



**Minutes of the Meeting of the Corporation, held on Monday 11 February 2019, 6.00pm
in the Boardroom**

- Present:** Mark Farrar (Chair)
Mark Bass (Vice Chair)
Yvonne Kelly (Principal/CEO)
Andrew Brown
Evelyn Carpenter
Lisa Dee
Stuart Fraser
Sarkis Mazmanian
Doug Trengove (Staff Governor)
Forhad Altafi (Staff Governor)
- In attendance:** Wijay Pitumpe (Chief Finance & Enterprise Officer)
Janet Curtis-Broni (Executive Director – People & Organisational Development)
- Victoria Eastwood (Clerk to the Corporation)
Alfred Cardona (Director of Quality & Transforming Learning) was in attendance until Agenda Item 7.

- 1. Welcome and apologies for absence**
Apologies for absence were received from Elaine James.
- 2. Declarations of Interest**
Governors were reminded of their responsibility to declare an interest in relation to specific items on the Agenda if appropriate. Lisa Dee declared an interest in Agenda Item 8.
- 3. Minutes of the Previous Meeting – Monday 11 December 2018**
The Minutes of the previous Meeting held on 11 December 2018 were agreed as a true and accurate record.
- 4. Matters arising**
An update on outstanding actions from the October Meeting was provided:

Agenda Item	Action	Responsibility	Timescale	Update
C/f	The implementation of a document management system be considered.	CFEO/Clerk	ASAP	Ongoing as part of GDPR
C/f	Online training to be completed by all Governors.	All	ASAP	Ongoing
6	Meetings schedule for 2018/19 to be re-	Clerk	ASAP	Meetings schedule

	circulated and the 2019/20 meetings schedule to include the Remuneration meeting also to be issued.			recirculated. Proposed schedule for 2019/20 to be emailed to Governors.
10.	Property Strategy to be presented at the April Corporation Meeting.	CFEO	April 2019	Included on Agenda for April 2019
	Property Strategy Meeting to be convened to include the Vice-Chair/Stuart Fraser and Sarkis Mazmanian.	CFEO	ASAP	Scheduled – 11 February 2019.

Agenda Item	Action	Responsibility	Timescale	Update
Strategic Planning Event	QIP to be presented at the February Corporation Meeting alongside the Ofsted criteria for Outstanding.	COO	February 2019	QIP included on February Corporation Agenda. Ofsted criteria will form part of the April Strategic Planning Event.
Strategic Planning Event	Review of Governance including Membership and Committee Structure to take place.	Clerk	April 2019	Will form part of Internal Audit Board Effectiveness review.
Strategic Planning Event	Vision, Mission and Values to be included as a reminder on all Corporation Agendas going forward.	Clerk	April 2019	The Vision, Mission and Values are still under consultation with staff and students and will be incorporated into the Agendas once finalised.
Strategic Planning Event	A diagram to be included on the next Board Agenda detailing how the Vision, Mission, Strategic Deliverables link into each other alongside the actions required to meet these.	Principal	April 2019	The Vision, Mission and Values are still under consultation with staff and students. The diagram will be available once

				the consultation process has completed.
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The Vice-Chair queried why the Vision, Mission, Values etc had not been included as a reminder on the Agenda as agreed at the Strategic Planning Event. The Principal advised that the Vision, Mission and Values were under consultation with staff and would be finalised by the April Strategic Planning Event.

In response to a suggestion from Evelyn Carpenter, the Principal advised that the proposed Mission had already been condensed to make it more succinct.

The Clerk reported that the actions from the Strategic Planning Event would remain within the actions for the Corporation until completed.

The Chair referred to the Corporation training record and encouraged those Governors who had not completed the mandatory training to complete this as soon as possible. The importance of Governor training was emphasised. The Vice-Chair added that at a recent conference he had attended it was stated that a gap in safeguarding training would prevent a 'Good' Ofsted grade being achieved.

Action: All relevant Board Members to complete mandatory training as soon as possible.

The Chair reminded the Corporation that it was the intention for all Governors to be using the E-Governance portal and asked for feedback on whether this had been useful so far. Discussion ensued on the positives and negatives of an online portal and it was resolved to continue with the current system. The Clerk added that more documentation would be uploaded to the portal rather than emailed to Governors moving forward.

The Clerk reported that at the November 2018 Meeting of the Policy & Resources Committee, the Committee were presented with the Partnerships Report which provided an update on the overall achievement and funding performance of the College's sub contracted delivery for 2017-18. Included in this, the Committee were asked to approve the College's 2018-19 contract allocation. After detailed discussion, the Committee required clarification on two items and resolved to recommend the approval of the 2018/19 contract allocation once clarification had been sought at the December Corporation Meeting. Unfortunately, due to the timings of the meetings, sufficient clarification was not available at the December Corporation Meeting and it was agreed that the information required would be provided by email.

The relevant clarification was provided by email on 22 January 2019 and Governors were asked to approve the allocation (having regard to the recommendation of the Policy & Resources Committee and the clarification provided) by email. The contract allocation 2018-19 was approved by a majority of the Corporation.

Approved: The College's contract allocation 2018/19 (partnerships) was approved by the Corporation.

5. Chair's Actions

There were no Chair's actions to report.

6. **Headline Quality Improvement Plan (QIP)**

The Chair welcomed the Director of Quality & Transforming Learning (DOQTL) to the meeting.

The DOQTL presented the QIP, highlighting the top level detail and advising of the actions taking place against the KPI's:

- Enhanced tracking and monitoring
- Notice to Improve meetings

- Direct intervention – weekly basis
- Increased visibility of action planning- College IP
- Increased accountability in terms of performance management
- Observations - teachers and trainers
- External drivers – new expectations and solutions for learners, working on digital strategy and reforming aspects of learning and teaching
- Diversifying learning experience
- Building capacity for teachers

The Corporation were advised that the College had well established assurance mechanisms and these were continuously being strengthened. Actions were in place to have an effect and impact on the current year's cohort.

In response to a query from Stuart Fraser concerning the Office for Students (OfS), the DOQTL stated that Higher Education (HE) was referred to in the QIP which was underpinned by the HE action plan (SED). The DOQTL offered his assurance that the College was adequately tracking all relevant aspects of curriculum & quality and these were monitored by the SED and SAR, however, it was acknowledged that HE actions could be more prominent in the QIP.

The Chair asked how the actions identified in the QIP were cascaded. The Principal responded that headline issues were shared across the College with the Leadership Team – these were the ones aggregated up a level and priorities for the College. Attendance and the quality of teaching and learning was addressed through the appraisal process. It was noted that more radical actions were needed to implement improvements and timeliness was a concern.

The Chair stated that accountability for the actions and how these were cascaded to each level needed to be clearer. It was easy for things to be missed or lost when a structure is more complex.

Evelyn Carpenter queried where the actions sat for leadership and management. The actions were not clearly delineated under the summary provided at the front of the report.

The DOQTL stated that he would reflect how the report could provide a clearer mapping of the actions. The Principal stated that the current four priorities were clearly displayed at the front of the report and the accompanying table related to the Ofsted framework.

The Vice-Chair added that a glossary would be beneficial. The Clerk advised that a glossary was provided within the Governor induction information and it was agreed that this would be uploaded to the E-Governance portal and updated as appropriate.

The DOQTL was thanked for his report and left the meeting.

Action: Glossary to be uploaded to the E-Governance portal and updated as appropriate.

7. Strategic Directions – Operational Deliverables and Balance Scorecard 2018/19 - Update

The Principal provided a review of performance of the 2018/19 year to date.

Evelyn Carpenter complemented the College on the 99% retention rate for adults. The Principal stated that retention was tracking high and retention issues from the previous year had been addressed.

The Chair asked for clarification on the position of the Chief Operating Officer (COO). The Principal advised that the current COO had left the position as from 8 February 2019 but would be providing two days consultancy supporting CIS and the IOT project until July 2019. Going forward an Interim Curriculum & Quality Vice-Principal VP would be in place to support the previous COO until the role was advertised.

The Principal reported that one of the main areas of concern were HE recruitment due to

demographic changes, increased competition including private providers and a decline in 18+ students. English and Maths attendance remained a concern although there had been some improvement on the same time last year and attendance and resits remained an issue. Advanced Learner Loan uptake had increased slightly from last year showing marginal 2% improvement. The intention was now to increase the Level 3 offer, improve marketing and engage more at community level.

In response to a query from the Chair, the Principal reassured the Corporation that the recommendations proposed in the report were sufficient to address the College's concerns.

Stuart Fraser commented that the position had not changed greatly since the previous review. He queried the main actions and was there any more the Board needed to be doing. The Principal responded that the key focus was curriculum design and development, the need to drive quality forward, changing behaviours of the staff and changing mindsets.

Stuart Fraser questioned whether the departure of the COO would affect the College's capacity to address these issues. The Principal advised that the Interim VP was an expert in curriculum and quality. A second Consultant had also been engaged to work with the CFEO focussing on planning and income generation.

In response to a query from Stuart Fraser, the Principal clarified that the recommendations were based on actions required mid year to mitigate risks to the curriculum.

The Chair asked for the College's position on Advanced Learner Loans. The Principal stated that currently the loans were very limited and mainly set against access courses. The bursaries removed from nursing qualifications had resulted in a large decline in take-up. Investment in Level 3 courses was required but the biggest gaps in the Borough were at Level 1. To address the gaps at Level 3 it would be necessary to go wider than the Borough.

The CFEO added that the Advanced Learner Loan allocation was 1.8m but as income target the value was only 800K.

The Vice-Chair referred to the mandatory training rated red on the balance scorecard and queried if a large proportion of staff completed the training in one go, would the same staff all be due to update training at the same time. The Principal advised that the College determined what was mandatory training and this could change annually. The Executive Director – People & Organisation (EDPO) stated that the HR department alerted managers to the staff in their areas that had not undertaken mandatory training and this was reported at SLT meetings. Mandatory training for staff was a rolling scheme. It was agreed that the RAG rating for the training should be amber and not red

Forhad Altafi queried whether the 20% for agency staff was a target. The EDPO clarified that 20% was for flexibility, twenty four was the current situation based on headcount.

Andrew Brown stated that clarification was required with regard to the RAG ratings on how being on track was determined. At present, the current ratings particularly at red were unclear. The measures needed to be nuanced to clarify that any measures marked red needed the attention of the Board. The EDPO agreed that a key was required.

Action: That the RAG ratings be reconsidered and a key to the Balance Scorecard be provided.

8. Search Committee Recommendations

Lisa Dee left the meeting.

The Clerk provided the Corporation with the detail regarding discussions taken place by the Search

Committee concerning the proposed re-appointment of Lisa Dee. The Clerk had met with Lisa to discuss her current position and Lisa had expressed a willingness to continue on the Corporation for a further year but, in order to fully commit to the Corporation from a time perspective, not to continue as a member of the Performance & Standards Committee.

After further discussion, the Corporation approved the Search Committee's recommendation to re-appoint Lisa Dee for a further one year term of office. It was agreed that the Clerk would provide support whenever required and the position would be monitored.

Lisa Dee returned to the meeting and was informed of the Corporation's decision.

The Clerk reported that herself and the Vice-Chair had met with Mr Bal Panesar to discuss his appointment as a Co-opted Member of the Audit Committee. Mr Panesar had expressed an interest through the Inspiring Governance recruitment service. Both the Clerk and the Vice-Chair had unanimously agreed that Mr Panesar would be a valuable asset to the Audit Committee and the Search Committee had then considered this appointment and agreed to recommend Mr Panesar's appointment to the Corporation.

The Clerk gave a brief summary of Mr Panesar's extensive CV. The Corporation unanimously resolved to approve Mr Panesar as a Co-opted Member of the Audit Committee.

**Approved: That Lisa Dee be re-appointed to the Corporation for a further one year term of office, subject to appropriate support and monitoring.
That Bal Panesar be appointed as a Co-opted Member of the Audit Committee for an initial one year term of office.**

9. Governance Update – Response to Strategic Planning Event

The Clerk provided an update against the actions identified at the December Strategic Planning Event. Governors were informed that alongside the current internal audit for Governance, a Board Effectiveness review would take place in April encompassing Corporation appraisal/self-assessment/training/effectiveness of Committees and the reporting structure.

Agreed: That the current position be noted.

10. Senior Postholders Remuneration Code

The Principal and the CFEO left the meeting.

The Clerk explained that the Remuneration Committee had contributed to the consultation on the proposed AoC Senior Postholders Remuneration Code. The Code had now been finalised and was presented to the Corporation to consider whether to adopt the Code partially or fully and, if appropriate, delegate responsibility to the Remuneration Committee for ensuring compliance.

Discussion took place on the current arrangements regarding SPH salaries and their publication in the College accounts. The risk of not adopting the Code was considered and it was noted that adoption of the Code was required to ensure compliance with the English Colleges Code of Governance.

The Corporation agreed to fully adopt the Code to ensure it continued to operate with openness and transparency.

**Approved: That the Board of Corporation adopt the AoC Senior Postholders Remuneration Code for Colleges.
That responsibility for ensuring compliance with the Code be delegated to the Remuneration Committee. The Remuneration Committee to provide a report to the Corporation.**

The Principal and CFEO returned to the meeting.

11. Principal's Update

The Principal advised that with regard to the current Brexit position, the action of modelling the impact on staff and students needed to be taken. The AoC was working on initial guidance and a no deal checklist was expected to be issued shortly.

The Corporation were informed that in response to the Comprehensive Spending Review, a Campaign and Influencing Advisory Group had been established with the College represented. It had been c6 years without any change in funding and if the base rate was not increased, this could have a huge impact on those colleges' currently at risk. In addition, the biggest issue moving forward was pensions.

The Principal provided an update on the College's current application with the Office for Students (OfS).

It was agreed that this part of the Agenda Item be Minuted Confidentially under Instrument 17 (2) (d) due to the commercial sensitive nature of discussions.

The Principal advised that the College had received notification to apply within the second wave of applications for the Register of Apprenticeship Training Providers (RoATP). The College would also be submitting an Expression of Interest (Eoi) in the second round of applications for T-Levels 2020/21. The deadline for the Eoi was the 28th February 2019.

The Corporation were informed that Ofsted had launched a consultation on proposals for a new inspection framework along with a new FE and Skills inspection handbook. The current Common Inspection Framework (CIF) would be renamed the Education Inspection Framework (EIF). An update would be provided at the April Strategic Planning Event once the consultation had closed.

The Principal highlighted the College's current successes including:

- IIP Gold
- AoC Beacon Commended College
- Learning alliance established with Isg and the Welsh Examining Board to pilot L3 Professional Construction qualification
- Forecast Outstanding Financial Health

Governors were advised that the College's Inspiration Day would be taking place on Wednesday 6 March 2019 and personal invitations would be issued by the Marketing Department.

The Corporation recorded their thanks to Caryn Swart for her sterling service, commitment and hard work.

Agreed: That the current position be noted.

12. Capital Development - Update

The CFEO reported that the College had submitted the second stage information requirements to the GLA for the Skills for Londoners Capital Fund and were awaiting the outcome.

The Chair asked what the College thought the chances were of securing the bid. The Principal replied that the bid was distinctive and offered value for money.

The CFEO provided an update on the CAT project advising that the contractor was now onsite

and no issues had been identified thus far. The refurbishment programme was scheduled to finish before the original plan on the 23 August 2019. The Estates team meet every Friday and regular project management meetings take place.

In response to a query from Stuart Fraser, the CFEO confirmed that an update on the project would be provided at each Corporation Meeting.

The Principal informed the Corporation that the contractor was confirming a number of apprenticeships and developing a qualification. Evelyn Carpenter asked if further detail on this could be provided in the next report.

Forhad Altafi queried if the College had looked at projects undertaken by the contractors in other colleges. The CFEO confirmed this had taken place as part of the references.

Action: That an update on the Apprenticeships and qualifications provided by the contractor be included in the next Capital Development Report.

13. Management Accounts to end December 2018

In response to a query from the Chair, the Director of Finance and Estates (DOFE) advised that the accounts take ten working days to produce and therefore the January 2019 accounts would be produced on 14 February 2019.

The DOFE presented the management accounts to 31 December 2018 advising that the College was expected to achieve its projected full year operating forecast surplus budget of £0.35m however the College was faced with budget pressures with regards to shortfalls in FE/HE loans. A full analysis would be provided in the January 2019 management accounts.

The Chair asked how at risk was the bottom line. The CFEO reported that the income and costs course file was linked. Some savings had already been made regarding staff establishment but from now until the end of July 2019, there must be a focus on income and taking out costs.

The Chair issued a reminder to ensure that the timings of the sequencing regarding committees/ the Corporation Board included management accounts as up to date as possible.

The Chair added that the accounts provided a good position as at the end of December but need to include forecasting on where the College was going. Consideration needed to be given on how much forward risk could be included in reports.

In response to a query from Stuart Fraser, the DOFE confirmed that non-pay was a timing issue but income was the concern.

The Chair suggested that the College needed to undertake broad scaling to forecast years 2 and 3 look including pensions. The DOFE responded that the College was expected to undertake a 3-year forecast for the ESFA.

The CFEO reported that the teachers' pension scheme increases had not yet been implemented and were being held back due to a recent court case. The current rate was 16.48% but this could increase to 23%. The Chair added that the College needed to be ahead of the game.

Evelyn Carpenter queried whether there was any flexibility to move any of the £500K contingency from capital to revenue. The DOFE replied that January's accounts would provide a different picture as the contingency pot had been moved to other capital projects. Capital could not be transferred to revenue.

The Chair noted the position and advised that the Corporation be kept up to date of any issues or concerns that the CFEO thought Governors should be aware of. The January management accounts would be presented at the March Policy & Resources Committee.

Agreed: That the current position be noted.

14. Human Resources & Development (HR&D) Report

The EDPO presented the report, highlighting:

- Analysis of Staff EDI
- HR Performance Data
- Performance Management
- Staff Survey
- Investors in People (Gold)
- Other HR Developments
- Employment Law Updates

Evelyn Carpenter queried whether there was any significance that the amount of under 19's employed by the College had decreased. The EDPO advised that apprentices would mostly likely have an impact in this area.

Evelyn Carpenter referred to performance management and asked if there was a trend as to whether this was a decreasing or increasing issue. The EDPO responded that the report presented the formal changes, the informal measures were not included but lots of support was taking place informally.

The EDPO added that underperformance disciplinarys were static compared to last year which was comparable with the AoC workforce survey.

The EDPO advised that the full IIP report had not yet been received and would be circulated as soon as possible. The staff survey would also be available at the March Policy & Resources Committee Meeting. The Board congratulated the College on achieving IIP Gold.

In response to a query from the Chair, the EDPO stated that staff turnover stood at 25% as at the end of last academic year. This included redundancies and end of fixed term contracts.

Agreed: That the position be noted.

15. Risk Register

The CFEO advised that the Risk Register would be updated for the March Audit Committee to include pensions, funding and Brexit.

Evelyn Carpenter stated the register was very comprehensive.

The Vice-Chair suggested that a summary of the main concerns from the risk register would be useful for the Corporation.

Action: That a summary of main concerns from the risk register be reported to the Corporation from the March Audit Committee Meeting.

16. Health & Safety Annual Report

The DOFE reported that going forward the Health & Safety Annual Report would be presented in July each year now new staff were in place.

The DOFE provided a highlight of the work undertaken in 2017/18 advising that all Health & Safety policies and procedures had been reviewed through the Policy & Resources Committee. A range of Health & Safety training had been undertaken and a new Health & Safety and Sustainability Manager had been appointed and had met with Stuart Fraser.

The Vice-Chair asked if the College undertook near miss reporting. The DOFE clarified that this was reported and the detail was presented to the Policy & Resources Committee.

Evelyn Carpenter stated that it would be useful if examples of miscellaneous incidents were provided and asked for clarity on the one act of violence. The DOFE responded that this had been a fight between students resulting in first aid being required.

In response to a query from the Chair, it was confirmed that the Health & Safety statistics were a standing agenda item at SLT Meetings, monitored through the balance scorecard.

Agreed: That the position be noted.

AoB

There was no further business.

Date and time of next meeting – Tuesday 30 April 2019 – Corporation Strategic Planning Event.

The Chair thanked all those in attendance for their contributions and the meeting closed at 8.20pm.

Agenda Item	Action	Responsibility	Timescale	Update
C/f	The implementation of a document management system be considered.	CFEO/Clerk	ASAP	Ongoing as part of GDPR
C/f	Online training to be completed by all Governors.	All	ASAP	Ongoing
C/F	Meetings schedule for 2018/19 to be re-circulated and the 2019/20 meetings schedule to include the Remuneration meeting also to be issued.	Clerk	ASAP	Meetings schedule recirculated. Proposed schedule for 2019/20 has been emailed to Governors and will be re-issued as several amendments were requested.

4.	All relevant Board Members to complete mandatory training as soon as possible	Governors	ASAP	Ongoing – currently 83% completed. All Governors with outstanding training have discussed this with the Clerk.
6.	Glossary to be uploaded to the Governance portal and updated as appropriate.	Clerk	ASAP	Complete
7.	RAG rating to be reconsidered and a key to the Balance Scorecard provided.	Principal/EDPO	ASAP	Complete
10.	The Remuneration Committee to ensure compliance with the Senior Staff Remuneration Code and provide a report for the Corporation accordingly.	Clerk	July 2019	A report will be presented at the July Corporation Meeting.
12.	That an update on the apprenticeships and qualifications provided by the contractor be included in the next Capital Development Report.	CFEO	March P&R Committee	This will be included in the capital development report for the June P&R Committee Meeting.
14.	Staff Survey report to March P&R Committee.	Clerk/EDPO	March P&R Committee.	Deferred to June P&R Committee. IIP Report was presented in March.
15.	Summary of main concerns from the risk register be presented at the April Corporation Meeting.	Clerk/CFEO	April Corporation Meeting	Included on Agenda.

Agenda Item	Action	Responsibility	Timescale	Update
Strategic Planning Event	Review of Governance including Membership and Committee Structure to take place.	Clerk	April 2019 – review has been deferred to May 2019 in agreement with the Auditors.	Will form part of Internal Audit Board Effectiveness review.

Strategic Planning Event	Vision, Mission and Values to be included as a reminder on all Corporation Agendas going forward.	Clerk	April 2019	The Vision, Mission will be incorporated into the Agendas once finalised.
Strategic Planning Event	A diagram to be included on the next Board Agenda detailing how the Vision, Mission, Strategic Deliverables link into each other alongside the actions required to meet these.	Principal	April 2019	Included at April Strategic Planning Event.

Signed.....

Date.....

Mark Farrar (Chair)