

Minutes of the Meeting of the Board of Corporation

Date:	Monday 12 December 2022	Room number	Via Teams
Present:	Mark Bass (Chair) Andy Forbes (Chair Designate) Andrew Brown (Vice-Chair) Charles Tennant (Vice-Chair) Yvonne Kelly (Principal/CEO) Talha Ahmad (TA) Forhad Altafi (FA) (Staff Governor) Evelyn Carpenter (EC) Stuart Fraser (SF) Geoff Hall (GH) (Staff Governor) Nick Kavanagh (NK) Alex Keay (AK) Bal Panesar (BP)		
In attendance:	Jason Turton (Chief Operating Officer) Andrew Lawson (Chief People Transformation Officer) Victoria Eastwood (Chief Governance Officer)		
Apologies	Carole Ditty, Bim Osunsami,		

1.	<p>Welcome and apologies for absence</p> <p>The Chair welcomed all present to the meeting. Apologies for absence were received from Carole Ditty and Bim Osunsami.</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 Principal/CEO and Chief Governance Officer (CGO) declared an interest in agenda item 11. The Chair, Staff Governor, both Vice-Chairs and Alex Keay declared an interest in agenda item 15.</p>
3.	<p>Minutes of the Previous Meetings of the Corporation:</p> <p>Corporation 5 July 2022</p> <p>Corporation Budget Meeting 11 July 2022</p> <p>Notes from the Strategic Planning Event – 7 November 2022</p> <p>Minutes from the Additional Pay Award Meetings 21 & 28 November 2022</p> <p>Minutes from the Additional Corporation Meeting – 5 December 2022</p> <p>All Minutes and Notes presented were agreed as a true and accurate record.</p> <p>Approved: That the Minutes of the Previous Meetings of the Corporation be approved:</p> <p>Corporation 5 July 2022</p> <p>Corporation Budget Meeting 11 July 2022</p> <p>Notes from the Strategic Planning Event – 7 November 2022</p>

Minutes from the Additional Pay Award Meetings 21 & 28 November 2022
Minutes from the Additional Corporation Meeting – 5 December 2022

4. Matters arising

An update on outstanding actions from the Corporation Meetings was provided:

Corporation 5 July 2022

Agenda Item	Action	Responsibility	Timescale	Update
	CGO to facilitate face to face Special meeting of the Corporation in the agreed timeline.	CGO	ASAP	Completed
9.	Recorded teams training session on the data visualisation dashboard be created for Governors.	COO	ASAP	Completed

Corporation Budget Meeting 12 July 2022

Agenda Item	Action	Responsibility	Timescale	Update
1.	CFFR return to be emailed to Governors for comment as soon as possible.	CGO	ASAP	The CFFR was communicated through the budget update.
1.	CFFR to be included on Policy & Resources business cycle for 2022/23.	CGO	September 2022	Completed
1.	Face to face recruitment of Chair meeting to be convened after w/c 15 August 2022.	CGO	ASAP	Completed
3.	Maternity and long term sick actuals 2020/21 to be clarified and an update provided.	Principal/CEO	ASAP	Completed
4.	Coding to be checked for other grants 2021/22-2022/23 and narrative to be provided in the accounts to explain any anomalies going forward.	Principal/CEO	ASAP	Completed
4.	Other miscellaneous costs to be recoded and removed from the accounts.	Principal/CEO	ASAP	Completed
4.	Annual budget 2022/23 to be re-issued to the Board to include cash flow, indication for 2023/24, financial health	Principal/CEO	ASAP	Completed

	projections and comparison against CFFR.			
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Actions from Additional Corporation Meeting – 5 December 2022

The Principal/CEO responded that the QIP would be updated before the end of the term and this would be made available to Governors through a shared link (action YK).

Balance scorecard and league table providing recruitment, attendance, retention, initial targets, aspirational targets, work experience, unit completion and progress, focus areas with the improvement from Ofsted, urgency of milestones and specific accountability for the Director of each area to be shared with the full Board (action VE).

The Chair reported that the Chair designate would take the role of Chair as from 2023 to ensure consistency for the additional Corporation meeting scheduled for 16 December 2022.

5. Chair’s Actions

The Chair confirmed that he had not undertaken any Chair’s actions on behalf of the Corporation but noted that there were two outstanding actions that needed to be addressed in 2023: to form a Committee to review the Skills White Paper and to convene a Sustainability/Environmental Committee. This was agreed and it was confirmed that Nick Kavanagh would chair the sustainability/environmental committee.

Action: Skills White Paper and Environmental/Sustainability Group to be convened in January 2023.

6. Safeguarding Update

The Corporation were advised that the Head of Safeguarding was unable to attend the meeting due to illness. EC stated that an excellent report had been provided and the issues highlighted in the report were very important. The report identified that the lead for Safeguarding was not part of and did not have direct access to the Senior Leadership Team and that voluntary Safeguarding Officers needed time to be able to undertake their duties and must be trained to a high standard. A higher quality online staff training model was requested and the key posts within the support structure were noted.

The Chief People Transformation Officer (CPTO) replied that it was consciously intended for the Head of Safeguarding to be present more frequently at SLT meetings and the College had created time and space for regular reports to be presented through more frequent access. Concerns around the quality of the content of online training for staff had been noted and options to improve and provide mandatory reporting were being explored. The CPTO advised that Safeguarding Officers had always been voluntary and the overall structure in safeguarding and learning support was being reviewed with work actively taking place to fill these roles (the LAC coordinator position had now been filled). The Head of Safeguarding had her own office but further spaces could be investigated. The Principal/CEO added that it was useful for these proposals to have been brought forward by the lead for this area as they had not previously been raised.

EC stated that the position needed to be monitored and adequate time to undertake the role needed to be included in the job description for Safeguarding Officers. 35% of learners had raised issues with mental health and the College needed to be outstanding in terms of safeguarding. The Principal/CEO replied that a sizeable support team was in place including mentors, advisers and liaison officers.

SF referred to the areas of improvement and stated that the Head of Safeguarding’s work needed to be independent of the SLT and the comment regarding not being involved in decisions was concerning. The cases involving sexual abuse and self-harm were alarming and needed to be monitored. It was suggested that having a nurse on site was revisited. The Principal/CEO responded that the ALS team had grown significantly due to the increase in high needs and a move towards fixed term posts for

	<p>Learning Practitioners was taking place. The issue of having a nurse on site had previously been debated and this would be looked at in the context of affordability. Medipro was on site and would support high level issues that may occur.</p> <p>BP advised that the College had a large and complex student population. As Link Governor for Safeguarding he had noted that the Head of Safeguarding was previously sharing an office with a colleague which was not sufficient in terms of physical space and resource. It was important to ensure awareness for all staff in terms of safeguarding issues and pastoral care. The Principal/CEO added that during the Ofsted inspection safeguarding was deemed effective.</p> <p>AK stated that from a commercial side he was involved in employer wellbeing and the need to invest in expertise was the same. The safeguarding data within Appendix 1 showed a steady increase but this could not be compared as benchmarking data was not included. Benchmarking data comparing with similar colleges would be helpful to drill down into where progress is being made and areas that need more attention.</p> <p>AF questioned whether there had been any significant changes or trends in the first term. The CPTO replied that last academic year the implementation of the CPOMS system had been very effective but it was difficult to advise of any changes until a like for like analysis was available. Term one had not necessarily seen a significant change but reporting was improved. Learner surveys indicated that learners did feel safe at the College although it was acknowledged that more could be done. The CPTO confirmed that the Counselling vacancy had not yet been recruited to but work was actively taking place on this.</p> <p>Thanks were recorded to EC for her work with safeguarding and an additional safeguarding lead was now sought until BP was able to fully take up the role.</p> <p>Agreed: That the current position be noted. Action: Benchmarking data comparing with similar colleges to be included in future reports.</p>
<p>7.</p>	<p>Financial Statements Update</p> <p>The CGO provided clarification on the reason the financial statements were not included for submission at the meeting and advised that a separate meeting had been scheduled for 16 December 2022 to approve these.</p> <p>The Vice-Chair of the Audit Committee reported that the External Auditors had acknowledged that the work regarding student debt was ongoing and there was a high degree of uncertainty due to the ONS review within the sector but it did not make sense for this to be perceived as a threat in terms of the going concern.</p> <p>The Vice-Chair of the Audit Committee stated that the College had issues with management of the accounting functions which needed to be reinforced. The bad debt position was clearly a reflection of this and needed to be rectified going forward.</p> <p>The CGO advised that an additional Audit Committee Meeting would also be scheduled in January 2023.</p> <p>Agreed: that the current position be noted.</p>
<p>8.</p>	<p>Financial Regulations Policy Review</p> <p>The Interim Executive Director Finance (IEDF) explained the amendments to the policy, highlighting:</p> <ul style="list-style-type: none"> • Exemptions re purchase orders • Virement procedures • Procedures for same day payments

- Insolvency

EC referred to the exceptions to using official College orders within the covering report, advising that the statement about not using virements was not included in the policy. It was also noted that the Appendix pertaining to insolvency had not been included. The IEDF replied that the virement section would be included in the policy and the appendix recirculated.

AK stated that in section 9.2 it should stipulate interim role or contract role when referring to SEAFs to provide clarity. This was agreed.

The CGO confirmed that the Financial Regulations would be approved by the Policy & Resources Committee going forward.

Approved: That, subject to the suggested amendments, the Financial Regulations Policy be approved.

9. Management Accounts as at November 2022 including Pay Award

The IEDF reported that the College was 12 learners down in terms of 16-18 lagged learner numbers and the forecast would need to be further updated. As the debt provision had been included in the forecast, monthly trends would be provided to allow continuous monitoring throughout the year. It was noted that the cash that related to the restricted reserves had been removed from the KPI's as this needed to be independent of the amount and kept separate.

SF questioned how the debt write-off would impact the accounts. The IEDF replied that this would be shown as a separate line but all the issues needed to be clear and this would be presented at the end of January.

In response to a question from SF, the IEDF advised that the impact on the Budget of the reduced income to date and the lower costs would also be noted in the end of January 2023 management accounts.

BP stated that the format of the accounts was a great improvement, however, more forward looking statements and analysis were needed. The crucial part was the cash flow and the Board needed to see a forward projection in the timeline and a week by week cash flow.

The Principal/CEO added that the upgrade of the finance system would commence in January 2023.

The Chair thanked the IEDF for her hard work which was appreciated by the Board.

The CPTO reported that the revised pay award offer had been presented to the Unions but this had been rejected other than the £750 none consolidated payment to staff earning up to £25K which had been agreed and was being processed. The challenge from the Unions was to see if the College could increase the offer and it had been felt that opening up the pay scales was targeting a small group of employees when an offer targeting a larger group of employees was preferred. The College had advised that there was no further money available and the Unions had asked for the offer to be changed within the same financial boundaries.

The Chair questioned why the non-consolidated payment was being put through if the full offer had not been accepted. The Principal/CEO replied that this was a discussion in terms and the payment was not as large as originally thought as less staff were included. The briefing to staff later that week would allude to the fact that there was no money due to the risk lines under AEB. The offer could not be compared like for like with other colleges as at BDC the teaching hours were less, holidays were more and staff were remitted in their roles. A longer term discussion on benefits and potential remodelling was required.

	<p>AF stated that he was comfortable with the discussion on the pay award and comfortable for this to continue but there needed to be a point when it was deemed enough is enough. The offer agreed by the Board was a package and not for the Union to choose certain parts. The current position was that a pay award had not been agreed for this year and the College needed to define a time which was reasonable to say there were no further negotiations. BP added that staff needed to be aware of the financial implications to the College and the potential outcome being a change in financial grade.</p> <p>Agreed: That the current position be noted.</p>
10.	<p>Reserves Policy The IEDF reported that the College did not previously have a Reserves Policy and a minimum level of £3m was recommended. After discussion it was agreed that this was a good target to aim for and the Policy was approved.</p> <p>Approved: That the Reserves Policy be approved.</p> <p><i>The IEDF left the meeting.</i></p>
11.	<p>Remuneration Committee Update – Annual Remuneration Statement The Committee Chair reported on discussion from the meeting, advising that the Terms of Reference had been updated to include reference to the ONS requirements. The Committee recommended the Annual Remuneration Statement to the Board for approval which was ratified.</p> <p>Approved: That Committee Terms of Reference and Annual Remuneration Committee Statement were approved.</p>
12.	<p>Review of Confidential Minutes The Chair reported that the historic confidential minutes pertaining to the OfS discussions and detailed budget deliberations had remained confidential for several years and, as there was nothing material to outside interest, should remain confidential. General discussion on these items had been minuted. There had been one instance where a confidential minute had been taken in 2021/22 and this related to the role of the CFO. As this was concerning a named individual it was recommended that this minute remain confidential.</p> <p>After further discussion the Corporation agreed that the historic and 2021/22 confidential minutes should remain confidential and not be released into the public domain.</p> <p>Approved: Historic and 2021/22 confidential minutes to remain confidential and not be released into the public domain.</p>
13.	<p>Health & Safety Annual Report SF highlighted the high risk areas at Rush Green, the TSA and the outstanding risk assessments and particularly emphasised the issues at Broadway. The CPTO replied that there had been a lot of catch up over the last 12 months due to gaps in resources and catch up in terms of level of compliance. There was a lot of work to do made good progress and the recent internal audit for Health & Safety had highlighted areas of focus. An additional Health & Safety Officer was being put in place and part of the role would support the Apprenticeship Team. Broadway was the highest concern but a lot of work had already taken place to progress risk assessments and increase awareness.</p> <p>SF advised that it was important to monitor industry placements and he would discuss this with the Head of Health & Safety in the New Year. The CPTO agreed that there was a need to ensure sufficient compliance and awareness for the employer.</p>

	<p>AF questioned the recommendation request for allocation of sufficient resources. The CPTO replied that this referred to the appointment of the additional Health & Safety Officer, however, an additional two roles had also been recruited to in the previous twelve months but there was also a need to recognise the continued investment to make sure the right kit was in place across the estate.</p> <p>AK stated that this was a comprehensive report but it would be helpful in the summary to highlight good or bad areas linking back to year on year improvement and compare to benchmarking standards to be able to understand the outcome in terms of levels of assurance.</p> <p>GH reported that in his role as a coach in the apprenticeship department, he was required to undertake health and safety audits of the company in their main office and not on the actual working site. Areas such as construction were high risk and risk assessments needed to be specific to site work. SF agreed that this was an important topic and as Health & Safety Link Governor he needed a separate session with GH and the Head of Health & Safety to plan placements with employers. EC stated that this needed to be included in the health and safety procedure to ensure adequate monitoring. The Principal/CEO advised that GH should raise the issue with the Head of Apprenticeships as there were specific health and safety procedures in place for T-levels and apprenticeships.</p> <p>BP asked why high risk issues were not resolved and whether there was a way to track progress against these. The CPTO replied that the information provided the headline risks but the tracking process needed to identify accountability, responsibility and completion.</p> <p>NK questioned how statutory compliance was managed and whether the College used a CAFM system. The Principal/CEO advised that the College did not use a CAFM system but there was a link between statutory testing, health and safety and estates.</p> <p>The Chair queried why there were no incident reports, adding that it was difficult to believe that no incidents had taken place. The CPTO acknowledged the need to ensure reporting was effective and the link between reporting incidents to prevent accidents.</p> <p>BP stated that the College needed to have better tracking on accountability and responsibility and the reports therefore needed to be enhanced.</p> <p>Agreed: the Health & Safety Annual Report was noted.</p>
<p>14.</p>	<p>Policy & Resources Committee Minutes</p> <p>EC thanked the members of the Policy & Resources Committee for their support as Chair. At the November Meeting, the Committee had discussed the following:</p> <ul style="list-style-type: none"> • Approval of the Committee Terms of Reference subject to additions regarding consultation with staff on pay issues and inclusion of reference to recent Ofsted findings. • Reviewed the October management accounts and looked in detail at the carried forward deficit. • Considered and agreed a recommendation for the pay award. • Approved the Supply Chain Fees Policy, Freedom of Information Policy, Safeguarding Policy and Treasury Management Policy <p>The Corporation recorded their huge thanks to EC for all of her work on the Committee.</p> <p>Agreed: that the current position be noted.</p>
<p>15.</p>	<p>Search & Governance Committee Report to the Corporation</p> <p>The CGO provided an update on discussions from the meeting which focussed on current vacancies, recruitment options and the current Committee structure. The Corporation agreed with the Committees</p>

	<p>recommendation that educational and SEND experience was a priority for future recruitment to the Board. The Corporation approved the Committees recommendations as follows:</p> <p>Approved: That Mark Bass be appointed as Chair of the Broadway Subsidiary Charles Tennant be appointed as Chair of the Aspire Subsidiary Forhad Altafi to be appointed to the Performance & Standards Committee Alex Keay to be appointed for a further three-year term of office</p>
<p>16.</p>	<p>Balance Scorecard Update inc Quality</p> <p>The Principal/CEO reported that the balance scorecard was updated on a monthly basis based on actual performance and would be developed throughout the year. The league table would inform discussions at the Performance & Standards Committee. The Chief Operating Officer (COO) added that more detail had been included to track interventions and the salient points for the Performance & Standards Committee would be captured into one slide for discussion.</p> <p>AF stated that it was good to see the level of detail but expressed concern that the data for learning walks did not reconcile against the Ofsted judgement on attendance and punctuality and the initial diagnostic assessment information was also at odds with the Ofsted judgement. The COO replied that the wording was misleading for the learner experience walks and attendance and punctuality had not been focussed on. These areas were now in focus and an updated report would be provided. FA stated that the impact of learning walks was key, specifically targeting the curriculum areas that were of concern. It was hoped that better observations, challenge and support from those undertaking the walks would see the trend move upwards.</p> <p>EC stated that the College was not focused on selling the vocational areas for adult recruitment and the focus for adults required a unique selling point for the College to be able to advertise an offer that could not be found at other providers in the area. Routes into vocational courses for local residents were needed. The Principal/CEO advised that adults was one of the most complex areas and resources were strained due to the significant provision in full cost recovery for adults. The College was developing stronger vocational pathways and work programmes. The Good Work for All programme was very specific to adults and targeted predominantly those who were unemployed and the College need to look how to address that gap. EC advised that the College needed a big marketing campaign for vocational and it was key to remember Levels 3 and 4.</p> <p>AK advised that for future meetings Governors needed to be able to set the strategic concept for the business and the intersection of the critical items: learning improvements (Ofsted), pay to recruit and retain staff (pay award) and the bad debt provision. The balance scorecard was only one element of this and the Board needed to consider whether Governors were using their time for the right dialogue and how these issues could be brought to the forefront of discussions.</p> <p>AF referred to the learners survey results stating that 18% of L3 learners would not recommend the College and advised that the Board needed to receive more information on the reasons for the level of dissatisfaction at Levels 2 and 3. The COO replied that the information could be drilled down into and needed to be opened up for wider discussion.</p> <p>Agreed: that the current position be noted – further work to take place to ensure the critical areas are prioritised.</p>
<p>17.</p>	<p>ELIOT/HE Update</p> <p>The COO reported that for Level 3, there were 210 learners and the achievement rate was 6% lower due to poor results in Engineering, however, in the main all areas were well balanced. Learner recruitment 16-18 was strong but Level 4 and Apprenticeships were low. Good dialogue had taken place at TSAG.</p>

	<p>The Principal/CEO advised that the QAA review had been put on hold for Ofsted, however, the QAA was no longer the quality assurance body for the OfS and OfS had advised of a new regime. The College would be required to submit an application with a quality plan etc and a decision needed to be made by the 9 January 2023 to confirm whether there was an appetite to take this forward or the College continued to franchise.</p> <p>It was agreed that a brief meeting would be scheduled in the New Year to look at the detail.</p> <p>SF stated that the College needed a leader for ELIOT and this needed to be included on the list for strategic objectives.</p> <p>Action: that the update be noted and a brief meeting with relevant Governors be scheduled in the New Year to discuss the OfS/HE position.</p>
18.	<p>GDPR Update</p> <p>The CGO advised that the GDPR Committee had met for the final time in the calendar year and a rest for 2023 had been agreed to include a new action plan. Key focus from January would be retention of both electronic and hardcopy documentation. The Board were informed that only one subject access request had been received since the last meeting which had been fulfilled. There had not been any Freedom of Information requests.</p> <p>Agreed: that the current position be noted.</p>
19.	<p>Risk Register</p> <p>The CGO informed the Board that a meeting was scheduled for the beginning of January to re-assess and re-design the risk register with a focus on separating corporate and operational risks. A proposed new register would be presented to the Audit Committee once completed. All risks continued to be managed through the SLT,</p> <p>Agreed: that the update be received.</p>
20.	<p>AoB</p> <p>The CGO advised that herself, the Chair and the Principal/CEO had all attended and continued to attend external webinars on the implications of the ONS review. Initial information had been provided to the Corporation but at present any issues specific to the College had to be discussed on a 1:1 basis with the DfE. It was hoped that further clarity would be obtained in the near future and a full discussion on the implications for the College would be included at the next formal Board meeting.</p>
21.	<p>Self-assessment of meeting</p> <p>Online self-assessment form to be issued after the meeting.</p>
22.	<p>Date and time of next meeting – Friday 16 December 2022, 8am, via Teams</p>

The Chair recorded his thanks to all in attendance their contributions. Huge thanks and appreciation were recorded to Evelyn Carpenter and Andrew Brown and it was agreed that a face to face thank you/celebratory event would be scheduled in the New Year.

The meeting closed at 20.06pm.

Agenda Item	Action	Responsibility	Timescale	Update
5.	Skills White Paper and Environmental/Sustainability	CGO	January 2023	

	Group to be convened in January 2023.			
6.	Benchmarking data comparing with similar colleges to be included in future reports.	Head of Safeguarding	March 2023	
17.	A brief meeting with relevant Governors be scheduled in the New Year to discuss the OfS/HE position.	Principal/CEO/CGO	January 2023	Complete

Signed.....
Mark Bass (Chair)

Date.....