



MINUTES

BOLTON COLLEGE BOARD

Minutes for the meeting held on Tuesday 28 June 2022 – (PART A)

Time: 5.00pm

Venue: Boardroom / Video Conference

Members present:

Dr Andrew Roberts (Chair)
Mr Andrew Fawcett (Vice Chair)
Miss Rameen Ambar
Mr Fardean Farooq
Dr Adrian Brooks
Mrs Kate Flood
Mr Tom Martin
Mrs Rebecca Davison
Ms Stephanie Nixon
Mr Chris Ball
Mr Tony Unsworth
Dr Gill Waugh
Mr Bill Webster (Principal)
Ms Sharon Martin

In Attendance:

Mr Mark Burgoyne (Deputy Principal)
Miss Deborah Bradburn (Clerk)
Mr Garry Westwater (Executive Director of Finance)
Ms Jane Marsh (Executive Director of HR)
Mrs Karen Westsmith (Director of Curriculum and Quality)
Mrs Kate Wallace (Director of Curriculum, Employer and Student Services)
Mr Tim Openshaw (Assistant Vice Chancellor (Planning & Student Experience) (UOB)
Miss Jill Hebden (Minute Taker)

1. SECTION A - BUSINESS MATTERS

1.1 WELCOME TO MEMBERS

The Chair welcomed everyone to the meeting, which commenced at 5.00pm. He confirmed that the meeting was quorate.

1.2 APOLOGIES FOR ABSENCE

Apologies for absence had been received from Mrs Gulnaz Brennan, Professor George Holmes and Mrs Sue Lomax.

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.

Declarations of interest were made for those Members to be considered under Items 1.5 (i) and 1.5 (ii) (Governance).

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.

There were no requests for items to be unstarred for discussion.

(Dr Andrew Roberts, Dr Gill Waugh, Mr Tony Unsworth, Mrs Kate Flood, Mr Andrew Fawcett and Ms Stephanie Nixon left the meeting during consideration of the following item)

1.5 GOVERNANCE

(i) Committee / Board Membership

The Clerk presented a report on the re-appointment of current Independent and University nominated Board Members.

On creation of the Designated Institution, the Board agreed at its meeting held on 21 March 2018 that Board Members would be deemed to commence their first period of appointment from 1 September 2018. As a consequence, a number of Members first period of tenure would expire on 31 August 2022 as follows:

University of Bolton Nominated Members:

Dr Andrew Roberts	Expiry Date: 31 August 2022
Dr Gill Waugh	Expiry Date: 31 August 2022
Mr Tony Unsworth	Expiry Date: 31 August 2022

Bolton College Independent Members:

Mrs Sue Lomax	Expiry Date: 31 August 2022
Mr Andrew Fawcett	Expiry Date: 31 August 2022
Mrs Kate Flood	Expiry Date: 31 August 2022
Mrs Gulnaz Brennan	Expiry Date: 31 August 2022
Ms Stephanie Nixon	Expiry Date: 31 August 2022

The Search and Governance Committee at its meeting held on 21 June 2022 considered Board membership and recommended the re-appointment of those Members for a second and final period of tenure on a staggered membership basis in order to avoid a wholesale change of Board membership and potential quoracy issues.

It was also recommended that the re-appointment (by exception) of Dr Andrew Roberts (Chair of Board and Chair of Resources Committee and Search & Governance Committee)

and Mr Andrew Fawcett (Vice Chair of Board and Chair of Audit Committee and Remuneration Committee) should continue beyond their final period of office in order to facilitate appropriate succession planning that would enable the College to revert back to a standard period of tenure.

It was **RESOLVED** that the Board approve the re-appointment of the following Board Members for a second and final period of tenure from 1 September 2022 as stated:

University of Bolton Nominated Members:

- (i) Dr Gill Waugh and Mr Tony Unsworth on a reduced tenure of two years from 1 September 2022 to 31 August 2024.
- (ii) Dr Andrew Roberts (by exception) for an extended tenure of five years from 1 September 2022 to 31 August 2027.

Bolton College Independent Members:

- (iii) Ms Stephanie Nixon on a reduced tenure of two years from 1 September 2022 to 31 August 2024.
- (iv) Mrs Sue Lomax, Mrs Kate Flood and Mrs Gulnaz Brennan for a further tenure of four years from 1 September 2022 to 31 August 2026.
- (v) Mr Andrew Fawcett (by exception) for an extended tenure of five years from 1 September 2022 to 31 August 2027.

(Dr Andrew Roberts, Dr Gill Waugh, Mr Tony Unsworth, Mrs Kate Flood, Mr Andrew Fawcett and Ms Stephanie Nixon re-joined the meeting and were congratulated on their reappointments)

(Ms Sharon Martin left the meeting during consideration of the following item)

Committee Membership

The Clerk presented a report which updated the Board on reviewing Committee membership to ensure that there was the right balance of skills, knowledge and experience. Expressions of interest had been received for Ms Sharon Martin to become a member of the Audit Committee and Mrs Gulnaz Brennan a member of the Standards & Performance Committee.

The Search and Governance Committee had, at its meeting held 21 June 2022, agreed that a recommendation should be made to the Board for Ms Sharon Martin to become a member of the Audit Committee and Mrs Gulnaz Brennan a member of the Standards & Performance Committee.

It was **RESOLVED** on the recommendation of the Search and Governance Committee the Committee membership as stated.

(Ms Sharon Martin re-joined the meeting)

(ii) Appointment of Chair and Vice Chair

The Clerk presented a report on the appointment of the Chair and Vice Chair of the Board.

The current terms of office of both the Chair and Vice Chair would expire on 31 August 2022.

Chair - Dr Andrew Roberts

Dr Andrew Roberts had been appointed as Vice Chair from 18 March 2015 to 10 May 2016 and as Chair from 11 May 2016 to 31 August 2017, 1 September 2017 to 31 August 2020 and 1 September 2020 to 31 August 2022.

Vice Chair - Mr Andrew Fawcett

Mr Andrew Fawcett had been appointed as Vice Chair from 22 June 2016 to 31 August 2017, 1 September 2017 to 31 August 2020 and 1 September 2020 to 31 August 2022.

In accordance with the process to appoint the Chair and Vice Chair as detailed in Section 4 of the Standing Orders, nomination forms for both positions had been issued to all Members of the Board. At the close of the nomination period on 10 June 2022, nominations had been received for Dr Andrew Roberts as Chair and for Mr Andrew Fawcett as Vice Chair and seconded by Board Members. As there was only one nomination for each role, it had not been necessary to instigate an election procedure. Therefore, from 1 September 2022, Dr Andrew Roberts was duly re-appointed as Chair and Mr Andrew Fawcett as Vice Chair for a further term of office.

(At the request of the Clerk, the Chair was requested to withdraw from the meeting during consideration of the following matter. The Chair left the meeting at 6.02pm)

A discussion took place between the Clerk and the Members regarding the nomination process for the appointment of the Chair.

(Dr Andrew Roberts re-joined the meeting at 6.05pm)

It was **RESOLVED** that the appointments of Chair and Vice Chair be approved with effect from 1 September 2022.

(iii) Senior Independent Governor

The Clerk presented a report for the Board to consider the role of a Senior Independent Governor (SIG). The role of SIG had been raised in the FE sector although the role and appointment of an SIG was not within the AoC Code of Good Governance for English Colleges that the Board had adopted.

The Search and Governance Committee had, at its meeting held on 21 June 2022, discussed the role of an SIG with the recommendation not to appoint to the role (as was the position of the majority of other institutions) on the basis that this was more associated with and appropriate for those with remunerated Governors and was an unnecessary addition to the current governance structure, especially given the Group governance oversight that was provided.

It was **RESOLVED** on the recommendation of the Search and Governance Committee not to appoint to the role of Senior Independent Governor.

1.6* MINUTES OF PREVIOUS MEETINGS:

Minutes of the Meeting held 5 April 2022 - general publication

The minutes of the meeting held 5 April 2022 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).

1.7 MATTERS ARISING FROM PREVIOUS MINUTES

An update was provided on the Rainbow Flag Award. The College had renewed its effort from September 2021 to review the six quality standards and had achieved two standards 'Skilled Teacher' and 'Inclusive Curriculum'. More information was included in the Principal's Report.

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

1.8 MINUTES (SUB-COMMITTEES):

(i) Resources Committee of 7 June 2022

Members had received the minutes of the meeting held 7 June 2022

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

(ii) Audit Committee of 9 June 2022

Members had received the minutes of the meeting held 9 June 2022

The Audit Committee had agreed to defer the T Level review to 2023/24 and undertake the business continuity review in 2022/23.

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

2. SECTION B - COLLEGE MATTERS

2.1 PRINCIPAL'S REPORT

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

Coronavirus (COVID-19) Update:

The number of cases had increased over recent days. Tests remained available at the College, although there were few. Staff and students had been advised to source their own tests if they developed symptoms.

Section 28 Review:

The review had been included under 'Reserved Business' was not for wider publication. The review reflected a positive experience and significant strength of governance.

Office for National Statistics (ONS):

The ONS would undertake a review regarding the potential re-classification of FE colleges as 'public sector' organisations. If re-classified this would lead to colleges being unable to take on debt or build up cash reserves. It was unclear at this time how this would affect the College as a Designated Institution.

Staffing:

There were recruitment concerns in specific areas ie. construction, digital and healthcare. There was a possible route for clinician support within healthcare on a case-by-case basis.

GCSEs:

The GCSE examinations posed a logistical challenge, with over 1000 learners in each exam and over 300 learners that had additional support requirements.

Attendance:

Attendance had been stubborn with learner non-attendance that would be reviewed in more depth. There had been a demonstrable positive impact with the appointment of a new Head of English, Maths and Digital. COVID-19 had had an impact on learner behaviour, however the College aimed to return to the position it was at pre-COVID.

Governor Questions:

Teaching staff deployment is at 101%, is this due to staff delivering overtime?

Yes. The College had asked a lot of the staff who had responded accordingly which reflected an inflation of 11% in costs in addition to the increase in facilities costs.

Has the College spoken to local construction companies? Would it be possible to contact their Boards?

Yes, through employer engagement and ex-students. Boards had not yet been contacted and this would be looked at further.

The Board noted that a concerted campaign that championed the recruitment of the next generation of employees was required at senior director level within local employer organisations.

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

2.2 ESFA FINANCIAL HEALTH UPDATE AND DASHBOARD

The Executive Director of Finance presented the ESFA Financial Health Update and Dashboard, the following key points were highlighted:

- The College financial position was improving and above ESFA requirements.
- Staff costs were above the sector average due to learner high needs provision.
- Borrowing was falling with the settlement of the smaller loan facility due for repayment on 31 July 2023 that would accelerate this further.

It was **RESOLVED** that the Financial Health Update and Dashboard be noted.

2.3 FINANCIAL UPDATE - LOAN COVENANTS, BUDGET 2022/23 AND FORECAST 2023/24

The Executive Director of Finance presented the Financial Update and Loan Covenants, the following key points were highlighted:

- ESFA intended to adjust the suite of proposed new financial health ratios and introduce changes to the process where the autoscore may not fairly reflect the underlying financial health of an institution or the level of financial risk to which it was exposed.
- The Operating Surplus for 2022/23 was set at £0.5m and ensured covenant compliance and maintained an 'Outstanding' financial health grade.
- Cash was in a strong position but there would be demand on it in the future due to the T Level New Build (Waves 3 & 4) and the repayment of the smaller loan facility.

Governor Questions:

Of the £900k uplift in pay, how much of this uplift is assigned to pay award, living wage and additional T Level delivery?

The Living Wage had increased from £9.50 to £10.00 which was an increase of circa. £40-50k with T Level delivery circa. £400-500k that was dependent on recruitment.

Is there any intelligence on pension liabilities?

The College was expecting to receive parameters and assumptions shortly. Predictions could not currently be made as figures were still to come from the GMPS.

It was **RESOLVED** that the Budget for 2022/23 was approved.

2.4 COLLEGE STRATEGIC AND OPERATING PLAN

The Principal presented the College's Strategic & Operating Plan for 2022/23 and outlined the following key points:

- The College had outlined the key objectives for the coming academic year (2022/23) which was developed towards achieving the overall strategic objectives as set out in the Strategic Plan. This reflected the statement of focus for 2022/23 issued by the University to the College with the objectives converted into the College Operating Plan that had been recommended for approval by the College and University Resources Committee.

It was **RESOLVED** that the College Strategic & Operating Plan 2022/23 be approved for submission to the University Board.

2.5 COLLEGE KPI DASHBOARD

The Assistant Vice Chancellor (Planning & Student Experience) (UoB) presented the College KPI Dashboard, which detailed the key sustainability indicators and those indicators on areas monitored by the ESFA. The KPI dashboard included extra narrative regarding staffing and English and maths remained at a 'red' RAG rating, although a lot of work had been undertaken in the area.

Governor Question:

Should the ONS potential reclassification be a reportable event and included on the College and Group risk register?

The College will put this through the potential reportable events process.

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

2.6 MATHS AND ENGLISH UPDATE

The Director of Curriculum, Employer and Learning Support presented the Maths and English update noting the following key points:

- The intensive support period had come to an end with a positive impact made in planning for the next academic year.
- The English and maths team held an away day and the positive leadership had shown a demonstrable impact.

The Board acknowledged the effort made which had resulted in tangible improvements following decisive action taken in the area.

It was **RESOLVED** that the English and maths update be noted.

2.7(i) STUDENT PROTECTION PLAN

The Director of Curriculum & Quality presented the Student Protection Plan for 2022/23 which contained minor updates from the previous version made in relation to the limitations identified. The plan is only pertinent for the HE provision for College students.

It was an OfS condition of registration that HE registered providers published an annual Student Protection Plan on their website. The purpose of the Plan was to ensure that students could continue and complete their studies, or could be compensated if this was not possible.

It was **RESOLVED** that the Student Protection Plan be approved.

2.7(ii) ACCESS & PARTICIPATION STATEMENT

The Director of Curriculum, Employer & Learner Support presented the Access and Participation Statement (APS) 2022/23.

The OfS required HE providers to have an approved Access & Participation Plan (APP) if they were registered in the 'Approved' (fee cap) category of the register and wished to charge above the basic tuition fee cap for 'qualifying persons' on 'qualifying courses'.

As the College was not registered in the 'Approved' category, it was not required to produce an APP; it was instead required to produce a Statement as a condition of registration.

It was **RESOLVED** that the Access & Participation Statement 2022/23 be approved.

2.8* STARRED ITEMS

(i) FINANCIAL REGULATIONS

Members had received and reviewed the Financial Regulations, as presented to the Resources Committee on 7 June 2022.

It was **RESOLVED** that the Financial Regulations be approved.

(ii) BOARD STANDING ORDERS

Members had received and reviewed the Board Standing Orders, as presented to the Search and Governance Committee on 21 June 2022.

It was **RESOLVED** that the Board Standing Orders be approved.

(iii) GOVERNORS CODE OF CONDUCT

Members had received and reviewed the Governors Code of Conduct, as presented to the Search and Governance Committee on 21 June 2022.

It was **RESOLVED** that the Governors Code of Conduct be approved.

3. SECTION C - UNIVERSITY GROUP MATTERS

3.1 HEALTH AND SAFETY ASSURANCE STATEMENT

The Executive Director of Finance presented the annual Health and Safety Assurance Statement as requested by all Group members in relation to the effective implementation of health and safety and health and safety responsibilities.

It was **RESOLVED** that the Health and Safety Assurance Statement be approved.

3.2* STARRED ITEMS

(i) GROUP RISK REGISTER

Members had received and reviewed that Risk Management/Risk Register at University and Group level.

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

4. SECTION D - ANY OTHER BUSINESS

Ofsted Developments

The Senior Management Team had attended an Ofsted update conducted by two senior HMI inspectors. The update outlined the following:

- Every provider would have a full five day inspection between September 2022 and September 2025.
- A sub-judgement around skills had been added to the inspection that would inform each area. This would focus on skills and how providers could demonstrate engagement with stakeholders and employers.

ACTION:

- Presentation to be circulated to Board Members.
- Additional Board training session in September focused on Ofsted expectations.

4.1 MEETING EVALUATION

Members noted that the meeting structure was right and that the Executive Team highlighted key areas and issues. A reduction in the size of Board packs and mode of circulation would be reviewed.

Members noted that Student Governor, Miss Rameen Ambar, would shortly be leaving the College. Miss Ambar was thanked for her contribution to the Board during her period of office.

(All Members and Officers save for Independent Members left the meeting at 6.30pm)

4.2 Reserved Business Minutes

4.3 Barclays Loan Covenant Variation : Operating Leverage

4.4 Section 28 Follow Up Review

5. SECTION E – FUTURE MEETINGS

5.1 Governors' Meetings

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

Board Meeting - Tuesday 8 November 2022 at 5.00pm

Committees -

Search & Governance - Wednesday 21 September 2022 at 3.00pm

Remuneration – Wednesday 21 September 2022 at 4.00pm

Resources – Tuesday 27 September 2022 at 5.00pm

Audit - Thursday 20 October 2022 at 5.00pm

Standards & Performance – Tuesday 1 November 2022 at 2.00pm

The Chair thanked members for their attendance and the meeting closed at 6.45pm

Chair's Signature:



Date: 8 November 2022