

**Minutes of the Corporation Meeting held 28<sup>th</sup> January 2021 at 4.30pm via video conference**

Members present:	Lord Ian Austin Liam Butler Katharine Clough Wendy Davies Peter Davies Charlie Harvey Alison Hodge Helen Lawley	Valerie Little Jason Parker Suhail Rana Liz Sithole Neil Thomas (Chief Executive & Principal) Tom Westley David Whatton (Chair) Andrew Woodford
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In Attendance:	Georgina Barnard (Managing Director – IoT) Andy Comyn (Chief Operating Officer) Gill Darwood (Senior Officer Corporate Governance) (SOCG) Debbie Goode (Executive Director Public Affairs & Marketing) Steve Johnson (Executive Director Estates & Capital Projects) Diana Martin (Vice Principal Curriculum and Standards) Sanjeev Ohri (Chief Officer Business Development & DC Worldwide) Carl Riding (Vice Principal Curriculum & Performance) Jessica Garrett (Observer)
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**PART I**

- 1 Confirmation of quorum and apologies for absence**
  - 1.1 There were no apologies for absence. The SOCG confirmed that a quorum was present.
- 2 Declarations of Interest**
  - 2.1 There were no declarations of interest.
- 3 Minutes of Corporation Meetings held on 8<sup>th</sup> December 2020 (Part I)**
  - 3.1 The minutes were confirmed as a true record for signature by the Chair.
- 4 Matters Arising**
  - 4.1 There were no matters arising other than those on the agenda.
- 5 Strategic Discussions**
  - 5.1 *This matter is the subject of a separate and confidential minute.*
  - 5.2 **Annual Strategic Impact Assessment 2019/20**
    - 5.2.1 D Martin provided an update on progress to date in production of the Annual Strategic Impact Assessment 2019/20. Members had approved the ratings in relation to each key client group at the previous meeting, and the final document had just been received from the design

agency and required a final proof read before distribution. It was agreed that the final document would be brought to the Standards Committee in February for final approval.

5.2.2 **It was resolved** To note the update in relation to the Annual Strategic Impact Assessment 2019/20.

### 5.3 **Appointment of Director to TTPL Board**

5.3.1 The CE&P advised that the College had been advised that Ross Renton would be leaving University of Worcester in February and it was proposed that a different member of staff took on the directorship of Transformational Technologies Partnership Limited. He explained that Mick Donovan Deputy Pro Vice Chancellor and Head of the School of Sport at the University of Worcester had been proposed by the University to be appointed to the TTPL board in his place.

5.3.2 As a wholly owned subsidiary of Dudley College of Technology, the Articles of Association of TTPL required the College Corporation (as the sole member) to approve the appointment of Directors of the company.

5.3.3 **It was resolved** To approve the appointment of Mick Donovan as a Director of Transformational Technologies Partnership Limited.

## 6 **Finance & Resources Matters**

### 6.1 **Finance & Estates Committee – Minutes of Meeting held 19 January 2021**

6.1.1 Peter Davies as Chair of the Finance and Estates Committee presented the minutes of the meeting held on 19<sup>th</sup> January 2020 and noted that all items were covered on the current agenda. He confirmed that Jason Parker had been appointed as Chair and Liz Sithole as Vice Chair of the committee for the remainder of 2020/21.

### 6.2 **Confidential - Partnerships and sub-contracting Plan 2020/21**

*This matter is the subject of a separate and confidential minute.*

### 6.3 **ESFA finance record**

6.3.1 The COO presented the ESFA Finance Record, which was a standard template which captured the statutory annual accounts numbers and monitored these against the ESFA's existing financial health assessment measures. The report had been considered by the Finance & Estates committee on 19th January 2021 and was recommended to the Corporation for approval to submit to the ESFA by 29 January 2021. The ESFA submission would also include the statutory accounts approved by Corporation in December and the final KPMG management letter. Both documents were provided for ease of reference.

6.3.2 The COO confirmed that the 2020-21 out turn included in the Finance Record reflected the 2020-21 forecast approved by Corporation in November as part of the RFI forecast.

6.3.3 The RFI forecast did not take into account any impact of the latest lockdown as it was prepared well in advance of this being announced. Whilst there would be some movement in the 2020-21 figures compared to the RFI forecast, it was prepared on a relatively prudent basis. Furthermore, there would be some additional support that would now be available (such as the extension to the Job Retention Scheme) and the College would continue to monitor and control all expenditure robustly, so at this stage did not consider there would be a material change to the RFI 2020-21 forecast out turn, which was reflected in the Finance Record.

- 6.3.4 As previously advised, the college's 2019-20 financial health as measured by the ESFA's assessment was 'Requires Improvement' with a score of 130 out of a possible 300. Similarly and as approved in November, the college's 2020-21 financial health was also 'Requires Improvement' with a score of 130 points.
- 6.3.5 **It was resolved** To approve the ESFA Finance Record 2019/20 for submission to the ESFA.
- 6.4 **Management Accounts – November 2020**
- 6.4.1 The COO presented the management accounts and accompanying report for the period ended 30th November 2020. The report provided a commentary on the year to date financial performance of the college compared to the recently revised RFI forecast agreed by Corporation in November. The key points to note were:
- EBITDA was £5.01m, which was within £20k of the RFI YTD forecast.
  - income was currently £19.28m, which was within £38k of the RFI YTD forecast.
  - expenditure (excluding interest and depreciation) was £14.13m which was £18k ahead of forecast.
- 6.4.2 The COO noted that historically, it was shown to be too early in the year to be able to draw any real conclusions about full year actual performance compared to forecast, particularly given the difficulties in accurately profiling monthly income and cost budgets in the early months of a new financial year, which was made even harder by the on-going impact of Covid this year.
- 6.4.3 He advised that the RFI forecast did not take into account any impact of the latest lockdown as it was prepared well in advance of this being announced. With the Covid-19 situation ongoing, continued careful management of both pay and non-pay budgets continued to be essential to ensure that the forecast year-end EBITDA was achieved.
- 6.4.4 **It was resolved** To approve the management accounts to November 2020.
- 6.5 **Treasury Management Policy**
- 6.5.1 The COO advised that at the last meeting members had requested that the existing Treasury Management Policy should show clarification of investment arrangements. Changes to 4.7 of the document had been made to reflect this recommendation as highlighted by the track changes for ease of reference.
- 6.5.2 **It was resolved** To approve the treasury management policy.
- 6.6 **Insurance Annual Report**
- 6.6.1 The COO presented the annual insurance report which showed the insurance cover in place over college assets and had been prepared to support the college's self-assessment of compliance with regularity and propriety requirements in terms of providing evidence that college assets were adequately safeguarded.
- 6.6.2 The college's insurance provision helped manage risks to the college by providing insurance cover for college assets, staff, students and visitors, as well as employer and public liability cover. Insurance cover was renewed annually but was reviewed throughout the year to assess its adequacy and ensure it appropriately reflected any changes to the operational activities of the college and its assets in-year. The college had also approached Zurich for a quote on Cyber insurance cover to assess the need to insure the college's financial losses in the event of a cyber-attack or data breach.

- 6.6.3 The COO advised that the College had last tendered for insurance services in 2017 and had appointed Zurich for a 3-year period starting on 1 August 2017. The appointment may be extended annually thereafter for up to two further years. It was proposed to extend Zurich's appointment for the second of two possible years in 2021-22 year starting 1st August 2021.
- 6.6.4 In response to a question from the Chair, the COO advised that the College's insurance did not cover business continuity as a result of Covid, as this was not specifically mentioned in the policy, as was the case with other colleges and organisations. He confirmed that on renewal this would be included as a named virus within the list of diseases and so would be covered.
- 6.6.5 He further confirmed that any health & safety implications arising from staff home working were covered by employer liability insurance and he explained that staff had been asked to put forward any requests for resources or equipment to support them in home working.
- 6.6.6 **It was resolved** To approve the proposal to extend Zurich's appointment for the second of two possible years starting on 1 August 2021 ahead of tendering for the insurance services in the 2022/23 year.
- 6.7 **Confidential/commercially sensitive - Procurement of specialist equipment for IoT**  
*This matter is the subject of a separate and confidential minute.*

## **7 Governance matters**

### **7.1 Feedback on governor link activities**

- 7.1.1 The CE&P advised that Corporation members had been taking part in a series of governor link activities as previously agreed. The lead governor for each activity had completed an Activity Report to provide fellow members with an overview of the activity covered. A copy of the reports for all activities completed to date was provided. It was noted that the report provided an opportunity for the lead governor to pose any questions or items for clarification by management following the activity. A separate document was included which summarised all of these questions and the responses from the College staff.
- 7.1.2 It was noted that the following governor link activities had taken place:
- Engineering – A Hodge and T Westley
  - Academic Studies – K Clough
  - Dudley College Worldwide – L Butler
  - Support Services – L Sithole, P Davies and J Parker
  - Health & Science – A Woodford
- 7.1.3 The CE&P thanked members for their participation in these activities.
- 7.1.4 **It was resolved** To note the feedback on governor link activities.
- 7.2 **Remuneration committee terms of reference**
- 7.2.1 The SOCG advised that as a matter of good practice the remuneration committee had undertaken an annual review of their terms of reference and did not propose any changes to the document.

7.2.2 **It was resolved** To approve the terms of reference of the remuneration committee for 2020/21.

## 8 **Date of Next Meeting**

8.1 23<sup>rd</sup> March 2021

## 9 **Any Other Part I Business**

9.1 The Chair expressed his thanks to Jessica Garrett for joining the meeting as an observer.

9.2 H Lawley and Lord Austin reminded members of the Holocaust Memorial event which would take place virtually the following day and encouraged all members to attend. Lord Austin expressed thanks to the Students Union and the marketing department, particularly Alleah Facey, for their support with the event.

### 9.3 *Appointment of external auditors*

9.3.1 A Woodford advised members that the appointment of external auditors was due to go out to tender for 2020/21 however in the current circumstances and given that a number of key finance personnel were leaving the College, he requested the Corporation agree to an extension of the current contract with KPMG for a further year. A Comyn advised that across the audit sector fees were increasing, however KPMG had agreed to roll forward their contract for a further year with a small price increase on the previous contract but lower than would likely have been obtained had the contract gone out for tender. A Woodford noted the value in maintaining consistency of auditors at the present time. The Chair and C Harvey, as Chair of the Audit Committee, confirmed their support for this proposal.

9.3.2 **It was resolved** To extend the external audit contract with KPMG for the year 2020/21, with the fee proposal to be considered by the audit committee.

*The part 1 meeting closed at 17.50*

*The part 2 minutes were contained within a separate confidential set of minutes.*

*Senior managers, staff and student governors left the meeting.*



David Whatton, Chair of the Corporation

23<sup>rd</sup> March 2021