



**MINUTES OF THE CORPORATION BOARD MEETING
HELD ON FRIDAY 3 JULY 2020 VIA MICROSOFT TEAMS**

PRESENT:

Lillian Croston	Chair
Paul Levet	Vice Chair
Dr Fazal Dad	Principal and Chief Executive
Mark Allanson	Member
Geoff Disley	Academic Staff Governor
Catherine Hill OBE	Member
Paul Fleming	Member
Chris Johnson	Member
Michael Lee	Business Support Staff Governor
Sajeela Mahmud	FE Student Governor
Shru Morris	Member
Paul Morris	Member
Glenys Pashley-Crawford	Member
Arif Patel	Member
Roger Spensley	Member

IN ATTENDANCE:

Jennifer Eastham	Vice Principal: Finance and Corporate Services
Nicola Clayton	Director: Business Development and External Engagement
Andrew Pickles	Assistant Principal: Student Support and Engagement (Item 25)
Chris Hepworth	Head of Quality and Standards (HE) (Item 21)
Jean Tracy	Clerk to the Corporation

It was noted that the meeting commenced at 14:02 and was quorate.

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Professor Waqar Ahmed, Don Lennon, 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.

It was noted that the Academic Staff Governor was a Trade Union Health and Safety Representative and as such, attended the Health and Safety Committee.

3. MINUTES OF THE CORPORATION BOARD MEETINGS HELD ON 20 MARCH 2020 AND 3 JUNE 2020

The minutes of the Corporation Board meetings held on 20 March 2020 and 3 June 2020 were **ACCEPTED** as a true and accurate record and were duly signed by the Chair.

4. MATTERS ARISING

There were no matters arising, the Board having noted the status of actions from the previous meeting. The Chair thanked Roger Spensley and Geoff Disley for their contributions.

The Chair also provided a brief update on the walk-through she had undertaken with Geoff Disley, the Principal and Chief Executive and the Vice Principal: Finance and Corporate Services. The Board noted the successful outcomes of the student assessments undertaken in College and that Apprentices would continue to be invited into College through July to complete their qualifications.

5. SUCCESSION PLANNING

- (i) BOARD/COMMITTEE VACANCIES**
- (ii) REVIEW OF COMMITTEE MEMBERSHIP**
- (iii) PROBATIONARY REVIEWS**
- (iv) GOVERNOR CHAMPIONS**

The Board received an explanation of the rationale for keeping the one Board vacancy open. Board members were encouraged to make suggestions for appointment to Committees.

Having considered the Report and the recommendations of the Governance Panel, the Board **APPROVED** that:

- (i) The Committee vacancies and the review of Committee membership be put on hold until the Board vacancy was filled.
- (ii) Geoff Disley, Paul Fleming and Catherine Hill OBE had satisfactorily completed their probationary period and thus their continued Board and Committee membership was confirmed, the details being as per the Report.

The Board noted that:

- (i) The reappointment of Lillian Croston and Paul Levet would be considered by the Governance Panel in the next academic year
- (ii) The election of the Chair and Vice Chair would be arranged prior to 31 March 2021
- (iii) The appointment of the staff and student Governors would be undertaken by the agreed election process
- (iv) Glenys Pashley-Crawford had agreed to take on the Governor Champion role for Quality of Education with effect from September 2020
- (v) The review of the Succession Planning Policy would be undertaken by the Governance Panel at its next meeting.

6. (i) EXTERNAL AUDIT – AUDIT PLANNING: YEAR ENDED 31 JULY 2020

The External Audit Plan 2019/20 had been submitted by the College External Auditors, BDO and had been recommended to the Board for approval by the Audit Committee. The proposed activity was in line with expectations and the audit was planned for early October 2020.

Having considered the Report and on the recommendation of the Audit Committee, the Board **APPROVED** the External Audit Plan 2019/20 and the External Audit and Teachers Pension Audit Fees of £27,000 and £780 respectively. It was noted that the College would receive a quote for any additional work involved in ensuring compliance with the new OfS Accounts Direction and FEHE SORP 2019.

It was **AGREED** that the College would review whether it was necessary for the Board to approve on an annual basis and whether this authority could be delegated to Audit Committee.

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

(ii) RE-APPOINTMENT OF INTERNAL AUDITORS 2020/21

At its meeting on 5 July 2019, the Board had approved the appointment of RSM as the College's Internal Audit provider for a further three years, subject to annual review and confirmation. The Audit Committee had considered RSM's performance during 2019/20 and had agreed that this had been in line with expectations, with no issues highlighted.

A member of the Board requested assurance that the auditors had the necessary skills to undertake an academic quality audit that would be of use to the College. The Vice Principal: Finance and Corporate Services explained that the audit looked at compliance against the College policies and procedures in relation to academic quality and confirmed that the auditors had the necessary experience.

On the recommendation of the Audit Committee, the Board **APPROVED** that RSM be re-appointed as the College's Internal Auditors for 2020/21, the £21,150 (plus VAT) fee being as charged last year with an uplift of CPI as included in the contract.

(iii) INTERNAL AUDIT PLAN STRATEGY 2020/21 – 2022/23 INCLUDING INTERNAL AUDIT PLAN 2020/21

The Internal Audit Plan detailed the planned activity over the next three years and that for 2020/21. It was noted that the Plan linked to areas of risk highlighted in the Risk Register.

The College was asked whether there was an awareness of the impact of Covid-19, the mitigation in place and whether the auditors would take this into account. The Vice Principal: Finance and Corporate Services explained that RSM audited a number of universities and colleges and would therefore bring added value by being able to bring best practice from its work with large educational clients.

(iv) RISK MANAGEMENT POLICY

The Risk Management Policy and procedures had been reviewed and remained fit for purpose. On the recommendation of the Audit Committee, the Board **APPROVED** the Risk Management Policy 2020/21 to 2022/23.

7. (i) MANAGEMENT ACCOUNTS TO 31 MAY 2020

The Vice Principal: Finance and Corporate Services presented the Management Accounts up to the period ending 31 May 2020, these having been considered by Policy and Resources Committee at its meeting on 22 June 2020.

Performance against income targets, including the shortfall in FE and HE income, was included in the Report. The Board was advised that pay costs were currently in line with budget and that activities to manage staff costs were ongoing, these including staff vacancy management and restructures. As requested by the Board, the Report now included an analysis of the actual contribution rates by each School versus their targeted contribution rates. These would be reviewed internally as recruitment begins. The College had provided a response to a pre-meeting question on the main reasons for areas not meeting their contribution targets and the key actions in place to address these.

The Board noted the work being undertaken to mitigate the impact of Covid-19 and the conversations that had taken place with Barclays regarding the loan covenants, the Bank was

looking to support colleges who could evidence that covenants had not been met due to coronavirus. Cash balances were good and the College would not run out of money.

The Board **APPROVED** the Management Accounts for the period ending 31 May 2020 as recommended by Policy and Resources Committee.

8. COLLEGE BUDGET 2020-21 AND FINANCIAL PLANNING 2020-2022

The Vice Principal: Finance and Corporate Services went through each of the papers contained in the appendices that included the ESFA Financial Planning Checklist. Headline information included the Income and Expenditure, Balance Sheet, Cashflow forecast, Loan assumptions and covenants and Risks and Opportunities. Recruitment was being closely monitored and action would be taken as necessary. Cash remained positive and the budget delivered break even.

The Board **APPROVED** the College Budget 2020-21 and Financial Planning 2020-22, as recommended by Policy and Resources Committee.

9. ESFA COVID-19 JULY FINANCIAL RETURN

The ESFA had issued a new simplified financial return for colleges that comprised a Standard Cashflow template, Financial Health Calculator and Commentary. All three had been included in the papers presented to the Board.

The Board was informed that all the information in the papers mirrored that which was included in the budget and financial plan. College cash flows remained healthy throughout the planning period and financial health of at least 'good' was maintained.

The Board **APPROVED** the Principal and Chief Executive to sign off the return, prior to submission on 31 July 2020.

10. BOARD/COMMITTEE MEETING DATES, BOARD/COMMITTEE CALENDARS OF BUSINESS 2020/21, TERMS OF REFERENCE FOR 2020/21 AND REVIEW OF PERFORMANCE AGAINST FOR 2019/20

- (i) **AUDIT**
- (ii) **GOVERNANCE PANEL**
- (iii) **LEARNING AND QUALITY**
- (iv) **POLICY AND RESOURCES**

The Board considered the information presented in the Report and noted that the review of Audit Committee Terms of Reference and Performance Against these for 2019/20 would take place in September 2020 and would be included in the Audit Committee Annual Report.

Having considered the Report, the Board **APPROVED**:

- (i) The Board/Committee meeting dates for 2020/21 and 2021/22
- (ii) The Board Calendar of Business 2020/21
- (iii) The amendments to Learning and Quality Terms of Reference to take account of the agreement that the Academic Board Terms of Reference would be reviewed biennially, change of title of the Quality of Education Strategy and changes in staffing/titles
- (iv) That the Terms of Reference for Policy and Resources and Governance Panel remained fit for purpose.

The Board concurred with the commentary covering progress against Committee Terms of Reference.

The Chair asked that Board members add the Board/Committee meeting dates to their diaries and stressed the importance of attending all meetings.

14:52 It was **AGREED** that Part II Items 32, 33 and 34 would be taken at this point in the meeting. The minutes would be recorded in the Part II Section.

15:00 *The Board returned to the remaining agenda items.*

11. CHAIR'S REPORT

The Chair informed the Board that during lockdown she had been in regular contact with the Vice Chair, Principal and Chief Executive, the Vice Principal: Finance and Corporate Services and the Clerk to the Corporation. Agile management was needed in order to meet the Government's requirements and the Board was referred to Item 16 – Covid-19 Update.

The Chair had nothing further to report.

12. PRINCIPAL AND CHIEF EXECUTIVE'S REPORT

The Principal and Chief Executive presented his Report that included detail on:

- Learner Performance – achievement information on FE (16-18 and 19+), High Needs, Apprenticeships and HE; details on the final outcomes would be provided to the Board in October
- Higher Education
- Quality of Teaching, Learning and Assessment
- External Visits
- Business Planning Update
- Policy Updates
- Covid-19 impact.

15:15 *The Business Support Staff Governor returned to the meeting.*

The Principal and Chief Executive highlighted the Apprenticeship achievement rate which had continued to improve and was near to being classified as 'outstanding'. Work was continuing to improve HE retention and achievement rates and to increase the pace of improvement.

An update on the recent announcement that Ofsted monitoring visits would start in the new academic year. The outcomes would be published but would not be graded. Full college inspections would begin in the New Year. HE inspections would also recommence from September.

The Board was informed that 16-18 recruitment was broadly in line with last year; the Beacon Centre would be opening to support face-to-face enrolments/walk-ins. A member of the Board expressed concern on the reliance of walk-in enrolments, commenting that the College needed to be more proactive to ensure that the 16-18 was not only met, but exceeded. Information was provided on the work undertaken with schools, the personal contact by tutors for all applicants and the introduction of online enrolment. Enrolment in College would also take place.

The Board considered the predicted achievement rates as contained in Annex A, noting that the rates for GCSE were as a result of the agreed grade assessment processes put in place as a result of Covid-19.

The questions and the College responses circulated to all Board members in relation to the Principal and Chief Executive's Report were noted. These included the reasons for low attendance in maths and English, predicted pass rates for A-levels, GCSEs and Functional Skills and financial support relating to online delivery.

The Chair thanked the Principal and Chief Executive and staff for the improvements being made but commented that much improvement in HE and maths and English was still required.

13. STAFF GOVERNORS' REPORT

The Business Support Staff Governor presented the Report which focused on Coronavirus, recruitment and staff morale. It was noted that the daily updates from the Principal and Chief Executive had been welcomed by all staff.

The Chair wished to thank the Academic Staff Governor for his work in relation to health and safety, including the walk-through which had been referred to earlier.

14. STUDENT GOVERNORS' REPORT

The Chair thanked the FE Student Governor for her report which she had read with interest.

Concerns about changes to the grading process made as a result of Covid-19 were noted. The Principal and Chief Executive confirmed that all changes to assessments had been made with the approval and support of the relevant university partner. He also stated that no student would be disadvantaged and that the universities had put an appeal process in place.

15. GOVERNOR CHAMPIONS' UPDATE

The Governor Champions had nothing to report.

15:45 – 15:50 The Board took a short break.

16. COVID-19 UPDATE: QUALITY; FINANCIAL; BUSINESS OPERATIONS

The Report provided an update on the impact of Covid-19 on College business. As agreed, the Report had also been considered by Learning and Quality Committee and Policy and Resources Committee at meetings held in June 2020.

The changing Government guidance for educational providers had provided a challenging landscape to ensure high quality teaching and learning was provided and that the student learning experience was not compromised. The Board noted the information provided in the Report on qualification outcomes, HE and Apprenticeship provision.

The financial position was as per the Report and included information on the financial deadlines, challenges and mitigation deployed.

Following the Government announcement on the previous day, plans were now being developed to enable full programme delivery from September 2020. All College staff had been invited into the College for a familiarisation meeting, the arrangements for these being flexible and meeting all necessary safeguarding arrangements. The Principal and Chief Executive thanked Geoff Disley for his input into the work necessary to enable the opening of two buildings and it was noted that the Beacon Centre would open from mid-July. The new Facilities and Estates Manager would begin on Monday 13 July 2020.

The Principal and Chief Executive had met with Professor Dominic Harrison, the Director of Public Health for Blackburn with Darwen Borough Council, to share the Borough's approach: a drive-thru test centre at the hospital; an approach to suppress the virus and change behaviour; and test and trace.

17. FE COLLEGE QUALITY IMPROVEMENT PLAN 2019/20 – PROGRESS UPDATE

The Report provided the Board with an update on the actions detailed within the Quality Improvement Plan (QIP). An update on progress against the seven key areas for improvement identified in the Ofsted Inspection Report was also provided.

The Board noted that the Report had discussed at Learning and Quality Committee and the Committee's comments had been taken into account. As requested by the Committee, the Report had been amended to include re/amber/green colour coding and an explanation of the categorisation used in the coding.

The Board was informed that the closure of the College because of Covid-19 had impacted on the progress of many of the QIP targets and had meant that some would not be completed. Where there had been improvements in line with target, the actions would be followed up in the new academic year through the Quality Performance Reviews and Quality Summit meetings. Where it had not be possible to discern progress, the relevant targets would roll over in the QIP for 2020/21.

The Principal and Chief Executive informed the Board that external experts would be used to ensure that the Self-Assessment Report was validated for accuracy. Managers would be fully prepared for a future Ofsted visit and it was the College's intention to refine the quality improvement documents to ensure that it was providing clear information on student progress.

18. STRATEGIC PLAN 2019-2022 – ANNUAL OPERATING STATEMENT UPDATE AS AT 31 MAY 2020

The Report provided the Board with the mid-year update regarding progress towards the Strategic Plan targets for 2019/20. The Report had previously been considered by Policy and Resources Committee.

The measures which were currently under target were noted, as was the impact of Covid-19 and the College moving all activities to home learning and home working. As previously requested, the Report included information on the link to the College KPIs.

19. COLLEGE KEY PERFORMANCE INDICATORS 2019/20 – UPDATE AT 31 MAY 2020

The Board received an update as at 31 May 2020 on the College's position against the Key Performance Indicators (KPIs) for 2019/20. It was noted that the College was continuing to focus on the KPIs which were currently under target, information on these being contained in the Report.

The Board asked how attendance was being monitored since lockdown. The Principal and Chief Executive replied that the College had been engaging with students and had been tracking and following up on those students who were not engaging. He acknowledged the need for a formal system for recording level of engagement where class registers cannot be used. It was **AGREED** that this would be taken forward.

Action: Vice Principal: Finance and Corporate Services

A member of the Board commented that it was difficult to pick out a performance indicator which was going in the wrong direction and asked if this could be addressed – by the use of arrows, different shading, for example. It was **AGREED** that this would be taken forward.

Action: Vice Principal: Finance and Corporate Services

The Chair commented on the low figure for space utilisation. The Vice Principal: Finance and Corporate Services explained how the figure was calculated and that a figure of 40% or over was considered to be good. It was also noted that the campus had been designed for a larger student cohort than was currently the case.

20. CURRICULUM STRATEGY 2019-2022

The draft Curriculum Strategy had been considered by Learning and Quality Committee at its meeting on 18 June 2020. Feedback from that Committee had been incorporated into the Strategy document presented to the Board.

A member of the Board questioned the inclusion of the paragraph beginning 'Whilst we predominantly endeavour to work with...' on page 20 of the draft Strategy. It was **AGREED** that this would be removed.

Action: Director of Business Development and External Engagement¹

The Chair of Learning and Quality Committee noted that a preface had been included, as requested by the Committee, and that the Strategy would be reviewed in-year as necessary.

16:15 The Head of Quality and Standards (HE) entered the meeting.

21. HIGHER EDUCATION (HE) REPORTS

(i) OFFICE for STUDENTS (OfS) INITIAL AND ONGOING CONDITIONS OF REGISTRATION UPDATE

The Head of Quality and Standards (HE) was welcomed to his first Board meeting. He presented the Report that provided an update on the College's status against the OfS' ongoing conditions of registration. The Report was intended as a working document to record and monitor interactions with the OfS.

It was noted that Learning and Quality Committee had considered the Report at its meeting on 18 June 2020 and that the Report had also been presented to Academic Board.

The work being undertaken by the College OfS working group was noted. The proposal that two Governors be nominated as points of contact to facilitate the timely notification of any reportable events was noted. The Board was reminded that at its meeting in December 2019, it had been agreed that that in order to meet the 5-day deadline for notification to the OfS, the necessary information would be shared with the Chair, Vice Chair and the Chairs of Learning and Quality and Policy and Resources Committees. This would be in addition to the Principal and Chief Executive and other Senior College Managers as necessary.

At the request of the Board, it was **AGREED** that future reports would be rag-rated.

Action: Head of Quality and Standards (HE)

The Board commented that it was important that actions were taken and that the necessary improvements were made to raise standards as high as possible.

22. RISK MANAGEMENT – RISK REGISTER 2019/20

The Risk Register for 2019/20, which linked with the Strategic Plan approved by the Board in July 2019, was presented to the Board. Audit Committee had considered the Report at its meeting on 2 June 2020.

The Board noted that where changes had been made, these had been identified within the Register. Four Risks remained high level that were noted as being reduction in Government funding; failure to meet income targets and failure to meet enrolment targets, due to recruitment challenges; and failure to deliver quality improvement and achieve a successful outcome at Ofsted and Quality Assurance Reviews with partners. Failure to deliver cost savings had been added to 'red', the reasons for this being included in the Report. Action plans were in place to mitigate.

¹ Action completed

In addition, a new risk had been added due to the Structure and Prospects Appraisal that was being undertaken to determine the future of St Mary's College, Blackburn.

23. HEALTH AND SAFETY UPDATE

The Report was to have been considered by the Board at its meeting in March 2020 but had been delayed because of lockdown. It provided a mid-year update on key health and safety activities during the academic year 2019/20. The Board was informed that there were no particular areas of concern.

The Chair informed the Board that she was kept fully informed of actions relating to Covid-19 and the Principal and Chief Executive reminded the Board of the borough-wide Covid-19 management plan.

16:28 The Head of Quality and Standards (HE) left the meeting.

24. HUMAN RESOURCES AND ORGANISATIONAL DEVELOPMENT UPDATE REPORT 2019/20

The Report provided the Board with information on the core Human Resources and Organisational data set for the period 1 February 2020 to 30 April 2020. The Report had also been considered at Policy and Resources Committee meeting on 18 May 2020.

The Board noted the key issues identified in the Report and was informed of the regular interaction with staff which had taken place during the Covid-19 lockdown. Staff turnover, sickness and appraisal completions were all artificially low, as these had all been affected by Covid-19.

In answer to a question from a member of the Board and as per the pre-meeting questions and responses, the Vice Principal: Finance and Corporate Services explained that assessors were not employed on a teaching contract and were therefore included in the 'business support staff' category.

The Board was informed that following the departure of the Director of Human Resources and Organisational Development, a Head of Human Resources had been appointed.

The Assistant Principal: Student Support and Engagement entered the meeting.

25. SAFEGUARDING INTERIM REPORT ASSURANCE CHECK FOR 2019/20

The Assistant Principal: Student Support and Engagement was welcomed to the meeting to present the summary report relating to safeguarding arrangements.

The Board considered the key messages including the revised statutory guidance to the Keeping Children Safe in Education document which would come into effect from 1 September 2020. Full details of the revised guidance were provided in the supporting documentation and it was noted that all staff would be required to undertake a short assessment.

The supporting papers also included information on the Lancashire Prevent Partnership Board, of which the Assistant Principal was a member, Care Experience Young People – Looked After Children, Covid-19 safeguarding arrangements and future priorities.

The Chair commented on the expected increase in mental health problems as a result of Covid-19. The Assistant Principal noted that this would be a concern for the College and that guidance had been given to staff and an addendum to the Safeguarding Policy had been approved by Policy and Resources Committee. The College also noted the potential increase in issues resulting from greater time spent online.

In answer to a question from a member of the Board, it was confirmed that the Child Online Monitoring and Safeguarding system (CPOMS) would be in place before the start of the academic year.

The Chair thanked the Assistant Principal for his work in the College and for his role on the Lancashire Prevent Partnership Board.

16:45 The Assistant Principal: Student Support and Engagement left the meeting.

26. WRITTEN RESOLUTIONS – ACTIONS FOLLOWING 20 MARCH 2020 BOARD MEETING

The Clerk reminded the Board that it had agreed that the approval of a number of policies and codes would be carried out via written resolution. The written resolutions had been emailed to all members on 23 March 2020 and the following amendment was agreed.

1. That the wording in the Pension Exchange Scheme should be amended as follows:
“All employees entitled to request a Pension Exchange Payment, will be provided with a written statement detailing the amount of the payment and life insurance, and the review periods that apply”
being replace by
“All employees who feel they are eligible for a Pension Exchange Payment can request a written statement.....”

It was also requested that the Whistleblowing Policy be reviewed to separate the policy from procedures.

With this amendment, members were informed that all written resolutions had been passed on 27 March 2020.

The following were thus approved as at 27 March 2020:

1. The Health, Safety and Welfare Policy 2020/21
2. The Code of Freedom of Speech
3. Whistleblowing Policy
4. Code of Conduct for Corporation Members
5. Pension Exchange Scheme for Senior Post Holders and Other Relevant Staff
6. Remuneration Committee Annual Report
7. Remuneration Policy for Senior Post Holders
8. Statement re Adoption of the AoC Senior Staff Remuneration Code

27. MINUTES OF COMMITTEE MEETINGS

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

- (i) Audit Committee – 2 June 2020
- (ii) Policy and Resources Committee – 18 June 2020

28. FINANCIAL MANAGEMENT CONTROL AND EVALUATION (FMCE)

The Board received a Report, which had been previously considered by the Audit Committee on 2 June 2020, on how financial management and control (including Governance) was exercised at the College. Whilst this was not now a mandatory return, it was noted that most colleges continued to undertake the annual review as good practice.

29. ANY OTHER BUSINESS

The Board was informed that the dates in the Tuition Fee Policy which had been considered and approved by Policy and Resources Committee at its meeting on 18 May 2020 were incorrect and should have been 2020/21. All other information in the Policy was correct.

The questions and College responses received prior to the meeting had been circulated to all members and had been referred to above.

There were no other items of Any Other Business.

33. REVIEW OF MEETING

The Chair thanked all Governors for their work for and interest in the College and for their time today. Their input and expertise was appreciated.

The Chair also wished to thank all College staff for their continued efforts in difficult circumstances. Staff at a senior level had coped remarkably well and staff at all levels had given their all.

34. DATE AND TIME OF NEXT MEETINGS

Corporation Board – Friday 16 October 2020 at 2.00pm.

Governors’ Strategic Seminar – Thursday/Friday 15/16 October 2020

Signed:

Date: