

THE CORPORATION OF CROYDON COLLEGE

Wednesday 20 October 2021 at 7.00pm

Room 420, Croydon Campus

PART ONE MINUTES

PRESENT: Tony Stevenson (Chair)
Caireen Mitchell (Principal & CEO)
Jean Cook
Andrew Lowe
Nasim Jivani Hemani
Andrew Gilchrist
Catherine Boyd-Maunsell
Frederick Law
Soumick Dey
Andy Wilson
Anastasia Fox (Student Governor, Croydon Campus)
Nataly Vivanco-Piechota (Student Governor, Coulsdon Campus)

IN ATTENDANCE: Ann-Christine Harland (VP Finance & Resources)
Martin Silverwood (VP Education & Quality)
Fadia Clarke (VP Training, Skills & HE)
Odette Carew (Principal, Coulsdon College - CP)

CLERK: Clare Mitchell (Director of Governance)

QUORUM: The meeting was quorate

	Item
1.	<p>PRELIMINARY BUSINESS</p> <p>i. Apologies for Absence</p> <ul style="list-style-type: none"> Apologies for absence were received from Claudine Reid, Fiona Brennan (Staff Governor, Coulsdon Campus) and Lucia Guetcherian (Staff Governor, Croydon Campus). The Chair welcomed members to the first in person Board meeting since the pandemic. <p>ii. Declarations of Interest</p> <ul style="list-style-type: none"> Andrew Gilchrist is a Governor at Brooklands College. <p>iii. Decisions taken between meetings</p> <ul style="list-style-type: none"> On 7 October 2021 the Chair approved the submission of the College's Stage 2 Bid for FE Capital Transformation Funding. The Board delegated authority to the Chair to approve this Stage 2 application at its meeting on 7 July 2021. <p>iv. Appointment of Governors and Co-opted Member of the Audit Committee</p> <ul style="list-style-type: none"> On behalf of the Search and Governance Committee, the Chair recommended the appointment of Mike Fisher as a Governor and as a member of the Audit Committee and

Niral Patel as a Governor and as a member of the Finance and Resources Committee. CVs for both candidates had been circulated to Governors prior to the meeting and interviews had taken place earlier in the month. Niral Patel had expertise in commercial property. Mike Fisher was currently working for ESFA and had previous experience of serving on an Audit Committee.

The Corporation **APPROVED** the appointment of the Mike Fisher as a Governor for a four year term and as a member of the Audit Committee.

The Corporation **APPROVED** the appointment of Niral Patel as a Governor for a four year term and as a member of the Finance and Resources Committee.

- The Chair also recommended that Tom Hesmondhalgh, previously Vice-Chair of the Board and a member of the Audit Committee, should be appointed as a co-opted member of the Audit Committee for an initial period of twelve months.

The Corporation **APPROVED** the appointment of Tom Hesmondhalgh as a co-opted member of the Audit Committee for an initial period of twelve months

v. Confirmation of new Student Governors

- The Corporation **CONFIRMED** the appointment of Anastasia Fox (FE Student President at Croydon College) as the Student Governor from the Croydon Campus and Nataly Vivanco-Piechota (Student Executive President at Coulsdon College) as the Student Governor from the Coulsdon Campus.

vi. Election of the Vice-Chair

- The Chair reported that discussions were occurring with interested parties.

2. EVALUATION OF STANDARDS

i. Principal's Report including KPIs

- The P&CEO gave an update on the strike action by the Universities and Colleges Union (UCU). Following further discussions on Tuesday 12 October, further strike action had been suspended and staff had returned to work on Wednesday 13 October. The College was awaiting the outcome of an e-ballot on proposals to address issues relating to salaries for Learning Support Assistants, staff being able to take four weeks' consecutive annual leave and progress coaches and technician roles. The College had also agreed that fully qualified teachers would be appointed at no lower than Scale Pt 3 – just below £30K. Fully qualified teachers would be appointed at an equivalent level at the Coulsdon Campus.. The salary increase for 2021/22 would remain at 2% as set out in the budget agreed by the Board in July 2021.
- The Covid measures set out in the report continued to be implemented. The number of cases being reported by students was lower than would be expected given the rates of Covid reported in the local population.
- Enrolment numbers for adults were strong and the College expected to meet both its ESFA and GLA AEB contracts. However, the number of 16-18 year old students enrolled was just below the College's contracted rate with the ESFA. The financial impact of this could be a decrease in income of £150K in 2022/23. The shortfall in enrolments was being addressed through encouraging students to swap courses, rather than dropout, and late start courses beginning after the October half term. Enrolment numbers for 16-18 year olds were lower than expected at London Colleges generally. Anecdotally, Teacher Assessed Grades had seen a higher than usual number of students meeting the entry criteria for school sixth forms and this had impacted on enrolment numbers at Colleges. The challenge to the College

would be to keep its capacity up, if income dropped next year, as the drop in enrolments might be a short term impact of Covid. An increase in 16-18 numbers was still expected as a result of demographic growth. In the meantime, the College's three year forecast had been updated to reflect the lower than expected enrolment figures for 16-18 years olds in 2021/22 and the growth anticipated in this group of students had been removed from the forecast for 2022/23.

- Increasing numbers of students had presented with mental health and wellbeing issues at the start of the Autumn term. This had resulted in an increased workload for the safeguarding team.
- The P&CEO thanked those Governors who had attended SAR validation meetings. The new Head of Teaching and Learning, Alfred Cardona, would be taking forward actions from these meetings.
- Attendance levels were a concern at both campuses. It was possible that some of the absences were due to unreported Covid cases among students. Attendance levels were of particular concern in construction, hospitality and at the Coulsdon Campus. There were areas where attendance was high and good practice was being shared across curriculum areas. The College would be writing to the parents of 16-18 students with low attendance; emphasising the need for students to have a minimum of 85% attendance if they wished to progress and achieve good results. Achievement rates for 2020/21 were now close to being finalised.
- The College had been informed that its bid for 16-18 growth funding to expand the refectory at the Coulsdon Campus had been unsuccessful.

The Corporation **NOTED** the P&CEO's report.

3. **BUSINESS PLANNING & MANAGEMENT**

i. **Update on enrolment numbers and budget implications for 2021/22**

- The implications of the lower than forecast enrolment numbers were discussed under the Principal's Report above.

The Corporation **NOTED** the report.

ii. **Barclays Bank Loans – Variation to Contract**

- The VPF&R reminded the Board that the decision to move the College's bank loans to the SONIA rate had been taken at the July 2021 Board meeting. This paper presented the legal advice from Eversheds on the Letter of Variation provided by Barclays Bank for signature by the College.
- The date that the new interest rate would come into effect had yet to be agreed, but the change would take place before 31 December 2021 when the LIBOR rate would no longer be in use.

The Corporation **APPROVED** the Letter of Variation and the conditions within it.

The Corporation **APPROVED** the wording of the resolution appended to these minutes and authorised the P&CEO and the VPF&R, as bank signatories, to sign the Letter of Variation.

iii. **ESFA Non Londoners AEB – Appointment of a Subcontractor for 2021/22**

- The Board had previously approved the subcontracting of £297K of the College's ESFA AEB allocation for 2021/22 (total allocation £675K). The College continued to wind down its

	<p>subcontracted provision and planned to replace the use of subcontractors with direct delivery. The VPTSHE outlined the tender process for the appointment of the subcontractor.</p> <ul style="list-style-type: none"> • The initial subcontract would be for £200K but might be increased to the maximum amount approved by the Board, £297K, depending on the level of direct enrolment by the College. • The VPTSHE confirmed that the subcontract met all of the ESFA's requirements. <p>The Corporation APPROVED the appointment of The Skills Network Limited as the subcontractor who would deliver £200K of the College's ESFA AEB allocation in 2020/21, with the possibility of increasing the value of this subcontract by a further £97K, subject to the review the enrolment performance of the Department of Employability and Skills, and the approval of the Executive Team in December 2021.</p>
<p>4.</p>	<p>GOVERNANCE</p> <p>i. Committee Membership 2021/22</p> <ul style="list-style-type: none"> • The DoG presented the proposed Committee membership for 2021/22. It was proposed that Jean Cook would continue in her role as Lead Governor for Safeguarding and that Nasim Jivani-Hemani would continue in her role as Lead Governor for Health and Safety. <p>The Corporation APPROVED the Chairs and members of Committees for 2021/22, the Chair and members of the HE Group for 2021/22 and the Lead Governors for Safeguarding and Health and Safety for 2021/22.</p> <p>ii. Review of Standing Orders and Committee Terms of Reference</p> <ul style="list-style-type: none"> • The DoG outlined the proposed changes to the Standing Orders and Committee Terms of Reference. There was a further addition to the terms of reference of the Audit Committee as follows: <i>"To ensure that there is a policy in place for regular re-tendering of the Internal Audit Service at least every five years"</i> <p>The Corporation APPROVED the amendments to the Standing Orders and Committee terms of reference. In future the Standing Orders would be reviewed every two years. Committee terms of reference would continue to be reviewed annually</p> <p>iii. Review Process for the Chair of the Governing Body</p> <ul style="list-style-type: none"> • The DoG presented proposals for the review of the Chair. The first review would take place in the Spring term of 2021/22. <p>The Corporation APPROVED the Chair's review process and timescale</p>
<p>5.</p>	<p>MINUTES AND MATTERS ARISING</p> <p>i. Croydon College Corporation Minutes of the Meeting on 7 July 2021</p> <ul style="list-style-type: none"> • The minutes of the meeting were APPROVED by the Corporation subject to two amendments as follows: <p>The addition of the following sentence to the action in item 4iv. relating to the learner number systems internal audit reports to state that <i>"The Board noted that reports had been reviewed by the Audit Committee"</i>.</p> <p>In item 4v. on the External Audit Strategy for 2020/21 the sentence <i>"Governors were asked to send any questions to the VPF&R"</i> would be replaced with <i>"The external audit strategy</i></p>

	<p><i>had been reviewed by the Audit Committee and was recommended to the Board for approval.”</i></p> <p>ii. Matters Arising (Action list)</p> <p>The Corporation NOTED the updated action list.</p>
6.	<p>FOR INFORMATION PAPERS</p> <p>i. Use of the Seal 2020/21</p> <p>ii. Governor Attendance Report 2020/21</p> <p>iii. Letter to Accounting Officers from John Edwards, Interim CEO, ESFA dated 22 September 2021</p> <p>The Corporation NOTED the papers provided for information. No questions had been submitted prior to the meeting.</p>
7.	<p>ANY OTHER BUSINESS</p> <ul style="list-style-type: none"> Following on from the Neighbourly Agreement between Croydon College and Tide Ltd, the College was being asked to approve an oversailing licence. This would allow a crane to be installed on a bridge over the College’s access road, to enable access to the Tide site. <p>The Corporation DELEGATED AUTHORITY to the Chair and P&CEO to approve, sign and seal the oversailing licence</p> <ul style="list-style-type: none"> An amendment to the Neighbourly Agreement had also been negotiated, strengthening the College’s position. The original agreement had been drawn up on the basis that VAT was not payable. However, further advice had been taken from a VAT specialist, who had recommended that the agreement should be amended to make it clear that, in the event that HMRC decided that VAT was payable, the payment would be made by Tide Ltd. <p>The Corporation DELEGATED AUTHORITY to the Chair and P&CEO to approve, sign and seal the Deed of Variation to the Neighbourly Agreement with Tide Ltd.</p>
11.	<p>DATE OF NEXT MEETING</p> <p>Wednesday 8 December 2021 – as part of the Governor Day.</p>

Signed:

Date:

Croydon College Corporation

Board Resolution relating to Letter of Variation from Barclays Bank relating to the LIBOR transition

IT WAS RESOLVED

1. That the terms and conditions (including the Amendments, the related transition away from LIBOR and, where relevant, the security representations) set out in the Letter of Variation are in the interests of and for the benefit of the Borrower and are most likely to promote the success of the Borrower for the benefit of the members as a whole and that such terms and conditions of the Letter of Variation be and are approved and accepted.
2. That the Borrower has considered whether it needs to obtain independent professional advice (legal, financial or otherwise), prior to resolving to enter into the Letter of Variation and (whether on the basis of such advice or otherwise) it has made its own independent decision to enter into the Letter of Variation and understands the terms, conditions and risks involved.
3. That Caireen Mitchell, Principal and Chief Executive and Ann Christine-Harland, Vice-Principal Finance and Resources, are authorised to sign the Letter of Variation on behalf of the Borrower to indicate acceptance of the terms and conditions.
4. That the Bank is authorised to act in all matters concerning the Facility as amended by the Letter of Variation 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.
5. That, if applicable, any Security provided by the Borrower and any other Security Providers will continue to guarantee and/or secure the Facility Document(s) as amended by the Amendments.