



**MINUTES OF THE ESHER COLLEGE CORPORATION
MEETING**

Held At Esher College
Wednesday, 12th July 2017, at 6.00 pm.

Present:

Terry Price (Chair)	Ian Leigh
Paul Collyer	Daniel Loughlin
Dan Dean	Tim Oliver
David Irving	Damian O'Malley
Robin John	Karin Rowsell
David Lavarack	Ben Williams

Helen Odhams, Deputy Principal (Advising Officer)
Stephanie Wiles, Director of Finance and Estates (Advising Officer)
Rebecca De'Ath, Clerk

1. PRESENTATION ON DATABASE DEVELOPMENT

Daniel Loughlin, the IT Director, gave a presentation on the history and context of data development at the College, how development work is prioritised, and how exactly developments are made.

Historically, the College had many databases, but these were not accessible remotely. Furthermore, Microsoft advised that the 2010 databases would cease to receive its support from 2015, with full cessation of service by 2020. Any changes that the College required to the system were costly and required third-party support. Therefore a web-based development solution was sought, built specifically for the College, using well-supported modern technologies.

Most of the old databases have now migrated across to the new systems, with Exams, Adult Education, Personnel and Timetabling left to complete.

The Director holds a master list of all IT jobs and access databases that need replacing and regular development prioritisation meetings are held at least once a term to examine the business case and risks for each.

Governors asked him the following questions:

Q: What is the scope for selling our software to other colleges, or sharing systems? We have looked at this with S7 colleges, but it is very complex, and each college has its own, different, requirements.

Q: What safeguards are there for the integrity of information held on the databases? We don't allow over-typing or deleting of critical information and we can restore historic data. We also record who has updated data.

Q: Is there a testing phase for Users? Yes, for the larger projects such as the Trips database.

Q: Are any post-implementation reviews carried out with Users a year later, say? This is part of the continuous process we go through as we roll new systems out.

Q: How do you protect data which can now be accessed from home? Memory sticks and spreadsheets, for example, cannot be used as sensitive data is not downloadable by these means. Data on our systems is controlled.

Q: New data protection regulations are coming into force in May 2018 – will your systems and processes be compliant with this? Yes. We have been doing a lot of analysis and identifying any gaps in preparation for this legislation: users need a password and we have strengthened this requirement recently. We also monitor user access and behaviour online.

Q: Are there any teaching resources on the database? These are mostly on the staff portal.

Q: What information can students access on the systems? Timetables, marks, progress, wider skills activities, for example.

Q: Can parents access any of this data? No.

The Principal concluded that the College was lucky to have bespoke IT systems developed in-house, which, importantly, staff find easy to use. He and the meeting thanked the IT Director and his team for their work.

2. REGISTER OF INTERESTS

There were no declarations of interest in items on tonight's agenda.

3. APOLOGIES FOR ABSENCE

Apologies were received (and accepted) from Darrell Bate, Jo Gardner, Fran Stewart, Clarissa Wilks and Emily Thomas.

4. CONSTITUTION

There were five matters for the Corporation's consideration:

- **Short extensions to terms of office** – four years ago, the end of term dates for Terry Price and David Lavarack had been standardised to 23rd September. The Corporation meeting scheduled for the autumn to precede this date has now had to be put back to 25th September and the meeting was asked if it would approve a short extension to these terms of office to end on 26th September instead, so that these governors could participate. This was unanimously approved.
- **Student governors** – the Chair welcomed Ben Williams (Student Union President) to the meeting and explained that the second new student governor was Emily Thomas (SU Vice President).
- **Corporation meeting dates** – the Chair ran through some changes to dates proposed for next year. It was noted that the schedule was dependant on the committee structure to be decided at item 9, below, but existing dates would try to be utilised in any event. The schedule was approved.
- **Working Group Terms of Reference** – these had been circulated to governors after the Corporation meeting in March and were now presented for formal approval. They were unanimously approved.
- **Policy Committee Terms of Reference** – two changes had been proposed, which were agreed.

5. MINUTES OF THE PREVIOUS MEETING (29th March 2017)

There was an error on page 4: item 8, bullet point 1 should read “...delay of the dissolution date of no more than a year beyond 30th September **2017**.” (See item 8, below.)

The minutes were approved as a true record, subject to the above change.

6. MATTERS ARISING

C3-001 Action completed: Academy Working Group TORs had been circulated.

C3-002 Action completed: the new Quality and Standards Committee, if approved, would look at predicted exam outcomes.

C3-003 Actions relating to potential academy conversion had been completed (email drafted for EFA; Corporation meeting to discuss governance arrangements; financial projections produced for both academy and “no change” options).

C3-004 Actions completed relating to Terms of Reference on relevant committee meeting agendas.

7. PRINCIPAL’S REPORT

The Principal drew the meeting’s attention to the following developments since his Report was written:

- The latest Higher Education Statistical Analysis (HESA) was published, with even better results for Esher College students’ performance at universities than the previous year. (Governors discussed footnote 1. and wondered why the independent sector had a higher proportion of unclassified results than the other sectors).
- The SFCA believed that they might have discovered an underspend of up to £200m in the government’s post-16 budget and were awaiting a response from the DfE.
- The application phase for Guaranteed Status entry for 2018 closed a few days ago.
- The Principal was pleased to announce that, after much lobbying, the local Council had agreed that a bus service would run from Thamesmead/Shepperton to a stop near the College in the mornings.
- Students had recently sat the first phase of exams for the reformed A levels. The College will determine the difference in outcomes between the previous approach and the linear one when it reports to the Corporation in September.
- Two of the College’s boilers had been condemned and the College was currently seeking quotes to replace them. The College would also explore why the January boiler service did not pick up on any issues with them.
- Three Esher students had won three of the five spaces offered nationally by Nestle for work experience. Another student had been crowned BTEC Creative Media Student 2017 and went to the House of Commons to receive their award.

Student Union Report

The SU President reported that, since the Report was written, students had raised £450 for the Grenfell Tower appeal. Governors agreed that this was a good result, and congratulations were in order.

The meeting noted the contents of the SU Report and the many activities that were taking place.

Finance Reports

In terms of the review of the nine months ending on 30 April 2017, the Director of Finance and Estates reported that actual income and expenditure were on track and the outcome for July was looking good. There were no further questions and the Corporation approved the accounts.

A provisional budget had been prepared for the next academic year as well as financial projections for the next two years – based on two scenarios: Esher remaining as a sixth form college, and as an academy. These figures were based on the usual assumptions made previously – not growing the student population too greatly, income remaining static, the College’s 2016/17 estates budget had been stripped back, so it was re-set with a 2% increase applied, and a consolidated annual cost of living increase of 1% for staff. The Director of Finance and Estates predicted a “Good” financial rating for the next three years. The main College budget (not the academy scenario) would be presented to the ESFA.

The Chair of the Finance Committee explained that these projections had been based on two scenarios in order to determine if there was a financial driver for a change to the College’s status. The conclusion drawn from this exercise was that Esher would be viable either way, although it would be slightly better off as an academy with the VAT refund and a lower contribution to the pension LGPS fund – yet would build up reserves which could not be spent. Looking three years hence, there was no *financial* pressure on the college to become an academy.

Governors asked the Director of Finance and Estates the following questions:

Q: EBITDA shows a healthy but declining surplus; will this trend continue if Esher remains a sixth form? Yes.

Q: What is included in the forecast in relation to wage growth, and is it realistic? A 1% uplift is included, as this is what has been awarded nationally in the past. This cap will remain for 2017/18, but the position thereafter is unknown, and we need to remain agile in case an increase is recommended.

Governors agreed that in this financial climate, it was morally indefensible to build surpluses that the College could not spend and concluded that the College could afford to wait and see what developed in the near future in the national politically and financial context before deciding on academy status.

The Corporation approved the budget for 2017/18, noted the three year projections, and agreed that the sixth form figures would be submitted to EFSA.

Review of Quality Improvement Plan (QIP)

The Deputy Principal updated the meeting on progress made and explained that only one target was not achieved, due in part to a small cohort that skewed the statistics (target 16 – improve attendance of vulnerable, discipline and bursary students). Governors asked her for further information on the following:

Q: Some targets are “ongoing”- will these be achieved by their deadline? Yes.

Q: What are “bursary” students (target 16)? These students receive extra hardship funding.

The Corporation noted that the College was on track to achieve 99% of the targets.

Annual Health & Safety Report

The Director of Finance and Estates explained that there were no incidents that required HSE attention.

Tim Oliver arrived at 7.20pm

The attention of the Corporation turned to the Director of Finance and Estates’ report on cladding on the tower. Surrey County Council had requested that the College commission another fire risk assessment. The last assessment had taken place in January 2017, and the College would arrange another one for the summer, and every summer thereafter. The Director of Finance and Estates stated that the College’s Architects had recently declared the tower to be low risk; in addition, there were two stairwells; the tower was used in daytime only; no one slept there.

Governors asked the Director of Finance and Estates the following:

Q: Have you sent a section of the tower's cladding off for testing? No – ESFA advice was only received yesterday. Our cladding is aluminium and advice is that it is aluminium composite materials that need testing. I will assimilate the guidance given and act accordingly.

Q: As I understand it, the issue is not so much with the panels, as with the insulation. What is our position on this? There is insulation there; I will check this.

Q: Can you check this guidance on testing with Surrey County Council, and ask them for advice, to err on the side of caution? Yes.

Q: How many rooms are on the top floor of the tower? There are six.

Q: Are there any buildings that still have wheelchair access problems? Blue Block has a ramp which can be taken off the wall and used. I will also check that an evacuation chair is sited nearby. We currently don't have any students that are wheelchair users.

Q: Have your interventions to reduce the number of local residents' cars cutting through the site solved the problem? The immediate issue has been solved, but the problem remains of Google Maps directing delivery vans, for example, through the site. In the future we plan to install a barrier activated by an entry card; if it is successful, we could expand this to cover all entry and exit points.

ACTION: Director of Finance and Estates to contact Surrey CC to seek advice in terms of testing of materials and the status on insulation. Also, to ensure that Blue Block has an evacuation chair sited nearby.

8. ACADEMY APPLICATION – NEXT STEPS

This part of the meeting would focus not on whether to convert to academy status, but to determine next steps in terms of the process. The Principal updated the Corporation to the fact that ESFA was aware that the College's conversion date was now September 2018. Additionally, a recent response from James Kewin (SFCA Deputy Chief Executive) had advised Esher and Godalming Colleges not to feel rushed into converting to academy status.

The Corporation Chair informed the meeting that the Working Group on Academy Conversion and the Policy Committee had reviewed three options for the way forward in the conversion process:

- i) Become an academy;
- ii) Continue with the process to its completion, then pause until the national political and financial situation becomes clearer;
- iii) Halt the process and remain as a sixth form college.

The Policy Committee had agreed to recommend to the Corporation at this meeting that option ii) be approved: complete the process and send the final three documents to the Head Teachers' Board, pause to review the political landscape, then take the decision whether to convert at the December 2017 Corporation meeting.

Governors asked the Principal the following:

Q: Can we pull out of the conversion process if we want to? Yes.

Q: Will our ability to convert be time-expired? No-one is sure, as this situation has not arisen before.

Q: Is there an error in the minutes of the Corporation meeting of 29th March, which states on page 4, item 9 that the dissolution date would be no more than a year beyond September 2018 – should this read 2017? Yes, it should read 2017.

Q: Have the Working Group papers been put on the Governors' Portal? No – they will be added.

The Corporation approved the adoption of option ii) as the next step in the academy process – to pause after finalising the application, with no further delay to any dissolution beyond September 2018.

ACTION: Clerk to upload Working Group papers to the Portal and note the error in the previous minutes.

9. REVIEW OF ESHER COLLEGE GOVERNANCE ARRANGEMENTS

The Corporation Chair explained that the Review & Search Committee had suggested that it would be prudent for the Corporation's governance arrangements to be reviewed irrespective of whether the College became an academy and that any changes should take place in the near future. They had invited the Policy Committee to review the committee structure. The Corporation Chair had drafted a paper taking their views into account, including suggestions from the ABR team in terms of overall size of governing body. The paper had been discussed at the recent Working Group and Policy Committee meetings and at the Governors' Training Morning. Appendix 1 of the paper would come into play should the College convert.

The main proposals were:

- Total membership to decrease from 20 to 15 governors;
- Committee arrangements revised;
- Minimum membership of committees to ultimately decrease from 7 Governors to 6 (but would remain at 7 while the current total of 16 Governors remained extant).

Governors asked the Chair the following questions:

Q: Will the quorum rules have to change? The quorum for Corporation and committee meetings is at least 40% of the total number of members in post at that time. As this is a percentage measure, there will be no need to revise this. Some of the current Committee's terms of reference specify that they shall require a minimum number of members and we might have to review these to take account of vacancies.

Q: What would the Quality & Standards Committee be responsible for? It will scrutinise data, outcomes and quality standards. It would not overlap with the Policy and Strategy Committee's responsibilities.

Q: You have one member common to both the Audit and Resources Committees – is this good practice? We will research this.

Q: What were the Policy Committee's views about the life-time membership for academy trust Members? It was felt that this would not be good governance and a maximum of two terms for trust Members was proposed (with a maximum of three terms for Trustees).

Governors discussed the fact that if the College became an academy, students would not be permitted to become governors since charity trustees must be over the age of 18. They could however become Observers. Therefore the number of Trustees of the academy would be 13 plus 2 observers. The meeting agreed that they valued the contribution of student governors and would wish for them to be included as Trustees for an academy. The Corporation agreed that the governance structure to be put to the Head Teacher Board should include 2 students and that Appendix 1 of the governance paper should be amended accordingly to state a total of 15 Trustees *including* 2 students (page 3, paragraph 1).

The Corporation approved Appendix 1 (academy structure) of the governance paper, subject to amending the detail on page 3, paragraph 1. It also approved the contents of Appendix 2 (committee structure) subject to the outcome into research about the same individual being a member of both Audit and Resources Committees.

ACTIONS:

Clerk to determine whether the Audit and Resources committees can share a common member.

Corporation Chair to amend the number of Trustees in Appendix 1 to include 2 student Trustees; finalise committee membership over the summer; with the **Principal and Clerk**, redraft committee Terms of Reference by the first meeting of the autumn term, and explore what changes may need to be made to the Instrument & Articles.

Deputy Clerk to finalise the Schedule of Dates.

10. REPORT BACK FROM COMMITTEES

The Corporation noted the minutes and feedback from its Committees, captured below.

AUDIT

This Committee had reviewed the results of the extended audit on the College's Safeguarding Policy and procedures. The outcome was a significant level of assurance and the four low level issues raised were already being actioned.

The Committee had discussed the format of next year's audit and had approved the College's Risk Management Policy, the Disaster Management Strategy and Strategic Risk Register.

ESTATES

The Committee Chair congratulated the Director of Finance and Estates for her successful bid for £200k from CIF funds for the College's electrical works. The Committee had received an update on the Property Strategy; this strategy would be informed by the current use of the estate and the impact on it of an incrementally-increasing student number on roll in future years. The new Resources Committee would discuss this further in the autumn.

FINANCE

The meeting noted that feedback had already been given under item 8 (Academy Application) above.

POLICY

Discussion at this meeting had focussed on the academy application and governance arrangements (see items 8 and 9, above).

REVIEW & SEARCH

The main issues discussed had been membership, review of the governors' QIP and training matters.

WORKING GROUP ON ACADEMY APPLICATION

The meeting noted the work of the Group at items 8 and 9, above.

11. LINK GOVERNOR REPORTS**Safeguarding Link**

The Link Governor had been appraised of the College's new Designated Safeguarding Officer who was taking over the role in September. He also reported that he had received a copy of the extended audit report into Safeguarding practices (as covered in item 10, above).

Equality and Diversity Link

In the absence of the Link Governor there was nothing to report.

12. GOVERNOR ATTENDANCE AT COLLEGE

A list of Governors who attended College (and reasons for their visit) is captured below.

20 th April	Terry Price and Tim Oliver – meeting with Dan Dean
28 th April	Terry Price, Tim Oliver, Daniel Loughlin, Jo Gardner and Emily Jeans – appointment of Assistant Principal
24 th May	Damian O’Malley, Emily Thomas and Ben Williams – College Oscars
26 th May	Terry Price – meeting with Dan Dean
19 th June	Darrell Bate, Paul Collyer, Jo Gardner, David Irving, Robin John, Ian Leigh, Daniel Loughlin, Terry Price and Karin Rowsell - Governors Training Morning
22 nd June	Terry Price – annual appraisal of Deputy Principal
22 nd June	Terry Price, Tim Oliver, Rebecca De’Ath - annual appraisal of Clerk
22 nd June	Terry Price and Tim Oliver – annual appraisal of Principal
28 th June	Ian Leigh, Fran Stewart – Art Exhibition
3 rd July	Rebecca De’Ath, Ian Leigh – Open Evening

13. ANY OTHER BUSINESS

No other matters were raised.

14. DATE OF NEXT MEETING – Monday, 25th September 2017

The meeting closed at 7.58 pm.

Attendance was 71% (15 out of 17 members)

Signed.....

Date.....

SUMMARY OF ACTIONS

C4-001	Item 7: <u>Principal's Report (H&S)</u> - Director of Finance and Estates to contact Surrey CC to seek advice in terms of testing of cladding materials for fire safety and researching the status of the insulation. Also, to ensure that Blue Block has an evacuation chair sited nearby.
C4-002	Item 8. <u>Academy Application</u> - Clerk to upload Working Group papers to the Portal and note the error in the previous minutes.
C4-003	Item 9. <u>Governance Arrangements</u> - Clerk to determine whether the Audit and Resources committees can share a common member. Corporation Chair to amend the number of Trustees in appendix 1 to include 2 Student Trustees; formulise committee membership over the summer; with the Principal and Clerk redraft committee Terms of Reference by the first meeting of the autumn term and explore what changes may need to be made to the Instrument & Articles. Deputy Clerk to finalise the Schedule of Dates.

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

C/S	Item	Topic
C	1	<u>Database Presentation</u> – Governors sought assurance as to the security of sensitive data held on the databases and enquired whether there were opportunities to share systems across S7 colleges.
C	7	<u>Principal's Report</u> : Finance - Governors challenged the assumption on which the wage bill was based. QIP - Governors challenged whether “ongoing” targets would be achieved by the deadline. H&S – the meeting urged the College to err on the side of caution in terms of testing of cladding and insulation to the tower.
S	8	<u>Academy Application</u> – support from the Corporation for option ii) to pause and review the political landscape before deciding on whether to become an academy.
C/S	9	<u>New Governance Arrangements</u> – Corporation support to retain Students as Trustees rather than as observers in any future academy governance structure. Decision that life-long membership for Members was not good governance. Challenging questions from Governors to ensure that the responsibilities of new Committees were clear and did not overlap.
S	11	<u>Safeguarding Link Governor</u> – continuing to establish communications and meetings with the College's key Safeguarding stakeholders on a regular basis.
S	12	<u>Governors' visits to College</u> - to support the College through a better understanding of issues and College life.