

**THE CORPORATION****EALING, HAMMERSMITH AND WEST LONDON COLLEGE****Minutes of the Meeting of the Corporation held on Tuesday 23 September 2014 held at the Hammersmith Campus**

Meeting began 6.00pm

Chair: Sarah Dhanda

**Item 1****COR 14.39****ATTENDANCE AND APOLOGIES****1.1 Present**

Heather Clay	√	Andrew Mackay (Teaching Staff Governor)	√
Richard De St Croix (Support Staff Governor)	√	Robert Morley	√
Julia Clements-Elliott	√	Garry Phillips (Principal and Chief Executive)	√
Jim Conybeare-Cross	√	Christine Whatford	x
Hilary Cowell	x		
Sarah Dhanda	√		
Lisa Huggins-Chan	√		

The meeting was quorate throughout.

1.2 **Apologies for Absence** were RECEIVED from: Hilary Cowell and Christine Whatford.

1.3 **In attendance:** Anne-Marie Morais – Vice Principal Finance and Resources (VPFR)

Keith Scribbins – Clerk to the Corporation

Ala Uddin – Vice Principal Curriculum and Student Services (VPCS)

Bryan Vines – Vice Principal Business and Enterprise (VPBE)

1.4 **Declarations of Interests:** There were no new declarations of interests but see item 5.6.

**1.5 Chair's Announcements**

1.5.1 The Chair welcomed Andrew Mackay to his first meeting of the Corporation.

1.5.2 The Chair introduced Mr Keith Scribbins who she had asked, subject to Corporation approval to act as Clerk to the Corporation for the academic year 2014/2015. Attention was drawn to Mr Scribbins' CV set out in report number **COR 14.40**. It was RESOLVED

that: Mr Keith Scribbins be appointed Clerk to the Corporation for the academic year 2014/2015.

## **1.6 Clerk's Announcements**

1.6.1 The Clerk introduced **COR 14.41** being the draft calendar of meetings of the Corporation and Committees for 2014 – 2015. He said that consultation had led to some changes from the original draft and that the dates of the Finance and General Purposes Committee were still the subject of consultation. However, dates for the Search and Development Committee and Remuneration Committee had now been incorporated in the calendar. It was RESOLVED

that: The calendar for meetings of the Corporation and Committees in 2014 – 2015 (**COR 14.41**) be APPROVED subject to finalisation of dates for meetings of the Finance and General Purposes Committee.

## **Item 2**

### **COR 14.42**

#### **MINUTES OF THE MEETING OF THE CORPORATION HELD ON 17 JULY 2014 (part confidential)**

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 by agenda items and reports (particularly the report of the Principal and Chief Executive).

## **Item 3**

### **SDC 14-07**

3.1 Members RECEIVED the minutes of the Search and Development Committee meeting held on 21 August 2014. The meeting had dealt with the proposed appointment of Mr Nick Ratcliffe, steps being taken to recruit a Chair of the Corporation, terms of reference for the Committee and the renewal of membership of Mr Jonathan Grant as a co-optee to the Audit Committee. The minutes were NOTED and ARISING from the minutes it was RESOLVED

that: Mr Nick Ratcliffe be appointed an ordinary Member of the Corporation for a three year period from 23 September 2014.

that: Mr Jonathan Grant's co-option to the Audit Committee be renewed for a period of 3 years from 23 September 2014.

that: The Clerk should review the draft terms of reference for the Search and Development Committee paying attention to the need to specify that the Committee should be composed of up to 7 Members, that the Members should include a Student Governor and that the Committee should review and evaluate its effectiveness.

3.2 The Principal and Chief Executive gave an update report on the search for a new Chair of the Corporation and some ordinary Members. The process had involved an advertisement and the use of several other media to attract candidates. Members asked for a report on the precise arrangements for advertising the positions and the Principal and Chief Executive undertook to commission such a report. As it was there were three applications for the position of Chair and six applications for the position of ordinary Governor. It was pointed out that one applicant lived a long way from the College and if he was appointed there would need to be an agreement about reimbursement of travel expenses. This report was NOTED.

#### **Item 4**

##### **STRATEGIC OPTIONS REVIEW**

4.1 The Clerk introduced this item by reminding Members that the Corporation had decided to commission consultants to carry out a review of the strategic options facing the College. Two firms had been selected for consideration on the basis of tenders submitted. These firms being KPMG and Baker Tilly. Interviews had taken place earlier in the day and the panel representing the Corporation had been the Chair of the Corporation, the Chair of F&GP, the Principal and Chief Executive and the Clerk. They had reached a unanimous decision on the preferred firm.

4.2 Rob Morley supplemented this report saying that the presentation by KPMG had been clear and purposeful and showed a wide range of experience in carrying out strategic options reviews. Their proposed charges (£30k) were 50% of the proposed charges from Baker Tilly. The panel recommended the appointment of KPMG. It was RESOLVED

that: KPMG should be appointed to carry out the Strategic Options Review on terms contained in their tender.

#### **Item 5**

##### **COR 14.43, COR 14.44, COR 14.45, COR 14.46, COR 14.47 AND COR 14.48**

##### **THE REPORT AND PRESENTATION BY THE PRINCIPAL AND CHIEF EXECUTIVE**

5.1 The presentation covered slides on core business and emerging strategy. The analysis of core business started with the reiteration of the Ofsted priorities, the strengthening of leadership and governance; the rigorous performance management of staff, the use of data to develop and evaluate improvement strategies; and the development of learners' English and Mathematics. Another core business item was the College's financial recovery plan. This included renewing the College's leadership; repositioning the College for growth; improving quality and the curriculum; re-shaping the College for more efficiency and effectiveness; maximising innovation and financially re-basing the College to secure stability, good cash flow management and the sale of surplus accommodation. The Principal and Chief Executive introduced a spreadsheet dealing with the College's income profile and enrolment profile. He also referred to the Critical Success Factor Performance Scorecard and undertook to send the latest version of this document to members. In respect of 16-18 years olds it was reported that there was a shortfall of 140 registrations on the contracted allocations. In respect of 19+ year olds there was an achievement 10% above the September target. In respect of 24+ loans there was an allocation of £2.143 m and income to date is £843K, a shortfall of £1.3m. This was NOTED.

5.2 The Principal and Chief Executive also introduced the themes of an effective and efficient college (showing that there was a need for a systems rationalisation), the cultural challenges faced by the College and the problem of structural duplication. The papers presented by the Principal and Chief Executive covered:

- Remodelling the College's Reception and Student Services (COR 14.43)
- Southall Manor Developments (COR 14.44)
- Free School Opportunities (COR 14.45)
- Woodlands and Havelock Road Desktop Surveys (COR 14.46)
- City & Guilds (COR 14.47)
- London Hairdressing Apprenticeships Academy (LHAA)(COR 14.48)

### 5.3 The remodelling of Reception and Student Services

The Principal and CEO introduced a report updating Governors on the potential refurbishment of the main entrance at the Hammersmith Campus. It was pointed out that Hammersmith is the busiest campus and refurbishment of the reception area was vital to bring it up to the same standard as the reception areas at the other three campuses. The alterations would allow the repositioning of student services providing a one stop shop of support, information, advice and guidance. The student common room would also be relocated to create a more inviting place for students.

The arguments for the refurbishment included the need for the College to be competitive, in the challenging 16-18 year old market. Further, students needed an easily recognised and accessible support centre.

The process to achieve part funding is for submission of a declaration of interest to the London Enterprise Panel (LEP) for a bid against the Capital Investment Funds. The match funding ratio is 2:1 been £500 K from the College and £250 K from the LEP.

Members discussed the impact of this project on learners and felt that this development would produce a supportive environment which was conducive to learning. The financial implications were discussed and consideration was given to the source of the £500K. The potential sources included the £1m Capital Budget, cash reserves, and the proceeds of the potential sale of assets (Havelock Road). It was felt that the precise source of the match funding could be determined later. However, it was noted that the Capital budget had already been allocated and could not be used for this project.

The risks (such as potential project overruns) were considered but these were thought not to be great against the risks involved in not carrying out the refurbishment. It was RESOLVED

that: To facilitate the remodelling of the reception and student services, an expression of interest to the LEP in respect of a matched funding bid of £250K from the LEP (with the College committing a further £500K) should be made by 30 September 2014.

### 5.4 Southall Manor House Developments

The Principal and CEO introduced his report on Southall Manor House Developments. He said that the Ealing Borough Council has plans to develop the Southall Manor House into a training restaurant, hair and beauty salon and a venue for commercial and social events. The Borough, having raised £850K was seeking a strategic partner and had approached the College.

This development gave the College the opportunity to create a commercial restaurant and realistic working environment. Other aspects of the College's work (eg Photography, Film, and Hair and Beauty) could also benefit. In the longer term traineeships may be offered.

With the Council providing the matched funding element, the way was open for the College to submit a bid to the LEP on the basis of the 2:1 ratio underpinning this type of bid.

Members considered that the potential benefit to learners (including the creation of a stimulating commercial hub) were very significant. The key risk was the development of such a provision without the College's involvement. Another significant feature would be the development of the associated Trust. It was confirmed in discussion that the Borough was currently discussing this opportunity with the College only. Members also discussed the opportunity for student placements

within this project – a work experience facility which will be highly prized by potential future employers. It was **RESOLVED**

that: The expression of interest to the London Enterprise Panel for the re-development of Southall Manor House be APPROVED

### **5.5 Free School Opportunities**

The Principal and Chief Executive provided an update report in relation to the development of three free schools within the Ealing Borough. He pointed to the strategic discussions between the Local Authority and officials and it was NOTED that the College cannot directly recruit 14 – 16 year olds, apply for a Studio School, a University Technical College, a Career College or become an Academy Sponsor due to the current Ofsted grading of ‘requires improvement’. Nevertheless the Local Authority are interested in a partnership with the College. This could feature the use of the Acton Campus or Woodlands for one of the secondary school sites, the Southall Campus for the Ambitious about Autism free school and the use of the car park at Ealing Green campus for a free school.

It was felt that the educational benefits to the locality and the opportunity to work strategically with the Local authority and the DfE were significant. Finally, it was indicated that the sale of Woodlands would generate circa £3m, the sale of Acton would generate £26m, the sale of part of the Southall Campus would generate circa £2m and the sale of Havelock Road would generate circa £2.5m.

In discussion Members expressed a view that these developments could be of great benefit to the College and the community. However it was clear that a number of considerations had to be taken into account and there needed to be a clear joint strategy with the Local Authority. Arising from the discussion it was RESOLVED

that: The report on free schools opportunities should be NOTED and progress with this matter should be monitored through reports to the Corporation

that: The SLT should continue to have strategic discussions with Ealing Council officials, the DfE and key proposers regarding potential sites, sales of assets and strategic partnerships.

that: The sale of the Havelock Road site and land at the Southall Campus (dependent on the success of the potential free school for Autism) should be approved subject to contract. Consideration should be given later to the sale of the Woodland Building.

that: When the College has achieved an overall grading of ‘good’ from Ofsted the SLT should investigate the appropriate mechanisms for meeting of the needs of 11 – 18 year olds within the locality.

### **5.6 Woodlands and Havelock Road Desktop Surveys**

This report followed on from the free schools report. The report pointed out that the College currently lets sites to the National Autistic Society on two 12 year leases with rental income of £137k (against an estimated value of £165k) and £167k (against an estimated rental value of £200k). The current desktop valuation is £3m (in the case of the Woodlands building) and £2.5m in the case of Havelock Road. There were advantages to the College, from proposed sales, in terms of strengthening the College’s financial position, financial health and cash flow, reinvestment would enable the creation of improved facilities particularly in respect of student support areas, classrooms

and workshops. Overall an environment more conducive to learning, student achievement and good behaviour could be created. Inevitably, there would need to be careful consideration of the legalities involved and there was a need to consult key stakeholders as part of the sale process. It was felt that the proposal to sell Havelock Road should be developed as soon as possible with the sale of Woodlands being approached at a later stage. It was RESOLVED

that: An appropriate sales agent should be appointed by the SLT to ensure that true market value is achieved in the sale of Havelock Road and Woodlands.

that: The College's use of its estate (in line with the Strategic Options Review) and the developments at Old Oak Common and Park Royal should be considered in a review of the use of its current sites and their application to skills needs

## 5.6 City & Guilds

Report COR 14.47 described the developing strategy between the College and City & Guilds. Early discussions with City & Guilds had identified a number of strategic synergies and mutual benefits which could be developed to a strategic partnership (rather than a transactional arrangement). Potential benefits of this arrangement could be more the more efficient use of exam fees and learners' greater access to innovative learning arrangements, work placements and employability training. Discussions will be taken further on 3 November 2014 when the Principal, Chair and Clerk will meet with the Managing Director and other colleagues from City & Guilds. Members expressed their support for the discussions which had been described and it was RESOLVED

that: The discussion with City & Guilds should continue with a view to developing a formal in principle agreement with a supporting business case for endorsement by the Corporation.

NB: Mr Conybeare-Cross declared his interest in this item and was advised by the Chair not to vote on the matter.

## 5.7 London Hairdressing Apprenticeships Academy

The Principal and Chief Executive explained to Members the work undertaken by the College in concert with some Independent Training Providers. He felt that this work could be developed into strategic partnerships over a period of time and he wished to commence this journey through discussions with the London Hairdressing Apprenticeship Academy (LHAA). The College currently works with the academy and is seeking to grow apprenticeships and traineeships as well as sub-contracting adult skills funding. The LHAA have three academies within London and the Principal provided some detail of these academies in his presentation. There was an opportunity to develop a differentiated brand which meets the needs of employers in hairdressing and it was possible to develop beauty training alongside this. A joint venture partnership or subsidiary were possible future developments. A key aspect of this development would be improved progression and employer links for the College and its students. Again, the Principal and Chief Executive described arrangements for discussions with LHAA involving the Chair of the Corporation, the Clerk and himself. These arrangements were NOTED and it was RESOLVED

that: The development of strategic talks should take place with LHAA (and other interested parties) where there are opportunities to meet students' needs, enter into new markets or diversify the College's income streams.

The Principal and Chief Executive was thanked for all the work he had done as covered in the above reports.

**Item 6**

**ANY OTHER BUSINESS**

6.1 Members were informed that the latest management accounts were being finalised. The outcome was in line with forecast and the accounts would be sent to Members in the following week.

The attendees (except the Clerk) withdrew from the meeting and the Corporation entered a confidential session.

The Principal and Chief Executive informed the Corporation that Mr Bryan Vines (VPBE) had decided to resign from the College and would be leaving at half term. Morgan Hunt had been contracted to supply three candidates for consideration for an interim appointment. Steps were also being taken to appoint a Director of Quality who would report direct to the Principal and Chief Executive and allow separation of quality and the curriculum. This report was NOTED.