

Open Minutes of the meeting of the Corporation Held on Monday 16 December 2019 at 17:00

at Bath City Campus, Room H102a

Present

Carole Stott (CS)	Chair
Dan Ball (DB)	Student Governor
Victor da Cunha (VC)	
Erica Draisey (ED)	
Andy Furse (AF)	
Mike Oram (MO)	
Laurel Penrose (LP)	Principal & CEO
Gary Waylen (GW)	
Jenny Williams (JW)	
Julian Young (JY)	

In attendance

Jayne Davis (JD)	Deputy Principal, Curriculum & Quality
Barbara Owen (BO)	Director of HR & OD (for items 6.2.6 – 6.2.8 & 6.2.10)
Margaret Playle (MP)	Director of Finance & Corporate Services
Anne Roberts (AR)	Head of Governance

Attendance: 77%

ITEM	ACTION
1. Welcome and Apologies for Absence	
Apologies were received from Paul Blenkinsopp (PB, Andy Parker (AP) and Neil Wilson (NW).	
2. Declarations of Interest	
ED in relation to item 7.1	
3. Confidentiality of items	
The following papers were agreed as confidential: items 6.2.12 and item 8.3.	
4. Minutes of the last meeting	
The minutes of the meeting held on 25 November 2019 were approved as an accurate record and the minutes were signed by the Chair.	
4.1 Matters Arising	
The Board noted the updated Strategic Risk Register and the addition of the risk around apprenticeships provision which the Board	

had asked to be added.	
4.2 Actions	
<p>The Board noted the progress on actions listed in the Action Register. The organogram of the new staff structure had been circulated and was on the Board portal. The Chair of the Corporation and the Chair of the Audit Committee had agreed the minor changes to the Gifts & Hospitality Policy and this would be published to staff and placed on the Board portal. Action: AR</p> <p>All other actions were in progress or had been completed.</p>	AR
5. STRATEGY	
5.1 Principal's update	
<p>LP briefed members on the following:</p> <ul style="list-style-type: none"> • The staff reorganisation was almost complete with a few interviews still to take place (Apprenticeship Manager, one Curriculum Manager, HE & Digital Manager). The new Assistant Principals had been invited to the Board Away day in February. Some long standing members of staff would be leaving the College and they were thanked for their contribution • Applications were up by 10%, primarily in relation to 16-18 years olds which might be reflecting the demographic shift • The MPs covering the College's geographical area had been re-elected to their seats. LP had written to them to offer her congratulations • The Chair of the Board had officially opened the SEND Centre at Wellow House. ED had also attended. It had been a well-attended event, showcasing the facilities and enjoyed by students. 	
5.2 College Draft Strategic Plan	
<p>The Board considered the draft five-year Strategic Plan. LP provided an overview of the Plan and the six strategic priorities. Staff development was a key aspect underpinning these priorities. All staff had contributed to the mission statement and values and would be given the opportunity to send in any further comments. Members asked about the target audience. In response, LP confirmed that there were a number of different audiences, and the plan would be tailored accordingly.</p> <p>During discussion, the following points were made:</p> <ul style="list-style-type: none"> • The Plan was ambitious and innovative. This innovative and flexible teaching might not be fully aligned to the more traditional assessment methods. JW had attended a T-level training event which highlighted the potential disjointed approach between Teaching & Learning and Assessment. Staff development in this area would need to be built in. JD reported that the ETF would be running an event in February for staff on pedagogy around assessment. The T-level 	

<p>implementation plan would be considered by the Curriculum & Quality Working Group</p> <ul style="list-style-type: none"> • There was a trade-off between flexibility and efficiency. T-levels were very flexible, but care needed to be given as to what was affordable. It was noted that the College was in the second round of roll out of T-levels • The Strategic Priorities should include employer partnerships • The hybrid courses provided a very powerful message for curriculum design, multidisciplinary and employer engagement. This should be pulled out as a statement of curriculum intent • Members asked if the changing demography of students would affect the balance between 16-19 year olds and adult education. LP stated that this should not be the case • Members commented on the comprehensive and ambitious nature of the Plan and questioned its affordability. They agreed however that the College needed to be ambitious and this ambition should be emphasised at the front of the Plan. It would make sense to know what the key non-negotiable priorities were and to ensure these were monitored. LP commented that there would be a medium-term business plan underpinning the Strategic Plan with timelines aligned to priorities. This medium-term plan would be presented to the Board in the Spring. ACTION: LP • In relation to a question about the priorities to be highlighted in the Executive Summary, it was agreed that these were Finance, Quality and Staff Development <p>The Board thanked LP and her team for an excellent Plan that was well presented, aspirational and hit the target audience.</p>	<p>LP</p>
<p>6. SCRUTINY</p>	
<p>6.1 For APPROVAL</p>	
<p>6.1.1 Instrument & Articles of Government</p>	
<p>The Chair and AR presented the updated Instrument & Articles of Government (I&A), providing the constitution of the Governing Body and its functions and responsibilities. These had been reviewed and recommended by the Governance & Search Committee. Members asked if the Strategic Plan and the Strategic Risks could be referenced in Article 3 (responsibilities of the Corporation). As the I&A was a constitutional document, any change to the wording would need to be checked.</p> <p>The Board APPROVED the revised Instrument & Articles and delegated any amendment in relation to Article 3 to the Chair. These would be published on the Board Portal and on the College</p>	

website. ACTION: AR	AR
6.1.2 Code of Conduct for Corporation Members	
AR presented the Code of Conduct which had been updated to include the key governance documents that members should be familiar with to aid them in their role as Charity trustees. The Board APPROVED the Code subject to the addition of the Strategic Risks Register in para 1.3. The Code would be placed on the Board Portal and the College website. ACTION: AR	AR
6.2 FOR DISCUSSION/TO NOTE	
6.2.1 Annual Internal Auditors Report	
JY presented the Annual Internal Auditors Report which had been reviewed by the Audit Committee. Icca-ETS had been used for the first time in 2018/19 and had undertaken seven audits from which there were just three high priority recommendations. Two related to HR management and one on funding assurance. A lot of work had been done to clear outstanding recommendations. JY reported that the internal audit team had been excellent, presenting timely reports with clear recommendations. JY also congratulated LP and her team in responding quickly to the reports which had meant that the Audit Committee had all the paperwork when it was needed. The Committee had asked how the College compared to others in the sector. Icca-ETS had indicated that the college was at the lower end of the median in relation to the number and relative priority of recommendations (a positive result). Members asked whether the internal audit data would be used in the Strategic Plan and Risk Register. JD affirmed this.	
6.2.2 Audit Committee's Annual Report	
JY presented the Committee's Annual report of its activity during 2018/19. This included the internal and external audit opinion and the outcome of the full ESFA funding audit. The Committee had also considered the members report and financial statements. It was noted that these were subject to final sign off by external audit. JY thanked Jonathan Creed for his work with the college and LP/JD and their teams for their work with the auditors. The Board agreed the appointment of Icca-ETS as Internal Auditors and Mazars as External Auditors for the year 2019/20.	
6.2.3 External Auditor's Report and Letter of Representation	
The external audit completion report and letter of representation were presented. JY reported that all the audit work had been completed at the time of the Audit Committee and that formal confirmation of the ESFA audit opinion was still pending. LP reported that the outcome had resulted in no clawback. Members were pleased to note that the external audit report had raised just three minor recommendations in relation to updates of policies. LP reported that since the Committee had met, an audit had taken place of the Erasmus programme. The Erasmus auditors had signed	

<p>off 2017/18 and 2018/19 but had asked for more information in relation to 2016/17. This activity had been sub-contracted to a third party who arranged students' air travel, transport and accommodation.</p> <p>She confirmed that the end of year accounts had been completed and were ready to upload except for this complication. She explained that all monies came through the College which were then drawn down by the agent. The difficulties had arisen in the 2016/17 year where initially insufficient evidence had been presented by the agent, resulting in the auditors requesting additional information. The letter received from the auditors identified up to £300k possible clawback (if no additional information/evidence was provided).</p> <p>Additional evidence had been provided by the agent and sent on to the auditors by the deadline of 9th December 2019. Unfortunately, due to illness, the auditors had not been able to start to consider this evidence until 13th December 2019. A response was expected on 19th December 2019. LP confirmed that the auditors could not confirm if or what the amount of any clawback would be. She reported that the College's calculations, using the information provided by the agent, were that any clawback was unlikely to be more than £15k.</p> <p>The letter of representation therefore included reference to Erasmus and stated that the potential liability was not expected to be material to the financial statements. The external auditors had been kept fully informed of the position and would be notified once the outcome was known.</p>	
<p>6.2.4 Draft Report and Financial Statements</p>	
<p>The Chair reported that assuming the potential liability was immaterial, the report and financial statements could be approved by the Board. If the auditors were not able to respond before the deadline of 31 December 2019 or if the amount was such that the Director of Finance & Corporate Services needed to remodel the accounts and report back to the external auditors, then LP would inform the ESFA.</p> <p>Members commented that they took, in good faith, that the evidence was available on the Erasmus position and noted that verbal assurance had been received but nothing confirmed in writing. Any contingent liability could potentially impact on the accounts and bank covenants. LP reported that legal advice was being sought in relation to the contract with the third party.</p> <p>After a full discussion, the Board agreed to APPROVE the report and financial statements on the basis that the liability was judged to be immaterial by the external auditors. LP would keep the Chair and Head of Governance informed of the position and the Board would be informed if further action was required.</p> <p><i>Post script: following the meeting, the Erasmus auditors confirmed that they were unlikely to respond in time for the financial statements</i></p>	

to be signed off by 31 st December 2019. The ESFA was therefore informed of the position and an extension was granted to 31 st January 2020. The Erasmus auditors confirmed on 20 th December 2019 that the clawback was just over £13k.	
6.2.5 Management Accounts 2019/20	
MP reported that the management accounts were currently in progress and would be circulated to the Board shortly.	MP
6.2.6 Annual HR Report	
BO presented the annual HR report. She highlighted the high level of turnover of staff with short service (3 years or less) and the MIS system (Select HR) which enabled data and reports to be more easily obtained. In relation to the former, this had been discussed by the Board earlier in the year and was due to a number of reasons, although pay was a primary reason. Members discussed the percentage leaving due to pay and whether this was restricted to particular roles. It was noted that some staff moved to other roles within the sector, having gained experience at the college. Members asked about use of agency staff as this had not been included. It was agreed that this should be included in the annual report. Members also asked that retention of staff be included and commented that it would be helpful to have more context to some of the figures presented. ACTION: BO	BO
6.2.7 Gender Pay Gap Report	
The Gender Pay Gap report was considered. It was noted that both the mean and median gender pay gaps had reduced in the 12 months to April 2019. The College compared well against other local FE providers. Members discussed benchmarking against skills-based levels and the type of work undertaken. As members did not have the table showing the pay quartiles, it was agreed that this should be circulated. Subject to any further comments following circulation, the Board agreed to approve the Gender Pay gap report for publication on the relevant government website and on the College website. ACTION: BO	BO
6.2.8 Annual Equality & Diversity Report	
The Board considered the annual equality & diversity report on staff, applicants and students. It noted the ageing workforce and the better reporting of sensitive equalities data. Members asked questions around the age profile of staff and length of service and the effect on the payroll. It was agreed that there should be more analysis of the data including comparisons in order to understand any issues for the College to address. This should be brought back for future discussion by the Board. ACTION: BO	BO
6.2.9 Remuneration Report	
The Board considered the remuneration report which had been reviewed by the Senior Staff Performance & Remuneration Committee. The AoC College's Senior Staff Pay Survey 2018 had been used to benchmark senior post holders' remuneration and the Committee had considered the current remuneration to be within	

<p>the range of comparator colleges. It was noted that any consideration of the cost of living pay award for staff would also be considered for senior post holders.</p> <p>AF, as Chair of the Committee, reported that the Committee had reviewed performance against the objectives set and all the senior post holders had performed exceptionally well.</p> <p>The Report would be published on the College's website. ACTION:AR</p>	AR
6.2.10 Health and Safety update	
<p>The Board received an update on Health & Safety activities during the current academic year. BO reported that one member of the Health & Safety team was on long term sick leave but was expected back in January. Members asked for assurance against statutory checks. The Chair of Audit reported that an internal audit on Health & Safety had been undertaken in 2018/19 which provided this compliance check. The outcomes of this report should be referenced in the annual report. Monitoring of actions from the internal audit report would be considered by the Audit Committee.</p> <p>Members asked that future H&S reports included a strategic analysis of areas for improvement, exception reporting and benchmarking (with statistical evidence) where appropriate. ACTION: LP/BO</p>	LP/BO
6.2.11 Quality Dashboard	
<p>The Board received the Quality Dashboard for the academic year 2018/19. An updated version was presented with achievement rates included. It was noted that retention rates were being reviewed for 2019/20. The Curriculum & Quality Working Group would review the new dashboard in January and this needed to be aligned to the strategic plan and new Education inspection Framework. ACTION: JD</p>	JD
6.2.12 Safeguarding & Prevent November update	
<p>The Board received an update on Safeguarding and Prevent activity. ED reported that she was meeting regularly with the College's Designated Safeguarding lead and with the Student Welfare & Participation Manager. JD reported on the range of cases and the plans in place to support students when the college was closed for the Christmas break, including involvement with external agencies. DB reported on his interaction with students and the referral process. Members commented that it would be helpful if the referrals by campus included both the number of referrals and the percentage. ACTION: JD</p>	JD
6.2.13 Complaints & Compliments Annual Report	
<p>The Board received the annual report on Complaints and Compliments which indicated that there had been a reduction in the number of complaints received. Members commented that it would be helpful for the report to identify any key strands that the Board should discuss and take action on. ACTION: LP to consider</p>	LP

7. GOVERNANCE	
7.1 Governance Report	
<p>The Chair, AR and AF reported on the discussions at the Governance and Search Committee.</p> <p>Re-appointment of members</p> <p>The Board APPROVED the approved the re-appointment of Erica Draisey and Neil Wilson for a further four-year term of office as external members until 31 December 2023.</p> <p>Skills Audit and Board Self-assessment Evaluation</p> <p>The Chair reported that a revised skills audit that reflected the priorities in the strategic plan would be drawn up and circulated for completion by Board members before the February Away day. The Board Self-Assessment was a separate document and would use the responsibility headings in the AoC's Code of Good Governance. This would also be circulated in January. ACTION: AR</p> <p>Search for New Governors</p> <p>The Board had one vacancy and would have a further vacancy in the Summer. In light of the fact that the FE Commissioner and ESFA recommended that there should be two financially qualified members on FE Boards, and the current Board had only one (with several members having strong financial experience), a search would take place for a second governor with financial skills and qualifications. Members were requested to let AR know of any persons who might fit this category and be interested in becoming a governor. ACTION: All</p> <p>The outcome of the skills audit would help inform the search for the second vacancy.</p> <p>Chair's Succession Planning</p> <p>AF reported on the discussions that had taken place to appoint a new Chair. He reported that the Chair had undertaken a phenomenal amount of work and would be a hard act to follow. The sharing of responsibilities across all governors would be essential in moving forward. It was important therefore to build on the experience of current members and provide continuity and strong support to the Principal and her team.</p> <p>Following a request for expressions of interest, one member had indicated an expression but not within the next 12 months.</p> <p>AR reported that, in view of this, the Committee had discussed having an interim arrangement of either two co-Chairs or a Chair supported by two Vice-Chairs. The Committee had agreed to pursue the latter model, with an interim chair until July 2021 and appoint two Vice-Chairs (who did not necessarily have to be interim). She reported that there were members who were willing to stand as an interim Chair and as Vice-Chairs. If other members were interested, they were invited to contact AR.</p> <p>A proposal would be presented to the March Board, following the next meeting of the Committee. ACTION: AR</p>	<p>AR</p> <p>All</p> <p>AR</p>

8. ITEMS FOR INFORMATION	
8.1 Governance & Search Committee	
The minutes of the meeting held on 2 December were received and noted.	
8.2 Senior Staff Performance & Remuneration Committee	
The performance objectives for 2018/19 of senior post holders had been reviewed and new objectives set for 2019/20. The Remuneration Report was on this agenda.	
8.3 Finance & Estates Working Group	
The notes of the meeting held on 20 November were received and noted.	
9. ANY OTHER BUSINESS	
No items were raised.	
10. DATE OF NEXT MEETING	
28th February 2019 at Somer Valley Campus – Board Away Day	

The meeting closed at 19:10

Signed (Chair):

Date: