

Minutes Corporation Meeting held on Thursday 7 December 2023 at 6.30pm At Merton College

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

Meeting Title	Corporation	
Date	7 December 2023	
Members present	Mr R Foulston(RF) – Chair Ms J. Agyei (JA) Ms L Austin (LA) Ms K. Driver (KD) Cllr S. Gordon(SG) Ms H. Harper(HH) Prof H. Laville (HL) Mr J. Marshall(JM)	Mr P. Mayhew-Smith - Group Principal / CEO (PM-S) Ms W. Miles(WM) Mr K. Mohamed(KM) Mr T. Plarre(TP) Ms M. Savage (MS) Ms C. Streliaev-Pivetta(CS-P) Mr M. J. Stone (JS)
In Attendance	Ms G. Carpenter (GC) Student Governor Elect Ms S. Khan (SK) Student Governor Elect Mr R. Greenaway (RG) - Deputy CEO (RG) Mr J. O'Shea (JO) - Principal Kingston and South Thames Colleges Ms J. Percival (JP) – Interim Principal, Merton and Carshalton Colleges Mrs H. Meredith (HM) - Head of Governance	
Key Meeting Outcomes		
A	WELCOME, APOLOGIES AND DECLARATION OF INTEREST	
A.1	The meeting commenced with introductions for the benefit of the students at their first meeting. Apologies were received from Cllr Holt and Mr Shipman and following the meeting from Cllr Akinola, Ms Axbey and Mr Azah. Prof Laville sent apologies in anticipation of arriving late.	
A.2	DECLARATION OF INTEREST <ul style="list-style-type: none"> • Interests previously declared by Governors were noted. • Cllr Gordon, a Councillor at LB Sutton, declared an interest in a decision relating to an estates strategy decision involving a workshop at Carshalton College and LB Sutton. Cllr Gordon received a set of redacted meeting papers without any information about the valuation of the Carshalton College workshop and took no part in the decision making relating to that. • Mr Shipman received a redacted set of meeting papers without any information about the valuation of the Merton College D block land due to a potential conflict of interest. The other Governors confirmed that they did not have any other new pecuniary or other interest in any item on the agenda.	
B.	MINUTES OF GOVERNORS' AWAYDAY & CORPORATION MEETING 6 NOVEMBER 2023, CORPORATION MEETING 27 NOVEMBER 2023 & MATTERS ARISING	
B.1	<u>Accuracy.</u> The minutes of both Corporation meetings were accepted as an accurate record and were signed by the Chair.	
B.2	RF highlighted key items from the Governors' Awayday including: <ul style="list-style-type: none"> • 2022-23 Achievement data which is 3% higher than the previous year • Ofsted inspection preparation • Governors visited classes and met students and staff at South Thames College • Summary of Financial Performance • Review of Group performance against strategic objectives • Presentation on current year enrolments • Discussion about how well STCG meets local needs • Discussion around risks including about the Group's capability to improve and capacity to respond quickly enough to challenges and remain competitive in the face of strong competition 	

2.2	<p>Matters arising. The updated Action Log is set out below:</p> <table border="1"> <tr> <td data-bbox="264 73 874 129">JO offered to share a link on one note two series of case studies with examples from curriculum areas.</td> <td data-bbox="874 73 970 129">JO</td> <td data-bbox="970 73 1139 129">To go to QLS Jan 24</td> <td data-bbox="1139 73 1556 129">JP is now the skills nominee</td> </tr> <tr> <td data-bbox="264 129 874 327">JO to produce a report next term on the process behind gathering employer feedback and how that informs curriculum development on <ul style="list-style-type: none"> • How info is gathered from employers • How that is collated and How that turns into curriculum plans and JO to give a presentation on that</td> <td data-bbox="874 129 970 327">JO / QLS Com mittee</td> <td data-bbox="970 129 1139 327">QLS Jan 24</td> <td data-bbox="1139 129 1556 327">Presentation for all governors on Friday 26 January 10.00am</td> </tr> <tr> <td data-bbox="264 327 874 383">Sector area meetings used to take place for the sharing of best practice and these need to be resumed.</td> <td data-bbox="874 327 970 383">JOS / JP</td> <td data-bbox="970 327 1139 383"></td> <td data-bbox="1139 327 1556 383">Meetings have started again</td> </tr> </table>	JO offered to share a link on one note two series of case studies with examples from curriculum areas.	JO	To go to QLS Jan 24	JP is now the skills nominee	JO to produce a report next term on the process behind gathering employer feedback and how that informs curriculum development on <ul style="list-style-type: none"> • How info is gathered from employers • How that is collated and How that turns into curriculum plans and JO to give a presentation on that	JO / QLS Com mittee	QLS Jan 24	Presentation for all governors on Friday 26 January 10.00am	Sector area meetings used to take place for the sharing of best practice and these need to be resumed.	JOS / JP		Meetings have started again
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1.	Strategic Objective 1 RAISE THE QUALITY OF EDUCATION												
1.1 1.1.1 1.1.2 1.1.3	<p>GOVERNANCE DASHBOARD</p> <p>RG presented a written update report on Key Performance Indicators, in addition to Governors having access to the live KPI dashboard. As requested at the last meeting, a table had been added to the report against each KPI, to indicate links to Risk Areas and the strategic objectives.</p> <p>RG reported that of the 8 KPIs:</p> <ul style="list-style-type: none"> • 3 are now assessed as Green (2 at the last meeting; Teaching & Learning is now assessed as Green) and • 5 are assessed as Amber. <p>It was resolved to note the update on the Key Performance Indicators</p>												
1.2 1.2.1 1.2.2 1.2.3 1.2.4 1.2.5 1.2.6 1.2.7	<p>REPORT FROM QUALITY, LEARNING AND STANDARDS COMMITTEE</p> <p>JS moved the adoption of the minutes of the Quality, Learning and Standards Committee meeting of 20 November 2023.</p> <p><u>Accuracy of Minutes</u> the Minutes were accepted as an accurate record.</p> <p>The key items reviewed were Group and College Self-Assessment Reports - The meeting followed a day of validation of the SAR by 8 governors which endorsed the grades as assessed by management . Governors who attended agreed that this was a very thorough process which provides time for deeper discussion and insight. There had been robust challenge and discussion but no changes were proposed; except for asking management to re-look at benchmarking examples for the sub-judgment for the Group's contribution to meeting skills needs.</p> <p>Adult Learning Programmes improved to Grade 1–underpinned by outstanding links with employers.</p> <p>The validation panel were disappointed with Apprenticeships – results dropped and continuing administration problems resulted in this area being downgraded that to Grade 3 (from Grade 2).</p> <p>After the SAR validation the grade for contribution to meeting skills needs was downgraded to 'Reasonable' due to a lack of consistency last year. JS reported that leads last year were not all being embedded into the curriculum – as expanded on in his recent Link Governor Report. The link to the curriculum is developing better under new management this year; JO felt that this year this would be graded as a 'Strong' contribution but JS challenged this having talked to employers at an Employers' fair at STC where the message was that still more work is needed to embed changes employers need into the curriculum. JP reported that a new tracker is being used to RAG rate every course to follow through the embedding of this into the curriculum</p> <p style="text-align: right;"><i>HL joined the meeting at 6.50</i></p> <p>It was resolved to adopt the minutes.</p>												
1.3	<p>GROUP COLLEGE SELF ASSESSMENT REPORT & QUALITY IMPROVEMENT ACTION PLAN</p> <p>JS presented the final Group SAR and thanked governors for attending the SAR validation. The validated grades for 2022/23 are as below:</p>												

	Group
Overall Effectiveness	2
Education Programmes for Young People	2
Adult Learning Programmes	1
Apprenticeships	3
Provision for learners with High Needs	2
Quality of Education	2
Behaviour & Attitudes	2
Personal Development	2
Leadership & Management	2
Contribution to meeting skills needs	Reasonable

It was **resolved** to approve the Group Self-Assessment Report for 2022-23 and the Quality Improvement Action Plan for 2023-24.

1.4 REPORT FROM HIGHER EDUCATION COMMITTEE

1.4.1 HH moved the adoption of the minutes of the Higher Education Committee meeting of 13 November 2023.

1.4.2 Accuracy of Minutes the Minutes were accepted as an accurate record. Key points highlighted included:

- Noting that the HE enrolment target had been met but only due to over recruitment in Business. There was a risk that any withdrawals could result in this dropping below target;
- The College achieved a TEF bronze- having hoped to achieve a silver and the college had challenged that;
- It had been decided to hold a strategic review of HE provision to look at the picture generally for HE in FE

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

1.5 College Development Reports

1.5.1 RF thanked College Principals for the reports and commended the Group Principals for all the activities that have been going on across the Colleges

1.5.2 It was **resolved** to note the reports

2. STRATEGIC OBJECTIVE 2 IMPROVE STUDENT ENGAGEMENT, ATTAINMENT, ATTENDANCE RATES

2.1 LEARNER VOICE : UPDATE FROM LINK GOVERNOR FOR LEARNER VOICE AND FEEDBACK FROM STUDENT ENGAGEMENT BY OTHER GOVERNORS INCLUDING STUDENT GOVERNORS

2.1.1 KM as the Link Governor for Learner Voice congratulated the student Governors / Student Governors Elect on their election and explained that the governors are working with them to improve the college. KM had been setting up meetings to create opportunities to talk to students and reported that he will be attending a Student Council meeting the following week and encouraged the students to feed back to him on issues to bring to governors.

2.1.2 KD asked students whether they have had opportunity to take part in any interesting trips and competitions. SK was a volunteer at the Careers Fair and found that very interesting. SK had heard other students talk about a business trip which was a positive experience. TP confirmed that he has had the opportunity to get involved in a lot of trips.

2.1.3 RF asked how students about their impression of their college. GC reported that there is never a dull moment at Carshalton– with daily updates on what’s going on at college from an elf on the shelf. GC confirmed that students at Carshalton feel quite safe , the fire alarm had gone off a couple of

<p>2.1.4</p> <p>2.1.5</p>	<p>times and so all students know the fire safety drill . SK reported that student support services at Merton College have been doing an excellent job letting students know about the support available. JP reported that this is a new QR code that students can scan if concerned about anything.</p> <p>CSP asked about any ideas for what one thing the students want improved. TP would like more opportunities for students to meet other such as more societies. JA had heard about LGBT and mental health societies but was not sure what they were doing and would like to get involved in the mental health society.</p> <p>RF summarised that governors want to know that students are happy, safe and progressing and explained that if they are not, governors want to know about it . RF encouraged them to ask questions and confirmed that they are not expected to read all the papers.</p>														
<p>3.</p>	<p>STRATEGIC OBJECTIVE 3 CURRICULUM & GROWTH STRATEGY</p>														
<p>3.1</p>	<p>2023/ 24 ENROLMENTS – SEE GOVERNANCE DASHBOARD</p> <p>RG reported that 16-18 Enrolment remained well above the planned target as shown below:</p> <p>4641 - Funding target set by ESFA 4947 - Group planned target 5218 - Group target + inflation to allow for student withdrawal 5241 - Figure at Day 42 Return was exactly 600 students above the ESFA funding target 5201 - Figure from KPI dashboard at the date of the meeting (shown below)</p> <div data-bbox="512 853 1270 983" style="border: 1px solid black; padding: 5px; margin: 10px auto; width: fit-content;"> <table style="border-collapse: collapse; text-align: center;"> <tr> <td style="border: 1px solid black; padding: 2px;">16-18 Funded Learners Actual</td> <td style="padding: 0 10px;">=</td> <td style="border: 1px solid black; padding: 2px;">16-18 Learners only</td> <td style="padding: 0 10px;">+</td> <td style="border: 1px solid black; padding: 2px;">HNS & EHCP 755 HNS Only 719</td> <td style="padding: 0 10px;">+</td> <td style="border: 1px solid black; padding: 2px;">FM25 19+ Continuers 90</td> </tr> <tr> <td style="font-size: 1.2em;">5201</td> <td></td> <td style="font-size: 1.2em;">4356</td> <td></td> <td></td> <td></td> <td style="font-size: 1.2em;">90</td> </tr> </table> </div>	16-18 Funded Learners Actual	=	16-18 Learners only	+	HNS & EHCP 755 HNS Only 719	+	FM25 19+ Continuers 90	5201		4356				90
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<p>3.2</p> <p>3.2.1</p> <p>3.2.2</p> <p>3.2.3</p>	<p>T- LEVELS</p> <p>Governors received papers previously reviewed by the Q, L and S Committee including the Ofsted T- Level Thematic Review report. MS asked what will happen to students who want to do childcare who cannot get onto a T level childcare course and whether that is a dereliction of a duty towards learners by narrowing the options available. In response, JO confirmed that T level qualifications are so tough that the college is recommending an entry requirement of English and Maths GCSEs at Grade 5 for T Levels with the result, in effect, in these becoming 3-year courses for many learners. JP confirmed that some students have as a result swapped courses e.g. from Level 3 childcare to Level 3 health and social care instead.</p> <p>PM-S confirmed that the consequences are less access to these level 3 courses and that some learners could end up trapped between level 2 and 3 courses. PM-S confirmed that more clarity is needed about what happens to middle attainers at GCSE who take 3 years at level 3 and finish education aged 19 without this being an explicit policy decision by government.</p> <p>It was resolved to note this update.</p>														
<p>4.</p>	<p>STRATEGIC OBJECTIVE 4 LEAD A SUCCESSFUL RESPONSE TO THE LOCAL SKILLS IMPROVEMENT PLAN</p>														
<p>4.1 & 4.2</p>	<p>LSIP UPDATE, ACCOUNTABILITY AGREEMENT & LSIF BID UPDATE</p> <p>PM-S presented two update papers provided to governors;</p> <ol style="list-style-type: none"> 1. an update on Matching the Curriculum Offer with Market Demand in relation to the Accountability Statement 2. A December update on STCG progress against delivery of the Accountability Agreement <p>The summary progress reported on action taken to date. 5 out of 6 of the LSIF projects had received approval by the DfE. The final project awaiting decision was the STCG bid originally submitted for hair and beauty salons which has been resubmitted with a changed focus from Retail to Health and Care. The summary of the projects for the LSIF bid total delivery value of c£2.5M are shown below:</p>														

Project Number	Project Sector	Lead Provider	Strand / ref	Provider
1	Construction	Harrow, Richmond and Uxbridge College	1	Croydon College
			2	East Surrey College
			3	Hruc
2	Health	South Thames Colleges Group	4	South Thames Colleges Group
3	Digital	Richmond And Hilcroft Adult And Community College	5	East Surrey College
			6	London Learning Consortium Community Interest Company
			7	Richmond And Hilcroft Adult And Community College
			8	Sutton College
4	Education	South Thames Colleges Group	9	Royal Borough Of Kingston Upon Thames
			10	London Learning Consortium Community Interest Company
5	SEND	South Thames Colleges Group	11	Croydon College
			12	Royal Borough Of Kingston Upon Thames
			13	South Thames Colleges Group
6	Cross-sector	South Thames Colleges Group	14	South Thames Colleges Group

The Central London LSIF bid had also been approved, covering LB Wandsworth. STCG was successful in securing c£300K for investment in Construction facilities at South Thames College.

PM-S reported that there have been a number of changes to internal processes around the ways in which the curriculum is responding to and changing to meet the needs of employers so that it was important to hear the feedback from JS from employers earlier in the meeting that more work is needed on this. The paper on matching the curriculum offer with market demand included the business processes and a timeline for these.

PMS reported that this work has cross party support so that a change of government should not make any changes to this work; this is what colleges are here for. SG reiterated that FE colleges provide second and third chances in life to people having varied careers - FE is Further to Everything in life.

A full year progress update will be provided to governors at the May 2024 Strategy day.

It was **resolved** to note this update.

5. STRATEGIC OBJECTIVE 5 DRIVE FORWARD OUR PRIORITIES FOR EQUALITY AND DIVERSITY

5.1 EQUALITY, DIVERSITY AND INCLUSION KPIs

5.1 In the paper for KPIs (for Item 1.1) the overall assessment of Equalities is now amber. The paper for Item 1.1 included an extract from the Dashboard showing that the Gender Pay Gap is still red but has improved.

5.2 The Achievement gaps for HNS are green and overall those are assessed as Amber. (PM-S flagged up an error on HNS achievement data on dashboard – needs to be 22-23)

5.3 TP confirmed that as a student he felt that EDI is very well communicated with prominent message on posters very clear and well communicated.

5.4 It was **resolved** to note this update.

6. STRATEGIC OBJECTIVE 6 IMPLEMENT A NEW GROWTH-FOCUSED APPROACH TO CURRICULUM AND ESTATES PLANNING

6.1 ESTATES STRATEGY

This item is minuted in the Confidential Minutes.

7. Strategic Objective 7 PROGRESS OUR DEVELOPMENTAL PRIORITIES

7.1 AUDIT COMMITTEE

7.1.1 KD moved the adoption of the minutes of the meeting of the Audit Committee of 27 November 2023.

7.1.2 Accuracy of Minutes the Minutes were accepted as an accurate record.

7.1.3	<p>The meeting included a review of the Group Financial Statements convened as a full Corporation Meeting to allow all governors to hear the findings of the External Auditors. KD presented:</p> <ul style="list-style-type: none"> • the Annual Internal Audit Report; • the Annual Report of the Audit Committee to the Corporation and the opinion given in these- that there are no significant issues of concern • the audit of the Annual Report and College Financial Statements for the Group and two subsidiaries (KSEP and KCTC Ltd); • the Funding Body’s Regularity Audit Checklist
7.2	<p><u>Risk Register</u></p>
7.2.1	<p>KD reported that the Committee discussed emerging risks identified by governors at the Awayday. Most were already covered on the Risk Register apart from some categorised as either issues re</p> <ul style="list-style-type: none"> • Capability to improve – whether the Group is quick enough about responding to some issues that need tackling and improvement urgently E.g. attendance, apprenticeships and other NTI areas. The Management team are to review how they respond to issues that arise and move them forward • Capacity to move fast enough and be on the front foot about responding to new initiatives E.g. changes to AI, Digital.
7.2.2	<p>PMS confirmed that SLT have been looking at how to respond to these risks as a result of these challenges.</p> <p>It was <u>resolved</u> to approve:</p>
7.2.3	<ul style="list-style-type: none"> • the assessments set out in the Risk Register and Board Assurance Framework;
7.3.1	<ul style="list-style-type: none"> • the Annual Report to the Corporation from the Audit Committee and the opinion given that there were no new matters that the Committee wanted to bring to the Corporation’s attention. The Report confirmed the Committee’s Opinion that the College’s risk management, control and governance systems and internal processes for securing economy, efficiency and effectiveness are adequate and effective and that the Corporation should have confidence in relying on them and to authorise the Chair of the Audit Committee to sign and date the annual report on behalf of the Audit Committee.
7.3.2	<ul style="list-style-type: none"> • the Annual Internal Audit Report for South Thames Colleges Group; which gave a green / amber assessment which is good but with some areas for improvement;
7.3.3	<ul style="list-style-type: none"> • the Post-Audit Management Report on the year-end accounts 31 July 2023 and the Letters of Representation for South Thames Colleges Group noting that the draft report issued by the financial statement auditors indicates that an unqualified audit opinion and an unqualified Regularity Audit Opinion will be issued.
7.4	<ul style="list-style-type: none"> • the Financial Statements for South Thames College Group for year ended 31 July 2023; • that the Corporation Chair and Group Principal / CEO are authorised by the Corporation to sign the financial statements, Regularity Audit Assessment and Letters of Representation to the auditors for South Thames Colleges Group; • The Committee Terms of Reference (Appendix to the minutes); • The re-appointment of Buzzacott to provide the financial audit and regularity audit service for the college for the period 01 August 2023 to 31 July 2024.
7.5	<ul style="list-style-type: none"> • The reviewed Whistleblowing Policy <p>It was <u>resolved</u> to adopt the minutes.</p>
7.6	<p>FINANCE PLANNING AND RESOURCES COMMITTEE</p>
7.6.1	<p>JM moved the adoption of the minutes of the Finance, Planning and Resources Committee meeting of 23 November 2023.</p>
7.6.2	<p><u>Accuracy of Minutes</u> the Minutes were accepted as an accurate record.</p> <p>The meeting had received updates on the following:</p> <ul style="list-style-type: none"> • HR termly reports • Pay and Grading and update on discussions with unions • Subcontracting report

	<ul style="list-style-type: none"> Environmental sustainability report Review of risk areas allocated to committee under Board Assurance Framework September and October 2023 Management Accounts –income was forecast to increase largely due to extra funding from the DfE and other income ahead of forecast offset by additional staff costs. The extra funding is being used for increasing staff pay. Staff costs have as a result gone up by the £2m extra funding + another £600k. Net increase in forecast EBITDA of about £4m for the year. The result is that in 2024-25 the Group will need to see some income coming in from the Estates Strategy. The Report & Financial Statements for the Group for y/e 31.7.23 Report and Financial Statements of KCTC Ltd for the y/e 31.7.23 Report and Financial Statements of KSEP Ltd for the y/e 31.7.23 Estates Sub-Committee reviewed the Estates Strategy Report–see Confidential Business 			
7.6.3	It was resolved to adopt the minutes.			
7.7	KSEP Ltd RF reminded governors that KSEP Ltd is a dormant company. It was resolved to note the Report and Financial Statements of KSEP Ltd for the year ended 31 July 2023.			
7.8	KCTC Ltd It was resolved to note the Financial Statements and Report of KCTC Ltd for year ended 31 July 2023.			
7.9 and 7.10 7.9.1 7.9.2	MANAGEMENT ACCOUNTS The September and October 2023 Management accounts were reviewed by the Finance, Planning and Resources Committee. Significant points highlighted by JM: It was resolved to note the management accounts to October 2023			
8.1	REMUNERATION COMMITTEE The Minutes are set out in Confidential Business			
8.2 8.2.1 8.2.2	SENIOR STAFF REMUNERATION ANNUAL REPORT The Report was presented by LA who reported on the annual benchmarking report on Senior Pay commissioned by the Committee. It was resolved to approve the Report for the year ended 31 July 2023 for publication.			
	GOVERNANCE			
9.1	MINUTES SEARCH AND GOVERNANCE COMMITTEE 21 NOVEMBER SG moved the adoption of the minutes of the Search and Governance Committee interview panel meeting of 21 November 2023			
9.2	<u>Accuracy of Minutes</u> the Minutes were accepted as an accurate record. The panel had interviewed prospective governors. The following recommendations were approved by the Corporation <ul style="list-style-type: none"> To appoint Keith Hutton and Delphine Malka as skills-based governors with effect from 1 January 2024 and that Both are to be invited to join the Finance, Planning and Resources Committee It was resolved to adopt the minutes.			
	The Open Business closed at 8.00 pm when staff and student governors left the meeting Signed:Date.....			
Action points		Responsible	Deadline	Signed off
1.	SLT to review how they respond to Risks re <ul style="list-style-type: none"> Capability to improve – whether the Group is quick enough about responding to some issues that need tackling and improvement urgently E.g. attendance, apprenticeships and other NTI areas. Capacity to move fast enough and be on the front foot about responding to new initiatives E.g. changes to AI, Digital.	PM-S / RG		