

**Minutes of the Meeting of the Main Board of the Corporation
Held on 15 July 2019, in Room 10, Parkway, 6.00 – 8.00pm**

Committee Members: Lis Anderson
Andrea Arlidge
Geoffrey Channon
Ebony Clark
Richard Gaunt
Zahid Gill
Rich Harris (Acting Principal & Chief Executive)
Keith Hutton
Peter Rilett (Chair)
Zoe Taylor
David Williams

Also in Attendance: Emma Jarman, Vice Principal, Curriculum & Quality
Joanne Ward, Clerk to the Corporation

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1	<u>Apologies for Absence</u>
1.1	Apologies were received from Paul Jacobs and Lewis Jarvis.
1.2	The Chair confirmed that Paul Jacobs and Lynne Baber had resigned. The Corporation had been active in succession planning and the Search and Governance Committee had two nominated Governors to recommend be invited to join the Corporation. This would be covered under item 12.
1.3	The Chair welcomed Rich Harris to his first Board Meeting as Acting Principal and Chief Executive.
2	<u>Declaration of Interests in any of the items on the Agenda</u>
2.1	David Williams declared an interest in item 15
3	<u>Minutes and Confidential Minutes of the meeting held on 25 March 2019</u>
3.1	The Minutes of the meeting and the Confidential Minutes of the meeting held on 25 March 2019 were confirmed as an accurate record.
3.2	<u>Confidential Minutes of the Special Board Meeting Held On 14 May 2019</u> The Confidential Minutes of the Special Board Meeting held on 14 May 2019 were confirmed as an accurate record (circulated to external governors only).

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<p>4</p> <p>4.1</p> <p>4a)</p> <p>4.2</p> <p>4.3</p>	<p><u>Matters Arising</u></p> <p>The Chair provided an update on the recruitment for the Principal and Chief Executive appointment including use of the search consultancy and timescales.</p> <p><u>Summary Report of Actions</u></p> <p>The Summary Report of Actions was NOTED and actions were confirmed to be complete or formed part of the agenda for the meeting.</p> <p>This item is recorded as a confidential minute.</p>
<p>5</p> <p>5.1</p> <p>5.2</p> <p>5.3</p> <p>5.4</p> <p>5.5</p> <p>5.6</p>	<p><u>Principal and Chief Executive's Report</u></p> <p>The AP&CE outlined the report and highlighted the paragraphs relating to additional support for the finance role whilst he was undertaking the Acting P&CE role.</p> <p>Governors highlighted the need to ensure that the MoU's with the two partners have appropriate oversight from a governance perspective. ACTION: P&CE to review</p> <p>Governors discussed the departure of staff from UWE and whether this would affect the South Bristol project. It was confirmed that the post holder would be in place until December 2019 by which time the project would have progressed significantly. ACTION: VPC&Q to provide an update on arrangements following the next meeting with UWE and to review timing for the branding (requested to be in place ahead of the new academic year).</p> <p>Governors asked for confirmation that the partnership with UWE would be adequately reflected in the HE Strategy. The VPC&Q confirmed that this was in the strategy which would come to C&Q in the Autumn Term.</p> <p>This item is recorded as a confidential minute.</p> <p>Governors highlighted the importance of the Augar Review and suggested that the College engage proactively with UWE and local schools to discuss implications from the review and related matters around the greater recognition for FE in the public realm. ACTION: VPC&Q to discuss with UWE and South Bristol Schools</p>
<p>6</p> <p>6.1</p> <p>6.2</p> <p>6.3</p>	<p><u>Accountability Framework Strategic Risks</u></p> <p>Governors reflected that there was little change to the Framework with the two main risks as expected for the sector.</p> <p>Governors questioned the data for the risk around staff morale which looked like it had declined. It was confirmed that the arrow was incorrect and that staff morale had improved. ACTION: Clerk to highlight inaccuracy to DoHR&OD to amend</p> <p>Governors reviewed the KPIs in light of a future Ofsted visit and discussed:</p> <ul style="list-style-type: none"> - The pace of improvements - The forecast pass rates for 16-18, including functional skills - The positive forecast for adult achievement, close to national rates and a large area of provision for the college - Apprenticeship provision - Attendance

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6.4	This item is recorded as a confidential minute.
7	<u>Policies for Approval, recommended by relevant committees:</u> The Chair invited the Chairs of relevant committees to comment on the policies.
7.1	<u>Admissions Policy (C&Q)</u> It was confirmed that the changes to the policy had been made to take account of statutory changes and had been recommended for approval by C&Q
7.2	The Admissions Policy was APPROVED.
7.3	<u>Adoption of the new AoC remuneration code (Remuneration Committee)</u> It was confirmed that the Remuneration Committee had recommended adoption of the Code and the full code had been included in the Board packs for all Governors to review.
7.4	Governors APPROVED the recommendation to adopt the Remuneration Code. ACTION: Clerk to review actions arising from the adoption of the Code to review through Remuneration Committee.
7.5	<u>Revised Modern Slavery statement</u> Governors asked how the College ensures the supply chain is adequately reviewed and monitored as there is no procurement policy cross-referenced. The AP&CE suggested that there is a section in the college's procurement policy around due diligence about suppliers.
7.6	Governors APPROVED the statement subject to the procurement policy being reviewed to ensure this was reflected and the policy updated to cross-reference. ACTION: AP&CE to review the procurement policy and report to the Clerk to amend the statement.
8	This item is recorded in the confidential minutes Governors APPROVED the Budget for 2019/20

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9	<u>Strategic Plan to 2020 - Employer Engagement</u>
9.1	The AP&CE and the VPC&Q outlined the two strategic priorities due for revision in the current strategic plan (other items had been agreed to roll over for one more year).
9.2	The VPC&Q outlined the positive engagement to date with a wide variety of employers. Governors reflected that there is a need to move forward with employers alongside the College's continued improvement journey.
9.3	Governors reflected on the budget presentation and suggested that the high spend on quality is appropriate currently until the College reaches this as 'business as usual' but that there is a need to prioritise marketing spend and sales activity.
9.4	Governors reflected that other providers, including independent providers, are able to be 'fleet of foot' and that the College would need to be able to compete accordingly.
9.5	Governors debated at length the employer engagement objectives to decide how the College could best meet its ambitions in this area. The rest of this item is recorded as a confidential minute.
10	<u>New Ofsted Inspection Framework</u>
10.1	The VPC&Q provided a presentation on the new Ofsted Inspection Framework which contained additional updates following the original presentation to Governors at the January 2019 Governor Strategic Planning Session.
10.2	It was AGREED that the presentation be circulated for governors to review the notes included and the links to various online documents. ACTION: Clerk
10.3	The Clerk reminded Governors about the AoC webinar link on the new framework circulate to all governors along with various articles and 'think pieces' for information.
11	<u>Student Voice including the proposed Student Governor Handbook</u>
11.1	The Student Governor provided an update regarding the Student Governor Handbook which had been presented at Curriculum & Quality Committee (13 June 2019). It was AGREED that this would be a welcome addition to the Corporation induction material. ACTION: Student Governor to work with the Clerk to produce the handbook over the summer for presentation at the September 2019 C&Q meeting.
11.2	The Student Governor provided an update on the issues which had been raised with her since the last meeting. These included: <ul style="list-style-type: none"> - The positive response from students to the setting up of a college football team and the request for a girls football team to be established - The positive engagement with Working Knowledge but the concern regarding the amount of time this took during term time - Feedback from students regarding the need to attend College to catch up on work which was viewed as late in terms of being communicated - The possibility of finding a company to sponsor the free breakfasts for students - A request for more industry input including in Health & Social Care and arts subjects - The ambition for increased activity from the Student Union including the recommendation that students sign up at the beginning of the year to partake in activities as a regular commitment

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11.3	<p>ACTION: VPC&Q to discuss the items raised to incorporate into the planning for student activity for 2019/20</p> <p>The Chair thanked the Student Governor for her attendance and valuable input at the Corporation and C&Q Committee during the year which had provided a very welcome insight into the student voice.</p>
12 12.1 12.2 12.3 12.4	<p><u>Governor Membership – current and future vacancies</u></p> <p>The Chair confirmed that the Search and Governance Committee had convened to review all vacancies in response to the recent search activity and advertisement for new members. The positive response to the advertisement was highlighted.</p> <p>The Committee proposed two recommendations to the Board:</p> <ul style="list-style-type: none"> - Max Campbell-Jones to join as a full governor and to sit on the Audit Committee to replace a governor who had resigned - Steve Bennett to join as a full governor and to sit on the Curriculum & Quality Committee to replace a governor who had resigned <p>Governors APPROVED both appointments. ACTION: Clerk to undertake due diligence and confirm appointments. Clerk to circulate CVs to all governors</p> <p>Governors were asked to APPROVE (written resolution) for Dan Howarth to join Remuneration Committee to replace a governor who had resigned. ACTION: Clerk to circulate</p>
13 13.1 13.2	<p><u>Governance Meeting Cycle and Business Plan for 2019/20 and dates for 2019/20</u></p> <p>The Clerk presented the Corporation plans for 2019/20. It was highlighted that due to the P&CE recruitment the January Strategic Planning Session may be extended to a full day and that a P&CE designate would be invited to attend.</p> <p>Governors APPROVED the documents including dates for 2019/20.</p>
14 14.1	<p><u>St Monica Trust Partnership</u></p> <p>This item is recorded in the confidential minutes.</p>
15 15.1	<p>CONFIDENTIAL ITEM: <u>Remuneration Committee Update</u></p> <p>The Chair referred Governors to the Special Board Minutes (item 3.2) which were confidential to external governors only. It was confirmed that the actions delegated to the Remuneration Committee had been taken forward and satisfactorily concluded.</p>
16 16.1 16.2	<p><u>ANY OTHER BUSINESS AND CLOSE</u></p> <p>The Clerk confirmed that the College seal had been used twice in the academic year 2018/19 in relation to Hartcliffe and the Transaction Unit loan documentation.</p> <p>It was AGREED that the sub-contracting policy update and declarations of interests for sub-contracting would be circulated by email. ACTION: AP&CE to send to the Clerk to circulate</p>

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16.3	There being no further business the Chair thanked Members for their attendance and closed the meeting at 8.00 pm

Joanne Ward,
Clerk to the Corporation

Signed as a correct record on (Date)

..... (Chair)