



## CORPORATION MEETING

### Minutes of the Meeting held on Tuesday 11 July 2023 at 17:30 B106, Bromsgrove Campus

#### Present

##### Governors:

Neill Bucktin	Chair
David Ash	Vice Chair
Helen Butler	(Attended Virtually)
Lockie Carbery	
Gaynor Cheshire	
Vicki Davies	
Michelle Dowse	Principal
Chris Hallam	
Tony King	
Sarah Owen	
Harrison Ricketts	
Vivienne Stockill	

##### In Attendance:

Lesley Baker	Assistant Principal, Curriculum & Employer Engagement
Claire Beaman	Assistant Principal, Curriculum & Quality
Julia Breakwell	Vice Principal, Student Experience & Stakeholder Engagement
Cherie Clements	Vice Principal, Finance and Corporate Operations
Donna Gibson	Deputy Clerk (Governance) and Principal and SLT Support
Tony Green	Assistant Principal, Funding, data & External Contracts
Kay Kavanagh	Clerk to the Corporation
Peter Robinson	Vice Principal, Curriculum & Standards
Nicki Williams	Deputy CEO & Vice Principal, Corporate & Resources

Agenda Item	Minutes	Action
<b>61.2</b>	<b>Welcome and Apologies</b> The Chair welcomed governors to the meeting. Apologies were received from Jane Britton, Evan Whakahau, Steph Simcox, Gary Woodman, Denis Miles, and Claire Heywood.	
<b>62.2</b>	<b>Declarations of Interest</b> Members were asked to declare any Interests, financial or otherwise, which they may have in any Agenda Item, there were no declarations.	
<b>62.3</b>	<b>Appointments</b> In accordance with recommendations of the Governance and Search Committee, governors <b>approved</b> : <ul style="list-style-type: none"><li>The appointment of Adam Hall to a first 4-year Term of Office as a Corporation Member from 1 August 2023 to 31 July 2027.</li></ul>	

Agenda Item	Minutes	Action
	<ul style="list-style-type: none"> <li>The appointment of Denis Miles to a further 1-year Term of Office, in accordance with the Standing Orders, as a Corporation Member from 1 August 2023 to 31 July 2024.</li> </ul> <p>In accordance with election procedures, governors ratified:</p> <ul style="list-style-type: none"> <li>The appointment of James Hancher and Poppy Chambers to a 1-year Term of Office as Student Governors from 1 August 2023 to 31 July 2024.</li> <li>The appointment of Julie Hurlston to a 4-year Term of Office as Staff Governor from 1 August 2023 to 31 July 2027.</li> </ul> <p>In accordance with procedures for electing a Chair and Vice-Chair, approved:</p> <ul style="list-style-type: none"> <li>Chris Hallam as the Corporation Vice-Chair for 2023/24, for a 1-year Term of Office, proposed by Denis Miles and seconded by Steph Simcox</li> </ul>	
<b>62.4</b>	<p><b>Minutes of the Last Meeting – 16 May 2023</b></p> <p>KK confirmed an addendum to the minutes. The Capital funds from the ONS reclassification are to be spent by March 2025, not March 2024.</p> <p>Governors approve the minutes as true and accurate record of the meeting.</p>	
<b>62.5</b>	<p><b>Matters Arising</b></p> <p>Governors monitored the matters Arising, nothing that there was one open action, which will be covered by this agenda.</p>	
<b>62.6</b>	<p><b>Determination of any Other Urgent Business</b></p> <p>No other business was declared.</p>	
<b>62.7</b>	<p><b>PRINCIPAL’S REPORT</b></p> <p>a) <u>Principal’s update for governors</u></p> <p>The Principal highlighted the opportunities for growth, confirming that the main priority was to increase 16-18 student numbers. The Principal has engaged with an external consultant who will enable the College to identify our Market Share.</p> <p>The new Principal has now been in post 50 days and included the 3 areas of priority in the report.</p> <p>The Principal confirmed that emphasis will be given to addressing the areas where targets are not being achieved, with a focus on apprenticeships. The Principal has attended a meeting with the lead Ofsted Inspector in the region. <b>Action:</b> KK to add Apprenticeships to the agenda for the September 2023 Workshop.</p> <p>The Principal has engaged with Worcester Bosch, to Increase employer engagement to develop strategic partners.</p> <p>Culture and Organisational Development is a focus moving forward. <b>Action:</b> KK to add ‘Values and Culture’ to the Workshop Agenda in September 2023.</p> <p>In addition to the updates in the report, the Principal advised that the Hydrogen Event had been successful in collaboration with Worcester Bosch. And a Blended Learning Consortium Conference had taken place, with a focus on AI.</p>	<p><b>KK</b></p> <p><b>KK</b></p>

**Agenda  
Item**      **Minutes**

Action

**Action:** The Principal requested that Governors provide their feedback on the structure of the papers and their thoughts on KPI's for 2023/24, to the Principal, within the next month.

**All**

Governors asked the following questions:

- The AoC have included T-Levels in their manifesto. What is the level of concern or the College? The Principal explained that the concern is high. Principals from across the UK have signed a letter to the government, stating their concerns at the de-funding of the Level 3 qualifications and the structure of T-Levels. The principal added that the Senior Team have begun to map curriculum areas to highlight areas of risk and look at alternatives for areas being de-funded.
- What changes will be made to marketing? The Principal explained that following research into why students that applied, then didn't join, it was established that it was the perception of greater career opportunities by studying elsewhere. Due to this, the Head of Marketing is now developing Career Maps, showing the potential career opportunities from each course.
- Regarding staff absence, how much is staff absence costing the College, and how many teaching hours are being lost? The Vice Principal, Finance and Corporate Operations explained that £250,000 is spent on agency costs, however pay costs are significantly down. Curriculum areas do struggle with the pressure. Reducing absence would have a positive benefit. The Deputy CEO and Vice Principal, Corporate and Resources added that benchmarking is utilised (The College will be benchmarking against South Staffordshire College), and the Annual HR report contains the cost of the absence and the cost of the cover.

Governors thanked the Principal for the Principal's report, confirming that the Reading Room was welcomed.

b) Curriculum and Quality KPIs 2022/23

The Assistant Principal, Curriculum and Quality provided an overview of the paper.

Governors **asked** the following questions:

- As there has been no improvement since April for attendance and retention, what actions have been taken to try to improve the data? The Assistant Principal, Curriculum and Quality explained that it is usual to see attendance dropping off around assessment periods.
- The governor **challenged further** asking if April was too late to make an impact and should measures have been put in place earlier? The Assistant Principal, Curriculum and Quality confirmed that the College has not met its target, however, nationally, our attendance is positive. The Principal requested that the T and L Committee monitor this in more detail for 2023/24.
- If the retention KPIs are all either red or amber individually, how is the overall retention rate green? The Vice Principal, Curriculum and Standards explained that the retention rate combined is at 92% which meets the target.

c) Financial KPIs

The Vice Principal, Finance and Corporate Operations provided an overview of the paper, confirming that the deficit position is £369k, which is improved over the April position. Restructuring costs, following the completion of the consultation period, have been updated. Financial Health is "Good" and bank covenants are met.

The following **questions** were asked by governors:

- Do the Skills Development Funds have any cash benefit? The Vice Principal, Finance and Corporate Operations explained that there is a positive impact on the bottom line. Funds have been used for the Blended Learning Consortium.
- Why is there a £5m difference in the cash position? The Vice Principal, Finance and Corporate Operations explained that this is due to significant capital grants, the financial position is good, however, the Capex pots will reduce the cash position.
- Could we pay the bank covenants in full if it looks likely that they may be in breach? The Vice Principal, Finance and Corporate Operations confirmed that the bank covenants could be paid in full. The Vice Principal, Finance and Corporate Operations has met with Santander to discuss possible options – the Vice Principal, Finance and Corporate Operations has no concerns.
- Regarding the FEC benchmarks and the debt service cover, how much of a concern is it? The Vice Principal, Finance and Corporate Operations explained that the FEC benchmarks are aspirational. The trigger is the bank covenant at 1.5, the College is at 1.51, so it's close, but there are no concerns.

**62.8 College Strategic Plan**

Governors receive the College Strategic plan. There were no questions.

**62.9 Subcontractors Performance Report**

Governors received the Partner Performance / Quality Outcomes for 2022/2023, noting the substantial increases in overall funding.

Governors **asked** the following questions:

- Why have some partners become inactive? The Assistant Principal, Funding, data and External Contracts explained that this is due to within apprenticeships, applying for direct contracts. One of the training providers relocated to a Welsh college. Covid has also impacted on partners. In AEB, they generally they become inactive, by a council decision, which is out of our control.
- For the two partners that have become inactive, with the knock-on impact in our ability to attract apprentices, what are we doing to encourage the students to return? The Assistant Principal, Funding, Data and External Contracts explained that the ESFA is tightening the limits around apprenticeships, and there is a quota of how much you can subcontract for apprenticeships. The College had a plan to reduce the number of partners and has no plans to increase. The Assistant Principal, Funding, Data and External Contracts added that the College is open to partners in our local area if they offered something new, in line with our strategic vision.

Agenda Item	Minutes	Action
-------------	---------	--------

**62.10 Subcontracting Partners for 2023/2024**

Governors **approved** the Subcontracting Partners for 2023/2024.

**62.11 Partner Management Fees Policy**

The Assistant Principal, Funding, Data and External Contracts explained that this policy replaces the Managing Fees Policy, and includes the reasons why we subcontract, giving assurance that the arrangements are 'fit for purpose'.

Governors **raised** the following questions:

- A standard contract template is used – is this reviewed regularly? The Assistant Principal, Funding, Data and External Contracts confirmed that it is reviewed against the grant agreement of the ESFA and strengthened around contingency plans too. The subcontracting audit will also consider this.
- Why do we undertake the subcontracting that we do. What is our strategy? Why do we select them? The Assistant Principal, Funding, Data & External Contracts confirmed that the partners fit niche markets and provide opportunities that we can't fulfil.
- How do we know that they are doing a good job? The Assistant Principal, Funding, Data and External Contracts explained that many checks are carried out including a partner activity timeline and in-learning checks. ILR data has been expanded, and we receive updates on every learner. This method has also been adopted for apprenticeships too. Audits also take place (replication of an ESFA audit).
- Are there Maximum Contract Values? **Action:** Assistant Principal, Funding, Data and External Contracts to share the Maximum Contract Values of partners when known, with governors.

**TG**

Governors **approved** the Partner Management Fees Policy.

**62.12 Learner Voice Report 2022/2023, including the Student Satisfaction Survey**

The Vice Principal, Student Experience and Stakeholder Engagement presented the report, confirming that there was a high level of participation from learners. KPIs are positive.

Governors made the following **comments**:

- There are many positive items in the report, which should be utilised by the marketing department. **Action:** Principal to ensure Marketing Department use data from the Learner Voice Report 2022-23/Student Satisfaction Survey
- It needs to be expected that learners plans can change, career paths can change, we should be looking at developing them as a person and create an expert in their courses.

**MD**

Governors **raised** the following questions:

- 87% of students say the College has helped them reach the next step. What is the expectation (next step may mean very different things to different learners)? The Vice Principal, Student Experience and Stakeholder Engagement explained that it will vary by learner. The data can be analysed further. Governors challenged further, suggesting that the wording of this

Agenda Item	Minutes	Action
-------------	---------	--------

question to learners could be rephrased to a variable range for “How confident are you that the knowledge from your course, has enabled you to develop enough for your career path”. Learners could also be asked if their end point is matched to their starting point and expectations. **Action:** Vice Principal, Student Experience and Stakeholder Engagement to re-visit the KPI for expectations for students next steps and provide greater data analysis ahead of the T and L Committee.

**JB**

- Is there any scope for student governors and ambassadors to be involved in open days? The Vice Principal, Student Experience and Stakeholder Engagement explained that they already are. **Action:** Vice Principal, Student Experience and Stakeholder Engagement to consider a ‘Learner Voice Stand’ at open events.

**JB**

### 62.13 Staff Survey – Outcomes of the Survey

The Vice Principal, Finance and Corporate Operations provided a brief introduction to the paper, explaining that the target for Wellbeing is 93%, with the results being under target at 85%. An action plan has been developed and will be tracked through the next year. There is a staff group in place to gain further responses with more detail.

Governors asked the following questions:

- As we have positive stories from learners being used to encourage future students to join the College (via marketing), can the same be done for staff, to encourage new employees? There was no response.
- 30% response rate is not sufficient to be meaningful. Do staff feel that the survey is not anonymous? Can an external survey be used? The Principal explained that some employees don’t believe the survey to be anonymous and staff have commented that, in their opinion, no feedback has been provided previously, reducing the impact of the survey. **Action:** Principal to consider options for going externally for the Staff Survey, incorporating a mid-year survey (or pulse-point surveys), benchmarking, feedback to staff and enhancing communications to staff requesting the survey to be completed.
- Are there regular communications to staff regarding the cost-of-living? The Vice Principal, Finance and Corporate Operations explained that motivational and wellbeing e-mails are sent, along with staff having access to HOW4U, seminars, plus a reward gateway package which includes access to helplines.

**MD**

### 62.14 FINANCE & MANAGEMENT

#### a) College Fees Policy 2023/24

The Vice Principal, Finance and Corporate Operations explained that amendments are highlighted, and there are no significant changes.

A governor **asked** what the costs of re-submissions were? The Vice Principal, Curriculum and Standards explained that different awarding bodies have different rules but tutors re-mark at no cost.

Governors **approved** the College Fees Policy 2023/24.

**Agenda  
Item**

**Minutes**

**Action**

b) Revenue Budget 2023/24

The Vice Principal, Finance and Corporate Operations provided an overview of the Revenue Budget for 2023-24, highlighting:

- Deficit position of £1198k.
- The impact of the CEFSS process won't be realised until 2024-25.
- Some courses have been closed with small group sizes.
- Financial health is good at 1.51.

A governor **asked** if the restructuring costs are included in 2023-24? The Vice Principal, Finance and Corporate Operations confirmed that they are all included.

A governor **asked** if assuming the interest rates at current levels was optimistic? The Vice Principal, Finance and Corporate Operations explained that KPMG have suggested a further 0.25%, however, the College has more cash than loans, so if it increases, it's in our favour.

Governors **approved** the Revenue Budget for 2023-24.

c) Capital Budget 2023/24

The Deputy CEO and Vice Principal, Corporate and Resources proposed the Capital Budget for 2023-24, explaining that the amount is lower than would normally be budgeted and includes 2 grants from the DfE. Most of the budget is proposed to be spent on IT, for cyber essentials compliance.

A governor **asked** what organisation provides the Cyber Security for the college? The Deputy CEO and Vice Principal, Corporate and Resources confirmed that the College uses JISC and external testing each year, both on and off site.

Governors **approved** the Capital Budget for 2023-24.

d) 3 Year Financial Plan

The Vice Principal, Finance and Corporate Operations provided an overview of the 3-Year Financial Plan, highlighting:

- It contains key assumptions and comparisons.
- Sensitivity analysis is included with a £250K tolerance.
- Overall deficit for 2024-25 is £1.2million (a worsening position).
- Further 12 months of cashflow is included, which looks positive.

A governor **asked** if the sale of Osprey House was included? The Vice Principal, Finance and Corporate Operations confirmed that it was not included. It will be added at the point of exchange of contracts. The Deputy CEO and Vice Principal, Corporate and Resources advised that it is hoped that this will be by April 2024, and it will impact the operating deficit positively.

Governors **acknowledged** the positive improvement from 12 months prior and felt assured about the finances of the College.

Governors **approved**:

- the 3-year financial plan

Agenda Item	Minutes	Action
	<ul style="list-style-type: none"> <li>the ESFA Financial submission for the period 2022/23 - 2024/2025 through the CFFR</li> </ul> <p>e) <u>DfE Capital Transformation Fund Allocation</u>  The Deputy CEO and Vice Principal, Corporate and Resources explained that there are two additional allocations. The Estates Strategy will form the basis of the submission that the College is required to submit to the DfE outlining how we plan to spend the £3.3m (This will be submitted by 31<sup>st</sup> July). The initial submission is only a plan, there will be 3 opportunities to update the submission throughout the period.</p> <p>Governors <b>approved</b> DfE Capital Transformation Fund Allocation.</p>	
62.15	<p><b>Equality and Diversity</b></p> <p>The Vice Principal, Student Experience and Stakeholder Engagement provided a brief overview of the Objectives and the Equality and Diversity Impact Measures (EDIMs) and Action Plan for 2022/23, explaining that there is positive progress, with actions being carried forward to the next academic year. There will be increased focus on neurodiversity and transgender in 2023-24.</p> <p>A student governor <b>asked</b> what the College are doing to reduce the misinformation about transgender. The Vice Principal, Student Experience and Stakeholder Engagement explained that a toolkit is in place and staff are being supported. Student feedback is positive, and we are an inclusion organisation.</p>	
	<p>It was noted that the College provided guidance to staff on the use of pronouns in email signatures.</p> <p><b>Action:</b> KK to send email signature guidance to all governors.</p>	<b>KK</b>
62.16	<p><b>Audit Committee Minutes</b></p> <p>Governors <b>received</b> the minutes following the Audit Committee meeting on 20 June 2023, noting the Audit Committee’s advice.</p>	
62.17	<p><b>Audit Committee Recommendations</b></p> <p>Governors noted that Bishop Fleming have increased their fees by 8% but acknowledged that the service was still good value.</p> <p>RSM will add Wellbeing to the Health and Safety Audit in 2023-24.</p>	
	<p>The Risk Register shows an increase in risks, plus an additional risk concerning Artificial Intelligence. <b>Action:</b> SLT to devise a policy on AI for Corporation discussion/approval.</p> <p>Governors approved:</p> <ul style="list-style-type: none"> <li>Internal Audit Plan</li> <li>Financial Statements Audit Plan</li> <li>Summer Term Risk Register</li> </ul>	<b>SLT</b>
62.18	<p><b>Strategic Review T and Finish Group (T and FG)</b></p>	



Agenda Item	Minutes	Action
-------------	---------	--------

The Chair explained that the Strategic Review T and FG met last week and received the Action Plan.

The Group recommended the action plan and the appointment of Peter Marsh to conduct an estates review.

On this basis the Group considered that it had completed its work and that oversight of the Action Plan, and an estates review were now matters for the Corporation.

Governors **approved** the CEFSS Action Plan and the appointment of Peter Marsh to carry out the estates review.

Governors **agreed** that the T and FG was no longer required.

## 62.19 GOVERNANCE

Governors **received** the minutes of the Governance and Search Committee meeting held on 13 June 2023

The Chair and Vice-Chair provided highlights of the outcomes of the recent governor 1-2-1's, confirming that a detailed summary will be provided.

Governors **noted** the main points:

- Face-2-face meetings for Corporation meetings.
- Committees to be held remotely.
- Timely circulation of meeting papers and subsequent minutes.
- Deadlines to be added to requests to governors.
- Away day to be re-instated for 2023-24.
- Greater assurance needed for both staff and student voice.
- Revised governor induction process
- Effectiveness guidance for IT for governors

Governors **approved:**

- the Governance Improvement Plan, following the outcome of the External Review of Governance
- the Governance KPIs for 2023/24

Governors **approved:**

- the governor membership of committees for 2023-24.
- the 2023-24 Master Cycle of Business for all committees.
- the Governance Calendar for 2023/24
- the Terms of Reference for all committees – Remuneration, Audit, Governance and Search, Teaching and Learning and Finance and Resources – subject to any further comments submitted by governors
- the Standing Orders for Corporation and its Committees
- Statement of Governance Principles and Scheme of Delegation

**noting** that the above are subject to change throughout 2023-24 given that the new Committee structure will be regularly reviewed.

**Actions:**

Agenda Item	Minutes	Action
	<ol style="list-style-type: none"> <li>1. CH to join the Governance and Search Committee.</li> <li>2. Committee Chairs to confirm the respective Committee Terms of Reference contain all required responsibilities.</li> <li>3. Governance and Search committee terms of reference to confirm that membership comprises of all Committee Chairs hairs and the Vice-Chair.</li> </ol>	<b>TK / GC</b> <b>KK</b>
<b>62.20</b>	<p><b>Any other urgent business</b> The Chair thanked the outgoing governors. The Vice-Chair thanked the outgoing Chair.</p>	
<b>62.21</b>	<p><b>Confidential Items</b> See confidential minutes.</p>	
<b>62.24</b>	<p><b>Date and Time of Next Meeting</b> 12<sup>th</sup> September 2023 (Workshop) 12 December 2023 (Corporation)</p>	

There being no further business the meeting ended at 20:00