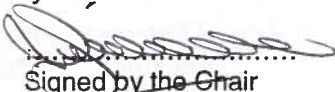


Approved by the Corporation:


Signed by the Chair

9/10/17
Date

MINUTES OF THE MEETING OF THE CORPORATION HELD: Thursday 20 July 2017

Present:

| | |
|---------------------------------|-------------------------------|
| Richard Wightman (Chair) | Governor |
| Ralph Berry | Governor (to 18.30) |
| Richard Dunbar | Governor |
| Eve Gregory | Governor (from 16.20) |
| Robert Holden | Governor (Staff) |
| Judy Hooton | Governor |
| Dave Mann | Governor |
| Cath Orange | Governor |
| Karl Oxford | Governor (to 18.45) |
| Debbie Rolls | Governor (Staff) (from 16.10) |
| Ramindar Singh | Governor |
| Dale Smith | Governor (to 17.05) |
| Andy Welsh | Governor (Executive) |

The quorum was six Governors

In Attendance:

| | |
|------------------------|---|
| Jane George | Safeguarding Team (Item 6) |
| John Gilfillan | Bradford College Students' Union Manager (Item 7) |
| Joanna Green | Clerk to the Corporation |
| David Hambleton | Director of Finance & Corporate Services |
| Dawn Leak | Director of Employer Responsiveness (from 17.30) |
| Brian Mitchell | Safeguarding Team (Item 6) |
| Richard Thomas | Provost |

The meeting was held in the Boardroom, Old Building, Bradford College from 16.00 until 18.40. 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.

0. Preliminaries

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

1. Introductions, Apologies for Absence and Disclosures of Interest

1.1 Introductions

No introductions were necessary.

1.2 Apologies for Absence

– Waseem Siddique;

- Paul Ashton was absent without apologies.

1.3 Disclosures of Interest

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

2. Minutes of the meeting of 29 June and 13 July 2017

2.1 As these minutes were not yet available, it was **AGREED** that the Item should be deferred.

RESOLVED:

- i. To defer approval of the minutes of 29 June and 13 July 2017 to the next meeting.***

Clerk

3. Matters Arising

3.1 **Arrangements for Further Education (“FE”) Governance:** As requested, the Clerk had prepared a paper to support decision-making in respect of the Principal’s recommendation that the Executive should have delegated authority to approve academic/student policies and procedures for FE following referral to a new consultative/advisory committee (the Committee”). The Clerk’s paper discussed alternative options and weighed the risks of each without making any recommendation.

3.2 Governors discussed the Principal’s recommendation, as well as the alternative options outlined in the Clerk’s paper. They **AGREED** that the Principal’s recommended arrangement should be implemented but with controls in place to ensure that the Committee has genuine influence. Group Chief Executive Officer, Andy Welsh (“GCEO”) suggested that the Executive might provide a written response to any representations the Committee makes, to evidence that it has not disregarded its advice without good reason. The Committee can then, if it has any concerns about its influence, communicate them to Governors via its minutes. This was **AGREED**.

GCEO,
Exec

RESOLVED:

- i. To note the advice contained in the Clerk’s advisory report, including on risk.***
- ii. That all aspects of further education academic governance formerly delegated to the Academic Board, including the approval of various further education academic/student policies and procedures, shall henceforth be delegated to the Executive, except where approval is expressly reserved to the Corporation or the College Principal.***
- iii. That in exercising its delegated authority in respect of further education academic/student policies and procedures, the Executive shall give due consideration to any representations made by, or concerns raised by, a consultative/advisory committee established for that purpose by the Executive, subject to the following requirements:***
 - a. It shall be chaired by the Assistant Principal Quality & Standards;***
 - b. Its membership shall include two student representatives and two further education academic staff representatives, along with such members of the College’s management team as the Executive shall determine; and***

GCEO,
Exec

Clerk

c. *Its minutes shall come to the Corporation, so that any concerns about its influence may be raised and addressed.*

iv. *To receive the report.*

- 3.3 **Instrument and Articles:** The Clerk reminded Governors that a written resolution will shortly be circulated. Clerk
- 3.4 **Academic Board Reporting:** The Clerk said she will be meeting with the Registrar on 26 July to discuss the arrangements for HE academic governance and reporting. This was **NOTED**. Clerk,
Registrar
- 3.5 It was **NOTED** that all other Items on the Matters Arising Report are either on the Agenda for discussion at this meeting, or planned for a later date.

RESOLVED:

i. *To receive the Matters Arising report.*

4. **Governor Attendance Report**

- 4.1 The Clerk presented the end-of-year Governor attendance report and the Chair congratulated Governors on achieving their collective and individual attendance targets for both the academic year 2016-17 and the last twelve months.

RESOLVED:

ii. *To receive the report and note its contents.*

5. **Chair's Actions**

- 5.1 There were none to report.

J16.15 Brian Mitchell and Jane George joined the meeting.

6. **Interim Safeguarding Report**

- 6.1 The Chair welcomed Brian Mitchell ("BM") and Jane George ("JG"), from the College's Safeguarding Team. It was **NOTED** that their colleague, Nick Koral had wished to attend but was unable to due to the timing.
- 6.2 JG introduced the report, explaining that a more complete version will be presented once all achievement is logged in September. She said the new reporting system links into the EBS¹ system, allowing for detailed analysis of the impact of safeguarding interventions on retention and achievement.

J16.20 Eve Gregory joined the meeting.

- 6.3 JG said a key risk this year is the re-location of the Student Base and the need to re-establish its identify and function - as well as student 'buy in'. She said as the move was arranged without consultation with students, there is a challenge in managing it sensitively, particularly as the new venue has more visibility, causing the team to alter some of its working practices. In response to a question, JG said the reason for the move is to accommodate some ESOL provision (English for Speakers of Other Languages). Governors expressed concern about the impact on vulnerable students and it was **AGREED** that

¹ EBS is the student management information system used by the College.

Independent Governors Richard Dunbar and Ralph Berry should visit the provision once it is relocated - and report back to the Corporation.

- 6.6 A Governor asked JG to comment on the bullying and harassment reported by students and she said this is mostly related to electronic systems and social media. She said the College is keen to combat this sort of bullying and it is taking part in a research project on this in collaboration with Leeds Trinity University.
- 6.7 Governors considered the equality and diversity data contained in the report, **NOTING** that the incidences of reporting largely reflect the College's demographic. A Governor commented that it would be interesting to track issues to see how they get resolved over time and whether the experiences of different groups differ in that respect. This was **AGREED** and JG said it will be possible after September, once all the data is in.
- 6.7 A Governor referred to the Government's welfare reforms and said a likely impact will be increasing numbers of people with a high degree of vulnerability and mental health issues being declared fit for work and directed to the College for services. The Governor said many secondary schools are struggling to deal with the numbers of students presenting with mental health issues and there will be pressure on colleges to meet such needs.
- 6.8 BM said the College is well resourced in terms of staffing; it employs a team of qualified social workers, who have experience in 'children and families' as well as 'adults'; it also trains social work students, many of whom already have some level of qualification and can add capacity, as well as being a source of income. In addition, the Local Authority provides a member of staff who works across the two organisations.
- 6.9 A Governor commented on the planned Summer programme for the student base and wondered whether there might be scope to extend the services further. JG said the College is well-positioned to do so, having acquired significantly more advance information about incoming students than in previous years to better inform its planning. She said there has been significant investment in staff training, including for the security staff, who are the first point of contact for many newcomers.
- 6.10 In response to a question about mandatory training, GCEO said safeguarding training is the responsibility of the Staff Development team, rather than the Safeguarding Team. A recent internal audit of the area resulted in a substantial assurance opinion but identified a small number of individuals who had not completed the training. Management is addressing this.
- 6.11 There being no further comments or questions, the Chair thanked the Safeguarding Team for the report and asked whether Governors felt satisfied in terms of compliance and risk management in the area. It was **AGREED** that there is confidence in the area and no action points are needed, other than for the two Governors to visit the relocated student base and report back.

Safeguarding
Team

RESOLVED:

- i. To note the content of the interim report and the activities planned in respect of safeguarding.*

- ii. ***That there is confidence in the safeguarding framework in terms of risk and compliance and the Corporation is satisfied that the actions planned for the area are adequate.***
- iii. ***To request Governor Record of Visit reports from Independent Governors Ralph Berry and Richard Dunbar following their visit to the relocated Student Base.***
- iv. ***To receive the report.***

Ralph
Berry,
Richard
Dunbar

L16.40 Brian Mitchell and Jane George left the meeting.

J16.40 John Gilfillan, Students' Union Manager, joined the meeting.

7. Students Union Elections Report and Appointment of Student Governor

- 7.1 The Chair welcomed John Gilfillan, the Bradford College Students' Union Manager ("SUM"), who announced the Students' Union nominee for Student Governor, Waseem Siddique; and presented the returning officer's report on the recent election.
- 7.2 SUM reminded Governors that, under the Education Act 1994, they must be satisfied, via the Clerk, that student elections are fairly and properly conducted in accordance with the Union's election rules. SUM said he would normally submit a "for information" report for this purpose - but he had been asked to speak to the meeting about declining student participation and its impact on the College's strategic ambition to strengthen the student voice, ensure that students are active partners in their learning experience, and help students develop as productive members of wider society and the workforce.
- 7.3 It was **NOTED** that election turn-out this year was just 3.69%, with only ten candidates for 25 officer positions. SUM said this was disappointing and unfortunately there has been a similar decline in participation at course level, creating the risk of a gap opening in the quality framework. He reassured Governors that the shortage of volunteers is not so great as to raise any concern for the QAA (the Quality Assurance Agency for Higher Education) but said both the College and the Students' Union wish to see the trend reversed.
- 7.4 The Chair of Search Committee, Dale Smith, remarked that the Search Committee has previously raised concerns about the Corporation's arrangements for obtaining the views of students; it has been working with SUM to ensure there is adequate support and training for Student Governors. In response to a question, the Clerk said the Search Committee does not currently vet the Students' Union nominees for Student Governor and it has not been involved in the recruitment of the current nominee. It was **AGREED** that the Search Committee should review the arrangements for the appointment of new Student and Staff Governors and bring its recommendations to the Corporation.
- 7.5 SUM said in terms of succession-planning, it is critical to fill the course representative posts, as they are a gateway to more substantial posts. It was **NOTED** that "*course representative recruitment*" was removed as a performance indicator in favour of student participation in the Students' Union President election; there was discussion about whether it should be reinstated.
- 7.6 The Clerk referred to the proposal to appoint Waseem Siddique as a Student Governor and confirmed that he has completed all necessary paperwork, including certifying that he is eligible to act as a charity trustee. It was **AGREED** that Waseem Siddique should be appointed with immediate effect and that

Independent Governor, Eve Gregory, should act as mentor to him, as well as to any new Student Governor appointed to fill the vacancy created by the departure of Mary Hussain at the end of her tenure as a College student.

RESOLVED:

- i. That the Search Committee shall review the arrangements for the appointment of new Student and Staff Governors and bring a recommendation to the Corporation.***
- ii. In accordance with clause 3 of the Instrument of Government and being satisfied that all requirements relating to Governor appointments have been satisfied, to appoint Waseem Siddique as a Student Governor with immediate effect for a period of four years to 19 July 2021.***
- iii. That Independent Governor Eve Gregory shall act as mentor to Waseem Siddique for as long as he continues as a Student Governor, as well as to any new Student Governor appointed to fill the vacancy created by the departure of Mary Hussain at the end of her tenure as a College student.***
- iv. To receive the report.***

Search Committee

Eve Gregory

L17.25 John Gilfillan left the meeting.

8. For Information Prevent Position Paper

- 8.1 A paper produced by the Prevent lead, Assia Hussain, was presented and received for information. It was **NOTED** that the report is an interim update; Assia Hussain is currently on leave and further reporting on Prevent will be forthcoming as part of the Safeguarding Report next term.

RESOLVED:

- i. To receive the report.***

J17.30 Dawn Leak, Director of Employer Responsiveness, joined the meeting.

9. 2017-18 Budget Setting - Expenditure Budget

- 9.1 David Hambleton, the Director of Finance and Corporate Services (“DFCS”) referred to the staged process for the approval of the 2017-18 income and expenditure budgets as well as the College’s financial plan, reminding Governors that this report is the final instalment, the income budgets for each ‘division’ (as set out in Annex 2 to his report) having already been approved and no changes being recommended.

L17.20

- 9.2 DFCS guided Governors through his report. Referring to Annexes 12 and 13, he said on the basis of the proposed budget, the financial health grade for the College Group is 160 points (“satisfactory”) and all of the Lloyds Bank loan covenants are passed - with the known exception of the ‘*debt servicing costs as a percentage of total consolidated income*’ covenant. This was **NOTED**.

J17.25

- 9.3 Commenting on the proposals regarding strategic investment, a Governor asked for the rationale for creating the additional roles listed in Annex 9. DFCS

said several of the new roles will help control for primary risks to the stability of the College, specifically:

- to the post-16 grant funding allocation, if FE recruitment targets are missed;
- of failing to grow 16-18 apprentices;
- of HE under-recruitment and of failing to mitigate the impact of increased fees and the removal of the cap; and
- of failing to generate planned surpluses and to meet growth targets.

9.4 Referring to the school sector strategy and the creation of an additional post in the relevant team, GCEO said the College is part of *Go Higher West Yorkshire*, a consortium of 12 Further Education (“FE”) and Higher Education (“HE”) partners, that has been awarded £6.75 million of government funding for a two year project aimed at helping young people ages 13-19 within Leeds City Region aspire towards HE and to be able to achieve in HE. He said funding from the consortium allows the College to buy in additional staff resource to use for schools liaison.

9.5 A Governor referred to the income budget for Higher Education (“HE”) and asked why staffing levels are to be maintained at current levels, given the anticipated fall in HE income as a result of the reduction in Government grant funding. DFCS said due to the expectation of future growth, the Executive prefers to retain talented staff on the understanding that they will make productive use of any spare capacity in the meantime.

9.6 A Governor referred to discussions at the 14 April 2016 Away Day and the Executive’s then advice that reducing the HE provision is not a viable alternative strategy to growth. The Governor asked whether this is still the Executive’s position, or if there is scope to consider consolidating the HE provision and then looking to expand it again once there is confidence that it will grow. DFCS said the Executive’s position is unchanged and this was **NOTED**.

9.7 There being no further comments or questions, the 2017-18 budget, including the FE, HE and apprenticeship and other income budgets discussed at previous meetings, were proposed and **APPROVED**.

RESOLVED:

i. To note the recommendations and advice of the Director of Finance and Corporate Services, as set out in his reports to the Corporation of 13 and 20 July and 22 and 29 June 2017.

ii. In accordance with Article 6.1(b) of the Articles of Government, to approve the annual budget and financial objectives for 2017-18 as proposed, noting that the 2017/18 budget and targets will form the basis of the 2017 Three Year Financial Plan, to be submitted to the Education and Skills Funding Agency.

iii. To receive the report.

10. Corporate Dashboard - Target Setting and Risks

10.1 Governors discussed the ambition to achieve stretch targets across the business and **AGREED** that modelling must take place to quantify what proportion of any stretch performance might reasonably be expected to contribute to the bottom line, rather than being lost to additional delivery costs (subcontracting, additional staffing costs, etc.). It was **AGREED** that it is equally

important to know which areas of the business will yield the best returns if additional investment is made, as well as whether any areas are not delivering value for money and should be defunded. DFCS acknowledged the need for such monitoring and measurement – and commented that the performance indicator “Ratio of total earned income to capital employed” is a measure for management’s effectiveness in deriving value from investment.

- 10.2 DFCS spoke to the first report regarding Goal 4, Objective 4.2, which relates to financial sustainability. He guided Governors through it, explaining the rationale for each of the recommended stretch targets.
- 10.3 There was discussion about the performance indicator: “*net pension liability as a percentage of reserves before new pension liability*” and Governors commented on the ambition to achieve sector benchmark, questioning whether this is a SMART target, given that external factors such as the overall performance of the fund and the actuarial assumptions and valuation are largely beyond the College’s control. It was **AGREED** that the proposed stretch target should be adopted and kept under review. It was further **AGREED** that the Corporation must maintain awareness of the corporate risk aspects of the pension liability and be proactive in managing them, looking at all options.
- 10.4 GCEO took over the presentation, referring to the second report, where were set out recommended stretch targets for most of the remaining performance indicators. He said several of the stretch targets (in pale blue text) relate to financial performance and those have already been approved as part of the 2017-18 budget and financial plan.
- 10.5 GCEO referred to the proposed stretch targets for FE listed on page 4 of the report, relating to the standards and variety of teaching, learning and assessment. A Governor asked why management’s advice is to stretch English and maths more than other FE areas and GCEO said they are key priority areas and the College is putting a lot of additional resource into them in the expectation of significantly improving student outcomes. Another Governor reminded the meeting of the Corporation’s expressed intention that the targets will not be less than the sector benchmark - and this principle was **ACKNOWLEDGED**.
- 10.6 Governors moved on to consider the proposed stretch targets for Objective 1.2, noting in particular that the National Student Survey returns concerning ‘*quality of teaching*’ and ‘*quality of assessment and feedback*’ are critical, as they contribute to the Annual Provider Review and Teaching Excellence Framework.
- 10.7 Referring to Objective 1.3 (“*To provide an enriching, well-resourced and well-supported student experience to all*”), GCEO said the proposed stretch targets are ambitious but this is appropriate, given that they relate to “*overall FE student satisfaction*” and “*FE students feeling safe in all locations of the campus*”.
- 10.8 Referring to a performance indicator for Objective 1.4, GCEO said there is no national measure of scholarly activity for FE Colleges currently - but the Association of Colleges is doing some work to remedy this.
- 10.9 GCEO said the Executive considers it is not appropriate to put a stretch target on graded observations of learning, teaching and assessment. This was **AGREED**. GCEO said there are also no proposed stretch targets for FE student destinations at the moment, as sufficient data could not be obtained in time.

The Principal, David Harwood, is keen to analyse the data from this year and will revisit this aspect of the target-setting in the early part of next year.

- 10.10 On HE student progression, Richard Thomas, the Provost, said the 2017-18 target for “*the percentage of HE leavers moving on to further study or employment*” will be the sector benchmark, whereas the proposed stretch is 2 percentage points higher. He said the proposed stretch target for “*the percentage of HE leavers progressing to highly skilled employment or further study*” would bring the College in line with the national benchmark.
- 10.13 Referring to the performance indicators for Objective 2.2 (*To support and encourage enterprise, entrepreneurship and self-employment among our students and alumni*), GCEO said targets will be set next academic year, as there is no data to present yet. There was a positive discussion about the College’s relationship with the charity Common Purpose². The Provost said completing the Common Purpose leadership programme allows students to network, gives them an understanding of different business sectors and provides links to employers; feedback from employers is excellent.
- 10.14 Director of Employer Responsiveness Dawn Leak (“DER”) was asked to comment on the target and proposed stretch target for “*income from repeat business with employers*”. She said the College is winning large amounts of new business at the moment; so the proportion of repeat business is relatively small.
- 10.15 The Provost said “*HE student satisfaction with learning resources*” (a National Student Survey measure) is always a challenge for FE Colleges, as they are invariably less well-resourced than many HE Institutions - and the HE sector is investing heavily as competition for students increases. He said the target for 2017-18 is already something of a stretch but it is essential to improve on the current position.
- 10.16 GCEO referred to the delivery of careers information, advice and guidance (a performance indicator for Objective 3.1, which is concerned with progression). He said as Governors will know from the recent “for information” report on the careers service, only a small proportion of the College’s HE students benefited from the service between November 2016 and August 2017. He said there is a strong ambition to improve the resource, in order to benefit more students.
- 10.17 Referring to the other indicators for Objective 3.1, GCEO said appropriate targets will be established following further interrogation of the data.
- 10.18 In respect of Objective 3.3 (which is concerned with supporting staff and being an employer of choice), GCEO said staff turnover is currently at 5% and this is a healthy level, so the College should aim to maintain it. The staff satisfaction survey undertaken last year has recently been repeated, with much higher participation (50% as compared to 24% last year); the results will be published in September. Governors recalled that the current target is for the College to score higher than at least 25% of the other participating colleges. It was **AGREED** that the targets should be revisited once the results are published.

Corporation

² Common Purpose is a charitable leadership development organisation that specialises in cross-boundary leadership.

- 10.19 Governors were pleased to **NOTE** the improvement to the sickness absence rate; currently 4.1% against a target of 3.5% (the sector benchmark). GCEO said the proposed stretch target is 3%.
- 10.20 Referring to the performance indicators for workforce diversity, GCEO said LGBT+ staff currently make up 3% of the total staff; the target is 3.5% and the proposed stretch target is 4%.
- 10.21 Governors discussed the College's share of the apprenticeships market, reflecting on the ambition to be the first choice provider of education and training in the Bradford District, and a leading provider across the UK and overseas. DER said, last year, the College was the largest provider of 16-18 apprenticeships in West Yorkshire, having 9% of the market. She said employers who provided their own apprenticeships are pulling out as apprenticeships become increasingly regulated; the proposed targets are based on an assumption that the College will take advantage of the growth opportunities this creates.
- 10.22 The Executive's presentation having concluded, it was **AGREED** that the proposed targets and stretch targets for 2017-18 should be approved and reviewed as necessary going forwards.

RESOLVED:

- i. That the proposed targets and stretch targets for 2017-18 contained in the Executive's reports to the Corporation of 20 July 2017 shall be and are approved. They shall be kept under review and adjusted as necessary.*
- ii. To receive the reports.*

L18.30 Ralph Berry left the meeting.

11 Approval of Calendars and Committee Structure for 2017-18

- 11.1 There was discussion about the merits of the current Committee structure and the option of introducing an additional Committee. Although there was general support for the reintroduction of a finance committee, the Clerk said despite the Search Committee's efforts, there are insufficient Governors with financial expertise to staff both an Audit Committee and a finance committee. She said reports from other clerks and industry experts at Rollits, RSM and PricewaterhouseCoopers, suggest there is a sector-wide shortage of finance professionals willing to serve on governing bodies due to concerns about risks to professional reputation, prompted partly by Government funding policy and the impending introduction of an insolvency regime for colleges. She said this will be something to discuss next term, so that Governors can take assurance from the controls the Corporation has put in place to protect them.
- 11.2 Governors **AGREED** that the Search Committee should continue to search for individuals with relevant financial expertise and, in the meantime, the current governance arrangements should continue, with additional Committees and Working Groups to be convened as and when necessary to boost capacity.

Clerk,
Agenda
17-18

RESOLVED:

- i. That the governance arrangements shall not be changed at this stage; the Clerk shall be instructed to circulate by email a new calendar of meetings for next year based on the existing structure and omitting references to additional committees.*

Clerk

ii. To receive the report.

12. Any Other Business

- 12.1 The Chair observed that this would be DFCS's last Corporation meeting, as he will be leaving the College in September to pursue a new career path. He thanked DFCS for his contribution to the College's success and commended his ability as a manager and on his leadership skills during some difficult times.
- 12.2 GCEO added his good wishes and thanks, saying DFCS has been a tremendous support to him, as well as to other colleagues throughout his time at the College.
- 12.3 GCEO said he would also like to put on record his sincere thanks to all staff for a fantastic performance over last year, which has seen rising income levels, a pay rise for all staff, and FE student satisfaction, retention and success rates up. He said he would also thank the Executive for its strong support, leadership and direction. The Governors echoed these sentiments, asking GCEO to pass on their thanks to the staff team.
- 12.4 It was **NOTED** that the first Corporation meeting of next year will be the Governors' self-assessment session at 4pm on 28 September; this will take place in the David Hockney Building, Room 4F-30.

13. Meeting Evaluation

- 13.1 The Clerk advised that there was no evaluation report from the previous meeting (13 July 2017) as there had been only one response.

There being no further business, the Chair thanked everyone for their attendance and the meeting closed at 18.40.