



**Minutes of the Meeting of the Corporation, held on Tuesday 23 March 2021, 4.00pm
via Microsoft Teams**

Present:	Mark Farrar (Chair) Mark Bass (Vice Chair) Yvonne Kelly (Principal/CEO) Forhad Altafi (FA) (Staff Governor)
	Andrew Brown (AB) Evelyn Carpenter (EC) Carole Ditty (CD) Bal Panesar (BP)
	Doug Trengove (DT) (Staff Governor)
In attendance:	Wijay Pitumpe (Chief Finance & Enterprise Officer) Veronica Anthony-David (Chief Transformation Officer) Joy Kettle (Chief Operating Officer) Maxine Deslandes (Director of Finance & Estates)
	Victoria Eastwood (Chief Governance Officer)

1. Welcome and apologies for absence	Apologies for absence were received from Sarkis Mazmanian and Stuart Fraser.				
2. Declarations of Interest	Governors were reminded of their responsibility to declare an interest in relation to specific items on the Agenda if appropriate.				
3. Minutes of the Previous Meeting of the Corporation – Monday 25 January 2021	The Minutes of the Meeting held on Monday 25 January 2021 were agreed as a true and accurate record. It was noted that the Minutes had been briefly updated and the revised version was approved. Approved: That the Minutes of the Meeting held on 25 January 2021 were agreed as a true and accurate record.				
4. Matters arising	An update on outstanding actions from the January Corporation meeting was provided:				
	Agenda Item	Action	Responsibility	Timescale	Update
	6.	CGO to meet with Carole Ditty to discuss sensitivity of Minutes and recording of discussions.	CGO	Prior to March meeting.	Complete

7.	Principal/CEO to issue FE Week briefings to Governors.	Principal/CEO	ASAP	Complete
11.	CGO to ensure amendments to safeguarding policy are included within the policy.	CGO	ASAP	Complete

The Principal/CEO provided an update on the College's re-application with the OfS. The Corporation were informed that the consultation document has been received containing supplementary data and guidance and a response had been requested by the 14 April 2021.

The Chair stated that the College should use the Board throughout the process wherever possible and it was agreed that Corporation involvement would be required once a response to the re-application had been received.

5. Chair's Actions

Submission of Stage 1 – FE Capital Transformation Fund

The Chair reported that the following decision had been made through Chairs actions:

- E-Block T-levels funding – College received 75% of funding which required £350K match funding to be agreed;
- FE Capital Transformation Fund – approved Stage 1 Bid on 15 March 2021 to achieve deadline. It was noted that this was not a commitment and ratification by the Board would be required in due course.
- Barclays Facility – expires at the end of 2021 – agreed that discussions would take place with Barclays to continue this in the months ahead.

Further detail on capital developments was included later in the Agenda.

Approved: The Corporation approved the Chair's actions that had taken place.

6. Search & Governance Committee Report including Instrument & Articles Review

The Chair referred to the Search & Governance Committee Terms of Reference and the proposed changes to the Instrument & Articles of Government pertaining to meetings papers, virtual meetings and eligibility. After discussion, the Corporation agreed to approve all changes.

The Chair informed the Corporation that his term of office expired this year and regrettably he intended to step down due to a change in personal circumstances and logistics. The Vice-Chair had agreed to step into the breach for a period. The Corporation were at the point where there was a need to recruit into more Board members and work was taking place on this.

The Chair recorded his thanks to all Governors for the time they injected into the Board. Andrew Brown commended the Chair on his role and this was echoed by the Board. He added that it would be a good idea for the Board to now discuss membership and consider where the College might go. The Chair added that the view of the Board was important and an appraisal process would shortly be put in place to discuss membership and open up conversations about the future.

The Chief Governance Officer (CGO) reported that the term of office for Lisa Dee had expired and due to current commitments Lisa could not commit to a further term. Lisa had, however, expressed an interest to remain as a Co-opted member of the Performance & Standards Committee and the Corporation were asked to approve this proposal. This was unanimously agreed.

	<p>The Corporation were advised that the current Student Governor had resigned from his position to be able to focus on his studies. Discussions took place on the difficulties of recruiting student governors and the support mechanisms that could be put in place. Alternative ways of engaging with the student body were also discussed. Recruitment to the Student Governor vacancies would be explored after the Easter break.</p> <p>Approved: The proposed amendments to the Instrument & Articles of Government were approved. Approved: The Search & Governance Committee Terms of Reference were approved. Approved: Lisa Dee to be appointed as a Co-opted Member of the Performance & Standards Committee to be reviewed in one year. Action: CGO to arrange appraisal process for Governors.</p>
7.	<p>Policy & Resources Committee Report – 08.03.21 (including Tuition Fees Policy & Capital Development) and Transition Back to College</p> <p>The Committee Chair reported that prior to the March meeting there had been an additional meeting of the Policy & Resources Committee to review the College’s Health & Safety policies and thanked the Estates team for their work on these.</p> <p>An update on discussions from the March Policy & Resources meeting was provided and the following areas of discussion were highlighted:</p> <ul style="list-style-type: none"> • Capital development • Excellent EDI report • H&S monitoring report <p>The Committee had approved the appropriate debt write off and subsidiary debt and also approved the Fees Policy 2021-22 subject to ratification by the Corporation. It was noted that the Fees Policy may need additional amendments to meet OfS requirements but it had been approved by the Committee until those amendments were made. After discussion, this was ratified by the Corporation.</p> <p>The Vice-Chair suggested that it would be good practice for the designated governors to be invited to the section of the Policy & Resources meeting when the relevant policies were being discussed e.g. as EDI Governor it would have been beneficial to be in attendance for the EDI report. This was agreed.</p> <p>The Chair questioned whether the College published ethnicity pay gap information alongside gender pay gap data. BP added that there was not a requirement to publish pay gap by ethnicity but this would be good practice. It was noted that some companies intended to publish the data this year. The Principal/CEO advised that this would be considered.</p> <p>DT queried over how many years the percentage of BME staff had increased from 40%-66%. The Chief Transformation Officer (CTO) agreed to look into this and advise.</p> <p>The Chair stated that capital infrastructure plan and future planning in this area was missing. The Committee Chair replied that discussion had taken place at the Policy & Resources Committee and it had been agreed that the terms of reference for the Infrastructure and Estates Strategy Group would be amended to ensure future development was part of the strategy instead of being a reaction. The Principal/CEO added that the next phase would be the GLA bidding round and the local skills paper – pilot work was anticipated post Easter.</p> <p>The Chief Finance & Enterprise Officer (CFEO) stated that the current property strategy would be finalised on completion of the E-block works and there was now a need to look forward. The Chair agreed, noting that infrastructure also covered IT and now was the time to refresh and look forward.</p>

	<p>In response to a query from the Chair, the CFEO confirmed that the staff cost income ratio had reduced to 67%.</p> <p>Approved: The Fees Policy 2021-22 be approved for future use subject to future amendment to meet OfS requirements.</p> <p>Action: Consideration to be given to publishing ethnicity pay gap data.</p> <p><i>Post meeting note: The Infrastructure & Estates Strategy Group Terms of Reference, notes from the previous meeting and information mapping were provided to the Policy & Resources Committee after the meeting for reference.</i></p>
<p>8.</p>	<p>Performance & Standards Committee Report – 01.03.21</p> <p>The Committee Chair reported that the response to flexible working had been good and encouraged governors to look at the online learning walks provided through the Quality and Digital Learning team and to follow up with curriculum links areas to offer support.</p> <p>A summary of discussions from the meeting was provided including:</p> <ul style="list-style-type: none"> • Engaging with learners in different ways and discussion on pastoral side • Areas for concern – attendance – major concern was engagement and performance and it was discussed that attendance may not be the best proxy given there were other ways of learning. • Adaptation would improve ways to work and measure effectiveness • Notice to Improve areas – work on mentoring and sharing good practice • Feedback on ELIOT and TSAG – challenges with recruitment and some areas recruiting well. Launching ELIOT in challenging times had created challenges that were not anticipated • Mixed mode of working impacted differently on curriculum areas and each level – particular impact on workshop areas etc <p>BP stated that software tools were available to enable measurement of the further degrees of engagement. Recorded lessons provided learners the opportunity to catch up and a move to a blended approach would be required going forward.</p> <p>DT advised that there had been an increase in civility and the way learners behaved. The concerns were at entry level around those learners not engaging and those finding it difficult to engage.</p> <p>The Chair thanked all Governors who had attended the virtual learning walks and recorded his thanks to the Digital and Quality team.</p> <p>Agreed: That the current position be noted.</p>
<p>9.</p>	<p>T-Levels Update</p> <p>The Chief Operating Officer (COO) presented an update on the T-Level Project highlighting:</p> <ul style="list-style-type: none"> • Context – T-Level Transition, T-Levels, industrial Placements • Construction and Digital this year/Health & Science and Engineering the following year • Level 2 transition to T-levels • T-Levels and Pathways for September 2021 • T-Levels – Plan vs Targets 2021 • T-Level Provider Level Plan • Priority Actions <p>The Chair thanked the COO for the presentation.</p> <p>Agreed: That the current position be noted.</p>
<p>10.</p>	<p>Updated Year-End Forecast 2020/21</p> <p>The CFEO presented the updated year end forecast advising of the following:</p>

- A group deficit of £754K including £362K identified from projects
- The difference from the January management accounts to current report
- The apprenticeship forecast was high risk – things were changing throughout April due to the incentives offered to employers however there were still many current uncertainties.
- Managing cash – ESFA profiling cash was low from January to March but cash facilities have not been used – forecasting positive cash balances at the end of the year
- Positive EBITDA – good financial health outcome
- Banking covenants – confident
- Brought in catering services in house due to numbers in refectory being slow – furloughing staff to assist in expenditure

The Chair stated that the previous forecast had predicted £652K income for projects. Apprenticeship funding was the big item and it was noted that business was difficult at present. January accounts stated actuals were at 48% of budget – the College now needed to hit a running rate of 98% for the second half of the year which would be difficult in the current climate.

The Principal/CEO reported that the reprofile had been redone and the shortfall was because of the start date not the volume. This was partly due to the incentives increasing significantly post Easter causing employers to delay. It was anticipated that there would be a further shortfall but work with partners was taking place and achievements were being optimised to claw back some of that shortfall. It was agreed that the Board would be updated at the next meeting regarding the implication on next year as lower recruitment would impact.

The Chair stated the requirement for forward projections in the forecast to be able to consider lagged funding etc. The FE Commissioner was looking for two year projections and the summer period would be a good time to consider the forecast for 2023/24.

The CFEO reported that the AoC was lobbying the ESFA for additional support. The College's business planning process was nearly completed and once this was finalised an improved future forecast would be provided for the next meeting.

The Principal/CEO advised that the College was working on a three year profile. There were various pots of money available including the kick start direct initiative where 27 new employees would join the College and offer training to a wider range of Kick Start organisations. Further work was taking place with the DWP, DfE IoT development and further funding for short bite size initiatives was pending. The bidding for the skills paper funding was anticipated to commence post Easter.

The Chair thanked the CFEO and Finance team for their work, adding that it was time to look ahead as progress into the future.

Agreed: That the current position be noted.

11. FE Commissioner Benchmark Comparison to BDC Performance

The Chair noted that it was pleasing to see that the staff income ratio had decreased to where it should be.

The CFEO reported that the FE Commissioner and ESFA were looking at different KPI's for Colleges. With regard to the staff income ratio the FE Commissioner KPI's excluded pension costs which would provide a better ratio than the one requested from the ESFA.

The CFEO stated that in light of the Ney Review, the ESFA had advised that they would be undertaking annual strategic conversations with colleges to look at achievements and discuss strategic challenges. It was emphasised that these conversations would not be a form of intervention.

Agreed: That the current position be noted.

12. GDPR Update	<p>The CGO provided an update on progress against actions highlighting that progress was in place against those actions rated red. Discussion took place on the issue of subject access requests particularly with regard to exam gradings.</p> <p>Agreed: That the current position be noted.</p>
13. Audit Committee Report – 15.03.21 including Risk Register	<p>The Audit Committee Chair reported that recommendations were now back on track. The cyber security update had been deferred until JISC had undertaken their review and a separate meeting of the Committee would be convened to look at this if required. It was noted that some of the internal audit actions had been held as amber as the effectiveness of the actions could not be completed until the exams had taken place. The Committee discussed the revised Risk Register and approved the Risk Management Strategy.</p> <p>The Corporation were informed that the tender process for both internal and external auditors had been agreed.</p> <p>Agreed: That the current position be noted.</p>
14. AoB	<p>The CGO reminded Governors that the Governance Development Programme was now live and encouraged them to sign up. This was endorsed by the Vice-Chair who had been involved in formulating the modules with ETF.</p> <p>The Vice-Chair questioned whether the College was considering Turing as a replacement for Erasmus. The Principal/CEO responded that Erasmus would need to be completed but discussions were taking place to apply for 2022/23. The Chair asked for the Board to be kept updated.</p>
15. Self-assessment of meeting	<p>The Chair asked the Corporation for any feedback on the self-assessment of the meeting and the following comments were received:</p> <ul style="list-style-type: none"> • All contributing • Good feedback • Interesting discussion
16. Date and time of next meeting – Tuesday 6 July 2021, 4pm	<p>Strategic Planning event – Monday 26 April 2021 to include a short formal meeting to discuss KPI's and any other urgent business.</p>

The Chair thanked all those in attendance for their contributions and the meeting closed at 17.59pm.

Agenda Item	Action	Responsibility	Timescale	Update

6.	CGO to arrange appraisal process.	CGO	ASAP	
7.	Consideration to be given to publishing ethnicity pay gap data.	Principal/CEO	ASAP	

Signed.....
Mark Farrar (Chair)

Date.....