

Minutes of Corporation Meeting 7 November 2022 at 5pm
held at Kingston College, Creative Industries Centre, Richmond Road Kingston

(All resolutions passed were the unanimous decision of the Governors present unless otherwise stated)

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| Meeting | Corporation Meeting | | | |
| Date | 7 November 2022 | | | |
| Members present | Mr R Foulston(RF) – Chair Cllr K. Akinola (KA) Dr J. Brumwell (JB) Ms K. Driver (KD) Cllr B. Fraser (BF) Ms D. Garwood Cllr A. Holt (AH) Prof H. Laville (HL) Mr J. Marshall(JM) | Mr P. Mayhew-Smith - Group Principal / CEO (PM-S) Ms W. Miles(WM) Mr T. Monger-Godfrey(TM-G) Ms M. Savage (MS) Mr K. Shipman(KS) Ms C. Streliaev-Pivett (CS-P) Mr M. J. Stone (JS) Mr G Willett(GW) | | |
| In Attendance | Mr R. Greenaway (RG) Mr J. O'Shea Mr J. Pemberton-Billing(JP-B) Mrs H. Meredith (HM) | - Deputy CEO (RG) - Principal Kingston and South Thames Colleges (J O'S) - Principal, Merton and Carshalton Colleges (JP-B) - Head of Governance(HM) | | |
| Key Meeting Outcomes | | | | |
| 1. | WELCOME, APOLOGIES AND DECLARATION OF INTEREST | | | |
| 1.1 | Apologies were received from Mr Azah, Mr Cheema , Ms Francis and Cllr S. Gordon .The Chair welcomed Cllr Akinola to her first meeting of the Corporation. | | | |
| 1.2 | DECLARATION OF INTEREST Interests previously declared by Governors were noted. Governors confirmed that they did not have any other new pecuniary or other interest in any item on the agenda. The Head of Governance reminded governors and GLT members to complete and return annual returns (declaration of eligibility and Register of interest entries). | | | |
| 2. | MINUTES OF CORPORATION MEETING OF 5 JULY 2022 AND MATTERS ARISING | | | |
| 2.1 | Accuracy. The minutes were accepted as an accurate record to be signed by the Chair. | | | |
| 2.2 | Matters arising The following updates were noted from the action log: | | | |
| | Climate Change Strategic Ambition RG and TM-G to discuss separately how to frame that on the Group Risk Register. | RG / TM-G | July 22 | Actioned |
| | Data on staff profile Equalities KPI to be updated . | PM-S / DF | Sep 22 | Actioned |
| | FP & R Committee to review impact of possible reclassification of colleges to the public sector by the ONS | PM-S / RG | Sep 22 | See FPR Minutes |
| | TM-G to share details with RG about subletting parking spaces for a 3 rd party to install and run charging points | TM-G / RG | Sep 22 | Actioned |
| | Governors to complete the online SAR checklist | All Governors | 31 July 2 | Actioned |
| REPORTS FROM CORPORATION COMMITTEES | | | | |
| 3. | FINANCE PLANNING AND RESOURCES COMMITTEE | | | |
| 3.1.1 | JM moved the adoption of the minutes of the Finance, Planning and Resources Committee meeting of 27 September 2022 | | | |
| 3.1.2 | Accuracy of Minutes The Minutes were accepted as an accurate record. | | | |
| 3.1.3 | Key items reviewed/ approved at the meeting were as follows: <ul style="list-style-type: none">Enrolment data update – enrolments were encouraging at the date of the meeting – with 16-18 above targetManagement accounts June and July 2022 (copied with the papers for this meeting); showing end of year EBITDA better than budget due to cautious and prudent budgeting and savings in staff costs. Financial Health Grade for 2021-22 was Outstanding | | | |

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| | <ul style="list-style-type: none"> • Energy Costs - Update on tender process for a flexi contract and fixing energy prices for this year • ONS Classification of Colleges- The DfE are acting as though re-classification of colleges to the Public Sector is a foregone conclusion. If re-classification goes ahead a transitional period for implementing changes is anticipated; there will be several implications to consider in particular relating to entering any additional borrowing. • Estates Strategy updates <ul style="list-style-type: none"> ○ Sale of Richmond Road Parcel of land update-Exchange of contracts had taken place – conditional upon planning – aiming to complete towards the end of 2023-24. ○ Wandsworth Retail Unit- An offer had been received for a long lease (15 years) of a retail unit to be brought to the Corporation for approval in future with appropriate valuation advice ○ Kingston College - Kingston Hall Road Development Project - Since 12th September, all areas of the project are in operational with snagging to be completed in October. • Confidential Items see separate Confidential Minutes. |
| 3.1.4 | <p>The following items recommended for approval were approved by the Corporation</p> <ul style="list-style-type: none"> • The Committee Terms of Reference (attached to the minutes) |
| 3.1.5 | <p>It was resolved: to adopt the minutes.</p> |
| 3.1.6 | <p>JULY 2022 MANAGEMENT ACCOUNTS</p> <p>The Corporation received the July 2022 Management accounts. The EBITDA position had improved from budget and forecast - the Group generated an EBITDA of £4.8m for the year .</p> |
| 3.1.7 | <p>It was resolved to note the Management Accounts for July 2022</p> |
| 3.2 | <p>REVISED TERMS ROLLING CREDIT FACILITY (RCF)</p> <p>RG reminded the Corporation that a proposal to increase the RCF from £5m to £7m and extend this to 5 years was approved by the Corporation on 29 March 2022, subject to agreement of the wording of the resolutions required by the lender, Barclays Bank, which were to be agreed between solicitors. Governors were provided in advance of the meeting with the wording of the resolutions as below.</p> <p>There was produced to the meeting a draft document containing the key terms of a facility as well as terms and conditions (together the Facility Agreement) from Barclays Bank PLC (the Bank) to South Thames Colleges Group (the Borrower) setting out the terms and conditions upon which the Bank is prepared to make available to the Borrower a revolving loan facility (the Facility) in the maximum principal sum of £7,000,000.</p> <p>CONSIDERATION OF DOCUMENTATION</p> <p>The Board of Governors considered the Facility Agreement.</p> <p>IT WAS <u>RESOLVED</u></p> <ol style="list-style-type: none"> 1. That the borrowing by the Borrower of up to the full amount of the Facility on the terms and conditions set out in the Facility Agreement is in the interests of and for the benefit of the Borrower and is most likely to promote the success of the Borrower for the benefit of the members as a whole and that such terms and conditions be and are approved and accepted. 2. That the Borrower has considered whether it needs to obtain professional independent advice (legal, financial or otherwise), prior to resolving to enter into the Facility Agreement and (whether on the basis of such advice or otherwise) it has made its own independent decision to enter into the Facility Agreement and understands the terms, conditions and risks involved. 4. That Peter Mayhew-Smith and Robert Foulston are authorised to negotiate and finalise the Facility Agreement on behalf of the Borrower and to agree amended terms and conditions of the Facility Agreement. |

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| | <p>5. That Peter Mayhew-Smith and Robert Foulston are authorised to sign the Facility Agreement on behalf of the Borrower to indicate acceptance of the terms and conditions.</p> <p>6. That the Bank is authorised to act in all matters concerning the Facility upon instruction from the Borrower signed in accordance with the Bank's mandate for any of the accounts of the Borrower held with the Bank current from time to time.</p> |
| | MS asked whether the College has ever asked Barclays about their environmental sustainability credentials. RG replied that the College Treasury Policy which is reviewed annually includes reference to that. |
| 3.3 | SEARCH AND GOVERNANCE COMMITTEE |
| 3.3.1.1 | In the absence of the Committee Chair, HM moved the adoption of the minutes of the Search and Governance Committee meeting of 11 October 2022 |
| 3.3.1.2 | <u>Accuracy of Minutes</u> the Minutes were accepted as an accurate record. |
| 3.3.1.3 | <p>Key items reviewed at the meeting were as follows:</p> <ul style="list-style-type: none"> • Annual review of Committee Terms of Reference & self-assessment of work of committee • Governance SAR & Governance improvement plan – See item 3.3.1.4 below • Annual Report of the Committee for 2021-22 • Internal Audit Governance – review of compliance re Code of Good Governance • Process for approval of nominated governors • Governor succession planning for vacancies arising in 2023 including shortlisting candidates for interview for one current governor vacancy • Governors' annual Skills Audit – noted that the Committee should keep the ethnic and racial mix of the Board under close review so that this remains as diverse as the student population • Link Governor scheme /allocations- a proposal to create a Link Governor role for Environmental Sustainability was discussed but was not implemented as there were no volunteers for this role. |
| 3.3.1.4 | <p>Governors discussed the Governance SAR 2021-22 and Governance Improvement Plan recommended for approval by the Search and Governance Committee. Since the Search and Governance Committee meeting HM and GW had carried out a gap analysis against the Ofsted inspection criteria for the Governance elements of Outstanding Leadership and Management .</p> <p>Key recommendations for improvement were</p> <ul style="list-style-type: none"> • Continue to Improve Link Governor Scheme and structure for Link Governor visits • Focus on Governor recruitment and succession planning to replace governors whose term of office ends in July 2023. • Increase the diversity of the Board in terms of ethnicity and age profile • Continue to increase Governors' interaction with students- the Corporation discussed how to improve this including inviting governors to attend student council meetings, student focus groups, meetings with student course reps and schools level forum. <p>Action agreed:</p> <ul style="list-style-type: none"> ➤ HM to circulate dates for the year's student council meetings for 1 or 2 governors to attend each meeting ➤ PM-S to take student voice to the SLT to agree how best to develop governor student engagement and for themes from students across college to be reported to governors ➤ Student feedback and interactions to be captured in summary in Corporation papers • Committee Chairs to be more involved in agenda setting and pre-meeting briefings and to ensure that officers are concise when presenting reports to allow time for governor input / discussion • Governors to help to develop the work of the college in meeting local skills needs and Governors to receive more reports on the college's work with employers to develop a curriculum to meet local needs and involvement in development of LSIPS |
| 3.3.1.4 | <p>The following were approved by the Corporation</p> <ul style="list-style-type: none"> • Appointment of Cllr Kemi Akinola, Deputy Leader of Wandsworth Council as a Governor nominated by Wandsworth Council : |

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| 3.3.1.5 | <ul style="list-style-type: none"> • Approval of the revised Committee Terms of Reference (attached to the minutes) • The following appointments: <ul style="list-style-type: none"> • Miranda Pottinger to join the Audit Committee; • Kemi Akinola to join the Audit Committee; • Jim Marshall to become Link Governor for Personal Development and Careers; • The role of Link Governor for 19+ (John Stone) to include future Skills needs . • Guidelines for the appointment of nominated governors • Search and Governance Committee Annual Report for 2021-22 • Governance SAR 2021-22 , including the assessed grade for governance as Good and Governance Improvement Plan for 2022-23 <p>It was resolved: to adopt the minutes.</p> |
| 3.4 | <p>SAFEGUARDING, WELLBEING AND EQUALITIES COMMITTEE</p> <p>3.4.1 JB moved the adoption of the minutes of the Safeguarding, Wellbeing and Equalities Committee meeting of 19 October 2022 highlighting the huge amount of work involved in all of the issues.</p> <p>3.4.2 <u>Accuracy of Minutes</u> The Minutes were accepted as an accurate record. Key issues reviewed:</p> <ul style="list-style-type: none"> • Safeguarding Annual Report • Health and Safety Annual Report and minutes of H & S Committee- • Safeguarding Children and Adults at Risk Policy • Keeping Children Safe in Education (KCSIE) - Statutory Guidance for Schools and Colleges September 2022 – All governors will be emailed this to read and to complete the TES online training module on this • Prevent Action plan progress updates • Mental Health Action plan progress updates • Revised Wellbeing Strategy • Staff absence data • Equality, Diversity and Inclusion Strategy Action Plan progress update • Board assurance- review of risks allocated to the committee <p>3.4.3 It was resolved to adopt the minutes.</p> <p>3.4.4 It was resolved to approve the Safeguarding Children and Adults at Risk Policy – circulated to governors as Item 3.4.2</p> <p>3.4.5 RF asked JB, lead governor for Safeguarding, whether she is comfortable with the safeguarding arrangements at college. JB confirmed this and has 2 visits planned this term in her role as Safeguarding lead Governor.</p> |
| 3.5 | <p>QUALITY, LEARNING AND STANDARDS COMMITTEE</p> <p>3.5.1 GW moved the adoption of the minutes of the Quality, Learning and Standards Committee meeting Minutes of 18 October 2022.</p> <p>3.5.2 <u>Accuracy of Minutes</u> The Minutes were accepted as an accurate record. Key items discussed at the meeting included:</p> <p>ACHIEVEMENT DATA</p> <p>The Group overall Achievement rate for 2021/22 was 83.1% with 16-18 achievement at 79.1% - a dip in achievement rates since last year largely due to three main issues:</p> <ol style="list-style-type: none"> 1. Lost learning due to covid 2. Introduction of external exams for L3 BTEC qualifications 3. Continuing impact of significantly challenging Functional Skills qualifications in 2020/21 <p>Gaps in achievement outcomes</p> <p>Students of mixed race came out with a very slightly lower overall achievement rate of 83% with the overall achievement rates for black and Asian students both higher than the overall group achievement rates.</p> <p>STUDENT ATTENDANCE</p> <p>At the date of the meeting was at 82.8% - normally this would be around 90% this early in the academic</p> |

year. Discussed whether lower attendance is due to Emotionally Based School Avoidance (EBSA) and what the college is doing to create a positive culture to encourage young people to want to attend college.

INTERNAL NOTICE TO IMPROVE (NTI) AREA UPDATES – High Needs and Apprenticeships

High Needs: Continuing growth in HNS numbers- another 90 students - now approx. 800 HNS students – continuing phenomenal growth trajectory

HNS Achievement In the majority of vocational curriculum areas HNS achieve at least in line with their peers. In some areas they significantly outperform non-HNS, but some pockets of HNS still under-perform

Apprenticeship Achievement Significant increase in overall group achievement for apprentices to 55.9% in 21/22 (45.2% in 2020-2021). Apprenticeship Achievement is within 2.6% of last published National Achievement Rates (NAR). Carshalton Apprenticeship achievement declined to 36.4% due to 6 (out of 10) Electrical apprentices not achieving

STATUTORY GUIDANCE: NEW DUTY FOR CORPORATION TO REVIEW OF HOW WELL THE EDUCATION /TRAINING AT STCG MEETS LOCAL NEEDS

New duty on Governing Bodies to review how well their provision meets local needs, and to consider what action to take to meet those needs better .

STUDENT ENROLMENTS

16-18- enrolment above funding target and likely to remain so for the first time for many years.

19+ is higher than this time last year. Recruitment will continue and the college is expecting to reduce the amount of sub-contracting and deliver more in-house this year.

HE- Very close to target - managing to stop the previous declining trajectory.

Apprenticeships- not as positive, although these programmes recruit throughout the year.

IMPACT ASSESSMENT ON ENROLMENTS OF CURRICULUM INNOVATIONS for 2022-23

showed the significant increase in applications and enrolments arising directly from the introduction of

- A Level + offer at Kingston College
- Combination of BTEC subjects at Merton and South Thames Colleges

and indirectly from converting applicants for these offers to other existing courses

IMPACT ASSESSMENT OF SCHOOLS' PARTNERSHIP LIAISON WORK ON ENROLMENTS

A positive impact on application numbers including

- A 12% increase from last year in applications from the top 35 feeder schools
- A 23% increase from last year in enrolments from the top 35 feeder schools

DFE LEVEL 3 QUALIFICATIONS REVIEW – IMPACT ASSESSMENT OF THE DEFUNDING OF BTECS AND ALTERNATIVE QUALIFICATION OPTIONS FOR STCG LEARNERS

- the STCG T Level Implementation Plan includes a list of Qualifications currently offered at STCG in scope to have funding approval removed for new starts from 1 August 2024 and the College's plans for alternative qualifications to replace these – either T Levels or a 2-year RQF.

BOARD RISK AREAS – assessment to be re-considered after the SAR validation in November

3.5.3

The Committee Terms of Reference (attached to the minutes) were approved by the Corporation.

3.5.4

It was **resolved** to adopt the minutes.

KA challenged the use of some of the language used in the minutes – such as white students should be White British, 'mixed race' should be 'dual heritage'. PM-S felt that the language used in board reports and minutes uses the common language of the sector, being government terminology which the college has to follow. The Chair requested that the terminology being used by the College is checked to ensure it remains current, and if not it should be adjusted accordingly to reflect current practice.

The Open Business closed at 5.50 pm and was followed by Confidential Business.

Signed Date.....

| Action points | | Who | Deadline | Signed off |
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| 1. | HM to circulate dates for the year's student council meetings for 1 or 2 governors to attend each meeting | HM | End Nov 22 | Ongoing |
| 2. | PM-S to take student voice to the SLT to agree how best to develop governor student engagement and for themes from students across college to be reported to governors | PM-S | End Nov 22 | |
| 3. | Some of the terminology to describe student groups in the QLS e minutes – such as white students, 'mixed race' needs to be checked | JM | End Nov 22 | |