

Minutes of the Meeting of the Board of Corporation

Date:	Wednesday 15 December 2021	Room number	Via Teams
Present:	Mark Bass (Chair) Andrew Brown (Vice-Chair) Yvonne Kelly (Principal/CEO) Evelyn Carpenter (EC) Carole Ditty (CD) Michael Going (MG) Nick Kavanagh (NK) Alex Keay (AK) Bim Osunsami (BO) Doug Trengove (DT) (Staff Governor)		
In attendance:	Graham Hough (Chief Finance Officer) Jason Turton (Chief Operating Officer) Victoria Eastwood (Chief Governance Officer) Mark Eagle (MacIntyre Hudson) (ME) (Up to Agenda Item 8 only)		
Apologies	Stuart Fraser, Swati Toshniwal, Talha Ahmad, Forhad Altafi, Bal Panesaar, Charles Tennant. Jahaid Zaman		

1.	<p>Welcome and apologies for absence</p> <p>The Chair welcomed all present to the meeting and introductions were made. Apologies for absence were received from Stuart Fraser, Swati Toshniwal, Talha Ahmad, Charles Tennant, Bal Panesar, Jahaid Zaman and Forhad Altafi.</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. None were anticipated.</p>
3.	<p>Minutes of the Previous Meeting of the Corporation – 20 October 2021 and Notes from the November Development Event</p> <p>The Minutes of the Meeting held on 20 October 2021 and Notes from the November Development Event were agreed as a true and accurate record.</p> <p>Approved: That the Minutes of the Meeting held on 20 October 2021 and Notes from the November Development Event were agreed as a true and accurate record.</p>

4. Matters arising

An update on outstanding actions from the October Corporation meeting was provided:

Agenda Item	Action	Responsibility	Timescale	Update
7.	The Chair to draft a response to the BFELG for comment/ approval by the Board to be sent w/c 25th October. CGO to circulate	Chair/CGO	w/c 25.10.21	Completed
8.	CGO to provide updated skills matrix including age profile.	CGO	ASAP	In progress now recruitment is completed
9.	Trend profile to be included in future recruitment reports. Glossary of terms to also be provided.	Principal/CEO CGO	December meeting	Completed
10.	CS to provide timescales and details of institutions.	CS	ASAP	Completed

The Chair formally welcomed Alex Key to the meeting and the Chief Governance Officer (CGO) confirmed that Alex's appointment had been approved via email alongside agreement to increase the Determination of the Board to 20 Members.

Approved: Alex Key to be appointed to the Board of Corporation for an initial one year term of office to allow review by both parties. Membership of the Performance & Standards Committee to run concurrent with appointment to the Board.

Determination of the Corporation to be increased to 20 Members.

The Chair provided an update on the recruitment of Chair of the Corporation advising that two candidates had submitted formal applications which had been reviewed. It had been agreed by the Group convened to discuss recruitment that the process would not proceed further until at least one and preferably two further candidates had been sought. Governors were asked to consider whether there were any contacts within their networks that may be interested in the role.

The Chair advised that the Corporation needed to approve amendments to the Natwest Bank Mandate as the following was unanimously approved by the Corporation:

Approved: Removal of Mr Wijay Pitumpe, Ms Cathy Walsh, Ms Maxine Deslandes and R. Williams as signatories and the addition of Yvonne Kelly and Graham Hough as new signatories. It was noted that the existing signatories could not sign the mandate as they had already left the College.

The CGO reported that the update to the Code of Governance action plan had been approved via email and that the Corporation was now fully compliant with the Code. A review against the revised Code would take place for 2022.

5. Chair's Actions

There were no Chair's actions.

6. Annual Report of the Audit Committee 2020/21

The CGO presented the Annual Report of the Audit Committee 2020/21 highlighting the following: Having considered the work of the College's internal audit service and its financial statements auditor and taking account of reports received throughout the year from the College's management and

assurance provided by other sources e.g. ESFA, the Audit Committee advises the Corporation that the Corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of assets are adequate, operating effectively and can be relied upon when the Board of Corporation are considering the financial statements for the year ended 31 July 2021.

EC asked for clarity and further information regarding the advisory report review for learner number systems which had identified that the College had not complied with the funding rules for 2020/21. In addition, there was a reference later in the report confirming no instances of material irregularity. The Chair explained that the audit was undertaken in the previous year when the incorrect standards had been applied during the internal audit. There were therefore no irregularities and the rules for 2020/21 had been adhered to. The Principal/CEO added that the Auditors should have been requested to clarify their statement and by 2020/21 the technical guidance and funding methodology had changed. It was noted that the Audit Committee had undertaken a lot of work on this matter.

ME advised that the issue had been picked up originally with some concern and discussed with the team. A deep dive into the data had taken place and the issues had been rebutted line by line. ME confirmed that he was comfortable that this was not a major issue and the judgement was that there were no material errors in terms of any clawback.

Approved: The Annual Report of the Audit Committee 2020/21 was approved.

7. Financial Statements 2020/21 including Management Letter and Letters of Representation

The Chief Finance Officer (CFO) presented the Financial Statements 2020/21 highlighting the following key points:

- The opinion of the external auditors was unqualified.
- The surplus on the group operating activities excluding FRS102 was £103K and including FRS102 was a deficit of £1,343K

ME presented the Financial Statements Management Letter and the Corporation noted the following:

- Key points – main issue regarding apprenticeship income which had been discussed
- Going concern – College had £4M cash so well placed although this had decreased with fixed assets investments over the last year
- Unqualified opinion – for the numbers and also regularity audit
- ESFA issued a requirement for the Auditors to involve the Chair in the audit process and this had been adhered to
- Discussion had taken place at the Audit Committee concerning student debt and the measures that needed to be taken to claim this back

DT suggested that training on the financial statements would be beneficial going forward. This was agreed and the Chair encouraged Governors to use the ETF finance modules.

EC questioned the significance of the College's capital expenditure as representative of income compared with other colleges. ME replied that this was used to show how much colleges were spending on capital items to assist in monitoring spending. The Chair added that the trend for the College was higher than other colleges but the ELIOT building had been completed in the last few years and spend would decrease as projects were completed.

NK asked whether student debt should be included in the risk register. The Chair responded that an action for the Audit Committee had been for the Executive Team to review the debt and decide whether this should be a loss or remain as an outstanding debt. GH advised that the current position was quite high and the College would ensure a concentrated effort on getting the debts pulled in and paid. A full review of the risk register would take place next term and debt would be included in this alongside income and be rated accordingly. BO added that the Audit Committee had also requested that a Plan B

be put in place if the College was unable to find the right person to recruit to the credit control position. GH advised that two temporary members of staff had been recruited and the permanent position was being advertised.

The Principal/CEO stated that a fuller discussion regarding the fee policy was required to ensure more flexibility and engagement with learners to mitigate non-payments.

Approved: The Corporation approved the Financial Statements, Management Letter and Letters of Representation 2020/21.

ME was thanked for his attendance and contributions.

ME left the meeting.

8. Remuneration Committee Update – Annual Remuneration Statement

The CGO advised that the Minutes of the Remuneration Committee would be emailed to those eligible to receive them and a verbal update would be provided at this meeting. The CGO presented the Annual Remuneration Statement advising that this would be published on the College website in line with requirements of the Association of Colleges (AoC) SPH Remuneration Code. The Statement was approved.

The CFO advised the Corporation that the AoC had submitted their statement of intent to the Unions for a 1% pay review and this had been rejected. It was noted that some colleges had already initiated pay reviews due to the undertaking of strike action. The CFO stated that the College knew what had been budgeted for and what could be afforded but it was unknown whether this would be accepted. The risk of not acting early enough needed to be considered.

The Chair reported that at the AoC Chairs meeting the recommendation had been 1%. The Principal/CEO added that 1% had been included within the budget and there was no further money to increase this. Affordability for the following year needed to be considered. The CFO advised that the national insurance increase had not been budgeted for and would be a cut for employees. The Principal/CEO added that the College was a London Living Wage employer and as this increased there would be a need to review elements of the pay structure. In response to a query from MG, the Principal/CEO clarified that any fluctuations in pay that were not budgeted for were additional costs on the basis that the income target was achieved.

In response to a query from EC, the CFO confirmed that the annual impact for NI would be c£140K and between April to July 2022 was estimated at between £46K - £50K.

NK referred to the 5% increase in the cost of living and questioned whether the College was able to look at this from the fees point of view to increase costs of current income streams. The Principal/CEO replied that the Chief Operating Officer (COO) would pick this up through the business planning process. The focus for the College was on growing commercial income and looking at ways to become more efficient to leverage all resources, resulting in a better margin to invest in staff with greater efficiencies to grow income. EC cautioned that the College needed to be careful about increasing tuition fees and losing learners.

CD advised that she was happy to share her knowledge of the products available to help employees with financial support and training to assist in a better understanding of financial wellbeing. This was agreed.

In response to a query from EC, the CGO confirmed that the Minutes of the Remuneration Committee would be emailed separately to those Governors eligible to receive them. Any actions from the Minutes would be discussed directly with the appropriate Executive Team member.

	<p>The Chair proposed that the 1% pay award be approved. This was approved by the Corporation and it was noted that DT abstained from the vote. MG stated that he agreed with the proposal as the College had little choice however this needed to be considered going forward as although the College was public sector, regarding competition it was the same as the private sector. The Principal/CEO clarified that there was never any intention not to pay staff as much as possible and strategies were being considered to move staff through the pay scales and to enhance pay. The College would be able to pay more but not with the current head count.</p> <p>Approved: The Corporation approved the Annual Remuneration Statement 2021. Approved: The Corporation approved a 1% pay increase for all staff, including Senior Post Holders.</p>
<p>9.</p>	<p>Strategic Discussion – Transformation 2024 Re-imagined</p> <p>The Chair thanked the Principal/CEO for a comprehensive and clear report.</p> <p>The Principal/CEO presented the Strategic Directions 2024 Reimagined and summarised the proposed changes to the College’s strategic priorities and the key objectives that supported these.</p> <p>EC advised that the changes in language and inclusion of unlocking ambition of communities and collaborative learning within LBBD and beyond were pleasing to see. The College played a very active role in the Barking & Dagenham Adult and Community Education (BDACES) learning network and the feedback from a recent Careers Pathway event at Barking Learning Centre had been very positive. EC thanked the College for including the statement to enhance specialist SEND provision for the work for SEND learners.</p> <p>AK stated that the document was positive and inspirational and added that from a demand led side there were areas where the College could probably charge more if high quality resources were in place. AK referred to the priorities for creating talented and valued people and the Principal/CEO advised that the College was considering unlocking all rewards and recognising where people did more.</p> <p>The Principal/CEO reported that two strategic reviews were taking place: one to reposition the Broadway Theatre and the second was a catering and curriculum commercial strategic review. An Interim Commercial Manager had been appointed to start that process and a Learning & Development Consultant had been engaged to look at training needs analysis to ensure staff developed how they should. Discussions were also taking place on how the College site could be used to support carbon net zero.</p> <p>The Corporation were informed that various versions of the Strategic Directions 2024 Reimagined would be created based on the audience they would be shared with. A final version would be made available to the Board in the New Year.</p> <p>The Principal/CEO recorded her thanks to the CFO and COO for their work on this.</p> <p>Approved: The Corporation approved the Strategic Directions 2024 Reimagined, based on the vision and mission remaining the same and agreed the revised priorities and objectives.</p>
<p>10.</p>	<p>Annual Impact Assessment 2020/21</p> <p>The COO presented the Annual Strategic Impact Assessment, providing detail on the following:</p> <ul style="list-style-type: none"> • Self-assessment update 2020/21 • Storyboards now complete – intention, strengths and weaknesses, impact of covid, current position • Curriculum area final grades • Overall grades • Annual impact assessment 2020/21 – headline data focus on retention, achievement

	<ul style="list-style-type: none"> • 16-18 and adult performance – 5 year trends • Actions • Participation rates and Travel to Learn <p>EC stated that an overall reference to SEND outcomes for those learners within other lessons not just SEND specific lessons needed to be included. Relevant SEND data needed to be included in the mainstream body of the report and not isolated. The COO thanked EC for the comments and agreed that SEND outcomes and date would be more visual. It was noted that during any inspection SEND and ALS would be integral across the board.</p> <p>DT asked how many learners were eligible for free college meals. The Principal/CEO replied that this was included as part of the support funding – learners were identified as eligible and supported for travel and meals with the money provided straight into their bank account. All LAC learners qualified and in total there were c600 eligible learners across the College.</p> <p>The Vice-Chair stated that the report dealt with the real substance of what the College did. The Performance & Standards Committee was currently dealing with how Corporation members could be attuned to the difficulties and dynamics within the College. The intention was to bring more life to the curriculum links proposal so that all Governors could experience the reality of what happened on the ground and the storyboards would be really useful for link Governors. The COO added that link Governors needed to be aware of EIF actions/areas for improvement and to progress those areas forward.</p> <p>Action: SEND data and outcomes to be made more visible in the mainstream body of the Annual Strategic Impact Assessment. Approved: The Corporation approved the Annual Strategic Impact Assessment 2020/21.</p>
11.	<p>Safeguarding Update</p> <p>The Principal/CEO advised that a Safeguarding report had been presented at the December Policy & Resources Committee meeting and the current report was in response to feedback from that meeting. Updates were provided on incidents of extremism, high volumes in young college, stages of investigations and performing arts incidents. A new approach to sexual harassment had also been introduced.</p> <p>Agreed: That the current updated position be noted.</p>
12.	<p>Committee Minutes</p> <p>Performance & Standards Committee Minutes – 29.11.21</p> <p>The Chair of the Performance & Standards Committee provided an update on key discussion items from the meeting:</p> <ul style="list-style-type: none"> • Storyboards were a key part of the SAR – making sure all different areas of the curriculum have a clear narrative • Link Governors to receive copies of storyboards relevant to their curriculum areas • Enrolments – challenges that could be addressed in year and other areas that could not. • Areas where lagged funding would take a hit on next years budget – consideration as to whether to improve recruitment in those areas or consider not recruiting to those areas • Marketing core actions • Ensuring the public were sufficiently aware of what certain curriculum areas entailed and implied eg Engineering was different to what it used to be • Capturing learning • Concerns re compliance and use of the tools available in different areas of the curriculum • Apprenticeships – initiatives to mitigate shortfalls • Learner voice – surveys

	<ul style="list-style-type: none"> • Disciplinary reports/complaints dealt with a stage 1 and not progressing to stage 2 and 3 • Work taking place to assign curriculum links • Keen to get the reporting in a position to quickly be able to see what was going on and deep dive if required. <p>Agreed: That the current position be noted and ratification of the Terms of Reference and cycle of business 2021/22 was approved.</p> <p>Policy & Resources Committee Minutes – 06.12.21 The Chair of the Committee thanked P&R Committee Members for their contributions at the meeting and thanks were recorded to the Principal/CEO for amendments to the safeguarding report. The Chair reported that the Committee felt that the curriculum links scheme needed to ensure that safeguarding and EDI were the responsibility of all Governors and the role of the Safeguarding Governor required strengthening.</p> <p>Agreed: That the current update be received.</p> <p>Search & Governance Committee Minutes – 12.11.21 The Chair reported that the ongoing recruitment programme was now complete and the Board was at a good complement. The recruitment for a Chair of the Corporation and additional Co-opted Governors to strengthen the Audit Committee would continue. All actions from the meeting had been covered earlier in the agenda.</p> <p>Agreed: That the position be noted and ratification of the Terms of Reference be approved.</p>
13.	<p>Risk Register The CFO presented the Risk Register and advised of the following:</p> <ul style="list-style-type: none"> • Risk Register had been updated to reflect changes in personnel • New Chief People & Transformation Officer (CPTO) would be included when employment commenced • Reviewed in line with Board Assurance Framework • Changes brought back to the next meeting <p>BO advised that the Audit Committee had requested to go through the risk register in detail to ensure all members of the Committee could contribute to the document.</p> <p>Agreed: That the current position be noted.</p>
14.	<p>AoB The CGO provided an update on the recruitment of Student Governors advising that three Governors had been appointed and would be attending meetings going forward. Additional work was also taking place with the Student Union.</p>
15.	<p>Self-assessment of meeting An online self-assessment form would be issued after the meeting.</p>
16.	<p>Date and time of next meeting – To be arranged, January 2022. Corporation Development Event Wednesday 2 February 2022, 12.30pm.</p>

The Chair recorded his thanks to all in attendance for a productive meeting and wished the Corporation a Happy Christmas. The meeting closed at 17.55pm.

Agenda Item	Action	Responsibility	Timescale	Update
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10.	SEND data and outcomes to be made more visible in the mainstream body of the Annual Strategic Impact Assessment.	COO	ASAP	
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Signed.....
 Mark Bass (Chair)

Date.....