



**CALDERDALE COLLEGE
CORPORATION BOARD MEETING**

Minutes of the Meeting held on 23 April at 17:45 via Video Conference

Present:

Peter Clark	Corporation Chair / External Governor
Rachel Court	External Governor
Diane Cothey	External Governor
Pat Drake	External Governor
Adrian Furness	External Governor
Jenny Grainger	External Governor
Ian Greenwood	Staff Governor
Safia Kauser	External Governor
John Rees	Principal & Chief Executive
Malcolm Rogers	Vice Chair / External Governor
Nimra Sattar	Student Governor

In Attendance:

Joanne Platt	Interim Clerk to the Corporation
Denise Cheng-Carter	Deputy Principal, Finance and Resources
Sharon Bowker	Executive Director (Finance and Funding)
Ebrahim Dockrat	Director of Commercial Services and Partnerships
Julia Gray	Vice Principal, Quality and People Services
Sonia Stirling	Vice Principal, Curriculum

Agenda: There were no changes to the agenda

Min. Ref.	Minutes	Action
1	20/112 - Apologies for absence	
2	Apologies were received from: Richie Dunk, External Governor Fiona Armer, External Governor	

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3	<p>20/113 – Confirmation of eligibility, quorum and declarations of interest</p>	
4	No notice had been received of any member becoming ineligible	
5	The meeting was quorate.	
6	There were no declarations of interest in agenda items.	
7	<p>20/114 – Minutes of previous meetings</p>	
8	The minutes of the meeting of 12 December 2019 were approved as a correct record.	
9	<p>Resolved – the minutes of the meeting of 12 December 2019 be approved as a true and accurate record.</p>	
10	The minutes of the extra-ordinary meeting of 27 January 2020 were approved as a correct record.	
11	<p>Resolved – the minutes of the extra-ordinary meeting of 27 January 2020 be approved as a true and accurate record.</p>	
12	The minutes of the extra-ordinary meeting of 4 March 2020 were approved as a correct record.	
13	<p>Resolved – the minutes of the extra-ordinary meeting of 4 March 2020 be approved as a true and accurate record.</p>	
14	<p>20/115 – Matters arising</p>	
15	All actions were completed or are included on the agenda.	
16	<p>20/116 – Chief Executive’s update</p>	
17	John Rees presented a report providing an update on key policy issues, with a specific focus on the more general implications of COVID-19 on the College.	

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18	It was noted that a new weekly Governor Brief had been established to provide timely updates for Governors on key issues as they emerge.	
19	Following an Association of Colleges / Ofsted webinar held on 23 April, it appears that all inspection activity is currently stood down with no inspections being scheduled and it is anticipated that this will be confirmed shortly. The Office for Students has also taken steps to reduce the regulatory burden on colleges during this period. However, it was also noted that Ofsted will remain active to address any significant safeguarding risks where necessary.	
20	It was also confirmed that performance data for the 2019/20 academic year will not be published and that the 2018/19 data will therefore be with us for two years, which is positive given the College's current strong position in the league tables nationally in which the College ranked 9 th out of 172 colleges (all ages), 4 th out of 172 colleges for 16-18, 35 th out of 172 colleges for 19+, 14 th out of 172 colleges for apprenticeships overall achievement and 13 th out of 172 colleges for Apprenticeship Timely Achievement:	
21	In response to questions submitted by Governors, John Rees provided data which confirmed that the College has significantly outperformed neighbouring colleges (Leeds, Bradford, Kirklees and Wakefield) across the Board. Details will be included in next week's Governor Brief.	
22	John Rees confirmed to Governors that the data (including more granular data showing course performance) has been passed to the Marketing Team who will use it to promote student recruitment for the forthcoming academic year and Governors asked that the Board's congratulations be passed onto staff in the next weekly briefing.	
23	Governors also asked that the local media be informed about the College's position in the national league tables.	
24	In response to questions from governors in relation to the donation of Personal Protective Equipment (PPE) to local care homes, John Rees confirmed that the College had taken a full inventory of all PPE it held and had provided this to the Public Health Team at Calderdale MBC (which is leading on PPE sourcing for all health and care partners locally).	

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25	Resolved – that the report be noted.	
26	20/117 – Financial implications of COVID-19	
27	Denise Cheng-Carter presented a report on the financial implications of the pandemic, highlighting the impact on income and cash flow and the resultant impact on budget setting for the forthcoming year.	
28	It was noted that the ESFA has confirmed income for 16-18 and 19+ and that there might be some positive movement on ESFA contracted (non-levy) apprenticeship income, but it is anticipated that apprenticeship levy income will be significantly affected.	
29	Governors noted that the forecasted cash flow is a prudent one based on information available at this time and reflects a significant reduction in the College’s forecast cash position at the end of the financial year. It is being updated as and when new information materialises.	
30	It was also noted that the Period 8 position showed no concerns and that the impact of the pandemic will become evident in the Period 9 position, when external funding and apprenticeship income is reduced. Re-forecasting is currently taking place and it is anticipated that a more accurate position will be known by the end of April. This will enable the Senior Leadership Team to work on the budget for 2020/21 and it is planned to set the budget on a pre-COVID 19 baseline and a re-modelled version based on the post COVID-19 position.	
31	In response to questions from governors, it was confirmed that discussions had been held with the College’s bank, in relation to the possible breach of bank loan covenants by year-end and the bank has confirmed that it will work with us if any issues in relation to this arise.	
32	It was also confirmed that staff from catering and the Inspire Centre, are to be furloughed and that a claim for 80% of their salaries will shortly be submitted to Government. This currently amounts to a total of 18 staff who will receive 100% of their salaries.	

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33	It was confirmed that the cash flow projection does not currently take this into account, as it only includes income where there is a high degree of certainty of receiving this.	
34	Governors queried if there was any news on the pre-COVID increase in capital funding for colleges announced in the budget and Denise Cheng-Carter advised that there had been no announcement on this but that as this had not been a firm commitment, it would likely be re-considered by Government.	
35	Governors asked if the Senior Leadership Team was undertaking scenario planning in relation to demand post COVID and it was confirmed that the College is reviewing the previous assumptions made in its business planning processes in relation to forecasted demand for apprenticeships and other learning in 2020/21 year, which will inform the proposed budget for 2020/21 to be presented to the Board for approval in July.	
36	This also includes modelling the potential demand for other new provision to reskill / upskill workforce who have become unemployed and a possible 'switching' of funding priorities in significantly changed economic circumstances.	
37	Governors acknowledged that there was a likelihood of reporting an operating deficit at year-end which was not something experienced by the College for many years and that it would be helpful to model the expectations pre-COVID to demonstrate the strong financial position of the College prior to the pandemic.	
38	Governors also acknowledged that there is a high degree of uncertainty which the College is working hard to mitigate and they thanked the Senior Leadership Team for their commitment and encouraged it to continue to be creative in addressing the issues the College faces in these unprecedented times.	
	Resolved – that the report be noted	

Min. Ref.	Minutes	Action
39	20/118 – Curriculum implications of COVID-19	
40	Sonia Stirling presented a report on the implications of COVID-19 on the College curriculum which summarised the arrangements in place for remote learning, how the College is tracking and recording engagement, learning and assessment and guidance on the methodologies for assessments in 2019/20 for GCSEs and A levels, apprenticeships and Higher Education (HE).	
41	Governors noted that confirmation has now been received that assessments will not take account of post lock-down work which is a positive step, particularly for vulnerable students and that the College is already planning for upskilling students when they return to College and progress onto a new course.	
42	It was also noted that the DfE is currently working on a project to bridge skills gaps for 19-20-year-old college leavers entering employment.	
43	The main risk is the level of knowledge and skills of students who start on programmes in September, both school leavers, progressing and adult students and in response to this, governors noted that steps have already been taken to mitigate this.	
44	A further risk is around maintaining meaningful engagement with students who are not progressing externally in securing their return to Calderdale College next year and it was confirmed that the College is now looking at how it can evolve its approach to remote learning to keep students engaged in readiness for the start of the new academic year. This will focus on consolidation of their learning to address any skills and knowledge gaps and giving students opportunities to start work at the next level.	
45	Sonia Stirling advised Governors that further clarity is needed in relation to T-levels / licence to practice and apprenticeships.	
46	In relation to HE, exam boards will take place in June as planned with re-convened boards in July or early August, so outcomes won't be known until later in the year.	

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47	It was noted that the Open University (OU) is being flexible, allowing the College to adjust assessments in subjects where assessments are not taking place and students who are unable to complete assessments due to extenuating circumstances (which may include personal circumstances or lack of access to specialist equipment such as art studios) can apply for an extension.	
48	In response to a question from governors in relation to vulnerable learners, it was confirmed that digital equipment has been provided to students who do not have their own. This includes laptops and internet access devices and is tailored to the needs of individual learners. Some are accessing materials via digital means and others are having work posted out to them via an internal process.	
49	Regular support is also given through telephone calls for parents/carers of vulnerable students and the College is working very closely with Children's Services to support looked after children, care leavers and students with high needs.	
50	In terms of delivering learning in a continual challenged environment (prolonged lockdown), Julia Gray confirmed that there were not many students who were 'shielded' and would not be able to return to College in September. However, for those that were unable to return, equipment and additional support will be provided.	
51	Governors also noted that this new approach has helped the College to develop its digital skills and provides an opportunity to drive the digital agenda and promote remote learning for the future.	
52	However, the impact of the changes the College has made in relation to English and Maths won't be evident for those students who started courses in January following the November re-sits and Governors noted that it will be 2022 before the impact of those changes are evident.	
53	John Rees confirmed that the College will undertake a robust evaluation of the approach to remote learning involving both teachers and learners and Sonia Stirling also confirmed to governors that the College had submitted a response to the recent Ofqual consultation.	

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54	<p>The Board was pleased to see that SLT was taking proactive steps to address the challenges the College currently faces and agreed that it was important to identify the advantages of new ways of working and to build on these for the future. The Board asked SLT to pass on its congratulations to everyone for the work they are doing.</p>	
55	<p>Resolved – that the report be noted</p>	
56	<p>20/119 – Medium Term Action Plan</p>	
57	<p>John Rees presented a report proposing a new Medium Term Action Plan (MTAP) to replace the usual updates on the College Action Plan. The MTAP focuses on changed priorities arising from the pandemic.</p>	
58	<p>The plan is structured around 13 key themes but will be dynamic in nature, with new priorities and actions emerging as circumstances change or new policy guidance is issued.</p>	
59	<p>It was noted that the pandemic is likely to impact on College performance for the next two years and that it was therefore sensible to pause delivery of the strategic plan ambitions and sign up to new medium-term priorities which focus on business continuity, ensuring the College’s statutory responsibilities are met, managing key business risks, preparation for recovery and a return to business as usual and communication with key stakeholders.</p>	
60	<p>Governors noted that the plan includes a section on governance and considered the advice from the Association of Colleges on decision-making referred to in the newly established weekly Governor Brief.</p>	
61	<p>It was confirmed that the College’s Instruments and Articles and Standing Orders make provision for delegated decisions being made by the Chair in exceptional and urgent circumstances but that this is unlikely to be necessary as the College can use the Chair’s Forum or call an urgent Board meeting (to be held via video conference) where urgent decisions are required.</p>	

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62	John Rees identified the distinction between the MTAP and its impact on performance and risk and confirmed that a monitoring and risk assurance framework was currently being worked up. This will be reviewed by SLT on a regular basis and shared with Governors every 4-weeks via the Governor Brief to provide assurance and a regular update in between formal meetings of the Board.	Mr. J. Rees and Ms. S. Bowker
63	The plan will likely be in place for at least nine months.	
64	Governors discussed the scheduled Governor Development Day on 5 June and agreed that a shorter one hour video conference would take place between 10am and 11am to provide an opportunity to update Governors on current issues.	
65	As the Audit Committee isn't due to meet again until late June, Governors also agreed to establish a small sub-group of the Committee to review the College's Risk Register and it was agreed that John Rees and Sharon Bowker will develop an approach on how to do this online, to discuss with Rachel Court.	
66	Resolved – that the MTAP be approved	
67	Resolved – that a small sub-group of the Audit Committee be established in the short-term to review the College's Risk Register.	
68	20/120 – Curriculum, Quality and Standards Committee	
69	Governors received the draft minutes of the Curriculum, Quality and Standards Committee meeting held on 12 March 2020.	
70	In the absence of Richie Dunk (the Chair of the Curriculum, Quality and Standards Committee), the Chair provided verbal feedback on the meeting.	
71	The Committee had received a presentation in relation to Project Based Learning in Creative, Digital and Enterprise.	
72	The Committee had reviewed the outcome of the Learner Satisfaction / Learner Voice Surveys	

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73	The Committee had considered the Complaints report for 2018-19	
74	The Committee had received the Whole College Performance Report	
75	The Committee had received an update on Teaching, Learning and Assessment. Governors noted that following the move to remote learning, a revised approach to quality assurance of teaching and learning which can evaluate the effectiveness of remote teaching is being developed.	
76	The Committee had received the Safeguarding update report and the Safeguarding Annual Report	
77	The Committee had reviewed risks specifically allocated to the Curriculum, Quality and Standards Committee and the current scoring and had made no changes to the current risk scoring. However it was noted that the meeting was held before the pandemic lockdown and accordingly, there will be a need for the Committee to review its risks at its next meeting.	
78	Resolved – The Board received the report from the Curriculum, Quality and Standards Committee.	
79	20/121 – Finance and Resources Committee	
80	Governors received the draft minutes of the Finance and Resources Committee meeting held on 19 March 2020.	
81	Malcolm Rogers, the Chair of the Finance and Resources Committee, provided verbal feedback on the meeting.	
82	The Committee had considered the updated list of subcontractors for non-core provision and the Fees Policy 2020/21 and agreed to submit both to the Board for approval.	
83	The uncertainty of the College’s external funding and resultant impact on the College’s financial position arising from the COVID-19 Pandemic was discussed.	

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84	The Committee noted that all sub-contractual arrangements for non-core provision meet the strategic aims of the College, enhance the opportunities and quality of the training offer and are of high quality and low risk.	
85	The Committee deferred the Estates and Premises Deep Dive due to other commitments of the Estates Team as a result of the pandemic.	
86	The Committee has increased the risk scores of four of its risks as a result of the pandemic	
87	The Committee noted that there have been no Data Protection breaches in the last quarter and that the GDPR Policy has been updated	
88	Resolved – The Board received the report from the Finance and Resources Committee.	
89	Sub-contracting report	
90	Resolved – The Board approved the Sub-contracting report	
91	Management accounts to Period 7 (Dashboard)	
92	The Board reviewed the Period 7 management accounts and noted that there was an anticipated shortfall due to the loss of apprenticeship income, even before the impact of the pandemic.	
93	It was also noted that there is an anticipated significant negative impact on the College’s outturn as a result of the pandemic.	
94	There is a delay in the preparation of the 2020/21 budget, due to the diversion of key resources at the start of the lockdown to facilitate the move to remote working and accordingly, the scheduled meeting of the Committee on 11 June will be re-scheduled to later in June or early July.	
95	The Chair of the Finance and Resources Committee will be having regular updates via video conference with Denise Cheng-Carter and Sharon Bowker with regular updates being provided to the Board as required.	

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96	Resolved – The Board noted the position at Period 7 and noted the anticipated impact of the pandemic on subsequent periods and on the 2020/21 budget.	
97	Fees Policy 2020/21	
98	Resolved – The Board approved the Fees Policy for 2020/21	
99	20/122 – Search and Governance Committee	
100	Governors received the draft minutes of the Search and Governance Committee meeting held on 26 March 2020.	
101	Rachel Court, Chair of the Search and Governance Committee, provided verbal feedback on the meeting.	
102	The Committee had reviewed the outcome of the Governor self-assessment and evaluation, the Chair’s annual review and the governor skills, knowledge and experience audit, full details of which have subsequently been shared with all governors.	
103	The Committee had agreed that this had been a very positive process this year and asked the Board to note the positive outcome of the Chair’s annual review.	
104	The Governor Training and Development Plan and new training requirements arising from the governor skills, knowledge and experience audit will be incorporated into the College Action Plan.	
105	The Committee is undergoing a review of College governance against the AoC’s Code of Good Governance and any actions required will also be included in the College Action Plan.	
106	The Committee had also reviewed committee membership and will report the outcome of this to the Board in July when new Governor appointments have been implemented.	
107	In relation to Corporation Membership, the Committee recommended three re-appointments and one new appointments which the Board accepted.	

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108	The Committee was also still pursuing the appointment of an additional External Governor with an accountancy background.	
109	It was also noted that the 'Face to Face' Prevent training had been moved online and all governors had been asked to complete this.	
110	Resolved – The Board received the report from the Search and Governance Committee.	
111	Resolved: that Fiona Armer be re-appointed for a further term of office of 18-months to 31 January 2022 (taking her total term of office to 8-years)	
112	Resolved: that Richie Dunk be re-appointed for a further term of office of 4-years to 19 October 2024	
113	Resolved: that Chris Reeve be re-appointed as a Co-Opted Governor for a further year to 31 July 2021	
114	Resolved: that Andrew Wright be appointed as an External Governor for a 4-year term of office with immediate effect until 23 April 2024	
115	20/123 – Audit Committee	
116	Governors received the draft minutes of the Audit Committee meeting held on 26 March 2020.	
117	Rachel Court, Chair of the Audit Committee, provided verbal feedback on the meeting.	
118	The Committee had considered the outcome of the ESFA Funding Audit which took place in October 2019 and which ran concurrently with an investigation arising from a Whistle-blowing report received by the ESFA and noted that following a very robust investigation, it was deemed that there was no substance to the claims made and that no further action was required.	

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119	Although the audit concluded that the College's arrangements for delivering ESFA programmes do not fully comply with the funding rules, this is a common finding in all Colleges and the net funding adjustment amounted to just £902.	
120	The Committee noted that the College's final funding claims as outlined in the Reconciliation Statement is in line with the income reported in its management accounts and subsequently confirmed in the Financial Statements 2018/19. The three areas identified as requiring immediate attention have project briefs in place.	
121	The Committee also noted the outcome and actions arising from Internal Audit Reports in relation to Mock Funding, Corporate Governance, Student Attendance, Retention & Intervention Strategies, Sub-Contracting Certificate (External Assurance Review) and Safeguarding & Prevent Duty.	
122	In particular, the Board's attention was drawn to the outcome of the Corporate Governance review which had resulted in the highest level of assurance with no recommendations and which confirmed that the College's model of governance was robust.	
123	Governors noted that gaps in safeguarding training amongst governors had now been addressed.	
124	The Committee had also reviewed the risk register and approved the addition of one new risk (failure to control Coronavirus-COVID 19), which has a current risk score (after mitigation) of 25 and the re-scoring of four existing risks (external funding, income, expenditure and staff recruitment and retention) as a result of the pandemic.	
125	The Committee also reviewed its own two risks and agreed to change Risk 10 to amber pending the remediation work on the ESFA Audit and to change Risk 11 to amber due to the increase in staff working at home.	
126	Resolved – The Board received the report from the Audit Committee.	
127	Resolved – The Board approved the revised Risk Register	

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128	<p>Re-appointment of External Auditors</p> <p>In light of the impact of the COVID-19 pandemic, the Audit Committee agreed to recommend to the Board the re-appointment of the current external auditors for a further year.</p>	
129	<p>Resolved – that Grant Thornton be re-appointed as the College’s external auditors for a further year.</p>	
130	<p>20/124 – Safeguarding update</p> <p>131 Pat Drake presented the Annual Safeguarding Report which shows that the vast majority of learners (94%) feel safe at the College. Whilst there has been a 249% increase in safeguarding referrals, this is indicative of improved reporting and data collection alongside an upward trend in reporting nationally.</p> <p>132 Julia Gray informed the Board that there was increased capacity in the Safeguarding Team achieved by a re-allocation of tasks resulting in the creation of an additional post within the existing resources.</p> <p>133 In response to questions from governors, Julia Gray confirmed that safeguarding processes during this period of remote learning and college closure were exactly the same as before, with staff liaising both internally and externally and making referrals as appropriate. In addition, staff are meeting remotely each week to ensure they remain sighted on the whole picture.</p> <p>134 Resolved – that the Safeguarding Annual Report be approved</p>	
135	<p>20/125 – Risk management</p> <p>136 The Board considered the revised Risk Register, with a particular focus on the new risk and the six revised risk scores as previously considered by the Audit Committee.</p> <p>137 It was agreed to add Governing Body oversight as a mitigating action to Risk 1.</p>	<p>Mrs D Cheng Carter</p>

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138	Resolved – that subject to the addition of the additional mitigating action of Governing Body oversight to Risk 1, the revised Risk Register be noted.	
139	20/126 – Chair’s report	
140	Governors received the Chair’s Report detailing activity undertaken since December 2019.	
141	Resolved- that the report be noted	
142	20/127 – Dates of future meetings	
143	Governor Development Day – 5 June 2020, at 10am	
144	Finance and Resources Committee – TBC	
145	Curriculum, Quality and Standards Committee – 18 June 2020, at 17.00	
146	Search & Governance Committee – 25 June 2020, at 15.30	
147	Audit Committee – 25 June 2020, at 17.00	
148	Senior Staff Employment Committee – 25 June 2020, *(TBC)	
149	Corporation Board meeting – 9 July 2020, at 16.45	

Signed as a true and accurate record

Peter Clark (Chair)

Date: 9 July 2020