

## MINUTES OF THE MEETING OF THE CORPORATION MEETING

**HELD: Thursday 2 April 2020 at 16:00 hours  
via Microsoft Teams**

<b>Present:</b>	<b>Guest:</b>
Cath Orange (Chair)	Clive Howarth (ESFA)
Paul Ashton (Vice-Chair)	
Paul Birtles	<b>In Attendance:</b>
June Durrant	Sarah Cooper (Director of People Services)
Salsabil Elmegri	Dawn Leak (Vice Principal Curriculum & Development)
Lendy Ho	Chris Malish (Deputy Chief Executive Officer)
Ann Kendal	Allison McEvoy (Assistant Clerk to the Corporation)
Billy Khokhar	Craig Tupling (Vice Principal Quality & Student Experience)
Andrew Naylor	Sharon West (Interim Clerk to the Corporation)
Neil Ward	Jo Wright (Turnaround Director)
Chris Webb (CEO)	
	Elizabeth Kilner (Minute Taker)
<b>Apologies:</b>	
Geoff Alvy	

*The quorum was six governors*

**L/J** Denotes the time a Governor left/joined the meeting. Where the individual was not named in the minutes, a record was held separately and was available on request.

Item		Action
<b>Housekeeping</b>		
<b>1</b>	<b>Chair's Welcome and Introductions</b>	
1.1	The Clerk confirmed that the meeting was quorate and the Chair opened the meeting.	
1.2	The Chair thanked everyone for joining the meeting and welcomed Clive Howarth from the ESFA.	
<b>2</b>	<b>Apologies for Absence and Declarations of Interest</b>	
2.1	Apologies for absence were received from Geoff Alvy.	
2.2	There were no specific or additional declarations of interest.	

<p><b>3</b></p> <p>3.1</p> <p>3.2</p> <p>3.3</p> <p>3.4</p> <p>3.5</p>	<p><b>Minutes of the meetings held on 12 December 2019 and 27 February 2020, Chair’s action, written resolution and Matters Arising</b></p> <p><b>RESOLVED:</b> The Minutes of the meeting held on 12 December 2019 were approved as an accurate record and the Chair was authorised to sign them.</p> <p><b>RESOLVED:</b> The Minutes of the meeting held on 27 February 2020 were approved as an accurate record and the Chair was authorised to sign them.</p> <p><b>RESOLVED:</b> To ratify the Chair’s action taken to extend the contract of the Interim Clerk to the Corporation until 30 April 2020.</p> <p>Governors were advised that the written resolution approving the appointment of Sarah McKenzie as the Clerk to the Corporation had been passed on 28 January 2020. They noted that Sarah would take up post on 1 May 2020.</p> <p>Governors reviewed the list of Matters Arising and were pleased to see that the majority of items had been completed. The information in the ‘Action Taken’ was noted and the deletion of completed items agreed. Governors discussed the items below:</p> <p><u>Meeting on 20 June 2019 – Item 1</u></p> <p>The Vice Principal Quality &amp; Student Experience (VPQSE) reported that a meeting had been held with Board of Trustees earlier in the week. The Trustees were about to begin the process of winding up the Student Union as independent charity. A further meeting was scheduled to take place on 24 April to discuss developing a Student Union that retained an independent student voice but had a closer relationship with the College and was aligned to the Student Support department. An update would be provided at the next Corporation meeting.</p> <p>Governors asked if the Student Union had any remaining funds given that it had been solely funded by the College. The VPQSE confirmed that the Student Union had reserves. It had been agreed that these would be transferred to the College and would be ring-fenced for student activity.</p>	
<p><b>4</b></p> <p>4.1</p> <p>4.2</p>	<p><b>Chief Executive Officer’s Report</b></p> <p>The CEO highlighted that the key issue was Covid-19 and the impact on the student experience and financial/resource implications. A vulnerable learner and their support workers were being accommodated by the College at the request of the City Council.</p> <p>(a) <u>Impact on Student Experience</u></p> <ul style="list-style-type: none"> <li>The College had physically closed all buildings to all students, except to those students of key workers and vulnerable students.</li> </ul>	

4.3	<ul style="list-style-type: none"> <li>• All teaching and learning had moved to on-line or remote learning. All students had been contacted to ensure they can work from home.</li> <li>• Staff were working from home in the main. Exceptions included the IT team.</li> <li>• A Designated Safeguarding Lead was on call at all times and one member of the SLT team was in College.</li> <li>• All examinations had been cancelled.</li> <li>• All student support and student services had been moved on-line or to telephone support.</li> <li>• EHCP learners were in regular contact with tutors to make sure they were safe at all times.</li> </ul> <p>(b) <u>Financial and Resource Implications</u></p> <p>The DfE and ESFA were working on a package of support measures to ensure that schools and colleges' financial stability and sustainability was maintained. Without financial support from the Government, the College would run out of cash in the next academic year and was likely to breach 4 of 5 of its banking covenants. Scenarios were currently being modelled.</p>	
5	<p><b>Covid-19 Outbreak</b></p> <p>5.1 The CEO presented his report which had been circulated before the meeting. He explained that he had attempted to cover all of the headlines for Governors.</p> <p>5.2 Governors asked how the academic rigour of online materials was being ensured and that teaching and learning was taking place. They were advised that the development of online materials was an ongoing process and further development would take place over the Easter Holidays. Some materials had been available before the outbreak. In relation to pedagogy, this was the only option currently available. Webinars were being used and the timetable was being adhered to as much as possible. Staff were setting and receiving work remotely.</p> <p>5.3 Governors enquired whether any feedback had been received in terms of quality and impact. The VPQSE explained that the Executive was trying to be as flexible as possible. Engagement was being tracked via Moodle and the Assistant Principal Student Support was working with the Students Union and students reps to get student voice feedback. The student survey was being brought forward to get student voice. Feedback from students on assessments had been positive. Some students were having issues with availability of laptops at home. Staff were sharing good practice. ESOL students often had less access to technology.</p> <p>5.4 Governors were pleased to hear that the new arrangements were working well for a lot of students and asked what action was being taken for students who were not currently engaging with the College. The VPQSE reported that all tutors were in contact with their students. Work was being provided for</p>	

	<p>those without IT access. The main priority was to ensure that there was wraparound support for students. The College had made 300 laptops available to students. Everyone was working hard and was engaged in maintaining the teaching and learning culture.</p>	
5.5	<p>Governors queried if there was any indication of the impact on end of year assessments. They were informed that the College was still waiting for official guidance on assessments. This was expected to be issued before the start of the Easter Break. The key areas of concern were Adult Students including ESOL, competency based assessments for vocational courses and end point assessments for apprenticeships.</p>	
5.6	<p>Governors asked what engagement had taken place with employers. The Vice Principal Curriculum &amp; Development (VPCD) explained that discussions with employers continued to take place. Employers were not laying off as many apprentices as had been feared. There would be a break in learning for NHS apprentices, which would cause a funding issue for the College.</p>	
5.7	<p>The VPCD reported that all work placements had ceased for the time being. Governors considered how this might affect students' ability to achieve.</p>	
5.8	<p>Mr Howarth informed Governors that Ofqual had been told by the DfE on 31 March to work with the awarding bodies to develop a plan. Further guidance was expected to be issued on 3 April. A queue of submissions had been submitted to the Secretary of State for Education and to the Treasury relating to the use of public funds. The ESFA was trying to ensure that sensible decisions were made.</p>	
5.9	<p>Governors discussed the staff implications of the Covid-19 outbreak. The Director of People Services (DPS) reported that there had been massive changes in ways of working and staff had adapted well. All regular staff meetings were still taking place. Staff absences had reduced. Payroll was running successfully. HR support was online, and staff were being supported. An increase in stress and mental health issues had been picked up and relevant support measures put into place for those most at risk. New e-Learning modules were available for staff and were being undertaken.</p>	
5.10	<p>Governors asked if any contingency leave had been taken. The DPS confirmed that this was limited as staff were being asked to take scheduled annual leave.</p>	
5.11	<p>The Chair thanked Mr Khokhar for sharing details of some online learning resources for teaching staff.</p>	
<b>Effective Governance</b>		
<b>6</b>	<b>Emergency Arrangements</b>	
6.1	<p>The Chair reminded Governors that their responsibilities continued during the Covid-19 outbreak. Online and teleconference meetings were being held</p>	

	successfully. The calendar of scheduled meetings would therefore continue as planned.	
6.2	The Chair proposed that, as this was an extremely fast changing situation, the Chair's Group be used as an Emergency Committee to deal with urgent items of business for the duration of the crisis. The Interim Clerk confirmed that all papers would be circulated to the full Corporation to ensure that Governors were kept informed and any questions or queries could be referred to the Clerk, Chair or relevant Executive Lead.	
6.3	<b>RESOLVED:</b> That the Chairs' Group should serve as an Emergency Committee for the duration of the Covid-19 crisis and be given delegated authority to take decisions on matters of urgent business on behalf of the Corporation by way of a simple majority.	
<b>7</b>	<b>Search &amp; Governance Committee - meeting on 16 January 2020</b>	
7.1	The Chair reported on the business covered at the meeting on 16 January.	
7.2	The Interim Clerk informed Governors that activity to recruit new Independent Governors was progressing. The information on the College's website had been updated. A press article was being prepared by Marketing and Communications featuring the experience of Independent, Staff and Student Governors.	
<b>8</b>	<b>Finance &amp; General Purposes Committee - meetings on 27 February and 26 March 2020</b>	
8.1	The Chair of the Finance & General Purposes Committee reported on the business covered at the two meetings held on 27 February and 26 March. He highlighted that the Covid-19 outbreak was expected to have a significant adverse impact on College income of up to £4.5m. The DfE and ESFA might provide a package of support for the education sector, but this had not yet been confirmed. The College needed to prepare an action plan.	
8.2	The Chair noted that the purpose of the joint meeting with the Corporation held on 27 February 2019, had been to approve the Integrated Financial Model for Colleges for submission to the ESFA.	
8.3	The DCEO informed Governors that the initial financial forecast scenarios modelled had been pessimistic, but further scenarios were now being modelled to reflect the emerging guidance. The College would not run out of cash in the current academic year, but would face issues in the following academic year and therefore cost cutting actions might be required. The College would be able to access the Government's Job Retention Scheme and would seek to furlough staff where services could not be run. The College would aim to top-up the pay of any staff on furlough to 100% of salary. Conversations were taking place with the bank about potential breaches of	

	covenants with the aim of obtaining waivers before any covenants were breached.	
8.4	The sale of the Garden Mill and Junction Mills sites was not progressing well as the valuation and offer had been significantly reduced. Governors concurred with the view that if the cost of moving provision was likely to be higher than the receipt received for the sale of assets there was no point in proceeding with the sale. If the sale did not go ahead by the end of April this would result in a breach of covenant. The Deputy Chief Executive Officer (DCEO) had alerted the bank to the situation and would seek a waiver to the covenant.	
8.5	Governors asked if the College's financial position typical of the sector. There was some indication that the College was probably in a slightly better position than others in the sector. It was proposed that financial modelling should include a scenario where AEB funding continued to be paid on profile with no clawback.	
8.6	Governors discussed the business planning process. They recognised the uncertainty around apprenticeships, AEB and HE. Governors acknowledged that consideration would need to be given to what the College would look like in terms of provision going forward. It would be a difficult challenge to balance the Government position with business needs and decisions would have to be taken in advance of the new academic year.	
8.7	The Chair thanked the Executive for alerting Governors to these issues.	
8.8	<b>RESOLVED:</b> To approve the amendments to the Committee's Terms of Reference to reflect changes in role and job titles as recommended by the Finance & General Purposes Committee.	
<b>9</b>	<b>Audit Committee - meeting on 5 March 2020</b>	
9.1	Governors received the report of the meeting of the Audit Committee held on 5 March. They were pleased to note that the overall conclusion of the Risk Management Internal Audit Report was 'substantial' which was encouraging.	
9.2	The DCEO reminded Governors that whilst the Audit Committee monitored the Strategic Risk Register, its ownership lay with the Corporation.	
9.3	<b>ACTION:</b> Governors were requested to review the Strategic Risk Register and seek assurance on any matters as required.	<b>Govs</b>
9.4	The DCEO informed Governors that the next training event would include a session on risk and Board assurance.	
<b>10</b>	<b>Quality &amp; Standards Committee - meeting on 12 March 2020</b>	
10.1	The Chair of the Quality & Standards Committee reported on the business covered at the meeting held on 12 March.	

<p>10.2</p> <p>10.3</p> <p>10.4</p>	<ul style="list-style-type: none"> <li>• Attendance continued to be a major issue and there were concerns around A levels. There had not been any improvement before the Covid-19 outbreak. This issue had to a certain extent been overtaken by the current situation and updates on contacts with students were pleasing.</li> <li>• Retention data was positive. Data accuracy had been checked which was reassuring. There was however some inconsistency between retention data and achievement data, which was being interrogated.</li> <li>• The VPQSE updated that the latest forecast for achievement showed an increase in performance to above National Average for 16-18 year olds.</li> <li>• There would be a review of the attendance reporting process and systems before the next academic year.</li> <li>• Good progress was being made on work placements before the Covid-19 outbreak.</li> </ul> <p>Governors were pleased to note some significant improvements in student achievement for our students as recorded in the recently issued National Achievement Rates for 2018-19.</p> <p>The Turnaround Director emphasised the importance of early decision making, to be prepared for the recovery and the need to learn from the current experience to improve future efficiency using remote learning and working.</p> <p>The CEO advised Governors that the Ofsted visit had been postponed due to the Covid-19 outbreak but stressed the College would be a priority for an Ofsted visit when the normal operation resumed.</p>	
<p><b>11</b></p> <p>11.1</p> <p>11.2</p> <p>11.3</p>	<p><b>Reports from Subsidiaries/Joint Ventures/Committees</b></p> <p>Governors reviewed the Minutes from meetings of subsidiary companies, joint ventures and committees as follows:</p> <p>(a) Inprint + Design - 6 March 2020  (b) West Yorkshire Colleges Consortium - 10 March 2020  (c) Equality, Diversity and Inclusion Committee - 26 March 2020  (d) Joint Consultative Committee - 17 March 2020.</p> <p>Governors asked for an update on progress in reducing the number of subsidiary companies. An initial paper had been presented to the Finance &amp; General Purposes Committee and a further report containing detailed recommendations in relation to each subsidiary would be presented to the next meeting of the Committee.</p> <p>In relation to Beacon Recruitment, the DCEO confirmed that steps were being taken towards its dissolution. All of its activities had ceased, and it would effectively become a shell company, as companies had to cease trading for at least 3 months before an application for dissolution could be submitted to Companies House.</p>	

<b>12</b>	<b>Annual Meeting and Business Schedule 2020-21</b>	
12.1	The schedule of meetings for 2020-21 had been circulated. Governors were asked to submit any comments to the Assistant Clerk to the Corporation.	
12.2	<b>RESOLVED:</b> to approve the annual meeting and business schedule for 2020-21.	
<b>Matters to Note</b>		
<b>13</b>	<b>Application of the College Seal</b>	
13.1	The Interim Clerk reported on the application of the College Seal to a Transfer of Part Registered Title for Garden and Junction Mills (HM Land Registry document) on 10 February 2020.	
<b>14</b>	<b>Any other business</b>	
14.1	The Chair congratulated Salsabil Elmegri, Student Governor, on her election to office of the national Vice President of the National Union of Students (NUS) for the Further Education sector.	
14.2	The Corporation recorded it thanks to the Interim Clerk for her service over the past 14 months in supporting Governors and the College's governance structure and processes, and wished her well for her early retirement.	
<b>15</b>	<b>Standing Agenda Items</b>	
15.1	Governors received the following key documents: <ul style="list-style-type: none"> <li>• Safeguarding Update</li> <li>• Period 7 Management Accounts</li> <li>• Strategic Risk Register</li> </ul>	
15.2	<b>ACTION:</b> Governors were asked to direct any questions or requests for further information to the relevant Executive Lead or to the Clerk who would arrange for the Executive Lead to provide a response.	<b>Govs</b>
<b>16</b>	<b>Date of Next Meeting</b>	
16.1	The next meeting was scheduled to take place on Thursday 21 May 2020.	
16.2	The Chair closed the meeting at 5.45pm.	

Approved by the Corporation:

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Signed by the Chair

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Date

## Agreed Actions

No	Minute	Action	Who?
1	6.3	Chairs' Group to serve as an Emergency Committee for the duration of the Covid-19 crisis with delegated authority to take decisions on matters of urgent business on behalf of the Corporation by way of a simple majority.	Chairs' Group
2	9.3	Governors were requested to review the Strategic Risk Register and seek assurance on any matters as required.	Govs
3	15.2	Governors were asked to direct any questions or requests for further information on the standing agenda items to the relevant Executive Lead or to the Clerk who would arrange for the Executive Lead to provide a response.	Govs