**Minutes of the Corporation meeting**

**Wednesday 8 July 2020**

**Video Conference Zoom**

**4.00pm**

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| Present: | Allan Schofield (Chair)  Sheila Selwood (Vice Chair)  Stewart Briggs  Alan Carvell  Helen Day  Sharon De Leonardis  Richard Dimbleby  Greg Guilford  Mark Lawson  Sol Miah  Ian Pryce CBE, Principal & CEO  Vinod Tailor  Shaun Wilson  Cliff Wragg |  |
| In attendance | Pat Jones, (Executive Director of Finance)  Barrie Baldwin (Health and Safety Manager)  Em Lowe (Vice Principal)  Anastassia Parsons (Diversity & Inclusion Advisor)  Rachel Nicol (Director of Governance & Clerk to the Corporation) | |

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|  | |  | **Action** |
| **C/1/20** | | **Apologies for absence** |  |
| Apologies were received from Sulaman Sunny, Will Gerrard and Andrew Smith | | | |
| **C/2/20** | | **Declarations of interest** |  |
| Alan Carvell is a non-executive director of BCS Limited (a wholly owned subsidiary of Bedford College) | | | |
| **C/3/20** | | **Matters arising** |  |
| The Chair updated the Corporation on the monthly Covid-19 meetings held by the Search & Governance Committee. The Chair had written to all staff to thank them for their hard work during the lock down and to the Health and Safety Manager in particular.  Alan Carvell was welcomed to his first full Corporation meeting. | | | |
| **C/4/20** | | **Covid-19 update** |  |
| The Vice Principal responsible for the College’s response to Covid-19 presented a report updating the Corporation on the current position and progress on plans for a wider re-opening in September.  Student experience has remained the central focus with departments working hard to stage virtual open days, evidence predicted grades and carry out adapted assessments. The Quality and Exams departments have worked together effectively.  The DfE guidance for September was outlined, including the disaggregation with schools and need for older students to distance by 1 metre with mitigating factors if 2 metres is not possible. Training is being provided to teaching staff to manage the changes and enrolment is taking place on line or by phone where is cannot take place in person.  Feedback from the staff wellbeing survey was outlined including both positive and negative impact of working from home but with the support strategies and line management support being commended. Anxieties over returning are being analysed in more detail and being managed on an individual level.  The Board recorded thanks to the Covid Team for their excellent work.  **The report was noted.** | | | |
| **C/5/20** | | **Committee rag rated assurance reports** |  |
| An explanation of the rag rated reports was given for the benefit of newer members.  Committee chairs outlined the key discussions and agenda items for each committee and progress made against work plans during the year. Internal audit reports delayed due to lock down are being picked up on line. The internal audit plan has been established based on an analysis of key risks and challenges as well as completion of outstanding reports. A general positive culture and framework around data protection was noted, but it was recognised that a further review of resourcing and responsibilities is required to ensure continuous improvement in compliance.  The Search & Governance Committee were thanked for their attendance at additional meetings to ensure governance remained strong during Covid-19. The requirement for additional members on the Audit Committee is being prioritised.  The Search & Governance Committee had reviewed a paper from the Chair of the Corporation on performance against the agreed priorities for 2019-2020 and draft priorities for 2020-2021.  **The Board noted the performance in 2019-2020 and endorsed the 2020-2021 priorities, including plans to articulate the Board’s role in community engagement with the support of a working group and to look at commercialisation as part of the new strategic plan.**  **The report was noted.** | | | |
| **C/6/20** | | **Progress against strategic aims** |  |
| The Principal & CEO presented the report setting out the performance against targets in the current year and focussing on the plans for September.  The Board discussed the funding impact of Covid on the apprentices and adult provision in particular, and the position of the College relative to the picture across FE generally.  The College had surveyed students and parents to understand their expectations and concerns. There was noted to be an acceptance of some form of blended learning with more positive feedback at the higher levels.  The Principal outlined the potential implications of the Chancellor’s budget statement and likely impact of the College including the Kickstart scheme, investment in traineeships and work placements, and the likely effect of capital investment.  An update was given on the planned pay award. Appraisals will still be carried out but given the unusual nature of the year the Executive does not propose differentiating awards based on performance. The predictability of enrolment numbers is also felt to be less certain, and any award will be delayed to ensure student recruitment and affordability.  It had also been decided that an attendance bonus is not appropriate in the current year, and consideration will instead be given to a one off non-consolidated bonus at the end of the year.  The Board discussed the IT support available for students for blended learning and how local projects may be able to provide additional resource. It was noted that changes have been made to the bursary scheme and additional PCs have been funded in the Learning Resource Centres.  **The report was noted.** | | | |
| **C/7/20** | | **Student number targets** |  |
| The Principal & CEO presented the proposal for student number targets for 2020-2021. The targets are based on planned numbers in the current year rather than actual results due to the impact of Covid on the current year.  Assumptions were outlined including; investment in Wellingborough and a resulting increase in numbers, Princes Trust activity, and the operation of the adult funding allocation.  The Board was satisfied with the assumptions made and that the targets reflect the strategic plan with modifications for current circumstances.  **The Board endorsed the student number targets for 2020-2021.**  **The report was noted.** | | | |
| **C/8/20** | | **Strategic planning timetable** |  |
| The Chair outlined the headlines of the previously agreed timetable to prepare for a new strategic plan.  Relevant data will be collated by the end of 2020 with the Executive assumptions being presented to the Board in Spring 2021. The Executive plan will be drafted in the Summer 2021 and presented to the Board in the Autumn term 2021.  The Board discussed the additional data that might be required for discussion at their development day in the Autumn including College and sector data. The local political landscape, particularly in Northamptonshire was discussed and the Principal updated the Board on planning in Central Bedfordshire. The Executive will continue to develop the opportunities register to enable further reflection.  **The update was noted.** | | | |
| **C/9/20** | | **Medium Term Financial Strategy** |  |
| The Executive Director of Finance presented the report and explained the modelling for the benefit of newer members. Assumptions around enrolment, expected income, planned surplus and liquidity management were explained.  The draft MTFS had been reviewed by the Resources Committee at their meetings in May and June.  The consolidated position for the Group was explained, including the impact of Covid on the operations of the commercial subsidiary, BCS Limited. BCS Limited are projecting a deficit in 2020-21 but surpluses in previous years have been gifted to the College. In the absence of reserves therefore the College will provide the required assurances to support BCS Limited.  The Board discussed the potential for change, imposed or voluntary, given current concerns over finances in the sector and the number of colleges in financial difficulty. The Executive Director of Finance had circulated a competitor analysis. Whilst there are no immediate plans for structural change and the College benefits from the diverse provision, the Board will continue to monitor appetite for potential mergers.  ***It was agreed that the Fees and Charges Policy, recently approved by Executive requires Board approval and the Executive Director of Finance will provide it to the Director of Governance to be circulated for approval by written resolution***.  **The Board agreed the MTFS.**  **The report was noted.** | | | |
| **C/10/20** | | **Capital Programme** |  |
| The indicative capital programme had been reviewed by the Resources Committee at their May and June meetings.  An update was given on the availability of government funding for capital projects and potential for SEMLEP bids. The College is profiling projects based on priorities, condition of the estate and work with employers on skills gaps.  The Wellingborough build is on target to open in September. The Board discussed the potential impact of match funding requirements on the MTFS and how this might be managed.  **The Capital Programme was approved** | | | |
| **C/11/20** | | **Confidential minute** |  |
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| **C/12/20** | | **Key Risk Review** |  |
| The Executive Director of Finance presented the Risk Register which had been considered by the Audit Committee at their meeting in June, and the narrative had been updated accordingly.  Assurance was provided on the operational plan in place to manage the risks around Covid and the impact on the College.  The Audit Committee had discussed the format and layout of the Risk Register, particularly with reference to electronic viewing and to ensuring the likely impact of risks is clearer.  ***The Executive will review the presentation of the register in due course.***  **The report was noted.** | | | |
| **C/13/20** | | **Health and Safety update and policy** |  |
| The Health and Safety Manager attended to present the report and policy update.  The report summarised the overview of the year and reflected on the objectives set, in particular the focus on response planning. The current situation around Covid has impacted on some of the work planned, but provided an opportunity to reflect on the operation of current systems and procedures.  A new risk assessment process to enhance the documentation and control of risk is being established through Smartlog. Further priorities include the work around monitoring of noise control and analysis of the Covid response.  A governor had attended the internal Health and Safety Committee meetings and provided further assurance from the operation of that Committee. One area reviewed in the year had been around the principal contractor arrangements on construction projects following an incident on one project.  The Executive Director of Finance provided assurance around the impact of the College’s decision to be the principal contractor, success on projects and risk management arrangements. Consideration is being given to additional health and safety supervision on any future projects where this arrangement is in place through an independent company. ***It was reiterated that risks will be documented on the Risk Register and consideration given to a further report to the Resources or Audit Committees as appropriate on any ongoing arrangements***.  The Corporation further discussed the potential to make the targets for Health and Safety more specific and measureable.  **The Corporation endorsed the Health and Safety priorities for 2020-2021 and agreed that the Chair should sign the document on their behalf in due course.**  The Corporation thanked the Health and Safety team for their hard work and the Health and Safety Manager left the meeting. | | | |
| **C/14/20** | | **Equality, Diversity & Inclusion update** |  |
| The Equality Diversity and Inclusion Advisor attended to present the report and highlighted work around the Equality Strategy and related action plan, adherence to standards and consistent application of benchmarking.  The College’s now well developed system of diversity ambassadors and executive sponsors for different elements of the strands was outlined. The current focus is on progressing work where targets have not been met or have been partially met.  The Board discussed the governance role, in particular the roles of QSA and Resources in monitoring objectives relevant to their terms of reference.  It was agreed that once achievement is known reports to each committee will embed relevant information on the issues.  **The update was noted** | | | |
| **C/15/20** | | **Safeguarding annual report and policy** |  |
| The Vice Principal with overall responsibility for Safeguarding presented the report and highlighted;   * Change in activity post lock down, closer links to virtual schools and external agencies to support safeguarding. * Progress on training for mental health first aiders and positive feedback on online meetings with counsellors. * Online teaching policies and focus on safeguarding of students and staff.   One of the lead safeguarding governors provided feedback on the Safeguarding Committee meetings and the assurance taken on the robustness of the processes. A staff governor provided anecdotal feedback on the operation of the wellbeing steering group and progress made.  The Board discussed the impact on safeguarding of the transition to online learning and how student activity is monitored, particularly where students are not accessing material through the server. This is noted to be an ongoing concern for the sector generally and will continue to be monitored.  The policy was presented and understood to incorporate required amendments for Covid and with regard to planned changes around the Keeping Children Safe in Education updates.  **The update was presented and the Safeguarding Policy approved.** | | | |
| **C/16/20** | | **Governance update** |  |
| The Director of Governance presented the report.  The Board, in particular, noted the update in terms of recruitment and the resignations and retirements during the year, including the retirement of Noel Gray since the report had been submitted.  The Search & Governance Committee had considered the re-appointment of Mark Lawson as external governor for a further 4 year period, and noted the administrative error on the appointment of Alan Carvell and recommended correction. The Committee had also received and considered recommendations of a panel in respect of two new external appointments for Dennis Buckley and Luisa Vecchio and recommended both.  The Audit Committee had received a paper on the re-appointment of the internal and external auditors for 2020-2021 and confirmed the recommendation of both appointments to the Board.  The Board confirmed the following decisions;   * **The re-appointment of ICCA as the Internal Auditors for 2020-21** * **The re-appointment Macintyre Hudson as the Financial Statement Auditors for 2020-21** * **The re-appointment of Mark Lawson as an external governor for a 4 year period to 31 July 2024 (subject to hearing the recommendation of the Search & Governance Committee).** * **The confirmation that Alan Carvell’s term of office ends on 31.07.23 (subject to hearing the recommendation of the Search & Governance Committtee** * **To endorse the appointment of Dennis Buckley as an external governor for a 4 year period to 31 July 2024.** * **To endorse the appointment of Luisa Vecchio as an external governor for a 4 year period to 31 July 2024.** * **To endorse the appointments of Melissa Peacock and Amanda Wagstaff as staff governors for 2 years from 1 August 2020 to 31 July 2022.** * **To formally note the resignations of Alasdair Simmons on 25.02.20 and Noel Gray on 29.06.20 and to record thanks for their contribution to The Bedford College Group during their terms of office.** * **To formally note the retirement of Sol Miah after 9 years on the Board and record thanks for his contribution.** * **To note the application of the College seal in 2019-2020.** * **To note the written resolutions since the last meeting.**   The Chair thanked all individuals for their contributions to the governance of The Bedford College Group.  The calendar for 2020-2021 and committee memberships will be circulated once the Director of Governance has had the opportunity to discuss with individual members.  **The report was noted.** | | | |
| **C/17/20** | **Minutes** | | |
| The minutes of the meeting held on 11 December 2019 were approved an accurate record of the meeting. | | | |
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