

CORPORATION OF RICHMOND UPON THAMES COLLEGE
MINUTES OF A CORPORATION BOARD MEETING HELD ON
WEDNESDAY 25 March 2015 AT 6.00 PM IN ROOM D6
AT RICHMOND UPON THAMES COLLEGE

PRESENT:

Mrs Cathy Bird	Chair of the Corporation, Independent member
Mrs Barbara Gilgallon	Vice-Chair of the Corporation, Independent member
Mrs Abosede Dada	Independent member
Ms Gergana Duff	Independent member
Mr Robin Ghurbhurun	Chief Executive and Principal
Ms Jeanne Kenyon	Student member
Professor Paul Leonard	Independent member
Mr Peter Llewellyn	Independent member
Ms Sally Newton	Independent member
Mr Giles Nestfield Roberts	Academic Staff member
Mr Rob Pope	Independent member
Ms Rebecca Veazey	Independent member
Ms Lucy Watson	Independent member
Mr Gareth Watts	Staff member
Ms Chloe Wint	Student member

IN ATTENDANCE

Mr Nanda Ratnavel	Deputy Principal
Mr John O'Shea	Vice-Principal
Ms Judy Hallam	Former Interim Vice Principal (agenda item 4.0)
Mrs Debbie Parkes	Clerk to the Corporation

PART ONE

1.0 Introductions, Welcomes and Opening Remarks

The Chair invited members to raise any questions under Part Two of the meeting. There were no questions. Agenda items 12.3 and 12.4 were ‘unstarred’ in relation to agenda items 5.0 and 8.0 respectively.

The Chair welcomed the Deputy Principal and the Vice Principal to the meeting.

The Chair advised members that the Clerk was retiring from her post at the end of the academic year.

This was the last meeting attended by the student governors and the Chair thanked Ms Wint and Ms Kenyon for their enormous contribution to the work of the Corporation over the past year, during which time they had drawn the Board’s attention to the views of students and provided input to a number of Corporation committees and panels.

2.0 Apologies for Absence

There were no apologies for absence.

3.0 Declarations of Interest

The Chair called for any declarations of interest from members in the business to be discussed at the meeting. There were no declarations of interest.

4.0 Teaching and Learning: Apprenticeship Provision - Presentation

The Corporation received the previously circulated report ‘Apprenticeships Update’. Copies of the slides used in the former interim Vice-Principal’s presentation were tabled, together with a leaflet: ‘RuTC Apprenticeships: The Facts’. The Chair advised that this was an area that the Board would wish to keep track of over the coming months.

The Chair drew members’ attention to the ‘Learning Walks’ that governors had recently taken part in and said that this had been a very positive experience.

The Board noted that the College offers apprenticeships in: Business and IT, Construction, Creative and Digital Media, Engineering, Hospitality and Catering and Sport and Recreation.

Questions were invited following the presentation. In response to a question from the Chair members were advised about the benefits of employing an apprentice to local medium size businesses. Members noted that some apprenticeship activity will take place in the workplace, whilst some may take place in College and some online. Members asked whether all avenues for apprenticeship provision had been pursued with the members of the governing body itself. Recognising that this was a slightly different concept, a governor noted that local charities would welcome the input of students, for example in terms of IT support.

The Principal advised that it was possible to pursue an apprenticeship to degree level and that apprenticeships were an excellent option in terms of employment prospects.

The former interim Vice Principal left the meeting.

5.0 The College Redevelopment Project

5.1 Update on Progress

The Principal drew members' attention to the endorsement by LEP of the College's Round 1 funding bid, subject to the process of due diligence. He advised that the loan agreement for the LBRuT Council to advance £4,000,000 to the College was due to be signed following this meeting. The Principal said that he had seen the first sketch of the architect's internal design, which was impressive, and that he would share designs with the Board as they emerged. A public meeting would take place in the College's Music Hall on 21st April with all the Richmond Education Enterprise Campus partners present. The Principal advised that the College had received a positive response to its communications with its neighbours about the proposed development.

The Principal presented a model of the planned REEC. He noted that designs for the Free School were progressing well.

5.2 Recommendations from the College Redevelopment Monitoring Group

The Corporation received the tabled report 'College Redevelopment Project: Recommendations from the College Redevelopment Monitoring Group'.

The Corporation Chair introduced this agenda item and members' attention was drawn to the recommendations of the College Redevelopment Monitoring Group in the minutes of its meetings held on 25 February 2015 and 19 March 2015. She advised that the Group had looked at the following areas at its two meetings:

- The Collaboration Agreement between the REEC partners
- The Heads of Terms for Land Sales with the LBRuT and Haymarket
- The procurement process
- The Build Cost breakdown, the Forecast Expenditure Breakdown and the 5 year Financial Plan
- The Investment Appraisal
- The Risk Management Plan

The Corporation Board discussed the rationale for the arrangement with London Borough of Richmond upon Thames (the "Council") to advance £4m of the sale proceeds to the College (the "Proposed Transaction") prior to exchange and completion of the sale of land from the College to the Council as part of the Richmond Education and Enterprise Campus (the "Sale"). It was noted that the reason for proceeding with the Proposed Transaction and the Sale is to fund the design development and enabling costs associated with the adopted College REEC development project.

The governors noted and agreed that:

(1) the College has the power to enter into the Proposed Transaction and the Sale with the Council on the terms described;

(2) the College is an exempt charity and therefore the Governors need to make sure they have considered and complied with relevant charitable issues before proceeding. Particularly, one of the principal duties of a charity trustee (ie, the Corporation members) is to safeguard the assets and solvency of the College (this obligation being also afforded to the Principal and Clerk under the Instrument & Articles). With this in mind, the Corporation, the Principal and Clerk confirmed that the Proposed Transaction and the Sale was in the best interests of the College, in furtherance of its objectives and that the price for the land represents the best price reasonably obtainable based upon independent professional advice. Furthermore it was confirmed that the land that is subject to the proposed charge and sale option is not required for any other purposes and that the monies from the advance can best be applied to furthering the College's objective of transforming the College's estate and buildings for the greater benefit of students;

(3) the assets and solvency of the College were not being put at risk by spending the advanced monies prior to the Sale because, if the Sale did not proceed for any reason, the College would be able to exercise its put option to require the Council to acquire the alternative site and repay the monies to the Council from the proceeds of sale. The residual proceeds from the sale could then be applied to further its strategic estate development objectives. It was agreed that the benefits associated with the Proposed Transaction far outweigh the risks.

After due and careful consideration it was unanimously resolved:

(i) that it was in the best interests of the College to enter into the Proposed Transaction (to advance £4m of the sale proceeds to the College);

(ii) to enter into the following agreements:

Loan Agreement;

Option Agreement; and

Legal Charge

Transfer

in respect of the Proposed Transaction.

(iii) to give delegated authority to the Chair of the Corporation and the Principal to agree and finalise the terms of the Proposed Transaction as required

(iv) that the seal of the College be applied to the proposed Transaction documentation and that the authorised signatories of the Proposed Transaction documentation be the Chair of Governors and any other Governor.

AGREED

6.0 Key Performance Indicator Targets for Success

The Corporation received the previously circulated report 'Key Performance Indicators 2014/2015'.

The Board was advised that the February forecast for student performance had been scrutinised by the additional CQS meeting held a month ago and that measures for improvement in some areas had been shared with governors.

The Allocations and Finance figures at March 2015 had been presented to the Finance and Resources Committee meeting on 18 March and members had seen that there was a modest improvement to the deficit which was better than budget by £35k. The Chair of the Finance and Resources Committee had requested the addition of a further column to the Allocations and Finance KPIs, forecasting the 2016 year end position.

The Corporation requested the addition of two more KPIs to reflect tracked value added and staff utilisation. Members also asked whether it was possible to include a KPI to indicate the present state of recruitment figures. **ACTION: PRINCIPALSHIP**

7.0 Minutes of the Corporation Board

7.1 Minutes of the Corporation Board meeting held 3 December 2014

7.1.1 For Approval

The Corporation received and approved the previously circulated minutes of the Corporation Board meeting held on 3 December 2014. **APPROVED**

7.1.2 Matters arising from the minutes of the Corporation meeting held 3 December 2013

There were no matters arising not covered by the agenda.

8.0 Appointment of Members

8.1 Appointment of Student Members of the Corporation

The Corporation approved the appointments of Darren Keenan and Tajay Bryan as student members of the Corporation with a term of office to run from 26 March 2015 until 26 March 2016. **APPROVED**

The Corporation approved the appointment of Sally Newton as an Independent member of the Corporation with a four year term of office to run from 25th March 2015 until 25th March 2019. **APPROVED**

The Corporation approved the appointment of Michael Morley as a Co-opted member of the Corporation with a one year term of office to run from 25th March 2015 until 25th March 2016. **APPROVED**

The Corporation approved the appointment of Michael Morley as a member of the Audit Committee and of the College Redevelopment Monitoring Group. **APPROVED**

The Board's attention was drawn to the minutes of the Governance, Search and Remuneration Committee meeting held on 4th March 2015. The Chair advised that the GSR Committee had reviewed the English College's Code of Good Governance, which states that Board members must avoid conflicts of interest and act solely in the interests of the college at all times. Therefore, the Committee had agreed to recommend to the Corporation that the Standing Orders of the Corporation should reflect that any member of staff or governor at a school or college in direct competition for the same students as RuTC should not be considered as a candidate for the Board. In response to a governor's question the Chair advised that this rule would not take effect retrospectively.

The Corporation approved the recommendation of the Governance, Search and Remuneration Committee that the Standing Orders of the Corporation are amended to state that any member of staff or governor at a school or college in direct competition for the same students as RuTC should not be considered as a candidate for the Board. **APPROVED**

ACTION: CLERK TO THE CORPORATION

9.0 Objectives for Senior Postholders

The Deputy Principal and the Vice Principal spoke about their backgrounds and their aspirations for their roles.

9.1 Objectives for the Deputy Principal 2015

The Corporation received the previously circulated report 'Nanda Ratnavel Key Work Objectives April – August 2015'. The Deputy Principal provided members with some further detail about the following key short-term objectives leading to the start of the next academic year:

- Complete the IT infrastructure redeployment
- Set the revenue and capital budgets for 2015/16
- As part of RuTC's Strategic Plan, produce an associated financial plan for the years to 2019/20 including an outturn forecast for 2014/2015
- Review and realign corporate service structures
- Complete the plans for the 2015/16 phase 1 decant
- Develop stakeholder engagement

The Corporation welcomed the Objectives, noting their comprehensive and comprehensible nature.

9.2 Objectives for the Vice-Principal 2015

The Corporation received the previously circulated report 'Objectives for the Vice-Principal 2015'. The Vice-Principal spoke about how he would achieve his Objectives for the year, which were to:

- Lead on improvement in year-end success rates
- Review and oversee production of a timetable that is fit for purpose and enables smooth enrolment and implementation of quality systems at start of term
- Develop effective attendance monitoring system
- Review and lead on curriculum offer
- Lead and manage Training Solutions to develop systems, expand service, quality and size of delivery

In response to their questions governors noted that:

- a number of key changes were being made to the College website site and there were exciting plans to expand on the use of social media
- pockets of staff absenteeism would be identified and dealt with appropriately
- poor student behaviour and attendance would not be tolerated (there was no ambiguity attached to this issue)
- a report on the College's tutor system would go to the Curriculum, Quality and Standards Committee

The Corporation approved the Objectives for the Deputy Principal and Vice Principal for 2015 as presented.

APPROVED

10.0 Management Accounts to 31 January 2015

The Corporation received the previously circulated report 'Management Accounts to January 2015'. The minutes of the Finance and Resources Committee meeting held on 18th March 2015 were noted.

The Chair of the Finance and Resources Committee drew members' attention to Appendix 3 of the Management Accounts 'Key Performance Indicators 2014/2015 – Allocations and Finance' and noted the Committee's concern that the College only has 1.4 days cash in hand at March 2015.

The Deputy Principal advised that staffing issues had prevented the receipt of the February Management Accounts at this meeting, as would have been usual.

11.0 Risk Management Report including REEC Risk Management

The Corporation received the previously circulated report 'Risk Register and Management Plan 2014/2015 Updated February 2015'. The notes of the Audit committee meeting held on 11th March 2015 were noted.

The Corporation Chair suggested that committees should monitor relevant High Risks on the College's Risk Register at the top of the agenda for each of their meetings.

ACTION: COMMITTEE CHAIRS/CLERK TO THE CORPORATION

The Corporation Chair drew members' attention to the Richmond Education Enterprise Campus Risk Register, which had been monitored by the College Redevelopment Monitoring Group (minutes of Monitoring Group meeting 19th March 2015).

The Chair of the Finance and Resources Committee noted the Group's request that where there is a financial cost to the risk, that cost should be stated. The size of the contingency should also be monitored.

Attention was drawn to the risk 'Objections raised by residents, special interest groups or Sport England regarding proposed use of College sports field and/or Sport England objects to proposals for sports facilities'. The Principal spoke about the positive nature of his meetings with the Local Community Forum. Governors asked whether they might help with communication to residents and it was agreed that they should attend the public meeting to take place in the College's Music Hall on 21st April.

ACTION: CORPORATION BOARD MEMBERS

PART TWO

12.0 Minutes of Committee Meetings – For Information

12.1 Student Liaison Committee

The Corporation received the previously circulated minutes of the Student Liaison Committee meeting held on 4 February 2015.

12.2 Curriculum, Quality and Standards Committee

The Corporation received the previously circulated minutes of the Curriculum, Quality and Standards Committee meeting held on 11 February 2015.

12.3 College Redevelopment Monitoring Group

The Corporation received the previously circulated minutes of the College Redevelopment Monitoring Group meetings held on 19th December and 25th February 2015. The minutes of the College Redevelopment Monitoring Group meeting held on 19th March were tabled.

12.4 Governance, Search and Remuneration Committee

The Corporation received the previously circulated minutes of the Governance, Search and Remuneration Committee meeting held on 4 March 2015.

12.5 Curriculum, Quality and Standards Committee

The Corporation received the previously circulated minutes of the Curriculum, Quality and Standards Committee meeting held on 10 March 2015.

12.6 Audit Committee

The Corporation received the previously circulated notes of the Audit Committee meeting held on 11 March 2015.

12.7 Finance and Resources Committee

The Corporation received the tabled minutes of the Finance and Resources Committee meeting held on 18 March 2015.

13.0 Capital Budget Monitoring Report to February 2014

The Corporation received for information the previously circulated report 'Capital Budget Monitoring Report to February 2015'.

14.0 Any other Business

15.0 Date of Next Meeting

CORPORATION WORKSHOP: WEDNESDAY 6 MAY 2015 AT 6PM

CORPORATION BOARD MEETING: WEDNESDAY 12 JULY 2015 AT 6PM

The meeting closed at 8.00 pm

