

**Minutes of the Corporation meeting
Thursday 9 December 2021
Buchanan Building
4.00pm**

Present:	Allan Schofield (Chair) Dennis Buckley Alan Carvell Sharon De Leonardis Richard Dimpleby Luke Ferebee Mark Lawson Olly Mills Ian Pryce CBE, Principal & CEO	Sheila Selwood Alasdair Simmons Abigail Stevens Vinod Tailor Luisa Vecchio Cliff Wragg Vinod Tailor
In attendance	Pat Jones, (Executive Director of Finance) Rachel Nicol (Director of Governance & Clerk to the Corporation), Stephen Walker (Technical Accountant) Petra Williams (Director of Quality Improvement, Learning, teaching and assessment)	

**C/45/21 Apologies for absence &
Declarations of interest**

Apologies

Apologies for absence were received from Amanda Wagstaff and Melissa Peacock

Em Lowe (Vice Principal) and Anastassia Parsons (Equality, Diversity and Inclusion (“EDI”) Manager) were unable to attend. The Board noted that the EDI Manager is leaving the College at the end of the year, recorded thanks for her work on EDI and wished her every success for the future.

Declarations of interest

Alan Carvell is a non-executive director of BCS Limited (a wholly owned subsidiary of Bedford College)

C/46/21 Matters arising

The Corporation noted a written resolution had been circulated on the electronic board portal for the formal endorsement of Olly Mills as a student governor for the current year. Not all governors had accessed the resolution and the Corporation was therefore asked to formally endorse the appointment.



The Board confirmed their endorsement of Olly Mills as a student governor until 31 July 2022.

The Bedford College Professional (“BCPS”) board had asked the Director of Governance to make an approach to a previous College governor with a view to appointing them to BCPS as a non-executive director. An application had been received and details were provided.

The Corporation approved the appointment of Sol Miah as a non-executive director of BCPS Limited subject to the BCPS Board being satisfied with the appointment and relevant HR processes being followed.

There were no other matters arising not covered elsewhere in the agenda.

C/47/21 Covid-19 update

The Principal & CEO updated the Corporation on the College’s management of COVID and current position in respect of the latest guidance. Teaching and events such as open days will continue to be face to face.

As the government guidance is now to work at home if you can the majority of non student facing support staff will work from home. The Board raised whether staff could work in the office if it was better for their mental health and assurance was given that the College will provide appropriate advice in the forthcoming weeks.

The impact of Covid incidents and isolation on delivery was highlighted. The Executive Director of HR and the Executive Director of Marketing & Student Recruitment are leading the Response Group in the absence of the Vice Principal.

The update was noted.

C/48/21 Preparation of Strategic Plan update

The Principal & CEO provided an update on strategic plan preparation including work on: purpose and values, digital transformation and primacy of quality of education.

The current funding position for the sector was outlined, including the funding for demographic growth, the Institutes of Technology, T levels and for refurbishment of capital estates.

It was noted that progress is on track for the proposal of the plan at the 20 January 2022 board meeting.

The update was noted.

C/49/21 Dashboard and progress against strategic aims



The Principal & CEO presented the paper and highlighted:

- Likely impact of current Covid position and teacher assessed grades on student numbers in the current year, particularly in apprenticeships. The College is looking more closely at the reasons for this, including the attraction of jobs and the impact of the teacher assessed grades in some subject areas.
- Need for greater variance analysis on student achievement, discussed in the Quality, Standards and Achievement ("QSA") Committee.
- Financial health position.
- Challenges to the recruitment of staff in particular areas, including in support areas.

The Board discussed the potential reasons for barriers to recruitment and actions that might be taken.

The report was noted.

C/50/21 Strategic Initiatives

The Board had received two papers in respect of a potential merger with Central Bedfordshire College ("CBC"), one from the Principal & CEO and the summary from the Merger Review Group, including the requirement for the information needed to assist decision making if matters proceed.

The Principal & CEO outlined the position of CBC and the approach being taken by them. The College has submitted an expression of interest based on the model the College is able and prepared to offer. It is expected that the College will hear by the 14 December whether they will be asked to make a more detailed proposal. The model includes maintenance of brands but fit with overall Group processes.

The Principal provided assurance around the Executive views on the impact of a merger on capacity but are agreed that potential should be explored.

The Board discussed the potential benefit of a separate opportunities and risk analysis on the proposal and agreed that a separate exploration of the benefits and risks to Bedford College should be carried out independently of the bid itself.

The Board sought clarification over delivery of key documents by CBC. It is expected that these will be received once the expressions of interests have been received.

The update was noted.

C/51/21 Resources Committee RAG rated report 10.11.21 and approval of capital programme



Alasdair Simmons, Chair of Resources, presented the RAG rated report. Employee relations had been highlighted as the Executive Director of HR had not been available to provide an update at the Resources Committee meeting.

The Board discussed the Tower block scheme and the cash envelop recommended by the Resources Committee. It was noted that the current envelope does not cover the zero carbon scheme or a linking bridge.

Shortlisting had taken place for the Executive Director of Digital Transformation role and candidates were noted to have a variety of experience and backgrounds. Governor involvement in the interview process is being explored.

The changes proposed to the capital programme agreed in the summer were highlighted and progress outlined including:

- Inclusion of the Tower block funding (contractors identified, public information event planned)
- Corby Sixth form (architect secured)
- Expansion fund for 16-18 for work at The Bedford Sixth Form

T level and Salix applications were referenced and further reports will be presented in due course.

The Board discussed the flexibility of the capital programme for strategic changes. It was confirmed that the programme remains live and is monitored in line with reserves and cash flow.

The Corporation confirmed that on the recommendation of the Resources Committee the revised capital programme is approved.

The report was noted.

C/52/21 TBCG Financial Statements 2020-2021

The Technical Accountant attended for this item and explained that the financial statements are presented in a prescribed format.

The final position is a positive surplus in line with that anticipated.

The Access and Participation spending note has now been completed and details were highlighted to the Board.

The results of the education & Skills Funding Agency (“ESFA”) audit are not yet known and this needs to be presented to the auditors before the accounts are formally signed. Assurance was provided that an appropriate provision has been made to deal with any adjustments required.

The Corporation approved the Group Financial Statements for 2020-2021 and authorised the Chair to sign the statements.



The Financial Statements Management letter, the Regularity self-assessment and Statement of Corporate Governance and Internal control were approved on the recommendation of the Audit Committee.

C/53/21 College Information Report (October)

The Executive Director of Finance presented the report.

Pension adjustments and the work of the actuaries were discussed.

The shortfall on adult recruitment is being looked at by management.

Additional funding has been received in respect of catch up funding and high needs learners with related staff costs planned.

It is not anticipated that there will be a pinch point in March this year in terms of cash flow and assurance was given that banking covenants will be met.

The Board discussed the position on the forecast surplus, vacancy lengths and the relationship with staff costs. The Executive Director of HR is looking at strategies for recruitment in a number of areas. ***This will be highlighted on the risk register.***

The report was noted

C/54/21 Pay award

The Principal updated the Corporation on the pay award made with most staff receiving 2% and some staff on lower grades receiving 3%.

It was noted that this is within the budget set but under inflation.

The approach of the College to pay median rates for the sector and maintain standards of living was explained. The College also looks at discreet aspects of provision where these areas compete with different sectors, with market related supplements also being looked at.

The Board anticipated exploring this in more detail once the Strategic Plan has been approved.

The Board discussed whether the continued focus on the median is an appropriate strategy to meet future aspirations and this will be picked up in future strategic reviews.

The update was noted



C/55/21

QSA Committee rag rated report for the autumn term

Richard Dimbleby, Chair of QSA presented the report and highlighted in particular the discussion around the SAR.

The National Student Survey (“NSS”) results and improvement were highlighted and the relationship with partner institutions explained.

The Higher Education Self Evaluation Document “HE SED” and Quality Improvement Plan (“QIP”) have not been reviewed but the QSA Committee expects to see these in the Spring term.

The Committee had considered the apparent downward trend in achievement rates. The Director of Quality Improvement, Learning, Teaching and Assessment outlined the impact of functional skills on the overall results. These had not been teacher assessed and had lower attendance due to the pandemic. Some areas had been outstanding. Assurance was given on the detailed variance analysis carried out and the plans in place to bring achievement rates up in the current year.

The nature and purpose of the planned thematic review of T levels (with visits in early 2022 and early 2023) was outlined, including deep dives. Feedback will be received but no formal report will be issued.

The Board was informed that Ofsted are planning to visit all FE Colleges before 2025 regardless of current grade.

The update was noted

C/56/21

Student experience and support update (Autumn term)

The Chair of QSA introduced the item and applauded the positive nature of the report, including positive participation and success in competitions, the gold award achieved through Stonewall and the overall level of engagement.

The student governors provided anecdotal evidence on the level of feedback facilitated at course level which was positive.

The impact of Covid on linking the leadership team and direct student feedback was considered and the QSA Committee will follow this up at their next meeting.

The report was noted.

C/57/21

Safeguarding update

The Principal & CEO and the Chair referred to the highlights of the report.



The relationship between funding of other services and the College role in managing student issues was discussed.

The student governors provided anecdotal evidence on the support received and the positive impact of College life on mental health of students.

The Board raised the issue of bullying in a discreet area and the need for more information on how this is managed. ***It was agreed that the QSA Committee will be asked to review this in more depth.***

The increased level of referrals was explored and the Board sought to understand what actions are being taken as a result of the report and also the impact on teaching and learning, staff time and resources.

The report was noted.

C/58/21 TBCG SAR and Quality Improvement Plan

The Chair of the QSA Committee introduced the item, the amount of work, the level of detail and the audience for the report.

The overall grades have been maintained following reflection on the feedback at QSA Committee, particularly in regard to the behaviour and attitude grade where the Committee had considered the grade could be increased based on the evidence. Performance monitoring and work being done to move from good to outstanding was outlined. It was recognised that the management team are reflecting on both the robustness, format and value of the current process. The Director of Quality Improvement, learning, teaching and assessment outlined the differences between the curriculum and the professional area SARs and how the review is being approached.

The report was noted and approved.

C/59/21 Audit Committee RAG report 18.11.21

Mark Lawson, Chair of the Audit Committee reported on the Audit Committee's RAG ratings following their November meeting.

As part of the report the Corporation was updated on the scrutiny of a number of documents.

The Internal Audit Annual report was noted and it was confirmed that all recommendations had been actioned and outstanding reports received.

The process for tender and / or re-appointment of auditors was discussed and a copy of the report of the Executive Director of Finance had been annexed. The proposal provided had included two alternative time lines depending on the imminent strategic decisions and this was supported by the Audit Committee.

The Audit Committee Annual report was highlighted, in particular the detail included on the value added by the Committee.

A new DPO has been appointed and work is progressing on a detailed gap analysis.

Business continuity was noted to centre around the continuation of education. Work carried out had been in line with expectations and provided the Committee with the necessary assurance.

- The Corporation was content to note the Internal Audit Annual report**
- The Corporation approved the appointment of the financial statement auditor and internal auditors for the year to July 2022 on the recommendation of the Audit Committee**
- The Corporation supported the recommendations of the Audit Committee in terms of proposed tender arrangements for the appointment of auditors**

The Committee recommended and the Corporation approved and authorised the Chair to sign as appropriate:

- The Audit Committee Annual report was noted and will be submitted to the ESFA in line with their requirements**

The report was noted.

C/60/21 Risk and opportunities register

The Executive Director of Finance provided detail on the higher scoring risks included in the register.

Risks highlighted centred around curriculum area activities, the national increase in threat level and related processes and relationships in Northamptonshire, in particular the changes in local authority set up and the increase in environmental regulation.

Performance measures and the lack of knowledge locally and nationally with reduced reporting due to Covid have created uncertainty.

Further discussion of the Board centred around:

- Current position on the AEB consultation and potential changes in distribution.
- Management capacity and sickness levels.
- Pension, NI and insurance costs.
- Impact on projects of interruption to supply of materials and increased costs.

The Opportunities register was considered. The Board acknowledged the challenge in making the register live. The Audit Committee had discussed the general presentation and the need for a plan to understand the College approach. The Board discussed



categories in terms of level of exploitability and fit with the strategic plan. The register was considered to reflect the pre business case stage. An offer of help was made to support the development of the Risk and Opportunities Plan.

The report was noted.

C/61/21 Update on Health and Safety

The Principal & CEO introduced the report. The area is noted to be well managed with positive progress on online reporting.

The students provided anecdotal evidence that the College feels safe and that health and safety is well managed. This aligned with the compliance levels reported.

The report was noted

C/62/21 Equality Diversity and inclusion annual report

The Board noted positive work in management of this area and increase in the profile of EDI across the Group.

The achievement of the Stonewall gold accolade for the Group's work in LGBTQ+ was commended by the Board.

The position on pay and equality in respect of gender was considered positive but with further work being carried out to explore the potential gap in BAME in respect of teaching roles.

The Board further discussed achievement and board and leadership representation in terms of gender and race equality.

The governor attending the internal committee supported the long-term plan, and in particular increased membership of teaching staff on the Committee.

The Board considered that future reports would benefit from an executive summary, in particular highlighting information and developments and actions being taken in the current year. The relevance of comparisons and whether there is a need for consistency across different groups was raised, with the board profile being compared to community whereas staffing profile is benchmarked against the sector. The use of different measures for comparisons and the rationale, for example for teaching staff and support staff will be reflected on.

The Board discussed their own role in relation to EDI in terms of promotion of the agenda but also in terms of the information to be reviewed and at what level. The Board had previously agreed that EDI would remain a full board issue with presentations of the annual report and termly updates, with some issues being



explored in appropriate committees. It was agreed that it is now appropriate to review the overall information received, the timeliness of reviews and the Board understanding of the issues faced to increase the effectiveness of governance in this area. ***It was agreed that the Director of Governance will review the position with the governor attending the EDI Committee and the Chair of the Governance Committee in the first instance.***

C/63/21

Governance RAG report 11.11.21

The Chair of the Governance Committee, Sheila Selwood presented the report.

A Corporate Social Responsibility (“CSR”) presentation is planned by the Director of Governance in the final week of term and is open to all governors and non-executive directors.

An interview is planned for a prospective governor on 16 December and representation on the EDI Committee and safeguarding Committee will be reviewed.

Assurance had been received that the AoC Code of Good Governance had been complied with but it was noted that Committee will continue to review the appropriateness of the adopted Code to support future governance.

Work in current year will include:

- Recommendations on an appropriate evaluation strategy and the potential for an external evaluation that adds value.
- A review of team engine.
- Development of papers in a fairly informal way with feedback to chairs of committee and feedback to authors.

It was explained that part of the work of the Remuneration Committee remains confidential to external governors but that the requirement for the approval of the Senior Post-holder Pay Policy is a matter for the whole board. **The Senior Post-holder Pay Policy had been approved by the Board previously and minor changes were highlighted.**

The Corporation confirmed that on the recommendation of the Remuneration Committee the Senior Post-holder Pay Policy is approved.

The report was noted.

C/62/21

Minutes of the meeting 07.07.21

The minutes of the meeting on 7 July 2021 were approved as an accurate record of the meeting.

Abigail Stevens, Olly Mills, Pat Jones, Petra Williams and Stephen Walker left the meeting



C/63/21

**Confidential matters (for external
governors only)**

The Chair of the Remuneration Committee, Sheila Selwood talked members through the Remuneration Committee RAG rating and recommendations.

The dialogue with the AoC over benchmarking and senior post holders was outlined. The Committee had received information from a range of sources.

The performance of senior post holders had been reviewed with an agreed focus on priorities and the change from a 4 point performance review to a binary approach.

The challenges of the year were acknowledged but case studies reviewed by the Governance Committee provided evidence of positive work across the College.

The Remuneration Committee annual report prepared by the Executive Director of HR was discussed and provided assurance on the appropriateness of the remuneration. The challenges presented by the data was explained but was also noted to be comprehensive in terms of breadth provided.

The Principal & CEO outlined his recommendations in respect of the Executive Director of HR and Executive Director of Finance.

The Principal & CEO and Director of Governance left the meeting. Notes were taken by the Chair of the Governance Committee.

[Confidential minutes containing sensitive personal data removed]

The external members noted the reviews of senior post-holders for 2020-2021 and outcomes.

The external members endorsed the objectives for Senior post-holders for the current year 2021-2022.

The report was noted.

C/64/21

Next meeting

An additional board meeting has been scheduled for 20 January 2022 at 4pm to discuss the proposed strategic plan. The Spring meeting will then take place on Thursday 24 March at 4pm