
















Minutes Part I

Remote Access Symbols	
	Dialled in
	Online

Full Governing Body Part I minutes

Meeting Time and Date	1700 on Wednesday 16 December, 2020	
Meeting Location	Zoom Online 	
Members	Roger McClure (Chair)  Heather Barrett-Mold OBE (Vice Chair)  Patricia Brown Sheila Cunningham  Beryl De Souza  /  Peter Doble 	David Domoney Robert Howard Guy Jones-Owen Joanne Laban Lady Milnes Coates James Wisdom
Principal	Malcolm Goodwin 	
Staff Governor	Sarah Seery 	
Student Governors	Claus Matthews Lauren O'Leary Jarryd Russell	
Senior Leadership Team	Christine Bianchin (Academic)  Susanne Datta (HR)  Damien Fallon (Finance) 	
Minute Taker	Joanne Coffey (Clerk) 	
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	Action
<p>1. Apologies</p> <p>1.1. Apologies were received for Pat Brown, David Domoney, Claus Matthews, Lauren O'Leary and Jarryd Russell.</p>	
<p>2. Declaration of Interests</p> <p>2.1. Lady Coates for Item 6, Search, Governance and Remuneration minutes regarding her re-appointment.</p>	
<p>3. Minutes (Decision)</p> <p>Resolved to</p> <p>3.1. Approve the minutes of the Full Governing Body meeting held on 15 July 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. Report of the Clerk (Decision)</p> <p><u>Timetable of Meetings</u></p> <p>Resolved to</p>	

- 6.6. The Governing Body had surpassed its performance targets for attendance in 2019-20 with an overall average of 91%, which was well above the mean average overall attendance rate at UK colleges of 83.9% (from research conducted by the Clerk's Network of 95 UK colleges for 2019-20).

Resolved to

- 6.7. **Agree that the Governing Body had remained effective during 2019-20.**

Annual Review of the Corporation Code of Conduct

- 6.8. A proposed amendment was accepted to include the Principal in the approval for Governors to make statements to the press or media.

Lady Milnes Coates

- 6.9. Lady Milnes Coates current term of office was due to end in autumn 2020 and a further term of office would have become an Exceptional Term.
- 6.10. As Lady Coates had special skills in saddlery, and had an exceptional 100% attendance rate, she was invited by the Committee to serve either a partial or full 4-year exceptional term of office.
- 6.11. Lady Coates kindly agreed to serve a further 2-year term of office in order to support the College and, particularly, the leather centre.
- 6.12. Lady Coates membership credentials:
- First appointed to the Governing Body: July 2012
 - Member of: Finance and Resources and; Search, Governance and Remuneration Committees.
 - Attendance at formal meetings over past 2 years: 100%
 - For training events over past 2 years: 100%
 - Relevant skill set: very experienced in saddlery and equine matters, ex Master of Loriners and keen to support Christine in the development of the Leather Centre.

Resolved to

- 6.13. **Confirm the re-appointment of Lady Miles Coates to the Governing Body for a 2-year exceptional term of office from autumn 2020.**

Potential new Governors

- 6.14. The Governing Body had 5 vacancies for new Governors, with the consideration that 2 are left vacant, where possible, for the ESFA to appoint their own members when appropriate.

Sarah Moreland MBE

- 6.15. Previous Capel employee, Sarah Moreland MBE, expressed an interest in becoming a Capel Governor after being contacted by the Principal. Sarah worked at the College as the Interim Head of School, Princess Royal College of Animal Management & Saddlery and the Interim Academic Standards Manager.

<p>6.16. A meeting was held by Zoom on 24 September 2020 with Sarah, the Chair of Governors, Principal and Clerk, where it was affirmed by all that Sarah would make an excellent Governor.</p> <p>Resolved to</p> <p>6.17. Appoint Sarah Moreland MBE as a member of the Governing Body for a full term of office from autumn 2020.</p> <p><u>Governor advertisement</u></p> <p>6.18. An advert for new Governors was placed on the College’s website in September 2020 which can be found here www.capel.ac.uk/vacancy/governor/</p> <p>John Gayer</p> <p>6.19. John Gayer has a legal background, which is a current required skill. A meeting was held on 12 November 2020 with John, the Chair, Principal and Clerk. It was affirmed by all that John would make an excellent Governor and a potential new member of the Estates Committee and/or the Finance and Resources Committee.</p> <p>Resolved to</p> <p>6.20. To appoint John Gayer as a member of the Governing Body for a full term of office from autumn 2020.</p> <p>6.21. Another potential applicant was deferred to reconsider at the spring 2021 meeting.</p>	
<p>7. Audit Committee minutes</p> <p><u>Review of Terms of Reference</u></p> <p>7.1. The Terms of Office were revised to clarify that the Committee Chair’s term of office should align with their membership term of office.</p> <p>Resolved to</p> <p>7.2. Accept the amended Terms of Reference.</p> <p><u>Regularity Audit Self-Assessment Questionnaire 2019-20</u></p> <p>7.3. Annex A had been added which gave a specific focus on the impact of Covid-19. It focused on the need for continuity of service from College suppliers to enable the College to continue to deliver its services.</p> <p>7.4. Buzzacott agreed with the College’s self-assessment, and that their exposure in Annex A was minimal.</p> <p>Resolved to</p> <p>7.5. Approve the Regularity Audit Self-Assessment Questionnaire for 2019-20 and its submission to the Education and Skills Funding Agency by 31 December 2020.</p> <p><u>Review of Areas Susceptible to Fraud</u></p> <p>7.6. The newly acquired Mottingham campus had been exposed as there was inadequate security on site (no CCTV / alarms and limited perimeter fencing) which had resulted in a break-in resulting in a £6-9k loss.</p>	

- 7.7. The incidents were all fully insured against but it was recognised that asset losses may be impacted by inflation.

Resolved to

- 7.8. **Adopt the Fraud Review Schedule for 2019-20.**

Post Audit Management Reports 2019-20

- 7.9. Financial Health remained outstanding which placed the College in a solid position for the future.

Resolved to

- 7.10. **Approve the Post-Audit Management Reports issued in respect of the College, Capel Manor Limited and FHCVL for the year ended 31 July 2020.**

External Auditors' Letter of Representations 31 July 2020

Resolved to

- 7.11. **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 2020 on behalf of the Corporation.**

Report and Financial Statements 31 July 2020

Resolved to

- 7.12. **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 2020.**
- 7.13. **Approve the audit opinions as expressed by the auditor in respect of the financial statements for the year ended 31 July 2020 for Capel Manor College, Capel Manor Limited and Forty Hall Community Vineyard Limited.**

Internal Audit Service

Resolved to

- 7.14. **Confirm the continued appointment of Scrutton Bland to provide an internal audit service to the College for the 2020-21 year at a static cost of £18,725, exclusive of VAT.**

Annual Checklist of the Audit Committee 2019-20

Resolved to

- 7.15. **Accept the Annual Checklist of the Audit Committee 2019-20.**

Annual Report of the Audit Committee 31 July 2020

- 7.16. **Governors congratulated the Committee on their comprehensive Annual Report.**

Resolved to

- 7.17. **Adopt the Audit Committee Annual Report 31 July 2020.**

8. Finance and Resources Committee minutes (Decision)**Review of Terms of Reference**

- 8.1. The Terms of Office were revised to clarify that the Committee Chair's term of office should align with their membership term of office.

Resolved to

- 8.2. **Accept the amended Terms of Reference.**

Mottingham new build

- 8.3. The College had successfully negotiated in September 2020 for the GLA to have its approved grant funding for the Crystal Palace Park (CPP) development transferred to the Mottingham project.
- 8.4. Paperwork was currently being prepared to apply for Mottingham planning permission in January 2021. The budget for this year had allowed £100k for this process; the College having spent £572k on the CPP over a three-year period.
- 8.5. The College had just acquired an additional £424k grant funding for this project from the GLA. The cost of the Mottingham application had been projected to be £411k.
- 8.6. Congratulations were given to SLT for the successful application for this funding.

Resolved to

- 8.7. **Accept the additional costs of £411k for the Mottingham planning application.**

Key Accounting Ratios 2020-21

- 8.8. The adjusted current ratio was raised from $\geq 1.6:1$ to the Education and Skills Funding Agency (ESFA)'s expected rate of $\geq 2.5:1$, as the College had consistently met this parameter.
- 8.9. EBITDA was raised from 4% to 6% to reflect the ESFA's measure that 6% equated to Good.
- 8.10. Staff costs were capped at 70%, from the previous 65% due to this not being met in the previous year from the impact of the significant rise in pension contributions.

Group Management Accounts 31 July 2020

- 1.3. Governors congratulated the College for being in Outstanding financial health with an operating surplus, despite the impact of Covid completely shutting down its commercial operations.
- 1.4. Funding, grants, rates relief and furlough had substituted for this loss.

Resolved to

- 8.11. **Approve the group management accounts for the year ended 31 July 2020.**

External Auditors' Letters of Representation 31 July 2020**Resolved to**

<p>8.12. To authorise that the Chairman of Governors and the Principal to sign the Letter of Representation in respect of the College.</p> <p>8.13. 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 2020</u></p> <p>Resolved to</p> <p>8.14. 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 2020.</p> <p><u>Three Month Management Accounts 30 October 2020 and year end projection</u></p> <p>8.15. The College was projected to be in Good financial health at the end of the year.</p> <p>Resolved to</p> <p>8.16. Approve the group management accounts for the first calendar quarter to 31 October 2020.</p> <p>8.17. Approve the revised revenue budget for the year ended 31 July 2021.</p> <p>Sarah Seery joined the meeting.</p>	
<p>9. Academic Committee minutes (Decision)</p> <p><u>Review of Terms of Reference</u></p> <p>9.1. The Terms of Office were revised to clarify that the Committee Chair's term of office should align with their membership term of office.</p> <p>Resolved to</p> <p>9.2. Accept the amended Terms of Reference.</p> <p><u>Self-Assessment Report 2019-20</u></p> <p>9.3. The overall self-assessment grade recorded for the College for 2019-20 was Good.</p> <p>9.4. The School of Floristry, Floral Design and Balloon Artistry self-assessed as Outstanding (Grade 1).</p> <p>9.5. Apprenticeships and Business Development and the School of Countryside, Arboriculture and Agriculture both self-assessed as Requires Improvement (Grade 3).</p> <p>9.6. All other Schools were graded as Good (Grade 2), although some areas of horticulture were graded Outstanding.</p> <p>9.7. External validation had proved helpful in supporting this grading.</p> <p>Resolved to</p>	

<p>9.8. Approve the 2019-20 SAR.</p> <p><u>Quality Improvement Plan (QIP) 2019-20</u></p> <p>9.9. Governors were impressed with how Covid issues had been integrated into the QIP using an additional (one-off) WRAG (white-red-amber-green) rating colour to represent an inability to complete due to Covid-19.</p> <p>9.10. The final outcome was that out of 105 milestone steps, 84 were complete, 19 unable to complete due to Covid-19 and 2 remained unresolved.</p> <p>Resolved to</p> <p>9.11. Approve the final update of the QIP 2019-20.</p> <p><u>Quality Improvement Plan (QIP) 2020-21</u></p> <p>9.12. The format for the QIP 2020-21 was aligned with the new Education Inspection Framework (EIF) with four judgement areas; quality of education, behaviour and attitudes, personal development and leadership and management.</p> <p>Resolved to</p> <p>9.13. Approve the QIP 2020-21.</p>	
<p>10. Estates Committee minutes</p> <p><u>Review of Terms of Reference</u></p> <p>10.1. The Terms of Office were revised to clarify that the Committee Chair's term of office should align with their membership term of office.</p> <p>Resolved to</p> <p>10.2. Accept the amended Terms of Reference.</p>	
<p>10.5. Urgent COVID update</p> <p>10.3. During the week prior to the Governing Body meeting, an increase in the coronavirus transmission rates and a new, more infectious, strain of the virus found in London had led to stronger Government measures.</p> <p>10.4. Up to 14 December 2021, there had been a total of 6 teaching staff that had tested positive and 21 students. In the week commencing 7 December, there were nine individual student positive test results with seemingly, two potentially related cases. In the weeks before then, there had been, on average, 1 or 2 positive cases per week.</p> <p>10.5. There were approximately 3,000 students currently enrolled. Using the figures above, the equivalent rate per 100k for the College was around 333: higher than the national average of 173 and the London average which is currently around 225 per 100k.</p> <p>10.6. Overall, the students, and the staff, had been very good at complying with the COVID-protocols that the College enforced from the outset and these protocols had been generally more-restrictive than Government guidelines and in other institutions.</p>	

- 10.7. The College had closely followed Public Health England's and the Department for Education's guidance.
- 10.8. As the College was still operating a blended timetable including home-study and online study, less than two thirds of students actually physically attend on campus at any one time. This meant that there were generally far fewer students on site, at most 200 but at campuses like Brooks Farm, this was reduced to single figures.

Beryl de Souza joined the meeting.

- 10.9. The autumn term was due to end on 18 December 2020 although the Government had asked schools and colleges to use 18 December as an INSET day (an "in-service training day") so that no school pupils or college students attend on that day. Capel had followed that guidance so all College attendance and face-to-face teaching was due to finish at the end of Thursday 17 December. Staff would be working from home where possible with only essential campus attendance to protect the animals and premises.
- 10.10. This left three days between 14 December and the end of term, or more realistically, two, since students and staff would need a day's warning if the College were to be closed and alternative teaching arrangements made. There would, most likely, be further positive test cases but, on current evidence, they are much more likely to be infections occurring outside the College, and will not lead to significant further spread within the College.
- 10.11. Students had already had their studies disrupted and coming into College was very important for a great many of them, particularly the 16-19 cohort. Closing any earlier than absolutely necessary would disrupt their lives even further.
- 10.12. On behalf of the Governing Body, the Chair and Principal had weighed up whether the risks associated with travel to and from College, and being at College, were sufficiently great to disrupt the last two days of planned study.
- 10.13. The infection rate among the College population appeared to be relatively high but was not likely to lead to serious consequences over the next three days. At the same time, the College exists to provide life-changing education for a wide-range of people and particularly school-age youngsters, and disrupting this further could have lasting negative consequences to many, particularly the more vulnerable.
- 10.14. The Principal, with the Chair's support, decided, on balance, not to close the College for the remaining two/three days of term.
- 10.15. Governors were asked to stand ready to be consulted by early January 2021 whether and how the College should re-open for the Spring term, which would begin for FE and HE students on 4 January 2021.
- 10.16. Governors recognised that the optional non-symptomatic Covid testing of students, which was being rolled out by the Government, and the later vaccination programme, may improve confidence in students coming into College.
- 10.17. Governors felt assured that the isolation measures of classes or bubbles, being practised at the College, were effective, and they

<p>noted how impressed they had been with how the difficult Covid situation had been handled throughout the year by SLT, staff and students.</p> <p>Resolved to</p> <p>10.18. Confirm that the College should continue with the COVID-protocols and the teaching timetables as currently programmed until close-of-play on the 17 December 2020 and then return to the COVID-related teaching and learning timetables as planned from 4 January 2021, subject to any significant changes of Government advice and/or infection rates over the Christmas and New Year period.</p>	
<p>11. Report of the Principal</p> <p><u>Principal Key Performance Indicators (KPIs)</u></p> <p>11.1. As requested by Governors, a principal set of KPIs was presented as a pyramid to allow Governors to consider KPIs from a high level perspective.</p> <p><u>Academic Performance and Recruitment</u></p> <p>11.2. Academic performance completed at 87.9% for 2019-20, a 3-year increase in overall achievement, which was above national average yet 2.1% below the College internal target and proxy for Outstanding of 90%.</p> <p>11.3. Governors felt that this demonstrated an excellent performance and the Vice Principal and her team were congratulated.</p> <p>11.4. Recruitment was at 24 students below the Education and Skills Funding Agency (ESFA) expectations which was an improvement on the summer projections.</p> <p>11.5. The number of 16-18-year-old students represented 28% of the current total cohort of students. After Christmas, the College was expecting to enrol approximately a further 985 adult students which would lower this to 22%.</p> <p>11.6. Governors requested that future data included the distribution of 16-18s across schools.</p> <p>11.7. Diversity and equality are essential to the College's wellbeing and this year the number of Black and mixed-ethnicity (BAME) students was higher (20%) although it remained below the overall BAME population of London (42%). BAME students had a 1% higher achievement rate than white British students which is positive and important for further diverse recruitment.</p> <p>11.8. Arguably Capel was leading the way for diversity in the land-based sector, although it continued to strive towards even better representation of non-white students in all curriculum and geographical areas.</p> <p>11.9. Governors noted that the impact of Covid on indoor careers could provide more future interest in land-based education. This could be further promoted in terms of 'Healthy Careers' from working outdoors.</p> <p><u>Finance and funding</u></p>	<p>Academic</p> <p>Principal/Marketing</p>

11.10. Marketing strategies were continuing to increase turnover, which had risen over the previous three years, and systems were being put in place to handle the larger amount of leads that were being generated.

Guy Jones-Owen left the meeting.

Estates

11.11. The Royal Parks lease for the Regent's Park campus had been agreed with a modest 5% increase in rent.

11.12. They were no longer pursuing expressions of interest for the land.

11.13. Governor, James Wisdom, reported that a Gunnersbury Park masterplan had been created by Historic England to redevelop the park over the next 30 years. This could be advantageous to Capel in developing a potential zoo or providing a garden public service.

Peter Doble left the meeting.

11.14. The College was granted £580k from the Department of Education (DfE) to undertake repairs to the estate provided that all works were completed by March 2021. Originally the College identified £613k of project work to complete.

11.15. The DfE have now eased the deadline to complete work by September 2021.

The Mottingham / Crystal Palace Park capital development project

11.16. Proposals for the Mottingham / Crystal Palace Park scheme have been drawn up by the architects, Feilden Fowles, for RIBA stage 2 and the College's application to the GLA.

11.17. Governors felt that the architects were a good fit due to their skills with timber buildings.

Health and safety incident

11.18. A significant, and potentially fatal, near miss occurred on 6 October 2020, where a caretaker attempted to mitigate for rain leaking into a building which involved walking unaided onto the roof.

11.19. This prompted a fundamental review of health and safety culture and practices. Following discussion at the Estates Committee on 23 November, a new Health, Safety and Risk Committee will be formed to meet every month to ensure the culture remains active.

Fundraising

11.20. A new fundraiser has been appointed to begin work in January 2021.

11.21. Governors discussed the importance of setting fundraising targets to ensure that the new post provides an efficient return.

UK Innovation Corridor (UKIC) / Institute of Technology (IoT)

11.22. The DfE have confirmed that they cannot currently invest in the London-based Institute of Technology consortium being developed by the UKIC.

11.23. The UKIC still considered some new, higher level provision aimed to addressing elements of the emerging green economy to be valid and

<p>worthwhile although alternative routes of development and funding are needed. UKIC suggest that it is best achieved by having a lead academic institution supported by the UKIC and a higher education institution (HEI) and had asked Capel Manor to be that lead.</p> <p>11.24. Middlesex University and ADA had already expressed an interest in pursuing this route and other colleges are keen to be included.</p> <p>11.25. The Greater London Authority (GLA) have also show support at senior level.</p> <p>11.26. Further concepts will be considered at the Strategy away day in February 2021.</p> <p>11.27. Governors suggested that Imperial College and UCL may be interested which will be further explored.</p>	<p>Principal</p>
<p>12. Ofsted Interim Visit</p> <p>12.1. The College was visited by Ofsted on 3-4 December 2020 for a Covid interim visit to help learners, parents, employers and government understand how providers are meeting the needs of students and apprentices in this period, including learners with high needs and those with special educational needs and disabilities.</p> <p>12.2. A report will be due in early January 2021 but all indications were that it was a successful visit.</p> <p>12.3. The College had responded very well during the visit and the Vice Principal and Staff Governor were particularly thanked for their calm and encouraging approach.</p>	
<p>13. AOB</p> <p>13.1. None.</p>	

APPROVED MINUTES	
CHAIR:	Roger McClure
	DATE: 31 March 2021
APPROVAL:	Remote confirmation: CONFIRMED
	Or signed: