

**Part I Minutes of the Corporation Meeting held on Tuesday  
9<sup>th</sup> November 2021 at 4.30pm in Conference Room 1, Broadway**

Members present:	Ian Austin ( <i>via Teams</i> )	Valerie Little ( <i>via Teams</i> )
	Liam Butler ( <i>via Teams</i> )	Jason Parker
	Katharine Clough	Suhail Rana
	Wendy Davies	Liz Sithole
	Nirmal Gupta	Neil Thomas (Chief Executive and Principal)
	Mollie-Amelia Hehir	Andrew Woodford
	Alison Hodge	David Whatton (Chair)

In Attendance:	Georgina Barnard (Managing Director – IoT)
	Gill Darwood (Director of Corporate Governance) (DCG)
	Debbie Goode (Executive Director Public Affairs & Marketing)
	Steve Johnson (Executive Director Estates & Capital Projects)
	Louise Jones (Chief Finance Officer) (CFO)
	Diana Martin (Vice Principal)
	Carl Riding (Vice Principal)
	<i>Items 1 - 5.1 and 7 only:-</i>
	Lauren Nicholson (Students' Union Executive member)
	Jack Stokes (Students' Union Executive member)

**Part I**

**1 Confirmation of quorum and apologies for absence**

- 1.1 Apologies for absence had been received from Tom Westley, Charlie Harvey and Kathryn Jones. The DCG 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:**

3.1 *6<sup>th</sup> July 2021*

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

3.2 *24<sup>th</sup> September 2021*

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

**4 Matters Arising**

- 4.1 The DCG advised that a number of members had commenced the ETF Governance Development programme modules as discussed at the Corporation Development event. Following feedback from members it had been decided to support members in the completion of relevant modules which were appropriate to the work of committees, for example a workshop would be offered to members of the Finance & Estates committee to

work through the key aspects of the module *Strategic Financial Management and Understanding Funding*, and a similar approach for Audit Committee and others. [These sessions would be included in the Governor Strategic Link programme of activity for the coming year which would be considered at the December meeting.](#)

- 4.2 The DCG advised members that she had distributed a board evaluation assessment and requested members to ensure [that they had completed this within the requested timescale as it would contribute to the production of the Quality Improvement Plan for governance.](#)
- 4.3 The Chair noted that it was Katharine Clough's final Corporation meeting. He thanked Katharine for her valuable contribution to the Corporation during her period of office and members joined him in wishing her all the very best in her new role.

## **5 Strategic Discussions**

### **5.1 Achievements update for 2020/21**

- 5.1.1 The CE&P provided a summary of outcomes for 2020/21 by key client group:
- 5.1.2 *16-18 learners*
- Headline performance for 16-18 remained high, with a slight increase this year.
  - This was despite the majority of students still having to complete exams and assessments following Covid impact.
  - Functional skills performance was very poor (seen nationally) due to a combination of revised qualifications, Covid impact on delivery and lack of inclusion in TAG process.
  - The College had revised its approach to English & mathematics for this year.
- 5.1.3 In response to a question, D Martin confirmed that last year a larger proportion of learners (approximately two thirds) were on functional skills programmes as opposed to GCSE.
- 5.1.4 *A levels*
- Whilst achievement rate was lower, this was now showing the full impact of linear A-levels.
  - Pass rate remained very high (99.8%).
  - High grades performance had improved again this year for the fifth consecutive year).
  - Some concerns this year about standard of incoming students due to TAG grade performance. Catch up funding was being used to support these students.
  - Value added score was at grade 3 with a score of 1.0
- 5.1.5 *Adults*
- Slight drop in adult performance – but likely to be in keeping with (or better) than national picture.
  - Drop was predominantly down to retention or inability to complete exams due to Covid impact (felt at lowest level most).
  - Again, impact of Functional Skills on overall performance.
- 5.1.6 *Apprenticeships*
- College performance had been maintained in comparison to previous year, despite the significant impact of Covid.
  - Learner/employer review completed for all apprenticeships to determine those still able to commit to programme.
  - Serious concerns around some partner performance. Full review had been completed and a sharper reduction than anticipated in use of partners was now in place. Further details of this would be presented at the Finance & Estates Committee.

### 5.1.7 *Higher Skills*

- Although small numbers in comparison to other groups, high performance in these areas had been maintained.

5.1.8 The CE&P advised that these outcomes would be considered in further detail at the Standards Committee the following week. Subject area impact assessments were being undertaken which would feed into the Annual Strategic Impact Assessment report 2020/21 and the operational development plans for the next year.

5.1.9 It was noted that there were currently no national benchmarks and these would not be published again until this time next year in respect of 2021/22 performance.

5.1.10 **It was resolved** To note the achievements update for 2020/21.

## 5.2 **Equality, Diversity and Inclusion (EDI) Strategic update**

5.2.1 The CE and P reminded members that, at the Corporation Development Day, a draft EDI Commitment Statement had been considered that had been developed following the work of the Equality Working Group during last academic year. The final version of this statement was provided. It outlined the main areas of work the College intended to take during this academic year under the headings of:

- An environment where every student feels welcomed and can achieve their full potential
- A workforce that is representative of, and committed to, the community that we serve
- An institution where equality of opportunity is at the heart of what we do

5.2.2 This commitment statement was now being transferred into an action plan which would launch along with all of the College Operational Development Plan (CODP) activity in the new year. A number of honorarium paid roles to support staff to get involved with this important work had been launched at the recent College Conference. It was hoped that these roles would give staff the opportunity to develop their skills working across College, whilst supporting the delivery of these actions and receiving some financial recognition for doing so. It was planned to have staff in these roles by December so that they could contribute to action planning for the year.

5.2.3 As part of ensuring a clearer approach to measuring performance and taking action where necessary, the adoption of a new set of protected characteristic data was proposed. This would be implemented with the upcoming student satisfaction survey, but in time would be gathered from enrolment through to destination reporting. It would allow the College to more closely identify any gaps in experience or outcomes where bespoke action was needed to support a particular group of staff or students.

5.2.4 The CE and P was also part of the Association of College EDI Group who were working with the ESFA and DfE to see if such a data set could be gathered at a national level to support driving national behaviour and action.

5.2.5 Members would be able to see how the College was performing against all of the protected characteristic data which was now proposed. Members would also be able to see updates on progress with the action plan and the outcomes of the honorarium projects when complete.

5.2.6 **It was resolved** To note the Equality, Diversity and Inclusion strategic update and to approve the EDI Commitment Statement.

### 5.3 **Dudley Academies Trust update**

5.3.1 The CE and P provided an update on Dudley Academies Trust which included details of a number of areas:

- Performance at primary level showing a continuing strong performance.
- Performance at secondary level showing a continuing trajectory of improvement.
- Development of the Trust's new Strategic Plan 2022 to 2025.
- Trust growth plan
- Development of the Trust's central team.
- Receipt of capital funding to develop the estate.
- Development of Estates Strategy, IT Strategy and Human Resources Strategy.
- Governance developments including the appointment of new Trustees.
- Update on the Service Level Agreement between the College, as sponsor, and the Trust which was in place until 2023.

5.3.2 The CE and P stressed that the College was keen to return to more tangible face to face activity through taster days and other engagement opportunities for Trust learners, which would commence with an event for head teachers and senior leaders at the Black Country and Marches Institute of Technology in December.

5.3.3 Those Corporation members who were Members of the Trust reported on their recent visit to St James Academy and concurred that the visit had been very positive with excellent behaviour and engagement by learners.

5.3.4 **It was resolved** To note the update on Dudley Academies Trust.

## 6 **Standards Matters**

### 6.1 **Chief Executive & Principal's Report**

6.1.1 The Chief Executive and Principal presented his report which provided members with a detailed summary of activity across all curriculum areas over the last term, provided by curriculum managers and leaders within those areas. The report highlighted any updates on curriculum developments and good news stories.

6.1.2 **It was resolved** To note the Chief Executive and Principal's Autumn Term Report.

### 6.2 **Equality and Diversity Policy**

6.2.1 D Martin presented the updated Equality and Diversity Policy which included details for the College Equality and Diversity commitment document incorporating the duty of the College to create an all-inclusive environment and the non-tolerance of inequality and discrimination within it.

6.2.2 It also included updates based on the recent changes to the Ofsted framework and Keeping Children Safe in Education.

6.2.3 **It was resolved** To approve the Equality and Diversity Policy.

### 6.3 **Admissions Policy**

6.3.1 D Goode presented the updated Admissions Policy which had been updated to incorporate HE admissions to the new Black Country & Marches Institute of Technology

and had been strengthened around safeguarding and risk assessment relating to any applicant who had a criminal conviction.

6.3.2 **It was resolved** To approve the Admissions Policy.

#### 6.4 **Freedom of Information Policy**

6.4.1 The CFO presented the Freedom of Information Policy which had been reviewed and updated as required annually. The amendments were tracked to highlight the changes, which reflected changes in job titles.

6.4.2 **It was resolved** To approve the Freedom of Information Policy.

#### 6.5 **Privacy Notice**

6.5.1 The CFO presented the Privacy Notice, which was intended to inform students of what data was collected, why it was collected and what was done with it. The Privacy Notice had been reviewed and recommended by the Senior Leadership Group on 20<sup>th</sup> October 2021, with amendments tracked to highlight the minor changes.

6.5.2 **It was resolved** To approve the Privacy Notice.

### **7 Student Union Matters**

#### 7.1 **Student Union Termly Report** (*This item was taken after item 2.*)

7.1.1 Mollie-Amelia Hehir was accompanied by two fellow Students' Union Executive members, Lauren Nicholson and Jack Stokes, who joined her in presenting a summary of the key highlights from the Students' Union Termly report which included:

- As Students' Union President, Mollie's focus this year would be on learner safety and wellbeing, LGBTQ+ and disability inclusion.
- Activity at Freshers' Fayre, which had been the biggest event of its kind at the College which had toured Broadway, Inspire, Dudley Sixth and Advance campuses.
- Lauren's campaign 'Ask me if I'm really OK' which focused on bereavement and grief.
- The Students' Union had taken part in the opening parade at Birmingham Pride.
- A number of awards won by members of the Students' Union including Jack Stokes' national award for Queer Student of the Year, and his work both with the Students' Union and external organisations in raising positivity and awareness of LGBTQ+ issues.
- Dudley CBS Kindness Awards where the Students' Union were awarded two main awards and two highly commended awards in the categories of 'Stepping Up in Education' and 'Young Believer'.
- Green impact award programme for sustainable practices and the establishment of a Student Sustainability and Eco Committee. The Students' Union had successfully bid for 30 trees from the Woodland Trust to plant across Broadway campus.

7.1.2 Mollie explained the intention of the Students' Union to be more visible and accessible to students through social media channels including TikTok, Facebook, Twitter, flickr and Instagram.

7.1.3 The CE and P thanked the Students' Union representatives on behalf of the College for all their work and support in ensuring that the start of the academic year had been highly successful.

7.1.4 On behalf of the Corporation, the Chair thanked the Students' Union representatives for their work and stressed the importance of their engagement with the Corporation to ensure that the student experience continued to be at the centre of decisions taken. He welcomed Lauren and Jack to remain for all or part of the meeting should they wish to observe the meeting.

7.1.5 **It was resolved** To note the Students' Union termly report.

## **8 Finance & Resources Matters**

### **8.1 Management Accounts**

#### **8.1.1 July year end accounts**

8.1.1.1 The CFO presented the July year end management accounts which provided members with the year end position which was still subject to audit. Members would be aware that due to the COVID-19 pandemic it had been difficult to accurately forecast both income and costs. It was positive therefore that the College's year end position looks more favourable than previously forecast.

8.1.1.2 A full analysis of financial performance would be provided with the financial statements at the December Corporation meeting.

The accounts showed the financial position before adjusting for FRS102 pension costs. The

8.1.1.3 key points to note were:

- The College generated an EBITDA of £2.6m (5.81%) against a forecast of £2.3m (5.04%).
- At -£1.3m the operating deficit was better than forecast by £616k.
- The key variances were a shortfall in income (primarily adult funding), and an underspend in non-pay costs and interest payments.

8.1.1.4 In response to questions from members, the CFO provided further clarification on points of detail relating to the cash position, cash days and pension liability.

8.1.1.5 **It was resolved** To note the management accounts to July 2021.

#### **8.1.2 September 2021 accounts**

8.1.2.1 The CFO presented the management accounts for September 2021 which showed the position two months into the new financial year, which were presented for the first time in the new agreed format. Some elements of the accounts would be provided on a quarterly basis including loan covenants, financial health and sensitivity testing where there was little change month on month. Any issues arising with these aspects outside of the normal reporting cycle would be raised with members immediately.

8.1.2.2 The College had changed reporting on some income lines (AEB, apprentices and ALL) to reflect planned activity and the budget was profiled in this way across the year, rather than doing a standard apportionment method. This meant that actual activity would be reported against planned activity which would enable quick identification where adverse variances started to appear.

8.1.2.3 The CFO confirmed that the two-month year to date position was as expected. The only significant variance was apprenticeship income which was currently showing a £481k shortfall. This was due to the now very lengthy enrolment process the ESFA had introduced for apprenticeship enrolment. This had been offset by positive variances in pay

and non-pay. In response to a question from the Chair, the CE and P confirmed that the issue relating to the apprenticeship enrolment process was being raised with ESFA officers to highlight the impact on both the College, employer and learner.

8.1.2.4 Members noted the cashflow variance, which the CFO advised was made up of a number of contributory factors and had been approached on a prudent basis. Consideration was being given to how best to treat receipt of bursary funds and whether they should be kept in a separate bank account. [The CFO agreed to follow this up with the bank to ensure that this was done in the most effective manner. A further update on the position would be provided to the December meeting.](#)

8.1.2.5 Members noted the key financial risks and issues for further review as detailed within the report.

8.1.2.6 **It was resolved** To note the management accounts to September 2021.

## 8.2 **ESFA Financial Health Grade letter and financial dashboard**

8.2.1 The CFO advised that the ESFA had reviewed the College Financial Forecasting Return (CFFR) filed in July for 2021-2023 and had confirmed their agreement with the College's assessment of financial health grade of Requires Improvement for 2021 and 2022. The ESFA have also provided the Finance Dashboard which compared the College's actual and forecast performance against the national FE college median and the FEC benchmark. The key charts included the College's performance in respect of:

- Accuracy of previous forecasting
- Reliance on income streams
- Solvency (current ratio and cash)
- Profitability (EBITDA and staff costs)
- Borrowing (as a percentage of income and debt service cover)

8.2.2 As expected the data showed improved performance from 2021/22 and the data would be updated for review by Corporation in December when actual performance (post audit) for 2020/21 was reported.

8.2.3 **It was resolved** To note the ESFA financial health letter and dashboard.

## 8.3 **Business Continuity Plan 2020/21**

8.3.1 The CFO presented the Business Continuity & Disaster Recovery Plan which provided a framework and a set of checklists detailing the steps required to be taken to ensure that in the event of a disaster or critical incident, the operational functions of the College continued.

8.3.2 The document had been reviewed by the Senior Leadership group and updated to reflect changes in senior staffing for 2021/22. Information relating to promoting fundamental British values and awarding body contacts had been removed.

8.3.3 The document had been considered and was recommended for approval by the Audit Committee. It was noted that the intention prior to the next review date was to substantially review the plan into a more concise, accessible document.

8.3.4 In response to a question from J Parker, the CE and P confirmed that key personnel had copies of the plan stored and accessible on the cloud, as well as in hard copy at home so that it was accessible from anywhere.

8.3.5 **It was resolved** To approve the Business Continuity Plan 2020/21.

#### 8.4 **Institute of Technology update and minutes of September meeting**

8.4.1 The CE and P presented the minutes of the most recent meeting of the Institute of Technology/TTPL Board, noting a number of key points:

- Successful bid for Higher Technical Qualification Growth Fund, which would support purchase of some equipment for IoT and development of further qualifications.
- Update on the In-work Skills Pilot programme funding, delivering short L4/5 programmes.
- Confirmation of the completed actions around charitable status and associated agreements.
- Update on Operational Development Plan, with no major concerns raised.
- Plans for the official opening event.
- Finance, funding and capital update.

8.4.2 Since the meeting the official opening ceremony went ahead on 21<sup>st</sup> October. The event had been attended by the Rt Hon Michelle Donelan MP the Minister of State for Higher and Further Education and Andy Street Mayor and leader of the West Midlands Combined Authority, along with over 150 guests; including employers, local stakeholders, and level 3 students who were hoping to progress onto the higher technical qualifications at the Institute. The event was concluded with performance poetry from Dreadlock Alien, supported by pupils from Bishop Milner Catholic College who delivered a presentation and dance celebrating black history. The event had received very positive feedback from attendees.

8.4.3 G Barnard advised that there were currently 200 students enrolled or in the enrolment process and there was confidence that the IoT would achieve its target numbers for the end of the year. She noted that in the new year there would be focused outreach activity to address widening participation, with schools visits by head teachers and curriculum leads, representatives of local mosques and temples, and engagement activities to attract more females into STEM subjects. Employer workshops were planned for early in the new year.

8.4.4 The lengthened enrolment process in relation to apprentices was noted to be having an impact on enrolments, learners and their employers with a resultant delay in the receipt of apprenticeship income as seen in the management accounts.

8.4.5 In response to a question from W Davies, the CE and P confirmed that recruitment of staff was still a challenge, particularly in Construction and this was now the number one risk on the risk register.

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

8.5 **Confidential/Commercially sensitive - Outcome of security and cleaning tenders**  
*This matter is the subject of a separate and confidential minute.*

## **9 Human Resources matters**

### **9.1 Human Resources Annual Report 2020/21**

9.1.1 The CE and P presented the annual Human Resources report which provided the Corporation with an update on the key personnel issues in the College in 2020/21. Key points in this report were:

- Staff headcount reduced to 801.
- Staff declaring a disability remained at highest recorded level of 6%.
- Staff BAME profile 7% higher than Dudley Borough or student body profile.
- Establishment of Equality and Diversity and Health and Wellbeing working parties.
- Dedicated programme of staff health and wellbeing events during lockdown.
- Introduction of FIKA mental health fitness app, Big White Wall and Mental health first aiders.
- Key vacancy of Chief Financial Officer had been appointed to during the year.

9.1.2 S Rana requested further clarification on the number of management posts which had been vacant and the breakdown of BAME applicants to the roles, to identify any causes for the lack of BAME applicants being appointed to these roles. [The CE and P agreed to provide further analysis at the next meeting.](#)

9.1.3 **It was resolved** To note the Human Resources annual report 2020/21.

## **10 Audit Matters**

### **10.1 Audit Committee - Minutes of Meeting held on 4<sup>th</sup> October 2021**

10.1.1 Liam Butler as Vice Chair of the Audit Committee presented the draft minutes of the meeting held 4<sup>th</sup> October 2021 and noted that the key items were covered on the current agenda. Other matters which had been considered by the committee were highlighted, including:

- Two audit reports – one on learner number systems and one advisory report on recruitment of technical staff.
- Actions from internal audit continued to be closed down well.
- An advisory report by ICCA to provide external assurance on the arrangements for management and control of sub-contractors.
- Risk management report.
- Updates on enhancement of cyber security.

10.1.2 **It was resolved:** To note the Audit Committee minutes of 4<sup>th</sup> October 2021.

### **10.2 Terms of Reference 2021/22**

10.2.1 The DCG advised that it was considered good practice for the audit committee to undertake a periodic review of its terms of reference. The terms of reference for the committee have been reviewed alongside the revised Post 16 Audit Code of Practice (ACOP), published in July 2021. This had been further supported by the College's internal auditors who had also reviewed the terms of reference and suggested further updates in line with best practice.

10.2.2 Members of the audit committee had considered the terms of reference and recommended them to the Corporation for approval.

10.2.3 **It was resolved** To approve the audit committee terms of reference 2021/22.

### 10.3 **Regularity Audit Self Assessment Questionnaire**

- 10.3.1 The CFO explained that the Post-16 Audit Code of Practice 2019 to 2020 set out a common standard for the provision of assurance and accountability in relation to funding of post-16 providers. Within the code it stated that college corporations must publish a statement of regularity, propriety, and compliance within their annual accounts. The supplementary bulletin July 2021 also required an additional questionnaire to be completed in respect of Covid 19. The format of the statement was set out in the College Accounts Direction.
- 10.3.2 To support college corporations in drafting the statement of regularity, propriety, and compliance, the ESFA published an annual self-assessment questionnaire to provide clarity over the framework, including the interpretation of the key requirements and the type of evidence that should be considered.
- 10.3.3 The regularity self-assessment questionnaire had been presented and discussed at the audit committee in October prior to the commencement of the external auditor's work. There were no issues noted as a result of the responses provided and the committee recommended the questionnaire to the Corporation for approval.
- 10.3.4 **It was resolved** To approve the regularity audit self assessment questionnaire.

## **11 Health and Safety Matters**

### 11.1 **Health & Safety Annual Review 2020/21 and Action Plan 2021/22**

- 11.1.1 S Johnson presented the Health and Safety Annual Review 2020/21 which summarised the main health and safety issues and developments for the previous academic year.
- The College Health, Safety and Environmental committee met termly, and reviewed any issues and performance.
  - The College was re-audited for its ISO 14001 accreditation which was completed successfully.
  - The College continued to manage the COVID -19 pandemic and the College's risk assessments, and mitigations were reviewed to ensure operations could continue as safely as possible.
  - The Health and Safety Policy and Procedures were reviewed.
  - A number of health and safety training courses were delivered.
  - Accident statistics decreased this year by 44% overall, but this was due to the College being closed for 10 weeks, HSE reportable accidents also decreased from 4 to 2.
  - College auditors carried out an audit of the College health and safety processes and found a few points for improvement, which had or were being addressed.
- 11.1.2 The proposed Health and Safety Action Plan for 2020/2021 outlined the key areas for action in the academic year.
- 11.1.3 S Johnson provided further clarification in relation to the completion of staff training, and confirmed that any training which had been designated as mandatory by the College had a 100% completion rate for relevant staff.
- 11.1.4 **It was resolved** To note the health and safety report for 2020/21 and approve the action plan for 2021/22.

## **11.2 Health & Safety Policy Review**

11.2.1 S Johnson presented the Health and Safety Policy which had been reviewed and updated to align with new job titles. An additional section had been added regarding the College's response to pandemics such as COVID – 19, as requested by the internal audit report.

11.2.2 **It was resolved** To approve the health and safety policy.

## **12 Governance and Search Matters**

### **12.1 Search Committee – Minutes of the meeting held 03/11/2021**

12.1.1 David Whatton as Chair of the Search Committee presented the minutes of the meeting held on 3<sup>rd</sup> November 2021 and noted that the key items were covered on the current agenda.

12.1.2 **It was resolved** To note the Search Committee minutes of 3<sup>rd</sup> November 2021.

### **12.2 Appointment of new member – Professor Sukhninder Panesar**

12.2.1 The Chair reported that the Search Committee at its meeting on 3<sup>rd</sup> November 2021 had met with Professor Sukhninder Panesar as a potential new member of the Corporation. The Search Committee had recommended to the Corporation that Sukhninder Panesar be appointed as an external member of the Corporation for a term of office of four years.

12.2.2 **It was resolved** To appoint Sukhninder Panesar as a member of the Corporation for a period of 4 years and a member of the standards committee.

### **12.3 Search Committee's Terms of Reference 2021/22**

12.3.1 The DCG noted that it was considered good practice for Corporation committees to undertake a periodic review of their terms of reference. The terms of reference had been updated to include the responsibility of the committee to review policies relating to the recruitment and appointment of Corporation members. The terms of reference had been considered by the Search Committee and were recommended for approval by Corporation.

12.3.2 **It was resolved** To approve the Search committee's Terms of Reference for 2021/22.

## **13 Date of Next Meeting**

13.1 The next meeting would be held on Tuesday 7th December 2021 at 4.30 p.m.

## **14 Any Other Part I Business**

14.1 The CE and P advised members that the FE Commissioner team would be conducting a virtual follow up visit to the College on 2<sup>nd</sup> December 2021. Those governors who were involved in this visit would receive further details in due course.

*The part 2 minutes are the subject of a separate, confidential minute.*

*Agreed by the Corporation at its meeting held on 7<sup>th</sup> December 2021.*