

MINUTES OF THE CORPORATION MAIN BOARD MEETING
HELD ON THURSDAY 12 DECEMBER 2019 IN ROOM CG4.W25, COLLEGE GREEN
5:00pm-7:00pm

Committee Members	Lis Anderson Andrea Arlidge Steve Bennett Geoff Channon Ebony Clark Andy Forbes (Principal & Chief Executive) Richard Gaunt (Chaired the meeting for items 1-4) Zahid Gill Keith Hutton Peter Rilett (Chair) From (5.10pm) Zoe Taylor (from 5.05pm) David Williams
Also in Attendance	Richard Harris, Vice Principal, Finance & Professional Services Joanne Ward, Clerk to the Corporation

1	<u>APOLOGIES FOR ABSENCE</u>
1.1	Apologies had been received from Dan Howarth and from Emma Jarman. Max Campbell-Jones was unable to attend.
1.2	It was confirmed that KPMG would not attend the meeting but would sign the accounts on 13 December 2019.
1.3	The Chair welcomed Andy Forbes to his first meeting of the Corporation.
2	<u>DECLARATION OF INTERESTS</u>
2.1	David Williams declared an interest in item 10c.
3	<u>MINUTES OF THE MEETING HELD ON 15 JULY 2019</u>
3.1	The minutes of the meeting held on 26 October 2019 and the confidential minute were confirmed as an accurate record.
4a	<u>MATTERS ARISING FROM THE MINUTES</u>
4.1	Governors reviewed and NOTED the Summary Report of Actions.
4.2	The VPF&PS outlined the likely timetable for a visit from the FE Commissioner (February 2020).
4.3	Governors NOTED the good response in the Ofsted report to safeguarding, including from a governance oversight perspective.
5	<u>AUDIT 2018-2019</u>
a	<u>Annual Report of the Audit Committee</u>
5.1	Governors RECIEPTED and NOTED the signed Annual Report from the Chair of the Audit Committee to the Corporation and to the Principal and Chief Executive.

<p>b</p> <p>5.2</p> <p>5.3</p> <p>5.4</p> <p>c</p> <p>d</p> <p>5.3</p> <p>e</p>	<p><u>Financial Statements Audit Management Letter for the year ending 31 July 2019 (KPMG “Audit Highlights Memorandum”)</u></p> <p>Governors discussed the Audit Highlights Memorandum. The robust challenge from KPMG was outlined along with confirmation that the accounts would be signed with an unqualified opinion. Governors asked what assurance the College could provide to ensure the loan covenant would not be breached in 2019/20. The VPF&PS outlined the current year forecast and significant margin identified to minimise risk. It was confirmed that a formal letter of waiver would be provided by the Bank if the budget is on target for 2019/20 (based on month six figures).</p> <p>The VPF&PS outlined conversations with the Bank. Governors APPROVED the request for an Independent Business Review.</p> <p>Governors APPROVED the Highlights Memorandum.</p> <p><u>Letter of Representation for the year ending 31 July 2019 - Financial Statements Audit and Regularity Audit</u></p> <p>Governors APPROVED the letter of representation which contained standard wording and the document was duly signed by the Chair of the Corporation.</p> <p><u>Members’ Report and Financial Statements for the year ending 31 July 2018</u></p> <p>Governors APPROVED the Members’ Report and Financial Statements which were duly signed by the Principal & Chief Executive and Chair of the Corporation.</p> <p><u>Regularity Self-Assessment Questionnaire (SAQ)</u></p> <p>Governors APPROVED the SAQ which was duly signed by the Principal & Chief Executive and Chair of the Corporation.</p>
<p>6</p> <p>a</p> <p>6.1</p> <p>b</p> <p>6.2</p> <p>c</p> <p>6.3</p>	<p><u>ACCOUNTS AND AUDITS FOR COLLEGE SUBSIDIARY COMPANIES</u></p> <p><u>South West Apprenticeship Company</u></p> <p>It was confirmed that the SWAC accounts had been APPROVED by the SWAC Board at a meeting of 9 December 2019. Governors APPROVED the SWAC accounts and audit which were duly signed.</p> <p><u>Partners in Business (PiB)</u></p> <p>The VPF&PS confirmed that as PiB has not traded 2018/19 accounts are required but an audit is not. Governors APPROVED the accounts which were duly signed.</p> <p><u>SBLN</u></p> <p>The VPF&PS confirmed that as SBLN was a dormant company in 2018/19 accounts are required but an audit is not. Governors APPROVED the accounts which were duly signed.</p>
<p>7</p> <p>7.1</p> <p>7.2</p>	<p><u>OFSTED REPORT</u></p> <p>Governors discussed the published report which shows clear progress from the previous inspection and a number of positive areas to build on through structural revisions and strong leadership. Governors agreed that the report provides a helpful tool for the College to target further improvements. Governors reflected that the report matched the College’s own self-assessment with a need to continue to focus on consistency particularly within 16-18 and to ensure required improvements are made at pace.</p> <p>Governors discussed:</p> <ul style="list-style-type: none"> - The need to review capacity within the HoD role and to ensure the structure provides support for HoDs at an operational programme level - The need to make clear who the student ‘belongs to’

<p>7.3</p> <p>7.4</p>	<ul style="list-style-type: none"> - The possibility of making changes which would have impact without a major restructure - The need to make changes within the financial envelope available. - The impact of the staffing profile given the large number of fractional staff and the opportunities <p>It was AGREED that further discussion would take place at the 20 January session highlighting actions to be taken over the next 12 months.</p> <p>Governors requested that the VPC&Q be thanked for her hard work and effort during the Ofsted visit.</p>
<p>8</p> <p>8.1</p> <p>8.2</p>	<p><u>COLLEGE SELF-ASSESSMENT REPORT (SAR) and QUALITY IMPROVEMENT PLAN (QIP)</u></p> <p>Following on from discussion under item 7, governors reflected on the SAR and QIP. Governors requested further clarification regarding the College's strengths and weaknesses in order to assess movement on achievement in-year. It was AGREED that further work on C&Q documents including the SAR and QIP presentation was required and would be followed up through the C&Q committee ahead of the March meeting. ACTION: P&CE/ VPC&Q/ Chair of C&Q/ Clerk</p> <p>Governors APPROVED the SAR and QIP.</p>
<p>9</p> <p>9.1</p> <p>9.2</p>	<p><u>HE SELF-ASSESSMENT DOCUMENT (SED)</u></p> <p>The Chair of C&Q outlined the discussion which had taken place at the committee and the recommendation to approve the SED. Governors noted that the HE strategy would be further discussed at the 20 January Governors session and HE would be given substantive time on the agenda at the March C&Q. Governors reflected that the structure of the document was appropriate to provide clarity and oversight for governors.</p> <p>Governors APPROVED the HE SED.</p>
<p>10</p> <p>a</p> <p>10.1</p> <p>10.2</p> <p>10.3</p> <p>10.4</p>	<p><u>COLLEGE SUBSIDIARIES AND JOINT VENTURES</u></p> <p><u>Partners in Business</u></p> <p>The VPF&PS outlined the paper which followed on from the presentation received at the October Board and the paper received by Business Services Committee at the November meeting.</p> <p>Governors asked for further information regarding the role of the company and the 'fit' with the CoBC brand. It was suggested that a wholly owned subsidiary would have the agility and flexibility to respond to employers needs and provide market differentiation rather than duplicate the College offer. ACTION: P&CE / VPF&PS to set out how the organisations will each 'fit' with the College's core offer at the 20 January governor session.</p> <p>Governors asked about quality monitoring and reputational risk. It was confirmed that a member of the College's Quality Team has been seconded to work for PiB to ensure oversight and to support the quality of provision (much of which would sit outside of Ofsted). It was AGREED that PiB would be monitored through Business Services Committee with a regular report also provided to C&Q.</p> <p>Governors requested further information regarding resources to be provided to the company and the staffing contract for the proposed Managing Director. It was confirmed that the proposal was for the Managing Director to be employed by PiB. Governors asked that the remuneration package include appropriate milestone and long-term incentives.</p>

10.5	Governors discussed the role of PiB in setting up employer boards through existing networks to strengthen the College's networks.
10.6	Governors APPROVED all recommendations in the paper. ACTION: VPF&PS / Clerk
10.7	Governors APPROVED the recommendation to change the name of the company to Partners in Bristol based on feedback from employers. ACTION: Clerk
10 b	<u>South West Apprenticeship Company (SWAC)</u>
10.8	Governors discussed the role of SWAC as an independent provider with opportunities for growth in the SME market given changes to the Apprenticeship levy funding. Discussions which had taken place at Business Services Committee were outlined.
10.9	Governors APPROVED all recommendations in the paper. ACTION: VPF&PS / Clerk
10c	<u>St Monica Trust</u>
10.10	The VPF&PS provided a verbal update on this item and confirmed that the planned meeting had been postponed but would be revisited early in the New Year.
11	<u>PRINCIPAL & CHIEF EXECUTIVE'S REPORT</u>
11.1	The P&CE outlined his report noting that many points, including item 3, had already been discussed at some length under previous agenda items.
11.2	Governors discussed the aims of the 20 January strategic planning day. It was AGREED that the session would focus on actions to further strengthen finances and quality by looking at the strategic opportunities available to the College. ACTION: P&CE / Clerk
12	<u>STUDENT VOICE</u>
12.1	The Student Governor gave a presentation highlighting student feedback around enrolment and induction.
12.2	Governors thanked the student governor for her presentation and discussed opportunities for capturing student feedback from across the four campuses. Governors asked that the Executive provide a response to the student governor's reports ahead of C&Q Committee meetings, that the mid-term student survey results are provided to the March Board Meeting (via C&Q) and that the Student Union activities and possibility of a student forum be reviewed. ACTION: P&CE / VPC&Q
12.3	The student governor outlined recent training she had attended alongside attendance at the AoC conference. ACTION: Student governor to send Clerk a link to the mental health and wellbeing charter for the College to sign
13	<u>GOVERNOR LEARNING WALKS</u>
13.1	Further to the discussion under item 7 the Chair thanked governors for undertaking the learning walks and the valuable feedback provided. Governors requested that an area for governors and the Executive be provided to review the feedback. ACTION: Clerk to add learning walk page to Moodle
13.2	Governors requested that if there is anything required from governors by the Executive that this is highlighted through the link scheme.
14	<u>ANNUAL EQUALITY & DIVERSITY REPORT</u>
14.1	Governors NOTED that this item has been deferred until the March meeting.

<p>15 15.1</p> <p>15.2</p> <p>15.3</p>	<p><u>ACCOUNTABILITY FRAMEWORK STRATEGIC RISKS AND KPIS</u></p> <p>The VPF&PS outlined the framework and confirmed that a full discussion had taken place at the last Audit Committee regarding risks around finance, marketing and regulatory compliance. The higher rated risks (3 and 4) had already been covered on the agenda and discussion would inform the agenda for the January 2020 strategic session. The increase in risk 4 was confirmed as being as expected for any organisation entering a major new build.</p> <p>Governors reviewed the KPIs and asked for improved reporting to enable governors to assess in-year whether key targets are being met rather than annual reporting for some KPIs. ACTION: P&CE to review and provide simple metrics focussing on 16 – 18, Adult and Apprentices</p> <p>Governors NOTED the Accountability Framework.</p>
<p>16 16.1</p> <p>16.2</p> <p>16.3</p> <p>16.4</p>	<p><u>MANAGEMENT ACCOUNTS (P3) VERBAL UPDATE ON P4</u></p> <p>The VPF&PS outlined the P4 accounts which had become available on the day of the Board Meeting (12 December) and drew governor's attention to:</p> <ul style="list-style-type: none"> - The sale of the Hartcliffe land and subsequent discussions with the ESFA - The improved cash position - The need to keep a close focus on pay and non-pay expenditure to control costs - Actions being taken as outlined in paragraph 3 of the report accompanying the accounts. <p>Governors welcomed the College's actions to re-engage young NEETs and asked for further information regarding the programmes which would be on offer. It was confirmed that for learners starting in January the provision may be around preparation for a full time course in 2020/21. Governors welcomed hearing about the impacts the College has within communities and asked for a greater focus on this on future agendas as a compliment to data driven reports. ACTION: Clerk to review</p> <p>Governors asked for further information regarding staff utilisation and whether this is challenging given the high number of part time staff. It was suggested that provision across four sites can prove challenging but curriculum planning will review staff utilisation.</p> <p>Governors discussed increased enrichment activity and the opportunities for members of the business community to speak to classes. ACTION: All governors who can provide speaking opportunities to inform the Clerk</p>
<p>17 17.1</p>	<p><u>ANY OTHER BUSINESS</u> CONFIDENTIAL ITEM PAY AWARD</p> <p>This item is recorded as a confidential minute.</p>
<p>18 18.1</p>	<p><u>APPROVAL FOR THE SUB-CONTRACTING POLICY REVISIONS (APPROVED BY EMAIL)</u></p> <p>Governors ratified the APPROVAL (made by email) for the Sub-Contracting Policy revisions.</p>
<p>19</p>	<p><u>CLERK ROLE (APPROVED BY EMAIL)</u></p> <p>Governors ratified the decision (made by email) for the Clerk role to return to a full time position.</p>

Joanne Ward
Clerk to the Corporation