

Minutes Part I

Full Governing Body
Part I minutes

Meeting Time and Date	1730 on 11 December 2019	
Meeting Location	Enfield	
Present	Roger McClure (Chair) Heather Barrett-Mold OBE Paul Campbell Beryl De Souza Peter Doble David Domoney	Douglas Fussell Donald Gratton Robert Howard Guy Jones-Owen Lady Milnes Coates James Wisdom
Principal	Malcolm Goodwin	
Staff Governor	Sarah Seery	
Student Governors	Carl Butler Cecily Eltringham Jarryd Russell	
Senior Leadership Team	Christine Bianchin (Academic) Susanne Datta (HR) Damien Fallon (Finance) Steven Girling (Estates)	
Minute Taker	Joanne Coffey (Clerk)	
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	Action
<p>1. Apologies</p> <p>1.1. Apologies were given for Doug Fussell.</p>	
<p>2. Declaration of Interests</p> <p>2.1. None.</p>	
<p>3. Minutes (Decision)</p> <p>3.1. The response rate for the staff survey was corrected to 194 of approximately 276, which demonstrated a notable 70% return.</p> <p>Resolved to</p> <p>3.2. Approve the minutes of the Full Governing Body meeting held on 17 July 2019 as a correct record and authorise the Chair to sign them.</p>	
<p>4. Matters Arising (Information)</p>	

<p>4.1. No matters arising from the minutes were discussed.</p>	
<p>5. Search and Governance Committee minutes (Decision)</p> <p><u>Strategy Committee</u></p> <p>5.1. The Governing Body acknowledged the value in the Strategy Committee meetings moving to an annual away-day for the full Governing Body to consider the College’s strategic objectives and other key strategic topics.</p> <p>Resolved to</p> <p>5.2. Agree that the Strategy Committee’s, at least one meeting per year, should take the form of an annual strategic event during each spring term to which the full Governing Body are invited to attend.</p> <p>5.3. For Strategy matters arising to be devolved to the relevant committees.</p> <p><u>Estates Committee</u></p> <p>5.4. In order to provide a clearer focus on all areas relating to the College’s estates, the Governing Body agreed to propose that a new Estates Committee was established, and that the Health and Safety Committee be included into the new Estates Committee.</p> <p>Resolved to</p> <p>5.5. Agree that a new Estates Committee be established (which the Health and Safety Committee will become part of) from spring/summer 2020, taking responsibility for all estates matters subject to the budgetary oversight of the (renamed) Finance and Resources Committee.</p> <p>5.6. Agree that the Finance and General Purposes Committee become the Finance and Resources Committee in spring/summer 2020, relinquishing its responsibility for estates matters, while retaining overall responsibility for capital budgets.</p> <p><u>Effectiveness of the Governing Body</u></p> <p>5.7. The Committee agreed that the Governing body had remained effective during 2018-19 in all of the following areas:</p> <p>a) Compliance with the AoC’s Code of Good English Governance.</p>	

<p>b) Governance audit which was given a Significant assurance by the College’s Internal Auditors, Scrutton Bland.</p> <p>c) Code of Conduct and Governance performance indicators.</p> <p>d) Compliance of all annual returns.</p> <p>e) Attendance of 83%, which remains above the national average.</p> <p>5.8. The AoC’s Code of Good English Governance advises the consideration of an annual operating plan that ‘identifies those aspects of the strategic plan being implemented in any one year’. As the College’s annual plans are department-specific, Governors suggested that the strategic objectives should be revised to include an annual operating plan.</p> <p>Resolved to</p> <p>5.9. Agree that the Governing Body has remained effective during 2018-19.</p> <p><u>Review of Terms of Reference</u></p> <p>5.10. The Governing Body agreed to the minor change which corrects the revised title of Vice Presidents from Honorary Fellows.</p> <p>Resolved to</p> <p>5.11. Accept the amended Terms of Reference.</p>	<p>Principal</p>
<p>6. Report of the Clerk (Decision)</p> <p><u>Timetable of Meetings</u></p> <p>Resolved to</p> <p>6.1. Approve and adopt the updated timetable of meetings for 2019-21.</p> <p><u>Cross-committee viewing of papers</u></p> <p>6.1. As some Governors had expressed an interest at being able to view other Committee’s papers, for context and interest, it was agreed for them to be made available in the Decision Time library.</p> <p>Resolved to</p>	

<p>6.2. Approve the publishing of Part I Committee meeting packs on Decision Time from summer 2019 (when pdf meeting packs became available) going forwards.</p> <p><u>Decision Time</u></p> <p>6.3. As papers and appendices had been combined into one document per agenda item, to suit the older Decision Time views, the Clerk to assess the best way to present papers with the new view, which may include utilising the Library area of Decision Time.</p> <p>6.4. The Clerk to review the paperless system in spring 2020, to ensure it continues to provide the correct balance between ease of use and flexibility of viewing options.</p>	<p style="text-align: center;">Clerk (Completed)</p> <p style="text-align: center;">Clerk</p>
<p>7. Finance and General Purposes Committee minutes (Decision)</p> <p><u>Review of Terms of Reference</u></p> <p>Resolved to</p> <p>7.1. Accept the standing Terms of Reference.</p> <p><u>Group Management Accounts 31 July 2019</u></p> <p>7.2. The College retained its Good health grade for 2018-19.</p> <p>Resolved to</p> <p>7.3. Approve the group management accounts for the year ended 31 July 2019.</p> <p><u>External Auditors' Letters of Representation 31 July 2019</u></p> <p>Resolved to</p> <p>7.4. To authorise that the Chairman of Governors and the Principal sign the Letter of Representation in respect of the College.</p> <p>7.5. To authorise that the Principal be authorised 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.</p> <p><u>Report and Financial Statements 31 July 2019</u></p> <p>7.6. The Finance Department were thanked for the prompt production of the Report and Financial Statements which demonstrated both accuracy and consistency.</p> <p>Resolved to</p>	

<p>7.7. 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 2019.</p> <p><u>Financial Management and Control 2020</u></p> <p>7.8. To drive the College towards short-term growth, the EBITDA target ratio in 2019-20 was changed to 4%.</p> <p>Resolved to</p> <p>7.9. Approve the key accounting ratios for the College for the year ending 31 July 2020.</p> <p><u>Three Month Management Accounts 30 October 2019</u></p> <p>7.10. Total costs are within budget by £91k and costs remain within the income generated in the 3 month period.</p> <p>Resolved to</p> <p>7.11. Accept the group management accounts for the first calendar quarter to 31 October 2019.</p> <p><u>Revised Budgets 2019-20</u></p> <p>7.12. The College budgets have been adjusted to result in a £3.3k surplus which takes the College to the high end of its Good financial health.</p> <p>Resolved to</p> <p>7.13. Approve the revised proposed revenue budget and capital budget for 2018-9 and the forecast cash flows for the next fifteen months.</p> <p><u>Budget post holders</u></p> <p>Resolved to</p> <p>7.14. Approve the list of budget post holders for 2019-20 and authorise the College Financial Regulations to be updated therefor.</p> <p>7.15. The Finance Director and his team were thanked by the Governing Body for the high quality financial reports, considering their additional time constraints from preparing for the Mottingham acquisition.</p>	
<p>8. Academic Committee minutes (Decision)</p> <p><u>Review of Terms of Reference</u></p>	

<p>Resolved to</p> <p>8.1. Accept the standing Terms of Reference.</p> <p><u>Self-Assessment Report 2018-19</u></p> <p>8.2. Apprenticeships and Business Development, who self-assessed as Requires Improvement (Grade 3), are documented through a separate SAR for improved context. They are continuing to improve their processes.</p> <p>Resolved to</p> <p>8.3. Approve the 2018-19 SAR.</p> <p><u>Quality Improvement Plan (QIP) 2018-19</u></p> <p>Resolved to</p> <p>8.4. Approve the final update of the QIP 2018-19.</p> <p><u>Quality Improvement Plan (QIP) 2019-20</u></p> <p>Resolved to</p> <p>8.5. Approve the QIP 2019-20.</p> <p><u>Updated Policies</u></p> <p>8.6. A new Visits and Study Tours Policy was created due to the College's strategy to conduct more overseas trips for students.</p> <p>8.7. The Teaching and Learning Policy had been updated to reflect the new Education and Inspection Framework (EIF).</p> <p>Resolved to</p> <p>8.8. Approve the revised Visits and Study Tours Policy and the Teaching and Learning Observations Policy.</p>	
<p>9. Audit Committee minutes</p> <p><u>Review of Terms of Reference</u></p> <p>Resolved to</p> <p>9.1. Accept the standing Terms of Reference.</p> <p><u>Regularity Audit Self-Assessment Questionnaire 2018-19</u></p> <p>9.2. Buzzacott, the Colleges' external auditors, confirmed that the College was compliant in all areas.</p>	

Resolved to

- 9.3. **Approve the Regularity Audit Self-Assessment Questionnaire for 2018-19 and its submission to the Education and Skills Funding Agency by 31 December 2019.**

Review of Areas Susceptible to Fraud

Resolved to

- 9.4. **Adopt the Fraud Review Schedule for 2018-19.**

Post Audit Management Reports 2018-19

- 9.5. Buzzacott’s opinion was that the financial statements gave a true and fair view of the College’s deficit; that the regularity assurances were all confirmed; and that no adjustments were required.
- 9.6. The Finance Department were commended for the conclusion of the post audit management reports for 2018-19.

Resolved to

- 9.7. **Approve the Post-Audit Management Reports issued in respect of the College, Capel Manor Limited and FHCVL for the year ended 31 July 2019.**

External Auditors’ Letter of Representations 31 July 2019

Resolved to

- 9.8. **Authorise the Chairman of Governors and the Principal to sign the Letter of Representations in respect of sections 4 and 15 for the year ended 31 July 2019 on behalf of the Corporation.**

Report and Financial Statements 31 July 2019

- 9.9. Buzzacott confirmed their approval of the regulatory content of the College’s report and financial statements.

Resolved to

- 9.10. **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 College Report and Financial Statements 31 July 2019.**
- 9.11. **Approve the audit opinions as expressed by the auditor in respect of the financial statements for the year ended 31 July**

2019 for Capel Manor College, Capel Manor Limited and Forty Hall Community Vineyard Limited.

Internal Audit Service

9.12. The College assessed that it has received very good value for money from Scrutton Bland in 2018-19 which has been consistent year on year, with expectation being exceeded.

Resolved to

9.13. **Confirm the appointment of Scrutton Bland to provide an internal audit service to the College for the 2019-20 year at a negotiated cost of £18,200, exclusive of VAT.**

Annual Checklist of the Audit Committee 2018-19

9.14. The Governing Body were satisfied with the Audit Committee's confirmation that the College continues to give value for money.

Resolved to

9.15. **Accept the Annual Checklist of the Audit Committee 2018-19.**

Annual Report of the Audit Committee 31 July 2019

Resolved to

9.16. **Adopt the Audit Committee Annual Report 31 July 2019.**

Review of Risk and Risk Management

9.17. The Audit Committee take responsibility for the overall management of risk and annually review the effectiveness of risk management, and the Risk Management Policy.

9.18. Having been in operation for around 20 months, there was consistent and widespread feedback from many Governors, in several different committees, that the risk register in its current form was difficult to use effectively.

9.19. Several options were assessed by the Audit Committee and the subsequent Governing Body, where it was agreed to trial a new system where a set of the most significant or 'Principal Risks' are assessed by the relevant Committees for clearer focus at a high level.

9.20. The current Risk Register will remain for operational use and the latest copy will be accessible in the Decision Time library.

<p>9.21. Governors suggested a similar high level presentation could be applied to the College’s Quality Improvement Plan (QIP), which the Vice Principal will consider for future development.</p> <p>Resolved to</p> <p>9.22. Agree a new ‘Principal Risks’ approach to risk management for adoption in spring 2020.</p>	<p>Academic</p>
<p>10. Health and Safety Committee minutes</p> <p><u>Review of Terms of Reference</u></p> <p>10.1. The Terms of Reference were revised to clarify the ability to co-opt other members to the Health and Safety Committee.</p> <p>Resolved to</p> <p>10.2. Accept the amended Terms of Reference.</p> <p><u>Health and Safety Policy</u></p> <p>10.3. It was noted that there had been a significant reduction in accidents and incidents at the College over the past year, and the Principal thanked the Health and Safety Committee for their positive impact improving the safety culture and effectiveness.</p> <p>Resolved to</p> <p>10.4. Approve the revised Health and Safety Policy.</p>	
<p>11. Report of the Principal</p> <p>11.1. Christine Bianchin was congratulated on being appointed as Vice Principal of the College.</p> <p><u>Strategy Away Day</u></p> <p>11.2. Governors agreed to trial a full day seminar, rather than an overnight event, to take place in February 2020, to review the College’s strategic objectives and to self-assess Governors’ performance.</p> <p>11.3. The Senior Leadership Team and College Leaders will be having their own away-day in January 2020 and the outcomes will flow into the Strategy Away Day.</p> <p>11.4. Governors requested that any substantial materials are circulated ahead of the day and it was suggested that an external facilitator may be helpful to direct and manage the day.</p>	<p>Clerk / Principal</p>

<p>11.5. The Clerk to conduct a Doodle Poll to find a suitable date.</p>	<p>Clerk (Completed)</p>
<p><u>Recruitment</u></p>	
<p>11.6. For comparisons, Governors requested that the previous year's recruitment figures were included in future summary updates.</p>	<p>Principal</p>
<p><u>Crystal Palace Park</u></p>	
<p>11.7. To clarify Capel's strategy, for both the Bromley counsellors and the Crystal Palace Park planning committee, the College has been asked to submit an outline planning application to clarify building plans and their intended use.</p>	
<p><u>Whitewebbs</u></p>	
<p>11.8. The College was awaiting a response from its Expression of Interest to Enfield Council to take on the management of Whitewebbs Park, a 100-acre municipal golf course and 140-acres of ancient woodland set in greenbelt, which is immediately adjacent to Forty Hall Farm and the College's proposed ecology centre in Dickenson's Meadow.</p>	<p>Academic</p>
<p><u>Leather centre working group</u></p>	
<p>11.9. The Vice Principal was establishing a working group, which will include Governors and representatives of the leather industry / worshipful companies, to further investigate the potential for expanded leather provision and a leather centre.</p>	
<p>11.10. This had been met by support from the Clerks for the Worshipful Companies of Saddlers and Cordwainers, with a meeting planned in in January 2020.</p>	
<p>11.11. Governors suggested that the Worshipful Company of Curriers should be contacted to ascertain their interest in the leather centre.</p>	
<p>11.12. The College will be liaising with the Museum of Leathercraft in Northampton to express an interest in offering educational provision.</p>	
<p><u>Sustainability and environmental charter</u></p>	
<p>11.13. As sustainability and the environment are key to the College's mission and strategic aims, a working group of students and staff had been formed to draft a 'charter for sustainability and the environment'.</p>	

<p>11.14. Governors advised that the College ensures its focus is on what <u>can</u> be realistically delivered, that <u>will</u> make a significant impact.</p> <p>11.15. Metrics will be used for measuring emissions with a clear starting point for each site and area.</p> <p>11.16. Some felt that following the Government’s target to reduce emissions to net zero by 2050 was not ambitious enough for the College and that, in order to become a credible environmental influencer in London, an earlier deadline should be set by the College although this may depend on the benchmark / starting position as a credible delivery plan is also needed.</p> <p>11.17. As Green infrastructure is becoming more popular to investors, the College can seek appropriate financing.</p> <p>11.18. Expertise to be sought in order to make a strategic impact, which may include other members of the Climate Change Commission for UK Universities and Colleges and the Environmental Association for Universities and Colleges (EAUC), who may also provide funding.</p> <p>11.19. Student Governors were aware of the College’s recycling strategy but felt more could be done to encourage students to recycle and become more green-minded, including adopting basic habits like turning off computers at the end of the day.</p> <p>11.20. Governors had an insightful discussion on the new plastic technologies and how encouraging students and staff to make small but significant changes would naturally drive the College’s environmental ethos.</p> <p>11.21. Governors, Robert Howard and Heather Barrett-Mold to provide the Estates Director with environmental guidance documents.</p> <p>11.22. The Chair of the Academic Committee requested for a discussion at the next Academic Committee meeting on the future of the curriculum in the light of veganism and other environmental influences.</p>	<p style="text-align: center;">Estates</p> <p style="text-align: center;">Academic</p> <p style="text-align: center;">Estates / Governors</p> <p style="text-align: center;">Academic</p>
<p>12. AOB</p> <p>12.1. None.</p>	

APPROVED MINUTES	
CHAIR:	Roger McClure DATE: 21 April 2020
APPROVAL:	Remote confirmation: CONFIRMED
	Or signed: