
























Minutes Part I

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	Online

Full Governing Body
Part I minutes

Meeting Time and Date	1600 on 15 July 2020	
Meeting Location	Zoom Online / Decision Time	
Members	Roger McClure (Chair)  Heather Barrett-Mold OBE (Vice Chair)  Patricia Brown Paul Campbell  Sheila Cunningham  Beryl De Souza  Peter Doble 	David Domoney Douglas Fussell  Robert Howard  Guy Jones-Owen  Joanne Laban  Lady Milnes Coates  James Wisdom 
* Acting Vice Chair until Minute 5.4		
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. Apologies</p> <p>1.1. The summer 2020 Governing Body meeting took the form of an online meeting on 15 July 2020, with pre-questions/comments invited over Decision Time and email prior to the meeting.</p> <p>1.2. Sheila Cunningham was welcomed to her first full Governing Body meeting by the Chair.</p> <p>1.3. Apologies were given for Pat Brown, David Domoney and Steven Girling.</p>	
<p>2. Declaration of Interests</p> <p>2.1. Heather Barrett-Mold, Doug Fussell, Peter Doble, Beryl de Souza and Carl Butler gave declarations of interest for Paper 5, Search, Governance and Remuneration Committee meeting minutes, in relation to their membership and terms of office.</p> <p>2.2. Joanne Laban registered a permanent interest in the College property held at 66 The Ridgeway.</p>	Clerk (Completed)

<p>3. Minutes (Decision)</p> <p>Resolved to</p> <p>3.1. Approve the minutes of the Full Written Governing Body meeting held on 2-21 April 2020 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>Vice Chair of Governors</u></p> <p>5.1. As Doug Fussell was due to retire at the end of summer 2020, and was the current Vice Chair of Governors, it was agreed at the spring 2020 Governing Body to appoint Heather Barrett-Mold as Acting Vice Chair of Governors. This was due to COVID-19 age vulnerabilities having a potential impact on the current Chair and Vice Chair of Governors.</p> <p>5.2. Lady Milnes Coates nominated Heather Barrett-Mold as Vice Chair of Governors and Doug Fussell seconded the nomination.</p> <p>5.3. Heather Barrett-Mold was congratulated on her confirmed appointment as Vice Chair of Governors.</p> <p>Resolved to</p> <p>5.4. Appoint Heather Barrett-Mold as Vice Chair of Governors from 15 July 2020 until spring 2023.</p> <p><u>Doug Fussell</u></p> <p>5.5. Doug Fussell's exceptional term of office was due to end at this meeting, on 15 July 2020, having first been appointed to the Governing Body on 29 March 2001, serving 5 terms of office as Governor of the College.</p> <p>5.6. Doug had kindly offered to extend his Term of Office to 1 September 2020, to remain available for any potential extraordinary meetings during the summer.</p> <p>5.7. Doug was appointed Vice President of the College.</p> <p>Resolved to</p> <p>5.8. Extend Doug Fussell's Terms of Office from 15 July 2020 to 1 September 2020.</p> <p>5.9. Appoint Doug Fussell as Vice President of the College.</p>	

Student Governors

- 5.10. The current Student Governors’ terms of office were due to end at this meeting, 15 July 2020, and they were thanked for their valued input during 2019-20.
- 5.11. Carl Butler, who was expected to continue as a Capel student in 2020-21, had kindly offered to extend his Term of Office to 1 September 2020.
- 5.12. Student Governors’ terms of office are usually managed internally, however, as this was an exceptional situation, the decision was confirmed by the Governing Body.

Resolved to

- 5.13. **Extend Carl Butler’s Term of Office from 15 July 2020 to 1 September 2020.**

Chair of Finance and Resources Committee

- 5.14. As Doug Fussell was the current Chair of the Finance and Resources Committee, it was expected that Peter Doble as Vice Chair of Finance and Resources would step up from Vice Chair to Chair at the end of this meeting.
- 5.15. The Committee noted that Peter had already chaired the spring 2020 meeting.
- 5.16. Doug Fussell nominated Peter Doble to Chair the Finance and Resources Committee and Heather Barrett-Mold seconded the nomination.
- 5.17. Peter Doble was congratulated on his new role.

Resolved to

- 5.18. **Appoint Peter Doble as Chair of Finance and Resources from 15 July 2020 to autumn 2022.**

Safeguarding Lead Governor

- 5.19. Beryl de Souza had confirmed her interest in taking on the role of Safeguarding Lead Governor from Lady Coates, until spring 2023 when Beryl’s term of office ended.
- 5.20. The Committee felt that Beryl’s work as a surgeon and lecturer was an excellent fit for the role.
- 5.21. Lady Coates was thanked for her commitment over the years as the College’s Safeguarding Lead Governor.

Resolved to

<p>5.22. Appoint Beryl de Souza as Lead Safeguarding Governor from 15 July 2020 until spring 2023.</p> <p><u>Chair's Action</u></p> <p>5.23. Chair's Action was taken on 19 May 2020 to approve the Integrated Finance Model for Colleges (IFMC) prior to its submission to the Education and Skills Funding Agency (ESFA).</p> <p><u>Review of Instrument and Articles, Standing Orders and Statement of Governance</u></p> <p>5.24. Governors suggested that the Instrument and Articles and the Standing Orders were amended to provide clarity on Governors needing to give 6 month's written notice if wishing to retire earlier than the official end of their Term of Office.</p> <p>5.25. The Statement of Governance required minor changes to take account of committee name changes and that the Governors' handbook is now in the form of an online library.</p> <p>Resolved to</p> <p>5.26. Adopt the:</p> <ul style="list-style-type: none"> a) Instrument and Articles (revised) b) Standing Orders (revised) c) Statement of Governance (revised). 	
<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 2020-22.</p>	
<p>7. Finance and Resources Committee minutes (Decision)</p> <p><u>IFMC/Financial Plan</u></p> <p>7.1. The College's Three Year Plan will form the basis for the Integrated Financial Model for Colleges (IFMC).</p> <p>7.2. Governors requested clarity that the budget is also included in the IFMC recommendation. The Finance Director to amend the recommendation for the minutes.</p> <p>7.3. The College expected to achieve a surplus of £184k in 2020-21.</p> <p>Resolved to</p>	<p>Finance</p>

7.4. **Approve the budget for 2020-21.**

7.5. **Confirm that the IFMC/College financial plan be signed by the Principal and be submitted to the ESFA ahead of the 31 July 2020 filing deadline.**

Beryl de Souza joined the meeting by phone.

Nine Month Management Accounts 30 April 2020 and Projected Year-end Outturn 2019-20

7.6. The operating surplus for the period was £379k below the phased budget and the outturn for the year was expected to be a deficit of £1,022k. This had left a trading deficit of £493k due to writing off costs of the Crystal Palace Project (£529k) and the shutdown of the College due to the pandemic.

7.7. The College had now received approval to move the planned build from Crystal Palace to Mottingham and were attempting to transfer the Greater London Authority (GLA) grant. As Mottingham has a freehold lease, a successful new build project will benefit the College as a permanent investment.

7.8. Governors queried how the investment risk had been perceived and considered as the proposals at Crystal Palace Park had evolved over the last three years. It was discussed how the project changed with the involvement of the Crystal Palace Park Trust, the Regeneration Team and the requirement to become part of the Bromley Outline Planning Application although these were necessary alterations. This involves more complex project controls, design variations and additional consultancy. As the College was committed and had already invested in the project, and no alternatives were available at the time, the Governing Body had agreed this was inevitable to ensure the project went ahead.

7.9. SLT has considered lessons learned about project oversight and the level of investment in projects before full planning consent which will lead into a post-mortem to be overseen by the Estates Committee.

7.10. The Chair of Finance suggested that caps were set at regular intervals for capital investment projects. The Estates Committee's 'All Programme Review' will include predicted total project spend against which phasing or caps can be introduced in the finance plans to be reviewed by the Finance and Resources Committee before recommendation to the Governing Body.

University libraries

7.11. Governors suggested an arrangement with another university library as a useful addition, particularly for online access.

7.12. The Royal Agricultural University (RAU) does offer a library and online journal access that will, in part, meet students' needs,

<p>although they only physically visit the RAU library during a study tour or at their own behest.</p> <p>7.13. Although some specialist titles relating to Capel courses are provided by the College, Capel will be developing its own online journal library.</p> <p><u>Green economy</u></p> <p>7.14. Although Governors noted that the general understanding of the “green economy” was focused on waste management, recycling, energy efficiency and social housing, this did not yet align with Capel’s courses. The Principal suggested that emerging, new, and resurging green industries may create a more buoyant environmental sector / economy in which the supply-chain and peripheral industries, more directly related to Capel, prosper.</p> <p>7.15. The Government are investing £40m for nature conservation: planting trees; cleaning up rivers and; creating new green spaces for people and wildlife. This is expected to equate to 5000 new jobs and Governors felt this should also be factored into the College’s marketing campaigns.</p> <p>7.16. It was agreed that Capel should pursue information on sectors, agencies, skills and forecasts for labour markets, and that the College’s website should demonstrate the impact on potential students if the expected Government investment is made in London’s green economy.</p> <p><u>Institute of Technology</u></p> <p>7.17. The College had signed a Memorandum of Understanding to progress the Institute of Technology joint venture but there was no legal commitment. More details of the proposed Institute of Technology will be presented if, and when, the bid progresses beyond the expression of interest stage.</p> <p><u>Adult recruitment</u></p> <p>7.18. Governors queried the basis for the predicted fall in adult recruitment. As the College are uncertain about the behaviour of adults post-COVID, and the future recruitment of adults, it is not yet known if adults will delay spending money on courses because of the weak economy and declining job vacancies, or whether unemployment or the prospect of a new start will push them into College. At present, Capel were approximately 200 adult applications behind the same time as the previous year.</p> <p>7.19. Online and blended learning were discussed and Governors highlighted the importance of social relationships between students (not just between students and teachers) when considering online courses.</p> <p>7.20. It was agreed that being in College was much more than just studying for a qualification. Practical, face-to-face education and training was fundamental to Capel’s offer and will always be</p>	<p style="text-align: center;">Principal</p>
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<p>8.3. As achievement outcomes would be based on a mix of calculated grades and continuous assessment, it was not yet possible to provide an estimated prediction for 2019-20.</p> <p>Resolved to</p> <p>8.4. Approve the update of the principal QIP 2019-20 and the Mottingham QIP 2019-20.</p>	
<p>9. Estates Committee minutes (Information)</p> <p>9.1. No Estates minutes required discussion.</p>	
<p>10. Audit Committee minutes (Information)</p> <p>10.1. Scrutton Bland, the College’s internal auditors, had reported on three of the required audits for the current year, with all reports having been given either a Strong (highest) or Significant (second highest) assurance.</p>	
<p>11. Strategy Review 2020 (Decision)</p> <p><u>Mission, Vision and Values</u></p> <p>11.1. Following the strategy away day held in February 2020, it was agreed for the Principal to restructure the Mission, Vision and Values.</p> <p>11.2. The specific changes are summarised as:</p> <ul style="list-style-type: none"> a) Mission: the proposed mission statement is shorter and, with fewer words, the key words of environment, green, skills and London become most prominent. b) Vision: The eleven vision statements are condensed to one overarching vision statement and six strategic statements. Whilst fewer, the thoughts and intent from the previous vision statements are retained and there is a clearer differentiation between “vision” and specific strategic goals. c) Values: The six original values are retained although in a slightly modified / renamed version. This allows the thirteen explanatory bullet points (in the original) to be reduced to six descriptive sentences (in the modified version) which, it is hoped, are more succinct and simpler to communicate. <p>11.3. Governors felt that the new wording and format of the new Mission, Vision and Values was much more accessible.</p> <p>11.4. It was noted that diversity, equality, partnerships and climate/environment could come across stronger. It was also suggested that the use of the word ‘colleagues’ instead of ‘staff’ was more relatable which also expressed how Governors viewed staff.</p>	














































<p>and age diversity, to retain a mix and balance between course types, 16-18 year olds, adults, apprenticeships, full and part time students.</p> <p>11.18. The Staff Governor noted that adult career changers had a positive impact on the College, where their success in industry made them excellent ambassadors for Capel.</p> <p><u>Annual operating plan</u></p> <p>11.19. The Senior Leadership Team will oversee the annual operating plan on a weekly basis which links to the strategic goals and principal risks.</p> <p>11.20. The annual operating plan is of particular relevance to the Academic, Estates, Finance and Resources and Strategy Committees, and can be available for them, or any other Governors, to see at any time. The operating plan will also be seen by Governors at every full Governing Body meeting to ensure the Governing Body remain apprised of overall progress towards strategic goals.</p> <p>11.21. Governors felt that this was a useful addition and could diminish some of the QIP actions to improve its clarity.</p> <p>Resolved to</p> <p>11.22. Note the annual operating plan.</p>	
<p>12. Report of the Principal</p> <p>12.1. Student enrolment targets and recruitment to be corrected as in 11.15.</p> <p>12.2. The return to study plan had gone very well, there had been no health issues and lots of compliments about the measures in place to continue face-to-face teaching and learning by the students and staff.</p> <p>Robert Howard left the meeting.</p> <p>12.3. Governors suggested contacting the Greater London Authority (GLA) as there is an opportunity for the College to demonstrate how FE could be part of the coronavirus recovery plans, now that the Government are more focused on the benefits of a green culture.</p> <p><u>Proposal to establish a coat of arms and badge</u></p> <p>12.4. The Principal approached Bluemantle Pursuivant at Her Majesty's Royal College of Arms, to explore the possibility of them commissioning a copyrighted logo for the College.</p> <p>12.5. The idea of a coat of arms as a logo had emerged from an all staff College conference in 2017. The subsequent College re-branding</p>	<p>Principal</p> <p>Principal</p>

<p>had raised a need for an updated logo and options had been considered alongside the coat of arms.</p> <p>12.6. The Governing Body discussed various design options to incorporate all of the areas that the College is involved in, along with the importance of simplicity of design so that it remains accessible and transferrable.</p> <p>12.7. The Student Governors were very keen to be involved in any plans and were invited to email any thoughts to the Principal.</p> <p>12.8. The flexibility of having a coat of arms and a badge would make it easier to adapt to different uses, such as printed certificates and the digital website.</p> <p>12.9. All suggestions will be shared although, ultimately, the Royal College of Arms will be responsible for the design of a coat of arms and simplified badge-style logo.</p> <p>12.10. Governors observed that this strong branding would also carry through to gift shop merchandise which would provide an income stream and advertising outside of the College.</p>	
<p>13. AOB</p> <p>13.1. Governor, Beryl de Souza, informed the Governing Body about two trips she had made to the College as a visitor at the weekends and had been impressed with the Covid-safe measures and noted a busy, diverse mixture of visitors. The chairs on the lawn had also been well received which may suggest a more permanent fixture at the weekends.</p>	<p>Estates</p>

APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	16 December 2020
APPROVAL:	Remote confirmation: CONFIRMED		
	Or signed:		

Minutes Part II (Declassified)

Remote Access Symbols	
	Dialled in
	Online

Full Governing Body			
Part II minutes			
Meeting Time and Date	1600 on 15 July 2020		
Meeting Location	Zoom Online / Decision Time		
Members	<table border="0" style="width: 100%;"> <tr> <td style="width: 60%;"> Roger McClure (Chair)  Heather Barrett-Mold OBE (Vice Chair)  Patricia Brown Paul Campbell  Sheila Cunningham  Beryl De Souza  Peter Doble  </td> <td style="width: 40%;"> David Domoney Douglas Fussell  Robert Howard  Guy Jones-Owen  Joanne Laban  Lady Milnes Coates  James Wisdom  </td> </tr> </table>	Roger McClure (Chair)  Heather Barrett-Mold OBE (Vice Chair)  Patricia Brown Paul Campbell  Sheila Cunningham  Beryl De Souza  Peter Doble 	David Domoney Douglas Fussell  Robert Howard  Guy Jones-Owen  Joanne Laban  Lady Milnes Coates  James Wisdom 
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Minute Taker	Joanne Coffey (Clerk) 		
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	Action
<p>14. Apologies</p> <p>14.1. Apologies were given for Pat Brown, David Domoney and Steven Girling.</p> <p>14.2. The Staff and Student Governors were invited to remain for Part II of the meeting as there were no conflicts of interest.</p>	
<p>15. Declaration of Interests</p> <p>15.1. None.</p>	
<p>16. Minutes (Decision)</p> <p>Resolved to</p> <p>16.1. Approve the minutes of the Full Written Governing Body meeting held on 2-21 April 2020 as a correct record and authorise the Chair to sign them.</p>	
<p>17. Matters Arising (Information)</p> <p>17.1. No matters arising from the minutes were discussed.</p>	

<p>18. Search and Governance Committee minutes (Information)</p> <p>18.1. Lady Milnes Coates had joined the Search, Governance and Remuneration Committee.</p>	
<p>19. Finance and Resources Committee minutes (Information)</p> <p>19.1. No Finance and Resources Part II minutes required discussion.</p>	
<p>20. Academic Committee minutes (Information)</p> <p>20.1. The Vice Principal was considering whether capturing protected characteristics in the student disciplinary and complaints reports would be helpful in providing context to trends, when appropriate.</p>	
<p>21. Estates Committee minutes (Information)</p> <p>21.1. No Estates Part II minutes required discussion.</p>	
<p>22. Report of the Principal (Information)</p> <p>22.1. The Principal was congratulated on the completion of the project to launch the new website as this removed a considerable risk from the College.</p>	
<p>23. Discussion on Governing Body's performance during meetings</p> <p>23.1. Governors were invited to share their views on their performance during meetings, and Governance in general.</p> <p><u>Performance</u></p> <p>23.2. The Staff and Student Governors felt that performance had been very good with plenty of discussion and reflection.</p> <p>23.3. Governors felt it was an evolving process, and credit was given to all of the Chairs in how they operate meetings and encourage questioning and testing to ensure involvement and adaptation.</p> <p>23.4. Although the board was made up of a collective of broad expertise whose skills were demonstrated more so in the sub-committee meetings, there was clear cohesion at Governing Body meetings where final recommendations are made.</p> <p>23.5. Governors noted that through their own skillset being shared, and the gradually acquired knowledge of all other parts of the College, this then built on their own skillsets.</p> <p>23.6. Sub-committee members felt confident that the committees they were not involved in took as much responsibility as their own committees, knowing how much deep analysis was given to decisions.</p> <p>23.7. The Governing Body congratulated the Student Governors upon their tremendous performance over 2019-20 in how they had keenly asked lots of questions and shared their experiences. Their serving</p>	

<p>on the Governing Body had been a great credit to them for which the Governors and SLT thanked them.</p> <p>23.8. Governors debated the strategy of trying to encourage quieter Governors to speak through direct questioning. It was agreed that this was unnecessary as gentle encouragement would more likely give them confidence to share their views at the appropriate time.</p> <p>23.9. Governors asked SLT if they were collectively happy with the board's performance.</p> <p>23.10. SLT felt that the meetings were chaired really well and felt confident by the fact that Governors were not afraid to challenge a chair when it was required.</p> <p>23.11. Although the recommendations that came to Governors had already been rigorously challenged during SLT meetings, the senior leaders encouraged further challenge by Governors on some of the bigger issues, rather than the detail of some of the smaller ones.</p> <p>23.12. As the Governing Body currently lacks Human Resources expertise, the Director of HR welcomed this addition as challenge creates new learning for the sector in question.</p> <p><u>Digital</u></p> <p>23.13. Governors had fully embraced the online meetings via Zoom which had proved invaluable during the Covid lockdown.</p> <p>23.14. The Decision Time board management software, which had already been established for the past year, had provided further flexibility for written meetings and pre-meeting Q&As.</p> <p><u>Agenda and papers</u></p> <p>23.15. It was noted that visual graphs can be more helpful and have more impact than tables of figures or, in some cases, written form.</p> <p>23.16. Governors suggested that a rag-rated summary of Key Performance Indicators (KPIs) was received at the beginning of all Governor meetings to consider the bigger picture of success rates.</p> <p>23.17. The January strategy review meeting being held offsite had been very well received and Governors felt it gave a deeper insight into the College's vision. A Governor suggested having two half-day off-sites a year as opposed to one full day.</p> <p><u>Liaison with students and staff</u></p> <p>23.18. As Covid had halted the spring and summer visits to other campuses, Governors urged that this be reinstated as soon as it is safe, to ensure that Governors are both informed and that they are visual to the students and staff.</p>	<p>Clerk (Completed)</p> <p>Clerk/ Strategy Committee</p>
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<p>24.8. The Staff Governor gave a special thanks, on behalf of her colleagues, for all that Doug had given to Capel, including his quiet wisdom, an eye for detail, professionalism and for all the time he had invested.</p> <p>24.9. Doug was appointed a Vice President of the Patron of the College and he was sent a gift on behalf of the College.</p> <p>24.10. Doug thanked the Governing Body for the wonderful wishes and noted that he had been a visitor to Capel for 50 years! Doug expressed his confidence in Peter Doble succeeding him as the new Chair of Finance and praised the College in how well they had coped over the unprecedented Covid pandemic and wished Capel well in taking the College forward.</p> <p><u>Student Governors</u></p> <p>24.11. The Student Governors, Carl Butler, Jarryd Russell and Cara Glynn, were once again congratulated on their superb term of office representing Capel’s students. They have made an excellent contribution to helping the College and their fellow students and were given very best wishes for their future success.</p>	
<p>14. Date of next meeting</p> <p>14.1. The next meeting will take on Wednesday 16 December, 2020.</p>	

APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	16 December 2020
APPROVAL:	Remote confirmation: CONFIRMED		
	Or signed:		