

Minutes of the Meeting of the Board of Corporation

Date:	Monday 11 December 2023	Room number	Boardroom
Present:	Andy Forbes (Chair) Charles Tennant (Vice-Chair) Steve Dowbiggin (Interim Principal/CEO) Forhad Altafi (Staff Governor) (FA) Katharina De Vita (KDV) Carole Ditty (CD) Geoff Hall (GH) (Staff Governor) Alex Keay (AK) Molly Makota (MM) Bal Panesar (BP)		
In attendance:	Jason Turton (Deputy Principal – Curriculum & Quality) Victoria Eastwood (Chief Governance Officer) Michelle Allen (Executive Director – HR & Safeguarding) Wijay Pitumpe (Interim Deputy Principal – Finance & Resources) Natalie Davison (Principal/CEO Designate) up to agenda item 10 Amy De Campos (Head of Safeguarding) Agenda Item 6 only Mark Eagle (MacIntyre Hudson) (ME) – Agenda Item 10 only via Teams		
Apologies	Bim Osunsami, Talha Ahmad, Nick Kavanagh		

1.	<p>Welcome and apologies for absence</p> <p>The Chair welcomed all present to the meeting. Apologies for absence were received from Talha Ahmad, Bim Osunsami and Nic Kavanagh.</p>
2.	<p>Declarations of Interest</p> <p>Governors were reminded of their responsibility to declare an interest in relation to specific items on the Agenda if appropriate. The Chair, Bal Panesar and Alex Keay declared an interest in agenda item 7.</p>
3.	<p>Minutes of the Previous Meeting of the Corporation – 9 October 2023 and Notes from the November Strategy Event</p> <p>The Minutes of the Previous Meeting, held on 9 October 2023 and Notes from the November Strategy Event were agreed as a true and accurate record.</p> <p>Approved: The Minutes of the Previous Meeting, held on 9 October 2023 and Notes from the November Strategy Event were agreed as a true and accurate record.</p>

<p>4.</p>	<p>Matters arising</p> <p>An update on outstanding actions carried forward from the October Corporation Meeting were provided:</p> <table border="1" data-bbox="304 282 1517 779"> <thead> <tr> <th data-bbox="304 282 467 349">Agenda Item</th> <th data-bbox="467 282 850 349">Action</th> <th data-bbox="850 282 1106 349">Responsibility</th> <th data-bbox="1106 282 1286 349">Timescale</th> <th data-bbox="1286 282 1517 349">Update</th> </tr> </thead> <tbody> <tr> <td data-bbox="304 349 467 506">6.</td> <td data-bbox="467 349 850 506">Clarification to be provided on retention and achievement in 19+ % overall to explain why retention was on track but achievement had dipped.</td> <td data-bbox="850 349 1106 506">EDEL</td> <td data-bbox="1106 349 1286 506">ASAP</td> <td data-bbox="1286 349 1517 506">Complete</td> </tr> <tr> <td data-bbox="304 506 467 640">6.</td> <td data-bbox="467 506 850 640">CGO to arrange 1:1 meetings with Governors and DPCQ.</td> <td data-bbox="850 506 1106 640">CGO</td> <td data-bbox="1106 506 1286 640">November 2023</td> <td data-bbox="1286 506 1517 640">Meetings arranged but did not take place due to Ofsted</td> </tr> <tr> <td data-bbox="304 640 467 779">8.</td> <td data-bbox="467 640 850 779">HR/agency staffing to be included on the November Strategy Day agenda.</td> <td data-bbox="850 640 1106 779">CGO/EDHRS</td> <td data-bbox="1106 640 1286 779">24 November 2023</td> <td data-bbox="1286 640 1517 779">Discussed at P&R</td> </tr> </tbody> </table>	Agenda Item	Action	Responsibility	Timescale	Update	6.	Clarification to be provided on retention and achievement in 19+ % overall to explain why retention was on track but achievement had dipped.	EDEL	ASAP	Complete	6.	CGO to arrange 1:1 meetings with Governors and DPCQ.	CGO	November 2023	Meetings arranged but did not take place due to Ofsted	8.	HR/agency staffing to be included on the November Strategy Day agenda.	CGO/EDHRS	24 November 2023	Discussed at P&R
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<p>5.</p>	<p>Chair's Actions</p> <p>There were no Chair's actions to report.</p> <p>Agreed: that the current update be noted.</p>																				
<p>6.</p>	<p>Safeguarding – Update and Annual Report – 2022/23</p> <p>The Head of Safeguarding highlighted the following key points from the Annual Report:</p> <ul style="list-style-type: none"> • Governors attended internal Safeguarding meetings • 12 Deputy Designated Safeguarding Leads (DSL's) – well covered across College • Positive feedback from learners for safeguarding procedures – felt the College was a safe and secure campus • Learners felt well supported • CPOMS system in place for one year and successful way to share information • Working closely with Pastoral Learning Manager • Points 1-4 in the report had now been resolved • Safeguarding re planning trips needed to be improved • Refreshed behaviour process to be launched in the New Year • Prevent concerns were rare – the College was a low priority area and would lose local coordinator as there was not a high risk of terrorism in this area • Need to ensure students understood Prevent and British Values allowing them to be resilient against extremist thinking – embedded through tutorials • High frequency cases were wellbeing, mental health self-harm, sexual harassment, homelessness for students – students felt more empowered to complain about inappropriate behaviours <p>CD thanked the Head of Safeguarding for a good, clear report and noted her appreciation of the work that had been undertaken. It was noted that the displacement room in the College used to liaise with police and external services had been replaced with the Learner Support Zone.</p> <p>In response to a query from FA concerning students with mental health difficulties, the Head of Safeguarding advised that the majority of the pressures for students existed externally from the College but friction with peers was the main cause internally.</p> <p>BP referred to the issue of a lack of timely preparation before College trips took place and advised that this needed to be an action point to ensure accountability. It was noted that awareness would be</p>																				

	<p>increased as part of CPD and that the Board would discuss the range of issues including mental health in more details at a future strategy event.</p> <p>The Chair thanked the Head of Safeguarding for an excellent report.</p> <p>Agreed: That the current position be noted.</p> <p><i>The Head of Safeguarding left the meeting.</i></p>
7.	<p>Search & Governance Committee Update</p> <p>The Chair reported that the re-appointment of himself, Bal Panesar and the appointment of Alex Key as Link Governor for Apprenticeships had been recommended by the Search & Governance Committee and approved by a majority of Corporation members via email. This was again ratified by the Corporation.</p> <p>The Corporation were informed that the Search & Governance Committee had interviewed a potential candidate for Board membership, Cllr Elizabeth Kangethe, (details had been circulated prior to the meeting). The Corporation discussed the information provided, noting that Cllr Kangethe had a variety of skills, was a leading member of LBBD and had an education background and unanimously approved the Search & Governance Committee's recommendation to appoint.</p> <p>Approved: That Bal Panesar be re-appointed for a further four year term of office; Andy Forbes be re-appointed for a further three year term of office; Alex Key be appointed as Link Governor for Apprenticeships. That the Corporation approve the recommendation of the Search & Governance Committee to appoint Cllr Kangethe to the Board of Corporation for an initial one year term of office to allow review by both parties.</p> <p>Approved: The Search & Governance Committee Terms of Reference were approved for 2023/24.</p>
8.	<p>Recommendation on Deputy Principal Appointment from Selection Panel</p> <p>The Chair reported that the Selection Panel had agreed to take one of the four candidates through to a second-round process. This would be scheduled for the following week.</p> <p>Approved: That the current position be noted.</p>
9.	<p>Annual Report of the Audit Committee to the Corporation 2022/23/P&R Recommendation</p> <p>The Chief Governance Officer (CGO) presented the annual report of the Audit Committee, highlighting the Audit Committee's opinion the Corporation could rely on when considering the Financial Statements.</p> <p>CD advised that the Policy & Resources Committee had met on the 4 December to consider the Financial Statements and had recommended these for approval to the Corporation subject to Audit Committee approval.</p> <p>Agreed: The opinions of the Audit Committee and Policy & Resources Committee in recommending the approval of the Financial Statements was received.</p> <p><i>Natalie Davison left the meeting.</i></p>
10.	<p>Draft Financial Statements and Management Letter y/e 31 July 2023</p> <p>The Interim Deputy Principal – Finance & Resources (IDPFR) reminded the Corporation of the distance travelled since the March meeting. He presented the Financial Statements highlighting the following:</p> <ul style="list-style-type: none"> • Group deficit – take the on-cash items out in a much better position • Positive EBITDA

- Management report – ONS guidance
- Legacy issues – student debt
- Audit point re the regularity audit – comment from the auditors re the settlement.

The Chair stated that the College was in a better position than had been expected and the work of the Finance team and work from the curriculum team in terms of the AEB allocation was acknowledged. It was good to see the College making an operating surplus but disappointing to see the Broadway deficit which needed to get to a better position for next year.

In response to a query from KDV concerning agency staffing, the IDPFR advised that he was working with the Executive Director – HR & Safeguarding (EDHS) to change the workflow processes. Agency staffing had currently been delegated to the EDHS and the Deputy Principal – Curriculum & Quality (DPCQ) to ensure teachers were in front of classes and the budget allocation to cover agency would need to be monitored monthly.

Mark Eagle, Macintyre Hudson (ME), joined the meeting.

ME presented the Management Report stating that the overall audit was complete. There had been two elements to the work – the first was the true and fair report which was an unqualified audit report and ME noted his credit to the College for having pulled back from the earlier predicted position to the current reduced position. The second element was the regularity report and the Corporation discussed the issue regarding a settlement payment which needed pre-approval from the ESFA which had been included in the report as a procedural matter.

The Chair referred to the turnover of staff on the first page of the Financial Statements and stated that this had been an extraordinary year for the College and there had been a great team effort to result in a relatively positive report.

The Chair thanked ME for his hard work.

After further discussion, the Corporation approved the Financial Statements 2022/23 to be submitted to the ESFA by 31 December 2023.

ME left the meeting.

Approved: the Corporation approved the Financial Statements 2022/23.

11. Revised Budget 2023/24 including Pay Award

The IDPFR reported that the revised budget had been presented at the November Policy & Resources Committee and the Committee had resolved to recommend the budget to the Corporation for approval.

The budget had been aligned to the outturn and the College had received additional 16-18 income to fund the pay award which had been incorporated into the budget. It was noted that pay award options had been presented to the Board in October when a 6.5% pay award for all staff and to rectify the London Weighting anomaly as from 1 January 2024 had been agreed in principle. This was formally approved.

The Interim Principal/CEO reported that more accurate figures re pay costs were needed therefore a vacancy factor of 8% had been worked through including an allowance to the agency costs plus a small contingency.

In response to a query from BP, the Interim Principal/CEO confirmed that management accounts would be reviewed on a monthly basis and the budget on a quarterly basis. The IDPFR added that it had

	<p>been agreed that the budget would be discussed at the January Policy & Resources Committee Meeting.</p> <p>Approved: The revised budget 2023/24 was approved. The pay award as discussed at the October 2023 Corporation Meeting was approved. As recommended by the Remuneration Committee, this included current Senior Post Holders.</p>
12.	<p>Remuneration Committee – Annual Statement/Terms of Reference</p> <p>The CGO presented the Annual Statement of Senior Postholder Remuneration for 2023, advising that this would be uploaded to the website once approved.</p> <p>The Chair noted that the pay multiple comparison was not a bad position for the College.</p> <p>Approved: the Annual Statement of Senior Postholder Remuneration and Remuneration Committee Terms of Reference 2023/24 were approved.</p>
13.	<p>Policy & Resources Committee Update</p> <p>CD reported that a number of items discussed by the Policy & Resources Committee had been dealt with further up in the agenda. CD recorded her thanks to all Committee members, FA as Committee Vice-Chair, the Executive Team and CGO for all their work and support during her first year as Committee Chair.</p> <p>Key points from the meeting were noted as follows:</p> <ul style="list-style-type: none"> • Additional meeting scheduled for January 2024 to look specifically at the updated management accounts and also key implications for the Committee of the revisions of the ONS reclassification e.g. capital spend, senior pay, severance payments which would be shared with Board • Health & Safety Annual Report – strong assurance from a recent internal audit • HR update with helpful visualisation of key data and stats- good work taken place to enhance reporting • Need to ensure clear correlation between P&R and C&Q to see staffing impacts on curriculum and quality • Positive and comprehensive sustainability update • EDI would be led by the Principal/CEO from January but the EDHS would be the staff lead and the Director of Marketing would be the student lead –focussed on as a priority area <p>The Chair recorded his thanks to CD for leading the Committee in a very difficult year.</p> <p>Approved: The Policy & Resources Committee Terms of Reference 2023/24 were approved. Agreed: That the current position be noted.</p>
14.	<p>Curriculum & Quality Committee Update</p> <p>AK stated that it had been great working with the Committee and Chair of P&R to bring the pieces together between the Committees.</p> <p>AK provided the following update from the last C&Q meeting:</p> <ul style="list-style-type: none"> • Ofsted monitoring feedback – made progress in priority areas • Priority areas for discussion – attendance in some areas particularly English and Maths (E&M), Engineering and Motor Vehicle; HE needed to be incorporated as not been fully focussed on • Apprenticeships and E&M were still urgent • Lot of work on QAR consolidation – numbers did not show the true effort that had been made across the College – huge thanks recorded to the Deputy Principal – Curriculum & Quality (DPCQ) • Apprenticeships –need to move forward from the PIAP – discussion on lessons learnt but fundamentally had not moved as quickly as should have done – financial impact/revenue/cost

	<p>structure – needed the right leadership in place as a complex area and one of those areas that required the whole college approach.</p> <p>The Chair expressed the need to create a culture where everybody was aware of apprentices and took them as seriously as all other students. The Interim Principal/CEO stated that there was a need to ensure the tracking system was monitored and the revised structure included a Compliance Officer. AK added that the Curriculum & Quality Committee would review the Apprenticeships action plan at the January meeting.</p> <p>AK advised that for Governors this was an area of concern. Employer engagement and satisfaction was a challenge and both Ofsted inspections had highlighted gaps in governance but now was the time to lean on governors to support going forwards. Great progress in terms of finance and curriculum was acknowledged.</p> <p>Discussion took place on student voice and the CGO advised that eighteen applications for Student Governor positions had been received. An election was now scheduled to take place and other ways to engage students e.g. a Student Board would be considered.</p> <p>The Chair questioned when the full Ofsted inspection could be expected. The DPCQ replied that the earliest date could potentially be May 2024 and the latest would be the Autumn term next academic year.</p> <p>FA stated that in his view as Staff Governor, the College’s approach to communication and getting curriculum on board had much improved and this had been reflected in the monitoring visit. The Learning Support Zone had also been a great achievement. The Vice-Chair added that the Board had anticipated that apprenticeships would be an issue, however, it was reassuring that the information now being provided was an accurate reflection of the current position. The Chair recorded his thanks to AK for his work as Chair of the C&Q Committee and extended his thanks to the Executive Director of Excellence in Learning, Michael Smith who was the Ofsted nominee.</p> <p>BP asked whether there were any plans to undertake an engagement survey with staff. The EDHS replied that a specific one question survey would be issued as a temperature check e.g Would you recommend the College? At present work was taking place to try to reflect the issues on the ground and incorporate these into future surveys.</p> <p>GH noted that the mentoring work had been successful but there was still an undercurrent of low morale. BP stated that surveys would assist in being able to see the bigger picture and the issues that were not being raised or seen.</p> <p>Agreed: That the current position be noted.</p>
15.	<p>Interim Principal/CEO Update</p> <p>The Interim Principal/CEO provided a precis of the work he had undertaken advising that a much more detailed briefing would be provided to the new Principal/CEO as part of the handover process.</p> <p>Discussion took place on reporting lines and the current systems in place for CIS and HR which needed to be replaced.</p> <p>The Chair thanked the Interim Principal/CEO for his report.</p> <p>Agreed: That the current position be noted.</p>

16.	<p>Risk Register</p> <p>The IDPFR advised that the Risk Register had been presented to the Audit Committee at the December Meeting and the Board Assurance Framework was approved by the Corporation in July. An advisory internal audit on risk had taken place with two accepted low recommendations.</p> <p>In response to a query from the Chair, the IDPFR confirmed that each business unit had created their own risk registers and the Senior Leadership Team reviewed the risk register every six weeks which was then reported to each Audit Committee.</p> <p>CD suggested that it would be useful to split out the risks between the respective Committees as standing agenda items. The IDPFR replied that this was one of the recommendations from the internal audit which would be implemented.</p> <p>BP stated that the Audit Committee had agreed to change the name of the Committee to be renamed Audit and Risk Committee to reflect the risk responsibility. This was approved.</p> <p>Approved: Audit Committee to be renamed Audit and Risk Committee. Action: Committee risks to be a standing agenda item for each Committee going forward.</p>
17.	<p>AoB</p> <p>The Chair recorded his thanks to the Interim Principal/CEO for all of his work for the College. The Interim Principal/CEO stated that it had been a privilege - staff and facilities were exceptional and he had been made very welcome.</p>
18.	<p>Date and time of next meeting – Corporation Development Event – 29 January 2024</p>

The Chair recorded his thanks to all in attendance for their contributions.

The meeting closed at 18.45pm.

Agenda Item	Action	Responsibility	Timescale	Update
16.	Committee risks to be a standing agenda item for each Committee going forward.	IDPFR/GGO	January 2024	

Signed.....
 Andy Forbes (Chair)

Date.....