



**MINUTES OF THE ESHER COLLEGE CORPORATION  
MEETING**

Held At Esher College  
Tuesday, 5<sup>th</sup> July 2016, at 6.00 pm.

**Present:**

Terry Price (Chair)	David Lavarack
Albert Berry	Ian Leigh
Jo Canessa	Linda McGarry
Paul Collyer	Tim Oliver
Dan Dean	Karin Rowsell
Peter Hickman	Fran Stewart
David Irving	Clarissa Wilks
Robin John	

Emma Young, Deputy Principal (Advising Officer)  
Dan Lodge, Vice-Principal Students and Staff Development (Advising Officer)  
Stephanie Wiles, Director of Finance and Estates (Advising Officer)  
Rebecca De'Ath, Clerk

**1. WELCOME AND DECLARATIONS OF INTERESTS IN AGENDA ITEMS**

The Chair welcomed Tim Oliver (external Governor) and Albert Berry (Student Governor) to their first Corporation meeting and introductions were made.

**2. APOLOGIES FOR ABSENCE**

Apologies were received from Emma Cheney, Simon d'Arcy, Jane Grenander, Emily Jeans and Damian O'Malley. Fran Stewart, Karin Rowsell and Albert Berry would arrive late due to transport problems.

**3. REGISTER OF INTERESTS**

The Chair declared an interest in item 8

**4. CONSTITUTION**

The items covering the Chair Designate, Vice-chair, and Chairs of the Finance and Audit Committees were deferred to the end of the meeting to take account of late-arrivals.

- Staff Governors – Dan Loughlin (Director of IT) and Jo Gardner (Head of English) were elected to fill the Staff Governor roles in September. The meeting noted that the Corporation continues to have a representative from each of the support staff and the teaching staff.
- Draft Schedule of Corporation dates – some changes to the Finance and Policy committees' meeting dates had been made; the new schedule of dates was approved.
- Remuneration Committee Terms of Reference – presented to the Corporation for its biennial review, and approved without changes.

- Finance Committee Terms of Reference – an addition had been made to the list of responsibilities (item 12) at the suggestion of the Financial Strategy Group and the Finance Committee. This addition was approved by the Corporation.
- Student Union: Summary of Constitution Changes – changes included aligning the timing of SU elections with that of other colleges and changes to banking arrangements by enlisting the support of the College Finance team who already carry out this function for Esher College as a whole. Governors noted that this would enable more support and guidance to be given to the SU and approved the revisions to the SU constitution.
- Procedures for the Election of Staff and Parent Governors – previously-undocumented, it had been decided to capture these processes formally, to ensure that there was more transparency. Subject to minor typographical amendments, these procedures were approved.

## 5. MINUTES OF THE PREVIOUS MEETING (23<sup>rd</sup> March 2016)

These were approved as a true record.

## 6. MATTERS ARISING

C3-001: The action to set a date for an extraordinary Corporation meeting in June to discuss the Area-Based Review (ABR) was subsequently not required.

Q: I notice from previous minutes that the Corporation was to have had a presentation on marketing from the Marketing Manager (Jo Heasman). Why hasn't this taken place? You are right – this was scheduled for this meeting, but it was postponed due to our focus on ABR. This has now been scheduled for the spring term. Congratulations should go to the Marketing Manager for organising three very successful events; the large numbers who attended were the result of her marketing approach and I am sure that we will be on track to meet our 2016 and 2017 target student numbers.

*Fran Stewart and Albert Berry arrived at the meeting at 6.20pm*

## 7. PRINCIPAL'S REPORT

The Principal explained that he had agreed with the Chair that this Report would be kept short to maintain the focus on ABR options. He added that since the Report had been written, there was an update on the sad death of an Esher College student which occurred on Friday the 17<sup>th</sup> of June at the O<sup>2</sup> Arena (as previously notified to Governors). This incident had had a huge impact across campus and the College offered its support to staff and students. The Principal had written to, and spoken to, her parents. The funeral was on 6<sup>th</sup> July and the Principal along with 5 members of teaching staff were going to attend to represent the College. The Book of Condolence opened by the College would close tomorrow and the Principal hoped to meet with her parents in due course to discuss a more permanent memorial to recognise her time at the College.

The Principal had attended a rapid response meeting with the local emergency services and the College's senior management team had co-operated with the police investigation. The Chair suggested that a review would be carried out at the appropriate time to reflect on the way that the College approached the incident.

Governors thanked the Principal and his senior team for their communications to the Corporation and students on this tragic matter; feedback from students indicated that they felt that the College had dealt with the situation well.

### Student Union Report

The Student Union President reported that the Summer Festival had gone very well and that this free event was enjoyed by the students. Further events were planned for Freshers and the charity focus next year would be on raising more funds for the Esher College Africa Trust. The SU would continue with its work towards the Eco award and would support an anti-smoking campaign next term. The meeting thanked him for his input.

### Finance Reports

**Nine-month review to 30 April 2016:** points to note included the fact that income was higher than expected (mainly attributable to the re-classification of trips income). Teaching and support staff salaries were below budget (5.5 heads less than originally planned for) and this key variance was a major contributing factor to the expected “Outstanding” EFA financial health rating for 2015/16. A £515k full year surplus was anticipated.

Q: If we have 5.5 staff less than planned, will this be putting a strain on the quality of teaching? No. There is still some contingency and capacity built in to the staffing figures which will endure into the future.

**Provisional budget for 2016-17:** EFA now require colleges to present a balanced budget including a 1% surplus in order to receive a “Good” rating; a 4% or greater surplus would yield an “Outstanding” rating (unlikely to be attainable for next year due to the static nature of the lagged student numbers).

Governors discussed the implications of having to budget for a 1% surplus, yet being unable to spend that sum.

The Director of Finance and Estates explained the assumptions on which the income and expenditure budget was based, key of which were 1,780 “lagged” student numbers, the inclusion of trips income and Adult Education budgeted for separately; expenditure assumptions included incremental increases to teaching staff costs (with a 1% cost of living increase) projected through to 2017-18. The meeting was informed of a potential risk relating to the LGPS pension scheme which was currently undergoing an Actuarial Revaluation which could lead to a contribution rate change (although the current rates used in the budget were still quite high, and the College had a good Employer’s Covenant). Finally, the meeting noted that exam costs had been increased with the College’s decision for all 6:1 students to sit AS exams next year.

Q: What does “lettings and rent” relate to, and can we seek to increase this figure in the future? This is income from external use of our sports facilities – for example, football or netball on weekends. Opportunities to increase such usage are looked at periodically, but it is difficult to see where we might make more income at the present. The picture is complicated in that some usage is in relation to the Adult Education service. The combined income and expenditure of lettings and Adult Education are monitored through a separate budget.

The meeting approved the nine-month review to the year end, the provisional budget for 2016-17 with two-year follow-on projections and the assumptions upon which the latter was based.

### Review of Quality Improvement Plan (QIP)

The Deputy Principal was pleased to report that the majority of targets had been achieved, and those that had not were the targets set for completion next academic year. She appraised the meeting of updates to the QIP since March 2016:

Target 11: the old BTEC specifications can continue to be delivered for another year to 2017.

Target 15: the College was proud of its achievement regarding improvements to the Departmental portals.

Targets 20-26: will be based on August 2016 outcomes.

Q: Target 9, “to ensure a smooth transition to the new pay spine for 2016/17,” is presumably close to achievement? Yes – the College has written to all staff, and the transition will be completed by September.

### Health and Safety Report

The Director of Finance and Estates summarised her Report:

- The Fire Risk Assessment was the best that could be achieved for an institution of this kind.

- The annual departmental Risk Assessments are due in the autumn.
- The final reports of the asbestos and air quality monitoring surveys were awaited; nothing unexpected had been found.
- A concern relating to a neighbouring builder was reported to the Health & Safety Executive and has been addressed.

## 8. SURREY AREA BASED REVIEW – ESHER COLLEGE OPTIONS

The Principal informed the meeting that Steering Group no. 5 had met that afternoon. Further to the ABR recommendation that the College explore the option of academisation, briefing papers had been circulated at the previous Policy committee meeting to discuss the strategic options open to the College and to enable it to recommend a way forward to the Corporation. (These papers had been subsequently sent to Corporation members). The Committee had unanimously recommended that if the chosen route was academisation, then the preferred option would be a Single Academy Trust (SAT) in order to retain autonomy, reclaim Vat, and move the College into the national academy mainstream sector.

*Karin Rowsell arrived at the meeting at 7.00pm*

Q: I see that there is a one-off financial benefit for building works if you become an academy, but is there an annual saving? If we changed our legal status, we would pay VAT on building work, but could claim that back and could continue to do so going forward. £288k is the expected one-off reclaimable cost, with a £200k annual saving on VAT.

Q: If we became an “empty MAT”, how would the pressure to take on underperforming institutions manifest itself? The Regional Schools Commissioner would prefer an empty MAT to a SAT. We could say no to a request, but probably not forever, and there may be pressure to absorb an underperforming school.

Q: If there are no poorly-performing schools in your area, how far does the boundary extend? Geography does not seem to be a barrier.

Q: Is there a route from being a SAT, to becoming a MAT? Yes – you apply twice.

Q: Is the College aware of any school MATs looking to seek to extend their interest to sixth forms colleges?  
No.

The key issue was whether or not to academise. The Policy Committee had rejected the MAT option, for reasons given above, and the Corporation agreed with this decision. A change to academy status was largely about being able to charge for VAT, and with the uncertainty over Brexit, the VAT issue may become more important to the College. It was noted that the education landscape was changing all the time and some governors wondered if there was merit in delaying making a decision about the College’s future until the outlook was more certain.

The meeting was advised that the deadline for academy applications was sixth months from the fifth ABR Steering Group meeting. Governors noted the possibility for the College to withdraw from an academy application. The meeting agreed that while undertaking the application process there would be time over the six months to keep a watching brief on political developments and could, if necessary, pause the application and decide whether to remain as a sixth form college instead.

The Principal concluded by stating that he felt that being able to reclaim VAT was important in order to give the College a revenue buffer. Furthermore, he felt that the risks associated with conversion and joining the mainstream were less than remaining as part of a significantly smaller minority of sixth form colleges.

Governors sought assurance from the Principal that the College's ethos, values and brand would not change if it became an academy and that they would be enshrined in any future academy mission statement. Similarly, there was the need to preserve the current terms and conditions of service for staff. This assurance was given.

The meeting agreed that the recommendation of the Policy Committee for the College to apply to be a SAT should be the way forward. If the application for academy status was later rejected by the DfE, or conditions were set that the Corporation would object to, then the College would be at liberty to change its mind about the application (and would discuss this at a meeting of the Corporation). Governors voted 13:2 in favour of this proposal. The option to apply to become a Single Academy Trust was therefore approved.

## 9. REPORTS FROM COMMITTEES

- **Audit Committee Minutes** (14.06.16)

Of note, the external Auditors had been asked to conduct an audit of the College's financial controls and they reported that everything was satisfactory.

The Corporation noted the Committee's minutes.

- **Estates Committee Minutes** (21.04.16)

The Committee meeting had focussed on the Estates Strategy, which followed on from the Strategic Plan, and which was informed by the objectives in the Campus Development Plan.

The Corporation noted the contents of the minutes.

- **Finance Committee Minutes** (23.06.16)

The meeting had reviewed the financial reports already discussed under item 7 (Principal's Report). These minutes were duly noted.

- **Policy Committee Minutes** (09.06.16)

Other than discussing options arising out of the ABR process, the meeting had agreed wording to clarify entry requirements on the website and had reviewed the tuition fees policy and concluded that there was no longer a requirement for it.

The Minutes were noted by the Corporation.

- **Review & Search Committee Minutes** (10.05.16)

This Committee had focussed on succession planning relating to the matters arising from constitutional item 4, above. The meeting had also reviewed the results of the annual skills audit.

The Corporation noted the Minutes.

## 10. LINK GOVERNORS' REPORTS

- The **Equality and Diversity** Link Governor had nothing to update since her last report.
- The **Safeguarding** Link Governor was due to meet with the College's Safeguarding Lead later that week.
- **The Environmental Sustainability** Link Governor had been unable to attend meetings of the Sustainability Group due to the time of the meetings and offered to step down from this role. The Chair explained that membership of committees and other governance roles were reviewed

annually in the summer and this would be taken into account when planning for the new academic year. He asked Governors to contact him if they wished to change the committee(s) on which they served.

**ACTION: Governors** to let the Chair know by the end of term if they wish to join a different committee from September 2016.

#### 11. MATTERS ARISING FROM STAFF/STUDENTS

No matters were raised.

#### 12. GOVERNOR ATTENDANCE AT COLLEGE (2015-16)

The following visits to the College have been made by Governors:

12 <sup>th</sup> April	Jane Grenander – shadowing students
19 <sup>th</sup> April	Tim Oliver – induction meeting with Dan Dean and Stephanie Wiles
3 <sup>rd</sup> May	Terry Price – meeting with Carol Wood, Personnel Manager
6 <sup>th</sup> May	Terry Price – meeting with Dan Dean
12 <sup>th</sup> May	Terry Price – meeting with Dan Dean
19 <sup>th</sup> May	Terry Price – meeting with Dan Dean
9 <sup>th</sup> June	Terry Price – budget meeting with Dan Dean and Stephanie Wiles
13 <sup>th</sup> June	Paul Collyer, Jane Grenander, Peter Hickman, David Irving, Robin John, David Lavarack, Ian Leigh, Lin McGarry, Tim Oliver, Damian O'Malley and Terry Price - Governors Training Morning
23 <sup>rd</sup> June	Terry Price and David Irving – annual appraisal of Principal and Clerk
29 <sup>th</sup> June	Ian Leigh, Peter Hickman - Art Exhibitions
4 <sup>th</sup> July	Ian Leigh - Open Evening

#### 4. CONSTITUTION (continued)

- Chair Designate and Vice-Chair of the Corporation: Robin John and Tim Oliver had been nominated for each role and their personal statements had been circulated prior to the meeting. The selection procedure would permit any questions to be put to the candidates, they would be asked to leave the room, a secret ballot would be held, the Clerk would count the votes in the presence of the Director of Finance and Estates and the candidates would be asked to return to hear the results. Following this process, Tim Oliver was elected to become Chair Designate and Robin John to become Vice-chair (both commencing their roles in September).
- Chair of the Finance Committee: Robin John was the only candidate for this role and was elected unopposed. The meeting approved this result.
- Chair of the Audit Committee: no nominations had been received for this role and the Chair of the Corporation suggested that he could discuss the role with individual governors over the next few weeks and see if anyone would volunteer subsequently. The Corporation agreed to this approach. *[Clerk's note: Paul Collyer volunteered for this role a day later and will take up this post, subject to Corporation approval, in the autumn term].*

#### 13. ANY OTHER BUSINESS

On behalf of the Corporation, the Chair thanked Jo Canessa for her support over her two terms as Staff Governor and Emma Cheney, in her absence, for her contribution over the last year. He also thanked Emma

Young (who was leaving Esher to take up the role of Principal at Godalming College) for her contribution as Advising Officer and wished her well in her new job.

**DATE OF NEXT MEETING – Wednesday, 21<sup>st</sup> September 2016**

*The meeting closed at 7.55 pm.*

*Attendance was 75% (15 out of 20 members)*

Signed.....

Date.....

**SUMMARY OF ACTIONS**

<b>C3-001</b>	Item 10: Committee Membership – <b>Governors</b> to inform the Chair by the end of term should they wish to change their committee membership.
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**SUMMARY OF GOVERNOR CHALLENGE [C] / SUPPORT [S]**

<b>C/S</b>	<b>Item</b>	<b>Topic</b>
S/C	4	Constitution: Recognition that election procedures for new staff and parent governors should be captured formally, in the interests of transparency. Strengthening the Finance TORs with an additional responsibility.
C	6	Matters arising: Governor challenging the College as to why a planned talk by the Marketing Manager had not taken place as scheduled.
S/C	7	Principal's Report: Governors voiced their satisfaction for the way the College had supported staff and students following the tragic incident at the O2. The Chair also suggested that a review of the College's approach to the incident would be carried out at the appropriate time.
C	8	ABR: Questions from Governors to the Principal to explore the best option for the future of the College.
S	10	Annual review of membership of the Committees to ensure the "best fit".
S	12	Governors' reasons for visits to College demonstrate that they were fulfilling their governance role.