

Minutes of the Stourbridge College Corporation Meeting held on Thursday 7th July 2011 at 4:30pm in the Board Room, Hagley Road Centre

Present:

Amanda Bache
John Coyne
Lynette Cutting (Principal)
David Darlaston (p/t)
Steve Davies
Julia Fitzsimmons
Ian Hart
Dennis Hodson
David Nolan (Chair)
Brett O'Reilly
Tracey Pearce
Tim Sunter (Vice Chair)

In attendance:

David Beasley (Clerk)
Louise Jones (Vice Principal)
Elaine Giles (Vice Principal)
Steve Cutler (Assistant Principal)

Preliminary Item – Equality, Diversity & Inclusion (EDI)

Heather Ross, the College's Equality, Diversity & Inclusion Officer, gave a presentation to members on the College's approach in relation to the statutory requirements of the 2010 Equality Act and the fact that EDI is a limiting grade under Ofsted's Common Inspection Framework. She covered the achievements to date and explained the plans in place as related to the College's EDI Strategy and Single Equality Scheme. The Vice Chair noted the importance of the topic with reference to the College's values and Governors' responsibilities.

Preliminary Item – Stakeholder Management

Elaine Giles, Vice Principal Students & Corporate Development, gave a presentation to members on the College's Stakeholder Management Strategy, covering its aims and objectives, and the context of recruitment, reputation, the community and future opportunities. She described the different stakeholder categories, the process of maintaining contact with the large number of people involved, and emphasised the importance placed on evaluation and feedback. She said that Stakeholder Management was reviewed annually and reported to the Corporation.

1 Apologies for Absence

- 1.1 Apologies for absence had been received from Jenni Ord, Rishma Dattani, Tim Heaney, Tony Seaton, Henrietta Dalton and Tom Skidmore. David Darlaston apologised for his having to leave the meeting early for a speaking engagement.
- 1.2 The Chair said that this would be the final Board meeting for Ian Hart as he had come to the end of his second term of office, and that Fred Bentley had retired similarly with effect from the previous Board meeting. The September Board meeting would be used to mark their retirement.

- 1.3 The Chair reported that Michael Doolin had decided that his other commitments meant that he was unable to continue as a governor as he would not be able to serve the College appropriately, and he had therefore tendered his resignation.

2a Declaration of Interests

- 2a.1 The Chair said that they would be reviewing Governors' terms of office in the meeting but that this would be an open discussion and so not one that would constitute a conflict of interest.

2b Are we living our Values?

- 2b.1 The Chair noted in the context of the presentation that equality was increasingly in focus and asked governors to keep the values in mind during the meeting.

3 Minutes of Meeting held on 26th May 2011

- 3.1 The minutes of the Board meeting held on 26th May 2011 were approved and signed by the Chair as a true record.
- 3.2 The Chair advised that he had reviewed the matters arising from recent Board meetings with the Clerk and was content either that they had all been completed or that actions were in hand, noting that nearly all the governors had completed the on-line safeguarding training module. Regarding the agreement to amend the Financial Regulations related to the delegation of financial approval to the Finance, Resources & Property Committee, Steve Cutler reported that he had asked the Internal Auditor to review the Regulations and the delegation topic in particular. BDO had just issued a draft report on the topic; he would bring recommendations back to Committee and the Board in the autumn.

4 Chair's Report & Principal's Report

- 4.1 The Chair reported that feedback he had received from students and parents after the recent Student Awards evening had been very positive. The Vice Chair agreed, saying that it was very encouraging looking at the array of talent, adding that there was a real enthusiasm and great atmosphere at the Staff Awards event that week. The Principal said that she had asked the Clerk to provide details to governors of the key College events for 2011/12 as soon as they were available so that they could plan their attendance well in advance; this was welcomed by members.

4a Targets for 2011-12

- 4a.1 The Principal explained that the 2011-12 Targets were presented to the Corporation for approval, and that they were incorporated in the Development Plan that was issued to governors for information as the College 'roadmap'. Louise Jones explained that a correction had been made to one of the figures and that explanations had been added against some of the 2010/11 predicted figures in the tabled report. She said that the targets in the report represented the key performance indicators; more would be covered in the Performance Target Report. Governors queried some aspects of the figures and requested a key to some of the abbreviations, acknowledging that a glossary was incorporated in the Development Plan. It was suggested that in future targets could be considered for student progression from Level 3. The Principal agreed and said that student numbers could be incorporated as they were a significant factor. The Chair noted that the additional explanatory notes had addressed queries on the numbers and asked if the Board was content to approve the targets.

The Corporation resolved:

To approve the Targets for 2011-12.

4b Confidential Item – Minuted Separately

4c **Appointment of Furniture Supplier for Brierley Hill**

- 4c.1 Steve Cutler explained that the Finance, Resources & Property Committee had agreed with the College's recommendation that Abbey Business Equipment be appointed as the contractor for the supply of the classroom, refectory and office furniture for the Brierley Hill campus, and that, in view of the need to appoint prior to the Corporation meeting in order to meet deadlines, the Chair of Governors had agreed to invoke Chair's Action procedure and approve the appointment on behalf of the Board. The Chair reminded members that the delegation limits were under review.

The Corporation resolved:

To note the appointment of Abbey Business Equipment, approved on behalf on the Board prior to the meeting under Chair's Action procedure, as recommended by the Finance, Resources & Property Committee.

4d **September Board Meeting Topics**

- 4d.1 The Chair advised that the focus of the Corporation meeting in September would be on the Self-Assessment process and on strategic thinking. The Principal added that the meeting would be in two parts, the first addressing the College Self-Assessment Report and the Financial Management Control Evaluation (FMCE), and the second concerned with future strategy. In order to provide a vehicle for looking at the strategic topic in a structured way, Governors would undertake a PESTLE and SWOT analysis, focusing particularly on opportunities and threats. The Chair said that this approach would provide outputs for feeding into the December Away Day event, clarifying the key drivers for the College. The Chair and Principal emphasised the importance of the meeting on 22nd September.

[David Darlaston left the meeting at this point]

5 **Items Requiring Governors' Urgent Attention**

5a **Safeguarding**

- 5a.1 No matters raised.

5b **Equality & Diversity**

- 5b.1 No matters raised.

5c **Health & Safety**

- 5c.1 Steve Davies said he had attended a positive meeting of the Health & Safety Committee, where some on-going issues were being monitored. One item in the sub-contractor area was noted and under review.

6 **The Student Voice**

- 6.1 Elaine Giles reported that Henrietta Dalton had presented the annual Student Council Report to the Students, Curriculum & QA Committee. The Vice Chair said that he had been impressed with the report and pleased that the College was listening to students. The Chair

said that when the Student Governors had been able to attend governor meetings they had made a good contribution.

7 Performance Target Report 2010-11

- 7.1 Louise Jones reported that the Risk & Performance Report had been reviewed by the Students, Curriculum & QA and the Finances, Resources & Property Committees, and said that it was an interim end-year report with a final version being brought to the Corporation in the autumn once the 2010-11 achievement data had been finalised. She summarised the main achievements as set out in the report and the areas where actions were continuing, noting that income targets were a challenge in some areas.

The Corporation resolved:

To note the Report.

8 Reports from Finance, Resources & Property Committee

8a Report from Meeting held on 23rd June 2011

- 8a.1 John Coyne said that as all the key items reviewed by the Committee were on the agenda, there was nothing in addition to report to the Board.

8b Confidential Item – Minuted Separately

8c Confidential Item – Minuted Separately

8d Partner Contracting Report 2011-12

- 8d.1 Elaine Giles explained that the Partner Contracting Report was brought to the Corporation at this time in order to seek approval for the list of the intended partners for 2011-12. The report included predicted figures for the contract allocations at this stage; confirmed values would be reported to the Corporation in the autumn. Governors asked concerning the few partners identified in the report with a risk rating of 'high'; Elaine Giles advised that the rating was because the College had no previous history with the partners concerned as opposed to any particular concerns, so they would be watched closely.

The Corporation resolved:

To note the Partner Contracting Report 2011-12, and that the Report would be brought back to Corporation for approval in the early autumn with the confirmed contract values incorporated.

8e Confidential Item – Minuted Separately

8f Brierley Hill Update

- 8f.1 The Principal updated the Board on the latest position regarding progress on the completion of the new campus at Brierley Hill and its planned opening on 5th September. Based on the Gleeds Project Manager's report to the Finance, Resources & Property Committee, governors were concerned as to whether or not the build would be completed on time. John Coyne had joined her, BAM senior management and the Gleeds Project Manager for a site visit and meeting on 30th June. It was clear that a lot remained to be done but BAM had reiterated that the site would be ready in time; this view was supported by the Project Manager. The College was therefore proceeding on this basis. John Coyne confirmed that there were still major items to complete and said that the risks would lessen or worse as August approached, but

acknowledged that BAM were adamant that the build would be ready on time. Governors asked about penalties and contingency plans and noted that the IT equipment at the Longlands campus had recently had to be removed. It was agreed that regular monitoring and reporting were crucial at this stage of the programme. John Coyne confirmed that the group would be meeting again in early August.

9 Reports from Students, Curriculum & QA Committee

9a Report from Meeting held on 22nd June 2011

9a.1 Tim Sunter said that he had nothing specific to report to the Board from the Committee meeting, noting the reports circulated to Governors for information.

10 Reports from Audit Committee

10a Report from Meeting held on 27th June 2011

10a.1 Steve Cutler said that the new External Auditor, Paul Oxtoby, had attended the Committee Meeting for Baker Tilly, and that the key reports were on the agenda.

10b External Audit Strategy 2010-11

10b.1 Steve Cutler said that the annual External Audit Strategy set out Baker Tilly's approach to the work required to prepare an audit opinion on the financial statements and regularity for the year ending 31st July 2011. The Audit Committee had recommended it for approval.

The Corporation resolved:

To approve the External Audit Strategy 2010-11.

10c Internal Audit Plan 2011-12

10c.1 Steve Cutler reported that there had been a wide-ranging debate at the Committee on the coverage of the Internal Audit Plan in respect of the key risks facing the College, following which it was agreed that the Plan should stand. He advised that the contract with BDO provided for the addition of audit days in-year if required, and that this element was covered within the budget.

The Corporation resolved:

To approve the Internal Audit Plan 2011-12.

10d Risk Management Strategy 2011

10d.1 Steve Cutler summarised the amendments made to the 2010 Risk Management Strategy, including the addition of the College's definition of Risk Appetite. The Audit Committee had recommended it for approval.

The Corporation resolved:

To approve the Risk Management Strategy 2011.

10e Remuneration of Internal & External Auditors

10e.1 Steve Cutler reported that the combination of the annual increase in the External Auditor's fees, as agreed in the Baker Tilly tender, and the overall reduction in the Internal Auditor's

fees resulting from a negotiated rate increase reduction and fewer audit days meant that there was an overall net saving to the College.

The Corporation resolved:

To approve the remuneration for the Internal and External Auditors.

11 Reports from Governance & Search Committee

11a Report from Meeting held on 15th June 2011

11a.1 The Chair reported that the Governance and Search Committee had recognised the importance of reviewing the terms of office for governors and had assessed the implications of Ian Hart and Fred Bentley retiring this summer. The Committee was recommending that Jenni Ord became the chair of the Students, Curriculum & QA Committee and had asked David Darlaston if he would continue his additional term of office for a further year. Fred Bentley had offered to continue to attend the Audit Committee as a co-opted member, thereby ensuring continuity while a new Committee Chair and Vice Chair were established during 2012. The Committee had discussed the results of the Chair's one-to-one reviews with Governors; the process would be slightly different next year – Governors would be asked to complete their assessment prior to the review. The Corporation's Code of Conduct and Standing Orders had been reviewed and the Clerk would be preparing amended versions for the Board's approval in the autumn.

11b Terms of Office, Committee Membership & TORs, Appointment of Committee Chairs & Vice Chairs

11b.1 The Clerk explained the series of recommendations from the Committee as detailed in the report, covering changes to the terms of office for Governors and Committee Chairs & Vice Chairs, appointments related to the Audit and Students, Curriculum & QA Committees, the process of appointment of members to Committees, Tony Seaton's completion of his probationary year, and delegation from the Remuneration Committee. The Chair advised that the changes proposed were important in terms of improving the effectiveness of the Corporation. The recommendations were approved.

The Corporation resolved:

- (1) To increase the term of office for a Governor from three to four years, with a second term being the norm, and a third term of between one and four years to be agreed by the Committee by exception depending on the prevailing requirements of the Board.
- (2) To increase the term of office for Committee Chairs & Vice Chairs from one to two years, renewable for a second term, with a third term of between one and two years by exception.
- (3) That the foregoing changes in terms of office take effect immediately, i.e. current terms of office will be amended accordingly.
- (4) That David Darlaston continues as Chair of the Audit Committee to 31st December 2012.
- (5) That Fred Bentley be appointed as a second co-opted member of the Audit Committee for 2011-2012.
- (6) That Jenni Ord be appointed Chair of the Students, Curriculum and QA Committee.
- (7) To remove the requirement for the annual appointment of members of the Governance & Search, Audit and Remuneration Committees.
- (8) That the appointment of all Committee Chairs and Vice Chairs should be carried out by the Corporation on the recommendation of the Governance & Search Committee.
- (9) To confirm Tony Seaton's continued appointment as a Governor of the College for his first term of office, to 14th July 2014.
- (10) That decisions related to the conditions of employment of the nominated Senior Post-Holders be delegated from the Remuneration Committee to the Chair of the Corporation.
- (11) To note that the Governance & Search Committee would make recommendations to the Board concerning the appointment of the Vice Chairs of the Audit and Student, Curriculum & QA Committees.

11b.2 The Clerk to reflect the approved recommendations in amendments to the Committee Terms of Reference, the Governors' Handbook and the Corporation Membership Register.

11c Governors' Self-Assessment

11c.1 The Clerk reported that the 2010-11 Governors' Self-Assessment Action Plan was now complete apart from one action that was dependent on a report scheduled for the December Board meeting. He explained that the Self-Assessment Action Plan for 2011-12 had been put together from the outcomes arising from the Chair's 1-to-1 reviews with Governors, the feedback from the on-line Governance Self-Assessment and points arising from the consultant-led workshops at the April Board meeting. The Board confirmed its approval of the results of the 2010-11 Self-Assessment Action Plan and the content of that for 2011-12.

The Corporation resolved:

To approve the 2011-12 Governors' Self-Assessment Action Plan.

12 Have we lived our Values?

12.1 The Chair said that the presentation and discussion on Equality & Diversity at the beginning of the meeting had been very good, and helpful in reminding Governors of the College values.

13 Any Other Business

13a Appeal Panel Membership

13a.1 The Clerk said that the Governance & Search Committee had recommended that a pool of Governors should be appointed annually as members of appeal hearing panels. Julia Fitzsimmons had offered to run a development session and this would be scheduled for the autumn. Names proposed by the Committee were Dennis Hodson and Tim Sunter (being governors who had sat on panels during the past few months), Steve Davies and David Darlaston. It was noted that the pool could be more representative; the Clerk to follow-up.

13b Governors' Use of IT

13b.1 The Chair advised that following a review of potential platform options, he considered that Board members should move to using tablets (iPADs or otherwise) from September. The intention was that Governors would be issued with a device for their use. Governors confirmed that they were content for the Chair to confirm the most appropriate solution to the College over the summer. It was agreed that training would be needed on their use; the Clerk said that in looking at potential options his primary concern was ease-of-use for the Governors.

14 Dates of Future Meetings

Thursday 22 nd September 2011	Thursday 15 th March 2012
Thursday 20 th October 2011	Thursday 26 th April 2012
Friday 2 nd December 2011	Thursday 24 th May 2012
Thursday 8 th December 2011	Thursday 12 th July 2012

The meeting closed at 19:10.

Signed: _____

Date: _____

Chair