

Minutes of the Stourbridge College Corporation Meeting held on Thursday 9th December 2010 at 4:30pm Board Room, Hagley Road Centre

Present:

Fred Bentley
John Coyne
Lynette Cutting (Principal)
Rishma Dattani
Steve Davies
Michael Doolin
Julia Fitzsimmons
Ian Hart
Dennis Hodson
Henrietta Kubwimana (Student Governor)
David Nolan (Chair)
Jenni Ord
Brett O'Reilly (Staff Governor)
Tracey Pearce
Tim Sunter (Vice Chair)

In attendance:

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

Preliminary Item – Governors' Training: Safeguarding Overview

Prior to the formal start of the meeting's proceedings, Gill Coldicott, the College's designated Safeguarding Manager, gave a presentation to the members on Safeguarding, covering key aspects of relevance to governors. She explained the requirement for governors to be trained to recognise signs of abuse and how to respond, and their role in ensuring that the College fulfilled its legislative requirements. She explained that the presentation would be followed-up by an on-line training module for the governors to complete.

[Michael Doolin and Rishma Dattani left the meeting at this point.]

1 Apologies for Absence

- 1.1 Apologies for absence had been received from Amanda Bache, David Darlaston, Tim Heaney, Tony Seaton and Tom Skidmore.

2a Declaration of Interests

No interests were declared.

2b Governors

- 2b.1 The Chair advised that the Governance & Search Committee had recently interviewed two prospective governors, Rishma Dattani and Michael Doolin, and had recommended their appointment and their membership of the Audit Committee and Finance, Resources & Property Committee respectively. Their details had been circulated to governors on 22nd November to allow for any objections to be raised. The appointments were approved by those present.

- 2b.2 The Chair explained that in checking back through the records it had been discovered that as a result of a procedural oversight, the end date of David Darlaston's second term of office had been incorrectly recorded in the Corporation's minutes as 31st December 2011 as opposed to 31st December 2010. In the light of this anomaly and in recognition of the number of governors recently appointed and the need to retain continuity of key expertise and experience, the Governance & Search Committee had recommended that he be asked to serve as governor during 2011 under the exceptional circumstances provision; all present were in agreement.
- 2b.3 The Chair noted that, following the retirement of Rosemary Slater as governor, John Coyne had been asked to take up the post of Vice Chair of the Finance, Resources & Property Committee.
- 2b.4 Dennis Hodson confirmed that, due to his other commitments, he was happy to stand down as a member of the Audit Committee given that a new committee member had been appointed, but that he would be continuing to fulfil his Link Governor role for Safeguarding and Foundation Learning.

The Corporation resolved:

1. To approve the appointment of Rishma Dattani and Michael Doolin as governors of Stourbridge College with effect from 9th December 2010 for a three year term.
2. To approve the appointment of David Darlaston as governor of Stourbridge College for an additional year, from 1st January 2011, and his continuing role as Chair of the Audit Committee.
3. To approve the appointment of John Coyne as Vice Chair of the Finance, Resources & Property Committee.

[Rishma Dattani and Michael Doolin re-joined the meeting at this point.]

3 Minutes of Previous Meetings

3a Approval

With the following amendments, the minutes of the Corporation meeting held on 21st October 2010 were approved and signed by the Chairman as a true record:

- (a) At p5.2.1 'had met' → 'would be meeting';
- (b) At p6.2 'Critical Spending Review' → 'Comprehensive Spending Review'.

3b Matters Arising

3b.1 College of the West Midlands

The Principal advised that there was little further to report. Elaine Giles was continuing to work with Birmingham Metropolitan College and Coventry College; the connections were proving to be advantageous as the College had just been made a regional hub for environmental technologies. Informal discussions with the colleges would continue.

3b.2 Confidential Item, minuted separately

3b.3 Board Peer Review

The Chair advised that advice was being sought on this topic from a consultant as part of a broad review of governance. The Principal noted that this was an important activity in progressing to the achievement of Outstanding inspection status for the College.

3b.4 College Web Site

The Chair advised that the content of the governance area of the College web site was being refreshed to bring the information up to date, as part of the process of improving the level of engagement of the governing body. It was agreed that the Away Day event on the previous Friday had been effective in terms of the interaction of governors with students. The Principal confirmed that feedback from the day showed that this aspect stood out; it was important to find other ways to interact effectively with the staff and students. The Chair added that other aspects such as the Governors' Handbook and the idea of an alumni group were being progressed.

4a Chair's Report and Principal's Report

4a.1 The Chair commented that the Away Day presentations by the external speakers illustrated the challenges for the College in their assessment of the current climate in the sector, but it was important for the College to remain viable, to continue to provide a good quality service and to ensure that it remained in a strong position. He appreciated that the discussion session on the Strategic Priorities might have benefited from a longer session and would look at allocating more time at future events.

4b Approval of Educational Character, Mission & Strategic Priorities

4b.1 The Principal advised that as a result of feedback from the Away Day group discussions there had been some minor changes made to the wording of the Educational Character and the Strategic Priorities for 2010-2013, as per the sheet tabled at the meeting. The Mission statement remained unchanged. The amended statements were approved by those present. The Principal said that the associated Annual Objectives for the year would be circulated to governors around the end of January. These would be translated into team objectives and then mapped onto personal objectives to be used in staff appraisals.

The Corporation resolved:

That the amended Educational Character and Strategic Priorities be approved.

5 Items Requiring Governors' Urgent Attention

5a Safeguarding

No items raised.

5b Equality & Diversity

No items raised.

5c Health & Safety

Steve Davies reported that he had attended his first Link Governor meeting which included this topic and confirmed that there were no critical matters to report. He added that the College was fairly well advanced with regard to its reporting procedures.

6 The Student Voice

6.1 No items raised.

7 Reports from Finance, Resources & Property Committee

7a Report from Committee Meeting of 18th November 2010

7a.1 The Committee Chair reported that the meeting had had a very full agenda, reflected in the number of reports presented to the Corporation. There had been a lively and thorough

discussion on all the topics; a number of items had been raised by governors and discussed with the College Executive representatives leading to a satisfactory conclusion: the annual accounts and the variances from the July figures, the new build programme and cost, staff absenteeism and the pay award proposal. He advised that the Procurement and Purchasing Policy had been approved by the Committee with a caveat related to local purchasing consideration. The Committee Terms of Reference had been reviewed and endorsed.

Reports for Approval

7b Financial Regulations Annual Review

7b.1 Steve Cutler summarised the main changes to the previously approved version of the College's Financial Regulations, as set out in the report. The Chair noted that there were no fundamental changes. The question of the College's Intellectual Property Rights procedures was raised and the potential conflict of interest with an employer. The Principal advised that she didn't believe that there had been a need to apply them as there was little time available for research and development activity.

The Corporation resolved:

That the Financial Regulations for 2010/2011 be approved.

7c Treasury Management Policy

7c.1 Steve Cutler explained that in the light of the financing of the new build and the increased level of risk in the financial sector, the Treasury Management Policy had been re-written by Lloyds Banking Group. The Policy identified seven risk areas and set out risk management controls for each area, as listed in the report. The governors agreed that the Policy was well written, but noted that the key challenge was the management and control of risk.

The Corporation resolved:

That the Treasury Management Policy be approved.

7d Renewal of College Insurance

7d.1 Louise Jones summarised the tender process that had been followed in renewing the College's insurance for the period 2010-2013, and the resulting proposal to place the contract with Zurich Municipal who had submitted the lowest premium, reflecting a saving of £42,234 over the previous annual figure. She confirmed that clarifications had been sought from Zurich in the light of their quotation and that she was satisfied with their responses. The Board congratulated the College on the value for money outcome.

The Corporation resolved:

That the College Insurance for 2010-2013 be placed with Zurich Municipal.

7e Confidential Item, minuted separately

7f Reports for Information

7f.1 The following reports had been circulated to members with the meeting agenda for information, having been scrutinised by the Finance, Resources & Property Committee. In accordance with established procedure, as no questions had been tabled on their content prior to the meeting the reports were noted by the Board without further deliberation:

- October Management Accounts;
- Property Strategy Update (including VAT Report);
- Staff Satisfaction Survey & Action Plan;
- Student Numbers & Funding Report;
- Skills Funding Agency Letter ref. 3 Year Financial Plan.

8 Reports from Students, Curriculum & Quality Assurance Committee

8a Report from Committee Meeting of 1st December 2010

8a.1 The Committee Vice Chair reported that the Committee had met via tele-conference because of the bad weather and it had proved to work quite well, so the approach could be used in future for similar size meetings. The Committee Terms of Reference had been reviewed and the recommendation to include both Student Governors endorsed.

8a.2 The risk and performance report had been reviewed, and although there was a small downward trend in some areas it was recognised that diversification strategies were being reviewed in recognition of the changed funding situation. It had been noted that the Red risk status allocated previously to the Estates team had since been amended to Amber as a result of improvements effected. It was noted that several areas were just short of being in the top 10% and the Committee had recognised that a lot was being done, with good risk controls in place.

8a.3 Confidential Item, minuted separately

8b Reports for Information

8b.1 The following reports had been circulated to members with the meeting agenda for information, having been scrutinised by the Students, Curriculum & Quality Assurance Committee. In accordance with established procedure, as no questions had been tabled on their content prior to the meeting the reports were noted by the Board without further deliberation:

- Risk & Performance Progress Report;
- Equality & Diversity Annual Report;
- Framework For Excellence Summary.

9 Reports from Audit Committee

9a Report from Committee Meeting of 25th November 2010

9a.1 The Committee Vice Chair said that the meeting was the first in the year's audit calendar so it examined a number of key reports that were now being presented to the Corporation. A weak area identified during the previous year's audits was Student Services (Learner Support Fund) and the Committee had sought assurances from the Executive that actions were in hand to address the outstanding recommendations. The content of the Audit Committee Annual Report confirmed that overall 2009/2010 had been a good year from an audit perspective, with the related activities being conducted on all sides in a business-like and professional manner. He reminded members that the Audit Committee was a sounding board for any concerns related to budgets and finance.

Reports for Approval

9b Internal Audit Annual Report

9b.1 Steve Cutler summarised the conclusions set out in BDO's Internal Audit Annual Report: of the 6 reviews undertaken, 3 had received a good level of assurance, 2 satisfactory and 1 weak - Student Services (Learner Support Fund) - which had been subject to a follow-up review later in the year. Of the 64 previously outstanding internal audit recommendations only 2 had not been fully implemented. A question was asked concerning progress being made in addressing the outstanding issues identified during the audit and follow-up review of the Student Services area, and it was explained that systems had been changed such that there were much tighter controls in place related to reporting.

The Corporation resolved:

That the Internal Audit Annual Report 2009/2010 be approved.

9c Confidential Item, minuted separately

9d Audit Committee Annual Report

9d.1 The Interim Clerk summarised the content of the report that had been prepared on the proceedings of the Audit Committee during 2009/2010 and the activities of the Internal Auditor, BDO, and the External Auditor, Baker Tilly. He highlighted the overall opinions of the Auditors, and the view of the Committee that they were satisfied that the planned audit activities had been carried out satisfactorily and professionally.

The Corporation resolved:

That the Audit Committee Annual Report 2009/2010 be approved.

9e Financial Management & Control Evaluation

9e.1 Steve Cutler explained the background to the FMCE return, noting that the next submission would be the long version. He advised that following a review of the criteria the scores in each of the 4 FMCE areas had been determined as follows: Accountability (Good), Financial Planning (Outstanding), Internal Control (Good) and Financial Monitoring (Good). An action plan had been put together identifying the areas of improvement.

The Corporation resolved:

That the Financial Management and Control Evaluation return be approved.

9f Risk Management Annual Report

9f.1 Louise Jones explained the rigorous approach that the College had in place for risk management, and that the key risk headings were very student-focused. As for every year, there had been an internal audit on the risk management processes that had resulted in a good level of assurance. She reported that 13 Risk Action Plans had been reviewed throughout the year, and whilst good progress had been made in all areas, significant progress had been made by the HR, Estates and IT teams. It was confirmed that the Audit Committee were happy with the risk management processes in place.

9f.2 The risk appetite of the College was discussed and how it could be captured. The Principal said that it was important for the College and the Board to focus on the high risk and high impact issues, and to ensure that this was carried through into the meeting agendas and reports. The governors endorsed this view.

The Corporation resolved:

That the Risk Management Annual Report 2009/2010 be approved.

10 Reports from Governance & Search Committee

10a Report from Committee Meeting of 18th October 2010

10a.1 The Vice Chair reported that the Governance & Search Committee had reviewed the constitution of the Board and Committees in the light of the Committee workload and the vacancies that would arise during 2011 as governors came to the end of their terms of office. The Committee had been impressed with the quality of the prospective governors that had been interviewed so far this year, but said that it was always helpful to have ideas for potential governors.

10a.2 The Vice Chair reported that the draft Terms of Reference for the two new committees had been reviewed, and in assessing the procedures that had been used for the Governors' Annual Skills Assessment and Appraisals it was felt that they would benefit from a review of current good practice in the sector. A consultant was being engaged to assist with a broad review of governance as related to the Governing Body. The Link Governor Scheme guidelines were being updated to ensure that they properly reflected the purpose and objectives of the scheme, and the responsibilities of the Link Governors and Managers. He noted that the level of interaction with College staff was very encouraging.

Reports for Approval

10b Committee Terms of Reference

- 10b.1 The Clerk reported that the draft Terms of Reference for the Finance, Resources and Property Committee and the Students, Curriculum and Quality Assurance Committee had been reviewed by the committees themselves and the Governance and Search Committee and were presented to the Corporation for approval. The Terms of Reference for the Audit Committee had also been reviewed and amended in line with the committee membership changes approved as part of the review of the Corporation's governance structure. He noted that the Audit Committee Terms of Reference would need to be re-assessed when new or amended codes of practice were issued by the SFA/YPLA.

The Corporation resolved:

That the Terms of Reference for the Audit Committee, the Finance, Resources & Property Committee and the Students, Curriculum & Quality Assurance Committee be approved.

Reports for Information

10c Governors' Self-Assessment Quality Improvement Plan

- 10c.1 The Governors' Self-Assessment Plan, amended to reflect the current status, was noted by the Board.

11 Other Reports Presented to Corporation

Reports for Approval

11a Draft Self-Assessment Report 2009/2010

- 11a.1 Louise Jones explained the background to the Self-Assessment Report (SAR) and its importance in relation to the College's inspection. The Report was due to be submitted to the Skills Funding Agency by end-December. It was important that it reflected the true position of the College so the judgements and gradings had to be based on accurate and reliable data and evidence. The College was still in the top 25%, and in the top 10% of colleges in some areas. The overall judgements contained in the SAR were Good in each of the main categories, and the College knew what needed to be addressed to improve.
- 11a.2 Governors felt that the Report was a robust document as it used a lot of evidence to support the conclusions. It was noted that Student Satisfaction had remained the same at 87%. Louise Jones acknowledged this and said that the Executive was very focused on what the students were saying via routes such as the Student Council, and recent surveys had showed an improvement.

The Corporation resolved:

That the College's Self-Assessment Report for 2009/2010 be approved.

11b Student Council Annual Accounts

- 11b.1 Steve Cutler explained that the Student Council was a self-financing body, independent from the College. The accounts were managed by the Student Council and audited by a qualified accountant in the College's Finance Team. It was noted that the accounts reflected a low level of activity, but that this was not dissimilar to that in the Higher Education sector.

The Corporation resolved:

That the Student Council Annual Accounts for 2009/2010 be approved.

11c Reports for Information

11c.1 The following reports had been circulated to members with the meeting agenda for information. As no questions had been tabled on their content prior to the meeting the reports were noted by the Board without further deliberation:

- Policies Annual Report;
- Achievement of Annual Objectives;
- Stakeholder Management Strategy 2010/2011.

12 Any Other Business

12a CRB Checks for Governors

The Clerk thanked the Governors for their assistance with completing the CRB check forms and for bringing their documents to College for copying.

12b Feedback from Use of Laptops

The Clerk asked the Governors to let him know if they had any particular views on the move away from paper-based meetings and the use of laptops or tablets, and thanked them for their forbearance at the beginning of meeting whilst those using College-provided laptops had their accounts configured.

12c Thanks

The Principal thanked the governors for their contribution throughout the year and the time they had given to their role on the Board. This was echoed by the Chair.

13 Dates of Future Meetings

13.1 The dates of the Corporation meetings for the remainder of the academic year are:

Thursday 31st March 2011 at 16:30
Thursday 28th April 2011 at 16:30 [Strategic Planning]
Thursday 26th May 2011 at 16:30
Thursday 7th July 2011 at 16:30

The meeting closed at 18:45.

Signed: _____

Date: _____

Chair