

Minutes Part I

Remote Access Symbols	
	Dialled in
	Online

Full Written Governing Body
Part I minutes

Meeting Time and Date	2-21 April 2020	
Meeting Location	Remote / Written	
Members	Roger McClure (Chair) Douglas Fussell (*Vice Chair) Heather Barrett-Mold OBE (*Acting Vice Chair) Patricia Brown Paul Campbell Beryl De Souza	Peter Doble David Domoney Robert Howard Guy Jones-Owen Joanne Laban Lady Milnes Coates James Wisdom
<small>* The Vice Chair of Governors' position was provisionally transferred from Douglas Fussell to Heather Barrett-Mold until the Summer 2020 meetings, as per Part I, AOB re. COVID-19</small>		
Principal	Malcolm Goodwin	
Staff Governor	Sarah Seery	
Student Governors	Carl Butler Jarryd Russell Cara Glynn (Co-opted)	
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. Written Full Governing Body meeting and Apologies</p> <p>1.1. Due to the College's temporary closure of its campuses during the COVID-19 pandemic, the spring 2020 Governing Body meeting took the form of a semi-live meeting between 2-21 April 2020.</p> <p>1.2. This meeting used the board management system, Decision Time, and email to discuss papers and confirm approvals between 14-21 April 2020.</p> <p>1.3. Apologies were noted for Pat Brown who did not take part in the written meeting.</p>	
<p>2. Declaration of Interests</p> <p>2.1. None.</p>	
<p>2. Search and Governance Committee minutes (Decision)</p> <p><u>Revision of the College's Instrument and Articles and Standing Orders</u></p>	

- 2.1. To ensure that recommendations to the Governing Body could be executed, without the need for a live meeting, such as the situation that COVID-19 had enforced, a system of written resolutions was agreed.
- 2.2. This was formalised through allowing voting by post, email or through the College's board management software.
- 2.3. As non-members of all committees may either join meetings as observers or be co-opted, it was agreed to clarify the difference between the two non-members, as follows:

Standing Orders

- 20.1 The Corporation may, by resolution, co-opt a Governor with voting rights to a sub-committee until a full appointment can be made.
- 20.2 The Corporation may, by resolution, co-opt a guest who is not a member of the Corporation to a sub-committee, with voting rights.
- 20.3 Any Governor or guest may be invited by the sub-committee chair to observe meetings, without voting rights.
- 2.4. It was further clarified to Governors that any co-opted new members are recommendations to the Governing Body for the full board's decision.

Resolved to

- 2.5. **Agree that the Instrument and Articles and Standing Orders are amended to:**
 - a) **Accept written resolutions**
 - b) **Define non-members in attendance at Committee meetings and their voting rights**
 - c) **Rename amended job titles.**

Annual Review of Paperless Board Management System

- 2.6. Governor, Beryl de Souza, noted the environmentally important saving of trees in the College's adoption of the board management system.

Resolved to

- 2.7. **Approve and recommend to the Governing Body that the licences for the Decision Time paperless board management**

<p>system are renewed for 12 months, backdated from 3 April 2020.</p> <p><u>Annual Review of Skills, Training, Equality and Diversity</u></p> <p>2.8. Analysis concluded that new appointments of Governors and training for existing Governors, should incorporate:</p> <ul style="list-style-type: none"> a) Urgent requirement for legal expertise b) Aspirational requirement for: Human Resources; Floristry and Event Styling and; Animal Care and Saddlery. <p>2.9. Governors fulfilled all required compliance declarations including annual membership, trustees' automatic disqualification, register of interests and DBS checks.</p> <p>2.10. The equality and diversity exercise demonstrated slightly more alignment with staff and students, compared to 2018-19.</p>	
<p>3. Minutes (Decision)</p> <p>Resolved to</p> <p>3.1. Approve the minutes of the Full Governing Body meeting held on 11 December 2019 as a correct record and authorise the Chair to sign them.</p>	
<p>4. Matters Arising (Information)</p> <p>4.1. For new Governors in terms of the paperless system, it was confirmed that larger papers such as A3 plans would be printed and, potentially, projected onto a screen during Governor meetings for better context.</p>	
<p>5. Report of the Clerk (Decision)</p> <p><u>Timetable of Meetings</u></p> <p>5.1. The timetable would remain flexible to the current COVID-19 situation.</p> <p>5.2. It was expected for the summer Governor meetings to take the form of remote meetings using a video and audio platform.</p> <p>Resolved to</p> <p>5.3. Approve and adopt the updated timetable of meetings for 2020-21.</p>	
<p>6. Finance and Resources Committee minutes (Decision)</p>	

Six Month Group Management Accounts and Revised Budgets 2019-20

- 6.1. The operating surplus for the period was £560k below the phased budget. This reflected the pace of change in College operations and the need to refresh the budget for the year in terms of High Needs provision.
- 6.2. The net asset position on the balance sheet had increased by the surplus for the period, £507k, which reflected the acquisition of Mottingham.

Resolved to

- 6.3. **Approve the group management accounts for the second calendar quarter to 31 January 2020.**
- 6.4. **Approve the revised revenue budget for the year ended 31 July 2020.**

Report of the Director of Finance

- 6.5. The new Integrated Financial Model for Colleges (IFMC) was introduced by the ESFA for all colleges. It is intended to replace the three-year financial plan approved by Governors in the summer round of meetings and the finance record, which is normally submitted by 31 December each year.
- 6.6. The Committee agreed, that due to the exceptional circumstances, that Chair's Action would be accepted for the Governing Body to approve the IFMC for 2019-20.

Resolved to

- 6.7. **Agree to continuing to receive a three year financial plan for the College each summer.**
- 6.8. **Agree that the Governing Body receives an updated financial plan at the autumn meetings for submission via the IFMC in the following January.**

Whistleblowing Policy**Resolved to**

- 6.9. **Approve the revised Whistleblowing Policy.**

COVID-19

- 6.10. In light of the temporary closure of the College campuses, the financial projections for the remainder of the year had made an allowance for students seeking refunds, At the time of the meeting, only two students had requested a refund.

<p>6.11. Guidance from the Federation of Awarding Bodies was indicating that the College would be able to award qualifications based on the teachers' assessment grades in both GCSEs and Technical qualifications, thus allowing students to complete.</p> <p>6.12. The College was still awaiting further guidance on when practical training and assessments could continue onsite, which would be led by government advice.</p>	
<p>7. Academic Committee minutes (Decision)</p> <p><u>Quality Improvement Plan (QIP) 2019-20</u></p> <p>7.1. To allow for greater organisational alignment, it was suggested by the Staff Governor to integrate key agreed QIP actions into the new online staff appraisal system.</p> <p>7.2. The current review of the Performance Appraisal System does include linking and aligning quality improvement with personal objectives. Further integration with the QIP will be explored.</p> <p>Resolved to</p> <p>7.3. Approve the QIP 2019-20.</p>	<p>HR / Academic</p>
<p>8. Audit Committee minutes</p> <p><u>Teachers' Pension Scheme Audit 2019-20</u></p> <p>Resolved to</p> <p>8.1. Approve the fee estimate of £1,500 exclusive of VAT for the completion of an audit of the deductions and contributions it has made in running the Teachers' Pension Scheme (TPS) for the 2019-20 tax year.</p> <p><u>Financial Statements Auditor Evaluation (Decision)</u></p> <p>Resolved to</p> <p>8.2. Confirm the re-appointment of the financial statements and regularity audit service for 2019-20.</p> <p><u>Review of Risk Management</u></p> <p>Resolved to</p> <p>8.3. Approve the amended Risk Management Policy 2020.</p>	
<p>9. Health and Safety/Estates Committee minutes</p> <p>9.1. The College's Auditors, Scrutton Bland, carried out an audit of Health and safety in early December 2019 and gave an overall</p>	

<p>assurance opinion of Significant for the College's health and safety arrangements.</p>	
<p>10. Report of the Principal</p> <p><u>COVID-19 cash flow impact</u></p> <p>10.1. Governors suggested the following measures, in light of the College's temporary closure of its campuses which will be presented at the summer 2020 meetings:</p> <ul style="list-style-type: none"> a) Careful logging of losses of income and fixed costs, to take advantage of any emergency FE funding that may be available to offset the loss of commercial income. b) High-level modelling as to what happens to cash and financial health if there is a worse deficit, e.g. in 2019-20 of £500k and in 2020-21 of £500k-£1 million, to provide a useful worst case scenario. c) The impact of a depletion of funding for the College's cash contribution to Crystal Palace/Mottingham capital works. The GLA may review their funding in light of the College's reduced ability to contribute, either by paying more themselves or agreeing a more modest scheme and maintaining their current cash contribution. 	<p>Finance</p>
<p>11. AOB</p> <p><u>Provision for emergency Board decisions during the COVID-19 pandemic</u></p> <p><u>Emergency decisions</u></p> <p>11.1. To manage emergency Board decisions should the need arise it was agreed to continue to use the existing provision of Chair's Action and to supplement it by establishing a small advisory group to whom the Chair would be advised, should an emergency requiring urgent action arise.</p> <p>11.2. The advisory group includes the Chairs of sub-committees: namely Heather Barrett-Mold, Robert Howard, Paul Campbell, James Wisdom and Doug Fussell. The whole Board would be kept informed at the time of any action taken and its rationale.</p> <p><u>Role continuity</u></p> <p>11.3. As both the Chair and Vice Chair of Governors are categorised by the Government as vulnerable persons, it was agreed that, as a temporary measure until the COVID-19 restrictions are removed, and until the Search, Governance and Remuneration Committee can consider the matter properly,</p>	

<p>that Heather Barrett-Mold should succeed Doug Fussell as Vice-Chair of the Board.</p> <p><u>Supporting staff</u></p> <p>11.4. A key responsibility of the Board is to ensure unbroken effective governance and the College was achieving that by continuing regular formal meetings and by the specific regular contacts between the Chair and the Principal and the weekly reporting of progress by the Principal to the Board.</p> <p>11.5. As it is also the Board's role to support, in a non-executive way, the SLT and staff, it was agreed that extra support would be provided by: Peter Doble for Finance; Heather Barrett-Mold for HR and; Roger McClure for the Principal.</p> <p>Resolved to</p> <p>11.6. Delegate authority to the chairs of sub-committees to advise the Chair should an emergency arise during the current COVID-19 pandemic which requires urgent Chair's Action.</p> <p>11.7. That Heather Barrett-Mold succeed to the role of Acting Vice-Chair of the Board, until formal consideration of a new Vice Chair at the summer 2020 Governing Body.</p>	
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APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	15 July 2020
APPROVAL:	Remote confirmation: CONFIRMED		
	Or signed:		