

Minutes of the Corporation Meeting

Held Tuesday 13 December 2022

Present Joanne Chilton (*Chair*), Helene Jones (*Vice Chair*), Joanne Williams (*Interim Principal*), Aisha Benachour, Shabir Chagan, James Clayton, Lee Clulow, Alexandra Fratila, Clair Graham, Andy Hanson, Tiffany Harvey-Pallent, Thomas Huntbatch, Ian Hughes, Alison Jarrett, Raj Joshi, Gail Rothnie, and Mark Sterling,

In attendance Jacquie Carman (*Interim Deputy Principal*)
Craig Tucker (*Assistant Principal Quality and Standards*)
Jon Priest (*Director of Information Services*)
Haroon Bashir (*Head of Equality and Diversity*)
Jennifer Sunter (*Clerk to the Corporation*)

1		Apologies
		Apologies were received on behalf of Joanne Rouse.
2		Declarations of Interest
		The Clerk declared her interest in agenda item 5.2 Review of Staff Contracts Update. Senior Post Holders and the Clerk declared their interest in agenda items 10 regarding remuneration.
3		Minutes
	3.1	The minutes of the Corporation Meeting held 28 September 2022, including the confidential minutes, were approved as a correct record. Matters Arising: Actions under the Corporation Meeting 6 July 2022 5.1a, Draft Minutes of the Students, Curriculum and Quality Committee, 15 June 2022. Information on provision for special requirements for exams was closed. 53a and 53b, Ofsted Update. An Ofsted Update was being provided to the January Away Day. 6.1ba, Draft Budget 2022/2023. Higher education course fees were addressed through November meetings of Students Curriculum and Quality Committee and the Finance and Resources Committees and was closed. Actions under Corporation Meeting 28 September 2022 5.1a, Safeguarding Update – Keeping Children Safe in Education. Information on the volume of and significant action taken relating to online monitoring, was achieved through an Annual Report, Pastoral Report and Principal's Report and was closed. 5.4a Ofsted Update, a briefing document for governors had been achieved.
4		Strategic
	4.1	Principal's Report
		Joanne Williams summarised the key headlines of the College's position at the end of the first term:

		<p>While enrolments were now above contract for 16-18 learners this masked that the College has not reached contract numbers for T Level courses and risked in year clawback, the rate for which was not yet known. Adult enrolment was also currently below contract, however January 2023 enrolment looked positive in working towards addressing this.</p> <p>Attendance remained a key concern with much work to improve this, particularly English and Maths resit classes.</p> <p>The challenges of supporting the high demand for student wellbeing needs were also noted.</p> <p>Members discussed the high rate of staff absence, as reported, asking how this compared with other sectors also struggling with higher levels of absence. The position seemed to reflect a national trend and change in cultural behaviour around viral infections. Harnessing working from home options with appropriate teaching on-line were noted as staff absence did impact on student attendance.</p> <p>Members understood that while the College had successfully recruited staff, it had also lost staff to jobs with more attractive pay and/or conditions. It was hoped that the agreed pay package, together with revised contracts, would make the College more competitive within the sector.</p> <p>Jacque Carman outlined the key impact of colleges being moved back to the public sector. This included that the College could keep current surpluses, retain Halesowen College Enterprises Limited as a commercial entity and that there were new permissions required from the DfE re drawing down borrowing, with the latter impacting on the College Estates Strategy. More guidance would be forthcoming on changes, which would be reported to the Finance and Resources and Audit Committees.</p> <p>Part B of the Principal's report would be provided for under the confidential section of the agenda.</p> <p>The Principals update report was received.</p>
5		Personnel
	5.1	Minutes of the Personnel Committee held 1 December 2022- Committee Chair's Overview
		<p>The Chair of the newly established Personnel Committee reported on the first meeting which focused on policy framework, pay and conditions. The Committee had also looked at arrangements addressing safer recruitment.</p> <p>The Committee had discussed the key risk to the College of recruitment and retention of staff and members discussed the 'art of the possible' regarding ways to mitigate against barriers to applying to work at the College.</p> <p>Members endorsed the proposed action to undertake a deep dive approach on attraction and retention of staff, 'considering the art of the possible' for review at the next meeting of the Committee.</p> <p>The minutes were accepted.</p>
	Action 5.1a	It was agreed that the Chair of the Personnel Committee would instigate a deep dive on recruitment and retention of staff supported by Craig Tucker, the Assistant Principal for Quality and Standards.
	5.2	Review of Staff Contracts Update
		<p>Jacque Carman confirmed that the College taken a consultative approach and had opened dialogue on a revised support staff contract. It was hoped that the positive start, with a Heads of Terms for teaching staff, would continue in a similar manner. The College hoped to reach modern contracts that supported the needs of the College, students and staff.</p>

		The review of contracts update report was accepted.
5.3		Report on Safer Recruitment of Staff
		Members noted the report on safer recruitment of staff and suggested that the approach for governor recruitment should be updated and included. The Report on Safer Recruitment of Staff was accepted.
Action 5.3a		The Clerk would liaise with the Human Resources Director to update and record the approach to safer recruitment of governors.
5.4		Report on Training and Development
		Craig Tucker noted that while the report provided for the Personnel Committee had focused on staff development for Safeguarding and Prevent, the wider staff development report was considered by the Students' Curriculum and Quality Committee and could also be provided for the Personnel Committee. Members also noted that the College was undertaking a Staff Development Day on 3 January 2023, with focus on the craft of teaching. The Report on Training and Development was accepted.
Action 5.4a		The Clerk would provide all governors with the details of the Staff Development Day 3 January 2023 with an open invitation to attend.
6		Performance
6.1		Minutes of the Students, Curriculum and Quality Committee held 16 November 2022 - Committee Chair's Overview.
		The Chair of the Students, Curriculum and Quality Committee reported on consideration of student performance. While attainment was down the impact of the first year of exams since 2019 was discussed. The Committee was discerning in its understanding of challenges to benchmarked data, with focus increasingly on student progression opportunities, measuring value added development against appropriately set targets and demonstrating that all students were doing well. An update on Apprenticeships was also noted. The Chair commended the College Self-Assessment Report as a detailed and excellent reference and the focus on developing the craft of teaching was highlighted. Members asked further questions on student achievement regarding consistency and benchmarking, impacted not only by teacher assessed grades, but also changes in exam courses, where these had not been fit for purpose. Joanne Williams responded that areas of underperformance due to pass rate were of most concern. Members also commended improvement for students with Education Health Care Plans. In response to questions about driving higher achievement, members also noted the work commencing in January to improve teaching approaches and student mindset. The minutes of the Students, Curriculum and Quality Committee were accepted.
6.1a		Student Performance Report 2021/2022
		Jon Priest reported that the impact of teacher assessed grades continued and that the main valued added report for A Levels, the ALP's system, was still reliant on 2019 data comparison. However, after the current year benchmarking should again become more meaningful.

		<p>The College's overall retention, pass rates and achievement rates had declined for 2021/2022. While 16-18 retention and pass rates were in line with national performance, Adults, English and Maths and Apprenticeships had declined. However, GCSE English and Maths College learners had performed better than learners at other Colleges when using comparative data through the AoC's MiDES system.</p> <p>As reported attendance remained a key focus.</p> <p>Members asked if the quality of teaching and learning was as it should be and Joanne Williams responded that exam skills had proven challenging, with more focus being placed on developing these with students.</p> <p>The Student Performance Report 2021/2022 was accepted.</p>
	6.1b	Final Progress Report on Quality Improvement Plan 2022
		<p>The final progress report on the Quality Improvement Plan 2022 was accepted. Governors noted that most actions were closed, with some actions continuing through to the current year plan.</p>
	6.1c	Self-Assessment Report 2021/2022
		<p>Members appreciated the work undertaken to produce the whole College report which had been considered in detail and commended by the Students' Curriculum and Quality Committee.</p>
		The Corporation adopted the Self-Assessment Report 2021/2022
	6.1d	Higher Education Self-Assessment Report
		<p>Members noted that while Higher Education provision had reduced the College was refocusing provision including the best way to develop course pathways, predominantly in health.</p> <p>The Higher Education Self-Assessment Report was accepted.</p>
	6.1e	Quality Improvement Plan 2023
		<p>Craig Tucker highlighted that the College had engaged with Ofsted consultants, which had led to an improved plan format. The new Quality Improvement Plan 2023 included a development point for each area of the education inspection framework, as the College focused on moving provision towards outstanding.</p>
		The Corporation approved the Quality Improvement Plan 2023
	6.2	Annual Plan and Targets 2022/2023 Update
		<p>Members discussed monitoring of the Annual Plan and Targets report noting that the report was used and updated as a management tool.</p> <p>The next area of focus for teaching and learning were the huge challenges being posed by curriculum changes, predominantly the defunding of courses in favour of new T Level offer.</p> <p>The Update of progress against the Annual Plan and Targets was accepted.</p>
	Action 6.2a	Moving forward an update column would be included to enhance meaningful monitoring of the plan.
		<p><i>Mark Sterling left the meeting.</i></p> <p><i>Haroon Bashir, head of Equality and Diversity joined the meeting.</i></p>
	6.2a	ESFA Financial Health and Data Dashboard
		<p>Jacquie Carman reported that governor access to the dashboard provided external correlation on financial performance. The College retained outstanding</p>

		financial health but understood that this was challenging, particularly regarding the EBITDA ratio.
6.3		Equality and Diversity Annual Report
		<p>Haroon Bashir delivered the key points of the annual report.</p> <p>The College celebrated the diverse background of learners and student voice supported this.</p> <p>The student profile was more diverse than that of the local population and of the staff base, with students drawn from a wide and much varied locality.</p> <p>Members discussed how diversity of the staff base related to and impacted current or potential students with potential to have a better understanding of this.</p> <p>In progressing the College was now focusing on use of the six equality objectives as the basis for its action plan.</p> <p>Members also noted that the College had a raised profile due to presenting at the AoC conference on Race and Gender.</p> <p>The Equality and Diversity Annual Report was received.</p>
Action 6.3a		It was agreed that research on the impact of staff diversity in relation to student diversity would be undertaken and reported to the Corporation.
		<i>Haroon Bashir left the meeting.</i>
7		Compliance
		Finance
7.1		Minutes of the Finance and Resources Committee held 23 November 2022 – Committee Chair's Overview
		<p>The Chair of the Finance and Resources Committee confirmed that the College was facing many financial challenges and that it was timely to consider the overarching picture and refreshing of the financial strategy at the Corporation Away Day.</p> <p>The minutes of the Finance and Resources Committee held 23 November 2022 were accepted.</p>
		<i>Clair Graham left the meeting.</i>
7.1a		Staff Pay Review Update
		<p>Members noted the positive position that the pay agreement had been reached and could be addressed for staff before Christmas.</p> <p>Jacque Carman outlined the final sum under the non-consolidated payment.</p> <p>Members noted that staff seemed positive about the award.</p> <p>Members also noted that pay would remain an item on the Finance and Resources Committee agendas as the 16-18 funding model relating to growth and clawback was clarified.</p> <p>It was hoped that an update could be provided for the Committee in March 2023.</p>
7.1b		Review of Financial Regulations
		<p>Jacque Carman reported that the Financial Regulations had been revised to incorporate the arrangements of a new Human Resources and Payroll system.</p> <p>Members asked about the Whistleblowing Policy and noted that while it formed part of the anti-fraud suite, it was a stand-alone policy. However, the College had been asked to provide a separate policy in relation to exams specifically for student usage.</p>

		The Corporation approved the revised Financial Regulations on recommendation of the Finance and Resources Committee.
	7.2	ONS Reclassification of Colleges – ESFA Letter
		The letter and information provided for guidance were noted.
		Audit
	7.3	Minutes of the Audit Committee meeting held 29 November 2022 – Committee Chair’s Overview
		<p>The Chair of the Audit Committee reported on review of both internal and external findings and that there were no significant issues.</p> <p>The Chair also highlighted that the Committee would be addressing the tender process for internal auditors in March.</p> <p>The minutes of the Audit Committee meeting held 29 November 2022 were accepted.</p>
	7.3a	External Audit Findings: Bishop Fleming Key issues for Discussion
		<p>Members received the report on key issues noted from the external audit report. This first report from newly appointed external auditors reflected a slightly different, professional and proportionate approach and reporting format.</p> <p>All accounting work had been achieved, including that of pension contributions and the College had received a clean management letter.</p>
		On recommendation of the Audit Committee the Corporation accepted the Bishop Fleming Report on Key Issues for Discussion, year ended 31 July 2022 and noted that the letters of representation and the assurance therein were provided within the Annual Report and Financial Statements.
	7.3b	Audit Committee Annual Report year ended 31 July 2022
		<p>Members noted that the Annual Report of the Audit Committee provided a summary of their work and the assurance received from management and auditors.</p> <p>In relation to value for money evidence, members asked if this was an increasing requirement. Jackie Carman responded that the College had for some time provided a dashboard model report on value for money and that there may be a more formalised requirement required in future years. In the current year the College had responded to the requirement to provide information on environment sustainability.</p>
		<p>Based on our review of the assurance mapping exercise together with the assurance presented to the Audit Committee and Corporation throughout the year, the Corporation accepted the Annual Report of the Audit Committee 2021/2022 and the opinion contained therein, and that this report would be forwarded to the Education and Skills Funding Agency alongside the Annual Members’ Report and Financial Statements 2021/2022.</p> <p>For the period 1 August 2021 to 31 July 2022 the Audit Committee is satisfied</p> <ul style="list-style-type: none"> that the College’s audit arrangements, governance framework¹, processes for risk management and control and processes for securing economy, efficiency and effectiveness, the solvency of the institution and safeguarding of its assets were adequate and effective, and that there were no significant issues of concern arising up to the date of the preparation of the Annual Report,

¹ With reference to the scope of the adopted ‘Code of Good Governance for English Colleges’

		<ul style="list-style-type: none"> • with adequate disclosures and that the College remains a going concern moving forward, • that the sources of assurance considered and the internal and external arrangements in place to manage and quality assure the data on which it relies throughout the Corporate Cycle of Business are effective, • that there were no significant matters of internal control included in the management letters or reports from auditors or other assurance providers. <p>The Audit Committee has received the necessary assurance to advise the Corporation on the adequacy and effectiveness of the Colleges' audit framework to support the signing of the Statement of Corporate Governance and Internal Control within the Annual Members' Report for the year ended 31 July 2022.</p>
	7.3c	Annual Members' Report and Financial Statements 2021/2022
		<p>In considering the Annual Members' Report and Financial Statements members noted that;</p> <p>The final outturn at 31 July 2022 was a positive result, in accordance with budget and reflected outstanding financial health. There were no strange or unexplained variances.</p> <p>The report addressed all areas across strategic objectives, financial objectives and levels of internal control, regularity and governance.</p> <p>The report and financial statements had been externally audited and considered a true and fair view.</p>
		The Corporation on recommendation of the Audit and Finance and Resources Committees, approved the Annual Report and Financial Statements 2021/2022 and that the required statements within, including the statements on Corporate Governance, Internal Control and on the College's Regularity, be signed by the Chair and the Principal.
		<i>Alexandra Fratila left the meeting</i>
	7.3d	Halesowen College Enterprises Ltd Directors Report and Financial Statements 2021/2022
		Members noted that the Halesowen College Enterprises Ltd Directors Report and Financial Statements 2021/2022 had been approved by the company directors.
		The Corporation received Halesowen College Enterprises Ltd Directors Report and Financial Statements 2021/2022.
	7.3e	Risk Report Executive Summary
		<p>Jacque Carman outlined the established approach to review and mitigation of risks. The risk appetite was balanced and some risks remained outside this despite any mitigations in place.</p> <p>Following discussion on the approach to risk a governor would be attending the College Risk Management Group to further support governor understanding of how risk is routinely assessed and managed.</p> <p>Members remained particularly mindful of retention and recruitment of staff, estate development to meet the needs of students, challenges to income and the impact of marketing and social media usage on the recruitment of students.</p> <p>The risk to the College of industrial action had reduced, however, the risk to estates planning had increased with recent problems arising in processes relating to the purchase of Trinity Point and the provision of a coach turning circle.</p>

		Members discussed the difficulties arising and the impact of lack of space on student behaviour, before noting the work the College was taking to address barriers to estate plans.
		On recommendation of the Audit Committee the Corporation accepted the approach to Risk as outlined in the Risk Register Executive Summary, recognising the risks that remain outside the risk appetite.
	7.3f	Review of Audit Plan 2022-2023
		Members noted that while there were no current changes to the audit plan for the current year, this would remain under review in such challenging times.
		On recommendation of the Audit Committee the Corporation adopted the final Audit Plan for 2022/23 as provided.
8		Governance
	8.1	Conflicts of Interests Review
		The Clerk provided an overview of the approach taken to address declarations of interest. The new Related Party transactions form was now in place with staff and was being rolled out across the governing body, to replace the previous declarations form. In reviewing the declarations provided in forms and through meetings, there were a range of factors, however, none which were of concern. The review of conflicts of interest was received.
	8.2	Minutes of the Search Committee held 9 November 2022 – Committee Chair’s Overview
		The minutes of the Search Committee held 9 November 2022 were received. The Chair outlined the successful year of recruitment and the renewed focus on succession planning, before recommending from the Committee reappointments of members following their first year of service, in accordance with the Corporation’s appointments procedures.
		The Corporation agreed to recommend to the Corporation that <ul style="list-style-type: none"> • Mark Sterling be appointed for a term of three years commencing 10 January 2023. • Jamie Clayton be appointed for one year commencing 1 February 2023.
	8.2a	Search Committee Annual Report
		The Clerk summarised the work of the Search Committee with success in recruitment of new members. The Committee remained focused on recruiting members in relation to need and succession planning. Recording of the diversity data for governors was discussed and it was noted that a data return was now provided for the DfE. The Search Committee Annual Report was received.
	8.2a	It was agreed that the Clerk would consult with the Head of Equality and Diversity on recording Equality Data of the Corporation.
9		Date of Next Meeting The next meeting is as scheduled for 27 January 2023.
10		Confidential
	10.1	Confidential Minutes of the meeting held 23 November 2022
		The confidential minutes of the meeting held 23 November 2022 were received. <i>A confidential minute was taken.</i>

	10.2	Minutes of the Remuneration Committee held 23 November 2022 – Committee Chair’s Overview		
		The minutes of the Remuneration Committee held 23 November 2022 were received.		
	10.2a	Remuneration Committee Annual Report		
		The Remuneration Committee Annual Report for the year ended 31 July 2022 was noted.		
		The Corporation approved the Remuneration Committee Annual Report and that an extract from this be published on the College website.		
	10.2b	Senior Post Holder Remuneration		
		<i>A confidential minute was taken.</i>		
Actions from Meetings				
Ref	Agenda item and action		Review Date	Reported by
Corporation Meeting 6 July 2022				
Action 5.1a	Draft Minutes of the Students, Curriculum and Quality Committee, 15 June 2022 A report would be provided for the Students, Curriculum and Quality Committee on challenges for meeting student special requirements for exams. Closed.		Nov 2022	JWi
Action 5.3a	Ofsted Update It was agreed that an update would be provided to each Corporation meeting.		Sept 2022	JWi
5.3b	Members asked to be invited to any relevant training relating to the new Inspection Framework. <i>Ofsted Update is being provided to the January Away Day</i>		Dec 2022	
Action 6.1ba	Draft Budget 2022/2023 Members also asked about an increase in fees for higher education courses, as discussed by the Finance and Resources Committee. Jackie Carman confirmed that there had been an increase and that this was below the upper threshold, which would be considered for 2023 following consultation with partners. <i>Report to Students Curriculum and Quality Committee and Corporation.</i> <i>Achieved through Students’ Curriculum and Quality and Finance and Resources Committees. Closed.</i>		2023 Autumn 2022	JCa
Action 8.6a	Corporation Self-Assessment Report That members review and highlight actions and governor contributions as the minutes unfold across the cycle of business to support governor self-assessment review. <i>Governance Review scheduled for January 2023</i>		2022/2023 Jan 2023	All
Corporation Meeting 28 September 2022				
Action 5.1a	Safeguarding Update – Keeping Children Safe in Education Information would be provided to the Students’ Curriculum and Quality Committee on volume and significant action relating to online monitoring.		Nov 2022	JWi

	<i>Monitoring achieved through Annual Report, Pastoral Report and Principal's Report.</i>		
5.3a	Annual Plan and Targets 2022/2023 It was noted that the national benchmarked data would be provided for the Students, Curriculum and Quality Committee in accordance with the cycle of business March 2023. <i>Ongoing</i>	March 2023	JWi
5.4a	Ofsted Update It was agreed that the Chair and Clerk would meet with Joanne Williams on taking forward a new section in the Self-Assessment Report this year. <i>A briefing document for governors was achieved.</i>	Nov 2022	JWi
6.2b	Review of Expenses Policy The Corporation deferred the Review of Expenses Policy and asked that further options be provided for consideration.	Dec 2022 March 2023	JCa
Corporation Meeting 13 December 2022			
5.1a	Minutes of the Personnel Committee held 1 December 2022- Committee Chair's Overview It was agreed that the Chair of the Personnel Committee would instigate a deep dive on recruitment and retention of staff supported by Craig Tucker the Assistant Principal for Quality and Standards.	March 2023	MSt
5.3a	Report on Safer Recruitment of Staff The Clerk would liaise with the Human Resources Director to update and record the approach to safer recruitment of governors.	March 2023	JSu/RC h
5.4a	Report on Training and Development The Clerk would provide all governors with the details of the staff development day 3 January 2023 with an open invitation to attend.	Dec 2022	JSu
6.2a	Annual Plan and Targets 2022/2023 Update Moving forward an update column would be included to enhance meaningful monitoring of the plan.	March 2023	JWi/JCa
6.3a	Equality and Diversity Annual Report It was agreed that research on the impact of staff diversity in relation to student diversity would be undertaken and reported to the Corporation.	March 2023	HBa/RC h
8.2a	Search Committee Annual Report It was agreed that the Clerk would consult with the Head of Equality and Diversity on recording Equality Data of the Corporation.	Jan 2023	JSu