

## The Henley College Corporation

**MINUTES of the Meeting of the Corporation Committee  
held on Monday 4 December 2017 at 17.45**

<p><b>Members Present:</b> <b>Peter le Conte</b> Gavin Brooks Nikki Bulteel Catharine Darnton Satwant Deol Mohammed Khaliel Eva Rickett Sarah Rush Mia Tritton Martin Unsworth Robyn Vitty Dr Trevor Watkins David Welch Simon White Jeni Wood</p> <p>Sophie Lucas</p> <p><b>By Invitation</b> Julian Brinsford Kathryn Caulfield Simon Cuthbert Eva Dixon Caroline Pickup Jacky Gearey</p>	<p><b>Independent Member/Chair</b> Independent Member Independent Member Independent Member/Partner School Head Principal Independent Member Governor Staff Governor Independent Member Staff Governor Staff Governor Independent Member Independent Member Independent Member /Vice Chair Independent Member</p> <p>SU President</p> <p>Head of Faculty Humanities &amp; Quality Manager Head of Student Service and Safeguarding Lead Deputy Principal Interim Director of Finance Interim Head of HR Corporation Secretary</p>
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**Quorum 8 members**

Age nda Item	Minutes	Action by
2.1	<p><b>Opening of meeting</b> The meeting was opened at 17.45 by the Chair who thanked everyone for arriving for the earlier start time.</p>	
2.2	<p><b>Apologies for Absence</b> Apologies were received from:</p> <ol style="list-style-type: none"> <li>1. Athanasios Metaxas</li> <li>2. Sam Juthani</li> </ol>	
2.3	<p><b>Declaration of Interests;</b> The Principal, Staff Governors, members of the SLT and the Corporation Secretary declared an interest in item 2.10. There were no other interests declared.</p>	
2.4	<p><b>Minutes of the Meeting of:</b> (i) Corporation meeting of 1 November 2017</p> <p><b>Resolved: The minutes of the meeting held 1 November 2017 were unanimously agreed as a true record and signed by the Chair</b></p>	

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2.5	<p><b>Matters Arising from the Minutes (including review of actions)</b> All other actions had now been closed off.</p>	
2.6	<p><b>Principal's Report</b> The Principal gave an update on the following:</p> <ol style="list-style-type: none"> <li>1. The new PR and Communications strategy which has greatly increased the College's presence on social media and proved highly effective in promoting the college and its very important events.</li> <li>2. Online applications for next year have started coming in and interviews are underway.</li> <li>3. AOC annual conference in Birmingham 14 – 15 November – the Principal and Chair me a wide range of former colleagues and contacts. The question of funding was a key talking point as ever. It is clear that the challenge of funding constraints is having an impact of the whole FE sector. Links to the subjects discussed were sent to the governors. In addition they spoke to the AOC Chief Executive, David Hughes and the Richard Atkins, the FE Commissioner and invited them to visit The Henley College in the near future. An invite they have accepted. Date to be arranged.</li> <li>4. Staff have been informed of the supportive early intervention by the ESFA following changes in our financial status. The College's progress plans are to be shared with them on 11 January 2018.</li> <li>5. Further sponsorship funds are being sought after recent successes.</li> <li>6. Charity and speaking events, sporting achievements and the Christmas production were also mentioned.</li> </ol> <p><b>Resolved: that the Principal's report was received.</b></p>	
2.7	<p><b>Student Governors Report</b></p> <p>The Student Governor gave a brief report on events that had occurred during this autumn term including EDI and visits to the Town Council to assist the Mayor.</p> <p><b>Resolved: that Student Governors' report was received.</b></p>	
2.8	<p><b>Safeguarding and Prevent Update</b> The Head of Student Services and the Senior Safeguarding Lead provided an update on safeguarding followed by Prevent for the period October – December 2017. There had been six significant safeguarding issues three of which had been resolved and three were on-going. There were no Prevent issues at this time. The report was received by the Board.</p> <p><b>Resolved: that the Safeguarding and Prevent Update had been received by the Board.</b></p> <p>The purpose of the college's annual safeguarding report is to enable the designated member of staff with responsibility for safeguarding to provide both senior team and governors with a simple standardised report for consideration at relevant governing body meetings. This report is completed annually and submitted for consideration and when agreed by the Board, a copy sent to the local authority to comply with the monitoring arrangements.</p> <p><b>Resolved: the annual safeguarding report was seen, approved by the Board and signed by the Chair</b></p>	
2.9	<p><b>QS item</b> The role of the link governor had been discussed at both Q &amp; S committee meetings and at previous Corporation meetings. Since the SAR process had been revised for this academic year a new guidance was written for governors to clarify the objectives of the link system and to provide an overview of the curriculum link areas. The Deputy Principal confirmed that training would be provided to teachers so that they would be aware of what they are doing. In addition governors would be given access to previous SARs to give them a fuller picture of the link programme area. The Corporation Secretary would provide</p>	

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	<p>this when requested by the link governor. Governors also expressed the desire to choose their own link areas. The Corporation Secretary that she would amend the guidance accordingly.</p> <p><b>Resolved: Corporation Secretary to send out SAR information to link governors when requested to do so.</b></p> <p>Catharine Darnton arrived at 18.10.</p> <p>The Chair informed the Board said that Ofsted training was conducted on 6 November and was attended by 6 governors and that the Deputy Principal was going to the Ofsted conference on 15 December 2017.</p>	<p><b>Corp Sec</b></p>
<p>2.10</p>	<p><b>Reports/Minutes from the following committee were read and received:</b></p> <p><b>Audit committee:</b></p> <ol style="list-style-type: none"> <li>1. Minutes of meeting 20 November 2017</li> <li>2. Approval of Annual Health &amp; Safety Report 2016/2017</li> <li>3. Approval of External Audit – Post Audit Management Letter 2016/2017</li> <li>4. Approval of Audit Committee Annual Report</li> <li>5. Risk Register as at November 2017</li> <li>6. Risk Management Group Annual Report 2016/2017</li> <li>7. Whistleblowing Policy – withdrawn for further consideration</li> <li>8. Notification of the new Chair– Steve Forward as Chair</li> </ol> <p><b>Resolved: The Board received the following:</b></p> <ol style="list-style-type: none"> <li>1. <b>the Minutes of the Audit committee meeting held on 20 November 2017</b></li> <li>2. <b>the Risk Register as of November 2017</b></li> <li>3. <b>Risk Management Group Annual Report 2016/2017</b></li> </ol> <p><b>Resolved: The Board approved the following:</b></p> <ol style="list-style-type: none"> <li>4. <b>Approval of Annual Health &amp; Safety Report 2016/2017</b></li> <li>5. <b>Approval of External Audit – Post Audit Management Letter 2016/2017</b></li> <li>6. <b>Approval of Audit Annual Report</b></li> <li>7. <b>For Mr Forward to be Chair of the Audit committee</b></li> </ol> <p><b>Finance Committee:</b></p> <ol style="list-style-type: none"> <li>1. Minutes of meeting 20 November 2017</li> <li>2. Approval of Report and Financial Statements 2016/2017</li> <li>3. Approval of Student Union Accounts 2016/2017</li> <li>4. Approval of Financial Regulations &amp; Procedures</li> <li>5. Annual Report on the use of the College Seal</li> <li>6. Approval of Return to Work Interview Form</li> <li>7. Notification of the new Chair and Vice Chair</li> <li>8. Annual Staff Pay Award</li> </ol> <p><b>Resolved: The Board received the following:</b></p> <ol style="list-style-type: none"> <li>1. <b>the Minutes of the Finance &amp; Resources committee meeting held on 20 November 2017</b></li> <li>2. <b>the Annual Report on the Use of the College Seal</b></li> </ol> <p><b>Resolved: The Board approved the following:</b></p> <ol style="list-style-type: none"> <li>3. <b>Report and Financial Statements 2016/2017 – there was one abstention</b></li> <li>4. <b>Student Union Accounts 2016/2017</b></li> <li>5. <b>Financial Regulations &amp; Procedures</b></li> <li>6. <b>Return to Work Interview Form</b></li> <li>7. <b>For Mr Wiggins to be Chair of the Finance &amp; Resources committee and Trevor Watkins to be Vice Chair</b></li> </ol> <p>An additional draft policy was submitted for approval. It had been last reviewed in July 2015 and lacked sufficient detail to ensure fair and objective processes. To achieve improved efficiency and effectiveness,</p>	

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the College needed to make proposals for change. This had gone through the Finance & Resources committee and was recommended for approval.

**Resolved: the Board approved the draft Redundancy Policy and Procedure as presented. There was one abstention.**

It was also highlighted that within the HR department there had been significant unplanned changes in the HR management staff which had resulted in a significant shortfall in capacity and so various annual staff reports would be conducted in the Spring term.

**The Principal, Staff and Student Governors and members of the SLT withdrew from the meeting at 18.30**

### **Annual Staff Pay award 2017 – 2018**

This had been discussed in detail at the Finance & Resource meeting on 20 November 2017. The College is already facing difficulty in setting a balanced budget for next year and staff costs account of 77%. It will be difficult to find sufficient funds in the budget for a 1% increase therefore the Finance & Resources committee cannot recommend to the Corporation any pay award to staff for 2017-2018. Further discussion can take place in January to review looking at lower income staff. The Chair said that everyone understood this was a very difficult decision especially as the realisation is that staff pay had declined in real terms over the past few years but reassured members that this will be kept under review.

**Resolved: that the Board approved there would be no annual staff pay award for 2017-2018**

### **Pay Award for Senior Post Holders 2017-2018**

At the Remuneration committee meeting 20 November 2017 it was agreed that there would be no pay award for the Senior Post Holders including the Corporation Secretary due to the current financial climate for this academic year 2017-2018.

**Resolved: that the Board approved there would be no annual pay award for Senior Post Holders and the Corporation Secretary for 2017-2018**

The Principal, Staff and Student governors and members of the SLT re-joined the meeting at 18.40.

The Principal, Staff and Student governors and members of the SLT were advised of the decision above and the Principal was asked that when she notified the staff of the Board's decision she included that this applied to all senior post holders and the Corporation Secretary.

**Resolved: the Principal to notify all staff of the Board's decision and to ensure that this decision included senior post holders and the Corporation Secretary.**

### **Quality & Standards committee:**

1. Minutes of meeting 6 November 2017
2. List of link governors with programme areas
3. Approval of Q&S Terms of Reference
4. Approval of Q&S Standing Agenda items
5. Notification of the new Chair and Vice Chair

**Resolved: The Board received the following:**

1. the Minutes of the Quality & Standards committee meeting held on 6 November 2017
2. List of Link governors and their programme areas

**Resolved: The Board approved the following:**

3. The revised Q&S Terms of Reference as presented
4. The revised Q&S Standing Agenda items as presented
5. For Mr Khaliel to be Chair of the Quality & Standards committee and Ms Darnton to be Vice Chair

Principal

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	<p><b>Remuneration committee:</b></p> <ol style="list-style-type: none"> <li>1. Confirmation of Principal's 10 month probation</li> </ol> <p>The Chair confirmed that the Principal's 10 month probation interview had successfully taken place and that her annual appraisal would be conducted imminently.</p> <ol style="list-style-type: none"> <li>2. Annual Pay Award for Senior Post Holders 2017-2018 (covered above)</li> <li>3. Approval of Remuneration Terms of Reference</li> </ol> <p><b>Resolved: The Board approved the revised Remuneration Terms of Reference as presented</b></p>	
2.11	<p><b>Governors Strategic Risk Register</b></p> <p>The Chair of Audit briefed the Board that at a meeting held on 9 November with the Principal and the Interim Director of Finance the following had been identified as the Governors' strategic risks and these had been formatted into the Governors Strategic Risk Register. Based on what was discussed a simple spreadsheet to review these has been generated and the risks have been graded. The overall risks are in the order of:</p> <ol style="list-style-type: none"> <li>1. Financial Viability</li> <li>2. Accommodation Plan</li> <li>3. Campus Security</li> <li>4. Staff Relations</li> <li>5. Organisation restructure</li> </ol> <p>The numbers were for guidance and those areas rated 3 gave an indication of where the Board is exposed and therefore where any Corporation discussion should focus with regard to mitigations.</p> <p>The Chair thanked the Chair of Audit for a very constructive and informative piece of work.</p>	
2.12	<p><b>Recruitment update of:</b></p> <ol style="list-style-type: none"> <li>1. <b>Executive Director of Finance</b></li> </ol> <p>The Chair briefed the Board that on 28 November a selection panel consisting of himself, the Chair of Finance &amp; Resources, Professor Gavin Brooks, Interim Director of Finance, Principal and Head of HR had convened to interview 4 candidates shortlisted from 17 applicants. Unfortunately a final candidate could not be selected. It was decided that the interim Director of Finance would remain in post until the end of February at which time this process would be revisited.</p> <ol style="list-style-type: none"> <li>2. <b>Parent Governors</b></li> </ol> <p>The Corporation Secretary advised the Board that the three parents mentioned below had applied and were currently going through the process of DBS checks etc and would be joining the board in January 2018.</p> <ol style="list-style-type: none"> <li>(i) Jon Burghart</li> <li>(ii) Alison Miller</li> <li>(iii) Carole Wright</li> </ol> <p><b>Resolved: the Board approved the appointment of the following Parent Governors: Jon Burghart, Alison Miller and Carole Wright subject to the necessary checks being completed</b></p> <ol style="list-style-type: none"> <li>3. Independent governor – Eva Rickett had been asked if she would consider becoming an Independent governor and the specialist governor for SEN. The Board endorsed this appointment.</li> </ol> <p><b>Resolved: Eva Rickett to be appointed as an Independent member to the Board and the specialist governor for SEN</b></p>	
2.13	<p><b>Training – Code of Conduct</b></p> <p>The Vice Chair conducted a training session on the Code of conduct for Governors. A synopsis of the training was provided for all Board members.</p>	



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2.14	<p><b>Feedback on the Chair's assessment:</b> Chair left at 19.10 and returned at 19.16. The Chair's performance against objectives feedback meeting had taken place with the Vice Chair and it was reported back that the Board members comments were all positive.</p>	
2.15	<p><b>AoC Annual Conference Feedback – covered in the Principal's report</b></p>	
2.16	<p><b>Any Other Business</b> The Corporation Secretary explained that the title of Corporation Secretary was rather archaic and not the sector norm for FE and HE colleges and asked that her title be changed to that of Clerk to the Corporation. This was unanimously agreed.</p> <p><b>Resolved: the Corporation Secretary would now be called the Clerk to the Corporation</b> There was no other business</p>	
2.17	<p><b>The meeting then went to the confidential agenda at 19.21</b> <b>Sophie Lucas left at 19.20</b></p>	
2.20	<p><b>Items to be taken forward to next Corporation meeting:</b> There were no items to take forward.</p>	
2.21	<p><b>Date and Time of Next Meetings</b></p> <ol style="list-style-type: none"> <li>1. Monday 15 January 2018 at 18.00</li> <li>2. Monday 29 January 2018 (SAR) at 18.00</li> <li>3. Wednesday 21 March 2018 at 18.00</li> <li>4. Monday 20 June 2018 at 18.00</li> </ol>	
	<p><b>Close of Meeting</b> The Chair asked that the following be minuted: the Board's sincere thanks and appreciation to Mia Tritton who had decided to step down from the Board after over 5 years' service. The Chair said that he would miss her knowledge of HR issues and her generous support and guidance,</p> <p>The meeting closed at 19.26</p>	
	<p>MINUTES of the meeting held on <b>4 December 2017</b> were agreed and accepted as a true and accurate record and signed by the Chair</p> <p>..... on .....</p>	