

**MINUTES OF A CORPORATION**  
**Meeting held on Tuesday 28 June 2022**  
**At 5.00 pm at Trowbridge Campus**

<b>Present</b>	Martin Clark (Chair), Daisy Agathine-Louise (remote - from item 9) Carlton Brand, Jenny Davies, Philippa Gray, Cathryn Giles, Iain Hatt, Lily Raynor-Blundell, Mags Patten (remote), Katie Walker, Jack Wills (from item 5)
<b>In Attendance</b>	<i>Oliver Symons (Deputy Principal Curriculum and Quality), Steve Campion (Deputy Principal Corporate Resources ) and Heather Cross (Clerk to the Corporation)</i>

	<b>Minute</b>	<b>Action</b>
<b>2021-22 8/1</b>	<b>Apologies for absence</b>	
	Apologies were received from Harry Adam, Clive Barker and Mark Carroll	
<b>2021-22 8/2</b>	<b>Declarations of interest</b>	
	None	
<b>2021-22 8/3</b>	<b>Chair's opening remarks</b>	
	The Chair welcomed governors to the meeting and congratulated Lily Raynor-Blundell on her appointment as Head of Engineering. He highlighted the key items on the agenda including the consideration of the budget for 2022/23 year, the sign off of the Strategic Plan and the approval of the detail of the governance changes previously agreed in principle. The meeting would also be notable for saying farewell to Jack Wills who had served so well as a governor over the past 9 years.	
<b>2021-22 8/4</b>	<b>Approval of Strategic Plan</b>	
	<p>The Principal was invited to introduce the updated and final version of the Strategic Plan following further recent consultations and which had been circulated previously.</p> <p>The Principal thanked everyone who had contributed to the Plan and spoke about the intentions for launching it. He showed a video which was being finalised, intended to bring out different student voices and to highlight the aspects of the Plan considered to be most important. Postcards and other marketing material had been placed on the meeting table for information, all picking up the theme of 'We Are'. Staff briefings to introduce the new plan were scheduled for the following week. In answer to a question, it was confirmed that the video was still being finalised and would be placed on the website, embedded as part of the Strategic Plan, plus slightly different versions were being prepared for different promotional activity, for instance in going into a school.</p> <p>It was noted that following the discussion at the awayday in May concerning highlighting employers in the plan more explicitly, that the document had been reviewed to take all opportunities to do this. Governors welcomed the</p>	

	<p>opportunity early in the new academic year to discuss the Marketing Strategy and welcomed the involvement of creative students in preparing materials.</p> <p>The Chair marked this as a significant moment in the life of the college to approve a new Strategic Plan and commented that the new wording of the mission was distinctive. Considerable thanks were given to the Principal for his work in leading the Plan's development.</p> <p>Governors <b>approved the Strategic Plan 2022 – 2027.</b></p> <p>The Principal spoke about the implementation of the Plan, the associated marketing plan and links to a refresh of the prospectus, plus staff briefings and the development of the 5 themes for delivery. Key stakeholders, including those who had been part of the consultation would be provided with a copy and the Plan would be placed on the website.</p>	
<p><b>2021-22 8/5</b></p>	<p><b>Progress on Estate Strategy</b></p>	
	<p>A progress report and presentation on the development of the new Estates Strategy was given to the meeting by the Deputy Principal Corporate Resources. Fusion, the College's partner in developing the strategy, were due to report on the draft strategy at the September meeting of the Finance and Resources Committee and the final recommendation of the Strategy would be presented for approval by the Board at its October meeting.</p> <p>It was noted that funding from the Department for Education for approved capital schemes had been received, enhancing temporarily the college's cash position. A bid had been made for Wave 4 T-level capital funding and a decision was awaited. A decision on the bid for £7 million further capital works at Salisbury was still awaited, a key aspect being that the footprint for the site was significantly beyond the new space norms for required and anticipated student numbers, which were not applicable when the current new build was approved. In response to governors questions the Principal explained that the Department for Education was considering the college's case concerning the range of future developments and potential growth at the site and securing value for money. It was understood that approval was about to be granted, but official confirmation had yet to be provided.</p> <p>Governors asked questions concerning the interest in T-level programmes to date and it was confirmed that the numbers were good, apart from in Digital where the new course start was being considered for a year's postponement. The College's partnership with the NHS in the area of health, with guaranteed placements, had been very attractive. The College had a strong BTEC Business course and a decision was imminent over whether this should be replaced.</p> <p>It was noted that feasibility studies for the introduction of photo voltaic panels at three campuses, as part of a commercial deal which would not require college investment, were being investigated and if feasible would be brought to governors for approval. The College was about to re-engage a sustainability consultant to work on a sustainability plan covering both estates and curriculum aspects and this would be referenced in the Estates Strategy.</p> <p>Governors looked forward to considering the final proposals for the Estates Strategy in the Autumn term.</p>	

2021-22 8/6	<b>Budget 2022/23 and 3 year financial plan</b>	
	<p>The proposed budget for 2022/23 and 23/24 financial plan projections had been circulated previously. It was noted that the budget had been tested and scrutinised in meetings with a governor with finance experience and also separately with the Chair of the Board prior to issue to the Board.</p> <p>It was noted that the proposed budget for 22-23 was achievable although there were a number of challenging factors. The current year position was looking very healthy, with income well above budget and significant staff savings. The contribution from the Colleges Partnership was positive, but there was some volatility concerning the final quarter. There were challenges for the main college including apprenticeship completions and end point assessment and timely success. In the area of adult funding, the college had to achieve 97% target threshold or incur clawback and the current position was still tight.</p> <p>Key features of the budget for 22-23 were noted as:-</p> <ul style="list-style-type: none"> <li>• A 3.5% increase in income to £38.9m t/o, driven by an increase in national funding for 16 to 18 year olds, only the second in ten years. The increase came with a requirement to deliver an additional 40 hours of teaching.</li> <li>• Income growth cancelled out by both pay and non-pay inflationary pressures.</li> <li>• A budgeted pay award was included – further discussion on this was required.</li> <li>• A small surplus of £976K, equating to 2.5% of revenue, was allowed for.</li> <li>• The Colleges Partnership (TCP) performance remained significant in the overall financial position.</li> <li>• The budget would be challenging through significant non-pay inflation in all areas and securing student recruitment was critical. Improving student group sizes and efficiency was key to continued success and the ability to reward staff through pay award increases and invest in resources to deliver the strategic plan and estates strategy.</li> <li>• Financial health calculated as 'good'</li> </ul> <p>Governors asked questions concerning contingencies allowed for inflation, which was increasing, especially with fuel and noted the risks and pressures on the budget. Governors noted that TCP continued to be a significant contributor to the projected surplus and the overall position would be marginal without this.</p> <p>Considerable discussion took place concerning the pay award to be made. A revised AoC pay recommendation had only been very recently received – 2.5% for all staff, and a non-consolidated one-off payment of £750 to lower paid staff and £500 to all other staff. The pay request from UCU was for 10% and a ballot for industrial action was to take place. It was recognised that meeting this was unattainable without very substantial savings including in staff, plus consequential reductions in services, which was unsustainable. Governors also debated whether all payments made might be consolidated.</p> <p>Discussion focussed on when a non-consolidated payment would be most beneficial and staff governors commented that they considered staff would prefer to receive such payments as soon as possible.</p>	

	<p>After further debate it was AGREED that a 2.5% pay award be made to all staff from 1 August 2022, a non-consolidated payment of £500 for all except lower paid staff who would receive £750 full time equivalent and that the 22-23 budget be amended accordingly to reflect these decisions. Staff would be informed about the implementation of these proposals as soon as possible.</p> <p>With these amendments the budget for 22-23 was AGREED. The submission of the amended budget and the 23-24 financial forecasts were AGREED to be submitted to the Education and Skills Funding Agency.</p> <p>Governors requested to be kept informed about the progress of union negotiations.</p>	P
<b>2021-22 8/7</b>	<b>Subcontracting proposals 2022/23</b>	
	<p>A report recommending 2022/23 list of subcontractors and indicative funding allocations and the Subcontracting Policy for 2022/23 had been circulated previously.</p> <p>It was noted that due diligence checks had continued to be carried out on subcontractors, with a focus on safeguarding.</p> <p>The Subcontracting Policy, the recommended list of sub-contractors and indicative funding allocations were AGREED.</p>	
<b>2021-22 8/8</b>	<b>Student Union Constitution - Proposal for Change</b>	
	<p>A proposal report for change had been circulated previously, made as a result of the current arrangements not working effectively. It is a requirement of the Articles of Government that the Board approves the Student Union constitution. The proposal was for a new constitution and the student body to be known as the Student Alliance. This body would not be affiliated to the National Union of Students. It was understood that a number of colleges were choosing no longer to be affiliated.</p> <p>Governors reviewed the proposals, noting that students supported them but would not be aware of significant practical change as a result, other than for executive officers having an easier constitution to work with. In discussion it was agreed that the concept of a student alliance was more appropriate to FE and more straightforward organisational arrangements would assist working. The minutes of Student Alliance meetings would be received by the Quality and Standards Committee from time to time as part of hearing student voice. Governors looked forward to new student governors being appointed.</p> <p>The change to the Student Constitution was AGREED.</p>	
<b>2021-22 8/9</b>	<b>Principal's Report</b>	
	<p>The Principal's report had been circulated previously. Key issues concerning quality of education, applications and enrolment, the annual strategic conversation with the ESFA and the Further Education Capital Transformation Fund were noted.</p>	

	<p>The Principal spoke to his report and flagged the ongoing significant challenges with staff turnover and recruitment. There were concerns relating to student recruitment as a result of ongoing Covid effects where more level 3 students had been enrolled in the current year, so there could be fewer in the coming year, plus the prospect of grade deflation in results.</p> <p>Changes to Ofsted arrangements were due from September and the Quality and Standards Committee would receive a detailed report at its first meeting. The College was in scope for inspection during the coming year.</p> <p>Learning and Skills Improvement Plans – it was understood that Business West had submitted a proposal to central government covering Wiltshire and Swindon to be the employer representative body. If appointed, the college would seek to develop its relationship with Business West.</p> <p>The positive outcome letter from the Annual Strategic Conversation was circulated with the Principal's report and the Board welcomed this, noting the attendance of the Chair and Dr Carlton Brand at the meeting together with management.</p> <p>End of year celebrations were planned for 8 July. Campus briefings were taking place in the previous week and governors were welcome to attend both events.</p> <p>The safeguarding appendix report was noted. The safeguarding governor reported on his regular meetings with the safeguarding team and his satisfaction with the arrangements and operation. The college was continuing to use the software, OurConcern for the next three years. A new Student Services manager role was being introduced, allowing the existing manager to focus fully on safeguarding, recognising the significantly increased workload in this area.</p> <p>The Principal was thanked for his report.</p>	
<b>2021-22 8/10</b>	<b>Key Performance Indicator Targets/ Balanced Scorecard</b>	
	The Balanced Scorecard had been circulated previously and was received. It was noted that for the future new Key Performance Indicators would align with the new strategic plan and trends would be visible.	
<b>2021-22 8/11</b>	<b>Quality Improvement Plan</b>	
	<p>A current update to the Quality Improvement Plan had been circulated previously. The year had continued to be challenging and a number of challenges remained in some key areas. 9 areas showed good progress with actions on track. Significant work had progressed to fully implement a safeguarding culture. Intervention and quality improvement activity continued to focus on four areas where some progress had been made. Attendance was still an issue and changes to the tutorial model were felt would help for the future. A programme for all students, 'We are ready' concerning careers and citizenship was to be delivered by personal development coaches. Further work on English and Maths was noted. All students were planned to go through a Skills Scan at the start of the year.</p> <p>Governors discussed the challenges posed for students taking exams for the first time for a number of years this year.</p>	

	<p>The changes planned to the staff SAR template were noted.</p> <p>The Deputy Principal Curriculum and Quality was thanked for his report.</p>	
<b>2021-22 8/12</b>	<b>Management Accounts</b>	
	<p>The Management accounts for period 9 (April) – had been circulated previously.</p> <p>The following key features were noted from the report – the college continued to build on its financial recovery since the pandemic. The year end forecast was ahead of budget at 1803K against an original budgeted surplus of £735K.</p> <p>The Management Accounts were received.</p>	
<b>2021-22 8/13</b>	<b>Internal Audit Appointment and Internal Audit Plan 2022/23</b>	
	<p>A report recommending the appointment of new internal auditors, the firm TIAA had been circulated previously. A tender and selection process had taken place involving the Chair of the Audit Committee.</p> <p>The appointment of TIAA as internal auditors for the college with effect from the 2022/23 year was AGREED.</p> <p>The proposed Internal Audit Plan which had been circulated for the 2022/23 year was APPROVED.</p>	
<b>2021-22 8/14</b>	<b>External Audit Plan for the Audit of 21/22 year</b>	
	<p>The External Audit Plan from Bishop Fleming for their audit of the 21/22 year, as recommended by the Audit Committee which had been circulated previously was APPROVED.</p>	
<b>2021-22 8/15</b>	<b>Minutes of the meeting held 19/20 May 2022 and matters arising</b>	
	<p>The minutes of the meeting held 19/20 May 2022 which had been circulated previously were approved as a true record of the meeting.</p>	
<b>2021-22 8/16</b>	<b>Vice Chairs Appointments</b>	
	<p>A report concerning the Vice Chair positions on the Board had been circulated previously. On the retirement of Jack Wills from the Board at least one new Vice-Chair was required to be appointed with effect from 1 August 2022.</p> <p>Dr Carlton Brand had indicated his willingness to serve as Vice-Chair for the period 1 8 22 – 31 7 23. Governors thanked him for doing so and his appointment as Vice-Chair was unanimously APPROVED.</p> <p>The Chair reminded other governors that another Vice-Chair position remained vacant and encouraged them to consider applying in future.</p>	

<b>2021-22 8/17</b>	<b>Proposal for the short extension of the Chair's term of office</b>	
	<p>It was noted that Martin Clark's second term of office would come to an end in April 2023 and with it his period of office as Chair of the Corporation. Martin had expressed his willingness to serve until the end of the academic year, until 31 July 2023.</p> <p>Martin left the meeting whilst his situation was considered and governors strongly welcomed the extension to his term of office as proposed by Carlton Brand and seconded by Philippa Gray. It was unanimously APPROVED that Martin Clark's term of office as a governor be extended until 31 July 2023 and also his office as Chair of the Corporation.</p>	
<b>2021-22 8/18</b>	<b>Schedule of Actions and updated report on Governance Action Plan 2021-22 year</b>	
	<p>The report showing progress with actions was received.</p> <p>The Clerk was asked to continue work to list out all policies that required Board approval.</p>	
<b>2021-22 8/19</b>	<b>Governance Arrangements for 2022-23 year onwards and consequential decisions</b>	
	<p><u>Terms of reference for Finance and Resources and Quality and Standards Committees</u> Proposed terms of reference for these committees had been circulated previously and were APPROVED.</p> <p>It was noted that the work of these committees in relation to the Board would be carefully planned and developed through the year and a meeting of Chairs would take place to plan Board agendas</p> <p><u>Committee memberships, Committee Chairs and other governor responsibilities</u></p> <p>A circulated list of posts held and committee membership which had been previously circulated was APPROVED.</p> <p>It was suggested that the role of link governor description might be helpfully revisited and that the various roles be considered. It was unclear whether the role of governor on the Board of TCP was stipulated to alternate and therefore with Jack Wills resignation, the next position should be made by Bridgwater and Taunton College – this would be clarified.</p> <p><u>Schedule of Business and final meetings calendar for 2022/23 year</u> The Schedule of Business had been circulated previously and was APPROVED, whilst noting that the schedule would develop through the year according to need. The final meetings calendar for 2022/23 year was noted.</p> <p><u>Changes to Standing Orders</u> Proposed changes to Standing Orders to reflect the new governance arrangements as circulated were APPROVED</p>	<b>Clerk</b>

<b>2021-22 8/20</b>	<b>Governance Self-Assessment Proposals</b>	
	<p>A report making amended proposals for self-assessment had been circulated previously. An internal self -assessment review and an individual conversation annually with the Chair would take place each year of internal review, with an external review every third year. A questionnaire would shortly be issued and the Chair was to set up conversations over the summer.</p> <p>The amended arrangements were APPROVED.</p>	
<b>2021-22 8/21</b>	<b>Proposal for the appointment of a new governor</b>	
	The details of prospective governor, Lucy Townsend, Corporate Director of People at Wiltshire Council had been circulated previously. It was AGREED that subject to satisfactory subsequent interview, Lucy Townsend be appointed as a governor for a first four year term of office.	
<b>2021-22 8/22</b>	<b>Vote of Thanks</b>	
	The Chair on behalf of all governors recorded heartfelt thanks to Jack Wills on his retirement from the Board after excellent service as a governor since 2013 and as Vice-Chair over the past three years, noting in particular his commitment to attending college events and meeting staff and students. A farewell thank you gift was presented to Jack, who thanked everyone for the privilege that he had enjoyed in being part of changing students' lives. He wished the college every good wish and considered it well set for the future.	
<b>2021-22 8/23</b>	<b>Contribution to outstanding governance</b>	
	A short confidential session of external governors only took place at the end of the meeting.	
<b>2021-22 8/24</b>	<b>Date of Next Board meeting</b>	
	The next meeting was noted as 18 October 2022. The Chair thanked all governors and staff for their contribution and wished all a good summer.	