

Part I Minutes of the Corporation Meeting held on Tuesday 21st March 2023 at 4.30pm in Conference room 1, Broadway

Members present: Ian Austin Paul Noon
 Wendy Davies Jason Parker
 Nirmal Gupta Liz Sithole
 Paul Hartridge Jack Stokes
 Mollie-Amelia Hehir Neil Thomas (Chief Executive & Principal)
 Alison Hodge (Teams) Nick Thompson
 Valerie Little David Whatton (Chair)

In Attendance: Gill Darwood (Director of Corporate Governance) (DCG)
 Steve Johnson (Executive Director Estates & Capital Projects)
 Kathryn Jones (Director of Human Resources)
 Louise Jones (Chief Finance Officer) (CFO)
 Diana Martin (Vice Principal)
 Kate Harper (Students' Union)
 Darnell Rob (Students' Union) – item 8 only

I Welcome

- 1.1 The CEP thanked the Chair, on behalf of the staff, students and Corporation members for his exceptional service to the College during his eight years of office, including four as Chair.
- 1.2 The Chair welcomed members to the meeting, including Professor Paul Noon who was attending his first meeting of the full Corporation.

Board administrative matters

2 Confirmation of quorum

- 2.1 The Director of Corporate Governance (DCG) confirmed that a quorum was present.

3 Apologies for absence

- 3.1 Apologies for absence had been received from S Panesar and L Butler.

4 Declarations of interest

- 4.1 There were no declarations of interest in relation to part I items.

5 Appointment of Chair w/e 1/4/23

- 5.1 The Chair noted that as previously agreed it was proposed to appoint Paul Noon as Chair of the Corporation with effect from 1st April 2023.

- 5.2 **It was resolved** to appoint Paul Noon as Chair of the Corporation from 1st April 2023.

6 Approve minutes of previous meeting 13/12/22

- 6.1 The minutes of the meeting held on 13th December 2022 were confirmed as a true record for signature by the Chair.

7 **Matters arising**

- 7.1 There were no matters arising not covered on the agenda.

Strategic matters

8 **Students' Union Termly Report**

- 8.1 M Hehir and J Stokes, joined by SU executive members Kate Harper, Disability Officer, and Darnell Robb, VP Social Activities, presented the Students' Union termly report which included details of:

- Dudley community voluntary service kindness awards, which included Aldrich Gonsalves, Youth Social Action Apprentice for his work on environmental issues.
- Mollie and Jack's participation at AoC Annual Conference Festival of Student Governance including a spotlight feature on social media written by Mollie.
- Unloc student governor training in London.
- Heightened engagement at the CAT centre following discussion at the previous meeting.
- Work to develop the new cohort of student leaders.
- Activities over the Christmas period including food bank collections and fundraising activities including Black Country Mental Health.
- Hosting the annual Holocaust Memorial event which was the fifteenth year of holding the event and included a tree planting in Dudley.
- The 'save our buses' campaign against closure of a number of bus routes.
- Clubs and societies including Pool Football, Gamers, Debate, LGBTQ+ and We Socialise Too.
- Working with College staff on the development of a transgender and non-binary student policy.
- National conference attended by four Students' Union delegates.

- 8.2 Lord Austin expressed his thanks to the Students' Union and the College for their support of the Holocaust memorial event. He provided further information on the event which had included a tree planting on Coronation Gardens where he had been accompanied by student refugees from Syria and Afghanistan, and plans to have an exhibition supported by photography students and staff.

- 8.3 The Chair noted that this was a very wide ranging presentation and thanked the students for their participation in the meeting.

- 8.4 **It was resolved** to note the Students' Union Termly Report.

9 **Sector updates**

The CEP provided updates on a number of key sector developments:

9.1 *Accountability Statement*

- 9.1.1 The CEP provided a brief overview which included:

- Background to the development of an accountability framework which would replace the current annual funding agreement.
- A draft of the accountability framework was shared, which had been considered in detail by the Standards Committee with input subsequently incorporated. The

priorities were aligned to the College Operational Development Plan. Comments were invited from members on the draft to be fed back to the CEP by email.

- How this linked to the new Local Skills Improvement Plan.
- Timeline for production, with the final statement requiring approval by Corporation at the 5th May development event.
- Feedback from the recent Chamber of Commerce LSIP event.
- Main priority areas had been identified through the Chamber's stakeholder engagement including manufacture of electric vehicle manufacture, battery storage, aerospace, logistics and distribution, health technology and medical technology, professional and financial services, modern and low carbon utility and manufacturing of future housing.
- A number of challenges had also been identified by the Chamber relating to employer awareness of and engagement in training and staff recruitment challenges for providers.
- The Chamber were viewing the LSIP as an opportunity to present a series of 'asks' to the WMCA.

9.1.2 In response to a question from P Noon, the CEP confirmed that KPIs would be agreed against each priority.

9.2 *ESFA Strategic Conversation*

9.2.1 The CEP reported on the key discussion points from the meeting held on 17th March with representatives of ESFA, DfE and FEC teams:

- The meeting had been very positive.
- The College shared updates on Strategy, Finances, Curriculum and Estates.
- Discussions on curriculum reform. The College had asked to be part of any development group working on this.
- Support for the College's ongoing financial strategy and application for borrowing to replace RCF.
- Appetite to understand and support with any challenges (e.g. HTQ funding).
- Offer of support from FE Commissioner as part of wider services now available.

9.3 *Curriculum Reform update*

9.3.1 The VP provided an update on curriculum reform:

- Curriculum landscape overview.
- DfE approach to streamlining of qualifications.
- Three phases of qualification reform.
- Introduction of alternative academic qualifications both 'small' and 'large' with new criteria from 2025 onwards – consultation was currently ongoing.
- Key changes being introduced at level 3.
- Key issues relating to impact on students, lack of clarity regarding options alongside T Levels and Level 2 and below.
- Accessibility of T Levels.
- Placement availability.
- Staffing challenges for the College.

- T level update – delay of 4 out of 6 T levels due to start in September 2023 had impact for college recruitment, funding, resourcing and infrastructure development.
- 9.3.2 The VP advised that the DfE equality impact assessment stated that under these arrangements there would be fewer students studying at level 3 than currently, with 26% of the College's current 16-18 cohort not eligible to study T levels or A levels. She explained that T Levels were more favourably funded but due to the industry placement requirement there was an infrastructure of staffing to support this as well as more taught hours, making the programme more expensive to run.
- 9.3.3 Members noted a number of additional challenges for the College which included:
- the potential financial implication of a lower cohort.
 - the impact on the local community which risked creating a higher number of NEET learners.
 - damage to credibility with employers and parents.
 - space utilisation considerations.
- 9.3.4 The Chair suggested that it would be helpful to keep members informed via a briefing on these developments to support them in being able to voice their concerns within their own networks.
- 9.4 *Lifelong Loan Entitlement (LLE)*
- 9.4.1 The CEP provided an update on the proposed introduction of a Lifelong Learning Loan entitlement which would be introduced in 2025/26 with a staged implementation. This would bring in a lifetime right to £37k in HE fee loans.
- 9.4.2 It was noted that this reform could have a major long term and positive impact for adult learners at L4 & L5. It would be available to every 19+ person who did not already have higher qualifications.
- 9.4.3 In response to a question from A Hodge, the CEP advised that there were no planned changes to school curriculum.
- 9.5 **It was resolved** to note the sector updates.
- 10 **Updated Governance Guide**
- 10.1 The DCG advised that the Department for Education had published an updated version of the FE and Sixth Form College Corporations: Governance Guide on 2nd March 2023. The main changes were:
- An updated section on Executive Pay reflecting new senior pay controls.
 - A new section under Compliance on special educational needs and disabilities. This section stated that it was recommended that the board should have a lead governor to help it discharge its responsibilities for students with SEND and this would be picked up later on the agenda under item 15, SEND Annual Report.
- 10.2 The updated Governance Guide had been uploaded to the Convene document library for members' reference.

10.3 **It was resolved** to note the updated Governance Guide.

Routine business matters

11.0 **Minutes of F&E Committee 13/3/23 including matters recommended for approval**

11.0.1 L Sithole advised that the Finance & Estates Committee had met on 13th March 2023 and the draft minutes of the meeting were appended to the summary. The following matters were considered by the committee and those items recommended for approval were highlighted:

- Update on implications of ONS reclassification.
- Management accounts to January 2023 – recommended to the Corporation for approval (item 11.1)
- In-year reforecast - recommended to the Corporation for approval (item 11.2)
- Insurance annual report.
- Value for Money/public benefit statement - recommended to the Corporation for approval (item 11.3)
- Estates and capital projects update – a detailed update was considered by the committee and a revised paper was included (item 11.4), which included a proposal relating to the Health Innovation Dudley project which was for approval by Corporation.
- Partnerships (sub-contracting) plan termly monitoring report.
- Risk register - review of risks pertaining to Finance & Estates Committee.

11.0.2 **It was resolved** to note the F&E Committee minutes.

11.1 **Management accounts to January 2023**

11.1.1 The management accounts to January 2023 had been considered in detail at the F&E Committee and were recommended to the board for approval. The CFO provided a brief update on the accounts, highlighting the positive variances in non-pay and pay, some red flags on KPIs, partly due to not drawing down the rolling credit facility and the impact on financial health due to the lower solvency score. Sensitivity testing showed that there was no risk to loan covenants.

11.1.2 The CFO provided further clarification in response to questions from members including an explanation of cash days and how this was calculated.

11.1.3 **It was resolved** to approve the Management Accounts to January 2023.

11.2 **In year reforecast**

11.2.1 The in-year reforecast had been considered in detail at the F&E Committee and was recommended to the board for approval.

11.2.2 The CFO provided a summary of the approach to the reforecast:

- Positive variances on income which had increased by £504k due to additional high needs funding of £325k and other delivery income received in year.
- Pay was positive to the quarter one revised budget by £188k.

- Non-pay budgets had increased by a total of £642k to reflect caution on inflationary increases on energy costs
- An increase in contingency budget to protect any shortfall in income generation.
- EBITDA remained at £3.5m, but was slightly lower as a percentage of turnover at 7.05%. The financial health score remained at 170, which meant that the financial health grade stayed at Requires Improvement.

11.2.3 **It was resolved** to approve the in-year reforecast.

11.3 **Value for Money/Public Benefit Statement**

11.3.1 The value for money/public benefit statement had been considered in detail at the F&E Committee and was recommended to the board for approval. The CFO noted that the revised statement had been updated with 2022 performance figures and the inclusion of reference to Health Innovation Dudley but was otherwise unchanged.

11.3.2 **It was resolved** to approve the value for money/public benefit statement.

11.4 **Estates and Capital projects update**

11.4.1 The Estates and Capital Projects update had been considered in detail at the F&E Committee and was recommended to the board for approval. S Jonson provided a brief update in relation to current projects.

11.4.2 *Health Innovation Dudley*

- The update on the project was noted as progressing in relation to all matters.
- The details of the Heads of Terms for the lease agreement were noted.
- Corporation approval would be sought for the final agreements between the College and DMBC as well as University of Worcester. The aim would be to ensure that the College would not be exposed to any financial risk.

11.4.3 *Levelling Up Fund*

- The DMBC bid for LUF funding for the College to develop a Transport Technologies Centre at Brierly Hill had been unsuccessful. The College however did not believe the additional floor space was now required and was investigating the feasibility of relocating automotive provision to the Broadway campus. This development would be discussed further at the strategic development event in May.
- V Little noted that, at the Finance & Estates committee, S Johnson had assured members of the cost neutrality to the College of this project.

11.4.4 *Capital Transformation Fund*

- Work had progressed with roofing contract works currently on programme.
- With regard to the Animal Sciences development, the team were currently developing an option to retain E block and strip it back to its frame and re-form it to modern standards. A final costed proposal was programmed for the beginning of April 2023. At the finance and estates committee, S Johnson had provided assurance to members that the potential risks and limitations involved in refurbishment of existing buildings as opposed to a new build would be fully addressed.

11.4.5 *Salix Grant*

The College was notified in December 2022 that its bid for a Salix grant to replace the main Broadway building heating system for £2.564m was successful. Work was planned to take place between late summer 2023 and September 2024.

11.4.6 *Additional Grant Funding*

The College had received two additional grants, a FE Additional Capital Allocation grant of £471k, and a FE Reclassification Capital Allocation of £1.18m. The College was currently reviewing priorities for the use of these funds.

11.4.7 **It was resolved** to note the capital projects update and to approve the signature of the heads of terms agreement between DCT, DMBC and University of Worcester.

12 **Confidential - IOT update (including TTPL board minutes)**

This matter is the subject of a separate and confidential minute.

Lord Austin left the meeting.

13.0 **Minutes of Audit committee 6/3/23 including matters recommended for approval**

13.0.1 The audit committee had met on 6th March 2023 and the draft minutes of the meeting were appended to the summary. W Davies outlined the matters considered by the committee and those items recommended for approval:

- Internal audit progress report including reviews on Human Resources Processes
 - Oversight and Management of Staff Performance, and Marketing Arrangements
 - Adult Students.
- RSM had presented a benchmarking report which showed favourable performance at higher than the sector average for substantial assurance.
- The rolling schedule of audit recommendations had been noted.
- Risk management spring term report had been noted. Two risks had an increased risk rating around change in government policy on ONS and the IoT second year plan.
- Confidential review of external auditors' performance 2021/22 and appointment for 2022/23 accounts – this item was recommended for Corporation approval and was to be considered at 13.1.

13.0.2 **It was resolved** to note the minutes of the audit committee of 6th March 2023.

13.1 **Performance of external auditors 2021/22 and appointment of external auditors for 2022/23 accounts**

This matter is the subject of a separate and confidential minute.

14.0 **Minutes of Standards Committee of 8/2/23**

14.0.1 The standards committee met on 8th February 2023 and the draft minutes of the meeting were considered. D Whatton noted the matters considered by the committee and those items recommended for approval:

- College Operational Development Plan and approach to performance monitoring for 2023 – this item was recommended to Corporation for approval at item 14.1.

- Draft Accountability Framework endorsed – this item had been covered in detail at item 9.
 - Data dashboard review – this item would be covered at item 16.
 - Equality, Diversity and Inclusion Annual Report and action plan – this item was recommended to Corporation for approval at item 14.2.
 - Risk register monitoring report was noted.
 - Teaching and learning updated noted.
 - Confidential complaints and compliments analysis noted.
 - Confidential safeguarding and learner conduct report noted.
 - Higher Education update noted.
 - Modern slavery and human trafficking statement was recommended to Corporation for approval at item 14.3.
- 14.0.2 As safeguarding lead for the Corporation, V Little noted that she had reviewed the report which had been considered by the Standards Committee and had met with the Designated Safeguarding Lead. She reminded members of the importance of completing their regular safeguarding update training. [She requested that the governance team email each member with a reminder of the current status of their training and when it was due for update.](#)
- 14.0.3 **It was resolved** to note the update from the Standards Committee.
- 14.1 **Operational Development Plan 2023**
- 14.1.1 The Operational Development Plan had been considered in detail at the Standards Committee and was recommended to the board for approval. The CEP reminded members of the approach to strategic planning and that this year the report had been refined down to twelve key priorities for the coming twelve months. A full report on the twelve objectives would be monitored through standards committee and reported to full Corporation.
- 14.1.2 **It was resolved** to approve the Operational Development Plan 2023.
- 14.2 **Equality, Diversity and Inclusion Annual Report including pay gap report**
- 14.2.1 K Jones presented the Equality, Diversity and Inclusion Annual Report including the pay gap report had been considered in detail at the Standards Committee and was recommended to the board for approval. The action plan would be monitored through SLG and standards committee. She advised that the plan included exciting projects in conjunction with Colleges West Midlands particularly around racial diversity.
- 14.2.2 **It was resolved** to approve the EDI Annual Report including pay gap report.
- 14.3 **Modern Slavery and Human Trafficking Statement**
- 14.3.1 The Modern Slavery and Human Trafficking Statement had been considered in detail at the Standards Committee and was recommended to the board for approval.
- 14.3.2 **It was resolved** to approve the Modern Slavery and Human Trafficking Statement

15 **SEND annual report**

15.1 The VP presented the SEND annual report which provided an overview of provision for Students with Special Educational Needs or Disabilities (SEND). The report noted that:

- 16 to 18 (or those 19-24 with an EHCP) 2022/23 as at 3/3/23
 - 985 learners declaring a disability.
 - 369 learners with an Education Health Care Plan.
 - 175 learners with High Needs Funding.
 - 209 learners enrolled on discrete SEND provision.
- Adult Learners 2022/23 as at 3/3/23
 - 436 learners declaring a disability or learning difficulty.
 - 112 learners requesting support at enrolment.
 - 97 learners being supported.
- Apprentices 2022/23 as at 3/3/23
 - 280 learners declaring a disability or learning difficulty.
 - 123 learners being supported.
- Performance of learners with a declared SEND compared to those without was monitored effectively through Subject Area Impact Assessments and the Annual Strategic Impact Assessments with any areas for improvement highlighted. No significant differences in performance compared to those without SEND had been identified.
- Destination data would be analysed and presented to standards committee.
- The college employed a range of roles to support SEND including eight learning support practitioners who each managed a caseload of Educational Health and Care Plans.
- Funding for SEND was through various means and was different for each key client group. The College was challenged with funding learners in 16-18 programmes who were not High Needs as they did not attract specific funding.

15.2 In response to a question from student observer, Kate Harper, the VP advised that a learner's EHCP would cease once the learner gained employment.

15.3 Following changes to the DfE's Governance Guide for FE Colleges, the Corporation needed to consider the appointment of a lead governor to help it discharge its responsibilities for students with SEND. [Members were asked to contact the DCG should they wish to explore what this would involve and to help shape the role.](#)

15.4 **It was resolved** to note the SEND annual report.

16 **Data Dashboard update**

16.1 The CEP presented an update on the data dashboard noting that the data dashboard had been updated substantially with in year updates for recruitment and attendance as well as full year updates for achievements, destinations, people, estates and financial strength.

16.2 The dashboard also contained a link to the final version of the Annual Strategic Impact Assessment.

16.3 **It was resolved** to note the data dashboard update.

17 **Vice Principal's Termly Report**

17.1 The Vice Principal presented her termly report which provided members with a detailed summary of activity across all curriculum areas over the last term, provided by assistant principals, curriculum managers and leaders within those areas. The report highlighted updates on curriculum developments and good news stories and evidenced a wide range of engagement such as World Skills activities, competitions and work experience placements. The report provided a flavour of the different experiences available to students. The Chair noted that this extensive report was testament to the College and its students.

17.2 **It was resolved** to note the Vice Principal's termly report.

18 **Any Other Business**

18.1 There were no matters of any other business.

19 **Date of next meeting**

19.1 5th May 2023 Development Event
20th June 2023 Budget meeting

The part 2 matters are the subject of a separate confidential minute.

Approved by the Corporation at the meeting held on 20th June 2023.