



Minutes of the Meeting of the CORPORATION

held in the Boardroom, Fawcett Building
Willesden Campus
at 5.00pm on Wednesday, 29th March 2017

Present: Tony Johnston (Chair)
Judith Williams (Vice-Chair)
Andy Cole
Peter Child
Jan Knight
Berta Miguez
Diane Kennedy
Abdul Mohamed
Roslyn Aird
Ben Humpage
Dodie Okito
Donald Palmer

Present [12 of 14]
[86 %]

Vacancies [3]

In Attendance: Fiona Chalk, Clerk to the Corporation
Mike Welsh, Deputy Principal, (Curriculum, Teaching and Curriculum)
Eamonn McCarroll, Vice-Principal (Finance & Resources)
Mary Prince, Assistant Principal (Enterprise and Employment)
Ruth Scott-Kendrick, Head of Learning, Improvement and Standards
Anna Openshaw-Lawrence, Vice-Principal (People and Planning)

BRIEFING: SAFEGUARDING (INCLUDING PREVENT)

Governors received a presentation on their responsibilities for Safeguarding and Prevent under the current legislation. A copy of the presentation is filed with these minutes.

16/041 APOLOGIES FOR ABSENCE (A1)

Apologies for absence were received from Vineeta Manchanda and William Germain.

16/042 DECLARATIONS OF INTEREST (A2)

None.

16/043 MINUTES OF PREVIOUS MEETING (A3)

It was resolved that the following minutes be approved: Corporation minutes of 7 December and 28 January, including the Confidential minutes.

16/044 MATTERS ARISING (A4)

[i] Leading Edge Targets Update (see B5)

[ii] Merged college name – members noted that the proposed name of United Colleges Group is in the Consultation document, responses will be reviewed and then depending on the outcome of the consultation, permission for a new name will be submitted to the Secretary of State. It was noted that a local councillor has written a positive response in the Kilburn and Asian Times.

16/045 STRATEGIC ALLIANCE AND AREA REVIEWS [B1] - see confidential minute

Appointment of Clerk Designate and Chair Designate

Members noted that Christina Price and Fiona Chalk have both been appointed as Clerks designate. Tony Johnston has been appointed as Chair Designate. The JIB is still in operation so both Chairs are still working together. The Board congratulated Tony Johnston on his appointment.

JIB Governance update

The Chair thanked members for expressing their interest in becoming governors on the Shadow Board. He advised that the JIB is looking at the proposed TOR of the Shadow Board and the appointment process to that Board in order that it will meet standards of external scrutiny. This is likely to be agreed in April/May.

Delegation to Principals of spend on merger projects over £25,000

Members noted that any spend over £25,000 requires a tender process under the current Financial Regulations. Work streams for the merger have identified that outside expertise may be required, particularly around IT and to bring in such expertise, may cost in excess of £25,000. In order for the merger to continue in a timely manner, **it was resolved that approval of any spend over £25,000 will be delegated to the Principals rather than a tender process, with spend limited to the operational support merger budget of £130,000.**

Principals to Action

16/046 FINANCE AND INTERNAL CONTROL [B2]

[i] Draft minutes and of the Finance & Resources committee were noted.

[ii] Draft minutes from Audit Committee were noted.

It was resolved that all the recommendations be approved.

Clerk to Action

16/047 PROPERTY [B3] – see confidential minute

16/048 QUALITY IMPROVEMENT [B4]

[i] Draft minutes of Teaching and Learning Committee – members noted the minutes

16/049 Partnership KPIs [B5]

Members noted that when commercial targets and metrics for partnership were previously set, these were stretch targets set by SFA based on their allocation of monies, not based on student numbers. This was a 44% growth target on the previous year which was already 22% up the year previous to that. This target would not be met because of the restrictions implemented after the

Keyrail issue, so there will be an adjustment this year. However, the team are focused on growing apprenticeships and other business work. The actions taken by college management to meet the targets whilst accommodating restrictions, were noted by the Board and it acknowledged that the college has been accepted onto the Register of Apprenticeship Training Providers.

It was resolved that the metrics detailed in the report to measure the effectiveness of partnerships, be incorporated in the Partnership KPIs. This should also include monetary commercial value.
MP to Action

16/050 GOVERNANCE [C1]

Complaints

Members noted an update on the complaints received under Complaints Against the Corporation Policy and the findings of each complaint namely, that the decisions in question were lawful and in accordance with the principles of natural justice.

Amendment to Resolution 15/149

Members agreed an amendment to the above minute of the Board meeting of 6.7.16 to include the wording, 'The Board approved the Complaints Against the Corporation Policy'. This wording was added following a review of the recommendation of the Search Committee at its meeting on 15.6.16, which recommended to the Corporation that the above policy be approved.

Clerk to Action

College Code of Good Governance Update

Members noted the update to the Board Improvement Plan for 2016-17 which showed that items 6.2, 6.11 and 8.1 of the Code have now been actioned and meet the performance criteria. A further update will be presented to the July Corporation meeting.

Payment of the Chair - see confidential minute

Noting of changes to Board and Committee membership

The vacancies on the Board and Committees due to the resignation of Mick Gallagher from the Board, other commitments of members that mean they cannot attend committees and the change of officers for the position of Chair and Vice-Chair, were noted. **It was resolved that no new appointments to the Board would be made given the proposed merger position and that the Clerk would contact members separately to seek appointments to committees to ensure the June meetings are quorate.**

Clerk to Action

Amendments to the Instruments and Articles

In view of the reduced number of members of the Corporation, **the Board resolved to amend Instrument 13(1) as follows: 'Meetings of the Corporation shall be quorate if the number of members present is at least 30% of the total number of appointed members'.**

The Joint Interim Board has recommended that the position of CEO and Principal be ring fenced in the first instance, to the 2 incumbent Principals of CNWL and CWC. **It was resolved that Article 12(1) be amended as follows: 'consider advertising the vacancy nationally'.**

Following the appointment of each Clerk from CNWL and CWC as Clerk Designate, **it was resolved that Instrument (1)(b) and Articles (1)(d) amend the interpretation of 'the Clerk' to mean 'Clerk or Clerks'.**

Clerk to Action

Governor Visits

Members were reminded to send the reports from their visits to the Clerk. The Clerk agreed to re-circulate the template report.

Clerk to Action

16/051 POLICIES [C2]

Supply Chain and Sub-contractor fees and charges policy was presented to the Board. It was noted that:

- robust contracts are now in place with all subcontractors and these are monitored through the Auditors
- contracts are reviewed annually
- prior to contracts, a pre-qualification questionnaire that forms the due diligence on each company has to be satisfactorily completed
- payment is now made on actuals and evidence is checked and monitored
- monitoring of this policy will be through the Audit Committee next year

It was resolved that the policy be adopted.

MP to Action

16/052 INFORMATION ITEMS FOR NOTING [D]

Principal’s Report

Members noted the report. The Principal gave a verbal update on the recent incident outside the college and members noted the Police comments on the college’s model response. Procedures around staff responses, business continuity and critical incident processes will be reviewed.

16/053 CONFIDENTIAL ITEMS [E]

- [i] To note the appointment process for the CEO designate }
 - [ii] To amend the JIB’s Terms of Reference } – see confidential minute
- All staff and students left the meeting, except the Clerk.

16/054 DECLARATION OF BUSINESS TO BE TREATED AS CONFIDENTIAL (E1)

Items: Strategic Alliance B1, Property Development B3, Governance C1 – payment of Chair, Confidential items E1- CEO designate, are deemed confidential – see separate minute.

16/055 DATE & TIME OF NEXT MEETING

Corporation meeting on Wednesday 17th May at 5.30 p.m.

The meeting closed at 8.25 p.m.

Signed:

Date:.....