



Minutes
Meeting of the Corporation
Wednesday 11 December 2019 at 4.30pm
Jacob Bancks Room

PART 1

Present:

Pippa Goodwin (<i>Chair</i>)	Gareth Osborn
Katie Beckinsale	Frank Pitkin
Daniel Clawson	Janet Robertson
Neil Dew-Gosling	Daniela Shanly
Chris Lambert	Jeremy Spooner
Gillian May (<i>Principal</i>)	Andrew Try
Charles McGurin	Natalia Baldev (<i>part attendance</i>)

Apologies: Dave Snowden
Ian Thomson

In attendance: Anne Entwistle *VP Curriculum & Quality*
 Richard Munday *Finance Director*
 Tracy Reeve *Director of Governance*

99/19 Chair's welcome

The Chair (PG) welcomed the new student Governors to the meeting and each governor introduced themselves. PG reminded staff and student governors that they would be required to withdraw from a confidential Part 3 of the meeting as previously notified when an item from Remuneration Committee would be considered.

100/19 Apologies

Apologies had been received from Dave Snowden and Ian Thomson.

101/19 Notification of any other business

The Principal had an item to add to the agenda on the Louis Baylis Trust.

There was no other business notified.

102/19 Notification of Members interests

Jeremy Spooner reminded the meeting that the company he worked for (Baylis Media Ltd) was owned by the Louis Baylis Trust.

There were no other interests notified.

103/19 Minutes of the meeting held on 25 September 2019

The minutes were approved and signed by the Chairman as a correct record.

104/19 Matters Arising

• **Update on College Sustainability Awards** (*page 2 minutes*)

The meeting noted an update report on this new initiative which had been approved at the last Corporation meeting. Governors were pleased to note that proposals had

been submitted from 11 different curriculum areas at BCA. The Finance Director confirmed that a mid-year update would be brought to the March Corporation meeting and the final submissions would be brought to the Corporation in July 2020 for the decision on which two departments should receive the £12,500 allocation to take forward their sustainability work. Governors commended this work and the link to the curriculum where young people were looking for careers in sustainability. The meeting reiterated the need for the College to understand its carbon-footprint and have an action plan to move towards achieving carbon-neutral status. The Principal agreed that although the College was not yet able to define a timeframe for this to be achieved it would continue to be pursued within the College Sustainability agenda.

NOTED

A mid-year update on the proposals within the BCA Sustainability Awards scheme to be presented to the March 2020 Corporation meeting.

- **LEP Bid: Health Sciences Centre**

The Principal reminded the meeting of the details of the Expression of Interest submitted to the LEP based on a project to refurbish circa 400m² within the Residential Blocks E and F. This proposal had been discussed in detail at the Quality of Education Committee on 19 November as the deadline required the bid for funding to be submitted to the LEP by 22 November; in advance of the formal Corporation meeting. The Quality of Education Committee and the Chair of Corporation (separately) had approved the submission of the bid to meet the November deadline. The meeting was assured that the costs had been assessed by an experienced quantity surveyor and the refurbishment figure of £850,000 was considered to be appropriate for the level of work required. The Corporation meeting was very supportive of this proposal and the new use of this space which would have a positive impact on a number of learners and stakeholders at BCA.

The Principal informed the meeting that the next stage of the application process would require a range of more detailed information to be submitted and would be assessed on the basis of supporting economic growth, delivering value for money, deliverability and addressing evidence of estate need. Governors were reminded that submission of the application did not commit the College to any actual expenditure on the project. The timeline for a final decision on the funding was confirmed as 31 March 2020 with all projects completed and funding claimed by 31 March 2021.

The meeting RATIFIED the APPROVAL for the submission of the Detailed Application for Skills Capital Funding to the LEP in respect of the proposed Health Sciences Centre and also to approve the use of BCA land and building as the match of funding at 1:1 as required.

- **Student Transport provision: tracking software**

The Finance Director (RM) updated the meeting on progress with developing a tracking system for the student transport provision at the College. The pilot of the new software had started during the previous week on Route 10 from Woodley however a number of teething problems would delay roll-out to additional routes. The meeting agreed that it was important to have a robust system which was user-friendly for parents as well as for College staff before the system was extended to all bus and minibus routes. Student Governor (NB) also highlighted the need for some flexibility in the system to allow learners to board different bus routes e.g. when they were travelling home with friends.

The verbal report was NOTED; an update would be brought to the March 2020 Corporation meeting.

105/19 Governor Feedback

• **Link Governor Feedback**

The meeting noted feedback from several governors on their recent Link Governor visits to the College.

- DSh had undertaken a very useful and informative visit to Foundation Studies. JS shared his recent visit to Creative Studies and the work they were doing to better match the exam board used to the types of learner and other quality improvement actions to better meet learner needs and outcomes. She had also attended a recent Open Day and was very impressed with the offer for learners – PS, Sports and Animal Management staff had all been articulate and enthusiastic and she cited the Principal's presentation as 'great'.
- JS had also visited the Foundation Studies department and was "blown-away" with the quality of the offer; the diversity of learner needs was extremely wide and the way that the College was meeting these needs was 'very moving'.
- The Chair, PG, had chaired the HE Oversight Committee which was a productive meeting. She had also met with the College Marketing department and had been impressed with the marketing staff's energy and dynamism. They were currently awaiting user statistics on the new website.
- FP had undertaken a link visit with Motor Vehicle and had been impressed with their 'stunning enthusiasm'. This had been followed up by his attendance at the Motor Vehicle QRB last week and of particular note was the current project in building sustainability issues into the MV curriculum.
- CMcG had visited Animal Management and Equine and had undertaken a really useful action-focussed meeting with staff.
- GO had visited his new link area of 'Maths' for the first time and found it really interesting; the focus on maths within employability skills and the need to inspire confidence in learners in order for them to succeed at maths. Governors discussed the importance of functional maths for learners to increase their employability.

• **Student Governors' Report**

The FE Student Governor (NB) gave the meeting an initial outline of the recent Student Council activity across College. She informed the meeting that she was joint Student President with Leah Finney and they were supported by two Vice-Presidents. NB informed the meeting about a recent sustainability project which rewarded learners for recycling – bar codes on the recycling bins enabled them to earn discounts on food and drink in the College canteen. Students had also been involved in fund raising for two children's charities as well as raising awareness during Inflammatory Bowel Disease (IBD) awareness week.

The Governor feedback was NOTED

ITEMS FOR DECISION/ APPROVAL

106/19 Search Committee recommendations

• **Membership of Corporation**

The meeting noted the minutes from the recent Search Committee meeting (4th November 2019) and considered the recommendation for new membership.

Jo Croft (JC) was a qualified accountant with a strong background in finance leadership. She had extensive experience of building and developing teams to embrace new ideas and increase overall performance. Over the years, she had helped companies to grow and increase profitability; her passion was to guide Small and Medium Enterprises (SMEs) to achieve new heights. The meeting were

interested in JC's recent role as a Princes Trust business mentor where she had supported young people in developing and implementing business start-up plans several of whom had been care-leavers. JC had also been involved with business governance as Finance Director of Slough Children's Services Trust in 2016. She had gone on to use this experience to take on the role of regional facilitator Thames Valley for an organisation called The Alternative Board. This provided business mentoring and peer support through externally facilitated board meetings for leaders and owners of SMEs. JC had heard about BCA when she met the Principal at a local Business Forum and was keen to get involved with the College so that she could 'get under the skin' of the College and see how she could contribute to the governance. Governors noted that the Search Committee had highlighted that they would be interested in JC joining the Audit Committee in order to provide an element of succession planning for this important committee. Search Committee were impressed by her clear credible answers to their questions and felt that her values were consistent with what was required as a member of the governance team at BCA; she was open and honest and had been realistic throughout her business career. The meeting also believed that her strong finance background would enable her to provide a rigorous challenge for the senior leadership team. After further discussion the meeting agreed that JC's breadth of knowledge and experience would be a very beneficial addition to the skills base and operation of the Corporation at BCA.

It was AGREED that:

- i) The determined number of the BCA Corporation be increased to 17 (from 16) with immediate effect. This number to include; 12 external governors, 2 staff governors, 2 student governors and the Principal.***
- ii) Jo Croft should be appointed as a Member of the Corporation at BCA for a 4 year term of office commencing on 11 December 2019***
- iii) Jo Croft should join the Audit Committee for 2020/21 after settling into the new role of governor.***

- ***Future Corporation membership/ succession planning***

The meeting noted and approved the intention for the Governing Body to look to strengthen its membership during 2020 with an additional governor specifically from an educational background. Governors discussed and agreed the ongoing need to improve the diversity of the Corporation membership, especially in relation to BAME membership but agreed that the main determining criteria for appointment should be skills-based. The Clerk assured the meeting that the need to increase the BAME representation was on the Governance Action Plan for 2019/20.

It was AGREED that the college should seek governors from a strong educationalist background to bolster the skill-set on the Corporation.

107/19 Board Intelligence Software: proposed move to e-governance

The discussions around this item are minuted in the part 2 minutes (minute 125/19) as they are commercially sensitive.

108/19 Governance Self-Assessment

The Director of Governance presented the comprehensive paper work which had been put together following the Governors' Self-Assessment for 2018/19. Governors had completed their assessment against '10 characteristics of a well-run College' cited by previous FE Commissioner David Collins in 2014. This would be discussed in more detail at the spring 2020 Governors' Strategy Day. In addition to this the Clerk undertook a Skills Audit in order to ensure an appropriate balance of

skills and knowledge within the Corporation membership. As previously discussed in relation to the Search Committee minutes (item 106/19 above), the results of this skills audit had identified a need to strengthen the Governing Body with an additional 'educationalist' (as highlighted earlier in the meeting).

The Clerk had also updated the annual self-assessment against the English Colleges Code of Governance which the Corporation at BCA had adopted. The meeting discussed this document and commended its detail. Governors were assured that there were no areas of non-compliance but the following areas for improvement had been identified for 2019/20:

- *Enhanced formal complaint reporting to Corporation to be introduced; any complaints with any associated legal risk would be identified.*
- *Consider publishing an account of BCA's community engagement on the website.*
- *Consider appointing an external director for BCA Landbase Ltd (dormant company) if the subsidiary ever comes out of dormancy.*
- *Develop wider diversity representation on the Corporation: gender balance and BAME representation should be improved.*

Governors discussed the ongoing value of the College developing a Corporate Social Responsibility Policy and the Principal suggested that she should do some additional work on how the College interacted with its local community. The aim would be to make it more interactive from a student perspective.

The meeting considered and approved the Governance Action Plan for 2019/20 which had been drawn up from: the suggested priorities for development in the governors' responses; from any weaknesses identified in the narrative comments; and in relation to compliance with the Code of Good Governance. Staff Governor (JR) reminded the meeting of the Education and Training Foundation (ETF) in-line training modules that were available for all governors to access. These covered a variety of subjects including strategy and education; financial management; and Board leadership. These modules were free to access until the end of January 2020. The Director of Governance would circulate details to all Governors.

The Governance Self-Assessment Report 2018/19, and Action Plan 2019/20 were APPROVED.

109/19 Residential Overseas Learning Visits

The meeting considered four separate proposals for overseas learning visits: level 3 Media students visiting Prague in March 2020; Football Academy students visiting Dusseldorf in May 2020; Sports (Netball) competing in a tournament in Spain in June 2020; and Sports (Football Academy) competing in Spain in June 2020.

The Vice Principal Curriculum and Quality confirmed that all the requisite risk assessments were in place and that staffing levels accompanying the trips would meet all safeguarding guidelines. Governors were given assurance that all of these proposed learning visits were relevant to the course of study and were fully self-funded by the learners. They were also assured that photos and blogs from the trips would be included in future College promotional literature. Governors sought, and were given, assurance that the two football trips did not include the same groups of learners; two trips would put an unrealistic financial pressure onto students and parents.

The meeting APPROVED the proposals for learning visits to: Prague (March 2020); Dusseldorf (March 2020); Spain (Netball and Football June 2020) as presented.

110/19 Annual Report of the Audit Committee

The meeting noted a paper which outlined the work of the Audit Committee for the Financial Year to 31 July 2019 and included an assessment of both sets of auditors' performance against key performance indicators for 2018/19. The Director of Governance confirmed that this report would be sent to the ESFA with the Financial Statements for 2018/19. The meeting agreed that the Audit Committee had provided a high level of challenge for the Executive team at BCA during the year; as evidenced by the audit committee minutes and their recent self-assessment activity. The Finance Director (FD) concurred with this opinion and thanked the Audit Committee for their ongoing challenge and helpful input.

The Audit Committee annual report 2018/19 was RECEIVED.

[Student Governor NB left the meeting.]

111/19 External Audit Report

- **Draft Audited Accounts and Report Year-End 31 July 2019**

Members considered the final paperwork for the Annual Audit of Accounts provided by RSM UK Audit LLP; the Report and Accounts to 31 July 2019 and the Final Audit Findings Report. The FD informed members that these accounts had been presented to the Audit Committee on 27th November 2019. The Audit Committee Chair (NDG) confirmed that the external auditor had attended the Audit Committee meeting and had assured Governors that the audit had gone well; the FD and his team had made a valuable contribution to the audit; all requisite information had been readily available and had been shown to be robust and accurate.

The final out-turn in the statutory accounts was an operating deficit of £337,000 (prior year figure was £2,042,000 surplus but this included an element of the restructuring funds that the College had received from the Transition Unit). This was noted as being in line with all management account forecasts presented to Governors during 2018/19. The FD highlighted the reconciliation statement at the beginning of the financial statements that identified the specific adjustments made in relation to the forecast surplus shown in the management accounts. The forecast operating surplus of £174,000 shown in the management accounts had been decreased by pension charges (£813,000) and estates strategy costs (£241,000) partially offset by grants paid under the restructuring fund (£551,000). Total income for the 2018/19 year had increased to £14.993m compared with £16.002m in 2017/18; ESFA grant funding had increased to £11.632m (an increase on the prior year figure of £10.829m). The meeting noted that expenditure had increased by £1.370m in the year to £15.330m. This was attributed to: an increase in other operating costs of £536,000; and an increase in staff costs of £996,000. The net pension liability at £10.824m (compared with £9.262m at 31 July 2018), was noted and also the fact that this was an element of the accounts over which BCA had no control. Members were reminded that the FRS17 pension liability was excluded when assessing financial health by both the ESFA and the banks. The FD informed the meeting that the major factor causing the shift in liability was a change to the discount rate used by actuaries; this was noted as common across the sector for the 2018/19 valuation. The FD highlighted the Remuneration Statement within the accounts; this was a new disclosure which provided full transparency around Senior Post holder pay at the College. The meeting discussed the growing area of High Needs provision which had included 236 learners in the current year (compared with 201 in the prior year). RM confirmed that the definition of this provision was where funding per learner was £10,000 or more per year. The significant increase in High Needs Students (HNS) was a reflection of how strong BCA provision was in this area; the provision was now across all levels and all curriculum areas and was not

just centred in the Foundation Department. Governors sought, and were given, confirmation that the College had recovered 100% of the funding due from local authorities (LAs) for this work in 2018/19; this was impressive as the £1.3m had been spread over 13 separate LAs. Governors sought clarity on how BCA had achieved this in a notoriously difficult market. RM confirmed that the member of staff at BCA who was responsible had worked hard to build close relationships with those responsible at the LAs and had also kept a very tight control of invoicing and credit control. The meeting discussed the difficult but important strategic question of whether in the future the College would need to cap HNS provision before it fundamentally changed the nature of BCA and possibly had a detrimental impact on attracting Level 3 learners. The Principal confirmed that the College recognised the need to tailor provision to meet the needs of all learners; e.g. Taster Days were now split so that Level 3 learners attended on separate days to L1 and 2 learners. This would enable them to see BCA as a real alternative to A Level provision at school sixth form. However, GM confirmed that the College ethos would never be to pigeonhole learners who enrolled at BCA – all levels and types of learner were spread across the whole campus. The meeting discussed the fact that often HNS had Education Health Care Plans (EHCP) which meant that the College were not able to refuse entry even where courses had reached capacity. However, although there were now more children with EHCPs many of these had less severe specialist needs than previously. There was a sliding scale of EHCP which was reflected in a sliding scale of funding. ***It was agreed that the issues around HNS and funding should be discussed further at the Governors' Strategy Day 2020.***

- ***Audit Findings Report 2018/19***

Members considered the Final Audit Findings Report for the year-end 31 July 2019 which had been drafted for Governors by the external auditors RSM. Governors noted that the auditors had issued an unqualified audit report with no issues raised in relation to the 'going concern' status of the College. The Audit Report from RSM highlighted the potential audit, accounting and regularity issues identified at the audit planning stage as: income recognition; pension scheme liabilities; going concern; and management override of controls. The meeting noted the adjustments made during the audit for accruals (£141,000), Transaction Unit Funding (£814,000) and the acquisition of trade and assets of Arborcare Associates Ltd. (£4,000 to recognise amortisation on £39,000 'goodwill'). The Director of Finance (RM) confirmed that there had been no significant deficiencies in internal control identified during the audit but there were two recommendations in relation to verification of fixed assets, and input errors for payroll details of new starters. Both of these recommendations had been accepted by management and the suggested remedial action would be implemented by February 2020. Governors were pleased to note that there had been nothing to report around management override of controls or any deficiencies in internal control. The meeting discussed the recommendation in relation to the use of a preferred list of suppliers and sought confirmation on how that categorisation was reached. RM confirmed that before being placed on this list he would undertake a thorough due diligence and credit reference check and also the Finance Team had a good level of knowledge about these suppliers. Governors sought, and were given, confirmation that the College tested prices from preferred suppliers where appropriate and RM confirmed that there was a defined process within the College Financial Regulations.

- ***Regularity Audit***

The meeting was reminded that the Regularity Audit report from RSM had been considered within the Audit Findings Report and the unqualified regularity opinion was noted. The meeting noted and considered the Regularity Audit Self-Assessment questionnaire 2018/19; RM confirmed that the external auditors were content with

the College responses. This report was noted as a useful source of assurance for Governors and a clear reminder of the necessary 'checks and balances' that should be in place.

- **Letters of Representation**

The draft letters of representation (one for the financial statements and one covering the integral regularity audit) were considered and approved as presented. Members noted that these were in the standard format required by the Audit Code of Practice.

It was AGREED that the:

- i) Financial Report and Statements for the year ended 31 July 2019 be APPROVED.**
- ii) Regularity Audit Self-Assessment Questionnaire 2018/19 be APPROVED.**
- iii) Final Audit Findings Report and Regularity Audit Report from RSM UK Audit LLP should be RECEIVED.**
- iv) Letters of Representation (for both the Audit of the Financial Statements and the Regularity Assurance assessment) be APPROVED.**

112/19 College Self-Assessment Report (SAR) 2017/18

The meeting noted and approved the draft Self-Assessment Report 2018/19 which was structured to reflect the categories within the new Ofsted Education Inspection Framework. The SAR was also shorter and more focussed on the College's strengths and weaknesses. Governors commended the data tables and the associated graphs which made the report much clearer to read. The summary judgements were noted as:

- Overall effectiveness – 2 (good)
- Quality of Education – 2
- Behaviour and Attitudes – 1 (outstanding)
- Personal Development – 1
- Leadership & management - 2

The Principal highlighted that the data outcomes were now at a level which would justify an 'outstanding' grade but at the moment the lesson observation data would only justify a 'good' grade. The move to 'outstanding' would be facilitated by greater consistency across all areas of the College. BCA overall results 2018/19 were now 6% above the National Average and the College was definitely within the upper quartile for all college performance with no significant gaps in the QAR performance data. The destination data at 93% positive was highlighted as a particular strength. Governors sought clarification on why the pass rate was lower for 19+ and noted that this age group often had more other things to deal with in their lives alongside their studies. The meeting also considered the data showing the achievement by gender and ethnicity. The meeting spent some time discussing the English and maths results and noted the improvement in the maths outcomes which were now just above the national average. English results were still above NA but had shown a decline on the prior year, however the value-added figure for English was positive. Governors were reminded that the College was developing tracking which enabled learners to see their progress in different skills within maths - and to some extent English – this also helped to motivate them to succeed.

The Chair sought additional clarification on how the self-assessed grades were verified and it was noted that these had been rigorously debated at curriculum level through the Quality Review Board (QRB) process. The Principal also highlighted that in addition, Landex were currently on site to conduct the external peer review of the SAR. Governors sought, and were given, assurance that the College used the learner survey and employer survey data to cross-reference and validate the SAR.

AE confirmed that the Industry Placement Team were capturing employer feedback. It was suggested that it might be time to reintroduce a 'parent voice' to gain clarity on user satisfaction. Governors noted that the College Alumni Association had a strong presence on social media to tell good news stories about destination and progression post BCA. Governors (DC) sought clarity on why the 'destination' data was flagged as red when there was a 93% positive destination – it was agreed that this was misleading and should be amended.

Governors sought clarification on whether the new Ofsted Education Inspection Framework (EIF) would have any impact on the assessed SAR grades at the end of the current year 2019/20. The meeting discussed the possible impact of moving to a less output-based judgement and the move to intent, implementation and impact judgement which would require a wider holistic view within the SAR judgements for next year. The meeting commended the new format which mirrored the EIF judgements and rated the College as a strong 'good' under this new framework.

The SAR 2018/19 was APPROVED.

The Quality Improvement Plan (QIP) for 2019/20 was considered; this was also a more concise document which enabled the clear identification of areas for improvement (Afls). There were four KEY areas for improvement during the current academic year:

- Improving the quality of education by maintaining achievement rates and further improving student progress through confident teaching and use of pedagogy practices
- Improve the College achievements in GCSE English & maths to exceed National Rate (NR)
- Develop a cross college Digital Strategy to enhance student and staff experience and to ensure GDPR compliance
- Review of our work-based qualification provision

The BCA Quality Improvement Plan 2019/20 was APPROVED as presented.

113/19 Complaints Summary 2018/19

The meeting noted the annual complaints summary for the full academic year 2018/19 which had the stated aim of: providing assurance to Governors that complaints were investigated and responded to; and to set out recommendations of any further service improvements and training that may be required.

The meeting noted that there had been 29 formal complaints received in the year which was an increase on the prior year when complaint recording was under-developed. The meeting noted the data split by complaint type and department. The largest number of complaints had been in relation to transport (11) with a maximum of 3 in all other departments/ curriculum areas. This was not unexpected as Governors were reminded that this frontline service had provided in excess of 7,000 journeys during the year. It was also noted that 85% of the complaints in relation to transport had been received during the first 2 months of the academic year as user numbers fluctuated and students and parents became familiar with the service. The principal reminded the meeting that the new student tracking software system that would be put in place on all BCA Student Transport as soon as possible would work to alleviate some of these early complaints. Of the 29 complaints received 9 had been upheld and 7 partially upheld; in total this represented 52% of complaints. The report also contained details of some of the complaints with the resulting service improvement that had been implemented after the complaint had been upheld. Governors were pleased to note that the complaint reporting process

had now been formalised at BCA and was consistent across departments; including the provision of advice on handling complicated complaints. There was now a consistent cross-college approach with HoDs being required to log the agreed service improvements when complaints were upheld.

The Complaints Report 2018/19 was NOTED

114/19 Risk Register/ Board Assurance Framework

The meeting considered the Board Assurance Framework which clearly detailed the key strategic risks against the four strategic priorities for BCA. This item was now a standing item for consideration at each Corporation meeting. Governors noted that this document had been updated since last presented to the Corporation in September 2018. It was confirmed that Audit Committee had approved the updated version of the Risk Register on 27th November 2019. Governors noted that this document had only required minor changes since last presented to the Corporation in September 2019; the changes were now clearly highlighted and the risks were now ordered from 1 to 15 to reflect the highest risk scores. The Principal highlighted the following changes and the key risks which were currently rated as 'red' and the ongoing mitigation that was being provided against their crystallisation:

Risk 1 'Insufficient Capital investment in the listed asset, specifically Hall Place Mansion. (Risk score at 20 'red' after mitigation): The meeting was reminded that the issue of securing the requisite funding for the future maintenance of the heritage assets was still very uncertain as any development of 'greenbelt' land was still a highly contentious issue. The meeting noted that work had now been finalised on the costed conservation plan to underpin the argument for the requisite 'Very Special Circumstance' criteria needed for greenbelt planning approval.

Risk 2 'Student Transport and lack of effective tracking of learners' (Risk score at 20 'red' before and after mitigation): The meeting noted the update on this risk which had been added to the Risk Register in May 2019. As discussed already under matters arising; further updates would be brought to future meetings.

Risk 3 'IT failure with loss of data for staff and students' (Risk score at 20 'red' before and 15 'amber' after mitigation): This risk score had been raised since the Risk Register was last presented. The cyber-security action plan and the audit of this area planned for early 2020 would further mitigate the risk.

Risk 4 'Secure the full franchise agreement with the Royal Agricultural University (RAU) for all but the UoR provision. Improve the quality of the HE student academic experience as identified by the OfS' (Risk score now raised to 15 'amber' from 10 'green' after mitigation): The meeting noted that discussions were progressing with the RAU to look at other delivery/ accreditation/ franchising options for the provision of the Vet Physio Course delivered at BCA.

Risk 5 'Quality and funding issues associated with the apprenticeship provision are not addressed' (Risk score of 20 'red' after mitigation): The meeting noted that Audit Committee had asked for this risk to remain at a score of 20 'red' after mitigation based on discussions in their meeting, (Exec had previously reduced it to 15 'amber').

Risk 8 'Failure to address reductions in external funding results in the College being unable to remain a going concern' (Risk score now 10 'green' before and 5 after mitigation): The meeting was pleased to note that the narrative now reflected the ESFA having lifted the Financial Notice of Concern earlier than expected in November 2019.

Risk 11 'Failure to maintain accurate and timely student data (Risk score 12 'amber before and 6 'green' after mitigation): The meeting noted the update narrative which explained the enhanced mitigation now in place for this risk.

The changes and action taken with the lower scoring risks were noted by the meeting.

The Board Assurance Framework/ Risk Register was RECEIVED.

ITEMS FOR INFORMATION

115/19 Finance Report

- **Finance Director's Report**

The meeting considered the Finance Director's Report. This provided additional narrative around the following: 2018/19 outturn; 2019/20 performance to date; DfE Grant and related matters; cash flow; internal audit activity; and pension related matters. Much of this had already been discussed under agenda item 12, the College Financial Statements 2018/19.

- **College Management Accounts: October 2019**

The FD presented the Management Accounts to 31 October 2019. The meeting was given confirmation that the operating surplus for the first 3 months of the year was in line with the budget but there were some challenges which had become apparent in relation to the payroll run rate. Governors were given assurance that these were being investigated in relation to the Colleges curriculum planning model. As a consequence of this it was currently expected that the College would not deliver the budgeted surplus of £257,000 but RM assured the meeting that Exec were hopeful that this would not be below the £174,000 surplus delivered in the prior year. For the 12 months to October 2019 the College was graded 'good' (which was in line with the budget), and passed all the bank covenant tests. The meeting noted that the FD would be completing the first reforecast for the current year along with updated budgets for 2020/21 and 2021/22 by the end of February under new reporting guidelines issued by the ESFA. This new return was called the Integrated Financial Model for Colleges (IFMC) and would bring all Colleges onto the same reporting template to enable the ESFA to identify any cash-flow difficulties earlier than had been previously possible.

The year-to-date operating surplus was at £609,000 which was the same as the budget. Income was £52,000 higher than budget at £4.359m year-to-date. High Needs income was £32,000 above the budget of £277,000; and, apprenticeship income was currently £20,000 above the budget of £119,000 (this was noted as a timing issue and would end the year on budget). The Principal highlighted the lower income from Landbased Training Ltd than forecast; this was £29,000 below the budget of £81,000. The meeting was assured that this lower income was offset by lower costs than planned (£16,000 negative variance) but the slower build to this commercial business was disappointing. Governors were reminded that pay costs were £98,000 above budget at £2.49m but this was largely due the College taking on staff to support the higher numbers of 'high needs' learners (the expenditure was offset by the higher income) as well as the additional learner numbers not funded in-year. This level of pay expenditure represented 58.2% of income, which was below the full year forecast (64.7%) and reflected front-loading of income. Non-Pay costs were noted as £1.26m year-to-date which was £46,000 below budget. The meeting noted the dashboard of financial key performance indicators and the Human Resources data dashboard which accompanied the management accounts on a monthly basis and a detailed cash-flow forecast until July 2021 which did not highlight any issues with cash-flow. The average cash overall balance during

October had been £1.97m in credit which was significantly higher than in the prior year due to the receipt of the Restructuring Funds. The current cash-flow forecast suggested that the month-end balance at July 2020 would be £1.071m compared with the £1.206m figure in the budget. This shortfall reflected capital purchases required to support higher learner numbers that would not be funded until 2020/21 under lagged funding arrangements. The meeting was also given assurance that the College had comfortably passed all of the covenant tests introduced by Lloyds Bank in 2018 in relation to: cashflow cover; total gross debt to EBITDA; and total gross debt to total consolidated income.

The meeting was given assurance that the ESFA Financial Health rating for the 12 month period to the end of October 2019 would be 'Good'. The current ratio (0.97), EBITDA performance ratio (6.88%) and Gearing Ratio (25.25%) were all in line with budget. Governors were informed that the November 2019 management accounts would be distributed to all Corporation members by e-mail as soon as available.

The October 2019 management accounts were RECEIVED.

- **ESFA Assessment of BCA's Financial Health**

- **Lifting of Financial Notice of Concern**

The meeting was delighted to note the formal letter from the ESFA (dated 15 November 2019) which informed the College that the Financial Notice of Concern (FNoC), issued in December 2013, had been lifted. The Principal highlighted that this had been lifted earlier than expected. It had been foreseen that the earliest date for the FNoC to be lifted would be May 2020 when the ESFA published the 2018/19 Colleges financial statements data. Governors commended the hard work that the College management had put into turning around the College Financial Health over the last 6 years; the Principal highlighted the important support from the ESFA during that time whilst the College was working through financial recovery.

- **ESFA Annual assessment of college financial health**

The meeting noted the letter and the accompanying dashboard from the ESFA which confirmed their assessment of the College's financial health after their review of the financial plan 2018/19 to 2020/21. Governors noted that the ESFA letter had assessed BCA's financial health as 'Requires Improvement' for 2018/19 and the same for 2019/20. Members were reminded that, as previously reported, the college's self-assessed grade of Good for 2019/20 had been moderated down due to a change in the points threshold of the ESFA model. The useful dashboard of KPIs was commended which clearly showed the positive distance travelled by BCA in terms of Financial Health.

The ESFA letter and Finance Dashboard for BCA at October 2019 was NOTED

116/19 Academic Report

- **Learner Voice, November 2019**

The meeting noted an early data summary of the student survey which was currently underway at BCA; 725 responses had been received to date. An update on this learner voice would be brought to the next meeting of the Corporation.

NOTED

- **Higher Education (HE) Report**

The meeting noted an update on all aspects of HE provision at BCA.

Quality Assurance Agency (QAA) Quality Standards Review: The meeting was reminded that the Quality Standards Review visit by the QAA (the Ofsted equivalent for HE provision) was scheduled for 13-15th January 2020. The required written

submission and evidence had been uploaded by the deadline of 29th November 2019.

BCA Higher Education Improvement Plan: The meeting noted a copy of the HE Improvement Report which had been submitted to the Office for Students (OfS) in the summer of 2019 to meet the deadline of 31 July 2019. This document had been acknowledged but no further communication had been received from the OfS. Governors were reminded that the HE Oversight Committee (as a sub-committee of the BCA Corporation) was monitoring this HE Improvement Plan to ensure timely implementation and progress.

Royal Agricultural University (RAU) franchise agreement: The meeting noted the detailed business case which had been developed by the RAU Partnership Manager with input from BCA. This had been submitted to the RAU's Academic Planning and Strategy Group for consideration.

BSc (Hons) Veterinary Physiotherapy: The meeting was pleased to note that the BSc (Hons) Vet Physio course had now been reinstated as eligible for Maintenance Loans. The robust appeal written by the College's Director of HE had resulted in a review of the nature of the course which had been subsequently re-categorised as full time, thus eligible for Maintenance Loan.

Student enrolment 2019/20: The meeting noted the student enrolment data for 2019/20 which gave a breakdown by year of study and course. The number of HE learners currently on role at BCA for 2019/20 was 80 compared with 59 in 2017/18.

Marketing Activity: The College was now running an HE promotion campaign on social media. Governors commended the recent minibus promotion of the HE animal and ecology programme.

- **Apprenticeships**

Success Rates 2018/19: The meeting noted the final apprenticeship success rates by curriculum area – Agriculture, Floristry, Horticulture, Motor Vehicle - compared with the three prior years; this clearly demonstrated the distance travelled and improvement secured in this important area of provision. Governors noted that overall achievement had risen from 77% in the prior year to 78.4% in 2018/19 and that this was ahead of the national rate of 69.6%. However, timely achievement had dropped from 78% (prior year) to 63.3% but was still ahead of the national rate (61.6%). The Principal highlighted that the timely data was becoming less important than overall achievement.

Apprenticeship enrolments and Targets:

The report provided detailed financial data on performance against funding allocations (from the RO13 return); this detailed levy and non-levy income by age of apprentices and identified that the overall position was £52,000 above the prior year pre and post-May 2017. The enrolment numbers by curriculum area for October 2019 were noted; the total figure was now 147 apprentices on programme with a further 38 in the current pipeline.

The Academic Report including Higher Education and Apprenticeships was NOTED and APPROVED.

117/19 Estates and Campus Update

The meeting noted a detailed report from the Director of Estates and Facilities which gave an update on the following: Estates and facilities; Sustainability; Grounds and Farmed Estate; and Agricultural land. This report was taken as read and

commended for the useful information that it included. Governors were pleased to note that the LED installation programme was completed in September and current consumption data indicated that usage was lower than the prior year and in-line with predicted levels in the business case.

NOTED

118/19 Principal's Report

The report was taken as read as it had been circulated by e-mail earlier in the month.

119/19 Health, Safety and Wellbeing Report

The Corporation meeting noted an update report provided by the Health, Safety and Wellbeing Manager which included details of Health and Safety (H&S) Management at BCA, Policy & Procedures, Training and details of Incident Reporting.

Management: The Health, Safety and Wellbeing (HSW) Manager had continued to visit departments and support with all aspects of H&S requirements. This had helped to embed a positive attitude to Health and Safety. The meeting noted that the HSW Manager gave regular updates to the College Leadership Team and Staff Briefings.

Incident Reporting and investigation: The total number of accidents to date during 2018/19 was 24; none of which were RIDDOR reportable. The meeting also noted the dates and details of five 'near-miss' dangerous occurrences that had been investigated; the meeting was assured that these were not RIDDOR reportable.

Policies and procedure: The HSW Manager continued to review policies on a planned basis or after an incident. During the first quarter of the year six policies had been reviewed: H&S Management System; Contractor Management; First Aid; Smoke Free; Safe Learner; and Risk Assessment.

Training: Risk awareness and Risk Assessment Writing Training took place on the inset day on 22 November 2019 which was attended by 118 staff. A further 30 staff attended a mop-up session on 28 November.

The Health and Safety Report 2018/19 was RECEIVED.

120/19 General Election, Dec 2020, Manifesto Statements on Further Education

The meeting noted an AoC Briefing Note which summarised each of the three main political parties statements in their manifestos in relation to FE and Colleges.

NOTED

121/19 Reports from Committees

- **Quality of Education Committee – 19 November 2019**
- **Audit Committee - 27 November 2019**
- **HE Oversight Committee – 28 November 2019**

The Director of Governance informed the meeting that the minutes would be circulated once they had been finalised and approved by the committee chairs.

NDG confirmed that the key business of the Audit Committee meeting had already been covered during the Corporation meeting agenda.

NOTED

ANY OTHER BUSINESS

122/19 Any Other Business

- **Louis Baylis Trust**

The Principal informed the meeting that the College had been successful in securing some funding from the Baylis Trust; £2,000 had been spread across 3 departments, Equine, Horticulture and Foundation. The money had been used for mirrors in the dressage arena, a fencing project in Horticulture and a vegetable plot project for Foundation with fixed raised beds for growing produce.

NOTED

There was no other business.

123/19 Date of Next Meeting

The next Corporation meeting was timetabled for Wednesday 18th March 2020.

BLANK PAGE – PART 2 MINUTES FOLLOW ON PAGE 17

SUMMARY ACTION POINTS – Part 1 and 2 and 3

Minute Ref	Action	By who	By when
104/19	Update on BCA Sustainability Awards to be presented to May 2020 Corporation meeting.	BCA Sustainability Officer Dir of Governance	13 May 2020
106/19	Determined number of the Corporation to be increased to 17. Jo Croft to be appointed for a 4-year term of office until December 2023.	Corporation	Immediate
125/19	BCA to implement the paperless e-governance system with Board Intelligence on a three-year contract from February 2020 at an annual cost of £XXXXX The value of the system and the BI contract to be reviewed in January 2020 before the break-clause at the one-year point.	Dir of Governance Dir of Governance Governors	February 2020 January 2021
128/19	Salary decision recommended by Remuneration Committee approved.	HR	1 December 2019
128/19	Corporation at BCA to continue to pay 'due regard' to AoC Remuneration Code without formally adopting it.	Dir of Governance	December 2019 and ongoing