



**MINUTES OF THE CORPORATION MEETING HELD ON 13 DECEMBER 2021  
AT 5.00 PM REMOTELY VIA MICROSOFT TEAMS**

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**MINUTES OF THE CORPORATION MEETING HELD ON MONDAY 13 DECEMBER 2021 AT 5.00 PM REMOTELY VIA MICROSOFT TEAMS**

Present: Phil Dover (Chair), Alan Brady, Sue Bradley, Hazel Clint, Andrew Cochrane, Stuart Ellis, Martyn Marples Kevin Slack, Mandie Stravino

In attendance: Robert Bamford, Richard Eaton, Kate Martin, Heather Simcox  
Rose Matthews (Clerk)

**PART ONE - GENERAL MINUTES**

	Action	Date
<b>19/21-22 WELCOME AND APOLOGIES FOR ABSENCE</b>		
Apologies for absence were received from Jane McNeil and Mike Kapur.		
<b>20/21-22 DECLARATIONS OF INTEREST, CONFIRMATION OF ELIGIBILITY AND QUORUM</b>		
All members were eligible, the meeting was quorate and there were no new declarations of interest.		
<b>21/21-22 MINUTES OF THE PREVIOUS MEETING HELD ON 18 OCTOBER 2021</b>		
<b>APPROVED: The minutes of the meeting held on 18 October 2021 were formally approved and signed as a true and accurate record.</b>		
<b>22/21-22 MATTERS ARISING</b>		
10/21-22 The CFO confirmed he would provide an update on sub-contracting for the next meeting, which included educational rationale for long standing partners.	CFO	28/03
17/21-22 The Clerk had reviewed Codes of Governance and reported back to the Search and Governance Committee. The recommendation was to continue to adopt the AoC Code of Good Governance for English Colleges.		
<b>23/21-22 HEALTH AND SAFETY STRATEGY AND ANNUAL REPORT</b>		
The Director of Health and Safety provided an overview of the Health and Safety Strategy and the framework for health and safety arrangements. It also included a work plan which the Health and Safety Committee would be working to.		
In addition, the Annual Report was discussed, and the work achieved in the last year summarised. Of particular note was the way in which Covid-19 had been handled, with a clear commitment to managing health and safety.		
Covid-19 remained high on the agenda and a plan was in place to ensure all training needs were being met. Risk registers had been reviewed and		

the inspection and audit programme adapted with a health and safety management checklist introduced.

A separate report was available which drilled down to accident rates – it was clarified the Group were below the industry average.

The Chair questioned if there was anything to raise with regards to the new variant. It was confirmed there was not.

Alan Brady asked if there was enough LFT kits in stock – noting the news that many organisations had run out. The Director advised the Group still had sufficient stock and were also receiving face mask deliveries.

## 24/21-22 **REPORT FROM THE STANDARDS COMMITTEE HELD ON 9 DECEMBER 2021**

The Chair of the Standards Committee delivered a verbal report following the meeting held on 9 December 2021.

**APPROVED:** The Corporation approved the EDI Annual Statement which had been reviewed and recommended by the Committee.

The Curriculum and Quality Risk Register was shared and discussed – particularly around the risks with staffing levels in the Nursery.

The Student Union President delivered a presentation on the work of the DCSU over the past year which focussed on increasing student engagement.

Performance Reports on Curriculum and Apprenticeships were also shared.

The Director of T&L had provided a comprehensive presentation on the quality improvement process, culminating the Self-Evaluation Report.

The Committee Chair summarised that Members of the Standards Committee and link governors had taken part in the SAR validation process, with a governor attending each panel. Members posed questions to the team with a final judgements meeting taking place at the end of November.

The key judgements were presented with all grades, including overall effectiveness at grade 2, with the exception of high needs provision which was graded outstanding.

Key strengths, along with new developments were covered, such as the comprehensive tutorial framework and focus around the Quality Improvement Plan.

The Nursery Manager had presented the Little Explorers SEF and a summary of the Safeguarding Annual Report, Behaviour for Learning and was shared.

Andrew Cochrane questioned asked if any areas for improvement particularly stood out. The Committee Chair explained the improvement focus related to attendance.

The Deputy CEO advised there was a small team of improvement practitioners who provide focus where more rapid improvement was

required. There were a range of interventions in place, depending on the needs of the area.

**Members accepted the key judgements in relation to the SAR.**

**APPROVED; The terms of reference had been reviewed and were approved by the Corporation.**

**25/21-22 REPORT FROM THE HIGHER EDUCATION ACADEMIC BOARD HELD ON 17 NOVEMBER 2021**

The Chair of the Higher Education Academic Board summarised the key points from the meeting.

The Higher Education Self Evaluation Document (SED) had been presented. Achievement had been good overall and attendance strong. Student voice internal surveys had been positive and this academic year aligned with the external one.

Key strengths and areas for development were shared and discussed, which related to continuation and focus on the access and participation plan around the diversity of students.

**Members accepted the judgements in the Self Evaluation Document.**

Work continued on inclusive teaching and scholarly activities.

A review of the HE Academic Risk Register had taken place with a new post appointed in relation to policy and compliance.

**APPROVED; The terms of reference had been reviewed and were approved by the Corporation.**

**26/21-22 FEEDBACK FROM GOVERNOR VISITS**

Broomfield (18 November 2021)

Alan Brady had visited Broomfield on 18 November and had toured Little Explorers and seen the children out in the rain and the mud. He went on meet with Jon Collins and visit the Equine Centre via a tractor/trailer, where he saw students completing practical assessments of horse welfare. Alan had been interested to see the range of animals. The tour ended with a tour of the grounds and gardens, meeting and talking with the horticultural students and staff.

Broomfield (4 October 2021) and Little Explorers Nursery (12 November 2021)

Sue had visited Animal Care. She as pleased to note outcomes were good and the space was being used creatively, however, noted the Animal Care Unit was one of the buildings that had not benefited from any regeneration. She had also attended the team's T Level training earlier in the day.

Stuart Ellis (28 November 2021)

Stuart and his son attended the Broomfield Open Day in November. By the time they arrived it was snowing, but staff had worked hard to clear the path. He noted the facilities were set up to put students in a working environment to replicate the world of work. The Open day was busy and very popular.

Discussion related to some of the tired buildings at Broomfield, which had been subject to funding bids, but were not considered as meeting local priorities. It was noted Broomfield had benefited from funding in other areas such as the boilers and the new T Level room and future options available were raised.

Jane McNeil had also attended Broomfield on 18 November and met with HE students and staff.

## **27/21-22 REPORT FROM AUDIT COMMITTEE HELD ON 23 NOVEMBER 2021**

The Chair of Audit Committee presented the report from the meeting held on 23 November 2021.

The Internal Auditors Annual Report provided reasonable assurance with no significant governance issues identified. The Risk Management Framework continued to operate adequately and effectively.

The Executive Director of HR had provided assurance on two outstanding actions in relation to the HR system.

The SECR report was presented and discussions around the Salix capital work shared.

**APPROVED: Corporation Members approved the SECR report for publication.**

The Committee reviewed the strategic risk register which had been revised by management in light of wider sector change and policy drivers. Committee members also had oversight of the HE Risk Register.

The Committee reviewed the Data Protection Report.

The Audit Committee's Annual Report was presented to Corporation Members, which summarised its business, a range of assurances over the period.

The External Auditors presented their External Audit Completions Report, which contained a draft of the Management Letter in a special session open to all members.

At the point of the meeting there AEB clawback had yet to be concluded and there were minor adjustments required on verification of income and LGPS. The clawback had been budgeted and the auditors were happy to sign off based on the information provided.

The key outstanding issues at the point of the meeting were around going concern. A cashflow forecast had been done and auditors were satisfied it was robust enough.

Overall, the consolidated gross income was at £51m. Overheads had increased giving a deficit of £2.7m. There had also been a change in the pension adjustment. Lennartz was also covered.

Members questioned the funding audit, which it was noted was now the College's responsibility. It was confirmed this went smoothly.

MBS, the subsidiary stayed in scope and was dormant. DCG Service was the wholly owned subsidiary, both accounts were presented for review with no concerns.

**APPROVED: The Corporation approved the Financial Statements for DCG and the subsidiaries, DCG Services Ltd and MBS.**

**28/21-22 REPORT FROM FINANCE AND RESOURCES COMMITTEE HELD ON 23 NOVEMBER 2021**

The Chair of the Finance and Resources Committee summarised the meeting held on 23 November 2022.

The Committee had reviewed the financial elements of the Financial Statements of the Group and Subsidiaries and were happy to recommend to Corporation on that basis.

EBITDA was at 5.4% which included the re-structuring exercise of the summer, the impact of the AEB clawback was considered and an overview of the covenants would be presented at the next FRC meeting.

DCG's submission for the £1.6 T Level Capital Funding Works was discussed which was originally submitted on a 0% match funding basis. The ESFA had approved the bid but on a 25% contribution, which equated to £400K.

The Committee recommended for approval on the basis the Group's financial health was not affected and affordability. Due to the tight timescale this was taken as a Chairs action ahead of the Corporation meeting, but based on the recommendation by FRC.

**APPROVED: Corporation retrospectively approved the recommendation by FRC and ratified the Chairs Action to contribute £400K to the T Level Capital Funding Works to Davlyn Construction.**

The Committee had reviewed the Management Accounts for October 2021. EBITDA was on target providing a good financial health rating. Income and AEB were down. Cash days were positive.

The Committee had reviewed the ESFA Letter and Dashboard, which showed good financial health for 2020-21 and 2021-22 based on the forecasted budget. In terms of College income DCG is heavily reliant on 16-19 funding and growing in adult and apprenticeships.

The HR Strategy had been shared and committee members discussed the challenge in attracting and retaining people due to the erosion of pay with the national living wage and NI contributions. Corporation members discussed this in some detail in terms of the College's strategies. The College faced competition for teaching staff with schools who were able to offer more money.

The new website had been launched and augmented reality had been discussed linking with developments at Broomfield.

**AEB Business Case**

Members were brought up to speed on the latest situation with the AEB business case. At the point of the meeting, a result on the appeal had not been received.

**29/21-22 ESFA STRATEGIC CONVERSATION LETTER**

The letter following the Strategic Conversation meeting on 11 November. The letter reflected the discussion that took place at the meeting in terms of the Group's strengths and concerns.

**30/21-22 REPORT FROM SEARCH AND GOVERNANCE COMMITTEE ON 15 NOVEMBER 2021**

The Chair of Search and Governance provided a verbal overview of business covered at the meeting.

A review of the terms of reference had taken place with no new changes proposed.

**Corporation accepted the reviewed Terms of Reference for Search and Governance Committee.**

Jane McNeils' term of office was considered. Jane's two-year tenure was up in August 2022. The Clerk had contacted Jane, but not received a response.

**APPROVED Subject to Jane's approval the Corporation approved to offer a further two-year appointment to August 2024.**

The Committee had reviewed the 80% attendance target and recommend the Corporation uphold for a further year.

**APPROVED: The Corporation approved the 80% attendance target.**

A comparison of the Codes of Governance had been undertaken and the Committee recommended the Corporation continue to adopt the updated AoC Code of Governance.

**APPROVED: The Corporation approved to continue to adopt the updated AoC Code of Governance.**

The Committee had received a presentation on the new guidance *How well the provider meets local needs*. The Committee were happy with the timeline proposed and recommended to the Corporation the introduction of a Strategy Committee which the Vice Chair would Chair with a view to succession planning for his tenure as Chair.

**APPROVED: The Corporation approved the introduction of a Strategy Committee which would be chaired by Andrew Cochrane.**

**31/21-22 FURTHER EDUCATION COMMISSIONER LETTER**

An introductory letter from Shelagh Legrave, the new FE Commissioner was shared which highlighted the FEC's key priorities.

Members considered the points raised in the letter, all of which had already been raised and discussed in detail by the Corporation previously.

**32/21-22 MODERN SLAVERY STATEMENT**

An annual review of the Modern Slavery Statement had been undertaken.

The changes mainly relate to employee numbers and the Group's turnover. Reference was also made to the Character Education Kitemark and College of Sanctuary status achieved since the last review.

Changes to the Modern Slavery Act (2015) from May 2021 indicate organisations can voluntarily submit key information on their Modern Slavery Statement to the Home Office's Registry. This will become mandatory in the future.

**APPROVED: Members approved the statement which required a signature by the Chair for publication on the College's website and to submit information on the Modern Slavery Registry.**

*Part 1 of the meeting finished at 6.45 pm*

Signed: \_\_\_\_\_ Date: \_\_\_\_\_