



BOARD MEETING
Thursday 24 June 2021
17:30-19:30 Boardroom and Teams

Minutes

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

Agenda item	Item Description	Action
1	<p>Welcome and apologies</p> <p>The Chair welcomed colleagues to the meeting and thanked them for making time at short notice to attend. The Chair noted that it was not a meeting that he wished to call and ideally the preference would have been to call all members of the Board to update them of developments before this meeting but it has been a very live situation and he passed on apologies for this. The Chair noted that he would call all governors following this meeting.</p> <p>The Chair reported that there are complex issues with planning having real consequences for merger and future cash flow and other considerations. [confidential item] Apologies were received from Helen Litvak and Sue Kingman and Vincent Neate will need to depart at 19.00. Japneet Kaur did not attend the meeting.</p>	
2	<p>Declarations of interest</p> <p>The Chair noted that he was a member of the DfE.</p> <p>SC noted that she was contracted through FEA for interim governance services.</p> <p>The Chair reported that the conflict of interest he and JJ had been part of as member and trustee of the Richmond upon Thames School Trust was resolved by close of last week following further legal advice which had been requested by governors. Both are now fully involved in the capital and planning matters and have received copies of all records from the period when withdrawn. Withdrawing from the School roles was done reluctantly but ,in consultation with colleagues, it was agreed it was exactly the right thing to do. The Chair passed on huge thanks to AC for leading the College through that period. JJ echoed this and thanked SFW for taking on the role during this period. The School have responded with sadness but understanding of the decision and have asked if other representatives can be sourced. The Chair noted that the relationship between the School and the College is good and strong. There is still a further loop around at the level of Member and how the College as an entity could continue to be represented. SC noted that the advice from Eversheds around the Chair and JJ resuming their Board roles is as follows: In the event that the crossover in personnel were to end as a result of resignations from the positions held at the Trust it would be possible for the College Chair and Deputy CEO to participate in decision making on the issue at the College because there would be no direct conflict. Nevertheless, both individuals would need to be careful not to disclose or misuse any confidential information about the Trust that has come into their possession as a consequence of the roles held</p>	

	there. The College should also proceed with caution in situations where the votes of either individual would change the status quo, i.e. it would be preferable for there to be a clear majority of other Corporation members in favour of a resolution.	
3	<p>Merger update</p> <p>JJ reported that there are two issues to report on that have impacted on the merger date of 30 July and which indicate the speed at which things are developing. The pension issue does seem to be resolved but should be considered.</p> <p>The issues which have emerged during the last two week are within the following Merger workstream categories:</p> <ul style="list-style-type: none"> · Financial/ RuTC campus development project · Local Government Pension Scheme (LGPS) transfer <p>RuTC Capital project and planning issues [confidential item]</p> <p>LGPS Pension transfer at merger</p> <p>At merger, RuTC staff would TUPE across to HCUC and a pension transfer for LGPS members was planned to be finalised in line with the merger date of 30 July 2021. As part of the pre-merger work HCUC and RuTC staff have been working with lawyers (Eversheds) and the two affected LGPS pension funds (London Borough of Hillingdon and London Borough of Wandsworth). Progress had been made and was on track for a Pensions Direction Order to be issued by the Secretary of State DCLG to drive this transfer forward. [confidential item]</p> <p>RESOLVED: The Board agreed a delay to merger from the proposed date of 30 July 2021, noting that a further resolution will be passed with a date for dissolution as soon as possible. The Board to note that the request for a Pensions Directions Order should be paused.</p>	
4	<p>CRPG update – notes from the meeting held on the 23 June 2021 [confidential item]</p>	
4	<p>Meetings 2020-21:</p> <ul style="list-style-type: none"> • Wednesday 14 July 2021 at 17.30 – final Board meeting for 2020-21. <p>RS suggested going ahead with the social evening on the 7 July as it is nice to come together. The Chair agreed this was a good idea and it cannot be underestimated the value of coming together and the opportunity to gather socially. It was agreed to leave in the diary.</p> <p>AC asked SC, SFW and JJ to think about the frequency of CRPG meetings and it was agreed to schedule fortnightly and convene as required. AC agreed with this proposal as he wanted to be cautious as a governing body about dedicating more time that necessary to support SFW and JJ during these issues. JJ noted he very much appreciated this support.</p> <p>AC asked that if FRC and the next Board assume the College is going into the next academic year as a standalone entity then the matter of the pay award for 2021-22 should be discussed. It was noted this is on the agenda for FRC on the 30 June.</p> <p>JM asked about JSG meetings and the Chair noted this should be taken as a conversation on Monday. The Chairs view is that meetings should continue but at a lesser frequency for now and then to pick up in the run up to a merger date. There is a question about project management arrangements for the next period and a potential opportunity to take cost out.</p> <p>The Chair thanked colleagues for their time this evening and noted that it is not the evening the Board anticipated. The eight risk areas for HCUC mean there is a framework and a collective intention to come together to resolve all the issues discussed this evening.</p> <p>It was agreed to cancel:</p> <ul style="list-style-type: none"> • Holding date Tuesday 27 July 2021 at 17.30 • Thursday 29 July at 17.30 – Board dissolution drinks in the restaurant 	<p>SFW/JJ /SC</p> <p>JM/IR</p> <p>SC/TR</p> <p>SC</p>
5	Any other business	

	There were no items raised.	
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Meeting closed: 19.25