

Draft minutes prepared from contemporaneous notes  
approved by the Chair via email on 2018

Approved by the Corporation: ..... C. Orange .....  
Signed by the Chair

..... 19/07/18 .....  
Date

## MINUTES OF THE MEETING OF THE CORPORATION HELD: Saturday 19 May 2018

### Present:

Cath Orange (Chair)	Governor
Paul Ashton	Governor
Ralph Berry	Governor
Eve Gregory	Governor
Robert Holden	Staff Governor
Chris Jones	Executive Governor
Ann Kendal	Governor
Steve Roberts	Governor
Debbie Rolls	Staff Governor

The quorum was six Governors

### In Attendance:

David Akeroyd	Asst Principal Vocational & Technical Curriculum (from 13.00)
Salsa Elmegri	Observer
Jo Green	Clerk to the Corporation
Anita Lall	Asst Principal Academic College & Sixth Form (from 13.00)
Dawn Leak	Director of Employer Responsiveness (from 13.00)
Chris Malish	Director of Finance & Corporate Services (from 13.00)
Matt Peel	Observer
Huw Roberts	Director of People Services (from 13.00)
Naomi Sharples	Deputy Provost (from 13.00)

The meeting was held in the Hockney Room, City Training Services, 39/41 Chapel St, Bradford BD1 5BY from 09.45. It was chaired by Cath Orange.

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

### 0. Preliminaries

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

### 1. Chair's Welcome, Introductions, Apologies for Absence and Disclosures

#### 1.1 Welcome and Introductions

The Chair welcomed everyone to the meeting, in particular new Independent Governor Steve Roberts, noting that his appointment was made by written resolution. She particularly welcomed Salsa Elmegri and Matt Peel, who are expected to be the Students' Union's nominees for the Student Governor seats. Introductions were made.

## 1.2 Apologies for Absence

Apologies were received from Independent Governors Ann Kendal, Dave Mann and June Durrant and from Staff Governor Piers Telemacque.

## 1.3 Disclosures

There were no specific disclosures. The Chair reminded everyone of the need to declare actual or potential conflicts as they arise.

## 2. Data Protection Briefing and Stakeholder Interests

2.1 During an adjournment commencing at 10am, the Data Protection Officer Fiona Whitworth delivered a briefing on the implications of the General Data Protection Regulation and the Data Protection Act 2018.

2.2 A Governor-led session on stakeholder interests then set the scene for discussion later in the day about what kind of 'fresh start' the Corporation should aim at. Governors took turns to present the perspectives of stakeholders, including local employers, students, the funding body, Leeds City Region and Bradford Council.

## 3. Restructuring Facility Application

3.1 When the meeting reconvened, the Chief Executive Officer, Chris Jones ("CEO"), introduced the substantive item for discussion: the plan for strategic recovery, specifically the Restructuring Facility ("RF") application, which will consist of three elements: an application form, an Implementation Plan, and a fully integrated financial model.

3.2 It was noted that the Board's input is needed to support the finalisation of the Implementation Plan and the population of the application form. Significant progress has already been made, including the adoption of a Post Inspection Action Plan ("PIAP") and a quality improvement plan for the Higher Education ("HE") provision, the adoption of new governance and management arrangements and the approval of the People Strategy.

3.3 CEO requested that the Board now:

3.3.1 Review and determine (at a high strategic level) the curriculum, having regard to the educational and economic needs of the local area; and

3.3.2 Test and confirm management's assumptions as to the cost of funding the College's strategic recovery plan; and

3.3.3 Test and confirm management assumptions underpinning the strategies and plans which will form part of the Implementation Plan, regarding:

- learner numbers over the next three years;
- the College's ability to improve the quality of its provision;
- the College's ability to deliver good quality teaching;
- the College's ability to resource and deliver the curriculum plan; and
- income and expenditure, anticipated transactional costs, potential sources of funding

and underpinning the financial model.

### *Curriculum Plans*

- 3.4 The Chair observed that the College's curriculum plans are central to its educational character, hence it is for the Board to determine what sort of learning programmes and qualifications it should offer and how they should be delivered.
- 3.5 CEO said this year's curriculum planning process was rigorous and robust, with specialist planning software used in all areas to review the offer; and market intelligence informing curriculum choices. The budget was considered at each stage to ensure financial efficiency.

### *Apprenticeships Curriculum Plan and Anticipated Learner Numbers*

- 3.6 Director of Employer Responsiveness, Dawn Leak ("DER") said several of the levy-paying employers the College is working with have shared their strategic plans with management, informing the assumption that the apprenticeship provision will grow significantly next year, with more gradual growth in the future. She drew attention to a list of the current apprenticeship curriculum areas, RAG rated for their alignment with local priorities and with projected growth figures shown alongside them. Governors agreed that the apprenticeship provision is well-aligned with local priorities and, although many learners have started and are ending their courses later than planned (resulting in a loss of income this year), there has been good uptake of the programmes.
- 3.7 DER highlighted the need to change the apprenticeship delivery model, reducing reliance on sub-contractors to remove finance and quality risks. Governors emphasised their dissatisfaction in terms of the sub-contracted apprenticeship outcomes and there was agreement that sub-contracting should be used only to meet the niche training needs of established employer partners. DER's proposed targets for reducing sub-contracting were held to be relevant and achievable.
- 3.8 DER explained that the apprenticeship provision is made up of predominantly level 3 with a large amount of level 2 and a smaller amount of higher level provision. It was agreed that the College should look to offer degree apprenticeships as part of its higher apprenticeship offer, to more fully meet the needs of those wishing to progress into HE and/or highly skilled employment, and to meet the high-level-skills needs of the Leeds City Region. DER said such provision is in development and will form part of a future curriculum plan.

### **RESOLVED:**

- (i) The Apprenticeship element of the 2018/19 Curriculum Plan is approved.**

### *Higher Education Curriculum Plan and Anticipated Learner Numbers*

- 3.9 Deputy Provost, Naomi Sharples ("DP") presented the HE curriculum plan and Governors commented that it was pleasing to see a narrower offer emerging, in line with their vision for the College.
- 3.10 There was strong support for a focus on degrees and foundation degrees, rather than Higher Nationals, as well as on courses which complement the Further Education ("FE") curriculum and meet local needs, such as teaching assistant training and health and social care.
- 3.11 The need to secure coherent provision was highlighted. Governors emphasised that all learners must have opportunities for progression to further learning or apprenticeships/employment. DP said the HE team is working with academic managers across the College to develop route maps; the aim is to boost internal

progression from 11% to 25% over the next three years, bringing the College more in line with other institutions.

- 3.12 A key priority is retention, as poor retention has a significant financial impact. DP drew attention to a slide showing the performance of the HE provision overall, as well as that of each Faculty, explaining that a new retention strategy has been introduced to support students in achieving their learning goals and to protect the income needed to provide a quality student experience.

**RESOLVED:**

- (i) The Higher Education element of the 2018/19 Curriculum Plan is approved.**

*Further Education Curriculum Plan and Anticipated Learner Numbers*

- 3.12 Assistant Principal Academic College & Sixth Form, Anita Lall (“ACSF”), presented the FE curriculum plan and projected learner numbers for 2018/19 to 2020/21 and invited questions on it. Governors were keen to know what impact the opening of Dixons Academy sixth form and New College Bradford will have. ACSF said the College does not anticipate a downturn in 16-18 recruitment as many Bradford school sixth forms are closing and the local 16 year-old population is growing. School sixth form closures will result in modest growth next year (i.e. before New College Bradford opens), following which numbers should be static.
- 3.13 There was discussion about whether the College should continue to offer A Levels, given that they will be New College Bradford’s core business. ACSF said the College’s A Level students have traditionally been those not offered a place at their school sixth form and, typically, they have travelled a good distance beyond their starting points, with the College’s support. The expectation is that the new competitors will recruit mainly from schools that are closing their sixth forms, so the College’s A Level student demographic should not change.
- 3.14 Acknowledging the important role that A Levels play in progression to higher education and into work, as well as their relative profitability (A level course contributions range from the high 50s to 60% of income); and noting the College’s track record of adding value for its A Level cohorts, Governors agreed that A Levels should continue.
- 3.15 Moving to discuss the overall shape of the FE curriculum, ACSF said several courses have been removed and ten more are ‘at risk’ due to low numbers and value for money concerns. In response to a question, she said there will be no impact on the educational character as the courses are not clustered in any particular subject area. A more significant change from Governors’ point of view is the phasing out of smaller level 3 applied general qualifications and the introduction of more level 3 Technical qualifications in anticipation of the T Level implementation. Governors agreed that this proposed change is sensible.
- 3.16 Management’s plans to reduce vocational level 1 and entry provision and to rationalise the level 1 to 3 curriculum were similarly well-received. Governors acknowledged the risk of offering similar pathways to the same learning goals and welcomed the initiatives aimed at producing a more efficient curriculum.
- 3.17 Satisfied that selective sub-contracting of the Adult Education Budget enables the College to address an important educational need locally, Governors reaffirmed their commitment to working with local community partners to deliver to harder-to-reach learners, who would be unable or unwilling to attend classes on the College campus.

**RESOLVED:****(i) The Further Education element of the 2018/19 Curriculum Plan is approved.***Apprenticeships Quality Improvement and Targets for 2018/19*

- 3.18 DER said the College is on track to achieve a 78% overall success rate and a 70% timely success rate for apprenticeships this year (against sector benchmarks of overall: 70% and timely: 68%). She said the proposed targets for 2018/19 and 2019/20 are achievable; in terms of success rates, the College is already outperforming most other apprenticeship providers in the country.
- 3.19 In response to a question, DER said where individuals fail apprenticeships, 20% of funding is lost. This can be significant, for example, for engineering and motor vehicle apprenticeships, 20% of funding is £3.5k.

**RESOLVED:****(i) The proposed 2018/19 Apprenticeship Provision targets are approved.***Further Education Quality Improvement and Targets for 2018/19*

- 3.20 Governors acknowledged that a comparison of FE outcomes over the last three years shows an improving picture but agreed that the gap between the College's achievement rates and national achievement rates is concerning; it has narrowed but is still significant. Governors expressed disappointment at the College's rankings in the National Achievement Rate Tables and directed that the pace of change must pick up.
- 3.21 Assistant Principal Vocational & Technical Curriculum, David Akeroyd ("VTC"), agreed that the College is not in a good position, compared to other providers. He said national achievement rates have increased year on year; in part due to other providers improving their outcomes through new strategies around maths and English. ACSF said the College intends to replicate those strategies in the hope of improving its own outcomes: the direction of travel will be to reduce the numbers working towards functional skills qualifications and enroll more learners on GCSE courses.
- 3.22 There was acknowledgement that the Corporation, strengthened by its new Quality & Standards Committee and in partnership with CEO, has responsibility for setting the pace of change, holding management to account, and ensuring that the PIAP is impactful, in line with Governor and external stakeholder expectations. A Governor asked how the Board can have confidence in the effectiveness of the Post Inspection Action Plan ("PIAP") when previous improvement plans have not delivered. VTC said:
- A distinguishing feature of the PIAP is that there has been external input from a consultant with significant expertise in FE quality improvement;
  - Governors may take assurance from the positive early indicators of improvement outlined in the presentation slides; and
  - The 2017/18 outcomes are expected to show an improvement, which will give Governors confidence in the PIAP.
- 3.23 Referring to the proposed targets for 2017/18 onwards, a Governor observed that it is disquieting to see negative value-added targets but, nonetheless, they are realistic; the Board must be ambitious but not over-ambitious. This was agreed.

**RESOLVED:**

- (i) **The proposed 2018/19 Further Education targets are approved.**

*Higher Education Quality Improvement and Targets*

3.24 Governors discussed the HE retention and success data from 2014/15 to 2016/17, observing that due to some underperforming areas, the overall success rate has fallen over the last three years despite gains across the majority of provision. There was agreement that this should be discussed at a Quality & Standards Committee meeting in due course. DP said the School of Computing is a key area of concern, along with the School of Law; a factor has been students failing to submit all assessment pieces on time. A system of interventions put in place by the School of Computing has had a positive impact, improving attendance and submission and pass rates significantly. This good practice will be shared.

**Action:** Quality & Standards Committee to discuss the HE overall success rate

Clerk

3.25 NS cautioned that some of the National Student Survey outcomes may dip this year as (as Governors will know) student experience issues have been raised around HE accommodation and the shortage of learning space. Governors acknowledged this.

3.26 Attention was drawn to a list of quality improvement objectives, including boosting retention and increasing the number of students achieving higher level awards. Governors agreed that these are priority areas and acknowledged the performance measures and targets listed alongside them.

**RESOLVED:**

- (i) **The proposed 2018/19 Higher Education targets are approved.**

*Workforce and People Development*

3.27 Governors recalled that a new People Strategy was approved at the 29 March Corporation meeting. This was declared to be a credible and deliverable workforce development plan, with appropriate recognition of the positive impact a high performing, highly professional teaching workforce can have on the quality of provision and the delivery of high quality teaching and learning.

3.28 A Governor highlighted the risk that failing to increase staff pay in line with inflation may undermine the Board's ability to deliver on its Mission - but acknowledged that, in the context of the RF application, a staff pay rise would be hard to justify while staff costs as a percentage of income remain relatively very high.

3.29 It was noted that in the recent staff restructuring exercise, the planned for reductions in staff costs were achieved. The Board instructed that staffing must be kept under review to ensure it is appropriate as learner numbers for 2018/19 are confirmed.

*Estates Plan*

3.30 DFCS said the Estate Plan is being reviewed by architectural firm Bond Bryan. It is not expected that there will be material departures from the current version, which the Board previously approved.

- 3.31 DFCS reminded the meeting that the plan is to reduce the estate to around 52,000m<sup>2</sup> in line with current and anticipated future needs, as well as to create a separate space and identity for the HE provision and to repurpose some areas of the David Hockney Building. Governors agreed that there is a need to make better use of space, reduce maintenance and other operating costs, and improve the overall student experience by removing poor quality accommodation from use.
- 3.32 DFCS reminded Governors that, although the disposal of surplus buildings may provide funding for changes, no account has been taken of any possible proceeds in the financial plan. This was noted.

*Financial Plan*

- 3.33 Governors were reminded that the three year financial plan and the underlying financial modelling assumptions will be discussed in more detail at the next Finance & General Purposes Committee meeting.
- 3.34 Referring to the presentation slide headed “Financial Outlook”, DFCS drew attention to assumptions around income, staff costs, operating costs, restructuring costs and depreciation and income. He reminded Governors that financial modelling is a very useful tool but is not an exact science.
- 3.35 Attention was drawn to financial key performance indicators and the proposed targets for each of the next three financial years. These were discussed and agreed to be stretching but fit for purpose.
- 3.36 The scale of the financial challenge facing the College was noted.

**4. Mission, Vision and Values**

- 4.1 The meeting adjourned at 15.00 and reconvened at 15.15, whereupon the Chair and CEO led a discussion on the Mission, Vision and Goals, referring to conversations at the last Away Day and at subsequent meetings about strategic recovery and the earlier role play exercise highlighting stakeholder expectations of the College.
- 4.2 Governors agreed that the strategy going forwards will involve a stronger focus on the communities of Bradford and the wider Leeds City Region. It was noted that, in charity law terms, this may represent a material change in focus, as until recently the College was committed to a growth strategy aimed at expanding its operations across a wider geographical area of benefit.
- 4.3 Regard was therefore had to the Charity Commission’s public benefit guidance, with careful discussion about the extent to which the proposed change of focus, as well as the rationalisation of the HE curriculum, may impact on who can benefit from the College’s charitable activities. Governors determined that adopting a stronger focus on the communities of Bradford and the Leeds City Region would be appropriate and proper, there being a sizeable local population of potential beneficiaries in need of the College’s services, as well as numerous other providers to cater to the needs of those from further afield and/or those whose HE ambitions focus on areas the College will not cater for in the future.
- 4.4 There was strong agreement that the Mission Statement still encapsulates the fundamental aims of the College and reflects its purpose in the community. CEO suggested that the stronger focus on Bradford and its locality could be emphasised within the Vision statement instead of the Mission Statement and this was agreed.

**RESOLVED:****(i) The College's Mission Statement will not change.**

4.5 As requested, CEO had prepared draft Vision Statements, each based on Governors' discussions at previous meetings. The Chair recalled the Board's agreement that the College should:

- provide an outstanding student experience;
- be dynamic and sustainable;
- relentlessly focus on learner outcomes;
- responsive to the needs of local learners, offering a curriculum which recognises and responds to both the high level of historic low attainment and the ambitions for more local people to gain higher level skills;
- be a partner of choice for employers;
- be highly effective;
- be locally focused; and
- be responsive to skills gaps.

4.6 CEO explained that in formulating the draft Vision Statements, he had distilled these aims and ambitions down to three key themes:

- Responsiveness;
- Quality; and
- Efficiency.

4.7 Following discussion, Governors unanimously agreed that CEO's draft Vision Statement 3 best encapsulates their collective vision, albeit bullet points 2 and 3 should be revisited, with a view to being slightly more explicit about what being an 'employer of choice' means, and highlighting the priority of student responsiveness, giving broader expression to the agreed aim of contributing positively to the local and regional workforce.

**Action:** The Chief Executive Officer will prepare another version of draft Vision Statement 3, basing his amendments on Governors' comments. This will be distributed for Corporation approval in due course.

C Jones

**5. Peer Review Exercise**

5.1 Finally, Governors were split into groups of two to complete a peer review exercise designed by the Clerk based on a format used by a College partner, Unipol. The aim was to encourage Governors to ask themselves tough questions about their performance both as a Board and as individual trustees. Towards the end of the exercise, each pair fed back the observations they wished to share.

5.2 Governor pairs took turns to share their impressions about the balance of challenge and support, as well as the general effectiveness of governance. The critical importance of effective dialogue between Board and Executive was discussed in detail, particularly in the context of formal reporting. Governors agreed that recent improvements have led to better questions being asked in the Boardroom. Insufficient critical analysis, triangulation and challenge were cited as historical weaknesses.



- 5.3 The need for debriefing sessions once key visits and projects are complete was highlighted. Examples were shared of instances where opportunities to implement action plans to improve practice were lost due to capacity pressures.
- 5.4 There was strong agreement that the presence of the prospective Student Governors had highlighted the importance of hearing directly from College students. Both were thanked for their insightful contributions and warmly welcomed on board. The Clerk clarified that their appointments will be formalised as soon as the Students' Union Trustee Board passes a resolution confirming their nominations.
- 5.5 It was agreed that the introduction of the Finance & General Purposes Committee and the Quality & Standards Committee and the adoption of the practice of Committee Chairs reporting to the Board were good moves by the Corporation; the new arrangements have already had a big impact in terms of oversight and accountability. The need for effective succession-planning for the Committees was noted.
- 5.6 Concluding the session, the Clerk thanked Governors for taking part in the peer-review exercise and invited everyone to reflect further following the meeting.

## 6. Other Business

- 6.1 CEO clarified that the next stage in the Strategic Recovery Plan will be the completion and submission of the draft RF application, taking account of Governors' decisions and aspirations. CEO said the application process is likely to be an iterative one; once it has been submitted in draft, the RF application will continue to be refined in line with the recommendations of the Transaction Unit and the Board will be consulted at key stages.

### RESOLVED:

- (i) **The Restructuring Application shall be progressed as discussed in minute 6.1 above. The Corporation will receive a copy of the draft application form and Implementation Plan via the Finance & General Purposes Committee.**
- 6.2 On behalf of the Corporation, the Chair thanked CEO and DFCS for all their hard work on the RF application so far. She said the Board recognises the pressures they are under and acknowledges their considerable contribution towards writing the submission and securing the confidence of stakeholders.
- 6.3 There being no other business, the Chair thanked everyone for giving up a day of their weekend to contribute to the College's strategic planning. The meeting closed at 16.30.

