

THE CORPORATION

EALING, HAMMERSMITH AND WEST LONDON COLLEGE

Minutes of the Meeting of the Corporation held on 17th December 2015 at the Hammersmith Campus

Meeting began 6.00pm

Chair: Tony Alderman

Item 1

ATTENDANCE AND APOLOGIES FOR ABSENCE

1.1 Present

Heather Clay	√	Joanne Fintzen	x
Richard De St Croix (Support Staff Governor)	√	Adrian Asuquo	√
Julia Clements-Elliott	√	Garry Phillips (Principal and Chief Executive)	√
Jim Conybeare-Cross	√	Nick Ratcliffe	√
Michael Heanue	√	Tony Alderman	√
Lisa Huggins-Chan	√	Lucy Taylor	√
Sundeep Sangha	x		

The meeting was quorate throughout.

1.2 **Apologies for Absence** were RECEIVED from: Joanne Fintzen and Sundeep Sangha.

1.3 **In attendance:**

Richard Birks, Eversheds
 Janet Gardner, Executive Director, Principal, Hammersmith and Fulham College
 Phil Hockey – Executive Director, Student Experience and Performance
 John Humphreys – Assistant Principal Human Resources and Change Management
 Chris McCutcheon – Finance Director
 Urmila Rasan, Executive Director, Finance and Shared Services
 Tom Scaife – Knight Frank
 Keith Scribbins – Clerk to the Corporation
 Ala Uddin, Executive Director, Principal Ealing College

1.4 **Declarations of Interests:** Michael Heanue made a declaration in relation to area reviews saying that he would not engage in the West London review (the review which features the College).

1.5 **Chair’s Announcements**

The Chair wished everyone compliments of the season and indicated that Garry Phillips and Jim Conybeare-Cross should stay, with himself, at the end of the meeting to sign significant documents. It was also indicated and APPROVED that the Principal and Chief Executive, the Chair and the Executive Director, Finance and Shared Resources should be delegated to sign deeds and legal charge documents as necessary. He also congratulated Garry Phillips and other staff on the successful completion of collective bargaining concerning terms and conditions. This view was echoed by the whole Board.

1.6 Clerk's Announcements

The Clerk reported on latest developments on the election of a staff Governor. Initially there were no candidates but it was hoped that by repeating the process at least three nominees would come forward. The Clerk also ran over the papers indicating which papers were confidential. The documents to which the Clerk referred included a notice of concern from the Skills Funding Agency setting out action required and documents related to the lease at Southall and the sale of Acton including heads of terms, charity regulations and Eversheds advice. It was proposed and AGREED that Michael Heanue should join the Quality, Performance and Monitoring Committee and that Lucy Taylor should join the Finance and General Purposes Committee.

Item 2

COR 15.15 AND 15.16

MINUTES OF THE CORPORATION MEETING HELD ON 14TH JULY 2015 AND SPECIAL MEETING OF THE CORPORATION HELD ON 8TH OCTOBER 2015

- 2.1 The Minutes were APPROVED as a correct record and signed by the Chair.
- 2.2. There were no matters arising which were not covered elsewhere on the agenda.

Item 3

COR 15.15

PRINCIPAL'S REPORT

- 3.1 The Principal and other senior staff gave a wide ranging report on collective bargaining (see above), curriculum, quality, the FE Commissioner's visit, finance, accommodation, the financial recovery plan and a number of projects. There were a number of attachments to the report including a letter from Nick Boles MP in relation to UKVI Sponsor (Tier 4) status, a letter from Dr David Collins (now Sir David) and a BIS document on intervention by the Commissioner. Ala Uddin and Janet Gardner gave reports on Ealing and Hammersmith College and Phil Hockey reported on the latest inspection documents which had been considered by the Quality Committee. In response to a number of questions information was given on the communication of news about the Ofsted report to both staff and students. It was felt that staff and students understood the concept of 'requires improvement' and the Principal and Chief Executive together with a number of Governors discussed the methods by which he and other senior staff should be held to account in respect of Ofsted and other expectations. It was indicated that the work of the FE Commissioner would figure prominently in the forthcoming strategic planning seminar.
- 3.2 Members discussed the curriculum developments concerning Ealing College and Hammersmith and Fulham College and noted and supported the work being undertaken to

support attendance and other performance elements. They also supported the outcomes of the Ofsted inspection including the Post Inspection Action Plan. They noted the report from the FE Commissioner's visit and put emphasis on the need for a unified action plan, a revision of budget and forecast, the strengthening of F&GP and the Quality, Performance and Monitoring Committee with both to have more frequent meetings. A report was given on steps being taken to recruit a second senior post holder as the report had proposed.

3.3 Tom Scaife gave a detailed report on the disposal of Acton with the expectation of an exchange and completion in January/February 2016. He also dealt with the provisions of the Charities Act. Members discussed the risks inherent in the project and their mitigation. All Members voted in favour of the proposals put forward in the report and in the contribution made by Tom Scaife (Lucy Taylor abstained). There was also support for proposals in relation to the Southall site featuring free schools. It was reported that a tender had been sought in relation to OJUE documentation reference Hammersmith and Fulham College. Finally, it was reported that formal feedback was awaited from the LEP in respect of Dish/Dine.

3.4 Arising from the report and the contributions of senior staff and advisors together with discussion by the Members, it was RESOLVED

that: The carrying out of full due diligence on LHAA be APPROVED

that: The Heads of terms for sale of Acton and leasehold at Southall be APPROVED and that the timelines for sale and completion be APPROVED

that: A task and finish group be established dealing with issues of quality, financial recovery and accommodation between meetings of the Corporation

that: Up to £630k be committed for Dish/Dine.

that: The outcomes of collective bargaining be NOTED

that: Alterations to Critical Success Factors and the performance scorecard be NOTED

that: The findings of Ofsted and the FE Commissioner be NOTED and acted upon

that: The SAR, PIAP, CSFs and Targets be NOTED and APPROVED

that: The letter from the Skills Minister on spending review be NOTED

Item 4

FGP 15.22, FGP 15.23, AC15.25, SDC 15.10, REM 15.06, QPM 15.55

MINUTES AND REPORTS FROM COMMITTEES

4.1 Members RECEIVED the following Minutes with their attachments:

- Financial and General Purposes Committee 22/10/2015 and 3/12/2015
- Audit Committee 23/11/2015
- Search and Development 25/11/2015
- Remuneration Committee 23/11/2015
- Quality and Performance Monitoring Committee 1/12/2015

4.2 The Chairs of the Committee and the Clerk introduced the minutes and, after discussion, the following recommendations were ADOPTED as resolutions of the Corporation:

- that: Lucy Taylor should be asked to join the Finance and General Purposes Committee
- that: Jim Conybeare-Cross should serve as Chair and Joanne Fintzen as Vice-Chair of the Finance and general Purposes Committee.
- that: The management accounts to 30/09/2015 and to 31/10/2015 be ADOPTED by the Corporation
- that: The memorandum of sale Acton Campus be APPROVED in view of the facts that the sale price and structure were acceptable, due process had been followed, Knight Frank had reported on compliance with the Charities Act, draft heads of terms were acceptable and six months notice would be given to Energize Fitness Limited
- that: In relation to Southall the lease rent and structure was APPROVED in view of the facts that due process had been followed, Knight Frank had reported on compliance with the Charities Act and the heads of terms were acceptable
- that: The sub-contracting fees and charging policy for 2015/2016 be APPROVED
- that: The documentation on Bank security and the model wording supplied be ADOPTED and the proposed Bank facility on the terms set out in the documentation and with the model wording supplied also be ADOPTED.
- that: Steps taken in relation to business re-engineering (£3m) and expenditure up to £3m for the re-development of Hammersmith and Fulham College be NOTED and APPROVED
- that: A partnership with J2J Workplace Solutions Limited be finalised
- that: The College should validate further assurances from My Future's Bright Limited.
- that: A valuation of LHAA be undertaken by McIntyre Hudson with a view to completion of due diligence and purchase. The Principal and Chief Executive should seek an acceptable price
- that: Nick Ratcliffe be appointed Chair of the Audit Committee with Sundeep Sangha as Vice-Chair
- that: The Internal Annual Opinion report and audit plan 2015/2016 be ADOPTED
- that: The report and financial statements (31st July 2015) and the management letter be ADOPTED
- that: The Letter of Representation be signed by the Chair and the Principal and Chief Executive
- that: Annual Report of the Audit Committee be ADOPTED

that: The confidential minutes of the Remuneration Committee 25/11/2015 and their recommendations be ADOPTED

Item 5

ANY OTHER BUSINESS

There was no new business.

Item 6

DATE OF NEXT MEETING

Scheduled for 15th March 2016.

Chair's Signature

Date