

MINUTES OF THE MEETING OF THE CORPORATION MEETING
HELD: Thursday 22 October 2020 at 16:00 hours
via Microsoft Teams

Present:	Guest:
Cath Orange (Chair)	Clive Howarth (ESFA)
Paul Ashton (Vice-Chair)	
Paul Birtles	In Attendance:
June Durrant	Sarah Cooper (Director of People Services)
Chris Webb (CEO)	Dawn Leak (Vice Principal Curriculum & Development)
Billy Khokhar	Chris Malish (Deputy Chief Executive Officer)
Andrew Naylor	Craig Tupling (Vice Principal Quality & Student Experience)
Ann Kendal	Sarah McKenzie (Clerk to the Corporation)
Piers Telemacque	Allison McEvoy (Assistant Clerk to the Corporation)
Steve Roberts	
Apologies:	
Neil Ward	
Lendy Ho	

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
Housekeeping		
1	Chair's Welcome and Introductions	
1.1	The Chair welcomed everyone to the meeting.	
2	Apologies for Absence and Declarations of Interest	
2.1	Apologies were made for Neil Ward and Lendy Ho.	
2.2	There were no specific or additional disclosures of interest.	
2.3	The Chair thanked Governors for all of their contributions recently.	
2.4	The Chair welcomed Clive Howarth (ESFA) to the meeting.	
2.5	The Chair welcomed Steve Roberts back after his year's sabbatical.	

2.6	The Chair advised that Geoff Alvy has now stepped down as governor and therefore as Chair of the Audit Committee and that Richard Woods will act as Audit Chair on a temporarily basis.	
3	Minutes of the meetings held on 16 July and 3 September 2020	
3.1	RESOLVED: The Minutes of 16 July 2020 were approved as an accurate record and can be signed by the Chair.	
3.2	RESOLVED: The Minutes of 3 September 2020 were approved as an accurate record and can be signed by the Chair.	
4	Matters arising	
4.1	It was noted that all matters arising were complete.	
Effective Governance (SR2, SR8, SR9)		
5	Chief Executive Officers Report	
5.1	<p>The CEO updated the meeting on the key items on the agenda. The key items being:</p> <ul style="list-style-type: none"> • Item 7. Data dashboard/ balance scorecard • Item 8. FEC Stocktake • Item 11. Quality and Standards minutes- OFSTED feedback <ul style="list-style-type: none"> (b) 19-20 results • Item 12. Finance and General Purposes <ul style="list-style-type: none"> (b) Enrolment and student numbers (c) 2019-20 Quarter 4 Forecast and Management Accounts 	
6	Strategic plan- Vision/mission/values and Corporate Social Responsibility Policy	
6.1	<p>The DCEO presented the Corporate Social Responsibility Policy. It was noted that the Code of Good Governance recommends Colleges adopt such a policy. It links with the College's Vision/ Mission/ Values.</p> <p>The DCEO presented the Vision/Mission/Values, these had been discussed at the Strategic Planning Event in January 2020 but were not included with the Strategic Plan when it was approved by the Corporation in July 2020. Governors were asked to formally approve the on the</p>	

	<p>Vision/Mission/Values and encouraged to reflect on these as part of their ongoing role.</p> <p>RESOLVED: That the Corporate Social Responsibility Policy is approved.</p> <p>RESOLVED: That the Vision/Mission/Values are approved.</p>	
<p>7</p> <p>7.1</p>	<p>Data Dashboard/balance scorecard</p> <p>The DCEO advised that the data dashboard underpins the new strategic plan and that going forward, each committee will review the relevant KPIs in this format. It will give Governors an overview of progress against each of the strategic objectives. The Quality and Standards area needs refining due to the amount of data involved.</p> <p>Q. Will the Data Dashboard/balance scorecard be made available for Governors to view?</p> <p>A. Yes it will be made available to governors quarterly.</p> <p>Q. It doesn't seem to have an area for curriculum?</p> <p>A. No it doesn't at this point in time.</p> <p>The Chair suggested inclusion of metrics to measure progression pathways through the curriculum. Enquiries to applications for enrolment and feedback from stakeholders.</p> <p>It was agreed that the Quality and Standards Committee would review the metrics for the data dashboard at its next meeting.</p> <p>The Chair thanked the DCEO for all of the work that had gone in to the Data Dashboard.</p>	<p>VPQSE/Clerk</p>
<p>8</p> <p>8.1</p>	<p>Strategic recovery update/ FEC Stocktake- Verbal update</p> <p>The DCEO provided an update on the FEC Stocktake visit that took place on 8 October 2020. The FEC team considered a a whole host of data around quality, finance, HR etc. They met with Governors, Heads of Department, Senior Post Holders and other Senior Leaders. The Draft Report starts with the sentence 'This is a good college'. The DCEO read out some of the highlights of the report and advised that the college did not receive any recommendations. It was noted that the FEC team were more than happy with the College's progress on Finance and Quality but that the College was unlikely meet the strict financial criteria set, to come out of formal intervention before spring 2022.</p>	

8.2	<p>It was noted that the report is not published. Governors were keen to share the positive news as part of their role as ambassadors for the College. It was agreed that any PR pieces will be shared with governors.</p> <p>ACTION: Clerk to circulate final report</p>	Clerk
9	<p>Audit Committee- 17 September 2020</p> <p>The Chair of the Audit Committee provided an update on;</p> <p>9.1 a) <u>Draft Minutes</u></p> <p>Provided for information and context.</p> <p>9.2 b) <u>Audit Plans</u></p> <p>The External Audit Plan was recommended to the Corporation for approval. It is the first year that the College has used RSM for external audit. The Internal Audit plan 2020-2021 was also provided for information.</p> <p>9.3 c) <u>Regulatory Self- Assessment Questionnaire</u></p> <p>This questionnaire is produced by the ESFA, the Audit Committee recommend the completed questionnaire to the Corporation for approval. The CEO (As Accounting Officer) and the Chair of Corporation are asked to sign the document, which will then be held by the auditors to help direct the audit.</p> <p>9.4 d) <u>Report on Whistleblowing, Fraud and other irregularities</u></p> <ul style="list-style-type: none"> • There have been no reports of whistleblowing or fraud since the last report on 15 May 2020. • Attempted email phishing attack- this was reported to IT and a warning email sent out to all staff. • IT are alert to any potential ransomware attacks. • An amendment to the report provided was highlighted. There are currently 13 live claims with the College insurers none of which are new. They are broken down as 4 property damage/thefts (this is reflected in the Regulatory statement) 4 public liability and 5 employer liability. <p>9.5 e) <u>Annual Risk Management Report</u></p> <p>The committee received its first annual report from the DCEO on risk management activity across the college, the outcomes of which will be reflected on in the annual Audit Committee report to the Corporation in December.</p>	

<p>9.6</p> <p>9.7</p> <p>9.8</p> <p>9.9</p>	<p>(f) <u>Audit Committee Terms of Reference</u></p> <p>The Audit Committee had reviewed its Terms of Reference and recommends them to the Corporation for approval.</p> <p>RESOLVED: That the External Audit Plan is approved.</p> <p>RESOLVED: That the Chair of Corporation and the CEO as Accounting Officer sign off on the Regulatory Self- Assessment Questionnaire.</p> <p>RESOLVED: The Audit Committee Terms of Reference are approved.</p>	
<p>10</p> <p>10.1</p> <p>10.2</p> <p>10.3</p> <p>10.4</p> <p>10.5</p>	<p>Search & Governance Committee- 24 September 2020</p> <p>The Chair of the Search and Governance Committee provided an update on:</p> <p>a) <u>Draft Minutes</u></p> <p>Provided for information and context.</p> <p>b) <u>Black Further Education Leadership Group (BFELG) 10- point plan</u></p> <p>The CEO advised that there is a 10- point plan for Further Education to raise the profile of black people. We are looking for support from the Corporation to adopt the 10- point plan on behalf of the College. The CEO advised that the College is already doing much of this, it just gives us more focus on the issue.</p> <p>Q. How many staff are from a BAME background? A. Staff ethnicity 2019/20, 64.6% white, 29.2% BAME, 6.2% unknown (not declared)</p> <p>Q. How do we ensure that that the narrative/ actions are pertinent for our BAME members of staff? A. We have BAME members of staff at all levels feeding into the work of the Equality and Diversity Committee, challenging the way we do things throughout the college. We need to continue to consult without staff.</p> <p>The CEO advised that the BFELG were also looking for governors to join the group. Further details are available from the CEO via the Clerk.</p> <p>c) <u>Succession planning</u></p> <p>It has already been noted that Geoff Alvy was stepping down as Audit Chair. The Chair thanked Richard Woods for stepping in as temporary Audit Chair. We have interviewed 3 of 4 applicants for independent</p>	

<p>10.6</p>	<p>governor vacancies. The Clerk is holding 1:1s with each governor, with a focus on succession planning.</p> <p>d) <u>Annual Governance Report</u></p> <p>The Clerk advised that the following items needed approval from the Corporation:</p> <ul style="list-style-type: none"> • Composition of the Governance Structure • Attendance targets reduced from 80% to 75% • The Committee Structure • Search and Governance Terms of Reference • Senior Post Holder and Clerk Appointments Committee Terms of Reference • Membership of the Committees • Standing Orders for the Corporation • Governors Code of Conduct <p>e) <u>Code of Governance Compliance</u></p>	
<p>10.7</p>	<p>All Corporations are required to adopt a code of Governance. We have adopted the AoC Code of Good Governance. In reviewing the College's compliance with the Code, some of the face to face areas have not been achieved due to Covid, these will be rolled forward into the 2020-21 Governance Quality Improvement plan for action.</p>	
<p>10.8</p>	<p>f) <u>Governance Quality improvement plan</u></p> <p>A new plan for 2020/21 was presented for approval.</p> <p>It was noted that the Chairs Committee had now been dissolved with all chairs to now attend Search and Governance Committee.</p>	
<p>10.9</p>	<p>RESOLVED: that the following are approved:</p> <ul style="list-style-type: none"> • Signatory and implementation of the BFELG 10-point plan • Composition of the Governance Structure • Attendance targets reduced from 80% to 75% • The Committee Structure • Search and Governance Terms of Reference 	

	<ul style="list-style-type: none"> • Senior Post Holder and Clerk Appointments Committee Terms of Reference • Membership of the Committees • Standing Orders for the Corporation • Governors Code of Conduct • Governance Quality Improvement Plan for 2020-21 	
11	<p>Quality & Standards Committee- 1 October 2020</p> <p>The Chair of the Quality and Standards Committee reported on the meeting held on 1 October 2020.</p>	
11.1	<p>The VPQSE provided an update on the OFSTED visit on 30 September/ 1 October.</p> <ul style="list-style-type: none"> • The report is now available online. • It was a positive visit which was down to everyone who contributed. • Staff and students were able to recognise the support they had been given in terms of online delivery. • They talked to around 16 students. • They looked at Investment in terms of IT infrastructure • There was some good feedback for us. • Student engagement was covered. 	
11.2	<p>a) <u>Draft Minutes</u></p> <p>Provided for information and context.</p>	
11.3	<p>b) <u>19-20 results</u></p> <p>The Chair of Quality and Standards summarised 19-20 results.</p> <ul style="list-style-type: none"> • FE achievement was up by 5.3% • 16-18 was up by 8.3% • 19+ was up by 3.5% • Apps for 2020/21 are at 54.4%, which is purely as a result of Covid. 	

	<ul style="list-style-type: none"> • HE results are not available as yet and will be presented at the next Corporation meeting. <p>The Chair noted there were some caveats around the results but overall it was a good picture. Some students will be needing extra support which will need to be financed by the 614k learner support fund. The VPQSE advised that in terms of the processes with grades, we carried out our own algorithm and we had predicted grades that were an overall achievement of 87.</p>	
11.4	<p>Q. Were these results based on the predicted grades from the schools and colleges themselves?</p> <p>A. We used a teacher assessment and then a quality assurance process to including our own algorithm.</p>	
11.5	<p>c) <u>OfS Assurance</u></p> <p>An action plan against which implementation of The Access and Participation Plan can be monitored, was shared with the Corporation for information and agreement.</p>	
11.6	<p>d) <u>Safeguarding policy and procedure</u></p> <p>This were presented to Corporation for approval.</p>	
11.7	<p>e) <u>Equality, Diversity and Inclusion Policy and Procedure</u></p> <p>This were presented to Corporation for approval.</p>	
11.8	<p>f) <u>Safeguarding annual report</u></p> <p>It was noted that it was an impressive report in that we have managed to maintain and support our vulnerable students to a very high level during Covid.</p>	
11.9	<p>g) <u>Q&S Committee Terms of Reference</u></p> <p>These were presented to Corporation for approval.</p>	
11.10	<p>RESOLVED: The OfS APP action plan is noted and approved by the Corporation</p>	
11.11	<p>RESOLVED: Safeguarding Policy and Procedure are approved by the Corporation.</p>	
11.12	<p>RESOLVED: Equality, Diversity and Inclusion Policy and Procedure are approved by the Corporation</p>	

<p>12.3</p>	<p>currently understand where those students have gone. One hypothesis is that students are using their grades and opting to do A-levels rather than the vocational subjects and going to the local sixth forms.</p> <p>It was noted that other schools in the area were experiencing similar scenarios and that we need to be prepared for late transfers onto our courses.</p> <p>b) <u>2019-20 Quarter 4 Forecast and Management accounts</u></p> <p>The DCEO provided an update:</p> <ul style="list-style-type: none"> • Overall, we exceeded our targets in terms of the EBIDA • Our cash performance was much better than budget. • The bank covenants as per the approved budget in July, we will have breaches in 3 of the 4 test periods. The key breach is debt as a percentage of income. We secured a waiver in July and have secured a waiver in from October and it has already been indicated to the bank that we will need a waiver in January 2021. If we deliver our budget we will have full covenant compliance by the end of this academic year. There will be a covenant review in March 2021. 	
<p>12.4</p>	<p>c) <u>Funding Update</u></p> <p>The additional £1.5m capital funding allocated to the College is utilised to cover the already approved capital expenditure on the roof of Garden Mills and the heating system in the Lister building, totalling £0.75m. With the balance being used to address ageing IT infrastructure, the resultant £0.3m of unallocated capital to be delegated to the DCEO on the condition it is used to address any emerging IT need or withheld until the enrolment position crystallises.</p> <p>The proposal with regards to the 16-19 tuition funding of £0.61m will be used to mainly cover staff costs of £0.55m.</p> <p>BeReady- the Committee approved a proposal relating to a national teaching training partnership to deliver the Level 6 Teacher Apprenticeship.</p>	
<p>12.5</p>	<p>d) <u>Subsidiaries- HR and Financial update</u></p> <p>The DCEO and DPS provided the HR and Finance updates on subsidiaries.</p> <p><u>Beacon</u></p> <p>All Beacon workers were ended before or by 31 July 2020 with minimal impact to curriculum delivery due to the end of academic year timing.</p>	

	<p>Now that Beacon is closed flexible staffing is provided in line with the 'Policy on Contracts of Employment' agreed at the Corporation meeting on 24 October 2019. This will give tighter control on the engagement of any workers at the College as all recruitment will be subject to a 'Business Case' approval and sign-off.</p> <p>The HR Business Partners have worked with the Heads of Department and their management teams to use PTHP and fixed-term contracts to re-employ any Beacon workers on Bradford College contracts in line with our safer recruitment process.</p> <p>The College is working with RSM the College's external auditors on the closure process.</p> <p><u>City Training Services (CTS)</u> The TUPE of CTS staff into Bradford College was agreed pre-Covid and has been delayed due to the impact of Covid-19 on apprenticeship revenue and the need to restructure at both CTS and Bradford College. The TUPE process will now be re-planned and a new timeline for the staff communication and consultation and TUPE process will need to be agreed. It is expected that the earliest date of the TUPE transfer will be 1 December 2020, but further legal advice will be taken to ensure that there are no employment risks involved following the restructure activity.</p> <p>The current expectation is that whilst financial support of £850k was approved for CTS it is currently forecast only £600k will now be required.</p>	
12.6	<p>e) <u>Supply Chain Policy</u></p> <p>This was presented to Corporation for approval.</p>	
12.7	<p>f) <u>F&GP Committee Terms of Reference</u></p> <p>This was presented to Corporation for approval.</p>	
12.8	ACTION: Governors to be invited to observe Q1 performance reviews	Clerk
12.9	RESOLVED: The Supply Chain Policy is approved by Corporation.	
12.10	RESOLVED: The Finance and General Purposes Terms of Reference is approved by Corporation	
13	Health and Safety Annual Report	
13.1	<p>The DPS provided a summary of the Health and Safety Annual Report.</p> <p>The Chair offered congratulations to feedback to the staff.</p>	

14	GDPR Annual Report	
14.1	The DCEO provided a summary of the GDPR Annual Report. The DCEO will start to provide an annual GDPR update to the Audit Committee. All departments are expected to read the policy annually and we are now looking at a more focused mandatory training module.	
14.2	Q. Is there one person in the college who is responsible and accountable for the GDPR? A. Yes, the DCEO acts as the Data Protection Officer.	
14.3	ACTION: The Chair asked governors to offer feedback for future inclusion in the GDPR annual report to the DCEO outside of the meeting.	Governors
15	Strategic risk monitoring	
15.1	The following recommendations were put forward by the Finance and General Purposes Committee: <ul style="list-style-type: none"> • SR10- Failure to prepare for and respond to critical incidents- TO BE KEPT UNDER REVIEW • SR13- Continuous on-going industrial action as a result of restructuring and financial ability to meet 19/20 pay claim- TO EVOLVE TO RELATE TO 20/21 • SR14 – Failure to maintain an up to date single central record of staff and have current DBS checks in place for all staff- TO BE KEPT UNDER REVIEW 	
15.2	RESOLVED: Changes relating to SR10, SR13 and SR14 are approved by Corporation.	
16	Reports from Subsidiaries/ Joint ventures/ Committees*	
16.1	The following subsidiary company reports were shared with the Committee for information: <ul style="list-style-type: none"> • Imprint and design Board minutes – 16.07.20 • Imprint and design Board minutes – 24.08.20 • Equality and Diversity Committee minutes- 14.07.20 • Health, Safety and Welfare committee minutes- 25.06.20 • Joint Consultative Committee minutes- 09.07.20 	
Summary matters		
17	Any other business	

17.1	Following a request from Gillian Keegan MP (Parliamentary Under Secretary of State for Apprenticeships and Skills), the CEO sought agreement from the Corporation to amend the Covid plan to allow for the opening of one of the campus buildings each Friday during term time to accommodate any students that may wish to be on-site.	
17.2	AGREED: That the CEO facilitate one of the campus buildings to be opened each Friday during term time with immediate effect.	
17.3	The Chair closed the meeting at 6.20 pm.	

Approved by the Corporation:

Cath Orange
Signed by the Chair

14.01.2021
Date

Agreed Actions

No	Minute	Action	Who?
1	7	It was agreed that the Quality and Standards Committee would review the metrics for the data dashboard at its next meeting.	VPQ&SE/Clerk
2	8	FEC Stocktake - Clerk to circulate final report	Clerk
3	12.8	Governors to be invited to observe Q1 performance reviews	Clerk
4	14.3	The Chair asked governors to offer feedback for future inclusion in the GDPR annual report to the DCEO outside of the meeting.	Governors