

Minutes of the **Corporation** meeting held on Tuesday 20th October 2020

Present: Martin Wyn Griffith (Chair)
John Arnott, Pradeep Bhardwaj (minutes 16 - 24 only), Peter Boucher,
Dennis Bridges, Simon Cove, John Dernie, Emma Jarman, Carole Kitching, Monica
Lawson, Charlotte Mannion, Kathy Newman, David Panes,
Tim Thurston, Keeran Vetriko, Jim Webster, Rob Wheeler

With: Adam Fahey, Deputy Principal Curriculum and Quality
Stephen Horrobin, Deputy Principal Finance and Resources
Chris Baish, Vice Principal Business Development and Employer Engagement
Lynne Plested, Vice Principal Higher Education
Tina Hadani, Director of Human Resources
Tracy Scaife, Head of Governance

16. Apologies for absence – received from Alexey Smirnov.

The meeting noted that Pradeep Bhardwaj needs to leave the meeting at 4.30pm.

The Chair advised that much has happened since the meeting in August including an agreement that the merged college name be 'New College Swindon'. He stated that we are in extraordinary times and that the college has an extraordinary team who are doing an amazing job at this very difficult time. They need to be given time and space to deal with everything required of them.

Those governors and members of the Principalship Team who were not present at the last meeting introduced themselves to the meeting.

17. Disclosures of interest – none received.

18. Minutes of the last meeting and matters arising – minutes agreed as a correct record subject to the attendance being amended to remove Tim Thurston and add Jim Webster.

The Head of Governance advised the meeting of progress made against actions raised at the last meeting.

19. Any other business – none raised.

20. Date of next meeting – Tuesday 8th December 2020 at 4.00pm.

21. Size and composition of Corporation – report by Head of Governance received and noted.

The Head of Governance advised that the numbers within the report do not allow for the recruitment of a governor with Higher Education (HE) experience and therefore need to be revised. The recommendation is for the overall size of the Corporation to reduce from 21 to 20 and the number of external governors to reduce from 15 to 14.

RESOLUTION:

- (i) that the overall size of the Corporation be reduced from 21 to 20;
- (ii) that the number of external governors be reduced from 15 to 14.

ACTION: *TS to amend necessary records/documents re. size of Corporation and number of external governors.*

22. Corporation appointments – report by Head of Governance received and noted.

The Chair advised the meeting that Charlotte Mannion had requested to join the Business Development, Employer Engagement and Recruitment committee and the Curriculum and Quality committee. The Chairs of both committees have been consulted and are in agreement with the proposal.

It was further noted that the Chair of the Audit committee had raised with the Chair the need for an additional member of the committee from a non-audit background. The Chair advised that Keeran Vetriko had volunteered.

RESOLUTION: that appointments be agreed as follows –

- (i) the term of office for Charlotte Mannion be extended until the end of October 2021;
- (ii) Simon Cove be reappointed for a second term of office of four years until end October 2024;
- (iii) that Alexey Smirnov be co-opted to the Audit committee for a period of one year until the end of October 2021;
- (iv) that Charlotte Mannion be appointed as a member of the Business Development, Employer Engagement and Recruitment committee and the Curriculum and Quality committee;
- (v) that Keeran Vetriko be appointed as a member of the Audit committee.

ACTION: *TS to advise CM, SC, AS and KV of appointments*

23. Risk Appetite Statement – report by Deputy Principal Finance and Resources received and noted.

It was noted that the wording for the red score needs to be amended by the words ‘transfer the risk’ being removed and replaced with ‘continue if a core aim’.

RESOLUTION: that the Risk Appetite Statement (as amended) be agreed.

24. Financial Targets 2020/21 – report by Deputy Principal Finance and Resources received and noted.

The meeting further noted that the financial targets were considered by the Resources, Integration and Change committee and are being recommended to the Corporation for approval.

Concerns were raised regarding the operating surplus target and a discussion with regard to where the forecast loss had come from, both merger and the current Covid-19 pandemic have had an impact. The

estimated figure is circa £300k adrift from the estimate in the BDO due diligence report. The merger should lead to some logistics savings down the line. Enrolment numbers for the current year are worse than predicted and will have an effect on the bottom line. The college will need to be agile going forward and the Corporation will need to monitor the situation closely. It was noted that the Resources, Integration and Change committee will be asking for ways to mitigate any losses.

RESOLUTION: that the financial targets for 2020/21 be agreed.

25. Financial Regulations – report by Deputy Principal Finance and Resources received and noted.

The meeting noted that the Financial Regulations have been considered by the Resources, Integration and Change committee and they are presented to Corporation for approval.

The Deputy Principal Finance and Resources advised the meeting that he is keen to re-write the document and to produce Financial Regulations that cover both campuses. Currently each campus has its own set of Financial Regulations.

It was noted that there are some errors in the document circulated due to the change of committees and also the deletion in the second bullet of the words ‘other senior postholders’ needs to be reinstated. The amended document will be presented to the next meeting of the Resources, Integration and Change committee to correct the mis-statements and a fully reviewed and revised document will be presented to the Corporation later in the academic year.

It was brought to the attention of the meeting that there are a number of documents/items that require presentation to both the Resources, Integration and Change committee and the Audit committee. It was suggested that either a separate joint meeting be arranged to consider these matters.

RESOLUTION:

- (i) that the Financial Regulations as presented be agreed subject to the Resources, Integration and Change committee reviewing the corrected mis-statements;
- (ii) that a version of the Financial Regulations with corrected mis-statements be presented to the next meeting of the Resources, Integration and Change committee.
- (iii) that the Deputy Principal Finance and Resources review and rewrite the Financial Regulations to produce a document covering both campuses and present to Corporation before the end of the academic year.

ACTION: SH to amend Financial Regulations and present to the next meeting of the Resources, Integration and Change committee; SH to rewrite Financial Regulations covering both campuses and present to Corporation before the end of the academic year.

26. LED light replacement project – report by Deputy Principal Finance and Resources received and noted.

It was further noted that the project relates to the Queens Drive campus only. The loan for the project is completely interest free and does not go through the accounts. The project is also an investment in

the future and will help to reduce carbon. The buildings at Queens Drive are ageing and it is only a matter of time before these works would need to be undertaken most likely without the benefit of an interest free loan. The cost of the project is £391k plus VAT.

RESOLUTION:

- (i) that the project to replace lighting at the Queens Drive campus with LED lighting be approved;
- (ii) that the SALIX loan in the sum of £400k be agreed;
- (iv) that the signature of the loan agreement be delegated to the Principal, the Deputy Principal and the Chair of the Resources, Integration and Change committee.

ACTION: *SH to make arrangements for LED lighting project and SALIX loan; SH to arrange signature of loan agreement when appropriate.*

27. Instrument and Articles of Government – report by Head of Governance and proposed Instrument and Articles of Government received and noted.

RESOLUTION: that the Instrument and Articles of Government be approved and adopted.

28. Terms of Reference of committees – received and noted.

It was further noted that both the Business Development, Employer Engagement and Recruitment committee and the Curriculum and Quality committee both need to have an oversight of curriculum strategy. John Arnott advised that the Nominations, Remuneration and Governance committee will carry out a holistic review of governance, including the terms of reference towards the end of the academic year.

RESOLUTION: that the Terms of Reference for all committees be approved.

ACTION: *NRG committee to review ToRs at end of academic year.*

29. Standing Orders – received and noted.

The Head of Governance advised that the Standing Orders presented are those of the former New College and are being presented to Corporation for approval as an interim document. The Head of Governance will review the Standing Orders and present a revised document for the merged college to the next meeting of the Nominations, Remuneration and Governance committee and to Corporation for approval in March 2021.

RESOLUTION: that the Standing Orders presented be approved as an interim document until a revised document is presented to the Corporation in March 2021.

ACTION: *TS to review SOs and present revised document to next meeting of NRG committee and Corporation in March 2021.*

30. Funding and Risk Management update – report by Deputy Principal Finance and Resources received and noted.

The Chair of the Audit committee advised that the Audit committee is working on how to bring forward higher level risks. It was further noted that the reduction in enrolment is now an actual loss rather than a risk.

The litigation cases referred to in the report were discussed. Confidential minutes refer.

31. Health and Safety Annual Report and Policy – received and noted.

The Principal advised that there were no reportable events for either campus during the previous academic year. The Health and Safety Policy presented is the revised and consolidated Policy for both campuses. Previously the Personnel/Human Resources committee had responsibility for health and safety and this now passes to the Resources, Integration and Change committee.

With regard to the Health and Safety Policy it was noted that it contains no reference to apprenticeships and this needs to be incorporated. The Corporation stated that it would be useful to have some of the information i.e. work done shown as a table rather than in lengthy narrative.

The Policy will be signed off by a number of staff. It will not be signed off by all staff but mandatory health and safety training is in place for all staff.

Working from home by both students and staff needs to be considered with a clear statement about college responsibilities being made. It is not thought that the college is responsible for problems that might occur due to borrowed equipment etc. but this should be clarified. The Director of Human Resources advised that the college has a procedure for staff home working and a similar procedure for students, along with a Covid-19 policy, is planned.

Taking into account the amendments and additions that are needed to the policy it was suggested that it be referred back to the Corporation in December 2020.

RESOLUTION:

- (i) that the Health and Safety Annual Report be noted;
- (ii) that the amended Health and Safety Policy be presented to the Corporation in December 2020.

ACTION: CP and MH to amend H&S policy as required and present to Corporation December 2020.

32. Annual Safeguarding Report – received and noted.

Simon Cove, Safeguarding lead governor advised that there have been issues recently relating to County Lines that the safeguarding team are dealing with.

Safeguarding is a key feature of Ofsted inspection and concerns were raised at the very low training compliance at the North Star Campus. This is being addressed and part of the problem appears to be data capture. Both safeguarding and PREVENT training is being pushed out to all staff at the campus.

The Principal reassured Corporation that she was planning a security review to include improvements including CCTV and access controls at both campuses. The possibility of drawing down on newly available capital grant from DfE was discussed.

The report refers to the Safeguarding Policy but the Policy was not presented to this meeting but will be presented to Corporation in December 2020.

RESOLUTION: that the Annual Safeguarding Report be noted.

ACTION: DW (CK) to present Safeguarding Policy to Corporation December 2020

33. Minutes of committees – noted as follows:

- (a) Curriculum and Quality – 15th September 2020
- (b) Nominations, Remuneration and Governance – 21st September 2020
- (c) Resources, Integration and Change – 29th September 2020
- (d) Business Development, Employer Engagement and Recruitment – 6th October 2020
- (e) Audit – 12th October 2020

34. Corporation cycle of business – received and noted.

It was further noted that presentation of the annual diversity report needs to be added to the December 2020 meeting. Insolvency training for governors also needs to be arranged plus strategy sessions.

Charlotte Mannion advised that she previously was the lead governor for equality and diversity and was happy to continue in that role.

ACTION: Chair, C&Q to take forward with Charlotte

35. Purpose, Strategy and Behaviours – presentation by Principal received and noted.

The Principal advised that her presentation sets out where the college is now and the key strategic objectives for the next five years. The college needs to define itself by its purpose, values and behaviours as these will define the educational character and provide a framework for strategic decision making. The Instrument and Articles of Government set out the responsibilities for the Corporation including the determination and periodic review of the educational character and mission of the college. A PESTLE analysis document has been circulated to provide a starting point of the key factors that need to be considered. It is important that the college provides for the needs of current and future students and employers, raising the quality and relevance of provision to provide better outcomes while generating financial stability. It is important that the right people are in post to drive the college forward. Objectives from the merger proposal need to be distilled. Current critical issues are being addressed and the next steps to move the college forward are being planned. It is critical that these issues are addressed correctly and the focus remains on students and the college.

It is thought that there is a possibility of the merging of further education and universities. Swindon is currently an HE cold-spot with only 39% of students progressing to university, one of the lowest rates in

the country. The overarching themes referred to in the presentation are fundamental to the merger being successful and the objectives from the merger proposal give clear aims for the future. There is currently no specialisation that singles out the college. The Institute of Technology (IoT) will provide that opportunity.

Staff and Unions will be consulted regarding the newly proposed management structure over the next few weeks and this will help considerably in progressing the integration and change programme post-merger.. We all need to have ambition for the college and pride in ourselves - be bold, innovative and agile.

The Principal advised that she will present a summary of progress to the December meeting of the Corporation and will ask the March 2021 Corporation meeting to agree the vision, purpose and behaviours for the merged college. Prior to that it is hoped to hold a strategy session in November to discuss this in more detail. It is likely that governors will be asked to undertake some preparatory work prior to the session.

The Chair thanked the Principal for her presentation and stated that this was a great start to the process.

ACTIONS: *TS to arrange strategy session for governors in November 2020; CK to present update to December 2020 Corporation; CK to present final presentation to Corporation in March 2021.*

36. Principal's report – received and noted.

It was further noted that the key targets summary will contain updated figures and therefore trend data at each Corporation meeting. With regard to staffing, it was suggested that comparator statistics would be useful to ascertain progress and to compare the college to other institutions. The Director of HR advised that these are available from the Association of Colleges (AoC) and can be included in future reports.

ACTIONS: *AoC benchmarking/comparator statistics to be included for staffing in future reports.*