

BOARD

Wednesday 14 December 2022 17:30-19:00 Boardroom and Teams

Draft minutes

Board	<p>Independent Governors: Ian Valvona (Chair of Corporation); Sue Kingman (VC); Andy Chew (VC); Jason Jones (acting CEO and Principal); Vincent Neate; Rosh Sellahewa; Mike Sutcliffe; John Anderson; Helen Litvak; Rosemary Scully; Peter Flew</p> <p>Staff Governors: Cait Orton; Hannah Talabany Student Governors: Twahira Mohammed; Camryn Eshete</p>
In Attendance	<p>Alison de Lord (Assistant Principal HR, OD and Estates); Sheila Fraser-Whyte (Executive Director, Business Development & Innovation); Shane Woodhatch (Group Director Finance & Resource Planning RuTC and HCUC); Gavin Hughes (designate interim RuTC College Principal); Louise Southam (interim Assistant Principal Curriculum and Quality); Rachel Scarborough (Head of Student Experience) and Chidi Okolo (Director of Quality and Compliance) for item 6; Shahbaz Hasan (EDI champion) for item 7; Helen Haddock (external auditors Buzzacott) for items 9.3-6; Nathan Lucas (Eversheds) for item 10; Chris Dearnley (DfE) (observer); Sarah Connerty (interim Governance advisor)</p>
Apologies	Peter Flew; John Anderson; Rosemary Scully; Alison de Lord

Item	Item Description	Action
1	<p>Welcome and apologies</p> <p>The Chair welcomed colleagues to the meeting. Apologies received from Peter Flew, John Anderson, Rosemary Scully and Alison de Lord.</p> <p>The Chair welcomed Helen Haddock, Buzzacotts, to take the College year audited accounts as the top item to allow HH to leave.</p>	
2	<p>Declarations of interest</p> <p>SW declared an interest as the Group Director Finance and Resource Planning at HCUC and RuTC.</p>	
	<p>Items 9.3-5 were taken at the start of the meeting to allow the auditors to be present:</p> <p>1. College year end audited accounts 2021/22 including financial statements and regularity auditor's management letter and post audit report</p> <p>HH reported on the FRS102. The main adjustment was around the pension which is calculated by the actuary. It is now an asset of £1.1m asset and was previously a deficit. This is consistent across all Colleges. It has been set to zero and this has been agreed by the finance team as this asset is not recoverable.</p> <p>SW read through the statement of comprehensive income and expenditure for the Group. Key points noted:</p> <ul style="list-style-type: none"> • Total income increased from £15.9m last year to £16.7m this year. This was due in the main from funding body increases of £853k for 16-18s allocation • This year the College enrolled 2090 learners • Other grants and contracts increased to £561k (£485k last year) • Other income increased by £100k because of the catering operating for a full year • Total staff costs are £11.2m (£10.050m last year) to meet the allocations • There is an adjustment relating to FRS102 of £300k and holiday pay of £50k • The operating income has increased in line with utilities increases <p>Balance sheet:</p> <ul style="list-style-type: none"> • Cash position of £1.4m with an £686k overdraft last year – this is due to outflow and finance capital and lease agreements. 	

	<p>KPIs derived from CFFR are as follows:</p> <ul style="list-style-type: none"> • Cash days - 0 days • Current ratio 0.07 • EBITDA 3% • Total staff costs as a % of income 72% • Financial health Requires Improvement <p>Audit representation: The unique part relates to the Going Concern position. The College won't be around in a year so there is a narrative predicated on merging in January 2023 and having enough cash in the bank to pay debts as they stand until this date. This is the same position as this time last year. This year there is borrowing in place. SW noted that the accounts are not in a final state because there are some updates to commentary. The Chair noted that the Board has received draft documents, had a substantive update both from the auditors and SW and received assurance from SW that further work is around the narrative rather than material updates. It was agreed that the Board is in a position to approve the final version of the accounts by written resolution. The Chair asked for assurance that the accounts have been through FRC and ARC and SC confirmed that an extraordinary ARC meeting was held on the 8 December 2022 with attendance from the FRC Chair and JJ to review the draft accounts. ACTION: It was agreed that the College year end audited accounts 2021/22 including financial statements and regularity auditor's management letter and post audit report would come to the Board by written resolution for approval prior to submission on the 31 December 2022. It is hoped that this will be by the 19 December 2022</p> <p>2. RuTC Trading Services audited accounts, financial statements and regularity auditors management letter and change of director at merger SW confirmed that there is some tidying up to do on the formatting but no material changes and the accounts are ready for Board approval. SW noted the recommendation for JJ to step down as a Director at the point of merger and Mark Brough to take on the Director role alongside SFW on the 4 January 2023. RESOLVED: The Board approved the RuTC Trading Services audited accounts, financial statements and regularity auditors management letter and change of director from JJ to Mark Brough on the 4 January 2023.</p> <p>3. Annual report of the Audit and Risk Committee SW reported that the Annual Report of the ARC has been updated in terms of the College's financial health as a response in decline in 16-18s, inflation and increase in energy prices, the Going Concern narrative from Buzzacott's which is consistent with the wording in the annual accounts and includes a report on one instance of internal control and assurance that additional measures are in place and there was no loss to the College. RESOLVED: The Board approved the signing of the Annual Report of the Audit and Risk Committee by the Chair of ARC (HH departs 17.46)</p>	SW/SC
	<p>The Chair welcomed new colleagues to the Board: Hannah Talabany – staff governor Gavin Hughes – designate interim RuTC Principal Louise Southam – interim AP Curriculum and Quality Shahbaz Hasan – Equality and Diversity champion Nathan Lucas – Eversheds lead on the merger The Board ratified the appointment of HT as the new staff governor.</p>	
3	<p>The minutes from the meeting held on 9 November 2022 were agreed as a true and accurate record.</p>	
4	<p>Actions and matters arising Outstanding actions from Committees and the Board will go forward to HRUC as part of the governance handover. All Board actions were noted as included on this evening's agenda and the</p>	

	<p>action around systemic issues and culture has been taken forward as part of the Group's post-merger transition work. The Chair confirmed that this is not being stepped over and is a serious challenge and set of issues and there is assurance this is being taken forward.</p>	
5	<p>1. Safeguarding report</p> <p>CO reported that the paper has been through CQS Committee and covers the start of the academic year to November 2022. The format encapsulates the information required for the section 11 audit and includes all information that Board colleagues should be aware of around safeguarding. CO provided a brief overview of the content of the report. RS Director of Student Experience were available for any questions alongside CO.</p> <p>The Chair thanked CO for all the excellent work with this Board in the context as staff governor. Throughout CO's time on the Board there has been an assurance that CO knows and cares about the students very well and looks out for them and safeguards them.</p> <p>2. Vulnerable student reporting</p> <p>RSCa reported that the item went to CQS Committee and outlines the College's commitment to committing resources to vulnerable learners. Financial hardship will be included in this cohort. A lot of work has taken place in partnership with external agencies. It is about embedding this process in supporting different groups. External stakeholders and internal work is continuing to progress this. MIS are working on how to capture this reporting and see how targeted interventions work. Information will be collected through various streams and it is ongoing to get infrastructure and systems in place. This is an ongoing commitment to RuTC students.</p> <p>The Chair asked where in HRUC this work will be located. RSCa noted this is not yet in place. At RuTC it will sit with RSCa and it is a wider discussion with HCUC going forward. GH reported that he has been working with RSCa. Post-merger a Group safeguarding policy will be in place. Work on vulnerable students will be a shared responsibility in the new structure with one of the Assistant Principals taking a lead on this.</p>	
6	<p>Student voice update</p> <p>1. Student governors report</p> <p>TM and CE provided an update on the student voice following discussions with students. Key points raised included:</p> <ul style="list-style-type: none"> • Timetabling varies across students with some very busy timetables and others with large gaps between lessons • Study areas are not being used for the right reasons. More areas for students to relax would mean there would be designated recreational areas and study areas would be used in the right way • There are long queues for the café • Temporary lanyards would be welcomed rather than students having to go home and miss lessons if they forget their lanyard <p>The Chair thanked the TM for the useful paper which is the first written report this Board has received and includes rich and valuable feedback.</p> <p>CE provided further update including:</p> <ul style="list-style-type: none"> • Students would prefer the study hub to become a recreational area as this works better because of the layout of seating and convenience to classrooms and students prefer this to ground floor. A new area for study would be welcomed and students would like the opportunity to use vacant classrooms to study as these are quiet and well equipped. • There is a shortage of white boards in classrooms which are needed for more interactive and discussion based lessons • Q block issues include an insufficient amount of chairs, no locks on some of the toilets and no water • Tutorial lessons need to be more consistent. Students suggest that assemblies would regulate flow of information <p>The Chair thanked CE for the feedback noting that there is a lot of valuable information which needs a substantive discussion on. The Chair asked GH and LS to be reflective and thoughtful about what has been said by the student governors.</p> <p>LS thanked the student governors for the feedback. Some of the issues raised have been brought to</p>	GH/LS

<p>LS's attention since she started in role, particularly around timetabling and backlogs in the refectory. There is a lot to agree with and look to speak and work on with the student governors to make things better for all students. GS agreed and noted that it is incumbent to give the students a response to their views. There will be a local Stakeholder and Scrutiny Committee where students can present and receive feedback. ACTION: It was agreed that this was a comprehensive student voice report with points well-made and a comprehensive response and follow up with TM and CE would come from GH and LS.</p> <p>JJ noted that a Q block programme of works are on the estates teams' radar. These buildings are old but they need to be equipped properly to meet the needs of students.</p> <p>The Chair thanked RScA for all the work and support for students. (RScA departs 18.06)</p> <p>2. Student Survey results update (action 3)</p> <p>COk noted that between late October and November 2022 a student survey went out to all students. Response rates vary across schools. There is a drop in the percentage of students that would recommend the College to a friend which is a key indicator for colleges. 81% of students agreed that they would recommend the College to a friend; however only 28.5% completely agreed with this statement.</p> <p>There are a number of items to pick up which is being done at focus groups and cross college forums. COk elaborated on the poor score for students feeling safe and further investigation has shown that this referred to the external environment in the main and not inside College. The question will be changed in the survey going forward to tease that question out more.</p> <p>The Chair noted that if the results have been unpacked what are the actions. COk reported that the next phase is establishing a cross college working group with Shahbaz Hasan and RScA and that will launch in January 2023 and will be a <i>you said we did</i> process. In the Board pack the intervention plan is included which provides actions under the following key categories – communications, security, resource and teaching and learning. These are the areas of focus for conversations with students.</p> <p>JJ reported that the working group will also unpack the responses more to get to the fine detail. The emphasis is on the downgrade of the <i>I would recommend the college to a friend</i> because it is a worrying metric and has a correlation with retention figures. There are issues around timetabling, English and maths and a number of operational areas the College needs to do better on.</p> <p>The Chair noted that it is the action that is taking place to address student concerns that is important and this should fully include the student governors.</p> <p>LS noted that the HRUC cross college survey will go out just before February half term and this will identify feedback from individual students. There will be a focus to make sure that every student who has responded that they don't feel safe is spoken to and there is a record of their response. It is critical in order to justify that low response number. Results will come to the new Board.</p> <p>RS asked about the 23.1% response for a good choice of extra activities. COk clarified that these are students who strongly agreed with the question. RS asked in terms of the dip in <i>I would recommend the college to a friend</i>, does this translate in a conversion rate. JJ noted that it hasn't but there is a strong risk that it could and learner numbers are down this year so the connection is probably there. SFW noted that conversations are ongoing about school liaison work and making sure students are aware about what the offer is, informing parents about the change in landscape with the merger which will include moving into T Levels and transition into level 3. There are about 400 schools on the liaison list and it is about getting into contact with them and sharing the new opportunities for children moving forward. There is a whole journey for students coming from school into college.</p> <p>GH explained that the national average is 81% for a FE college on the <i>I would recommend this college to a friend</i>, however this is a start of year survey and this is a honeymoon period. It is clever questioning by the DfE as the question is a reflection on the reputation of the college and what it provides. It should be in the 90s at the start of the year and then tends to dip through the year. It is a concern and needs to be driven up because this question directly relates to the experience students feel they are having at college. There is a lot of work to do. It is about satisfaction.</p> <p>CO asked if the next survey will allow analysis at site, group and individual student level and LS confirmed that the survey can identify any students.</p> <p>The Board noted that the action and focus on this is very important to drive up the student experience and satisfaction with the College.</p>	<p>GH/LS</p>
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	<p>The Chair noted that this was a really good set of conversations. These are a set of areas that are absolutely critical and the Board has not always had the time and opportunity to focus on them because of the financial, capital and merger issues. This focus is exactly where the Board wants to be for the future to have conversations about our students and ensuring that they feel safe and supported and are enjoying their time in College and are achieving.</p>	
<p>7</p>	<p>Equality, Diversity and Inclusion report</p> <p>SH, the College’s equality and diversity champion, noted the five key aims in terms of E&D being looked at:</p> <ul style="list-style-type: none"> • To ensure all stakeholders understand and are aware of our college identity • To ensure that equality, diversity, and inclusion are at heart of the college community • To raise awareness and support for individuals with learning difficulties, disabilities or health issues and conditions • To recognise, celebrate and promote the racial and ethnic diversity of all our college community. • To ensure our students and staff feel safe and protected at college, regardless of their sexual orientation or gender identity. <p>E&D is at the heart of College community. There is a tutorial process in place and lots of aspects of E&D are discussed and celebrated. There is a process to report racism. CPD, especially around learning difficulties and disabilities, is underway. There is a priority for making sure all students feel safe. This year it has been about understanding the culture and it has been information gathering for the last few months. There has been a focus on achievement and gaps. There are groups that achieve less than the average, these include Caribbean, African and white Asian students, this gap widens with learning difficulties. This is consistent with the national picture. A questionnaire will go to everyone at the College to try and find out why this is happening with the aim of identifying the problem and bringing in appropriate intervention. It will go out in the first two weeks of the new year and there will be a top down approach with a broader strategy to understand the issues and where to drive forward for the rest of the year and going forward.</p> <p>Work is underway looking at E&D in the classroom and processes in place to drive that forward.</p> <p>SH noted that data is available for this academic year and there is no specific process in place to date to monitor by groups of students. SH raised a question from PF who had asked about the data around achievement. This is the biggest area of focus at the moment. There are a number of students who are over performing who are not included in the report and SH will include these in the reporting.</p> <p>SK asked is there best practice in other colleges around EDI that the College can use. SH noted that at the moment it is working through what works, it is context specific and very different things work for different groups. It is about getting evidence from our own students. COk agreed that the picture is mixed. GH reported that all colleges, including HCUC have been wrestling with this. When there is a three and four year trend there is an issue with E&D. There are only a few things that make a difference. One thing that works is shining a light on students that are at risk. This then empowers staff to take action. It needs to be narrowed down and focus on particular groups. Mentors to work with groups of students and 121 conversations to look at better support are key. The work done by SD has been fantastic. The Chair asked how this work will be carried forward to be an immediate benefit for the wider Group. GH noted that it will go back to the support teams. Mentoring is people’s time and it has to be bought in. Project money is always being applied for at HCUC. LS noted that HCUC has a regular EDI group that meets so sharing best practice across the colleges can start here. A key policy is the EDI policy which will be shared across the Group.</p> <p>The Chair thanked SH for the work that is being done on E&D. (SH departed 18.18)</p>	
<p>8</p>	<p>Final progress update from the CEO on material items</p> <p>JJ noted that much of the business is covered under item 9.</p> <p>Quality – the College has been pressing forward to recover and further improve the quality position. So much work has gone into this over the last 18 months. There was a slight uplift last year and improvements are being seen this year. There has been a relentless focus on improving the quality of TLA. The three additional inset days so far have focused on TLA and excellent work is being done with COk and his team. On the 3 January 2023 the inset day focus is on managing student behaviour across the College. Over 100 lesson observations have been done this year and there are clear</p>	

	<p>patterns emerging, a second round of Principal Performance Reviews has taken place and there is an improved approach to the QIP driven by Pauline Hagen FEC advisor. This will dovetail into the HRUC structure.</p> <p>Staffing – a UCU pay claim was submitted on the 18 October 2022 which covers pay, workload, lesson observations and annual leave. SLT gave a clear commitment to review the claim and issues once the merger is completed. The College is not in a financial position at this stage to offer a pay award. This week the College received a Notice of Failure to Agree with a deadline of midday on 15 December 2022. After this date the College would be considered as in dispute and a ballot for strike action can be issued. There was a further JCC meeting today and UCU reps report that there is a mandate from RuTC members and this is an RuTC matter and UCU have been instructed to act. UCU will be in dispute with RuTC until 4 Jan and have noted that they will see how things develop with the new entity. The Chair noted that this is a material item for the College and asked how this will be taken forward post-merger. GH noted that HCUC will pick this up as HRUC and are committed to looking at this. The Union have noted that they are willing to go back and negotiate with the new entity.</p> <p>Alumni strategy – SLT have begun to enhance the strategy, there are new pages on the website and a proactive LinkedIn page which already has 432 alumni. SFW is leading this work with the marketing team.</p> <p>JJ passed on a huge thank you to governors, officers and external agencies for all the support on progress to merger because it has been a long bumpy ride.</p>	
9	<p>Items for approval from Committees:</p> <p>The Chair noted that this is the last meeting of the RuTC Board and the Committees have considered in detail their relevant approvals. Full minutes are included in the papers for information and item 9 details all Board approvals.</p> <p>1. College Self-assessment report 2021/22</p> <p>COk noted that the SAR was considered at the CQS Committee. The overall judgement is Requires Improvement because outcomes were poor, teaching and learning is not consistently good, there is not a consistent approach to work experience and enrichment and apprenticeship and English and maths results are below national averages. COk noted that the financial judgement in the SAR will be changed from Good to RI.</p> <p>RESOLVED: The Board approved the College Self-Assessment report 2021-22</p> <p>2. Quality Improvement Plan</p> <p>MS reported that the Board has been provided with a pre final version of the QIP. COk reported that the QIP comes from the feedback received from PH and is a change from the previous structure. JJ confirmed that there is a version which includes PH’s input and an updated position on targets. The version included in the papers does not fulfil the requirements requested by the CQS Committee.</p> <p>ACTION: it was agreed to circulate the updated version as a written resolution which includes material updates to demonstrate that the work has been done.</p> <p>3. College year end audited accounts 2021/22 including financial statements and regularity auditor’s management letter and post audit report (taken at top of agenda)</p> <p>4. Annual Report of the Audit and Risk Committee (taken at top of agenda)</p> <p>5. RuTC Trading Services accounts, financial statements, regularity auditors management letter and change of director (taken at top of agenda)</p> <p>6. Terms of reference for all committees</p> <p>SK reported that all committees have reviewed their terms of reference and agreed to carry them forward with no recommended changes. If there was any delay to merger there would be a review in March 2023.</p> <p>RESOLVED: The Board approved that all committee terms of reference are carried forward with no updates</p> <p>7. Terms of office renewals</p> <p>SK reported that the SRP Committee is recommending terms of office renewals for governors who were extended in their current terms of office due to the merger pause. This is to ensure a clean set of terms of office for the merged College.</p> <p>RESOLVED:</p> <p>1. Chair of the Board</p> <p>The Board approved the continuation of Ian Valvona as Chair of the RuTC Board for a second term of</p>	COk/ SC

	<p>office for two years until 18 March 2024. To note that Ian Valvona is the Vice Chair designate at HRUC which reverts to a four year term of office.</p> <p>2. Vice Chairs of the Board</p> <p>The Board approved the continuation of Sue Kingman and Andy Chair as Vice Chairs of the RuTC Board for a second term of office for two years until 18 September 2023</p> <p>3. The Board approved the continuation of Mike Sutcliffe as an independent governor for a second term of office for four years until 5 July 2025.</p> <p>4. The Board approved the continuation of Paul Leonard as a co-opted governor for a further term of office until 19 October 2023</p> <p>5. The Board approved the reappointment of Vincent Neate for a second term of office until the 11 December 2026</p> <p>8. Capital and planning approvals</p> <p>SFW reported that there are number of works that require undertaking to move ahead with the capital project. The cost of works is £188k which can be delegated to the CRPG but as it was the last Committee the Chair requested there is a full Board approval. SW noted that the works are not considered material and he is comfortable they can be afforded. SK asked about the Thames Water permit and SFW explained this is due to issues with the pumping station and the cost comes to the College as it is on College land.</p> <p>RESOLVED: The Board approved the following works:</p> <ul style="list-style-type: none"> • Sports hall revised RIBA stage 4 design– budget of £90,000. The sports hall to be in place by September 2024 • Reissue of the sports pitch tender for Craneford Way – budget fee cost of £20,000. The sports pitch to be in place by September 2023 • Fees to cover issue of the section 278 for tender - budget fee costs of £15,000 (tender information attached). Clarion is keen for the College to progress this • Consideration of designing the new road through the site to the Clarion site – fee cost of £8,000 • Commence the design to slide over the relocation of the STEM site cabins – fee cost of £5,000 • Atkins to resolve the permit from Thames Water for the foul pumping station (circa £50K) <p>For information the following updates were received:</p> <ol style="list-style-type: none"> 9. Management accounts – SW reported that these are not finalised and will follow by email 10. DfE/PMO loan and Barclays overdraft 11. Progress against Key Performance Indicators 12. Risk register 	
10	<p>Merger</p> <p>The Chair described the extraordinary history of the penguin merger process. An FE Commissioner led Structure and Prospects Appraisal (SPA), commenced on the 28 February 2020 under the previous FE Commissioner Richard Atkins with the FEC team Frances Wadsworth and Andrew Tyley. There were five steering group meetings, site visits to RuTC and prospective merger partner sites, finance workshops and a final presentation session. The SPA process was paused between June and October 2020 due to lockdown. On the 5 November 2020 the FEC wrote to the Chair of the Board with a recommendation for HCUC to be the preferred merger partner citing <i>the strength of HCUC’s educational case, their focus on working with everyone at RuTC to achieve and develop shared values to the merger process and future group, their description of achieving outstanding governance and inclusivity of the RuTC Board and the strong financial position of the HCUC college group.</i> The FEC requested <i>that the Board agree a target date for achievement of the merger that is realistic and timely and allows the benefits of the merger to be achieved as quickly as possible, taking account of the competing pressures of Covid-19 and the benefits of certainty for staff and students ahead of the 2021/22 academic year.</i></p> <p>The RuTC Board approved the FEC recommendation to explore merger options with HCUC on the 9 November 2020 and the Search, Remuneration and Performance Committee met on the 17 November 2020 to work up the governance arrangements of a merger process. The first Joint</p>	

Steering Group met on the 16 December 2020. There have been 26 JSG meetings. From the first SPA meeting to continuing discussions with our merger partner, HCUC, this is the lengthiest process seen by the sector at 2 years and 9 months to date, with merger discussions lasting two years to date. At the 13 September 2022 JSG Matt Atkinson, merger project manager and a key person in the progress of the merger noted that *the JSG need to be mindful of the risks to the RuTC capital project and the ongoing impact of the delay on the ability of RuTC to meet the needs of learners.*

This merger was around meeting the needs of our learners and it was collectively agreed that no further delay was in anyone's interest.

The merger is in the overwhelming interests of staff, students, local communities and development of the West London arc and an enormous amount of work has gone into realising this merger.

The Chair introduced NL to take forward the resolutions.

NL reported that Eversheds were instructed to advise both colleges on the merger process and he is very pleased at this position to support to achieve the final part of merger.

The Board is asked to approve two things – the merger documents that sit behind the merger resolution and the resolution to dissolve and transfer all of RuTC's property rights and liabilities to HCUC immediately after dissolving. The merger resolution document does not replace the Board's ordinary minutes and provides primary evidence to external parties that merger has occurred alongside the transfer deed. NL asked for any questions from the Board prior to the resolution and Board members noted they were content with the documents.

The Board unanimously resolved:

That following:

1. publication by the Corporation of the details of the proposal and the other information required under the Further Education College Corporations (Publication of Proposals) (England) Regulations 2012 (the "Regulations") and consulting on the proposal and taking account of the views of those consulted in accordance with the Regulations (the "**Statutory Consultation**");

2. publication of the results of the Statutory Consultation;

3. publication of the draft resolutions of the Corporation to dissolve and provide for the transfer of its property, rights and liabilities (as required under Article 11) of the Instrument and Articles); and

4. the carrying out of legal and financial due diligence exercises in respect of the Corporation of HCUC,

the Corporation of Richmond upon Thames College hereby **RESOLVES** to merge with the Corporation of HCUC in accordance with section 27A and 27B of the Further and Higher Education Act 1992, with the Corporation of Richmond upon Thames College dissolving at 00:01 on 4 January 2023 and its property rights and liabilities transferring immediately before that time to the Corporation of HCUC in accordance with sections 27A and 27B of the Further and Higher Education Act 1992.

2. **The Board unanimously resolved** that with regards to the Merger Documents:

1. the Corporation, in good faith and for the purpose of carrying on its business, enter into the Merger and perform its obligations and exercise its rights in relation to the Merger;

2. the Merger Documents, and the transactions contemplated by the Merger Documents, be approved (subject, in each case, to such amendments to the Merger Documents as any two members may approve in accordance with paragraph 9.2.5 below);

3. any member of the Corporation be authorised to sign on behalf of the Corporation such of the Merger Documents as are not required to be executed as deeds;

4. any two members of the Corporation below be authorised to authorise the use of the seal on behalf of the Corporation on such of the Merger Documents as are required to be executed as deeds;

5. any two members of the Corporation as listed below be authorised to agree any amendment to the Merger Documents to which the Corporation is a party on the Corporation's behalf;

6. any two members of the Corporation as listed below (each an "**Authorised Signatory**") be authorised to agree, affix and authorise the use of the seal of the Corporation to sign and despatch on behalf of the Corporation all such other documents, agreements,

	<p>certificates, notices, communications or confirmations to be signed and/or despatched by it under or in connection with the Merger Documents to which it is a party (“Ancillary Documents”), and to do all such other things, as may be required, or as any member may approve, in connection with the Merger; and</p> <p>Name of Authorised Signatories: Ian Valvona, Jason Jones, Sue Kingman, Rosemary Scully</p> <p>7. any of the foregoing matters that have been done on or before the date of the meeting be and are hereby adopted, ratified, confirmed and approved.</p> <p>The Chair thanked the Board for the approvals. NL reported that after the meeting the Chair and JJ will sign the documents and Eversheds will hold them and deem to have approval to date at merger and will then circulate dated copies.</p> <p>The Chair noted just how long it has been for everyone involved in this. There will be a time for a proper thank you on the 3 January but for now the Chair thanked the Board profusely, JJ and the SLT for their leadership, SC for her superb work, the DfE team CD and Marcela Ashcroft del Pino and HCUC colleagues. There have been some really difficult moments to step through and the Board remained resolved to prioritise the safeguarding of the student experience and drive forward the merger. During this time the College lost a student in the most tragic circumstances. The Board and SLT have stayed the course and safeguarded the student experience and it is incredible public service and the Chair thanked colleagues for this.</p> <p>For information to give assurance on processes completed and further actions in place the Board noted the:</p> <ol style="list-style-type: none"> 1. Governance merger timetable 2. Governance post-merger action plan 3. RuTC Stakeholder and Scrutiny Committee 4. RuTC governance handover for merger 	
11	<p>Committee reports Full minutes of all Committee meetings were included in the Board papers. It was agreed that approvals had all been taken under item 9 and the Board noted the minutes and approvals below:</p>	
1	<p>College Redevelopment Project Group (CRPG) The Board noted the minutes from the 5 December 2022 Items for approval were noted as (a cost of £188k):</p> <ul style="list-style-type: none"> • Sports hall revised RIBA stage 4 design– budget of £90,000. The sports hall to be in place by September 2024 • Reissue of the sports pitch tender for Craneford Way – budget fee cost of £20,000. The sports pitch to be in place by September 2023 • Fees to cover issue of the section 278 for tender - budget fee costs of £15,000 (tender information attached). Clarion is keen for the College to progress this • Consideration of designing the new road through the site to the Clarion site – fee cost of £8,000 • Commence the design to slide over the relocation of the STEM site cabins – fee cost of £5,000 • Atkins to resolve the permit from Thames Water for the foul pumping station (circa £50K) (see item 9.8) 	
2	<p>Curriculum Quality and Standards Committee: The Board noted the minutes of meeting of 23 November 2022 Items for approval were noted as:</p> <ol style="list-style-type: none"> 1. College Self-Assessment Report 2021-22 (see item 9.1) 2. Quality Improvement Plan (see item 9.2) 	
3	<p>Audit and Risk Committee: The Board noted the minutes of the 29 November 2022 and 8 December 2022 Items for approval were noted as:</p> <ol style="list-style-type: none"> 1. Annual report of the Audit and Risk Committee (see item 9.4) 	

	<p>The Board noted the:</p> <p>2. College and RuTC TS year end audited accounts 2021/22 including financial statements and regularity auditor's management letter (see item 9.3 and 9.5)</p>	
4	<p>Finance and Resources Committee</p> <p>The Board noted the minutes of 28 November and 8 December 2022</p> <p>The Board noted the:</p> <p>1. College and RuTC TS year end audited accounts 2021/22 including financial statements and regularity auditor's management letter (see item 9.3 and 9.5)</p> <p>2. Clarion/RuTC longstop letter of extension to March 2023 (see item 11.4.1)</p>	
5	<p>Search, Remuneration and Performance Committee</p> <p>The Board noted the minutes of 30 November 2022</p> <p>Items for approval were noted as:</p> <p>1. Terms of office renewals (see item 9.7)</p> <p>2. Terms of reference renewals for all Committees (see item 9.6)</p> <p>Items for information were noted as:</p> <p>Annual report of the SRP Committee (see item 11.5.3)</p> <p>Board case studies – Quality Recovery and Merger (see item 11.5.4)</p>	
12	<p>This is the last meeting of the RuTC Board.</p> <p>The Chair noted that there will be a last tour of the building and dinner on the 3 January 2023 and encouraged colleagues to come in for the last hours of legal ownership. It is informal and an opportunity for final thank yous and goodbyes to colleagues not moving forward to the new Board and College Group.</p> <p>For now the Chair thanked CO at her last staff governor meeting for all her excellent work and AdL for all of the years of excellent work, service and loyalty to this college. The last three years have been hard at times for all of us and AdL has been an anchor for the College.</p> <p>JJ thanked the Board, in particular the Chair for his support and challenge which has been valued, SC for her fantastic work and support, the entire SLT who have been a real support through this time and DfE colleagues CD and Marcela Ashcroft del Pino. JJ wished LS and GH all the best for taking the College forward.</p> <p>CD thanked everyone and passed on a huge congratulations for a great job and well delivered outcome.</p>	
13	<p>Any other business</p> <p>There were no items raised. The Chair thanked all colleagues for getting to this place. (Staff and student governors and officers departed: 19.08)</p>	
14	<p>Confidential SRP Committee minutes from the meeting held on 30 November 2022.</p> <p>Performance reviews from 2021-22 and objectives for 2022-23 for senior post holders/SLT</p> <p>JJ reported on the reviews and objectives until dissolution for the Executive Director Business Development and Innovation and Group Director Finance and Resource Planning (RuTC). The objectives for SFW and SW will be circulated to the other independent members. These will be in place until dissolution.</p>	SC
15	<p>Performance reviews from 2021-22 for the Principal and CEO and interim governance advisor</p> <p>The Board noted the performance reviews and agreed the Principal and CEO's review had been thoroughly covered at the SRP Committee. The objectives for the interim governance advisor were noted until dissolution and will be circulated.</p>	SC

Meeting closed: 19.13

The Chair and Principal and CEO signed the merger documents with guidance from Eversheds and SC.