



*Growing your potential in the Natural Environment*

**PART I MINUTES OF THE CORPORATION MEETING  
ON WEDNESDAY 9 DECEMBER 2015  
AT CAPEL MANOR COLLEGE (ENFIELD CAMPUS)**

- Governors: Sir William Stubbs (Chair), Mr John Bennett, Mrs Heather Barrett-Mold, Mr Paul Campbell, Mr David Domoney, Mr Doug Fussell, Mr Donald Gratton, Mr Robert Howard, Mrs Joy Hillyer, Mr Paul Jolly, Mr Tony Leach, Lady Milnes Coates, Dr Beryl De Souza, Lady Salisbury, Mr Doug Taylor, Mr James Wisdom
- Staff Governor: Mr Andrew Smith
- Student Governor: Mrs Mechelle Hemley-Francis  
Student Governor: Miss Polly Robson-Halil
- Principal Governor: Dr Stephen Dowbiggin OBE
- In Attendance: Mr Nicholas Evans, Director of Estates and Buildings  
Mr Damien Fallon, Director of Finance  
Mr Malcolm Goodwin, Vice Principal, Curriculum and Quality  
Mr Simon O'Hear, Director of Human Resources  
Ms Clare Kendle, Clerk to the Governing Body

**1. APOLOGIES FOR ABSENCE**

Apologies for absence were received from James Wisdom and Lady Coates.

Noted:

- i. The new Student Governors, as well as the Staff Governor who was elected for a further term were welcomed to the meeting.
- ii. That as the Chair of the Finance and General Purpose Committee had to leave at 7.15pm the agenda had been organised to allow him to be present for the Audit Committee report and to present the Financial Statements.

**2. DECLARATIONS OF INTEREST**

No new declarations of interest raised in relation to this part of the meeting.

### **3. ELECTION OF VICE CHAIR TO THE CORPORATION**

RECEIVED paper 3 (Verbal), Decision of the Search and Governance Committee held on 18 November 2015.

Noted:

- i. Search and Governance Committee nominated Lady Salisbury as Vice Chair to the Corporation to the Governing Body.
- ii. The nomination was seconded by Doug Fussell (Chair of Finance and General Purposes Committee).

**RESOLVED:**

- i. Lady Salisbury be elected as Madam Vice Chairman to the Corporation.**

### **4. MINUTES OF THE CORPORATION MEETING HELD ON 15 JULY 2015**

RECEIVED paper 4, Minutes of the Corporation meeting held on 15 July 2015.

Noted:

- i. On Page 7, item 12 – it was highlighted that an amendment was necessary to the Minutes in reference to the Internal Audit strategy and annual plan.
- ii. Apologies for absence – Beryl De Souza was noted as attending the meeting in the minutes when she had given apologies.

**RESOLVED:**

- i. The Minutes of the Meeting of the Corporation held on 15 July 2015 be approved (with above amendments).**

### **5. MATTERS ARISING FROM PREVIOUS MEETINGS**

RECEIVED PAPER 5, from the Principal for Information.

### **6. REPORT OF THE CLERK TO GOVERNORS**

RECEIVED: paper 6, Report of the Clerk for Decision.

NOTED:

- i. The Director of Finance and the Director of Human Resources were not Senior Post Holders so should not be included in the Terms of Reference for the Committee.
- ii. The summary of attendance by Governors to Corporation meetings and that attendance levels had further improved (based on previous years).

- iii. That the Governors had achieved and exceeded their performance indicators for performance/attendance.
- iv. A revised version of the Governor Handbook was issued at Governor Training and will be made available on MOODLE in the near future.

**RESOLVED:**

- i. To adopt the Terms of Reference of the Remuneration Committee are adopted.**
- ii. That the decision making processes of the Corporation is fit for purpose.**
- iii. To approve and adopt the timetable of meetings for 2016/17.**

**7. MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE MEETING OF 18 NOVEMBER 2015**

RECEIVED paper 7, Minutes of the Search and Governance Committee from Madam Chairman for Decision.

**NOTED:**

- i. That the Strategy Committee was to be discussed later on in the meeting (during the Finance and General Purposes Committee Minutes) and as the recommendation referred to a potential role for Madam Chairman, the recommendation would be considered as part of the Finance and General Purpose report by the Chair of that Committee.
- ii. The Terms of Reference of that Committee were discussed and were felt to be fit for purpose.
- iii. The Standing Orders had been reviewed and were felt to be fit for purpose.
- iv. The need to amend the Standing Orders to reflect the necessary changes if Governors agreed the recommendation by the Finance and General Purpose Committee to establish a Strategy Committee.
- v. The Clerk would review the website to make sure the most up to date information on Governors was available.

**RESOLVED:**

- i. To adopt the Terms of Reference for the Search and Governance Committee.**
- ii. To adopt the Standing Orders for Search and Governance;**

- iii. to update the website to include the most up to date Governor information;**
- iv. to adopt the Statement of Governance;**
- v. that if the recommended plan of Finance and General Purpose Committee to create a Strategy Committee is adopted then the Clerk is delegated authority to amend the Standing Orders to reflect this and report the changes to the next meeting of the Search and Governance Committee.**

## **8. MINUTES OF THE AUDIT COMMITTEE MEETING OF 24 NOVEMBER 2015**

RECEIVED paper 8, the Minutes of the Audit Committee for Decision.

NOTED:

- i. The November meeting for the Audit Committee included a review of the year end accounts from an Audit perspective.
- ii. A change to the Terms of Reference in the membership needs to be made, 3 Governors (with the option to co-opt another).
- iii. The Fraud Review Schedule had been reviewed and was felt to be fit for purpose.
- iv. That the level of assurance given by the Internal Auditors should always be recorded in the minutes (as well as the annual report).
- v. The Human Resources department was commended for their consistently excellent results in their audits over this year and previously.
- vi. The Letters of Representation for year-end are fit for purpose, are routine and contain nothing to concern the Governing Body.
- vii. That the College's accounts had been given an unqualified opinion (which is the best possible endorsement) by the External Auditors.
- viii. The Annual risk management report for the year was considered and the wording to be included in the annual report for the Audit Committee.
- ix. Scrutton Bland continues to produce a good standard of work on behalf of the College which the Audit Committee wished to highlight.

- x. That the College should tender for its Internal Audit work in 2016-17 (as originally scheduled) as the performance of current auditors was excellent.
- xi. The Chair of Governors recognised the work of the Audit Committee and thanked them for the thoroughness of their report as it is important and of value to the Corporation.

**RESOLVED:**

- i. To adopt the Terms of Reference for the Audit Committee.**
- ii. To adopt the Fraud Review Schedule for 2014/15.**
- iii. to approve the Risk and Assurance Service (Internal Audit Service) Annual Report – year to 31 July 2015 for 2014/15.**
- iv. To approve the Regularity Audit Self-Assessment Questionnaire for 2014/15 and its submission to the Skills Funding Agency.**
- v. To approve the Chairman of Governors and the Principal be empowered to sign the Letter of Representation in respect of sections 4 and 16 for the year ended 31 July 2015 on behalf of the Corporation.**
- vi. to approve the Post Audit Management Reports for the College and FHCVL for the year ended 31 July 2015 issued by Buzzacott LLP.**
- vii. To approve the Statement of Corporate Governance and Internal Control, the Governing Body's statement on the College's regularity, propriety and compliance with Funding body terms and conditions of funding, and the Statement of Responsibilities of the Members of the Corporation included in the College Report and Financial Statements for the year ended 31 July 2015 are adopted;**
- viii. To adopt the audit reports on the regularity audit and the financial statements audit for the College and the Vineyard for the year ended 31 July 2015 are adopted.**
- ix. To add the following paragraphs to the Annual Report of the Audit Committee to the Corporation and the Accounting Officer for the year ended 31 July 2015.**

***The Governing Body received a detailed report on the College's Risk Management Policy on the 15th July 2015 and as a result of their***

***review of the policy, made amendments to the Risk Schedule and Risk Management Action Plan for 2015/16.***

***The Audit Committee received a report on the College's compliance to its Policy and its effectiveness in assisting the College to manage its risks on 24 November 2015 and concluded that the College had complied with the Policy in 2014/15 and that the Policy had been effective in assisting the College to manage its risks during 2014/15.***

- x. To accept the evaluation of the performance of the internal audit service for the year ended 31 July 2015 as good (the highest grade).**
- xi. To add the overall assessment of the performance of the Internal Audit Service and the Financial Statements Auditor to the Annual Report of the Audit Committee for the year ended 31 July 2015;**
- xii. To include the paragraphs on Risk Management the Annual Report of the Audit Committee for the year ended 31 July 2015 be confirmed or amended as appropriate; and**
- xiii. To adopt the Annual Report of the Audit Committee to the Corporation and Accounting Officer for the year ended 31 July 2015 and recommended to the Governing Body.**
- xiv. To reappoint Scrutton Bland as the internal audit service provider for 2015/16;**
- xv. To approve the audit fee for the 2015/16 year as identified in the Assurance Strategy and Internal Audit Annual Plan 2015/16 by the Audit Committee on 15 June 2015 at £21,442 per annum inclusive of VAT. (This fee is based on 34.0 days of service at £525.54 per day).**

## **9. MINUTES OF THE FINANCE & GENERAL PURPOSES COMMITTEE HELD ON 18 NOVEMBER 2015**

RECEIVED paper 9, the Minutes of the Finance and General Purposes Committee for Decision.

NOTED:

- i. The Terms of Reference had been reviewed and discussed by the Committee and were felt to be fit for purpose.**

- ii. A report of the Chair of Governors had been considered in relation to setting up a Strategy Committee;
  - the Chair highlighted the robustness of the Governing Body and the Governance process at the present time in place;
  - Although the College had strategies given the current climate it may be appropriate to reinforce this area of Governance by constituting a Strategy Committee to draw together the work of the other Committees and review progress regularly.
- iii. There was discussion about this concept which for the proposed Committee explored its:
  - Membership
  - Constitution
  - Frequency of Meetings
  - Relationships of other Committees
- iv. The need to change the name for the College's Strategic away day so as to give clearer guidance on the role of the day.
- v. Madam Vice Chairman of the Corporation was asked (in her capacity as Madam Chairman of Search and Governance) to set up the Strategy Committee of which their core membership should include;
  - Chair of the Corporation
  - Vice Chair of the Corporation
  - Chairs of the Committees
  - Co-opted Governors (as requested).
- vi. Discussion of the College's current financial performance in 2015/16 and that performance was within budget.
- vii. That increased income and the need to continue to refocus the College activities necessitating a flexing of the budgets and that these have been considered by the Finance and General Purpose Committee but needed to be referred to the Governing Body as the total accumulation was in excess of the £50,000 delegated authority to the Finance and General Purposes Committee to resolve.

**RESOLVED:**

- i. To adopt the Terms of Reference for the Finance and General Purpose Committee.**
- ii. To constitute a Strategy Committee with the following terms of reference:**

- **To advise the Governing Body on the strategic direction of the main areas of activity of the College, and to maintain and keep under review an overall strategic plan for the College.**
- **it should meet at least once a year;**
- **the membership should be:**
  - a. **Chair and Vice Chair of the Corporation**
  - b. **Chairs of the current Committees**
  - c. **Other Governors to be co-opted as appropriate/required**
  - d. **Senior Management Team (to be in attendance)**
- iii. **To give delegated authority to Madam Chairman of Search and Governance to constitute the Committee, appoint a Chair and authorise its first meeting.**
- iv. **To approve the management accounts and commentary for the year ended 31 July 2015**
- v. **To authorise the Chair of the Governing Body and the Principal to sign the Letter of Representation for the financial statements audits of the College for the year ended 31 July 2015 on behalf of the Corporation as part of approving the financial statements for this year;**
- vi. **To authorise the Director of Finance, in his capacity as a Director of Forty Hall Community Vineyard Limited, to sign the Letter of Representation for the financial statements audit of Forty Hall Community Vineyard Limited for the year ended 31 July 2015 on behalf of the Corporation as part of approving the financial statements for this year.**
- vii. **To adopt the accounting policies in the draft Group Report and Financial Statements of the College for the year ended 31 July 2015;**
- viii. **To approve the draft Group Report and Financial Statements of the College for the year ended 31 July 2015.**
- ix. **To adopt the accounting policies in the draft Report and Accounts of Forty Hall Community Vineyard Limited for the year ended 31 July 2015;**
- x. **To approve the draft Report and Accounts of Forty Hall Community Vineyard Limited for the year ended 31 July 2015.**



- xi. To approve the following key accounting ratios for the 2015/16 financial year:**
  - a. Current Ratio = / > 1.5: 1**
  - b. Cash days in hand = / > 30 (agreed on 9 July 2014)**
  - c. Operating surplus > 0**
  - d. Staff costs = / < 64%**
- xii. Approve the cash days in hand ratio was approved by the Governing Body at its meeting on 9 July 2014 for the two years 2014/15 and 2015/16. This is intended to be a short-term variation from the historical standard of 40 days**
- xiii. To record that for the 2014/15 financial year the College operated within the key accounting ratios approved by the Governing Body for that year.**
- xiv. To approve a revised budget for 2015/16.**

**The following Papers for were received and considered by the Finance and General Purposes Committee for Information:**

**9a. MANAGEMENT ACCOUNTS FOR THE YEAR ENDED 31 JULY 2015 (ANALYSIS OF OUTTURN FOR 2014/15)**

**9b. THREE MONTH MANAGEMENT ACCOUNTS 2015/16**

**9c. REVISED PROPOSED BUDGET FOR 2015/16**

**9d. LETTER OF REPRESENTATION FOR THE YEAR ENDED 31 JULY 2015 RELATING TO THE COLLEGE**

**9e. LETTER OF REPRESENTATION FOR THE YEAR ENDED 31 JULY 2015 RELATING TO THE VINEYARD**

**9f. DRAFT GROUP REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2015 RELATING TO THE COLLEGE**

**9g. DRAFT GROUP REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2015 RELATING TO THE VINEYARD**

**10. REPORT OF THE PRINCIPAL**

RECEIVED paper 10, Report of the Principal for Information.

Noted:

- i. Amend item 1 paragraph 3 as the Princess' has a Private Secretary (not an Equerry as noted in the paper).**

- ii. Joan Ryan (local MP) had focused on adult training issues and Capel Manor College in her adjournment debate (20<sup>th</sup> November 2015). This was an exceptional privilege for the College and has meant that the Further Education issues have a higher profile in the media at the moment.
- iii. Area reviews were covered in the Governors Training, where the following points were made;
  - Governors' supported need to commission RCU or the FEU (Further Education Unit) interrogate SFA data so College was informed before area review process commenced.
  - The Committee welcomed the opportunity to review the College's options in an open and transparent way.
  - The College is in a strong position moving forwards and can be pro-active in determining its future strategy.
  - That the College should seek to be represented at a regional level but also be able to comment on all Sub-Regional Review data.
  - The need to ensure the review of Land Based provision in London was undertaken early in the process to inform later discussions.
  - The College has an ambition to be a Regional Institute for Technology for the Land Based Sector.
- iv. Capel Manor Ltd will be re-activated from the 1<sup>st</sup> December 2016 in recognition of increased commercial activity levels.
- v. The Princess Royal commended the College for the visit when one of the Head Gardner's dropped off gifts for her at Gatcombe house recently.

## **11. COLLEGE SELF ASSESSMENT REPORT 2014/15**

RECEIVED paper 11, Report of the Vice-Principal Curriculum and Quality for Decision.

Noted:

- i. That the Self-Assessment report had been discussed in detail at the Curriculum and Quality Committee meeting and details of the discussion and challenges were recorded in the minutes.
- ii. The format of the SAR had been amended to reflect the new OFSTED framework.

- iii. The grading was much more structured and is derived from the evaluation of a number of very specific indications.
- iv. That the Curriculum and Quality Committee had recognised improvement in many areas but that the grade for Management and Leadership and the overall grade for the College had been limited to a level 2 (Good) as overall performance had to reflect the disappointing performance in Functional Skills.
- v. That the poorer than expected performance in Functional Skills (compared to last year) reflected administrative failure (not a failure to deliver programmes i.e retention was high, achievement was low).
- vi. Processes and procedures have been put in place to ensure a similar system failure does not reoccur in 2015-16.
- vii. It was highlighted that 2 schools of the College are being recognised as Grade One (Student Services and The School of Horticulture and Landscaping).
- viii. There is general improvement across the board in performance by schools (even if given the same grade they were stronger).
- ix. A discussion about the Grades and how they are validated.
- x. The College seeks to validate its SAR by peer group appraised through the Landex process and would seek to involve others as appropriate.

**RESOLVED:**

- i. To accept the Self-Assessment Report 2014-15.**
- ii. To confirm the grade for Leadership and Management as grade 2.**
- iii. To confirm the overall grade of good for the College.**
- iv. To accept individual grades for each School as recommended.**

**12. QUALITY IMPROVEMENT PLAN 2015-16**

RECEIVED paper 12 Report of the Vice-Principal Curriculum and Quality for Information.

NOTED:

- i. Together with the SAR, the QIP is one of the key components of the College quality improvement strategy.
- ii. The College has identified 71 significant objectives which it is believed (if achieved), will have a significant effect on driving up quality of the learning experience affected by the College.
- iii. 8 actions had already been completed.

- iv. That the Committee has requested the Internal Auditor to review the accuracy of the reporting of achievement of the QIP action plans and whether this should continue annually.
- v. A preference for a bi-annual review of the QIP by the Internal Auditors to enable them to look at other areas (e.g. Course Manager's hard work).
- vi. The way that actions were recorded within the document has been modified in line with the Internal Auditors comments.

**RESOLVED:**

- i. to confirm the request to Internal Auditors Scrutton Bland to complete the audit the Quality Improvement Plan (QIP) 2014-15 (6 statements representing one from each School and one cross-College) and produce a report on the effectiveness of the measurement of compliance with QIP actions and the outcomes which result from these.**
- ii. To request Audit Committee include a review of the use and effectiveness of the Course Managers handbook in the 2016-17 report.**
- iii. That Audit Committee be asked to include a review of the 2017-18 QIP in the Internal Audit Plan.**

**13. ACADEMIC STRATEGY**

RECEIVED paper 13, Academic Strategy from the Principal for Information.

NOTED:

- i. This document had been discussed at the Curriculum and Quality meeting on the 11<sup>th</sup> November 2015 and the amendments suggested had been identified.
- ii. The Curriculum and Quality Committee had welcomed the report.
- iii. The need to have a clear strategy to enable the College to articulate its ambition and to inform the review of H.R, Financial and Estate strategies.
- iv. The Academic Strategy paper would be re-issued to Governors to include the amendments made in the Curriculum and Quality Committee meeting (the unamended copy had been included).

**14. MINUTES OF THE CURRICULUM & QUALITY COMMITTEE MEETING HELD ON 18 NOVEMBER 2015**

RECEIVED Paper 14, from the Vice Chair of Curriculum and Quality Committee for Decision.

NOTED:

- i. The Terms of Reference need to be added to review Student disciplinary data and to reference the College's Safeguarding Policy.
- ii. The Committee welcomed the Academic Strategy, the position of the College was looked at and found to be Strong

**RESOLVED:**

- i. **The Minutes of the Meeting of the Curriculum and Quality Committee held on 18 November 2015 were approved as a correct record and signed by the Chair.**

**15. MINUTES OF THE HEALTH AND SAFETY MEETING HELD ON 9 NOVEMBER 2015**

RECEIVED Paper 15, from the Chair of Health and Safety Committee for Decision.

NOTED:

- i. First aid kits had been upgraded.
- ii. Basic Life Safety was suggested for inclusion in the core Curriculum for students.
- iii. The Director of Estates and Buildings had informed the Committee that the level of first aiders on site, both during College hours and at the weekends for visitors when the gardens are open was adequate.

**RESOLVED:**

- i. **To accept the Terms of Reference for the Committee.**

**DATE OF NEXT MEETING: Tuesday 22 March 2015 at Enfield (Governor Training at 4.00pm and Full Governing Body at 6.15pm).**

Part I of the meeting commenced at 6.25pm and finished at 7.40pm.

Sir William Stubbs - Chair of Governors