**Minutes of the Corporation Meeting**

**Wednesday 11 December 2019**

**Tower Board Room, Bedford**

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| **Present:** | Allan Schofield (Chair  Sheila Selwood (Vice-Chair)  Helen Day  Sharon De-Leonardis  Noel Gray  Mark Lawson | Ian Pryce  Allan Schofield  Sheila Selwood  Alasdair Simmons  Vinod Tailor  Cliff Wragg |  |
| **In attendance**: | Pat Jones (Executive Director of Finance)  Em Lowe (Vice Principal)  Minutes: Rachel Nicol, Director of Governance & Clerk to the Corporation | |  |
|  |  |  | **Action** |
| **C/45/19** | **Apologies for absence**  Apologies were received from Richard Dimbleby, Will Gerrard, Greg Guilford, Sol Miah, Andrew Smith, Sulaman Sunny and Shaun Wilson. | |  |
| **C/46/19** | **Declarations of Interest**  There were no declarations of interest relating to the matters on the agenda. | |  |
| **C/47/19** | **Matters arising**  The Corporation was informed of the resignation of Casandra Daubney in November and recorded formal thanks for her contribution. It had been agreed that Richard Dimbleby would chair the Audit Committee for the academic year.  The Corporation congratulated Helen Day, staff governor for her award as Teacher of the Year for The Bedford College Group.  There were no other matters arising not covered elsewhere on the agenda. | |  |
| **C/48/19** | **Committee reports**  The report for the **Resources Committee** had been circulated by email prior to the meeting.  The Chair of the Resources Committee was not in attendance. The Principal updated the Board on how the pay award had been finalised following the Committee meeting, with reference to the performance related pay allocation of increases and progression payments. The Board noted that the overall amount allocated was approved as part of the Medium Term Financial Strategy.  The **Audit Committee** report was reviewed. The Committee has requested a report on Business Continuity for the next meeting. The volume of work around apprenticeships was acknowledged, and a comprehensive report received from the consultants with positive progress against agreed actions noted. The Audit and QSA committees will continue to monitor agreed actions within their terms of reference to completion.  The development and updating of the risk register was acknowledged, and further amendments to it during the year are anticipated.  The nature of the “Bournville” letter referred to by the Committee was explained; the committee work plans will be reviewed to ensure that all required areas of scrutiny are adequately covered.  The assurance taken was explained in terms of the actions of the management team.  The **QSA Committee Report** was highlighted and it was confirmed that the Committee is recommending the SAR and the QIP to the Board. Members of the Committee had asked for more training on the SAR process to develop a better understanding of the approach taken in training staff.  The need for further training on Office for Students (“OfS”) regulation and governance implications was also highlighted.  The **Search & Governance Committee** report was presented. Revised terms of reference had been proposed, and were agreed. It was explained that the Committee had considered the most appropriate remuneration code for adoption under the Code of Good Governance and were recommending the AOC Code as the most relevant for the sector. Outstanding actions, including objective setting, were noted.  **The reports of the committees were noted** | |  |
| **C/49/19** | **Equality & Diversity annual report**  The report was presented and welcomed. It summarised progress made against the Group’s priorities for 2018-2019 in respect of Equality, Diversity and Inclusion.  The Board discussed;   * For each outcome, whether there can be further clarity on whether the targets have been met, for example the target set in respect to bullying is being met in respect of some characteristics but not all. It was agreed for future reports that further narrative will be added to conclude on whether targets have been ***“fully met, partially met or not met”.*** * The potential for trend data and data collection points. * The passive nature of bullet points on page 7 and consideration of referencing to responses rather than monitoring. * The need to articulate the relationship between policies and practices. * The relationship between student outcomes and surveys, and in particular the relationship between equality and diversity monitoring and student satisfaction responses around feeling safe. Assurance was given that the scores have been monitored to ensure that issues identified are dealt with holistically. * Performance against the national position and strengths identified during inspection. * Variability and how this is approached across the Group. It was explained that positive progress is being made to ensure Equality, Diversity & Inclusion standards are being embedded across all curriculum areas and support areas.   ***It was highlighted that a priority in the current year is to obtain information on staff. This is also required by a number of regulatory bodies and will be reviewed by the Resources Committee.***  **The report was noted** | |  |
| **C/50/19** | **Dashboard and progress against strategic aims**  The Principal introduced the report and explained that graphs will be produced in future reports to better demonstrate year on year comparisons.  The Principal highlighted;   * The position on student numbers * The change of Vice Chancellor at University of Bedfordshire and likely impact. * The data audit on 2018-2019. * Priorities on the People Strategy in terms of workload, wellbeing and integration. Directors have been asked to identify key factors impacting on the increase in work load in their areas. Increased compliance requirements have been highlighted as a potential factor. The risk of staff members identifying numerous different issues and the need for clear outcomes was acknowledged. New processes and systems are being analysed to ensure the impact on workload is measured.   The Board discussed;   * The benefit of “you said, we did” information and communication on changes implemented. * Need for clear identification of the links between questions raised through the staff survey and the actions taken. It is planned that two of the Vice Principals are communicating a message via a webinar. The directors have provided generic feedback on workload but the Executive are now seeking clarification on whether tasks perceived to be additional work are related to specific roles. * Savings made post-merger in terms of the senior team and impact on work-loads was referenced. * Apprenticeships and impact of standards and the feedback from employers. Policy changes will be monitored and discussed further during the strategic planning process. * The interim appointment of a Vice Chancellor to University of Bedfordshire and the potential impact.   **The report was noted** | |  |
| **C/51/19** | **BCG SAR and Quality Improvement Plan**  The report had been reviewed in detail by the QSA Committee and their proposed amendments have been processed. Academic areas have followed the same format as the previous year but management has converted the report to follow the new Ofsted inspection framework. Further information on destinations and equality and diversity will be added in the new year.  The QSA Committee had noted the document is more accessible than in previous years and  page 24 noted to summarise the areas of focus for the Board. ***It was agreed that the results of the Board Evaluation exercise will be sent to the Vice Principal to ensure board priorities are reflected upon in the current year’s Self-Assessment Report.***  Clarification was given to the ongoing actions set out in the operational plan (those achieved and those being monitored) ***It was agreed to reference progress made and provide confirmation of monitoring in future reports to the QSA Committee.***  The Board was thanked for their contribution to the SAR process and to the final report. New governors confirmed they had found the moderation meetings valuable. The disconnect between verbal reports provided by managers in the meetings and the quality of some of the written reports was highlighted.  **The Board approved the SAR and QIP.**  **The report was noted** | |  |
| **C/52/19** | **Financial Statements**  The highlights reported included;   * Overall surplus of The Group and rating of outstanding financial health. It was noted that 37 colleges were graded financially outstanding in 2018 and a competitor analysis will be presented at a future meeting.   The Financial Statements were presented following a 7 week audit.  The ESFA has introduced a new regulatory return including a 4 year overview plotting the cash for the previous year, current year and 2 future years. The return requires Board approval. There are also revised accounting standards relevant to the OfS which the Finance team are aware of.  **The Board agreed that approval shall be via the Resources Committee, in writing if required, to be noted by the Board in due course.**  **The Statement of Corporate Governance and Internal Control was approved on the recommendation of the Audit Committee**  The Board further discussed;   * The income statement and the impact of the accounting on the merger and the acquisition of assets. * Reserves at page 30; explained as the cash reserves and ability to meet debts, built through surpluses over a number of years. * Staff costs and bands. * Tangible fixed assets and how the capital work in progress is accounted for. * Analysis of debts being three principle debts inherited from Tresham.   **The Board approved the Financial Statements.**  The report was noted | |  |
| **C/53/19** | **College Information Report**  The Director of Finance highlighted;  - The current position and projected surplus for 2019-2020. It is anticipated that all funding contracts will be met although the apprenticeships 16-18 position is being closely monitored.  - Bids, European Social Funding and support available including for the development of IT in Northamptonshire and a SEMLEP bid supporting artificial intelligence in maths.  - Potential further funding through T levels but with a requirement for match funding.  The Board discussed;   * Timing of student withdrawals and the impact on ESFA funding. It was noted that numbers generally settle after the first 6 weeks but that some withdrawals occur during the year. The ESFA monitor the position at the end of January. * Operation of the progression guarantee and whether there is scope for additional research on the impact. It was explained that the progression guarantee does not guarantee a place on a particular course and is managed primarily through the curriculum planning process. * Update on the cash position; noted to be positive provided there are no unforeseen circumstances. Standby facilities have been agreed with the Bank to provide additional security to ensure banking covenants can be met in any circumstances. * Confidence in the student data. Assurance was given that there is confidence that numbers will be met and that the income position is also being monitored.   **The report was noted** | |  |
| **C/54/19** | **BCS Limited**  The paper was presented by the Principal which was noted by the Board to reflect the low risk appetite of the Corporation and the focus on enhancing the student experience agreed at the last meeting.  The Principal confirmed he had had a meeting with one of the non-executive directors of BCS to discuss the operation.  It was summarised that further discussions on commercialisation will be picked up broadly in the strategic planning process.  ***It was agreed that the paper will be forwarded to the BCS Board.***  **The report was noted** | |  |
| **C/54/19** | **Risk register**  It was noted that the register had been updated for the QSA and Audit Committee meetings. It was noted that where the residual target for any risk is not currently being met directors have been asked to review the scoring and note where work is still required.  ***Amendments suggested by the Audit and QSA Committees to be followed up include;***   * ***Cyber security to be added as a risk.*** * ***Apprenticeship risks to be considered for input as a single unit.*** * ***E & D issues noted in QSA to be added.***   ***It was also agreed that the document explaining the operation of the risk register will be circulated to the whole Board (RN)***  The Board discussed;   * The ability to mitigate or eliminate risks with reference to the Risk policy. * The articulation of accepted risks and the relationship with externally imposed risks. * The involvement of the Board in determining the acceptable residual risk level.   It was agreed that risks will continue to be monitored by relevant committees.  **The report was noted** | |  |
| **C/55/19** | **Safeguarding and Health and Safety updates.**  **The report of the Vice Principal responsible for both areas was noted.**  The Corporation discussed;   * The increased awareness of mental health issues. * The benefits of collaboration between institutions in managing safeguarding incidents. * Student survey results and reports of feeling safer. * Perceived impact of changes to site access for safeguarding purposes on library use. The position is being reviewed to determine use. * Health and Safety corporate targets and how progress is measured. * Breakdown of data, confirmation of Riddor reports and need for dashboard level information on numbers of incidents.   **The report was noted** | |  |
| **C/56/19** | **Governance update**  The Chair summarised the actions required from the report of the Director of Governance and Clerk to the Corporation.  The annual reports were highlighted.  **The Board noted;**  **The QSA Committee annual report**  **The Resources Committee annual report**  **The Remuneration Committee annual report**  The Audit Committee annual report was presented. The Chair of the Audit Committee confirmed that the report meets the requirements of the Post 16 Audit Code of Practice. The annual report also addresses the issues dealt with in the Committee, sets out internal audit report findings and reviews risk management arrangements.  The performance of the Internal Auditors and attendance at the meetings was noted. Their contribution to Committee meetings has been felt to be beneficial.  The Committee evaluation was referenced.  The annual report of the Internal Auditors was included and summarised the recommendations made and the progress; assurance was given that the position on learner records and funding has now been resolved.  The Board further discussed;   * The balance between advisory and compliance audits. * The 2019-2020 internal audit plan which had been agreed by the Audit Committee. ***A copy will be circulated to the Board.*** * Assurance on progress in respect of the recommendations from the apprenticeship audit. A further review will be carried out by the Director of Apprenticeships.   **The annual report of the Audit Committee meeting was noted.**  The Financial Statements Auditor’s Management Letter was presented.  The Executive Director of Finance outlined the 3 matters raised and highlighted; training provided quickly for new starters on procurement matters and plans for online training; comments around purchase requisition authorisation and tightening of processes around student deposits and travel arrangements. The auditors have agreed the accounting treatment in respect of historic deposit payments.  **The Board noted the Financial Statements Auditor’s Management letter and authorised the Chair to sign the same.**  The Executive Director of Finance explained the regulatory self-assessment.  The Audit Committee had reviewed the two minor incidents referenced in their summer meeting and confirmed assurance around the management action taken.  **The Board noted the Regulatory Self-Assessment.**  **The Board noted the comments of the Search & Governance Committee in respect of the Remuneration Code for Senior Staff and confirmed their approval for the adoption of the AoC Code.**  **The proposed amendments to the terms of reference in respect of the Search & Governance Committee and Remuneration Committee were approved**  **The Board formally noted resignation of Casandra Daubney and recorded thanks for her contribution to the Group.**  Membership of the Search & Governance Committee was discussed. A nomination for a further non-committee chair member was sought. It was considered that a governor with community and / or employer engagement experience would be beneficial. Vinod Tailor agreed to join the committee with Sharon De Leonardis and Mark Lawson also agreeing to contribute on community and employer engagement discussions.  An update was given on recruitment. It was explained that it had previously been agreed that the Audit Committee terms of reference would be changed to enable the co option of members.  **The Board confirmed approval for the appointment of Andy Ellis as a co opted member of the Audit Committee.**  **The Board approved the appointment of Joseph Cox as a non-executive director of BCPS Limited.**  The regulatory requirements in terms of OfS reportable events were discussed. It was agreed that Corporation involvement in individual decisions could be managed through discussions between the Director of Governance & Clerk to the Corporation, the Chair and the relevant Committee Chair. It was also agreed that the Director of HE and VP responsible for HE would be able to contact the Chair directly where circumstances require it**.**  **The governance update report was noted.** | |  |
| **C/57/19** | **Development days**  The next board development day will take place on 2 March 2020.  The Chair highlighted items for inclusion on the agenda including; T level introduction and scoping high level questions for the strategic plan as well as a post general election briefing.  The College of the future report will be discussed if it is available and if not the interim report is noted to contain some high-level questions as a framework for discussions.  Further thoughts for the September development day included; a briefing with the Executive, high level developments in IT, AI and Robotics. It was agreed that high level speakers will be sought.  **The report was noted** | |  |
| **C/58/19** | **Minutes**  The minutes of the meeting held on 7 November 2019 were agreed as an accurate record of the meeting. | |  |