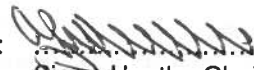




Draft minutes prepared on 26 January 2017 from contemporaneous notes
Draft minutes approved by the Chair via email on 27 January 2017

Approved by the Corporation:


Signed by the Chair

4.2.17
Date

Bradford College

MINUTES OF THE MEETING OF THE CORPORATION HELD: Thursday 15 December 2016

Present:

Richard Wightman (Chair)	Governor
Mazn Amhamed	Governor (Student)
Paul Ashton	Governor
Eve Gregory	Governor (from 19.25)
Robert Holden	Governor (Staff)
Dave Mann	Governor
Cath Orange	Governor
Debbie Rolls	Governor (Staff)
Ramindar Singh	Governor
Dale Smith	Governor
Andy Welsh	Governor (Executive) (from 16.50)

The quorum was six Governors

In Attendance:

Joanna Green	Clerk to the Corporation ("Clerk")
David Hambleton	Director of Finance and Corporate Services ("DFCS")
Marianne Harris-Bridge	Head of Student Recruitment ("HSR")
David Harwood	Principal
John Kenyon	Vice Principal
Dawn Leak	Director of Employee Responsiveness ("DER")
Richard Thomas	Provost

The meeting was held in the Bradford College Boardroom from 1600 until 1945. It was chaired by Richard Wightman.

L/R Denotes the time a Governor left/rejoined 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 new Director of Employer Responsiveness, Dawn Leak.

1.2 Apologies for Absence

Apologies were received from Independent Governors Eve Gregory, Terry Davis, Karl Oxford, Judy Hooton and Nazam Azam due to work commitments.

1.3 Disclosures of Interest

The Clerk advised that the Student Governor, Mazn Amhamed, who is Vice President of the Bradford College Students' Union, is conflicted in respect of Item 6 (approval of the Students' Union budget) and Staff Governors, Debbie Rolls and Robert Holden, are conflicted in respect of Item 13, being the arrangements for academic governance. The Chair reminded the meeting that any other conflicts should be declared as and when they arise.

2. Minutes of the meeting of 17 November 2016

- 2.1 The minutes of 17 November 2016 were **AGREED** as a true and correct record and the Chair was duly authorised to sign them.

RESOLVED:

- i. That the minutes of 17 November 2016 are a true and correct record and should be signed by the Chair.*

3. Governor Attendance

- 3.1 The Register of Governor Attendance had been circulated for information only.

4. Matters Arising

- 4.1 Independent Governor Dave Mann reported that he will arrange a training session on risk for the board in preparation for the full-College review of risk management. It was **AGREED** that he would liaise with the Clerk to do so.
- 4.2 Governors discussed the outstanding action point to establish a public complaints procedure and **NOTED** that the risk of proceeding without one is relatively low, as the student complaints procedure provides an adequate template for dealing with the few public complaints that are received. Marianne Harris-Bridge said she would share some templates with the Clerk.
- 4.3 Andy Welsh, the Group Chief Executive Officer ("GCEO"), gave an update on the sponsored multi-academy trust. Governors **NOTED** the risks and potential outcomes and **ASKED** to receive a further report in February.

D Mann

GCEO,
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5. Report on Chair's Actions

- 5.1 The Clerk and Chair confirmed that there were none to report.

R16.15 John Gilfillan joined the meeting.

6. Report from the Students' Union

- 6.1 The new General Manager of the Students' Union, John Gilfillan ("JG"), spoke to a report produced by his predecessor, outlining the impact of the Students' Union's activities in the previous year. He thanked the College Finance Team for its assistance and said next year, the Students' Union will provide a full formal trustees' report to accompany the accounts.

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- 6.2 Governors discussed the report and **AGREED** that the Students' Union had made a positive impact and delivered good value for money from the block grant the College provided. They **NOTED** the success of its "Give it a go" programme and **ACKNOWLEDGED** the positive impact on the employability of College students. Governors also **NOTED** the positive return on the investment made in promoting and supporting the role of student representative.
- 6.3 JG presented the Students' Union budget for 2016-17 and answered Governors' questions, explaining that there are no cash flow issues and that the vast majority of the block grant goes on payroll, including sabbatical officers' salaries, while NUS Extra card income helps to balance the books on a year to year basis. The Students' Union budget was approved as presented.

RESOLVED:

- i. To receive the Students' Union report.*
- ii. To approve the Students' Union budget for 2016-17.*

L16.20 John Gilfillan left the meeting

R16.20 Jacqueline Olson joined the meeting

7. Self-Assessment Reports and Quality Improvement Plans

- 7.1 Governors welcomed Jacqueline Olson, Assistant Principal Quality & Standards ("APQS"). APQS spoke to the Self-Assessment Report ("SAR"), drawing attention to the evidence column. She outlined the arrangements that were made to validate the report's findings, including the involvement of Independent Governors Richard Wightman and Terry Davis.
- 7.2 Following discussion, including about the robustness of the scoring for full time 14-16 provision, Governors **AGREED** that the SAR provided a fair and accurate assessment of the current position of the College. They **NOTED** the recommended self-assessment grades and discussed what impact maths and English outcomes and attendance rates should have on overall effectiveness, **CONCLUDING** that the self-assessment grades proposed in the SAR reflect the College's overall performance, particularly in light of the reordering of priorities in the new Common Inspection Framework; and student outcomes other than in maths and English.
- 7.3 Governors then considered the quality improvement plan for 2016-17 ("QIP") and satisfied themselves that the areas identified for improvement within the SAR had been properly reflected in the QIP. They **AGREED** that the QIP is based on challenging targets to help sustain the areas of consistently good performance as well as to drive improvements. Two missing targets relating to GCSE high grades were **QUERIED** and APQS explained that management is waiting for some benchmarking data, whereupon the gaps will be filled.
- 7.4 Governors reiterated their ongoing concerns about student attendance, and David Harwood, the Principal, was asked whether the data integrity issues reported to Governors last term are still potentially distorting the attendance figures. The Principal acknowledged the concern and said that there may be some technical issues with how the student record system (EBS) has been configured for recording FE student attendance and how the stored attendance data is accessed for monitoring purposes. The DFCS stated that all aspects of the process for registering and monitoring of FE student attendance will be reviewed including: data capture; data input; system configuration; and

- reporting and analysis. It is envisaged that a specific FE student attendance project to improve data quality assurance will be initiated this financial year, which will probably draw upon external expertise. In response to a question, the Principal said manual checks are taking place both as standard and to control for the risk of inaccurate data in the meantime.
- 7.5 The Student Governor asked whether Governors may be satisfied that timetabling and teaching space are being managed effectively. He explained that some students have raised concerns with him about timetabling in connection with attendance issues, in particular the impact of week to week room changes. John Kenyon, the Vice Principal, responded, saying no concerns about timetabling or week to week room changes have been raised to his knowledge. He said several measures have been implemented to improve the effectiveness of timetabling and room allocation this year, such as the scheduling of maths and English classes before vocational sessions.
- 7.6 A detailed report on Further Education ("FE") performance had been circulated with the SAR and QIP. Referring to information contained in scatter-graphs on pages 44 and 45, a Governor suggested that the Executive should investigate the reasons why, particularly given the institution's tradition of vocational training, level 3 Education Funding Agency ("EFA") funded learners' performance in academic subjects is close to national average but in vocational subjects it is clearly below both national average and the score the trend for the relationship between vocational value added and deprivation levels would predict. This was **AGREED**.
- 7.7 Referring to pages 47 and 48 of the FE Performance report, which set out the value added Alps (Advanced Level Performance System) score for each of the College's A level and AS level courses, a Governor expressed concern that the overall Quality Indicator grade for the College's EFA funded AS level courses had fallen since last year. The Principal said management shared that concern, hence the inclusion of 'value added on AS and A Level courses' as an Area for Improvement in the QIP, with a target that all learners make the progress expected based on their starting points.
- 7.8 Referring to the report on formal complaints (page 43 of the FE Performance report), a Governor asked what management is doing to ensure that this year's examinations run smoothly and attract fewer complaints. GCEO said last year the College experienced an unprecedented increase in the volume of students taking examinations, with two and a half thousand more entries than the previous year. He said lessons learned included that there is a need to clarify what constitutes effective examination arrangements; also to establish at an early stage, through proactive communication, whether learners require reasonable adjustments, so that individual needs can be met in a strategic way.
- 7.9 A Governor asked to hear more about the new arrangements for quality assessing teaching and improving teaching and learning. APQS said the College is implementing a developmental model based on using learning coaches and non-graded peer-observation, with the objectives that teachers share best practice and gain confidence and the College collects a wider range of evidence to facilitate assessment and improvement. APQS referred to the use of targeted professional development, including access to external professional behaviour management advisors; and the use of learning walks and right start observations.

- 7.10 A Governor asked whether academic staff who are on temporary contracts, including agency staff, have access to the same training and development opportunities as College employees. APQS said that they do.
- 7.11 Governors moved on to discuss the governance self-assessment report, **NOTING** that it had been amended since the last meeting to incorporate additional Governor feedback. Governors **AGREED** that the report now gave a fair and accurate account of the Corporation's performance and the self-assessment grade it proposed was merited. In response to a question, the Clerk clarified that the report is intended to be concerned with the College's FE provision and not the entire business. It was **NOTED** that the governance quality improvement plan is unchanged since it was last circulated for approval.
- 7.12 There being no further comments or questions, the Corporation resolved as follows:

RESOLVED:

- i. That it is satisfied in terms of the effectiveness and accuracy of the self-assessment processes for the College's Further Education provision.*
- ii. To approve the governance self-assessment report for 2015/16 and to approve the proposed self-assessment grade.*
- iii. To approve the governance quality improvement plan for 2016/17.*
- iv. To approve the College's Further Education Self-Assessment Report and endorse the Self-Assessment Grades awarded for 2015/16.*
- v. To approve the College's Further Education Quality Improvement Plan for 2016/17 subject to Corporation approval of the two missing AFI 9 targets (improve GCSE English and maths high grades; and improve other GCSE high grades).*
- vi. To receive the reports.*

Principal,
Corp Agenda
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L17.35

L17.35 *Jacqueline Olson left the meeting*

8. Reporting Tools

- 8.1 With the permission of the Chair, an additional paper concerning the development of the corporate dashboard was tabled. Governors **TOOK NOTE** of progress to date and **OBSERVED** that the next step will be target-setting at the strategic Away Day on the afternoon of 2 February 2017.
- 8.2 David Hambleton, the Director of Finance and Corporate Services ("DFCS") reminded Governors how the target-setting framework will work, using one of the key performance indicators ("KPIs") for Objective 4.2: % annual increase in total [earned] income as an example. He said management has already assembled data to evidence historical performance against a number of the KPIs; this will assist Governors with the necessary job of setting stretch targets.
- 8.3 DFCS said Governors must constantly challenge management to close gaps and go beyond the plan. In particular, the College will be expected to cover its pension costs.

Corp
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R17.40

- 8.4 A Governor observed, and the body **AGREED**, that the message from the funding bodies is clear: expectations of the sector are high and colleges whose financial situations are less than good must turn the boat around quickly; there is no talk of three year plans. Governors **REITERATED** their desire to be supportive of both the Executive and the College staff but **ACKNOWLEDGED** the need for stretch and challenge.
- 8.5 DFCS informed Governors that, at the next meeting, the Executive will be proposing the removal and replacement of one of the agreed KPIs: 'advertising cost equivalence from media coverage' (Objective 5.3). He said the reason is that it may not be a reliable way to measure the value the College gets from its marketing and public relations teams. This was **NOTED**.
- 8.6 In response to a question, DFCS said, while the College's annual budget is not overly cautious, it does not assume the achievement of stretch targets.
- 8.7 A Governor commented on the need to communicate the KPIs at the individual staff level; also on the need to do so effectively, so that the importance of out-performing the strategic plan is conveyed and staff members understand why Governors and managers are setting such challenging targets in such difficult circumstances. DFCS acknowledged this, saying arrangements are already in place for communication of certain targets, such as FE student numbers, and the Executive is working on a communication strategy for the others.
- 8.8 In terms of the reporting tools, the Principal reported that the FE data dashboard will be similar to the version used in 2015/16 but with certain content removed onto the corporate dashboard. The Provost reported that the Higher Education ("HE") desktop is still in development; he said an update will be provided at the next meeting.

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RESOLVED:

- i. To receive the report and note items for the next meeting.*

9. Capital Development Strategy Update

- 9.1 DFCS spoke to the report. He said, assuming the property disposals go ahead as planned, the Executive will soon be bringing further proposals to Governors concerning the future of the College estate. Governors will need to consider the impact of those proposals on the educational character of the College, in particular the sort of learning environment it provides and its suitability in light of the College's developing curriculum, student expectations and needs and those of the communities the College serves.
- 9.2 A Governor commented that, according to the report, the condition of the College estate is very good and said the Executive should be congratulated on its careful management. This was **AGREED**.

L18.00 Mazn Amhamed left the meeting

10. Finance Report

10.1 Monthly Management Accounts for three months ending 31 October 2015

DFCS spoke to the report, reminding Governors that its purpose is to brief Governors on the management accounts for the first three months of the financial year to 31 October 2016. He drew attention to Annex 7, which showed cash in the bank and in hand.

A Governor asked how gains on the disposal of fixed assets are treated and DFCS said any element of income that is attributable to a gain on the disposal of a fixed asset is accounted for in the income and expenditure account. He said one reason for using EBITDA¹ as a measure of profitability is that it ignores gains on disposals of fixed assets, which are typically non-recurring.

10.2 Full Year Financial Forecast

DFCS presented the full year financial forecast, drawing attention to the various key assumptions. He said the College Group expects to generate sufficient additional income and sufficiently reduce costs to keep to the budget surplus before exceptional items and gift aid both this year and next, but there will still be a gap between where the business is and where it needs to be.

Governors reviewed the key assumptions, commenting positively on the report writer's attention to detail. They **NOTED** that the College's financial health grade remains "Satisfactory" and is expected to remain so for at least the next two years. DFCS reminded the meeting that it is essential to maintain a 'Satisfactory' grade to avoid falling into scope for a Notice of Concern for Financial Health or a Financial Notice to Improve.

In terms of loan covenant compliance, DFCS said the College Group is forecasting that it will be fully compliant at the end of 2016/17 but by 2017-18 it will not pass the second covenant, which requires that total borrowing costs do not exceed 7% of total consolidated income. He referred Governors to Annex 4 to the report: a letter from Lloyds Bank dated 22 November 2016, which discussed the possibility of substituting an EBITDA measure. DFCS said he would keep the Corporation informed as discussions with the bank progress.

10.3 Latest Cash flow Forecast

DFCS spoke to the report, which explained the basis of the cash flow forecasts for 2016/17 and 2017/18. He said management had run two scenarios: a 'pessimistic' scenario and a 'most likely' scenario; the forecast is in between the two - but closer to the 'most likely' scenario. DFCS observed that, as the cash flow position strengthens, the business gains a greater degree of tolerance to the risks around surplus assets.

A Governor referred to the just over £1m capital expenditure planned for 2016/17 that is marked for deferral and asked what investments will now be delayed. DFCS said the intention was to make a substantial investment in IT for staff and students this year, as well as to support the business's growth plans generally, but as the forecast indicates that the cash may be needed to meet the financial obligations of the business, the investment plans are on hold.

10.4 Review of Staff Pay

DFCS said the Executive will be consulting with the recognised trade unions on a pay award framework in January and will bring an update report to Governors in February. He said the process of consultation may take some time; the hope is to bring discussions to a conclusion before the end of the financial year.

A Staff Governor queried the timescale, saying, as the Association of Colleges has agreed to recommend a pay increase of 1%, surely discussions ought not

¹ Earnings before interest, tax, depreciation and amortisation (EBITDA) is a measure of a business's operating performance which is used by the College in its financial planning and reporting.

to be so protracted. Governors **AGREED** that they would expect the Executive to act as speedily as possible on the matter.

RESOLVED:

i. To receive the reports and note the risks outlined therein.

11. Audit Committee minutes of 24 November and Financial Statements 2015-16

- 11.1 The Audit Committee Chair, Paul Ashton, introduced the next section of the meeting, advising that the Audit Committee has considered the content of the financial statements auditor's management letter, which has been shared for information. He said the Audit Committee is satisfied with the College's proposed financial reporting and will be recommending the financial statements for the year ended 31 July 2016 for approval and signature.
- 11.2 Before addressing the financial statements, Governors referred to the Audit Committee meeting synopsis, **NOTING** the contents. They **ACKNOWLEDGED** the Audit Committee's advice concerning the accounting policies applied in the preparation of the financial statements and **AGREED** to rescind resolution 18(iv) 20.10.16 (which approved the adoption of a revaluation policy in respect of tangible fixed assets) and ratify the management decision to use the historic cost basis.
- 11.3 Governors also considered the Audit Committee's advice in respect of debt management and **AGREED** that the Audit Committee should cease its detailed bad debt performance monitoring activities for the time being. Governors **AGREED** that the status of the risk of an increase in bad debts in excess of national GFE benchmarks may be adequately monitored via the management accounts, to which an item of narrative should be added, in order that any sustained increase in the level of bad debt is reported, triggering a consideration by Corporation of the need revisit its debt management arrangements, in line with its prioritisation policy.
- 11.4 Governors **CONFIRMED** that they had read and understood the financial statements auditor's management letter, including the letter of representation at Appendix 2 to the letter, and were comfortable with the representations proposed. They also **CONFIRMED** that they had read and understood the Independent Auditor's report on the Financial Statements and the Independent Auditor's Assurance Report on Regularity.
- 11.5 Governors then considered some proposed amendments to the Audit Committee Terms of Reference, **NOTING** that the amendments were primarily aimed at introducing the clarity the Corporation had asked for around the role of the Audit Committee in relation to the financial statements and accounting policy. It was **AGREED** that the new version of the Terms of Reference should be adopted with immediate effect, subject to the removal of duplicate wording at paragraphs 1.8 and 6.2.

RESOLVED:

- i. To receive the minutes of the Audit Committee's 24 November 2016 meeting and note the contents and those of the meeting synopsis. In particular, to note the advice of the Audit Committee concerning the accounting policies applied in the preparation of the financial statements.*

- ii **To rescind resolution 18(iv) 20.10.16, which approved the adoption of a revaluation policy in respect of tangible fixed assets, and to ratify the management decision to use the historic cost basis instead.**
- iii **That the Committee's annual calendar of business shall be amended by the removal of the function of monitoring the detail of bad debt.** Clerk
- iv **That the status of the risk of an increase in bad debts in excess of national GFE benchmarks shall be monitored via the management accounts, to which an item of narrative should be added, in order that any sustained increase in the level of bad debt is reported, triggering the Corporation to revisit its debt management arrangements, in line with its prioritisation policy.** DFCS
- v **That the amended Terms of Reference for the Audit Committee shall be approved and adopted with immediate effect, subject to the removal of duplicate wording at paragraphs 1.8 and 6.2.**
- vi **To receive the financial statements auditor's management letter and note its contents.**
- vi **To approve the Letter of Representation at Appendix 2 to the financial statements auditor's management letter for signature by the Group Chief Executive Officer, in his capacity as the College's Accounting Officer, and by the Chair of the Corporation.**
- vii **To receive the Independent Auditor's report on the Financial Statements and note its contents.**
- viii **To receive the Independent Auditor's report on Regularity and note its contents.**

L18.25 Dale Smith left the meeting

- 11.6 Paul Ashton said, since Governors received RSM's internal audit report on 20 October 2016, RSM has completed a follow-up review and advises that management is now making good progress in relation to implementation of agreed actions within the agreed timescales for completion. The audit opinion is unchanged but the Audit Committee considers that Governors may take assurance from the findings of the follow-up review, as the implementation of the agreed actions means the College's internal control framework is much stronger than it was when the recommendations were made. Additionally, the Corporation may take assurance from the fact that the financial statements auditor did not identify any significant control deficiencies when it undertook its own checks in the course of its financial statements audit.
- 11.7 DFCS said the ambition is to move from grade 3 to grade 2 this year and Governors **NOTED** RSM's advice that achieving this would be a stretch but it is potentially achievable.
- 11.8 Attention was drawn to the FE Grant Funding Audit report. Paul Ashton explained that an extended funding audit had been conducted on behalf of the Funding Agencies' Shared Service Team, to determine whether Skills Funding Agency ("SFA") and EFA funding claimed by the College had been calculated from data correctly extracted from records which accurately reflected the 2015-16 enrolments. **NOTING** the report's conclusions, Governors congratulated management on a clean opinion.
- 11.9 Governors were then asked to approve the content of the Corporation's Self-Assessment Questionnaire (Item 11(v)), which management had completed in draft on Governors' behalf. Governors **CONFIRMED** that they had reviewed

the draft responses and the list of supporting evidence ahead of the meeting and were satisfied with both. It was **AGREED** that GCEO should be authorised to sign the document on the Corporation's behalf.

- 11.10 The Corporation moved on to consider the 2015/16 Financial Statements. With the consent of the Chair, additional papers were tabled to support the item, one listing changes made to the draft Financial Statements at the request of the financial statements auditor; the other being a two-sided page which had been missed out of the report in printing.
- 11.11 DFCS referred Governors to the balance sheet, drawing attention to the entry relating to the pension scheme deficit and the corresponding note on pages 61 to 64. He said management is exploring whether there is scope to challenge some of the actuarial assumptions but whether or not that is successful, it will be critical to grow income to meet the pension liabilities going forwards.
- 11.12 Governors then referred to the Statement of Corporate Governance and Internal Control. Paul Ashton reminded the meeting that the Search Committee had reviewed the governance section and the Audit Committee the section on internal control; both are recommended for approval. He reminded Governors that the purpose of the Statement of Corporate Governance and Internal Control is to set out information about the Corporation and its Committees and to report on the effectiveness of its risk and control framework. Governors **CONFIRMED** that they had read the document and were happy with its content.
- 11.13 Governors also **CONFIRMED** that they had read and were happy with the content of the Statement on the College's Regularity, Propriety and Compliance with Funding Body Terms and Conditions of Funding; and the Statement of Responsibilities of Members of the Corporation.
- 11.14 Paul Ashton advised that this concluded the presentation and review of the Financial Statements. He said, on behalf of the Audit Committee, he recommends them for approval and signature; and he confirmed that, on the basis of the reports the Audit Committee has received and all advice it has received from management and the financial statements auditor, he and his colleagues are satisfied with financial governance, including the skills and competence of the finance function and the processes around reporting; and with the appropriateness of the College's accounting policies used in the preparation of the Audit Committee's Annual Report and the Financial Statements. He said while there are still some controls which need to be strengthened, the necessary work is progressing to the Audit Committee's satisfaction.
- 11.15 The Chair acknowledged receipt of the Audit Committee's Annual Report and commended its membership on their dedication, hard work and excellent advice. He said the Audit Committee has provided Governors with a great deal of assurance over the course of a challenging year.

RESOLVED:

- i To receive the Further Education Grant Funding Audit Report and note its contents.***
- ii To receive the Audit Committee's Annual Report and note its contents.***
- iii To note the advice of the Audit Committee and the Search Committee in respect of the Financial Statements and to thank them for that advice.***

DFCS
Clerk

- | | | |
|------|--|----------------|
| iv | <i>To approve the content of the Corporation's Self-Assessment Questionnaire (Item 11(v)) for signature by the Group Chief Executive Officer, in his capacity as the College's Accounting Officer.</i> | GCEO |
| v | <i>To approve the Balance Sheets of the College and the College Group for signature by the Group Chief Executive Officer, in his capacity as the College's Accounting Officer, and by one other Governor.</i> | Chair,
GCEO |
| vi | <i>To approve the Statement of Corporate Governance and Internal Control for signature by the Group Chief Executive Officer, in his capacity as the College's Accounting Officer, and by the Chair of the Corporation.</i> | Chair,
GCEO |
| vii | <i>To approve the Statement on the College's Regularity, Propriety and Compliance with Funding Body Terms and Conditions of Funding by the Group Chief Executive Officer, in his capacity as the College's Accounting Officer, and by the Chair of the Corporation.</i> | Chair,
GCEO |
| viii | <i>To approve the Statement of Responsibilities of the Members of the Corporation for signature by the Chair of the Corporation.</i> | Chair |

12. Remuneration Committee minutes of 5 December 2016 and advice

- 12.1 Ramindar Singh, the Vice Chair of the Remuneration Committee, presented amended Terms of Reference for Corporation approval. Governors **AGREED** that they were happy with the amended version, which now include the reference to the Equality and Diversity Policy that had been requested.
- 12.2 It was **AGREED** that, as the minutes were not yet available from the recent meeting and due to the lateness of the hour, the review of the performance of the Senior Postholders generally, as well as that of the Clerk, would be deferred to the next meeting and the Corporation would consider only the position of Richard Thomas, the Provost, as his probationary period was about to end. Ramindar Singh advised that there are no concerns to report in the meantime.
- 12.3 Governors **AGREED** that, as confidentiality considerations would oblige a number of individuals to leave for the duration of that item, it should be taken at the end of the meeting, when, notwithstanding that the matter under discussion will be the performance of a Senior Postholder, the Staff Governors should be permitted to participate in decision-making and both the Staff Governors and the Student Governor should be entitled to see the minutes relating to the decision.

RESOLVED:

- | | | |
|----|---|----------------------------|
| i | <i>To approve the amended Terms of Reference for the Remuneration Committee and to adopt the same with immediate effect.</i> | Clerk |
| ii | <i>To defer to the next meeting of the Corporation the review of the performance of Senior Postholders other than the Provost, and of the Clerk.</i> | Corp
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13. Proposals regarding the arrangements for FE and HE academic governance

- 13.1 The Chair reminded Governors that there was an issue to resolve concerning the academic governance of the College. He invited the Provost and Principal to outline the Executive's proposals on this and the Provost said the Executive envisages that the Academic Board will, in future, focus exclusively on matters relating to the HE provision, while the academic governance of the College's FE provision will be accommodated elsewhere. He said the Academic Board fully supports this proposal.

- 13.2 A Governor commented on the risk of inconsistency of approach in different parts of the business, observing that there are already instances of this, for example Governors have previously raised concerns that certain policies for FE and HE are not consistent in tone and language. The Corporation **AGREED** that if the responsibility for academic policy-making is split as proposed, there will need to be some assurance that new and evolving academic policies are based on consistent underlying principles.

L18.55 Dave Mann left the meeting

- 13.3 The Principal said in terms of the arrangements for FE, the Executive's recommendation is that responsibility for academic policy-making should be delegated to a committee comprising the membership from time to time of the Senior Leadership Team as well as a number of FE academic staff members and FE students. He said, for practical reasons, the committee's meetings could be scheduled to coincide with Senior Leadership Team meetings. In response to a Governor comment, he agreed that clear communication of the new arrangements will be necessary, and that the minutes of the committee's meetings should be published and shared with Governors in the same way that Academic Board's minutes are published and shared with Governors.
- 13.4 Governors **AGREED** that they had no concerns in principle about either the proposal to narrow the focus of the Academic Board to matters relating to the HE provision, or the proposal to vest FE academic policy decision-making in a new committee constituted as the Executive has proposed. The Clerk advised that the change would necessitate an amendment to the Academic Board terms of reference, as well as to the College's constitutional documents. This was **NOTED** and Governors **AGREED** that appropriate terms of reference should be drafted for the new committee; and a new draft of the Academic Board's terms of reference should also be prepared, along with an amended version of any constitutional document that is impacted.

RESOLVED:

- i That the Academic Board shall for the time being retain its delegated authority in respect of the academic governance relating to the College's further education provision, but it shall not be required to discharge any activities in that regard.*
- ii That by the next meeting of the Corporation, appropriate terms of reference should be drafted for the new Further Education academic governance committee that is proposed, for review by the Corporation. A new draft of the Academic Board's terms of reference should also be prepared, along with an amended version of any constitutional document that is impacted.*

Clerk,
Principal,
Provost,
Agenda
02.02.17

14. Academic Board and Academic Quality and Standards Committee Minutes

- 14.1 Governor **CONFIRMED** that they had read the minutes of the Academic Board and the Academic Quality and Standards Committee and noted the contents.
- 14.2 A Governor commented that the minutes of the meetings do not always capture quite the level of detail that Governors are interested in. It was **AGREED** that there should be a discussion at a future meeting with a view to clarifying how the Academic Board should report to the Corporation on substantial matters.

RESOLVED:

- i To ask the Clerk to schedule a discussion about how the Academic Board should report to the Corporation on substantial matters.*

Clerk

L19.00 Debbie Rolls and Ramindar Singh left the meeting

At 19.00, the Clerk advised the Chair that the meeting had become inquorate and the Chair announced that there would be a short adjournment, during which the Clerk would try to contact another Governor by telephone.

L19.00 David Hambleton, Marianne Harris-Bridge, David Harwood, John Kenyon, Dawn Leak and Richard Thomas left the meeting.


At 19.25 the meeting reconvened.

R19.25 Eve Gregory joined the meeting by telephone

The Chair welcomed Independent Governor, Eve Gregory, who joined the meeting remotely via telephone-conferencing facilities. The Clerk confirmed that the requirement for all persons participating in the meeting to be able to hear one another was satisfied and the meeting was now quorate.

It was **NOTED** that the meeting had been initiated from Bradford College, where Richard Wightman was present, along with the Clerk and Governors Paul Ashton, Robert Holden, Cath Orange and Andy Welsh.

12. cont... Remuneration Committee minutes of 5 December 2016 and advice

- 12.4 The Chair explained to Eve Gregory that Governors had completed all the substantive business of the meeting with the exception of the matter of the Provost's performance during his probationary period and whether he should be confirmed in post.
- 12.5 The Clerk reminded Governors that the options open to them were to dismiss the Provost, confirm him in post, or extend his probationary period if they for any reason believed a longer period of time was needed to appraise him.
- 12.6 Governors **NOTED** that the Provost, being a Senior Postholder, is the direct responsibility of the Corporation. They **NOTED** that his probationary period is scheduled to end on 1 January 2017 and that a Corporation resolution is required to conclude it.
- 12.7 The Chair of the Remuneration Committee, Eve Gregory, said the Remuneration Committee's view is ²
- 12.8 Governors discussed the matter and **AGREED** with the Remuneration Committee that there is sufficient positive information to end the probationary period of the Provost and confirm him in post.

RESOLVED:

- i. That the Corporation is satisfied in terms of Richard Thomas's suitability for the role of College Provost and his performance during his probationary period;***

² Information exempt from disclosure by s40(2) Freedom of Information Act 2000, being personal data within the meaning of the Data Protection Act 1998 the disclosure of which would contravene one or more of the data protection principles.

ii. *That the Corporation is satisfied that adequate information has been provided to it to allow it to reach that conclusion.*

iii. *That as required by the terms of his employment, notice shall now be served to Richard Thomas confirming the ending of his probationary period with effect from Sunday 1 January 2017 and his confirmation in post.*

Clerk, HR

iv. *To receive the reports.*

15. Any Other Business

15.1 There was no other business.

16. Evaluation of Meeting

16.1 The Clerk had circulated a 'for information' report summarising the feedback on evaluation of the previous meeting. Due to the lateness of the hour and as most Governors had left the meeting, feedback forms were not completed in respect of this meeting.

17. Dates of Next Meetings

Thur 2 February 2017, 1300-1800 at City Training Services in Little Germany

Thur 23 March 2017, 1600-1900

There being no further business the Chair thanked everyone for attending and for their contributions and the meeting closed at 19.45.