

**MINUTES OF THE CORPORATION**  
**Held on Thursday 30 January 2020**  
**In K222 at 5.00 pm at the Trowbridge Campus**

<b>Present</b>	Martin Clark (Chair), Mark Lello, Amanda Burnside, Jon Downing, Ruth Greening, Iain Hutchison, Mags Patten, Venetia Summers, Jack Wills
<b>In Attendance</b>	<i>Adrian Ford (Deputy Principal Corporate Resources), Iain Hatt (Deputy Principal Curriculum and Quality), Heather Cross (Clerk to the Corporation)</i>

	<b>Minute</b>	<b>Action</b>
<b>2019-20 5/1</b>	<b>Apologies for absence</b>	
	Apologies were received from Harry Adam, Carlton Brand, Ronan Mulcahy and Becca Thurston.	
<b>2019-20 5/2</b>	<b>Declarations of interest</b>	
	None	
<b>2019-20 5/3</b>	<b>Chair's opening remarks</b>	
	<p>The Chair thanked all those governors involved in the recent recruitment process for the appointment of a new Deputy Principal Corporate Resources. The recommendation for appointment would be taken later on the agenda. He welcomed Adrian Ford to his last meeting as the current postholder, following his successful appointment at Cornwall College.</p> <p>All governors were encouraged to complete and return the recently circulated self-assessment questionnaire.</p>	Governors
<b>2019-20 5/4</b>	<b>Safeguarding Annual Report and Governors update</b>	
	<p>The annual report concerning safeguarding activity and the work of the safeguarding team had been circulated previously. This noted the comprehensive restructure which had taken place during the year both for safeguarding and the delivery of the college tutorial programme. The context was the college's excellent safeguarding ethos which promoted a safe and respectful culture. Governors were reminded that Safeguarding had been self-assessed as outstanding for the academic year 2018/19, within an overall grade of good for Student Services.</p> <p>The range of actions and improvement delivered in 2018/19 were presented and discussed, together with the 2019/20 actions as noted in the Quality Improvement Plan and the Prevent Action Plan. Staff incidents were summarised anonymously and reported. It was noted that there had been a slight increase in consulting with the designated officer for allegations and three DBS referrals had been made.</p> <p>Safeguarding incidents and child protection concerns statistics were presented in summary and reviewed.</p> <p>Governors asked questions about how well the new tutorial model was working and in answer, although the new arrangements were still in their infancy, it was</p>	

	<p>reported that key messages had gone very well and there had been lots of positive feedback.</p> <p>A governor asked about how success was measured and this was reported as being through good levels of attendance, although the causal link could not always be made. The College did however have a very good system of following up non-attendance which could assist in identifying safeguarding issues.</p> <p>It was commented that overall support needs were at about the same level as previous years, but the increase in mental health issues overall was observed.</p> <p>Governors thanked Jo Kelly for her informative report and presentation.</p>	
<b>2019-20 5/5</b>	<b>Student Voice</b>	
	<p>A very informative presentation was given to the meeting concerning Student Voice in the college. The range of student activities was reported on, together with the student voice conferences, various focus groups and also governor learning walks. The specific activity for HE students and apprentices was noted and the impact resulting from all these activities. Governors noted the actions to improve further the feedback loop through tutorial and wider student activities; the work to ensure that all types of students benefited from student voice activity; the promotion planned in April of the sabbatical Student President post and the advertising of other student roles.</p> <p>Governors asked questions about how much of the student voice activity was visible externally and how student satisfaction could be measured and benchmarked. Information about whether students would recommend the college was regularly collected in different ways and was temperature checked throughout the year. The Chair commented that on his learning walk that afternoon he had received very positive comments from students when he had asked them what it was like to be a student at the college and all governors were encouraged to ask that question when meeting students.</p> <p>Governors welcomed the very positive report on student voice and were very much encouraged by the great range of activity in this area, thanking Charlotte Corfield for her presentation.</p>	
<b>2019-20 5/6</b>	<b>Outline Programme for Awayday 26 and 27 March 2020</b>	
	<p>The outline programme was presented to the meeting. The changing landscape, changing teaching methods, changing student needs and factors which would shape the college of the future were intended to feature, along with thinking concerning the shape of governance and whether any changes in order to improve the model should be made.</p> <p>Whilst a competitive price had been obtained for the awayday element, thought was given to the costs, but it was considered that these were relatively modest and provided an opportunity for governors to meet informally once a year which otherwise was not available.</p> <p>The Clerk would shortly be asking governors to confirm their attendance and whether overnight accommodation would be required.</p>	<b>Clerk</b>
<b>2019-20 5/7</b>	<b>Integrated Financial Model for Colleges (IFMC) update</b>	
	<p>A presentation was given to the meeting concerning the progress of the work to prepare this new return required of colleges. The final return was to be</p>	

	<p>presented to the February Board meeting for approval. The Education and Skills Funding Agency had issued a number of updates following identified errors in the programme. These had significantly shortened the time available to prepare the return.</p> <p>Governors discussed and endorsed the approach for moderate growth, whilst aiming to build in some prudence. Modest HE growth, a level assumption for TCP (college company) and the possibility of some cash receipts was identified. It was suggested that a modest upward trajectory of a surplus should be the aim and attention should be given to seeking to achieve this in the final figures to be presented next month. It was noted that the proposed figures achieved a financial health grade of good over the next three years and it was agreed that this position must be maintained in any projections.</p> <p>It was carefully noted that any figures derived from the Integrated Financial Model, whilst possibly suggesting a budget, should not be taken as that as the budget planning process via the associated curriculum building process was still to be completed and the budget would be presented for approval to the Board in June/July in the normal way.</p> <p>Adrian Ford was thanked for his clear presentation.</p>	<p><b>DPCR/ Dir of Finance</b></p>
<p><b>2019-20 5/8</b></p>	<p><b>Principal's Report</b></p>	
	<p>The Principal's report had been circulated previously. In particular it highlighted a positive recent meeting with the Education and Skills Funding Agency; the increasing position with applications for full time places and the strong position with apprenticeship achievement; the development of the college's health and wellbeing proposal (which would be reported in more detail to a future meeting); progress being made with environment and sustainability (to be on the agenda at the next Board meeting); the launch of the new website; increases in industry placements; a general quality update and a summary of the financial position.</p> <p>Governors discussed the current position with the Salisbury and Lackham building schemes, noting good progress with the latter. The Development Group continued to meet on a regular basis, receiving reports on behalf of the Board. An event to publicise the start of the Agritech building works was to be held on 14 February. The previously reported delay at Salisbury had partly been retrieved, but it was still critical whether the new build would be available in time for occupation in the new academic year which had knock-on consequences for how long the Bourne building may need to be retained. The situation continued to be monitored and a decision would be required shortly. It was reported that further LEP funding may be available to clad the back of the Salisbury building. Governors <b>agreed</b> that opportunities to secure this funding which may become available at short notice, should be pursued.</p> <p><u>Recommendation for the appointment of Julian Wood</u> Mark Lello as the Chair of the Recruitment Panel made a recommendation to the Board for the appointment of Julian Wood as Deputy Principal Corporate Resources, following the recent recruitment process. He had shown himself to be a very strong candidate and had been top scorer on all the selection activities. <b>The appointment of Julian Wood as Deputy Principal Corporate Resources was unanimously approved.</b> He would take up post with effect from 14 April and in the meantime had made arrangements to attend the Governors Strategy Awayday in March.</p>	<p><b>Clerk</b></p>

Adrian Ford's last day was 14 February and the Principal reported that it was intended that Julian Tucker, currently working for the college as a finance consultant, would be asked to take on additional duties for the two months before Julian Wood could take up his post.

The Principal thanked Jack Wills for his recent participation in the interview panel for the Executive Director post of TCP.

The arrangements to secure the loan to be provided by Wiltshire Council of £2.435m were discussed, Lloyds Bank having agreed to release the charge held over the Trowbridge campus, freeing up the security for Wiltshire Council. Drawdown of cash was imminent once all legal documentation was completed. The recommended minutes as requested by the Bank and the College lawyers were circulated and reviewed and were agreed as acceptable for approval.

The meeting discussed the Amendment Agreement relating to a Facilities Agreement with Lloyds Bank PLC dated 24 December 2018 ('the Agreement'). It was concluded that there was nothing evident in proceeding with the revised Agreement which would cause a risk to the college. Further, it was determined that making the proposed changes would be in the College's best interests.

After careful discussion it was **resolved** that the existing loan facilities provided to the College by Lloyds Bank plc (the Bank) be amended in the manner as proposed by the Bank as shown in the Agreement circulated, set out in Schedule 2. It was noted that the loan was no longer secured over the Trowbridge campus but that other existing securities would remain.

It was further **resolved** that Amanda Burnside, the Principal and Martin Clark, the Chair of the Governing Body, or another governor, (the signatories – any one or more to sign) be authorised to make the necessary arrangements with the Bank and to agree such amendments, variations and alterations to the Agreement as they in their absolute discretion saw fit including to any commercial terms currently set out within the Agreement and the signatories be authorised to sign or witness the affixation of the Corporation's seal once they were fully satisfied with the detailed terms and make arrangements to deliver them to the Bank.

**Resolved further** in respect of the operation of the loan facilities provided pursuant to the terms of the Agreement that

- a. Any one of Adrian Ford and Chris Moore be and are hereby authorised on behalf of the College to give telephone instructions to the Bank for the purpose of i) selecting interest bases or ii) selecting certain interest periods that are to apply from time to time to an amount outstanding under the Facility
- b. Any one of Adrian Ford and Chris Moore be and are hereby authorised on behalf of the College
  - i. To give all written instructions to the Bank in respect of the drawdown and continuance of the loan facilities under the New Facility Agreement and
  - ii. To give written confirmation of all instructions that is not given to the bank in writing.
  - iii. To give a borrower's certificate to the Bank
  - iv. To sign any notices required to be given pursuant to the Chippenham Security
- c. The foregoing resolutions do not in any way prejudice or affect the instructions to the Bank contained in the resolutions of the Governors.

The meeting discussed the loan agreement relating to a £2,435,000 loan from Wiltshire Council to the College for a term of 10 years (subject to extension at the Council's discretion) secured over the College's Trowbridge College Site. ('the Council Finance Documents'). It was noted that the purpose of the Council loan was to provide match funding for the College's development projects at its Salisbury and Lackham campuses as part of the LEP investment project, in order to further the educational needs of people in the county of Wiltshire; It was also noted that interest on the Council loan accrued at the rate of 0.5% above the PWLB Standard New Loans Fixed Interest Rate relevant for EIP loans for the period of 10 to 10.5 years fixed as at the date of the Council loan agreement (or the closest Business Day), which will be applied to the outstanding principal balance on an annual basis and payable in accordance with the repayment schedule annexed to the Council loan agreement. Capital repayment of £243,500 is payable annually.

It was concluded that there was nothing evident in proceeding with the Council Finance Documents which would cause a risk to the college. Further, it was determined that making the proposed changes would be in the College's best interests.

After careful discussion it was **resolved** that the College accept and enter into the Council Finance Documents it being specifically noted and approved that the College's obligations to the Council in respect of the Council loan be secured by the legal charge over the College's Trowbridge College Site.

It was further **resolved** that Amanda Burnside, the Principal and Martin Clark, the Chair of the Governing Body, or another governor, (the signatories – any one or more to sign) be authorised to make the necessary arrangements with the Council and to agree such amendments, variations and alterations to the Council Finance Documents as they in their absolute discretion saw fit including to any commercial terms currently set out within the Council Finance Documents and the signatories be authorised to sign or witness the affixation of the Corporation's seal once they were fully satisfied with the detailed terms and make arrangements to deliver them to the Council or as otherwise requested.

**Resolved further** in respect of the operation of the loan facilities provided pursuant to the terms of the Council loan agreement that

- d. Any one of Adrian Ford and Chris Moore be and are hereby authorised on behalf of the College to give telephone instructions to the Council for the purpose of the operation of the Council loan agreement
- e. Any one of Adrian Ford and Chris Moore be and are hereby authorised on behalf of the College
  - v. To give all written instructions to the Council in respect of the drawdown and continuance of the loan facilities under the Council loan agreement and
  - vi. To give written confirmation of all instructions that is not given to the Council in writing.
  - vii. To give a borrower's certificate to the Council if required
  - viii. To sign any notices required to be given pursuant to the legal charge over the Trowbridge College Site
- f. The foregoing resolutions do not in any way prejudice or affect the instructions to the Council contained in the resolutions of the Governors.

**DPCR/ Dir  
of  
Finance**

	The Principal was thanked for her report.	
<b>2019-20 5/9</b>	<b>Key Performance Indicator Targets/Balanced Scorecard</b>	
	The Latest balanced scorecard which had been circulated previously was considered and received.	
<b>2019-20 5/10</b>	<b>Risk Register</b>	
	<p>The latest risk register had been circulated previously.</p> <p>The meeting noted the addition of the risks associated with the Office for Students which had previously been agreed should be included.</p> <p>It was noted that the next Board meeting agenda would include the farm and the implications of Brexit, together with the new Agriculture Bill.</p> <p>The Risk register was discussed and it was suggested that the risks associated with cyber fraud may need stronger statements. It was agreed that these should be looked at further. The Board assurance framework as discussed by the Audit Committee was agreed should be brought to the full Board for consideration, possibly at the March meeting.</p> <p>The meeting heard that the college was in close touch with the advice from Public Health England concerning the Corona virus and followed it closely. The college had no Chinese students.</p>	<b>DPCR</b>
<b>2019-20 5/11</b>	<b>Management Accounts</b>	
	<p>The Management Accounts for December 2019 had been circulated previously.</p> <p>The mitigating actions listed in the report to deliver the in-year forecast of a surplus of £100K at year end were reviewed and discussed.</p> <p>The forecast year end cash position for 2020/21 had reduced from previous forecasts and further work would be undertaken to seek to improve this position. This had been discussed in more detail at the Finance Working Group.</p> <p>The Management Accounts were received.</p>	
<b>2019-20 5/12</b>	<b>Estates Strategy update</b>	
	A brief verbal report was given. It was intended that some proposals were brought to the March Board meeting. The college's adviser had proposed that the college appoint a planning consultant who would work on the college's behalf and management had decided to go ahead with this appointment.	
<b>2019-20 5/13</b>	<b>Minutes of the last meeting</b>	
	<p>The minutes of the meeting held on 17 December 2019 which had been circulated previously were accepted as a true record, subject to the correction of the description of Ruth Greening to that of student governor.</p> <p>It was noted that Harry Adams first term of office as a governor finished in March 2020. It was proposed that he be appointed for a second term, which he had indicated he was willing to serve. <b>The appointment of Harry Adam for a second term of office of 4 years, to March 2024 was approved.</b></p>	<b>Clerk</b>

<b>2019-20 5/14</b>	<b>Schedule of Actions</b>	
	<p>The schedule of actions was reviewed.</p> <p>It was noted that the wording for the diversity measure in the 'Outstanding Governance' matrix still needed to be finalised. The Chair and Governor who were to consider this would make arrangements to conclude this item.</p>	<b>Chair; MP</b>
<b>2019-20 5/15</b>	<b>College visits/events attended</b>	
	<p>Governors reported on recent learning walks. The Chair encouraged those governors who had not yet observed a QRR meeting to attend one of those in the cycle about to be published.</p> <p>Two governors were due to take part in student mock interviews in the following week.</p>	
<b>2019-20 5/16</b>	<b>Emerging Issues and Ambitions</b>	
	Governors agreed that whilst the meeting had been presented with a number of issues, much ground had been covered. Governors were content that they had had sufficient opportunity to ask questions.	
<b>2019-20 5/17</b>	<b>Date of next meeting</b>	
	The date of the next meeting had been agreed as Tuesday 25 February 2020, at Salisbury (subsequently the meeting location was changed to Trowbridge).	
<b>2019-20 5/18</b>	<b>Any Other Business</b>	
	<p><u>Subcontracting</u> A report had been circulated for the appointment of Tempus Training as a subcontractor.</p> <p>The circumstances of the appointment were considered together with the due diligence information on the subcontracting company.</p> <p>The appointment of Tempus Training was <b>approved</b>.</p> <p><u>Adrian Ford</u> Governors joined with the Chair to record their thanks to Adrian for the huge contribution he had made to the College in improving its resources and financial position and in always providing clear financial reports to the Board. Whilst very sorry to see him go, everyone wished him well for great success in his new position at Cornwall College which he would be starting shortly.</p>	