

MINUTES OF A CORPORATION
Meeting held on Thursday 19 May and Friday 20 May 2022
At 5.00 pm 19 5 22 at Beechfield House and at 9.00 am 20 5 22 at Lackham
Campus

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| Present | Martin Clark (Chair), Clive Barker (from item 5), Carlton Brand, Jenny Davies, Philippa Gray, Cathryn Giles (from item 16), Iain Hatt, Lily Raynor-Blundell, Mags Patten (from item 5), Katie Walker, Jack Wills |
| In Attendance | <i>Oliver Symons (Deputy Principal Curriculum and Quality), Steve Champion (Deputy Principal Corporate Resources), Heather Cross (Clerk to the Corporation), Adam Bushell (Exams and Compliance Manager for item xx), Jo Grenfell, Vice Principal Curriculum and Student Services for items 10 and 16 onwards, Jen Mellows, Vice Principal Curriculum & Business Development, for items 16 onwards, Kate Webb of KWP Partnership for item 16 only.</i> |

| | Minute | Action |
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| 2021-22 7/1 | Apologies for absence | |
| | Apologies were received from Harry Adam, Daisy Agathine-Louise, Mark Carroll and Cathryn Giles (until item 16) | |
| 2021-22 7/2 | Declarations of interest | |
| | None | |
| 2021-22 7/3 | Chair's opening remarks | |
| | <p>The Chair thanked governors for their attendance and welcomed them to the residential venue. He formally welcomed Steve Champion now in his substantive role as Deputy Principal Corporate Resources. He was pleased that Jen Mellows and Jo Grenfell would be joining the meeting later and would be attending all day the following day. He mentioned that tomorrow morning's speaker, Kate Webb, was joining governors for dinner that evening.</p> <p>He reported that Adrian Windo had recently resigned from the Board, as he had different expectations of governance from how the college role operates. The Chair had passed on his thanks to Adrian for the time he had served on the Board. A further governor with a finance background would be sought.</p> <p>The Chair reported that earlier in the week he and Carlton Brand had joined with the senior team and the Clerk in meeting with FEC and ESFA representatives to hold the first for the college annual Strategic Conversation meeting. It had been a positive meeting.</p> | |
| 2021-22 7/4 | Annual Compliments and Complaints Report | |
| | Adam Bushell was welcomed to the meeting for this item to present his report, which had been previously circulated. He commented that two years of data on compliments and complaints was being presented together as there had been | |

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| | <p>no report last year exceptionally due to Covid. The revision to stage 3 of the complaints process had been successful, so that only those where there was a valid reason for a further complaint had gone into this stage and many more complaints were being successfully resolved at the lowest possible level, which had been the objective. In addition, there was overall increased college awareness of the complaints system. The Pentana system was being used to track complaints, which assisted reporting.</p> <p>Between 2019 and 2021 there had been a significant reduction in complaints, due to Covid and much increased working from home. Staff conduct continued to be the highest reason for complaints overall. The numbers of complaints partially upheld had increased, with fully upheld complaints numbers remaining consistent and the removal of the category of referral to HR. A new category about student discipline reported outside college had been added; whilst complainants were encouraged to contact the Police in these situations, the college wanted to monitor any trends so that issues could be addressed in student tutorials.</p> <p>There were differences between instances in sites, but there was no discernible reason for this. Governors asked questions concerning other possible recurring themes in complaints, but there were none specifically. There had been an increase in complaints about teaching quality during Covid, when most teaching had been online.</p> <p>Governors asked about student peer on peer complaints and the nature of any issues raised, and it was explained that these were dealt with through safeguarding procedures separately.</p> <p>Governors asked about oversight of issues with staff and the Principal commented that these were the subject of weekly reporting to the senior leadership team. It was agreed that from next year, summary information on this should be included in the Balanced Scorecard so that governors could see trends.</p> <p>Governors asked about how the college compared with others in complaints reporting. Whilst there were no formal comparisons published, anecdotally the college compared favourably with other systems used in neighbouring colleges, with more staff awareness and fewer upheld complaints.</p> <p>Governors asked that in future reporting, actual numbers against overall would be useful to be included as this gave a better context. It was also requested that complaints and compliments from apprentices should be identified as a separate category.</p> <p>Adam was thanked for his informative report.</p> | <p>P; DPCR</p> |
| <p>2021-22 7/5</p> | <p>Principal's Report</p> | |
| | <p>The Principal's report had been circulated previously and he gave a presentation to the meeting on key topics. It was noted that recently the Skills Bill had become legislation. There was now a statutory duty on the governing body to consider collaboratively with others in the area the regional skills needs on at least a three year basis.</p> <p>He shared with governors the challenges and opportunities that had been shared with the ESFA/FEC at the Strategic Conversation meeting earlier that</p> | |

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| <p>week. There was a particular challenge in addressing the issues concerning low paid staff and grade relativities whilst seeking to implement minimum wage, address recruitment and increased turnover generally, whilst budgets were still very tight to implement solutions. The teaching union had made a pay claim of 10% which was unaffordable. There was careful work going on at present to consider what pay increases could be afforded, recognising the pressures staff were experiencing.</p> <p>The Principal further reported that there was concern over the removal of a number of key progression route qualifications at level 3, with no alternatives available – this was especially the case in motor sport and the implications of this removal would be very significant. These concerns had been raised with ESFA at the recent Strategic Conversation and were also being raised at a national level. Governors were concerned to hear about this situation and encouraged all appropriate routes be used to raise the issue.</p> <p>Good news had been received recently that approval in principle had been given by the Department for Education for the £7.4 million bid to finish off the site at Salisbury, including the full replacement of cladding, although more work was still required to discuss the stipulated conditions, which currently included £1 million match funding. Modelling this for cash effects showed this could be met and still leave college financial health at a strong ‘good’. Governors discussed the position and supported this level of match funding, taking the money from reserves, recognising the long term benefits that would result from the scheme and the importance of making long-needed improvements to infrastructure. It was agreed that the Chair and the Chair of the Audit Committee be asked to consider the due diligence concerning the terms finalised for the project with the Funding Agency, should the final approval of the project need to be confirmed before the next Board meeting. It was noted that contractors were required to be appointed by September 2022, with completion by September 2024. Governors advised that contractors needed to be secured, as there was experience elsewhere of significant project backlog in the construction industry.</p> <p>Governors asked questions concerning budgeting overall for inflation and discussed what could be affordable concerning a pay award and the approach that other colleges nearby might take. All colleges were considering this issue concurrently and further national negotiation was to take place. The Board had already acknowledged previously the importance of regular pay rises being included in the budget and recognised these costs needed to be balanced against potential economies in operating costs.</p> <p>Governors asked questions concerning the exam season just starting and the onerous requirements on colleges and their students to take English and Maths when schools had not previously helped them to succeed. It was a large undertaking to organise these exams which meant all staff had to support and other classes and activities all cancelled.</p> <p>Governors welcomed receipt of the regular Safeguarding update. A request was made to present information using graphics in future to help easy understanding.</p> <p>The Principal was thanked for his report.</p> | <p>P, SS</p> |
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| 2021-22 7/6 | Key Performance Indicator Targets/ Balanced Scorecard | |
| | <p>The Balanced Scorecard had been circulated previously and was received. It was noted that student applications and conversions to enrolments remained key. A new Marketing Manager was shortly to start and the overall marketing plan would be presented to the Board once updated.</p> <p>Governors asked questions concerning the extent of T-level applications so far and in asking questions about contingency planning were informed that Business and Digital course starts could be deferred for a year if necessary. In other programmes there were positive opportunities to convert progressing students and T-Levels were being strongly promoted at Open Days.</p> | |
| 2021-22 7/7 | Risk Register | |
| | <p>The report on the risk register and risk appetite had been circulated previously. The Deputy Principal Corporate Resources proposed an amendment to the presentation of 'risk appetite' to give greater presentational clarity to the risk register. The presentational changes were supported by the Deputy FE Commissioner who had previously advised on the introduction of determining risk appetite.</p> <p>Governors welcomed the presentational change so far and asked the Audit Committee to consider this in more detail before the new format was fully approved and could be confirmed as working effectively for the organization.</p> <p>The addition of two new risks in the overall register was noted. Governors discussed and noted the current risk register and the mitigations being made where possible.</p> | <p>DPCR</p> <p>Audit Ctte</p> |
| 2021-22 7/8 | Proposals for a subsidiary company in conjunction with Lackham land sale | |
| | <p>A proposal for the set -up of a subsidiary company, Lackham WCUC Ltd, had been circulated previously in a detailed written report, including legal advice from the college solicitors, Shakespeare Martineau, concerning the arrangements and acceptability of the proposed separate legal entity.</p> <p>The previous approval of the sale of a parcel of land from the Lackham site had been given by the Board in March 2022.</p> <p>The proposed arrangements for a subsidiary company were recommended by the college solicitors as a legitimate means to handle future overage payments against the sold land which would not be exempt income for the college and would otherwise attract a significant corporation tax liability. The mechanism of a wholly owned company would mitigate this position, through which the college would sell the land to the company to alienate its rights to the overage provision and would minimise the college's corporation tax exposure.</p> <p>Careful consideration was given to the proposal and it was decided that it was in the college's best interests to proceed as advised in setting up a subsidiary company to manage receipts and tax exposure from the land sale of a parcel of land at Lackham to Wiltshire Council. The set-up of a subsidiary company, Lackham WCUC Ltd was approved.</p> <p>The proposed Articles of Association of the company were reviewed. The director structure of the company was considered. It was agreed in principle that there should be governor representation in the director appointments, subject to final confirmation with the college solicitors, and that there should</p> | |

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| | <p>three Directors as a result in total – the office holders of the Chair of the Corporation, the Principal/CEO and the Deputy Principal Corporate Resources and that the current occupants of those positions be appointed as directors of the company, to relinquish those director appointments and pass them on to the future college office holders when new appointments were made to these positions.</p> | |
| 2021-22 7/9 | Management Accounts | |
| | <p>The Management accounts for period 8- March – had been circulated previously. The Deputy Principal Corporate Resources commented that reforecasting took place internally on a monthly basis and was reflected in the circulated accounts.</p> <p>The following key features were noted from the report – a year end surplus was still forecast; HE continues above budget; significant savings were resulting in pay costs because of vacancy levels; exam costs were increasing.</p> <p>The useful benchmark information from the FEC for comparison with other colleges was noted. Strong financial health was reported, as shown by the ESFA letter reported on elsewhere in the meeting.</p> <p>The Management Accounts were received.</p> | |
| 2021-22 7/10 | Proposal for lease of Doric Park, Trowbridge Sport Proposal – COMMERCIAL IN CONFIDENCE | |
| | <p>The Vice Principal Curriculum and Student Services joined the meeting for this item.</p> <p>A report had been circulated previously, making a business case for the relocation of the sport curriculum in the north of the county (Trowbridge and Lackham) to Doric Park from September 2023, subject to ongoing senior managers review of the Heads of Terms agreement put forward by Trowbridge Town Council for the lease of high quality sports facilities at that location. These would represent a significant improvement in the facilities currently provided for students in the north of the county.</p> <p>Governors asked questions concerning the proposal. Comments were made that shared use and occupancy of high quality sports facilities split by time of day was very efficient and a good use of resources, and care was needed concerning the detail of the arrangements such as cleaning arrangements and the guaranteed condition in which the building was left for the next occupant. The worst case scenario from the lease of this accommodation, should it not prove workable in practice, or students not be recruited was considered. In discussion it was recognised that the proposal could potentially allow the college to grow its sport provision at a relatively low cost. Sports facilities at Lackham campus were originally designed to be for recreational purposes and these would be retained.</p> <p>After careful consideration the Board approved in principle the proposed business case regarding the relocation of sport curriculum in the north of the county (Trowbridge and Lackham) to Doric Park in future, subject to ongoing senior managers review of the Heads of terms Agreement and scrutiny of the lease arrangements.</p> | |

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| 2021-22 7/11 | Quality Improvement Plan | |
| | The QIP had been circulated previously. Attendance, as reported at previous meetings this year, continued to be a key challenge. Work continued strongly on English and Maths qualifications. Further work was needed on the Student Voice and new proposals were being developed which would be coming forward to governors. | |
| 2021-22 7/12 | Minutes of the meeting held 17 March 2022 and matters arising | |
| | The minutes of the meeting held 17 March 2022 which had been circulated previously were approved as a true record of the meeting. Further to the discussions at the last meeting regarding the concerning changes by the Council on transport provision serving the college, the Principal reported that this had been raised with Wiltshire Council and a response was regularly sought. Governors suggested that it may be helpful to seek to raise the issue at a political level in the council rather than with officers. | |
| 2021-22 7/13 | Verbal update from the Quality Working Group held 10 5 22 | |
| | The Chair of the Working Group reported on the helpful report from the Deputy Principal Curriculum and Quality given at the working group concerning his recent Ofsted training towards qualification to become an Inspector and the key developments of the inspection framework. | |
| 2021-22 7/14 | Schedule of Actions | |
| | The report showing progress with actions was received. | |
| 2021-22 7/15 | Emerging Issues | |
| | The termly letter from the FE Commissioner dated 30 March 2022 summarising her work and new developments, including the offer of 'active support' to all colleges. It was noted that the tone of the letter was different to previous letters and emphasised the offer of support. A letter of the same date had been received from the ESFA confirming the college's financial health status as 'outstanding' for the year 2020/21. These documents were both received. The Chair thanked governors for their attendance and looked forward to a pleasant evening of dinner with them. | |
| | The meeting reconvened at the Agri-Tech Centre, Lackham campus at 9.00 am on Friday 20 May 2022. | |
| 2021-22 7/16 | Strategic Discussions – Horizon Scanning – Local Skills Improvement Plans, the Skills Act and other key developments | |
| | Kate Webb, of KWP was welcomed to the meeting and gave an insightful presentation on the current skills policy landscape and related developments, explaining a number of the policy objectives behind the recently passed Skills and Post 16 Education Act. The government's case for change was that insufficient skills delivery is taking place and those with most value were those which met employer-defined needs. The policy pendulum was swinging more towards central direction of what colleges offered nationally from individual organisation autonomy, whilst also wishing to see more local government devolution determining the local emphasis of offer. | |

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| | <p>The introduction and importance of Local Skills Improvement Plans (LSIPs) was discussed and the duty for colleges and other providers to co-operate with employer representative bodies (ERBs) and have regard to the plans developed in determining course provision. The Principal commented that there were four potential ERBs covering the Wiltshire area, although the most developed of these was Business West, but this organisation had to date focussed more on the Bristol area. The college was developing stronger links with the organisation.</p> <p>Kate spoke about the lessons learned from the LSIP Trailblazers projects and identified key risks and opportunities. Colleges should take the initiative to be systems leaders, collaborating with neighbouring colleges and developing strong relationships with likely employer representative bodies. Whilst employers tended to focus on their short term tactical requirements, colleges would need to think strategically, meeting needs of learners as well as demand from employers and deliver for the place as well as the individual college. There should be careful consideration of the locality's needs and how they are described. We might consider this to be 'curriculum', an employer would be considering it as 'skills needs.' Partnerships and collaboration were vital and colleges should aim to take the initiative, including with other skills providers and make sure they are vital players in steering groups.</p> <p>Governors thanked Kate for her helpful and thought-provoking presentation and the subsequent discussions.</p> | |
| <p>2021-22 7/17</p> | <p>Strategic Planning</p> | |
| | <p>The Principal referred to the draft Strategic Plan which had been circulated previously and gave a presentation to introduce the key features and some of the challenges presented. This was the culmination of consultation with governors, staff, students and other key stakeholders.</p> <p>In discussion governors welcomed the development of and endorsed the mission, vision and values. There had been a number of discussion sessions with staff in developing the plan since the last Board meeting and useful comments had been made concerning making the plan meaningful to them. Governors made a number of further suggestions including an explanation of the purpose of the themes, more references to employers separate from reference to 'communities'. Assurance was sought that there would be measurable aspects behind each objective. The opportunity to launch the new Plan externally was encouraged, as a chance to promote the college to key organisations. Final focus groups to test out the plan were being arranged and governors would have an opportunity to join these if they were free.</p> <p>Governors welcomed the concluding actions to develop the plan and noted that the final version would be presented to the next Board meeting for approval.</p> <p>Governors broke into groups and discussed the developments of the Curriculum Strategy and the Estates Strategy. In a following plenary session key aspects of the development of the estates strategy were discussed and the move of some curriculum from Chippenham to Lackham was supported, making use of surplus and freeing up space at Chippenham for expansion. Some initial discussion about a business centre at Lackham was discussed. Subject to final further confirmatory analysis it was recognised from the feasibilities so far, that the college should stay on the existing site at Trowbridge and develop 'shovel-ready' projects for redevelopment in situ.</p> | |

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| 2021-22 7/18 | Meet students and view residential accommodation | |
| | <p>Governors had an opportunity briefly to meet some students and to view student residential accommodation. Following the visit, they commended the manager of the accommodation who they had met, who was organising the resources she had at her disposal very effectively and was seeking to meet students needs as her prime concern. They reported on some of the students they had met and their experiences in being resident at the college.</p> <p>After the visit in subsequent conversation the ambition to upgrade the accommodation was supported by governors. Until more extensive resources could be identified for wholesale upgrade, it was agreed that all opportunities for smaller scale spend to make the accommodation more welcoming with such things as softer furnishings and bedding be taken. Some early ideas for possible extended uses of the accommodation such as through a business school development in Lackham house were discussed, or the possibility of summer lets.</p> <p>Governors welcomed the opportunity to have viewed the residential accommodation and agreed that the inclusion of a capital development to improve the facilities should be considered as a priority as soon as possible. Continuing to meet the Care Standards requirements remained fundamental.</p> | |
| 2021-22 7/19 | Governance – Report from the Governance Task & Finish Group – Proposals for new ways of working | |
| | <p>The Chair thanked the members of the Governance Task & Finish Group, Carlton Brand, Heather Cross, Jenny Davies, Philippa Gray, Iain Hatt (and Adrian Windo) for their detailed work in considering the operation of governance and in making recommendations for change.</p> <p>Documents prepared from the Governance Task & Finish Group had been circulated previously and Carlton Brand as the group’s chair gave a presentation to the meeting, identifying the aspects of governance structure which were felt would be improved by change and strengthen governance practice. Aspects to be maintained were the governor commitment to Board values; the Board operating as a whole team regularly, enabling response to pace and maintaining team bond. It was proposed that Board meetings should be around 2 to 2 and half hours in length with about 50% of each meeting focussed on open ended discussions on key topics, with supporting reports short and succinct. The new structure should allow for more scope for meeting with college managers at committee meetings and would offer developmental opportunities.</p> <p>Key proposals were the introduction of a Finance and Resources Committee and a Quality and Standards Committee, with set membership and specific delegations, rather than the working groups which had operated to date. These would report into the subsequent Board through reports from their chairs to a common format. The terms of reference for these were broadly supported and it was agreed that final versions be presented to the next Board meeting for approval. All governors would be expected to be a member of at least one committee and proposals for membership with effect from September 2022 would also be brought to the next meeting.</p> <p>A revised draft annual calendar was presented with fewer Board meetings than at present and the committees feeding into these, with a better spread of board</p> | Clerk |

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| | <p>activity through the year. It was agreed that the proposed pattern of meetings was appropriate and that following some finalisation of committee dates, the calendar be brought to the next meeting for final approval. An annual 'residential' was welcomed to be retained and the current timing of starting one Thursday afternoon and then a full day on the Friday was supported. More work would be done to indicate a schedule of business throughout the year for Board meetings.</p> <p>It was agreed that unless external factors required a return to online meetings that Board meetings would all take place in person, with a preference for the same for committee meetings, but that this be decided by each individual committee.</p> <p>The meeting supported the new governance proposals.</p> | Clerk |
| 2021-22 7/20 | Date of next meeting | |
| | The next meeting was noted as 28 June 2022 | |