

KINGSTON COLLEGE CORPORATION
To be renamed South Thames Colleges Group Corporation
Minutes of Corporation Meeting 29 September 2017 held at the
University of Roehampton Conference Centre

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

Meeting Title	Corporation			
Date	29 September 2017			
Members	Mr G. Allen - Chair	Cllr B. Fraser		
	Mr D. Anderson	Mr R. Foulston		
	Mr J Azah	Mr E. Gilbert		
	Dr. J Brumwell	Mr K. Hossain		
	Mr M. Bristow	Ms J. Murphy		
	Mr T. Byrne-Price	Mr P. Mayhew-Smith - Group Principal / CEO		
	Mr D Cheema	Mr N. Ratnavel		
	Ms K. Driver	Mr G Willett		
In Attendance	Mr C. Wright	- Deputy CEO		
	Mr J. Pemberton-Billing	- Deputy Principal / Head of South Thames and Merton Colleges		
	Ms S. Horrell	- Vice-Principal, Business and Student Services		
	Mr M. Tweedale	- Vice-Principal / Head of Kingston College		
	Ms J. Smith	- Vice-Principal / Head of Carshalton College		
	Ms H. Meredith	- Head of Governance		
Key Meeting Outcomes				
1.	APOLOGIES Apologies were received from Ms Gordon, Mr Hick, Ms Stanley and Cllr Thom. Apologies were also received from Mr Greenaway, Deputy Principal.			
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. Mr Byrne-Price is a Director of a division of Berkeley Homes but had no knowledge of recent discussions with the College. Governors confirmed that they did not have any other new pecuniary or other interest in any item on the agenda.			
3.	MINUTES OF CORPORATION MEETING OF 17 JULY 2017 AND MATTERS ARISING			
3.1	<u>Accuracy.</u> The minutes were accepted as an accurate record and signed by the Chair.			
3.2	<u>Matters arising</u> Governors noted the delay in the DfE granting approval of the name "South Thames Colleges Group" as the new legal name for the Corporation and that this is being referred by the DfE to the Minister during October 2017 for ministerial sign off. The following updates were noted from the action log from the last meeting :			
	Action points	Responsible	Deadline	Signed off
	All governors were asked to complete a Register of Interests entry and return this to the Clerk	All Governors	29 Sep	Actioned
	Election of Mr Foulston as a vice-chair deferred to the next meeting	HoG	21 Sep	Agenda Item 4.1

	Staff governor election process to be discussed with the Chair and the Group Leadership Team	Chair/ Leadership team	Early August	Agenda Item 5.1
	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
	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
	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
	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
	Committee Chairs to review committee membership & meeting dates.	Committee Chairs	End July	Agenda Item 5.4
	Expressions of interest will also be invited from Governors for Link Governor roles.	HoG	Autumn term	Deferred
	Co-option of an additional member for the Audit Committee to be addressed	HoG / Chair Audit	21 Sep	Agenda Item 5.4.2
	Each Committee to appoint a Vice Chair	HoG	Autumn term	Ongoing
	Each Committee to review their Terms of Reference	HoG	Autumn term	Ongoing
	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
	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
	Copies of Barclays Bank's due diligence report are to be sent to members of FPR Committee	Deputy CEO	End July	Actioned
	Additional FPR meeting in October and three HSS Committee meeting dates to be added to the Schedule of meeting dates.	Chair Finance / HoG	End July	Agenda Item 5.4
	Governors only wanting to receive papers electronically are to let the Clerk know.	All governors	21 Sep	Actioned
4.	ELECTION OF SECOND VICE-CHAIR OF CORPORATION FOR 2017-18			
4.1	The election of a second vice-chair was deferred to this meeting to allow governors to meet Mr Foulston and to allow Mr Foulston to accept the appointment.			
4.2	<u>It was resolved,</u> following a unanimous vote that Mr Rob Foulston would be appointed as a second Vice-Chair of the Corporation for a term of two years.			
5.	GOVERNANCE			
5.1.1	<u>Staff Governor Updates</u> Governors reviewed and discussed a paper setting out responses to a consultation on the college website on changes to the Instrument and Articles to reduce the number of staff and student governors. Governors discussed and noted the responses received to the consultation.			
5.1.2	<u>It was resolved:</u> <ul style="list-style-type: none"> to proceed as agreed previously but to consider staff and student representation again when next reviewing the governance structure for the group; to note the election of Ms Julia Murphy as Staff Governor. Ms Murphy was welcomed to the meeting. 			
5.2 5.2.1	HE Representation on Corporation 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 paper supporting the proposal was presented by the Group Principal / CEO. Governors discussed the importance of the existing partnership between Kingston University and the College Group, the benefits of having HE expertise on the Corporation and noted that the Corporations pre-merger each had governors with HE experience.			

<p>5.5</p> <p>5.5.1</p> <p>5.5.2</p> <p>5.5.3</p> <p>5.5.4</p> <p>5.5.5</p>	<p>Disclosure and Barring Service (DBS) Checks for governors and Safeguarding and Prevent on-line training courses for governors</p> <p>The Head of Governance presented a paper on DBS Checks and Safeguarding and Prevent on-line training.</p> <p>The Deputy CEO is to confirm the position in relation to DBS checks for staff and governors obtained by South Thames and Carshalton Colleges and whether fresh checks need to be undertaken by Kingston College as the successor organisation and to report to the HSS Committee.</p> <p><u>It was resolved</u> to approve the following recommendations:</p> <ul style="list-style-type: none"> • That the Corporation Policy remains that all governors should complete an enhanced DBS Check and on-line training on Safeguarding and Prevent <p><u>DBS Checks for governors</u> Following the meeting governors for whom the College does not hold an enhanced DBS Check will be sent a link to the on-line application process by the HR team and asked to make an appointment with the HR team at Wandsworth or Kingston to have their original ID documents checked. Governors noted that that if they subscribe to the DBS subscription service their DBS checks are portable for use by different organisations. A deadline for submission of all applications for DBS checks for governors, following verification of appropriate ID, was set as half term – Friday 20th October 2017.</p> <p><u>Safeguarding and prevent training for governors</u> The Governor training session on Tuesday 17th October 2017 at Kingston at 7pm was planned to be on Safeguarding and Prevent. At that meeting all governors who have not recently completed the on-line training courses will be given the link to access those courses and a completion date was agreed for this training of 31st October 2017. Governors from South Thames College confirmed that they have recently completed online Prevent Training and Safeguarding training and details of their completion dates are to be checked to ensure that the content of the training on 17th October is still relevant.</p>
<p>5.6</p> <p>5.6.1</p> <p>5.6.2</p> <p>5.6.3</p>	<p>REVIEW OF STANDING ORDERS AND ARTICLES AND INSTRUMENT OF GOVERNMENT</p> <p>Governors reviewed a report by the Head of Governance with a Summary of proposed revisions to the Standing Orders and Governing Instruments to reflect changes agreed at the last meeting. The revised Instrument and Articles were available for consultation on the College website since 21st August 2017 and the responses received were included at Item 5.1 on the Agenda for this meeting.</p> <p>The key changes to the Standing Orders (Order 1(7) and 4) set out rules covering the use of teleconferencing facilities by governors for participating in Corporation meetings and the process for this, in exceptional circumstances only and after securing advance permission from the Chair. It had been agreed at the last meeting that remote attendance would not count towards the attendance targets of governors. However following further discussion this decision was reversed as being punitive. <u>It was resolved</u> to allow remote attendance, authorised in advance, to count towards governors’ attendance targets.</p> <p>It was <u>resolved</u>: To approve the revised Standing Orders and Articles and Instrument of Government, subject to two further amendments: 1) to the Standing Orders to allow governor attendance by teleconferencing to count towards their attendance targets and 2) to increase the skills based governors from 18 to 19 members in the Governing Instruments.</p>

6.	POLICIES FOR APPROVAL
6.1	The Safeguarding and Vulnerable Adults Policy was presented by Janet Smith, lead safeguarding officer. Dr Brumwell asked the College to consider how long personnel files for staff are kept in case of any enquiries from the Independent Enquiry Into Child Sexual Abuse. It was agreed that the College and HSS Committee should consider this further.
6.2	The Deputy CEO presented the Data Protection Policy and Freedom of Information Policy. Governors asked whether legal contracts have been included in the FOI Policy and the Deputy CEO agreed to check this. Governors asked about action being taken by the College in relation to changes being introduced under the General Data Protection Regulations and the Deputy CEO confirmed the college is taken action to ensure compliance and an Internal Audit of this will take place in April 2018.
6.3	It was resolved: to approve the following policies: <ul style="list-style-type: none"> • The Safeguarding and Vulnerable Adults Policy • Data Protection Policy • Freedom of Information Policy

Action points	Responsible	Deadline	Signed off	
1.	Expressions of interest to be invited from Governors for Link Governor roles. Review of Link Governor Scheme to form part of Local Engagement Strategy	Group Principal / HoG	Dec 2017	Deferred
2.	Each Committee to appoint a Vice Chair	HoG	Autumn 17	Ongoing
3.	Each Committee to review their Terms of Reference	HoG	Autumn 17	Ongoing
4.	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
5.	Group Principal / CEO and Chair to meet with the Kingston University Pro-Vice chancellor for teaching and learning as part of the governor appointment process;	Principal / Chair	Autumn term	
6.	To appoint the Kingston University Pro-Vice chancellor for teaching and learning as a governor.	HoG	Autumn term	
7.	Group Principal / CEO to lead the consultation on student voice with the SU and a local Engagement Strategy to be brought to the December Corporation meeting;	Principal	Dec 2017	
8.	To set up an election for one student governor	HoG	Dec 2017	
9.	Committee membership for new Staff governor to be agreed	HoG/ Chair/ JM	Nov 2017	
10.	Andrew Roberts and Nigel Ware to be appointed as Co-opted members of the Audit Committee;	HoG	Nov 2017	
11.	Membership of the Special Committee to be agreed by the Chair under Chair's Action;	Chair / HoG	Nov 2017	
12.	Governors wishing to attend the Christmas lunch will be asked to let the Head of Governance know following the meeting.	HoG / Governors	Nov 2017	
13.	Following the meeting governors for whom the College does not hold an enhanced DBS Check will be sent a link to the on-line application process	HoG	20/10/17	
14.	All governors who have not recently completed the on-line training courses will be given the link to access those courses	HoG	31/10/17	
15.	Revised Standing Orders and Articles and Instrument of Government as agreed.	HoG	Oct 2017	

Date of Next Meeting	<p>Governors were asked to note the following dates:</p> <ul style="list-style-type: none"> • Tuesday 17 October – Governor Training Session at Kingston College 7-9 pm • Tuesday 7 November – Corporation meeting at Kingston College 7-9pm. <p>The Open Business of the meeting closed at 5:00pm</p> <p>Signed:..... Date:.....</p>
-----------------------------	---