



MINUTES

BOLTON COLLEGE BOARD

Minutes of the meeting held on Tuesday 12 November 2019 – (PART A)

Time: 5.00pm
Venue: Boardroom

Members present:

Dr Andrew Roberts (Chair)
Mr Andrew Fawcett (Vice Chair)
Dr Chris Ball
Ms Gulnaz Brennan
Mrs Kate Flood
Professor George E Holmes DL
Dr Kondal Kandadi
Dr Sue Lomax
Ms Stephanie Nixon
Professor HH William Morris
Mr Roger Peet
Dr Gill Waugh
Mr Bill Webster (Principal)
Mr Tony Unsworth

In Attendance:

Ms Joanne Green (Director of Quality)
Ms Fatema Hussein (Clerk)
Ms Sharon Marriott (Director of 14 - 19)
Ms Jane Marsh (Director of HR)
Mr Tim Openshaw (Assistant Vice Chancellor, Planning & Student Experience) (UoB)
Ms Kate Wallace (Director of Apprenticeships)
Ms Karen Westsmith (Director of Adult & Higher Education)
Mr Garry Westwater (Director of Finance)
Mrs Patricia Foster (Secretary)
Miss Deborah Bradburn (Group Governance Manager)

1. SECTION A - BUSINESS MATTERS

1.1 WELCOME TO MEMBERS

The Chair welcomed everyone to the meeting, which commenced at 5.05pm.

Miss Deborah Bradburn was welcomed to the meeting as the new Group Governance Manager.

1.2 APOLOGIES FOR ABSENCE

Apologies for absence had been received from Mr Dave Haslam and Mr Luke Jones.

1.3 DECLARATIONS OF INTEREST

The Chair reminded everyone present to declare any interests that they may have on matters to be discussed. Standing declarations were noted particularly in relation to the University of Bolton reciprocal governance arrangements and also paid positions.

1.4 REQUEST FOR AN ITEM TO BE UNSTARRED

Members were reminded that starred items on the Agenda would be taken as read rather than being presented. However, Members could ask questions of the report author, or ask for any item to be unstarred for full discussion.

The Clerk requested that Agenda Items 2.10 (v) and 2.10 (vi) be unstarred for discussion, as both items required approval.

1.5* MINUTES OF PREVIOUS MEETINGS:

1.5* (i) Minutes of the Meeting held 1 July 2019 – confidential and general publication

The minutes of the meeting held 1 July 2019 had been previously circulated to members for consideration.

It was **RESOLVED** that the minutes be approved as a correct record and authorised for publication (Part A).

1.6 MATTERS ARISING FROM PREVIOUS MINUTES

Members received a summary of actions arising/outstanding from previous meetings, noting that most items had been completed/implemented.

It was noted that verbal update referred to at Item 2 (Digital Strategy) would be carried forward to a future meeting.

It was **RESOLVED** that the matters arising be noted.

1.7 MINUTES (SUB-COMMITTEES):

1.7 (i) Search & Governance Committee of 25 September 2019

Members received the minutes of the meeting held 25 September 2019.

Key areas discussed at the meeting had been:

- Board and Committee Membership – although there were currently no vacancies on the Board, it would be useful to appoint an additional member to the Audit Committee with the relevant audit background/accounting qualifications. Members were asked to contact the Clerk if they knew of any such individual who could be approached.

- The Staff and Student Governor Election Procedures had been thoroughly scrutinised and the Board would be asked later in the current meeting to approve the revised Procedure.

It was **RESOLVED** that the minutes be received as detailed.

(Dr Chris Ball joined the meeting at 5.10pm)

1.7 (ii) Resources Committee of 1 October 2019

Members received the minutes of the meeting held 1 October 2019.

- It was noted that the financial accounts had been approved by written resolution and filed with Companies House by the due date

It was **RESOLVED** that the minutes be received as detailed.

1.7 (iii) Audit Committee of 17 October 2019

Members received the minutes of the meeting held 17 October 2019.

It had been noted that the Auditors had issued an unqualified audit opinion for the 2018/19 financial statements.

The internal audit reports had been reviewed with the Committee receiving assurance that effective internal controls were in place at the College.

It was **RESOLVED** that the minutes be received as detailed.

1.7 (iv) Standards & Performance Committee of 29 October 2019

Members received the minutes of the meeting held 29 October 2019.

The following points were highlighted:-

- The SAR Validation Panels had been well organised and streamlined
- Staff had been positive and enthusiastic and were thanked for their contributions
- Governors had been in attendance at all the panels
- The Committee had received the results of the FE Choices Learner Survey Results.
- The overall satisfaction score for 2018/19 was the highest since FE Choices started in 2013/14 and continued the improving trend.
- The Committee had held a detailed discussion on sub-contracting arrangements, which were being monitored very closely

It was **RESOLVED** that the minutes be received as detailed.

2. SECTION B - COLLEGE MATTERS

2.1 PRINCIPAL'S REPORT

The Principal presented the sixth report under the new 'Designated Institution' Bolton College, which provided an overview of key issues. He highlighted the following key points:-

Early Years (Nursery) Ofsted

Members were aware that the College had recently been required to 're-register' its nursery provision and the transfer of registration post-merger continued to prove challenging. The Principal was in close communication with Ofsted and it was anticipated that registration would materialise very shortly; however, this may well trigger an inspection.

(Dr Kondal Kandadi joined the meeting at 5.25pm)

Designation Review

- The College had received formal notification from the ESFA regarding the 2-day review of the Section 28 designation trial in December 2019
- This would include senior staff, Board Members, Chairs of sub-committees, and staff and student representatives
- It was noted that this was not an inspection, but a review of the progress with regard to the designation
- Those required to attend would receive all relevant documentation and a briefing session prior to the visit

Management Accounts

The September management accounts had referred to the potential risk of a breach of covenants. The Principal assured Board members that actions would be taken to prevent any breach from occurring.

Bolton College Medical School

The President & Vice Chancellor of the University provided a brief update on developments with regard to BCMS, in which the following points were highlighted:-

- The University's Board would shortly be asked to consider a funding package for the outstanding amount
- This was a major strategic decision for the University's Board; if funding was not approved then work on-site would not be able to commence as planned in March 2020
- The project had high-level local and national support, including that of the Secretary of State for Health and local MP Chris Green
- The project was potentially one of the most significant to be undertaken by the University in the last 25 years which would require a serious financial commitment.
- Members were reminded that the implications of the Augar Review were still unknown, but could result in a cut to University tuition fees

It was **RESOLVED** that the Principal's Report be noted.

2.2 COLLEGE SAR 2018/19

The Director of Quality presented the draft Self-Assessment Report (SAR) for 2018/19.

The SAR highlighted the College's key strengths and any areas for improvement, and the following points were noted:

- 2018/19 had been an extremely positive year, with two areas that were previously graded as 'requiring improvement' now being self-assessed as 'good' (Apprenticeships and Adult Learning).
- For the first time, self-assessment carried out across the curriculum had been rated as 'good'.

- It had been useful to have Governors involved in the self-assessment process

Governor Questions

- Was it a concern that Performance Arts had been downgraded to Good?
 - This was a self-assessment review which did not really compare 'like for like' in terms of a judgment under the new framework, and was no cause for concern

It was **RESOLVED** that the draft College SAR be Approved.

2.3 FINANCIAL STATEMENTS 2018/19 & LETTER OF REPRESENTATION

The Director of Finance presented the Financial Statements for 2018/19, together with the Letter of Representation. The following points were highlighted:

- As this was the first year of the newly designated institution, comparison figures were not available
- The College made an operating deficit of -£270k for the year 2018/19, against an in-year forecast of an operating surplus of £129k – a variance of £399k
- However, the forecasted surplus also included an unused charge for costs related to BCMS of £300k, therefore the reconciliation was closer to £699k.
- Allowing for the significant 'one-offs' for revaluation and enhanced pension provision, the underlying position for 2018/19 was an operating surplus of £314k which was similar to the position in 2017/18 of £363k
- The indications were that ESFA income would improve in 2019/20/21.
- There was an outstanding loan debt to Barclays of £9.95m as at 31 July 2019. The agreement with Barclays included three covenants (debt service, operational leverage and minimum cash balance)

Governor Questions

- Was there any update on the outstanding debt from Bolton Council?
 - This related to the BCMS Project and discussions were ongoing
- How was the debt being reported?
 - The Council had been invoiced for the amount owed and it was therefore their debt
- If the College had signed a contract with the Council, was the debt the responsibility of the College or was it that of the Council?
 - The Council's Board had approved the payment and there was evidence of their intention to pay. It was felt unlikely that the Council would not honour this debt
- Was the Director of Finance content that there was sufficient capacity to ensure that robust financial management remained a priority and that he was not being overburdened with other duties (for example, estates responsibilities)?
 - It was confirmed that Finance remained the primary concern for the Director of Finance, although good progress was also being made with regard to estates issues.

It was **RESOLVED** that:-

- (i) the wording of the Letter of Representation to the Financial Statements be approved;
- (ii) the decision to approve the Financial Statements for 2018/19 be ratified.

2.4 ANNUAL HEALTH & SAFETY REPORT 2018/19

The Executive Director of Finance presented the Annual Health & Safety Report for the academic year 2018/19, and highlighted the following points:-

- The overall non-pay costs within the Health & Safety Budget for 2018/19 was £21,370, set against an allocated budget of £25,491.
- Statistical data relating to accidents showed a downward trend in the number of accidents (falling to 98 in 2018/19)
- There had been four RIDDOR reportable accidents, three of which related to sports injuries.
- A safe alternative to the use of tumble driers was currently being explored.

The Chair commented that this was an excellent achievement, given the large numbers of learners at the College.

It was **RESOLVED** that the Annual Health & Safety Report for the academic year 2018/19 be noted.

2.5 COLLEGE KPI DASHBOARD

The University Assistant Vice Chancellor (Planning & Student Experience) presented the College KPI Dashboard, which detailed the key sustainability indicators and a range of other indicators, which had been selected based on the areas to be monitored by the ESFA.

The financial data had been updated to the 2019/20 academic year.

It was **RESOLVED** that the College KPI Dashboard be noted.

2.6 AUDIT COMMITTEE ANNUAL REPORT

The Executive Director of Finance presented the Audit Committee Annual Report which summarised the activity of the Audit Committee in 2018/19.

During the reporting period, the following internal audits had been carried out:-

- GDPR Framework and follow-up of Data Protection
- Follow-up Reviews
- Student Debtor Processes
- Business Continuity Arrangements

It was **RESOLVED** that the Audit Committee Annual Report 2018/19 be received and noted.

2.7 LINK GOVERNOR ROLES

The Clerk presented a report on Link Governor roles.

The Search & Governance Committee had put forward proposals for the Link Governor Programme which included:

- Facilitating Governor interaction with the College's key curriculum areas
- Guidance to be made available on the purpose of the visits and the level of Governor involvement

- Opportunities to be made available before a Board or Committee meeting for Governors to carry out a link visit
- Certain curriculum areas being linked to Committees

Link Governors were still required in the areas of Safeguarding; Early Years; Mental Health & Well-being, and English & Maths.

The Chair emphasised the importance of Governor involvement, particularly under the new inspection framework which would require evidence of Governors' engagement with the curriculum

A Governor suggested that it would be beneficial to view a range of College activities, including team meetings, in order to gain a deeper understanding of the mission and purpose of individual curriculum areas.

It was **RESOLVED** that the report on Link Governor Roles be noted, and that the suggestions be taken forward by the Search & Governance Committee.

ACTION:

Clerk

2.8 ESFA LETTER/CHECKLIST RE BOURNEVILLE COLLEGE

The Clerk presented a letter from the ESFA which highlighted the importance of Governors having appropriate oversight and scrutiny in relation to College expenditure.

The Association of Colleges (AOC) had produced a checklist (attached as an appendix to the report) based on the letter from the ESFA which could be used by Governors to confirm that appropriate checks and actions were being undertaken.

It was **RESOLVED** that the letter from the ESFA and the checklist recommended by the AOC be noted and that the Resources Committee be asked to give further detailed scrutiny to the checklist.

ACTION:

Clerk / Resources Committee Agenda

2.9 DBS CHECKS – STUDENT GOVERNORS

The Chair gave a verbal update on the issue of DBS checks for Student Governors.

The Board was asked to consider exempting Student Governors from DBS checks, as the College had robust safeguarding procedures in place.

It was **RESOLVED** that the verbal report on DBS checks for Student Governors be noted and that Student Governors would not be required to undertake DBS checks.

2.10* STARRED ITEMS:-

2.10* (i) SAFEGUARDING POLICIES 2019/20 UPDATE

Members received an update on the various safeguarding policies in place for 2019/20.

The College's safeguarding policies were updated annually to incorporate any legislative changes, alterations to local safeguarding processes, best practices etc.

The College had four key policies and procedures:-

- Child Protection & Safeguarding Children (0-18) Policy & Procedures
- Safeguarding Adults at Risk Policy & Procedures
- Abuse of Trust Policy
- Personal & Professional Relationships at Work Policy

It was noted that the current review had not required any significant changes.

It was **RESOLVED** that the revisions to the College's Safeguarding Policies 2019/20 be endorsed.

2.10* (ii) GROUP RISK REGISTER

Members received the Group Risk Register for information, which provided an update on the revised approach to Risk Management adopted (as previously agreed) across the Group for 2019/20.

The report highlighted a Group Level Summary of key risks, together with the individual risks for the University and the College.

It was **RESOLVED** that the Group Risk Register be noted.

2.10* (iii) RISK MANAGEMENT ANNUAL REPORT 2018/19

Members received the Risk Management Annual Report for 2018/19 which detailed the progress being made in relation to risk management.

Progress against anticipated activity included:-

- The development of a 'lockdown' procedure
- The installation of a pre-alarm system to reduce the impact and risk to groups of people assembling outside during false fire alarm activations
- An updating of the fire risk assessments

It was **RESOLVED** that the Risk Management Annual Report 2018/19 be noted.

2.10* (iv) ANNUAL REPORT ON CAPITAL EXPENDITURE

Members received the Annual Report on Capital Expenditure (CAPEX) for 2018/19.

It was **RESOLVED** that the Annual Report on Capital Expenditure be noted.

The following items were unstarred for discussion:

2.10 (v) AOC SENIOR POSTHOLDER REMUNERATION CODE (Unstarred for discussion)

The Clerk presented a report on the Association of Colleges Governors' Council (AOC) Senior Post Holder Remuneration Code which had been discussed in detail at the Remuneration Committee.

It was **RESOLVED** that on the recommendation of the Remuneration Committee, the Association of Colleges Governors' Council (AOC) Senior Post Holder Remuneration Code be adopted.

2.10 (vi) PROCEDURE FOR THE ELECTION OF A STAFF AND STUDENT GOVERNOR (Unstarred for discussion)

The Clerk presented the proposed procedures for the election of a Staff/Student Governors to the College Board, highlighting the importance of having a documented and transparent procedure in place.

It was **RESOLVED** that the Procedures for the Election of a Student Member and the Procedure for the Election of a Staff Member be approved and adopted.

Starred Items (continued):

2.10* (vii) OFS LETTER

Members received a copy of a letter from the Office for Students (OfS) dated 31 July 2019 and addressed to the Principal.

It was **RESOLVED** that the letter from the Office for Students (OfS) dated 31 July be noted.

2.11 RESERVED BUSINESS

2.11 (i) REMUNERATION COMMITTEE MINUTES

Discussed under reserved business matters.

2.11 (ii) STAFF PAY AWARD 2019/20

Discussed under reserved business matters.

2.11 (iii) SENIOR POSTHOLDER PERFORMANCE APPRAISALS

Discussed under reserved business matters.

3. SECTION C - UNIVERSITY GROUP MATTERS

There were no items for consideration.

4. SECTION D - ANY OTHER BUSINESS

There was no other business.

5. SECTION E – FUTURE MEETINGS

5.1 Governors' Meetings

The dates and times of future meetings were noted as follows:-

- Tuesday 21 January 2020 at 5.00pm (Resources Committee)
- Wednesday 22 January 2020 at 5.00pm (Standards & Performance Committee)
- Tuesday 11 February 2020 at 5.00pm (Board of Governors)
- Thursday 12 March 2020 at 5.00pm (Audit Committee)

5.2 Governors' Evening:

23 September 2020 6.00pm - 8.30pm.

5.3 Group Christmas Meal

12 December 2019 at 7.00pm

The Chair thanked members for their attendance and the meeting closed at 7pm

Chair's Signature:



Date:

11th Feb 2020