



Full Governing Body Minutes

Meeting	Full Governing Body	Date	Tuesday 18 th December 2018
Location	Boardroom J221, Canterbury College	Time	5.34pm
Membership	Charles Buchanan (Chair), Graham Razey (Group Principal), <i>Penny Williams</i> , Tom Price, Gail Clarke, Miranda Chapman, Jonathan Clarke, Tony Allen, <i>Tim Kent</i> , Peter Wood, Nicola Kelly (Staff Governor) and Omar Walker (Student Governor)		
In Attendance	Anne Leese (Group Deputy Principal) Chris Legg (Executive Director – Finance and Commercial Development) Tammy Mitchell (Executive Director Schools and Early Years) <i>Paul Sayers, (Executive Director – Strategy and Partnerships)</i> Lauren Anning (Executive Director – Student Experience and Wellbeing) Tara Ashman (Clerk) Jamie Weir (Invited Observer)		

* *Italics notes absence*

	ITEM	COMMENTS	ACTION
1	Welcome and Apologies	The Chair welcomed members to the meeting; apologies were received from Tim Kent and Penny Williams. Paul Sayers gave his apologies and was not in attendance.	
2	Declarations of Interest	There were no declarations of interest at the meeting.	
3	Minutes of the Meeting held on 14th November 2018	The minutes of the meeting held on 14 th November 2018, including the confidential minutes, were reviewed and approved as an accurate record and duly signed by the Chair.	

4	Matters Arising	Members discussed the use of Office 365 in receiving papers, there were a couple of teething problems within conflicting business accounts and GR reminded members that the Group is able to issue devices to Governors.	
5	Chairs Report	<p>The Chair tabled a presentation on the changes to the insolvency regime asking Governors to consider the content and forward any questions to the Principal and Clerk.</p> <p>The Chair regularly meets with the Clerk and the Principal and recent discussions include items contained within the agenda and recent communications with the union.</p> <p>Kate Young and the Chair met to discuss Group safeguarding, noting that some procedures need to be more robustly followed but both are comfortable with the plan for progress. The annual report will be coming to the board in January.</p> <p>Given the workload of Governance it has been agreed that the work of the Education and Partnership sub-group may be duplicated in some areas and as such the sub-group would be removed from the structure and Governors be redeployed to other matters, the Chair will speak to Governors concerned individually in this regard.</p> <p>The Chair asked members to consider if moving the July strategy from 9th July to 2nd July would help with attendance.</p>	
6	Principals Report	<p>GR invited questions on the report and highlighted the following updates:</p> <p>Funding – The Government has increased funding for High Needs by £350million, although the Group currently has an agreed contribution for this year and next this is welcome news. There is continued pressure for 16-18 funding for 2019/2020 as the base rate remains unchanged. The Group will be significantly down on adult funding next year and is currently working with the ESFA to get more detail on the amounts not yet defined.</p> <p>Unions – GR and AL are meeting with the UCU Union tomorrow; recent negotiations have</p>	

		<p>included a number of requests that are inconsistent with Group policy and the national FE picture. There is no evidence of recognition for collective bargaining and discussions continue.</p> <p>Yarrow Hotel – The Group is through to the final three for a beacon award in Practical Teaching and Learning and a visit is planned to the Yarrow on 10th January. The Yarrow is now the number one hotel in Kent and 227th in England on Trip Advisor.</p> <p>MAT – TM advised that two governing bodies have now signed a resolution to join the Multi Academy Trust and work continues on securing the third. A full update will come to the March meeting.</p> <p>Prison Education – A Director for Into Work has been appointed and commences the post in February. It is hoped that there is still some opportunities to explore within this arena.</p>	
7	<p>Clerk and Governor Report</p>	<p>The Clerk reported on recent business undertaken by Governors outside of the Main Corporation meeting:</p> <p>Finance Sub-Group – Members supported the recommendation of the signing of the financial accounts for 2017-2018. The accounts are well presented and detailed and Governors should be assured that the accounts are looked at line by line at each meeting.</p> <p>Instrument and Articles of Government – The Clerk noted that Eversheds have reviewed the Instrument and Articles and offered revised wording for the inclusion of Local College Boards but also assurance that article 4 offers suitable wording to allow for Local College Boards within the Governance structure. Members discussed the options and the wording which can be used within the standing orders and agreed that article 4 is sufficient for the current Group use. Subject to this amendment the Instrument and Articles as presented were approved for use.</p> <p>APPROVED – Governors approved the revised Instrument and Articles of Government for publication and use</p>	

		<p>Commercial Developments Advisory Group - This group now considers the financial information for the commercial outlets and will report on any updates of new commercial developments.</p> <p>Student Experience Reviews – The Chair undertook a recent student experience review at Folkestone and recommended the opportunity to members. The College Principal noted the concerns raised with work experience and this is being actioned. The Clerk invited members to participate in the remaining reviews and noted that the learner walkthrough dates would be circulated in the new year once confirmed. Tom Price volunteered for the Dover Technical College review on Wednesday 6th March; the Clerk to action.</p> <p>Draft Calendar 2019-20 – The Clerk asked members to review the draft dates proposed for 2019-2020 and advise of any early clashes so any dates can be rescheduled in good time. Members discussed the movement of the July meeting however it was agreed that this should remain as 9th July 2019.</p>	Clerk
8	Group Performance Indicators	<p>GR apologised for the delay in Governors receiving the CPIs, this is due to the time of the month the data is reported against the deadline for papers to be distributed. Governors agreed that more up to date CPIs were preferable and were content to receive these when published.</p> <p>GR noted there is now information populated in most indicators for November and highlighted applications as an area of concern. This is partly due to the splitting of the Group provision across 5 branded units and the KCC online site having challenges with this. Open days have been very positive and there has been an increase in attendance to the November ones. December/January figures should show if this has converted into real applications.</p> <p>GR highlighted the current shortfall in the adult education budget which will need careful monitoring in year.</p> <p>Teaching, Learning and Assessment has dropped at Broadstairs and is being challenged and monitored through the LCB.</p>	

		<p>GR led members through the remaining indicators and invited questions.</p> <p>A Governor complimented the Group on the current apprenticeship performance against the national decline.</p> <p>Part B indicators are reflective of the management accounts however there is a noticeable downward trend in Governor attendance which is at its lowest point since 2010.</p> <p>The Chair reminded Governors of their commitment and is supportive, along with the Clerk, in being as flexible as possible to manage external demands on time. The indicator measures the formal committees – Full Governing Body, Audit and Search and Remuneration and Governors discussed how the other meetings and contributions can be captured. The Chair noted that the Search and Remuneration Committee are actively seeking additional Governors and invited members to put forward any potential Governor recommendations within their own business networks.</p>	
9	Finance Report	<p>CL noted that the finance sub-group has reviewed the accounts presented. There have been a number of issues in receiving some income however this has been a technical issue that is being resolved and is not due to a more reduced learner number than already identified.</p> <p>Pay costs are currently reporting an underspend however although a pay award has been budgeted it is not showing until it is approved so a slight overspend is forecast.</p> <p>The Group needs to resolve the current net liabilities position, merger resolved the long-term debt but the short-term position is being managed by the revolving credit facility and it is hoped that the Group will trade their way out of this within the next three years by delivering the EBITDA and a reduction in capital programmes.</p> <p>As a merged organisation the forecast is for good financial health overall for 2018/2019.</p>	

		<p>The management accounts are now detailed to business unit level which has been well received by the College Principals and Managers. CL invited questions.</p> <p>A Governor noted the reliance on the finance sub-group for assurance and challenged the greatest risks for the board. A member of the sub-group noted that cash flow and hitting the EBITDA are the biggest causes for concern and these are being carefully monitored. The sub-group are mindful of any slips on banking covenants but are assured there are none at present.</p> <p>It was noted that in year income targets have been discussed at LCBs but also recognised that it is a lot of information for the untrained eye, the sub-group is vital in giving that assurance.</p>	
10	Audit Committee Update	<p>Tony Allen as newly appointed Chair of the Audit Committee provided an update of the recent meeting. The post audit report will be covered in the next item however it was confirmed that the committee recommend that the year-end financial papers be signed by the Chair and GR as Chief Accounting Officer.</p> <p>Katharine Patel from Buzzacott presented the findings from the recent review on corporation tax and commercial activity and this will come as a paper to the January board. If there are any issues that Governors wish addressed within this item they are invited to direct these to the Chair or Clerk in advance of the paper deadline.</p> <p>The internal audit for 2018-2019 was updated to reflect the risks of the Group with GDPR now including cyber security.</p> <p>Members discussed reviewing auditors and how these are extended. A Governor noted that the dates within the annual audit report were inaccurate and the Clerk will amend to reflect the appropriate accounting year in terms of audit representation. CL reminded members that there is no need to tender for audit partners in regards to the financial regulations as it is below the authorisation threshold but noted that comparison quotes will be presented to the next Audit Committee meeting.</p>	Clerk

11	Year-End Financial Papers 2017-2018	<p>CL advised that the final accounts represent 6 months of the merged Group and 6 months of East Kent College. The surplus reported will be a message that needs managing as it does not represent an accurate position of the Group given the way the transaction unit money is reported. Approval is needed for signature demonstrating that it is a true and fair view.</p> <p>The Chair noted that the key facts of the Group, including the current financial position, will be updated and circulated to all members in the new year.</p> <p>Governors agreed that the financial statements & management reports 2017/18 and the audit representations letter be approved and signed respectively.</p> <p>RESOLVED - The Financial Statements & Management Reports 2017/18 were approved and Signed by the Chair and the Chief Accounting Officer respectively</p> <p>RESOLVED - The Audit Representation Letter was approved and signed by the Chair</p>	GR
12	Local College Boards Update	<p>The respective Co-Chair for each LCB provided an update on the recent meetings, the draft minutes will be shared via the Governance intranet site. The items being referred to the corporation are good news stories and notable challenges at each College, in particular mental health and wellbeing. Members discussed the option of a sixth board for WorkHigher and the opportunity for additional external stakeholders to be involved with the boards and how this would work in practice. It was agreed there should be a session at the strategy afternoon in January to consider the options in more detail.</p> <p>Miranda Chapman as Co-Chair of Folkestone Board noted that there will only be two additional items to the standing items at the next meeting to allow more time for debate, this was also the case for other boards.</p> <p>Tom Price as Co-Chair of Broadstairs Board and, having had previous Chair experience of the advisory boards, commented that the meetings were a significant step forward in terms of both content and participation. It was noted that the item raised at Broadstairs LCB for the board had</p>	Clerk

		<p>since been resolved; TM advised that the exclusion policy for the Technical School now mirrors the policy across the Group.</p> <p>A Governor challenged the assurance for the corporation in terms of discharging its responsibility for educational matters appropriately. Co-Chairs were more confident in the detail and discussion in this new format and were assured by the interrogation of the statistics and wider issues at a College level. Triangulation of the LCB Governors to observe this in practice will be key to obtaining this assurance.</p> <p>A Governor reminded members that the LCBs would offer succession planning for the corporation and this should be considered over the coming meetings.</p> <p>[Omar Walker left the meeting at 7.20pm]</p>	
13	Self-Assessment Report	<p>AL advised that this is the first Self-Assessment Report (SAR) as a Group. The judgement formed is for the entire Group and its performance last year, the previous Ofsted grades for both Canterbury and College and East Kent College were given as context. Beneath the Group level each College and business unit undertook a self-assessment which has been validated and scrutinised. The report is deliberately succinct and the focus is on the areas of improvement.</p> <p>[Omar Walker re-joined the meeting at 7.23pm]</p> <p>AL noted that the full evidence base went to the Education and Partnership sub-group in its entirety and the grades are presented for resolution by the board. The Quality improvement Plan will come back to a later meeting with timescales and costs populated. A Governor asked if the QIP should be at a College level, AL advised that each department across the Group has an impact on the QIP but has limited influence in terms of resources.</p> <p>A Governor challenged the assessment of leadership and management given a number of new appointments to senior roles within the organisation. GR and the executive team had previously debated this extensively and are acutely aware of what might happen should the support and</p>	

		<p>development not be in place for this tier however the SAR is a snapshot of 31st July 2018. The QIP reflects the newness of some of the senior team. It was recognised that if there were an Ofsted visit imminent then a current self-assessment would be drafted and presented.</p> <p>The Chair asked TM as the newest member of the executive team her opinion on the process. Schools data is not reported historically so this was a very different approach however TM is assured with the accuracy of the evidence.</p> <p>By a show of hands, Governors approved the Self-Assessment Report 2017/18.</p> <p>APPROVED – Governors approved the Group Self-Assessment Report for 2017-2018</p>	
14	Policy Review	<p>AL presented the updated code of conduct, fees and whistleblowing policy and the public value statement for approval. Changes have been made to reflect the Group structure and job roles and a combination of the two separate policies and procedures pre-merger.</p> <p>Members reviewed and considered the policies and public value statement, approving publication and implementation for each.</p> <p>APPROVED – Governors approved the Code of Conduct, Fees Policy, Whistleblowing Policy and Public Value Statement for publication and implementation</p>	
15	Sittingbourne Update	<i>This item was considered confidential and will form Part A confidential minutes</i>	
16	Pay Award 2018-2019	Members agreed to move this item to the end of the meeting.	
17	Draft Agenda for the next Meeting	Members agreed the draft agenda for the next meeting and confirmed that future strategies and an update on Local College Boards would be the focus for the strategy afternoon.	



18	Any Other Business	There was no other business at the meeting.	
19	Matters Considered Confidential	Item 15 will be reported under Part A confidential minutes and Item 16 will be reported under Part B confidential minutes. Both items are confidential until such time as all parties have been informed.	
20	Date and Time of Next Meeting	5.30pm, Tuesday 29 th January, Yarrow Hotel, Broadstairs	
	Pay Award 2018-2019	[Nicola Kelly, Omar Walker, Lauren Anning, Tammy Mitchell and Jamie Weir left the meeting at 7.56pm] <i>This item was considered confidential and will form Part B confidential minutes</i>	

There being no further business the meeting closed at 8.17pm

Signed:

Print:

Date:

The FGB Chair, CEO and the Director of Governance have been given delegated authority by FGB to review confidential minutes on an annual basis. The following minute was released for publication following the review panel meeting held on 12 November 2020.

FGB Meeting of 18/12/18 Part B Confidential Minute Number 16

	ITEM	COMMENTS	ACTION POINT REQUIRED
16	Pay Award 2018-2019	<p>[Nicola Kelly, Omar Walker, Lauren Anning, Tammy Mitchell and Jamie Weir left the meeting at 7.56pm]</p> <p>GR noted that the AoC recommendation is currently a consolidated £250 or 1% pay award however the recommendation for the Group is that this award be unconsolidated and non-pensionable at this time made to all established staff with the exception of senior post holders. It was further recommended that should the Government provide additional funding for a pay award or raise the national base rate for learners in 2019-2020 that this be revisited by the board in year.</p> <p>Members discussed current staff wellbeing and perception, it was felt that a pay award is not expected and a bonus payment before Christmas would be well received. Members were unanimously supportive of the recommendations.</p> <p>APPROVED – Governors approved an unconsolidated pay award to all established staff (with the exception of senior post holders) employed on 1 December 2018 of £250 (per FTE) to be made in the December 2018 salary</p> <p>AGREED – Governors agreed to revisit the pay award for 2018-2019 should the Government provide additional funding for a pay award or the national base rate is raised for academic year 2019-2020</p> <p>Members discussed pay harmonisation to the new scale introduced in January 2017 and it remains the endeavour to harmonise pay as soon as it is both practical and affordable.</p> <p>Staff wellbeing is of paramount concern to the executive with staff significantly affected by the recent restructure. The Group has formed a Staff Consultation Committee (SCC) which will have two representatives from each business unit and service department and it is recommend that an annual staff wellbeing fund be available for this group to manage. The Chair commented that he had discussed this previously with GR and was supportive of the reduction in salary of the Chief Executive as a gesture of personal commitment to the wellbeing of staff. Governors were supportive of the recommendation.</p> <p>RESOLVED - Governors resolved to reduce the Group Principal and Chief Executive salary by £10,000 from 1 February 2019</p>	

		<p>Funding from the Group Principals' role on the Principals Reference Group and diversion of some of the professional fees budget for executive will make up the total £40,000 fund available.</p> <p>Governors discussed the current benefits of the organisation and AL will circulate these in greater detail to members outside of the meeting for information.</p>	<p>Anne Leese</p>
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