



MINUTES OF BOARD MEETING HELD ON THURSDAY 13TH JULY 2017

- Present:** Fiona Armer
 Bailey Casson
 Peter Clark Chair
 Mark Donaldson
 Patricia Drake
 Richie Dunk
 Jenny Grainger
 John Rees Principal
 Malcolm Rogers
 Pete Sanderson
 Janet Tyas
- In Attendance:** Denise Cheng-Carter Deputy Principal (Finance & Resources)
 Rachael Hennigan Vice-Principal (Learning & Achievement)
 Lesley Venables Clerk to the Corporation

PART ONE

APOLOGIES FOR ABSENCE

267 Apologies for absence were received from Rachel Court (External Governor), Lettitia Ingham (Student Governor) and Greg O’Shea (Staff Governor).

DECLARATIONS OF INTEREST

268 Declarations of interest were received from Janet Tyas in respect of minutes 289 to 294 and Malcolm Rogers in relation to minutes 344.

APPOINTMENT OF GOVERNORS

269 The Clerk reported that nominations and elections had recently been completed for a teaching staff governor and one of the student governors to replace Greg O’Shea and Bailey Casson respectively, whose terms of office would expire shortly. A further process would take place early in September to identify a second student governor and a nomination would be submitted for approval to the October Board meeting.

- 270 **Resolved -**
- 1 That Katie Walker be appointed as a teaching staff governor for a four year term of office, commencing on 1st August 2017
 - 2 That Mark Lowe be appointed as a student governor for a one year term of office, commencing on 1st August 2017

MINUTES

271 **Resolved -** That, subject to some minor amendments, the minutes (Parts 1 and 2) of the meetings held on 6th April and 9th June 2017 be approved as a correct record and signed by the Chair.

MATTERS ARISING

272 Governors received a list of actions from the previous meeting, together with an update on progress against each of these. It was noted that all issues were either in progress, had been completed or featured on this agenda.

273 Under minute 202, the Chair reported that he had reviewed the draft Access Agreement, which had now been signed by the CEO and submitted to the Office of Fair Access.

274 At the Board meeting held on 9th June, governors had received and approved in principle proposals to enter into a partnership agreement with Kirklees Industrial Training Services to deliver apprenticeships (minutes 254 to 263). Discussions had continued and a due diligence process had been undertaken, with a formal agreement now in place between the two parties, after consultation with the Chair and Vice-Chair. It was noted that Leeds City College, with which KITS had previously contracted this provision, had been supportive and professional in ensuring a smooth transfer to Calderdale College.

PERFORMANCE REPORT

275 Governors were advised that the majority of the information in the performance report had been submitted for detailed discussion at either the Learner Committee or Financial Performance & Efficiency Committee, which had been held recently.

276 It was noted that the College had recently re-profiled the delivery of its ESF provision due to delays in these programmes starting in the early part of 2016/2017; these proposals had been accepted by the Education & Skills Funding Agency. Performance for the majority of contracts was positive, with the exception of Leicestershire, and in the two programmes where the work centred around supporting individuals who had been made redundant and delivery was, therefore, dependent on job losses occurring.

277 The College and ESFA would be reviewing all contracts at the end of August and further flexibility on delivery would be sought.

278 In terms of sub-contracting provision, the performance of one partner had been a concern, with some inaccuracies in the figures provided. Management believed these issues to have been resolved and clear expectations would be set for 2017/2018.

CHIEF EXECUTIVE'S REPORT

279 Governors received a wide-ranging briefing on the external landscape faced by the College. The Principal set out information on individual learners success stories in each curriculum area, which highlighted the number and breadth of activities in which students were involved and demonstrated a shift in focus compared to previous years to employability and skills development.

280 An approach had been made by the Head of Sixth Form at Crossley Heath School to teach approximately 10 learners for whom the College's student environment and learning experience would be more appropriate. The Board was reminded that, previously, the relationship between the two organisations had been on a much smaller scale.

281 A decision had been taken to terminate the College's agreement with Mark Riley Hair Academy with effect from January 2018, due to reductions in learner numbers. A small number of continuing apprentices would be transferred to the College's own provision to enable them to complete their qualifications, with no further recruitment after that. Notice had been given to the landlord of the Academy's premises in Brighouse. Governors were assured that an amicable agreement had been reached with Mark Riley and no negative publicity should result from this decision.

282 The West Yorkshire Colleges' Consortium had been successful in bidding for an ESF project grant of £3.5m (with a further £3.5m match funding) to deliver programmes to individuals who did not normally progress to HE. A second project submission would focus on increasing the proportion of young people who progressed to HE in 3 areas – disadvantaged backgrounds, minority ethnic groups and males from disadvantaged backgrounds.

STRATEGIC PLAN 2017/2018

283 Following the work undertaken by governors and the senior leadership team at the development day in June, a final version of the College's Strategic Plan for 2017/2018 had been prepared and was presented for approval. This had been based on the 4 strategic pillars (compared to 5 in the previous version of the Plan) and it was noted that some areas of specialist focus had now been confirmed, such as Digital and Creative programmes. Three objectives had been set under each pillar, against which performance would be measured.

284 Governors questioned whether Skills for Jobs included the behaviours expected of learners in the workplace. The CEO responded that these attributes were being covered with employers as part of the curriculum review and were in addition to learners' main qualification.

285 In response to questions, the Deputy Principal reported that employer satisfaction was currently in line with the national average.

286 **Resolved -** That the Strategic Plan be approved, subject to HE/Higher Skills being added to Priority 1

FINANCIAL FORECAST 2017/2018 TO 2019/2010 AND BUDGET FOR 2017/2018

287 The Deputy Principal presented the draft Financial Forecast for 2017/2018 to 2019/2020, which included the Budget for 2017/2018. Detailed scrutiny had been given to both items at the recent meeting of the Financial Performance & Efficiency Committee.

288 Governors were advised that achievement of the proposed operating surplus would be challenging, particularly for 2017/2018 and the Committee had debated the assumptions made in the Plan leading to this outcome.

Janet Tyas declared an interest in this item.

289 The Financial Performance & Efficiency Committee had been concerned that no provision had been made for a staff pay award in 2017/2018, in the context of historic pay awards and against a background of skills shortages amongst lecturing staff in some areas, such as English and Maths. As a result the Board received a separate report, outlining possible options on pay and their implications, together with information on previous pay increases.

290 Governors asked whether there was any regulatory requirement for setting the amount of operating surplus in the Budget. The Deputy Principal reported that 2 to 3% appeared to be considered appropriate across all colleges, but many organisations actually had a financial deficit.

291 In compiling the Budget, management had sought to build in resilience for the future. Whilst governors felt that this was vital to future stability and success, making a pay award for 2017/2018 would only mean that it may take longer to achieve this position. The College was skilled in managing its costs but there was also a need to be prepared for unforeseen circumstances and approving a pay award would put further pressure on the size of the surplus for 2017/2018. An external company had been engaged to review the College's cost base and compare this to national benchmarking information, which would be used to seek efficiency savings.

292 The Board commented that, although the financial situation had been challenging over the past 2 to 3 years, the College had still awarded a pay increase to its staff.

293 In response to questions, the Deputy Principal reported that approximately 50% of staff would be eligible for an increment, as not all individuals were on a fixed pay scale. A proposal was made for a 0.5% increase for staff pay in both 2017/2018 and 2018/2019. The latter could be reviewed according to performance levels and dependent on future affordability.

- 294 **Resolved -**
- 1 That the Financial Forecast for 2017/2018 to 2019/2020 be approved, the first year of which formed the Budget for 2017/2018
 - 2 That all staff (with the exception of senior postholders) be awarded a 0.5% pay increase with effect from 1st August 2017
 - 3 That any future pay increases be reviewed at the appropriate time, dependent on affordability and performance levels

SEARCH & GOVERNANCE COMMITTEE – 15TH JUNE 2017

Membership & Recruitment Issues

295 In the absence of the Committee chair, the Chair reported on recent membership and recruitment activities, including the appointments approved earlier in the meeting.

296 Following the resignation of Charlotte Grace and a recommendation from the internal auditors, the Committee was currently seeking an individual with an accountancy qualification to fill the one vacancy on the Board. It was hoped that this process would be completed in the new academic year and that the successful candidate could be appointed at the October meeting.

297 Recommendations had been made for the re-appointment of two external governors and two co-opted non-governors.

Committee Memberships Schedule

298 The Clerk presented an updated version of the schedule of committee memberships, which took account of recent developments. The schedule would be kept under review during 2017/2018 to ensure that committee memberships continued to be effective and made the most appropriate use of governors' skills and experience.

Committee Responsibilities

299 Following discussions at the Learner Committee meeting in March, the Clerk had analysed the current responsibilities of each committee to determine whether the schedule of items was still appropriate.

300 A number of amendments to the terms of reference for each committee had been identified and were included in a revised version of the responsibilities structure. These included adding Safeguarding and Equality, Diversity & Inclusion to the remit of the Curriculum, Quality & Standards Committee.

Governor Training Plan 2017/2018

301 Governors received a draft training plan for 2017/2018. This had been compiled from various sources, including the outcomes of the performance evaluation process, discussions at Committee meetings and best practice in governance.

Amendment to Instrument of Government

302 The Committee was reminded that the current Instrument & Articles of Government had been approved by the Board in 2013.

303 After consideration of some issues surrounding governor attendance during 2016/2017 the Search & Governance Committee had recommended an amendment to the Instrument to permit governors to participate in meetings via telephone or video-conference. It was noted that any such occasions would be by exception and required advanced notification to the Clerk and approval from the relevant chair.

Standing Orders

304 This item was deferred to the October Board meeting, due to further changes that needed to be incorporated in to the final document.

Attendance

305 The current level of attendance for Board meetings in 2016/2017 was 81% (compared to 78% for the full year in 2015/2016). The overall percentage for Board and committee meetings was 81%, which was consistent with the previous year, and meant that the target of 80% had been achieved.

306 All committees had met the identified target with the exception of the Audit Committee (71%) which was due to the majority of governors being absent for one meeting during the year. The situation would be monitored closely in 2017/2018 and any remedial action taken where necessary.

307 Any significant issues on attendance had been raised with governors during the performance evaluation process undertaken by the Chair and the Clerk. Several governors with relatively low levels of attendance had now resigned from the Board due to personal and/or work commitments.

Skills Audit and Evaluation Process

308 The Search & Governance Committee had agreed the content of a proforma to be used to assess governors' skills and identify any gaps in the Board's overall profile. Proposals had also been received on the format to be used for the evaluation of the Chair of the Board, which would take place in January 2018 (at the same time as individual governor evaluations). The final versions of these documents would be submitted for approval to the Board's October meeting.

309 The Clerk was asked to circulate the summary outcomes of the 2015/2016 evaluation process to all governors for information.

- 310 **Resolved -**
- 1 That the following reappointments be approved:
 - 1.1 Rachel Court as an external governor for a 4 year term of office
 - 1.2 Malcolm Rogers as an external governor for a 4 year term of office
 - 1.3 Sarah Jones a co-opted non governor on the Audit Committee for a 1 year term of office
 - 1.4 Diane Cothey as a co-opted non-governor on the Curriculum, Quality & Standards Committee for a 1 year term of office.
 - 2 That the schedules of committee memberships and committee responsibilities be approved
 - 3 That the terms of reference of each committee be reviewed to ensure that they reflect the appropriate remit and submitted for approval to the Board's October meeting
 - 4 That the training plan for 2017/2018 be approved

- 5 That the amendment to the Instrument of Government to permit participation in meetings by telephone or video-conference be approved
- 6 That proposals on a new skills audit and the evaluation of the Chair be submitted for approval to the October Board meeting

AUDIT COMMITTEE – 22nd June 2017

311 Governors received for information the draft minutes of the Audit Committee meeting held on 22nd June 2017.

312 The Committee had discussed in detail four internal audit reports on Student Destinations & Progression, Curriculum Planning, Corporate Governance and Follow-Up of Recommendations from 2015/2016.

313 The Committee had recommended for approval by the full Board the Internal Audit Plan for 2017/2018 and the Financial Statements Audit Plan for the 2016/2017 Financial Statements.

314 A revised Whistleblowing Policy had been received and, once a small number of issues had been clarified, this would be presented for approval at the Board's October meeting.

315 The Committee's thanks had been expressed for the contribution of Fiona Armer, who would be transferring to the membership of the Financial Performance & Efficiency Committee from 1st August 2017.

316 Governors had graded the performance of the Committee for 2016/2017 as a '2' or 'good'.

317 **Resolved -** 1 That the Internal Audit Plan for 2017/2018 be approved

- 2 That Financial Statements Audit Plan for the 2016/2017 Financial Statements be approved

LEARNER COMMITTEE – 29th June 2017

318 The Committee Chair provided a summary of the items discussed by the Learner Committee at its meeting on 29th June 2017.

319 Levels of attendance and retention had improved compared to 2015/2016 and were at 87% and 93.1% overall. Attendance at the year-end examinations had been high and a considerable improvement on the previous year.

320 There had been good levels of performance against the target set for work experience with 60% of learners participating in such activities and an additional 12.3% planned before the end of the year. The Committee had monitored performance against the issues identified in the Quality Improvement Plan and were satisfied with the level of progress made since the March meeting.

321 Although there had been a significant improvement in the expected timely achievement rate for apprenticeships, the current outcome had been impacted by lower than anticipated performance at the Sora Group (3.5% lower). Interventions had been implemented by management and the situation would continue to be closely monitored.

322 The number of learners who had met or exceeded their target grades was 34.23PP higher than in 2015/2016.

323 The College had recently been assessed as achieving the standard for a Silver Award under the HE Teaching Excellence Framework. Following a review of its Open University provision, 3 recommendations for improvement had been made, all of which had been agreed and actioned.

324 Staff were engaged in ensuring that lessons were differentiated to enable stretch and challenge to take place. Lesson observations were now more focused on learner progress, both in observed sessions and over the period of study. Walkthrough observations had indicated that 92.45% of lessons were highly engaging and 89.10% showed evidence of learner progress being made. Attendance levels in lesson observations were taken into consideration when evaluating the quality of learning.

325 Work continued to fully embed English and maths within vocational lessons, which was evidenced in 86.24% of observations.

326 A total of 94.55% of teaching staff had been observed in 2016/2017. The remaining staff were either new in post, had left the College during the year or were on sickness leave. For apprenticeships the corresponding figure was 73.81%, with further observations still to be carried out.

327 Processes to support any staff who had not met the requisite teaching standards had been strengthened. The area of IT was still a concern in terms of performance management, particularly as this area featured heavily in the College's growth strategy. However, the Committee had been advised that a new curriculum manager had been appointed and that the outcomes for learners were likely to have improved by the end of the year.

328 An updated Teaching, Learning & Assessment Strategy had been presented and approved by the Committee. This had been prepared on the basis of the 4 strategic pillars in the new version of the Strategic Plan. It set out a number of aims for the improvement of Teaching, Learning & Assessment, together with how these would be achieved. The relevant targets had not yet been included, as these were dependent on outcomes for 2016/2017.

329 The Committee had undertaken a self-evaluation exercise at the meeting and graded itself as a '2' or 'good' for 2016/2017.

FINANCIAL PERFORMANCE & EFFICIENCY COMMITTEE – 6th July 2017

330 The Committee Chair provided a verbal report on the meeting of the Financial Performance & Efficiency Committee held on 6th July 2017.

331 The College's financial performance had been reviewed in detail through the management accounts for May 2017. It was noted that the projection was still to achieve an operating surplus of £201K by the year end, but that this was dependent on the capitalisation of part of the recent building project.

332 Income was below the profile in a number of areas, namely 16-18 (with clawback of funding for under-performance in the 2017/2018 allocation), HE, Apprenticeships and ESF income. The Committee had sought assurance from management that all possible strategies to improve these outcomes were in place and that the situation would improve prior to the year end.

333 As reported to the Board earlier the 3 Year Financial Forecast had set an operating surplus of £342k for 2017/2018. Assurance had been provided to the Committee on the robustness of the predictions for 16-18 learner numbers, as the target has not been achieved for the past 3 years. The Deputy Principal had responded that actions to address any potential shortfall had already been implemented, including a full curriculum review, the partnership with KITS (which would increase the 16-18 cohort by 100 full-time equivalents), better targeting of internal progression and a greater marketing effort.

334 The Committee had expressed concern about the College's reliance on ESF funding and asked about actions to replace this income, post-Brexit.

335 Governors had felt uncomfortable about the lack of a pay increase in the Budget for 2017/2018, particularly in a year where the College was likely to be inspected by Ofsted.

336 A monitoring report on External Funding had been received and the Committee had been advised that some re-profiling had taken place to account for the late start of the programme. The majority of contracts were delivering to target and would continue to be scrutinised.

337 A revised list of sub-contractors and an updated set of Financial Regulations had been recommended for approval by the Board.

338 The Committee had graded itself as a '2(a)' in its self-evaluation for 2016/2017.

- 339 **Resolved -**
- 1 That the revised list of sub-contractors be approved
 - 2 That the updated Financial Regulations for 2017/2018 be approved

SAFEGUARDING REPORT

340 The new designated safeguarding governor (Pat Drake) presented a verbal report on current issues within this area.

341 Reporting to the Board on Safeguarding was under review and would be submitted for approval at the Board's October meeting, together with the annual report for 2016/2017. An updated policy on Child Sexual Exploitation would be prepared for the start of the academic year, when the internal cross-College safeguarding group would commence its programme of meetings for 2017/2018.

342 It was apparent during the DSG's meetings at the College that learners and staff were aware of the support available to them and she had derived a high level of assurance that the College's procedures were appropriate and robust. Some contextualisation of these measures against the risks involved had been requested from staff.

343 A potential issue regarding visiting speakers having the correct level of DBS clearance had now been resolved.

Malcolm Rogers declared an interest in this item.

RE-APPOINTMENT OF VICE-CHAIR

344 **Resolved -** That Malcolm Rogers be re-appointed as Vice-Chair of the Corporation for a one-year term of office to 31st July 2018

ANY OTHER BUSINESS

345 The Chair advised that, following discussions with the Vice-Chair, Principal and the Clerk, it had been agreed that communication processes for the Board would be improved from 2017/2018. This would be achieved through a more detailed, written report to governors on the activities undertaken by the Chair between meetings.

346 Additionally, he had decided to step down as Chair of the Learner Committee, to enable him to take a strategic overview of all the Board's business. A new Committee Chair would be sought at the October meeting.

347 In future there would be a regular meeting of the committee chairs, the Chair of the Board, the Principal and the Clerk. The intention was to plan the Board's business more effectively and ensure that all those involved were aware of issues that affected the College's operations. The system had the added advantage of providing governors with opportunities to develop their knowledge and skills, with a view to being considered for the chairship in the future.

348 The Chair thanked all governors, senior managers and the Clerk for their contributions during the past year.

DATES OF FUTURE MEETINGS

21 st September 2017	Audit	5.00 p.m.
5 th October 2017	Search & Governance	3.00 p.m.
5 th October 2017	Curriculum, Quality & Standards	5.00 p.m.
12 th October 2017	Financial Performance & Efficiency	4.45 p.m.
19 th October 2017	Board	4.45 p.m.