

**MINUTES OF A CORPORATION meeting**  
**held remotely by 'Teams' on Thursday 20 May 2021**  
**At 5.00 pm**

<b>Present</b>	Martin Clark (Chair), Harry Adam (until item 8/11) Poppy Broster-Becker, Amanda Burnside, Mark Carrol, Jenny Davies, Iain Hutchison (from item 8/4) Sam Fox, Lily Raynor, Katie Walker, Jack Wills, Adrian Windo
<b>In Attendance</b>	<i>Iain Hatt (Deputy Principal Curriculum and Quality), Julian Wood (Deputy Principal Corporate Resources), Heather Cross (Clerk to the Corporation), Tony Basham (Chief Executive of The Colleges Partnership) – for Item 8/4 only</i>

	<b>Minute</b>	<b>Action</b>
<b>2020-21 8/1</b>	<b>Apologies for absence</b>	
	Apologies were received from Kieran Castle, Carlton Brand and Mags Patten. Apologies were also received from Iain Hutchison for lateness.	
<b>2020-21 8/2</b>	<b>Declarations of interest</b>	
	Sam Fox declared an interest in the disposal of Lackham land which was referred to in the Principal's report and took no part in the discussion or decision-making concerning this matter.	
<b>2020-21 8/3</b>	<b>Chair's opening remarks</b>	
	<p>The Chair welcomed governors to the meeting. He apologised to new governors that the virtual meeting invites for Working Groups which had been set up at the beginning of the year had not been routinely forwarded to them and therefore there had been a late reminder about the Finance Working Group earlier that afternoon; meeting notifications were being addressed for the future.</p> <p>Since the last meeting on 25/26 March, all of the arrangements with the DfE for loan funding and with Wiltshire Council for re-financing the College's loans with Lloyds Bank had been completed and the Chair reiterated his thanks to the Deputy Principal Corporate Resources and Finance team and the Clerk for all the work done to bring these to fruition.</p> <p>The Chair expressed his pleasure that Oliver Symons had been appointed as the new Deputy Principal Curriculum and Quality, his appointment having recently been approved by written resolution by the Governing Body on the recommendation of the Recruitment Panel.</p> <p>He informed the Board that he had recently written to Venetia Summers to thank her for her time as a staff governor at the college. He had also written to Jo Grenfell to congratulate her on her appointment as a Vice Principal and to Andy Hill for his exceptionally diligent work as Estates Manager during the Covid-19 situation.</p> <p>The Chair noted that the Further Education Commissioner's team had informed the college that they would be returning for a follow up visit on 10 June and</p>	

	<p>alerted governors that some colleagues may be asked to meet with the team, for which he thanked them in advance. Given the good progress that had been made with the FEC recommendations, he was hopeful that this would simply be a confirmatory visit and there would be no further actions.</p> <p>It was noted that the Deputy Principal Curriculum and Quality (and Principal Designate) had recently written to all governors asking them about participation in Strategic Plan working groups and the Chair encouraged all governors to respond concerning the group to which they had provisionally been allocated.</p> <p>The Governing Body joined the Chair in congratulating Harry Adam on his recent appointment as Chair of the Court of the University of Stirling.</p>	
<b>2020-21 8/4</b>	<b>The Colleges Partnership</b>	
	<p>Tony Basham, Executive Director of The Colleges Partnership (TCP), was welcomed to the meeting to give an update presentation concerning the company's general situation and performance. Governors were reminded that TCP was a joint venture company set up with Bridgwater and Taunton College, the core business of which was to deliver training contracts to the military. The company was performing well having been stabilised with Tony's arrival after a period of uncertainty and it currently held a number of successful apprenticeship contracts and was starting to broaden its delivery further, with a number of commercial apprenticeships. Its staple contract with the Infantry was shortly up for renewal and good preparations were being made to be successful again with this. The company had recently acquired an end point assessment organisation, with two other colleges being involved in the governance of this aspect of the business, with a separate . There were significant plans to broaden this area of work, which were welcomed.</p> <p>Governors asked questions to remind themselves of the structure of the company and the level of surplus contributed back to each 'parent' college, plus whether future expansion may require a larger fixed cost base, but understood that with delivery taking place at employers' premises, this should only be marginal centrally. Some suggestions were made concerning possible other military links locally and other similar businesses which might helpfully be pursued. Governors welcomed the developments in TCP and its increasing business. It was noted that the College's financial plan was to continue the downward trajectory of reliance on TCP income.</p> <p>Tony was thanked for his informative report and the work he was leading in developing the TCP business.</p>	
<b>2020-21 8/5</b>	<b>Benchmarking analysis</b>	
	<p>The reports from the Tribal benchmarking analysis which had been carried out recently had been circulated previously, together with a summary report from the Deputy Principal Corporate Resources, setting out the key features. He highlighted to the meeting that the main impact of the reports was to identify and confirm those areas of activity which could benefit from further review in offering scope for saving, if nonetheless complex and interwoven with other areas of operation. This meant that some areas of ostensible saving may have undesirable knock-on consequences including resulting in higher areas of spending in associated areas, for instance such as technicians and teaching. The report inevitably identified higher costs associated with the operation of four campuses and the college's low core operating margin. The areas for further investigation were endorsed by the Board, along with the approach</p>	

	<p>being taken, and it was noted that these would be embedded into the Financial Recovery Action Plan.</p> <p>Governors recognised that the approach being taken was pragmatic, if challenging and counselled that as sales led recoveries were often more difficult to deliver, continued examination of costs was important.</p>	
<b>2020-21 8/6</b>	<b>Principal's report</b>	
	<p>The Principal's report had been circulated previously, with key issues addressed being the new management structure; cyber attacks on educational settings; an update on apprenticeship recruitment; completion of the LEP projects and TCP performance. Governors were also provided with an update for their information on the Swindon and Wiltshire Institute of Technology, of which the college is one of the delivery partners; the organisation is designed to be a collaboration between education providers and employers.</p> <p>The opportunities for funding from government for capital and other schemes was particularly noted, with a full list of opportunities discussed as appended to the Principal's written report, noting the very tight deadlines for response. The College was due to hear imminently whether it had been successful in its capital funding bid made in March 2021.</p> <p>The current LEP project at Salisbury and the LEP project at Lackham were both discussed and governors recorded their great pleasure and pride at the completion of both these projects and the accommodation coming into use recently. The final phase of the Salisbury project was now progressing, with the demolition of the Bourne building to take place in the Autumn. It was hoped that visits for all governors to the new accommodation could be organised as soon as possible.</p> <p>The arrangements for the approval of Heads of Terms for the disposal of Lackham land, as previously agreed in principle at the March 2021 meeting, was discussed, as set out in the Principal's report. It was noted that Sam Fox had previously declared an interest in this item and he took no part in the discussion or decision making concerning this item. After discussion, it was <b>agreed</b> that delegated authority be given to the Chair, Vice-Chair and Adrian Windo to approve the sale Heads of Terms, with Clive Barker also taking part in their review if available.</p> <p>The sale of the Lodge at Lackham was discussed. Governors had previously approved the disposal of this building in principle as part of the budget mitigations agreed in July 2020. Based on agent valuations a receipt of £300K had been anticipated, with completion by July 2021. A sale had now been agreed at a value of £337.5K and exchange of contracts was anticipated shortly. The sale of the Lodge, Lackham was <b>approved</b> at a price of £337,500.</p> <p>The Apprenticeships and Skills Minister's recent letter to all colleges concerning the introduction of the Skills and Post-16 Education Bill was noted, together with the receipt of the letter from the Education and Skills Funding Agency confirming the college's financial health grade and associated financial dashboard information were both received.</p> <p>The Principal was thanked for her report.</p>	
<b>2020-21 8/7</b>	<b>Balanced Scorecard</b>	

	The balanced scorecard which had been circulated previously was reviewed. It was noted that work experience placements, rated red, continued to reduce. Attendance had dropped slightly from target. Applications were a very positive indicator currently.	
<b>2020-21 8/8</b>	<b>Risk Register</b>	
	<p>Having agreed the new risk management approach at its last meeting, the provided report gave the initial update and it was noted that the next report would be made to the Governing Body in September 2021.</p> <p>The core risks presented were discussed and the appetite and residual scores were reviewed as set out in the report.</p>	
<b>2020-21 8/9</b>	<b>Quality of Education – Performance Data – presentation and update on Safeguarding</b>	
	<p>The Deputy Principal Curriculum and Quality gave a presentation concerning current performance data, showing student engagement for 16s to 18s, higher education and apprenticeships by levels and subjects. HE attendance had generally been maintained. Attendance was generally good and in answer to a question it was confirmed that rates continued to improve on previous years. It was requested that when providing data, the previous year should always be provided for comparison purposes.</p> <p>In respect of achievement, the process for teacher assessed grades (TAG) was explained and discussed, noting that over half of students would be either assessed as normal or with some adaptation to deadlines, or as the qualifications were competency based, these would continue as normal. Departments were aware of the requirements and were on track to deliver against the published guidance and would meet the deadlines.</p> <p>The Deputy Principal Curriculum and Quality was thanked for his report.</p> <p>The Chair referred to an updating note that he had received from the Safeguarding Link governor and who had given apologies for this meeting. It was agreed that the key items from his note from matters discussed at the recent Safeguarding Board be incorporated into the minutes. He had reported that safeguarding is well led, well managed, prioritised and fully compliant with statutory duties and ongoing improvement action plan. In his view the team was doing an excellent job.</p> <ul style="list-style-type: none"> <li>• The CallMy app (for alerting students and staff to a major emergency event on campus) was to be replaced with Teams. The Safeguarding Board had carefully reviewed this decision and confirmed that this would be a reliable replacement system.</li> <li>• The College had exceeded the recommended annual target for online training sessions, by holding three sessions in total, thus providing a strong degree of assurance and robustness.</li> <li>• Statistics on safeguarding supported incidents had been reviewed by the Board, with numbers running at 75% of the volume overall in the previous year, but there was presentation of more multiple issues, with 32% of students having multiple needs. The numbers of young people on a child protection plan or child in need plan had been examined. It was noted that the numbers of young people with mental health issues were increasing on those previously.</li> </ul>	<b>DPCQ</b>

	<ul style="list-style-type: none"> <li>Any fluctuations in trends were thought to be somewhat hidden this year because of the lock downs and Covid (students being out of college, etc.).</li> <li>All staff safeguarding issues reported had been fully investigated. Most incidents were a breach of professional standards, but to safeguard students robust action had been taken as appropriate. The Board satisfied itself that the college remained a safe environment.</li> <li>There had been no referrals under the Prevent legislation, which was consistent with the situation experienced with other partners and so the Board satisfied itself that there were no hidden issues not being identified.</li> <li>Good progress was being made with the safeguarding action plan, with 15 out of 16 actions recorded as green and one at amber, where the college had not as yet met the target for staff participation in Keeping Children Safe in Education (KCSIE) refresher training, but this was expected to have been achieved by year end.</li> </ul>	
<b>2020-21 8/10</b>	<b>Management Accounts and assumptions to be reflected in the Budget 2021-22</b>	
	<p>The Deputy Principal Corporate Resources apologised for the lateness in providing the management accounts to the Board for period 8 and period 9, which had been due to an exceptional production issue.</p> <p>The current financial position was presented, noting that income was ahead of budget but the year-end forecast had worsened slightly due to anticipated clawback of £60K against the ring-fenced Adult Covid Skills offer and the year end income forecast was projected to be £243K below budget. The overall income position was sustained by £627K of non-recurrent grants for catch up and College Collaboration Fund. There was a further upside from TCP income but AEB performance and apprenticeship achievement rates may cause a downside. Pay costs were £400K below budget and there was a £100K improvement on year-end position due to vacancy profiling and other decisions. The reduction is forecast pay projected the staff cost ratio below 70%. Non-pay costs were forecast to be £365K favourable to budget by year-end. The resulting full-year operating forecast before exceptional items was for a deficit of £483K, which was £388K favourable to budget. Projected financial health scores remained unchanged at Requires Improvement for 2020/21 and Good thereafter. Governors considered the cashflow position over the next 48 months.</p> <p>The Management Accounts were received.</p> <p><i>[Post- meeting note. A further check of the Management Accounts by management subsequent to the meeting identified an error related to a projected year end adjustment in which a corresponding adjustment was not made in next year's figures. As a result, the Management Accounts had overstated the minimum balance position by £500k next year. The revised position sees the projected minimum balance at £643k in April 2022, compared to the £1,105k previously reported to Governors.</i></p> <p><i>The implication is that based on the revised figures, the College would need to access the short-term loan/reprofiling facility agreed with DfE if the financial objective of having a £1m balance at our lowest point were to be met. It had been expected to utilise that facility next year and, despite this correction, the forecast cash position remains better than at the time funding was agreed through the IBR process, during which the cashflow model was subject to external scrutiny. Of course, this position remains subject to change based on</i></p>	

	<p><i>actual performance and the budget proposed for 2021/22 year. As the adjustment relates to the timing of payments and a similar adjustment was correctly made for the following year, there is no impact on the closing cash balance or 22/23 figures.]</i></p> <p>The budget assumptions for 2021-22 were reviewed. It was noted that following completion of the curriculum planning process and the receipt of funding allocations a number of areas had been identified as either risks or opportunities together with key assumptions.</p> <p>In respect of income, although 16 to 18 numbers had increased, the funding would remain static due to a reduction in the rate for industry placements and an offset adjustment for Covid specific funding not spent in the current year, although there could be further catch-up funding which had not yet been announced; adult education – the overall allocation remains in line with current levels; a considerable increase in activity for apprenticeships was planned as lockdown restrictions ease; HE – plan outputs were intended to be reduced to accord with current year levels as a result of a series of factors; School links – a small reduction on current year performance; other income – assumes the return of events not possible during the coming year, but student accommodation still considered to be a risk; The Colleges' Partnership income – assumed as in the IBR forecast prior to the joint venture's board review in June, with a possibility of some increase notwithstanding the medium term intention to reduce reliance on this income stream.</p> <p>In respect of costs – a detailed review of staff costs was being carried out in order to ensure that costs removed under the restructure programme were not re-introduced and that any growth was structural; a provision was to be made for further restructuring; non-pay, was difficult to forecast due to uncertainties over the extent of any recurring effects from the current year's operation but budget challenge meetings were underway; no guaranteed capital sum was available as the allocation methodology had moved to bidding; higher interest costs through the additional debt taken on to support the College's cash position.</p> <p>The presented budget assumptions were received and the Deputy Principal Corporate Resources was thanked for his reports.</p> <p>The Chair then noted that the draft Financial Recovery Action plan and the implementation of the recommendations from the Further Education Commissioner's Diagnostic Assessment team had been reviewed in detail at the Finance Working Group earlier in the afternoon, with good progress recorded. The Financial Recovery Action Plan would be submitted for approval to the Board alongside the Budget at the next meeting</p>	DPCR
<b>2020-21 8/11</b>	<b>Minutes of the last meeting</b>	
	The minutes of the meeting held 25 March 2021 and the following day's awayday on 26 March 2021, which had been circulated previously were agreed as a true record.	
<b>2020-21 8/12</b>	<b>Schedule of Actions</b>	
	The Schedule of Actions had been circulated previously and the Chair went through the document commenting on progress on outstanding items, with all in line for completion.	

<b>2020-21 8/13</b>	<b>Board make-up and proposals for change of the Instrument of Government and for a new appointment to the Governing Body</b>	
	<p>A report concerning the Board make-up had been circulated previously and the Chair commented on the benefit which could arise from recruiting additional governors when opportunities to do so arose and the proposal to amend the Instrument of Government was to allow some flexibility on numbers accordingly.</p> <p>A proposal had been made for the appointment of a new governor who would offer considerable land-based experience and knowledge, which was an area the Board had been seeking to have covered for some time. Governors considered the proposal.</p> <p>It was <b>agreed</b> to approve a change to Clause 2 of the Instrument of Government such that the maximum number of external governors at any one time be increased from 12 to 14; to seek an amendment to the Standing Orders to set out the detail of how the increased number may operate, for approval as soon as possible and, following the change to the Instrument of Government, to approve the appointment of Philippa Gray to the Governing Body, noting her considerable experience of land-based matters, which was an area of background knowledge which the Board had been seeking for some considerable time.</p> <p>The Clerk was requested to draft appropriate changes to the Standing Orders to address how the increased number in the Board may operate.</p>	<b>Clerk</b>
<b>2020-21 8/14</b>	<b>Inclusion in Governance</b>	
	A report making proposals concerning how the Board might address inclusion in its work, which was an objective it had set for itself, had been circulated previously. The Chair thanked Mags Patten and in particular the Clerk to the Corporation for their work in developing the report. It was agreed to postpone this item to the next meeting to give more time for discussion of this important topic and governors were encouraged to submit any comments they had concerning the report's recommendations in advance of the next meeting.	
<b>2020-21 8/15</b>	<b>Code of Good Governance for English Colleges</b>	
	<p>An updated version for consultation of the Code of Good Governance for English Colleges had been circulated previously. It was noted that a number of changes had been proposed to existing sections and a completely new section concerning sustainability had been added.</p> <p>Once the updated version of the Code had been finalised, this would be published for consideration for adoption. The Board would have a discussion at that time concerning whether to adopt the updated Code or possibly to adopt a different Code in future such as the Charity Code which was more straightforward.</p>	
<b>2020-21 8/16</b>	<b>Proposed Calendar of meetings 2021-22 academic year</b>	
	<p>The calendar of meetings which had been circulated, which had been developed to the pattern discussed at the Strategy Awayday, with half of meetings in the year as remote and half as face to face, was <b>approved</b>.</p> <p>The Chair encouraged governors both to make every effort to attend face to face meetings and to keep the afternoons of the face to face meetings dates</p>	

	clear as far as possible, so that the plan to include specific activities in college on those days could be fulfilled.	
<b>2020-21 8/16</b>	<b>Any Other Business &amp; Contribution to Outstanding Governance</b>	
	<p>The Chair commented on what had been a positive meeting and informed governors that a short annual self-assessment questionnaire and invitation to meet with him for a review meeting would be issued to governors shortly.</p> <p>The Principal added her thanks to governors for their engagement and questioning.</p>	
<b>2020-21 8/17</b>	<b>Date of Next Meeting</b>	
	This was noted as Thursday 1 July 2021 (and not as published on the agenda for the evening's meeting)	