

Minutes of the Corporation meeting held on Tuesday 12 July 2022



Meeting commenced: 18:00

Meeting closed: 19:32

| Name | Attendance | Apologies | Time arrived (if different from above) | Time left (if different from above) |
|--|------------|-----------|--|---|
| Business Members (1 Vacancy) | | | | |
| John Egan (Chair) | ✓ | | | |
| Joanne Beaumont | ✓ | | | |
| Nigel Hainsworth | ✓ | | | |
| David Butcher | ✓ | | | |
| Phillip Hunter | | x | | |
| Kerry Robinson | | x | | |
| Catherine O'Connor | ✓ | | | |
| Grace Jeffrey | ✓ | | | |
| Mohammed Hussain | | x | | |
| Steph Tinsley | | x | | |
| Peter Whittle | ✓ | | | |
| Ranjit Arora | | x | | |
| Staff Members | | | | |
| Jonathan Curtis | ✓ | | | |
| Wendy Rowan | ✓ | | | |
| Student Members (1 Vacancy) | | | | |
| Fiza Modak | | x | | |
| Principal | | | | |
| Nav Chohan | ✓ | | | |
| In Attendance | | | | |
| Jeremy Stott - Clerk | ✓ | | | |
| Susanna Butler - Minutes Secretary | ✓ | | | |
| Diana Bird - Vice Principal Curriculum | ✓ | | | |
| Lorraine Swift | ✓ | | | |

12/22 Disclosure of Financial and/or personal interest

18:00

There was no disclosure of financial or personal interest.

13/22 To agree the agenda and order of business as circulated

18:01

The agenda and order of business were agreed.

14/22 To approve the minutes of the meeting held on 5 April 2022

18:02

The minutes were approved as a true record.

15/22 Matters Arising

18:02

There were no matters arising.

16/22 To consider reports and proposals from committees:

18:02

a) Search: To consider any recommendations & proposals arising from the meeting held on 10 May 2022

The Chair of Search asked members to note minute 05/22 iii on the definition of a diverse board membership to show our inclusive approach.

Members approved the Statement on a diverse board membership

The minutes were received.

b) Audit: To consider any recommendations & proposals arising from the meeting held on the 6 July 2022

The Chair of Audit asked members to note the discussions and give approval of:

Minute 16/22 on the need to appoint a Vice Chair at the next meeting

Minute 19/22 on Audit's agreement to authorise signature of the Engagement Letters for signing by the Principal.

Minute 26/22 - recommendation to the Corporation the Changes to the Financial Regulations & Annexes

Members approved the changes to the Financial Regulations & Annexes

Minute 22/27 ii) - recommendation to the Corporation the Whistleblowing Policy and Procedure

Members approved the Whistleblowing Policy & Procedure

The minutes were received.

- c) **Curriculum & Quality:** To consider any recommendations & proposals arising from the meeting held on the 21 June 2022

In the Chair's absence, the Vice Principal Curriculum asked members to note the discussions and give approval of:

Minute 19/22 i) a) on the Equality, Diversity and Inclusion Policy

Members approved the Equality, Diversity and Inclusion Policy

Minute 19/22 i) b) on the Staff Appraisal Policy

Members approved the Staff Appraisal Policy

Minute 19/22 i) c) on the Positive Behaviour Policy & Student Disciplinary Procedures

Members approved the Positive Behaviour Policy and Student Disciplinary Procedures

Members were also asked to note the discussion on the Teaching, Learning and Assessment report and the Theme for the year which has been agreed will be 'Skills', about how we meet the needs of the skills in the district.

The minutes were received.

- d) **Finance & Resources:** To consider any recommendations & proposals arising from the meeting held on the 5 July 2022

The Chair of F&R asked members to note:

Minute 20/22 a) - To recommend to the Corporation the 3-year Financial Forecasts:

Minute 20/22 b) - To consider the 22/23 budget recommendation to the Corporation of Income and expenditure and Capital expenditure

Minute 21/22 - To recommend the approaches set out for Capital Projects

The above to be dealt with under item 10 on the Corporation agenda.

Minute 23/22 - on recommendation to the Corporation the Learner Financial Support Policy

Members approved the Learner Financial Support Policy

The minutes were received.

17/22
18:13

Student Council: To receive a copy of the minutes and report from the meeting held on the 24 May 2022

Members were asked to note the discussions.

The minutes were received.

18/22
18:17

To monitor:

a) the Quality Improvement Plan

The Vice Principal Curriculum (VPC) reported progress on the College plans.

All areas in Section 1 are linked to areas around achievement. The actions are achieved, but we don't yet know all the outcomes. Under Functional Skills Levels 1 & 2, the best case achievement rate for Maths is 96% and for English 91%. There is still a high risk for English and Maths as they are exam based studies.

For Business & Computing accountancy courses, the achievement data is not yet available but the actions have been achieved. Note there is a significant risk to be factored into this data due to the high number of exams involved to achieve a pass. For apprenticeships, the best case is 88% against a national average of 66%.

A few underperforming courses have been flagged up for which we have provided additional support.

On attendance across College, we aimed for high level targets but have not quite reached in a Covid-affected year - we need to keep pushing for those high attendance rates.

b) the Development Plan

This is a longer and more detailed plan which links to each of our targets.

A lot of work has taken place this last year on wellbeing as detailed in the plan. Attention was drawn to 1.3 on inspirational teaching and learning and the positive progress made on OTLA. We regrade staff every year and 100% of staff in scope had an OTLA with 91% making positive progress against 92% last year so just a small drop of 1%. In 20/21 many observations were carried out online, but there has been a shift this year to face to face observations which are more challenging on expectations. Most courses will be back on site next year.

2.3 on increasing our number of substantial Work Placements - not as many did a substantial placement this year so this was partially achieved with 54% of students having completed a placement. Placements have been organised for most students to complete by June with all T Level students on placement. We have made good progress and this will continue to be a focus.

At 2.4 we have an extension to one of our ESOL projects and we are awaiting the outcome of our Lottery fund bid which we expect by the end of July. More work is needed on developing the L3 Technical qualification and we did very well this year

on the free course for jobs programmes.

The Principal reported on the Local Skills Improvement Plan and how the government would like all the major providers to work together with local employer groups. As part of that, the WYCC is to agree a Strategic Development Fund of £2.7m for the West Yorkshire Colleges between now and March.

19/22
18:28

Chair's Report

The Chair highlighted all the recent staffing replacements and the changes to the Senior Management Team with the Principal and Clerk both retiring next month and noted the Clerk's 34 years of service. Both he and the Vice Chair were involved in the interviews for the replacements for the Principal and Vice Principal. Diana Bird will be the new Principal and Greg O'Shea has been chosen to replace her as Vice Principal who starts at the end of August. Members were asked to formally endorse the appointment of the new Vice Principal.

[Members endorsed the appointment of Greg O'Shea as the new Vice Principal](#)

After an interview, Danielle Carter was chosen as the Clerk's replacement and members were asked to formally endorse that appointment.

[Members endorsed the appointment of Danielle Carter as the new Clerk.](#)

The Chair reported that the Vice Chair of Corporation has stepped down and members were asked to contact the Chair if they are interested in taking on this role.

We anticipate an interesting year ahead with a new team, but need to be aware that there is a lot of unrest in the industry with possible strike action on the horizon.

The Chair then formally acknowledged and thanked both the Principal and Clerk for their tireless service over the years and informed members that a presentation had been made to them at the Staff Awards event last week.

20/22
19:35

Principal's Report

i) Principal's Update on College News

The Principal began by announcing that after conducting a piece of research, since 2012, the Clerk has been involved in 197 meetings. Over 3 decades, that equates to more than 600 governors meetings that he has clerked which is a significant achievement.

He highlighted the collection of work taking place around College which shows how rich the student experiences are. It is difficult to single out any one area, but of particular note is an event arranged by the Business Development team which saw over 400 bookings on an employer event. This included other colleges and other providers also attended. There is already interest to attend another similar event in the future.

ii) To receive the Termly Finance Report

The Principal stated that the figures are based on a 2.5% pay increase from Jan '23 (to be ratified once we know next year's recruitment numbers) and that £120k has been allocated for a 21/22 staff bonus of £500.

Figures show a 2.4% surplus rather than the 0% originally forecast, including the proposed bonus. We have had a really good year on the back of a number of successful projects, staff savings and improved apprenticeship numbers. Next year is set to be much more challenging. We have set a deficit budget and the current income savings target is to obtain a 0% EBITDA. The key message is the importance of good 16-18 recruitment in September at which point a decision can be made on whether the 2.5% pay increase is affordable.

The Termly Finance Report was received.

iii) To monitor the Corporation's Key Performance Indicators

The Principal reported on the KPIs which are our key measures on progress towards our Strategic Plan. Retention on major programmes is slightly lower than the previous year. Apprenticeships are positive, though with fewer enrolments towards the end of this year. This year we have invested more in the learner experience. On staffing issues, a member queried if the College adheres to its normal sickness policy when reporting Covid absences. The Principal confirmed that the main change is that staff are required to stay off site for 5 days rather than 10. These absences do not count towards the usual absence triggers and we are continuing with this. Note that some staff with Covid have been able to continue working from home.

iv) To receive an update and report from the Listening Board Project

This is the activity that governors have been involved in. We feel we have a Student Engagement Framework that works well. For those student representatives who have attended the Student Council meetings, they mostly have few issues to report and seem happy overall.

The Staff Engagement Framework is robust, though we could possibly carry out an annual survey, but don't want to fatigue staff with too many surveys.

On the Stakeholder Engagement Framework, we have come up with some areas which could do with further exploration which will be added to the Annual Plan for next year.

The update was received.

v) Ideas that never made it - a 10 year review

The Principal presented a list of 14 ideas he had been asked to look into over the years that didn't go any further for various reasons which may warrant further discussion. He asked members for their thoughts and a discussion followed with comments made as follows.

- It is an interesting report and it would be good to reflect on any ideas we genuinely feel we should consider taking forward.
- It was thought there is some merit in all of the suggestions, but that it would be useful to look at which could be the most game changing ideas and perhaps consider those at the next training session.

The Principal took the example of purchasing a training company should the right opportunity appear and added that it would be good to have enough cash in the bank to take that forward.

- It was requested that the outgoing and incoming Principals draw up a shortlist so that we have a focussed list we can give due attention to.

The Principal added that some new directions can be about just making the most of opportunities as they appear.

ACTION: The Principal and Vice Principal to decide on a shortlist for governors to focus on in October.

21/22

18:58

To consider for approval:

- i) **the 2022/23 budget**
- ii) **the Commentary to the ESFA Return July 2022**
- iii) **the 3 year Financial Forecast Return**

The Principal confirmed that we have the extra cash to be able to pay staff a non consolidated bonus and the 2.5% pay increase assumption from January is based on affordability. A member added that the reason F&R did not recommend following the AoC recommendation is that the non consolidated payment is to be positioned as a thank you payment rather than a cost of living increase and that it was a more equitable position to take in offering all staff the same, as everyone has contributed. The Principal finished by saying there is a lot of work to do to hit the financial targets so we need healthy enrolments in September.

Members approved the 3-year Financial Forecasts: including a non-consolidated payment from September of £500 to staff (pro-rata for PT Staff and those who started mid-year) paid over 4 months.

Members agreed the CFFR submission be delegated to F&R to approve by email before submission at the end of July.

Members approved the 22/23 budget of Income and expenditure and Capital expenditure

iv) an update on the Towns Fund Development

The Principal confirmed there had been some changes since this was last reported. The current position is that the last quote for work was £10.8m which was to include the Social Club. The Club has now pulled out and the build is now for the College and Saltaire Archive. There will be a roof garden which will provide views of the Mill. One member noted an issue about car parking and suggested that the College offers to extend its car park to visitors over weekends.

The new build will benefit both tourists and the College providing a multi-purpose audience. The business case is due to be signed off tomorrow and hopefully be approved on Friday. The Principal then talked through the financing which includes £88k from the Council and that we hope we can get aspects of the build back from VAT.

There will be no hit on cash flow as the money will be paid up front and we have some backup options in place. The aim is that we create at least 5 or 6 extra classrooms.

If planning becomes very difficult, we will go back to the Towns Fund and ask them to build for us on Exhibition car park, though this would mean no visitor centre. If not possible, we could go back to the ESFA. Should that happen, we would need £500k cash to match against the overall grant.

Members approved the approach to the Shipley Towns Fund in particular the extension of the appointment of the professional advisors

Members approved the approach to the FE Capital Transformation Fund (FECTF)

22/22
19:11

To consider the Annual Report on Risk Management & Corporate Governance arrangements

The Principal presented the report on our internal risk management system and confirmed that we feel we have the right approach and systems in place. This is reviewed each year.

The Report was received

23/22
19:12

To receive the Annual Report on Safeguarding

The Vice Principal Curriculum highlighted the front page of the report which shows the key message that students continue to feel safe and able to disclose any concerns to staff which are then acted upon. Training has taken place, as well as on sexual harassment which is an area flagged up by Ofsted so we have done work to set the right tone and culture for staff and students. There has been a lot of activity on wellbeing and we have appropriate policies in place. We have Smooth Wall as our filter for the Internet which has not shown any significant safeguarding or Prevent concerns. Another safeguarding system is our Register of External Speakers where we make checks on speakers and have mandatory training regular reports.

The Annual Safeguarding Report was received

24/22
19:15

Governance Matters

i) To consider the 2021/22 review of the Code of Governance for compliance for reporting in the end of year accounts

The Clerk has been through the full document with SMT and the Search Committee over the last few months. The Search Committee reviewed progress and found previously that we had not completed the document as robustly as we could have done as evidenced by Ron Hill's Governance Review report. We now have a more rigorous approach and the Committee has confirmed compliance for the end of year accounts.

Members endorsed the review of the Code of Governance for compliance for reporting in the end of year accounts

ii) To consider a review the College's Senior Post Holder Remuneration Code

The Clerk reported that this was introduced by the AoC in 2018 and the College adopted the Code in 2019 with a review due in 2022. The AoC said they would review the Code within 3 years but it has not yet been updated. We therefore went to the Remuneration Committee and carried out a review by email and it was agreed to make no change and roll forward to October 2023 by which point the AoC will have hopefully carried out a full review of the Code. It is therefore proposed for this to go to the Dec 23 meeting if there are any changes to report.

Members approved the College's Senior Post Holder Remuneration Code

iii) To consider a timetable of meetings & main agenda items to December 2023

The Clerk confirmed that he has already built in dates for the Search and Remuneration Committees this year before his departure. If further dates are required, these can be arranged by the new Clerk. It has been agreed that Audit will meet online in future unless there is a reason not to, which has been requested by the auditors for ease of attendance.

The timetable of meetings was agreed.

iv) To endorse the provisions of the Corporations Code of Conduct

The Clerk explained that we subscribe to Evershed Sutherland who have a helpline and subscription service and they have produced a detailed Code of Conduct for Corporation Members. This is the 17th Edition with only minor changes. Attention was drawn to the fact that, by accepting appointment on the board, governors agreed to clause 1.5 - to follow the provisions of this code.

Members noted para 1.5 and endorsed the Corporation's Code of Conduct.

v) To consider the Annual Strategic Conversation Letter

The Principal set out this new format of 1:1 discussions that take place between the ESF and each College with its Chair and SMT. As a result, some issues have been found in the sector, particularly around recruitment and retention of staff, mental health problems amongst students and the capital challenges faced by Colleges. These key issues will be reported to government and we will hopefully see future investment in these areas.

25/22
19 23

Any Other Business

i) Non-consolidated payment for Senior Post Holders

The VFPF asked members if confirmation can be given if the non-consolidated payment is to also be made to senior post holders which is a decision for the Remuneration Committee.

ACTION: The Clerk to rearrange an email consultation with Remuneration members and confirm back as soon as possible.

ii) Dates of Corporation Meetings scheduled to December 2022:

As approved at minute 24/22 iii.

iii) To Consider for approval the Health & Safety Policy

Members approved the Health & Safety Policy to be signed by the Principal and Chair

iv) Principals' Farewell

The Principal made his farewell to staff last week at the Staff Awards event, but wanted to take this opportunity to say goodbye to the Board and thank everyone for supporting him in his role over the last 13 years and for giving up their time and keeping the College going.

He also wanted to acknowledge the Chair's milestone birthday, to wish him congratulations and that a gift is on its way to him from the College.

v) Clerk's Farewell

The Clerk also thanked the Board and the 100s of other governors who have volunteered their time during his 34 years at the College. He thanked the Board for their time, support and challenge over the years and for keeping the College a strong independent institution. He is sure it will continue as strongly under new management, but it is now time to hang up his pen and move on.