SOUTH THAMES COLLEGES GROUP CORPORATION

Minutes of Corporation Meeting 2 April 2019 held at Carshalton College, Nightingale Road, Carshalton, SM5 2EJ

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

Meeting Title	Corporation	
Date	2 April 2019	
Members present	Mr G. Allen – Chair Mr M. Bristow Dr J Brumwell Mr T. Byrne-Price Ms K. Driver Mr R. Foulston Cllr. B. Fraser Mr E. Gilbert	Cllr S. Gordon Mr J. Hick Dr J. McSherry Ms J. Murphy Mr P. Mayhew-Smith - Group Principal / CEO Mr N. Ratnavel Dr P. Reid Mr G Willett
In Attendance	Mr R. Greenaway Ms S. Horrell Mr J. Pemberton-Billing Mr A. Slade Mr M. Tweedale Mrs H. Meredith Miss K. Brooks	- Deputy CEO - Vice-Principal, Business and Student Services - Principal Carshalton and Merton Colleges - Principal, South Thames College - Principal Kingston College - Head of Governance - Student , Merton College

Key Meeting Outcomes	
	The meeting commenced by viewing a video about work experience for 16-18 year old students from Carshalton and Merton Colleges provided by United Living on construction sites. Governors found it exceptionally impressive and following on from this Mr Byrne-Price also offered work placements for students with Berkley Homes.

1. 1.1	**WELCOME , APOLOGIES AND DECLARATION OF INTEREST** Apologies were received from Mr Azah, Mr Cheema and Mr Hossain. Dr P. Reid was welcomed to the meeting.			
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 including that Mr Byrne-Price is a Director of St Edward Homes (part of The Berkeley Group).			
2. 2.1	**MINUTES OF CORPORATION MEETING OF 11 DECEMBER 2018 AND MATTERS ARISING** **Accuracy.** The minutes were accepted as an accurate record and signed by the Chair. **Matters arising** The following updates were noted from the action log from the last meeting:			
	Risk Register and Corporation Assurance and Corporation Assurance Framework to be amended re committee comments at QLS 3 December and Remuneration 27 November 2018	DCEO	QLS Committee wanted more information on student numbers to assess the risk. Officers and Chair of QLS to discuss. To be reviewed at June 2019 meeting	
	Compliance mapping exercise in relation to the Code of Governance and the DfE Governance Guide to be carried out this academic year	HoG	DfE Guide compliance review presented to governors 19 March 2019, review re Code of Governance to be undertaken.	

		HoG / Governors	See update at Item 4.5.3	
	Governors are asked to complete the updated 2018 Safeguarding Course on Educare. HoG to check that they can access this	HoG / Governors	See update at Item 4.5.3	
	Group Principal to share his termly Group Developments report with as wide an audience of college stakeholders as possible	Group Principal	College newsletters have been prepared and were tabled at the meeting. These will be circulated to thousands of households/ stakeholders for each college.	

2.2	**WRITTEN RESOLUTION 31 JANUARY 2019** <u>**Accuracy.**</u> The written resolution was ratified by the Corporation. <u>**Matters arising**</u> See Minutes of Finance, Planning and Resources Committee 14 March (Item 4.1.1 on this agenda) for update on sub-contracting.
2.3	**REPORT FROM GOVERNANCE TRAINING SESSION 19 MARCH 2019** <u>**Accuracy**</u>. The report was accepted as an accurate record. The session covered : • The current OFSTED consultation on the new Education Inspection Framework and draft inspection handbook; • feedback from the group wide IQAR • summary staff survey results • a compliance review of governance against the DfE Guide to FE Governance. <u>**Matters arising**</u> • Governors were keen to do some development work on Corporation behaviours including governor Appraisal. The Chair of the Search & Governance Committee invited other governors to join a further governance session added on to the next Search Committee meeting to look at Corporation behaviours, governor Appraisal, committee structures and membership. • Governors discussed possibly holding an away-day to discuss just governance – not Group issues and decisions. • Governors discussed how to improve the process of decision making – as time available for discussion can be very limited with long agendas – for example major estate rationalisation decisions needs to be based on curriculum review- not standing alone. • Governors were keen to develop more engagement with learners. • Staff survey results, including a breakdown of these by College, are to be discussed in detail at the June 2019 Quality Learning and Standards Committee meeting. The Chair encouraged governors to attend training events and undertake online training. It was **RESOLVED** to note the update report
3. 3.1.1 3.1.2 3.1.3	**TEACHING, LEARNING AND ASSESSMENT** **REPORT FROM QUALITY, LEARNING & STANDARDS COMMITTEE** Mr Willett moved the adoption of the minutes of the Quality, Learning and Standards Committee meeting of 5 March 2019 <u>Accuracy of Minutes</u> The Minutes were accepted as an accurate record. The key issues discussed were: • the IQAR process; • the December 2018 Ofsted Monitoring Inspection report; • A level provision- to come back to the Corporation again on 14 May 2019 There had been robust challenge from the committee who stressed the need for timeliness of data in order for governors to provide proper scrutiny – (Items 7.1.2 and 7.3)) ;

3.1.4	The reality may be that one meeting a term may not allow enough time for all the business needed by the committee. Also meetings need to be scheduled in future to sequence with College data production.
3.1.5	Governors asked about Learner Destinations and the process for offering apprenticeships to those students who do not progress into Higher Education. The Group Principal confirmed that internal applicants are offered a preferential fast track route to an apprenticeship but that this change needs a shift in mind-set from HE to apprenticeships. Governors suggested that there should be more focus in future on Destinations and the Group Principal confirmed that in future the committee will receive more detailed reports on destinations.
3.1.6	The committee had also reviewed the following issues detailed in the committee minutes: • Proposals for Group Curriculum Review • DfE 16-19 Performance Measures for the Group • Consultation by OFSTED on new Education Inspection Framework(EIF) • Work Experience update • Leaner voice update from student survey findings • HE Update • CPD and Learning Walks update • Complaints
3.1.7	It was **RESOLVED** to adopt the minutes.
	National Achievement data had just been published and was presented by the Group Principal. Governors noted that the headline numbers for 2017/18 were all above national averages as shown below:

Age Groups	2017/18 National Average	2017/18 STCG	Variance
16-18	82.8%	84.2%	+1.4
19+	89.1%	89.3%	+0.2
All Ages	85.9%	87.0%	+1.1

The Group Principal expressed disappointment in apprenticeships last year but pointed out that all other achievement data puts the Group in the top third of colleges nationally and above the national average for both adult and young people's achievement rates. Governors commended this as a significant achievement for the Group in the first year following merger. The Corporation asked the Group Principal to thank college staff for their work in supporting students to achieve this significant increase in achievement rates and as a result for the Group's rising position in the national achievement tables.

It was **RESOLVED** to note this data which will be reviewed in detail by the QLS Committee.

3.2	**QMAP (Quality Monitoring and Progress) Monitoring Matrix**
3.2.1	The Principal, Kingston College presented the QMAP which had been reviewed by the Quality, Learning and Standards Committee explaining that work is needed to address continuing issues with attendance. The Chair of the Committee reported that there is definitely improvement and much less variability across the colleges.
3.2.2	It was **resolved**: to note the Performance Monitoring Matrix.
3.3	**FREEDOM OF SPEECH AND VISITING SPEAKERS POLICY**
3.3.1 3.3.2	The Policy had been recommended for approval by the Committee. Governors suggested : • Reviewing whether the wording of paragraph 6e a is sufficiently robust;

	• Checking that the wording of paragraph 2g ties in with the external hire policy; • Amending the Policy to refer to the Group rather than College.
3.3.3	Subject to these points it was **RESOLVED** to approve the Policy
3.4	**OFSTED MONITORING INSPECTION REPORT (DECEMBER 2018)** Governors noted the report which had been discussed at the meeting. It was **RESOLVED** to note the report.
3.5	**GROUP IQAR FEEDBACK REPORT (MARCH 2019)** This had been reviewed in detail by governors at the Training Session on 19 March. The Principal, Kingston College confirmed there was positive movement in all the areas looked at. Governors noted that the Group plans to repeat the process as soon as all the data is ready at the end of September 2019. The review work was carried out in partnership with Chichester College, an outstanding college, which is working with the Group as an improvement partner. The Chair asked for the Corporation's thanks to be passed to Chichester College for this support work. It was **RESOLVED** to note the report.
	REPORTS FROM CORPORATION COMMITTEES
4. 4.1.1	**FINANCE, PLANNING & RESOURCES COMMITTEE** Mr Hick moved the adoption of the minutes of the Finance, Planning and Resources Committee meeting of 14 March 2019. Accuracy of Minutes The Minutes were accepted as an accurate record. The key items reviewed / discussed were: • ESFA Notice of early intervention - including discussion with ESFA representatives who were invited to the meeting by the Committee; • January 2019 management accounts – (enclosed as Item 4.1.2). • Partnership (subcontracting) • Insolvency Regime for FE Colleges • Budget Assumptions for 2019-20 - although student numbers are rising revenue is declining and the focus of budget planning is how to make the Group financially sustainable. The FE Commissioner recommends that the staff to income ratio should drop to 60% despite the Group receiving less per student. The Committee want to start to make excess building space, rather than staff, redundant but more savings are planned. • HR Metrics- highlighted that there a reasonably small number of long term staff absences and the financial impact of that • Gender Pay Gap Report Governors asked about the Group's plans to improve the Gender Pay Gap. The Group Principal reported that this is due to there being more female staff in lower grade jobs and quite a male senior team across the Group and that the Group needs to develop a plan to eliminate the gender pay gap. After discussion it was agreed that the FPR committee should review this and the committee chair asked for benchmarking on this. The committee also reviewed reports on: • Institutional Review Timetable • Risks allocated to the committee under the Corporation Assurance Framework It was **RESOLVED** to adopt the minutes.

4.1.2	**JANUARY 2019 MANAGEMENT ACCOUNTS** The Corporation received with the meeting papers the January 2019 Management accounts which were discussed with the report from the Finance Planning and Resources committee. It was **RESOLVED** to note the management accounts.
4.1.3	**FINANCIAL REGULATIONS** The Chair presented the Financial Regulations for approval The Corporation in particular noted the following sections dealing with re-allocation of responsibility from the Corporation: 15.19 Approval of Emergency hardship loans has moved to GLT from the Corporation; 19.26 Approval of Severance payments has moved to GLT not FPR. It was **RESOLVED** to approve the Financial Regulations. It was also **RESOLVED** that in future the Audit Committee should review the Financial Regulations rather than the Finance, Planning and Resources Committee.
4.1.4	**SCHEME OF DELEGATION** The Head of Governance presented the Scheme of Delegation for approval. It was noted that there was some inconsistency between the roles and responsibilities of the Corporation and Group Principal as defined on pages 4 and 5 of this document and it was agreed that the Head of Governance should review this for consistency. Subject to this review it was **RESOLVED** to approve the Scheme of Delegation.
4.1.5	**FEES POLICY** The Chair presented the Fees Policy for approval It was **RESOLVED** to approve the Fees Policy.
4.1.6	**TREASURY MANAGEMENT POLICY** The Chair presented the Treasury Management Policy for approval in relation to the Group cash balance. It was **RESOLVED**: to approve the Treasury Management Policy.
4.1.7	**ESFA Financial Health Grade** The Deputy CEO presented the letter from the ESFA reporting the 'Satisfactory' financial health grade along with the ESFA Finance Dashboard for the Corporation for the STCG March 2019. It was **RESOLVED**: to note the grade and Finance Dashboard for the Corporation.
4.2.1	**ESTATES SUB-COMMITTEE TERMS OF REFERENCE** The Chair presented the Terms of Reference for approval It was **RESOLVED**: to approve the Terms of Reference. The minutes are recording in the Confidential Minutes.
4.3 4.3.1	**AUDIT COMMITTEE** Mr Ratnavel moved the adoption of the minutes of the meeting of the Audit Committee of 21 March 2019.
4.3.2	Accuracy of Minutes The Minutes were accepted as an accurate record.

4.3.3	It was **RESOLVED** to note: • that the Committee had reviewed two Internal Audit Reports and their recommendations in relation to Governance and Risk Management • that a report from the external auditors around the process re Subcontracting provided substantial assurance ; • that a reconciliation around HE data and underperformance in HE at STC 2015-16 will result in a clawback of c£150k ; • that the Corporation Assurance and Risk Management Framework was reviewed by the Committee • the Risk Register. The Committee noted a shift in the Risk Register towards more red risks which is due the Group's declining income and the resulting pressure on the Group.
4.3.4	Governors noted that the Committee had also reviewed: • The updated Post -16 Audit Code of Practice and recommendations from that in relation to anti –Fraud measures which the Group should adopt including that the Fraud Policy should include misrepresentation of student data; • Fraud Policy – Page 6 8.2.3 S • The Whistleblowing Register
4.3.5	It was **resolved** to adopt the minutes.
4.3.2	**RISK REGISTER** The full Risk Register was included with the Corporation Papers. Governors discussed the risk in relation to Student Numbers and the appropriate level of assurance for this risk. There had not been time at the QLS Committee meeting to review this in detail. It was **RESOLVED** to approve the Risk Register subject to the item on Student Numbers.
4.5.1	**HEALTH, SAFETY AND SAFEGUARDING COMMITTEE**
4.5.1.1	Cllr Gordon moved the adoption of the minutes of the Health, Safety and Safeguarding Committee meeting of 12 February 2019. The meeting looked at both Safeguarding and Health and Safety issues including: • Safeguarding Report • Safeguarding and Prevent training for governors progress update • Health and Safety Reports and minutes of H & S Committee including RIDDOR reportable accidents • Prevent Action plan progress updates • Mental Health Action plan update • Proposal to appoint a Lead Governor for Mental Health • HR updates • Corporation assurance- review of risks allocated to the committee
4.5.1.2	Accuracy of Minutes The Minutes were accepted as an accurate record.
4.5.1.3	It was **RESOLVED** to adopt the minutes.
4.5.2	**HEALTH AND SAFETY POLICY** The Chair presented the Policy for approval It was **RESOLVED** to approve the Health and Safety Policy.

4.5.3	**GOVERNORS' SAFEGUARDING, PREVENT TRAINING AND DBS CHECKS** Governors reviewed the list of governors still needing to complete safeguarding, prevent training or DBS checks. All concerned had been sent individual reminders by the Head of Governance and were reminded to complete these, including producing original ID documentation for DBS checks, as soon as possible.
5. 5.1.1 5.1.2 5.1.3 5.1.4	**PRINCIPALS' REPORTS** **GROUP DEVELOPMENTS REPORT APRIL 2019** Members noted the report highlighting an incredible wealth of activity across the four Colleges prepared by each of the College Principals in addition to the Spring 2019 newsletters for each of the Colleges. The report detailed many student successes and the College Principals very briefly highlighted area of success or areas for development for their individual colleges. The Group Principal commended the report to all governors to read and suggested that Link Governors discuss issues from this with their College Leads. It was **RESOLVED** to note the report.
5.3	**WELLBEING STRATEGY AND ACTION PLAN** The Group Principal / CEO presented the draft Wellbeing Strategy and Action Plan – further work and input is to take place before this is finalised, including agreeing a list of priorities in the Action Plan. The final version will be brought to the next meetingl.
6. 6.1	**GOVERNANCE** It was **RESOLVED**: - To appoint Mr Hick as Chair of Estates Sub-Committee of the FPR Committee, - To appoint Ms Murphy as Mental Health Lead Governor, - To ratify the appointment of Dr Patricia Reid as a Governor with effect from 27 February 2019 (under Chair's Action). - All governors should complete and return the Skills Audit and training needs form - To note the Internal Audit Report on Governance.
7. 7.1	**KINGSTON COLLEGE OF FURTHER EDUCATION CHARITABLE TRUST** Governors received and noted the minutes of the meeting of the Trustees of the charitable trust of 22 January 2019 for information.
9.	**TO NOTE DATES OF NEXT MEETINGS** - Corporation meeting to consider Curriculum Review on Tuesday 14 May 2019 at Merton College @6pm followed by dinner at Taste. - Corporation meeting Tuesday 2 July 2019 at STC, Wandsworth @ 7pm
	The Open Business of the meeting closed at 9:08pm The Open Business was followed by a Confidential Session. Signed:……………………………………….. Date:………………………………

Action points		Responsible	Deadline	Signed off
1.	Risk re student numbers to be reviewed by QLS	HoG	June 19	
2.	Compliance review re Code of Governance to be undertaken.	HoG		
3.	Remaining governors to complete the updated 2018 Safeguarding Course on Educare	Governors		
4.	Governors to be invited to join a further governance session added on to the next Search Committee meeting on governance development work inc Corporation behaviours, governor Appraisal, committee structures and membership.	Search & Governance Commtitee	May 19	
5.	Governors discussed possibly holding an away-day to discuss just governance – not Group issues and decisions.	Search & Governance Commtitee	May 19	
6.	Governors discussed how to improve the process of decision making.	Search & Governance Commtitee	May 19	
7.	Governors are keen to develop more engagement with learners.	Search & Governance Commtitee	May 19	
8.	The staff survey results, including a breakdown of these by College, to be discussed in detail at the June 2019 QLS Committee	HoG / QLS	June 19	
9.	In future the QLS committee will receive more detailed reports on destinations.			
10.	FPR committee should review Gender Pay Gap and the committee chair asked for benchmarking on this.	DHR	June 19	