

**Minutes of the Corporation Meeting**

**Wednesday 14 December 2022 at 16:00  
Boardroom - Coventry College**

Present: Adam Boddison (AB) (Chair)  
 Anthony Gribben-Lisle (AGL) (Vice-Chair)  
 Jas Atwal (JA)  
 Rachel Barr (RB)  
 Thomas Crane (TC)  
 Amber Jennings-Hobbs (AJH)  
 Rebecca Keeves (RK) (Attending virtually)  
 Donna Kendall (DK) (Attending virtually)  
 Jemma McKenzie (JMc)  
 Tony Minhas (TM)  
 Sarfraz Nawaz (SN)  
 Carol Thomas (CT)  
 Tina Thorpe (TT)

In Attendance: Rob Moore (RM) Chief Financial & Operations Officer  
 Gemma Knott (GK) Vice Principal Business Growth, Engagement & Partnerships  
 Patrick Geary (PG) Vice Principal Curriculum Innovation, Quality & Performance  
 Kay Kavanagh (KK) Head of Governance (Attending virtually)  
 Paul Oxtoby (PO) RSM (Item 9 only) (Attending virtually)

<b>Agenda No:</b>	<b>Item</b>	<b>Action owner:</b>
1	<p><b>Welcome and Apologies</b>            Apologies received from Henry Seaton, Kamal Bodhanker and Evan Reason.</p> <p>The Chair welcomed Amber Jennings-Hobbs and Rob Moore to their first Corporation meeting.</p>	
2	<p><b>Declarations of Interest</b>            Members were asked to declare any Interests, financial or otherwise, which they may have in any Agenda Item, there were no declarations made.</p>	
3	<p><b>Minutes of the Last Meeting</b>            Governors <b>approved:</b></p> <ul style="list-style-type: none"> <li>a) the Minutes of the meeting held on 8 July 2022</li> <li>b) the Minutes of the EGM meeting held on 10 November 2022</li> </ul>	
4	<p><b>Matters Arising</b>            Governors monitored action taken and remaining to be taken in respect of Matters Arising from the Minutes of previous meetings.</p>	

Agenda No:	Item	Action owner:
5	<p><b>Determination of any Other Urgent Business</b></p> <p>It was noted that there was no other items of business to be discussed, other than those on the agenda.</p>	
6	<p><b>Chair's Report</b></p> <p>The Chair provided a verbal update including:  <u>Governor 1-2-1's.</u>            These have all taken place. <b>Action:</b> AB to send summary of Governor 1-2-1's to KK for circulation to the board.</p> <p>Of particular note is around board papers and the narrative vs data. This will need to be kept under review. KPIs are reported routinely at every Corporation meeting.</p> <p>It was noted that the Finance &amp; Resources committee has been heavily focused on finances, and resources will need greater focus moving forward.</p> <p>It was noted that the Education &amp; Standards committee will have guest speakers from different areas off curriculum, ideally at each meeting of the committee.</p> <p>Praise for KK was received during the 1-2-1's as the improvement in Governance is recognised. Praise was also received for CT and the wider Executive Team for the culture change within the College and the improved student experience.</p> <p>Some challenges remain around governor technology and SharePoint, but this is improving. AB commented that the Corporation should avoid being in a position where an external system is required.</p> <p><u>Ofsted:</u>            Governors were aware that an Ofsted visit had taken place. AB thanked all of those involved, in particular, the governors involved in the governance sessions.</p> <p><u>West Midlands Chairs Board:</u>            AB gave assurance that the challenges being faced by the college, are national challenges.</p>	<p><b>AB</b></p>
7	<p><b>CEO &amp; Principal Report</b></p> <p>CT gave an update on the recent Ofsted Inspection confirming that the college had had an excellent start to the year, with extended inductions ensuring a really good start for our learners.</p> <p>The 'Behaviour and Attitudes' area of the inspection was graded as 'Good', following training, clarity of expectation and consistent support from staff across the college.</p> <p>The most noticeable grade is for 'Apprenticeships' which has been graded as 'inadequate'. CT added that concerns re the issues with staffing in the Construction area and an over reliance on agency staff where the quality is extremely variable have previously been explained to governors. These was also observed during the</p>	

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	inspection. CT explained that the Apprenticeship provision accounts for 4% of the whole college provision.	
	<p>A Post Inspection Action Plan is in place to focus on the actions needed following the inspection. The main focus areas are:</p> <ul style="list-style-type: none"> <li>• Training and preparation of staff and learners to enable them to successfully achieve external exams.</li> <li>• Peer support from outstanding college(s)</li> <li>• Intense support for higher risk areas</li> <li>• Recruitment of a Curriculum Manager in Construction and the Built Environment</li> <li>• Review of Learner Support process and practice and quality/style of learner reviews</li> <li>• Halt on recruitment where we cannot secure high calibre of staff</li> </ul>	
	<p>A governor <b>asked</b> if the college was prevented from recruiting across ALL apprenticeship areas. CT confirmed that this is the case. The college has to continue to work with current Apprentices.</p>	
	<p>A governor <b>commented</b> that during the last 2½ years the college has progressed so much and the college should remain ambitious and confident regarding the next Ofsted visit and the further improvements that will be seen.</p>	
	<p>A governor <b>asked</b> what the impact on staff could be. CT explained that there are concerns amongst some staff. CT added that action plans are in place and staff have been reassured. New initiatives are in place to meet the needs of the West Midlands Combined Authority.</p>	
	<p>A governor <b>asked</b>, given the reputational damage, how viable is Coventry College without Apprenticeship provision. CT explained that Apprenticeship provision currently accounts for 4% of the whole provision, thus limiting the impact.</p>	
	<p>A governor <b>asked</b> regarding the Post Inspection Action Plan, and the impact of any additional workload for staff/SLT. CT explained that much of what is included, was in progress anyway, so impact will be manageable.</p>	
	<p>CT explained that the Education and Standards committee would receive reports detailing the progress against the Post Inspection Action Plan and have discussed the timelines for re-inspection, agreeing that the college does not call in Ofsted earlier than they would ordinarily visit. <b>Action:</b> CT to present an 'Options' paper for Apprenticeships at the next E&amp;S committee meeting.</p>	CT
	<p>Subsequent to the Ofsted update, CT explained that the college had been nominated by Barclays bank for the Institute for Turnaround 'Not for Profit Award' and was subsequently shortlisted. Unfortunately, the college didn't receive the award, however Barclays said "The College was one of the most compressive turnarounds we have ever seen".</p>	
	<p>CT stated that there are 3 top priorities/areas of concern:</p>	

Agenda No:	Item	Action owner:	
	<ul style="list-style-type: none"> <li>• Future of Apprenticeships following the Ofsted grade</li> <li>• Exam outcomes for 2022/23</li> <li>• Learner numbers and lagged learner funding – impact on 2023/24</li> </ul>		
	Governors <b>received</b> the CEO & Principal Report.		
8	<p><b>KPI Update</b></p> <p>CT provided an update, highlighting:</p> <ul style="list-style-type: none"> <li>• College approach to HE – PG continues to develop relationships with both Coventry and Warwick Universities to continue to approach for the Science pathway and to look at moving forward jointly.</li> <li>• Energy reduction continues to be a focus, fuelled also by costs having now risen substantially.</li> </ul>		
9	<p><b>Financial Statements and Annual Report 2021-22</b></p> <p><i>Paul Oxtoby of RSM joined the meeting virtually.</i></p>		
	RM explained that the Member’s Report and Financial Statements had been discussed at the recent Audit Committee and recommended for approval, following some amendments.		
	<p>A governor <b>questioned</b> if it was acceptable for the college to have no formal reserves policy. A separate governor questioned the need to have an investment policy also. PO explained that some colleges follow the ESFA Accounts Direction, recognising the charity commission guidance on reserves. PO recommended that the Corporation consider policies for both reserves and investments. <b>Action:</b> RM to develop a Reserves Policy and an Investment Policy, ahead of the next F&amp;R committee meeting.</p>		RM
	TC <b>thanked</b> PO, explaining that the process, via the Audit Committee, had been positive, supportive and straightforward.		
	Governors <b>approved</b> the Financial Statements and Annual Report 2021-22.		
	<i>Paul Oxtoby left the meeting.</i>		
10	<p><b>College Strategy</b></p> <p>See KPI update above (Item 8).</p>		
11	<p><b>Education &amp; Standards</b></p> <p>TT provided a verbal update from the Education and Standards Committee, highlighting:</p> <ul style="list-style-type: none"> <li>• Much of the meeting covered the outcome of the Ofsted Inspection</li> <li>• The committee reviewed the College Self-Assessment Report, which is included in the papers for all governors to peruse. TC added that the report demonstrates how far the college has come, is an honest reflection and is inspiring.</li> </ul>		

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	<ul style="list-style-type: none"> <li>• A presentation was received on T-Levels from Laura Johnson, Director of Faculty: Service &amp; Creative Industries</li> <li>• An update was provided on the HE Strategy, discussed above.</li> </ul>	
	<p>Governors <b>approved</b> the College Self-Assessment Report 2021-22.</p> <p>There were no questions.</p>	
12	<p><b>Search &amp; Governance</b> AB provided an overview of the meeting.</p> <p>The output of the Skills Audit was discussed, with committee members in agreement that the committee should wait for the outcome of the External Review of Governance, prior to considering any skills need for future recruitment. Skills are currently broad across the Corporation.</p> <p>AB is currently liaising with John Barratt (Associate Governor for the Audit Committee), with the aim of confirming if John would like to join the Corporation as a full governor.</p> <p>AB reminded all governors to complete the mandatory training.</p>	
13	<p><b>Finance &amp; Resources</b> AGL provided a verbal update following the previous 2 meetings of the F&amp;R Committee. AGL explained that 2 meetings had taken place as the committee were keen to retain the more frequent meeting schedule.</p> <p>The committee will have greater focus than previous years on Estates and HR.</p> <p>Finances continue to be positive and as expected. The committee continues to monitor finances in terms of staffing, recruitment and pay.</p> <p>The Staff Survey results were received by the committee and discussed thoroughly, with the committee noting that the data now gives the college a baseline position for future surveys.</p> <p>Good progress continues to be made concerning Bids and growth.</p> <p>There were no questions.</p>	
14	<p><b>Audit</b> TC provided a verbal update from the Audit Committee.</p> <p>The Financial Statements and Members Report had been discussed in detail. TC gave assurance to the Corporation that RSM had received sufficient support and RSM had confirmed an open and positive approach from Management.</p>	

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	<p>Regarding Going Concern, TC expressed the huge credit to the team for the improvements (the outstanding loan balance at the 2022 stands at £4.5m which is a significant reduction on the £7.9m at the previous balance sheet date).</p> <p>The committee had reviewed the Internal Audit Report, noting the vast reduction in outstanding recommendations.</p> <p>The committee discussed the sub-contracting arrangement with Stadium Ltd, previously reported to the F&amp;R committee that this arrangement was to be ceased, but with that decision having now been reversed. PG explained that Stadium Ltd had approached the College offering a very different set of programmes with an amended setup and suggested agreement to the one previously agreed in the academic year 2020/21. The main concerns had also been given assurance. <b>Governors were assured</b> with the rationale to continue with Stadium Ltd as a sub-contractor.</p> <p><b>Governors approved:</b></p> <ul style="list-style-type: none"> <li>• Audit Committee Annual Report</li> <li>• Internal Audit Annual Report</li> <li>• Risk Management Policy</li> </ul> <p>It was agreed that the Risk Management Policy will continue to be reviewed, following discussion around the definition of 'Risk Appetite' and also the format of the 'Impact/Likelihood' scales being used (given that a risk could be 'extreme' impact, but 'very unlikely' being noted as 'green', but this may expose the college to risk).</p>	
15	<p><b>Governance Items</b></p> <p>a) <u>College Governors Dashboard Report</u> Governors <b>received</b> the College Governors Dashboard Report, noting the assurance it gives of the financial progress made.</p> <p>b) <u>Student Board</u> PG provided an update on the Student Board, confirming that the Student Board met on 12 December 2022. <b>Action:</b> PG to obtain minutes from the recent Student Board for circulation to the Corporation members.</p> <p>Due to Henry Seaton resigning from the Corporation, Tina Thorpe has agreed to be the lead governor for the Student Board. All governors <b>agreed</b>.</p>	PG
16	<p><b>External Review of Governance</b></p> <p>KK explained that following the comparison of 5 quotes obtained, the Search &amp; Governance Committee approved the services of Stone King.</p> <p>The review will commence in January 2023, with Stone King attending one committee meeting followed by the Corporation meeting in March 2023.</p>	

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	Outputs from the review will be presented to the Search & Governance Committee, and a Governance Improvement Plan 2023-2026 will be created for Corporation approval.	
17	<p><b>Corporation Self-Assessment</b> Governors <b>received</b> an update on the Corporation Self-Assessment.</p>	
18	<p><b>ONS Classification update</b> RM provided an overview of the possible impacts of the ONS decision to reclassify FE Colleges as Public Sector.</p> <p>RM explained that final impacts are yet to be confirmed, however, as at the end of November 2022 we are now classed as Public Sector, and need to adhere to the 'Managing Public Money' document.</p> <p>The change will impact the Financial Regulations. Any surplus can still be carried forward. The sale proceeds of the Henley Site can now not be used to repay the loan but have to be used for Capital projects only.</p> <p>CT added that academies follow an Academy Trust Handbook, and the AoC will be developing an FE Colleges version.</p> <p>There were no questions.</p>	
19	<p><b>Policies</b> Governors raised the following questions:</p> <ul style="list-style-type: none"> <li>• Re the Fraud, Corruption and Anti-Bribery Policy &amp; Procedures, do you think this is working effectively? RM gave assurance that the policy is effective, but also explained that with the increases in cost of living, the risk that fraud/corruption may occur will increase.</li> <li>• The Fraud, Corruption and Anti-Bribery Policy &amp; Procedures states that instances of fraud/corruption will be reported to the Audit committee annually – is annually sufficient or should they be reported immediately? RM confirmed that the report would be due annually but instances could be reported more regularly. <b>Action:</b> RM to update the Fraud, Corruption and Anti-Bribery Policy &amp; Procedures to confirm that instances will be reported regularly, not annually.</li> <li>• Regarding the safeguarding Policy, it lists various things that we should be doing as governors – are these being done? <b>Action:</b> RK to work with PG to ensure that governors are fulfilling the Safeguarding Policy requirements for governors, and bring an update to the next meeting.</li> </ul> <p>Given the above, Governors <b>approved</b> the following policies:</p> <ul style="list-style-type: none"> <li>• Fraud, Corruption and Anti-Bribery Policy &amp; Procedures</li> <li>• Arrangements for obtaining views of students (and staff)</li> <li>• Complaints Policy</li> <li>• Disciplinary procedure for Senior Post-Holders</li> <li>• Equality, Diversity and Inclusion Policy</li> <li>• Freedom of Information Policy</li> </ul>	<p><b>RM</b></p> <p><b>RK/PG</b></p>

Agenda No:	Item	Action owner:
	<ul style="list-style-type: none"> <li>• GDPR Privacy Notices</li> <li>• Governor Induction, Training &amp; Development Policy</li> <li>• Grievance Policy (SPH)</li> <li>• Income Derived from External Activities (Senior Post Holders)</li> <li>• LGPS Employer Policy</li> <li>• Prevent Strategy</li> <li>• Public interest disclosure policy (whistleblowing)</li> <li>• Remuneration Policy (Senior Post Holders)</li> <li>• Safeguarding Policy &amp; Procedures</li> <li>• Health &amp; Safety Policy</li> </ul>	
	<p>It was noted that governors would like to see tracked changes within Policy approvals moving forward. <b>Action:</b> KK to advise SLT that governors would like to see tracked changes in policy approvals moving forward.</p>	<p><b>KK</b></p>
<p>20</p>	<p><b>Any Other Urgent Business</b>  There was no other urgent business. AB wished everyone a very Merry Christmas. AB formally thanked Tony Minhas and Henry Seaton for the service as governors.</p> <p><i>Non-Governors and Staff Governors left the meeting at this point.</i></p>	
<p>21-24</p>	<p><b>Confidential Agenda Items</b>  See Confidential Minutes</p>	
<p>25</p>	<p><b>Date and Time of Next Meeting</b>  Wednesday 29 March 2023 at 4pm, Boardroom, Coventry College</p>	
	<p><b>There being no further business, the meeting concluded at 18:20</b></p>	

**Signed:**

**Date:**