

THE TRANSITION BOARD

**Minutes of the Transition Board Meeting
held at 5.30 pm on Tuesday 19 May 2020
via Microsoft Teams**

Present:	Graham Luccock	(Chairperson)
	Lesley Davies	(Principal and Chief Executive Officer, TTCG)
	Alison Hewitt	(Chairperson of CAMSFC)
	Mohammed Ramzan	(Interim Principal & CAO CAMSFC)
	Glad Capewell	
	Clair Dyson	
	Gareth Turner	
	Jeremy Woodside	
	Sue Derbyshire	
In Attendance:	Barry Watson	(Clerk to the Transition Board)
	James Scott	(Vice Principal Curriculum & Quality/ Principal, TTCG)
	Michelle Leslie	(Vice Principal Corporate Services & Planning, TTCG)
	Andrea Bennett	(Director of Finance & Strategy, TTCG)
	Mike MacLoughlin	(ESFA Representative)
	Don Everitt	(Interim Finance Director CAMSFC)
	Eve Johnson	(Project Manager)
	Sharon Burton	(Associate Principal CAMSFC)
	James Aleander	(External Consultant)

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Prior to the commencement of the meeting, the Chairperson welcomed Jim Aleander the recently appointed External Consultant to his first Transition Board meeting.

TB/42/20 Apologies for Absence

The Clerk to the Transition Board (CTB) reported that apologies for absence had been received from Janet Grant.

TB/43/20 Declaration of Direct or Indirect Interest in any of the following Items

There were no declarations of either direct or indirect interests in any of the meetings business items.

TB/44/20 Minutes of the Transition Board Meeting held on 21 April 2020

The minutes were approved and accepted as a correct account of the meetings proceedings.

TB/45/20 Matters Arising from the Minutes

i) TB/34/20 – Grant Funding Agreement Pre-Merger Costs

The Director of Finance and Strategy (DFS) presented the signed and agreed Funding Agreement with the Secretary of State for Education with regard to pre-merger costs. The DFS confirmed that it was a standard grant agreement for £396k and that it would be claimed in arrears.

There were no issues raised by members arising from the funding agreement and it was resolved that it be noted.

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ii) TB/33/20 – Consultation Process Update

The Transition Principal and Chief Accounting Officer (TPCAO) advised members that the consultation process had closed on 8 May 2020 and that he would produce a full outcomes report for the Board at the next meeting.

Action: Transition Principal and Chief Accounting Officer

The TPCAO gave a brief overview of the current position in terms of responses which was noted.

There were no issues raised by members arising from the update.

TB/46/20**Strategic Direction September 2020- 2025**

The Principal and Chief Executive Officer (PCEO) of TTCG presented a report which enabled the Transition Board to form a view in respect of the proposals for the foundation of the merged Colleges Strategic Plan for the period 2020/2025.

The PCEO advised that the report had been produced following the Joint Governors Development Day which had been held on 16 March 2020. The PCEO commented that the report presented was the starting point for the full Strategic Plan for TTCG from 2020 and was intended to outline the Vision, Mission, Purpose and a draft set of Strategic Objectives post-merger.

The PCEO provided the Transition Board with an overview of the proposals and the VPCQP of TTCG also provided a detailed overview of the Curriculum Intent for the merged entity including, careers, inclusivity and the proposed curriculum framework.

A number of questions/ comments were raised arising from the proposals as follows:

- There did not appear to be a clear identification of High and Special Needs provision within the proposals. The PCEO commented that this was implicit in the Group being inclusive but agreed that it should and would be made clearer. A member made a similar point around Equality and the PCEO commented that this would be picked up through the Strategic Objectives.

Action: Principal & CEO

- A member commented that the vision was bold and the ambition for the Group was commendable and asked for clarification about the statement regarding the need to improve Information Technology provision at the Cheadle Campus. The PCEO advised that this related to the IT digital equipment that needed updating which was duly noted.
- A member commented that the proposal read very well and thanked the Senior Managers and persons involved in pulling it together. He commented around the importance of employee contact and engagement in terms of input into the design of programmes to address skills gaps. The PCEO agreed and stated that it was needed to be made more meaningful and advised the Board around the Government White Paper which would be based on more employer direction.
- A member commented that it would be helpful to have the document expanded beyond careers to include an outlook to adulthood and progress to work including pastoral support to young adults. The PCEO undertook to expand the relevant statement.

Action: Principal and CEO

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There were no further issues raised by members and after due discussion and consideration it was unanimously resolved that the proposals as detailed in the report be approved subject to the agreed amendments.

Action: Principal and CEO**TB/47/20****Establishing a Merger Strategy and Communications Plan**

The PCEO of TTCG presented a report which detailed the proposals for activities in respect of communicating the proposed merger.

The proposals covered the following key issues:

- Aims and Objectives of the Communication Strategy.
- The Role of Communications.
- Communication with Stakeholders.
- The Communications Plan.
- Internal Communication channels.
- Risk Management.
- External audiences.

The PCEO advised that the document had been produced through collaboration across the Leadership Teams of both Colleges and that it was in draft and intended to give the Transition Board confidence that a strong communications plan was in place and operating effectively.

The PCEO also outlined how the proposal had been produced and advised that it was aimed at keeping all stakeholders informed and up to date including webinars with local stakeholders.

The PCEO commented that she would welcome member's views on the proposals. and sought member's views on the proposals.

Members made the following comments in relation to the proposals:

- A member commented about parental choice and communication with parents and asked if there was enough text in the proposal about how this would be undertaken. The PCEO agreed to look at the comment in detail in relation to the proposal.

Action: Principal and CEO

- A member commented that it was a comprehensive document with had been very well put together.
- A member asked if the proposal took into account Covid19 and was there an overlay around Covid-19. The PCEO commented it was not explicitly written into the proposal but if the detail was right then the relevant issues would be addressed, the PCEO also advised that it was threaded within the communications work strand but was happy to take feedback on the matter. The member agreed to have a further look at the document in the light of Covid-19 and report back to the Principal as appropriate.

Action: Chairperson of Cheadle and Marple Sixth Form College

- A matter was raised concerning the Union at CAMSFC who had raised an issue concerning merger briefings. The PCEO advised that the proposal covered full consultation with all stakeholders and the TPCAO advised the up to date position in terms of consultation with the Trade Unions by both Colleges.

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The TPCAO also advised the Board of the up to date position in respect of his communications with local Members of Parliament (MP) and the up to date position in respect of the letter that had been sent to the Secretary of State by 5 local MPs in respect of their request for a pause in the consultation process. The external consultant (JA) commented that in his view the communications plan was very strong and that it needed to be flexible as the Board goes through the transition period between September and October 2020. He further advised the Transition Board concerning the process at a governmental level in respect of the MP's letter to the Minister and that the Principals were monitoring the position on a weekly basis.

There were no further issues raised by members and after due discussion it was agreed that the proposals be supported subject to the agreed amendments and inclusions.

The Chairperson asked that the Transition Boards thanks be given to the marketing teams in the production of the proposals.

Action: Principal and CEO (TTCG)/ Interim Principal & CAO (CAMSFC)**TB/48/20****Due Diligence Update**

The Vice Principal Corporate Services and Planning (VPCSP) provided the Transition Board with a brief update in respect of the Due Diligence process for the merger proposal.

The VPCSP advise that there was not a great deal to report at this stage as the process of gathering information for the various Due Diligence investigations was currently being undertaken.

It was specifically advised that the Due Diligences were due to be completed by 29 May 2020 and that the Legal and Financial Due Diligences were being reported to the respective Boards at meetings scheduled in early July 2020.

There were no issues raised by members arising from the update report and it was resolved that it be noted.

TB/49/20**Pre-Merger Budget Update**

The DFS presented a report which updated the Board concerning pre-merger costs and set out the financial activity against the allocated budgets.

The report also included details of any variances against budget together with risks, opportunities and any other financial commitments.

The DFS went through each of the activities and commitments in detail and highlighted the additional four commitments since the last meeting which related to the following items:

- Financial Due Diligence – RSM.
- Legal Due Diligence – Eversheds Sutherland.
- Estates- AA Projects.
- External Consultant Appointment – JA.

The DFS commented that The Trafford College Group (TTCG) spend was low in comparison to Cheadle and Marple Sixth Form College (CAMSFC) but that was due to the earlier commitment of expenditure by CAMSFC. It was also advised that the CAMSFC was slightly over budget but that this was due to the marketing strand costs which would be reallocated.

There were no issues raised by members arising from the report and it was resolved that it be noted.

Minute No.**TB/50/20****Merger Contracts of Employment and Policy Approval Process**

The VPCSP presented a report which provided the Transition Board with information concerning the proposed post –merger arrangements concerning contract of employment and Human Resources Policies.

The VPCSP reminded members of the arrangements that had already been agreed with regard to Policy approval and commented that the purpose of the report was to provide more clarity around HR Policies and Contracts of Employment.

The VPCSP further commented that staff transferring from CAMSFC would retain their existing terms and conditions of service and contractual agreements under TUPE regulations.

The VPCSP advised that the main issue within the report was as follows:

- The continuation of the TTCG contracts for existing staff and those recruited to new positions along with the continuation of TTCG policies be confirmed to the trades unions during consultation.

The VPCSP outlined the benefits of adopting the proposal and added that in the reviewing of Policies then the CAMSFC Policies would be considered to ensure best practice is adopted.

There were no issues raised by members arising from the report and after due consideration it was unanimously approved that the proposal be approved.

Action: Vice Principal Corporate Services & Planning**TB/51/20****Transition and Merger Implementation Timetable**

The Project Manager (PM) presented a report that included a copy of the updated Transition and Merger Implementation Plan (TMIP).

The PM advised that this was the first meeting since the change in timeline for the merger to 30 October 2020 and that the timetable had been amended to reflect this significant change.

The PM provided an overview of the TMIP and the progress that had been made and specifically drew members attention to the following red RAG Rated Risks relating to Finance:

- Finance merger overlays.
- Bank approval.
- Preparation for the business case for the ESFA.

There were no other issues raised by members and after due discussion and consideration it was resolved that the report and updated TIMP be noted.

TB/52/20**Merger Risk Register**

The PM presented a report, which provided members with a copy of the merger risk log which identified 8 risks. The PM advised that two risks had been closed and replaced with two new risks which reflected the new dates, mitigations and reduced risk levels.

It was further advised that risks 7 and 8 had been merged and that two had a priority score of four which was the highest score at the current moment in time.

The PM also provided members with details of the mitigating actions to address the highest rated risks which had been considered earlier in the meeting.

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There were no matters raised by members that had not been previously discussed and after due discussion and consideration it was resolved that the report be noted.

TB/53/20**Updated Schedule of Meetings**

The CTB presented proposals for an extended meetings schedule for the Transition Board which took into account the revised merger date of 30 October 2020.

The CTB advised that the format of the dates of the meetings had been extended (Tuesday at 5.30pm on a monthly basis) and would continue to held virtually until such time as a change in circumstances allowed the position to be reviewed.

There were no issues raised by members arising from the update schedule and it was unanimously resolved that it be approved.

Action: Clerk to the Transition Board**TB/54/20****Instrument and Articles of Government and Governance Documentation**

The CTB presented a report which provided the Transition Board with information which would enable to consider the Instruments and Articles of Government (IAG) for the merged Group together with other appropriate Governance documentation.

The CTB advised of the change that was required to be made in the IAG due to an increase in membership but that no other changes were recommended based on the recent review that TTCG had undertaken in respect of its IAG.

With regard to the other Governance documentation the CS also recommended adopting TTCG documentation as they had also been recently reviewed and updated.

There were no issues raised by members arising from the report and after due consideration it was unanimously resolved that:

- The Transition Board approves the presented Instrument and Articles of Government for The Trafford College Group to take effect from the date of merger.
- That all governance documentation for the merged College be the same as that adopted by the Trafford College Group.
- That the documentation be reviewed on a biennial basis or as required by business need or legislative changes.

Action: Clerk to the Transition Board**TB/55/20****Any Other Business**

There were no matters raised under any other business.

TB/56/20**Date of Next Meeting**

It was agreed that next meeting of the Transition Board meeting would be held at 5.30pm on 25 June 2020.

The meeting closed at 6.24 pm.

Items 6 and 7 were considered as agenda items 5 and 6 after which the Principal and CEO of TTCG left the meeting.

JW joined the meeting during the consideration of agenda item 6 at 6.00pm.