

KINGSTON COLLEGE CORPORATION

To be renamed South Thames Colleges Group Corporation

Minutes of Corporation Meeting 17 July 2017

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

Meeting Title	Corporation	
Date	17 July 2017	
Members	Mr G. Allen Mr D. Anderson Mr J Azah Dr. J Brumwell Mr M. Bristow Mr T. Byrne-Price* Mr D Cheema Ms K. Driver Cllr B. Fraser *indicates absent	Mr R. Foulston* Mr E. Gilbert Ms S. Gordon Mr J. Hick Mr K. Hossain Mr P. Mayhew-Smith- CEO and Group Principal Designate Mr N. Ratnavel Ms Y. Stanley* Cllr S. Thom Mr G Willett
In Attendance	Mr R. Greenaway - Deputy Principal, Kingston & Carshalton College Mr C. Wright - Deputy CEO, South Thames College Mr J.Pemberton-Billing- Vice-Principal , Curriculum and Quality, South Thames College Ms S. Horrell – Vice-Principal, Employer & Community Engagement, South Thames College Mrs H Meredith - Clerk to the Corporation, Kingston College Mrs N. Watt - Clerk to the Corporation South Thames College	
Key Meeting Outcomes		
1.	APOLOGIES	
1.1	Apologies were received from Mr Byrne-Price, Mr Foulston and Ms Stanley. Ms Gordon gave apologies in anticipation of needing to leave early Apologies were also received from Mr Tweedale - Vice-Principal (Head of Kingston College) and Ms Smith, Vice-Principal (Head of Carshalton College)	
1.2	DECLARATION OF INTEREST Interests previously declared by former Kingston College Governors were noted: Mr Cheema holds an unpaid directorship of KCTC Ltd and Mr Anderson, Mr Cheema, Dr Brumwell and Mr Mayhew-Smith hold unpaid directorships of KSEP Ltd. Governors confirmed that they did not have any other new pecuniary or other interest in any item on the agenda. All governors were asked to complete a Register of Interests entry and return this to the Clerk (meeting papers Item 4c).	
2.	INTRODUCTIONS	
	Dr Brumwell chaired the first part of the meeting and welcomed those present to the first meeting of the merged Board. Those present were invited to introduce themselves.	
3.	ELECTION OF CHAIR AND VICE-CHAIR OF CORPORATION FOR 2017-18	
3.a	<u>Length of term of office of Chair and Vice-Chair of Corporation</u>	
1.	The Clerk confirmed that as Kingston College Corporation is the surviving entity the starting point for governance documents are those already in place for Kingston College. Governors were informed that a number of these documents had been reviewed by the Clerk and the	

<p>2.</p> <p>3.</p>	<p>CEO and Group Principal Designate for consideration at this meeting.</p> <p>The Clerk reported that currently Kingston Corporation elects the Chair and Vice-Chair annually. However, in response to questions from governors, it was noted that Carshalton and South Thames Corporations appointed their Chairs and Vice-Chairs for two and three year terms of office respectively. It was therefore proposed to change the Standing Orders of the Corporation to enable the appointment of the Chair and Vice Chair for a period of two years.</p> <p><u>It was resolved</u> to amend the Standing Orders of the Corporation to revise the term of office of the Chair and Vice-Chair of the Corporation to two years (from one year).</p>
<p>3.b</p> <p>1.</p> <p>2.</p>	<p><u>Number of Vice-Chairs</u></p> <p>The Clerk reported that currently Kingston Corporation appoints only one Vice-Chair. It was proposed to revise the Governing Instruments and Standing Orders of the Corporation to enable the appointment of two Vice Chairs to spread the work-load and allow for succession planning.</p> <p><u>It was resolved</u> to amend the Instrument and Articles and Standing Orders of the Corporation to allow the appointment of up to two Vice Chairs</p>
<p>3.c</p>	<p>It was noted that the resignations of the existing Chair (Dr Brumwell) and Vice Chair (Mr Cheema) would take effect immediately the new Chair and Vice Chair(s) were appointed under items 3d and 3e respectively.</p>
<p>3.d</p> <p>3.e</p>	<p><u>Election of Chair</u></p> <p>The CEO and Group Principal Designate reported on the process for the selection of Chair of the Corporation which had been agreed by the Corporations following recommendation by the Shadow Board. Nominations were received in advance for the Chair. A neutral selection panel comprised of three external governance experts, Julian Gravatt, Deputy Chief Executive at the Association of Colleges, Ann Hodgson, Professor of Post-Compulsory Education, Co-Director of the Centre for Post-14 Education and Dr Sue Pember, HOLEX Director of Policy and External Relations was convened. The Panel reported that all of the candidates were appointable, following an interview process, the Panel unanimously nominated Godfrey Allen to the Corporation for the role of Chair of the merged Board.</p> <p>The Corporation accepted the recommendation of the Panel and Godfrey Allen was unanimously elected as Chair of the Corporation for a term of two years.</p>
<p>3.f</p> <p>1.</p> <p>2.</p> <p>3.</p> <p>4.</p>	<p><u>Election of Vice-Chairs</u></p> <p>The CEO and Group Principal Designate reported on the process for the selection of the Vice-Chairs which had been agreed by the Corporations following recommendation by the Shadow Board. The Selection Process involved the CEO and Group Principal Designate receiving nominations in advance for the Vice-Chairs. Members expressed a willingness to serve in the role of Vice Chair. The CEO and Group Principal Designate proposed that these expressions of interest were accepted and proposed Dr Brumwell and Mr Foulston as Vice Chairs of the Corporation.</p> <p>Following discussion it was agreed that as a matter of principle appointments would not be confirmed in the absence of those in question. <u>It was resolved</u> that the election of the second vice-chair should be deferred to the next meeting both to allow other governors to meet Mr Foulston and for him to confirm that he was happy to accept the appointment.</p> <p><u>It was also resolved,</u> following a unanimous vote that Dr Janis Brumwell would be appointed as Vice-Chair of the Corporation for a term of two years.</p> <p>Mr Allen took the Chair and thanked the Corporation for their approval of his election. The Chair noted that the time for focussing on individual colleges had now passed. He urged and encouraged governors to start looking outwards again towards the establishment of the</p>

merged College and a successful future that served the students from across all merger partners.

5. The Chair informed governors that the governance papers were proposed by College Officers to facilitate the process for establishing a merged College governance framework. However, Governors were advised that in future these papers and proposals need to be driven by the Board itself. The Chair encouraged all governors to discuss the proposals and to contribute any alternative ideas from their own experience.

4. a **GOVERNING BODY MEMBERSHIP**

1. The CEO and Group Principal Designate presented a paper on membership of the Governing Body. Governors noted that the attached table of Governor and Committee Memberships had been updated from the table presented to the July Corporation meetings. The table now reflected preferences expressed by governors with regard to the length of their initial terms of office and committee memberships.

2. Governors noted that all retiring governors resigned from Kingston Corporation with effect from 10 July 2017. All new governors were appointed at the meeting of Kingston Corporation on 6 July 2017 with a term of office to start from 10 July 2017 and with the end date proposed for each term of office is 31 July.

3. **It was resolved** to confirm the composition of the Governing Body and its current membership as set out below:

<u>Governors:</u>	End of term
Mr G. Allen	31.07.2020
Mr D. Anderson	31.07.2021
Mr J Azah	31.07.2021
Dr. J Brumwell	31.07.2019
Mr M. Bristow	31.07.2021
Mr T. Byrne-Price	31.07.2021
Mr D Cheema	31.07.2021
Ms K. Driver	31.07.2021
Cllr B. Fraser	31.07.2019
Mr R. Foulston	31.07.2019
Mr E. Gilbert	31.07.2019
Ms S. Gordon	31.07.2021
Mr J. Hick	31.07.2020
Mr K. Hossain	31.07.2021
Mr P. Mayhew-Smith	CEO and Group Principal Designate (ex officio)
Mr N. Ratnavel	31.07.2021
Ms Y. Stanley	31.07.2021
Cllr S. Thom	31.07.2019
Mr G Willett	31.07.2019

4. **Staff and Student Governor Appointments**

4.1 Governors reviewed a paper setting out some options and recommendations for the process for appointment of a staff and student governor with a view to having these in place as early as possible in the Autumn term, ideally before the Corporation meeting on 29 September 2017.

4.2 Governors agreed with the need to create a process to capture the staff and student voice from an extremely large body of students and the need to create a process for this to be fed to the Corporation. Although governors noted that the number of proposed staff and student governors is being reduced to one of each that they are representative members of the body of College students and staff and are not representatives for the other staff and students.

<p>4.3</p>	<p>Governors discussed whether it would be less intimidating for student governors either to have two student governors or by allocating a mentor. Governors acknowledged the significant contribution made by Student Governors prior to the merger. The CEO and Group Principal Designate reminded governors that the College's Student Engagement Policy includes several ways of gathering learner voice which were reported to the Quality Committee. Other steps which can be taken include inviting groups of students to give presentations at Governors' meetings or to invite the President of the Student Union to attend Governors' meetings with observer status. Another suggestion was to discuss with Student Representatives their ideas for how best to involve them in governance.</p>
<p>4.4</p>	<p>Governors agreed that Staff engagement is crucial and noted the recommendation in the paper that there should be a series of hustings, run 4 times in each of the different locations to build the confidence of staff by involving them at the earliest stage. However, following discussion around the practical challenges of delivering this in the time frame given it was agreed that this would be given further consideration outside of the meeting and discussed with the Chair and the Group Leadership Team.</p>
<p>4.5</p>	<p><u>It was resolved</u></p> <p>To approve the following recommendations:</p> <ol style="list-style-type: none"> 1. For the Staff and Student Governor to be elected via direct elections from the whole Staff and Student body of the merged College. Details on how the election process would be managed were to be discussed outside of the meeting with the Chair and the Group leadership team. 2. The following terms of office for Staff and Student Governors: <ul style="list-style-type: none"> • Student Governor: two years (if the student is at College for 2 years) • Staff Governor: four years 3. That the proposal to reduce the number of Staff and Student Governors by one should be included in a consultation on the changes to the Instrument and Articles of Government via the College website and the outcome reported to the Corporation on 29 September.
<p>4.b</p>	<p><u>Creation of a role for a HE Governor nominated from a Higher Education Institution</u></p> <ol style="list-style-type: none"> 1. Governors considered a proposal to increase the size of the Corporation by one governor to appoint an additional skills based Governor from Higher Education. The proposal was for Kingston University to be invited to nominate a governor under a reciprocal arrangement following the University's invitation to the CEO and Group Principal Designate to sit on their Board of Governors. 2. After discussion, decision on this proposal was deferred to allow for a proper appraisal of the options for Corporation and College engagement with HE to be undertaken and it was agreed that this would be discussed further at the event on the 29th September 2017. <p style="text-align: right;"><i>Ms Gordon left the meeting at 6:50pm</i></p>
<p>4.c</p>	<p><u>Declaration of Interests and acceptance of responsibility including Governors' Code of Conduct</u></p> <ol style="list-style-type: none"> 1. All Governors were asked to complete and return an entry for the Register of Interests and a Declaration of Acceptance of Responsibility. This included accepting the terms of the Governors' Code of Conduct. Governors' attention was particularly drawn to the Attendance Target for governors of a minimum of 80% of meetings with an expectation of 100%. 2. It was noted that this and other references to the South Thames Colleges Group should instead refer to the South Thames Colleges Group Corporation. 3. <u>It was resolved</u> to approve the revised Governors' Code of Conduct.

<p>5.a, b, c</p> <p>1.</p> <p>2.</p> <p>2.1</p> <p>2.2</p> <p>3.</p> <p>3.1</p> <p>3.2</p> <p>3.3</p> <p>3.4</p>	<p>CORPORATION COMMITTEES</p> <p>Governors reviewed the proposed Committee Memberships and Committee Chairs as recommended by the governor selection panel to the Shadow Board.</p> <p><u>Committees</u></p> <p>The CEO and Group Principal Designate proposed the setting up of an additional Corporation committee: a' Health, Safety and Safeguarding Committee as had been recently set up across the Kingston Carshalton Federation. Governors discussed whether the remit of the proposed committee could be covered by the Quality Committee. Governors agreed that the challenges which young people are open to are profound and that the establishment of this committee would enable the Corporation to have time to have sufficient robust scrutiny of Safeguarding / mental health issues. The Corporation agreed that given the complexity of the merged College and the need to deliver consistently high quality provision across all Colleges the Quality Committee needed to ensure it maintained its focus. It was noted that Ms Stanley has specialist experience in the field of Safeguarding and was the lead governor for Safeguarding at South Thames College. It was agreed that further discussions would be undertaken outside of the meeting by the Chair to consider the appropriate allocation of roles for the Chairing of specialist committees</p> <p>After discussion <u>it was resolved to</u></p> <ul style="list-style-type: none"> • set up an additional committee: a Health, Safety and Safeguarding(HSS) Committee; and • to invite expressions of interest from Governors to join that Committee and to fill the roles of lead governor for Safeguarding and Health and Safety from members of that Committee. <p><u>Committee Memberships, meetings and Link Governors</u></p> <p>Governors discussed the committee memberships proposed and the proposed Chairs of the Committees. It was agreed that Ms Stanley be asked whether she would prefer to Chair the HSS Committee. Following this, it was also agreed that the Chair in consultation with the Vice Chair, would review the skills base and preferences previously expressed by Governors to nominate a Chair of the Quality Learning and Standards Committee.</p> <p>It was agreed that Committee Chairs need to be at heart of discussions about membership and meeting dates of the committees. It was agreed that the CEO and Group Principal Designate and Clerk would liaise with the Chair of the Corporation and Chairs of Committees to fill committee vacancies and that the Chair would then approach governors on behalf of the Corporation to fill vacancies according to the best use of governors' talents. It was noted that this approach would also be taken in relation to the co-option of an additional member for the Audit Committee. Any recommended changes would to be brought back to the Corporation on 29 September 2017 for approval.</p> <p>Governors proposed that an extra Finance Committee Meeting be added to the schedule of meetings to take place in October on a date to be confirmed.</p> <p>Expressions of interest will also be invited from Governors for Link Governor roles.</p>
<p>5.d</p> <p>1.</p> <p>2.</p>	<p><u>Committee Chairs</u></p> <p>After discussion it was <u>resolved</u> to: confirm the following as Chairs of each Committee in accordance with the recommendations from the Shadow Board</p> <p>FPR - Jonathan Hick Audit - Nanda Ratnavel Search- Sunita Gordon Remuneration Janis Brumwell</p> <p>It was not felt appropriate to appoint Yvette Stanley as Chair of the QLS Committee in her absence and in the light of the discussion as to whether it would be a better use of her</p>

	<p>expertise and skills instead to Chair the HSS Committee. It was agreed that the CEO and Group Principal designate and Chair would consult and make appropriate approaches to fill the role of Chair for the Quality Learning and Standards Committee.</p>
5.e	<p><u>Committee Vice-Chairs</u></p> <p><u>It was resolved that</u> each Committee should appoint a Vice Chair at its next meeting.</p>
5.f and g	<p><u>Committee Terms of Reference</u></p> <p><u>It was resolved that:</u></p> <p>1.the Terms of Reference for each Committee will initially be based upon the terms of each existing Kingston College Corporation Committee subject to any required amendments made to the composition and size of each Committee under 4c; and</p> <p>2. each Committee will review at their next meeting their Terms of Reference and seek approval to any proposed changes at the December 2017 Corporation meeting.</p>
6.	<p>PROPOSED APPROACH TO THE DIRECTORSHIP OF COLLEGE SUBSIDIARY COMPANIES AND CHARITABLE TRUST</p>
6.	<p>Governors noted the report from the Deputy Principal in relation to:</p>
6.1	<p><u>KSEP Ltd</u> – the Joint venture Shared Services Company On 1st August 2017 the shares owned by Carshalton College will transfer to Kingston College.</p>
6.2	<p><u>KCTC Ltd</u> – subsidiary trading company used to collect rental income on behalf of Kingston College.</p>
6.3	<p><u>Kingston College Further Education Trust</u> – a registered Charity The future role of this grant giving charity will be reviewed and proposals brought to a future meeting of the Trustees.</p>
6.4	<p>After discussion, in which it was noted that none of the Directors or Trustees receive any remuneration for these roles, <u>it was resolved</u> to note the report and adopt the following recommendations:</p> <ul style="list-style-type: none"> a) That Janis Brumwell, Danny Cheema and David Anderson should continue as Directors of KSEP Ltd; b) That Danny Cheema and Robin Greenaway should remain as Directors of KCTC Ltd; c) To note that the Kingston College Further Education Trust will continue to operate following the merger and that the existing Trustees (Peter Mayhew Smith, Mike Tweedale, Janis Brumwell, Dennis Spratling, and Jo Wackett) will also continue following the merger; d) not to appoint any further members of the Governing Body as Directors or Trustees to these organisations; e) to request that the Group Principal/CEO review the need for each subsidiary and the Trust and report back to a future meeting of the Governing Body; f) to designate the Head of Governance as the officer to provide governance guidance and support to each organisation as required.

7.	<p>REVIEW OF THE ARTICLES AND INSTRUMENT OF GOVERNMENT</p>
1.	<p>Governors reviewed a report by the Clerk with a Summary of the Key Changes proposed to the Governing Instruments.</p>
2.	<p><u>Instrument of Government</u></p>
	<ul style="list-style-type: none"> • <u>Clause 2: Composition of the Corporation</u> Changes proposed to reflect recommendations from Shadow Board. The change to 18 skills based members was approved by the Kingston Corporation on 6 July 2017. One further change to be discussed at the next meeting will be whether to increase membership to include a nominee from HE or other appropriate strategic partner. <p>Other changes proposed: removal of redundant clauses about Parent Governor and reduction to only one Staff and one Student Governor.</p> <ul style="list-style-type: none"> • <u>Clauses 5 and 9</u> – changes to provisions for removal of Chair, Vice-chair and governors to align these provisions to those already in place at South Thames College. • <u>Clause 5:</u> Inclusion of provision for the appointment of two vice-chairs • <u>Clause 11(7)</u> –written resolution procedure • <u>Clause 12(1) and 13 (1)</u> - these provisions have been taken from the Terms of Reference of the Shadow Board to confirm for clarity that those attending meetings by Conference Call will be entitled to vote and to count towards the quorum. <p><u>Both Instrument and Articles</u></p> <ul style="list-style-type: none"> • All references to ‘Clerk to the Corporation’ have been changed to ‘Head of Governance’.
3.	
4.	<p>Governors discussed the use of teleconferencing and agreed that this should be used as a backstop and last resort and that all governors should aim to attend all meetings in person. <u>It was resolved</u> that the Corporation Standing Orders be amended to reflect this. It was agreed that governors’ attendance records should indicate when attendance at a meeting has been by telephone and that this attendance would not be count towards their attendance performance target.</p>
5.	<p>A further amendment was needed to update the reference in the Governing Instruments to the Secretary of State.</p>
6.	<p>It was <u>resolved</u></p>
	<p>To approve the revised Articles and Instrument of Government, with the inclusion of the above amendments.</p>
8.	<p>APPROACH TO THE GOVERNANCE OF THE MERGED COLLEGE</p>
	<p>It was agreed to include development activities in the programme for the Corporation Strategic Planning Conference on 29 September 2017 and for the day to conclude with dinner.</p>
9.	<p>GROUP PRINCIPAL/CEO</p>
	<p><u>It was resolved</u></p>
	<p>To approve that immediately following the merger Peter Mayhew-Smith will be re-designated as the CEO and Group Principal Designate of the merged College.</p>

MERGER IMPLEMENTATION UPDATE

Update reports were presented by the Deputy Principal highlighting:

- a. Insurance arrangements in place following the merger on 1st August 2017 and for 2017-18;
- b. Re-financing- governors reviewed an update paper, the latest indicative interest rates for the five year fixed rate for the finance from Barclays and proposed resolutions in relation to delegation of authority in relation to all financing matters.

Governors noted that that the security for the loans will be a first legal charge over the Wandsworth Campus and that Barclays have confirmed that there will be no impediment to the College providing security to the LGPS over its other sites. The value of the Wandsworth Campus is approximately £27m. Copies of the Bank's due diligence report are to be circulated to the Chair and Members of the Finance Committee following the meeting.

Governors asked about the 5 year fixed rate proposal provided to them in the form of an email from Barclays Bank on 17 July 2017 at 14:22. The Deputy Principal confirmed that this will be fixed on completion but this has gone down since the indicative proposal agreed by the Shadow Board at 2.75% and is currently 2.66%.

It was resolved that:

(i) The Chair, the Principal and the Deputy Principal (the "**Authorised Officers**") be and are hereby authorised to progress all financing matters which they deem necessary as part of the merger with South Thames College and Carshalton College including, without limitation, negotiating and agreeing documentation (the "**Finance Documents**") with Barclays Bank PLC (the "**Bank**") such Finance Documents to include, but not be limited to:

- (a) a new facilities agreement with the Bank to following the merger of the College, South Thames College and Carshalton College, refinance the existing borrowing of the College and South Thames College and for general corporate purposes thereafter; and
- (b) a first legal charge over the freehold land at Wandsworth Campus, Wandsworth High Street, London SW18 2PP.

It was noted that:

- (a) notwithstanding the entry into a new facilities agreement, the fixed rate of interest agreed by South Thames College will continue to apply to the first tranche of the new facilities plus an increased margin of 2.375 per cent per annum (as at 31 July 2017 the balance of this tranche would be £7,675,458.38);
- (b) the facilities agreement would contain the option to fix the interest rate payable on all or part of a term loan of £8,900,000 and it was the College's present intention to fix the interest rate on the full commitment of £8,900,000 for the term of 5 years as it determined that doing so was in the best interests of the College;
- (c) the Corporation had been provided with an email from the Bank on 17 July 2017 at 14:22 (London time) for the proposed transaction indicating indicative pricing (the "**Email**") and a copy of the Email was shown at the meeting and the Corporation acknowledged and understood the terms under which the Email was provided to it;
- (d) there was a risk of break costs arising on the termination, repayment, or cancellation of advances made by the Bank under the Finance Documents

during the period of the proposed transaction, and the Corporation acknowledged and understood such risks and further noted that these were subject to change until such point as any such termination were to occur; and

- (e) the Corporation had been duly and properly advised by Mills and Reeves LLP in respect of the proposed transaction and the entry into the Finance Documents with the Bank.

(ii) The Authorised Officers be and are hereby authorised (either alone or with one another) to:

- (a) execute and deliver the Finance Documents to be executed under hand with any amendments that the Authorised Officers in their absolute discretion think fit (the approval of the Authorised Officers in any such case to be conclusively determined by their signing of such documents);
- (b) (as applicable) affix the common seal of the Corporation to the Finance Documents to be executed by deed and, subject to (iii) below, the Authorised Officers be authorised to witness the affixing of the Corporation's common seal to any such document;
- (c) accept (either verbally or in writing) any new fixed rate or rates quoted by the Bank as the Authorised Officers may in their absolute discretion see fit so as to bind the College to pay interest at such fixed rate or rates;
- (d) to sign any documentation, including but not limited to any fixed rate confirmations, on behalf of the College deemed necessary to document the new fixed rate or rates; and
- (e) do all such acts and things including the execution of documents, certificates and notices in such form, and including such amendments, as they (acting jointly and severally), see fit. Such actions and decisions being reported to Corporation members at the next scheduled meeting of the Corporation.

(iii) In accordance with paragraph 19 of the College's Instrument of Government the application of the seal of the Corporation to any of the Finance Documents to be executed as deeds shall be authenticated by the signature of either the Chair or Vice Chair and Principal.

c. Pensions

The Deputy Principal reported that the intention to pool all the LGPS schemes into one pension has been delayed pending receipt of approval from the Secretary of State who can give retrospective approval for 1 August 2017. The main issue as a result relates to which scheme to use for new staff and the paper set out the proposed interim arrangements put in place until the Directions Orders are approved.

- d. The College hopes to hear this week from the Secretary of State in relation to the application for approval to change of name of College.

It was **resolved** to note the merger implementation update reports.

11. SCHEDULE OF GOVERNING BODY MEETINGS

1. Governors noted the calendar of meetings. The Chair asked Committee Chairs to confirm as soon as possible if they cannot make their proposed committee meeting dates so that the dates can either be confirmed or rearranged. Chairs were also asked to consider the times and locations of meetings to facilitate attendance.

2. Governors noted that the date for the all day Governors' Conference and dinner is confirmed and will take place on Friday 29 September 2017. The venue for this will be confirmed as

3.	soon as possible.			
12.	<p>It was noted that an additional FPR meeting in October and three HSS Committee meeting dates will be added to the Schedule following consultation with the Chairs of these Committees.</p> <p>ANY OTHER BUSINESS</p> <p>Governors discussed the electronic dispatch of papers and those governors only wanting to receive papers electronically are to let the Clerk know.</p>			
13.	<p>APPOINTMENT OF HEAD OF GOVERNANCE</p> <p>Natalie Watt reported that she was taking Voluntary Redundancy.</p> <p>It was <u>resolved</u></p> <p>To approve that immediately following the merger Helen Meredith will be appointed and confirmed as Head of Governance of the merged College, on the previously approved and accepted job designation and terms and conditions.</p>			
Action points		Responsible	Deadline	Signed off
1.	All governors were asked to complete a Register of Interests entry and return this to the Clerk	All Governors	29 Sep	Actioned
2.	Election of Mr Foulston as a vice-chair deferred to the next meeting	HoG	21 Sep	Agenda Item 4.1
3.	Staff governor election process to be discussed with the Chair and the Group Leadership Team	Chair/ Leadership team	Early August	Agenda Item 5.1
4.	Proposal to reduce the number of Staff and Student Governors by one to be included in a consultation on the changes to I & A via the College website and outcome reported to the Corporation on 29 September	HoG	21 Sep	Agenda Item 5.1
5.	Decision on a Governor nominated by HE deferred to allow for a proper appraisal of the options for College engagement with HE and strategic partners to be undertaken	Chair/ Principal	21 Sep	Agenda Item 5.2
6.	Set up a Health, Safety and Safeguarding Committee; invite expressions of interest from Governors to join HSS Committee and to become lead governor for Safeguarding and Health and Safety	Principal / HoG	21 Sep	Agenda Item 5.4
7.	Ms Stanley to be asked whether she would prefer to Chair the HSS Committee than QLS Committee and if so, to consider an appropriate Chair for QLS	Chair / Principal	Early Sep	Agenda Item 5.4
8.	Committee Chairs to review committee membership & meeting dates.	Committee Chairs	End July	Agenda Item 5.4
9.	Expressions of interest will also be invited from Governors for Link Governor roles.	HoG	Autumn term	Deferred
10.	Co-option of an additional member for the Audit Committee to be addressed	HoG / Chair Audit	21 Sep	Agenda Item 5.4.2
11.	Each Committee to appoint a Vice Chair	HoG	Autumn term	Ongoing
12.	Each Committee to review their Terms of Reference	HoG	Autumn term	Ongoing
13.	Principal to review the need for each subsidiary and the Charitable Trust and report back to a future Corporation meeting	Principal / HoG	Dec 17	Ongoing
14.	Standing Orders to be amended to reflect that attendance by phone should be as a last resort. Governing instruments to be revised re correct reference to Secretary of State.	HoG	21 Sep	Agenda Item 5.5
15.	Copies of Barclays Bank's due diligence report are to be sent to members of FPR Committee	Deputy CEO	End July	
16.	Additional FPR meeting in October and three HSS	Chair	End July	Agenda

	Committee meeting dates to be added to the Schedule of meeting dates.	Finance / HoG		Item 5.4
17.	Governors only wanting to receive papers electronically are to let the Clerk know.	All governors	21 Sep	Actioned
Date of Next Meeting	<p>The next meeting of the Corporation will be the all day Governors Conference on Friday 29 September 2017 at a venue to be confirmed.</p> <p>The meeting closed at 8:00pm</p> <p>Signed:..... Date:.....</p>			