

SOUTH THAMES COLLEGES GROUP CORPORATION

Minutes of Corporation Meeting 31 March 2020 held remotely by skype

(All resolutions passed were the unanimous decision of the Governors present unless otherwise stated)

Meeting Title	Corporation			
Date	31 March 2020			
Members present	Mr G. Allen Mr J. Azah Dr J. Brumwell Mr D. Cheema Cllr J. Cook Ms K. Driver Mr R. Foulston	-Chair	Cllr S. Gordon Mr P. Mayhew-Smith - Group Principal / CEO Ms J. Murphy Mr N. Ratnavel Prof P. Reid Mr M. J. Stone Mr G Willett	
In Attendance	Mr M. Cheetham Mr R. Greenaway Mr J. Pemberton-Billing Mr A. Slade Mr M. Tweedale Mrs H. Meredith	- RSM, internal auditors (as part of internal audit of governance) - Deputy CEO - Principal Carshalton and Merton Colleges - Principal, South Thames College - Principal Kingston College - Head of Governance		
Key Meeting Outcomes				
	The meeting was held remotely as this took place when the college was closed due to the Covid-19 pandemic and consequential national closure of all schools and colleges.			
1.	WELCOME, APOLOGIES AND DECLARATION OF INTEREST			
1.1	Apologies were received from Cllr. B. Fraser, Dr J. McSherry and Mr T. Monger-Godfrey. Also apologies were received from Mr Ratnavel in anticipation of joining the meeting late. The Student Governors and student observer did not attend the meeting.			
	Mr Cheetham, RSM, was welcomed as an observer as part of the internal audit of governance			
	The Head of Governance declared that the meeting was quorate and asked that if any governors need to leave the meeting early to let the Chair know when they leave.			
1.2	DECLARATION OF INTEREST			
	Interests previously declared by Governors were noted. Governors confirmed that they did not have any other new pecuniary or other interest in any item on the agenda other than interests which have previously been declared.			
2.	MINUTES OF CORPORATION MEETING OF 25 FEBRUARY 2020 AND MATTERS ARISING			
2.1.1	Accuracy. The minutes were accepted as an accurate record to be signed by the Chair.			
	Matters arising			
	The action log from the last meeting is shown below with actions shown in the final column:			
	Post Ofsted inspection there will be a post-Ofsted Improvement Plan and marketing to notify students and the public of the result.	PM-S	Easter 2020	Action plan -next term Press release had been shared with governors
	Mr. Foulston to become a buddy for Cllr Cook and Ms. Driver a buddy for Mr. Monger-Godfrey;	RF & KD	Easter 2020	
	To amend the Instrument and Articles of Government to re-designate one of the skills- based governor vacancies to become a second Student Governor vacancy;	HoG	End March 2020	Actioned: See Item 6.1
	Mr Allen to move from FP& R Committee to Audit Committee	HoG	March 2020	Actioned

2.1.2

MINUTES OF SPECIAL CORPORATION MEETING OF 19 MARCH 2020 AND MATTERS ARISING

Accuracy. The minutes were accepted as an accurate record to be signed by the Chair.

Matters arising

The action log from the last meeting is shown below with updates shown in the final column:

The Group Principal agreed to send out a weekly update to governors.	PM-S	Weekly	Actioned – also daily updates being sent to staff are available for governors to read on STCG online (accessed via link to governance portal)
Group Principal should submit an expression of interest in merger with RuTC by the deadline of 30 March 2020.	PM-S	30 March 2020	The Group Principal reported that the SPA for RuTC has been postponed due to college closure due to the Covid-19 Pandemic. The NDA had been sent to RuTC and the Group Principal is trying to speak to the FE Commissioner's office for an update.

3.

UPDATE ON COLLEGE CLOSURE DUE TO CORONAVIRUS (COVID-19) PANDEMIC

3.1

The Group Principal updated Governors about various activity around the Group. The only College left open is Merton College which is being kept open for a handful of vulnerable students or students whose parents are critical care workers. The College is planning to provide additional provision for these students during the Easter vacation and the Group Principal paid tribute to the staff involved with keeping the college open and ensuring the safety of all concerned including catering, security and cleaning staff in addition to teaching staff. The College has to provide daily updates to the DfE.

3.2

The Group Principal and College Principals updated the Corporation on action across the Group and took questions on this including:

- Students entitled to free meals are being sent money direct to their bank accounts;
- Staff across the whole Group have risen to the challenge of keeping learning and work going;
- The decision had been taken to postpone this year's Institutional Review in terms of any compulsory redundancies as it would be too difficult to run consultations when the colleges are closed, but the Group will still invite applications for voluntary redundancy;
- The College Principals reported on the range of online learning platforms being used to contact students. The Quality Team are driving online learning initiatives and the team and many staff are sharing teaching resources across the Group. These changes will be transformational for future delivery and STC are already looking at providing some online learning courses for adults;
- There have been some issues with staff not having access to IT at home (or needing to share computers with partners and children) – Merton College has responded by acquiring some reconditioned laptops for staff;
- Safeguarding- the update included reports of good contact being maintained with vulnerable students. Governors asked about any issues of peer to peer harassment. The Group Principal reported on the work being done by student services to provide access for students to safeguarding resources;
- Some staff are unwell and are / have been in hospital – other staff are taking over and keeping in contact with their students while they are unwell. Governors asked whether any staff are seriously ill and the Group Principal reported that one member of staff who was seriously ill in hospital is now showing significant improvement.
- Governors asked what percentage of students are still engaged in learning activity. The DfE has told the College not to continue to record attendance but teaching staff are trying to monitor this informally. Some provision (HE and Higher level students) is reporting better than previous attendance, there is very high (70%) engagement by IT students but the lowest level of engagement is around 20% including HNS. A very approximate estimate is about 50% of students overall are engaging with some online learning.

3.3 The Deputy CEO provided the following finance updates:

- Concerns about AEB and Apprenticeship income streams. There are concerns about the AEB allocation as the college is unlikely to be able to complete the remaining AEB delivery by the end of this academic year. Similarly, the difficulty of continuing delivery to apprentices may affect that income stream.
- Recent property disposals are protecting the college cash flow but using those funds to support the cash flow will impact on the college's plans for those funds including a proposed capital part repayment of loan funding. The next set of management accounts will include these sensitivities and impact on EBITDA.
- Governors asked whether the College will be furloughing any staff under the government Job Retention Scheme and the Deputy CEO explained that the guidance is that the college should only use this in exceptional circumstances. However, the Group is currently considering whether this would be appropriate for any groups of college staff.
- Governors asked about hourly paid /sessional staff and the Deputy CEO confirmed that they will be paid per the Group's existing commitment to them:

4. **TEACHING, LEARNING AND ASSESSMENT REPORT FROM QUALITY, LEARNING & STANDARDS COMMITTEE**

4.1.1 Mr Willett moved the adoption of the minutes of the Quality, Learning and Standards Committee meeting of 19 March 2020

4.1.2 Accuracy of Minutes The Minutes were accepted as an accurate record.

Mr Willett reported that the resignation of Mr Bristow as a governor will be a great loss to the QLS Committee as he has made an outstanding contribution to the work of the committee.

4.1.3 The key issues discussed were:

- the Good Ofsted Inspection report (February 2020) – see 4.2 below;
- High needs provision and the Ofsted outcome for this area of provision- to become a standing item on the QLS agenda. One concern for the committee was that the Ofsted grade for this area had not been identified by the SAR process and the committee will review as a result whether there are any gaps in the SAR process.
- Apprenticeships- to remain a standing item on the QLS agenda
- The very pleasing update from student survey findings which were completed by 5500 (51%) students with many results higher than 90%.

4.1.4 It was **RESOLVED** to adopt the minutes.

4.2 **OFSTED REPORT STCG FEBRUARY 2020**

4.2.1 The inspection report was presented by the Principal of Kingston College. The report judged Overall Effectiveness for South Thames Colleges Group to be Good and in seven out of eight areas of the Ofsted framework a 'Good' grade was achieved.

4.2.2 Provision for students with high needs was judged as Requires Improvement.

Overall effectiveness	Good
The quality of education	Good
Behaviour and attitudes	Good
Personal development	Good
Leadership and management	Good
Education programmes for young people	Good
Adult learning programmes	Good
Apprenticeships	Good
Provision for students with high needs	Requires improvement
Previous inspection grade	Good

The College press release includes extracts from the Ofsted report as below:

WHAT MAKES US GOOD

“Leaders have successfully created an **inclusive college** where students and staff feel valued and welcome.”

“Students who travel across boroughs to attend one of the colleges do so because of the good **reputation** the colleges have.”

“Leaders are highly effective in **engaging employers in curriculum development**. They work closely with local authorities and local businesses to plan for future skills needs.”

“Students, apprentices and staff treat each other with respect at college and in the workplace.”

“Staff focus effectively on **students’ personal development**.”

“Governors, leaders and managers have created a **strong culture of safeguarding** within the college.”

“Students and apprentices **feel safe** at college and in their workplaces.”

WHAT OFSTED SAY ABOUT OUR TEACHING

“Students at all campuses are taught by teachers who are **enthusiastic and knowledgeable** and who teach interesting lessons. As a result, students are **captivated** by what they learn and **motivated** to do their best.”

“Adult students on ESOL programmes feel **more confident** in their daily lives and more able to integrate into their communities.”

“Leaders have successfully provided facilities and resources that support **high-quality teaching**.”

“Teachers benefit from a **comprehensive staff development programme**.”

“Teachers across the colleges **plan their teaching skilfully**. They develop students’ knowledge and skills in a logical sequence so that they can confidently complete more complex activities.”

“Teachers use a range of **challenging assessment activities** to help students practise and reinforce their understanding of topics.”

“Teachers have **high expectations** of students to work hard.”

WHAT OFSTED SAY ABOUT OUR LEARNERS

“Students have a solid grasp of **how to be safe**, and how to be **responsible citizens**.”

“For most students, studying at the college is **hard** and **rewarding work**. Students **thrive** on the expectations that staff have of them.”

“Apprentices who attend college for training sessions appreciate the **extra guidance and support** they receive as a result of being part of a **college community**.”

“Students are **proud of their achievements** and are **motivated** to improve their skills and knowledge further

“Students appreciate the support that they receive from staff and most **gain in confidence and resilience** while at college.”

WHAT OFSTED SAY ABOUT OUR PREPARING OUR LEARNERS FOR THEIR NEXT STEP

“Students and apprentices have **considerable exposure to employers** in their chosen subjects, such as national construction companies, hotel groups and prestigious media companies.”

“Students and apprentices gain **valuable insights** into the demands and rewards of work through site visits and work experience.”

“Most students receive **effective careers guidance** to help them plan their next steps.”

“Teachers ensure that students and apprentices know how to conduct themselves in professional contexts and are **well prepared for future employment**.”

4.2.4	The Principal, Kingston College reminded governors of the importance of the inspection report which will stand for five years and is the key finding on the College's core business.
4.2.5	The Principal, Kingston College commended the hundreds of college staff who contributed to the inspection outcome, particularly 75 middle managers and the 8 Assistant Principals.
4.2.6	Governors congratulated the Group on this achievement in comparison to recent inspection grades for merged college groups and other London Colleges which have not generally improved. The Chair of the Corporation, asked for congratulations from governors to be passed to all college staff for this significant achievement.
4.2.7	It was RESOLVED to note the Ofsted report.
4.3	<u>QMAP (Quality Monitoring and Progress) Monitoring Matrix</u>
4.3.1	The Principal, Kingston College presented the QMAP which had been reviewed by the Quality, Learning and Standards Committee.
4.3.2	It was RESOLVED to note the Performance Monitoring Matrix.
	REPORTS FROM CORPORATION COMMITTEES
5.	FINANCE, PLANNING & RESOURCES COMMITTEE
5.1.1	Mr Ratnavel moved the adoption of the minutes of the Finance, Planning and Resources Committee meeting of 17 March 2020 prefacing these by explaining that technical difficulties with this first remote governors' meeting had prevented Mr Foulston and Dr Brumwell from joining the meeting.
5.1.2	<u>Accuracy of Minutes</u> The Minutes were accepted as an accurate record. Mr Ratnavel presented a detailed summary of all of the points discussed by the committee, noting that some (such as the report on the planned Institutional Review) have been qualified by events since. The key items reviewed / discussed were: <ul style="list-style-type: none"> • February 2020 management accounts – (enclosed as Item 5.1.2). • Partnership (subcontracting) – see item 5.1.3 below. • Budget Assumptions for 2020-21 – noting that although 16-18 student numbers are still falling and that decline needs to be managed, the funding rates have increased. The assumptions included the need to find savings of £2m to deliver an EBITDA of £4.7m. • HR Metrics- highlighted that there a reasonably small number of long term staff absences and the financial impact of that The committee also reviewed reports on: <ul style="list-style-type: none"> • Institutional Review Timetable • Risks allocated to the committee under the Corporation Assurance Framework
5.1.3	It was RESOLVED to adopt the minutes.
5.1.2	FEBRUARY 2020 MANAGEMENT ACCOUNTS The Corporation received with the meeting papers the February 2020 Management accounts which were discussed with the report from the Finance Planning and Resources committee. It was RESOLVED to note the management accounts.
5.1.3	SUB CONTRACTING DECISIONS FOR APPROVAL It was RESOLVED to approve

	<ul style="list-style-type: none"> the appointment of two new sub-contracting partners (Employment and Education Training Group Limited (EET) and Cultural Capital Consulting Limited (CC)) as sub-contractors to support the ESF Continuing Participation Project and the continuance of the L4 Mammography Apprenticeship – Sub-contracting arrangement with St Georges National Breast Education Centre and new cohort enrolment Autumn Term 2020.
5.1.4	<p>SCHEME OF DELEGATION The Head of Governance presented the Scheme of Delegation for approval.</p> <p>It was RESOLVED to approve the Scheme of Delegation.</p>
5.1.5	<p>FEES POLICY The Chair presented the Fees Policy for approval</p>
5.1.5.1	<p>It was RESOLVED to approve the Fees Policy.</p>
5.1.5.2	<p>Governors asked about the impact of Covid-19 for fee paying students and the Deputy CEO reported that where courses have already started the College will not be refunding fees as the students can complete the courses with remote learning. The College will refund fees where these have been paid in advance and the course cannot start because of the college closure.</p>
5.1.6	<p>TREASURY MANAGEMENT POLICY The Chair presented the Treasury Management Policy for approval in relation to the Group cash balance.</p> <p>It was RESOLVED: to approve the Treasury Management Policy.</p>
5.2.1	<p>ESTATES STRATEGY UPDATE The Chair presented the proposal for approval for sale of the S3 Building at Kingston College</p> <p>It was resolved to note the Confidential Report to approve the recommendation to place the Kingston College S3 Building on the market for disposal at an appropriate future date as advised by the Group’s property advisors.</p>
5.3	<p>AUDIT COMMITTEE</p>
5.3.1	<p>Ms Driver moved the adoption of the minutes of the meeting of the Audit Committee of 26 March 2020.</p>
5.3.2	<p><u>Accuracy of Minutes</u> The Minutes were accepted as an accurate record.</p>
5.3.3	<p>It was RESOLVED to note that the Committee had reviewed:</p> <ul style="list-style-type: none"> the Tracker Report of previous audit recommendations five Internal Audit Reports / Reviews and their recommendations (Full copies of which are available for all governors to read on the Governance Portal under the Meeting Papers for the Audit Committee Meeting of 26 March 2020) in relation to Risk Management <ol style="list-style-type: none"> Review of Net Assets of STCG- the committee concluded that no further action is needed Risk Management HE Office for students Payroll Apprenticeships Board Assurance and Risk Management Framework Risk Register
5.3.4	<p>Cllr Cook was elected as Vice-Chair of the Committee.</p>
5.3.5	<p>Governors noted that the Committee had also reviewed:</p>

<p>5.3.6</p> <p>5.3.7</p>	<ul style="list-style-type: none"> • The Fraud Register • The Whistleblowing Register <p>There was a short discussion by the Corporation about the recommendations from the Review of Net Assets including Mr Cheetham from RSM. The Corporation noted the recommendations from that Review and agreed the suggestion to hold either a joint meeting or back to back meetings of the November Finance, Planning and Resources and Audit Committees to agree the Financial Statements jointly.</p> <p>It was <u>resolved</u> to adopt the minutes.</p>
<p>5.3.2</p> <p>5.3.2.1</p> <p>5.3.2.2</p> <p>5.3.2.3</p> <p>5.3.2.4</p>	<p>RISK REGISTER</p> <p>The full Risk Register was included with the Corporation Papers.</p> <p>Under the Board Assurance framework, the risks had been reviewed by the Committees at their meetings this term. It appeared that the Search and Governance Committee had reviewed out of date data. Otherwise the committees were satisfied that the risk level for each of the risks is correct and that sufficient controls and/or actions were being taken to manage the risks.</p> <p>The Internal Audit Report on Risk Management recommended that the Corporation should determine risk appetite. It was agreed that this should be considered as part of the additional Risk Register review meeting fixed to take place on 7 July 2020 immediately before the Corporation Meeting. The Chair of the Audit Committee encouraged all governors to take part in that review.</p> <p>It was <u>RESOLVED</u> to approve the Risk Register.</p>
<p>5.4.1</p> <p>5.4.1.1</p> <p>5.4.1.2</p> <p>5.4.1.3</p>	<p>HEALTH, SAFETY AND SAFEGUARDING COMMITTEE</p> <p>Cllr Gordon moved the adoption of the minutes of the Health, Safety and Safeguarding Committee meeting of 11 February 2020. The meeting looked at both Safeguarding and Health and Safety issues including:</p> <ul style="list-style-type: none"> • Safeguarding Report • Trailblazer mental health project cluster lead – the Group Principal updated the Corporation that this project has been postponed while the critical care NHS staff involved have been diverted to Covid-19 work; • Health and Safety Reports and minutes of H & S Committee including RIDDOR reportable accidents • Prevent Action plan progress updates • HR updates • Corporation assurance- review of risks allocated to the committee <p><u>Accuracy of Minutes</u> The Minutes were accepted as an accurate record.</p> <p>It was <u>RESOLVED</u> to adopt the minutes.</p>
<p>5.4.2</p>	<p>SAFEGUARDING POLICY</p> <p>The Chair presented the revised Policy for approval</p> <p>It was <u>RESOLVED</u> to approve the revised Safeguarding Policy.</p>
<p>6.</p> <p>6.1</p>	<p>GOVERNANCE</p> <p>It was <u>RESOLVED</u>:</p> <ul style="list-style-type: none"> • To approve the revised Instrument and Articles of Government introducing the change agreed at the last meeting to re-designate one of the Skills based governor vacancies to become a second student vacancy and to set out in more detail the process for the use of written resolutions;

	<ul style="list-style-type: none"> To note that Mr Ali Maktari (Kingston College) and Miss Emma Coleman (Merton College) will be the two student governors for 2019-20 and Miss Elisha Redfern (Carshalton College) and a student from South Thames College will be student governors for 2020-21 with each student serving two years – one year as an observer and one year as formal student governor. Governors suggested that it would be better to have some overlap for continuity- but this was not possible when the students were elected at the same time. All governors were asked to complete and return the Skills Audit form which is used to help identify skills gaps on the Corporation so as to recruit the most appropriated qualified replacement governors
	<p>TO NOTE DATES OF NEXT MEETINGS</p> <ul style="list-style-type: none"> Governor training Thursday 21 May 2020 at Merton College followed by dinner at Taste – This event was deferred. Corporation Risk Review Meeting Tuesday 7 July 2020 @ 6 pm at Carshalton College or by Skype for all governors Corporation meeting Tuesday 7 July 2020 @ 7pm at Carshalton College or by Skype
	<p>The Open Business of the meeting closed at 6.00 pm</p> <p>The Open Business was followed by a Confidential Session.</p> <p>Signed:..... Date:.....</p>
	<p>FURTHER EDUCATION BODIES; INSOLVENCY GUIDANCE BY DfE January 2020 update</p> <p>Governors received and noted the updated guidance</p>
	<p>KINGSTON COLLEGE OF FURTHER EDUCATION CHARITABLE TRUST</p> <p>Governors received and noted the minutes of the meeting of the Trustees of the charitable trust of 28 January 2020 for information.</p>

Action points	Responsible	Deadline	Signed off
1. Hold either a joint meeting or back to back meetings of the November FP& R and Audit Committees to agree the Financial Statements.	HoG		
2. All governors encouraged to take part in Additional Risk Register review meeting on 7 July 2020	All governors	July 2020	
3. Governors were asked to complete and return the Skills Audit form	All governors	23 April 2020	