

**Minutes of the Corporation meeting 20.3 held on Tuesday 16 March 2021, by video conference
Long Road Sixth Form College, Cambridge**

Present: Ian Wilson (Chair), Anne Adamson, Paul Andrew, Gerry Bolton, Yolanda Botham (Principal), Charlie Brown, Steven Esdale, Karen Everitt, Steve Fosher, John Godwood, Colin Greenhalgh, Vickie Grenville, Paula Heaney, Tony Humphrey, Chris Lang, Alison Miles, Rikki Morgan-Tamosunas, Jenny O’Hare, Olivia Palo, and Owen Shield

In attendance: Steve Dann (VP), and Charlotte Hemmins (Finance Director)

Clerk: Anne-Marie Diaper

Ref	Actions:
20.3.1	Apologies for absence None
20.3.2	Declarations of Interest All 3 staff Governors declared an interest in item 8 on the agenda. Colin Greenhalgh, and Rikki Morgan-Tamosunas declared an interest in agenda item 10.
20.3.3	Request for any other business None
20.3.4	Minutes of Corporation meeting 20.2 on 8 December 2020 With no amendments, the Corporation approved the minutes as a true and accurate record of the last meeting.
20.3.5	Matters arising None
20.3.6	Board composition update/Board approvals and activities <u>Independent Governor new appointments.</u> The Governance & Search committee (GSC) Chair reported on this item. She drew Governors attention to the progress made on external Corporation member recruitment shown through the various sets of GSC minutes, commenting that two additional special meetings had been held and 6 external candidates seen over two half day interviews. Much work had occurred on succession planning since there were significant changes likely to occur in governing body membership over the next few months.

The GSC Chair advised the meeting that two vacancies would be created with effect from the date of this meeting. She thanked all Governors for their contribution in the external recruitment, reminding the meeting that it was the responsibility of the GSC to ensure that the Corporation

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can continue to function effectively with the right numbers and skill mix of volunteers. She sought the Corporation's approval for a number of new appointments:

Sophie Harrison's career was in finance. The Corporation Chair and GSC Chair had reviewed references. The Board approved her appointment as Independent Governor for a term of 4 years with effect from 16 March 2021 (ie to 15 March 2025). She would initially become a member of the Finance & Resources committee.

Sebastian Rasinger's career was in education. The Board approved his appointment as Independent Governor for a term of 4 years with effect from a date as soon as satisfactory references were received. Subsequently this was from 21 March 2021 (ie to 20 March 2025). He would initially become a member of the Audit committee.

Alex Pryce's career was in education. The Board approved her appointment as co-opted member with effect from a date as soon as satisfactory references were received, and then as full Independent Governor from 4 October 2021 for a term of 4 years. She would initially become a member of the Standards committee.

The GSC Chair reminded the Board that further new appointments may be recommended later in the academic year.

Tony Humphrey joined the meeting at 5.22pm.

Forthcoming vacancies and succession planning. The Corporation Chair had written a paper seeking expressions of interest from Independent Corporation members for key roles/upcoming vacancies of Corporation Chair and Standards Committee Chair. Enquiries, not firm commitments to either role, were sought by 16 April, so that all expressions of interest may be factored into discussions on succession planning at the GSC meeting on 11 May.

**Independent
Governors**

Vickie Grenville joined the meeting at 5.28pm

20.3.7**Report from Governance & Search committee (GSC)**

Updated Governor review & development (GRD) scheme policy and procedure. The GSC Chair reported that the committee had considered at its GSC20.2 meeting amendments to the GRD policy bringing it up to date with current ways of working. The policy amendments were shown throughout by track changes. The committee wished to recommend the amended policy for approval.

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With no questions, the Board approved the updated Governor review and development scheme policy and procedure

Impropriety procedure. The GSC Chair drew the Board's attention to the discussion at the GSC20.2 meeting about the possible removal of this policy. The committee had been assured that other policies currently in place covered all necessary aspects of impropriety.

On committee advice, the Board agreed that the Impropriety policy should be withdrawn from use

At this point the GSC Chair advised the Corporation that the Conflicts of Interest policy was undergoing further development and the GSC would be reconsidering it at the next meeting.

Audit committee Chair and Remuneration committee Chair and membership. Independent Governor and Audit committee Chair Maria Ferguson was approaching the end of her 4 year term of office. She was not seeking re-appointment. The GSC had discussed committee membership, including the roles of Audit Committee Chair, and Remuneration Committee (RC) Chair, in particular the need to reallocate responsibilities so that committees can remain quorate and function effectively. The RC needed a 3rd independent member to achieve quoracy. The Clerk had provided guidance to the GSC on possible RC member eligibility, and she would follow up with independent Corporation members.

Clerk

On GSC recommendation, the Board approved the appointment of Tony Humphrey as Audit committee Chair, and Anne Adamson as Remuneration Committee Chair.

20.3.8 **Report from Finance & Resources committee (FRC)**

The FRC Chair reported from the FRC20.2 meeting held in February. He referred to the minutes of the meeting included in the papers, pointing out that the only policy for approval at this stage was the Tuition Fees policy.

The committee had considered the financial position of the College, with no surprises evident in the management accounts, and a possibility of in-year growth funding as an exception brought on by the Covid-19 outbreak. The committee had also focussed on the health and safety implications of mass testing of students and staff.

He deferred to the Corporation Chair on the matter of the staff pay award which had now been agreed nationally by unions. The Corporation Chair's paper set out the national joint committee's current

position, showing the pay award agreed had brought support staff into line with teaching staff. Since the Corporation had already approved the budget for the current year and the pay award was within the envelope already discussed and agreed, there was no further need for the Corporation to agree/approve it.

Tuition Fees policy. The FRC Chair pointed out that the policy had been amended to remove references to EU students. Other substantive changes suggested and discussed at the FRC meeting including a range of fees, were all now shown as track changes.

With no further discussion, the Corporation approved the Tuition Fees policy

Property matter (land sale). The FRC had been asked to consider an initial proposal/approach to consider a sale of a piece of land owned by the College. Due to the recent development of discussions surrounding the land since the FRC had met, the whole Board was being asked to consider whether the matter was able to progress at this stage. The Finance Director was asked to present the proposal/terms, and she referred to the papers provided. She reminded the Corporation of the original approach from 2 years ago, the interested parties involved in the discussion, the details on the progress of the proposal, the possible value of the land, the size and position of the land in question, and some possible logistical challenges.

A number of Governors raised some significant questions on matters such as expert legal advice and costs of such, the role of the parties involved, due diligence, the strategic drivers for considering selling assets, the percentage size of this piece of College land and the possible uses of the remainder of the site, the benefits to students of raising capital raised by selling assets balanced by the risks of such decisions, capital funds available from government and restrictions on bids, educational covenant etc. A Governor with a legal background would follow up in writing to the Finance Director with his queries to be factored into key discussions going forward.

The Corporation at this point judged it was not in a position to make a decision of such magnitude on the sale of a piece of College land or on heads of terms, due to the possible wide ranging impact. It was agreed that early discussions could continue with the potential buyer and that the Corporation would schedule in a session to look at the Property Strategy, and the site master plan, in advance of the next Board meeting (mid-May). Governors would be invited in at that time to view the site.

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An evaluation of risk would follow. The Corporation approved the step of securing expert legal advice on property matters.

20.3.9 Report from Standards committee (STC)

The Standards committee Chair had provided a summary report from STC20.3 meeting, along with the minutes of that meeting. There were no items for approval. He gave an overview of key points including end of year grades, remote teaching and learning, university applications, safeguarding, quality assurance, and the policies approved by the committee at the meeting. He invited questions on the report.

A Governor asked how the Corporation would know that learners were making reasonable progress when there was a potential danger of losing a clear benchmark thread due to disruption in monitoring in the usual manner caused by the Covid-19 outbreak; he acknowledged that this was a whole sector challenge. The STC Chair agreed that this was a primary responsibility for the Corporation. His view was that the SLT were giving their best perspective, and the STC's role was around questioning and doing its best to come to a judgement. Hard data was useful but judgements were also based on feedback from parents and from students. The STC had found it very useful to have a student Governor and a teaching staff Governor present at meetings.

Another Governor asked a question about accuracy of centre-assessed grades. The STC Chair commented that the committee felt assured there was no obvious cause for alarm. There was a short discussion led by the Vice Principal about evidence available on performance of those students with higher prior attainment. The Principal commented that the centre assessments for year 1 students would help evaluate their progress.

20.3.10 Principal's strategic update/report

The Principal spoke to her report. She referred to students returning to College after lockdown and the lateral flow testing that had occurred. Staff had done a great job, testing many hundreds of people on one day. The approach had been to have as many students as possible take part in testing up to Easter when home kits would be given out to enable home testing to continue during the break.

Final guidance was awaited from Ofqual on the appeals process, after the summer examination series had been cancelled in January. College internal assessments would help to gather evidence and measure students' progress. Some internal guidance would be likely to be provided on topic areas before Easter to students. Assessments would likely need to be completed by 18 June, and exam results coming out in

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the middle of the 2021 summer holidays would bring additional challenges for College this year.

A Governor asked about the recent briefing provided to parents and the recent consultation with students and parents. The VP reported that conversations appeared to be going well.

20.3.11 Governors' training day report 2021

A report of the training day that occurred on 10 February had been subsequently pulled together by two independent Governors. The Corporation agreed that the report presented an accurate record of the session. No further amendments were suggested, and relevant additional information had since been circulated to Corporation members.

A second half day to occur during the late spring/early summer would be communicated in due course.

Clerk**20.3.12 Governance improvement plan (GIP) for 2020-21**

The Clerk had provided updates on the governance improvement plan (GIP). The Corporation noted that progress was being made on almost all areas of the plan.

With no discussion and nothing more to add the Corporation approved the GIP as presented.

20.3.13 Any other business

The Corporation Chair reminded the meeting that there would be a sad farewell to two Governors.

Maria Ferguson had not been able to be present at this meeting due to business commitments. Maria was not seeking re-appointment at the end of her term of office. She had asked the Chair to convey her thanks to her fellow governors; she had greatly enjoyed and valued her time on the Corporation. The Corporation wished to convey thanks to her during the term which she had been Governor, taken responsibility for Data Protection and become AC Chair, and wished her well for the future. The Board also conveyed its gratitude and deep appreciation to Chris Lang, who was unfortunately resigning as Independent Governor and Chair of Finance & Resources with effect from this meeting. With Chris' skills as a qualified accountant the Corporation had benefited considerably from his ability to absorb and understand information quickly and accurately. With his many years' FE sector experience, not to mention his role as an NLG, he would be a huge loss to the Corporation.

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20.3.14

Date of next meeting

20.4 Tuesday 18 May 2021. The main meeting finished at 7.24pm and the staff and students left.

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