



PART ONE MINUTES

**PRESENT:** Gordon Smith (Chair of the Corporation)  
Yvonne White (Staff Governor)  
Christina Gasson (Staff Governor)  
Rosaleen Liard  
Chris Wright  
Nigel Dias  
Mark Wilson  
Varsha Mehta  
Jean Cook  
Tom Hesmondhalgh  
Miriam Parker (Student Governor)  
Caireen Mitchell (CEO)

**IN ATTENDANCE:** Ann-Christine Harland (VPF&R)  
Fadia Clarke (VP Training, Skills & HE)  
Angela Edwards (VP Education & Quality)

**CLERK:** **Natalie Watt** (For the meeting)

**QUORUM:** The meeting was quorate

**TIMING:** **6.00pm – 8.30pm**

	Item	Actions
	<p><b>INTRODUCTION BY THE CHAIR OF THE CORPORATION</b></p> <ul style="list-style-type: none"> <li>• The Chair welcomed all those present to the first meeting of the merged Board.</li> <li>• The Chair summarised the challenges facing the new organisation, the competitive FE market and the need to grow employer and community engagement.</li> <li>• The Chair also emphasised the need for clear positive leadership, confidence and assurance in the success of the merger and continued high expectations for the newly merged entity.</li> </ul>	
1	<p><b>PRELIMINARY BUSINESS</b></p> <p><b>i. Apologies for Absence &amp; Declarations of Interest</b></p> <ul style="list-style-type: none"> <li>• Kim Meyler-Vincent, Andy Booth, Richard Beales.</li> </ul> <p><b>ii. Appointment of New Members</b></p> <ul style="list-style-type: none"> <li>• The Chair confirmed the Board Membership. It was noted that existing vacancies would be addressed by the Search and Governance Committee at its next meeting.</li> </ul> <p><b>iii. Declarations of Interest</b></p> <ul style="list-style-type: none"> <li>• None</li> </ul> <p><b>iv. Croydon College Corporation Minutes of 5<sup>th</sup> December 2018&amp; Matters Arising.</b></p> <ul style="list-style-type: none"> <li>• The minutes of the meeting were <b>APPROVED</b> and signed by the Chair of the Corporation.</li> </ul>	<p><b>Chair of S&amp;G Cttee.</b></p>

	<ul style="list-style-type: none"> <li>• Governors requested an update on the Financial Regulations and Risk Management Report and were advised that these items were works in progress.</li> <li>• It was agreed that these would be carried forward to the next set of appropriate Committee meetings.</li> </ul> <p><b>ACTION:</b> Financial Regulations and Risk Management to be reviewed in the Summer Term 2019.</p> <p><b>v. Minutes of the meetings on 7 February 2019</b></p> <p><b>a) Coulsdon College’s Extraordinary Meeting 7 February 2019</b> The Minutes were received, <b>APPROVED</b> and signed by the Chair of the Corporation.</p> <p><b>b) Croydon College’s Extraordinary Meeting 7 February 2019</b> The Minutes were received and <b>APPROVED</b> and signed by the Chair of the Corporation.</p> <p><b>vi. Statutory Items</b></p> <ul style="list-style-type: none"> <li>• The Clerk for the meeting, confirmed to the Corporation that the Instrument and Articles of Government of Croydon College were the current statutory instruments.</li> <li>• The Board were further advised that the existing Standing Orders and Terms of Reference for Croydon College Corporation formed the underpinning governance framework.</li> <li>• It was noted that all of the above documents needed to be reviewed as a matter of urgency, by the Search and Governance Committee to ensure that they were fit for purpose for the merged organisation.</li> </ul> <p><b>ACTION:</b> Urgent review of Instrument and Articles, Standing Orders and Terms of Reference to be completed as soon as possible.</p>	<p><b>VP F&amp;R</b></p> <p><b>VP F&amp;R</b></p> <p><b>Chair of S&amp;G</b></p>
<p><b>2</b></p>	<p><b>EVALUATION OF STANDARDS</b></p> <p><b>i. Principal’s Report</b> (Including KPI’s and Teaching, Learning and Assessment development).</p> <ul style="list-style-type: none"> <li>• The Report was presented by the Principal &amp; CEO. Members noted the update on page 19 outlining the continuation of the merger journey and identifying the key areas for further work.</li> <li>• Governors discussed the Transaction Unit’s requirements attached at Appendix A and identified on page 20. Following discussion, it was agreed that one set of KPIs would be useful, accepting that the requirements of the Transaction Unit also needed to be met.</li> <li>• The Board noted the update on the existing KPI dashboard for Croydon College Campus. The Principal &amp; CEO drew Governors’ attention to the enrolment and funding update.</li> <li>• The Board noted that the Adult Education Budget remained on track and that this has led to a significant reduction in sub-contracting.</li> <li>• Discussion followed on the under-performance of HE income. The VP Training, Skills and HE confirmed that she was working on plans to enable more in year starts. It was noted that this would be discussed further in part two of the meeting.</li> <li>• Governors noted the changes to lesson observations in paragraph 1-6 on page 22 the Principal and CEO advised the Board this area would be discussed and reported upon in more detail at the Learning and Quality Committee.</li> </ul>	

- Governors discussed attendance, however, it was noted that attendance in Maths and English had improved during the course of the year as reported on page 24.
- Governors received the update on news and events for Croydon College Campus. The Principal & CEO confirmed that future reports would cover both campuses.
- Discussion followed on recent communications with Croydon Council and the possibility of LSBU moving into the Borough. The Chair drew Governors' attention to SEN developments and the potential expansion in this area for the organisation.
- Discussion also followed on aspirational and predicted growth for the organisation.
- The Chair informed the Corporation that work on developing a strategy would be taking place in the next few weeks and proposed that this became a focus of the strategy day the following week.
- Governors also expressed a desire to tour the campus at Coulsdon and to raise the profile of former Croydon College Governors with colleagues on that campus.
- The Board agreed that they would not be limited by the KPIs imposed by the Transaction Unit but would seek to achieve the best range of indicators that would enable them to monitor and judge performance.
- Governors queried the level of involvement of the Transaction Unit in monitoring performance and discussion followed on key aspects of the arrangements around financial and quality performance. The VP F&R confirmed that the monitoring levels required by the Transaction Unit were normal where their intervention had been required.
- Governors also flagged up the need to extend discussions to focus on student growth markets in the area. Discussion on enrolments to date across both Campuses.
- Governors queried how advanced the post-merger marketing strategy was, the Principal and CEO confirmed that this needed to be reviewed as a matter of some urgency.
- Detailed discussion followed on the need for the combined approach to be developed asap and to include a focus on the students travel to stud and data analysis.
- It was noted that these discussions would be taken through all appropriate Committees.
- Discussion also followed on T levels and the introduction of the pilot in the sector. The Principal & CEO informed the Board that the EFSA had opened a consultation on non T levels studies and that she would be responding in due course, following discussion with the Chair of the Corporation.
- The Chair confirmed to the Board that the KPIs would be broken down into the relevant ones for each of the Corporation Committees, to enable transparent and detailed scrutiny to take place.
- Following further discussion, the board noted the importance of ensuring that the organisation was offering the right high quality provision.

The Corporation **RECEIVED** the Principal & CEO's report.

**ACTION:**

- KPIs to be finalised and distributed to appropriate Committees for monitoring and scrutiny.
- Overarching post-merger Strategic Plan to be developed
- Development of a Marketing Strategy

**ii. Learning & Quality Committee Report**

**Principal  
& CEO**



	<ul style="list-style-type: none"> <li>The Student Governors expressed some concerns that were being raised by HE students in relation o funding arrangements for the future. Noted.</li> </ul> <p>The Corporation <b>RECEIVED</b> the update.</p> <p><b>iv. Annual Report on Safeguarding 2017/18 (Croydon College)</b></p> <ul style="list-style-type: none"> <li>The Chair noted the lateness of the report and it was agreed that a schedule of required annual reports and policies would be put in place following the appointment of a permanent Clerk.</li> <li>No concerns were raised in relation to safeguarding at Croydon College.</li> <li>The Principal &amp; CEO confirmed that future reports would include updates on the Coulsdon Campus following the recent merger.</li> <li>Governors queried the introduction of DBS checks on staff prior to appointment.</li> <li>The VP F&amp;R confirmed that pre appointment checks were now being undertaken.</li> <li>The Principal &amp; CEO informed the Board that the campuses had not been directly affected by an incident the previous day but that staff had been vigilant and prepared.</li> </ul> <p>The Corporation <b>RECEIVED</b> the Annual Report on Safeguardingfor Croydon.</p> <p><b>ACTION:</b>Review of Merged College Policy Schedule</p>	<p><b>Principal &amp; CEO</b></p> <p><b>VP F&amp;R</b></p>
<p><b>3.</b></p>	<p><b>BUSINESS PLANNING &amp; MANAGEMENT</b></p> <p><b>Financial Monitoring</b></p> <p><b>i. Finance &amp; Resources Committee Report</b></p> <ul style="list-style-type: none"> <li>The Chair sought Corporation approval for the repayment of £1.1m VAT. Governors were reminded that this action was part of the requirements from the Transaction Unit for the funding support received in relation to the merger. The repayment was unanimously approved.</li> </ul> <p>The Corporation <b>APPROVED</b> the transaction for the repayment of VAT.</p> <p><b>Minutes of the meeting held on 6 March 2019.</b></p> <p>The Corporation <b>RECEIVED</b> the minutes of the Finance &amp; Resources Committee. The Chair of the Committee expressed her appreciation for the hard work of the combined finance team and the VP F&amp;R during the merger process.</p> <p><b>ii. Updated Financial Position</b></p> <p><b>a) Croydon College January 2019 Management Accounts</b></p> <ul style="list-style-type: none"> <li>The item was presented by the VP F&amp;R.</li> <li>Governors noted the key points detailed on page 51 relating to the revised budget requirements, the AEB delivery update, the non-levy apprenticeship contract and the net pay costs variances and future pay savings required.</li> <li>The VP F&amp;R informed the Corporation that bursaries have been increased to ensure that the AEB budget was fully utilised.</li> <li>Discussion followed on potential new contracts for training for care home staff. The VP F&amp;R informed Governors that the sub-contracting report would be updated following these negotiations and submitted to the next F&amp;R Committee.</li> <li>Discussion followed on the actions identified and in place for managing non pay budgets.</li> <li>Governors were also informed that the usage of agency staff was being actively managed. New agency agreements were currently being negotiated by the</li> </ul>	<p><b>VP F&amp;R</b></p>

Director of HR and it was anticipated that this would have a significant positive impact on the spend in this area.

**b) Coulsdon College January 2019 Management Accounts**

- The VP F&R confirmed to Governors that this was the final set of management accounts for Coulsdon College.
- The finance team were now focussing efforts on preparing the financial statements for audit.
- Governors were assured that reliable cost centre reports were now being produced for budget managers and it was anticipated that this would improve control across the Coulsdon Campus.

The Corporation **RECEIVED** the Coulsdon College January Management Accounts.

**iii. Virements to Croydon College Budget 2018/19**

- The VP F&R presented the report. Governors attention was drawn to the summary of the report which detailed the proposed virements to the budget. The Governors received and noted the attached spreadsheet.
- The VP F&R confirmed that the adjustments detailed under the financial analysis were required to ensure that the organisation was able to demonstrate progress against budget, as required by the EFSA post merger.
- Governors attention was drawn to the risk analysis and the VP F&R reiterated the risk assumptions which remained, the assumption that the College can deliver all of the remaining AEB without use of further sub contractors, that all merger costs can be claimed for and that further non pay savings identified are achievable.

The Corporation **APPROVED** the virements requested to the Budget for 2018/19.

**iv. Merged College Budget 2018/19**

- The Chair of the Corporation drew to Governors attention that Croydon College was required to repay the Lloyds loan outstanding for Coulsdon as part of merger agreements. This action had now been delivered.

The Corporation **RECIEVED** this update.

**v. Audit Committee Report**

- The Chair advised the Corporation that he had asked Jean Cook to become a Member of the Audit Committee in the short term, pending a review of Committee Membership. The Chair expressed his appreciation to Jean Cook for her willingness to join the Committee temporarily.

The Chairs action and the appointment of Jean Cook to the Audit Committee was given retrospective **APPROVAL**.

**Minutes of the meeting held on 28 November 2018**

The Corporation **RECEIVED** the minutes of the Audit Committee.

**Approval of External Auditors for Coulsdon College for the period to 11 February 2019.**

- The VP F&R updated the Corporation on proposals to the Audit Committee for the appointment of the Financial Statements and Regularity Auditors for Coulsdon College.
- The Chair of the Audit Committee confirmed that the proposals were recommended by the Committee to the Corporation for approval.

	<ul style="list-style-type: none"> <li>The letter of engagement was tabled for information at the meeting. Following a discussion over the independence of RSM the engagement of RSM LLP for the sum proposed was approved.</li> <li>The VP F&amp;R confirmed that the Chair of the Audit Committee and the Chair of the Corporation would be asked to sign the Financial Statements and Regularity Audit for Coulsdon College in July 2019.</li> </ul> <p>The Corporation <b>APPROVED</b> the appointment of RSM LLP as Financial Statements and Regularity Auditors for Coulsdon College.</p>	
4.	<p><b>DEVELOPING A STRATEGY FOR THE NEW COLLEGE</b></p> <ul style="list-style-type: none"> <li>The Chair reminded Governors that the following Wednesday 27<sup>th</sup> March 2019 had been set aside as a potential strategy day. Following discussion, it was agreed that the afternoon would encompass a visit to Coulsdon College, a tour of the facilities and a short strategy session.</li> <li>The Principal &amp; CEO informed Governors that they would all be supplied with ID badges which would ensure they had full open access to both campuses.</li> </ul> <p>The Corporation <b>RECEIVED</b> the update and <b>APPROVED</b> the agenda for the strategy development session.</p> <p><b>ACTION:</b> Agenda for the strategy day to be agreed.</p>	Principal & CEO
5.	<p><b>GOVERNANCE</b></p> <ul style="list-style-type: none"> <li>The Chair informed the Board that recruitment for a new permanent Clerk was underway.</li> <li>Governors were also advised that an election would need to be held as soon as possible to fill the role of Vice Chair. Agreed.</li> </ul> <p>The Corporation <b>RECEIVED</b> the verbal update.</p> <p><b>ACTION:</b> Election for the role of Vice Chair to be undertaken.</p>	Chair & Principal & CEO
6.	<p><b>ANY OTHER BUSINESS</b></p> <ul style="list-style-type: none"> <li><b>UCU Strike Update</b> – The Principal &amp; CEO informed the Board that the UCU strike would be going ahead. The Board discussed the impact of the strike on students. Governors were informed that the two main areas impacted by the strike were ESOL and Art and Sciences. Noted.</li> <li><b>Staff Governor Update</b> – Governors were informed that staff at the Coulsdon campus had some concerns around further restructuring and that clarity on what and when these would happen would be helpful. The Principal &amp; CEO agreed with the request and confirmed that once the plans had been finalised they would be communicated to staff at the earliest appropriate opportunity. Noted.</li> </ul>	Principal & CEO
7.	<p><b>PART TWO</b>  <b>CONFIDENTIAL ITEMS – Subject to a separate confidential minute.</b>  *Staff and Student Governors withdrew for Part Two of the Corporation meeting.</p>	
8.	<p><b>APPENDICES</b>  <b>Stakeholder letter and Press Release – for information.</b></p>	

Signed:

Date:

## ACTIONS

Item	Action	Owner	Status
1	Urgent review of Instrument & Articles. Standing Orders and Terms of Reference to be completed as soon as possible.	Clerk	
2i	KPI's to be finalised and distributed to appropriate Committees for monitoring and scrutiny	CEO	
2i	Overarching post merger Strategic Plan to be developed	CEO	
2i	Development of a Marketing Strategy	CEO	
2ii	Staff Surveys to be conducted by the end of the calendar year across all sites	CEO	
2ii	Terms of Reference for the Committees to be reviewed to check on Membership	Clerk	
2iii	Review of merged College Policy schedule	VP F&R	
4	Agenda for the Strategy Away Day to be agreed	CEO	
5	Election for the role of Vice Chair to be undertaken	Clerk	