

**Minutes of the Corporation Meeting  
Thursday 11 July 2019  
Tower Board Room, Bedford**

**Present:** Roger Marriott (Chair) Ian Pryce  
 Alasdair Simmons (Vice-Chair) Allan Schofield  
 Sheila Selwood  
 Casandra Daubney Alasdair Simmons  
 Sharon De Leonardis  
 Richard Dimbleby  
 Noel Gray  
 Greg Guilford  
 Mark Lawson

**In attendance:** Barrie Baldwin (Health & Safety Manager)  
 Linda Hockey (Chair of BCPS Limited)  
 Pat Jones (Director of Finance)  
 Mark Kiteley (Chair of BCS Limited)  
 Fiona Phillip (Director of Student Services)

Minutes: Rachel Nicol, Director of Governance & Clerk to the Corporation

**Action**

**C/16/19 Apologies for absence**

Apologies were received from Stewart Briggs, Helen Day and Shaun Wilson

**C/17/19 Declarations of Interest**

There were no declarations of interest relating to the matters on the agenda.

**C/18/19 Matters arising**

Sharon De Leonardis was welcomed to her first Corporation meeting.

There were no further matters arising not covered elsewhere on the agenda.

It was however noted that items would be taken in a different order to that set out on the agenda.

## **Committee assurance reports**

The rag rated assurance reports were presented and it was confirmed they had been read by the Board. The Committee chairs were asked to summarise the position on assurance.

## **Resources Committee**

It was noted that the College will have outstanding financial health under the ESFA criteria at the year end. The Committee had been pleased to meet the new Director of HR at their last meeting and will monitor progress on HR in the forthcoming year. The College Information Report had been reviewed in detail and the Chair noted that the current presentation to the Board is consistent with the direction of travel noted by the Committee.

The Committee anticipates receiving a paper on the HR system in the autumn term and is monitoring the strategic risks on any planned changes in payroll function. The Committee had received a report on planned pay rises based on affordability and noted this has still to be determined.

The Committee had requested visibility of gaps where the College should and could make savings and the additional assurance required.

An explanation of the committee assurance reports was given for those who had not yet attended a committee.

## **Audit Committee**

It was noted that assurance had been received and accepted by the Committee on high risk areas as a result of satisfaction with the management action being taken. Matters had been referred to other committees for scrutiny where appropriate.

The Committee continues to monitor business impact assessments.

It was explained that the Committee had received a paper proposing the re-appointment of internal and external auditors.

**On the recommendation of the Audit Committee the Board endorsed the appointment of;**

- **MacIntyre Hudson as the Financial Statements Auditors for 2019-2020**
- **ICCA as the Internal Auditors for 2019-2020**

The Director of Finance provided an update on the internal audit report commissioned on apprenticeships. It was noted that the report has now been received and sponsors have been allocated to work on each enquiry strand. The Board and committees will be updated in due course.

**QSA**

The assurance received by the Committee was noted. Four risks had been highlighted to the Committee and management actions to address the risks were noted;

- Student non-continuation (particularly with apprentices) The Director of Sales and Marketing had provided a report and is continuing to make enquiries in respect of the data received. The QSA will review any issues identified within their terms of reference during the forthcoming year.
- External assurance, the new Ofsted framework is in place and compliance is being monitored.
- Student progress, some areas above target and some below. The Committee was satisfied with the action being taken but will monitor in the forthcoming year.
- Student satisfaction has increased significantly but there is a recognised need for a deeper understanding of the value of student satisfaction data.

**The updates from the committees were noted**

The Director of Student Services joined the meeting

## **Safeguarding – annual report and policy amendment**

The Board confirmed that the report had been read.

The Director of Student Services highlighted elements of the report;

- The increase in referrals is considered a positive reflection on the use of pro monitor to record incidents. Not all incidents referred are safeguarding but the increase in referrals enables the team to assign concerns raised to the right area.
- Vulnerable learners have done significantly well in the year with no achievement gap noted. It was recognised that vulnerable groups have good attendance and all vulnerable learners are tracked individually with any problems highlighted through the virtual school set up.

The concept of the virtual school was explained. The students attend College but are registered with the authorities as looked after children.

Greg Guilford joined the meeting.

The proposed amendments to the Safeguarding Policy were highlighted and explained. The changes proposed reflected legal and regulatory changes.

The Director of Student Services was thanked for a clear and coherent report.

Assurance was also given that the Safeguarding Committee had reviewed the annual report and policy.

The Board further discussed;

- Whether the increase in level of referrals is in line with other similar colleges. It is considered that all Colleges have seen an increase, particularly in relation to mental health. Further training is being considered for staff to assist in the differentiation between well-being and safeguarding.

- Level of students reporting that they don't feel safe. The timing of the student survey in relation to particular incidents was highlighted. The survey is carried out twice a year and further work is being done to analyse the impact of non-college related incidents on students' perceptions of feeling safe.
- The progress on reviews on the lock down and evacuation plans.
- The level of assurance that the Safeguarding governor has in relation to the implementation of the Safeguarding Policy. It was noted that the Safeguarding Committee meetings are well ordered with good agendas. Positive progress on agreed actions is being made. Assurance was noted to be strong.

**The Board noted the Annual Safeguarding report and assurance provided.**

**The Policy changes were highlighted and approved.**

The Corporation noted that further minor amendments required to reflect the updated Keeping Children Safe in Education guidance for September will be made and that there is no requirement for them to review these changes.

**C/21/19**

### **Health and Safety**

The Board confirmed they had read the paper and draft policy.

Highlights were provided as follows;

- Assessment on compliance advancing from good to strong based on the evidence in the report
- Current focus on developing system with 80% compliance evidenced.
- Reviews of risk based on system approach.
- Accident rates considered on risk analysis of incidents with progress made on reduction in number of incidents.

- RIDOR incidents 6, largely students attending hospital for checking following an incident.

Assurance was given that risk is being controlled in line with statutory duties with improvements made around lone working and noise assessments.

The Board questioned;

- Intention to get to 85% compliance by September. The profile and expectations have been raised.

Mark Lawson has attended the H & S Committee meetings as a governor representative. The culture of the staff on the ground and meeting content and discussion was noted to provide the assurance that there is a strong health and safety culture.

The Board reflected on the Policy statement and sought to understand the reference to “reasonably practicable” It was explained that it is a legal reference to the steps to be taken by the organisation to comply with legislation.

The Chair of BCS sought an update on the position in BCS and it was confirmed that the company is supported by the Health and Safety Department and compliance is monitored through the same system. BCS management team work closely with the Health & Safety team to manage risks.

The use of Smartlog was referenced and it was confirmed that all governors will be asked to update their safeguarding training where required.

The Board further discussed;

- Action needed to take H & S beyond good and strong.
- Difficulty in achieving comparisons.
- Data informing the assurance.

The Board noted the assurance received.

**The Board resolved to approve the Health and Safety Policy Statement and authorised the Chair to sign the same.**

C/22/19

## Equality and Diversity

The update report had been read.

IP provided some background on the objectives set and the following were highlighted;

- Achievement rates above the national average under every group.
- Current Ofsted advice around comparisons in achievement of particular groups of students nationally. The Executive will continue to review how activity and gaps are monitored.
- Slight increase in bullying incidents reported, work being done to support the bully without removing support from the victim, further research being carried out.
- Work to be done in some areas, minority representation in management.
- Gender pay gap is smaller than in other areas of the education sector. The position in respect of the subsidiaries will be monitored to ensure the Group is monitoring accurately.

Greg Guilford had attended meetings as the governor representative and reported well run meetings, passionate leadership and positive progress in key areas.

The executive sponsorship for key strands was highlighted and it was noted that the sponsor is not required to exhibit a protected characteristic to be an effective sponsor.

The Director of HR was asked to comment on her view on the ability to achieve the objectives and referenced the joint approach by key areas. The dedicated role of the Diversity and Inclusion Advisor was noted to be highly beneficial in supporting the priorities.

The Board questioned;

- References to gender pay gap and the influence of particular job roles. Analysis being carried out on equal pay scenarios to ensure there are no equal pay issues. A further report will be provided in due course.

The sentence at paragraph 16 will be reviewed for accuracy. The focus for HR is on equal pay.

- The timing of the gender pay report, a snapshot is taken on March 2018 and then reported within a year. AP
- Monitoring of ethnicity and LGBT gaps and requirement for further data if legal changes are made on reporting.
- I Trent reporting to be reviewed to assist in the reporting against priorities.
- Change in approach of Ofsted to compare one ethnicity in one area compared to the same ethnicity in another area. It will be reviewed for monitoring purposes.
- Bullying incidents and the relationship with protected characteristics, further analysis is being carried out.
- System for monitoring staff exit interviews, it was considered that HR and the Diversity and Inclusion Advisor should work together to ensure an effective system is in operation. Physical interviews are offered.

**The Board noted the update.**

**C/23/19**

**Dashboard and outline strategic planning**

The report was noted to have been compiled by the Executive to update the Board on current progress against the Strategic Plan.

The Principal highlighted;

- Robustness of data and impact.
- High targets on student numbers and potential inaccuracies in estimations.
- Attendance – whether there is impact on achievement
- BSF, current position on grades, strategic issues and the plan for focus by the Board in the forthcoming year.
- Reporting of results in terms of league tables.
- Level 3 achievement and proportion of activity.
- Operation of the value added measure.



- A level achievement rates and executive review of culture.

The Board questioned;

- At what point the targets will be formally approved. It was explained that they are included within the budget and assurance given that they are not unrealistic, particularly on recruitment.
- Whether an additional line should be included under financial stability to cover support for other support areas.
- HR strategy acknowledged that targeted reduction on FTE is too aggressive in the short term and will be reduced.

PJ

The Board sought assurance that support services will not be disproportionately affected. The close link between financial, marketing and quality support and achieving student numbers was noted. The College has also recognised the need to develop processes appropriate for the size of College.

The Chair Designate highlighted his paper to the Search & Governance Committee on the priorities for 2019-2020 and the synergy with the Executive's priorities. Board members will be updated in due course.

**The update report was noted.**

**C/24/19**

### **Medium Term Financial Strategy**

The report had been circulated to the Board by email. It was confirmed that the Resources Committee had reviewed and scrutinised the MTFS at their meeting in June.

The Director of Finance highlighted;

Annex A

- Marketing information and estimates on student numbers being based on current year spring term numbers.
- Areas of anticipated growth, in Wellingborough and on HE.

The Board questioned;

- Whether spring numbers rather than autumn are the new base. It was confirmed the mid-year numbers are more reflective for funding purposes.
- Annex C and the “cash pinpoint” due to capital projects and impact on banking covenants. Cash management has been forecast in fine detail with a regularity return submitted to the ESFA in July.

The Chair highlighted the requirement for the revolving credit facility. The Resources Committee had already provided support for the extension of the facility. The Bank had confirmed terms in a letter and a Board resolution is now required to secure the facility.

The Director of Governance & Clerk to the Corporation had circulated the letter and required resolutions prior to the meeting.

Assurance was given that the facility will be managed to minimise interest charges and that there are no penalties attached.

#### **It was resolved**

- 1. 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 benefits 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 Patricia Jones and Ian Pryce 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 Designate invited anyone with questions on the MTFS to email the Chair of Resources

A supplementary paper was tabled setting out the planned steps to address the budget gap. The Principal explained the approach taken in reviewing the budgets against the 2017-2018 levels.

Progress made to date in individual areas has been reviewed with 1.7m savings across support areas identified. An estimated 400k savings are still required.

The Board further discussed;

- Delay of pay award, potential impact on staff morale, links with recruitment of associates and how the position will be managed.
- Work on the curriculum planning exercise, split between core and associate staff and central control of associates for each curriculum product. The Board supported the notion of reserving the decision on pay awards pending the confirmation of affordability.
- Likelihood of redundancies and related costs, natural staff turnover and flexible working patterns.
- Likely impact of budget on student satisfaction and quality. Focus of students is on quality of teachers, modern equipment and food.
- Potential structural changes and;
- Overarching policy to minimise impact on student facing services.
- Impact on staff and staff morale.
- Importance of the modernisation agenda.

The Board noted the intentions and will review the position in light of student recruitment levels in the autumn term. Further papers setting out planned efficiencies and changes in practices that will generate efficiencies will be presented in due course.

The Resources Committee had scrutinised the capital programme at their June meeting and recommended it for approval.

**The Board endorsed the capital programme on the recommendation of the audit committee.**

**The Board approved the MTFs.**

**C/25/19**

**Partnership and Subcontracting arrangements**

The report was presented.

A high level summary was given of the subcontractors used and their relationship to the various strategic strands.

Executive have received a presentation from Director of Performing Arts on work with subcontractors and received assurance on oversight to be provided where the subcontractors had limited experience of funded provision. FMBS were noted to have good market penetration and the Director of Finance is reviewing achievement rates.

The balance of levels of subcontracting activity between providers will be reviewed and any substitution between subcontractors noted

The Executive recognise that it is essential to have expectations of providers, minimum standard clauses and penalties expressly set out in contracts.

The QSA Committee has sought to monitor quality assurance around subcontractors and will continue to monitor performance in the forthcoming year.

The Board asked for levels of activity in relation to each subcontractor.

It was understood that contracts are required to be let by September.

The following subcontractors were approved;

Learning Curve  
Stella Man  
FMBS

Whilst Dancebox and CTP will continue with existing commitments any new contracts will be subject to a review by QSA on quality assurance. Numbers for both providers were noted to be relatively low.

### **The report was noted**

**C/26/19**

### **BCS Limited Chair's report**

The report had been circulated by email and a printed copy provided. The Chair introduced himself and highlighted;

- Achievements of 2018-2019 and forecast to exceed budget.
- The extent of the facilities and services provided to the College
- Plans for year ahead in respect of budgeted surplus and need to engage additional management capacity.

The Chair of BCS reminded the Board that they had requested greater guidance on the College intentions for BCS at the July 2018 meeting. The Principal had written an email to the Executive in January to obtain support for BCS.

The Chair referenced the request made by the Corporation for greater formalisation of the arrangements during the year. The Chair further articulated the current objection of the BCS Board to the framework proposed to establish the relationship between the BCS Board and the Corporation It was highlighted that the friction in governance arrangements is impacting on progress in the relationship.

A new strategic plan has been written by BCS Limited and the Chair estimated that a significant amount of the turnover relates to external income The BCS Board have noted the strategic planning cycle of the College and have put the BCS 5 year plan on hold pending further discussions with the Corporation.

The BCS Chair highlighted the entrepreneurial spirit and experience of the BCS board but also recognised the need for a relationship with college protocols.

A meeting had taken place between the Chairs of both subsidiaries and the Chair designate of the Corporation. The Chair Designate summarised the issues from the Corporation's perspective and highlighted the advice received in respect of the need to establish a documented framework agreement.

The Chair Designate referenced the benefits of formalising a commercialisation strategy, and acknowledged that there may be some requirement to revisit the wording once further progress had been made. He articulated that such a strategy would include the rationale of BCS operations and articulate how commercial activities are costed within departments and accounted for. It was anticipated that management will prepare an outline for consultative consideration and Board approval of the strategy and approach to be taken.

The Chair of BCS expressed concern at the timescale proposed and requested a tighter timescale.

Management expectations of BCS were outlined by the Principal in terms of provision of premises, income streams, and community engagement, benefits to students and staff and acceptable risk level of activities.

It was recognised that BCS has executives on its board but no College representation which may have limited effective communication. The Corporation and BCS recognised the need to align strategies and set the relationship on a clear basis. The Corporation noted the advice from Eversheds and the Director of Governance on risks to the Group and discussed potential ways forward including;

- The BCS Board agreeing the points set out in the summary of the Chairs meeting and working with the Chair Designate to resolve issues.
- The establishment of a small joint working group from both boards to work with the Executive and propose a strategy.

The relationship between a commercialisation strategy and the College strategy and remit covered by the Financial Regulations was discussed. There was some discussion around College priorities and whether developing such a strategy at the current time risked undermining other priorities.

The BCS Chair concluded that there was no intention on the part of BCS to place the Group at risk and confirmed he would now ask his Board to execute the agreement.

The Board thanked the Chair of BCS for his report.

### **The report was noted.**

**C/27/19**

### **BCPS Limited Chair's report.**

The report had been circulated by email and hard copies provided. The Chair of BCPS set out the history of the company and presented the report.

The highlights were given on;

- Current performance against KPIs.
- HR data and plans for future reports.
- Board composition, need for greater independence.
- Staffing numbers, explanation of income and expenditure, recruitment and the relationship with the College activities.
- Benchmarking on staff turnover with other Colleges.
- Need for greater progress on training of apprentices, percentage recovery of levy. Anecdotally it was understood to be similar to the experiences of other businesses.
- Acceleration on development of apprenticeship frameworks.
- Confirmation that the Management and Services agreement has been signed by the BCPS Board.
- Need to review terms and conditions of employment.
- Management of conflicts of interest with the Executive.

The Chair articulated the plan to develop a proper strategy linked to the College including;

- monitoring of KPIs
- process of performance management for staff in BCPS
- review of salaries and conditions of service.
- review of the composition of the Board.

The Chair explained that the BCPS Board had discussed and would welcome a member of the Corporation on their board, particularly with Finance or HR skills. SM volunteered.

**The Board noted the progress made and thanked the Chair for the report.**

**C/28/19 College information Report (“CIR”)**

The College Information Report for May 2019 had been provided at agenda item 12 for information.

Assurance was received from the Chair of Resources that the CIR for April had been scrutinised at the Resources Committee meeting in June and the current report was consistent with the direction of travel outlined at that meeting.

**The report was noted.**

**C/29/19 Key Risk Review**

The report was presented. The register had been reviewed by the Audit Committee at their June meeting. The narrative will be updated prior to the next board meeting.

**The report was noted**

**C/30/19 Governance Update**

The Board confirmed they had read the report at agenda item 14.

The Director of Governance & Clerk to the Corporation highlighted the items to note and those to be approved or endorsed.

**The Board;**

- **Noted the written resolutions**
- **Noted the use of the College seal**



- **Endorsed the appointments of Will Gerrard and Andrew Smith as student governors for 2019-2020 following their success in the elections.**
- **On the recommendation of the Search & Governance Committee endorsed the re-appointment of Sheila Selwood for a 4 year period as an external governor to 31 July 2023.**

A verbal update was given by the Search & Governance Committee on the outcomes of the recent interviews for external governors.

A summary was given on the three candidates interviewed and their recommendations for appointment. The Director of Governance & Clerk to the Corporation will circulate the summary for information.

**On the recommendation of the Search & Governance Committee the Board approved the 4 year appointments of;**

- **Sulaman Sunny with a recommendation to sit on QSA**
- **Cliff Wragg with a recommendation to sit on Resources.**
- **Vinod Tailor with a recommendation to sit on Resources.**

The meeting was noted to be the last meeting for the Chair of the Corporation, Roger Marriott. The Board formally noted their thanks and appreciation for the decade of service to the College.

**The update was noted.**

**C/31/19**

### **Any other business**

It was noted that the Alligator Biome has been finished at Shuttleworth and they will be moving in during the summer!

The Board asked that at least one meeting / development day be hosted at Shuttleworth to provide an opportunity to tour the facilities.

**C/32/19**

### **Minutes**



The minutes of the meeting held on 28 March 2019 were agreed as an accurate record of the meeting.

**Meeting closed.**