

**Minutes of the meeting of the Corporation held via Teams on Monday 20th
December 2021 at 17:00**

Present

Andy Salmon (AS)	Chair
Victoria Downing-Burn (VDB)	Vice Chair
Neil Wilson (NW)	Vice Chair
Jayne Davis	Principal & CEO
Erica Draisey (ED)	
Lisa Ford (LF) (to item 8)	
Mike Oram (MO)	
Ian Tavener (IT)	
Jenny Williams (JW)	
Julian Young (JY)	

In attendance

John Domaille (JD)	Assistant Principal (to item 7.5)
Sally Eaton (SE)	Assistant Principal (to item 13)
Paul Fletton (PF)	Interim Director of Finance & Corporate Services (to item 13)
John Newton (JN)	Deputy Principal
Anne Roberts (AR)	Head of Governance

Attendance: 83%

ITEM
1. Apologies for Absence
Welcome was given to John Newton, Deputy Principal and Assistant Principals, Jon Domaille and Sally Eaton. Apologies were received from Paul Blenkinsopp (Staff Governor) and Gary Waylen (External Governor).
2. Declarations of Interest
The following declarations were made in respect of item 6.1 of the agenda (also recorded on the Register of Interest of members): AS in relation to Bath Spa University, MO in relation to the iO-Academy, LF in relation to B&NES, VDB in relation to the RUH. In addition, IT reported on his involvement in the estates strategy tender process and JW reported on an association to the newly appointed MP for N. Shropshire.
3. Confidentiality of Items
The Board agreed that all papers marked confidential on the agenda or on their cover sheet were confidential.

<p>4. Governor Appointments</p> <p>Members considered the recommended appointments and welcomed the involvement of those applicants whose expertise connected with that of the College and who could be involved in other ways. The Board APPROVED the following recommendations:</p> <p>Allison Herbert, Chief Executive of Bath Business Improvement District, as external governor from 1 January 2022 for a 4 year term James Mulock as staff governor from 1 January 2022 for a 4 year term Paige Baker and Ahmad Mahmood as student governors from 1 January 2022 until 31 July 2022 Saiyada Fazal as a co-opted member of the Curriculum & Quality Working Group for the 2021/22 academic year.</p>
<p>5. Minutes</p> <p>5.1 Minutes of the last meeting and any matters arising</p> <p>The open and confidential minutes of the meeting held on 11 October 2021 were considered and approved as an accurate record. There were no matters arising.</p> <p>Matters arising from the Confidential Minutes – confidential minute</p>
<p>5.2 Written Resolution</p> <p>The Head of Governance reported that, following a recommendation from the Finance & Estates Group on 29th November 2021, unanimous approval had been given by members of written resolution no.0007 for a consolidated pay award to employed staff from 1 September 2021. It was reported that this had been well received by staff and unions.</p>
<p>5.3 Action Register</p> <p>The Chair reported that the items for the College Futures Group would be discussed as part of the Board's Strategy Day in January. All other actions were in progress or had been completed.</p>
<p>6. STRATEGY</p>
<p>6.1 Partnerships</p> <p>The Principal presented an overview of the Future of Skills and the collaboration and partnerships in place or in development. This included the IStart project, IoT partnerships, Youth Connect, B&NES projects and a range of other local partnerships and projects. Of the 14 new curriculum delivery areas, 11 involved collaboration with partners.</p> <p>Members were pleased to see the range of partnerships and discussed the opportunities and challenges. It was noted that the IStart final business case was due to be submitted by the end of July 2022. Members discussed the capacity and capability to undertake collaborative work and the balance between growth in adult learning and maintaining and growing core funding for 16-18 year olds. A key focus would need to be on decarbonisation and re-skilling which presented huge training needs.</p> <p>It was agreed that the key focus was a structure to ensure capability to change and grow, whilst remaining secure in the quality of the provision. The structural changes at management level and the staff utilisation review</p>

planned for January would assist with this. ACTION: JD to provide an update to the Board following the staff utilisation exercise.
6.2 Principal's update
Members thanked JD for her written update and noted the welcome news in relation to the increase in funding from August 2022. The IoT developments nationwide, bid submissions and management of covid cases were also noted and discussed.
7. SCRUTINY
7.1 Members Report and Financial Statements, and related reports
7.1.1 Going Concern Assessment
Members considered the Going Concern Assessment, together with the income and expenditure accounts, balance sheet and cash flow statement for 2021/22 and 2022/23 and the financial performance for 2020/21. The Chair of the Finance & Estates Working Group reported on the discussions of the Group in November and highlighted the assumptions being made in 2022/23. This included adjustments made to take account of the current levels of recruitment. It was noted that the increase in base funding for 16–17-year-olds in 2022/23 would have a positive impact on both funding and quality. It was also important to concentrate on recruitment for 2022/23. The Assistant Principal (Learner Journey & Customer Relations) reported on the data collection and research being done to help inform future recruitment and retention. The Board noted the positive financial position and APPROVED the Going Concern Assessment as set out in the report for inclusion in the Financial Statements 2020/21.
7.1.2 Regularity Self-Assessment Questionnaire
Members considered the Regularity Self-Assessment Questionnaire and Annex which had been reviewed by the Audit Committee. The Board APPROVED the completed Questionnaire for signing by the Chair and Accounting Officer and submission to the ESFA.
7.1.3 Internal Audit Annual Report
Members considered the Internal Audit Annual Report prepared by the College's Internal Auditors and reviewed by the Audit Committee. The internal audit opinion was noted and formed part of the Audit Committee Annual Report. The internal audit reviews that had taken place in Autumn 2021 (Estates and MIS) and the schedule of future audits were noted.
7.1.4 Audit Committee Annual Report
The Chair of Audit Committee presented the Audit Committee's Annual Report. The Board APPROVED the Report for submission to the ESFA and also APPROVED the continuation of the appointment of ICCA Holdings Ltd as Internal Auditors and Bishop Fleming as the External and Regulatory Auditors for 2021/22.
7.1.5 Letter of Representation
Members considered the two letters of representation and APPROVED them for signing by the Principal for submission to the External Auditors.
7.1.6 External Audit Report
Members considered the External Audit outcome report 2020/21 prepared by the External Auditors. This informed the Audit Committee Annual Report. The

Chair, Vice Chairs and Chairs of the Committees and Working Groups had joined the Audit Committee to hear the report. Members noted the report.

7.1.7 Members Report and Financial Statements 2020-21

Members considered the final draft of the Members Report and Financial Statements 2020/21 which had been reviewed by the Audit Committee and the Finance & Estates Working Group. It was noted that the only change to the members report was the addition of Jenny Williams' leave of absence.

The Board APPROVED the report and financial statements for signing by the Chair and Accounting Officer prior to signing by the External Auditors and submission to the ESFA and the College' Bankers. **ACTION: AR/PF**

Members thanked JD, PF and AR for their work in preparing the report and statements in what had been an extremely smooth process.

7.2 Curriculum and Quality

7.2.1 Quality Dashboard

The Deputy Principal presented a report outlining the analysis of education and training and apprenticeship achievement data and benchmarking against targets. He outlined the actions being undertaken to further improve retention and highlighted the effect of the Covid-19 situation. He reported that Ofsted had released its autumn review which indicated the effects of covid on education growth, financial pressures, teacher assessed grades, work placements, increases in safeguarding cases and workloads in general. Despite all these factors, the College had done well.

Members asked questions in relation to the green agenda, the adaptability of the curriculum, employability and skills, short courses and retention of apprentices. Adult learning, inclusion and HE were not on this dashboard and would be discussed at the Curriculum & Quality Working Group.

7.2.2 Self-Assessment Report and Quality Improvement Plan

The Deputy Principal presented the Self-Assessment Report (SAR) and the draft Quality Improvement Plan. The College continued to demonstrate a highly effective response to the challenges of the Covid-19 pandemic, teaching, learning and assessment (TLA) was delivered remotely during the national lockdowns and most learners benefitted from robust academic and pastoral support. He reported that the College overall was rated Good and he highlighted the strengths and areas for further development. He reported that the personal behaviours section was being developed further as more evidence became available.

The Chair of the Curriculum & Quality Working Group stated that the SAR was an iterative document that had changed since the Group had last met and she anticipated that the judgements would change again soon. She asked that a further column be added to explain why the judgement had been made and actions being taken to improve the rating. **ACTION: JN**

Members asked about monitoring of disadvantaged learner achievement and the systems in place as well as the level of control, particularly in relation to apprentices and partnership working and what interventions were in place. This was discussed in the context of the TLA and Quality Improvement Plans. Members expressed their appreciation for the learner starts and funding

<p>diagrams which were very useful for context. ACTION: JN to update the TLA plan for circulation</p> <p>The Board APPROVED the Self-Assessment Report on the basis that it was an iterative document and that key elements would be brought back to the Board for discussion.</p>
<p>7.3 Finance and Estates</p>
<p>7.3.1 October Management Accounts and draft November accounts</p> <p>The Chair of the Finance & Estates Working Group and the Interim Director of Finance & Corporate Services presented the October Management accounts and a verbal update on the draft November accounts. The college position was positive with some swings in November to take account of the funding returns. The surplus had reduced but did not affect the outturn position.</p> <p>The Board noted the October accounts.</p>
<p>7.3.2 Revised 2021-22 Budget</p> <p>Members considered the first revision to the budget for 2021/22 to generate a revised year end financial forecast. This had been reviewed by the Finance & Estates Working Group. The Interim Director of Finance & Corporate Services reported on the swings, some quite substantial, with the overall net position of a £133k improvement to the forecast surplus compared to the original budget.</p> <p>The Board APPROVED the revised 2021/22 budget.</p>
<p>7.4 Strategic Dashboard</p> <p>Members considered the latest Strategic Dashboard and noted the actions being taken, particularly on staff turnover, sickness absence and HE and Apprentices' retention. Members asked about staff turnover given the number of vacancies. It was noted that a large cohort of staff would join the College in January.</p> <p>The Principal reported that the Head of HR had undertaken exit interviews with all leavers and the data indicated a mixture of reasons. The age profile of staff was at the older end which was one factor. The college picture was very common across the FE sector. More resource had been put into the HR team to support recruitment and induction. The Executive would look at the trends in January.</p> <p>Members were asked to provide any further comments to the Head of Governance in between Board meetings.</p>
<p>7.5 Strategic Risk Register</p> <p>The Chair of Audit Committee presented the Strategic Risk Register and members considered the mitigating actions against the 18 risks which had been agreed at the October Board. A key risk related to the recruitment of staff as previously discussed. This would be discussed further at the January meeting of the Board. The Board agreed the key risks and asked that they were updated as mitigation took effect and discussed as appropriate by the relevant committees and working groups.</p>
<p>7.6 Health & Safety Quarterly update</p> <p>Members received a Health & Safety quarterly update for the period August to November 2021. The Interim Director of Finance & Corporate Services reported on changes in the health & safety team, Covid mitigations and</p>

actions being taken to continue to improve health and safety arrangements which included audit walks and managing new regulatory developments. There had been no RIDDOR reportable events. Members asked about other health & safety training for the Executive given their leadership role.

ACTION: JD to consider

7.7 Safeguarding Annual Report

SE, as Designated Safeguarding Lead (DSL) presented the annual Safeguarding report providing in depth information about the types of cases the Welfare team had worked with in 2020/21 and the priorities and challenges likely to be prevalent in 2021/22. Safeguarding and Prevent updates were also discussed by the Curriculum and Quality Working Group. She reported on the internal audit review of Safeguarding (including the Prevent Duty) which resulted in an opinion of Substantial Assurance and reported on the initiatives being taken in 2021/22. The Prevent FE Toolkit assessment had been completed and a Prevent Board had been set up, chaired by the Deputy Principal.

The Safeguarding link Governor reiterated the importance of governors' awareness which had been enhanced by the October presentations. She had regular conversations with the DSL and received monthly updates. Members asked about timescales to test the lockdown procedures. This was awaiting the intermittent alarms to be fitted and interim arrangements would be put in place. Members asked for a report back on progress. **ACTION: PF**

The Board thanked SE for the comprehensive report and all the work being done, particularly in the challenging Covid-19 situation.

8.0 GOVERNANCE

8.1 Remuneration Report

The Chair of the Senior Staff Performance & Remuneration Committee presented the annual Remuneration Report of activity during 2020/21. She thanked the outgoing chair, Andy Furse. She confirmed that the Committee continued to conduct its duties in line with the Remuneration Code, setting and reviewing performance objectives and overseeing senior post holder recruitment. The Board noted the report which would be put on the College website.

8.2 Governance Report

The Head of Governance presented a report from the Governance & Search Committee. One new governor had been appointed and there was one governor vacancy (as the governor expected to take up his role from November 2021 was no longer able to do so). A financially qualified governor would be required in July 2022 on the end of term of office of Gary Waylen. The Board agreed to seek two new governors with audit/risk and financial expertise in the new year to ensure succession planning. **ACTION: AR**

Members discussed diversity on the board and the importance of bringing in other voices. A number of externals would be invited to the Board's Strategy day, including an EDI expert, and the co-opted external member of the Curriculum & Quality Working Group.

Neil Wilson would take over as Chair of Audit Committee after the signing of the financial statements and Erica Draisey had been appointed as a member of the Audit Committee from November 2021. Sir Julian Young's term of office ended on 31 December 2021 and a further member of the Audit Committee would be required.

The revised Code of Governance for English Colleges had been circulated to members and governors noted the new section on environmental sustainability and stronger focus on equality, diversity and inclusion. Governors would be asked in January to consider compliance against the Code as part of the assurance of the Board's governance effectiveness. The Board agreed that the external review of effectiveness should take place in 2022/23. The Board agreed to continue to adopt this Code.

The Board APPROVED the amendment to the College's Standing Orders 'section 7 Terms of Office of a Staff Governor to read: 'Staff members will normally serve a four year term of office'. **ACTION: AR**

8.3 Information Governance Annual Report

Members received the information governance annual report summarising the activity of 2020/21, all of which had been reported to the Audit Committee as quarterly updates. The Audit Chair reported that had been an increase in data requests and following a review, the College would outsource its DPOI function, with coordination to be held by the new Deputy Principal. The Board noted the report and actions being taken in 2021/22.

8.4 Complaints and Compliments Annual Report

Members received the complaints and compliments annual report for 2020/21 and noted the actions being put in place for 2021/22 which included the use of electronic forms and a dedicated website page. The college would monitor equality to enable any trends to be identified.

9. ITEMS FOR APPROVAL

9.1 Learner Involvement Strategy

The Principal presented the Learner Involvement Strategy and asked the Board to consider whether the Strategy was well enough considered to ensure that the views of learners could be reflected, captured and actioned. Members agreed the policy statement, aims and intent but noted that the real value lay in the achievements and communication to learners and staff. Members considered that the Strategy had the means of evaluating impact.

The Board APPROVED the Strategy and thanked the Assistant Principal (Learner Journey and Customer Relations) for his work on this.

9.2 Bank Mandate

The Board APPROVED the changes to the Bank mandate signatories as set out in the report. **ACTION: PF** to action with the Bank

10. ITEMS FOR INFORMATION

10.1 Audit Committee – 24 November 2021

The draft minutes of the meeting held on 24 November 2021 were noted

10.2 Governance & Search Committee– 10 November 2021

The draft minutes of the meeting held on 10 November were noted.

10.3 Curriculum & Quality Working Group – 22 November 2021

The draft notes of the meeting held on 22 November were noted.

10.4 Finance & Estates Working Group – 29 November 2021
The draft notes of the meeting held on 29 November 2021 were noted.
11. Any Other Business
<p>Staff Handbook</p> <p>The Principal reported that the unions were reviewing the staff policies, following which a Staff Handbook would be produced.</p> <p>Governors' End of Term of Office</p> <p>Thanks were given by the Chair on behalf of the Governing Body to Sir Julian Young for his 8 years of service as governor, most of which he had served as Chair of the Audit Committee. His wisdom and care for the college would be missed immensely. In response, JY thanked the governors for their appreciation and stated how proud he was to have served as a governor of the college and he wished it continued success.</p> <p>Thanks were given to Paul Blenkinsopp for his 4 years of service on the Board as Staff Governor. He had contributed widely both on the Board and on the Curriculum & Quality Working Group and the Board wished him well in his role at the College.</p>
12. Date of Next meeting
31 January 2022 – Strategy Day at Somer Valley Campus
13. Senior Postholder Recruitment
The Chair reported that following a robust recruitment process, Paul Fletton had been appointed as Director of Finance, with a start date to be agreed.
14. CONFIDENTIAL BOARD (External Members only)
14.1 Confidential Minutes of the meeting held on 11 October 2021 and matters arising
The confidential minutes of the meeting held on 11 October 2021 were approved as an accurate record.
14.2 Senior Staff Performance & Remuneration Committee – 20 October and 11 November 2021
The draft confidential minutes of the meetings held on 20 October and 10 November 2021 were received.