

**DRAFT MINUTES OF THE MEETING OF THE CORPORATION MEETING
HELD: Thursday 12 December 2019 at 16:00 hours
In the Boardroom (4F07), David Hockney Building**

Present:	In Attendance:
Cath Orange (Chair)	Sarah Cooper (Director of People Services)
Geoff Alvy	Dawn Leak (Vice-Principal Development & Growth)
June Durrant	Chris Malish (Director of Finance & Corporate Services)
Salsabil Elmegri	Craig Tupling (Deputy CEO)
Lendy Ho	Sharon West (Interim Clerk to the Corporation)
Ann Kendal	Jo Wright (Turnaround Director)
Billy Khokhar	
Andy Naylor	Elizabeth Kilner (Minute Taker)
Piers Telemacque	
Neil Ward	
Chris Webb (CEO)	
Richard Woods	
Apologies:	
Paul Ashton	
Paul Birtles	
Alex Snow	

The quorum was six governors

L/J Denotes the time a Governor left/joined the meeting. Where the individual is not named in the minutes, a record is held separately and is available on request.

Item		Action
1	Chair's Welcome and Introductions	
1.1	The Chair welcomed everyone to the meeting and invited them to introduce themselves.	
2	Apologies for Absence and Disclosures of Interest	
2.1	Apologies for absence were received from Paul Ashton, Paul Birtles and Alex Snow.	
2.2	There were no specific or additional disclosures of interest.	

<p>3</p> <p>3.1</p> <p>3.2</p> <p>3.3</p> <p>3.4</p> <p>3.5</p> <p>3.6</p> <p>3.7</p> <p>3.8</p> <p>3.9</p> <p>3.10</p>	<p>Minutes of the Meeting held on 24 October 2019 and Matters Arising</p> <p>RESOLVED: The Minutes of the meeting held on 24 October 2019 were approved as an accurate record and the Chair was authorised to sign them.</p> <p>The Matters Arising report was reviewed. The information in the ‘Action Taken’ was noted and the deletion of completed items agreed. Governors discussed the items below.</p> <p><u>Meeting on 24 October 2019 – Item 1</u></p> <p>Volunteers were being sought to serve on the short life special interest group to perform a ‘deep dive’ into A Levels. The Chair and the Chair of the Quality & Standards Committee had volunteered.</p> <p>ACTION: Interested Governors to contact the Clerk.</p> <p><u>Meeting on 24 October 2019 – Item 2</u></p> <p>The Deputy Chief Executive Officer (DCEO) confirmed that the positive work being done by the Learner Support service continued to be included in internal and external communications and had been recognised by the FE Commissioner’s team.</p> <p><u>Meeting on 24 October 2019 – Item 3</u></p> <p>The subscription payment to the Office for Students (OfS) had been made.</p> <p><u>Meeting on 20 June 2019 – Item 9</u></p> <p>The DCEO confirmed that an agreement was in place to provide support for the Students’ Union and further work was being done on the way forward.</p> <p><u>Meeting on 14 April 2019 – Item 1</u></p> <p>The improvement in staff communications was ongoing with internal communications, visuals and staff conferences.</p> <p><u>Meeting on 14 April 2019 – Item 3</u></p> <p>The Director of People Services (DPS) advised Governors that the first of two staff surveys planned for the academic year had been completed.</p> <p><u>Meeting on 14 April 2019 – Item 4</u></p> <p>The Director of Finance & Corporate Services (DFCS) reported that the membership of the Health, Safety and Welfare Committee had been revised and new Terms of Reference agreed. Attendance was improving.</p>	<p>Govs</p>
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3.11	<p><u>Meeting on 10 January 2019 – Item 1</u></p> <p>The DFCS confirmed that work was ongoing on how best to present a single performance report. Regular reports were prepared for the Transaction Unit (TU) and consideration was being given to how reporting timescales might be aligned to coincide with submissions to the TU.</p>	
<p>4</p> <p>4.1</p> <p>4.2</p>	<p>Governor Appointments</p> <p>The Interim Clerk advised Governors that only one candidate had come forward for the Staff Governor vacancy and therefore no election had been required. The Chair and Chief Executive Officer (CEO) had met with the Head Teacher of Hanson School and the Search & Governance Committee had supported his appointment as an Independent Governor.</p> <p>RESOLVED: That</p> <p>(a) Andrew Naylor be appointed as a Staff Governor and Richard Woods be appointed as an Independent Governor for a term of four years; and</p> <p>(b) Ann Kendal, Andrew Naylor and Richards be appointed to serve as members of the Audit Committee.</p>	
<p>5</p> <p>5.1</p> <p>5.2</p> <p>5.3</p>	<p>Chief Executive Officer’s Report</p> <p>The CEO informed Governors that there were two key areas he had identified which should be given their attention and scrutiny. These areas were:</p> <ul style="list-style-type: none"> • Self-Assessment Report and Quality Improvement Plan (agenda item 8) • Annual Report and Financial Statements 2018-19 (agenda Item 12) <p>The Corporation was advised that members of the Quality & Standards Committee had been involved in the self-assessment validation process and had scrutinised the reports in detail. Governors were urged to ask questions of those that had been involved. Similarly the Finance & General Purposes Committee had conducted a thorough review of the annual report and financial statements.</p> <p>The Chair highlighted that the performance of Senior Post Holders was a confidential item on the agenda and that Staff and Student Governors would be asked to withdraw from the meeting for this item.</p>	
Fresh Start		
<p>6</p> <p>6.1</p> <p>6.2</p>	<p>Strategic Recovery Update</p> <p>The CEO updated the meeting.</p> <p>There had been three Education & Skills Funding Agency (ESFA) case conference meetings since the start of the autumn term. Meetings monitored progress against agreed actions and currently the College had been successful in closing down a number of recommended actions and making positive progress on others.</p>	

<p>6.3</p> <p>6.4</p> <p>6.5</p> <p>6.6</p>	<p>In October, the College had undergone an FE Commissioner (FEC) stocktake visit. The CEO reported that positive feedback on progress had been received and no further recommendations had been made. There were no further stocktake visits planned until the end of the academic year.</p> <p>The Chair stressed the importance of taking an external view of how the College was doing and said that the ESFA and FEC viewpoint was therefore extremely helpful. Governors agreed that a corner had been turned.</p> <p>The Turnaround Director reported that Stakeholders were happy with the progress being made by the College. She added that the College needed to ensure that the good progress continued at pace as there was always room for improvement.</p> <p>Governors queried why the FEC’s stocktake report was confidential. The CEO explained that the stocktake reports were not shared due to the commercial sensitivity of the contents. The reports were circulated to key stakeholders but were not published. Governors accepted that the positivity of the external validation could be shared as well as the key priorities so that staff and students had an environmental understanding of the drivers.</p>	
<p>7</p> <p>7.1</p> <p>7.2</p> <p>7.3</p> <p>7.4</p>	<p>Quality & Standards Committee Report</p> <p>The Chair of the Quality & Standards Committee reported on the business conducted at the meeting on 21 November 2019.</p> <p>(a) <u>Further Education Self-Assessment Report & Quality Improvement Plan</u></p> <p>The Committee considered the draft Self-Assessment Report (SAR) and Quality Improvement Plan (QIP). The Chair and the Chair of the Quality & Standards Committee had been involved in the validation process throughout and had scrutinised the SAR very closely.</p> <p>(b) <u>Student Recruitment Analysis Update</u></p> <p>The Vice Principal Development & Growth (VPDG) had at the request of the Committee provided a summary of emerging issues and risks and a view of this year’s recruitment compared to last year’s performance. There had been no major shifts in recruitment in weaker or poorly performing areas and some growth in stronger performing areas. In summary there were no issues with recruitment and enrolment that could be expected to impact on overall College performance.</p> <p>The Committee had considered the issue of reasonable educational experience for students on courses with small class sizes and had requested a summary of key issues with class size and educational experience from the VPDG.</p> <p>(c) <u>Data Dashboard</u></p> <p>The Committee had recorded real concern about attendance and wanted to understand why interventions that had been taken did not appear to be have had a</p>	

	<p>significant impact. A ‘deep dive’ into attendance had been agreed, The Chair, Chair of the Quality & Standards Committee, Ann Kendal, Salsabil Elmegri and Richard Woods volunteered to take part.</p> <p>Retention data was as expected for this time in the academic year. Governors queried whether attendance support was proactive. The DCEO explained that in addition to cards, the College also employed a telephone and email campaign.</p> <p>Governors asked how attendance data compared with previous years. The Chair of the Committee explained that there was no direct comparative information, but the Committee had been conscious that attendance had a tendency to drop off.</p> <p>7.5 (d) <u>Student Feedback</u></p> <p>There was concern from the Committee that Student satisfaction levels had not improved. The link between Student Satisfaction and Quality of Teaching and Learning was acknowledged.</p> <p>7.6 (e) <u>English and Maths Update</u></p> <p>Governors sought further information on the staff sickness issue reported at the Committee. The DCEO explained that the problem had been mitigated by the appointment of an Interim Head of English and Maths, a Team Leader for English and a Team Leader for Maths. Long term staff sickness was now reducing. Agency staff were being replaced with permanent positions. Governors agreed that English and Maths should be included in the attendance ‘deep dive’.</p> <p>7.7 (f) <u>Work Experience Report</u></p> <p>The Work Experience report was presented to the Committee and the Committee congratulated the Team on performance. The CDF pilot was discussed and members were advised that this was an area of concern as T Levels may flounder if a funding gap occurs.</p>	
<p><i>SR2: Ineffective Governance, non-compliance with statutory and common law requirements and oversight of the Executive/Senior Post holders in terms of appointing senior leaders with relevant skills and experience to be able to deliver clear strategy and strong leadership.</i></p> <p><i>SR6: Failure to recruit, retain and engage skilled, motivated and passionate employers.</i></p> <p><i>SR8: Change in Government Policy impacting on funding and quality assessment.</i></p> <p><i>SR9: Failure to promote the College, maintain a good reputation locally and nationally and attract and retain students.</i></p>		
<p>Student Experience</p>		
<p>8</p> <p>8.1</p>	<p>Self-Assessment Report and Quality Improvement Plan</p> <p>The DCEO presented the draft Self-Assessment Review (SAR) report and talked Governors through grades that had been proposed against the new Education Inspection Framework key judgements and types of provision. An overall effectiveness judgement of grade 3 ‘requires improvement’ was being proposed which remained the same as 2017-18.</p>	

8.2	The Further Education Quality Improvement Plan identified the College's key areas for improvement.	
8.3	The Chair advised Governors that they needed to focus on the assessments and judgements relating to grades. She asked if they were content with the pace of change. Governors agreed that they would like to see a faster pace of change, but accepted that it was important to adopt an honest approach and to know where the College currently was and where it was going.	
8.4	Governors discussed the overall effectiveness grade and asked where, if this remained the same as the previous year, improvements had been delivered with all the interventions that had been put in place. They recognised that whilst the College was not where they would want it to be, it was in a better position than the previous year and accepted that Ofsted would be likely to validate the judgment of 'requires improvement'. It would be possible to demonstrate where improvement had been made so far and where further improvements were still being made.	
8.5	Governors asked whether progress made would be reflected against the SAR. The DCEO confirmed that it would and that a mid-year review would be undertaken. Governors sought confirmation of when the Executive expected the College to become 'good' and were assured that this was expected in the next academic year. This was the first step on the journey to become 'outstanding'.	
8.6	Governors were advised that the FEC team had highlighted that colleges in financial turmoil normally encountered an adverse impact on quality as they worked to resolve the situation. They acknowledged that the College was working hard to address its financial difficulties without destroying quality.	
8.7	Governors queried whether the required improvements in Maths and English could be expected to be delivered by the end of the academic year. They received assurance that progress was being made and that the College was moving in the right direction and that Governors could expect to see improvement.	
8.8	Governors were satisfied that the SAR validation process had been thorough and painstaking. The proposed grades provided a fair and accurate reflection of performance and they had every confidence in the judgements.	
8.9	Governors recorded their thanks to everyone that had been involved in the process.	
8.10	RESOLVED: To approve the Self-Assessment Report 2018-19 and Quality Improvement Plan.	
9	Safeguarding Update	
9.1	Governors reviewed the update on safeguarding activity during the academic year to date. They discussed staffing, 'Prevent' training and Safeguarding and Wellbeing activity with students.	

SR4: Failure to ensure achievement rates and value-added increase and are above national averages impacting the College's ability to improve on poor inspection grades and quality assessment outcomes.
 SR5: Failure to ensure the curriculum is relevant and innovative to meet the needs of learners and employers and to address equality gaps.
 SR7: Failure to improve the quality of teaching, learning and assessment.
 SR11: Failure to ensure that the College has robust safeguarding arrangements in place.

Finance and Resources

<p>10</p> <p>10.1</p> <p>10.2</p> <p>10.3</p>	<p>Student Voice</p> <p>The Student Governor reported that Student Representative training was ongoing and the system had been rebooted. It was intended that the Student Representative system would improve student communications. Learner forums were in place for students to enable discussions with Heads of Department and feedback from students for these events was positive.</p> <p>A hustings event had been held with local representatives of a number of political parties. The event had been well attended and student engagement positive.</p> <p>Other events planned included Human Rights week with debates on healthy relationships and consent and Christmas crafts. Plans for later in the year included Health Living Month.</p>	
<p>11</p> <p>11.1</p> <p>11.2</p> <p>11.3</p> <p>11.4</p> <p>11.5</p>	<p>Audit Committee Report</p> <p>The Chair of the Audit Committee reported on the business conducted at the meeting on 28 November.</p> <p>(a) <u>Internal Audit Reports</u></p> <p>The Chair heightened that the Health and Safety Internal Audit report had an overall assessment of 'weak' which was a matter of particular concern. A follow up review had been requested to provide assurance that improvements have been made.</p> <p>The IT Systems Internal Audit report had an overall assessment of 'strong'.</p> <p>(b) <u>Regularity Self-Assessment Questionnaire</u></p> <p>RESOLVED: To approve the Regularity Self-Assessment Questionnaire.</p> <p>(c) <u>Audit Committee Annual Report</u></p> <p>The Chair of the Audit Committee presented the Committee's annual report for 2018-19. Governors reviewed the activity conducted throughout the year and the Committee's opinion on the adequacy and effectiveness of the corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets, and its processes for securing economy, efficiency and effectiveness.</p> <p>RESOLVED: To receive the Audit Committee Annual Report 2018-19.</p>	

11.6	ACTION: Corporation to take action to urgently increase the membership of the Audit Committee.	Govs
11.7	(d) <u>Strategic Risks and Audit Update</u> The Strategic Risk Register was summarised for Governors by the DFCS. A detailed review of the risk register will take place at the next meeting of the Committee.	
11.8	(e) <u>Directors of Subsidiary Companies</u> Governors noted the recommendation from the Committee that it consider how the boards of College subsidiaries could be strengthened. They were advised that whilst there were three active subsidiaries currently, the intention was to reduce these and therefore Directors were only required for City Training Services (CTS) and Inprint + Design.	
11.9	ACTION: All Independent Governors to contact the Clerk if they wish to be Directors of a subsidiary company.	Govs
<p><i>SR1: Inability to maintain financial stability by (1) failure to generate operating surpluses, control costs and manage cash flow, (2) failing to deliver income and ensure cost base is aligned with income, (3) failure to have appropriate data governance procedures in place to provide relevant management information to avoid financial penalty.</i></p> <p><i>SR3: Failure to manage the estate effectively.</i></p> <p><i>SR10: Failure to prepare for and respond to critical incidents.</i></p>		
Effective Governance		
12	Finance and General Purposes Committee Report	
12.1	The Vice-Chair of the Finance and General Purposes Committee reported on the business conducted at the meeting on 28 November 2019.	
	(a) <u>Annual Report and Financial Statements/Audit management Letters/Letters of Representation</u>	
12.2	The Annual Report and Financial statements had been presented to the Finance & General Purposes Committee and the Audit Committee.	
12.3	Two key issues were highlighted in the Audit Report. A finance lease was signed in March 2019 which covenants did not permit; the bank had issued a waiver letter in respect of this. The headroom in the Total Debt to Total Revenue ratio was under pressure but this would be mitigated by the sale of assets.	
12.3	The ‘going concern’, requirement was discussed and it was noted the auditors might decide that there was a ‘Material Uncertainty’. Delegated authority was therefore sought for the Chair and the CEO to sign-off the annual report and financial statements and also to sign a letter of support for CTS in order to maintain its solvency.	
12.4	RESOLVED: That the draft Annual Report and Financial Statements 2018-19 be approved by the Corporation and that the CEO and Chair be authorised to sign the	

<p>12.5</p> <p>12.6</p> <p>12.7</p>	<p>final Annual Report and Financial Statements 2018-18 if there have been no material changes.</p> <p>(b) <u>Management Accounts</u></p> <p>The Vice-Chair had requested that year end forecasts in terms of trading be added to the management accounts. The DFCS had agreed to circulate the quarterly return to Members and align reports to the Committee with the content of the quarterly returns.</p> <p>(c) <u>Financial Dashboard</u></p> <p>The DFCS had presented the ESFA Financial Dashboard to the Committee and had highlighted that overall the College's ability to forecast had improved and was moving in the right direction from 'requires improvement' to 'good'.</p> <p>(d) <u>Staff Survey Results</u></p> <p>Staff survey results were summarised by the DPS. Participation in the staff survey was 80% compared to 55.9% in the previous survey. Governors were pleased that the results of the staff survey were very positive. The Corporation's aim for the College to become the 'employer of choice' would facilitate discussions with staff. Dialogue was now taking place and trust was being built. A second survey was planned for March 2020.</p> <p>It was noted that some staff were not happy with the reduction in the number of questions to 12 and the lack of opportunity to 'raise issues that were on their minds'.</p>	
<p>13</p> <p>13.1</p> <p>13.2</p> <p>13.3</p>	<p>Remuneration Committee Report (Confidential) meeting on 2 December 2019</p> <p>(a) <u>Annual Remuneration Report</u></p> <p>The Annual Report on Senior Post Holder remuneration is prepared in accordance with the Code of Good Governance and the Senior Post Holder Remuneration Code for the twelve month period 31 July 2019.</p> <p>RESOLVED: To receive the Senior Post Holder Remuneration Annual Report 2018-19 and approve its publication.</p> <p><i>L 18:20 Sarah Cooper, Salsabil Elmegri, Chris Malish, Andy Naylor, Piers Telemacque, Craig Tupling, Chris Webb, Jo Wright</i></p> <p>(b) <u>Senior Post Holder Performance Reviews</u></p> <p>See Confidential Minutes.</p>	

	(c) <u>Changes to SPH Roles and Responsibilities</u> See Confidential Minutes.	
14	Reports from Subsidiaries and Corporation Committees	
14.1	The reports from subsidiaries and Corporation Committees were received and noted.	
<i>SR2: Ineffective Governance, non compliance with statutory and common law requirements and oversight of the Executive/ Senior Post holders in terms of appointing senior leaders with relevant skills and experience to be able to deliver clear strategy and strong leadership.</i>		
Matters to Note		
15	Meeting Evaluation	
15.1	Evaluation forms were distributed.	
16	Any Other Business	
16.1	There were no items of any other business.	
16.2	<i>The Chair closed the meeting at 18:35</i>	

Approved by the Corporation:

Signed: (Chair) Date:

Agreed Actions

No	Minute	Action	Who?
1	3.4	Volunteers required to serve on a short life special interest group to perform a 'deep dive' into A Levels. Interested Governors to contact the Clerk.	Governors
2	11.6	Corporation to take action to urgently increase the membership of the Audit Committee.	Chair
3	11.9	All independent governors to contact the Clerk if they wish to be Directors of a subsidiary company.	Governors