

Minutes of the Corporation Meeting

Held Wednesday 3 July 2024

Present Joanne Chilton (Chair), Andrew Hanson (Vice Chair), Aisha Benachour, Jacquie Carman (Principal), Ian Hughes, Alison Jarrett, Helene Jones, Raj Joshi, Gail Rothnie, Lee Smart, Anna Sutton, Shabir Chagan, Chloe Naughton, Mark Sterling

In attendance Craig Tucker (Assistant Principal Quality and Standards) Jon Priest (Director of Information Services) Rob Lawson (National Leader in Governance) Jennifer Sunter (Clerk to the Corporation) Oliver Preece (staff governor elect)

1		Apologies		
		Apologies were received on behalf of, Sarah Dawson, Kate Taylor, Stuart Fisher, Tiffany Harvey-Pallent, Joanne Rouse, Joanne Williams and Andrew Woodford.		
2		Declarations of Interest		
		All staff present declared an interest in item 12.1 Staff Pay.		
3		Minutes		
		Minutes of the Corporation Meetings held		
	3.1a	20 March 2024		
	3.1b	21 May 2024		
		The minutes of the meetings held 20 March and 21 May were approved as a correct record.		
	3.1c	Actions and Matters Arising		
		Under Matters Arising the Clerk outlined the status of actions outstanding from minutes:		
		Under the meeting of 12 December 2022, item 8.4b, Instrument and Articles of Government, a detailed review of framework documents had been undertaken and were provided under the meeting's agenda.		
		Under the meeting held 19 October 2023:		
		Item 5.5a Annual Plan and Targets 2023/2024, data and metrics reporting were provided under the current agenda. This item was closed.		
		Item 8.3a New Code of Governance for FE, the Clerk would share reporting mechanism with the AoC, noting that good practice examples were sought. This item was closed.		
		Under the meeting held 12 December 2023; item 7.2a Review of Conflicts of Interests, it was noted that the Clerk had obtained sector samples and a streamlined form would be provided for annual signing in August 2024 and each successive year.		
		Under the meeting held 26 January 2024; item 3b Themes for discussion – Learner Involvement, it was noted that a single item agenda meeting had not been called, however, the updated Learner Involvement Strategy was provided under the agenda for approval. This item was closed. Under the meeting held 20 March 2024:		

		Item 4.1a, Principal's Report, Divisional Performance Reviews had been undertaken, with a feedback meeting attended by the Chair and the Chair of Students, Curriculum and Quality Committee and the summary report was shared with members. This item was closed.
		Item 4.3a, Prevent Strategy and Action Plan, best practice on capturing baseline data. As there was not much available sector data the College was building from its own baseline moving forward. This item was closed.
		Item 6.1a, Single Equality Scheme, a leaflet had been provided in addition to the updated Scheme. This item was closed.
		Item 6.3b, Estates and Capital Projects Update, it was noted that a meeting at Trinity Point would be challenging due to the nature of the digital classroom formation, however members are specifically invited to attend Trinity Point as part of Open Day on 12 October 2024. This item was closed.
4	4.1	External Board Review – Final Report Presentation
		Consultant and National Leader of Governance Rob Lawson presented the key findings from his External Review of Governance at Halesowen College. This was a required process for Colleges and had been undertaken as a thorough review, utilising of the Association of Colleges grading structure for consistency and comparison. The College had strong evidence to achieve the highest grading under these measures.
		Rob Lawson addressed the conclusions under the key areas of Board Make Up, Board Systems and Board Relationships. This included:
		That the Corporation members held an impressive range of skills and experience, was well connected and reflected the student base. While diverse there was a gender imbalance that was being addressed, as were any gaps identified.
		That the Corporation and Committee structure works well and while there was clear engagement on strategic development there were instances of governors becoming too operational. Actions to address reporting and clarity on governance and management roles were in place.
		Additionally increasing learner voice had been recognised and was being actioned.
		Rob Lawson concluded by highlighting the key summary recommendations provided in addition to the overarching statement that
		"There is strong evidence that the Board is highly proficient and consistently impacts positively on college strategy, effectiveness, and outcomes. Plans are already in place to address some of the areas identified for development."
		The Chair and members welcomed the report and thanked Rob Lawson for his work.
	4.2	External Board Review Action Plan
		The Clerk to the Corporation provided the summary and action plan arising from the External Board Review. Many of the actions had been taken up and were in progress since the review had taken place.
		A few longer term actions included;
		continued search for governors regarding both business and Further Education experience at an appropriate level,
		new electronic platform and shorter board packs,
		succession Planning for the Chair.
		It was also noted that any general actions arising from the completed one to one meetings and the Chair's panel would be added to the actions to provide an overarching Development Plan.

		The Corporation adopted the summary report and action plan which would be published on the College website and shared with staff and students.
	4.3	FE Governance Code Update/Evidence Report
		The Clerk to the Corporation reported on a light touch approach taken to reporting against the new governance code within the context of the external board review undertaken. The Audit Committee had discussed that moving forwards consideration of how best to use and report through the code needed consideration and the Clerk would seek out practice from other Colleges. It was also noted that the adopted Senior Post-Holder Code remained in place and would be reported on to the Remuneration Committee.
		The Corporation approved the report on the Further Education Code of Good Governance noting that further thought to future year reporting be given, to support both the spirit of the code and evidencing effectiveness of governance.
5		Strategic
	5.1	Principal's Report
		Jacquie Carman reported reflecting on a successful year and then looking forward by considering some fundamental questions about the culture, development and growth of the College.
		While communication had improved across the College, the use of the insights programme had been successful and evidence showed that individuals felt more valued. The College had also received a Good judgement from Ofsted that supported ambition.
		Members received a power point presentation that summarised the achievements of the year and captured how the College Leadership Team were looking ahead. In addition to targets and key performance indicators Jacquie Carman had focused on the harder to quantify sense of everyone's promise, as part of the values and culture that underpin a successful organisation. The College Leadership Team had subsequently developed its own Charter for 2024-2025.
		Members asked if this approach would be cascaded and Jacquie Carman responded that this was being communicated through briefing and Heads of Departments so that each team and each person would develop their promise. Members noted how challenging it might be to get all staff committed to this and Jacquie Carman responded that the College Leadership Team would meet this challenge through persistence in encouragement, listening to staff and through leading by example. Members received the Principal's Report which further covered updates on Employer Engagement Risks
		 Political Landscape/ Influencing and Position Leadership Applications September 2024 One Directional Path Annual Strategic Conversation
	5.2	Annual Plan 2024/2025
		Jacquie Carman reported on the Annual Plan 2024/2025, with targets, which had been updated since first consideration in May 2024.
		The plan addressed the five headline strategic ambitions with key actions, timescales and managers responsible.
		Members asked if the number of actions were achievable. Jacquie Carman emphasised that this reflected the aspiration of the College and necessary stretch and challenge and that the critical mass of the plan was achievable. Members asked if the timescales may slip and Jacquie Carman affirmed that overall if through the

		plan the College could demonstrate a positive trajectory this was a good outcome, however, if a target was achieved this would constitute an outstanding outcome.
		Members asked and were assured that the annual plan had been budgeted for and then further discussed how transformational and other specific projects were costed. Regarding attendance Jon Priest outlined the complex relationship between retention, attendance and funding with a net outcome of approximately £500,00 due to the College management and proactive approach to tackling retention and attendance.
		Members discussed the sector challenge of student attendance and noted that this negative trend and other issues arising from the impact of Covid on education were still filtering through from the school system.
	Action 5.2a	While recognising the Complexity of lagged funding, and interrelationship of areas being measured, it was agreed that financial reporting of specific project costs should be provided across 2024/2025 meetings and specifically attendance, which continued as a key area of focus in the new academic cycle.
		The Corporation approved the Annual Plan 2024/2025 incorporating targets.
	5.3	Review of Activities and Public Benefit
		The Corporation received the review of activities report, noted the action plan review for 2023/2024 and the action for 2024/2025 and approved the revised Public Benefit Statement.
6		Performance
	6.1	Final Review of Annual Plan 2023/2024 and Annual Targets
		Jacquie Carman summarised achievements in the current year highlighting the substantial increase in contract and offer for adult education, Marketing and the People Strategy, with the positive impact of the new wellbeing days.
		Apprenticeships remained a key risk, however, while complex, the College had a clear plan and was addressing the challenges and preparing for a funding audit. Members raised several questions and points on this ongoing area of concern
		including; Given the sector wide problems with apprenticeships were any Colleges doing very well?
		As targets were significantly missed were these appropriate?
		Would a change of Government impact on apprenticeships going forward?
		Comprehensive discussion addressed these points noting that:
		While best practice had been shared the College found that it was more effective to return to the funding methodology and strands at a granular level. Further sharing of best practice locally was being investigated and the newly in post Assistant Principal for Curriculum Planning and Skills was undertaking detailed work on a firm and trusted foundation of knowledge and experience.
		The targets remained appropriate moving forwards. The College had rightly paused following its Ofsted inspection but following appointment of new assessors and work being undertaken through senior leadership, there was confidence that apprenticeships could be grown with integrity and the target was achievable for 2024/2025. However, the College would make a judgement if not improved.
		Regarding the future impact of political change members shared insights and felt confident that apprenticeships would continue to sit alongside other employer led provision.
		Members asked further questions about target growth and the availability of employers and progression. It was noted that the College deployed a very supportive approach for employers and that while finding places was challenging, with a mixed

		picture across the areas offered, the College would support learners through a study programme until a placement became available. The College was also holding a Careers week in August.
		Members received an updated demonstration of the Power Bi metrics being provided as a data dashboard which constituted an excellent step forward for monitoring. The data would allow usage to drill down to divisional level but would not contravene the requirements of GDPR.
		Following discussion, it was noted that like the approach for risk the dashboard could be underpinned by short narrative or actions that could be drilled down to.
	6.2	Minutes of the Students, Curriculum and Quality Committee held 19 June 2024 - Committee Chair's Overview.
		The Chair of the Students, Curriculum and Quality Committee reported that the Committee had discussed attendance and value added data in detail with some concerns on accuracy of value added predictions. Jacquie Carman noted that until actual achievements, value added remained unknown.
		Actions had been taken to support where some Level 3 and vocational courses were underachieving and there would be further interventions. The Chair and Chair of Students, Curriculum and Quality Committee would meet immediately after results were released to obtain an early overview.
		While good progress was made in the strategy for careers education and guidance, further work on this would be undertaken.
		The minutes of the Students, Curriculum and Quality Committee held 19 June 2024 were received.
	6.3	Learner Involvement Strategy
		Following review by the Students Curriculum and Quality Committee the Learner Involvement Strategy had been updated to increase inclusivity, particularly regarding the makeup of the Shadow Student Board. The strategy would be further tweaked to incorporate feedback from Tutor Groups.
		Progress in developing governor access to student voice was being made with talking heads videos planned by Marketing, to be shared at Corporation meetings and particularly at the January 2025 Development Day.
		The Corporation approved the Learner Involvement Strategy subject to additional provisions discussed.
		Compliance
7		Finance
	7.1	Minutes of the Finance and Resources Committee held 25 June 2024 – Committee Chair's Overview
		The Chair of the Finance and Resources Committee noted that in addition to the reports being provided to the Corporation work had included approving the Treasury Management Policy and Student Financial Support, which had been increased.
		The minutes of the Finance and Resources Committee held 25 June 2024 were accepted.
	7.2	HCE Ltd – Gift Aid Covenant
		The report was received.
		On the recommendation of the HCE Ltd Board and College Finance and Resources Committee the Corporation approved the accounting treatment of the Gift Aid covenant and noted the technicality of the write off/letter of comfort which had arisen from the reclassification of Colleges.

	7.3	Draft Budget 2024/2025 and Three Year Financial Plan
		Members noted that the draft budget and three year financial plan had been addressed in detail by the Finance and Resources Committee.
		Funding continued to be a challenge and the unknown outcome of the General Election on 4 th of July could impact and trigger an early review.
		Predictions for non-pay were accurate and while an element for pay had been budgeted for, this did not constitute a pay award at this juncture.
		On recommendation of the Finance and Resources Committee the Corporation approved the 2024/2025 Budget and the Three Year Financial Plan and Commentary.
	7.4	Updated Financial Regulations
		Members noted that the update addressed job titles and 'Managing Public Money'.
		The Corporation approved the updates to the Financial Regulations.
8		Audit
	8.1	Minutes of the Audit Committee meeting held 6 June 2024 – Committee Chair's Overview
		The Chair of the Audit Committee reported on the internal audit report on apprenticeships which had triggered the College deploying additional work. The Internal Audit Plan was also provided for members under the agenda.
	8.2	Risk Report Summary
		The mechanism for reporting on risk were noted as continuing to develop through the Power Bi dashboard. It was noted that going forwards it should be easier to ascertain the highest risks. Jacquie Carman also noted that she would continue to include a risk section in her Principal's report to Corporation. The Risk Report Summary was accepted.
	8.3	Regularity Audit Framework Self-Assessment
	0.0	Members received the Regularity Audit Framework Self-Assessment and noted that this would be signed and provided for the external auditors Bishop Fleming.
		The Corporation approved the Regularity Self-Assessment Questionnaire on recommendation from the Audit Committee.
	8.4	Draft Audit Plan 2024/2025
		Members discussed the different approach taken by RSM who provided fewer but more in depth audits across the cycle. These focused on quantifiable measures and effective recommendations which were adding value. The plan for 2024/2025 had been revisited following direction from the Audit Committee to clarify alignment with the College's strategic risks. Members asked about the mechanism for issues arising being fed into the risk
		approach. It was noted that as risk reporting became more dynamic and timelier through Power Bi risks would be fed into this system. New reporting would also further support planning against key risks.
		On recommendation of the Audit Committee the Corporation approved the Draft Audit Plan for 2024/2025.
9		Governance

9.1	Minutes of the Joint Personnel and Search Committees held 12 June 2024		
	The minutes of the Joint Personnel and Search Committees held 12 June 2024 were received.		
9.2	Review of Framework Documents		
	The Chair reported that work on the framework documents had been undertaken with the results provided for consideration.		
9.2a	Committee Terms of Reference		
	The Clerk outlined the key updates to the terms of reference, which had been considered by committees, the most substantive being the merger of the Search and Personnel Committees.		
9.2b	Instrument and Articles of Government and Standing Orders		
9.20	The Clerk outlined that the Instrument and Articles and Standing Orders had been merged into one document for ease of use, that the key changes allowed greater flexibility in appointments, including the process of appointing student governors and that a further minor adjustment allowed for there to be more than one Vice Chair of Corporation.		
9.2c	Scheme of Delegation and Cycle of Business		
	The Clerk outlined that the new cycle of business had been expanded to incorporate the broader aspects of a scheme of delegation and to incorporate the overarching policy and strategy list. It was noted that moving forwards the strategy and policy list would need to be kept up to date alongside that used by the College Leadership Team.		
	Governance and Management Policy Statement		
	As directed to address the need for clarity the policy statement addressing the roles of governors and of management was considered. The Clerk noted that this would be highlighted to members through induction and placed on the repository.		
	The Corporation approved the Committee Terms of Reference, Instrument and Articles of Government and Standing Orders (subject to minor adjustment), Scheme of Delegation and Cycle of Business and the Governance Management Policy Statement.		
9.3a	Governor Appointments		
9.3b	Governor Roles and Committee Membership		
	Members noted the recommendations being provided on appointments and reappointments.		
	The Chair outlined the revised and effective process for recruitment of student governors.		
	The Clerk reported on recommendations regarding committee membership and offices.		
	It was noted that the College also required a new Safeguarding Governor. While the Chair had the experience to cover this role for the academic year, she was happy to also mentor a volunteer.		
	Following consideration of Committee recommendations, the Corporation resolved that		
	 Sarah Dawson be reappointed for three years commencing 1 August 2024 Andrew Hanson and Tiffany Harvey Pallent be reappointed from 1 October 2024 until 31 July 2027, the period being to realign the terms of office with 31 July end point 		
	 Jazz Hira and Tegan Powers be appointed as student governors for 2024/2025 academic year, commencing 1 August 2024. The student 		

		 governors will be a members of the Students Curriculum and Quality Committee Stuart Fisher be appointed for one year as a governor and to continue as a member of the Finance and Resources Committee Mark Sterling and Raj Joshi be reappointed as Chair and Vice Chair respectively of the Personnel Committee for a period of two years Tiffany Harvey-Pallent be reappointed as Vice Chair of Audit Committee for a period of two years Andrew Hanson be reappointed as Chair of Finance and Resources Committee for a period of 2 years. Oliver Preece will replace Lee Smart as a member of the Students Curriculum and Quality Committee Aisha Benachour be appointed as the Vice Chair of the Students Curriculum and Quality Committee, and that Gail Rothnie to be reappointed as Chair for a period of two years. Shabir Chagan joins the Audit Committee Alison Jarrett be appointed as Vice Chair of the Finance and Resources Committee for a period of two years. Joanne Chilton would undertake the Safeguarding governor role while seeking a new volunteer. 			
	9.4	Calendar 2024/2025			
		Members noted that two committee dates were set on evenings with College events.			
		Further thought regarding use of other campuses would be given.			
		The Corporation approved the calendar of meetings for 2024/2025 cycle of business.			
10		Any Other Business			
		The Chair led votes of thanks to retiring members Helene Jones, Joanne Rouse, Staff governor Lee Smart and Student Governor Chloe Naughton.			
		The forthcoming staff and student awards were noted particularly the governor led awards for staff around the College values.			
11		Date of Next Meeting			
		The next meeting is scheduled for 23 October 2024			
12		Confidential			
	12.1	Staff Pay			
		Jacquie Carman reported that she had met with the heads of unions and provided for them a response to the Heads of Claim document that had been issued.			
		As discussed with the Personnel Committee the College was being open, transparent and supportive in its approach and this included sharing the impact of some of the claims, such as that regarding the Foundation Living Wage.			
		The Corporation would need to consider the position on pay in the Autumn, particularly around awaiting a statement from the Association of Colleges.			
		Following Standing Orders staff left the meeting.			
		Following resolution on withdrawal of staff and student governors under provision made within Standing Orders 6.5 and 6.8, they left the meeting.			
	12.2	a) Confidential Remuneration Committee minutes of meeting held 25 June 2024			
		b) SPH recommendation			
		Items taken as a confidential minute.			

The meeting closed at 8pm

	Actions from Meetings Update				
Ref	Agenda item and action	Review Date			
Corpo	ration Meeting 13 December 2022				
8.4b	Instrument and Articles of Government Detailed review of Standing Orders and Instrument and Articles of Government would be undertaken 2023/2024. Closed July 2024	July 2024	JSu		
Corpo	ration Meeting 19 October 2023				
5.3a	Apprenticeships Current Position The Corporation received the update and wished to be kept informed of progress, with a deep dive undertaken through the Students' Curriculum and Quality Committee. December Update: Apprenticeships were being reported to the Students' Curriculum and Quality Committee and the Corporation. The deep dive was scheduled for 13/14 March. Governors were asked for nominations to participate. 2 Governors participating.	SCQC November 2023 Achieved. March 2024 CLOSED	Jwi/ JCa		
5.5a	Annual Plan and Targets 2023/2024 It was agreed that a monthly data report to chairs should be instigated and that a meeting of the committee chairs should consider the metrics for committees and Corporation reporting. December Update: It was noted that some additional work had been undertaken but this remained ongoing. Closed. July 2024	Nov/Dec 23 March 2024 ONGOING	JSu		
8.3a	New Code of Governance for FE The Chair reported that the AoC were looking for volunteer colleges to review use of the new Code and members felt that it was positive to support this. December Update: The Clerk confirmed she had contacted the AoC and that feedback would be provided at a later date when the code was more embedded. Closed July 24	Nov 23 May 2024 ONGOING	JSu		
Corpo	ration Meeting 12 December 2023				
6.7a	Risk Report Executive Summary A report regarding Eton Star would be provided for the Corporation's meeting in March 2024.	March 2024 CLOSED	AWo		
6.11 a	Updated provided through March Corporation Meeting 2024 College Coaches It was agreed that an update be provided for the Corporation, including alternative options, should permission for a turning circle not be granted and understanding of what other colleges provided. Report provided for March Corporation Meeting	March 2024 CLOSED	AWo		
7.2a	Review of Conflicts of Interest The Clerk would consult under the review of governance on other practice for annual declarations of interest. Deferred until July 2024 Ongoing	March July 2024	JSu		
Corpo	Corporation Meeting 26 January 2024				
3а	Themes for discussion - Marketing With reference to communications through social media governors were asked to engage with College posts through their chosen platform. Addressed.	March 2024 CLOSED	All		
3b	Themes for discussion – Learner Involvement It was proposed that governors meet to discuss how the College was taking learner engagement forward. One item agenda meeting to be scheduled for summer term.	March July 2024	JSu/ JWi/ SBu		

	Closed July 2024.		
3c	 Themes for discussion – Curriculum It was agreed that The Students Curriculum and Quality Committee would consider new qualifications and their challenges. The Corporation would receive an update report on the curriculum at each meeting. Report provided under the March Corporation agenda 	March 2024 CLOSED	AWo
3d	Themes for discussion – Digital The risks and costs of managing rapid digital developments were noted, to be considered by the Audit Committee. The Item was closed acknowledging the ongoing monitoring through risk reports.	March 2024 CLOSED	JSu/ Awo/ JPr
Corpo	ration Meeting 20 March 2024		
4.1a	Principal's Report The Chair asked about further information being provided for the Corporation for assurance on fulfilling its duty. It was noted that this would be part of divisional performance reviews and that a report on phase one would be provided for the May Corporation meeting. Closed July 2024.	May 2024	JCa
4.3a	Prevent Strategy and Action Plan The Chair noted that while challenging, best practice on capturing baseline data would be sought. Closed July 2024.	July 2024	JCa
6.1a	Single Equality Scheme Members talked about accessibility of information and it was agreed that a leaflet would be considered. Closed July 2024.	July 2024	JCa
6.3b a	Estates and Capital Projects Update The Clerk would pursue a meeting for governors to take place at Trinity Point. Closed July 2024.	July 2024	JSu
Corpo	ration Meeting 3 July 2024		
5.2a	Annual Plan 2024/2025 While recognising the Complexity of lagged funding, and interrelationship of areas being measured, it was agreed that financial reporting of specific project costs should be provided across 2024/2025 meetings and specifically attendance, which continued as a key area of focus in the new academic cycle.	2024/2025	JCa