

MOULTON COLLEGE
CORPORATION BOARD

Minutes of the meeting held on Thursday, 1st July 2019 at 9.30 am

Present: Mr D McVean (in the Chair), Mr A Clarkson, Mrs K Delamain-Blunt, Mr A Eastland, Mr B Hansford, Mrs C Harris, Mr I James, Mrs P Hawkesford, Mr L Howarth, Mrs H King, Mr C Matts and Mr M Wakeford

In attendance: Mr D Aldridge, Miss A S Bruce, Mr G Davies, Mrs G M Hulley, Mrs J Matthews and Ms A Turner

PART 1

SECTION A – ROUTINE AND STANDING ITEMS

- 19/127 Apologies for absence (Agenda item 1)**
Apologies for absence were received from Ms L Knapp, Mr T Neville and Mr A Thomson.
- Mrs Harris was welcomed as Principal to the College and to her first meeting of the Corporation.
- 19/128 Declarations of interest (Agenda item 2)**
Mr L Howarth declared an interest in agenda items 5, 7, 20 and 24. Mr C Matts declared an interest in agenda item 22.
- 19/129 Minutes of the last meeting (Agenda item 3, Paper A)**
The minutes of the meeting held on the 9th May 2019 had been circulated previously and were approved as a true and accurate record.
- 19/130 Actions outstanding (Agenda item 4, Paper B)**
- Action 108 – Safeguarding:**
The Link Governor for Safeguarding confirmed that he had contacted MyConcern and ProMonitor and received confirmation that both systems could be used to produce the required information. The IT team should contact the MyConcern support team in the event of any problems. (Closed)
- Action 130 – Farm Report:**
The Vice Chair confirmed that discussions had been ongoing with the Deputy Principal to agree some general principles around a Business Advisory Group (Group). Terms of reference would be created in collaboration with businesses. This may result in more than one Group. The Principal confirmed that she was attending a meeting that afternoon with the Vice Chair and a representative from SEMLEP to explore some ideas around engagement with other businesses. The Group(s) would also provide an opportunity to explore some of the previously discussed priorities around Construction, Digital and Artificial Intelligence. The Group(s) would be supported by curriculum areas and link governors. The Chair expected further progress to be reported on at the next Corporation meeting. (Open)
- Action 131 – English and Maths Strategy**
The Principal confirmed that the deadline for this report had been brought forward. The Strategy would now be completed during the summer and would

be produced by the team in collaboration with all curriculum leads. This would ensure that everyone had a clear understanding of the Strategy and that it would be ready for implementation by the 1st September 2019 (Closed)

Mrs Katie Delamain-Blunt arrived at 9.45 am.

Action 132 – Business Continuity Plan

The Deputy Principal reported that the completion of the report was in hand and it would be completed by the end of July 2019. (Closed)

Action 133 – Governor Health and Safety training

The Clerk to the Corporation confirmed that this was in hand and training would be arranged for Governors in the autumn term.

Action 134 – Marketing Implementation Plan

This was subject to discussion in Agenda item 23, Paper T.

SECTION B – PRINCIPAL'S UPDATE

19/131

a) Strategic Plan update (May 2019) (Agenda item 5, Paper Ci)

b) Key Performance Indicators (Agenda item 5, Paper Cii)

The report was outlined and discussed. An update was requested on recruitment from local schools and whether previously identified issues had been addressed. Following the appointment of a schools' officer, the College had made some good progress. Although there were some schools that remained challenging, this was a small number. Clarification was sought about the latest situation in relation to student acceptances for the following academic year. Members were informed that where internal progression was concerned, numbers were lower than the previous year. Reasons for this included: fewer students than the previous year and so there would be less students who would be eligible to progress; whether the right course was available; making sure the entry criteria were correct; and, some impact from the Ofsted inspection. The number of external acceptances had increased.

The number of Construction students progressing from Level 2 to Level 3 was discussed. Although this was acknowledged as a national problem, governors questioned whether more actions could be taken to promote recruitment opportunities at this level. A number of opportunities were explored including: seeking better engagement with employers; targeted marketing and links to employment; improvements to the website; any CITB (Construction Industry Training Board) requirements; and, information, advice and guidance.

Finally, a discussion was held around staff retention and any lessons that could be learned from the last 12-15 months. Recognition was given to the improvements in this area that saw the College move from a position that was quite unprecedented in the sector to currently being around the national norms. Staffing would continue to be a challenge particularly in certain subject areas (Construction) and English and maths when comparing salaries with schools. It would be important to ensure staff morale was maintained. The staff governor confirmed there had been considerable improvements in the last 12-18 months. The appointment of the new Principal had been very positive and would give everyone a further boost. The Chair confirmed that moving forwards, the two biggest risks were the College's financial position and the quality of teaching, learning and assessment. The next version of this report should include a clear strategy around what actions will be taken to

bring about positive improvements with retention and attendance. Following discussion, *the reports were received*.

SECTION C – TEACHING, LEARNING AND ASSESSMENT

19/132

Minutes of the last meeting (Agenda item 6, Paper D)

The unconfirmed minutes of the meeting of the TLA (Teaching, Learning and Assessment) Committee held on the 4th June 2019 had previously been circulated to members of the Board. The Vice Chair of this Committee drew the Board's attention to:

- a. The proposed changes to the education inspection framework. This was in terms of how the curriculum was designed to build skills in a hierarchical manner and the emphasis on progress and destination data. Detailed planning of what was being delivered throughout the year would be required. Clear route maps would also be needed for each curriculum or subject area. The Committee had stressed the need for urgency.
- b. The link governor scheme had been further enhanced for 2019-20 to have an even greater focus on impact on the quality of the learner experience. Link governors would be required to offer at least one example of impact following a visit.
- c. Where observations of TLA were concerned, the Committee had been presented with a grid which detailed areas for development. There was also a need for governors to understand what the impact of any new developments would have on learners.

A wider discussion was held around impact and the Link Governor for Quality provided some examples of how this could be identified and measured from a governance perspective. The Clerk would undertake some research to identify potential governor training opportunities around impact and also implications of the new inspection framework (**Action 135** – Clerk).

Where student voice was concerned, the Deputy Principal explained that programme area reviews were held throughout the year. Governors were welcome to attend these review meetings. This would also be an opportunity to hear learners' views. The Student Governor highlighted the two streams for capturing student voice via the representative forum and HE association. Although still very much in their infancy, these would have great potential over the next year to provide feedback. Building on this existing practice, the Principal outlined further mechanisms for capturing student voice including first impression surveys at the start of the academic year. A follow up survey could then be completed later in the term. Following discussion, *the report was received*.

19/133

Quality Improvement Plan (Agenda item 7, Paper E)

The report was outlined and discussed. The Principal had introduced a new format for the Quality Improvement Plan (QIP) and work had already commenced on transferring existing information. The QIP would also incorporate post-inspection actions from the recent Ofsted inspection. All governors would be invited to an additional meeting of the TLA Committee which was arranged for the 19th July 2019. This would be an opportunity for members to scrutinise and challenge the refreshed QIP. The Link Governor for Quality emphasised the importance of reviewing the dates in the current version of the QIP. Some had been set too far in advance to make an impact on next year's students. This would also help to increase momentum and pace. The Principal confirmed that this would be addressed in the next

version which would also be shared on a College-wide basis to ensure collective ownership of the actions and timelines. Following discussion, *the report was received*.

19/134

Curriculum Plan and Contribution Analysis (Agenda item 8, Paper F)

The report had originally been produced for and considered by the TLA Committee at its last meeting in June 2019. The report summarised the overall findings of the contribution model and indicated where College management would focus attention to achieve greater efficiencies whilst still maintaining quality. There was an inevitable degree of variation in the contribution to overheads that different areas of curriculum made, reflecting different group sizes, income potential and a combination of indirect and direct delivery costs. The development of the report was still in its infancy and would be subject to ongoing discussions around course viability. Members were informed that this current version had not yet been shared with curriculum teams. Moving forwards, it was agreed that it would be a useful tool for the management of the curriculum. Following discussion, the report was received.

19/135

FE Choices (Agenda item 9, Paper G)

The report had been previously discussed at the last TLA Committee in June 2019. The Board was informed that throughout 2018-19, 435 learners/apprentices had participated in the survey. Almost a third of responses were disqualified as a result of students omitting certain questions which was disappointing. The overall satisfaction rate had remained unchanged for the last 3 years. Members challenged one question, 'how likely was it that you would recommend the College to friends and family.' This question scored much lower than the other questions. Feedback from students had confirmed that they would not recommend the College if it did not offer the course(s) that their friends were interested in. A recommendation from the TLA Committee had been made to ensure that when the questionnaire was completed in future years, students should be given sufficient time to complete the survey as well as offered support with any questions that were not understood. The Link Governor for Quality emphasised the importance of also gathering feedback from those students who had left the College to find out their reasons why they had made this decision. As retention and attendance were two key issues for the College, priority must be given to this as well. If an external survey was commissioned, this would incur certain costs. As an alternative, the Deputy Principal explained that the Assistant Director of Student Services' team completed an element of follow up. He had noted that this should be undertaken in a more forensic way in the future. Following discussion, *the report was received*.

19/136

Safeguarding (Agenda item 10)

a) College Report (Paper H)

b) Governor Champion

The report was outlined and discussed. It confirmed that there was an increase in the number of high level concerns compared to the same time last year. The report provided detail by each programme area. As a result, the team was able to outline any priorities for staff training.

The Link Governor Champion highlighted the importance of making links between the findings in the report and student data to determine the impact upon retention and success. There would also be great interest over the coming months for the Board to have a better understanding of the impact of

the pastoral support officers. This included understanding their focus and priorities; line management arrangements and achievement of their targets and goals; and, an assurance that the focus was not just on a small number of students. Effective management was key.

In response to a question, the Principal confirmed that where mental health training was concerned, the plan was for a member of College staff to be trained by a mental health first aider. It would then be possible for the member of College staff to cascade the training to others. In terms of a target group, the training would be mandatory for some but it would also be made available to those staff who were interested. The Director of HR (Human Resources) clarified how the training would help to raise awareness of mental health which was really important. It was not the intention that the training would lead to those staff becoming experts on mental health.

In terms of wellbeing, this was important for both students and staff. The Chair stressed the importance of staff and students feeling safe and supported and that if they did not, that they knew where to go to receive help. Governors also needed some assurances that this was happening. The Board was informed of a new charter on mental health and wellbeing that the AoC (Association of Colleges) had introduced. By signing up to the charter, colleges were demonstrating commitment to their staff and students' mental health.

The Link Governor Champion reminded Governors that they must have safeguarding training each year (**Action 136 – Clerk**). An annual Safeguarding report would be presented to the next meeting of the Corporation. Following discussion, *the report was noted*.

19/137

Safeguarding policy (Agenda item 12, Paper J)

The policy was presented as part of an annual review. In the event of any queries or concerns, these should be forwarded to the Clerk to the Corporation within 48 hours. After that time, subject to no major concerns being identified, the Chair would assume that the Corporation was happy to approve the policy. The Link Governor Champion was of the opinion that the different indicators in relation to child abuse had to be clearly stated in the policy and asked for this to be checked (**Action 137 – DC&QI**).

The policy was a legal requirement and confirmed the College's commitment to protecting all children (ie anyone under the age of 18) and vulnerable young people and adults who may be over the age of 18. In addition, the policy outlined the more detailed and policies and procedures that the College would put in place to keep children safe and respond to child protection concerns. Scrutiny and challenge of the different policies and procedures would be completed at Committee level. The Audit Committee provided the assurance that the policies and procedures were being implemented correctly. Following discussion, *subject to the query identified in Action 137 and any further feedback, the policy was approved*.

19/138

Single Equality Scheme 2020-24 (Agenda item 11, Paper I)

The purpose of the Single Equality Scheme (SES) was to set out ways in which the College would continue to meet its legal requirements under the Equality Act 2010 and the Human Rights Act 1998. The SES brought together into one document, a communication of the College's ethos and intent and culture around inclusion and equality. Where relevant in the SES,

details of intended impact were provided. The Director of HR emphasised to governors that where reporting of impact and actions were concerned, these would not be included in this document as it was a statement of intent.

Feedback from governors on the SES included:

- a. There was a need to revisit the information contained on Page 4 and change the introduction to state that Equality and Diversity was embedded in the College's Values.
- b. Review the use of terminology in terms of sex vs. gender.
- c. In paragraph 6.4, this related to routine analysis of data between the performances of different groups of students. The Board was informed that this was not currently collected for staff. The Principal explained that this situation would need to be addressed.
- d. In paragraphs 7.3, 7.5 and 7.7 there were inconsistencies in the use of language in relation to what would be 'tolerated'.
- e. In paragraph 7.8 which related to the intended impact, quantifiable measures were needed.
- f. In the document that would report on actions and impact, there was a need to explain why certain areas were being focused on and link that to what the data was saying.
- g. On a general point about Equality and Diversity, the information currently held on the website should be reviewed to ensure it was not out of date.
- h. Marketing materials also needed to be reviewed to ensure they were fit for purpose.

Following discussion, *subject to changes identified in the feedback above, the Single Equality Scheme was approved.*

SECTION D – HIGHER EDUCATION (HE)

19/139 Higher Education Access and Participation Scheme (Agenda item 13, Paper Ki and Kii)

The Access and Participation Plan (APP) had been circulated previously. Feedback had been gathered by the Vice Principal Curriculum and Dean of HE and Head of HE from a number of HE students. A governor task and finish group had been convened to gather feedback. The report had also been subject to scrutiny and challenge by the TLA Committee. The Chair of Corporation had requested a 2-page summary of the APP to be produced which had also been circulated and was found to be very helpful. Following discussion, *the APP was approved and the Board agreed it could now be submitted to the Office for Students.*

SECTION E – AUDIT

19/140 Minutes of the last Audit Committee meeting (Agenda item 14, Paper L)

The unconfirmed minutes of the meeting of the Audit Committee held on the 25th June 2019 had previously been circulated to members of the Board. The Chair of this Committee drew the Board's attention to:

- Mr B Hansford was thanked for attending the meeting.
- GDPR (General Data Protection Regulations) training: all governors were encouraged to complete the online training. The Clerk to the Corporation would circulate the link (**Action 138 – Clerk**).
- The need for a consistent use of College email addresses by governors. Some support from the IT team may be required to provide some guidance to governors. Governors recommended the need for a

collaborative platform where all Corporation papers could be uploaded to a secure and private area accessible only by governors.

- Eight internal audits had been completed during 2019-20 and one had received a limited assurance.
- The internal audit plan and strategy for 2019-20 had been reviewed. It was agreed that there was a need for some flexibility with the plan which would be subject to further discussions with the Chief Finance Officer and Internal Auditor.
- The Principal highlighted the need for a curriculum audit and procedures and processes linked to teaching and learning. The QIP would also be audited in the first term as part of the performance management audit.
- The Chair of the Audit Committee had challenged some areas in the Board Assurance Framework and queried whether some should be downgraded.
- The financial statements auditors, KPMG would arrange some insolvency regime training for September or October 2019 (**Action 139 – Clerk**).

Following discussion, the report was noted.

19/141

Risk management (Agenda item 15, Paper M)

The report contained details of the strategic and significant operational risks for the College. Due to the College's situation, there had been an increase in the number of risks that were significant. A wider discussion was held by the Board relating to how the reporting of risks could be further improved. The current system was one that had been inherited and although a Board Assurance Framework had been introduced earlier in the academic year, it was agreed that further work was required. The Chair of the Finance and Resources Committee had offered to share an example of an effective risk register. There were some members of the Board who could also offer some guidance. Ultimately, the Board needed a risk management process that allowed it to know whether the Executive was mitigating the risks correctly. (**Action 139 – Chief Finance Officer**). The importance of culture was also emphasised and for staff to understand how they contributed to the risks. Following discussion, *the report was noted*.

19/142

Appointment of Internal auditor 2019-20 (Agenda item 16)

The appointment of the Internal Auditor for 2019-20 had been discussed at length at the Audit Committee on the 25th June 2019. The Board was invited to accept the recommendations from the Audit Committee to reappoint ICCA Education and Skills as internal auditors for 2019-20. Following discussion, *the re-appointment of the internal auditors for the next year was approved*.

19/143

Internal Audit Plan 2019-20 (Agenda item 17, Paper N)

The internal audit plan had been discussed at length at the Audit Committee on the 25th June 2019. It would be important for the Board to receive assurances in relation to quality of teaching, learning and assessment from this process. The Board was invited to accept the recommendations from the Audit Committee. Following discussion, *the internal audit plan for 2019-20 approved*.

19/144

Appointment of Financial Statements Auditor (Agenda item 18)

The appointment of the Financial Statements Auditor for 2019-20 had been discussed at length at the Audit Committee on the 25th June 2019. The Board was invited to accept the recommendations from the Audit Committee to

reappoint KPMG as the Financial Statements Auditors for 2019-20. Following discussion, *the re-appointment of the Financial Statements Auditors for 2019-20 was approved.*

Lee Howarth left the meeting.

SECTION F – FINANCE

19/145 Minutes of the last Finance and Resources meeting (Agenda item 19)

a. 3rd June 2019

The approved minutes had previously been circulated and were taken as read.

b. 1st July 2019

The unconfirmed minutes of the meeting of the Finance and Resources Committee held earlier in the week had previously been circulated to members of the Board. The Vice Chair of this Committee drew the Board's attention to:

- a. There had been a very open and frank discussion around the College's position in terms of its status as a standalone specialist College. Members were left in no doubt about what needed to happen before December 2019 and the need for swift action and change was paramount to the College's future.
- b. Several issues had arisen during the financial year that had compounded a rising student ledger debt. These issues were detailed in the report and discussed at length at the meeting. The CFO was looking at further controls for the future. An update on the situation would be presented to the next meeting of the Committee.
- c. It was agreed that the Finance and Resources Committee would continue to meet monthly. An additional meeting was arranged for the 30th July 2019.
- d. A Board meeting of the subsidiaries would be held after the Corporation meeting to discuss some previously identified issues with VAT and the need to change the Group structures.

Following discussion, *the report was received.*

19/146 Management accounts: May 2019 (Agenda item 20, Paper Q)

The report was outlined and discussed. The CFO explained that the year-end position should be more or less as planned. There was a need for the College to have a better understanding of what the income targets were as there were a number of income targets that had not been achieved. There was need to be far more robust in relation to how targets were set and then managed. The overall pay costs forecast was on budget. In-year efficiencies had been made. This continued to be offset by the higher cost of agency staff.

The Chair of the Audit Committee outlined the urgent need to review controls around the collection of student fees and payment practices. There was a need to ensure that information presented on the website was quite clear on the expectations of students where payments were concerned. In terms of actions that would need to be taken to prevent a re-occurrence of the student debt problem in future years, the CFO confirmed that these included: better financial advice to students; provide online solutions so that students can make payments more easily; and, the removal of the campus contribution from the fees structure for the following academic year. The Chair of Corporation confirmed that although it would support the removal of the campus contribution, the proposal must be considered by the Finance and

Resources Committee as part of an overall strategy. Provision for the bad debt had been made in the forecast. The CFO confirmed that work was still ongoing. The Board sought further assurances to reduce the figure to an absolute minimum. It would not authorise any write off until the Board was absolutely satisfied that every conceivable avenue had been explored. A verbal report should be presented to the next Finance and Resources Committee followed up by a more detailed written report in September 2019. **(Action 140 – CFO).**

- 19/147 Treasury Management Report (Agenda item 20, Paper Q)**
The report provided a summary of treasury deposits and investments; borrowings and interest costs; and, compliance with bank covenants for the period in question. Following discussion, *the report was noted.*

SECTION G – STRATEGIC DEVELOPMENTS

- 19/148 Farm Strategy (Agenda item 22, Paper S)**
The report had been produced in collaboration with the Farm Manager. A number of points were raised for consideration:
- a. To be successful, there was a need to manage the risk. One of the big risks facing this type of business was the need to rethink how crops were grown with the reduction in the use of pesticides which in turn leads to tremendous challenges with managing diseases. A strategy was needed in the report.
 - b. Thought should be given to fragmentation of the farm and the close proximity of the commercial facilities and how this could be managed.
 - c. Consideration to how the farm could be consolidated and moved away from the more strategic and commercial lets.
 - d. A greater focus was needed on soil health. Emphasis should be placed upon looking to engage with the farming community.
 - e. The extent to which the aim of the Farm Strategy was to show excellence in agriculture and practices growing crops? There was a need to demonstrate to students that if in 5 years no subsidies were available, how this might be addressed in the report.
 - f. More links were required to local schools. There was also no link to the Food and Drink Centre. A more commercially driven solution was required that could then increase margins. With increased income, that could be used to cross-subsidise a better experience for students.
 - g. A focus was needed to drive down the unit cost of production as the yield would never be good on this land. Try to add value by creating for the market; promote the environmental route.
 - h. Section 2.5, 'relevant and up to date practices'. Further thought should be given to how the College was leading and moving to the future.

The Deputy Principal requested specific feedback on Section 2 around the aims and objectives. Where section 2.3 was concerned, further input around maximising the farm to deliver the curriculum would also be helpful. The Principal confirmed that the Farm Strategy would be linked to the Estate Strategy that the Deputy Principal was working on. Following discussion, *the report was received.*

SECTION H – RESOURCES

- 19/149 Health and Safety (Agenda item 24 and 25):**
a) Continuous improvement plan (Paper U)

The latest version of the Health and Safety continuous improvement plan was outlined and discussed. The improvement plan provided the current situation as at the 25th June 2019. Actions had either been completed, were under-way or were not yet due. No actions were overdue. Following discussion, *the report was noted.*

b) Health and Safety Governor Champion

The recent meeting attended by the Health and Safety Governor Champion had been very productive. College Health and Safety Champions had attended the meeting and it was clear they wanted to make a real difference in this role. A communication issue had been mentioned at the meeting which was being taken forward by the Deputy Principal. Following discussion, the report was noted.

c) Policy review: Health and Safety (Paper V)

The policy was outlined and discussed. Members were informed of minor changes in relation to job titles and an additional section on Health and Safety Champions. The policy had been checked by Bradley Associates. Following discussion, the health and safety policy was approved.

19/150

Marketing Implementation Plan (Agenda item 23, Paper T)

The report was outlined and discussed. An additional page was tabled that explained the summer 2019 campaign in more detail. Members were informed that this was a very important period in terms of recruitment and the start of term. Further work was planned to support this including an increase in the amount of social media activity. The new appointments to the marketing team would also have an impact. Members were informed that further work was still required with the website to raise the profile of student success stories; the College facilities; and, staff who had won awards. The Board agreed that the report was comprehensive and ambitious. Questions raised by governors included:

- a. Clarification was sought about the timelines contained in the plan and confirmation was received that they were realistic.
- b. The importance of ensuring that students had a good understanding of the College's expectations, members were informed that all students received a course handbook. The student governor recommended that this type of document needed to be interactive and incorporated into tutorials as part of the process.
- c. Marketing looked thorough and comprehensive but once students had started their course, a focus on retention and good attendance was paramount.
- d. The need for a taster day for students who had accepted a place on a course some time before they started. Members were informed that the new marketing manager would be delivering taster events.
- e. The potential to use governor talking heads to not only attract people but also highlight the importance of a particular course to a chosen career.
- f. The recent destinations research for 2017-18, confirmed that 94% of students progressed into positive destinations. This should be promoted more.
- g. Mrs Delamain-Blunt, a governor with significant marketing expertise outlined a number of key points including:
 - a. The importance of looking at the 'customer journey'.
 - b. Following up with customer satisfaction service.
 - c. Expectations of students when they were at College.
 - d. A more digital focused approach might have a greater impact.

- e. Search engine optimisation must be a key focus.

The Principal confirmed that a letter was being sent to all parents of students who had expressed an interest in attending the College as well as students who had already enrolled. A 4-page leaflet was included which would confirm the College's expectations of its student cohort; what they can expect from the College; and, the College's commitment to them. A copy would be circulated to governors. **(Action 141 – Clerk)** Following discussion, *the report was received*.

SECTION I – GOVERNANCE

19/151

Governor appointments (Agenda item 26)

- a. **Terry Neville:** The appointment of Mr T Neville for a 3rd term of office was recommended by the Search and Governance Committee. Terry Neville had demonstrated exceptional commitment to the Corporation in terms of attendance and contribution at meetings. His specialist skills and expertise would be difficult to find. His level of governance expertise was required to provide a solid foundation to the existing Board membership. Terry Neville's appointment as a governor for a third term and Chair of the Finance and Resources Committee *was approved unanimously*.
- b. **Andrew Eastland:** The appointment of Mr Eastland for a 2nd year as student governor was recommended by the Search and Governance Committee. Mr Eastland had demonstrated his effectiveness as a student governor during his first year. His contributions to meetings were excellent. His involvement as a member of the Teaching, Learning and Assessment Committee and link governor had been significant. Andrew Eastland's appointment as a governor for a second year and member of the Teaching, Learning and Assessment Committee was approved unanimously.
- c. **Sophie O'Connor:** At the Corporation meeting on 31st January 2019, the Board agreed to change the composition and size of the Board and increase the membership to enable the appointment of two staff board members. An election was held and Sophie O'Connor submitted a nomination form which was supported by Lauren O'Halloran and Gemma Rolfe. Sophie O'Connor's appointment as staff governor was approved unanimously.
- d. **Lois Watson:** At the Corporation meeting on 31st January 2019, the Board agreed to change the composition and size of the Board and increase the membership to enable the appointment of two student board members. An election was held and Lois Watson submitted a nomination form which was supported by Natalie Green and Antonia Derry. Lois Watson's appointment as student governor was approved unanimously.

19/152

Resolutions (Agenda item 27)

- a) **The Oxford Partnership:** A written resolution had previously been circulated on the 6th June 2019 with a majority of governors who had agreed. The written resolution was approved.
- b) **Shareholdings:** A written resolution had previously been circulated on the 19th June 2019 with a majority of governors who had agreed. The written resolution was approved.

- c) **Moulton College Enterprises (MCE) Ltd:** A resolution had previously been recommended by the Finance and Resources Committee and current Directors of MCE Ltd. The resolution was approved.

- 19/153 Instrument and Articles of Government (Agenda item 28, Paper W)**
The annual review of the Instrument and Articles of Government had been completed. Following discussion, *with a final check on paragraph numbering, the report was approved.*
- 19/154 Standing orders (Agenda item 29, Paper X)**
The annual review of the Standing orders had been completed with no recommended changes. Following discussion, *the report was approved.*
- 19/155 Code of conduct (Agenda item 30, Paper Y)**
The annual review of the Code of Conduct had been completed with no recommended changes. Following discussion, *the report was approved.*
- 19/156 Senior Postholder Remuneration Code, AoC Governors' Council (Agenda item 31, Paper Z)**
The report was outlined and discussed. It had been developed following wide consultation with AoC members, governors and college stakeholders. The adoption of the Code by governing bodies had been subject to a detailed discussion earlier that morning at the Search and Governance Committee. That Committee agreed to recommend the adoption of the Code by the Corporation. Following discussion, *the Corporation approved the adoption of the Remuneration Code.*
- 19/157 Committee Terms of reference (Agenda item 32, Paper AB)**
A review of Terms of Reference (ToR) had been completed by three Committees during the summer term. The proposed changes to the ToR for the Audit; TLA; and Finance and Resources Committees were outlined. The ToR for the Search and Governance Committee and Remuneration Committee would be presented to the next Corporation meeting in October 2019. Following discussion, *the terms of reference for the three Committees were approved and a recommendation was made that a further review would be completed in October to include any additional requirements around finance or quality.*
- 19/158 Meeting dates 2019-20 (Agenda item 33, Paper AC)**
The Search and Governance Committee had discussed the Corporation's approach to managing risk in future months. After considering a number of different options, a recommendation was made for the number of Corporation meetings to be increased from 6 to 9. Following discussion, *the Corporation approved the additional 3 Corporation meetings.*
- 19/159 Date of next meeting (Agenda item 34)**
Thursday, 26th September 2019 at 9.30am in M6.
- 19/160 Any other business (Agenda item 16)**
a. **Bank Mandate:**
A request to change the bank mandate information to reflect the change of Principalship was approved.

Mr D Aldridge, Mr A Eastland and Mrs J Matthews left the meeting.