The Bedford College Group

**Minutes of the Corporation Board meeting held on
Monday 4ᵗʰ December 2023 at
Bedford College, Cauldwell Street Tower Boardroom
4:00 pm – 7:00 pm**

Present:	Cathy Barr	Ian Pryce (CEO)
	Dennis Buckley	Raj Randhawa
	John Butcher	Allan Schofield (Chair)
	Luke Ferebee	Alasdair Simmons
	Yasmin Jones	Sheila Selwood
	Faheem Mir	Luisa Vecchio
	Noor Nazir	Cliff Wragg

In attendance:	John Guiney (Group Director of Quality)
	Patricia Jones (Deputy CEO Finance)
	Yiannis Koursis (CEO Designate)
	Rob Lawson (External Board Reviewer) (Observing)
	Rachel Nicol (Group Director of Governance)
	Natasha Stringer (Senior Governance Coordinator) (minutes)
	Stephen Walker (Deputy Director Finance Controls)

C/50/23   Apologies and declarations of interest

<u>Apologies</u>
Apologies were received from Richard Dimbleby, Angelique Wright, Joe Gallacher and Scarlet Ennis.

The Board acknowledged that this meeting would be Ian Pryce's last as CEO of the Bedford College Group before his retirement in January 2024.

<u>Declarations of Interest</u>
There were no declarations of interest relevant to the matters on the agenda.

C/51/23   Matters arising; not covered elsewhere on the agenda

There were no matters arising not covered elsewhere on the agenda; however, the Chair introduced and welcomed the new External Governors, John Butcher and Tom Dove-Wallington, Staff Governor Noor Nazir, and Student Governor Yasmin Jones to their first Board meeting. Additionally, the Chair extended a warm welcome to Rob Lawson, the External Board Reviewer.

C/52/23   Dashboard and progress against strategic aims

The CEO summarised the report for the Board, highlighting the following key points:

- Despite significant risks associated with two major capital projects and a mid-year merger, 2022-2023 finished strongly
- The financial out-turn was exceptional, with record levels of capital investment.
- The internal and external audit annual reports were good
- There has been an improvement in student achievement and attendance in the first term, compared to 2022-23
- The College remains the only one in the sector with three national leaders in further education
- TBCG was used in a study by Commissioners and Ofsted on culture, which was presented at the Commissioner roadshow. Comments received highlighted the good work TBCG did on the Values
- Recruitment looks good for 16-18 year olds, but Higher Education (HE) is down, which mirrors the sector position nationally
- The Office from Students also paid a visit

Strategic opportunities update
- The Bedford model for educational sustainability is being implemented in Central Bedfordshire College (CBC), which will help increase Apprenticeship and HE numbers
- Corby Sixth form, Wellingborough, Leighton Buzzard, and NC4M present growth opportunities
- Leadership is focusing on research, word skills, and sustainability, and it was presented nationally at the AoC conference
- There is a lack of capacity for pupils in year 10 in Bedford, and the Borough Council is keen to explore options with TBCG.

The CEO updated the Board that the Bedford College Academic Trust ("BCAT") has agreed to merge with another Trust, Knowledge Schools Trust, based in London. This allows for the College to now focus on school relations.

Discussions/ Questions

The Board enquired about the rationale for leaving the Collab group, and the CEO shared that it was very expensive and that the feedback received indicated that it was not as influential as it was once.

The Board discussed the allocation of funds awarded through the collaborative bid aimed at supporting the implementation of the new local skills improvement plans (LSIP). The Deputy CEO Finance clarified that TBCG will receive the highest portion of the funds as they are leading the project on Green skills.

The Board raised questions and discussed the response rate for survey results and enquired about how the data is used. The CEO shared that the data was used in a variety of ways, such as setting up a well-being working group, completing work on

values, and always approaching surveys with the thought process of how results reflect existing leadership thinking and impact development.

The Board noted the report.

C/53/23   Strategic opportunities update

Agenda item taken in agenda item 3, minuted above

C/54/23   Resources Committee rag rated report

The Chair introduced the agenda item and briefly explained how the RAG rating works to the newer members. The Chair of the Resources Committee presented the Resources RAG rated report for the Board, which included:

- An overview of the discussions held on the College Information Report (CIR) and the data's timeliness in September
- The trial of a new reporting structure that looks at data broken down by college level and at a more geographical level to drive ownership of the Principals to manage and achieve their budgets and forecasts
- The treatment of income not attributed to campuses, and how this is reconciled to include central areas, for example apprenticeships
- The Chair of the Resources Committee and the Deputy CEO Finance will work to agree the level of detail in future reports to ensure consistency and drive accountability

Discussion/Questions

The Board enquired about Bedford College's strategic direction regarding Higher Education (HE) and received assurances that the HE strategy would form part of the mid-year strategic review in the spring term. The Group Director of Governance shared that the review of the HE strategy had been postponed, and next term, the Board should hear some early planning at the February strategy day.

The Chair of Resources provided a brief summary of the work and review done on the Staff framework, including the job family matrix, and the Board discussed retention and staff benefits as tools for improved recruitment and retention.

The Board approved, on the recommendation of the Resources Committee, the Staff Framework, document in 5a and 5ai.

The Board approved the Anti-Slavery and Human Trafficking Statement on the recommendation of the Resources Committee and authorised the Corporation's chair to sign on behalf of the Board.

C/55/23　College information Report (October)

The Deputy CEO Finance provided and summarised the report for the Board, which included:
- 16-18 settlement has been increased, which will support the staff pay rises, inflationary increases and curriculum resources
- Apprenticeship numbers lower than the previous year
- Reduction in fee income associated with lower Higher Education (HE) and FE Loans due to lower recruitment rates
- Inserted a graphic cash flow
- Two further 16-18 subcontractor arrangements proposed for approval from the Board.

Discussion/Questions

The Chair of the Resources Committee thanked the Deputy CEO Finance for adding the cash flow graph.

The Board requested clarification on the student recruitment figures. The Deputy CEO Finance explained that the annex data shows extracts from top and bottom data recruiting curriculum areas.

The Board discussed the crystallisation of underspending on staffing, the effect of recruitment and the agency costs on the forecasted budget and the predicted deficit.

The Board discussed HE recruiting plans, including short courses and boot camps, and emphasised the importance of internal progression.

The Board discussed the national challenges faced with apprenticeships, the potential of streamlining the offering of apprenticeships, and the need to meet the needs of employers and communities.

The Board noted the progress of the financial plan.

The Board discussed and approved the two additional 16-18 subcontractor arrangements proposed, Arts 1 and SSG.

C/56/23　TBCG Financial Statements 2022-2023 and related documents

The Chair of the Corporation introduced the agenda item and explained to newer members that The Bedford College Group (TBCG) is required to prepare the financial statements on an annual basis. The accounts are audited by the board-appointed Financial Statement Auditors, MHA Macintyre Hudson, and the Audit Committee reviews the related documents.

The Deputy Director of Finance-Control summarised the paper. Key highlights from the report included:

- The Indicative financial health grade for the College is outstanding (subject to completion of audit work)
- 2022-23 included a few one-off financial transactions requiring work to ensure appropriate treatment including,
  - Mid-Year acquisition of Central Bedfordshire College
  - Part-disposal of historical components of the Tower Block in Bedford
- Management letter prepared by MHA Macintyre Hudson had no issues raised concerning TBCG financial year 2022-23

Discussion/Questions

The Board formally noted their thanks to the Finance team for the clean management letter, especially during a complex year.

The Board approved the Financial Statements and authorised the Chair and the CEO to sign the Board's behalf.

The Board asked how carbon data is collected, and *the Audit Committee will review sustainability reporting.*
The Board approved and authorised the Chair to sign the Bedford College Consolidated Accounts on their behalf.

The Board discussed the Statement of Corporate Governance and Internal Controls within the document and approved the statement recommended by the Audit Committee

The Board approved the statement of Regularity, Propriety and Compliance

The Board sought clarification regarding the paragraph within the Statement regarding the maintenance and integrity of the college website and the publication of the accounts. After clarification, **the Board approved the responsibilities of the Corporation members.**

The Board approved and authorised the Chair and the CEO to sign The Letter of Representation, on their behalf.

The Board noted the ESFA acknowledgement of the College Financial Forecasting Return (CFFR) and the College Financial health status.

Board approved 20.03.24

C/57/23   Pay award

The CEO provided a brief verbal update on the Pay Award, which included an update on the 6.5% pay award and the rise in starting salary for both professional services and teaching staff. Positive feedback has been received from staff

The Board noted the update.

C/58/23   Curriculum & Quality Committee rag rated report

The Chair introduced the item, and Cathy Barr, member of the Curriculum and Quality Committee, summarised the RAG-rated report for the Board, in the absence of the Committee Chair, which included:

- Key changes in the post-16 qualification landscape, including the defunding of some qualifications and the impact on curriculum planning
- Feedback on the Self-Assessment Report (SAR) discussions held during the meeting, including the challenge provided by the Committee on some wording and the delivery of assessment. There were no surprises from the SAR
- ***Future SARs will include a two-page summary to provide Governors with high-level insight and a summary had been requested for the Corporation meeting***
- HE SED and QIP were not available at the Committee meeting, it will come to the March meeting

The Board noted the report.

C/59/23   Quality of Education and safeguarding updates

The Group Director of Quality presented a paper summarising the progress of the Local Curriculum and Quality groups. The report highlighted the challenges faced by TBCG, with consistency being the biggest hurdle. Additionally, the report provided updates on student voice and apprenticeships.

Safeguarding
The link Governor for Safeguarding provided verbal feedback from the recent safeguarding meeting, which included IT filtering and monitoring procedures and processes. The lack of consistency of practice on the requirement of staff members to read key documents was noted as an issue that needs to be addressed. Key HR reporting was explained.

Discussion/Questions
A Board member enquired about the provision of internal counselling, and the CEO shared information on the trial of an app being developed by UCL. The app is being trialled at the sixth form, to support students and provide them with tools for coping

with anxiety.

The Board sought and received assurances on the support being put in place in TBCG to support students on the effect of current world affairs on students well-being.

The Board questioned referrals made, the increase in referrals and enquired about the comparison between student and staff referrals. ***The Group Director of Quality will find and share the information.***

The Committee enquired about mandatory training for Governors on keeping children safe. ***The Group Director of Governance will check what is currently covered and consider providing bespoke training if applicable***.

The Board noted the report.

C/60/23 TBCG Self-Assessment Report and Quality Improvement Plan

The Chair introduced the papers, and the Group Director of Quality shared with the Board the rationale for providing a summary paper for the Board based on the recommendation of the Curriculum and Quality Committee being not to replace the SAR but to provide a high-level overview, which included:
- Grades have mainly stayed aligned. Adult provision dropped from a grade 2 for quality of education, largely attributed to low achievement rates
- The overall achievement rate was up by 1.5% on the previous year.
- Retention rates require improvement and remain a focus
- Positive destinations for students

Discussion/Questions
The Board discussed the continuing concerns on student attendance, and the strong link between attendance and achievement, making this a continuing area for improvement.

The Board asked for an update on Bedford Sixth Form retention, which included discussions on culture and the steps taken to strengthen the management team.

The Board discussed English and Maths (noted as an area that continues to require improvement both on attendance and achievement), the movement from Functional Skills to GCSE being trialled, the importance of sharing best practices, and the use of Artificial Intelligence (AI) opportunities.

The CEO reflected on the need to generate improvement through the quality improvement plan and the opportunity to add action planning to future SARs.

The Board approved the SAR.

C/61/23   Audit Committee Rag rated report

The Chair of the Audit Committee summarised the RAG-rated report for the Board, which included:
- Internal audit annual report from ICCA providing reasonable assurances for governance, risk management and systems of internal controls
- Assurances on digital developments provided by the Executive Director of Digital Transformation
- Data Protection update

Discussion/Questions
The Board discussed Artificial Intelligence (AI) and how to identify opportunities without opening too much to risk. The Group Director of Governance highlighted information circulated to governors on an upcoming online AI session for Governors.

The Board approved and authorised the Chair to sign the Regularity Self-Assessment Questionnaire 2022 -2023 on behalf of the Board on the recommendation of the Audit Committee.

The Chair of the Audit Committee summarised the Internal Audit Review for the Board and the Audit Committee's annual report, which provided a summary of the Audit Committee's work during the year. **The Board noted the reports.**

C/62/23   Risk and opportunities register

The Chair introduced the agenda item, and the Deputy CEO Finance summarised the risk and opportunities register for the Board, which included:
- Artificial Intelligence, which has been added to both registers.
- Market Leadership
- Looking at Leighton Buzzard for engineering opportunities
- Engagement across the sector within management roles
- Strong relationships with local Councils

Discussion/Questions
The Board enquired as to the need for succession planning within the Executive team and discussed contingency planning.

The Board discussed risks and explored the relationship between inherent list and mitigation action being embedded to reduce residual risk. The need to re-evaluate annually and challenge long-term risks with no change was raised. A detailed discussion was held on the risk appetite versus the risk tolerance.

The Board noted the Risk and Opportunities Register.

C/63/23   Update on Health and Safety

The Group Director of Quality briefly summarised the report for the Board which included:
- The lockdown procedure being demonstrated to management and key staff for feedback and planned for implementation from January to April 2024
- Work to ensure the full integration of CBC into existing TBCG Health and Safety management systems has been slower than anticipated
- The appointment of a new health and safety coordinator to support the work.

Discussion/Questions
The Board enquired about the monitoring or reporting of incidents, Diseases and Dangerous Occurrences Regulations (RIDDORS), and received assurances on the position on the Reinforced autoclaved aerated concrete (RAC) paper recently went to the Resources Committee.

The Board enquired as to the rationale behind the use of airhorns in the proposed lockdown procedure and sought assurances on the details around the lockdown procedure.

The Board noted the report.

C/64/23   Equality & Diversity annual report

The Group Director of Quality summarised the report for the Board, and Cathy Barr, the link Governor for EDI provided further insight which included:
- an update on building a culture in EDI through staff forums and Curriculum standards.
- Success in achieving the Equality Trailblazer award from Bedford Chamber of Commerce

Discussion/Questions
The Board congratulated the team on the various awards the College had won over the last couple of years.

The Board noted the report.

C/65/23   Governance Committee Rag rated report

Board approved 20.03.24

The Chair of the Governance Committee summarised the RAG-rated report for the Board, which included:

- Governance recruitment update, including the continuing gender gap, which remains an area to improve
- Governor attendance data for 2022-2023 showed a drop against the previous years, noting that there had been an exceptional governor workload due to the Merger and CEO recruitment.
- Recommendation to support the use of the AoC Code of Good Governance
- The Incoming Chair of the Corporation is to be included in the discussions with the incoming CEO to aid seamless succession in the summer

On the recommendation of the Governance Committee, the Board approved the continued use of the AoC Code of Good Governance (current version 2023)

C/66/23   Governance and Remuneration committee updates and approvals

The Chair and the Group Director of Governance guided the Board through the paper, which included updates on governance matters to ensure appropriate approvals are sought from the Board and that information transparency is maintained across the structure.

Appointments
The Board approved the appointments of Murray Steele and Yiannis Koursis as non-executive directors of Bedford College Professional Services Limited (BCPS).

The Board approved the appointment of Laura-Jane Rawlings and Rachel Mallows as independent members of the Northamptonshire Curriculum and Quality Group.

The Board approved the appointment of Jasmin Masih as an independent member of the Bedford Curriculum and Quality Group.

The Board noted that Vinod Tailor is an independent Central Bedfordshire Curriculum and Quality Group member, previously approved by the Corporation.

Retirements and Resignations
The Board noted Ian Pryce's resignation as a non-executive director of BCPS.
Ian was a founding non-executive director of the company, overseeing its development and becoming a strong contributor to the strategy and financial health of TBCG.

The Board formally noted their thanks to Ian Pryce for his significant contribution to The Bedford College Group.

<u>Written Resolutions</u>
The Board noted the following written resolutions made since the last report in March 2023:

- **Approval of the Internal Audit Strategy for 2023-2024 (19.07.2023)**
- **Approval of the Standing orders and terms of reference (11.09.2023)**
- **Approval for the appointment of Tome Dove Wallington as an external governor (26.09.2023)**
- **Approval for the appointment of John Butcher as an external Governor (01.11.2023)**

<u>Sealed Contracts</u>
The Board noted the extract from the sealed contact register setting out the contracts executed since the last report.

<u>Governance Committee</u>
The Board noted the results of the internal board self-assessment, which the Governance Committee reviewed in November.

The Group Director of Governance summarised the scoping document for the External Board Review, and **the Board approved the scope**.

<u>Remuneration Committee</u>
On the recommendation of the Remuneration Committee, the Board approved:

- **The Senior Post Holder appointment process**
- **The Remuneration Policy**

<u>Confidential items</u>
The Group Director of Quality, the Deputy Director Finance Control, the Staff governor and the student governor left the room.
The Group Director of Governance summarised the item, with the CEO adding further insight into the process of the work done on the job family matrix and the recommendations on pay awards, which followed the Senior Post Holder (SPH) report.

The External Governors:

- **Noted the Remuneration Committee annual report.**
- **Approved the objectives of the Group Director of Governance.**
- **Approved the recommendations on pay awards for SPH**

C/67/23	Minutes of previous meeting

Minutes of the meeting on the 6ᵗʰ July 2023 were agreed as an accurate record of the previous meeting.

The meeting ended at 18.54