

Meeting: Part A Corporation Meeting

Date: 20 March 2018

Venue: G17, Bromley College, Rookery Lane campus

Present: Stephen Howlett (Chair), Frank Toop, Sam Parrett, Nicholas Bennett, Marek Michalski, Charles Yates, Katy Woolcott, Angela Hands, Kath Clarke, Alan Carey, David Eastgate, Penny Bance, JT, Barry Spencer, James Jefferies

In Attendance: Jon Allen (Clerk), Andrew Slade (Deputy Principal), John Hunt (Deputy Chief Executive Officer), Mary Herbert and Louise Wolsey (agenda item 9 only)

1	<p>Group Strategy Development Duncan Adams made available a presentation outlining the corporate branding of all the components that, taken together, form the London and South East Education Group (LSEEG).</p> <p>Sharon Wright led a session with governors on their strategic vision for LSEEG. The outcomes of the session are to be used to inform the agenda for the May Strategy Corporation meeting.</p>	
2	<p>Apologies for Absence and Chair's Opening Statement Apologies were received from Stephen Brain.</p> <p>Due to the length of the Part A agenda, the Chair confirmed the meeting must focus on the critical agenda items - these being agenda items 7-11. The other agenda items, although important, will be taken as read unless governors have points to raise. The expectation is that governors have read the papers and authors will, therefore, only provide a high level summary with governors being invited to ask questions, and to seek assurances, where required.</p> <p>The Chair confirmed two governor resignations. The first resignation was from Daniel Goodwin in January due to his family situation. Although only with the Corporation for a short while, the Chair placed on record the Corporation's thanks to Daniel for his contribution.</p> <p>Frank Toop has announced his departure from the Corporation at the end of April. The Chair confirmed that farewell thanks to Frank will be expressed at the end of the meeting.</p> <p>The Chair, on behalf of the Corporation, congratulated Andrew Slade on his appointment as Campus Principal with the South Thames College Group.</p>	
3	<p>Declarations of interest Katy Woolcott declared an interest against agenda 10 (London Aerospace College/Biggin Hill), and it was confirmed Katy would withdraw from this agenda item. The Clerk confirmed that papers for this agenda item had not been issued to Katy.</p> <p>There were no other declared interests against any of the agenda items.</p>	

4	<p>Minutes of the last Meeting Held 04 December 2017 These were approved as an accurate record of the meeting.</p>	
5	<p>Action Log Updates were received on each of the four outstanding action points from the previous meeting and it was agreed that all the action points had been addressed.</p>	
6	<p>Chair's Action The Corporation noted the decision taken under 'Chair's Action' to give approval for the College to enter into the Funding Agreement with the GLA for the Skills for London Small Projects and Equipment Fund.</p>	
7	<p>Principal's Report The report from the Principal was received.</p> <p>In terms of issues arising, the following points were noted:</p> <ul style="list-style-type: none"> ➤ <u>Poor Apprenticeship take-up nationally:</u> The issues with non-participation by employer levy payers, as well as the reductions in non-levy starts, and the College's mixed success in securing levy contracts, were discussed at the recent meeting of the Curriculum and Standards Committee and governors were referred to agenda item 19. ➤ <u>Increase in mental health funding:</u> The green paper on "transforming children and young people's mental health provision in England" was recently published along with details of additional funding for mental health. This is good news for colleges as there continues to be a rise in safeguarding referrals in conjunction with the number of students declaring mental health conditions at application and during their study programmes. ➤ <u>Funding for 16-18 year olds 2018/19:</u> Disappointingly, the DfE has ruled out an increase in funding for 16-18 year olds for 2018/19. Funding rates per full-time student remains £4000 for 16-17 and £3300 for 18 year olds. The need for additional funding was further reinforced by FE Commissioner, Richard Atkins, who stated during a Parliamentary select committee hearing that the difference between HE and FE funding was "unfair". ➤ <u>School League Tables:</u> The school league tables released at the end of January were of major concern for the College and, in particular, the use of "Progress 8" as the main judgment as to how schools were assessed. This not only raised some schools higher on the list than other schools, which had performed better in every category, but it is unfair to judge colleges this way. Progress 8 measures how much progress pupils at this school made between the end of key stage 2 and the end of key stage 4, based on results in up to 8 qualifications. Considering that 14-16 FE provision is different to mainstream education, and most students typically join at the beginning of KS4, it is considered nonsensical to compare FE colleges and schools using the same system. 	

	<p>In response, LSEC immediately contacted ministers and published articles expressing concerns about Progress 8 and the unfairness as to judging colleges under the same criteria as schools. In reality, there is great student success at LSEC, with ninety-nine per cent of year 11 students achieving an English qualification and 97 per cent a maths qualification alongside their vocational programme. All successfully progressed into employment, further education or training.</p> <p>It was RESOLVED to note the Principal's Report.</p>	
<p>8</p>	<p>Performance Scorecard Exceptions Report and Annual Operating Statement Update</p> <p>The report provided a commentary on progress against key performance indicators as shown in the LSEC Performance Scorecard.</p> <p>Governors welcomed the inclusion in the scorecard as to the use of a trend line to show trends in year. It was AGREED that further work is required to report on how in-year trends compare against previous years.</p> <p>It was noted that the only 'Red' assessments were those reported against financial KPIs in 'Goal 3 - Investing in Excellence' and that these were discussed in detail at the recent meeting of the Finance Committee held in February. Governors were referred to the minutes of the Finance Committee - agenda item 18. Since the Finance Committee meeting, it was reported there has been a further £1m improvement in the year-end forecast due to a reduction in payments to subcontractors.</p> <p>Overall classroom attendance is currently at 83.5%. The attendance of 16-18 overall is 0.7% above target and 2.7% above last year. Adult attendance is at 82.9%, which is above last year but below target. It is expected that all attendance targets will be achieved by the end of the year.</p> <p>Attendance at English and maths continues to improve. 16-18 attendance at English and maths is currently 76.1%, 10% above last year. The additional English and maths sessions in the Hubs are not included within this data, which shows a significant increase on the previous year. Attendance at both FS English and maths exams for learners on Study Programmes in February was approximately 95%. This is a significant improvement on the previous year where, at this point last year, approximately only 30% sat the exam.</p> <p>The current indicators for predicted achievement data, such as retention, show that the College is in-line or above the previous year. Currently, the Quality Performance Review 3 process is gathering the data, cross-referencing and analysing it, to firm up the predicted achievement rates for the end of year.</p> <p>It was reported that there is additional scrutiny being undertaken for one of the College's sub-contractors who delivers a significant volume of 16-18 learners that are part of a number of football academies.</p> <p>During a recent Quality Review, significant concerns were identified at</p>	<p style="text-align: center;">SP</p>

	<p>some of their locations. This provider has been moved into the Intensive Care Process (ICP) and the Quality Team and English and Maths Teams have been rigorously working with them, carrying out quality interventions and giving them support. There has been some progress, however the teams require rapid improvement over the next three months to ensure their results do not drop and that they maximise their achievement rates.</p> <p>It was reported, and welcomed, that already 50% of learners registered to take Functional Skill exams had already passed their examinations, a significant improvement on the previous year.</p> <p>The interim FE student satisfaction survey, based on the FE Choices survey questions, was carried out in December 2017, and showed that the learning experience had improved compared with the FE Choices results last year, which were at 77.1%. All areas on the same questions as the FE Choices survey are above 83%, with the vast majority of responses in the 90s or high 80 percentage point range. A key area below 90%, where there is now greater focus, is "I get feedback which helps me improve". This can be attributed primarily to the Orpington Campus Business area, and management actions have been taken including performance management. There have also been additional Quality Team interventions, especially on target setting and feedback in this area. The other area slightly below 90% is "My teachers challenge me to do my best", which is across Bromley, Orpington and Bexley Campuses, where further work is being undertaken by teams, particularly those with higher numbers of adult learners whose response to this question was less positive than 16-18 year olds.</p> <p>The National Student Survey (NSS) for Higher Education students went live in January for learners completing their final year. Currently, there has been an 83% response rate, significantly above the 60% in 2016-17 and above the national rate. The first year students, who are not in scope for NSS, are completing a similar internal survey at the same time in order for the College to obtain valuable feedback on their experience in order that improvements may be made.</p> <p>It was RESOLVED to note the report and Performance Scorecard.</p>	
<p>9</p>	<p>London Aerospace Technology College <i>(Katy Woolcott withdrew from this agenda item)</i></p> <p>Following the Corporation's 'in-principle' agreement to proceed with the project, the Corporation received a further progress update. Made available was the report that went to the Strategy Group on 02 March 2018, along with the financial appendices. It was confirmed these documents are provided as a follow up to the email requests for the financial pro-forma, following the decision to support the signing of the GLA Funding Contract and the agreement to proceed with best endeavors to find the remainder of the funding.</p> <p>It was confirmed a final business case would be provided once provision has been made for all costs and risks.</p> <p>In terms of the business case, it was AGREED for the business case to</p>	

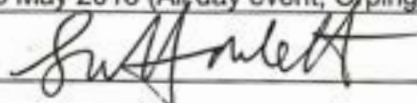
	<p>cover the strategic context for the proposal and financial modeling, covering both the worse-case scenario and the best-case scenario.</p> <p><i>(Katy Woolcott returned to the meeting at the conclusion of this agenda item).</i></p>	
10	<p>Havering College Proposal Update The Corporation received the submission proposal that was submitted for LSEC to be the strategic partner for Havering College.</p> <p>An update was made available on the presentation/interview attended by the Executive, and of the decision taken by the Corporation of Havering College to seek further information from each of the possible strategic partners and for a further meeting of the Havering Corporation to take place where a final decision is expected to be made.</p> <p>It was AGREED to inform governors by email as to the outcomes of the Havering Corporation meeting.</p> <p><i>(The CEO/Principal left the meeting at this point)</i></p>	JA
11	<p>Governance Review Report & Terms of Reference for the Group Board The Governance Review Report authored by Janice Shiner, and legal advice and proposed terms of reference for the Group Board that were drafted by the College's solicitor, Julian Blake (Bates Wells Braithwaite), were received.</p> <p>The Corporation is asked to:</p> <ul style="list-style-type: none"> (i) Accept and approve the recommendations proposed in the Governance Review Report; (ii) Note the legal review conducted and to approve the Terms of Reference for the Group Board; (iii) Delegate to the Chair and Clerk to finalise the proposed membership of the Group Board, the College Board, the LSEAT Board, and the LSfG Board, and the various sub-committees to support the work of the Boards and to inform governors accordingly; (iv) Confirm the date for the commencement of the new governance structure and membership; (v) Receive, at the May Corporation meeting, for approval: <ul style="list-style-type: none"> ➢ Confirmed governance membership; and ➢ Scheme of Delegation covering the decision-making process for the Group Board and the Independent Boards within the Group structure <p>There took place a thorough discussion on both the Governance Review Report and the legal advice received, and it was RESOLVED:</p> <ul style="list-style-type: none"> (i) To approve the recommendations proposed in the Governance Review Report, with the addition that there be in place a Group Finance Committee, over and above the recommended sub-committees; (ii) To seek further legal advice on whether the governance proposals for the Group are in breach of either the Trust's Articles of Association and/or the Trust's Funding Agreement, and whether there is a need to get approval from the 	

	<p>Department of Education and the Regional Schools Commissioner;</p> <p>(iii) To make available the legal advice received by including this as an addendum to the minutes;</p> <p>(iv) Subject to receipt of positive legal advice, to approve the Terms of Reference for the Group Board; and</p> <p>(v) Subject to receipt of positive legal advice, to commence the new governance structure and membership from 01 August 2018.</p>	
<p>12</p>	<p>Mid-Year Safeguarding Report</p> <p>An annual report is presented at the full Corporation meeting in the autumn each year and a mid-year report is considered in the spring term. The report covered the period 01 August 2017 to 16 February 2018. It was confirmed the report served two purposes:</p> <ul style="list-style-type: none"> ➤ To enable Governors to monitor compliance with the College's statutory/legal responsibilities with regard to Safeguarding and to identify areas for development ➤ To enable the Principal and Senior Leadership Team to monitor and address, where necessary, any Safeguarding concerns <p>This year's total of cases to date indicated that over the whole of 2017/18 the volume of activity is likely to reach, or exceed, that of 2016/17, which was itself high, compared to previous years. The most significant trends indicated by the data were confirmed as follows:</p> <ul style="list-style-type: none"> ➤ Higher levels of disclosure by males is a continuing trend. ➤ Under 16's, as a proportion of the total, is declining as the 14-16 School at the Bromley site is phased out (no year 10 recruited in September 2017). ➤ The spread across the ethnicity categories is largely spread, as last year, but with a small movement away from white categories compared with the previous two years. ➤ There is an increase in the volume and percentage of cases arising at Bexley Campuses in response to changes in the recording and reporting culture. ➤ Mental health is again the most significant single category of concern. <p>It was confirmed there have been no allegations against any member of staff in the period covered by the mid-year report.</p> <p>An anonymous complaint, relating to levels of support staffing and training in the Nido Volans Centre at the Bromley campus, was sent to the local authority in January 2018 and copied to Ofsted. It is almost certain that this was from the same source as a previous anonymous complaint received in November 2017 covering the same issues. On both occasions, the matter was thoroughly investigated, including reports produced by two external agencies who found that the complaints had no substance. The College made a formal response to the Bromley LADO (Local Authority Designated Officer) and, via the LADO, to Ofsted. Nothing further has been received from either Bromley LADO or Ofsted.</p> <p>It was RESOLVED to note the report.</p>	

13	<p>Tuition Fee Policy 2018/19</p> <p>The following was proposed in the Fee Policy for 2018/19:</p> <ul style="list-style-type: none"> i) FE tuition fees to remain at 2017/18 level with the same basis for calculating fees; ii) Advanced Learning Loan provision to be charged at appropriate SFA matrix rates; iii) HE tuition fee increase of up to 3% for 2018/19 as appropriate for each course; iv) International fees as listed in Table 2 of the Fee Policy. <p>It was RESOLVED to approve the 'Tuition Fee Policy 2018/19'.</p>	
14	<p>Health & Safety Annual Report</p> <p>The Annual Health and Safety Report for 2016/17 provided a summary of the work of the health and safety team over the year, the further improvements which have been made, and planned work for the future.</p> <p>The report also provided details of some accident statistics and has been considered by the Health and Safety Committee. Although the report does not reveal any major concerns, health and safety is subject to continuous improvement in order to ensure the College environment is safe for students, staff and visitors.</p> <p>The report was NOTED.</p>	
15	<p>Minutes of Strategy Group meetings dated 17 January and 02 March 2018</p> <p>The minutes were received and were NOTED.</p> <p>It was RESOLVED to approve the recommendation in the minutes of the meeting held 02 March to extend the scope of the Group to cover property and to rename the Group the 'Strategy & Property Group'.</p> <p>In agreeing to this recommendation, it was noted that this would only apply to the period up to when the new governance structure is in place, as the proposed Group Board will have sole responsibility for Group strategy and property matters.</p>	
16	<p>Minutes of the Audit Committee meetings held on 06 March 2018 including Risk Management</p> <p>The minutes of the Audit Committee meeting held 06 March 2018 were received and were duly NOTED.</p>	
17	<p>General Data Protection Regulation Briefing (GDPR)</p> <p>The purpose of the report was to make available to governors an overview on the imminent changes to data protection legislation with the enforcement of the EU General Data Protection Regulation on 25 May 2018.</p> <p>This important change to the principles and aims of data protection legislation will give control of personal data back to individuals, as well as</p>	

	<p>to simplify the regulatory environment for data subjects within the EU, and will impact on the type of data, the ways and methods it is collected, processed, stored, shared, circulated and the reuse of personal data of any description.</p> <p>A core element of the College's business is to use and process personal data and information. As a result of this, a number of business areas are impacted by GDPR.</p> <p>The report provided details of the activities underway to review, analyse and act on the implications and consequences of GDPR, to ensure the College is fully compliant and to mitigate the risk against financial and reputational damage.</p> <p>The report confirmed the proposal for a nominated governor to be invited to sit on the newly formed LSEC GDPR Committee. The staff governor, Barry Spencer, volunteered to be the nominated governor and this was AGREED.</p> <p>It was noted, and welcomed, that the internal auditors will be conducting an audit in May on the College's compliance and readiness for GDPR, and that the outcomes of the audit would be reported to the Audit Committee and, through the Audit Committee minutes, to the Corporation.</p> <p>The report was NOTED.</p>	Audit Committee
18	<p>Minutes of the Finance Committee held on 08 February 2018 The minutes of the Finance Committee held on 08 February 2018, and the finance report that was considered by the Committee, were received and were NOTED.</p>	
19	<p>Minutes of the Curriculum & Quality Committee meeting held on 06 February 2018 The minutes of the Curriculum & Quality Committee meeting held on 06 February 2018 were received and were NOTED.</p>	
20	<p>Use of College Seal The record log confirming the use of the College Seal since the last Board meeting was duly NOTED.</p>	
21	<p>Any other Business As this was the last meeting to be attended by Frank Toop, the Chair placed on record sincere thanks to Frank for his years of service to LSEC, Bromley College and, prior to that, Orpington College. To mark his service, a card with gifts was presented to Frank.</p>	
22	<p>Date of Next Meeting Tuesday 15 May 2018 (All day event, Orpington Campus)</p>	

Signature of Chair: _____



Date: _____

15/5/18

Addendum to the minutes:

Legal advice on any implications on the Trust with the proposed new Group governance structure

The Clerk sent the following email to Julian Blake, Partner, Social Enterprise, Charity, Public Services and Education, Bates Wells Braithwaite.

From: Jon Allen [<mailto:jonallen777@me.com>]

Sent: 27 March 2018 08:55

To: Julian Blake

Subject: Legal advice on any implications on the Trust with the proposed new Group governance structure

Dear Julian

The Chair of the Trust has asked for clarification on whether our governance proposals for the Group are in breach of either the Trust's Articles of Association and/or the Trust's Funding Agreement, and whether we need to get approval from the Department of Education (to whom Trusts are ultimately accountable to) and the Regional Schools Commissioner.

Obviously FE Corporations have more flexibility to change their Instrument & Articles, but it is my understanding that any changes proposed to the Trust's Articles, need to be approved by the Department.

Members are responsible for appointing Trustees - so would 'Members' have to be members of the proposed Group Search Committee and, if so, would we have to record Members appointment decisions separately to other appointments.

Article of Association, Clause 105, states the following:

The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office. Any such delegation shall be made in writing or recorded as a decision of a meeting and subject to any conditions the Trustees may impose, and may be revoked or altered by the Trustees.

So I am assuming that we can ask Trustees to delegate their powers to the proposed new Group Board as this can be seen as a committee of the Trust once the Trust have signed the Terms of Reference for the Group Board.

Thanks

Jon

Julian's email reply:

From: Julian Blake <J.Blake@bwblp.com>
Date: 27 March 2018 at 10:58:52 BST
To: 'Jon Allen' <jonallen777@me.com>
Cc: 'Janice Shiner' <janice@janiceshiner.com>
Subject: RE: Advice - Group Delegation Arrangements [BWB-LLP.FID2049957]

Jon,

Thank you for your email.

The drafting, as we discussed, provides a delegation scheme intended to maximise delegation, across the three connected institutions, to the common Group Board. That is an unusual, but a creative/refined, response to the issues presented in Janice's report. Regulators may need the concept explained, but, in principle, do not need to be consulted.

There is no proposed change to the Trust's Articles, as the concept is that the Group Board will be delegated responsibility to the maximum permissible effect. A delegation clause could be amended to extend that effect if that were considered desirable, but the Trust's delegation clause, in Article 105 is already broad.

There is no breach of the Funding Agreement as long as the maximised delegation, in practical implementation, also works within the constraints of the Funding Agreement conditions. So those conditions certainly need close review.

The Members of the Trust (essentially nominees of the College) appoint the Trustees by Ordinary Resolution, so the matter is technically non-delegable. Within the delegation scheme, therefore, the Group Board would make recommendations to the Trust Members about appointments, or recognising the normal Trust process, the Group Board would make recommendations to the Trust Board, which would make recommendations to the Trust Members. The Trust Board function of considering appropriate appointees is potentially delegable to the Group Board, so potentially compressing a three stage technical process into a two stage technical process. This means the Group Board could, by delegation from the Trust, serve as, or organise by sub-delegation, a Trust Search Committee, which could also generally operate as a Group Search Committee.

You are correct that the broad power of delegation in Article 105 of the Trust's Articles is the basis upon which Trust matters may be delegated to the Group Board, within the overall scheme and Articles 105-106 expressly require for some of the documentary record keeping I was describing as being essential to making the overall scheme work.

With best wishes,

Julian

Julian Blake
Partner
Social Enterprise, Charity, Public Services and Education

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