Part 1 Minutes of the Corporation Meeting held on Tuesday 7th November 2023 at 4.30pm in Conference room 1, Broadway

Members present:	Lord Ian Austin	Paul Noon (Chair)
	Liam Butler	Liz Sithole (via Teams)
	Wendy Davies	Jack Stokes
	Nirmal Gupta (via Teams)	Neil Thomas (Chief Executive & Principal)
	Paul Hartridge	Tom Westley
	Valerie Little	

In Attendance: Gill Darwood (Director of Corporate Governance) (DCG)
Susanne Davies (Director of IoT and Partnerships)
Debbie Goode (Executive Director Public Affairs & Marketing)
Steve Johnson (Executive Director Estates & Capital Projects)
Louise Jones (Chief Finance Officer) (CFO) (via Teams)
Diana Martin (Vice Principal) (VP)

Board administrative matters

1   Confirmation of quorum

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

2   Apologies for absence

2.1   Apologies for absence had been received from Jason Parker and Anumit Kaur.

3   Declarations of interest

3.1   Declarations of interest were noted from P Noon, N Thomas, V Little and T Westley in relation to item 9.5.

4   Approve minutes of previous meeting held on 4/7/23 and notes of the
4.1   Strategic Development event held on 22/9/23
        The minutes of the meeting held on 4th July 2023 were confirmed as a true record for signature by the Chair.

4.2   The notes of the Strategic Development event held on 22nd September 2023 were noted by members.

5   Matters arising

5.1   There were no matters arising not covered on the agenda.

5.2   Members held a discussion regarding the forthcoming Ofsted inspection and agreed which members would take part in the meetings with inspectors during the following week.

Student centred matters

6.1   Performance update

6.1.1 *Achievements update for 2022/23*

6.1.1.1 The VP provided a presentation on the current position in relation to achievements for 2022/23.

6.1.1.2 The presentation provided details of outcomes for:
   – 16-18 classroom-based outcomes at levels 1, 2 and 3 - The outcomes showed results at level 3, which was the largest proportion of the cohort, at 2021/22 national rates, although below at levels 1 and 2.
   – English and mathematics outcomes had been skewed as a result of a data error where learners who were not returning had erroneously been enrolled onto a two-year GCSE programme, which had impacted overall achievement.
   – English 4+ results at 50.1% were well above national rate of 25.9%, with a positive impact being seen with the introduction of a 'lift paper' for English which had been introduced for FE retakes in English but not for mathematics.
   – A levels had a very strong year with 44.2% A*-B, 73.8% A*-C, and a 95.5% pass rate.
   – Adult programmes were currently impacted at level 1 due to a data issue with WMCA but would improve once this was resolved.
   – Adult level 3 showed improvement on the previous year due to improvements in Access.
   – Adult level 4 was strong and 14% above national rate for 2021/22.
   – Apprenticeships were currently at national rate. Retention remained a key issue due to apprentices moving jobs and redundancy. Those who remained on programme had very high pass rates. Members also noted the challenges of ensuring that all completing learners undertook End Point Assessment.

6.1.1.3 The Chair noted that achievements on lower level courses were generally lower, and the VP explained the issues around retention and some challenging behaviour for these learners. The College's approach was to be inclusive in taking these more challenging learners which impacted outcomes.

6.1.1.4 V Little noted that it would be helpful to show a cohort and track their journey through progression levels.

6.1.2 *Data dashboard update*
6.1.2.1 The CEP advised that the Data Dashboard had been updated on the website for members to review and all areas would be further explored at the respective committee meetings.

6.1.3 Members noted the key publications timeline which provided an indication of timescales for final approval and publication of the Strategic Plan 2024-27, Annual Strategic Impact Assessment 2022-23 and new Estates Strategy. Drafts of all of these documents would be considered at the relevant committees prior to final approval at the December Corporation Meeting.

6.1.4 **It was resolved** to note the performance update.

6.2 **Vice Principal's termly report**
6.2.1 The Vice Principal's termly report provided members with a detailed summary of activity across all curriculum areas over the last term, provided by curriculum managers and leaders within those areas. The report highlighted many updates on curriculum developments and good news stories.

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

6.3   **SU termly report**

6.3.1   J Stokes presented the Students' Union report, highlighting a number of items from his report:

- One of the strongest starts with a high number of students engaging with the SU.
- Changes to SU leadership roles – new executive positions and campus leaders.
- First parliament gathering post Covid.
- Elections underway for executive posts.
- Introduction of the 'My Dudley College' app
- Registration for online voting.
- Hosting an event in Education Week which would feed into the national manifesto for NSU.
- Events and activities around 'Politics made better'.
- What Centre regular drop-in sessions.
- EU Youth Gathering – two attendees attended this event in London.
- Launched of 'SU Crew' for those students who want to get involved in helping at events but not take on leadership roles.
- Aldrich Gonsalves appointed as youth social action coordinator
- National NUS event held at the college.
- Freshers Week well attended by 3,000 students.
- New marketing and branding for SU.
- Outreach to other campuses including CAT Centre.
- Liberation groups consolidated into networks.
- Development of a Strategic Plan for the next three years for the SU.
- Garden space in the library being transformed for SU use.

6.3.2   Members thanked Jack for his hard work with the SU, noting the importance and impact of the work of the SU in supporting learner voice activity and the personal development of students involved. The CEP noted that the Corporation had made this possible through their support and funding of the SU.

6.3.3   **It was resolved** to note the Students' Union termly report.

T Westley left the meeting.

Routine business matters

7   Audit

7.1   **Minutes of audit committee held 02/10/23**

7.1.1   L Butler, as Chair of the Audit Committee, presented the draft minutes of the meeting held 2nd October 2023 and highlighted matters covered at the meeting. A number of items had been recommended by the committee and were detailed under separate agenda items.

7.1.2   **It was resolved** to note the minutes of the audit committee of 2/10/23.

7.2 **Report on compliance with DfE good practice guide for audit committees**

7.2.1 The DCG advised that on behalf of the audit committee, an exercise had been completed to map the Audit Committee's compliance with the DfE Good Practice Guide for Audit Committees, as had been carried out in the previous year. The DFE Good Practice Guide for Audit Committees had been updated in January 2023, but no substantial changes were made to the guidance and in particular, no changes were made to Annex A suggested areas of work for an audit committee, upon which this assessment was based.

7.2.2 The assessment had been updated to include references to all recent sources of assurance including internal audit reports conducted in 2022/23 and those planned for 2023/24. The report was intended to provide the Corporation with an additional source of assurance on the effectiveness of the audit committee.

7.2.3 **It was resolved** to note the report on compliance with the DfE good practice guide for audit committees.

7.3 **Annual internal audit report**

7.3.1 The CFO introduced the Annual Internal Audit Report which set out the work carried out by RSM Risk Assurance Services LLP in the 2022/23 academic year, including recommendations made in each category, and RSM's performance against plan.

7.3.2 The internal audits were intended to assist college management and Audit committee in obtaining an overall view of adequacy and effectiveness of the college's risk management, control and governance processes. The summary of internal audit work completed in 2022/23 was noted as:
− Partnership Framework – Contract Management
− HE Framework – Arrangements for meeting the Regulatory Framework and Terms & Conditions
− Marketing Arrangements – Adult Students
− Human Resources Control – Appraisals & Performance Management
− Learner Number systems – Post 1 May 2017 Apprenticeships
− Follow-up
− High Level ISO 27001:2022 Gap Analysis

7.3.3 Based on their work, the CFO advised that RSM had reported the college had an adequate and effective framework for risk management, governance, and internal control in place, with the recommendations made throughout the year helping to identify further enhancements to the framework or risk management governance and internal control. The green/yellow opinion was consistent with that provided in 2021/22 and also the opinion awarded to most FE Colleges.

7.3.4 During the year, RSM undertook five assurance audits, three receiving substantial assurance and two with reasonable assurance. There were also two advisory assignments. As a result of this work two advisory, two high, 14 medium and 7 low priority actions were agreed.

7.3.5 **It was resolved** to note the annual internal audit report for 2022/23.

7.4   **Regularity self-assessment questionnaire**

7.4.1   The CFO advised that the Post-16 Audit Code of Practice 2022/23 set out a common standard for the provision of assurance and accountability in relation to funding of post-16 providers. Within the code it stated that college corporations must publish a statement of regularity, propriety, and compliance within their annual accounts.

7.4.2   Regularity meant that expenditure was incurred and income received in accordance with relevant legislation, delegated authority, conditions of funding and other ESFA requirements. This included spending money for the purposes intended by Parliament and/or other funders. The format of the statement was set out in the college accounts direction.

7.4.3   To support college corporations in drafting the statement of regularity, propriety, and compliance, the ESFA published an annual self-assessment questionnaire to provide clarity over the framework, including the interpretation of the key requirements and the type of evidence that should be considered. The new requirements of management public money (MPM) as a result of the reclassification of colleges was now included within the questionnaire.

7.4.4   The regularity self-assessment questionnaire had been presented and discussed by audit committee prior to Bishop Fleming commencing the full audit work on site on 2 October.

7.4.5   The responses to the questionnaire had been agreed with audit committee who had noted that responses were full and complete and that there were no issues noted as a result of the responses provided.

7.4.6   **It was resolved** to approve the regularity self assessment questionnaire.

7.5   **Risk management annual report**

7.5.1   The CFO presented the Risk Management Annual Report, noting that the College had proactively engaged with the revised risk management strategy. The senior leadership group revised and updated the risk plan on a monthly basis with reports being regularly provided to all sub-committees and the Corporation. All risks had been effectively managed, with two risks (changes in government policy and IoT delivery plan) increasing their score through the year. Recognition and management of these risks had meant that key performance indicators had not been impacted.

7.5.2   The internal follow up audit on risk management confirmed that the recommendations had been implemented and the college's regularity assessment provided the Corporation with assurance that risk was being managed appropriately.

7.5.3   The risk register for 2023/24 was also provided which showed the additional risk in respect of the sustainability strategy. The risk register would be updated to reflect the strategic plan once finalised.

7.5.4   The CFO provided clarification in response to questions from members, confirming that she was satisfied that all of the actions were in hand. Some which were shown as delayed were being closely monitored by relevant committees.

7.5.5   **It was resolved** to approve the risk management annual report and risk register.

7.6   **Business Continuity Plan**
7.6.1   The CFO presented the Business Continuity and Disaster Recovery Plan which provided a framework and a set of checklists detailing the steps required to be taken to ensure that in the event of a disaster or critical incident, the operational functions of the College continued. The document had been updated and reviewed by the Senior Leadership Group to reflect operational and staffing changes for 2023/24.

7.6.2   The CEP advised that the Business Continuity Plan had been scenario tested with an external partner.

7.6.3   **It was resolved** to approve the Business Continuity Plan.

8   **Finance, Estates and Resources**
8.1   **HR Annual report**
8.1.1   The annual Human Resources report was presented by K Jones to provide an update on the key personnel issues in the College in 2022/23. Key points in this report were noted as:

   - Staff headcount reduced to 777.
   - Staff declaring a disability increased by 2%.
   - 6 key management posts were recruited to.
   - 15 staff were made redundant, including 13 compulsory and 2 voluntary redundancies.
   - 96% of eligible staff achieved incremental pay progression.

8.1.2   Members discussed the relatively low response rate on the staff satisfaction survey which had nevertheless been favourable. K Jones advised that this response rate was comparable to that seen in other colleges and that the College was looking to move to a more frequent, themed survey containing fewer questions which it was hoped would increase response rates. She explained that communication channels with staff remained very open through regular informal meetings with union representatives. There was also a plan to reintroduce termly employee voice meetings which had been very well received during Covid.

8.1.3   **It was resolved** to note the Human Resources Annual Report.

8.2   **IoT update**
8.2.1   S Davies advised that the Transformational Technologies Partnership Limited (TTPL) Board had met on Friday 29 September. The minutes of the meeting were provided and a summary of the main points was noted as:

   - *Leadership and management* - Neil Thomas (NT) was confirmed as TTPL Chair for the 2023/24 academic year, and Susanne Davies was confirmed as

the new Director of the IoT and Partnerships.

New partnerships – Susanne Davies (SD) confirmed that the Department for Education (DfE) had approved the sub-licence agreements for two new partners joining the IoT – these were Telford College and Herefordshire, Ludlow and North Shropshire College. Through these partnerships, the IoT would be offering Level 4 Engineering and Digital provision throughout the Marches region. The TTPL Board was updated on the emerging relationship with Coventry University.

- *New Board Members* – The TTPL Board recommended to the Corporation the appointment of Janet Stephens, Deputy Principal of Telford College, and David Williams, Principal of Herefordshire, Ludlow and North Shropshire College.
- *Local Skills Improvement Plan* (LSIP) – A discussion took place on the LSIP and the TTPL Board resolved to consider the IoT's response to the LSIP at the next meeting. Neil Thomas would keep the Board abridged on the outcome of the Local Skills Improvement Fund (LSIF) bid.
- *Strategy* - A strategic update was provided and the Board had asked for a new Operational Developmental Plan (ODP), strategic plan and risk register to be developed and all agreed at future meetings.
- *Operational Development Plan* – The final position on progress against actions within the operational development plan was provided.
- *Risk and DfE Monitoring* – A report detailing the risk register and the most recent DfE monitoring report (June and July) was provided for information. This was appended to the minutes.

8.2.2 S Davies noted that the DfE would be moving to a new method of capturing data with them having direct access to data and the relationship with DfE would be moving to the regional DfE team going forward.

8.2.3 **It was resolved** to note the IoT update and approve the appointment of Janet Stephens and David Williams as members of the TTPL board.

8.3 **Equality, Diversity and Inclusion (EDI) annual report**

8.3.1 The CFO introduced the EDI annual report which provided a summary of the EDI action plan the College had implemented as part of its commitment to eliminate barriers to working or studying and to recognise and celebrate differences. Good progress had been made across all areas; the College had invested in a new EDI officer role and was actively participating in AoC and Colleges West Midlands groups to tackled disparities between different groups.

8.3.2 Data analysis showed that the student population had a higher proportion of students from different ethnic backgrounds than the borough of Dudley but also when compared to FE colleges nationally. The exceptions to this were noted as:
- Low number of female students enrolled in traditionally male-dominated sectors.
- A lower number of students with a declared learning difficulty or disability when compared to FE colleges nationally, and this was across all key client groups.

8.3.3 These areas would form a focus for the updated equality objectives.

8.3.4 Analysis of achievement rates by different student groups showed some small performance gaps, however there had been some improvement in closing gaps since 2021/22.

8.3.5 In terms of the staff profile, K Jones noted that there were more staff declaring a disability and the College had retained its Disability Confident Leader accreditation. The College also had a higher proportion of staff from different ethnic backgrounds, when compared to the profile in the Dudley borough.

8.3.6 In terms of the staff profile, the key points were noted as:
- The number of staff declaring a disability had increased by 2% to 8%. This would be one of the EDI objectives for the new Strategic Plan.
- There had been a small increase in the number of female staff to 56%.
- 18% of staff were from ethnic backgrounds, a higher proportion than Dudley borough.

8.3.7 In respect of pay gap reports for disability, ethnicity and gender, the key points were noted as:
- A higher proportion of disabled staff were in lower pay bands, being professional services staff, often in part-time roles.
- The mean pay for staff from ethnic backgrounds was slightly lower (£0.46), however the median pay was higher (£1.80).
- The gender mean pay gap was 13.2% lower than the TUC education national average of 22.2%. Female staff on average earned £1.70 less than male colleagues.

8.3.8 There had been a 5% reduction on the gender pay gap over the previous five years and the ethnicity pay gap was positive.

8.3.9 **It was resolved** to note the EDI annual report.

8.4 **Management accounts to July year end**
8.4.1 The CFO presented the management accounts to July 2023. The July operating position was £1.5m better than revised budget which was set following the ONS reclassification of colleges to the public sector reflecting uncertainty as to the implications. For the College, its access to the £3.5m rolling credit facility (RCF) had been withdrawn overnight and there was a need to set a prudent budget to ensure the operating and cash position remained stable for the rest of the academic year. The College had replaced the RCF with a term loan of £1.25m from DfE, although this was achieved at the eleventh hour on 28 July.
We had also faced uncertainty throughout the year on income generation and despite prudent forecast of £47m for the year, this was still under-achieved by £2.6m. A contingency of £1.7m had been set to mitigate the income shortfall and this was intact by the year end. Actions had been taken during the year to reduce pay costs through restructuring and vacancies not being filled; pay savings of £600k had been achieved by the year-end.

8.4.2 Further careful management of non-pay budgets had also assisted in improving the year-end position by £1.5m:

- the award of capital grants during the year had replaced some revenue expenditure
- inflationary increases in energy costs were less than expected
- underspends in other costs such as marketing and exam charges.

8.4.3   Further year-end adjustments mean that the final position would change and the College was expecting all KPIs to be achieved, including a financial health grade of Good.

8.4.4   Moving into 2023/24 academic year the College was better placed, as a result of the 2022/23 financial position, to continue to manage the continued uncertainties in the sector. Income budgets were at a realistic level and resources continued to be allocated to improving the estate and ensuring budget holders had the funds to positively impact on the student experience. There was still a need to proceed cautiously and the need to operate efficiently was essential, performance would continue to be closely assessed through the year and further resources allocated should they become available.

8.4.5   The key points to note were as follows:
- The July accounts showed an improvement against revised budget, with a surplus of £1.1m against a budget deficit of £414k and a forecast surplus of £595k.
- EBITDA had improved by £1.3m to revised budget and £397k to forecasted budgeted. This position was likely to change as year-end adjustments were processed.
- At P12 income finished the year £2.6m (5%) below budget, and £63k (0.1%) below forecast the two significant underperforming areas being AEB and Apprenticeships.
- Offsetting the above:
  o   P12 pay costs were £664k (2%) below budget and £58k (0.2%) below forecast;
  o   non pay costs were £3.3m (22%) below budget and £349k (3%) below forecast.
- KPIs show a similar position to June. The Loan Balance and Borrowing as a percentage of income had red warnings as a result of drawing down the DfE loan in July in repayment of the RCF with Santander. The DfE loan was planned to be drawn down in August 2023 in the budget.
- The cash position remained positive being above budget by £2.2m at July 2023. The movement in cash was due to the DfE loan and reduced spend on pay, operating activities and capital projects than forecasted.

8.4.6   *Year-End Position*
- Work was now underway to close out the year-end position.

8.4.7   The CFO provided further clarification in response to questions from members. She explained that 2023/24 budgets had been set in line with expectations so there had not been a need for a contingency in this year.

8.4.8   **It was resolved** to approve the July 2023 management accounts.

8.5 **Management accounts to September 2023**

8.5.1 The CFO presented the management accounts for September 2023 which showed the position two months into the financial year. The key points were noted as:
- The September accounts represented activity at the start of the academic year and were an initial view of operating activity. It was noted that there was little activity during the month of August.
- The operating surplus of £0.9m was £0.2m higher than the budget surplus for 2023/24.
- Income would be the biggest risk as the budget for apprenticeships was expected to track to no more than 2022/23 levels based on current recruitment activity. It was therefore £0.5m lower than budget.
- The cash position continued to remain very positive. The cash position of £7m at the end of September compares very favourably to the target of £5.1m. The spend profile, and therefore income receipts, for capital had changed to match planned works in year. Additional SALIX funding (£327k) was received by the College since the completion of the CFFR. The cashflow included the additional 16-18 funding of £1.9m and the associated pay costs. The assumed clawbacks on income may change with the completion of the R14 in October.
- KPIs showed a positive position with most having a green indicator. The KPI currently flagged red was debtor days due to year end accruals.

8.5.2 Work was now being undertaken with budget holders on preparing a revised budget for approval by Corporation in December. The revised budget would include the additional £1.9m 16-18 funding, the additional 3.5% pay award and curriculum posts created as a result of this funding.

8.5.3 **It was resolved** to approve the September 2023 management accounts.

8.6 **Health and Safety Annual Review 2022/23 and action plan 2023/24**

8.6.1 S Johnson presented the paper which summarised the main health and safety issues and developments for the previous academic year:
- The college Health, Safety and Environmental committee met termly, and reviewed any issues and performance.
- The college was re-audited for its ISO 14001 accreditation which was completed successfully with all points raised being addressed.
- The Health and Safety Policy and Procedures were reviewed.
- The college's Environmental and Sustainability Policy and Net Zero Commitment statement were issued using the 'Every' system to confirm receipt.
- A number of health and safety training courses were delivered, which included essential Health and safety training required by all staff using the new online 'Every' system.
- Accident statistics decreased this year by 8.4% overall, but some sites saw an increase and were being monitored and audited to help make improvements.
- HSE reportable accidents increased from 2 to 5. All were staff and of a minor nature following a more than 7-day absence.
- The proposed Health and Safety Action Plan for 2023/2024 outlined the key areas for action in the academic year.

8.6.2   S Johnson provided further clarification on points of detail in response to questions from members.

8.6.3   **It was resolved** to note the health and safety annual review for 2022/23 and action plan for 2023/24.

8.7   **Health and Safety Policy**
8.7.1   The Health and Safety Policy had been reviewed and updated to conform with new job titles and roles and minor procedural changes.

8.7.2   **It was resolved** to approve the Health and Safety Policy.

N Gupta left the meeting.

9   Governance and compliance matters
9.1   **AoC Code of Good Governance (new code) for adoption**
9.1.1   The DCG advised that as an exempt charity, the Corporation must comply with at least one of the following codes:
-    Charity Governance Code.
-    Code of Good Governance for English Colleges (now called the *Further Education Code of Good Governance*).
-    The UK Corporate Governance Code.

9.1.2   The Corporation must include a statement of corporate governance and internal control within the annual report and accounts, setting out its compliance with its adopted governance code. Dudley College Corporation had previously adopted the Code of Good Governance for English Colleges as the code which best reflected its legal structure and operations.

9.1.3   The Association of Colleges had worked with representatives from the sector to produce a revised code, which was presented. The new Further Education Code of Good Governance was more concise than the previous version and was based on six principles of governance:
1.   Determination of aims and strategic oversight
2.   Responsibility and accountability
3.   Leadership and integrity
4.   Collaboration and stakeholder engagement
5.   Regulatory compliance
6.   Board and organisational effectiveness

9.1.4   The Corporation was asked to formally adopt the new Further Education Code of Good Governance.

9.1.5   The DCG advised that a template to measure compliance against the new code had been developed by AoC, which would be reported back to a future meeting of the Corporation to provide assurance on the level of compliance and any areas for further development.

9.1.6 **It was resolved** to approve the adoption of the AoC Further Education Code of Good Governance.

9.2 **Audit and Search Committees Terms of Reference 2023/24**

9.2.1 The DCG advised that the committee terms of reference for Audit Committee and for Search Committee had been reviewed and were recommended by the relevant committees for approval. Any changes to the previous version were tracked for ease of reference.

9.2.2 **It was resolved** to approve the terms of reference for audit committee and search committee.

9.3 **Quality Improvement Plan for Governance 2023/24**

9.3.1 The DCG presented the draft Quality Improvement Plan for governance for 2023/24. This report carried forward some actions which were ongoing from the previous plan and proposed a number of new actions as identified by the External Review of Governance presented at the Corporation Meeting in September, which were:

- Improve data collection of Governor diversity including protected characteristics and diversity of thought and use to inform future targeted recruitment campaigns.
- Develop a documented approach to Governor succession for key roles (including Chair of Corporation and Committee Chairs) and document a standardised approach to recruitment.
- Agree a policy position in respect of how meetings were undertaken with clear criteria for permitting hybrid meetings.
- Implement plans for Chair appraisal.

9.3.2 The Corporations' Quality Improvement Plan for Governance was noted as good practice during the external review process, bringing together in one place all actions for the continuous improvement of governance processes.

9.3.3 Once approved, progress against the actions would be regularly reported to the Corporation.

9.3.4 **It was resolved** to approve the Quality Improvement Plan for Governance for 2023/24.

9.4 **Appointment and re-appointment of members**

9.4.1 The Search Committee had met with Sarah Wood on 24th October 2023 and following the meeting they recommended her appointment to the Corporation for a period of 4 years, and as a member of the Finance & Estates committee, subject to the receipt of satisfactory references and DBS clearance.

9.4.2 The Search Committee noted that Liz Sithole's term of office expired on 11th November 2023 and recommended her appointment for a second term of office.

9.4.3 **It was resolved**

- to approve the appointment of Sarah Wood for a term of office of four years commencing 7th November 2023 and to appoint her to the Finance and Estates Committee.
- to approve the re-appointment of Liz Sithole for a term of office of four years commencing 12th November 2023.

9.5   Dudley Academies Trust update

9.5.1   *Development of a Master Collaboration Agreement*

9.5.1.1   The CEP advised that work was ongoing to draft a Master Collaboration Agreement in respect of the relationship with Dudley Academies Trust. The draft document was considered which showed the areas of collaboration and a working group had been arranged for Monday 27th November, which would be facilitated by legal advisors Stone King, with representation from both Dudley College Corporation and Dudley Academies Trust Board of Trustees. The main purpose of this working group would be to establish the overarching framework and key principles for working between the parties, from a legal perspective. The final master collaboration agreement would be brought back to the Corporation for approval in the Spring term.

9.5.2   *Review of related party transactions/service level agreement*

9.5.2.1   Following changes to the Academy Trust Handbook for 2023/24, there was no longer a requirement to seek prior approval for related party transactions where the Trust contracted with the College, nor any limit on the value. The Academy Trust Handbook now only required a declaration to be made to record the transaction in advance of the start date. This relaxation did not remove the requirement for good governance practices and processes to be followed and demonstrated in relation to arrangements.

9.5.2.2   On this basis, and to allow further time to complete the development of a wider master collaboration agreement between the Trust and College, an extension of the current arrangement was in place as an interim arrangement. Separate declarations had been submitted to ESFA by DAT prior to the start of the academic year for the following services that were contracted for the current academic year to allow the most flexibility of start and end dates for each service.

Alternative Provision & ESOL Support	£60,550
Governance Services	£55,332
ICT Services & Support	£55,000
Marketing & Print Services	£57,500
Provision of Chief Finance Officer	£86,500
Total	**£314,882**

9.5.3   *Appointment of Member of Dudley Academies Trust*

9.5.3.1   It was proposed to appoint Paul Noon as a Member of Dudley Academies Trust to fill a vacancy following Alison Hodge's resignation. The Corporation was not required to approve this appointment, as the role was undertaken by an individual in their own right. The appointment would be approved by a resolution of the existing Members of Dudley Academies Trust.

9.5.4   **It was resolved** to note the update in relation to Dudley Academies Trust.

9.6   **Governor link plan for 2023/24**
9.6.1   The DCG advised that, following members' input at the Strategic Development Day in September, the governor link plan had been finalised for 2023/24. SLG leads for each area would liaise with linked governors in order to arrange visit dates for the year.

9.6.2   Members would be asked to feed back on their visits/engagement activities using the visit template which would be provided prior to the activity. These reports would form the basis of a termly summary of activity which would be reported to the Corporation.

9.6.3   **It was resolved** to approve the governor link plan for 2023/24.

9.7   **Search committee – minutes of meeting held 24 October 2023**
9.7.1   Paul Noon, as chair of the Search Committee, presented the draft minutes of the meeting held on 24th October 2023 and noted that matters for approval had been covered under agenda item 9.4.

9.7.2   Members noted the recruitment flyer which had now been produced to assist in the promotion of governor vacancies. The DCG advised that she would share a version of this document with members who were encouraged to circulate this within their own networks. This would also be promoted on the College's social medial channels and to other community stakeholders.

9.7.3   **It was resolved** to note the minutes of the Search Committee of 24th October 2023.

10   Any Other Business
10.1   There were no items of other part 1 business.

11   **Date of next meeting**
11.1   The next meeting of the Corporation would be held on Tuesday 12th December 2023 at 4.30pm.

        Senior staff, staff and student governors left the meeting. The part 2 meeting was the subject of a separate confidential minute.

Approved by members at the Corporation Meeting held 12th December 2023