![Dudley College of Technology logo]

Minutes of the Corporation Meeting held on Friday 25th September 2020 at 11.00am via Microsoft Teams

Members Present:

Liam Butler
Peter Davies
Charlie Harvey *(item 5 onwards)*
Alison Hodge
Helen Lawley *(item 3.3 onwards)*
Valerie Little
Jason Parker
Suhail Rana
Neil Thomas (Chief Executive & Principal)
Tom Westley
David Whatton (Chair)
Andrew Woodford

In Attendance:

Georgina Barnard (Managing Director Black Country & Marches Institute of Technology)
Andy Comyn (Chief Officer Finance & Resources)
Gill Darwood (Senior Officer Corporation Governance) (SOCG)
Debbie Goode (Executive Director Public Affairs & Marketing)
Steve Johnson (Executive Director Estates & Capital Projects)
Diana Martin (Vice Principal)

1   **Chair's welcome**
1.1   It was noted that apologies had been received from Liz Sithole and Katharine Clough.

1.2   The Chair welcomed members and Andrew Woodford, the new Staff Governor, to the development event.

2   **Appointment of Support Staff Governor – Andrew Woodford**
2.1   The SOCG advised that nominations for the role of Staff Governor had been invited. Just one nomination had been received and therefore no election had taken place. Andrew Woodford was therefore confirmed as the business support Staff Governor for a term of 4 years.

2.2   **It was resolved** To note the appointment to the Corporation of Andrew Woodford for a term of 4 years commencing 25th September 2020.

3   **Corporation matters**
3.1   **Confirmation of Chair's Action**
3.1.1 The Chair noted that it was a requirement of the College's Instrument and Articles that any use of the Chair's Action was noted at the next meeting. It was duly noted

that the Chair had approved the updated Supply Chain Fees and Charges Policy, although this version of the policy had now been superseded by the one under consideration on today's agenda.

3.2   Approval of policies
The following Policies & Procedures had been reviewed and revised for members' consideration.

3.2.1   Supply Chain Fees and Charges Policy
3.2.1.1   The changes to the policy related to:
  – Purpose of the policy
  – Overarching principles
  – Rationale for partnership or subcontracting arrangements
  – Communication

3.2.1.2   **It was resolved** To approve the Supply Chain Fees and Charges Policy.

3.2.2   Modern Slavery & Human Trafficking Statement
3.2.2.1   The changes to the policy related to:
  – Introduction - change of date
  – Organisational Structure - change of staff number and turnover

3.2.2.2   **It was resolved** To approve the Modern Slavery and Human Trafficking statement.

3.2.3   Student Discipline (Policy & Procedure)
3.2.3.1   The changes related to the introduction and 'special circumstances' section of the procedure. No changes had been made to the policy. A Hodge noted that it would be helpful to clarify any references to 'days' as to whether this was 'working days' or 'calendar days'.

3.2.3.2   **It was resolved** To approve the Student Discipline Policy and Procedure, subject to clarification of terminology in relation to 'days'.

3.2.4   Information Security Policy
3.2.4.1   The changes to the policy were noted as:
  - 5.6 Cloud Services and Office 365 - additional clause to reflect the use of cloud based services
  - 5.9 Use of Removable Media - strengthen wording around movement of restricted and confidential data
  - 5.10 Breaches of Information Security - additional wording about the Data Protection Officer's role in a data breach

3.2.4.2   **It was resolved** To approve the Information Security Policy.

Neil Thomas and Helen Lawley joined the meeting.

3.3   Institute of Technology – Asset Transfer
3.3.1   T Westley and A Comyn declared their interest as Directors of TTPL.

3.3.2   A Comyn explained that, following advice that it would be more tax and cost efficient for the Institute of Technology assets to be in the name of Dudley College of Technology (College) rather than TTPL (a wholly owned subsidiary of the College), DfE consented to this change to the proposed ownership of the IoT assets acquired from the DfE IoT capital grant on 15 September 2020. Legal advice received from Shakespeare Martineau on 17 September outlined how this change would be formalised between the College and TTPL as follows:

1. Put in place an agreement for TTPL to give the DfE IoT grant to the College with obligations to use it solely to deliver the IoT project in line with the Capital Funding Agreement and Brand Licence Agreement in place between TTPL and DfE. This would result in the IoT assets being College assets. This agreement may be a separate agreement or included within the lease or agreement to lease noted at points 2 and 3 below.
2. For the College to put in place a lease at market value to grant TTPL the right to occupy and use the new Dudley IoT building to deliver the IoT project. The lease would be for 5 years in line with the initial duration of the Brand Licence Agreement. A surveyor would be instructed to advise on the market rent. It was anticipated however that the market rent would be nominal due to the circumstances and educational obligations in place.
3. As the exact lease commencement date was not currently known (as the building remains in progress), there would be a legally binding 'agreement to lease' put in place, which would have the agreed lease appended to it. The agreement to lease would state that the lease would commence on practical completion of the building.

3.3.3   Shakespeare Martineau would draft the agreements on behalf of both the College and TTPL, however for added assurance and to ensure separate legal representation for each entity, the agreements would be reviewed by a separate law firm acting solely on behalf of TTPL.

3.3.4   A Hodge asked for clarification on whether institutions should be independent of colleges as was understood to be the case at the outset. A Comyn noted that this had been a requirement originally but as very few other organisations had met this requirement it had been relaxed by the DfE. He noted that the board of TTPL would still offer the independent oversight of the operation of the IoT bringing independence and objectivity.

3.3.5   P Davies asked if, in the event that the IoT failed, would there be any additional risk to the College in owning this asset rather than it being ring fenced to the company. A Comyn advised that there was already security over the building and some of the equipment which would be unchanged whether owned by TTPL or the College.

3.3.6   **It was resolved** To approve the proposals as set out at 3.3.2 and to authorise the Chair and CE&P to sign the relevant agreements on behalf of the Corporation, subject to legal advice.

4   **Safeguarding update**
4.1   D Martin provided an update on safeguarding with particular reference to the key changes to the statutory guidance *Keeping Children Safe in Education (KCSIE)* published in September 2020 which:

- Made very clear mental and physical health were relevant to safeguarding.
- Raised the profile of the link between mental health and safeguarding.
- Additional information about CCE and CSE as a form of abuse.
- Update on how to support keeping children safe online when they were learning at home.
- Update on mandatory requirement to teach Relationship, Sexual Health and Health Education – mainly schools.
- Added *behaved or may have behaved in a way that indicates they may not be suitable to work with children* – transferrable risk to employer responsibilities.
- Added further guidance on handling of allegations against supply teachers.
- Honour-based violence renamed honour-based *abuse.*

4.2   Members discussed the guidance and the statutory safeguarding responsibilities of governors and assured themselves of the Corporations' compliance with the requirements as set out in KCSIE.

4.3   Members considered that the key challenges were in relation to:

- Monitoring of Children Missing from Education in a post 16 environment.
- How governors could be assured that processes were effective.

4.4   The designated Safeguarding Governor, V Little, expressed a willingness to be involved in a periodic review with the safeguarding team to look at case studies which D Martin agreed to take forward.

4.5   It was agreed that members of the Standards Committee would find it helpful to have sight of the S175 audit of safeguarding carried out with the local authority.

4.6   D Martin confirmed that, in respect of looked after children, effective relationships existed not just with Dudley local authority but also with neighbouring local authorities of Sandwell and Wolverhampton.

4.7   S Rana suggested it may be helpful to invite the designated tutor for looked after children to a future meeting of the standards committee.

4.8   **It was resolved** To note the safeguarding update.

5   **Board evaluation feedback**
5.1   The SOCG reminded members that they had participated in a board effectiveness review over the summer period as well as one to one sessions with the Chair. She presented the outcomes of the review which had posed questions related to ten key areas based on the Colleges' Code of Good Governance.

5.2   The survey had resulted in predominantly very positive feedback with a small number of areas where potential for improvement had been identified (where the overall score had been lower than 90%):
- Ensuring that feedback from users of the College's services, particularly students, was sought and considered and that appropriate action was taken in response (score of 84%).

- Ensuring that students were actively engaged with the work of the College and that student voice was heard at all levels, including by governors (score of 86%).
- Engaging with the communities that the College serves, understanding their needs and monitoring the extent to which those needs were being met (score of 82%).
- Encouraging innovation and the development of relevant strategic partnerships (score of 89%).

5.3   In relation to the outcome of the survey, the CE&P reminded members of the current activities undertaken in relation to staff and student engagement which included:
- Review of student satisfaction twice-yearly by key client group, via survey.
- Review of external surveys annually, such as FE Choices (student, employer)
- Student Union termly updates.
- Staff demographics data via 'Our people' section of dashboard.
- Standards Committee review staff and student observation and 'health check' activity termly.
- Each corporation member assigned to an area (via Strategic Plan) with planned activities in that area to meet with staff and students.
- Access to staff/student events.

5.4   Discussion took place on how further engagement activity could be planned in the coming year, bearing in mind the limitations as a result of Covid 19 restrictions. Suggestions included:
- Desire for face to face opportunities where this could be safely facilitated, which could be student led.
- Re-establish timetable for governor link activities relating to Strategic Plan – either virtual or face to face depending on members' individual preferences.
- Staff meetings/focus groups and opportunities to join Principal's Q&A sessions.
- Sessions where Governors could offer input based on their own area of expertise/career.
- H Lawley expressed her willingness to work with the CE&P to facilitate further engagement activities via the Students' Union.

5.5   **It was resolved** To note the board effectiveness evaluation.

The meeting adjourned at 12.45 for lunch, to be followed by a strategic development session which is the subject of a separate meeting note.

D Whatton   10th November 2020