



## Minutes of the Meeting of the CORPORATION

held in the Boardroom, Fawcett Building  
Willesden Campus  
at 5.30pm on Wednesday, 17<sup>th</sup> May 2017

**Present:**

- Tony Johnston (Chair)
- Judith Williams (Vice-Chair)
- Andy Cole
- Peter Child
- Jan Knight
- Berta Miguez
- Diane Kennedy }
- Ros Aird } attended remotely
- William Germain }
- Abdul Mohamed
- Ben Humpage
- Dodie Okito
- Vineeta Manchanda

Present [13 of 14]  
[93 %]

Vacancies [3]

**In Attendance:**

- Fiona Chalk, Clerk to the Corporation
- Mike Welsh, Deputy Principal, (Curriculum, Teaching and Curriculum)
- Eamonn McCarroll, Vice-Principal (Finance & Resources)
- Anna Openshaw-Lawrence, Vice-Principal (People and Planning)

The Principal updated the Board on the death of a CNWL student last week in a stabbing at a social event. The student was part of the Sports Chelsea programme. His family in Portugal have been written to and advised the college is working with the family to support them, particularly in financial assistance to repatriate his body. His family were very proud of his achievements to date and these will be officially confirmed to his family as far as possible. The Board expressed their condolences to the family.

### **16/056 PROPERTY UPDATE [A1]**

See confidential minute

Members were advised that the LEP have launched their new prospectus for tenders. They have £114m to give to FE over the next 4 years with £40m being in the first tranche of funding. The deadline for expressions of interest is 12<sup>th</sup> June.

**It was resolved that Andy Cole/Eamonn McCarroll and Tony Johnston have delegated authority to put in an expression of interest.**

**16/057 APOLOGIES FOR ABSENCE (B1)**

Apologies for absence were received from Donald Palmer.

**16/058 DECLARATIONS OF INTEREST (B2)**

None.

**16/059 MINUTES OF PREVIOUS MEETING (B3)**

**It was resolved that the following minutes be approved:** Corporation minutes of 29 March 2017 were approved.

**16/060 MATTERS ARISING (B4)**

[i] Payment to the Chair for Area Review work

Tony Johnston left the room.

The Clerk advised that the Charity Commission have given approval for payment of Tony Johnston, for the work his undertaking in his role of Chair, to carry out the recommendation of the Area Review process, namely; merger with CWC.

Members noted that at the previous meeting in March, they had agreed to pay him 1 day a week for the commencement of his Term as Chair in February, which gave a total of £13,000. However, the Charity Commission advised that they do not make retrospective payments and therefore any payment would be from the date of their approval. Members were asked to agree to pay Tony either 1 day a week from approval date of 24<sup>th</sup> April totalling £7000, or to pay him a total payment of £13,000 which would equate to approximately 2 days a week.

Members discussed Tony's expectations, parity between applicants i.e. Judith Williams not being able to receive any payment due to no retrospective payments being approved, the voluntary nature of the role of Chair and the financial position of the college.

It was proposed that payment be made for 1 day a week for the 14 weeks since approval by the Charity Commission till 1<sup>st</sup> August, at a rate of £500 per day, giving a limit of £7000. A vote was taken. 9 voted in favour of the proposal and 3 abstained.

**It was resolved that:**

- 1. payment be made for 1 day a week for the 14 weeks since approval by the Charity Commission till 1<sup>st</sup> August, at a rate of £500 per day, giving a limit of £7000, with expenditure being monitored by Clerk and Vice-Chairs. It was agreed the KPIs recommended by the Clerk were too restrictive so no KPIs will be set.**
- 2. The contract between Tony and the College, subject to the above amendments, be approved.**

Tony Johnston re-joined the meeting.

[ii] CWC Due Diligence Report update

AOL and EM advised, in response to governors questions at the previous meeting:

- The number of contractors at CWC is 22

- Break clause on loans is £4.6m CWC and £2.65m CNWL – these will not be crystallised at point of merger as Barclays have made an offer regarding the loans going forward.

## 16/061 STRATEGIC ALLIANCE AND AREA REVIEWS (C1)

### C1[i] TO RECEIVE REPORTS FROM THE JOINT INTERIM BOARD

C1a. *Due Diligence report.*

See confidential minute

C1b. *Receive and note the outcome of the formal consultation*

Responses to the consultation were noted. It was noted that the responses were mostly positive, especially for local councillors overall, on social media as well as formal written responses and it was agreed that it has been a positive experience giving a good opportunity to further engagement in the local community. It was agreed responses will be given to address the concerns raised. The Board asked for their thanks to be passed to the PR team.

**AC to action**

**It was resolved to receive and note the outcome of the formal consultation on the proposed dissolution of the College of North West London**

C1c. *To approve wording of draft resolution to dissolve and transfer assets to CWC as at 1<sup>st</sup> August 2017*

See confidential minute

**It was resolved that in the light of the outcome of the formal consultation, to continue to progress the planned merger with City of Westminster College with a view to approving on 5<sup>th</sup> July 2017 the Transfer Deed, transferring the Corporation's assets, rights and liabilities to the City of Westminster College effective on 1<sup>st</sup> August 2017.**

C1d *Agree Public Statement response to formal consultation*

It was noted that the JIB has recommended this Public Statement for approval.

**It was resolved to approve the publication of the draft Public Statement summarising the outcome of the formal consultation and confirming that, after due consideration of the responses received, the College has resolved to continue to progress the proposed merger with City of Westminster College with a view to it taking effect on 1<sup>st</sup> August 2017.**

C1e *To endorse the proposal for CWC to change its name to United Colleges Group, from 1<sup>st</sup> August.*

It was noted that the JIB has recommended to CWC to progress with the proposed name change.

**It was resolved that having noted the outcomes of the consultation on the proposed change of name of the City of Westminster College Corporation to the United Colleges Group, to endorse the proposal that, subject to the Emergency Services raising no material concerns, City of Westminster College apply to the Department of Education for approval of such a change of name to take effect from 1<sup>st</sup> August 2017.**

C1f *To agree to transfer the Pension Scheme*

Members noted that both schemes and colleges are in agreement for the transfer. The change in the Employers contribution rates were noted. The benefits of moving to the LPFA were noted. The consent of the Secretary of State is required to permit this transfer to happen and this needs to happen prior to merger to prevent crystallisation of the Brent scheme on 1<sup>st</sup> August. It was acknowledged that the general election and the current restrictions will delay this approval but members noted that the college was taking every action it can to speed this process up. It was noted that there would be no loss to any benefits of current or future employees.

**It was resolved to transfer the responsibility for the management of the pensions of current and former staff employees of the College from the Brent Fund to the London Pensions Fund Authority, with effect from 1<sup>st</sup> August. It was also resolved that, subject to City of Westminster Corporation also agreeing to such a transfer, the Principal be delegated to submit an appropriately worded Direction Order to the Department for Communities and Local Government seeking formal approval for the transfer.**

C1g *To note and endorse the JIB's Appointment Panel's recommendation on CWC's appointment of CEO designate and any other SPHs*

This item was taken at the end of the meeting and staff, student governors and Executive members left the meeting. See confidential minute

C1h **To approve Shadow Board Governance Arrangements**

Members noted the Terms of Reference for the Shadow Board. It was noted that 7 Independent members of CWC's Board and 6 Independent members of CNWL's Board have expressed their interest in being appointed to the Shadow Board, together with 1 staff member from each college. The Chair advised that a skills analysis has been carried out by the Chairs of both colleges and this will be reported to the JIB at its meeting on 23<sup>rd</sup> May.

**It was resolved that the Terms of Reference be approved.**

**CLERK TO ACTION**

C1[ii] **TO RECEIVE AN UPDATE ON AREA REVIEWS**

The Principal advised that there has been considerable fallout from the Area Review recommendations in that many college mergers have fallen apart. Kensington and Chelsea and City Lit are no longer merging and neither are Stanmore and West Herts. KCC will make a decision between EHWL and UCG on 5<sup>th</sup> June and are seeking reassurances from the proposed group on curriculum, estates, merger and structure post-merger. KCC were given the reassurance that should they proceed with merger discussions with the group as their preferred partner, then the group would withdraw from talks with other partners whilst merger with KCC was proceeding. This decision was based on the staffing capacity to manage such.

**16/062 FINANCE, INTERNAL CONTROL AND RISK MANAGEMENT (C2)**

Members noted the minutes of the Audit Committee and its recommendations.

**It was resolved that a Lessons Learned paper be prepared by the Executive on the Property development to date with Andy Cole and Judith Williams leading.**

**AC/JW TO ACTION**

Governors asked for Andrew Scott to be thanked for his input at the committee meeting.

**CLERK TO ACTION**

Diane Kennedy left the meeting.

**16/063 OTHER ITEMS FOR CONSIDERATION (D)**

1[i] *Governor Visit reports.* Members noted Jan and Judith have undertaken visits and their reports will come to July's meeting.

**CLERK/JW/JK TO ACTION**

1[ii] *To note Chair's Actions.* Members were advised that when the colleges merge, CNWL will be trading as United Colleges Group. This means that the trading name of CNWL will no longer be protected. In order to protect it, a company has been set up as College of North West London Limited. Members noted that Andy Cole is the Director, Fiona Chalk the Company Secretary and CNWL as the member.

**It was resolved that the Companies House documentation be approved.**

**CLERK TO ACTION**

**16/064 DATE & TIME OF NEXT MEETING**

Corporation meeting on Wednesday 5<sup>th</sup> July 2017 at 5.30 p.m.

The meeting closed at 8.20 p.m.

Signed: .....

Date:.....