



Minutes of a Corporation Meeting held on

Tuesday 5th September 2017 at 5.00pm

Held in the Boardroom, South Building

Present: John Barrett
Lee Barrett
Ashley Boon
Charlotte Bosworth
Peter Brammall
Stuart Brand
Anne Brennan
Chris Cooper
Chris Hinde
Peter Matthews
Tony Minhas
Carl Pearson (Chair)

In Attendance: Sharon Dowling, Vice Principal Curriculum and Learning Standards
Mr Jim Edwards, Clerk to the Corporation
Ms Clare Hatton, Assistant Principal Employer Engagement and Growth
Ms Jo Lawrence, Assistant Principal Student Experience
Mr Mark Payne, Vice Principal Finance and Resources
Ms Debbie Wright, Assistant Principal People Services

[The Clerk welcomed everyone to the meeting, and took the chair to conduct the appointment of governors to the merged College Corporation, and the appointment of the Chair and Vice Chair].

C1/17 Apologies for Absence

Apologies for absence were received from Dave Busst and Stewart Fergusson.

C2/17 Declarations of Interest

There were no declarations of interest.

C3/17 Appointment of Governors

1. The Clerk to the Corporation sought approval for the appointment of former City College Coventry Governors to Coventry College's Corporation, and confirmation of those former Henley College Governors continuing on the Board. In addition, approval was sought for the appointment of co-opted governors on the Audit Committee and the Search Committee.
2. It was confirmed that the Shadow Board had resolved that the term of office for each Independent Governors should be for 12 months initially to allow the potential opportunity for amending the membership of the Corporation during that period to improve the Board's diversity.
3. After due consideration, it was resolved:-
 - i) to agree that Ms Charlotte Bosworth should be appointed as an Independent Governor for a one-year term of office from 1st August 2017 - 31st July 2018.

- ii) to agree that Mr Chris Cooper should be appointed as an Independent Governor for a one-year term of office from 1st August 2017 - 31st July 2018.
- iii) to agree that Mr Stewart Fergusson should be appointed as an Independent Governor for a one-year term of office from 1st August 2017 - 31st July 2018.
- iv) to agree that Mr Carl Pearson should be appointed as an Independent Governor for a one-year term of office from 1st August 2017 - 31st July 2018.
- v) to agree that Mr Stuart Brand should be appointed as a Business Support Staff Governor for a one-year term of office from 1st August 2017 until 10th December 2018 when his initial term of office comes to an end.
- vi) to confirm the continued membership of Mr John Barrett, Ms Anne Brennan, Mr David Busst, Mr Chris Hinde, Mr Peter Matthews, and Mr Tony Minhas as Independent Governors each for a one-year term of office from 1st August 2017 - 31st July 2018.
- vii) to confirm the continued membership of Mr Lee Barrett as Teaching Staff Governor for a one-year term of office from 1st August 2017 - 31st July 2018.
- viii) to confirm the continued ex officio membership of Mr Ashley Boon as Student Governor in his capacity as Student Liaison Officer.
- ix) to approve the co-option of Mr Ieuan Blackmore on the Audit Committee, subject to review by the Corporation at its next meeting on 17th October 2017.
- x) to approve the co-option of Mr Sarabjeet Soar on the Search Committee, subject to review by the Corporation at its next meeting on 17th October 2017

C4/17 Appointment of Chair and Vice Chair

1. The Clerk to the Corporation reported that nominations for the positions of Chair and Vice Chair had been sought from Henley College Coventry Corporation, as the continuing entity, ahead of merger. One nomination had been received for each position; namely Carl Pearson as Chair, and Peter Matthews as Vice Chair.
2. After due consideration, Governors resolved:-
 - i) to approve the appointment of Mr Carl Pearson as Chair of the Corporation for an initial one-year term from 1st August 2017 - 31st July 2018
 - ii) to approve the appointment of Mr Peter Matthews as Vice Chair of the Corporation for an initial one-year term from 1st August 2017 - 31st July 2018

[Carl Pearson took the chair at this point, and introductions were made]

C5/17 Governance Arrangements

1. The Clerk to the Corporation presented the proposed governance arrangements for the Corporation in respect of committee structure and membership, and the plan of business for 2016-17. The status of the Instrument and Articles, Standing Orders, and Terms of Reference was also explained.
2. The proposed committee structure is that of Henley College Coventry, with Audit, Search, and Remuneration as statutory committees, supported by Resources and Standards. These committees will support the Corporation in delivering its strategic objectives

3. The membership of committees is made up of Governors from both the former City College Coventry and Henley College Coventry, and brings together requisite skills and experience to ensure effective scrutiny and challenge. The Chairs of each committee have not yet been agreed, and discussion will be held shortly to do so.
4. Governors also considered the annual plan of business for the Corporation, and the Chair stressed that the committees would have an important role to play in undertaking work on behalf of the Corporation so that Governors would be able to focus on key strategic issues.
5. The Instrument and Articles, Standing Orders, and Terms of Reference adopted by Henley College Coventry have been transferred to Coventry College, and will be in place for 2017-18, whereupon a review will take place.
6. Governors resolved:-
 - i) to note the agreed Corporation membership;
 - ii) to agree the proposed membership of the Corporation's committees;
 - iii) to agree the proposed Corporation plan of business for 2017-18;
 - iv) to endorse the adoption of the former Henley College Coventry's Instrument and Articles, Standing Orders, and committee terms of reference.

C6/17 Recruitment of Independent Chair

1. The Clerk presented a summary report from the consultants, Peridot, on the progress being made in recruiting an Independent Chair to the Corporation.
2. The closing dates for expressions of interest from candidates is 8th September 2017, and currently there is potential for a strong shortlist.
3. The long list of candidates will be reviewed and reduced to an appropriate shortlist by Peridot in consultation with the College. The recruitment will then be conducted through a two-stage process to include a meeting with the current Chair, Vice Chair and Principal, a tour of the College campuses, and a final interview in front of a selection panel of Governors.
4. Governors resolved:-
 - i) to note the progress being made towards the recruitment of the independent Chair;
 - ii) to agree that the selection panel would be made up of Charlotte Bosworth, Peter Brammall, Anne Brennan, Peter Matthews and Tony Minhas.

C7/17 Principal's Report

1. The Principal presented his report which covered merger; quality assurance; financial performance; external engagement; future priorities for the College and the Corporation, and national policy issues.

Merger

2. The merger to form Coventry College was successfully achieved on 1st August 2017. A number of financial and legal issues were resolved satisfactorily, particularly in relation to the bank's security requirements. The College continues to be in negotiation with the LGPS in order to secure lower employer contribution

rates, and this will be concluded by 31st December 2017. The Corporation and the Resources Committee will be kept informed as to progress on this particular issue.

3. Appointments to the Senior Leadership Team have now been made, and the Principal provided Governors with details of these.

Quality Assurance.

4. Overall learner performance in 2016-17 has improved to the national average. Early indications are that overall achievement at the Henley campus will out-turn at c80% compared with 74% for 2105-16, while City campus is projected to out-turn at 81% compared with 75.3% in 2015-16. The Corporation and the Standards Committee will receive regular updates on the final out-turns during the autumn term.
5. The ESFA has confirmed that the FE Commissioner's intervention in the former City College Coventry has been lifted, and their formal letter was provided for Governors' information.
6. Ofsted will be visiting the College on 14th September 2017 to discuss future inspection arrangements, and to review the emerging learner performance in 2016-17.

Finance

7. The College enters the 2016-17 year, having secured a joint out-turn from City College Coventry and Henley College Coventry of a £1.522m underlying surplus. With restructuring costs of £766k, the operating surplus is £754k against a projected deficit position at merger of £1.016m.
8. Relationships with bank remain positive, and the bank has commended the College for its text-book approach to merger negotiations.

External and Internal Engagement

9. The Principal has already met a number of key external stakeholders each of whom have been very positive and supportive of the merger. Further meetings are being arranged to develop these relationships further.
10. Internal meetings with senior and middle managers have been held with the aim of identifying and agreeing priorities for the year. The Principal will be holding follow-up departmental meetings shortly.

Key Priorities

11. A number of key priorities have been mapped out for the next 3-6 months, and these will be the focus of Corporation and committee meetings accordingly.

Further Education Policy

12. A letter from Rt Hon Anne Milton, which outlined the changes to technical education through the introduction of T levels, was presented. The College's strategic plan and curriculum strategy will take these developments into account.

Conclusions

13. Governors resolved:-
 - i) to thank the Principal for his report, and to note the contents;
 - ii) to agree that the Corporation and its committees would consider key developments and strategic priorities at future meetings.

C8/17 Strategic Plan

1. The Principal informed Governors of the process and timing for the development of the college's strategic plan. It is proposed that a substantive item on the strategic plan is taken to the Corporation meeting on 12th December 2017, and that a strategy away day is held sometime in December 2017.
2. Governors resolved:-
 - i) to agree that a strategy away day should be convened in December 2017;
 - ii) to agree an interim update should be considered by the Corporation at its meeting on 17th October 2017;
 - iii) to agree that Governor link arrangements should be confirmed as soon as possible so that Governors were able to support the implementation of the College's strategic objectives.

C9/17 Quality Improvement Plan and Ofsted Inspection

1. The Vice Principal Curriculum and Learning Standards updated Governors on the College's Quality Improvement Plan (QIP), and the possible Ofsted inspection arrangements.
2. The QIPs from the former City College Coventry and Henley College Coventry have been merged and amalgamated into one over-arching document for both campuses. Outstanding actions have been brought forward into the single QIP, and will be monitored by the Corporation and Standards Committee.
3. Ofsted will be visiting the College on 14th September 2017 to review progress and to discuss possible inspection arrangements. There are four options; namely, re-inspection of the whole College; separate re-inspection of each College campus; no inspection for up to three years given that the College has just merged; or a 'stretch and challenge' supporting inspection across four days.
4. Governors resolved:-
 - i) to endorse the process for formulating the College's QIP;
 - ii) to agree that the integration of systems and processes through the QIP should be a priority;
 - iii) to note the possible Ofsted inspection arrangements, and to agree that a re-inspection of separate campuses would be divisive and should not be offered to Ofsted;
 - iv) to ask that feedback be provided to Governors following the meeting with Ofsted on 14th September 2017.

C10/17 Enrolment Position

1. The Vice Principal Curriculum and Learning Standards provided Governors with an early update on current enrolment numbers. It was stressed that enrolment was still taking place across both campuses, and that, therefore, the figures being reported would change.
2. In summary, 16-18 numbers, whilst strong in certain curriculum areas, are currently below the overall target. It is expected that some students will join courses soon after schools have started back, and so it is likely that the current shortfall in numbers will reduce. The College is working closely with schools on this key priority.
3. Adult enrolments are generally positive, and at this very early stage it is expected that the annual target will be met.

4. HE enrolment will continue throughout September, because of the later starts to the various courses, and the target for the year is projected to be met at present.
5. Loan learners have not been recruited as predicted, and there remains a gap in both student numbers and associated income.
6. Apprenticeships commence throughout the year, and although the numbers are low at the moment it is predicted that the targets will be achieved. Governors queried whether Coventry levy and non-levy employers were willing to contribute financially to apprenticeships, and it was suggested that some analysis might be undertaken to ascertain whether there are any key issues. Charlotte Bosworth offered to work with the College on this.
7. Governors asked whether the student enrolment experience had been similar across both campuses, and were reassured that, although the MIS systems were different, students received the same level of advice, guidance and overall service.
8. Governors resolved:-
 - i) to note the early enrolment indications;
 - ii) to note that a detailed enrolment update, and a report on planned growth areas, would be provided at the next Corporation meeting on 17th October 2017;

C11/17 Apprenticeships

1. The Assistant Principal Business Transformation presented Governors with a progress report on the proposed Apprenticeship Joint Venture between Coventry College, Warwickshire College Group, and North Warwickshire and South Leicestershire College.
2. The aim is for the colleges to work together to increase their 24% share of the apprenticeship market in Coventry and Warwickshire, and a business plan has been produced for 2017-2020.
3. The focus of the Joint Venture is high employment growth sectors where it would act as a brokerage service between employers and the partner colleges. The digital sector is the first area that is being targeted.
4. The Joint Venture will employ a specialist to secure contracts with employers, and to assist in arranging for colleges to undertake the work. Colleges will pay a brokerage fee of 10% of the apprenticeship fee.
5. Governors discussed the benefits to the College of the Apprenticeship Joint Venture, and it was noted that the College has already commenced recruiting to its own digital apprenticeships, thus creating a potential conflict with the Joint Venture already. However, overall, there will be a significant benefit in that the Joint Venture will enter markets that the College has not been able to engage with successfully, thus delivering new apprenticeship numbers and income.
6. The Principals of partner colleges met on 4th September 2017 to discuss the Joint Venture arrangements, and agreed that further work was required on the financial operating model. It was expected that a formal proposal would be brought to the Corporation meeting on 17th October 2017 for resolution.
7. Governors discussed the business plan for the Joint Venture, and agreed that, at this stage, it would be prudent to continue with negotiations with the other colleges.
8. Governors resolved:-
 - i) to note the progress being made in establishing the Apprenticeship Joint Venture;
 - ii) to agree that a formal proposal should be brought to the Corporation meeting on 17th October 2017 for resolution.

C12/17 Financial Forecast

1. The Vice Principal Finance and Resources presented the financial forecast, which has been amended from that originally approved by the Shadow Board, to take account of the improved financial performance of both former colleges in 2016-17 .
2. To confirm, the two former colleges out-turned a £1.522m underlying surplus for 2016-17. After restructuring costs of £766k, the operating surplus was £754k against a projected deficit position at merger of £1.016m.
3. The cash position has also improved to £5.445m as at 31st July 2017 against the £3.679m target.
4. In terms of the 2017-18 budget, an operating deficit of £1.546m, including £1.550m restricting and merger costs is projected. Income is estimated to be £135k higher than the original budget, but pay and non-pay costs are £183k and £128k higher respectively.
5. As at 31st July 2018, cash balances are budgeted to be £4.090m against the original projection of £2.641m, while net current liabilities will be £0.671m against the original budget of £1.669m.
6. The College's financial health is currently assessed as 'Inadequate' because of merger and restructuring costs of £1.550m. The ESFA will exclude the exceptional merger-related costs when doing their financial health analysis, and the resultant grading is expected to be 'satisfactory', which is important as this keeps the College out of scope for intervention.
7. Governors resolved:-
 - i) to note the income and expenditure amendments to the College's financial forecast;
 - ii) approve the revised budget for 2017-18 and the forecast for 2018-19 and 2019-20.

C13/17 Date of the next meeting

The date of the next meeting was confirmed for Tuesday 17th October 2017, 4.30pm, Henley campus

C14/17 Publication of Documents

The publication of papers was approved with the exception of Document 3 (Appointment of Independent Chair) Document 6 (Apprenticeship Joint Venture).

Meeting opened 4.30pm

Meeting closed 6.00pm

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