

**MINUTES OF A CORPORATION meeting
 held online on Tuesday 14 December 2021
 At 4.45 pm**

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| Present | Martin Clark (Chair)*, Harry Adam*, Clive Barker, Carlton Brand (from item 4), Mark Carrol, Jenny Davies*, Sam Fox, Philippa Gray*, Iain Hatt*, Lily Raynor-Blundell (from item 4), Katie Walker*, Jack Wills, Adrian Windo* |
| In Attendance | <i>Ollie Symons (Deputy Principal Curriculum and Quality)*, Julian Wood (Deputy Principal Corporate Resources)*, Heather Cross (Clerk to the Corporation)*; Nathan Coughlin, Bishop Fleming, Financial Statements Auditors, for item 8 only.</i> |

| | Minute | Action |
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| 2021-22 4/1 | Apologies for absence | |
| | Apologies were received from Cathryn Giles and Mags Patten who were unwell. | |
| 2021-22 4/2 | Declarations of interest | |
| | None | |
| 2021-22 4/3 | Chair's opening remarks | |
| | <p>The Chair welcomed everyone to the meeting. He apologized that the meeting was being held online when the original meeting plan had been for a face to face meeting, but the decision to change the mode had been vindicated from the current Covid situation. He noted the recent receipt of the formal report from the Ofsted monitoring visit concerning safeguarding showing a creditable result and welcomed this.</p> <p>He drew governors attention to the advert for the post of Deputy Principal Corporate Resources having been launched at the beginning of December with a closing date in the third week of January and shortlisting planned for 25th.</p> | |
| 2021-22 4/3 | Self-Assessment Report 20/21 and Quality Improvement Plan | |
| | <p>The draft Self-Assessment Report and Quality Improvement Plan had been circulated previously.</p> <p>The draft self-assessment report had been presented in detail in a dedicated session prior to the main Board meeting attended by most governors (shown by an asterisk in the attendance above). The following key features had been discussed.</p> <p><i>The Deputy Principal Curriculum and Quality reminded governors of the process for assessment of colleges set out in the Education Inspection Framework (EIF) from Ofsted and the process of self-assessment. He then presented the key features from the self-assessment for 2020-21, noting that overall Covid had had a considerable impact on the students and college operations over the 20/21 year.</i></p> | |

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| | <p><i>The overall intent, implementation and impact of the curriculum were recognised. The key strengths were noted, with all main college grades self-assessed internally as ‘good’ (overall effectiveness; quality of education; behaviour and attitudes; personal development and leadership and management). There had been a slight decline in department grades. The top five areas for improvement or risks were noted as achievement and attainment; teaching, learning and assessment; personal development and enrichment, student progress and support and employer partnerships and curriculum design. With the latter it was noted that the college’s ambition was to change the current good employer engagement into genuine employment partnerships.</i></p> <p><i>There were 20 courses highlighted that had high student volumes and where 100% achievement had been achieved, which was indicative of excellent teaching.</i></p> <p><i>In discussion Governors asked questions concerning the impact of staff turnover; the impact of extra support assisted by catch -up funding on assisting students with English and Maths; the difficulties caused by students having not had the benefit of the usual course choice advice as a result of online enrolment – and the decision to discontinue this in future for most courses as a result. Governors commented on taking additional assurance on the accuracy of results through the very low numbers of challenges to assessment grades, which was not the experience in many colleges. There was discussion about the extent to which the student voice was represented in the SAR and it was suggested that charts showing the student survey information could be helpfully added to the document.</i></p> <p>The key features and outcomes of the Self-Assessment Report were presented to the Board.</p> <p>After some discussion and referencing the earlier presentation prior to the main Board meeting, the grades and comments were endorsed and the Self-Assessment Report for the 20/21 year was approved, the Deputy Principal was thanked for his clear presentation and thanks were expressed to all staff for their part in the preparation of the report.</p> <p>The Quality Improvement Plan derived from the issues in the Self-Assessment Report (SAR) was reviewed and it was determined that the key features for improvement from the SAR had been incorporated. The next review would take place at the March meeting.</p> <p>It was agreed that RAG rating of the items in the Quality Improvement Plan be incorporated in future versions to aid scrutiny on progress and focus on key areas of attention.</p> | DPCQ |
| 2021-22 4/4 | 2021-22 Reforecast and pay award | |
| | <p>A detailed report had been circulated previously providing the Quarter 1 reforecast for consideration, together with baseline projections for 2022/23 and 2023/24 based on estimated changes to the assumptions made in the July 2021 budget paper. The report included a proposal for a pay award and a future change to budget preparation in order to include routine budgeting for an annual award. It was noted that the Chair and the Lead Governor for Finance had had an opportunity to discuss the report in detail with college senior management at the Finance Working Group meeting held a few days prior to this meeting.</p> <p>The Chair thanked the Deputy Principal Corporate Resources (DPCR) for his detailed and well-presented report and invited him to introduce the key aspects</p> | |

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| | <p>of the reforecast and pay proposals. It was noted that some Government funding announcements had been awaited whilst the report had been prepared and the results of these were therefore not included. The DPCR commented that the timing of the reforecast tended to present a position loaded towards downside and he identified the key risks. He also identified a number of potential improved income streams which could result in approximately £1m improvement to the position, not included in the reforecast at present.</p> <p>Considerable discussion took place concerning the recommendations. In particular Governors asked questions to establish more clearly what the effect of the upsides might be and also to be satisfied about how any operating deficit could be covered. The approach being recommended concerning an in-year pay award was welcomed but with the growing evidence of an increasingly tight labour market, it was agreed that a longer-term strategic approach to pay which amongst other factors appropriately took account of the reward considerations around performance and need, should be developed for future discussion. The Principal commented that the development of an updated pay strategy was already in progress for discussion in due course with governors.</p> <p>Governors considered the recommendations and after further debate it was agreed as follows:-</p> <ul style="list-style-type: none"> • To approve a revised forecast operating surplus before exceptional items for 2021/22 of £2,190K (compared to a budgeted surplus of £936K) based on improved income and cost performance, whilst noting risks to delivery. • To note that the baseline projections for 2022/23 and 2023/24 showed a worse picture than was presented in the July 2021 forecast due to a reduction in income and inflationary pressures, but this was in part a reflection of a cautious approach to some upside opportunities which had not been fully included in the projections. • That an additional graphical representation should be provided to governors of the reforecast position so that all major positive and negative features impacting on the finances would be clearly identified. • A 2% pay award in 2021/22 for all staff excluding the senior leadership team be awarded (therefore backdated to the start of the academic year) at an estimated cost of £420K in the current year. • That until further notice, future budget preparation should automatically build in an assumption for an annual pay award as a routine feature in the overall college budget and in so doing recognising that this was a reasonable cost expectation for inclusion as an employer seeking to recognise the contribution of its staff, whilst noting that this would require additional improvement in projected financial performance against current baselines. <p>The Deputy Principal Corporate Resources and his team was thanked for the detailed work in carrying out the reforecast.</p> | <p>SLT</p> <p>SLT</p> |
| <p>2021 – 22 4/5</p> | <p>Principal’s report</p> | |
| | <p>The Principal’s circulated report addressed a number of matters, including the following – key headline activity concerning the quality of education; full time applications slightly ahead of the previous year’s position in FE and comparable in HE; support provided by student services; business development headline activity and some notable student and staff successes.</p> | |

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| | <p>The Principal spoke to some key matters in his report and also made a short presentation concerning very recent developments. Following the previous request, careful thought had been given to whether a KPI relating to safeguarding could be meaningfully provided and it had been concluded that this aspect did not lend itself to this, but in line with recent practice, a separate safeguarding update report would be provided at each meeting as an appendix to the Principal's report; the Lead Governor for safeguarding welcomed this approach.</p> <p>The Principal spoke about the link line disconnection which had recently caused significant IT difficulties at the Salisbury campus, following an error in an instruction to the provider. He thanked the IT team for their very prompt response and assured governors that following investigation, measures would be put in place to ensure no repeat could occur. He flagged the increasing prominence that should be given to equality, diversity and inclusion as an issue and also his recommendation that the college should sign up to the Green College Commitment. In respect of Covid response, the college's Covid Gold group had provisionally scheduled a meeting over the Christmas holiday period, should there be guidance changes issued before the new start of term which would as usual require a speedy response. It was understood that Ofsted had now been funded to carry out a cycle of full inspections before September 2025 and the college should anticipate being included during this time period.</p> <p>The safeguarding report was considered and received.</p> <p>Governors considered a commercially confidential report which had been presented concerning works required to complete the approved and contracted works for the Salisbury campus project. As reported at the October meeting, this had followed the identification of hazardous ground material in the area of land proposed for car parking making it potentially unsuitable to support the car parking design required under planning approval. Alternative technical solutions had then been requested.</p> <p>The advantages and disadvantages of the various options as presented were considered and it was accepted that whilst the proposed technical solution did not offer the complete guarantee of success, it was agreed that Rydon, the current contractor, should be instructed to complete the planned design, based on the revised costings as set out in the report. The impact on the overall project cost was noted as set out in the circulated report. Completion of the project was anticipated by late February 2022.</p> | |
| 2021-22 4/6 | Balanced Scorecard | |
| | The 2021/22 November Balanced Scorecard had been circulated previously together with a covering report highlighting key features. These were noted. | |
| 2021-22 4/7 | Management Accounts for period 3 – October 21 | |
| | The October 2021 Management Accounts had been circulated previously and the continuing encouraging financial position was welcomed. The overall financial position of the college had been discussed earlier in the meeting as part of the debate concerning the budget reforecast. Given that the LEP capital project costs were not shown in the Capital Expenditure table in the | |

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| | management accounts, it was suggested that these might be reflected in some other way. The LEP income and costs were shown in the Cashflow analysis. | |
| 2021-22 4/8 | Financial Statements and Associated Reports | |
| | <p>In introducing this item, the Chair commented that the reports to be considered had received prior review at the recent Audit Committee and he thanked the Committee Chair and members for their work. He welcomed Nathan Coughlin, Partner at Bishop Fleming, to the meeting for the consideration of the Financial Statements and the presentation of his firm's management letter.</p> <p>a. <u>Internal Audit Annual Report</u> The Internal Audit Annual Report which had been circulated previously was received.</p> <p>b. <u>Regularity Self-Assessment Questionnaire</u> The Regularity Self-Assessment Questionnaire, in two parts – 'Core' and a supplement required again this year following Covid-19 – had been circulated previously. These documents were signed by the Chair and Accounting Officer and had been submitted to the External Auditors to inform their audit. The Questionnaires were received.</p> <p>c. <u>Financial Statements Auditors Management Letter (Audit Issues report)</u> The Management Letter from Bishop Fleming had been circulated previously. Nathan Coughlin of Bishop Fleming, Accountants, was invited to introduce his management letter. He explained that it was a new requirement under the Post 16 Audit Code of Practice for the Financial Statements Auditor to attend the full Board meeting where the Annual Accounts were being considered, so that there was an opportunity for discussion with the whole Board should there be any issues to raise. He had previously attended the Audit Committee recently and presented his report in detail there. He was pleased to confirm that there were no issues of concern. The Chair of the Audit Committee commented that the committee had paid careful attention to the assessment of 'going concern' and were satisfied from the Auditor's work that the college would maintain this position at least until their next report and the college's position was much improved from the previous year end.</p> <p>The Management Letter was received.</p> <p>The Chair thanked the Deputy Principal Corporate Resources and his team for their work which had resulted in the clean report.</p> <p>d. <u>Letter of Representation</u> The letter of representation to the Financial Statements Auditors, which included required features was reviewed and it was agreed that the letter be signed by the Chair on behalf of the Board.</p> <p>Nathan Coughlin was thanked for attending the meeting and withdrew.</p> <p>e. <u>Annual Audit Committee Report to the Board</u> The annual report which had been circulated was reviewed and the overall statement concerning the position of the college's affairs was noted. The Committee Chair commented on the work of the committee</p> | |

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| | <p>and there were no special issues which he wished to draw to the Board's attention.</p> <p>On the recommendation of the committee it was agreed that Bishop Fleming be re-appointed as per contract to carry out the financial statements and regularity audit for the financial year 2021-22.</p> <p>Governors thanked the Committee for their report and the assurances it gave.</p> <p>f. <u>Members Report and Financial Statements 2019/20</u> The Members Report had been circulated previously and the document was reviewed. The Deputy Principal highlighted key information including the treatment of pensions and the explanatory reconciliation provided.</p> <p>The Members Report and Financial Statements were approved. It was agreed that the Members report and the Statement on Governance and all other parts of the document which required signature be signed as required by the Chair and Principal.</p> <p>The Chair thanked all college staff involved in the production of the accounts, in particular the Deputy Principal Corporate Resources and his team and was pleased to note the improved financial performance of the college.</p> | |
| 2021-22 4/9 | Schedule of Actions | |
| | <p>The circulated schedule of actions was noted.</p> <p>The Chair advised that the Draft Governance Action Plan, developed from the self-assessment process, was not yet finalised for presentation to the Board and that this would be an agenda item for the January meeting.</p> | |
| 2021-22 4/10 | Minutes of the last meeting | |
| | <p>The minutes of the meeting held 18 November 2021, open and confidential, which had been circulated previously were agreed as a true record.</p> | |
| 2021-22 4/11 | New Governor appointment recommendation | |
| | <p>A report had been circulated previously providing information concerning a potential new governor. The Vice-Chair, the Principal and another governor had interviewed the candidate recently and her appointment was strongly recommended by them. Her background was that of strong FE curriculum management and as well as work elsewhere in FE colleges as a consultant, she was a part time Ofsted Inspector.</p> <p>After due consideration the appointment of Dr Daisy Agathine-Louise to the Board was unanimously agreed, to serve the standard 4 year term of office and governors looked forward to welcoming her to the next meeting.</p> <p>The Chair noted that with this appointment, there were 13 external governors and it was intended that this maximum number be retained for the present.</p> | |
| 2021-22 4/12 | Compliance report against the Code of Good Governance for English Colleges | |
| | <p>A report concerning the Board's compliance with the requirements of the updated Code of Good Governance in English Colleges had been circulated previously. It was confirmed that the Board complied with the current Code.</p> | |

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| | <p>There were three aspects in the new Code which were not fully met, identified in the report. It was agreed that actions be taken during the current year to address these.</p> <p>In response to a question from a governor concerning the development of college strategy and the extent of governor involvement, it was decided that he and the Principal would speak separately about how the revised strategy was currently developing and the continued involvement of the Board in its further development.</p> | <p>Clerk</p> <p>Principal</p> |
| 2021-22 4/13 | Any other business | |
| | None | |
| 2021-22 4/14 | Contribution to Outstanding Governance | |
| | The Chair asked governors to comment to him as appropriate afterwards on how the meeting had operated. He thanked all for their attendance and wished everyone a good Christmas and New Year break. | |
| 2021-22 4/15 | Date of Next Meeting | |
| | This was noted as Thursday 27 January 2022. | |