



**MINUTES OF THE CORPORATION MEETING HELD ON 21 OCTOBER 2019
AT 5.00 PM IN THE CARRIAGE SHOP AT THE ROUNDHOUSE**

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**MINUTES OF THE CORPORATION MEETING HELD ON MONDAY
21 OCTOBER 2019 AT 5.00 PM IN THE CARRIAGE SHOP AT THE ROUNDHOUSE**

Present: Janet Morgan (Chair), John Clay, Andrew Cochrane, Phil Dover, Sagar Johnson, Martyn Marples, Graham Schuhmacher, Kevin Slack, Mandie Stravino

In attendance: Richard Eaton, April Hayhurst, Kate Martin, Heather Simcox, Pam Stanley (Minute number 85/18-19 only), Rose Matthews (Clerk)

PART ONE - GENERAL MINUTES	Action	Date
01/19-20 WELCOME AND INTRODUCTIONS The Chair welcomed John Clay, the new Staff Governor and introductions were carried out. Resignations had been received from Jack Atwal and Pete Lewis' tenure had reached its end.		
02/19-20 APOLOGIES FOR ABSENCE Apologies for absence were received and accepted from Sue Bradley, Hazel Clint and Mike Kapur and Michael Ford.		
03/19-20 DECLARATIONS OF INTEREST, CONFIRMATION OF ELIGIBILITY AND QUORUM All members were eligible and the meeting was quorate. Janet Morgan declared the HMRC work Smith Cooper, a company she was a partner of, had been involved in, however, she was not directly involved. Andrew Cochrane declared a company he was Chairman of, Flint Bishop had provided employment and contracts advice for the Group. He was not directly involved.		
04/19-20 MINUTES OF THE PREVIOUS MEETING RESOLVED: The minutes of the meeting held on 15 July 2019 were formally approved and signed as a true and accurate record.		
05/19-20 MATTERS ARISING There were no matters arising.		
06/19-20 HEALTH, SAFETY AND ENVIRONMENT STATUS REPORT The Environmental Compliance Manager attended the meeting and presented the Health, Safety and Environment Status Report,		

summarising achievement towards KPIs, compliance, reporting and effectiveness across the Group in headline areas.

The report highlighted a new item on the Health and Safety Risk Register - repair work required to the roof of Round at the Roundhouse, which the Estates Department were leading on. Governors questioned the cost of the repairs but were assured they were not significant.

07/19-20 OUTCOMES AND ENROLMENT

Outcomes

The Deputy Chief Executive and Vice Principal jointly presented the end of year outcomes (2018-19) and enrolment information for the year ahead (2019-20).

Headline outcomes were presented for the different age groups, including the value added and progress measures.

GCSE English and Maths high grades were well above provider group average but falling short against previous years' outcomes.

Governors discussed, in particular, the 16-18 retention figures. The Vice Principal explained that these were two-year linear programmes, learners that were shown as non-retained were still in College, but had dropped a subject and were in both sets of data.

Focus was on the two-year programme. Strategies were in place to ensure students were clear of the expectations and there was an increased focus on mock exams and resilience among the students. Graham Schuhmacher asked that further analysis be presented to the next Standards Committee.

Andrew Cochrane reflected it was explainable and the Executive were taking action. An action plan was in place, this was not down to any one thing, but there was a direct correlation between attendance and grades.

Enrolment

Enrolment figures were reported for 14-16, 16-19 and Higher Education. All of these areas showed an increase for 19-20, which was pleasing to note in the context of the continued demographic decline within the catchment area for the Group, which has continued over the past five years.

The numbers for those required to resit GCSE English and maths when commencing their studies at the College had also increased, with maths rising significantly.

08/19-20 SELF ASSESSMENT ON GOVERNANCE

The Deputy Principal led a self-assessment session, where Members were asked to assess the quality of Leadership and Management against the Education Inspection Framework, alongside the Early Years, Social Care and OFS inspection criteria.

This would feed into the Group's overall SAR and governance action plan.

KM

3/12/19

09/19-20 FINANCE OVERVIEW

Members were updated on the financial position of the Group, covering the cash position at the end of July.

A key change was a reduction in the forecast EBITDA, which had meant a reduced score on the ESFA’s Financial Health Matrix for EBITDA – however the overall score remained good. However, the Group still end a strong cash position.

The financial audit was substantially complete with no material adjustments.

The ESFA funding audit was now complete with no clawback and no significant amendments in terms of funding.

The Chair of Audit noted the interest charges had increased and asked the CFO to look into the increase.

RE 16/12/19

The pension adjustment needed finalising with the actuaries. An update should be provided within the financial statements.

Graham Schuhmacher questioned the apprenticeships that didn’t come in on time, it was noted there would be no financial benefit in 19-20.

The Chair questioned if this had any knock-on effect with the Group’s performance measures. It was noted the ESFA were reviewing their ratings for financial health.

The ESFA required a financial record to be submitted at the end of December and as part of the new regime commencing in January they would require a monthly cashflow for every college, to help them identify any issues early.

As part of the capital programme a bid was submitted for T Level capital funding which would require match funding. This will be discussed in more detail at the next Finance Committee.

A report had been circulated remotely to approve the tender process to renew the current outsourced catering contract. Questions had been raised outside of the meeting and members were satisfied with the response provided.

APPROVED: Members approved the tender process to renew the current outsourced catering contract.

10/19-20 SUBCONTRACTING

An annual report on sub-contracting provision was presented to the Corporation which outlined the impact on outcomes, funding and finance for the partner performance in 2018-19.

Members were reminded of the final year end allocation up to July 2019 and performance against budget. The budget allocation for 2019-20 was summarised.

Members were asked to approve a contract with FMBS, who were a subsidiary of ICCA Holdings (the parent company of ICCA ETS, the Group’s Internal Auditors), and were carrying out the sub-contracted provision for the Greater London Authority.

Partner quality performance was shared with outcomes still actively being pursued as some learners had end dates in late July and as such were not reflected in the data. Overall achievement to R12 showed an increase on the previous year, but timely achievement showed a small decline.

Observations, learner survey results, levy partnerships were also discussed.

The report also responded to the letter from Eileen Milner, Chief Executive of the ESFA. The letter advised more rigorous examination of sub-contracting data and arrangements would take place and Members were asked to confirm the arrangements met the ESFA requirements.

Members were satisfied through the information presented the organisation met the requirements and agreed to positively confirm by 1 November.

11/19-20 REPORT FROM THE AUDIT COMMITTEE HELD ON 18 JUNE 2019

The Audit Committee Chair provided a report from the meeting held on 24 September 2019.

Internal Auditors, ICCA had presented their Annual Internal Audit Report for 2018-19 to the Committee, which provided reasonable assurance the controls were operating adequately and effectively.

The Funding Audit had been carried out by the ESFA and the Management Letter would be presented at the next Audit Committee meeting.

The External Auditors did attend the meeting and adherence to timelines was stressed.

The Internal Audit Plan and Strategy for 2019-20 was recommended by the Committee for Corporation approval, on the understanding that the new CFO would have the opportunity to revise should any matters occur in year.

RESOLVED: The Corporation resolved to approve the Internal Audit Plan and Strategy for 2019-20.

An annual review of the Terms of Reference was carried out. As Audit Committee is independent it should appoint its own Chair.

RESOLVED: The updated Terms of Reference were approved.

12/19-20 REPORT FROM THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 27 SEPTEMBER 2019

The Chair discussed a proposal to introduce local education boards – local governing boards focussing on outcomes and teaching and learning at each site. This would involve a pilot with JWC and Broomfield Hall. It is intended each Board would consist of a Governor who would Chair the meeting and act as the Link Governor for that area. They would report directly into the Corporation.

The Committee recommended the appointment of Alan Brady, former Head of Woodlands School as Chair of the JWC Board. It was

proposed Heather Dixon of Geldards also be recommended to join the local board.

RESOLVED: The Corporation approved the recommendation the Search and Governance Committee to appoint Alan Brady as a Governor and Heather Dixon as a local education board member.

Mike Kapur and Martyn Marples' terms were recommended for a further two years.

RESOLVED: The Corporation approved the reappointment of Martyn Marples and Mike Kapur for a further two years.

An annual review of the Committee's Terms of Reference had taken place. Only terminology changes were made.

RESOLVED: The Corporation approved the recommendation of the Search and Governance Committee and accepted the revision to the Terms of Reference.

The Chair announced the departure of Jack Atwal and Peter Lewis from the Board and the proposed appointment of Stuart Ellis, Chief Engineer of Rolls-Royce, alongside that of Alan Brady.

RESOLVED: The Corporation approved the recommendation to appoint Stuart Ellis, Chief Engineer to the Corporation.

The Committee had reviewed attendance data for the year and recommended the Corporation retain the 80% attendance target for meetings.

RESOLVED: The Corporation approved the retention of the 80% attendance target for meetings.

A review of the Corporation Code of Conduct had taken place in line with advisory guidance from Eversheds. Andrew Cochrane advised governors should sign the code. Mike Kapur had indicated via e-mail that a paragraph be added to include views expressed on social media platforms. The Clerk would revise accordingly

RESOLVED: Subject to the changes outlined, the Corporation approved the updated Code of Conduct.

To align with recommended practice, the Data Protection Officer had produced a separate privacy notice for governors. This had been fully reviewed by the legal team and the Data Protection Officer and had been presented to members for information.

It was noted the Committee was not quorate due to of the resignation of Jack Atwal and another member needed to be sought.

13/19-20 EXPRESSIONS OF INTEREST FOR VICE CHAIR

Expressions of interest were sought for Vice Chair following the departure of Jack Atwal. Any interested member was asked to contact the Clerk.

14/19-20 AGREE LINK GOVERNORS

Link governors for the new academic year were discussed and **agreed** as follows:

- Safeguarding Link – Sue Bradley
- Broomfield Link – Sue Bradley
- Higher Education Link – Phil Dover
- Joseph Wright Centre Link – Alan Brady
- Apprenticeship Link – Graham Schuhmacher
- Health and Safety Link – Hazel Clint

15/19-20 NOTE CHAIR AND MEMBERSHIP OF THE AUDIT COMMITTEE

The Audit Committee appointed Kevin Slack to remain as Chair for the forthcoming year and membership to consist of Hazel Clint, Mike Kapur and co-opted Governor, Rosslyn Green.

16/19-20 AGREE CHAIR AND MEMBERSHIP OF THE STANDARDS COMMITTEE

APPROVED: The Chair of Standards Committee was agreed as Phil Dover.

APPROVED: Committee membership consisted of Phil Dover, Janet Morgan, Graham Schuhmacher, Mandie Stravino, Sue Bradley, John Clay and Sagar Johnson.

17/19-20 AGREE CHAIR AND MEMBERSHIP OF THE SEARCH AND GOVERNANCE COMMITTEE

APPROVED: The Chair of Search and Governance Committee was agreed as Janet Morgan.

APPROVED: Committee membership consisted Janet Morgan, Mandie Stravino and Andrew Cochrane.

18/19-20 AGREE CHAIR AND MEMBERSHIP OF THE REMUNERATION COMMITTEE

APPROVED: The Chair of Remuneration Committee was agreed as Kevin Slack.

APPROVED: Committee membership consisted Janet Morgan, Kevin Slack and Phil Dover.

19/19-20 AGREE CHAIR AND MEMBERSHIP OF THE FINANCE COMMITTEE

APPROVED: The Chair of Finance Committee was agreed as Janet Morgan.

APPROVED: Committee membership consisted Janet Morgan, Mandie Stravino and Martyn Marples.

**20/19-20 CLERKS UPDATE
ESFA LETTER RE COLLEGE GOVERNANCE AND OVERSIGHT**

Members were informed Eileen Milner, CEO of the ESFA had written to Corporation chairs with recommended practice in relation to oversight of proper use of public funds.

The Clerk presented evidence from current practice against each statement along with recommended improvements.

She asked for feedback from members on the open and collaborative working section indicating if governors were satisfied with the current practice and adhered to the statements. Members agreed to e-mail the clerk with any exceptions.

The Clerk provided a summary of the recent Clerks' Network and a general governance update.

21/19-20 POLICIES

The Corporation had received the following policies for remote for approval which were recommended by the Standards Committee:

- Student Financial Support Policy
- Student Voice Policy
- Performance Management Policy
- Little Explorers Safeguarding Policy
- Safeguarding Policy
- Admissions Policy
- Positive Behaviour Policy
- Grievance Policy

The following policies were recommended by the Search and Governance Committee:

- Conflict of Interest Policy
- Code of Conduct

APPROVED: The Corporation ratified all the aforementioned policies.

The meeting finished at 7.15 pm

Signed: _____ Date: _____