

**Minutes of the Meeting of the
CORPORATION**

**held in the Boardroom, Fawcett Building
Willesden Campus
at 5.30pm on Wednesday, 7th December 2016**

Present: Judith Williams (Chair)
Tony Johnston (Vice-Chair)
Vineeta Manchanda (Vice-Chair) – remotely from item 5
Andy Cole
Peter Child
Jan Knight
Berta Miguez – except C1
Diane Kennedy - remotely
Abdul Mohamed – except C1
Roslyn Aird
William Germain - remotely
Ben Humpage – except C1
Dodie Okito – except C1

Present [13 of 15]
[87 %]

Vacancies [0]

In Attendance: Fiona Chalk, Clerk to the Corporation
Eamonn McCarroll, Interim 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)

16/018 APOLOGIES FOR ABSENCE (A1)

Apologies for absence were received from Mick Gallagher and Donald Palmer.

16/019 DECLARATIONS OF INTEREST (A2)

None.

16/020 MINUTES OF PREVIOUS MEETING (A3)

It was resolved that the following minutes be approved: Corporation minutes of 12th October 2016, including the Confidential minutes.

16/021 MATTERS ARISING (A4)

[i] Appointment of Student Governor – **It was resolved that Dodi Okito be appointed Student Governor Clerk to Action**

[ii] Updated Safeguarding Report – Members thanked AOL for the excellent updated Safeguarding report and stated their appreciation for the extra detail which helps Governors understand students and their challenges better.

16/022 STRATEGIC ALLIANCE AND AREA REVIEWS [B1]

Members noted the Strategic Business Case report and feedback from the first Pre-Interim Board meeting and agreed that independent informal discussions with the Chair and each other had helped to clarify the college's position and next actions. **It was unanimously resolved that the following resolutions be approved.**

- That the Corporation reaffirms the agreement to proceed with the merger between the College of North West London and City of Westminster College on the basis of the draft joint strategic business case (Appendix A), subject also to other colleges potentially joining as part of our multi-college merger model and subject to due diligence and consultation.
- That the Corporation agrees to give delegated authority for planning the merger to the Joint Interim Board, and agrees the accompanying Terms of Reference (Appendix B). This authority to include all operational matters for enacting a merger of corporations other than those matters reserved for the full Boards as part of their regulated responsibilities.
- That the Corporation agrees in principle that, subject to further research by the Joint Interim Board, the merger between the College of North West London and City of Westminster College will be a "Type B" merger of equals (reference Appendix C).
- That the Corporation agrees in principle to a formal consultation document to be published to stakeholders in accordance with the relevant legislation.
- That the Corporation agree in principle to a prospective change of name for the continuing college which will be agreed by both governing bodies and subject to the required consultation and approval requirements.
- That the Corporation approve a budget for the merger of up to £250,000, on the understanding that this sum will be committed by each college to create a total joint budget of up to £500,000.
- That the Corporation notes the recommendations of the West London Area Review for the College of North West London and the recommendations of the Central London Area Review for City of Westminster College.

It was resolved that the budget approved must have detailed costings and be calibrated to the Project Plan and Work Streams.

EM/Principal to Action

16/023 FINANCE AND INTERNAL CONTROL [B2]

[i] Draft minutes of the Finance & Resources committee were noted. Points were noted as:

- Management Accounts and Budget 2016/17 – Governors asked for Leading Edge and 19+ Apprenticeship funding to be shown separately in the accounts
- Financial Health Category letter from the SFA to be put on the portal
- Student Council Reports – Members asked for more clarification on the allocation of funds in future reports
- HR/Staffing matters – The Chair that the future Annual report be more contextualised in relation to the overall HR strategy and to show links to the KPIs for developing our people
- It was suggested that an existing developer might be prepared to take on the Barclays Loan and the Vice-Principal F&R said that this would be considered and reported back to the Board

[ii] Draft minutes from Audit Committee were noted. Points were noted as:

- Staffing ratio to be included as part of the KPIs in the sub-contracted area
- Information security and data protection – The Chair requested that a termly report be issued to Audit Committee on all IT matters, including crucial and major network issues and work done to mitigate these issues as well as summarising findings from the IT data disaster recovery tests undertaken
- Management to look into achieving lower pension costs (with the Brent scheme) given the college is the second major contributor and report back to Audit
- It was resolved the Audit Committee recommend the financial statements to the Corporation for approval
- It was resolved to recommend to Corporation that a mini funding audit take place in May 2017 for reporting to the June Audit Committee
- Management will be drawing up a Post Audit Action Plan to monitor implementation of the recommendations and the Audit Committee will have a role in oversight of the plan – its robustness and management’s implementation of the said plan.
- Members asked for sight of the email trail that shows the SFA do not require the forensic email investigation to take place.
- It was resolved that the committee recommend to Corporation, acceptance of the report’s recommendations
- Risk Management Report – to next Audit Committee

It was resolved that all the recommendations be approved.

MP advised that a new ESF contract has been awarded to the college and it will be sub-contracted. This is an ESOL 6-12 week pre-entry course for 14 months without a qualification attached to it, it is not for apprenticeships. The value was noted as £1.4m. Members questioned what the purpose of these contracts are, following the discussions at Audit to lower the number of sub-contractors. MP advised that ESF operates under different rules to SFA and that the college takes these contracts for strategic reasons rather than financial as this course is likely to increase progression of these students on to the college’s own provision. The college will take a management fee of 15% from sub-contractors. Members were reminded of the West London Alliance of colleges working together to secure ESF and ERDF bids. Members asked about ESF funding following Brexit. It was noted that there is no definite plan from the government, although monies committed pre-exit will be honoured.

Members noted that the Internal Audit plan covers an in depth review of subcontracting and ILR controls, as this is already in progress.

Members noted the Audit Committee is satisfied with the paper trail from the SFA concerning KPMG’s remit, under the actions from Audit Committee.

[iii] The Audit Committee Annual Report was noted and **it was resolved to approve its recommendations.**

[iv] Internal Audit Annual report – this was noted

[v] External Audit Post Audit Report – this was noted

[vi] Annual Report and Financial Statements – **it was resolved that these be approved and the Chair to sign them off.**

Chair to Action

16/024 PROPERTY [B3] – see confidential minute

16/025 QUALITY IMPROVEMENT [B4]

[i] Draft minutes of Teaching and Learning Committee – members noted the minutes and agreed the meeting was very productive with a better understanding of the teaching and student issues reached. Significant discussion was had around withdrawals and it was noted that management are undertaking further work in this area to recognise trends and pressure points.

The Chairs Action on the new HEFCE Annual Assessment was noted, with it's approval at Teaching Learning and Skills Committee and signing off by the Principal.

Members noted the discussions on the difficulty of marketing new courses and the recognition that this needs to be different from existing college courses.

[ii] College Self-Assessment Report 2015/16 – updated confirmed grades were noted on the Achievement rates (which have replaced success rate reporting) and **it was resolved to approve the SAR 2015/16**

16/026 KPIs

Members noted the updated achievement rates from the October report and that all targets were achieved or exceeded, which demonstrates how far the college has come over the last couple of years.

Members noted that Leading Edge commercial targets have not kept their upward trajectory and this is being looked at.

MP to Action

16/027 GOVERNANCE [C1]

[i] Complaint against the Corporation - confidential

[ii] Review of confidential minutes

It was resolved that there are no minutes for release currently.

[iii] To agree agenda for Winter Conference on 28.1.17

It was suggested that the following be included on the agenda:

- Safeguarding
- Work Streams
- Joint Mission Statement/Vision
- PR/Branding
- Corporation meeting

Clerk/Chair to Action

16/028 ANNUAL COLLEGE REPORT [C2]

Members noted the report.

16/029 POLICIES [C3]

Sub-contractor fees and charges policy will be presented to the next meeting.

MP to Action

16/030 RISK MANAGEMENT AND BOARD ASSURANCE

The annual risk management report for 2015/16 was noted, in particular:

- 17 high risks
- All assurances are below category red after mitigating actions
- The Risk Register is a live document updated on a daily basis and reviewed at termly Risk Management Group meetings where management look to mitigate, reduce or manage the risks.
- CET leads are responsible for each area
- Certain sub-sets of the risk register are considered elsewhere, i.e. the property risks are considered by the property group

Members asked:

- if past events that have impacted the college are considered i.e. the recent audits. EM advised that manager are required to update the register on a regular basis. The managers also update the descriptors over time i.e. in regard to merger. It was noted that there will be a separate risk register for the business project plan which will be integrated with CNWL’s risk register. **EM to Action**
- A new risk be included in regard to break down of talks on the proposed merger **AC to Action**
- If the funding of the merger is to come from further savings in year or whether the college was looking to overspend on its budget with the view that savings will be made in future years post-merger and what the impact will be on the Bank Covenant. It was advised that the £250k is made up of £50k budgeted for, £50k from transition funding and remaining £150k if charged against due diligence and structural reorganisations can be taken as an exceptional item. Should the college merge, then the Covenant will be re-negotiated. There is a risk involved, should the college not merge and the £250k budget be spent, then the bank covenant is at risk of being broken. CNWL/CWC have a joint meeting with the bank planned before the next Corporation meeting.

It was resolved that budget options will be presented to the Finance and Resources Committee in January in order to discuss further how the costs of merger will be budgeted for. Further discussions may be carried forward to the Strategic Away day in January.

EM/AC to Action

16/031 INFORMATION ITEMS FOR NOTING [D]

Principal’s Report

Members noted the report and asked for their thanks to be expressed to staff in regard to the awards won for LOOP.

16/032 DECLARATION OF BUSINESS TO BE TREATED AS CONFIDENTIAL (E1)

Items: Property Development B3, is deemed confidential – see separate minute.

16/033 DATE & TIME OF NEXT MEETING

Corporation meeting on Saturday, 28th January at 9.30a.m. at University of Westminster and 29th March at 5.30p.m. at CNWL

Signed:

Date:.....