

**MINUTES OF THE MEETING OF THE CORPORATION MEETING**  
**HELD: Thursday 25 March 2021 at 16:00 hours**  
**via Microsoft Teams**

<b>Present:</b>	<b>In attendance:</b>
Cath Orange (Chair)	Sarah Cooper (Director of People Services)
Paul Ashton (Vice-Chair)	Dawn Leak (Vice Principal Curriculum and Development)
Paul Birtles	Chris Malish (Deputy Chief Executive Officer)
June Durrant	Craig Tupling (Vice Principal Quality & Student Experience)
Ann Kendal	Sarah McKenzie (Clerk)
Steve Roberts	Allison McEvoy (Assistant Clerk)
Piers Telemacque	
Billy Khokhar	
Shezad Aslam	
Neil Ward	
Emmanuel Osei Boateng	
Chris Webb (CEO)	
Tiffany Lythgow	
Richard Woods	
Azim Kidwai	
<b>Apologies:</b>	
Lendy Ho	
Fiona Thompson	
Cuthbert Pazvakavambwa	
Clive Howarth (ESFA)	

*The quorum was 8 governors*

*L/J Denotes the time a Governor left/joined the meeting*

<b>Item</b>		<b>Action</b>
<b>Housekeeping</b>		
<b>1.</b>	<b>Chair's Welcome and Introductions</b>	
1.2	The Chair welcomed everyone to the meeting.	
<b>2.</b>	<b>Apologies for Absence, Declarations of Interest and Written Resolutions</b>	
2.1	Apologies were made for Cuthbert Pazvakavambwa, Fiona Thompson and Lendy Ho. Clive Howarth (ESFA) also sent his apologies.	
2.2	There were no specific or additional disclosures of interest.	

2.3	<p>The Clerk confirmed that the following Written Resolutions that had been put to the Corporation on recommendation from the Search and Governance Committee had been passed:</p> <p>Appointment of independent governors for a term of 4 years and membership of Committees as follows:</p> <ul style="list-style-type: none"> <li>• Emmanuel Osei Boateng – Quality and Standard Committee</li> <li>• Azim Kidwai – Audit Committee</li> <li>• Fiona Thompson - Quality and Standards Committee</li> <li>• Cuthbert Pazvakavambwa – Finance and General Purposes Committee</li> <li>• Shezad Aslam – Quality and Standards Committee</li> <li>• Andrew Warren – later nulled</li> </ul> <p>Appointment of student governors until the end of the academic year 2020-21 as follows:</p> <ul style="list-style-type: none"> <li>• Marvina Newton – Quality and Standards Committee</li> <li>• Sura Al-Ani – later nulled</li> </ul> <p>Appointment of Tiffany Lythgow as staff governor and member of Audit Committee for a term of 4 years.</p> <p>Appointment of Cllr Kyle Green as co-opted member of Quality and Standards Committee for a term of 4 years.</p>	
3.	<p><b>Minutes of the meetings held on 17 December 2020 and Extraordinary meeting on 11 March 2021</b></p>	
3.1	<p>The minutes were reviewed and a correction to the 17 December 2020 at minute 7.4 was noted, 500 to be corrected to 50.</p>	Clerk
3.2	<p><b>RESOLVED:</b> Subject to the agreed amendment, the minutes of the 17 December 2020 and the Extraordinary meeting on 11 March 2021 meeting were approved as an accurate record and can be signed by the Chair.</p>	
4.	<p><b>Matters Arising</b></p>	
4.1	<p>It was noted that all matters arising were complete.</p>	
<b>Effective Governance (SR2, SR8, SR9)</b>		
5.	<p><b>Chief Executive Officer's Report</b></p>	
5.1	<p>The CEO updated the meeting on a number of key items:</p>	

	<p><b>Adult Education Budget (AEB) Devolution</b>  The adult education budget is being devolved from a National Grant directly from the Education and Skills Funding Agency (ESFA) to a Regionally devolved Grant administered and managed by the West Yorkshire Combined Authority (WYCA). The WYCA has provided an indicative grant for 2021/22 of £7.7m which is approx. £400k less than the National Grant received in 2020/21. In addition to this WYCA will be charging the College a 2% management fee on the £7.7m (approx £150k).</p> <p><b>Staff Engagement Survey</b>  The overall engagement score is 92.2% and includes all the scores of ‘Strongly Agree’ and ‘Agree’ which is positive. The 2018 score was 45.0% and in 2019 it was 75.0%. This is a significant improvement over the last two years and reflects how the improvements being made across the college are significantly impacting on staff engagement levels.</p> <p><b>Student Satisfaction Survey</b>  The most recent student survey (mid-course review) has again shown a significantly improved picture. The College is now scoring in quartile A in seven out of 8 categories.</p> <p><b>The Departure of one Deputy CEO and the arrival of a new one</b>  Chris Malish will be leaving on the 12 April and the CEO thanked him personally for everything he has done and achieved for the College and then thanked him again for being a fantastic Deputy to the CEO, wishing him all the very best as he takes the helm of Hull College Group.</p> <p>The CEO informed Governors that Mark Day, will take up his post as the new Deputy CEO on the 29 March 2021.</p> <p>5.2 <b>Q. What is the combined authority doing for the £150K?</b>  A. It is the 2% that the WYCA are charging the College for their management fee.</p> <p>5.3 <b>Q. Do we have innovative ways of looking at funding due to the impact on the funding cuts?</b>  A. Our mission is to transform lives and support the students, not to generate profit. However, we do have a project where there is constant scanning for commissioning and tendering on funding opportunities, for example, we have recently been awarded £10K in funding for student health and mental wellbeing during the pandemic.</p> <p>5.4 The Chair advised that she had attended an AoC Chairs and Principals meeting and that other colleges were very concerned about the reduction in grant funding and will also be heavily impacted by it.</p>	
6.	<b>Data dashboard/balance scorecard</b>	



7.4	<p>English, Maths, and other courses where learning has been lost or disrupted. Plans are being put in place for a summer school to help disadvantaged students to catch up and complete their courses in a timely manner.</p> <p><b>d) <u>English &amp; Maths</u></b></p> <p>The outlook for Maths is particularly positive following the November re-sit exams, being only 3.9% away from the full year target for high grades and 3% below last year's actual achievement rate for 16-18 students. English is a bit further behind but there is exceptionally high confidence that the College will exceed last year's actual outturn and the target for the year. It was noted that there has been investment in the online learning platform Century Tech and this will play an important part in assessments this year.</p> <p>Governors congratulated the staff and commended their hard work.</p>	
7.5	<p><b>e) <u>Impact of learning, teaching and assessment</u></b></p> <p>Governors looked at the statistics around lesson observations and subsequent plans being put in place. It was noted that the College was in line with its target of 80% of lesson observations do not requiring a re-observation The VPQSE added that the investment being made in this area, is really starting to make an impact.</p> <p>There was some discussion about the different pedagogy for face to face teaching and online teaching, it was acknowledged that the assessment thereof will need to adapt as appropriate.</p> <p>It was recognised that the College needs to look to the future and be creative and innovative around the different forms of learning and teaching that it offers in response to the different ways in which individuals want to access education, whilst being mindful of the core business of the College and the need for sustainability.</p>	
7.6	<p><b>f) <u>Academic Board Terms of Reference</u></b></p> <p>The Terms of Reference and the composition of the Academic Board were recommended to Corporation for approval.</p>	
7.6	<p><b>RESOLVED:</b> Terms of Reference for the Academic Board are approved.</p>	
7.7	<p><b>g) <u>Strategic risk changes</u></b></p> <p>This was discussed under item 12.</p>	
7.8	<p>The VPQSE also advised the Corporation that the Student Satisfaction Survey results had been fantastic and the mid-year review feedback on</p>	

	<p>teaching and learning had been really positive. There have been some significant improvements compared to the previous year. The Chair asked that thanks be passed on from the Corporation to the teams for their efforts.</p>	
<b>8.</b>	<p><b>Audit Committee – 4 March 2021</b></p> <p>The Chair of the Audit Committee provided an update on:</p>	
8.1	<p><b>a) <u>Draft minutes</u></b></p> <p>These were included in the pack for information and background.</p>	
8.2	<p><b>b) <u>Internal Audit Reports</u></b></p> <ul style="list-style-type: none"> <li>• Funding review – overall conclusion Substantial Assurance</li> <li>• HR Follow up report – overall conclusion Substantial Assurance</li> <li>• Staff Utilisation audit- A deadline has been set for the information to be sent to Wylie Bisset before the Easter break so that they can conduct the delayed audit.</li> <li>• There are three internal audits that are currently in flight and have gone very well with the assurance levels all likely to be strong – these will be presented at the next Audit Committee</li> </ul>	
8.3	<p><b>c) <u>Report on Whistleblowing, Fraud and Other Irregularities</u></b></p> <ul style="list-style-type: none"> <li>• The Audit Committee continues to receive these reports and we were assured that there have been no reports of whistleblowing or fraud since the last report.</li> <li>• IT vigilance is ongoing against phishing attacks etc. with IT proactively blocking email accounts and forcing password resets in the event of suspicious activity, for instance the department added a further 6,000 domain that have been added to the blocked list.</li> <li>• There are a number of claims with the insurers some of which are being investigated by Solicitors who specialise in fraudulent and excessive claims.</li> </ul>	
8.4	<p><b>d) <u>Subsidiaries/joint ventures – governance arrangements</u></b></p> <ul style="list-style-type: none"> <li>• The Committee had received a report from the Clerk about the current status of the college subsidiaries and joint ventures.</li> <li>• Much work has been done to rationalise the College’s structure and that there is now only one jointly owned subsidiary (Inprint and Design) and one joint venture (West Yorkshire Consortium of Colleges).</li> </ul>	
8.5	<p><b>RESOVLED:</b> Inprint and Design be asked to review its governance arrangements to ensure that it up to date in terms of efficiency and that there is compliance within the current regulatory structures.</p>	<b>Clerk</b>

8.6	<p><b>ACTION:</b> The lay Director position is filled on the Inprint and Design Board, from the Corporation membership. The Clerk has flagged this to members separately and welcomes expressions of interest.</p> <p><i>L- AK/J- PA</i></p>	<b>Governors</b>
9.	<p><b>Finance &amp; General Purposes Committee – 21 January 2021 &amp; 18 March 2021</b></p> <p>The Chair of the F&amp;GP Committee provided an update on:</p>	
9.1	<p><b>a) <u>Minutes -21 January 2021</u></b></p>	
	<p>These were included in the pack for information and background.</p>	
9.2	<p><b>b) <u>Draft minutes - 18 March 2021</u></b></p>	
	<p>These were included in the pack for information and background.</p>	
9.3	<p><b>c) <u>Closure of dormant companies</u></b></p>	
	<p>It had previously been reported that the intention of the College was to close down the dormant subsidiary companies, however, formal approval was never provided, therefore it is requested that this is now given. The Dormant Companies are:</p> <ul style="list-style-type: none"> <li>• Bradford College Education Trust</li> <li>• Yorkshire Shared Services Limited</li> <li>• Bradford Business school</li> <li>• Bradford Law school</li> <li>• Bradford School of Business &amp; Law</li> </ul> <p><b>RESOLVED:</b> The closure of dormant companies is approved.</p>	
9.4	<p><b>d) <u>Student recruitment update</u></b></p>	
	<p>There is a new Director of Student Recruitment in post and student recruitment remains high priority. The F&amp;GP Chair advised that the committee had been very impressed with the sheer level of work that had gone in to student recruitment to ensure it is the best it can possibly be.</p> <p>The Q&amp;S Chair noted that the College had been disproportionately hit and had lost a lot of applicants, this is not the case across the sector and the region which is concerning. The general consensus appeared to be that the issue was due to a new recruitment process using a new online system which the college wasn't used to.</p>	

<p>9.5</p>	<p>The VPCD assured governors that she will be working closely with the new Director of Recruitment to ensure that any issues are resolved for this year. HE recruitment is looking positive but there is more work to do around continuation from FE to HE.</p> <p><b>e) <u>Management accounts</u></b></p> <p>The DCEO provided a summary of the Management Accounts:</p> <p>Income YTD is £0.1m lower than plan due predominantly to FE/HE Fees as a result of lower in-year recruitment &amp; in-month withdrawals of students, partially offset by higher 14-16 Schools funding. Costs continue to be significantly under plan, with pay savings from ongoing vacancies and non-pay savings due to the impact of online working affecting the volume of orders of physical goods. Restructuring Costs overspend YTD is a timing issue, with the full £0.5m spend expected to be incurred at the end of the financial year.</p>	
<p>9.6</p>	<p><b>f) <u>Treasury management</u></b></p> <p>The F&amp;GP Committee had discussed treasury management in the context of reducing the £2m loan early as this would offset interest costs and is greater than any interest receivable that could be obtained through the use of the deposit account. The Committee recommended to the Corporation that the DCEO is given the mandate to begin discussions with the ESFA and the bank around the option to make an early repayment of the £2m loan.</p>	
<p>9.7</p>	<p>It was also noted that the DCEO was exploring the potential to utilise funds to reward staff in year on a non-consolidated basis. The new DCEO will present a paper on this at the next F&amp;GP meeting.</p>	
<p>9.8</p>	<p>The CEO summarised that staff are now being prioritised over the EBITDA this year, the covenants and the RF agreement need to be met but efforts are being made to try and stabilise staffing so the college can move from good to outstanding. There will be a paper on the budget with more information presented to F&amp;GP and Corporation later this academic year.</p> <p>The CEO reminded governors that this was the steer given by governors at the Strategic Planning Event in January 2021.</p> <p>The Chair noted that some governors spoke out against this approach initially but that overall it was felt that efforts needed to be made to not destabilise the staffing situation.</p> <p>Governors were mindful that support from the bank is key.</p>	

9.9	<p><b>APPROVED:</b> The DCEO is given the mandate to begin discussions with the ESFA and the bank around the option to make an early repayment of the £2m loan.</p>	
9.10	<p><b>Q. Are we still employing the Turnaround Director?</b></p> <p>A. Yes, it is part of the RF agreement with the bank, we extended the contract but on a much- reduced basis.</p>	
9.11	<p><b>g) <u>Budget planning &amp; Financial objectives</u></b></p> <p>The position on the College financial objectives at this moment in time is to keep them inline with the recovery plan measuring the following:</p> <ul style="list-style-type: none"> <li>• EBITDA as a % of Income</li> <li>• Adjusted Staff costs as a % of Income</li> <li>• Borrowing as a % of Income</li> <li>• Adjusted current ratio</li> </ul> <p>It was noted that given the continued emerging changes in funding such as devolution of AEB, Skills guarantee fund and the extension of the 16-19 tuition fund there is potential for extensive changes to the plans currently being formulated. The DCEO said that these areas will be under continual review as the College moves through the planning cycle, with updates being provided at all relevant committee meetings. It was proposed that the measures used to monitor financial sustainability remain as is the same but there was acknowledgement that the level they are set at may change as the funding position become clearer.</p>	
9.12	<p><b>h) <u>People strategy update</u></b></p> <p><b>i) <u>Staff survey results</u></b></p> <p>The DPS provided an update on:</p> <ul style="list-style-type: none"> <li>• The report on the staff survey carried out recently, shows that the college engagement score has improved significantly from 75.0% in 2019 to 92.2% in 2020.</li> <li>• In 2019/20 the college achieved its best ever attendance at work levels with sickness absence reducing to 3.8% ahead of the RF targets.</li> <li>• On recruit, develop and retaining highly skilled and motivated staff, retention is really positive and turnover is lower than the sector average. There is going to be a focus on L&amp;D, future plans and digital strategy. All staff are going to have an individualised development plan.</li> <li>• The number of grievances being raised has reduced to the lowest ever levels. Mangers are being supported to support staff empathetically.</li> <li>• There has been no strike action for 20 months and that there is a general feeling of positivity amongst staff that wasn't there 2 years ago.</li> </ul>	

<p>9.13</p> <p>9.14</p> <p>9.15</p>	<p>The CEO reflected that staff had little belief in themselves 2 years ago as they had endured such a tough time. Bradford College is a place to be proud to work and said he was delighted with the results.</p> <p>The Staff Governor reflected that she had felt the improvements that were evident in the staff survey results. The F&amp;GP Chair reflected on the improvements that have been made on the People Strategy and applauded the DPS and team for their remarkable effort and hard work.</p> <p>The F&amp;GP Chair passed on the Committee’s thanks and good luck to the outgoing DCEO.</p>	
<p>10.</p> <p>10.1</p> <p>10.2</p> <p>10.3</p> <p>10.4</p>	<p><b>Search and Governance Committee – 14 January 2021</b></p> <p>The Chair of the Search and Governance committee gave an update on the last meeting:</p> <p>a) <b><u>Draft minutes</u></b></p> <p>These were included in the pack for information and background.</p> <p>The Committee received an update about a then impending staff employment tribunal which has since concluded. It found for the college in every aspect of the case.</p> <p>The Committee looked at succession planning and four new governors have since been recruited. In considering the skills mix, efforts to attract a governor(s) with legal and/or a HR background continue.</p> <p>b) <b><u>Policy on the Publication of Minutes, Papers, and Agendas</u></b></p> <p>The Policy on Publication of Corporation Minutes, Papers and Agendas was last reviewed in February 2018. It had been reviewed again to ensure that it is consistent with the Instrument and Articles, the Standing Orders and individual Committee Terms of Reference. The key change, in the interest of transparency, is that it is proposed that minutes from Committee meetings and Written Resolutions are published on the College website alongside the already published Corporation minutes.</p> <p><b>RESOLVED:</b> The Policy on the publication of Minutes, Papers and Agendas is approved.</p> <p>c) <b><u>Meeting Schedule for 2021/22</u></b></p> <p>The proposed meeting schedule for 2021/22 was presented for approval.</p>	

10.5	<b>ACTION:</b> Move the Q&S committee meeting from 17 February 2022 in to March 2022.	<b>Clerk</b>
10.6	<b>RESOLVED:</b> The meeting schedule for 2021/22 is approved pending an amendment on the Q&S Committee meeting date to be moved from 17 February in to March 2022.	
<b>Governance and Compliance</b>		
<b>11.</b>		
11.1	a) <b><u>SU Constitution</u></b>  The College has been working with an interim board of trustees to reconstitute the Students' Union involving the development of a new Constitution and By-laws.	
11.2	<b>RESOLVED:</b> The SU Constitution and By-laws are approved.	
11.3	b) <b><u>FOI and Publication policy</u></b>  The FOI Policy had been updated to include the Publication Scheme and references to new Data Protection and Legislation.	
11.4	<b>RESOLVED:</b> The FOI and Publication Policy is approved.	
11.5	d) <b><u>Data Protection (GDPR) policy</u></b>  This item was deferred to next meeting.	
11.6	e) <b><u>Modern Slavery Statement</u></b>  The College is required to publish a Modern Slavery Statement on an annual basis. The DCEO confirmed that statement for 2019-20 had been delayed but that there had been no changes to reflect in the statement compared to the prior year's statement.	
11.7	<b>RESOLVED:</b> The Modern Slavery Statement is approved for signing by the Chair and CEO prior to publication on the College website.	
11.8	f) <b><u>College re-opening</u></b>  The DPS provided an update on the re-opening of the College following a national lockdown relating to the Covid-19 pandemic. The update was provided for assurance and monitoring:  On 22 February 2021, the government announced the reopening of school and colleges from Monday 8 March 2021. Following this, the College developed a Phase 5 plan for the period from 8 March until 9 April 2021 and is a controlled and phased reopening of the college. Phase 6 will cover the period 12 April to 21 June 2021, when the government expects Covid-19 restrictions to end.	

	<p>The Phase 6 plan will be based on Phase 5 and the control measures in place but with potentially more staff and students on site. The Heads of Department are working on the plans. Phase 6 will also see support non-student facing staff return to college on a rota basis. Many of these staff have been working remotely for 12 months now, so this will help them to adjust to a return to more normal working arrangement post 21 June 2021.</p> <p>The College has been working closely with the unions and Phase 6 had been agreed with the unions earlier in the day of the meeting.</p> <p>In terms of lateral flow testing, there has only been 3 positive cases reported onsite since the testing commenced.</p> <p>The CEO acknowledged that the unions and the College have worked well together on the various phases of the plan and offered his thanks to the unions on behalf of the Executive Team.</p> <p>I was noted that the NHS vaccination center set up in the Old Building had been a success but that it will now close for a period due to the national vaccination shortage.</p>	
<b>Risk</b>		
<p><b>12.</b></p> <p>12.1</p> <p>12.2</p>	<p><b>Strategic risk monitoring</b></p> <p>The DCEO gave a verbal update on the Strategic Risks. The Corporation considered amends to the risk register that had been recommended by the committees.</p> <p><b>RESOLVED:</b> The strategic risk changes and observations below:</p> <ul style="list-style-type: none"> <li>• <b>SR1-</b> Finance Q2 is looking positive but still remaining in amber at this point due to the bank covenants.</li> <li>• <b>SR4-</b> Failure to ensure achievement rates and value- added increase and are above national averages impacting the College’s ability to improve on poor inspection grades and quality assessment outcomes is moved from a rating of 4 to a 3.</li> <li>• <b>SR7-</b> Failure to improve the quality of teaching, learning and assessment is moved from a rating of 4 to a 3.</li> <li>• <b>SR8 -</b> Change in Government Policy impacting on funding and quality assessments, there is some tension from the AEB devolution and the impact on that. Whilst it is green, there is a need to continue to monitor closely.</li> </ul>	
<p><b>13</b></p> <p>13.1</p>	<p><b>Reports from Subsidiaries/Joint Ventures/Committees*</b></p> <p>The following subsidiary company reports were shared within the papers for the meeting for information:</p> <p>a) Training for Bradford (CTS) - none b) Inprint &amp; Design - none</p>	

	c) West Yorkshire Colleges Consortium - none d) Equality & Diversity Committee – 19.12.20 e) Health, Safety & Welfare Committee – 8.12.20, 13.01.21, 26.01.21 f) Joint Consultative Committee – 17.12.20, 1.03.21, 4.03.21	
<b>Summary matters</b>		
<b>14</b>	<b>Any other business</b>	
14.1	<b>DCEO leaving</b> The Chair read from a leaving card for the DCEO on behalf of governors, thanking him for all he has done at Bradford College and wishing him well for his future as he takes on the role of CEO and Principal at Hull College Group.  <i>L- BK/Exec Team</i>	
14.2	<b>Remuneration Committee Membership</b>  The Search and Governance Committee had reviewed membership across the Committees and recommended that Ann Kendal, due to a conflict with her membership of Audit Committee ceases to be a member of Remuneration Committee and that both Billy Khokhar and Lendy Ho become members of Remuneration Committee	
14.3	<b>RESOLVED:</b> Billy Khokhar and Lendy Ho are to become members of the Remuneration Committee with immediate effect.	
14.4	The Chair closed the meeting at 18.04	
<b>15</b>	<b>Meeting Evaluation</b>	<b>Assistant Clerk</b>
15.1	Link to the meeting evaluation form to be circulated via email.	

Approved by the Corporation:

P. Ashton  
Signed by the Chair

01.06.2021  
Date

#### Agreed Actions

No	Minute	Action	Who?
1	3.1	The minutes were reviewed and a correction to the 17 December 2020 at minute 7.4 was noted, 500 to be corrected to 50.	Clerk
2	8.5	Inprint and Design be asked to review its governance arrangements to ensure that it up to date in terms of	Clerk

		efficiency and that there is compliance within the current regulatory structures.	
3	8.6	The lay Director position is filled on the Inprint and Design Board, from the Corporation membership. The Clerk has flagged this to members separately and welcomes expressions of interest.	Governors
4	10.5	Move the Q&S committee meeting from 17 February in to March 2022.	Clerk
5	15.1	Link to the meeting evaluation form to be circulated via email.	Assistant Clerk