

CORPORATION MEETING

Tuesday 4 December 2007 at 5.30 pm in Room 603, City Centre Campus, Newmarket Road, Cambridge

MINUTES

Present

Christopher Spokes (Chair)	Anne Kent
Reza Assadi	Vernice Key
Ben Bradnack [until 5.45 pm]	Amanda Last
Tony Cooper	Barry Popplewell
Rick Dearing	Jill Preston
Zoe Hellewell	Raymond Tait
Simon Fairhall [until 6.50 pm]	Aaron Cook
Vicky Parrett	Alex Plant [from 5.45 pm]

In attendance

Chris Lang	Nolan Smith, Fusion [item 7.2 (iv)]
Chris Sherwin	Matthew James, Fusion [item 7.2 (iv)]
Steve Caley	
Andrea Chilton	
Trevor Smith [item 7.2 (iv)]	

Clerk

Julia Kennedy

Item 7.2 (iv) was taken out of order after item 5.

The Chair welcomed to their first meeting: Vicky Parrett, Support Staff Governor, Aaron Cook, Student Observer, and Andrea Chilton, VP Quality.

Section 1: General			Action
1	Declaration of Interest	Christopher Spokes declared his interest as a Partner of Bidwells who are acting as Planning Supervisor for the Single Site Project.	

2	Apologies for absence	Apologies were received from David Adamson, James Allan, and Mina Jesa.	
3	Minutes of the meeting held on 17 October 2007	The Minutes were agreed to be a true record and signed by the Chair.	
4	Matters arising from the minutes	It was noted that the Chairs of Committees will meet with the Principal annually. There were no other matters arising that were not on the agenda.	
Section 2: Matters for Decision and Information			Action
5	Corporate Governance		
5.1	Search Committee Minutes of the meeting held on 17 October 2007	The minutes of the meeting held on 17 October 2007 were <u>received</u> by Corporation.	
5.2	COR/6/07-8 Corporation Membership	<p>The Search and Governor Development Committee recommended the appointment of Alex Plant to the vacancy created by the resignation of Stephen Catchpole. The Committee are very satisfied that Alex Plant is well positioned to make a significant contribution to the Corporation, particularly at the strategic level.</p> <p>The Search and Governor Development Committee noted that Vicky Parrett was the successful candidate in the election for the Support Staff Governor, and recommended her appointment as Governor.</p> <p>Corporation <u>approved</u> the appointment of Alex Plant and Vicky Parrett as Governors for a four year term to 31 November 2011.</p>	Clerk

	<p>Strategic Matters</p> <p>COR/7/07-8 Principal's Report</p>	<p>The Principal's Report complements the information disseminated through the regular SMT briefings sent by email to Governors. This report covered—</p> <ul style="list-style-type: none"> • Strategic partnerships <ul style="list-style-type: none"> ○ Cambridge Area Partnership (CAP) formerly the Collegiate Board ○ Adult education ○ Employer training-focussed partnerships • Progress to date of key targets in strategic and development plans. <p>Governors discussed the need for, and impact of, sales and marketing to support the provision of employer responsive training. Governors noted that potential partnership activities with Carter & Carter remain on hold. Resource demands were discussed, including the impact of requests from schools to assist in the development of new curriculum areas: Laurence Wells is now the key conduit and is working with academy managers and with the schools.</p> <p>Corporation <u>received</u> the Principal's Report and <u>noted</u> that matters also covered in the SMT Briefings may be raised under this item on the agenda.</p>	
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7	Matters referred from Finance & Resources Committee		
7.1	Minutes of the meeting held on 28 November 2007	The minutes of the meeting held on 28 November 2007 were received by Corporation.	
7.2	COR/8/07-8 Matters for decision referred from the Finance & Resources Committee: <ul style="list-style-type: none"> i) Revised Risk Management Policy & Procedure ii) Annual Health & Safety Report 2006/7 iii) Finance & Resources Committee Performance Report 2006/7 iv) Single Site Project 	<p>The Chair of the Committee reported that a key point from the meeting was the developments relating to the Risk Register, which now documents both opportunities and risks.</p> <p>(i) To enable a more strategic view of the risks, the Risk Register has been revised to show 10 key corporate risks. The way that risks are flagged, assessed, and reviewed has also been revised. This has enabled opportunities to be highlighted, for example, managing collaboration. The risk policy and procedure have been updated to reflect this approach and were fully considered by the Committee. Governors discussed the role of positive reinforcement in embedding the new approach.</p> <p>Corporation approved the revised Risk Management Policy and Procedure.</p> <p>(ii) Governors noted that there are now two full-time Health & Safety officers, and endorsed their role in promoting a culture of health & safety.</p> <p>Corporation received the Annual Health and Safety Report 2006/07 and requested that a note of thanks is provided Jeff Moody, College Health & Safety Officer.</p> <p>(iii) In relation to the Finance & Resources Committee Performance Report, Governors noted that only one issue had arisen in the year, which is being addressed by ensuring that internal procedures in this case properly align with financial regulations.</p> <p>Corporation received the Finance & Resources Committee Performance Report 2006/7.</p> <p>(iv) Single Site Project: Nolan Smith tabled a report, updating the report received by EWG last week. Corporation approval is sought for the submission of the bid to the LSC at a level of £23.145 million. Nolan Smith also tabled the F Block Post Project Review.</p> <p>The scheme has progressed from RIBA Stage D to RIBA Stage J since July and a contractor's price has been received. Town planning approval has been received, conditional on section 106 agreement for the provision of a public art scheme and community use of the sports facilities. Other conditions include a scheme for improvement of the pond, provision of covered cycle spaces, modification of the soft and hard landscaping scheme, and provision of bird and bat boxes. There is a cost implication to these conditions. A green travel plan is also required.</p>	<p>.</p> <p>AC</p> <p>Clerk</p>

		<p>Marriott Kier have contributed useful input, and sign off has been achieved on a high level of detail. Their price of £23.5 million represents the scheme as drawn. It includes increased costs that include catering equipment, IT, audio visual installation, and motor vehicle equipment. Modifications have been made to the plans for the motor vehicle building, which are expected to be cost neutral. A value engineering exercise will be completed and a schedule of value engineering provided to the January meeting of the Corporation. The detailed application has been approved at local LSC level and will be considered at the LSC regional board on 4 December 2007. The cost is £23.145 million based on a QS pre-tender estimate, which is within the LSC guidelines on cost per sq metre.</p> <p>Governors discussed the cost differentiation from the sum already agreed (£22.5 million) and its affordability. Governors asked about—</p> <ul style="list-style-type: none"> • level of CRC contribution • VAT situation • the risk of cost increases <p>Chris Lang explained the financial strategy to support the increased costs and confirmed there is a contingency allowance in the budget. Potential cost savings will be reviewed and brought to the Finance & Resources Committee in January.</p> <p>Corporation approved a budget of £23,145,651 (this incorporates LSC capital support of £2,310,000), and submission of detailed bid to LSC on this basis.</p> <p>Corporation approved completion of the sale of the Newmarket Road site, subject to LSC approval of the Single Site Project at the LSC National Committee meeting on 13 December 2007.</p> <p>Corporation received and approved the F Block Post Project Review provided by Fusion. This review identifies that the project has provided a good return for the College in excess of that in the original detailed bid to the LSC.</p> <p><i>Trevor Smith, Nolan Smith and Matthew James left the meeting after this item. Simon Fairhall left after other items under agenda item (7) had been considered. The time was 6.50 pm.</i></p>	
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<p>8</p> <p>8.1</p> <p>8.2</p>	<p>Matters referred from Audit Committee</p> <p>Minutes of the meeting held on 21 November 2007</p> <p>COR/10/07-8 Matters for decision deferred from the Audit Committee:</p> <ul style="list-style-type: none"> i. Internal Audit Annual Report 2006/7 ii. Draft Management Letter 2006/7 and Members' Report & Financial Statements for Year-end 31 July 2007 iii. Annual Review of Risk Management 2006/7 iv. Audit Committee Annual Report to the Corporation and Principal 2006/7 v. Re-appointment of Financial Statements and Regularity Auditors 2007/8 	<p>The minutes of the meeting held on 21 November 2007 were received by Corporation.</p> <p>(i) Internal Audit Annual Report 2006/07: the Chair of the Committee explained that two internal audit reports have not been cleared. The College does not agree with the opinion provided and requires time to engage with the auditors on these matters. As the financial controls are now sound, auditors' time is increasingly spent on corporate issues where debate is becoming more common.</p> <p>Corporation approved the Internal Audit Annual Report 2006/07.</p> <p>(ii) Draft Management Letter and Members Report and Financial Statements for the YE 31 July 2007: The Auditors provided an unqualified opinion. The Audit Committee recommends the accounts from an audit and compliance point of view and the Finance & Resources Committee recommends the financial content of the accounts. Chris Lang explained—</p> <ul style="list-style-type: none"> • the impact of FRS 17 • the impact of costs attributed to the Single Site Project on the statement of cash flow • a minor change to a disclosure note. <p>Corporation approved the Members Report and Financial Statements for the YE 31 July 2007, subject to minor amendment, and were pleased to note that the financial out-turn was on budget.</p> <p>(iii) Corporation received the Audit Committee Annual Report to the Corporation and Principal 2006/07 and (iv) approved the reappointment of the Financial Statements and Regularity Auditors for the 2007/08 year.</p>	<p>CL</p>
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<p>9</p> <p>9.1</p> <p>9.2</p> <p>9.3</p>	<p>Matters referred from the Learning & Achievement Committee</p> <p>Minutes of the meeting held on 14 November 2007</p> <p>COR/9/07-8 Report from the Learning & Achievement Committee</p> <p>COR/11/07-8 Matters for decision referred from the Learning & Achievement Committee:</p> <ul style="list-style-type: none"> i. Terms of Reference ii. Learning & Achievement Committee Annual Report 2006/7 iii. Child Protection Policy: a review of implementation iv. Draft Learner Involvement Strategy v. Progress against the following Strategic Aims and Objectives: Strategic Aim 1, Objective 2 Strategic Aim 2, Objectives 4, 7 & 8 	<p>Corporation received the minutes of the meeting held on 14 November 2007.</p> <p>The Chair of the Learning & Achievement Committee reported that overall it is a very positive report. There are no red flags on the performance report, but one flag has slipped to green to amber, and this reflected some difficulty in filling posts. Resolving this is high priority and a dedicated recruitment specialist has been appointed to the HR team. Governors noted that this is an appointment that also reflects the size of the College, which is now nearly 700 staff, with approximately 250 associates.</p> <p>Chris Sherwin explained the matter of WBL performance. Although there is a clearly improving trend with an overall success rate of c. 68% (significantly above national benchmarks), the potential use of “timely” success rates, means that there is the possibility that provision in some areas will have to go out to tender for 2008/09. An update will be provided to the Corporation meeting on 11 January 2008.</p> <p>(i) Terms of Reference The terms of reference were revised to include monitoring of procedures around child protection, race relations, and disability discrimination.</p> <p>Corporation approved the revised terms of reference.</p> <p>(ii) Annual Report Governors noted that the Committee satisfactorily fulfilled its duties in the academic year, and that the Ofsted report was not received until after the end of the 2006/07 year. A catch-up report on student destinations will be considered at the next meeting of the Committee.</p> <p>Corporation received the Learning & Achievement Committee Annual Report 2006/7.</p> <p>(iii) Child Protection Policy Corporation approved the Child & Vulnerable Adult Protection Policy and the Child & Vulnerable Adult Protection Procedure and noted that the College is effectively carrying out its child protection duties.</p> <p>(iv) Learner Involvement Strategy Corporation approved the Learner Involvement Strategy 2007/09 and the Learner Involvement Action Plan 2007/09 and noted that the College is committed continuous improvement in the student experience.</p>	
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Section 3			Action
10	Self Assessment of Governor Performance	The Chair asked Governors for feedback and it was noted that the minutes of Committee meetings should be distributed with the papers for the meeting. [<i>Clerk's note: this matter will be addressed in scheduling upcoming meetings.</i>]	
11	Any Other Business <ul style="list-style-type: none"> i. The 2008 Annual Governance Conference ii. ACER Seminar iii. Bank Loan 	<p>(i) The Clerk spoke about the potential benefit of attending the 2008 Annual Governance Conference.</p> <p>(ii) Two Governors reported on the ACER seminar that they had attended at Newmarket on 30 November 2007.</p> <p>(iii) On the recommendation of the Principal and the VP, Finance and Resources, Corporation approved the extension of the bank loan from Barclays in relation to F Block.</p>	
12	Date of Next Meeting:	The Away Day will be held on 11 and 12 January 2008. The aim is to start at 3.00 pm on Friday and to go through to 3.00 pm on the Saturday. A joint EWG/Finance & Resources meeting will commence at 1.30 pm on 11 January 2008 in order to discuss the single site project.	
Section 4: Confidential Item			
13	Remuneration Committee	<i>The Principal and officers of the College, the Staff Governors, Student Governor, and Student Observer left the meeting. The time was 7.20 pm.</i>	

13.1	Minutes of the Meeting held on 3 December 2007	The Minutes of the meeting of the Remuneration Committee held on 3 December 2007 were <u>received</u> by Corporation.	
13.2	Report from Remuneration Committee [verbal]	This confidential item is minuted separately.	

The meeting closed at 7.45 pm

Signed..... (Chair)
Christopher Spokes

Date.....