



## Minutes of the Meeting of the CORPORATION

held in M208 University of Westminster  
Marylebone Campus at 4.15pm on Saturday  
28<sup>th</sup> January 2017

**Present:** Judith Williams (Chair)  
Tony Johnston (Vice-Chair)  
Andy Cole  
Peter Child  
Jan Knight  
Berta Miguez  
Abdul Mohamed  
William Germain  
Dodie Okito  
Donald Palmer

Present [10 of 15]  
[67 %]

Vacancies [2]

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

### **16/034 APOLOGIES FOR ABSENCE**

Apologies were received from Vineeta Machanda, Diane Kennedy and Ros Aird.

### **16/035 DECLARATIONS OF INTEREST**

None.

### **16/036 STRATEGY AND OPERATIONS**

#### **PROPOSED MERGER TYPE**

Members noted the recommendation from the Joint Interim Board.

**It was resolved that the Corporation of CNWL proceed to consultation and formal Notice on the proposal for a type B merger of equals with the Corporation of CWC, where CWC's Corporation would be the continuing college Corporation and the Corporation of CNWL would dissolve, subject to due diligence and legal advice.**

**16/038 KPI – STRATEGIC ALLIANCES**

**IT WAS RESOLVED THAT THE CLERK CIRCULATE THE KPI SO MEMBERS CAN AGREE MEASUREMENTS TO ASSESS THE EXECUTIVES PERFORMANCE** **CLERK TO ACTION**

**16/039 A.O.B.**  
**CHAIRS ACTIONS**

The Clerk advised that following the decision of the JIB to undertake due diligence for the purpose of merger which includes financial and legal due diligence, in order to meet with the college’s Financial Regulations, any spend on such over £25,000 is required to go to tender. Due to the length of time the process of tendering for such services would take and the negative impact this would have on the merger process, the Chair has taken Chairs Actions to instruct the Executive to proceed with the due diligence exercise without proceeding to tender. **Members noted and ratified this action.**

Members expressed their thanks for the significant amount of work undertaken by the Chair and Vice-Chair in regard to merger and partnership collaborations.

The Clerk advised that she had received a letter of resignation from Judith Williams, resigning from her position as Chair and the Chair stated her reasons, namely the size of workload and huge time commitment required for the role at this time. She stated that back in March 2016 she had turned down the opportunity to be paid for her role in the Area Review process as she considered it her civic duty but had not understood the time implications of the role and its impact on her not being able to carry on her working role to the extent she had intended. She stated that going forward, she thought consideration should be given to payment for the Chair of the new entity to oversee the implementation of the recommendations of the Area Review and the merger of the colleges.

The Clerk advised that the position of Chair was now available to all Board members. Judith Williams nominated Tony Johnston for the position of Chair and Jan Knight seconded the nomination. The Clerk advised that should Tony be appointed to the position of Chair, there would be a vacancy for Vice-Chair. Judith Williams advised she would be willing to stand for Vice-Chair. Peter Child nominated Judith as Vice-Chair, subject to Tony being appointed Chair. The Clerk stated that in the interests of openness and fairness, she would seek nominations from all members up until Thursday noon for both positions. She would then circulate electronically the names of those nominated and provide an electronic voting opportunity for all to vote by Friday noon, with the result being announced on Friday afternoon. She stated that this would then ensure that the Corporation had a Chair in place for the next JIB meeting on 6<sup>th</sup> February. **The Corporation resolved that this process proceed as recommended by the Clerk.**

The Principal stated his gratitude for all Judith’s hard work and acknowledged that not only does the role have huge time implications, but it is mentally demanding too.

**16/040 DATE & TIME OF NEXT MEETING**

Corporation meeting on Wednesday 29<sup>th</sup> March at 5.30p.m. at CNWL.

Signed: .....

Date:.....