

**MINUTES OF THE MEETING OF THE CORPORATION MEETING
HELD: on Thursday 16 December 2021 at 16:00 hours in 4F07 DHB Boardroom**

Present:	In Attendance:
Cath Orange (Chair)	Sarah Cooper (Director of People Services)
Paul Ashton (Vice Chair)	Dawn Leak (Vice Principal Development & External Relations)
Steve Roberts	Chris Malish (Vice Principal Finance & Corporate Services)
Billy Khokhar	Craig Tupling (Vice Principal Quality & Student Experience)
Chris Webb (CEO)	Asa Gordon (Vice Principal Curriculum)
Tiffany Lythgow	Marc Gillham (Vice Principal Data & Funding)
Piers Telemacque	Sarah McKenzie (Clerk)
Fiona Thompson	Allison McEvoy (Assistant Clerk)
Cuthbert Pazvakavambwa	Richard Lewis (RSM) (Via MS Teams)
Shezad Aslam	
John Williams	
Lendy Ho	
Jevgenija Mironova	
Habiba Shiraz	
Neil Ward	
Apologies:	
Ann Kendal	
Paul Birtles	
Azim Kidwai	
Emmanuel Osei Boateng	
David Fearnley	
Richard Woods	

The quorum was 9 governors

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

Item		Action
Housekeeping		
1.	Chair's Welcome and Introductions	
1.1	The Chair welcomed everyone to the meeting.	
2.	Apologies for Absence, Disclosures of Interest and Written Resolution(s), Chairs action and use of the seal	
2.1	Apologies for absence were noted for Paul Birtles, Azim Kidwai, David Fearnley, Emmanuel Osei Boateng and Richard Woods.	
2.2	There were no disclosures of interest.	
2.3	There had been no use of Chair's actions since the last meeting.	

2.4	A Written Resolution was passed on 19 November 2021 appointing Sarah Cooper as a Director of Inprint and Design.	
2.5	The seal was used and authenticated by Cath Orange and Chris Webb on 3 November 2021 to sign the Section 106 agreement relating to the sale of the Old Building.	
2.6	The Chair took some time to thank Paul Ashton (Vice Chair of Corporation and F&GP Committee Chair) who was retiring as an Independent Governor after 10 years of service at the College.	
3.	Minutes of the meeting held on 21 October 2021	
3.1	<i>6.1 Self-Assessment Report & Quality Improvement Plan</i> should be amended to FE Quality Improvement Plan.	
3.2	ACTION: The Clerk to amend the minutes to add FE to the title of the Quality Improvement Plan.	Clerk
3.3	RESOLVED: Subject to the amendments, the minutes of 21 October 2021 were approved as an accurate record to be signed by the Chair.	
4.	Matters arising	
4.1	The Matters Arising Report was reviewed.	
4.2	<i>14.1- Any other business – Transformation Fund. Further information to be shared with governors as we move to stage two of the bid.</i>	
4.3	The VP F&CS advised that the college had been informed that an update is expected on stage two, sometime in March 2022.	
4.4	The Chair encouraged Governors to complete the meeting evaluation forms as the feedback is very helpful.	
Effective Governance (SR2,SR8, SR9)		
5.	Chief Executive officer's report	
5.1	The CEO highlighted and commented on the following areas: Item 7(b) Audit Management Letters/Letters of representation Item 8(b) Annual Report and Financial Statements Governors were advised take a keen interest in the recommendations and report from both the Audit Committee and the F&GP Committee before agreeing the final sign off of the	

	<p>College’s 2020/21 Financial Statements. Once these statements are agreed and approved, they will then be submitted to the ESFA by the end of December, as required.</p> <p>Item 8(e) Financial Forecast & Pay Award</p> <p>After reviewing the current in-year financial performance at the Quarter 1 Performance Review meetings, F&GP Committee are recommending a pay award for staff.</p> <p>Item 9(b) FE Self-Assessment Report</p> <p>The College is self-assessing its overall effectiveness as Grade 2 ‘Good’ with elements of Grade 1 ‘Outstanding’ in the areas of Personal Development, Adults and Apprenticeships.</p> <p>OFSTED Inspection outcome and report</p> <p>In November, the College was subjected to a full inspection. There were 12 inspectors in the Ofsted team and the outcome of the visit was that they viewed and will report that the College has improved from ‘Requires Improvement’ to ‘Good’ across all categories. A draft report has been issued, which has been returned with no amends. It is anticipated that the report will be published in the New Year.</p> <p>Post Intervention Monitoring & Support</p> <p>As part of the process of moving out of Formal Intervention and having the two Financial Notices to Improve ‘closed’, the College will move into what is called a ‘Post intervention monitoring and support’ (PIMS) process.</p> <p>As part of this support process the College is required to submit a small number of key data sets to be agreed for ongoing monitoring and review. The College Executive have taken Key Performance Indicators for the College’s Data dashboard and we will be looking for agreement with the ESFA to agree these for monitoring. A further update on the PIMS plan will go to the January F&GP Committee.</p>	
<p>6.</p> <p>6.1</p>	<p>Data dashboard</p> <p>The VPF&CS presented the data dashboard highlighting that HE income was down on target and that the dashboard also now shows the impact of the bank covenants.</p>	

6.2	<p>Q. Where are we with the two New Digital programmes developed in year?</p> <p>A. We are having discussions around what kind of digital programmes, we are still confident they will be developed but realistically we are looking at September 2022.</p>	
6.3	<p>Q. What is in place to employ teachers to be involved in developing these digital programmes?</p> <p>A. We have a plan to utilise 35 hours of staffs CPD on developing digital programmes. We will always look at developing existing staff first.</p>	
6.4	<p>The Chair advised that the Q&S Committee had an in-depth discussion around attendance and had talked about further work on engagement in learning measures.</p>	
6.5	<p>The CEO advised that there had been an extensive discussion at the F&GP Committee regarding the potential breach of bank covenants and this will be explained by RSM as part of the agenda item to look at the Financial Statements in relation to material uncertainty.</p>	
6.6	<p>It was noted that the Data Dashboard triangulates with the minutes to show where the College is on the different issues.</p>	
6.7	<p>The Chair commented that the college has had some outstanding successes this year but there was still a long way to go.</p>	
Committee Reports		
7.	<p>Audit Committee- 15 December 2021</p> <p>The Chair of the Audit Committee provided an update on:</p>	
7.1	<p>a) <u>Audit Committee Annual Report</u></p> <p>The Audit Committee Chair presented the Audit Committee Annual Report noting that there had been some really good internal audit outcomes in 2020-21 and that the level of assurance given by Wylie Bisset in their annual opinion, was as good as it gets from an internal audit perspective.</p>	
7.2	<p>Q. In reflecting good practise across the sector, should the Audit Report and the Terms of Reference contain any impact the Audit Committee has on the Student Experience?</p> <p>A. That is a really good comment and we will take it away and reflect on it.</p>	

<p>7.3</p> <p>7.4</p> <p>7.5</p> <p>7.6</p> <p>7.7</p> <p>7.8</p>	<p>Q. How long is the contract with the external auditors? A. Three years.</p> <p>b) <u>Audit Management Letters/Letters of representation</u></p> <p>RSM had taken Audit Committee members through the Financial Statements. The Audit Management letter was also received and assurances given that the audit process had been smooth. The Letters of Representation were considered, the Audit Committee were happy to recommend to the Corporation that these be signed by the Chair and Accounting Officer at the same time as the Financial Statements.</p> <p>RESOLVED: Letters of Representation are approved for signing at the same time as the Financial Statements.</p> <p>Q. Could you explain our response to the PIMS and the situation with the ESFA? A. We have had an initial PIMS meeting with ESFA, the PMO and the FEC. There was a discussion around the targets the College would set. One of those is the lowering of the College debt which the FE Commissioner and the ESFA appeared to support. The bank agreed with this but we need to obtain agreement from the PMO.</p> <p>c) <u>Whistleblowing policy & procedure</u></p> <p>The DPS presented the Whistleblowing Policy & Procedure and advised that it had been updated to clarify roles and responsibilities and to provide a clear definition of what constitutes whistleblowing. It was noted that it was to be further updated to clarify the means by which an individual can whistleblow at the request of the Audit Committee.</p> <p>RESOLVED: Subject to the changes, the Whistleblowing Policy & Procedure is approved.</p>	
<p>8.</p> <p>8.1</p>	<p>Finance & General Purposes Committee – 9 December 2021</p> <p><i>J/RL</i></p> <p>The Chair of the F&GP Committee provided an update on:</p> <p>a) <u>Minutes of meeting – 9 December 2021</u></p> <p>These were included in the pack for information and background.</p>	

8.2	<p>Q. What is happening with the sale of the Old Building?</p> <p>A. The Section 106 agreement has now been signed off by all parties. We now enter into a 7-week window with Bradford Council for any objections to be raised, after which the sale is anticipated to go through in March 2022.</p>	
8.3	<p>b) <u>Annual Report and Financial Statements (presented by RSM)</u></p> <p>An updated and final version of the financial statements had been circulated to members and to comply with the Post 16 Audit Code of Practice, RSM attended to talk members through the document prior to decision.</p>	
8.4	<p>Key items highlighted by RSM were:</p> <ul style="list-style-type: none"> • The governors report - relating to public benefit and how this has been delivered. • The impact of Covid 19 relating to extra resources required for students throughout the pandemic and the use of the government’s furlough scheme. • Governance and internal control – information relating to the work of the Audit Committee and the assurance they offer the Corporation • Statement of regularity – no matters of non-compliance • Budget and Cash flow forecasts have been examined by the Corporation and its conclusion that that the College is a going concern. RMS agrees with this conclusion. • The audit opinion - In our opinion the financial statements: <ul style="list-style-type: none"> ○ give a true and fair view of the state of the Group’s and of the College’s affairs as at 31 July 2021 and of the Group’s and the College’s deficit of income over expenditure for the year then ended; and ○ have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice. • The audit opinion is unqualified • Highlighting of a material uncertainty related to going concern arising from the forecasted bank covenant breaches. The Auditors opinion is not modified in respect of this matter. • A surplus of £16.2m is reported with main trading of teaching and learning reporting a loss. • Reported year end reserves are £10.8m • FE Capital grant of £1.5m does not go onto the balance sheet because of the performance model of accounting policy adopted by the College. 	

8.5	<ul style="list-style-type: none"> • The transfer of buildings and funds from the subsidiaries can be seen in the accounts. • Regularity opinion is unqualified and unmodified. <p>RESOLVED: The 2020-21 Annual Report and Financial Statements are approved and can be signed.</p> <p>The Chair thanked RSM for their time and diligence.</p> <p><i>L/RL</i></p>	
8.6	<p>RESOLVED: Delegation of the College Financial Forecast Return (CFFR) approval to the F&GP Committee.</p>	
8.7	<p>c) <u>Modern Slavery Act Statement</u></p> <p>The College is required to publish a Modern Slavery Statement on an annual basis. The VPF&CS presented the statement for 2020-21 noting the activity that the College had undertaken to assure itself that modern slavery was not evident in the supply chain.</p>	
8.8	<p>RESOLVED: The Modern Slavery Act Statement is approved and be signed before publishing on the College website.</p>	
8.9	<p>d) <u>Student recruitment</u></p> <p>The F&GP Chair advised that the Director of Student Recruitment had provided an update on student recruitment at the meeting and explained some of the things the College was focusing on in relation to driving up student recruitment. It was also reported that F&GP Committee had an in-depth discussion around the problems that were facing HE.</p>	
8.10	<p>Q. Is HE becoming a liability in terms of the cost of delivery and do we need to take a decision on whether we want to continue providing HE?</p> <p>A. The F&GP and Q&S Committees are both monitoring the situation closely. We can discuss further at the Strategic Planning Event. We need to work on the cost of delivering HE.</p>	
8.11	<p>e) <u>Financial Forecast & Pay award [independent governors only]</u></p> <p><i>(this item was discussed later in the confidential session under item 13)</i></p>	

<p>9.</p> <p>9.1</p> <p>9.2</p> <p>9.3</p> <p>9.4</p> <p>9.5</p> <p>9.6</p>	<p>Quality & Standards - 2 December 2021</p> <p>The Chair of the Q&S Committee provided an update on:</p> <p>a) <u>Minutes of meeting – 2 December 2021</u></p> <p>These were included in the pack for information and background.</p> <p>b) <u>FE Self- Assessment Report</u></p> <p>The Q&S Chair advised that the FE Self-Assessment Report & Quality Improvement Plan validation had taken place on 26 November 2021, with some changes to the draft version submitted to Committee in October. Apprenticeships was previously a grade 2 and has now been identified as a grade 1. Personal development was a grade 2 and has now been identified as a grade 1. The College now believes both areas are outstanding.</p> <p>Since the October meeting, the Ofsted visit had taken place and it was noted that its report was imminent but that some of the self-assessment gradings proposed were different to those arrived at by Ofsted. The Committee agreed that the self-assessment exercise, although not mandatory, is good practice but that it should remain relevant to the college and its own progression rather than having to fit into the Ofsted framework.</p> <p>Q. How closely does this align to the actual Ofsted gradings? A. Ofsted have graded the college with 2's ("good") across the board.</p> <p>RESOLVED: The FE Self-Assessment Report & Quality Improvement Plan is approved for submission to Ofsted.</p> <p>c) <u>Annual Equality Diversity and Inclusion Report</u></p> <p>The VPQ&SE had presented the draft ED&I Annual Report 2020-21. The Committee had suggested that both the terms sex and gender are used to make it fully inclusive thereby allowing the College to be beyond the legal requirements.</p> <p>Q. Would it be helpful to have the figures for the number of students accessing Safeguarding broken down and is the report sent out to any of our stakeholders? A. The figures are broken down in the annual Safeguarding and Wellbeing Report. Yes, we can look at circulating the Annual ED&I Report to our Stakeholders.</p>	
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9.7	RESOLVED: The Annual Equality Diversity and Inclusion Report is approved subject to changes overseen by the Q&S Chair.	
9.8	<p>d) <u>OfS Assurance</u></p> <p>The VPQ&SE had presented the report highlighting key challenges in HE:</p> <ul style="list-style-type: none"> • The College still awaits the definitive results of the OfS consultation into all aspects of their regulatory framework. • The College has met all of the current regulatory activity. • The College is on schedule for the outcome survey. • Risk associated with minimum performance indicators exists, together with increased scrutiny of public information, student protection and graduate outcomes. 	
9.9	<p>The Committee had agreed that it was a well written and honest report and welcomed the proposed deep dive into HE.</p> <p><i>L/PT</i></p>	
Risk		
10.	Strategic risk monitoring	
10.1	<p>The Corporation reviewed the strategic risk register. Each committee had reviewed the risks for which they have oversight. F&GP Committee recommended to Corporation that for SR1, that the net likelihood score (Inability to maintain financial sustainability) is reduced from 4 to 3, resulting in an Amber rating. The rationale being that following a review of accounting policies and the correct treatment of Capital grants there was no bank covenant breach as at the end of July 21.</p>	
Governance		
11.	Governor's Strategic Event Agenda	
11.1	<p>The Clerk circulated a draft agenda for the Strategic Event to take place on 28/29 January and asked for feedback before the New Year.</p>	
11.2	<p>The Chair encouraged members to consider the strategic objectives and stressed the importance of the executive having a clear understanding of what Governors are asking for.</p>	
11.3	<p>The VPD&ER was retiring and the Chair thanked her for her service to the college and commended her on her superb performance and support during the pandemic.</p>	

<p>12.</p> <p>12.1</p>	<p>Schedule of Corporation and Committee Meetings 2022-23</p> <p>The Schedule of Corporation and Committee Meetings 2022-23 was shared with members for information.</p> <p><i>L/ CM, DL, CT, SC, MG, AG, TL, HS, JM.</i></p>	
<p>Confidential Committee Reports – independent governors only</p>		
<p>13.</p> <p>13.1</p> <p>13.2</p> <p>13.3</p> <p>13.4</p>	<p><i>Staff and student governors left the meeting along with the Executive.</i></p> <p><i>The CEO was invited to stay to provide supporting information for Items 13 and 8e only.</i></p> <p><i>Governors agreed that the Clerk and Assistant Clerk should remain throughout the confidential session.</i></p> <p>Senior Post Holder Appointments Committee – 17 November 2021</p> <p>The Chair of the SPH Appointments Committee provided an update on the discussions that had taken place. The CEO had made the case for a change in scope and title of the Deputy CEO post to remove the responsibilities of the deputy element of the role, resulting in the post of VP Finance & Corporate Services. The Committee had looked across the executive structure and the strategic plan and considered the impact the role without the deputy element would have on the structure. It was agreed that the finance elements of the role should be the priority and that leaving the deputy element of the role vacant for a period would allow for the opening of opportunity for internal progression further down the line and therefore retention. It was also important that the post remains a designated senior post, directly accountable to the Corporation.</p> <p>a) <u>Minutes of meeting – 17 November 2021</u></p> <p>These were included in the pack for information and background.</p> <p>b) <u>Proposal</u></p> <p>It was proposed that the DCEO vacancy is changed to VP Finance and Corporate Services but remains a designated Senior Post and that in terms of salary, it be advertised at £100k.</p> <p>RESOLVED: That the DCEO vacancy is changed to VP Finance and Corporate Services but remains a designated Senior Post with a salary of £100k.</p>	

14.	8e) Financial Forecast & Pay award [independent governors only]	
14.1	<p>The F&GP Chair advised that the Committee had heard that the performance review and financial forecast process had been completed in the days prior to the F&GP Committee meeting. The VPF&CS had explained that whilst there is a slight reduction in the EBITDA, it was relatively in line with the budget and included for a consolidated pay award of 1% back dated to August 2021 should the Corporation wish to award it. The Committee had sought to confirm that in paying the award, there was minimal impact upon the financial health score and bank covenants from the budget approved in July 2021. The Committee agreed to recommend to the Corporation, that the payment of the award as outlined should be made.</p>	
14.2	<p>Q. What would be the banks opinion on this?</p> <p>A. The College is more secure financially, has now been graded as GOOD by Ofsted and we are expecting a pay claim from the Unions in January 2022. At F&GP Committee, the Turnaround Director had suggested that the bank would have a view as it did with the pay award given in 2020-21 but ultimately this was a decision for the Corporation to take.</p>	
14.3	<p>It was agreed that the 1% was affordable and by paying the award it would signal the recognition the staff deserve for all their efforts.</p>	
14.4	<p>RESOLVED: A consolidated pay award of 1% backdated to 1 August 2021 for staff is approved.</p> <p><i>L/CW</i></p>	
14.5	<p>Remuneration Committee – 25 November 2021</p> <p>The Vice Chair of the Remuneration Committee provided an update on the meeting, it was explained that the:</p> <ul style="list-style-type: none"> • SPH appraisals had taken place with the Chair and Vice Chair. The Remuneration Committee discussed and agreed the feedback. There was lots of positivity around achievements over the last year in difficult circumstances (the pandemic) and that the Chair had met with each of the SPHs to give verbal feedback. • SPH Objectives for 2021-22 were agreed, subject to some tweaks. Particularly, that the Committee are going to wait until after the January Strategic Planning event to finalise the CEO’s objectives. 	

14.6	<ul style="list-style-type: none"> The SPH Appraisal Procedure had been documented and the Committee had approved this. <p>It was also noted that Lendy Ho had been elected as Vice Chair of the Remuneration Committee.</p> <p>a) <u>Minutes of meeting – 25 November 2021</u></p> <p>These were included in the pack for information and background.</p>	
14.7	<p>b) <u>Senior Post Holder Remuneration Annual Report</u></p> <p>The Committee had reviewed the draft Senior Post Holder Remuneration Report covering the twelve-month period to 31 July 2021 and agreed its contents. Corporation were asked to approve the annual report for publication on the College website.</p>	
14.8	<p>RESOLVED: The Senior Post Holder Remuneration Annual Report is approved.</p>	
14.9	<p>c) <u>Senior Postholder Remuneration</u></p> <p>The Committee had looked at SPH pay against sector benchmarks and the Committee agreed to not make any recommendations in relation to any of the SPHs but agreed that should the College be in a position to provide a pay award to staff, this should also be considered for SPHs.</p> <p>The Corporation supported the view of Remuneration Committee in respect of the pay award.</p>	
14.10	<p>RESOLVED: A consolidated pay award of 1% backdated to 1 August 2021 for Senior Postholders is approved.</p>	
Reports from Subsidiaries/Joint Ventures/Committees*		
15.	<p>The following subsidiary company reports were shared within the meeting papers for information:</p>	
15.1	<p>a) Inprint & Design - 12.10.21 b) Equality & Diversity Committee – 23.09.21 c) Health, Safety & Welfare Committee – 16.10.21 d) Joint Consultative Committee – 25.11.21</p>	
Matters of note		
16.	Any other business	

16.1	It was noted that a strategic review was to take place within Inprint and Design and that an update will be given at the next Corporation meeting.	
16.2	The Chair thanked Governors for their phenomenal support over the past year.	
16.3	The meeting closed at 18.20.	
17.	Meeting Evaluation	Assistant Clerk
17.1	Link to the meeting evaluation form to be circulated via email.	

Approved by the Corporation:

C. Orange

Signed by the Chair

1.04.2022

Date

Agreed Actions

No	Minute	Action	Who?
1	3.2	The Clerk to amend the minutes to add FE to the title of the Quality Improvement Plan.	Clerk
2	17.1	Link to the meeting evaluation form to be circulated via email.	Assistant Clerk