

**MINUTES OF THE GOVERNING BODY MEETING
HELD ON 23 MAY 2022 AT 4.30PM
HYBRID MEETING - BRIDGEND BOARDROOM AND VIA GOOGLE MEET**

PRESENT:

Jeff Greenidge - Chair
Emma Adamson
Lisa Dobbs - Staff Governor
Marion Evans - Staff Governor
John Graystone
Hayden Llewellyn
Alwena Morgan
Simon Pirotte - Principal
Satwant Pryce

IN ATTENDANCE

Joe Baldwin - Assistant Principal - Learner Journey
Viv Buckley - Deputy Principal
Nicola Eyre - Clerk
Andrew Gibbs - Vice-Principal
Catrin Sullivan - Head of Curriculum for Care, Childhood and Landbased Studies
Matt Williams - Executive Director for WBL and Engage

The meeting opened at 4.30pm with two presentations from Catrin Sullivan and Matt Williams.

Catrin Sullivan gave an overview of the two curriculum areas that she is responsible for - Care & Childhood Studies and Landbased Studies. Matt Williams presented on the history of Engage training and how it has evolved since its incorporation in July 2015.

It was brought to the Governing Body's attention that Care & Childhood Studies is a Welsh Language Sector Priority Area.

The following questions, comments and feedback on the presentations were given:

- The size of the Care, Childhood and Landbased Studies portfolio is very large and the number of partner organisations that the College works with in these curriculum areas is truly impressive.
- The success stories of the learners in the two curriculum areas are amazing.
- It was questioned how the College sustained the work-based learning courses during the pandemic. Catrin Sullivan explained that it was a real challenge but the staff have been very resilient. Regular meetings were held to ensure that a holistic approach was adopted throughout the time. It was also explained that there was a downturn in the number of learners at the start of the pandemic. An additional challenge that

the College is now facing is that employers are desperate for staff and they are trying to attract learners prior to them completing their courses.

- Another member questioned how quickly the College can hit the target successful completion rate of 90% in Care, Childhood & Landbased Studies as set out in the 2020-25 Strategic Plan. It was explained that this is unlikely to happen by 2025 as it is just too ambitious.
- A member asked how other colleges approached the Welsh Government's directive in 2014/15 to become more commercial. Matt Williams explained that some colleges bought established training companies whilst others developed their own commercial arm from scratch with varying degrees of success.
- The impact of the COVID years on work-based learning was discussed and how the College switched the delivery of the courses to online where possible. For some very practical courses, it wasn't viable to deliver these virtually and these had to be postponed.
- A member enquired how the management recharge is calculated for Engage and the size of the team. Matt Williams explained that it is a small core team led by Helen Davies, Head of Part-time Delivery and overseen by himself which is supported by a bank of 120 Engage trainers who are called on to deliver training when needed. This approach allows Engage to be very flexible and competitive in the marketplace. It was further explained that the management recharge is based on the calculation of what is felt to be a fair reflection of the costs of the services that the College provides to Engage. The purpose of Engage is to help the College's operating profit but it was agreed that it is more than just this, it is about offering the courses and support that the learners and employers need. The importance of allowing Engage to be agile and not over-burdening them with costs was stressed.

The Chair thanked Catrin Sullivan and Matt Williams for their presentations and they left the meeting at 5.15pm.

Prior to starting the formal agenda, the Chair informed the Governing Body that Paul Croke, former Chair of the Governing Body, had won the Institute of Directors (Wales) Award 2021 for the Non-Executive Director of the Year category at the Awards Lunch held the previous Friday (20 May 2022). The Chair commented that this is a real credit to Paul for all of the work that he did for the College and congratulated both Paul and the College for this achievement. This sentiment was endorsed by all members of the Governing Body.

1. CHAIR'S WELCOME AND APOLOGIES FOR ABSENCE

The Chair formally welcomed everyone to the meeting.

The Governing Body were due to ratify the appointment of XXXX [redacted] as a Governing Body member having electronically approved this earlier in May. However, the Clerk had received a message earlier that day from xxxx [redacted] saying that she had reconsidered the appointment and that she had decided to decline the invitation. The Governing Body expressed their disappointment and noted this decision.

Apologies for absence were received from Trish D'Souza, Judith Evans, Esmie Guild (Student Governor), Dawn Lewis-Whelan, Julia Longville, Joshua O'Sullivan-Woodward (Student

Governor) and Joanne Oak. Jon Nottingham (Active Wellbeing Lead) didn't attend the meeting as the student governors were not in attendance.

2. DECLARATIONS OF INTEREST

There were no declarations made.

3. MINUTES OF THE GOVERNING BODY MEETING HELD ON 7 APRIL 2022

The minutes of the Governing Body meeting held on 7 April 2022 were approved as an accurate record of the meeting.

4. MATTERS ARISING

4.1 Action Tracker

There were nine actions on the action tracker - one red, one blue, two amber, four green and one without an agreed timeframe.

The Clerk provided updates for each of the actions and the Governing Body noted that some of the actions will be completed at the Resource Planning Committee meeting being held on 16 June.

5. PRINCIPAL'S UPDATE

The Principal presented his report and drew the members' attention to the 'Future Assessments Mechanisms' item. The Principal informed the members that there are some concerns across the sector on the WJEC's newly introduced Health & Social Care qualifications and the withdrawal of some vocational qualifications as a result of the new T Levels in England.

The problems and challenges with the Health & Social Care qualifications were explained in detail and how there is apprehension about the Construction suite of qualifications which are due to be introduced next. Qualifications Wales and the Welsh Government are now working on these qualifications to address the feedback from the sector. It was further explained that these challenges are compounded by the phasing out of some vocational qualifications as a result of the new T Levels in England. The need for the Welsh Government and Qualifications Wales to consider how to address these quickly was stressed as Wales has devolved powers for education.

The Chair invited questions from the Governing Body:

- A member questioned how the College has managed staff absences during the pandemic. The Principal explained that staff have been amazing and the additional Welsh Government funding has been used on the frontline to support learners and their wellbeing. The pressures on staff, who have been very professional throughout the pandemic, have been immense. Staff have adapted between online and face to face delivery as necessary, however, if learners were on-site, there still needed to be

staff cover in the classroom if a lecturer was teaching online. The Deputy Principal stated that the curriculum leadership team dealt with the challenges a day at a time as every day was different and added that the number of cases presented in the report don't even begin to tell the picture about the number of staff and learners who have needed to self-isolate or take time off to care for their families.

The teaching staff governor explained that the challenges continue to be very real which is putting staff under a lot of pressure. However, teams are working more collaboratively and the support of the additional wellbeing staff and hourly paid lecturers has really helped both with learners' mental health issues and skills. The staff governor added that learner engagement online is not as good as when they are in the classroom and that it can be very hard to keep learners' motivated when teaching virtually.

The Chair, on behalf of the Governing Body, acknowledged the hard work of the staff to ensure learner success.

- Another member commented that the narrowing of choice in Health & Social Care qualifications in Wales to almost no choice is not good for the sector as well as the threat of not having vocational qualifications in some subject areas going forwards. The Principal explained that there have been lots of discussions taking place on this over the past 18 months. ColegauCymru are working with the Welsh Government and Qualifications Wales on solutions but progress is very slow.

The members noted the update.

6. GOVERNANCE MATTERS

Items recommended for approval

- Approval of xxxx [redacted] appointment. This was addressed at the start of the meeting.
- Use of the College Seal - the members ratified the use of the Corporate Seal on the Joint College Agreement for the Additional Learning Needs Transformation Grant on 28 April 2022 having approved this electronically via email.
- The Governing Body approved the following definitions for quoracy:
 - **Governing Body** - the quorum continues to be 40% of its membership but with the new requirement that at least half of those present making up the quorum are externally appointed i.e. not the Principal, staff governors or student governors.
 - **Committees** - the quorum continues to be 40% of its actual (not permitted) membership but with the new requirement that *at least two* externally appointed Governing Body members must be present at the meeting i.e not the Principal, staff governors or student governors.
For the avoidance of doubt, co-opted members' presence is **not** to be included in the quoracy number as they are not included in the permitted membership number for the committees, despite having equal status as the Governing Body members on committees.
- Staff governors' appointments onto committees - the Governing Body approved the appointment of Lisa Dobbs on to the Audit Committee and Marion Evans on to the Resource Planning Committee.

Items for noting

- Procedures for the Governing Body to make quick decisions - the Governing Body noted the three procedures that can be followed when urgent action is required and agreed that the Clerk is to be trusted to determine the best method when necessary.
- Appointment of further Governing Body members - the Clerk requested that if members know of any persons that might be interested in being appointed onto the Governing Body, to let her know. The Search & Governance Committee is especially looking for members with local business/employer representation and accountancy backgrounds.
- Governing Body Away Day - it was noted that an Away Day will be held at the start of the 2022/23 academic year.
- Policies approved at committee level - none.
- Monthly newsletters - the members noted a copy of the monthly electronic Staff "You've Got Mail" newsletters will be sent to their College email addresses.
- Invitations to College End of Year Events:
 - Fashion Show - 24 May (matinee performance at 4.30pm and gala evening performance at 7pm) in the Cult VR Lab, Penarth Road, Cardiff.
 - Art and Design Show - 14 June at 6pm in the Court Colman Manor Hotel, Penyfai.
- Change of date of the HE Graduation Ceremonies - the members noted that the ceremonies are now being held on Saturday 15 October.

7. REPAYMENT OF BARCLAYS LOANS

The Vice-Principal explained that the Governing Body had previously approved the early repayment of the Barclays loans in October 2019 and delegated the appropriate timing of this to him. However, with the pandemic starting in early 2020, the repayment didn't take place and that he is now once again seeking authority to repay the loans early and prior to the end of the academic year.

The Vice-Principal reassured the members that the cash reserves are available to make these repayments and that the savings in interest payments outweigh any penalties/break costs. Also, by repaying the loans in full, this will remove the charge that Barclays has on the College's land and hence, the College will no longer require permission to undertake works on its own land. The College's debt and gearing ratios will also improve.

The report included with the meeting pack clearly set out the costs to repay the loans in full and the wording required by Barclays.

A member questioned why Kevin Punter (Finance Manager) was included in the suggested wording provided by Barclays as only senior postholders are held accountable by the Governing Body. It was explained that Barclays wanted two named individuals and that Kevin's name was included as he will be the person responsible for processing the payment.

Another member queried why the College is looking to repay these loans early when it will be seeking further loan finance to build the town centre campus. The Vice-Principal reassured the member that these loans would have been repaid in full prior to the College needing any loan finance for the town centre campus as their terms will have ended.

The Chair asked how the repayment will impact on the current year's finances and it was explained that the repayment equates to approximately 10 cash days (one cash day = £xx-xxk). It was noted that the year-end projection is a cash balance of over 50 days after the loans have been repaid in full.

The Governing Body **RESOLVED** the following:

- Having considered the Fixed Rate Terminations document that is attached to this paper, and having taken such financial and legal advice as it considers appropriate, the Governing Body approves repaying Loan Number xxxxxx [redacted] (the "Barclays Facility") which shall include terminating the fixed rate arrangements thereon and agreeing any associated break costs with a representative of Barclays.
- The Governing Body considers that prepaying the Barclays Facility, terminating the fixed rate arrangements thereon and paying any associated break costs to Barclays, is in the best interests of Bridgend College.
- The Governing Body understands that the break costs previously advised to Bridgend College by Barclays are indicative only and are subject to fluctuation in line with market movements up until the point at which the fixed rate arrangements are terminated.
- The Governing Body authorises Andrew Gibbs, Vice Principal (Resources) and Kevin Punter, Finance Manager (acting jointly) to agree the final level of break costs with Barclays on a live call and to sign any associated documentation.
- The Governing Body also approves the repayment of Loans xxxxx and xxxxx [redacted] on the understanding that there are no break costs associated with this action.

8. FINANCIAL UPDATE

The Vice-Principal gave a financial update to the Governing Body as the meeting fell between two reporting periods. The Vice-Principal also informed the members that the impact of the additional £million [redacted] of Welsh Government funding is a £xxxk [redacted] positive contribution to the May Forecast which could turn the (£xxxk) [redacted] deficit reported in the February Forecast into a small surplus. The Chair commented that it is clear that the College is managing its financial performance well.

The Vice-Principal then explained that work has started on the 2022/23 budget but there are still lots of uncertainties as some additional Welsh Government funding will be receivable next year but this is unlikely to be at the £million [redacted] level.

It was questioned about having a three-year financial plan in place. The Vice-Principal confirmed that there is a three-year plan but the pandemic has greatly impacted on this. The Principal said that the Welsh Government has been extremely supportive of the sector during the pandemic and applauded them for this. However, the lack of clarity about future years funding from the Welsh Government makes forecasting very erratic. A member added that the College has its own financial and corporate KPIs which will act as triggers if the financial situation starts becoming problematic.

9. CAMPUS DEVELOPMENT UPDATE

The Vice-Principal updated the Governing Body on the progress with the purchase of the South Wales Police (SWP) site which BCBC is leading on and outlined the following issues:

- The College is very reliant on BCBC for the speed in which this project can progress.
- A meeting was held with BCBC one week prior to this meeting to discuss the demolition projects relating to the SWP site and multi storey car park. During this meeting a concern was raised by BCBC that Network Rail won't engage with them until a demolition company has been appointed. This is causing some concern with the College's Design Team and progress will need to be monitored to ensure there is no impact on the project timeline (demolition due to be completed by March 2023). The SWP site is less complicated but again progress will be monitored. In addition to this, BCBC is yet to respond to the Pre Planning PAC submission and this is already two weeks overdue.
- Feedback is awaited on the Heads of Terms.
- The design team has identified that the boundaries for the site need to be clarified.
- The Police Station is on an old quarry which will mean additional costs for the foundations of the new campus.
- Car parking - the number of on-site spaces is limited to 45 and this is going to cause issues. Alternative car parking provision is being considered.
- The new budget for the two buildings is £xxmillion [redacted]. The Governing Body has previously approved a £xxmillion [redacted] budget which increased to £xxmillion [redacted] for the two buildings. The increase to £xxm [redacted] includes £xxmillion [redacted] of net zero carbon costs which will be 100% funded by the Welsh Government. As a result of this increase, the pre-construction phase budget has increased from £xxmillion to £xxmillion [redacted]. Approval for this will be sought at the next meeting as well as the discussion on affordability.

The members noted that a key meeting is being held on 26 May with Satwant Pryce as Chair of the Resource Planning Committee representing the Governing Body at this.

An in-depth discussion on the car parking issue was held as it is believed that this will be the main concern amongst staff and learners when workshops are held to discuss the project. The members agreed that this should form part of the discussion at the Away Day as it is a real issue and could make the campus less attractive (**ACTION - NE**).

The Chair asked the members to approve the revised bid for £xxmillion [redacted] that will be made to the Welsh Government via a Strategic Operating Plan Variation. The members gave their approval.

The members noted the update.

10. CORPORATE KPIS

The Vice-Principal reported that there had been no changes in the Corporate KPIS since they were reported in April.

The Governing Body noted the update.

11. COMMITTEE MINUTES

11.1 CURRICULUM & QUALITY - 17 MARCH 2022

The Governing Body RECEIVED the unconfirmed minutes.

11.2 RESOURCE PLANNING - 24 MARCH 2022

The Governing Body RECEIVED the unconfirmed minutes.

11.3 SEARCH & GOVERNANCE - 5 MAY 2022

The Governing Body RECEIVED the unconfirmed minutes.

12. ANY OTHER BUSINESS

None

DEBRIEF

- The Chair commented that the presentations at the start of meetings give a “feel” of the College and are an excellent investment of time.
- It was obvious from the presentations that there is a clear link between the Care, Childhood and Landbased Studies and Engage teams and how they work well together.
- The members commented that they would like to hear from the learners in future meetings (**ACTION - NE**)

The Chair thanked everyone for their attendance and the meeting closed at 6.23pm.