



GOVERNING BODY

Minutes of Meeting on Tuesday 30 October 2018

Present:	Mr J Kirk (<i>Chair</i>)	Chair of Governors
	Mr J Bagley	Principal
	Ms N Cuffy	Governor
	Ms P Hamer	Staff Governor
	Mr S Holderness	Vice-Chair of Governors
	Mr S Lodhi	Staff Governor
	Ms J Rossa	Governor
	Mr N Smith	Governor (<i>from Item 2</i>)
In Attendance:	Mr H Ravat	Vice-Principal
	Mr R Mansfield	Clerk

Ref.		Action
B/18/31	<p>Item 1 – Attendance and Membership Matters:</p> <p><i>1.1 Apologies for Absence</i> John Kirk welcomed to the meeting Shez Lodhi, recently elected teaching staff governor, and Nathan Smith, initially as an observer. Those present introduced themselves. Apologies for absence were received from Harnish Hadani, Riyaz Laher and Ozlinah Moyo. The meeting was declared quorate.</p> <p><i>1.2 Declarations of Interest in Agenda Items</i> There were no declarations of interest in agenda items.</p> <p><i>Nathan Smith withdrew from the meeting.</i></p> <p><i>1.3 Governor Vacancies</i> Robert Mansfield reported that the Search and Remuneration Committee had met shortly before the present meeting of the Board and had recommended that Nathan Smith should be appointed as a College Governor and a member of the Audit Committee. Nathan Smith was a former Student Governor, who had served with distinction, and was now interested in</p>	

rejoining the Board. The Committee had taken into account that his appointment was supported by Ian Mattioli (now a member of the board of WQE and Regent College) and that Nathan Smith's mother and sister were employed by the College, and had been satisfied that any associated potential conflicts of interest were manageable. The meeting considered these points and endorsed the recommendation. *(Nathan Smith rejoined the meeting.)*

John Kirk congratulated Nathan Smith upon his appointment as a governor and member of the Audit Committee. Nathan Smith undertook to respect the confidence expected of him. Robert Mansfield advised the meeting that he was currently in discussion with Nicola Martin about the arrangements for electing another student governor. Once this had been done the strength of the Board would have risen to 13, with three remaining vacancies.

The meeting appointed Nathan Smith to serve as a College Governor and member of the Audit Committee for a term of four years ending 31 October 2022.

B/18/32 Item 2 – Minutes of the Previous Meeting and Matters Arising:

2.1 Minutes of Meeting on 3 July 2018

The minutes of the meeting on 3 July 2018 were accepted as an accurate record and were duly signed by John Kirk.

2.2 Matters Arising from the Minutes

Actions listed in the minutes had been taken as stipulated.

B/18/33 Item 3 – Principal's Report:

3.1 Examination Results Summer 2018 - Headlines

James Bagley presented the headlines of the results of the summer examinations. These had significantly improved in all areas in respect of achievement, value added and high grades. He recorded his thanks to all staff involved in teaching and learning and in tracking student performance and he was satisfied that the College now had appropriate arrangements in place. There were concerns about results for some A2 courses, though these results were attributable to a residual cohort with low expectations and prior achievement. The results for GCSE English and Mathematics were especially pleasing; they had been achieved without removing any students wishing to take these examinations. At level 2 pass rates were above national benchmarks and the percentage of high grades had significantly improved. Results for vocational level 1 students were in the upper quartile nationally.

Steve Holderness asked how the College's results compared locally. James Bagley replied that the relevant data would not be available until late January 2019 at the earliest. He then summarised the results in terms of value added, highlighting courses of particular strength and those requiring further improvement. In answer to Jackie Rossa he said that the largest underperforming cohorts were in Mathematics and Psychology. Some relatively poorly performing courses had since been discontinued.

The meeting received this report.

3.2 Recruitment 2018/2019

James Bagley reported that enrolment figures for the current academic year were just over 200 below the level sought. The previous 'Inadequate' OfSTED inspection grade had depressed the number of applications at a critical time, although the conversion rate for the applications received had improved. The merger of WQE and Regent Colleges and their enrolment strategy had had an adverse impact, virtually eliminating and reversing the customary flow of late enrolments to the College. Jackie Rossa asked whether the College's stricter enrolment criteria had also affected enrolments. James Bagley said that the impact of this had been felt mostly in the previous year. The discontinuation of a few courses was no doubt a contributory factor. However the College had retained some small courses in the interests of the progression of existing students. The financial impact of the shortfall in recruitment would be serious, but because of the lag in funding the College had a year's 'breathing space' in which to make the changes needed.

The meeting received this report.

3.3 Structure and Prospects Appraisal

James Bagley said that a preliminary approach had already been made to the Education and Skills Funding Agency (ESFA) and the FE Commissioner's Office in the light of the funding outlook. They could provide an expert external view of the potential ways forward for the College and would not charge for their services.

Robert Mansfield explained the steps so far taken and the process involved in initiating a Structure and Prospects Appraisal (SPA). Recent events meant that some form of structural change was necessary to assure continuity of the College's provision. By acting now, the Board would be an active and influential partner in the process. The Board and the College lacked the resources to be able to undertake the review without external help. It was important to be able to

respond quickly to an invitation from the FE Commissioner, if this was forthcoming.

John Kirk said that the representatives of the FE Commissioner's office who had undertaken a recent diagnostic visit had a deep understanding of the College and recognized the importance of sustaining its 'brand'. They were likely themselves to undertake the SPA, and enjoyed a high level of trust. They had been impressed in recent discussions by the grasp displayed of the College's situation and the quality of its financial projections.

There was a wide-ranging discussion on this matter, with general welcome for the prospect of free external expert assistance, and some reservation about the level of choice that the Board might in fact be able to exercise regarding the options identified. It was recognized that the duty of the governors was to act in the best interests of present and future students. Nelista Cuffy then proposed and Jackie Rossa seconded a proposal to endorse the actions proposed in the Principal's Report, section 3.3. These actions were endorsed *nem. con.* with Steve Holderness abstaining.

The Board resolved to endorse Chair's Action to initiate an FE Commissioner led SPA, should an invitation to do so be received in the light of the report based on the diagnostic visit in October 2018. The Board also endorsed the statement of preference set out in the Principal's Report.

B/18/34 Item 4 – Student Issues:

4.1 Matters of Interest and Concern to Students

In the absence of the student governor, there was nothing to report. Robert Mansfield noted that the attendance of student governors at meetings of the Board had recently been disappointing. He would ensure that more emphasis was placed upon the importance of this aspect of the role in the forthcoming selection process. Nathan Smith offered to talk to any student considering becoming a student governor.

The meeting noted this oral report.

B/18/35 Item 5 – Estates, Finance and Staffing Issues:

5.1 Minutes of the Finance, Staffing & General Purposes Committee 18 October 2018

Steve Holderness presented the headlines of the draft minutes of the meeting of the Finance, Staffing & General Purposes Committee on 18 October 2018. He began by acknowledging the efforts and successes of staff in delivering the previous year's educational and financial outcomes. James Bagley said that he had very recently thanked all staff

on behalf of the Board. John Kirk requested that the appreciation of the Board should be recorded in the minutes. Steve Holderness reported that the fall in enrolments would make the current academic year financially challenging. The Committee had requested a review of the budget and financial plan. It would be important to maintain the confidence of staff while making necessary changes. The Committee had requested an analysis of the underlying reasons (and their significances) for the fall in recruitment, not as a 'witch hunt' but in order to ensure that future action was based on an accurate understanding. He instanced various possible causes. Nelista Cuffy said that she understood that some other colleges had begun enrolling students earlier. After discussion it was concluded rather that some colleges might have begun interviews earlier. John Kirk said that his own observations had shown the College's enrolment process working very smoothly. James Bagley reported that conclusions from the induction survey had been very positive, with the College's results mostly in the top quartile nationally. It was agreed that the requested analysis should be presented to the Board at its next meeting, as there would be little opportunity to consider this at the next meeting of the Finance, Staffing & General Purposes Committee. Nelista Cuffy said that she was also concerned that the College was at a disadvantage regarding travel-to-learn. John Kirk said that the College undertook a transport survey. James Bagley said that the College was focusing its marketing on areas where recruitment was strongest. Nathan Smith asked whether the College showed enough in schools of what it did. James Bagley said more needed to be done. Nathan Smith described Mattioli Woods' approach to recruiting apprentices.

The meeting received the minutes of the Finance, Staffing & General Purposes Committee.

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5.2 Learner Numbers and Funding 2018/2019

Hamid Ravat presented the learner numbers and funding report. This had largely been covered under preceding items. The roll currently stood at 1203. The report indicated the likely level of funding in 2019/2020. John Kirk advised that the College was not eligible to apply for emergency funding.

The meeting received the report.

5.3 Loan Covenants Review

Hamid Ravat reported that the College remained compliant with all its loan covenants. There was however a risk that it would breach the covenant relating to operating cash flow in 2020. The ESFA was aware of this risk. He planned to meet

shortly with Lloyds Bank to discuss the situation with the aim of mitigating adverse changes to the terms of the loan.

The meeting received this report.

5.4 Annual Health & Safety Report 2017/2018

Hamid Ravat presented the annual health and safety report for the preceding academic year. This had been considered by the Finance, Staffing & General Purposes Committee. The College had in place an effective health and safety management framework. The report provided a summary of accident data, provision of first aid, safety arrangements for minibus trips, compliance with fire regulations and specialist staffing including external specialist advice. Hamid Ravat advised Nelista Cuffy that the College's responses to emergencies were set out in the Emergencies and Disaster Recovery Plan.

The meeting received the report.

5.5 Annual Human Resources Management Report 2017/2018

Hamid Ravat presented the annual human resources management report for 2017/2018. This had been considered in depth by the Finance, Staffing & General Purposes Committee. He outlined the contents of the report and the headlines. An additional section on professional development had been added to the report.

The Board unanimously approved the budget.

B/18/36 **Item 6 – Admissions and Marketing Issues:**

6.1 Marketing Plan 2018/2019

James Bagley presented the marketing action plan. Instead of being 'rolled over' from the plan for the preceding year, this was focused upon three key areas: raising the College's profile, improving processes and making effective and efficient use of resources. He provided an overview of the actions taken and in hand. Shez Lodhi said that staff supported the plan and needed to be allowed time in which to undertake promotional activity. James Bagley thanked him for this suggestion.

The meeting received the marketing plan.

B/18/37 **Item 7 – Governance Issues:**

7.1 College Mission Vision and Values

James Bagley presented the proposed mission vision and values. These had been further refined in the light of

comments received since the previous meeting of the Board. It was noted that the word 'that' should be added to the end of the second line of text.

Subject to the small amendment noted above the meeting endorsed the mission vision and values.

7.2 Governors' Attendance 2017/2018

Robert Mansfield presented an analysis of governors' attendance at meetings in 2017/2018. This was in aggregate just over the target of 75%, though slightly below the level attained in the preceding year. He congratulated those with particularly high attendances. The poorest attendances had been those of some external governors in full-time employment, of whom Ralph Wood had subsequently resigned. The attendances of the student governors had also been disappointing.

The meeting received the governors' attendance report.

7.3 Compliance with the Code of Good Governance for English Colleges

Robert Mansfield presented the text to be included in the College's Annual Report for 2017/2018 regarding the College's compliance with the Code for Good Governance in English Colleges. This was based upon a full analysis considered by the Search and Remuneration Committee. The text noted that the Corporation had made good progress in strengthening aspects of governance previously reported as in need of improvement – not because they had been omitted, but because inspection results had called into question their effectiveness. He advised the meeting that the College was awaiting advice from the Sixth Form Colleges Association whether in future it should be reporting on compliance with other available codes.

The meeting received this report.

7.4 Minutes of the Audit Committee 9 October 2018

In the absence of Harnish Hadani Robert Mansfield presented the minutes of the meeting of the Audit Committee on 9 October 2018. The major items of business were on the agenda of the present meeting.

The meeting received the minutes of the Audit Committee.

7.5 Annual Internal Audit Report 2017/2018

Hamid Ravat presented the annual internal audit report for 2017/2018. This contained the opinion of the internal auditors that they could provide reasonable assurance that the

College's governance, risk management and systems of internal control were operating adequately and effectively.

The meeting received the annual internal audit report.

7.6 Annual Report of the Audit Committee 2017/2018

In the absence of Harnish Hadani, Robert Mansfield presented the annual report of the Audit Committee for 2017/2018. The report was a factual account of the membership, meetings, terms of reference, activities and performance of the Committee against its targets. In the opinion of the Committee the College's framework of assurance, including its internal control, risk management and governance processes, remained adequate and effective.

The meeting received the annual report of the Audit Committee.

7.7 Risk Register 'hot spots'

Robert Mansfield presented the list of the risks in the risk register with residual scores of 15 or more. Two new risks now featured in the list: competitors' marketing strategies and failures to recruit to ESFA targets. The remaining items were much as previously reported.

The meeting received the report.

7.8 Bursary Discretionary Fund Policy

Hamid Ravat presented the bursary discretionary fund policy. This had been subject to no material change. Nelista Cuffy asked how the policy applied to overseas students, some of whom might well not have supporting documentation. Hamid Ravat said that some overseas students (such as those who were looked after) fell within the scope of the guaranteed bursary.

The meeting endorsed the bursary discretionary fund policy.

7.9 Public Access and Confidentiality Policy

Robert Mansfield presented the public access and confidentiality policy. After reviewing the policy, he had found no reason to amend it.

The meeting endorsed the public access and confidentiality policy without amendment.

7.10 Annual IT Security Report 2017/2018

Hamid Ravat presented the annual IT security report for 2017/2018. The report had been scrutinized by the Finance, Staffing & General Purposes Committee. The report outlined the key IT security protocols to safeguard the College's IT systems and infrastructure. Steve Holderness noted that there

had been an outage lasting three to four days. This would have been unacceptable in the context of business. Shez Lodhi advised the meeting that in schools a single outage of this duration in the course of a year would be considered outstanding. Steve Holderness asked about the security of personal data. Hamid Ravat said that this was very strictly controlled. Nelista Cuffy asked how many IT staff were employed by the College. Hamid Ravat replied that the College employed three IT specialists and drew also upon the support of its external providers, such as JISC.

The meeting received the paper.

B/18/38 Item 8 – Date and Time of Next Meeting:

The date and time of the next meeting were confirmed as Tuesday 18 December 2018 at 5.30 p.m. at the College.

B/18/39 Item 9 – Any Other Business:

There was no other business.

The Staff Governors and Hamid Ravat then left the meeting prior to consideration of the confidential items (see below).

B/18/40 Item 10 – Confidential Items:

10.1 Minutes of Confidential Session 3 July 2018

The meeting received the minutes of the confidential session.

10.2 Minutes of the Search & Remuneration Committee 3 July 2018

The meeting received the minutes of the Search & Remuneration Committee.

10.3 Minutes of the Search & Remuneration Committee 6 September 2018

The meeting received the minutes of the Search & Remuneration Committee.

10.3.1 Governor Appointment Process

Robert Mansfield presented a paper considered and commended by the Search and Remuneration Committee. The paper updated the process for appointing governors. The only change of significance was to reduce the tenure of student governors to one year.

The meeting endorsed the governor appointment process.