

**MINUTES OF THE MEETING OF THE CORPORATION MEETING
HELD: on Thursday 15 December 2022 at 16:00 hours in
4F07 DHB Boardroom**

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

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.	
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 Neil Ward, Tiffany Lythgow and Richard Woods.	
2.2	There were no disclosures of interest.	
2.3	Chairs action was taken on 8 November 2022 to give approval for the College to submit a bid to the Post 16 Capacity fund.	
3.	Minutes of the meeting held on 20 October 2022.	

3.1	The minutes of 20 October 2022, including the confidential annex were approved as an accurate record to be signed by the Chair.	
4.	<p>Matters arising</p> <p>4.1 The Matters Arising Report was reviewed. <i>L/JW</i></p> <p>4.2 As part of its succession planning arrangements, the Corporation considered the appointment of John Williams to the role of Chair Designate. The Clerk had circulated John’s biography in advance.</p> <p>4.3 RESOLVED: That John Williams is appointed as Chair Designate from 3 January 2023. <i>J/AK&CP&JW&FT</i></p>	
Strategic Discussion		
5.	<p><i>J/ AK&SC&AG&SA&CM&MG</i></p> <p>Attendance Strategic Discussion</p> <p>5.1 The Chair advised that the Senior Leadership Team had been asked to consider why students do not attend College and to provide their perspective through the lens of each of the strategic objectives. The discussion amongst governors and the executive identified the following:</p> <p>5.2 SO1: There are diverse and complex reasons for poor attendance – often exerting multiple pressure on individual students:</p> <ul style="list-style-type: none"> • Pressures associated with caring and family responsibilities • Financial pressures to work while studying • Lack of confidence in the ability to study – previous academic failure • Poor mental health and high levels of anxiety • Pressure to stay in full-time education with little sense of purpose • Practical challenges including travel to college • Financial hardship – lack of food, clothing, equipment, computers, transport • Distraction at college and in the surrounding area resulting in recreation during college time • Lack of engagement in the classroom – variable levels of innovation and contextualisation of delivery approaches to meet learner need • Modifications to Timetables in-year and instability of routine 	

5.3	<p>SO2: There is a need to consider what contribution our curriculum strategy makes to improving attendance:</p> <p>An engaged curriculum:</p> <ul style="list-style-type: none"> • Student panel to form part of the course approval process • Student voice groups to be established for T Level and Ambition Hub • Investigate peer delivery in Maths & English alongside Tutors to break down barriers to engagement and progress. <p>Curriculum offer:</p> <ul style="list-style-type: none"> • Pilot alternative Maths & English pathway for the 23/24 year based on student and staff feedback • Focus on attendance by Level as part of the progression process. Pilot in curriculum subject across L1-L3 in 23/24 to look generating a reward culture that aligns with progression <p>Timetabling plan:</p> <ul style="list-style-type: none"> • Allocation of room process will commence in February 2023 • This will link to Learning Environment improvements expected for 23/24 that are to be included in BP • Audit of FE timetables in May 2023 to ensure they are in line with policy 	
5.4	<p>SO3. There is a need to:</p> <p>Deliver outstanding Learning & Teaching with a focus on:</p> <ul style="list-style-type: none"> • Addressing low levels of confidence in academic and practical skills • Utilise appropriate pedagogies for learner group – including project-based learning, practical tasks, innovative learning environments, extrinsic reward culture at lower levels • Deliver outstanding SWAP and learning resources across all levels of study <p>Support Individual Students to improve attendance through positive intervention:</p> <ul style="list-style-type: none"> • Support Staff to improve attendance – introduce FE attendance procedures • Clear accountability for tutorial and pastoral leadership 	

5.5	<ul style="list-style-type: none"> • Ensure expectations for attendance are appropriate for each learner at each level – investment in ensuring individual barriers to learning are addressed <p>SO4. There is a need to:</p> <ul style="list-style-type: none"> • Ensure clear accountabilities for attendance monitoring and intervention are in role descriptors <ul style="list-style-type: none"> • Where multiple tutors are involved (curriculum course and maths and English) - ensure clarity of who is following up on attendance • Support staff to understand impactful practice relating to attendance intervention • Support staff through CPD to improve their knowledge, understanding and commitment to diversity and inclusion • Support staff through CPD to improve their individual practice as tutors, professional service staff and managers • Support staff to ensure processes and systems around students and attendance interventions are simple and effective to use • Share best practice and effective practice to ensure positive attendance in classrooms and tutorials 	
5.6	<p>SO5: There is a need to provide investment to address barriers to learning:</p> <ul style="list-style-type: none"> • Heads of Department supported to decide on their staffing structure – departments have intervention officers, Academic writing coaches • Support funding for innovation and pilot projects, e.g. laptop project – initial data suggesting significant impact of achievement • Provide a central budget to support Quality Improvement • Investment in the Estate £527k, Equipment £225k, Furniture £129k all supporting improving the student experience • Investment in IT £465k in 22/23 • Continue to review administrative processes, e.g. Analyse high number of transfers to understand cause – particularly for English and Maths 	
5.7	<p>SO6: There is a need to look at:</p> <ul style="list-style-type: none"> • Pre-enrolment communication: establish a sense of community prior to start date • Clear messages regarding expectations combined with clear understanding of potential barriers to learning • Develop online community group to link students together prior to starting (utilising the MyBradford App) • Review IAG processes to enhance quality of advice and guidance 	

5.8	<ul style="list-style-type: none"> • Annual review of Induction processes • Early assessment for bursary support in place • Early assessment of IT learning needs <p>The Chair thanked both the Senior Leadership Team and Governors for an interesting and challenging discussion which will be further explored at the January Strategic Event.</p>	
Effective Governance (SR2,SR8, SR9)		
6.	Chief Executive Officer's Report	
6.1	The CEO signposted the Governors to the following papers as part of the pack, highlighting their importance:	
6.2	<ul style="list-style-type: none"> • Data dashboard 2022-23 – Attendance TEF Submission • HR update – UCU Failure to Agree registered with the Clerk • Strategic risk monitoring • Office for National Statistics Reclassification of FE Colleges. It was noted that the changes to not only funding but governance will need to be explored further. 	
7.	Data dashboard 2022-23	
7.1	<p>The VPD&F presented the 2022-23 data dashboard highlighting that:</p> <ul style="list-style-type: none"> • Student Absence- stands at 3.0% in Q1 which is on target. • Levy funding usage is 22%, the college has struggled to recruit to a number of roles that were advertised as apprenticeships. A number of existing staff are starting ILM apprenticeships (Level 3 and 5). Use of our levy pot and how we measure usage needs to be kept under review. • PERFORMANCE: EBITDA % of Income is 10.6%, this is mainly a result of the lower than expected non-pay spend to date and the savings as a result of staff vacancies and the time it is taking the recruit as all roles are budgeted to be filled throughout the year. • BORROWING: Borrowing % of Income is 32.6%, This is expected to be below the target set by the year end as a result of the ongoing capital repayments. • Staff Costs % of Income (incl. Outsourcing) is 61.0%, related to the number of vacant posts and the length of time it is taking to recruit to posts. • Capital Programme (External Resources) is £17k in Q1, Given the acceptance of the OfS capital grant this will need to be reviewed and this will form part of the next CFFR produced. 	

7.2	<ul style="list-style-type: none"> • Capital Programme (Internal Resources) is £913k in Q1, it is expected to be inline with budget, however to date there have been some delays with the capital programme and some payments of equipment ordered but not yet paid • Covenant Compliance stands at 60%, the college is in breach of covenants but waivers have been agreed with the Bank to July 2023. • HE Fee Income is 2,075, HE enrolments have been strong with indications that HE fees for the full year will be greater than budget. • AEB Income (Inc. Skill Guarantee and Multiply)- is 2,003. Enrolments on these courses is lower than expected, however there are opportunities to address this through the rest of the academic year • Total Income is £12,268k, predominantly driven by apprenticeship income and an early review of the Q1 forecasts suggests overall income will be in line. <p>ACTION: The VPD&F advised that there will be an update provided on an action from the Matters Arising Report (<i>Item 8.5</i>) 'To consider how the income figures could be presented against the recruitment numbers for each of the cohorts of students' at the next Corporation Meeting.</p>	VPD&F
7.3	<p>ACTION: The VPD&F to provide commentary under the 'TO DELIVER AN OUTSTANDING STUDENT EXPERIENCE' section of the Data Dashboard for oversight and information.</p> <p><i>J/RL</i></p>	VPD&F
Committee Reports		
8.	Quality & Standards – 1 December 2022	
8.1	The Chair of the Quality & Standards Committee provided an update on:	
8.2	<p>a) Draft Minutes of meeting – 1 December 2022</p> <p>These were included in the pack for information and background.</p>	
8.3	<p>b) FE Self- assessment & Quality Improvement Plan</p> <p>Two governors had been involved in the validation process for all three self-assessments presented to the Committee and they had noted that the process had been robust and that the documents were well written.</p>	

8.4	RESOLVED: The FE Self- assessment & Quality Improvement Plan is approved.	
8.5	c) ITE Self- assessment & Quality Improvement Plan The ITE self-assessment proposed an overall effectiveness judgement of 'Good' and was accompanied by a quality improvement plan for 22/23.	
8.6	RESOLVED: The Initial Teacher Education Self- 2021-22 and Quality Improvement Plan 2022-23 is approved.	
8.7	d) HE Self- assessment & Quality Improvement Plan The HE self-assessment proposed a RAG rating of green for expectations relating to standards and a RAG rating of amber for expectations of quality.	
8.8	RESOLVED: The HE Self- assessment & Quality Improvement Plan is approved.	
8.9	e) A-level provision As part of the Q&S Committee's discussions, they identified a need to revisit and consider the future of the A-level provision. It was agreed that there would be a wider discussion on this at the next Q&S Committee meeting.	
8.10	f) Curriculum plan Each department now have a 3- year Curriculum Plan. The Curriculum Plan which had been developed and shared with governors now provides no dead ends, all Curriculum pathways now lead to employment or progression through which provide an employment offer.	
8.11	It was highlighted that the college's next key activity was the preparation for the Teaching Excellence Framework Submission which must be made by the 25 January 2023. The Vice Chair of Q&S had offered to act as a sounding board for the VPQT&L as she developed the submission.	
9.	J – RL (via MS Teams) Audit Committee- 8 December 2022 The Audit Chair provided an update on:	
9.1	a) Draft minutes of meeting – 8 December 2022	

<p>9.2</p> <p>9.3</p> <p>9.4</p>	<p>These were included in the pack for information and background.</p> <p>b) Audit Committee Annual Report</p> <p>The Audit Committee Chair presented the Audit Committee Annual Report noting that there had been some really good Internal and External Audit outcomes in 2021-22. There were no matters of significant concern.</p> <p>RESOLVED: That the Audit Committee Annual Report is received by the Corporation ahead of the Financial Statements.</p> <p>(c&d) Audit Management Letter/ Letters of representation</p> <p>RSM took Corporation members though a tour of the Financial Statements and the Audit Management letter.</p> <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. • Governance and internal control – information relating to the work of the Audit Committee and the assurance they offer the Corporation • Statement of regularity – one matter of non-compliance relating to procurement of IT and equipment amounting to £426,557, internal policy for approvals was not followed. Management have responded and the amount is below the level of materiality and therefore does not alter the audit opinion. • 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 College’s affairs as at 31 July 2022 and of the College’s deficit of income over expenditure for the year then ended; ○ have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and ○ have been prepared in accordance with the Accounts Direction 2021 to 2022 issued by the Education and Skills Funding Agency. • 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. • Pension liability was reconsidered by the actuary to take account updated CPI levels. 	
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<p>9.5</p> <p>9.6</p> <p>9.7</p>	<ul style="list-style-type: none"> • The College invested £1.3m in fixed asset additions during the year 21/22 • Reported year end reserves are £58.3m. The college held £9.3m in cash and bank balances at that date. • The audit opinion is expected to be unqualified. • The regularity opinion is expected to be unmodified. <p>The Letters of Representation were provided as recommend by the Audit Committee for signing by the Chair and Accounting Officer at the same time as the Financial Statements.</p> <p>ACTION: It was requested that letters should not be signed as drafted with ‘Dear Sirs’ and that they should be updated to include for an inclusive opening address.</p> <p>RESOLVED: That the Letters of Representation are approved for signing at the same time as the Financial Statements.</p> <p>e) Emerging Issues – RSM</p> <p>A document authored by RSM entitled Emerging Issues was circulated to members for information.</p>	<p>RSM</p>
<p>10.1</p> <p>10.2</p> <p>10.3</p> <p>10.4</p> <p>10.5</p>	<p>10. Finance & General Purposes Committee- 8 December 2022</p> <p>In the absence of the F&GP Chair, the Corporation Chair who had chaired the F&GP Committee on 8 December, provided an update on:</p> <p>10.1 a) Draft minutes of meeting – 8 December 2022</p> <p>These were included in the pack for information and background.</p> <p>10.2 ACTION: Amend minute 8.2 to be more explicit around the insolvency regime still being in place.</p> <p>10.3 a) Annual Report and Financial Statements (presented by RSM)</p> <p><i>See minute 9 above.</i></p> <p>10.4 RESOLVED: The 2021-22 Annual Report and Financial Statements are approved and can be signed.</p> <p>10.5 b) Modern Slavery Act Statement</p> <p>The College is required to publish a Modern Slavery Act Statement on an annual basis. The VPF&CS had presented the statement for 2021-22 noting the activity that the College had undertook to assure itself that modern slavery was not evident in the supply chain.</p>	<p>Clerk</p>

10.6	<p>RESOLVED: The Modern Slavery Act Statement is approved and can be signed before publishing on the College website.</p>	
10.7	<p>c) Financial Regulations</p> <p>The Financial Regulations had been updated, incorporating:</p> <ul style="list-style-type: none"> • Alignment of revenue and capital delegation limits. • Changes in purchasing limits for work not requiring 3 quotes now up to £2.5k following sector benchmarking. • Reference now made to MPM (Managing Public Money rules following ONS reclassification). • Revision of severance payments based on the MPM. 	
10.8	<p>RESOLVED: The Financial Regulations are approved.</p>	
10.9	<p>d) FE Fees Policy 2023/24</p> <p>The FE Fees Policy had been reviewed by both the Q&S and F&GP Committees and had been updated to reflect the link to devolution of adult funding, updated funding bands and a change to job titles.</p>	
10.10	<p>RESOLVED: The FE Fees Policy 2023/24 is approved.</p>	
10.11	<p>e) Student recruitment</p> <p>The VPD&F had provided the highlights on Student recruitment:</p> <ul style="list-style-type: none"> • Strong 16-19 recruitment of 3,788 vs an allocation of 3,440. • Adult enrolment is down in Q1, particularly in for Advanced Learner Loans and Free Courses for Jobs. • Continuing increase in High Needs demand in 2022/23. • Apprenticeship Income is down in the first Quarter. • HE Recruitment is strong and we are currently forecasting a better than budget performance. 	
10.12	<p>In terms of 16-18 recruitment, the College will look to pursue a growth case with the ESFA post the February R06 funding return. The College has assumed through Business Planning that we will receive £550k in year growth. Applying the previous year's growth formula to our current numbers, we would receive £1.02m of in year growth. While the ESFA are aware of our growth assumptions, there are no guarantees that the rules from the previous year will be applied.</p>	

10.13	<p>f) ESFA Finance dashboard</p> <p>Governors noted the ESFA Finance Dashboard as generated at November 2022.</p>	
<p>11.</p> <p>11.1</p> <p>11.2</p> <p>11.3</p> <p>11.4</p> <p>11.5</p> <p>11.6</p>	<p>Health & Safety Annual Report</p> <p>The DPS provided a summary of the Health and Safety Annual Report:</p> <p>This Health and Safety Report was for the academic year 2021/22. The previous year had been dominated by the Covid pandemic and associated risk assessments and control measures, and this continued into 2021/22, with government Covid measures for education in place until the end of January 2022. This was managed under Phase 8 of the college’s Covid risk assessment.</p> <p>There were 125 accidents recorded during 2021/22, although there were no trends in the accidents related to a particular department, task or campus site. The highest classification of accidents was related to students with underlying health conditions. There were no RIDDOR reportable accidents in the year.</p> <p>All statutory compliance checks were completed and these are audited on a regular basis by the Health and Safety Team.</p> <p>The importance of reporting all accidents by both students and staff was reinforced in year under the student induction theme of ‘ready respectful safe’. It is well established that the more accidents and near misses that are reported in an organisation, the less likely there is to be a serious accident, RIDDOR or fatality.</p> <p>RESOLVED: That the Health and Safety Annual Report is noted.</p>	
<p>12.</p> <p>12.1</p>	<p>GDPR Annual Report</p> <p>The VPD&F provided a summary of the GDPR Annual Report:</p> <ul style="list-style-type: none"> • This report outlines the current position in terms of GDPR and compliance with FOI (Freedom of information requests). • During 2021/22 we received 75 DSAR (data subject access requests) and 29 FOI (Freedom of information requests). • There were no reportable breaches to the Information Commissioners Office, however there were 4 instances of minor data breaches. 	

12.2	<ul style="list-style-type: none"> In June 2022 the College was re accredited for Cyber Essentials, after missing out in 2021. This was then updated with a Cyber Essential + accreditation in July. <p>RESOLVED: That the GDPR Annual Report is noted.</p>	
Risk		
13.	Strategic risk monitoring	
13.1	The Corporation received an updated strategic risk register. Each committee had reviewed the risks for which they have oversight, recommending the following changes to the Corporation:	
13.2	ACTION: To capture any potential impact of strike risk on Quality of student experience under SR12.	VPF&CS
13.3	RESOLVED: That the proposed changes to the Risk Register were accepted and approved by the Corporation.	
Closed session with independent governors		
14.	<p><i>The CEO, Clerk, Staff and student governors left the meeting along with the Executive.</i></p> <p><i>Governors agreed that the Assistant Clerk should remain throughout the confidential session.</i></p> <p><i>A separate confidential minute was recorded – see annex.</i></p>	
14.1	Remuneration Committee – 24 November 2022	
14.2	<p>a) Minutes of meetings – 24 November 2022</p> <p>These were included in the pack for information and background.</p>	
14.3	<p>b) SPH Remuneration Annual Report</p> <p>The Committee had reviewed the draft Senior Post Holder Remuneration Report covering the twelve-month period to 31 July 2022 and agreed its contents.</p>	
14.4	RESOLVED: The SPH Remuneration Annual Report is approved.	
Reports from Subsidiaries/Joint Ventures/Committees*		
15.	The minutes from the following were shared within the meeting papers for information:	
15.1	a) Inprint & Design - None	

	b) Equality & Diversity Committee- 13.10.22 c) Health, Safety & Welfare Committee- 29.9.22 d) Joint Consultative Committee- 29.9.22	
Matters of note		
16.	Any other business	
16.1	The Chair thanked Governors for their support over the past year.	
16.2	The meeting closed at 18.36.	
17.	Meeting Evaluation	Assistant Clerk
17.1	Link to the meeting evaluation form to be circulated via email.	

Approved by the Corporation:

C. Orange

31.03.23

Signed by the Chair

Date

Agreed Actions

No	Minute	Action	Who?
1	7.2	The VPD&F advised that there will be an update provided on an action from the Matters Arising Report (<i>Item 8.5</i>) 'To consider how the income figures could be presented against the recruitment numbers for each of the cohorts of students' at the next Corporation Meeting.	VPD&F
2	7.3	The VPD&F to provide commentary under the 'TO DELIVER AN OUTSTANDING STUDENT EXPERIENCE' section of the Data Dashboard for oversight and information.	VPD&F
3	9.5	It was requested that letters should not be signed as drafted with 'Dear Sirs' and that they should be updated to include for an inclusive opening address.	RSM
4	10.2	Amend minute 8.2 to be more explicit around the insolvency regime still being in place.	Clerk
5	13.2	To capture any potential impact of strike risk on Quality of student experience under SR12.	VPF&CS
6	17.1	Link to the meeting evaluation form to be circulated via email.	Assistant Clerk