



**Minutes of the Meeting of the Corporation, held on Monday 11 December 2017, 5.00pm
at the Holiday Inn, Stratford.**

(The Corporation Meeting was preceded by the Strategic Planning Event)

- Present:** Mark Farrar (Chair)
Mark Bass (Vice Chair)
Yvonne Kelly (Principal)
Evelyn Carpenter
Stuart Fraser
Elaine James
Sue Southwood
Sarkis Mazmanian
Doug Trengove (Staff Governor)
- In attendance:** Wijay Pitumpe (Chief Finance & Enterprise Officer)
Janet Curtis-Broni (Executive Director – People & Organisational Development)
Caryn Swart (Chief Operating Officer)
Victoria Eastwood (Clerk to the Corporation)
- Observers:** Andrew Brown

The Chair welcomed all present to the meeting and introductions were made. Andrew Brown was introduced as an observer to the meeting.

- 1. Welcome and apologies for absence**
Apologies for absence were received from Gareth Byrne.
- 2. Declarations of Interest**
Governors were reminded of their responsibility to declare an interest in relation to specific items on the Agenda if appropriate. None were anticipated.
- 3. Minutes of the Previous Meeting – Monday 30 October 2018**
The Minutes of the previous Meeting held on 30 October 2018 were agreed as a true and accurate record.
- 4. Matters arising**
An update on outstanding actions from the July Meeting was provided:

Agenda Item	Action	Responsibility	Timescale	Update
12.	Prevent update to be added to each Corporation agenda.	Clerk	11 December 2017	Complete – will take effect from 2018.
13.	Review Governor responsibilities within	Clerk	11 December 2017	Complete

	the Corporation Terms of Reference.			
15.	Training Plan to be provided based on self-assessment returns.	Clerk	ASAP	Ongoing – will be finalised for January 2018
16.	Capital project bid be progressed and relevant professionals appointed. Negotiations to be held with the banks to assess the best option for the College at this stage. Full Governor approval to be sought before any decisions are made regarding the loan and a report on the loan terms will be made available to the Corporation whenever possible. That a specific update on the current position be provided at the December Corporation Meeting.	Executive Team Executive Team Executive Team/Clerk Clerk/CFEO	ASAP ASAP When available 11 December 2017	Discussed later in the Agenda. Included on the Agenda for December
17.	IoT – Copy of Expression of Interest to be circulated.	Principal/Clerk	ASAP	Complete
17.	That a separate line be included to show retirement figures against staff turnover figures.	EDPO	ASAP	Complete

5. Chair's Actions

The Chair advised that he had signed the Governor Liability declaration which had been emailed to Governors for their reference. The purpose of the email had been to draw Governors attention to the statement asking whether Governors were aware of any circumstance or incident which may give rise to a claim, after individual enquiry, and to urge Governors to notify the Clerk of any potential risks. The Chief Financial & Enterprise Officer (CFEO) stated that a detailed report on Governor Liability would be brought to the next meeting of the Policy & Resources Committee and that briefings on the forthcoming insolvency regime would be provided in due course.

6. Search Committee Recommendations

The Clerk advised that this Agenda Item would be deferred.

7. Approval of Committee Business Cycles and Terms of Reference

The Clerk explained that the Performance and Standards Committee, Policy and Resources Committee and Audit Committee had all approved their business cycles and terms of reference at their first meetings of the academic year. These had been brought to the Corporation for ratification and to ensure lines of accountability from the Committees to the Corporation.

In addition, the Corporation Statement of Governance/Terms of Reference had been approved at the October Corporation Meeting, subject to amendment. The necessary amendments had been made and the final version was emailed to Governors for approval. A majority approval was received via email.

**Approved: That the Performance and Standards Committee, Policy and Resources Committee and audit Committee business cycles and terms of reference be approved for future use.
That the Corporation Statement of Governance/Terms of Reference was approved by email for future use.**

8. Final College SAR 2016/17 and Quality Improvement Plan

The Chief Operating Officer (COO) presented the Final SAR to Governors which had already been received and discussed in detail at the Performance and Standards Committee. The COO informed the Corporation that the College was not yet outstanding and presented the key strengths and areas for further improvement against the Common Inspection Framework and for the following provision: 16-18 Study Programmes, Adult Provision, Apprenticeships, Traineeships and High Needs Learners.

The Corporation were referred to the Quality Improvement Plan (QIP) and the priorities for improvement under the four key themes were discussed. The key themes were:

- Leaders and Managers need to provide greater focus on improving achievement rates, including apprenticeships, where below national average.
- Achievement of high grades in English and maths requires further improvement.
- The number of lessons deemed to be good is high, but excellent practice needs to increase.
- Further work is required to consolidate learners' understanding of British values and Prevent.

The Chair stated that the documents were very succinct and there was a lot more good practice than areas for further improvement.

Stuart Fraser questioned how the College dealt with British values and the Prevent agenda. The COO replied that college values aligned to British values. The Prevent agenda was picked up through safeguarding and woven into schemes of work for tutorials. The Executive Director of People & Organisational Management (EDPO) added that all staff undertook training on Prevent and British values and targeted training was provided for relevant members of staff. The College had a good system for sharing information with external agencies.

Evelyn Carpenter thanked the College for the work they were doing for the local community.

Approved: That the Self-Assessment Report 2016/17 and Quality Improvement Plan be approved.

9. Annual Report of the Audit Committee 2016/17

The Clerk presented the Annual Report, advising that this had been approved by the Audit Committee. The purpose of the report was to inform the Corporation that, when considering the Financial Statements for 2016/17, 'reliance could be placed upon the College's risk management, control and governance systems, and that on the basis of reports received on the work undertaken,

it considers that there are satisfactory arrangements for securing economy, efficiency and effective use of resources.'

Agreed: That the Corporation receive the Annual Report of the Audit Committee 2016/17

10. Financial Statements 2016/17 including Management Letter and Letters of Representation

The CFEO informed the Corporation that the Financial Statements and Management Letter had been discussed in detail by the Audit Committee and had been approved. These were now presented to the Corporation for ratification.

The following key points were highlighted:

- The opinion of the External Auditors was unqualified.
- The College's group surplus for the financial year 2016/17 was £0.825m.
- The surplus on the College operating activities was £0.818m – a favourable variance against a target surplus of £0.350m.
- Bank balances at the year-end were £6.195m and reserves stood at £15.483m.
- The management letter did not identify any significant issues relating to financial management of the College.
- The College was financially Outstanding.
- The Financial Statements needed to be submitted to the ESFA by 31 December 2017.

Governors were referred to the graphs at the end of the report which provided a sector comparison for the College.

Stuart Fraser questioned how the growth in reserves had been achieved. The CFEO replied that a surplus had been achieved this year and the pension fund had swung from a deficit to a positive.

The Chair asked whether the pension fund had been volatile. The CFEO stated that this had been the case and the pension fund had been up and down. LGP was a well managed pension fund and the CFEO was a formal member of the pension Board.

The Chair asked for clarification on the unsigned contracts referred to in the management letter. The EDPO advised that this had been an administrative issue with the subsidiary companies and during their transfer over the College, some contracts had not been signed. The process had now been rectified.

The Chair congratulated the College on the current position.

Approved: The Financial Statements for 2016/17 were approved by the Corporation.

11. Capital Bid – Update on D Block

The CFEO advised that the GLA had deferred all decision until January 2018. To mitigate risk, the College had not employed a Design Team but had explored different frameworks and Pagabo was the most flexible framework. However, no decisions on frameworks would be made until January 2018.

The Corporation were informed that the introduction of the insolvency regime was affecting the lending conditions of the Banks and Barclays Bank were no longer prepared to provide unsecured loans. The College was in discussions with Metro Bank and Santander and further updates would be provided to the Policy and Resources Committee when available.

Stuart Fraser asked whether the delay from the GLA would affect future completion dates. The CFEO stated that if decisions are reached in January 2018, the plan would still be on schedule.

Agreed: That the position be noted.

12. Apprenticeship Spotlight

The Principal reported that the current target was £3.3m (£1.4m non-levy and £1.9m Levy).

The College was working with some large Levy employers and had also submitted a range of Bids and Tenders for NHS and public sector Apprenticeships. A response was expected this week for the ITT tender for Non Levy allocation from January 2017 – March 2018.

Governors were advised that the College was currently performing behind profile as there had been a slow start since September. The main objective was to escalate the position in January/February and this would require scrutiny at the February Corporation Meeting.

The College had submitted a procurement against a £1.72m profile and had scored 97%. An allocation of £460K had been given. A bid for growth could be submitted, however, if the College could provide its current delivery.

The Principal advised that the College had been approached by the National Rail Academy who were looking for a network of providers to deliver rail engineering and maintenance. This was a niche market but the College was looking into this.

The Chair questioned how far the College was behind plan. The Principal replied that it was currently a third and c170 starts were required to get back on track.

The Chair asked what would happen in terms of cost savings if the target was not met. The CFEO responded that the College had a good resource model but cost savings would be looked at if required.

Agreed: That the position be noted and discussed in detail at the February Corporation Meeting.

13. Draft Minutes – Policy & Resources Committee – 20.11.17

The content of the Minutes and discussions that took place at the meeting were noted.

Agreed: That the position be noted.

14. Draft Minutes – Audit Committee – 27.11.17

The Chair of the Audit Committee reported on a successful meeting and advised that there had been one outstanding action rolled over to January 2018. Governors were advised that very positive comments had been received from both the internal and external auditors and thanks were extended to the CFEO and his team.

Agreed: The current position be noted.

15. Draft Minutes – Performance & Standards Committee

The Chair of the Committee informed the Corporation that the Performance & Standards Committee had received a comprehensive report on Higher Level Skills and had discussed the SAR and QIP in length.

The Vice Chair of the Committee added that the business discussed linked into the discussions that had taken place during the Meeting this evening.

Agreed: That the position be noted.

16. AoB

The Chair thanked Sue Southworth for her commitment to the Corporation and wished her well in her new venture at the College.

The Principal advised that following a formal recruitment process, Caryn Swart had been appointed as permanent Chief Operating Officer.

Date and time of next meeting – Monday 19 February 2016, 6.00pm.

The Chair thanked all those in attendance for their contributions and the meeting closed at 6.20pm.

Agenda Item	Action	Responsibility	Timescale	Update
	There were no specific actions arising from the meeting.			

Signed.....

Date.....

Mark Farrar (Chair)