

MOULTON COLLEGE

Minutes of the Corporation meeting held on Thursday, 7th July 2022 in M4

Present: Mr D McVean (in the Chair), Mr A Clarkson, Mr B Hansford, Mrs P Hawkesford, Mrs C Harris, Dr P Jones, Miss L Knapp, Mr C Matts, Mr T Neville OBE, Mr A Thomson and Mr M Wakeford

In attendance: Mr D Aldridge, Miss A S Bruce, Mrs G M Hulley, Mrs P Odulinski (agenda item 16) and Ms F Williams

SECTION A – ROUTINE AND STANDING ITEMS

22/39 Apologies for absence (Agenda item 1)

Apologies were received from Miss P Burnett, Mr S Greener, Mrs S Ijewsky, Mr M Knibbs and Mrs P Prow

22/40 Declarations of interest (Apologies item 2)

Mr C Matts declared an interest in agenda item 16; Mr T Neville OBE declared an interest in agenda items 11 and 14.

22/41 Minutes of the last meeting (Agenda item 3, Paper A)

The minutes of the meeting held on the 7th April 2022 had been circulated previously and were approved as a true and accurate record.

22/42 Actions from last meeting (Agenda item 4, Paper B)

Actions 190, 195 and 197 were closed. Action 196 was not due for completion until autumn 2022.

22/43 Governor membership (Agenda item 5)

- a. **Megan McArdle:** The Corporation had approved the appointment of a HE Governor following an election in April 2022. That individual was no longer in a position to take on the role due to a change in personal circumstances. Megan McArdle, the second prospective candidate had confirmed she would like to take on the role following an election. The Corporation ratified the decision.
- b. **Simon Greener:** Simon Greener had confirmed in writing that he would be stepping down from the Corporation as he had gained a position in another organisation. An election would be held over the summer with a view to a replacement staff governor joining the Corporation (subject to approval) in October 2022. A meeting with governors would be arranged for any prospective candidate who would like an informal discussion about the role.
- c. **David McVean and Charles Matts:** The appointment of Mr D McVean and Mr C Matts for a second term of office was recommended by the Search and Governance Committee. David and Charles were commended for their commitment to the Corporation in terms of contributions at meetings. Both were also thanked for their work as Chair and Vice Chair of Corporation. David McVean and Charles Matts' appointments for a second term of office were agreed unanimously for the period 26th September 2022-26 and 13th July 2022-26 respectively.
- d. **Mohamed Saeudy:** At the Corporation meeting in April 2022, it was agreed that once a vacancy became available, Mohamed Saeudy should be appointed as an independent governor and therefore, full member of the Corporation. The Corporation agreed unanimously to approve Mohamed's appointment period 8th July 2022-26. Mohamed would also be a member of the Finance and Resources Committee

- e. **Aaron Keers:** The appointment of Aaron Keers as co-opted member of the TLA Committee was recommended by the Search and Governance Committee. This followed an interview by the Chair of Finance and Resources and Audit Committees. Aaron was currently a financial accountant at BMI Group. The Corporation agreed unanimously that Aaron Keers should be appointed as co-opted member of the Teaching, Learning and Assessment Committee from 8th July 2022. This would be reviewed on an annual basis.
- f. **Mustafa Regec-Noor:** The appointment of Mustafa Regec-Noor as co-opted member of the Finance and Resources Committee was recommended by the Search and Governance Committee. This followed an interview by the Chair of Finance and Resources and Audit Committees. Mustafa was currently an assistant director, policy design and strategy at HMRC. The Corporation agreed unanimously that Mustafa Regec-Noor should be appointed as co-opted member of the Finance and Resources Committee from 8th July 2022. This would be reviewed on an annual basis.
- g. **Helen King and David Aarons:** The Search and Governance Committee recommended that both co-optees should continue as members of the Audit Committee for a further 12 months. Contributions from both were very good. The Corporation approved the recommendation.

Resolved: To approve the recommendations from the Search and Governance Committee as outlined above.

SECTION E – CORPORATION PRIORITIES

22/44 Research: The Art of Possibility – Future Focus (Agenda item 16, Paper K)

A presentation was delivered to the Corporation on findings from research completed by Pauline Odulinski OBE. The research focused on a strategic options appraisal that included: mapping opportunities currently available to Moulton; key considerations; partnerships/collaboration opportunities; potential funding sources; and, estates/capital. The presentation was concluded with a series of actions for the Corporation to consider including the need: to incorporate any actions into existing plans; for a SWOT analysis on the key ideas in the report; for a full evaluation; and, the production and implementation of a roadmap with timelines.

The presentation prompted a wide ranging discussion around a number of themes:

- a. The recent release of FE colleges' and sixth forms governance guide (DfE, June 2022) confirmed a more directive approach to boards about local skills improvement plans. The report would inform the Corporation's future thinking and understanding of what they would be responsible for and the need to be quite clear about the College in terms of its character, ethos and ambition.
- b. Not only would future partnerships be important but the governance of those partnerships. A discussion for the next Governor Development Day would centre around clarifying the College's USP in the context of partnerships.
- c. There was a need to ensure the current structure and communication mechanism with alumni were in place and effective.
- d. The College's approach to its curriculum planning was highly regarded in the sector. The findings in the report highlighted further opportunities for the College. A curriculum mapping exercise would help to clarify those opportunities.

The Corporation thanked Pauline for such a detailed and comprehensive report. The Board and senior leadership team were committed to implementing the recommendations. Priority would first be given to the curriculum and funding opportunities outlined in the report.

Resolved: To receive the research report on: The Art of Possibility – Future Focus.

22/45 Higham Ferrer Lease Agreements (Agenda item 7, Paper D)

The College had secured three new tenants for the vacant business units at Higham Ferrers and sought to regularise the lease for an existing tenant. The new leases were subject to agreement by the landlord (The Duchy of Lancaster) and this had been confirmed through their legal representatives. The leases had also been aligned with the next break clause in the head lease of 14th August 2025. All leases were on a commercial basis with advice on terms taken from Fisher German; and, the leases drafted on standard terms by Arnold Thomson. The Chief Operating Officer (COO) confirmed a change from the original report. The lease for the tenant in unit 3 would be in a different family name. Due diligence had been completed. The original tenant would act as the guarantor. The Board was asked to approve the leases for units one to four at Higham Ferrers and delegate authority to the Principal and Chair of Corporation to sign the leases on behalf of the Board. In response to a question, the COO confirmed that there was no reputational risk to the College from any of the proposed tenants.

Resolved: To approve the leases for units one to four at Higham Ferrers and delegate authority to the Principal and Chair of Corporation to sign the leases on behalf of the Board.

22/46 Governance 2022-23 (Agenda item 8, Paper E)

The report offered members of the Corporation with an overview of meeting dates for the next academic year. Committee dates had been approved at meetings held during June and July 2022. Five Corporation meetings were proposed for 2022-23 with two of those meetings following on from Governor Development Days (GDD) in October 2022 and April 2023. Terms of reference had also been reviewed by each Committee.

The Chair confirmed a decision by the Search and Governance Committee where Members had highlighted the importance of embedding a commercial culture throughout the curriculum teams. From 1st September 2022, Heads of School would have budgets devolved to them; the finance team would hold budget holders to account. The Committee agreed a need for Heads of School to become more visible to governors. This would be achieved by ensuring every School had a link governor; and, inviting Heads of School to Committee or Corporation meetings at appropriate times throughout the year. This would provide the necessary assurance around the commercial aspects of their role. Recommended changes included: to change 'must' to 'should' in the Audit Committee membership numbers; to continue with two accountants on the Audit Committee; the proposed Corporation meeting on the 20th October to be rearranged; and, use of correct job title in the TLA terms of reference. Topics for GDDs were: October: Apprenticeships strategy including links into HE; March: HE and future skills; longer-term curriculum planning. A third GDD would be held in January 2023 (1/2 a day) which would focus on the Executive's proposals relating to the report produced by Pauline Odulinski OBE. The December Corporation meeting would also include an agenda item on this topic to start initial discussions.

Resolved: To note the Committee dates; with the exception of October which would be rearranged, to approve the Corporation and GDD dates; with the exception of minor changes to agree the terms of reference for each Committee.

22/47 Health and Safety (Agenda item 9)

The COO reported that a Health and Safety report had been presented to the Finance and Resources Committee held earlier in the week. The College now had a

separate committee for wellbeing with a range of activities planned. This committee was well attended. A major critical incident training event was planned for the 12th July 2022. The College was fully compliant with all aspects of health and safety.

The EDHR confirmed that good progress had been made with wellbeing; and, agreed to develop some KPIs for the governors to monitor. The Corporation acknowledged the wealth of data that was available and requested that an analysis of key issues for staff was prepared to help governors have a better understanding of specific themes and agree any additional support that might be required (**Action 198** – EDHR).

Resolved: To note the Health and Safety report.

SECTION B – LINK GOVERNOR:

22/48 Equality, Diversity and Inclusion (Agenda item 10)

The Link Governor confirmed the member of staff that would now be leading on EDI. A meeting was planned for the following week to confirm the Corporation expectations. A particular highlight of the year had been the project which developed 'A Strategy on a Page.' It would be important to ensure this was further embedded at all levels of the College. The collection and analysis of EDI was very good.

The Chair formally thanked Barry Hansford for his hard work and commitment to the role of Link Governor (Safeguarding and Prevent; EDI).

Resolved: To note the Equality, Diversity and Inclusion report.

SECTION C – PRINCIPAL'S UPDATE:

22/49 Operating Plan and KPIs (Agenda item 11, Paper F)

The Principal confirmed that the summer term had been extremely busy with the student awards' ceremony; a full staff CPD and wellbeing day; and, the College hosted a prestigious visit from HRH The Duke of Gloucester. The report also confirmed:

- Achieving excellence: KPIs were largely met. Careers advice and guidance remained a focus as the College moved forward with its 'matrix' application.
- Building credibility: Curriculum planning had been robust. The 2022-23 plan would see the College strengthen its adult provision. Confirmation had been received that the College's application to join the RoATP had been successful. Delivery of apprenticeships would commence in September 2022.
- Growth and financial viability: The College's financial position had improved and the financial health score had not changed. Whilst the College income had grown, pay and non-pay pressures had also increased in line with inflation. The 2022-23 budget and financial recovery plan was subject to a separate agenda item later in the meeting. The team was disappointed that a letter of assurance for 2022-23 had not been awarded.

Clarification was sought about the newly introduced agile working policy in terms of benefits to students. The EDHR outlined the new arrangements and implications for staff which was available outside of term time. Due to the nature of the College business in terms of student focus, agile working options were limited in term time. In a wider discussion around non-pay benefits, it was agreed that further marketing of such benefits should be actively encouraged. The Corporation thanked the Principal for her dedication and hard work throughout the last year.

Resolved: To receive the Operating Plan and KPIs report.

SECTION D – COMMITTEE REPORTS AND RECOMMENDATIONS FOR APPROVAL:

22/50 Teaching, Learning and Assessment (Agenda item 12, Paper G)

The Chair of the TLA Committee outlined a number of key points from the meeting held on the 21st June 2022 including:

- Confirmation had been received that the College's application to re-join RoATP had been successful. There had been excellent progress to date with recruitment to various positions. Quality assurance processes were finalised; and, systems and procedures were in place.
- The College was fully compliant with the Office for Students and under no known sanctions. A HE Plan had been considered in some detail and a HE Guide was in production.
- Following the release of new KCSIE guidance, a 14-point action plan had been produced to ensure the College complied with the new requirements.
- The majority of actions in the quality improvement plan had been completed. The self-assessment process had already commenced with moderation panels agreed.
- An ambitious report on teaching, learning and assessment had been presented. This provided a clear vision for raising further the level and quality of the student experience. **Decision:** To recommend the report to the Corporation for approval. The Corporation agreed that such a well-organised approach to TLA provided the necessary assurance to governors that staff were suitably trained.
- A staff CPD plan was presented which included changes that had been made to promote the performance development review (PDR) cycle. **Decision:** To recommend the approaches to CPD and PDRs to the Corporation.
- A comprehensive link governor scheme was considered by the Committee. **Decision:** To recommend the proposed link governor scheme for 2022-23. Governors would be invited to say which area(s) were of particular interest to them. Agreed governor allocations would be circulated in advance of the next meeting (**Action 199** – Clerk).

The Chair thanked the Chair of TLA and his committee for their hard work during the last year.

Resolved: To approve the TLA Plan; to approve the staff CPD plan including approaches to CPD and PDRs; to approve the link governor scheme 2022-23; and, to receive the report.

22/51 Audit Committee (Agenda item 13, Paper H)

The Chair of the Audit Committee outlined a number of key points from the meeting held on the 27th June 2022 including:

- Although IT risks had increased, these were due for a review.
- The board assurance framework confirmed improved levels of assurance for governors. The report would be updated for the next meeting to include additional evidence in IT to support the rating.
- Progress was being made with implementing recommendations from internal audit.
- The internal auditors presented a report on 1 audit relating to HR and their follow-up report. The Committee accepted the management's decision that three recommendations could be removed from the tracker. The annual report confirmed the design opinion and the operational effectiveness opinion. The importance of the board assurance tracker to provide any additional assurance was needed for the Committee's annual report.
- Internal audit plan: The internal audit was planned around 7 areas including follow up of previous recommendations. A recommendation for the ILT audit to be

an advisory audit was agreed. **Decision:** To recommend the internal audit plan 2022-23 for approval.

- External audit plan: Risk areas were similar to previous years with no substantive changes to previous years. **Decision:** To recommend the external audit plan 2021-22 for approval.

The Chair thanked the Chair of Audit and his committee for their hard work during the last year.

Resolved: To approve the internal audit plan and strategy 2022-23; and, to approve the external audit plan and strategy 2021-22.

22/52 Investment Advisory and Appraisals Group (Agenda item 14)

The minutes of the meeting held on the 22nd June 2022 (Paper I.1) had been circulated previously. The IT plan would be subject to future discussions by the Finance and Resources Committee as that Committee was tasked with decisions relating to immediate requirements. The estate plan was subject to further amendments and would be resubmitted to the next meeting of this group. The Chair of the IAAG had also prepared a separate briefing note (Paper I.2) on the residential land opportunity. The Corporation agreed with the direction of travel taken by the IAAG and agreed with the list of promoters. A written resolution would be used should agreement be needed before the next meeting about the College's recommended partner.

Resolved: To note the Investment Advisory and Appraisal Group report.

22/53 Finance and Resources Committee (Agenda item 14)

The minutes of the meeting held on the 4th July 2022 had been circulated previously. A summary of the key discussion points, issues or risks for the Corporation and agreed actions had also been circulated. The Chair of the Finance and Resources Committee drew the Corporation's attention to the 2 reports and one decision that were recommended by the Finance and Resource Committee for approval.

- The College budget 2022-23 (Paper J.1) and financial recovery plan (Paper J.2) were both recommended as 'holding' reports subject to any updates relating to day 42.
- A proposal to increase annual leave for academic staff (43 to 44); management staff (36 to 38) including bank/public holidays; and, to award five discretionary days at Christmas/New Year were recommended for approval.
- The CFFR would be available to governors on the 14th July 2022.

Resolved: To approve the College Budget 2022-23 and Financial Recovery Plan 2022-23 as holding reports; and, approve the changes to annual leave and discretionary days as per above.

SECTION F – CLOSING ITEMS:

22/54 Any other business (Agenda item 15)

There was no other business.

22/55 Date of next meeting (Agenda item 16)

Some governors had indicated they were unable to attend the proposed date in October. The Clerk would circulate some alternative dates and confirm in due course.