

DRAFT Minutes of the Meeting of the Corporation held on 22 February 2022 at 16.00, via Teams.

Present: Prof Adam Boddison (Chair)
George Trow (Vice-Chair)
Carol Thomas
Jas Atwal
David Busst
Thomas Crane
Di Crookes
Rebecca Keeves
Anthony Gribben-Lisle
Tony Minhas
Jemma McKenzie
Dr Henry Seaton

In Attendance: Gemma Knott (Vice-Principal, Business Growth, Engagement & Partnerships)
Patrick Geary (Vice-Principal, Curriculum Innovation, Quality & Performance)

Secretary: Michael Wood (Head of Governance)

Apologies for Absence

An Apology for absence was **received** from Sarfraz Nawaz (Independent Governor).

Declarations of Interest

There were no Declarations of Interest.

Minutes

43.21 The Minutes of the meetings held on 14 December 2021 were **confirmed** as an accurate record of the meeting.

Matters Arising & Action Log

44.21 It was **noted** that all Actions had been completed. With regard to **Action 01**, the Chair commented that he would be reporting further on the outcome of the Knowledge & Skills Audit which Governors had recently completed.

Action 1

Chair's Report

45.21 The Chair advised the Board that he had attended the West Midlands Chairs' Group at which all representatives had shared similar problems in recruiting STEM teaching staff, which was a national issue. Governors learnt that that Chair had also attended the 'Change your Future' event at the College which he was pleased to see was well attended by local employers, some of whom had made contact with the College for the first time. In respect of the recruitment for the replacement of the Vice-Principal (Finance & Resources), the Board **noted** that this matter was being actively addressed and a national advertisement would appear shortly (link to be shared with Governors for information).

Action 2

Principal's Report

46.21 The Principal presented her report to the Board, the following key points being highlighted:

- the College's formal 'notice to improve' had been removed, although Post-Intervention, Monitoring and Support (PIMS) would remain in place;
- it was unlikely that the College would have a full Ofsted inspection prior to December 2022 which would provide time to deliver major strategic targets;
- whilst a new temporary loan facility had been secured with Barclays to July 2023, a medium-term solution needed to be put in place by the end of the calendar year;
- with regard to Covid-19, at the height of the recent outbreak, 15% of staff had been affected and 108 students. In response to a Governor question on the treatment of long-Covid cases, it was **noted** that only one member of staff was affected and that the situation was being dealt with under the College's existing sickness absence policy;
- the College had been recently visited by Sky and STV in relation to ESPORTS learners, which had created a lot of media coverage generally;
- the £1.8m from the Strategic Development Fund needed to be fully committed by 31 March 2022.

47.21 Arising out of discussion, Governors commented that in advance of the Ofsted visit more meetings of the Education & Standards Committee would need to take place, in order to establish how best Governors could support the process. The Principal commented that she intended to produce a series of early briefing papers for the Board on key quality issues. It was **noted** that two-thirds of curriculum areas had been reviewed to date which had resulted in improvement plans and 1-1 coaches being put in place. With regard to PIMS, it was **agreed** that the Board should have close oversight for assurance and monitoring purposes.

Actions 3&4

Risk Register

48.21 The Principal presented a revised high-level Risk Register for the Board's consideration, commenting that the Register was still 'work in progress', although Committees were now systematically reviewing risks in their areas. The Chair of the Audit Committee advised that whilst the risks identified were the right risks, there was a need to have more focus on the Board's risk appetite.

49.21 Arising out detailed scrutiny, the Chair proposed that a small Task & Finish

Group be established consisting of himself, T Crane, A Gribben-Lisle and Di Crookes to review the current Risk Register and to make recommendations to the Audit Committee in the first instance. The Board **approved** this proposal.

Action 5

Reports from Committees

- 50.21** The Chair advised that the report from the Search & Governance Committee, which had met on 15 February, would be taken under Item 9 of the agenda.
- 51.21** The Chair Audit Committee presented a summary of business transacted at the Committee meeting held on 11 February. The Board **noted** in particular that:
- i) substantial progress had been made since the last Board meeting in resolving historic outstanding Internal Audit actions, but some items remained outstanding which it was for the SLT to address as a priority;
 - ii) a review by Internal Audit of the HR function had been requested to take place during the 2021/22 audit year;
 - iii) the Internal Audit service contract had been discussed and the recommendation in respect of this matter would be considered under Item 10 of the agenda.
- 52.21** The Chair of the Finance & Resources Committee presented a summary of business transacted at the Committee meeting held on 14 February. The Board **noted** in particular that:
- the College's finances remained in a stable position with positive cash generation;
 - a report on Sub-Contracting had been considered for assurance purposes now that the College's activity in this area had exceeded £100k;
 - the Financial Regulations had been closely scrutinised and would be brought back to the April meeting following further suggested revisions;
 - minor changes to the Capital Budget had been agreed;
 - the Committee Chair and J McKenzie would meet in the near future with the HR Director to discuss issues that had been brought to the Committee's attention;
 - good progress reports had been received in respect of Business Growth and IT/Digital.

53.21 The Chair thanked all Committee Chairs for their reports.

Membership Report

54.21 The Chair introduced discussion of the report from the Search & Governance Committee which had considered a number of changes to the Board at its meeting on 15 February designed to strengthen the College's overall governance. It was **noted** that the Committee had closely scrutinised all Governor candidates for their suitability, fit with the College, diversity and with regard to any potential conflicts of interest. Arising out of discussion, the following recommendations were **approved**:

Vice-Chair of the Corporation

- a) **Anthony Gribben-Lisle** (Independent Governor and Chair of the Finance & Resources Committee) to be appointed as Vice-Chair of the Corporation with effect from 1 March 2022, and also to have his term of office as a Governor extended for a further three-year period to 31 October 2025;
- b) **Kamal Bodhanker** (Head of International Development, National Association of Special Educational Needs and a former Lecturer in Education at the University of Birmingham) to be appointed as an Independent Governor and Vice-Chair of the Corporation with effect from 1 March 2022, with an initial three-year term of office as a Governor extending to 28 February 2025. It was also agreed that the candidate would also become a member of the Education & Standards Committee.

Committee Chairs

- a) **Thomas Crane** (Independent Governor and Vice-Chair of the Audit Committee) to be appointed as Chair of the Audit Committee effective from 1 March 2022, and also for his term of office as a Governor to be extended for a further three-year period to 31 October 2025;
- b) **Tina Thorpe** (former Vice-Principal for 16-19 Curriculum and Apprenticeship provision at Leicester College) to be appointed as an Independent Governor and as Chair of the Education & Standards Committee effective from 1 April 2022 for an initial three-year term to 31 March 2025.

Independent Member Appointment

Rachel Barr (Tech Procurement Lead – Sainsbury's PLC) to be appointed as an Independent Governor and to serve on the Audit Committee, for an initial three-year term, 1 April 2022 to 31 March 2025.

Head of Governance

Following an external recruitment process, **Kay Kavanagh** (Clerk to the

Corporation, Heart of Worcestershire College) to be appointed as Head of Governance (start date to be confirmed).

Internal Audit Service

- 55.21** The Board **approved** the recommendation from the Audit Committee to appoint TIAA as the College's Internal Audit Service Provider for a further year, effective from 1 August 2022.

Management Accounts

- 56.21** The Turnaround Director presented Management Accounts for the period ended 31 December 2021, the following key points being **noted:**

- the College's income remained on profile;
- teaching pay costs were ahead of forecast due to the need to engage agency staff for STEM subjects;
- non-pay costs were on budget and there had been no significant issues arising out of Covid-19;
- cash reserves remained strong at present;
- in response to increase energy costs, a campaign had started to encourage staff to switch off lights in teaching areas when not occupied;
- savings had been made from the consolidation of activities and facilities onto a single campus.

The Chair thanked members of the Finance & Resources Committee for their work in monitoring the College's financial position.

Report on Black FE Leadership Group

- 57.21** The Chair introduced discussion of this item commenting that he and the Principal had recently attended a meeting of the Group at which a range of statistics had been presented related to 10 key areas against which colleges should measure their performance. The Principal advised that a report had been made at the College's Core Planning Group in respect of areas of focus, it being recognised that more needed to be done in terms of diversity training College-wide.

The Chair commented that he and the Principal would take this matter forward with a view to a further report being presented to the Finance & Resources Committee.

Action 6

Board Strategy Day

58.21 In considering the proposed agenda for the Board Strategy Day on 5 April (to be held at Coventry University), Governors made the following suggestions:

- if the primary focus was to be Ofsted, then only a half-day session would be needed, as opposed to a full day for a wider strategic discussion;
- what marks the College out as being Coventry's College should be a matter for consideration;
- capacity within the SLT to deliver on the agreed strategy should be discussed, together with the overall strategic planning process.

The Chair invited Governors to provide more thoughts and ideas on the proposed agenda to the Head of Governance over the course of the next two weeks.

Action 7

Confidential Item

****See confidential Minutes****

Any Other Business

61.22 The Principal requested that the College's T-Level plans be signed off by the Chair's Group and this was **agreed**.

Action 8

62.21 The Chair thanked the retiring Chair of the Audit Committee and the Head of Governance for their support to the Board for whom this would be their last meeting, and wished them well for the future.

63.21 There being no further business, the meeting closed at 17.25, the date of the next meeting being confirmed as **Tuesday 5 April 2022 (Strategy Session)**.