

### Governing Body Minutes

<b>Meeting</b>	Full Governing Body	<b>Date</b>	Wednesday 13 <sup>th</sup> December 2017
<b>Location</b>	Business Centre Boardroom, Broadstairs	<b>Time</b>	5.00pm
<b>Membership</b>	Beverley Aitken (Chair), Graham Razey (Principal), Patrick Hollis (Vice-Chair), Tom Price, <i>Jonathan Clarke</i> , Sarah Kemp, Tim Kent, Gail Clarke, Charles Buchanan, Stephanie Martin, Miranda Chapman, Jessica Foster (Student Governor), Joanna Brown (Staff Governor) and Joanne Timms (Staff Governor)		
<b>In Attendance</b>	Anne Leese (AL) (Officer) Paul Sayers (PS) (Officer) Chris Legg (CL) (Officer) Lauren Anning (LA) (Officer)  Tara Ashman (Clerk) Jamie Weir (Invited Observer)		

*\*\*Italics notes absence*

	ITEM	COMMENTS	ACTION POINT REQUIRED
1	<b>Welcome and Apologies for Absence</b>	<p>The Chair welcomed members to what may be the final meeting of the East Kent College Corporation, subject to merger discussions later in the meeting.</p> <p>Apologies were received from Jonathan Clarke.</p>	
2	<b>Declarations of Interest</b>	There were no additional to those previously declared and none directly related to any items within the agenda.	
3	<b>Minutes of meeting held on 27<sup>th</sup> September 2017</b>	The minutes of the previous meeting held on 27 <sup>th</sup> September 2017, including the confidential minutes were formally approved as an accurate record and duly signed by the Chair.	

4	<b>Matters Arising</b>	<p><b>Safeguarding Update</b> - AL circulated the update outside of the last meeting, the Chair queried the reporting procedure to the main board. AL advised that the Independent Safeguarding Chair will be invited to the next meeting to present the annual safeguarding report and proposed policy and will be invited at points throughout the year to provide independent reports and assurance to the Governing Body.</p> <p><b>Student Representation</b> - The Clerk confirmed that this is something that can be written into the new Instruments and Articles of the merged College.</p> <p><b>SharePoint</b> - There is currently a network user group and investment in technology has been brought forward in year. The Clerk advised that the proposal for the merged board will be to utilise the EKC email addresses for all Governors and explore the benefits of Office 365.</p> <p><b>Performance of the School</b> - This will be discussed in item 10.</p>	
5	<b>Chairs Report</b>	<p>The Chair reported a quiet period with the Shadow Board working towards bringing merger to its conclusion, however meetings with the Clerk and the Principal have continued to take place focusing on high needs, student recruitment and performance. The Chair supported the Principals application to the AoC board which was successful and GR is now a board member representing the South East region. The Chair has also supported applications for National Leader of FE and the Principals Reference Group, both of which report to the FE Commissioners Officer; it is a positive move for both GR and the College to get more involved in the national picture, the previous number of days agreed was 20 however there is a bursary attached to these positions which can be reallocated to the College.</p> <p><b>Staff Acknowledgements</b> - The Chair was advised of two Progression Mentors who had been recently commended by the Virtual School Kent for their work with young people who are in care or who have recently left care - Jeremy Fielding at Broadstairs and Vicky Crompton at Dover. Members were in agreement with these acknowledgements and the Clerk will write on behalf of the Chair and Governing Body.</p> <p style="text-align: center;"><b>AGREED - The Clerk will write on behalf of the Chair and the Governing Body to Jeremy Fielding and Vicky Crompton</b></p>	
6	<b>Principals Report</b>	<p>In the absence of GR, AL presented the Principals report and invited questions.</p> <p>AL updated members on High Needs Funding for 2017/2018; the allocation due in November was received earlier today with a significant number of applications declined across the group. Further detail will come out in due course but the impact will be substantial, anecdotally this is across the county however with a</p>	

		<p>larger proportion of high needs this has a greater impact here. PS updated members on the outstanding applications for 2016/2017, noting it is disappointing that this remains unresolved.</p> <p>AL noted that further detail is given within item 10 regarding 16-17 outcomes however a number of things have been actioned for this year from lessons learnt, citing the change to qualifications and the introduction of tests at level 2 across the programme this year as an example.</p> <p>The Chair congratulated the students on achieving awards at the World Skills UK Finals and members agreed that letters of congratulation from the Governing Body should be sent.</p> <p style="text-align: center;"><b>AGREED - The Clerk will write on behalf of the Chair and the Governing Body to Kayleigh Briggs (Dover), Zoe Kersley (Dover) and Jeremy Sapin (Folkestone) for their success in the World Skills UK Finals</b></p> <p>A Governor asked about the Industrial Strategy and how the College could access this, PS was unclear on the detail at this stage however the College will be looking at a potential Construction summit to engage with local employers. Miranda Chapman to speak with PS outside of the meeting.</p>	PS/MC
7	<b>Governor Feedback</b>	<p>The Clerk invited Governors to comment on the items within the paper:</p> <p><b>Management Accounts Working Party</b> - GC had nothing additional to report and thanked CL for the comprehensive papers received throughout the year.</p> <p><b>Governor Executive Link Scheme</b> - The scheme has been very positive and will continue with the board of the merged College, the Clerk to circulate the scheme for the Spring and Summer terms in the New Year.</p> <p><b>Governor Self Evaluations</b> - The summary report was noted, the Clerk described the proposed improvements to SharePoint and e-governance which received the most negative feedback in 2016-2017.</p> <p><b>Local Advisory Boards</b> - The plan for the Local Boards going into the merged College was discussed and noted by members.</p> <p><b>Internal Audit Review (Nursery)</b> - Stephanie Martin and Sarah Kemp met with Sue Bzikot who has been commissioned to undertake a review of the nursery provision in a wider group structure. The full report will</p>	

		come to the Audit Committee in March however PS was at the outcome meeting last week; nothing major was raised as a concern at the meeting with the exception of phones at the Folkestone Nursery which was dealt with immediately. Concern regarding CPIs for the school and nursery was discussed and AL confirmed that these would come to the next Broadstairs LAB meeting.	Agenda - LAB
8	<b>Audit Committee Report</b>	<p>TK highlighted the following items from the recent Audit Committee meeting held on 28<sup>th</sup> November 2017:</p> <p><b>End to End Student Experience Review</b> - The initial scope was to look at the dropout rate between application and the 42 day census point however the report went much further, TK recommended to circulation of the report to all members for information, the Clerk to action outside of the meeting. The report identified a number of things and is being led by LA from the executive team, it is a cultural change which needs a developed vision for the student experience. The difference in experience varies by the size of the campus and there are currently inconsistencies of approach and message by staff members.</p> <p><b>Internal Audit Plan</b> - This was mostly accepted by the Committee however some movement in financial reporting from budgetary controls to reviewing stock controls and corporation tax in the Yarrow was agreed.</p> <p><b>NOTED - Governors noted the Internal Audit Plan and subsequent updates</b></p> <p><b>Annual Report by the Chair</b> - This was discussed by the Committee and brought to the board for information.</p> <p><b>NOTED - Governors noted the Annual Audit Report</b></p> <p><b>Risk Management Report</b> - PS advised that merged group risk register has been designed and will continue to be updated as merger progresses.</p> <p><b>NOTED - Governors noted the Risk Management Report</b></p> <p><b>Policies</b> - The Committee reviewed the fees policy, anti-bribery &amp; theft policy and treasury management policy, recommending them for approval by the Full Governing Body. PS noted that the anti-bribery and fraud policy was the bringing together of two separate polices and only reported minor changes. TK highlighted a reference to the Business Committee, PS to update. Members approved the policies as presented.</p>	<p>Clerk</p> <p>PS</p>

		<p><b>APPROVED - Governors approved the Fees Policy, Anti-Bribery &amp; Theft Policy and Treasury Management Policy for publication and use</b></p> <p>The Audit Committee agreed that the Chair of Canterbury College Audit Committee and East Kent Audit Committee should have the opportunity to meet and provide any handover; this is being arranged for the New Year.</p>	
9	<p><b>Year End Financial papers 2016/2017</b></p>	<p>CL invited questions on the financial statements; the Audit Committee had the opportunity to meet with the External Auditors independently at the last meeting for additional assurance.</p> <p>TK confirmed that the Audit Committee recommend that the financial statements &amp; management reports 2016/17, audit representations letter and the regularity self-assessment questionnaire are approved and signed. Governors agreed to the recommendation.</p> <p><b>RESOLVED - The Financial Statements &amp; Management Reports 2016/17 were approved and signed by the Chair and the Chief Accounting Officer respectively</b></p> <p><b>RESOLVED - The Audit Representation Letter was approved and signed by the Chair</b></p> <p><b>RESOLVED - The Regularity Self-Assessment Questionnaire was approved and signed by the Chair and the Chief Accounting Officer respectively</b></p>	
10	<p><b>College Self-Assessment Review and Performance Outcomes</b></p>	<p>AL advised that in view of the Ofsted Inspection this year and merging in the New Year there was little to be gained from an overarching Self-Assessment report however an improvement plan will be presented to the board at the next meeting.</p> <p>[Graham Razey and Lauren Anning joined the meeting at 5.32pm]</p> <p>Due to the individual reports being presented for each College campus the level of detail presented to Governors was greater than in previous years. AL provided the detail at College level and for the Technical School including performance data in all areas. The school has maintained its self-assessment grade of good as a key performance measure is progression and the Ofsted findings have been maintained in this respect.</p>	<p><b>Agenda</b></p>

		<p>Apprenticeships have been self-assessed ranging from Good to Requires Improvement across the campuses which is a drop from the Ofsted Outstanding due to the issues with subcontracting and Construction at Broadstairs.</p> <p>AL reminded Governors it is the board's responsibility to approve the recommended grades for the College.</p> <p>A Governor queried its publication, AL advised the College normally chooses to publish this as an overall report although it is no longer mandatory. GR noted as part of the merger the College will likely publish both previous Ofsted reports and next year the self-assessment would be aggregated up to Group level as in previous years.</p> <p>A Governor noted the performance in Dover and asked how best practise was shared across the other campuses, AL advised there are regular meetings and training sessions at this level but the context for Ofsted would remain as an overall judgement; detail is not normally shared to the board at this level.</p> <p>The Chair sought assurance that key matters are being picked up in those areas requiring improvement. AL described the work within the curriculum areas including the introduction of tests throughout the programme and deeper independent learning to supplement the taught hours. Apprenticeships are now being managed centrally under the Director of Business Training.</p> <p>A Governor asked about the new management team and structure of the Technical School. The new model is working well with the students enjoying more time within the vocational areas; GR noted some pastoral issues in regards to break times and maintaining a certain level of segregation given their age however the early signs are encouraging against the original vision for the school.</p> <p style="text-align: center;"><b>APPROVED - Governors approved the self-assessment grades for 2016-2017</b></p> <p><b>This part of the item was considered confidential and will be reported under part A confidential minutes.</b></p>	
11	HEFCE Assurance	<p>LA noted the electronic resolution made on 17<sup>th</sup> November 2017 where the Governing Body gave authority to the Principal as Chief Accounting Officer (on behalf of East Kent College) to sign the annual Higher Education Funding Council for England (HEFCE) assurance statement to meet the deadline of 1<sup>st</sup> December 2017.</p>	

		<p>LA updated members on the assurance work to date in regards to Construction; the College is working with Pearson on an agreed retrieval plan with some students having their programme extended and some additional tutor resources in place to complete the course. Questions were invited.</p> <p>The Chair thanked LA for the update and formally noted the electronic resolution.</p> <p><b>NOTED - Governors noted the electronic resolution made on 17<sup>th</sup> November 2017</b></p>	
12	<p><b>Merger Update and Draft Transfer Agreement</b></p>	<p>GR confirmed that Canterbury College met on Monday 11<sup>th</sup> December and, subject to finalising the arrangements, legal documents and financial matters to effect the transfer, resolved to transfer assets and liabilities to East Kent College and dissolve from 1<sup>st</sup> February 2018.</p> <p><b>Restructuring Facility Application and Transaction Unit Negotiations</b> - PS provided an update to members on the approval from the Transaction Unit and described the conditions relating to part of the grant money. PS contextualised the deal and Governors were both assured and pleased with what had been negotiated. Members understood the conditions to be time limited and any repayment would be if the College performs better which would be mutually beneficial.</p> <p><b>Bank Negotiations</b> - PS advised both himself and CL have been in discussions with three banks, namely RBS, Santander and Barclays with the preference being Santander going forward with the best commercial terms for the merged College. The proposal is to extend the loan facility to repay the RBS debt and move day to day banking to Santander by 1 August 2018. PS invited questions. A Governor asked about what was being taken as a charge, PS advised the charge would be against Canterbury College campus which would enable Santander a seat at the table in future if necessary.</p> <p>The Chair recognised the work of CL and PS with the Transactions Unit and thanks were given. GR thanked the Governor sub group who had helped to shape the proposal. Governors considered the final draft version of the Restructuring Facility Grant Letter. A Governor noted there were a lot of 'subject to' items and would like to see a final version, members agreed that this would be circulated to the sub group.</p> <p><b>This part of the item was considered confidential and will be reported under part A confidential minutes.</b></p>	

	<p>Any resolutions are based within the framework already approved by the board and will work within these parameters however any material changes would need to come to the full board for resolution. Procedural matters for the coming weeks were discussed, GR confirmed the final sign off would be in January by himself and the Chair and reminded members that the East Kent College board would be remaining albeit with changes in personnel.</p> <p>A Governor asked about the solicitors not covering pensions, PS advised that the Teachers' Pension Scheme (TPS) is straightforward as it is not a funded scheme and the Local Government Pension Scheme (LGPS) would be an actuarial valuation as both organisations are in the same scheme. PS reflected that LGPS should be included in resolution 3 and this was agreed. A Governor queried contracts in the new organisation and whether there was any benefit or liability to walking away from some contracts and starting a new one, reputationally this may have an impact but is something for further discussion on an individual contract basis.</p> <p>A Governor raised the point on Outcomes which currently assumes outcomes have been met throughout the period, needs to be <i>at or throughout</i> for accuracy and to avoid misinterpretation.</p> <p>The Chair noted that notice of the meeting had been given in accordance with the Instrument and Articles to those Corporation members entitled to attend and vote and that a quorum was present.</p> <p><b>The following resolutions were presented at the meeting with numbers 4 and 5 verbally reported; by a show of hands all Governors resolved:</b></p> <p><b><u>Resolution 1</u></b></p> <p>a. to approve the transfer of the undertakings, property, rights, assets and liabilities of CANTERBURY COLLEGE from CANTERBURY COLLEGE to EAST KENT COLLEGE in accordance with the Transfer Agreement and Section 27B of the Further and Higher Education Act 1992 (as amended) with effect from one minute past midnight on 1 February 2018 ('Transfer Date'); and</p> <p>b. to approve the final agreed transfer agreement between EAST KENT COLLEGE and CANTERBURY COLLEGE pursuant to which CANTERBURY COLLEGE transfers all its undertakings, property, rights, assets and liabilities to EAST KENT COLLEGE, a draft copy of</p>	<p>PS</p>
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<p>which was produced to the meeting (the "Transfer Agreement") and considered by the Corporation;</p> <p>c. to accept the transfer of the undertakings, property, rights, assets and liabilities from CANTERBURY COLLEGE as specified in the Transfer Agreement with effect from the Transfer Date."</p> <p><b><u>Resolution 2</u></b></p> <p>To authorise the Chair and the Principal (the "Authorised Officers"):</p> <p>(i) to progress the transfer of assets and liabilities from CANTERBURY COLLEGE to EAST KENT COLLEGE on EAST KENT COLLEGE's behalf;</p> <p>(ii) to execute and deliver the Transfer Agreement and all other documentation relating to or ancillary to the transfer to be executed under hand with any amendments that the Authorised Officers in their absolute discretion think fit (the approval of the Authorised Officers in any such case to be conclusively determined by their signing of such documents) ;</p> <p>(iii) to affix the common seal of the Corporation to all documentation relating to or ancillary to the Transfer Agreement to be executed by deed and the Authorised Officers be authorised to witness the affixing of the Corporation's seal to any such documents.</p> <p><b><u>Resolution 3</u></b></p> <p>The Authorised Officers be and are hereby authorised to progress all financing and pension matters which they deem necessary as part of the merger including, without limitation, negotiating and agreeing documentation with the following parties:</p> <p>(a) Barclays Bank  (b) Santander UK PLC  (c) The Secretary of State for Education (Transaction Unit)  (d) Local Government Pension Scheme (LGPS)</p> <p>(together, the "Finance Parties") such documentation to include, but not be limited to, entering into facility documentation, granting security to the Finance Parties over EAST KENT COLLEGE's property and assets (including any asset transferred from CANTERBURY COLLEGE), and entering into such priority or inter-creditor arrangements with some or all of the Finance Parties (the "Finance Documents") in the name of East Kent College.</p>
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		<p>The Authorised Officers together with the Executive Director for Finance and Commercial Development if required by the Finance Parties be and are hereby authorised (either alone or with one another) to:</p> <p>(a) execute and deliver the Finance Documents to be executed under hand with any amendments that they in their absolute discretion think fit in any such case to be conclusively determined by their signing of such documents in the name of East Kent College;</p> <p>(b) affix the common seal of the Corporation to all documentation relating to or ancillary to the Finance Documents to be executed by deed and the Authorised Officers be authorised to witness the affixing of the Corporation's seal to any such document in the name of East Kent College; and</p> <p>(c) do all such acts and things in connection with the Finance Documents including the execution of documents, certificates and notices (or if relevant, any drawdown request) in such form, and including such amendments, as they (acting jointly and severally), see fit. Such actions and decisions being reported to Corporation members at the next scheduled meeting of the Corporation.</p> <p><b><u>Resolution 4</u></b></p> <p>It was noted that the following Governors would retire from the Corporation of EAST KENT COLLEGE with effect from the Transfer Date:</p> <p style="padding-left: 40px;">Beverley Aitken Patrick Hollis Stephanie Martin Sarah Kemp Joanne Timms Joanna Brown</p> <p>It was noted that on and from the Transfer Date (immediately upon resignation of the Governors listed above) the following person(s) would be appointed to act as new Governors of the Corporation:</p> <p style="padding-left: 40px;">Jeremy Licence Penny Williams</p>	
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13	Matters considered confidential	Parts of item 10 and 12 will be reported under Part A confidential minutes.	
	Any Other Business	There was no other business at the meeting.	

There being no further business the meeting closed at 6.34pm

Signed: ..... Position: ...*Chair of the Governing Body*..... Date: .....