

## Open Minutes of the meeting of the Corporation Held on Monday 25 November 2019 at 17:00

at Bath City Campus, Room H102a

### Present

Carole Stott (CS)	Chair
Dan Ball (DB)	Student Governor
Paul Blenkinsopp (PB)	Staff Governor
Erica Draisey (ED)	
Mike Oram (MO)	
Gary Waylen (GW)	
Jenny Williams (JW)	
Neil Wilson (NW)	

### In attendance

Jonathan Creed (JC)	ICCA-ETS (for items 1- 6.2, 7.5.1 & 7.5.2 only)
Jayne Davis (JD)	Deputy Principal, Curriculum & Quality
Margaret Playle (MP)	Director of Finance & Corporate Services
Anne Roberts (AR)	Head of Governance

Attendance: 61.5%

ITEM	ACTION
<b>1. Welcome and Introductions</b>	
Welcome was given to Margaret Playle, the new Director of Finance & Corporate Services. Introductions were made round the table.	
<b>2. Apologies for Absence</b>	
Apologies were received from Victor da Cunha (VC), Andy Furse (AF), Andy Parker (AP), Laurel Penrose (LP) and Julian Young (JY). JD confirmed that as LP was unable to attend, she would deputise in her absence.	
<b>3. Declarations of Interest</b>	
None – JC was attending in his financial consultant capacity and the item on Internal Audit, Icca-ETS was deferred to the next meeting.	
<b>4. Confidentiality of items</b>	
The following papers were agreed as confidential on the grounds of commercial sensitivity: confidential minutes, items 7.1, 7.2, 7.3, 7.51, 7.5.2, 7.5.3 and 9.2.	

<b>5. Open and Closed Minutes of the last meeting</b>	
The open and closed minutes of the last meeting held on 7 October 2019 were approved as an accurate record and the minutes were signed by the Chair.	
<b>5.1 Matters Arising and Actions</b>	
<p>The Board noted the following actions on the Action Register:</p> <ul style="list-style-type: none"> <li>• A proposal on the refinancing of the loan – discussions were in progress with the bank</li> <li>• Model potential scenarios to deal with the impact of pensions changes.</li> <li>• Progress on Working Well Project to be reported to the Finance &amp; Estates Working Group and the Board as appropriate</li> </ul> <p>All other actions had been completed.</p>	
<b>6. STRATEGY</b>	
<b>6.1 Principal's update</b>	
<p>JD, on behalf of LP, provided the following update:</p> <ul style="list-style-type: none"> <li>• The College had been ranked 6<sup>th</sup> out of 172 colleges across England in four categories: employer satisfaction, learner satisfaction, 16 to 18 positive progression and adult progression into work. This was very pleasing to note particularly as the College was ranked alongside Grade 1 Colleges and had been 16<sup>th</sup> in the previous year;</li> <li>• Sydney Copus, an Apprentice student had achieved gold in the World Skills National Finals in Air-Conditioning &amp; Refrigeration. Congratulations were given to him by the Board;</li> <li>• The number of withdrawals to date was 183 students (retention at 97.8%), most of whom had withdrawn before the census point. Members asked what the reasons were for these. JD reported that the majority had chosen to study elsewhere, with the remainder not starting, leaving for personal reasons or entering employment. She confirmed that analysis was undertaken by department, strand and geographic location and that no department stood out disproportionately; she would be discussing this with the new Assistant Principals;</li> <li>• Progress was being made with the new staffing structure which was designed to focus on growth and development. The Assistant Principal (AP) roles had been ring-fenced to those at risk of redundancy. Three of the four APs had been appointed: Education and Training (Kate Hobbs) Learner Journey and Customer Relations (Jon Domaille) Alternative Learning (Sally Eaton)</li> </ul>	

<ul style="list-style-type: none"> <li>• The Business and Technical Skills portfolio had not yet been filled. Interviews for the Curriculum Manager roles were taking place next week. An organogram of the new structure would be put on the Board portal. <b>Action: LP</b></li> </ul> <p>Members discussed the importance of the Business &amp; Technical Skills AP and Curriculum Manager roles and the impact that failure to appoint might have. JD confirmed that the area was being covered operationally but the delay was likely to have a negative impact on employers. This was being mitigated by some extent by the Business &amp; Development Manager reaching out to employers that the College would not normally access. The Board noted that the Curriculum &amp; Quality Working Group was reviewing this area.</p> <p>The Board asked that the new APs be invited to attend the Board Away Day in February. <b>Action: AR</b></p> <ul style="list-style-type: none"> <li>• The SEND Centre would need a large capital investment. Plans were with the local council and a further update would be provided in Feb/March. <b>Action: LP</b></li> </ul>	<p>LP</p> <p>AR</p> <p>LP</p>
<b>6.2 ESFA Funding Audit update</b>	
<p>The Board noted the outcome of an unqualified opinion in the recent ESFA Funding Audit. This had also been reported to the Audit Committee. It was noted that the final report and reconciliation was awaited. JD and her team were congratulated on the successful outcome which had involved a lot of time and effort.</p>	
<b>7. SCRUTINY</b>	
<b>7.1 Regularity Self-Assessment Questionnaire</b>	
<p>AR presented the completed questionnaire which was required by the external auditors as part of its assurance in providing an opinion on the financial statements. The document had been scrutinised by the Audit Committee following which some revisions had been made.</p> <p>Members considered the questionnaire and asked how it had changed from the previous version. AR reported that the questions asked were focused more on asking for evidence of compliance, rather than a yes/no question. A more detailed return had therefore been made this year.</p> <p>The Board confirmed that the document provided the necessary assurance and agreed to ask the Chair of the Corporation and the Accounting Officer to sign, for forwarding to the External Auditor. <b>Action: AR</b></p>	<p>AR</p>
<b>7.2 Annual Internal Auditors Report</b>	
<p>It was agreed to defer this item to the December meeting. <b>Action: AR</b></p>	<p>AR</p>

<b>7.3 Risk Register</b>	
<p>JD presented the College's Risk Register outcome for 2018/19 and the Strategic Risk Register for 2019/20, together with the new risk scoring table. The top (red) risks would be presented to the Board. She reported on risk ownership and plans to cascade down at management level. She reported that two risk items had not achieved their targets (emergency response and HR capacity) and these had been carried forward into the 2019/20 Risk Register.</p> <p>Members commented that risks which had the highest rating of '4' and those flagged as having a high impact needed to be visible as they required a strategic response.</p> <p>Members also asked for confirmation that any risks from the ESFA Audit and Internal Audit had been captured. JD confirmed this was the case and that the Audit Committee would consider these in detail. Members also asked that Apprenticeships be added to the Risk Register particularly as there were both financial and reputational risks associated. <b>Action: JD</b></p>	<b>JD</b>
<b>7.4 FOR APPROVAL</b>	
<b>7.4.1 Safeguarding Policy</b>	
The Board considered and <b>approved</b> the updated Policy which had been scrutinised by the Curriculum & Quality Working Group.	
<b>7.4.2 Prevent Strategy</b>	
The Board considered and <b>approved</b> the Prevent Strategy which had been scrutinised by the Curriculum & Quality Working Group, The Board confirmed that the action plan should be considered by the Curriculum & Quality Working Group rather than the Board and that ED/JD provide a summary of any strategic items to accompany the notes of the Group.	
<b>7.4.3 Gifts &amp; Hospitality Policy</b>	
<p>The Board considered the updated Gifts and Hospitality Policy which had been scrutinised by the Audit Committee. Members asked about the threshold levels and AR reported that these were in line with B&amp;NES and with other colleges, although colleges did vary in practice. Members raised a couple of queries around what might be deemed 'normally not acceptable' and around gifts from employers (the latter would be covered under 'community').</p> <p>As there were no Audit Committee members present, the Board delegated to the Chair and the Chair of Audit Committee final authority for approval on the minor changes in wording. The Policy would then be published to staff and Board members.</p> <p><b>Action: CS/JY/AR</b></p>	<b>CS/JYAR</b>
<b>7.5 FOR DISCUSSION / TO NOTE</b>	
<b>7.5.1 ESFA Finance Dashboard for the College</b>	
JC presented the ESFA Finance Dashboard which showed that the College's financial health rating was assessed as 'Good' for 2018/19 and for 2019/20. The Finance & Estates Group had also considered it at their recent meeting. The Board considered this to be a useful	

summary of financial health and were pleased to note the progress that the College had made in its financial rating.	
<b>7.5.2 October Management Accounts</b>	
<p>MP presented the October management accounts which now included figures for last year. The accounts showed an overspend against the budget set in July 2019.</p> <p>MP reported that the budget needed updating to include additional income allocations, costs and anticipated savings as the original budget had been set before some of this was known. The Chair of the Finance &amp; Estates Working Group reported that the Group has asked that the original budget target (£74k surplus) remained, that the income and expenditure be updated to account for the changes and that an updated budget ('revised financial forecast') come to the December Board. <b>Action: MP</b></p> <p>Members asked how confident the Executive were in meeting the budgeted outturn. MP stated that a lot of work and detailed analysis needed to be done but that it was considered to be achievable.</p> <p>The Board recorded its thanks to JC for his invaluable support to the College during the period without a Director of Finance.</p>	<b>MP</b>
<b>7.5.3 Estates update</b>	
<p>JD provided an update to the paper. The Board noted that the Finance &amp; Estates Working Group had considered estates at its meeting on 20 November 2019.</p> <p>In relation to the IoT, the Finance &amp; Estates Group had asked what contingency plans were in place if it did not come to fruition and also whether any costs had been incurred. It was confirmed that the ICT and Learning Resources Manager had a plan in place for both eventualities. No costs, other than staff time, had been incurred. Members asked whether this would affect replacement of PCs and upgrading of the College network. JD confirmed that there would be no change to the policy in place and both these items were in the baseline budget.</p> <p>The Board noted that Phase 2 of the Catering and Hospitality refurbishment would commence in January with the restaurant due to open in April 2020. Whilst this was disappointing, JD reported on the reasons for the delay and confirmed that planning permission for the sub-station had been received; discussions with Western Power were ongoing. Re-profiling of capital funds from WECA was awaited.</p> <p>The Digital and Creative hub was still in the planning phase. Jeff Owen was acting as Project Manager and he was also on the Catering and Hospitality project. AP had offered advice as appropriate.</p>	
<b>7.5.4 OfS Compliance</b>	
<p>The Chair briefed the Board on the correspondence between herself and the Office for Students around compliance issues, as set out in the report. The OfS had asked for a record of the Board's discussion on this matter. <b>Action: AR</b></p>	<b>AR</b>

The Board considered the investigation undertaken by the Principal & CEO as to the reasons for the delays. After a full discussion, the Board confirmed that it was content with the response made by the Chair of the Board and was assured of the actions being taken by the Principal & CEO to ensure compliance with the College's conditions of registration. Further support and guidance would be given to staff in terms of submission procedures for future returns and meeting the deadlines required.	
<b>8. GOVERNANCE</b>	
<b>8.1 Governance Report</b>	
The Board noted the steps taken in the appointment of Margaret Playle to the Senior Post Holder role of Director of Finance & Corporate Services and welcomed her appointment.  The Board <b>approved</b> the changes to the membership of the Audit Committee (Neil Wilson to replace Andy Parker) and the changes to the membership of the Finance & Estates Working Group (Andy Parker to replace Neil Wilson). The committee composition and membership document would be updated and put on the Board portal. <b>Action: AR</b>	<b>AR</b>
<b>9. ITEMS FOR INFORMATION</b>	
<b>9.1 Curriculum &amp; Quality Working Group – 18 October 2019</b>	
The notes of the meeting were received and noted.	
<b>9.2 Audit Committee - 18 November 2019</b>	
The minutes of the meeting were received and noted.	
<b>9.3 Finance &amp; Estates Working Group 20 November 2019</b>	
A verbal update was given as part of the earlier agenda items.	
<b>10. ANY OTHER BUSINESS</b>	
No items were raised.	
<b>11. DATE OF NEXT MEETING</b>	
Monday, 16 December 2019 at 17:00, Bath City Centre Campus followed by a Board social	

The meeting closed at 18:25

Signed (Chair):

Date: