

THE TRANSITION BOARD

**Minutes of the Transition Board Meeting
held at 5.30 pm on Tuesday 23 February 2021 via Microsoft Teams**

Present:	Graham Luccock	(Chairperson)
	James Scott	(Principal & Chief Executive Officer, TTCG)
	Alison Hewitt	(Chairperson of CAMSFC)
	Mohammed Ramzan	(Interim Principal & CAO, CAMSFC)
	Glad Capewell	
	Clair Dyson	
	Gareth Turner	
	Sue Derbyshire	
	Louise Richardson	
	Jeremy Woodside	
In Attendance:	Barry Watson	(Clerk to the Transition Board)
	Mike MacLoughlin	(ESFA Representative)
	Don Everitt	(Interim Finance Director, CAMSFC)
	Eve Johnson	(Project Manager)
	Lesley Davies	(Merger Director)
	Michelle Leslie	(Vice Principal Corporate Services & Planning, TTCG)
	Andrea Bennett	(Director of Finance & Strategy, TTCG)
	Jim Aleander	(External Advisor)
	Alison Duncalf	(Administrative Support – Governance)

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Prior to the commencement of the meeting the Chairperson welcomed Alison Duncalf (Administrative Support - Governance) to the meeting.

TB/01/21 Apologies for Absence

The Clerk to the Transition Board (CTB) reported that no apologies had been received.

TB/02/21 Declaration of Direct or Indirect Interest in any of the following Items

The Chairperson of CAMSFC declared a direct interest in agenda item 8 (Governance Arrangements Post Merger) and it was resolved that the declaration be noted, and that the member should remain present during the consideration of the item.

TB/03/21 Minutes of the Transition Board Meeting held on 3 November 2020

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

TB/04/21 Matters Arising from the Minutes

i) TB/150/20 – Matters Arising from the Minutes – Joint Staff Webinars

In answer to a question raised by a member the Principal and Chief Executive Officer -The Trafford College Group (PCEO) advised that the joint staff merger webinars were still taking place and that it was planned to have two further joint webinars prior to merger in May 2021.

The PCEO further advised that all the questions that were raised at the webinars were answered in the staff newsletter concerning the merger proposal and provided members with an overview of the subject matters that staff had raised at the webinars.

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ii) TB/111/20 – Communications Plan Progress Report

A member asked for a progress update in respect of the communication plan for the merger proposal.

The PCEO advised that the last few weeks had seen a concentration on the internal communications aspects of the merger proposal and provided a detailed overview of the activities had taken place.

The PCEO further advised that the second element of the actions was to step up the external communications and outlined the plans for a joint working approach for both the College Principals to meet with key external stakeholders. The member commented that the meetings would need to take place soon from a political context given the advent of the pre- election period in the forthcoming months.

Action: Principals

In discussions it was agreed that the Principals would provide a full written report concerning the progress of the communications plan at the next meeting.

Action: Principals

There were no further issues raised by members arising from the minutes.

TB/05/21**Legal Arrangements to the Point of Merger Update**

The Vice Principal Corporate Services & Planning TTCG (VPCSP) presented a verbal report which updated members concerning the progress regarding the legal aspects of the merger proposal.

The VPCSP provided members with the following information:

- An update of the meetings held with Eversheds Sutherland since her last report with an overview of the key issues that had been discussed in respect of contracts and suppliers, Ridge Sports Licence arrangements and the Pension arrangements.
- TUPE arrangements which was being jointly managed by both Colleges.
- Engagements with the Secretary of State regarding conditions and liabilities which was proceeding well.
- The up to date position regarding the Grant Funding Agreement with the ESFA. It was advised that the ESFA had indicated that a draft agreement would be issued to The Trafford College Group by 12 March 2021. The VPCSP provided the Board with a brief overview of the main contents of the Grant Agreement.

The CTB advised members of the Governance framework that had been put in place for both colleges which would allow for the execution of all the required legal documents within the merger timeframe.

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

TB/06/21**Further Education Capital Transformation Fund**

The VPCSP presented a report which provided members with information concerning the Further Education Capital Transformation Fund (FECTF) which was aimed at delivering the Governments £1.5m commitment to upgrade and transform the FE sectors estate over the next five years.

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The VPCSP set the report in the context of the Merger Estates Plan and the agreed plan for the Marple Campus based on repairs and maintenance and that discussions were on going with the ESFA regarding the funding of this element of the Estates Plan.

The VPCSP reminded members that the preferred plan for the Cheadle Campus had yet to be agreed and that a repairs and maintenance option would not be the preferred option if capital funding could be made available.

The report covered the following key information:

- The Objectives of the Capital Transformation Fund.

The VPCSP advised that the fund gave Colleges the opportunity to bid for capital funding to upgrade their estates and that there would be a requirement to have an estates strategy linking project plans for the estate to the Group's wider business strategy.

It was further advised that there was an expectation that Colleges would need to meet up to 50% match funding for the project costs.

- Eligibility for Funding, Bidding process and Timescales

The VPCSP advised that the funding was only available to Further Education Corporations and that CAMSFC would not be eligible to apply available funding.

It was noted that where an FE Corporation delivers through a site that is branded as a sixth form college then the site can benefit from the FECTF. The VPCSP advised that this in effect meant that the Group could make an application post- merger and that the repairs and maintenance costs could be built into the plan.

It was further advised that the minimum threshold for an application was £500,000 with no maximum threshold.

In terms of timings the VPCSP advised the Board that contract award stage should be no later than 23 September 2021 and that project completion should be by September 2024. The VPCSP further advised that on -going discussions were being held with the ESFA with a view to submitting a later than stage one application for a post- merger application with a stage two bid submitted for a deadline of 30 July 2021.

The VPCSP also outlined to the Board the implications of the process on the Estates Plan and that a preferred estates solution would need to be agreed no later than May 2021.

The VPCSP finally commented that the fund presented an excellent opportunity for the Group.

Members raised several issues arising from the report as follows:

- How flexible was the 50% contribution level requirement?

The VPCSP advised that if it was lower than the 50% then Colleges would need to make a case as to why they could not meet the matched funding requirement. The PCEO advised the Education case for a bid must be the driver for the preferred option but that funding must be taken into account.

- A member commented that the bid will be very competitive based on other Colleges requirements. Regarding the Marple Campus the VPCSP re- iterated that the preferred option was to secure the necessary improvements through repairs and maintenance as detailed in the Business Case that had been submitted to the ESFA.

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

Minute No.**TB/07/21****Pre-Merger Budget Update**

The Director of Finance and Strategy (DFS) presented a report which updated the Transition Board concerning pre-merger costs and set out the up to date financial activity against the allocated budgets.

The report also provided details of the forecasted spend, commitments to date and actual spend for each of the organisations since the last update report and identified any variances against budget for each College.

The DFS advised that the main issues arising from the pre- merger update were as follows:

- Costs for Phase 2 Financial Due Diligence were 20k higher than budget at £150k.
- An updated cost for legal activities was awaited from Eversheds Sutherland.
- Additional costs were being incurred to support the merger strands such as Management Information Services.
- Funding for the Phase 3 Financial Due Diligence work is estimated at being between £30k-£45k and that that amount currently exceeded the current budget allocation. The DFS advised that this had been requested as part of the financial ask in the Business Case submission.

Members raised an issue arising from the report as follows:

- The cost for the Phase 3 Financial Due Diligence seemed high given the likely scope of the work with much of the work being completed under Phase 2. The DFS outlined in detail the additional work that would be undertaken and indicated to the Board the time element that Deloitte had indicated that it would take to complete the work. A member commented that the cost was as he thought it would be for the contracted organisation. A member commented about the ESFA meeting the costs and the DFS confirmed that it was in the financial ask. The ESFA representative commented that the ESFA would expect the cost to be as low as possible.

There were no further issues raised by members arising from the update and after due discussion and consideration it was resolved that it be noted.

TB/08/21**Governance Arrangements Post Merger**

The CTB provided the Transition Board with a report which made proposals for the updated Governance Link and Committee membership arrangements for the merged entity.

The CTB identified the changes that were being proposed due to the assimilation of 2 Board members from the CAMSFC Board of the Corporation.

A member commented that there maybe a need to look at strengthening the Boards skills base in terms Governors who have a background and are experienced in Education.

The CTB advised that any skills gaps on the Board of the Corporation would be identified and actioned by the Search Committee through the Governors Skills Audit. He advised that this issue had been raised in discussion with the Chairperson of the Board of the Corporation and that any future vacancies would be looked at in the light of the outcomes from the audit skills assessment.

Action: Search Committee

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There were no other issues raised by members arising from the report and after due discussion and consideration it was unanimously resolved that the revised Committee Membership and Governor Link arrangements as detailed in the report be approved and implemented with effect from the date of the merger.

Action: Clerk to the Transition Board

TB/09/21**Updated Schedule of Meetings**

The CTB provided the Transition Board with details of an updated schedule of meeting which would cover the period up to the extended merger date of 4 May 2021.

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

Action: Clerk to the Transition Board

TB/10/21**Any Other Business**

There were no matters raised under any other business.

TB/11/21**Date of Next Meeting**

It was agreed that the next meeting would be held at 5.30pm on Wednesday 17 March 2021.

This date was subsequently changed at the confidential meeting of the Transition Board to Tuesday 23 March 2021.

Action: Clerk to the Transition Board

The meeting closed at 6.14 pm.