

**GOVERNING BODY**
**Minutes of the meeting held at 2.00pm on 12 December 2014**

**Present:** R Carter (Chair) K Golding (Vice Chair)  
 A Gordon-Stables C Manning  
 S Gerber M Symonds  
 A Maltpress S Clarke  
 A Head J Finn  
 N Savvas, Principal

**In attendance:** D J Howells, Deputy Principal  
 M Wagner, Vice Principal, Business and Community  
 L Johnson, Vice Principal, Curriculum and Quality  
 J Bridges (Clerk to the Corporation)

There were no interests relevant to items on the agenda declared by members.

**Action**
**1 Apologies for absence**

Apologies for absence were received from J Bloomfield, D Wildridge and W Burrlock.

**2 Minutes of the meeting held on 17 July 2014**

The minutes of the meeting (minute book pages G267-G275) were agreed as a true record.

**3 Matters Arising**
**From the Corporation meeting held on 17 July 2014**

The matters arising from the meeting were summarised in the report (minute book pages G276-G277) and all actions reported had either been resolved or, where appropriate, an update had been provided on progress elsewhere on the agenda.

It was noted that the digital strategy cost implications will be considered as part of the strategic planning process for 2015/16, not the operational planning process as reported.

*(At the request of the Chair item 7 was taken at this point in the meeting – refer to page 8)*

**4 Membership**

The report was received and **considered** by members (minute book pages G278-G280).

The appointment of Fiona Hotston-Moore to the Corporation and Resources Committee was considered by members. There was concern that the recruitment process to select had not been followed in accordance with the new Governors Selection Policy. This appointment, however, had been given due consideration by an appointments panel comprising of the Chair and Vice Chair of the Corporation, the Principal and the Chair of the Resources Committee and the selection based upon the accountancy skills needed within the membership of the Corporation and specifically the Resources Committee. Members were in agreement that the skills and experience of F Hotston-Moore would undoubtedly complement the skills mix of the Board and the Committee and **approved** the appointment to serve a fixed term of office, ending 31 July 2017. **Proposed** by A Gordon-Stables and **seconded** by J Finn.

As a consequence of this appointment members **approved** the proposal that A Maltpress moves membership from the Resources Committee to fill the vacancy on the Audit and Risk Management Committee. **Proposed** by K Golding and **seconded** by M Symonds.

Members considered the proposal to appoint Sue Daley as a co-opted member to the Standards and Excellence Committee. It was agreed that membership to this Committee would be complemented with increased educational specialisms and that this co-option will bolster the skills mix within its existing membership. The recommendation to appoint was **approved** by the Corporation. The appointment is subject to review by the Committee and the Corporation in July 2015. **Proposed** by M Symonds and **seconded** by A Maltpress.

**5 Quality and Performance**

**5.1 College Self-Assessment Report 2013/14 and Quality Improvement Plan 2014/15**

The report was received and **considered** by members (minute book page G281).

The Standards and Excellence Committee had invited all members of the Corporation to its meetings held in October and November to help develop, contribute to and understand the Self-Assessment process and the Report. This followed the approach taken in 2013 and members said that they had every confidence not only in the process but the determined grade profile of overall effectiveness as 'Good'. The Vice Principal, Curriculum and Quality and her team were thanked for their considerable efforts to produce the report. The Corporation **approved** the Self-Assessment Report 2013/14 and the Quality Improvement Plan 2014/15 and that the SAR be uploaded to the Provider Gateway. **Proposed** by M Symonds and **seconded** by C Manning.

**5.2 Key Performance Indicators**

The report was received and **considered** by members (minute book pages G282-G286).

The KPI for enrolments show that 90 more 16-18 students are needed to achieve the EFA funding target. There will be additional 16-18 enrolments during the year on Princes Trust roll on, roll off programmes, January starts and aggregation as students on more than one part-time programme accumulate enough hours to qualify as full time. Modelling against prior years indicates that the funding target will be met by July 2015.

It is too early to forecast income and expenditure variances. In the New Year the Resources Committee will be presented with a mid-year forecast which will identify any emerging variance. Members asked that the variance column of the report shows a figure zero rather than 'N/A' as currently expressed.

Staff costs as a percentage of normal operating income is under target year-to-date. Savings have been achieved through carrying vacancies in August and September, natural wastage, reorganising the management structure and consolidating hourly paid contracts. Members were assured that the student experience has not been affected by savings made to staff costs.

DJHowells

Members were told that the banking covenant forecast does not include any savings or increased number projections that will occur, it reflects worst case scenarios from May 2014 if no actions are taken. The actual position with the initiatives in place to increase income and maximise cost reductions predicts a balanced budget and surplus each year for the next three years. Members asked that the surplus forecast for year end 2015/16 is marked as a yellow status to indicate that in this year it is close to a breach of covenant given to the College's bankers.

The projected minimum cash balance occurs around February and March but remains above the College's minimum cash requirement.

Sickness absence is lower than average against National and Educational benchmarks. Long-term sickness absence includes staff suffering from cancer related illnesses, heart conditions and/or recovery from operations.

Staff turnover is expected to continue to be marginally higher than the educational benchmark and is due to the reduction in the size of the workforce, the introduction of performance management, staff reaching retirement age, staff returning to industry for higher salaries, promotion or leaving the area. Workforce related KPIs are regularly monitored by the Standards and Excellence Committee.

#### 5.2.1 **Financial Performance**

The report was received and **considered** by members (minute book pages G287-G289).

The College is confident that it has a realistic opportunity to draw down the full EFA funding for the year and that additional enrolments in year will make up the current shortfall.

Income in relation to HE enrolments is expected to exceed the budget. Numbers are to be finalised but it is possible that this will increase income by an additional £200K.

Because of the roll on, roll off, nature of adult provision funded by the SFA it is too early to be able to forecast the year end but the carry-in from last year's achievements will boost this year's figures and the position is encouraging.

Income from full cost courses is unlikely to achieve budget, partly due to poor performance in Gas and Oil provision and also due to resistance in the market from employers to fund training.

As previously reported staffing costs year-to-date are below budget. There is potential for savings on budgeted staffing costs at the year-end to be significant.

Non-pay costs generally are running below budget year-to-date, although this is almost certainly a budget phasing issue. This does present the opportunity to identify potential savings. An analysis of potential non-pay savings has been requested by the Resources Committee and will be considered in the New Year.

#### 5.3 **Equality Objectives**

The report was received and **considered** by members (minute book pages G290-G292).

The College is required to set Equality and Diversity objectives to meet its three public duties under the Equality Act 2010. The report suggests amendments to these objectives in order to update original deadlines, include reference to the focus on embedding equality into the curriculum and to identify and address gaps in achievement. It was noted that the revisions to the objectives were not SMART and should be consistent with the College mission to put learners first and therefore any reference in the objectives to learners should come before staff. The Clerk confirmed that the plan underpinning the objectives will be shared with the Corporation electronically to provide assurance that they have been set with specific, measurable, achievable, realistic and timely action in place. The Corporation **approved** the objectives. **Proposed** by S Gerber and **seconded** by C Manning.

JBridges

#### 5.4 **Operational Plan 2013/14 Update**

The report was received and **considered** by members (minute book pages G293-G294).

For completeness the Corporation received the final update of the 2013/14 operational plan targets. This is the last time it will be reported in this way. In future it will consist of three components; 1) the Quality Assurance Plan fed through from the SAR to produce the QIP across all areas, including functions; 2) Two Year Strategic Plan to inform departmental forecasts; and 3) the Operational Plan using student numbers, projected income, staffing and non-pay costs that inform the budget for the year ahead.

It was noted that it is not the role of operational managers to determine the long-term strategy of the College and therefore the strategic element of operational planning is set at two years to focus on short term strategies for their areas of responsibility.

K Golding left the meeting at 3.00pm

#### 5.5 **Student Engagement**

The report was received and **considered** by members (minute book pages G295-G297).

Student engagement is led by J Finn with the support of A Head (student governor), L Johnson, B Unwin and J Bridges. The report details the top 10 achievements of student representatives so far this academic year and outlines the success that A Head has had with securing an additional bus service for students living in the Thetford area. He is now pursuing the possibility of securing an additional bus service to the College from the Sudbury, Glemsford and Clare areas.

The Governors' First Hand week will run again this year and is already scheduled in the Corporation calendar for week commencing 20 April 2015. It is hoped that more involvement with students can be incorporated into the programme, perhaps including student shadowing sessions.

A Head is researching the ways in which the NUS represents students and the student voice in order to consider how and if this can be applied at WSC. Other activities being explored include how to improve the student voice in Local Learning Centres, a LinkedIn Alumni, negotiating student discounts with local stores and hosting a May General Election event.

Recent student council meetings have been very positive with students engaged in understanding health and safety procedures while in College. This is likely to be the student conference theme for next year.

A Whatley, Assistant Principal, Learning Partnerships and Professional Development attended for items 5.6 (part I) and 6.1 of the agenda and joined the meeting at 3.10pm.

### **5.6 *Management Development Programme and Internal Communication Update***

The report was received and **considered** by members (minute book pages G298-G301)

#### ***Management Development Programme – Part I***

The primary aim of the programme is to support the College's strategic objectives and to assist in embedding a performance management culture and process in the College. The programme recognises the value of investing in the development of staff who currently hold functional and line management responsibilities. It also recognises the benefits of bringing together key staff from across the College campus to share ideas and best practice.

Improvement plans will be undertaken by all managers on the programme to put their learning into practice and these will contribute to the overall evaluation of the impact of the programme.

Members asked if the programme could be repackaged in some way and offered to other organisations or used to develop a Leadership Academy. This is something that can be considered as part of the formative and summative evaluation of the programme once it is completed as the return on investment, outcomes, quality indicators, financial position and reputational impact will all be assessed and analysed.

#### ***Internal Communication – Part II***

Internal communication has been identified as an issue through College staff surveys and other feedback mechanisms for some time. Communication improvement is a top priority for the new management team which is adopting a variety of strategies to bring about change including: empowering College management, short weekly communication meetings, monthly developmental management team meetings, the new 'Soundbites' weekly e-newsletter, #577 staff helpdesk helpline and a protocol for 'All Staff' emails.

To further enhance communication the College is also exploring launching a staff twitter account called 'WSC Staff Chat' alongside a 'Yammer' social network platform (similar to Facebook).

The weekly management communication meetings are used to focus on the achievements of the week and share news and best practice. Notes of these meetings are recorded and circulated to managers to cascade to their staff at team briefing/meetings.

### **5.7 *Marketing Update***

The report was received and **considered** by members (minute book pages G302-G305).

External communication has been overhauled with more attention and energy invested into quality features on human interest stories focusing on student and staff success. This has included synchronising press stories, marketing and

digital media activity. Members commented that there had been a welcome and marked change in emphasis and the Marketing and PR team should be congratulated.

### 5.8 **UCS Update**

The report was received and **considered** by members (minute book pages G306-G307).

*Confidential item under paragraph 18(2) of the Instrument and Articles of Government*

## 6 **Strategic Matters**

### 6.1 **Governors' Update on Schools**

The report was received and **considered** by members (minute book pages G308-G313).

*Confidential item under paragraph 18(2) of the Instrument and Articles of Government*

A Whatley left the meeting at 4.15pm

### 6.2 **Partnership with Newmarket Academy**

The report was received and **considered** by members (minute book pages G314-G316).

The Deputy Principal has been charged with delivering the project. It requires the appointment of a specialist consultant and a suitable individual has been identified from L Johnson's contacts. The new course is planned to start in September 2015 and recruitment is already underway.

The College has been given an estimate for setting up the room and initial purchase of animals and cages etc of £70K + VAT. The Corporation was asked to approve capital investment of up to £50K including VAT as £20K has been granted for the project by Assessment Network Ltd thanks to lobbying by governor, A Maltpress.

Members were concerned that a fully costed project plan has not been worked through and were unprepared to approve the capital investment required at this time. It was agreed that the Deputy Principal will continue to work on the specific detail and the Corporation gave delegated power to the Chair of the Resources Committee to approve investment on the basis that the project would at least break even within two years. The Resources Committee would keep a watching brief on the details and financial commitment. In the event of the need for a full Corporation discussion and/or decision the Clerk will be asked to call an Extraordinary Corporation meeting. This approach was **approved** by the Corporation. **Proposed** by A Gordon-Stables and **seconded** by S Gerber. All agreed.

S Gerber left the meeting at 4.40pm

### 6.3 **Multi Academy Trust**

The report was received and **considered** by members (minute book pages G317-G320).

*Confidential item under paragraph 18(2) of the Instrument and Articles of Government*

A Head left the meeting at 5.00pm

DJHowells



Roger Inman left the meeting at 5.45pm

**6.4 Update on LEPs**

The report was received and **considered** by the members (minute book pages G321-G324).

The College has submitted its capital investment aspirations to the New Anglia Local Enterprise Partnership to expand its engineering capacity and brownfield site acquisition. We are hopeful that the funding will be made available in the next round of allocations.

**6.5 Update on EDF**

The report was received and **considered** by members (minute book pages G325-G326).

The College is keen to recognise all opportunities from the energy sector investment in the region. Two main areas that the College is currently looking at are: offshore wind and nuclear energy. The Principal has been invited to represent the Education Sector and is chairing the Skills Group and the Workforce Development Group within the Suffolk Energy Coast Delivery Board. Currently the Board is preparing for the EDF project at Sizewell C ready for the proposed start date in 2018/19. The Principal has attended a series of meetings in Somerset with EDF Hinkley to identify the skills needs, and opportunities for Suffolk colleges to take part and work with the Somerset project at Hinkley C.

**7 Annual Report and Accounts**

Section 7 of the agenda preceded section 4 to enable the Chair of the Audit and Risk Management Committee, K Golding, to present the Annual Report of the Committee, Annual Report of the Internal Auditors and Findings Report of the External Auditors before leaving the meeting at 3.00pm.

**7.1 Audit and Risk Management Committee Annual Report 2013/14**

The report was received and **considered** by the Corporation (minute book pages G327-G335).

The Chair of the Audit and Risk Management Committee presented the committee's annual report to the Corporation. The report details the audit and risk management activities in the year.

Although the Skills Funding Agency has removed the requirement to complete and submit the Financial Management Control Evaluations (FMCE) return the Committee has used this as a tool to benchmark itself against expected sector good practice. The assessment, linked to the paper, has determined that the evaluation provides a high level of confidence/assurance that the financial management and control arrangements of the College are effective. This is required to be signed by the Principal with the approval of the Corporation.

To conclude, in the opinion of the Committee, an effective internal control framework has been in place for the year which is based upon effective risk management, governance, control and efficiency, effectiveness and economy processes.

This opinion was challenged by members given the low satisfaction rating given to the auditors in a number of performance indicator areas in the questionnaire. The Chair of the Committee confirmed that this reflected the level of satisfaction

with the internal audit work in 2013/14 but that as a consequence it has been made clear that improvement in year 2014/15 is expected.

The Chair of the Committee recommended that the Corporation **approve** the Annual Report of the Audit and Risk Management Committee 2013/14 and for the Principal to sign the FMCE assessment. **Proposed** by K Golding and **seconded** by J Finn.

## **7.2 Annual Report of the Internal Auditors 2013/14**

The report was received and **considered** by members (minute book pages G336-G337)

In the opinion of the Internal Auditors for the 2013/14 academic year, management has taken or has planned appropriate and timely action to implement the recommendations arising from internal audit work in the year.

Six internal audits were completed; two resulted in significant assurance and four in reasonable assurance. A total of 22 recommendations were made: 5 medium and 17 low risk.

Overall the Internal Auditors are of the opinion that the College has adequate and effective risk management, governance, control and efficiency, effectiveness and economy processes in place to manage the achievement of the College's objectives.

The Joint Audit Code of Practice requires the Corporation to consider and **approve** the Annual Report of the Internal Auditors. Members **approved** the report. **Proposed** by K Golding and **seconded** by C Manning.

## **7.3 Financial Auditor's Findings report for the year ending 31 July 2014**

The report was received and **considered** by members (minute book page G338).

The College's external auditors have completed the audit for 2013/14 and their findings are confirmed in the report. This has been scrutinised and considered by the Audit and Risk Management Committee at the 25 November 2014 meeting, which confirmed an unqualified opinion.

The Audit and Risk Management Committee recommended to the Corporation that the audit findings report be **approved** and that the letters of representation for the financial statements and regularity audits be signed. The report was **approved** by the Corporation. **Proposed** by K Golding and **seconded** by S Gerber.

## **7.4 Annual Report and Financial Statements for the year ending 31 July 2014**

The report was received and **considered** by members (minute book page G339).

The Annual Report and Financial Statements for the year ending 31 July 2014 were considered by the Audit and Risk Management Committee at the meeting held on 25 November 2014 and subsequently by the Resources Committee at the meeting held on 26 November 2014. The accounts show a small surplus at the year-end although this is disappointing given a more substantial surplus forecast in May 2014.



The surplus achieved takes into account the £250K FRS17 pension adjustment and the College is still compliant with banking covenants. The balance sheet shows the net pension liability linked to the pension of £8.5m which has increased from £4.6m in the prior year, this is based on an actuarial review.

The bank covenants require the College to maintain a surplus on a three year rolling basis before FRS or exceptional adjustments. The current three year financial forecast has highlighted a risk of breach in this covenant in 2017 and the College management has been tasked with ensuring that this is avoided. Management of the potential covenant breach is monitored very closely by the College, Resources Committee and the Corporation. The Annual Report and Financial Accounts were **approved** by the Corporation. **Proposed** by S Clarke and **seconded** by C Manning. The Deputy Principal and his team were thanked for their contribution and hard work.

### 7.5 **Financial Regulations**

The report was received and **considered** by members (minute book pages G340-G342).

The Corporation received a report to summarise the changes proposed further to the annual review of the College Financial Regulations. The changes have been subject to scrutiny and approved by the Resources Committee at meetings held in October and November 2014. The Financial Regulations were **approved** by the Corporation. **Proposed** by S Clarke and **seconded** by A Maltpress.

## 8 **Information, Discussion and Decisions**

### 8.1 **Committee Chairs' Summary Reports (of meetings held since 17 July 2014)**

The report was received and **considered** by members (minute book pages G343-G349).

There were no additional comments or concerns arising from the summary report presented by the Chair of the Resources Committee.

It was noted that the change in governance arrangements to combine the Curriculum and Quality and Human Resources Committees to form the Standards and Excellence Committee is working well. The Chair of the Committee put forward the recommendation that a message of thanks to all staff from the Corporation is communicated. This will be actioned by the Chair of the Corporation.

RCarter

There were no additional comments or concerns arising from the summary report presented by the Audit and Risk Management Committee.

### 8.2 **2013/14 Safeguarding Annual Report and Minutes of 16 October meeting**

The report was received and **considered** by members (minute book page G350).

The 2013/14 Safeguarding Annual Report was shared with the Corporation for information. The report shows a year-on-year growth in demand for students accessing the College Welfare service. In particular, homelessness is an increasing issue for students and members asked whether partnerships could be developed with local Housing Associations to help with social housing. A Maltpress will forward contact details of a housing association with which he has connections.

AMaltpress

**8.3 2013/14 Health and Safety Annual report and minutes of 13 November meeting**

The report was received and **considered** by members (minute book page G351).

The Committee structure has been reorganised to lead health and safety management and empower staff to take responsibility for it. A member commented that a recent experience of the health and safety team had been particularly positive.

**8.4 Risk Management Update**

The report was received and **considered** by members (minute book pages G352-G356).

The Senior Management Team identified via PESTLE analysis the Political, Economic, Social, Technological, Legal and Environmental risks that may emerge and impact the College in 2014/15.

These have been cross referenced against the register for 2013/14 and transposed to create the Corporate Risk Register for 2014/15. An analysis of where risks have been removed or replaced is included in the report and also articulates a further review undertaken by the Senior Management Team in November 2014.

The register is arranged by residual overall risk rating showing that Maths and English conditional funding is the highest risk that the College is exposed to at this time.

**9 Governance**

The report was received and **considered** by members (minute book pages G357-G360).

**9.1 Register of Interests**

The Register of Governors' Interests has been updated. In accordance with the Instrument and Articles of Government all members are required to complete the register to confirm their continued eligibility to serve on the Board.

**9.2 Governance Documents**

**9.2.1 Committee Terms of Reference**

The Resources, Audit and Risk Management and Standards and Excellence Committees have reviewed their Terms of Reference. The linked document to the report indicates the changes agreed. These amendments together with agenda items 9.2.2 and 9.2.3 were **approved** by the Corporation en bloc. **Proposed** by A Gordon-Stables and **seconded** by J Finn.

**9.2.2. Standing Orders**

As a consequence of the changes to our governance arrangements with effect in this academic year the Clerk has conducted a thorough review of our governance documents and has developed a framework that encapsulates the new governance model. With the help and support of the Chair of the Corporation and A Gordon-Stables a careful and critical approach has been taken to develop the framework and suite of documents which includes comprehensive copies of the Standing Orders and Code of Conduct as well as incorporating links to substantive governance policies. **Proposed** by A Gordon-Stables and **seconded** by J Finn.

**9.2.3 Code of Conduct**

As documented in the above item the Code of Conduct was **approved. Proposed** by A Gordon-Stables and **seconded** by J Finn.

The Chair of the Corporation thanked A Gordon-Stables and the Clerk for their work on these documents.

**9.3 Governors' Conference**

The Governors' Conference will be held at the Bedford Lodge Hotel in Newmarket on Thursday 15 and Friday 16 January 2015. The focus is on developing a 10-year vision for the College. It will be facilitated by Beej Kaczmarczyk. Guest speakers, Julian Gravatt, AoC Assistant Chief Executive and Richard Lister, UCS Provost and Chief Executive will attend on day two.

**9.4 Corporation Self Evaluation Results**

The summary report details the results of the Corporation governance self-evaluation for 2013/14. A proposal will be put to the Corporation at its March meeting to conduct an external review of governance and Board effectiveness.

**10 Governors' Reports and Information**

**10.1 Representational Activities**

Governors have attended a range of activities in the academic year so far including the Ridgeon Awards for students at the Milburn Centre, UCS Graduation, the official opening of the Gateway building, Suffolk Skills Show in Ipswich, a NALEP sponsored Tourism in East Anglia event at Portcullis House, Westminster, the College Open Event, the Conservatoire EAST production of 'New York State of Mind', the AoC Annual Conference and networking opportunities to meet with parliamentary candidate Jo Churchill, the Chair and Principal of Suffolk New College, Suffolk One and Priory School.

A Maltpress left the meeting at 5.50pm

**10.2 Training, Development and Faculty Link Activities**

The College is hosting an ACER Quality and Standards for Governors – Assessing Teaching Learning and Inspection event. The session is to be held on Wednesday 28 January 2015 from 5.00pm to 7.30pm. A second event hosted by Oaklands College in St Albans covers Risk Assessment for Further Education Colleges. This event is to be held on Thursday 26 February 2015 from 5.00pm to 8.00pm. Members of the Audit and Risk Management Committee in particular are encouraged to attend. Governors should contact the Clerk to secure their place.

**11 Any other business**

The Chair of the Corporation confirmed that the Deputy Principal is to retire in June 2015. The recruitment process to appoint a Vice Principal, Finance and Resources is underway and an Extraordinary Corporation Meeting will be convened for Tuesday 27 January 2015 at 5.00pm for a one item agenda to receive and approve the recommendation of the appointments panel to recruit to the post. As a consequence the Standards and Excellence Committee meeting scheduled for the same date/time will be reconvened.

JBridges

JBridges

The Corporation asked to receive a copy of College Management Structure Charts to help members understand and appreciate the reorganisation in particular areas. The Clerk will circulate these electronically.

JBridges

It was noted that a revised AoC Code of Governance is under consultation. The Clerk will circulate the details and draft code to members. The Clerk is attending

an additional ACER Clerks' Network meeting which will feed into the consultation.

**12**    **Review of meeting**  
Nothing to report.

**Date of next meeting**

Extraordinary Corporation meeting – Tuesday 27 January 2015 at 5.00. Room TG1.16  
Corporation Meeting - Friday 20 March 2015 at 2.00pm. Room TG1.16

Meeting ended at 6.00pm