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Full Governing Body Minutes

Meeting Time and Date	1700 on Wednesday 14 December, 2022	
Meeting Location	Zoom online	
Members	Roger McClure (Chair)  Heather Barrett-Mold OBE (Vice Chair)  Paulina Balogun Sheila Cunningham Beryl De Souza  Peter Doble  Lorna Fitzjohn 	Guy Jones-Owen  Joanne Laban  Alex Lane  Ralph Luck OBE Heather Marks Sarah Moreland MBE  Stephen Way 
Principal	Christine Bianchin 	
Staff Governor	Sarah Seery 	
Student Governors	Rosie Evans Bradley Hannigan Casandra Fox  Kieran Careford (Reserve) 	
Senior Leadership Team	James Bryan (HR)  Denise Cheng-Carter (Finance)  Denise Lloyd (Academic)  David Scott (Estates) 	
External Auditors	Katharine Patel, Buzzacott 	
Minute Taker	Joanne Coffey (Clerk) 	
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	Action
1. Welcome and Apologies 1.1. Apologies were received for Paulina Balogun, Sheila Cunningham, Ralph Luck, Heather Marks, Rosie Evans and Bradley Hannigan.	
2. Declaration of Interests 2.1. Peter Doble for Item 7, Search, Governance and Remuneration Committee minutes: Terms of Office.	
3. Buzzacott Presentation of the Statutory Accounts (Decision) 3.1. Katharine Patel of Buzzacott, the College's External Auditors, presented the College's statutory accounts and financial statements to the Board. 3.2. It was confirmed that no matters of concern had been raised and Buzzacott confirmed that the College were a Going Concern, in terms of solvency. 3.3. The College's share of the Local Government Pension Scheme (LGPS) had significantly reduced from £10m to £1.8m at the year-end due to a reduction in liabilities. This was a sector wide phenomenon due to the rise in UK interest rates affecting the return	

<p>on corporate bonds, which is the rate at which the actuaries discount the liabilities.</p> <p>3.4. Governors queried how the college sector were managing with the prioritisation to increase staff pay. This had generally been through balancing their budgets and/or finding other ways to diversify their income.</p> <p>3.5. Buzzacott were thanked for their work in auditing the accounts.</p> <p>Katharine Patel left the meeting.</p>	
<p>4. Minutes (Decision)</p> <p>Resolved to</p> <p>4.1. Approve the minutes of the Full Governing Body meeting held on 28 September 2022 as a correct record and authorise the Chair to confirm them.</p>	
<p>5. Matters Arising (Information)</p> <p>5.1. No Matters Arising from the minutes were discussed.</p>	
<p>6. Report of the Principal (Decision)</p> <p><u>College Improvement Plan</u></p> <p>6.1. The College sourced a highly experienced external consultant in September 2022 to carry out 'deep dives' as part of the College's preparations for Ofsted. Findings were shared with Governors at the Full Governing Ofsted training in September 2022.</p> <p>6.2. The consultant highlighted key strengths and also some areas for urgent attention. An operational College Improvement Plan had been developed, in order to drive the necessary focused and rapid improvements in identified areas across the College.</p> <p>6.3. The College Improvement Plan identifies a number of priority areas requiring additional resources including: safeguarding, quality of teaching and learning (including areas of leadership and management as well as outcome for students), student recruitment, data management and accessibility.</p> <p>6.4. These urgent support and resources required £343,940 of additional costs in 2022-23 (including £100k of possible restructuring costs). This additional expenditure, under the current exceptional circumstances, is a recommendation in the Item 9, Finance and Resources Committee minutes.</p> <p>6.5. Further external consultant visits had taken place at the College following the success of this visit. It was highlighted that, although the external consultants had experience working as Ofsted inspectors, that they did not represent Ofsted in any official capacity.</p> <p><u>Safeguarding</u></p> <p>6.6. An independent audit of safeguarding had taken place to share best practice. The audit demonstrated that robust safeguarding procedures were in place, throughout all campuses.</p>	

<p>6.7. There were no major areas of concern raised, rather advice on where added value could be made around visual prompts, such as posters and branded lanyards.</p> <p>6.8. Governors felt that this was a further positive step to keep students safe. Governors were invited by management to feedback their experiences and comments during their future visits to the College campuses, as another layer of sense-checking.</p> <p>6.9. It was suggested that a high level safeguarding report could be produced by the Safeguarding Lead Governors to collate the monthly safeguarding data. Governors agreed to this new report and a template would be shared by Stephen Way to demonstrate content used by other establishments.</p> <p>6.10. The proportion of staff who had completed safeguarding training was currently at 86%. It was explained that this was due to a new training module, otherwise it would be at 100% where new staff complete this training during their induction. The remaining staff (mainly casuals) were receiving regular prompts.</p> <p>6.11. A Student Governor confirmed that 30% of their training was spent on safeguarding, with it clearly prioritised, but sadly achievement for the safeguarding qualification was negatively impacted by inefficient data collection.</p> <p>6.12. Governors suggested more lower cost safeguarding training options, such as the online NHS training which is aimed at protecting children and the elderly.</p> <p><u>Staff survey</u></p> <p>6.13. As the Staff survey was now being processed in-house, Governors queried whether more affordable options, such as Google Docs, could be used.</p> <p>6.14. As the College was currently dealing with a significant number of people-related issues, a good quality platform had been invested in to ensure that all key areas were included.</p> <p><u>Income</u></p> <p>6.15. In July 2022 the College set a budget for 2022-23 with a planned operating surplus of £163k. The College has subsequently under-recruited Higher Education (HE) students by 21, resulting in circa £160k shortfall in income this year and has also seen an increase in Adult Education funding from the GLA of £72,720 in recognition of cost of living increases.</p> <p><u>Student Progress and Data</u></p> <p>6.16. Student attendance was at 85%, up 4% on year. This was nationally on par, although with English and maths attendance at 73% this demonstrated significant progress. Staff had been chasing attendance manually in order to drive these improvements.</p> <p>6.17. Governors queried what progress had been made since September to monitor the impact on student attendance and achievement. As staff had been relying on manual calculations, this had impacted</p>	<p>Clerk</p>
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<p>how timely the College could react to progress issues and report outcomes at this point in the year.</p> <p>6.18. Staff sickness had also impacted on time pressures and the Management Information Team had been under further pressure from multiple audits in the last two years.</p> <p>6.19. Management confirmed that the Quality Team had recently changed their systems to create more effective reporting on student progress tracking. The focus was now on bringing that consistency to all campuses.</p> <p>6.20. It was noted that Foundation Learning was now in a much stronger place with demonstrable improvements.</p> <p>6.21. Governors reiterated the fundamental importance of responsive data systems. The Academic Committee had conducted a full and vigorous discussion about prompt access to data, which had been further considered at the Finance and Resources Committee in terms of investing in new data systems.</p> <p>6.22. Management explained that due to a lack of technical capability within staff that it would take time, as well as investment, to improve data systems.</p> <p>6.23. A Governor noted that, although the excellent personal development outcomes of students at Capel are impactful, that the ultimate measure needed to be the qualifications that they achieve to progress them in their careers.</p> <p><u>Monitoring the Improvement Plan</u></p> <p>6.24. Governors felt that it was important that they monitor and support the Capel Improvement Plan outside of meetings. Management agreed to explore the creation of a Governors' Dashboard to provide up to date progress monitoring against Key Performance Indicators (KPIs).</p> <p>6.25. The Board agreed that focus should be on the urgent requirements, followed by those that would provide a foundation for the next level of improvements.</p>	<p>Principal</p>
<p>7. Search, Governance and Remuneration Committee minutes (Decision)</p> <p><u>Terms of Office</u></p> <p><u>Peter Doble</u></p> <p>7.1. Peter Doble's first term of office is due to end on 14 December 2022. Peter had requested that he serves a second term of office of one year maximum.</p> <p>Resolved to</p> <p>7.2. Agree that Peter Doble serves a second Term of Office of one year, as a Governor and Chair of the Finance and Resources Committee, from 14 December 2022.</p> <p><u>Link Governors</u></p> <p><u>Safeguarding Lead Governor</u></p>	

<p>7.3. Beryl de Souza's exceptional term of office is due to end on 29 March 2023 and will, therefore, not be eligible to serve a further exceptional term.</p> <p>7.4. Beryl is currently the Safeguarding Lead Governor. To ensure that this key area is well covered, it was agreed to appoint a second Safeguarding Lead Governor.</p> <p>Resolved to</p> <p>7.5. Appoint Heather Barrett-Mold as a Safeguarding Lead Governor from 14 December 2022.</p> <p>7.6. Appoint Stephen Way as a Safeguarding Lead Governor from 29 March 2023.</p> <p><u>Committee Membership</u></p> <p>7.7. As the Academic Committee was now full with 8 Members and 2 Observers, as new Governors, Lorna Fitzjohn has been approved by the Chair of the Committee to become a member, it was proposed to extend the membership to 10.</p> <p>Resolved to</p> <p>7.8. Extend membership of the Academic Committee from 8 to 10 members.</p> <p><u>Annual Review of the Effectiveness of the Governing Body 2021-22</u></p> <p><u>Review of compliance with national Governance guidance</u></p> <p>7.9. The College remained fully compliant with the current AoC Code, as demonstrated in the compliance check-list.</p> <p><u>Governance performance</u></p> <p>7.10. The Governors' key performance indicators had all been met in 2020-21.</p> <p><u>Compliance of annual returns</u></p> <p>7.11. Declarations of Annual Membership and Declarations of Interests had all been completed by Governors.</p> <p><u>Attendance</u></p> <p>7.12. The Governing Body surpassed its attendance targets in 2021-22 but fell short on Corporation attendance by 6%. The additional Board meeting in September will provide more opportunity for attendance.</p> <p>7.13. The College's overall average of 86.2% is above the mean average overall attendance rate at UK colleges of 82.5% (from research conducted by the Clerk's Network of 102 UK colleges for 2021-22).</p> <p>7.14. Governors rated their overall performance in 2021-22 against these criteria at 76%. This is a new breakdown of performance via the Governors' survey, which considers effectiveness, skillset, challenge and teamwork. Comparisons will be made with previous years, going forwards.</p> <p>7.15. The Board had an in-depth discussion about how their effectiveness could be additionally measured against College outcomes. Although</p>	
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<p>a dashboard will provide a more accurate snapshot of current data, it would be unlikely that any strategic changes could be effective over the course of one year.</p> <p>7.16. It was also important to recognise that the College had faced immense challenges over the past 3 years, including the pandemic, the impact of its aftermath on the economy and education along with significant senior management changes.</p> <p>7.17. Governor, Stephen Way, who conducts External Reviews, noted that the judging parameters for Governing Bodies are how well they evaluate effectiveness throughout the College. Again, correcting the underlying issue of poor data would provide Governors with a clearer vision to govern from. Stephen Way offered his support in the overall data architecture design.</p> <p>7.18. Management reassured Governors that the College has in place effective overall data, such as KPIs and MIS reports, but that the data issue was around disjointed systems not responding in a timely fashion.</p> <p>7.19. It was agreed that a collective approach was needed with SLT and Governors continuing to work together in a supportive way but with more regular contact.</p> <p>Resolved to</p> <p>7.20. Agree that the Governing Body has remained effective during 2021-22 against these criteria.</p> <p><u>Annual Review of Governance Policies</u></p> <p>7.21. No changes were required for the Instrument and Articles, Statement of Governance and the Corporation's Code of Conduct.</p> <p>7.22. Minor changes, to condense the titles of the Senior Leadership Team, were agreed for the College's Standing Orders.</p> <p><u>Senior Post Holder (SPH) Remuneration Code and Policy</u></p> <p>7.23. The College's SPH Policy had now been updated to clarify that the College had adopted the AoC Senior Post Holder Remuneration Code.</p> <p>7.24. It also now specifies that: Remuneration decisions must be independent, competent and should not be chaired by the Chair of Governors (the Vice Chair of Governors will Chair these decisions).</p> <p>Resolved to</p> <p>7.25. Adopt the:</p> <ul style="list-style-type: none"> a) <u>Instrument and Articles (standing)</u> b) <u>Standing Orders (revised)</u> c) <u>Statement of Governance (standing)</u> d) <u>Corporation Code of Conduct (standing)</u> e) <u>SPH Remuneration Policy (revised)</u> 	<p>Principal</p>
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<p>7.26. The Chair of Governors encouraged Governors to take part in future Governor surveys, which were not very time constraining.</p>	
<p>8. Report of the Clerk (Decision)</p> <p><u>Timetable of meetings 2022-24</u></p> <p>Resolved to</p> <p>8.1. Adopt the updated timetable of meetings for 2022-24.</p> <p><u>Mei Lim</u></p> <p>8.2. The Search, Governance and Remuneration Committee recommend a prospective new Governor to the Board.</p> <p>8.3. Mei Lim had a wide remit of educational experience, including primary academy (so concerned with finance and staffing matters) along with having been a School Governor. Their current role was with a charity, supporting children and young people, including those from disadvantaged backgrounds with additional needs. The candidate had also worked with communities helping adults get back into training.</p> <p>8.4. The interview panel found Mei to be energetic and enthusiastic with a committed work ethic.</p> <p>Resolved to</p> <p>8.5. Appoint the candidate for a 4 year Term of Office from 14 December 2022.</p> <p>8.6. Become a member of the Finance and Resources Committee.</p> <p><u>Governor Recruitment Policy: Link Governors</u></p> <p>8.7. As the Senior Leadership Team had now taken ownership of appointing Link Governors (apart from the Safeguarding Lead(s) which will be a recommendation to the Board), it was agreed to amend the Governor Recruitment Policy to reflect this.</p> <p>Resolved to</p> <p>8.8. Adopt the revised Governor Recruitment Policy.</p> <p><u>Presentation of Decision Time appendices</u></p> <p>8.9. At the recent Academic Committee meeting, the papers were presented on Decision Time with the appendices separated to the back of the meeting pack, as a trial. See here to view the papers that have now been released to all Governors.</p> <p>8.10. Chairs were invited to advise the Clerk if they also wished to trial this new layout before any further decisions are made on a permanent change to the Decision Time packs.</p> <p><u>Student Governors</u></p> <p>8.11. The Student Governors had now all been appointed for 2022-23:</p> <p><u>Student Governors:</u> Attends Academic Committee, Academic Board, Estates Committee and Full Governing Body and training events.</p>	

<p>Rosie Evans - studying HE Animal Management at Enfield</p> <p>Bradley Hannigan - studying Level 2 Animal Care at Gunnersbury Park</p> <p>Cassandra Fox – studying Level 3 Technical Floristry at Enfield</p> <p><u>Reserve Student Governors:</u> Attends training events, invited to step-up as Student Governor at next available opportunity.</p> <p>Kieran Careford – studying Level 2 Garden Design at Enfield</p> <p>Leo O'Driscoll – studying Level 3 Animal Management at Crystal Palace Park</p> <p><u>Chair's Action</u></p> <p>8.12. No Chair's Actions had been made since the previous Governing Body meeting on 28 September 2022.</p> <p><u>College Seal</u></p> <p>8.13. The College seal was applied on 24 November 2022 to a Deed of Variation for The Regent's Park lease, mainly to extend the date of tenure to 30 September 2024.</p>	
<p>9. Finance and Resources Committee minutes (Decision)</p> <p><u>Additional costs</u></p> <p>9.1. An operational College Improvement Plan had been developed in order to drive the necessary focused and rapid improvements across the College. The plan identified priority areas, risks, milestone targets, as well as required support and resources.</p> <p>9.2. Identified urgent support included investment in the following areas: Foundation Learning; Safeguarding; Apprenticeships; Teaching and Learning and; Data.</p> <p>9.3. As these priority areas were urgent, the required immediate support and resources amounted to £343,940 additional costs in 2022-23 of which £100,000 relates to potential restructuring costs.</p> <p>Resolved to</p> <p>9.4. Approve the commitment of £344k in costs and confirm that the College financial health grading should remain as Good.</p> <p><u>Report and Financial Statements 31 July 2022</u></p> <p>9.5. The Audit Committee had approved the regulatory information at their meeting on 11 November 2022.</p> <p>9.6. The Finance and Resources Committee had responsibility for the Strategic Report and the financial pages with accompanying notes of the College accounts and for the full content of the Capel Manor Limited and Forty Hall Community Vineyard Limited (FHCV) accounts.</p> <p>Resolved to</p>	

<p>9.7. Approve the accounting policies and the Financial Statements of Capel Manor College, Capel Manor Limited and Forty Hall Community Vineyard Limited for the year ended 31 July 2022.</p> <p><u>Pay Award</u></p> <p>9.8. The Governing Body previously approved a 3% increase in pay across all roles and this had been budgeted for. This will be actioned from 1 January 2023 as expected. 3% increases from 1 January are also being planned in the next two years, although these remained subject to Corporation agreement.</p> <p>9.9. Other options had been presented to Governors, including tapering the pay award to visibly focus the increase on those most in need. However, the College's pay structure would create an overlap on narrow pay bands, and anomalies existed where lower banded people would be paid more than those on a higher scale.</p> <p>9.10. It was confirmed that the pay award was based on affordability for Colleges, with no guidance from the Department for Education. AoC guidance is available but this is optional.</p> <p>Resolved to</p> <p>9.11. Agree the 3% pay award, as well as the College's continued commitment to the LLW and increase to the LWA for Regents Park and Gunnersbury Park.</p> <p><u>Brooks Farm</u></p> <p>9.12. As the Brooks Farm campus was being closed, it was clarified that, although there are initial short term costs, the plan will be self-funding from the long term costs of retaining the campus, approximately £130k per annum.</p>	
<p>10. Estates Committee Minutes (Decision)</p> <p><u>Animal Collections Policy</u></p> <p>10.1. The Animal Collection Policy is now overseen by the Estates Committee due to the Corporate liability element of running zoo licenced animal collections. In terms of operational implementation, this will be overseen by the School of Animal Management with the support of other departments as appropriate.</p> <p>Resolved to</p> <p>10.2. Adopt the Animal Collections Policy.</p>	
<p>11. Update on Mottingham Project (Decision)</p> <p>11.1. The type of 'archaeological scheme of investigation' requirement in the pre-commencement conditions list had been unclear as to whether the council were expecting the College to complete a 'watching brief' or a full archaeological dig. It had now been confirmed that only a watching brief would be necessary.</p> <p>11.2. The preferred contractor had been re-pricing their March submission. In addition, there were additional costs arising from the town planning section 106 conditions and design amendments required from the approval process.</p>	

<p>11.3. The increased cost of £931,816 was predominantly due to:</p> <ul style="list-style-type: none"> a) the preferred contractor allowing for uplifts of inflation over the period March 2022 to date, plus the adjusted inflation projections for 2023 and the impact of previous value engineering measures. b) Additional Section 106 costs of £40,000. <p>11.4. The project will be funded with £5,363,000 from the GLA, and the balance of £2,169,262 from the College's own cash reserves. The College has to date expended £715,000 on this project.</p> <p>11.5. The College's financial health rating will remain as 'Good'.</p> <p>11.6. The College were expecting to fulfil the Section 106 requirements by the end of January 2023, to protect from further inflation. If any further delays occurred, creating additional costs, a new recommendation would be presented to the Board.</p> <p>11.7. Although Governors acknowledged that the £2.1m (£1.4m left to pay) was a large amount to be investing by the College, it was essential, and a balanced risk, in order to open up provision in South London and provide a good standard of accommodation for Capel's students.</p> <p>11.8. By having a more attractive offering in South London, showcased through a powerful marketing campaign, an increase of, at least, 20% in student numbers would be expected.</p> <p>11.9. Governors also noted that the College had the option to dispose of property assets to further protect its financial health and maintain the College as a Going Concern, as necessary.</p> <p>11.10. The Strategic Away Day would consider further strategies for dealing with future budgets.</p> <p>Resolved to</p> <p>11.11. Delegate authority to the Principal to issue the letter of intent timely (mid-January 2023) to the preferred contractor ACS of £5,302,652 subject to the following:</p> <ul style="list-style-type: none"> a) A separation of the demolition works required to clear the site at a figure of £69,316 b) Confirmation that the demolition does not constitute 'commencement of development' from London Borough of Bromley (LBB) c) The signature of the section 106 document d) A positive GLA referral e) A maximum College contribution of £2,169,262. 	
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<p>12. Strategy Committee Minutes (Decision)</p> <p><u>Strategy Committee Terms of Reference</u></p> <p>12.1. The Committee discussed the necessity to continue with a Strategy Committee, based on Governors' feedback from the Governor Surveys and discussions by the Strategy Committee.</p> <p>12.2. It had been discussed that it would be more efficient to remove the Committee, rather than invite all of the Board as Observers, who could not then vote.</p> <p>12.3. The Governing Body considered whether to:</p> <ul style="list-style-type: none"> a) Remove the Strategy Committee, and its Terms of Reference. All strategic matters would be shared between the Strategy Away Day and the Full Governing Body meetings. b) Retain the Strategy Committee and approve its revised Terms of Reference, which would remove the necessity of a minimum of one meeting per year. c) Retain the Strategy Committee and approve its standing Terms of Reference. The annual meeting would take place approximately 2 weeks before the Full Governing Body meeting. <p>12.4. A broad discussion ensued which considered:</p> <ul style="list-style-type: none"> a) Timing of the Committee to receive suggestions from other Committees prior to recommendations to the Board. b) The need for a collective approach, particularly as there were a wide range of skills and experience on the Board, beyond the Chairs. c) Regular Chairs/Vice Chair meetings with the Principal could be established to deal with any urgent matters. d) The Chair/Vice Chairs could also have meetings away from the Executive. e) More frequent, but briefer, Board meetings to deal with specific, focused issues. <p>12.5. As this required more time to consider, it was agreed that the format of the strategic meetings would be an item for discussion during the Strategy Away Day.</p> <p>12.6. The key focus of these strategic meetings would be to deliver a long term strategy, focusing on the key goals of recruiting staff and students to deliver a great education and financial stability, supported by robust systems and data.</p> <p>Resolved to</p> <p>12.7. Decide on the format of the College's Strategy meetings at the Strategic Away Day.</p>	<p>Principal</p>
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13. Academic Committee Minutes (Decision)

Self-Assessment Report 2021-22

- 13.1. The overall self-assessment grade recorded for the College for 2021-22 was Grade 3, Requires Improvement, reduced from Grade 2 in the previous year.
- 13.2. An external review of the SAR is undertaken during the Landex Peer Review process. Also, where possible an external review is undertaken by an experienced Ofsted Inspector. The 2021-22 SAR has been reviewed by two external consultants with Ofsted experience.

Resolved to

- 13.3. **Approve the 2021-22 SAR.**

Quality Improvement Plans (QIP) 2021-22

QIP 2021-22

- 13.4. Over the last academic year, there were 143 individual specific actions for improvement across all six College centres and six curriculum areas. 126 were complete and 17 remained unresolved.
- 13.5. Governors supported the proposal that funding is invested into improving the QIP.

Resolved to

- 13.6. **Approve the final update of the QIP 2021-22.**

QIP 2022-23

- 13.7. The Board were satisfied with the first presentation of the QIP for 2022-23.

Resolved to

- 13.8. **Approve the QIP 2022-23.**

Learning and Teaching Policy

- 13.9. The Learning and Teaching Policy states expectations about the quality of education that a student should expect, and how teachers will deliver a well-balanced curriculum which will be engaging, ambitious and supports the learning journey.
- 13.10. To improve quality of education, the policy introduced a two tier Learning Walk process to be able to monitor the teaching more deeply, support the development cycle and performance of teachers, provide better opportunities to engage with students in lessons to evaluate their progress and share best practice.

Resolved to

- 13.11. **Adopt the Attendance Policy, and the Learning and Teaching Policy including the move to ungraded lesson observations.**

Annual Student and Staff Equality, Diversity and Inclusion (EDI) Data Report 2021-22

<p>13.12. The Governing Body received the Annual Student and Staff EDI report.</p> <p><u>Annual Safeguarding Report 2021-22</u></p> <p>13.13. To Governing Body received the Annual Safeguarding Report.</p>	
<p>14. Audit Committee Minutes (Decision)</p> <p>14.1. Alex Lane had been appointed as Vice Chair of the Audit Committee.</p> <p>14.2. The minutes required a revision (6.2) to correct that the net funding claim was for £1,340.</p> <p><u>Regularity Audit Self-Assessment Questionnaire 2021-22</u></p> <p>14.3. The ESFA requires all colleges to appoint their Financial Statements Auditor to provide an opinion on the regularity of the College's expenditure, regardless of the source of the funds being spent.</p> <p>14.4. In support of this audit, the College is required to annually review and update its self-assessment of regularity and provide a documentary file of evidence for audit review.</p> <p>14.5. The Board were in agreement with the self-assessment.</p> <p>Resolved to</p> <p>14.6. Approve the Regularity Audit Self-Assessment Questionnaire for 2021-22 and its submission to the Education and Skills Funding Agency.</p> <p><u>Review of Areas Susceptible to Fraud</u></p> <p>14.7. The primary responsibility for prevention and detection of fraud rests with those charged with governance and management.</p> <p>14.8. In discharging this responsibility, the following aspects of governance were to be considered:</p> <ul style="list-style-type: none"> a) promotion of a culture of honesty and ethical behaviour; b) maintenance of internal controls to allow effective and efficient business operations and provide reasonable assurance of compliance with laws and regulations; and c) establishment of a control environment and maintenance of policies and procedures to enable preparation of financial statements which show a true and fair view. <p>14.9. As part of the financial statements audit, the auditor is required to obtain a representation from the Governing Body that:</p> <ul style="list-style-type: none"> a) It acknowledges its responsibility for the design and implementation of internal control to prevent and detect fraud; b) It has disclosed the results of its assessment of the risk that the financial statements may be materially misstated as a result of fraud; and 	<p>Clerk (Completed)</p>

<p>c) It has disclosed its knowledge of fraud or suspected fraud affecting the College in terms of misappropriation and financial reporting.</p> <p>14.10. The Audit Committee had upgraded their limited appetite for fraud to <i>a zero appetite for fraud</i>.</p> <p>Resolved to</p> <p>14.11. Adopt the Review of Areas Susceptible to Fraud report for 2021-22.</p> <p>a) Appendix I: Current year and three-year history</p> <p>b) Appendix II: Buzzacott Fraud Assessment 2021-22</p> <p>c) Appendix III: College Review of Areas Susceptible to Fraud 2021-22.</p> <p><u>Post Audit Management Reports 2021-22 (Decision)</u></p> <p>14.12. The external auditor, Buzzacott, issued a clean report in respect of the post-audit reports for Capel Manor College, Capel Manor Limited and Forty Hall Community Vineyard Limited (FHCVL).</p> <p>Resolved to</p> <p>14.13. Approve Buzzacott's Post-Audit Management Reports issued in respect of Capel Manor College, Capel Manor Limited and FHCVL for the year ended 31 July 2022.</p> <p><u>External Auditors' College Letter of Representations 31 July 2022</u></p> <p>14.14. The Governing Body has a responsibility to confirm to the external auditor (Buzzacott), via a signed letter, the representations received from management on which they rely in completing their audit of the accounting records and forming their opinion on the financial statements.</p> <p>14.15. The letter now also included an additional key assumption that planning permission is approved for the Mottingham development.</p> <p>Resolved to</p> <p>14.16. Confirm that the Chair of Governors and the Principal be authorised to sign the Letter of Representations in respect of sections 4 and 16 for the year ended 31 July 2021 on behalf of the Corporation.</p> <p><u>Report and Financial Statements 31 July 2022</u></p> <p>14.17. Whilst the Finance and Resources Committee has responsibility for the accounts in general, the Audit Committee has responsibility for satisfying itself that the following sections are accurate and recommend them to the Governing Body for adoption.</p> <p>Resolved to</p> <p>14.18. 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 2022.</p>	
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Financial Statements and Regularity Audit Service

- 14.19. Buzzacott continued to provide robust challenges on the Colleges' accounting treatment of transactions and providing technical support in the interpretation of the regulations, accounting standards and accounts direction with which the College must comply.
- 14.20. The current year 2021-22 Financial Statement audit has been completed to the agreed timeline at the planning stage, with a hybrid on-line and on-site working combination. Financial statements have been provided on a timely basis by the College to the auditors to facilitate their work during the audit.
- 14.21. Buzzacott had reviewed the College's Report and Financial Statements and confirmed they were in good order.
- 14.22. The Board agreed with the auditor's opinions and Buzzacott and the Finance Team were thanked for all of the work that had been conducted to form this outcome.

Resolved to

- 14.23. **Approve the audit opinions as expressed by the auditor in respect of the financial statements for the year ended 31 July 2021 for Capel Manor College, Capel Manor Limited and Forty Hall Community Vineyard Limited.**

Evaluation of the Internal Audit Service

- 14.24. Scrutton Bland had now been with the College for 8 years and, despite a previous, now resolved issue, regarding amended reports, it was agreed not to change the auditors for a further year. This would provide stability through current senior management changes.

Resolved to

- 14.25. **Appoint Scrutton Bland to provide an internal audit service to the College for the 2023-24 at daily costs of £550, 31.5 days (2021-22 £535, 39 days), exclusive of VAT.**

Annual Report of the Audit Committee 31 July 2022

- 14.26. The Post-16 Audit Code of Practice (ACOP) requires the Audit Committee to produce an annual report, which must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control sections contained in the annual accounts are signed.
- 14.27. The Annual Report demonstrated that the Committee had fulfilled its responsibilities, which was reflected back in the Internal Auditor's annual report and by how the College had responded to make the necessary adjustments.

Resolved to

- 14.28. **Adopt the Audit Committee Annual Report 31 July 2022 which confirms that the overall approach to risk management is fit for purpose, the principal risks reasonably represent the main internal and external risks and the specific risk relating to legal and regulatory as relevant to this Committee is being effectively managed.**

<p>15. Date of Next Meeting</p> <p>15.1. The next scheduled Full Governing Body and Training is on Wednesday 29 March, 2023 from 1600 at the Gunnersbury Park campus.</p>	
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APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	29 March 2023
APPROVAL:	<p>Remote confirmation: Approved.</p> <p>Or signed:</p>		