

**Minutes of a Meeting of
the RHC Corporation**

on Monday 1 July 2019 at 5.30pm at Richard Huish College, room C6

Governors in Attendance: Duncan Alexander(Chair), Barbara Barratt(Vice-chair), Jonathan Langdon(Vice-chair), Guy Adams (Foundation Governor), Sasha Burns, Indy Grant (Student Governor), David Griffin, Stephen Haydock, Nicola Reid, Moira Reynolds (Parent Governor), Karuna Tharmananthar, Mary Tighe (Foundation Governor) and Cerys Turner (Student Governor).

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

Action

The Chair informed the meeting that Lee Ballard had resigned as Staff Governor, due to another internal College role, and thanked him on behalf of the Corporation for his contribution over the past three years. The Chair also thanked Student Governors for their excellent engagement and contribution to meetings for 2018-19.

Min Apologies for Absence (agenda item 1.1)

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Apologies for absence were received from Governors John Abbott (Principal), Ann Helsby, Pat Flaherty, Nikki Lewis (Staff Governor), Anthony Smith and Dave Tomaney (Parent Governor).

COR Declarations of Interest by Governors (agenda item 1.2)

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Duncan Alexander, Guy Adams, Jonathan Langdon and David Griffin, due to their dual membership with Richard Huish Trust, declared an interest in agenda item 4.2 RHC Final Budget 2019-20 and would not be counted as part of the quorum or vote on the decision.

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

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All actions recorded in the 2018-19 matters arising report were noted.

RESOLVED: that the minutes of the Corporation meeting dated 20 May 2019 be agreed and signed as an accurate record.

COR RHC Governor Appointment/Re-Appointment (agenda item 5.2)

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Agenda item 5.2 was brought forward to appoint/re-appoint governors. A report from the Search and Governance Committee had been circulated in advance of the meeting. The Committee's key role was to oversee the governor appointment process and make recommendations to the Corporation in respect of any appointment/reappointment to its membership. In addition, the Committee monitored the composition of the Corporation, members' attendance, its balance of expertise and experience, and developed succession planning in respect of the Corporation membership.

RESOLVED:

1. that Victoria Sadler be appointed as a co-optee to sit on the Personnel, Search and Governance Committees from 1 Sept 2019 to 31 Dec 2019 – with observer rights to Corporation meetings,

2. that Victoria Sadler be appointed as a full independent governor from 31 Dec 2019 to 30 July 2023,
3. that David Griffin be re-appointed as a full independent governor from 1 July 2019 for a second four year term of office, and be appointed to the Academic Planning and Quality Committee from 1 July 2019,
4. that an additional co-optee be sought with risk management and audit experience to sit on the RHC Audit Committee.

COR 67 Huish Strategic Development Plan 2019-2022 (agenda item 2.1)

The process of creating the strategic plan for 2019-22 had involved the Corporation in its formation with various opportunities for strategic considerations and steering discussions with the Governors' strategy day in February 2019, and other Corporation and Committee meetings throughout the year. The process had included a review of the Vision and Mission.

RESOLVED: that the Huish strategic development plan for 2019-2022 be approved.

COR 68 Richard Huish Trust Update (agenda item 2.2)

The Chair of the Richard Huish Trust Board updated the meeting on Nerrols Primary School and Nursery opening, the building completion date had been delayed to mid August 2019. Reception Year was full for September 2019 with 30 pupils and a high number of nursery applications had been received. Year 1/2 classes would be combined and currently had six confirmed applications. The pre-registration pre-opening Ofsted visit was now scheduled for Friday 5 July 2019, a great deal of work had been completed by all parties to ensure that all the requirements were met.

COR 69 Ofsted Education Inspection Framework (EIF) 2019 Presentation (agenda item 3.1)

Governors received a presentation from the Deputy Principal on the new Ofsted EIF in place for September 2019 with the new four inspection judgements: Quality of Education, Behaviour & Attitudes, Personal Development, Leadership and Management.

The 2019 inspection framework introduced a new judgement 'Quality of Education', which would focus on the curriculum; specifically, the intent, implementation and impact of the curriculum for all students. Inspections would focus on Behaviour and Attitudes and Personal Development as two separate judgements.

The following points were raised by Governors during discussion:

- safeguarding remained a significant aspect of any inspection and would be judged as part of, and reported within, the 'Leadership and Management' section of the inspection report. Safeguarding remained a limiting grade and the inspection would focus on the organisation's culture,
- the Learner Voice remained a crucial part of Governors' monitoring. This was particularly important when monitoring the curriculum and behaviour and attitudes as these areas had significant impact on all students within the College, their learning experience and individual outcomes, particular focus was on the holistic learner journey,
- staff would be asked to complete the Ofsted survey in advance of September 2019 for feedback by mid to late September 2019,
- the role of governors was discussed along with the College self-assessment report. Governors were responsible for ensuring that the College fulfilled its statutory duties and inspectors would consider how well that oversight was being discharged,
- governors were part of the strategic 'intent' of the College, setting the purpose and character of the curriculum, governors were involved in the planning and clear strategic oversight and vision (Intent) of the curriculum and were aware of how it was implemented and its impact,
- focused curriculum reviews 'Deep Dives' would be undertaken by Ofsted with a focus on the biggest, the best and the worst areas,
- currently curriculum mapping and sequencing was in place, staff development was focused

- on curriculum intent and implementation, course manager training was in place,
- College self-assessment documents had been streamlined with a focus on impact,
- the College had a Gatsby strategy previously discussed at an Academic Planning and Quality Committee meeting,
- the pastoral system of support and personal development had been enhanced,
- there had been a switch to Pro-Achieve MIS system for improved reporting, and a reduction of staff workload,
- Ofsted position papers were being prepared,
- the Academic Planning and Quality Committee had agreed the Progress Points for 2019-20 and a refined Quality Cycle would be presented in the Autumn term,
- a peer review visit was planned for 25th and 26th November 2019.

The Clerk was in the process of arranging further EIF training from a governors' perspective in the autumn term. All Governors had received the link to Amanda Spielman, Ofsted Chief Inspector, National Governance Association speech published 8 June 2019. The Deputy Principal's presentation would be forwarded to Governors following the meeting by the Clerk.

Clerk

COR 70 New RHC Risk Register Presentation (agenda item 3.2)

As requested by the Audit Committee, all Governors received a presentation on the College risk register 2019 by the VP- Finance.

Governors played a key role in setting and managing the risk appetite and tolerance. The risks were aligned with strategic priorities and development plans and intervention strategies provided a robust framework for risk management. The risk register would enable governors to identify, evaluate and prioritise risks and ensure appropriate action was being taken to mitigate against them.

The revised risk register had a strategic risk heat map connected to the College's strategic targets. The register started with gross risks, showed mitigating controls to produce net risks and an additional column showed controls planned within the next 12 months with resourcing requirements and challenges to produce the residual risk. Further risk validation work was required with input and review from senior managers from September 2019, external assistance had been arranged to complete the risk register.

In response to detailed questions and challenge, further information and clarification was provided on the following:

- strategic risk ownership was with SLT, the role of governors was to challenge and the focus of the governing board's core risk management activity should be the risks pertaining to the delivery and success of the College's strategic objectives,
- the risk register covered strategic, operational, financial, compliance and reputational risks,
- governors were regularly updated about potential risks and the responsible person for their management in monthly management accounts for early warning around arising situations,
- the Audit Committee received regular reports on strategic risks presented by risk owners,
- governors received assurance from external validation, benchmarking, internal audits and peer reviews,
- financial sustainability was implicit in a number of risks rather than a single strategic risk area,
- all SLT annually contributed and updated the risk register, other College managers would be involved, as part of the risk register development, to ensure that the risks were current and mitigating actions in place.

COR 71 RHC Student Accommodation Task and Finish Group – Verbal Update

The Task and Finish Group Chair informed governors that the Group had, at a recent meeting, asked for an external audit of College safer recruitment and safeguarding practices. The audit had been completed on 21 June 2019 by a consultant and had highlighted a number of areas for

enhanced safer recruitment practices, in line with an outstanding College. The consultant's audit report (received on 24 June 2019) had been circulated to the Task and Finish Group, Safeguarding Governors and the Audit Committee Chair and Vice-chair for information. Recommendations within the report referred to historical procedures and remedial action was in place to update processes and this was detailed within a post audit action plan. The Chair of the Task and Finish Group had been invited to the management meetings for an overview of progress. The updated action plan was scheduled to be discussed by governors at a Personnel Committee meeting on 17 July 2019 together with implementation dates. The Consultant was working with the College to implement the required changes and would be attending a management meeting, and the July Personnel Committee meeting.

The Chair of Governors informed the meeting that the College HR Director was currently not in College as she was unwell.

RESOLVED: that the verbal report on the safer recruitment and safeguarding audit (21 June 2019) be noted with a further report to be provided to governors in September 2019, following the Personnel Committee meeting on 17 July 2019.

COR 72 RHC Management Accounts for April 2019 (Period 9) (agenda item 4.1)

The Management accounts report had been fully scrutinised by the F&GP Committee on 10 June 2019 and was circulated to all governors.

RESOLVED: that the RHC management accounts for April 2019 period 9 be noted.

COR 73 RHC Final Budget 2019-20 and RHC Budget Forecast 2020-24 (agenda item 4.2)

The Corporation was required to approve the College budget for 2019-20 for submission to the ESFA in July 2019 and agree the forecast for 2020-24. As previously recorded, the conflicted Governors could not be counted as part of the quorum and this, due to a number of independent 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 meetings dated 10 June and 1 July 2019 and had recommended the final budget and forecast for Corporation approval. After rigorous scrutiny and much deliberation, particularly around the assumptions that had the greatest bearing on the outturn and their relative likelihood, committee members had asked management to revise the plan. The revised budget presented to the F&GP Committee on 1 July 2019 reflected the uncertainty around 16-18 funding, the ongoing grant support for the Teachers' Pension Scheme (TPS) and the increasing likelihood of an increase to the base funding rate for 16-18 funding.

The Finance and General Purposes Committee Chair highlighted the primary assumptions and key points in the final 2019-20 budget:

- the 16-18 Funding Rate stayed at £4,000 for 2019/20 and 2020/21 and then increased to £4,300 from 2021/22,
- the TPS employer contribution grant was extended to cover the 2020/21 year and then fell away in 2021/22 coinciding with funding uplift,
- a table showed student enrolment predictions using the 2017 SCC school demographic data. There was a dip in 2021/22 moderated by 0.5% to reduce the impact of the demographic trend (increasing the number of students predicted), the following two years had also been reduced by 0.5% (reducing numbers). The student retention factor was expected to improve in line with the introduction of the new tutorial model. The funding rate had been increased to £4,300 from August 2021,
- the ESFA financial health grading criteria for the College was discussed, the likely scores and subsequent grading had been forecast within the budget 2019/20 document. The EBITDA and current ratio were the main contributors to declining scores. The borrowings

score in 2023/24 assumed that the College built its own student accommodation block funded by a third party investment. The College's financial health score forecast showed a 'Requires Improvement' score for 2019/20 and continuing years, rising to a 'Good' in 2022/23,

- the ESFA Early Intervention and Prevention Letter dated 10 June 2019, as circulated to all governors, was discussed. The letter informed the College that the ESFA's assessment met one or more triggers and was based on the financial plan for 2017/18 to 2019/20 and the financial record for 2017/18. Management accounts and cash flow forecast would be copied to the ESFA on a monthly basis for monitoring purposes,
- it was likely that the resulting cash flow impact of the proposed budget would lead to an overdraft requirement in the February to April period. A detailed cash flow forecast would be compiled with a control on revenue expenditure through budget profiling to ensure that an overdraft was the last resort.

The budget for 2019-20 and forecast for 2020-24 would be circulated electronically by the Clerk for Corporation approval, for a timely submission to the ESFA by 31 July 2019. **Clerk**

COR 74 Appointment of RHC Corporation Chair for 2019-20 (agenda item 5.1)

The Vice-chair informed the meeting that there had been one nomination for the post of Chair of Governors for 2019-20. Governors endorsed and congratulated Duncan Alexander as the unopposed and duly elected Chair of the Corporation for 2019-20. It was noted that the RHC Chair was also a Richard Huish Trust ex-officio Member, in accordance with the current RHT Articles of Association.

RESOLVED: that Duncan Alexander be appointed as the Richard Huish College Corporation Chair, for one year, from 1 September 2019 to August 2020.

COR 75 (a) Summary of Key Points from Committee Meetings (agenda item 5.3)

Committee Chairs/Vice chairs summarised key points arising from recent Committee meetings. Committee minutes were also circulated to all Governors for information. The following areas were highlighted in particular:

- the Audit Committee Chair and Vice-chair had arranged to meet prior to the end of term to decide on the focus for risk owners' presentations to the Audit Committee for 2019-20,
- the Academic Planning and Quality Committee had discussed the 2018 Careers DfE Guidance, the College three year Careers Strategy and Gatsby Benchmarks, a new Quality Cycle for improved impact monitoring for 2019-20 and course achievement, as detailed in the Committee minutes dated 24 June 2019,
- the Personnel Committee had arranged to meet at the end of August to receive the final post safer recruitment audit action plan.

(b) Oak House Dispute Trigger Mechanisms

The Corporation (24 September 2018) had agreed to pursue a claim with the project architect and developer for not delivering a fit for purpose building, in relation to some dual occupancy rooms being used as single occupancy. The Finance and General Purposes Committee (10 June 2019) had discussed and proposed the following recommendations with the intention to initiate discussion around compensation without any further legal action.

RESOLVED:

1. that the financial compensation for the works needed to resolve the room layouts in the affected rooms at Oak House be held in abeyance. Should we have 61 or more students wishing to stay in Oak House, and there were some willing to share a room, the three rooms would be converted to double occupancy (for circa. £3K),
2. that financial compensation be sought on the basis that the maximum number of usable beds provided, based on the design, was 61,

3. that advice be sought from the solicitor on engaging an architect (circa. £2K) to provide a second expert professional opinion on the ability of the two rooms to provide double occupancy,
4. that, on the advice of the solicitor, the College commission a pre-notice letter, outlining the intention to proceed with further legal action, to both the developer and the Oak House architect with a report to include the newly commissioned architect's view (if supportive) with the BSA and the Health and Safety Inspector's opinions,
5. that a further update be provided to the F&GP Committee on either the legal advice or the outcome of the pre-notice letter prior to further legal action, and
6. that the Corporation delegate further Oak House decision making on further legal action to the F&GP Committee, with the Committee Chair to provide regular updates to the Corporation.

COR 76 Consent Agenda - Policies and Other Documents (agenda item 6.1 – 6.4)

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

RESOLVED: that the following items be approved:

- RHC Terms of Reference 2019-20 and Lead Governor Roles for 2019-20
- RHC Committee Membership for 2019-20
- RHC Financial Regulations 2019
- RHC Fees Policy and Procedures 2019-20

COR 77 Committee Minutes and Other Matters for Note (agenda items 6.5 – 6.9)

The following matters in this section were noted:

- RHC Finance and General Purposes Committee minutes dated 10 June 2019
- ESFA Early Intervention Letter dated 10 June 2019
- RHC draft Academic Planning and Quality Committee minutes dated 24 June 2019
- RHC Personnel Committee informal notes dated 17 June 2019
- RHC Search and Governance Committee informal notes dated 17 June 2019.

The following information had been circulated since the 20 May 2019 Corporation Meeting: Amanda Spielman (Ofsted Chief Inspector) – NGA speech transcript published 8 June 2019.

COR 78 Date of the Next Meeting and AoB (agenda item 7.1)

Forthcoming College events and the date for the next Corporation meeting scheduled for 23 September 2019 were noted.

The minutes were agreed and signed:

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