

MINUTES OF THE MEETING OF THE CORPORATION MEETING

HELD: Thursday 15 July 2021 at 16:00 hours

4F07 DHB Boardroom and via Microsoft Teams

Present:	In attendance:
Cath Orange (Chair)	Sarah Cooper (Director of People Services)
Paul Ashton (Vice Chair)	Dawn Leak (Vice Principal Development & External Relations)
Paul Birtles	Mark Day (Deputy Chief Executive Officer)
Steve Roberts (Via MS Teams)	Craig Tupling (Vice Principal Quality & Student Experience)
Billy Khokhar	Asa Gordon (Vice Principal Curriculum)
Azim Kidwai (Via MS Teams)	Sarah McKenzie (Clerk)
Neil Ward	Allison McEvoy (Assistant Clerk)
Emmanuel Osei Boateng (Via MS Teams)	Pauline Odulinski (consultant – External Board Review) (Via MS Teams)
Chris Webb (CEO) (Via MS Teams)	
Tiffany Lythgow	
Fiona Thompson (Via MS Teams)	
Cuthbert Pazvakavambwa	
Shezad Aslam	
Jevgenija Mironova (Observer)	
Habiba Shiraz (Observer)	
Apologies:	
Ann Kendal	
Richard Woods	
Lendy Ho	
Clive Howarth (ESFA)	

The quorum was 8 governors

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

Item		Action
Housekeeping		
1.	Chair's Welcome and Introductions	
1.2	The Chair welcomed Jevgenija Mironova and Habiba Shiraz to the meeting who were observing in preparation for their new role as student governors in September.	
2.	Apologies for Absence, Declarations of Interest and Written Resolutions	
2.1	Apologies were made for Richard Woods, Ann Kendal, Lendy Ho and Clive Howarth	
2.2	There were no specific or additional disclosures of interest.	

3.	Minutes of the meetings held on 27 May 2021	
3.1	RESOLVED: The minutes of 27 May 2021 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.	
4.2	The CEO advised that the college had recruited a new Data Protection Officer, Marc Gillian who will be the new Vice Principal of Funding, Data and Information and will be starting his role on the 11 October 2021.	
Effective Governance (SR2, SR8, SR9)		
5.	External Board Review and action plan	
5.1	The College had applied to take part of a DfE Board Review pilot. Pauline Odulinski ex FE Chair and Principal has been assigned to the College and the review took place during May and June. Pauline presented the finding of her review to the Corporation. The Corporation received positive feedback about its composition, structures and interaction. It was noted that the Corporation is having a very positive impact and has been effectively providing leadership in governance throughout the period of transformational change and the drive for excellence.	
5.2	Pauline had highlighted four areas for review that would enhance the current governance and also take account of some of the changes/expectations likely in the Skills Bill. A draft action plan had been drawn up with a view to further discussions about implementation taking place over the summer/ early autumn in collaboration with the Exec.	
5.3	One of the actions was to look at ways of addressing the weight of the Committee/Corporation papers. Whilst there was a divergence of views, governors on the whole welcomed this recommendation.	
5.4	Q. Will the outcome of the report be published? A. Whilst there is no expectation for the report to be published. It`s discussion and monitoring of actions will become part of the minutes where it is discussed and it will also be referenced in the Statement of Corporate Governance. These are all documents that we publish. The Clerk explained that a self-assessment exercise is to be carried out over the summer with actions from both exercises to feed into the governance improvement plan. <i>L- PO</i>	
6.	Chief Executive Officer's Report	

6.1	The CEO report highlighted a number of priority areas of the agenda, the strategic action plans, the data dashboard 2021/22 and the budgets. It was noted that all but the reputation action plan had been scrutinised at the committees.	
6.2	A final draft report for the Further Education Commissioners (FEC) June 2021 stocktake visit had been shared with governors. It was highlighted that the conclusion from the FEC team would recommend to the Commissioner that it is no longer necessary for stocktake assessments related to intervention to continue as the college has made excellent progress. The CEO thanked the Exec and Governors for their support and congratulated everyone on the positive outcome.	
6.3	Governors noted that to exit intervention the College needs to achieve good financial health, good reports from the FEC team and a good Ofsted rating. Two out of three have been achieved and the College awaits the Ofsted visit.	
7. 7.1 7.2 7.3	<p>7. Data dashboard:</p> <p>a) 2020/21</p> <p>The DCEO presented the 2020- 21 dashboard and welcomed questions from Governors.</p> <p>The Q&S Committee Chair noted that the 16-19 numbers in terms of market share is declining and that Q&S Committee had asked for more information on this so that it can be considered further.</p> <p>It was suggested that when it is red for an extended period, it would help governors to have an extra column to include the mitigation to aid quick reference.</p> <p>Governors considered progression and the VPD&ER noted that progression into 2021/22 is already starting to look good.</p> <p>Q. Are we intending to take learning from Covid to build into our plans for the future direction?</p> <p>A. From a Learning, Teaching and Assessment perspective we are looking at our delivery models, 30% to be online to enable the increase in accessibility of the curriculum for our students.</p> <p>b) 2021/22</p> <p>The DCEO presented the proposed 2021-22 data dashboard, it was highlighted that it had been expanded on for 2021-22 to incorporate a separate section focusing on student recruitment.</p>	DCEO

<p>7.4</p> <p>7.5</p> <p>7.6</p>	<p>The DCEO highlighted the synergies between the data dashboard and the strategic risk register.</p> <p>Q. Are we doing anything different this year to attract students? A. We are offering a progression guarantee for current students, a place guarantee for new students, increased marketing and closer working with schools. It is a very different campaign to what has happened previously.</p> <p>Q. how do capture how engage with employers? A. In terms of engagement with employers we capture this via our Client Relationship Management (CRM) system. We work with employers on pledges and via the capacity development fund. The numbers are reflected on the data dashboard.</p> <p>It was suggested that there may need to be a wider discussion at some point about how we strategize for the future in terms of blended learning.</p> <p>RESOLVED: that the proposed 2021-22 data dashboard be adopted.</p>	
Strategic Plan 2020-24:		
<p>8.</p> <p>8.1</p> <p>8.2</p>	<p>Strategic Action Plan-To grow the college’s reputation and influence</p> <p>The VPD&ER provided a summary of the changes and enhancements in the targets in the strategic action plan for 21/22. A number of enhancements were proposed, that cover a range of engagement activities; open days, industry days, taster events, employer events, work experience that enhances the recruitment plans and showcases the College. A plan to enhance the communication and PR strategy that effectively promotes and informs stakeholders that drives opportunities for the college, staff and students is also in place.</p> <p>RESOLVED: The updated strategic action plan- To grow the college’s reputation and influence is approved.</p>	
Committee Reports		
<p>9.</p> <p>9.1</p>	<p>Quality & Standards - 7 July 2021</p> <p>The Q&S Committee Chair advised that she will be stepping down and that Billy Khokhar would be taking over as Chair of the Committee and Fiona Thompson would become the Vice Chair.</p> <p>a) <u>Minutes of meeting – 7 July 2021</u></p> <p>These were included in the pack for information and background.</p>	

9.2	<p>b) <u>Strategic Plan - To deliver a curriculum that meets the needs of students, employers and our community</u></p> <p>The Chair advised that the strategic plan had been scrutinised by the Q&S Committee and further detail had been requested on the KPI's. This was provided as part of the updated data dashboard at item 7b (above).</p>	
9.3	<p>RESOLVED: The updated strategic action plan - To deliver a curriculum that meets the needs of students, employers and our community is approved.</p>	
9.4	<p>c) <u>Strategic Plan - To deliver an outstanding student experience</u></p> <p>The Q&S Committee recommend to Corporation for approval.</p>	
9.5	<p>RESOLVED: The updated strategic action plan - To deliver an outstanding student experience is approved.</p>	
9.6	<p>d) <u>Student Complaints Policy</u></p> <p>The Corporation reviewed the Student Complaints Policy.</p>	
9.7	<p>RESOLVED: The Student Complaints Policy is approved.</p>	
9.8	<p>e) <u>Committee Terms of Reference</u></p> <p>The Q&S Chair advised that the updated Committee Terms of reference are recommended to Corporation for approval.</p>	
9.9	<p>RESOLVED: The updated Q&S Committee Terms of Reference are approved.</p>	
9.10	<p>f) <u>QIP updates</u></p> <ul style="list-style-type: none"> • There has been real progress in student achievement over the last year couple of years. • Progress in English and Math's was highlighted and there has been a positive impact in that area. • A- levels continue to be an issue although the college continues to be pro-active in their structured approach to how they are dealing with this. • There is no possibility of teacher assessed grades and students have to sit exams in ESOL. The Chair felt that this should have been impact assessed by the government. • Attendance still remains lower than the targets that have been set. 	
9.11	<p>g) <u>OfS Assurance</u></p> <p>The Chair reminded members of the regulatory responsibility relating to the Office for Students. Governors reviewed and discussed the report, recognising the importance.</p>	

<p>9.12</p> <p>9.13</p>	<p>The HE SAR RAG ratings had been challenged by the Q&S Committee and as a result, further information had been requested around external examiner reports so that the Committee can be assured in this area.</p> <p>Q. How does the self- assessment via an external examination assessment work?</p> <p>A. We will invite an external partner from another college at a similar level who will sit on the panel and provide opinions.</p> <p>Q. Do we have any idea of the progress other colleges are making in A-levels and attendance over the last 18 months and are we factoring these extraordinary times and issues in to how we are assessing our performance?</p> <p>A. There have been no national benchmarks since 2018-19. There are going to be some qualification achievement rates coming out this year for those areas that are not teacher assessed grades an we will look at these. There isn't a national average for attendance but all our other KPI's are set at the national average.</p>	
<p>10.</p> <p>10.1</p> <p>10.2</p> <p>10.3</p>	<p>Finance & General Purposes Committee – 8 July 2021</p> <p>The Vice Chair of F&GP Committee who had chaired the meeting on 8 July gave a verbal summary of the meeting.</p> <p>a) Minutes of meeting – 8 July 2021</p> <p>These were included in the pack for information and background.</p> <p>b) Strategic Plan – Sustainable College</p> <p>Governors reviewed and discussed the updated Sustainability Strategic Action Plan which had also been recommended by the F&GP Committee. The key points being that the plan will:</p> <ul style="list-style-type: none"> • Deliver the College Budget and Strategic Financial Plan, we will continue to measure our self against the key metrics. • The capital programme has been brought into the financial measures with internally generated capital and external funds we bid for. • Deliver on planned income • Improve management information systems & processes, this area will continue to meet the deadlines imperative to this area. • Ensure a stable college IT platform & relevant fit for purpose IT infrastructure. We want to continue the good work in this area. 	

	<ul style="list-style-type: none"> • Ensure a relevant fit for purpose estate. We will look at areas of development, preparation for delivery of some of the big capital projects we have coming up. 	
10.4	RESOLVED: That the updated strategic action plan for a sustainable college is approved.	
10.5	<p>c) Treasury Management</p> <p>There had been a discussion at the Committee relating the repayment £2m loan, a communication had been received from the ESFA asking the College to give extra consideration to its plans. A meeting was due to take place between the DCEO and the Bank following the Committee and proposal to be developed following this. The Committee gave the DCEO the mandate to present the proposal to the Corporation that would reflect a repayment of up to £2m. The Corporation received an updated proposal following the meeting with the Bank which suggested that no additional loan repayments be made at this time but that a review be presented to the F&GP Committee in the Autumn. Governors were asked to note the impact on the three-year financial plan further down the agenda.</p>	
10.6	The F&GP Committee had also explored the options in response to the London Interbank Rate (LIBOR), which is set to be abolished on 31 December 2021 and made recommendation to the Corporation that the College adopts 'Bank Rate' to replace LIBOR as the determinant of variable interest rates in the College loan facilities.	
10.7	RESOLVED: That the transition from LIBOR to Bank Rate is approved.	
10.8	<p>d) 3-year financial plan including:</p> <ul style="list-style-type: none"> • budget for 2021/22 • capital plan for 2021/22 • College Financial Forecasting Return (CFFR) 	
10.9	<p>The DCEO presented the 3-year financial plan and explained that the numbers underpin a stable staffing structure as directed governors and that because of the lagged funding and under recruitment in 2020/21 there is also a need to maintain capacity.</p> <p>Taking account of the Treasury Management update, governors reviewed the proposed budgets. It was highlighted that because of the financial trajectory that the College is now it will not now increase EBITDA as quickly. A health score of good is forecast but there is a need to renegotiate the banking covenants to reflect the shift in trajectory, this exercise will take place with the Bank in September 2021.</p>	
10.10	Q. How does not paying the £2m loan affect the position?	

	<p>A. Not paying off some of the £2m could impact on the financial health status but this is why we need to review the situation in the round with the review of the bank covenants to determine the optimum level to pay down. A recommendation will go to F&GP Committee in the Autumn.</p>	
10.11	<p>Q. Can the DCEO comment on the amount of stretch and risk within the plan?</p> <p>A. Risk is the recruitment and therefore income and closely associated with that is changes with the environment, devolution and anticipated national funding. This leads us to the stretch. There is flex, we do have a contingency and we have a good track record of being able to control our expenditure when it is needed.</p>	
10.12	<p>Q. What does it mean for students?</p> <p>A. Whilst we have maintained staffing levels, the key focus has been on growth and making the College relevant for the local community. So, the students have been front and centre to these plans.</p>	
10.13	<p>Q. The College's recent record with recruitment leaves me nervous.</p> <p>A. The income targets are cautious, risked managed and there is flex built in to ensure that we can deliver some movement should it be needed.</p>	
10.14	<p>RESOLVED: That the three-year plan which is forecast to produce a financial rating of 'good' in each of the three years is approved.</p>	
10.15	<p>RESOLVED: That the budget for 2021/22 with a planned deficit of £373,000 is approved.</p>	
10.16	<p>RESOLVED: That the capital plan for 2021/22 totalling £1.9m recommended is approved.</p>	
10.17	<p>As a result of the change in plan to pay back the £2m, there is a need to change the College Financial Forecasting return (CFFR) presented to F&GP Committee slightly and the DCEO was given the mandate to make those changes prior to submission to the ESFA.</p>	
10.18	<p>RESOLVED: That the CFFR is approved.</p>	
10.19	<p>e) Organisational Changes</p> <p>Following three rounds of Business Planning, there was a need for some restructuring. An enhanced scheme is proposed for voluntary redundancy only. For eligible employees, the proposed voluntary redundancy terms for this restructure will be enhanced as per the payments in 2019 and 2020. This means any voluntary redundancy payment will be the higher of either:</p> <ul style="list-style-type: none"> • Statutory Entitlement plus 25%, or • Weekly Pay capped at £767 (£40,000 per annum) multiplied by the total number of weeks entitlement (not capped at 20 weeks). 	

	<p>Pay in lieu of notice (PILON) payments will be made and the redundancy payments will be made in the August payroll.</p> <p>In line with the Financial Regulations, the Corporation was asked to approve the terms of the redundancy scheme.</p> <p>The DPS explained that the process started with 18 individuals potentially being impacted and through mitigation this number has come down to 3.</p>	
10.20	<p>RESOLVED: that the described enhanced redundancy scheme is approved.</p>	
10.21	<p>f) Strategic Plan - Employer of Choice</p> <p>For the benefit of new governors, the DPS was invited to give an overview of the journey that that the people strategy had taken since she had joined the college some two years ago. Governors noted the improvements and the positive change in culture over such a relatively short period of time. The Chair reminded governors that at the January 2021 Governor Strategic Planning event, governors had asked the Exec, after two rounds of restructuring involving many members of staff, to ensure that there is some stability in the workforce and explained that this is reflected in the budget presented.</p> <p>The DPS talked through the changes and enhancements that she added into the proposed Strategic Action Plan for Employer of Choice for 2021/22.</p>	
10.22	<p>RESOLVED: The updated strategic action plan - Employer of Choice is approved.</p>	
10.23	<p>g) Committee Terms of Reference</p> <p>The F&GP Terms of Reference had been reviewed and it was recommended that they be updated to include for the responsibilities relating to the Students' Union, as set out the SU Constitution and By Laws.</p>	
10.24	<p>RESOLVED: That the updated Finance and General Purposes Committee Terms of Reference are approved.</p>	
10.25	<p>h) HE Fees Policy 2021/22 – updated</p> <p>The HE Fees Policy 2021/22 had previously been approved but since then there have been a number of legislative/process changes requiring amendments to the policy to reflect:</p> <ul style="list-style-type: none"> • Changes to EU, Other EEA and Swiss nationals' withdrawals agreements from 1st August 2021 • A Change to payment methods for students paying fees directly rather than by student loan 	

10.26	It was noted that the changes are minimal and do not materially affect the fees charged.	
10.27	RESOLVED: That the amended HE Fees Policy 2021/22 is approved.	
10.28	i) Supply Chain Policy The Supply Chain Policy had been subject to annual review and governors' responsibilities are now included in relation to subcontracted provision.	
10.29	RESOLVED: That the Supply Chain Policy is approved. j) Critical Incident Policy The Critical Incident Policy had been renewed and refreshed following learning from the pandemic, a task force would be brought together to lead on the response, referring to other related policies as appropriate.	
10.30	RESOLVED: That the Critical Incident Policy is approved.	
10.31	k) Financial Regulations The Financial Regulations had been updated to include for: <ul style="list-style-type: none"> • Removal of references to the EU and EU procurement regulations (replaced by UK equivalents) • Removal of withholding of degree certificates for students in debt, this is not permissible under current guidelines • Change of wording on capitalisation due to component accounting rules • Severance authorisations and limits changed to be in line with college governance. • Updated references to linked guidance • Changes to job titles 	
10.32	RESOLVED: That the Financial Regulations are approved.	
10.33	l) Local Government Pension Scheme Employer Discretions Policy There is a requirement placed on the College as a member for a local government pension scheme to publish a policy on employer discretions.	
10.34	RESOLVED: That the Local Government Pension Scheme Employer Discretions Policy is approved.	
10.35	The following papers were shared with the Corporation for the purpose of monitoring and governors were directed to the minutes of the F&GP Committee of 8 July 2021 for the accompanying dialogues.	

	<p>m) Student Recruitment 2021-22</p> <p>n) Management Accounts (May 2021) and Q3 Forecast</p> <p>o) ESFA College finance assessment letter and governors' dashboards</p> <p>There were no additional questions on these items.</p>	
Governance		
11.	Schedule of Business 2021-22	
11.1	The Corporation reviewed the Schedule of business which covered each committee and Corporation meeting for the coming academic year	
11.2	RESOLVED: The 2021-22 Schedule of Business is approved.	
Risk		
12.	Strategic risk monitoring	
12.1	<p>The Corporation reviewed the strategic risks. Each committee had reviewed the risks for which they have oversight and no changes had been proposed. The DCEO reminded governors that the risk register as a whole was owned by the Corporation and governors welcomed the mitigation updates that had been provided noting that that it was a useful audit trail.</p> <p><i>L – governors who had joined the meeting online lost connection and left the meeting. The meeting remained quorate.</i></p>	
Reports from Subsidiaries/Joint Ventures/Committees*		
13.	<p>The following subsidiary company reports were shared within the meeting papers for information:</p> <p>a) Equality & Diversity Committee – 4 May 2021</p> <p>b) Joint Consultative Committee – 20 May 2021</p>	
Matters of note		
14.	Any other business	
14.1	The Clerk shared the news that the College had been successful at stage one of the bid to the FE Capital Transformation Fund for all three projects submitted. Further information to be shared with governors as we move to stage two of the bid.	Clerk
14.2	The Chair thanked the Chairs of the Committees, the Senior Leadership team and fellow governors for all their hard work over the last academic year.	
14.3	The Chair thanked the Q&S Chair for her 'phenomenal' contribution to the governing body and noted that she had led the Q&S Committee through some very challenging times and would be sadly missed.	

14.4	The Chair closed the meeting at 18.15	
15	Meeting Evaluation	Assistant Clerk
15.1	Link to the meeting evaluation form to be circulated via email.	

Approved by the Corporation:

C. Orange
Signed by the Chair

22.10.2020
Date

Agreed Actions

No	Minute	Action	Who?
1	7.1	It was suggested that when it is red for an extended period, it would help governors to have an extra column to include the mitigation to aid quick reference.	DCEO
2	14.1	Further information to be shared with governors as we move to stage two of the bid.	Clerk