

SANDWELL COLLEGE

**Minutes of the Board of Governors meeting
held on Monday 9 March 2020
at Cadbury College at 4.00pm**

Present: K Ellis (Independent) (Chair)
 A Banford (Staff – Cadbury)
 N Grace (Independent)
 S Hackett (Independent)
 N Makin (Independent)
 P Murphy (Independent)
 G Pennington (Principal)
 J Tew (Independent)

Apologies: R Islam (Student Governor, Cadbury College)
 J Francis (Independent)
 M J Uddin (Independent)

Absent: G Bassi (Independent)

Also in attendance:

J Bailey Executive Director, Finance & Resources
B Beaty Executive Director, HR and Organisational Development
D Holden Vice Principal
A Sheridan Assistant Principal, Curriculum & Student Services
E Scotford Clerk to the Corporation
P Sola Prospective Governor
J Stevens Executive Director, Quality & Academic Standards, and Principal, Cadbury College
A Taylor Prospective Governor

		Action
B20.1	<u>Welcome and introduction</u>	
	The Chair welcomed all present to the meeting and introductions were made.	
B20.2	<u>Declarations of Interest</u>	
	There were no declarations of interest.	
B20.3	<u>Apologies</u>	
	Apologies were received from Raisha Islam, Jayne Francis and Jalal Uddin and were accepted by Governors.	
	RESOLVED THAT: apologies be accepted	
B20.4	<u>Board membership update</u>	
20.4.1	<u>Vice Chair appointment</u>	
	Following the Clerk's invitation, there had been no nominations or self-expressions of interest in the role of Vice Chair. The Chair asked all Governors to give serious consideration to taking on the important role of Vice Chair.	

20.4.2	Governor appointments	
	Alan Taylor – Independent	
	The Chair outlined the background, skills and experience Mr Taylor would bring to the Board.	
	RESOLVED THAT: Governors approved the appointment on a 3-year term of office of Alan Taylor as Independent Governor and member of the Finance & Strategy Committee.	
	Phil Sola – Student Governor (Sandwell)	
	RESOLVED THAT: Following the Student Governor election process, Governors approved the appointment of Phil Sola as Student Governor representing Sandwell College and member of the Learners Quality and Curriculum Committee (LQCC) for a 5-month term of office to 31 July 2020.	
20.4.3	Committee membership appointments	
	Audit – Jayne Francis It was confirmed that Noel Grace was Committee Chair.	
	Finance & Strategy – Alan Taylor, Ken Ellis, Graham Pennington The Committee Chair would be appointed in due course.	
	LQCC – Phil Sola, by virtue of his role as Student Governor. Peta Murphy was appointed as Committee Chair.	
	Remuneration – Neil Makin and Peta Murphy Neil Makin was appointed as Committee Chair.	
	Search – John Tew was appointed as Committee Chair.	
	RESOLVED THAT: Governors considered and approved the committee membership appointments.	
20.4.4	Vacancies update	
	Independent Governor – to replace Richard Youds – the College was exploring its contacts with the local police force to find a replacement senior police officer to join the Board. Governors recognised the importance of maintaining this connection.	
	Finance/accounts specialist – a potential candidate had had to withdraw their interest due to personal commitments. Governors were encouraged to explore their networks for potential candidates. Hays Accountancy had also been approached to identify suitable candidates. The Chair reminded Governors that the College was now required to have 2 finance/accounts specialists on the Board. Noel Grace was the existing member with such experience.	

	Staff Governor – Sandwell – Dharminder Chuhan’s term of office had now expired. The Staff Governor election process would commence in due course.	
	Audit Committee – one vacancy remains on the Committee.	
	RESOLVED THAT: Governors noted the update on current Board vacancies.	
B20.5	Minutes of previous meetings	
20.5.1	Written Resolution of the Board – 24 February 2020	
	RESOLVED THAT: The Written Resolution of the Board of 24 February 2020 relating to the Integrated Financial Model (IFM) was approved and signed by the Chair.	
20.5.2	Minutes of the Board of Governors – 9 December 2019	
	RESOLVED THAT: The minutes of the Board of Governors meeting held on 9 December 2019 were approved as a true and accurate record and were signed by the Chair, subject to the amendments to points B19.104.1, B19.106.4.2 and B19.107.2 highlighted by the Chair.	
20.5.3	Minutes of the Board of Governors – 15 November 2019 – CONFIDENTIAL SESSION	
	RESOLVED THAT: The minutes of the Board of Governors (Confidential Session) meeting held on 15 November 2019 were approved as a true and accurate record and were signed by the Chair.	
B20.6	Matters Arising	
20.6.1	Point 19.94.3 – updated version of the SAR to be brought to the next Board meeting – actioned. The Vice Principal pointed out that the format of the SAR had been updated and would align with the new Ofsted framework and incorporate information from the SAR and QIP. The next LQCC would review the updated SAR.	
20.6.2	Point 19.108.2 – CONFIDENTIAL MINUTE – OfS – the College believed the wording was an accurate reflection of its relationship with the OfS.	
B20.7	Principal’s Report Presented by the Principal	
20.7.1	This year has been particularly successful. Due to the growth in student numbers, in-year growth funding of £2 million has been confirmed which was very positive.	
20.7.2	Fewer apprenticeships are hitting targets. The new levy system is disadvantageous to colleges.	
20.7.3	Adult funding is progressing well.	
20.7.4	Adult loans – work is in place to improve on the curriculum offer.	
20.7.5	HE is in line with expectations.	

20.7.6	Overall, the position is positive. The core market is strong, application numbers for this year are healthy and higher than last year and are projected to be in excess of 6,000 students next year. This is particularly pleasing in the context of local competition and a decreasing demographic.	
20.7.7	The ESFA has asked the Principal to support and mentor other colleges because of the College's successes in recent years, particularly its growth strategy which has made it the largest college in the Midlands.	
20.7.8	Attendance figures are lower than would be preferred and are a focus for attention, particularly at Cadbury. Strategies are in place. The position will be revisited at the end of the year when a truer picture will be known. Withdrawals to be removed from the statistics.	
20.7.9	Mock results are healthy, with around an 8% improvement at Cadbury this year.	
20.7.10	November resits in English and Maths were very encouraging.	
20.7.11	Interventions were outlined.	
20.7.12	The earliest the College is likely to be inspected by Ofsted is Autumn 2020 with the most likely timing believed to be Spring or Autumn 2021. The College has made a series of judgements against questions that Ofsted are likely to pose. This will be the starting point for the Ofsted plan. Governors' involvement in the plan will be needed. A summary plan, including governance aspects, will be brought to the next Board meeting to outline the College's Ofsted preparation.	GP/DH
20.7.13	Update given on the Cadbury in the City initiative to be housed in Birmingham Library. Decision expected on 10 March 2020.	
20.7.14	The Principal has visited and received interest from a number of professional services companies in Birmingham as potential sponsors.	
20.7.15	New Talent Studio – the Principal met Birmingham City Council (BCC) last week to discuss the initiative. The College can put in a bid through the new town centre fund. West Bromwich can draw down £25 million to update the town. Gavin Williamson wrote to advise that colleges should be involved in the bids. The Principal has held and is due to have a further meeting with Yvonne David.	
20.7.16	Health project – the College was motivated and inspired by a visit to Bolton College to view its health initiative currently in place. A local strategic partnership for the project is being explored.	
20.7.17 NFP		
20.7.18 NFP		
20.7.19 NFP		
20.7.20 NFP		
20.7.21	The College has been in dialogue with Sandwell LA regarding the Aquatic Centre and the Commonwealth Games.	

20.7.22	There are plans to remodel Central Campus and Cadbury. Significant work will be needed to increase space, particularly refectory space. A modular building has been suggested.	
20.7.23	The College's financial position is healthy.	
20.7.24	The main issues are Ofsted and finding a way forwards for T levels.	
20.7.25 NFP		
20.7.26	Governors suggested that the Annual Governors Strategy and Development Day focus on some of the initiatives outlined to better understand college priorities.	
20.7.27	The College is running consultation exercises with staff on the new Strategic Plan.	
	SH arrived	
20.7.28	<p>Governors asked if there had been any developments on the appointments of a new Vice Principal and SLT members mentioned at the December Board meeting.</p> <p>The Principal advised there had not been progress at present but the College was working with FE Associates to source potential candidates. Initial interviews had been planned for this week but there were no suitable candidates. Recruitment at the current time is difficult, potentially because of uncertainty in the sector. However, the search continues and when a suitable number of candidates has been established, interviews will be held and the Chair will be involved. Governors will be kept updated.</p>	
20.7.29	Governors asked if finances allowed for the planned remodelling of both colleges in the short and long term. The Principal advised that careful financial planning took place to ensure the College had the capital to undertake such projects. This work would be funded on a 50:50 basis through T levels. The Vice Principal, Finance & Resources, explained that the College would aim to acquire as much support as possible in terms of grants in order to ensure there was a minimum cost to the College. Careful consideration takes place when constructing the capital expenditure budget and Governors carefully consider the College's financial position at each Board meeting.	
20.7.30	<p>RESOLVED THAT:</p> <ul style="list-style-type: none"> • Governors received the Principal's report. • A summary plan, including governance aspects, will be brought to the next Board meeting to outline the College's Ofsted preparation. • Governors delegated authority to the Principal and Chair to reach a final conclusion regarding continued OfS registration when all facts had been established. 	GP/DH
B20.8	<u>Vice Principal's Report</u> Presented by the Vice Principal	
20.8.1	Innovative practice had been identified in the GCSE team, examples given.	

20.8.2	The ProMonitor system has been introduced. An explanation of the system's capacity was given. Its reminder emails to students assist in improving attendance and punctuality.	
20.8.3	The College is stopping all classes for one week before the GCSE exams for revision and to prepare students for the exams. A conference centre has been hired. All GCSE staff will take students through the papers step by step.	
20.8.4	Governors queried the narrative on Maths results which implied results were slightly lower. The College explained that grade boundaries were the issue. Predictions were based on the previous year's grade boundaries. These results will be combined with the June results.	
20.8.5	The Fire Safety Reports included in the pack related to fire risk assessments for the 3 campuses. Health and safety falls within the remit of the Audit Committee.	
20.8.6	An additional report was included from a specialist company who had assessed the cladding of the Central Campus. The report concludes that the risk to life across the 3 campuses is very low mainly because good fire protection and escape routes are in place at the main campus.	
20.8.7	Risk to life and risk to property at Cadbury are different because of the layout of the building. Fire doors and lighting need to be renewed.	
20.8.8	Car parking adjacent to the Central Campus building is an issue but it was acknowledged that parking is limited at the College so it would be difficult to lose any spaces. Further advice to be taken.	
20.8.9	The report's main recommendation is for a number of new and replacement fire doors to be installed at Central Campus and Cadbury. A survey has been undertaken and work will take place at Easter at Central Campus with a programme of work across the other 2 campuses planned which will focus on escape routes for the building.	
20.8.10	Governors asked for a summary report on the action plans in place and progress to be given to the next meeting.	DH
20.8.11	Governors noted that their main responsibility was the protection of life and estates.	
20.8.12	Governors referred to the cladding issue and noted that they had received a number of detailed reports which had provided assurance that the College was safe as it was not used for residential purposes and effective escape routes were in place.	
20.8.13	The College engages the services of a specialist qualified fire safety engineer. He could be invited to meet a selection of Governors to give further reassurance about the cladding issue.	
20.8.14	Governors asked if the College had reviewed its insurance provision for business disruption. The College advised that this was covered in the Business Continuity Plan but there was no particular concern relating to the type of cladding on the building because it was not a residential building. The College had taken as much action as it could based on expert advice.	

20.8.15	Regular fire drills take place, trained fire marshalls are in place and there are designated evacuation areas on the car park.	
20.8.16	Governors asked that their thanks be passed on to the Health & Safety team.	
20.8.17	RESOLVED THAT: <ul style="list-style-type: none"> • Governors received the Vice Principal's report. • Governors asked for a summary report on the action plans in place and progress to be given to the next meeting. 	DH
B20.9	<u>Cadbury update</u> Presented by the Cadbury Principal	
20.9.1	The report focused on L3 programmes, with the College aiming to improve success rates by 5-8% across all programmes.	
20.9.2	The range of interventions was outlined.	
20.9.3	GCSE success in November resits –11 of the 43 passed. 3 grade remarks have been approved.	
20.9.4	The retention rate is improving and is considerably higher than 2018/19. The College hopes to retain those students next year.	
20.9.5	Intervention is targeted at those L3 students completing academic courses this year and will impact overall achievement across the College.	
20.9.6	Interventions in the report have been in place for 5 weeks. A monitoring scheme has been put in place for 'at risk' students. Subject workshops have been put in place.	
20.9.7	Easter workshops are planned.	
20.9.8	A recent parents evening was well attended by around 30 parents. The date will be brought forward next year.	
20.9.9	77 students have had unconditional offers from university. The College has stressed to them the continued importance of their A levels results.	
20.9.10	Governors asked what a super tutor was. JS explained it was used when a need to drive the grades had been identified. The College identified where it needed to direct support. Some students receive 1-1 or 1-2 support using local universities, PGCE students and some private providers.	
20.9.11	Governors asked how 'at risk' students were supported. The College advised that the students at risk of not passing had been identified. Each week all teachers provide their best prediction for their students' information. Their parents are then invited to meet with tutors and managers and students are given a motivational talk. Parents help the College to motivate the students.	
20.9.12	RESOLVED THAT: Governors received the Cadbury update.	
B20.10	<u>Budget setting timetable 2020/21</u>	

20.10.1	The timetable follows a standard process and has been adjusted in light of IFM implications. The final budget will be brought to the July meeting for approval.	
20.10.2	RESOLVED THAT: Governors received the budget setting timetable 2020/21.	
B20.11	<u>Insolvency Regime – updated guidance</u> Presented by the Exec Director, Finance & Resources	
20.11.1	There was little difference to the original guidance issued in January 2019 and changes mainly related to guidance from the Charities Commission on Trustees' obligations.	
20.11.2	The first 10 pages are key for Governors' attention, as they outline how the budget is monitored and the importance of cashflow.	
20.11.3	The Exec Director, Finance & Resources explained the main areas of focus for the bank: the College is not predicting a cash shortfall/requirement and is comfortably inside its covenants.	
20.11.4	Governors noted that issues might arise between Board meetings relating to cashflow and suggested that they receive a monthly finance update. The College pointed out that this would be the responsibility of the Finance & Strategy Committee when it was convened. There would be an information sharing protocol and trigger points for notification if cashflow dipped below a certain level.	
20.11.5	RESOLVED THAT: Governors received the Insolvency Regime update.	
B20.12	<u>Finance & Strategy Committee and terms of reference</u> Presented by the Chair	
20.12.1	Governors considered the proposed introduction of a Finance & Strategy Committee noting it would allow time to focus on finances in depth and report back to the Board. It would also allow an opportunity for an update on strategic projects.	
20.12.2	RESOLVED THAT: <ul style="list-style-type: none"> • Governors approved the introduction of a Finance & Strategy Committee. • Governors approved the terms of reference for the Finance & Strategy Committee. • The meeting date schedule would be determined. 	
B20.13	<u>Board member's review processes</u> Presented by the Clerk	
	Governors considered the introduction of annual Board members' review process in order to comply with the AoC Code of Good Governance and with wider sector views of best practice. This would provide an holistic approach to review and appraisal across the College community. An annual review process will enable the opportunity for developmental conversations to take place for the benefit of Governors individually and the Board as a whole.	

	Relevant paperwork would be issued in advance of meetings for completion. A meetings schedule would be set up by the Chair/Clerk to commence from the summer term 2020.	
13.1	Chair's Review Process	
	RESOLVED THAT: Governors approved the introduction of an annual Chair's Review Process to commence from the summer term 2020.	
13.2	Governor Review Process	
	RESOLVED THAT: Governors approved the introduction of a Governor Review Process to commence from the summer term 2020.	
B10.14	<u>AoC Code of Good Governance incl. SPH Remuneration Code and compliance against the Code</u>	
10.14.1	Governors received the AoC's Code of Good Governance including the SPH Remuneration Code.	
10.14.2	It was noted that the Remuneration Committee would be responsible for monitoring and reporting against the SPH Remuneration Code.	
10.14.3	A compliance checklist against the Code had been prepared and would be circulated to Governors outside the meeting. The College was compliant and there was evidence of good practice.	Clerk
10.14.4	RESOLVED THAT: Governors adopted the AoC's Code of Good Governance including the SPH Remuneration Code.	
B20.15	<u>Standing Orders</u>	
20.15.1	In line with previous discussions and agreement, the Staff Governor membership would reduce to 2 from 3 with one Staff Governor from Sandwell and one from Cadbury now that the third Staff Governor's term of office expired.	
20.15.2	RESOLVED THAT: Governors approved the change in membership from 3 to 2 Staff Governors.	
B20.16	<u>Policies</u>	
16.1	Health & Safety	
16.1.1	The Vice Principal presented the policy.	
16.1.2	The College had achieved RoSPA's Silver Health & Safety Award. Governors acknowledged the excellent work of Martin Smith, Health & Safety Manager.	
16.1.3	Health and safety was the remit of the Audit Committee. The internal auditors have conducted a recent in-depth audit of health and safety across the College which was scheduled to be reported to the Audit Committee on 17 March 2020.	
16.1.4	Governors asked how the Health & Safety Policy was communicated to staff to ensure compliance.	

	<p>The Vice Principal advised that a Health & Safety Committee was in place which included Health & Safety representatives. Health and safety is reported through the JNC to unions and management.</p> <p>The College also requires all staff to complete a range of online health and safety training modules at regular intervals. The percentage of staff who have completed training will be included in future HR reports to the Board to give assurance.</p>	BB
16.1.5	Ken Ellis, Link Safeguarding Governor, confirmed that he had conducted a recent review of the Single Central Record (SCR) which was all in order with no concerns raised.	
16.1.6	<p>Governors asked what plans the College had in place to tackle the Coronavirus.</p> <p>The Vice Principal advised that plans were in place and the matter had been discussed at the Operations meeting on 9 March. No trips were to be booked. Trips already booked would be reviewed on an ongoing basis.</p> <p>Colleges' and schools' exam season would potentially be affected at the end of the academic year.</p> <p>Functional Skills courses submission of coursework could be postponed.</p> <p>The College is currently in a monitoring position regarding the Coronavirus. This is a national issue and colleges will be subject to government advice.</p>	
16.1.7	RESOLVED THAT: Governors approved the Health & Safety Policy.	
16.2	Procedure for the appointment of Members to the Board of Governors	
16.2.1	There were only minor changes as highlighted.	
16.2.2	RESOLVED THAT: Governors approved the procedure	
16.3	Procedure for Resolving Difficulties for use by the Clerk to the Corporation	
16.3.1	There was one minor change as highlighted.	
16.3.2	RESOLVED THAT: Governors approved the procedure.	
16.4	Procedure for the Removal of a Governor from Office	
16.4.1	There were no changes to the procedure.	
16.4.2	RESOLVED THAT: Governors approved the procedure	
16.5	SPH Disciplinary Procedure	
	RESOLVED THAT: Governors adopted the SPH Disciplinary Procedure.	
16.6	SPH Grievance Procedure	
	RESOLVED THAT: Governors adopted the SPH Grievance Procedure.	

16.7	Nomination, Election and Ballot Procedure for the Appointment of Staff Members to the Board of Governors	
16.7.1	There were a couple of minor changes as highlighted.	
16.7.2	RESOLVED THAT: Governors approved the procedure	
16.8	Board of Governors Expenses	
16.8.1	There were no changes to the procedure.	
16.8.2	RESOLVED THAT: Governors approved the procedure	
B20.17	<u>Schedule of meetings for the Board of Governors and its Committees 2020/21</u>	
20.17.1	The Clerk pointed out there were likely to be changes to the proposed schedule of meetings given confirmation of the introduction of the Finance & Strategy Committee and committee memberships.	
20.17.2	RESOLVED THAT: The final version would be brought to the July meeting.	Clerk
B20.18	<u>Committees' review of effectiveness</u>	
	RESOLVED THAT: Governors received and noted the results of the Committees' annual review of effectiveness.	
B20.19	<u>Minutes of the Search Committee meeting – 13 January 2020</u>	
	RESOLVED THAT: Governors received and noted the minutes of the Search Committee meeting – 13 January 2020	
B20.20	<u>Minutes of the LQCC meeting – 22 January 2020</u>	
	RESOLVED THAT: Governors received and noted the minutes of the LQCC meeting – 22 January 2020	
	PS/AB left the meeting	
	<u>**CONFIDENTIAL SESSION**</u>	
B20.21	NFP	
B20.22	NFP	
B20.23	NFP	
B20.24	NFP	
B20.25	NFP	
B20.26	<u>Determination of Confidential items</u>	
	<ul style="list-style-type: none"> • B20.7.17-20 and B20.7.25 • Confidential session B20.21 – B20.25 	
B20.27	<u>Date and time of next meetings:</u>	

	Governors Strategy and Development Day: Friday 15 May 2020, 9.00am	
	Board of Governors meeting: Monday 6 July 2020, 4.00pm	

Meeting ended at 6.40pm