

**Part I Minutes of the Corporation Meeting held on Tuesday 22<sup>nd</sup> March 2022 at 4.30pm in Conference Room I, Broadway**

Members present:	Lord Ian Austin (Teams)	Sukhninder Panesar
	Wendy Brissett	Jason Parker
	Liam Butler (Teams)	Suhail Rana
	Wendy Davies	Jack Stokes
	Nirmal Gupta	Neil Thomas (Chief Executive & Principal)
	Charlie Harvey	Tom Westley (Teams)
	Mollie-Amelia Hehir	David Whatton (Chair)
	Alison Hodge	Andrew Woodford
	Valerie Little	

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)  
 Kathryn Jones (Director of Human Resources)  
 Louise Jones (Chief Finance Officer) (CFO)  
 Diana Martin (Vice Principal)  
 Carl Riding (Vice Principal)

## **I Welcome**

- 1.1 The Chair welcomed Jack Stokes and Wendy Brissett to the meeting.
- 1.2 The Chair expressed thanks on behalf of the Corporation to Carl Riding for his contribution to the College.
- 1.3 He also expressed thanks to Suhail Rana for the eight years' service as academic staff governor on the Corporation.

## **2 Board administrative matters**

### **2.1 Confirmation of quorum**

- 2.1.1 The DCG confirmed that a quorum was present.

### **2.2 Apologies for absence**

- 2.2.1 Apologies for absence had been received from Liz Sithole.

### **2.3 Declarations of interest**

- 2.3.1 There were no declarations of interest in relation to part I items.

### **2.4 Appointment of new staff and student members**

- 2.4.1 The Chair advised that Wendy Brissett had been elected by members of the College's academic staff as the Academic Staff Governor, following the end of the second term of office of Suhail Rana, whose term ended on 26<sup>th</sup> March

2022. Wendy's term of office would commence on 27<sup>th</sup> March for a period of four years to 26<sup>th</sup> March 2026.

2.4.2 The Chair advised that Jack Stokes had been proposed as a Student Governor by the Students' Union. Jack's term of office would run from 22<sup>nd</sup> March 2022 for a period of two years until 31<sup>st</sup> July 2024.

2.4.3 **It was resolved** To note the appointment of Wendy Brissett and Jack Stokes to the Corporation.

## 2.5 **Minutes of previous meeting held on 25<sup>th</sup> January 2022**

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

## 2.6 **Matters arising**

2.6.1 The DCG advised that the Careers Strategy working group had commenced its work on the Careers Strategy and had approved the lead governor role description. Both documents would be brought back to Corporation for approval.

2.6.2 There were no other matters arising not covered on the agenda.

# 3 **Routine business matters**

## 3.1 **Finance and resources matters**

### 3.1.1 **Confidential - Capital projects update**

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

### 3.1.2 **IOT update**

3.1.2.1 G Barnard informed members that the TTPL Board/Institute of Technology had met on 11<sup>th</sup> March 2022 and a full copy of the minutes of this and previous board meetings were contained within the Convene document library should members wish to read them in full. A summary of the matters considered at the meeting was noted as:

- Presentation on the IoT National Network which now included IoTs from wave 2.
- Details of the national marketing campaign to promote IoTs.
- Presentation on the introduction of Higher Technical Qualifications and move towards modularised courses together with the development of a Lifelong Learning Entitlement to support flexibility. The first qualification in Digital would be delivered from September.
- An update on the operational development plan highlighting challenges in the development of progression opportunities with HEI delivery partners.
- An update on enrolments and progress against KPIs set by DfE.
- The proposed employer services offered from the Innovation Hub (Hangar) and Business Lounge.
- The latest meeting of the Employer Advisory Group and development of workstreams.

- Management accounts to January 2022 with an update on performance for the year to date which showed a positive variance on the planned deficit for the year.
  - Capital development update confirming ongoing external works to improve the appearance of the pond and the works planned to form an Internet of Things Laboratory in preparation for the introduction of Higher Technical Qualifications for Digital.
- 3.1.2.2 G Barnard provided further clarification in response to questions from members relating to the target markets for the IoT provision.
- 3.1.2.3 The next meeting of the TTPL Board was scheduled for 13<sup>th</sup> May 2022.
- 3.1.2.4 **It was resolved** to note the IOT update.
- 3.1.3 **Carbon footprint annual report**
- 3.1.3.1 S Johnson presented the paper which provided a report as recommended by the DfE in the College Accounts Direction. He summarised the content of the report:
- The figures had been reported on following the 2019 HM Government Reporting Guidelines utilising the Greenhouse Gas GHG Reporting Protocol.
  - The College had undertaken works aimed at carbon reduction, such as boiler replacements and replacing less efficient light fittings.
  - The report compared the last two years though they were not necessarily reflective of normal College operations due to COVID 19.
  - Whilst the recommended benchmark of CO<sub>2</sub>e per staff member went up this was due to a decrease in staff numbers. The total amount and the amount per £million turnover went down.
- 3.1.3.2 S Johnson advised that the College was in the process of developing a carbon neutral strategy including operations and curriculum content. An update on this would be provided later in the calendar year.
- 3.1.3.3 A Hodge noted that IT was a huge consumer of energy and enquired if it was possible to break down the usage on IT. S Johnson advised that it would not be possible to break down usage in this way, however in recent years IT equipment had become more energy efficient. All IT systems in the College were switched off overnight to reduce usage.
- 3.1.3.4 N Gupta noted that it may be possible to introduce solar panels which could compensate for energy consumed. S Johnson responded that it would be part of the strategy to install panels in order to generate electricity.
- 3.1.3.5 A Woodford suggested that there may be an opportunity to rationalise the evening opening of buildings. S Johnson advised that this had been undertaken some years ago and was largely constrained by the need to have access to specialist provision but acknowledged this could again be reviewed.

3.1.3.6 **It was resolved** To note the carbon footprint annual report.

### 3.1.4 **Gender pay gap annual report**

3.1.4.1 K Jones presented the Gender Pay Gap Report which provided a snapshot as at 31<sup>st</sup> March 2021.

- The College's mean gender pay gap was reduced by 2% and was now 1.4% lower than the national average.
- The College's equal pay gap continued to be 0%.
- The College had laid out a number of positive commitments in this report that it hoped to achieve by January 2023 which should have a further positive impact on the College's gender pay gap and had committed to extending its pay gap reporting to include ethnicity and disability for the next snapshot reporting date of 31st March 2022. These would be provided as part of the annual human resources report provided to members at the Autumn 2022 Corporation meeting.

3.1.4.2 She outlined the plans over the next 12 months to provide a commitment to be a living wage employer which would impact 140 of the lowest paid staff, the majority of those being female staff.

3.1.4.3 Consideration was also being given to introducing a minimum starting salary of £30k for teaching staff which would align to the salary level offered in schools.

3.1.4.4 A number of additional measures were under consideration to enhance terms of employment and remuneration. K Jones advised that these changes would make a difference to the College's gender pay gap but this had not yet been quantified. It would also have a positive impact on lower paid workers and ensure that the College remained a competitive employer. Modelling of the proposals would be undertaken as part of the budgeting process.

3.1.4.5 It was noted that schools were funded by government for staff pay increases but this was not the case for further education colleges. W Brissett noted that a number of staff had left the College to work for private training providers at more favourable salaries and often to deliver remote learning.

3.1.4.6 The CEP noted that these proposals would be brought back for further consideration in the summer term. He reminded members that pay was a key issue for the sector presently.

3.1.4.7 **It was resolved** To note the gender pay gap annual report.

### 3.1.5 **Management accounts to January 2022**

3.1.5.1 The CFO presented the management accounts to January 2022 which showed a decline in the position from the previous month, the key points to note were:

- The operating surplus was £357k (20%) lower than the budget surplus of £1.8m.

- Income continued to be the biggest risk with adverse variances against apprenticeships and adult education funding of £780k (17%) and £849k (29%) respectively.
  - KPIs showed a declining position with operating surplus and EBITDA having red flags (indicating 10% variance or more from budget).
  - Cash position continued to remain positive, tracking above the budget set in the CFFR by some £3m plus. It was expected the gap would narrow as it moved towards the year end.
- 3.1.5.2 The CFO further advised that the February management accounts were currently being finalised and these would show an adverse variance on income of £2.8m. She advised that costs on pay and non pay were being closely controlled. The cash position had improved to in the region of 25 days.
- 3.1.5.3 The CFO reminded members that an underachievement on income in the current year would impact on cash in the following year due to any potential clawback of funds.
- 3.1.5.4 She advised that the sensitivity forecasting showed a flag on the bank covenant for EBITDA and this position would be closely monitored.
- 3.1.5.5 The CFO advised that future management accounts would use revised terminology using the term 'revised budget' instead of 'reforecast' and would include a reforecast for the year end position.
- 3.1.5.6 Members discussed the detail of the accounts, noting that the budget had been set in a period of uncertainty and without knowledge of the changes which had occurred in the employment market post Covid which was more buoyant and had therefore impacted demand for adult training.
- 3.1.5.7 The CEP noted that there had been a reduction in referrals from the DWP (job centres) and Adult Education Budget allocation for the following year which had fallen by 10%. He explained that the WMCA were currently looking at this issue and were being responsive to changing requirements. He concurred with the view that the mix and balance of provision was unlikely to be the same as pre-Covid, with adult provision moving to more flexible, short programmes.
- 3.1.5.8 The CEP noted that there was a need to closely manage the current year's performance whilst continuing to look at opportunities for next year.
- 3.1.5.9 D Martin noted that the College was supporting more adults than last year but on shorter programmes. C Riding noted that direct delivered apprenticeships had increased compared to the same point last year offset by a reduction in partnership apprenticeships which had been a strategic decision.
- 3.1.5.10 S Panesar felt that this situation was reflective of the wider education sector and stressed the importance of managing out of the current position.

- 3.1.5.11 In response to a question from W Davies the CFO provided an explanation of the contingency included within the accounts which was a mitigation against an underperformance.
- 3.1.5.12 In response to a question from C Harvey in relation to potential covenant breaches, the CFO advised that both the bank and the Corporation would be kept fully informed of the position.
- 3.1.5.13 The CFO advised that an appropriate income and cost budget for the next year was important to ensure certainty on the position going forward.
- 3.1.5.14 **It was resolved** To approve the management accounts to January 2022.

### 3.1.6 **Harassment for Employees procedure**

- 3.1.6.1 K Jones presented the Harassment for Employees procedure, which had no changes from when it was last approved by the Corporation in 2020. The procedure outlined that the Corporation was committed to the elimination of discrimination on the grounds of sex, marital status, sexual orientation, race, colour, nationality, creed, or religious belief, ethnic or national origins, age, disability or trade union membership. It was the right of every member of staff to work or study without fear of harassment or victimisation. The full procedure was available for members' reference in the document library.
- 3.1.6.2 K Jones advised that the procedure had been through consultation with the Joint Consultative Committee and senior leadership team.
- 3.1.6.3 **It was resolved** To approve the Harassment for Employees procedure.

### 3.1.7 **Grievance procedure**

- 3.1.7.1 K Jones presented the Grievance procedure which had been updated with job title changes following staff changes and a change to arrangements for hearing a stage 3 grievance to allow any member of the Executive team to hear a grievance rather than just one member previously (which had been the Chief Operating Officer).
- 3.1.7.2 The procedure had been through consultation with the Joint Consultative Committee and senior leadership team.
- 3.1.7.3 **It was resolved** To approve the grievance procedure.

## 3.2 **Audit matters**

### 3.2.1 **Audit committee minutes of 7<sup>th</sup> March 2022**

- 3.2.1.1 C Harvey as Chair of the Audit Committee presented the draft minutes of the meeting held 7<sup>th</sup> March 2022 and noted that the key items were covered on the current agenda. She highlighted a number of other items covered at the meeting:
- Presentation by RSM on the audit committee Best Practice Guide which included a number of actions as a result of this.
  - Two internal audit reports including a FE benchmarking report which showed that substantial assurance reports had fallen year on year but this

was because there had been a larger number of advisory reports. The number of recommendations was broadly unchanged. The second report looked at controls on income and debtors with two recommendations being addressed.

- Other standard agenda items including the rolling schedule of audit recommendations.

3.2.1.2 **It was resolved** To note the minutes of the Audit Committee on 7<sup>th</sup> March 2022.

### 3.2.2 **Risk management report**

3.2.2.1 The CFO presented the risk management report. She explained that the senior team undertook a monthly review of the risk register to assess if the risk scores were still accurate, to ensure that all appropriate actions were noted and good progress was being made. Having done an in depth review it was felt that the risk scores continued to be appropriate, with the exception of the risk around financial stability, which had increased.

3.2.2.2 There were a small number of actions which were subject to delay and these were receiving greater attention.

3.2.2.3 In line with the risk management policy risk updates had also been provided to the relevant sub-committees at each meeting. It was noted that the full risk register had been looked at in detail at the audit committee

3.2.2.4 **It was resolved** To note the risk management report.

### 3.2.3 **Appointment of external auditors**

3.2.3.1 The CFO advised that the College had retendered the external audit services and following due process undertaken through the CPC framework and a final presentation from three firms, a recommendation had been made to the audit committee.

3.2.3.2 The audit committee had recommended the appointment of Bishop Fleming as the College's external auditors for three years, to include audit of accounts for 2021/22, 2022/23 and 2023/24, subject to annual review of performance.

3.2.3.3 **It was resolved** To appoint Bishop Fleming as the College's internal auditors for three years, to include audit of accounts for 2021/22, 2022/23 and 2023/24, subject to annual review of performance.

## 3.3 **Standards and Performance matters**

### 3.3.1 **Standards committee minutes of 8th February 2022**

3.3.1.1 David Whatton as Chair of the Standards Committee presented the draft minutes of the meeting held 8<sup>th</sup> February 2022 and noted that the key items were covered on the current agenda.

3.3.1.2 He noted that other matters covered had included appointment of vice chair of the committee, the teaching and learning update, safeguarding and student conduct report and review of the risk register.

3.3.1.3 **It was resolved** To note the minutes of the standards committee of 8<sup>th</sup> February 2022.

### 3.3.2 **Students' Union Termly Report**

3.3.2.1 M Hehir and J Stokes presented the Students' Union termly report, which highlighted the following key activities:

- Partnership work with the National Citizenship Service (NCS).
- Award of 'Gold' Partner of the year by NCS providers.
- 'Stand out to become outstanding leaders' programme.
- Work of the SU supported intern.
- Appointment of a Youth Social Action apprentice funded by AoC to work across local colleges.
- Holocaust Memorial Event.
- Student class representatives.
- Attendance at the NUS campaign day in London.
- Learner voice meetings.
- Establishment of a disabled students committee.
- Black Country Students Union activity and the appointment of Jack Stokes as their President.
- M Hehir standing for a national position on the NUS executive committee.
- Annual foodbank collection.
- LGBTQIA+ event 'Queer State of the Union'.
- Events to celebrate International Women's Day.
- 'We Socialise Too' club activities.

3.3.2.2 Members congratulated the Students' Union on the impressive range of their activities and noted in particular their work in relation to equality, diversity and inclusivity issues.

3.3.2.3 The Chair thanked the student governors for their hard work and for the difference the Students' Union activity made to all students.

3.3.2.4 **It was resolved** To note the Students' Union Termly report.

### 3.3.3 **Data dashboard review**

3.3.3.1 The CEP provided a live update on the data dashboard which had been updated for enrolments, attendance as well as annual updates on destinations, estates and staffing. The Dudley College Worldwide section had been replaced by one for subcontracted apprenticeships.

3.3.3.2 **It was resolved** To note the data dashboard review.

### 3.3.4 **Chief Executive and Principal's Termly Report**

3.3.4.1 The CEP presented his termly 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 many updates on curriculum developments and good news stories.

3.3.4.2 The CEP advised that going forward this report would be presented by the Vice Principal.

3.3.4.3 **It was resolved** To note the CEP termly report.

### 3.3.5 **SEND annual report**

3.3.5.1 D Martin presented the SEND annual report which was intended to give members an overview of the College's provision for Students with Special Educational Needs or Disabilities (SEND). The report noted that:

- 1920 learners declared a Special Educational Need or Disability at enrolment across key client groups.
- 394 learners had an Education, Health and Care plan.
- 175 learners were funded as High Needs learners.
- Learners were identified through various mechanisms including consultation with Local Authorities, declaration at enrolment, self or tutor referral.
- Performance of learners with a declared SEND compared to those without was monitored effectively through Subject Area Impact Assessments and the Annual Strategic Impact Assessments with any areas for improvement highlighted.
- Funding for SEND was through various means and was different for each key client group. The College was challenged with funding learners in 16-18 programmes who were not High Needs as these learners did not attract specific funding.
- The College employed multiple roles to support SEND and continued to keep this under review.
- The College was undertaking a full review of its current SEND Strategy and would report this to the Standards Committee.

3.3.5.2 Members were invited to comment on the format of this new report and suggest anything additional they would like to see from future reports. C Harvey proposed that it would be helpful to include some external benchmark comparators for the performance outcomes of learners.

3.3.5.3 D Martin answered questions from members on points of detail within the report. She advised that consideration was being given to how best to ensure that all relevant teaching staff received EHCP training. She advised that the College operated in accordance with the SEND Code of Practice and also to ensure best practice was being adopted, staff had visited other SEND providers to benchmark arrangements.

3.3.5.4 The CEP noted that there was a challenge in Dudley with insufficient SEND provision and noted that the College received limited funding for EHCP learners but did not cap admissions unlike many providers.

3.3.5.5 Members also considered the potential conflicts in ensuring that students progressed into positive destinations balanced against the fact that often

continuation at college was in the best interests of both learners and their families.

3.3.5.6 It was agreed that the SEND strategy would form the basis of a further strategic discussion at a future meeting.

3.3.5.7 **It was resolved** To note the SEND annual report.

### 3.3.6 **Operational Development Plan**

3.3.6.1 D Martin presented the College Operational Development Plan which identified the key actions from the Strategic Plan or Annual Strategic Impact Assessment which provided a clear set of milestones for achievement. The draft plan had been considered at Standards Committee and was now being presented to Corporation for finalisation. Once finalised, this plan would be monitored through the normal College systems and reported to Corporation through Standards Committee. It was proposed that the 'by exception' reporting methodology was used as previously.

3.3.6.2 **It was resolved** To approve the operational development plan for 2022.

### 3.3.7 **'How are we Performing' procedure**

3.3.7.1 D Martin presented the 'How are we Performing?' procedure which had been reviewed to ensure it continued to be fit for purpose. All minor amendments in the document were highlighted through 'tracked changes'.

3.3.7.2 **It was resolved** To approve the 'how are we performing' procedure.

### 3.3.8 **Safeguarding procedure**

3.3.8.1 D Martin presented the safeguarding procedure which had been updated in line with Keeping Children Safe in Education and following the Corporation's previous approval of the Safeguarding Policy. The sections on types of abuse had been expanded and now included information on County Lines, Mental Health and Child on Child Abuse. The document also made specific reference to the guidance *Sexual violence and sexual harassment between children in schools and colleges*.

3.3.8.2 **It was resolved** To approve the safeguarding procedure.

## 3.4 **Governance matters**

### 3.4.1 **Governor one to one meetings – feedback from Chair**

3.4.1.1 The Chair presented the feedback from the Governor one to one meetings held between January and March 2022. Overall, the Governors were positive about both Dudley College of Technology and the Corporation. Some issues identified had been immediately actioned.

3.4.1.2 Five themes had emerged from the discussions and more detailed comments were set out in appendix one of the report:

- Strategic issues
- Organisational issues
- Organisation of the Corporation

- Corporation meetings and committees
  - Member's engagement
- 3.4.1.3 The Chief Executive & Principal and the Director of Corporate Governance had considered the feedback and had provided comments against relevant points to remind members of what was already in place, and to suggest any further actions which might be considered.
- 3.4.1.4 Governors were invited to consider the issues raised and decide if any further actions were required and to identify specific strategic issues for the Corporation Development Event on 6 May 2022.
- 3.4.1.5 In response to a point raised by V Little, K Jones outlined the plan to undertake a staff survey which had been designed by York College and which would be undertaken by 50 colleges, with the ability to benchmark responses. This would be conducted in the summer term and would include staff questions based on the Ofsted questionnaire.
- 3.4.1.6 Members suggested a number of possible themes for the forthcoming Strategic Development Day:
- Horizon scanning – beyond the life of the current Strategic Plan.
  - Innovation – break out groups based on individual's area of expertise.
  - Deep dive into the key risks and opportunities from the risk register.
  - External speaker to provoke debate - Levelling up white paper?  
Engagement with employers on their perceptions?
  - Deep dive into adult education provision to understand current changes.
- 3.4.1.7 **It was resolved** To note the feedback on governor one to one meetings.
- 3.4.2 **Governor link programme of activity and annual calendar of events**
- 3.4.2.1 The DCG advised that the latest governor link programme had been uploaded to Convene. There were some outstanding sessions with final dates yet to be agreed. Members were invited to join any additional sessions should they wish to join on the agreed dates.
- 3.4.2.2 As requested by members the calendar of College events was also appended and members were invited to indicate if they wished to attend any events.
- 3.4.2.3 **It was resolved** To note the governor link programme and annual calendar of events.
- 3.4.3 **Updated Code of Conduct**
- 3.4.3.1 The DCG presented the updated Code of Conduct and advised that a number of minor amendments had been made to the document to take account of recent legislative changes. The changes were summarised as:
- References to the European Union as a source of funding removed.
  - Terminology changed use of 'he/she' replaced with 'they'.
  - Reference to use of 'video conference' replaced with 'virtual platforms'.

- Reference to UK GDPR (General Data Protection Regulations).
- Updates to Schedule 5 – the ESFA’s College Funding Framework.

3.4.3.2 Members were assured that none of these changes represented any substantive change to the duties and responsibilities of Corporation members.

3.4.3.3 **It was resolved** To approve the Code of Conduct for Corporation members.

## 4 Strategic matters

### 4.1 Ofsted update

4.1.1 The CEP advised that feedback was being obtained from various providers who had recent experience of Ofsted inspections which would inform planning. He advised that there was information contained in the document library for members’ information on the countdown to inspection. He noted that inspection preparation would be the subject of a more detailed session at a future meeting.

4.1.2 **It was resolved** To note the Ofsted update.

### 4.2 ESFA Strategic Discussion – feedback

4.2.1 The CEP reminded members that he had provided verbal feedback on the ESFA Strategic Discussion held on 18<sup>th</sup> February and members noted the letter sent to the College following the visit.

4.2.2 As part of the discussion, ESFA colleagues had also provided a brief update on the proposed changes to the way DfE and ESFA would operate, much of which was included in a letter to stakeholders which was included for members’ information.

4.2.3 **It was resolved** To note the feedback on the ESFA Strategic Discussion.

## 5 Any Other Business

5.1 There were no items of any other business.

## 6 Date of next meeting

6.1 The next meeting would be the Strategic Development Event to be held on Friday 6th May 2022 at 11:30.

*W Brissett, M Hehir, S Rana, J Stokes, A Woodford, G Barnard, D Goode, S Johnson, K Jones, L Jones, D Martin and C Riding left the meeting.*

The part two meeting is the subject of separate confidential minutes.

*Approved by the Corporation at the meeting held on 21<sup>st</sup> June 2022.*