

Minutes of the Corporation Meeting held Tuesday 6th July 2021 at 4.30pm via Microsoft Teams

Members present:	Ian Austin Liam Butler Wendy Davies Nirmal Gupta Alison Hodge Helen Lawley Valerie Little	Jason Parker Suhail Rana Liz Sithole Neil Thomas (Chief Executive & Principal) Tom Westley David Whatton (Chair)
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In Attendance:	Georgina Barnard (Managing Director – IoT) Gill Darwood (Senior Officer Corporate Governance) (SOCG) Debbie Goode (Executive Director Public Affairs & Marketing) Mollie-Amelia Hehir (Observer) Steve Johnson (Executive Director Estates & Capital Projects) Louise Jones (Observer) Diana Martin (Vice Principal Curriculum and Standards)
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PART I (Not confidential unless indicated)

1 Confirmation of quorum and apologies for absence

- 1.1 Apologies for absence had been received from Katharine Clough, Charlie Harvey, Andrew Woodford and Carl Riding. The SOCG confirmed that a quorum was present.
- 1.2 Mollie-Amelia Hehir and Nirmal Gupta were welcomed to the meeting.
- 1.3 The Chair noted that it was Helen Lawley's final Corporation meeting and extended thanks for her participation and her leadership of the Student Union during this challenging period.

2 Declarations of Interest

- 2.1 There were no declarations of interest.
- 2.2 The SOCG noted an interest in relation to the part 2 item 15.3.

3 Minutes of Corporation Meeting

3.1 Minutes of Corporation Budget Meeting held on 22nd June 2021

- 3.1.1 The minutes were confirmed as a true record for signature by the Chair.

3.2 Matters Arising

- 3.2.1 There were no matters arising other than those on the agenda.

4 Appointment of new governors

4.1 Students Union President

4.1.1 The Chair advised that Mollie-Amelia Hehir had been elected as Students' Union president for the year 2021/22 and was proposed by the Students Union as a member of the Corporation.

4.1.2 **It was resolved** To appoint Mollie-Amelia Hehir as a member of the Corporation from 1st August 2021 – 31st July 2022.

4.2 External governor – Mr Nirmal Gupta

4.2.1 The Chair advised that Nirmal Gupta had met with the Search Committee which had recommended Mr Gupta for appointment to the Corporation.

4.2.2 **It was resolved** To appoint Nirmal Gupta as an external member of the Corporation from 6th July 2021 until 5th July 2025.

5 Students Engagement matters

5.1 Students at the centre of all we do

5.1.1 The Principal provided a presentation on noteworthy student activities and achievements from the academic year which included:-

- 3722 students assessed through QTAG process
- 6000 plus completed qualifications in the usual way
- 882 students supported through small group intervention
- 1850 examinations administered

5.1.2 Student success included a number of student case studies which were shared via a link in the presentation. The CE&P stressed that the new year would be an important opportunity to focus on the experience of learners at the start of their programme.

5.1.3 D Martin presented an update on progression and applications, with 2,468 progressing learners and 6,138 applications which was 617 increased on the previous year. She provided an update on activities to welcome potential learners in for guided tours on 26th June and a number of 'keep warm' activities which were planned over the summer. She advised on the enrolment process from results day in August which would be undertaken remotely.

5.1.4 She updated members on the launch of the Digital Strategy [which would be provided to members following the meeting](#). The aim was to support staff and students to have the skills at the appropriate level to effectively engage in their learning. As part of the induction process learners would have a virtual 'induction passport'.

5.1.5 The Performance Improvement Programme 'MyPIP' would focus on career progression, mental fitness and wellbeing and digital credentials. Other 'settling in' activities were outlined including campus tours, opportunities to change course, identification of students eligible for intervention support, an enhanced fresher's fayre and support 'roadshows'.

5.1.6 The CE&P noted other key developments for the new academic year, which included the next round of T levels, the IoT opening on 1st September, a much expanded adult offer, new apprenticeship provision and a return to a number of key commercial projects. He highlighted the capital projects currently underway including C floor science department at Broadway and other planned projects including Aspire, Advance II and redevelopment of D and E block.

- 5.1.7 V Little commented that the induction passport for learners was an idea which could be extended to members of the Corporation. The SOCG advised that the support and development of digital skills of Corporation members was to be incorporated in the Digital Strategy.
- 5.1.8 In response to a question from I Austin in relation to work placements and work experience, the CE&P noted that these had been impossible to achieve in the previous year but that most T level learners had placements lined up for the coming year. The majority of placements were organised by the College and all placements were vetted by the College.
- 5.1.9 In response to a question from N Gupta in relation to student feedback, the CE&P outlined the range of survey mechanisms in place to capture student feedback. In addition he explained the use of a wellbeing app in relation to mental fitness which had been launched for both students and staff.
- 5.1.10 **It was resolved** To note the update on learner centred activities..

5.2 Students' Union Summer Term report

- 5.2.1 H Lawley presented the Students' Union termly report to the Corporation. She explained that the Students Union had moved all of their services online to continue to support students during lockdown. She acknowledged the support of the Students Union executive in delivering effective support to students. The team had been very proactive in campaigning on a number of issues.
- 5.2.2 The presentation provided members with information on a number of areas of activity including:
- Feedback from the Student Opinion Survey conducted in Autumn 2020.
 - Student representation as class representatives, learner voice sessions and Q&A sessions with College leaders.
 - Community activities including Operation Santa and Food Bank collections.
 - Monthly competitions to encourage continued engagement during lockdown.
 - Mental health ambassadors.
 - Holocaust memorial event which had taken place online.
 - LBGTQ+ community club activity.
 - Disability committee forum.
 - Training activities had included mental health awareness, Covid champions, leadership development.
 - NUS Students Deserve Better campaign for reinstatement of EMA in England.
 - A number of external awards and nominations, include LBGTQ+ officer Jack Stokes being awarded National Queer Student of the Year.
 - Dudley Sixth leavers' event.
 - Student feedback from the 'Big Student Get Together'. Key themes which had emerged related to safety on campus, respecting hidden disabilities, trans inclusion, support service expansion across campuses, PIP reform and the request for mental health open spaces.
- 5.2.3 The Chair noted that this report evidenced the huge breadth of the activity of the Students Union, in challenging the college where appropriate and working to support not just students but the local community.

5.2.4 H Lawley highlighted the importance of encouraging all staff to promote the work of the students union to students who were in need of their support to engage with college life.

5.2.5 **It was resolved** To note the Students' Union summer term report.

6 Governance and compliance matters

6.1 Approval of business plans and meeting schedule for 2021/22

6.1.1 The SOCG presented the business plans for the Corporation's committees for 2021/22. The business plans for Standards Committee, Audit Committee and Remuneration Committee had been considered and recommended by the relevant committees. The plan for Finance & Estates committee had been approved at the Corporation Meeting held on 22nd June 2021 and was therefore not included with this paper.

6.1.2 The business plans provided an indication of business and reports which would be submitted to the meetings of the Committees scheduled for 2021/22. They were not rigid documents but were intended as a guide and needed to remain flexible to accommodate emerging priorities and unforeseen eventualities, which may result in additional considerations for the committees into the 2021/22 academic year.

6.1.3 The SOCG also presented the schedule of meeting dates for the Corporation and its committees for the academic year 2021/22.

6.1.4 It was resolved

- To approve the business plans for Standards Committee, Audit Committee and Remuneration Committee for 2021/22.
- To approve the meeting schedule for 2021/22.

6.2 Appointment of Chair and Vice-Chair for 21/22

6.2.1 The SOCG advised that it was a requirement of the standing orders to elect a Chair and Vice Chair of the Corporation annually. She advised that David Whatton was proposed as Chair and Liam Butler as Vice Chair for 2021/22.

6.2.2 The Chair recorded the thanks of members to Valerie Little for her work as Vice Chair in the past year.

6.2.3 **It was resolved** To appoint David Whatton as Chair and Liam Butler as Vice Chair of the Corporation for 2021/22.

6.3 Reports on governor strategic link activities

6.3.1 The CE&P advised that Corporation members had completed their series of governor link activities. The lead governors had provided Activity Reports to provide members with an overview of the activity covered. A copy of the reports was provided for the information of other members which covered activities related to:-

- Construction
- Digital & Creative
- Adult Education
- Inclusion

6.3.2 The CE&P noted that the format of governor link activities had been well received and had provided members with an opportunity to engage directly with learners. It was proposed to continue the programme of activity for the next academic year.

6.3.3 **It was resolved** To note the governor link reports.

6.4 Appointment and dismissal of governors policy

6.4.1 The SOCG advised that the 'Appointment and Termination of Appointment of College Governors Policy' was reviewed by the Corporation every two years. The revised policy was presented showing the tracked changes for consideration. The Chair noted that it would be helpful to provide clarification on arrangements for any leave of absence which the Corporation may wish to consider, for example in the event of long term illness. **It was agreed that the SOCG would make this change to the policy and it was not required to come back for further approval.**

6.4.2 **It was resolved** To approve the policy, subject to the proposed change.

6.5 Fee Refund Policy

6.5.1 The CE&P noted that the Fee Refund policy had been revised to reflect a minor addition to the section entitled 'Purpose of the Policy' which stated 'Fees for all Higher Level Programmes as regulated by Office for Students'. All other changes related to job titles, which had been tracked for ease of reference.

6.5.2 **It was resolved** To approve the Fee Refund Policy.

6.6 Supply Chain (fees and charges) Policy

6.6.1 The CE&P advised that an annual review of sub-contractor and partner supply-chain fees and charges policy has been completed and was provided for members' approval. All changes were highlighted in the document and reflected minor amendments to latest guidance, compliance and payment schedules.

6.6.2 **It was resolved** To approve the Supply Chain (fees and charges) Policy.

6.7 Governor safeguarding training update

6.7.1 The SOCG noted that at the request of V Little, who was the lead governor for safeguarding, a status report on the current safeguarding training of members was provided. She explained that the Governance Support Officer tracked the status of training and reminded members when safeguarding update training was due for completion.

6.7.2 **V Little noted that the governor term of office in some instances had not been updated to reflect reappointment, and the SOCG agreed to ensure that this was amended.**

6.7.3 **It was resolved** To note the update on governor safeguarding training.

7 Standards Matters

7.1 Minutes of Standards Committee 6th May 2021

7.1.1 David Whatton as Chair of the Standards Committee presented the minutes of the meeting held 6th May 2021 and noted that the key items were covered on the current agenda. He noted that the West Midlands Combined Authority had introduced a learner destination survey across all colleges and the College had subsequently reviewed its own process for this and had adopted aspects of the WMCA approach going forward.

7.1.2 **It was resolved** To note the standards committee minutes of 6th May.

7.2 **Safeguarding and Prevent annual report**

7.2.1 D Martin presented the report which provided an update on arrangements for safeguarding as well as an overview of student conduct activity this academic year. She highlighted a number of key points from the report:

- 482 learners referred to the safeguarding team during this academic year:
 - 71 Children Looked After
 - 22 Child Protection Plans
 - 22 Child in Need
 - 29 Early Help
- 42 learners were suspended but only 3 exclusions.
- 302 learners and 21 staff supported by the counselling team
- 63 learners and 6 staff accessed support through Togetherall online support service. This was launched during lockdown and the aim would be to continue with this service going forward and raise awareness to students to increase engagement.

7.2.2 All Wider Management Group members had received face to face update training linked to Keeping Children Safe in Education and they would then disseminate this training to their teams.

7.2.3 D Martin noted that the number of suspensions had been lower due to less time in college but there had been an increase in suspensions due to online issues.

7.2.4 V Little noted the increased access to counselling services and in particular from those on apprenticeship programmes. D Martin noted that this had a positive aspect in that apprentices now felt able to access these college services.

7.2.5 In response to a question from A Hodge, D Martin advised that the three excluded students had all been 16-18 year olds and had been referred to Connexions service for ongoing support. This support service was not available to learners over 18 years old, or 25 for EHCP learners.

7.2.6 D Martin confirmed that there had been no Prevent referrals this year.

7.2.7 The report concluded that safeguarding arrangements continued to be highly effective.

7.2.8 **It was resolved** To note the safeguarding and Prevent annual report.

8 Audit Matters

8.1 Minutes of Audit Committee 14th June 2021

8.1.1 Liam Butler, Vice Chair of the Audit Committee presented the minutes of the meeting held 14th June 2021 and noted that the key items were covered on the current agenda.

8.1.2 He highlighted the item in relation to a recent cyber attack on another college and advised that the College was looking at further investment in this area to ensure best possible protection for college systems. The Chair noted that lots of activity had been ongoing in this area with enhanced security measures. The CE&P advised that further

proposals would be brought back to audit committee and Corporation for further consideration in the autumn term.

8.1.3 **It was resolved** To note the minutes of the audit committee of 14th June 2021.

8.2 **Appointment of RSM as internal auditors for 21/22**

8.2.1 The CE&P advised that the College was required to consider the re-appointment of the internal auditors on an annual basis. The internal audit contract was effective from 1st August 2019 for a period of 3 years subject to satisfactory performance as assessed annually by the Audit Committee. It was renewable for up to a further two years after that if both parties agree.

8.2.2 The paper included a scoring matrix that had previously been agreed by the Audit Committee which had been used to form the basis of the performance of internal audit over the last 12 months and hence give a view on their re-appointment or otherwise. This was RSM's second year of appointment and overall they had performed very well again, which was reflected in the scoring matrix with a score of 37 out of a possible 40 marks, compared to a score of around 36 out of a possible 40 last year. The improvement this year had been in the timeliness of management report production and speed of response to questions and follow-up points.

8.2.3 Based on the scores achieved in 2020-21, RSM's performance had been strong, so along with their leading knowledge of the FE sector, the audit committee had recommended that RSM were reappointed as the internal auditors for 2021/22.

8.2.4 **It was resolved** To approve the appointment of RSM as internal auditors for 2021/22

8.3 **Internal Audit Plan for 2021/22**

8.3.1 The CE&P advised that RSM had produced the Internal Audit Plan for 2021/22, which focused on strategic risks identified following discussions held with management in April 2021. The plan had been recommended by the audit committee for approval. The content of the plan for each term was noted as:

Term 1

- Framework for efficiency - curriculum planning
- Key financial controls - testing either/both creditors and payments and/or debtors and income

Term 2

- Risk management processes - to include an assessment of the college's risk appetite and how this was monitored against actual/mitigated risk for each control area
- Student welfare framework - student mental health, wellbeing and safeguarding
- Funding compliance/learner number systems (focus of testing to be agreed at a later date)

Term 3

- IT arrangements to assess progress towards Cyber Essentials Plus accreditation
- Follow up of previous audit recommendations

8.3.2 Based on this plan, the total number of internal audit days in 2021-22 was unchanged from 2020-21 at 52 days.

8.3.3 **It was resolved** To approve the internal audit plan for 2021/22.

8.4 Fraud and irregularity annual report 2020/21

8.4.1 The CE&P noted that the Corporation was required, through the work carried out by management, as monitored by the Audit Committee, to ensure that the risk of fraud and irregularity within the college was minimised. In order to assist with this obligation, it was usual practice for Audit Committees to carry out a formal annual self-assessment of the measures that were in place to minimise risk and to recommend further mitigating actions should they be thought necessary. The report had been considered and recommended by the audit committee for approval.

8.4.2 **It was resolved** To approve the fraud and irregularity annual report 2020/21.

8.5 Plan for External Audit of 2020/21 accounts

8.5.1 The CE&P advised that as agreed at the January 2021 Corporation meeting, KPMG had been re-appointed as the college's external auditors for 2020-21 rather than going out to tender given the challenges arising from Covid and from two senior college finance officers leaving the college in-year. This decision was further ratified by agreement of the external audit fee at the last audit committee and Corporation meetings in March 2021. The plan had been recommended by the audit committee for approval.

8.5.2 **It was resolved** To approve the plan for external audit for 2020/21 accounts.

8.6 External audit inquiries

8.6.1 The SOCG advised that members had been requested by the College's external auditors, KPMG, to complete the attached questionnaires prior to commencement of external audit. The questionnaires were completed last year, so KPMG had asked that the Corporation review and update the questionnaires as appropriate.

8.6.2 The first questionnaire was for completion by 'those charged with governance' and the other questionnaire was to be completed by the Clerk to the Corporation. The Audit Committee had reviewed the completed questionnaires and recommended them to Corporation for approval.

8.6.3 **It was resolved** To approve the responses to external audit inquiries.

9 Strategic and capital projects

9.1 Institute of Technology update (minutes of meeting held on 14th May 2021 and 2nd July 2021)

9.1.1 The minutes of the TTPL board meeting held on 14th May 2021 were provided for information. A verbal update on the board meeting held on 2nd July 2021 was provided by the CE&P. He noted that members had considered the charitable status of TTPL, as outlined at item 9.2 and had been invited to attend a tour of the IoT following the meeting.

9.1.2 **It was resolved** To note the Institute of Technology update.

9.2 Update on charitable status of Transformational Technologies Partnership Limited

9.2.1 The CE&P shared a presentation on the considerations with regard to charitable status of TTPL. He explained that a similar presentation had been considered by the board of TTPL at its meeting on 2nd July. He advised that Shakespeare Martineau were working on

behalf of the College and Stone King on behalf of TTPL in this matter with the aim of achieving a collaborative approach.

- 9.2.2 The presentation outlined the considerations for the board of TTPL and the College Corporation in determining the status of the company. There were three indicators of charitable status: (1) charitable objects (2) non-distribution clause (3) on winding up assets go to charity with same or similar objects.
- 9.2.3 The assessment of legal advisors was that:
- The objects of IoT could be charitable
 - There was a non-profit distribution restriction – asset lock was a key feature of a charity
 - However winding up clause allowed for assets to be transferred to charity or “such other body” with similar objects on dissolution.
- 9.2.4 The legal assessment had concluded that the current wording of the Articles meant there was a choice of preferred legal status – charity or non-charity. Amendments would be required to be made to the Articles depending on the option chosen.
- 9.2.5 The presentation further outlined the advantages, disadvantages of charitable status as well as considerations of the relationship with the College, which was an exempt charity. It was noted that there had been no specific guidance on this matter from DfE in relation to the status of Institutes of Technology.
- 9.2.6 In response to a question from W Davies, the SOCG advised that an ‘exempt’ charity did not require registration with the Charities Commission, as the Secretary of State for Education/ESFA was designated as the regulator on behalf of the Charities Commission.
- 9.2.7 Based on this summary, the recommendation to the Corporation was
- for TTPL to adopt charitable status (classed as an exempt charity as per the College’s status).
 - that the Articles of Association of TTPL be amended as appropriate to reflect this.
 - That this was reflected in the Service Level Agreement and Lease to be put in place by August 2021.
 - that the Corporation agree two members who could sign these documents when finalised on behalf of the Corporation. These documents would be circulated to all members once finalised.
- 9.2.8 Members supported the recommendations and nominated N Thomas and D Whatton to sign the necessary documents on behalf of the Corporation of Dudley College.
- 9.2.9 **It was resolved**
- for TTPL to adopt charitable status (as an exempt charity).
 - that the Articles of Association be amended to reflect this.
 - That the Service Level Agreement and Lease be completed on the basis of charitable status by August 2021.
 - that N Thomas and D Whatton be given authority to sign all necessary documents in relation to this matter on behalf of the board.

9.3 Confidential/commercially sensitive - Capital projects update

This is the subject of a separate and confidential minute.

10 Search committee matters

10.1 Minutes of meeting held on 21 June 2021

10.1.1 The Chair presented the minutes of the meeting held 21st June 2021 and noted the key items were covered on the current agenda.

10.1.2 **It was resolved** To note the minutes of the search committee of 21st June 2021.

10.2 Committee membership for 2021/22

10.2.1 The SOCG presented the paper which provided members with the proposed revised composition of the Corporation and its committees, highlighting current vacancies.

10.2.2 For the academic year 2021/22 it was proposed that:

- Andrew Woodford moved to the Standards Committee from Finance & Estates Committee.
- Alison Hodge moved to the Finance & Estates Committee.
- Nirmal Gupta was appointed to the Audit Committee.
- Mollie-Amelia Hehir was appointed to the Standards Committee.

10.2.3 There was a vacancy for an additional student governor and it was anticipated that this vacancy would be filled by the Student Union HE Officer and this member would be asked to serve on the Finance & Estates Committee.

10.2.4 There was a recommendation from the FE Commissioner team to appoint a co-opted member to the Standards Committee from a Further Education background. It was noted that this recruitment activity was ongoing.

10.2.5 **It was resolved** To approve the change to committee membership for 2021/22.

11 Remuneration committee matters

11.1 Review of Senior Post Holder Policies

11.1.1 The SOCG reported that a review of college policies and procedures which were relevant to human resource matters for Senior Post Holders had been completed and the following new draft policies were presented:

- Discipline Procedure
- Grievance Procedure
- Senior Post Holder Remuneration Policy

11.1.2 In addition, a review had been undertaken of other policies to ensure that they could be applied to Senior Post Holders, and it was felt that a small revision by the inclusion of additional text would ensure that the existing college policy or procedure could be used, without the need for a separate policy for Senior Post Holders:

- Redundancy Policy - additional text was proposed for inclusion in existing college policy to reference SPHs where relevant.
- Performance Management Policy - additional text was proposed for inclusion in existing college policy to reference SPHs where relevant.

11.1.3 In addition the Whistleblowing Policy had been reviewed and no changes to the existing policy were proposed.

11.1.4 The SOCG noted that this paper had been previously considered and recommended by the Remuneration Committee and the policies and proposed changes had subsequently been considered and agreed by the Staff Joint Consultative Committee.

11.1.5 **It was resolved** To approve the policies.

12 Date of Next Meeting

12.1 Corporation Development Event - 24th September 2021 at 11.00am

13 Any other business

13.1 S Rana requested that the SOCG ensure that the governor profiles in the document library in Convene were updated.

13.2 There were no further matters of business.

The part 1 meeting closed at 18.45.

Staff and student members and staff left the meeting.

The part 2 meeting is the subject of a separate confidential minute.

Approved by the Corporation at its meeting held on 9th November 2021.