

**Minutes of the meeting of the Corporation held in H201, City Centre and Virtual  
on Monday 12 December 2022 at 17:00**

**Present**

Andy Salmon (AS)	Chair
Neil Wilson (NW)	Joint Vice Chair
Victoria Downing-Burn	Joint Vice Chair
Erica Draisey (ED)	
Lisa Ford (LF)	
Adam Gould (AG)	
Hrishi Kumar Ganesh (HG)	Student Governor
Ian Stevenson (IS)	
Ian Tavener (IT)	
Jenny Williams (JW)	
Jayne Davis (JD)	Principal and CEO
Bob Rashley (RR)	Staff Governor

**In attendance**

Anne Roberts (AR)	Head of Governance
Paul Fletton (PF)	Director of Finance & MIS (to item 12)
Chris George (CG)	Assistant Principal (to item 12)
Emma Roberts (ER)	Head of Governance designate (to item 12)
Mark Munro	External Auditor – Bishop Fleming (for item 5 only)

**AGENDA ITEM**

**1. WELCOME AND APOLOGIES FOR ABSENCE**

Welcome was given to Hrishi, new Student Governor and it was noted that Bella Student Governor had chosen to step down with effect 25 November 2022. Apologies for absence were noted from Mike Oram. It was also noted that Kate Hobbs, Deputy Principal, and Sally Eaton, Assistant Principal had hoped to attend but were unwell.

**2. DECLARATIONS OF INTEREST**

None declared.

### **3. CONFIDENTIALITY OF ITEMS**

The Board agreed that reports marked confidential on their cover paper were confidential and will be identified as such on an ongoing basis

### **4. MINUTES**

#### **4.1 Minutes of the meeting held on 17 October 2022 and any matters arising**

The open and confidential minutes of the meeting held on 17 October 2022 were APPROVED as an accurate record. There were no matters arising.

#### **4.2 Action Register**

The Head of Governance Designate presented the Action Register.

- People Plan – it was noted that the People Group Meeting had been deferred until January due to availability of members.
- I Start – JD advised that a collaboration agreement was being drafted between parties but there was no clear timing for approvals as yet. Board oversight was assured.
- Disadvantaged Student data - which was provided to ED after the last CQWG was to be circulated to the wider group **ACTION: ED**
- Estates Strategy – JD confirmed work was ongoing. IT would advise on a draft action plan and the Board requested that the sustainability thread raised by Steve Frampton also be incorporated. JD confirmed that this would be the case. **ACTION: JD**
- New Governor Recruitment – AS advised that the strategic direction had been proposed to work to build a pipeline of talent for future succession planning to the Corporation Board, and as such work was underway to identify individuals who might work with the Board in this way in future. AR confirmed that in addition a formal advertisement had been placed and would run until 8 January 2023.

#### **4.3 Written Resolutions**

The Board noted the approval of written resolution 12. Discussion took place in relation to the process for approving bids which needed urgent board approval. It was proposed that a small group should scrutinise proposals on behalf of the Board. A proposal to come forward to the next FEWG meeting on delegation levels.

**ACTION: ER/PF**

### **5. Members Report and Financial Statements**

Mark Munro from Bishop Fleming was welcomed to the Board as External Auditor to the College for this item.

#### **5.1 Going Concern Assessment as December 2022**

Members considered the Going Concern Assessment, together with the income and expenditure accounts, balance sheet and cash flow statement for 2022/23 and 2023/24 and against the financial performance for 2021/22. Mark Munro advised that External Audit was content with the disclosures made, considering these appropriate and had issued an unmodified audit opinion and unmodified regularity opinion. The Chair of the Finance & Estates Working Group (FEWG) reported on the discussions of the Group in November. The Director of Finance & MIS advised that Governors could be confident that the college would remain a going concern for the next 12 months as a minimum as per the requirements of the assessment. The Board noted the positive position and **APPROVED the Going Concern Assessment as set out in the report and associated financial statements.**

### **5.2 Regularity Self Assessment Questionnaire**

Members considered the completed Regularity Self-Assessment Questionnaire which had been reviewed by the Audit Committee previously. The Board APPROVED the completed Questionnaire for signing by the Chair and Accounting Officer and submission to the ESFA.

### **5.3 Audit Committee Annual Report**

The Chair of Audit Committee presented the Audit Committee's Annual Report. It was noted that there had been thorough discussion at the Audit Committee with the External Auditors in relation to the Audit process and that as Chair of the Audit Committee, he could offer assurance to the Board that good challenge had taken place where necessary in relation to points which required some improvement for future years. He thanked the finance team for their work in a challenging year. In response to a question from the Chair in relation to learning from the administrative challenges, he confirmed that the March Audit Committee would dedicate some time to reviewing any lessons learned and any mitigations needed.

The Board APPROVED the Report for submission to the ESFA and also APPROVED the continuation of Bishop Fleming as the External and Regulatory Auditors for 2022/23.

### **5.4 Audit Completion Report and Letter of Representation**

Mark Munro provided an outline of the Audit process, advising that whilst the audit had not run as smoothly as anticipated at the beginning of the process, this had quickly been ameliorated, and the work identified in each of the 'key issues' had been completed to satisfaction. Members considered the KIDD agreeing to NOTE this and, having confirmed they had read and were content with the contents, members APPROVED the letter of representation for signing by the Chair for submission to the External Auditors. **ACTION: AR/PF**

### **5.5 Members Report and Financial Statements 2021/22**

The Board received the final 2021-22 financial statements for signature having been received previously by the FEWG and Audit Committee at their meetings in November. The Board APPROVED the report and financial statements for signing by the Chair and Accounting Officer prior to signing by the External Auditors and submission to the ESFA and the College' Bankers. **ACTION: AR/PF**

**Mark Munro was thanked for the work he and his team had undertaken and for his attendance. He left the meeting 18.30.**

## **6. Strategy**

**6.1 Draft Self Assessment Report including Quality Dashboard** (original item for KH, presented by JD due to illness)

The Principal presented the final version of the Self Assessment Report for the year 2021/22, highlighting key successes and areas for further attention. The Board discussed the strategic threads arising from the presentation and findings, and how best it could work to align the curriculum opportunities with strategic priorities. HG provided insight as a L3 student himself in relation to opportunities for maximising student experience and the importance of inspiring teachers. Governors echoed this. Further debate considered the balance between funding yield and growth areas, alongside employer requirements and community needs. In conclusion it was agreed that the document presented a strong set of data and it was important that Governors worked to identify how best to work to support these, and 'hold to account' via the underpinning performance dashboard. The report was APPROVED subject to minor changes to wording as suggested in the meeting. **ACTION: JD**

### **6.2 Principal's Update, including Partnerships**

The Board received the Principal's report on sector, staffing and student news, bids and submissions. It was noted that this included an update on the implications as they were known at the time, of the reclassification of FE Colleges through the ONS. Members asked about the recent pay award and the Principal reported on the resolution to this. An update was also provided on Ofsted readiness, with it being agreed that a small number of Governors would be identified to support planning. This would be a topic at the Board's January strategy day. **Action: ER/JD/AS**

**Meeting adjourned for 5 minute break.**

## **7. SCRUTINY**

### **7.1 Stakeholders**

#### **7.1.1 Student Governor I Update**

Hrishi Kumar Ganesh provided a verbal update to the Board in relation to his experiences as a L3 international student, and his thoughts on how the College could maximise its opportunities to attract more international students who wish to

study a pathway in the UK which leads to a university course. He identified that his fellow students on the International Foundation Year programme (IFY) identified that the excellence of the tutors at Bath College was a strong influence in encouraging students to study longer, as well as the location and proximity to two universities. He and the Student Engagement Coordinator were organising an international event in February. The Board thanked Hrishi for his insightful update.

### **7.1.2 Stakeholder Engagement Strategy** (original item for KH, presented by JD due to illness)

The Principal presented the Stakeholder Engagement Strategy advising that the approach sought to ensure all stakeholders are represented with a broad variety of opportunities to contribute feedback in college life. The strategy replaces the Learner Involvement Strategy. The Board noted that the framework allows for measuring the quality of services, validity of curriculum in the context of local needs and to assess performance against stakeholder expectations. ED advised that the Curriculum & Quality Working Group (CQWG) had already reviewed the strategy in depth. JW advised that the thread between partnerships and employers and the employer panels had been made, as requested at the People Group, providing additional assurance.

The Chair asked how the Board would receive assurance that the Strategy was delivering its expectations. In response, it was confirmed that the CQWG received data regularly both in and outside of meetings in line with the Quality Calendar, and the Group would report through to Board accordingly.

The Board APPROVED the report subject to minor changes as required.

## **7.2 Annual Safeguarding and Prevent Report**

In the absence of SE, designated safeguarding lead, the Principal and ED (Safeguarding link governor) presented the annual Safeguarding report. JD advised that SE was taking early retirement, and in doing so, the role of designated safeguarding lead was to transfer to Deputy Principal Kate Hobbs. SE was remaining in a consultative role until 31.03.2023.

The report provided in depth information about the types of cases the Welfare team had worked with in 2021/2 and the Board noted that the report had been discussed in depth by the CQWG. Governors discussed the potential triggers for the large increases in numbers of students requiring mental interventions and discussed capacity recognising that ability to respond to all safeguarding requirements would remain essential.

The Safeguarding link Governor reiterated the importance of the strength of the student support function, and it was noted that the data in the report showed that awareness amongst students of both the support function and the Prevent training was indicative of its success in increasing knowledge. Members took the

opportunity to thank SE for her work and to wish her well in her retirement. **ACTION: JD**

### **7.3 Strategic Risk Register**

The Chair of the Audit Committee and Director of Finance & MIS presented a new style Strategic Risk Register and associated strategic risk identification and treatment process for discussion and approval. It was noted that the paper had been discussed at length by Audit Committee. The Chair asked that the risk score be added into the table. **ACTION: PF**

The process was welcomed by the Board, with the suggestion that discussion about risk appetite took place at the Away Day. **ACTION: NW/PF**

The Board APPROVED the risk register.

### **7.4 Strategic Dashboard**

Members considered the November Strategic Dashboard. It was reported that the sickness performance data for was likely to be further from target given the level of high level of sickness at the back end of the month. The Dashboard was noted.

### **7.5 October Management Accounts**

The Director of Finance & MIS presented the Management accounts for the three months to October 2022. It was noted that due to timing these had not been reviewed by FEWG. The Board noted that the financial position for October varied significantly from September since the position was now showing the actual position according to the income the ILR was generating, and direct costs accrued in line with that. However, this remained in line with anticipated year end forecasts. The Board debated some of the variable costs, namely staffing, agency costs, and sought assurance on management of these. IS sought assurance in relation to management of borrowing and covenant; the Director of Finance & MIS confirmed this was being closely monitored especially in view of the ONS reclassification which would preclude any wish to renegotiate loan terms currently. The Board noted the October accounts subject to minor grammatical changes.

## **8. GOVERNANCE**

### **8.1 Remuneration Report**

The Chair of the Senior Staff Performance and Remuneration Committee presented the Remuneration Report to the Board. This set out a summary of the Committee's activity for 2021/22 and would be placed on the college website. The report was noted.

### **8.2 Governance Update**

The Chair provided a verbal report from the Governance and Search Committee highlighting plans for succession planning for Governor Recruitment and the finalising of the Chairs 360 Assessment in which all Governors would be invited to participate. In relation to this, VDB, as joint vice chair would lead on the review with the new Head of Governance **ACTION: ER/VDB.**

AR reported that a second student governor was now needed and discussions would take place the Student Engagement Coordinator. **ACTION: ER**

## **9 ITEMS FOR APPROVAL**

### **9.1 Members Code of Conduct**

AR presented the revised Code of Conduct which had considered changes in regulatory requirements. The Chair of Audit sought clarification as to whether changes would be needed in relation to ONS reclassification, and it was agreed that any such changes would be reported back once known. Governors would then be asked to sign the Code.

The Board APPROVED the updated Code of Conduct subject to minor changes to align with nomenclature for ONS Reclassification. **ACTION: ER**

## **10. ITEMS FOR INFORMATION**

### **10.1 Governance and Search Committee**

The confidential draft notes of the meeting held on 7 November 2022 were received.

### **10.3 Curriculum and Quality Working Group**

The confidential draft notes of the meeting held on 28 November 2022 were received.

### **10.4 Finance & Estates Working Group**

The confidential draft notes of the meetings held on 29 November 2022 were received.

### **10.5 Audit Committee**

The confidential draft notes of the meeting held on 30 November 2022 were received.

## **11. ANY OTHER BUSINESS**

Thanks and warm wishes were given to AR for all her support as Head of Governance and in particular her flexibility in providing an extended handover period.

## **12. CONFIDENTIAL ITEMS (External Members only)**

### **12.1 Confidential Minutes of the Board held on 17 October 2022**

The confidential minutes of the Board held on 17 October 2022 were approved as an accurate record.

### **12.2 Senior Staff Performance & Remuneration committee – 10 October 2022**

Confidential minute

## **13. Next Meeting**

27 January 2023 (Board Strategy Day) at City Centre Campus – room to be confirmed