

Approved by the Corporation:

Signed by the Chair

Date

10/08/2017

MINUTES OF THE MEETING OF THE CORPORATION HELD: Thursday 27 April 2017

Present:

Richard Wightman (Chair)	Governor
Paul Ashton	Governor
Ralph Berry	Governor
Richard Dunbar	Governor
Eve Gregory	Governor (from 1635 hrs)
Robert Holden	Governor (Staff)
Judy Hooton	Governor
Dave Mann	Governor
Cath Orange	Governor
Debbie Rolls	Governor (Staff)
Ramindar Singh	Governor
Dale Smith	Governor
Andy Welsh	Governor (Executive)

The quorum was six Governors

In Attendance:

Joanna Green	Clerk to the Corporation
Clare Hallows	Academic Quality and Standards Committee Chair (for Items 7-11)
David Hambleton	Director of Finance & Corporate Services
David Harwood	Principal
Ann Kendal	Observer (to 1700 hrs)
John Kenyon	FE Consultant
Naomi Sharples	Deputy Provost (for Items 7-11)
Graham Stevens	Dean of Scholarship and Research (for Item 8)
Richard Thomas	Provost and Chair of Academic Board

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 Ann Kendal from Equity Partnership, who was observing the meeting; and Councillor Ralph Berry to his first meeting as a Governor.

1.2 **Apologies for Absence**

- 1.2.1 The Clerk reported that Eve Gregory had sent apologies for lateness.
- 1.2.2 Apologies were received from Student Governor, Mary Hussain and Independent Governor Karl Oxford due to conflicting work commitments.
- 1.2.3 There was discussion about the need to send apologies and the Corporation **AGREED** that, from the next meeting onwards, if anyone without reasonable excuse absents himself or herself from a meeting without sending apologies, the fact should be recorded in the minutes.

RESOLVED:

- i. ***That Standing Order 11.4(b) shall be amended by the addition of the following words: "Where any Governor without reasonable excuse fails to give notice of an impending absence, the minutes of the relevant meeting shall record that no apologies were received from that individual."***

1.3 **Disclosures of Interest**

- 1.3.1 It was **NOTED** that the Staff Governors, Robert Holden and Debbie Rolls, have a fiduciary conflict in relation to Item 14 (Staff Pay Framework) and cannot join the discussion or vote but they will not be required to withdraw.
- 1.3.2 The Chair reminded Governors to declare other interests as they arise.

2. **Minutes of the meeting of 23 March 2017**

- 2.1 It was **NOTED** that Independent Governor Cath Orange had sent apologies which were not recorded. It was **AGREED** that this should be noted on the minutes.
- 2.2 Subject thereto, the minutes of 23 March 2017 were **AGREED** as a true and correct record and the Chair was duly authorised to sign them.

Clerk

RESOLVED:

- i. ***That the minutes of 23 March 2017 are a true and correct record and should be signed by the Chair.***

3. **Matters Arising**

The information in the "Action Taken" column was **NOTED**. It was **AGREED** that governance arrangements will be discussed at the June meeting.

Agenda
June

RESOLVED:

- i. ***To receive the report.***

4. **Governor Attendance**

- 4.1 The report was received.

RESOLVED:

- i. ***To receive the report.***

5. **Chair's Actions**

- 5.1 There were none to report.

R16.10 Eve Gregory joined the meeting.

6. Marketing report

The Clerk said a decision was taken to defer this item following a management change affecting the marketing team. It was **AGREED** that it should come to the next meeting.

RESOLVED:

- i. To defer the marketing report to the next meeting.*

R16.12 Graham Stevens, Naomi Sharples and Clare Hallows joined the meeting.

8. Annual Report on Scholarly Activity and Research ("SAR")

- 8.1 It was **AGREED** that the SAR report should be taken out of turn, as the Dean of Scholarship and Research, Graham Stevens ("DSR") had another appointment.
- 8.2 Introductions were made and DSR was invited to present. He said without an adequate SAR programme, academic standards and the student experience would be compromised, giving rise to recruitment, reputational and financial risks. There was discussion about the strategic importance of SAR to the College's educational character and mission.
- 8.3 The risks highlighted in DSR's report were explored, in particular, the risk around the retention and recruitment of high-calibre staff. It was **NOTED** that SAR quality will feature in the Teaching Excellence Framework.
- 8.4 The effectiveness of the quality control framework was discussed. DSR said biannual audits of the nature, scope and capacity of SAR allow for progress monitoring by a Scholarly and Research Working Group and reporting to Governors. He referred to the March 2017 audit report (which had been distributed) and Governors **NOTED** that it gave assurance that the College is in a healthy position, albeit with action points around the implementation of a new system for assessing the impact of SAR and the need to increase scholarly output.
- 8.5 Attention was drawn to the details of an impact assessment programme, which DSR said has been developed internally to control for the risk of ineffectiveness in assessing levels of scholarship. He explained that a numerical score is allocated to each SAR activity staff members undertake, to reflect the approximate impact of the activity on the student experience, as well as on the College's academic community. He said the programme works well as a tool of measurement; it feeds into appraisals and has provided evidence of healthy performance against targets.
- 8.6 In response to a question, DSR said there is no external validation for the programme at the moment but it has been well received in the sector; the Association of Colleges intends to use it in a Further Education ("FE") college toolkit. He said the validating partner, the University of Bolton, has strong regard for the College's scholarship and practice as evidenced by it issuing an invitation to the College's HE academic staff to take part in its forthcoming conference.
- 8.7 A Governor asked to what extent academic staff are directed in the SAR they undertake. Richard Thomas, the Provost, said staff do not have free rein; the College's SAR programme is targeted around its communities.
- 8.8 DSR mentioned the internal publication 'Epicurious', saying it is now peer reviewed internally. It was **AGREED** that all Governors should receive a copy.

Clerk,
DSR

- 8.9 The Corporation being satisfied that the risks relating to the SAR programme are being effectively controlled for, the Chair thanked DSR for his report and congratulated him on the audit outcomes.

RESOLVED:

- i. To note the risks relating to the College's Scholarly Activity and Research programme and to record that the Corporation is satisfied that there is evidence that those risks are being effectively controlled for.*
- ii. To commend Graham Stevens and his team on the healthy performance of the area.*
- iii. To receive the report.*

R16.30 Graham Stevens left the meeting.

7. Report from the Academic Board and presentation of minutes of the Academic Board and the Academic Quality and Standards Committee ("AQSC")

- 7.1 The Chair welcomed the Chair of the AQSC, Clare Hallows, to the meeting and acknowledged the Provost as Chair of the Academic Board. They each presented the most recent set of minutes of their respective boards.
- 7.2 Clare Hallows described the Academic Board's governance arrangements, sharing the annual calendars of business for the Academic Board and AQSC to illustrate the range of assurance they receive. She said in line with best practice guidance extracted from QAA reports, there are discrete committees for various aspects of Higher Education ("HE") academic governance, having full delegated authority.
- 7.3 There was continuation of a previous discussion about the role of the Academic Board in relation to the Corporation, as well as that of the Equality and Diversity Committee. It was **AGREED** that a Working Group comprising the Chair, the Clerk, Clare Hallows, the Provost, HE Link Governor Cath Orange, and Independent Governor Ramindar Singh, should convene before the next Corporation meeting to discuss the arrangements and approach for 2017-18.
- 7.4 There was discussion about the need to ensure adequate student representation on governance boards and it was **NOTED** that the Corporation and the Academic Board are working with the Students' Union to bring about change.
- 7.5 A Governor referred to the 8 March Academic Board minutes, which recorded that the Chair of Academic Board had had cause to raise formally with Andy Welsh, the Group Chief Executive Officer ("GCEO"), a concern about progress towards the production of a HE recruitment strategy. The Governor asked whether the concern had been resolved and the Provost said it had.
- 7.6 There being no further questions, the minutes of the Academic Board and the AQSC were received.

RESOLVED:

- i. To establish a Working Group comprising the Chair, the Clerk, Clare Hallows, the Provost, HE Link Governor Cath Orange, and Governor Ramindar Singh, to discuss the arrangements for HE academic governance and reporting to the Corporation.*
- ii. To receive the minutes of the Academic Board and the Academic Quality and Standards Committee.*

Clerk,
Provost

9. HE Strategy

- 9.1 The Chair welcomed Deputy Provost Naomi Sharples (“DP”) to the meeting, acknowledging her involvement in the development of the HE Strategy.
- 9.2 The Provost introduced the proposed strategy document and drew attention to the five strategic priorities. He reminded the meeting that the HE Strategy is part of what defines the educational character and mission of the College, hence it is approved at Corporation level.
- 9.3 A Governor queried whether the vision statement is sufficiently detailed and specific and whether, once the budget is agreed, the strategy should explicitly state what resources will be committed and what return is expected. Another Governor suggested the strategy might come across as more provider-driven than intended; and also wondered whether the objectives around creating independent learners and developing research skills in students have sufficient visibility.
- 9.4 There was discussion about the embedding of employer-led provision within the HE programmes and the need to keep under review the viability of curriculum areas. DP said a Local Enterprise Partnership (“LEP”) team had had input into curriculum design and had provided useful data relating to local skills gaps, such as in nursing; as well as informing future planning.
- 9.5 The Provost reminded the meeting that LEP and national Government priorities are only part of the picture; local priorities such as the demand for teachers and social workers are also relevant.
- 9.6 A Governor queried whether the HE strategy should explicitly acknowledge and strongly address the challenge of operating in a fiercely competitive marketplace, for example identifying how the College will distinguish itself from other providers.
- 9.10 There being no further comments, the Provost thanked the Corporation for its input and said he would reflect on the Governor comments and bring another version of the strategy to a subsequent meeting.

10. Mental Health and Wellbeing

- 10.1 Governors welcomed DP’s report, **ACKNOWLEDGING** the need to ensure that adequate support mechanisms are in place for staff and students. They **AGREED** that the Corporation should support management’s plan to develop a Wellbeing Champions Forum, as described in the report.
- 10.2 Independent Governor, Judy Hooton, volunteered to be on the Wellbeing Forum as a champion and it was **AGREED** that she should be the Corporation representative on that body. Independent Governor Ralph Berry said he would also like to be involved, having a particular interest in support for learning needs and this was also **AGREED**.
- 10.3 The Clerk was asked to circulate DP’s contact details so that Governors can share any good practice advice they have access to. Clerk

RESOLVED:

- i. To support the development of a Wellbeing Champions Forum as described in the Deputy Provost’s report to the Corporation.***

ii. To support the appointment of Independent Governor, Judy Hooton, to the Wellbeing Forum as the Corporation's representative on that body; and to also support the involvement of Independent Governor Ralph Berry.

iii. To receive the report.

11. HE fees and fees policy

11.1 The Provost introduced the Item and referred to the draft HE fees policies for 2017-18 and 2018-19. He said management considers it appropriate to plan two years ahead due to the long recruitment cycle for HE.

11.2 It was **NOTED** that fee levels are part of the educational character of the College, which is determined by the Corporation, hence the Financial Regulations stipulate that the fees must have Corporation approval.

11.3 The Provost observed that setting the course fees is a key factor in maintaining and growing the provision. He said the recommendation from the HE Fees Group is that fees should be maintained at current levels for the next two academic years. It was **NOTED** that the Group's advice is based on sector benchmarking and the expectation that the landscape of fee-setting may soon change, with the introduction of the Teaching Excellence Framework, and other external factors.

11.4 There were no questions and Governors **AGREED** that they were satisfied that management's proposals were in line with value for money principles, their duty to safeguard the assets of the charity, and their vision for the educational character of the College.

RESOLVED:

i. Having had due regard to its duty to ensure the solvency of the College and the Corporation and safeguard their assets, as well as its duty to achieve value for money in all transactions involving public funds, the Corporation is satisfied that the fee-levels proposed in the Provost's report and the draft Fee Policies for 2017-18 and 2018-19 are appropriate and will support the achievement of the Corporation's vision for the educational character of the College.

ii. To approve the adoption of the Fee Policies for 2017-18 and 2018-19 and recommended fee levels as presented.

iii. To receive the reports.

12. FE fees and fees policy

12.1 It was **NOTED** that, just as with the HE course fees, setting appropriate fee levels is a necessary part of maintaining and growing the College's FE provision; and FE course fees are part of the educational character of the College, therefore decision-making on fee policy and fee levels is reserved to the Corporation.

12.2 It was **NOTED** that the proposed fee levels represent a modest increase on current fees and would compare well with fees charged by other local providers.

12.3 While Governors **AGREED** that they were satisfied that the management proposals were in line with value for money principles and their duty to safeguard the assets of the charity, as well as their vision for the educational character of the College, a concern was raised about the layout and formatting of the policy, which the Principal was asked to attend to before it is published.

Principal

RESOLVED:

- i. ***Having had due regard to its duty to ensure the solvency of the College and the Corporation and safeguard their assets, as well as its duty to achieve value for money in all transactions involving public funds, the Corporation is satisfied that the fee-levels proposed in the draft Fee Policy document are appropriate and will support the achievement of the Corporation's vision for the educational character of the College.***
 - ii. ***To approve the recommended fee levels as presented.***
 - iii. ***To receive the report.***
- 13. 2016-17 Staff Pay Award**
- 13.1 The Clerk referred to the Staff Governors' fiduciary conflict and confirmed that the meeting was still quorate.
 - 13.2 David Hambleton, the Director of Finance and Corporate Services ("DFCS"), said since his initial report was circulated, the Executive has (as planned) arrived at a firm recommendation on staff pay, having applied the pay award framework approved at the 23 March meeting to calculate what is justifiable in terms of financial stability and affordability. He said due to the weakness of the cash position, making an award in line with the joint staff unions' pay claim (3%) would place the institution's financial sustainability at a level of risk beyond the expressed risk appetite of the Corporation.
 - 13.3 It was **NOTED** that the Executive's recommendation was as follows:
 - i. For 2016-17, all College staff, excluding senior post-holders and the Clerk, should receive a 0.35% consolidated pay award (cost impact of £100k) and a 0.65% unconsolidated pay award (cost impact of £186k);
 - ii. The Corporation should commit to testing its financial capacity to convert the unconsolidated pay award to a consolidated pay award on a quarterly basis in accordance with the Pay Award Framework.
 - 13.4 Governors **ACKNOWLEDGED** the policy decisions taken at their previous meeting regarding the Corporation's financial sustainability risk appetite. The Chair reminded Governors that it is not within the Corporation's power to reverse its policy decisions without following due process to rescind the relevant resolutions. He added that this should not be done without good reason.
 - 13.5 The possibility that it might be appropriate to review the policy decisions was explored. It was **AGREED** that the likely impact on strategic objective 3.3: "To be an Employer of Choice" was a relevant factor and that key performance indicators that might be directly impacted include:
 - average number of applicants per advertised post;
 - staff satisfaction, morale and wellbeing; and
 - staff turnover.
 - 13.6 Governors **AGREED** that:
 - (a) staff morale and wellbeing is an essential consideration; and
 - (b) staff are very deserving of a pay rise.

However they **ACKNOWLEDGED** the constraints of the College's financial position and their duty as a body to ensure its solvency.

- 13.7 Before ultimately **DETERMINING** that the Executive recommendation should be accepted, Governors had regard to the risk implications detailed in DFCS's report, as well as the risks highlighted by the Chief Executive of the Education and Skills Funding Agency in his letter to college accounting officers. There was also discussion around the risk to staff morale of making a consolidated pay rise of only 0.35% and the option of making no consolidated pay rise at all at this time.
- 13.8 Having **AGREED** to accept the Executive recommendation, Governors **AGREED** that the Corporation should commit itself to testing its financial capacity to convert the unconsolidated pay award to a consolidated pay award on a quarterly basis.
- 13.9 It was suggested that at the next review date, scenario modelling would be a useful tool to help Governors explore the practical impact of approving a pay award up the level of the joint staff unions' pay claim, in terms of institutional reputation, the student experience and the quality of provision, if savings are sought elsewhere. This was **AGREED**.

RESOLVED:

- i. Having had due regard to its duty to ensure the solvency of the College and safeguard its assets, as well the College's financial position and relevant risks to the strategic objectives, the Corporation determines that for 2016-17, all College staff excluding senior post-holders and the Clerk should receive a 0.35% consolidated pay award and a 0.65% unconsolidated pay award;*
 - ii. The Corporation commits itself to testing its financial capacity to convert the unconsolidated pay award to a consolidated pay award on a quarterly basis.*
 - iii. At the next review date, the Executive should present the outcomes of scenario modelling, to better inform Governors as to the likely impact of making a pay reward up to the level of the joint staff unions' pay claim.*
 - iv. To receive the report.*
14. **2017-18 Budget Setting Process – Funding Body Grants**

DFCS presented a 'for information' paper to set the scene for the development of the 2017-18 income budget. There were no questions and the contents were **NOTED**.

RESOLVED:

- i. To receive the report.*
15. **Supply Chain Policy – Subcontracted Provision**

- 15.1 GCEO advised that the College is required by the Skills Funding Agency to publish a policy detailing its arrangements with regard to any subcontracting. He said the policy must be approved by the Corporation.
- 15.2 There was discussion about the scale and nature of the College's subcontracting, which Governors **NOTED** is relatively small. Governors **AGREED** to approve the proposed policy and **ASKED** to receive a fuller report on subcontracted provision, including the arrangements for safeguarding and quality assurance at some stage.

RESOLVED:

- i. To approve the Supply Chain Policy as presented;*
 - ii. To request a report on the College's subcontracted provision, to include the arrangements for safeguarding and quality assurance.*
 - iii. To receive the report.*
- 16. Governors' Quarterly report**

16.1 The Clerk presented the quarterly report and it was **APPROVED**.

RESOLVED:

- i. To approve the quarterly report;*
 - ii. To receive the report.*
- 17. Dates of Next Meetings**

It was **AGREED** that the scheduled Corporation meeting on 8 June should be vacated due to the General Election. The calendar of meetings for the remainder of the year was amended as follows:

- Thurs 22 June 16.00 (Special Meeting)
- Thurs 29 June 16.00 (Ordinary Meeting)
- Thurs 13 July 16.00 (Special Meeting)
- Thurs 20 July 16.00 (Ordinary Meeting)

RESOLVED:

- i. To vacate the 8 June 2017;*
 - ii. To fix additional meeting dates and confirm the amended meeting calendar as per the above minute.*
- 18. Any Other Business**

Prevent Strategy

- 18.1 The Clerk reported that the re-approval of the College's Prevent Strategy had been omitted from the Agenda in error. She said the Chair had approved its inclusion as an item of other business, as the renewal date is fast approaching.
- 18.2 The few amendments since the last approval were discussed and Governors referred to the RAG rated action plan, which they **AGREED** gave assurance that the Strategy is being implemented effectively.
- 18.3 After discussion, Governors **AGREED** to approve the amended Prevent Strategy and **ASKED** to receive a full report on safeguarding and Prevent before the end of the current academic year.

RESOLVED:

- i. To approve the revised Prevent Strategy as presented.*

- ii. **To receive a report on Safeguarding and Prevent before the end of this academic year.**
- iii. **To receive the reports.**

Opportunities on the Horizon

18.4 GCEO advised that he had some commercially sensitive news to share with the Corporation. It was **NOTED** that the information to be received and discussed would be confidential within the meaning of the Corporation's policy on the publication of minutes. It was therefore **AGREED** that a separate confidential minute should be taken of the discussion and any decisions.

This matter is considered to be confidential at this stage and therefore the discussion is recorded in a confidential annex at the end of this document marked Annex 1.

Letter from Peter Lauener, Chief Executive of the Education and Skills Funding Agency to all college accounting officers

18.5 DFCS referred to the recent letter from the Chief Executive of the Education and Skills Funding Agency. He said it is important that Governors read and digest it; it will be discussed in more detail at the forthcoming Audit Committee meeting.

Membership of the Special Committee established on 23 March 2017

18.6 It was **AGREED** that the membership of the Special Committee should be amended by the removal of all individuals who have confirmed to the Clerk in writing that they are not available on any of the scheduled meeting dates; and by the appointment of Cath Orange as an additional member.

RESOLVED:

- i. ***That the membership of the Special Committee should be amended by the removal of all individuals who have confirmed to the Clerk in writing that they are not available on any of the scheduled meeting dates; and by the appointment of Cath Orange as an additional member.***

Membership of the Remuneration Committee

18.7 It was **NOTED** that there was a vacancy on the Remuneration Committee for an Independent Governor. The Clerk invited volunteers and Ralph Berry expressed an interest. It was **AGREED** that he should be appointed with immediate effect.

RESOLVED:

- i. ***That Independent Governor Ralph Berry shall be appointed as an additional member of the Remuneration Committee with immediate effect.***

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