

## **Minutes of the Full Governing Body meeting held at 10.00 am on 11 December 2019, Room MC5, Weybridge Campus.**

Present:

Andrew Baird	Chair
Dr Barbara Spittle	(Vice-Chair)
Fred Gray	Chair of Audit
Mary Hughes	Safeguarding Governor
Richard Rawes	Chair of Capital Strategy
Paul Stedman	Chair of Resources
Melanie Harding	
Hilary Omissi	
Jackie Pearson	

In Attendance:

Ioan Morgan	Interim CEO
Sarah Glasspool	Director of Finance (for items 6 and 10.3)
Jonathan Lipscomb	Clerk to the Governing Body
Chris Dearnley	ESFA Observer

Apologies:

Andrew Barratt (Staff Governor)  
Teresa Roberts (Staff Governor)  
Christine Ricketts (Principal)  
Shereen Sameresinghe (Chief Operating Officer)

All the above were required for OfSTED inspection

### **Part 1**

#### **1. Action in the Event of Fire**

Action to be taken in the event of fire was noted.

#### **2. Welcome and Apologies**

The ESFA observer, Chris Dearnley was introduced to those who had not met him previously.

#### **3. Declarations of Interest**

- i. The Chair declared his other relevant position as Chair of East Surrey College.
- ii. Paul Stedman (Chair of Resources) declared that he was a Project Director for St Georges', a wholly owned subsidiary of The Berkeley Group and as in the past he would absent himself from any discussions relating to the property strategy.
- iii. Chris Dearnley was attending as an observer and as such he, and the ESFA, are not party to any decision made by the Governing Body.
- iv. No other declarations of interest were made.

#### **4. Notification of Any Other Business**

##### **i. Appointment of Interim CEO**

The Chair had made an offer of the job of Interim CEO to Stephen Dowbiggin to succeed Ioan Morgan subject to the Board's approval.

Stephen is a former Principal of Capel Manor College, a £14m, annual turnover agricultural college. He is retired but continuing to work as a consultant. The Vice-Chair and current Interim CEO had joined the Chair on the panel and had been impressed by the depth of thought he had given to the task ahead.

The candidate mentioned at the previous meeting had accepted another post and Stephen was one of three others considered, one of whom had subsequently withdrawn his candidacy owing to pressure of work.

Stephen's CV had been circulated and members were asked to approve the appointment. The Chair added that Stephen would be available to attend the staff meeting the following Wednesday (18<sup>th</sup>) and also the ESFA meeting the previous day.

It was recommended that he be appointed until the end of August 2020, working three days per week and that he is appointed as the College Accounting Officer with his main focus on:

- the relationships with external third parties.
- Mentoring the current Principal and Chief Operating Officer.

The appointment was **approved**.

#### **5. Draft minutes of the Full Governing Body Meeting on 27 November 2019**

- ##### **i.**
- The minutes were considered for accuracy. No points were raised other than that the Clerk should remove the passage relating to the Planning, Remuneration and Governance Committee having considered the confidentiality of minutes as this was a purely administrative matter.

There being no other concerns, the minutes (as amended) were agreed as a correct record and will be signed by the Chair.

#### **6. Matters Arising and Action Points from the Minutes of the Meeting**

##### **Noted:**

- ##### **i.**
- The Director of Finance reported that the management had reduced the forecast deficit of £723K to one of £450K mostly by way of reductions in staffing whilst at the same time absorbing a reduction in income from apprenticeships. The recommendation was that the Governing Body agree the revised target deficit of £450K for 2019/20.
- ##### **ii.**
- There had been a clawback of £157K (Adult Education Budget AEB) which relates to the previous year's failure to deliver to target but will impact on this year's cash.

##### **Resolved:**

To accept the report and to approve the revised deficit (£450K).

*[10.10 Sarah Glasspool left the meeting]*

## **7. Interim CEO's Report and KPI's**

### **Noted.**

- i. There had been no official outcome as yet from the EFSA/FEC 'Challenge' meeting of 3 December,
- ii. that the FEC Commissioner had made further enquiries relating to the impact of potential course deletions and a Draft, (though had assumed to be nearly final Independent Business Review (IBR), had been received).
- iii. Detailed discussion of these matters was postponed to the end of the meeting after the ESFA observer had left the meeting.

*[10.15 Richard Rawes joined the meeting]*

- i. The Interim CEO reported that the College was currently being inspected by a team of nine OfSTED inspectors. The inspection had begun the previous day (10 December) and will conclude on Friday (13 December). There will be a final feedback meeting on Friday at 14.00hrs.
  - a. There had been a number of positive indicators on day one, but as further clarification of matters raised is sought, it is likely that the process will become more challenging.
  - b. One team has gone to visit "Company C", one of the college's sub-contractors for apprenticeship provision. The Head of Apprenticeships at the College will be accompanying inspectors on visits to employers.
  - c. The staff were working hard and appeared motivated and the campus looked good.
  - d. One emerging issue was the timeliness of student arrivals. (Transportation challenges for students meant late starts for many classes.
  - e. The Interim CEO presented the draft KPI's for approval. Although updated from a previous version there had not been that many changes). Attendance rates were noted as being poor
  - f. The KPI's were approved.

## **8. College Improvement Plan**

### **Noted:**

- i. This was seen to be a useful summary.
- ii. There is a lot to be achieved and the size of the task should not be underestimated.
- iii. Governors need to recognise the challenges facing the College (as well as the headline financial issues).

## **9. Governance**

### **Governing Body membership report, including vacancies**

### **Noted:**

- i. The Clerk introduced a brief paper on the composition of the Board (up to twelve Full Governors, three Associate Governors, the Principal *ex officio*, two Staff Governors and two Student Governors.)
- ii.

- iii. Currently there is/are no
  - a. Principal as governor (as it is an interim post).
  - b. Student governors.
- iv. Whether the two governors, until recently classed as Associate, were now full governors. The two members in question confirmed that they had completed their training, on the basis of which they understood that they became Full Governors automatically.
- v. There are, therefore, no Associate Governors currently
- vi. If the candidate discussed (Andrew Gilchrist) were to be appointed, the Board would still have vacancies for up to two new Full Governors (and three Associate governors).
- vii. The Chair confirmed Andrew Gilchrist's continued interest. An interview date was being sought ahead of the next meeting of the Governing Body (which was set for 22 January).
- viii. The chair had also approached a solicitor about joining the Board but as yet had not yet identified a suitable accountant.
- ix. The Chair confirmed that although he had not yet spoken with Stephen Brice, he would do so.
- x. The Vice-Chair reminded the meeting that the decision had been taken not to appoint student Governors for the current academic year. Nobody doubted that the previous incumbents had made a worthwhile contribution to the Board but the Chair, whilst mindful of the 'student voice' being important, was concerned that their presence risked sowing unnecessary concern, (given the depth of discussion and the nature of the business being discussed).
- xi. The Interim CEO confirmed that he had held focus groups with students and been impressed with them. There was a Student Committee. The Chair suggested attending one of its meetings and talking to the members, perhaps with another governor and the Chair of Curriculum and Performance Review expressed an interest in joining him.
- xii. Another option would be for student union reps to meet with the interim Principal and communicate with the Governing Body in that way.
- xiii. The need to audit the Skills of the Governing body, document this and identify any areas that Governors feel need strengthening. (Legal expertise was identified as one area that should be explored).
- xiv. The possibility of strengthening community engagement was explored for example by appointing someone with a community link, perhaps from Spelthorne. (One member had spoken to a member of Spelthorne Council about this and though not interested himself, the individual had promised to speak with others about the opportunity).
- xv. The head of a local school would be a welcome addition and the interim Principal was exploring possibilities.
- xvi. The Clerk asked if a formal Skills Audit would be helpful, but governors did not believe that it was necessary at this time as the critical gaps had already been identified.
- xvii. It was acknowledged that it was difficult to appoint governors, ahead of knowing more about where Brooklands is going as a college. (Having said that, people may be more willing to commit for a shorter period, if that was all that would be required, ultimately).

## **Composition of committees**

### **Noted:**

- i. The Clerk introduced an updated chart of Committee membership.
- ii. The main change was that the Capital Strategy Committee was to be subsumed once more into Resources. As a result, Melanie Harding had agreed to join the Resources Committee and welcomed the wider opportunity to engage this would give her.
- iii. The committee composition anticipates Andrew Gilchrist joining Audit as Chair and that Paul Stedman will hand over the Chair of Resources to Fred Gray.
- iv. Hilary Omissi does not consider herself to be best suited to Audit Committee work and would be happy to be reassigned to another sub-group or role in the event of Andrew Gilchrist's successful appointment.

## **Linked governors**

### **Noted:**

- i. This had been deferred back in January 2019 and the Chair proposed deferring any decision again until January 2020.
- ii. In the interim he would take soundings on a one to one basis by telephone to ascertain individual governor's preferences.
- iii. Governors requested a list of options to consider. They commented that the paper was heavier on theory than practical arrangements.
- iv. All governors felt they would like an increased exposure to the College's activities and, as a result it was suggested that organising the following might be of interest.
  - a. Learning Walks
  - b. Performance Reviews (the Chair of Curriculum and Performance Review reminded the meeting that she had visited the Apprenticeship Faculty recently).
  - c. Engagement in other activities as appropriate
- v. Concern was raised over the limitations of Performance Reviews and the Chair of Curriculum and Performance Review commented that in the past governors had participated in these.
- vi. Owing to the state of flux in the college management team at present that had not been the case so far this year but that this would be back on track next term.
- vii. Being a 'Linked Governor' would involve more time being spent at the College and would bring into focus the need for a clearly defined relationship with staff. Trust would be very important. The Chair of Curriculum and Performance Review referred back to her recent visit to the Apprenticeship Department which she had thought positive, though subsequently she had been disappointed to learn that there were still some serious issues with data there that had not been mentioned at the time.
- viii. On the subject of Trust, the Interim CEO commented that he had spoken with staff members that morning by way of encouraging them to be open with inspectors so as to demonstrate that the

College was a confident institution in the process of building an open culture and had noted that they found that difficult in the light of their shared experience under the previous Principal.

- ix. Different models for Linked Governance were noted, one where governors were linked according to their areas of expertise and the other where they were linked according to their interest at the College. The former posed the greatest threat to their crossing the line. The Interim CEO offered the view that blurring the divide should be welcomed from time to time where it enriched the College. Governors needed staff to know that they were there to support them and were not another layer of inspection.
- x. The Chair would be attending the Staff Meeting on 18 December as would the new Interim CEO, Stephen Dowbiggin. He would alert staff to this impending development, explaining that the purpose would be for governors to learn about them and their problems.
- xi. It was reported that governors had previously requested if they could attend SLT and this being resisted as it could compromise the strategic/operational protocols between Governance and Management that are important.
- xii. Different ways of combining FGB meetings with SLT input were then discussed. SLT could attend GB as observers or participants or joint meetings could be held.
- xiii. The Interim CEO was keen to reach further down the organisation than the interim Principal and interim COO.
- xiv. The opinion was that such communication was best achieved at 'awaydays' The Safeguarding Governor reminded the meeting that she attended College Safeguarding meetings and that this worked well.

## **10. Calendar of meetings**

### **Noted:**

- i. The calendar of meetings was received, and the Chair hoped that moving the majority of meetings to 6pm would assist with the recruitment of new members;
- ii. The exception would be Curriculum and Performance Review which would be held at 4pm to enable staff to attend.

## **11. Chairs' Reports:**

### **Joint Audit & Resources Committee - 27 November 2019**

- i. The Chair of Audit who had chaired the meeting reminded members that they would normally be being asked formally to approve the financial statements from the previous year.
- ii. However, owing to the fundamental uncertainty relating to possible funds at risk, the accounts cannot not be signed on a going-concern basis at this time and therefore an extension had been sought of the ESFA to avoid breaching the deadline for submission.
- iii. Once the matters relating to 'Company A' had been settled then the figures would not change in any major way and the commentary would be amended to reflect a position supported by all governors.
- iv. The ESFA observer confirmed that he was aware of the request for a delay and did not expect it to be rejected. It was possible that the PMO would ask the College to sign the accounts with a caveat,

depending on the department's approach. They are generally keen not to take College debts onto their books so as to maintain their autonomy.

- v. The Chair of Audit was keen that any such caveat would protect members and the Chair confirmed that legal advice would be taken in that event and once the full facts were known. The accounts would then come back to the Full Governing Body for approval.

#### **External Auditors' Report**

- vi. The Auditors' report remains in draft, pending the decision over the treatment of 'COMPANY A'. In the interim, they confirm that they have no other issues of note, other than the issues with 'Company A'. The report is true and fair.

*[For the purposes of the following matter, governors sit as members of the Annual General Meeting of Brooklands Enterprises]*

#### **Brooklands Enterprises Limited**

##### **Agreed:**

- i. It had been thought that members would move to close down this dormant company but in the light of current uncertainties and the possibility that any future merger partner may wish to make use of the name it was agreed that the company should be maintained as it cost only £13 per year to submit the Annual Return and some additional administrative work, principally over the accounts.
- ii. There being only one director (SS) following the resignation of Terry Lazenby, Fred Gray had agreed to be appointed as a director.
- iii. The Governing Body in their capacity as members of Brooklands Enterprises Limited, appointed Fred Gray as a Director and received the annual (dormant) accounts), previously approved by the Interim COO in her capacity as a Director.

##### **Regularity Self-Assessment**

- i. This has been finalised and although one or two matters are still highlighted (in green) on the report as circulated as being outstanding, the Chair of Audit was able to confirm that the relevant work had been completed.

##### **Approved:**

The Governing Body approved the Regularity Audit 2018-19

## **12. Audit Committee**

#### **Annual Report of the Audit Committee**

- i. The Annual Report had not been included in members' papers. It lacks a small amount of detail relating to the programme of the internal Auditors. This would have been completed by the Interim COO had not the arrival of OfSTED intervened. It will be completed in due course and circulated.

#### **Internal Audit Strategy.**

- i. The essential strategy centres on general governance advice with deep dives into specific areas. The precise focus will be driven by the Audit Committee in concert with the Internal Auditors and External Auditors.

##### **Approved:**

The Internal Audit Strategy was approved.

## **Risk Register and Heat Map**

### **Noted:**

- i. The 'Heat Map' summarises the areas of greatest risk. Unsurprisingly, nothing has changed since the last meeting.
- ii. Clearly there are major risks extant. Preserving cash is critical given the value of the funds potentially 'at risk'.
- iii. Business should continue as usual but if anything arises which is beyond the norm, then it is essential that it is reviewed.
- iv. The Chair of the Capital Strategy Committee had asked for the risk of significant items of expenditure, currently being treated as capital, coming back into Revenue to be captured on the Register.
- v. It was agreed that this needed to be included and the Chair of the Capital Strategy Committee would provide a form or words that would capture this item.
- vi. Everyone agreed that managing risks is not the problem, it is identifying them in the first place.

## **13. Curriculum and Performance Review Committee**

### **Noted:**

- i. Although the Committee had talked about the SAR previously, members had on this occasion been in possession of an updated SAR post external validation.
- ii. Points for the Governing Body to note include:
  - a. We have still have not found out what percentage of lessons are 'good'. (The Interim CEO concurred);
  - b. At the last inspection the SAR was said to be too celebratory – it is now a more ruthless document. There are favourable elements, but it is not congratulatory.
  - c. Adult learners are still the biggest proportion of all learners, largely down to apprenticeships.
- iii. Destination data has climbed from 55% but not hugely and ways must be found to improve this. A short discussion focussed on quality of data captured. This was in the context of the recommendation that money be spent on a standalone dashboard. Given that this would rely on the quality and timeliness of its inputs, there was no support for purchasing a proprietary dashboard in the immediate future.
- iv. The Chair planned to delve into this area in the New Year.
- v. It was noted that it remained difficult to link financial performance to curriculum areas and it was acknowledged that the costed curriculum model is the 'gold standard'.
- vi. Those assembling the IBR had attempted a review but some of the conclusions appeared questionable, for example the profitability of SEN activities.
- vii. It was also acknowledged that although the hospitality area is known to be losing money there is a need for students at a lower level to be able to access such provision. It provides social value and although relatively expensive to run, the level of loss is not that high. The interim CEO emphasised, as he had previously, that the curriculum required updating.



**Approved:**

The College SAR 2018-19 was approved.

**Safeguarding report.****Noted:**

- i. The safeguarding governor noted that the report was similar to that which had been seen previously. One difficulty was that the figures were not like for like, year on year, so it is difficult as yet to establish trends. New staff were still being embedded in the department.
- ii. Key findings:
  - a) When students first arrive, there is a need to pick up membership of vulnerable groups. Paperwork we were using was not picking up everyone especially latecomers. It is being developed though feeder institutions should notify us. Progression mentors have on-going input. One survey not well responded to. Need evidence of improvement with regard to 'Prevent', Safeguarding in recruitment, DBS etc. The Safeguarding Lead is contributing to a Surrey-wide initiative.
  - b) Make sure that safeguarding information is consistent across curriculum areas.
- iii. The Safeguarding Governor reported that it was useful to be on the committee and that it should have been the case the previous year. If meetings had indeed occurred the previous year, then they had not been documented and no governors had been present. Now there is a route for information to flow from the Safeguarding meeting to the Curriculum and Performance Review Committee and thence to the Full Governing Body.
- iv. The new Safeguarding Lead has also updated the College's Safeguarding Report and the document 'Keeping Children Safe in Education (part one)' has been circulated and the College's policy updated in the light of that.
- v. One Governor noted that there was nothing in the report concerning the monitoring of the accessing of inappropriate online content. The Safeguarding Governor will investigate this.

The report was received.

**14. Resources Committee****Noted:**

- i. The minutes of the November meeting had picked up most of the points discussed, including concerns over Health & Safety coverage and recognising changes to sub-contractors and Apprenticeships.
- ii. The outgoing Chair of Resources noted that whilst pages 4. and 5. of the Management Accounts describe risks and their potential severity there was little in the way of opportunity listed. Much had been spoken previously about the possibility of building provision with the police and at airports.
- iii. In summary, the incoming Chair of Resources noted that income is being hit predominantly by the loss of apprenticeships and such a difficulty will not be resolved easily.

**To approve expenditure on items in excess of £100,000**

- iv. There were no items to approve.

## **Health & Safety Report**

- v. Both Chairs of Resources reiterated the fundamental importance of not losing focus over Health & Safety risks. A dedicated Health & Safety Officer was still not in place and the SLT were reminded that governors in committee had made representations on the point on more than one occasion in recent weeks.
- vi. The Annual Health & Safety Report 2018/19 was received.

## **15. Planning, Remuneration and Governance Committee**

### **Noted:**

- i. The main item to come forward is the governors QIP. This had been assembled by the Chair of the Curriculum & Performance Review Committee and the Safeguarding governor.
- ii. The Chair of the Planning, Remuneration and Governance Committee summarised briefly, without the benefit of notes, the meeting that had adjourned immediately prior to that of the Full Governing Body.
- iii. She reminded members of the need to focus on the priorities that had been set out for them by the FEC in their 'Stocktake' document.
- iv. FEC key areas to focus on included improved communications to ensure that timely sharing of information contributed to decision making. She noted that much of this meeting had been spent looking at how to link what we do at a strategic level with the work of the senior team.
- v. Minutes needed to be sufficiently detailed and to record governor challenge.
- vi. A rigorous review and scrutiny of curriculum areas was required, especially apprenticeship provision (already being addressed) with recommendations for improvement to be available by 22 January.
- vii. In due course a set of KPIs in the form of a dashboard and shared with the senior team would present a snapshot of where the college is positioned on a monthly basis.
- viii. The Governors' QIP was a document that was essential to governors' efforts to assess the progress of the college and their impact on it. Where appropriate, individual governors are named as having specific responsibilities. The draft is with the OfSTED inspectors.
- ix. All governors should confirm their having read it and approve it.
- x. The Safeguarding governor said that it was the first time that she had written a front sheet and had found it repetitious. There was a general concern that some authors put most of the paper itself into the Executive Summary. The Clerk was asked to look at what improvements could be made to the current format.

## **16. Policies for Approval**

### **Approved:**

The Safeguarding Policy was fundamentally the Surrey model and the Supply Chain Policy was also the Surrey standard. Both were considered suitable, but all agreed that the proof lay in their application.

Both were approved formally.

## **17. College Events**

### **Noted:**

The Clerk had circulated the schedule of forthcoming College events.

## **18. Any Other Business**

### **i. Human Resources:**

It was noted that the Principal and COO have agreed new contracts.

### **ii. Information flow**

The opinion was expressed that governors were being swamped with papers and were in danger of missing key matters buried within them.

More reliance should be placed on Committee work so that there would be less need for repetition at Full Governing Body level, where more reports could be received rather than debated.

Andrew Baird

Chair of Governors

Jonathan Lipscomb

Clerk to the Governing Body

### **Main Outcomes**

- The Appointment of Dr Stephen Dowbiggin OBE as Interim CEO until 31 August 2020 was approved.
- The College KPI's for 2019-20 were approved.
- The forecast update was received and the revised deficit of £450K approved.
- Revised calendar of meetings was approved.
- Regularity Audit 2018-19 Approved.
- The Internal Audit Strategy 2019-20.
- The College SAR 2018-19 was approved.
- The Annual Health & Safety Report 2018/19 was received.
- The Safeguarding Policy and the Supply Chain Policy were approved formally.

### **Actions**

- |  |                         |
|--|-------------------------|
| • Clerk to amend the minutes of the meeting of 27 November and publish on the VLE.   | <b>[Action – JL]</b>    |
| • Fred Gray to be appointed director of Brooklands Enterprises.  | <b>[Action – JL]</b>    |
| • The risk of significant items of expenditure, currently being treated as capital, coming back into Revenue to be captured on the Register. | <b>[Action – RR/SS]</b> |
| • The Clerk to look at improving the current format of the cover-sheet for Governing Body papers.  | <b>[Action – JL]</b>    |
| • Governors to confirm having read and approved the Governors' QIP.  | <b>[Action – JL]</b>    |
| • All governors should read the insolvency advice.   | <b>[Action – JL]</b>    |