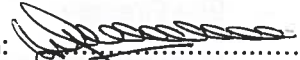


Approved by the Corporation:

  
Signed by the Chair

9/18/17  
Date

## MINUTES OF THE MEETING OF THE CORPORATION HELD: Thursday 13 July 2017

### Present:

Richard Wightman (Chair)	Governor
Robert Holden	Governor (Staff)
Judy Hooton	Governor
Cath Orange	Governor
Karl Oxford	Governor (to 18.45)
Debbie Rolls	Governor (Staff)
Ramindar Singh	Governor (to 17.55)
Dale Smith	Governor (to 17.05)
Andy Welsh	Governor (Executive)

The quorum was six Governors

### In Attendance:

Kevin Finnigan	Association of Colleges National Leader of Governance (Item 5)
Joanna Green	Clerk to the Corporation
David Hambleton	Director of Finance & Corporate Services
David Harwood	Principal
Russell Hodson	Skills for Life/Essential Skills Programme Manager (Item 6)
Dawn Leak	Director of Employer Responsiveness
Jacqueline Olson	Assistant Principal, Quality and Standards
Waseem Siddique	Observer and Students' Union nominee for Student Governor
Julie Warden	Learner Progress and Cross-College Tutorial Manager (Item 7)

The meeting was held in the Boardroom, Old Building, Bradford College from 16.00 until 19.10. It was chaired by Richard Wightman.

*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.

### 0. Preliminaries

0.1 The Clerk advised that a quorum was present. The Chair opened the meeting.

### 1. Introductions, Apologies for Absence and Disclosures of Interest

#### 1.1 Introductions

The Chair welcomed Waseem Siddique, the Bradford College Student Union's nominee for the vacant Student Governor position, congratulating him on his election as Students' Union President. He also welcomed Kevin Finnigan ("KF"), an Association of Colleges ("AoC") National Leader of Governance, who was attending the meeting to lead a session about the Common Inspection Framework, what happens during an Ofsted inspection, and how Governors can be prepared.

## 1.2 Apologies for Absence

- Dave Mann.
- Eve Gregory
- Mary Hussain, without stating any reason.
- Richard DunbarRalph Berry
- Ramindar Singh gave apologies for having to leave early.
- Dale Smith gave apologies for having to leave early.
- Paul Ashton was absent without apologies.

It was **NOTED** that the meeting was a Special meeting due to the short notice.

## 1.3 Disclosures of Interest

1.3.1 It was **NOTED** that the Staff Governors, Robert Holden and Debbie Rolls, have a fiduciary conflict in relation to Item 12 (Staff Pay Award) and cannot join in the discussion or vote. The Clerk reminded Governors that UCU having submitted a 'failure to agree' notice in respect of the staff pay award determined on 27 April 2017, Debbie Rolls, a UCU staff representative, will be required to withdraw from the meeting during any discussion on the matter in dispute.

1.3.2 The Chair reminded Governors to declare other interests as they arise.

## 2. Chair's Actions

2.1 The Clerk reported that the Vice Chair had approved the use of external solicitors in the Chair's absence. She said she will report on this in due course.

## 3. Minutes of the meeting of 22 June and 29 June 2017

3.1 The minutes of 22 June 2017 and the annexes were **AGREED** as a true and correct record and the Chair was duly authorised to sign them. It was **NOTED** that the content of Annex 1 should no longer be considered confidential, as the news about Forster Community College's services becoming an integral part of the Bradford College Group has been made public.

3.2 As the minutes of 29 June were not yet available, it was **AGREED** that the Item should be deferred. The Clerk said they are unlikely to be ready by next week.

### **RESOLVED:**

- i. That the minutes of 22 June 2017 and the accompanying annexes are a true and correct record of the meeting and should be signed by the Chair.*
- ii. That Annex 1 to the minutes of 22 June 2017 is no longer confidential.*
- iii. To defer approval of the minutes of 29 June 2017 to a subsequent meeting.*

## 4. Matters Arising

4.1 **Remuneration Committee Report and Minutes:** In the absence of the Chair of the Remuneration Committee, the Vice Chair, Ramindar Singh, presented the restricted minutes of the meeting of 11 May 2017, which included an update on the performance of Principal David Harwood and Provost Richard Thomas,

as well as an update on their progress towards their appraisal targets, and that of the Clerk and Group Chief Executive Officer Andy Welsh (“GCEO”).

- 4.2 The Committee’s instruction that all senior post holders must complete all mandatory staff training before the date of the next Remuneration meeting was **NOTED**, along with its comments on Governors’ role in providing management with a policy basis for determining what mandatory training staff should receive. GCEO, SPH
- 4.3 The Committee had received a copy of the internal auditor’s advisory report on the senior post holder performance management framework. Its contents were **NOTED** and it was **AGREED** that it should be shared with all Governors. Clerk
- 4.4 Amended versions of the job descriptions for three of the senior post holder posts, as well as the Clerk, were presented for approval. It was **NOTED** that the job description for the Director of Finance and Corporate Services role had been approved by the Special Committee established on 23 March 2017. It was **AGREED** that the revised job descriptions should be approved.

**RESOLVED:**

- i. That the revised job descriptions for the Group Chief Executive Officer, the Principal, the Provost and the Clerk are approved.*
- ii. To note the advice of the Remuneration Committee in respect of senior post holder performance and that of the Clerk.*
- iii. To receive the report.*

- 4.5 **Freedom of Speech Policy:** GCEO presented the draft policy for approval, explaining that the intention is to revisit it once further consultation takes place. He said the Students’ Union, the College’s Prevent lead, and the Events Manager have all contributed to the development of the current draft, and the Academic Board also had the opportunity to input. He said it is recommended for approval by the Executive.
- 4.6 The Clerk had prepared an advisory report to accompany the draft policy, setting out the legislative background and examining the risks the policy seeks to control for. The report was received.
- 4.7 Governors discussed the draft policy, commenting that it seemed fit for purpose and captured the general principle of campus freedom. A Staff Governor suggested that when the policy is reviewed, it might be appropriate to place more emphasis on the importance of academic freedom in scholarly activity and research, rather than focusing almost exclusively on events.
- 4.8 In response to a question, GCEO said the College accommodates large numbers of events every year, recently hosting over 100 literature events during the Bradford Literature Festival, including some controversial speakers. He said two former extremists have been invited to speak at the College’s hate crime conference.
- 4.9 It was **AGREED** that the Freedom of Speech Policy should be approved, subject to further consultation and a review during the next academic year.

**RESOLVED:**

- i. To note the advice contained in the Clerk's advisory report on freedom of speech and the associated risks.*
- ii. That the draft Freedom of Speech Policy and Code of Practice on the Conduct of Events is approved and adopted with immediate effect, subject to further consultation and a review during the next academic year.*
- iii. To receive the report.*

GCEO,  
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4.10 **Instrument and Articles:** The Clerk said a written resolution will be circulated.

4.11 **Committee Secretariat Recruitment:** The Clerk said she hopes to advertise the position shortly; she is waiting for approval from the HR team.

**RESOLVED:**

- i. To receive the Matters Arising report.*

**5. Ofsted Readiness Training**

5.1 National Leader of Governance, Kevin Finnigan ("KF") introduced himself and delivered a briefing on how Governors can best prepare for Ofsted inspection in the interest of learners and what to expect.

5.2 There was discussion about the relationship between the effectiveness of leadership and management and student outcomes. KF said it is important to recognise that governance is not self-serving; it is judged according to how effective it is - in the college context this is in terms of delivering an outstanding service to learners. Unless there is evidence that learners are achieving, leadership and management (i.e. governance) will be graded 'inadequate' or 'in need of improvement'.

5.3 There was discussion about the 2014 Ofsted report, which had made the following recommendations:

- a) Increase the numbers of students on classroom-based engineering, construction, business administration and law courses who complete their course and achieve their main learning aim;
- b) Accelerate the progress of 16-18 students on advanced vocational courses, particularly business courses, so they achieve grades they should be capable of given their prior achievement.
- c) Increase the opportunities for all students on study programmes to access a meaningful and vocationally relevant work placement.
- d) Improve attendance.
- e) Increase progression to further or higher education, employment or training and reduce the number of unknown destinations.

5.4 KF emphasised that Governors should be able to discuss the actions the College has taken in response to the 2014 Ofsted report recommendations – including by the implementation of the Quality Improvement Plan and tracking/monitoring progress via the dashboard; as well as the impact of those actions. He said to some extent it is acceptable to refer to papers – but not exclusively.

- 5.5 Referring to the English and maths progress measures, KF said, as well as addressing the recommendations of previous external reports, colleges must respond to the changing landscape.
- 5.6 There was discussion about the Corporation's responsibility for quality improvement and KF reminded the meeting that the Ofsted team will base its judgements on conversations with learners as well as on the last three years' performance data, so Governors must know what the learner experience is like. In this regard, Governors recalled that students' responses to the middle-of-course satisfaction survey had been positive – with overall satisfaction above the external benchmark in all areas.

*L17.05 Dale Smith left the meeting.*

- 5.7 KF referred to the extract from the Ofsted FE and Skills Handbook for September 2016 and recommended that the Corporation use it to undertake self-evaluation, assessing its strengths and weaknesses honestly.
- 5.8 KF suggested some additional exercises Governors might wish to engage in:
- a) Reflecting on the presumption that the best teachers deliver the best outcomes – is this true at Bradford College and if not, why not? KF said when holding the Executive to account, Governors must bear in mind that “truths” don't always hold water and sometimes with good reason.
  - b) Discussing how the Corporation knows that it is resourcing the right things.
  - c) Taking steps to gain additional assurance and more direct oversight of the provision, for example by appointing further Link Governors and encouraging the development of closer working relationships between Governors and their Linked areas for assurance purposes, leading on items relating to their area when reports come to the board, as with maths and English.
- 5.8 There being no questions, the Chair thanked KF for his informative presentation, the self-evaluation resources he had provided and his suggestions. KW mentioned that additional funding is being made available for training and governance support if any is needed. He thanked the Chair for the College's hospitality and left the meeting.

*L17.35 Kevin Finnigan left the meeting.*

### **RESOLVED:**

*i. To receive the report.*

### **12. Staff Pay Award (Other Business)**

- 12.1 As there was a risk of the meeting becoming inquorate for the purposes of reaching decisions in respect of staff pay, it was **AGREED** that this additional item of business should be taken out of time.
- 12.2 In accordance with clause 12.5(c) of the Instrument of Government, Staff Governor Debbie Rolls left the meeting during the discussion about staff pay. Observer Waseem Siddique was also asked to leave the meeting for this Item.
- 12.3 The Clerk confirmed that, notwithstanding that Staff Governor Rob Holden is not allowed to join in any discussion, vote or count in quorum on the issue of staff pay, the meeting remained quorate.

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L17.40 Debbie Rolls and Waseem Siddique left the meeting.

- 12.4 The Clerk referred to the report from David Hambleton, the Director of Finance and Corporate Services (“DFCS”), which recommended that Governors rescind the pay award determined on 27 April 2017 and substitute a 1% consolidated pay offer, as well as offering a Living Wage award of £8.25 per hour from 1 August 2016 to 31 March 2017 inclusive and £8.45 per hour from 1 April 2017. She said if Governors are minded to accept this new recommendation, they must be satisfied with the Executive’s assurances in respect of the change in position since 27 April 2017. This was **NOTED**.
- 12.5 DFCS explained that the Executive has kept the staff pay position under continuous review since the April meeting, being mindful that Governors were somewhat unhappy with the position and wished to be more generous. He said the finance team has now substantially completed its work on the income and 2017-18 expenditure budgets, giving increased confidence that a consolidated pay award of 1% (as recommended by the AoC) is affordable within the Corporation’s expressed risk tolerance. He reminded Governors that his previous advice was based only on the Q3 forecast, whereas his current advice is based on the proposed budget (as per Annex 1 to his report). In response to a question, he said the recommendation in respect of the Living Wage was not part of the previous recommendation but there is an opportunity now for the College to bring itself into line with the national position.
- 12.6 DFCS cautioned that, as per his advice of 29 June 2017, the key performance indicators for financial sustainability are all showing a weakened position against budget. He said increasing the consolidated pay award and offering the Living Wage award will increase the risk of insufficient cash flow being available for debt-servicing costs - reducing the ‘headroom’ on one of the Lloyds Bank loan covenants. On the other hand it may help to control for the risk of low employee morale affecting the quality of the provision, so on that basis, the Executive’s view is that the balance of risk is unchanged.
- 12.7 DFCS reminded Governors of the joint staff unions’ pay dispute and said implementing the Executive’s revised recommendation may not resolve the matter, as the joint staff unions have indicated that they are looking for a significant increase on 1%. He referred to the scenario-modelling Governors had requested at previous meetings, drawing attention to Annex 2 to his report. He said more detailed scenario-modelling can be done in future – but it is clear from what has been done that if the amount of the consolidated pay award were increased to 1.5%, the impact would be to reduce the College’s financial health score by 10 points to 120 points and to reduce the headroom on the Lloyds “*cash flow available for debt servicing as a percentage of debt servicing costs*” loan covenant to 13%. He said this would increase the risk of intervention by the Education and Skills Funding Agency or Lloyds Bank significantly and exceed Governors’ expressed risk tolerance. On that basis, he said, the Executive cannot recommend a consolidated award of more than 1%.
- 12.8 Governors **WELCOMED** the Executive’s advice in terms of the balance of risk and thanked DFCS for all the additional time he and his team had put in to help the Corporation achieve a better deal for staff. In response to a question, DFCS reiterated that priorities have not changed; all that has changed is the Executive’s confidence in terms of affordability due to the 2017-18 expenditure budget being slightly lower than anticipated and the levels of growth predicted.

- 12.9 There was discussion about the possible consequences of departing from what was previously agreed and a majority **AGREED** that despite the strong wish to do so, awarding a pay rise above the 1% recommended by the AoC would be too risky at the present time. A dissenting Governor drew attention to DFCS's remarks about the likely positive benefits if staff are adequately remunerated - and commented that staff pay decisions can potentially impact on the character of an institution.
- 12.10 A Governor commented that, if significant risks were to materialise, necessitating a material trade-off between financial sustainability and quality, the Corporation would expect to make that decision. This was **AGREED**.
- 12.10 By a majority, Governors **AGREED** that in accepting the Executive's recommendations they would be furthering the interests of the charity's beneficiaries and discharging their statutory responsibility to safeguard the assets of the College. The Chair called for a formal vote, whereupon the Executive's recommendations were approved.

**RESOLVED:**

- i. To note management's advice in respect of the College's financial position and the risk of increasing the amount of the consolidated pay award agreed on 27 April 2017, in particular the risk of increasing it beyond 1%.*
- ii. (By a majority) having had due regard to its duty to safeguard the assets of the Corporation and the College, as well as to maintain academic standards and the learner experience, that it is in the best interests of the charity to accept the Executive's recommendations in respect of staff pay, as set out in the report of the Director of Finance and Corporate Services to this meeting.*
- iii. (By a majority) to approve and implement the Executive's recommendations in respect of staff pay, as set out in the report of the Director of Finance and Corporate Services to this meeting.*
- iv. To receive the report.*

*J17.55 Debbie Rolls and Waseem Siddique rejoined the meeting.*

*J17.55 Russell Hodson, Skills for Life/Essential Skills Programme Manager joined the meeting.*

*L17.55 Ramindar Singh left the meeting.*

**6. Maths and English Task and Finish Group**

- 6.1 The Chair welcomed Skills for Life/Essential Skills Programme Manager Russell Hodson ("RH") to the meeting. RH reminded Governors of the aims of the Maths and English Task and Finish Group, a joint initiative between the Corporation and management, and the role of the FE Link Governor in chairing and supporting it.
- 6.2 RH listed some of the Task and Finish Group's key achievements this year:
- attendance at maths and English classes has improved across all types of provision;
  - attendance at examinations has improved significantly in GCSE and Functional Skills examinations; and
  - retention has improved by 5.8%.

- last year achievement was up by nearly 4% and further improvements are anticipated this year in GCSE English, GCSE maths and Functional Skills.

RH said despite these achievements, these subjects remain high risk for the College. With overall maths and English achievement below national average, there is much still to do. The aim is for the College to be at benchmark or above on every course by June 2018 - but there are external factors that are beyond its control, such as the impact of the new maths curriculum.

- 6.3 A Governor referred to the presumption KF had mentioned in his training session: that the best teachers produce the best outcomes. The Governor commented on the disjunct between English and maths student outcomes being graded “Inadequate” in the self-assessment and the team’s self-assessment of teaching and learning as “Good” - as well as the fact of 92% of observed teaching and learning being rated “Good” or better. Asked to comment on this, RH said not only are the English and maths outcomes comparable with those of other general FE colleges but the College is bucking the trend, as its results are improving. Additionally, he said, the starting point of learners joining Bradford College is low relative to the average Bradford school leaver - only 26% have already achieved an A\*-C in both English and maths at key stage 4 compared to 48% of Bradford school leavers. This means that, on average, Bradford College learners have more distance to travel.
- 6.4 A Governor asked how such a positive observation profile (92% Good or better) has been achieved and RH said through improved organisation and schemes of work, the development of vocationally relevant resources, and the take up of excellent professional development opportunities by staff – including resilience training and GCSE enhancement training for Functional Skills teachers. He said it is not just down to the maths and English team; much of the credit is due to the Learning Excellence Centre.
- 6.5 A Governor asked RH to comment on staff behaviours in terms of punctuality, completing registers and giving feedback. RH said the register stats are really impressive: 97%; it is one of the top performing areas in the College in that respect. He said marking and feedback is prompt and to a good standard - but there is a need for more consistency in terms of how feedback is given.
- 6.6 There was discussion about the role of Governors and the impact of the Corporation’s involvement in the maths and English initiative. It was **AGREED** that clarity is needed as to the Corporation’s role and intentions going forwards. RH said the contribution made by FE Link Governor Eve Gregory has been significant; she is absolutely on the detail and nothing is too much trouble. He said Governors’ understanding of the issues and the support shown generally has impressed staff and reinforces the importance of the work they are doing.
- 6.7 In response to a question, RH clarified that while there are no specific equality/diversity issues to bring to Governors’ attention, monitoring is ongoing, particularly in respect of EDIMs (Equality & Diversity Impact Measures) relating to the achievement of male students and of Pakistani male students. He said the team keeps a close eye on the data and some improvement is expected.
- 6.8 Referring to the future of the maths and English Task and Finish Group, RH said a formative evaluation is planned to ensure its effectiveness going forward.
- 6.9 There being no further questions, Governors **AGREED** that they were satisfied with the work in progress and the Chair thanked RH for his presentation.



**RESOLVED:**

- i. ***That the Corporation is satisfied with work in progress to improve achievement in maths and English and with the controls in place to manage the risks presented by the condition of funding.***

- ii. ***To receive the report.***

*L18.30 Russell Hodson left the meeting.*

*J18.30 Julie Warden, Learner Progress and Cross College Tutorial Manager, joined the meeting.*

## **7. Demonstration of eTrackr<sup>1</sup>**

- 7.1 The meeting adjourned at 18.30 so that a demonstration of the eTrackr system could take place.

*L18.45 Karl Oxford and Julie Warden left the meeting.*

- 7.2 When the meeting reconvened at 18.45, Governors thanked management for the informative briefing and **AGREED** that it had been very helpful.

## **8. Ofsted Readiness**

- 8.1 The Principal, David Harwood, handed out folders to all Governors, explaining that they contain key information about the quality of the College's FE provision. Rather than being aimed at helping Governors "cram" for inspection, he said, they are intended to support Governors long-term in developing a greater awareness of, and familiarity with, the College curriculum, progress measures, and relevant standards.

- 8.2 Guiding Governors through the information folder, the Principal drew attention to certain items, including the exemplar FE data dashboard at Section 7, which he said illustrates how Governors set stretch targets and monitor progress. He reminded Governors that the FE data dashboard contains national benchmark data – and this will be updated in September/October.

- 8.3 Referring to Section 11, the Principal said this is the Ofsted inspection plan. It names those who will meet with the Ofsted inspection team in the event of an inspection visit, which is likely to be in the first term of the next academic year. He said it also names the key leads and covers all aspects of the FE provision.

- 8.4 Governors commented on the quality of the information contained in the folders and **AGREED** that having that information at their fingertips and periodically updated will enable Governors to ask more intelligent questions going forwards.

**RESOLVED:**

- i. ***To receive the report.***

## **9. Arrangements for FE Governance**

- 9.1 It was **AGREED** that the matter should be deferred to the next meeting to allow more time for discussion and for more detailed advice from the Clerk.

<sup>1</sup> eTrackr is a web-based eILP (electronic individual learning plan) that tracks progress against individual targets, monitors attendance, uses online action plans and creates subject reviews.

**RESOLVED:**

- i. To defer decision-making about FE academic governance to the next meeting.*

Clerk

**10. Budget-Setting Process: Apprenticeships and Other Income**

- 10.1 DFCS reminded Governors of the process being followed to approve the 2017-18 income and expenditure budgets, as well as the College's financial plan. He explained that this Item is the third instalment on the income side, Governors having previously received briefings on the FE and HE income projections.
- 10.2 The Director of Employer Responsiveness, Dawn Leak ("DER") spoke briefly to her report, stating that investment in this area is forecast to yield income growth year on year. She reminded Governors of how apprenticeship funding for employers will work, including details of the funding bands and the apprenticeship levy. She said the new arrangements will enable the College to do larger volumes of business and to work with a greater range of partners, with more flexibility in terms of delivery, for example to subcontract where the College lacks certain expertise.
- 10.3 Governors were reminded that the Northern Dental Education Centre will operate from the Advanced Technology Centre from September, bringing in additional commercial income.
- 10.4 Asked how realistic the draft income budget and plan are, DER said they are entirely realistic. There being no further questions, it was **AGREED** that the employer responsiveness income budget should be approved.

**RESOLVED:**

- i. To note the management recommendations with regard to the 2017-18 Employer Responsiveness income budget and the various minimum and stretch targets, together with the budget assumptions and other rationale.*
- ii. To approve the Employer Responsiveness income budget for 2017-18.*
- iii. To receive the report.*

**11. Dates of Next Meeting**

- 11.1 The date of the next meeting is Thursday 20 July 2017 at 16.00.

**12. Any Other Business**

- 12.1 There was no more other business.

**14. Meeting Evaluation**

- 14.1 The evaluation report from the previous meeting (29 June 2017) was received. New evaluation forms were circulated for completion and then collected in.

**RESOLVED:**

- i. To receive the report.*

There being no further business, the Chair thanked everyone for their attendance and the meeting closed at 19.10.