

MORLEY COLLEGE LONDON



GOVERNING BODY

Minutes of a meeting held via Microsoft Teams on Monday 13 July 2020 at 5.30 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 1-18 only)
Miss Justine Brian, External Governor
Mr Pedro Dias Ferreira, External Governor
Mr Michael Doolan, Co-opted Governor (Items 1-18 only)
Mr Nic Durston, External Governor
Ms Gill Evans, External Governor
Ms Heather Fry, External Governor
Dr Andrew Gower, Principal and Governor
Mr Luke Howson, Staff Governor (Items 1-18 only)
Mrs Gail Le Coz, External Governor
Ms Susan Lindsey, Student Governor (Items 1-18 only)
Mr Victor Olowe, External Governor
Ms Sara Robertson-Jonas, Staff Governor (Items 1-18 only)
Ms Moyra Samuels, External Governor (Items 1-6 only)
Ms Heather Smith, External Governor
Mr James Ward, External Governor

In attendance:

Mr James Harris, Staff Representative (Items 1-18 only)
Mr Marco Macchitella, Deputy Principal (Items 1-18 only)
Mr Ralph Moran, Chief Finance Officer (CFO) (Items 1-18 only)
Mr Matthew Cunningham, Chief Marketing and Engagement Officer (CMEO) (Items 1-18 only)
Mr Craig Hanlon-Smith, Interim Centre Principal, North Kensington (Items 1-6 only)
Mr Gerald Jones, Centre Principal, Waterloo (Items 1-6 only)
Mr Matias Shortcook, Centre Principal, Chelsea (Items 1-6 only)
Ms Alexandra Cutler, Head of Learning and Teaching (Item 3 only)
Ms Sara Dhillon, Hourly paid lecturer, Music (Item 3 only)
Mr Martin McNeill, Clerk to the Governing Body and Company Secretary

Absent:

Mrs Irene Lax, Co-opted Governor
Miss Shola Bryan, Student Governor

RESOLUTIONS

- To confirm the minutes (including the confidential minutes) of the meeting held on 30 March 2020 (Minute 4.1)

- To confirm the minutes (including the confidential minutes) of the meeting held on 1 June 2020 (Minute 5.1)
- To note and ratify the decision of the Chair and Principal to submit a bid to the College Collaboration Fund (Minute 7.1)
- To keep the COVID-19 College Response Oversight Group in existence to deal with any Covid-related issues arising in the future (Minute 9.5)
- To approve the 2020-21 budget and 2021-22 financial plan, subject to no more than one-third of annual budget for discretionary non-pay expenditure being committed in advance of the 2 November meeting and to a full review at that meeting. (Minute 10.4)
- To set the minimum cash balance to be maintained at all times at a level of £2.475 million (Minute 10.4)
- To approve capital expenditure in 2020-21 of £550k to support delivery of the new curriculum offer across the three centres (Minute 10.6)
- To proceed with the investment of £1.25 million (£850k net) in Phase 1b of the Waterloo Property Strategy (Minute 10.8)
- To approve the College's plan for a return to on-site learning (Minute 10.9)
- To approve a revised Capability Policy and Procedure for staff other than senior post-holders for review not later than 31 July 2024 (Minute 10.9)
- To approve a revised Disciplinary Policy and Procedure for staff other than senior post-holders for review not later than 31 July 2024 (Minute 10.9)
- To approve a revised Grievance Policy and Procedure for staff other than senior post-holders for review not later than 31 July 2024 (Minute 10.9)
- To approve a revised HE Complaints Policy subject to two amendments, for review not later than 31 July 2024 (Minute 11)
- To set KPI targets for 2020-21 as follows:
 - curriculum efficiency, recruitment and financial performance targets (KPIs T1, T7, T9, A1, A6 and A7) as shown in the curriculum plan and budget;
 - student achievement, retention and (on an annual basis) satisfaction targets (KPIs T4, T6, A2 and A3) in line with published national benchmarks;
 - T2, T3 and T5 (student satisfaction at the end of each course, percentage of students considering the College a safe place to study and student attendance) at 90 per cent;
 - T8 (room utilisation) at 82 per cent for North Kensington, 53 per cent for Chelsea and 75 per cent (daytime) and 58 per cent (evening) for Waterloo;
 - A4 (student destination) at 92 per cent;
 - A5 (staff satisfaction) at 85 per cent; and
 - A8 and A9 (governor attendance and evaluation of effectiveness) at 80 per cent (Minutes 12.1 and 12.2).
- To note that in the most recent review of the Risk Register:
 - Risks 8 (failure to achieve student recruitment targets) and 9 (failure to manage capital programmes) were 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 2 (reduction in public funding) and 13 (failure to maintain and enhance quality) were assessed as having increased probability since the previous review;
 - Risk 4 (failure to comply with funding body audit requirements) was assessed as having increased impact since the previous review; and
 - A new risk 17 (failure to build business resilience in response to the impacts of Covid-19 on staff, students, reputation and financial sustainability) was added (Minute 13.1).

- To approve a revised Risk Management Policy for review not later than 31 July 2024 (Minute 13.2)
 - To approve a draft Anti-fraud Policy, for review not later than 31 July 2024 (Minute 13.2)
 - To approve the draft plan for the audit of the College's financial statements for the year ending 31 July 2020 and the cessation accounts of Kensington and Chelsea College (KCC) (Minute 13.2)
 - To adopt a new approach to governor engagement (Minute 14.1)
 - To use the same self-assessment questionnaire as in 2019, with three additional questions (Minute 14.1)
 - To re-appoint Heather Fry as a governor to serve from 1 August 2020 to 31 July 2024 (Minute 14.1)
 - To appoint Nic Durston to the Remuneration Committee (Minute 14.1)
 - To appoint Jane Bailey as a Governor Reviewer (Minute 14.1)
 - To seek to appoint two staff governors and two student governors on expiry of the terms of office of the current staff, student governors and co-opted governors (Minute 14.1)
 - To approve revised terms of reference for the five standing committees of the Board (Minute 14.1)
 - To approve the draft Board Development Plan for 2020-21 subject to the inclusion of opportunities for governors to engage with members of Stakeholder Advisory Groups (Minute 15.2)
 - To confirm the schedule of meetings for 2020-21 with one amendment (Minute 15.3)
 - To approve the draft work programme for 2020-21 (Minute 15.3)
 - To approve a provisional schedule of meetings for 2021-22 (Minute 15.3)
 - To appoint Debbie Ryle and Charlotte Thompson as staff governors to serve from 1 August 2020 to 31 July 2022 subject to their being eligible to serve as company directors and charity trustees (Minute 15.4)
 - To renew until 31 July 2021 the appointments of Pauline Egan as Vice-Chair, Gill Evans as Lead Governor for Equality and Diversity, Nic Durston as Lead Governor for Fundraising, Susan Lindsey as Lead Governor for Health and Safety and Justine Brian as Lead Governor for Safeguarding (Minute 15.6)
 - To approve a revised Fees and Refunds Policy, for review not later than 31 July 2021 (Minute 16.3)
 - To confirm the reserved minutes of the meeting held on 30 March 2020 (Minute 20)
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1. Apologies for absence and quorum

The Clerk reported that apologies for absence had been received from Shola Bryan. No other apologies had been received. He confirmed that the meeting was quorate.

2. Welcome, introduction and declarations of interest

2.1. The Chair welcomed the two Centre Principals who had joined the College since the last meeting of the Board. He also welcomed the Head of Learning, Teaching and Assessment (LTA) and Ms Sara Dhillon, who had agreed to talk to the Board about LTA in the 'new normal' learning environment.

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. Curriculum presentation (Appendix 1)

3.1. The Head of LTA described to the Board the steps that had been taken to bring as much learning as possible online at the end of March. The initial focus had been on maintaining the quality of delivery in radically changed circumstances. Students'

needs had varied, however, and while for students on some (mainly accredited) courses continuity and near-normality were goals, for other classes the move online opened up opportunities to innovate. The Term Three challenge – to put infrastructure in place and provide tutors with the training necessary to deliver online learning – had been met: the imperative now was to enhance the quality of pedagogy and push through the changes identified in the Quality Enhancement Plan and by Ofsted, drawing on evidence from virtual learning walks and the large volume of (overwhelmingly positive) student feedback. This would require the development of new training programmes and a very different approach to lesson observation.

- 3.2. Ms Dhillon then described her experience as a tutor of three music classes. She had found that planning the move from ensemble work to online learning and acquiring a sufficient understanding of the necessary technology had been challenging, but the outcomes had been very pleasing, with the great majority of students choosing to continue their studies and many discovering new opportunities as a result. Course preparation had required more time, as the course content had shifted towards a greater emphasis on analysis and theory, with students undertaking a wider range of more complex assignments and receiving detailed feedback.
- 3.3. Ms Dhillon told the Board that the experience had forced her to be more creative and this, together with a wider range of students (including some based a long way from Morley) had added to her enjoyment. Student attendance had been high, enrolments had risen and many students had commented favourably on their learning experience. She illustrated her presentation with brief clips from the work of four students from her three separate classes, demonstrating the high quality of music that was being produced (fuller versions had been shared with governors in advance of the meeting).
- 3.4. Governors expressed their admiration for what had been achieved, not only in the creation of new content for a new style of learning but also in its marketing. Asked about the benefits for students, Ms Dhillon said that many of them (including a significant number of older students) had acquired valuable digital skills; they had also benefited from the critique of their work by the tutor and fellow-students, and developed a more analytical approach to the music that they were learning and making. At the same time, she recognised the limitations of online learning for ensembles and choirs, which no-one had yet managed to overcome.

4. Minutes of 30 March meeting

- 4.1. The minutes (including the confidential minutes, but not the reserved minutes) of the meeting held on 30 March 2020 were confirmed as a correct record and it was agreed that they should be signed by the Chair. The reserved minutes were to be considered by the external governors and Principal only (see Item 19).

Minute 1.2 Apologies and quorum (retiring governors)

- 4.2. The Board noted that it was not likely to be possible to arrange an event at which the retiring governors could be thanked before the end of 2020.

Minute 1.2 Apologies and quorum (absent governors)

- 4.3. The Board noted that appropriate action had been taken. The Chair expressed sympathy to all members of the College community who had been affected directly or indirectly by the Covid-19 pandemic.

Minute 5.2 Principal's Report (Covid-19 response)

- 4.4. The Board noted that the requested summary of actions taken had been circulated to all governors on 31 March.

Minute 5.6 Principal's Report (financial support)

4.5. The Principal confirmed that additional financial support had been sought, but that the Department for Education (DfE) had declined to provide immediate assistance.

Minute 5.10 Principal's Report (SLT appointments)

4.6. The Principal drew governors' attention to his email of 23 June in which he had informed them, with regret, that Jasbir Sondhi, who had been appointed Centre Principal at North Kensington in March and had been due to join the College on 24 August, had withdrawn her acceptance, having been offered a significant promotion by her current employers. He had therefore asked Craig Hanlon-Smith to remain as Interim Principal for a further period.

4.7. A number of governors indicated a wish to discuss this appointment further, and it was agreed that, as a matter involving named individuals, it should be considered after the staff and student governors and senior staff other than the Principal had withdrawn (see Minutes 19.7 and 19.8 below).

Minute 5.13 Principal's Report (3D model)

4.8. The Principal confirmed that the contractors appointed to undertake the renovation of the North Kensington Centre would be requested to provide a 3D model.

Minute 7.2 Strategic Plan (governor comments)

4.9. The Principal confirmed that all governor comments had been taken in to account preparing the consultation draft of the Strategic Plan that would be shared with stakeholders in the next few days.

Minute 13.3 Search and Governance Committee (student voice)

4.10. The Clerk reported that the new student representation arrangements were still being discussed, and a proposal would be put to the Board at or before its November meeting.

Other matters

4.11. Governors were content that all other outstanding actions were not yet due to be addressed.

5. Minutes of 1 June meeting

5.1. The minutes (including the confidential minutes) of the meeting held on 1 June 2020 were confirmed as a correct record and it was agreed that they should be signed by the Chair.

Minute 4.4 CCROG (communications)

5.2. The Board was pleased to note that agendas and minutes of the Covid-19 College Response Oversight Group were now being routinely distributed to all governors.

Minute 5.5 Governor appointments (Stakeholder Advisory Groups)

5.3. The Principal told the Board that it was his and the Clerk's intention that the development sessions at the different centres in 2020-21 (see Item 15b) should include opportunities for governors to engage with members of the relevant Stakeholder Advisory Groups.

Minute 6.4 Audit appointments (internal audit procurement)

5.4. The Chair and Vice-chair of the Audit Committee confirmed that no specific suggestions had been received from governors in relation to the re-procurement of internal audit.

6. Principal's Report

- 6.1. Governors thanked the Principal for providing an audio version of his report in advance of the board meeting, which several had found to be an effective way of assimilating a large volume of information.
- 6.2. The Board was pleased to note the progress being made in implementing the Post-Merger Transition Plan and the Covid-19 Business Resilience Plan, particularly in harmonising the Finance, HR, Management Information and Payroll systems of the two pre-merger colleges, consulting on and starting to put in place a revised staffing structure, and developing the Upskill, Reskill and Enjoy packages of post-Covid learning opportunities. Governors welcomed the proposal to bring the two plans together in a single change programme and subsequently to develop an annual business plan. They agreed that the efforts to secure additional financial support to enable the College to deliver the merger plan in the new, changed circumstances (evidenced in the letters to and from important influencers) were appropriate and well focused, as was the joint position statement from the London Institutes for Adult Learning (IALs).
- 6.3. Reviewing progress in the implementation of the 2016-20 Strategic Plan, the Board noted the heavy impact of Covid-19 on course cancellations. Governors also recognised the excellent work that had been undertaken to develop a curriculum plan for 2020-21, building on the significant ESOL provision at North Kensington and the established specialism in Creative Industries at Chelsea as well as the wide range of unaccredited courses at Waterloo. In answer to a question, the Principal confirmed that a new agreement had been reached with the Elizabeth School to support recruitment to HND courses in Business, Fashion and Music.
- 6.4. In relation to Strategic Goal 2 – deliver an outstanding student experience – the Principal drew governors' attention to the high levels of student satisfaction at the end of Term Two and the enthusiasm with which staff had adapted to new ways of working in response to the pandemic. Efforts were now concentrated on ensuring a consistently high quality of LTA and on meeting the requirements of Ofsted's Education Inspection Framework and of the Quality Assurance Agency for Higher Education (QAA) in circumstances very different from those for which the College's quality assurance systems had originally been designed. Governors were pleased to learn that the merged College had been successful in obtaining Matrix accreditation for its systems of information, advice and guidance, noting that the assessor had found staff at all centres to be consistently positive in their approach; they congratulated the Head of Student Services (Luke Howson, present as a staff governor).
- 6.5. The Principal also brought the Board up to date with the implementation of the Property Strategy. Phase 1a (the new entrance at Waterloo) was due to be complete within a few days, while Phase 1b was to be considered in the context of the 2020-21 budget (Item 8). Meanwhile, LocatED was preparing for a Bidders Day, where potential contractors for the North Kensington renovation project would have the opportunity to find out more about the College's requirements: there would be a strong emphasis on the need for community engagement. The situation at Chelsea was more complex, as discussed at the March meeting (see Item 4b), and was now likely to comprise three phases:
 - renovation of the parts of the Carlyle Building currently used by the College;
 - ensuring the accessibility of the Carlyle Building as a whole; and
 - investing in curriculum resources.

While the first phase would be fully funded by the DfE, the second and third phases were likely to require the identification of new sources of funding.

- 6.6. Governors then considered progress towards Strategic Goal 3 – ensure financial sustainability – and were pleased to learn that bids for £80k towards the cost of re-roofing Pelham Hall and for £70k from the Greater London Authority (GLA)'s Covid-19 Response Fund had both been successful. They noted that efforts were continuing to secure non-reconciliation of the ESFA's Adult Education Budget for learners outside London (and the other devolved authority areas) and also sought and received assurance that all refund requests (apart from a small number of cases where payment cards had changed) either had been processed or were being dealt with in a timely manner.
- 6.7. Concluding its consideration of the Principal's Report, the Board took the opportunity to celebrate a range of student and staff successes and to congratulate Dr Peter Collyer, Head of the School of Music and Performing Arts, on his appointment as Director of Musical Performance at the University of Oxford. The Clerk was asked to convey the Board's congratulations and thanks to Dr Collyer.

Moyra Samuels and the three Centre Principals left the meeting at this point

7. Action taken on behalf of the Governing Body

- 7.1. The Principal explained that it had been necessary because of a very tight timetable to submit a bid to the College Collaboration Fund without formal board approval, but following discussion between members of the Finance, Resources and Fundraising (FRF) Committee and consultation with all governors. The Board agreed to note and ratify the action taken on its behalf, recognising that a successful bid would enable the College to address important aspects of transition and merger more thoroughly, working together with two other multi-site college groups facing different, but relatable, challenges. The Principal drew governors' attention in particular to the Senior Leadership and Business Strategy workstream within the bid, which set out to promote diversity and inclusion by developing talent within the College.
- 7.2. Asked about the likely timing, the Principal said that it was his understanding that a decision would be announced very shortly.

8. College performance

- 8.1. The Board was pleased to note that the KPIs for Term Two – the first set of KPIs for the merged college – showed that prior to the onset of Covid-19 the College was performing well against the targets set by the Board in relation both to quality (attendance, retention, achievement, student satisfaction) and financial sustainability. The Board noted that the apparent decline in the ESFA financial health score was due to a change in the basis of calculation and not to reduced financial performance.
- 8.2. The CFO told the Board that work was in hand to enable KPIs to be collected and reported at centre level from the start of 2020-21.
- 8.3. The Board then considered the management accounts for the ten months ending 31 May, and noted that the forecast deficit for the year of £1.75 million was very close to the forecast that had been considered by the FRF Committee (based on actual results to the end of April). The CFO assured governors that the forecast took full account of the impact both of Covid-19 and of the mitigating actions that had been taken in response. It was clear that the College's success in retaining students on accredited courses had had a significant positive effect. Overall, the deficit was now forecast to exceed the budgeted deficit by £542k. Year-end cash was expected to be £4.74 million, £607k below the projected level shown in the merger plan and in the budget.

9. Covid-19 College Response Oversight Group

- 9.1 The Board received and considered the minutes of the 9 June meeting of the Group, which had been previously circulated. In the absence of draft minutes of the 9 July meeting, the Chair summarised the main issues that had been discussed, which had included new government guidance on re-opening of centres, the arrangements to ensure a safe return to on-site working and learning for staff and students and the 2020-21 marketing campaign as well as the implications of the Chancellor of the Exchequer's Summer Statement and the response from the DfE's Financial Cases Committee to the College's request for additional financial support.
- 9.2 The Group had welcomed the clarification of government guidance allowing in-centre adult learning from 13 July – the start date of the Summer School. Group members had recognised that, despite the most impressive and coherent marketing campaign in the College's recent history, generating fee income in 2020-21 would be tough. The Chancellor's statement provided some immediate financial support (for example, the payments for staff returning to work from furlough) but also some opportunities that would need very careful consideration before the College could take advantage of them.
- 9.3 The response of the Financial Cases Committee (see Minute 4.5 above) had been the most important item on the Group's agenda. The ESFA had made clear that the request for an increase in the Restructuring Facility from £3.5 million to £6.7 million to enable the College to maintain adequate cash balances as it implemented the merger plan had been seriously considered, and that the DfE recognised the progress that had been made. But, while the response had not been a blanket refusal, the DfE had not been willing to commit additional financial support at this stage.
- 9.4 Noting that on current cash flow projections the College was likely to have drawn down almost all of the Restructuring Facility by July 2022, and would face a serious cash shortfall in 2022-23, the Group had emphasised the importance of keeping the door open. The Chair and Principal had been asked, in responding to the ESFA, to leave no doubt as to the College's intention to deliver its part of the merger plan and its reciprocal expectation that the ESFA would continue to seek ways to enable it to do so, having due regard for the consequences of changes in the operating environment that were outside the College's control. The Board agreed that a response in these terms should be sent once the draft budget for 2020-21 had been approved.
- 9.5 The Chair went on to report the Group's discussions on the proposal to merge the Post-Merger Transition Plan and the Covid-19 Business Resilience Plan (see Minute 6.2 above) and its proposals for future meetings. The Board was content that a final meeting should take place in September and that no further meetings should be arranged for the time being, but that the Group should remain in existence to deal with any future Covid-related issues, such as a local lockdown affecting one or more centres.

10. Finance, Resources and Fundraising Committee

- 10.1 The Board received and considered the minutes of the Committee's two recent meetings. Governors noted that the minutes of the meeting on 23 June should be treated only as notes of a discussion between governors until they had been formally ratified by the Committee as, although the total number of governors present was sufficient for a quorum, the meeting was technically inquorate under the current Standing Orders as external governors did not account for 50 per cent or

more of the committee members present. The Clerk was asked to consider how such a situation could be avoided at future meetings of this and other committees.

- 10.2 The Committee Chair thanked the CFO for his presentation at the Board Development Session immediately preceding the meeting, which had helped to ensure that all governors were aware of the key issues that the Committee had had to address, particularly the uncertainty about fee income, which had an even greater significance in the light of the decision taken by the Financial Cases Committee. Because of that uncertainty, committee members present at the 23 June meeting had recommended only provisional approval of the budget, subject to a review at the November board meeting when some information about Term One recruitment would be available.
- 10.3 The Principal proposed an amendment to the budget recommendation as set out on the agenda to allow up to one-third of the annual budget for discretionary non-pay expenditure to be committed in advance of the November meeting. That would enable managers to plan for Term One. Between July and November, further sources of grant funding would be investigated and temporary bank finance would be sought to bridge the 'Covid gap' pending a further review by the DfE in due course. His hope was that by that time the gap might be smaller and the College's case for support even stronger.
- 10.4 Following discussion, the Board agreed to approve the 2020-21 budget and 2021-22 financial plan on this basis. The Board also agreed that the minimum cash balance to be maintained at all times should be set at a level of £2.475 million, which approximated to 45 days' cash requirement. Governors commended the efforts made to mobilise support for the College's case for additional funding, which had raised Morley's profile in government circles and could only be beneficial in the long run.
- 10.5 In response to a suggestion from a governor, the Principal agreed to give further consideration to how the College might grow its HE provision at a time when a number of HE institutions were unable to meet demand because of the government decision to reintroduce caps on student numbers. As part of this exercise, the CME0 would explore the possibility of Morley having its own UCAS code.
- 10.6 The Board then considered the capital expenditure budget of £1.8 million. Of this, £550k was earmarked to support delivery of the new curriculum offer across the three centres and governors agreed that these funds should be made available immediately. The remaining £1.25 million related to Phase 1b of the Property Strategy: some £400k of this would be covered by a capital grant from the GLA. Referring to the document previously circulated (Appendix 2), the CFO outlined the three possible options: to proceed with, postpone or abandon the project.
- 10.7 Governors agreed that, given that the gallery renovation was incorporated in the merger plan and that some £700k had already been invested, the advantages of proceeding at this point outweighed the costs. The gallery provided a shop window for the College across a wide range of courses; while its primary purpose was to support students, it generated some income for the College; and it had a key role to play in enabling the College to 'bounce back' post-Covid. In answer to questions, the Principal and CFO provided assurance as to management capacity (including provision for project management costs within the budget) and the scope for further value engineering to keep costs within budget.
- 10.8 The Board agreed to confirm its intention to proceed with the project and with the proposed further investment of £1.25 million (as originally agreed) and asked the Principal and CME0 to ensure that at an appropriate time it received maximum

publicity as evidence of the College's commitment to the Waterloo Centre and specifically to Visual and Digital Arts.

- 10.9 The Board also agreed to approve the plan for a return to on-site learning and the revised Capability, Disciplinary and Grievance Policies and Procedures for staff other than senior post-holders.

11. Quality and Standards Committee

Having received and considered the approved draft minutes of the Committee's meeting held on 8 June, the Board agreed to approve the revised HE Complaints Policy subject to updating of the references to data protection legislation and to the inclusion of a statement that the flowchart is advisory only and that in the event of conflict the text of the policy takes precedence.

12. Key performance indicators

- 12.1 The Board agreed the overall approach to KPI target-setting for 2020-21 as follows:

- curriculum efficiency, recruitment and financial performance targets (KPIs T1, T7, T9, A1, A6 and A7) would be derived directly from the curriculum plan and budget;
- student achievement, retention and (on an annual basis) satisfaction targets (KPIs T4, T6, A2 and A3) would be aligned with published national benchmarks; and
- other targets (KPIs T2, T3, T5, T8, A4, A5, A8 and A9) would be set by the Board on the basis of past performance and current aspirations.

- 12.2 In relation to the third group of KPIs, governors noted that the majority of the proposed targets were below the latest reported figures, but agreed that they were nevertheless high enough to represent the level of performance to which the College should aspire. In relation to KPIs T5 (student attendance) and A4 (student destination) the Board agreed to set the proposed stretch targets, recognising that these would be more challenging. The Board also agreed room utilisation targets for the Waterloo Centre in line with the 2019-20 targets (albeit the target for daytime utilisation was slightly higher than the latest actual KPI) and for the Chelsea and North Kensington centres in line with the merger plan; more detailed estimates of daytime and evening use would be made over the coming year.

- 12.3 In answer to a question, the Principal confirmed that KPI reports in 2020-21 would compare each KPI with the target that had been set and with the comparable KPI for 2019-20. Annual KPIs for 2019-20 would be reviewed at the November board meeting and subsequently by committees; termly KPIs would be reported from Term Two. Where relevant, KPIs would be analysed by Centre, by curriculum area and, in the case of the student-related KPIs, according to student characteristics including age, ethnicity, gender and disability/learning difficulty.

- 12.4 Governors recognised the value of this analysis (much of which was already available to them) as a source of assurance on the progress that the College was making in promoting equality, diversity and inclusion (EDI), but asked for further consideration to be given to setting targets that focused directly on the advancement of the College's EDI agenda. The Principal told the Board that he was currently re-considering the College's approach to the active promotion of EDI and would report back to the Board in the autumn. He looked forward to working with the Lead Governor for Equality and Diversity to develop an appropriate monitoring and reporting structure.

12.5 Governors also asked the Principal and Deputy Principal to give further consideration to the inclusion of an additional sub-measure in KPI T1 to reflect the efficiency of curriculum delivery specifically in relation to 16-18 study programmes, and to finding ways of reporting on the impact of different modes of delivery (in-centre, online and online-plus) not only on curriculum efficiency but also on student achievement, attendance, retention and satisfaction. It was agreed that leading indicators such as student attitudes to different delivery modes were best considered in the context of the marketing strategy rather than through KPIs. The CMEO told the Board that the current student survey included a number of questions about students' willingness to continue learning in different modes; the results would be shared with governors in the autumn term.

13. Audit Committee

13.1. As the Committee Chair had been unable to attend the recent meeting of the Committee, the Committee Vice-Chair presented the minutes for consideration by the Board. Commending the revised Risk Management Policy, he said that the Risk Management Framework was now well embedded in the organisation, and the Risk Register was a live document, as evidenced by the way in which a new Covid-19-related risk had been incorporated. He asked the Board to note the addition of this risk, as well as the continuing high and very high risks and risks assessed as having increased:

- Risk 8 (failure to achieve student recruitment targets) – high probability;
- Risk 9 (failure to manage capital programmes) – high probability;
- Risk 15 (failure to prepare for a major system outage or data breach, including cyber attack) – very high impact;
- Risk 2 (reduction in public funding) – increased probability;
- Risk 13 (failure to maintain and enhance quality) – increased probability and
- Risk 4 (failure to comply with funding body audit requirements) – increased impact (offset by a reduction in probability).

13.2. The Board agreed to approve the revised Risk Management Policy and the new Anti-Fraud Policy (renamed since the committee meeting) which strengthened existing anti-fraud policies contained in the Financial Regulations. The Board also approved the proposed external audit plan, taking assurance from the Committee that action had been taken to improve communication between auditors and management and that adequate arrangements for timely escalation were in place should issues arise in future that might result in delays or additional costs.

14. Search and Governance Committee

14.1 The Board received and considered the approved draft minutes of the meeting on 11 May, and accepted all the Committee's recommendations. The Chair emphasised the importance of governor engagement, and strongly encouraged all governors to participate in the new scheme, which was arranged around five key themes; governors might choose or be allocated to any one of the five. He thanked those who had organised and participated in the recent week of virtual learning walks, and drew governors' attention to the short document that had recently been circulated summarising participants' experiences.

14.2 In approving the self-assessment questionnaire for completion over the summer, governors noted that they would be answering all the same questions as in 2019, but with the addition of three additional questions asking for their views on board effectiveness in overseeing the merger and the College's response to the

Covid-19 pandemic and on the new working arrangements that the Governing Body had developed.

14.3 The Board confirmed that, on expiry of the terms of office of the current staff and student governors and the additional governors that it had co-opted to strengthen staff and student voice on the Board over the post-merger transition period, it would continue to seek to appoint two staff governors and two student governors (in each case, the maximum number permitted by the Articles). In answer to a question about student representation cross-college, the Clerk reported that this was a key element of the new student representative structure that was being developed (see Minute 4.10 above).

14.4 The Board noted that the proposed changes to committees' terms of reference only included three changes of substance: the inclusion of responsibilities for oversight of marketing and communications (FRF) and patrons, fellowships and awards (Search and Governance) and the clarification of the respective responsibilities for remuneration policy and remuneration changes of the FRF and Remuneration committees.

15. Other governance matters

15.1 The Clerk told the Board that the recruitment of an additional external governor with an accountancy qualification had been delayed because of the need to write a new introduction to the recruitment pack, describing the College as it now was. He would be working on this with the CMEO in the next few weeks with a view to launching a September recruitment campaign. He agreed to circulate the draft recruitment pack to members of the Search and Governance Committee for comment. Governors agreed that the search process should also take account of the need for a governor with expertise in property and construction matters over the next few years.

15.2 The Board approved the draft Board Development Plan for 2020-21 subject to the inclusion in those sessions at which governors would be meeting staff at their respective centres of opportunities for governors to engage also with members of the Stakeholder Advisory Groups for the centres concerned (see Minute 5.3 above).

15.3 The Board went on to confirm the schedule of meetings for 2020-21 with one amendment: with the agreement of governors who would then be members of the Quality and Standards Committee, the meeting of that committee scheduled for 14 June 2021 would be changed to 21 June 2021. Governor noted that it was the current intention to hold all Term One meetings online; the locations of meetings in Terms Two and Three would be confirmed in due course, and would be varied across centres. The Board also approved the work programme for 2020-21 and the provisional schedule of meetings for 2021-22.

15.4 The Clerk reported that the recruitment campaign for staff governors had elicited one application from a current curriculum practitioner – Charlotte Thompson, an ESOL tutor based at North Kensington – and she was duly appointed. Two applications had been received from members of the professional services staff and in an election Debbie Ryle – Quality Enhancement Manager for 19+ and vocational courses in the Quality and Standards team at Waterloo – had secured a majority of votes over Camilo Salazar (Morley Radio and Morley Studios Manager, also based at Waterloo). The Board thanked both candidates and agreed to appoint Debbie Ryle. Both appointments were subject to the appointees being eligible to serve as company directors and charity trustees.

15.5 The Chair paid tributes to Michael Doolan, James Harris, Luke Howson and Sara Robertson-Jonas who had all served as staff governors of KCC and Morley

before the merger and had continued to offer support and challenge from a staff perspective at both board and committee meetings over the last six months. The Board expressed its thanks to all four for their contributions to college governance both before and after merger.

- 15.6 The Board agreed to re-appoint the incumbent Vice-chair and the four Lead Governors with special responsibilities, to serve throughout 2020-21.

16. Fees and Refunds Policy

- 16.1 The CFO told the Board that the draft policy introduced a consistent approach to fees and refunds across the College from the start of 2020-21. The existing policy, which would be superseded, incorporated a large number of variations, reflecting the fact that students had enrolled for courses at KCC and Morley in the first half of 2019-20 on different terms and conditions. Although the draft policy had not been formally considered by a committee, members of the FRF Committee had reviewed an earlier draft and the majority of their suggestions had been incorporated. Two suggestions that had not been incorporated were the inclusion of a glossary of technical terms and abbreviations and of an appeals procedure.
- 16.2 In relation to the requested glossary, the Clerk was asked to ensure that such a glossary was available to governors as a separate document; technical terms and abbreviations that were only used in one specific policy context should, however, be explained within the body of the policy. In relation to the appeals procedure, it was agreed after discussion that the College-wide Complaints Policy and Procedure should be amended to make clear that the procedures set out therein should be used in the event of dissatisfaction with the implementation of any policy that did not include its own appeals procedure.
- 16.3 On that basis, the Board agreed to approve the proposed policy, for review by 31 July 2021.

17. Other business

Governors asked that, from the beginning of 2020-21, all Board papers be made available seven clear days before the date of the meeting, in accordance with Article 21.

18. Date of next meeting

Confirmed as Monday 2 November 2020 at 5.30 pm via Microsoft Teams.

The Staff, Student and Co-opted Governors and members of staff in attendance other than the Clerk and Company Secretary withdrew at this point

19. HR issues

See reserved minutes

20. Reserved minutes of 30 March meeting

The reserved minutes of the meeting held on 30 March 2020 were confirmed as a correct record and it was agreed that they should be signed by the Chair.

The meeting ended at 9.00 pm.

Martin McNeill
Clerk to the Governing Body

Confirmed as a correct record at the meeting held on 2 November 2020

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

SCHEDULE OF OUTSTANDING ACTIONS

Minute	Action	Responsible	By when	Progress
30 March 2020				
1.2	Find opportunity to thank Mr Seriki and Dr Ketteridge for their past service Update July 2020 Because of continued online working, opportunity is unlikely to arise before the end of 2020	Clerk	31 December 2020	
5.13	Endeavour to obtain 3D model of North Kensington Centre Update July 2020 To be requested from successful bidder for North Kensington renovation	Principal	31 March 2021	
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 Update July 2020 New student representation arrangements to be considered by governors at or before the November board meeting	Deputy Principal/ Clerk	31 October 2020	
13 July 2020				
6.7	Convey to Dr Collyer the Board's congratulations on his new appointment and thanks for his work	Clerk	31 July 2020	

Minute	Action	Responsible	By when	Progress
13 July 2020 (cont'd)				
9.4	Make clear to the ESFA the College's intention to deliver its part of the merger plan and its expectation that the ESFA will continue to seek ways to enable it to do so	Chair/ Principal	31 July 2020	
10.1	Review the quoracy rule that requires at least 50 per cent of committee members present to be external governors	Clerk	12 October 2020 (SG Committee)	
10.5	Consider how the College might grow its HE provision, given the impact of student number controls on HEIs	Principal	2 November 2020	
10.5	Consider obtaining separate UCAS code	CMEO	2 November 2020	
10.8	Ensure that investment in Phase 1b of the Property Strategy receives maximum publicity	Principal/ CMEO	To be determined	
12.4	Consider how KPI target-setting and monitoring processes might better contribute to the advancement of EDI	Principal	2 November 2020	
12.5	Consider including an additional sub-measure in KPI T1 to reflect the efficiency of curriculum delivery specifically in relation to 16-18 study programmes	Principal/ Deputy Principal	2 November 2020	
12.5	Seek ways of reporting on the impact of different modes of delivery (in-centre, online and online-plus) not only on curriculum efficiency but also on student achievement, attendance, retention and satisfaction	Principal	2 November 2020	

Minute	Action	Responsible	By when	Progress
13 July 2020 (cont'd)				
15.1	Circulate draft governor recruitment pack to SG Committee members for comment	Clerk	31 August 2020	
15.1	In searching for financially-qualified external governor, take account of the need for a governor with expertise in property and construction matters	Clerk	30 September 2020	
16.2	Make glossary of abbreviations and technical terms available to governors	Clerk	30 September 2020	
16.2	Propose amendments to Complaints Policy and Procedure to provide for expressions of dissatisfaction with the implementation of policies not including their own appeal procedures	Clerk	30 September 2021	
17	Ensure that board agendas and papers are made available at least seven clear days in advance	Clerk with SLT	25 October 2020	