

MINUTES OF A CORPORATION meeting
held remotely by 'Teams' on Thursday 25 March 2021
At 5.00 pm and the Strategy Awayday on Friday 26 March 2021 at 9.00 am

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| Present | Martin Clark (Chair), Harry Adam, Carlton Brand, Poppy Broster-Becker (until item 7/6), Clive Barker (until 7/21c), Amanda Burnside, Mark Carrol (until item 7/20), Jenny Davies, Iain Hutchison, Sam Fox (apart from item 7/10), Mags Patten (from 7/5), Lily Raynor (until item 7/20), Katie Walker, Jack Wills, Adrian Windo |
| In Attendance | <i>Iain Hatt (Deputy Principal Curriculum and Quality), Julian Wood (Deputy Principal Corporate Resources), Heather Cross (Clerk to the Corporation), Chris Moore, Finance Director, (for item 7/10)</i> |

| | Minute | Action |
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| 2020-21 7/1 | Apologies for absence | |
| | Apologies were received from Kieran Castle and Venetia Summers and from Mark Carrol, Poppy Broster-Becker and Lily Raynor for the Strategy Away day. | |
| 2020-21 7/2 | Declarations of interest | |
| | None | |
| 2020-21 7/3 | Chair's opening remarks | |
| | <p>The Chair welcomed Mark Carrol and Jenny Davies, new governors, to their first full meeting. Governors introduced themselves to one another.</p> <p>The Chair noted the appointment of Iain Hatt as Principal with effect from 1 August 2021 following a successful recruitment process, concluded at the end of February 2021 and subsequently confirmed unanimously by the whole Board through written resolution. Governors joined the Chair in congratulating Iain on his appointment.</p> <p>It was further noted that bids to both the T-Levels Capital Fund and the Further Education Capital Transformation Fund had been approved by written resolution recently in order to meet the DfE deadline.</p> <p>The Chair referred to the important item on the agenda concerning approval of the DfE Loan and Wiltshire Council loan refinancing arrangements and encouraged new governors to attend the quality and finance working groups in the future to increase their knowledge and understanding in more detail of these issues.</p> | |
| 2020-21 7/4 | Strategic Plan Bridging Year Proposed Objectives for 2021-22 | |
| | <p>The Principal gave a presentation to the meeting reminding governors of the main themes which were to be maintained and the objectives which had been in place and Iain Hatt presented the proposed objectives for the bridging year of the Strategic Plan. The following objectives were agreed:-</p> <p><i>The Beacon</i></p> <ul style="list-style-type: none"> • continue to improve student achievement and experience and achieve additional Grade 1 departments | |

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| | <ul style="list-style-type: none"> • further develop the Student Voice and additional activities for students • collaborate and consult on a new Strategic Plan 2022-2027 • Further develop mental health and wellbeing support for students <p><i>The Dynamo</i></p> <ul style="list-style-type: none"> • Continue to develop and deliver the curriculum strategy at all levels in line with local economic priorities • Implement Integrated Curriculum and Business Planning process • Remain flexible and agile as a college community and able to respond to local and national changes caused by the recovery from Covid-19 • Maximise the new building projects and their impact on recruitment and economic activity • Increase marketing activity for different groups of students – adult, apprenticeships, higher education and 16 to 18 <p><i>The Livewire</i></p> <ul style="list-style-type: none"> • Further develop digital capacity and capability for all staff and students and build on the online teaching and learning principles already developed • Introduce a digital first approach – develop a blended curriculum offer which maintains high standards and outcomes for students • Deliver a curriculum that responds and adapts to changing circumstances and the needs of students • Ensure agility in teaching, learning and assessment to be able to respond to ‘plan for jobs’ and ‘FE White Paper’ opportunities and reforms <p><i>The Drivers</i></p> <ul style="list-style-type: none"> • Continue to develop the staff wellbeing strategy recognising the impact caused by Covid-19 • Consider how new ways of working will impact on staffing models • Support and advance the ethos of racial equality and undertake further staff training on equality, diversity and inclusion • Embed the new senior management structure and reintroduce a middle manager development programme <p><i>The Rock</i></p> <ul style="list-style-type: none"> • Deliver year 1 of the financial recovery plan and a sustainable medium term financial strategy • Develop plans to improve future financial sustainability • Working closely with the Council develop a new Estates Strategy in line with demand, new ways of working and the local plans • Embed a more financially aware culture across the College • Implement new system and measures to identify and manage risk | |
| 2020-21 7/5 | Equality and Diversity Annual Report | |
| | <p>A summary of annual performance in respect of equality, diversity and inclusion information was presented. Governors reviewed the student outcomes assessed by achievement gaps for additional learning support, gender and ethnicity and the reductions in these which had been achieved. There was still a significant achievement gap for those in receipt of free school meals and looked after children. Workforce data was also reviewed and staff wellbeing information. The meeting was presented with information about</p> | |

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| | <p>unconscious bias training undertaken by staff and also a series of statistics showing progress and impact on equality, diversity and inclusion.</p> <p>The statistics were received. It was agreed that leadership information would be added to the presentation when circulated.</p> | |
| 2020-21 7/6 | Risk Appetite and Management | |
| | <p>A report making final proposals for a new risk appetite and management approach had been circulated previously. This built on the discussions held previously by the Governing Body and the Audit Committee which were in line with the recommendation made by the FEC team at the Diagnostic Assessment in November 2020.</p> <p>The circulated draft risk appetite statement was considered and was approved. The risk appetite levels were agreed as follows:-</p> <ul style="list-style-type: none"> • Academic risk – cautious • Financial risk – minimalist • Project/ Commercial ventures – flexible • Safeguarding – minimalist • Practical work and work placements – cautious • Operational risk – cautious • Risk of breaches of laws and regulations – averse. | |
| 2020-21 7/7 | Principal's Report | |
| | <p>The Principal's report had been circulated previously, with key issues addressed being – a successful initial Covid-19 mass testing programme and return to campus; initial course applications showing an increase; termination of sub-contract; online learning reviews; HE update; financial update; LEP projects progress, noting that Salisbury was due to be handed over in the coming week Governors were very pleased to hear about how high quality the building was and looked forward to an opportunity to view the accommodation.</p> <p>It was commented that a small number of colleges had experienced significant cyber attacks and this highlighted the importance of considering business continuity in this context. It was agreed that this would be updated more fully at the next meeting, including on the help being provided to the sector. It was also agreed that a future presentation be made to the governing body on the Colleges Partnership.</p> <p>It was noted that the college had been recently awarded a contract for nine Kickstart placements.</p> <p>The online learning reviews of teaching staff and what they comprised were noted. These had been strongly welcomed by staff.</p> <p>The Principal's report was received.</p> | P |
| 2020-21 7/8 | Key Performance Indicators/Balanced Scorecard | |
| | <p>The latest balanced scorecard which had been circulated was discussed and received. The position concerning apprenticeships was noted. Governors discussed the 'red' rated areas of work experience and industry placements as a result of the Covid restrictions.</p> | |

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| | Financial health had improved from inadequate to requires improvement, contingent on approval of the loans. Governors noted the anticipated further improvements but recognised the continued caution and attention required. | |
| 2020-21 7/9 | Annual Compliments and Complaints Report | |
| | <p>A report had been circulated previously. This identified the new process which now operated for complaints, which escalated complaints to stage 3 of the procedure and the desired effect having been achieved with complaints only being escalated where there was a legitimate rationale. It was noted that with the college closed for much of the year, complaints were at a low level and therefore this was an atypical year.</p> <p>The report was received.</p> | |
| 2020-21 7/10 | <p>Loan Documentation and Approval –</p> <p>a. the proposed £5m term loan facility agreement (Facility Agreement) between the Corporation of Wiltshire College & University Centre (as borrower) and The Secretary of State for Education (as Lender)</p> <p>b. the proposed £6.312m term loan facility agreement (Facility Agreement) between the Corporation of Wiltshire College & University Centre (as borrower) and Wiltshire Council (as lender)</p> | |
| | <p>Chris Moore, Finance Director, was welcomed to the meeting for this item.</p> <p>Sam Fox, a senior director at Wiltshire Council, declared an interest in this item and withdrew from the meeting. The meeting remained quorate throughout.</p> <p>The following matters were noted from the report dated 19 March 2021 which had been circulated prior to the meeting concerning the term loan facility to the Corporation of Wiltshire College & University Centre (Corporation) by the Secretary of State for Education (Lender) and the Finance Documents (as defined below):</p> <p>The Corporation intends to enter into:</p> <ul style="list-style-type: none"> • a facility agreement pursuant to which the Lender would make term loan facilities of up to £9,000,000 (Facilities) available to the Corporation (Facility Agreement); • a legal charge to be granted by the Corporation in favour of the Lender over the Corporation's Chippenham campus and Lackham Campus (Legal Charge); • a certificate of the Corporation to be given to the Lender by the Deputy Principal Corporate Resources and/or the Director of Finance to the Corporation certifying certain matters and documents in relation to the Corporation, as a condition precedent under the Facility Agreement (Certificate); | |

- an intercreditor agreement (**Intercreditor Agreement**) between the Lender, Wiltshire Council (**Council**) and the Corporation which among other matters, regulates the relationship between the Council's charge over part of the College's Lackham campus and Lender's security over the same property;

Finance Documents where used in this resolution means together the Facility Agreement, the Legal Charge, the Certificate and the Intercreditor Agreement.

Under the Facility Agreement:

- the Corporation is being offered term loan facilities of up to £9,000,000 but structured so that not more than £5,000,000 can be outstanding at any one time;
- the Facilities are to be used in order to provide working capital funding and to address its structural deficit;
- the Corporation agrees to perform various covenants and to give various representations and warranties and indemnities in favour of the Lender;
- interest would be payable at a rate equal to the PWLB Standard Rate;
- the Facilities were repayable by way of an amortised repayment schedule as set out in the Facility Agreement;
- the Corporation would be required, amongst other things, to enter into the Legal Charge and the Intercreditor Agreement as conditions precedent to the further availability of the Facilities;
- pursuant to the Legal Charge the Corporation would be granting certain security interests to the Lender including legal mortgages over each of the Chippenham campus and the Lackham campus as security for its obligations to the Lender including under the Facility Agreement; and
- the Corporation is required to enter into the Intercreditor Agreement to acknowledge certain priority and subordination arrangements regulating the rights between the parties thereto and to give certain undertakings to the Lender and to the Council.

The Corporation, having carefully considered matters **resolved** :-

- That the authorisation of the execution and delivery of the Finance Documents and the performance of the Corporation's obligations thereunder will not contravene any provision of the Corporation's constitution or any agreement or any obligations binding on the Corporation.
- That the Finance Documents do not cause an unacceptable risk to the Corporation.

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| | <ul style="list-style-type: none"> • That entering into the Finance Documents is in the best interests of the Corporation and furthers its educational objectives. • That entry into the Finance Documents be approved (subject in each case to such amendments as the Signatories (as defined below) approve). • That Amanda Burnside, the Principal and Martin Clark the Chair of the Governing Body, or any one of them with another member of the Corporation, (the Signatories) be authorised to sign and authorised to witness the affixation of the Corporation's seal for and on behalf of the members of the Corporation on such of the Finance Documents as are required to be executed as deeds. • That the Signatories be authorised to agree such amendments, variations and alterations to the Finance Documents as they in their absolute discretion see fit provided that they report promptly to the members of the Corporation any such amendments. ; • That the Signatories be authorised to make arrangements to deliver the Finance Documents to the Lender (directly or indirectly through solicitors acting for the Corporation and/or the Lender). • That the Signatories be authorised to execute for and on behalf of the Corporation all such other documents, agreements, certificates, notices, communications, or confirmations to be signed and /or despatched by the Corporation under or in connection with the Finance Documents to which the Corporation is a party and to do all such other things as may be required in connected with the Finance Documents. • That in respect of the operation of the loan under the Facility Agreement: <ul style="list-style-type: none"> a. Any one or both of the acting Deputy Principal Corporate Resources and Director of Finance be and are hereby authorised on behalf of the Corporation to give telephone instructions to the Lender for the operational purposes of the Facility Agreement. b. Any one or both of the acting Deputy Principal Corporate Resources and Director of Finance be and are hereby authorised on behalf of the College <ul style="list-style-type: none"> i. To give all written instructions to the Lender in respect of the drawdown and continuance of the loan facility under the Facility Agreement ii. To give written confirmation of all instructions that is not given to the Lender in writing iii. To give the Certificate to the Lender | |
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- iv. To sign any notices required to be given pursuant to the Legal Charge.

A report dated 19 March 2021 concerning the term loan facility to the Corporation of Wiltshire College & University Centre (**Corporation**) Wiltshire Council (**Lender**) and the Finance Documents (as defined below) had been circulated to the members of the Corporation from the Director of Finance and the following matters referred to in the report were noted:

The Corporation intends to enter into:

- a facility agreement pursuant to which the Lender would make a term loan facility of up to £6,312,000 (**Facility**) available to the Corporation (**Facility Agreement**);
- a legal charge to be granted by the Corporation in favour of the Lender over the Corporation's Lackham Campus (**Legal Charge**) – it was noted the Legal Charge would not include the site (**Sale Land**) which the Council was in discussion with the Corporation to buy;
- an intercreditor agreement (**Intercreditor Agreement**) between the Lender, The Secretary of State for Education (taking a second charge over the same extent of the Lackham campus being charged to the Lender) and the Corporation which among other matters, regulates the relationship between The Secretary of State for Education's second charge and the Lender's security over the same property;
- a pre-emption agreement setting out certain agreed matters in relation to the Sale Land

Finance Documents where used in this resolution means together the Facility Agreement, the Legal Charge, the Intercreditor Agreement and the Pre-emption Agreement.

After careful consideration, the Corporation **resolved** as follows :-

- That the authorisation of the execution and delivery of the Finance Documents and the performance of the Corporation's obligations thereunder will not contravene any provision of the Corporation's constitution or any agreement or any obligations binding on the Corporation.
- That the Finance Documents do not cause an unacceptable risk to the Corporation.
- That entering into the Finance Documents is in the best interests of the Corporation and furthers its educational objectives.
- That entry into the Finance Documents be approved (subject in each case to such amendments as the Signatories (as defined below) approve).
- That Amanda Burnside, the Principal and Martin Clark the Chair of the Governing Body, or any one of them with another member of the

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| | <p>Corporation, (the Signatories) be authorised to sign and authorised to witness the affixation of the Corporation's seal for and on behalf of the members of the Corporation on such of the Finance Documents as are required to be executed as deeds.</p> <ul style="list-style-type: none"> • That the Signatories be authorised to agree such amendments, variations and alterations to the Finance Documents as they in their absolute discretion see fit provided that they report promptly to the members of the Corporation any such amendments. ; • That the Signatories be authorised to make arrangements to deliver the Finance Documents to the Lender (directly or indirectly through solicitors acting for the Corporation and/or the Lender). • That the Signatories be authorised to execute for and on behalf of the Corporation all such other documents, agreements, certificates, notices, communications, or confirmations to be signed and /or despatched by the Corporation under or in connection with the Finance Documents to which the Corporation is a party and to do all such other things as may be required in connected with the Finance Documents. • That in respect of the operation of the loan under the Facility Agreement: <ul style="list-style-type: none"> c. Any one or both of the acting Deputy Principal Corporate Resources and Director of Finance be and are hereby authorised on behalf of the Corporation to give telephone instructions to the Lender for the operational purposes of the Facility Agreement. d. Any one or both of the acting Deputy Principal Corporate Resources and Director of Finance be and are hereby authorised on behalf of the College <ul style="list-style-type: none"> v. To give all written instructions to the Lender in respect of the drawdown and continuance of the loan facility under the Facility Agreement vi. To give written confirmation of all instructions that is not given to the Lender in writing vii. To give the Certificate to the Lender viii. To sign any notices required to be given pursuant to the Legal Charge. | |
| <p>2020-21 7/11</p> | <p>Management Accounts – January and February 2021</p> | |
| | <p>The Management accounts for January and February 2021 had been circulated previously and were received. It was noted that the February 2021 Management Accounts showed a lower operating deficit largely due to greater confidence in apprenticeship income; the college's cash position for 2020/21 had eased due to delays to capital expenditure, subject to loans being received in April 2021; there was a remaining risk on income and expenditure, including on the Adult Education Budget, apprenticeships and the completion of the restructuring programme.</p> <p>Governors were informed that the Education and Funding Agency has recently determined that the clawback threshold for adult education funding was to be 90% for the current year, whereas this had been at 68% for the previous year, due to Covid-19. The college was taking steps to secure 91% of allocation, but</p> | |

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| | it was recognised that many colleges were likely to experience difficulties with the threshold announced. | |
| 2020-21 7/12 | Verbal report from Quality Working Group held 25 March 2021 | |
| | The Chair of the Quality Working Group commented on detailed discussions at the QWG concerning the Quality Improvement Plan saying that whilst the Deputy Principal Curriculum and Quality had drawn attention to the areas where targets had not been achieved, it was commendable in the circumstances how many of the targets had been met. Governors welcomed the significant developments which had been achieved in online teaching methods. | |
| 2020-21 7/13 | Quality Improvement Plan | |
| | The latest quality improvement plan had been circulated previously. It was noted in particular that apprenticeship achievement would not reach the 72% target, due to Covid-19 effects. Targets were reviewed. It was agreed that in future the change of status on targets would be shown more clearly in the plan updates. | DPCQ |
| 2020-21 7/14 | Minutes of the last meeting held 28 January 2021 | |
| | The minutes of the last meeting which had been circulated previously were accepted as a true record. | |
| 2020-21 7/15 | Schedule of Actions | |
| | The latest schedule of actions which had been circulated was received . | |
| 2020-21 7/16 | Inclusion aspect of Outstanding Governance and Membership Issues | |
| | The inclusion item was postponed to the next meeting. The Chair reported on the college's participation in the pilot programme provided by Peridot Partners in sourcing governors for colleges and for this college had been commissioned to find a new governor with strategic FE curriculum experience. Shortlisting and an interview had taken place, however, none of the candidates put forward had been deemed suitable, but one candidate was potentially identified who may be available later in the year and contact details had been retained. The Chair and Vice-Chair were due to interview a possible candidate who offered land-based knowledge and experience who had been identified directly. This was an area in which the Governing Body had been hoping to find a possible governor for some considerable time. Subject to suitability a recommendation may be made to the next meeting, but this would be subject to changes to the Instrument of Government because of overall numbers of external governors currently. The situation was noted . | |
| 2020-21 7/17 | Deputy Principal Curriculum & Quality Recruitment arrangements | |
| | Iain Hatt spoke to the report which had been circulated previously. It was a requirement that the Governing Body approve the arrangements for a recruitment panel for this senior postholder position. The general arrangements for recruitment of a new Deputy Principal Curriculum and Quality as proposed in the report were approved . The recruitment panel of the Chair, Vice-Chair, Principal, Principal Designate and Katie Walker and Iain Hutchison was agreed . | |

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| 2020-21 7/18 | Verbal report from AoC SW Governance Conference | |
| | Three governors had attended this event earlier in the week. The sessions on Ofsted and sustainability at the conference had been considered to be very useful. | |
| 2020-21 7/19 | Letter from FE Commissioner | |
| | The letter from the FE Commissioner dated 22 February 2021 had been circulated previously. This was Sir Richard Atkins last letter to colleges prior to his retirement. The letter referred amongst other things to changes to financial benchmarks to be used, which were noted. | |
| 2020-21 7/20 | Date of Next Meeting | |
| | This was noted as Friday 26 March 2021 for the Strategic Planning Day, being held on the following day (Minutes of this meeting given below). Subsequently, the following next meeting was to be held on Thursday 20 May 2021. | |
| 2020-21 7/21 | Strategic Planning Day – Friday 26 March 2021 | |
| | <p>The Chair and Principal welcomed governors to the Strategy Planning day. The following documents had been circulated in advance as background - The White Paper, Skills for Jobs; Lifelong Learning for Opportunity for Growth; The Independent Commission for the College of the Future report;</p> <p>a. <u>Horizon scanning for the region – economic growth and developments – presentation and discussion with Paddy Bradley, Chief Executive SWLEP</u> Paddy Bradley was welcomed to the meeting and gave a most informative presentation on key development sectors for the LEP area.</p> <p>Governors discussed areas in which the college could make a significant contribution. It was noted that ‘green’ jobs were at the heart of the economic revival; there was increased public interest in jobs with social value and perceived contribution, although it was recognised that public money for their development would be very tight; digital skills equated with job opportunities and vice-versa; companies which offered genuine customer care should see business growth; there was growth opportunity in high skills jobs; opportunities would be present in currently struggling sectors where people could offer new thinking; the population was ageing and the workforce would need to be replaced and upskilled; agility and responsiveness was needed on the supply side and there were clear requirements on the demand side; skilled work would increase as a result of increasing use of AI, with customer care and human interaction very important; STEM very important for the area.</p> <p>In discussion it was noted that there was much evidence of flow from city to rural living, with increasing preferences for home working at least for some of the time. Reliable, resilient broadband became much more critical. Retro-fitting homes with green energy solutions was going to be important. Creative and social care work would continue to be</p> | |

important. Digital and media production were very big areas. The social value of capital schemes may be more readily recognised by the Treasury in future, following changes to the Green Book (Treasury guidelines for investment). Most businesses in the area were small and this continued to make engagement with them difficult, and collaboration was made more problematic by their size, but ways to engage needed to be developed.

Governors thanked Paddy for his stimulating and information-rich presentation.

b. Key influencers on the new Strategic Plan

The Principal and the Deputy Principals presented about the key influencers on the new Plan, concerning the regional agenda, the policy drivers in the White Paper and the College of the Future, considerations about Digital future and new ways of working, qualifications demands in the future and the estates strategy and workforce strategy.

Governors noted the importance of completely different marketing approaches required to work with employers and commented that the possibility of co-development or delivery with the Council and LEP might be explored. The timing of the next Ofsted inspection was discussed. The new qualifications being introduced were discussed, which may restrict what the college could offer, being part of a regulated sector. Many of the new qualifications were rigorous and precise in their requirements. The importance of progression routes and students transitioning to further study was acknowledged. Agility would be required to change the curriculum when it was not working well. Demographic growth in 16 to 18 year olds over the next ten years was noted. It was felt that more in the future plan should be present to articulate issues to address mental health, social awareness and resilience.

The White Paper emphasised collaboration rather than competition and the greater involvement with employers which was the key message. It was felt that it underplayed the civic mission of colleges, pace of change was unclear, together with the detail of funding and how future intervention would operate.

The College of the Future report was discussed, with the themes of people, productivity and place. Increased working with colleges in the region was endorsed. It was suggested that governors would benefit from updating on the Institute of Technology concept.

The introduction of T levels was discussed. These would be part of a mixed model of courses.

In discussions about the Estates Strategy, which was being developed, the influencers of curriculum delivery, customer preference, finance and investment and regulation and requirements were all noted, along with specific aspects for each campus.

Key themes of sustainability, digital, partnership, place and workforce were recognised as critical to take forward into the new Strategic Plan.

- c. Meeting Students, discussing digital futures and teaching and learning
Governors met groups of students in groups and discussed common themes from the discussions. Digital skills and participation in online lessons had increased over time with increased confidence, but students really welcomed coming back and engaging face to face and the interactions which being in college provided. Students had anxiety about lack of practical time and access to workshops. Mature students had found it more difficult to get to grips with technology.

Governors really welcomed the opportunities to meet students and to hear their experiences and comments and asked that thanks be conveyed to staff for setting up the meetings and students for taking part.

- d. Governance – the White Paper proposals, governance self-assessment and review and meeting arrangements for 2021-22 year

The Clerk gave a presentation on the governance recommendations in the White Paper and proposed a three year scheme for self-assessment which had been discussed initially with the Chair.

Governors approved the proposals for self-assessment put forward.

Governors discussed the arrangements for meetings in 2021-22 year. It was agreed that a mix of remote and face to face meetings should be planned, with an emphasis on other activities taking place in which governors could engage on the occasions for meetings on site. It was agreed that the calendar for next year be developed with an even split of face to face and virtual meetings.

- e. Summary and next steps

A series of key words identified during the day were discussed and governors looked forward to the plans for developing the Strategic Plan further based on the discussions and themes which had been developed through the day.

The Chair thanked senior staff for organising the very productive day and looked forward to a programme to develop the Plan through consultation and discussion, with a timetable for completion.