

MORLEY COLLEGE LONDON



GOVERNING BODY

Minutes of a meeting held via Microsoft Teams on Monday 1 June 2020 at 4.15 pm.

Present:

Dr Stuart Edwards, External Governor (**Chair**)
Ms Pauline Egan, External Governor (**Vice-chair**)
Mrs Jane Bailey, External Governor
Mr Martin Bamford, Co-opted Governor (Items 1-8 only)
Miss Justine Brian, External Governor
Miss Shola Bryan, Student Governor (Items 1-8 only)
Mr Pedro Dias Ferreira, External Governor
Mr Michael Doolan, Co-opted Governor (Items 1-8 only)
Ms Gill Evans, External Governor
Ms Heather Fry, External Governor
Dr Andrew Gower, Principal and Governor
Mr Luke Howson, Staff Governor (Items 1-8 only)
Mrs Gail Le Coz, External Governor
Ms Susan Lindsey, Student Governor (Items 1-8 only)
Mr Victor Olowe, External Governor
Ms Sara Robertson-Jonas, Staff Governor (Items 1-8 only)
Ms Moyra Samuels, External Governor
Ms Heather Smith, External Governor
Mr James Ward, External Governor

In attendance:

Mr James Harris, Staff Representative (Items 1-8 only)
Mr Marco Macchitella, Deputy Principal (Items 1-8 only)
Mr Ralph Moran, Chief Finance Officer (CFO) (Items 1-8 only)
Mr Martin McNeill, Clerk to the Governing Body and Company Secretary

Absent:

Mr Nic Durston, External Governor
Mrs Irene Lax, Co-opted Governor

RESOLUTIONS

- To confirm the Terms of Reference of the Covid-19 College Response Oversight Group, subject to the inclusion of a specific reference to the oversight of health and safety matters and of a facility for the Group to invite additional governors to attend meetings other than as substitutes for appointed members (Minute 4.3)
- To appoint Jane Bailey, Martin Bamford, Pedro Dias Ferreira, Nic Durston, Stuart Edwards, Gail Le Coz and Susan Lindsey to the Covid-19 College Response Oversight Group (Minute 4.3)

- To appoint two staff governors by conducting two separate ballots of all staff across the College to elect one staff governor who is a current curriculum practitioner and one who is a professional services officer (Minute 5.4)
 - To approve a revised role description for the role of staff governor (Minute 5.4)
 - To appoint RSM UK Audit LLP to audit the 2019-20 accounts and the final (dissolution) accounts of Kensington and Chelsea College (KCC) (Minute 6.3)
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1. Apologies for absence and quorum

The Clerk reported that no apologies for absence had been received and that the meeting was quorate.

2. Welcome, introduction and declarations of interest

- 2.1. The Chair welcomed all present. He explained that this meeting had been called as an extraordinary meeting to enable certain urgent decisions to be taken and to provide governors with an opportunity to discuss the College's response to the Covid-19 pandemic. For that reason the agenda did not include the minutes of the 30 March board meeting or of the committee meetings that had since taken place.
- 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. Chair's Action

The Board noted the decision of the Chair to approve the award, following a competitive tendering process, of a three-year contract for telephony services at a total cost (including annual service charges and VAT) of £130,386. Governors agreed that, while Standing Orders only required the Chair to consider consulting relevant Committee Chairs (and in this instance the Chair of the Finance, Resources and Fundraising Committee had been consulted), the Clerk should endeavour to ensure that other FRF Committee members were consulted should such circumstances arise in the future.

4. Covid-19 College Response Oversight Group

- 4.1. The Board was pleased to receive the minutes of the first two meetings of the Group (the minutes of the 17 April meeting having been previously circulated to all governors). The Board noted that Mr Dias Ferreira had been incorrectly recorded as present at the 14 May meeting.
- 4.2. The Clerk reminded governors that the decision to establish this group had been taken at the 30 March board meeting. The Board had seen it as important to provide some additional support for the SLT and the Chair by involving a wider range of governors in overseeing the College's response to the Covid-19 emergency. The initial membership had comprised the three governors who had expressed willingness to join the Group when it was set up; the Chair of the FRF Committee and the Chair of the Student Council had subsequently been invited to join the Group.
- 4.3. In the light of the emphasis in the government guidance published on 14 May on health and safety matters, the Board agreed that the terms of reference should be amended to include a specific reference to health and safety and that the Lead Governor for Health and Safety (Ms Lindsey) should join the committee. That would take the membership to seven governors (including the Chair). It was also agreed that the terms of reference should allow the Group to invite other governors to attend meetings, even if all appointed members were expected to be present.

4.4. Reviewing the reporting arrangements, governors asked the Clerk to ensure that agendas for Group meetings were made available to all governors in advance, and that minutes continued to be circulated to all governors once approved by the Chair. The Business Resilience Plan, which was continually being updated, should also be made available to all governors. The Individual Risk Report for Risk 16 on the Risk Register (failure to build business resilience in response to the impacts of Covid-19 on staff, students, reputation and financial sustainability) was included in the Plan.

5. Governor appointments

- 5.1. The Clerk reported that all members of staff had been invited to express their views on the arrangements for appointing staff governors, but that the survey had had a poor response. Despite that, over 80 per cent of those who had expressed a view (19 out of 23) favoured election of staff governors rather than selection by the Search and Governance Committee. Of those 19, ten preferred the arrangement whereby one staff governor would have a pre-merger history with Morley (Waterloo) and the other a history with KCC (Option 1a). Eight preferred one governor to be a tutor or lecturer and the other a member of the professional services staff (Option 1b). Only one respondent favoured Option 1c (one governor centre-based, the other with a College-wide role).
- 5.2. In answer to a question, the Clerk told the Board that the number of governors was currently expected to fall from 21 to 20 on 31 July, and to 18 on 30 November. The Search and Governance Committee would, however, be recommending the Board to appoint at least one additional external governor in the next six months to fill identified skills gaps; consequently, the size of the Board was likely to remain above the sector average for some time to come. Governors agreed that, while it was important to appoint staff governors from different backgrounds, to enlarge the Board much above its present size would be to risk impairing its efficiency without necessarily making it more diverse or inclusive.
- 5.3. In discussion, governors made the following points:
- The staff governors, however appointed, would need to develop an understanding of staff views across the College, recognising that they would not have direct experience of every centre or satellite centre or every subject.
 - This would require the staff governors to have or to acquire some knowledge of the recent history of the College, which had been experienced differently by different groups of staff; it was essential nevertheless that staff governors were not seen as interested primarily in one geographical location or professional discipline to the exclusion of others
 - The College must take steps to ensure sufficient publicity for the staff governor appointment process and to attract a broad field of candidates.
- 5.4. Having considered the options presented and a number of other more complicated proposals, the Board agreed that there should be two separate but simultaneous ballots of all staff across the College to elect one staff governor who was a current curriculum practitioner and one who was a professional services officer. The Board also approved the proposed changes to the Role Description, with the further amendment that a member of staff contracted for fewer than 90 hours a year should be eligible to vote (but not to stand as a candidate).
- 5.5. Noting the important role that would be played by staff representatives on Stakeholder Advisory Groups at the three centres – roles that were complementary to those of the staff governors – the Board asked the Principal and Clerk to consider ways of providing members of those groups with some knowledge of the work of the

Governing Body, for example by an annual invitation to attend a board meeting or development session.

6. Audit appointments

- 6.1. The CFO outlined the tendering process that he had undertaken following the Board decision of 30 March to conduct a mini-competition for the audit of this year's accounts. Having discussed audit plans with both bidders, he was happy to recommend the appointment of RSM.
- 6.2. The Chair of the Audit Committee said that it would have been preferable for members of that committee to have the opportunity to consider the two tenders and to make a recommendation. That said, she had every confidence in the ability of RSM to complete the work to a high standard, although she reminded the Board of the need for the assignment to be carefully managed, as significant additional fees had been charged in respect of the 2018-19 audit.
- 6.3. Following discussion, the Board agreed to appoint RSM to audit the 2019-20 accounts and the final (dissolution) accounts of KCC, on the terms proposed.
- 6.4. In relation to internal audit, the Board was pleased to note the progress made in developing possible approaches both to defining the scope of internal audit work and to selecting an internal auditor following the expiry of Wylie & Bisset's contract on 31 July. Governors with experience of internal audit processes who were not members of the Audit Committee were asked to pass on any advice to the Committee through the CFO or Clerk in advance of its meeting on 16 June.

7. Other business

None

8. Date of next meeting

Confirmed as Monday 13 July 2020 at 5.30 pm via Microsoft Teams

The co-opted governors, staff governors, student governors and members of staff other than the Principal and Clerk withdrew at this point.

9. Voluntary redundancy

See confidential minutes

The meeting ended at 6.15 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
1 June 2020				
4.4	Make CCROG agendas and approved draft minutes and Business Resilience Plan available to all governors	Clerk	From 9 June 2020	
5.5	Consider ways of improving knowledge of the Governing Body among members of Stakeholder Consultative Groups	Principal/ Clerk	13 July 2020	
6.4	Pass on to Audit Committee (via CFO or Clerk) any advice on scoping of internal audit or procurement of internal auditors	All governors	16 June 2020	