

BOARD MEETING
Wednesday 9 December 2020 17:30-19:30
Boardroom and Teams
Draft minutes

Board	Independent Governors: Ian Valvona (Chair of Corporation); Sue Kingman (VC); Andy Chew (VC); Elaine McMahon (interim CEO and Principal); Vincent Neate; Rosh Sellahewa; Mike Sutcliffe; Jim Marshall; Alex Gallagher; Helen Litvak; Rosemary Scully (at 17.40 after approval item) Staff Governors: Neal Hook; Cait Orton. Student Governors: Japneet Kaur; Hamish Murray
In Attendance	Jason Jones (Deputy CEO & Principal, Curriculum and Quality); Ian Rule (Interim Finance Director); Alison de Lord (Assistant Principal HR); Sheila Fraser-Whyte (Executive Director, Business Development & Innovation); Chris Dearnley (ESFA) (observer); Sarah Connerty (interim Governance advisor)
Apologies	

Item	Item Description	Action
1	<p>Welcome and apologies</p> <p>The Chair welcomed everyone to the meeting. He explained that the majority of business on the agenda has been scrutinised in Committees and paid tribute to the Committees and to the Head of Governance who brings the business together really well. He noted that he attends all the Committees with the exception of Audit and Risk Committee (ARC) and can see the level of challenge and support of items. The meeting is an opportunity for the full Board to ask questions, but governors can be assured that there has been appropriate scrutiny.</p> <p>At the top of the agenda is curriculum and quality, which is a priority for the Board and the College. The Chair noted that he was really pleased about the validation of that from the Ofsted visit. Over this year, the Board has focused on disadvantaged students, safeguarding, the work of merger following the resolution to explore merger with HCUC and the recognition around the significant benefits to staff, students and local communities.</p>	
2	<p>Declarations of interest</p> <p>The Chair noted that the interim governance advisor has a conflict under item 22 and the Board confirmed that they were content for SC to remain for the item to take the minutes.</p> <p>There were no other conflicts declared.</p>	
16	<p>Search and Governance Committee – recommendation for a new governor</p> <p>SC reported that at the extraordinary SRP meeting on the 17 October 2020 governors had considered succession planning in the context of the decision to explore merger options and had agreed it was not timely to start a recruitment campaign. Governors were asked to consider if there were any previous governors with the relevant skills, experience and institutional memory who could join the Board for the limited period until dissolution. SK reported that Rosemary Scully would be interested in taking the role and an interview took place on the 3 December with the Chairs of SRP, ARC and the Chair and RS completed the skills audit and sent through a CV. The Chairs agreed that RS had the relevant skills and experience to contribute to the Board and ARC and SRP unanimously recommended to approve the appointment to the Board. RS had previously completed three of a four-year term of office and had resigned in September 2020.</p> <p>RESOLVED: The Board approved the appointment of Rosemary Scully as an independent governor and member of the Audit and Risk Committee for a term of office from 9 December 2020 until 01 August 2021 or until dissolution</p>	

3	<p>The minutes from the meetings held on 7 October and 11 November 2020 were agreed as a true and accurate record. (SK and VN joined the meeting: 17.44)</p>	
4	<p>Actions and matters arising Items were noted as closed or included on the agenda. Updates were provided as follows: Item 19 – a safeguarding session for governors will take place on the 27 January 2021 Item 8 – Student Union activities - JK reported that electing the new SU is the current focus and nomination packs with roles available have been distributed with a deadline for nominations at the end of this week. JK and HM have been introducing new clubs including a coding club. Item 28 – benchmarking data on enrolments - CLT reported that feedback had been received from the ESFA around where the College stands in line with other colleges, but it is difficult to get data around enrolments from other colleges. EM noted that anecdotal evidence is that other colleges in the area have not had the increase in enrolments that RuTC has had, which is why the College is sure that if there was additional in year funding available it would be in a position to draw that down. It was agreed to close the action. Item 29 – apprenticeship data – SFW reported that benchmark data is not live yet and will report when available. The action was kept open. Item 30 – commercial income development plans – SFW noted that she has not managed to have a meeting with AG to date but will look at going forward. The action was kept open. Item 31 - mental health and wellbeing governor role – The Chair noted that the Curriculum, Quality and Standards (CQS) Committee and Board had talked about a designation of a governor with particular oversight for mental health and wellbeing who would take an interest and drive actions where appropriate. To get further understanding on the role the Chair and VN met with Julia Murphy, link governor for mental health and wellbeing at South Thames College Group who provided a good overview of the role and the college’s Scrutiny Committee, which has oversight of safeguarding, mental health and wellbeing and health and safety. Given the merger discussions it is proposed that the Board doesn’t go down that structural route but takes forward the link governor role. VN and the Chair spoke to CO and other colleagues about a governor with responsibility in this area who would promote the awareness of mental health across the college, review strategies, talk to HCUC and build into merger discussions, meet with staff and students and work with CO and Rachel Scarborough. VN noted that he was happy to take on the role, that it is a really important topic and is about being as understanding and supportive of communities as possible. RESOLVED: The Board supported the proposal for VN to take on the role as link governor for mental health and wellbeing alongside his safeguarding governor role</p>	<p>SFW SFW</p>
5	<p>Quality Improvement Plan (QIP) 2020-21 draft for comment The Chair reported that the final versions of the QIP and the SAR will go out in final versions next week by written resolution and will be uploaded to the Ofsted portal in January. A substantive discussion on quality and the QIP will come to the Board on the 27 January. JJ asked for the SAR item to be taken before the QIP and item 6 was discussed first.</p> <p>JJ reported that the format of the QIP follows the same structure as the SAR and also draws on Ofsted’s 3 Is (intent, implementation and impact). The SAR will be helpfully italicised with areas for development and these have gone through to the QIP. There are some familiar points and five themes have been carried over from last year and some additional points as well. The evidence base on the 3rd column details who is doing what and by when and the actions in place are in the central column. The QIP demonstrates that there is a lot of work to do and is reflective of the amount of work that has been done this year to date.</p> <p>The Chair asked about the status of the QIP and JJ noted that technically the QIP doesn’t have to be uploaded to the Ofsted portal but as the SAR and QIP are so embedded it will be included as an appendix.</p> <p>The Chair asked if the recent Ofsted visit influenced the QIP and JJ noted that it hadn’t for two reasons. The QIP relates back to the SAR which reflects on the last academic year and the Ofsted approach was non evaluative and non-judgemental.</p>	<p>JJ/SC</p>
6	<p>Self-Assessment Report (SAR) 2019-20 draft for comment This item was addressed before the QIP. JJ reported that the SAR is a very different format from</p>	

	<p>previous years. Ofsted don't have a preference on format. The College decided to restructure the SPA to align with the new quality cycle. The new quality cycle is designed to align everything throughout the year and the SAR is at the centre of the quality cycle alongside the QIP and Curriculum Performance Reviews. It is focused around three sub sections - Curriculum; Teaching, Learning & Assessment; Environment & Experience - and in order to align with Ofsted it is structured around the 3 Is (intent, implementation and impact). The final version of the SAR will be circulated next week and will include a mapping grid which aligns to the Ofsted criteria.</p> <p>A lot of discussion and work has taken place around the proposed grades and the final recommended grades will go through CLT next week before coming to the Board for approval. The proposal is to remain as Requires Improvement in all key judgement areas with the exception of Leadership and Management. It is a broad category and there have been improvements since last year with elements of Good within the grades. JJ explained that he didn't feel confident at this stage that the improvements are sufficiently sustained to merit moving to Good and he was being cautious and would be happy to be challenged on this. There has been an improvement in the capacity to improve, with significant traction and the College is starting to see the impact of those in terms of achievement, Value Added and student satisfaction. The Chair agreed that this an important area to focus on and reflect on the progress made and he asked the Board for any thoughts on the SAR and the proposed grades.</p> <p>JM reflected on the amount of work carried out by the College around quality improvement and assurance and whether the grades reflected this. JJ agreed that this had been the same discussion taking place at the College. He noted that Requires Improvement is a broad category and there has been a note of caution in proposing grades. There isn't sustained progression across the College, and with Covid it is not possible to compare like with like. The students results this year have been hard fought but there could be push back and the overall position is just not there yet. By this time next year he expects the College to say that the improvements have continued and have been sustained and the proposed grade is Good.</p> <p>AC noted that he felt it is right to hold the line on caution until the College is more confident that it is on a longer-term upward trajectory.</p> <p>MS agreed that there does need to be an air of caution. The approach to last year was very much on the optimistic side and the College is now looking objectively, with a trend emerging but it is too early to self-assess as Good.</p> <p>The Chair asked about the next steps for the SAR. JJ reported that the SAR will be completed by the end of this week and will go to CLT for consideration next week and then to the Board by written resolution by next Friday, detailing the additional information included since the version presented to the Board today. The intention is to upload it to the Ofsted portal in January. This is not a requirement, but JJ strongly suggested this is done. The Chair thanked JJ for the report.</p> <p>The Chair welcomed Rosemary Scully to the meeting as a new governor. RS provided an update to the Board noting she had been a governor for three years and had resigned last year and was very pleased to be invited back to join the Board. She was a partner at KPMG in the accounting practice (not as an accountant) and following retirement from the firm has been working in a range of cyber security roles and sits on a couple of boards. Her first career was in technical and FE in Australia and she has been in the UK for 22 years. The board welcomed RS.</p>	
7	<p>Safeguarding report</p> <p>CO noted that the report is in a familiar format built around the S11 annual audit, so each heading speaks to an element of the governance headings of the audit.</p> <p>The figures included are from September to the date the report was written and include year on year comparisons.</p> <p>Nationally there was talk about preparing for an increase in referrals as young people resumed educational activity. There has not been a spike in numbers overall but an increase in cases in the most vulnerable young people. Mental health is the biggest referral category. Contextually with the safeguarding concerns the majority of learners are already engaged in Children's services.</p> <p>There have been 73 referrals to the counselling service. Currently it is being offered as a blended approach with some learners preferring and finding it easier to use Teams messenger to write rather than talk.</p>	

	<p>The report includes details of the College’s first weapons search operation with Twickenham police to reinforce the safety message to learners. No drugs or weapons were found but there was some drugs paraphernalia. [confidential item] The report contains details on policy updates, training for staff and bursary numbers.</p> <p>JM queried the figure of nil mental health referrals for last year detailed in the report and CO noted that there were a number of mental health referrals which were detailed in the September annual report to the Board with this figure showing a new reporting category.</p> <p>CO spoke about her role as the designated member of staff for care students and her work with the Kingston and Richmond Achieving for Children Virtual School¹ on a project aiming to improve the academic and wellbeing outcomes and experience for Looked After learners. Part of the work is conducting a whole College audit and responses so far show respondents feel that governors could take a more active role in promoting the area. CO asked if the Board would be happy to receive the questionnaire to respond to. The Chair noted that he was very happy with this and would welcome CO coming to talk to the Board more about the work. He supported the contextualised safeguarding space of supporting young people to continue their education as a way of safeguarding their future and wellbeing.</p> <p>RESOLVED: CO to circulate the questionnaire to governors for completion and to come back to the Board on the 27 January to talk more about this work alongside the safeguarding update to governors.</p>	All CO
8	<p>Equality and Diversity Annual Report 2019-20 Equality, Diversity and Inclusion Objectives and Action Plan</p> <p>JJ noted that the EDI Policy was approved by the Board in July 2020 and this is the annual report which drives the EDI action plan in a similar way to the SAR and QIP. The action plan will sit alongside the QIP. It went through the Curriculum Operations Group (COG) this week and will be finalised next week for governors to look at. It is the first year that the College has had an EDI policy, annual report and action plan and Marc Dodi has done a brilliant job pulling it all together alongside the EDI Committee. JJ referred to the key findings in the report. There are five broad areas of action and all areas in the College have signed up to take them forward. Categories are:</p> <ul style="list-style-type: none"> • Ensure all stakeholders understand the College’s identity. A lot of work is taking place to align student and staff processes and the format of the report follows the Workforce Composition Report. The student survey will be aligned, and the College is revising student forums with a more central focus on EDI • Ensure that EDI is at the heart of the College community. A lot of actions and a visual and physical presence are taking place with student projects, website updates, a live brief for assignments for an EDI awareness campaign and lots of cross College enrichment projects working with Student Services. The aim is less focus on statistics and more focus on individuals • A focus on particular subgroups <p>The plan will come out as part of the QIP next week and will be circulated to governors. The Chair thanked JJ and Marc Dodi for all his work. (RS left the meeting:18.27)</p>	MD/SC
9	<p>Interim Principal’s Report</p> <p>1. An update on the Strategic Plan 2020/21 and key priorities action plan</p> <p>EM reported that the Plan has now been uploaded. It is two pages and includes all the key priorities and five key objectives included a new objective on progressing the merger. The key strategic priorities are in an action plan with each priority overseen and led by a member of the CLT. Most of the actions are well underway and are being implemented. There are some challenges in the curriculum due to Covid and teams are having to be much more innovative. September to December concentrated on learning both in College and virtually and that is being managed effectively. The other challenge is the new building in the context of Covid and how this being taken forward.</p> <p>Key performance indicators (KPIs) – the Board received an update on progress against KPI targets. Key points raised included:</p> <ul style="list-style-type: none"> • Over recruitment is a real positive and the College is hoping to draw down extra funding and 	

¹ [Achieving for Children - Home \(afcvirtualschool.org.uk\)](http://Achieving for Children - Home (afcvirtualschool.org.uk))

this has been taken account in the re profiled budget. The return for RO4 shows the College has sustained an additional 200 16-18 learners to attract funding should there be some. This is the ESFAs determination as a desk-based exercise

- Attendance –is rag rated red and is a challenge. It is running at the same as last year and in the context of Covid it is hard to benchmark. There is impact from the interventions in place, but it is inconsistent across the board with the weakest area being English and Maths. A new member of staff with a remit for improving attendance will start in the new year
- Staff sickness is remarkably good, led by the work of AdL and team to ensure the wellbeing of colleagues

Student activities from September to December – a lot of work has taken place virtually this year. Despite the restrictions of Covid the students have been celebrating and doing lots of different activities.

AC noted that he had seen something published about worrying drops in attendance for schools, he has not seen anything for FE and asked if there was any external benchmarking, even if anecdotally, which would be a more powerful comparator. EM explained that that is a key question for colleges who are discussing the challenge but are not sharing data and are not being asked to by outside agencies. One of the best opportunities for this will be working with HCUC.

The Chair noted that the Board regularly returns to issues around attendance and the CLT is aware of the focus that needs to be consistently put into that area.

JJ noted that whilst it is difficult to compare like for like, over the last three weeks there has been rising attendance at the College which is now at 81.2%. This is not where it needs to be against a target of 84%, but there is the right direction of travel.

JM noted that the instinct with Covid would be that numbers would be down from last year so this is an encouraging trend. JJ agreed that this year the College carried on with the initiatives to improve attendance and did start to see some traction. The Chair noted that the Board supports the interventions and will continue to focus on attendance.

The Chair asked about blended learning. At the end of the last academic year the Board touched on a survey with relatively low levels of confidence in operating online. He asked if this is improving and how comfortable staff are switching into different modes of delivery. EM noted that a couple of years ago the College put in place an initiative and extensive programme to train staff around the college of the future and IT. AdL explained that this was around trialling kit for the new build starting a journey for a more digital approach and this served the College well during Covid. James McRae has been training groups of staff in blended learning and supporting those requiring additional skills. Sharing expertise with peers is commonplace and there are a number of champions in curriculum areas. The biggest challenge is the synchronous teaching, providing face to face and online at the same time, which is very difficult for staff, but they are all doing it. In a class of 24 with 12 in the classroom and 12 online the teacher is using tactics to ensure all students are supported, challenged, engaged and understanding their learning. This makes it a lot harder than a fully remote or face to face lesson. There is work ongoing to improve the experience for students working remotely but staff find it tiring and students are not getting the same experience remotely.

The Chair noted that there are plans to invite governors into sessions and JJ reported that next week he will be finalising with Lance Finn the timelines for go out and learn (GOAL) walks which will happen virtually and onsite and dates will be sent to governors. The Chair noted that this will be very welcomed.

JJ

Ofsted visit – JJ reported that the verbal feedback gave a lot of detail and the draft report is a much-truncated version which is still positive but some of the detail has been necessarily diluted. It is not an evaluative or judgemental process and does not have the triangulation of data. The College sees it as a very positive outcome, very strong in all three areas, safeguarding, the strategic response and the operational response to Covid. JJ noted that he is really proud of the team, who pulled together to respond to the visit. The outcomes did not find anything negative and staff feel buoyed by it and its

	<p>reflections. The Chair agreed and passed on the Board's congratulations to all the staff for such a good positive report and thanked EM, the CLT and all the team.</p> <p>MS agreed and noted that all the hard work staff have put in has really come to fruition and he passed on his thanks to JJ and everyone involved.</p>	
<p>10</p>	<p>College year-end audited accounts 2019-20 including financial statements and regularity auditor's management letter</p> <p>IR reported that the accounts have been through the Finance and Resources Committee (FRC) and ARC. The outturn is slightly better than forecast. The table sets out the variances and the annual audit has reviewed the accounts and statements and the only post yearend adjustments are accounting accruals and not related to any underlying issues. It has been a good year end and the accounts reflect the picture predicted. IR noted that he was happy to take questions on points of detail.</p> <p>JM reported that a great job has been done in getting the accounts done on time with no big surprises. It has been through at FRC and separately in detail with JM as chair of FRC and through ARC. There are no surprises and no issues from the auditors.</p> <p>VN noted that the ARC had considered in detail and were very pleased with the feedback from the auditors which was very encouraging. He noted the issue about the accounts not being drawn up on Going Concern which is not usual. He explained that it has no effect on the numbers but as there is a distinct possibility that the RuTC entity will not exist due to merger technically the auditors cannot report against Going Concern.</p> <p>As the College is in financial intervention the Chair asked CD if he had any questions or observations. CD noted that the ESFA continue to monitor the finances on a monthly basis through the Case Conferences and have an ongoing dialogue with IR and EM.</p> <p>RESOLVED: The Board approved the College year-end audited accounts 2019-20 including financial statements and regularity auditor's management letter</p> <p>SC will arrange signature by the Chair for tomorrow</p> <p>The Board passed on their thanks to the IR and the team for their work in getting the accounts prepared.</p>	<p>SC</p>
<p>11</p>	<p>Management accounts October 2020 including revised budget</p> <p>IR reported that due to the key uncertainties of recruitment and Covid it was agreed to review the budget. There has been good news with the College teaching more students this year and because of the strength of recruitment the College has made the unusual step of putting in year funding in the budget. The ESFA don't publish their rules around in year funding and colleges generally have had more growth than previous years so it is not certain how it will apply but the College has recruited strongly and there is an opportunity.</p> <p>There is a downturn in some income streams. The Adult Education Budget (AEB) could be a temporary position as it is expected to be lower at this point in the year. Subcontracting and apprenticeships are also down and there is some potential to recover but the impact of Covid will continue for a while. Commercial impact from Covid can be seen in the RuTC Trading Subsidiary catering service which provides catering services to the College. Because the original budget for TS was less optimistic than expected the impact has been less and the bottom line is around £44k.</p> <p>There has been no additional expenditure and net increase in pay costs from the additional student numbers.</p> <p>The College is looking at contribution analysis this year. One area of concern is around Creative Industries which needs a closer look to be understood better. It is probably mostly related to group sizes and there will be a targeted cost reduction put back into contingency to ensure that savings are being made. At College level the full pay budget will be spent. Overall, there is a similar EBITDA to the original budget with the College maintaining a positive budgeted EBITDA of £1.1m, despite lost income due to Covid, the costs of teaching additional 16-19 students and provision for merger costs. At FRC there was a lengthy discussion on merger costs and an assumption of £150k has been included in the revised budget. If that position improves it will be reflected in the outturn.</p> <p>The Chair asked CD how common is it that in year growth is included in the budget. CD noted that it is not uncommon but would be caveated in the commentary to help understand the budget and the higher recruitment.</p> <p>The Chair asked why a revised budget is recommended for adoption instead of forecasting against the</p>	

original budget set in July. IR explained that when the budget was set in July it was on the understanding that it would change because of the uncertainties around recruitment and the impact of Covid. There is a choice, but future reporting would always be referring back despite these uncertainties. JM noted that in the original budget there was a caveat to say that that the Board might consider re jiggling the budget once and his and FRC's view was that it makes sense to base the budget on these revised and better-quality numbers.

IR noted that the performance at October 2020 was better than budget which is positive.

RESOLVED: The Board agreed to adopt the revised budget.

12

Merger – progress to date

The Chair reported that following the enormously important decision made by the Board in November to explore merger options with HCUC a huge amount of work has been done in a short space of time. The first meeting of the Joint Steering Group (JSG) took place last week. It was a good meeting, progressed early business, the tone was very good, and it laid the basis for a productive working relationship with colleagues from HCUC. The JSG discussed the terms of reference in the context of the full approval coming back to both boards. He noted that the terms of reference are standard to the sector and do not contain any unusual or surprising areas. The membership includes the Chair, Vice Chairs, CEO and Principal, Chairs of Committees and the staff governor from each college and Chris Dearnley from the ESFA is in attendance.

RESOLVED: The Board considered and approved the terms of reference and membership of the Joint Steering Group (JSG)

The Principles of Merger

EM reported that the underpinning approach on openness and transparency will be critical for the next period. The document is a result of combined thinking on mergers in the sector and previous experience. The most important points are both colleges' focus on a student first approach, staff, being part of a strong single unified brand, culture and recognising that this will be a new college group and the culture needs to be revisited taking into account how colleges are operating at the moment.

RESOLVED: The Board considered and approved The Principles of Merger

Options for the engagement of finance and legal companies on due diligence and agreement to proceed to due diligence

The Chair explained that his views on due diligence had been based on the experience he had from previous merger and at the JSG an Eversheds lawyer provided a presentation around the pros and cons of separate and joint legal due diligence which provided a different viewpoint.

IR reported that he had come to the matter with the expectation of separate due diligence but on exploring has seen that this was a somewhat outdated viewpoint and the approach in the sector tends to be towards joint appointments. He noted that one reason for separate appointments would be to keep cards close to our chest and if the Board is comfortable with a collaborative piece the joint appointment can get the job done more effectively, quickly and with a reduced cost. The Chair asked for colleagues' reflections.

JM noted that he had an element of doubt about joint appointments but was persuaded by the Eversheds presentation and felt it seemed sensible and would provide the right outcomes.

RS noted that the important point is that both colleges have confidence in the professional advisors appointed and a joint appointment makes sense and would avoid dead ends and conflicts and would be cheaper.

The Chair agreed that there are lots of practical benefits of easing the passage for logistical reasons. The cost saving is not as much as expected at around 10-20% but is not insignificant and the practicalities make sense.

SK noted that she had gone into the meeting thinking about separate advisors, but the practicalities override that. The College doesn't have anything to hide and the lawyer did emphasise the point that anything discovered would be communicated to both parties so this would work in the College's favour.

IR noted that he had tried to find out more about cost savings for a joint appointment but had not managed to but given that there is a tight timescale for merger the efficiency point is important.

	<p>JM noted that for the financial advisors there would need to be two separate teams because of regularity issues but this would be a compliance point for the organisation rather than for the Colleges' benefit.</p> <p>IR asked for colleagues' views on one joint set of instructions or two, noting that joint is helpful as this gives the efficiency.</p> <p>RESOLVED: The Board agreed that following a proper procurement process one organisation operating for both colleges jointly instructed was the Board's preferred route for due diligence</p> <p>EM reported that this was also the view of HCUC's Board.</p> <p>Appointment of a project manager</p> <p>IR reported that the tender is running with three good responses which are being reviewed. One has been discounted through shortlisting on cost grounds and tomorrow afternoon meetings have been arranged with the two firms and the Principals and Finance Directors with a view to a project manager commencing next week.</p> <p>The Chair noted that his previous experience had been of a single project manager and the proposals include a team. IR noted that given the current climate a single person may be a risk. The Chair wished the College good luck in concluding the process successfully and noted that there is momentum to have a second meeting of the JSG before the end of term if a project manager is in place and available to attend. [After note: on the 10 December FE Associates were appointed as project managers with Donna Clifford as the project lead. A further meeting of the JSG will take place on the 16 December with Donna and Matt Atkinson presenting to the group]</p>	
13	<p>Enrolment Review and Applications update</p> <p>SFW reported that there has been some good feedback and lesson learnt to be put in place for next year and it will be interesting to look at the impact of merger on enrolment.</p> <p>Enrolments are 114% above allocation and continue to be healthy. Applications for future learners are over 350 more than this time last year. It was agreed the figures are hugely positive.</p>	
14	<p>Risk Register</p> <p>AdL reported that the risk register has been through ARC. The departmental registers are all submitted and have been reviewed. There are no new red risks which is positive. Three risks have increased around income for apprenticeships, vacant possession and the redevelopment plans for Phase 2.</p> <p>IR reported that the position of vacant possession has moved on with Clarion and AC agreed to provide the Board with an update under the CRPG item.</p> <p>The Chair asked about the Board's concern around the risk of undertaking a merger in the middle of a pandemic and the concerns of capacity for the CLT and the request to have regular temperature checks on the demands of CLT and whether this was adequately covered on the risk register.</p> <p>SK agreed that there will be a huge stress on a small number of people and asked if there are amber flags to indicate something needs to be done quickly to help or support. AdL noted that she is waiting to know what the impact is going to be and feels it is too early to tell. She noted that as discussed in FRC it is the backfilling and what is not being done operationally that is the issue.</p> <p>AdL noted that she is looking forward to working with RS on risk and will enjoy the challenge. RS noted that things have moved on with risk since she was last at the College.</p>	AdL
15	<p>College Redevelopment Project Group (CRPG)</p> <p>Report from meeting of 10 November 2020</p> <p>AC reported on the following items:</p> <ul style="list-style-type: none"> • The STEM centre is continuing to make progress with design and planning to go to approval, and the contract for STEM will be in place by the end of February 2021 • The sports building planning is due to be submitted before Christmas • [confidential item] • There is a variance to the budget accessed by a contingency of £200k which will increase with the additional work required for Clarion. This sum is around £70k and CRPG will report back when the figure is known • SFW noted that the College is hoping to give vacant possession on Thursday 17 December at 10.30. 	SFW/

		SC
16	<p>Search, Remuneration and Performance Committee Report from meeting of 17 November 2020 SK reported on the annual statement to the Board. The Senior Post Holder Remuneration Code was adopted by the Board in March 2020 and to demonstrate compliance an annual report, an audit against SRP business and a revised SPH Remuneration policy have been approved by the Committee. SK noted the recommendation to approve the statement and publication of it on the website for transparency.</p> <p>RESOLVED: The Board approved the Annual Statement to the Board against the Colleges' Senior Post Holder Remuneration Code and the its publication on the College website</p>	
17	<p>Curriculum Quality and Standards Committee: Report from meeting of 1 December 2020 MS noted that the majority of the Committee's business has already been covered on the agenda. The College is now working with a framework which is a major step forward and provides a structure to hang things on. He thanked the team for moving it forward and putting quality improvement into perspective. Attendance is an ongoing challenge and a risk, and the College and the Committee is keeping a close eye on it. It is a key part of the framework. MIS data and monitoring KPIs has been an ongoing issue for the College. Earlier this year there was an issue with registers and measures have now been taken to resolve this. MS thanked the team for the effort on the curriculum and the focus on quality and noted that the way the College got through the recent Ofsted visit demonstrates the progress being made.</p>	
18	<p>Audit and Risk Committee: Report from meeting of 24 November 2020 The Chair reported that the College year-end audited accounts 2019-20 including the financial statements and regularity auditor's management letter have been considered and approved. VN reported on the Annual Report of the Audit and Risk Committee 2019-20 which is in a standard format and has no extraordinary items in it.</p> <p>RESOLVED: The Board considered and approved the Annual Report of the Audit and Risk Committee 2019-20 for signature by the Chair of ARC</p> <p>Internal Audit Report year ended 31 July 2020 VN reported on the Internal Audit Report. The key highlight is that the outstanding items are now complete. The Committee had a conversation about the status of the finance team and concerns about reliance on fixed term contracts of the team in the run up to merger. There was an awareness that this a potential risk for the organisation.</p>	
19	<p>Finance and Resources Committee Report of meeting of 25 November 2020 The Chair reported that the College year-end audited accounts 2019-20 including the financial statements and regularity auditor's management letter and the revised budget 2020-21 have been considered and approved.</p> <p>JM referred to the paper around the HR report and staff and student wellbeing, the impact on Covid in the College and the encouraging figures on the number of Covid cases in the College. The FRC will consider further a pay award for staff and bring this back to the Board for discussion. The IT strategy was discussed and will be a standing item to progress going forward. This will be one of the items of priority for the workstreams with HCUC. The Chair noted that he welcomed IT being a standard item at FRC. The Chair suggested that the pay award is a discreet item for discussion at the Board and includes the arguments for a pay award, the AoC's position and the Unions' position. He noted that it is a really important question and the Board should properly work through the items and give it proper attention. AdL noted that HCUC have a significant pay claim in. The Chair noted that he envisaged the item going to SRP and then to the Board.</p>	AdL
20	Meetings for 2020-21: 24 March 2021; 14 July 2021	

	<p>Holding dates: 27 January 2021; 28 April 2021; 10 June 2021 (all 17.30 starts)</p> <p>The meeting on the 27 January will take place and agenda items will include a safeguarding session, the QIP and merger progress to date. A further date will be put in the diary for February/March when there is a timeline for reviewing the outcomes of due diligence and discussion and approval to move forward to consultation.</p>	SC
21	<p>Any other business</p> <p>1. Emergency Recovery Support Fund – approval for outcome contract to be signed and sealed. The Chair noted that the Board had approved the submission of the bid to the GLA in August 2020 by written resolution and asked IR to provide details on the outcome and use of the funding. IR reported that the funding was to provide additional laptops and finance Covid matters. He noted that the majority of the fund has already been spent. RESOLVED: The Board approved the sign and seal of the Emergency Recovery Support Fund contract</p> <p>2. Bank mandate – approval and signature. IR reported that due to changes in personnel AdL is the only remaining signatory on the mandate, so a revised version has been provided by the bank which requires approval from the Board for the Chair and interim governance advisor to sign. RESOLVED: The Board approved the Chair and interim governance advisor signing the bank mandate</p> <p>The Chair passed on his thanks for enormous contribution staff and students have made this year to the work of the Board and College and wished them a happy festive season and a great break. The Chair noted that he looked forward to working with staff and students in 2021. Staff and student governors depart (19.55)</p>	
22	<p>Confidential Search, Remuneration and Performance Committee Confidential report from meeting of 17 November 2020 RESOLVED: The Board approved the extension of the interim VP Finance and interim Governance advisor until the 31 July 2021 or until dissolution under the current terms and conditions detailed in the report.</p>	

The Chair thanked governors for their enormous contributions this year and wished them a good rest and festive season.

Meeting closed at 20:00