

*Draft minutes prepared from contemporaneous notes
approved by the Chair via email on 6 February 2018*

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

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Date

MINUTES OF THE MEETING OF THE CORPORATION HELD: Saturday 20 January 2018

Present:

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| Cath Orange (Chair) | Governor |
| Ralph Berry | Governor |
| June Durrant | Governor |
| Eve Gregory | Governor |
| Robert Holden | Staff Governor |
| Judy Hooton | Governor (from Item 5) |
| Chris Jones | Executive Governor |
| Ann Kendal | Governor |
| Debbie Rolls | Staff Governor |
| Waseem Siddique | Student Governor (from Item 4) |

The quorum was six Governors

In Attendance:

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|-----------------------|-------------------------------|
| Joanna Green | Clerk to the Corporation |
| Elaine Hughes | Observer |
| Martin McNeill | National Leader of Governance |

The meeting was held in the Hockney Room, City Training Services, 39/41 Chapel St, Bradford BD1 5BY from 10.00. 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.

1. Preliminaries

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

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

2.1 Introductions

The Chair welcomed Elaine Hughes, a finance professional who has expressed an interest in joining the Finance Committee and Martin McNeill, a speaker from the National Leaders of Governance programme. Introductions were made.

2.2 Apologies for Absence

Apologies were received from Independent Governors Paul Ashton, Dave Mann and Richard Dunbar.

2.3 Disclosures

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

3. Report on Chair's Actions

- 3.1 The Chair reported that having considered the advice of the Search Committee and once satisfied that the arrangements for governance would be adequate going forwards, she had taken a Chair's action to invite each of the Governors affected by the Board's decision to adopt the Code of Good Governance for English College's recommended maximum term of office – to resign from the Corporation. She said each had returned a very warm and gracious response and their resignations took effect on 17 January 2018.
- 3.2 The Corporation expressed its sincere thanks to the four departing Governors for their contributions to the College.

4. Presentations and Workshops

- 4.1 During an adjournment, which commenced at 10.05, Chief Executive Officer Chris Jones ("CEO") gave a talk about his first 100 days on the job and the Chair led a workshop on corporate mission and vision statements.
- 4.2 Both presentations intended to inform the afternoon's discussion on the strategic positioning of the College which in turn will inform the Strategic Recovery Plan. CEO advised that Governors would most helpfully aim to describe the broad shape and purpose of the College, in particular the curriculum map and a reasonable idea of stability or any further planned growth in student numbers.

11.30 Waseem Siddique joined the meeting.

- 4.3 The meeting reconvened at 13.00, with the same individuals present and in attendance. In addition, Independent Governor Judy Hooton and Student Governor Waseem Siddique joined the meeting.

13.00 Judy Hooton joined the meeting.

5. Strategic Priorities and Key Performance Measures for Strategic Recovery

- 5.1 Governors confirmed that they had read the draft Strategic Recovery Plan ("the Plan"). It was noted that, once the Plan is finalised, it will be sent to the Education and Skills Funding Agency ("ESFA") Transactions Unit, to support a Restructuring Facility application. The finished Plan must describe Governors' plans for the governance and management of the College going forward, including any planned changes to the Board, the roles of the executive team and/or the processes for holding management to account.
- 5.2 The Chair drew attention to the fact that underpinning the Plan currently is an assumption that Governors' vision for the institution is unchanged, as are the corporate values and the mission. She stated that the Board is required to periodically review these matters and to clearly express what it wishes to achieve, for whom and at what cost. She said it is appropriate to review them now, as the mission, values and vision will inform the recovery plan, as well as the future strategy
- 5.3 The Board had due regard to the Charity Commission's Public Benefit guidance, which the Clerk had distributed.

Mission Statement

- 5.4 There was discussion about the College's published Mission statement and there was large agreement that it needs to reflect succinctly the purpose of the College in the community. Governors agreed that there needs to be a continuing emphasis on the value of Inclusion (presently reflected by the phrases "work together" and "for all") and that the College's particular focus should be on the communities of Bradford. There was some discussion as to whether this must be specifically articulated in the actual Mission statement.
- 5.5 There was agreement that both the Mission and Vision must reflect any proposed change to the curriculum and shape of the institution.
- 5.6 A Governor recounted the process that was followed to formulate the Mission and Vision statements when they were last revisited in 2014, saying it involved lengthy consultation with stakeholders. Governors acknowledged that this might be considered best practice but that there was some urgency in the present reconsideration.

Values

- 5.7 Governors agreed that the College Values remain relevant and meaningful. A Staff Governor commented that the value of Focus" is expressed as including "managing the College's resources well" and said this refers to the staff resource as much as to the physical estate. The Board agreed that in determining its vision for the institution, it must be mindful of its role as the temporary guardian of an asset belonging to the District and its fiduciary duty to secure it for future generations.

Vision

- 5.8 In relation to any statement of our future positioning it was agreed that some fundamentals should be established. It was agreed that delivering an outstanding student experience and maintaining a dynamic and sustainable college should be the key areas of focus. However, the objective of positioning the College within a larger group structure (Strategic Goal 6) is no longer felt to be part of the Board's vision.
- 5.9 In terms of the broad shape and purpose of the College, Governors agreed that the College should aim predominantly to be a further education institution which is highly effective at improving the low educational attainment levels of its local communities. As such it must have a strong focus on the delivery of level one and two qualifications together with a relentless focus on improving outcomes for learners.
- 5.10 In addition, and in line with national policy agendas for widening participation and enhancing higher- level skills, the College should aim to maintain a higher education offering - however the future direction of travel will likely be towards a smaller, more efficient higher education offering, in line with the following aims:
1. Delivery of value for money for the College and learners;
 2. Primarily vocationally orientated;
 3. Delivery of Level 4 and 5 apprenticeships in line with market demand; and
 4. Enhancement of internal and external progression opportunities from level 3 programmes where few opportunities would otherwise be available; or addressing skills gaps and shortages that would not otherwise be adequately addressed.

- 5.11 Governors agreed that to achieve the degree of clarity of vision that is required, a better understanding of our present financial and quality position needs to be established. However, it was agreed that the broad direction of travel could be formulated into mission and vision statements that might be developed swiftly through appropriate process. To aid this, attention was drawn to pages 3, 11 and 12 of the Plan where some aspirational aims relating to the College's financial health and the quality of its provision were articulated.

6. Presentations and Workshops

- 6.1 The meeting adjourned at 13.45 while the Clerk gave a presentation on charity trustees duties and the risk of ineffective governance and Martin McNeill facilitated a discussion on accountability and how Governors can get 'under the skin' of the institution. It was agreed that the slides would be put onto the Trust Governor portal following the Away Day.
- 6.2 The meeting reconvened at 16.15.

7. Proposed Amendment to Instrument of Government

- 7.1 The Clerk explained that the Instrument of Government requires there to be a minimum of twelve Governors and states that if the membership ever falls below twelve, appointments shall only be made by the Secretary of State for the Department for Business, Innovation and Skills. She said this is clearly a risk, not least because that department has been disbanded. However the Board might easily control for the risk by amending the Instrument, reducing the minimum membership to ten and removing the provision requiring the Secretary of State to act as the appointing body in circumstances where the membership falls below that minimum.
- 7.2 The Clerk shared with Governors a response to stakeholder consultation on the matter, being a suggestion that an additional staff governor position should be created, to broaden the range of experience on the board, which currently lacks FE expertise among its Staff Governors. Following discussion, the Board agreed to trial a new arrangement, whereby an additional Staff Governor will be appointed, preferably having FE experience. It was further agreed that meetings should not go ahead unless a majority of Governors present are Independents.

RESOLVED:

- i. The Instrument of Government shall be amended to provide that the membership of the Corporation may include at least one and not more than three persons who are members of the College Staff and have been nominated and elected in accordance with any rules or bye-laws made under Article 17 ("Staff Governors") as well as to remove the detail around alternative arrangements for their selection.***
- ii. Clause 2.6(a) of the Instrument of Government shall be amended by the removal of the word "twelve" and the substitution of the word "ten".***
- iii. The Instrument of Government shall be further amended by the removal of the words "If the number of governors falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those governors needed for a quorum" and the substitution of the words "If the number of governors falls below ten, the continuing Governors or a sole continuing Governor may act only for the purpose of filling vacancies. Only where there are no remaining governors, the Secretary of State shall be the***

appointing authority for the purpose of restoring the Governing Body to ten members.”

- iv. *The Instrument of Government shall be further amended at clause 1.1 by the removal of the words “Secretary of State for Business, Innovation and Skills” and the substitution of the words “Secretary of State for Education”.*

8. Other Business

8.1 There was no other business.

There being no further business, the Chair thanked everyone for their attendance and the meeting closed at 16.30.