

**MINUTES OF THE MEETING OF THE CORPORATION HELD ON
MONDAY 13 DECEMBER 2021, via VIDEO CONFERENCE
6:00pm-8.00pm**

Corporation Members	<p>Dan Amin Lis Anderson Tony Antonius Andrea Arlidge Alison Beckingham Steve Bennett Stephen Boardman Jason Budd Geoff Channon Richard Harris (Chief Executive & Acting Principal) Richard Gaunt Sandra Gordon Alice Gray Tony Green Marc Griffiths Keith Hutton Peter Rilett Shawn Smith Zoe Taylor</p>
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Also in Attendance	<p>Diane Dimond, Director of Finance and Funding Paul James, Vice Principal Curriculum & Quality Joanne Ward, Vice Principal Corporate Services & External Relations Liz Gorman, Acting Clerk to the Corporation</p>
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1	<u>APOLOGIES FOR ABSENCE</u>
1.1	Apologies had been received from Steve Bennett, Steve Boardman, Jason Budd and Alice Gray.
1.2	The Chair noted that Steve Benett was unavoidably absent due to current travel restrictions.
1.3	The Chair welcomed Marc Griffiths to his first meeting as a Member of the Corporation. Governors APPROVED his appointment to Business Services Committee.
2	<u>DECLARATION OF INTERESTS</u>
2.1	There were no declarations of interest in any items on the agenda.
3	<u>MINUTES</u>
a	<u>Minutes of the Meeting held on 21 October 2021</u> The minutes of the Meeting held on 21 October 2021 were confirmed as an accurate record and APPROVED.
4	<u>MATTERS ARISING FROM THE MINUTES</u>
a	Governors NOTED the Summary Report of Actions which were confirmed as complete or covered under the relevant agenda item.

POLICY AND STRATEGIC BUSINESS

5	<u>AUDIT</u>
a	<u>Annual Report of the Audit Committee</u>
5a.1	<p>The Chair of the Audit Committee presented the Report highlighting:</p> <ul style="list-style-type: none">• that CoBC was given the second highest internal audit assurance rating• a change of internal auditors from RSM to Bishop Fleming during 20-21• that the committee had operated effectively and discharged the responsibilities in its ToRs• framework adequate and effective• the requirement for the Corporation to receive the report ahead of the signing of the accounts <p>ACTION: governors requested that thanks be conveyed to co-opted members for their contribution and time commitment</p>
5a.2	Governors RECEIVED and NOTED the Annual Report of the Audit Committee 2020-21
b	<u>Financial Statements Audit Management Letter for the year ending 31 July 2021</u> <u>(KPMG "Audit Highlights Memorandum")</u>
5b.1	<p>KPMG confirmed that they had reported to the Audit Committee on 7 December 21. KPMG presented their findings:</p> <ul style="list-style-type: none">• that the audit committee was effective and challenged appropriately• in relation to significant audit risks (p5 of the Audit Management Letter)• a positive audit outcome
5b.2	KPMG reported that it had been a straightforward audit process and offered thanks to the finance team for their assistance.
5b.3	<p>Governors APPROVED the Financial Statements Audit Management Letter for the year ending 31 July 2021</p> <p>ACTION: Documents to be duly signed – CE&AP/Chair</p>
5b.4	Governors offered thanks to KPMG for their work on the external audit.
c	<u>Letter of Representation for the year ending 31 July 2021 - Financial Statements Audit and Regularity Audit</u>
5c.1	KPMG confirmed that the letter was standard with no specific representations.
5c.2	<p>Governors APPROVED the Letter of Representation for the year ending 31 July 2021</p> <p>ACTION: Letter to be duly signed - Chair</p>
d	<u>Members' Report and Financial Statements for the year ending 31 July 2021</u>
5d.1	<p>DFF highlighted that there had been some adjustments to the Members' Report and Financial Statements since they had been circulated to the board:</p> <ul style="list-style-type: none">• under Operating and Financial Review. These were not significant and sector EBITDA remained as reported previously at £3 041 000• to accounts for Davy House with impairment charged this financial year and surplus/release of capital grant anticipated in the next financial year
5d.2	Governors APPROVED the Members' Report and Financial Statements for the year ending 31 July 2021
e	<u>Regularity Self-Assessment Questionnaire & annexe in relation to Covid-19</u>
5e.1	Governors APPROVED the regulatory Self-Assessment Questionnaire and additional annex.

5e.2	KPMG left the meeting.
6	<p><u>CHIEF EXECUTIVE & ACTING PRINCIPAL REPORT</u></p> <p>6.1 CE&AP presented his report to the board. As per DFE guidance, the college would remain open until the end of term on 17 December 21 but colleagues would work from home where possible. There had been no increase in coronavirus cases to date.</p> <p>6.2 <u>FE Commissioner Report</u> - confidential This item is recorded as a confidential minute.</p> <p>6.3 <u>Stakeholder Engagement</u> Governors enquired whether third sector organisations and other local authorities, such as South Gloucestershire, had been consulted as part of the Strategic Plan work.</p> <p>6.3.1 CE&AP confirmed that South Gloucestershire Council had been consulted and that a further meeting was scheduled for the new year.</p> <p>6.3.2 CE&AP confirmed that the college engaged with third sector organisations, primarily through the City Partners Group and would be looking to forge beneficial community partnerships in future.</p> <p>6.4 In response to a question from governors regarding the Bristol Recovery College, CE&AP explained that an introduction had been made through Babbasa. Initial involvement would be delivery of functional skills, Maths and English and Digital at the charity's base, to support disadvantaged and marginalised members of the community with securing employment.</p> <p>6.5 Governors requested further detail on the Bristol School of Film. CE&AP stated that the college had good links with several creative and digital areas and that the aim was to set up something similar to the School of Food. Plimsoll Productions were partners. In response to a suggestion from governors that local film production companies be included in the collaboration, CE&AP noted the intention to form a consortium which would include such partners.</p> <p>6.6 <u>Institute of Technology</u> The college had been invited to re-join the IoT plus model, working with universities and other colleges. Significant funding was available through the programme should the board agree that the college enter the collaboration.</p>
7	<p><u>FE COMMISSIONER REPORT</u> - confidential</p> <p>7.1 This item is recorded as a confidential minute.</p> <p>7.2</p>
a	<p><u>C&Q PRIORITY AREAS FOR ACTION inc</u> - <u>Ofsted</u></p> <p>7a.1 VPC&Q updated governors on the recent Ofsted Monitoring visit. He gave details of the</p>

	<p>areas considered and of the findings, highlighting that the provisional report had rated four areas 'reasonable progress' and the fifth 'insufficient progress'. He stated that inspectors had been able to see the progress made but were looking for gradual and ongoing improvement over a longer period of time.</p>
7a.2	<p>VPC&Q thanked governors for meeting with the inspectors – Ofsted had found that governors had a good range of expertise, used information well and challenged effectively. He noted that there had been no concerns in relation to safeguarding and offered thanks to the Safeguarding Link Governor, Keith Hutton.</p>
7a.3	<p>VPC&Q gave further detail on Apprenticeships, the area rated as making 'insufficient progress', noting weaknesses in:</p> <ul style="list-style-type: none"> • on/off the job co-ordination • processes and accountabilities
7a.4	<p>He highlighted the fact that:</p> <ul style="list-style-type: none"> • overall achievement was in line with the national average in spite of a weak performance • the college worked with a very large number of employers
7a.5	<p>VPC&Q noted these weaknesses had already been identified prior to the Ofsted visit.</p>
7a.6	<p>Governors expressed disappointment that the Ofsted ratings were lower than anticipated and enquired how well placed the college would be to achieve 'good'.</p>
7a.7	<p>VPC&Q stated that sustainable progress was being made and that the issue had been a lack of incremental and systematic improvement since 2019 for inspectors to evidence. Apprenticeships would be the focus of the Task and Finish Group.</p>
7a.8	<p>Governors highlighted the importance of communicating the Ofsted outcome carefully, in order not to erode the support of colleagues.</p>
7a.9	<p>VPC&Q confirmed that this would be carefully handled. A meeting with the apprenticeship team had taken place already and mapping of improvements required had been carried out. VPC&Q would work with CE&AP and VPCS&ER on external engagement.</p>

PERFORMANCE REVIEW / MONITORING:

8	<p><u>CURRICULUM & QUALITY COMMITTEE REPORT inc</u> - <u>KPIs and T&F group update</u></p>
8.1	<p><u>Curriculum & Quality Committee Report</u> The Acting Chair of C&Q Committee provided an update from its recent meeting. Committee members:</p> <ul style="list-style-type: none"> • had considered and were dissatisfied with the provisional Ofsted outcome • had asked for clarity on actions that would be taken and had received some assurance • had discussed Quarterly Review Meetings and departmental RAG ratings which appeared extremely cautious • had noted that the Student Union was becoming more active and could be further supported.
8.2	<p>The Acting Chair highlighted the very useful contributions made by the Student Governor. The HE Board was scheduled to meet in January and to consider and finalise the HE Strategy.</p>

<p>8.3</p>	<p><u>Task and Finish Group</u> The Chair of T&F Group reported that:</p> <ul style="list-style-type: none"> • C&Q Committee had approved that Vocational Progression return to ‘business as usual’. It would now be monitored through the curriculum planning process • Work Experience was showing very positive progress. The dashboard would verify if this extended across the college’s provision • Apprenticeships had been disappointing. Weaknesses had already been identified prior to the Ofsted visit. • VPC&Q and the Chair of T&F Group would meet on 15 December to ensure that the right actions were in place and that these would be progressed collaboratively with all staff.
<p>8.4</p>	<p>The Chair welcomed the urgent priority that was now being given to the improvement of Apprenticeships.</p>
<p>9</p> <p>9.1</p> <p>9.2</p> <p>a</p> <p>9a.1</p> <p>9a.2</p> <p>9a.3</p> <p>9a.4</p> <p>9a.5</p> <p>b</p> <p>9b.1</p> <p>9b.2</p>	<p><u>STRATEGIC PLAN</u> VPCS&ER explained that the Plan had been presented to committees for approval. Bristol University were now included in the plan as stakeholders, this relationship would be complementary to the relationship with UWE.</p> <p>VPCS&ER sought approval for the design stage in January 22 and for the launch of the plan.</p> <p>Governors APPROVED the plan and its launch.</p> <p><u>Partnership Update</u> VPCS&ER presented the Partnership update, highlighting:</p> <ul style="list-style-type: none"> • Director of Business and Commercial Partnership’s re-focus on PiB work and the move towards large levy employers • the plan for an Employer and Skills Task and Finish Group reporting to the board • work with NEET young mums in partnership with Bristol City Council <p><u>One City</u> - Commercial in Confidence</p> <p><u>People Strategy</u> CE&AP presented the People Strategy which had been recommended for approval by Business Services Committee.</p> <p>The Chair enquired whether Staff Governors had any feedback on the strategy. A discussion ensued and the following points were made:</p> <ul style="list-style-type: none"> • good to see a focus on HR, a welcome initiative • specific, detailed data from the last staff survey and future ‘pulse’ surveys, together

	<p>with ongoing conversations will show whether the golden thread is filtering through effectively</p> <ul style="list-style-type: none"> • staff turnover is monitored but is not always linked to employment satisfaction. Turnover currently influenced by an employee driven labour market <p>Governors APPROVED the strategy.</p>
<p>10 10a.1</p>	<p><u>RISK REGISTER AND KPIS</u></p> <p>CE&AP presented the Risk Register and KPIS for approval. Elements had been considered and approved via committees as relevant.</p> <p>Governors queried the red rating and wording for cybersecurity.</p> <p>VPCS&ER explained that staff training, likely to be covered by insurance, needed to take place in order to reduce the risk.</p> <p>ACTION: Wording relating to Cybersecurity to be updated – VPCS&ER</p> <p>Governors APPROVED the Risk Register and KPIS.</p>
<p>11 11.1 11.2 11.3</p>	<p><u>CURRENT FINANCIAL POSITION</u> <u>Latest Monthly Management Accounts P3</u></p> <p>DFF outlined the current financial position, noting that:</p> <ul style="list-style-type: none"> • the latest monthly management accounts had been considered by both Business Services and Audit Committee • adjustments had been made to reflect the recent pay award and the National Insurance changes coming into effect from April 2022 • an overdraft facility to cover any potential cash shortfall between 1 February and 29 April 2022 was being brought to the board for approval (see separate agenda item) <p>The Chair highlighted the information on page 15 of the accounts, detailing key adjustments to income which resulted in a net position of a £600k reduction against original budget. The position would be monitored closely particularly in light of anticipated cash position later in the financial year.</p> <p>In response to an enquiry from governors, CE&AP confirmed that improving efficiencies should result in favourable variances. Potential pay and non-pay efficiencies had been identified and the majority should be deliverable.</p> <p>ACTION: An update on efficiencies that would be delivered to be presented to the next meeting – DFF/CE&AP</p>
<p>12 12.1</p>	<p><u>BUSINESS SERVICES COMMITTEE REPORT</u></p> <p>The Chair of Business Services presented an update to the board. At its recent meeting, the Committee had discussed and reviewed:</p> <ul style="list-style-type: none"> • the People Strategy • current financial position and efficiency savings • planned review of enrolment process • succession planning following the retirement of the Director of Estates and Infrastructure
<p>13 13.1</p>	<p><u>STUDENT GOVERNORS</u></p> <p>In the absence of the Student Governors, CE&AP shared their positive feedback on:</p> <ul style="list-style-type: none"> • the Unloc Conference that they had attended in mid-November • activities and developments within the Student Union and on conversations with other student unions in the city

13.2	CE&AP highlighted the aim to replicate positive actions taken around Executive/Staff communication with Executive/Student communication.
14	<u>EQUALITY & DIVERSITY 2020/21 ANNUAL REPORT</u>
14.1	<p>CE&AP presented the Equality & Diversity 2020/21 Report highlighting that:</p> <ul style="list-style-type: none"> • equality, diversity and inclusion (EDI) formed part of the Strategic Plan and was essential to both strategic and economic equality • VPCS&ER was the lead on EDI, engagement with Bristol City Council, Bristol Women’s Commission, Racial Equality Steering Group • the internal EDI Steering Group was scheduled to meet in January 22 • underrepresentation of black and brown communities and women in apprenticeships was disappointing but sector wide. Work had begun to address this in partnership with Vistry and Bristol Future Talent Partnership • CoBC’s staffing profile did not match the profile of the college’s students and work remained to be done in this area • partnership agreement with Babbasa to improve recruitment from underrepresented groups
14.2	<p>VPCS&ER highlighted the fact that data held on staff was of poor quality. Staff would be encouraged to identify and updated data would be shared.</p> <p>Governors noted the need for proactive encouragement to overcome the causes of non-declaration.</p>
14.3	<p>MG offered to share elements and learning from the Equity Programme.</p> <p>ACTION: MG/VPCS&ER to discuss.</p>
14.4	<p>Governors noted that class was a highly relevant and often unreported consideration in EDI data</p> <p>ACTION: Governors to explore, with partners, how to address this issue – Governors/VPCS&ER</p> <p>ACTION: Up to date measured EDI position and target position to be presented to governors – VPCS&ER</p>
14.5	Governors APPROVED the Equality & Diversity 2020/21 Annual Report
14.6	<p><u>Gender Pay Gap Report</u></p> <p>CE&AP presented the Report noting that:</p> <ul style="list-style-type: none"> • the gap had increased since 2019 which was not in line with the college’s stated aims • addressing the gap would be a clear focus during the academic year and was linked to the current Cultural Change Programme
15	<u>CORPORATION REVIEW OF OWN PERFORMANCE FOR 2020</u>
15.1	Governors APPROVED the Corporation review of own performance for 2020
GOVERNANCE	
16	<u>GOVERNOR LINK SCHEME AND LEARNING WALKS</u>
16.1	The board noted activity to date.
16.2	The Chair encouraged governors to undertake learning walks had they not already done so this academic year.

<p>17 a b c</p>	<p><u>ACCOUNTS AND AUDITS FOR COLLEGE SUBSIDIARY COMPANIES:</u> <u>SWAC</u> Governors APPROVED the accounts and audit for SWAC.</p> <p><u>PiB</u> Governors APPROVED the accounts and audit for PiB.</p> <p><u>BPS (formerly SBLN)</u> Governors APPROVED the accounts and audit for BPS.</p>
<p>POLICIES & REPORTS (recommended for approval by relevant committees)</p>	
<p>18 a b c</p>	<p><u>FINANCE STRATEGY</u> Governors APPROVED the strategy following recommendation from the Business Services Committee.</p> <p><u>ESTATES AND IT STRATEGY</u> Governors APPROVED the strategy following recommendation from the Business Services Committee.</p> <p><u>CURRICULUM STRATEGY</u> Governors APPROVED the strategy following recommendation from the Curriculum and Quality Committee.</p>
<p>ANY OTHER BUSINESS</p>	
<p>19 19.1 19.2</p>	<p><u>SUSTAINABILITY AND CLIMATE ACTION LINK GOVERNOR</u> Governors APPROVED the appointment of Shawn Smith as Sustainability and Climate Action Link Governor</p> <p>VPCS&ER provided a brief update on sustainability:</p> <ul style="list-style-type: none"> • the internal Sustainability and Climate Action Steering Group had held three productive meetings • the recent CPD day had focused on sustainability and had been well received by staff
<p>20 20.1</p>	<p><u>BANK MANDATE</u> - update to signatories Governors APPROVED the proposal that Diane Dimond be added as a signatory. ACTION: ADoF to update.</p>
<p>21 21.1 21.2</p>	<p><u>BARCLAYS OVERDRAFT</u> - 1 February 2022 – 30 April 2022</p> <p>Governors considered the proposed overdraft facility, noting the arrangement fee and interest payable.</p> <p>Governors APPROVED the overdraft facility. ACTION: Paperwork to be duly signed – CE&AP/Chair</p>
<p>22 22.1</p>	<p><u>BOARD PAPERS</u> Governors discussed the length of papers presented to the board meeting and the following points were made:</p> <ul style="list-style-type: none"> • challenging for some governors to consider papers longer than c300 pages

<p>22.2</p>	<ul style="list-style-type: none"> • papers presented to the December meeting are lengthier due to finance requirements <p>It was noted that steps have been taken previously to reduce length of board papers.</p> <p>ACTION: AC to consider any additional means to reduce length of board papers in future</p>
	<p><u>CLOSE</u> There being no further business the Chair thanked members for attending and closed the meeting at 7.53pm</p>

Liz Gorman
Acting Clerk to the Corporation

Signed as a correct record on (Date)

..... (Chair)