


# Minutes

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## Full Governing Body Minutes

Meeting Time and Date	1730 on Wednesday 10 July, 2024	
Meeting Location	Mottingham	
Members	Roger McClure (Chair) Heather Barrett-Mold OBE (Vice Chair) Joanne Roxburgh (Chair Designate) Paulina Balogun Aaron Davis Sheila Cunningham Darrell DeSouza OBE Peter Doble	Lorna Fitzjohn Guy Jones-Owen Alex Lane Mei Lim Ralph Luck OBE Sarah Moreland MBE Stephen Way
Principal	Peter Brammall	
Staff Governor	Zoe Halfyard	
Student Governors	Milana Uginciute (Student Governor) Richard Elliott (Student Governor)  Alexis Malpica (Student Governor)	
Senior Leadership Team	James Bryan (HR) Denise Lloyd (Vice Principal / Academic) Paul Smith (Deputy Principal / Finance)	
Minute Taker	Joanne Coffey (Director of Governance)	
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	<b>*Action</b>
<b>1. Welcome and Apologies</b>  1.1. Apologies were received for Paulina Balogun, Sheila Cunningham, Guy Jones-Owen, Sarah Moreland, Alexis Malpica and Milana Uginciute.  1.2. Roger McClure opened the meeting and congratulated Staff Governor, Zoe Halfyard, for being awarded a Star Award for her work as Chair of the Staff Council.	
<b>2. Declaration of Interests</b>  2.1. None.	
<b>3. Minutes (Decision)</b>  3.1. The spring 2024 minutes relating to the College's strategy for future leases were revised to capture that: <ul style="list-style-type: none"> <li>a) Minute 11.7: The Lease granted by the Hounslow and Ealing Councils to the CIC in 2018 was only for 7 years and, as such, did not have to be shown on the Land Registry.</li> <li>b) Minute 12.5 AOB – Basis of Campus Tenures:</li> </ul>	

<p>Following discussion at the Strategy Day and, in relation to the Gunnersbury Lease situation, it was:</p> <p><b>Resolved to:</b></p> <p><b>Agree that when possible the College should acquire freehold interests in respect of its Campuses. When this is not possible any Leasehold interest acquisition should be on a long leasehold basis and not contracted out of the Landlord and Tenant Acts such that on any expiration of a lease that the College has a right of renewal and compensation.</b></p> <p><b>Resolved to</b></p> <p>3.2. <b>Approve the minutes of the Full Governing Body meeting held on 23 May 2024 as a correct record and authorise the Chair to confirm them.</b></p>	
<p><b>4. Matters Arising (Information)</b></p> <p>4.1. No matters arising from the minutes were discussed.</p>	
<p><b>5. Report of the Principal (Decision)</b></p> <p>5.1. Governors had found the online balanced scorecard to be of immense help in being kept up to date with the latest data.</p> <p>5.2. It would also provide an ideal platform to monitor T Levels, specifically.</p> <p>5.3. As this information was so pertinent to the Board meetings, it was agreed that the data dashboard be incorporated into future Principal's Reports.*</p> <p>5.4. Following the latest Ofsted visit, Governors queried if the College were on track to be a Good college.</p> <p>5.5. Through monitoring against the milestones that had been set up at Committee meetings, and with the endorsement of an external agency, SLT believed that Capel were on track to be Good, whilst recognising the need to continue to improve over a range of areas.</p> <p><b><u>People</u></b></p> <p>5.6. The Principal attended the latest Staff Council meeting, which followed the Staff Conference which had reflected on the last 12 months, the progress made across College objectives and future priorities for building on the improvements made to date.</p> <p>5.7. The meeting had resulted in positive discussions around the College budget and the competing demands for scarce resources, following discussion at F&amp;R Committee. related well with the financial status of the College.</p> <p>5.8. Governors felt that the decision for James Bryan to now focus on special projects was well thought out and would allow more time to be given to specific areas.</p>	<p><b>*Principal (Sept 2024)</b></p>

<p><b><u>Reward and Remuneration Policy</u></b></p> <p>5.9. The Policy had been updated to include:</p> <ul style="list-style-type: none"> <li>a) An upgrade to the Long Service Awards, previously triggered at 25 years, now included financial awards and recognition starting from 5 years and at 5 yearly intervals thereafter.</li> <li>b) New functionality, through a new staff recruitment tool, to improve the application and recruitment experience for new potential entrants to the College.</li> </ul> <p><b>Resolved to</b></p> <p>5.10. <b>The Governing Body to approve the additional Section 10 in the revised Reward and Remuneration Policy.</b></p> <p><b><u>Quality</u></b></p> <p>5.11. Governors enquired about the opportunities for staff to be regularly exposed to good pedagogy, as they felt that a one off CPD event may not be as impactful as frequent sessions. It was confirmed that the 'Wellness Wednesdays' did include pedagogy activities, consistency of practice as well as team building and CPD, alongside which the work of the quality team and Quality Coaches was specifically aimed at such development and improvement work.</p> <p><b><u>16-18 Recruitment</u></b></p> <p>5.12. 16-18 applications for 2024-25 were currently tracking at 16% ahead of the previous year.</p> <p>5.13. Governors were pleased to see this upward trajectory and were encouraged by the 'keep warm' activities in place to improve the conversion rate. They suggested that an early enrolment reward might improve the rate, along with changing the term to <i>keep warm</i> to <i>keep excited</i> to improve motivation.*</p> <p><b><u>Accountability Statement</u></b></p> <p>5.14. The College's Accountability Statement, which sets out the work undertaken by the College and how it meets national, regional and local skills priorities, had been updated to reflect the curriculum review discussions at the Governors' Strategy Day.</p> <p>5.15. It was agreed to update the featured photographs to include more diversity, to reflect and align with the College's EDI strategy.*</p> <p><b>Resolved to</b></p> <p>5.16. <b>Approve the Accountability Statement.</b></p>	<p><b>*Vice Principal</b></p> <p><b>*Principal</b></p>
<p><b>6. Search, Governance and Remuneration Committee minutes (Decision)</b></p> <p><b><u>Peter Doble (Chair of Finance and Resources Committee)</u></b></p> <p>6.1. Peter Doble had agreed to serve another year of his second Term of Office which the Board and SLT gratefully accepted.</p> <p><b>Resolved to</b></p>	

<p>6.2. <b>Extend Peter Doble’s second Term of Office by one year to December 2025.</b></p> <p><b><u>Election of Chair of the SG&amp;R Committee</u></b></p> <p>6.3. As Roger McClure would be retiring at the end of this meeting, a new Chair of the Search, Governance and Remuneration Committee was sought.</p> <p>6.4. Stephen Way, the current Vice Chair of the Committee, agreed to be recommended to become Chair of the Committee. This was upheld by: Proposer: Darrell de Souza and Seconder: Roger McClure</p> <p>6.5. The Board ratified the appointment of Stephen Way as Chair of Search, Governance and Remuneration, supported by the following Governors:</p> <p style="padding-left: 40px;">a) Proposer: Roger McClure</p> <p style="padding-left: 40px;">b) Seconder: Joanne Roxburgh</p> <p><b>Resolved to</b></p> <p>6.6. <b>Appoint Stephen Way as Chair of the Search, Governance and Remuneration Committee until the end of his Term of Office.</b></p> <p><b><u>Antony Young – Independent Member of Audit</u></b></p> <p>6.7. Tony Young had expressed a wish to have an annual review of his membership term and had confirmed that he would be able to serve another year.</p> <p>6.8. Tony was deemed by the Governors on the Audit Committee to be a very good addition, through his ability to raise thoughtful questions from an independent perspective.</p> <p><b>Resolved to</b></p> <p>6.9. <b>Appoint Antony Young serves as Independent Member of Audit for a further one year period, as part of a second Term of Office from 10 July 2024.</b></p> <p><b><u>Nicola Barker</u></b></p> <p>6.10. At 10 July 2024, the Governing Body had 3 available vacancies for a new Governor, and a further vacancy would arise in December 2024, which should be reserved for a new Chair of Finance and Resources.</p> <p>6.11. Two Governors had been interviewed by the Corporation’s Chair Designate and Vice Chair, along with the Principal and Director of Governance.</p> <p>6.12. It was agreed to recommend Nicola Barker, who was a previous commercial lecturer at Hadlow College and had given talks at the Mottingham campus since Capel had acquired it.</p>	
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<p>6.13. Nicola had also worked with the RHS and had experience in horticultural strategy, careers, communication/public speaking, policy and risk.</p> <p><b>Resolved to</b></p> <p>6.14. <b>Appoint Nicola Barker to the Governing Body, to serve a full Term of Office from 10 July 2024.</b></p> <p><b><u>Student Governors</u></b></p> <p>6.15. Student Governors, Milana Uginciute and Richard Elliott, were now confirmed to fulfil a further 1 year term of office.</p> <p><b><u>Reconsideration of SPH designation of SLT</u></b></p> <p>6.16. It was agreed in July 2022 not to designate any members of the Senior Leadership Team as Senior Post Holders (SPH), but to revisit this again once the Link Governors were in place.</p> <p>6.17. The SG&amp;R Committee had felt that, although it was recognised that only having the Principal (and Director of Governance) as SPHs meant that all SLT opinions might be funnelled through one voice, this was not a concern at Capel due to the structure that gave SLT ease of access to Governors.</p> <p>6.18. The Link Governors were now communicating directly with their lead managers/SLT and it was also expected for Chairs of Committees to be in frequent, bilateral contact with their leads.</p> <p>6.19. Governors felt that as an SPH was more accountable to the Board than a Link Governor, that they required more time to consider this decision.</p> <p>6.20. It was particularly important to consider this before the new Vice Principal for Quality was recruited for in January 2025, as this role may be suitable to be designated SPH, which may encourage a higher quality of applicants.</p> <p>6.21. It was agreed to share the more thorough paper and previous minutes, that went to the SG&amp;R Committee, with the Governing Body as a decision at the September 2024 Full Governing Body meeting.*</p> <p>6.22. The spelling of Senior Post Holders was corrected in the SG&amp;R minutes (Minute 6.26).</p> <p><b>Resolved to</b></p> <p>6.23. <b>Agree that no further SLT roles would be designated as Senior Post Holders and to review this again in summer 2025.</b></p> <p><b><u>Annual Report of Equality, Diversity and Inclusion 2023-24</u></b></p> <p><b><u>Gender balance</u></b></p> <p>6.24. The gender gap for Governors had closed with a 50/50 split. Staff and students continued to have a higher female cohort, in contrast to</p>	<p><b>*Governance (Sept 2024)</b></p>
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<p>the FE sector which demonstrated a slightly higher male demographic.</p> <p><u>Age</u></p> <p>6.25. The average age of Governors was continuing to balance out, with a further rise in Governors under 35 and a further reduction in Governors over 55. This continued to align more closely with College staff and the less-balanced FE sector as a whole.</p> <p><u>Sexual Orientation</u></p> <p>6.26. As data on sexual orientation was not included in the Government's Workforce Data Collection annual survey, and students at the College were no longer disclosing this characteristic, the Committee discussed whether to retain this criteria for the Governing Body and staff survey.</p> <p>6.27. It was agreed to continue collecting the data, as Governors could still be benchmarked against staff.</p> <p><b>Resolved to</b></p> <p>6.28. <b>Adopt the full Annual Report of Equality, Diversity and Inclusion of the Governing Body 2023-24.</b></p> <p><u>Annual Review of SG&amp;R Terms of Reference</u></p> <p>6.29. No further changes were proposed for the Committee's Terms of Reference, apart from a new that the Chairs of Committees committed to a strong line of communication with their SLT leads.</p> <p><b>Resolved to</b></p> <p>6.30. <b>Search, Governance and Remuneration Committee to accept their standing Terms of Reference and recommend them to the Governing Body for adoption.</b></p> <p><u>Governance Action Plan: Strategy</u></p> <p><b>Resolved to</b></p> <p>6.31. <b>Note the updates to the Governance Action Plan.</b></p> <p><u>New AoC Code of Good Governance</u></p> <p>6.32. A new AoC Code of Good Governance had been published in 2023 but was going through a final review process, in order to fully replace the previous Code by 1 August 2024.</p> <p>6.33. The College had continued to comply with the previous Code of Good Governance for English Colleges.</p> <p>6.34. The Governing Body agreed to recommend that the College adopted the new AoC Code.</p>	
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<p><b>Resolved to</b></p> <p>6.35. <b>Adopt the new AoC Code of Good Governance from 1 August 2024.</b></p> <p><b><u>Annual Review of Governance Policies</u></b></p> <p><u>Governor Recruitment Policy and Procedure 2023-24</u></p> <p>6.36. No changes were proposed for the Governor Recruitment Policy.</p> <p><u>Governor Development Policy and Procedure 2023-24</u></p> <p>6.37. No changes were proposed for the Governor Development Policy.</p> <p>6.38. <b>Resolved to</b></p> <p>6.39. <b>Adopt the:</b></p> <ul style="list-style-type: none"> <li>a) <b>Governor Recruitment Policy and Procedure <u>(standing)</u></b></li> <li>b) <b>Governor Development Policy and Procedure <u>(standing)</u></b></li> </ul>	
<p><b>7. Report of the Director of Governance (Decision)</b></p> <p><b><u>Timetable of meetings 2024-25</u></b></p> <p><b>Resolved to</b></p> <p>7.1. <b>Adopt the updated timetable of meetings for 2024-25.</b></p> <p><b><u>Chair's Action</u></b></p> <p>7.2. Chair's Action was taken on 27 June 2024 to appoint a new Director of Governance and Company Secretary.</p> <p>7.3. Jenny Swift will join the College in September 2024.</p> <p><b><u>College Seal</u></b></p> <p>7.4. The College seal had not been applied since the previous Governing Body meeting on 27 March 2024.</p>	
<p><b>8. Audit Committee Minutes (Decision)</b></p> <p><b><u>Annual Review of Audit Terms of Reference</u></b></p> <p>8.1. The Committee's Terms of Reference were updated as follows:</p> <ul style="list-style-type: none"> <li>a) To stipulate that there should also be a minimum of termly pre-meetings between the Chair and SLT lead.</li> <li>b) That the Committee's oversight of Data Protection/GDPR be included.</li> </ul> <p><b>Resolved to</b></p> <p>8.2. <b>Adopt the Audit Committee's Terms of Reference.</b></p>	
<p><b>8a. Audit Committee Minutes (Decision)</b></p> <p><b><u>Internal Audit Tender</u></b></p>	

<p>8.3. A panel of Governors and Senior Management took part in the Internal Audit Tender.</p> <p>8.4. 7 companies were invited to apply, 5 chose to tender and 3 of those companies were shortlisted and invited to make a presentation to the panel on 3 July 2024.</p> <p>8.5. The panel agreed a robust framework of assessment criteria and a scoring process that resulted in a unanimous recommendation to appoint RSM.</p> <p>8.6. The panel felt that the presenters provided solid assurance of their rigorous processes and high quality of audits.</p> <p>8.7. RSM were also included in the shortlist of firms who can audit for the ESFA.</p> <p>8.8. Their audit plan represented good value for money, despite the need to commit to a higher number of days.</p> <p>8.9. Governors queried what would be additionally delivered during these extra days. It would consist of a more thorough process, with more challenge, and would include specialist auditors for areas such as cyber security.</p> <p>8.10. As the Internal Auditors provided the Board with the most frequent independent assurance, Governors felt that it would be reassuring to commit to this more robust process.</p> <p><b>Resolved to</b></p> <p>8.11. <b>Appoint RSM as Internal Auditors for a period of 4 years from 1 August 2024, with an option to extend by 1 year.</b></p>	
<p><b>9. Academic Committee Minutes (Decision)</b></p> <p><b><u>Annual Review of Academic Terms of Reference</u></b></p> <p>9.1. The Committee's Terms of Reference were updated to stipulate that there should also be a minimum of termly pre-meetings between the Chair and SLT lead.</p> <p>9.2. Reference to the Strategy Committee was removed.</p> <p><b>Resolved to</b></p> <p>9.3. <b>Adopt the Academic Committee's Terms of Reference.</b></p> <p><b><u>Quality Improvement Plan (QIP)</u></b></p> <p>9.4. The College's Quality Improvement Plan (QIP) was formed of 30 individual actions in total, with 3 completed, 17 in progress and on track and 10 in progress which may roll over to 2024-25.</p> <p><b>Resolved to</b></p> <p>9.5. <b>Approve the updates to the QIP 2023-24.</b></p> <p><b><u>Work Experience, Industry Placement Policy and Procedure 2024-25</u></b></p> <p>9.6. This policy monitored Apprenticeship work experience.</p> <p>9.7. The policy front page to be revised to clarify the title of the owner.*</p>	<p><b>*Governance (Completed)</b></p>



<p><b>Resolved to</b></p> <p>9.8. <b>Approve the Work Experience, Industry Placement Policy and Procedure 2024-25.</b></p> <p><b><u>Link Governor visits</u></b></p> <p>9.9. It was agreed for the Link Visit form to be transferred to a Microsoft Form survey going forwards, to automatically record Link Governor visits. A link to the form will be shared with Governors.*</p>	<p><b>*Governance (Completed)</b></p>
<p><b>10. Finance and Resources Committee minutes (Decision)</b></p> <p>10.1. Lorna Fitzjohn was thanked for undertaking the role of Vice Chair of the Finance and Resources Committee.</p> <p>10.2. More work was needed to improve staff turnover, however, this would be facilitated by the significant improvements made to staff benefits and remuneration over the past year.</p> <p>10.3. As future HR reports would be presented by the Deputy Principal, James Bryan was thanked for his detailed reporting to the Committee.</p> <p><b><u>Annual Review of Finance and Resources Terms of Reference</u></b></p> <p>10.4. The Committee's Terms of Reference were updated to stipulate that there should also be a minimum of termly pre-meetings between the Chair and SLT lead.</p> <p>10.5. Reference to the Strategy Committee was removed.</p> <p><b>Resolved to</b></p> <p>10.6. <b>Adopt the Finance and Resources Committee's Terms of Reference.</b></p> <p><b><u>College Financial Handbook 2024</u></b></p> <p>10.7. A new government issued document provided the overarching framework for the implementation of effective financial management and other controls, consistent with the College's obligations as public funded bodies.</p> <p>10.8. The handbook was published in March 2024 and becomes effective on 1 August 2024. As it was designed for use by governors, as well as accounting officers, CFO's and auditors, Governors were encouraged to read and note its contents.</p> <p><b><u>P9 Management Accounts 31 January 2024 and Flex 3 Forecast</u></b></p> <p>10.9. As at Period 9 (30 April 2024) the year to date (YTD) operating surplus was £131k versus a budget of Flex 1 YTD Forecast surplus of £274k. It was anticipated that the forecast surplus would be achieved and be exceeded by £30k.</p> <p>10.10. It was key to ensure that income was maximised, with the main risks being a reduction of £15k for apprenticeship funding (3% of income) and a shortfall of £273k in tuition fees (9% of income). This was balanced against higher exams fees, interest received, grants and an increase in high needs students.</p>	

<p>10.11. The College was expected to remain in Good financial health.</p> <p>10.12. Governors commended Paul, Gladys and the Finance Team for their hard work in producing the, now, regular management accounts, which accurately reflected the College's financial situation.</p> <p><b>Resolved to</b></p> <p>10.13. <b>Note the report on the Period 9 results and approve the Flex 3 2023-24 reforecast.</b></p> <p><b><u>Proposed Budget 2024-25 and Forecast 2025-27</u></b></p> <p>10.14. The budget proposed operating surpluses of £203k (2024-25), £223k (2025-26) and £237k (2026-27).</p> <p>10.15. Governors observed the sizeable budget for capital works and it was confirmed that, in addition to the Mottingham build, investment would be made in Enfield and the smaller sites.</p> <p>10.16. To ensure a balance between surplus and growth, whilst providing an appropriate level of investment in quality and student enrichment, resources would be fully assessed against student numbers in September 2024, in order to maximise efficiencies.</p> <p><b>Resolved to</b></p> <p>10.17. <b>Approve the realigned budget and restructuring of pay and non-pay costs in line with total income levels.</b></p> <p><b><u>Tuition Fees</u></b></p> <p>10.18. The Governing Body endorsed the approved tuition fee rise of 3%.</p>	
<p><b>11. Estates Committee Minutes (Decision)</b></p> <p><b><u>Mottingham</u></b></p> <p>11.1. The Governing Body was updated on the Mottingham build with emphasis on ensuring that the buildings would complete on time.</p> <p>11.2. The delayed pre-occupation conditions were due to be submitted the following week. The biggest risk to timing would be from any delays in Building Control signing off.</p> <p>11.3. The College was also awaiting sign off from the GLA Fire Brigade which was being chased.</p> <p>11.4. Governors were made aware of further poor weather risks.</p> <p><b><u>Annual Review of Estates Terms of Reference</u></b></p> <p>11.5. The Committee's Terms of Reference were updated to stipulate that there should also be a minimum of termly pre-meetings between the Chair and SLT lead.</p> <p>11.6. Reference to the Strategy Committee was removed.</p> <p><b>Resolved to</b></p> <p>11.7. <b>Adopt the Estates Committee's Terms of Reference.</b></p> <p><b><u>Gunnersbury Park lease</u></b></p>	

<p>11.8. The College was awaiting responses from the parties involved in the negotiations for the Gunnersbury Park security of tenure, which had been ongoing for 4 years.</p> <p><b><u>Forty Hall Farm review</u></b></p> <p>11.9. It was agreed to share the forthcoming report on Forty Hall Farm with both the Finance and Resources Committee and the Estates Committee.*</p> <p><b><u>Environmental Policy</u></b></p> <p>11.10. The title of the <i>Sustainability Policy</i> had now been changed to the <i>Environmental Policy</i>.</p> <p><b>Resolved to</b></p> <p>11.11. <b>Approve the College's new Environmental Policy.</b></p>	<p><b>*Estates</b></p>
<p><b>12. AOB</b></p> <p>12.1. None.</p>	
<p><b>13. Handover of Chair of Governors (Information)</b></p> <p><b>The Director of Governance Chaired for this item.</b></p> <p>13.1. Roger McClure was now retiring from the Governing Body, as Chair of Governors.</p> <p>13.2. Joanne Roxburgh was appointed Chair Designate of Corporation on 17 May 2023, to become Chair of Corporation from 10 July 2024.</p> <p><b>Resolved to</b></p> <p>13.3. <b>Roger McClure officially handed over the chairmanship to Joanne Roxburgh who became Chair of Corporation, until the end of her Term of Office in March 2027.</b></p>	
<p><b>14. Date of Next Meeting</b></p> <p>14.1. The next scheduled Full Governing Body and Training will take place on Wednesday 25 September, 2024 at the Mottingham campus.</p>	
<p><b>15. Farewells</b></p> <p><b><u>Roger McClure</u></b></p> <p>15.1. Roger McClure gave a short speech about his time as Chair of Governors.</p> <p>15.2. Roger was made an Honorary Fellow of the Patron to continue his support for the College.</p> <p>15.3. Peter Brammall gave thanks to Roger, on behalf of the College and presented him with a gift made by the College's Leather Centre and a Friends of Capel membership.</p> <p>15.4. Heather Barrett-Mold and Joanne Roxburgh also gave thanks to Roger, on behalf of Governors.</p>	

<p><b><u>Joanne Coffey</u></b></p> <p>15.5. As the Director of Governance would be leaving the College on 31 August 2024, this was her last Board meeting.</p> <p>15.6. Joanne was thanked by Roger McClure and Joanne Roxburgh, on behalf of the Governors, and Joanne Coffey gave thanks for their support during her time at the College.</p> <p>15.7. Peter Brammall presented Joanne with a floral planter and a Friends of Capel membership.</p>	
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APPROVED MINUTES			
<b>CHAIR:</b>	<b>Joanne Roxburgh</b>	<b>DATE:</b>	25 September 2024
<b>APPROVAL:</b>	<b>Remote confirmation:</b>		
	<b>Or signed:</b>		