



Minutes of the Meeting of the Corporation, held on Friday 3 April 2020, 2.30pm via Microsoft Teams

- Present:** Mark Farrar (Chair)
 Mark Bass (Vice Chair)
 Yvonne Kelly (Principal/CEO)
 Andrew Brown
 Evelyn Carpenter
 Lisa Dee
 Carole Ditty
 Stuart Fraser
 Sarkis Mazmanian
 Bal Panesar
 Forhad Altafi (Staff Governor)
 Doug Trengove (Staff Governor)
- In attendance:** Wijay Pitumpe (Chief Finance & Enterprise Officer)
 Victoria Eastwood (Clerk to the Corporation)

	Welcome and apologies for absence ogies for absence received from Stephen Mizen. Principal/CEO provided an update on the current coronavirus impact on staff and students.				
	2. Declarations of Interest Governors were reminded of their responsibility to declare an interest in relation to specific items on the Agenda if appropriate. The Principal/CEO and CFEO declared an interest in Agenda Item 13.				
3.	Minutes of the Previous Meeting – Monday 9 December 2019 including Confidential Minute and Minutes from the Special Meeting of the Corporation – 26 February 2020 The Minutes of the Previous Meeting – Monday 9 December 2019 including Confidential Minutes and Notes from the Special Meeting of the Corporation, held on 26 February 2020 were agreed as a true and accurate record.				
4.	Matters arising An update on outstanding actions from the December Corporation Meeting and Special Meeting of the Corporation (February 2020) was provided:				
	Agenda Item	Action	Responsibility	Timescale	Update
	C/f	The implementation of a document management system be considered.	CFEO/Clerk	ASAP	Ongoing as part of GDPR
	C/f	Online training to be completed by all Governors.	All	ASAP	Ongoing - under review
	5.	PR cases concerning Bloomsbury to be emailed to the Board for information.	Principal/CEO	ASAP	Complete

6.	IVPCQ to provide slides from the inspection presentation provided at the AoC Teaching & Learning Conference.	IVPCQ	ASAP	Complete	
10.	The slides from the Principal/CEO presentation to be circulated to the Corporation.	Clerk	ASAP	Complete	
10.	A deep dive of the ELIOT be undertaken by the Chair, the Vice-Chair, Stuart Fraser and Bal Panesar via a meeting or telephone conference. Any other Governors to advise the Clerk if they wished to attend.	Clerk/All	ASAP	Complete	
14.	Skills for Londoners Capital Bid to be reviewed in March and included on Policy & Resources Agenda for March 2020.	CFEO/Clerk	March 2020	Complete	
15.	The Vice-Chair and Stuart Fraser to meet with the CFEO to look at the detail of the Infrastructure Strategy.	CFEO	ASAP	Infrastructure Strategy Group in place	
15.	The Infrastructure Strategy to be discussed at the next Board Meeting.	Clerk	March 2020	Deferred – July Corporation Meeting when the Infrastructure Strategy Group will have met	
17.	IFMC submission to be completed by the end	CFEO/Clerk	January/February 2020	Complete	

	of January and the Board to meet in advance of the submission date.			
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It was confirmed that the actions agreed at the Special Meeting of the Corporation to be included in the following areas of the IFMC submission had been completed: summary forecast; income, expenditure, cash flow, forecast, assets and liabilities and primary financial status.

The Clerk reported that the following items had been approved via email and formal approval had to be minuted. The Corporation had approved by a majority, the following:

- Amendment to Instrument 14: *'Corporation or Committee meetings may be held remotely by conference call or videoconferencing only in circumstances where it is not possible for a quorate amount of governors to be physically present at the meeting. If a governor is unable to attend a meeting in person, they may access the meeting via conference call or videoconferencing and this will count towards the meeting quorum. All Governors should attend meetings in person wherever possible and remote attendance should only be used in exceptional circumstances. All decisions made during a remote Corporation or Committee meeting will be minuted and presented for formal approval at the next Corporation Meeting.'*
- The Re-appointment of Lisa Dee for a further one year term of office.
- The appointment of a 'third in command' if both the Chair and Vice-Chair of the Corporation become incapacitated at the same time. The third in command shall be the Chair of the Policy & Resources Committee, Evelyn Carpenter.

5. Chair's Actions

There had been no Chair's actions undertaken.

6. Update on the current position

The Principal/CEO reported that staff were working remotely and a phenomenal amount of work had taken place to get to this position, particularly by the IT and Digital team on providing the infrastructure.

Work was taking place to provide reports for attendance and progress and remaining KPI's. The issue was to collect that data over Easter. The Department for Education (DfE) had now communicated that GCSE, A-levels and EPQ were no longer being tested and would be graded by tutor recommendations. The Head of CIS and Interim VP – Curriculum & Quality were working on how to implement the grades.

The Corporation were informed that a lot of communication was taking place across the College and teams were meeting with their line managers to work through actions. Teaching staff were using registers as normal and SLT continued to meet weekly to focus on key priorities alongside the business planning process which had also taken place. The new CTIO had joined the team and the new CTO had met with union representatives.

The Chair commended the College on the work that had taken place to achieve the current position.

Evelyn Carpenter, as Link Governor, praised the work the Director of Student Support had undertaken and stated that she was impressed with how the College had responded to the needs of High Needs learners. The Principal/CEO added that support for students and staff was continuing and parents and carers were also being supported. The number of students attending College had declined. The College was reporting almost daily to the ESFA regarding the position as some colleges were struggling financially.

In response to a query from the Chair, the Chief Finance & Enterprise Officer (CFEO) confirmed that the College would be fully closed from Easter but some essential maintenance work would be taking place until Thursday 9 April 2020.

Agreed: That the current position be noted.

7. Financial Sustainability in the months ahead

The CFEO reported that information was being received very fast. Scenarios had been provided based on the College reopening on the 1 May 2020 or the 1 August 2020. The most likely scenario was the long haul but the scenarios provided different income lines and the differing impacts.

The Chair suggested that the College assume the worst and act accordingly. He asked the CFEO to emphasise the assumptions around the 1 August therefore focussing on the most realistic scenario.

The CFEO referred to the forecast assumptions. He advised that full grant 16-18 funding would be allocated according to lagged numbers and there would be no impact for the current year. With regard to AEB funding, the main portion would be received from the Greater London Authority (GLA) and a small element from the DfE. The DfE had confirmed that the College would receive the grant and there would be no reconciliation. The GLA had advised that the College would receive profiled payments as planned, however, if profile payments were not made and funding was based on actual delivery, there was a risk that the College would not receive all its funding due to the risk all planned activity would not be delivered. It was noted that the Association of Colleges (AoC) is discussing with ~~were quietly confident that~~ the GLA regarding this issue.

would follow the DfE guidance.

The CFEO reported on Apprenticeship funding advising that in terms of Non-Levy the College had achieved its allocation but would not achieve the £3m Levy funding in the current circumstances. The DfE was currently modelling around this but the detail was unknown. If the College did not receive profiled Non Levy/Levy payments and was also closed beyond May 2020, it would become increasingly difficult to meet delivery which would subsequently see a reduction in income with forecast income estimated at £2.0m.

The CFEO stated that for high needs elements and school contracts the College would receive term three income and this should be secured. It was possible that ALS could be claimed and work was undergoing to ascertain the value of funding. The College was quietly confident that it would receive income from Schools 2 Work and Engage contracts but was awaiting further information from the Local Authorities.. The Principal/CEO added that there were still enrolments taking place and GCSE enrolment equivalent being delivered.

Evelyn Carpenter stated that schools had been advised to adhere to government regulations until the end of June.

The CFEO informed the Corporation that a lot more work was taking place to analyse the current position - some courses were continuing online but there may be students who did not

want to continue. With regard to other income the assumption was that what had been received so far would be the total received for the year.

The CFEO advised that all permanent staff were working remotely including some agency staff employees. Timetables for students were continuing as normal and this also included agency staff. Managers had been asked to review after the Easter period which staff were to remain engaged to ensure teaching would continue. £800K can be saved had unfolded within vacant posts but some of the posts were covered by temporary or agency staff. It was, however, assumed that those vacancies would not be filled until 31 July 2020 which may mitigate some of these losses. This had been included in the business planning process.

The CFEO referred to non-pay reporting advising that the AoC was working with awarding bodies and it was hoped that the College may receive some money back from exam fees. The payments to franchise partners would be dependent on the ESFA/GLA income received. Full payment was assumed at this stage until delivery levels by the College's partners were ascertained. Premises expenditure consisted of contracts, security and cleaning and the College currently needed 24/hr security for Rush Green and the TSA. Reduced services were now being explored and negotiations were taking place with the Security company, CIS. The College had already managed to negotiate with the cleaning contract company to furlough some of the staff.

The Chair asked where the anticipated low points were and what borrowing had been required to manage these. He cautioned not to underestimate the current situation and questioned the response to the auditors if they arrived at the College in September enquiring whether it was a going concern. The Chair referred to apprenticeship data and the need to anticipate that the old world had gone from September and the new world was unknown.

Stuart Fraser thanked the CFEO for the update, noting it was remarkable what the College had currently achieved. He questioned why all paid staff were not furloughed and remained working. The Principal/CEO responded that the College could not furlough staff who are funded through publicwere funding.ed.

Evelyn Carpenter referred to the significant loss implications for the subsidiary companies – c£611k – including good will value for Hairazors and questioned whether all the figures added into Appendix 1 had been included in the cash flow graphs. The CFEO replied that this had not been included as there was a need to undertake more detailed work for the subsidiaries. He proposed that this report be updated at a weekly/two weekly frequency and issued to Governors to ensure they were kept up to date. £641K needed to be added to the worst case scenario for the group which was £3.2m.

The Chair stated that updates were required and the Corporation should hold to the next meeting to receive the report. The primary issue was cash flow and survival.

The CFEO reported on the cash position advising that of the £3million facility, £1m had been used in February 2020 and £1m in March 2020 which the College had expected to pay back in April 2020. High needs payments had been slow to be received from local authorities and the College was chasing these for payment – the cash had therefore been utilised to mitigate this. As in the April profile payment would increase and it was expected the college this would pay back the £2m to Barclays, however under the current circumstances, college need to review this issue.

College must ensure only the essential expenditure will be spent, the cash balances are preserved.

~~By the end of April the College would have a good some of money but this needed to be held onto.~~

The Chair stated that the College needed to check controls, stop capital spend and protect the basics. The CFEO replied that everything would need to be frozen with regard to capital projects which need match funding from the college cash reserves. This was agreed. The College had won the bid from the GLA re SEND facilities but needed to review whether to carry on with the application and/or ask the GLA to fully fund the project.

The CFEO advised that the £1.3m cash reserve did not include paying back the £2m revolving credit. A lot of colleges were running out of cash but the College was not in that position and was fortunate to have the revolving credit facility which would run for three years. The CFEO added that there had been no official communication regarding banking covenants, but it was anticipated that Barclays would not invoke any covenant breaches. The Chair stated that banking relationships would be challenging.

The CFEO advised that he was working with the new CTO regarding furlough. This could be applied to staff working within the subsidiaries and needed to be considered for those staff who could not work remotely. It was noted that the AoC were going to issue a model letter in terms of staff consultations.

The CFEO asked the Corporation if they were aware of any charities the College could apply to for funding for equipment for 'looked after learners as some of the learners do not have IT devices. It was noted that this would be considered and Evelyn Carpenter stated there may be a link in with networks at LBBD for any funding for Barking and Dagenham residents.

The CFEO referred to the 'points to ponder' in the report and advised that he was speaking with the Auditors to address any issues that may arise.

The Chair congratulated the CFEO on the current position and suggested an update be provided during the second week of the Easter break. It was agreed that Friday 17th April would be preferable or Monday 20th April at the latest. The CFEO stated that given the current situation there was little point issuing the February management accounts. The Chair agreed adding that the focus needed to be on cash flow.

In response to a query from Bal Panesar, the CFEO confirmed that the AoC were challenging the exam bodies and the College was hopeful to receive some discount.

The CFEO advised that to furlough staff was ultimately a Board decision. A proposal was currently being devised with the CTO to ensure the College adhered to all employment laws which would require Board approval. The Clerk advised that the Corporation could approve the proposal by email if a remote meeting was not possible. The Chair suggested that a select group of the Chair, Vice-Chair and Committee Chairs could be convened to work on fast track approval.

Bal Panesar questioned if the Barclays facility was blocked was the College in a position to utilise the Governments business loans facility. The CFEO replied that this would not be possible as a College but could be an option for the subsidiaries.

In response to a query from Bal Panesar regarding the IoT, the CFEO stated that annual capital budget should be frozen alongside any match funded projects. IoT capital was not match funded. [-The IOT capital funding bodies DFE & GLA both agreed to payment by profile and evidence of equipment orders. The College did not submit an invoice for payment as this was made upfront and therefore a timing advantage.](#)

Agreed: That the current position be noted.

Action: Updated report on financial sustainability to be provided on the 17th April or by the 20th April 2020 at the latest.

The Principal/CEO left the meeting to present an all staff briefing.

8. Tuition Fees Policy 2020/21

The Chair proposed that the Tuition Fees Policy 2020/21 be approved but it needed to be recognised that given the current position, there may be changes and the Corporation may need to come back and revisit the Policy as appropriate. This was unanimously agreed.

Approved: The Tuition Fees Policy 2020/21 was approved subject to the policy being re-presented to the Corporation when any changes are required.

9. Organisational Review Broadway - Update

The Vice-Chair (as Chair of the Broadway Subsidiary Board) provided a brief update on the current position. He advised the Corporation that at the last meeting of the Broadway Board the position had been quite good looking forward but the current restrictions had changed this.

An organisational review of Broadway was underway as the lease expired in 2023. This was being undertaken by a consultant to consider how Broadway fit into the community. The outcome of the review would have been presented at the Strategic Planning Event but this would now be deferred. It was suggested that a meeting between the Chair of Broadway, CFEO and Clerk take place to discuss future management of Broadway on the assumption that things would not restart until the Autumn. The outcome of the discussion to be fed back at the next Corporation Meeting (Strategic Planning Event slot). This was agreed.

Action: A meeting to be convened with the Chair of Broadway, CFEO and Clerk to discuss the future management of Broadway. Outcome of the discussion to be discussed at the next Corporation Meeting.

10. STAR Subsidiary Report

[Chair questioned under the current climate whether this project need to be reviewed.](#)

The CFEO suggested that given the current climate the report should be put on hold. This would be reviewed by the Executive and updated when appropriate. This was agreed.

The Chair stated that the College would need to clamp expenses and recruitment.

Evelyn Carpenter asked if the future report could include an explanation as to how this route was different and better than the current arrangements if the position was still relevant. The CFEO advised that he would re-present the original report providing the business case for the subsidiary.

Action: Revised report to be presented when appropriate. Original business case to be included.

11. Performance & Standards Committee Report to the Corporation from the Meeting held on 2 March 2020

The Chair of the Performance & Standards Committee reported that Maths and English remained a concern and a full detailed discussion on this had taken place. Maths and English would also feature on future agendas. It was noted that there was likely to be an increase in the use of Century Tech given the remote learning position.

Stuart Fraser stated that attendance at English and Maths would not be helped by the current situation and the College needed to know whether students were attending remotely. This was agreed.

Doug Trengove reported that it was discussed at the meeting that processes at the beginning of term made all the difference to the implementation of English and Maths going forward and it was hoped that this would not be lost sight of. It was agreed that there was a need to keep the focus.

Action: English and Maths remote attendance and update on current position to be provided at the next Corporation meeting.

12. Policy & Resources Committee Report to the Corporation from the Meeting held on 2 March 2020

The Chair of the Policy & Resources Committee referred to the items covered by the Committee and advised that detailed discussion had taken place. It was, however, acknowledged that the position for the College had now changed.

Agreed: That the position of the College at the time of the Policy & Resources Committee Meeting be noted.

The Clerk proposed that before College staff withdraw from the meeting, the Corporation approved a Special Committee to convene to approve decisions at short notice as discussed earlier in the agenda. It was suggested that the Committee consist of the Chair and Vice-Chair of the Corporation and the Chairs and Vice-Chairs of the relevant sub-committees but that the preference would be for the full Corporation to meet wherever possible. This was unanimously agreed.

Approved: A Special Committee of the Corporation to consist of the Chair and Vice-Chair of the Corporation and the Chairs and Vice-Chairs of the committees was approved. The Principal/CEO to be included where appropriate.

College Staff other than the Clerk to the Corporation withdrew from the meeting.

13. Remuneration Committee and Audit Committee Update

This Agenda Item was Minuted confidentially under Instrument 17 (2) (a) and (d).

Action: Remuneration Committee report and report on proposed Internal Audit arrangements for 2020/21 to be provided once agreed with the relevant committees.

14. AoB

The Corporation were provided with a copy of the FE Commissioner Letter from February 2020.

The Chair thanked all those in attendance for their contributions and the meeting closed at 16.11pm.

Agenda Item	Action	Responsibility	Timescale	Update

C/f	The implementation of a document management system be considered.	CFEO/Clerk	ASAP	Ongoing as part of GDPR
C/f	Online training to be completed by all Governors.	All	ASAP	Ongoing
7.	Updated report on financial sustainability to be provided on the 17 th April or by the 20 th April 2020 at the latest.	CFEO	17/20 April 2020	
9.	A meeting to be convened with the Chair of Broadway, CFEO and Clerk to discuss the future management of Broadway. Outcome of the discussion to be discussed at the next Corporation Meeting.	Clerk	ASAP	
10.	Revised STAR subsidiary report to be presented when appropriate. Original business case to be included.	CFEO	TBC	
11.	English and Maths remote attendance and update on current position to be provided at the next Corporation meeting.	Clerk/Principal/CEO	27 April 2020	
13.	Remuneration Committee report and report on proposed Internal Audit arrangements for 2020/21 to be provided once agreed with the relevant committees.	Clerk	ASAP	

Signed.....

Date.....

Mark Farrar (Chair)