

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

**Minutes of the Meeting of the Governing Body held on 27 March 2014**

Meeting began 6.05 pm

Chair: Sarah Dhanda

**Part 1 Governors**

**Item 1.**

**COR 14/01**

**PRESENT & APOLOGIES**

1. Present

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

The meeting was quorate throughout.

2. Apologies for absence: None

3. In attendance as noted in the Minutes

Principalship: Ala Uddin – Vice Principal Curriculum & Student Success;

Anne-Marie Etan – Vice Principal Finance & Resources;

Bryan Vines- Vice-Principal Business & Enterprise;

John Humphreys – Assistant Principal Human Resources & Change Management.

Jane Hadsel - Clerk to the Corporation.

**1.1 Declarations of Interest**

None.

**Chair's Announcements**

1. The Chair welcomed the following Governors to their first Board meeting:

Aparajitaa Richards (HE Student Governor), Heather Clay and Lisa Huggins-Chan.

2. The Chair said that while the Board understands that the senior team is under additional pressures relating to the SFA requirements for detailed reports, this has impacted on the timeliness of papers for this Board meeting. She said that she had agreed that the Principal may table amendments to some papers as needed for discussion at this meeting.

3. In respect to the attendance of the Student Governor for the confidential parts of this meeting, the Chair called for a determination at the meeting in accordance with the Articles and approved procedures as to whether a Student Governor may remain in attendance for the confidential business on the agenda for this meeting. This was agreed.

4. The Chair reported that she and Brian Reeves (Chair of Audit Committee) had met informally with union representatives before this Board meeting; they had been given a petition about the restructure signed by some 800 staff and students. She said she would write to all staff after Easter in response to questions from the union representatives for a more detailed explanation about the College's reserves. It was agreed that staff should be encouraged to make suggestions to management for improvements. She reported that the questions and comments raised at the meeting included requests that the Board considers a third staff governor on the Board, for greater visibility of Governors in the College and also a plea not to change the teaching contract. Both Governors commented that the discussion was professionally conducted.

5. In respect of greater Governor visibility, some Governors who had attended the Reviews earlier this term said that there had been positive discussions at those Reviews about Governors going on learning walks. The Board agreed they would like to do this. The Teaching Staff Governor suggested that Governors could also attend staff forums; and the Principal suggested governor attendance at campus management meetings, which have been reconstituted this term.

**ACTION:** Clerk to report back via Appointments Committee re staff governors;  
Chair to write to all staff after Easter;  
Clerk to re-issue menu for Governors' activities in College, report back on Governors attending learning walks

#### **Item 2.**

**COR 14/02**

#### **APPOINTMENTS COMMITTEE RECOMMENDATIONS**

Report COR 14.02

The Board approved the two recommendations to appoint to the Board:

- i. Heather Clay for a term from this Board meeting through 31 March 2017; and to the Quality & Performance Monitoring Committee for a term concurrent with her term as a Governor;
- ii. Lisa Huggins-Chan to the Board for a term from this Board meeting through 31 March 2017.

With these appointments, there were fourteen Governors on the Board.

#### **Item 3.**

**COR14/03**

#### **APPOINTMENT OF PRINCIPAL**

**Confidential (page 2)** Report COR 14.03

The Board approved the recommendation of the Governors' panel, which had interviewed candidates for the post of the Principal on 30-31 January 2014, to appoint Gary Phillips as Principal.

The Chair said he would start at the College in early July.

**The following report and minutes were confidential to the Board, concerning terms and conditions of named staff.**

**Item 5.**  
**COR 14/05**  
**2013 / 2014 EXECUTIVE KEY PERFORMANCE INDICATORS**  
Report COR 14.05

1. The Principal said that when she started in January this year, there had no set of KPIs for the current year. The report explained the process for setting the KPIs, as deriving from the Strategic Plan approved by Governors for 2013-14. She said the KPIs were aligned to the targets. The Board approved the principles under which the team would operate.

2. The Board agreed that the KPIs should underpin the College's recognition of the priority to rebase and reshape the College in view of the financial position. The targets aim for successful outcomes in July.

The Principal called attention to the pressing need for investment in IT for management Information systems.

3. The Principal presented an amended version of the targets for discussion.

Governors approved the direction and discussed some details for clarification:

Clarification of targets for attendance and retention;

Subcontracting monitoring;

Staff voice- how to measure survey results?

Estates and the E mandate;

Staff and room utilisation;

Clarity about percentages of actual returns in surveys.

It was agreed that the final version of the KPIs and the Recovery Plan as submitted to the SFA in April would be sent to the Governors at the same time.

**ACTION:** KPIs finalised to Governors with Recovery Plan (mid-April);  
KPIs as appropriate on Committees' agendas

4. The Board welcomed the Appendix with good news stories about the College.

**Part 2 Governors and the Principalship**

*The Principalship joined the meeting.*

The Chair welcomed Bryan Vines, Vice-Principal Business & Enterprise, who had started at the College in mid-January to the meeting.

**Item 6.**  
**COR 14/06**  
**MINUTES OF THE MEETING of the Corporation held on 12 December 2013**  
**(part confidential)**  
Report COR 14.06

1. The Minutes were approved and signed by the Chair

2. Matters Arising in the Minutes not on the Agenda:

**Page 2: West London Student Trust:**

The final report was not ready. The Chair asked the VPFR to liaise with the relevant persons who could complete this.

**ACTION:** Report to FGP meeting 1 May 2014: WLST

***The following minutes and reports were confidential to the Board and the Principal ship on the basis of commercial sensitivity and work in progress***

**Page 2: Building & Construction management:**

The Principal reported that she was in the process of reviewing the College's arrangements with ICCA relating to the tendering for this contract, value for money for the College and assessment of their work this year. She would liaise with the Chair about the details and report back to FGP / Board next term.

**ACTION:** Principal to report back on management arrangements of Building & Construction to FGP / Board in summer term

**Page 5 Bank Covenants:**

The VPFR had reported that the College was in breach of its covenants with Barclays Bank.

1. The VPFR had circulated to FGP the bank's requirements for renewed covenants, which needed to be signed off urgently. FGP had approved this.
2. The Chair asked for a report about what happens if the bank calls in the College's loan so that the Board is aware of potential scenarios (with or without a sale of Moullin House by the end of June).

**ACTION:** FGP agenda 1 May 2014: implications of the bank's potential action re loan

3. Other Matters Arising not on the Agenda

**3.1 Sale of Moullin House:**

The VPFR reported that the agent had set up a sealed bid process; the outcome of this would be known on 28 March or shortly after. The Board would be informed about the outcome and if Board action would be required.

**ACTION:** VPFR and FGP Chair to advise the Board on Moullin House sale

**Item 7.**

**COR 14/07**

**PRINCIPAL'S REPORT**

**COR 14/07.1**

**INTERIM PRINCIPAL'S REPORT FOR 27 MARCH 2014 BOARD MEETING**

**Confidential** Report COR 14.07

1. This report provided a summary of progress on how the College is addressing its financial Recovery Plan and tracking areas in student success improvements. The Board

approved the report. The Skills Funding Agency (SFA) had rated the Financial Accounts for 2011-12 as satisfactory but unsatisfactory for 2012-13. The management accounts for December 2013 showed a worsening financial position and the College was classified as in special financial measures by the SFA.

2. The Board acknowledged that while the College is in financial special measures, the College needs to stay focused on the aim of achieving Good in Ofsted. Page 3 of the report summarised the focus in the College on learner attendance, embedding diversity in English & Maths, improving lesson assessment, improving the learning environment. The Principal said that she has found that there is a huge staff commitment in this College to its learners.

3. Discussion about staffing and structure included this report and the next report.

### **COR 14/07.2**

### **RESTRUCTURING OF WORKFORCE**

**Confidential** Report COR 14.08

1. The Board acknowledged the scale of the restructure hitherto unknown in this College. They asked for clarification and information about timescales, costs of redundancies which have been agreed to date, projected further costs; in sum, a costed summary which would show numbers of staff and redundancy costs this year as well as against projected savings for next year.

The AP HRCH said that the report to the next FGP meeting would be more comprehensive.

**ACTION:** VPFR to follow up with financial information as requested after the meeting  
FGP 1 May 2014: Restructure report

2. Governors asked about changes to the SMT, as the report given to the February FGP meeting, which Governors had not discussed, had indicated that two SMT posts would be deleted. The AP HRCM said that one SMT post had been deleted this year and the College had concluded terms with the individual concerned who had left the College; he said that no more changes to the SMT would be implemented this year.

Governors asked that any changes to the SMT whether to individuals occupying the posts or the posts themselves be discussed with an appropriate Committee or the Board (depending on the timing) before changes are implemented.

The Board reaffirmed their agreement that, in the principle, staff should be properly managed to work out their period of notice.

3. The report said that the Voluntary Redundancy offer was completed (numbers of staff and costs this year had been calculated). The Board acknowledged that the College is facing an unprecedented challenge to both downsize and grow at the same time.

4. Governors were concerned about the potential impact of VR in staffing terms on the College's remaining staff to manage the provision next year; and asked how was it possible to make this extent of staffing cuts when the curriculum plan for next year was, at this point, still not ready. The Principal said that the course file was almost finished and was expected to be finished the week after this Board meeting.

**End of confidential minutes**

**Item 8.**  
**DRAFT STRATEGIES**

**COR 14/08.1**  
**CURRICULUM DRAFT STRATEGY**  
Report COR 14.09

1. In light of discussion about the restructure report above, the Chair of Quality and Performance Monitoring Committee asked how this report sat with the restructuring proposal; and what was the impact on the curriculum for next year. It was agreed that subject to timing next week (the completion of the curriculum plan and availability of the Governors), the Chair of the Quality Committee would convene a meeting to discuss headline implications; all Governors would be welcome to attend the meeting.

**ACTION:** Quality Committee meeting date and time to be confirmed

2. The Board approved the strategic direction in this report; and asked that the Quality Committee meet as agreed to discuss the curriculum plan for next year.

**COR 14/08.2**  
**COMMERCIAL STRATEGY BUSINESS AND ENTERPRISE**  
Report COR 14.10

1. The VBBE introduced the reports with an oral report on the state of the College as he found it from his perspective in this new post. He summarised by saying that the challenge was considerable because the College does not have the kind of accurate data or means of collecting data to inform reliable budget lines to the extent that is normally expected in a college.

2. In terms of information and reliable management information systems, the Principal had raised this in her report earlier at this meeting. She confirmed that the College had identified a suitable product, which would complement the good work that is in the College (the in-College system Centime); and said that this is being purchased this year. She advised that the College should not delay any more in this respect.

3. The VPBE said that the aim of the Business & Enterprise directorate is to grow all activity in the College and to generate a commercial culture. In the immediate term and as a matter of urgency the College's priority was to meet the SFA allocation; and to this end he outlined a number of initiatives, which included subcontracting. He said he had been briefed thoroughly about the conditions in sub-contracting which had caused the Board concern last year; and that work had been completed to secure subcontracted provision properly. He outlined some of the commercial activities planned this year which are not about SFA allocation (e.g. advertising at the Hammersmith campus). Governors asked that commercial activity be monitored this year at the June FGP meeting.

4. In response to questions about the International department, he said that numbers were down this year; there had not been any overseas recruiting for this year. The Principal said that while International was a success for the College in 2010-11, the numbers had declined since then.

5. College Company: The Board agreed that the dormant college company could be reactivated should the company be needed. However, before any company activity starts, Governors asked the VPBE to reflect and report back about what he sees the company

would do for the College, why use it, what would be VAT / tax implications and what the implications in governance terms would be.

**ACTION:** FGP June 2014 agenda: VPBE report on commercial activity and College company purpose and function

**COR 14/08.3**  
**HUMAN RESOURCES and OPERATIONAL PLAN**  
Report COR 14.11

1. The Board noted work in progress and approved the strategy.
2. The AP was asked if the College had come to a decision about its relationship with the external payroll provider; he responded that the College was close to a decision.

**COR 14/08.4**  
**FINANCIAL STRATEGY**  
Report COR 14.12

1. The Board approved the strategy; and asked that it be tied into the Financial Monitoring Plan.
2. The VPFE called attention to the last page (targets) which are now included in the monthly management accounts.

*Brian Reeves left the meeting.*

**Item 9.**  
**FINANCE AND AUDIT**

**COR 14/09.1**  
**SEVEN MONTHS MANAGEMENT ACCOUNTS to 28 February 2014**  
Report COR14.13

1. The report said that while the College had found some additional in-year savings in efficiencies, redundancy costs would be substantial this year in order to make savings in the budget for next year.
2. Governors agreed that if VR is to be offered again, a clearly costed proposal must go to the FGP Committee.

**COR 14/09.2**  
**Fees Policy 2014-15**  
Report COR14.14

The Board approved the fees policy for 2014-15.

**COR 14/09.3**  
**INTERNAL AUDIT SCOPE (Amended terms and fee for 2013-14)**

Report AC14.04.

The Board approved the recommendation of the Audit Committee for an enhanced internal audit programme this year for the reasons set out in the report and for the revised fee.

**COR 14/09.4**  
**RISK REGISTR**

Report COR14.15  
Received.

**Item 10.**

**COR 14/10**  
**GOVERNORS AT REVIEW BOARDS (Spring Term 2014)**

Report COR14.16

Governors who attended Reviews this term were invited to make observations about the Reviews and what the Reviews informed them about the College.

1. Jim Conybeare-Cross said that Access, HE & Professional Studies was professional and impressive; Building & Construction was disorganised.
2. Heather Clay and Rachel Kirsch said that Caring Services & FLT showed innovative work; they had noted that some student personal data was shown in detail greater than would be expected but the relevant staff were aware of this.
3. Hilary Cowell said that Computing & ICT showed that this department had lots of contacts with employers; she noted that there was an issue about staff utilisation.
4. Rachel Kirsch and Christine Whatford said that Creative Arts & Media showed good standards and outcomes.
5. Christine Whatford said that Humanities & Social Science was proactive in teaching Maths and English.

**Item 11.**

**MINUTES OF COMMITTEES**

**COR 14/11.1**

**Finance & General Purposes Committee Minutes, 16 January 2014**

Report FGP14.12  
Received.

**COR 14/11.2**

**Draft Finance & General Purposes Committee Minutes, 13 February 2014**

Report FGP 14.17  
Received.

**COR 14/11.3**

**Draft Audit Committee Minutes, 4 March 2014**

Report AC14.08



The VPFR was asked if the Internal Audit Visit 1 report scheduled for that meeting had been received since that meeting. The VPFR said that the report had been received; and she would be liaising with the Committee Chair about how to progress the report.

**COR 14/11.4**

**Draft Quality & Performance Monitoring Committee 11 March 2014**

Report QPM14.22

Received.

**Item 12.**

**COR 14/12**

**PUBLICATION OF PAPERS**

Confidentiality noted in the minutes.

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Chair

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date

Meeting ended 9.30 pm