

## SOUTH THAMES COLLEGES GROUP CORPORATION

### Minutes of Corporation Meeting 9 October 2018 held at Merton College London Road, Carshalton, SM4 5QX

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

<b>Meeting Title</b>	Corporation		
<b>Date</b>	9 October 2018		
<b>Members</b>	Mr G. Allen – Chair Mr M. Bristow Dr. J Brumwell Ms K. Driver Mr R. Foulston Mr E. Gilbert	Ms S. Gordon Mr J. Hick Dr J. McSherry Ms J. Murphy Mr P. Mayhew-Smith - Group Principal / CEO Mr G Willett	
<b>In Attendance</b>	Mr R. Greenaway Ms S. Horrell Mr A. Slade Mr M. Tweedale Mrs H. Meredith	- Deputy CEO - Vice-Principal, Business and Student Services - Principal, South Thames College - Principal, Kingston College - Head of Governance	
<b>Key Meeting Outcomes</b>			
<b>1.</b>	<b>APOLOGIES</b>		
1.1	Apologies were received from Mr Azah, Mr Byrne-Price, Cllr. Fraser, Mr Cheema, Mr Hossain, Mr Ratnavel and Dr Wilks. Apologies were also received from the Principal, Carshalton and Merton Colleges who normally attends Corporation meetings.		
1.2	<b>DECLARATION OF INTEREST</b> 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. However during the Estates Strategy presentation Cllr Gordon declared an interest as a Councillor at LB Sutton in relation to adjoining land owned by LB Sutton.  The Head of Governance reminded governors to complete and return annual returns (declaration of eligibility and Register of interest's entries).		
<b>2.</b>	<b>MINUTES OF CORPORATION MEETING OF 10 JULY 2018 AND MATTERS ARISING</b>		
2.1	<b>Accuracy.</b> The minutes and report were accepted as an accurate record and signed by the Chair.		
2.1.1	<b>Matters arising</b> The following updates were noted from the action log from the last meeting:		
	<b>Action item</b>	<b>Who</b>	<b>Date</b>
	The Group Operating Plan is currently being updated by the Group Leadership Team and will be available for review at the next meeting in early autumn.	PMS	Next Governors mtg
	Governors were encouraged to attend the College SAR Validation Day in the autumn term	HoG	Invitations to CSAR event on Monday 3 December
	Appropriate information is provided to the QLS Committee that enables an assessment of the learner number risk to be made at each meeting.	MT	Next QLS mtg
	The elements of the risk register associated with risks delegated to each Committee risk should be provided to each Committee as part of their termly risk review.	RG	Next mtgs cycle
			<b>Progress</b>
			Being put together to be circulated by email
			Meeting Invitation had been sent – several governors had accepted
			On the meeting agenda – to be provided by DCEO
			On-going

<p><b>3.</b></p> <p>3.1</p> <p>3.2</p> <p>3.3</p> <p>3.4</p> <p>3.5</p> <p>3.6</p>	<p><b>ESTATES STRATEGY – PROGRESS REPORT PRESENTATION BY ROBIN GREENAWAY, DEPUTY CEO</b></p> <p>The Deputy CEO presented a progress report on the Estates Strategy. The slides from this presentation are confidential to governors due to the commercial sensitivity of the content.</p> <p>The progress report updated governors since the presentation of the Estates Strategy to governors in June 2018 by the college’s advisors and a progress update to the Finance, Planning and Resources Committee in September 2018.</p> <p>The presentation included updates on options for consolidating the estate and for addressing building condition issues at Kingston and Carshalton Colleges including indicative timescales, estimated costs and estimated capital receipts. This included an updated timetable for Corporation decision-making.</p> <p>The overall findings from the space utilisation review were that there is excess capacity across the estate. The strategy is to reduce the estate by about 30% whilst retaining all of the existing campuses so as to preserve the relationship with each of the local communities.</p> <p>Governors raised questions about individual campuses and reminded managers that the key driver for all property decisions should be the needs of students.</p> <p>The Chair of the Finance Committee asked that if any disposals are proposed the papers should include for each option:</p> <ul style="list-style-type: none"> <li>• how any capital receipts will be utilised and</li> <li>• the cash flow impact - either additional expenditure or savings calculated per m<sup>2</sup>.</li> </ul>
<p><b>3.7</b></p> <p>3.7.1</p> <p>3.7.2</p> <p>3.7.3</p> <p>3.7.4</p>	<p><b>SKILLS FOR LONDONERS - CAPITAL FUND ROUND 2 Mayor of London and the London Economic Action Partnership (LEAP)</b></p> <p>In July 2018 the Corporation authorised the Group to bid for around £5m of LEAP Grant in relation to Kingston College requiring about £10m of funding from property disposals as set out in the Estates Strategy, on the usual funding rate of one third grant and two thirds college funding.</p> <p>The meeting papers included a copy of the bid which had been submitted for the original £15M project with the addition of the renewal of Kingston Hall Road Tower Block windows and lifts resulting in project costs of nearly £20m. The bid is for funding of 50% rather than the normal 33% which if granted will require about £10m of matched funding from the Group as originally identified but will double the capital grant from £5M to about £10m. The bid reserves the right for the Group to seek a variation in the scope of the total project if the bid is approved but not at the requested 50% level.</p> <p>The process has two stages; bids going through to the second stage will be announced in December 2018 to proceed to the detailed application phase for work to start in 2020.</p> <p>It was <b>resolved</b> to note that the Stage 1 LEAP bid as submitted includes the planned works to windows and façade at Kingston Hall Road as well as the new lift project.</p>
<p><b>4.1</b></p> <p>4.1.1</p> <p>4.1.2</p> <p>4.1.3</p>	<p><b>REPORT FROM FINANCE, PLANNING AND RESOURCES COMMITTEE</b></p> <p>Mr Hick moved the adoption of the minutes of the Finance, Planning and Resources Committee meeting of 11 September 2018.</p> <p><u>Accuracy of Minutes</u> The Minutes were accepted as an accurate record.</p> <p>It was <b>resolved</b> to adopt the minutes.</p>

4.2	<p><b>JULY 2018 MANAGEMENT ACCOUNTS</b></p> <p>The July 2018 Management Accounts were omitted from the mailing in error and it was agreed that these would be circulated to all governors following the meeting.</p>
4.3	<p><b>REPORT FROM SEARCH COMMITTEE</b></p> <p>4.3.1 Ms Gordon moved the adoption of the minutes of the Search Committee meeting of 19 September 2018.</p> <p>4.3.2 <u>Accuracy of Minutes</u> The Minutes were accepted as an accurate record.</p> <p>4.3.3. It was <b>resolved</b> to adopt the following recommendations:</p> <ol style="list-style-type: none"> <li>1.) shortlists for interviews for governor appointments should include a full span of equalities characteristics with the aspiration is to move from the current ratio of female: male governors of 36:63 to 50:50.</li> <li>2.) That the normal term of office for governors of STCG should remain four years</li> <li>3.) That the start date for terms of office of former Kingston governors should be re-set to zero from the date of the merger.</li> <li>4.) To continue with the previous approach by Kingston Corporation that the wording “normally” allows the Corporation to make exceptions where it is appropriate to re-appoint a governor for more than two terms of office i.e. more than 8 years’ service.</li> <li>5.) To approve the Policy on the Selection and re-Appointment of Governor</li> <li>6.) To approve the following changes to committee memberships: <ul style="list-style-type: none"> <li>• Chair of the F P &amp; R Committee, Mr Hick, to join Remuneration Committee and to step down from the Search Committee;</li> <li>• Dr Brumwell to join the Search Committee.</li> </ul> </li> <li>7.) To review committee memberships and again in January 2019 once the current governor vacancies have been filled and at the same time to take into account Link Governor responsibilities</li> <li>8.) That following each meeting each committee should send 5 bullet points to the Audit Committee to ensure an appropriate flow of information</li> <li>9.) Content and style of reports to be considered by committees</li> <li>10.) That the committee’s remit be extended to become Search and Governance and its Terms of Reference be amended accordingly.</li> </ol> <p>4.3.4 It was <b>resolved</b> to adopt the minutes.</p> <p>4.3.5 Governors discussed whether a Property Task and Finish Group is needed, possibly to sign off final designs for KC following the outcome of the LEAP bid. It was agreed that this should either come under the remit of the Finance, Planning and Resources Committee or a sub-committee or Task and Finish Group.</p> <p>4.3.6 It was <b>resolved</b> to adopt the proposed committee memberships</p>
5.1	<p><b>REPORT ON QUALITY OF HE PROVISION - OFS ANNUAL QUALITY ASSURANCE REPORT AND DECLARATIONS</b></p> <p>5.1 The Principal, Kingston College, presented an update report on HE prepared by the Assistant Principal, HE and Apprenticeships, who sent apologies for not attending the meeting. Governors reviewed the detailed report on the academic standards and learner experience for Higher Education students at Kingston College noting that the report will also be reviewed in detail by the Education and Standards Committee.</p> <p>5.2 It was <b>resolved</b> to authorise the Group Principal or Chair to sign the Governor Declaration forming part of the Annual Accountability Return to be submitted to the OFS confirming that the methodologies used as a basis to improve the student academic experience and student outcomes are, to the best of governors’ knowledge, robust and appropriate. Governors noted that the OFS had not published its return at the date of the meeting and it was therefore</p>

	<b>resolved</b> to delegate authority to the Chair or the Principal to sign the OFS declaration once this is published.
<b>6.</b>	<b>Governance Self-Assessment Discussion</b>
6.1	The Corporation received a report summarising responses from governors to a governance SAR Checklist circulated in the summer. In addition the paper suggested some further specific post-merger integration issues for discussion.
6.2	Due to time pressure at the meeting it was <b>resolved</b> that governors should instead send their views on impact of the merger by email to the Head of Governance following the meeting.
<b>7.</b>	<b>Instrument and Articles of Government</b>
7.1	The Head of Governance presented revised Instrument and Articles of Government updated to incorporate the following changes : <ul style="list-style-type: none"> <li>• The change in designation of Principal to Group Principal / CEO;</li> <li>• To allow the Group Principal to delegate decisions to expel or suspend students to Heads of School equivalent or above;</li> <li>• To introduce Academic Freedom for academic staff; noting that the College is in the process of developing a Code of Practice on Freedom of Speech.</li> <li>• To confirm that, following recent changes to Charity Law, Governors will be automatically disqualified from holding, or from continuing to hold, office as a governor if that person is disqualified from being a Charity Trustee.</li> </ul>
7.2	It was <b>resolved</b> to approve these revisions to the Instrument and Articles of Government.
<b>8.</b>	<b>Policy on Independence of Head of Governance</b>
8.1	The Head of Governance presented the Policy on the Independence of Head of Governance for review.
8.2	It was <b>resolved</b> to approve the Policy on the independence of Head of Governance
	<b>ANY OTHER BUSINESS</b>
	<b>Policy on handling Complaints against the Corporation</b>
	The Head of Governance presented the Policy on handling Complaints against the Corporation.
	It was <b>resolved</b> to approve the Policy but to task the Search and Governance Committee to review this at its next meeting.
<b>9.</b>	<b>Revised meeting dates</b>
9.1	Governors noted the revised calendar of meetings for 2018-19.
9.2	It was <b>resolved</b> to approve the revised schedule of meeting dates.
	<b>Date of Next Meeting</b>
9.3	The Head of Governance advised that it may be necessary to convene a short Corporation meeting to follow the Governor Training Session Tuesday 13 November 2018 at Carshalton College at 7pm if any decisions relating to the property strategy are needed by then.
9.4	Otherwise the next scheduled Corporation Meeting will take place on Tuesday 11 December 2018 at 7:00pm at Kingston College.

	Governors asked if it was possible to combine dates , such as the Christmas lunch or governors' dinner with visiting student events.			
	The Open Business was followed by a Confidential Session.			
<b>Action points</b>		<b>Who</b>	<b>Deadline</b>	<b>Signed off</b>
1.	July 2018 Management Accounts to be circulated to all governors following the meeting.	HoG	Oct 2018	
2.	Group Principal or Chair to sign the Governor Declaration forming part of the Annual Accountability Return to be submitted to the OFS	PMS / GA	Dec 2018	
	The Open Business of the meeting closed at 6.35pm			
	Signed:..... Date:.....			