

THE TRANSITION BOARD

**Minutes of the Transition Board Meeting
held at 5.30 pm on Tuesday 20 February 2020
in the Board Room at Trafford College, Altrincham Campus**

Present:	Graham Luccock	(Chairperson)
	Lesley Davies	(Principal and Chief Executive Officer, TTCG)
	Glad Capewell	
	Janet Grant	
	Clair Dyson	
	Alison Hewitt	
	Gareth Turner	
	Jeremy Woodside	
Mohammed Ramzan	(Interim Principal & CAO CAMSFC)	
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)
	Don Everitt	(Financial Director CAMSFC)
	Mike MacLoughlin	(ESFA Representative)

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Prior to the commencement of the meeting, the Chairperson welcomed Jeremy Woodside to his first meeting.

The Chairperson also welcomed the recent appointments from CAMSFC namely Mohammed Ramzan and Don Everitt to their first meeting.

TB/11/20 Apologies for Absence

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

TB/12/20 Declaration of Direct or Indirect Interest in any of the following Items

There were no declarations of interest in any of the meeting's business items.

TB/13/20 Minutes of the Transition Board Meeting held on 20 January 2020

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

TB/14/20 Matters arising from the Minutes

- i) TB/06/20 – Resources to Support the Merger

• **Appointment of Project Manager**

The Director of Finance and Strategy (DFS) advised the Board that the resources for the appointment of a Project Manager (PM) for the merger proposal had now been agreed and drawn down through CAMSFC and included in their cash flow.

It was further advised that the Senior Managers of both Colleges had commenced the recruitment process for the PM and were currently looking at a number of CVs relating to the appointment.

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In answer to a question from a member, the DFS advised that the recruitment search was not Further Education specific and that they were looking to make generic skills based appointment.

The DFS further advised that it was hoped that an appointment would be in place before the next Transition Board meeting.

Action: Senior Managers of both Colleges

- **Application for Pre-Merger Costs Support**

The ESFA advised the Transition Board that since the last meeting two key national meetings had taken place involving the ESFA, Treasury and the FE Commissioner.

He further advised that the National Provider Oversight Management Group (POM) had re-affirmed their support for the merger proposal and that the request for pre-merger costs of £360,000 had been recommended for approval by the Finance and Funding Committee and needed to be ratified by the relevant Minister or Secretary of State He commented that this had been a big and positive step forward for the merger proposal.

A member asked when the pre-merger costs would be signed off and was advised that the submission for signature would be made in a matter of days and authorised shortly.

The Principal (TTCG) thanked the ESFA representative for his support in securing was an unprecedented achievement in securing funding for pre-merger costs. The Transition Board endorsed the Principal's comments.

The DFS advised that the pre-merger funding would be used to support legal and finance due diligence costs through TTCG which was duly noted.

There were no further issues raised by members.

- **Due Diligence Update**

The Vice Principal Corporate Services & Planning (VPCSP) provided the Transition Board with a verbal update report in respect of the progress that had been made with the various Due Diligence requirements for the merger proposal.

With regard to the Due Diligence for the Financial and Merger Plan it was noted that the scope was being shared with the relevant external agencies and that the tender process would be commenced once the scope had been agreed.

Action: Vice Principal Corporate Services & Planning

The VPCSP further advised that with regard to the Due Diligences that TTCG would undertake on CAMSFC the Finance and Legal Due Diligences had been scoped and would be presented to the Resources Committee of the Trafford Board for approval at its next meeting.

Action: Vice Principal Corporate Services and Planning

The VPCSP further advised that the Curriculum offer and Performance Due Diligence was being considered next week but that due to the specialist nature of the Due Diligence the number of organisations who would tender would be limited. The Vice Principal Curriculum & Quality – Campus Principal (VPCQP) advised of the two organisations who were likely to tender and details of the areas that would be included in the scope.

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With regard to Estates and Information Technology, the VPCSP indicated that CAMSFC had recently undertaken a JISC review, which was a full and very comprehensive IT Audit Review, which could be used to inform requirements of the Implementation Plan. It was also advised that appropriate surveys in relation to the Estate at CAMSFC would also need to be undertaken.

With regard to the tender process the VPCSP advised of the firms that were likely to be invited to tender and the logic for the invitations which was based around guidance from the ESFA in relation to firms that had the capacity and skills to undertake the Due Diligences.

A member asked if there was any scope for using more local firms in the tender process and the TB had a detailed discussion about how the tender process could effectively secure value for money and at the same time acquire the necessary skills set to secure the required outputs. The VPCSP noted the points made and added that it would be for Trafford's Board to determine the most appropriate suppliers for the services.

During the discussion, JW declared an interest in the tender process for the Finance Due Diligence, which was duly noted and would be taken into account when the Trafford Board considers the tendering organisations.

Action: Vice Principal Corporate Services & Planning/ Resources Committee

The VPCSP also advised with regard to the Due Diligence for Legal Services and in discussion, it was agreed that the scope could possibly be extended to ask the tendering organisations to consider the legal requirements for CAMSFC without compromising either undertakings. The Transition Principal and CAO (TPCEO), and VPCSP agreed to liaise with each other over this matter.

Action: Vice Principal Corporate Services and Planning/ Transition Principal and CAO

With regard to CAMSFC's approach to the Due Diligence process, it was noted that the Board of the Corporation had considered the matter at its meeting on 6 February 2020.

The Clerk to the Transition Board advised that the CAMSFC Board had had a broad and wide-ranging discussion around the options available to them and given the fact that the Board would dissolve at the merger date it was not felt appropriate to incur the considerable expense of undertaking a full Due Diligence exercise.

It was further advised, that the Board were of the view that it would and should seek further assurances that the TTCG were still an appropriate merger partner following the preferred merger partner process and resolved that Senior Managers from TTCG be asked to present to the Board in respect of the current position with regard to TTCG regarding the Financial and Quality of Curriculum provision.

It was confirmed that this event had now been confirmed and would take place on 23 March 2020. It was also noted that the Audit Committee would also be reviewing appropriate Financial, Risk and Assurance processes as part of their Due Diligence process.

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

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- **Consultation Process**

The Transition Board were advised that the relevant College managers were working with Trinity Associates and that a draft document was being produced with a view to achieving the deadline target date of the end of March 2020.

The Principal (TTCG) outlined to the Board the actions that were being undertaken with key stakeholders in terms of communications with the staff at both Colleges and the local trades unions, which was duly noted.

It was further advised that the full consultation document would be available for the next Transition Board Meeting.

Action: Interim Principal & CAO

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

TB/15/20**Transition and Merger Implementation Timetable**

The Director of Finance and Strategy (DFS) presented a report that included a copy of the updated Transition and Merger Implementation Plan (TMIP).

The DFS commented that there were currently two key areas on the critical path, which were, the confirmation of Transitional Funding and the consultation process and that both of which were currently within the timeframe to be achieved. The DFS commented that both items had been considered in detail earlier in the meeting.

The VPCSP advised the Board that the management Strategic Oversight Group (SOG) were dealing with the management functions and targets relating to the merger timetable.

In answer to a question from a member, the VPCSP advised that the SOG meet weekly and provided an overview of the work strands relating to the merger timetable.

It was further advised that the strands were working well together and that a substantial number of meetings had already taken place with progress being made at pace. It was further advised that each strand had a lead manager, were working on risk logs and that the next meeting was due to be held on Friday 28 March 2020.

In relation to the merger timetable, the DFS clarified that the Project Manager recruitment process had been undertaken through recruitment agencies.

There were no further matters raised by members and it was resolved that the report be noted.

TB/16/20**Merger Risk Register**

The DFS presented a report, which provided members with a copy of the merger risk log which identified 13 risks with 2 having a priority risk score of 9. The DFS advised that one risk had now been closed and that the register would be escalated through the SOG process.

The report identified to the Board the actions that had been taken against the following key risks:

- Upfront Protect Costs Unfunded.
- Merger date is April 2020. It was advised that this was the risk that was now closed as the merger was now the 1 August 2020.
- Staff capacity and capability during the merger period.
- Interdependencies and Oversight.
- Lack of Merger experience at CAMSFC.

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Members raised a number of issues arising from the report as follows:

- What was the process for determining the Governance structure and membership arrangements for the merged College? The Clerk to the Transition Board advised members of the review that would be undertaken in this respect and that a report concerning the matter would be presented for the Boards consideration at its next meeting.

Action: Clerk to the Transition Board

- A member commented that the overall timing is very tight and questioned whether it was achievable. The Principal TTCG commented that it was important that the two Colleges did everything they could to achieve the agreed date and outlined in detail why this was the case. This included staff moral, funding impact, timetabling issues, closure of accounts and the advantages of having the merger completed before the start of the Academic Year. The Board discussed the pace that the external agencies might have and how that could impact on achieving the merger date. The representative from the ESFA commented that from his organisations perspective the issue related to Risk 4 and added that if a robust ask was submitted with relevant detail then the target date could be achieved. In discussing the matter, the Principal commented that it was really important that joint working and sharing of information between the two Colleges was crucial particularly from a staffing and communication perspective. The Board also had a discussion relating to, discussions with trade unions, the restructuring process, staffing arrangements for both Colleges and enabling services provision. In discussion, it was agreed that the management structure needed to be agreed urgently and it was noted that proposals for the Senior Management Structure would be brought to the Board at its next meeting.

Action: Principal TTCG & Interim Principal and CAO CAMSFC

The Board also discussed issues around the merged Colleges finances and if the funding for next year had yet been confirmed for both Colleges. The TPCAO advised that funding confirmations would be known shortly and a clearer picture would be available by the end of the March 2020.

- A member asked if the managers were confident that the quality of the student experience would be maintained during the merger process. The VPQCP advised of the process that would be undertaken to ensure that this was the case and reminded members that the previous merger had not had an adverse impact on the quality of provision. He added that he was very confident that the quality of provision across all campuses would be maintained.

After due discussion and consideration it was resolved that the report be noted.

TB/17/20 Management Strategic Oversight Group Update

This item was considered in the discussions of Agenda item 6.

TB/18/20 Any Other Business

The Clerk to the Transition Board advised that the Further Education Commissioner would be undertaking a progress visit at CAMSFC on 18 March 2020.

The update was noted and there were no other matters raised under any other business.

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TB/19/20

Date of Next Meeting

It was agreed that next meeting of the Transition Board meeting would be held at 5.30pm on Tuesday 26 March 2020 at Cheadle College.

The meeting closed at 6.44 pm.