

Minutes of the Meeting of the Corporation, held on Monday 30 October 2017, 6.00pm in the Boardroom.

Present: Mark Bass (Acting Chair)

Yvonne Kelly (Principal)

Evelyn Carpenter Stuart Fraser Elaine James Sue Southwood Sue Terpilowski

Doug Trengove (Staff Governor)

In attendance: Wijay Pitumpe (Chief Finance & Enterprise Officer)

Janet Curtis-Broni (Executive Director – People & Organisational

Development)

Caryn Swart (Executive Director – Business Operations)

Victoria Eastwood (Clerk to the Corporation)

Sarah McCurrie (Director of Apprenticeships) – Agenda Item 8 Brendan James (Head of Higher Level Skills) – Agenda Item 9

Observers: Mark Farrar – present as from Agenda Item 7

Sarkis Mazmanian – present as from Agenda Item 7

The Chair welcomed all present to the meeting and introductions were made.

1. Welcome and apologies for absence

Apologies for absence were received from

2. Declarations of Interest

Governors were reminded of their responsibility to declare an interest in relation to specific items on the Agenda if appropriate. Mark Bass and Elaine James declared an interest in Agenda Item 6. Mark Bass and Mark Farrar declared an interest in Agenda Item 7. Sue Terpilowski declared an interest in Agenda Item 16.

3. Minutes of the Previous Meeting - Monday 3 July 2017

The Minutes of the previous Meeting held on 3 July 2017 were agreed as a true and accurate record.

4. Matters arising

An update on outstanding actions from the July Meeting was provided:

Agenda Item	Action	Responsibility	Timescale	Update	
c/f	That the AoC Governor liability briefing be forwarded to Governors as soon as it is published.	Clerk	ASAP	Included on the Agenda	
c/f	That the Policy and Resources or the Audit	HoFE	ASAP	Noted for future meetings.	

	Committee receive schedules of any discounts provided to students			
c/f	A detailed partnerships report to be brought to the July meeting of the Corporation.	Principal/EDBO	Next Meeting	Included within Apprenticeships Report
9.	A Corporation meeting would be arranged for the first two weeks of September to discuss Havering College's response to BDC's position.	Clerk	ASAP	Meeting was not required.
8.	Meetings schedule for 2017/18 to be emailed after the meeting and Board Members to provide any issues, clashes by return. Outlook invites to then be provided.	Clerk	ASAP	Complete
11.	Board Members to be provided with a detailed plan on apprenticeship growth and a report on apprenticeship numbers and the Levy to be provided at each Corporation meeting going forward.	Principal	ASAP/Next Meeting	Included on the Agenda.
15.	References to sexual assault to be contextualised within the safeguarding report to make it easier to understand whether these incidents had taken place inside or outside of the College.	EDBO	Next Meeting	Discussed and agreed by Head of Safeguarding.

In response to a question from the Acting Chair, clarification on the areas identified for improvement by Ofsted was provided by the Principal. All the areas identified were addressed in the agenda.

5. Chair's Actions

The Acting Chair advised the Corporation that during the summer period he had signed an agreement, on behalf of the Barking & Dagenham Corporation, to allow the Capital Bid Project re the Centre for Advanced Technologies (CAT) to be submitted. The Acting Chair confirmed that there was no commitment to the project at this stage.

Mark Bass, Elaine James, Sarkis Mazmanian and Mark Farrar left the meeting.

6. Search Committee Recommendation

The Clerk provided feedback from the recent Search Committee Meeting and highlighted the Committee recommendations to the Corporation:

- That both Mark Bass and Elaine James be re-appointed to the Corporation for a further one year term of office;
- That Mark Farrar and Sarkis Mazmanian be appointed to the Corporation for a four year term of office respectively;
- That Sarkis Mazmanian be appointed to the Audit Committee and Performance and Standards Committee for a period to run concurrent with his membership of the Corporation;
- That Stuart Fraser be appointed to the Performance and Standards Committee and Policy and Resources Committee for a period to run concurrent with his membership of the Corporation;
- That Gareth Byrne be appointed as a Co-opted Member of the Performance and Standards Committee, initially on a one year term of office.

The Clerk reported that the Search Committee had also recommended that Cllr Elizabeth Kangethe be appointed as a Co-opted Member of the Policy and Resources Committee but Cllr Kangethe had not yet confirmed whether she was willing to take on this role.

Discussion took place on the skills mix of the Corporation and the members of the Search Committee provided feedback and detailed information on the proposed candidates. The following recommendation was agreed:

Approved: That both Mark Bass and Elaine James be re-appointed to the Corporation for a further one year term of office; Mark Farrar and Sarkis Mazmanian be appointed to the Corporation for a four year term of office respectively; Sarkis Mazmanian be appointed to the Audit Committee and Performance and Standards Committee for a period to run concurrent with his membership of the Corporation; Stuart Fraser be appointed to the Performance and Standards Committee and Policy and Resources Committee for a period to run concurrent with his membership of the Corporation;

Gareth Byrne be appointed as a Co-opted Member of the Performance and Standards Committee, initially on a one year term of office.

Mark Bass, Elaine James, Sarkis Mazmanian and Mark Farrar returned to the meeting and the Clerk informed them of the Corporations decision. Sarkis Mazmanian and Mark Farrar continued the meeting as members of the Corporation from this point.

Mr Mark Farrar and Mr Mark Bass left the meeting.

7. Annual Appointment of Chair and Vice Chair

The Clerk advised the Corporation that it was good practice to re-appoint the Chair and Vice Chair on an annual basis. The previous Chair, Rob Whiteman, had resigned from his position at the end of the July Corporation Meeting when it was agreed to defer appointments until the beginning of this academic year.

Mr Mark Bass had taken the position of Acting Chair in the interim period and the Corporation recorded their thanks to Mr Bass for his work and commitment. Mark had agreed to remain as

Vice Chair of the Corporation until the end of his one year term of office if the Corporation were in agreement. This was unanimously agreed by those Members present.

The Clerk stated that at the end of the previous academic year, succession planning conversations around the position of Chair had taken place with the previous Chair and Mark Farrar had been suggested. As Members were aware, Mark had been the Chair of the Shadow Board during merger discussions and had expressed an interest to remain on the BDC Board after these discussions had ceased. Mark had confirmed that he would be willing to take on the role of Chair if the Corporation agreed.

Approved: That Mr Mark Bass be appointed as Vice Chair of the Corporation for a one year period.

That Mr Mark Farrar be appointed as Chair of the Corporation, to be reviewed annually.

Mr Mark Farrar and Mr Mark Bass returned to the meeting. Mr Farrar thanked the Corporation for appointing him to the Chair.

8. Apprenticeship Report

The Director of Apprenticeships, Partnerships and Business Development (DAPBD) provided an update regarding end of year performance in apprenticeships and outlined progress in relation to the Levy and non-Levy developments.

Evelyn Carpenter questioned the zero achievements for Level four Project Management and twenty two achievements for Financial Services, adding that the timely and overall results provided in the table were not good. The DAPBD agreed that the results required vast improvement and work was taking place to review how the qualifications were delivered and managed etc. It was acknowledged that monitoring was not as effective as it could be but systems had been changed to ensure all assessors reported directly into the Head of Apprenticeships.

The Principal stated that the introduction of the Levy had resulted in increased delivery in the workplace and the College was changing its models of delivery to accommodate these developments.

Stuart Fraser added that there was now further emphasis on links with employers and this needed to be closely monitored.

Sue Southwood asked whether the College had any plans to make assessors more like teachers. The Principal replied that the College currently had an in-house team and classroom based assessors. A move towards standards would result in a move towards an assessor approach. Quality was key and the College's responses and actions towards the implementation of the Levy were under review by the auditors. Sue Southwood commented that the College was doing a very good job against all the current changes.

The Chair stated that theoretically the Levy brought huge opportunities but the risks were also large scale. The Principal responded that the opportunities to recruit were there and the College had forged good relationships with several new large employers including the Borough.

The DAPD reported that funding was reduced based on government assumptions and there were large growth areas within the skills gaps. The College was exploring how to match standards to professional qualifications as part of our offer.

The Chair questioned how it would be possible to close the skills gaps. The DAPBD replied that there was scope to go for growth. The College needed to continue to deliver the way it did currently but would also need to exceed the allocation prior to receiving funding as proof that the targets could be achieved. The Chief Financial & Enterprise Officer (CFEO) added that this caused challenges with cash flow but currently the College's cash reserves could withstand this. A report on this area would now be an appendix to the management accounts.

In response to a question from the Chair, the DAPBD confirmed that the College was on track to achieve these targets. Communication events and meetings were taking place to build networks and relationships e.g. London Build Event, Barclays Levy Event. There was a lot of good interest that now needed to be managed.

Sue Terpilowski stated that the increase in business rates was forcing many companies to down size and apprenticeships were the first area to take the hit.

The Chair thanked the DAPBD for her report.

Agreed: That the current position be noted.

9. Higher Level Skills Update

The Head of Higher Level Skills (HHLS) provided a summary to the Corporation on the quality and standards for the College's Higher Education provision. He advised that the Corporation needed to be confident that the correct systems and processes were in place.

The following key points were noted:

- The QAA action plan from the recent QAA HE Review Inspection had been updated and subject to validation. It had been published on the College website for scrutiny.
- The HE Self Evaluation action plan for 2015/16 had been updated. All actions were complete with the exception of item 9 which remained ongoing. This action would be reviewed at the HE Operational Group on the 9th November 2017 and reported to the HE Academic Board on November 17th.
- The Self Evaluation Document for 2016/17would be presented to the HE Academic Board on 22 November 2017 and progress through the College's approval process to Corporation.

Further detailed discussion took place on the HE outturn data for 2016/17 and subject performance data 2016/17. The Corporation were informed that the development of the one year RQF Pearson programmes would improve retention data, ensuring students had certified exit points each academic year and support progression to the next stage of study.

The HHLS advised that the College had internally processed 28 applications for mitigation and provided data by level and awarding body.

Evelyn Carpenter stated that the Foundation Degree in 3D Design and BTEC HND Diploma in General Engineering showed low starts with low retention and questioned what the viability was of such low numbers. The HHLS replied that although the numbers for the 3D Design course were low, historically the course had always had fantastic retention and achievement. The Executive Director of Business Operations (EDBO) added that common units across creative programmes were considered to ensure financial viability of all courses.

In response to a question from Stuart Fraser, the HHLS stated that Apprenticeships would be be included in reports going forward under QAA.

The Chair asked what the total income was for HE provision. The HHLS advised that this was £5K per learner with a total of c£1.2m.

The Corporation were informed that the HE Graduation Ceremony would be held on Saturday 25th November 2017 and all Members were warmly invited to attend.

The Chair thanked the HHLS for his presentation.

Agreed: That the Corporation note the current position with regards to HE.

The DAPBD and HHLS left the meeting.

It was agreed that Agenda Item 16 - Capital Bid would be taken at this point in the Agenda.

16. Capital Development Bid

The CFEO reported that in April 2012, the Corporation agreed the College's 15 year property strategy. The College had implemented the majority of the strategy in the last five years and the remaining part of the implementation was the refurbishment of the 'D' block to transform this space to a 'Centre for Advanced Technologies.'

The Corporation were provided with a presentation on the scope of the project and focused on the main issues:

- The College needed to choose the best design to optimise the available resources and maximise the benefits arising from the development.
- Consultation would be sought from key stakeholders including employers and BDC governors.
- College had submitted a capital funding bid to GLA for 50% grant funding support.
- The outcome of the bid was expected in December 2017.
- The College was required to provide 50% match funding for the project.
- It was proposed to seek £3million loan facility as a part of match funding from the College.

The Chair questioned the position with regards to 'funds at risk.' The CFEO reported that these would be under £100K and £10K had currently been spent. A design and build approach was being taken to manage costs.

In response to a question from Sue Terpilowski the CFEO stated that the proposed loan was with Barclays for a twenty five year term. At this stage the College was only asking for consent to take forward negotiations and would report back to the Corporation with the terms of the loan by the end of December 2017. The Policy and Resources Committee would be charged with scrutinising the data further but Members were assured that the Corporation would be adequately informed of Committee discussions.

The CFEO advised that the forecast was very prudent - savings of c£350K were expected solely on utilities.

Sue Terpilowski suggested that the possibility of a 'green loan' be explored as some of the work could be classified as environmental improvements.

Evelyn Carpenter expressed concern that the area within the College allocated for SEN students may look tired in comparison to the proposed new and improved D Block. The Principal advised that this was something the College needed to explore due to the growth in numbers within the SEN area.

The CFEO informed the Corporation that, due to the insolvency regime, Barclays Bank would want security for the full loan held with the College (existing funds) not just the proposed new loan amount.

Sarkis Mazmanian stated that a different loan provider would not be concerned with the College's existing £4m loan and therefore this option may need to be explored. The CFEO replied that this point would form part of the negotiations with Barclays at the forthcoming meeting. The intention was to establish Barclay's position before approaching other lenders.

The Chair questioned whether income volumes would begin to climb. The Principal confirmed they would as this was a growth borough, schools were already experiencing growth.

The CFEO highlighted to the Corporation that even if funding was not received, the College would still need to undertake some work to D Block starting with replacing the utilities.

After further detailed discussion, the following was approved:

Approved: That the Executive Team progress the development of the project and appoint relevant professionals;

That the Executive Team proceed with negotiations with the banks to assess the best option for the College at this stage;

That full Governor approval will be sought before any decisions are made regarding the loan and a report on the loan terms will be made available to the Corporation whenever possible.

That a specific update on the current position be provided at the December Corporation Meeting.

The Corporation agreed that Agenda Item 17 – Principal's Presentation would be taken at this point.

17. Principal's Presentation

The Principal provided a presentation to the Corporation on the current internal and external position for the College. The key points were as follows:

Changing Landscape

- Institute of Technology expression of interest (CAT) being submitted on 31 October 2017
 copy to be circulated to Governors.
- College looking carefully at the LEAP and the London Skills Strategy.
- Devolution: Sub-regional Skills and Employment Boards and the East London Skills Strategy – signing up to the Memorandum of Understanding to support the vision.
- Barking and Dagenham Together Borough Manifesto and targets
- LBBD Local Plan and regeneration projects

Students

- Attendance rates were noted
- QAR work in progress
- High grades continuing to increase
- Dip in performance 85% 83%
- Functional Skills Levels one and two assessment causing problems but this was being monitored.
- GCSE English and Maths performing well against national averages. More work to do to improve results in English.
- Performance by level and age changes in curriculum reforms had resulted in an increase in tests which has impacted on the whole qualification.
- Performance by ethnicity (specifically white males/females) highlighted this was a borough issue.
- Smart assessor needs to be embedded across the College to monitor and track apprenticeship progress.
- Curriculum directorates reduced from three to two.

People

- HR metrics compliance and performance management issues continued to be a key focus. Currently nine disciplinaries and three dismissals.
- Employee Engagement Champions established
- Gender pay gap currently at 8% against national average of 15%. Gap mainly exists at curriculum management level, highly technical roles.

The Chair asked what the overall staff turnover was for the College. The Executive Director of People and Organisational Management (EDPO) replied that it was currently 25% including retirement, end of fixed terms contracts and redundancies.

Sue Terpilowski asked whether there could be a separate line for retirement figures as this skewed the data. This was agreed.

Funding Developments

- Erasmus funding secured £600K
- ESF Funding projects £205K
- JP Morgan project £20K
- Levy introduced BDC target £1.4 million
- British Council Project £13K

Development 2017/18

- Dagenham Business Centre contract handed back to landlord
- The ESFA ILR audit had taken place in September 2017 and there had been no funding issues or clawback. The Principal recorded her thanks to the college staff involved.
- Stuart Fraser was supporting the College on the Mayors Construction Academy Team.
- Work on the GDPR was ongoing
- Huawei Academy opened October 2017, Principal on the ICT Board which was developed in College.
- College working to maintain IIP Gold status.

Stuart Fraser questioned why the College had handed the Business Centre back to the landlord. The CFEO responded that it was expensive to run and the students preferred to be at the main campus.

In a response to Stuart Fraser concerning any challenges at the College with harassment, the Principal advised that student behaviour had started well. New monitoring processes were in place to vet students at risk with the Police. A Police Officer was now based on site at least two days per week.

The Chair thanked the Principal for the report.

Agreed: That the position be noted.

Action: That an additional line highlighting retirement figures be included in the report separate to staff turnover figures.

10. Search Committee Minutes (17.10.17); Terms of Reference and Verbal Update

The Clerk provided feedback from the recent Search and Governance Committee advising that the Committee had approved their Terms of Reference and it was for the Corporation to ratify this decision in order for the Terms of Reference to be used going forward. This was unanimously agreed.

The Clerk reported that the Search and Governance Committee, alongside Corporation Membership, had discussed training requirements for the Corporation (covered in the self-assessment agenda item) and the work taking place on Governor recruitment.

Approved: That the Search and Governance Committee Terms of Reference be approved for future use.

11. Foundation Code of Governance

The Clerk reported that various Corporation documents within the College made reference to the Foundation Code of Governance but there did not appear to be any formal records of its adoption. A table was therefore provided highlighting the Corporation's current position against the statements of the Code.

After discussion, it was agreed that the Corporation was complaint with the requirements of the Foundation Code by all Members. The Code would be monitored on an annual basis.

Approved: That compliance against the Foundation Code of Governance be confirmed.

12. Insolvency Briefing Update

The Corporation were referred to the latest update from the Association of Colleges (AoC) concerning Governor Liability. The Clerk advised that the expected introductory date for the Technical and Further Education Act was now the second half of 2019. The key risks at this stage were highlighted to Members and the Clerk emphasised the need for Governors to ensure they felt they had sufficient information before making a decision.

Sue Terpilowski suggested that there should be an update on the Governance position towards Prevent at each meeting, even if it was only to state that the position remained unchanged. The Clerk agreed to add this to forthcoming agendas.

The Clerk advised that updates to the current position would be made available as soon as they were received. However, it was worth noting that the AoC stated: 'for the vast majority of Governors the plans represent little, if any, material change to their role.'

Action: A Prevent Update to be included on forthcoming Corporation Meeting agendas. Agreed: The current position on governor liability was noted.

13. Review: Corporation Terms of Reference/Statement of Governance 2017/18 Corporation Schedule of Business 2017/18

The Clerk explained that the Search Committee had agreed that a specific role description was not required for Governors and that the Code of Conduct provided to Members specifically covered the role. The Corporation approved this decision and it was agreed to remove reference to Governor role descriptions from the Corporation Terms of Reference/Statement of Governance 2017/18.

The Clerk advised that wherever possible the Corporation Schedule of Business 2017/18 would be adhered to but amendments/additions may be required to reflect changes within the sector.

The Chair questioned whether the responsibilities of the Corporation needed to be more explicit in the Terms of Reference and the Clerk agreed to compare the document with the Code of Conduct and advise accordingly.

Approved: That the Corporation Schedule of Business for 20017/18 be approved. Action: That the Clerk review Governor responsibilities within the Corporation Terms of Reference.

14. Review of Confidential Minutes 2016/17

After detailed discussion on the confidential Minutes previously provided to Governors, it was agreed that due to the commercially sensitive nature of discussions and the changing landscape within the FE sector, these Minutes would remain confidential for a further twelve month period. The position would be reviewed at the first meeting of the 2018/19 academic year.

The Executive Team and Staff Governor left the meeting.

The Clerk issued the remainder of the confidential Minutes to those eligible to view them. It was unanimously agreed that, as these Minutes referred to remuneration and named individuals, they would remain confidential.

Approved: That the confidential Minutes for 2016/17 remain confidential and are not to be released into the public domain. A review on the commercially sensitive Minutes would take place in 2018/19.

The Executive Team and Staff Governor returned to the meeting.

15. Self-assessment Feedback

The Clerk provided feedback from the recent self-assessment questionnaire completed by the Corporation and thanked Governors for their responses. The Clerk advised that the feedback was RAG rated and the red and amber responses would form part of a training plan for the Corporation. All issues would be addressed as part of the December Strategic Planning Event but overall the response was pleasing and the Corporation had self-assessed as 'Good.'

Action: That a training plan be established based on the self-assessment questionnaire returns.

- **16.** This Agenda Item was taken earlier in the agenda.
- 17. This Agenda Item was taken earlier in the agenda.
- 18. 2016/17 targets and balance scorecard review for 2016/17 year (subject to final returns)

 The EDBO provided a report on the final update to the Operational Deliverables, Term 3 Balance
 Scorecard and a review of performance for 2016/17. The main issues highlighted were:
 - Income diversity
 - Advanced Learning Loans
 - The overall College Qualification Achievement Rates
 - Functional Skills English and Maths
 - Apprenticeship and HE recruitment
 - Attendance, particularly English and Maths

The above issues were discussed in detail and the following management actions noted:

- Attendance monitoring and improvement strategies for 2017/18
- Improve target setting at student and course level
- Closer scrutiny of the Monitoring and Performance cycle including the establishment of a QA audit cycle to ensure appropriate and timely intervention and impact
- Improve TLA strategies for English and Maths
- Increase Level 3 plus offer and improve marketing to grow Advanced Learner Loans income
- HE recruitment actions and promotion of non-prescribed CPD activity to close the gap.

In response to a question from Stuart Fraser, the Principal advised that the College needed to invest more in study skills. The College had closed in March 2017 to allow mock exams to take place and as more papers were released, more mock papers would be provided.

Sue Southwood advised that the role of the Invigilator had now changed to ensure students felt relaxed in exam settings. The EDBO confirmed that the College was using methods to ensure students were comfortable in their exams.

Agreed: That the position be noted.

19. Strategic Directions – Operational Deliverables and Balance Scorecard for 2017/18
This Agenda Item was taken with Agenda Item 18.

Agreed: That the position be noted.

20. Management Accounts to end September 2017

The CFEO stated there had been little activity so far this academic year and provided the following key points:

- The College was forecasting an operating budget surplus of £0.350m at the end of the year in accordance with the revised budget;
- The forecast assumes achievement of ESFA funding for 2017-18;
- The College cash reserves stood at £8.799m as at 30th September 2017:
- Capital allocation was £600K.

Evelyn Carpenter asked whether ESF income was vulnerable for the future. The CFEO replied that Erasmus funding would affect turnover but did not affect margin.

The Chair stated that it was early days but it was clear that the College was on track.

Agreed: That the position be noted.

21. Risk Update

The CFEO reported that each business unit prepared their own risk register which was reviewed each term. Any significant risks identified would be incorporated into the corporate risk register through the SLT review process.

The Corporation was advised that the Risk Strategy was approved in June 2017 and there had been no changes. The capital bid process would now be added as a risk.

Agreed: That the position be noted.

22. Supply Chain Fees and Charging Policy

The Clerk advised that the Supply Chain Fees and Charging Policy had been approved by the SLT and Policy and Resources Committee.

The additions to the Policy were discussed and, subject to clarification of an admin error on page 7 (d), the Policy was approved.

Approved: That the Policy be approved subject to clarification that the error on page 7 was administrative.

23. AOB

The Clerk advised that herself and the Chair had been asked to sign to authorise amendments to the College bank mandate. The signatories to be added and to be removed were noted. The Corporation unanimously gave their approval for the documents to be authorised and the bank mandates were signed in the presence of all Governors.

The Corporation were informed that this was Sue Terpilowski's last meeting as a Governor as her term of office expired as at November 2017. The Clerk expressed her gratitude to Sue for her commitment to the Corporation and it was echoed by all those present that she would be missed.

24. Date and time of next meeting – 11th December 2017 – Strategic Planning Event

The Chair thanked all those in attendance for their contributions and the meeting closed at 9.20pm.

Agenda Item	Action	Responsibility	Timescale	Update
12.	Prevent update to be added to each Corporation agenda.	Clerk	11 December 2017	Complete
13.	Review Governor responsibilities within the Corporation Terms of Reference.	Clerk	11 December 2017	Complete

15.	Training Plan to be provided based on self-assessment returns.	Clerk	ASAP	
16.	Capital project bid be progressed and relevant professionals appointed.	Executive Team	ASAP	
	Negotiations to be held with the banks to assess the best option for the College at this stage.	Executive Team	ASAP When available	
	Full Governor approval to be sought before any decisions are made regarding the loan and a report on the loan terms will be made	Executive Team/Clerk	When available	
	available to the Corporation whenever possible.	Clerk	11 December 2017	
	That a specific update on the current position be provided at the December Corporation Meeting.			
17.	IoT – Copy of Expression of Interest to be circulated.	Principal/Clerk	ASAP	Complete
17.	That a separate line be included to show retirement figures against staff turnover figures.	EDPO	ASAP	