

**MINUTES OF THE MEETING OF THE CORPORATION MEETING  
HELD: on Thursday 30 March 2023 at 16:00 hours in  
4F07 DHB Boardroom**

<b>Present:</b>	<b>In Attendance:</b>
Cath Orange (Chair)	Sarah Cooper (Director of People Services)
Paul Birtles (Vice Chair)	Alina Khan (Vice Principal Equality, Diversity & Inclusion)
Billy Khokhar (Via MS Teams)	Chris Malish (Vice Principal Finance & Corporate Services)
Chris Webb (CEO)	Asa Gordon (Vice Principal Curriculum)
Emmanuel Osei Boateng	Marc Gillham (Chief Information Officer)
Lendy Ho (Via MS Teams)	Sarah Towan (Director Student Recruitment & External Relations)
Tiffany Lythgow	Sarah McKenzie (Clerk)
Cuthbert Pazvakavambwa (Via MS Teams)	Allison Booth (Assistant Clerk)
Taqi Ali	
Fiona Thompson	
Ann Kendal	
Bulbul Barrett (Via MS Teams)	
John Williams	
David Fearnley	
Richard Woods	
<b>Apologies</b>	
Umar Rafique	

*The quorum was 8 governors*

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

<b>Item</b>		<b>Action</b>
<b>Housekeeping</b>		
<b>1.</b>	<b>Chair's Welcome and Introductions</b>	
1.1	The Chair welcomed Sarah Towan (DSR&ER) to her first Corporation meeting. It was noted that John Williams, the CEO and the VPQT&L were in attendance at the Ofsted feedback meeting and would be joining the Corporation meeting later.	
<b>2.</b>	<b>Apologies for Absence, Disclosures of Interest and Written Resolution(s), Chairs action and use of the seal</b>	
2.1	Apologies for absence were noted for Umar Rafique.	
2.2	There were no disclosures of interest.	

2.3	A Written Resolution had been passed on 23 February 2023 appointing Allison Booth as Clerk to the Corporation.	
2.4	<u>Chairs action</u> The Chair of Corporation had given approval of the Bradford College T level funding application.	
2.5	<u>Use of the seal</u> The seal was applied and authenticated by Cath Orange (Chair) and Chris Webb (CEO) on 19 January 2023 to sign the Lloyds Bank Amendment & Waiver Letter and again on 13 March 2023 for the West Yorkshire Combined Authority Multiply Funding Agreement for the year 2022/23, again authenticated by Cath Orange and Chris Webb.	
<b>3.</b>	<b>Minutes of the meeting held on 15 December 2022.</b>	
3.1	The minutes of 15 December 2022, including the confidential annex were approved as an accurate record to be signed by the Chair.	
<b>4.</b>	<b>Matters arising</b>	
4.1	The Matters Arising Report was reviewed and it was noted that all items were complete.	
<b>Strategic Discussion</b>		
<b>5.</b>	<i>J/ TL, CP</i> <b>The Future Bradford College Workforce - Strategic Discussion</b>	
5.1	The Chair advised that the Senior Leadership Team had been asked to consider the future Bradford College workforce. The discussion amongst governors and the executive identified insight in to the following issues:	
5.2	<ul style="list-style-type: none"> <li>• More people had left the education sector in the last three years than had joined it. There is also a skills shortage across the sector along with difficulties in recruitment and retention.</li> <li>• There was more demand for hybrid working, flexible hours, four-day weeks and a better work/life balance in general. This needed to be coupled with what students need and availability requirements on-site.</li> <li>• Recruiting a workforce that is highly technically skilled enough to meet the needs of students, employers and the community as colleges move towards a more technical curriculum.</li> </ul>	

5.3	<ul style="list-style-type: none"> <li>• The challenge of a financial pay gap had resulted in staff moving to other sectors or competitors. How do we become financially competitive in the current climate?</li> <li>• The need to consider the trend for flexible working vs the government pushing for a more face to face delivery of teaching.</li> <li>• Do we really know what our workforce really wants? Are we leveraging the most out of the information we receive to establish what is needed? Do we need to do more work around the staff voice?</li> <li>• The majority of our workforce is female and many are in lower salary bands, are we doing enough to ensure they have the same opportunities as their male counterparts?</li> <li>• Could we offer packages that included for example salary sacrifice schemes for car leasing, better salaries and on-site childcare provision, there is a need to remove those kinds of barriers as a community employer.</li> <li>• There is a need to acknowledge future technology and advancements in A.I, how do we achieve a more innovative workforce as our students become confident with technical advancements?</li> <li>• The need to improve the I.T infrastructure to accommodate more interactive learning.</li> <li>• There may be a need to introduce a digital strategy into the strategic objectives.</li> </ul> <p>It was agreed that the Executive and Governors would consider the direction of the college, workforce planning and if the strategic objectives were fulfilling the ambition. Whilst also looking to the future workforce and what that could look like in ten to twenty years' time.</p>	
<b>Effective Governance (SR2, SR8, SR9)</b>		
6.	<b>Chief Executive Officer's Report</b>	
6.1	In the absence of the CEO, the Chair signposted Governors to the following items within the report, highlighting their importance:	
6.2	<ul style="list-style-type: none"> <li>• The Holy Month of Ramadan</li> <li>• OfS and OFSTED Inspections</li> <li>• Pay Award and UCU Industrial Action Ballot</li> <li>• The Future of A-Levels</li> </ul>	
7.	<b>Data dashboard</b>	

7.1	The CIO presented the data dashboard highlighting that it was an update in activity on Q2.	
7.2	<ul style="list-style-type: none"> <li>• Results from Mid-Year student survey show that ‘Ensure learners feel safe’ had dropped from 97% in Q1 to 95% in Q2.</li> <li>• Apprenticeship Income- had dropped from £5,161k in Q1 to £4,801k in Q2</li> <li>• A new section had been added in to the data dashboard to reflect the requirement for clarity on how student numbers were measured.</li> </ul>	
7.3	It was noted that attendance remained a concern and was being closely monitored by the Q&S Committee.	
<b>Committee Reports</b>		
8.	<p><i>J/JW</i>  <b>Search and Governance Committee – 12 January 2023</b></p> <p>The Chair of Search &amp; Governance provided an update on:</p> <p>8.1 <b>a) Draft minutes of meeting – 13 January 2022</b></p> <p>These were included in the pack for information and background</p> <p>8.2 <b>b) Annual ED&amp;I Report</b></p> <p>The VPEDI&amp;SE presented the report advising that it was comprehensive and covered a wide range of issues, it also included data from the Safeguarding report.  <i>J/CW</i></p> <p>The Chair advised that the Annual ED&amp;I Report 2021-22 was an excellent report and encouraged fellow members to read it.</p> <p>8.3 <b>c) ED&amp;I Policy</b></p> <p>The VPEDI&amp;SE advised that the Equality Diversity &amp; Inclusion Policy had been updated to include intent and the launch of S01. The S&amp;G Committee recommended approval of this to the Board.</p> <p>8.4 <b>RESOLVED:</b> The ED&amp;I Policy is approved.</p> <p>8.5 <b>d) Procedure for the appointment of governors</b></p> <p>The Clerk advised that the existing Procedure for the appointment of governors had been updated to include the need to have a diverse interview panel and additional methods for ways of attracting</p>	

	<p>candidates. The S&amp;G Committee recommended approval of this to the Board.</p>	
8.6	<p><b>RESOLVED:</b> The Procedure for the appointment of governors is approved.</p>	
8.7	<p><b>e) Training and development policy for governors</b></p> <p>The Clerk advised that the purpose of the Training and Development Policy for Governors was to support governance improvements by providing Corporation Members with sufficient information about the range of support and development opportunities available, both internally and externally, to enhance development both as individual Corporation Members and the Corporation as a whole. The S&amp;G Committee recommended approval of this to the Board.</p>	
8.8	<p><b>ACTION:</b> To amend the wording in 1.1 and 1.3 around expectations and enhancement.</p>	<b>Clerk</b>
8.9	<p><b>RESOLVED:</b> Subject to a suggested minor change, the Training and development policy for Governors is approved.</p>	
8.10	<p><b>f) Succession planning (see minutes 13.2 – 13.4)</b></p> <p>The succession plan had identified a requirement for:</p> <ul style="list-style-type: none"> <li>• An Audit Chair</li> <li>• A Q&amp;S member with a teaching and learning background</li> <li>• A Q&amp;S member with a local employer voice</li> <li>• An additional F&amp;GP member with a senior finance background</li> </ul> <p>The Clerk advised that a recruitment exercise to recruit four independent governors had taken place resulting in two possible candidates and that the process was ongoing.</p> <p>The S&amp;G Committee recommended the following to Corporation:</p> <p>That Billy Khokhar and Lendy Ho are appointed for a second term of office of 4 years from 31.06.23 to 30.06.27.</p> <p>That on taking up the role of Chair of Corporation, John Williams will move from being Audit Chair to member of the F&amp;GP Committee.</p> <p>That Chris Webb will take on the role of Director of Inprint and Design.</p>	

8.11	<b>RESOLVED:</b> That Billy Khokhar and Lendy Ho are appointed for a second term of office of 4 years from 31.06.23 to 30.06.27.	
8.12	<b>RESOLVED:</b> That on taking up the role of Chair of Corporation, John Williams will move from being Audit Chair to member of the F&GP Committee.	
8.13	<b>RESOLVED:</b> That Chris Webb will take on the role of Director of Inprint and Design.	
9.	<p><b>Finance &amp; General Purposes Committee – 19 January &amp; 16 March 2023</b></p> <p>The Chair of Finance &amp; General Purposes Committee provided an update on:</p> <p>9.1 <b>a) Minutes of meetings – 19 January &amp; draft minutes of 16 March 2023</b></p> <p>These were included in the pack for information and background</p> <p>9.2 <b>b) Annual Treasury Management Report</b></p> <p>The VPF&amp;CS advised Interest rates had risen eight times in the last 12 months from 0.25% to 3.5% in December, with the Bank of England reviewing their base rate on the 2nd of February. However, with the continued levels of inflation being significantly above the Bank of England’s target of 2% it was forecast that further increases will occur, with some predicting it being around 4.75% by July 2023. The 2023-24 annual impact in 2023-24 of the 4.5% increase on the Colleges variable loan is circa. £284k on the levels of variable debt at July 2023 (£6.3m).</p> <p>The college had seen a large increase in capital funding and as a result the cash balance would increase. The college now needed to look at potentially holding some funds on short term deposits to try to mitigate as much of the increase in interest as possible, this will be explored with the bank.</p> <p>9.3 <b>c) Student recruitment update</b></p> <ul style="list-style-type: none"> <li>• 16-19 uplift an additional 160 learners and in year exceptional growth case achieved of £1.12m</li> <li>• Adults Loans and Free Courses for Jobs are under-recruited.</li> <li>• AEB on track to achieve vs original allocation.</li> </ul>	

<p>9.4</p>	<ul style="list-style-type: none"> <li>• HE sits at 1,054 enrolments and remains above the income target of 1,136.</li> <li>• Apprenticeships down with a forecast of £4.8m against target of £5.2m.</li> </ul> <p><b>d) Forecast and pay rise</b></p> <p><i>(This item was discussed under item 14 in the absence of conflicted parties)</i></p>	
<p>9.5</p>	<p><b>e) Industrial action planning</b></p> <p>The DPS advised that the outcome of the ballot was likely to be delivered to the CEO over the Easter break and that work was ongoing with Heads of Department to manage the situation with a view to keeping the college open during any strike action, to ensure that students are not negatively impacted and can continue to learn, achieve and progress.</p> <p>The Chair advised that potential strike action had been discussed at length in both the F&amp;GP and the Q&amp;S Committees and members had been assured that the Executive had the matter in hand.</p> <p>A failure to agree has been raised by UCU and the governor panel hearing the case had requested that the Executive revisit the pay offer, whilst acknowledging that the 10% salary increase requested was not affordable. The Executive had also been asked to review the other aspects of the UCU claim that were not pay related. Governors felt they had been as supportive as they could within the restraints.</p> <p>The CEO advised that if members were contacted by union members or any media outlets, that they do not respond and instead pass the queries on to the Clerk.</p>	
<p>9.6</p>	<p><b>f) Estates Plan update</b></p> <ul style="list-style-type: none"> <li>• T-levels Capital – Budget £1,293k (no match), £97k spent to date – on track with tender reviews currently being undertaken.</li> <li>• Future Technology Centre – Budget £10,200k (Inc. £1,296k match), £162k spent to date – was on hold pending a request to DfE to fund the inflation increase since original application by utilising the original allocation for the Garden Mills building. This request was denied on the 7 March 2023. As the DfE had not agreed the reallocation, the VPF&amp;CS had been looking at other self-financing options to fund the 4<sup>th</sup> floor element of the build. In the meantime, an additional formula- based allocation of transformation funding was granted to the College. £6.1m had</li> </ul>	

	<p>been allocated and the VPF&amp;CS had confirmed with DFE that this could (will?) be used to fund the 4<sup>th</sup> floor.</p> <ul style="list-style-type: none"> <li>• Garden Mills – Budget £5,800k (no match), £80k spend to date – on track</li> <li>• Energy Efficiency Grant (no match) – Allocation £356k must be spent by 31 March 2025 and is being picked up as part of Business Planning for 2023/24</li> <li>• FE reclassification capital (no match) – Allocation £892k must be spent by 31 March 2025 and is being picked up as part of Business Planning for 2023/24</li> <li>• Skills injection fund (no match) – Allocation £289k must be spent by 31 March 2024</li> </ul> <p>9.7 The VPF&amp;CS highlighted that the funds could be used on building improvements, could be spent on IT infrastructure but not on servers. It could not be spent on staff costs/ salaries.</p> <p>9.8 All capital projects over £250k will be reported to and discussed by the Capital Special Interest Group.</p> <p>9.9 The Chair noted thanks to the VPF&amp;CS and Project Team Manager for their endeavours on the Capital Funding Projects and subsequent planning.</p> <p>9.10 The VPF&amp;CS explained that all capital funds that have either been won through bids or allocation will be additional to the annual £1.5m capital limit covenant in place as part of the RF (restructuring finance) agreement. The VPF&amp;CS had since received written confirmation from the bank that they were willing to waiver the covenant test at the end of the year which would give the college more flexibility on spend this year. The VPF&amp;CS had also approached the bank requesting the waiver stays in place for the next two years and awaits feedback.</p>	
<p><b>10.</b></p> <p>10.1</p> <p>10.2</p>	<p><b>Audit Committee – 9 March 2023</b></p> <p>The Audit Chair provided an update on:</p> <p><b>a) Draft minutes of meeting - 9 March 2023</b></p> <p>These were included in the pack for information and background</p> <p><b>b) Internal Audit Reports:</b></p> <p>The Audit Chair provided an update on the Internal Audit Reports, noting the assurance that could be taken from them:</p> <p><b>i. <u>Estates – Property Compliance</u> (REASONABLE assurance)</b></p>	



<p>10.3</p> <p>10.4</p>	<p>ii. <b><u>Risk Management Framework</u></b> (SUBSTANTIAL assurance)  iii. <b><u>Key Financial Controls – Creditor Payments and Debtors</u></b> (REASONABLE assurance)  iv. <b><u>Succession Planning - Board and Senior Management Team</u></b> (SUBSTANTIAL assurance)</p> <p><b>c) Report on Whistleblowing, Fraud and Other Irregularities</b></p> <p>A whistleblowing case had been reported on the 28 February 2023, this was now in the process of being investigated and updates will be provided at future meetings of the Audit Committee.</p> <p>There had been one allegation of fraud been made on the 9 February 2023 which potentially could have a financial impact of £26,250, and related to bursary claims. The Fraud Response Plan had been instigated and the internal auditors had been commissioned to conduct the investigation, the outcome report will be provided at a future Audit Committee.</p>	
<p>11.1</p> <p>11.1</p> <p>11.2</p> <p>11.3</p>	<p><b>11. Quality &amp; Standards – 23 March 2023</b></p> <p>The Chair of the Quality &amp; Standards Committee provided an update on:</p> <p><b>a) Draft minutes of meeting – 23 March 2023</b></p> <p>These were included in the pack for information and background</p> <p><b>b) Learner Character</b></p> <p>The VPD&amp;F had given a presentation on Learner Characteristics which covered areas where students were most likely to study, least likely to study and areas where students are more likely to choose a course and where other students may not, along with statistics for the following categories of students:</p> <ul style="list-style-type: none"> <li>• BAME male and female students</li> <li>• White male and female students</li> <li>• Students with learning difficulties and disabilities</li> <li>• Impact of free school meals</li> <li>• Cumulative impact of multiple disadvantages</li> </ul> <p>The VPD&amp;F had raised a number of areas that would need enquiry and deeper investigation by the SLT.</p> <p><b>c) Future of A-levels (see minutes)</b></p>	

11.4	<p>The Chair advised that Q&amp;S Committee members had engaged in an in-depth discussion around the historical issues with A levels, some members had felt that A levels should be offered as part of a diverse curriculum but were also mindful that there was a need to greatly improve quality, outcomes and student numbers.</p> <p>The Committee had agreed that the Executive would present a further paper at its next meeting on 29 June 2023, outlining the success criteria for continuing to deliver A levels and an exit strategy if such criteria was not achieved.</p> <p><b>d) OfS Assurance – Regularity Update</b></p> <p>The VPQT&amp;L had assured the Q&amp;S Committee that the college had met its deadlines for regulatory activity to date. It had also submitted the annual fees returns and eligible students for the NSS 2023 cycle, together with cohort data for graduate outcomes activity.</p> <p>The Q&amp;S Committee had been advised that an OfS investigation into the quality of computing provision was taking place. The first of its kind for the College.</p>	
<b>Risk</b>		
12.	<b>Strategic risk monitoring</b>	
12.1	The Corporation received the strategic risk register. Each committee had reviewed the risks for which they have oversight, the VPF&CS advised that there had been no change to any of the risk ratings.	
12.2	Governors were advised that actions were being put in place to mitigate strike action and were asked to consider if SR12 should be moved down to an amber rating in view of this. It was noted that red meant catastrophic to the college and amber meant serious disruption.	
12.3	Members had a discussion on the status of SR12 and it was agreed that there had been sufficient assurance provided by the S.L.T that all eventualities were being covered. It was noted that changing the status to amber would reflect the confidence that Governors have in the S.L.T.	
12.4	<b>ACTION/RESOLVED:</b> That the SR12 risk rating is lowered from red to amber.	<b>VPF&amp;CS</b>
<b>Reports from Subsidiaries/Joint Ventures/Committees*</b>		
13.	The minutes from the following were shared within the meeting papers for information:	

13.1	<p>a) Inprint &amp; Design – 29.11.22  b) Equality &amp; Diversity Committee – 24.11.22  c) Health, Safety &amp; Welfare Committee – 1.12.22  d) Joint Consultative Committee -10.11.22 &amp; 26.1.23</p>	
<b>Matters of note</b>		
<b>14.</b>	<b>Any other business</b>	
14.1	<p>The DPS advised that following the Health and Safety Team’s submission for a sector award, the RoSPA Awards Adjudication Panel had confirmed that Bradford College had been awarded the RoSPA Bronze Award for health and safety performance during the period of January to December 2022.</p>	
14.2	<p>Governors offered their congratulations.</p>	
14.3	<p><b>9d) Forecast and pay rise</b></p> <p><i>The CEO, Staff and student governor left the meeting along with the Executive. Independent Governors, Clerk and Assistant Clerk remained.</i></p>	
14.4	<p>The Chair advised that a proposal had been recommended for a consolidated increase in all salary spine points by £1,160, back dated to the 1 August 2022 to be implemented in April 2023.</p>	
14.5	<p>The F&amp;GP Committee had agreed to recommend the proposal in full to the Corporation. In reviewing the proposal in respect of staff, the F&amp;GP Committee had looked to the Remuneration Committee to make a recommendation to the Corporation in respect of the SPHs.</p>	
14.6	<p>Governors reflected on the intent of the journey to arrive at the revised proposed pay rise, against a very difficult economic backdrop and it was hoped that it shows that the college values its staff.</p>	
14.7	<p>Members were pleased that overall, the pay award would achieve its aim of giving a higher percentage to those staff on the lower pay points. It was noted that year on year endeavours were being made to try to increase the pay award.</p>	
14.8	<p><b>RESOLVED:</b> A consolidated increase in all salary spine points by £1,160, back dated to the 1 August 2022 for all staff, to be implemented in April 2023 is approved.</p>	
14.9	<p>The Remuneration Committee had met and agreed to recommend to the Corporation, the payment of the same award to SPHs as was being recommended for staff.</p>	

14.10	<b>RESOLVED:</b> A consolidated increase in salary by £1,160, back dated to the 1 August 2022 for the SPH's, to be implemented in April 2023 is approved.	
14.11	The meeting closed at 18.30.	
<b>15.</b>	<b>Meeting Evaluation</b>	<b>Assistant Clerk</b>
15.1	Link to the meeting evaluation form to be circulated via email.	

Approved by the Corporation:

C. Orange

26.05.2023

Signed by the Chair

Date

### Agreed Actions

No	Minute	Action	Who?
1	8.8	To amend the wording in 1.1 and 1.3 around expectations and enhancement.	Clerk
2	12.4	That the SR12 risk rating is lowered from red to amber.	VPF&CS
3	15.1	Link to the meeting evaluation form to be circulated via email.	Assistant Clerk