

**MINUTES OF THE MEETING OF THE CORPORATION MEETING  
HELD: on Thursday 23 May 2024 at 16:00 hours in 4F07 DHB Boardroom**

<b>Present:</b>	<b>In Attendance:</b>
John Williams (Chair)	Sarah Cooper (Director of People Services)
Billy Khokhar	Chris Malish (Vice Principal Finance & Corporate Services)
Chris Webb (CEO)	Asa Gordon (Vice Principal Curriculum)
Emmanuel Osei Boateng	Marc Gillham (Chief Information Officer)
Lendy Ho	Sarah Applewhite (Vice Principal Quality, Teaching & Learning)
Adam Faisal	Sarah Towan (Vice Principal Reputation & Communications)
Taqi Ali	Liz Leek (Senior Executive Advisor)
Fiona Thompson	Allison Booth (Clerk)
Tiffany Lythgow	Rachel Henry (Assistant Clerk)
Richard Woods	
Barbara Mangan (via MS Teams)	
Bulbul Barrett	
Sharon West	
Paul Birtles (via MS Teams)	
<b>Observing</b>	
Wendy Stanger (External Board Reviewer)	
<b>Apologies</b>	
Alina Khan	
Lynette Leith	
David Fearnley	
Umar Rafique	

*The quorum was 8 governors*

*L/J Denotes the time a Governor left/joined the meeting*

<b>Item</b>		<b>Action</b>
<b>Housekeeping</b>		
<b>1.</b>	<b>Chair's Welcome and Introductions</b>	
1.1	The Chair welcomed Wendy Stanger who was observing the meeting as part of the external board review.	
<b>2.</b>	<b>Apologies for Absence, Disclosures of Interest and Written Resolution(s), Chairs action and use of the seal</b>	
2.1	Apologies for absence were noted for Lynette Leith, Alina Khan, David Fearnley and Umar Rafique.	
2.2	The Chair advised that Cuthbert Pazvakavambwa had stepped down as an Independent Governor. A leaving card and certificate had been issued on behalf of the Board as a thank you for his 3 years of service to the College. As this left a vacancy for an ED&I Statutory Link	

	<p>Governor, the Chair invited Governors to send any expressions of interest to the Clerk.</p>	
2.3	<p>There were no disclosures of interest.</p>	
2.4	<p><u>Chairs action</u></p> <p>There had been no use of the Chairs action since the last meeting.</p>	
2.5	<p><u>Use of the seal</u></p> <p>The seal was applied and authenticated by John Williams (Chair) and Chris Webb (CEO) on 11 April 2024 to sign:</p> <ul style="list-style-type: none"> <li>• Sewell Construction Ltd (reg no: 00525842) &amp; Bradford College- T-Level Wave 5.</li> </ul> <p>The seal was applied and authenticated by Sharon West (Audit Chair) and Chris Malish (VPF&amp;CS) on 16 May 2024 to sign:</p> <ul style="list-style-type: none"> <li>• Marrtree Investments Ltd &amp; Bradford College- Renewal lease relating to Bowling Back Lane- Units 3,4 &amp; 6.</li> </ul>	
<b>3.</b>	<p><b>Minutes of the meeting held on 21 March 2024</b></p>	
3.1	<p>The minutes of 21 March 2024 were approved as an accurate record to be signed by the Chair.</p>	
<b>4.</b>	<p><b>Matters arising</b></p>	
4.1	<p>The Matters Arising Report was reviewed:</p>	
4.2	<p><b>12.7 – Clerk &amp; VPC to finalise the role description for the potential Link Governor(s) for Employer Engagement and circulate to Governors for expressions of interest – Wording is currently being finalised.</b></p>	
<p><b>Strategic Discussion</b></p>		
<b>5.</b>	<p><b>Governance Stakeholder Engagement Strategy</b></p>	
5.1	<p>The VPC delivered an interactive session for Governors on the College’s Stakeholder Engagement Strategy.</p> <p>Recognition was given for the need to provide learners with the skills required to meet the needs of the future workforce and to transform their lives. In light of this, the College had worked on implementing an employer endorsed curriculum, T Level development, HE Curriculum</p>	

	<p>reform, had increased its focus on sector work academy programmes and had increased its Higher-Level Apprenticeship offer.</p> <p><i>J/EOB</i></p>	
5.2	<p>An overview of the evolution of the College’s strategy for 2024-25 was provided, plans highlighted were:</p> <ul style="list-style-type: none"> <li>• The implementation of an Ambition Hub</li> <li>• To produce a green skills curriculum</li> <li>• Ensuring non-perishable skills are embedded within the Study Programme</li> <li>• The adoption of an Academy model by the Sport and Public Services departments (following Catering)</li> <li>• Provision of Advanced Mathematics to support Engineering students</li> <li>• Development of a supported Internships Strategy working with key Bradford employers</li> <li>• To produce a digital pathway for Adults (Entry to L5)</li> <li>• Provision of Dental &amp; Professional Services HLA pathways</li> </ul>	
5.3	<p>As part of the FE White Paper – The Skills &amp; Post 16 Education Act 2022, Further Education Colleges have a “duty to review their contribution to meeting skills needs”. Therefore, Ofsted inspections now include a sub-judgement on a college’s contribution to meeting skills needs.</p>	
5.4	<p>Members were split into 4 groups and asked to consider 4 questions; the responses are summarised below:</p> <ul style="list-style-type: none"> <li>• <b>What information do governors receive about how courses meet the needs of local/regional/national employers?</b> Information through the Strategic Objectives, Accountability Statement, Self-Assessment Reviews, Curriculum, Estates’ strategy, Governor Dashboards and Quality and Standards Papers.</li> <li>• <b>What expertise and local knowledge do governors bring that enables you to challenge leaders and support them through networking with key partners/employers in the region?</b> Governors have varying skills sets, knowledge and experience in different areas. Bradford College Governors are active citizens in the community and as such, have local knowledge. Link Governor visits, analysis of information and statistics, and the Strategic Away Day, during which Governors hear from visiting speakers and stakeholders, all provide information which enables challenge and support of the Executive.</li> </ul>	

	<ul style="list-style-type: none"> <li>• <b>How do governors hold senior leaders to account for this aspect of performance?</b> Challenge is provided through existing committee structures, in-the-moment meetings and strategic conversations. Also, through quarterly performance reviews at Committee level, annual performance targets, scrutiny in Committees, specific report requests and the Capital Special Interest Group. Members triangulate between their own experience, College information and industry data to gain a more informed picture.</li> <li>• <b>Do governors support strategy and communications with local employers/other strategic partners? If so, how?</b> Governors engage with strategic planning days, employer awards, networking dinners, the new stakeholder newsletter produced by the College and College events (including WOW and STEM). Members have various connections with local employers and those involved in commerce and engage in their own networking activities.</li> </ul> <p>5.5 Members noted the importance of involving stakeholders, namely students, employers and the community, in co-design of the curriculum to ensure its relevance and future-proofing.</p> <p>5.6 The Chair invited expressions of interest for the Skills Link Governor role.</p> <p>5.7 The VPC advised that training would continue to be rolled out to enhance members’ knowledge of the skills area.</p> <p>5.8 Governors were invited to attend the College’s Community Networking event on Thursday 13 June in the Advanced Technology Centre.</p>	
<b>Effective Governance (SR2, SR8, SR9)</b>		
6.	<p><b>Chief Executive Officer’s Report</b></p> <p>6.1 The CEO signposted the Governors to the following papers as part of the pack, highlighting their importance:</p> <ul style="list-style-type: none"> <li>• Agenda Item 11d) Adoption of the new AoC code</li> <li>• Agenda Item 11g) Scheme of Delegation</li> <li>• Agenda Item 11e) Succession Planning</li> <li>• Agenda Item 12a) Minutes of meeting (Inc CSIG)</li> <li>• Agenda Item 12d) Estates Plan Update</li> </ul>	

<b>Link Governor</b>		
<b>7.</b>	<b><u>Link Governor Visit – How we work with employers</u></b>	
7.1	<p>The Link Governor reported that the College’s focus on long-term relationships with employers was very strategic. It had been acknowledged that the College does social media phenomenally well and it had helped to raise the College’s profile and visibility in the community. The Link Governor praised the College’s marketing efforts, which covers multiple social media platforms and helps to raise awareness of College achievements, awards, activities and the curriculum offers available.</p> <p>Members acknowledged the positive work done by the Marketing Team.</p>	
<b>Data Dashboard</b>		
<b>8.</b>	<b>Data Dashboard</b>	
8.1	<p>The CIO presented the data dashboard, advising that there had been no material changes since the dashboard had last been presented to the Corporation.</p> <p>The Q2 finance figures now reflected the final position for Q2, having moved out of draft and the Q3 position would be issued through the next round of Committee meetings, with the addition of the commentary requested.</p>	
<b>Safeguarding update</b>		
<b>9.</b>	<b>Safeguarding Update</b>	
9.1	<p>The DPS provided a year-to-date update on the safeguarding activity in the College:</p> <ul style="list-style-type: none"> <li>• Safeguarding training had been provided to Governors in September 2023 ahead of the annual requirement for all Governors to have confirmed reading and understanding of the Keeping Children Safe in Education Guidance.</li> <li>• The Safeguarding Annual Report 2022-23 had been approved by the Corporation in December 2023.</li> <li>• The Internal Safeguarding Audit was completed in December 2023 and had received a rating of substantial assurance.</li> <li>• The Link Governor visits in the statutory areas of Safeguarding and Health &amp; Safety had been conducted within 2023-24.</li> </ul> <p>The DPS emphasised the College’s commitment to keeping students safe and progressing in their education.</p>	

9.2	<p><b>Q. What is an ‘unclear DBS’?</b></p> <p>A. An ‘unclear DBS’ is one which has not been RAG rated green. In these cases, should an appointment be made, a risk assessment would be necessary.</p>	
9.3	<p>Members acknowledged the high number of safeguarding referrals made and noted the stressful nature of the work involved. The Chair asked the DPS to pass on thanks from the Corporation to the Safeguarding team for their continuous commitment and hard work.</p>	
<b>Committee Reports</b>		
<i>Due to the content of the Remuneration update, there were some changes to the sequence of the agenda (as below).</i>		
11.	<p><b>Search and Governance Committee – 2 May 2024</b></p>	
11.1	<p>The Chair of the Search &amp; Governance Committee provided an update on:</p>	
11.2	<p><b>a) Draft minutes of the meeting – 2 May 2024</b></p> <p>These were included in the pack for information and background.</p>	
11.3	<p><b>b) Update on SO1- To become a truly inclusive college</b></p> <p>The VPEDI&amp;SE had provided an update on <i>SO1- to become a truly inclusive College</i>.</p>	
11.4	<p><b>c) Committee allocation of SO7</b></p> <p>The new Strategic Objective 7 (SO7) ‘Empowering Education through Digital Transformation’, would be taken to Corporation in July for approval as part of the Strategic Plan 3-year plan. In advance of this, members had considered which Committee SO7 should be designated to and had agreed that it should be designated to the Quality and Standards Committee, but recognised that the Finance and General Purposes Committee would also require oversight with regards to investment costs and funding requirements. The designation of SO7 to the Quality and Standards Committee is recommended to the Corporation for approval.</p> <p>Members discussed the potential need for the provision of ongoing training to ensure that their digital skills were developed and knowledge in this area was kept up-to-date. It was recognised that a skills analysis would be helpful to discern the level of skills required and to identify any gaps. Governors shared what they could contribute in terms of their personal skills and experience. It was acknowledged that members have a rounded view and expertise in</p>	

	the area of digital, with aspirations to develop their understanding further.	
11.5	<b>RESOLVED:</b> The designation of SO7 to the Quality and Standards Committee is approved.	
11.6	<b>d) Adoption of the new AoC code</b>  The Committee had discussed the various Governance Codes and, due to its robust coverage and its specific tailoring to Further Education Colleges, agreed to recommend the new AoC Code of Good Governance to the Corporation for approval.	
11.7	<b>RESOLVED:</b> That the adoption of the new AoC Code of Good Governance is approved.	
11.8	Members requested training on the new AoC Code which would be adopted from August 2024.	
11.9	<b>ACTION:</b> The Clerk to consider training for Governors on the new AoC Code.	<b>Clerk</b>
11.10	<b>e) Succession planning - verbal update</b>  The Chair advised that on the 10 May, interviews (supported by Peridot) had been conducted with David Merrett, Tony Bullock and Gavin Hamilton. Councillor Joe Wheatley had been interviewed separately, later in the day. The interview panel had been very impressed with all candidates' skill sets and experience. The S&G Committee were seeking approval for the appointment of three Independent Governors and one co-opted member.  Members discussed the impact the appointments could have on the current equality and diversity status of the board.  The Clerk advised that equality and diversity was featured in the Annual Governance Report and that this would be considered and reviewed by the S&G Committee in September.	
11.11	The S&G Committee recommended approval of the following to the Board:  <ul style="list-style-type: none"> <li>• That Gavin Hamilton be appointed as an independent governor for a term of four years from July 2024 and that he also joins the Audit Committee is approved.</li> </ul>	

	<ul style="list-style-type: none"> <li>• That Tony Bullock be appointed as an independent governor for a term of four years from July 2024 and that he also joins the Audit Committee is approved.</li> <li>• That David Merrett be appointed as an independent governor for a term of four years from July 2024 and that he also joins the Finance and General Purposes Committee is approved.</li> <li>• That Joe Wheatley be appointed as a co-opted member for a term of one year from June 2024 and that he also joins the Quality and Standards Committee is approved.</li> </ul>	
11.12	<b>RESOLVED:</b> That the three aforementioned candidates be appointed as independent governors for a term of four years and the one aforementioned candidate be appointed as a co-opted member for a term of one year.	
11.13	<p><b>f) Governance effectiveness review 2024</b></p> <p>Members had discussed and agreed the plan, noting its compliance with the current AoC code. The S&amp;G Committee recommend the Governance effectiveness review to Corporation for approval.</p>	
11.14	<b>RESOLVED:</b> The Governance effectiveness review 2024 is approved.	
11.15	<p><b>g) Scheme of Delegation</b></p> <p>The Scheme of Delegation had been updated to incorporate the VPR&amp;C role title, changes in responsibility, the Annual Accountability Statement and various corrections to policy &amp; procedure titles. The Scheme of Delegation is recommended by the S&amp;G Committee for approval.</p>	
11.16	<b>RESOLVED:</b> The Scheme of Delegation is approved.	
11.17	<p><b>h) Committee Self-assessment against Terms of Reference</b></p> <p>S&amp;G Members had considered the Committee Self-assessment against the Terms of Reference. Members felt that the Committee continued to perform well. There were no suggested changes to the Terms of Reference for 2023-24.</p>	
11.18	The Corporation noted the S&G Committee Self-assessment against Terms of Reference.	
11.19	<p><b>i) SPH Appointments Committee TOR</b></p> <p>The Assurance Review of Governance – Strategic Control had identified that the Terms of Reference for the Senior Post Holder (SPH) and Clerk</p>	



<p>11.20</p> <p>11.21</p>	<p>Appointment Committee had not been reviewed since 2020, due to the Committee’s infrequent deployment.</p> <p>Members had discussed the Terms of Reference and agreed that it should be reviewed by the S&amp;G Committee every two to three years and always prior to the Committee needing to convene. The S&amp;G Committee recommend the SPH Appointments Committee Terms of Reference 2023-24 to Corporation for approval.</p> <p><b>RESOLVED:</b> The SPH Appointments Committee Terms of Reference 2023-24 are approved.</p> <p>The Chair informed members that Bulbul Barrett had become the new Finance &amp; General Purposes Chair and as such, would be joining the Search and Governance Committee.</p>	
<p>12.</p> <p>12.1</p> <p>12.2</p> <p>12.3</p>	<p><b>Finance &amp; General Purposes Committee – 9 May 2024</b></p> <p>The Chair of the Finance &amp; General Purposes Committee provided an update on:</p> <p><b>a) Draft minutes of meeting – 9 May 2024</b></p> <p>These were included in the pack for information and background.</p> <p><b>b) Management Accounts and Q2 Forecast</b></p> <p>The VPF&amp;CS advised that the management accounts demonstrated overall that the College is on track to deliver on financial performance.</p> <p>A delay in capital projects and non-pay expenditure could potentially trigger a cash sweep. The VPF&amp;CS advised members that this had been highlighted to the bank and had been raised with the DfE, who had informed the College that this matter was being progressed. Any Bank Covenants would need to be agreed by the end of July.</p> <p>The CEO informed members that the College had received a letter from the ESFA regarding timescales for the Junction Mills Capital Project potentially falling behind the scheduled completion date. A formal update had been requested on progress of the project and on the expected dates for the last draw down of the FE Capital Transformation Grant. The College had also been asked to identify when the main construction contract was expected to be awarded. The CEO assured members that the Capital Special Interest Group would be given full oversight of the matter and a formal response would be drafted.</p>	

<p>12.4</p> <p>12.5</p>	<p><b>c) Estates Plan Update</b></p> <p>The VPF&amp;CS advised members that the estates plan was on track but timings were tight for works across the summer. Plans included preparing the ATC for the relocation of the PLW students into the building. The original cost plan for this was £0.5m, however approval had been sought from the F&amp;GP Committee for an increase to the draft budget of £0.6m, to a total of £1.1m. This had been discussed at length and was approved at the F&amp;GP meeting in May 2024.</p> <p><b>d) HE Fees Policy 25/26</b></p> <p>It was noted that the F&amp;GP Committee had recommended the HE Fees Policy to Corporation however, the HE fees policy would also be presented at the next Q&amp;S Committee on 27 June 2024 for decision and brought back to the July Corporation meeting.</p>	
<p>13.</p> <p>13.1</p> <p>13.2</p> <p>13.3</p> <p>13.4</p> <p>13.5</p> <p>13.6</p>	<p><b>Audit Committee – 16 May 2024</b></p> <p>The Chair of the Audit Committee provided an update on:</p> <p><b>a) Draft minutes of the meeting – 16 May 2024</b></p> <p>These were included in the pack for information and background.</p> <p><b>b) Internal Audit Reports</b></p> <p>The following internal audit reports were shared with the Corporation for information and assurance.</p> <ul style="list-style-type: none"> <li>• Assurance Review of Student Experience</li> <li>• Assurance Review of Governance – Strategic Control</li> <li>• ICT Disaster Recovery</li> </ul> <p><b>c) Internal Audit Plan 2024-25</b></p> <p>The Corporation considered the Internal Audit Plan 2024-25 recommended by the Audit Committee for approval.</p> <p><b>RESOLVED:</b> The Internal Audit Plan 2024-25 is approved.</p> <p><b>d) External Audit Strategy and Plan 2023-24</b></p> <p>The Corporation considered the External Audit Strategy and Plan recommended by the Audit Committee for approval.</p> <p><b>RESOLVED:</b> The External Audit Strategy and Plan 2023-24 is approved.</p>	

13.7	<p><b>e) Funding Assurance Reviews- Common Issues</b></p> <p>These had been provided for information.</p>	
13.8	<p><b>f) Report on Whistleblowing, Fraud and Other Irregularities</b></p> <p>A confidential minute was taken for item 13.8 - see confidential annex</p>	
13.9	<p><b>g) Committee Self-assessment against Terms of Reference</b></p> <p>In considering the Terms of Reference, the Audit Committee had agreed that an update was required for 2024-25; to incorporate the Audit Committee’s confirmation that the compliance requirements set out in the new Financial Handbook as a condition of the College’s accountability agreement were being adhered to.</p>	
13.10	<p><b>RESOLVED:</b> That the updated Audit Terms of Reference are approved.</p>	
13.11	<p><b>h) Anti-Fraud, Bribery and Corruption Policy</b></p> <p>The Anti-Fraud, Bribery and Corruption Policy had been updated to reflect references to – ‘Annex 4.9 Fraud’ of the Managing Public Money regulations dated May 2023 and ‘Fraud, theft, irregularity and cybercrime’ section of College Financial Handbook 2024. The Anti-Bribery and Anti- Fraud Policy is recommended to the Corporation for approval.</p>	
13.12	<p><b>RESOLVED:</b> The Anti-Fraud, Bribery and Corruption Policy is approved.</p>	
13.13	<p><b>i) Risk Management Policy</b></p> <p>The Risk Management Policy had been updated to reflect a change of title, the Executive Board had been changed to the Senior Leadership Team and updates had been made to reflect current naming conventions and some minor formatting. The Risk Management Policy is recommended to the Corporation for approval.</p>	
13.14	<p><b>RESOLVED:</b> The Risk Management Policy is approved.</p>	
13.15	<p><b>j) Gifts &amp; Hospitality Policy</b></p> <p>The Gifts &amp; Hospitality Policy and Procedure had been updated to reflect changes to job titles, examples of gifts which should never be accepted, the exception to receiving ‘sporting’ hospitality if it was in the business interests of the College (8.4) and clarity on hospitality for</p>	

	Governors. The Gifts & Hospitality Policy is recommended to Corporation for approval.	
13.16	<b>RESOLVED:</b> The Gifts & Hospitality Policy is approved.	
<b>Policies</b>		
14.	None	
<b>Risk</b>		
15.	<b>Strategic risk monitoring</b>	
15.1	The Corporation reviewed the strategic risk register. Each Committee had reviewed the risks for which they have oversight, and the VPF&CS drew members' attention to the various updates made.	
<b>Reports from Subsidiaries/Joint Ventures/Committees*</b>		
16.	The minutes from the following were shared within the meeting papers for information:	
16.1	a) Inprint & Design – 21.02.24 b) Equality & Diversity Committee – 25.01.24 c) Health, Safety & Welfare Committee – 01.02.24 d) Joint Consultative Committee – 22.02.24 & 11.04.24	
<b>Matters of note</b>		
17.	<b>Any other business</b>	
17.1	The CEO reported that UCU had submitted a new pay claim on 2 May. There were two elements to the claim: Part 1 – A claim for a 10% pay increase; Part 2 – A commitment to close gender, ethnicity and disability pay gaps. The pay claim had been circulated to Governors.	
17.2	Members discussed the upcoming general election and agreed to consider any implications for the College as a result of a change in Government.	
17.3	The Chair informed members that this was the last meeting the External Board Reviewer, Wendy Stanger, was observing and thanked members and executive for their engagement with the process. The External Board Review Final Report would be presented to the Corporation in July 2024 along with a Q&A session.	
17.4	It was the last Corporation meeting for Taqi Ali, as his term of office as a student governor was coming to an end. The Chair thanked Taqi for his contributions as a board member and Student Union President and wished him well for the future.	

Closed session with Independent Governors		
	<p><i>The CEO, Executive, Clerk, Staff and Student governors left the meeting.</i></p> <p><i>Governors agreed that the Assistant Clerk should remain throughout the confidential session.</i></p> <p><i>A separate confidential minute was recorded – see annex.</i></p>	
<b>10.</b>	<b>Remuneration Committee – 2 May 2024</b>	
10.1	The Vice Chair of Remuneration provided an update on:	
10.2	<b>a) Draft minutes of meeting – 2 May 2024</b>	
	These were included in the pack for information and background.	
10.3	<b>b) Verbal update</b>	
	A confidential minute was taken for item 10.3 - see confidential annex	
	The Remuneration Committee had carried out a review of the SPH Capability Procedure and had considered it prudent to seek legal guidance in order to gain some clarity on its purpose, legality and the use of language within, as well as to further consider how it fits within the suite of current SPH Procedures.	
10.4	<b>c) Committee Self-assessment against Terms of Reference</b>	
	In considering the Terms of Reference, the Remuneration Committee had agreed that an update was required for 2024-25 to incorporate the compliance requirements set out in the new Financial Handbook as a condition of the College’s accountability agreement. The updated Remuneration Terms of Reference are recommended to Corporation for approval.	
10.5	<b>RESOLVED:</b> The updated Terms of Reference 2024-25 are approved.	
10.6	The meeting closed at 18:26.	
<b>18.</b>	<b>Meeting Evaluation</b>	
18.1	Link to the meeting evaluation form to be circulated via email.	<b>Assistant Clerk</b>

Approved by the Corporation:

.....**P.Birtles**.....  
Signed by the Chair

.....**11.07.24**...  
Date

**Agreed Actions**

<b>No</b>	<b>Minute</b>	<b>Action</b>	<b>Who?</b>
1	11.9	The Clerk to consider training for Governors on the new AoC Code.	Clerk
2	18.1	Link to the meeting evaluation form to be circulated via email.	Assistant Clerk