

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

**Minutes of the meeting of the Governing Body held on 18 July 2013
at Hammersmith campus**

Meeting began 6.05 pm
Chair: Sarah Dhanda

The order of business was varied from that on the published agenda by agreement at the meeting to allow for Special Business which had been notified after the agenda had been dispatched; the Special Business (Item 17) follows Item 3 in the Minutes.

**Item 1.
COR 13/28
Present and Apologies
1.1 Present**

Valerie Amato	✓	Andrew Jackson	x
Paula Bailey	✓	Rachel Kirsch	x
Melbourne Barrett (left in Item 10)	✓	Iain Mackinnon	x
Julia Clements-Elliott	✓	Robert Morley (appointed at meeting)	✓
Jim Coneybeare-Cross (appointed at meeting)	✓	Abdiqani Ahmed Muse	x
Hilary Cowell	✓	Brian Reeves	✓
Sarah Dhanda	✓	Christine Whatford (arrived in Item 17)	✓
Lucy D'Orsi	x	Paula Whittle	✓

Apologies for absence: Rachel Kirsch, Iain Mackinnon, Abdiqani Ahmed Muse.
The meeting was quorate throughout.

In attendance:

Omer Tauqir- Internal Auditor (Director Grant Thornton UK LLP) for Special Business;
Mark Sellis-Deputy Principal from Item 4;
John Humphreys- Assistant Principal Human Resources and Change Management from Item 4;
Jane Hadsel - Clerk to the Corporation.

1.2 Declarations of Interests:

None.

1.3 Chair's Announcements:

1. The Chair welcomed Jim Coneybeare-Cross and Robert Morley to the meeting.
2. This is the last meeting for Paula Bailey, Support Staff Governor, whose resignation takes effect in August when she leaves the College to undertake teacher training. The Board thanked her for her contribution.
3. The Chair had informed the Board (by email, 5 July) that Iain Mackinnon had applied for the College's senior post of Vice-Principal Business & Enterprise; and as a consequence had stood down as a Governor for the duration of the recruitment process. The Chair said that as of this Board meeting, the selection process had not finished.

Item 2.
COR 13/29
Appointments to the Board
Report COR13.30

1 On the recommendation of the Appointments Committee (which had been circulated in advance to Governors in June in accordance with the protocol for new appointments), the Board appointed:

- a. Jim Conybeare-Cross to the Board for a term from this Board meeting through 31 July 2016; and
 - b. Robert Morley to the Board for a term from this Board meeting through 31 July 2016.
2. In accordance with the Board's procedures to appoint staff Governors who are elected by staff, the Board confirmed the appointments of the two staff Governors:
- a. Rachel Kirsch as teaching staff Governor from this meeting through 31 July 2016; and;
 - b. Richard De St Croix as support staff Governor from 1 September 2013 through 31 July 2016.
Staff Governors are ex-officio members of the Quality Performance Monitoring Committee.

The Chair withdrew from the meeting. The Vice-Chair chaired proceedings through Item 3.

3. The Board reappointed Sarah Dhanda to the Board (her current term expires 31 July) for a term from 1 August 2013 through 31 July 2016; and reappointed her to the Finance & General Purposes and Remuneration Committees for the same period.

Item 3.
COR 13/30
Election of the Chair
Report COR13.31

1. The Board had decided in 2011-12 to follow the FE Foundation Code of Governance, thereby ending the previous arrangement of officer appointments running concurrently with terms of Governing Body membership; and to elect officers annually.

2. The Vice-Chair reported that Sarah Dhanda had conveyed her willingness to be Chair for the next year, if the Board wanted her. The Board appointed Sarah Dhanda as Chair for 2013-14.

3. The election of the Vice-Chair would be on the agenda at the first meeting in 2013-14.

The Chair re-joined the meeting.

The following minute and report were confidential to the Governors on the grounds of commercial sensitivity.

The Deputy Principal and the Assistant Principal Human Resources and Change Management joined the remainder of the meeting.

Item 4.

COR 13/32

Minutes of the meeting 23 May 2013

Report COR13.32 (part confidential)

4.1 The minutes were signed as an accurate record.

4.2 Matters Arising in the Minutes:

Pg. 2 Ofsted Briefing Sheets for Governors: the Principal had suggested at the March Board meeting that Governors would be sent briefing summary sheets before an Ofsted inspection, bearing in mind the short turnaround time for an inspection, Governors had asked at the May Board meeting to be sent the sheets for the College's position as of the end of May.

Board meeting 18.7.2013: The Principal said she had not sent the sheets because an Inspection had not been notified. The Board asked that briefing sheets be sent to Governors in the beginning of September.

ACTION: Ofsted preparation briefing sheets to Governors early September

Pg. 2 Awayday Actions

Report COR13.34

The Chair suggested that as there was not time in this meeting to review this in detail, the report would be an agenda item for the September Board meeting; this was agreed.

ACTION: Awayday Action Plan to be reviewed at September Board meeting

Page Learner First Commitment for Staff

The Board had approved at the 23 May Board meeting a change in the staff contract for all staff relating to calculations of redundancy in respect to other previous relevant employers. Board 28.7.2013: This was the subject of a proposal under Item 9 on the agenda.

Page Item 9. COR13 /26 The Remuneration Committee report to the Board

Governors asked about the minute specifically to record their confidential session at the May board meeting. The Chair said that a minute of the session had been circulated; and, if time permitted, this would be picked up later in this meeting. Otherwise, she was happy to discuss this individually with Governors.

Item 5.

COR 13/28

Finance

11 Months Management Accounts, Report COR13.35;

Finance Report 10 July 2013, Report COR13.36;

Budget 2013-14, Report FGP13.49;

Budget 2013-14 Report COR 13.43 (report issued by email 17.7.2013, hard copies tabled).

1. Budget 2013-14:

1. An amended Budget report had been emailed to Governors (17 July) following the special F&GP meeting on 15 July. The F&GP Vice-Chair explained the context of the F&GP special meeting. F&GP (meeting 24 June) had asked that the budget put to that meeting be reworked for a number of reasons. The Committee convened a special meeting (15 July) to consider the budget before this Board meeting; however, at that meeting the Committee was not satisfied that there was enough supporting information to substantiate some of the proposed income lines, some of which were untested by the College. The Committee asked that the budget proposal to the Board show more substance. F&GP had reviewed what the timeline should be for budget approval, namely that the F&GP in June normally expects a draft budget that is substantially ready for Board approval whereas this year F&GP had felt it necessary to convene an additional meeting to discuss the budget. The F&GP Vice-Chair said that the Committee had concurred that they would not advise the Board not to set a budget (the implications vis a vis the SFA were problematic); and also that they would not advise setting a deficit budget. The tabled report had not been discussed by F&GP.

2 Discussion:

- The Board discussed the amended Budget paper and queried if some of the assumptions were sufficiently robust.
- The report had the May forecast for context, not the latest June management accounts; and variances against the latest figures were not shown which made the proposed budget difficult to understand.
- Salary savings did not appear to be costed in the budget.
- The use of an in-college private training provider (PTP) was an untested model for this College.
- Some departments were being asked to deliver far more than they had been able to demonstrate this year (e.g. Business & Retail and Building & Construction).
- There were still two weeks to the submission date to the SFA (31 July); could the College attempt to further refine the proposal? The Principal said there was a resource issue with staff. F&GP members said that as this was already the third proposal, they were not satisfied that another effort at this point would achieve much more.

3. The Chair proposed that the budget be approved with the reservation that it should be re-evaluated in September and called for a vote:

In favour:

Melbourne Barrett, Julia Clements-Elliott, Hilary Cowell, Sarah Dhanda, Brian Reeves, Paula Whittle.

Opposed: Paula Bailey, Jim Coneybeare-Cross, Christine Whatford.

Abstained: Valerie Amato, Robert Morley.

The Budget was approved.

4. The DP said that the SFA requirement was for a two year budget; this was not in the report to this meeting. It was agreed that the budget as submitted to the SFA would be sent to Governors.

5. The Board agreed that the Budget should be reviewed in September against the end of year position and when enrolment figures are known.

ACTION: Budget as sent to SFA to be sent to Governors;
Budget monitoring review to September Board meeting

2. Mind the Gap and 11 Months Management accounts reports:

1. Governors asked what the implications would be for a SFA less than good financial health rating; the DP said the impact could be reputational; he said he thought the rating would come out in the SFA calculations as 'satisfactory'.
2. Governors asked how would the quality of untested provision be monitored including the Mind the Gap partners and new partners next year. The Principal said that the College had used known and trusted partners. The Board asked that a quality monitoring report on the Mind the Gap sub-contractors be presented to the first Quality Committee next year.

ACTION: Quality Committee meeting 2013-14-quality monitoring MTG sub-contractors

Item 6

COR 13/28

Turnaround Plan

Report on Investigation – Appendix 2

Reports FGP13.50; COR13.42

Discussed above under Special Business.

Item 8.

COR 13/28

Strategic Plan

Monitoring 2012-13 / Review for 2013/14

Report COR13.37

1. The Board agreed to have this as a substantive item on the September Board meeting. The Board agreed they expect accurate rag rating analysis before deciding if any of the targets should be amended or removed or others added.
2. An assessment against the Annual Targets was missing from this report. The Principal said it would be sent to Governors following this meeting.

ACTION: Annual Targets section to be sent to Governors following this meeting;
Strategic Plan - Agenda September 2013 Board meeting

Item 8.

COR 13/28

Student Charter

COR13.39

1. The Principal corrected the direction on the report for Governor action; it should be for Board approval on the recommendation of the Quality Committee because the Board has determined it should approve this over-arching College promise to its students.
2. The Board approved the Student Charter.

Item 9.
COR 13/28
Support Staff Contract
Addendum to Support Staff Contract Paper
Reports FGP13.51, FGP13.51a, Addendum

1. The Chair directed Governors' attention to the Addendum inserted at the end of the report; and put to the meeting the proposal to reverse the decision made at the Board meeting 23 May 2013 relating to redundancy calculations following legal advice taken by the Assistant Principal. The proposal was approved that the College would recognise service with other previous relevant employers in redundancy calculations.
2. The Chair reported that FGP had already requested that factual errors in paragraph 15 of the proposed contract be corrected and updated to match the current College's policy. The AP had agreed this would be done.
3. The support staff Governor asked about the seven day working week; and if the contracts issued to the LRC staff earlier this year were new contracts or had contained amendments to the current contract in this respect. The AP said this was not a new contractual provision but that the LRC staff already had an agreed working practice for this. The staff Governor asked if this could be looked at for clarification because she did not understand the implications; the Chair suggested that the AP and Clerk follow this up outside the meeting.
4. The staff Governor said her reservation about a new contract was that the current contract did not seem to be hindering effectively matching staff and needs, if working practices could be introduced which evidently worked (e.g. the LRC); and she was concerned that the case of a new contract in full did not seem fully convincing especially in the context of so much other change in the College.
5. The Board approved the new contract. Paula Bailey objected for reasons stated.

Item 10.
COR 13/28
The Principal's Report
Report COR13.40

1. Payroll staff had not yet moved physically to Finance. The Principal said this was about to happen.
2. Governors asked about the recruitment process for the two VPs now in progress. The Principal confirmed that external advisors had been brought in and there were at least two Governors involved in each panel. The Chair said that Governors would be informed of the outcomes as soon as possible.
3. For the September Board meeting an update on enrolment was requested. Governors asked for assurance that the marketing department was functioning as required; the Deputy Principal said it was. The Principal said that the Director Commercial Development & Marketing was back from sick leave.
4. The update on the reshaped Student Union for a campus based approach looked encouraging.

ACTION: Enrolment update Agenda Board meeting September 2013

Item 11.
COR 13/28
Risk Register
Report COR13.41

The Board noted that the Risk Register reported a high number of risks assessed as being outside the determined risk appetite.

Item 12.
COR 13/28
Finance & General Purposes Committee
Reports FGP13.32, FGP13.48

Received: Minutes of the Committee meetings 2 May 2013 and 24 June 2013.

Item 13.
COR 13/28
Audit Committee
Reports AC13.20, AC13.20a
Report AC13.15

Received: Minutes of the Committee meeting 5 June 2013 and the Audit Strategy Memorandum.

Item 14.
COR 13/28
Quality & Performance Monitoring Committee
Report QPM13.44

Received: Minutes of the Committee meeting 12 June 2013.

Item 15.
COR 13/28
Other urgent Business

1. The Chair reported that she and the Vice-Chair would be carrying out the appraisal of the Principal in early August. She would also appraise the Clerk.
2. For the September Board agenda in addition to other items of business already agreed, Governors requested: Update on the hostel (Moullin House); 12 month management accounts and end of year 'Mind the Gap' position, analysis of the August results (A levels, GCSEs).
3. The Chair of the Quality Committee asked that Governors be sent what the College will issue by way of publicity about the August results at the same time when the publicity is generated.

ACTION: Agenda business as above Board meeting September 2013;
August results publicity sent to Governors

Item 16.
COR 13/28
Publication of papers

Confidentiality: parts of Item 4 (Minutes of the Board meeting of 23 May 2013) were determined to be confidential to Governors and the SMT;
Item 17 (report and discussion) was determined to be confidential to Governors.

Item 17.
COR 13/31
Special Business
In Minutes after Item 3.

Chair

date

Meeting ended 9.25 pm