

# CORPORATION OF DERBY COLLEGE



**Minutes of the meeting held in the Leesbrook Suite at Enterprise Park, Prince Charles Avenue campus on Monday, 10 March 2008 at 5.30 p.m.**

<b>MEMBERS OF THE CORPORATION PRESENT:</b>	Sean Bambrick	<u>Principal and Chief Executive</u>
	Jackie Beswarick	David Croll
	Bill Chaplin	
	Carol Dibbs	<u>Student Members</u>
	Richard Horsley	Claire Algar
	Debra Martin	
	Tim Park	<u>Staff Members</u>
	Chris Perkins, Chair	Kathy Corns (Non-Academic)
	Brian Powell, Vice-Chair	Phil Taylor (Academic)
	Tony Riley	
	Balbir Samra	
	Graham Schuhmacher	
Sushma Sehmbi		

**ALSO IN ATTENDANCE:** John Callaghan, Deputy Principal: Planning and Funding  
 David Coates, Clerk to the Corporation  
 Nigel Gell, Deputy Principal: Support and Environment  
 Jon Mold, Director of Finance  
 Heather Simcox, Senior Executive Assistant  
 Angela Toon, Deputy Principal: Delivery and Success

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36.	<b><u>COMMUNICATIONS FROM THE CHAIR</u></b>  The Chair confirmed the resignation of David Curtis, and the vacancy caused would be carried forward by the Search Committee in its review of the membership skills of the Board.		
37.	<b><u>DECLARATION OF INTERESTS IN ANY OF THE ITEMS ON THE AGENDA</u></b>  The Chair reminded those present to declare at the start of the meeting interests held in any matter to be discussed.  No interests were declared.		
38.	<b><u>WELCOME AND APOLOGIES FOR ABSENCE</u></b>  Apologies for absence had been received from Mike Foulds.  The meeting was confirmed to be quorate with 17 governors present at the start of the meeting.	Clerk	10 Mar.

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<p><b>39. <u>MINUTES</u></b></p> <p>AGREED that the Minutes of the meeting held on 10 December 2007 be confirmed as a correct record and signed by the Chair.</p>	Chair	10 Mar.
<p><b>40. <u>ACTIONS OUTSTANDING AND MATTERS ARISING</u></b></p> <p>There were no actions outstanding or matters arising from the Minutes of the last meeting.</p>		
<p><b>BUSINESS ITEMS</b></p>		
<p><b>41. <u>PRINCIPAL'S BRIEFING</u></b></p> <p>The Principal briefed the Board on the following matters.</p> <p>Communications from the LSC - the LSC had placed an advert for a regional chair and council members to join the new regional body. Governors were invited to contact the Principal for further details if they were interested in applying.</p> <p>Carter &amp; Carter PLC - it was understood that the receivers had been called in by the company, and the College intended to discuss with the LSC its interest in taking on provision from Carter &amp; Carter in areas where the College already had existing expertise.</p> <p>South East Derbyshire College was in the process of seeking potential merger partners, and had commissioned KPMG to carry out a strategic options review. The outcome of the review had identified two possible merger partners, Derby College and the University of Derby, and the College had been approached by South East Derbyshire College to give a presentation to their senior management team and Governors on the benefits of merger with Derby College. There followed an in depth discussion by Governors of the benefits and disadvantages of merger with South East Derbyshire, and the complexities caused by the poor financial health of that College, its low levels of student success rates, and the risks to Derby College of taking on this provision. The overall conclusion of discussions was that a merger with South East Derbyshire College would not serve the best interests of Derby College's current and future students, staff and other stakeholders at this point in time.</p> <p>AGREED that:-</p> <ol style="list-style-type: none"> <li>a. the Principal's report in relation to the LSC and Carter &amp; Carter PLC be received and noted; and</li> <li>b. (by a unanimous vote in favour) Derby College</li> </ol>		

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should not proceed further in exploring a merger with South East Derbyshire College given the complexities underpinning their current position, and that a merger with the College will not serve the best interests of Derby College's current and future students, staff and other stakeholders.

*Note: Richard Horsley left the meeting at the end of this item and the meeting remained quorate with 16 members present.*

**42. CHANGES TO THE INSTRUMENT AND ARTICLES OF GOVERNMENT**

The Clerk to the Corporation presented a report explaining to Governors the changes introduced by the DIUS for the governance of colleges, effective from 1 January 2008. The key points noted were the simplification for colleges of the membership categories for governing bodies, the requirement for at least two student governors on college corporations, the release of more information on the college's website about the governance of the organisation, new duties for the corporation to periodically review the college's mission and improve the institutions quality strategy, and changes to the provisions relating to the dismissal, discipline and grievance for senior postholders.

Membership of the Corporation already included two Student Governors. The Corporation had in place a website displaying the work of the governing body which also fully met the requirements of the new provisions. The Corporation's procedures for discipline and grievance relating to senior postholders would be reviewed in light of the changes in the coming months, and there would be consultation with the respective postholders.

Each member of the governing body had been provided with a copy of the new Instrument and Articles for reference.

AGREED that:-

- a. the modified Instrument & Articles of Government issued by DIUS, effective from 1 January 2008 be received and accepted; and
- b. in line with the new arrangements, membership numbers of the Corporation be determined as follows:
  - 15 "independent members"
  - 2 student members
  - 2 staff members
  - the Principal and Chief Executive

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43.	<p><b><u>GOVERNANCE SELF-EVALUATION REPORT FOR 2006-2007</u></b></p> <p>The Corporation discussed the report compiled using data from the online survey of Governors and senior staff completed in November and December 2007. The report reflected on the year, 2006-2007, and had prepared the governing body for the questions asked during inspection.</p> <p>AGREED that the Corporation self-evaluation report for 2006-2007 be approved for publication.</p>		
44.	<p><b><u>COMMITTEE MEMBERSHIPS</u></b></p> <p>NOTED the list of committee memberships, the vacancies caused by the resignation of David Curtis, and the intention to fill the vacancies at the next meeting.</p>		
45.	<p><b><u>MANAGEMENT ACCOUNTS, 1 AUGUST 2007 – 31 JANUARY 2008</u></b></p> <p>The Corporation received the management accounts for the first quarter at 31 January 2008. The current forecast position for the year was £205k surplus. The surplus included £700k income due to the treatment of the Roundhouse land valuation. Focusing on the core operating position, the Corporation was briefed on a number of factors which impacted on the forecast position, and the management actions being undertaken to ensure that the surplus position forecast was maintained.</p> <p>Governors were advised that the profile of cash payments to support the capital project were in line with expectations and the debt position was under control.</p> <p>AGREED that the management accounts for January 2008 be received and accepted.</p>		
46.	<p><b><u>REVISED COLLEGE/COMPANY MEMORANDA OF UNDERSTANDING FOR CORPORATE COLLEGE LTD. AND MACKWORTH BUSINESS SERVICES LTD.</u></b></p> <p>AGREED that the amendments to the College/Company Memorandum of Understanding for Corporate College Ltd, and Mackworth Business Services Ltd. be approved</p>		
47.	<p><b><u>PROPERTY STRATEGY - UPDATE</u></b></p> <p>The Deputy Principal gave a presentation and showed a promotional film, on the programme of works to redevelop the Roundhouse. The programme at the Roundhouse was running to</p>		

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schedule, and there were no major areas of concern at this stage. The promotional film depicted images of the vision for when the new buildings were opened.

Governors were also briefed on progress in relation to the extension at the Joseph Wright Centre which was nearing completion, and the work currently being undertaken to complete a master planning exercise in relation to Broomfield Hall which would be the subject for discussion at future meetings.

AGREED that the progress update in relation to the Roundhouse, the Joseph Wright Centre and Broomfield Hall be received and noted.

*Note: Phil Taylor left the meeting at the end of this item and the meeting remained quorate with 15 members present.*

**48. POST-INSPECTION ACTION PLAN**

The Board received and approved the Quality Improvement and Post Inspection Action Plan which both identified the issues raised at inspection and the College's continuing drive for improvement generally.

Governors welcomed the action plan which was comprehensive in nature, and would receive further update reports at future meetings following review by the Quality and Standards Committee.

AGREED that the Quality Improvement and Post Inspection Action Plan be received and approved.

**49. LSC PROVIDER FINANCIAL ASSURANCE REPORT AND MANAGEMENT ACTION PLAN ON THE REVIEW OF THE SOUNDNESS, OPERATION AND EFFECTIVENESS OF THE FINANCIAL MANAGEMENT AND GOVERNANCE FRAMEWORKS AT DERBY COLLEGE**

The Board received and noted the detailed report of the LSC Financial Provider Assurance review undertaken at the time of inspection. The recommendations contained in the report and the management responses were reviewed and accepted. The matter of the Finance and Resources Committee's workload had been discussed by the Committee and the Committee had recorded that it felt the current arrangements were working satisfactorily and no changes were required. The workload of the Finance and Resources Committee reflected the College's projects and ambitions for its property development and the need for ongoing financial oversight of the project as they were implemented.

AGREED that the report of the LSC Provider Financial Assurance team be received and accepted.

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**50. FEES POLICY FOR 2008-2009**

The meeting received a detailed report assessing the fees policy for the forthcoming year 2008-2009, and noted the lack of flexibility within the policy for the increase in fees assumed by the LSC.

AGREED that the Fees Policy for 2008-2009 be approved.

**51. HEALTH AND SAFETY POLICIES**

AGREED that the proposed amendments to the College's First Aid at Work Policy and the Health and Safety Risk Assessment policy be approved.

**OTHER ITEMS**

**52. FEEDBACK FROM THE SEARCH COMMITTEE**

The Corporation was briefed by the Chair on discussions which had been held by the Search Committee at its meeting earlier in the day. The Committee proposed the nomination of Councillor Hardyal Dhindsa to the Board as replacement for Councillor Sara Bolton who had stepped down earlier in the year.

The Committee had continued its discussions on the succession planning arrangements caused by the 8-year rule, with a number of Governor retirements due at the end of 2009. The Committee proposed to recommend to the Corporation the removal of the 8-year rule, but at the same time wished to underpin this with processes for greater rigour and self regulation in the re-appointment process of Governors based on merit and appraisal. The Clerk had been asked to prepare a report on the proposal for the next meeting of the Corporation.

Clerk

May  
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The Committee had also considered the formation of two new Strategy Groups for Enterprise and Academies to be chaired by Richard Horsley and Graham Schumacher respectively.

AGREED that:-

- a. Councillor Hardyal Dhindsa be appointed to the Corporation as a member nominated on behalf of Derby City Council from 1 May 2008 for a period of 4 years, subject to him being re-elected in the May Council elections; and
- b. two new strategy groups for Enterprise and Academies be formed, chaired by Richard Horsley and Graham Schuhmacher respectively, and Governors be invited to put themselves forward for

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membership of these bodies.

**53. MINUTES OF COMMITTEES AND STRATEGY GROUPS**

The Corporation received and NOTED the minutes of the following committees and strategy groups:

- a. Corporate College Limited – 5 December 2007
- b. Mackworth Business Services Limited – 5 December 2007
- c. Property Strategy Group – 21 January 2008
- d. HR Strategy Group – 11 February 2008
- e. Student Forum – 22 February 2008
- f. Quality & Standards Committee – 27 February 2008
- g. Finance & Resources Committee – 25 February 2008
- h. College Health & Safety Committee – 29 February 2008

**54. ANY OTHER ITEMS OF URGENT BUSINESS**

**Date of Next Meeting**

Monday 19 May 2008 at 5.30 p.m.

There were no further items of other business.

**CONFIDENTIAL ITEMS**

(Note: the remaining Staff and Student Governors and members of College management were asked to leave the meeting which remained quorate with 13 governors present). There are no separate confidential minutes of the following matters.

**55. MINUTES**

AGREED that the Confidential Minutes of the meeting held on 10 December 2007 be confirmed as a correct record and signed by the Chair.

Chair

10 Mar.

**56. MINUTES AND RECOMMENDATIONS OF THE FINANCE AND RESOURCES COMMITTEE ON PROPOSED CHANGES TO SENIOR POST HOLDERS' RESPONSIBILITIES**

AGREED that:-

- a. confidential minutes of the meeting of the Finance and Resources Committee on 25 February 2008 be received and noted; and
- b. with immediate effect, the Principal's proposals to redesignate the senior postholders responsibilities be approved such that Angela Toon becomes responsible for Employer Responsiveness and Business Development, and John Callaghan responsible for Delivery and Success.

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There being no further business, the Chair thanked everyone for their attendance and participation and closed the meeting.

The meeting ended at 7.35 p.m.



D M COATES  
Clerk to the Corporation

Signed as a correct record on Monday, 19 May 2008

..... Chair