

**MOULTON COLLEGE**  
**CORPORATION BOARD**

**Minutes of the meeting held on Thursday, 16<sup>th</sup> December 2019 at 9.30am**

**Present:** Mr D McVean (In the Chair), Mr A Clarkson, Ms S O'Connor, Mrs C Harris, Mrs P Hawkesford, Mr I James, Mrs H King, Ms L Knapp, Mr C Matts, Mr M Pate, Mr T Neville and Mr M Wakeford

**In attendance:** Mr D Aldridge, Miss A S Bruce, Mr G Davies, Ms J Matthews, Mr R Plantier, Mrs K Riley (ESFA observer) and Mr J O'Shea

**SECTION A – ROUTINE AND GOVERNANCE ITEMS:**

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**19/258 Apologies for absence (Agenda item 1)**

Apologies for absence were received from Mr A Eastland, Mr B Hansford, Mrs S Ijewsky, Mr A Thomson and Miss L Watson.

The Chair welcomed Malcom Pate to the meeting as Business and Support Staff Governor.

**19/259 Declarations of interest (Agenda item 2)**

Mr T Neville declared an interest in agenda items 11, 13 and 14.

**19/260 Minutes of the last meeting (Agenda item 3, Paper A)**

The minutes of the meeting held on the 28<sup>th</sup> November 2019 were approved as a correct record and signed by the Chair of Corporation.

**19/261 Actions outstanding from the last meeting (Agenda item 4, Paper B) 26<sup>th</sup> September 2019, Management Accounts**

The Committee received an update on the Saudi Bond in relation to a potential fee that the College would incur prior to its release. This had been negotiated some time ago. A number of actions were being taken including taking legal advice and raising a formal complaint. (Open)

**19/262 Chair's report (Agenda item 5)**

The Search and Governance Committee had met earlier that day and following discussion had agreed to recommend a reduced number of Corporation meetings from January 2020. Revised dates would be circulated by the Clerk. The new online platform was now being used for all aspects of governance. All business cycle dates would be uploaded to the governance calendar (**Action 155 – Clerk**).

It was also agreed at the meeting that from January 2020:

- All Committee and Corporation reports must include a cover sheet that clearly indicated what action(s) were required from governors.
- A further reduction in the number of papers to the Corporation. Content needed to be more concise. Detailed scrutiny would take place at each Committee. Reports must have a direct link to at least one key performance indicator.
- The Governor Development Day in January 2020 would focus on agreeing targets for the following year together with the College's mission and vision, culminating in a new strategic plan

**Resolved:** To approve the reduction in number of Corporation meetings and to receive the report.

19/263

**Health and Safety (Agenda item 6)**

For the period September to the beginning of December 2019, there had been 20 accidents compared to 63 for the whole term last year. The governor champion offered his assurances with these figures based on information and data received from health and safety meetings he had attended to date. The Deputy Principal reported on findings from a piece of research that had been considered at the last meeting of the health and safety committee which was helping to further inform the work currently being completed to drive culture change.

**Resolved:** To receive the report.

**SECTION B – PRINCIPAL’S REPORT:**

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19/264

**Strategic report and Key Performance Indicators (Agenda item 7, Papers Ci and Cii)**

The Principal highlighted a number of points in the context of feedback from the recent visit from the FE Commissioner. Where growth was concerned, there was a need to remain prudent. The sale of certain non-strategic assets was progressing with one in particular due to complete by the 1<sup>st</sup> February 2020. Staff turnover had increased in line with predictions shared previously. A staff survey had been completed with quite positive results which had been reported to the Finance and Resources Committee earlier in the week. A summary would be circulated to all governors (**Action 156 – Clerk**). It remained a priority to look at the long-term plan for the College. The potential for future partnership developments would remain as an option for the College to consider.

**Resolved:** To receive the report.

**SECTION C – QUALITY AND STUDENT EXPERIENCE:**

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19/265

**Minutes of the last TLA Committee (Agenda item 8, Paper D) and Self-assessment report 2018-19 (Agenda item 9, Paper E)**

**Key discussion points:**

- a. **Self-assessment 2018-19:** The TLA Committee agreed that the SAR reflected the position for 2018-19 and would recommend to the Corporation for approval. A question was raised about how the Corporation can have absolute assurance now of the accuracy of the information. The Vice Chair of the TLA Committee explained that having attended the validation meeting in November, this process had provided sufficient assurances that Heads of School were receiving appropriate levels of challenge to the decisions that had been reached based on the figures in the report.
- b. **Safeguarding:** The governor champion had prepared a report based on his meetings with safeguarding staff. The report offered a level of assurance about safeguarding in terms of the Corporation’s responsibilities. The report included 5 recommendations for the TLA Committee to agree and recommend for Corporation approval.
- c. **Office for students [OfS]:** The minutes provided the detail in relation to letters received from the OfS in relation to 2 issues: (a) late payment of fees; and, (b) late filing of Unistats form. Members confirmed that they

had read the letters from the OfS; understood why the deadlines were missed; and, agreed with the plans to prevent a reoccurrence.

**Resolved:**

- Subject to final checks including proof-reading, to approve the self-assessment report 2018-19 (**Action 157 - AD Quality**).
- To approve the 5 recommendations from the safeguarding report. The Chair of Corporation agreed to be the second governor who would complete the Safer Recruitment online training.
- The agenda item on Safeguarding should be RAG rated in future in line with other Committee minutes.
- To upload the TLA minutes to the OfS portal once formally approved.
- To receive the report.

**19/266**

**Curriculum Plan 2019-20 (Agenda item 10, Paper F)**

The curriculum plan was currently in draft form and was subject to further validation. The report provided an opportunity for the Corporation to gain strategic oversight of the:

- internal processes that had been followed in terms of reaching a number of conclusions based on an analysis of a range of data;
- validation process completed to date and that would continue to take place in order to give governors confidence and certain assurances about the recommendations made; and,
- projections around internal progression, new provision for 2020-21 and growth.

The Corporation welcomed the report and commented that the validation process to date ensured that heads of school were now more accountable than in previous years. Engagement with employers would be paramount and the Corporation asked that a focus on this should be maintained by heads of school. Reassurance was also sought about increased numbers resulting from internal progression and that quality would not be compromised. The Principal explained that current class sizes could accommodate the planned growth. In terms of next steps, heads of school would meet with the finance team to validate the figures. Validation panels were arranged for the 20<sup>th</sup> January 2020. An updated version of the report would be considered by the TLA Committee and the Finance and Resources Committee.

**Resolved:** To receive the curriculum plan 2019-20.

**19/267**

**Higher Education: HE Course Portfolio and Recruitment Strategy (Agenda item 11, Paper G)**

The report included a proposal to increase HE recruitment including in-house recruitment and marketing activities. The next steps would involve a review of the business case and staff utilisation for the portfolio alongside the review of quality indicators and staff development to inform medium- and long-term planning.

**Resolved:** To agree the recommendations contained within the report.

**19/268**

**Learner voice: First Impressions survey (Agenda item 12, Paper H)**

A first draft of the report had been produced which reported on early findings. Further work would be completed with a summary of the key findings prepared for the next Corporation. (**Action 157 – VP C&Q**) Any questions on the first draft should be sent to the Clerk to the Corporation.

**Resolved:** To note the report.

## **SECTION D – FINANCE:**

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19/269

### **Minutes of meetings held on (Agenda item 13):**

#### **a. 25<sup>th</sup> November 2019 (Paper I)**

The minutes of the meeting held on the 25<sup>th</sup> November 2019 had been circulated previously. Any issues from that meeting had been taken forward to the meeting held earlier in the week.

#### **b. Key discussion points for the Corporation from the F&R Committee held on the 16<sup>th</sup> December 2019**

- **Tuition fees and charges 2019-20:** The Committee confirmed there were no issues with the proposal and would recommend for approval by the Corporation. A copy of the report was circulated at the meeting.
- **Independent review of cash flow (Paper L):** There were no surprises from the report and it had confirmed the Committee's current thinking of the College's finances. Key discussion point around the longer-term sustainability of the College and that a contingency plan was needed to explain how the gap would be bridged between increasing income over that period. The plan needed to include a series of options for consideration in the medium- and long-term. The Principal confirmed that this had been subject to a wider discussion and would be actioned.
- **Year-end accounts:** Currently, the Committee was happy with the figures but not to sign them off due to the going concern issues, bank covenants were not in place and LGPS. The CFO had a 'form of words' supplied by KPMG that would be included into the Group accounts. The aim was still to sign the accounts off in January 2020. The CFO confirmed that the ESFA had been informed of this delay and that advice had been received in relation to the OfS.
- **Management accounts (Paper J):** The urgent need for updated forecasts for all commercial enterprises was emphasised. A more proactive approach was needed to flag up issues and take action to mitigate risks with any loss of income. The Committee needed timely information around re-forecasts.
- **Cash Flow:** Implications of the sale one non-strategic asset due for completion in February 2020 and future pinch points were discussed.

In a wider discussion around potential growth, the Corporation was informed of the implications of lagged funding and thresholds that had to be reached if a case for growth was to be considered by the ESFA.

### **Resolved:**

- To approve the tuition fees and charges 2019-20.
- The Corporation agreed to release the independent review of cash flow in order that the report could be shared with the FE Commissioner and the ESFA.
- To receive the reports.

19/270

### **Revised bank covenants (Agenda item 15, Paper L)**

The bank's credit committee had met on the 24<sup>th</sup> October 2019 and had approved a revised set of bank covenants. Of the 6 bank covenants, 2 included revisions that were not fully reflected in the relevant section of the amendment letters. At its meeting earlier in the week, the Finance and

Resources Committee had confirmed it would not recommend the Principal and CFO to have delegated authority to sign the amendment letters until letters included a provision to review 19.2.3 and 19.2.4 prior to January 2021. The CFO had had further discussions with the bank. Some alternative wording had been suggested which would need to be agreed by the bank's credit committee. The CFO highlighted a potential timing issue as approval was required prior to signing off the year-end accounts. The Corporation agreed that the Chair of the Finance and Resources Committee could have delegated authority to approve the amendment letters on the Corporation's behalf.

**Resolved:** To receive the report.

- 19/271 Lease assignment (Town and Country Equine Vets) (Agenda item 17, Paper M)**  
Legal advice had been obtained and no issues identified. All legal fees were being paid by the veterinary centre. The Corporation agreed to give delegated authority to the Chair and Principal to execute the licence to assign as a deed. The Chair recommended that authority for this should be delegated to the Finance and Resources Committee in future and the terms of reference amended to reflect this (**Action 158 – Clerk**).

**Resolved:** To receive the report.

#### **SECTION E – POLICY OR REPORT APPROVAL:**

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- 19/274** Recommendations were received from Committees for approval of a number of policies and reports.
- a. **Equality and diversity report:** Approved.
  - b. **Risk management policy:** Approved but there was a need to be precise with wording. Change 'annual' to an actual date. As there would be risks owned by Committees on behalf of the organisation, there should be a standing item at the start of each meeting (**Action 159 – Clerk**).
  - c. **Anti-fraud and bribery policy:** Approved.
  - d. **Tender specification (internal auditor):** Approved.
  - e. **Gender pay report 2019:** Subject to proof-reading prior to uploading to the College website - Approved. The Corporation also agreed that a report on the College workforce should be prepared for the next meeting in January 2020 (**Action 160 – Director HR**).

#### **SECTION G - CLOSING ITEMS:**

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- 19/277 Any other items of urgent business (Agenda item 19)**  
There was no other business.
- 19/278 Date of next meeting (Agenda item 20)**  
Thursday, 30<sup>th</sup> January 2020 in Kelmarsh at 9.30 am.

Mr D Aldridge, Miss A S Bruce, Mr G Davies, Mr A Eastland, Mr R Plantier and Mr J O'Shea left the meeting

Meeting closed at 11.30am.