

**MINUTES OF THE MEETING OF THE CORPORATION MEETING
HELD: Thursday on 14 July 2022 at 16:00 hours
4F07- DHB Boardroom**

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)	Craig Tupling (Vice Principal Quality & Student Experience)
John Williams	Asa Gordon (Vice Principal Curriculum)
Emmanuel Osei Boateng	Sarah Towan (Director Student Recruitment & External Affairs)
Lendy Ho	Sarah McKenzie (Clerk)
Umar Rafique	Allison McEvoy (Assistant Clerk)
Cuthbert Pazvakavambwa (via MS Teams)	
Neil Ward	
Steve Roberts	
Tiffany Lythgow	
David Fearnley	
Apologies:	
Ann Kendal	
Fiona Thompson	
Taqi Ali	

The quorum was 7 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 Ann Kendal, Fiona Thompson and Taqi Ali.	
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.	
3.	Minutes of the meeting held on 26 May 2022	

3.1	RESOLVED: The minutes of 26 May were approved as an accurate record to be signed by the Chair.	
4.	Matters arising	
4.1	The Matters Arising Report was reviewed.	
Strategic Discussion		
5.	At the May 2022 meeting of the Corporation, governors approved amendments to the Terms of Reference of Search and Governance Committee 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.	
5.1	A discussion took place to include the wider governing body and the Executive on key themes that may be discussed over the next academic year. Agenda items suggested by members were:	
5.2	<ul style="list-style-type: none"> • White Paper • Sustainability agenda • Impact of Cost of living crisis • Impact of new government leadership • Student of the future • Student Marketing • Bradford City of culture • Purpose of education • ED&I • Conversations to frame and inform the Strategic plan 	
5.3	ACTION: To consider an appropriate speaker that specialises in one of the subjects suggested for October 2022 Corporation meeting.	Clerk
5.4	ACTION: To consider the setting up a forum to work as a repository and a platform for subject discussions and data sharing ahead of meeting/ discussion.	Clerk
Effective Governance (SR2, SR8, SR9)		
6.	Chief Executive officer's report	
6.1	The CEO report highlighted a number of priority areas of the agenda: <ul style="list-style-type: none"> • the strategic action plans • the purpose of HE 	

	<ul style="list-style-type: none"> • 3 Year Financial Plan including budget for 2022/23 and capital plan for 2022/23. 	
7.	<p>a) <u>Data dashboard 2021-22</u></p> <p>7.1 <u>The VPF&CS presented the data dashboard 2021-22, which governors scrutinised.</u></p> <p>7.2 Q. Will there be a revenue impact on some of the items in red? A. Yes, we will continue to monitor those items at committee level.</p> <p>7.3 Q. Levy funding usage is low at 30%. How can we have the discussion with other employers when we aren't using it ourselves? A. We are focusing on new roles becoming apprenticeships with a target of being an apprentice employer. We are having talks with local employers to discuss how to role levy funding out across the city.</p> <p>7.4 b) <u>Data dashboard 2022-23</u></p> <p>The VPF&CS advised that the targets for 2022-23 had been input and placed in order to allow Governors a clear focus. It was noted that maintenance of the Data Dashboard will now sit with the VPD&F.</p> <p>7.5 RESOLVED: That the data dashboard 2022 -23 is approved.</p>	
8.	<p>Strategic Objective: To grow the college's income through student recruitment</p> <p>8.1 The Clerk advised that this was the only strategic action plan that had not been scrutinised at committee level and suggested that it should sit within F&GP going forwards.</p> <p>8.2 The CEO advised that Strategic objective had been changed from 'to grow the colleges reputation and influence' to 'to grow the colleges income through student recruitment'. Governors felt that both F&GP and Q&S Committee should have a role in monitoring implementation.</p> <p>8.3 Q. Do we validate our forecasting with a retrospective view on College history? A. We know our exact figures, unless it is an unforeseen circumstance, we look back at historical trends in numbers, we also look forwards and risk manage and risk mitigate what is put in the financial plan. We are never over optimistic.</p>	

8.4	Governors were mindful that a lack of transparency had caused some of the historical problems at the College but felt things had improved significantly and that the SLT were confident to report any issues to the Board. The VPF&CS added that Governors receive the annual ESFA Financial Report which looks at previous forecasts and results. So, Governors have an overview of how effective forecasting has been.	
8.5	ACTION: To consider how the income figures could be presented against the recruitment numbers for each of the co-horts of students.	CEO/ VPD&F
8.6	RESOLVED: The strategic action plan- To grow the college's income through student recruitment is approved and oversight will sit with both F&GP and Q&S Committee.	

Committee Reports

9.	Search & Governance Committee - 5 July 2022	
	The Chair of the Search & Governance Committee provided an update on:	
9.1	a) Minutes of meetings – 5 July 2022	
	These were included in the pack for information and background.	
9.2	b) Strategic Objective - To be a truly inclusive college	
	The S&G Chair advised that the strategic objective was an important paper that had undergone a high level of scrutiny at committee level.	
	Overall, the Committee felt that the proposed plan was sufficiently stretching, Governors offered challenge and focused their attention on some of the terminology and therefore its possible interpretation, as well as the attainability of some of the KPI's. Whilst the Committee felt that the plan was less focused on students than staff it was acknowledged that there are frameworks already in existence in relation to students.	
	Governors had acknowledged that until the data had been collected in year 1, the KPI's for year 3 were subject to change and should be reviewed at year 2.	
	The Committee had welcomed the plan but acknowledged that it was ambitious and had requested that the dialogue remained open between the VPED&I and the Committee in terms of oversight of delivery.	

<p>9.3</p> <p>9.4</p>	<p>RESOLVED: that the strategic objective- to be a truly inclusive college is approved.</p> <p>c) Governor’s Strategic Planning Event</p> <p>The Committee had commenced discussions around planning for the January 2023 Governor’s Strategic Event. Reflecting on attendance in January 2022, the Committee had considered the timing of the event and how this might influence engagement. The Clerk advised that a poll will be carried out and encouraged members to respond.</p>	
<p>10.</p> <p>10.1</p> <p>10.2</p> <p>10.3</p> <p>10.4</p>	<p>Quality & Standards Committee- 16 & 30 June 2022</p> <p>The Chair of the Quality & Standards Committee provided an update on:</p> <p>a) Minutes of meetings – 16 & 30 June 2022</p> <p>These were included in the pack for information and background.</p> <p>Q. Are there any changes on behaviours being implemented before September?</p> <p>A. There are a whole host of actions within the strategic objective. We have looked at the behaviour policy and are doing some development training with staff to give them the skills to tackle some of the lower level disruption.</p> <p>Q. Is there still an issue with returning back on-site behaviours?</p> <p>A. Yes, there are robust measures set out in the strategic plan to tackle it, we have established a high expectation for September, there are still issues and it remains a sector wide challenge.</p> <p>b) The Purpose of HE</p> <p>The Q&S Chair advised that an extra meeting of the Committee has taken place, focusing on the purpose of HE. He commented that it had been a very useful discussion and that the minutes of the meeting were available to the wider Corporation. It had concluded that:</p> <ul style="list-style-type: none"> • The Q&S Committee are committed to the HE offer. • There is a need to change what the College has been doing in the past and evolve the curriculum by talking to students, employers and potential students. • The College needs to create a unique selling point with no duplication and should be excellent at the markets it chooses to be in. 	

	<ul style="list-style-type: none"> • Delivery needs to be flexible and agile. • There is a need to consider local demographic needs as well as societal, fiscal and economic drivers. • An outstanding student experience needs to be underpinned by scrutiny and development of quality and standards at every level, which will be reflected in the pass rates, retention, progression, qualifications and employment. 	
10.5	<p>c) OFS Assurance including updated Access and Participation Plan</p> <p>The Corporation was asked to endorse the planned variations to the Access and Participation Plan which was due for submission by 31 July.</p>	
10.6	<p>RESOLVED: That the planned variations to the Access and Participation Plan as a direction of travel are approved.</p>	
10.7	<p>d) Strategic Objective - To deliver a curriculum that meets the needs of students, employers and our community</p> <p>The Q&S Chair advised that the Strategic Objective had been scrutinised by the Committee with a good focus on how to take the College from Good to Outstanding and there had been additions and changes made to improve level 3 provision and progression. Governors were assured by the level of scrutiny and agreed with the targets set out in the plan.</p>	
10.8	<p>RESOLVED: That the strategic objective- To deliver a curriculum that meets the needs of students, employers and our community is approved.</p>	
10.9	<p>e) Strategic Objective - To deliver an outstanding student experience</p> <p>It was noted that this strategic objective will lead the College to Outstanding, the Committee had scrutinised the plan in the context of the Ofsted report and the Committee agreed to recommend the plan to Corporation.</p>	
10.10	<p>RESOLVED: That the strategic objective- To deliver an outstanding student experience is approved.</p>	
10.11	<p>f) Q&S Committee self-assessment and Terms of Reference</p> <p>The Q&S Chair advised that the updated Committee Terms of reference were recommended to Corporation for approval.</p>	

10.12	<p>The Committee had also self-assessment against its Terms of Reference, concluding that the Committee had covered the breadth of its Terms of Reference and performed well.</p> <p>RESOLVED: That the updated Q&S Committee Terms of Reference are approved.</p>	
11.	<p>Finance & General Purposes Committee- 7 July 2022</p> <p>The Chair of the Finance & General Purposes Committee provided an update on:</p> <p>11.1 a) Minutes of meetings – 7 July 2022</p> <p>These were included in the pack for information and background.</p> <p>11.2 b) Position with the Bank and ESFA (including PIMS) – verbal update</p> <p>The VPF&CS gave a verbal update on the position of the bank and the ESFA advising that due to the current position, the College had not been able to accept the transformation funding. The Bank would not progress any further without the sale of the Old Building. The buyers grace period expires on the 15 July 2022 when they will be issued with a notice to complete which they have 10 days to complete. If the sale was to fall through, the College can retain the non-refundable deposit that had been agreed. Without the sale of the Old Building the College will have to pay £1.9m in March 2023. Wider Corporation members shared the frustrations felt by F&GP members.</p> <p>In terms of the PIMS plan, subject to Governors approval, the plan would effectively be the updated strategic objectives/KPIs.</p> <p>Governors were pleased to hear that the College had been successful in obtaining the T-level Health & Digital Meditech funding requiring no contribution from the College.</p> <p>11.3 Q. What is the feeling around the sale of the Old Building? A. 50/50 given the feedback we have had. There is a lot going on with the solicitors and we will know in 11 days. If it does fall through there is a second party that is prepared to put an offer in straight away.</p> <p>11.4 Q. What costs will be incurred if it doesn't go through in terms of security?</p>	

<p>11.5</p> <p>11.6</p> <p>11.7</p> <p>11.8</p> <p>11.9</p> <p>11.10</p> <p>11.11</p> <p>11.12</p> <p>11.13</p>	<p>A. There will be insurance costs due to those obligations with the building being empty, in terms of security there are no additional costs as we can repurpose resource to support that.</p> <p>Q. When will the waivers with the bank happen? A. They should all be signed off by next week.</p> <p>RESOLVED: That the Corporation endorses the CEO and Chair of Corporation to lobby influential individuals within local and national government via a letter setting out the position and the impact of the decisions being made on behalf of the College.</p> <p>c) Strategic Objective – To maintain a sustainable college</p> <p>The VPF&CS advised that the objective main focus was moving to becoming a more sustainable College, moving to outstanding financial health and to continue to generate sufficient funds to support the curriculum and the student experience.</p> <p>The Committee had discussed the plan in the context of the 3-year plan and noted that the plan was clear and governors were happy to recommend it to the Corporation for approval.</p> <p>RESOLVED: That the Sustainability Strategic Action Plan is approved.</p> <p>d) 3-year financial plan including budget for 2022/23 and capital plan for 2022/23</p> <p>The VPF&CS presented the budget and capital plan which had been recommended to the Corporation by the F&GP Committee. Governors were advised that the plan will see the College move to full covenant compliance by July 2023.</p> <p>RESOLVED: That the 3-Year Financial Plan 2022/23 to 2024/25 and Capital Plan for 2022/23 are approved.</p> <p>ACTION: The VPF&CS to provide an update for governors on the sale of the Old Building via the Clerk.</p> <p>e) Strategic Objective - To be an employer of choice</p> <p>The DPS advised that the updated plan had a new objective ‘to be a great place to work’, it will focus on reviewing external benchmarks and identify what organisational changes and activities are needed to improve the working environment and culture at the college.</p> <p>Q. How would a pay increase sit with staff in the current climate?</p>	<p>VPF&CS</p>
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<p>11.14</p> <p>11.15</p> <p>11.16</p> <p>11.17</p> <p>11.18</p> <p>11.19</p> <p>11.20</p>	<p>A. We are currently in pay negotiations and have explained our financial limitations. We are keeping open and honest dialogue with the unions on our financial position so they understand where we are.</p> <p>RESOLVED: That the Employer of Choice Strategic Action Plan is approved.</p> <p>f) Health & Safety Policy</p> <p>The Corporation reviewed the Health & Safety Policy which had been recommended for approval by the F&GP Committee, updated as part of the annual review.</p> <p>RESOLVED: That the Health & Safety Policy is approved.</p> <p>g) Financial Regulations</p> <p>The Financial Regulations had been updated to reflect an update of job titles, change in purchasing limits for estates work not requiring 3 quotes now up to £10k and changes to budget and un-budget approval limits for the VPF&CS.</p> <p>The F&GP Committee were happy to support the proposed changes.</p> <p>RESOLVED: That Financial Regulations are approved.</p> <p>h) F&GP Committee self-assessment and Terms of Reference</p> <p>The Clerk had proposed that the Committee Terms of Reference be amended to include for consideration of the College’s long -term strategy for carbon reduction and improving environmental sustainability.</p> <p>Governors also agreed that they should be updated to recognise the Committee’s role in offering strategic advice to the Corporation in order to inform the overall direction of the College.</p> <p>The Committee had also self-assessment against its Terms of Reference, concluding that the Committee had covered the breadth of its Terms of Reference and performed well.</p> <p>RESOLVED: That the updated F&GP Committee Terms of Reference are approved.</p>	
<p>12.</p>	<p>Remuneration Committee – 14 July</p> <p><i>CONFIDENTIAL- this item was discussed after item 15.</i></p>	

	<i>Staff governors had left the meeting along with the Executive. Governors agreed that the Clerk and Assistant Clerk should remain throughout the confidential session.</i>	
12.1	The Chair of Remuneration Committee reported on the finalised objectives for the CEO and mid-year review that had been agreed by the Committee.	
12.2	<i>A separate confidential minute was recorded – see annex.</i>	
Risk		
13.	Strategic risk monitoring	
13.1	The VPF&CS advised that the overarching risks had not changed and that each committee had reviewed the risks for which they have oversight. Q&S Committee had suggested that student attendance be added to the Risk Register and this had been incorporated into the version shared with Corporation.	
13.2	RESOLVED: That the updated risk register is approved.	
Reports from Subsidiaries/Joint Ventures/Committees*		
14.	The minutes from the following were shared within the meeting papers for information:	
14.1	a) Inprint & Design- 21.3.22 & 15.6.22 b) Equality & Diversity Committee - no meeting c) Health, Safety & Welfare Committee - no meeting d) Joint Consultative Committee- no meeting	
Matters of note		
15.	Schedule of Business 2022/23	
15.1	The Corporation reviewed the Schedule of Business which covered each committee and Corporation meeting for the coming academic year.	
15.2	RESOLVED: The 2022-23 Schedule of Business is approved.	
16.	Any other business	
16.1	The Chair recorded thanks to governors for their continued engagement and to the Executive and Office of Clerk for their hard work over the last academic year.	
16.2	The Chair closed the meeting at 18.35.	

17.	Meeting Evaluation	Assistant Clerk
17.1	Link to the meeting evaluation form to be circulated via email.	

Approved by the Corporation:

C. Orange

21.10.22

Signed by the Chair

Date

Agreed Actions

No	Minute	Action	Who?
1	5.3	To consider an appropriate speaker that specialises in one of the subjects suggested for October 2022 Corporation meeting.	Clerk
2	5.4	To consider the setting up a forum to work as a repository and a platform for subject discussions and data sharing ahead of meeting/ discussion.	Clerk
3	8.5	To consider how the income figures could be presented against the recruitment numbers for each of the co-horts of students.	CEO/ VPD&F
4	11.11	The VPF&CS to provide an update for governors on the sale of the Old Building via the Clerk.	VPF&CS