

Open Minutes of the virtual meeting of the Corporation 30 March 2020 at 17:00

Present

Carole Stott (CS)	Chair
Dan Ball (DB)	Student Governor
Paul Blenkinsopp (PB)	Staff Governor
Erica Draisey (ED)	
Andy Furse (AF)	
Mike Oram (MO)	
Laurel Penrose	Principal & CEO
Ian Tavener (IT)	
Gary Waylen (GW)	
Julian Young (JY)	

In attendance

Jayne Davis (JD)	Deputy Principal, Curriculum & Quality
Anne Roberts (AR)	Head of Governance

Attendance: 83%

ITEM	ACTION
1. Apologies for Absence	
Welcome was given by the Chair who hoped all were staying safe in the current environment. Apologies were received from Jenny Williams and Neil Wilson. Condolences were given to Neil whose mother had recently passed away.	
2. Declarations of Interest	
The Chair in relation to item 5.4 (Chair's succession planning).	
3. Confidentiality of items	
The papers and minutes relating to 5.2, 5.3, 8.1 and 8.2 were agreed as confidential. The paper relating to item 6.1.2 was agreed as confidential.	
4. Minutes of the meeting held on 28 February 2020	
The open minutes of the meeting held on 28 February 2020 were approved as an accurate record and the minutes would be signed by the Chair following the meeting. The recent updates from the College to staff and governors on the Covid-19 situation were attached.	

4.1 Matters Arising and Actions	
All actions had been completed, were in hand or were on the agenda. The action in relation to the new Chair/Vice Chairs meeting to discuss future priorities was now superseded by item 5.4 of this agenda.	
5. STRATEGY	
5.1 Principal's update	
<p>LP thanked the team at the College for their collegiate spirit and hard work at this intense time, supporting students, colleagues and themselves. She particularly thanked JD who was leading on the coronavirus situation. A huge amount of work had and was continuing to take place.</p> <p>She provided the following updates:</p> <ul style="list-style-type: none"> • She was in touch daily with the ESFA and AoC and monitoring government advice in relation to funding, financial support and job retention • The ESFA and WECA had confirmed that they would continue to pay grant funding and pay on profile to the end of the academic year. However, this would be reviewed at the end of the calendar year in case any clawback was needed • The situation in relation to apprenticeships funding was more complex. Current advice was that if an apprentice had more than a 4-week break in learning and if their employment ceased or they were furloughed, they would be removed from the grant-funded scheme. The College was aiming to keep such apprentices engaged but four weeks was insufficient time to get them back on course. The AoC was working on behalf of Colleges and she expected further clarification this week • Funding for levy paying companies was not grant funded but contractual. The College was experiencing some larger companies furloughing or even making apprentices redundant. In addition, the summer recruitment for new apprentices had stopped. This would have an impact on income for the next academic year. • The College was investigating whether it could claim under the job retention scheme (80% government funding for staff not working). This has been designated for trading businesses rather than those allocated grants. However, some of the College operated as a business e.g. catering, but its VAT status was a grant allocated business. Some staff were on variable hours or bank staff who might be eligible. Members commented that furlough of staff might only apply to those who were likely to be made redundant rather than unable to work. LP would clarify with the DfE. • The College was open today but no students had attended. The safe space had been well advertised. • Laptops and ipads had been provided to staff and students where they were required to work from home 	

<ul style="list-style-type: none"> • The free school meals funding had been increased by 30% or paid directly • Exam results would be based on tutors' evidence based on mock exams and assessments. It was not yet clear how vocational qualifications would be treated, particularly those with practical competency or safety critical awards. • The decision in relation to the Institute of Technology was expected on 31 March 2020 <p>Members had a discussion on the funding for the College and were concerned about possible clawback on what will be a difficult situation, outside the College's control. They questioned whether the government had considered how funding decisions might affect the college sector in general, some of whom were already struggling financially. LP confirmed that lobbying was taking place by the AoC with the ESFA and DfE.</p> <p>Members asked if the College was able to mitigate potential clawback in relation to apprentices' contracts if they were made redundant or furloughed. LP confirmed that contracts were between the employer and employee. The College had provided employers with a list of FAQs based on government guidelines.</p> <p>Members asked that a report of the numbers furloughed or made redundant be given to a future meeting. ACTION: LP</p>	LP
<p>5.2 Senior Post Holder update</p>	
<p>Confidential minute</p>	
<p>5.3 Finance including Management Accounts</p>	
<p>Confidential minute.</p>	
<p>5.4 Governance Arrangements including succession planning</p>	
<p>The Board considered a paper on the Governance arrangements, including succession planning.</p> <p>Governance Arrangements from 31 March 2020</p> <p>CS reported that the Governance & Search Committee, at its meeting on 23 March 2020, discussed an enhanced governance model for scrutiny of business which would ensure the Board fulfilled its responsibilities and would provide support to the executive during the coronavirus situation. The Committee recognized the immense pressures on staff and governors both professionally and personally.</p> <p>The Board considered the Committee's recommendation to establish a Corporation Governance Group, comprising all the Chairs of the Board, Committees and Working Groups which would act as a sounding board to the executive, take any emergency decisions on delegable items of the Board and discuss and agree recommendations that might be needed between Board meetings on those non-delegable items of business. It considered the terms of reference of this Group and the revised business schedule of meetings for the remainder of the academic year which allowed for fewer meetings of the working groups. It was noted that the Chair</p>	

<p>was also authorized, under the Standing Orders, to take any urgent decisions (in discussion with the Principal) for report at the next Board meeting.</p> <p>The Board AGREED to establish the Corporation Governance Group (CGG) as a sub-group of the Board, to meet at least monthly as per the terms of reference outlined. ACTION: AR to arrange meetings</p> <p>Governor Recruitment</p> <p>The Chair reported on the resignation of Victor da Cunha as a member of the Corporation with effect from 12th March 2020. He was thanked for his contribution to the College.</p> <p>The Chair reported that the interviews of two candidates for the finance-qualified governor vacancy had had to be paused due to the escalation of the coronavirus situation. A further candidate had been kept on hold to be considered for future governor vacancies. She confirmed that the Corporation held two vacancies, one of which was the finance governor and one to replace the vacancy left by Victor. The skills audit analysis would be discussed by the Governance & Search Committee in June, following which a recommendation on skill set required would be made to the Board.</p> <p>The Board AGREED to pause the governor recruitment process for the time being and to restart it at the appropriate time.</p> <p>Chair's Succession</p> <p>AF, as Vice-Chair, reported that the Governance & Search Committee at its meeting on 23 March 2020 had considered the succession planning for the Chair whose term of office expired at the end of August 2020. The intention had been to recommend to the Board an interim appointment of a Chair for 2020/21 together with the appointment of joint Vice-Chairs.</p> <p>In view of the current situation, the Chair of the Corporation had indicated that she was willing to continue as Chair for a further few months beyond August or until the College get back to 'business as usual'. This would also mean no change to the Vice-Chair arrangement during this period.</p> <p>The Committee had welcomed this proposal which would provide stability to the Corporation at this difficult time. It noted that the Corporation's Standing Orders allowed for a further extension beyond the second term of office if there was a particular skill shortage or other agreed exceptional circumstances.</p> <p>The Governance & Search Committee recommended an extension of the Chair's term of office and to bring succession planning to the Board at a future date.</p> <p>Following discussion, the Board concurred with this proposal and thanked the Chair for agreeing to continue. The Board APPROVED the pausing of the appointment of a new interim Chair and joint</p>	<p>AR</p>
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<p>Vice-Chairs noting that a proposal would come back to the Board on succession planning in due course.</p> <p>The Vice-Chair proposed and the Chair of Audit seconded the proposal that the Chair's term of office be extended by a further four months until the end of December 2020 due to exceptional circumstances, with a review in October 2020 as to whether 'normal College business' has resumed. The Board APPROVED this extension.</p>	
<p>6. SCRUTINY</p>	
<p>6.1 FOR DISCUSSION</p>	
<p>6.1.1 Strategic Risk Register (including Covid-19)</p>	
<p>The Board considered the Strategic Risk Register which had been scrutinised by the Audit Committee on 16th March 2020. JD reported that the Register had been updated to include Covid-19 updates and the closure of the College which brought operational risks. She confirmed that the College had no known cases of Coronavirus and the business continuity risk would remain as Amber for the foreseeable future. She highlighted the risk to funding, particularly the Adult Education budget and Apprenticeships.</p> <p>Members asked about the timescales for a review of the financial risks. JD confirmed that a partial review was taking place this week and a fuller review at the end of April. This was dependent on both government and WECA advice.</p> <p>Members also asked about the risks in relation to HR risks being exacerbated by the coronavirus situation. JD confirmed that planning would need to start for how staff returned to work which would be a greater task than closure. Letters had been sent to all staff asking them to contact HR if they had received a letter sent to those who needed to be 'shielded' (and off for 12 weeks). An analysis would be needed of categories of staff and students returning.</p> <p>Members asked about the risks in relation to assessment and qualifications as this was a reputational risk. JD confirmed that the awarding bodies would be providing guidelines about how to assess and these were different, depending on the qualification. Tutors were accustomed to assessing so this was considered low risk. LP confirmed that the assessments would be evidence-based. Members asked that the assessments for previous years against actual results be considered to provide assurance of reliability.</p> <p>ACTION: JD</p>	<p>JD</p>
<p>6.1.2 Safeguarding & Prevent</p>	
<p>The Board considered a report on the safeguarding and Prevent activity at the College and an update on changes to the safeguarding, welfare and Prevent activity as a result of Covid-19 and its implications.</p>	

<p>ED, the Safeguarding link governor confirmed that she regularly met with JD and discussed the reports before they came to the Board. JD confirmed that safeguarding and welfare staff were still taking referrals and had a priority list of cases. There had been extensive communication to students so that they knew how to access support. ED commented that the college closure could exacerbate instances of mental health or abuse at home. JD confirmed that checks were being done on those identified as most vulnerable and a safe space was available at the College; a FAQ had also been sent out to help mitigate the risk of online activities. She was undertaking medium term planning in this area and would ramp up support if required.</p> <p>Members thanked JD and the safeguarding and welfare team for their support at this difficult time.</p>	
6.2 FOR APPROVAL	
6.2.1 Public Interest Disclosure Policy ('Whistle-blowing')	
<p>The Chair of Audit Committee (JY) reported that the Audit Committee had reviewed the Policy, had asked for one amendment which had been incorporated in the Policy and recommended the Policy for approval. The Board APPROVED the Policy.</p>	
6.2.2 Data Protection Policy	
<p>The Chair of Audit Committee (JY) confirmed that the Audit Committee had reviewed the Policy and recommended it to the Board for approval. The Board APPROVED the Policy.</p>	
6.2.3 Complaints by students or members of the public	
<p>LP reported that the Senior Management Team and Head of Governance had reviewed the Policy and recommended it to the Board for approval. The Board APPROVED the Policy.</p>	
6.2.4 Senior Staff Disciplinary and Appeals Policy	
<p>The Chair of the Senior Staff Performance & Remuneration Committee (AF) reported that the Committee had reviewed the Policy and recommended it for approval. The Board APPROVED the Policy.</p>	
7. GOVERNANCE	
7.1 Amendment to Corporation's Instrument on Quorum	
<p>AR reported the recommendation from the Governance & Search Committee that clause 12.1 of the Corporation's Instrument of Government be amended to ensure the quorum reflected the number of appointed members. The revised wording was as follows:</p> <p>'Meetings of the Corporation shall be quorate if the number of members present (including by video or telephone conferencing) is at least 40% of the total number of appointed members, determined according to Clause 3'.</p> <p>The Chair reported that, despite the covid-19 situation, this recommendation would have been brought to the Board. If it</p>	

proved that a further amendment was needed as an emergency measure, this would be brought back to the Board.	
The Board APPROVED this recommendation.	
8 ITEMS FOR INFORMATION ONLY	
8.1 Audit Committee – 16th March 2020 – draft minutes	
Confidential Minute	
8.2 Senior Staff Performance & Remuneration Committee – 23 March 2020	
The SSPRC draft minutes would be placed on the portal under the Confidential Board folder. The items of business had been discussed earlier on this agenda.	
8.3 Governance & Search Committee – 23 March 2020	
The Board received the Governance & Search Committee draft minutes, noting that the items had been discussed earlier on the agenda.	
8.4 Students' Union Consultation	
The Board had a report on the new Student Union Roles. AR reported that these had been issued today to students and she could supply members with the poster if they wished to view it. Amendments to the SU Constitution required approval by the Corporation and the Chair had approved under Chair's action so that the marketing and publicising could take place before the end of term. The Board RATIFIED the roles. The Student Governor, DB, reported on activity as SU President. He had had five course rep meetings which had resulted in improvement to sustainable resources. He had introduced a programme of activities and a newsletter for students, working with the marketing team. He confirmed that he would be standing for president again in the elections taking place. Members thanked DB for his update.	
9. Any Other Business	
The Chair thanked everyone for attending this virtual meeting which had worked well. She also thanked IT for their support.	
10. DATE OF NEXT MEETING	
Monday, 18 th May at 17:00 as a virtual meeting. Members were asked to hold the date which would be confirmed once the Corporation Governance Group had met in April.	

The meeting closed at 18:55

Signed (Chair):

Date: