

# MINUTES OF THE MEETING OF THE CORPORATION MEETING HELD: on Thursday 20 October 2022 at 16:00 hours in 4F07 DHB Boardroom

Present:	In Attendance:
Cath Orange (Chair)	Sarah Cooper (Director of People Services)
Billy Khokhar	Alina Khan (Vice Principle Equality, Diversity & Inclusion)
Chris Webb (CEO)	Chris Malish (Vice Principal Finance & Corporate Services)
Emmanuel Osei Boateng	Asa Gordon (Vice Principal Curriculum)
Lendy Ho	Sarah Applewhite (Vice Principal Quality, Teaching & Learning)
Umar Rafique	Sarah McKenzie (Clerk)
Cuthbert Pazvakavambwa	Allison McEvoy (Assistant Clerk)
Neil Ward	
Tiffany Lythgow	
Taqi Ali	
Fiona Thompson	
Ann Kendal	
Bulbul Barrett	
Richard Woods	
Apologies	
John Williams	
David Fearnley	
Paul Birtles (Vice Chair)	

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 Bulbul Barrett (Independent Governor) to her 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 John Williams, David Fearnley and Paul Birtles.	
2.2	The Clerk advised that Shezad Aslam and Steve Roberts had stepped down as Independent Governors and that membership will be reviewed at the next Search & Governance Committee meeting.	

2.3	The following Written Resolutions were recorded in 2021-22:	
2.4	Passed on 2 August 2022 - That Bulbul Barrett be appointed as an independent governor for a term of four years from 1 September 2022 and that she also joins the Finance and General Purposes Committee.	
2.5	Passed on 13 June 2022 -That for the restructuring exercise to be carried out in June and July 2022, enhanced redundancy payments may be used for voluntary redundancy using the following terms: The higher of either:	
	<ul> <li>Statutory Entitlement plus 25%, or</li> <li>Weekly Pay capped at £767 (£40,000 per annum) multiplied by the total number of weeks entitlement (not capped at 20 weeks).</li> </ul>	
2.6	Passed on 1 May 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.	
2.7	Chair's action was taken on 7 September 2022 in relation to a termination payment to the VPQ&SE.	
3.	Minutes of the meeting held on 14 July 2022.	
3.1	The minutes of 14 July 2022, including the confidential annex 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	Item 8.3 Inprint & Design – strategic review – The DPS provided a verbal update on the strategic review. A change of personnel at the University meant that the proposals to the Corporation are now likely in spring 2023.	
	AK/J	
	Discussion	
5.	Sustainability/green agenda	
5.1	To inform the discussion, Governors had previously been provided with the following key documents:	
	Video on the Sustainable Development Goals	

6.1	The CEO prefaced his report with what keeps him awake at night.	
6.	Chief Executive Officer's Report	
	Governance (SR2,SR8, SR9)	
	UR/J	
5.8	ACTION: Decarbonisation plan to be circulated for information.	VPF&CS/Clerk
5.7	The Chair encouraged committees to reflect on the discussion as part of their ongoing work and it was noted that the topic would be revisited again at the Governor's Strategic Planning Event in January 2023.	
5.6	In conclusion, it was agreed that the College starts to align the 17 sustainable goals with what the College already has in place, it is already pushing forward with 12 out of the 17 sustainable goals. That the College starts to baseline a report on its energy usage and be more explicit on those reporting measures to then produce an annual Sustainability Report which will feed into the Financial Statements.	
5.5	The Corporation were cognizant of the fact that making changes can be expensive at both a personal and organisational level and that this is potentially compounded by the Cost of Living Crisis.	
	There was discussion about the College as a green employer and responsibility to encourage staff to be more sustainable.	
5.4	It was noted that there were areas of the curriculum linked to environmental sustainability such as electric motor vehicles but generally members wanted to see sustainability playing a larger role in the curriculum.	
5.3	Governors had a detailed discussion to help provide a steer to the VPF&CS on how they would like this area to be addressed. While members were mindful that this was an important issue, they were conscious that resources were limited. Governors did not want the College to become distracted from its core business and also didn't want any efforts made to appear tokenistic.	
5.2	The VPF&CS delivered a presentation on the position of the existing work around sustainability at the college. Members were asked to consider what was important to them in both the short and medium term in order to guide the strategy on the topic.	
	<ul> <li>Section 8 of the updated AoC Code of Good Governance</li> <li>The Climate Action Roadmap for FE Colleges</li> </ul>	

	The current unstable political and economic climate remains a concern and potentially puts the College at risk.	
6.2	The CEO then signposted the Governors to the following papers as part of the pack, highlighting their importance:	
	7. Data Dashboard 11c. Student Recruitment 11e. Estates Update	
7.	Data dashboard 2021-22	
7.1	The VPF&CS presented the 2021-22 data dashboard, reflecting on the areas of red that would be later discussed as part of the agenda.	
7.2	The CEO highlighted that funding continues to restrict the Colleges ability to become outstanding and that Governors might consider how they could lobby key external stakeholders to leverage more income for the College.	
7.3	In terms of stakeholder engagement, Governors identified that a very straightforward way for governors to carry out an ambassadorial role for the College, was for them to increase their own interaction with the College's social media sites.	
7.4	<b>ACTION:</b> Clerk to distribute a list of the Colleges social media sites to Governors.	Clerk
Committ	ree Reports	
8.	Audit Committee- 15 September 2022	
8.1	In the absence of the Audit Chair the Clerk provided an update on:	
8.2	a) Draft minutes of meeting – 15 September 2022	
	These were included in the pack for information and background. Internal Auditors Wylie Bissett had attended the meeting to present the Internal Audit reports for the last time and the new Internal Auditors (TIAA) had attended to present the Internal Audit Plan.	
8.3	b) Regularity Self-Assessment Questionnaire	
	The Audit Committee recommend the completed questionnaire to the Corporation for approval.	

8.4	<b>RESOLVED:</b> The Regularity Self- Assessment Questionnaire is approved and can be signed by the Chair of Corporation and Accounting Officer.	
8.5	c) Internal Audit Plan	
	The Audit Chair had met with TIAA, the VPF&CS, VPD&F and the Clerk to discuss the Internal Audit Plan, considering need in light of the College Risk Register.	
	The Audit Committee recommend the Internal Audit Plan to the Corporation for approval.	
8.6	It was suggested that the Audit Committee should look at the plan for years 2 and 3 to reflect if there are any areas related to the student experience that might benefit from audit.	
8.7	<b>RESOLVED:</b> That the Internal Audit Plan 2022-23 is approved.	
8.8	d) Asset Management Policy	
	As part of the biennial review, the Asset Management Policy had been updated to reflect changes of job titles and reinforce elements included within the Financial Regulations.	
8.9	<b>RESOLVED:</b> The Asset Management Policy is approved.	
8.10	e) Internal Audit Reports*	
	The following internal audit reports were shared with the Corporation for information and assurance.	
	<ul> <li>Bradford College Payroll Review Report</li> <li>Bradford College Catering Follow Up Review 2021-22 Report</li> <li>Bradford College Business Continuity Disaster Recovery Follow Up Review 2021-22</li> <li>Follow Up Review</li> </ul>	
8.11	<b>ACTION:</b> To alert the Q&S Committee on the key themes that arose from the whistleblowing investigation into malpractice in exams.	VPQT&L
9.	Search & Governance Committee- 22 September 2022	
	The Chair of the Search & Governance Committee provided an update on:	
9.1	a) Draft minutes of meeting – 22 September 2022	

These were included in the pack for information and background.	
b) Annual Governance Report	
The Annual Governance Report was shared with the Corporation for information.	
c) Governance Quality Improvement Plan 2022-23 incorporating ED&I governance objectives	
The Clerk provided an overview on the proposed plan.	
RESOLVED: The Governance QIP 2022-23 is approved.	
d) Changes to Standing Orders	
There were two proposed changes identified as part of the annual review of the Standing Orders:	
<ol> <li>Standing Order 4.5 relating to serving Local Authority councillors being nominated to join the Corporation, is removed. This provision has not been put into practice for a number of years and is therefore obsolete.</li> <li>Standing Order 16.2 is updated following decisions taken by the Corporation on those posts designated as senior posts.</li> </ol>	
<b>RESOLVED:</b> The two proposed changes to the Standing Orders are approved.	
e) Strategic planning day – draft agenda	
The VPF&CS presented the draft agenda for the Strategic Planning Event due to take place in January 2023. It was stressed that this was a very important event and that Governors should do their best to attend.	
RESOLVED: The Strategic planning day agenda is approved.	
f) Meeting dates 2023-24	
The Corporation reviewed the draft proposed schedule of the meeting dates for 2023-24.	
<b>RESOLVED:</b> The proposed schedule of the meetings for 2023-24 is approved.	
	b) Annual Governance Report  The Annual Governance Report was shared with the Corporation for information.  c) Governance Quality Improvement Plan 2022-23 incorporating ED&I governance objectives  The Clerk provided an overview on the proposed plan.  RESOLVED: The Governance QIP 2022-23 is approved.  d) Changes to Standing Orders  There were two proposed changes identified as part of the annual review of the Standing Orders:  1. Standing Order 4.5 relating to serving Local Authority councillors being nominated to join the Corporation, is removed. This provision has not been put into practice for a number of years and is therefore obsolete.  2. Standing Order 16.2 is updated following decisions taken by the Corporation on those posts designated as senior posts.  RESOLVED: The two proposed changes to the Standing Orders are approved.  e) Strategic planning day – draft agenda  The VPF&CS presented the draft agenda for the Strategic Planning Event due to take place in January 2023. It was stressed that this was a very important event and that Governors should do their best to attend.  RESOLVED: The Strategic planning day agenda is approved.  f) Meeting dates 2023-24  The Corporation reviewed the draft proposed schedule of the meeting dates for 2023-24.  RESOLVED: The proposed schedule of the meetings for 2023-24 is

10.	Quality & Standards Committee- 6 October 2022
10.1	The Chair of the Quality & Standards Committee provided an update on:
10.2	a) Draft minutes of meeting – 6 October 2022
	These were included in the pack for information and background.
10.3	Attendance continues to remain an issue. It was acknowledged that the information provided to Governors was high level and that the reasons behind the attendance figures was multifaceted and that there was a need for further data analysis to enable the college to address the issues.
10.4	16-18 results are down 5.6% on last year at 78.6%. The VPQT&L had informed the committee that it is anticipated that the rate will improve slightly following outstanding external verification and data cleansing of records.
10.5	The adult achievement rate currently stands at 85.4% (-1.2% down on 2021) with 4.2% of results still expected. It is anticipated that adult achievement rates will reach the 2021 out-turn.
10.6	It was acknowledged that across the sector results seemed to have reverted back to pre- pandemic rates following grade inflation witnessed under the centre assessed grades solution put in place during the pandemic. Post pandemic many students have faced exams for the first time, there is need for an increased focus to prepare students for exams.
10.7	There had been a significant improvement in English and Maths outcomes which was due to Improved stability and quality in the staff, with positive engagement results. There is now also a clear strategy on assessments.
10.8	The VPQT&L had provided an update on the outcome of the ITE reregistration. The College had not been successful along with a large number of other organisations. This had now been appealed and the College has now been approached by a large number of institutions that had been successful who would like to work with the College to maintain that provision. An update was to be given to the next meeting of the Q&S Committee on 1 December 2022.

10.9	b) Safeguarding Policy
10.10	The Corporation were advised that following the departure of the VPQ&SE, the DPS had been appointed as the Designated Safeguarding Lead.
	The DPS presented the Safeguarding Policy & Procedure advising that the document has been updated in line with the latest release of Keeping Children Safe in Education (KCSiE) 2022.
10.11	<b>RESOLVED:</b> The updated Safeguarding Policy & Procedure is approved.
10.12	c) Annual Safeguarding Report 2021-22
	The DPS provided an overview of the Annual Safeguarding Report 2021-22 advising that overall it was a positive report.
	The Q&S Committee had noted the significant increase in students accessing the services, the reasons for these and the trends in the number and types of interventions over recent years.
10.13	The Corporation noted the Annual Safeguarding Report 2021-22.
11.	Finance & General Purposes Committee- 13 October 2022
11.1	The Chair of the Finance & General Purposes Committee provided an update on:
11.2	a) Draft minutes of meeting – 13 October 2022
	These were included in the pack for information and background.
11.3	b) Position with the Bank and ESFA
	Post Intervention Monitoring Support (PIMS) Plan The College has agreed with the DfE that the PIMS plan will effectively be a high-level document that aligns with the strategic plans approved by the Corporation in July 2022.
	The first PIMs meeting occurred on 20 September 2022, which focused on the PIMs plan, the format and method of providing updates going forward.
	With the PIMS plan in place, it has resulted in the two financial notices to improve being formally lifted. This happened on 28 September 2022.

#### 11.4 Bank

Following the sale of the Old Building and the proceeds being used to reduce the College's debt level, the bank has permitted the acceptance of the Transformation Fund grants. However, the bank has asked for assurance that governors are aware of the risks. The risks reported as identified by the bank were:

- The College is forecast to remain in breach of its banking covenants until July 2024
- The wisdom of embarking on significant capital projects during the worst inflationary environment for years and some other very significant economic headwinds.
- The projects will provide severe challenges where the mismanagement of The David Hockney project resulted in a significant write off for both the Bank and ESFA.
- A lack of clarity on what happens if the projects go over budget – the bank has no appetite to increase lending to College.

In addition, the banks agreement to the College undertaking the projects is subject to a new minimum cash covenant. This had been negotiated with the bank and instead of the need for a covenant to check that cash is within £1m of forecast at the end of each month as first requested by the bank. The bank will replace the existing minimum £3m cash balance with a requirement that quarterly cash balance is within £1m of the August CFFR return up to and including January 2025 when it will revert to a minimum cash balance of £3m with effect from April 2025.

To satisfy all parties an updated CFFR (College Financial Forecasting Return) was provided which included the capital projects (that had been awarded up to September 2022) and was able to demonstrate a continued move to bank covenant compliance and that the College's cash levels remain above £3m for the forecasted periods.

The updated CFFR had been shared with the Committee. However, it was noted that an updated CFFR will be needed to reflect the position following the acceptance of the newly awarded OfS Capital bid.

11.5 **RESOLVED:** that the Corporation understands the position of the bank in relation to the acceptance of the Capital grants and moving forward with the projects.

#### 11.6 c) Student Recruitment

The F&GP Chair provided an update on the forecast on the provisional recruitment position for 2022-23 noting that the data and commentary was headline as the main recruitment period does not finish until the end of October. More details on student recruitment numbers and the financial impact of the numbers will be available at the next Q&S and F&GP Committee meetings.

Student recruitment and enrolment has progressed positively. Enrolment was well managed this year. Student induction and the start of term has generally been very positive, with students settling into studies quickly.

- 16-19 enrolments at 4,000, look to achieve the budgeted 3,650 at day 42.
- Adult September enrolments are looking on target across the board, more to do in-year.
- HE numbers will be influenced by late enrolments, but looks positive and expected to be relatively in line with the budget.
- Apprenticeships picture positive with £2m carry in and on target for September starts.

The Corporation noted the provisional 2022-23 student recruitment position.

### 11.7 d) 2021-22 Quarter 4 Forecast

The F&GP Committee Chair invited the VPF&CS to present the 2021-22 Quarter 4 outturn. The VPF&CS highlighted that:

- Following the end of the academic year the draft financial outturn of the College has been consolidated. The purpose of the report was to inform the Committee of the main variances to the Q3 forecast.
- The draft Q4 outturn for 2021-22 shows an EBITDA surplus of £1.8m against the Q3 forecast of original EBITDA surplus of £1.7m. The main changes versus the Q3 forecast is a net increase in income of £0.5m, but also an increase in costs of £0.36m (£0.25m in staff and £0.11m in operational costs).
- The income increase of £0.5m is mainly driven by exceeding the AEB threshold, thereby securing the full allocation and project income coming in higher than forecast, as a prudent view was taken at Q3.

- There is the yet unquantified potential liability following the recent ruling around holiday pay for staff who are term time only and on variable hours, it is currently being reviewed and initial views are this only impacts variable hours staff. This is not expected to be a material change. At most the liability expected to be £60k.
- In terms of the adjustments for pensions for the financial statements, the auditors have asked that the revaluation is recalculated to reflect current levels of inflation.

#### 11.8 e) Estates update

The College had accepted the transformation fund bids for the refurbishment of Garden Mills and demolition of Junction Mills and construction of the Future Technology Centre. The two projects total £12.6m, with the College committing to providing a match funding amount of £1.6m (12.7%) within the total over the next two years.

- This however does not cover inflation costs of the original projects and the revised projects have been value engineered and additional funding to cover this is being explored with WYCA (West Yorkshire Combined Authority).
- The risk remains as per previous papers to the F&GP Committee around timescales and costs dues to inflation, as the required completion date of the projects is 2024. The delay will mean the strategic goal and timescales to move the apprenticeships from Little Germany to Garden Mills and Motor vehicle provision to the Future Technology centre (on the site of Junction Mills), will not occur as per the strategic plan set in July 2021. However, they are still scheduled to complete within the funding window of the grants.
- In addition to this the T-level capital fund bid was successful with no requirement of match, this funding amounts to £1.3m. This will provide the necessary infrastructure changes to deliver T-levels in DHB and the ATC.
- The outcome of the OfS Capital bid had been confirmed, with the College being successful with the bid (college notified on 13/10/22), resulting in the opportunity to accept £5.8m to redevelop Garden Mills as a HE building, therefore meaning that elements of the Transformation funds cannot be used in conjunction with this HE focused project. The VPF&CS is to liaise

	with the ESFA around the possibilities open to the College with the Transformation funding for Garden Mills building.	
11.13	It was proposed that a Capital Special Interest Group of is formed to monitor the progress of these infrastructure projects, to provide greater visibility to the Corporation around the management of the projects, covering timing, costs and associated risks to the College. F&GP Committee agreed that Neil Ward will act as Chair and Lendy Ho and Chris Webb will be members. Representation is sought from Q&S Committee.	
11.14	<b>RESOLVED:</b> That the Corporation approves to accept the 3 different funding offers from the OfS, Capital Transformation and T-levels.	
11.15	<b>ACTION</b> : The VPC&FS will update the CFFR to reflect the changing position as a result of the capital schemes.	
11.16	RESOLVED: The Corporation approves that a Capital Special Interest Group is formed using the circulated outline Terms of Reference, incorporating members from both Finance & General Purposes Committee and Quality and Standards Committee.	
11.17	f) Disciplinary Policy	
	The Disciplinary Policy had replaced an out of date policy. The F&GP Committee recommended the Disciplinary Policy to the Corporation for approval.	
11.18	<b>RESOLVED:</b> That the Disciplinary Policy is approved.	
11.19	g) Grievance Policy	
	The Grievance Policy had replaced an out of date policy. The F&GP Committee recommended the Grievance Policy to the Corporation for approval.	
11.20	RESOLVED: That the Grievance Policy is approved	
11.21	h) HE Fees Policy 2023-24	
	The HE Fees Policy had been updated to reflect a change to fees and a change to the title. The F&GP Committee recommended the 2023/24 HE fees policy to the Corporation for approval.	
	It was unclear how much attention had been paid by the SLT to the potential ED and I impact of the proposed increase in fees.	

11.23	The Executive explained that there had not been an increase in fees for 3 years to cover the increase in costs. That market	
	research had been carried out and showed that fees were not factored in when students were deciding where to study. Governors suggested that the market research could now be outdated and likely would not have factored in the current cost of living crisis.	
11.24	It was suggested that in future the Fees Policies are considered by both the Q&S and F&GP Committees to allow for broader consideration.	
11.25	Governors requested that in future they would like clearer sight of any impacts of proposed fee changes.	
11.26	Whilst the 2023/24 HE Fees policy as updated was agreed by the Corporation. A small number of Governors did not agree with the increase in fees as it was felt that they were in conflict with the College's objective to be inclusive, as well as the College's wider mission to transform lives.	
11 27	RESOLVED: That the HE Fees Policy is approved.	
11.27		
11.27	<b>ACTION:</b> Fees policies to be agreed by both F&GP and Q&S Committee before being presented to Corporation for approval.	Clerk
		Clerk
11.28		Clerk
11.28  Risk	Committee before being presented to Corporation for approval.	Clerk

12.3	SR4- 21/22 outturn indicates a failure to reach Further Education and Apprenticeship targets despite positive in-year indicators relating to progress and retention. The flagged risk of summative exams impacting pass rates has crystalised and the RAG rating has been revised to account for this. Urgent work to review and tighten risk controls to be prioritised.	
	The risk associated with poor attendance across the 16-18 cohort remains. Risk controls to be tightened through September 2022 (Q4) and Q1 2022/23. Therefore, the likelihood score has been increased.	
12.4	SR6- The wider issues with UK economy and job vacancies being greater than available candidates is impacting recruitment times in filling new vacancies. There was also an increase in turnover in Q4 (excluding restructure exits and end of FTC) which with the number of vacancies from business planning has meant an increase in college vacancies impacting operations and the student experience. Additional temporary resource has been brought into the Talent Team to bolster recruitment activity and the vacancy data is being reviewed weekly by the SLT. Therefore, it was proposed that the risk be increased to 'amber'.	
12.5	<b>SR7-</b> Whilst indications within the year were positive and risk score reduced the outcomes of the end of the year suggest the controls were not as robust as thought. Therefore, risk controls to be tightened through September 2022 (Q4) and Q1 2022/23, hence the likelihood score has been increased to 3.	
12.6	<b>RESOLVED:</b> The proposed changes to the Risk Register were accepted and approved by the Corporation.	
Closed se	ssion with independent governors	
13.	Senior Post Holder Roles	
13.1	Staff and student governors left the meeting along with the Executive. The CEO remained.	
	Governors agreed that the Clerk and Assistant Clerk should remain throughout the confidential session.	
13.2	A separate confidential minute was recorded – see annex.	
-	rom Subsidiaries/Joint Ventures/Committees*	
14.	The minutes from the following were shared within the meeting papers for information:	
	· · · · · · · · · · · · · · · · · · ·	

14.1	<ul> <li>a) Inprint &amp; Design - None</li> <li>b) Equality &amp; Diversity Committee- 19.05.22</li> <li>c) Health, Safety &amp; Welfare Committee- 30.6.22</li> <li>d) Joint Consultative Committee- 19.5.22</li> </ul>				
Matters of note					
15.	Any other business				
15.1 15.2	There was no other business.  The meeting closed at 18.50.				
16.	Meeting Evaluation	Assistant			
16.1	Link to the meeting evaluation form to be circulated via email.	Clerk			

Approved by the Corporation:

C.Orange Signed by the Chair

16.01.2023

air Date

## **Agreed Actions**

No	Minute	Action	Who?
1	5.8	Decarbonisation plan to be circulated for	VPF&CS/ Clerk
		information	
2	7.4	Clerk to distribute a list of the Colleges social media	Clerk
		sites to Governors.	
3	8.11	To alert the Q&S Committee on the key themes	VPQT&L
		that arose from the whistleblowing investigation	
		into malpractice in exams.	
4	11.28	Fees policies to be agreed by both F&GP and Q&S	Clerk
		Committee before being presented to Corporation	
		for approval.	
5	16.1	Link to the meeting evaluation form to be circulated	Assistant Clerk
		via email.	