

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

8/2/2018
Date

MINUTES OF THE MEETING OF THE CORPORATION HELD: Thursday 19 October 2017

Present:

Richard Wightman (Chair)	Governor
Paul Ashton	Governor
Ralph Berry	Governor
Richard Dunbar	Governor
Eve Gregory	Governor (from 16.48)
Robert Holden	Staff Governor
Ann Kendal	Governor
Dave Mann	Governor (to 17.50)
Cath Orange	Governor
Karl Oxford	Governor (to 18.45)
Debbie Rolls	Staff Governor
Waseem Siddique	Student Governor (to 17.46)
Ramindar Singh	Governor (to 17.50)
Dale Smith	Governor (to 17.05)
Andy Welsh	Executive Governor (to 18.52)

The quorum was six Governors

In Attendance:

Chris Malish	Director of Finance & Corporate Services (to 18.52)
Joanna Green	Clerk to the Corporation
Clare Hallows	Registrar (to Item 7)
David Harwood	Principal (to 18.52)
Naomi Sharples	Deputy Provost (to Item 7)
Richard Thomas	Provost (to 18.52)

The meeting was held in the Goldsworthy Room, Lister Building, Bradford College from 16.00 until 19.05. It was chaired by Richard Wightman.

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

1. Preliminaries

- 1.1 Before the meeting commenced, training was delivered by the College Registrar, Clare Hallows, on the Corporation's responsibility for academic governance in Higher Education ("HE").
- 1.2 A copy of the *Committee of University Chairs Illustrative Practice Note 3: Academic Governance* was circulated. Attention was drawn to the wording of the annual assurance statement, which will need to be signed on the Corporation's behalf in December.
- 1.3 The Clerk advised that a quorum was present. The Chair opened the meeting.

2. Introductions, Apologies for Absence and Disclosures of Interest

2.1 Introductions

The Chair welcomed Ann Kendal to her first meeting as an Independent Governor. Her appointment is now effective; her term of office will run until 18 October 2021.

2.2 Apologies for Absence

Apologies were received from Independent Governors Judy Hooton, Karl Oxford and June Durrant.

2.3 Disclosures of Interest

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

3. Minutes of the meeting of 28 September 2017

- 3.1 The minutes of 28 September 2017 were **AGREED** as a true and correct record and the Chair was authorised to sign them.

RESOLVED:

- i. *That the minutes of the 28 September 2017 Corporation meeting are a true and correct record and should be signed by the Chair.*

4. Matters Arising

- 4.1 It was **NOTED** that a number of items on the Matters Arising Report were Agenda items, while others are not yet due for actioning.
- 4.2 **Instrument of Government:** The Clerk spoke to her report, explaining the changes to the documents that were proposed for approval following stakeholder consultation and input from senior management.

RESOLVED:

- i. *That the version of the Instrument and Articles of Government presented to this meeting shall be approved and adopted in substitution for, and to the exclusion of any Instrument and Articles of Government previously approved.*
- ii. *The Clerk shall place an amended version of the Instrument and Articles onto the College website.* Clerk
- iii. *To receive the report.*
- 4.3 **Further Education case studies:** The Chair reminded the meeting that certain case studies had been requested at a previous meeting. It was **AGREED** that those are no longer needed.
- 4.4 **Community Strategy:** As there had been no comments or suggestions since the previous meeting, the Community Strategy was **APPROVED** as a working document, on the basis that it will evolve with input from communities and staff.

RESOLVED:

- i. *That the draft Community Strategy should be and is approved as a working document, with the expectation that it will not be a static document but will evolve with input from communities and staff.*
- ii. *The Executive shall report to the Corporation on progress towards the achievement of the Community Strategy at the end of this academic year and then on at least an annual basis.*
- iii. *To receive the report.*

Exec,
Matters
Arising

4.5 **Whistleblowing Code:** It was **NOTED** that this will go to consultation and then be brought to the December Corporation meeting for approval.

Agenda
14.12.17

4.6 **Gifts, Hospitality and Awards Policy:** The Chair referred to the prohibition on spending charitable funds on gifts for staff members and reminded Governors of the need to determine whether an exception should be made for the purchase of funeral flowers. The Clerk said while in principle it is legitimate to use charitable funds for staff welfare purposes, the potential benefits of such gestures must be weighed against the risk of the College becoming unable to meet its liabilities as they fall due. She said there may be exceptional circumstances which warrant a departure from the policy, such as where a public memorial service is held.

4.7 A vote was taken, a majority of Governors **AGREEING** that no amendment should be made to the Gifts, Hospitality and Awards policy at the present time.

RESOLVED:

- i. *In light of the current financial pressures and the need to service debt as a priority, it is not presently in the interests of the charity to make any exceptions to the Gifts, Hospitality and Awards Policy.*

4.8 **Governor Visit to the Student Base:** Independent Governor Ralph Berry reported on his visit to the Student Base, where he met with staff and service users and viewed the facility. He said in his professional opinion as an experienced social worker and youth worker, the concerns articulated by the College Safeguarding Team at the 28 September Corporation meeting have merit and there is a need for urgent remedial action.

4.9 The Student Governor, Waseem Siddique, said student concerns about the new location persist, along with complaints about a lack of social space across the campus. Staff Governor Debbie Rolls, said there is also a lack of private space for staff to have confidential conversations with learners. It was **AGREED** that these should be considerations in terms of the estate strategy refresh.

4.10 A Governor observed that the services the Student Base provides are extremely valuable to the College's communities and are an essential part of the College's character. This was **AGREED**. Following discussion about the need to make adjustments in order to unlock the potential of those presenting with vulnerabilities, an assurance was obtained from the Principal, David Harwood, that the Executive will take immediate steps to address the concerns.

J16.48 *Eve Gregory joined the meeting.*

- 4.11 It was **NOTED** that Independent Governor Richard Dunbar will be visiting the Student Base before the next meeting, so that the Corporation can maintain oversight of the issue.

RESOLVED:

- i. ***The Corporation shall maintain oversight of the Student Base and shall receive a report at its next meeting from Independent Governor Richard Dunbar.***
- ii. ***In undertaking the review of the Estate Strategy, the Executive must give due consideration to the need for social space, as well as for private space for confidential discussions with students and any recommendations must address the viability of creating such spaces.***
- iii. ***To receive the Matters Arising Report and note its contents.***

Agenda
23.11.17,
Matters
Arising

Exec

5. Report on Chair's Actions

- 5.1 The Chair reported that he had agreed with the Executive that Items 8 and 9 should be deferred to the next meeting, Item 8 in consideration of capacity issues due to the recent Ofsted inspection; and Item 9 to allow for some additional assurance to be supplied by management to inform Governors' decision-making. This was **NOTED**.

6. HE Outcomes 2016-17 - dashboard

- 6.1 The Provost, Richard Thomas, spoke to the HE data dashboard, commenting that while conversion rates are good, enrolments are down, resulting in a reduction in income. He said applications continue on a downward trend. There was discussion about the viability of the College's HE provision in light of all the factors contributing to the drop in student numbers. The Provost said major changes since 2011 have included the lifting of the cap on undergraduate student numbers, changes to teacher education policy, and the withdrawal of Teesside as the College's validation partner.
- 6.2 The Provost referred to the risk that unsatisfactory retention levels may contribute to a failure to achieve a satisfactory outcome in the next HE quality/annual provider review. He said the College should invest in support mechanisms to give students the best chance of success. Governors heard that a retention summit is being convened; delegates will explore strategies for improving rates of retention.
- 6.3 Governors were pleased to hear that the College regained the ground it lost in last year's National Student Survey, with overall satisfaction back at 2015-16 levels. Also, that according to the 2016 Destinations of Leavers from HE Survey, 89.2% of students who graduated from the University Centre in 2016 are now in work or further study.
- 6.4 In terms of degree classifications, the Provost said there was a healthy distribution of "upper grades" (first-class honours and second-class honours, upper division); provisional figures are 43% upper grades and 56.6% other.
- 6.5 A Governor asked that first to second year continuation rates for undergraduates be added to the dashboard, as well as overall success rates and a simple illustration of value added (perhaps a qualitative measure based on narrative accounts of individual students' journeys). This was **AGREED**.
- 6.6 Governors discussed the risk of over-reliance on national metrics to drive the improvement agenda, commenting that they do not capture everything the

Corporation is seeking to do in Bradford. A Governor suggested that the HE dashboard might usefully be divided into “Teaching Excellence Framework” metrics and “College” metrics and the Provost said he would look into this.

RESOLVED:

- i. *To endorse the proposed Higher Education data dashboard.*
- ii. *The Provost shall add to the Higher Education data dashboard the measure: “first to second year undergraduates and overall success rates.”* Provost
- iii. *The Provost shall explore the possibility of dividing the Higher Education data dashboard into “Teaching Excellence Framework” metrics and “College” metrics and report back to the Corporation.* Provost
- iv. *The Provost shall procure narrative accounts of individual student journeys and present them to the Corporation to give assurance around value added.* Provost
- v. *To receive the report.*

7. Academic Board report and minutes

- 7.1 Deputy Provost, Naomi Sharples (“DP”), ran through the business conducted at the Academic Board meeting on 4 October 2017. She drew attention to minutes concerning the work of the Disability Services team and the development and approval of a *HE Attendance Policy*, saying the aims of both are to strengthen the quality management framework, maintain academic standards and improve the student academic experience. Governors **NOTED** the reported increase in demand for the College’s mental health services.
- 7.2 It was **NOTED** that the Academic Board had received a positive summary report from the head of AQS regarding the status of the re-approval of the College’s Ophthalmic Dispensing programmes. It had also received a report on the College’s National Student Survey results and agreed key areas for further investigation and action.
- 7.3 The Teesside University Module results and Higher National Modules results for 2016-17 were presented and received. The summary and commentary notes were **NOTED**, as were Academic Board’s comments on the interim year-end analysis for the Teesside awards.
- 7.4 A Governor referred to the Academic Board membership and asked whether attendance at meetings is satisfactory. The Registrar said since a stricter regime was implemented, attendance is good; in particular, heads of curriculum areas always attend.
- 7.5 DP introduced the draft Learning, Teaching and Assessment Strategy, explaining that it aims to improve the student academic experience and student outcomes. She said it is recommended by the Academic Board for approval; Governors must resolve that they are satisfied that it is robust and appropriate.
- 7.6 Governors discussed the document and **AGREED** that, given the assurances the Corporation is required to give to the funding body, some high level targets should be included, to allow for more effective monitoring. It was **AGREED** that an amended version of the document should be brought to the next Corporation meeting, when the accompanying action plan should also be presented.

RESOLVED:

- i. To note the membership of the Academic Board and the attendance list for the recent meeting.*
- ii. To note and accept the Academic Board's advice as regards methodologies in use to improve the student academic experience and student outcomes.*
- iii. In order to make the Learning Teaching and Assessment Strategy more robust, the Provost shall add high level targets, to allow for more effective monitoring; the amended document shall be brought to the 16 November 2017 meeting for reconsideration by the Corporation. The accompanying action plan shall also be presented.*

Provost,
Agenda
16.11.17

- 7.7 DP referred to the National Student Survey outcomes, reminding Governors that the feedback received is reviewed by the Academic Board's Learning and Teaching Enhancement Committee and informs the quality improvement plan.
- 7.8 A Governor commented that the National Student Survey outcomes over the years show a strong correlation between student success and student satisfaction and this was **NOTED**. DP said responses to internal student experience surveys have also been positive. She drew attention to various items in the Academic Board minutes concerning work in progress to improve student satisfaction, including investment in training for student representatives.

RESOLVED:

- i. To receive the report of the Academic Board and to note the key reports it has considered and the action points arising.*
- ii. To note the National Student Survey outcomes and the Academic Board's activities relating to the improvement of the student academic experience and student outcomes.*

L17.29 Clare Hallows and Naomi Sharples left the meeting.

8. FE Data dashboard

- 8.1 The Principal will populate this in time for the next meeting.

Principal,
Agenda
16.11.17

9. Subcontracted Provision – Commission and Approval

- 9.1 It was **NOTED** that in compliance with funding rules, the College may only use such subcontractors as the Corporation and its Accounting Officer determine are 'high quality' and 'low risk'. The Chair having determined that additional assurance is needed to enable the Corporation to make such judgements, it was **AGREED** that authority should be delegated to the Chair and the chair of the Audit Committee to jointly make such judgements on the Corporation's behalf as may be necessary to satisfy the conditions of funding.

RESOLVED:

- i. That authority is delegated to the Corporation Chair and the chair of the Audit Committee to jointly make such judgements on the Corporation's behalf in respect of the proposed subcontracting arrangements outlined in the Director of Employer Engagement's report as may be necessary to satisfy the conditions of funding.*

- ii. ***The Corporation Chair and Chair of Audit Committee shall report to the next meeting of the Corporation on progress towards approving the proposed subcontracting arrangements.***

Agenda
16.11.17

10. Corporate Dashboard

- 10.1 The Director of Finance and Corporate Services, Chris Malish (“DFCS”) introduced the new corporate dashboard and invited comments on the design and content. The Clerk will send out the corporate dashboard by email.
- 10.2 Governors discussed the dashboard, **NOTING** that refinements are needed if it is to serve a useful purpose. In particular, where measures do not support in-year monitoring, some alternative indicators may be needed. A Governor commented that the measures “percentage of staff engaged in training and development” and “percentage of staff appraisals completed” will not provide sufficient assurance in terms of progress towards “being an employer of choice”; another observed that a score of 100% against “percentage of staff engaged in training and development” might cause the board to overlook gaps in mandatory training such as safeguarding, unless the measure is qualified.
- 10.3 It was **AGREED** that risk management should be monitored through the corporate data dashboard; in particular the number of outstanding action points from audit reports. A Governor said although a monitoring report is received at Audit Committee meetings, there needs to be more visibility at Corporation.
- 10.4 There was discussion about the Objective 3.5 indicators, with Governors querying the rationale for seeking to increase the proportion of staff who are female from 60% to 61%. A Governor said what is needed is indicators aimed at the key risks identified in the annual Equality and Diversity reports - in particular the risk of lack of diversity at senior management level and of BAME representation only or primarily at the bottom of the pay scale. The Governor said there must be targets for diversity and pay equality in specific groupings, including Executive roles, senior management, lecturers and others as well. It was **AGREED** that the section should be revisited. In particular, it was **AGREED** that the measure “percentage of staff who are LGBTIQA” should be amended to “percentage of staff who declare they are LGBTIQA”.
- 10.5 Moving on to discuss corporate performance, a Governor asked why space utilisation is so low (16%). Group Chief Executive Officer, Andy Welsh (“GCEO”), acknowledged the need for increased efficiency in the management of space and there was **AGREEMENT** that this should be closely monitored.

Clerk

RESOLVED:

- i. ***The Clerk and Corporation Chair will schedule time for the Corporation to revisit the corporate key performance indicators, including to implement the changes discussed in minutes above.***
- ii. ***To receive the report.***

Chair and
Clerk

L17.46 Waseem Siddique left the meeting.

11. Finance Update

- 11.1 DFCS presented a report which illustrated the difference between what was forecast and what was achieved in 2016-17. He said the most significant variation was expenditure; staff costs were slightly lower than forecast but other

operating costs were greater - and the difference between the forecast and the draft outturn is nearly £4m.

L17.50 *Dave Mann and Ramindar Singh left the meeting.*

- 11.2 DFCS referred to the loan covenants, saying, due to the outturn, the College's Education and Skills Funding Agency health score will be "inadequate" and the Further Education Commissioner will serve a Notice to Improve. He said a new draft budget has been prepared which errs on the side of prudence and was constructed from the bottom up. He said if nothing is done to improve the current position, by the end of 2017-18 the gap between income and expenditure will be around £5m.
- 11.3 DFCS said a meeting is scheduled with the bank tomorrow; it is expected that the bank will maintain its position that the College must look to the Education and Skills Funding Agency (ESFA) for financial support, triggering a formal intervention. This was **NOTED**.
- 11.4 A Governor asked what proportion of the previous year's overspend related to one-off expenses and DFCS said almost all the costs are recurring. He said bottom-up budgets tend to overestimate expenditure; a £900k reduction in non-pay expenditure should be achievable.
- 11.5 There was discussion about the College's borrowing costs to total income. DFCS said the College spends £4m per year servicing its bank loans and this is fully budgeted for.
- 11.6 A Governor asked whether there has been any progress towards identifying why warning bells were not rung more clearly and earlier, allowing for more impactful mitigating action. DFCS said the application for ESFA financial support will need to address that question but two events in particular stand out: the first is that the Q2 forecast highlighted that expenditure was £1.3m above budget but there was a delay in communicating with budget holders; the second is that a paper went to the Corporation's 22 June 2017 meeting reporting a £1.8m deficit position but Governors either did not become alerted to the deficit despite receiving the paper, or did not recall it when they were subsequently given conflicting advice and told to expect a surplus.
- 11.7 DFCS said underlying factors included the fact that meetings were not taking place between management accountants and budget holders to address variations in budgets - and staff turnover in the finance department was very high, with 30% of roles vacant at one point. He said three management accountants left the team in quick succession and attempts to control for the risk started far too late to have any material impact.
- 11.8 In terms of work in progress to recover the situation, DFCS said the target will be to make £5.5m savings over the next twelve to eighteen months. He has introduced a requirement that all members of Executive present their finances to him, to give additional assurance in terms of the robustness of financial planning and control. Once the College applies to the ESFA for financial intervention, it will need to provide management accounts and forecasts on a regular basis. New management accountants have been appointed and are doing a good job so far. A plan is in place to halt the exodus of staff from the finance team, which showed weak performance in the staff satisfaction survey.
- 11.9 Governors **AGREED** that (in a reversal of decisions made at the end of 2014-15), a dedicated finance committee should have oversight of the recovery plan -

and should meet as soon as practicable to consider the draft budget and recovery plan. Additionally, consideration should be given to reinstating a quality and standards subcommittee, to undertake careful monitoring of the quality of the student experience, to control for the risk that cutting costs may impact on quality. There were several volunteers for the finance committee and the Clerk said she would send out a general invitation to all those who are eligible - i.e. the members should be Governors who do not sit on the Audit Committee.

11.10 A Governor asked DFCS if he has the right people and adequate resources to do what needs to be done. He said he does but will seek external support where appropriate, for example using external consultants to supply financial and operational benchmarking data, to help identify areas where efficiencies might be achieved.

11.11 DFCS reminded the meeting that the College is by no means the first or only college to find itself in financial trouble; he said the underlying commonality is the relative lack of grant resource per pupil and the difficulty of managing an increasingly reduced budget.

L18.15 *Debbie Rolls left the meeting.*

11.12 DFCS asked if the Corporation is amenable to him appointing a forensic auditor to investigate how the current situation arose and this was **AGREED**. He also asked if Governors would be happy for him to submit a document to the ESFA setting out the information he just shared with the meeting in order to be in a position to receive financial support by Christmas; this was also **AGREED**.

RESOLVED:

- i. To acknowledge the current financial risks, in particular the inadequate Education and Skills Funding Agency Financial Health Score and the need for financial intervention – and to note that savings of £5.5m must be achieved over the next twelve to eighteen months in order to recover the position.***
- ii. To establish a standing committee to oversee the financial recovery. The Clerk shall invite all eligible Governors to attend the first meeting of the new Finance Committee, whereupon membership shall be determined.***
- iii. An audit shall be undertaken into the circumstances which led to the current financial position. The Director of Finance and Corporate Services shall instruct an external firm to undertake the audit, which shall not be either the internal or external auditor.***
- iv. The Director of Finance and Corporate Services shall submit to the Education and Skills Funding Agency a report setting out the information conveyed to this meeting under Item 11.***

Clerk

DFCS

DFCS

L18.17 *Rob Holden left the meeting.*

12. Proposed Disposal of Appleton Building

12.1 DFCS presented the Head of Contracts Management's report on the proposed sale of a property which has been on the market for some time. He said negotiations with a prospective purchaser have resulted in a final offer as detailed in the confidential report, which is considered to represent the best terms for the charity that can reasonably be achieved in the circumstances, for the reasons set out in the report.

- 12.2 In response to a question, DFCS said it is anticipated that the building will be converted into residential accommodation for students.
- 12.3 A Governor asked whether an overage clause had been agreed as part of the arrangement and DFCS said he would check this and confirm prior to exchange of contracts.

J18.20 Rob Holden rejoined the meeting.

- 12.4 Governors discussed the offer and the rationale put forward in the confidential report for accepting it. Having had due regard to their duty to safeguard the assets of the College, they **AGREED** that the offer should be accepted.

RESOLVED:

- i. Having had due regard to the duty to safeguard the assets of the College and having considered management's recommendations, to approve the sale of the land and building known as the Appleton Building on Tumbling Hill Street, Bradford ("the Appleton Building") on the terms outlined in the Head of Contracts Manager's report.*
- ii. The Executive shall attend to the sale of the Appleton Building on the terms outlined in the Contract Manager's report.*
- iii. To receive the report.*

Exec

13. Institutes of Technology

- 13.1 GCEO said the West Yorkshire Consortium of Colleges ("WYCC") is looking to its membership (including the Corporation) to support a proposal to put in an expression of interest in response to the Government's call for bids to establish Institutes of Technology (which will specialise in the delivery of higher level technical skills in STEM¹ subjects). If successful in a bid, WYCC would deliver through its member colleges.
- 13.2 GCEO said the deadline for expressions of interest is 30 October and he recommends that the Corporation votes in favour of the WYCC proposal. He said it aligns with the College's strategic objectives and there are potential benefits in terms of HE recruitment and the opportunity to access funding to improve assets that are needed for delivery. He said as one of the largest providers of HE in FE, the College is the natural choice to lead on the project.
- 13.3 In response to a question, DFCS said at this stage there is no robust business case to make a final decision; it is merely an expression of interest.
- 13.4 A Governor expressed concern about the risks of entering into a large project at the current time and committing to developing new curriculum for an Institute of Technology before Governors are satisfied with the curriculum on offer at the College. GCEO acknowledge that there could be a risk in terms of management capacity; the timescale for commencement is two years away. He said given the College's extensive HE experience, some stakeholders may question why it is not involved if it is not.
- 13.5 It was **AGREED** that the Corporation should vote in favour of WYCC submitting an expression of interest subject to there being no obligation at this stage to

¹ Science, Technology, Engineering and Mathematics

pursue the bid. It was also **AGREED** that, before any firmer commitment is entered into, the Corporation must be satisfied that whatever work is involved can be achieved on top of the current workload.

RESOLVED:

- i. To instruct the Group Chief Executive to vote on the Corporation's behalf in favour of the West Yorkshire Consortium of Colleges's proposal to submit an expression of interest to the Department for Education with a view to bidding to establish an Institute of Technology.*

GCEO

14. Local Enterprise Partnership Capital Pipeline Bids

- 14.1 Governors moved on to discuss a second paper from the Head of Contracts Management which concerned bids for funding available through the Local Enterprise Partnership ("LEP"). It was **NOTED** that three of the projects the College is proposing to pursue must have Corporation approval, due to the amount of match funding the College would need to contribute.
- 14.2 GCEO said it is anticipated that combining College money with LEP funding will produce a greater yield from projects the College was going to be spending money on anyway, such as the relocation of the motor vehicle provision. There will be long-term savings, as the leaseholds will not be renewed.
- 14.3 Governors discussed the paper and **AGREED** that they were satisfied that the recommended investments are likely to deliver value for money and that the projects proposed are in line with the strategic plan. On that basis, it was **AGREED** that the expenditure should be approved.

RESOLVED:

- i. To approve the proposed match funding for the Local Enterprise Partnership Capital Pipeline Bids as detailed in the Head of Contracts Management's report.*
- ii. To receive the report.*

GCEO

15. Bradford College Education Trust Update on Transfer of Sponsorship

- 15.1 An update report had been circulated for information and this was received.

RESOLVED:

- i. To receive the report and note its contents.*
- ii. The Corporation shall monitor the position vis a vis the Bradford College Education Trust at each Corporation meeting.*

Matters Arising

16. Interim Report on Utilisation of the College Estate

- 16.1 An update report had been circulated for information and this was received. Governors commented on the high quality of the report and expressed their thanks to the Head of Contract Management, who had put it together.

RESOLVED:

- i. To receive the report and note its contents.*
- ii. The Corporation shall monitor progress towards developing the new Estate Strategy at each Corporation meeting.*

Matters Arising

17. Equality and Diversity Committee Minutes

- 17.1 GCEO referred to the minutes and highlighted key points, including the changes proposed to the Committee’s membership to achieve more balanced representation. He reported on an initiative to introduce unisex toilet facilities in the David Hockney Building; and said the Committee is reviewing some College policies and will be looking at the ‘gender pay gap’ when it next meets.
- 17.2 In response to a question, GCEO confirmed that he will report again to Governors on the Committee’s policy and procedure work.

RESOLVED:

- i. To receive the report and note its contents.*
- ii. A date shall be fixed for the Group Chief Executive Officer to report to the Corporation on the Equality and Diversity Committee’s policy work.*

Matters Arising to fix

18. Date of Next Meeting

- 18.1 It was **NOTED** that the next Corporation meeting will take place in the Dye House Gallery in Lister Building on 14 December 2017 at 4pm.

19. Other Business

- 19.1 GCEO said the College has been asked to participate in a collaborative venture to promote health and wellbeing in the District and to educate people about healthy lifestyles and opportunities to keep healthy. He said if the venture goes ahead, it will be delivered through a limited company, of which the Corporation would be a member.
- 19.2 It was **NOTED** that although the anticipated risk is low and the proposed investment is within Executive approval limits, it is necessary for Governors to be satisfied that the formation of and/or participation in a limited company will assist in the delivery of the Corporation’s principal powers and that there are commercial, financial, educational and/or legal reasons to form, participate in or invest in a company in preference to some other arrangement. It was **NOTED** that the rationale in this case is the ringfencing of risk and the avoidance of the need for a lead partner; the Clerk said she will seek confirmation of this from the law firm leading on the incorporation. Subject thereto, **APPROVAL WAS GIVEN** for the proposed venture.

RESOLVED:

- i. The Clerk shall confirm the Board’s understanding that the main driver for incorporation is to ringfence risk and avoid the need for a lead partner.*
- ii. That subject thereto, it is agreed that the formation of and/or participation in a limited company (with an object of furthering education of the general public on healthy lifestyles and opportunities for healthy living) will assist in the delivery of the Corporation’s principal powers to provide further and higher education and to supply goods and services in connection with their provision.*
- iii. To approve the proposal outlined above and in the Group Chief Executive Officer’s report on that basis.*
- iv. The Group Chief Executive shall progress the matter with the proposed partners and will report periodically to the Corporation on progress.*

Matters Arising

19.3 The Chair announced that there was some confidential business to share, whereupon all non-Governors except for the Clerk were asked to leave, along with GCEO.

L18.52 Andy Welsh, David Harwood, Chris Malish and Richard Thomas left the meeting.

19.4 The Chair had received a letter of resignation from GCEO which he shared with Governors. He said the senior team had already been informed.

19.5 After brief discussion it was **AGREED** that a Special Committee should be established with a remit of identifying and assessing the risks arising from GCEO's resignation and determining how they should be mitigated, including establishing a committee to attend to the recruitment of an interim replacement.

19.6 The Chair said the fact of the resignation must remain confidential until stakeholders can be informed in an appropriate manner. It was **AGREED** that the Clerk should contact those Governors who are not present by telephone to communicate the news.

RESOLVED:

- i. A Special Committee shall be established, with a remit of identifying and assessing the risks arising from the Group Chief Executive Officer's resignation and determining how they should be mitigated, including establishing a committee to attend to the recruitment of an interim replacement.*** Clerk, Matters Arising
- ii. To note the need for confidentiality.***
- iii. The Clerk shall contact by telephone any Governor who is not now present at the meeting, to inform them of the Group Chief Executive Officer's resignation.*** Clerk

20. Meeting Evaluation

20.1 The Clerk advised that there was no evaluation report from the previous meeting due to the capacity stretch.

There being no further business, the Chair thanked everyone for their attendance and the meeting closed at 19.05.