

**Minutes of the Corporation held on 30<sup>th</sup> June 2020 4:00pm  
Virtual meeting**

**MINUTES OF THE MEETING**

**Present** Heather Du Quesnay, Chair  
Mark Robertson, Principal  
Tim Arthur  
Barry Fyfield  
Raj Kumar  
Mike Cole  
Martin Doel  
Daniele Gibney  
Martin Clapson  
Judith Coplowe  
Jo Lancaster  
Paul Gaudin  
Lynn Morgan  
Theresa van Ruth (Staff Governor)

**In attendance** Michelle Dowse, Derek Sharp, Laura Kerry, Kate Da Costa, Corrin Hoyes

**Clerk** Emily Baldwin

1. Introduction		
1.1	Declarations of Interest	Apologies were received from N Harrison, T Butcher, L Beddow, C Wallace-Sayers and M Abdul Qadir.
1.2	Apologies for absence	
1.3	Minutes of the meeting held on 21 <sup>st</sup> May 2020	<p>The minutes of the meeting 21<sup>st</sup> May 2020 were agreed to be an accurate record of the meeting.</p> <p>Governors asked about the status of the College's Tier 4 international licence. It was noted that it was still on hold.</p> <p>Governors agreed that it would be appropriate for all Governors to have a briefing on Pro-Monitor, with L&amp;Q members having more in-depth training.</p> <p>It was noted that the Chair had written to all staff setting out the College's approach to Ofsted improvements. It was agreed that the Principal should write to staff again at the beginning of the 2020/21 academic year.</p> <p><i>A Jennings and J Lancaster joined the meeting.</i></p>

## 2. Strategic Matters

2.1	Principal's Report	<p>M Robertson introduced his Principal's Report.</p> <p><b>Phased re-opening engagements</b></p> <p>The majority of qualifications have been assessed remotely using teacher awarded grades to supplement those actually achieved prior to lockdown. This has been a significant piece of work for all those involved. For a small number of qualifications, practical assessment had been required. Around 80 students have been invited into College to complete the assessments.</p> <p>Over the summer period, all students would be invited to come into the College for a 1:2:1 meeting. Many have taken up online arrangements, but those most vulnerable or struggling to participate in online learning were being encouraged to attend in person. In addition, new students were being invited to attend College before term started.</p> <p>It was noted that new students would be at different levels of learning depending on the level of engagement they had had with their schools. Induction processes would be reviewed to ensure they covered the additional support needed. The College also aimed to survey new students about their digital skills and confidence in returning to College. Governors noted that attendance and behaviour may be more challenging on return. The first term would be critical in giving support to students.</p> <p>The timetable has been designed to be flexible so physical attendance at college could be between 1 and 2 days, depending on the social distancing arrangements in place at the time. The College was working on the basis that buses would still be viable if students attended 2 days a week.</p> <p><b>Finance</b></p> <p>The Principal set out the College's financial position. It was noted that the land sale had protected the College's cash position. Governors asked SMT to look at the College's estates options, including IBlock, for the autumn F&amp;R Committee. There needed to be a full review of future accommodation needs taking account of demographics and the changing style of learning before any decision could be made about disposing of a building.</p> <p>Governors noted that external enrolments were down in comparison to the same time last year, partly offset by an increase in internal applications; the latter may be only a matter of timing.</p> <p>Governors noted that the nursery would not be re-opened, and Governors would be kept informed of developments.</p> <p>Governors noted the number of funding bids that were in place.</p> <p><b>Curriculum strategy</b></p> <p>The Principal presented the draft curriculum strategy which was considered as a work in progress. The strategy was designed to link to the College's vision and to provide a high-level framework for the curriculum planning</p>
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process and clarify the points at which Governors' decisions were needed. A final version would be taken to the July Task and Finish Group. In the future, the strategy would be updated on an annual basis. Governors noted the management-level curriculum planning meetings which took place throughout the year. It was noted that new courses go through a course approval process. The Clerk agreed to ensure Governors were invited to observe the broad range of quality meetings, including curriculum planning, PMBs and SAR meetings.

The Principal explained plans to improve apprenticeship monitoring to enable Governors to check that progress was being made at all points of the apprenticeship journey. Governors welcomed the systematic and organised approach to monitoring apprenticeships. The detail would be presented to the July Task and Finish Group.

B Fyfield asked whether the College was planning to offer T-levels in the future. K Da Costa explained that the College was expecting to roll out T-levels in 2022/2023 with transition starting in 2021/2022.

Governors noted that the College had secured a pilot apprenticeship contract with LNER and were hopeful that it would lead to a large contract. Governors were given assurances on the quality of the team leading the project. Governors asked for more information on the contract in due course.

### **Human Resources**

The College had commenced consultations on reorganisations of the management of English and maths, apprenticeships and Learning Support.

In total around 70 staff had been furloughed, some of whom are already returning to work. It was expected that there would be very few staff furloughed by 1<sup>st</sup> September. Given the small numbers, the College would continue to make up staff pay to 100% of their full pay for the remainder of the furlough scheme.

The Principal said there were no plans for further restructuring, but all options would need to be considered if enrolments decreased or if commercial business did not come through as hoped.

Governors noted the updated KPIs, and the improvement to the appraisal completion rate. Governors asked for the format of KPIs to be changed to more than one sheet, with a separate sheet for apprenticeships. This would help visibility when using the sheets online.

Governors asked for clarification on attendance figures, and it was clarified that the figures covered pre-lockdown and post-lockdown. On that basis, the attendance figures were reassuring but needed to improve further.

Governors asked that teaching and learning targets for 2020/21 be re-evaluated given the pandemic situation at the earliest opportunity.

Governors noted the Risk Register and the high element of risk due to the current situation.

<p><b>2.2</b></p>	<p>Minutes of the Task and Finish Group 18<sup>th</sup> June 2020</p>	<p>H Du Quesnay updated Governors on the main points arising from the Emergency Planning Task and Finish Group that had taken place on 18<sup>th</sup> June 2020. The Group had scrutinised the Reopening Plan and associated Risk Assessment and Risk Register which had been circulated to all Governors by email before the College reopened.</p> <p>Governors asked if the College was publishing the risk assessment. The Clerk confirmed that she had discussed this with other colleges, and it did not seem to be a requirement. The Principal said that the College was publishing information on safety measures that were being taken. This would be a more user-friendly format than the risk assessment.</p> <p>Governors asked that the Risk Register include a risk around a potential second wave, particularly on a local level. The College needed to build resilience and flexibility to deal with such a situation, which should be communicated to students to give them further reassurance.</p>
<p><b>2.3</b></p>	<p>Financial Forecast 2019-20 to 2021/22 and Budget 2020-2021</p>	<p>D Sharp introduced the financial forecast and budget for 2020/21</p> <p>The forecast outturn for 2019/20 showed an overall loss for the year of £(1,317) before profit on sale of land took this to a surplus of £376k.</p> <p>The budget for 2020/21 had been adjusted to take account of the pandemic situation, including a reduction in the GLA contract, a drop of apprenticeship income, significant reduction in international and other commercial income and an anticipated reduction in bus income. It was noted that the number of high needs students was higher than the previous year. The Commercial Strategy Committee's recommendation to model a 40% and 50% reduction in income had been noted. D Sharp said that such reductions would result in an additional £128k and £250k loss of income.</p> <p>Governors noted that the staff pay award was not included in the budget for 2020/21 but this would be continually reviewed.</p> <p>The resulting impact of the changes was that the budget surplus of £275k previously budgeted had turned to a loss of £(345)k. The College was not anticipating using its overdraft facility. However, it was noted that if the Huntingdon bid was successful, the College would need to incur spend and then claim the grant which could lead to a temporary use of the facility. The bank had been supportive with this.</p> <p>A Jennings asked about the level of agency costs. D Sharp confirmed that this included legacy recruitment costs, learner support staff and two heads of department.</p> <p>It was noted that the Commercial Strategy Committee had advised SMT to be bolder about looking at opportunities to provide training for the unemployed.</p> <p>Governors also advised SMT to consider the location of their delivery, given</p>

		<p>the bus costs. It was noted that bus options were being reviewed in-depth.</p> <p>D Sharp was advised to look at the estates strategy over a longer time period to ensure any decisions fitted with the College's long-term strategy.</p> <p>Governors approved the revised Outturn and Budget 2020/21 for submission to the ESFA.</p>
2.4	iMET Skills Limited	<p>A Jennings introduced the internal audit report that had been undertaken on iMET.</p> <p>Governors noted the recommendations, including the role of partners and the use of SLAs. They agreed that it was a useful report that could inform future partnership arrangements. It was important that the College understood what had led up to some of the areas of weakness that had been identified. Governors noted that partnerships required good working relationships and sufficient capacity to support new ventures. It was important that conflicts of interest in the board were well managed. The College should also have been more realistic about the business plan, and recognised that it was difficult to grow new provision without sufficient investment.</p> <p>Governors noted the findings of the report, which would be held for future reference.</p> <p>The Clerk introduced the legal documents to dissolve the Joint Venture (JV) with PRC for iMET. They noted that there would be a final loan balance from both parties of some £400k which would allow all liabilities to be extinguished.</p> <p>Governors noted that the deed of termination covered:</p> <ul style="list-style-type: none"> <li>- the requirement for PRC to transfer all shares held in the Company to CRC such that the company would be a wholly owned subsidiary of CRC</li> <li>- the amendment of the Company's articles of association to remove reference to PRC</li> <li>- the resignation of non-CRC appointed Directors of the Company</li> <li>- the termination of the JV between the parties, including iMET's occupancy of the building and the SLAs between iMET and CRC/PRC</li> </ul> <p>It was noted that the company would then become a dormant subsidiary of CRC.</p> <p>Governors also noted the written resolution approving amendment to the articles of association to remove reference to PRC as a shareholder of the Company. A stock transfer form would be executed by PRC in respect of 50</p>

		<p>ordinary shares of £1 each which would be transferred to CRC on completion of the deed of termination.</p> <p>iMET board had held a board meeting on 25<sup>th</sup> June 2020 and agreed to sign the deed of termination and for the non CRC directors to resign (with effect from 1<sup>st</sup> July 2020).</p> <p>Governors gave approval for:</p> <ul style="list-style-type: none"> <li>• H Du Quesnay and T Arthur to sign the deed of termination on behalf of CRC. The seal was affixed by the Clerk and witnessed by Governors during the meeting.</li> <li>• H Du Quesnay to sign the written resolution to adopt new Articles of Association for iMET.</li> </ul>
2.5	Safeguarding Report	<p>M Dowse introduced the Safeguarding Report.</p> <p>Governors noted the data on safeguarding concerns and referrals, including before and during lockdown. They noted that the number of safeguarding concerns during lockdown were less than at the same time the previous year. It was thought that the drop was in part due to the frequency of communications to the College's most vulnerable students. There had been more concerns around attendance which was to be expected in a lockdown period.</p> <p>M Cole, the safeguarding lead governor, confirmed that the team were ensuring their record keeping was appropriate in the circumstances. The team had been working extremely hard over the lockdown period. Members of the team had undertaken home visits. Governors asked for assurances on the measures taken to ensure that these home visits were conducted safely. It was noted that some external agencies were not as responsive as usual in the lockdown period.</p>
<b>3. Committee reports</b>		
3.1	Matters for decision referred from the Search and Governance Committee	<p>The Clerk introduced the main areas of discussion from the Search and Governance Committee.</p> <p>Governors approved the following recommendations made by the Committee</p> <ul style="list-style-type: none"> <li>• Instruments &amp; Articles and Standing Orders, with no changes.</li> <li>• Terms of Office extension - J Coplowe (to July 2021), Paul Gaudin and Martin Clapson (4-year term)</li> <li>• Committee membership for 2020/2021 as follows: <ul style="list-style-type: none"> <li>○ T Arthur as Chair of Remuneration Committee</li> <li>○ J Coplowe as Chair of Audit and Risk Committee</li> <li>○ L Morgan as Chair of Learning and Quality Committee</li> <li>○ N Harrison to move to Audit and Risk Committee, and for an additional co-opted member to be sought</li> <li>○ T van Ruth to move to Emergency Planning Committee</li> </ul> </li> </ul>

3.2	Matters for decision referred from the Audit and Risk Committee	<p>A Jennings introduced the main areas of discussion from the Audit and Risk Committee.</p> <p>Governors noted:</p> <ul style="list-style-type: none"> <li>• the update on GDPR</li> <li>• the internal audits on enrolments and student records</li> <li>• progress made against the internal audit plan for 2019/2020</li> <li>• the extension of the internal audit contract for an additional year to 2020/21</li> <li>• the College's policy framework</li> </ul> <p>Governors approved</p> <ul style="list-style-type: none"> <li>• the College's risk management policy</li> <li>• the Committee's Terms of Reference, with no proposed changes</li> <li>• the Audit Planning memorandum for the College's financial statements 2019/2020</li> </ul>
3.3	Matters for decision referred from the L&Q Committee	<p>B Fyfield introduced the main areas of discussion from the Learning and Quality Committee.</p> <p>Governors noted:</p> <ul style="list-style-type: none"> <li>• continued focus on improving English and Maths</li> <li>• reassessment of the College's induction materials</li> <li>• changes to assessment processes for apprenticeships under lockdown</li> <li>• positive outcome of recent surveys, including the Learner Satisfaction report and the matrix assessment.</li> </ul> <p>Governors approved</p> <ul style="list-style-type: none"> <li>• the Committee's Terms of Reference, with minor changes</li> </ul>
3.4	Matters for decision referred from the F&R Committee	<p>T Arthur introduced the main areas of discussion from the Finance and Resources Committee.</p> <p>Governors noted:</p> <ul style="list-style-type: none"> <li>• the Committee's focus on the College's cash position and relationship with the bank</li> <li>• the College's use of subcontractors and associated risks and challenges</li> <li>• the College's debt position and write off arrangements which had been agreed by the Committee</li> <li>• plans to develop construction facilities at Huntingdon, subject to the outcome of the funding bid.</li> <li>• HR indicators, including reduction in sickness rates under lockdown and positive feedback on support for staff</li> <li>• health and safety update including fire risk assessment</li> </ul> <p>Governors approved:</p> <ul style="list-style-type: none"> <li>• the Subcontractor Policy and Supply Chains Policy, with amendments</li> <li>• the Committee's Terms of Reference, with minor changes</li> <li>• The College's Pay Policy</li> </ul>

3.5	Matters for decision referred from the Commercial Strategy Committee	<p>M Doel introduced the main areas of discussion from the Commercial Strategy Committee.</p> <p>The Committee had discussed the level of governor decision making needed for curriculum planning, They advised that new areas of provision should be taken through a curriculum planning process. If the area was of scale (e.g. over £1m) or there were concerns with quality, this process should include Governor endorsement which would likely be through the L&amp;Q Committee. It was important that SMT had the authority to make curriculum planning decisions within certain parameters.</p> <p>Governors agreed that a flow diagram for apprenticeship development, including Governor approval levels for curriculum and KPIs to enable monitoring by both SMT and Governors would be useful and should be included in the forthcoming report on apprenticeships.</p> <p><i>R Kumar left the meeting.</i></p> <p>The Committee had noted the uncertainty around the opening of restaurant and sports facilities, but needed to take robust line with the catering company on covering losses; part of the purpose of sub-contracting was to transfer risk,</p> <p>Governors discussed the Committee's role in T levels when they were rolled out. One of the aspects of T-levels was to ensure there were workplaces available. It was agreed that the Committee should look at engagement with employers to help identify opportunities, but it would then be the role of the L&amp;Q Committee to ensure placements are interwoven into T-levels as required.</p> <p>Governors discussed the situation with CodeNation which had not performed as expected. Governors asked if the College had learnt the lessons on why this was the case and whether it was sufficiently prudent with new opportunities. Governors agreed that it would be useful to have a 'Lessons Learnt' template for use when any venture failed to perform to expectation which would be taken to the next Commercial Strategy Committee.</p>
1.4	Visits	<p>K Da Costa said that Governors were welcome to visit the College over the summer to see the social distancing arrangements in place.</p> <p>T Arthur had attended a Maths lesson, which had been very informative.</p> <p>H Du Quesnay had sat in on two online open days and would forward feedback to the Principal.</p>
<b>4 Final matters</b>		
4.1	Any Other Business	<p>D Spark introduced the item on pensions liability which had been circulated to Governors by email. He explained that when College staff were TUPE'd across to Aramark (the College's catering company) after the merger, staff continued with the LGPS pension scheme on the agreement that the College would underwrite the 'pension strain' liability up to the point of transfer if it became payable.</p>

		<p>The LPGS were now asking for this agreement to be confirmed to them by way of an indemnity.</p> <p>Governors approved the indemnity/bond to the value of £34k.</p>
4.2	Self-assessment of Governors' Performance	<p>It was noted that B Fyfield was stepping down from Corporation. He was warmly thanked for his work as Governor at Huntingdonshire Regional College prior to merger, and as Governor at CRC. It was noted that he had taken on the role as Chair of Learning and Quality Committee since December 2019, and his contribution had been extensive and extremely valuable. Governors wished him well for the future.</p>

	Item	Action	Lead	Date
March 2020 meeting				
3.1	Equality and Diversity Annual Report	Governors suggested that information on Looked After Children was included in future reports.	C Hoyes	March 2021
June 30 <sup>th</sup> 2020 meeting				
1.3	Matters arising	<p>Governors agreed that it would be appropriate for all Governors to have a briefing on Pro-Monitor, with L&amp;Q members having more in-depth training.</p> <p>It was noted that the Chair had written to all staff setting out the College's approach to Ofsted improvements. It was agreed that the Principal should write to staff again at the beginning of the 2020/21 academic year.</p>	<p>K Da Costa Clerk</p> <p>Principal</p>	<p>Nov 2020</p> <p>Sep 2020</p>
2.1	Principal's Report	Governors asked SMT to look at the College's estates options, including iBlock, for the autumn F&R Committee.	D Sharp	Nov 2020
2.1	Principal's Report	<p>The Principal presented the draft curriculum strategy which was presented as a work in progress...A final version would be taken to the July Task and Finish Group. In the future, the strategy would be updated on an annual basis.</p> <p>The Clerk agreed to ensure Governors were invited to the broad range of quality meetings, including curriculum planning, PMBs and SAR meetings.</p> <p>Governors noted that the College had secured a pilot apprenticeship contract with LNER and were hopeful that it would lead to a large contract. Governors were assured on the quality of the team leading the project. Governors asked for more information on the contract in due course.</p>	<p>Principal</p> <p>Clerk</p> <p>M Dowse</p>	<p>July 2020</p> <p>Sep 2020</p> <p>Sep 2020</p> <p>Sep 2020</p>

		<p>Governors asked for the format of KPIs to be changed to more than one sheet, with a separate sheet for apprenticeships.</p> <p>Governors asked that teaching and learning targets for 2020/21 be re-evaluated given the pandemic situation at the earliest opportunity.</p>	<p>M Robertson</p> <p>K Da Costa</p>	<p>Sep 2020</p>
2.2	Minutes of the Task and Finish Group	Governors asked that the Risk Register include a risk around a potential second wave, particularly on a local level.	D Sharp	July 2020
3.5	Matters for decision from the Commercial Strategy Committee	<p>Governors agreed that a flow diagram for apprenticeship development, including Governor approval levels for curriculum and KPIs would be useful and should be included in the forthcoming report on apprenticeships.</p> <p>Governors agreed that it would be useful to have a 'Lessons Learnt' template which would be taken to the next Commercial Strategy Committee.</p>	<p>M Robertson</p> <p>Clerk</p>	<p>July 2020</p> <p>Sep 2020</p>

There was no other business and the meeting ended at 8:00pm.

Signed

Chair