



**MINUTES OF THE ESHER COLLEGE CORPORATION
MEETING**

Held At Esher College
Wednesday, 12th December 2018, at 6.00 pm.

PART I

Present:

Tim Oliver (Chair)	Ian Leigh
Dan Dean	Daniel Loughlin
Dona Gjyshinca	Adrian Mills
David Irving	Katie Pattison
Robin John	Karin Rowsell
Ben Jureidini	Fran Stewart

Helen Odhams, Deputy Principal (Advising Officer)
Stephanie Wiles, Director of Finance and Estates (Advising Officer)
Kerry Webb, Clerk

1. REGISTER OF INTERESTS

There were no declarations of interest in items on tonight's agenda, although a point for consideration was raised on agenda item 10.

2. APOLOGIES FOR ABSENCE

Apologies were received from Paul Collyer and Clarissa Wilks.

3. CONSTITUTION

The following matters received the Corporation's consideration:

- Co-optee – the Corporation approved the co-option of Darrell Bate to the Quality and Standards Committee, where his expertise would be a valuable support.
- Resignation/Retirement of Clarissa Wilks – thanks were extended to Clarissa in her absence for the considerable value she has added in her role as Governor and Chair of the Quality and Standards Committee.
- Chair of Quality and Standards Committee – the Corporation approved the appointment of Karin Rowsell as Chair of the Quality and Standards Committee. It was noted that Karin had also agreed to continue as Link Safeguarding Governor, for which she was thanked.
- Equality and Diversity Link Governor – this position is still vacant.
- New Governor – Ruth Seabrook, Principal Teaching Fellow in Design and Technology at the University of Roehampton, has expressed an interest in becoming a Governor at Esher College. The Principal and the Chair of the Strategy and Policy Committee had spoken with her. Ruth is Head of Partnerships and has been involved in Outreach Work. It was agreed that she would be an excellent appointment. The Corporation approved her appointment as Governor.

4. MINUTES OF THE PREVIOUS MEETING (26th September 2018)

The minutes were approved and signed as a true record.

5. MATTERS ARISING

C1-001 Actions ongoing: The Deputy Principal reported that they are looking at grade progression at GCSE and this is in the QIP Action Plan. Progress will be reported back via the QIP.

C1-002 Actions completed: the KCSIE and Prevent Awareness links had been sent to Governors.

C1-003 Actions completed: The Assistant Principal had checked the terminology and “looked after children” was consistent with the KCSIE documentation updated in September 2018.

C1-004 Actions completed: The Governors’ SAR has been uploaded to the website.

The relationship between minimum grades and actual outcomes will be explored by the Quality and Standards Committee.

6. STRATEGIC OBJECTIVES FOR 2019-2022

These Strategic Objectives form the basis of the College’s Strategic Plan . This is a collaborative document; staff and the Student Union have been consulted and have provided feedback and the objectives have been revised accordingly. The Governors agreed that this is an over-arching document, with further detail included in the Strategic Plan and additionally the QIP cross-references back to it. The Strategic Plan also explains the relationship between the strategic objectives, the QIP (which sets operational targets to achieve the broader objectives) and the Risk Register. The Strategy and Policy Committee had agreed that the objectives should be considered separately to ensure consistency with the College SAR. It was noted that going forward this document should ideally be reviewed together with the Strategic Plan to provide context.

Q. Do we need to include a specific objective relating to safeguarding? It was agreed that safeguarding is more a compliance issue rather than a strategic objective.

Q. Do we need to include reference to equality and opportunities? This area is covered in the specific objectives set within the Strategic Plan.

The Strategic Objectives for 2019-2022 were approved.

7. PRINCIPAL’S REPORT

The Principal reported the following developments since this report had been written:

- There had been a slight increase in the College enrolment figures due to a late enrolment. The Principal wished to commend the Heads of Department on their flexibility in accommodating this late application.
- The number of students on the reserve list has increased.
- The College was driving participation in the multi-agency, SFCA-led “Raise the Rate Campaign”, a petition to increase the current funding per pupil for 16-18 year olds. There had been good participation from students, staff and parents and the Principal would be sending a link to Governors if they wished to participate and share with friends and family.
- Surrey County Council will be recommending to the ESFA that the College’s central allocation of funding for Higher Needs Students should be increased to more accurately reflect those on roll.

- Extensive work has been undertaken to develop partnerships with various local authorities. Ed Davey has been a huge support to the College and has been excellent with the students in a Q&A session and a presentation. The College is working with two schools to develop partnerships. The appointment of the new Governor, who is a lecturer at the University of Roehampton, will further help strengthen partnerships with Higher Education Institutions.

Q. How about University lecturers coming into the College and undertaking guest teaching? This is not something we've previously done but it can be explored.

Q. Has there been consideration of the College becoming a "hub" for certain specialisms? We need to be careful not to single out one area. The strength of the college is the breadth of subjects and specialisms that we offer. The link developed with the University of Creative Arts will help to develop opportunities for students in creative industries. This is something different the College offers.

- The Director of Finance and Estates has submitted two CIF bids; one for upgrading the Fire Alarm system, the other for building associated with expansion. It is expected that we will hear if they have been successful by Easter. If the bid for the Fire Alarm system upgrade is successful, work could start in the May half term and is expected to take 12-14 weeks. The Director of Finance and Estates confirmed that the current fire alarm system would stay live during the work and be switched over to the upgraded system on completion.

ACTION: Principal to email link to Governors for "Raise the Rate Campaign".

Student Union Report

The Student Union President wished to draw attention to the following in the report:

- The Esher College Africa Trust (ECAT) is the chosen College charity and the goal of the Student Union has been to raise as much money as possible to effect as much change as possible. £2,500 will be donated this year from the Fresher's event.
- The Student Voice meetings have been useful for meeting and established good contact with 6.1s (first-year Students). The Student Union is in the process of organising meetings with 6.1 Students in the new year to go through the results of the survey they had completed.
- The introduction of "Feel Good Fridays", playing music in the canteen on Fridays, has been well received.

The Governors thanked the Student Union President for his report and congratulated the Student Union on raising such a significant sum of money for charity.

Finance Reports

It was confirmed that the Finance Reports were reviewed in detail in the Finance and Estates Committee and Audit Committee. The Financial Reports were approved by the Corporation.

8. REPORT AND FINANCIAL STATEMENTS FOR 12 MONTHS ENDED 31ST JULY 2018 AND LETTER OF REPRESENTATION TOGETHER WITH AUDIT FINDINGS REPORT AND AUDIT COMMITTEE ANNUAL REPORT

The Chair of the Finance and Estates Committee had nothing further to add other than to commend the Director of Finance and Estates and her team on their excellent financial management.

The Chair of the Audit Committee was unable to attend the meeting but had sent a summary email which was circulated to all Governors. In summary his comments were as follows:

- Letter of Representation – The letter is a standard format with no material Management self-identified issues or material audit issues raised during the financial year or post completion of the accounts. The External Audit team had commented that the College's financial management is good.

- Tendering process – Two items were highlighted regarding the external tendering process and are reported within the minutes. It was agreed that any similar future situations would be escalated to protect both the Director of Finance and Estates and the College. Consideration was given during the Audit Committee meeting to varying the policy to give management additional operational discretion. This was left to the Principal and Director of Finance and Estates to consider and make a proposal if they feel it appropriate.

The Chair of the Audit Committee also wished to record his thanks to the Director of Finance and Estates and her team, noting that they support the Audit Committee conversations and take any challenges openly and very professionally. He noted that the Audit partner also highlighted the quality of the team.

The Letter of Representation was approved for signature.

The Report and Financial Statements for the year ended 31 July 2018, the Audit Findings Report and Audit Committee Annual report were also approved by the Corporation.

9. COLLEGE SELF-ASSESSMENT REPORT (SAR)

The Deputy Principal explained that this document was primarily for the College but is also sent to Ofsted. She confirmed that the Quality and Standards Committee had recommended the College SAR and Quality Improvement Plan (QIP) for approval by the Corporation subject to a few minor amendments/questions, detailed within the Quality and Standards Committee minutes.

Q. How are we focussing on ensuring that we achieve enrolment targets? There is a substantial amount of work being undertaken. The Principal confirmed that the presentation to the Corporation in July will update governors on the marketing and admissions plans.

The Deputy Principal concluded by reporting that the Quality and Standards Committee had discussed potentially reformatting the SAR going forward. It was agreed that a substantial amount of work has gone into it and it was a lengthy document, therefore an executive summary at the beginning would be a useful start in any proposed revised format for 2019-20.

The Deputy Principal confirmed that the Quality and Standards Committee had recommended the Quality Improvement Plan 2018-19 to the Corporation for approval, subject to agreed amendments. She summarised these agreed amendments. As an overall point, the Quality and Standards Committee had suggested that the total number of targets should be reviewed to see if it was possible to manage them into higher-level strategic areas. This would be looked at as part of the overall review being undertaken of College quality systems in addition to a review when the new Inspection Framework is issued.

The College SAR and QIP for 18-19 were approved.

10. ACADEMY CONVERSION REVIEW

The Chair of the Corporation introduced the topic referring to an email he had sent and to advise that Governors should review the minutes of the Committee meetings to understand the context of why this was now back on the agenda. A briefing paper “Academy Conversion in a changing context” was also included with the agenda papers which had been prepared by the Principal and Director of Finance.

It was summarised that when this topic was previously reviewed it was concluded that unless there was strong justification for converting the status quo should be kept. Previously the upside of potential VAT savings was balanced against the potential downside of accelerating any decisions about the sale of the College’s land and the loss of Sixth Form College status.

The following was noted:

- As an appointee of Surrey County Council and now it's elected leader, if the College were to become an academy this would impact upon the role of the current Chair as a Member and this would need to be considered.
- Discussions and decisions should focus on what has changed since we last considered conversion. The Department for Education's decision to award the Teachers Pay Grant to 16-19 academies but not sixth form colleges means that the College will be worse off in relative terms.
- The College needs to consider its financial health position relative to SFCs which have converted
- It is unclear what the Department for Education's long-term position is and whether they will continue to award the Teachers pay grant to 16-19 academies. It is also clear that it will take an increase in the funding rate to solve the longer-term financial crisis.

Q. Do the projected salary costs for 2019-20 include the increase in employer Teachers Pension contributions?

The Director of Finance and Estates confirmed that the projections do allow for an increase in the rate but as the actual percentage has only recently been confirmed she needed to check whether the specific rate was included.

Q. If the funding rate was to be increased what would be the likely impact? Would it mitigate the extra salary costs? The campaign is driving for an extra £760 per pupil funding on top of the current £4000. The outcome of the campaign would most likely be known during the Summer.

Q. Would the format be a single academy or multi-academy trust? It would be single.

It was agreed that:

- As we are potentially looking to convert to an academy from September 2019, any decision would need to be made by the end of January 2019.
- A special Finance and Estates Committee meeting should convene in early January to review the financial figures. Depending on the outcome of the Committee's discussions, a Special Corporation meeting should be convened for late January.

ACTION: Director of Finance and Estates to review financial forecasts to ensure they are based on the most up-to-date information available, specifically regarding employer Teachers' Pension contribution rates.

ACTION: Clerk to co-ordinate and circulate dates for Special Finance and Estates Committee meeting and proposed Special Corporation meeting.

11. REPORT BACK FROM COMMITTEES

Audit – the accounts were discussed at item 8, above. The Head of the Audit Committee (via email) noted that the Audit committee had previously considered GDPR as an area of heightened risk and had provisionally planned to commission a review as processes and controls should now be bedded down. However, for a number of reasons, this may not be appropriate this year. The Corporation may wish to review an alternate risk area and the Corporation's suggestions would be welcomed. The alternative would be to decide not to commission any additional assurance this year. The Chair of the Audit Committee requested that a formal decision be made by Corporation as to how they will proceed. As no immediate ideas were forthcoming, additional assurance will not be commissioned until next academic year.

Finance and Estates – see item 7, above. The Chair of Finance and Estates congratulated the Director of Finance and Estates on submitting the CIF bids. He commented that the current budget and cash flows were healthy. The forecasts for 2019-20 and onwards have contributed to the need to revisit converting to an academy.

Quality and Standards – the Committee approved the College's Common Inspection Framework (CIF) Action Priorities for 2018-19.

Strategy and Policy – The strategic plan update had been reviewed in detail with specific focus on admissions and enrolment. The Committee recommended the Staff Probationary Policy for approval.

12. TERMS OF REFERENCE FOR AUDIT, FINANCE AND ESTATES, QUALITY AND STANDARDS, REMUNERATION, STRATEGY AND POLICY AND SPECIAL COMMITTEE

It was noted that all Committee TORs should be reviewed for consistency to ensure that non-Corporation Members can be co-opted onto Committees. Amendments to be made if necessary. Specifically, for the Quality and Standards Committee TOR, Clause 3 to be deleted and a note be made to review the TOR once the new Inspection Framework is issued, with specific reference to areas of responsibility.

All Committee Terms of Reference were approved subject to the above amendments.

ACTION: Clerk to co-ordinate with Deputy Clerk to ensure consistency within Committee TORs.

13. STAFF PROBATIONARY POLICY

It was noted that, in some sections, the current wording focuses on probationary periods for newly appointed staff rather than internally promoted staff. The differing implications for new and promoted staff should be explicitly detailed in the policy.

The policy was approved with the proviso that this distinction be made clearer and the document revised.

ACTION: Strategy and Policy Committee to review the Staff Probationary Policy as per the review schedule.

14. REVIEW OF CORPORATION RE-STRUCTURE AND THE EFFECTIVENESS OF CORPORATE GOVERNANCE

It was agreed that the change to the structure, summarised as a slightly smaller board and four committees rather than five, has been very successful and was working very well.

15. LINK GOVERNOR REPORTS

The Link Governor for Safeguarding reported that she had engaged in two meetings with staff at the College since the last Corporation meeting.

- She wished to draw Governors' attention to page 19 of the Audit Findings Report, regarding trustees' responsibilities in relation to safeguarding. She had met with the Assistant Principal, Safeguarding Lead to go through the policy implementation and the TOR for the Safeguarding Link Role in light of the new KCSIE published in September 2018. They have reviewed and updated these and they will be taking these to the Strategy and Policy Committee. They have also drawn up a timetable of key review areas to focus on to ensure safeguarding at the College is robust.
- This year the focus has been Safer Recruitment. Several meetings have been held with the HR Manager to go through processes. A review of the recruitment process (from a safeguarding perspective) from first placement of a job vacancy advertisement right through to appointment and induction has been undertaken.
- The Single Central Register has been scrutinised and a sample of employee files have been reviewed and tracked to ensure that Safer Recruitment procedures have been followed. This is in line with what an Ofsted Inspector would be expected to do on a visit. It was also noted that robust procedures are in place for third party personnel e.g. agency staff.
- The Link Governor concluded that this oversight of safeguarding is a very important role and responsibility of the Governors. The Governors can be comforted by her evaluation of very good, robust processes in

place. She wished to commend the Assistant Principal, Safeguarding Lead and his team on the good work they have been doing.

The Principal thanked her for her support and time. He noted that during the process there were some suggestions she had made for improving processes further and these have been implemented to ensure the College follows best practice procedures.

16. GOVERNOR ATTENDANCE AT COLLEGE

It was agreed that either data relating to this agenda item should be included within the agenda meeting papers or this should be removed as a standing item.

ACTION: Chair of Corporation and Principal to agree whether this remains as a standing agenda item.

17. ANY OTHER BUSINESS

There was none.

18. DATE OF NEXT MEETING – TBC

*The meeting closed at 7.50 pm.
Attendance was 86.67% (13 out of 15 members)*

Signed.....

Date.....

SUMMARY OF ACTIONS

C2-001	Item 7: <u>Principal's Report</u> Principal to email link to Governors for "Raise the Rate Campaign".
C2-002	Item 10: <u>Academy Conversion Review</u> Director of Finance and Estates to review financial forecasts to ensure they are based on the most up-to-date information available, specifically regarding employer Teachers' Pension contribution rates.
C2-003	Item 10. <u>Academy Conversion Review</u> Clerk to co-ordinate and circulate dates for Special Finance and Estates Committee meeting and proposed Special Corporation meeting.
C2-004	Item 12. <u>Terms of Reference for Committees</u> Clerk to co-ordinate with Deputy Clerk to ensure consistency within Committee TORs.
C2-005	Item 13. <u>Staff Probationary Policy</u> Strategy and Policy Committee to review the Staff Probationary Policy as per the review schedule.
C2-006	Item 16. <u>Governor Attendance at College</u> Chair of Corporation and Principal to agree whether this remains as a standing agenda item.

SUMMARY OF GOVERNOR CHALLENGE [C] / SUPPORT [S]

C/S	Item	Topic
S	3	<u>Constitution:</u> Governors supported the appointment of a new Governor, who it was felt would bring a range of skills and experience to the Corporation.
C/S	5	<u>Matters Arising:</u> Governors' challenged the process for monitoring Students progress and specifically their achievement versus Minimum Grades.
S	7	<u>Principal's Report – Student Union Report:</u> The Governors congratulated the Student Union on raising a significant amount of money for their chosen charity.
S	8	<u>Financial Reports and Audit Reports:</u> The Governors commended the Director of Finance and Estates and her team on their strong financial management and clean audit.
C	9	<u>College SAR</u> Governors sought to identify what steps are in place to ensure that admissions, enrolment and marketing are reviewed.

C/S	10	<u>Academy Conversion Review:</u> The Governors demonstrated that they had carefully reviewed the papers for the meeting and sought to understand the basis of the financial forecast. The Governors supported the College staff by devising a programme to ensure that this issue is fully and carefully considered within a suitable timeline.
C	14	<u>Review of Corporation Structure:</u> The Governors considered whether the Corporation structure works effectively.
C/S	15	<u>Link governors Report</u> Governors support College staff and review key procedures.