



*Draft minutes prepared on 28 January 2016 from contemporaneous notes  
Draft minutes approved by the Chair via email on 28 January 2016*

Approved by the Corporation: .....  
Signed by the Chair .....  
Date .....

## **Bradford** College

### **MINUTES OF THE MEETING OF THE CORPORATION HELD: Thursday 17<sup>th</sup> December 2015**

#### **Present:**

<b>Richard Wightman (Chair)</b>	Governor
<b>Mazn Amhamed</b>	Governor (Student)
<b>Paul Ashton</b>	Governor
<b>Angela Cawthra</b>	Governor (from minute 20)
<b>Andrew Chang</b>	Governor
<b>Robert Holden</b>	Governor (Staff)
<b>Eve Gregory</b>	Governor
<b>Dave Mann</b>	Governor
<b>Karl Oxford</b>	Governor
<b>Ramindar Singh</b>	Governor
<b>Cllr Dale Smith</b>	Governor
<b>Andy Welsh</b>	Governor (Group Chief Executive Officer)

The quorum was six Governors

#### **In Attendance:**

<b>Jane Barrett</b>	Head of Quality Enhancement (for items 8 and 9 only)
<b>Angela Cawthra</b>	Observer (prospective Governor to minute 20)
<b>Joanna Green</b>	Clerk to the Corporation (Clerk)
<b>David Hambleton</b>	Group Finance Director (GFD)
<b>John Kenyon</b>	Vice Principal (VP)
<b>Liz Knowles</b>	Interim Assistant Clerk
<b>Gareth Osborne</b>	Group Chief Operating Officer (GCOO)
<b>Laura Pike</b>	General Manager, Students' Union (for Item 10 only)
<b>Bill Wardle</b>	Provost

The meeting was held in the Boardroom, Bradford College. It started at 16.00 and closed at 19.50.

The meeting was chaired by Richard Wightman as Chair Elect.

Before the meeting began, on behalf of the Corporation, the Chair presented long service medals to Andrew Chang and Alan Jerome, who were retiring as Governors of the College after many years of valuable service. He wished them well in their endeavours in the future and offered formal thanks for their long and dedicated service.

#### **1. Review of Group Chief Executive Officer's appointment**

#### **Actions**

- 1.1 The Chair opened the meeting, welcoming Angela Cawthra, a prospective Governor, who was attending the meeting at his invitation and whose appointment would be considered at Item 19.

- 1.2 The Clerk confirmed that the meeting was quorate.
- 1.3 The Chair referred to the first item on the Agenda, which was the review by Corporation of the Group Chief Executive Officer's position and appointment. The Clerk advised that as this was a staffing matter concerning the College's most senior member of Staff, it was open to the Corporation to require Andy Welsh, the Group Chief Executive Officer ("GCEO"), as well as all non-Governors, including the Clerk, and the Student and Staff Governors to leave the meeting while the matter was decided, the rationale being that being party to such discussions might compromise professional working relationships between individuals in their employed capacity and that employees, even at a senior level, have an expectation of confidentiality as regards their performance management.
- 1.3 Governors discussed the matter and **AGREED** that all but Independent Governors should be required to leave the meeting for the duration of the Item and that Eve Gregory, the Chair of the Remuneration Committee, should clerk the meeting in the temporary absence of the Clerk.

**RESOLVED:**

- i That by Clause 12 of the Instrument of Government, all but Independent Governors shall be required to leave the meeting for the duration of the discussion of this Item and shall not receive any papers relating to it.*
- ii That in the temporary absence of the Clerk, Eve Gregory, Chair of the Remuneration Committee shall take minutes, which shall be confidential.*

16.15 All but Independent Governors left the meeting.

- 1.4 Eve Gregory reminded Governors that GCEO had been appointed on a fixed term contract, which is approaching its end. She said the Remuneration Committee recommended that he be offered the position on a permanent basis and put this to the Corporation as a proposal.
- 1.5 Governors discussed the matter at some length and unanimously **AGREED** that GCEO should be offered the position of Group Chief Executive Officer on a permanent basis effective from the end of his fixed term contract.

**RESOLVED:**

- i Subject to his agreement, to appoint Andy Welsh as the College's Group Chief Executive Officer on a permanent basis with effect from the end of his fixed term.*

16.30 Mazn Amhamed, Angela Cawthra, Joanna Green, David Hambleton, Robert Holden, John Kenyon, Liz Knowles, Gareth Osborne and Bill Wardle rejoined the meeting.

- 1.6 The Chair said he was delighted to announce that the Corporation had unanimously endorsed GCEO and **AGREED** to his continuing as Group Chief Executive Officer in a permanent capacity.
- 1.7 Governors expressed their thanks and congratulations and GCEO thanked them for their support.

**2. Apologies and disclosures of interest**

- 2.1 Apologies for absence were received from Governors Terry Davies, Nasreen Karim, Khan Muzzamil Nawaz and Debbie Rolls. David Harwood the Principal (not a Governor) had sent apologies.
- 2.2 The Chair asked for relevant disclosures of Interest. There were none. He reminded Governors to declare their interests as and when necessary.

**3. Minutes of the meeting of 5 November 2015**

- 3.1 The minutes of the meeting of 5 November 2015 were tabled and the Clerk apologised for their lateness; her capacity is still stretched. The Chair said he believed the minutes to be a true record but owing to the limited opportunity for Governors to review them, it was **AGREED** to defer approval until the next meeting.

**RESOLVED**

- i. That approval of the minutes of 5 November 2015 be and is deferred until the next meeting of the Corporation.*

**4. Matters Arising**

- 4.1 The Chair drew the meeting’s attention to two documents which had been circulated in respect of Matters Arising from the previous meeting, namely a Safeguarding Action Plan and a list of the Students’ Union trustees.
- 4.2 Gareth Osborne, the Group Chief Operating Officer (“GCOO”) drew attention to the document Equality Impact Analysis which had been requested by a Governor and which was a part of the Operational Improvement Plan.
- 4.3 It was **AGREED** that as the minutes of the previous meeting had not yet been approved, subject as above, this Item would be taken at the next meeting.

**RESOLVED**

- i. That subject as above, the review of Matters Arising from the meeting of 5 November 2015 be and is deferred until the next meeting.*

Clerk,  
Agenda  
21.01.16

**5. Report on Chair’s Actions**

- 5.1 The Clerk advised that to her knowledge, the Chair had taken three Chair’s actions since the previous meeting; the first being to approve the award of Corporation long service medals to Andrew Chang and Alan Jerome; the second to permit the tabling of documents relating to the Financial Statements; and the third to approve the formation of a limited company.
- 5.3 In respect of the third Chair’s Action, the Clerk reminded the meeting of previous discussions, including at the 30 April Away Day, around a proposal to establish a shared services vehicle which would take the form of a limited company. Governors had instructed management to explore this in greater detail and the Chair had recently authorised management to go ahead with the formation of the company, on the proviso that it remain dormant until the full Corporation had the opportunity to consider the matter and approve the use of the company for the purposes proposed.
- 5.2 GCOO explained that the company is wholly owned by the College and it will be used as a vehicle to operate services across the College Group. In time it may offer

its services externally as well. The business plan for the project is in development and a report will be presented at Item 15 on this meeting's Agenda. Governors **AGREED** that the formation of the company is a positive step forward in light of their previous discussions and the impending Area Review.

**RESOLVED**

- i. That the restriction requiring that the company remain dormant be and is removed.*

**6. Election of Vice Chair**

- 6.1 Two nominations having been received, namely Eve Gregory and Dale Smith, for the position of Vice Chair of the Corporation following the resignation from Corporation of the previous Vice Chair, an election duly took place and the result was tied. It was proposed that the Corporation consider whether it would benefit the Corporation or the College to split the role between two Governors. Dale Smith said he would support Eve Gregory taking the position on an interim basis whilst that option was explored by the Search Committee and this was **AGREED**.

**RESOLVED**

- i. That Eve Gregory be and is appointed as Vice Chair of the Corporation on an interim basis pending consideration by the Corporation of the option of splitting the role of Vice Chair between two Governors.*
- ii. That the Clerk be asked to prepare a paper for the Search Committee, exploring how the role of Vice Chair might be split and risks and benefits of doing so.*

Clerk,  
Search  
Comm

**7. Group Chief Executive Officer's Report**

- 7.1 GCEO spoke to his report, the main focus of which was the Area Review. 

As part of the College's Operational Improvement Plan, the Executive is undertaking a review of all the subsidiary companies and has commissioned a report from consultancy firm MCA Cooper Associates. In due course, the findings will be shared with Governors, perhaps via the External Affairs Committee.

**GCEO  
(to fix)**

- 7.3 Referring to Governor concerns about problems being reported in areas previously reported as compliant, GCEO said he proposes to commission a full operational audit of every College and Group department by external auditors as part of a wider approach to ensure compliance with the College's risk management policy over the course of the 2016 calendar year. The Executive will procure the work but would welcome Governors' views as to the approach being taken. Similar work has already been done with respect to health and safety and other statutory compliance within the Estates area: a contractor has been working through various areas and making recommendations for change.

- 7.3 Governors discussed GCEO's report and commented (C) and asked questions (Q) as follows:

<sup>1</sup> Information exempt from disclosure by s43(2) Freedom of Information Act 2000 as disclosure at the present time would, or would be likely to, prejudice the commercial interests of any person.

- Q Did the Area Review team meet students during the site visit?
- GCEO Yes and those students did a fantastic job . Thank you to the Students' Union for convincing people to come forward and speak about the College.
- C You reported that the Area Review Steering Group challenged the notion that students will travel for Level 3 provision and above. Travel is one of the biggest issues for students; 16 and 17 year olds do Level 3 as well. This point needs to be firmly made at the next meeting with the Commissioner. If we don't get it right we will be doing ourselves a disservice and potentially taking opportunities away from students. The Students' Union can help by getting clearer feedback from students.
- C There is an atmosphere of negativity and fear about as a result of the last few years of funding cuts. That has affected us too but it hasn't changed our view of market opportunities, not least in displaced sixth form provision the expanded apprenticeship market, which we only have 37% of currently. Why shouldn't we have more of it, even in a city with many private providers? We are endeavouring to express cautious optimism for growth but are not seeing that mirrored anywhere else and I haven't seen it being fed back to us in the Area Review meetings.
- GCEO That is a good point and a good summary of the position we are at.
- Q What determines Colleges' subject specialisms?
- GCEO It is based on numbers, so Leeds City College and Bradford College come out as the specialists in almost everything. Notwithstanding that, we missed out on areas where we do have a particular specialism, such as the Northern School of Creative Industries, which is a different market to Leeds College of Art and we will need to make that point. We need to work closely with the other colleges to decide where specialisms will be based – we ought to be leading on Institutes of Technology as we have the Higher Education infrastructure to deal with the Level 4 and 5 curriculum.
- Q What will be the impact on our provision where we are not identified as "specialists" in a particular area?
- GCEO It may be that there is pressure to move higher level courses to the specialist site, but that doesn't necessarily mean that the courses will be shut down at the other colleges' sites.
- Q How do we identify opportunities for engagement with wider stakeholders in Bradford and District?
- GCEO It is well known that schools in Bradford are not performing well and there is a knock on effect for Further Education. The Bradford District has a skills shortage and low levels of literacy and numeracy. These are challenges we can work on with the Local Authority and that is what underpins our vision of a joined up approach for Bradford District based in Bradford.
- C It is very important that Bradford realises that its College offers a second chance in a variety of ways to those who not succeeded, or have been failed in schools and this is critical for the City.

**Student  
Govs**

GCEO That is true but as of now we can't get people that have been failed at school to where they should be by 18 because they are already behind and we need to hit home to the Council that once these people are 19+ they will be burdened with having to pay for a qualification they should have gained for free at school.

Q How are travel to learn patterns being worked out? Is retention and success factored in? Where people travel a long way to study, does it impact on attendance, success and retention?

CEO The data is not that sophisticated unfortunately but it is a good point and we will see if we can do that analysis; it could be useful.

Exec

Q How have local employers been consulted?

GCEO There has not been much engagement with employers. Databases of employer contacts from all the colleges were submitted but there are between 12,000 and 15,000 so they can't possibly talk to more than a small sample. The main input in terms of employer engagement will be through the Local Enterprise Partnership, the Local Authority and hopefully also the Chamber of Commerce.

Q If the Area Review is scheduled to conclude March 2016 what is the timescale for implementation?

GCEO In theory a simple solution will be in place for September 2016 but it will likely take longer. Overall implementation is by the end of this Parliament.

7.4 There were no further questions or comments.

**RESOLVED**

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

*Timed business 16.50*

**8. Approval of the College's Self-Assessment Report and evaluation of the effectiveness and accuracy of the self-assessment process**

8.1 Jane Barrett, Head of Quality Enhancement ("HQE") attended the meeting and presented the College Self-Assessment Report for 2014-15 ("the SAR"). She said it had been through a rigorous validation process; the panel had included a student, a Governor, Cllr Dale Smith, and an external member who is a director of Aspire-i, one of the College's external partners. Once approved by the Corporation, the SAR will be uploaded to the Skills Funding Agency Provider Gateway and will become available to the funding bodies as part of the evidence they use to determine where Ofsted inspections should be targeted. HQE reminded Governors that the SAR is mapped to the Common Inspection Framework. She said the College has self-assessed its overall effectiveness as "Good" which is considered robust. As some managers were found not to have evaluated effectively, training will be provided so the College can be thorough in self-assessment going forward.

8.2 HQE talked Governors through the SAR and reminded them that the next step will be to create a Quality Improvement Plan ("a QIP"), which will contain targets and action points to address areas for improvement identified in the SAR. Although it is late in the year to be putting the QIP together, the Senior Leadership Team is

already picking up the issues that need auctioning, so it is on top of things in terms of addressing areas for improvement, particularly maths and English.

*17.30 Ramindar Singh left the meeting*

8.3 Governors discussed the SAR and asked questions (Q) and made comments (C) as follows:

Q Is it harder to achieve a Grade 2 this year than in previous years?

HQE No there is just a different emphasis. The weighting of the judgements has been reordered: Outcomes for Students now has less weighting and Leadership has more.

Q Outcomes for Students has been assessed at Grade 3 – Requires Improvement. If the weighting was the same as before, might we have been closer to a Grade 3 and should we be worried? We are prepared to take some tough messages.

HQE Yes we might have been. Outcomes for Students has been assessed at Grade 3 as you have seen – but if you exclude functional skills, overall success was 86.1% which is in line with the previous three years. There were poor success rates for 16-18 Functional Skills but on the whole, learners make good progress relative to their starting points: half of students arrive here without a GCSE A\* to C grade in maths and English and 75.4% get those qualifications, with 31% getting grades A\* to C, so we are not doing too badly. It requires improvement but it is not unsatisfactory.

Q A potential anomaly to me is distance travelled. A Level students make the progression they should. Other students we don't stretch enough.

JK The problem is other colleges are improving while we are standing still in the eyes of parents, Ofsted and other stakeholders. This is an issue for us – we need pressure on us from Governors to move forward and make progress. Other colleges' outcomes are down but not to the same extent.

*17.35 Ramindar Singh rejoined the meeting; Andrew Chang left the meeting*

Q So how do we move forward?

HQE It is about ambitious targeting to drive students harder, more effective monitoring, challenging staff more, action plans for individual learners to push them further. People come here to gain a qualification but it is now equally important that they go away with employability skills: that they know how to get a job, how to behave in the workplace and so on.

Q In areas which require improvement, how will you make sure that staff don't become despondent?

HQE By making sure that they get the support they need to improve: mentoring, teaching, progress coaches. The QIP will cover this.

Q What are the key areas for improvement and why?

HQE As you have said, there are some areas where stretch and challenge is not sufficient, for example in English and maths. We need to improve outcomes in those areas. We do initial assessments of learners' starting

points well but in terms of monitoring, there was quite mixed practice last year, so there does need to be some challenge around monitoring learner progress; we have purchased some software called eTrackr<sup>2</sup> to help with this. Some areas played lip service to Individual Learning Plans and saw weaker outcomes at the end of the year as a result.

Moodle (the College's learning platform for students) is being used effectively in some areas but in others further support is required.

There is good support for students with disabilities and learning difficulties and high needs students' (meaning learners who receive more than £6k of support) achievement rates are above the overall rate for the College, which is good. However, we need to roll out Equality & Diversity materials more widely. Also British values. And even though we are strong on this in the main, we need to focus even more on personal development, behaviour and welfare, due to the emphasis Ofsted is now putting on the personal development of students, progression and the value we are adding.

A key area for improvement is attendance. Last year, for the College overall, it was 83%. That is not good enough and we need to improve it – but to put it in the wider context of Bradford District, according to Ofsted, Bradford has some of the lowest attendance in schools in the county. Students arrive at the College with a history of poor attendance, so 83% is a sign that we are doing a good job for these students - we just need to keep pushing.

*17.35 Andrew Chang rejoined the meeting*

C We want to make the connection between outcomes and Equality & Diversity. We would like this to be in the QIP.

Q These sort of questions used to be raised at Standards Committee and there would be challenge there but now scrutiny has been delegated to Academic Board and it will be difficult getting answers when the responsibility lies somewhere else. Has the QIP been to Academic Board?

Q Academic Board has become largely a Higher Education body, so where does objective discussion on Further Education ("FE") performance go for scrutiny?

Clerk It comes here to Corporation; it doesn't go to Academic Board. Corporation has taken back the responsibilities it previously delegated to the Standards Committee and it still has its own responsibilities in this regard. The FE QIP will be brought to a future Corporation meeting for Governor input and approval.

Q How robust do you feel the Grade 2 is, given the outcomes?

HQE The Senior Leadership Team considered whether we should be looking at a lower grade but we felt, especially in the transition year, we had done well – particularly considering the restructure, the new Principal and the changes in staffing - to maintain success rates as we did and we agreed that it warrants a Grade 2 overall.

<sup>2</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.



8.4 There were no further questions or comments and Governors **AGREED** that the SAR should be approved. A Governor asked how the Corporation will monitor progress against the QIP and HQE said she would be meeting with the Clerk in January to discuss how that will work.

Clerk,  
HQE

8.4 The Chair thanked HQE for her presentation.

**RESOLVED**

- i. To note the strengths and weaknesses of the College's Further Education provision as set out in the College's Self Assessment Report.***
- ii. To approve the College's Self Assessment Report.***
- iii. To receive the report.***

**9. Student Perception of Courses Survey Results**

9.1 HQE spoke to the report, which she said is reflective of the whole student experience, i.e. it is not just course-related and reflects a challenging first term with issues around admissions and enrolment.

17.48 Gareth Osborne left the meeting.

9.2 Governors discussed the report and commented (C) and asked questions as follows:

Q Is the problem in the teaching, learning and assessment area related to staffing levels? I recall the Unions argued very hard that student support may become reduced.

HQE It is possibly related to staff changes and restructuring. I understand that there was a delay filling the progress coach roles as they were ringfenced for those at risk of redundancy and when they couldn't be filled from the pools, they went to external advert. All progress coaches are now in post though and in the next survey we will be able to see whether they have been effective.

17.52 Gareth Osborne rejoined the meeting.

C Satisfaction levels fell this year when the College moved away from centralised inductions. This year there was a new system with an induction video but some areas have still not shown it to students, which is disappointing. It would be better to go back to the centralised process, where everything was done in half an hour.

GCOO This is the first feedback we have had on that so we will need to look at it and consider it when we are reviewing arrangements for 2016/17.

Q Why is there such a wide gap in terms of participation: 37% female, 54% male?

HQE We got a return from all courses, so we will need to look at why that is.

9.3 There were no further questions or comments. Governors thanked HQE for her reports.

**RESOLVED****i. To receive the report.**

17.55 HQE left the meeting

Timed business 17.55

**10. Annual Report to the Corporation on the Students' Union**

- 10.1 Laura Pike, General Manager, Students' Union (GMSU) presented the Students' Union Annual Report for 2014/15, reporting that the new constitution has been approved by the Corporation and by students but the final accounts for 2014/15 are still awaited. She is working with GFD and the Finance team and those will be submitted to the Charity Commission soon. GFD said they show a surplus of income over expenditure of £27k.
- 10.2 A Governor raised an issue of harassment on Great Horton Road and GMSU said for some years there have been issues with people driving fast cars and comments being shouted at female students from cars. The Students' Union is working with the Safeguarding team to address it. A Governor proposed that the Corporation should formally state that it positively supports the Students' Union in tackling this issue and this was **AGREED**. GCOO said there is an Anti-Social Behaviour group which consists of staff and students as well as external representation including the Police. Reports can be shared with the Corporation if Governors wish.
- 10.3 The Chair commented that it was a good report which showed that the Students' Union had been active in a wide range of ways. He asked where it will be concentrating its activities next year. GMSU said it will be focussing on apprentices as a growth area both for the college and nationally; also on the Area Review. Governors **AGREED** that those objectives were well-aligned with the College's own.
- 10.4 A Governor commented that GMSU had a strong working relationship with the College Executive and had good support at senior level in taking issues forward.
- 10.5 Governors commended the GMSU on the format and content of the report and the Chair thanked GMSU for her attendance.

**RESOLVED**

- i. That reports from the Anti-Social Behaviour Group with and in particular with respect to harassment on Great Horton Road should be shared with the Corporation.** GCOO, Clerk
- ii. That the College does not tolerate anti-social behaviour and harassment against its students and the Students' Union has the full support of the Corporation in its efforts to tackle such behaviour.**
- iii. To receive the report.**

18.05 GMSU left the meeting

**11. Higher Education Review and Proposals**

- 11.1 As requested by the Corporation at its November meeting, the Provost presented a report outlining the position of Higher Education ("HE") within Bradford College, highlighting the current trends, challenges and successes. He said his intention was to establish a template for the College's continued commitment to HE, particularly at levels 6 and 7. He said the emphasis is on what the College needs to

do to move forward and to link development to growth. The report evaluates where the College needs to act, considers options and risks and suggests actions.

11.2 The Provost said the report outlines activity scheduled for the remainder of this Academic Year to re-align HE strategy and to revise and re-calibrate targets. He said while it does move things along from recovery to stabilisation and then growth, the report is not conclusive and a further report will be provided in due course.

11.3 Governors commented (C) and asked questions (Q) as follows:

Q Where are we with international recruitment and when are we revisiting the international strategy?

Provost Management is tracking the success of the pilot, which is aimed at September 2016 recruitment and interim arrangements are in place.

Q How do we establish a support system for our international students? We must address this if we want to expand that area. Word of mouth is very important.

Provost Yes getting that right is absolutely key. We are now talking about the Registry function, formerly the responsibility for this was with the then International Centre. Anecdotal evidence is that there have been improvements. They have been dealing with a number of enquiries from potential students and time will tell how well this develops.

GCOO The pilot has been very successful so far and enquiries are coming in; it is now about converting them and discussing an international strategy generally, although we cannot afford to put a lot of money into it and we are being cautious because of financial constraints.

Q Where are we in terms of course validations?

Provost This is a key risk for the College which merits clear and considered discussion. At the moment there is uncertainty over Teeside's long and short term strategy. The Registrar and I met with the Pro Vice Chancellor of Teeside for an hour and at no point did he give the reassurance we were looking for.

If we can hold 2016 entry clearly it will be advantageous for potential students but there is little prospect of holding them in 2017, in which case if we haven't secured Taught Degree Awarding Powers ("TDAP"), we will need another solution - which might be validation by a Government Agency (as per the Government Higher Education Green Paper) or might be another validating body. The College could look now at applying for Foundation Degree Awarding Powers ("FDAP"); others have successfully gone down that route.

The validation risk table contained in the report (page 7) outlines the various scenarios and possible outcomes. Governors should be aware that as soon as the TDAP decision is announced, the College will be subject to a HE review. If TDAP is approved, this will be light touch but if it is refused, it could be extensive – and it is likely to be in 2017.

Q In terms of progression from FE to HE, is there a practical problem in recording it?

Provost No the issue is not a data issue; we just have not had the progression we are wanting. It remains unclear why so few of our FE students are moving on to our HE courses. Only 323 of this cohort's first year HE students came from College FE courses this year and in performance terms, progression has been flat for the last three years at least. The percentage of students progressing has gone up but only because the total number of HE students has reduced. A test will be whether we see any improvement next year.

Q Is there any specific direction or steer you would like to receive from Corporation now?

Provost Corporation will receive a more conclusive paper in the new year with a model on growth and numbers for 2016 and beyond and specific targets around stabilising recruitment in September next year. A large cohort leaves in 2016, so a key objective is to recruit above this year's intake by another 600+ students just to stand still. The College is repositioning in a competitive market and it needs to revisit its HE retention plan. Targets signed off by the Heads of Faculty are needed.

Chair We will need some help to formulate high level targets. We look forward to receiving the final paper early in the new year, together with some firm recommendations.

**RESOLVED**

- i. That a final report shall be brought to the Corporation following the arrival of the new Provost in January.* Provost
- ii. To receive the report.*

11.4 The Chair thanked the Provost for the report and for his attendance and, as it would be his last meeting, for supporting the Corporation during the last few months and for the work he has done in terms of analysis and in carrying forward the HE business of the College.

**12. FE Enrolment/Retention by Programme Area**

12.1 John Kenyon, the Vice Principal ("VP"), presented some statistical data on 2016/17 active applications and also a dashboard showing recruitment in different learner categories. He said the College is doing well with a retention rate of 99% although this may yet drop slightly and in terms of growth that is equivalent to £2.0m next year. Applications are up from 597 last year to 905 this year, which is cause for optimism - and to mitigate the risk that some of those students do not turn up, management has changed its approach to engaging with learners at open days and the interview process. Enrolments are looking buoyant. The best advert for the College is the success its students have in terms of employment.

12.2 VP said the College has done particularly well with **EFA 16-18** and exceeded target. On **Apprenticeships**, people are coming on all the time, so that target should also be exceeded. Recruitment for **SFA Adults** is a bit behind but adults join the College all the time and it is likely that the target will be reached.

12.3 A Governor asked what sort of courses we are not recruiting to on 24+. VP said access courses, some Level 3 programmes and also some Level 4 programmes, across construction, engineering, health and social care and, to a degree, access to

science and humanities. Next year, he said, the Government is planning to take away nursing bursaries, so that is something to keep an eye on.

12.2 There being no further questions, it was **AGREED** that the report should be received and the Chair thanked VP for a very clear report.

**RESOLVED**

- i. To note the outcomes and the VP's advice; and to receive the report.***

**13. Capital Development Strategy**

13.1 GCOO spoke to his report, advising in particular that an offer had been received for the Grove Building which was above the asking price. He said the management recommendation is that this should be accepted. He clarified that his report is confidential, although not marked as such.

13.2 The Corporation considered GCOO's report and gave consideration to the proposal set out within it. It noted its duty to safeguard the College's assets and its responsibility for the effective and efficient use of the College's resources and **AGREED** that the asset was surplus to requirements; the amount of the offer was acceptable; that the risk of a competitor moving into occupation of the building was low; and that it was satisfied that it is within its authority to approve the disposal.

**RESOLVED**

- i. To approve the disposal of the Grove Building on Great Horton Road on the proposed terms set out in the Group Chief Operating Officer's confidential report of 17 December 2015.***
- ii. To receive the report and note the progress being made on the Capital Development Strategy.***

**14. Oversight of Efficiency Programme (Operational Improvement Programme)**

14.1 GCOO spoke to his paper. He said the proposals it contains are priority and deemed deliverable over the next two terms. He said a review will be carried out of the success of the first phase of the Programme (now complete).

18.40 *Dave Mann left the meeting.*

[REDACTED]

[REDACTED]

18.44 *Dave Mann rejoined the meeting*

14.4 GCOO reported the next steps are to implement OIP 2.1 in January/February 2016 and to finalise proposals for OIP2.2 to propose to the Executive and the

<sup>3</sup> Information exempt from disclosure by s43(2) Freedom of Information Act 2000 as disclosure at the present time would, or would be likely to, prejudice the commercial interests of any person.

Corporation. The Governors **AGREED** that the proposals outlined in the report were in line with the strategic objective to achieve greater operational efficiency and to make more effective and use of the College's resources.

**RESOLVED**

- i. To receive the report.*

**15. Formation of Shared Services Vehicle**

- 15.1 GCOO spoke to his report, explaining that by forming the limited company that will become a shared services vehicle for the College Group, the College was looking to demonstrate that it is operationally prepared for collaborative working, ahead of the Area Review. He said while there is still work to do, the company is ready to go and the plan is to ensure financial viability within the next few weeks/months. There is a need to establish charging mechanisms and also determine what should be transferred to the company.
- 15.2 Governors **AGREED** that they were happy with the proposal to share services with other Group members and external partners through a limited company and the Clerk suggested that, this being the case, the Corporation might now wish to lift the restriction imposed by the Chair when he approved the company's formation, prohibiting it from trading. This would allow the Executive to take the project forward. This was **AGREED**.

**RESOLVED**

- i. That the restriction requiring that the company remain dormant should be and is removed, so that the Executive can take the shared services project forward.*
- ii. To receive the report.*

**16. Audit Committee Minutes of 19 November 2015**

- 16.1 Paul Ashton, Chair of the Audit Committee, presented the minutes of the Committee. He informed the meeting that he had succeeded Andrew Chang as Chair of the Audit Committee on 19 November but Andrew, who had been in the Chair during the relevant period, would present the Audit Committee's Annual report at Item 18 of the meeting's Agenda. Paul proposed a vote of thanks to Andrew Chang for his work as Chair over many years and this was **AGREED**.
- 16.2 Governors' attention was drawn to the various recommendations and items of note set out in the synopsis to the Audit Committee's minutes, including a proposal that the Audit Committee should have added to its Annual Calendar of Business a recurring Item being the review of the effectiveness of the College's controls for the management of bad debt. It was **AGREED** that this should be added to the Audit Committee's duties and considered at every meeting.

*18.40 Mazn Amhamed left the meeting*

- 16.3 Finally, Paul Ashton drew attention to the fact that the membership of the Audit Committee is down to three plus one co-opted member and it was **AGREED** that a new member should be sought via the Search Committee.
- 16.4 A Governor suggested that it would be appropriate to write to Richard Brown and David Robinson, who had recently left the Corporation, to thank them for their service and this was **AGREED** as an action for the Chair.

**Chair**

**RESOLVED**

- i. ***To note the recommendations and items of note contained in the Audit Committee's 19 November 2015 meeting synopsis.***
- ii. ***That the Audit Committee's Annual Calendar of Business should be amended by the addition of a requirement to review the effectiveness of the College's controls for the management of bad debt at each meeting.*** Clerk
- iii. ***That the Search Committee shall be charged with finding a new member of the Audit Committee, by recruiting a new Independent Governor if necessary.*** Search Agenda 25.02.16
- iv. ***To receive the minutes of the Audit Committee's 19 November 2015 meeting.***
- v. ***To formally thank Andrew Chang for his many years of service to the College as Chair of the Audit Committee.***

**17. Finance Report and Management Accounts**

17.1 GFD presented his Finance Report, advising that the Executive's considered opinion is that the College is a going concern and that the 2014/15 Financial Statements should be prepared on that basis. He said it is the Corporation's responsibility to determine whether the going concern assumption is appropriate, on the basis of management's recommendations, the advice of the Financial Statements Auditor, and Governors' own interrogation of the financial data, in particular the management accounts for the first quarter.

17.2 GFD said a particular point to make in respect of the going concern position is that while things have been tight, the College is forecasting a surplus (i.e. before exceptional items) and that should be seen in the context of poor performance across the sector; in 2013/14, before the further cuts, 110 colleges reported an operating deficit – and 29 Colleges were deemed by the Skills Funding Agency to be in inadequate financial health; that is expected to increase to 70 during the course of this year. The Financial Statements auditors have taken a hard line around due diligence for the forecast – but they have advised that the College is a going concern.

**17.3 Monthly Management Accounts**

GFD presented the first quarter management accounts, saying costs are relatively fixed in terms of pay and reminding Governors that fee income for FE and HE is spread over the year from the point students start, so in the first quarter, the College only gets the equivalent of a month and a bit's fee income – hence this will get stronger as the year progresses. There is still a challenge on HE fee income due to the numbers.

17.4 In terms of cost savings from Phase One of the Operational Improvement Plan, the Executive is reporting a £5.3m reduction in staff costs compared to the February payroll position. By the end of March, the outsourcing and Phase Two will have an effect; however the full impact will not show in the accounts until 2016/17, Corporation may be assured that there is a clear business process in place; the College is still recruiting and able to invest strategically.

### 17.5 Full Year Financial Forecast for 2015/2016 as at Q1

GFD spoke to his report, stating that the College and its subsidiaries are forecasting that they will each keep to their respective budget surplus/(deficit), allowing the College Group to deliver the Group budget surplus of £607k.

### 17.6 Latest Cashflow Forecast

GFD advised that the latest 2015/16 and 2016/17 cashflow forecasts for the College have been scrutinised by the Financial Statements auditor and were deemed satisfactory.

17.8 A Governor asked for the projected income from the investment in appointing Business Development Managers. GFD said the Executive is implementing the budget the Corporation set in the Summer and he would be reporting on that in the next reporting cycle. The investment in Business Development Managers is part of the College's response to the risk of failing to diversify its income streams.

GFD

## RESOLVED

### *i. To note GFD's advice and to receive the:*

*a. Monthly management accounts for the three months ending 31 October 2015;*

*b. Full Year Financial Forecast for 2015/2016 as at Q1; and*

*c. Latest Cashflow Forecast*

## 18. Report and Financial Statements for Year Ended 31 July 2014/15

18.1 It was noted that the Corporation is required to approve the "Report and Financial Statements", being:

- the Financial Statements 2014/15;
- the Operating and Financial Review;
- the Statement of Corporate Governance and Internal Control;
- 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 Corporation.

18.2 Having secured the prior consent of the Chair, GFD tabled a revised version of the Operating and Financial Review for the Year Ended 31 July 2015. He talked Governors through some changes that will be needed in consideration of the position of the Financial Statements auditor as advised a few hours before the meeting; the figures are unchanged: surplus £415k after exceptional restructuring costs of £315.8k. GFD also tabled a supporting document, which identified the proposed changes against the previous version that was distributed.

8.2 GFD drew Governors' attention to the *Emphasis of Matter* paragraph in the Financial Statement auditor's report on the Report and Financial Statements, which states that there is no certainty over the effects of the cost reduction programme. He explained that this statement is included as that programme is still underway: Phase two and the outsourcing are yet to be completed. The Financial Statements auditor also refers to the risk around the achievement of recruitment targets and the



disposal of properties. These are material uncertainties that the Financial Statements auditor considers cast significant doubt over the Group's ability to continue as a going concern. GFD said it is important that these points are brought to the attention of Corporation, the purpose of the external audit being to provide assurance to Governors, as well as to the Skills Funding Agency, that the Financial Statements fairly present, in all material respects, the College's financial performance and position.

18.3 An updated Statement of Corporate Governance and Internal Control was tabled, with the Clerk reporting that the only change was an amendment to the section on Going Concern, which had been made after receiving the advice of the Financial Statements auditor earlier in the day. The Clerk asked members to review the personal details contained within the report in the table of appointments and to advise any changes. GCEO advised that he is a member of the Bradford District ATA Board. Eve Gregory advised of an error in her appointment date and Andrew Chang reported that he had acted as an alternate director of the Bradford District ATA. Robert Holden said he is a member of the Academic Board's Academic Planning and Policy Committee. The report was proposed for approval subject to these amendments and this was **AGREED**.

18.3 GFD advised that final versions of the Financial Statements documents, incorporating the amendments prompted by the Financial Statements auditor's advice and any changes Governors' require, will be produced for signature tomorrow.

**GFD,  
Clerk**

18.3 Paul Ashton, the Chair of the Audit Committee, advised that the Audit Committee, as required by its Terms of Reference, has subjected the accounts to scrutiny and recommends them for approval by the Corporation. He advised that due to the changes that had been made to the Financial Statements following the Audit Committee meeting on 19 November 2015, the Audit Committee had had cause to revisit the Financial Statements, to rescind its 19 November resolution and pass a further resolution to recommend the amended version to the Corporation.

18.4 The Chair asked Paul Ashton if, as the Chair of the Audit Committee, he was satisfied that appropriate forms of financial reporting are in place to allow the Audit Committee to discharge its functions effectively. Paul Ashton deferred to Andrew Chang, who was Chair for almost the whole of the period under consideration and would remain on the Audit Committee until the end of this meeting. Andrew Chang confirmed that he was so satisfied. The Chair then asked the same question of Paul Ashton in respect of the now defunct Policy and Resources Committee (Paul Ashton having been the Chair of that Committee during the period under consideration) and he confirmed he was so satisfied.

#### 18.5 **Audit Committee Annual Report**

Andrew Chang presented the Audit Committee's Annual Report, drawing Governors' attention in particular to para 9.1, which concerned the overall effectiveness of the College's control framework. He said the majority of the control framework is very effective; however as Governors know from previous reports, including the Annual Report of the Internal Auditor, which was brought to the last Corporation meeting, the Internal Auditor has identified areas where controls are not satisfactory. Andrew Chang referred to the fact that there has been a lot of change and new personnel recently. He said Governors must be aware that this has resulted in some exposure. This was noted.

- 18.6 Governors thanked the Audit Committee for its report and for the advice contained in the Synopsis of its 19 November 2015 meeting. It was **AGREED** that the report should be received and approved for submission to the Skills Funding Agency along with the College's annual accounts.
- 18.7 The Chair then referred to each of the Financial Statements documents in turn, inviting Governors to ask questions and/or make comments. Subject to the amendments presented to and agreed by the meeting, a proposal was made to approve the Report and Financial Statements and to approve their signature on behalf of the Corporation and this was **AGREED**.

**RESOLVED**

- i. That the minutes of the Audit Committee's meeting of 19 November 2015 are received and noted.*
- ii. To receive the Audit Committee's annual report.*
- iii. That subject to the amendments identified above, the Report and Financial Statements for Year Ended 31 July 2014/15 be and are approved.*
- iv. To authorise the Chair of the Corporation to sign the Operating and Financial Review; the Statement of Corporate Governance and Internal Control; the Statement on the College's regularity, propriety and compliance with Funding body terms and conditions of funding; and the Statement of Responsibilities of the Members of the Corporation.*
- v. To authorise the Group Chief Executive Officer to sign the balance sheet(s); the Statement of Corporate Governance and Internal Control and the Statement on the College's regularity, propriety and compliance with Funding body terms and conditions of funding.*
- vi. To receive the Independent Auditor's Report on the Financial Statements and the Independent Auditor's Report to the Corporation on Regularity.*
- vii. To note receipt of the Internal Audit Report at the last meeting of the Corporation.*

**18.8 Financial Statements Auditor Management Letter**

GFD reported that although a draft Financial Statements Auditor Management Letter had been received, the final version was not available but was expected within the next one/two days and would be shared with Governors on receipt.

**GFD**

**19. Search Committee minutes of 3 December 2015**

**19.1 Search Committee Membership and vacancy in the Chair**

19.1.1 Paul Ashton, the Vice Chair of the Search Committee presented the minutes of the last meeting. In particular the Search Committee advised the Corporation that:

- (a) The Corporation must prioritise the recruitment of further Independent Governors as the workload for that group is significant;
- (b) There is currently a vacancy in the office of Chair of the Search Committee, the previous Chair, Alan Jerome, having recently resigned from the Corporation. The Chair of Corporation has agreed

to act as Chair of the Search Committee on an interim basis until a new Chair is appointed;

- (c) The current membership of the Search Committee is two Independent Governors, the Executive Governor GCEO and two co-opted members; its diminished membership causes it to report concerns about its own robustness and effectiveness and to recommend that the Corporation review the membership and chairing arrangements for the Search Committee going forward.

## 19.2 Resignations

19.2.1 The Clerk formally reported the following resignations from the Corporation:

- (a) Alan Jerome, whose resignation was received on 25 November 2015;
- (b) Andrew Chang, having resigned with effect from the end of the 17 December 2015 Corporation meeting; and
- (c) Malik Siddique, whose resignation was received on 3 December 2015. Malik is emigrating and the date of this was unexpectedly brought forward, due to a family illness.

19.2.2 It was noted that if she does not attend by the end of the meeting, Naveeda Ikram will forfeit her seat having failed to attend three consecutive meetings, despite warnings from the Clerk.

*19.30 Angela Cawthra left the meeting*

## 19.3 Proposal to appoint Angela Cawthra as an Independent Governor

19.3.1 The Search Committee proposed to the Corporation the appointment of Angela Cawthra as an Independent Governor, citing her professional background and particularly experience of change management and it was **AGREED** that she should be appointed as an Independent Governor with immediate effect for a period of four years to 16 December 2019.

19.3.2 A Governor commented that he had been unaware of the nature of the observer at the meeting and it was **AGREED** that a standard agenda item be included going forward to formally introduce visitors to the meeting.

### **RESOLVED**

- i. That Angela Cawthra be and is appointed as an Independent Governor with immediate effect for a period of four years to 16 December 2019.*
- ii. That a standard agenda item be included henceforth that any visitors present at a meeting be formally introduced at the outset.* Clerk

*19.35 Angela Cawthra rejoined the meeting*

19.3.3 The Chair confirmed to Angela Cawthra that her appointment as an Independent Governor had been agreed and welcomed her to the Corporation.

19.3.4 The Clerk reported that there are now four Independent Governor vacancies, two of which might potentially be filled by Local Authority nominees. The

Search Committee had instructed the Clerk to prepare a job description and person specification for Governors for use by the College's marketing team and Beacon Recruitment to put together an Independent Governor recruitment campaign, specifically seeking applications from individuals from local industry.

- 19.3.5 Referring to the Annual Review of Corporation, a Governor suggested giving consideration to a two-day away-day as being a more relevant context for such discussion rather than as a committee agenda item.

**19.4 Review of Standing Orders**

- 19.4.1 The Clerk reported that the Search Committee had reviewed the Standing Orders and recommended the revised Standing Orders to Corporation for approval. Governors thanked the Search Committee for its work on the Standing Orders and **AGREED** that the amended version should be adopted with immediate effect.

**RESOLVED**

- i. That the revised Standing orders be approved and adopted with immediate effect.*

**19.5 Review of Code of Conduct and proposal to adopt the Code of Good Governance for English Colleges**

- 19.5.1 The Clerk reported that the Search Committee had reviewed the Code of Conduct and recommended the revised Code of Conduct to Corporation for approval. This was **AGREED**. The Clerk also reported that the Search Committee had reviewed the Association of Colleges ("AOC") Code of Good Governance for English Colleges and recommended to the Corporation that this be adopted. She added this was also a recommendation of the External Auditor. This was **AGREED**.

**RESOLVED**

- i. That the revised Code of Conduct be approved and adopted with immediate effect.*
- ii. That the AOC Code of Good Governance for English Colleges be adopted by the Corporation with immediate effect.*

**20. External Affairs Committee Written Resolution**

*GCEO declared an interest in this item in his capacity as Chair of the Board of UNIPOL.*

- 20.1 The Clerk reminded Corporation that at the last meeting a request to vote on a written resolution from Unipol had been received and the Corporation had delegated to the External Affairs Committee decision-making in respect of that request. The Clerk had prepared written advice for that Committee, on the basis of which it had resolved that the Corporation should acknowledge the Unipol written resolution but abstain from voting on it, the Corporation not being a "Principal Member" of Unipol and therefore having no ability to influence the outcome by voting either for or against the proposal.

- 20.2 The Chair thanked the External Affairs Committee for attending to the matter.

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**21. Academic Board Synopsis 25 November 2015**

- 21.1 No report was yet available for discussion and it was **AGREED** this would be brought to the next full meeting of Corporation.

**RESOLVED**

- i. That a Synopsis of the Academic Board meeting held 25 November 2015 be brought to the next ordinary meeting of Corporation.* Clerk

**22. Dates of Meetings 2015/2016**

- 22.1 It was **AGREED** that the reserved date of 21 January 2016 should be used for an Special Corporation meeting to discuss and approve the College's Further Education Quality Improvement Plan and to receive an update on the Area Review process. The meeting will take place in the **Boardroom, F Floor, Old Building, Bradford College at 4 pm.**
- 22.2 The next ordinary Corporation meeting is scheduled for **Thursday 4 February 2016 at 4 pm in the Boardroom F Floor, Old Building, Bradford College.**

**RESOLVED**

- i. That the Corporation shall hold a special meeting on 21 January 2016 to discuss and approve the the College's Further Education Quality Improvement Plan and for an update on the Area Review.*

**23. Evaluation of Meeting**

- 23.1 The Chair summed up the meeting as being extraordinarily productive although lengthy.
- 23.2 There being no other business, the Chair thanked everyone for their attendance and contributions, wished them all a Happy Christmas and declared the meeting closed at 19:50pm