

# MORLEY COLLEGE LONDON



## GOVERNING BODY

Minutes of a meeting held via Microsoft Teams on Monday 30 March 2020 at 5.30 pm.

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### **Present:**

Dr Stuart Edwards, External Governor (**Chair**)  
Ms Pauline Egan, External Governor (**Vice-chair**)  
Mrs Jane Bailey, External Governor (Items 1-12 only)  
Mr Martin Bamford, Co-opted Governor (Items 1-12 only)  
Miss Justine Brian, External Governor  
Miss Shola Bryan, Student Governor (Items 1-14.1 only)  
Mr Pedro Dias Ferreira, External Governor  
Mr Michael Doolan, Co-opted Governor (Items 1-14.1 only)  
Mr Nic Durston, External Governor  
Ms Gill Evans, External Governor  
Ms Heather Fry, External Governor  
Dr Andrew Gower, Principal and Governor (Items 1-14.1 only)  
Mr Luke Howson, Staff Governor (Items 1-14.1 only)  
Mrs Irene Lax, Co-opted Governor (Items 1-14.1 only)  
Mrs Gail Le Coz, External Governor  
Ms Susan Lindsey, Student Governor (Items 1-14.1 only)  
Mr Victor Olowe, External Governor  
Ms Sara Robertson-Jonas, Staff Governor (Items 1-7 only)  
Ms Moyra Samuels, External Governor  
Ms Heather Smith, External Governor (Items 1-12 only)

### **In attendance:**

Mr Will Mumford, LocatED (Items 1-5 Only)  
Mr James Harris, Staff Representative (Items 1-14.1 only)  
Mr Marco Macchitella, Deputy Principal (Items 1-14.1 only)  
Mr Ralph Moran, Chief Finance Officer (CFO) (Items 1-14.1 only)  
Mr Martin McNeill, Clerk to the Governing Body and Company Secretary (Items 1-14.3 only)

### **Absent:**

Dr Steve Ketteridge, External Governor  
Mr James Ward, External Governor

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## RESOLUTIONS

- To note the decision of the Chair to approve the award to the Access Group of a contract for the provision of an HR and Payroll system from 1 April 2020 at a total cost (in year one) of £97k and an annual cost thereafter of £50k (Minute 4)
- To establish a COVID-19 College Response Oversight Group (Minute 5.7)
- To delegate final approval of the IFMC return to the Chair of the Governing Body and the Vice-chair of the Finance, Resources and Fundraising Committee (Minute 6.6)

- To approve the proposed new suite of KPIs, subject to the inclusion in future KPI reports of prior-year figures as well as in-year targets and of indicators of performance in relation to national Qualification Achievement Rates and Minimum Standards and of reliance on sub-contracted provision (Minute 6.9)
- To approve the draft Strategic Framework (amended as necessary to take account of governors' comments) for consultation with staff and student representatives and stakeholder advisory groups (Minute 7.1)
- To approve a proposal for external evaluation of the Strategic Plan 2016-20 (Minute 7.3)
- To approve a revised Fees and Refunds Policy subject to review not later than 31 July 2020 (Minute 8.3)
- To approve a revised Health and Safety Policy subject to review not later than 31 January 2024 (Minute 8.5)
- To approve a revised Equality and Diversity Policy subject to review not later than 30 November 2021 (Minute 9.2)
- To note that Risks 3 (failure to manage College finances), 11 (failure to recruit and retain competent and committed staff) and 15 (failure to prepare for a major system outage or data breach, including cyber attack) are assessed as having increased probability and that Risks 9 (failure to manage capital programme) and 15 are assessed as high or very high overall (Minute 10.2)
- To delete Risk 16 (failure to deliver the proposed merger as planned) from the Strategic Risk Register (Minute 10.3)
- To invite RSM and Grant Thornton to bid for the final audit of the accounts of Kensington and Chelsea College (KCC) up to 2 February 2020 and of Morley's 2019-20 accounts (Minute 10.4)
- To invite tenders for the audit of the College's accounts for 2020-21 and the two subsequent years (Minute 10.4)
- To invite tenders for the provision of an internal audit service from August 2020 (Minute 10.5)
- To approve a revised Whistleblowing Policy subject to review not later than 31 December 2023 (Minute 10.6)
- To approve revised Financial Regulations subject to review not later than 31 March 2024 (Minute 10.6)
- To approve a revised Safeguarding Policy subject to a number of amendments and to review not later than 31 March 2024 (Minute 11.2)
- To approve a revised Student Engagement Policy subject to review not later than 31 March 2024 (Minute 12.3)
- To appoint Gill Evans as Lead Governor for Equality and Diversity (Minute 13.4)
- To appoint Susan Lindsey as Lead Governor for Health and Safety (Minute 13.4)

## **1. Apologies for absence and quorum**

- 1.1. The Clerk reported that apologies for absence had been received from James Ward, who was showing symptoms of COVID-19, and Steve Ketteridge. He also reported that, since the last meeting of the Board, Mash Seriki had resigned from the Board for personal and business reasons with effect from 26 February; Steve Ketteridge had also submitted his resignation to take effect on 31 March.
- 1.2. Governors agreed to record their appreciation of the service of Dr Ketteridge and Mr Seriki over the best part of eight years, during which both had played key leadership roles within the Governing Body. It was agreed that an opportunity should be found to thank both in person when circumstances allowed. Governors also asked the Clerk to pass on to Mr Ward their best wishes for a speedy recovery.
- 1.3. The Clerk confirmed that the meeting was quorate.

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

- 2.1. The Chair welcomed the eight new governors who were able to attend, and the additional staff representative, who had been invited to attend meetings on the same conditions as if he were a staff governor, but without voting rights. He also welcomed the CFO, who had taken up his appointment on 3 February.
- 2.2. 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. Minutes of previous meetings**

The Clerk told the Board that the minutes of the meetings held on 4 November 2019, 18 November 2019, 16 December 2019 and 20 January 2020, together with the approved draft minutes of the meeting of the Joint Transition Committee held on 13 January 2020, would be circulated after the meeting and would be presented for confirmation to the board meeting on 13 July.

## **4. Chair's Action**

The Board noted the decision of the Chair (taken after consultation with members of the Finance, Resources and Fundraising Committee) to approve the award to the Access Group of a contract for the provision of an HR and Payroll system from 1 April 2020 at a total cost (in year one) of £97k and an annual cost thereafter of £50k. Some £75k of the first-year cost would be covered by the Department for Education's merger support grant.

## **5. Principal's Report**

- 5.1. Focusing initially on the College's response to the COVID-19 pandemic, the Principal drew governors' attention to the decision to cease in-college learning and teaching from 23 March. Work since then had been directed towards:
  - resolving the immediate challenges;
  - understanding the short and longer term implications on student demand and cash management, and what we should do as a consequence;
  - constructing a plan to bounce back in September, but recognising things may not go back to a steady state; and
  - maximising the positive impact that online working could have for the College going forward.
- 5.2. A summary of the actions being taken under each of these headings had been shared with the FE Commissioner's team earlier in the day; the Clerk was asked to ensure that this was circulated to all governors. A follow-up meeting was planned during the week beginning 13 April. The Principal thanked staff and students for the positive ways in which they had responded to the new circumstances in which all members of the College community found themselves.
- 5.3. Asked about the immediate financial implications of the change, the Principal explained that the College was at risk of losing income of approximately £2.85 million. Half of that amount – and the element at greatest risk – represented fees for Term Three (and the last two weeks of Term Two), including fees that the College might have expected to receive from students on community learning programmes and participants in the two-week Summer School (13-25 July). The College was still planning to deliver the Summer School programme face-to-face, although it was recognised that that might change.

- 5.4. The Principal also told the Board that, while fees would be charged for courses delivered online in the summer term, these would need to be set at a lower level to attract students to a different model of delivery and to reflect the College's relative inexperience as an online provider. The assumption for modelling purposes was that these courses would not provide sufficient net income to offset more than a small proportion of the expected loss.
- 5.5. The CFO then outlined other potential losses that the College might reasonably expect to suffer in 2019-20. Loan-funded payments for advanced and higher learning programmes could fall by as much as 50 per cent (£894k) if a large number of learners ceased to engage with the College (even if only temporarily) over the coming months. Income from franchised HE provision could fall by 30 per cent, and from Lambeth Council (for community learning programmes) by 60 per cent. The College would be unable to generate any income from traded services (crèche, refectory, public performances) or from cost recharges, while the weaker cash position over the period would also result in a reduction in income from investments. The CFO emphasised that, even after normal conditions were restored, recovery might take some months: 2020-21 was unlikely to be a 'normal' year.
- 5.6. Governors were pleased to note the assurance received from the Mayor of London that the level of Adult Education Budget (AEB) funding would be maintained for the current year and (in principle) for 2020-21. They agreed, however, that additional financial support should be sought from the Education and Skills Funding (ESFA) to cover the expected shortfall in fee, contract and trading income. Although the College was in a strong cash position following merger, that cash was required for investment in the curriculum over the next five years as the College addressed inherited operational deficits, in accordance with the plan agreed with the ESFA; without such investment, the College would be unable to deliver the benefits that provided the justification for the merger. It was therefore essential that any financial support provided to help the College through the present crisis be kept separate from the merger-related support that had already been agreed.
- 5.7. Questioned about opportunities for cost saving, the Principal assured the Board that these would be explored. It was currently unclear how many college staff might be unable to work and whether such staff would be covered by the government's Job Retention Scheme. Governors emphasised the importance of supporting hourly-paid tutors (who were directly employed by the College) as well as permanent staff, and of maintaining dialogue with relevant trade unions. They also welcomed the SLT's decision to develop a Business Resilience Plan, and agreed that a small oversight group of governors should be formed to provide support to the SLT as it sought a way through the current uncertainties and to provide a channel of communication with the Board as a whole.
- 5.8. Turning then to other matters covered in his report, the Principal drew governors' attention to:
- Ofsted's approach to inspection within its new Education Inspection Framework, including the use of 'deep dives';
  - the FE Commissioner's recent letter to colleges, emphasising the importance of ensuring that college values, culture and climate prioritise teaching, learning and support for students;
  - the post-merger transition plan, which was available to all governors on the College intranet EMMA;
  - the analysis of curriculum delivery, which included the results of the Chelsea and North Kensington centres for the first time. The Principal acknowledged

that there was more work to do to improve both the quality of reporting and the accuracy of curriculum planning;

- the plans for new short courses at the Chelsea Centre, which would now be delivered (with adaptations as necessary) as part of the Summer School;
- the establishment of the first Stakeholder Advisory Group (at the North Kensington Centre); and
- the decision to withdraw from sub-contracting outside London, while continuing to use two specialist sub-contractors for 16-to-18-year-old provision in London.

5.9. Governors particularly welcomed three pieces of good news:

- the growth of Morley Radio, which was now being listened to in 53 countries;
- the successful bid for an additional £317k of AEB funding; and
- the decision of the Garfield Weston Foundation to support the Morley Forward appeal with a grant of £250k. This donation, together with a substantial legacy of which the College had recently received notice, would provide the fundraising campaign with some traction and help to draw in further contributions.

5.10. The Principal also informed the Board that appointments had been made to the vacant SLT posts as follows:

- Chief Marketing and Engagement Officer: Matthew Cunningham, lately Director of Strategic Communications and Fundraising at the Royal Academy of Dance
- Centre Principal, Chelsea: Matias Shortcook, Dean for pre-degree provision at Plymouth College of Art
- Centre Principal, North Kensington: Jasbir Sondhi, Director of Curriculum and Learner Services at Westminster Kingsway College
- Centre Principal, Waterloo: Gerald Jones, Head of Adult Learning, London Borough of Lewisham

5.11. Governors then considered the progress of work to renovate the College estate. At Waterloo, Phase 1a of the project was within two to three weeks of completion, but work had been suspended by the contractor in response to government guidance on social distancing. It was hoped that work would be able to resume in time to ensure completion before the start of the planned Summer School. Phase 1b (renovation of the Gallery) remained on course, with work expected to commence in the summer of 2020 and to be complete by early 2021.

5.12. Progress with the renovation of the Chelsea and North Kensington centres was covered in a presentation from the LocatED representative (subsequently added to the Board papers as Appendix 8). The representative reported that the feasibility studies for both projects were substantially complete, and provided a firm enough basis on which to engage with prospective contractors within the Department for Education's procurement framework. Pre-application discussions were also taking place with planning officers at Kensington and Chelsea Council (RBKC). While many of them had temporarily suspended operations or closed sites, contractors were generally keen to engage, and publicly-funded projects of this type were likely to be attractive to bidders once the market re-opened.

5.13. Governors were pleased to note that the plans for the North Kensington Centre not only provided additional capacity to meet the needs set out in the draft curriculum plan but also offered a range of flexible learning spaces. Asked about the plan to demolish the former caretaker's cottage, the LocatED representative said that this would make the Centre entrance clearly visible from Golborne Road, providing an open and welcoming appearance. The existing cottage was too small to be of practical use. The Principal told the Board that, although the planned

meeting of the North Kensington Stakeholder Advisory Group on 19 March had not gone ahead, it was the College's intention to ensure full consultation with the Group at an early stage, including the option of an online meeting. As well as the detailed drawings that had been on view at the Merger Milestone event on 3 March, he would endeavour to ensure that a three-dimensional model of the building was available.

- 5.14. See confidential minutes
- 5.15. See confidential minutes
- 5.16. See confidential minutes
- 5.17. Following discussion, the Board agreed that the next steps proposed by LocatED were appropriate and looked forward to receiving a further report at its next meeting following resolution of some of the difficult issues that had been raised. In the mean time, governors were invited to channel any further questions to LocatED through either the Principal or the Clerk.

*The LocatED representative left the meeting at this point*

## **6. College performance**

- 6.1. The Board noted that the KPIs for Term One for the Waterloo Centre and academic performance indicators for the Chelsea and North Kensington centres had been considered in detail by the Finance, Resources and Fundraising and Quality and Standards committees, and was satisfied that appropriate action was being taken where targets were not being met.
- 6.2. The CFO then introduced the management accounts for the seven months ending 29 February and the revised forecast for the year. These accounts included results from the Chelsea and North Kensington centres from the date of merger, but did not take account of the performance of Kensington and Chelsea College (KCC) over the six months up to dissolution on 3 February. A full reconciliation had been undertaken, however. In answer to a question, he explained that, to produce baseline figures with which to compare the results of the merged college in future years, the £3.8m income earned and £1.4m loss sustained by KCC in the first six months of the year need to be added to the forecasts, to give aggregate figures of £20.7m (income) and £2.6m (loss).
- 6.3. While these figures were broadly in line with expectations, they did not take account of the additional loss of income of £2.9m that might result from the COVID-19 pandemic. Asked about the cash flow consequences of this and of the deficit that was already projected, the CFO said that there would be a direct impact on the cash balance, which had stood at £6.8 million at the end of February (£5.8m at the end of March). The February balance was forecast to reduce by approximately the amount of net expenditure over the remainder of the year; in addition, the College had received some £350k in prepayments for Term Three courses that were not now expected to run (in anything like their original form).
- 6.4. The CFO emphasised that, while the College had sufficient cash to cover losses in the short term, the merger plan showed cash coming under pressure over the next few years as the promised investments in a new curriculum for Chelsea and North Kensington were delivered. The plan assumed that the College would need to draw down additional funds in early 2023 when cash fell to less than 45 days' expenditure. A £3.5m facility had been agreed with the ESFA to cover that eventuality. The impact of COVID-19 was not only to bring forward the date at which the College would need to draw on the facility, but also to increase the level of the eventual cash shortfall. It was vital, therefore, to find a way of eliminating the

£2.9m COVID-19-related deficit and to ensure that the five-year financial plan agreed with the ESFA was brought back on track.

- 6.5. Addressing the requirement for the College to produce a return following the ESFA's new Integrated Financial Model for Colleges, the CFO told the Board that this was a new requirement for all colleges, but a particularly complex task for Morley, as financial plans had to be compared with past performance for three entities: Morley pre-merger, KCC up to 3 February and the merged college. The impact of COVID-19 now also needed to be taken into account. The IFMC return included actual results for the prior year, a forecast for the current year and financial plans for the two following years.
- 6.6. The CFO said that he had agreed with the ESFA to produce both a baseline version of the return (which would be in line with the merger plan that both the Board and the ESFA had approved) and a revised version showing the likely impact of COVID-19. He would be submitting this within the next two weeks. Noting that all key elements of the return had already been given careful scrutiny by the Board, the Board agreed to delegate final approval of the return to the Chair of the Governing Body and the Vice-chair (acting Chair) of the Finance, Resources and Fundraising Committee.
- 6.7. The Board then considered proposals for a revised suite of KPIs. The Principal said that he had aimed to reduce the list of KPIs to those that were truly 'key', while maintaining continuity of performance reporting. Other aspects of College performance would continue to be monitored by governors at least annually through the Self-assessment Report (SAR), the Annual Report and Financial Statements and the HR, Marketing and Equality and Diversity reports. Acknowledging governors' concern to continue to scrutinise marketing performance, he said that future Marketing Reports would include details of changes in the number of website visitors, the 'bounce rate' and the 'dwell time'.
- 6.8. Governors agreed that details of achievement by qualification need not be included in the KPIs, but asked that performance in relation to Qualification Achievement Rates and Minimum Standards should be shown. An indicator of the College's reliance on sub-contracted provision was also requested (for example, the proportion of grant funding used to support delivery by sub-contractors): this was an issue to which the FE Commissioner had drawn attention in his recent letter – see Appendix 1 to Item 5a on the agenda of this meeting. In relation to Equality and Diversity, governors were pleased to note that student-related KPIs would continue to be analysed according to protected characteristics, with further information provided in the relevant annual report.
- 6.9. Subject to the above, and to the inclusion in future KPI reports of prior-year figures as well as in-year targets, the Board agreed to approve the proposed KPIs for immediate use, subject to further review once the new Strategic Plan had been finalised.

## **7. Strategic Plan 2021-25**

- 7.1. Governors welcomed the approach that had been taken to the development of the new Strategic Plan following the Strategy Development Session on 3 February. The Board approved the draft Strategic Framework (subject to any amendments that might be thought necessary in the light of governors' comments) and agreed that consultation should take place with staff and student representatives and stakeholder advisory groups before a further discussion at the Strategy Development Session on 1 June.

- 7.2. Governors were satisfied that it was still appropriate to identify 'outstanding learning opportunities' and an 'outstanding student experience' as separate, albeit related strategic goals but asked the Principal to reflect further on the use of the phrase 'exceptionally well prepared' in Objective 2b and to consider whether the distinction between Objectives 3a and 3b could be made clearer. Governors were asked to submit any further comments on the draft document no later than 9 April.
- 7.3. The Board also approved a proposal for external evaluation of the Strategic Plan 2016-20 and agreed that the results of that evaluation should also be on the 1 June agenda.

*Sara Robertson-Jonas left the meeting at this point*

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

- 8.1. The Vice-chair of the Committee reported that the Committee had been pleased with the progress being made to integrate the finance systems of the two merging colleges, and was satisfied that the fundraising campaign and the development of the Waterloo site were receiving adequate attention.
- 8.2. The Board agreed to consider the Committee's recommendation in relation to the Financial Regulations under Item 10 (see Minute 10.6).
- 8.3. The Revised Fees and Refunds Policy was approved. Governors noted that the current policy had to take account of the different terms on which students had enrolled at KCC and Morley pre-merger, and that a revised (and simplified) policy would be presented to the board meeting in July. Asked about the impact of COVID-19 on demand for refunds, the CFO said that this was not a significant issue at Chelsea or North Kensington where the great majority of provision was fully funded. A number of requests for refunds had, however, been received from Waterloo students in respect of the last two weeks of Term Two.
- 8.4. In answer to a question, the Principal explained that the College would not be refunding any Term Two fees, as the classes concerned had been cancelled for reasons outside the College's control. Any students who had already paid fees for Term Three would, however, receive a refund of the difference between what they had paid and the lower fee that the College would be charging to deliver the course online. Where a course was cancelled, or a student withdrew because they did not consider the online alternative to meet their needs, the full cost would be refunded.
- 8.5. The Board also approved the revised Health and Safety Policy, noting that policy implementation was now centre-based, with each centre having its own Health, Safety and Sustainability Committee. The Board considered the Committee's recommendation to include environmental sustainability as one of the objectives of the new Strategic Plan, and was content that this had been identified as a cross-cutting theme of the plan, alongside digital transformation and employability (see Item 7 above).

## **9. Quality and Standards Committee**

- 9.1. The Board was pleased to receive assurance as to the steps being taken to integrate quality management systems across the merged college and to address areas of underperformance.
- 9.2. The revised Equality and Diversity Policy was approved.

## **10. Audit Committee**



- 10.1. The Committee Chair drew the Board's attention to the main issues that the Committee had addressed: risk management, internal and external audit matters, the Whistleblowing Policy and the Financial Regulations.
- 10.2. In relation to risk management, the Board noted that at the time the Committee had met the likely impact of COVID-19 had not been fully apparent. This would clearly be an important issue for the Risk Management Committee to consider, possibly by identifying failure to respond appropriately and build business resilience as a new risk. COVID-19 also increased further the probability of a number of risks, including those to which the Committee had drawn the Board's attention as already having increased probability as a result of the merger: these were Risk 3 (failure to manage College finances) and Risk 11 (failure to recruit and retain competent and committed staff) as well as Risk 15 (failure to prepare for a major system outage or data breach, including cyber attack). The Board noted that this last risk, together with Risk 9 (failure to manage capital programmes), was assessed as high overall.
- 10.3. It was agreed that Risk 16 (failure to deliver the proposed merger as planned) could be deleted from the Risk Register, subject to continued monitoring of the implementation of the Post Merger Transition Plan by the Risk Management Committee, with regular reports to the Audit Committee and the Board.
- 10.4. In relation to external audit, the Board was pleased to learn that the audited accounts had been submitted by 31 January. The Committee Chair said that the complexities of the merger and deficiencies in the finance team in place at the time of the audit had made the task of delivering auditable accounts more difficult than normal. Nevertheless, while the issue had been well handled to minimise the risk of reputational damage, it was essential that the College work closely with the external auditor in future years to ensure that there was no repetition of the communication and other issues referred to in the Audit Findings Report. The Board accepted the Committee's recommendation that RSM and Grant Thornton be invited to bid for the final audit of KCC's accounts and for the 2019-20 Morley audit. The Board also agreed that, as RSM had already audited Morley's accounts for nine years, the external audit for 2020-21 and the two subsequent years should be put out to tender.
- 10.5. The Board went on to consider the Audit Committee's assessment of the performance of the internal auditor, and agreed that no further work should be commissioned from Wylie & Bisset this year once the reviews of Business Continuity and Disaster Recovery and Student Engagement and Attendance were complete. The Audit Committee might wish to consider commissioning assurance reviews (for example of cyber-security arrangements) from other, specialist providers. The Board agreed that tenders should be sought for the provision of an internal audit service from August 2020.
- 10.6. The revised Whistleblowing Policy and Financial Regulations were both approved. In relation to the latter, the Board agreed to make no change to the £10k limit above which individual transactions needed to be reported to the Finance, Resources and Fundraising Committee, but expressed a willingness to reconsider this issue in the future.

## **11. Safeguarding**

- 11.1. The Board received the annual Safeguarding Report and was satisfied that suitable arrangements had been in place throughout 2019 and that safeguarding issues had been appropriately handled. The Board requested that this report be produced in future on an academic year (rather than calendar year) basis.

- 11.2. The revised Safeguarding Policy was approved subject to the inclusion of a reference to the Office for Students as regulator of the College's HE provision and to the correction of a reference to the 'Curriculum and Standards Committee' in Appendix 7.

## **12. Student Engagement**

- 12.1. Introducing the revised policy, the Deputy Principal told the Board that the changes to the policy itself (which required Board approval) were relatively minor, but the appendices, which provided details of how the policy would be implemented, described some significant changes. These changes aimed to give students a bigger, more proactive role in designing learning rather than just commenting on what the College had provided.
- 12.2. The Deputy Principal drew governors' attention to the new structure of student representation, based on programme management committees reporting to a Student Experience Forum at each centre, co-chaired by a student and the Centre Principal. These arrangements still required further discussion with the Student Council: the Chair of the Student Council would shortly be arranging a meeting to which the former KCC student governors would be invited. In answer to a question, he explained the role of the Friends of Morley in maintaining engagement with past students as well as those actively studying.
- 12.3. The Board approved the revised policy, noting that there was more work to be done to present the new arrangements in a way that students would readily be able to understand, and that would encourage engagement.

*Jane Bailey, Martin Bamford and Heather Smith left the meeting at this point*

## **13. Search and Governance Committee**

- 13.1. Introducing the Committee's report, the Chair made clear that the recommendations from the meeting on 20 January had all been approved by the Board at its meeting immediately following the committee meeting. He drew the Board's attention, however, to three outstanding matters: the arrangements for appointing staff and student governors after the transition period came to an end; the recruitment of a second qualified accountant to enhance further the Board's capability to scrutinise financial statements and determine financial strategies; and the need to revive the Governor Engagement Programme.
- 13.2. A number of governors suggested that, in reviewing staff and student representation on the Board, the Search and Governance Committee should consider the advantages of appointing one student and one member of staff from each centre. While welcoming the proposals to strengthen student voice across the College, these governors did not think that they would immediately give staff and students at the Chelsea and North Kensington centres confidence that their needs were understood at board level: it would take some time to undo the damage caused by what they saw as a history of poor communication at those centres.
- 13.3. The Chair made clear that the Search and Governance Committee would consider those issues, but would also be mindful of the need to keep the Board to a manageable size. A student governor suggested that the Committee pay particular attention to the Governor Engagement Programme as a means of ensuring that external governors not only heard student voice but could be seen to be listening to students. There was a key role here for the newly-appointed Chief Marketing and Engagement Officer, working with Centre Principals. The Chair asked governors to

put any further proposals for strengthening student voice at board level to himself or to the Clerk in time for them to be considered at the meeting on 11 May.

- 13.4. The Board agreed to appoint Gill Evans as lead governor for Equality and Diversity and Susan Lindsey as lead governor for Health and Safety. It was agreed that decisions on filling the vacancy on the Remuneration Committee and appointing a second Governor Reviewer should be deferred to the July Board meeting.

#### **14. Remuneration Committee**

- 14.1. The Board received and considered the minutes of the Remuneration Committee (excluding those parts reserved to external governors).

*The Principal, the Student Governors, remaining co-opted governors, and members of staff in attendance other than the Clerk and Company Secretary withdrew at this point*

- 14.2. See reserved minutes  
14.3. See reserved minutes  
14.4. See reserved minutes.

*The Clerk and Company Secretary withdrew at this point*

- 14.5. See reserved minutes

#### **15. Other business**

None

#### **16. Date of next meeting**

Confirmed as Monday 13 July 2020 at 5.30 pm at the Waterloo Centre (or via Microsoft Teams).

The meeting ended at 9.05 pm.

Martin McNeill  
Clerk to the Governing Body

Confirmed as a correct record at the meeting held on 13 July 2020

and signed by.....(Stuart Edwards) (Chair of that meeting)

## SCHEDULE OF OUTSTANDING ACTIONS

Minute	Action	Responsible	By when	Progress
<b>10 December 2018</b>				
6.3	Consider attrition rates among managers  Update March 2019 To be addressed in context of annual HR Report	Head of HR	7 November 2019 (FRF Committee)	
12.3	Include brief account of validation process in 2018-19 SAR	Deputy Principal	21 November 2019	
<b>15 July 2019</b>				
6.8	Obtain further details of proposed terms of lease of North Kensington Centre	Principal/ Project Manager	21 October 2019	
6.9	Obtain clarification of roles and responsibilities in renovation of North Kensington Centre	Principal/ Project Manager	21 October 2019	
6.14	Obtain information about cases in which security has been required for 'repayable grants'	Principal	21 October 2019	
6.17	Draw up list of contracts that the College will be entering into from merger date	Principal/ Project Manager	31 August 2019	
6.23	Pass detailed comments on consultation document to Project Manager	All governors	19 July 2019	
7.2	Pass on to students, through the representative bodies, the College's appreciation of the positive feedback given to the Ofsted inspection team	Student Governors	First Student Council/ Class Representatives' Committee meetings of 2019-20	
7.5	Review options for Phase 1b of Property Strategy and ensure that, if lift is excluded from this phase, access is a priority in subsequent phases	Principal with SMT	By 31 July 2019	

Minute	Action	Responsible	By when	Progress
<b>15 July 2019 (cont'd)</b>				
8.3	Consider further changes to number of KPIs and their presentation	Principal with SMT	21 October 2019	
<b>30 March 2020</b>				
1.2	Find opportunity to thank Mr Seriki and Dr Ketteridge for their past service	Clerk	31 July 2020	
1.2	Convey the Board's good wishes to Mr Ward	Clerk	6 April 2020	
5.2	Circulate to all governors summary of actions taken in response to COVID-19	Clerk	6 April 2020	
5.6	Seek additional financial support from ESFA to cover shortfall in fee, contract and trading income	Principal/ CFO	31 May 2020	
5.13	Endeavour to obtain 3D model of North Kensington Centre	Principal	30 April 2020	
7.2	Comment on draft Strategic Framework	All governors	9 April 2020	
11.1	Produce annual safeguarding report on an academic year basis	Deputy Principal	From November 2020	
13.3	Propose ways of strengthening Student Voice at board level	All governors	30 April 2020	