

**THE CORPORATION  
 EALING, HAMMERSMITH AND WEST LONDON COLLEGE**

**Minutes of the Meeting of the Corporation held on 12 July 2016 at the Hammersmith Campus.**

The meeting began at 6.00 pm

Chair: Heather Clay (*substituting for Tony Alderman*)

**ITEM 1**

**ATTENDANCE AND APOLOGIES FOR ABSENCE**

**1.1 Present**

|                        |   |                                  |   |
|------------------------|---|----------------------------------|---|
| Tony Alderman          | X | Nicki Golland                    | X |
| Adrian Asuquo          | X | Michael Heanue                   | √ |
| Heather Clay           | √ | John Jeffcock                    | √ |
| Richard De St Croix    | X | Martha McBier                    | X |
| Julia Clements-Elliott | √ | Garry Phillips (Principal & CEO) | √ |
| Jim Conybeare-Cross    | √ | Nick Ratcliffe                   | √ |
| Juliet Fallowfield     | √ | Hassan Rizvi                     | √ |
| Joanne Fintzen         | √ | Lucy Taylor                      | √ |

1.2 Apologies for absence were **RECEIVED** from Tony Alderman, Adrian Asuquo, Richard De St Croix, Nicki Golland and Martha McBier. It was announced that Sundeep Sangha was on sabbatical until the turn of the year. The Corporation's good wishes were sent to Tony Alderman for an early recovery from his current incapacity. It was **AGREED** that Heather Clay (Vice Chair) would endeavour to substitute for Tony and if his absence was prolonged the Corporation would appoint another Vice Chair on a temporary basis.

**1.3 In Attendance:**

April Carol, Executive Director, Principal Ealing Green College.  
 Janet Gardner, Executive Director, Principal Hammersmith and Fulham College.  
 Paul Innis, Grant Thornton  
 James Lerner, Knight Frank  
 Urmila Rasan, Executive Director, Finance and Shared Services  
 Keith Scribbins, Clerk

1.4 **Declarations of Interests:** existing declarations were confirmed.

## 1.5 **Chair's and Clerk's Announcements**

There were no Chair's announcements. The Clerk introduced his paper on the Calendar for 2016/17 and Chairing arrangements. This paper explained the Carver principles since the Corporation had decided to adopt these at their strategic planning seminar in July. It had been agreed that the Audit and Remuneration Committees should be retained and that the S&DC should meet on an 'as and when' basis. All other committees would be suspended. A seminar on Carverism was to be held in September and at that point Members could confirm their adoption of the principles and the committee arrangements. These matters were supported, the Calendar was **ENDORSED** and the arrangements for the committees were approved (with Joanne Fintzen on the Audit Committee until the return of Sundeep Sangha).

The Clerk reported that Juliet Fallowfield had been interviewed by members of the S&DC and it had been **RECOMMENDED** that she be appointed an ordinary member for three years from the date of this Corporation meeting. This recommendation was **APPROVED** subject to the completion of the usual eligibility requirements.

## ITEM 2

### COR 16.09

#### MINUTES OF THE MEETING OF THE CORPORATION HELD ON 15 March 2016

2.1 The Minutes were **APPROVED** as a correct record and signed by the Chair.

2.2 There were no matters arising from the Minutes.

## ITEM 3

### COR 16.10

#### PRINCIPAL'S REPORT

##### 3.1 **The Principal's report covered the following items:**

- General developments (the current staff reviews and reductions-producing savings of £3M against a cost of £1M - have led to a proposed one-day strike)
- Update for Ealing College
- Update from Hammersmith and Fulham College

- Quality (Ofsted Monitoring visit showing four areas of significant progress and one of reasonable progress)
- Achievement rates (77.7%, considerably higher than last year)
- Attendance rates (on track)
- Financial performance (funding targets met)
- Three-year financial forecast
- Performance against objectives (good for 16/17, outstanding thereafter)
- Update on DISH/Dine Project (with new business plan timetable)
- Commercial activity (covering apprenticeships, IELTS and international work and other projects)

The documents appended to the report included a route map on procurement options and the procurement timeline.

Members received a presentation from Paul Innis and James Lerner setting out a high level assurance review in respect of the major capital project. The introduction to the review stated as follows:

*'Ealing Hammersmith and West London College (the College) asked for a brief high level (one day onsite) review in order to provide an initial 'design' assurance to Governors. The review seeks to assess whether the strategies and processes being followed by the Project Team, at this early stage of developing and procuring the Hammersmith and Fulham Gateway Project (the Project), have been set up in a way that is proportionate to a project of this nature. It is also intended that the conclusions and recommendations of this review might inform the planning and procurement of future capital projects where appropriate.'*

In summary, the conclusions were:

- Design of the procurement process – substantial assurance
- Clarity of Gateway decisions, sign off points and milestones – substantial assurance
- Effective governance of the project – capable of achieving substantial assurance if certain steps are taken. This covered the Project Director role and reporting arrangements.

Members welcomed this report and made a variety of suggestions for progressing its outcomes. These included the working up of the assurance process, consultation with the

auditors on major infrastructure change, the trawling of the market in relation to options available (and the importance of open mindedness), the need for expert advice to governors and senior staff in the development of the project. Discussions also took place on the best ways of recruiting the Project Director and expert advisors, (with experience of multi million pound investments) eg to paid positions or as members/consultants sitting on the Corporation. It was also indicated that steps had already been taken to gain assistance, and Martin Smith (a Finance Director who is greatly experienced in merger work) had been appointed to assist the F&GP Committee.

It was **RESOLVED**

that: The progress and update on the accommodation strategy be **APPROVED**.

that: The internal audit concerning the capital project – high level assurance review produced by Grant Thornton should be **ADOPTED**.

that: Arrangements for the appointment and tasking of the Project Director and other experts, via the Principal and Chief Executive, as discussed in the meeting, should be **APPROVED**.

Members moved on to discuss the situation regarding redundancies and the motivational aspects of the latest Ofsted review. Following this discussion it was **RESOLVED**

that: The Ofsted inspection monitoring visit be **NOTED** and welcomed.

that: The predicted student out comes be **NOTED** and congratulations extended to the staff and students concerned

that: The Work Experience contract be **APPROVED**.

that: The three-year financial forecast be **APPROVED**.

that: The renaming of BDU to Evolve Learning Group Ltd be **NOTED**.

#### **ITEM 4**

**AC 16.17; CQPM 16.21, 16.22, 16.29; F&GP 16.16, 16.31, COR 16.11; SDC 16.08, 16.13; TFG 16.08, 16.14**

#### **MINUTES AND REPORTS FROM COMMITTEES**

4.1 The Chairs of the Committees and the Clerk introduced the minutes of the meetings, with their attachments. Members **RECEIVED** these documents. The meetings were as follows:

- Audit Committee 21 June 2016
- Curriculum, Quality and Performance Committee 23 March 2016, 25 May 2016, 15 June 2016
- Finance and General Purposes Committee, 23 March 2016, 22 June 2016,
- Search and Development Committee 14 April 2016, 15 June 2016
- Task and Finish Group 23 March 2016, 25 May 2016

The following **RECOMMENDATIONS** were **ADOPTED**:

that: In respect of legal structure and tax efficiency, pending further work on governance, the proposed legal structure (and its approach to regularity, control, efficiency and value for money) be **ADOPTED** and **NOTED**.

that: The items considered by the CQPM Committee be **NOTED** and the action taken be **ENDORSED**.

that: The FEC master plan, the financial recovery plan, the fees policy and critical success factors, be **APPROVED**.

that: The Corporation should establish a new legal structure and tax mitigation framework.

that: Knight Frank be appointed as advisors.

that Knight Frank be asked to negotiate the letting of spare capacity.

that: Approvals in relation to procurement, the financial forecast and budget, the checklist of recommendations and assumptions, the subcontracting and fees charging policy, the lease arrangements and the management accounts (as considered on 22 June 2016) be **NOTED** and **APPROVED**.

that: The appointment of Ms Fallowfield (as indicated above) be **APPROVED** and work on the registers, skills audit, the strategic planning seminar all be **NOTED**.

that: The work of the Task and Finish Group be **NOTED** and the action taken be **ENDORSED**.

## ITEM 5

### COR 16.12

The Clerk introduced his report on the business conducted at the Strategic Planning weekend of 1 / 2 June 2016 and Members **RECEIVED** the minutes of that meeting covering the presentations made, accommodation, area review, ad company structures. The resolutions were set out under the headings of:

- Area review
- Company structures
- Accommodation
- Other matters

It was **NOTED** that Jim Conybeare Cross had given his apologies for absence. The minutes (setting out the resolutions) were **APPROVED** and there were no matters arising. Members asked to be kept informed about Area Review developments.

## ITEM 6

### Any Other Business

Members were informed that the Corporation meeting would followed by a meeting of the Remuneration Committee and the Corporation delegated to that committee the decisions necessary in respect of the salary and bonuses for the two senior post holders.

## ITEM 7

### Date of next meeting

Scheduled for 21 September 2016. (Rearranged to 20 September)

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Chair's Signature

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Date