

**MINUTES OF THE MEETING OF THE CORPORATION MEETING
HELD: on Thursday 26 May 2022 at 16:00 hours in D14 Lister Building**

Present:	In Attendance:
Cath Orange (Chair)	Sarah Cooper (Director of People Services)
Paul Birtles (Vice Chair)	Alina Khan (Vice Principle Equality, Diversity & Inclusion)
Billy Khokhar	Chris Malish (Vice Principal Finance & Corporate Services)
Chris Webb (CEO) (Via MS Teams)	Craig Tupling (Vice Principal Quality & Student Experience)
Fiona Thompson	Marc Gillham (Vice Principal Data & Funding)
John Williams	Asa Gordon (Vice Principal Curriculum)
Emmanuel Osei Boateng	Sarah McKenzie (Clerk)
Jevgenija Mironova	
Richard Woods	
Lendy Ho	
Habiba Shiraz	
David Fearnley	
Umar Rafique	
Apologies:	
Ann Kendal	
Allison McEvoy	
Neil Ward	
Steve Roberts	
Tiffany Lythgow	
Cuthbert Pazvakavambwa	
Shezad Aslam	

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	
1.1	The Chair welcomed everyone to the meeting	
1.2	The Chair welcomed Umar Rafique to his first Corporation 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: Ann Kendal Allison McEvoy Neil Ward Steve Roberts	

	Tiffany Lythgow Cuthbert Pazvakavambwa Shezad Aslam	
2.2	John Williams disclosed an interest in relation to his position on the Askham Bryan College Board, the Corporation noted the disclosure but could not foresee any conflicts of interest.	
2.3	A written resolution was passed on 29 April 2022: That TIAA is awarded the contract for the provision of internal audit services for 3 years from 2022-23 with an option to extend the contract for an additional 24 months as a maximum.	
3.	Minutes of the meeting held on 31 March 2022	
3.1	RESOLVED: The minutes of 31 March were approved as an accurate record to be signed by the Chair.	
4.	Matters arising	
4.1	The Matters Arising Report was reviewed.	
Effective Governance (SR2, SR8, SR9)		
5.	Chief Executive officer's report	
	The CEO highlighted and commented on the following areas:	
5.1	<u>Agenda Item 8 (b) Succession Planning</u> The CEO referenced a discussion at Search and Governance Committee around the outcomes of the governor skills audit and succession planning for a number of different committees and the for a new Chair of Governors from December 2023. He emphasised that strong leadership and excellent governance is essential if the College is to achieve its ambition to become an outstanding/excellent institution and that over the next 18 months there are likely to be a number of changes in need careful consideration by the Corporation.	
5.2	<u>Agenda Item 10 (b) Management Accounts & Q2 Forecast</u> The College is likely not to deliver against the agreed budget and it is likely that the College's ESFA Financial Health Score will fall back into 'Requires Improvement'. Much of this is a result of lower income generation and increased expenditure which is resulting in a forecasted lower EBIDTA which impacts negatively on our Performance Ratio. It is also a consequence of continued high levels	

<p>5.3</p>	<p>of debt, with a decline in income which impacts upon the College's Gearing ratio (Debt/Income).</p> <p><u>Agenda Item 10 (d) People Strategy Update</u></p> <p>Inflation and the cost of living increases are resulting in increased hardship for staff, as a result of which there is almost certainly going to be growing tensions between College leadership and the College unions on the 22/23 pay claim. There is an increasing likelihood of industrial action.</p> <p>In setting the 22/23 budget, the College will need to ensure that resources are in the right place for its students.</p>	
<p>5.4</p>	<p><u>Agenda Item 10. (f) Update on the position with the Bank and ESFA</u></p> <p>There continues to be impasse between the ESFA and the Bank on early pay down of College debt. The bank are making a stance on the use of the College's cash to fund future capital projects in regard to the match funding and risks that are associated with the £15m Transformation Fund capital projects. It is likely that the College will be forced to reject two, if not all three of the successful project bids that were submitted to the DfE/ESFA.</p> <p><i>J- LH</i></p>	
<p>6.</p>	<p>Data dashboard</p>	
<p>6.1</p>	<p>The VPF&CS presented the data dashboard.</p>	
<p>6.2</p>	<p>Governors focused on the areas rated red.</p>	
<p>6.3</p>	<p>It was noted that staff absences was rated red at Q2 but has since improved.</p>	
<p>6.4</p>	<p>It was highlighted that there are a number of issues to explore further at the next Quality & Standards Committee meeting:</p> <ul style="list-style-type: none"> • HE – DAP application has been postponed • Attendance 	
<p>6.4</p>	<p>Q. Progression to learning is flagged as TBC, is this an area of concern?</p> <p>A. we are currently in the window for progression and we will have more data at Q3. There are no current concerns., early indications show that progression is strong.</p>	
<p>7.</p>	<p>Prevent Policy & Action Plan</p>	

7.1	The VPQ&SE presented the updated Prevent Policy and the action plan.	
7.2	This annual update had been checked and validated by the local authority Prevent co-ordinator. It was highlighted that the only key change had been referencing the role of the link governor for safeguarding & Prevent to ensure appropriate monitoring and scrutiny takes place and any key issues are raised with the Corporation.	
7.3	Governors were cognisant of the importance of the prevent agenda and the responsibility held by the Corporation.	
7.4	Q. 5.5 (Relevant curriculums develop critical thinking skills around the power of influence, particularly on-line and through social media.) is amber, will it always be amber? What more can we do? A. There is more to do via the wider pastoral piece, around behaviours and attitudes. We will measure the outcomes via surveys.	
7.5	Q. How might other staff not listed in the action plan contribute to the development of policy in this area? A. There is a training programme around Prevent for all staff and we as SLT will need to ensure that we communicate well with staff on this issue.	
7.6	Q. Do staff have time to do the Prevent training? A. It is mandatory and they are required to do it, they are given space and time to carry out all of the mandatory training. Compliance with mandatory training is monitored via the Heads of Departments at performance reviews.	
7.7	Q. Are there any statistics around this to give an indication of the scale of the issue? A. Governors are directed to the safeguarding updates from the two previous Corporation meetings.	
7.8	RESOLVED: That the Prevent Policy is approved.	
Committee Reports		
8.	Search and Governance Committee – 28 April 2022 The Chair of the S&G Committee provided an update on:	
8.1	a) Minutes of meetings – 28 April 2022	

	<p>These were included in the pack for information and background. The Chair gave a verbal update on the issues discussed at the Committee.</p>	
8.2	<p>b) Succession planning</p> <p>Two members have expressed an interest in the role of Chair of Corporation from December 2023. Discussions were ongoing with a update due at the next Corporation.</p>	
8.3	<p>A new member with experience in strategic finance is to be sought.</p>	
8.4	<p>Since the Committee had met, Taqi Ali (FE) had been successfully appointed as President of the Student’s Union. A second election will take place for an officer from HE.</p>	
8.5	<p>Ann Kendal will return from sabbatical in September.</p>	
8.6	<p>RESOLVED: That Taqi Ali is appointed as student governor for 1 year, from 1 July 2022.</p>	
8.7	<p>That both Paul Birtles and Neil Ward are reappointed for a second term of office of 4 years from 17 October 2022.</p>	
8.8	<p>c) Scheme of Delegation</p> <p>The Scheme of Delegation had been reviewed by the Clerk and updated to reflect new roles titles and changes in responsibility.</p>	
8.9	<p>RESOLVED: That the updated Scheme of Delegation is approved.</p>	
8.10	<p>d) Terms of Reference</p> <p>The Committee had reviewed itself against its Terms of Reference and concluded that it had covered the breadth of its Terms of Reference and performed well.</p>	
8.11	<p>The Committee proposed that its Terms of Reference be updated to include for scrutiny of the new ED&I strategic objective and to give the Committee (being constituted of the Committee chairs) a role in the construct of the Corporation agendas to allow for more time to be spent on strategic horizon scanning, with a focus on the taking the college to outstanding.</p>	
8.12	<p>RESOLVED: That the updated Search and Governance Terms of Reference are approved.</p>	
8.13	<p>e) Governance Effectiveness Review 2022</p>	

8.14	<p>The Committee had considered the approach to the 2022 Governance Effectiveness Review and agreed that the same approach used in 2021, which had been outlined in the paper should be adopted.</p> <p>RESOLVED: That the approach to the review of governance effectiveness for 2022 is approved.</p>	
<p>9.</p> <p>9.1</p> <p>9.2</p> <p>9.3</p>	<p>Remuneration Committee – 28 April 2022</p> <p>The Chair of the Remuneration Committee provided an update on:</p> <p>a) Minutes of meetings – 28 April 2022</p> <p>These were included in the pack for information and background and the Chair of Remuneration Committee highlighted the activity taking place to update the SPH policies. The Committee had considered the mid-year reviews for the DPO and the Clerk and noted that good progress was being made.</p> <p>A separate meeting was to be arranged to consider the delayed mid-year reviews for the CEO and the VPQ&SE.</p> <p>b) Committee Self-assessment against Terms of Reference</p> <p>The Committee had self-assessed against its Terms of Reference and concluded that the Committee continues to perform well, has fulfilled its Terms of Reference and that there were no recommended changes to the Terms of Reference.</p> <p>c) VPF&CS Objectives</p> <p>The Committee had reviewed and agreed the newly appointed VPF&CS objectives. The objectives were set out over an 18- month term which will conclude in July 2023. It was noted that some of the detail within the objectives will need to be updated when the budget is agreed by the Corporation, for which presentation was planned for the July meeting.</p>	
<p>10.</p> <p>10.1</p>	<p>Finance & General Purposes Committee – 12 May 2022</p> <p>A member of the Finance and General Purposes Committee provided an update on:</p> <p>a) Minutes of meetings – 12 May 2022</p> <p>These were included in the pack for information and background. It was reported that the main focus of discussion at Committee had centred around the uncertain position with the ESFA and the Bank.</p>	

	<p>And how that was impacting on the ability for the college to make decisions around paying down some of the debt with the bank, agreeing the Capital Transformation projects and agreeing the PIMS plan with the ESFA.</p>	
10.2	<p>Governors were also asked to draw their attention to the delay in sale of the Old Building, which too, has the potential to impact on the position.</p>	
10.3	<p>b) Management Accounts and Q2 Forecast</p> <p>In year income reduction has impacted and the Q2 forecast for 2021-22 and will result in a financial health rating of 'Requires Improvement' due to the lower EBITDA.</p> <p>In terms of delivering a budget for 22/23, it is likely that there will be a need to reorganise, to enable areas of growth access to needed resource and address the imbalance with areas of the college that have seen a decline.</p>	
10.4	<p>c) ESFA College finance assessment letter and governors' dashboards</p> <p>This related to 2020-21 and was provided for information and to give governors an indication of what is happening elsewhere in the sector.</p>	
10.5	<p>d) People Strategy Update</p> <p>The Committee were particularly interested in keeping an eye on attendance. And the Committee is also awaiting a number of outstanding HR policies for review.</p>	
10.6	<p>e) FE Fees Policy 22/23</p> <p>As part of the annual review the FE Fees Policy had been updated to reflect updated guidance, fee eligibility and fee increases. It was confirmed that the policy would increase the FE fees by 5%, this was inline with sector benchmarks.</p>	
10.7	<p>RESOLVED: That the FE Fees Policy 22/23 is approved.</p>	
10.8	<p>f) Update from the VPF&CS on the position with the Bank and ESFA</p> <p>At the time of the Committee meeting, the college was anticipating feedback from the ESFA around any flexibility that they could offer in terms of the Transformation Fund match funding requirements. At the time of the Corporation meeting, this was still yet to be received.</p>	

	<p>There was in depth discussion about the appetite for risk. Governors considered their responsibilities towards students and staff and reflected on the college's financial journey to date. There was a consensus that the position that the college finds itself in, is one of frustration. The college seeks to grow and to resolve its debt position but a number of factors relating to compliance with the RF agreement and with the bank covenants were preventing this. Additionally, the risk to the sale of the Old Building would compound the position.</p>	
10.9	<p>Members were cognisant of the delays already incurred to the Transformation Fund projects and they heard about the additional costs that would need to be added to the projects, due to the position in the wider economy.</p>	
10.10	<p>The Corporation were in full agreement and advised the Executive that they were not comfortable with the level of potential financial risk associated with accepting the Transformation Fund funding on the terms set out by the ESFA. Governors await feedback from the ESFA before any final decisions can be made.</p>	
10.11	<p>If the Transformation Fund funding was to be turned down, governors were clear that this was a postponement to the plans which everyone agreed was of strategic importance to the future of the College. Communication with key stakeholders would need to be clear and well considered to protect the College's reputation.</p>	
10.12	<p>ACTION: That the VPF&CS communicates feedback from the ESFA, when received.</p>	VPF&CS
11.	<p>Audit Committee – 18 May 2022</p> <p>The Chair of the Audit Committee provided an update on:</p>	
11.1	<p>a) Minutes of meeting –18 May 2022</p> <p>These were included in the pack for information and background.</p>	
11.2	<p>b) External Audit Strategy and Plan</p> <p>The Corporation considered the External Audit Strategy and Plan recommend by Audit Committee.</p>	
11.3	<p>RESOLVED: That the external audit strategy and plan for the year end 31 July 2022 is approved.</p>	
11.4	<p>c) Anti- Bribery Policy</p>	

	<p>As part of the annual review, the Anti Bribery Policy had been updated to reflect changes to job titles.</p>	
11.5	<p>RESOLVED: That the Anti- Bribery Policy is approved.</p>	
11.6	<p>d) Anti-Fraud Policy As part of the annual review, the Anti- Fraud Policy had been updated to reflect new job titles. The Committee had also asked that an update to the Fraud Response Plan be made to account for a scenario where a member of staff is working from home.</p>	
11.7	<p>RESOLVED: That the Anti- Fraud Policy is approved.</p>	
11.8	<p>e) Risk Management Policy As part of the annual review, the Risk Management Policy had been updated to reflect new job titles. The Committee had also asked that the diagram at section 9 be updated to show that the Corporation’s Committees advise the Corporation</p>	
11.9	<p>RESOLVED: That the Risk Management Policy is approved.</p>	
11.10	<p>f) Committee Self-assessment against Terms of Reference The Committee had reviewed itself against its Terms of Reference and concluded that all elements of its remit were being satisfied. The Clerk had reviewed the Committees Terms of Reference against the requirements set out in the:</p> <ul style="list-style-type: none"> • Post 16 Audit Code of Practice 2021 • Accounts Direction • ESFA guidance – The scope and work of audit committees and internal auditors in college corporations. <p>There were no recommended changes beyond removing the reference within the Terms of Reference to college group.</p>	
11.11	<p>RESOLVED: that the updated Audit Committee Terms of Reference are approved.</p>	
11.12	<p>g) Internal Audit Report – GDPR</p> <ul style="list-style-type: none"> • The GDPR report had an overall conclusion of SUBSTANTIAL assurance. • There were 3 medium graded recommendations and 2 graded low. 	

11.13	<ul style="list-style-type: none"> • There were 22 areas of good practice. <p>h) Internal Audit Report - Funding Review</p> <ul style="list-style-type: none"> • The Funding Review report had an overall conclusion of SUBSTANTIAL assurance, narrowly missing strong assurance. • There was 1 medium graded recommendation and 1 graded low. • There were 15 areas of good practice. 	
Risk		
12.	Strategic risk monitoring	
12.1	Each committee had reviewed the risks for which they have oversight, with the following changes recommended by Finance and General Purposes Committee:	
12.2	That the risk register be updated to reflect the position with both the AEB funding and the Old Building be added to the Risk Register.	
12.3	RESOLVED: That the updated risk register is approved.	
Reports from Subsidiaries/Joint Ventures/Committees*		
13.	The minutes from the following were shared within the meeting papers for information:	
13.1	<ul style="list-style-type: none"> a) Inprint & Design - b) Equality & Diversity Committee - c) Health, Safety & Welfare Committee- 17.03.22 d) Joint Consultative Committee- 24.03.22 	
Matters of note		
14.	Any other business	
14.1	<p>Governors had received a letter about student behaviour and safety via the Clerk. The letter was anonymous but was the third letter received during the academic year, expressing such concerns. All of the letters had been anonymous.</p> <p>Members were frustrated that they were not in a position to communicate back with the authors of the correspondence.</p> <p>The VPQ&SE updated governors on the activity that had been put in place to address the issues the college was facing regarding student behaviour and also touched on planned activity for 22/23. It was agreed that the issues raised would be explored further at the</p>	

	forthcoming Quality and Standards Committee meeting and would be reported back to Corporation.	
14.2	It was the last Corporation meeting for Jevgenija Mironova and Habiba Shiraz as their term of office as student governors was coming to an end. Members thanked them for their contributions and wished them well for the future.	
14.3	The Chair closed the meeting at 18.00	
15.	Meeting Evaluation	
15.1	Link to the meeting evaluation form to be circulated via email.	Clerk

Approved by the Corporation:

C. Orange

19.07.2022

Signed by the Chair

Date

Agreed Actions

No	Minute	Action	Who?
1	10.15	Capital Transformation Fund - That the VPF&CS communicates feedback from the ESFA, when received.	VPF&CS