

Minutes - APPROVED



Meeting	Corporation
Date	14 July 2020
Time	5:00pm
Venue	Virtual – via Microsoft Teams

Governor	Present	Apols	Items														
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Rosie Beswick			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Louise Biffin			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Paul Birch			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Dan Blasczyk (Staff)									✓	✓	✓	✓	✓	✓	✓	✓	
Gail Bleasby, Vice Chair			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Corin Crane								✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Wendy Farrington-Chadd			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Graham Guest, Principal			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Paul Hinkins, Chair			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ben Johnson (Student)		✓															
Geoff Layer			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Charlie Leivers (Student)				✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Ruth Matthews			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Chris Pallett			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Gavin Real (Staff)			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Attendees																	
Laura Arscott								✓	✓	✓							
Simon Badley												✓					
David Candlin												✓	✓				
Stephanie Morley			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Janet Stephens			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Peter Stone												✓					

No.	Item	Action
CORPORATION BUSINESS		
1.	Welcome and apologies	
	<p>The Chair welcomed everyone to the meeting, which was held via Microsoft Teams. He asked Corporation members to ensure they were in private surroundings, confirmed everyone could hear/contribute to the meeting and reminded all of the importance of confidentiality from everyone attending the meeting.</p> <p>Apologies had been received from B.Johnson.</p>	<i>Clerk to update register</i>
2.	Procedural matters	
2.1	<p><u>Declarations of interest</u> The Clerk reported no declarations had been received in advance and the following standing declarations were noted:</p> <ul style="list-style-type: none"> - P.Hinkins, as Managing Director of Business Watch Guarding and Deputy Chair of the Marches Local Enterprise Partnership 	<i>Clerk to update register</i>

2.2	<p>- G.Layer, as the Vice Chancellor of the University of Wolverhampton and its association with MCMT</p> <p>No further declarations were received.</p> <p><u>Confidential matters</u> It was agreed there was a need to hold the following items in Confidential session:</p> <table border="1" data-bbox="204 421 1241 676"> <thead> <tr> <th>Item/report</th> <th>Reason</th> </tr> </thead> <tbody> <tr> <td>4 – The college and COVID-19</td> <td>17.2(d) – any matter, by reason of its nature, should be dealt with on a confidential basis (general and commercial sensitivity)</td> </tr> <tr> <td>15 – Minutes of the Confidential session and matters arising</td> <td>17.2(d) – any matter, by reason of its nature, should be dealt with on a confidential basis (commercial sensitivity)</td> </tr> </tbody> </table>	Item/report	Reason	4 – The college and COVID-19	17.2(d) – any matter, by reason of its nature, should be dealt with on a confidential basis (general and commercial sensitivity)	15 – Minutes of the Confidential session and matters arising	17.2(d) – any matter, by reason of its nature, should be dealt with on a confidential basis (commercial sensitivity)	Clerk to update register
Item/report	Reason							
4 – The college and COVID-19	17.2(d) – any matter, by reason of its nature, should be dealt with on a confidential basis (general and commercial sensitivity)							
15 – Minutes of the Confidential session and matters arising	17.2(d) – any matter, by reason of its nature, should be dealt with on a confidential basis (commercial sensitivity)							
3. Minutes of the last meeting and matters arising								
3.1 3.2	<p><u>Minutes of last meeting</u> The minutes of the meeting held 08 June 2020 were APPROVED as a true record.</p> <p><u>Matters arising</u> The Clerk referred to the Matters Arising report and gave the following updates:</p> <p>Dec19-06: AUP forms had now been received from all governors – college log-ins and passwords would be created, allowing governors to undertake the college GDPR training.</p> <p>Feb20-07: all governors had now completed the Safeguarding and Prevent online training.</p>	Clerk to update register						
CONFIDENTIAL ITEM – ALL PRESENT (A separate minute of the Confidential items was taken)								
4. The college during the COVID-19 crisis								
	J.Stephens presented the item and referred the Corporation to the report, which included an updated position of the FE Provider’s Checklist and a focus on learning, teaching and assessment during lockdown.							
FINANCIAL HEALTH								
5. Management accounts to 31 May 2020								
	<p>L.Arscott presented the item and referred the Corporation to the management accounts for the period ending 31 May 2020. She reported a YTD position of an operating surplus £369k favourable to budget.</p> <p>L.Arscott highlighted the following:</p> <p><u>Key risks:</u></p> <p>Forecast outturn (Amber): the outturn had been reforecast to a YE surplus of £515k. This had reduced since the last report due to the inclusion of restructuring costs.</p> <p>Apprenticeship income (Red): data at the end of the reporting period showed expected income of £2.446m, with recruitment of 14 new apprentices throughout the month despite lockdown. The number of furloughed apprentices had reduced from 96 to 81, with only one of those leading to redundancy.</p>							

	<p>AEB income (Green): delivery continued remotely where possible and a new delivery model for 2020/21 was planned. As it had been confirmed the college would not be subject to reconciliation/clawback, the income target would be met.</p> <p>HE income (Red): YTD income continued to be adverse to budget, with no change to the expected year-end shortfall.</p> <p>Pay costs (Green): costs were £410k favourable to budget. After delaying the agreed 2019/20 pay award to protect the cash flow during the lockdown, this would now be paid in August 2020. In light of the impact of COVID/lockdown on 2020/21, a small restructure had been identified (currently under consultation), the related costs for which were included in the 2019/20 outturn.</p> <p>Cash (Amber): COVID/lockdown had reduced this year’s apprenticeship forecast income by approximately £500k, with reduced recruitment having a knock-on effect until 2025.</p> <p>Whitehouse Hotel (Green): the college’s subsidiary companies associated with the hotel were in the process of being closed. A more detailed update on the sale would be provided during Item 15.</p> <p>Bank loan (Green): the college had agreed in principle to the extend the maturity date on the short-term loan, in line with the long-term loan, with a view to amalgamating the two loans and refinancing in 2022.</p> <p>Covenants (Amber): the college had agreed in principle to an amendment to the loan calculation and target leverage position, in response to the impact of COVID/lockdown on the college’s financial position.</p> <p>CORPORATION QUESTIONS/COMMENTS</p> <p>The Corporation was pleased to hear a decision had been made around when the pay award would be paid to staff after placing it on hold at the beginning of lockdown to protect the cash flow.</p> <p>The Corporation asked about the impact of removing capital grants from the accounts on the operating income/expenditure and if the college was breaking even if this was not included. L.Arscott explained, for the purpose of calculating the EBITDA, capital income and depreciation/interest were removed and were therefore not included in the calculation of these ratios. The end position of £515k surplus was therefore accurate.</p> <p>The Corporation confirmed all other questions had been answered during the discussion.</p>	
6.	<p>Telford College 2020/21 budget/2020-22 Financial Plan</p>	
	<p>L.Arscott presented the item and referred the Corporation to the draft financial plan. She explained the 2yr budget had been developed following the curriculum planning process. She reported a financial grade forecast of ‘Good’ for the next three years, but with a reduced margin than originally anticipated due to COVID/lockdown. The plan reflected a realistic position given the uncertainty around COVID-19 and Brexit.</p> <p>L.Arscott highlighted the assumptions used in the development of the financial plan:</p> <ul style="list-style-type: none"> - 16-19 ESFA funding based on the 2020/21 allocation statement - AEB funding based on the allocation statement for non-devolved funding and devolved funding based on the 2019/20 allocation 	

	<ul style="list-style-type: none"> - No growth in Apprenticeship income due to COVID/lockdown 2020/21, affecting carry-in funding for 2021/22 - HE student levels similar to 2019/20; however and a reduction of the direct funding grant (OfS) by 50% - Tuition fees and full cost provision: income from the RAF Cosford contract (awarded September 2019) and tuition fees from the Student Loans Company/ self-funded students based on numbers within the curriculum plan - Other income, based on support for the 2019/20 Teachers’ Pension Scheme increase and hire of college facilities (reduced compared to the 2019/20 budget) <p>L.Arscott reported the college’s key risks remained as:</p> <ul style="list-style-type: none"> - 16-29 student numbers - AEB - Apprenticeships - Expenditure - Cash <p>CORPORATION QUESTIONS/COMMENTS</p> <p>The Corporation asked, in addition to monitoring, what action would be needed if the enrolment numbers fell short of expectations. L.Arscott explained if this risk materialised the college would need to look at what savings could be made and G.Guest also gave reassurance that income lines were prudent. The Corporation asked if there was a ‘tipping point’, a specific figure where this would need to be done. L.Arscott confirmed there was and this was built into the modelling for the individual funding streams. She reported this would be monitored carefully and costs relating to the funding stream would be reduced if required. The main income risk was the SBWA provision in the event of another COVID wave or local lockdown. It was acknowledged there may be apprenticeship redundancies over the coming weeks as furlough came to an end.</p> <p>The Corporation confirmed all other questions had been answered during the discussion.</p> <p>The Corporation APPROVED the 2020-22 Financial Plan.</p>	
7.	Financial policy documents – annual review	
7.1	<p><u>Financial Regulations</u></p> <p>L.Arscott presented the item and referred the Corporation to the document within the meeting pack. She explained feedback from the Audit Committee had been reflected in the reviewed document and the proposed changes primarily related to job titles and updates to legislation and organisations.</p> <p>CORPORATION QUESTIONS/COMMENTS</p> <p>The Corporation asked whether reference to the European Court of Auditors (s13.5) should remain as the details of the EU-UK trade deal were not yet known and there could be historical issues to resolve in future. It was agreed this would remain and would not be updated until the next review.</p> <p>The Corporation asked whether the development of learning materials should also be included within the section relating to intellectual property (s17.2). It was agreed this would be checked against the terms and conditions for teaching staff before this decision would be made.</p> <p>The Corporation suggested reference to the EU/OJEU should remain for the reasons previously mentioned. It was agreed this would not be changed until the next review.</p>	<p><i>Clerk to reflect in final version</i></p> <p><i>Clerk to reflect in final version</i></p>

7.2	<p>L.Arcscott referred to the COVID Addendum and C.Pallett's suggestion for a verbal, second safeguard for the approval of payments to reduce the risk of cyber fraud. She explained payment approval processes were through the college's password-protected internal finance system; therefore, payment instructions by email were not accepted on their own. C.Pallett acknowledged he was not aware of the approvals being through the Finance system when suggesting email authorisation and L.Arcscott reported she would consider whether the processes could be made more secure to safeguard against cyber fraud.</p> <p>The Corporation APPROVED the updated Financial Regulations, subject to the above agreements.</p> <p><u>Learner Support Fund Policy</u></p> <p>The Corporation APPROVED the Learner Support Fund Policy.</p>	
LEARNING, TEACHING & ASSESSMENT		
8.	Student attendance, retention, achievement and 2020/21 applications	
	<p>J.Stephens presented the item and referred the Corporation to the report. She highlighted the following:</p> <ul style="list-style-type: none"> - Continuity had been good, with the college maintaining 100% contact with its vulnerable students and whole college attendance of 74.1% - Retention had improved, compared to this point last year, and was higher than the West Midlands figure - Achievement was predicted to be an improvement on the previous year, with the exception of SBWAs (a small reduction) and apprenticeships due to the challenges brought by lockdown - Application numbers were positive, with applications, offers and accepted offers all being higher than at the same point last year <p>There were no questions and the Corporation thanked J.Stephens for the report.</p>	
9.	Safeguarding update	
	<p>P.Stone presented the item and referred the Corporation to the report. He reported there had been two incidents requiring immediate action during the reporting period, as outlined in the report. He noted the numbers had significantly reduced since January 2020, which was largely due to the impact of COVID/lockdown and the majority of students not being onsite. He added, during the reporting period, a total of 200 general safe and well calls had been made and 700 calls made to vulnerable students.</p> <p>CORPORATION QUESTIONS/COMMENTS</p> <p>The Corporation acknowledged the number of reported incidents had reduced over the last 12-18 months, not just since January 2020, and asked if the reasons for this were known. P.Stone explained this was due to a number of factors, including:</p> <ul style="list-style-type: none"> - Better safeguarding structures and processes - Rationalised and aligned CPOMS categories (with Keeping Children Safe in Education) - More designated safeguarding leads (14 DSLs) and progress coaches - Staff training to improve filtering and categorisation of reports, as previously inaccurate reporting had resulted in higher numbers of incidents that were not always safeguarding issues - Regular DSL meetings and supervision provided by the Senior DSL (P.Stone) 	

	<ul style="list-style-type: none"> - More regular training updates and networking for DSLs - The introduction of the student mentoring system - Strengthen relationships with external agencies - Improved onsite DSL presence, through rationalisation of meeting attendance, and the introduction of a DSL 'on duty' rota - The installation of the Smoothwall, with further improvements taking place over the next term <p>The Corporation asked if the Smoothwall upgrade would extend to students accessing provision online. P.Stone confirmed it would apply to all college devices and devices using the college WIFI.</p> <p>The Corporation emphasised the increased importance of safeguarding in the current climate of virtual attendance/learning and acknowledged the recent incident numbers were lower due to the unprecedented circumstances.</p> <p>There were no further questions and the Corporation thanked P.Stone for his report.</p>	
10.	Digital Strategy	
	<p>S.Badley presented the item and referred the Corporation to the document within the meeting pack. A presentation was screenshared via Teams, which explained the creation of a Digital Campus comprising:</p> <ul style="list-style-type: none"> - The Gateway - Collaboration - Resources - Data and security - Digital skills <p>To move forward, the college would focus on:</p> <ul style="list-style-type: none"> - Implementation - Training - Development (of staff and systems) - Review and measure <p>The Chair thanked S.Badley for this presentation and the meeting was opened out for questions.</p> <p>CORPORATION QUESTIONS/COMMENTS</p> <p>The Corporation noted Smart Assessor had been mentioned several times within other reports, but not mentioned within the Digital Review document, and asked if it would be part of the digital toolkit. S.Badley confirmed it would be one of the tools used.</p> <p>The Corporation asked for clarification of the college having Cyber Essentials accreditation as the college was not listed on the NCSC register. D.Candlin confirmed this had been awarded to the college in 2019 and the renewal process was underway.</p> <p>The Corporation noted other organisations' challenges after moving to Sharepoint and asked for reassurance there was a robust plan for the move to this new method of storing and sharing files. S.Badley reported the college was working with JISC to plan for this change and design the architecture for the college, thus ensuring a focus on getting this right before moving onto Sharepoint.</p> <p>The Corporation asked if consideration had been given to the demand the new approach would place on other aspects of the college's IT infrastructure. S.Badley confirmed it had</p>	<p><i>Director of Estates & IT to confirm accreditation</i></p>

	<p>– additional capacity and contingency was being put in place with support from JISC – and the disaster recovery plan would be updated accordingly.</p> <p>The Corporation asked what was being done to ensure the disaster recover systems were not compromised and if the disaster recovery points were known. S.Badley reported there would be multiple back-ups – the Cloud, onsite and the disaster recover back-up – and D.Candlin confirmed key business functions would always be maintained. S.Badley added, as part of the move to the Digital Campus, policies and procedures would be developed or updated where already in place.</p> <p>The Corporation supported the important move to a Digital Campus, noted it would require students having access to their own IT equipment and asked how those without their own would be supported. D.Candlin explained this was being assessed during the student application process, the results of which would be used to identify equipment to be loaned to students. Training would be provided where required and students would not be left at a disadvantage by this development.</p> <p>The Corporation asked if there would be an impact on resources from a staff perspective. D.Candlin explained this was being managed carefully, although the majority of provision would be delivered onsite. Where investment was required, this was being assessed and planned as part of the usual budgeting process.</p> <p>D.Blasczyk reported Microsoft Sway was being used for tutorials and checking students’ understanding of subjects, which had proved to be a user-friendly platform. The Corporation supported his suggestion for consultation with students to be an important part of the development process.</p> <p>The Corporation asked, as the college moved towards a more blended approach to learning, if all staff members would be assigned laptops. D.Candlin explained the laptops issued to staff members for lockdown would be updated once returned and assigned on a priority basis.</p> <p>The Corporation asked if it was possible for staff to use their own devices for work. It was noted that this had been implemented for lockdown/working from home, with staff members working via remote access; however, this was not intended to be a permanent solution due to safeguarding and security implications.</p> <p>The Corporation acknowledged this represented an important and major cultural shift for the college, its staff and its students, and with all new initiatives, there was risk involved. The Chair shared how, at a recent network meeting of college chairs run by the Education Training Foundation, there was a very strong recommendation for governors to be involved in the oversight of the shift to digital and its associated opportunities/challenges. He proposed the creation of a time-limited focus group, involving governors and officers of the college. The Chair recommended it be led by C.Pallett given his professional expertise and J.Stephens requested learning and teaching from a digital perspective be the focus of the group. The Corporation APPROVED this proposal on the basis the group added value and had an agreed remit. It was noted any group of the Corporation would have terms of reference in place, agreed in advance by the Corporation, which would clarify the remit of the group.</p> <p>The Corporation thanked S.Badley and D.Candlin for their presentation and looked forward to the development of the Digital Campus.</p>	<p><i>Clerk to progress the establishment of the group</i></p>
LEADERSHIP & GOVERNANCE		
<p>11.</p>	<p>Health & Safety Policy Statement</p>	

	<p>D.Candlin presented the item. He explained the statement had undergone annual review and the majority of the changes related to job title updates and the COVID addendum.</p> <p>CORPORATION QUESTIONS/COMMENTS</p> <p>The Corporation requested all policies presented for approval be in the form of track changes to assist in the comparison of the previous version against the reviewed version.</p> <p>There were no further questions/comments and the Corporation APPROVED the updated Health & Safety Policy Statement</p>	
12.	Report from the Audit Committee	
	<p>W.Farrington-Chadd presented her report on the meeting of the Audit Committee held 16 June 2020. The Committee had discussed:</p> <ul style="list-style-type: none"> - The Strategic Risk Register and how COVID/lockdown had impacted on risk levels/scores and the governance risk register, reflecting on the necessary move to virtual governance - Risk assessment for the wider re-opening of the college - Progress in the implementation of actions from past internal audits - The completion of the audits of the subsidiary companies by KPMG - Reports from the recently completed audits and the June 2020 progress report: <ul style="list-style-type: none"> o Key financial controls – Reasonable assurance o Marketing and engagement – Reasonable assurance o Student support – Substantial assurance (Highest outcome) o Follow-up of previous audits – Good progress (Highest outcome) - The need for a counter-fraud strategy as per the Post-16 Audit Code of Practice <p>As per her report, W.Farrington-Chadd informed the Corporation the Audit Committee was recommending the approval for the extension of the current external and internal audit contracts for another academic year. Given the challenges associated with undertaking the tender process at this time, it was felt sensible to continue the current arrangement for another academic year and to commence the review process in January 2021, with a view to awarding new contracts for September 2021 onwards. W.Farrington-Chadd brought to the Corporation’s attention the same had decision had been taken last year, albeit for different reasons and under very different circumstances.</p> <p>The Corporation thanked the Chair of the Audit Committee for her report and APPROVED the Committee’s recommendation to extend the external and internal contracts for a further academic year and agreed it was important to commence the review process in January 2021.</p> <p>CORPORATION QUESTIONS/COMMENTS</p> <p>The Corporation asked if cyber risk should be incorporated into the risk register. J.Stephens agreed to incorporate a cyber-based risk when next reviewing the register.</p> <p>The Corporation acknowledged the significant number of red risks within the register and asked if, in light of the positive updates received under the earlier items, whether some of these risks were mitigated and should have a lower risk level. J.Stephens explained this was down to the timings and confirmed she would update this when next reviewing the register and the Corporation acknowledged reducing the risk levels would not have been advisable prior to the approval of the financial plan.</p>	<p><i>Clerk to add to forward plan</i></p> <p><i>Deputy Principal to consider when reviewing the register</i></p> <p><i>Deputy Principal to consider when reviewing the register</i></p>
FINAL BUSINESS		

13.	Self-assessment and reflection	
13.1	<p><u>General improvements/better ways of working</u> The Corporation requested, if meetings continued to be virtual, a guest microphone be installed in the Principal's office to improve the audio quality. The Principal asked if the Corporation anticipated onsite meetings to resume in September. The Corporation were keen to do this, when safe, and the Chair stated this would be assessed nearer the time of the next meeting.</p>	<p><i>Deputy Principal to consider when reviewing the register</i></p> <p><i>Deputy Principal to consider when reviewing the register</i></p>
13.2	<p><u>Risk identification</u> The Corporation noted risks had been identified in relation to actual achievement not reaching predicted levels and that A Levels/GSCEs had not been included. J.Stephens explained this had been a timing issue and she confirmed she would update.</p> <p>The Corporation asked if the risk relating to Kickstart be escalated given its transfer to another local trust was dependent on the success of a capital bid. G.Guest explained he had no concerns around the bid but agreed it would be considered when next reviewing the risk register.</p>	
14.	Any other business	
14.1	The Chair noted the calendar of meetings for the next academic year (page 172).	
14.2	The Corporation noted the recent government announcements relating to FE, including the publication of an FE White Paper in Autumn 2020 and the spotlight on apprenticeships, traineeships and the SBWAs. G.Guest reported the recent announcements were good for the sector and it was important for the college to consider, when published, likely reform prompted by the imminent White Paper.	
14.3	The Chair noted it was the last meeting of the student governors. He thanked C.Leivers for the contribution he and B.Johnson had made to the governing body and wished them well for the future.	
14.4	The Chair informed the Corporation of the recent passing of R.Betteridge. The Corporation noted the contribution he had made to the college, including being a governor and Vice Chair of TCAT and a founding member and Chair of Kickstart.	
14.5	The Chair noted this was the last meeting of what had been a very difficult year. He thanked the senior leaders and all the staff for rising to the challenge, keeping the college open to vulnerable students and children of key workers and creating a safe and calm environment for everyone who has been onto the college site.	
CONFIDENTIAL SESSION (A separate minute of the Confidential items was taken)		
15.	Minutes of the Confidential sessions from the last meetings and matters arising	
15.1	<p><u>Minutes of Confidential session</u> The minutes of the Confidential session at the meeting held 08 June 2020 and were APPROVED as a true record.</p>	<p><i>Clerk to update register</i></p>
15.2	<p><u>Matters arising</u> G.Guest and J.Stephens updated the Corporation on the matters arising.</p>	

The meeting closed at 7:24pm