



**CALDERDALE COLLEGE
CORPORATION BOARD MEETING**

**Minutes of the Meeting held on 14 July 2022
at 17.00 in person, Board room and via MS Teams**

Present:

Peter Clark	Chair of the Corporation / External Governor
Rachel Court	External Governor
Diane Cothey	External Governor
Adrian Furness	External Governor
Jenny Grainger	External Governor
Safia Kauser	External Governor
Richard Laycock	External Governor
John Rees	Principal & Chief Executive
Malcolm Rogers	Vice Chair / External Governor
Paul Waterworth	Staff Governor
Andrew Wright	External Governor

In Attendance:

Sharon Bowker	Executive Director (Finance and Funding)
Ebrahim Dockrat	Director of Commercial Services and Partnerships
Julia Gray	Vice Principal (Curriculum, Quality & Student Services)
Jane Taylor-Holmes	Clerk to the Corporation

Agenda: *There were no changes to the agenda*

Min. Ref.	Minutes	Actions
	22/138 - Apologies for absence	
1	Apologies were received from, Katherine Disley, External Governor, Richie Dunk, External Governor, Iqra Zada, Student Governor and Shwana Maulou, Student Governor.	
2	Apologies were also received from Jessica Ainsworth (Staff Governor) (appointed 22/129).	
	22/139 - Confirmation of eligibility, quorum and declarations of interest	

Min. Ref.	Minutes	Actions
3	No notice had been received of any member becoming ineligible. The meeting was quorate.	
4	Mr P Waterworth, Staff Governor declared an interest in agenda item 22/150.	
	<p>22/140 – Minutes of previous meetings</p> <p>5 The minutes of the meeting held on 7 April 2022 were discussed, it was noted that the sections highlighted in yellow were items to be redacted from the published minutes due to commercial confidentiality.</p> <p>6 Amendments were made to the minutes as follows; paragraph 30, 'housing trust' to 'housing association', paragraph 59, 'are' to 'areas', paragraph 76, 'contacting' to 'contracting' and paragraph 80, 'cast' to 'case'.</p> <p>7 Resolved: Subject to the amendments, the minutes of the meeting of 7 April 2022 were approved as a true and accurate record.</p> <p>8 Resolved: The minutes of the meeting of 10 June 2022 were approved as a true and accurate record.</p>	
	<p>22/141 – Matters arising</p> <p>9 In relation to the action arising from agenda item 21/169, Mr J Rees, Principal and Chief Executive explained that the Search and Governance Committee meeting scheduled for June had been postponed until September 2022. The external Board review expenditure was contained within the 2022/23 budget however, it was suggested that this may be postponed until 2023/24 due to the significant changes in the senior leadership team. It was noted that this would be discussed further.</p> <p>10 All further actions were complete, on the agenda or for completion at a later date.</p>	<p>Action: Update following Search & Governance Committee October 2022</p>
	<p>22/142 – Chief Executive's report</p> <p>11 Mr Rees presented a report providing an update on key policy issues. In addition to the content of the paper, updates were provided as follows;</p> <p>12 In relation to the Star Awards, Mr Rees commented that the event had been an excellent way to celebrate student successes</p>	

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	and it had been great to be back in person at the event after a number of online celebration events.	
13	In relation to item 4, recruitment; Mr Rees explained that broadly applications for 16–18-year-olds, adults and apprenticeships were in line with the corresponding point in the previous year. There had been a number of very busy recruitment events for adults and apprenticeships and numbers were expected to increase in these areas.	
14	Governors discussed the lag in HE numbers. Mr Rees explained that there had been deliberate action taken to reduce the number of courses offered to respond to demand. It was agreed that consideration would be given to the longer term HE position. Governors noted the significant challenges in the HE market such as competition from local providers and the niche offer provided at the College.	
15	It was agreed that this would be considered as part of the discussions around the future strategic plan.	Action: Discussion around strategic plan TBC
16	Mr Rees provided an update on progress in relation to the engineering partnership. Mr Rees explained that there had been a meeting between Governors, College staff and Engineering partners to discuss the development of a joint Board level working group. A really productive follow up meeting had been held and it was agreed that it was important to continue to support the relationship.	
17	In relation to the Health and Care System Partnership. Mr Rees explained that the project was developing and Ms J Gray, Vice Principal (Curriculum, Quality & Student Services) had been involved in discussions. Key members of staff had been identified from each partner to continue work to develop the project. Over the coming weeks there was time planned to ensure that the message of commitment to the project was fully shared.	
18	Governors were referred to the section within the report on Ofsted Enhanced Inspections and the focus on the measure of skills need within the region. It was noted that this requirement may result in an increase in the numbers within the inspection team and result in the requirement to increase notice to provide 5/6 days before inspection to discuss the skills aspects. It was noted that an Ofsted inspection would take place within the next three years.	
19	One of the recommendations was the creation of a stakeholder map, with a view to keeping this populated and regularly	Action: Ms Gray / Senior Leadership Team

Min. Ref.	Minutes	Actions
	updated. This would include the following stakeholder groups; civic, community, education and employers and include key contacts and evidence of how the College was responding in these areas. It was agreed that this would be developed.	2022/23
20	It was noted that there would be a judgement in this area and would link to the overall judgement on leadership and management.	
21	Ms Gray commented on the positive feedback form the National Student Survey results which provided feedback from HE leavers. The College had performed excellently with 100% of students responding that they would recommend the College. One area that the College did not perform as well was in relation to the responses around digital and IT infrastructure. The significant improvement in survey results over the last three years was noted along with the very good level of participation.	
22	Governors congratulated all staff and students on the successes recorded within the report.	
23	Resolved: Governors noted the report.	
	22/143 – College Action Plan	
24	Mr Rees explained that the information on the strategic priority areas had been provided in more detail (depending on area) to the Finance & Resources Committee or the Curriculum, Quality and Standards Committee.	
25	Governors reviewed the summary of projects and the reporting framework.	
26	Mr Rees referred Governors to the red rated 'employability skills framework' and explained that this had been discussed at the Curriculum, Quality and Standards Committee. It was noted that this area was rated as red due to the decision to pause the work; this would be included within the new induction framework for 2022/23.	
27	Governors commented that overall there had been positive progress. Mr Rees explained that outstanding matters would be brought forward into the interim strategic plan for 2022/23.	
28	Resolved: Governors received and noted the College Action Plan update.	

Min. Ref.	Minutes	Actions
	22/144 – Whole College Strategic Priorities for 2022/23 Academic Year (Interim)	
29	Mr Rees presented the interim whole College strategic priorities for the 2022/23 academic year. Mr Rees commented that this had been discussed at a headline level at the Governor Development Session on 10 June 2022.	
30	The draft priorities had also been discussed with Mr D Malone, the incoming Principal and Chief Executive. Mr Malone had confirmed the approach being taken to ensure that work would be progressing in key areas.	
31	Governors noted the key themes and objectives and particularly discussed the priorities in relation to environmental sustainability and digital transformation. It was noted that any appointment in relation to digital transformation would be considered when Mr A Harrison, Vice Principal – Corporate Resources took up his post in August. Governors supported the focus on digital transformation and agreed that this remained a priority within the College.	
32	Governors discussed the budget challenges in the sector and the ongoing discussions regarding pay and reward of staff. It was agreed that employee engagement was important.	
33	Governors noted the in-year milestones and that progress would be reported and discussed at the Board Development session on 30 September.	Action: SLT / All September 2022
34	Governors discussed the opportunities arising from the UK Shared Prosperity Fund and the potential funding available to support young people who were furthest from the labour market. It was agreed that opportunities would be considered in this area and the foundation learning project was referenced. Governors were referred to proposed theme 6 of the paper.	
35	Resolved: Governors approved the proposed Strategic Priorities for 2022-23 academic year (interim).	
	22/145 – Budget 2022/23 and Forecast to 2025	
36	Mrs S Bowker, Executive Director (Finance & Funding) presented the budget for 2022/23 and the forecast to 2025. It was noted that this item had been discussed in detail at the Finance & Resources Committee meeting held on 1 July 2022.	
37	Mrs Bowker provided the highlights from the paper as follows;	

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	<p>The College was forecasting an operating surplus of £99,000 for the end of July 2021/22. This was against a forecast operating deficit of £148,000, it was noted that this represented 0.4% of income. A small operating surplus of £98,000 was forecast in 2022/23 following by operating deficits (-0.5% of income) in 2023/24 and 2024/25. It was noted that the budget was being significantly impacted by external pressures such as inflationary rises.</p>	
38	<p>Governors noted the short-term financial priorities and objectives for 2022/23 on page 45.</p>	
39	<p>It was noted that, depending on the progress of the digital transformation strategic priority, there may be the need to invest additional capital funding in this area.</p>	
40	<p>Governors discussed the impact of the budget on the ESFA financial health ratings.</p>	
41	<p>Governors discussed whether the leasing of equipment differed in accounting terms to the purchase of equipment. Mrs Bowker explained that this may impact on the EBITDA assessment.</p>	
42	<p>Governors asked about the Capital Transformation project and whether this would be impacted by inflationary rises. Mrs Bowker explained that currently it was anticipated that inflationary rises would be covered within the contingency element of the bid however, this would be closely monitored. If needed, the project may be amended, in consultation with the DfE, to ensure affordability.</p>	
43	<p>Governors noted the impact of depreciation within the budget.</p>	
44	<p>In relation to pay expenditure, Mrs Bowker commented that during 2021/22, this was 67.5% pay to income ratio, under 65% was considered good. It was noted that the College had made a decision to retain staff against a reduction in income to ensure that staff were in place to support new projects when needed.</p>	
45	<p>In relation to future staff pay increases, it was noted that the budget currently included a 2.25% pay increase from January 2023, however, this would be reviewed at the December 2022 Board meeting.</p>	<p>Action: Mr Harrison December 2022</p>
46	<p>In relation to non-pay expenditure, Mrs Bowker explained that this included a 40% increase in energy costs and confirmed that energy costs for the TEC were also included. It was noted that energy costs were currently fixed until October 2023. Mrs</p>	

Min. Ref.	Minutes	Actions
	Bowker also commented that the budget position included an additional £150,000 per annum in relation to the TEC lease.	
47	In relation to the Capital Transformation project, it was noted that this would be planned with sign off due at the December Board meeting. The aim was for the work to be undertaken between May 2023 to August 2024 around site closure dates to minimise disruption. The project had been discussed at the Finance & Resources Committee and the project lead would be attending future Finance and Resources Committee meetings to provide additional assurance around the project.	
48	Governors noted the assessment of cash and solvency and that cash remained above ESFA targets. It was also noted that bank covenants would not be breached in the forecast.	
49	Mrs Bowker referred Governors to the income risk assessment on page 51 and the fact that 70% of income was RAG rated green. The top financial risks facing the College were reviewed.	
50	It was noted that the income diversification strategy was an area which would be subject to internal audit review during 2022/23.	
51	It was also noted that should external funding income decrease, associated expenditure would contract to respond to the reduction.	
52	Mr M Rogers, External Governor and Chair of the Finance and Resources Committee commented that the Finance & Resources Committee had discussed the budget in detail and had understood the reasons for the deficit budget forecast in future years. It was agreed that it was key to focus on the budget for 2022/23 and that there would be an opportunity to consider the staff pay increase in December depending on progress on funding and income.	
53	In relation to cash, Mr Rogers confirmed that the Finance & Resources Committee has reviewed cash days and at the lowest cash point, in February 2024, the College retained cash equivalent to 60 days (well above the ESFA requirements).	
54	Mrs Rogers confirmed that after the full review of the budget and the assumptions, the Finance and Resources Committee recommended the budget and forecast for approval by the Board.	
55	Resolved: The Board approved the College Budget 2022/23 and the 2-year financial forecasts to 2024/25.	

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	22/146 – Audit Committee	
56	Mrs R Court, Chair of the Audit Committee, provided verbal feedback from the meeting on 10 June 2022. Governors received the minutes from the meeting held on 10 June 2022.	
57	Mrs Court explained that the Health and Safety Policy 2022/23 was recommended to the Board for approval. The Health and Safety Annual Report 2021/22 and Development Plan 2022/23 was provided to the Board for information (agenda item 22/152).	
58	It was noted that these documents had been shared with Mr A Wright, External Governor in his role as Health and Safety Link Governor.	
59	Mrs Court commented that Internal Audit Annual Reports on Sub-contracting had been provided as external assurance for submission to the ESFA and Internal Audit reports on Student Journey – Enquiry to Enrolment and the draft ESFA Mock Funding Audit had both provided Reasonable Assurance.	
60	The Committee had reviewed the progress against Audit recommendations noting that this remained good with action being taken to address the one outstanding action. This was a positive cultural indicator of approach in relation to the audit provision.	
61	The Committee had received and approved the Internal and External Audit Plans. The internal audit plan had been amended to include income diversification for review. In relation to the external audit function, early indicators were that the relationship was developing well. It was noted that the Internal Audit Strategy & Annual Plan 2022/23 were included with the Board papers for information.	
62	The Committee had reviewed the risk register and confirmed no changes were required to the scoring of the risks allocated to the Audit Committee and noted that no new risks had been added.	
63	Mrs Court explained that the Committee had approved the Risk Management Policy 2022/23.	
64	Resolved: Governors received the report from the Audit Committee.	
	22/147 – Curriculum, Quality and Standards Committee	

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65	On Behalf of Mr R Dunk Chair of the Curriculum, Quality & Standards Committee, Mr Rees provided feedback from the meeting held on 23 June 2022. Governors received the minutes from the meeting held on 23 June 2022.	
66	<p>There were four items recommended to the Board for approval;</p> <ul style="list-style-type: none"> • HE Access and Participation Plan • Code of Practice – Freedom of Speech – noting the change of author to Ms Gray. • Safeguarding Policy (agenda item 22/151) • Single Equality Scheme (agenda item 22/150) 	
67	The Committee had received the whole College performance report and had noted the challenges faced in relation to apprenticeship achievement.	
68	The Committee had received the College Action Plan progress noting that the one red RAG rating was against progress in developing the employability skills framework and was due to a change in postholder.	
69	The Committee had received the Quality Improvement Plan (QIP) noting the exceptional strides being undertaken to improve Maths and English and the quality of teaching in these areas.	
70	The Committee had received an update on Teaching, Learning and Assessment and remained impressed with progress in this area. The Committee had requested a demonstration of the staff training portal.	
71	The Committee had received the Safeguarding and EDI update and had welcomed the new Safeguarding Link Governor (Ms N Mukhtar) to the meeting.	
72	The Committee had received a very informative position paper on Maths and English and had a significant discussion about barriers to attendance and actions in place to address the issues.	
73	The Committee had received a paper documenting use of the Code of Practice – Freedom of Speech and it had been agreed that external visits were useful to students and should be included within the curriculum for all courses.	
74	The Committee had reviewed risks specifically allocated to the Curriculum, Quality and Standards Committee and the current scoring and had suggested the likelihood of not meeting apprenticeship achievement be considered.	

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75	Resolved: Governors approved; <ul style="list-style-type: none"> • HE Access and Participation Plan • Code of Practice – Freedom of Speech 	
76	Resolved: Governors received the report from the Curriculum, Quality and Standards Committee.	
22/148 – Finance and Resources Committee		
77	Mr Rogers, provided verbal feedback from the meeting held on 1 July 2022.	
78	A number of items had been approved for recommendation to the Board;	
79	<ul style="list-style-type: none"> • The updated list of subcontractors for non-core provision. The Committee had supported the approach being taken to mitigate against the risk identified in relation to one of the sub-contractors. • The Committee had interrogated the budget for 2022/23 and had discussed the potential impact of a future deficit budget in relation to the ESFA financial health grading. The Committee had reviewed all assumptions provided and noted potential future opportunities. It was recommended that the decision regarding staff pay increases be deferred until December 2022. It was recommended that at this point, the budget would also be reviewed again. • The Pay Framework Policy 	
80	It was agreed that the following would be reported to the Board for information. The Committee;	
81	Had received the Estates and IT update and the HR update. In relation to the Estates update, the Committee had received an update on the Transformation bid and noted that AA Consulting would be attending future Committee meetings.	
82	<ul style="list-style-type: none"> • Had received the Management accounts noting the improved predicted year end surplus (in the region on £100,000). The Committee had also received assurance around the cash position throughout the progress of the Transformation bid. 	
83	<ul style="list-style-type: none"> • Were pleased to note the progress and improvement against the business plan areas self-assessment action plans particularly in IT and Finance, noting the support received from the Quality team in this area. 	

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84	<ul style="list-style-type: none"> Had approved the Supply Chain Fees and Charges Policy for 2022/23, the Financial Regulations 2022/23 and had received the new Data Protection Policy for information. 	
85	<ul style="list-style-type: none"> Had received the Data Protection Annual Report and were pleased to see progress made in this area. 	
86	Had reviewed its risks and in particular the new risks on the register in relation to sustainability and the capital projects. In relation to the risk around capital projects, it was agreed that the likelihood would be reduced following the review that had taken place around cash for the budget.	
87	<ul style="list-style-type: none"> Had received an update on College Action Plan noting that the review of estate requirements for growth in 2022 was related to enrolments and was rated as amber. 	
88	Resolved: Governors received the report from the Finance and Resources Committee.	
89	Resolved: Governors approved the Sub-contracting report for non-core provision.	
90	Resolved: Governors approved the Pay Framework Policy.	
	22/149 - Search and Governance Committee	
91	Mrs Court, Chair of the Search and Governance Committee explained that the Committee had held a remote meeting and recommended to the Board as follows;	Action: All October 2022
92	<ul style="list-style-type: none"> The appointment of Mrs J Ainsworth as Staff Governor for a first term of four years. The re-appointment of Mr C Reeve as Co-opted Governor (sitting on the Audit Committee) until 31 July 2023. 	
93	The Committee had considered the Committee membership for 2022/23 and recommended this to the Committee, noting that following approval; Mrs Ainsworth would be invited to join the Curriculum, Quality and Standards Committee.	
94	Mrs Court explained that there was currently one vacancy on the Search and Governance Committee, any Governors who would like to express an interest in joining the Committee were invited to speak with Mrs J Taylor-Holmes, Clerk to the Corporation in the first instance.	
95	Resolved: Governors;	

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	<ol style="list-style-type: none"> 1. Received the Search and Governance Committee update 2. Approved the appointment of Mrs J Ainsworth as Staff Governor for a first term of four years until 13 July 2026. 3. Approved the re-appointment of Mr C Reeve as Co-opted Governor until 31 July 2023. 4. Approved the Committee memberships for 2022/23. 	
	22/150 – Equality & Diversity update	
96	Ms Gray presented the Single Equality Scheme.	
97	Ms Gray explained that this had been discussed at the Curriculum, Quality and Standards Committee on 23 June and was recommended for approval.	
98	Mr P Waterworth, Staff Governor had authored the Policy in his role as EDI Co-ordinator.	
99	Governors were referred to the summary of changes within the Policy review section on page 139.	
100	Resolved: Governors approved the Single Equality Scheme.	
	22/151 – Safeguarding update	
101	Ms Gray presented the Safeguarding Policy.	
102	Ms Gray explained that this had been discussed at the Curriculum, Quality and Standards Committee on 23 June and was recommended for approval.	
103	Ms Gray commented that the Policy had been updated following the publication of the Keeping Children Safe in Education Guidance and the updates were highlighted in yellow within the Policy.	
104	Resolved: Governors approved the Safeguarding Policy.	
	22/152 – Health & Safety update	
105	Mr Rees explained that the Health and Safety Policy 2022/23 had been considered by the Audit Committee and was recommended to the Board for approval. It was suggested that further attention was drawn to near misses.	
106	The Health and Safety Annual Report 2021/22 and Development Plan 2022/23 was provided to the Board for information. It was	

Min. Ref.	Minutes	Actions
	noted that this had also been considered by the Audit Committee. Mr Rees explained that both documents had been shared with Mr A Wright, External Governor in his role as Health and Safety Link Governor.	
107	It was noted that the establishment of the Health and Safety Link Governor was referenced within the Development Plan as an area for development and that further work would be undertaken to extend the activity of the role and embed this within the College structure.	
108	Further information was provided in relation to the fire alarm activation. Mr Rees explained that the College operated a time delay system which provided two minutes for staff to investigate the source of the alarm to mitigate against false alarms. Of the six activations, four were seen as false alarms without the need for full evacuation.	
109	Resolved: Governors approved the Health and Safety Policy.	
110	Resolved: Governors received the Health and Safety Annual Report 2021/22 and the Development Plan 2022/23.	
	22/153 – Risk Management	
111	Governors considered the risks allocated to the Board and approved the ratings.	
112	In relation to risk F2, it was noted that this had increased due to the pressure in the sector due to inflation.	
113	Governors noted the changes to the risk in relation to the changes in the senior leadership team. It was noted that this risk would be reviewed when the all posts had been recruited to and those who were recruited had fully settled into their posts.	
114	Governors also noted that there had been a further risk added in relation to the retirement of Corporation and Committee members.	
115	It was noted that the Health and Safety risk had been added as a separate risk and that the COVID risk had been removed.	
116	Resolved: Governors received and approved the elements of the Risk Register presented to the meeting.	
	22/154 – Chair’s report	

Min. Ref.	Minutes	Actions
117	Governors received the Chair's Report detailing activity undertaken since April 2022.	
118	Mr Clark commented that there was an amendment to his report. He recorded his thanks to Mr Waterworth for attending the Star Awards. It was noted that Ms S Kauser was unable to attend.	
119	Mr Clark thanked Ms Gray for supporting the College during the interim period by acting up as Principal & Chief Executive.	
120	Mr Clark also thanked Mrs Taylor-Holmes, Mrs L Smith, Head of Executive Support & PA to Principal & Chief Executive, Mrs J Connors and Ms J Pickles, Executive Support Administrators for their support of the senior staff recruitment process.	
121	Mr Clark and the Governors expressed thanks to Mr Rees and Mrs Bowker for their significant contribution to the success of the College. They were wished every success in their new roles.	
122	Resolved: Governors noted the report.	
	22/155 Timetable of meetings 2022/23	
123	Resolved: Governors received the timetable of meetings 2022/23.	
	22/156– Dates of future meetings	
124	Governor Development Day – 30 September 2022, 9.00 to 14.00	
125	<ul style="list-style-type: none"> • Search & Governance Committee – 30 September 2022 – 14.00 • Corporation Board meeting – 20 October 2022 – 16.45 • Audit Committee – 24 November 2022 – 16.30 • Joint Audit and Finance & Resources Committee – 24 November 2022 - 17.35 • Finance and Resources Committee - 24 November 2022 – 18.40 • Senior Staff Employment Committee – 1 December 2022 – 15.30 • Curriculum, Quality and Standards Committee – 1 December 2022 – 17.00 • Corporation Board meeting – 15 December 2022 at 16.45 	

Signed as a true and accurate record

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Chair

Date: