



Minutes of a special meeting of the Corporation held on 24 January 2023 at 1730 hrs.

Present	Alex Adranghi	Sheza Afzal	Steven Blackshaw (Chair)	Adam O'Brien
	Martin Buck	Sian Cooke	James Cross	Michael Desmond
	Kevin Watson (Principal)	Alison Wong		
In Attendance	Adrian Cottrell (VP(F&R))	Ralph Devereux (Clerk)		

28/22 ELIGIBILITY, QUORUM, DECLARATION OF INTERESTS AND APOLOGIES

- a. No notice had been received of any member becoming ineligible to hold office, the meeting was quorate and no interests were declared.
- b. The Chair thanked all for attending this special meeting, which would consider the Annual Financial Statements (AFS) for submission to the Education and Skills Funding Agency (ESFA) by the approved and delayed date (31 January 2023). He then apologised for the late circulation of the papers for the meeting and explained that in future, they would aim for circulation at least 7 days in advance of the meeting to include a weekend. **(Action 1)**

The information was noted and received.

Action was required. (Register 33/22)

29/22 ANNUAL FINANCIAL STATEMENTS

- a. Audit Committee Annual Report (ACAR). The AC Chair presented the ACAR. The Annual Report was to inform and assure the Corporation that their statutory responsibilities were being met and to assist in their consideration of the Annual Financial Statements (AFS). The Committee's Opinion had been formed after due deliberation of the IAS reports, additional assurance, and the External Audit information. The Report was approved and received. **(Action 2)**
- b. External Auditor Management Report. The external auditor's Management Report had been considered in detail by the AC and while some minor amendments were necessary, they would be finalised before submission of the AFS. The Report included an unqualified opinion for the AFS and the Regularity Audits. The draft Report had been provisionally recommended by the AC and this version (accepting some minor changes) was approved and received. **(Action 3)**
- c. Internal Audit Annual Report. The IAS Annual Report for 2021/22 was considered; the annual opinion for the 2021/22 plan was....."TIAA is satisfied that, for the areas reviewed during the year, BSix Sixth Form College has **reasonable and effective risk management, control and governance processes** in place. This opinion is based solely on the matters that came to the attention of TIAA during the course of the of the internal audit reviews carried out during the year and is not an opinion on all elements of the risk management, control and governance processes or the ongoing financial viability or your ability to meet financial obligations which must be obtained by BSix Sixth Form College from its various sources of assurance."..... The improved performance, with one "Substantial" and 4 "Reasonable" outcomes from 5 tests, was noted and welcomed. The Report had been recommended by the AC and it was approved and received. **(Action 4)**
- d. Going Concern. The "Going Concern" matter had been considered by the Finance & General Purposes Committee (FGP) and the AC and it had been agreed that, amongst

other issues the now “smoothed” ESFA monthly funding profile (with advances and repayments possible) together with funding for the additional current year enrolments would ensure that the arrangements were sufficient and that the Corporation could be assured that there was no reason for anxiety that there was any material uncertainty and their assumptions had been that the College would remain a “Going concern” for the current year; that was then discussed. Page 56 of the paper detailed the financial position; the success in increasing student numbers by c140 additional learners, together with additional funding associated with the recent change of status had allowed some flexibility and associated prudent budgeting had allowed establishment of a contingency of £250k. Furthermore, the c £800k savings for 2023/4 were progressing well. Detail at para 12.2; re the replacement of the Bank overdraft facility (max £550k until June 2023) with a Treasury Loan (£300k from July 2023) wrongly stated that consent had been received for the arrangement. In fact, verbal assurance had been received from the ESFA that the arrangements would be approved and that they would issue a letter of comfort to the External Auditor if they so required. The auditors had been satisfied with the strong verbal assurances from the ESFA and the letter was not requested. The formal application for the arrangement would be submitted on the following day and that was noted. The conclusion from the discussions was that the College remained a Going Concern and that was unanimously adopted. **(Action 5)**

- e. Letter of Representation. The Letter of Representation had been provisionally recommended for signature by the AC, that was then considered, and it was agreed that that paragraph 9 should be amended accepted to “There have been no events, save those that have been already stated.....” With that amendment, the letter was authorised for signature on behalf of the Corporation. **(Action 6)**
- f. AFS. The AFS approval was informed through parallel committee assurances; the AC remit was to scrutinize the Corporate Governance Statement with respect to the systems of financial control, Risk Management (RM) and governance processes and the FGP had consider the findings of the External Auditor, scrutinize the AFS and the Regularity Report, then both committees would recommend the document(s) for signature if appropriate. Both Committees had done so (Evidenced above) Complete sets of documents had been circulated to inform the considerations this evening. The unqualified opinion on both the accounts and the Regularity Report had been noted and welcomed earlier in the meeting. Minor errors were noted and would be corrected in the final version. The statements on behalf of the Corporation required signatures as follows:
- (i) page 20 - Members Report (Chair and Principal);
 - (ii) page 28 – Governance Statement (Chair and Principal);
 - (iii) page 29 – Regularity, propriety and compliance (Chair and Principal); and
 - (iv) Page 101 – responsibilities of Corporation Members (Chair).

Each was considered in turn and authorised for signature **(Action 7)**, accordingly the AFS, with minor errors corrected, was unanimously approved for submission. **(Action 8)**

The information was noted and received.

Action was required. (Register 33/22)

30/22 COLLEGE FINANCIAL FORECAST RETURN (CFFR)

The CFFR, the formal assessment of financial health and review of college budget forecasting, and explanation of the assumptions upon which the forecast years have been completed had been completed informed, largely by the content of Paper A4 and considered at 23/23d above. The detail was noted and was approved for submission the following day. **(Action 9)**

The information was noted and received.

Action was required. (Register 33/22)

31/22 URGENT BUSINESS

There had been no urgent business agreed.

32/22 DATE OF NEXT MEETING

The next meetings would be:

- a. strategic planning day at 1400 on 3 February 2023, which would consider marketing of the College; and
- b. Corporation at 1730 on 16 March 2023.

33/22 ACTION REGISTER

See referenced minute for full detail.		resp	date
Action 1	28/22b. Paper to be circulated 7 days before meeting.	KW	wie
Action 2	29/22a. ACAR accepted and approved.	Chair	
Action 3	29/22b. Ext Audit Management Report accepted and approved.		
Action 4	29/22c. IAS Annual Report accepted and approved.		
Action 5.	29/22d. Going concern status adopted.		
Action 6	29/22e. Letter of Rep as amended approved for signature.		
Action 7&8	29/22f. AFS approved for signatures.		
Action 9	30/22. CFFR approved for submission.	VPFR	