

# MINUTES

Minutes of a meeting of the Corporation of Yeovil College  
Held on Wednesday 08 July 2009 at 5pm  
In Hollands House Boardroom, Yeovil College

**Members:** \*Tony Allum; \*Douglas Beazer; Jane Bell; \*Guy Eccles; \*Derek Esp; \*Dave Gladding; Derrick Goddard; \*James Hampton [Principal]; Jonathan Higman; \*Linda Jones [Chair]; Jo Roundell Greene; \* Declan Lash (*part meeting*); \*Scott Roy; Tim Sweeney [Vice-Chair]; \*Paul Taylor; Peter Thomas  
**[Quorum = 7]**

**In attendance:** \*Paul Bowe [Vice Principal Resources]; Paula Brown [Head of HR]; \*Lily Garth [Clerk]; \*Jayne Lewis [Vice Principal Participation, Development & UCY]; \*Cliff Shaw [Vice Principal Learning & Quality]

*\* Indicates actual presence at this meeting*

1.	<p><b>DECLARATION OF INTERESTS</b></p> <p>None declared.</p>	
2.	<p><b>APOLOGIES</b></p> <p>Apologies for absence were received from Members Jonathan Higman, Jo Roundell Greene and Peter Thomas, and from Head of HR Paula Brown. Student Governor designate Declan Lash apologised for having to leave the meeting early.</p>	
3.	<p><b>MINUTES OF THE CORPORATION MEETINGS HELD ON 04 MARCH &amp; 25 MARCH 2009</b></p> <p>The Corporation AGREED the public minutes as a correct record and APPROVED them for website publication. They were signed by the Corporation Chair. Strictly confidential minutes would be considered later in the meeting.</p>	
4.	<p><b>MATTERS ARISING FROM THE MINUTES</b></p> <p>The action and query sheet was reviewed and noted. <b>An updated version of the sheet shall be distributed to Members with these minutes.</b></p>	
5.	<p><b>APPOINTMENT OF A NEW GOVERNOR</b></p> <p>Further to the resignation of Grace Drayton and the fact that Jay Spencer had left the College, the Student Union had nominated a new representative, the Corporation APPROVED the appointment of Declan Lash as Student Governor for the period 08 July 2009 to 31 July 2010. Declan was then welcomed to the meeting. <b>It was noted that a second Student Governor would be elected in the Autumn term.</b></p>	<b>Student Union</b>
6.	<p><b>CHAIR'S REPORT</b></p> <p><u><b>Awayday Discussions</b></u> Although many Members had been able to participate in the event, Linda Jones formally updated the Corporation on the discussions which had taken place at the Awayday on 29 June. The Corporation noted that in addition to group activities with the Senior Leadership Team (SLT) surrounding the College Strategic Plans and the style and content of</p>	

reporting at future Corporation meetings, Governors had taken the opportunity to debate the Corporation Review without the Principal or any other members of SLT present. The informal notes on this would be available to all Governors. The outcomes of the day in relation to recommendations for a revised Committee structure would be dealt with under Item 10.

#### **Machinery of Government**

Linda also updated the Corporation on the progress of the latest Machinery of Government changes, some of which had been discussed at a recent regional Association of Colleges (AoC) meeting of Principals and Chairs. The Corporation noted that the successor bodies to the Learning and Skills Council (LSC) would employ more staff than the LSC currently did, and expressed discontent with the additional pressure it was surmised this would place on public funds.

#### **Restructure – Unions’ response and Corporation follow-up**

It was noted that the Unions (which represented a minority of College staff) had passed a vote of No Confidence in the SLT following the recent management restructure. Subsequently, the Corporation Chair and Vice Chair had met with Union representatives (without the SLT present) and had listened to the reasons for the vote. The Chair and Vice Chair had re-confirmed the Corporation’s support of the SLT in respect of the restructure, and stated that the effectiveness of the new management arrangements in delivering the College’s Strategy would be monitored by the Corporation. It was noted that no other action was requested by the Union. As an added sign of assurance, the Corporation formally endorsed the actions taken by the Chair and Vice Chair in this matter.

#### **Governors’ Year Card**

The Corporation AGREED to adopt the draft Year Card which Staff Governor Douglas Beazer had suggested, accepting the potential issues with version confusion as changes arose during the course of the year. A September 2009 version would be distributed to Governors at the beginning of the Autumn term.

7.

#### **PRINCIPAL’S REPORT and STRATEGIC & DEVELOPMENT PLANS**

The Corporation noted the Principal’s report (which included Key Performance Indicators – also now referred to as Critical Success Factors) which had been the subject of an in-depth discussion at the 29 June Awayday. Some of the positive comments made at the last Corporation meeting about the improvement in style and content were revisited. Governors were content that the Chair and Vice Chair would assist the Principal in further refinement of the Report over the Summer, and those Governors who had extra input would communicate their ideas via the Vice Chair in the first instance. Reference was made to the Autumn 2008 Ofsted comments regarding how Governors could demonstrate their contribution to the College and in particular to the setting and monitoring of targets – and the Corporation’s commitment to fully proving the tangible and beneficial nature of its work.

[N.B. Regulatory requirements which would need to be included in the Principal’s Report were also discussed when the draft Corporation Work Programme was later approved in principle under **Item 10**]

The above discussions naturally overlapped with the consideration of the Strategy. The Corporation reviewed the revisions to the Plans which SLT had made on the basis of Governors’ advice at the Awayday. The Corporation then APPROVED\*:

- the final sign-off of the completed Development Plan 2008/09
- the Strategic Plan 2009-2012
- the Development Plan 2009/10

\* This approval was linked with the Budget 2009/10 and the 3 Year Financial Forecast covered under **Item 11**.

*[Declan Lash left the meeting.]*

**8. ANNUAL REPORT(S) ON SAFEGUARDING CHILDREN 2008/09**

The Corporation considered the draft reports on this item, one of which was a legal requirement of the Local Safeguarding Children Board (LSCB), and one of which was an internal report to assist Governors in ensuring that the College had effective child/learner protection policies in place. The Corporation was satisfied with both these reports.

Because the report for the LSCB had to cover the period up to 31 August 2009, the Corporation DELEGATED final signoff/approval of this item to the Learner Protection Governor Paul Taylor.

*[Angela Coward left the meeting.]*

**9. POLICIES, REGULATIONS ETC.**

After consideration, the Corporation APPROVED the following policies without contention:

- a. Respect at College
- b. Mental Health
- c. Learner Disciplinary Code

The Corporation also received and APPROVED the new Student Constitution which had been agreed by the Student Union and was confirmed by the Vice Principal Resources as consistent with any related requirements in the Financial Regulations.

The progress of the revised Discipline and Grievance Policies (which were still undergoing Union consultation) was noted.

**10. CODE OF CONDUCT, STANDING ORDERS, TERMS OF REFERENCE, WORK PROGRAMMES and CORPORATION DATES FOR 2009/10**

With appropriate reference to Corporation Review discussions, and with the DELEGATION of minor amendments to the Clerk, the Corporation APPROVED the following in accord with the Clerk's paper:

- The 2008 Corporation Code of Conduct
- The 2008 Corporation Standing Orders
- The 2008 Terms of Reference of the Remuneration Committee (with the additional decision-making power delegated by the Corporation on 25 March 2009)
- The revised 2009 Terms of Reference and Work Programmes for the Audit and Search Committees

The Corporation then expanded on its previous Corporation Review debates. It revisited various inter-related comments from Ofsted, PFA and Auditors, regarding:

- the effectiveness and efficiency of the current structure of the Corporation and its Committees
- the desire to improve (and demonstrate the improvement of) the Corporation's ability to challenge SLT on strategic direction (with particular reference to key target setting and monitoring)

A consensus was reached that the current structure of the Corporation and its Committees was no longer working as effectively as it once had and that the College's Strategy would be better served by a simpler structure in which the Corporation was supported only by:

- an Audit Committee responsible for the integrity of the Corporation's financial statements and performance with a consequent oversight of the college's internal controls and risk management, based upon the Terms of Reference and Work Programme approved today
- a Search Committee responsible for the membership of the Corporation and other items as agreed in the Terms of Reference and Work Programme approved today
- a Remuneration Committee responsible for the Corporation's delegable duties to SPH and the Clerk as agreed in the 2008 Terms of Reference (with March 2009 revision as noted above).

All other policy, strategic and performance questions would be considered by the Corporation as a whole, thereby demonstrating the concept of a unitary Board with collective decision-making powers and collective Corporation responsibilities.

For the reasons stated above (more information on which had been recorded in Review and Awayday notes), the Corporation formally APPROVED this new structure and related meeting dates for 2009/10, and in so-doing ABOLISHED the following Committees:

- Learning and Quality
- Participation and Development
- Resources

The Corporation also APPROVED in principle the draft Corporation Work Programme 2009/10 noting the caveats in the Clerk's paper, in particular that although certain Key Performance Indicators (KPIs)/Critical Success Factors (CSFs) were listed individually in the Programme, the aim was likely to be that they were incorporated into the regular Principal's Report (as discussed under **Item 7**). It was further noted that the regulator would still require the Corporation (for example through the Financial Management Control Evaluation appendix) to make individual reference to where these items had been covered in Corporation minutes and supporting paper(s) throughout the year.

11.

## **COMMITTEES: ITEMS REQUIRING APPROVAL**

### **Audit – Appointment of Auditors**

On the recommendation of Audit Committee, the Corporation APPROVED the appointment of Tenon as the External (Financial Statements) Auditors for an initial three year period (subject to an annual performance review by the Audit Committee on behalf of the Corporation), commencing with the audit of the 2008/09 financial statements, with an option for the College to extend the contract by a further two years. The Corporation also formally RATIFIED the re-appointment of RSM Bentley Jennison as the Internal Auditors for 2009/10.

### **Resources - Budget 09/10 and 3 Year Financial Forecast**

With reference to **Item 7** and to the budget workshop discussions (to which all Governors had been invited) which took place at the Resources Committee on 29 June, and that Committee's subsequent recommendation, the Corporation considered the draft Budget and 3 Year Financial Forecast. Although the main content of these documents was complete, a couple of minor points required final clarification with

Linda Jones/

the LSC. **The Corporation APPROVED these items in their current form, and DELEGATED final approval of the outstanding matters to 3 Governors: the Corporation Chair, the Corporation Vice Chair and the Audit Committee Chair** on the condition that if any of these 3 Governors were concerned with the impact of changes in the final versions, a special Corporation meeting would be called to address this.

Tim Sweeney  
/Paul Taylor

#### **Search - Various**

After considering the recommendations of the Search Committee, the Corporation APPROVED:

- The **self assessment** arrangements as detailed in the Clerk's paper
- The **staff election** arrangements as recorded in the Search Committee paper and minutes of 03 June 2009
- The **reappointments** of the following Governors:
  - a. Tony Allum ( for a further 1 year)
  - b. Jonathan Higman (for a further 4 years)
  - c. Jo Roundell Greene (for a further 2 years)Each of the additional terms would begin at the respective end-dates of each Governor's current term of office.

12.

#### **COMMITTEES: OTHER KEY ITEMS**

The Corporation reviewed the draft minutes of the following Committee meetings and noted the key business covered therein:

- Audit 01 June 2009
- Learning & Quality 01 July 2009
- Participation & Development 03 June 2009
- Resources 29 June 2009
- Search 03 June 2009

#### **Approval of Minutes – L&Q, P&D and Resources Committees**

Because the Learning & Quality, Participation & Development and Resources Committees had now been dissolved, their draft minutes could not be approved at the next Committee meetings. The Corporation therefore **AGREED that the Chair of each Committee could approve the respective minutes** (noting the reason and extent of the approval) thereby permitting the release of non-confidential matters to the public.

Chairs &  
Clerk

#### **Co-Opted Members**

The Corporation considered the valuable contribution made by the Co-Opted Members of the abolished Committees. Referring back to past Search Committee comments and the desire to further strengthen the Audit approach in the new structure, the Corporation APPROVED:

- Subject to his accepting such an offer, Paul Clowes' appointment as a Co-Opted member of the Audit Committee with immediate effect for an initial period of 2 years

The Chair would contact the other Co-Opted Committee Members affected to thank them for their work and inform them of the Corporation's decision to restructure. If subsequently the Search Committee felt that any of these persons would be suitable for Co-Option onto the remaining Committees, or for appointment as a full Governor when a vacancy arose, this would be reported to Corporation.

Linda Jones

13.

#### **GOVERNOR PARTICIPATION**

The Corporation noted the success of the Yeovil College Bursary Foundation event which had taken place on 19 June and had been reported in News in 90 and in the local press.

Link Governor Scheme

The Corporation was pleased to note that the beneficial Link Governor scheme was continuing. The Clerk would distribute to all Governors a feedback sheet for completion where appropriate.

**14. ANY OTHER BUSINESS**

Noted as none.

**15. DATE OF NEXT MEETING:**

Noted as **5pm-7pm Wednesday 14 October 2009**

*The section of the meeting closed at 6.50pm. Staff (other than the Principal) then withdrew. Quoracy was maintained. The next section of the meeting took place in Strictly Confidential Session, however, during the discussion the Corporation AGREED that on this occasion the discussions which took place and the related minutes (subject to approval in October 2009 from which Staff and Students did not need to be excluded) did not warrant any Confidential classification.*

**16. STRICTLY CONFIDENTIAL MINUTES OF 25 MARCH  
– APPROVAL & MATTERS ARISING**

The Corporation APPROVED these minutes as a correct record.

Referring ahead to Item 18, the Corporation DECIDED that all of the Corporation's strictly confidential minutes from 2008/09 were now suitable for public release and publication on the website. (This decision did not extend to any remaining confidential minutes of Corporation Committees).

**17. STRICTLY CONFIDENTIAL  
REMUNERATION COMMITTEE BUSINESS**

The Corporation considered and APPROVED the recommendations made by the Remuneration Committee (as detailed in the draft strictly confidential Committee minutes of 01 July 2009).

**18. CONFIDENTIAL ITEMS ANNUAL REVIEW 2008/09**

The Committee reviewed its confidential papers and minutes, and were content that the stated classifications/timescales for confidentiality were still appropriate. The review paper itself (and appendix) were confirmed as public documents. **The Clerk would update the list accordingly and carry the confidential items forward to 2009/10.**

*The meeting closed at 7.05pm*

Lily Garth

APPROVED 14 OCTOBER 2009