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Full Governing Body
Minutes

Meeting Time and Date	1730 on Wednesday 12 July, 2023	
Meeting Location	Regent's Park	
Members	Roger McClure (Chair) Heather Barrett-Mold OBE (Vice Chair) Joanne Roxburgh (Chair Designate) Sheila Cunningham Darrell DeSouza Peter Doble Lorna Fitzjohn	Guy Jones-Owen Joanne Laban Alex Lane Ralph Luck OBE Sarah Moreland MBE Stephen Way
Principal	Peter Brammall	
Staff Governor	Sarah Seery	
Student Governors	Rosie Evans Bradley Hannigan Casandra Fox	
Observers	James Bryan (HR) Paul Smith (Deputy Principal / Finance) Denise Lloyd (Vice Principal / Academic) Rachel Nicol (External Reviewer of Governance)	
Minute Taker	Joanne Coffey (Clerk)	
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	Action
<p>1. Welcome and Apologies</p> <p>1.1. The Chair welcomed Joanne Roxburgh, Darrell DeSouza and Peter Brammall as new Governors to the Board meeting.</p> <p>1.2. Rachel Nicol, who was completing the external review of Governance, was also welcomed.</p> <p>1.3. Apologies were received for Sheila Cunningham, Joanne Laban, Mei Lim, Ralph Luck, Sarah Moreland, Rosie Evans, Casandra Fox and Bradley Hannigan.</p> <p>1.4. The Chair noted that the Governing Body were now more diverse, in terms of more female Governors and a wider range of skills.</p> <p>1.5. The Awards Days from the previous week had been a great success, and it had stood out to the Chair how encouraging it had been to see the good humour and positivity from staff at the Staff's Star Awards.</p> <p>1.6. The College had received new capital funding to invest in the College's freehold sites which provided more optimism for the future.</p>	

<p>1.7. Ofsted's visit had confirmed the College's own self-assessment of requiring improvement and the Chair looked forward to the College moving to Good in the near future.</p>	
<p>2. Declaration of Interests</p> <p>2.1. Guy Jones-Owen for Item 10, Search, Governance and Remuneration Committee minutes: Terms of Office.</p>	
<p>3. Minutes (Decision)</p> <p>3.1. Minute 5.5, of the March 2023 minutes, was corrected to demonstrate that the new two tier lesson observation process provided a more holistic <i>approach</i>.</p> <p>3.2. It was confirmed that the revised Accountability Agreement statement was on track to be lodged by the end of July 2023, when it would then be circulated to Governors.</p> <p>Resolved to</p> <p>3.3. Approve the minutes of the Full Governing Body meetings held on 29 March 2023 and 17 May 2023 as a correct record and authorise the Chair to confirm them.</p>	<p>Clerk (Completed)</p> <p>Principal (August 2023)</p>
<p>4. Matters Arising (Information)</p> <p>4.1. As Stephen Way was now the second Safeguarding Lead Governor, monthly reports would not be sent to both Link Governors. A full report would be compiled on a termly basis and presented to the Board from September 2023.</p> <p>4.2. Whilst the staff resource budget had limited capacity, an external audit of health and safety would be conducted by a specialist, across all sites, which was deemed to bring more value to the College. In a year's time, further consideration would be given to providing for a dedicated Health and Safety Officer.</p> <p>4.3. There had been a delay to the Board receiving an update on the Attendance Group meetings as the staff member responsible for the report had only recently been appointed. The actions from the meetings were on-track to be included in the updated QIP, which will include SMART actions.</p> <p>4.4. It was agreed that a draft of the new dashboards, which would provide timely intelligence and reassurance for both Governors and staff on all College data, including student recruitment, would be in place by 27 September 2023.</p>	
<p>5. Report of the Principal (Discussion)</p> <p>5.1. The Principal provided an overview of the key issues facing the College, along with the initial view of challenges, opportunities and priorities from his first 3 months at the College</p> <p>5.2. Capel's potential could now be visualised, demonstrated by the enthusiasm of staff at the recent Staff Conference, who were clearly very vocal and motivated.</p> <p>5.3. Self-awareness was now more evident at the College, following the uncovering of the main issues which demonstrated where the focus</p>	

was needed, resulting in a list of priorities that SLT were working towards.

People

- 5.4. Governors queried why the key challenges included improving employee relations but that they were not also a priority action. It was explained that these urgent actions related to the urgent, immediate issues, such as 16-18 recruitment.
- 5.5. A People strategy was to be developed in order to ensure that a long-term strategy was in place to improve employee relations.
- 5.6. Governors encouraged involving staff in the development of the new College strategy to further increase motivation. Staff briefings were already in place for the beginning of term, to align with the refreshed focus.
- 5.7. More staff would now be available for on-boarding of students, due to a fundamental change in the College's holiday rules, ensuring that enrolment was a whole College process.
- 5.8. Communication had improved, with an all staff meeting having just taken place to prepare staff for the more robust enrolment process, and to be consistent on all sites.

Branding

- 5.9. Although every opportunity was being taken to be aspirational and focus staff upon raising standards and achieving excellence, it was noted that there needed to be a pragmatic approach to branding in promotion in this context, given the College's Ofsted grading.
- 5.10. The College were aware that the term 'specialist College' that referred to its land-based delivery, could be misinterpreted when considered against the large cohort of high needs students, and were working on branding language.

Ofsted Inspection

- 5.11. The full report would be published in September 2023, which is following Ofsted's timeline.
- 5.12. The Ofsted team acknowledged that Capel had recognised what was needed and had already started to remedy it, with green shoots being demonstrated in some areas.
- 5.13. It was noted that Ofsted's new assessment of the extent to which provision meets employer's needs had provided a rigorous review reflecting back on Capel's curriculum intent. Although the foundations were in place, it was recognised that more work was needed to provide hard evidence for future planning.
- 5.14. In many of the areas outlined in the Principal's report, the College now needed to step up to understand what was needed, along with the minimum requirements that should be in place prior to the next inspection.
- 5.15. Governors noted that they had sometimes assumed certain *scaffoldings* were already in place, but now that there was more clarity, work could be focused on building the foundations back up.

- 5.16. A comprehensive post inspection plan would be facilitated by the new dashboards for Governors to monitor and scrutinise over the course of the year.
- 5.17. Governors acknowledged that it would be more realistic to expect a two year journey to 'Good', rather than one year, but noted the intention to ensure the best plan possible was in place in order to achieve this objective in as short a time span as possible.

Quality of Teaching, Learning and Assessment

- 5.18. English and maths attendance and closing of achievement gaps were a key priority at the College and would remain a central focus.
- 5.19. Exams were now better organised, but work was still required to ensure against basic errors that could impact on student experience and outcomes. Better use of data and management systems would be essential.

Finance

- 5.20. Governors queried if the College's resources were sufficient to address the urgent actions. It was confirmed that this was the crux of the issue raised in the paper, with the College's financial position, and need to close a £1m funding gap, compounding the immediate challenges the College faced: i.e. needing to raise quality, invest in school partnerships and marketing, increase the work with employers and to refresh the curriculum, at the same time as cutting costs and staff headcount.
- 5.21. The approach to be taken will be a pragmatic one, with the prioritisation of key issues to be tackled, coupled with a focus upon locating and driving out inefficiencies in structures, processes, resource allocation and utilisation.
- 5.22. It was stated that the College were currently over-staffed against sector benchmarks and land-based ratios.

Governors

- 5.23. Governors committed to being more active and more visible in the College, as they felt it was important to show staff loyalty and to increase opportunities for triangulation.
- 5.24. The Link Governor role would be expanded by SLT and where possible more working group participation would allow Governors to contribute their expertise. This had already begun with the Estates and Academic working groups.
- 5.25. For the foreseeable future, Committee agendas would be constructed around these top priority actions, as appropriate.
- 5.26. Governors welcomed being invited to relevant meetings and stressed the importance of receiving both the positive and negative news, in order to support the College better.

Student Recruitment

- 5.27. In total, new student recruitment was currently 250 applications below target. To ensure that targets were met, action plans were in place with weekly reviews and a standing item on the SLT meeting

<p>agendas. A large media campaign had been launched, including advertisements on transport, radio and social media.</p> <p>5.28. The recent College Open Days had received significantly more engagement than previous years and tracking was being closely monitored and followed up with phone calls, rather than generic emails, to effect as many conversions as possible.</p> <p>5.29. There were also marketing strategies in place to draw early-leavers from other institutions, post-September.</p> <p>5.30. The College had partnered with The Prince's Trust and was also working with local authorities to offer NEET (Not in Education, Employment, or Training) provision.</p> <p>5.31. A new Governor felt that the College's social media messages could be further improved for Equality, Diversity and Inclusion. Although it was acknowledged that significant improvements had already been made, this would be communicated to the Marketing Team.</p> <p>5.32. Governors noted that the Principal Risk that leadership had not stayed on top of major issues, would be reflected on at the Strategy Day.</p> <p>5.33. The Staff Governor felt that the College now had a realistic plan of its priorities, which could gather further momentum as the College became more agile.</p> <p>5.34. The Chair of Audit had been pleased to see how risk was now being dynamically embedded into the audit plan.</p>	<p>Vice Principal</p>
<p>6. Update on Mottingham Project monitoring (Decision)</p> <p>6.1. The Governing Body had approved the new build Project Mottingham, gross cost of £8,120,246, with the maximum College contribution of £2,169,262 from the College's own reserves, creating an additional 76% more teaching space for South London.</p> <p>6.2. The following proposals were made to the Board:</p> <p><u>Proposal for College monitoring of Project</u></p> <p>a) Fortnightly College steering group meetings. Membership of this group: Project Sponsor, Director of Estates, Campus Manager, Vice Principal Curriculum & Quality, Director of Animal Management, Director of Green Skills and Director of Marketing, Recruitment & Admissions. This meeting will be chaired by the Project Sponsor.</p> <p>b) Fortnightly on-site meetings with the site manager from ACS. These meetings will be chaired by Fusion, with the College's Director of Estates and/or Campus manager in attendance.</p> <p>c) Monthly site meetings chaired by Fusion. This meeting will include monthly update reports from ACS and Fusion. In attendance from the College will be the Project Sponsor, Director of Estates and/or Campus Manager.</p> <p>d) A monthly client meeting with Fusion our Project Manager. These meetings will be chaired by the Project Sponsor with</p>	

<p>7.7. As the grants were only for use on freehold land, thus Mottingham and Enfield, it was important to ensure that staff understood why other campuses could not be included. It was confirmed that this had started to be communicated to staff.</p> <p>7.8. As the grant funding would not continue into 2025-26, the Board recognised the need to continually invest in the infrastructure and maintenance of the estates.</p> <p><u>Shorter-Term projects</u></p> <p>7.9. These projects would be funded from the College’s own capital budget of £1.1m.</p> <p>7.10. In the context of falling student numbers and a Requires Improvement Ofsted rating, prior to the above work, a series of smaller, high priority projects had been identified.</p> <p>7.11. The main aim was to improve the student experience and enhance IT security in light of the high number of cyberattacks on colleges.</p> <p>7.12. Projects included a new student common room at Enfield, upgrades to the Enfield café, improvements to pathways and roads at Enfield and Gunnersbury Park, digital whiteboards across all campuses, a full desktop/laptop/server refresh programme (required for Cyber Essentials Plus) and upgraded Wi-Fi to improve the student experience.</p> <p>7.13. The project list has been informed by student/staff feedback as well as staff capital requests received as part of the recent budget process. The Director of Estates and the Head of IT had also contributed to the proposal.</p> <p>7.14. As investment in digital whiteboards was significant, Governors suggested that it was further considered as part of the IT strategy to ensure that it added value and was not simply a ‘nice to have’.</p> <p>Resolved to</p> <p>7.15. Approve:</p> <ul style="list-style-type: none"> a) The proposed funding approach for the Mottingham project; b) The commissioning of condition surveys and scoping studies; c) The proposed list of short term capital projects. 	<p>Deputy Principal</p>
<p>8. Finance and Resources Committee minutes (Decision)</p> <p><u>Review of Terms of Reference</u></p> <p>8.1. The Deputy Principal advised the Board that the threshold remained unchanged whilst all financial policies and procedures were being reviewed by SLT.</p> <p>8.2. It was agreed to add a statement to both the Estates and Finance and Resources Committee’s Terms of reference, that If a pre-approved capital project incurred further expenses, greater than</p>	

<p>£80,000, that the Estates Committee will make any recommendation to the Finance and Resources Committee, prior to the Corporation.</p> <p>Resolved to</p> <p>8.3. Adopt the revised Terms of Reference.</p> <p>8.4. HR issues were continuing to receive special focus by the Committee, with regards to the serious concerns around high staff turnover and low recruitment.</p> <p>8.5. The financial plans aimed to achieve an operating surplus of £41k for 2023-24, £97k for 2024-25 and £163k for 2025-26.</p> <p>8.6. The 9 month management accounts were on track to confidently meet the forecasted outturn.</p> <p>8.7. A combination of hard work and scrutiny had managed to close the gap to Good financial health, although it was acknowledged there remained a risk around student recruitment for this and subsequent years.</p> <p>Resolved to</p> <p>8.8. Approve the proposed budget for 2023-24, forecasts 2024-25 and 2025-26 and submission of the CFFR to the ESFA by 31 July 2023.</p>	
<p>9. Estates Committee Minutes (Decision)</p> <p><u>Review of Terms of Reference</u></p> <p>9.1. Governor, Alex Lane, and the Estates Director added a term regarding sustainability.</p> <p>9.2. Any specific terms relating to Mottingham may be needed to be added following the Strategy Day in September.</p> <p>Resolved to</p> <p>9.3. Adopt the revised Terms of Reference.</p> <p>9.4. The Committee had been focusing on campuses with short term lease arrangements, including Regents Park, Crystal Palace and Gunnersbury Park. These all required further discussions with the leaseholders before agreements could be made.</p> <p>9.5. The Chair of Audit was pleased to see that internal audit reports, such as the Estates report, were now being discussed at the appropriate Committees, for better triangulation.</p> <p>9.6. As a planning application had been submitted on the land at 66 Ridgeway, adjacent to that held by the College, opportunities were being considered to work together with the developer, to develop the green space together.</p>	
<p>10. Search, Governance and Remuneration Committee minutes (Decision)</p> <p><u>Review of Terms of Reference</u></p> <p>10.1. The Committee's Terms of Reference did not require any revisions.</p> <p>Resolved to</p>	

<p>10.2. Accept the standing Terms of Reference for adoption.</p> <p><u>Independent Member of Audit</u></p> <p>10.3. Antony Young’s first term of office was due to end on 12 July 2023. Tony had expressed a wish to continue for another one year period and would also consider further extensions, on a yearly basis.</p> <p>10.4. The Committee advised the Board that Tony was a very effective member of the Audit Committee, who asked appropriate questions and provided a good, independent viewpoint.</p> <p>Resolved to</p> <p>10.5. Appoint Antony Young as Independent Member of Audit for a further one year period, as part of a second Term of Office from 12 July 2023.</p> <p><u>Chair of Audit</u></p> <p>10.6. Guy Jones-Owen had served as Chair of Audit for the past one year and had expressed an interest to continue to serve as Chair of Audit until the end of his second Term of Office.</p> <p>Resolved to</p> <p>10.7. Continue Guy Jones-Owen’s appointment as Chair of Audit until the end of his second Term of Office as a Governor.</p> <p>10.8. The future of the Strategy Committee would be further debated at the Strategy Day in September.</p> <p><u>Governor Recruitment Policy and Procedure 2022-23</u></p> <p>10.9. No changes were proposed for the Governor Recruitment Policy.</p> <p><u>Governor Development Policy and Procedure 2022-23</u></p> <p>10.10. The Governor Development Policy included a proposal to stipulate that Safeguarding training was completed during the Governor’s first College term.</p> <p>10.11. The Chair suggested that Governors could be delegated the job of doing a thorough check on individual policies. If any future policies are deemed to require more extensive editing, Governors will be invited to take on this task, as appropriate.</p> <p>Resolved to</p> <p>10.12. Adopt the following policies:</p> <ul style="list-style-type: none"> a) Standing Governor Recruitment Policy and Procedure b) Revised Governor Development Policy and Procedure. 	
<p>11. Report of the Clerk (Decision)</p> <p><u>Timetable of meetings 2022-24</u></p> <p>Resolved to</p> <p>11.1. Adopt the updated timetable of meetings for 2022-24.</p> <p><u>Potential new Governor: Aaron Davis</u></p>	

<p>11.2. As instructed by the Search, Governance and Remuneration Committee, a potential new Governor, Aaron Davis, was interviewed by the Chair, Principal and Clerk on 14 June 2023 and was found to be very engaging.</p> <p>11.3. Aaron’s experience was in horticulture, landscape and garden design, with close connections to the Prince’s Foundation.</p> <p>11.4. After re-consultation with the Committee, it was agreed to recommend this new Governor, to become an Observer of the Estates Committee, initially, with a view to becoming a Member.</p> <p>Resolved to</p> <p>11.5. Appoint Aaron Davis as a full member of the Governing Body from 12 July 2023 for a 4 year Term of Office.</p> <p><u>ONS reclassification statement</u></p> <p>11.6. In addition to the Terms of Reference revisions in each of Committee meetings, a further recommendation by the Clerk is to add the following statement in relation to the ONS reclassification of colleges:</p> <p>11.7. ‘To consider HM Treasury guidance following the ONS reclassification.’</p> <p>Resolved to</p> <p>11.8. Approve a statement to consider HM Treasury guidance, following the ONS Reclassification, which will be added to all Committee’s Terms of Reference and the College’s Standing Orders.</p> <p><u>Chair’s Action</u></p> <p>11.9. Chair’s Actions was taken on 15 May 2023 to approve that the College signed the GLA Letter of Intent for the Mottingham build, following confirmation of planning permission.</p> <p><u>Ofsted Inspection: May 2023</u></p> <p>11.10. Governors, Roger McClure, Heather Barrett-Mold, Stephen Way and Lorna Fitzjohn met with the lead Ofsted Inspector on 25 May 2023 to represent the Governing Body.</p> <p>11.11. The outcome of the inspection was Requires Improvement, which the College had self-assessed as. The Governing Body are thanked for their support during and prior to the inspection.</p> <p><u>College Seal</u></p> <p>11.12. The College seal had not been applied since the previous Governing Body meeting on 29 March 2023.</p>	
<p>12. Academic Committee Minutes (Decision)</p> <p><u>Review of Terms of Reference</u></p> <p>12.1. The Committee’s Terms of Reference were considered by the Committee.</p>	

<p>12.2. Governors requested that the Vice Principal added a term to demonstrate that annual performance reports were monitored more regularly than once per year.</p> <p>Resolved to</p> <p>12.3. Adopt the revised Terms of Reference.</p> <p><u>Attendance Policy</u></p> <p>12.4. A new Attendance Policy had been approved by the Academic Board meeting on 19 June.</p> <p>12.5. Revisions were accepted, as follows:</p> <ul style="list-style-type: none"> a) As the policy stated that parents/carers should notify the College at least 15 minutes before the class starts, Governors queried how they would know the timings to adhere to this. It was clarified that it was 15 mins before the start of the academic day. The policy to be revised to clarify this. b) To remove the extra bullet point on Page 3, under College staff responsible for a student group. c) To use <i>School</i> rather than <i>Department</i>, consistently throughout the document. <p>Resolved to</p> <p>12.6. Adopt the revised Attendance Policy.</p>	
<p>13. Audit Committee Minutes (Decision)</p> <p><u>Review of Audit Committee Terms of Reference</u></p> <p>13.1. A change to the Committee's Terms of Reference was proposed to add the following:</p> <p><u>Areas where Audit has authority to consider matters and make a recommendation to the Corporation:</u></p> <p><i>23. To advise the Corporation of compliance with its obligations under the Managing Public Money (MPM) provisions.</i></p> <p>13.2. Buzzacott, the External Auditors, had confirmed that this aligned with the regulatory updated in the ACOP.</p> <p>13.3. New Governor, Darrell DeSouza, was now a member of the Audit Committee, who it was felt would make a great addition.</p> <p>13.4. It was confirmed that the Business Continuity Plan would be presented at the November 2023 Committee meeting.</p> <p>13.5. The Learner Progress internal audit reflected that ProMonitor was not being utilised to its full potential. The planned updates will also form a key part of the QIP and new dashboards.</p> <p>Resolved to</p> <p>13.6. Adopt the revised Terms of Reference.</p>	
<p>14. AOB – Farewell to Sarah Seery</p>	

<p>14.1. Sarah Seery had been Staff Governor since 2019 and would be leaving the College in August 2023, although she was keen to continue to work on projects with the College.</p> <p>14.2. Sarah was thanked for her enthusiastic work on the Governing Body over the years, and also for her role in quality management at the College. Governors noted that Sarah had remained cheerful and positive throughout.</p> <p>14.3. Sarah was presented with a floral gift and she, in turn, thanked the Governors for all that she had learnt whilst being a member of the Board.</p>	
<p>15. Date of Next Meeting</p> <p>15.1. The next scheduled Full Governing Body and Strategy Day is on Wednesday 27 September, 2023.</p>	

APPROVED MINUTES			
CHAIR:	Roger McClure	DATE:	27 September 2023
APPROVAL:	<p>Remote confirmation: Approved</p> <p>Or signed:</p>		