

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

8/2/2018  
Date

## MINUTES OF THE SPECIAL MEETING OF THE CORPORATION HELD: Wednesday 29 November 2017

### Present:

Richard Wightman (Chair)	Governor
Paul Ashton	Governor
Ralph Berry	Governor
Richard Dunbar	Governor
June Durrant	Governor
Eve Gregory	Governor
Robert Holden	Staff Governor
Judy Hooton	Governor
Ann Kendal	Governor
Dave Mann	Governor
Cath Orange	Governor
Karl Oxford	Governor
Debbie Rolls	Staff Governor
Waseem Siddique	Student Governor
Dale Smith	Governor
Andy Welsh	Executive Governor (to Item 8)

The quorum was six Governors

### In Attendance:

Joanna Green	Clerk to the Corporation
Huw Roberts	Director of People Services

The meeting was held in the Boardroom, Old Building, Bradford College from 17.00. The meeting was a special meeting called at short notice. 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

None were necessary.

#### 1.2 Apologies for Absence

Apologies were received from Independent Governor Ramindar Singh.

### 1.3 Disclosures of Interest

There were disclosures from Richard Wightman, Karl Oxford and Dale Smith in respect of Items 4 and 5 and from Group Chief Executive Officer Andy Welsh, Corporation Chair Richard Wightman and the Staff and Student Governors in respect of some additional business to be discussed at Item 9.

The Chair reminded everyone of the need to declare actual or potential conflicts of interests as they arise.

## 2. Report on Chair's Actions

- 2.1 The Chair reported that on 17 November 2017, he had taken a Chair's Action to appoint Director of People Services, Huw Roberts ("DPS"), to serve as Clerk in the Clerk's absence, as envisaged by Clause 5.2 of the Instrument of Government, so that the notice of this meeting could be sent out in time.

## 3. Appointment of a Successor Chair of Corporation

- 3.1 It was **NOTED** that the incumbent Chair had submitted his resignation to take effect from 12 noon on Thursday 14 December 2017. The Clerk said she had sought nominations for a successor as required by Standing Order 8.2 and Independent Governor Cath Orange had been the only volunteer. Cath Orange was invited to address the meeting and outlined her previous experience and qualifications.
- 3.2 The Chair read from a prepared statement, thanking all Governors, the Clerk and the Executive for their strong support throughout his tenure. He referred to the challenges the College is facing and the recommendations the Further Education Commissioner ("FE Commissioner") has made (a note of which had been placed before the meeting), saying a change of board leadership is timely.
- 3.3 A Governor requested that the Corporation's sincere thanks be put on record in recognition of the Chair's excellent contributions over many years. The Governor referred to initiatives and projects the board has overseen during that period; in particular the investment in the refresh of the College estate.
- 3.4 The Chair's resignation was **ACKNOWLEDGED** and **ACCEPTED**. As there were no other contenders for the position, it was unanimously **AGREED** that Cath Orange should be approved as the Chair's successor; her appointment will commence at noon on Thursday 14 December 2017.

### **RESOLVED:**

- i. To put on record the Corporation's sincere thanks to the Chair Richard Wightman for the valuable contribution he has made to the College throughout his tenure as Chair and his time on the Corporation.*
- ii. That as there is only one candidate for the vacant position of Chair of Corporation, the requirement of a secret ballot may be dispensed with.*
- iii. That Independent Governor Cath Orange is a suitably qualified individual to chair the Corporation board and, with effect from 12 noon on Thursday 14 December 2017, she shall be appointed as Chair of the Corporation with a term of office of two years, concluding on 13 December 2019.*

---

#### 4. Corporation Committee Structure and Membership

- 4.1 The FE Commissioner's recommendations in respect of the Corporation's membership and committee structure were **NOTED**.
- 4.2 It was **AGREED** that, as recommended by the FE Commissioner, the terms of office of Independent, Staff and Student Governors shall hereafter be limited to two four-year terms.
- 4.3 It was further **AGREED** that, as recommended by the FE Commissioner, in addition to the Finance Committee constituted at an earlier meeting, a Quality and Standards Committee should be established, with the following initial membership:
- Richard Dunbar;
  - June Durrant;
  - Eve Gregory;
  - Rob Holden; and
  - Cath Orange.
- 4.4 The initial membership of the Finance Committee was confirmed as:
- Ralph Berry;
  - the Chief Executive Officer from time to time;
  - the Chair of the Corporation from time to time;
  - Eve Gregory;
  - Rob Holden;
  - Cath Orange; and
  - Richard Wightman.
- 4.5 Draft terms of reference had been distributed for the Finance and Quality and Standards Committees. It was **AGREED** that they should be approved as is for the time being, to be amended subsequently on the advice of the committees.
- 4.6 Governors considered the FE Commissioner's recommendation that the College should develop a Strategic Recovery Plan ("the Plan") which a specific Board Committee should oversee on a task and finish basis. It was unanimously **AGREED** that a Plan must be developed and it was suggested that, in the first instance, oversight might be reserved to the Corporation as a whole, perhaps with a Governor linked to each strand of the Plan. There was **AGREEMENT** that that arrangement must be kept under review.
- 4.7 It was **NOTED** that, as a result of the decision that Governors must serve no more than two four year terms of office, a number of Governors will be required to step down. It was **AGREED** that their departure must be carefully managed over a reasonable time period, so as not to undermine the effectiveness or capacity of the board.

#### **RESOLVED:**

- i. To accept the Further Education Commissioner's recommendation that the term of office of Governors (excluding the Executive Governor) should be a maximum*

*of two terms of four years. To note that this will give rise to the need to remove certain serving Governors and this must be carefully managed.*

- ii. The Clerk shall amend Standing Order 7.6 by substituting the words “Subject to Standing Order 7.1, the term of office of Governors shall be a maximum of two terms of four years” for the words, “It shall be regarded as exceptional for any individual to serve more than three terms of office, unless undertaking a new and more senior role, for example as Chair of a committee or as Chair or Vice Chair of the Corporation”. For the avoidance of doubt, this amendment shall not have the effect of terminating the appointment of any serving Governor.*

Clerk
- iii. The Clerk shall amend para 4.5 of the Procedure for the Appointment and Reappointment of Governors and Induction Arrangements to reflect the amendment to Standing Order 7.6.*

Clerk
- iv. To accept the Further Education Commissioner’s recommendation that a Quality and Standards Committee should be constituted.*
- v. The Quality and Standards Committee shall advise the Corporation in respect of the Further Education Commissioner’s recommendation that the Academic Board should report to it.*

Quality & Standards Committee
- vi. With immediate effect to establish a Quality and Standards Committee, having the terms of reference presented to this meeting in draft and with the following initial membership:*

  - *Richard Dunbar;*
  - *June Durrant;*
  - *Eve Gregory;*
  - *Rob Holden; and*
  - *Cath Orange.*
- vii. To approve the draft terms of reference for the Finance Committee presented to this meeting. Also to confirm the initial membership of the Finance Committee as:*

  - *Ralph Berry;*
  - *the Chief Executive Officer;*
  - *Eve Gregory;*
  - *Rob Holden;*
  - *Cath Orange; and*
  - *Richard Wightman.*
- viii. The Clerk shall put the agreed terms of reference for the Finance Committee and the Quality and Standards Committee onto the College’s public website.*

Clerk
- ix. The Clerk shall amend Standing Order 20.1 to reflect the new committee structure.*

Clerk
- x. The Director of Finance and Corporate Services shall amend the Financial Regulations to reflect the new committee structure and the remit of the Finance Committee.*

DFCS

**5. Governor Succession Timetable**

- 5.1 The Clerk observed that as a consequence of certain Governors being required to step down, eventually the Search, Audit and Remuneration Committees will need to recruit at least one replacement member each. She referred to the risk of ineffective governance and the need to hold the Executive to account - and suggested that it would be appropriate for the Search Committee to discuss and fix a timetable for the staged removal of Governors who have been on the Corporation board for more than two four-year terms of office. This was **AGREED**.

**RESOLVED:**

- i. To instruct the Search Committee to hold a Special meeting of its non-conflicted members to determine the timetable for the staged removal of Governors who have been on the Corporation board for more than two four-year terms of office.*

Search Committee

**6. Representation on Bradford College Education Trust**

- 6.1 It was **NOTED** that, upon the departures of Group Chief Executive Officer Andy Welsh (“GCEO”) and Corporation Chair Richard Wightman, vacancies will arise on the board of trustees of the College’s sponsored multi-academy trust: Bradford District Education Trust (“the Trust”), to which the College, as sponsor, is entitled to make up to six appointments.

- 6.2 It was **AGREED** that although Independent Governor Eve Gregory and College Principal David Harwood are expected to remain on the board, along with another College appointee, Mr. Neil Ward, it might at some point become necessary to make one or more additional appointments, in order to maintain the balance of the board membership in the College’s favour.

- 6.3 It was **NOTED** that the membership of the Trust company may also be affected. The Clerk was asked to check the position and report back to the Corporation.

Clerk

**7. Corporation Skillset**

- 7.1 It was **NOTED** that the FE Commissioner’s recommendation that the Corporation strengthen the financial acumen of its membership reflects the Corporation’s own assessment of its skillset. There was discussion about the challenge of recruiting suitably qualified Governors and it was **AGREED** that the College might look to its key stakeholders for short-term support.

- 7.2 There was also discussion about the option of using co-opted Committee members to bring additional financial experience to the board. Governors **AGREED** that co-optees can be extremely valuable, in particular due to their objectivity and independence.

- 7.3 A Governor observed that a completely independent Audit Committee might provide a more effective control for the risk of ineffective governance - but there was recognition of the need to comply with the Post 16 Audit Code of Practice. The Clerk suspected that this might prove to be an obstacle to establishing a completely independent Audit Committee; it was **AGREED** that she should check the position and report back to the Corporation at the next meeting.

Clerk

**RESOLVED:**

- i. To accept the Further Education Commissioner’s recommendation that the Corporation should seek to strengthen the financial acumen of the board.*

- ii. ***The Search Committee must redouble its efforts to recruit new Governors and/or Co-opted Committee members, in particular to increase the overall financial acumen of the Corporation board.***

Search Committee

**8. Role of Subsidiary Boards and Membership**

8.1 In respect of the subsidiary companies, it was **NOTED** as follows:

- upon the departure of Independent Governor Ramindar Singh, a vacancy will arise on the board of College subsidiary Inprint and Design Limited;
- upon the departure of Independent Governor Richard Wightman, a vacancy will arise on the boards of Training for Bradford Limited, Bradford District Apprenticeship Training Agency, and Beacon Recruitment And Placement Services Limited;
- upon the departure of GCEO, a vacancy will arise on the boards of Training for Bradford Limited, Bradford District Apprenticeship Training Agency, and Beacon Recruitment And Placement Services Limited, as well as the West Yorkshire Consortium of Colleges and the boards of any other active companies of which GCEO is a director by virtue of his position (or in the membership, if GCEO is a member or shareholder)

and it was **AGREED** that the risk of vacancies on the boards of subsidiaries leading to inadequate monitoring and/or control of those businesses must be carefully monitored.

8.2 The FE Commissioner’s recommendation in respect of the role of subsidiary boards was **NOTED** and it was **AGREED** that a review should take place – the first phase should be aimed at addressing the risks of vacancies on boards arising (in consequence of the anticipated changes of personnel or otherwise) and not being filled, as well as positions within the membership of limited companies in which the College has an interest.

**RESOLVED:**

- i. ***To accept the Further Education Commissioner’s recommendation that a review of the role of subsidiary boards should be undertaken, to ensure appropriate oversight and quality.***
- ii. ***That the first phase of the aforesaid review shall focus on managing the risks arising from the anticipated changes of personnel, which will create vacancies on the subsidiary and other boards, as well as potentially in the membership.***
- iii. ***Before the February 2018 meeting the Clerk shall meet with the Chair to discuss how this might be progressed.***

Clerk,  
Chair

*L Andy Welsh left the meeting.*

**9. Any Other Business**

9.1 The Clerk reported that there was some “other business” to attend to. She said due to the nature of the business, it is not possible to transact it all at the Corporation meeting, so to avoid the need to bring Governors in on additional dates to attend to it, she proposes holding sub-committee meetings at short notice during adjournments in the Corporation meeting.

9.2 The Chair confirmed that he had authorised the additional items of “other business” on the basis that they are matters requiring urgent attention.

- 9.3 A confidential paper prepared by the Clerk, explaining in detail the additional business to be transacted and the processes she proposes should be followed was circulated. Once Governors had had the opportunity to read the paper and ask questions, they **AGREED** to proceed as proposed in it.
- 9.4 The Clerk drew attention to the section of her paper headed “Actions Required”, which detailed the need to establish a new committee (item (a)) to attend to certain business (item (b)). She also drew attention to the need for the Corporation to appoint that committee’s chair, in order that the person concerned can give approval to holding the first meeting of the committee at short notice.
- 9.5 Following a brief discussion, it was **AGREED** that the committee should be established as the Clerk proposed and that its membership should comprise all independent Governors present, with the exception of the Chair of the Corporation, Richard Wightman, who along with the Staff and Student Governors will vacate the room to allow the committee meeting to take place.
- 9.6 It was **AGREED** that Independent Governor Cath Orange should be appointed as the chair of the new committee.

**RESOLVED:**

*i. To establish a committee as per item (a) on page 2 of the Clerk’s confidential report to the Corporation and to appoint Independent Cath Orange as its chair, the committee having the following membership:*

- Paul Ashton
- Ralph Berry
- Richard Dunbar
- June Durrant
- Eve Gregory
- Judy Hooton
- Ann Kendal
- Dave Mann
- Cath Orange
- Karl Oxford
- Dale Smith

*ii. To adjourn the Corporation meeting to allow the new committee to meet.*

- 9.7 The Corporation meeting adjourned to allow the new committee to meet.
- 9.14 When the Corporation meeting reconvened, all Governors who were present prior to the adjournment were present again.
- 9.15 The new committee chair, Cath Orange, confirmed that the committee had met and had attended to all the business described at item (b) in the Clerk’s paper.
- 9.16 It was **NOTED** that the new committee’s advice to the Corporation would be confidential within the meaning of the Corporation’s policy on the publication of minutes, paper and agendas. It was **AGREED** that a separate confidential minute should be taken of the discussion and any decisions.

*This matter is considered to be confidential and therefore the discussion is recorded in a confidential annex which accompanies this document marked Annex 1.*

**RESOLVED:**

- i. Having duly considered the advice of the committee referred to in minutes above and the rationale put forward for the recommendations made, to accept the said advice and implement the committee's recommendations.***

9.34 It was **NOTED** that the next step in the transaction of the additional business is for the Corporation to adjourn again while a special meeting of the Remuneration Committee is held to attend to the business detailed at item (c) in the Clerk's paper and a special meeting of the Appointments Committee is held to attend to the business detailed at item (e) in the Clerk's paper.

9.17 The Corporation meeting adjourned to allow the Remuneration Committee and Appointments Committee meetings to proceed simultaneously.

9.18 When the Corporation meeting reconvened, all Governors present prior to the adjournment were present again, with the exception of the Chair of the Corporation and the Staff and Student Governors, who absented themselves from the meeting (in the case of the Chair) due to a conflict of interests and (in the case of the Staff and Student Governors) in anticipation of the Corporation discussing sensitive staff matters relating to senior members of staff.

*L Richard Wightman, Rob Holden and Waseem Siddique left the meeting.*

9.19 The Remuneration Committee Chair, Eve Gregory, confirmed that the Remuneration Committee had met and had attended to all the business described at item (c) in the Clerk's paper.

9.20 It was **NOTED** that the Remuneration Committee's advice to the Corporation in relation to the first item of business referred to it would be confidential within the meaning of the Corporation's policy on the publication of minutes, paper and agendas. It was **AGREED** that a separate confidential minute should be taken of the discussion and any decisions.

*This matter is considered to be confidential and therefore the discussion is recorded in a confidential annex which accompanies this document marked Annex 2.*

**RESOLVED:**

- i. Having duly considered the advice of the Remuneration Committee in relation to the first item of business referred to it and the rationale put forward for the recommendations made in relation to that item of business, to accept the said advice and implement the Remuneration Committee's recommendations.***

*J Richard Wightman rejoined the meeting.*

9.28 It was **NOTED** that the Remuneration Committee's advice to the Corporation in relation to the second item of business referred to it would be confidential within the meaning of the Corporation's policy on the publication of minutes, paper and agendas. It was **AGREED** that a separate confidential minute should be taken of the discussion and any decisions.

*This matter is considered to be confidential and therefore the discussion is recorded in a confidential annex which accompanies this document marked Annex 3.*



---

**RESOLVED:**

- i. Having duly considered the advice of the Remuneration Committee in relation to the second item of business referred to it and the rationale put forward for the recommendations made in relation to that item of business, to accept the said advice and implement the Remuneration Committee's recommendations.*

*J Rob Holden and Waseem Siddique rejoined the meeting.*

9.35 The Appointments Committee Chair, Cath Orange, confirmed that the Appointments Committee had met and had attended to all the business described at item (e) in the Clerk's paper.

9.36 It was **NOTED** that the Appointments Committee's advice to the Corporation would be confidential within the meaning of the Corporation's policy on the publication of minutes, paper and agendas. It was **AGREED** that a separate confidential minute should be taken of the discussion and any decisions.

*This matter is considered to be confidential and therefore the discussion is recorded in a confidential annex which accompanies this document marked Annex 4.*

**RESOLVED:**

- i. To note the Appointments Committee's advice and progress to date.*
- ii. To receive the Clerk's process paper.*

**10. Evaluation of Meeting**

10.34 It was **AGREED** that, although it had been somewhat complex, the meeting had been an effective use of Governors' time. The Chair and the chairs of the committees were thanked for managing the business effectively.

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