

**THE CORPORATION
EALING, HAMMERSMITH AND WEST LONDON COLLEGE
Minutes of the Meeting of the Corporation held on 14 July 2015 at the Hammersmith Campus**

Meeting began 6.00pm

Chair: Tony Alderman

Item 1

1.1 ATTENDANCE AND APOLOGIES FOR ABSENCE

Tony Alderman	√	Michael Heanue	√
Adrian Asuquo	√	Lisa Huggin Chan	√
Heather Clay	√	Garry Phillips (Principal and Chief Executive)	√
Julia Clements Elliot	√	Nick Ratcliffe	√
Jim Conybeare Cross	√	Sundeep Sangha	√
Richard De St Croix	√	Lucy Taylor	x
Joanne Fintzen	√	Sarah Dhanda	√
Andrew Mackay	√	Ishmail Quwasmeh	x

The meeting was quorate throughout.

1.2 Apologies for Absence were RECEIVED from Janet Gardner (Executive Director, Principal, Hammersmith College) and Lucy Taylor (Member). Ala Uddin, Executive Director, Principal Ealing College, also apologised.

1.3 In attendance: Sean Headley – Managing Director Business and Commercial Development,
Phil Hockey – Director of Quality and Performance,
John Humphreys – Human Resources Director,
Chris McCutcheon – Finance Director
Urmila Rasan – Executive Director, Finance and Shared Resources
Keith Scribbins – Clerk to the Corporation

1.4 Guests in attendance

Richard Birks, Eversheds

Josie Ormondroyd, AoC

1.5 At the commencement of the meeting Tony Alderman welcomed all those in attendance including Michael Heanue (new member) and the guests. He moved on to propose a vote of thanks to Sarah Dhanda who was attending her last meeting. Members applauded Sarah's

contribution and a presentation was made to her. She responded by thanking her colleagues for the opportunity to have chaired the Corporation. She had been pleased to be involved in the appointment of the current Principal and a number of new members.

1.6 Declarations of Interests

There were no new declarations.

1.7 Chair and Vice Chair

Tony Alderman was appointed as Chair for 2015/16 and Heather Clay as Vice Chair for the same period.

1.8 Clerk's Announcements

- 1.8.1 The Clerk drew attention to the proposal of the Search and Development Committee to appoint Michael Heanue and Lucy Taylor as ordinary members for a three year period from 14 July 2015, subject to eligibility etc. This proposal was APPROVED.
- 1.8.2 Members RECEIVED and ADOPTED the Annual Report on Governance. This set out the current context, duties of governors, composition, committees, registers and other details, including cycles of business. The report also set out the draft calendar of meetings for 2015/16.

Item 2

PREVENT STRATEGY

John Humphreys gave a presentation on the Prevent Strategy within the College. The slides used in the presentation will be appended to the file copy of these minutes. In discussion members raised questions about the use of website filters, flags to indicate attempts to access inappropriate sites, student induction procedures, staff induction and training. The presentation was NOTED and the action described was ENDORSED.

Item 3

COR 15.07

MINUTES OF THE MEETING OF THE CORPORATION HELD ON 26 MARCH 2015

- 3.1 The minutes were APPROVED as a correct record and signed by the Chair.
- 3.2 The action document was also considered and APPROVED.
- 3.3 There were no matters arising from the minutes.

Item 4

COR 15.08

THE PRINCIPAL'S REPORT

4.1 The report from the Principal and Chief Executive covered a large number of items:

- Visits by key figures to the College (eg Mayor of London)
- Curriculum and Quality
- College Achievements
- Lesson Observations
- Inspection (visits on 21 November 2014, 19 March and 18 June 2015)
- Accommodation
- Financial Recovery
- Forecast and Budget
- Business Developments
- Projects and external committees
- Financial implications (especially the importance of an early completion to the sale of the Havelock Road site)

4.2 The Report contained appendices with recommendations. The appendices were:

- Ofsted letter of 30 June 2015
- Performance Scorecard
- Degree Awarding Powers/HE Growth
- Accommodation Strategy
- Strategic Partnerships, Federations and Mergers
- Workforce Reforms
- Re-Branding

4.3 To assist the Corporation with its deliberations on some of these items a presentation was given by Mr R Birks from Eversheds.

4.4 Significant items in the report and appendices to which the Principal and Chief Executive and Mr Birks drew attention and which were discussed by members were:

- Further **funding reductions** of about £3M on top of the £7.6M already notified. Members enquired about the plan behind the reductions and their likely impact. The plan seemed to be to restructure and regionalise provision. It was crucial for the College to be engaged in the expected Strategic Area Review. The scope was not yet clear but it could be West London wide. Some local meetings with other colleges had taken place and others were being prepared. Reference was made to the large number of colleges in London and the drive to greater 'productivity'.
- The letter from Ofsted was welcomed and its themes were NOTED as was the spreadsheet on **Critical Success Factors**.
- The **paper on HE** aimed at enabling the College to grow and re-establish its HE provision. Discussion focused on the impact of the suspension of the UKIV Tier 4 status. Members also discussed the nature of local collaboration and competition in relation to HE. The need for

robust procedures was clear. Members emphasised the need for quality provision in a competitive market.

- The appendix on **accommodation strategy** provided an update and background on the College's emerging strategy in light of current accommodation needs. The paper described the formulation of the College and its property heritage, the role of the London Enterprise Panel and proposed next steps. It was proposed to appoint a project manager to set a budget aimed at joining outline planning permission and to identify the appropriate JVP or facility to realise the project.
- Members considered the appendix on prospective strategic partnerships, federations and mergers. The policy of actively seeking engagement in such developments was ENDORSED. The work on strategic options review and related exercises was considered again, and recent initiatives involving possible local partners were described.
- The appendix on **workforce reforms** updated members on the negotiations taking place. The key aim was to achieve more flexible and less costly arrangements. Members recognised that reforms had been the subject of lengthy negotiations in the past.
- The appendix on **re-branding** dealt with the proposed re-branding of College sites and related matters.

4.5 Arising from the report of the Principal and Chief Executive and the appendices to the report, it was RESOLVED

- That the letter from OFSTED (30 June 2015) be noted and the proposals adopted
- That the suspension of all Colleges being able to apply for TDAP (Teaching Degree Awarding Powers) and FDAP (Foundation Degree Awarding Powers) via BIS be noted
- That the College's partner HEIs should also be reviewed and where appropriate aligned to a more strategic relationship in line with the local needs, growth sectors and College curriculum
- That a Dean of HE is appointed to develop and implement an HE strategy identifying suitable progression and meeting local needs along with income targets
- That representatives of the Board are involved in supporting this focus and if and where necessary, advise the EDs
- That the current UKV1 Tier 4 status and the College's approach to mitigate risk be noted
- That at the appropriate time, when the new guidance is published by BIS that it is revisited as an area of growth for the College
- That the College formally progresses its accommodation strategy to ensure it is fit for purpose, responsive to student, employer and sector needs
- That the College needs to appoint a negotiator for the sale and release of Acton
- That the College appoints a project manager for the development of the Hammersmith College site to the point of Outline Planning application, that could take up to 18 months, via the pre planning stages
- That, given the size and scale of Hammersmith development that a further loan facility is explored to establish the size of the loan along with the terms (estimate £1M for all aspects of the development) This responsibility is delegated to the F&GP
- That Eversheds, as the College solicitors, advise on the best structure and strategy in relation to Board and / or Governance arrangements to safeguard the College

- That the College looks at the best investment, JVP strategy, options and mechanisms to secure an appropriate and sustainable return on investment (ROI)
- That utilities and facilities costs (carbon footprint) should be reduced
- That all of the above should be through the Task and Finish Group or an Accommodation sub-group or F&GP to ensure appropriate scrutiny and VFM is achieved
- That all Partnerships, Federations and Mergers are considered and that the Chair, CEO/Principal and Clerk will have the delegated responsibility to discuss, investigate and negotiate and report to the main Board
- That once draft heads of terms have been reached with any other partner that further internal due diligence should take place in line with the BIS guidance on Structures and Prospects Appraisals (SPA)
- That when appropriate an external agency should be appointed to undertake the necessary due process (SPA) and due diligence of all interested parties
- That the Chair of Audit would be part of the process to ensure that the College is kept safe, legal and informed of associated risks
- That the scoping out of the appropriate acquisition of an Independent Training Provider (ITP), as part of the College's growth strategy for apprenticeships and in line with the LEP priorities and that low level due diligence will take place at the initial stages before a full recommendation is given to the Board
- That the College enters into collective bargaining in the Autumn term 2015, with a view to agreeing to the introduction of new contractual terms for all staff
- That the Board notes the challenges associated with a collective bargaining process, but at the same time is mindful of the legal and practical risks in seeking to introduce contractual change by means other than through securing a collective agreement
- That the Board agrees that in the context of the collective bargaining referred to above, management should propose that all staff receive a % pay award to reflect the College's wish to recognise and reward staff
- That the Board notes that the College will be negotiating for more flexible contracts to accommodate the changing needs of the College via collective bargaining or via the Educational Workforce subsidiary
- That each of the College sites is renamed to reflect the local community
 - Southall Community College
 - Ealing Green College
 - Hammersmith and Fulham College
- That the College investigates further the best legal structure and mechanism, therefore protecting its current status and maximising future opportunities in the best interests of the student experience, in line with its strategic objectives for growth and diversification and in line with the drivers from the DfE/BIS and the FE Commissioner
- That the Board seeks Secretary of State approval to legally change its name at the appropriate time; as it moves into future partnerships, federations or acquisitions to something along the lines of West London College Group, therefore reflecting the overarching structure and its focus on localism, devolution and re-establishing its market share.

COLLEGE GOOD CODE OF PRACTICE FOR GOVERNANCE

5.1 Members considered the Code of Governance and some of its implications. The paper covered types of governance processes, group structures, core values, expectations and the ten principles of good governance and an implementation process. It was re-confirmed that the Corporation supported the Code.

5.2 Arising from the paper and discussion it was RESOLVED

- That the Code of Good Governance for English Colleges be adopted
- That there should be link governors on key strategic portfolios, including Safeguarding/Prevent, H&S, T&L, Accommodation, Finance etc
- That the Chairs discuss the key aspects with the CEO/Principal and relevant EDs prior to the committee meeting to aid focus, debate and decision making
- That a set of KPIs that are linked to the Dashboard re in line with the key metrics of the strategic objectives and external agencies and is developed and shared with the Chairs and the Board
- That we move towards a paperless process and the appropriate mobile device is sought to increase efficiency and effectiveness over the next 12 months
- That the Search and Development Committee will have the delegated responsibility to implement the above recommendations.

Item 6

MINUTES AND REPORTS FROM COMMITTEES

6.1 The following minutes and reports were ADOPTED by the Corporation and the recommendations made therein were APPROVED.

6.2 The minutes and recommendations will be appended to the file copy of these minutes.

- Task and Finish Group – 19 May 2015
- Search and Development Committee – 9 June 2015
- Audit Committee – 16 June 2015
- Finance and General Purposes Committee – 25 June 2015
- Quality and Performance Monitoring Committee- 9 June 2015

6.3 All the recommendations were ADOPTED, including

- The Corporation's determination should be 16 members
- Subject to eligibility etc Michael Heanue and Lucy Taylor be appointed ordinary members for a three year period
- The current auditors for internal and external audit should continue to act as the College's auditors in respect of 2015/16.
- The Management Accounts to May 2015 be adopted
- The budget 2015/16 and financial forecast be adopted
- The financial health categories be approved
- The revised policies on Grievance, Dignity at Work and Time Off, be adopted
- The charge on College assets in favour of LPFA be approved.

Item 7

BUDGET 2015/16 AND THREE YEAR FORECAST AND LETTER OF VARIATION

7.1 Members received the budget and forecast papers and were reminded of the endorsement given to this by the Finance and General Purposes Committee. Members were informed that:

- There will be funding reductions of £4.4M and an underlying deficit of £2.2M
- Adult Skills budget to be reduced by 25%
- There will be some growth, notably 16-18 Apprenticeships

7.2 As indicated above the budget, financial objectives and proposed financial health categories were all approved.

7.3 Questions were raised about a number of matters, especially the pensions deficit. It was pointed out that further work was being done on the budget and forecast and this would be reported at the Corporation's early Autumn 'Special' meeting.

7.4 There was produced to the meeting a letter of waiver and variation (the Letter) from Barclays Bank PLC (the Bank) to the College setting out (amongst other things) the amendments to a facility agreement dated 31 August 2004 pursuant to which the Bank has offered the Borrower (as defined in the Letter), the Facility (as defined in the Letter).

IT WAS RESOLVED

- 1 That the amendments set out in the Letter are in the interests of and for the benefit of the College and are most likely to promote the success of the College for the benefit of the members as a whole and that such terms and conditions of the Letter be and be approved and accepted.
- 2 That _____ and _____ are authorised to sign the Letter on behalf of the College to indicate acceptance of the terms and conditions.
- 3 That the Bank is authorised to act in all matters concerning the Facility as amended by the Letter upon instruction from the College, in its capacity as Borrower of the Facility, signed in accordance with the Bank's mandate for any of the accounts of the College held with the Bank current from time to time.

Item 8

ANY OTHER BUSINESS

There was no further business.

Item 9

CONFIDENTIAL SESSION

Staff and student members and all other staff and the Principal and Chief Executive left the meeting.

The remaining members received a report from the Remuneration Committee concerning the remuneration of the Principal and Chief Executive and the contract of the Clerk.

The recommended remuneration for the Principal and Chief Executive was APPROVED for 2015/16. The extension of the Clerkship contract for 2015/16 on the same terms as currently apply, was also APPROVED.