

MINUTES OF THE MAIN BOARD MEETING
HELD ON MONDAY 30 MARCH 2020 BY VIDEO CONFERENCING
6:00pm-7.40pm

Committee Members

Andrea Arlidge
Steve Bennett
Max Campbell-Jones
Geoff Channon
Ebony Clark (until item 17)
Andy Forbes
Richard Gaunt
Zahid Gill (until item17)
Dan Howarth
Keith Hutton
Peter Rilett (Chair)
Zoe Taylor

Also in Attendance

Richard Harris, Vice Principal, Finance & Professional Services
(until item 20)
Joanne Ward, Clerk to the Corporation

Jonny Elphinstone (Observer) until item 17
Emma Richer (Observer) until item 17

1	<u>APOLOGIES FOR ABSENCE</u>
1.1	Apologies had been received from David Williams and Lis Anderson.
1.2	The Chair welcomed Jonny Elphinstone and Emma Richer to the meeting as observers.
1.3	The Chair thanked Zahid Gill for his significant contribution to the Board during his time as staff governor. Zahid Gill thanked the Chair, Board and Clerk for their support to fulfil the role.
2	<u>DECLARATION OF INTERESTS</u>
2.1	There were no declarations of interests.
3	<u>MINUTES OF THE MEETING HELD ON 12 December 2019</u>
3.1	The minutes of the meeting held on 12 December 2019 and the confidential minute from 12 December 2019 were confirmed as an accurate record of the meeting but it was NOTED that the meeting had taken place before any impacts of the current Covid-19 crisis were suggested and the minutes and actions reflected this.
4	<u>MATTERS ARISING FROM THE MINUTES</u>
a	Governors reviewed the Summary Report of Actions which were confirmed as complete or covered under the relevant agenda items.
SUBSTANTIVE ITEMS	
5	<u>GOVERNANCE</u>
5.1	Governors discussed the paper submitted by the Clerk requesting temporary amendments to the Instrument & Articles during the current Covid-19 crisis.

<p>5.2</p> <p>5.3</p> <p>5.4</p>	<p>Governors requested that, in order to be as inclusive as possible, the text in the I&A and the Standing Orders change to: <i>“meeting” includes a meeting at which one or more members attending participate by means of telephone or video-conferencing facilities or similar communications equipment whereby all persons participating in the meeting can hear communicate with each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting...”</i></p> <p>Governors APPROVED the reduction for quoracy of existing members from 40% to 30% for the period of the crisis, subject to there being at least two governors present at any meeting and, subject to the required balances under Charity Commission regulations stipulating that independent governors must be in the majority.</p> <p>Governors APPROVED the emergency arrangements subject to the above changes at 5.2 and 5.3 ACTION: Clerk to make the required changes and circulate weekly updates of the special Chair and Vice Chair meetings to governors.</p>
<p>6</p> <p>6.1</p> <p>6.2</p> <p>6.3</p> <p>6.4</p> <p>6.5</p>	<p><u>PRINCIPAL AND CHIEF EXECUTIVE’S REPORT INCLUDING FE COMMISSIONER RECOMMENDATIONS</u> The P&CE outlined the items in his reporting highlighting:</p> <p>6.1 <u>FE Commissioner Report</u> The P&CE confirmed that the final draft report circulated to governors was the last updated report received by the College. The appendix in the P&CE report showed progress to date against the recommendations. Discussions had taken place with the FEC regarding the management changes and how progress against the recommendations would be monitored in the coming weeks. Governors AGREED that the College should also provide information to the FEC team around the potential financial impact of Covid-19 generally to support discussion with ministers on behalf of the sector. ACTION: Note to be circulated to all governors regarding financial information shared with the FEC – P&CE / VPF&PS</p> <p>6.2 <u>Impact on Teaching & Learning from Covid-19</u> Further to the briefings which had been emailed to governors, the P&CE updated the meeting regarding the move to online teaching and learning. The student governor provided an update for the Corporation, having spoken to a range of other students, about the arrangements, which were reported as broadly working well. An issue with the website crashing had been highlighted by students. ACTION: VPF&PS to discuss with IT although the issues were confirmed as likely to be caused by the number of people accessing technology which was a global problem in the circumstances rather than specific to the College.</p> <p>6.3 Governors asked about the priorities for next term in relation to students on different programmes (A Level’s, Higher Education and BTEC courses). The P&CE confirmed that the College was reacting quickly to make the changes as guidance was forthcoming but further guidance from the exam bodies was required before all arrangements could be confirmed. The P&CE also advised that, in addition to supporting teaching, college staff were continuing to monitor vulnerable students, including those with an EHCP.</p> <p>6.4 Item 6.4 is recorded as a confidential minute (<u>Commercial in confidence</u>) <u>Potential Financial Impacts of Covid-19</u></p> <p>6.5 Governors discussed the potential to furlough staff. The P&CE confirmed that options were being reviewed but that further clarification was awaited by the sector. Governors requested that, as wages are the most significant element of college expenditure the opportunities for furlough continue to be explored. ACTION: Updates regarding furlough and other potential mitigations to be provided to Chair and Vice Chairs – P&CE / VPF&PS</p>

<p>6.6</p>	<p>The P&CE outlined a number of updates to the report since drafting:</p> <ul style="list-style-type: none"> - The small management restructure had progressed but the consultation period had been slightly extended due to the current situation. - The Benchmarking exercise would continue as the suppliers had confirmed this was a desk-based exercise and the College could expect the report by the end of April.
<p>6.7</p>	<p>Governors welcomed the priorities identified by the P&CE for next term around leadership and management as well as the discussions with UWE around the South Bristol partnership.</p>
<p>7</p>	<p><u>INTEGRATED FINANCIAL MODEL (IFM), LATEST MANAGEMENT ACCOUNTS AND 24 MONTH CASH FLOW</u></p> <p>7.1 The VPF&PS outlined the report and confirmed that the IFM had been submitted by the deadline. The VPF&PS outlined the small, non-material changes which had been required prior to submission. Governors asked about the EBIDTA forecast, taking into account the pre-Covid 19 impacted figures, as this had moved substantially since the last Board meeting and there was a need for all governors to have sight of short term impacts as well as long term forecasts. ACTION: Governors to receive monthly management accounts via Moodle in line with the accounts being circulated to the SLT - VPF&PS / Clerk.</p> <p>7.2 Governors NOTED the inclusion of the 24 month cash flow as recommended by the FEC.</p> <p>7.3 Items 7.3- 7.7 are recorded in the confidential minutes until publication of the Annual Report and Accounts</p> <p>7.8 Governors APPROVED the sub-contracting changes in-year as outlined in the paper circulated ahead of the meeting to support item 7.7.4 above. ACTION: VPF&PS to implement and report back through Chair and Vice Chairs</p>
<p>8</p>	<p><u>COMMITTEE REPORTS</u> <u>CURRICULUM & QUALITY</u></p> <p>The Chair of C&Q outlined the report, highlighting the following:</p> <p>8.1 <u>Forecast achievement rate</u> The P&CE confirmed that the forecast achievement figures needed to be more refined in terms of risk factors. This item was further discussed under item 10.</p> <p>8.2 Governors welcomed the Apprenticeship figure reported in the National Achievement Rates for 2018/19 of 66.6%, 1.9% above the national average and above other large colleges in the area.</p> <p>8.3 <u>Student Voice</u> Governors welcomed the increased student voice activity highlighted in the report including feedback on non-curriculum activity. ACTION: Clerk to upload the minutes of the Meet the Governor session to the Corporation portal for all governors to view.</p> <p>8.4 <u>Ofsted Headline Task & Finish Groups</u> Governors APPROVED the Terms of Reference and membership of the internal Ofsted recommendations task and finish group to be chaired by governor, Steve Bennett. The P&CE welcomed the support provided by governors at this time in the College's journey. ACTION: Governor volunteers for the externally focused task and finish group to email interest to the Clerk.</p>

9	<u>BUSINESS SERVICES COMMITTEE</u>
9.1	The Chair of Business Services Committee outlined the report and highlighted a number of HR matters which the Committee had discussed including (1) a review into sickness absence which appeared to show a large amount of sickness in a small number of departments. (2) The employee survey taking place currently (3) The potential for a short gap following the departure of the existing DoHR&OD. The P&CE confirmed that interviews were taking place virtually to recruit to the DoHR&OD post.
PERFORMANCE REVIEW / MONITORING	
10	<u>ACCOUNTABILITY FRAMEWORK STRATEGIC RISKS AND KPIS</u> Governors NOTED the Accountability Framework and KPIS. ACTION: P&CE to update items in relation to the C&Q KPIS, review the number of KPIS and circulate to the Corporation through the C&Q Committee.
11	<u>SWAC ACCOUNTS</u> Governors APPROVED the SWAC Accounts which had been reviewed by the Business Services Committee.
12	<u>PARTNERS IN BRISTOL (PIB) PROGRESS UPDATE</u>
12.1	Governors asked how PiB is consolidated into the management accounts. The VPF&PS confirmed that PiB is currently identified in the same way as departments with income and expenditure listed. Governors welcomed this contribution and the speed with which PiB had been set up and quickly identified, and acted upon, opportunities. 12.1.1 is recorded as a confidential minute (commercial in confidence).
12a	<u>PIB GOVERNANCE</u>
12.2	Governors APPROVED the recommendations in the PiB Governance Paper. ACTION: Clerk to monitor actions through the PiB Board / CoBC Business Services Committee as required
REPORTS AND POLICIES	
13	<u>ANNUAL HEALTH, SAFETY & WELLBEING REPORT & POLICY</u>
13.1	Governors APPROVED the annual Health, Safety and Wellbeing Report and Policy which had been discussed in detail and was recommended for approval by the Business Services Committee.
13.2	Given the current circumstances, it was AGREED that electronic signatures would be added to the document for the Chair and the P&CE.
14	<u>ANNUAL EQUALITY REPORT</u>
14.1	Governors APPROVED the Annual Equality Report which had been discussed in detail and was recommended for approval by the Curriculum & Quality Committee.
15	<u>SUB-CONTRACTING POLICY 2021-21</u>
15.1	Governors APPROVED the annual updates to the Sub-Contracting Policy which had been discussed in detail and was recommended for approval by the Business Services Committee.
16	<u>FEES POLICY 2020-21</u>
16.1	Governors APPROVED the annual updates to the Fees Policy which had been discussed in detail and was recommended for approval by the Business Services Committee.

	The student governor, staff governor and observers left the meeting.
	ANY OTHER BUSINESS
17	<u>RECOMMENDATION FOR THREE NEW MEMBERS</u>
17.1	Governors APPROVED the recommendation for Stephen Boardman to join the Board as an additional governor. An outline of his background in the health sector, his significant board experience and his understanding of the curriculum through part time lecturing were highlighted. ACTION: Clerk to undertake appropriate due diligence and confirm appointment.
17.2	Governors APPROVED the recommendation for Jonny Elphinstone and Emma Richer to join the board as staff governors following a recommendation from the Search & Governance Committee. Governors welcomed the very positive response to the internal advertisement from staff and the high number of applicants. ACTION: Clerk to undertake appropriate due diligence and confirm appointment.
17.3	Governors APPROVED the recommendation from Search & Governance for the Co-opted Member, Vanessa Moon, to serve a second term on the Committee. The Chair noted the significant support which had been provided to the Committee during her first term in office. ACTION: Clerk to issue letter confirming second term.
18	<u>SPH APPRAISAL OBJECTIVES</u>
18.1	Governors NOTED the SPH appraisal objectives set for the P&CE by the Chair of the Corporation and circulated to the Board by email ahead of the meeting. The objectives were drafted to align with recommendations from the last Ofsted report and from the FEC report to focus on key priorities in a simple and transparent format. Governors acknowledged the potential impact of the current Covid-19 crisis on some of the targets and AGREED the need to monitor the feasibility of achieving all targets over the coming weeks.
19	<u>STAFF PAY AWARD</u>
19.1	Following discussion at Business Services Committee, taking into account the current financial profile and, given the likely economic impact of the Covid-19 crisis, it was AGREED that regrettably the College was not in a position to make a pay award beyond the contractual increases for those staff who were eligible to receive these.
20	The VPF&PS left the meeting. This item is recorded as a confidential minute (confidential to adhere to the Data Protection Act 2019 and GDPR). The meeting closed at 7.40pm

Joanne Ward
Clerk to the Corporation

Signed as a correct record on (Date)

..... (Chair)