

THE TRANSITION BOARD

Minutes of the Transition Board Meeting held at 5.30 pm on Thursday 26 March 2020

| | | |
|-----------------------|------------------|--|
| Present: | Graham Luccock | (Chairperson) |
| | Lesley Davies | (Principal and Chief Executive Officer, TTCG) |
| | Alison Hewitt | (Chairperson of CAMSFC) |
| | Mohammed Ramzan | (Transition Principal & CAO, CAMSFC) |
| | Glad Capewell | |
| | Janet Grant | |
| | Clair Dyson | |
| | Gareth Turner | |
| | Jeremy Woodside | |
| 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 | (Financial Director, CAMSFC) |
| | Eve Johnson | (Project Manager) |

Minute No.

Prior to the commencement of the meeting, the Chairperson welcomed all members to the first virtual meeting of the Transition Board.

The Chairperson particularly welcomed the newly appointed Project Manager (EJ) to her first meeting.

TB/19/20 Apologies for Absence

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

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

The minutes were approved and accepted as a correct account of the meetings proceedings subject to a number of typographical amendments to minute number TB/14/20 including the pre-merger costs being amended to read £400,000.

The CTB undertook to amend the minutes accordingly.

Action: Clerk to the Transition Board

In discussion it was also agreed that any Governor designated positions should be recorded against those members that were in attendance at the meeting.

The CTB also undertook to ensure that they were included in future TB meetings minutes.

Action: Clerk to the Transition Board

Minute No.**TB/22/20****Matters Arising from the Minutes**

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

- Pre-Merger Funding Update

The Principals of both Colleges were pleased to be able to report that Ministerial approval had now been received in relation to the pre-merger costs for the merger proposal and that the ESFA had written to them to advise them of the details of the approval.

The Director of Finance and Strategy (DFS) commented that the Colleges had, as yet, not been advised on how the approved funds would be received and were awaiting confirmation of the agreed process for the receipt of the funds.

The ESFA representative acknowledge that this had not as yet been resolved but that he hoped to resolve the matter shortly.

Action: ESFA Representative

- Appointment of Project Manager

The Principals of both Colleges were able to confirm the appointment of the Project Manager to support the merger proposal and that the appointed person (EJ) had already commenced her duties.

The TB welcomed the appointment and resolved that it be noted.

- Due Diligence Update

The Vice Principal Corporate Services and Planning (VPCSP) provided the Transition Board (TB) 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 Financial Due Diligence for the Financial and Merger Plan it was noted that the scope had now been agreed with the relevant external agencies.

It was also noted that the PMO had advised that they wished both Colleges to undertake a joint appointment in this respect and that this had now been agreed.

The VPCSP also advised on the feedback that Barclays bank had provided in that, in their view, the scope was comprehensive but that they might require assurances around capacity issues and would reserve the right to ask for a further Due Diligence to be undertaken. In discussing this matter the TB noted that this had been undertaken during the merger between Stockport and Trafford Colleges.

With regard to timescales the VPCSP advised that it was intended to implement actions based on the following timeframe:

- Invitation to bid sent out w/c 30 March 2020
- Deadline for return of bids 16 April 2020
- Interviews w/c 20 April 2020
- Appointments confirmed 23 April 2020
- Deadline for completion 29 May 2020

Minute No.

With regard to the Legal Due Diligence the VPCSP advised of the progress that had been made since the last meeting. The CTB also advised of the actions that the CAMSFC Board of the Corporation had taken in respect of the proposal to appoint Eversheds to undertake a Legal Due Diligence on their behalf.

The TB considered the current approach by both Boards with regard to this matter and in discussion it was agreed that the VPCSP and the CTB should have discussions with representatives from Eversheds to ensure that no conflict of interest would be evidenced through the potential of both Colleges appointing them to the separate undertakings.

Action: Vice Principal Corporate Services & Planning/ Clerk to the Transition Board

A member asked about the impact on the proposed timeframe and deadlines in relation to some of the current key risks including Covid-19 and the Easter recess period.

The VPCSP advised that the timeframes were challenging but in her view they were achievable and realistic. The VPCSP added that the real impact may be around the capacity of the Colleges to deliver information electronically during the Due Diligence process if, as might be the case, the Colleges were both still in lockdown.

The ESFA representative commented that in his view the proposed timeline was challenging and that any slippage would make it difficult to meet the current June 2020 timeline in respect of funding. The Principal (TTCG) commented that she was not unduly worried at this stage in terms of timelines but that the position would become clearer once the relevant Due Diligence information had been received.

The Transition Principal (CAMSFC) commented that the consultation process was ready to go out with no delays and would meet the set deadlines.

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

TB/23/20**Consultation Process and Branding Update**

The Transition Principal (TP) CAMSFC presented a report which provided members with a copy of the Consultation document in respect of the merger proposal. The report also provided members with details of the letter that would be sent to the stakeholders for each institution.

The TP advised that the key features relating to the Consultation was as follows:

- Advice had been sought from Eversheds throughout the process and in the production of the documentation. It was advised that the merger date was 31 July 2020 and that the process would commence on 30 March 2020.
- Statutory consultation publications would be undertaken through the Guardian newspaper and the Manchester Evening News.

Members welcomed the documentation and commented that the staff had produced an excellent document and asked the TP to thank all concerned with its production. A member identified a number of minor typographical errors which the TP undertook to amend.

Action: Transition Principal

Minute No.

There were no further matters raised by members and after due discussion and consideration it was unanimously resolved that the Consultation documentation and process be approved and implemented within the statutory requirements.

Action: Transition Principal

The Principal (TTCG) provided members with a copy of the proposed branding arrangements in respect of the incorporation of CAMSFC within the overall Group Brand. It was advised that the same colours as the current branding for CAMSFC had been retained to provide one constant brand in terms of the star design and colours with same branding organisational titles.

In general terms members were very pleased with the branding and commented that it looked clear and concise. The Chairperson of CAMSFC thanked the Principals for the work regarding this and that the identity of CAMSFC had been retained. In discussion a member noticed a small discrepancy with regard to the colouring of the CAMSFC star and the Principal undertook to advise the Marketing Director accordingly.

Action: Principal, The Trafford College Group

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

TB/24/20**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 commented that the potential of Due Diligence delays had been accounted for in the timetable and that the Plan was currently on track with no red flags being evidenced.

A member asked if managers were keeping clarity of cost implications if there was a delay to the Due Diligence process and are the right people being informed of what it might mean.

The DFS advised that the costings were updated until to 1 August 2020 and that it would be possible to undertake a "what if" scenarios going forward. It was advised that costs would only go up if delays occurred and the Principal (TTCG) advised that she has regular conversations with the ESFA representative concerning the up to date position and ongoing developments. With regard to costs it was advised that a clearer picture would be established once the Due Diligence had been completed.

A member commented that the current timetable does not allow Governors to see where progress is being made and does not include a colour code. The PM advised that she was currently looking at reporting arrangements and would update the Plan as suggested for the next meeting.

Action: Project Manager

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

TB/25/20**Merger Risk Register**

The PM presented a report, which provided members with a copy of the merger risk log which identified 14 risks with 2 having a priority risk score of 9.

The PM advised that two risks had now been closed and that the register would continue to be escalated through the SOG process.

Minute No.

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

- Upfront Protect Costs Unfunded
- Staff capacity and capability during the merger period
- Interdependencies and Oversight
- Lack of Merger experience at CAMSFC

The PM also advised that Covid-19 lockdown had been added to the Risk register with a priority score of 9 and commented that this was the biggest risk to achieving the planned merger date. Members were in agreement that this should be added to the Risk Register.

A member commented that it would be helpful if the Risk Register could be presented in a different manner which would enable the TB to more accurately understand the “what if” scenarios, assess the risk and the impact. The PM commented that it was her intention to review the format of the Risk Register and that she would take the members comments in to account during the review.

Action: Project Manager

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

TB/26/20 Management Strategic Oversight Group Update

The Principal (TTCG) advised the TB that due to the demands of Covid-19 it had been agreed that the Management Strategic Oversight Group would operate in a different way going forward.

It was further advised that the PM would now be meeting with stream leaders regarding progress and issues relating to their stream and that the PM would report on the discussions and progress with the Executive team on a weekly basis.

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

TB/27/20 Name of Merged College

The CTB advised the TB that it would be helpful if the name of the merged organisation was confirmed prior to merger.

Following due discussion and consideration the TB confirmed that the name of the merged entity would not change and that ‘The Trafford College Group’ would remain the name of the organisation post -merger.

Action: Clerk to the Transition Board**TB/28/20 Policies for Merged College**

The CTB sought the TB’s view in respect of the process of approval of policies for the merged entity. The CTB advised that the various SOG work streams were reviewing policies as part of their on-going activities and that any policies that were completed prior to merger would be presented to the TB for approval.

With regard to the Policies that were not completed prior to merger it was suggested that The Trafford College Group Policies be adopted until such time as the reviews were completed and presented to the Board of the Corporation.

The TB debated and discussed the proposal in detail particularly in the context of HR policies and the implications in relation to Terms and conditions of service. The VPCSP advised that TUPE arrangements would apply in relation to terms and conditions of service for staff.

Minute No.

There were no further issues raised by members and unit was resolved that the suggested approach to Policy approvals be approved.

Action: Executive Teams/ Strategic Oversight Group

TB/29/20**Any Other Business**

A member asked when the outcomes from the Joint Governor Workshop relating to Vision, Mission, Values and Strategic objectives would be presented to the TB?

The Principal (TTCG) advised that due to Covid-19 demands the Senior Team had not had the opportunity as yet to produce the relevant documentation but undertook to present the proposals at the next meeting.

Action: Principal, The Trafford College Group

The TB thanked all operation colleagues for the focus they had maintained on the merger proposal in such difficult times.

There were no other matters raised under any other business.

TB/30/20**Date of Next Meeting**

It was agreed that next meeting of the Transition Board meeting would be held at 5.30pm on 21 April 2020 at Cheadle College.

The meeting closed at 6.36 pm.