

## Minutes of a meeting of the Corporation

Held at the College at 4pm on 17 December 2019

**Present:** Nazir Ahmed, Stephen Burke, Max Craft, Katie Danvers Hewitt, Martin Doel, Tim Mason (Chair), Andrew Minter, Mark Pembleton, John Royston-Ford, Karen Wood and Penny Wycherley (Interim Principal).

**Apologies:** None

**In Attendance:**

Helen Brennan	MD Student Central LC
Tess Cole	MD Highbury Foundations LC
Keith Harvey	College Accountant
Craig Mincher	Commercial Director (UK & International)
Shaun Pantry	Head of Estates & Premises (Min 2910)
Paola Schweitzer	Clerk to the Corporation
Liza Walter-Nelson	ED HR & Organisational Development
Sarah Warren	ED Quality & Professional Development

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## Minutes

### 2899 Attendance and Participation

Tim Mason (Chair) welcomed Penny Wycherley, Interim Principal, to her first Corporation meeting. He informed members that Kayembe Mbombo and Ian Pretty had resigned from the Board.

Members considered Corporation and Committee membership (paper 2580/19/C). A group of governors had met with Martin Doel with a view to him becoming interim Chair (following the FE Commissioner's visit) and they recommended his appointment, believing he was well placed to effect change. The Clerk stated that Martin would be remunerated and that a day rate and cap had provisionally been agreed. Paying a trustee required permission from the Charity Commission and legal advice was being sought. Members **Agreed** that Martin Doel be appointed to Corporation as Interim Chair from 01 January 2020 until the end of the academic year at the latest. Members also **Agreed** in principle that Martin would be remunerated, subject to any consent required.

Members **Agreed** that the Board comprise two student and two staff governors (academic and business support) and that Karen Woods, Public Services Lecturer, who had come second in the recent staff elections, become the second staff governor (academic). Martin and Karen joined the meeting.

Members **Agreed** the following:

- That, in view of his legal expertise and to provide stability to the Board, Max Craft remain on the Board for a further 12 months from the end of his second term of office;
- That the Board Handbook be amended to enable the appointment of co-opted members to Committees;
- That Mark Pembleton become Chair of Audit Committee and that Stephen Burke and John Royston-Ford join the Committee alongside Katie Danvers Hewitt;
- That Martin and Karen join Search & Governance Committee and Stephen step down from the Committee.

Tim thanked Andrew Minter who was stepping down from Corporation.

## **2900 Declarations of Interest**

There were no declarations of interest.

## **2901 Minutes**

The minutes of the meeting held on 12 November 2019 were **Agreed** as a correct record and signed by the Chair.

## **2902 Matters Arising**

Members considered the action sheet and noted that there were no matters arising that were not covered on the Agenda.

**Minutes 2903 & 2904 were confidential.**

## **Chair's Report**

### **2905** Tim handed over to Martin Doel.

Martin thanked members for their continuing commitment to the College and outlined his thoughts to date:

- He and Penny proposed a 6-9 month strategy: stabilise the College, investigate future options and then Board agreement on the way forward. The Board structure and papers needed to support this approach;
- Need to reinforce the Board (particularly financial expertise) and to ensure it represented the community it served;
- There was a need for a more standard FE College Committee structure, to include a Learning & Quality Committee, a Finance & General Purposes Committee and a floating committee to support the Tower in the first instance;
- Discussions at Board meetings would be based on trust and openness. Matters would not be confidential unless absolutely necessary;
- The Board needed to support the executive by providing effective challenge;
- Non-executive members would have a protected conversation at the end of each Board meeting.

Martin thanked Tim for his work as Chair over the last year and for his agreement to remain on the Board.

Martin encouraged members to use their networks to draw in potential new members. One member noted that a previous governor with property expertise had

expressed a willingness to rejoin the Board.

## Interim Principal's Report

**2906** Penny thanked Liza, Caretaker Principal, for her integrity and hard work. Penny then provided an overview of risks and actions undertaken since her appointment on 05 December 2019 (paper 2581/19/C). Key points were as follows:

- Action had been initiated to address weak staff morale. Weekly updates to staff (to be sent to governors) would improve internal communication.
- John Owen, interim Chief Finance Officer (CFO), would start in January 2020. Interviews had taken place for a Vice-Principal for Learning & Quality. A paper proposing these become Senior Postholders would be brought to the Board. Interim posts supported the stabilising phase, allowing flexibility to recruit a different skill set for the following stages if necessary.
- Jean Inker had been appointed interim HR & Organisational Development.
- Andrew Chapman had been appointed project manager to manage the Tower cladding contract and support compliance works (cost to be allocated to the cladding project). Students were being re-housed and classes moved.
- The management meeting structure would be reviewed and revised to ensure a single, speedier and clearer decision-making process.
- An overdraft would be discussed with Barclays to address weak cashflow (currently insufficient to meet commitments in spring 2020).
- Inspection preparation was underway, including training supported by a former Ofsted senior inspector. One member expressed concern at the cost of using a consultant and noted the importance of ensuring training achieved the desired impact. The Interim Principal stated it was not possible to brief staff effectively without using external expertise.
- It was **Agreed** that the money in the College's Nigerian bank account would, following due diligence, be repatriated to the UK as quickly as possible.
- It was proposed that a balanced scorecard would be tailored to the College's needs by the interim CFO and two/three governors. The scorecard would link to the risk register.

Penny advised it was not possible at this stage to consider a pay increase for staff, however she proposed priorities for Board consideration:

1. Ensuring the safety of students and staff
2. Preparation for Ofsted inspection
3. Living wage for all staff
4. A flat rate non-consolidated honorarium to staff with one year's continuous service (this would require ESFA approval).

Governors welcomed the idea of an honorarium but stressed the need to ensure affordability. Staff also welcomed the initiative, believing that it was a step in the right direction, however they noted that recognition was also important in boosting staff morale. Members formally recorded their thanks for the ongoing commitment of staff during this period of ongoing challenge.

### **2907 Learning & Quality**

Sarah Warren, ED Quality & Professional Development, stated that the first meeting about the changes to the Quality Improvement Plan (QIP) had taken place and had been well received. SARs were being validated and there was an increased focus on support. Whilst it was too early to gauge teachers' response, the ED Quality &

Professional Development believed they would be supportive.

## **2908 College's International Activity**

Tim stated that this item (paper 2573/19/C) had been tabled to set an understanding at Board level concerning the College's international activity.

Craig Mincher, Commercial Director (UK & International), stated that the College's ventures in Nigeria and the Kingdom of Saudi Arabia (KSA) had been managed by the Principal and Group Finance Director. The International Team was responsible for recruiting international students, providing an online EFL offer and ESOL teacher training. Members expressed their support for this aspect of international activity.

One member noted that significant changes were taking place in KSA, meaning there could be opportunities to develop private ventures. One member noted that the Board needed to properly understand the risks and ethics of working overseas. Members believed the College needed to focus on its local communities and that international activity should support the development of local students. Another member was concerned that international activity could divert management time away from the College's core business. Members asked that Board decisions take place in a timely manner (the current KSA contract was due to end in summer 2020). Penny stated that the College needed a curriculum strategy intent with international activity clearly linking to local need. Martin believed international activity, in particular the KSA joint venture, needed further discussion to ensure it was consistent with the wider College mission.

**Minute 2909 was confidential.**

## **2910 Estates Report**

Previously Kayembe Mbombo had raised awareness of an apparent lack of resources for management of the College estate and members had therefore asked that Shaun Pantry, Head of Estates & Premises, provide an update to the Board (paper 2575/19/C).

Penny stated that the report had been overtaken by events and that Andrew Chapman would work with Shaun to undertake further analysis. The Board noted that addressing the condition of the College estate was a priority and that there had been some progress. One member noted that there was a great deal of outstanding work requiring significant expenditure but was reassured that the matter was being addressed appropriately. Martin suggested that an Estates Committee could examine the issues in more detail.

Helen Brennan, MD Student Central, gave an update on the recent Ofsted inspection of the Tower, noting that it was carried out under the national minimum standard (not the Ofsted inspection regime). The report had not yet been published but the overarching grade was *Requires Improvement*. Inspectors recognised the support and care provided to students and the fire safety arrangements in place. Weaknesses included lack of governor oversight, arrangements for under 18 year old students, lack of cleanliness in unused rooms and legacy issues with regards to staff references. Martin noted that governor oversight would be addressed by including student care into the Estates Committee's Terms of Reference. The Estates Report was **Noted** and it was **Agreed** that the Tower Ofsted inspection report would be brought to

Corporation.

**Minute 2911 was confidential.**

#### **2912 Strategic Internal & Annual Internal Audit Plans**

It was **Agreed** that the strategic internal and annual internal audit plans (paper 2579/19/C) would be reviewed by the interim CFO, Audit Committee Chair and Clerk. Penny stated the importance of linking internal audit to the risk register and proposed that she was the College's risk management champion.

**2913** The **Quality Strategy** (paper 2569/19/C) was deferred to the following meeting.

**Minute 2914 was confidential.**

**2915** Tim stated that he had been regularly updating the ESFA on the **Governors' Action Plan** (paper 2564/19/C) and that it had essentially been completed. The amended Financial Regulations, HR Policy Register, revised Whistleblowing Policy and Non-Recurring Staff Payments Guidance were **Agreed**. Members **Noted** that, with a few exceptions, the Governors' Action Plan had been completed.

**2916** Under the **Review of Terms of Reference** (paper 2565/19/C) Audit, Remuneration, Search & Governance and Special Committees' Terms of Reference were **Agreed**.

#### **2917 Committee minutes and written resolutions (for information)**

Notes from the inquorate Audit Committee meeting on 12 December 2019, minutes from the Search & Governance Meeting on 09 December 2019 and notes from the Governors' Action Plan working group meeting on 26 November 2019 were **Noted**. Three written resolutions (Appointment of Interim Principal 02 December 2019; Additional Bank Signatory 25 November 2019; and Election of 2<sup>nd</sup> Vice-Chair of Corporation 08 November 2019) were also **Noted**.

#### **2918 Governor Liaison Meetings Feedback**

Martin believed the liaison scheme needed to make the best use of governor time to triangulate information and fit with the Committee structure. Penny was keen to build staff/governor links.

**2919** The draft Agenda for 28 January 2020 was **Noted**.

#### **2920 Self-Evaluation**

Katie Danvers Hewitt, Vice-Chair of Corporation, evaluated the meeting against a number of criteria using the grades Satisfactory, Requires Improvement or Unsatisfactory and yes / no.

	<b>Statement</b>	<b>Evaluation</b>	<b>Comments</b>
1	The Board was prepared for the meeting.	Requires Improvement	
2	The Board's time was appropriately spent on Ends as opposed to means.	Satisfactory	
3	Each Board member was given an adequate opportunity to participate in discussion and decision making	Satisfactory	
4	The Board's treatment of all persons was courteous, dignified, and fair.	Satisfactory	
5	The Board's deliberations were open, fair, thorough, timely and orderly with discussions kept to the point.	Satisfactory	
6	The Board adhered to its Standing Orders	Satisfactory	
7	The Board adhered to its adopted Governance style:	Satisfactory	
	a. It emphasised outward vision	Yes	
	b. It encouraged diversity in viewpoints	Yes	
	c. It exercised strategic leadership more than overseeing management detail	Yes	
	d. It maintained a clear distinction between Board and management roles	Yes	
	e. It used collective decision making	Yes	
	f. It looked to the future.	Yes	
<p><b>Evaluator's comments:</b>            Good first meeting with Martin and Penny. Board members felt supported in strategic management and decision making. Challenge was supported and framed by the Chair. Reporting from Accounts, Audit and Estates were crucial decisions/information sharing and were well-focused.</p>			

The meeting ended at 7.15pm.