



## CORPORATION

### FINAL SIGNED Minutes of the Meeting held on Tuesday 21 March 2017

at 5.30pm in The Source, All Saints' Building, Worcester

#### Present

<b>Governors:</b>	Neill Bucktin	Chair
	Steve Bolton	
	Amber Carrington	
	Sue Fowler	Vice Chair
	Kevin Gaffney	
	Peter Heath	
	Fiona Hellowell	
	Lucy Hodgson	
	Stuart Laverick	Principal
	Karen Lowe	
	Paul McCunn	
	Denis Miles	
	Debbie Morris	
	Robert Pearce	
	David Rowe	

**By VC:** (Louise Gresty)

<b>In Attendance:</b>	Kelvin Nash	Vice Principal Curriculum & Quality
	Peter Robinson	Assistant Principal Higher Education & Standards
	Julia Breakwell	Assistant Principal
	Sue Frost	Clerk to the Corporation

#### Action

##### 21.1 Apologies

- i) Apologies were received from Vikki Greenfield, Gary Woodman, Nicki Williams, Vice Principal Corporate & Resources and Cherie Clements, Director of Finance. Louise Gresty was available for the meeting but, due to a global issue with Skype was unable to connect. Lucy Hodgson was expected.

##### 21.2 Declarations of Interest

- i) Members were asked to declare any Interests, financial or otherwise, which they may have in any Agenda Item. Paul McCunn reminded Members of his wife's employment at the College. Other Members confirmed that they had no interests to declare.

##### 21.3 Minutes of the Last Meeting

- i) The Corporation **APPROVED** the Minutes of the meeting held on 13 December 2016 as a true record for signature by the Chair.

## 21.4 Matters Arising

- i) The Corporation reviewed the Action Points report and noted progress. Ten actions had been completed or would be completed during the meeting and two carried forward. The following points were noted:
- 19.4/15.8. Ofsted.** Members commented that the visit to Solihull College had been very useful. Solihull had used a Governor Focus Group to ensure the post Inspection Action Plan follow up was robust and had focused on impact, specifically on Teaching, Learning and Assessment. There was a positive start to the Self Assessment Report listing the improvements and the use of proportionality information was useful guidance.
- 19.8 i) Quality Group, Regarding Apprenticeship.** The Principal had stated that this was good for all standards with capacity except that Engineering and Construction was tighter, but now had people in place and management working to make sure the timely completion rate improved. The Director Employer and External Relationships had confirmed that the CRQ Director Technology, Business, Skills and Creativity had begun fortnightly 'intervention' meetings with his delivery staff to ensure he was aware of the progress of individual learners, with a view to improving the achievement rates for construction apprenticeships in-college and for engineering. The CRQ Director Technology, Business, Skills and Creativity had confirmed that in terms of staffing, this was now in place and there were no current shortages that will have the impact it did previously. The Principal confirmed that the issues with Engineering and Construction had been addressed.
- 26/11/16 - Strategic Planning Event, 3 iv) Governance Conference and Ofsted.** At the meeting on 16 February 2017, the Governance and Search Committee proposed the use of the Ofsted presentation slides from the November Away Event as a tool for assessment and improvement at the Workshop on 25 April 2017, although, due to pressure on time this was now likely to be delayed until the 20 June 2017 Workshop.
- ii) The Corporation **MONITORED** action taken and remaining to be taken in respect of Matters Arising from the Minutes of previous meetings and Notes of workshops.

*Lucy Hodgson joined the meeting at this point.*

## 21.5 Determination of Any Other Urgent Business

- i) There was no other urgent business.

## 21.6 PRINCIPAL'S REPORT

### i) Principal's Update for Governors

The Audit Committee had received a Sector Update Training Briefing presentation from Louise Tweedie, Risk Assurance Director RSM Risk Assurance Services LLP (Internal Auditors), on 6 March 2017. This was included in the supporting papers as the Principal's Report. Members had been asked to review and raise any issues and asked whether the College had been successful in its application to the Register of Apprenticeship Training Providers. The College and the majority of its partners had been approved. Non-levy payer Apprenticeship approval was still awaited.

The Principal had shared ideas with Eastleigh College, who also had a large consortium, and it was possible that blended learning would be developed as part of the 20% off the job learning requirement.

### ii) Curriculum and Quality Key Performance Indicators

The Vice Principal Curriculum & Quality presented RAG rated statistics as at 2

and 8 March 2017 for Retention (2 green), Attendance (3 amber, 1 red), Maths and English attendance (1 green, 3 amber) and Lesson Observations (green). Retention at all ages and within all Directorates was above the KPI set except for adults in Access, Care, Service Industries and Sport but was declining. Overall, for 16 -18 year olds, retention was 94%, 1.3% points lower than previous month and 1.9% points lower than prior year; For adults, retention was 94.9%, 1% point lower than previous report and 0.4% points lower than prior year. The Assistant Principal Information Systems and Student Experience was collating destination information from leavers. The decline was marked in Access courses.

Overall attendance percentages continued to be below target, but were similar to last month and above the prior year scores. Attendance on main qualification was at 89.19%, Functional skills 84.57% and GCSE at 82.62%. Functional Skills attendance was 4.26% points (this had been corrected in the following paper) and GCSE 6.19% points higher than the same period in 2015/16, showing the impact of College strategies to target English and maths attendance issues. Four programme areas had particularly low English and maths attendance: Public Services, Sport, Travel and Tourism and Automotive and some 'motivational' incentives were being trialed on the worst performing groups.

184 lesson observations had been carried out with 83% graded Good or better and this was a later Agenda item.

Governors challenged the Vice Principal Curriculum & Quality, asking:

- Was the 91% attendance target stretching enough? Governors felt that 100% was unrealistic and that it was important to set a target which was challenging but achievable and to know the measures in place to support students' attendance. The Staff Governors commented that in their areas (Inclusive Learning and Access) there were significant issues with complex health needs and mental health issues which reduced attendance. The Principal predicted that it was likely that a further decline of c 1% would occur as Students neared exams.
- How much non-attendance was because of the student and how much was it to do with staff or teaching issues? It was likely to be a combination of factors and the report on leavers might help – it was known that some students had positive destinations such as Apprenticeships.
- The Clerk to the Corporation had circulated the College's weekly English and maths newsletters and non-attender chasing spreadsheet (anonymised) for information. Governors appreciated the work being done and the processes in place, as well as the extent of the individual follow up.

The Corporation **REQUESTED** further information on attendance distribution in order to inform target setting (possibly at a more granular level) for 2017/18.

**VPCQ**

### iii) **Financial Key Performance Indicators**

The Principal presented the RAG rated data including student numbers (1 green, 3 amber), financial outturn (2 red), financial health (1 green, 1 amber, 1 red) and bank covenants (3 red) and an actual against budgeted cash forecast for 2016/17 which had been updated to reflect the proposed repayment of the Barclays Bank Loans at 31 March 2017. The current projection for the year end was a £1,071 deficit against a budgeted £163k surplus (February Corporation forecast £615k deficit). The picture was similar to the previous month and steps were still being taken to control non pay expenditure.

Apprenticeship income was uncertain. It was likely to increase before the 1 May 2017 levy (monthly payments being received) but then might reduce because of the lack of understanding about the levy for some employers.

Governors challenged the Principal, questioning the gap between predicted and actual funding over the first two years of merger. The Principal accepted that the budget had been over optimistic and agreed that it was important that the third year addressed this and did not follow the same pattern. Assumptions for the next Strategic Plan would be discussed at the 25 April 2017 Workshop.

The Corporation **RECEIVED** the Principal's Report and **MONITORED** progress against targets.

### **21.7 Key Strategic Item – College Improvement Plan**

- i) The Assistant Principal Higher Education & Standards reported on the College Improvement Plan after Milestone 2 assessment. Of the 50 RAG rated actions, 21 were rated green, 15 amber and 14 red. Further detail of the red rated actions was provided under the four main themes: Leadership and Management; Teaching, Learning and Assessment; Personal Development, Behaviour and Welfare and Outcomes for Learners.
- ii) Governors asked management how many of the 14 reds were likely to be achieved. The Assistant Principal Higher Education & Standards stated that, (in part due to the reaction at the Away Day where Milestone 1 had been discussed and Governors stated that green RAG ratings should be a clear indication that the target had been fully achieved), managers had made a rigorous assessment of the position at the relevant point in time. Some targets rated as "Red" had been partially achieved by Milestone 2 but this progress had been judged insufficient for an amber grade – for example the Classroom learning environment had been improved in some areas., but not in all of them. Similarly good improvement in the use of ProMonitor was evident, but was not universal. The Vice Principal Curriculum & Quality reminded members that there was still a Milestone 3 target when the picture would be different again and some of the reds would then be green.
- iii) The Corporation **MONITORED** progress against the January Milestones in the College Improvement Plan.

## **PEOPLE**

### **21.8 Equality and Diversity**

- i) The Assistant Principal Information Systems and Student Experience reminded Members of the two RAG rated action plans included in the Supporting papers folder: the 'Equality and Diversity Impact Measurements' (EDIM) action plan which focused specifically on reducing achievement gaps between different groups of students and their respective protected characteristics; and the 'Equality and Diversity Action Plan' which identified specific actions each year to ensure that the College was moving forward positively with its Equality and Diversity objectives. The majority of the actions in the plans were green) or would be on track at milestone 2 at the end of March.
- ii) Governors were aware that the EDIM report focused on addressing areas for improvement and commented that it was important that the College also had clear statements which were positive, such as progress with Looked After Children or vulnerable learners. The Assistant Principal Information Systems

and Student Experience agreed that this information would be captured in the Annual Report.

- iii) The Corporation **MONITORED** the Equality Action Plan against Targets and the Equality and Diversity Impact Measures (EDIM) Action Plan.

*Governors agreed to consider Item ~~19.24~~ 21.18 iii) next. This is recorded in Confidential Minutes 1 of 2.*

*The Assistant Principal Information Systems and Student Experience left the meeting at this point.*

## **EXTERNAL PARTNERSHIPS**

### **21.9 Subcontracting Performance Report**

- i) The Vice Principal Curriculum & Quality presented information on subcontracting, where year to date indicative achievement grades were: overall completion 70.6% (75.8% prior year equivalent, 67% 2015/16 national benchmark) and timely completion 52.1% (40.6% prior year equivalent, 58.7% 2015/16 national benchmark).
- ii) A list of partners was provided showing year to date performance against Maximum Contract Values (MCV). The Director Employer and External Relationships had confirmed that there were no partners causing concern in terms of underperformance against MCV. The Vice Principal Curriculum & Quality stated that the three very low percentages were for contracts that had just started.
- iii) The Corporation **MONITORED** partner performance/ quality outcomes to date in 2016/17

### **21.10 TEACHING LEARNING AND ASSESSMENT**

#### **i) Quality Group**

The Quality Group Chair, Karen Lowe, reported that the Quality Group had benefitted from a presentation from the Assistant Principal Student Support, Skills and Progression on Maths and English and another on the contents of the Study Programme. Members understood from the amount and level of detail about English and Maths that there was a real understanding at College level of what was happening and with what results. Members had discussed whether the Study Programme could be delivered in a concentrated programme rather than spread out over a number of weeks to help employers and the College.

- ii) Members discussed the staff challenges inherent in teaching English and Maths across different areas and at different levels, especially given that there was some sickness in the area, that observation scores were a little lower and that comments had been made by Russell Jordan about the teaching of mixed groups. Members requested that the next deep dive cover teaching staff, recruitment, retention, development, succession planning and talent management, examining how and whether the Corporation could support staff more.

- iii) Corporation Members were invited to attend the next meeting, Thursday 4 May 2017 at 2pm in The Bubble, Osprey House, or to raise questions they would like the Quality Group to look into or ask in the deep dive covering College Staff by replying to the Clerk to the Corporation by 6 April 2017. **Members**

- iv) The Corporation **RECEIVED** the Notes of the Quality Group meeting held on 27 February 2017.

## 21.11 Teaching Learning and Assessment

### i) Qualification Achievement Report 2015/16

The Assistant Principal Higher Education & Standards explained that Qualification Achievement Rates had replaced Qualification Success Rates, collating retention, pass and achievement rates in all colleges across the UK. The supporting papers folder included a RAG rated overview of results by Level, Qualification Type, Subject Sector Area, English and Maths and Overall Results against provider type (General Further Education Colleges). Although 16 – 18 learner overall achievement had increased from 72% to 74% this was 5% below the provider type benchmark, due in part to performance in English and maths qualifications which was red in nearly all areas.

Governors noted that the results as presented were a blunt tool and appreciated there was drill down capacity in the raw data.

The Corporation **MONITORED** College Qualification Success Rates against sector national average data and **REQUESTED** that the Quality Group consider them in greater detail.

**VPCQ/  
APHES/  
CC**

### ii) Performance Measures 2015/16

The Assistant Principal Higher Education & Standards explained that Value-Added reports had been extended to cover a wider range of metrics. There were five Performance Measures, collated by the Department for Education: Retention, Progress (including Applied General Qualifications at Level 3), Attainment (Including Technical Certificates at Level 2), English and Maths and Destinations. There were difficulties in measuring value added in technical and vocational subjects and the system was complex. It also housed perverse incentives such that Colleges who put GCSE E grade students on a GCSE course which they then failed with a D Grade would get a higher value-added score than students at Heart of Worcestershire College students who succeeded on a Functional Skills course. The College would continue to act in accordance with its values and offer stepping stone qualifications that built up confidence in qualifications well-respected by employers. Destination data confirmed the College analysis that 90% of learners progressed to positive destinations. Progress was at a Merit grade (National Distinction) and Attainment was at Merit Plus (National Distinction).

The College could not do like for like assessment against previous years due to the change in methodology, but believed that Value Added had improved because of work on ProMonitor with target setting and follow up. Predicted progress against target grade at course level would be included in the Directorate Quality Reviews which Governors would attend. Progress reports would continue to be examined and improved as the year progressed and a working group had been established to set parameters for this. There was also a report to staff and to the Teaching, Assessment, Learning and Quality (TALQ) group of students in danger of missing their targets. (Red rated in the College Improvement Plan.) 17% of students were currently Red rated in relation to their targets, but these were set to stretch students so being under target did not necessarily imply predicted failure. Staff and Students had access to this data and would monitor and take action together. It would also form part of the Business review meetings, which three Governors were attending.

The Corporation **RECEIVED** a report on the new performance measures and data for 2015/16 and **REQUESTED** that the Quality Group consider them in greater detail.

**Action  
VPCQ/  
APHES/  
CC**

*The Assistant Principal Higher Education & Standards left the meeting at this point.*

**iii) Observation of Teaching and Learning**

The Vice Principal Curriculum & Quality reported that 184 observations had been undertaken, including probationary staff, initial teacher trainers and agency staff and these were broken down by vocational area and by overall grade for attendance and Teaching, Training, Learning and Assessment. Debbie Morris, Staff Governor said that Learning Support Assistants and Personal Learning Coaches were also observed by staff in their areas, although this was outside the statistics.

Governors challenged the Vice Principal Curriculum & Quality, asking:

- What was happening to the teachers with low grades? 28 tutors were being provided with support from the Quality Unit. Nine had an improved grade on re-observation, five had not improved on re-observation and were going through the College's Capability Procedure and 17 were still being supported.
- What was the Agency staff percentage and how were they improved? The Vice Principal Curriculum & Quality **AGREED TO PROVIDE** this figure. Agency staff could not be provided with support as they were not staff, but they were invited to attend College Continuing Professional Development sessions.
- What had happened to the six appeals? These went through the Quality Unit. One had been successful, others were ongoing.

**VPCQ**

The Corporation **MONITORED** Observation of Teaching and Learning outcomes to date in 2016/17

**AUDIT COMMITTEE**

**21.12 Audit Committee Minutes**

- i)** The Audit Committee Chair, Kevin Gaffney, reported that the presentation on Apprenticeships Risk was valuable and that the Auditors seemed impressed with the College efforts to mitigate those risks. The Committee had also reviewed the Strategic Risk Register in some detail and considered changes to three other Policies and recommended them for approval.

A Governor asked about the reference to the Artrix in the Audit Committee Minutes. This related back to the full Risk Register so the Vice Principal Curriculum & Quality explained that the College contract with the Artrix would end this year and that it would not be renewed because the College did not have enough Performing arts Students to justify the £50k per annum ongoing cost. Members were also aware that the Artrix had lost Council funding but the Vice Principal Curriculum & Quality stated that the College intentions had been clear for two years and that the Artrix could now plan to use the facility across the Monday to Friday 9 – 5 period. Relationships would continue as the Artrix used the College Car Park and the College could still use the Artrix for some events.

The Corporation **RECEIVED** the Minutes of the Audit Committee meeting on 6 March 2017 and **NOTED** the Audit Committee's advice.

**Action**

**Audit Committee Recommendations**

The Corporation **APPROVED** the following items, on the recommendation of the Audit Committee:

- ii) • Strategic Risk Register – Spring Term Update
- iii) • Whistleblowing Procedure
- iv) • Value for Money Policy
- v) • Financial Regulations

These would be placed on the portals or website as appropriate.

**DF/CC**

**21.13 FINANCE AND MANAGEMENT INFORMATION**

**i) Tender Committee**

The Corporation **NOTED** the Tender Committee Report on Waste Management contracts.

**ii) Expenses Policy**

Governors asked if there were any complaints about the College mileage rate and the Principal confirmed that there were none.

The Corporation **APPROVED** the revised Expenses Policy (Staff and Governors) for the portals or website as appropriate. **DF**

**GOVERNANCE**

**21.14 Governance and Search Committee**

- i)** The Clerk to the Corporation reported that the College had had different approaches to withdrawal under Conflict of Interest in Standing Orders and the Code of Conduct. The Committee recommended adoption of the Instrument and Articles of Government approach at Article 10, which was that a Member with an interest “shall withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting”. The Clerk to the Corporation reminded members that those declaring an interest “shall not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote”. Care needed to be taken when declaring interests to ensure that these were relevant so that Members were not preventing themselves from contributing unnecessarily. The Corporation would discuss these on an individual basis at each meeting. The Clerk to the Corporation was seeking advice from Eversheds in relation to a Confidential matter. **CC**

The Governance and Search Committee Chair, Neill Bucktin, reported that Members had planned recruitment activity in the light of those Governors who were approaching the end of their current term of office and their stated intentions regarding continuing in office. However, all present agreed to a temporary halt in proceeding for the time being. Several other items were recommended for approval and the Committee advised an appointment to the Remuneration Committee.

The Corporation **APPROVED** the Minutes of the Governance and Search Committee meeting held on 16 February 2017 and **NOTED** the Committee’s advice.

**ii) Governance and Search Committee Recommendations**

The Corporation **APPOINTED** Gary Woodman as a Member of the Remuneration Committee

**Action**

The Corporation **APPROVED** the following items, on the recommendation of the Governance and Search Committee:

- iii) • Corporation Development Programme
- iv) • Revised Training and Induction Policy
- v) • Revised Standing Orders for the Corporation and its Committees
- vi) • Eversheds' Fourteenth Code of Conduct for Governors and Co-opted Committee Members (Revised from Version 12)
- vii) • Access to Corporation Information Statement

These would be placed on the portals or website as appropriate.

**CC**

### **21.15 Proposed Insolvency Regime**

- i) The papers included a report from the Clerk to the Corporation briefing members on the proposed Insolvency regime which would apply the Insolvency Act 1986 to Colleges and create a special administration regime (education administration) to protect students, particularly those who have special educational needs and to achieve the best result for the further education body's creditors as a whole. This raised the possibility of Governors being liable for wrongful and fraudulent trading and ultimately, potential disqualification under the Company Directors Disqualification Act 1986. It was likely to make Colleges more risk averse and could make some people less willing to become or stay as college governors and the Association of colleges had requested further guidance for Governors.
- ii) The Corporation **NOTED** information about the proposed Insolvency Regime for Colleges under the Technical and Further Education Bill.

*Members agreed to move Items 21.15 and 21.16 to the end of the agenda. Original Agenda numbering has been retained.*

### **CONFIDENTIAL ITEMS**

*Members discussed Confidential Items 21. 18 to 21.24, which are recorded as Confidential Minutes 1 of 2 then returned to Agenda Items 21.16 and 21.17.*

### **21.16 Any Other Urgent Business**

- i) There was no other urgent business.

### **21.17 Meeting Reflection**

- i) The Corporation **REVIEWED** the meeting and commented that the system for the papers was making life easier. Members **ASKED** for their thanks to be conveyed to Donna Gibson, Principal's Office, for her work in respect of the summary pack and the supporting folders. The Clerk to the Corporation asked for comments about the balance between the two and about the usefulness of the Quality Group Notes (which were intentionally detailed to inform Governors not able to be present) to be made on the feedback forms. Members discussed the reinstated Governor Forum, which had not been used in advance of this meeting, understanding that it was one of a number of ways to contact the College to raise issues (for example, matters that required clarifying). Efforts would be made to capture any debate and bring it to the Corporation.

**VPCQ**

**Members**

*The Staff and Student Members left the meeting at this point*

*Members discussed Confidential Items 21.25 to 21.26, which are recorded as Restricted Confidential Minutes 2 of 2.*

**Action**

**21.27 Date and Time of Next Meeting**

- i) Tuesday 25 April 2017, Corporation Workshop, start time revised to 4.30pm for 5.00pm, Function Room, Redditch
- ii) Tuesday 23 May 2017, 5pm for 5.30pm, All Saints' Building, Worcester

The meeting closed at 7.30pm.

**Signed:**

**Date:**

Sue Frost  
Clerk to the Corporation  
22 March 2017