

**THE CORPORATION
EALING, HAMMERSMITH & WEST LONDON COLLEGE
Minutes of the Meeting of the Governing Body held on 17 July 2014 held at
Hammersmith campus.**

Meeting began 6.00 pm

Chair: Sarah Dhanda

Item 1.

COR 14/ 23

PRESENT & APOLOGIES

1.1. Present

Heather Clay	X	Lisa Huggins- Chan	✓
Richard De St Croix (Support staff Governor)	✓	Rachel Kirsch (Teaching staff Governor)	✓
Julia Clements-Elliott	✓	Robert Morley	✓
Jim Conybeare-Cross	✓	Garry Phillips (Principal)	✓
Hilary Cowell	✓	Aparajitaa Richards (HE Student Governor)	X
Sarah Dhanda	✓	Christine Whatford	✓
Shad Hoshyar (FE Student Governor)	X		

The meeting was quorate throughout.

1.2. Apologies for absence: Heather Clay, Aparajitta Richards, Shad Hoshyar (FE Governor, terms ends 31.7.2014).

1.3. In attendance

Items 2-6, 8: Stephen Bagley - Head of Employer and Delivery Services, Skills Funding Agency; Lyselle Kendall - Manager of Employer and Delivery Services, Skills Funding Agency.

Items 1- 11, 13: Ala Uddin – Vice Principal Curriculum & Student Success (VPCS);

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

Bryan Vines- Vice-Principal Business & Enterprise (VPBE);

John Humphreys – Assistant Principal Human Resources & Change Management (APHR);

Jane Hadsel - Clerk to the Corporation.

1.4. Declarations of Interests: None.

2. Chair's Announcements:

2.1. The Chair welcomed Garry Phillips to his first Board meeting as Principal.

2.2. The Chair said that that the SFA representatives, notified on the Agenda, were expected to join this meeting shortly (they were delayed by traffic). She said they had been invited initially by herself and followed up by the Principal when he had met the SFA earlier this term with the Interim Principal for a briefing about the Financial Recovery Plan (FCP). She suggested they could be invited to attend through to the Ofsted report (Item 8), as these items had immediate bearing on the FCP. This was agreed.

2.3. The Chair suggested that the agenda be re-ordered to take the report on Ofsted (Item 8) before the College Organisational Development Plan (Item 7); and to take Committees' Minutes (Item 13) before Part 2 to enable the FGP Chair to report back on recommendations made after the FGP meeting. This was agreed.

Item 2.

COR 14/ 24

MINUTES OF THE MEETING of the Corporation held on 22 May 2014

Report COR14.2 ***part confidential***

2.1. The Minutes were approved and signed by the Chair.

2.2. MATTERS ARISING IN THE MINUTES NOT ON THE AGENDA

Matter Arising Pg. 2, Teaching Staff Governor Election

The Chair reported that the Clerk had run a fair election; and the teaching Staff Governor elect was Andrew Mackay who is an IT lecturer. He would join the Board at the start of the next academic year.

Matters Arising Pg. 2, Governor Appointee to the West London Student Trust

The Chair reported that Heather Clay had agreed to serve in this role; the Board appointed her to the West London Student Trust.

Matters Arising Pg. 3, Update on Payroll

Report COR14.28 ***confidential***

Confidential to the Board and staff in attendance for commercial sensitivity

1. Report on problems with Northgate Arinso in paying College staff pensions: The Assistant Principal HR orally reported that further to his reporting to both Audit and F&GP Committees in June that since then the College has made progress in identifying the likely financial implication for the purposes of the accounts for the current year; this was a key piece of information, which had been unquantified to date. The Board noted the next steps set out in the summary report, which had been reported to the Committees; and that there has been slow but steady progress in the past two months.

2. The Board agreed that the College should remain focused on resolving the pension issues for the College staff as a priority; and that management would inform the Board if alternative actions might appear to be needed to safeguard the College's interests.

End confidential minute

Matter Arising Pg. 4, Amended Lesson Observation Policy

The Board had been advised at the May Board meeting (held the week following the Ofsted Inspection) that the College would bring an amended lesson observation policy for an Ofsted-like notice for lesson observations to the Quality Committee meeting in June. Board meeting: 17.7.2014: the Chair of the Quality Committee called the Board's attention that the Committee had not yet seen the proposed amended policy for lesson observations although the Committee meeting had discussed some aspects and potential implications.

Matter Arising Pg. 4, Board's Response to Ofsted (in feedback meeting)

A letter by the Interim Principal, on behalf of the Board, had been sent to Ofsted, following publication of the Inspection report; it had been circulated to Governors for information.

Confidential to the Board and staff in attendance for commercial sensitivity

Item 3.

COR 14/25

PRINCIPAL'S PRESENTATION

PRINCIPAL'S REPORT

Report COR14.29 **part confidential**

1. Garry Phillips gave a slide presentation which included an overview of the Ofsted gradings of the College over the past twelve years; and suggested that this showed that most of the College had been bordering on 'Requires Improvement' or the equivalent for much of the past twelve years with a few peaks in some areas rated as 'Good / Outstanding'. He reminded the Board that the most recent overall Ofsted grading holds the College back from a number of funding and development opportunities.

2. His presentation expanded on challenges in strategic planning for the College and the need for a comprehensive business cycle to inform and support the questions for the College to decide on key directions for the future, for example where and what to grow or not to grow. He asked the Board to support a strategic options review to be ready for board discussion in September. He said he plans to bring all College staff together on 20 August at which at least some of the options and questions could be discussed; this discussion would in turn feed into the strategic discussion with Governors in September.

3. There was a discussion about College Goals (title of slide); Governors endorsed this framework, and asked for the rest of it to be populated and for benchmarks, (where available) and indicative timeframes to be added.

4. He presented a version of a College scorecard of KPIs for EHWLC, based on the example in the FE Commissioner's 13 June 2014 letter (circulated to Governors in June for information and attached to this Report). The scorecard would collect all the key targets in one strategically focused monitoring tool to enable the College and Governors to track accountability and follow through and to support the speed, breadth and depth of changes needed. He asked the Board to adopt the approach. The Board agreed; and asked that there be consistency in how KPIs are monitored. The Board asked that the scorecard be populated as far as possible and circulated to Governors who would be invited to comment in response.

5. The Board agreed, in principle, to a strategic options review and that the Principal would circulate to Governors following this meeting terms of reference for Governors to respond to and agree (it was suggested that 'deliverables' be used to frame expectations). The timing and availability of the review would influence whether the Board would discuss it on the 10th September (date already reserved for a Board meeting) or later in September. The Principal confirmed that the cost of a review had been taken into account in budgeting.

ACTION: Principal to circulate: completed Goals sheet, EHWLC scorecard; terms of reference for strategic review with draft minutes for Governors' comments and agreement

6. The Principal highlighted a proposal for naming the College's KS4 provision the Trevor Baylis Academy. The Board concluded that they should see more of a business case, including the rationale for the name; they suggested that this be included in the strategic options review so that it would not be overlooked.

7. The Principal highlighted the report on ICCA. This had been flagged up at the FGP June meeting; The Principal assured Governors that suitable appointments had been made to the post of Head of the Faculty of Technology and to the management of the Construction area.

8. The VPFR confirmed that the payment proposed to ICCA to end the contract would be accommodated in the accounts and budget; she said she would seek the auditors' advice on how this should be treated. The Board approved the recommended option 2 in the report.

End confidential minute

Item 4.

COR 14/26

11 MONTHS MANAGEMENT ACCOUNTS TO 30 JUNE 2014

(circulated 16th July, hard copy at meeting)

Report COR14.30

1. The report said that the operating deficit as of the end of June was £4,577,000 (after exceptional items set out in the previous reports in April and May).

2. The VPFR agreed to amend and clarify where changes are made in the forecasting column, as requested in the meeting.

3. Governors were concerned about the IELTS income line and expected contribution; and in general why forecast IELTS income has dropped. The VPBE explained that it appeared that the forecasting of income had not been sufficiently robust and that additional costs and availability of invigilators had not been taken fully into account. The Principal said this was part of a wider staff utilisation issue. It was agreed that IELTS issues should be included in the proposed strategic review.

4. Governors questioned the increase in debt and asked if this was major concern for the Colleges. The VPFR said that the report reflected work in progress; she did not consider that payment to the College would be problematic.

5. Governors asked about the overspend in security; the VPFR said that the original budget had not been realistic in this respect but the College now has a clear understanding of the needs and costs.

6. Adults Skills Allocation: The report said that the likely shortfall in the Adult Skills delivery was £900,000. Governors asked how certain the College was at this point near the end of the financial year in reaching the target for delivery. The VPBE referred to the weekly updates to Governors (sent to the FGP); and said that the College should reach the realistic target as reported.

7. It was agreed that FGP would continue to regularly monitor the Adult Skills allocation delivery.

Item 5.

COR 14/27

BUDGET 2014-15

Report COR14.31

1. The VPFR gave a slide presentation outlining three budget scenarios, which SMT had considered: Do Nothing, Slow and Steady, Grow and Invest. She explained that the budget proposed was the slow and steady scenario with a view to a small surplus or breakeven.

The third scenario was where the College should be aim to be. However, the third scenario would require the College to make further significant staffing cuts immediately and in parallel have ready to go significant new income streams; a number of new opportunities would be

predicated on the College obtaining a 'Good' in the Ofsted re-inspection. Governors noted the report advised that even in the slow and steady budget as proposed, further savings of £1,400,000. would need to be identified in order for the College to breakeven. In sum, she advised that the budget proposed was the only realistic scenario at present.

The Principal said he agreed.

2. The VPFR highlighted that the proposed budget did not allow for an all staff pay increase. This had been discussed in detail by the FGP (26 June meeting) who had asked that the issues of staff pay in general be revisited next year within the Committee's cycle of budget review.

3. Governors asked about the certainty of proposed income from the 24+ loans; and drew to the attention of the SFA representatives in attendance that colleges need more support from the Government for this. Governors questioned the proposed increase expenditure for VTs and whether the College's income would support this. The VPCS responded to both queries; he said that the College has been more proactive in marketing the 24+ loans and that staffing has been accurately aligned to the curriculum plan.

4. Governors asked Stephen Bagley for his views on the implications of the College missing the SFA allocation. He said that the SFA has a policy to claw back and rebase the allocation for the next year while looking on a case by case basis at a college's capacity to deliver the next year's allocation.

5. The Board approved the budget proposed for 2014-15.

Confidential to the Board and staff in attendance for commercial sensitivity

6. In respect to a Loan Plan B scenario, in which Barclays Bank calls in the loan, the VPFR said that the Bank had recently confirmed it would issue the waivers to the College with conditions including providing the Bank with a copy of the Three Year Forecast as sent to the SFA and renegotiation the terms of the loan. She said that with the sale of Moullin House the possibility of the loan being called in was unlikely. If that did happen the College would have to immediately realise some assets. The Chair reminded the Board that FGP had already asked for a valuation of parts of the estate (apart from the main campuses) to enable informed decisions about potential disposal. The Board agreed that they should have a Loan Plan B action plan ready in any event.

7. The Principal proposed that a real estate view of the whole College was needed to support the strategic options review discussed earlier in the meeting. The Board agreed in principle, but asked for proposed terms of reference before proceeding; and noted that the timing of the availability of this and the strategic options review would likely factor into when the Board would be able to meet to discuss both of these together.

ACTION: A Loan Plan B action plan to be developed and approved by FGP; Principal to draw up an estates review brief / terms of reference in tandem with the strategic options review, circulated with draft minutes for Governors' comments and agreement

End confidential minute

Confidential to the Board and staff in attendance for commercial sensitivity

Item 6.

COR 14/28

EHWLC IMPROVEMENT / RECOVERY PLAN (part Confidential)

(Appendices available electronically)

Report COR14.32

1. The Board approved the Financial Recovery Plan; the version submitted had been reviewed at various draft stages by Governors.

2. The Chair invited Stephen Bagley from the SFA to respond to the Principal's presentation and the Board's discussion. Stephen Bagley thanked the Board for the opportunity to attend this meeting and to observe the Board's discussions.

2.2. He reinforced the role of the Skills Funding Agency in relation to the development of the Recovery Plan and monitoring its implementation through regular case conferences. He explained that case conferences take place within a framework of decision making linked to the SFA's wider approach to managing Intervention. The SFA would hold case conferences each month with the EFA and the College's Executive Team. From these, the SFA would feed into the Case Review Group to support their decision about whether the involvement of the FE Commissioner would be required. The role of the Case Review Group is set out in a BIS publication called *Strengthened Intervention Process*. The criteria which the Case Review Group would consider would be based on the case conferences' assessment of the robustness and pace of improvement which the College demonstrates.

2.3. He summarised that the primary purpose of the case conferences going forward into the next academic year would be to assess whether the governance and leadership of the College is identifying and leading the necessary changes within the specified timetable. He said that at this stage, the recommendation to the Case Review Group has been that they do not seek the involvement of the FE Commissioner in relation to EHWLC.

2.4. He said he had noted the Board's discussion earlier in the meeting in favour of a balanced scorecard approach. He urged the College to firm up the KPIs and scorecard by September so as to have the Implementation Plan fully in place.

2.5. Governors asked him to comment on the relationship between what the SFA is looking for in the Financial Recovery Plan and Ofsted. He responded that while there is a strong interdependency, the College is not under notice by Ofsted, only by the SFA for financial reasons. However, he commented that the scorecard approach with KPIs both for financial recovery and for making improvements required by Ofsted would work best for the College by having one scorecard. He said that that the critical role for the Board is to have oversight of the KPIs and to monitor the robustness of their arrangements for overseeing this.

The Chair thanked him for explaining the process and the SFA's expectations.

3. The Board commented on the following in the Financial Recovery Plan:

3.1. Risk Register Appendix 2: There had been a steer at the Audit Committee for the Principal to take a fresh look the College's risk register for a whole college approach. The Principal said he agreed that the risk register should tie key aspects together; and that this was work still to do.

3.2. Page 76 (Action Plan): Regarding staff utilisation, monitoring would benefit from having milestones; the Principal said this would be in the scorecard.

3.3. Page 11 (FRP- text): Regarding Ofsted's sample of lessons observed compared to College's own observation profile and the College's intention to amend the College's teaching & learning policy including lesson observations, the Chair of the Quality Committee suggested that the Board should set a clear standard that Governors want to see the College act on a policy with two key strands: a no- notice lesson observation and senior staff and governors to be involved with learning walks as a matter of normal College activity. The Board agreed.

3.4. The Chair brought to the Board's attention Appendix 12, which had been added to the final submission, drawn up by the Clerk on the Interim Principal's advice to support the intention in the Action Plan (pg. 66) to review Board performance (the seven areas for Board monitoring were extrapolated from the FE Commissioner's' 13 June 2014 letter).

End confidential minute

The business was reordered to take Item 8 before Item 7.

Item 8.

COR 14/30

INSPECTION REPORT and POST INSPECTION ACTION PLAN

1. The VPCS informed the Board that the published Inspection report showed a few changes from the draft version, as Ofsted has the right to make changes, subject to moderation. He said that the College would be producing a more succinct version than the internal document (PIAP, appended for information) to review in-year with Ofsted.
2. Governors commented in particular on the challenge for the College to develop and implement across the College a value-added strategy; the VPSC confirmed that the College would not delay on this.
3. The Quality Committee Chair offered to meet the VPCS with a view to looking at the process of mapping the PIAP to key objectives; and thereby clarify what the Quality Committee should be monitoring in advance of the meetings next year. This was agreed.
4. Related to deepening Governor Involvement in the College, the Principal suggested he would bring to the Board a recommendation for a Governor portfolio approach in which each Governor champions a particular strategic area or aspect of the College.

S. Bagley and L. Kendall left the meeting.

Item 7.

COR 14/29

DRAFT COLLEGE ORGANISATIONAL DEVELOPMENT PLAN

Report COR14.33

1. The APHR was asked to ensure that consultation with staff would mean consultation not only with the JNC (management's discussions with union representatives) but that all staff would be consulted in view of the fact that not all staff are in a union; this was agreed.
2. The Board agreed that the culture change is an imperative of organisational development.

ACTION: College Organisational Development Plan to FGP / Board, autumn 2014 cycle of business

Item 9.
COR 14/31
STUDENT CHARTER 2014-15
Report COR14.35

1. The VPSC said that he had welcomed comments from individual Governors about minor text corrections and revisions before the meeting; he would include those in the finished version
2. The Board approved the Student Charter 2014-15.

Item 10.
COR 14/32
REAPPOINTMENT OF AUDITORS
Report COR14.36

1. Reappointment of Baker Tilly (external auditors):
The VPFR had augmented the report to the Audit Committee by Baker Tilly setting out the intended scope of their work (referenced in the Audit Committee minutes 17 June to this meeting, Item 13) with a College evaluation of their performance (Appendix 1). The Chair who had attended the Audit committee meeting, suggested to the Board that the addition of this evaluation was useful; however, the presentation of the ratings boxes could be clearer. The Board approved the reappointment.
2. Reappointment of Grant Thornton (internal auditors):
In respect to the recommendation for reappointment of the internal auditors, the VPFR forwarded the report by Grant Thornton to the Audit Committee, setting out their scope of work. The Chair suggested that notwithstanding the Board's satisfaction with the internal auditors over the past year, a similar College evaluation exercise would benefit all concerned. The Board agreed and asked the VPFR to do this. The VPFR said that that including these exercises would revert into the Audit Committee's normal cycle of business next year. The Board approved the reappointment.

ACTION: VPFR to complete a College review of performance of the internal auditors, circulate to Governors following this meeting along with clarification of Appendix 1.

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3. The Principal was requested to bear in mind potential conflicts of interests in relation to the College's current auditors in selecting a short list of consultants in connection to the proposals agreed earlier in the meeting for the Principal to draw up terms of reference for strategic options and estate strategy review for Governors' approval.

End confidential minute

Business was reordered to take Item 13 before 11 and 12.

Item 13.
COR 14/33
COMMITTEE MINUTES

1. Quality & Performance Monitoring Committee Minutes 10 June 2014,
Report QPM 14.38
Received.
2. Audit Committee Minutes 17 June 2014
Report AC 14.20
Received.
3. Finance & General Purposes Committee Minutes 24 June 2014
Report FGP 14.45 **part confidential**

The Committee Chair orally reported two recommendations by FGP which had been made following the FGP meeting; and which required Board noting and approval.

- 3.1. Capital Projects: FGP had approved a capital projects spend in order that urgent works may proceed this summer. Most of the expenditure relates to IT equipment, essential for the new MIS system to be ready in time for enrolment and the next academic year.
- 3.2. New security and cleaning contracts from 1 August 2014: Given that the amount of the contracts requires Board approval, FGP Committee had had details of the tendering process and assessments for awarding new security and cleaning contracts; and they recommended Board approval. The full report (COR 14.38) was appended to the governor portal under this item. The Board approved the recommendations.
- 3.3. The Chair asked how the implementation of the new Pro-Solutions software was going. The VPFR reported that so far work had been progressing in accordance with the timetable; and the College had successfully used it for a small trial in enrolment. The Committee Chair offered to serve in a mentoring 'buddying' role to the VPFR in connection with his experience of implementing multiple IT systems. This was agreed.

Item 11.
COR 14/34
GOVERNANCE

Annual Report on Report
Report COR14.37

Confidential to Governors and staff in attendance for staffing issues

1. Appointment of Chair, Vice-Chair and Governor Search

1. Sarah Dhanda, Chair of the Board, informed the Governors present of her decision that she would not stand for re-election as Chair of the Board from September onwards, owing to the considerable time commitment this role over the past year has required in addition to the commitment she has to her own job; and that unless any of the current Governors offered to take on this role, she advised that the Board should expand recruitment for new governors to include the role of the chair. The Governors thanked her for her work over the past two years as Chair, and concurred that there was at this time no one on the Board who offered to stand for Chair. The Chair offered to remain in post for the time needed to recruit to this role; the Board agreed. They agreed also that the search for this role and

new Governors should be high priority, noting that there were also other roles vacant for including Vice-Chair and Audit Committee Chair.

2. Christine Whatford gave notice that she would step form the Board in the next academic year, citing her length of appointment in several categories of membership and a change in her personal circumstances. As the current Chair of the Quality & Performance Committee, she said she would like to assist in succession planning for this role to help ensure the College's readiness for the Ofsted re-inspection. This was agreed.

3. The Board agreed the following actions to accelerate the search for a new governor / Chair, other specific Board and Committee roles and Governors in general:

3.1. The Chair proposed that the terms of reference of the Search Committee needed to be expanded to ensure that it covered governance and development as well as recruitment of Governors;

3.2. The Committee needed to become proactive in succession planning;

3.3. The Committee should meet on a scheduled basis in the calendar; the first meeting should take place as soon as practical and before the start of the next academic year;

3.4. Lisa Huggins-Chan was appointed to the Search Committee;

3.5. The Committee agreed to co-opt the College's Human Resources recruiting expertise through the Assistant Principal.

ACTION: Search Committee to meet; report back to Governors

4. The Chair said that when it is timely, she would inform the SFA of a change in the Chair. She confirmed that, at the request of other Governors, she would remain on the Board for the immediate future after a new appointment is made, giving her support in this way to the College in the initial period when the College's Recovery Plan is being implemented over under the recently appointed Principal.

End of confidential minute

2 Annual Report on Governance

The Chair lead a discussion about the report which included a number of strands; and Governors noted two points in particular.

1. Regarding the composition of the College's teaching staff electorate for the purposes of a staff governor election, the Board agreed they would welcome an HR report as recommended and when timely about the status of Visiting Teachers (VTs) and practical implications of including VTs in the electorate.

2. Regarding student presence on the Board; this year, the student governors had not been as active as their predecessors had been. While recognising that student Governors (who are nominated by the Student Union) are only one element of student voice, the Board agreed that they would welcome more direct student input into their meetings.

9.10 pm: Staff in attendance withdrew for the rest of the meeting.

DRAFT

Part 2 – GOVERNORS’ CONFIDENTIAL SESSION

Item 12.

COR 14/35

REPORT OF THE CHAIR TO THE MEETING

The Board appointed one of its members to minute the rest of the meeting.

Item 14.

COR 14/36

PUBLICATION OF PAPERS

Confidentially noted in the reports and discussions under Items 2, 3, 5, 6, 10, 11, 12, 13.

Chair

date

Meeting ended 9.50 pm