

MINUTES OF THE CORPORATION MEETING

HELD ON WEDNESDAY 14th JULY 2021 AT 6.00 P.M. MEETING 20/05

via G. MEETS

Present: Jill Arnold, Belinda Dutch, Ayas Fallon Khan, Paul Herridge, Donna-Marie Janson, Jack Pattison, Robyn Read, Janice Robinson, Alan Walker, Brendan Ward, Simon Waters, Aldona Wheeler

In Attendance: Peter Bailey, Elaine French, Lisa Watkin-Stevens, Louise Pennington and Emma Cotton (Janine Hatcher successor)

Apologies: Cintha Archer, Jane Farrell, Simon Lindfield, Katharine Travis

In the Chair: Janice Robinson

The meeting was quorate.

1. Welcomes and Apologies for Absence

Apologies – as recorded above.

Welcomes: Jill Arnold and Emma Cotton (successor to Janine Hatcher – governance support), who had joined the meeting for experience of the workings of a Governing Body meeting.

It was also noted that this would be Pete Bailey's last Corporation meeting, prior to his retirement.

2. Declaration of Interests:

There were no declarations recorded at this time, other than those notified at previous meeting declarations and as recorded in the Register of Interests' folder.

3. Minutes of the Corporation held on 12th May 2021 – Part 1 (Non-Confidential) and part II (Confidential – external and parent Governors only).

The minutes of meeting were approved by the Corporation and the Chair was authorised to sign these.

4. Matters Arising and Action Points – Progress Report and Significant Risks Schedule

The Corporation noted the progress with actions to date and those which were on going or would be taken forward post pandemic.

It was noted that the action schedule would be updated to reflect any revisions since the last meeting. **ACTION: Louise Pennington.**

There were the following queries from the Corporation:

- Strategy Event held in December 2020 from which there was the action for SLT to investigate adult education options and also to make enquiries regarding the new T Levels. The Principal confirmed that this action would be taken forward in the Autumn Term 2021 via the strategic planning work and regarding T levels, it was recorded that SLT had submitted an application/expression of interest in respect of T Levels and that the outcome from this was awaited.
- Teacher Assessment Grades and risks to the College's appeals' process – the action for SLT to keep Paul Herridge (Chair of RMG) informed and the Principal advised that SLT had not yet actioned this, but would do so as a priority. **ACTION: Donna-Marie Janson**

SIGNIFICANT RISKS 2020/2021– the Corporation noted the risks for 2020/2021 and agreed to bear these in mind with reference to the Meeting's business.

5. Chair's Report – nothing to report for this meeting apart from information included within the Principal's Report – refer below.

6. Principal's Report

Donna-Marie Janson presented her report to Governors and the contents of her written report were noted. The following points were highlighted:

- **FE Commissioner's visit and Report:** It was resolved that this item would be transferred to confidential minutes. – **REFER CONFIDENTIAL MINUTES**
- **Covid 19 Cases:** The Principal reported that the latest College Covid statistics had not been included in her Report as the figures were constantly changing. She advised that there were 81 positive cases within the Student body since the start of this academic year, but that the numbers had increased, with 22 during this half term. Positive Staff cases have also increased with 6 Staff testing positive since January 2021, with 2 absent and isolating at present. The impact of positive cases, combined with self-isolation notifications, totals 806 cases within the Student body, which has caused severe disruption for Students' Teaching and Learning; some Students have had to isolate more than 3 times during this year (Student body 1,855).
- **Next Academic Year Start of Term:** Colleges will be expected to establish mass testing (2 tests, 3 to 5 days apart) for Students before the term commences and all Students who have not previously had lateral flow test training (ie those not moving from 1st to second year), will require training. Accordingly, the terms dates will be adjusted (probably by approximately 2 days) to accommodate the training and testing and the College will set up a test centre, as it has done in the past, with the assistance of Brendan Ward, who has kindly agreed to help with this again. The College also intends to have full on site delivery of Teaching and Learning, notwithstanding that where there are cases of absence or self-isolation, some remote delivery will have to continue for those affected. At the same time, the College will have to complete its usual enrolment process.
- **2022 Examinations:** Pete Bailey reported that the Government will be announcing plans for the 2022 examinations and the College will review this post the current year's examinations' appeals process, probably in September 2022.

- **Memorial Event for Owen Harding:** this was organised and held in one of the quads; Owen has been missing from home since the beginning of lockdown 2020. A bench has been commissioned in his name.

7. Student Governors' Report

Jack Pattison and Robyn Read presented the following update to Governors:

- **Jack Pattison:**
 - **Tutorials for next year:** attended a focus group for tutorials last week to review aspects which had worked well over the year and areas for improvement. Overall feedback was good, but it was suggested that at the beginning of the year, the purpose of Tutorials should be made clear and that they were compulsory.
 - **1 to 1s:** On the whole, Students thought that these were useful and should be retained for next year, noting that these would be offered on line too which would assist Students not having to come into College, or to return to College after their timetabled lessons.
Other feedback: additional life skills would be of interest to many Students, including finance, taxation, etc along with more extensive information on existing subjects covered eg. black history month, LGBT information etc
Leavers' Event: as the original planned event was unable to go ahead as planned, Leavers were able to enjoy the event organised including music, pizza and ice cream. Currently, it's also been discussed whether to organise a similar style event for the year 2 results day in August.
- **Robyn Read:**
 - **Welfare Freshers' Event:** the SU is hoping to make use of the welfare event for freshers as a means to promote social media platforms for announcements relating to Students.
 - **Communications:** the SU is aiming to focus upon improving all Student related communications next year especially if there continues to be some element of distant learning, or if Students have missed a Tutorial and to ensure that all Students have access to the Student Bulletin etc, to ensure that everyone is kept fully informed.
 - **Events for First Years –** the SU is reviewing whether the event last half term – progression day, being 2 days off timetable with various individuals coming on to the site to do workshops, university, apprenticeships, careers and other information, should be revised to include a wider range of career interests as this year, the event had some very specific presenters e.g. aviation and it would be useful to include all areas of potential interests in the arts and science fields. The SU will be consulting on this with the Student body to ensure that the event works for everyone. It was also suggested that staff with other or past careers outside education could be involved too.
 - **Student issues:** the main concern for Students at present has been examinations and the future impact of Covid.

8. Accommodation Working Group

The contents of the draft minutes of the meeting held on 10th June 2021 and recommendations therein were noted and endorsed by the Corporation, including the revised terms of reference and the bid submission and also taking into account the additional points discussed below:

- Summary of bid in respect of increasing capacity for Students ie additional classroom space, via an extension to one of the quads, following a review of the whole site by the architect, in order to find the most appropriate plan to meet the bid and timeline criteria.
- West quad (next to canteen) – 2 classroom proposals together with landscaping of the remaining quad area to provide flexible outdoor teaching and performance/social spaces. The design and supporting documents have been prepared by the architects and quantity surveyor (QS), including the cost plan, project risk register and programme.
- The total cost for the project is £1.4M and regarding matched funding option, SLT recommends a cautious approach in light of limited cash reserves – as a consequence the College intends to provide matched funding which equates to the value of fitting out the additional toilet facilities.
- At this point, the Meeting noted that Alan Walker had submitted questions arising from the documentation received from the architect/QS and that she had consulted the QS for responses – once received, she confirmed that she would respond to Alan Walker's questions. **ACTION: Elaine French.** Alan Walker informed Governors that the cost plan seemed robust, but he had suggested that in the risk register, it would be worth including a risk for unknown services and that he also thought the fee was quite high in respect of professional fees (17%,). Regarding the latter point, Elaine French advised Governors that she had discussed the fees with the architect and QS and also compared the professional fees to that agreed in respect of the recently completed STEM centre (16%); she reported that the slight increase reflected the requirement to ensure the project achieves a very good BREEAM (Building Research Establishment Environmental Assessment Method) rating.
- Following a suggestion from Governors that the College should consider being more aspirational with regard to the site developments, notwithstanding the time limitations on this capacity bid, the Principal agreed with the suggestion and confirmed that the accommodation masterplan was being finalised which would be brought to Corporation for approval next year and that this would look at the development of the whole site enabling the College to be ready to submit other bids, as and when issued, including having the necessary planning permissions in place. **ACTION: Donna-Marie Janson**
- Governors queried the rationale for the proposed works being based on the west quad rather than the east quad, noting that historically the west quad was generally used by Student for social space owing to being next to the canteen. In response the Vice-Principal advised that it was a practical decision owing to the very limited timeframe for completion and would be less disruption to the rest of the College (digging out and removing spoil through the College site etc). The Corporation was also reminded that the outside space development would be focused upon outdoor performance and teaching rather than social space which was not within the bid criteria.

- The outcome from the bid submission had originally been declared as this Summer, but since submission, this has been revised to the Autumn Term.
- The terms of reference as revised, were approved. **ACTION: Louise Pennington**
- Elaine French agreed to circulate the architect's images for the plans to all Governors after the meeting. **ACTION: Elaine French**
- Capacity wise the proposed bid would cater for an additional 70 Students.

9. Finance Matters

- a) **Draft Minutes from FWG Meeting held on 7th July 2021** – noted and that the terms of reference would be reviewed and revised, along with the name change from Finance Working Group to Finance Committee with immediate effect.

b) Financial Updates and Management Accounts

The contents of the papers were received by the Corporation and Elaine French highlighted the key aspects within the documents, including the year end projection, predicted Ebitda (earnings before interest, taxation, depreciation and amortisation) and financial indicators and reminding Governors that the detailed breakdown of the latest accounts had been discussed at the May 2021 Corporation meeting.

- The Corporation noted that there was little change in the management accounts presented to this meeting, via FWG, compared to the earlier version presented to the May 2021 Corporation meeting.
- Notwithstanding the above, Elaine French informed Governors that the cash position was showing signs of improving, following the receipt of deposits from International Students, which will have the effect of improving cash days in hand, although won't have an impact upon current ratio, (as not being accrued income).
- Elaine French reminded Governors that the College would be seeking a small overdraft (as per 2020/2021) for the same period – March/April 2022, for a few weeks and that this had already been discussed and agreed with the bank. This will be kept under review next term, as depending upon the improvements in the cash position (as a result of the predicted increase International Student numbers), the overdraft facility, may not be needed.
- The Corporation noted the reimbursement by the Government of the College's Covid testing expenditure, which was slightly less than predicted, but still covered the College's costs. Regarding the Covid testing planned for Students returning to College in September, funding details for this have not yet been released.

c) Property Matters including Summer Estates Work

Elaine French referred to the update given within the AWG draft minutes and summarised the reasons for limited summer estates' work plans based on the College's cash flow position. In the longer term, and as part of the Accommodation masterplan, referred to earlier, she informed Governors that there was the intention to prioritise the re-development of the hut village, as soon as an appropriate bid opportunity became available. During this Summer, the minor works will include replacing 1 of the College's boilers, replacing the canteen flooring, refurbishing the ground floor/first floor toilet facilities, a reconfiguration of the media suite classroom to ensure that it is fit for purpose and Staff room works (moving

reprographics from here etc) – the total spend for these works will be in the region of £150K. As the income situation becomes more clear later this year, there may be opportunities to complete other small estates' works, and details will be brought to the Governing Body in due course.

d) Budget 2021/2022 (error on agenda 2020/21) – documents including Internal Students and Adult Education

Governors were reminded that the draft budget had been presented to them, via the FWG earlier in the year and that the final version was included in the papers, having also been reviewed by the FWG (refer draft FWG minutes). Elaine French summarised the document and the recommendations made by the FWG and the following points were recorded:

- Forecast was unchanged from the draft version, other than the decision, following a request by the FWG, that a Staffing contingency should be included as a general contingency budget in respect of potential pay awards next year, in light of the FEC Diagnostic Assessment outcome and the need to be prudent in light of the College's cash flow situation and ongoing Covid uncertainty.
- Financial Health is predicted as "good", being 190 points.
- The forecast has been prepared on a prudent basis owing to the ongoing uncertainty arising from the pandemic and potential future International Students' income, although as reported earlier, the figures are improving in this area, currently predicting a minimum addition income to that currently in the budget, of £150k/£200K in income, less costs. Elaine French explained that should it be necessary the College could reduce its expenditure further if required.
- In response to a question from Governors regarding discretionary grants, Elaine French explained the change in treatment in the budget/forecast figures, as required by the ESFA, whereby the grants are no longer included in the financial returns which contributes towards Colleges' financial health scores, and hence the Ebitda increases, but the ESFA's required change in financial recording does mean that this impacts on the Staffing ratio, with less income being offset.

Based on the budget figures presented combined with the FWG's recommendations, the Corporation approved the budget for 2021/2022. **ACTION: Elaine French**

10. Audit Matters

- a) **Draft Minutes from meeting held on 22nd June 2021** – these were summarised by Alan Walker, Chair of Audit Committee and noted by the Corporation.
- b) **External Auditors' Performance Indicators and External Auditors' Strategy Memorandum/Plan** – noting the additional fee in respect of the new Audit Code of Practice (ACOP) requirements, of £5K approximately, the Corporation approved both the Performance Indicators and the External Auditors' Strategy Memorandum/Plan for next year.
- c) **Internal Auditors Appointment and Assurance Strategy and Plan and Performance Indicators** – based on the recommendations of the Audit Committee, the new Internal Auditors, Wylie and Bisset, were appointed, based on the remuneration set out, and the Assurance Strategy and Plan approved. It was noted that the Audit Committee had had a presentation from the new Audit Director which

was very well received. Elaine French confirmed that the first piece of assurance work had been carried out recently – Student Numbers/Funding review and that the online method of auditing, had worked well. The audit report from the assurance work carried out will be presented to the next Audit Committee meeting.

- d) **Reappointment and Remuneration of Auditors** – referring to item b) above, the Corporation approved the reappointment and remuneration of the External Auditors, Mazars, and incorporating the slight increase in fee relating to inflation. The Internal Auditors remuneration was also approved – refer item c) above.

e) **Risk Management**

- i) **Draft Minutes from Risk Management Group Meeting held in May 2021** - noted
- ii) **Register/Action Plan (merged documents)**
- iii) **Assurance Map**

Paul Herridge, Chair of RWG, summarised the discussed held at the meeting and Elaine French confirmed that any changes agreed at the meeting in respect of the various documents considered (as recorded in the minutes), would be taken forward to the next RWG meeting. **ACTION: Elaine French**

Governors referred to page 86 of the documents, noting the helpful risk scoring summary but also seeking clarification. In response Paul Herridge reported on the new risk categories which had been agreed, moving from significant/contingency etc to critical, severe, moderate etc and that there was further work to be done to improve clarity and assist Governors and others understanding (refer RMG minutes). Elaine French added that she would be working on revising the risk matrix for the Autumn Term to avoid any confusion and that all revisions requested, would be brought to the Autumn Term RMG and then Audit Committee; likewise, the Risk Management Policy would be revised to reflect any changes made.

ACTION: Elaine French

The Risk Register/Action Plan and the Risk Assurance Map documents were approved as per the amendments agreed in the RMG minutes and as endorsed at the subsequent Audit Committee meeting, along with the various proposed changes to improve understanding as recorded above. **ACTION: Elaine French**

11. Search and Governance Committee

- a) **Draft Minutes from Meeting held on 13th July 2021** – a verbal update from the meeting was provided by the Chair.

b) **Membership matters**

The Chair summarised the membership issues considered and progressed and noted the current vacancies:

- 2 vacancies on S & G Committee, owing to Richard Seager's retirement from this Committee (reported at the May 2021 Corporation meeting) and Simon Lindfield's notice to retire from this Committee with effect from 31st August 2021. Janice

Robinson reported that discussions were underway with potential replacements and that she'd update the Corporation once discussions had been finalised. **ACTION:**

Janice Robinson

- Audit Committee – Pete Baker (Co-opted Committee Member) has submitted his resignation and the Corporation recorded their grateful thanks for his long service to the College. Vacancy to be taken forward and reviewed at the next S & G Committee. **ACTION: S & G Committee**
- External Governor vacancy – following Richard Seager's retirement as a Governor (remaining as co-opted member on Audit Committee), the S & G Committee had reviewed an expression of interest from John Williams (Chief Executive of Voluntary Service "3V", with extensive experience in adult education, community involvement etc, together with various qualifications, including an MBA. The Corporation agreed that his experience and skill set should complement the current group of Governors. In conclusion, it was resolved to invite him to join the Governing Body with immediate effect for a 4 year term of office and also to invite him to join the Finance Working Group.

ACTION: Janice Robinson/Louise Pennington

c) **Revised AoC (Association of Colleges) Code of Good Governance and Comparison with other Codes used in the FE Sector:**

The Corporation noted the contents of the paper which had been considered at the Search and Governance Committee, comparing the 3 codes used with the FE sector and including recommendations that the Committee recommended the revised AoC Code of Governance for adopting (replacing the current adopted Code - the UK Corporate Governance Code). Governors agreed that the AoC Code was a better fit for the College and focused upon the interests of Students etc. The main differences between the AoC Code and the College's currently adopted Code, were reported to the Meeting. It was also noted that there was a compliance exercise underway to ensure the College complies with the various requirements (key changes included in the meeting paper). Louise Pennington confirmed that she had circulated a compliance document seeking input from SLT regarding compliance with all the Code clauses and that an update would be presented to S & G next term. At this point reference was made to the National Leader of Governance (NLG) review required as an action from the FEC Diagnostic Assessment outcome, and whether the work should be delayed until the NLG visit. It was agreed that the compliance would should be progressed anyway, with any input from the NLG being taken into account at the time. **ACTION: Louise Pennington/SLT**

- d) Chair succession planning – The Corporation noted that the Chair's role description had been revised and following the Search and Governance Committee's recommendation, the document was approved by Corporation. Following the Chair's 1 to 1s with all Governors, should there be any interest in taking over the Chair role from Janice Robinson, when she intends to step down in Summer 2022 (at the earliest), a copy of the new document, would be shared. **ACTION: Janice Robinson/Louise Pennington**

12. Policies and Other Documents

The policies were approved:

- a) **Anti-Bribery** – approved housekeeping changes re new financial regulations and role descriptions and added related policies/documents.
- b) **Anti-Fraud and Irregularity Policy** – approved housekeeping changes re roles and 1 section to improve clarity and added related policies/documents’ section.
- c) **Information Security Policy** – deferred to Autumn Term
- d) **Child Protection/Safeguarding** – deferred to Autumn Term
- e) **Bursaries and Free School Meals Policy** – deferred updates to Autumn Term, including Tuition Fees and International Students

13. Date of Next Meeting - Wednesday 6th October 2021 at 6.00 p.m. – remote or on site location to be agreed.

14. Any Other Business

Thanks were recorded to Pete Bailey who is retiring at the end of this academic year.

Thanks were also recorded to Governors for their work and support during this difficult year.

15. Part II Confidential business

a) Part II Minutes from Corporation Meeting held on 12th May 2021

Approved with the Part 1 Minutes above (external Governors and Parent Governors only).

b) Matters Arising – none.

Enclosures: noted meeting dates for 2021/2022 academic year to be included in Governors’ diaries.

Chair.....

Date.....

Louise Pennington 14/07/21