# **Draft Minutes**

Full Governing Body	
Minutes	

Meeting Time and Date	1730 on Wednesday 11 December 2024
Meeting Location	Seminar Room 1, Mottingham Campus
Members in Attendance	Joanne Roxburgh (Chair), Heather Barrett-Mold OBE (Vice-Chair),
	Aaron Davies, Sheila Cunningham, Darrel DeSouza OBE, Lorna
	Fitzjohn, Mei Lim, Stephen Way, Nikki Barker, Peter Brammall
	(Principal), Zoe Halfyard (Staff Governor), Milana Uginciute (Student
	Governor), Sebastian Calver (Student Governor)
Observers	Denise Lloyd (Vice Principal)
	Paul Smith (Deputy Principal & COO)
External Auditors	Katharine Patel, Buzzacott (Item 3) 💻
Director of Governance	Jennifer Swift

			Matters Arising
1.	Welc	ome and Apologies	
	1.1.	Apologies were received from Peter Doble, Ralph Luck, Guy Jones-Owen, Alex Lane, Sarah Moreland, Richard Elliott (Student Governor).	
	1.2.	Paulina Balogun was absent from the meeting (apologies were sent following the meeting).	
2.	Decla	aration of Interests	
	2.1.	No interests declared in relation to any agenda items.	
3.	Buzz	acott Presentation of the Statutory Accounts (Decision)	
	3.1.	Katharine Patel of Buzzacott attended the meeting virtually for this item. It was confirmed that no matters of concern had been raised and it was confirmed that the College maintained a financial health rating of Good.	
	3.2.	There were observations made about issues related to debtor management, which the Finance team is aware of and these will be reviewed during the internal audit 2024/25.	
	3.3.	Buzzacott were thanked for their thorough work in auditing both sets of accounts.	
	Kath	arine Patel left the meeting.	
4.	Minu	tes (Decision)	
	4.1.	In relation to 5.21, the Chair pointed out that the wording of this is not clear as the College does have a robust governance structure already in place.	
	4.2.	The Chair referred to 5.22 regarding Senior Post Holders at the College. Whilst the Principal explained that it was a common structure in Colleges, recent guidance (issued by the FE	

		commissioner in November) suggests that this has changed, and the Chair wished to make the Board aware. Whilst the Chair is not suggesting that the conversation is reopened now, it may have to be revisited in future.	
	4.3.	In relation to Item 6.7, it was highlighted that there was a fuller conversation around this, and the Chair is hoping to see this captured in greater detail in future. It was explained to the Board that meetings will be transcribed to assist with capturing the depth and quality of discussions at meetings moving forwards.	
	Reso	lved to	
	4.4.	Approve the minutes of the Full Governing Body meeting held on 25 September 2024 as a correct record and authorise the Chair to confirm them.	
5.	Matte	rs Arising (Information)	
	5.1.	The matters arising from the meeting have all been actioned.	
	5.2.	The T Levels training link was shared with Governors with a completion date requested by the end of the Summer term 2025. Upon completion, governors are requested to inform Jenny Swift to facilitate the update of training records.	
6.	Repo	rt of the Principal (Information)	
	6.1.	The final student achievement rate position for 2023-24 was confirmed as 87.6% (82.5% national average), with 16–18 at 81.6% (80.2%) and Adults at 92.9% (85.5%).	
	6.2.	The College's Self-Assessment Report (SAR) confirms the assessment of the quality of provision for 2023-24 as 'Good'. This has been benchmarked externally, including with several Ofsted Inspectors.	
	6.3.	Student enrolments were confirmed at 981 for 16–18-year-olds (compared to 911 last year) and 1346 for adults. The Board noted that this was pleasing, following previous declines. Adult enrolments at this point in year are the highest they have been for the past 10 years.	
	6.4.	Following the above-average pay award made last year, and as part of the efforts to improve the People Proposition at the College, the intention has been to go as far as possible with the proposed pay award for January 2025. The proposal discussed and agreed at the Finance & Resources committee meeting was an award of 4% or £750 (whichever is greater), which is being recommended to the Governing Board. The College is confident that they can afford the 4% award.	
	6.5.	Recruitment is underway for the Deputy Principal ahead of Denise Lloyd's departure at the end of the academic year. Lorna Fitzjohn and Darrel DeSouza have kindly agreed to assist with the interview process.	
	6.6.	The College's finances continue to remain as 'Good' against the ESFA assessment criteria notwithstanding the reduction in the 2024-25 forecast from £214k surplus to £63k surplus; this is largely	

	due to lower than anticipated income from HE and T Level programmes, with in-year clawback for the latter.	
6.7.	A priority for the year ahead is to position the College so it has an improved operating margin and greater resilience to unforeseen financial challenges.	
6.8.	The Estates committee reviewed progress against the objective of securing new leases for College campuses, along with the updates on the Mottingham new build, the Phase 2 development for Mottingham, along with a new capital build proposed at Enfield to replace the Hessayon building. On the latter, whilst planning permission is being pursued, Finance & Resources requested a further discussion at Full Board, around relative capital expenditure priorities before endorsing the Enfield scheme given the need to draw upon College reserves.	
6.9.	The Estates Committee also reviewed an update on Forty Hall Farm and the work to develop a Business Plan which would reduce/and or eradicate the losses incurred, whilst realising the Farm's educational and prospective student/community engagement potential.	
6.10.	The Board was made aware that it is possible that an earlier than scheduled Estates committee meeting may need to be requested. This is because a decision will need to be made earlier than the next meeting as to whether the College continues to proceed on the current basis with the proposed projects.	
6.11.	Queries were raised regarding the apprenticeship figures and what the challenges were in the apparent decline in numbers. The Principal confirmed that these figures represented the picture at that point in time, albeit with more enrolment entry points during the year than core study programmes, these figures would vary. A further breakdown showing the full picture including in year movement in numbers would be given at the next meeting.	Principal
6.12.	Further clarification was requested on how Forty Hall Farm provides a higher funding tariff, and it was confirmed that the College receives the uplift for delivering land-based provision that is deemed to be relatively more expensive to run/equip. The previous criteria for this funding made a direct link to the farm, albeit the new ESFA rules in this respect have changed and this link is not explicit.	
6.13.	Less clear is the view that Landex (who undertake an annual review and subsequently endorse the College as continuing to qualify as a land-based provider) would take should the College not own a farm. Irrespective of any other benefits to the College, this funding issue would need to be assessed carefully should any future decision be taken to cease operating the farm.	
6.14.	If the farm were managed effectively, it could be a great engagement vehicle by welcoming school visits and educating future learners about the pathways available to them.	
6.15.	There are still frustrations from governors over the available government funding in the forms of grants which the College has not pursued. The Principal agreed that there had not been the	

<ul> <li>adequate capacity or focus on the farm hence the changes now being introduced and the Deputy Principal is currently pursuing these grants.</li> <li>6.16. The Deputy Principal highlighted that there has been approximately £150,000 allocated to the urgent projects identified at Forty Hall Farm.</li> <li>6.17. It was suggested that whilst the Governors have received sufficient information on the Hessayon project, they are less informed of the other potential projects which are not as well advanced and therefore do not have the same understanding and richness of information. It was suggested that this lack of balance could mean the Governors unconsciously prioritise the Hessayon project as it is the one they are more aware of and that consideration should be given to more detailed discussion around other potential projects in future.</li> <li>6.18. It was noted that the Hessayon project was discussed as far back as the strategy day in March and from an SLT perspective, it looks</li> </ul>
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as the strategy day in March and from an SLT perspective, it looks
like the most appealing project that would benefit both the College and learners. The project would provide wider benefits to the College, such as the ability to host conferences.
6.19. The Deputy Principal highlighted that the decision on this is time sensitive, as the funding will expire in March 2026 and therefore a timely decision is required to secure the funding.
6.20. The Board asked SLT whether the Hessayon project would be how they would choose to invest, and they confirmed that this investment would provide great opportunity with a flexible space that the College currently does not have, but that the need to assess the now emerging potential for investment elsewhere, such as Regent's Park campus, meant a further review was appropriate when additional details on that scheme was available. It was also noted that there would most likely continue to be a relative divergence in the richness of information available given the differing stages of development these projects were at.
6.21. The Board queried if the College has received comparative prices for the work. It was confirmed that Fusion had won the tender for the application, and if the project is approved, then comparative pricing will be sourced for the next stage of the project.
6.22. The proposed new academic structure was presented to the Board. Governors agree that the new structure will allow for more streamlined and effective management and were supportive of the plans. The new structure will allow more scope for the Deputy Principal, Curriculum and Quality to focus on Academic improvement at the College.
7. Report of the Director of Governance (Decision)
Timetable of meetings 2024-26
7.1. A timing error was pointed out in the governor tour at the Spring meeting which is to be corrected. Director of Governanc (complete)
7.2. A request was made for Campus location for the meetings to be declared earlier, and this will be considered moving forwards. The

		Board was informed that every second meeting will be held at a Campus other than Enfield, to allow Governors the opportunity to be present at the other campuses.	
	Reso		
	7.3.	Adopt the updated timetable of meetings for 2024-26.	
	<u>Stude</u>	ent Governors	
	7.4.	Sebastian Calver who studies RHS Level 2 Horticulture at Mottingham was appointed to the vacant student governor position.	
	7.5.	There were no reserve governors appointed this year as they have not historically been called upon to support the Board.	
	Gove	rnor Training	
	7.6.	Governors were reminded to complete any outstanding training on Moodle at their earliest convenience.	
	7.7.	The link to the T levels training module had been shared with governors and upon completion of the training, Jenny Swift should be informed so she can log a record of this.	
	<u>Colle</u>	ge Seal	
	7.8.	The College seal was applied on 9 October 2024 to the following documents:	
	•	Consultants warranty deed between Michael Jones & Associates, Capel Manor College and ACS professionals in Construction (dated 24 <sup>th</sup> April 2024)	
	•	Consultants warranty deed between The Budgen partnership, Capel Manor College and ACS professionals in Construction (dated 9 <sup>th</sup> January 2024).	
	•	Consultants warranty deed between 3BM ltd, Capel Manor College and ACS professionals in Construction (dated 10 <sup>th</sup> January 2024)	
8.	Searc (Decis		
	<u>Gove</u>		
	8.1.	The focus at the meeting was on the Governance model and cycle. It was agreed that the current cycle of meetings and committees suit the needs of the Board and that this model would be maintained.	
	8.2.	The Chair highlighted that the wording in the minutes suggest that there were connotations of a proposed move to a 'Carver' model of Governance and that whilst this was discussed, the Chair wanted to clarify that it was not the suggestion.	
	<u>Term</u>	s of Office	
	<u>Heath</u>	er Barrett-Mold	

8.3.	Governor, Heather Barret-Mold, was retiring from the Governing Body at the end of this meeting and thanks will be given at the end of the meeting.	
<u>Gove</u>	rning Body Membership	
	he committee discussed Governing Body membership and agreed precommend the following to the Board for approval:	
•	That as requested by Sarah Moreland, she be appointed for a Second term, on a shorter, 2-year basis.	
•	That Aaron Davis is appointed as a member of the Estates Committee	
•	That Nikki Barker is appointed as a member of the Finance & Resources and Estates committee.	Director of Governance
•	To appoint Joe Howarth as a Governor.	(Complete)
0	as the Committee Chairs were absent from the meeting the Director f Governance will contact them to confirm they accept the ecommendations.	
re ir	The Chair of the Search, Governance & Remuneration committee equested that membership should be increased by one, and to include a vacancy on this whilst we source a Governor to join this Committee.	
<u>Searc</u>	ch for Chair of Finance and Resources Committee	
2 s	was agreed that, despite the vacancy not arising until December 024, it would be beneficial to appoint the Chair of this Committee as oon as possible. This will enable a thorough handover and solid induction for the new Chair.	Director of Governance
J a o	discussion took place around the quotes that had been supplied in uly 2024, and it was agreed that Peridot would be the preferred gency to use. The Director of Governance would begin the process f appointing Peridot to source a Finance and Resources Chair for ne College.	(Complete)
<u>Annu</u>	al Review of the Effectiveness of the Governing Body 2023-24	
<u>Revie</u>	w of compliance with national Governance guidance	
8.9.	The Code of Good Governance was updated in August 2024 and therefore a piece of work needs to take place on completing this for the College. Stephen Way (governor) has agreed to support the Director of Governance with this. This will be presented to the Governing Body for approval at the next meeting.	Director of Governance
8.10.	It was agreed that the collection of annual returns will be done via Microsoft Forms moving forwards.	
<u>Comp</u>	pliance of annual returns	
8.11.	Declarations of Annual Membership and Declarations of Interests had been completed by all Governors.	
<u>Atten</u>	dance	

	8.12.		
	Resol		
	8.13.		
	<u>Annu</u>	ual Review of Governance Policies	
	<u>SPH F</u>	Remuneration Policy	
	8.14.	There was a grammatical change requested to the SPH remuneration Policy to include the word 'what' to Section 6d.	
Re	solved	d to	
	8.15.	Adopt the:	
		a) Instrument and Articles (standing)	
		b) Standing Orders (standing)	
		c) <u>Statement of Governance (standing)</u>	
		d) Corporation Code of Conduct (standing)	
		e) SPH Remuneration Policy (Revised)	
9.	Audit		
	9.1.	The minutes from both the September and November 2024 Audit Committee meetings were received.	
	9.2.	9.2. The Deputy Principal provided an update to the Board on the Committee meetings as both the Chair and Vice-Chair had sent their apologies.	
	9.3.	It was queried if the September meeting was quorate due to high Governor absence. The Director of Governance confirmed the meeting was not quorate but still proceeded on an information only basis. This information was then redelivered at the November committee meeting.	
	<u>Regul</u>	Ilarity Audit Self-Assessment Questionnaire 2023-24	
	9.4.	The ESFA required 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.	
	9.5.	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.	
	9.6.	The Committee agreed with the self-assessment.	
	Resol	blved to	

9.7.	for 2	prove the Regularity Audit Self-Assessment Questionnaire 2023-24 and its submission to the Education and Skills ding Agency.	
<u>Revie</u>	w of	Areas Susceptible to Fraud	
9.8.	The primary responsibility for prevention and detection of fraud rests with those charged with governance and management.		
9.9.		ischarging this responsibility, the following aspects of ernance were to be considered:	
	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.	
9.10.		part of the financial statements audit, the auditor is required to a nin a representation from the Governing Body that:	
	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	
	c)	It has disclosed its knowledge of fraud or suspected fraud affecting the College in terms of misappropriation and financial reporting.	
Reso	lved	to	
9.11.		opt the Review of Areas Susceptible to Fraud report for 3-24.	*
Post	Audit	t Management Reports 2023-24 (Decision)	
9.12.	the	external auditor, Buzzacott, issued a clean report in respect of post-audit reports for Capel Manor College and Forty Hall nmunity Vineyard Limited (FHCVL).	
Reso	lved	to	
9.13.	App in re FHC		
Exter	nal A	uditors' College Letter of Representations 31 July 2024	
9.14.	audi rece audi	Governing Body has a responsibility to confirm to the external itor (Buzzacott), via a signed letter, the representations eived from management on which they rely in completing their it of the accounting records and forming their opinion on the ncial statements.	

## **Resolved** to

9.15. Confirm that the Chair of Corporation and the Principal be authorised to sign the Letter of Representations in respect of sections 4 and 16 for the year ended 31 July 2024 on behalf of the Corporation.

## Report and Financial Statements 31 July 2024

9.16. 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.

# **Resolved** to

9.17. 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 2024.

#### Financial Statements and Regularity Audit Service

- 9.18. As earlier presented, Buzzacott had reviewed the Reports and Financial Statements and confirmed that they were in good order.
- 9.19. The Board agreed with the auditor's opinions and Buzzacott and the Finance Team were thanked for all the work that had been conducted to form this outcome.

## **Resolved to**

9.20. Approve the audit opinions as expressed by the auditor in respect of the financial statements for the year ended 31 July 2024 for Capel Manor College, Capel Manor Limited and Forty Hall Community Vineyard Limited.

# Internal Audit Update

- 9.21. RSM, the newly appointed internal auditors, reviewed the previous audit reports, the College's risk register and its strategic objectives.
- 9.22. The five proposed audits are: Quality Assurance, Safeguarding, Cyber Security, Financial Controls and FE funding compliance.

# Internal Audit Service Evaluation

- 9.23. The quality of the Internal audit service received by the College is reviewed each year to assess its adequacy so a decision can be taken whether to renew the current provider for another year.
- 9.24. Overall, Scrutton Bland was deemed to have provided an adequate standard of service.

# Annual Report of the Audit Committee 31 July 2023

9.25. 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.

9.26. The Annual Report demonstrated that the Committee had fulfilled its responsibilities, which was reflected in the Internal Auditor's annual report and by how the College had responded to make the necessary adjustments.	
9.27. Governors felt that the Annual Report had provided a good summary for the Committee and the Board.	
Resolved to	
9.28. Approve the Audit Committee Annual Report 31 July 2024.	
10. Academic Committee Minutes (Decision)	
Self-Assessment Report 2023-24	
10.1. The overall self-assessment grade recorded for the College for 2023-24 was Grade 2 (Good).	
Resolved to	
10.2. Approve the 2023-24 Self-Assessment Report (SAR).	
Quality Improvement Plans (QIP)	
<u>QIP 2023-24</u>	
10.3. Following extensive discussion at Academic Directors meeting, it was agreed that out of the 30 actions, 19 are complete and 11 will be embedded into the QIP in 2024-25.	
Resolved to	
10.4. Approve the final update of the QIP 2023-24.	
<u>QIP 2024-25</u>	
10.5. The Board was satisfied with the first presentation of the QIP for 2024-25 and thanked the Vice Principal for creating a user-friendly document that will have input from a wider range of staff moving forward.	
Resolved to	
10.6. Approve the QIP 2024-25.	
Annual Student and Staff Equality, Diversity and Inclusion (EDI) Data Report 2022-23	
10.7. The Governing Body received the Annual Student and Staff EDI report.	
Annual Safeguarding Report 2023-24	
10.8. The Governing Body received the Annual Safeguarding report.	
10.9. A Governor highlighted the importance of completing Safeguarding training and the Director of Governance will remind Governors to complete this before the start of the Spring Term.	Director of Governance (Complete)
11. Finance and Resources Committee minutes (Decision)	

Pay A	ward 2025 (Decision)	
11.1.	In January 2024, the Governing Body had approved a 5% increase in pay, along with a one-off payment of $\pounds750$ .	
11.2.	A paper on the 2025 Staff Pay Award was presented to the Finance and Resources Committee on 25 November 2024. This paper presented 4 options, including the budgeted 3%.	
11.3.	The Finance and Resources Committee discussed the recruitment issues faced across the sector and that the Pay Award will help staff retention issues. Both SLT and the Board expressed their desire to exceed the budgeted 3% increase if financially viable without jeopardising the College's financial health.	
11.4.	The updated options were presented to the Full Governing Body who had a full and frank discussion on the pros and cons of the options provided, particularly how they would affect those on the lowest salaries.	
11.5.	The Board proposed that the College monitor staff retention following the pay award.	HR
11.6.	A discussion took place around reducing the amount of agency staff at the College. SLT has been discussing the ways in which they can improve quality by reducing the number of staff vacancies that exist at the College.	
11.7.	Governors queried how the communication about the Pay Award would be made. This would take place later in the week (end of Term) as part of an All-Staff Teams Live event.	
Reso	lved to	
11.8.	Approve a staff pay award of 4% or £750 increase, (whichever is greater)	
11.9.	Confirm the College's commitment to pay at least the London Living Wage to all substantive staff.	
Acco	unting Ratios	
11.10	. The key accounting ratios for 2024-25 were approved by the Governing Body, noting that these remained in line with those set one year ago.	
Reso	lved to	
11.11	. Approve the proposed key financial ratios for the 2024-25 year.	
<u>Repo</u>	rt and Financial Statements 31 July 2024	
11.12	. The Audit Committee had approved the regulatory information at their meeting on 11 November 2024.	
11.13	. 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.	
Reso		
11.14	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 2024.	
<u>3-yea</u>	r Budget	
11.15	As of Period 3 (31 October 2024, the year-to-date operating deficit is £256,000 vs. a budget of £51,000. The ESFA financial health rating is 'Good'.	
11.16	The Flex 1 Forecast for 2024/25 was presented showing a decrease in operating surplus from £200,000 to £60,000. This was mainly due to lower than targeted student enrolments for HE and T level courses.	
Reso	ved to	
11.17	Approve the Flex 1 Forecast for 2024-25.	
12. Estat	es Committee Minutes (Information)	
12.1.	It was requested that the 'Hessayon project' receive a full debate at this meeting, which had been fully covered under the Principal's report.	
12.2.	The Board asked for confirmation of whether the emergency lockdown procedure is currently in place. The Deputy Principal confirmed that a new system is being implemented that will be trialled at Enfield from January.	
12.3.	Clarification on the timeline for this was requested, in particular, when staff would feel confident of what to do in the event of an emergency lockdown. It was agreed that the specifics of the timeline and implementation would be confirmed at the next meeting.	Deputy Principal/Estates
12.4.	It was confirmed that the Emergency Lockdown procedure will be tailored to each individual campus.	
13. AOB		
13.1.	The Staff governor asked if there had been any updates or what can be expected at the next CPD day. Plans are in place and will be shared accordingly.	
13.2.	The Vice Principal thanked the staff and student governors for the high-quality discussions and challenge that have taken place at the meetings, resulting in a much more positive experience this year.	
13.3.	Mei Lim pointed out that she was not recorded as present at the Academic committee meeting. The Director of Governance confirmed this will be amended.	Director of Governance (complete)
14. Date		

14.1.	The next Full Governing Body meeting will take place as part of the 2025 Strategy Day, on Wednesday 26 March 2024 at the Enfield campus.	
15. Farev	vells	
15.1.	Peter Brammall & Joanne Roxburgh gave thanks to Heather, on behalf of the College and presented her with a floral planter and a Friends of Capel membership.	
15.2.	Heather Barrett-Mold delivered a short speech about her time as Governor at Capel Manor College.	

APPROVED MINUTES					
CHAIR:	Joanne Roxburgh	DATE:	26.03.2025		
APPROVAL:	Remote confirmation:				
	Or signed:				