

Minutes of the Corporation Meeting

held Wednesday 5 July 2023 at 6.00pm supported through Microsoft Teams

Present Joanne Chilton (*Chair*), Joanne Williams (*Interim Principal*), Aisha Benachour, Shabir Chagan, Lee Smart, Sarah Dawson, Alexandra Fratila, Andy Hanson, Ian Hughes, Tiffany Harvey-Pallent, Gail Rothnie, and Mark Sterling,

In attendance Jacquie Carman (*Interim Deputy Principal, Chief Operating Officer*)
Jennifer Sunter (*Clerk to the Corporation*)

1		Apologies
		Apologies were received on behalf of Clair Graham, Thomas Huntbatch, Helene Jones (<i>Vice Chair</i>), Alison Jarrett and Raj Joshi and Joanne Rouse.
2		Declarations of Interest
		All staff present declared an interest in agenda item 11.2 Staff Pay.
3		Minutes
		Minutes of the Corporation Meetings
	3.1a	22 March 2023
	3.1b	29 March 2023
	3.1c	4 May 2023
	3.1d	16 May 2023
		The minutes of the meetings held 22 and 29 March, 4 and 16 May 2023 were approved as a correct record.
	3.1b	Actions and Matters Arising
		<p>The Clerk updated members on the status of actions.</p> <p>Under the Corporation Meeting 6 July 2022</p> <p>Item 5.3a Ofsted Update, regarding updates it was noted that these were being provided for each Corporation meeting with the current report included in the Principal's Report. This item was closed.</p> <p>Corporation Meeting 28 September 2022</p> <p>Item 5.3a Annual Plan and Targets 2022/2023. It was noted that the national benchmarked data had been provided for the Students, Curriculum and Quality Committee. This item was closed.</p> <p>Corporation Meeting 13 December 2022</p> <p>Item 6.3a, Equality and Diversity Annual Report. Regarding research on the impact of staff diversity in relation to student diversity some consideration had been given but an update remained pending and should be provided at the September Corporation meeting.</p> <p>Corporation Meeting 29 March 2023</p> <p>Item 4.1 Principal's Report</p> <p>Under 4.1a, Management would look at the diversity of panels used in disciplinary action for staff action going forwards and the item was closed.</p> <p>Under 4.2a the Clerk reported on the approach to Governor Awards to staff and students, which were given for the four key College values. This item was closed.</p>

		<p>4.3a Regarding work in relation to wider staff training on being trauma informed around wellbeing and protection, this would be highlighted through reporting to the Personnel Committee and was scheduled for the autumn term meeting. This item remained pending.</p> <p>Item 6.1a Deep Dive – Staff Recruitment and Retention. Jacquie Carman was initiating consideration of a question on reasons for seeking a new job as part of the exit interview questions used. This action was closed.</p> <p>Item 6.1b, Confidential - Business and Support Staff Contracts incorporating revised Annual Leave. Joanne Williams would instigate consideration of language and tone and how this reflected the College when reviewing contracts. Members discussed timely use of external input. The item remained pending.</p>
4		Strategic
	4.1	Senior Post Holder Arrangements
	4.1a	Appointment of CFO
	4.1b	Transition Arrangements
		<p>4.1a Appointment of CFO</p> <p>Members received detailed feedback on the process for the recruitment and interview process for a new Chief Financial Officer. The panel’s recommendation was underpinned by the outcomes from the day of interviews.</p> <p>Members discussed the recommendation and the details of the appointment offer to be made.</p> <p>The recommendation on pay for the appointment was addressed under the confidential minute of the meeting.</p> <p>4.1b Transition Arrangements</p> <p>The Chair reported that agreement was sought to bring forward the start date for the Principal to 1st August 2023, in order to support a clear start to the new academic year.</p>
		<p>The Corporation approved that Jacquie Carman would commence the role of Principal on 1 August 2023.</p> <p>The Corporation approved the appointment of Andrew Woodford as Chief Finance Officer and Vice Principal, subject to meeting the conditions of a required probationary period.</p>
	4.2	Principal’s Report
		<p>Joanne Williams reported on changes to the Ofsted inspection process for 2023/2024, which further informed areas of focus moving forward.</p> <p>Joanne Williams highlighted the achievement data for the College from the NART. The College was undertaking changes to Level 1 courses to provide practical elements. Admission to the right Level 2 courses required further focus on advice and guidance, particularly regarding a student’s position on English and Maths resits. It was also noted that there was room for improvement for Level 3 courses.</p> <p>Jacquie Carman had undertaken research on all college inspections since January 2023 and emphasised that while data informed context the importance lay in learning taking place in the classroom. It was imperative to show improvement in the direction of travel.</p> <p>The Chair concurred and added that governance focus for 2023/2024 should be on getting the balance of information right and asking more questions to evidence the quality of education statements in the Self-Assessment Report.</p> <p>Joanne Williams also highlighted the external validation such as the review of Apprenticeships.</p>

	Action 4.2a	Strengths and weaknesses highlighted for the new Self-Assessment Report (SAR) and Quality Improvement Plan (QIP) would be reported to the Corporation in September 2023.
		<p>Jacque Carman reported that there would be clear targets in the new Annual Plan, with performance reported against targets, provided to appropriate committees.</p> <p>Members discussed the College's approach to improving student attendance, which focused on enabling staff to performance manage attendance and behaviour in their areas. The College planned a more intent focus and harder line on attendance in accordance with policy during the first six weeks of term. Members asked questions about school references and attendance officers and noted that attendance management was being addressed through modification of current roles. Joanne Williams spoke to embodying a more proactive culture, for staff to ask themselves if they could have done any more to support and challenge the student through the College's systems.</p>
	Action 4.2b	A verbal update would be provided for September and a further report provided for December meetings of the Corporation.
		<p>Exclusions data was noted with a more detailed consideration to be considered by the Students' Curriculum and Quality Committee.</p> <p>Admissions were reported as consistent with previous years and the College Welcome Days were in place.</p> <p>Staff recruitment continued and could still impact with potential need to limit the cohorts on some courses.</p> <p>Jacque Carman updated governors on the published LSIP and the priorities of the Local Skills Improvement Fund (LSIF). Solihull College was leading on the bidding for funding and Halesowen College was leading on strands 4 and 5 around Digital Skills.</p> <p>Jacque Carman also updated members on the developing Association of College's Manifesto. Consultation indicated the need to be more positive and focused on what Colleges can do as part of the critical skills agenda. There were two key asks of government, that Colleges are allowed to provide curriculum to develop skills that are needed and that a fair funding settlement is provided.</p> <p>In responding to guidance on how Colleges can be more influential it was proposed that the College pursue the holding of a hustings event.</p> <p>Members further discussed the wider qualification of the return on investment, to demonstrate impact on the labour market; what has been provided in student progression, retention of jobs, promotion, and profitability impact.</p> <p>The Chair further noted the less measured preventative outcomes regarding impact on health and crime.</p> <p>It was noted that Jacque Carman had a planned ministerial meeting and that the FE Commissioner would be visiting the College.</p> <p>Regarding Transformational Projects the College had finalised the purchase of Trinity Point. Members raised questions on the accommodation changes timeline and Jacque Carman responded that while slightly behind regarding the work to Trinity Point, work on the refurbishment of Shenstone House was unaffected.</p>
	4.3	Accountability Agreement
		Members commended the final version of the Accountability Agreement with clear graphics and positive information. This had taken account of the current Strategic Plan being refreshed and provided tangible actions for the year.
		The Corporation approved the Accountability Agreement 2023/2024 Academic Year.

4.4	Review of Activities and Public Benefit
	Members noted that the auditors had agreed that the review of activities report remained a valid approach to monitor that activities remain within the power of the organisation.
	The Corporation noted the report and approved the revised Public Benefit Statement.
4.5	Marketing Strategy item was deferred.
5	Performance
5.1	Review of Annual Plan 2022/2023 and Annual Targets
	Members noted that work regarding a critical mass of actions had been addressed. Regarding work on Marketing a new member of staff was in post. A new Annual Plan for 2023/2024 would be provided underpinned by a refreshed Strategic Plan. Any remaining actions from 2022/2023 would be transferred to the new plan. Members discussed staff development and agreed that this would be better rated as amber to recognise that while much work had been achieved there was much work ongoing. The update was accepted.
5.2	Minutes of the Students, Curriculum and Quality Committee held 21 June 2023 - Committee Chair's Overview.
	The Chair of the Students, Curriculum and Quality Committee highlighted that over the academic year 2022/2023 the Committee had been focused on performance data, particularly A Level performance against target and value added. The data presented to the Committee gave a good indication of outcomes. This remained an area of focus with challenges identified, whilst also acknowledging further challenges in considering data for the spread of vocational qualifications, which would be looked at in greater detail across 2023/2024. It could be seen that managers had increased monitoring on student performance. It was emphasised that the Committee were now moving beyond data for greater understanding and articulation on learning and the quality of education. Members also received an update on Apprenticeships with rationalisation of provision and a new Pre-Apprenticeship Programme coming on stream. The update and the minutes were accepted.
	Compliance
6	Finance
6.1	Minutes of the Finance and Resources Committee held 27 June 2023 – Committee Chair's Overview
	The Chair of the Finance and Resources Committee emphasised some key points for the Corporation. The year had been challenging, Financial Health had moved from outstanding to good, there had been high costs for staff agency fees and there were more challenges such as large increases to licence fees. Apprenticeship income remained challenging; however, the curriculum costing model had overall been met. The Committee had also considered the Environmental and Sustainability Strategy and it was further noted that earlier access to the Learner Support Fund would support students. The update and the minutes were accepted.
6.2	HCE Ltd – Gift Aid Covenant

		<p>Jacque Carman explained the complexities around the annual requirement to address the process of Gift Aid regarding the payment of any surplus from Halesowen College Enterprises Limited to the College.</p> <p>Following reclassification of colleges as public sector entities the College had sought a response from the Department of Education.</p>
		<p>The Corporation on recommendation from the Finance and Resources Committee approved the accounting treatment of the Gift Aid covenant from HCE Ltd and noted the technicality of the write off/letter of comfort, which had arisen from the reclassification of Colleges as public sector entities.</p>
	6.3	Draft Budget 2023/2024
		<p>Jacque Carman referred to the draft budget provided as part of the College Financial Forecast Return (CFFR) for the ESFA. The budget for 2023/2024 was challenging with a limited increase in funding and pressures through large increases in utilities costs, spiralling inflation and high expectations on pay increases. In addition there were necessary increases to the pay budget for necessary key staff.</p> <p>While income remained relatively stable, T Levels could be subject to in year clawback, not least due to the delay in some T Levels coming online. Apprenticeships and Adult Skills were noted as higher risk provision.</p> <p>The forecast was for good financial health across the period with more stringent evaluation across only two measures of profit and liquidity. There were also limiting grades for cashflow and debt service cover.</p> <p>Members noted that pay remained key and would be very difficult to address in the budget. Members also discussed streamlining of agency costs while recognising this was currently a suppliers' market.</p> <p>While aware of increasing challenges it was noted that the College was able to set a budget whereby the College remained solvent, as a going concern with good financial health.</p>
		<p>The Corporation approved the revenue budget for 2023/24, which forms year one of the College Financial Forecasting Return.</p>
	7	Audit
	7.1	Minutes of the Audit Committee meeting held 13 June 2023 – Committee Chair's Overview
		<p>The Vice Chair of Audit Committee outlined the considerations of the Committee in recommending to the Corporation the appointment of internal auditors. Both the external auditor's plan and the regularity audit self-assessment were highlighted. The update and the minutes were accepted.</p>
	7.2	Appointment of Internal Auditors
		<p>The Corporation approved the appointment of RSM as internal audit service providers to Halesowen College, for a period of three years, subject to annual review, commencing academic year 2023/2024.</p>
	7.3	Regularity Audit Self-Assessment
		<p>Members noted that the self-assessment had been updated and extended to incorporate requirements of the College as a public sector body.</p>
		<p>The Corporation approved the Regularity Audit Self-Assessment prior to signing by the Chair and Principal and providing to the external auditor.</p>
	7.4	Draft Audit Plan 2023/2024

		Members considered the early draft plan noting that a further review in autumn would be necessary. This would be mapped to the updated Strategic Plan and Risk Register. Further consideration would also be needed on the number of audit days and take-up of an overall audit opinion from RSM.
		The Corporation adopted the proposed Audit Plan for 2023/24, subject to review in the autumn term, when a refreshed Strategic Plan was in place and formal review of the Risk Register undertaken.
	7.5	FE Governance Code Update/Evidence Report
		Members received the report which was provided as an overview of compliance with the code. It was noted that as reported earlier this was being replaced with a new principles-based code.
	Action 7.5a	The new code of governance would be provided for the September Corporation meeting.
	8	Governance
	8.1	Governor Appointments
		The Clerk reported that eleven candidates had stood for the role of Student Governor for 2023/2024. Chloe Naughton had been duly elected. Governors were informed that the Search Committee had considered reappointments against contribution and skills needs.
		On recommendation of the Search Committee the Corporation approved the following reappointments, subject to continuing to meet eligibility criteria, each to commence on 1 August 2024: <ul style="list-style-type: none"> • Joanne Chilton, Aisha Benachour, Ian Hughes and Raj Joshi were reappointed for three years. • Alison Jarrett was reappointed for two years. • Sarah Dawson would cease to be a co-opted member and was appointed as a governor, for one year in the first instance. • Chloe Naughton was appointed as student governor for the academic year 2023/2024.
	8.2	Minutes of the Search Committee held 17 May 2023
		The Chair highlighted that the Search Committee identified that business skills and a further accountant were needed, with opportunity to co-opt members. The Corporation could also do more to target underrepresented groups. All members were asked to consider potential candidates and it was noted that the use of posters in the College's public facing areas was planned.
	8.3	Governor Roles and Committee Membership <ul style="list-style-type: none"> • Appointment of Chair • Committee Membership (including appointment of Chairs and Vice Chairs)
		The Clerk reported that in the main many roles remained the same as the second year of a two-year appointment. However, some change was necessary to meet vacancies and terms completed. The Chair vacated the seat and the Clerk reported that the Chair's term of office completed on 31 July 2023 and called for nominations for the role of Chair for 1 August 2023 to the 31 July 2025. Joanne Chilton was nominated and seconded. There were no further nominations. The Chair resumed the meeting and called for nominations for Vice Chair of Finance and Resources Committee and Remuneration Committee. Shabir Chagan was nominated and seconded. There were no further nominations.

		<p>Under additional roles the need for a new Skills Lead governor was agreed and remained vacant.</p> <p>Regarding identified succession planning needs it was reported that the current Corporation Vice Chair would complete her term in this role at the end of January 2024. She would also step down from other committee chair roles at the same time. Consequently the roles of Vice Chair of Corporation, Chair of Audit Committee and Chair of Search Committee were considered.</p> <p>Andrew Hanson was the sole nominee for the role of Vice Chair of Corporation. Ian Hughes was the sole nominee for the role of Chair of Audit Committee. Raj Joshi was the sole nominee for the role of Chair of Search Committee.</p>
		<p>The Corporation appointed Joanne Chilton to the role of Chair for 1 August 2023 to 31 July 2025.</p> <p>The Corporation appointed Shabir Chagan as the new Vice Chair for both Finance and Resources Committee and Remuneration Committee for 1 August 2023 to 31 July 2025.</p> <p>The Corporation agreed the addition of a Skills Lead governor to be appointed and that additional roles remained ongoing, as reported.</p> <p>The Corporation approved the committee membership changes as reported.</p> <p>The Corporation appointed Andrew Hanson as Vice Chair of Corporation commencing 1 January 2024 for a period of two years.</p> <p>Ian Hughes was appointed Chair of Audit Committee commencing 1 January 2024 for a period of two years.</p> <p>Raj Joshi was appointed Chair of Search Committee commencing 1 January 2024 for a period of two years.</p>
	8.4	Review of Framework Documents
	8.4a	<p>Committee Terms of Reference</p> <p>The Clerk reported that changes to the terms of reference had been considered by main committees, particularly noting the revisions relating to the provision of the Accountability Agreement, the Local Skills Improvement Plan and Managing Public Money under the College's reclassification to the public sector.</p> <p>It was noted that the Remuneration Committee should include reference to Managing Public Money and the rules on senior pay, particularly guidance on thresholds and seeking Department for Education approval.</p>
		The Corporation considered and approved the updated Corporation and Committee Terms of Reference subject to minor amendments as discussed.
	8.4b	<p>Instrument and Articles of Government</p> <p>The Clerk highlighted that while a standard Instrument and Articles of Government was no longer applied across the sector, the Corporation's document retained much of the original document and included the minimum requirements under Schedule 4 of the Further and Higher Education Act 1992.</p> <p>The current document was most recently reviewed by solicitors as part of external review. Minor amendments were proposed for the current review; however, a more detailed review should be undertaken in 2023/2024, particularly in relation to Standing Orders and in light of growing guidance on Colleges as public sector institutions.</p>
	Action 8.4b	Detailed review of Standing Orders and Instrument and Articles of Government would be undertaken 2023/2024.
		The Corporation considered and approved the updated Instrument and Articles of Government.

8.4c	Standing Orders Members noted that Standing orders stood in relation to the Instrument and Articles of Government. Members asked about governor use of external legal advice and noted that while this was accounted for in Standing Orders it would be reviewed.
	The Corporation considered and approved the updated Standing Orders.
8.4d	Scheme of Delegation Members discussed clarity on the routes of approval regarding senior post holder pay and conditions. While senior post holder pay was reviewed annually through Remuneration Committee, appointments were addressed through the approved panel and reporting directly to the Corporation.
	The Corporation approved the updated Scheme of Delegation subject to the updating of the staff chart.
8.5	Cycle of Business and Calendar 2023/2024 Members received the updated cycle of business and the calendar of meetings for 2023/2024.
	The Corporation approved the Calendar and Cycle of Business 2023/2024 noting that the cycle is subject to some movement.
8.6	External Review – Confidential The Clerk reported that three submissions had been received from the five companies asked to quote for provision of Governance External Review. Each provider had indicated a similar approach to the review. Costs and applications were considered. It was agreed that the governor role in understanding, monitoring and challenging the quality of education should be included in the areas being considered by the review.
	The Corporation agreed the preferred provider for the External Review of Governance in the academic cycle 2023/2024 as Rob Lawson.
8.7	Corporation Self-Assessment Report The Clerk outlined the report which summarised the approach and sources of evidence in considering an assessment of governance. While broader impact had been considered it was noted that greater questioning and assurance on the quality of education should be the focus of governor impact going forward.
	The Corporation received the report and approved the self-assessment of governance as good.
8.8	Meeting impact review Due to lack of time this item was not undertaken.
9	Any Other Business There was none.
10	Date of Next Meeting The next meeting as agreed under the new calendar was noted as 27 September 2023

Following a resolution on withdrawal of members from the meeting the staff and student governors left the meeting.

11		Confidential
	11.1	Confidential minutes Corporation Special Meeting 4 May 2023
		The confidential minutes Corporation Special Meeting 4 May 2023 were approved as a correct record.
	11.2	Staff Pay Update A confidential minute was taken.
		The meeting closed at: 8:18pm

Actions from Meetings			
Ref	Agenda item and action	Review Date	Reported by
Corporation Meeting 6 July 2022			
Action 5.3a	Ofsted Update It was agreed that an update would be provided to each Corporation meeting. Closed July 2023	Sept 2022	JWi
5.3b	Members asked to be invited to any relevant training relating to the new Inspection Framework. Closed 29.3.23	Dec 2022	
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> <i>Closed 29.3.23</i>	2022/2023 Jan 2023	All
Corporation Meeting 28 September 2022			
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>Closed July 2023</i>	March 2023 July 2023	JWi
6.2b	Review of Expenses Policy The Corporation deferred the Review of Expenses Policy and asked that further options be provided for consideration. Closed 29.3.23	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. Closed 29.3.23	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. Closed 29.3.23	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. Closed 29.3.23	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. Closed 29.3.23	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. Pending	March 2023 July 2023	HBa/RCh
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. Closed 29.3.23	Jan 2023	JSu

Corporation Meeting 29 March 2023

4.1a	Principal's Report Management would look at the diversity of panels used in disciplinary action. Closed July 2023.	July 2023	
4.1b	The Chair and Clerk would liaise with the Principal regarding a Governor Award to Staff. Closed July 2023.	July 2023	
4.1c	Work in relation to being trauma informed around wellbeing and protection was noted and would be highlighted through reporting to the Personnel Committee. Pending.	Autumn 2023	
6.1a	Deep Dive – Staff Recruitment and Retention Jacquie Carman would initiate consideration of a question on reasons for seeking a new job as part of the exit interview questions used. Closed July 2023.	July 2023	
6.1b	Confidential - Business and Support Staff Contracts incorporating revised Annual Leave Joanne Williams would instigate consideration of language and tone and how this reflects the College when reviewing contracts. Pending.	July 2023	

Corporation Meeting 5 July 2023

4.2a	Principal's Report Strengths and weaknesses highlighted for the new SAR and QIP would be reported to the Corporation in September 2023.	September 2023	JWi
4.2b	A verbal update regarding student attendance would be provided for September and a further report provided for December meetings of the Corporation.		
7.5a	FE Governance Code Update/Evidence Report The new code of governance would be provided for the September Corporation meeting.	September 2023	JSu
8.4b	Instrument and Articles of Government Detailed review of Standing Orders and Instrument and Articles of Government would be undertaken 2023/2024.	July 2024	JSu