


*Draft minutes prepared from contemporaneous notes  
approved by the Chair via email on 20 April 2017*

Approved by the Corporation: .....

  
Signed by the Chair

05/06/17  
Date

**MINUTES OF THE MEETING OF THE CORPORATION  
HELD: Thursday 23 March 2017**

**Present:**

<b>Richard Wightman (Chair)</b>	Governor
<b>Paul Ashton</b>	Governor
<b>Eve Gregory</b>	Governor (from 1635 hrs)
<b>Robert Holden</b>	Governor (Staff)
<b>Judy Hooton</b>	Governor
<b>Dave Mann</b>	Governor
<b>Debbie Rolls</b>	Governor (Staff)
<b>Ramindar Singh</b>	Governor
<b>Dale Smith</b>	Governor
<b>Andy Welsh</b>	Governor (Executive)
<b>Richard Dunbar</b>	Governor (from 1625 hrs)

The quorum was six Governors

**In Attendance:**

<b>Alan Bradley</b>	Health and Safety Manager (for Item 6)
<b>Richard Dunbar</b>	Observer (to 1625 hrs)
<b>Joanna Green</b>	Clerk to the Corporation
<b>David Hambleton</b>	Director of Finance & Corporate Services
<b>Marianne Harris-Bridge</b>	Head of Student Recruitment
<b>David Harwood</b>	Principal
<b>John Kenyon</b>	Deputy Principal
<b>Jacqueline Olson</b>	Assistant Principal Quality & Standards (for Items 7 and 8)
<b>Susan Summerfield</b>	Assistant to Clerk to the Corporation
<b>Samantha Harvey</b>	Observer
<b>Inspector Kevin Taylor</b>	Visiting Speaker (for Item 9)
<b>John Smith</b>	Head of Contracts Management (for Item 9)

The meeting was held in the Boardroom, Old Building, Bradford College from 1600 until 1900. It was chaired by Richard Wightman.

*L/R Denotes the time a Governor left/rejoined 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**

The Chair welcomed prospective Independent Governors, Samantha Harvey and Councillor Richard Dunbar, to the meeting.

## 1.2 Apologies for Absence

Eve Gregory had sent apologies for lateness. Student Governor, Mary Hussain, had sent apologies as she could not attend, as had Independent Governor Cath Orange, who was attending a Student Award Ceremony at another College where she is Corporation Chair. The Provost, Richard Thomas (not a Governor) had sent apologies due to a work commitment.

## 1.3 Disclosures of Interest

It was **NOTED** that the Staff Governors, Robert Holden and Debbie Rolls have a fiduciary conflict in relation to Item 14 (Staff Pay Framework). The Chair reminded Governors to declare other interests as they arise.

## 2. Minutes of the meeting of 2 February 2017

- 2.1 The minutes of 2 February 2017 were **AGREED** as a true and correct record and the Chair was duly authorised to sign them.

### **RESOLVED:**

- i. ***That the minutes of 2 February 2017 are a true and correct record and should be signed by the Chair.***

## 3. Matters Arising

- 3.1 **College's Application for Taught Degree Awarding Power (TDAP)**: Andy Welsh, the Group Chief Executive Officer ("GCEO") referred to his email of 12 March 2017 and Governors **CONFIRMED** that they had noted the contents.

- 3.2 **Bradford College Education Trust**: Governors had asked about the Sponsor's responsibilities on a voluntary transfer of the academies. GCEO said the Trust's board of directors has been advised that it is reasonable for it to rely on the process followed by the Regional Schools Commissioner, so it need not conduct its own due diligence. He said it follows that the Corporation may adopt the same approach. This was **NOTED**.

- 3.3 **Freedom of Speech**: The Clerk said it had not been possible to include a presentation on freedom of speech in this agenda. She said the Freedom of Speech policy and events booking procedure are being reviewed at management level and at Academic Board. Governors **EXPRESSED** concern about the delay, emphasising the urgent need for the policy to be finalised. Clerk

- 3.4 **Complaints Policy**: The Clerk reminded Governors that there are complaints policies in place for students and staff but not for other service users or stakeholders. She said drafting a separate policy has been on her worklist for some time but it has not received attention as yet, as relative to other controls that are needed, it will not significantly enhance the control framework. GCEO concurred, saying external complaints are well-managed under the existing students' procedure. It was **AGREED** that the item should remain on the list. Clerk

- 3.5 **Key Performance Indicators**: David Hambleton, the Director of Finance and Corporate Services ("DFCS") spoke to a tabled paper, which described the new key performance indicator the Executive is proposing as a replacement for advertising costs equivalence. Governors **AGREED** that the following measures should be adopted in place of advertising costs equivalence:

- (i) Number of events and celebrants for the celebration of achievement  
 – Students:

- FE
  - HE
  - Alumni
    - FE
    - HE
  - Students' Union
  - Communities served
- (ii) Publicity resulting from Public Relations activities (including the College's issue of press releases and new items) to be monitored in terms of:
- volume of press cutting and broadcasts regarding the College; and
  - the quality (positive versus negative) of coverage.

**RESOLVED:**

- i. *To approve the substitution of the key performance indicators identified in minute 3.5 above for "advertising costs equivalence".*
- ii. *To receive the reports.*

**4. Chair's Actions**

4.1 There were none to report.

**5. Governor Attendance**

5.1 The report was received.

**RESOLVED:**

*To receive the report.*

**16. Report of the Search Committee**

16.1 The Search Committee's proposal to appoint to the board two new Independent Governors was **NOTED**. One candidate, Councillor Richard Dunbar, was present as an observer; the other, Councillor Ralph Berry, was absent but had supplied a detailed resume. Governors **AGREED** that this aspect of the Search Committee's report should be taken out of time to allow Councillor Dunbar, if appointed, to play a full part in the meeting and he was asked to leave for the duration of the discussion.

*L1620 Cllr Richard Dunbar left the meeting.*

16.2 The Clerk reminded the meeting that the College has a long-standing arrangement with the Local Authority, whereby it is invited to nominate up to three serving councillors at any time for appointment to the Corporation. She said upon the departure of Councillors Azam and Akhtar, the Local Authority Whips Office had proposed Councillors Ralph Berry and Richard Dunbar to replace them; both are recommended by the Search Committee.

16.3 The Chair of the Search Committee, Dale Smith, declaring an interest as a local councillor himself, advised that both candidates have been considered by the Search Committee and are deemed suitable for appointment. It was **NOTED** that both candidates are known to the College. Governors' attention was drawn to the resume Councillor Berry had provided and both candidates were

discussed, following which it was **AGREED** to accept the Whips Officer nominations and appoint each candidate for a four year term of office.

**RESOLVED:**

- i. In accordance with clause 3 of the Instrument of Government and being satisfied that all requirements relating to Governor appointments have been satisfied, the Corporation resolved to appoint the following as members of the Corporation:*
- a. Councillor Richard Dunbar as an Independent Governor with immediate effect for a period of four years to 22 March 2021; and*
  - b. Councillor Ralph Berry as an Independent Governor with effect from the end of the meeting for a period of four years to 22 March 2021.*
- ii. To receive the resume of Councillor Ralph Berry.*

Clerk

*R1625 Richard Dunbar rejoined the meeting*

- 16.4 The Chair confirmed to Richard Dunbar that his appointment as an Independent Governor had been agreed, as well as that of Ralph Berry, and welcomed him to the Corporation.
- 16.5 The Clerk reported that there are still some unfilled Independent Governor positions; one vacant seat on the board is reserved for a second Student Governor.

**6. Health & Safety Report**

*R1630 Alan Bradley, Health and Safety Manager, joined the meeting*

- 6.1 The Chair introduced Health and Safety Manager, Alan Bradley ("AB") and thanked him for his report. Governors **NOTED** their statutory duty to ensure the health, safety and welfare of all employees while they are at work, as well as that of learners and other visitors to College premises.
- 6.2 Governors sought assurance with respect to the filling of fire warden posts. AB said filling them is now a performance indicator for departmental managers and progress is being made. A Governor asked how management ensures adequate coverage, given staff movement around the site. AB acknowledged the challenges presented by the site and staff routines and said he has confidence that departmental managers consider them when appointing.
- 6.3 In response to a question, AB said, in his experience, education is the best way to prevent slips, trips and falls (the main causes of accidents).
- 6.4 A Staff Governor reported that there may be confusion about the evacuation arrangements for those with mobility problems. The Staff Governor said there have also been instances of the alarm system being activated and then cancelled, which might lead to complacency amongst students. AB reminded Governors that, following 17 bogus alarm activations last year, the system was changed to allow alarm cancellation. He said on one occasion, the company testing the alarm system had activated and deactivated the alarm which rang only on the floor where they were working; that incident was dealt with effectively. Other than this, no issues have been reported by the service company; however he will look into it.

AB

- 6.5 A Governor asked what arrangements are in place to mitigate the threat from terrorism. AB said staff training is underway and the disaster recovery policy includes such events. GCEO commented that the training being delivered to staff is thorough and management aims to provide it as widely as possible. He said, additionally, the College takes part in disaster training exercises locally.
- 6.6 Governors congratulated management on the success of the programme of defibrillator installation. In response to a question, AB said management considers that nine defibrillators is an appropriate level of investment.
- 6.7 A Governor observed that the number of reported incidents and accidents is low for a business of this size and suggested that what has been reported may be the tip of the iceberg. Governors **AGREED** that there is a need for further assurance in this area, in order that they may be satisfied that their statutory duties are being adequately discharged. Management acknowledged that there is a need to create a positive culture around the reporting of near-misses and hazards but also to control for the risk of serious accidents by applying disciplinary sanctions where appropriate.

*R1635 Eve Gregory joined the meeting*

- 6.8 GCEO said the Executive is currently assessing managers' training needs via a risk assessment. A Staff Governor mentioned that the trade unions are recruiting new Health and Safety representatives and suggested that they may also benefit from training, including on the importance of reporting near misses and hazards.
- 6.9 In response to a question, AB said there is nothing keeping him awake at night and he is confident that things are moving in the right direction.
- 6.10 There being no further questions, Governors thanked AB for his report and **AGREED** that, subject to the identified action points around the filling of fire warden posts and the reporting of near misses and hazards, they have confidence that their statutory duties in respect of health and safety are being adequately discharged.

**RESOLVED:**

- i. To note the risks around the filling of fire warden posts and the actions being taken to address them.***
- ii. To note the risks around the possible underreporting by staff of near-misses and hazards and the actions being taken to address them.***
- iii. That, subject to the identified action points around the filling of fire warden posts and the reporting of near misses and hazards, the board has confidence that its statutory duties in respect of health and safety are being adequately discharged.***
- iv. To receive the report.***

*L1645 Alan Bradley left the meeting*

*R1645 Jacqueline Olson, Assistant Principal, Quality and Standards, joined the meeting*

---

## 7. FE Quality Improvement Plan monitoring

- 7.1 The Chair welcomed Jacqueline Olson, Assistant Principal, Further Education Quality and Standards (“APQS”), to the meeting and introductions were made.
- 7.2 APQS spoke to a report on progress on the Further Education (“FE”) Quality Improvement Plan, which Governors **NOTED** is largely being achieved. She said student attendance is much improved, particularly in English and maths, and there is evidence that improved communication between staff has contributed to that outcome. Governors **AGREED** that the rise in attendance is very pleasing and will hopefully impact positively on outcomes.
- 7.3 Referring to the risk that only 75% of class attendance data is being entered onto electronic registers within the target window (15 minutes from the end of each class), a Governor expressed concern about data quality and **ASKED** what action is being taken to improve the position. David Harwood, the Principal, said the problem is thought to be largely IT-related; a technician has been assigned to check all terminals to ensure that they are working properly and that the relevant software is correctly installed. He said management is looking at solutions for staff working in the community who do not have ready access to the software.
- 7.4 In response to a question, APQS said the incidence of tutors simply disregarding data entry requirements is very low and she has confidence that such concerns would be robustly addressed by line managers. She reminded the meeting that this is the first year of fully using the eTrackr<sup>1</sup> system and said all signs indicate that things will be on track by the end of the summer term.
- 7.5 It was **NOTED** that steps are being taken to address a performance decline in the Business department where achievement rates have dipped; as well as to improve retention on Business and Engineering courses.
- 7.6 Governors discussed the challenge of capturing intended and actual learner destinations to fulfil the Ofsted requirement, as well as to evidence the value of the work the College does. They **AGREED** that a report from management should be brought to a future meeting, outlining the strategy to improve the capturing of learner destinations. They commented that benchmarking data, if available, would aid their understanding of how well the College is doing in this regard, relative to other institutions and it was **AGREED** that management would look into whether any is available.
- 7.7 A discussion ensued about the robustness of the College’s IT systems, in particular the eTrackr system, and how Governors might gain assurance in this regard. The Principal said he could give a demonstration of the eTrackr system at a future Corporation meeting and this was **AGREED**. He reassured Governors that, in the meantime and going forwards, there will be a weekly drive on data integrity and learner destinations.
- 7.8 In response to a question about work placements, Deputy Principal John Kenyon said the model is under review as only 75% of students requiring a placement have been placed. Placing students on an individual basis has proven ineffective, due to the volume needed.

---

<sup>1</sup> eTrackr is a web-based eILP (electronic individual learning plan) that tracks progress against individual targets, monitors attendance, uses online action plans and creates subject reviews.

- 7.9 A Governor asked why there are out of funding learners. The Principal said a performance review had identified a number of learners on City Training Services courses who had not completed their studies on their expected end date and were no longer being funded. He said management will address this as quickly as possible; on the positive side, it has shown that the performance reviews are well designed and effective.
- 7.8 Both the Chair and the Vice Chair commended APQS for her report, in particular for bringing areas of concern to Governors' attention. This was **AGREED**.

**RESOLVED:**

- i. **To request a report outlining the strategy to improve the capturing of Further Education learner destinations.** Principal,  
Agenda  
27.04.17
  - ii. **To instruct management to investigate whether any benchmarking data is available to aid Governors' understanding of how well the College is doing in terms of the capturing of intended and actual Further Education learner destinations.** Principal
  - iii. **That the Principal shall give a demonstration of the eTrackr system at a future Corporation meeting.** Principal,  
Agenda  
27.04.17
  - iv. **To congratulate management on the substantial achievement of the Further Education Quality Improvement Plan to date.**
  - v. **To receive the report.**
8. **Student Perception of Course report**
- 8.1 APQS presented the outcomes of the middle of course student survey and Governors **COMMENDED** management on the positive findings, **NOTING** that the College has exceeded national benchmarks in all categories.
- 8.2 APQS said the data shows that FE students are very satisfied with teaching and learning; satisfaction levels for English and maths courses have gone up by 2% and student satisfaction has increased by 5% in the area of Prevent, Diversity and British Values. She said the only area where there is some dissatisfaction is around the overall management of courses due to lack of suitable rooming and timetabling issues.
- 8.3 Governors questioned APQS on the methodology used to carry out the survey, in particular querying the relatively low return rate. APQS explained that some staff sickness had caused delays in the process and some students had missed the window to respond. In response to a question, she said the survey questions are tested in focus groups to ensure that people of different backgrounds are able to fully comprehend them. A Governor suggested that future surveys might potentially be linked to events such as national youth work week or student democracy week, which APQS agreed is something to consider.
- 8.4 There being no further questions, the Chair thanked APQS for her contributions and she left the meeting.

*L1715 Jacqueline Olson left the meeting*

---

R1715 Inspector Kevin Taylor and John Smith, Head of Contracts Management, joined the meeting

## 9. Proposal regarding the provision of on campus Police Services

- 9.1 The Chair welcomed Inspector Kevin Taylor from the Safer Schools Partnership, as well as John Smith, Head of Contracts Management ("HCM"). Introductions were made.
- 9.2 HCM spoke to his report, explaining management's reasons for proposing that a police officer be paid for by the College to work on campus. He referred to a table on page three of his report, which identified the number of instances of various types of negative behaviour reported to the College security team during the current academic year, compared to the numbers reported in the previous three academic years. Governors **NOTED** with concern that the number of reported assaults and instances of bullying both on campus and in the immediate vicinity has seen a large increase. HCM reminded the meeting that anti-social behaviour has been flagged as a risk in terms of student experience and recruitment.
- 9.3 Inspector Taylor addressed the meeting and explained in detail how the proposed arrangement would work, outlining the key benefits of having a police officer based on site. He said the officer who took part in the pilot had developed good relationships with the College security team and with students. Going forwards, he could potentially support staff development, for example by delivering training on evidence-gathering methodology and report writing. Governors heard that, during the pilot, the officer had intervened to resolve a number of low-level security incidents and had been instrumental in bringing about the seizure of two quad bikes being used in an anti-social and dangerous way along the College perimeter. In response to a question, he said students had responded positively to the officer's interventions.
- 9.4 Governors discussed the proposal, voicing concerns about the rigour of consultation with trade unions and the Students' Union, as well as management's failure to seek board approval before going ahead with a pilot. Governors reminded management that in June 2016, they had passed a resolution expressly restricting the Executive from approving any arrangement with the police without their prior sanction. The Chair said the board would have liked to have seen more information about other options, as well as feedback from the learner community, particularly given the fact of the Students' Union's earlier objections. GCEO acknowledged this and apologised on management's behalf for the approach that was taken.
- 9.5 It was **AGREED** that, as a matter of principle, concerns about deficiencies in the scoping of the proposal should not delay or preclude the introduction of a control for Risk #361 (harm to staff, students and community on College premises or involved in College business) if Governors believed it would provide significant assurance in respect of that risk and was the right thing to do in all the circumstances. A Governor commented that, in this regard, it was reassuring to hear, anecdotally, that students have responded positively to the police officer during the pilot.
- 9.6 It was **AGREED** that the number and nature of the incidents reported to College security are evidence of a risk of harm that must be controlled for in some way without delay if the Corporation is to effectively discharge its duty of care. On this basis, by a majority, Governors **AGREED** that the proposed arrangement should be approved and that a follow up report should be provided in due



course, identifying what impact the arrangement is having on the student experience.

- 9.7 The Chair thanked Inspector Taylor and HCM for attending the meeting and answering Governors' questions.

**RESOLVED:**

- i. To approve the appointment of a police officer to work on the College campus on the basis described by the Head of Contracts Management in his report to the Corporation of 23 March 2017.*
- ii. To request a follow-up report on the impact of the arrangement on the student experience.*
- iii. To receive the report.*

Exec,  
Future  
Agenda

L1730 Inspector Kevin Taylor and John Smith left the meeting

**10. Corporate Dashboard**

- 10.1 Upon the Clerk advising that this Item was intended as an interim update, Governors **AGREED** to defer discussion to the June Corporation meeting.

**RESOLVED:**

- i. To defer discussion on the development of reporting tools to the June meeting.*

Clerk,  
08.06.17  
Agenda

**11. Further Education Dashboard**

- 11.1 The Principal presented the FE data dashboard, explaining features of the improved layout and thanking Governors for feedback that had prompted some of the changes.
- 11.2 The Principal commented on the link between attendance and retention and Governors **NOTED** that retention rates in 14-16 provision have improved, as have those in 16-18 GCSE maths, and with the exception of 14-16 provision retention, management is forecasting that all retention targets will be achieved.
- 11.3 Governors **NOTED** that the College will not achieve its Education Funding Agency recruitment target for this year, which will result in a loss of circa £250k.

**RESOLVED:**

- i. To note the Principal's advice as regards the risk to the Education Funding Agency income.*
- ii. To note progress against the Further Education key performance indicators.*
- iii. To receive the report.*

**12. Further Education Attendance Report**

- 12.1 The Principal drew attention to the report on FE Attendance which accompanied the data dashboard, highlighting that it is essential reading, albeit not for discussion. This was **NOTED** and the report was received.

---

**RESOLVED:***i. To receive the report.***13. Financial Reports:**

- 13.1 The management accounts for the six months ending 31 January 2017 were presented along with the latest cashflow forecast and the full year financial forecast as at Q2 for 2016/17 and 2017/18 for the College Group. DFCS drew attention to Annex 1 to the management accounts, which showed current performance against each of the key performance indicators for Strategic Objective 4.2 (to ensure financial sustainability, enabling the College to invest and grow in priority areas).
- 13.2 DFCS said, while the College is forecasting that it will come in ahead of budget, it will likely only meet or exceed four of the nine performance targets for Strategic Objective 4.2. He identified the areas where the College is not on track, saying total earned income has been growing at a slower pace than was anticipated and the adverse variance has an impact on the ratio of total contracted staff to total earned income. Governors **AGREED** that an additional push is needed over the next four months to achieve growth in line with budget. DFCS drew attention to a list of the means by which the Executive intends to close the gap.
- 13.3 DFCS said, as anticipated, the College is reporting a deficit before gift aid at this point in the year. While the deficit is £80k more than the budget deficit, once the net timing difference is taken into account the underlying variation from budget is favourable. Nonetheless, with downward pressures on income and upward pressures on expenditure, it is likely that the forecast will move towards to the budget position.
- 13.4 Governors referred to the College balance sheet as at 31 January 2017, **NOTING** the improvement (in terms of net current assets) from the position a year ago.
- 13.5 Governors **NOTED** that the statement for the first six months of 2016-17 shows a net decrease in cash and deposits. DFCS said as usual at this time of year, there is a challenge around cashflow, due to the fact that a significant proportion of the HE student tuition fees are received in the second half of the year.
- 13.6 DFCS referred to the covenants that must be complied with as a condition of the loan taken out to fund capital expenditure. Governors **NOTED** that the College Group is forecast to be fully compliant with those covenants at the end of 2016/17 and to achieve a satisfactory Skills Funding Agency health grade in line with the College Group financial plan.
- 13.7 DFCS took Governors through the 2016-17 and 2017-18 full-year financial forecast as at Q2. He said the risk of not achieving the forecast budget surplus has increased; total income is forecast to increase from the financial plan for both 2016-17 and 2017-18 but, arising from the income growth, total operating costs before restructuring costs are also forecast to exceed budget. EBITDA<sup>2</sup> before restructuring costs is up on budget for both 2016-17 and 2017-18.

---

<sup>2</sup> Earnings before interest, tax, depreciation and amortisation (EBITDA) is a measure of a business's operating performance which is used by the College in its financial planning and reporting.

---

Governors **NOTED** DFCS's advice that, for the time being, the risk of not achieving the budget surplus is containable but must be closely monitored.

- 13.8 **NOTING** the various risks and changes in budget predications since the last report in December 2016, Governors **AGREED** that, notwithstanding the risks identified, they are satisfied that, as a body, they are discharging their statutory responsibility to safeguard the assets of the College.

**RESOLVED:**

- i. To receive the reports and note the risks outlined therein.*

**14. Pay Award Framework**

- 14.1 DFCS spoke to his report to introduce the Item, explaining that the Executive is proposing the adoption of a new pay award framework linked to the achievement of the strategic goals, which will apply to all College staff other than senior postholders and the Clerk. He drew attention to an amendment he had made to the wording of the draft framework since his report was distributed.
- 14.2 The Clerk reminded the meeting that the Staff Governors have a fiduciary conflict of interests in relation to the issue and by clause 8.4 of the Code of Conduct, are not permitted to participate in the discussion, vote on the issue, or count towards the quorum necessary for taking a decision. She said the meeting would remain quorate for the purpose of decision-making.
- 14.3 With the Chair's consent, a letter from the Bradford College branch of the University and College Union ("UCU") was tabled. It drew attention to the fact that College staff have not received any pay increase for the last seven years. A memo explaining a 3% pay claim submitted by UCU accompanied the letter, along with a calculation of income lost in real terms over the seven year period and a copy of the report from the 2016 staff satisfaction survey, which identified that the College had placed in the lowest position out of 52 colleges surveyed. It was **NOTED** that Governors had also received the documents by email.
- 14.4 DFCS advised that the desire to make a pay award must be balanced against the affordability risk. He reminded Governors that income has grown compared to the previous year for the first time in six years and the level of any pay award must be affordable, to preserve the financial sustainability of the institution.
- 14.5 A Governor referred to a paragraph in DFCS's report which reported the joint staff unions' position that their members' strong preference would be that any pay award framework adopted apply to all College staff without exception. The Governor asked for the rationale for excluding senior postholders and the Clerk from salary arrangements which apply to other staff. The Clerk and the Group Chief Executive Officer declared a fiduciary conflict in relation to this question and excused themselves from the discussion, albeit the Clerk reminded the meeting that the Audit Committee has commissioned an advisory audit of the arrangements for appraisal and reward of the senior postholders and the Clerk.
- 14.6 The Remuneration Committee Chair, Eve Gregory, said the senior postholders and the Clerk are subject to different terms and conditions altogether as they are appointed by and are directly accountable to the Corporation (rather than the Group Chief Executive Officer) as part of the control framework for the risk of weak governance and inability to hold the Executive to account. It was **NOTED** that, currently, all pay decisions in respect of the senior postholders

and the Clerk are made by the full Corporation with advice from the Remuneration Committee, which has due regard to the proper use of public funds and the financial health of the College. Following discussion, Governors **AGREED** that it will be appropriate to review the present arrangements upon receipt of the internal audit report referred to by the Clerk.

14.7 The contents of DFCS's report were **NOTED** and discussion ensued as to whether adopting the approach proposed therein will likely further the interests of the charity's beneficiaries. **THERE WAS CONSENSUS** around the need for a structured and risk-based approach given the financial risks and Governors' duty to ensure the future ability of the charity to further its purpose effectively, as well as to meet the needs of current beneficiaries.

14.8 Governors considered the various non-financial risks of proceeding as proposed, including the potential impact on staff morale and the culture of the institution. The views expressed in the UCU correspondence were **NOTED** in this regard. The Chair called for a formal vote, whereupon a majority **AGREED** that the proposed pay award framework should be adopted.

**RESOLVED:**

- i. That it is in the best interests of the charity to adopt the proposed Pay Award Framework as set out in the report of the Director of Finance and Corporate Services (as amended).*
- ii. To approve and adopt the proposed Pay Award Framework as set out in the report of the Director of Finance and Corporate Services (as amended).*
- iii. To receive the report.*

**15. Audit Committee Report**

15.1 The Audit Committee Chair, Paul Ashton, presented the minutes of the Committee's 2 March 2017 meeting, together with the meeting synopsis, and the contents were **NOTED**. Paul Ashton reported that Audit Committee members had paid visits to various College departments to meet with staff and gain a broader understanding of the control framework. He said the visits had been highly beneficial from a governance point of view and he wished to thank managers and staff for facilitating them.

15.2 Paul Ashton referred to the four documents which the Audit Committee had reviewed and recommended for approval. The Clerk drew attention to the amended version of the draft procedure for the retention of financial documents and records which had been tabled with the Chair's consent. She apologised for having originally circulated the wrong version.

15.3 Governors **ACKNOWLEDGED** the Audit Committee's advice concerning the proposed amendments to the Financial Regulations and to detailed financial procedures relating to bribery, fraud and document retention and all four documents were then approved.

**RESOLVED:**

- i. To approve and adopt with immediate effect the amended versions of the College's Financial Regulations; the Anti-Bribery Policy; the Anti-Fraud Policy and the Procedure for the Retention of Financial Documents and Records, as presented.*

*ii. To receive the minutes and report of the Audit Committee.*

**16. cont... Search Committee Report**

- 16.6 The Search Committee Chair, Dale Smith, presented the minutes of the Committee's 2 March 2017 meeting, together with the meeting synopsis, and the contents were **NOTED**. Dale Smith said the Committee had been very pleased indeed to receive the Whips Office nominations for Councillor Ralph Berry and Councillor Richard Dunbar, as it is a welcome sign of the Local Authority's continuing commitment to supporting the work of the College.
- 16.7 Dale Smith referred to the seven documents/policies which the Search Committee had reviewed and recommended for approval, including a draft succession plan which was based on discussions and agreements reached at the 2 February 2017 Corporation meeting. Governors **ACKNOWLEDGED** the Search Committee's advice concerning those documents/policies and all seven were approved.

**RESOLVED:**

- i. To approve and adopt with immediate effect the draft Succession Plan, the amended job descriptions for the Chair and Vice Chair of the Corporation; the policy on the removal of Governors for reasons other than statutory disqualification; the policy on the election of Chairs and Vice Chairs; the policy on the publication of minutes, agendas and papers; and the amended Code of Conduct, all as presented.*

*ii. To receive the minutes and report of the Search Committee.*

**17. Meeting Evaluation**

- 17.1 The Clerk had circulated a 'for information' report summarising Governors' feedback on the previous meeting. The contents were **NOTED**. Further evaluation forms were distributed and completed.

**18 Other Business**

- 18.1 The Clerk advised that the College Seal has been applied to lease extension agreements for Units 3, 4 and 6, Bowling Back Lane, which are part of the College estate. She said the application of the Seal was authenticated by the Chair of the Corporation and another Governor. This was **NOTED**.
- 18.2 GCEO announced that he had a further item of additional business, which concerned a senior member of staff. All attendees were asked to leave the meeting, so that the matter could be discussed in confidence. The Chair thanked Samantha Harvey for attending the meeting and said he would speak to her immediately afterwards.

*L1850 Samantha Harvey, David Hambleton, Marianne Harris-Bridge, David Harwood, John Kenyon and Susan Summerfield left the meeting.*

- 18.3 GCEO reported that DFCS has tendered his resignation and his notice period will end in September. He explained that DFCS's departure will create a vacancy in the office of a senior postholder and a Special Committee per Article 7.1 of the Articles of Government will need to be established to attend to the specific functions reserved to such a committee in respect of the recruitment of any senior postholder.

18.4 The Clerk proposed that all Governors present should form the Special Committee, advising that it must include the Group Chief Executive Officer and at least two other members of the Corporation. This was **AGREED**.

- 18.5 The Clerk was instructed to convene such meetings as may be necessary for:
- a) the approval of a job description for the successor to the DFCS's role;
  - b) the advertisement of the vacant position;
  - c) the determination of the arrangements for selecting applicants for interview and the selection of applicants for interview;
  - d) interviewing any applicants and, if considered appropriate, recommending to Corporation for appointment one or more of the applicants; and
  - e) such other functions commensurate with the above functions as are necessary to fulfil the above functions.

18.6 It was **AGREED** that a report on progress should be brought to the next meeting.

**RESOLVED:**

- i.* To establish a Special Committee comprising the Group Chief Executive Officer and all Independent Governors present at the time of passing this resolution, per Article 7.1 of the Articles of Government to attend to the specific functions reserved to such a committee in respect of the recruitment of a senior postholder.**
- ii.* To instruct the Clerk to convene such meetings of the Special Committee as may be necessary to attend to the matters detailed at minute 18.5 above.**
- iii.* To require a report on progress at the next meeting of the Corporation.**

Clerk/

Clerk/  
Agenda  
April 2017

**19. Dates of Next Meetings**

19.1 The dates of the next meetings were noted as follows:

Thursday 27 April at 4pm

Thursday 8 June at 1.30pm

There being no further business, the Chair thanked everyone for their attendance and the meeting closed at 19.00.