

**Minutes of the Meeting of the Governing Body held on 12 December 2013
at Hammersmith campus**

Meeting began 6.05 pm

Chair: Sarah Dhanda

Part 1 Governors and Senior Management Team in the Principalship

Item 1.

COR 13/42

Present and Apologies

1. Present

Valerie Amato	✓	Rachel Kirsch (Teaching staff Governor)	✓
Richard De St Croix (Support staff Governor)	✓	Robert Morley	✓
Julia Clements-Elliott	✓	Brian Reeves	✓
Jim Coneybeare-Cross	✓	Aparajitaa Richards (HE Student Governor)	x
Hilary Cowell	✓	Christine Whatford	✓
Sarah Dhanda	✓	Paula Whittle	✓
Shad Hoshyar (FE Student Governor)	✓		

The meeting was quorate throughout.

2. Apologies for absence: Aparajitaa Richards

3. In attendance as noted in the Minutes:

Ala Uddin – Vice Principal Curriculum & Student Success (VPC)

Anne-Marie Etan – Vice Principal Finance & Resources (VPFR)

Jane Hadsel - Clerk to the Corporation

Apologies for absence:

John Humphreys – Assistant Principal Human Resources & Change Management

Part 1 Governors and Principalship

1.1 Declarations of Interest

None.

1.2 Chair's Announcements:

1. The Chair welcomed Shad Hoshyar. Shad was elected as the FE student Governor this year; he is studying A Levels at the Ealing campus.

2. The Board noted that Melbourne Barrett had resigned from the Board in October.

3. The Chair thanked Valerie Amato, whose term ends at the end of December, for her contributions as a Governor. Her departure leaves vacancies on the Quality and Audit Committees. Valerie said that the Audit Committee gives Governors a high level view of the College; and she recommended that Governors serve on the Audit Committee.

4. The Chair called to the Board's attention that with Valerie's departure the West London Student Trust needs a Governor as a trustee. The appointment of a Governor trustee is made by the Board. The Chair asked Valerie to write a note on what the role involves for a Governor. It was agreed to have the appointment of a Governor trustee on the next Board meeting agenda.

ACTION: Valerie Amato's note on the Governor role on WLST to be circulated (via the Clerk); WLST Trustee appointment next Board agenda

5. The Chair thanked Paula Whittle, whose last day of service as Principal will be the end of December this year. These arrangements had already been notified to the Board.

1.3 Membership of the Board

Report COR13.61

1. The Board appointed Robert Morley to the F&GP and Remuneration Committees.
2. The Board reappointed Hilary Cowell to the Board and to the F&GP and Remuneration Committees.
3. The Board reappointed Julia Clements-Elliott to the Board and to the Appointments and Audit Committees.

2. MINUTES OF THE MEETING HELD ON 15 OCTOBER 2013

Report COR13.62 (*Part Confidential*)

1. The Minutes were agreed as an accurate record and signed by the Chair.

2. Matters Arising in the Minutes

Matter Arising on Page 3: COR 13/44 Staffing Re-Structure Monitoring

Report 13.62a (joint reports of VPFR and VPC)

Related to the Building & Construction restructure, the Board had asked for a report back on the cost lines of the management arrangement with ICCA of the Building & Construction department and for consultancy costs in general last year. The Quality Committee had asked for a report back on how soon the success of the management arrangement of B&C could be measured.

Board meeting 12 December 2013: In respect to the report back, Governors asked for further clarification about the heads of terms and the contract for the management of the B&C department. The VPFR said that the heads of terms were contractual although the contract had not yet been signed; and that there was a break clause which the College could implement if the PIs in full are not met. The VPFR and the VPC confirmed that payments would only be released subject to quality monitoring.

The Board asked the VPFR to review the contract documentation and report back because not having a contract in place could jeopardise the accountability and monitoring of this arrangement.

In respect to the detail of costs of consultancies last year, the VPFR said that she would report on main headings in the monthly management accounts for the rest of the year.

ACTION: VPFR report back review of ICCA contract terms;
Main headings of consultancy costs in management accounts

Matter Arising Page 4 COR 13/45 Renegotiation of staff contracts

The Board had asked the Principal and the Assistant Principal to report to FGP on implications of introducing the new teaching contract for new employees in advance of or in parallel with re-negotiation with current staff.

The Chair reported (28 November 2013 draft FGP minutes with Board papers) that FGP had agreed with the AP's advice that bringing in the new contract for new staff would not be productive at this time for the College.

There were no other matters arising not on the agenda or in the reports.

3. PRINCIPAL'S REPORT

Report COR13.63

1. Monitoring report on the Strategic Plan:

There was broad agreement that the presentation and amount of detail (number and order of targets) should be reviewed in order for the monitoring report back to be clearer. The Chair suggested that the Interim Principal be asked to review which actions and updates this year would be most useful. This was agreed and also that consideration should be given to allocating relevant parts of the Plan to Committees.

ACTION: Monitoring of targets to be reviewed with Interim Principal next term;
Cycle of business for Committees to monitor strategic plan

2. The Board agreed that that staff and students should be commended for the good news reports.

3. The Principal drew attention to the section in the report (paragraph 8) titled English and Mathematics Strategy 2014-2016. The HMI in a briefing with Governors in late November had flagged up that governing bodies should know what their colleges were doing to implement a strategy for the delivery and development of English and Maths.

4. SELF-ASSESSMENT

Executive summary

Report COR13.64

Self-Assessment Report 2012-13

Report COR13.64a

1. The Quality Committee Chair presented the Committee's recommendation to agree with the self-assessment for the chief grade, Overall Effectiveness, as a Grade 2. The Committee had reviewed the supporting evidence in the full report. The Committee Chair said the Board should recognise the progress made which have improved results as part of an upward trend; and also the crucial contribution of improvements in the assessment of Teaching & Learning. The Board was advised that while results for adults post-19 had improved, the results for 16-18 although improving were not as good as they should be. The Committee Chair said that a college needs to be at least a grade 2 in the current climate in order to have access to a range of opportunities.

The Board discussed the following and asked questions:

2. Why was LLD graded 2 when it had been graded 1 the year before? The VPC said that this reflected a stronger emphasis under current Ofsted criteria for progression into employment than before. The management response was designed to promote increased progression into employment notwithstanding the additional challenges these students face.

3. Was the grade 2 for Leadership and Management justified in view of the financial issues which had emerged last year? The VPC responded that the L&M grade is primarily based on success rates, trends in T&L assessment and that Ofsted's remit does not have a direct connection with financial management. Governors agreed they recognised these parameters while at the same time this did not lessen their overall governance responsibilities for financial health and internal controls.

4. The Board expressed continued concern about the grade 4 in Building & Construction. The VPFR responded that this is subject to especially intense monitoring (discussed under Matters Arising from the Minutes earlier at this meeting).

5. Governors asked that SMT also pay particular attention to Business & Retail in order to see improvements this year.

6. The student Governor asked about work experience for students, saying that he had observed while some students find their own work experience and the College helps others, some students were not finding relevant work experiences. The VPC said he would follow this up for the Quality Committee.

7. The Board approved the SAR report.

ACTION: Chair of the Board to write to all staff with the Governors' congratulations;
VPC report back on work experience to Quality Committee

5. SAFEGUARDING

5.1 Executive Summary

Report COR13.65

Annual Safeguarding report 2012/2013

Report QPM13.50

The Board approved the annual Safeguarding report which had been discussed at the Quality Committee.

6. HEALTH & SAFETY

6.1 Executive summary

Report COR13.66

Health & Safety Annual Report 2012-13

Report FGP13.63

1. Governors asked for clarification on two points: were there particular reasons why incidents at Hammersmith varied so much and what is meant by 'striking' incidents? The VPFR would report back on these two points.

ACTION: VPFR report back with draft Minutes (attached)

2. The Board approved the Health & Safety Annual Report.

7. FINANCE and AUDIT

7.1 Annual report of the Audit Committee to the Board

Report COR13.67

It was agreed to amend the order of business for the Finance reports for discussion. The Minutes follow the order on the agenda.

The Chair of the Audit Committee presented the Audit Committee's annual summary report, which set out the timing sequence of the various reports. Due to the fact that the Committee had not received the Internal Auditors' Annual Report (the opinion on the framework and effectiveness of internal controls) at its meeting, he recommended that the Board should discuss this (report 7.4).

7.2 Executive summary

Report COR13.68

Report & Financial Statements to 31 July 2013 (audited Baker Tilly)

Report COR13.68a

1. This report contained the amendments agreed by the F&GP, and also recommendations of the auditors to strengthen the narrative in the statement of corporate governance and internal controls.
2. The VPFR orally reported that in respect to the College being in breach of its bank covenant in cash flow the bank has agreed a waiver but wants to renegotiate the covenant terms with the College. She said that an overdraft facility had been approved for £1 million.
3. Governors discussed the range of issues which had emerged last year and which had prompted the additional internal audit investigations (Grant Thornton). These and the management actions in the Baker Tilly Report to the Audit Committee and the College's Action Plan in response (both reports were in the papers to this Board meeting) had been taken into account by the auditors. Governors asked for particular guidance in what to look for in reading and discussing finance reports
4. After discussion of the auditors' reports (below) the Board approved the Report and the Financial Statements. Richard de St Croix abstained.

7.3 Management Report to 31 July 2013 (Baker Tilly)

Report FGP13.78

1. This is the regularity opinion report; the draft had been reviewed in detail by the Audit Committee; the final version contained the amendments notified at the Committee meeting. The report said that the auditors gave an unqualified regularity audit opinion.
2. The Board agreed with the concerns raised in the report (which the Audit Committee had concurred with) about the viability of refurbishing the student hostel accommodation purchased in 2012 and continuing unresolved problems with the outsourced payroll provider.
3. The Board approved the Management report.

7.4 Internal Audit Annual Opinion 2012-13 (Grant Thornton)

Report COR13.69

1. The Audit Committee Chair said that the Committee had at its meeting in November discussed the range of issues which this report summarised. At that time the follow-up work from the internal audit visits last year had not yet been completed and the auditor had not been in a position to offer an opinion overall. This report to the Board offers a final opinion.
2. This report to the Board had taken stock of the follow up findings and the additional audits which had been undertaken to identify control issues. The report concluded that sufficient actions had put into place to implement remedial actions and to monitor those.
3. The Board approved the Internal Audit report.

7.5 Subcontracting Quality Reviews (Grant Thornton)

Report QPM13.62

1. This report had not yet been discussed in Committees. The Board agreed that serious issues had been raised in this report and asked that a coherent reporting back process be carried forward. The report had flagged up that procurement had not been subject to timely or complete internal quality checks. The Principal said that this would be in the remit of the new Vice Principal Business & Enterprise who starts in January.
2. Governors agreed they should review the case for subcontracting not only from the business view but to take into consideration the implications of the whole College's curriculum offer.

ACTION: Review of subcontracting in curriculum (timing of review to be confirmed)

7.6 Risk Register (update December 2013)

Report COR13.70

The termly report to the Board was in the format which the VPFR inherited when she started in mid-September. The Audit Committee and the VPFR had agreed at the Audit Committee meeting in November that the internal process for producing the Risk Register needed a thorough review. The VPFR said this would be a priority by the next Audit Committee meeting as by then she aims to have initiated an internal risk management group and new reporting lines.

7.7 Action Plan (update December 2013)

Report COR13.71

1. F&GP Committee had suggested that this report be included for information for the Board as part of the overall context of the College's response to the audit control issues raised in the reports of the external and internal auditors. This report had been reviewed by both auditors in forming their opinions on controls and regularity.
2. The VPFR confirmed that this report would be updated and reported back to Governors regularly to the F&GP and Audit committees this year.

7.8 Three Months management accounts, Leaner Numbers, Funding Targets

Report FGP13.79

1. The F&GP Committee (meeting 28 November) has called for an extraordinary Committee meeting (16 January) to focus on a reforecast which already seemed necessary in view of the position set out in 3 months management accounts. In particular, FGP agreed they would review costs of staffing, tuition fees and delivery of the Adult Skills allocation.
2. The VPFR confirmed that the schedule of issuing monthly managements accounts is on time; and that the 4 months accounts to 30 November 2013 would be sent to Governors in the week of 16 December.

8. GOVERNANCE

8.1 Summary of 'Creating Excellence in College Governance'

Report COR13.72

The report summarised the main changes in the governance landscape over the past two years under legislations which has increased freedoms and flexibilities for colleges.

The report said that these changes have increased the levels of accountability and widened the risks which colleges' governing bodies will be held responsible for.

9. MINUTES OF COMMITTEES

9.1 Finance and General Purposes Committee Minutes 3 October 2013

Report FGP13.71

9.2 Draft Finance and General Purposes Committee Minutes 28 November 2013

Report FGP13.86

9.3 Quality & Performance Monitoring Committee Minutes 8 October 2013

Report QPM13.54

9.4 Draft Quality & Performance Monitoring Committee Minutes 26 November 2013

Report QPM13.67

9.5 Draft Audit Committee Minutes 12 November 2013

Report AC13.31

The Minutes of the meetings of the Committees held this term were received.

10. Other urgent Business

None.

The Principal and the SMT left the meeting.

PART 2 Governors

11. RECRUITMENT OF PRINCIPAL: CHAIR'S REPORT TO THE BOARD

1. The Chair had circulated to Governors the recommendation of the panel to appoint Elaine McMahon as the Interim Principal. The Board approved the appointment. Her likely start would be at the beginning of January 2014. The Chair would write to all staff informing them about this by the end of term (along with congratulations on the SAR).

2. Confidential to Governors

12. PUBLICATION OF PAPERS

Confidentiality noted in the Minutes.

Chair

date

Meeting ended: 8.50 pm

Re 6.1 Health & Safety Report back- Anne-Marie Etan, Vice Principal Finance & Resources

1. Increase in number of accidents caused by striking - striking does not always mean being struck by another student, it is more likely to be as the result of being struck by a door which has been let go by someone and then someone else walking into it. The accidents reported in 2012-13 were as a result of such issues. There does not appear to be a reason for the increase in these incidents, but Robin Jones is looking into this further.

2. Increase in number of accidents at Hammersmith from 26 in 2011-12 to 43 in 2012-13: Again, there does not appear to be a specific reason for this but this is being investigated.