

Part I, Paper 3

Decision

Full Governing Body Committee		
Part I minutes		
Meeting Time and Date	1730 on 12 December 2018	
Meeting Location	H1, Enfield	
Present	Roger McClure (Chair) Dr Heather Barrett-Mold John Bennett Paul Campbell Dr Beryl De Souza Douglas Fussell	Donald Gratton Guy Jones-Owen Tony Leach Lady Milnes Coates Doug Taylor James Wisdom
Student Governors	Sarah Fray Keerat Grewal	
Senior Leadership Team	Malcolm Goodwin (Principal) Christine Bianchin (Academic) Susanne Datta (HR) Damien Fallon (Finance)	
Minute Taker	Joanne Coffey (Clerk)	
Apologies	David Domoney Robert Howard Andrew Smith (Staff Governor) Deniz Yazgan (Student Governor)	
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	Action
<p>1. Apologies</p> <p>1.1. Apologies were given for David Domoney, Robert Howard, Andrew Smith and Deniz Yazgan.</p>	
<p>2. Declaration of Interests</p> <p>2.1. None.</p>	
<p>3. Minutes (Decision)</p> <p>Resolved to</p> <p>3.1. Approve the minutes of the Governing Body meeting held on 18 July 2018 as a correct record and authorise the Chair to sign them.</p>	
<p>4. Matters Arising</p> <p>4.1. Prior to the full review of the College's GDPR data protection procedures by the internal auditors, Scrutton Bland in spring 2019, the College's lawyers, Ashfords, have been recruited to</p>	

<p>assist with completion of the final work and to provide robust policies.</p>	
<p>5. Search, Governance and Remuneration Committee minutes (Decision)</p> <p><u>Terms of Reference</u></p> <p>5.1. The Search, Governance and Remuneration Committee had amended its Terms of Reference's constitution to stipulate that both the Chair of the Corporation and the Chair of Finance and General Purposes should be members due to the importance of the Committee.</p> <p>Resolved to</p> <p>5.2. Adopt the revised Search, Governance and Remuneration Committee Terms of Reference.</p> <p><u>Review of Standing Orders</u></p> <p>5.3. The Governing Body requested that the quorum of meetings was amended from 'Up to 9 (40%) to 'A minimum of 40%', for clarity.</p> <p>5.4. It was also required to emphasise in the appointment of Governors requiring Disclosure and Barring Service (DBS) checks, that this did not include Student Governors due to their restricted role within Governance.</p> <p>5.5. Governors discussed the role of the Governor as an Exempt Charity Trustee which omits the need to be listed on the Charities Register.</p> <p>Resolved to</p> <p>5.6. Adopt the revised Standing Orders which were revised following the meeting.</p> <p><u>Review of Instrument and Articles</u></p> <p>5.7. The Search, Governance and Remuneration Committee's amendments to the Instrument and Articles included Charity Trustee ineligibility being applied to Governors and arrangements for an unplanned or prolonged absence of the Principal.</p> <p>Resolved to</p> <p>5.8. Adopt the revised Instrument and Articles.</p>	

<p><u>Review of Statement of Governance</u></p> <p>5.9. The Statement of Governance was amended to reflect the newly combined Search, Governance and Remuneration Committee.</p> <p>Resolved to</p> <p>5.10. Adopt the revised Statement of Governance.</p> <p><u>Student Governors</u></p> <p>5.11. The Chair of Governors had been impressed with the Student Governors' contributions at meetings and the Governing Body keenly agreed to their appointment.</p> <p>Resolved to</p> <p>5.12. Appoint Deniz Yazgan, Sarah Fray and Keerat Grewal as Student Governors for a minimum term of 1 year from autumn 2018.</p> <p><u>Paperless System</u></p> <p>5.13. The Governing Body approved trialling a new paperless Governance system (Decision Time) which is expected to enhance and facilitate Governors' experiences prior to and during Governance meetings.</p> <p>Resolved to</p> <p>5.14. Trial the Decision Time paperless system for one year from spring 2019.</p>	
<p>6. Report of the Clerk (Decision)</p> <p><u>Annual Review of the Decision Making Process</u></p> <p>6.1. All committee's Terms of Reference had been amended where necessary to ensure their alignment with Standing Orders and other committees.</p> <p>Resolved to</p> <p>6.2. Confirm the decision making processes of the Corporation is fit for purpose.</p> <p><u>Timetable of Governors' meetings 2018-19</u></p> <p>Resolved to</p> <p>6.3. Approve and adopt the updated timetable of meetings for 2018-19.</p>	

7. Audit Committee minutes (Decision)**Regularity Audit Self-Assessment Questionnaire 2017-18**

- 7.1. Buzzacott, the External Auditors, met with the College in August 2018 and were satisfied with the College's self-assessment on regularity.

Resolved to

- 7.2. **Approve the Regularity Audit Self-Assessment Questionnaire for 2017-18 and its submission to the Education and Skills Funding Agency (ESFA).**

Review of Areas Susceptible to Fraud

- 7.3. The Governing Body agreed to adopt the Fraud Review Schedule which will be reported back to Buzzacott.

Resolved to

- 7.4. **Adopt the Fraud Review Schedule for 2017-18.**

Post Audit Management Reports 2017-18

- 7.5. Buzzacott concluded that the statutory financial statements indicate the College's financial health would be graded as Outstanding (the highest grading).

- 7.6. Governors commended the work of the Executive Director of Finance and his team on the outcome.

Resolved to

- 7.7. **Approve the Post-Audit Management Reports issued in respect of the College, Capel Manor Limited and FHCVL for the year ended 31 July 2018.**

Report and Financial Statements 31 July 2018

- 7.8. The College's financial health was assessed as Good by the ESFA based on projections in previous financial statements. This may be subject to change given the excellent end of year results and the College is self-assessing as Outstanding.

Resolved to

- 7.9. **Approve the Statement of Corporate Governance and Internal Control, the Governing Body's Statement on Regularity, Propriety and Compliance and the Statement of Responsibilities of the Members of the Corporation included in the Report and Financial Statements 31 July 2018.**

External Auditors' Letter of Representation 31 July 2018

Resolved to

- 7.10. **Authorise the Chairman of Governors and the Principal to sign the Letter of Representation in respect of sections 4 and 15 for the year ended 31 July 2018 on behalf of the Corporation.**

Review of Terms of Reference

- 7.11. The Terms of Reference were amended for membership to also not include Student Governors.

Resolved to

- 7.12. **Adopt the amended Audit Committee Terms of Reference.**

Internal Audit Service

- 7.13. The Audit Committee had continued to be impressed with Scrutton Bland's internal audit service to the College for 2017-18.

Resolved to

- 7.14. **Confirm the appointment of Scrutton Bland to provide an internal audit service to the College for the 2018-19 year at a negotiated cost of £18,020, exclusive of VAT.**

Annual Risk Management Report 2017-18

- 7.15. Risk management was clearly enhanced in 2017-18 through the addition of the new Risk Management Policy and the updated Risk Register that devolves responsibility for risk management more widely to managers in the College and oversight to the relevant governor committees.

Resolved to

- 7.16. **Accept in the Annual Report of the Audit Committee to the Corporation and the Accounting Officer for the year ended 31 July 2018 that risk management complied with the Risk Management Policy and risks were effectively managed during 2017-18.**

Annual Report of the Audit Committee 31 July 2018

- 7.17. The Governing Body were content to adopt the Audit Committee's annual report.

Resolved to

- 7.18. **Adopt the Audit Committee Annual Report 31 July 2018.**

8. Finance and General Purposes Committee minutes (Decision)

Review of Terms of Reference

8.1. The Terms of Reference were amended to include the negotiation and agreement of the Memorandum of Understanding for any wholly owned subsidiaries.

Resolved to

8.2. **Adopt the amended Finance and General Purposes Terms of Reference.**

Group Management Accounts 31 July 2018

8.3. The Governing Body were satisfied to approve the Group Management Accounts.

Resolved to

8.4. **Approve the Group Management Accounts for the year ended 31 July 2018.**

John Bennett joined the meeting.

External Auditors' Letters of Representation 31 July 2018

Resolved to

8.5. **Authorise the Chairman of Governors and the Principal to sign the Letter of Representation in respect of the College.**

8.6. **Authorise the Principal to sign the Letters of Representation in respect of Capel Manor Limited and Forty Hall Community Vineyard Limited in his capacity of director of those companies.**

Report and Financial Statements 31 July 2018

8.7. The College is assessed as having Outstanding financial health.

Resolved to

8.8. **Approve the accounting policies and the Report and Financial Statements of Capel Manor College, Capel Manor Limited and Forty Hall Community Vineyard Limited for the year ended 31 July 2018.**

Financial Management and Control

8.9. Key accounting ratios set for 2017-18 were all achieved or targets surpassed.

<p>Resolved to</p> <p>8.10. Approve the key accounting ratios for the College for the year ended 31 July 2019.</p> <p><u>Three Months Management Accounts 31 October 2018</u></p> <p>8.11. The management accounts for the first quarter of 2018-19 are above College benchmarks due to effective cost management.</p> <p>Resolved to</p> <p>8.12. Approve the Group Management Accounts for the first calendar quarter to 31 October 2018</p> <p><u>Revised Budgets 2018-19</u></p> <p>8.13. There was an increase in the capital budget of £202k. This is to provide £40k for essential software (ProMonitor), and £142k for the provision of new classrooms, office space, kitchen equipment in Enfield and £20K for new fencing at Crystal Palace to meet zoo licence requirements.</p> <p>Resolved to</p> <p>8.14. Approve the revised revenue and capital budgets for the year ended 31 July 2019.</p> <p>Doug Taylor joined the meeting.</p> <p><u>Annual Tuition Fee Review</u></p> <p>8.15. Governors suggested further utilisation of corporate funding beyond the current Livery companies and floristry employers' contributions to revenue, to reduce tuition fees.</p> <p>8.16. The College is exploring the addition of corporate courses to bring in more revenue and offset fees.</p>	
<p>9. Academic Committee minutes</p> <p><u>Review of Terms of Reference</u></p> <p>9.1. The term referring to annually reviewing the Protection of Young People in Colleges Policy was removed as this is covered by the review of the College's Safeguarding Policy.</p> <p>Resolved to</p> <p>9.2. Adopt the amended Academic Committee Terms of Reference.</p>	

<p><u>Self-Assessment Report (SAR) 2017-18</u></p> <p>9.3. The Academic Committee Chair confirmed confidence in all areas of the SAR.</p> <p>9.4. The explanations of why the College is not yet Outstanding were rewritten to include the impact rather than the facts to emphasise how seriously the College views this goal.</p> <p>Resolved to</p> <p>9.5. Approve the 2017-18 SAR.</p> <p><u>Ethical Framework Policy and Safeguarding Policy and Report 2017-18</u></p> <p>9.6. A new Ethical Framework Policy was produced for guidance on the learning and professional boundaries between staff and students.</p> <p>9.7. The College's Safeguarding Policy was updated in line with legislation and best practice to provide clear guidance on procedures.</p> <p>Resolved to</p> <p>9.8. Adopt the new Ethical Framework Policy and revised Safeguarding Policy.</p> <p><u>Academic Policies</u></p> <p>Resolved to</p> <p>9.9. Approve the revised Student Code of Conduct and Disciplinary Policy.</p> <p><u>Quality Improvement Plan (QIP) 2017-18</u></p> <p>Resolved to</p> <p>9.10. Approve the final update of the QIP 2017-18.</p> <p><u>Quality Improvement Plan (QIP) 2018-19</u></p> <p>9.11. The restructure QIP for 2018-19 is more concise and target-focused than the previous version in 2017-18.</p> <p>9.12. Despite improving achievement rates, poor attendance is a key area of concern this year as it is known from experience in the College that better attendance does boost achievement rates further.</p>	
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<p>9.13. The College has already put new methods in place to develop a culture of attendance, and the Governing Body debated further ideas to explore including:</p> <ul style="list-style-type: none"> a) Establishment of professional attendance behaviours to include attendance logs with explanations for absence or lateness b) Re-signing of the College's Code of Conduct at the beginning of each term to encourage professional commitment c) Introduction of blended learning through a mix of: classroom-based study; practical learning; home-based modules; and interactive virtual presentations. <p><u>Academic Board minutes</u></p> <p>9.14. Governors congratulated the Academic Board's work since its establishment, which had proven to be a productive and valuable addition to the College's quality cycle.</p> <p>Resolved to</p> <p>9.15. Accept the 2018-19 QIP.</p>	
<p>10. Health and Safety Committee minutes</p> <p><u>Review of Terms of Reference</u></p> <p>Resolved to</p> <p>10.1. Adopt the standing Health and Safety Committee Terms of Reference.</p> <p>10.2. The Chair of the Health and Safety Committee confirmed that improved processes were now in place following a suspected, and later discounted, case of Leptospirosis for a member of staff. This led to the College carrying out a deep review and creating an improved emergency action plan and risk assessment in response to the perceived threat.</p>	
<p>11. AOB</p> <p>11.1. No other business was discussed.</p>	
<p>12. Date of next meeting</p> <p>12.1. The next Full Governing Body Committee meeting will take place on Wednesday 3 April, 2019 from 1600 at Regent's Park.</p>	