

Minutes Corporation Meeting held on Thursday 8 December 2022 at 6.30pm

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

Meeting Title	Corporation															
Date	8 December 2022															
Members present	Mr R Foulston(RF) – Chair Mr J. Azah(JA) Ms K. Driver (KD) Cllr S. Gordon(SG) Mr J. Marshall(JM) Mr P. Mayhew-Smith - Group Principal / CEO (PM-S) Ms W. Miles(WM) 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) - Deputy CEO (RG) Mr J. O'Shea - Principal Kingston and South Thames Colleges (JOS) Mr J. Pemberton-Billing(JP-B) - Principal, Merton and Carshalton Colleges (JP-B) Mrs H. Meredith (HM) - Head of Governance(HM)															
Key Meeting Outcomes																
1.	WELCOME, APOLOGIES AND DECLARATION OF INTEREST															
1.1	Apologies were received from an unusually high number of governors: Cllr Akinola, Dr Brumwell, Mr Cheema, Cllr Fraser, Ms Garwood, Cllr Holt , Prof Laville, and Mr Monger-Godfrey. Ms Francis was absent from the meeting. JOS sent apologies in anticipation of arriving late. The Head of Governance confirmed that the meeting was quorate throughout the meeting.															
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.															
2.	MINUTES OF GOVERNORS' AWAYDAY & CORPORATION MEETING 7 NOVEMBER 2022, CORPORATION MEETING 24 NOVEMBER 2022 & MATTERS ARISING															
2.1	<u>Accuracy.</u> The minutes of both Corporation meetings were accepted as an accurate record and were signed by the Chair.															
2.2	RF highlighted key items from the Awayday including: <ul style="list-style-type: none">the challenge by the FE Commissioner, Shelagh Legrave, for STCG to become an Outstanding college;the Research project by SM which was very well received and a really good piece of work for supporting curriculum development in meeting local needs.															
2.3	RF commented that attendance at the dinner was lower than expected and asked in future for anyone unable to attend to give as much notice as possible of apologies.															
2.2	<u>Matters arising.</u> The updated Action Log is set out below: <table><tr><td>HM to circulate dates for the year's student council meetings for 1 or 2 governors to attend each meeting</td><td>HM</td><td>End Nov 22</td><td>HM had requested meeting dates and will circulate these when received.</td></tr><tr><td>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</td><td>PM-S</td><td>End Nov 22</td><td>PMS confirmed that the VP Student services is looking at some models. They suggest not setting up any extra student forums but for governors to attend student council meetings. MS to bring formal proposal to next meeting</td></tr><tr><td>Terminology to describe student groups in QLS minutes – such as white students, 'mixed race' needs to be checked</td><td>JM</td><td>End Nov 22</td><td>HM had asked JM for data definitions – response awaited</td></tr></table>				HM to circulate dates for the year's student council meetings for 1 or 2 governors to attend each meeting	HM	End Nov 22	HM had requested meeting dates and will circulate these when received.	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	PMS confirmed that the VP Student services is looking at some models. They suggest not setting up any extra student forums but for governors to attend student council meetings. MS to bring formal proposal to next meeting	Terminology to describe student groups in QLS minutes – such as white students, 'mixed race' needs to be checked	JM	End Nov 22	HM had asked JM for data definitions – response awaited
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2.3	MATTERS ARISING- UPDATE ONS RE-CLASSIFICATION OF COLLEGES TO THE PUBLIC SECTOR
2.3.1	<p>Governors received three documents relating to the recent decision by the ONS to re-classify colleges to the public sector:</p> <ul style="list-style-type: none"> • The ESFA letter to College Accounting Officers 29/11/22 • A policy paper on the Government Response to the decision published 29/11/22 • PowerPoint slides produced by the AoC on the new DfE controls.
2.3.2	<p>PM-S confirmed that colleges will retain their charitable status as exempt charities. Key changes include.</p> <ul style="list-style-type: none"> • Colleges now subject to the framework for Managing Public Money (MPM) • Immediate changes affecting borrowing commercially as this does not offer value for money • Controls around severance payments • Controls around senior pay
2.3.3	<p>PM-S reported that an additional capital grant of about £600k for improving energy efficiency had just been confirmed. RF asked whether the college would have received that without the ONS reclassification- PM-S agreed to find out.</p> <p><i>JOS joined the meeting at 6.40pm</i></p>
2.3.4	<p>KS asked whether the decision changes the Corporation's thinking strategically? PM-S responded that the impact of the Skills and Post-16 Education Act is that the Government is already driving the curriculum as colleges have to meet the skills needs of the local economy. Impacts will be felt if the college needs to raise finance for investment. GW felt that the decision had narrowed the gap between the academy sector and colleges.</p>
2.3.5	<p>JS asked whether the college can continue to keep the proceeds from disposals of assets. RG confirmed that it can do so until March 2025 so long as the college ringfences the proceeds for reinvestment in capital assets.</p>
2.3.6	<p>MS asked whether the senior pay controls affect the pay and grading proposals for Grades 1-6 and RG confirmed not as this relates to senior pay for packages over £150k and other qualifying provisions.</p>
3.	GOVERNANCE
3.1	GOVERNANCE DASHBOARD
3.1.1	<p>RG presented a draft dashboard of Key Performance Indicators to help governors to monitor College performance reporting that the College is developing a computerised dashboard and the report included links for governors to see samples of the detail of data which will be available by the Spring or Summer 2023.</p>
3.1.2	<p>Governors discussed key changes:</p> <ul style="list-style-type: none"> • financial health moved from green to amber -the prime driver for this was the increase in energy costs • KD asked why attendance was marked as amber when this is less than 84% and RG agreed that this should be changed to red. KS asked whether there has been any improvement but as the attendance data was from 25 November it was too soon for any improvement. • Governors discussed the very poor completion of appraisals. KD asked why the college is so far behind with these. RG, JP-B and JOS confirmed that a lot of staff time had been spent chasing attendance issues. KS asked whether there is a culture of compliance. JPB and JOS responded that the issue is one of capacity due to the heavy workload. CSP suggested changing the deadlines E.g. holding appraisals in the summer term and introducing a more user-friendly way to record appraisals (than Cascade). Governors agreed that action is needed to make the appraisal process more effective, easy to use and to phase it in a better way agreeing with JS that there will never be a good time to hold appraisals but that these must be prioritised and recorded otherwise the college is not developing nor supporting staff. Although

3.1.3	<p>regular conversations are taking place between managers and staff, without these being recorded governors have no visibility of these.</p> <ul style="list-style-type: none"> MS asked why the equalities data is 18 months old. PMS confirmed the year's gap in the data; in March 23 the college will submit the March 22 data. RG agreed to review the equalities data that feeds this KPI. <p>It was resolved to approve the Group's Governance dashboard</p>
<p>3.2 and 3.3</p> <p>3.2.1</p> <p>3.2.2</p> <p>3.3</p>	<p>MINUTES SEARCH AND GOVERNANCE COMMITTEE 17,18 NOVEMBER</p> <p>SG moved the adoption of the minutes of the Search and Governance Committee interview panel meetings of 17 and 18 November 2022</p> <p><u>Accuracy of Minutes</u> the Minutes were accepted as an accurate record.</p> <p>The panel had interviewed prospective governors. The following recommendations were approved by the Corporation</p> <ul style="list-style-type: none"> To increase the size of the Corporation by one governor, for a temporary period from 1st January to 1st August 2023 and to amend the Instrument and Articles to reflect this To appoint Harriet Harper (HH) and Kamal Mohamed (KM) as skills-based governors with effect from 1 January 2023 until 31 July 2026 To invite HH to join the Quality, Learning and Standards Committee and KM to join the Safeguarding, Wellbeing and Equalities Committee To create a new Link Governor role for Learner Voice and ask KM to take on that role <p>It was resolved to adopt the minutes.</p>
3.3	<p>RECOMMENDATION TO INCREASE SIZE OF CORPORATION TEMPORARILY</p> <p>See above</p>
4.	<p>STRATEGIC OBJECTIVE- – CURRICULUM DEVELOPMENT STRATEGY TO DELIVER GROWTH & CONTRIBUTE TO LSIPS</p>
<p>5.</p> <p>5.1</p> <p>5.2</p> <p>5.3</p>	<p>REVIEWED CURRICULUM STRATEGY 2019-24</p> <p>PM-S presented an update on the Curriculum Strategy 2019-24 and action plan explaining how the Group is responding to local skills needs and how employers and communities are feeding into the development of the curriculum. Business LDN are writing the London LSIP and are creating a good dialogue about London's skills needs. SM' s research on capturing local needs was discussed at the Governors' Awayday and the Group are progressing delivery of that plan; with college managers preparing their responses to the market research which is feeding into curriculum planning.</p> <p>JS reported from a recent Link Governor visit for skills about the delivery of classes relating to green skills. JS felt that the Group needs an overarching workforce strategy to develop staff to deliver new courses identified by SM's research. KS also reported from a recent meeting where a healthcare employer was considering training a workforce rather than recruiting from overseas. SG suggested embracing other methods of learning e.g. blended courses delivered partly online. JPB confirmed that the Group has developed a blended AAT course but cannot recruit a teacher to deliver the classroom part of the offer for one day a week. There are similar problems recruiting staff to deliver green skills courses.</p> <p>It was resolved to adopt this approach to the Curriculum Strategy 2019-24.</p>
<p>4.2</p> <p>4.2.1</p>	<p>EMPLOYER ENGAGEMENT ACTIVITY AND CRM PROGRESS</p> <p>JOS presented an update report highlighting some of the opportunities that the Business Partnership Team are working on and partnership working being planned.</p>

4.2.2	SRR has taken on the Ofsted skills agenda and will be the skills nominee on the next Ofsted Inspection. SRR has been instrumental in driving Employer Forums and has set up an Employer Advisory Board with 40 large local employers and Local Authorities. An Employer Advisory Board focussed on health and social care resulted in the college looking at offering some different qualifications and following a breakfast meeting focussed on construction which discussed skills shortages and talent the college is looking at alternative training models such as day release for short courses.
4.2.3	The work with stakeholders has identified three key skills need areas <ol style="list-style-type: none"> 1. Green agenda 2. Data 3. Health Sector
4.2.4	MP suggested jointly recruiting someone full time to run green skills courses shared across the colleges in the green skills SDF bid. JOS confirmed that the Group is asking partner employers if they can provide a member of their staff to run the training.
4.2.5	All governors were invited to the Sustainability and Green Conference at Merton College on 26 January.
4.2.6	It was resolved to note the update report.
5.	STRATEGIC OBJECTIVE- ENHANCE THE QUALITY OF EDUCATION
5.1	TEACHING LEARNING AND ASSESSMENT
5.1.1	REPORT FROM QUALITY, LEARNING AND STANDARDS COMMITTEE GW moved the adoption of the minutes of the Quality, Learning and Standards Committee meeting of 22 November 2022.
5.1.2	<u>Accuracy of Minutes</u> the Minutes were accepted as an accurate record.
5.1.3	The key items reviewed were <p>Local Skills Improvement Plan (LSIP) - The London LSIP is due to be published around Easter 2023 and the STCG Accountability Agreement will be written after the LSIP is published. Accountability Agreements are new documents for 2023-24 to identify the action the college is taking in relation to each local skills shortage areas. This has to be published and submitted to the ESFA in the summer term 2023.</p> <p>Attendance Data -concerns at lower than normal attendance across the Group particularly for English and Maths which is impacting negatively on overall attendance -currently about 4% below the same time last year. •</p> <p>Internal Audit on Quality Assurance made recommendations about Probationary observations and developmental lesson observations. There had been slippage on quality monitoring observations- particularly for probationary staff</p> <p>Group and College Self-Assessment Reports - The meeting followed a day of validation of SARs by a - number of governors. The Grades were Good across the board (including the two areas graded 3 the previous year). Governors who attended agreed that this was a very thorough process which provides time for deeper discussion and insight. The College produced the Quality Improvement Action Plan (QIAP) –see below- following the SAR validation.</p>
5.1.4	RF asked about enrolments- PMS reported on some further withdrawals but that 16-18 enrolments were still about 80 above target. HNS had dropped by about 20-30. The Group will need to work hard to keep to target. Apprenticeship recruitment still needs a lot of work to reach target.
5.1.5	It was resolved to adopt the minutes.

5.2	GROUP COLLEGE SELF ASSESSMENT REPORT and QUALITY IMPROVEMENT ACTION PLAN																		
5.2.1	<p>GW presented the final Group SAR and thanked governors for attending the SAR validation. The validated grades for 2021/22 are as below:</p> <table> <tr> <td>Overall effectiveness</td><td>Good</td></tr> <tr> <td>Quality of Education</td><td>Good</td></tr> <tr> <td>Behaviour and Attitudes</td><td>Good</td></tr> <tr> <td>Personal development</td><td>Good</td></tr> <tr> <td>Leadership and management</td><td>Good</td></tr> <tr> <td>16-19</td><td>Good</td></tr> <tr> <td>Adult</td><td>Good</td></tr> <tr> <td>Apprenticeships</td><td>Good</td></tr> <tr> <td>High needs learners (HNL)</td><td>Good</td></tr> </table>	Overall effectiveness	Good	Quality of Education	Good	Behaviour and Attitudes	Good	Personal development	Good	Leadership and management	Good	16-19	Good	Adult	Good	Apprenticeships	Good	High needs learners (HNL)	Good
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High needs learners (HNL)	Good																		
5.2.2	It was resolved to approve the Group Self-Assessment Report for 2021-22 and the Quality Improvement Action Plan for 2022-23.																		
5.3	REPORT FROM HIGHER EDUCATION COMMITTEE																		
5.3.1	GW moved the adoption of the minutes of the Higher Education Committee meeting of 14 November 2021.																		
5.3.2	<u>Accuracy of Minutes</u> the Minutes were accepted as an accurate record. Key points highlighted included:																		
5.3.3	The 4--year downward trend in HE student numbers had been halted and internal progression had almost doubled in the last two years.																		
5.3.4	The college has decided to apply for the TEF. The Committee encouraged the College to write a robust Provider Submission, including findings from the student survey.																		
5.3.5	National Student Survey finding result Overall satisfaction at STCG was 84% - an increase of 12% since the previous year.																		
5.3.6	It was resolved to adopt the minutes.																		
5.4	COLLEGE DEVELOPMENTS																		
5.4.1	JP-B presented a written update report on employability work at CC and MC focussing on work and industrial placements.																		
5.4.2	JOS updated governors on the new management structure at STC which is settling in and how staff absence and staff turnover are dropping. Lesson observations are increasing with increased scrutiny on students' UCAS applications. Student support services are stretched by dealing with a huge increase in mental health and behavioural issues. A group of construction students did an amazing job helping to refurbish the Rose Community Hub. At an award ceremony this week JOS told colleagues that they are making big strides in their journey to being really good.																		
5.4.3	Kingston College support staff are facing the same workload pressures as at STC. All of the ESOL students went on a recent trip to the Tower of London. Applications for next year have increased significantly than for this year – helped by the new front of college																		
5.4.4	The Academic Leadership Team (ALT) is working well and meeting regularly working across the Group																		
5.4.5	It was resolved to note the updates.																		

6.	STRATEGIC OBJECTIVE- STRENGTHEN OUR FINANCIAL RESILIENCE
6.1	REPORTS FROM CORPORATION COMMITTEES AUDIT COMMITTEE
6.1.1	KD moved the adoption of the minutes of the meeting of the Audit Committee of 24 November 2022.
6.1.2	<u>Accuracy of Minutes</u> the Minutes were accepted as an accurate record.
6.1.3	The meeting included a joint 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: <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
6.1.4	<p>It was resolved to approve:</p> <ul style="list-style-type: none"> the assessments set out in the Risk Register and Board Assurance Framework; 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. the Annual Internal Audit Report for South Thames Colleges Group; the Post-Audit Management Report on the year-end accounts 31 July 2022 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. the Financial Statements for South Thames College Group for year ended 31 July 2022; subject to adding agreed additional wording about the ONS reclassification of colleges as an Event after the Reporting Period; 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 2022 to 31 July 2023. The revised Whistleblowing Policy
6.2	
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6.6	It was resolved to adopt the minutes.
7.1	FINANCE PLANNING AND RESOURCES COMMITTEE
7.1.1	JM moved the adoption of the minutes of the Finance, Planning and Resources Committee meeting of 24 November 2022.
7.1.2	<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 Review of risk areas allocated to committee under Board Assurance Framework September and October 2022 Management Accounts – see 7.4 and 7.5 below noting that the Group had set a lower EBITDA target this financial year and was at

7.1.3	<p>the date of the meeting ahead of the EBITDA budget for the year to date – although the pay and grading process was still ongoing.</p> <ul style="list-style-type: none">• Proposal on whether to refinance Facility A – decided to take no action as there was no net gain from doing so – ‘a zero sum game’• Report & Financial Statements for the Group for y/e 31.7.22- considered as part of the joint session with the Audit Committee (see minutes of previous item)• Report and Financial Statements of KCTC Ltd for the y/e 31.7.22• Report and Financial Statements of KSEP Ltd for the y/e 31.7.22• Estates Strategy update Report– which was taken under Confidential Business due to the commercial sensitivity.• Security Contract tender - taken under Confidential Business due to the commercial sensitivity. <p>It was resolved to adopt the minutes.</p>			
7.2	<p>KSEP Ltd</p> <p>JM reminded governors that KSEP Ltd is a dormant company.</p> <p>It was resolved to note the Report and Financial Statements of KSEP Ltd for the year ended 31 July 2022.</p>			
7.3	<p>KCTC Ltd</p> <p>It was resolved to note the Financial Statements and Report of KCTC Ltd for year ended 31 July 2022.</p>			
7.4 and 7.5 7.5.1 7.5.2	<p>MANAGEMENT ACCOUNTS</p> <p>The September and October 2022 Management accounts were reviewed by the Finance, Planning and Resources Committee. Significant points highlighted by JM:</p> <p>It was resolved to note the management accounts to October 2022</p>			
7.6	<p>ESTATES STRATEGY</p> <p>The Confidential progress report was noted and minutes set out in Confidential Business.</p>			
8. 1	<p>REMUNERATION COMMITTEE</p> <p>The Minutes are set out in Confidential Business</p>			
8.2 8.2.1 8.2.2	<p>SENIOR STAFF REMUNERATION ANNUAL REPORT</p> <p>The Report was presented by RF who reported on the annual benchmarking report on Senior Pay commissioned by the Committee.</p> <p>It was resolved to approve the Report for the year ended 31 July 2022 for publication.</p>			
	<p>The Open Business closed at 8.15pm when staff governors left the meeting</p> <p>Signed:Date.....</p>			
Action points		Responsible	Deadline	Signed off
1.	HM to circulate dates for the year's student council meetings for 1 or 2 governors to attend each meeting	HM	Christmas 22	
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	Feb 23	
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	
4.	PMS to find out whether an additional capital grant of £600k for improving energy efficiency would have been received without the ONS reclassification.	PM-S	March 23	
5.	Attendance KPI should be changed to red	RG	Dec 22	
6.	Action is needed to make the appraisal process more effective	PM-S / CPs	March 23	
7.	Review the Equalities Data and how old this is	RG	March 23	