

MINUTES OF THE FEC BOARD OF GOVERNORS MEETING HELD ON WEDNESDAY, 29 APRIL, 2009

Present: Phil Brisk, Nick Brown, John Hodgkinson, Irene Howard (part), Richard Lee, Steve Lowe, Asim Mahmood, Gloria Oates, Jackie Scholes, Ed Stacey
In attendance: Jayne Clarke, Peter Roberts, Mick Walsh, Kath Wrigley (Clerk)
Apologies: Bev Beaumont, Ian Hill, Scott Jackson, Linda Newitt, David Read, Peter Treadwell
Absent: Khadija Begum, Cllr. Kay Knox, Iftikhar Naweed, Mike Pitt

JH, who chaired the last meeting of the Board, led the first two items on the Agenda.

1. **Minutes of the last meeting held on 28 January 2009**

The Minutes were accepted as a true and accurate record.

2. **Matters arising**

In BB's absence, JC drew attention to the Report under Item 6 on Audit Committee business which referred to additional funding received from the LSC to increase energy efficiency. A report on anticipated savings would be prepared when efficiencies had been fully implemented and all relevant data had been collated.

3. **Search Committee**

GO led this item as Chair of the Search Committee and the following points were noted:

- a number of issues regarding membership had been brought to the attention of the Committee by the Clerk;
- SL, whose term of office ended on 31 March (an issue raised at the previous Board meeting), had indicated his wish to serve for another 4 years. As SL chaired the Capital Project Steering Group it was agreed that his continued membership of the Board would be of enormous value and this was recommended by the Committee;
- ES had indicated some time ago that it was his intention to stand down from the Board and as Chair of the Audit Committee when his term of office ended on 30 April. The Committee recognised the importance of recruiting his successor without delay and this was currently in progress. ES added that the potential new Governor had been contacted but was no longer in a position to join the Board. The Chair remarked that the College was extremely fortunate to have such an effective Board and Governors were encouraged to propose suitable candidates to ensure the College retained its good governance status;
- KK, whose term of office ended on 30 April, had been asked to indicate her willingness to serve for a further 4 years. As a Local Authority Governor was no longer a specific requirement under the new I & As, it was not necessary to approach the Local Authority to nominate a candidate and KK was eligible to continue to serve as an Independent Governor. The Committee agreed that KK's re-election would be of great benefit to the Board and provide a valuable link with the Council. Subject to her acceptance, the Committee recommended KK's re-appointment;
- the current Student Governors reached the end of their term of office on 30 April and their successors had already been appointed by their peers. Further discussion on this would take place later in the current Agenda;
- looking ahead to 2010, the Committee had recognised the need for detailed discussion on the various changes in membership that would be taking place during the year. A further meeting of the Search Committee would be arranged to discuss these;
- concern was expressed regarding Committee membership (particularly for Audit and Personnel) and it was noted that one Personnel Committee meeting had been inquorate. The Search Committee recommended that new Governors would also be "required" to serve on at least one Committee. A particular concern was membership of the Audit Committee, of which ES was currently Chair. In seeking a successor it was suggested that PT could be invited to move from the FGP Committee to Audit in order to strengthen membership of the latter;
- in addition, the timing of meetings had been discussed. It had been suggested that by members of some Committees that meetings should be scheduled for 8.30 a.m. over breakfast rather than during the day. This was accepted as a possible solution.

RESOLVED:

that SL and KK would be invited to serve for a further term of 4 years as Independent Governors;
that the Committee would endeavour to recruit a successor for ES as soon as possible;
that the Clerk would approach PT regarding the move from FGP to Audit Committee; and
that Committee meetings would, where possible, be scheduled for 8.30 a.m. in the future.

4. **Election of Chair and Vice-Chair**

The Clerk invited nominations for the position of Chair. GO was nominated, seconded and unanimously elected to serve as Chair of Governors for a further 12 month period;

The Clerk invited nominations for the position of Vice-Chair. SL was nominated, seconded and unanimously elected to serve as Vice-Chair of the Corporation for a further 12 month period.

ACTION

BB

KW

5. Declaration of Interests

None was declared.

6. Correspondence

There was no correspondence.

7. Clerk's business**Forms for signature**

The Clerk informed Governors that the three forms distributed annually for update and signature would be sent out at the beginning of May instead of April as in the past. As both Student Governors began their term of office on 1 May this would avoid the need for two separate declarations to cover the 12 month period. In addition, one Governor whose work commitments during April were particularly onerous, had requested a postponement in the issue of forms. The Clerk added that all forms would be completed as far as possible before issue with information provided the previous year and a stamped, addressed envelope would be included for ease of return. Governors were asked to review the information recorded and update as appropriate, returning the forms as soon as possible.

Report on National Governors' & Clerks' Conference, March 2009

KW reported on the Conference, referring to a paper circulated prior to the meeting. Whilst the issue dominating the Conference had been capital projects and the problems associated with funding, the main message had been the critical role Governors played in the success of the College. Speakers commented on the importance of a well-balanced Board with the appropriate mix of skills and expertise, the need to achieve the highest targets possible and continually seek ways to improve. The relationship between Governors and management and the drive towards "shared" rather than self-regulation was also discussed. Overall, KW felt that Governors would benefit from attendance at the Conference, both in terms of content and the opportunity to network.

KW also drew attention to a paper circulated prior to the meeting, which was presented at a Conference Workshop. This document listed useful web addresses giving access to a wealth of resources on FE governance.

Training events

KW outlined various training events that were being held over the next two months which Governors might find of interest – in particular the Governor Briefings which had been arranged by the AoC NW. Anyone wishing to attend any of these events was asked to contact the Clerk who would make the necessary arrangements on their behalf.

8. Chairman's business**ES**

- on behalf of the Board, the Chair paid tribute to ES, thanking him for the last 8 fruitful years and his extremely valuable contribution to the College and the work of the Board. His unflinching support for the College and insight into discussions would be greatly missed. In response, ES remarked that it had been a privilege and a pleasure to be associated with the Board over the last 8 years, throughout a number of changes in his professional life. Over the last 25 years he had served as a Director or Governor on a number of different Boards but the College stood out over and above every other organisation. As a Governor at the College he had learned a great deal and gained extensive experience of high quality performance, governance practice and overall excellence, for which he was indebted to every member of the Board. On a personal note he added that his son and daughter, of whom he was immensely proud, had both attended the College which had provided them with a wonderful education and the encouragement and support to enable them to reach their full potential. ES explained that, whilst there was never a right time to step down, he felt it was proper to do so after 8 years. He expressed his thanks and best wishes to everyone and, although he would no longer be a formal member of the College, he would continue to champion its many achievements.

Student Governors

- the Chair thanked AM and, in her absence, KB, for their contribution as Student Governors over the last 12 months and wished them well for the future. GO added that AM and KB had organised many fund-raising events and had contributed well to the community. Their successors, A Al-M (President of the Student Association) and LR (Vice-President of the Student Association) had been formally elected on the last day of the previous term and, in view of the short notice, had been unable to attend this meeting.

AoC Governors' Council

- the Clerk had received an email from Brian Godbold of the AoC Governors' Council, inviting Governors to register their private email address in order that they could receive information directly, rather than via the Clerk. A letter in support of this invitation explained that this was not intended to be intrusive but merely a way of ensuring that information was disseminated efficiently to all Governors. Anyone wishing to take advantage of the invitation was encouraged to do so.

Attendance at Committee meetings

- a paper had been tabled which showed the percentage attendance at Committee and Board meetings between 1 March 2008 and 30 April 2009. It was noted that attendance had been below the 70% agreed by Governors on a number of occasions. Whilst it was again gratefully acknowledged that Governors gave of their time freely to attend meetings, the Chair felt that ways to improve attendance should be investigated. Suggestions included changes to the frequency, timing and length of meetings and Governors were invited to give any further proposals to the Clerk.

9.. **Principal's business**

NB paid tribute to ES as follows:

- education was a difficult sector in which to work at the moment but the quality of support from the College's Governors, and ES in particular, had enabled senior staff to manage the day to day business of the College effectively. The element of stability provided by Governors, both inside and outside the meetings, was particularly important and ES had supplied this in his unfailing support for the College at all times. ES was particularly adept at representing the College, both in the press and in person, clarifying any misconceptions and championing the College at every opportunity. This was much appreciated by all staff and his membership of the Board would be hugely missed.

10. **Machinery of Government changes & implications for Sixth Form Colleges**

NB led this item, reporting as follows:

- the education sector was currently going through a particularly difficult period to the extent that a Government Minister had accused one of its own quangos of "mismanagement";
- funding would soon transfer to the Local Authority. The College's relationship with the Authority was excellent and there would be no difficulty in resolving any problems that may arise. However, the real issue was that there were no clear guidelines explaining how the allocation of funds would work in practice. All Local Authorities were not prepared for the changeover, plans for disbanding the LSC were unclear and a whole series of questions remained unanswered. On a positive note, the second in command at Government Office North West had been very supportive of the College during their visit the previous week;
- in summary, the changes would result in additional layers of management. As the College concentrated on its core business and had an excellent relationship with the Council, the impact of this would be minimal;
- since the last Board meeting it had been revealed that the amount of funding the LSC believed was available was not and that most of the capital projects submitted for approval would not be funded. The Head of the LSC had resigned and Colleges who had submitted their Applications in Principle were being asked to complete a form in support of their claim. JC was currently seeking further information before doing so but finding a path through the current situation was proving very difficult;
- the LSC did not have the capacity to manage the situation. However, the College had been informed that the capital project could possibly be funded by the 16-19 fund, although no-one had been able to confirm this;
- before Easter letters had been received, unexpectedly, explaining that there would be a financial shortfall in both capital and revenue. Funding had been negotiated against agreed targets but the LSC had asked the College not only to reduce its proposed number of students but also to make economies in other ways. Whilst the College could survive this by using reserves in the short term, this situation could not be sustained;
- the letter also indicated that, for the first time ever, school sixth forms' funding would also be cut. This was repealed when school sixth forms complained and the College was subsequently informed that their target numbers would be fully funded and they could, in fact, be seeking to recruit more students;
- it was expected that, in the medium term, there would be more cuts in funding followed by further reductions over the next two years. NB would be taking part in the regional Principals' meetings to discuss the repercussions of recent events on the sector;
- although there was currently no guidance available on how Sixth Form Colleges would be governed, the Senior Management Team were confident that by the time this was available the College would have developed its own coping strategy.

Comments were invited.

ES agreed that the situation had been totally mismanaged but added that the Principal's participation in meetings outside the College was critical. NB's strategic thinking was exemplary and his assessment of the current situation had given members confidence in his ability to lead the College forward and ensure its stability over the next few years. Governors were united in their support for senior managers, under NB's leadership.

Capital project update

NB reported that although the way forward was more complicated at the present time, the College should ultimately be successful in its bid for a new Science Centre. However, the Steering Group required more flexibility to take key decisions and obtain the necessary advice. As both NB and JC lacked confidence in the current decision-making procedures, it was proposed that lobbying of key players would be resumed and letters of support requested. In addition, the Board was asked to grant the Steering Group the freedom to enlist the expertise of competent agencies to help expedite this project to ensure its successful completion. The situation remained volatile and Governors were asked to empower senior staff to react quickly to the changing circumstances and take rapid decisions, which NB would agree with the Chair. **The Board endorsed this proposal and gave the Steering Group their full support for any decisions taken.**

As AM had to leave the meeting early, the Student Association update was brought forward, as follows:

Student Association update

AM reported that:

- the Student Association had accomplished much over the last 12 months and fund-raising had been particularly successful. A copy of the Student Association Accounts had been circulated prior to the meeting which supported this. **The Board accepted the Student Association Accounts without comment;**
- the Association's vision to include everyone in these events had worked well, particularly during the St George's Day celebrations which had run smoothly throughout.

AM thanked the Board for an enjoyable 12 months from which he had gained a great deal of experience. He wished his successors well when they took up office next month.

AM left the meeting at this point.

11. Committee businessAudit Committee

ES reported on the last meeting of this Committee, referring to Minutes previously circulated. The following points were noted:

- the Committee had received the first Internal Audit Report from CK, the newly appointed Internal Auditors;
- the College's former Internal Auditors, BJ, had presented a number of reports throughout their 7 year tenure and although the findings of both BJ and CK had been very similar, the latter's style of reporting was refreshingly different in its quality and simplicity;
- CK had attended the College for 4 days during one week to conduct a number of internal audits which had resulted in a block Report on all audits undertaken. Their report to this Committee had been supported by the full Audit team which had afforded an opportunity to exchange views on the conduct of the audit and for both Internal Auditors and College personnel to comment on their experiences;
- *Risk Management* had been given *Substantial* assurance, the only recommendation being that the College adopt CK's recommended 'best practice' scoring system;
- both *Governance* and *Financial Controls* received *Substantial* assurance with no recommendations;
- the internal audit of *Personnel & Establishment* received *Substantial* assurance but with two minor recommendations. The first was in connection with appropriate evidence to support a candidate's right to work in the UK, and the second involved the formal approval of interview questions;
- attention was drawn to CK's focus on benchmarking and comparison of the College's results with other similar institutions. It was pleasing to note that since their appointment at the College CK's client base had more than doubled, notably among Sixth Form Colleges, thereby providing an expanding database of relevant benchmark information;
- based in Birmingham, CK had experienced no difficulty in travelling to the College. JC had commented that their performance was impressive, not only during their attendance at College, but also in terms of preparation and communication between blocks of internal audits, which were planned well in advance.

Finance & General Purposes Committee

In DR's absence, SL reported on the latest meeting, referring to Minutes previously circulated. The following points were noted:

- as the majority of FGP Committee meetings at the present time included discussion of the Capital Project, SL gave a brief update on the current situation. This was considered to be confidential and would be recorded separately from the published Minutes;
- all other business discussed at the meeting was presented in the Minutes which were accepted without question.

Personnel Committee

JH led this item referring to Minutes circulated prior to the meeting. The following points were noted:

- there had been some difficulties with quoracy at meetings recently, resulting in the decision to re-schedule meetings at 8.30 a.m. over breakfast rather than during the day;
- an overview of the College's achievement of *Outstanding* two-star status in the Best Companies Awards was given by JC at the last Board meeting. A detailed report on the College's performance in the competition was presented to the Committee and, after analysis of this data, it was agreed that the College's participation in the event had been a valuable development exercise and that future participation would be worthwhile. The final decision on frequency of participation would be taken by the College's senior managers;
- an Age and Gender profile had been presented to the Committee which had prompted some discussion. However, it was again emphasised that the over-riding criteria in every appointment was to select the best candidate for the position, irrespective of age and gender;
- MP had made various comments on the *Premature Retirement Policy* which had been presented to the Committee and these were shown in the Minutes. It was noted that for both teaching and support staff the PRP was intrinsically linked to Pensions criteria and that applications would only be considered if in the interests of the efficiency of the College. This Policy would be reviewed again at the next meeting;
- a list of Personnel Policies had been presented to the Committee which showed a timetable against which each would be reviewed and, as necessary, revised. Some modification of the document was required and this would be brought to the June meeting for further consideration;
- MP had raised, under AoB, the issue of communication between staff and students via text message, email and the Internet. MP felt that all staff should be made aware of the inherent dangers of possible misinterpretation when using these forms of communication, either through specific training or briefing sessions. JC explained that, whilst there was no incidence of any such problems in the College, all staff could be made more explicitly aware of the possible pitfalls; MW added that a wealth of information could be accessed on the internet which was aimed at those of school age rather than post-16 students. During the *Child Protection Conference* attended at the end of January, delegates were reminded that anything appearing on the internet could be accessed anywhere in the world and, even if subsequently withdrawn, it was likely someone had already copied it; IHo asked if the concern was in terms of more explicit guidelines for staff? JC added that although the College did not have a specific policy in place, all staff attended an induction session with the Principal at which "appropriate behaviour" was discussed.
- the Committee had been informed that the IIP Assessor had been in College the previous week. The feedback on their visit was very positive and the College had retained its IIP accreditation. A more detailed report would be given at the next Personnel Committee meeting.

JC/LB

12. UpdatesMonthly Management Accounts

JC reported in BB's absence. The following points were noted:

- the charity bond had expired and money had been placed for a further period. The College currently received far less interest than previously and, as such, this would impact on the budget. Current rates were 1.74% and 1.45%.

Health & Safety

NB reported that following the transfer of responsibility for health and safety, MW would be presenting this item in future. The following points were noted:

- an internal audit had been carried out during the second block of audit work. *Substantial assurance* had been awarded with two minor recommendations, both of which had been expected and one of these had been actioned immediately;
- the LSC assurance visit had produced a *Satisfactory* rating but the College was currently challenging this. A previous rating of "*exceeding expectations*" no longer existed as a category;
- in terms of health and safety the College had received a clean bill of health overall.

Parking

MW drew attention to the difficulties experienced by staff parking in the College car park, caused by the volume of traffic within the car park. As there were only a finite number of parking spaces available, the car park had recently been extended by removal of some of the yellow lines, where it had been safe to do so.

Governors were asked to contact Reception when they arrived on site in order for a parking space to be allocated to them. It would also be useful if, when visiting the College for any reason, Governors could sign in at Reception, recording details of their arrival time and their car registration number, for health and safety reasons.

All

13. **Any other business**
MW reported that the St. George's Day celebrations had run particularly smoothly thanks to the efforts of the Student Association. The Executive had tried to include all students in each event and they had been largely successful.
Governors were informed that on 1 April both current Student Governors had accompanied MW to an event in London on the subject of "*Preventing violent extremism*". Addressing an audience comprising a number of Principals and Senior Managers, both students spoke about the College, their role in the Student Association and the Salaam Society of which they were members. Their talk was well received and their participation in this event was a credit to the College. PB added that, when speaking to AM before this meeting, it seemed the event had made a significant impression on him.
14. **Date and time of next meeting**
The next meeting was scheduled for Wednesday, 1 July, 2009 at 4.30 p.m. in Meeting Room 1.

The meeting closed at 6.00 p.m.

Submitted to Board for approval: 1 July 2009

Signed: _____

Date: _____

Chair of the Corporation