

Bradford College

Draft minutes prepared from contemporaneous notes approved by the Chair via email on 26/02/2019

C. Orange
Signed by the Chair

14/4/2019
Date

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MINUTES OF THE MEETING OF THE CORPORATION
HELD: Thursday 14 February 2019 at 1600 hours
In the Board Room, Old Building

Present	In Attendance
Cath Orange, Governor (Chair)	David Reeve, Interim Director of Finance
Geoff Alvy, Governor	Craig Tupling, Deputy CEO
Paul Birtles, Governor	Sharon West, Interim Clerk from 01/03/2019
June Durrant, Governor	Chris Webb, CEO from 01/03/2019
Salsabil Elmegri, Governor (Student)	Nick Koral, Safeguarding Manager
Robert Holden, Governor (Staff)	Elizabeth Kilner, Minute Taker
Sajjad Khan, Governor	Tom Morrison, Stone King Solicitors
Chris Malish, Governor (Exec)	
Dave Mann, Governor	
Debbie Rolls, Governor (Staff)	
Piers Telemacque (Staff)	
Neil Ward, Governor	
Apologies	
Paul Ashton, Governor	
Ann Kendal, Governor	
Matt Peel, Governor (Student)	
Steve Roberts, Governor	
Fiona Whitworth, Interim Clerk	

The quorum was seven 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
Housekeeping		
1	Chair's Welcome and Introductions	
1.1	The Chair welcomed the new CEO and the new Clerk to the meeting.	
1.2	Introductions were completed. <i>L 16.05 Sharon West</i>	
2	Apologies for Absence, Disclosure of Interest	
2.1	Apologies were received from Paul Ashton, Ann Kendal, Matt Peel, Steve Roberts and Fiona Whitworth.	
2.2	There were no specific or additional disclosures.	

<p>3</p> <p>3.1</p> <p>3.2</p> <p>3.3</p>	<p>Minutes of Previous Meetings</p> <p>RESOLVED: The minutes of 18 October 2018 were received and there was an agreement that they were a true record. The Chair was authorised to sign them.</p> <p>RESOLVED: The minutes of 13 December 2018 were received and there was an agreement that they were a true record. The Chair was authorised to sign them.</p> <p>RESOLVED: The minutes 10 January 2019 were received and there was an agreement that they were a true record. The Chair was authorised to sign them.</p>	
<p>4</p> <p>4.1</p>	<p>Matters Arising</p> <p>The Matters Arising report was reviewed. The information in the “Action Taken” column was noted and Governors discussed the following items:</p> <ul style="list-style-type: none"> • Item 2 -The action is still outstanding and will be progressed. • Item 3 – Policy reviews are now built into committee agendas. • Item 4 – Outstanding. • Item 5 – Completed. • Item 6 – Updates will be provided at the next meeting • Item 8 – Included in the agenda. • Item 9 – Ongoing. • Item 10 – Will be shared when funding is agreed. • Item 11 – Outstanding. • Item 13 – Included in the agenda. • Item 14 – Ongoing. • Item 15 – Additional performance reviews are planned. • Item 16 – To be reviewed at the next audit committee. • Item 17 – Report included on agenda. • Item 18 – Completed. • Item 19 – Completed. 	

Safeguarding		
5	Safeguarding Annual Report and Update	
5.1	Safeguarding Annual Report 2017-18 & Update had been circulated. Nick Koral updated the meeting.	
5.2	<ul style="list-style-type: none"> • Frequently reported concerns at the college mirror the issues in the community including mental health, domestic abuse and homelessness. • The number 'none' reported is likely to be an issue with data reporting where students with an existing reported issue are not reported properly. • The Safeguarding team are very busy and do have links with the Local Authority, Police and External Services. • Recommendations were noted. <ul style="list-style-type: none"> - Governor Safeguarding training is required including prevent. ACTION: A plan for governor safeguarding training is required. - Governors should identify a designated link Safeguarding governor. ACTION: A link Safeguarding Governor should be appointed. Governors interested should contact the Chair. - Governors should note that when students access the safeguarding service, they receive a person centered, rights based and evidenced based intervention that is supported by a collaborative decision making approach (three conversations model). - Governors should note that the safeguarding team now receive professional supervision provided by the safeguarding manager. 	<p>DCEO / NK</p> <p>Governors / Chair</p>
5.3	<p>Q. Does the college data reflect the college demographic? A. This will be checked.</p> <p>Q. Are we addressing all student needs? A. Yes. The service is culturally competent and includes a translator service. The service is now better placed to support students.</p> <p><i>L 16.40 Nick Koral</i></p>	

Teaching and Learning

6 **Student Voice, Quality and Standards Committee Report, Minutes of 28 January 2019, Self Assessment Report FE, Quality Improvement Plan FE**

6.1 **(a) Student Voice**

A report had been circulated before the meeting. Salsabil Elmegri updated the meeting.

- The Students Union took part in the national Time to Talk campaign. This campaign encourages people to talk about mental health. The Chair and CEO took part in this event.
- It has become known today that accommodation used by some students at the college will close due to Health and Safety issues. Alternative accommodation is being sought for the students. It was noted that the Safeguarding team are aware of the issue and work is being done to help students.

Q. What was the issue at the accommodation?

A. It was a Health and Safety Issue.

Q. Could the college assist students financially if required?

A. This would need to be reviewed on a case by case basis.

Q. Will the issue impact other properties?

A. It is not a college property.

Q. Does the college review accommodation for students?

A. The DCEO can check if reviews take place.

Q. How many college students are impacted?

A. Not known but expected to be low as most of our students are local.

6.2 **(b) Quality and Standards**

The minutes of the Quality and Standards Committee meeting held on 28 January 2019 had been circulated. June Durrant updated the meeting.

- Data Dashboard Key Performance Indicators were reviewed.
- Progress in learning was reported.
- Quality Improvement plans were reviewed.
- Maths and English outcomes were reported and the need for accurate predictions was highlighted.
- Work placement progress was reported.
- 'Teaching and Learning Walks' monitoring was reviewed.

6.3 **(c) Self Assessment Report 2017 -2018**

The Self Assessment Report 2017-18 had been circulated before the

6.4 6.5	<p>meeting. June Durrant updated the meeting.</p> <ul style="list-style-type: none"> - Overall Effectiveness is 3 (Requires Improvement) - Effectiveness of Leadership and Management, Quality of teaching, learning and assessment, Personal development, behavior and welfare and Outcomes for learners are all 3 (Requires Improvement) - 16-19 Study Programmes are 4 (inadequate). This is due to poor performance in English and maths. - Adult Learning Programmes, Apprenticeships, Traineeships and High Needs Learners are all 2 (Good) <p>In summary, there is still a lot of work to do and the speed of impact needs to increase significantly.</p> <p>Q. What is staff morale like? A. There are challenges for 16-19 outcomes with study programmes rated inadequate. External mentors are being used to guide and support staff.</p> <p>Q. Is it just English and maths? A. English and maths together represent a significant proportion of study. English and maths and A levels are all inadequate. A levels are being looked at in the curriculum review and a new decentralised approach is being planned for English and maths.</p> <p>Q. What is attendance at English and maths? A. It is poor at 79% to 80%. This has improved since last year but is still poor.</p> <p>Q. Do we lack social space for students adding to problems of students not returning to college after gaps in the timetable? A. Social space is being reviewed. DHB is presently a confused space which will be redefined. Timetable issues also contributed to the problem and this will be addressed in timetabling for September 2019. There will be a two week induction in September 2019 aiming to resolve various issues.</p> <p><i>J 16.55 Debbie Rolls</i></p>	
Financial Strategy and Audit		
7 7.1	<p>Audit Committee Report, Minutes of 27 September 2018 meeting, Minutes of 29 November 2018 meeting</p> <p>This item was not discussed.</p>	

<p>8</p> <p>8.1</p> <p>8.2</p> <p>8.3</p>	<p>Finance and General Purposes Report, Minutes of 24 January 2019, Governors' Expenses and Insurance</p> <p>(a) <u>Finance and General Purposes Report</u></p> <p>The Chair updated the meeting on the Finance and General Purposes Meeting held on 24 January 2019.</p> <p>It was noted that governors can claim mileage expenses but insurance must include occasional business use.</p> <p>(b) <u>Update on Financial Accounts</u></p> <p>David Reeve updated on the latest version of the Annual Accounts and Financial Statements for the year ended 31 July 2018.</p> <p>The need for confidentiality relating to the funding agreement was stressed.</p> <ul style="list-style-type: none"> - The Annual Report and Financial Statements have been revised to reflect the detail of the funding agreements. - PWC will sign off the accounts after the funding agreements have been signed. <p>Q. Will security over assets be given to the bank? A. Yes, security will be given to the bank and the ESFA.</p> <p>Q It was noted that various detailed questions had been received from governors and addressed outside of the meeting.</p> <p>RESOLVED: That the Annual Report and Financial Statements for the Year Ended 31 July 2018 can be signed by the Chair and CEO of the corporation.</p>	
<p>9</p> <p>9.1</p> <p>9.2</p>	<p>Financial Recovery Plan Update and Feedback from ESFA Case Conference. Report from the Sub Committee remitted to discuss and agree terms and conditions of the RF offer. Report from Stone King on legal implications & advice regarding the terms and conditions of the RF offer.</p> <p>The following documents were circulated before the meeting:</p> <ul style="list-style-type: none"> - Stone King Note in relation to a proposed Fresh Start Grant Agreement for Bradford College 1 February 2019. - Stone King Note in relation to a proposed facility from Lloyds Bank plc to Bradford College and security to be granted to Lloyds Bank plc and the Secretary of State for Education 12 February 2019. - ESFA Grant Funding Agreement: Restructuring Facility Grant to support the Standalone (Fresh Start) of Bradford College: GRANT0060. <p>It was noted that the Corporation need to approve all the agreements.</p>	

<p>9.3</p>	<p>The CEO and Tom Morrison updated the meeting.</p> <ul style="list-style-type: none"> • Good progress is being made with ESFA. • Documentation with the bank is now progressing well. • Tom Morrison summarised the implications of the agreement for the governing body. The agreement includes restructuring of debt, grants and new loans which in effect will be a cash injection for the college. The college will be required to give security over assets to the Bank and ESFA, agree to covenants, regularly report agreed KPI's and agree to a cash sweep arrangement for the Bank and the ESFA. • The details of the cash sweep arrangements are still being discussed. This agreement will be drafted by the bank but will include arrangements for the bank and the ESFA. • Under the new insolvency regime, governors need to be seen as not to be negligent. The alternative impacts of not doing the deal need to be considered. There appear to be no alternatives to allow the college to continue to operate. • Detailed discussion took place around the £5m grant and the need to have this spent by the end of March, balanced against the risk that the grant may not be forthcoming. The board considered the risks associated with not proceeding also and given that there was now a high probability that the agreements would be signed the board agreed to continue with the spend in anticipation of receiving the grant. • The timescale for the completion of all agreements is still the 20th February. There may be a small amount of slippage in this date. • The Bank loan will be over 15 years with a bullet payment at the end. • The CEO updated that KPI measures will be required to be reported quarterly by the bank and ESFA. These will include existing measures and some new measures. Example measures include: <ul style="list-style-type: none"> - Student numbers - Average class size - Staff engagement - Sickness absence for staff - Estate in use - Gross margin by department 	
<p>9.4</p>	<ul style="list-style-type: none"> • The forecast is expected to be the minimum performance in the agreements. • The college is in the process of recruiting a Turnaround Director as required by the agreement with the Bank and ESFA. <p>Q. What happens if the college does not comply with the covenants?</p> <p>A. Potentially insolvency but this will be the case with no agreement.</p> <p>Q. How will the cash sweep work?</p> <p>A. This will be based on cash at bank, full details are still to be agreed.</p> <p>Q. Will cashflow need to be managed well?</p> <p>A. Yes this will be needed.</p> <p>Q. Will the cash sweep impact on the college's ability to get from inadequate to good?</p> <p>A. No because this is covered in the existing plan. The cash sweep will</p>	

apply to cash flow in excess of the existing plan.

Q. Re the £5m grant, will it be possible to spend within the timescale?

A. Plans are in place and orders for IT equipment are all drafted and ready to be sent to suppliers.

Q. Are there conditions on how the £5m can be spent?

A. Yes there are. The £5m is for the costs of transition and can't be used to fund pay rises for staff.

Q. The current financial forecasts for the college are based on current income. If income increased would forecasts need to be done again?

A. Forecasts are based on best assumptions at this point in time. Forecasts will have to be revised for all significant changes in assumptions.

Q. How will security over assets work for Bank and ESFA?

A. Both the Bank and the ESFA will have security over the assets of the college. There will be an agreement between the Bank and the ESFA relating to security. It is expected that the Bank will rank first.

Q. Are the KPI measures to be reported to the bank on a quarterly basis?

A. Yes reporting will be quarterly and there will be an annual review by the auditors. Reporting is onerous and systems and processes will need to be improved to deliver required reporting.

Q. Are the measures summarised in documentation for the Bank and ESFA?

A. These are just for ESFA, Measures for the bank are still to be agreed but they are expected to be mainly financial relating to cashflow.

Q. Are all measures to be reported quarterly?

A. Yes.

Q. Are existing measures reported monthly to allow a forward view of potential issues in achievement?

A. Yes in most cases. We will have advance knowledge of issues so actions can be taken. Management Information will include all the measures. Measures will be on a 12-month rolling basis.

Q. Who will the Turnaround Director report to?

A. The CEO.

9.5

RESOLVED: That the Finance and General Purposes Committee can approve spend over £100k by email resolution and that approval to spend can be made before receipt of ESFA grant funding.

9.6

RESOLVED: Cross reference to Stone King minutes including

	resolutions.	
10	Annual Staff Survey Outcomes	
10.1	This item was deferred.	
Effective Governance		
11	Search and Governance Committee Report, Minutes of 17 January 2019, Code of Conduct for Approval, Annual Work Schedule for Approval, Draft Skills Questionnaire	
11.1	In the absence of the Chair of Search, the Chair of Corporation updated on the minutes of the Search Committee held on the 17 January 2019. This included the recognition of the need for a more rigorous approach to performance management of the Senior Postholders.	
11.2		
11.3	RESOLVED: That the Governors' Code of Conduct be approved and adopted.	
11.4	RESOLVED: That the Search Committee annual calendar of business 2018-19 (amended) be approved and adopted. RESOLVED: That the draft Skills Questionnaire is adopted for the Skills Audit. ACTION: All governors to complete the Corporation Skills Audit 2018-19 and return to the Chair.	Governors
12	Update on senior post holder appointments, Succession Planning – Committee Membership, Self- assessment Review of the effectiveness of the Corporation / Attendance	
12.1	Senior appointments to start on 1 March 2019 include CEO Chris Webb and Clerk Sharon West.	
12.2	Corporation attendance data will be circulated at all Corporation meetings ongoing.	
12.3	ACTION: The Chair will circulate committee structure and membership. <i>L 18.35 Chris Malish, David Reeve, Chris Webb, Tom Morrison, Craig Tupling</i>	Chair
13	Remuneration Committee Report, Minutes of 22 January 2019, Review of Senior Post-holder and Clerk's Remuneration	
	This matter is considered to be confidential and therefore the discussion is recorded in a restricted annex at the end of this document marked annex 1.	

Matters to Note		
14	Dates of Next Meetings:	
14.1	<ul style="list-style-type: none"> • 4th April 2019 • 2nd May 2019 (Corporation Development Day) • 20th June 2019 • 18th July 2019 	
15	Meeting Evaluation ACTION: Meeting Evaluation forms to be circulated electronically for completion by attendees.	Interim Clerk
16	Any Other Business There were no matters of other business for discussion. The Chair closed the meeting at 19.00.	

Agreed Actions

No	Minute	Action	Who?
1	5.2	A plan for governor safeguarding training is required.	DCEO / NK
2	5.2	A link Safeguarding Governor should be appointed. Governors interested should contact the Chair.	Governors / Chair
3	11.4	All governors to complete the Corporation Skills Audit 2018-19 and return to the Chair.	Governors
4	12.3	The Chair will circulate committee structure and membership.	Chair
5	15.1	Meeting Evaluation forms to be circulated electronically for completion by attendees.	Interim Clerk

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Annex 1 Minutes of 14 February 2019 Corporation meeting

13	<p>RESTRICTED ITEM: Remuneration Committee Report, Minutes of 22 January 2019, Review of Senior Post-holder and Clerk's Remuneration</p>	
13.1	<p>Paul Birtles updated the meeting. An update was provided on the Remuneration Committee held on 22 January 2019.</p> <ul style="list-style-type: none">- Arrangements were agreed for completion of the DCEO review.- It was agreed that governors should be careful to set and agree appropriate performance objectives and measures with the incoming permanent CEO. These are recommended to be in line with the Strategic Recovery Plan expected outcomes, together with 'softer' people-centered objectives. It was further agreed to recommend that the 6-monthly review might concentrate on the softer targets with the annual review including the 'hard' targets related to the Recovery Plan. Committee Members to agree a meeting date in early May fulfil the recommendation relating to the CEO Performance- Arrangements were agreed for the interim CEO to work alongside the new CEO for an extended transition period and then a further period for the Director of Finance to work alongside the Interim Finance Director.- The interim CEO salary was discussed with a view to rewarding him for his excellent performance in the period of transition.- The meeting was updated on the 6 month contract for the new clerk. A formal recruitment process will now start for a permanent clerk. There was discussion about an appropriate salary for the permanent position.	
13.2	<p>RESOLVED: That the Interim CEO should be rewarded for his excellent performance, this might take the form of his salary remaining at the 'acting up' level through the entirety of the transition period</p> <p>RESOLVED: That for each Senior Post Holder the performance management discussion should include a governor and the CEO, except for the CEO where there should be the Chair and one other governor.</p>	