

# MORLEY COLLEGE LONDON



## GOVERNING BODY

Minutes of a Meeting held by Microsoft Teams on Monday 19 July 2021 at 4.30 pm

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### **Present:**

Dr Stuart Edwards, External Governor (**Chair**)  
Ms Pauline Egan, External Governor (**Vice-chair**)  
Mr Alex Cole, External Governor  
Miss Justine Brian, External Governor  
Mr Pedro Dias Ferreira, External Governor  
Mr Nic Durston, External Governor  
Ms Gill Evans, External Governor  
Ms Heather Fry, External Governor  
Ms Leisha Fullick, External Governor  
Dr Andrew Gower, Principal and Governor  
Mrs Gail Le Coz, External Governor  
Ms Susan Lindsey, External Governor  
Mr Victor Olowe, External Governor  
Mrs Debbie Ryle, Staff Governor  
Ms Heather Smith, External Governor  
Charlotte Thompson, Staff Governor  
Mr Adhip Waghe, Student Governor  
Mr James Ward, External Governor

### **In attendance:**

Mr Marco Macchitella, Deputy Principal  
Mr Ralph Moran, Chief Finance Officer (CFO)  
Mr Jon Cole, Chief Digital and Information Officer (CDIO)  
Mr Matthew Cunningham, Chief Marketing and Engagement Officer (CMEO)  
Ms Alison McNamara, Chief People Officer (CPO)  
Mr Gerald Jones, Centre Principal, Waterloo (Items 1-8 only)  
Mr Matias Shortcook, Centre Principal, Chelsea (Items 1-8 only)  
Mr Martin McNeill, Clerk to the Governing Body and Company Secretary

### **Absent:**

Miss Shola Bryan, Student Governor  
Ms Moyra Samuels, External Governor

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## RESOLUTIONS

- To authorise the Chair and Principal (on certain conditions) to acknowledge and accept the contents of a Back-to-Back Letter addressed to the College by the Department for Education (DfE) relating to the renovation of the North Kensington Centre (Minute 6.2)

- To delegate final approval of the Strategic Plan 2021-25 to a committee comprising the Chair, the Chair designate and the Principal (Minute 8.3)
- To approve the proposed budget for 2021-22 and the outline financial plan for 2022-23, subject to review at the December board meeting (Minute 11.6)
- To approve the Finance Strategy 2021-25 (Minute 11.8)
- To approve the Estates Strategy 2021-23 (Minute 11.8)
- To approve a revised Redundancy Policy and Procedure for review not later than 31 July 2025 (Minute 11.9)
- To approve, subject to one amendment, a revised Fees and Refunds Policy for review not later than 31 July 2022 (Minute 11.9)
- To approve a revised Local Government Pension Scheme Pensions Discretion Policy for review not later than 31 July 2025 (Minute 11.9)
- To approve, subject to one amendment, a revised Student Disciplinary Policy for review not later than 31 July 2025 (Minute 12.2)
- To approve, subject to two amendments, the Curriculum Strategy 2021-25 (Minute 12.3)
- To approve a revised HE Admissions Policy for review not later than 31 July 2025 (Minute 12.4)
- To renew the existing Constitution of the Student Representative Bodies for a further year subject to review not later than 31 July 2022 (Minute 12.4)
- To approve the financial statements and regularity auditor's draft audit plan for 2020-21 (Minute 14.2)
- To approve (one governor dissenting) a Freedom of Information Policy for review not later than 31 July 2025 (Minute 15.3)
- To approve the terms of reference of committees (Minute 16.1)
- To approve the work programme for the Board and its committees for 2021-22 (Minute 16.1)
- To appoint Jonathan Slater as an external governor to serve until 31 July 2025 (Minute 16.1)
- To re-appoint Justine Brian, Nic Durston and Heather Smith as external governors to serve until 31 July 2025 (Minute 16.2)
- To re-appoint Pauline Egan and Victor Olowe as external governors until 1 April 2022, with Mr Olowe's appointment being extended to 31 July 2023 subject to his holding the office of Vice-chair throughout that period (Minute 16.2)
- To appoint Leisha Fullick to the Quality and Standards, Remuneration and Search and Governance Committees (Minute 16.2)
- To appoint Jonathan Slater and (subject to her resignation from the Quality and Standards Committee) Moyra Samuels to the FRF Committee (Minute 16.2)
- To appoint Leisha Fullick to serve as Chair until 31 July 2024 (Minute 16.3)
- To appoint Victor Olowe to serve as Vice-chair until 31 July 2023 (Minute 16.3)
- To appoint Pedro Dias Ferreira and Nic Durston as joint Lead Governors for Development (Minute 16.3)
- To re-appoint Gill Evans and Moyra Samuels as joint Lead Governors for ED&I (Minute 16.3)
- To re-appoint Susan Lindsey as Lead Governor for Health and Safety (Minute 16.3)
- To re-appoint Justine Brian as Lead Governor for Safeguarding (Minute 16.3)
- To re-appoint Justine Brian and appoint Leisha Fullick as Governor Reviewers (Minute 16.3)
- To approve the proposed Governor Engagement Programme for 2021-22 (Minute 16.4)
- To appoint Will Bowman as Digital Adviser to the Board for 2021-22 (Minute 16.5)
- To approve an amendment to Section 10 of the Safeguarding and Prevent Policy (Minute 16.5)

- To offer the London Pension Fund Authority (LPFA) a charge over the main Waterloo Centre building in exchange for the release of the charges currently held over the Art Block, Pelham Hall, Nos 15 and 17 King Edward Walk and the College's art collection (Minute 16.7)
  - To recommend to the members of Morley College Limited that they approve the addition to Article 4.2.6 of the Articles of Association of the words 'and to protect its permanent collection for the benefit of the public, having regard to relevant regulations, codes and guidance applying to museums and galleries from time to time' (Minute 16.7)
  - To confirm the date of the next meeting as Monday 1 November 2021 at 4.30 pm at a location to be agreed (Minute 18)
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### **1. Apologies for absence and quorum**

Apologies for absence were received from Moyra Samuels and accepted. The Clerk confirmed that the meeting was quorate.

### **2. Welcome, introduction and declarations of interest**

- 2.1. The Chair welcomed everyone to the final meeting of the year. He commented that the fact that the Board was still meeting through Teams, with some members self-isolating, indicated how uncertain the operating environment for Morley continued to be. He thanked the committees for the detailed scrutiny of performance and proposals that they had undertaken, from which the Board should be able to draw substantial assurance; at the same time he drew attention to the key agenda items that had not received consideration at committee level, including the Strategic Plan (Item 8) and the KPIs (Item 13).
- 2.2. The Chair also thanked the CMEO and all involved for a very enjoyable (online) awards ceremony on 15 July, and urged those who had not been able to participate to watch the recording at <https://www.youtube.com/watch?v=q6My8jlcoO4> or to listen to the short overview on Morley Radio <https://morleyradio.co.uk/programmes/xtra-ep6/>. The Clerk was asked to make these available via Information for Governors if possible.
- 2.3. All governors confirmed that they had no interests that they were under a duty to disclose in accordance with Article 5 of the College's Articles of Association.

### **3. Pre-meeting presentations and videos**

- 3.1. Governors thanked those responsible for the five videos that had been distributed in advance of the agenda (Appendix 1), including the Principal's presentation of highlights from his report (Item 7 on the agenda); an outline of how to access the Information for Governors Sharepoint site; an interesting interview between the Head of Student Services and the CEO of the Learning and Work Institute; and briefings on the accounting treatment of pension liabilities and the steps being taken to advance equality, diversity and inclusion (ED&I).
- 3.2. Asked to what extent governors were personally at risk because of the size of the pension fund liabilities, the CFO explained that insurance was in place to cover claims against governors from third parties; the risk of claims from pension scheme members was, however, very low as the book value of the College's land and buildings was almost three times the size of its share of the pension fund deficit.
- 3.3. Asked about accountability for advancing ED&I within the leadership structure, the CPO told the Board that, while within the SLT she and the Centre Principal (North Kensington) were jointly responsible for advancing ED&I across the College, there

were no named ED&I champions or individuals with specific responsibilities in this area. This helped the College to promote a clear message that ED&I is everyone's responsibility and there is no specialist officer who will 'do it for you'.

#### **4. Minutes of 22 March meeting**

4.1. The minutes of the meeting held on 22 March 2021 were confirmed as a correct record subject to the correction of a typographical error in Minute 7.9 and it was agreed that the amended minutes should be signed by the Chair.

##### Matters arising

##### 30 March 2020 Minute 1.2 Apologies for absence and quorum (retiring governors)

4.2. It was agreed that long-serving governors who had retired in 2019-20 or 2020-21 should be invited to a suitable event to be held in late 2021 or early 2022.

##### 13 July 2020 Minute 10.8 Finance, Resources and Fundraising Committee (Waterloo Property Strategy Phase 1b)

4.3. The Board was pleased to note that the new Morley Gallery would be officially opened on 16 September.

##### 22 March 2021 Minute 7.8 Principal's Report (North Kensington Centre renovation)

4.4. Governors confirmed that they had received the promised illustrations of the revised Wornington Road frontage.

##### 22 March 2021 Minute 8.1 College performance (KPIs)

4.5. Governors noted that the request for further information about opportunities for benchmarking KPIs was still outstanding

##### 22 March 2021 Minute 10.2 Quality and Standards Committee (access to learning resources)

4.6. The Deputy Principal told the Board that, where resources were unavailable to students on Open Athens or JSTOR, this was normally a subscription-related issue rather than a technical problem. The Learning Resources team was committed to working with students (through their class representatives) to ensure that for every course that was run all relevant materials were freely available.

##### Other matters

4.7. Governors were content that all other outstanding actions were not yet due to be addressed. There were no other matters arising from the minutes.

#### **5. Minutes of 26 April meeting**

5.1. The minutes of the meeting held on 26 April 2021 (including the confidential minutes) were confirmed as a correct record and it was agreed that they should be signed by the Chair.

5.2. No matters arising from the minutes were raised.

#### **6. Minutes of 7 June meeting**

6.1. The minutes of the meeting held on 7 June 2021 were confirmed as a correct record and it was agreed that they should be signed by the Chair.

##### Matters arising

##### 7 June 2021 Minute 3.1 Action taken on behalf of the Governing Body

6.2. The Principal advised the Board that the Back-to-Back Letter referred to in the Memorandum of Understanding between the DfE and the College relating to the renovation of the North Kensington Centre was due to be signed within a few weeks.

On the understanding that the terms of the letter were unlikely to vary significantly from those set out in the template considered at the 7 June meeting, the Board authorised the Chair and Principal to acknowledge and accept the contents of the letter on its behalf. Legal advice should be sought if any significant variations were proposed, and in those circumstances governors should have the opportunity to review the letter before signature.

#### 7 June 2021 Minute 7.6 Governor Engagement Programme (report from group engaged with quality enhancement)

6.3. Nic Durston agreed to consult other members of the group and to make a brief summary of findings available to all governors.

#### 7 June 2021 Minute 9 Other business (Grenfell anniversary)

6.4. Governors thanked the CMEO for making available shortly after the meeting full details of the commemorative events that were planned.

6.5. No other matters arising from the minutes were raised.

### **7. Principal's report**

7.1. The Board received and considered the Principal's report, which summarised the main factors having an impact on the performance of the College up to 25 June and provided assurance as to progress in implementing the 2021-25 Strategic Plan. Governors welcomed the clear links to strategic goals that were evident in this report and in other papers on the agenda.

7.2. In relation to Strategic Goal 1, governors noted that the arrangements to refund students whose courses had been cancelled or moved online now appeared to be working satisfactorily, but asked the CFO to consider extending the validity of vouchers beyond 30 September. In answer to a question, the CFO told the Board that two formal complaints had been received from students dissatisfied with the handling of refund requests. He also explained the reasons for charging the cost of course discounts to the marketing budget (rather than to the curriculum areas affected): this would give a clearer picture of the financial performance of curriculum areas, without attributing costs over which they had no control.

7.3. In relation to Strategic Goal 2, governors were pleased to note the student successes highlighted. Asked about the part played by the Student Services team in supporting university applications, the Deputy Principal said that support was made available across all Level 3 courses; the extent of Student Services involvement varied, however, according to the course tutor's experience in this area. Questioned further about the action being taken to manage the 'entrenched poor practice in specific areas' referred to in the report, the Deputy Principal said that this referred to approximately ten staff across the three centres who were not meeting expected teaching standards. Capability procedures were being followed, and some staff had left the College; others were continuing to receive support to improve their professional practice and, in a few cases, had now demonstrated an acceptable standard of performance.

7.4. Under Strategic Goal 3, governors' main focus was on a number of bids for capital funding. The largest of these was the bid for £3.2 million to the FE Capital Transformation Fund. Governors were pleased to learn that, following assessment of its Stage 1 outline bid, the College had now been invited to submit a full, detailed bid by 8 October. The Principal explained that success at Stage 1 did not guarantee success at Stage 2: although some criteria had been met, the full bid would be freshly assessed. Governors noted that the College would be required to provide match funding of £1.3 million; the major part of that was secure, thanks to two

generous legacies from former students and a £250k donation from the Garfield Weston Foundation.

- 7.5. The Board also welcomed the news that the Greater London Authority (GLA)'s Good Work for All Fund had agreed to fund the creation of additional online learning opportunities (through Morley Digital Learning) to a total of £278k (receivable over two years) and noted some progress with the crowdfunding appeal for the North Kensington Green Wall project (£260 raised so far in small donations, with more coming in). There was, however, disappointment that the Local Skills Improvement Plan Trailblazer bid, led by South Bank Employers' Group and involving London South Bank University and King's College London alongside Morley as education providers, had been rejected (although the exercise had brought some benefits in the form of a strengthened partnership between employers, education providers and Lambeth and Southwark borough councils). A governor reported that none of the three bids from London partnerships had been successful.
- 7.6. The Board noted that two other bids were in progress: a response was expected by 22 July to the revised bid to the College Collaboration Fund discussed at the June Board meeting (see Item 6a); while a bid to the Higher Technical Education Growth Fund to support the development of higher-level learning within the Business and IT curriculum area at North Kensington was currently being prepared.
- 7.7. The report also summarised the work being undertaken to ensure a solid foundation for the Strategic Plan 2021-25; it updated governors on the latest coronavirus-related arrangements (including the implications of reaching Step 4 in the government's roadmap and the discussions taking place around the establishment of vaccination centres at the Chelsea and North Kensington centres); and it included reflections on developments in the public policy context following publication of the Skills and Post-16 Education Bill.
- 7.8. Reports on student recruitment and on the opportunities for Morley to develop stronger communities and address disadvantage were attached as appendices. Reviewing the recruitment report, governors noted a slight increase from the position reported to the Quality and Standards Committee in the number of enrolments as a percentage of the number planned, although the overall situation remained challenging. In answer to questions on the second report, its author, the Centre Principal (Waterloo) said that he was currently analysing data from the areas surrounding (or within easy reach of) the Chelsea and North Kensington centres; he hoped that this would help to improve the College's understanding of the local requirements for community education and the potential demand for short courses for adults.

## **8. Strategic Plan**

- 8.1. The CMEO presented the latest iteration of the Strategic Plan, which included some new material (particularly pages 32-35<sup>1</sup>) responding to comments made by governors, including their expressed wish to see more detail included of how the plan would be implemented. He then showed the 'design' and 'copy' versions side by side to illustrate how the two would be married together. Governors responded positively to the designs and to the modular nature of the Plan, which would enable different elements to be re-purposed as required; the case studies were seen as particularly valuable, as they could be used for advertising in a variety of media.
- 8.2. Noting that the primary audiences for the Plan were institutions (including funders, regulators and current and potential partners) as well as prospective individual

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<sup>1</sup> References to pages in this Minute 8 are to pages of the Strategic Plan, not of the Board Pack

donors, governors asked how the brand names of the three centres ('Centre for...') would be used. The Principal explained that, while it was the intention to establish the Chelsea Centre for the Creative Industries as a widely-recognised brand, the full names of the other two centres would primarily be for use internally and in connection with funding bids.

8.3. As some important sections of the Plan still remained to be drafted, the Board agreed to delegate final approval of the Plan to a committee comprising the Chair, Chair designate and Principal, subject to a final draft being circulated to all governors not later than Tuesday 27 July. This final draft should incorporate the following changes:

- the omission of the words 'Create, Inspire, Excel' used separately in relation to specific centres;
- the inclusion of a one-page executive summary
- a review of images to ensure that they represent the diversity (including age diversity) of the population that Morley serves;
- greater prominence for Morley's online learning offer;
- a reference to the important part played by students in the governance of the College;
- on page 6 (and elsewhere if necessary), consistent use of the term 'adults' to refer to those over 18
- on page 8, a re-writing or at least a re-ordering of the student descriptors to create a stronger appeal to the aspirations of potential students
- on pages 16 to 17, an infographic to show the relationship between the strategic goals and the cross-cutting themes, and a fuller and clearer explanation of the employability and wider learning outcomes theme;
- on page 18, a re-alignment of the bubbles so that centres to the East appear to the right and those to the West to the left.

8.4. Governors were asked to communicate any further comments or suggestions for change to the CMEO not later than 8.00 am on Thursday 23 July. Comments on the document to be circulated on 27 July should be sent to the CMEO by 8.00 am on Friday 30 July. The final version would then be signed off by the ad-hoc committee in the week ending 6 August.

*The Centre Principals left the meeting at this point*

## **9. College performance**

The Board was satisfied that the KPIs for Term Two and the management accounts for the ten months ending 31 May 2021 had been made available to all governors and had been fully discussed by the relevant committees (as shown in the minutes of their recent meetings – items 11d and 12a). Noting the gaps between students with learning difficulties or disabilities and those without, in terms of both achievement and satisfaction, governors asked the Deputy Principal to provide further details of the support that was available to those students and the steps being taken to close the gap.

## **10. Covid-19 College Response Oversight Group**

10.1. The Board received and considered the minutes of the Group's two meetings in 2021, noting that some of the information in the 11 February minutes (for example, on financial performance) had been superseded. Asked in relation to Minute 6.3 of the 16 June meeting (Item 10b) whether high administrative costs were an inevitable consequence of offering a wide range of courses, the CFO

explained that the high proportion of course delivery costs accounted for by curriculum administration was due to the majority of the courses offered by Morley being of short duration: there was an element of fixed administrative cost per course that did not vary directly with the cost of teaching.

- 10.2. The Chair told the Board that, as well as reviewing the budget assumptions in a range of different scenarios, the Group had undertaken some preparation for the 'stocktake' meeting with funding bodies and the Deputy FE Commissioner on 30 June. At that meeting, the Education and Skills Funding Agency (ESFA) had made evident its interest in student recruitment, particularly in North Kensington and in particular postcode areas within North Kensington: there was clearly a concern to monitor the impact of the very substantial investment that Government was making in the North Kensington Centre. The ESFA and GLA would be looking to receive monthly recruitment reports (which the College's new dynamic reporting system was able to produce in real time), as well as the monthly management accounts that were already produced.
- 10.3. The Chair reminded governors of the importance of keeping in mind the original objectives of the merger, and the assumptions made in the merger financial plan, as the College proceeded to implement the plan in changing circumstances.

## **11. Finance, Resources and Fundraising Committee**

- 11.1. The Committee Chair outlined the processes that the Committee had been through in determining the assumptions to be used in drawing up the draft 2021-22 budget and the outline financial plan for the subsequent year, and subsequently scrutinising the budget proposals. The Committee recognised that fee income was exceptionally hard to predict, and for that reason had recommended that Board approval for the budget be subject to review once information was available about Term One enrolments.
- 11.2. Governors sought and received assurance that curriculum teams had been fully engaged in the curriculum planning process and were accountable for the income projections in the plan. The Principal told the Board that, through a rigorous curriculum review and validation process, the number of short unaccredited courses had been reduced by 16 per cent, with most of the impact felt at the Waterloo Centre. Although the draft budget showed fee income across the three sites substantially above the levels reached in 2019-20 or 2020-21, the budgeted figure was still less than had been earned at the Waterloo Centre alone in the last complete year before merger.
- 11.3. It was agreed that the achievement of student recruitment targets would be critical to the delivery of the budgeted surplus. This would require an effective marketing strategy. The CMEO said that, as well as developing a five-year strategy, to be considered by the Governing Body in the autumn, he was planning a programme of market research, possibly working in collaboration with other London Institutes for Adult Learning. Governors asked for consideration to be given to RAG-rating the KPIs for student recruitment and curriculum efficiency, with a broad 'amber' range representing performance above minimum expectations but below the aspirational targets that had been set.
- 11.4. Governors then considered the proposed financial health targets. In answer to a question, the CFO explained that the projected assessment of financial health in 2022-23 as 'inadequate' took no account of the restructuring facility that was available to the College. The merger financial plan had assumed that the College would need to have recourse to this facility to maintain adequate liquidity in 2022-23; the outline financial plan now presented was not significantly different in terms of



either the amount or the timing of drawdown. Asked what would be necessary for the College to obtain a 'good' rating for financial health, the CFO told the Board that EBITDA would have to be in excess of one per cent of income (calculated after some adjustments). A 'good' rating in 2021-22 would require EBITDA of £209k rather than the £19k budgeted. It was agreed that returning to good financial health was a desirable objective, and that the possibility of doing so should be considered in any future budget review.

- 11.5. Governors went on to review proposed capital expenditure, which the Committee had recommended be maintained at the same level as in the merger financial plan (£996k). In answer to questions, the CFO said that he had received bids for capital expenditure to a total value of £2.1 million; many of these bids related to high priority areas, including estates modernisation and the development of digital infrastructure. The Board agreed that significant investment in these areas was critical to delivery of the strategic plan, and approved the proposed capital expenditure budget on the understanding that it would be kept under review and that lower-priority investments would only be authorised if cash flow projections were being met.
- 11.6. Concluding their review of the proposed budget, governors noted that, for the second successive year<sup>2</sup>, no provision had been made for a cost-of-living-related pay increase for staff. It was agreed that this decision should be re-considered in the light of the revised income and expenditure projections that the Board would be receiving regularly through the year. Asked whether the merger financial plan made any assumptions about inflation, the CFO said that both fee rates and rates of pay had been assumed to remain at pre-merger levels. Governors stressed the importance of communicating to staff the Board's willingness to consider a pay increase in the event of the College out-performing the budget. The Board agreed to approve the proposed budget subject to a full review at the December board meeting.
- 11.7. The Board went on to review the Digital, Estates and Finance Strategies. Responding to concerns that the strategies did not state clearly enough what the College aimed to achieve and how it would measure success, the Principal said that the strategies were designed to set a direction of travel, with targets and milestones specified in both short-term and medium-term operational plans. For the Finance Strategy, these targets and milestones were to be found in the merger implementation plan; for Estates, the development of a longer-term strategy, with an underlying operational plan, was one of the main objectives of the interim strategy now presented.
- 11.8. Following further discussion, the Board agreed to approve the Estates and Finance Strategies. The CDIO acknowledged that further work was required on the Digital Strategy, including the development of implementation plans. While a number of changes had been made to the strategy since the FRF Committee meeting (which all members of that committee had had the opportunity to review), it was agreed that the draft strategy should be reviewed again when comments were received from Jisc; a final draft should be presented to the 1 November board meeting for approval. The CDIO said that he would give further consideration to the relevance of Microsoft Innovative Educator certification for all members of teaching staff; he observed, however, that the cost of delivering this training (two hours for each staff member) was relatively low.
- 11.9. The Board also agreed to approve revised versions of the Redundancy Policy and Procedure, the Local Government Pension Scheme Pensions Discretion Policy

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<sup>2</sup> At Waterloo; a pay freeze had been in effect for a longer period at Kensington and Chelsea College.

and the Fees and Refunds Policy, subject to the correction of typographical errors in the Redundancy Policy and Procedure (Clause 13.1) and the Fees and Refunds Policy (Clause 3.1.23) and to an amendment to the latter policy to make clear that where there was a change to the location, timing or mode of delivery of a course an enrolled student who was unable to proceed with the course under the new arrangements would be entitled to receive a voucher or (in certain circumstances) a cash refund.

11.10. See confidential minutes

## **12. Quality and Standards Committee**

12.1. The Board received and considered the minutes of the Committee's recent meeting, noting that the version included in the Board pack was a draft version. The Clerk advised that an approved draft version, incorporating corrections (but materially unchanged) was now available on Information for Governors. Governors were pleased to receive assurance of good progress in the implementation of the QEP and of the action being taken to match the curriculum offer more closely with demand.

12.2. The Board was also pleased to learn that the Student Council had been consulted on the terms of the revised Student Disciplinary Policy and was supportive of the proposals. The Deputy Principal confirmed that 16-to-18-year-old students had been fully involved in the consultation and had provided very helpful contributions. The Chair of the Student Council reported that there had been some demand for a simplified secondary document for use by students; other governors pointed out that having a single clearly-worded document reduced the risk of uncertainty for all users of the Policy, but nevertheless asked the Deputy Principal to look at ways of making the procedure (currently Appendix 2 to the Policy) more accessible. It agreed to approve the Policy subject to the inclusion of a reference to the right of 16-to-18-year-old students to be accompanied at disciplinary meetings by an adult of their choice, who might also speak on their behalf.

12.3. The Board noted that the Committee's comments on the draft Curriculum Strategy which echoed some of those made in relation to the Digital, Estates and Finance Strategies, had largely been taken into account in the version now before the Board. It was agreed that Objective 5 did not require further amendment, but the introductory sentence needed to be brought in line with the wording of the Strategic Plan, which now expressed an aspiration to be a leading provider of lifelong learning rather than necessarily 'the best'. Subject to an appropriate amendment and to the correction of a typographical error in Objective 4, the Board was content to approve the strategy.

12.4. The Board also approved a revised version of the Higher Education Admissions Policy, which took account of the Committee's comments, and to the extension for a further year of the Constitution of the Student Representative Bodies.

## **13. Key performance indicators**

13.1. The Board considered proposals to change the specifications of a small number of KPIs, and to set new targets for 2021-22. Governors were content that the curriculum efficiency (T1), student loan and fee income (T9) and recruitment (A1) KPIs were now appropriately aligned with the main types of provision offered by the College and the related sources of revenue, but asked for further consideration to be given to the creation of composite (weighted) KPIs to enable an overall judgement to be made in each case. It was agreed that differences between KPIs for different modes of provision (in-centre, blended and online) should continue to be

analysed and reported on separately. In relation to student satisfaction (A3), the Board asked the Principal to review the range of questions available within the framework of the national survey to which the College subscribed and report back through the Quality and Standards Committee.

- 13.2. A governor also questioned the (unchanged) wording of the termly measure of student satisfaction (T2: students responding 'Teaching on my course is excellent'), but it was agreed following discussion that the choice of possible responses (agree strongly, agree, disagree or disagree strongly) allowed a wide enough range of opinions to be expressed.
- 13.3. Turning to the KPI targets, governors noted that a number of these (T4, T6, A2 and A3) were aligned to national benchmarks, but the majority were set at threshold levels (which the College aimed to exceed) or were derived from the annual budget and curriculum plan. The room utilisation KPI (T8) was based on historic levels of utilisation at Waterloo, as comparable pre-merger figures were not available for either of the other two centres. In discussion, it was agreed that the threshold targets were appropriate so long as the College was making sustained efforts to exceed them, but governors again requested further investigation of opportunities for benchmarking Morley's performance against that of comparable institutions (see Minute 4.5 above).
- 13.4. In conclusion, the Board agreed to approve the proposed KPIs for 2021-22 but asked that in future the FRF and Quality and Standards Committees have the opportunity to review the proposed KPIs in the summer term before their presentation to the Board.

#### **14. Audit Committee**

- 14.1. The Board received and considered the minutes of the Committee's recent meeting and noted that, following the Committee's review of the Risk Register:
- Risk 8 (failure to achieve student recruitment targets) was assessed as having very high probability;
  - Risk 9 (failure to manage capital programmes) was assessed as having high probability;
  - Risk 15 (failure to prepare for a major system outage or data breach, including cyber attack) was assessed as having very high impact;
  - Risks 1 (failure to adapt to the changing landscape) and 7 (failure to maintain business continuity) were assessed as having increased in probability from low to medium.
- 14.2. The Board was pleased to receive the Committee's assurance that good progress was being made in the implementation of the Quality/Service Enhancement Plan for the Finance team, which, if fully realised, should enable this year's audit to be completed on time. The Board also approved what was agreed to be a realistic and comprehensive audit plan put forward by the College's new external auditors, Buzzacott.

#### **15. Search and Governance Committee**

- 15.1. The Board received and considered the minutes of the Committee's recent meeting noting that the proposals relating to the establishment of a Development Committee, the programme of meetings and the Learning for Life Award had already been approved by the Board on 7 June. The Board also agreed to approve the proposed self-assessment questionnaire, for completion over the summer by all governors in post at the end of the College year.

15.2. The Freedom of Information (Fol) Policy was welcomed, but some governors expressed concern that the opportunity for the College to refuse an Fol request on grounds of cost might result in lower levels of transparency. The CDIO made clear that the publication scheme and the Public Information Policy committed the College to publishing as much information as it reasonably could. He explained that the limit of £450 (representing 18 hours of officer time) above which the College was not required to provide information was set by the Information Commissioner's Office. A governor with experience in this area emphasised the importance of constructing requests to elicit the information required without putting the institution concerned under such pressure that it could justify refusal.

15.3. Following further discussion, the Board agreed to approve the policy, with Charlotte Thompson asking for her dissent to be recorded. In response to a question about the monitoring of Fol requests, the CDIO told the Board that these were all logged and that the policy provided for an annual report to be presented to the Audit Committee. Consideration of this report would provide an opportunity to review the policy and to initiate any necessary changes.

## **16. Other governance matters**

16.1. The Board agreed to approve the proposed terms of reference of its committees for 2021-22 and the proposed work programme for the committees and the Board. The appointment of Jonathan Slater as an external governor was also agreed on the recommendation of the members of the Search and Governance Committee. Mr Slater had been interviewed by the available members of the Committee, who had been unanimous in their recommendation, as set out in a note from the Committee Vice-chair that had been circulated to all governors. Responding to a comment from one of the Lead Governors for ED&I, the Committee Vice-Chair said that Mr Slater shared the Board's commitment to advancing ED&I, including improving the ethnic diversity of the Board; the Chair designate also expressed her firm intent to take forward the College's ED&I agenda.

16.2. The Board then approved the re-appointment for a full four-year term of Justine Brian, Nic Durston and Heather Smith, and the re-appointment for an eight-month term (until 1 April 2022) of Pauline Egan and Victor Olowe, with Mr Olowe's appointment being extended to 31 July 2023 subject to his holding the office of Vice-chair throughout that period. No changes were made to committee memberships, other than the appointment of Leisha Fullick to the Quality and Standards, Remuneration and Search and Governance Committees, of Jonathan Slater to the FRF Committee and (with her agreement, which it had not yet been possible to secure) the transfer of Moyra Samuels from the Quality and Standards Committee to the FRF Committee. Governors noted that, with the resignation of Charlotte Thompson (see Minute 17.2 below), there would be a vacancy for a staff governor on the Quality and Standards Committee, which it should be possible to fill before the committee next met.

16.3. The Board then appointed or re-appointed governors to positions of responsibility within the Governing Body as follows (all for the year 2021-22 unless otherwise stated):

- Leisha Fullick to serve as Chair until 31 July 2024;
- Victor Olowe to serve as Vice-chair until 31 July 2023;
- Pedro Dias Ferreira and Nic Durston as joint Lead Governors for Development;
- Gill Evans and Moyra Samuels as joint Lead Governors for ED&I;
- Susan Lindsey as Lead Governor for Health and Safety;

- Justine Brian as Lead Governor for Safeguarding; and
- Justine Brian and Leisha Fullick as Governor Reviewers (to undertake the performance management of the Principal and the Clerk).

16.4. Introducing the proposed Governor Engagement Programme for 2021-22, the Clerk said that, unlike the 2020-21 programme, this comprised predominantly in-centre engagements, which would provide opportunities for governors to meet students and members of staff and to gain a more direct understanding of their experience. Three of the five themes (including the digital transformation theme) incorporated a substantial element of student voice. Asked what action had been taken to enable governors 'to meet a wide range of teaching staff and to gain a better understanding of the challenges that they faced' (FRF Committee 29 June 2021, Minute 7.6: Item 11d on this agenda), the Clerk said that, alongside the Engagement Programme, the Board Development Programme to be considered by the Search and Governance Committee in October would include opportunities to meet a wide range of staff. The Engagement Programme was approved.

16.5. The Board went on to approve the appointment of Will Bowman as Digital Adviser to the Board. The Clerk reported that Mr Bowman had now provided an updated CV, including details of the position that he now held. A minor amendment to the Safeguarding Policy was also approved.

16.6. The Clerk then introduced a revised version of the proposal to change the College's Articles of Association that had been considered at the meeting on 7 June. Following advice from the College's solicitors, new wording had been proposed that was expected to be acceptable to Arts Council England, but did not impose any specific obligations on the College (or imply that it was doing so). It would still be necessary for the College to secure the release of the charge over its art collection, but this could be re-instated at a later date if the College were willing to forego its accreditation as a museum. The CFO confirmed that it remained an option for the College to obtain the release of any security held by the LPFA if it were to agree to pay an increased contribution towards the reduction of the College's share of the fund deficit.

16.7. Following further discussion, the Board agreed to offer the LPFA a charge over the main Waterloo Centre Building in exchange for the release of the charges currently held over the Art Block, Pelham Hall, Nos 15 and 17 King Edward Walk and the College's art collection and to recommend to the members of Morley College Limited that they approve the requested change to the Articles. The Clerk explained that Arts Council England would be asked to confirm that the proposed change to the Articles was acceptable before the members were asked to pass the written resolution changing the Articles.

## **17. Other business**

17.1. The Clerk reminded governors of the requirement to complete safeguarding training annually. He agreed to circulate details of the online training module provided by the Education and Training Foundation to the eight governors who had not been able to attend the training session in May. He also advised any governors who would prefer to attend a training session by Teams that the Deputy Principal was running such a session on Thursday 22 July between 10.00 and 11.30, which governors were welcome to join.

17.2. The Clerk also reported that Charlotte Thompson had given notice of her resignation as a staff governor with effect from 1 August, to take a sabbatical year. An election would take place early in the autumn term. On behalf of his fellow-

governors, the Chair thanked Charlotte Thompson for her contribution to the work of the Board over the last year.

17.3. The Principal thanked all governors for their dedication to the College over the last year, and particularly thanked the outgoing Chair and Vice-chair. He welcomed the new Chair/ Vice-chair team and looked forward to working with them over the coming years. The Vice-chair added a tribute on behalf of the Board to the Chair, thanking him for his highly effective leadership of the Board and his support for both governors and the SLT over a total period of almost twelve years and in particular since the beginning of 2019. She looked forward to having the opportunity to thank him in person before too long.

17.4. Responding, the Chair thanked his fellow-governors, the SLT and the Clerk for their unwavering support during his term of office. He expressed confidence that, with such strong and capable leadership, Morley would continue to prosper and to find new opportunities to serve. He looked forward to seeing the merger plan coming to fruition, and to having the opportunity to celebrate with other members of the Morley community, of which he hoped to remain a part. He concluded by wishing his successor as rewarding an experience as Chair of Morley as he had enjoyed and assuring her of his continued support.

**18. Date of next meeting**

Confirmed as Monday 1 November 2021 at 4.30 pm by Microsoft Teams.

The meeting ended at 8.35 pm

Martin McNeill  
Clerk to the Governing Body

Confirmed as a correct record at the meeting held on 1 November 2021

and signed by.....(Leisha Fullick) (Chair of that meeting)

## SCHEDULE OF OUTSTANDING ACTIONS

Minute	Action	Responsible	By when	Progress
<b>30 March 2020</b>				
1.2	Find opportunity to thank Mr Seriki and Dr Ketteridge for their past service Update July 2021 Recognition event for all governors retiring after long service in 2019-20 and 2020-21 to be arranged in late 2021 or early 2022	Clerk	31 March 2022	
11.1	Produce annual safeguarding report on an academic year basis Update January 2021 Full annual report with year-on-year comparisons to be made available to be presented to Audit Committee in November	Deputy Principal	23 November 2021	
<b>14 December 2020</b>				
9.6	Consider production of an Annual Report incorporating key messages from SAR and Financial Statements	Principal	31 October 2021	
<b>22 March 2021</b>				
8.1	Investigate further opportunities for benchmarking of KPIs Update July 2021 Benchmarking opportunities to be fully considered in setting of 2022-23 KPIs	Principal with SLT	June 2022	
8.5	Consider including 'percentage variance' column in management accounts	CFO	From November 2021	
12.3	Review outcomes of recent recruitment campaigns in the light of the College's commitment to ED&I	Search and Governance Committee	October 2021	

Minute	Action	Responsible	By when	Progress
<b>7 June 2021</b>				
7.6	Produce brief written report of Quality Enhancement engagement visits Update 19 July To be produced in next two weeks	Members of Quality Enhancement group	31 July 2021	
<b>19 July 2021</b>				
2.2	Make recordings of awards ceremony available on IfG	Clerk	31 July 2021	
7.2	Consider extending validity of refund vouchers	CFO	30 September 2021	
8.3	Circulate final draft of Strategic Plan to all governors	CMEO	27 July 2021	
9	Provide details of support provided to students with LDD and steps being taken to close the achievement and satisfaction gaps between students with and without LDD	Deputy Principal	1 November 2021	
11.3	Consider RAG-rating KPIs for student recruitment and curriculum efficiency	Principal	15/ 29 November 2021	
12.2	Consider ways of making student disciplinary procedure more accessible	Deputy Principal	29 November 2021	
13.1	Consider creating composite KPIs T1, T9 and A1	Principal	1 November 2021	
13.1	Consider alternative questions to be used in annual student satisfaction survey	Principal	29 November 2021	
13.4	Include KPI reviews in summer term work programmes of committees	Clerk	31 July 2021	
17.1	Circulate details of ETF Safeguarding Training	Clerk	31 July 2021	