

MINUTES OF THE CORPORATION BOARD MEETING
HELD ON WEDNESDAY 15 DECEMBER 2021 IN UNIVERSITY CENTRE BOARD ROOM
(UC006) / VIA MICROSOFT TEAMS

PRESENT:

Lillian Croston	Chair
Paul Levet	Vice Chair
Dr Fazal Dad	Principal and Chief Executive
Mark Allanson	Member
Paul Fleming	Member
Catherine Hill OBE	Member
Chris Johnson	Member
Michael Lee	Business Support Staff Governor
Mark Moren	Academic Staff Governor
Paul Morris	Member
Arif Patel	Member
Roger Spensley	Member
Taiyab Sufi	Member
Jade Wellings	HE Student Governor

IN ATTENDANCE:

Jennifer Eastham	Vice Principal: Finance and Corporate Services
Nicola Clayton	Director: Business Development and External Engagement
Andrew Gadsdon	Head of Quality of Teaching
Rachel Tarplee	Assistant Principal: Teaching and Learning (Academic)
Jean Tracy	Clerk to the Corporation
Helen Knowles	Director, BDO (for Item 5(ii) only)

The meeting started at 14:00 and was quorate.

The Chair welcomed Jade Wellings, the HE Student Governor to the Board.

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Haissam Abdolazim, Glenys Pashley-Crawford, Kathryn Lord and Steve Waggott.

2. DECLARATION OF CONFLICTS OF INTEREST

The Chair advised those in attendance that should members of the Corporation Board become aware of any potential conflicts of interest, they should be disclosed at the earliest opportunity during the meeting.

3. **MINUTES OF THE CORPORATION BOARD MEETING HELD ON 15 OCTOBER 2021**

The minutes of the Corporation Board meeting held on 15 October 2021 were **ACCEPTED** as a true and accurate record and were duly signed by the Chair.

4. **MATTERS ARISING**

It was confirmed that exit interviews were taking place where requested and that no trends were emerging. It was **AGREED** that information would be included in future HR reports.

Action: Vice Principal: Finance and Corporate Services

The Chair thanked all those Board members who had undertaken Learning Walks, and to the Governor Link Champions for their work.

There were no other matters arising, the Board having noted the status of actions from the previous meetings.

5. (i) **RSM INTERNAL AUDITORS – ANNUAL REPORT 2020/21**

The Report, which had been considered by Audit Committee at its meeting on 21 September 2021, provided an annual internal audit opinion, based on and limited to the work performed, on the overall adequacy and effectiveness of the organisations' risk management, control and governance processes. The Board noted that the rating was the second highest out of four possible grades and that further enhancements were required.

A member of the Board requested further information on the one 'high' management action and it was **AGREED** that this would be included in the minutes¹.

Action: Vice Principal: Finance and Corporate Services/Clerk to the Corporation

The Chair and Vice Chair provided an update on the comments made at the recent FE Commissioner visit that the College may wish to consider cross-referencing the items in the Risk Register to the Board/Committee governance structure, and on re-scoring once actions taken to mitigate a risk had been taken to identify whether the risk should then be removed or had 'improved'. It was confirmed that regular reports on Risk Management – Risk Register are considered by Audit Committee.

Having considered the Report, and on the recommendation of Audit Committee, the Board **APPROVED** the Annual Internal Audit Report and Opinion – Year ended 31 July 2021, noting that this would now be sent to the ESFA.

Helen Knowles, Director - BDO, was welcomed to the meeting to present the agenda item covering the External Audit Report on Financial Statements 2020/21. Introductions were made by all present.

(ii) **BDO EXTERNAL AUDIT REPORT ON FINANCIAL STATEMENTS 2020/21**

BDO had undertaken the annual audit and had produced a 'Management Letter', the Audit Completion Letter, which had been received and reviewed by Audit Committee at its meeting on 23 November 2021.

Ms Knowles informed the Board that the audit was now complete and that an 'unmodified' opinion had been issued, with no adjustments having been required. The final document had been sent to all Board members. The Board was informed that whilst one minor

¹ Management action: to undertake further work to ensure that the records held on ProMonitor are up-to-date and that all the required steps/sections are completed for each student. (Report to Audit Committee, 23 February 2021)

recommendation had been made, the College had a number of other controls in place to mitigate the risk.

A discussion took place on the defined benefit pension scheme assumptions and the Board was assured that these were appropriate, noting the advice from BDO's actuarial team that they provided a reasonable basis for the liability calculations.

The Board noted the recommendation from Audit Committee and **APPROVED** the Audit Completion Report: Year Ended 31 July 2021.

The Vice Principal: Finance and Corporate Services advised the Board that this was BDO's last assignment for the College and thanked BDO for its work.

Helen Knowles, Director – BDO, left the meeting.

(iii) COUNTER FRAUD STRATEGY

The Counter Fraud Strategy had been discussed in detail by Audit Committee at its meeting on 23 November 2021. The Board noted that this was not a new policy or procedure, but an overarching strategy which pulled together a number of existing policies and procedures.

The Board was reminded of the numerous checks in College - that Audit Committee received regular reports on the College's financial systems, that an external audit of systems was undertaken, including regularity audit, and that controls in Finance and HR were in place to prevent fraud. In answer to a question from Board member, the Vice Principal: Finance and Corporate Services confirmed that staff received regular reminders on the various College policies and procedures.

On the recommendation of Audit Committee, the Board **APPROVED** the Counter Fraud Strategy, noting that this would be reviewed on an annual basis.

(iv) RISK MANAGEMENT – RISK REGISTER

The Board considered the Report which provided an update on the issues that were included in the College Risk Register and which had been considered by Audit Committee at its meeting on 23 November 2021.

Six risks were currently rated as red and it was noted that actions were in place to mitigate each of these. The Vice Principal: Finance and Corporate Services informed the Board that a number of items included in the Risk Register would be included in the majority of other colleges' risk registers. A member of the Board was pleased to see that the Risk Register included the challenges regarding cyber-attacks.

6. (i) COLLEGE FE SELF-ASSESSMENT REPORT 2020/21

The Head of Quality of Education joined the meeting to present the Report. The Self-Assessment Report (SAR) had been considered at Learning and Quality Committee and it was confirmed at the meeting (*and subsequently post-meeting*) that the Committee's feedback had been incorporated in the SAR being presented to the Board. The Board noted that the draft SAR had also been through a two-day external validation process.

The Board noted the Overall Effectiveness self-assessed grade of 'Good' with pockets of outstanding practice.

The Chair of Learning and Quality Committee commented that the SAR had been considered at two Committee meetings. The FE College Quality Improvement Plan (QIP) linked to the SAR and was the key document for the Committee's focus.

The Principal and Chief Executive informed the Board that whilst the production of a SAR was not a statutory requirement, one was required in the College in order to be able to demonstrate that the College was aware of improvements made, of what needed to be done to bring about further improvements and how this would be achieved.

The Corporation Board **APPROVED** the Self-Assessment Report 2020/21.

(ii) FE COLLEGE QUALITY IMPROVEMENT PLAN 2021/22

The Board was informed that the Quality Improvement Plan (QIP) had been considered by Learning and Quality Committee at its meetings on 12 October 2021 and 23 November 2021. The Chair of Learning and Quality Committee commented that the QIP was providing clarification and clearly highlighted those areas which needed particular attention.

The Chair thanked the Head of Quality of Education and his team for their work.

The Head of Quality of Education left the meeting.

(iii) ACADEMIC BOARD ANNUAL REPORT 2020/21

The Report was designed to be primarily analytical rather than narrative. It therefore concentrated on the discharge of Academic Board's duties as laid out in its terms of reference, on significant issues that had emerged during 2020/21 and on future developments.

The Corporation Board noted the Academic Board Annual Report for 2020/21.

7. (i) ANNUAL REPORT AND FINANCIAL STATEMENTS 2020/21

The Board considered the Annual Report and Financial Statements 2020/21, noting that this had been audited by BDO, the College's External Auditors, whose report was considered above, did not identify any errors. The 2020/21 audit opinions were provided by BDO and added to the financial statements. This resulted in an additional page to the document included in the papers, which in turn resulted in a number of updates to page numbers on the document and contents page.

Having considered the Report, and noting the recommendation from Policy and Resources, the Board **APPROVED** the Annual Report and Financial Statements 2020/21. The final document, as detailed above, would be signed by the Chair of the Corporation Board, published on the College website and shared with the ESFA and the College's lenders.

(ii) MANAGEMENT ACCOUNTS TO 31 JULY 2021 (FINAL)

The Vice Principal: Finance and Corporate Services presented the Management Accounts up to the period ending 31 July 2021, these having been considered by Policy and Resources Committee at its meeting on 27 September 2021. The Board noted the final operating surplus for the year and the key issues in the accounts relating to income, pay and non-pay costs, contributions analysis and balance sheet and cash.

The Board **APPROVED** the Management Accounts for the period ending 31 July 2021 as recommended by Policy and Resources Committee.

(iii) MANAGEMENT ACCOUNTS, YEAR TO 31 OCTOBER 2021

The Vice Principal: Finance and Corporate Services presented the Management Accounts up to the period ending 31 October 2021, these having been considered by Policy and Resources Committee at its meeting on 29 November 2021.

Performance against income targets was included in the Report which also included information on pay and non-pay costs, contributions analysis and Balance Sheet and Cash. The Vice Principal: Finance and Corporate Services confirmed that there were no areas of concern at the current time.

The Board **APPROVED** the Management Accounts for the period ending 31 October 2021 as recommended by Policy and Resources Committee.

(iv) ESFA FINANCE RECORD FOR COLLEGES

The Vice Principal: Finance and Corporate Services explained that the College was required to submit the accounts to the ESFA in a spreadsheet called the Finance Record Return. It was confirmed that the data was consistent with the Financial Statements as considered earlier in the meeting.

The Board **APPROVED** the Finance Record for submission to the ESFA.

(v) ANNUAL REIVEW OF ACCOUNTING POLICIES

The Vice Principal: Finance and Corporate Services presented the Annual Review of the Accounting Policies which had been prepared in accordance with the Statement of Recommended Practice: Accounting for Further and Higher Education 2019 (the 2019 FE HE SORP), the College Accounts Direction for 2020 to 2021 and in accordance with Financial Reporting Standard 102 (FRS 102). The Report had been previously considered and approved by the Policy and Resources Committee on 29 November 2021.

The Board was reminded that the Accounting Policies were used in the preparation of the accounts and formed part of the Year End Annual Report and Financial Statements. It was reported that there were no new accounting standards that would require any change to the Accounting Policies previously adopted by the College. The changes were minimal and did not impact on the financial stability of the College, the details being as included in the Report.

The Corporation Board **APPROVED** the Accounting Policies 2020/21 as recommended by the Policy and Resources Committee.

(vi) FINANCIAL OBJECTIVES

The Vice Principal: Finance and Corporate Services presented a Report that provided a review of performance against the Financial Objectives for 2020/21. The Board considered the commentary on the performance against each of the objectives and also noted that the Financial Objectives remained largely fit for purpose. The proposed changes to the ratio in Financial Objective 2 was explained.

The Board **APPROVED** the performance against the Financial Objectives for 2020/21 and the Financial Objectives for 2021/22.

8. STUDENT VOICE – PERFORMANCE AGAINST TERMS OF REFERENCE 2020/21 AND TERMS OF REFERENCE 2021/22

The Board considered and **APPROVED** the commentary covering Student Voice Committee's progress against its Terms of Reference for 2020/21 and the changes to the Committee's Terms of Reference for 2021/22 as per the Report.

9. CODE OF PRACTICE ON FREEDOM OF SPEECH

The Code of Practice on Freedom of Speech had been reviewed and no changes were proposed to that approved in December 2020.

The Board **APPROVED** the Code of Practice on Freedom of Speech, noting that as agreed, it would be reviewed on an annual basis.

10. CHAIR'S REPORT

The Chair provided feedback on the outcome of the recent FE Commissioner's Diagnostic Assessment Follow-Up Visit which had taken place on Monday 13 December 2021. It was noted that the details were strictly confidential and that the minutes (in italics) relating to this would be classified as confidential and not for publication.

11. REPORT FROM THE PRINCIPAL AND CHIEF EXECUTIVE

The Principal and Chief Executive presented his Report which included an update on the latest position in terms of retention and the overall student achievement rate for the previous year. The areas of further improvement were noted.

The report provided updates on Quality of Education, the financial position, partnership, Government Policy changes, estates development and the Principal and Chief Executive's meetings with students and staff.

The Chair thanked the Principal and Chief Executive on behalf of the Board for his Report and on his continued drive to bring about the agreed further improvements.

12. STAFF GOVERNORS' REPORT

The Board considered the items covered in the Staff Governors' Report. A discussion took place on the continuing challenges in staff recruitment, it being noted that this was common across other Colleges and businesses.

It was **AGREED** that the Part II Items would be considered at the point in the meeting. The minutes are recorded in the separate section, as usual.

13. COLLEGE KEY PERFORMANCE INDICATORS

(i) 2020/21 FINAL

The paper listed the final performance against the shortened list of 24 Key Performance Indicators (KPIs) monitored by the Board, it being noted that the full list had been reviewed by Policy and Resources Committee at its meeting on 29 November 2021 and Learning and Quality Committee on 2 December 2021.

Of the 24 KPIs, 14 were on target, 4 on target in part, 5 under target and 1 was no longer applicable. The Board noted the information provided on those KPIs which were currently under target and reason for the KPI being flagged as not applicable.

(ii) 2021/22 UPDATE

The Board considered the Report, noting the performance against each of the KPIs together with information on the one KPI which was currently under target.

14. STRATEGIC PLAN 2019-2022 – ANNUAL OPERATING STATEMENT

- **2020/21 FINAL ACTUALS**
- **2021/22 PROGRESS AS AT 31 OCTOBER 2021**

The Report provided the Board with the final progress for 2020/21 and an update on the targets for 2021/22. Full details were provided in the appendices and were noted by the Board. The impact of Covid was again noted.

The Chair of Learning and Quality Committee informed the Board of the discussions which had taken place at the Committee relating to HE and that an external consultant would assist in the review of the HE provision in the College and its future HE portfolio.

A member of the Board noted the risk to commercial income and asked whether the College could diversify its commercial provision, particularly as Covid variants would continue to be a feature. The Director of Business Development and External Engagement informed the Board that funding from the Strategic Development Fund would provide some additional income which included training for staff. Increases in recruitment to particular provision – training re Heat Pumps, for example, was also noted. The College would also look into whether the College would be allowed to deliver post-16 post graduate courses.

15. FE COLLEGE QUALITY IMPROVEMENT PLAN: 2020/21 FINAL PROGRESS UPDATE

The Head of Quality of Education presented the Report which provided the Board with the final progress update on the FE College Quality Improvement Plan (QIP) for 2020/21.

The Board noted that the impact of Covid on progress of many of the actions in the QIP and that a number had been rolled forward in the current QIP. The Head of Quality of Education confirmed that where targets had not been met, the College had the provision in place to ensure that they were met in the current quality cycle.

The Chair thanked the Head of Quality of Education for his work, noting the positive comments made by the FE Commissioner's team.

16. HIGHER EDUCATION (HE) REPORT:

- **OfS INITIAL AND ONGOING CONDITIONS OF REGISTRATION UPDATE**
- **RETENTION AND STUDENT PROGRESS**
- **ACCESS AND PARTICIPATION PLAN**

The Principal and Chief Executive presented the Report which provided the Board with an update on the College's final position against Condition B3 of the Office for Students (OfS) Improvement Plan. The Report included a summary and further details on performance, and had been considered by Learning and Quality Committee at its meeting on 2 December 2021.

The Chair of Learning and Quality Committee stated that performance was exceeding benchmark and should thus remove the College from OfS review, but that the Committee's view was that improvement must continue. As agreed at the Committee meeting, the Principal and Chief Executive would write to the OfS to inform them of the College's current performance and thus removal from the list of concerns.

17. SAFEGUARDING COMMITTEE ANNUAL REPORT 2020/2021

The Assistant Principal: Teaching and Learning (Academic) presented the Report which provided the Board with a summary assurance report relating to safeguarding arrangements. The Report had been discussed at the Strategic Safeguarding Committee meeting on 30 September 2021 and confirmed that the College continued to prioritise safeguarding arrangements for students across all aspects of provision, and that effective internal structures

and process supported statutory expectations and promoted positive external agency interventions.

The Board noted the key messages and the detail provided in the appendices. The Assistant Principal: Teaching and Learning (Academic) provided an update on the current completion rates for mandatory training, it being noted that the rate for Keeping Children Safe in Education now stood at 95%. Information was also provided on the new 24/7 protection programme which had been approved and which would be in operation from the new year.

The Board was informed that the Assistant Principal: Student Support and Engagement was now in post and had now taken over as the College Designated Safeguarding Lead (DSL). The Board asked whether the resources were sufficient to cover the increase in the number of safeguarding contacts and was informed that the DSL would be providing additional training to the Student Pastoral Officers to enable them to take up low-level safeguarding issues.

The Principal and Chief Executive wished to record his thanks to the Assistant Principal: Teaching and Learning (Academic) for taking on the DSL role since 1 August 2021.

18. NET CARBON ZERO

The Vice Principal; Finance and Corporate Services presented the Report which provided Board members with information on the DfE draft sustainability and climate change strategy for education which identified the need for action in four areas – climate education, green skills and jobs, learning from and connecting to nature, and buildings. The College would be following the 31-step FE Climate Change Road Map, a copy of the Road Map and the College Action Plan being included in the papers.

The Report had been discussed at length by Policy and Resources Committee at its meeting on 29 November 2021, including the timing of particular actions. The Report presented to the Board had been amended to take account of the Committee's comments and would be further discussed at Policy and Resources Committee at its next meeting.

Members of the Board and Committee were invited to take on the role of a Net Zero Carbon/Sustainability Governor Champion, this having been proposed during the discussions at Policy and Resources Committee.

19. MINUTES OF COMMITTEE MEETINGS

The Chair approved minutes off the following Committee meetings were received for information:

- (i) Audit – 23 November 2021
- (ii) Learning and Quality – 21 October 2021 and 2 December 2021
- (iii) Policy and Resources – 29 November 2021
- (iv) Student Voice Committee – 10 November 2021

20. STRATEGIC PLAN – PROJECTS UPDATE

The Report had been produced, as previously requested, to enable Governors to monitor the College's position against the additional ideas identified at a previous Governors' Strategic Seminar.

21. SUBCONTRACTING CONTRACT/ACTIVITIES

The Report had been presented to Policy and Resources Committee at its meeting on 29 November 2021 and approval had been given, in principle, for College Management to enter into discussion regarding subcontracting to the value of £400,000.

The Board was requested to and **AGREED** to give delegated authority to the Chair of the Corporation Board and the Principal and Chief Executive to approve the choice of subcontractor, following the successful completion of all necessary checks.

22. UPDATE ON HUMAN RESOURCES AND ORGANISATIONAL DEVELOPMENT STRATEGY 2018 - 2022

The Report, which had previously been considered by Policy and Resources Committee at its meeting on 29 November 2021, provided information on the re-prioritisation of tasks and responsibilities as a result of the May 2020 structural changes. A summary of the progress made in relation to each of the eight key areas of focus was included, the detail being included in the Appendix. Consultation would begin on the content of new, separate HR and OD strategies which would be submitted for approval by the Board.

23. STUDENTS' UNION ANNUAL REPORT 2020/21 INCLUDING ANNUAL ACCOUNTS

The Report provided an overview and information on the Students' Union (SU) activities which included the details, challenges and ambitions and priorities going forward. The draft SU annual accounts were also included in the Report.

24. GOVERNORS' EXPENSES REPORT 2020/21 AND POLICY 2021/22

The Vice Principal: Finance and Corporate Services presented the Report which provided a summary of Governor expenses claimed over the 2020/21 financial year. Having considered the Report, the Board **APPROVED** the Governors' expenses claimed in 2020/21, and that these were in line with charity law and the Governors' Expenses Policy.

The Board noted that no changes were proposed to the Policy and noted that, in accordance with its Terms of Reference, Policy and Resources Committee had approved the Governors' Expenses Policy for 2021/22.

25. ANY OTHER BUSINESS

In answer to a question from a member of the Board, the Principal and Chief Executive confirmed that in accordance with current Government guidelines, the College was planning for a January return but with the potential for lockdown/hybrid working. The College was mindful of arrangements for future Board and Committee meetings which would go fully online, should the need arise.

There were no other items of Any Other Business.

26. REVIEW OF MEETING

The Chair thanked College managers for their reports and Governors for their attendance and contributions.

24. DATE AND TIME OF NEXT MEETINGS

Governors' Strategic Seminar Follow Up – Friday 25 March 2022
Corporation Board – Friday 25 March 2022

Signed:

Date:

The meeting closed at 17:15pm