

**MINUTES OF THE MEETING OF THE CORPORATION
HELD ON 14 December 2020, BY VIDEO CONFERENCING,
6:00pm-8.00pm**

Corporation Members

Andrea Arlidge
Lis Anderson
Tony Antonius
Steve Bennett
Stephen Boardman
Geoff Channon
Andy Forbes (Principal & Chief Executive)
Richard Gaunt
Keith Hutton
Emma Richer (until item 17)
Peter Rilett
Zoe Taylor
Martisse Thompson (until item 8)

Also in Attendance

Richard Harris, Deputy Principal & Chief Executive
Paul James, Director of Curriculum
Jim Richardson, Director of HR&OD
Joanne Ward, Clerk to the Corporation

Sandra Gordon, Observer, until item 16

Jon Brown, KPMG, until item 7

1	<u>APOLOGIES FOR ABSENCE</u>
1.1	The following absences were noted: Dan Howarth and Max Campbell-Jones.
1.2	The Chair welcomed Sandra Gordon to the meeting as an observer.
1.3	The Chair welcomed Paul James, Director of Curriculum, to his first meeting.
1.4	Governors NOTED that Dan Howarth's extended term of office had now ended and asked that their thanks be recorded to Dan for his time on the Corporation and for chairing the Audit Committee. ACTION: Clerk to send letter.
2	<u>DECLARATION OF INTERESTS</u>
2.1	There were no declarations of interests in any item on the agenda.
3a	<u>MINUTES OF THE EXTRAORDINARY BOARD MEETING HELD ON 22 OCTOBER 2020</u>
3.1	The minutes of the Extraordinary Meeting held on 22 October 2020 were confirmed as an accurate record and APPROVED.
3b	The Confidential Minutes from the Extraordinary Meeting held on 22 October 2020 (limited circulation) were confirmed as an accurate record and APPROVED.
4a	<u>MATTERS ARISING FROM THE MINUTES</u>
4.1	Governors NOTED the Summary Report of Actions which were confirmed as complete and discussed under relevant agenda items.
5	<u>AUDIT 2019-20</u>
a	Annual Report of the Audit Committee for 2019/20
5.1	The Chair of Audit Committee outlined the report and highlighted the following: <ul style="list-style-type: none"> - The revised membership of the Committee

	<ul style="list-style-type: none"> - The internal audit reports received by the Committee in-year and management responses to actions. - The Internal Audit Opinion for 2019/20 which was the second highest level of opinion in line with other colleges in the sector. - The requirement for the Corporation to receive the report ahead of the signing of the accounts.
5.2	Governors RECEIVED and NOTED the Annual Report of the Audit Committee for 2019/20.
b	Financial Statements Audit Management Letter for the year ending 31 July 2020 (KPMG “Audit Highlights Memorandum”)
5.3	KPMG confirmed that they had reported to the Audit Committee at the December 2020 meeting. The College was considered to be in a stronger position financially than in the previous year, with improved cash flow and ‘adequate headroom.’ KPMG confirmed that all colleges were awaiting a response from the ESFA regarding waivers. A clean audit would follow upon receipt of the waiver.
5.4	Governors RECEIVED and NOTED the Financial Statements Audit management letter for the year ending 31 July 2020.
c	Letter of Representation for the year ending 31 July 2020 -Financial Statements Audit and Regularity Audit
5.5	KPMG confirmed that there is nothing specific to CoBC and nothing substantially new this year in the letter of representation.
5.6	Governors APPROVED the letter of representation, subject to amendments which may be required, once the letter of waiver is received.
d	Members’ Report and Financial Statements for the year ending 31 July 2020
5.7	The DP&CE confirmed that the report was still marked as ‘draft’ due to the highlighted disclosure notes around Going Concern. It was confirmed that the Business Services Committee had reviewed the financial sustainability and cash flow but the report remained in draft until the formal letter of waiver from the ESFA had been received. The DP&CE confirmed that, on receipt of the letter from the ESFA, the accounts would be in a form to be adopted with the draft wording included.
5.8	Governors APPROVED the Members’ Report & Financial Statements for the year ending 31 July 2020 subject to the letter of waiver being received from the ESFA.
5.9	Governors AGREED that, in the event that the ESFA do not produce the waiver, the accounts would be amended accordingly and re-circulated for approval by the Corporation.
e	Regularity Self-Assessment Questionnaire & annex in relation to Covid-19
5.10	Governors APPROVED the regulatory Self-Assessment Questionnaire and additional annex.
6	<u>ACCOUNTS AND AUDITS FOR COLLEGE SUBSIDIARY COMPANIES:</u>
a	SWAC Annual Report & Accounts for year ended 31 July 2020
6.1	Governors APPROVED the Annual Report & Accounts for SWAC subject to the ESFA letter of waiver for the College being received.
b	PiB Annual Report & Accounts for year ended 31 July 2020
6.2	Governors APPROVED the Annual Report & Accounts for PiB subject to the ESFA letter of waiver for the College being received.
c	SBLN Annual Report & Accounts for year ended 31 July 2020

6.3	Governors APPROVED the Annual Report & Accounts for the dormant company SBLN.
6.4	Governors AGREED that the SBLN accounts be signed alongside the others.
6.5	Governors thanked KPMG for their work on the external audit. KPMG left the meeting.
POLICY AND STRATEGIC BUSINESS:	
7	<u>PRINCIPAL AND CHIEF EXECUTIVE'S REPORT</u>
7.1	The P&CE outlined the items in the report including updates since circulation: <ul style="list-style-type: none"> - The downward trend of Covid-19 infections at this time - The very positive 16-18 position; significantly over allocation - Plans for HE starts from January 2021 and beyond through a revised offer - The FE Commissioner visit and report (circulated) - The Ofsted Interim visit & report (circulated) with an expectation of a monitoring visit next term
7.2	Governors requested further information regarding the High Needs review. The P&CE outlined the College's relationship with Bristol City Council, provided further information on the College's review, and the national overview.
7.3	Governors asked about wider national developments in FE. The P&CE confirmed that the FE white paper was further delayed and it was, therefore, difficult to know at this stage what new opportunities may arise from this.
7.4	Governors NOTED the information provided and thanked the P&CE for his report.
PERFORMANCE REVIEW / MONITORING:	
8a	<u>CURRICULUM & QUALITY COMMITTEE REPORT - INCLUDING TASK & FINISH GROUPS</u>
8.1	The Chair of the Corporation outlined the increasing governor focus on C&Q matters as the core business of the College and in light of the improved financial sustainability.
8.2	The Chair of C&Q provided an update covering key items of discussion from the last C&Q meeting (28 September 2020) highlighting governor's relentlessness around the pace of change and oversight of activity.
8.3	The Chair of T&F1 provided an update on the progress made to date supporting the College to put a 'toolkit' in place. The following items were highlighted: <ul style="list-style-type: none"> - The need for the College to continue to support the middle leadership including around attendance - The need to review, at pace, English & Maths, including additional monitoring of functional skills - Oversight of ongoing developments for C&Q data reporting to allow further scrutiny
8.4	The Chair of T&F2 provided an update on the progress made to date including the action plans now in place for each of the three headlines. The following items were highlighted: <ul style="list-style-type: none"> - Progress made around work related activity but the group were mindful of the impact of Covid-19 on meeting the KPI set - Governors on the group had provided helpful information around support for work related activity. The DP&CE was leading a review to set out how this could work in practice.

<p>8b</p> <p>8.5</p> <p>8.6</p> <p>8.7</p>	<p><u>C&Q – PRIORITY AREAS FOR ACTION</u></p> <p>The Director of Curriculum provided an overview of Ofsted monitoring visits and the need to clearly demonstrate progress against the themes and the impact on learners in-year. Quality improvement was discussed alongside data requirements, internal progression, functional skills and the need to make improvements at pace.</p> <p>Governors reflected on their learning walks in light of the discussion. Learning walks were further discussed under item 13.</p> <p>Governors thanked the Director of Curriculum for the update.</p>
<p>9</p> <p>9.1</p>	<p><u>STUDENT GOVERNORS REPORT</u></p> <p>Due to IT access, the student governor, Matisse Thompson, was unable to provide her report verbally. A written report was circulated to governors immediately following the meeting which highlighted:</p> <ul style="list-style-type: none"> - The positive discussion around the College’s support for student mental health and further communications sent to students to help them access services - Further feedback on student experiences of online learning focusing on an item from the previous meeting around use of video cameras - Request from A Level students for additional, socially distanced, recreational space <p>ACTION: Clerk to follow up on items for response and circulate to governors.</p>
<p>10</p> <p>10.1</p> <p>10.2</p>	<p><u>BUSINESS SERVICES COMMITTEE REPORT</u></p> <p>The Chair of Business Services provided a verbal update covering key items of discussion from the last meeting (8 October 2020) highlighting the very positive enrolment position and impact on the budget for future years. The positive actions in response to the HR tribal report were noted. This item was further discussed under item 17.</p> <p><u>COMMERCIAL IN CONFIDENCE:</u></p> <p>This item is recorded as a confidential minute.</p>

11	<p><u>LATEST MONTHLY MANAGEMENT ACCOUNTS CONFIDENTIAL UNTIL PUBLICATION OF THE ANNUAL REPORT & ACCOUNTS FOR 2020/21</u></p> <p>This item is recorded as a confidential minute.</p>
GOVERNANCE:	
12 12.1	<p><u>CORPORATION REVIEW OF OWN PERFORMANCE FOR 2019/20</u></p> <p>The Clerk confirmed that an additional review of the Corporation's performance during the ongoing pandemic had been added to the document as requested at the Main Board Meeting of 22 October 2020.</p>
12.2	Governors NOTED the document and the action plan.
13 13.1	<p><u>GOVERNOR LINK SCHEME & LEARNING WALKS</u></p> <p>The Clerk outlined the paper which contained the governor link activity which had taken place to date. It was highlighted that almost all governors had now had at least one discussion with their CoBC link and a number of learning walks had taken place; all virtual at the current time. ACTION: Clerk to review feedback from activity and provide a report to governors and the Executive next term.</p>
POLICIES & REPORTS (recommended for approval by relevant committees)	
14 14.1	<p><u>ANNUAL EQUALITY & DIVERSITY REPORTING</u></p> <p>The P&CE outlined the new approach to E&D reporting including College activity in relation to Black Lives Matter. It was confirmed that C&Q Committee had reviewed the student data and BS Committee had reviewed the staff data including the gender pay gap reporting.</p>
14.2	Governors APPROVED the E&D data required to be published. ACTION: DoHR & Head of Quality to review and publish required data in relation to staff / students.
15 15.1	<p><u>HE SELF-ASSESSMENT DOCUMENT (SED)</u></p> <p>Governors APPROVED the SED following a recommendation to APPROVE from the Curriculum & Quality Committee (November 2020).</p> <p>Observer, Sandra Gordon, left the meeting.</p>
16 16.1	<p><u>APPOINTMENTS TO THE CORPORATION (recommendations from Search & Governance Committee)</u></p> <p>Governors APPROVED the following appointments:</p>

	<p>Sandra Gordon as an external member to join ahead of the next Business Services Committee. ACTION: Clerk to undertake due diligence as required, confirm appointment and plan induction.</p>
16.2	<p>Tony Green as an additional staff governor to join ahead of the next Business Services Committee. ACTION: Clerk to undertake due diligence as required, confirm appointment and plan induction.</p>
16.3	<p>ACTION: Clerk to discuss membership of the Corporation with Aaron Davis as a second student governor due to his position as Student President.</p>
16.4	<p>Zoe Taylor to join Audit Committee from the February 2021 meeting.</p>
16.5	<p>Governors APPROVED the amendments to the C&Q Terms of Reference to allow for “up to <u>ten</u> members.” ACTION: Clerk to update C&Q ToRs and publish.</p> <p>The staff governor left the meeting.</p>
17	<p><u>CONFIDENTIAL ITEM TRIBAL BENCHMARKING</u></p> <p>This item is recorded as a confidential minute.</p>
18	<p><u>CONFIDENTIAL ITEM UNTIL COMMUNICATED TO STAFF PAY AWARD</u></p> <p>This item is recorded as a confidential minute.</p>
19	<p><u>SENIOR POST HOLDER (SPH) APPRAISALS & OBJECTIVES</u></p>
19.1	<p>Governors NOTED that appraisals had taken place for all SPH's for 2019/20 discussed by the Remuneration Committee.</p>
19.2	<p>Governors NOTED the SPH Objectives for 2020/21 for the P&CE, DP&CE and the Clerk.</p>
	<p><u>ANY OTHER BUSINESS & CLOSE</u></p> <p>There being no further business the Chair thanked members for attending and the meeting closed at 7:45pm.</p>

Joanne Ward
Clerk to the Corporation

Signed as a correct record on (Date)

..... (Chair)