

THE TRANSITION BOARD

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

Present: Graham Luccock (Chairperson)
Lesley Davies (Principal and Chief Executive Officer, TTCG)
Glad Capewell
Sue Derbyshire
Janet Grant
Sharon Burton (Acting Principal, CAMSFC)
Clair Dyson
Alison Hewitt
Gareth Turner

In Attendance: Barry Watson (Clerk to the Transition Board)
James Scott (Vice Principal Curriculum & Quality/ Campus Principal, TTCG)
Michelle Leslie (Vice Principal Corporate Services & Planning, TTCG)
Andrea Bennett (Director of Finance & Strategy, TTCG)
Jason Austin (Interim Finance Director, CAMSFC)
Mike MacLoughlin (ESFA Representative)

Minute No.

Prior to the commencement of the meeting the Chairperson welcomed all members and managers to the first meeting of the Transition Board (TB) which he advised could lead to the potential merger of The Trafford College Group (TTCG) and Cheadle & Marple Sixth Form College (CAMSFC).

He particularly welcomed colleagues from CAMSFC to Trafford College and thanked everyone for the work that had been undertaken so far. He outlined the challenging process that lay ahead and commented that he was confident that the merger could be delivered through the experienced and talented people that would be involved in the merger process.

He advised of the approach that had been taken in respect of the recent merger between Trafford and Stockport Colleges which was professional and collaborative and that he envisaged a similar approach with the proposed merger with difficult decisions and conversations being taken through a professional and informal approach. He reminded members that they should always keep in mind that any decisions that are taken should be for the betterment of the students, and that the time frame for the merger was very challenging indeed.

TB/01/20 Apologies for Absence

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

TB/02/20 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/03/20 Transition Board Responsibilities – Terms of Reference

The CTB presented a report which provided the TB with the updated proposed Terms of Reference for the TB.

It was noted that both home Boards had considered and approved the Terms of Reference as detailed in the report.

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Members reviewed the proposals in detail and in discussion it was agreed that the responsibility for monitoring the risks associated with the proposed merger should be added to the Terms of Reference.

The CTB undertook to amend the Terms of Reference accordingly.

Action: Clerk to the Transition Board

There were no other issues raised by members arising from the report and after due discussion and consideration it was unanimously resolved that the Terms of Reference, subject to the agreed addition, be approved.

TB/04/20**Draft Schedule of Meetings**

The CTB presented a report which made proposals for a schedule of meetings for the TB for the period January-August 2020.

The CTB advised the Board that the schedule had been produced to ensure that there were no clashes with 'home' Board and Committee meetings and that the meetings had been scheduled to meet at the Altrincham and Cheadle Campuses on an 'every other month' basis.

A number of members expressed difficulties in attending some of the scheduled meetings and in discussion it was agreed that the March meeting be rescheduled to 26 March 2020, the May meeting be rescheduled at a date to be agreed and the June meeting be rescheduled to 25 June 2020.

The CTB undertook to amend the schedule accordingly.

Action: Clerk to the Transition Board

There were no other issues raised by members arising from the report and after due discussion and consideration it was unanimously resolved that the schedule of meetings, subject to the agreed amendments be approved.

TB/05/20**Mission, Vision, Values and Key Priorities**

The CTB presented a report which provided members with details of the Vision, Key Priorities and Strategy that had been presented by TTCG when it made its proposal for being the preferred merger partner of CAMSFC.

The report also included details of the synergy that exists in terms of the Mission, Vision, Values and Strategic Priorities of the two institutions.

The CTB advised that the purpose of the report was to secure formal approval for the approach and to determine future progress regarding the matter.

The report informed members concerning the proposed Vision, Key Priorities and Strategy which were detailed as follows:

Vision for the Future, 'One College, Local Difference:

To create a highly successful, financially sustainable college Group which provides high quality education and training across Trafford & Stockport which meets the needs of all Group students, businesses and local communities and supports local and regional economic growth.

Minute No.**Key Priorities:**

- Deliver a long-term financially sustainable College Group.
- Continue to build on the quality of provision across the proposed Group whilst retaining the distinctive offer of CAMSFC.
- Offer greater curriculum choice to all students with excellent progression opportunities.
- Develop a long term Estate Strategy that provides high quality learning resources for all students.
- Work with Stockport Borough Council and local stakeholders to further develop the range of high needs provision; building on the current success of both colleges.
- Be a great place to work; offer enhanced professional development and opportunities for all staff.

TTCG & CAMSFC Strategy:

The heart of the strategy is delivering 'one college, local difference' that encompasses all parts of the proposed Group and is aimed at ensuring everybody plays their part in making the Group the best College in the North West. To achieve this, aim the merger would enable the integration of CAMSFC into the current TTCG structure, retaining local delivery and identity whilst creating a single legal entity.

To ensure the success of a 'one college, local difference' approach it was proposed that it be ensured that all staff, stakeholders and students play their part in building an inclusive culture whilst also retaining a strong sense of local identity. To achieve this aim leaders and managers would work throughout the transition year to establish clear lines of accountability and responsibilities and will consult with staff, students and stakeholders to ensure an inclusive approach to implementing the shared vision and to develop the proposed Group and local ways of working.

The strategy would be to retain both Cheadle and Marple sites and, where possible grow the offer where the Group has the expertise, resources to ensure the retention of an excellent level of service provided to all students. Any planned changes in the curriculum offer will be well planned with staff and phased to ensure we maintain high outcomes.

Members made a number of proposals arising from the report as follows:

- Further work was needed around some of the proposals particularly with regard to the strategy statement.
- Key Priorities and how they tied in with Curriculum Planning and what will be the final curriculum offer needed further discussion and consideration.

The Principal (TTCG) suggested that it would be appropriate to organise a development day for members of both Boards of Corporations so that the issues raised could be developed further and the Vision, Values, Key Priorities and Strategy reviewed. The Principal further commented that given the very tight timeframe for merger this would need to be undertaken sooner rather than later.

After due discussion it was agreed that the Principal (TTCG) would organise a development day for members of both Boards of Corporations to address the issues highlighted in in the report and raised by members.

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It was also agreed that the outline Vision, Key Priorities be agreed in principle subject to further consideration as detailed.

Action: Principal (The Trafford College Group)

TB/06/20

Resources to Support Merger Proposal

The Principal (TTCG) commented that it would be helpful for the TB to give consideration to the resources that were needed to support the merger proposal, how the resources might be funded and the arrangements that would need to be put in place by both organisations.

The Principal further commented that it was important that each organisation identified a named person who would lead on the individual merger strands, that CAMSFC had the management capacity to support the merger process and that a Project Manager be appointed to project manage the merger.

The Chairperson commented that in order to deliver the merger the TB needed clarification from the ESFA as to what they are prepared to fund and when the funds would be available. He further commented that unless funds were made available very quickly then the merger date of 1 August 2020 would not be achievable.

The ESFA representative (ESFAR) commented that they would support the appointment of a Project Manager and the TB debated how this might be funded and how the appointment would be made. After discussion it was agreed that the funding for the appointment should be secured through the extraordinary support that is being made available to CAMSFC and that the Interim Finance Director (CAMSFC) should include the costs in the Colleges bid.

It was further agreed that the appointment should be made as soon as possible with the appointment being made by the Principal (TTCG) and the Acting Principal (CAMSFC).

Action: Interim Finance Director (CAMSFC)/ Principal (TTCG)/ Acting Principal (CAMSFC)

With regard to the funding support in general the ESFAR advised that he was not in a position to be able to provide details of the funding support or a definitive date for release of the funding but that the merger was supported at the highest governmental level. He further advised the TB of the process that needed to be undertaken including a detailed assessment of the validity of the funding request.

A member commented that this was a chicken and egg situation and unless the TB had surety around funding levels the process for the activities that needed to be undertaken would inevitably be delayed. The ESFAR noted the view and commented that it might be possible to look at a phased approach to funding release allowing earlier release of funds to deliver short term essentials.

It was agreed that he would explore this possibility and that managers would look at producing a schedule of pre-merger costs.

Action: Education Skills and Funding Agency Representative/ Finance Directors

A member commented that this must be a regular occurrence in a merger situation and the ESFAR commented that the ESFA as guardian of public money had to ensure that Colleges cannot afford the costs themselves.

The Principal TTCG commented that the merger Colleges could only go so far in the merger process until they need a guarantee of funding support to deliver the merger.

A member commented that given the position is it worth incurring risks before proceeding with the merger proposal at pace and asked what the closure costs of CAMSFC might be.

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The Principal TTCG reminded members of TTGG red risk and that the Group would not proceed with the merger if funding was not made available. The ESFAR commented that it was important that the ESFA were clear on what the funding requirement was and its justification.

The Transition Board also had a detailed discussion around the approach to Due Diligence. The Vice Principal Corporate Services & Planning advised that TTCG would be undertaking Due Diligences in respect of Finance, Legal and Curricular issues together with Infrastructure for Information Technology. It was also advised that a detailed property review of CAMSFC would need to be undertaken.

It was also advised that the CAMSFC approach to Due Diligence was due to be considered at its Board meeting on 6 February 2020 but that it was, for economic reasons, not likely to be as extensive as the TTCG undertakings. It was agreed that no Due Diligences would be undertaken until funding was in place but that the tender process for TTCG could commence forthwith.

Action: Vice Principal Corporate Services and Planning (The Trafford College Group)

The TB also had discussions around a number of other issues relating to the proposed merger including the following.

- Timelines. It was agreed that the merger date should be 1 August 2020 and that the merger implementation time line be amended accordingly.

Action: Director of Finance and Strategy (The Trafford College Group)

- Funding at CAMSFC to comply with Statutory Health and Safety requirements. The TB also had a detailed discussion around the merged estates strategy both medium and long term. In discussing this item the Principal TTCG undertook to liaise with her relevant Governmental contact to discuss the position.

Action: Principal (The Trafford College Group)

There were no other issues raised by members regarding this matter and it was agreed that the actions and discussions be noted.

TB/07/20

Transition and Merger Implementation Plan

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

The TB acknowledged that a lot of the issues contained within the TIMP had been discussed in detail on the previous agenda item and that the DFS would be updating the document accordingly.

However the TB did discuss a number of issues arising from the report as follows:

- The creation, operation and membership of a management driven Strategic Oversight Group which would meet on a weekly basis. The Principal TTCG advised that the TMIP needed sense checking and reviewing and that more detail needed to be added and that it was her intention to have it updated and accurate within 2 weeks. A member suggested that it might be helpful to update the TMIP on a weekly basis given the tight timeframe that the managers were required to work in and it would help in identifying risks. A member commented that his organisation could support this process at very low cost and help identify critical path and key dates and agreed to look at providing the support outlined.

Action: Member of the Board (GT) (CAMSFC)

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- It was agreed that the Governors Development Day should be included in the timetable.

Action Director of Finance and Strategy – The Trafford College Group

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

TB/08/20**Merger Risk Register**

The DFS presented a report which provide members with a copy of the merger risk log which identified 13 risks with 2 having a priority risk score of 9.

The TB discussed the Risk Log in detail and it was agreed that given the discussions around the unfunded upfront Project Costs then this risk should be increased to 9.

Action Director of Finance and Strategy – The Trafford College Group

It was further agreed that further discussions around risks should be held once the pre-merger funding position had been clarified.

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

TB/09/20**Any Other Business**

The CTB advised members that draft Heads of Terms were being drawn up by CAMSFC solicitors and would be presented to the Transition Board in due course.

Action: Clerk to the Transition Board**TB/10/20****Date of Next Meeting**

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

The meeting closed at 7.02 pm