

**Part I Minutes of the Corporation Meeting held on Tuesday
19th March 2024 at 4.30pm in Conference room I, Broadway**

Members Present: Ian Austin (*Teams*) Paul Noon (*Teams*)
 Liam Butler (*Chair*) Jason Parker
 Matthew Collins Liz Sithole (*Teams*)
 Wendy Davies Neil Thomas (*Chief Executive & Principal*)
 Nirmal Gupta Tom Westley (*Teams*)
 Paul Hartridge Sarah Wood
 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*)
 Kathryn Jones (*Director of HR*)
 Louise Jones (*Chief Finance Officer*) (*CFO*)
 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. As the Chair had joined the meeting on Team, the Vice Chair, Liam Butler, took the chair for the meeting.

2 Apologies for absence

2.1 Apologies for absence had been received from Jack Stokes and Ana Ferreira.

3 Declarations of interest

3.1 Declarations of interest were noted in relation to item 10 from Valerie Little, Tom Westley, Neil Thomas, Ian Austin.

4 Appointment of members

4.1 *Matthew Collins*

4.1.1 The DCG advised that Search Committee members had met with Matthew Collins on Monday 5th February 2024 and recommended his appointment as a member of the Corporation and the Audit Committee, subject to satisfactory references and DBS clearance.

4.2 *Liam Butler*

4.2.1 Members noted that the re-appointment of Liam Butler had been agreed by written resolution for a second term of office for 4 years from 11th February 2024.

4.3 *Jason Parker*

4.3.1 Members noted that the re-appointment of Jason Butler had been agreed by written resolution for a second term of office for 4 years from 8th March 2024.

- 4.4 *Staff member election*
- 4.4.1 The DCG advised that the election process for a new professional services staff governor had closed on Friday 15th March and that Ana Ferreira had been duly elected to serve a four-year term of office from that date.
- 4.5 **It was resolved** to appoint Matthew Collins as a member of the Corporation and Audit Committee, to note the re-appointment of Liam Butler and Jason Parker; and to note the appointment of Ana Ferreira.
- 5 **Approve minutes of previous meetings held on 12th December 2023 and 18th January 2024**
- 5.1 The minutes of the meeting held on 12th December 2023 were confirmed as a true record for signature by the Chair.
- 5.2 The minutes of the meeting held on 18th January 2024 were confirmed as a true record for signature by the Chair.
- 6 **Matters arising**
- 6.1 There were no matters arising not covered on the current agenda.

Student centred matters

- 7 **SEND annual report**
- 7.1 The VP presented the SEND annual report which provided overview of provision for Students with Special Educational Needs and Disabilities(SEND). The report noted that:
- 7.2 *16 to 18 (and those 19-24 with an EHCP)*
- 1281 learners declared a disability or learning difficulty.
 - 368 learners with an Education Health and Care Plan.
 - 175 learners had high needs funding (currently 190 learners and additional in year funding had been obtained from local authority).
 - 208 learners were enrolled on discrete SEND provision.
- 7.3 *Adults*
- 408 learners declared a disability or learning difficulty.
 - 235 learners requested support at enrolment.
 - 197 learners were being supported.
- 7.4 *Apprentices*
- 248 learners declared a disability or learning difficulty.
 - 105 learners were being supported.
- 7.5 The College continued to work with local authorities and other organisations to provide support for SEND learners, to review funding in year and to plan for the future. The College employed multiple roles to support SEND and continued to review effectiveness.
- 7.6 Achievement rates for SEND learners were included within the report. It was noted that the differential in performance for 16-19 learners compared to non-SEND learners was related to English and mathematics achievements. To

address this issue, all Aspire learners were now undertaking English and mathematics programmes which were more suited to their needs.

- 7.7 The VP highlighted the success of the supported internship programme which provided a positive pathway for learners into employment.
- 7.8 She noted that P Noon had agreed to undertake the role of SEND lead governor and had met with Lynn Glazzard and other members of the team. P Noon advised that he had been impressed by the hard work and commitment of the team. He noted that the current accommodation for Aspire was under some pressure and the VP advised that the development of the additional Broadway property over the summer would provide additional facilities.
- 7.9 P Noon highlighted the need for support from employers for the supported internship programme and the VP invited any members who could offer places to consider this. It was noted that Thomas Dudley had taken on an intern, as had a number of other employer partners, but there was a requirement for further additional placements.

- 7.10 Members noted that the demand nationally for high needs places was growing and so there was a potential risk that sufficient places may not be funded in future. The VP advised that there had been no need to cap places at present and that Dudley local authority had provided additional in-year funding to cover learners in the current year, although this was not guaranteed.

- 7.11 In response to a question from N Gupta, the VP explained the use of the CPD Cloud for training and staff development which would be accessed by all staff. She advised that all curriculum teams had been visited by SEND specialists at the start of the academic year, to explore their learners' additional needs.

- 7.12 **It was resolved** to note the SEND annual review.

8 **Students' Union Termly Report**

- 8.1 The CEP advised that the Students' Union termly report had been provided for members information and this was supported by a video recorded by J Stokes which was viewed by members.
- 8.2 The CEP explained that J Stokes was being supported by all West Midlands colleges to stand for Vice President for Further Education for the National Union of Students.

- 8.3 **It was resolved** to note the Students' Union Termly Update.

9 **Vice Principal's Termly Report**

- 9.1 The VP presented her termly report which 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 Vice Principal highlighted some of the key points from the report as:
- Digital T Level Learners recently attended an event in Birmingham attended by 30 employers where they pitched their projects.

- Criminology learners visited forensic house at University of Worcester and participated in a mock trial.
- A wide range of arts shows and productions.
- Beauty learners had gained some prestigious work placements.
- Examination preparations underway with mock examinations.
- The College would be hosting regional heats of Skillbuild at the CAT Centre.
- Aspire learners were taking part in the SEND Worldskills competition.
- Continued expansion of the Black Country Skills Shop which would achieve £500k income this year.
- Animal science building was on course for completion and careers events had taken place to promote careers options available in this area.
- Partnerships for T Level learners - Dudley NHS were taking all T Level health learners on a rotational basis, EON were taking all electrical learners and Hadley Group were taking Engineering learners.

9.2 The VP answered questions from members in relation to T levels, explaining that many employers took on learners at the end of their programme and supported them to undertake higher level qualifications. It was noted that achievements for last year's cohort of T Level learners had been high compared to national benchmarks.

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

Strategic Matters

10 **Dudley Academies Trust – appointment of member**

10.1 It was noted that any Corporation member who was a Trustee or Member of Dudley Academies Trust was ineligible to vote in respect of this appointment and in this regard Valerie Little, Tom Westley, Neil Thomas and Lord Austin declared an interest.

10.2 The DCG advised that, in accordance with Dudley Academy Trust's Articles of Association, Dudley College of Technology, as sponsor of the Trust, had the right to appoint a Member to take the place of Alison Hodge, who had resigned from this position on 1st October 2023. The Corporation was asked to formally approve the appointment of Paul Noon as a Member of Dudley Academies Trust to fill the vacancy following Alison Hodge's resignation.

10.3 The DCG advised that there was a further vacancy for a member to take the place of Charlie Harvey, who had resigned from her role as a Member to take up an appointment as Trustee of Dudley Academies Trust. *Any member who would be willing to take on this appointment was invited to contact the DCG.*

10.4 **It was resolved** to approve the appointment of Paul Noon as a Member of Dudley Academies Trust.

11 **Confidential – Health Innovation Dudley update**

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

Routine business matters

12.0 **Finance & Estates Committee - Minutes of meeting held on 11th March 2024**

12.0.1 J Parker, as Chair of the Finance & Estates Committee presented the draft minutes of the meeting held on 11th March 2024 and highlighted matters considered at the meeting which were not covered on the present agenda.

12.0.2 **It was resolved** to note the minutes of the Finance & Estates Committee of 11/03/2024.

12.1 **Management accounts to January 2024**

12.1.1 The CFO presented the management accounts for January 2024 which showed the position six months into the financial year. The accounts and commentary took account of the revised budget that had been approved by Corporation. The key points were noted as:

- The operating surplus of £0.84m was tracking to the revised budget surplus for 2023/24.
- Income would be the biggest risk as the budget for apprenticeships was expected to track to £0.5m below the revised budget of £6.4m based on current recruitment activity.
- The cash position was behind the revised budget target of £5.7m, but still remained at 33 days. The reasons for this variance were noted as:
 - Impact of underachievement of target of £200k for Apprenticeships in January.
 - The spend profile, and therefore grant receipts, for capital had been updated to match planned works in year, this was an ongoing process as works progressed.
 - Payment not received from DfE for claim against FECTF of £664k which was being investigated, and was believed to be as a result of a change of contact at DfE.
 - Delay in confirming details for high needs invoicing of £853k, therefore a delay in receiving cash for term 1.
- A number of KPIs were flagged as red due to the impact of cash, it was expected that February's cashflow would be in a favourable position, this was being monitored closely during the month. This affected KPIs on cash reserves, cash days in hand and net cash days in hand. The adjusted current and debt service ratios were flagged red, this was not seen as a concern for the year end. The debtor days KPI was red due to the impact of the delay in raising the high needs invoice, the monies for which should be received in the next period.
- Loan covenants were expected to be met in line with budget at the year end.
- Financial health continued to be Good.
- The sensitivity analysis showed a best case and worst case scenario against the original budget. There were no concerns that the worst case scenario would be realised.

- 12.1.2 The management accounts had been recommended by the Finance and Estates Committee for approval.
- 12.1.3 The CFO advised that since production of these accounts, a portion of the awaited high needs income had been received but some funds were still outstanding. This had resulted in an improved cash position at the end of February.
- 12.1.4 The CFO answered questions from members on points of detail, advising that Discretionary Learner Support Funds were held in a separate account and so not included in the accounts. Funds could be carried forward for one year if unspent.
- 12.1.5 Members discussed the position in relation to apprenticeships which appeared to have plateaued. The CEP advised that DfE were aware of the barriers for employers in engaging with apprenticeships but there was a greater focus on other areas of curriculum reform at present. He confirmed that the College's budgetary planning had not assumed any growth in this area.
- 12.1.6 **It was resolved** to approve the management accounts to January 2024.
- 12.2 **Revised budget**
- 12.2.1 The CFO presented the report which provided an updated budget at quarter two, incorporating the financial changes since revised budget quarter one was originally approved by Corporation in December. The financial strategy had also been updated to reflect the new strategic plan 2024-27. Of particular note were:
- Increase in 16-19 funding from the DfE as a mid-year adjustment for higher student numbers.
 - Reduction in apprenticeship income to reflect forecast recruitment.
 - Positive variance on pay by £243k due to removing headroom included in revised budget quarter one.
 - LSIF funding to be received during the year which would be spent on a mix of revenue and capital spend. This must be spent by year end.
- 12.2.2 These changes had resulted in a small increase in EBITDA of £28k to £3,240k. The operating deficit had improved to £144k, an increase of £106k compared to revised budget quarter one. The targets in the financial strategy and the KPIs were largely unaffected when compared to the revised budget quarter one, with just adjusted current ratio decreasing slightly, caused by small decreases in cash and other receivables expected. There was no material impact on the loan covenants or financial health measures, the latter remained at Good.
- 12.2.3 The revised budget had been recommended by the Finance and Estates Committee for approval.
- 12.2.4 **It was resolved** to approve the revised budget for 2023/24.
- 12.3 **Value for Money/Public Benefit Statement**
- 12.3.1 The CFO advised that the Office for Students (OfS) included value for money as one of its four primary regulatory objectives and required that providers regularly

published clear information about arrangements for securing value for money including data about the sources of income and the way that income was used.

12.3.2 The statement set out how the College ensured that value for money was prioritised and delivered and included updated detail on College income sources and how this money was spent to reflect the 2023 financial statements.

12.3.3 The value for money statement had been recommended by the Finance and Estates Committee for approval.

12.3.4 **It was resolved** to approve the value for money statement and for the statement to be posted on the College's website.

12.4 **Commercially Sensitive - Estates and Capital projects update**
This matter is the subject of a separate and confidential minute.

12.5 **Treasury management policy**

12.5.1 The CFO presented the treasury management policy which had been reviewed and a number of changes made partly in relation to Managing Public Money.

12.5.2 In response to a question from the Vice Chair, [the CFO agreed to look at the mechanism for monitoring banks' credit ratings as detailed in Annex A to ensure that it was possible to reflect any changes to ratings in this list](#). The CFO advised that, in practice, any surplus funds were invested through a sweep account with the College's current bankers.

12.5.3 The Treasury Management Policy had been recommended for approval by the Finance and Estates Committee.

12.5.4 **It was resolved** to approve the Treasury Management Policy.

12.6 **Gas contract procurement**

12.6.1 The CFO provided details of the process undertaken to consider the future gas consultancy contract which was due for renewal on 1st April 2024. This proposal had been considered in detail at the Finance and Estates Committee.

12.6.2 Quotations had been obtained from three energy consultants including the current incumbent, and the merits of each offer had been considered. The preferred option was to place the contract with Inenco, who purchased gas on a wholesale basis and the approach was considered to provide a more competitive price than the other companies. The College had obtained favourable recommendations on this company from another college as well as the AoC.

12.6.3 **It was resolved** to note the appointment of Inenco as the College's energy consultants for the renewal of the gas contract.

13 **Confidential - IOT update**

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

14.0 **Audit Committee - Minutes of meeting held on 4th March 2024**

14.0.1 L Butler, as Chair of the Audit Committee, presented the draft minutes of the meeting held on 4th March 2024 and highlighted matters covered at the meeting.

14.0.2 He noted that the internal audit reports from RSM provided the board with assurance that effective controls were in place and that the rolling schedule of recommendations showed that actions were being addressed by management.

14.0.3 **It was resolved** to note the minutes of the Audit Committee meeting held on 4th March 2024.

14.1 **Performance of external auditors 2022/23 and appointment for 2023/24 accounts**

14.1.1 The CFO noted that the College was required to consider the performance of the external auditors on an annual basis. The 2022/23 audit was the second year of Bishop Fleming's appointment as external auditors. The audit committee had considered the assessment of performance which showed that the College was very happy with the service provided by BF. The current external audit contract was awarded from 1st August 2022 for a period of 3 years subject to satisfactory performance. The audit committee had therefore recommended the reappointment of Bishop Fleming for the 2023/24 external audit. The cost of the audit would include an increase in line with the consumer price index, as agreed in the audit contract.

14.2.2 **It was resolved** to approve the appointment of Bishop Fleming for the 2023/24 accounts.

14.2 **Appointment of internal auditors**

14.2.1 The CFO provided an updated on the completion of the retender for internal audit services. Following the tender process, three firms had been selected to present to a panel consisting of Audit Committee members, the Chief Executive and Principal, Chief Finance Officer, Director of Corporate Governance and Head of Finance. After careful consideration, the panel and subsequently the audit committee had agreed to recommend RSM as the college's internal auditors.

14.2.2 **It was resolved** to approve the appointment of RSM as internal auditors for three years commencing academic year 204/25, with an option to extend this for a further two years, subject to an annual assessment of performance.

14.3 **Risk management spring term report**

14.3.1 The CFO advised that the risk register had been updated to align to the new strategic plan 2024-27. Risks were now listed against the new categories of People, Place, Innovation and Sustainability. Many of the risks were the same or similar, with a small number of new risks arising from the strategic plan.

Members noted a summary of the changes:

- There were 11 existing risks. Eight have been matched to nine risks from the strategic plan.
- There were three new risks from the strategic plan that did not map, being:

- People: Failure to engage with our community partners, funding bodies and sector partners. This had been combined with the risk on Place: Engaging with our education partners.
- Innovation: We will create a barrier to engaging with our learners and employers if our professional services are not using and developing the systems that will best serve our customer needs.
- Sustainability: Horizon scanning, engagement with policy makers and staying abreast of educational developments will be critical for the successful future of the College. This had been combined with the risk on Innovation: responding to curriculum reform.
- There were four existing risks that did not map neatly to risks in the strategic plan. They had been actioned as follows:
 - The quality of apprenticeship provision was lower than required, this could result in apprentices not achieving their qualification. **Proposed:** retain as recommendation by Ofsted, add to innovation core aspiration.
 - The College was unable to deliver the work experience strategy, as a result of lower than expected work placements. **Proposed:** retain as recommendation by Ofsted, add to Innovation core aspiration or People core aspiration.
 - The college's response to an event falls short of statutory requirements on keeping children safe. **Proposed:** drop as Ofsted recognised strong safeguarding measures in place.
 - College business was at risk from cyber security threats. **Proposed:** Retain as this was still a very relevant risk; add to Sustainability core aspiration.

14.3.2 As a result there were now 13 risks on the risk register; 9 continued to be rated amber (as before), 4 were rated yellow compared to 2 previously.

14.3.3 Members considered the risk register which showed the actions that were being taken to further mitigate the risks identified. A number of risks had actions that were subject to delay and members noted that actions were in progress to address these. All areas were subject to close scrutiny by the senior leadership team to ensure that any barriers to successful completion were being tackled.

14.3.4 RSM had provided their latest report on emerging risk considerations, which was provided for members' information. The report was based on a survey of board members and professional advisors across all industries. It was noted that the top 3 most prevalent risks were in line with the College's own assessment:

14.3.5 **It was resolved** to approve the risk management spring term report.

15.0 **Standards Committee - Minutes of meeting held on 5th February 2024**

15.0.1 P Noon, as Chair of the Standards Committee, presented the draft minutes of the meeting held 5th February 2024 and highlighted matters considered at the meeting including a number of items recommended for approval and covered on the current agenda.

- 15.0.2 **It was resolved** to note the minutes of the Standards Committee of 05/02/2024.
- 15.1 **College Operational Development Plan 2024**
- 15.1.1 The CEP presented the College Operational Development Plan (CODP) for 2024. This plan incorporated key actions from the Strategic Plan that related to the coming year as well as areas identified through the Annual Strategic Impact Assessment (ASIA), the recent Ofsted feedback or other regional and national priorities. This was then supported by Quality Improvement Plans in every curriculum area and professional services team, delivered through the performance management system and monitored through the annual cycle of performance data. The Standards Committee would then review the CODP at each meeting.
- 15.1.2 The draft CODP had been presented to Standards Committee and was recommended for approval.
- 15.1.3 **It was resolved** to approve the operational development plan for 2024.
- 15.2 **Accountability statement changes to guidance**
- 15.2.1 The CEP advised that the guidance for colleges on the annual Accountability Agreement and the duty for Corporations to review how effectively the College was meeting local needs had been updated by the Department for Education. One set of guidance had now been issued to incorporate and replace the 'Review how well the education or training provided meets local needs' guidance (published in July 2022) and Accountability Agreements guidance (published in April 2023).
- 15.2.2 The requirement for colleges and designated institutions to report separately every three years on the outcomes of the Local Needs Duty had been removed. Colleges would now be able to demonstrate they were fulfilling their statutory duty by completing their annual Accountability Statement.
- 15.2.3 The next annual Accountability Statement was due for submission by 30 June 2024. A further update on production of the College's Accountability Statement for 2024/25 would be brought to the Standards committee for consideration at the May meeting, prior to approval by the full Corporation for submission by the 30th June deadline.
- 15.2.4 **It was resolved** to note the accountability statement changes to guidance.
- 15.3 **Data dashboard update**
- 15.3.1 The CEP advised that the data dashboard had now been updated, as previously agreed, to include a new High Needs section. In-year sections on enrolments and attendance were updated with latest data and all other sections had been updated to reflect the Annual Strategic Impact Assessment for 2022-23. He invited members to review the live data which was publicly available via the College website.

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

Governance and compliance matters

16 **AoC Code of Good Governance – audit of compliance**

16.1 The DCG advised that, at its meeting on 7th November 2023, the Corporation had adopted the new Further Education Code of Good Governance, which replaced the Code of Good Governance for English Colleges. A template to measure compliance against the new code was developed by AoC, and this had been used as a basis to assess and provide assurance on the Corporation's level of compliance with the new Code, and thereby to highlight any areas for further development.

16.2 This assessment had now been completed and was provided for members' consideration and agreement. The exercise had not identified any additional actions which were not already included in the Quality Improvement Plan for Governance for 2023/24.

16.3 **It was resolved** to approve the assessment of compliance with the AoC Code of Good Governance.

17 **Search Committee - Minutes of meeting held on 5th February 2024**

17.1 P Noon, as Chair of the Search Committee, presented the draft minutes of the meeting held on 5th February 2024. The key item from the meeting had been covered at agenda item 4.1.

17.2 **It was resolved** to note the minutes of the Search Committee held on 05/02/2024.

18 **Skills Audit of members and Diversity Analysis**

18.1 The DCG thanked members for completing the annual skills audit which was an important way of assessing the training needs of the board and informing planning for recruitment of new members.

18.2 The skills audit had been completed with a total of 12 respondents out of a possible 15 (including co-opted committee members). A summary of the anonymised responses was provided together with any additional comments made by the respondents.

18.3 The following questions showed the lowest overall scores:

- *Legal/law services* – whilst this was the lowest score overall, the board had two members who had scored 5 for these specific skills.
- *Working with international markets/partners* – this skill was of less significance following the College's withdrawal from Dudley Worldwide activities.
- *IT Management* – 4 members had scored themselves 4 in this skill.
- *Estates Management* – 4 members had scored themselves 4 in this skill.

18.4 The DCG noted that the aim was not for every member of the board to score highly on every aspect of the skills mix, it was more important to ensure that the board possessed an appropriate mix and balance of skills collectively.

18.5 The DCG presented the outcome of the diversity survey carried out by the board. She advised that whilst the College had previously reported on diversity characteristics of its Corporation members on the Dudley Dashboard, the collection of additional data had now been introduced, to address a recommendation in the recent external review of governance to measure wider characteristics which influenced diversity of thought.

18.6 The full diversity analysis was considered and members noted the importance of the board's membership reflecting the diversity of the local community. [Members agreed that it may be helpful to further explore this topic at the forthcoming strategic development event.](#)

18.7 **It was resolved** to note the skills audit and board diversity survey.

19 **Feedback from governor link sessions**

19.1 The DCG outlined the link governor sessions which had been held to date:

- *Safeguarding* - Valerie Little had met with Diana Martin and Lyn Glazzard on 18th December 2023.
- *SEND/Mental health and wellbeing* - Paul Noon and Jack Stokes had met with Lynn Glazzard on 1st February 2024.
- *Dudley Learning Quarter* - Jack Stokes and Paul Hartridge had met with Clare Millard and Samamtha Jocelyn Spears on 26th February 2024.
- *Brierley Hill Learning Quarter* - Liz Sithole had met with Lynn Glazzard and Claire Millard on 29th February 2024.
- *Risk management, IT, Digital, Cybersecurity* - The meeting was scheduled to be held on 4th March 2024 but was currently being rearranged.

19.2 [Members were reminded of the request to complete and return the visit template, so that these could be summarised and presented as feedback to the board.](#)

19.3 **It was resolved** to note the update on governor link session activities.

20 **Any Other Business**

20.1 No further items of part I business were raised.

21 **Date of next meeting**

3rd May 2024 Development Event

18th June 2024 Budget meeting

The part 1 meeting closed at 18.36.

Staff members Susanne Davies, Debbie Goode, Steve Johnson, Kathryn Jones, Louise Jones, Diana Martin left the meeting.

Sarah Woods left the meeting.

The part 2 meeting is the subject of a separate confidential minutes.

Approved by Corporation members at the meeting held 18th June 2024.