

**Minutes of the meeting of the Corporation held on Monday 26 June 2017  
from 5:00pm in W209, TCAT campus**

**Present**

Liz Bekker, Corporation member/Staff governor (not present for Confidential items)  
Rosie Beswick, Corporation member  
Roger Betteridge, Vice-Chair of the Corporation (from Item 5.3)  
Ian Clinton, Corporation member and Executive Director  
Graham Guest, Corporation member and Principal & Chief Executive  
Paul Hinkins, Chair of the Corporation  
Steve Hogan, Corporation member (via conference call for Confidential Items)  
David Lowe, Corporation member (via conference call for Confidential Items)  
Candace Miller, Corporation member  
Neil Phillips, Corporation member  
Duncan Varnes, Corporation member

**In attendance**

Michael Nicol, SFA representative  
Stephanie Morley, Clerk to the Corporation  
Peter Nangle, Interim Deputy Principal: Quality & Standards (not present from Item 12)  
Janet Stephens, Observer (not present for Confidential items)  
David Rose, Vice Principal – Finance & Resources (not present for Confidential Items)

**40/17 1. Welcome and apologies**

The Chair welcomed everyone to the meeting. Apologies had been received from J.Comery, D.Gough, L.Lamb and J.Welch.

*Clerk to  
record  
attendance*

**41/17 2. Declaration of members' interests**

None received.

**42/17 3. Minutes of the Special Corporation meeting held on 25 April 2017**

**3.1 General session – 25 April 2017 (A)**

The Corporation APPROVED the minutes of the meeting held on 25 April 2017 as a true record.

*Clerk to file*

**3.2 Matters arising**

Minute 35/17 – the revised Equality Objectives would be presented to the Safeguarding & Equality, Diversity & Inclusion Committee and then the Corporation for approval in July 2017.

Minute 39/17 – as recommended, an additional Corporation meeting had been scheduled for 24 July 2017.

**43/17 4. Confidential items**

The Corporation AGREED the following items should be considered in confidential session:

<b>Agenda item</b>	<b>Report title</b>	<b>Reason for confidentiality</b>
11	Ofsted inspection 06-09 June 2017	Instrument 17.2(d) material considered by the Corporation as confidential (embargoed)
12	Confidential minute of the Special meeting 25 April 2017	Instrument 17.2(d) material considered by the Corporation as confidential
13	Senior post holder recruitment	Instrument 17.2(a) material relating to persons employed at the College
14	NCT/TCAT merger	Instrument 17.2(d) material considered by the Corporation as confidential

## 44/17 5. Minutes of committee meetings held

### 5.1 Finance & Resources Committee (Bi-Biv)

In the Committee Chair's absence, his report was read out by Committee member N.Phillips. The report highlighted the following:

- The new format of the meetings had improved governors' understanding of how the college manages its resources and given greater ability to support and challenge
- The much improved availability and use of real-time data to take appropriate action
- The improved forecast financial position for this academic year
- The focus on savings and the implementation of the structuring and voluntary redundancy scheme
- The Committee's gratitude for the support provided by the interim management team over the last six months and to D.Rose who was leaving the college

### 5.2 Quality & Standards Committee (Bv – Bvi)

In the Committee Chair's absence, a brief report on the last meeting (21 June 2017) was given by the Clerk. The report highlighted the following:

- The Committee focused on data - in particular value-added data and comparison of performance across different characteristic groups (eg male/female, 16-18/19+ and ethnicity) – and how this data was used to take action and make improvements
- Discussion took place around applications for 2017/18, action being taken to turn these into enrolments and the internal progression activity with existing students
- Feedback from the Ofsted inspection was discussed and how the Post-Inspection Action Plan (PIAP) would be updated to reflect comments/judgements within the report
- Separate meetings would be held for Higher Education (HE)
- The Committee thanked the interim management team for their hard work and contribution over the last six months, most of whom would be leaving by the end of term

### 5.3 Audit Committee (Bvii – Bviii)

As the Chair of the last meeting, R.Beswick read out her report and highlighted the following:

- A considerable amount of action had been undertaken throughout the academic year to respond to audit recommendations
- The Committee was pleased to see the number of policies being updated but were keen to ensure updated versions were made available to staff, students and the public (as appropriate)
- Recent audits (Key Financial Controls, IT and Estates) had received 'Amber/Green' judgements and recommendations for improvement had been made
- A routine compliance visit from the HMRC had received a positive outcome

#### 5.4 Safeguarding and Equality, Diversity & Inclusion Committee (Bix – Bxii)

As Chair of the S&EDI Committee, R.Beswick read out her report and highlighted the following:

- Local representatives of the police and fire service had been co-opted onto the Committee
- The frequency of meetings had increased over the past four months to ensure momentum was not lost
- The Committee was helping to raise awareness of the importance of mandatory training and all aspects of safeguarding, including Prevent and British Values

Governors acknowledged safeguarding had been judged as effective at the college by Ofsted and thanked everyone involved for this achievement.

M.Nicol informed the Corporation the ESFA would be contacting all colleges with a mandatory questionnaire about fire safety in the wake of the Grenfell Tower fire.

#### 45/17 6. Principal's report (C)

The Principal referred to his report and highlighted the following:

- Negotiations were still underway with the Transaction Unit (TU) and Barclays around the support package and a merger date post-August 2017 was now expected. The Principal stressed the importance of the package being what was right for the college as further support could not be negotiated once approved. A reduction in expected applications at NCT would have an estimated impact of approximately £500,000 on income; this therefore needed to be factored into the support package
- Through the restructuring programme, the college was on track to achieve the target saving of £1.7m and letters had now been sent to approved voluntary redundancy applicants
- Recruitment to the remaining Senior Leadership Team posts would be taking place over the next few weeks and it was hoped the full team would be in place for the start of the academic year

## GOVERNORS' QUESTIONS/COMMENTS

Governors sought assurance the merger was not in danger due to the reduced income. G.Guest confirmed the merger was not under threat but stressed the importance of presenting an accurate support request to the TU.

Governors asked when the pay cost savings, identified through the restructuring programme, would be realised. G.Guest confirmed this was over an 18-month period.

Governors noted the talent across the student body within the college and were pleased to see this was acknowledged at the recent awards event.

### 46/17 7. Data dashboard and KPIs (Di – Dii)

P.Nangle presented the latest KPI report, which was discussed at every meeting of the Quality & Standards Committee. He highlighted the following:

- The predicted achievement for the Study Programme (Ref 1.14-1.16) was 81%, compared to 69% last year
- Retention (Ref 1.11 and 1.13) was currently 86.3% and 88.4% for Functional Skills English and maths respectively, compared to 67.2% and 63.9% in 2015/16

## GOVERNORS' QUESTIONS/COMMENTS

Governors discussed how these improved performance statistics could be communicated and the information parents require to advise their children on their FE/HE choices. P.Nangle confirmed case studies focused on career choices and destinations were being produced as part of an overall marketing package

### 47/17 8. Finance reports

#### 8.1 Financial Plan (Budget) 2017/18 (Ei)

D.Rose presented the proposed Financial Plan 2017/18 for approval, which had to be produced on the assumption the merger would not take place. He referred to the schedule at the end of the report, which showed the difference the merger would make to income and expenditure, and highlighted the forecasted deficit of £443,000.

The plan forecasted a £2.8m surplus but was based on the assumption of no financial support from the TU, no repayment of loans and additional AEB income.

Governors were referred to Page 2 of the report – risks (achieving the employability budget, apprenticeship income and HE income) and opportunities (finalising the permanent staffing structure and the RAF Cosford contract).

## GOVERNORS' QUESTIONS/COMMENTS

Governors highlighted the opportunity within the healthcare sector for high-level apprenticeships and the concern over quality of existing provision within the sector. The health sector had a rolling programme of apprenticeships; therefore there was year-round recruitment potential.

The Corporation formally APPROVED the proposed Financial Plan (Budget) 2017/18.

## 8.2 Barclay's Letter of Variation (Eii)

Following the decision at the last meeting of the Corporation, the revised Letter of Variation was presented for approval. The 3yr facility agreement between the college and Barclays was agreed in 2014 and was therefore due for repayment. D.Rose stated failure to sign the Letter of Variation would result in the college being outside its agreed overdraft limit as the loan would need immediate repayment.

D.Rose explained the Letter of Variation postponed the repayment until the merger support package had been approved. If the merger was delayed, a further Letter of Variation would be issued. The Letter of Variation had been discussed at length by the Finance & Resources Committee and was recommended for approval by the Corporation.

There were no questions from governors and the following was APPROVED:

*Clerk to  
action*

There was produced to the meeting a letter of variation (the Letter of Variation) from Barclays Bank PLC (the Bank) to the College setting out the amendments to a facility agreement dated 08 July 2014 pursuant to which the Bank has offered the College (as defined in the Letter of Variation), the Facility (as defined in the Letter of Variation).

### IT WAS RESOLVED

1. That the amendments set out in the Letter of Variation are in the interests of and for the benefit of the College and are most likely to promote the success of the College for the benefit of the members as a whole and that such terms and conditions of the Letter of Variation be and are approved and accepted
2. That P.Hinkins (Chair) and G.Guest (Principal) are authorised to sign the Letter of Variation on behalf of the College to indicate acceptance of the terms and conditions
3. That the Bank is authorised to act in all matters concerning the Facility as amended by the Letter of Variation upon instruction from the College, in its capacity as Borrower of the Facility, signed in accordance with the Bank's mandate for any of the accounts of the College held with the Bank current from time to time

## 48/17 9. Safeguarding

The Clerk explained, as per recommended practice, the Corporation would be informed of recent safeguarding incidents at every meeting. Governors were referred to the minutes of the last S&EDI Committee

meeting (Bxii) – in May 2017 there had been 21 cases overall, which included 5 CSE referrals and 6 safeguarding incidents.

Governors were pleased to receive this information and requested the number of individuals these cases/incidents referred to was also provided. It was noted the number of reported concerns demonstrated students' understanding of the importance of safeguarding and also the trust they place in staff members to take appropriate action.

*Clerk to request*

**49/17 10. Dates of remaining 2016/17 meetings**

Monday 24 July 2017 at 5:00pm – Special meeting

**CONFIDENTIAL SESSION**

At this point, L.Bekker, D.Rose, and J.Stephens left the meeting.

**50/17 11. Ofsted inspection (06-09 June 2017)**

Governors discussed the embargoed judgement from the recent Ofsted inspection and how the PIAP would be updated to reflect comments/judgements within the report. Governors thanked everyone involved – staff members, students, governors and stakeholders – and for the significant amount of work that had been undertaken between the monitoring visit in April 2017 and the inspection.

At this point, P.Nangle left the meeting.

**51/17 12. Confidential minute of the Special meeting held on 25 April 2017**

The Corporation APPROVED the Confidential minute of the meeting held on 25 April 2017 as a true record.

*Clerk to file*

**52/17 13. Senior post holder recruitment**

13.1 Deputy Principal – Curriculum & Quality

The Corporation was informed the successful candidate had withdrawn their application and would not be taking up the position. Governors AGREED to re-commence the process to recruit to the post and retain P.Nangle as Interim Deputy Principal.

*Clerk to re-commence recruitment*

13.2 Chief Operating Officer

The Corporation APPROVED the appointment of J.Stephens as the Chief Operations Officer.

*Clerk to action*

13.3 Director of Finance

The Corporation APPROVED the appointment of M.Hasell as the Director of Finance and for the removal of Senior Post Holder status for this position.

*Clerk to action*

**53/17 14. NCT/TCAT merger**

G.Guest presented the proposed Heads of Terms agreement, which

had been jointly drafted with NCT colleagues. He explained the document was a formalisation of commitment to merge – a specific recommendation of the FE Commissioner’s team following their last stock-take visit – and allowed TCAT and NCT to work together as one college prior to the official merger.

The Corporation APPROVED the proposed Heads of Terms agreement.

The Corporation APPROVED the authorisation of P.Hinkins to sign the agreement on behalf of the Corporation.

The Corporation APPROVED the use of ‘Telford College’ as the trading name of the two colleges from 01 July 2017.

**54/17 15. Any other business**

**15.1 Senior departures**

Governors acknowledged D.Rose’s contribution since joining the college at a challenging time and wished him well for the future. They also acknowledged the departure of I.Clinton (Interim Principal from December 2016 – April 2017) and thanked him for the significant and instrumental role he had played at TCAT during that time.

The meeting concluded at 7:05pm.