

**Minutes of a Meeting of
the Corporation**

on Monday 2 July 2018 at 5.30pm in Room C5

Members in Attendance: Barbara Barratt (Vice-chair), Jonathan Langdon (Vice-chair/Foundation Governor), John Abbott (Principal), Guy Adams (Foundation Governor), Lee Ballard (Staff Governor), Sasha Burns, David Griffin, Ann Helsby, Nicola Reid, Mary Tighe (Foundation Governor) and David Tomaney (Parent Governor).

Also in Attendance: Colin Barnard (Assistant Principal-Student Support), Joe Bennett (AP-English, Science and Mathematics), Xanne Blythe (Clerk), Emma Fielding (Deputy Principal Designate), Becky Flower (AP-Humanities and Social Sciences), Saffron Lee (AP-Business and Creative Industries), Paul Lonsdale (Vice Principal-Finance), Martyn Owen (Deputy Principal: Curriculum & Quality), Ruth Walmsley (HR Director) and Liz Williams (Director of Marketing, Admissions & International).

Action

The Vice-chair Jonathan Langdon presided at the meeting and welcomed Emma Fielding as the Deputy Principal Designate and congratulated Lee Ballard on recently becoming a father.

The Vice-chair thanked Asiya Andrews (Staff Governor) on behalf of the Corporation as her four-year term of office was coming to an end in July 2018. Flowers had been forwarded with grateful thanks.

Min **Apologies for Absence (agenda item 1.1)**

COR

75

Apologies for absence were received from Asiya Andrews (Staff Governor), Duncan Alexander (Chair), Pat Flaherty, Stephen Haydock, Moira Reynolds (Parent Governor) and Karuna Tharmananthar.

COR **Declarations of Interest by Governors (agenda item 1.2)**

76

Jonathan Langdon, Guy Adams, David Griffin and John Abbott declared an interest under agenda item 3.2 entitled 'RHC Budget 2018-19 and Forecast for 2019-10', in connection with their links to the Richard Huish Trust.

The Clerk advised that the conflicted Governors would not be counted as the quorum for agenda item 3.2 and this would render the meeting inquorate. The meeting agreed to adjourn the meeting to discuss the budget informally and then reconvene. The RHC Budget 2018-19 and Forecast 2019-20 report would be circulated to all Governors for an electronic approval, conflicted Governors would be unable to vote.

COR **Minutes of the Previous Meeting and Matters Arising (agenda item 1.3)**

77

All actions recorded in the matters arising report were noted.

RESOLVED: that the minutes of the Corporation meeting dated 21 May 2018 be agreed and signed as an accurate record.

COR **Deputy Principal Designate - Presentation (agenda item 2.1)**

78

The Deputy Principal Designate (DPD) gave a presentation entitled 'Moving teaching, learning and

assessment beyond outstanding', which had been previously presented during her interview. The presentation gave an overview of the DPD's background, exceptional teaching, learning and assessment, joint practice development, partnership and innovation.

In response to Governors' questions, the Deputy Principal Designate explained that staff were cultural architects and the challenge would be allowing staff development time to enable innovative and collaborative working. Evidence of this would be apparent during learning walks, greater learner independence, staff retention and attracting staff to the College.

The AP for Business and Creative Industries informed the meeting that during recent staff training feedback had been received requesting extended development time to allow for sharing of good practice and innovation.

The Vice-chair thanked the DP Designate for her presentation and invited her to stay for the remainder of the meeting.

COR Richard Hush Trust Verbal Update (agenda item 2.2)

79

The Chair of the Richard Huish Trust Board informed the meeting that from 1 May 2018 both West Buckland and North Curry Academies had joined Richard Huish Trust bringing the total number of academies in the Trust to three. There was potential for a fourth larger primary school to join the Trust from September 2018, North Town Local Governing Body were meeting on 10 July 2018 to make a final decision. The Trust was likely to hear the outcome on the primary free school bid application for the Nerrol's Farm development in Taunton on 9 July 2018.

There was an intention for the Trust to grow to a critical mass of 3,000 pupils. It was noted that multi-academy trusts (MATs) with at least five academies and more than 3,000 pupils, received a School Condition Allocation (SCA) to deploy strategically across their estate to address their priority maintenance needs.

COR RHC Management Accounts – April /May 2018 (agenda item 3.1)

80

The VP-F and Finance and General Purposes Committee Chair gave an overview of the report, as presented to the Finance and General Purposes Committee on 18 June 2018.

The management accounts had been presented in the revised format to include the financial performance measures that outlined the College's overall financial performance, calculated in line with the Education and Skills Funding Agency (ESFA) guidelines. The May management accounts predicted a small surplus of £21K after the removal of FRS102 LGPS pension charges, an improvement of £16K from the previous month. Apprenticeship income remained the key risk to achieving the outturn forecast.

RESOLVED: that the management accounts for April and May 2018 be noted.

COR RHC Draft Budget 2018-19 and Forecast 2019-20 (agenda item 3.2)

81

The Corporation was required to approve the College budget for 2018-19 and forecast for 2019-20. As previously recorded the conflicted Governors could not be counted as part of the quorum and this, due to a number of Governor apologies, had rendered the meeting inquorate. A small element of the budget under discussion included 'shared service income', from the Richard Huish Trust and therefore Governors with links to the Trust had a direct conflict of interest.

The Finance and General Purposes Committee had discussed the draft budget and forecast at their meeting dated 18 June 2018 and were unable to make a recommendation due to the meeting being inquorate for this one item. Non-conflicted Governors of the Finance and General Purposes Committee had recommended the budget and forecast for Corporation approval.

Conflicted governors confirmed that they were happy with all the other elements of the budget where there was no conflict.

**** The meeting was adjourned****

Informal discussion ensued to allow for governors to have an opportunity to clarify and question any areas prior to the budget being circulated electronically for final approval.

A deficit budget for 2018-19 was predicted, achieving a positive outturn for 2017-18 would be extremely helpful in reducing the risk of the College's banking covenants being breached in the future. There was some scope to improve the 2018-19 budget through higher apprenticeship recruitment and the College was looking at expanding its capacity.

Two scenarios were prepared that underlined the impact of apprenticeships, Higher Education and international student recruitment on the financial performance of Huish, particularly in 2019-20. Scenario 1 – a more cautious prediction with 2018-19 base budget deficit at £149K and the forecast 2019-20 deficit within the range of £250 to £350K was discussed with the proviso that SMT worked to achieve a breakeven position without jeopardising educational outcomes.

The following areas were raised during discussion:

- *there was a decline in the financial health in the education sector and intervention was required at Government level,*
- *the College banking covenants were not impacted for 2019-20,*
- *the College had diversified its income with international students and this had become a highly competitive market, mitigating actions were being explored such as expanding the provision and offering different programmes,*
- *two dual occupancy rooms in Oak House were unable to accommodate two students and a potential loss claim for both rent and the associated tuition fees was being investigated,*
- *the College had received the same funding rate for the last ten years.*

Non-conflicted Governors indicated an approval of scenario 1, 2018-19 base budget deficit at £149K and the forecast 2019-20 deficit of £373K.

**** The meeting reconvened****

The budget for 2018-19 and forecast for 2019-20 would be circulated electronically for Corporation approval.

COR 82 Summary of Key Points from Committee Meetings (agenda item 4.3)

The report summarised key points arising from recent Committee meetings.

RESOLVED: that the Committee meetings' summary report for July 2018 be noted.

COR 83 Student Governor Selection Process v Election Process (agenda item 4.4)

Current arrangements for the election of student governors had led to varying degrees of commitment to the role. The paper set out a recommendation from the Search and Governance Committee for a move to a student governor selection process for consideration by the Corporation. The Committee noted that the student governor had a special and unique role which needed to be nurtured and developed by the College and Corporation. Learner perspectives could be the most insightful form of information for the Corporation.

The Search and Governance Committee had considered options for moving to a process whereby prospective student governors were provided with more information about the role, registered an interest solely for the student governor role, and had a clear understanding about the role, with the time commitments and expectations.

The Corporation agreed to move away from an election process to a selection process for student governors for the following reasons:

- an election process could be a popularity contest and some students did not wish to stand for an election,
- a selection process would provide for improved representation from a wider body of the student membership and improve inclusivity,
- students expressing an interest in the role would liaise directly with the Clerk and their tutor would be asked to provide some information prior to the interview stage.

RESOLVED:

- that the Instrument and Articles of Government be amended to allow for the flexibility for student governors to be elected or selected, as the Corporation so decided,
- that the Student Union Constitution be amended accordingly for Corporation approval,
- that the two student governor appointments be undertaken by a selection process for 2018-19, with interviews held by two members of the Search and Governance Committee for final Corporation appointment in September 2018.

COR 84 Consent Agenda - Policies and Other Documents (agenda item 6.1-6.5)

Matters in this section were taken as a single agenda item with each proposal being agreed without introduction or discussion.

The Vice-chair gave Governors the opportunity to raise any questions for clarification on any of the documents prior to Corporation approval.

The Clerk advised that under agenda item 5.6 entitled, 'RHC Lloyds Loan Facility Review dated April 2018', there was a requirement for the Corporation to approve two Governors to sign and confirm agreement to the amendment contained in the 'Amendment Letter' dated 27 April 2018.

The Vice-chair informed the meeting that the 'Amendment Letter' dated 27 April 2018 had been brought before the Finance and General Purpose Committee and it was recommended that the loan facility in an original principal sum of up to £1,900,000 arranged with Lloyds Bank plc, in a letter dated 5 March 2010 (the Facility Letter), as amended from time to time, be amended as proposed in the letter from the Bank dated 27 April 2018 the 'Amendment Letter'.

RESOLVED:

1. that the following documents be approved under the 'Consent Agenda':
 - RHC Data Protection and Information Security Policy
 - RHC Whistleblowing Policy
 - RHC SPH Grievance Procedure and RHC SPH Disciplinary Procedure
 - RHC Redundancy Procedure
 - RHC Fee Policy 2018-19
 - RHC Corporation – Committees' Terms of Reference for 2018-19
 - RHC Committee Membership 2018-19 with Committee Chairs /Vice-chairs for 18-20
 - RHC External Audit Plan for year ending 31 July 2018
2. that Guy Adams be re-appointed as a Foundation Member Governor from 30 September 2018 for a two year term of office, in accordance with the Governor Recruitment, Succession and Renewal Policy,
3. that the loan facility in an original principal sum of up to £1,900,000 arranged with Lloyds Bank plc (the Bank), in a letter dated 5 March 2010 (the Facility Letter), as amended from time to time, be amended in the manner proposed in a letter from the Bank dated 27 April 2018 the 'Amendment Letter',
4. that RHC Corporation Vice-chairs Jonathan Langdon and Barbara Barratt be approved to sign and confirm agreement to the amendment contained in the Lloyds Bank 'Amendment Letter' dated 27 April 2018.

COR 85 Committee Minutes and Other Matters for Note (agenda items 5.11 – 5.18)

The following matters in this section were noted:

- Academic Planning and Quality Committee minutes dated 14 May 2018,
- Draft Audit Committee minutes dated 4 June 2018,
- College Risk management Action Plan,
- Internal Audit Reports for 2017-18
- Draft Search and Governance Committee minutes dated 11 June 2018
- Draft Personnel Committee Minutes dated 11 June 2018
- HR Annual Report 2016-17
- Draft Finance and General Purposes Committee minutes dated 18 June 2018
- Draft Academic Planning and Quality Committee Minutes dated 25 June 2018
- RHC Staff Voice Meeting dated 16 April 2018

Information circulated electronically since the last Corporation Meeting 21 May 2018: Principal's Bulletin, FE Commissioner's Letter NLG June 18 and April management accounts.

COR 86 Date of the Next Meeting and AoB (agenda item 6.1- 6.2)

Forthcoming College events and the date for the next Corporation meeting scheduled for 24 September 2018 were noted.

COR 87 CLOSED SESSION: Senior Postholder Re-Designation (agenda item 7.1)

At this point senior management team members and the Staff Governor withdrew from the meeting.

Governors under clause 13(d) of the Instrument of Government agreed that staff governors should withdraw from the meeting, as the report covered staff matters relating to an individual member of staff holding a post senior to the staff governor's.

There were currently two senior postholders within the Senior Management Team at Huish, the Principal and the Deputy Principal. For a designated senior postholder [SPH] the Corporation was responsible for the appointment, grading, suspension, dismissal and determination of pay and conditions of service of the individual concerned. Whilst the day-to-day line management was delegated by the Corporation to the Principal there was an argument that having SPHs gave a greater insight and reassurance around the key functions of a College.

Consideration was also given to the following:

- the hierarchy of the Senior Management Team and the designation of Deputy, Vice and Assistant Principal titles,
- the increased necessity as a result of the current financial climate for Governors to have a closer oversight or scrutiny of financial performance,
- the growing complexity of the Huish group and the necessity to retain clear lines of accountability for both the College and the Richard Huish Trust,
- the changing personnel and relative experience at senior level within the College,
- many other colleges had this arrangement and it would provide the Vice Principal: Finance and Resources with suitable gravitas amongst FD colleagues.

This process would also include developing a separate job description/contract for the work and responsibility being undertaken for Richard Huish Trust. Further consideration would be given to representation from Richard Huish Trust on the senior post holder's annual appraisal/remuneration process that would be completed by the Remuneration Committee.

RESOLVED:

1. that the current Vice-Principal: Finance and Resources role be re-designated as a senior postholder at the current remuneration,
2. that the Remuneration Committee terms of reference be amended for Corporation approval to include representation from Richard Huish Trust.

With no further business, the meeting ended at 6.40pm
The minutes were agreed and signed:

Chair..... Date.....