

**Minutes of the Corporation meeting  
Thursday 23 March 2023  
4pm**

**Tower Board Room, Cauldwell Street and Microsoft teams**

**Present:** Allan Schofield (Chair) Faheem Mir (via teams)  
Cathy Barr Emily Parnwell  
Dennis Buckley Ian Pryce CBE, Principal & CEO  
Richard Dimpleby Luisa Vecchio  
Luke Ferebee Sheila Selwood (Vice Chair)  
Joe Gallacher Alasdair Simmons  
Cliff Wragg

**In attendance:** Sarah Baxter (Executive Director of Marketing & Student Recruitment)  
Pat Jones, (Deputy CEO-Finance)  
Em Lowe (Deputy CEO-Education)  
Rachel Nicol (Group Director of Governance)

**C/1/23 Apologies for absence & Declarations of interest**

**Apologies**

Apologies for absence were received from Sharon De Leonardis, Raj Randhawa, Angeline Wright, Vinod Tailor, Amanda Wagstaff and Emelia Mustoe.

**Declarations of interest**

There were no declarations of interest relevant to the matters on the agenda.

**C/2/23 Matters arising**

The Chair welcomed Faheem Mir and Cathy Barr to their first meeting following merger and individuals introduced themselves.

**C/3/23 Update on the Merger from the CEO**

The CEO provided an update on the merger. Feedback from stakeholders has been positive and the transition of key operations such as payroll has been smooth.

Research has been carried out on Leighton Buzzard and stakeholders consulted with.

Expectations of support teams in respect of line management and arrangements of activity within the structure are being managed.



Outstanding issues in respect of leases and contracts were raised and the CEO provided an update. It was not considered that risk in this area had increased since due diligence.

Feedback was provided by ex-Central Bedfordshire College (“CBC”) governors on the perceptions from their view, in particular in respect of post 16 high needs provision. It was reiterated that good practice will be shared across the Group.

### **The update was noted**

#### **C/4/23 Dashboard and progress against strategic aims**

The CEO presented the report and highlighted:

- Not all Group data including CBC was available at the time of writing the report.
- Achievement of the Adult Education Budget (“AEB”) is a challenge, activity in the merged group is being reviewed.

*The Board asked about the opportunities to reduce the negative position on the AEB?* The management team will look at activity that could be duplicated across campuses, reflect on the learning centre model, review the utilisation of bursaries and use of subcontractors. Thresholds for bursaries will be looked at across the Group and systems for free school meals across canteens are being explored. Further work is being done to look at staff development. Adult funding is per enrolment so this is being reviewed. It was noted that the gap has been narrowed by an increase in unit rates.

- HE and the challenges with recruitment.
- Successes in world skills, inclusivity, marketing and apprenticeships but with some incidents of poor classroom practice being managed.
- Increase in utility costs and impact on budget process and fairness of distribution

The Board commended the achievement of the AoC Beacon Award for Inclusivity.

The Board further discussed:

- Position of the College in response to the ONS reclassification decision?* The College will focus on the practical difficulties.
- Is there any momentum for a legal challenge?* It is not felt there is a collective view towards challenge but lawyers and colleges are exploring various structural options. The Board discussed the response of AoC and politicians and the policy framework.

#### **C/5/23 Strategic initiatives and opportunities**



Research has been carried out on Leighton Buzzard activity. The merger now allows additional apprenticeship and T level activity in CBC.

*Is there an increase in opportunities, greater variety of provision?* The focus is on changing the centre of gravity with movement to expand opportunities for those already in the College as well as attracting new L3 students

Other opportunities highlighted included the move to a more formulaic calculation of capital funding, development of training for management and more initiatives for the testing of mental health, resilience and anxiety in students.

**The report was noted.**

### **C/6/23 Community engagement mid-year report**

The Executive Director of Marketing and Student recruitment presented the report.

The Chair provided the background to the Corporation's review of the governance oversight of community engagement and rationale for reporting.

Each of 5 strands of community engagement and relevant activity had been set out highlighting:

- Further development of the 100 key stakeholder list to incorporate CBC stakeholders.
- Development of a register of strategic groups in which senior staff are involved.
- Measurement of KPIs, in particular on the use of likelihood to recommend as a measure. All stakeholder groups will have been surveyed before the end of the academic year. Actions plans are being put in place to address issues raised.
- Stakeholder events planned at Wellingborough and CBC. All stakeholders participating in research have been invited.

The Board commended the inclusion of case studies which provided helpful context.

Questions centred around:

*-Changes in 100 list to take merger into account, what are the risks of stakeholders dropping off?* The risk is being managed. Previous versions of the list included other layers around strategic priorities which are now being worked on at department level. Departments are preparing position statements, including details of who they are engaging with and case studies.

*-Do we have the staff to deal with the level of work planned?* Work has been allocated to ensure all colleges are properly represented both group wise and at a local level via



the Principals. Opportunities for engagement lost during Covid are being re-established.

*-What is the consistency of activities across departments?* There is some very positive engagement with other areas needing more support.

*-Progress against target and how this is being managed?* It was explained that the targets are a year 5 position and that the target has been increased by 10%. Issues with apprenticeships and parents in particular were raised. Actions being taken to improve the communication with parents are being taken. A parent involvement strategy is in place and consideration is being given to more prescription to departments in terms of expectations. The key stakeholder survey is part of the annual review publication.

Anecdotal evidence was provided by a governor on attendance at a SEMLEP event in Corby, although not considered to be well attended by employers, support for the College was positive. Roles of principals in terms of figure heads for colleges were highlighted.

*-How is the College managing the relationship with schools?* The College works closely with schools and the Board would wish to see evidence of the effectiveness of these relationships.

*-How is the College involved in Regional Local Skills Improvement Plans events?* Northamptonshire Chamber is leading on this agenda and a presentation is planned after Easter. It is understood that all employer events will have finished next week. The need for a realistic plan was reiterated including how engagement will take place with the 90% small employers (1-9 employees) in the region. The Board renewed its support for TBCG engagement in the LSIP process and required regular reports on action by the Executive.

*In terms of the stakeholder list and the 100 list, with the current strategic groups and highlighting of local government, is this the right balance in terms of engagement with employers?* Generally 4 categories of stakeholder are covered by the list. Assurance was given that the College is working with 1000 active employers, ones on the 100 list being dominant partnerships.

It was explained that the current community engagement strategy is now considered to be out of date with government policy and the strategic plan. The Board supported the plan for the development of a holistic Stakeholder Strategy (covering employers, community, students).

**The report was noted.**



## C/7/23 QSA Committee rag rated report

For the benefit of new members the Chair explained the methodology of the rag rating reports and the assurance provided to board members for the benefit of newer members.

The Chair of QSA presented the summary report from the QSA Committee on 8 March 2023.

The “Key facts for the Board” document was highlighted and will be updated termly to include summaries per college. RN and EL are collating potential answers and evidence.

The board recognised the need to talk about the how the position is known and monitored including in relation to feedback received from stakeholders. **It was agreed that consideration should be given to whether the Quality Improvement Plan, or elements of it should be presented to the whole board at each meeting.**

**The update was noted.**

## C/8/23 Curriculum strategy

The Deputy CEO (Education) presented the strategy. The review included consideration of BC and CBC in aligning the strategy to the overarching strategic plan. Policies and processes are in place to support delivery of the strategy.

*The qualification landscape diagram was questioned?* A lot of the policy detail is not yet considered to be in place but will broadly include A levels, T levels and apprenticeships. Whilst the College considers the demand for 6<sup>th</sup> form provision across the geographical reach it is mindful of the impact on schools and the political landscape. Visits to other colleges with substantial T level provision are taking place to understand best practice and how numbers are being achieved.

Questions included:

*-What is the current relationship between T levels and BTECs, the likelihood of the government switching off funding to the former and impact on students?* Lobbying for Level 2 reform is planned to focus on meeting the needs of students but with some concern over students not meeting qualification requirements. The College is working with stakeholders to plan the curriculum and make sure there are progression points with a strong focus on transferable skills. The strategy has been written in consultation with principals and the wider executive.



*-What is the relationship between the core group curriculum and more localised needs?* There is considered to be sufficient flexibility within the strategy for campuses to meet local needs, balanced by local market intelligence (“LMI”)

*-What is the appropriate channel for approval of the curriculum strategy within the governance structure?* The overarching strategic principles have been approved at board level within the strategic plan and there will be an opportunity to consider any changes at the annual review stage. It was however considered that the QSA Committee could provide a detailed review in advance of the annual review.

**The curriculum strategy document was noted.**

### **C/9/23 Quality of Education and student support**

The report was presented by the Deputy CEO- Education, highlighting the progress made on assessment and feedback and predicted outcomes for students. An overview of surveys was provided with a detailed report submitted to the meeting of the QSA Committee (available on the portal) on the issues at the 6<sup>th</sup> form and actions coming out of focus groups. Planned changes taking place on the structure of student voice being considered by the Executive were referenced and the QSA Committee will receive a detailed report in June.

The Chair of QSA highlighted some of the stronger areas identified to the Committee and the need to share good practice, including the predicted achievement rate for active students.

Progress on aligning quality oversight following merger was outlined. The self-assessment reports have been shared and work is being done to align the quality improvement reports.

**The report was noted.**

### **C/10/23 Safeguarding and EDI update**

The lead governor for Safeguarding commended the positive nature of the internal committee. The report does not currently include CBC activity but this is being aligned for future reports.

The incidents of bullying and bullying-including cyber bullying as a percentage of safeguarding referrals were referenced. More information on bullying is being provided to the EDI committee at their meeting after the Easter break for further review.

The provision of mental health support is an ongoing area of focus and work is being done to increase coverage of this during induction.

Assurance on concerns raised in the previous year was outlined in terms of the triangulation of information between HR and the safeguarding team to ensure appropriate reporting to the Local Authority Designated Officer (“LADO”).

The Board asked if the cases referred to other agencies is considered low? It was thought to be slightly higher than usual but the internal team is robust and works with Child and adolescent mental health services (“Camhs”) internally. Only serious concerns are reported externally.

The Safeguarding Governor commended the effectiveness of the safeguarding meeting and the forensic review of data. Reassurance on HR aspects and promptness of action taken were noted.

The analysis of vulnerable students and differences in reporting were explained. Relevant students are identified early and have additional check ins, support meetings etc.

**EDI update**, the Committee is meeting regularly and an analysis of student recruitment systems by gender, ethnicity, disability and sexual orientation has not revealed any unconscious bias or pattern of inequality. Additional forums established include those for mental health, multi faith and unity. The College is involved in the International day of remembrance for victims of the Atlantic slave trade and was a runner up in the apprenticeship awards for inclusivity. The Group has also been awarded the AOC Beacon award for Inclusive Learning Leadership. The Board congratulated the team on their achievements.

The College has launched LEAF – LGBTQ+ in Education & Alternative Provision Forum (in conjunction with Bedford Borough Council) to support staff and students and is a member of the Bedford Borough learning exchange (Bubble).

The CBC approach on EDI was raised and it was confirmed that the Acting Principal and the Vice Principals have joined the Committee. The Group Head of EDI has based himself in Dunstable and is reviewing whether a model with a greater focus on activity at college level is needed.

**The updates were noted**

### **C/11/23 Resources Committee rag rated report**

The Chair of the Committee presented the summary rag report and explained the current position, including the impact of merger on the provision of the College Information Report to the Committee.



Governors discussed differences in risk perceptions around ONS reclassification.

The DfE is looking at staffing to manage the decisions around prior authorities required. The impact on commercial activities and subsidiaries in particular will be monitored.

**The report was noted.**

### **C/12/23 Estates project update**

The Director of Estates and Facilities attended to present the report. Positive progress was noted on the Corby Sixth form to allow access to the site for open days.

The College is confident that the 6<sup>th</sup> form will be up and running in September. The lease for the site had been signed on 22 December 2022. An issue arose on the substation but a resolution identified using an existing meter within the lease with the addition of a smaller additional unit.

Good progress has been reported on the Tower Block with infrastructure work done over the summer and river water heating connected. Value engineering has established the project is on target and on budget and staff have been extremely co-operative in supporting the works.

Works at the Bedford Sixth Form (“BSF”) are complete and an external audit was carried out by Salix following the provision of funding.

Kingshill farm, planning issues have arisen with the landlord to resolve planning conditions. One tender is still to let. Students have been invited to watch panels being constructed for modular build and zero carbon. The CEO updated the Board on changes at the Shuttleworth Trust and likely impact on the College.

Motor Vehicle Centre. The Corporation was updated on changes in circumstances since their initial support to explore the potential lease of the site. The Resources Committee had received a report and following discussion had supported the revised option to now explore sale. The Corporation questioned the price expected and likely implications of the ONS decision.

**The Corporation supported recommendation to now explore the sale of MV centre**

*The Director of Estates and Facilities left the meeting*





## C/13/23 College Information Report

The Deputy CEO (Finance) presented the report. Key items have remained stable but there are a number of fluctuations due to inflationary pressures. The report highlighted:

- Significant risks around the reduction in tuition fees, in particular in HE.
- Shortfall in Adult Education Budget (“AEB”) getting 2% uplift across the board and greater increase in STEM and science. Looking at whether a lower level of activity should be set.
- Summary of inflationary rises.
- Cash position and cost increases, in particular: legal costs, higher than expected uptake in the academic bursary at 6<sup>th</sup> form and cyber security management costs.
- New utilities contract has been signed. CBC coming out of their contract in late summer and the position will be reviewed at that point.

The ESFA financial dashboard had been included in the pack, showing financial performance against checks.

The Board noted the position against previous years and against other colleges (based on plan).

Board questions and discussions centred around movement in the cash position, pension adjustments and actuary report impact and savings required.

Further questions and assurances received included:

- Position on bank covenants and relationship to cash balance, confirmation given that covenants will be met.
- Financial position of CBC and cash received.
- Likelihood of banks continuing to loan colleges money.
- Current position on issues of unpaid fees with partner universities. An update was provided. A reconciliation has been carried out but collection is by the University.
- Utilities contract and need to review the potential lock in ability.
- Current position on ***subcontractors, those used by CBC, assurance on quality and confirmation that those intended to be continued will be included on the list for approval at the July Corporation meeting.***

**The report was noted.**

## C/14/23 MTFS

The Deputy CEO (Finance) outlined the report.



Discussions centred around approaches to budget planning mechanisms, including planned priorities, identification of curriculum offer appropriate to stakeholders and communities and then a review of potential group sizes and staffing requirements.

Work has been done following the tribal benchmarking exercise and discussions are taking place at Executive level.

Questions included:

*Is work sufficiently granulated to explore impact of different initiatives?* The approach is to look at group sizes and staff volume and work on a budget envelope. The budget process also takes account of market differentials. It was explained that the Corby Sixth form may not get funding this year.

*Is the timing of meetings adequate to enable timely discussion?* Modelling is carried out to explore the consequences of different decisions but **timing and content of resources and board discussions as part of the overall budget setting process will be monitored.**

**The report was noted.**

### **C/15/23 Indicative capital programme**

Deputy CEO (Finance) presented the report and explained that grey items had been reported previously and new items since the last report had been marked green.

Allocations were explained in terms of specialist equipment, condition fund money, allocation for the refectory upgrade at CBC and work for the movement of students from St Marks to Corby.

The report also highlighted other funds applied for, planned receipts or how money is allocated against existing projects. Highlights included the Salix grant and plans to decarbonise and upgrade Shuttleworth accommodation.

Attention was drawn to the security report received, recommendations, and current priorities including fencing work and the reception area. Additional fire safety work is being costed and planned for.

The plan is predicated on maintaining the cash position at £5m.

Board discussions centred around



*-the potential for sustaining the current pace of achieving grants and assurance on the capacity of the Estates team to manage the grants and related projects.*

*-the planned trajectory towards more digital investment and how this will be secured.*

It was confirmed that cash invested into equipment is planned at 53% of total capital expenditure. It is still considered that the College invests more than other colleges in equipment.

**The report was noted.**

### **C/16/23 Audit Committee rag rated report**

A summary was provided of the reports to the Committee. The HR safer recruitment in particular was highlighted. The Executive Director of HR provided assurance that work has been completed to resolve matters.

An update was provided on the Data Protection Officer position, including the identification of an interim solution to provide a service pending the recruitment of a DPO and the position on the tender of internal and external auditors.

The Committee had received and considered a report reviewing the operation of the wholly owned subsidiary, Aston Recruitment & Training limited since acquisition. The review reflected on performance against strategic objectives as well as the impact of the regulatory framework, in particular the rules around subcontracting. The full report on Aston (included as an annex to the Governance update) had also been circulated in advance of the meeting to the Resources Committee and the proposal was supported by the Executive and by Aston's Board.

**The Corporation on the recommendation of the Audit Committee agreed:**

**-To maintain ICCA as the internal auditors for 23/24 with a tender for services from 24-25**

**-To retain MCA as financial statement auditors for 2022-2023 but with a tender in the current year for services in 23-24**

**-To retain Buzzacotts to carry out CBC auditor**

**-To approve the proposal to transfer staff of Aston Recruitment & Training limited to Bedford College at a date to be agreed and then to strike off the company at Companies House**

### **C/17/23 Risk and opportunities**

The report was received and had been scrutinised by the Audit Committee. Attention was drawn to key risks and movement and updated narrative, including the risks around inspection.



**The report was noted.**

### **C/18/23 Health & safety**

The report was presented by the Deputy CEO (Education) and the Corporation noted the 89% compliance level and effective work being carried out by the Health & Safety and Quality teams working together. Work is underway to implement and align the Smartlog system across the merged group.

**The report was noted.**

### **C/19/23 Governance update**

The report was presented by the Group Director of Governance setting out:

- The position on appointments and resignations
- Use of the Seal
- Written resolutions made
- Decisions required from the Corporation

The Chair of the Resources Committee had signed a letter at the time of merger under delegated authorities to confirm the position on bank covenants. It was explained that the Bank requires a formal resolution of the Corporation in the form provided on the letter attached. Whilst the letter explained that the Bank had changed 2 of 3 covenants following merger they haven't changed the operational leverage and assurance was provided that coverage is ok.

The letter of consent and amendment (the Consent and Amendment Letter) from Barclays Bank UK PLC (the **Bank**) to the Borrower setting out the amendments to a facility agreement dated 1 March 2023, pursuant to which the Bank has offered the Borrower, the Facility (as defined in the facility agreement) was produced to the Corporation.

**The Corporation resolved:**

- 1. That the amendments set out in the Letter of Variation are in the interests of and for the benefit of the Borrower and are most likely to promote the success of the Borrower for the benefit of the members as a whole and that such terms and conditions of the Letter of Variation be and are approved and accepted.**
  
- 2. That Pat Jones and Ian Pryce are authorised to sign the Letter of**

Variation on behalf of the Borrower to indicate acceptance of the terms and conditions.

3. That the Bank is authorised to act in all matters concerning the Facility as amended by the Letter of Variation upon instruction from the Borrower, in its capacity as Borrower of the Facility, signed in accordance with the Bank's mandate for any of the accounts of the Borrower held with the Bank current from time to time.
4. That the Chair is authorised to sign the resolution, if so required, on behalf of the Corporation.

**Further resolutions of the Corporation included:**

Noting of the following written resolutions:

**-The written resolution to merger with Central Bedfordshire College on 1 March 2023 (passed on 13 February 2023)**

**-The written resolution to appoint Faheem Mir as an external governor until 31 July 2026 (passed on 28 February 2023)**

**-The written resolution to appoint Cathy Barr as an external governor until 31 July 2026 (passed 28 February 2023)**

**-The written resolution to appoint Angelique Wright as an external governor until 31 July 2026 (passed 6 March 2023)**

The Corporation formally welcomed Faheem, Cathy and Angelique to the Corporation and noted the updated committee membership in Annex A.

**The Corporation also formally noted the resignation of Dominika Kalinowska as a co-opted member of the QSA Committee and recorded thanks for her contribution to the board of Bedford College.**

**The Corporation noted the extract of the sealed contracts register (Annex B), in particular the summary of the documents executed as part of the merger.**

## **C/20/23 Minutes**

The minutes of the meetings held on 7 December 2022 and 8 December 2023 were agreed as accurate records of the relevant meetings.

*Pat Jones, Em Lowe, Joe Gallacher and Emily Parnwell left the meeting.*



**C/21/23 Confidential minute, external governors only (minute partially redacted for sensitive personal data and confidentiality)**

The Chair of the Remuneration Committee provided an update on the approval of objectives and senior post holder salaries following the meeting on 7 December 2022.

**Given the stage of the academic year the Corporation agreed to approve the objectives presented and reiterated that objectives presented for 2023-2024 should include the measures.**

The Chair of the Remuneration Committee recapped for the Board the discussions that had taken place at the December board meeting. It was confirmed that support for the Group Director of Governance had now been resolved and this was welcomed.

**The proposed uplifts were approved.**

**C/22/23 Next meeting**

The next meeting of the Corporation will take place on Thursday 6 July 2023