

**OLDHAM COLLEGE  
FULL CORPORATION**

**Minutes of the Meeting held on Tuesday 2 July 2019**

<b>Present</b>	Jonathan Edwards	Governor – Chair
	Anthony France	Governor
	Alun Francis	Principal – Governor
	Anne Gornall	Governor
	Richard Guy	Governor
	Bob Harrison	Governor
	Sue Kershaw	Governor
	Shaid Mushtaq	Governor
	Mark Preston	Student Governor
	Laura Smart	Governor
<b>Officers:</b>	Janet Frost	Clerk to the Corporation
	Allan Tyrer	Interim Director of Finance
	Debra Woodruff	Deputy Principal
	Cath Inchbold	Project Manager
<b>Apologies:</b>	Nigel Newton	Governor
	Abdul Jabbar	Governor
	Riaz Ahmad	Governor
	Graham Bradbury	Staff Governor
	Katrina Hann	External Member
	Mike Jackson-Leafield	Staff Governor
	Lorna Unwin	Governor

**61/18 Declaration of Conflicts of Interest**

Declarations of interest were made by Shaid Mushtaq should any discussion in the meeting relate to his area of work.

**62/18 Apologies for Absence**

Apologies of absence had been received and were accepted from Nigel Newton, Abdul Jabbar, Riaz Ahmad, Graham Bradbury, Katrina Hann, Mike Jackson-Leafield and Lorna Unwin.

**63/18 Minutes of the Meeting held 27 March 2019**

The minutes of the meeting of the Corporation held on 27 March 2019 had been previously circulated to members for consideration.

It was **RESOLVED** that the minutes reflected a true record of the meeting and were accepted and signed by the Chair as a correct record.

**64/18 Matters Arising from the minutes of the 27 March 2019**

There were no matters arising from the previous meetings not already on the agenda for the current meeting.

**65/18 Rolling Actions**

None to report

**66/18 Notification of Items of Any Other Business**

None received

**67/18 Students' Union Update inc. Accounts as at 31<sup>st</sup> May 2019 (Item 7)**

A copy of the Student Union report had previously been sent to members for their consideration. The Student Governor presented the report and highlighted key points, in summary:-

- The Student Union accounts as at 31 May 2019 were presented to members for noting
- Noted that the Student Union Elections had taken place in May and were pleased to report that all roles were appointed to
- Reported that the EID Celebrations had been very popular with students and staff
- Noted that in 2019/20 there will be a focus on increasing the sale of NUS Extra card so that extra funds are secured.

The Student Governor informed members of two matters that were concerning students at UCO. Firstly, the need for an improved catering service and secondly, improved parking for students. It was agreed that the Finance Director would meet outside the current meeting to review both concerns and identify where possible solutions.

It was **RESOLVED** that members noted the progress by the Student Union.

**68/18 Principal's Report (Item 8)**

The Principal had previously circulated a report to members that reflected on the last 12 months and provided an update on key areas. The Principal drew out the key points from the report:-

- the past year has been one of excellent achievements; best ever results in 2018, lifting of the financial notice, 'Good' inspection, FEC intervention lifted, nominated for Educate North Awards FE College of the Year, £9m construction skills centre approved, TEF Silver award for UCO, T Level application 2021 approved, TRIP bids successful and Augar Review campaign led by Oldham College
- Finance - margins are very close due to shortfalls in expected income, but the College remains on course to achieve a good financial health rating for this year.
- Quality - Further investment has been made in quality through the Learning for Distinction programme which is an important addition to Teaching for Distinction

It was **RESOLVED** that members noted the Principal's Report as presented.

**69/18 Oldham College Strategic Plan 2019-2024 (Item 9)**

A copy of the draft Strategic Plan had been circulated to members prior to the meeting for consideration and comment. The Principal reported that a stakeholder consultation meeting was scheduled for week commencing 8<sup>th</sup> July. The outcome of this would feed into the document.

The plan will be finalised over the summer and reported to the October meeting.

Members agreed the document was in its final draft and approved the document in principle subject to any changes being included resulting from the stakeholder meeting.

It was **RESOLVED** that members approved the document in principle subject to any changes being included following the stakeholder meeting.

**70/18 Integrated Plan inc. Budget 2019/20 and Curriculum Plan (Item 10)**

A copy of the Integrated Plan had been circulated to members for consideration and comment. The Deputy Principal reported that KPIs and outcomes would be updated upon receipt.

The Finance Director drew members attention to the Financial Plan and reported that the College has reviewed its financial position and has concluded that its existing underlying operating position continues to provide a solid base for it to continue its sustainable financial recovery. He advised that was based upon limited growth, modest specifically targeted efficiency savings in both delivery and support areas, whilst supporting increased investment in quality improvement.

The Finance Director informed members that the plan demonstrated a credible two-year plan from 2019-21 and that this would be a period of consolidation in terms of its development. He added that the aim would be to:-

- Remove dependence on the overdraft (continuing the process of replenishing reserves)
- Meet FE Commissioner benchmarks
- Maintain high quality provision
- Embed new practices around strategic and financial planning
- Establish a high performing and efficient organisation

Members considered the FE Commissioner benchmark data and asked what the likelihood was of the Adjusted Current Ratio and Staff cost benchmarks achieving 'green' and the Finance Director advised that final curriculum planning had taken place and this would be reflected in the changes to staffing numbers and therefore optimistic that this would be in range. He added that by year-end the adjusted current ratio would improve also and therefore bring all the benchmarks into line with desired expectations by 31<sup>st</sup> July 2020. Q

Members reflected on the plan and confirmed their approval in principle subject to the KPIs and results for 2019 being incorporated.

It was **RESOLVED** that members approved the Integrated Plan subject to the KPIs and results for 2019 being incorporated.

#### 71/18 **ESFA 2 Year Plan (Item 11)**

A copy of the ESFA Financial Plan for 2019 – 21 had previously been circulated to members for consideration. The Finance Director advised that the plan would be submitted to the ESFA by 31<sup>st</sup> July 2019.

Members considered the document and noted it aligns with the budget report presented within the Integrated Plan.

It was **RESOLVED** that member approved the ESFA 2 Year Plan.

#### 72/18 **Construction Skills Bid (Item 12)**

Cath Inchbold, Project Manager for the construction skills centre was introduced to members. CI drew members attention to a report that had previously been circulated to members and provided an overview of the College's Construction Skills Centre capital project which has received conditional grant approval from the Greater Manchester Combined Authority's Local Growth Fund for the sum of £6,946,600. It was reported that the College's contribution was £2,030,400.

CI guided members through the report and explained in detail the key risks.

CI advised that the key risks were:-

- Payment regime/final claim delayed and money not spent by March 2021
  - members discussed the impact on the cashflow and noted the monitoring arrangements to manage the financial position; C
  - Discussed the fixed price tender arrangement noting that this would transfer risk on overspend to the contractor C
  - Members were assured that due diligence of the site would take place prior to works commencing to eliminate unknown issues arising that could potentially increase the cost of the works
  - Members were assured that any delay in the contract would be at nil cost to the college. The Project Manager reported that the college and contractor would work collaboratively to ensure issues were effectively managed C
  - The Project Manager explained the monitoring and management arrangements relating to in kind funding to ensure timely financial management
  - It was reported that the contingency sum on the contract is £400k
  - It was agreed that a letter should be requested from CA that states there is no penalty if the contract end date of March 2021 is overrun.

Further risks reported included;

- Insufficient time to develop design
- Key decisions not taken in timely manner
- Failure of due diligence report on project
- Governors and/or bank refuse to enter into mortgage – reported that the GMCA have requested a legal charge on the land and this may trigger Santander asking for a further charge. Finance Director to report.
- Oasis do not move out of UTC by July 2020 – agreed that the Project Manager and Principal meet with the local authority to reiterate the consequences should Oasis not vacate the UTC on time
- Decants not possible at assumed times
- Demolition of Bronte and Bevan delayed
- Live campus during construction and demolitions
- Project impacts student numbers/financial health status

The Finance Director advised that in order to progress matters, the Resources Committee at its meeting on 4th June 2019 had agreed that SLT appoint on an interim Project Manager (Cath Inchbold) and Architect (Imran Kassim) on an ‘at risk’ basis prior to the current Full Corporation meeting. He added that both individuals have worked closely and productively with the College over several years and have the knowledge and experience to successfully deliver the project.

It was reported that the College is also required by the CA to appoint a Monitoring Surveyor and Financial due diligence consultant. The CA have provided a list of approved Monitoring Surveyors from whom the College can appoint and the College proposes to invite all four on the list to bid for the role. It was proposed that Grant Thornton be appointed financial due diligence consultant.

It was also proposed that the College appoint Tozer Gallagher (Bill Ibram) as Employer’s Agent/quantity surveyor, subject to discussions to arrive at a satisfactory fee and work programme noting that they have worked with the architect to date on the cost plan and have developed a clear understanding of the project and the College’s requirements.

CI advised that the building contractor would appoint its own professional team to whom the College’s architect would be novated whilst the College’s Project Manager and Agent/QS would remain under the direction of the College. The College would need to keep under review the level of technical support it requires, particularly in the construction phase

It was reported that the Resources Committee at its 4<sup>th</sup> June 2019 meeting had approved a Capital Task Group to oversee the governance arrangements for the project. The Chair of the Corporation Jonathan Edwards and Governor, Sue Kershaw had been appointed to the Group.

CI explained to members the procurement process advising the senior management team, in consultation with the interim Project Manager, had considered several frameworks and recommend use of the Scape National Construction Major Works (England and NI) Framework led by Willmott Dixon to the Corporation. CI detailed the advantages of the framework and these were acknowledged by members.

Q

CI informed members of the project timetable noting the key milestones and indicative dates. Members considered the timeline and particularly noted the importance of milestones being achieved.

C

The Chair thanked CI for her detailed report and members **RESOLVED:-**

- (i) Agreed the College’s financial contribution to the project as detailed in section 1 of the report
- (ii) Agreed to comply with the CA grant conditions as detailed in section 2 of the report

- (iii) Endorsed the actions taken by the Resources Committee on the 4<sup>th</sup> June 2019 and confirmed the interim and permanent appointments as detailed in section 3 of the report
- (iv) Agreed the project governance arrangements and delegation to a sub-committee as detailed in section 4 of this report
- (v) Agreed to use the Scape National Construction Framework to procure the building contractor and to commission ground conditions surveys immediately
- (vi) Agreed the use of a NEC Option A fixed price Design & Build form of contract with any amendments required by the funder
- (vii) Noted the indicative key project milestones and that a revised project timetable was under development
- (viii) Noted the key risks to the project and agreed the proposed mitigation measures.

### **73/18 Finance and Resources Summary Report (Item 13)**

A copy of the Finance and Resources Summary Report had previously been circulated to members for consideration. The Finance Director advised that the Resources Committee had received detailed papers and discussed all at length at their meeting on the 4<sup>th</sup> June 2019.

The Finance Director summarised key points from the report:-

#### **(i) Financial Results to 30<sup>th</sup> April 2019**

A copy of the management accounts to 30<sup>th</sup> April 2019 had been circulated to members for consideration. It was reported that the College was on target to achieve its EBITDA and the effect of this ensures that the College's financial health status remained as minimum, satisfactory. However it was anticipated that this would rise to good as at 31<sup>st</sup> July 2019.

#### **(ii) Cashflow and Treasury Position**

A report detailing the cash and treasury position, including the position with loan covenants of the College had been prepared by the Finance Director and previously circulated to members for consideration and information.

Members were advised that the report provided details as at May 2019 for each loan and overdraft / cash balance. The Finance Director reported that cash flow had been impacted by an acceleration of capital and estates spending before Christmas, and as previously reported by the whole amount of £550,000 income related to the Maths Premium funding being scheduled to be received in March, actually being only £259,000 and received in April. It was reported that the year- end position will partially correct itself.

Members received the report and approved its content.

#### **(iii) Policies**

The following policies had been considered in detail by the Finance Committee and presented to the Corporation for approval:-

- Fees Policy
- Refund and Compensation Policy
- UCO Student Protection Policy
- HE Course Closure Procedure

Members approved the policies as presented.

#### **(iv) Procurement Strategy 2019/20 – Annual Review**

The Procurement Strategy had been considered in detail by the Finance Committee and presented to the Corporation for approval.

Members approved the Procurement Strategy as presented.

#### **(iv) Risk Management Register**

A copy of the Risk Management Register had been updated and reviewed at the Resources Committee and took into account the changing circumstances since the last meeting. Members noted the report.

**(v) Scheme of Delegation – Annual Review**

The Scheme of Delegation had been considered in detail by the Finance Committee and presented to the Corporation for approval.

Members approved the Scheme of Delegation as presented.

It was **RESOLVED** that:-

- (i) The management accounts to 30<sup>th</sup> April 2019 were approved by members,
- (ii) The Fees Policy, Refund and Compensation Policy, UCO Student Protection Policy and HE Course Closure Procedure were approved
- (iii) The Procurement Strategy was approved by members
- (iv) The Scheme of Delegation was approved by members

**74/18 GM Bus Pass Support (Item 13.1)**

The Principal provided an update on the bus pass proposal for Greater Manchester that had been reported at the March meeting. He advised that the ESFA have not yet issued their formal response about the use of College funds for this scheme, however they are broadly supportive of the scheme but colleges await their confirmation.

The Principal advised that in the meantime the College has reviewed what it considers to be a fair and affordable amount to contribute to the scheme which at a maximum £202k is slightly less than previously reported.

Governors considered the report and it was **RESOLVED** that:-

- (i) Members approve support for the scheme at the lower amount in principle. This is subject to the audit and accounting procedures being followed, as laid out in the report, and a college contribution of £202,000 maximum,
- (ii) that final sign off is delegated to the Principal and Chair, subject to final confirmation of the ESFA view on audit before the scheme commences in September 2019,
- (iii) the College monitor the use of any funds and the impact, pressures on other Bursary commitments, and consider this, should the contribution be required again next year.

**75/18 Curriculum and Quality Summary Report (Item 14)**

The Deputy Principal introduced the C&Q Summary Report that had previously been circulated to members for information. The Deputy Principal reported that the C&Q Committee had considered each of the reports in detail at the 11<sup>th</sup> June 2019 meeting. The following key points were reported:-

- **Safeguarding and Prevent Termly Report** – An update on key matters arising since the previous meeting was reported including; 415 referrals have been received to date this year compared to 380 in 2017/18; new safeguarding arrangements will be put in place from September 2019 emanating from the requirement of the Children and Social Work Act 2017, which requires the three lead statutory agencies (local authority, police and local clinical commissioning group) to put in place revised safeguarding multi agency arrangements; the College Safeguarding Policy was reviewed and only one minor change recorded. This will be presented to the October Corporation for sign off.
- **English and Maths Policy** – The English and Maths Strategy was reviewed by the committee and it was agreed that in 2019/20 we continue with our strategy that students with GCSE Grade 3/C study GCSE in line with the condition of funding and students with a Grade 2/E or below study functional skills ranging from Entry 1 to Level 2
- **Curriculum Plan 2018/19 – Quality Update (Further Education and Apprenticeship)** – Members received an update on quality improvement activity, the impact in year and the first report on Qualification Achievement predictions for 2018/19.

- **The Self-Assessment Report (SAR) and Quality Improvement Plan (QIP)** - Members noted the impact data detailed in the Quality KPIs, Faculty Scorecard and Quality Review (QR5) Report.
- Members received the **Quality Key Performance Indicators (KPIs)** which demonstrated good progress in most areas.
- Members noted the **Faculty Scorecard** which provided a summary comparison of quality indicators across faculties, and demonstrated in year progress. It was reported that the majority of faculties are now judged to be good however there is a need for continued focus in 2019/20 on ensuring we attract and convert more local young people, including those with good prior attainment, attendance, particularly in English and maths, milestone progress, behaviour, retention during the first six weeks and Level 3 achievement.
- The **Quality Review 5 (QR5)** report was presented and provided data on the quality indicators in more detail by team and programme area. Of note, 16-18 – retention is 2% below target at 93% and is in line with the same point last year. Attendance is 1% up on the same point last year, but still needs careful monitoring. 82% of learners are meeting their milestones compared to 76% at this point last year (all students who are currently below expectations have a clear action plan). Learner satisfaction (College SPOC) is 84% which is a 2% decline on last year which needs to be investigated further.
- The **Headline Achievement Report** included the latest predicted success data for 2018/19 with a comparison to the predictions made at the same point last year, and the final 2018/19 achievement data.
- **CEAIG** - Governors were provided with an update on our progress with implementation of our CEIAG Strategy, including progress against each of the eight Gatsby Benchmarks

#### **Higher Education and Higher Skills**

##### **. Higher Education and Higher Skills**

- **Access and Participation Plan (APP)** - Governors were updated on the new process and arrangements for submitting the APP to the Office for Students (OfS) and were provided with the final submission. Governors approved the report as presented.
- **HE and Higher Skills Curriculum Plan Update** – provided and update on proposed curriculum developments that have been considered through the business planning process – the key areas of development are – Foundation Degrees and Top-Up Degrees; Honours Degrees and Pathways; Degree and Higher Apprenticeships; Higher Level professional courses.
- **UCO Applications and Progression Analysis** – the update provided more analysis of student numbers progressing from the college and confirmed the need for further work on the progression pathways and future escalator curriculum offer. **(Appendix 8)**
- **TEF Submission** – The Deputy Principal was pleased to report that UCO have been awarded Silver

The Chair thanked the Deputy Principal for her detailed report.

It was **RESOLVED** that:-

- (i) members received the C&Q Summary report as presented,
- (ii) approved the Access and Participation Plan

#### **76/18 Audit Summary Report (Item 15)**

A copy of the Audit Summary Report had been prepared by the Finance Director and previously circulated to members for consideration and information. The Finance Director reported that each of the reports identified had been scrutinised at the Audit Committee held at the 18<sup>th</sup> June 2019 meeting. These included:-

- **Presentation on the Capital programme** – It was reported that the Audit Committee had received and considered the associated risks of the capital programme

- **Internal Audit Assignment Reports** that covered Student Destinations and Experience, Benchmarking – Support Cost Review, Fundamental Financial Controls and ESFA Mock Funding Audit were received by the committee
- **Internal Audit Plan 2019/20** - The Internal Audit Plan was reviewed by the committee. The committee recommend the audit plan to the Corporation for approval with no changes
- **Grant Thornton Independent Assurance Report** - A report detailing the outcome of the independent assurance report of the College's Audit Grant Return for 2017/18 was considered by the committee.
- **Risk Management Register** was received by the Committee and recommended to the Corporation for approval
- The **Audit Tracking Tool** was received by members and governors noted the progress in progressing actions from the assignment reports
- Post 16 Audit Code of Practice – the revised Post-16 Audit Code of Practice was presented to members and the changes were highlighted.
- Financial Regulations - Governors considered the Financial Regulations and recommend approval to the Corporation.
- Report on tender process for External Audit Service - The Finance Director informed the Corporation of the tender process that had taken place for the external audit service. He reported that eight audit companies had been asked to tender with only two submitting tenders for the service. Following interviews of the two prospective audit companies the Finance Director reported that Mazars were the preferred company and recommended the appointment of Mazars to the Corporation. Members approved the appointment of Mazars from 1<sup>st</sup> August 2019.

It was **RESOLVED** that members noted the report as presented and:-

- i) Received and approved the Internal Audit Plan 2019/20
- ii) Approved the appointment of external auditors Mazars as the preferred External Audit provider to the Corporation commencing 1<sup>st</sup> August 2019.

#### **77/18 Governance and Search Report (Item 16)**

The Clerk to the Corporation reported that on the 11 June 2019 the Governance and Search Committee had considered applications from four prospective governors. Each of the candidates had provided a detailed CV and an initial meeting had taken place with the Clerk when each of the candidates had discussed the issues relating to governor membership and in particular the responsibilities and commitment required of a governor at the College. The G&S Committee had considered the skills and experience of the prospective governors and compared these to the Skills Audit of the existing governing body members and the judgement had been to propose to the Full Corporation the appointment of two of the candidates. The first, Andrew Sutherland, to the role of governor and secondly, Elaine Buckley, to the role of External Member.

Members discussed the attributes of the candidates and **RESOLVED** that:-

- (i) Andrew Sutherland be appointed as Governor for a four year term from July 2019 to July 2023 and,
- (ii) Elaine Buckley be appointed as External Member for a one year term from July 2019 to July 2020.

#### **78/18 Use of College Seal (Item 17)**

The Clerk reported that the College Seal had been used once since the previous meeting and details of its use were provided to members.

It was **RESOLVED** that the report be noted.

#### **79/18 Minutes and Reports from meetings:-**

##### **79/18.1 Curriculum and Quality Committee 11 June 2019 (Item 18.1)**

The Chair reported that the minutes of the meeting of the C&Q Committee held on 11 June 2019 had had been circulated to members for formal receipt and there was no further discussion required on any of the items.

It was **RESOLVED** that the minutes of the meeting be received as a true record of the meeting.

**79/18.2 Resources Committee 4 June 2019 (Item 18.2)**

It was reported that the minutes of the Resources Committee held on 4 June 2019 had been circulated to members for formal receipt and there was no further discussion required on any of the items.

It was **RESOLVED** that the minutes of the meeting be received as a true record of the meeting

**79/18.3 Prevent and British Values Sub Group held 18 June 2019 (Item 18.3)**

Minutes to be presented to the next meeting.

**79/18.4 Governance and Search Committee held 11 June 2019 (Item 18.4)**

It was reported that the minutes of the G&S Committee held on 11 June 2019 had been circulated to members for formal receipt and there was no further discussion required on any of the items.

It was **RESOLVED** that the minutes of the meeting be received as a true record of the meeting.

**79/18.5 Audit Committee 18 June 2019 (Item 18.5)**

It was reported that the minutes of the Audit Committee held on 18 June 2019 had been circulated to members for formal receipt and there was no further discussion required on any of the items.

It was **RESOLVED** that the minutes of the meeting be received as a true record of the meeting.

**80/18 Workplan Deviation Report (Item 19)**

The Workplan for 2018/19 including changes to the reporting sequence for the current meeting was presented to members for consideration.

Members noted the report.

It was **RESOLVED** that noted the Workplan as presented.

**81/18 Dates of Future Meeting**

To be confirmed

6.55pm - Staff and Student Members and Officers retired from the meeting to allow a confidential item to be considered.

**60/18 Confidential Item**

**Remuneration Committee – 4 April 2019**

Members considered the minutes of the Remuneration Committee held on the 4 April 2019. The Chair summarised the key discussion points and recommendations that had taken place at the meeting.

Members upheld the decision of the Remuneration Committee.

It was **RESOLVED** that:-

- (i) Members upheld the decision of the Remuneration Committee.
- (ii) Members received the minutes as a true record of the meeting.

**Meeting finished at 7.10pm**

Minutes Approved.....Date.....  
Chair

**Full Corporation 2 July 2019  
Rolling Action List**

<b>Meeting Date and Item No.</b>	<b>Rolling Action List</b> (Outstanding actions from previous meeting(s) to be carried forward, listed below, and not removed until completed/closed.)	<b>Actionee</b>	<b>Reported as Completed at meeting of:</b>
02 07 19 Min 70/18	<b>Integrated Plan 2019/20</b> The Integrated Plan was approved subject to the KPIs and results for 2019 being incorporated.	DW/AT	
02 07 19 Min 75/18	<b>C&amp;Q Summary Report</b> Safeguarding Policy to be presented to the October 2019 meeting for approval	DW	