

Minutes Part I

Full Governing Body Committee		
Meeting Time and Date	1730 on 13 December 2017	
Meeting Location	Room H1, Enfield	
Present	Roger McClure (Chair) Lady Salisbury (Madam Vice Chairman) Heather Barrett-Mold Paul Campbell Beryl De Souza David Domoney	Donald Gratton Joy Hillyer Robert Howard Tony Leach Lady Milnes Coates Doug Taylor James Wisdom
Student Governors	Michelle Bavage Niall O'Dea	
Senior Leadership Team	Damien Fallon (Finance) Malcolm Goodwin (Principal) Lynn Hart (Academic) Richard Prowse (Facilities)	
Minute Taker	Joanne Coffey (Clerk)	
Apologies	John Bennett Douglas Fussell Andrew Smith (Staff Governor) Hazel Thomas (Student Governor)	
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The Chair opened the meeting by thanking the Chairs and members of the sub-committees for their hard work over the last term.

1. Apologies

- 1.1. Apologies were given for John Bennett, Douglas Fussell, Andrew Smith and Hazel Thomas.

2. Declaration of Interests

- 2.1. None.

3. Minutes

Resolved to

- 3.1. **Approve the minutes of the Governing Body meeting held on 12 July 2017 as a correct record and authorise the Chair to sign them.**

4. Matters Arising

- 4.1. The Equality and Diversity Policy and Single Equality Scheme did not require any updates following staff consultation.

5. Audit Committee

Review of Terms of Reference (Decision)

- 5.1. The Terms of Reference were amended to clarify membership requirements and to ensure responsibilities were fully specified.

Resolved to

- 5.2. **Approve the Audit Committee Terms of Reference.**

Regularity Audit Self-Assessment Questionnaire 2016-17 (Decision)

- 5.3. Compliance is demonstrated in all areas, supported by the external audit of the College's financial statements in August 2017.

Resolved to

- 5.4. **Approve the Regularity Audit Self-Assessment Questionnaire for 2016-17.**

Review of Areas Susceptible to Fraud 2016-17 (Decision)

Resolved to

- 5.5. **Approve the Fraud Review Schedule for 2016-17.**

External Auditors' Letter of Representation 31 July 2017 (Decision)

Resolved to

- 5.6. **Approve that the Chairman of Governors and the Principal be authorised to sign the Letter of Representation in respect of sections 4 and 15 for the year ended 31 July 2017 on behalf of the Corporation.**

Post Audit Management Reports 2016-17 (Decision)

- 5.7. There were no material adjustments to the post audit management reports for 2016-17.

Resolved to

- 5.8. **Approve the Post-Audit Management Reports issued in respect of the College, Capel Manor Limited and FHCVL for the year ended 31 July 2017.**

Report and Financial Statements 31 July 2017 (Decision)

- 5.9. The Chair of the Audit Committee confirmed their committee's satisfaction with the Report and Financial Statements.

Resolved to

- 5.10. **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 for the year ended 31 July 2017.**
- 5.11. **Approve the audit report on the regularity audit of the College and the financial statements audit reports for the College, Capel Manor Limited and Forty Hall Community Vineyard Limited for the year ended 31 July 2017.**

Internal Audit Service - Evaluation and Reappointment (Decision)

- 5.12. In the annual review of audit services, Scrutton Bland received the highest grade of Good, as reflected in their effective challenge and high level of reporting.

Resolved to

- 5.13. **Confirm the appointment of Scrutton Bland to provide the internal audit service to the College for the 2017-18 year at a negotiated cost of £16,430 for the year, exclusive of VAT.**

Report of The Director of Finance (Decision)

- 5.14. The Scrutton Bland partnership has now converted to a Limited Liability Partnership (LLP) and a new letter of engagement and Internal Audit Charter has been issued to reflect this change.

Resolved to

- 5.15. **Approve the Risk and Assessment Progress Report on Debtors issued by Scrutton Bland as part of the College's 2016-17 Internal Audit Plan.**
- 5.16. **Approve the letter of engagement and supporting Internal Audit Charter issued by Scrutton Bland to the College.**

Annual Report on Risk Management 2016-17 (Decision)

- 5.17. The effective risk management in the College during 2016-17 and the proposed changes to the Risk Policy as suggested in the Annual Report on Risk Management 2016-17 were noted.

Resolved to

- 5.18. **Approve that the College complied with the Risk Management Policy and risks were effectively managed during 2016-17.**

Audit Committee Annual Report 31 July 2017 (Decision)

5.19. The Annual Report confirmed that all requirements had been completed up to 31 July 2017.

Resolved to

5.20. **Approve the Audit Committee Annual Report 31 July 2017.**

6. Health and Safety Committee

6.1. The recommendation to adopt higher level reporting via summaries, rather than a full breakdown, was not approved at the stage by the Health and Safety Committee at this time.

Review of Terms of Reference (Decision)

Resolved to

6.2. **Approve the Health and Safety Committee Terms of Reference.**

7. Academic Committee

Review of Terms of Reference (Decision)

Resolved to

7.1. **Approve the Academic Committee Terms of Reference.**

Quality Improvement Plan (QIP) 2016-2017 (Decision)

7.2. The College's Quality Improvement Plan (QIP) is complete with the two uncompleted 'red' action risk assessed as low impact and not needing to be carried forward to the current year.

7.3. Animal Management and Saddlery has been graded as Outstanding and this will be closely monitored to ensure consistency across all sites and to ensure high levels of performance is maintained for 2017-18.

7.4. The future QIP will have more emphasis on outcome achievements to ensure resonance of actions.

Resolved to

7.5. **Approve the final Quality Improvement Plan (QIP) 2016-2017.**

Self-Assessment Report (SAR) 2016-2017 (Decision)

7.6. To increase perspective, Governors requested percentages to be added to diversification tables and ratios to be clarified in text.

7.7. The presentation of Key Achievements to be given more emphasis possibly by classifying as national, regional or local achievements.

- 7.8. As the SAR is populated by the Schools, the statements were deemed to be both accurate and powerful in their provision of information.

Resolved to

- 7.9. **Approve the Self-Assessment Report (SAR) 2016-2017 with its changes and template changes.**

8. Search and Governance Committee

Review of Terms of Reference (Decision)

Resolved to

- 8.1. **Approve the Search and Governance Committee Terms of Reference.**

Review of Standing Orders (Decision)

- 8.2. To enable an increase in both Governors and Student Governors, where it is deemed to be of benefit to the Corporation, the Governing Body agreed that the total membership of the Corporation should be 'Up to 22'.

- 8.3. The quorum of 40% is based on the total membership at the time of the meeting.

- 8.4. As a requirement by the Post-16 Audit Code of Practice, Declarations of Interest to now include domestic 'Politically Exposed Persons'.

Resolved to

- 8.5. **Approve the Standing Orders.**

Review of Instrument and Articles (Decision)

Resolved to

- 8.6. **Approve the Instrument and Articles.**

Review of Statement of Governance (Decision)

Resolved to

- 8.7. **Approve the Statement of Governance.**

Report of the Clerk (Decision)

- 8.8. Three Student Governors were appointed by the Governing Body to amplify the student voice of the College.

Resolved to

- 8.9. Approve the appointments of Michelle Bavage, Niall O’Dea and Hazel Thomas to serve as Student Governors for one full year term for 2017-18, with the opportunity for this term to be extended should they continue for a further year of study.
- 8.10. Approve the appointment of Andrew Smith to serve as Staff Governor for a third two year term of office.

9. Finance and General Purposes Committee

Review of Terms of Reference (Decision)

Resolved to

- 9.1. Approve the Finance and General Purposes Committee Terms of Reference.

Group Management Accounts 31 July 2017 (Decision)

- 9.2. The variance in farming expenditure of £39k relates to the production costs that provided a variant income of £66k.

Resolved to

- 9.3. Approve the group management accounts for the year ended 31 July 2017.

External Auditors’ Letters of Representation 31 July 2017 (Decision)

Resolved to

- 9.4. Approve that the Chairman of Governors and the Principal be authorised to sign the Letter of Representation in respect of the College.
- 9.5. Approve that the Principal be authorised to sign the Letters of Representation in respect of Capel Manor Limited and Forty Hall Community Vineyard Limited in his capacity of director of those companies.

Report and Financial Statements 31 July 2017 (Decision)

Resolved to

- 9.6. Approve the accounting policies and the Report and Financial Statements of Capel Manor College, Capel Manor Limited and Forty Hall Community Vineyard Limited for the year ended 31 July 2017.

Financial Management and Control (Decision)

Resolved to

- 9.7. Approve the key accounting ratios for the College for the year ended 31 July 2018:
- a. Adjusted current ratio \geq 1.6:1
 - b. Cash days in hand \geq 30
 - c. EBITDA \geq 3%

- d. Operating surplus >0
- e. Borrowing costs =/< 4%
- f. Staff costs =/< 65%

Three Months Management Accounts 31 October 2017 (Decision)

9.8. The College's balance sheet is currently strong with Key Performance Indicators (KPIs) in line with future goals.

Resolved to

- 9.9. **Approve the group management accounts for the first calendar quarter to 31 October 2017.**

Revised Budgets 2017-18 (Decision)

Resolved to

- 9.10. **Approve the revised revenue and capital budgets for the year ended 31 July 2018.**

10. Report of the Clerk

Membership (Decision)

10.1. Don Gratton had completed two years out of the normal term of four years of office and expressed his willingness to fulfil a further two years (to complete his third full term of office), which the Governing Body gratefully accepted.

Resolved to

- 10.2. **Approve the extension of Don Gratton's term of office to a full term of 4 years.**

Annual Review of the Decision Making Process (Decision)

Resolved to

- 10.3. **Confirm that the decision making process of the Corporation is fit for purpose.**

Timetable of Governors' meetings 2017-19 (Decision)

Resolved to

- 10.4. **Approve and adopt the timetable of meetings for 2017-19.**

11. Crystal Palace Capital Project (Decision)

11.1. In response to request from the Greater London Authority and increased recruitment of 16-19 students in 2017-18 which will subsequently increase the funding allocation from the Education and Skills Funding Agency's (ESFA) for 2018-19, the level of contribution from the College in the funding application has increased.

- 11.2. The Greater London Authority (GLA) has requested that the College's planning requirements are incorporated into Bromley's and the Shadow Board's Outline Planning Application (OPA) for the whole regeneration project.
- 11.3. Inclusion in the OPA is estimated to cost between £45-55k to commission Aecom to provide additional information to Bromley.
- 11.4. The Shadow Board for Crystal Palace Park recognises the potential value of partnership with Capel Manor as a provider of both land based education and services although they have expressed caution about the loss of Metropolitan Open Land (for the upper site proposals).
- 11.5. The application, currently being assessed through the Mayor's Investment Panel, may be further delayed and Governors discussed the importance of managing expectations, risk and time constraints especially as funding 'windows' could be missed which may also cause costs to rise. Temporary teaching facilities may be required to continue alignment with the strategic objectives and the Regeneration Plan.
- 11.6. The Committee debated whether external public relations (PR) consultation would provide stronger representation for the College, during the application process and beyond, to ensure:
 - a. promotion of the College's charitable status, openness and trustworthiness
 - b. the benefits to local communities is conveyed
 - c. identification of the key target representatives
 - d. that the College is a strong contender to competing local groups.
- 11.7. The Principal to consider external representation and, in the meantime, gave reassurance that:
 - a. Andrew Smith (Centre Manager) and Maggie Roy (Community Liaison) at Crystal Palace, had provided excellent PR coverage thus far
 - b. the College had presented to the Shadow Board on two occasions and provided details of plans and proposals.

Resolved to

- 11.8. **Approve the senior leaders to continue with the application for funding with the Capital Investment Fund using an increased contribution of £3.725m.**
- 11.9. **Approve the senior leaders to consider up to £55K more consultancy and additional surveys to support the College's inclusion in the Outline Planning Application**

12. Visitor Centre Project (Decision)

- 12.1. Further analysis from the Governor's working party has reaffirmed the positive impact a visitor centre at Enfield will have on the College for both students and visitors.

- 12.2. Governors explored the importance of promoting and demonstrating the educational and historical aspects to visitors, to provide a unique attraction for the local community and encourage multiple visits.
- 12.3. Although daily visitor numbers are expected to increase, high volume events will decrease, equating to less condensed footfall and traffic.
- 12.4. Unisex toilets were not deemed appropriate for the visitor centre, due to the College's stringent safeguarding policy, and accessible toilets are provided within the College grounds.
- 12.5. Governors were extremely encouraged by the evolving visitor centre plans.
- 12.6. The next draft of the Master Plan will incorporate amendments to floor space, external dining and landscape aspects based on projected visitor numbers, which will provide improved context to Enfield Council's planning department.
- 12.7. The next stage is to re-draw the Master Plan for Enfield with the proposed revisions and move the project to the pre-planning stage to ensure alignment with fundraising interest.

Resolved to

- 12.8. **Approve that the senior leaders further develop business plans for commercial activities and ask the architects to amend the design for the visitor centre and Master Plan in line with the recommendations in the report to enable pre-planning and fundraising to start.**

13. Mission, Vision and Values (Decision)

- 13.1. As the Staff Conference was due to take place on 15 December 2017, Governors to await student feedback on the College's Mission, Vision and Values statement.

Resolved to

- 13.2. **Authorise the senior leaders to incorporate feedback from staff into the Mission, Vision and Values statement as it currently stands.**
- 13.3. **Authorise senior leaders to circulate the Mission, Vision and Values statement using feedback from staff at the College Conference on 15 December for final approval by Governors.**

14. Report of the Principal (Information)

- 14.1. The lease for Gardening Which? at Enfield has lapsed. Gardening Which? remain on site and, subject to renegotiation to the terms of a new lease, would continue to operate as they do now from their current location.

15. AOB

- 15.1. None.

16. Date of next meeting

16.1. The next Full Governing Body Committee meeting will take place on Wednesday 28 March, 2018.