

Minutes - approved



Meeting	Corporation
Date	05 March 2018
Time	5:00pm
Venue	W.209, Haybridge Rd

Corporation members present	In attendance	Apologies
Rosie Beswick Gail Bleasby (Vice Chair) Kerry Boffey Anna Brennand Paul Hinkins (Chair) Mike Murphy (Staff governor) Neil Phillips Duncan Varnes Jim Welch (Staff governor)	Martyn Hasell, Director of Finance Katherine Kynaston, TWC Stephanie Morley, Clerk to the Corporation Michael Nicol, ESFA representative Liz Pellowe, Director of Quality & Professional Development Roger Powell, Interim Vice Principal Janet Stephens, Deputy Principal	Leyla Hamilton (Student governor) Steve Hogan Geoff Layer Graham Guest (Principal)

No.	Item	Action						
CORPORATION BUSINESS								
1.	Welcome, introductions and apologies							
	The Chair welcomed everyone to the meeting and welcomed R.Powell who had joined as the college's Interim Vice Principal – Curriculum & Quality. Apologies had been received from G.Guest, L.Hamilton, S.Hogan and G.Layer.	<i>Clerk to update register</i>						
2.	Declarations of Interest							
	The following interests were declared: <ul style="list-style-type: none"> - M.Murphy as the college's Estates Coordinator (to be a standing declaration for the duration of the King St relocation project) - P.Hinkins and D.Varnes during Item 18 as members of The Marches Local Enterprise Partnership (LEP) Board. 	<i>Clerk to update register</i>						
3.	Confidential matters							
	It was agreed at the beginning of the meeting there would be no items to be discussed under Confidential session; however as the discussion developed during the meeting it became apparent this was required for the following item/reasons: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Item</th> <th>Title</th> <th>Reason</th> </tr> </thead> <tbody> <tr> <td>11</td> <td>Senior post holder KPIs</td> <td>Instrument 17.2(a) – material relating to a named person(s) employed at or proposed to be employed at the college</td> </tr> </tbody> </table> At that item, Corporation members agreed the discussion should be confidential and staff members were asked to leave the meeting for the duration of that item.	Item	Title	Reason	11	Senior post holder KPIs	Instrument 17.2(a) – material relating to a named person(s) employed at or proposed to be employed at the college	<i>Clerk to update register</i>
Item	Title	Reason						
11	Senior post holder KPIs	Instrument 17.2(a) – material relating to a named person(s) employed at or proposed to be employed at the college						
4.	Minutes of last meeting (05 February 2018)							
	Governors noted the following correction required (Item 8.2 - <i>It was noted the focus</i>	<i>Clerk to amend</i>						

	<p><i>needed to be on those students currently at risk of <u>not</u> attending).</i></p> <p>The Corporation APPROVED, with the above correction, the minutes from the meeting held on 05 February 2018 as a true record.</p> <p><u>Matters arising</u></p> <p>GDPR – M.Murphy reported on the changes to the shredding of confidential waste being made to the Haybridge campus to ensure compliance with the changing regulations.</p> <p>Covenant review – J.Stephens reported the official letter from Barclays waiving the first year of the covenant had been received.</p> <p>Certificates of Title – J.Stephens confirmed the process had been completed and all the legal documentation had been prepared and signed. The third draw-down of the first funding instalment from the Transaction Unit (TU) would be received by the end of the month.</p> <p>Tribal benchmarking – J.Stephens reported information to populate the system was now being collated from the college’s departments. Reports should be ready to present from April 2018, with the draft report being presented to Finance Focus Group prior to consideration by the Corporation.</p> <p>All other matters arising were covered by the agenda and all actions were reported complete.</p>	<p><i>Clerk to file</i></p>
<p>5.</p>	<p>Corporation committee/group updates</p>	
<p>5.1</p>	<p><u>Finance Focus Group (15 February 2018)</u></p> <p>G.Bleasby presented the report from the meeting on behalf of the Finance Focus Group (FFG). She explained the FFG members had agreed to rotate the chairing of the meetings and reporting to Corporation. She explained additional support would be provided by a Transition Director, as per the requirements of the TU funding, and they would be attending FFG meetings from April onwards.</p> <p>The FFG had received an update on the sale of the Whitehouse Hotel, West Stand and King St campus. The sale of the campus was progressing well and a Project Manager was now in place to oversee the relocation of the Sixth Form onto the Haybridge campus.</p> <p>The management accounts were discussed in detail and the FFG had heard about the concerns around the Adult Education Budget (AEB). The partnership proposal, to be considered by the Corporation during Item 7, was discussed as a way to respond to the college’s challenge with meeting the AEB income target.</p> <p>The FFG had also discussed the need for the appropriate level of detail of financial information presented to FFG and the Corporation members.</p> <p>G.Bleasby reported it had been a positive meeting with the right level of scrutiny and felt reassured by the answers provided by managers. N.Phillips supported this and was grateful for the accounts being prepared earlier due to half-term. Managers had responded to the challenge and were implementing the improvements being suggested by governors.</p> <p>The Chair thanked G.Bleasby for her report and reminded the Corporation of their responsibility to oversee the financial management of the college, whereas the role of</p>	

5.2	<p>the FFG was to look at the detail and refer issues, comments and concerns to the Corporation.</p> <p><u>Finance Focus Group terms of reference</u></p> <p>The Corporation APPROVED the DRAFT terms of reference for the Finance Focus Group.</p>	
FINANCIAL HEALTH		
6.	Management accounts (to January 2018)	
	<p>M.Hasell presented the college’s management accounts for the period ending 31 January 2018, which were the first set of combined accounts for the merged college.</p> <p>M.Hasell reported the income was £1.5m adverse to budget. Pay and non-pay savings had been made and this had resulted in the overall figure being £596k adverse to plan. The key risk was the AEB, which had been flagged as red, and the remaining risks had been rated as amber.</p> <p>With regards to the AEB, a re-forecasting exercise had been undertaken to drill down on the budget. Savings had been identified, as well as different ways for the provision to be delivered but a gap still remained. Further savings that won’t adversely impact on students would be explored. One of the strategies to counteract the income reduction would be discussed during the following item.</p> <p>M.Hasell referred to the Income & Expenditure report on Page 24 and highlighted how notes had been added to provide additional information about variances. He also referred to the Balance Sheet on Page 26 and noted more information will be provided in future to give the most transparent picture possible to governors.</p> <p>CORPORATION QUESTIONS/COMMENTS</p> <p>Governors reminded managers about the valuation of the King St campus appearing on the balance sheet being different from the actual figure. J.Stephens explained the balance sheet figure was that within the CFADs model and would be amended once the sale was finalised and the agent had provided a formal letter explaining the difference in valuation. K.Kynaston reported the local authority’s consultation on the proposed use of the site would end soon and Cabinet approval had already been gained (dependant on the consultation response).</p> <p>Governors enquired about the room hire listed in the college’s expenditure. It was explained this related to the delivery of AEB provision, which was delivered in locations in different parts of the country where the college had no premises.</p>	
7.	Adult Education Budget – Partnership proposal	
	<p>J.Stephens referred governors to the proposal within their meeting papers. She explained due to the challenges in delivering the planned AEB income so far this year, there had been a need to consider a strategy for recovering the loss and achieving the planned income for the rest of the year. Discussions had taken place with a third party – Aztak – about entering into a possible partnership for AEB delivery. The Corporation was informed G.Guest had experience of working with the company and it was explained Aztak was able to deliver functional skills courses in communities with high demand the college currently could not access.</p> <p>J.Stephens emphasised this would be a partnership and hopefully a long-term</p>	

<p>relationship, rather than a quick fix to the current problem. It was confirmed the premises would be visited by the college and quality checks would be undertaken. Aztak staff members would be seconded to the college and the income ratio would be 60:40, with 40% going to the college.</p> <p>J.Stephens explained the college wanted to offer Aztak a contract with a £1m value and highlighted this came with risk. However, the college was currently significantly under-achieving the AEB budget target. In order to offer a contract at that level, there would be a need to increase the college's AEB income target. This would mean re-basing the budget at a higher level and this would not be supported by the ESFA unless the growth could be demonstrated. It was reported a monthly update on contract delivery would be provided to the Finance Focus Group.</p> <p>CORPORATION QUESTIONS/COMMENTS</p> <p>Governors asked how the revised numbers had been calculated as it was a big increase, especially based on current performance. It was explained the revised figures had been developed through discussion with Aztak and was based on their knowledge and experience of the community/market.</p> <p>Governors enquired whether any other potential partners had been approached. J.Stephens confirmed no other party had been approached at this stage due to the time constraints, but there was confidence in working with Aztak due to previous experience. Governors stated the partnership contract value was considerable and they needed reassurance the targets would be met. J.Stephens offered to share the partnership agreement/contract with governors for reassurance.</p> <p>Governors asked about alternative plans of action for the college. J.Stephens explained without taking this action the college would seriously under-deliver its AEB income target, which would have a negative effect on both this year and the following year. The AEB team, on its own, could not deliver the current income target. This was a challenge facing many colleges – M.Nicol confirmed a national policy change had made it more difficult to deliver their income targets. He explained the ESFA had considered the partnership proposal carefully - there were some concerns and it was critical for the FFG to monitor its delivery every month. The time pressures were significant; therefore it was suggested another contingency arrangement be identified in case of under-delivery.</p> <p>Governors asked to be provided with information about G.Guest's previous experience of working with Aztak.</p> <p>Governors asked for confirmation of the contract being drawn up having exit clauses/penalties for under-delivery. J.Stephens confirmed this had been included and that the contract would only be paid on delivery and in instalments.</p> <p>Governors questioned the size of the company and sought reassurance regarding their ability to deliver a contract of this value. Governors asked for more information to be sought about the company, such as turnover, due diligence and examples of work with other colleges.</p> <p>Governors asked for clarity around what was being asked of the Corporation. J.Stephens requested the Corporation gave its approval in principle and for the college to progress with the partnership.</p> <p>Governors were reassured by the contract only being paid on delivery and on a monthly basis, meaning failure to achieve the target income would result in loss of opportunity rather than a financial loss. Governors stressed the importance of there being time to</p>	<p><i>Clerk to add to FFG agenda as standing item</i></p> <p><i>J.Stephens to action</i></p> <p><i>J.Stephens to action</i></p> <p><i>J.Stephens to action</i></p>
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	<p>check what had been delivered between the receipt of invoice and payment of the invoice.</p> <p>Governors noted there were on-costs associated with seconding staff members over to the college and asked how many members of staff would be seconded. J.Stephens was unsure of the exact number but would report back. It was noted both college and Aztak staff would undergo joint training – college staff would therefore benefit from this and would also use this as an opportunity to monitor quality.</p> <p>It was noted the profile within the proposal showed the delivery beginning in March 2018; therefore there was urgency for the contract to begin if the targets were to be achieved. Governors requested the contract be written to operate on a rolling basis and be reviewed every month by the FFG.</p> <p>The Corporation accepted the risks to both approving and not approving this proposal. On this basis, the Corporation RESOLVED:</p> <ul style="list-style-type: none"> - the college would proceed with the partnership based on the feedback provided by the Corporation - the college would proceed on a rolling monthly basis, with payment on proof of delivery, in order to minimise risk - the delivery of the contract would be monitored by the Finance Focus Group on a monthly basis - an additional contingency plan should be explored 	<p><i>J.Stephens to action</i></p> <p><i>J.Stephens to action</i></p>
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LEADERSHIP & GOVERNANCE

8. College management report

	<p>J.Stephens presented the Management Report to the Corporation and highlighted the following:</p> <p><u>Curriculum planning and the value of withdrawals</u></p> <p>The following figures were reported, showing the impact of student withdrawals on income and the significant improvement made in 2017/18 – a reduction of almost 60% on the previous year:</p> <table border="1" data-bbox="475 1458 1062 1644"> <thead> <tr> <th>Year</th> <th>Total value of withdrawals</th> </tr> </thead> <tbody> <tr> <td>2016/17</td> <td>£4.196m</td> </tr> <tr> <td>2017/18</td> <td>£1.740m</td> </tr> <tr> <td>Difference</td> <td>£2.456m/58.51%</td> </tr> </tbody> </table> <p><u>Ofsted support and challenge visit</u></p> <p>J.Stephens reported the visit on 06 February 2018 had been positive and had resulted in recommendations for further improvement, which had been built into the improvement plans.</p>	Year	Total value of withdrawals	2016/17	£4.196m	2017/18	£1.740m	Difference	£2.456m/58.51%	
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2016/17	£4.196m									
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Difference	£2.456m/58.51%									

9. Telford College performance report

	<p>J.Stephens reported the final report was still in development – this was due to ensuring the data was correct and reducing duplication of reporting. She reminded governors that performance data was being provided through the narrative reports and the performance report in development would bring all this information into one single</p>	
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	document.	
10.	Link governor updates	
	<p>The Clerk referred governors to her email connecting them with the appropriate SLT(s) member for their link area and reminded them they should arrange the initial link meeting if they had not already done so. The following governors updated the Corporation on their recent link visits:</p> <p><u>Sport, Public Services, Travel & Tourism, Beauty & Health and Early Years & Childcare</u> A.Brennand reported she had met with the team that day. The team had been very focused on their KPIs and student attendance was currently their main challenge. She had agreed to look at how she could help find placements for students.</p> <p><u>Students, Marketing & Admissions (including Safeguarding)</u> R.Beswick reported she was meeting regularly with C.Wain. As the Governor DSL she had been involved in the safeguarding audit recently completed for the local authority. Discussions were taking place around how CPOMS could be used more effectively as the college's system for reporting safeguarding concerns and she would also be undertaking spot checks on the college's DBS processes. She also noted the recent removal of the college's counselling service had resulted in better signposting to support services for students.</p> <p><u>Finance</u> N.Phillips reported he was now meeting with M.Hasell on a monthly basis, arranged to coincide with the Finance Focus Group schedule. The meetings had been helpful, particularly for going into the detail of the accounts as part of the preparation for the FFG meetings.</p> <p><u>Employer engagement and apprenticeships</u> P.Hinkins reported he had been involved in a number of events/meetings bringing businesses into the college, including the Telford Business Board. A meeting with the Director and the team had been scheduled for 14 March 2018.</p> <p>GOVERNOR QUESTIONS/COMMENTS</p> <p>M.Murphy reported he had spoken with King St students, whose views mirror that of the staff members on the campus – they were keen to know where they would be going to from September. R.Powell informed the Corporation a student focus group was being held later that week at King St and this would be addressed during that meeting.</p> <p>It was agreed a future meeting of the Corporation would be held at the King St campus and for a 'meet the governors' drop in session for staff members to be held beforehand.</p>	<i>Clerk to action</i>
11.	Senior post holder KPIs - **CONFIDENTIAL ITEM**	
	<p>The Clerk referred the Corporation to the draft KPIs within the meeting papers, which had been amended to reflect the discussion at the previous meeting. Governors wished to discuss the documents in detail; therefore it was agreed this item would be discussed in Confidential session and all college staff members were asked to leave the meeting.</p> <p>Following their discussion about the KPIs for the ELT members, the Corporation AGREED for a number of additions/amendments to be made and for the final draft to be circulated electronically for approval.</p> <p>Staff members were invited back into the meeting.</p>	<i>Clerk to action</i>

STUDENT EXPERIENCE	
12.	Student governor report
	Due to the student governors not being present at the meeting, this item was deferred.
13.	Attendance and retention
	<p>L.Pellowe referred the Corporation to her report. Since the production of the report the third round of quality support meetings (QSMs) had been completed, where she, G.Guest and R.Powell met with Learner Managers to discuss each of the courses, specifically those at risk. Attendance and punctuality were a key focus of the meetings.</p> <p>L.Pellowe explained a shift had been required regarding clarifying individuals' roles and responsibilities for ensuring student attendance and work has been undertaken this. In addition, a more robust look at students at risk of falling behind had been implemented. Reporting had identified issues of timetabling which had impacted on attendance, particularly for adult courses. A further area of focus had been identified – students missing 3 or more weeks and also checking registers were correct as there had been instances of students completing but still being on registers. There would also be incentives and celebration for good attendance, particularly for those courses where the necessary improvement had not yet been seen.</p> <p>R.Powell informed the Corporation a presentation had been made to SLT about the introduction of attendance league tables for Curriculum areas and students. It had also been proposed students appearing at the top of the tables would be offered interviews with employers first.</p> <p>Governors were interested with the league table proposal and how it could be a positive tool for celebrating improvement and helping to improve attendance; however they were conscious of the challenges associated with league tables involving staff and students. R.Powell informed governors he had implemented a similar process at another college but would take on board governors' comments and build them into the finalised process.</p> <p>L.Pellowe reported students identified as being at risk through the QSM process were being followed up through 1-1 meetings. This was also helping to highlight course issues that would be used to inform staff CPD. She also mentioned a shift was required towards thinking about students at risk of achieving potential.</p> <p>GOVERNOR QUESTIONS/COMMENTS</p> <p>Governors asked if there was significance to focusing on students not attending for three weeks or more. It was explained this was to account for a typical period of illness and recuperation – a return to college would be expected after two weeks.</p> <p>Governors noted Sport appeared in both the low/declining attendance (Sport) and 90%+ attendance (Creative, IT & Sport). L.Pellowe explained this was down to there being two different types of Sports provision – Sport was delivered at the Haybridge campus and Creative, IT & Sport at the King St campus.</p> <p>Governors asked whether there had been any instances of missing register marks affecting attendance figures. L.Pellowe confirmed there had been and they had been due to staff not achieving the deadline rather than MIS issues. This was now happening much less frequently and the college was moving towards a zero tolerance approach.</p>

*R.Powell to
action*

14.	Quality Improvement Plan (QIP) - summary	
	<p>L.Pellowe referred governors to her report. It was explained governors would be presented with the full QIPs the following month but for this meeting had been presented with an overview of the strengths and areas for development across both campuses. The two campuses currently had separate QIPs but would be integrated in future. The feedback received from the recent support and challenge visit had been incorporated.</p> <p>Governors asked how these plans would be monitored and reported through the Corporation. It was explained the QIP would be regularly updated with progress against each of the actions and this would be reported to the Corporation.</p> <p>Governors were keen for completion dates to be included within the QIP. L.Pellowe reported this was already done and also included RAG-ratings and direction of travel.</p> <p>There were no further questions and the Chair thanked L.Pellowe for her informative reports.</p>	
15.	Kickstart update	
	<p>The Chair referred governors to the overview report. He informed the Corporation the Kickstart members (Corporation representatives) had met prior to this meeting and had agreed R.Beswick and N.Phillips would be the two trustees and S.Hogan would be the independent member. Also, R.Beswick had agreed to put herself forward as Chair of the Kickstart Board and N.Phillips as Chair of the Finance & Audit Committee – this was subject to approval by the Kickstart Board on 20 March 2018.</p>	
16.	Exception reports	
	<p>Governors were made aware of a safeguarding issue that was being dealt with by management. P.Hinkins, as Chair, and R.Beswick, as Governor Designated Safeguarding Lead (DSL), had been informed.</p> <p>There was nothing further to report.</p>	
PHYSICAL RESOURCES		
17.	King St relocation project	
	<p>J.Stephens presented the report, which had been produced by Alan Lewis, the Project Manager for the relocation project. Since joining the college several weeks ago, he had spent time getting to know the campuses, the staff members and the requirements of the project.</p> <p>It was noted the report within the meeting papers had lost its headings (including the date) during the PDF conversion process; therefore an unaltered version of the report was circulated.</p> <p>J.Stephens stressed the importance of the finalisation of the Curriculum Plan, as no firm plans for accommodating the Sixth Form could be made until the college's future curriculum offer was agreed. Following that, feedback on proposals would be sought from staff and students. There had been no budget spend to date but going forward this would be reported to the Finance Focus Group.</p>	

	<p>The following key risks had been rated as amber:</p> <ul style="list-style-type: none"> - Timescale for completion (consideration to be given to prioritising and phasing delivery to ensure critical elements are in place for September) - Timetabling requirements not yet available <p>J.Stephens referred governors to the request within the report for approval from the Corporation to apply Finance Rule 12.4 – <i>Except in the cases of specialist studies where alternatives are not available (or in emergency situations) at least three suppliers are required to tender.</i> This was for the engagement of architecture and technical project management services.</p> <p>The Corporation APPROVED the request for the application of Finance Rule 12.4.</p> <p>Governors asked whether a more detailed plan was in development and what would be done to ensure the risks were no longer amber. J.Stephens confirmed there was a more detailed plan and explained the continuous dialogue between the project manager, Estates Team and the SLT would be critical for moving away from amber risks.</p> <p>Governors were grateful for the report and looked forward to receiving further reports from A.Lewis as the project developed.</p>	
18.	Update	
18.1	<p><u>Open HR System</u></p> <p>J.Stephens updated the Corporation on the self-service HR system. She advised it had been purchased in April 2017, after being built to an agreed specification with the previous management, but had subsequently been found to be impractical to use. The different options available had been considered and after meeting with the company who had designed the system it had been decided to transfer to another system offered by that company. This would be a more cost effective solution than sourcing a new system from elsewhere. The total cost to the college would be £21k, including the £6k licensing fee already being paid with the existing system. It was anticipated the college would have a fully functioning HR system in place soon after the Easter break.</p> <p>Governors asked for confirmation the system would cover both sites. J.Stephens confirmed it would and agreed to check the amount quoted included the transfer of the data from the system at King St.</p>	<i>J.Stephens to action</i>
18.2	<p><u>LEP Skills Capital Funding</u></p> <p>P.Hinkins and D.Varnes declared their interest in this item as members of the Marches LEP Board.</p> <p>J.Stephens reminded the Corporation that, over the summer as part of the funding package request to the TU, they had approved the college’s Skills Capital Programme which was a project for the purchase of augmented reality equipment and the development of software. The agreed project was to be funded 76% by the Marches LEP and 24% by the college (approximately £223k).</p> <p>Following a more in-depth analysis of the equipment and software required to establish augmented reality as a teaching tool across the college, the challenge with not owning the rights to the software had been identified – bespoke packages were required, rather than off-the-shelf software, fully developed and owned by the college.</p>	

	<p>This had resulted in the need to re-write the project scope and a different funding package request from the LEP. An updated funding agreement with the LEP was therefore produced and signed on 01 March 2018 - £694,513 of capital funding to be spent by 31 March 2018 with the following split - £527,830 funded by the LEP and £166,683 funded by the college.</p> <p>In order to ensure this deadline was met, the IT Team would be placing purchase orders imminently (three quotes had been obtained). Finance Team members had been 'seconded' to support the project and weekly claims to be LEP would be made as expenditure was defrayed.</p> <p>J.Stephens explained this change to a capital-only project with the LEP gave the college time to consider the software needed by the college, rather than spending under time constraints.</p> <p>M.Nicol asked whether the revised cost had been declared through the CFADs return. It was confirmed this would be done through the next quarterly return.</p> <p>The Corporation ACKNOWLEDGED the rationale for the change to the project scope and APPROVED the change to a capital-only project.</p>	
FINAL BUSINESS		
19.	Reflection/self-assessment	
	<p>Governors discussed the need to have information and reports in advance of the meeting, especially for matters where decisions are being made by the Corporation. On this occasion, a number of urgent decisions had been required and the lack advance information had meant the discussion had been lengthier than it might have needed to be. In relation to the LEP funding decision, J.Stephens agreed to circulate the report read out to governors during that item.</p> <p>It was agreed reports/information provided in advance were critical for enabling governors to make informed decisions at the meetings. To assist with this, it was suggested governors email officers with any questions they may have in advance in order to formulate thoughts and focus discussion at the meetings.</p>	<p><i>J.Stephens to action</i></p> <p><i>Governors to action where appropriate</i></p>
20.	Any other business	
20.1	<p><u>Curriculum Plan</u></p> <p>In order to finalise the Curriculum Plan by the required deadline, a Special meeting of the Corporation has been set for <u>Monday 26 March 2018, 5:00pm</u>. The meeting will have a single item agenda.</p> <p>There was no further business.</p>	
	<p>Time meeting ended: 7:30pm</p>	