

MEETING MINUTES

LOCATION & TIME Church Rd Conference Centre 8.30 am		COMMITTEE Full Corporation Meeting PART 1
MINUTES PREPARED BY: Fiona Chalk		MEETING DATE 21 st March 2018
PRESENT: David Cook (DC) – Chair Campbell Christie (CC) – Principal Susan Cornish (SC) Hilary Doyle (HD) Malcolm Dudson (MD) – Vice Chair Michael Few (MF)		IN ATTENDANCE: Dominic Asater (DA) - Finance Director Saskia Larsen (SL) – Head HR&D James Taylor (JT) – Vice Principal Curriculum & Quality Fiona Chalk (Clerk)
Peter Hill (PH) Kathleen Nugent (KN) Charles Moseley (CM) Stephen Haydon (SH) Janet Hughes (JH)		
ITEM NO:		ACTION
1.0	Apologies Apologies were received from Pauline Hilliard Symons, Kirsten Miller, Michael Gbadebo and Andrew Stone. David Cook to leave at 10.15 due to another appointment. Welcome to Charles Moseley, student governor.	
2.0	Declarations of Interest There were no declarations of interest.	
3.0	Minutes of 13th December 2017 The minutes were approved as a correct record and signed by the Chair.	
4.0	Matters Arising 1. Benchmarking – to be taken forward. 2. Code of Governance – Clerk to give final update at year end 3. Performance review of new governors, including the Chair, carried by the Vice-Chair 4. Ofsted – Governors expressed their thanks to management for Ofsted 5. Merger – Governors expressed their thanks to SLT for amount of work being undertaken for the merger. It was resolved that that other Corporation work be ‘light touch’ in order to focus on merger.	
5.0	Student Governor CM spoke about his role as Students’ Association President and the work they have planned. RAG Week activities	

	<p>planned for this time of year for fundraising for their charities, which are Muscular Dystrophy and Township Trust. Governors noted that students are very happy with the academic provision in the college. The Association would like to grow the extra curriculum activities going forward to take students into the next stage of education i.e. gaming club, table tops, literary clubs, history clubs to help study and assist them in getting employment. Management advised that there is some other support available i.e. the Princes Trust.</p> <p>It was resolved that Management and the Chair will work with the Student Association to help bring this about.</p>	<p>SLT/DC</p>
<p>6.0</p>	<p>Merger Update <i>Due Diligence</i> Governors noted:</p> <ul style="list-style-type: none"> • BDO have been appointed to carry out due diligence. • SLT representing BWC on 9 workstreams. • Meetings are taking place regularly for the workstreams’ business. • Financial DD on tax, pensions, finance. • Eversheds doing legal due diligence - looking at contractual alignment, constitutional alignment, T&Cs of conditions for employment, banks, insurance etc. Legal transfers around property, land registry titles, charges released by the banks. • The Local Government Pensions are in different schemes so this needs to be managed. <p><i>Joint Governance Working Party</i> Governors noted that following an approval via Written Resolution, governors from both organisations have formed a ‘joint governance group’ and CC,DC,MD,SC to sit on this representing the college. A Chair is to be appointed from one or the other college.</p> <p>It was resolved that the Joint Governance Working Party membership and Terms of Reference, including delegated authority, be approved.</p> <p>Governors noted that the Terms of Reference include the merger assumptions.</p> <p>The Corporation resolved that if the budget is included in the assumptions, then it should not be assumed that BWC are taking a balanced budget into the Merger.</p>	

Merger Timetable

Governors noted the merger timetable. A key area is Finances which will require there to be 2 budgets – 1 for B&W as a continuing college which is still in a state of financial intervention and will be in this position until it has resolved its financial issues.

The second budget will be a merged budget. There has been an application to the Restructuring Unit as part of the merger application. This requires each college to provide their own budget to the Unit. BWC has a potential deficit of c.£800k (at the last forecast) next year as a standalone college. These issues will be addressed through areas of growth and areas of cost savings in order to address the gaps in the budget but it was agreed that it will not be realistic to present a balanced budget for 18/19 to Corporation at 17/18 year-end.

The 2 budget positions will be aggregated for the new merged entity before synergies and efficiency savings are taken into account. Both FDs will discuss potential efficiencies i.e. around curriculum to see what savings can be brought forward into the newly merged entity. Neither of the two banks in this process are looking to extend their exposure to the FE sector. BWC's bank will need to have its debts repaid on dissolution. The Risk register for the merger process highlights the above issues.

The Vice-Chair advised that at Resources Committee on 7 March, it was acknowledged there would need to be 2 budgets. Some conditions were laid down for the standalone budget:

1. It did not require actions which would prejudice the merger
2. It should ensure the continued existence of the college.

It was resolved that this may require a deficit budget to be set for standalone college for 2018-19.

Management advised that there will be a significant cash receipt due which will allow the college to perform through 18-19 with a deficit budget. This is not a good position to take but will give the college time to seek another partner should the merger with Activate Learning (AL) fall through. The FE Commissioner will need to see an Option B should merger with AL not take place.

The Chair advised he has met the Chair of AL, who has been made aware of these conversations around budgets and this will be discussed at the Joint governance group meeting next week (27 Mar). Management advised that the SPA is not on today's agenda, but the college is still under the FE Commissioner's intervention. A Stocktake Visit took place on 1 March which shows the college is following their recommendations. Due to the college's financial position, the FE Commissioner Team continue to state that the

college is not viable in standalone mode. If the AL merger doesn't work out, the college will need to look further afield for a partner.

Public Consultation

Governors noted that the Public Consultation paper has gone out and the deadline of responses is 27th April. A Notice of Proposal to Dissolve has been published in the Daily Mirror and the Bracknell News.

Project Management

Governors noted that the Project Management group has met, and it is chaired by a Project Manager and the workstreams are entirely lead by AL leads.

Each workstream has met once and will be doing so again soon. These meetings are looking at how they can bring the colleges together operationally. The 1st conversation was about how practically do we get to a merged entity by 1st August. This is followed by business critical and continuity discussions and decisions. A further series of work post-merger will also take place on integration.

A Project management tool is in use which is a programme that is bringing together all the information from the workstreams. The work being undertaken is reviewed fortnightly by the Project Management group and will then be reported to the Joint Governance group.

PR/Communications Strategy

This is primarily for reassuring staff that they will be consulted, and information on progress and consultation will be put out as soon as it is available.

Governors noted that staff will transfer into AL under TUPE. If staff choose not to transfer, they have the right to resign. Some roles may change slightly but no material change is envisaged during the first year – this assumption requires testing and Working Group to determine. Staff will need to wait for Due Diligence to be completed before TUPE consultations start, so this probably start in May.

Governors noted that the Terms of Reference include, to develop key messages about the merger to internal / external communication. Governors also noted that staff are interested in taking the college forward but are unsettled and there is a knock-on effect on other areas of work as the merger planning work takes precedence. Staff concerns raised by the staff governors were noted by the Board.

Key dates

19th April Due Diligence completed and report to AL
16th May Corporation meeting to receive Due Diligence on AL.

	<p>11th July Corporation meeting to pass a resolution to dissolve with effect from 1st August, when liabilities and assets will transfer to AL.</p> <p>The Chair asked for any governors looking to go forward onto the new Board, to advise him. This process will be done on a skills basis. He stated that AL have advisory Boards in the local colleges to ensure connectivity. AL operate a Carver model so do not have committees.</p>	
7.0	Senior leadership structure (Confidential Closed Session)	
8.0	<p>TLA</p> <p><i>Ofsted Update</i> Management advised of the areas for improvement and what actions are being taken, so a quality improvement process is now in place. Governors noted these areas from the Ofsted report, some key areas are: stretch and challenge for learners, Maths and English development and embedding, enrichment and take up of it, T&L - development of teachers, Prevent - develop wider understanding and relevance, more effective use of support, recording of student progress and destinations using systems more effectively in the college.</p> <p>All the above will have key actions and link to the QIP. Eventually this will be merged with AL, so strengths can be shared across sites.</p> <p>It is anticipated that large college groups will have Ofsted inspections, at both individual campus as well as at group level in the future, but the practicalities need to be worked up.</p> <p>Governors asked how many teachers are not QTLS? Management advised that it is not a college requirement as it's a voluntary scheme. The College's ambition is that all permanent staff who teacher will have PGCs. There is a one day course specific to BWC for all teachers new to teaching at BWC. There is a basis of professional practice in regard to teaching and learning.</p> <p>Governors asked if there will be extra requirements on teachers after merger with AL? Management advised that this will not be the case as their learning philosophy is similar and highly developed, so a big benefit to BWC staff will be increased CPD opportunities.</p>	
9.0	Governance <i>Committee recommendations</i>	
		Clerk

	<p>Audit The risk rating report was useful, and governors asked for it to be circulated to all members. ESFA funding audit actions reported for next year.</p> <p>Curriculum & Quality Terms of Reference to include a termly HE Report, monitoring of local market intelligence and review the Curriculum Plan annually. 2018-19 Deficit Budget (as discussed above)</p> <p>Resources Terms of reference to include Marketing as well as to receive quarterly reports on business planning. To approve the SES and Equality Opportunity Statement It was resolved all recommendations be approved.</p> <p>Governor Visit reports</p> <p>Noted.</p>	<p>Clerk</p>
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