Minutes of the Meeting of the Board of Corporation

Date:	Monday 9 October 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) Via Teams				
	Carole Ditty (CD)				
	Michael Going (MG) Via Teams				
	Geoff Hall (GH) (Staff Governor)				
	Nick Kavanagh (NK)				
	Alex Keay (AK)				
	Bal Panesar (BP)				
	Jahaid Zaman (JZ)				
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) via Teams				
	Michael Smith (Executive Director of Excellence in Learning) Agenda Item 13 only				
Apologies	Bim Osunsami, Talha Ah	nmad, Molly Makota			

1. Welcome and apologies for absence

The Chair welcomed all present to the meeting. Apologies for absence were received from Bim Osunsami, Talha Ahmad and Molly Makota.

The Chair noted the extraordinary year of change this had been and thanks were recorded to all staff for their hard work and commitment.

2. Declarations of Interest

Governors were reminded of their responsibility to declare an interest in relation to specific items on the Agenda if appropriate. The current Chair and Vice-Chair declared an interest in agenda item 3.

3. Annual appointment of Chair and Vice-Chair

The Corporation agreed that the Chair and Vice-Chair did not need to leave the meeting for this agenda item.

The Chief Governance Officer (CGO) reported that the current Chair and Vice-Chair had confirmed their intention to continue in their respective roles for a further academic year if the Corporation were in agreement. This was unanimously approved.

Approved: That Andy Forbes be re-appointed as Chair of the Corporation for the 2023/24 academic year. That Charles Tennant be re-appointed as Vice-Chair of the Corporation for the 2023/24 academic year.

4. Minutes of the Previous Meeting of the Corporation – 10 July 2023

The Minutes of the Previous Meetings, held on 10 July 2023 were agreed as a true and accurate record.

Approved: The Minutes of the Previous Meeting, held on 10 July 2023 were agreed as a true and accurate record.

5. Matters arising

An update on outstanding actions carried forward from the July Corporation Meeting were provided:

Agenda Item	Action	Responsibility	Timescale	Update
8.	Update on progress against implementation of actions required to address Martyn's Law and the College's Disaster Recovery Plan to be provided at the next Corporation Meeting.	CGO/DPFR	October 2023	Disaster Recovery Policy to be submitted to November P&R and ratified by the Board in December. Exec Director HR & Safeguarding addressing Martyn's Law implementation – update provided at November Strategic Planning event by Head of Safeguarding.
13.	College Events and Academic Calendar to be emailed to the Board.	CGO	ASAP	Complete

6. Chair's Actions

The CGO summarised the Chair's actions that had been taken since the July Corporation meeting as follows:

- Appointment of Charles Tennant as Chair of BDC@Broadway
- Appointment of the Association of Colleges (AoC) as the recruitment agency for the Deputy Principal Finance & Resources position. It was also noted that a majority vote in support of this arrangement had been received via email resolution.

Agreed: the Corporation noted and agreed the Chair's actions that had been taken.

13. It was agreed that agenda item 13 – Ofsted Readiness would be taken at this point in the agenda.

Ofsted Readiness

The Executive Director – Excellence in Learning (EDEL) provided a summary of progress to date:

- Demonstrating reasonable progress apart from retention and recruitment of staff in the context of Ofsted staffing was having an impact on the quality of provision and student experience (addressed later in the report)
- Apprenticeship, quality improvement and administration (see report of Interim Principal/CEO)
- Ofsted would not look further than the lines of enquiry
- There would be a two-day monitoring visit (two days notice)
- Quality Improvement Plan (QIP) Self-Assessment Reports (SAR's) completed for all areas, these had been moderated and would be validated next week all Governors invited to attend
- Ofsted reassurance briefing paper this detailed very specifically what Ofsted said, progress and issues and had been circulated to Governors for comment and feedback

The Deputy Principal – Curriculum & Quality (DPCQ) added that focus at the July 2023 Board meeting had been on the leaders and governors requirements of Ofsted which was also covered in the briefing paper.

The Interim Principal/CEO agreed that one of the areas that needed to be addressed was Apprenticeships. The data for Apprenticeships had been challenged at moderation and consideration needed to be given as to whether the 80+ learners that were no longer in funding (ie not active) would achieve or whether they should be counted as non achievers in the 2022-23 QAR. The DPCQ had instigated a RAG rating for each of these learners and as a result over 40 rated were rated red (very high risk of non-completion). It was noted that if these learners did not achieve then this would need to be acknowledged acknowledge for 2022/23 which could result in the area being graded as inadequate.

In response to a query from the Chair, the EDEL confirmed that other than the issues identified with Apprenticeships, the College had confidence in the rest of the data used by the curriculum leads in their SARs.

BP asked for clarification on 19+ English and Maths which was rated red. The EDEL replied that this was because the data was slightly below predicted achievement. The EDEL confirmed that the College was confident in the predicted data and all results will have been received by the end of the week.

The Vice-Chair queried why 19+ areas were on track to achieve retention, but % achievement overall had dipped. The EDEL replied that this would be explored in further detail and he would respond on this point.

AK advised that the intent was for Governors to get closer to the curriculum & quality of the College to enable them to have a better understanding of priorities. Governors had not anticipated the level of scrutiny from Ofsted last year. As a result, they were encouraged to undertake learning walks and lesson observations to ensure they were fully prepared for the forthcoming monitoring visits and it was pleasing to note that these were taking place and that such Governor involvement was valued by staff.

CD asked the Executive Team whether there were any elements Governors needed to be more proactive with and any ways Governors could help with the process. The DPCQ replied that 1:1 meetings with Governors would be useful – this was agreed.

NK stated that staff had previously been deflated and asked whether current morale had improved. The Interim Principal/CEO replied that the attitude of staff was positive. Staff had rallied round, they believed in the College and were ambitious to establish the College where they felt it should be. GH added that there were some areas where staff were feeling the pressure but quality was improving and it was clear that staff had the best interests of the students at heart. FA advised that there were certain areas with staffing issues relating to recruitment which had caused pressure but communication and transparency played a big part in maintaining staff morale and the College had improved 100% in this

area. Morale was improving and once the staffing issues were dealt with, there would be further improvement.

The Chair stated that the information provided identified much more clearly where the issues were 2022/23 had been a tough year and some of the results were pleasing to see given the issues encountered.

The Chair asked whether there had been any changes of emphasis the Board needed to be aware of in the way Ofsted were undertaking inspections. The EDEL replied that there had not been any recent changes to the process. For the College, the DPCQ would be the skills nominee and the EDEL the College nominee - both had been active on the Ofsted training and in constant dialogue with other Colleges. The College had also engaged with a consultant with detailed knowledge of OFSTED processes who visited the College to look at the Post Inspection Action Plan (PIAP) and QIP etc. The Interim Principal/CEO added that there would be a greater emphasis on student voice including year on year comparisons and the College and Governors needed to define its benchmarked ambitions based upon a realistic assessment of other successful colleges with a similar socio-economic profile size and scope.

The Chair thanked the EDEL for the update.

The EDEL left the meeting.

Action: Clarification to be provided on retention and achievement in 19+ % achievement overall

explain why retention was on track but achievement had dipped.

Action: CGO to arrange 1:1 meetings with Governors and DPCQ.

Agreed: That the current position be noted.

7. Interim Principal/CEO Update

The Interim Principal/CEO reported that he had been working with the Deputy Principal – Finance & Resources (DPFR) to clarify the projected 2022-23 outturn. The DPFR had undertaken a lot of work on this, and the figures had moved since the position reported to the Board in July 2023. It was noted that the figures presented in July had been based on a worse cast scenario articulated in March 2023, but work would now continue with the DPFR to fully understand the £2m difference that was being reported to be able to be realistic on the 2023-24 budget.

The Corporation were updated on the recruitment for the permanent role of Deputy Principal – Finance & Resources. A proposed job description had been circulated to the Association of Colleges along with a proposed timeline for the interview process to take place in November 2023.

In response to a query from BP, the Interim Principal/CEO advised that in several colleges, data management was the visibility of the data to the Executive, Board and relevant teams of staff etc which often sat with the Finance & Resource lead to provide the Board with a financial base to make decisions. It was also helpful for the Deputy Principal – Finance & Resources position to be able to influence curriculum planning as they have a large control over the staffing costs. The Vice-Chair stated that a lot of Higher Education (HE) providers were moving business intelligence under their Chief Finance Officers. FA added that if Business Intelligence was moving into the Finance Department, the skills set would also need to understand the ILR sufficiently to manage this specialist function effectively.

The Interim Principal/CEO advised the Corporation that it had been agreed at the Executive meeting earlier that day, that the DPCQ would lead on a restructure of the Apprenticeships Department with the Executive Director – HR & Safeguarding (EDHRS). Further discussions were taking place on proposed restructures within Health & Safety and Business Analytics and an additional internal audit for Health & Safety had been scheduled for the end of October 2023.

The EDHRS provided an update on the Zellis contract, advising that Counsel had been instructed and a meeting with Zellis had been scheduled for 12 October 2023 with the hope of being able to release the College from the contract without paying all the additional charges.

In response to a query from BP, the Interim Principal/CEO stated it was currently unclear whether due process had been followed when the College engaged with the Zellis contract and therefore an internal investigation had been initiated which would produce a report that would be presented to the Audit Committee. The Interim Principal/CEO clarified that the risk would be lessons learnt. BP stated that this has not been identified as an internal audit risk and the College needed to ensure the investigation was completed quickly.

The Interim Principal/CEO reported that the Education Skills Funding Agency (ESFA) had verbally confirmed that the College did not need approval for the Broadway Theatre bid to Arts Council England, however, a ten- or fifteen-year lease was required to strengthen the bid and this would necessitate further negotiation (to extend the lease from the 5 years currently agreed in principle with potential break clauses). The Chair advised that it needed to be ensured that the Broadway Subsidiary was reporting to the Board as this was potentially a huge asset to the contract. The Interim Principal/CEO advised that a Panel would be convened (to include Governors) to discuss the future of Broadway going forward.

CD recommend that the College sought external legal advice to extend the lease as the breaks clauses could be difficult to navigate.

The Chair thanked the Interim Principal/CEO for his work.

Agreed: That the current position be noted.

8. HR Updated including Staffing and Recruitment

The EDHRS reported that there had been eighty new staff joining the College since 1 August 2023 which included agency staff and filling vacancies. Thirty-five roles were live when the report was produced and there were now an additional ten live roles. It was noted that twenty-three of the original thirty-five roles being in learning support which had recruited students well.

The Corporation were informed that the process for recruiting staff was currently lengthy and being reviewed and a meeting with the applicant tracking provider was taking place to amend the current system as the College is engaged in the contract until August 2024. The intention was to simplify the current five layers of approval as this needed to be more streamlined. The advertising process would then be reviewed.

The EDHRS advised that the current HR team needed to be restructured as there were several vacancies and the new processes required more support for administration and less management. A new structure had been agreed by the Executive which included more administrators with one person with responsibility for recruitment and another to be focussed on cases in a flatter more responsive structure. In response to a query from the Chair, the EDHRS advised that priority had been given to ensuring contingency staff were engaged to prevent service levels dropping. During the transition, temporary staff had been engaged to tackle outstanding workloads and discussions with agency to outsource some functions were taking place to allow the restructure to commence as soon as possible.

The Vice-Chair noted that establishment spot checks were high priority but had not been rated. The EDHRS advised that this would be amended and clarified that the two main priorities were the establishment and recruitment. Learning support was the biggest area in terms of volume of vacancies whilst Engineering and Motor Vehicle were areas of risk because of a lack of suitable applicants and work was taking place to look at how to use agency resources more carefully. The Interim

Principal/CEO added that he had met with the DPCQ to discuss options to be explored for Engineering including advertising posts without the salary details.

CD recorded her thanks to the EDHRS for hitting the ground running and noted that the extent of the challenge was recognised. CD questioned whether there were more innovative or creative ways to recruit eg partnerships with other colleges and advised that the College needed to think outside of the box.

The Chair stated that this was not a quick fix but there had been some encouragement externally re additional funding.

In response to a query from GH, the EDHRS clarified that all agency rates were pre-agreed and flagged and the College was looking at length of service to bring staff across. It was agreed that HR/agency staffing would feature for discussion at the November Strategy Day.

The Chair thanked the EDHRS for her work and her report.

Action: HR/agency staffing to be included on the November Strategy Day agenda.

Agreed: That the current position be noted.

9. Management Accounts July 2023 with year-end forecast

The DPFR referred to the worst-case scenario which had been provided and agreed with the Corporation in March 2023 and advised that the College had now achieved 87% of AEB budget and due to cost controls was now forecasting a £1m deficit (excluding pension charges). He reminded the Corporation that year-end accounts preparation was still in progress and the ILR was still being finalised. The final ILR may impact positively on income, however, the current management accounts forecast had taken a cautious position. The external audit would commence w/c 16 October 2023 but the DPFR expressed his confidence that the College would not deviate from the current position, however, the current forecast would still breach banking covenants and financial health would be requires improvement. A waiver had been agreed with Barclays Bank to mitigate the covenant breach. This had been approved by the Department for Education and a separate paper had been submitted to the Board in this regard.

The Chair advised that the College would need to go through the full process and come back to review in December but this was a positive outcome.

CD stated that this was a marked improvement on the previous forecasted position but questioned whether there was a risk of agency spend the Board were unaware of as there was an underspend on staff costs of £1.8m and it was unclear how this should be interpreted or how it would be taken forward in the 2023/24 budget. The DPFR replied that each agency had been reconciled and Finance were working closely with HR and therefore there should not be any risk. The 2023/24 budget was set as a tight budget and costs were not removed. The budget would now be reviewed based on actual recruitment and the revised budget presented at the November Policy & Resources Committee meeting.

The Chair stated that this was good news but there was a need to review this year's budget in light of the actual position. The DPFR advised that the College had managed to control expenditure by only spending business critical expenditure from April – July 2023 had been agreed. Once the new processes for approving and managing Agency spend were introduced, this would assist in managing agency costs.

The Interim Principal/CEO advised that, in discussions with External Auditors, he had requested a review of all accruals, provisions and creditors to ensure accounts accurately reflected the position at the beginning of the 2023-24 academic year. He expressed concern as to why the Corporation had

received a report on 17 July 2023 advising of a £3.1m deficit (when by this time a more accurate position could have been reported) which by October had been now reduced by c£2m. The DPFR replied that this had been agreed with Governors to show the worst-case scenario in the management accounts through the year 2022-23 as there were too many variables. CD confirmed this.

BP stated that it was usual practice for monthly management accounts to be distributed to all governors within 15 working days of the end of a month and this had previously been agreed. He accepted that the issue was that whilst the actual position of the College should be reported monthly, the outturn could not be forecasted every month and could only be provided every quarter.

The Chair stated that a clean end to last year would provide the basis to ensure this year was accurate.

It was noted that the Chair of Policy & Resources had asked for monthly meetings to discuss the management accounts and given the current priority focus on the 23/24 budget, the first meeting to consider the August/September accounts would be as part of the P&R Committee meeting.

Agreed: That the current position be noted.

10. Pay Award Options – Supplementary Funding from the ESFA

The Interim Principal/CEO referred to the revised paper that had been tabled at the meeting which recommended at 6.5% pay increase for all staff as from 1 January 2024 including the consolidation of London Weighting payments for business support staff.

The DPFR highlighted that the College could afford the pay increase as from 1 January 2024 – July 2024 but the budget would need to allow for the full cost the following year.

The Chair asked for reassurance that the College would not be out of step if the pay award was effective from 1 January 2024. The Interim Principal/CEO replied that the majority of colleges were paying 6.5% and from January 2024.

FA stated that some staff were awaiting readjustments and questioned whether these would be made in time for the increase. The Interim Principal/CEO advised that he believed that the AoC policy was clear that if someone was registered for a regrading and it is accepted then the pay increase would be incorporated. The EDHRS added that work was taking place to understand the current position and the precedent.

AK stated that the linkage between the critical skills which were hard to recruit for and how to benchmark against competitors would be helpful. It was agreed that this would be incorporated onto the discussion at the Strategy Day.

The Chair asked whether the proposal had been discussed with the Unions. The Interim Principal/CCEO replied that the guidance was to find out the agreement from the Board then make the offer agreed on their behalf. An update would be provided to the Unions after the meeting.

After further discussion, the Corporation agreed the proposal in principle but felt that it had to reserve a final decision for the December Corporation Meeting to ensure it was affordable.

Approved: The pay award proposal was agreed in principle but a final decision on the pay award would be agreed at the December Corporation Meeting once all processes had been completed. Action: linkage between the critical skills and how to benchmark against competitors for HR to be included for discussion at the Corporation Strategy Event in November 2023.

11. Variation to Barclays Terms of Financial Covenants (Long Term Loan)

The DPFR advised that as a potential breach of banking covenant had been forecasted, the College had been negotiating a waiver for the breach with Barclays bank. This had now been agreed with Barclays. Due to the ONS reclassification any variations to borrowing needed to be approved by the DfE and permission had now been granted. The DPFR also advised that the Board were required by Barclays Board to pass a resolution to approve the revised terms for the long-term loan.

The Board were referred to the Letter of Variation from Barclays Bank PLC to the Corporation setting out the amendments to a facility agreement dated 1 August 2022 pursuant to which the Bank has offered the Borrower, the Facility (as defined in the Facility Agreement). After discussion:

It was resolved:

- That the amendments set out in the Letter of Variation are in the interests of and for the benefit
 of the Borrower and are most likely to promote the success of the Borrower for the benefit of the
 members as a whole and that such terms and conditions of the Letter of Variation be and are
 approved and accepted.
- 2. That Wijay Pitumpe and Jason Turton are authorised to sign the Letter of Variation on behalf of the Borrower to indicate acceptance of the terms and conditions.
- 3. That the Bank is authorised to act in all matters concerning the Facility as amended by the Letter of Variation upon instruction from the Borrower, in its capacity as Borrower of the Facility, signed in accordance with the Bank's mandate for any of the accounts of the Borrower held with the Bank current from time to time.

The Chair recorded his thanks to the DPFR for his work on this.

The Corporation were also referred to the mandate variation request from the Bank of Scotland, which required the agreement for the removal of Graham Hough as a signatory and the adding of Deborah Greenidge as a full power signatory. This was approved.

Approved: That Graham Hough be removed as a signatory from the Bank of Scotland mandate and Deborah Greenidge be appointed as a full power signatory.

12. Curriculum Update

The DPCQ provided the following update on learner recruitment:

- · Recruited well against new curriculum offer
- · Working with CIS to track attendance
- Right learner right course reviews up to day 42
- 103% of target for 16-19 315 on waiting list since September due to staffing issues cannot accommodate these learners therefore looking to provide short programmes; 39 enrolments for this academic year taken at open event
- Full cost- plans to put smaller programmes on
- Additional staffing for ESOL needed

In response to a query from the Chair, the DPCQ confirmed that there had been an increase in English and Maths enrolments, and it was anticipated that this would increase further for the following year.

The DPCQ advised that the Executive team had discussed challenging behaviour at their meeting earlier that day as there had been an increase in illegal vaping incidents. The Corporation were informed that learning mentors were providing support and criminal action was being taken where appropriate. A new Learning Support Zone was now in place at the front of the College to assist in monitoring attendance and issues. The Interim Principal/CEO added that a hard line was being taken on behavioural issues and any drug issues were being referred to Drug Wise. It was noted that the

Curriculum & Quality Committee would continue to monitor student behaviour. The Interim Principal/CEO recorded his thanks to the DPCQ for his work on this.

FA asked for clarification on the turnaround for students on the waiting list to join the College. The DPCQ replied that the College had an agreement with the Borough not to have students as Not in Education, Employment or Training (NEETs) and was going to run the GOALS programme to assist with this. There was a need to balance curriculum withdrawals. The Interim Principal/CEO stated that the priority was to maintain and improve the quality of the learning experience of those planned for and recruited and that the College should not compromise that by recruiting extra students they could not service simply to increase funding for 2024-25.

The DPCQ provided an update on the self-assessment moderations advising that some areas eg Motor Vehicle had not performed well but Electrical and Plumbing had increased their QAR by 10% and Childcare was also very strong.

The Chair asked for an update on HE numbers within the East London Institute of Technology (ELIOT). The DPCQ responded that an SSA realignment could put Counselling into ELIOT and if the College could get the agreement off the ground with other providers then the targets would be achieved. The Interim Principal/CEO advised that the priority was to appoint a Director of ELIOT as at present was a shared responsibility within the College.

The Corporation ratified approval of the Teaching, Learning & Assessment policy which had been recommended for approval by the Curriculum & Quality Committee.

Agreed: That the current updated be received.

Approved: The Teaching, Learning & Assessment Policy was approved.

13. Ofsted Readiness inc QIP

This agenda item was taken at the beginning of the meeting.

14. Corporation Terms of Reference and Schedule of Business 2023/24

The CGO advised that the schedule of business for the Corporation and Committees had been subsumed into one document and included all statutory business. It was noted that the schedules of business would remain fluid over the course of the academic year to ensure priorities were addressed when required.

The Vice-Chair noted that the Terms of Reference referred to the Performance & Standards Committee instead of the Curriculum & Quality Committee. This would be amended.

Approved: The Corporation Terms of Reference (subject to the above amendment) and Schedule of Business 2023/24 were approved for future use.

15. Review of Confidential Minutes 2022-23

The CGO reported that, during the period August 2022-July 23, a formal confidential minute from the Corporation meeting held on 27 March 2023 relating to the Interim Principal/CEO's update was recorded. As this Minute related to specific individuals, it should remain confidential. This was agreed.

The Corporation were reminded that only formal Corporation Minutes were requested to be provided in the public domain and records of discussion meetings or notes from Strategy Events were not published on the College website.

Approved: That the Confidential Minute from the Corporation Meeting led on 27 March 2023,	
remain confidential and not be released into the public domain.	

16. Audit Committee Update

BP, Vice-Chair of the Audit Committee, reported that the Committee had agreed the Internal Audit Plan 2023/24 but it had been agreed that this could be amended if priorities/risks changed.

The Committee had undertaken an in-depth discussion regarding Apprenticeships and it had been agreed that the College would make the required changes then this area would be subject to a further internal audit of its processes.

The Interim Principal/CEO reported that the Internal Auditors would be reviewing the changes to the Financial Regulations and Procedures and that they had been advised that the DPFR and EDHRS would review the payroll process to provide a simplified system which they would then review.

BP advised that the subcontracting controls assurance report had been positive and the College was fully compliant across all areas.

Agreed: That the current position be noted.

17. AoB

There was no further business.

18. Self-assessment of meeting

To be issued after the meeting.

19. Date and time of next meeting – Corporation Strategy Day – Friday 24 November 2023

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

The meeting closed at 19.05pm.

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	
6.	CGO to arrange 1:1 meetings with Governors and DPCQ.	CGO	November 2023	
8.	HR/agency staffing to be included on the November Strategy Day agenda.	CGO/EDHRS	24 November 2023	
10.	Linkage between the critical skills and how to benchmark against competitors for HR to be included for discussion at the Corporation Strategy Event in November 2023.	EDHRS	24 November 2023	

Signed	Date
Andy Forbes (Chair)	