

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

**on Monday 2 December 2019 at 5.30pm at Nerrols Primary and Nursery,
Nerrols Road, Taunton**

Governors in Attendance: Duncan Alexander(Chair), Barbara Barratt (Vice-chair), Jonathan Langdon (Vice-chair), John Abbott (Principal), Guy Adams (Foundation Governor), Sasha Burns, Yuqi Cao (Student Governor), David Griffin, Ann Helsby, Nikki Lewis (Staff Governor)(part), Nicola Reid, Victoria Sadler (Co-opted Governor), Caitlyn Shortland (Student Governor), Anthony Smith, Karuna Tharmananthar, Mary Tighe (Foundation Governor) and Dave Tomaney (Parent Governor).

Also in Attendance: Richard Anderson (Director of IT & Facilities), 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 Mat Nolan (Deputy DSL and Student Support Manager)(part).

Action

Prior to the meeting, an external consultant with experience in inspecting FE and skills provided Governor training on the Education Inspection Framework.

The Chair welcomed the Student Governors, the newly appointed RHC Director of IT and Facilities and the Student Support Manager. At the request of the Chair it was agreed to bring forward agenda item 5.1 'Governance Report' and reorder agenda item 8.1 and 8.2.

Min Apologies for Absence (agenda item 1.1)

COR

16

Apologies for absence were received from Governors Moira Reynolds (Parent Governor), Pat Flaherty and Becky Flower (Assistant Principal Humanities and Social Sciences).

COR Declarations of Interest by Governors (agenda item 1.2)

17

Duncan Alexander, Jonathan Langdon, John Abbott and David Griffin having dual membership with both the College and the Trust declared an interest for agenda items 4.2, 8.1 and 8.2.

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

18

All actions recorded in the 2019-20 matters arising report were noted.

RESOLVED: that the minutes of the Corporation meeting dated 23 September 2019 be agreed and signed as an accurate record, subject to the amended enrolment number of 16-19 students for 2019-20.

COR Mental Health and Wellbeing Project Presentation (agenda item 2.1)

19

The Student Support Manager gave a presentation covering the College's mental health and wellbeing project to include the triage process, education sessions, enrichment development, transition information for students requiring additional support, the Moodle mental health platform and recently secured funding for further developments. Referral statistics were provided for 2018-19 and 2019-20 with key themes.

In response to discussion, challenge and questions from Governors, the following key points were made:

- a psychologist had worked closely with the development of the mental health and well-being project,
- staff training to support students with anxiety was provided in November 2019,
- a five week programme with smaller Level 2 groups focusing on goals, self-belief and progression was planned for Jan 2020,
- workshops on the 'Art of Being Brilliant' was planned for April 2020 – based on a book by experts in the art of happiness and positive psychology,
- Michael Maisey had provided a guest lecture to students in November; he had appeared on Channel 4 show SAS: Who Dares Wins. This had been arranged to specifically target male students, as there was a higher number of female student referrals currently,
- struggling students could be identified during the tutorial system, a Governor asked whether a student questionnaire could be introduced as part of the tutorial for earlier identification, a drop in session was open to students during the College day,
- peer support was recommended with students who had used the support successfully and left the College,
- a staff health and wellbeing group was in place offering yoga and meditation, a staff health and well-being lead would be appointed to help further develop and implement strategies to support College staff, a dedicated budget was made available for these activities,
- external agency referrals were limited and only for higher levels of mental health related areas.

The Chair thanked the Student Support Manager for his work in relation to this project and for applying for the additional funding to support students.

COR 20 Governance Report (agenda item 5.1)

The report from the Search and Governance Committee covered Governors' membership, appointments and re-appointments. The report also discussed the succession planning around the Corporation Chair for 2020-21, there was an open and transparent process in place for the annual Corporation Chair and Vice-chair nominations and elections. Thanks were extended to Stephen Haydock following his Governor resignation on 18 November 2019 due to his increasing work commitments.

RESOLVED:

1. that Ann Helsby, due to retire from office as a full Governor in December 2019, be appointed as a co-optee on the Remuneration Committee from January 2020 for a four year term of office, and be appointed the Remuneration Committee Chair for 2019-20,
2. that two Safeguarding Lead Governors be appointed Karuna Tharmananthar and Mary Tighe, with immediate effect,
3. that Mary Tighe be reappointed (from 31 Dec 2019) for a two year term of office, in accordance with the Governor Recruitment, Succession and Renewal Procedure,
4. that Sasha Burns be reappointed (from 30 Nov 2019) for a four year term of office,
5. that Matt Morgan (BTEC Sport Course Manager) be appointed as a Staff Governor, unopposed, from 1 Jan 2020 for a four year term of office,
6. that Caitlyn-Ann Shortland and Yuqi Cao be appointed as Student Governors from 2 Dec 2019 to 31 July 2020.

COR 21 Whole College Self-Assessment Report (SAR) for 2018-19 and the College Quality Improvement Plan for 2019-20 (QIP), Governance SAR and QIP (agenda item 2.2 and 2.3)

The Deputy Principal presented the College SAR for 2018-19 and the QIP for 2019-20. Governors agreed that the SAR highlighted the high performance areas and addressed the issues with an honest assessment and demonstrated the College's capacity to improve in certain areas. The meeting agreed that a final updated College SAR would be circulated electronically for Governors' final validation prior to the document's final submission to the Ofsted platform on 31 January 2020. The meeting discussed the Level 3 value added, a grade higher than other College peers, the Level

2 positive outcomes and the changes required to the section on behaviour and attitudes to learning.

The Deputy Principal summarised the validation process and the various stages of moderation, which included Governors and an external peer moderation process. On 25 - 26 November the College was visited by a team of senior colleagues from Worcester, Shrewsbury, Queen Elizabeth and Hills Road Sixth Form Colleges as part of the ongoing peer review and good practice sharing arrangements. Their time was spent reviewing a number of areas centered on the key Quality Improvement Plan (QIP) priorities: retention; assessments feedback; and academic and pastoral support. More specifically they looked at the following areas:

1. Pastoral Support (QIP - To enhance the quantity and quality of academic and pastoral support provided for 6th Form students)
2. Feedback (QIP - To further develop the quality and effectiveness of feedback to students)
3. Independent learning (This was a key QIP area last year and the impact of our work in this area and in particular the Huish 30 was required)
4. Apprenticeships (QIP - To improve Adult and Apprenticeship outcomes)
5. Retention (QIP - To improve student retention across all areas of 6th Form provision)
6. Quality Assurance Processes – (QIP - To enhance College Quality Assurance processes, enabling us to develop a self-improving system).

The peer review included accompanying the Assistant Principals in a number of Learning Walks in subject areas and triangulating these with the subject SARs and QIPs.

The SAR had been reported and discussed at the recent Academic Planning and Quality Committee. The meeting noted that the appendices to the executive SAR summary would include position papers. The SAR QIP 2019-20 progress would be monitored by the Academic Planning and Quality Committee throughout 2019-20.

The Governance SAR for 2018-19 was based on the AOC Code of Good Governance for English Colleges and had been circulated to all Committees for comment. The Governance QIP progress would be monitored by the Search and Governance Committee throughout 2019-20

RESOLVED:

1. that the whole College Self-Assessment Report for 2018-19 be approved, subject to the final document, with amendments on the behaviour and attitudes section, being circulated electronically to Governors in early January 2020,
2. that the Governance Self-Assessment Report for 2018-19 and Quality Improvement Plan for 2019-20 be approved.

COR 22 RHC Senior Management Team Report (agenda item 3.1)

The Senior Management Team provided an overview of the report which covered sector funding and SFCA manifesto, management structure and capacity, staff health and wellbeing

In response to further discussion, challenge and questions from Governors, the following key points were made:

- Course Reviews were structured to mirror the 'Deep Dives' Ofsted was using in their inspections to examine in depth a single course,
- the impact of recent funding announcements,
- the appointment of the Director of Apprenticeships and Adult Skills from 4 December 2019,
- land update,
- the agreement reached with the Council over a parcel of land to connect Ash Meadows to the new triangle of land purchased adjacent to our rugby pitch,
- the Redwood cladding project was behind schedule, the window replacement element was likely to start early in the New Year with the main hall works taking place after the summer 2019 exam period,
- an annual Oak House report was being composed on the student accommodation national

minimum standards,

- the Redwood Suite had proven to be the ideal accommodation for the new tutorial system, as it provided staff with opportunities to support each other and to share ideas and suggestions for the continuous improvement of our service for students. A pastoral curriculum was in place and being delivered on a monthly basis. The topics covered so far were: Safeguarding and Prevent; Studentship, VESPAH and the Huish 30 and Barriers to Learning (focusing on the impacts of substance misuse and staying safe). The pre-Christmas break tutorial would focus on Sexual Consent and Relationships (including LGBTQ+),
- student recruitment analysis update and feedback from a recent visit to Hong Kong and China between 8 and 16 October 2019, the potential socio-political tensions between students from China and Hong Kong were being carefully monitored and confidential support had been offered to students,
- Tier 4 license reinstatement, had previously been suspended due to a misunderstanding by the UKVI (Border Agency), a film and prospectus were being reviewed, associated risks were seen as the UK general elections with a number of unknowns and uncertainties.

RESOLVED: that the Deep Dive on the Tutorial system be reported back to the March 2020 Corporation meeting.

**AP
Clerk**

COR 23 Huish Strategic Development Plan 2019-2022 (agenda item 3.2)

The process of creating the Richard Huish 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.

RESOLVED: that the Huish strategic development plan for 2019-2022 be approved and presented to the Corporation every six months with success criteria and milestones.

Princ

COR 24 Richard Huish Trust Update (agenda item 3.3)

The Chair of the Richard Huish Trust Board updated the meeting on Lyngford Primary School joining the Trust later in 2020 with 300 pupils, the school was in close proximity to Nerrols Primary and was a feeder school to the Taunton Academy. Academic performance was generally good for Trust schools and further work was planned for a school requiring support. Discussions were in place with a state boarding school in Somerset on potentially joining the Trust.

COR 25 RHC Management Accounts September 2019 (agenda item 4.1)

The RHC management accounts report had been fully scrutinised by the Finance and General Purposes Committee on 4 November 2019 and had been circulated to all Governors. The October 2019 management accounts had also been circulated to all Governors. The meeting noted the financial penalty from the recent ESFA Apprenticeship Funding audit was £13K.

RESOLVED: that the RHC management accounts for September and October 2019 be noted.

COR 26 RHC Members' Report and Financial Statements 31 July 2019 (agenda item 4.2)

The joint meeting of the Audit Committee and Finance and General Purposes Committee had scrutinised the Members' Report and Financial Statements (MRFS) and the external auditor's management letter for the Corporation to approve and note respectively.

The Corporation also received the Audit Committee's Annual Report for 2018-19, the purpose of the report, as required by the Post 16 Audit Code of Practice and the Committee's terms of reference, was to provide assurance to the Governing Body on the effectiveness of the risk management, control and governance arrangements.

The Audit Committee's annual report included the internal auditor's opinion that the College had adequate and effective risk management, control and governance processes in place. The Corporation noted the audit work undertaken during 2018-19, and was reassured by the opinion expressed by the Committee and accepted the report.

RESOLVED:

1. that the Members' Report and Financial Statements (MRFS) for the year ended 31 July 2019 be approved and signed by the Chair of Governors and Principal,
2. that the External Auditor's Management Letter for the year ended 31 July 2019 be received and noted,
3. that the Richard Huish College Letter of Representation 2019 be approved,
4. that the Audit Committee's Annual Report 2018-19 be accepted and received,

Governors having previously declared an interest did not take part in voting to approve the MRFS.

COR 27 Summary of Key Points from Committee Meetings (agenda item 5.1)

Committee 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, updated the meeting on the ESFA Apprenticeship Funding audit discussion on 21 October 2019 with all Committee Chairs present. The final ESFA Funding Post Audit action plan would be shared across various Committees: F&GP for financial viability, AP&Q for quality, student experience and academic outcomes, Audit for compliance, process and legislative outcomes. The Audit Committee had agreed not to reinstate the internal Auditor following the expiry of their term of engagement. It was agreed to use specialised providers for more focussed deep dive internal audits for 2019-20. ESFA funding would be re audited during 2019-20, and safer recruitment would have a follow up audit in December 2019.
- The Audit Committee had asked for each Committee to monitor on a regular basis 3-4 key strategic risks from the risk register aligned to their terms of reference. The VP-F and Clerk would circulate the Assurance Report for each Committee as a standing agenda item. The Audit Committee would retain overall oversight of the strategic risk register.
- The Personnel Committee had been monitoring the Safer Recruitment Post Audit Action Plan, and had discussed the new group management structure, An HR Annual Report for 2018-19 had been circulated to all Governors. The Committee Chair reported an increase in the number of completed College staff appraisals.
- The Search and Governance Committee had received an annual report on Governors' attendance and an anonymised annual College compliments and complaints report.
- The Academic Planning and Quality Committee Chair commented on the new Apprenticeship data monitoring report, attendance and retention and exit leaver analysis report. Headline academic target setting for 2019-20 had been discussed and was proposed under the Consent part of the agenda for Governor approval.
- The Remuneration Committee had discussed the adoption of the SPH Remuneration Code for Colleges, developed by AoC Governors' Council. The aim of the Code was to help governing boards meet and exceed basic governance requirements, demonstrating that the sector had robust arrangements to govern and manage their own affairs. As autonomous bodies, it was for individual colleges to take forward this amendment to the AoC Code as they saw fit. The Clerk asked the Corporation to pay attention to this Code as this area had been under considerable sector scrutiny and most Colleges had adopted the Code to demonstrate good practice. Governors asked the Remuneration Committee to meet to reconsider the Code's adoption and report back to the March Corporation meeting.

RESOLVED:

1. that internal audit assurance be provided by a number of providers for 2019-20 for greater focus and specialism be noted, and that an internal audit assurance plan for 2019-20 be provided to the Corporation for approval, **Audit**
2. that the Remuneration Committee meet to further consider the implications of SPH **Rem**

Remuneration Code for full adoption.

COR 28 Consent Agenda - Policies and Other Documents (agenda item 6.1)

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

RESOLVED: that the 2019-20 RHC achievement targets for A Level, Vocational & GCSE Courses, attendance and whole College Level 3 classroom based learning target retention be approved.

COR 29 Committee Minutes and Other Matters for Note (agenda items 6.2 – 6.9)

The following matters in this section were noted:

- RHC Search and Governance Minutes dated 14 October 2019
- RHC Personnel Committee minutes dated 14 October 2019
- Annual HR KPI Report 2018-19
- RHC Audit Committee minutes dated 21 October 2019
- RHC Finance and General Purposes Committee minutes dated 4 November 2019
- RHC Joint Audit/F&GP Committee minutes dated 11 November 2019
- RHC Academic Planning & Quality Committee draft minutes dated 12 November 2019
- RHC Audit Committee Minutes dated 18 November 2019

The following information had been circulated since the 23 September 2019 Corporation Meeting: Safeguarding & Prevent Training presentation, Prevent Update, 2019-20 Register of Interests, Principal's Bulletin October 2019, invite to College Open Events, SFCA EIF Presentation, AoC SW Governance Seminar Invite, SFCA Finance Hub 'Big News on Funding', AoC General Election Manifesto, invite to RHC Autumn Concert 14.11.19.

COR 30 Date of the Next Meeting and AoB (agenda item 7.1)

The date for the next Corporation meeting scheduled for 30 March 2020 was noted. The Director of Apprenticeships had been invited to present to the March Corporation meeting. The Clerk informed the meeting of the new Integrated Financial Model for Colleges (IFMC) report required governing body sign off by the deadline 28 February 2020. This would therefore be taken to the F&GP Committee on 27 January 2020 and would receive final approval by the Corporation on 7 February 2020 as part of the Corporation Strategy Day agenda.

Clerk

Governors, under clause 13(9) and 13(d) of the Instrument of Government, agreed that Student Governors and the Staff Governor should withdraw from the meeting, as the discussion covered staff matters relating to an individual member of staff at the College and holding posts senior to the staff governor's post.

****At this point College Managers, the Student and Staff Governors left the meeting, the Senior Postholders remained****

COR 31 CONFIDENTIAL: New SLT & Group Management Structure including any subsequent changes to the RHC Instrument and Articles (agenda item 8.2)

The report set out a plan to increase senior management capacity across Huish in order to address the previously acknowledged workload issues with members of the Senior Management Team (SMT). Considering the sensitivities, there had not yet been broader discussions with the management team other than with Senior Postholders. The new SLT group management structure had been shared with College Committee Chairs and Vice-chairs on 20 September 2019, a summary of these discussions had been included within the report. Appendices to the report provided the current RHC management structure and the proposed management structure.

Declarations of interest were noted under this item for the Principal and SLT members. The

Principal presented the report and proposals and then, due to the direct conflicts of interest, withdrew from the meeting with the SPHs.

The Corporation was asked to consider and approve the following recommendations:

1. that the Principal and CEO role be split,
2. that work towards the SMT changes be in place for September 2020,
3. that whilst the costs of the HR Director/Chief People Officer role were split 50:50 between RHT and RHC, RHC remained the employer and the recommendation was for this role to become a Senior Postholder, and
4. that the Instrument and Articles of Government be modified to give increased flexibility in the Principal appointment process.

The Clerk asked the Corporation to give careful thought to the following areas:

- the important role of the Accounting Officer and that the role was clearly and appropriately identified, currently this was the Principal's role and whether the CEO role, once split, would retain this role. Further amendments to the Instrument and Articles would be necessary around the CE and Principal's responsibilities, delegable and non-delegable functions. Another establishment had made similar adjustments to their I&As and the Clerk was able to provide a copy,
- the number of conflicts of interest applicable, each institution had to look after its own interests,
- in considering whether to amend Article 12 members of the Corporation needed to be mindful of their charity law duties, a duty to act in the best interests of the students and the duty to act collectively,
- clear documentation was required on the decisions around the new SLT Structure, and further decisions on whether the CEO contract would be a single contract with the College or split across the Trust and College.

Discussion focused on the proposed recommendations and the purpose of the proposed amendments to Article 12. Article 12 had previously been amended under section (1)(b) where there was a vacancy or expected vacancy in a senior post, the Corporation could decide whether it was in the Corporation's and College's best interests to advertise nationally. In the case of the Principal's vacancy, currently the Corporation had to advertise nationally.

The Corporation agreed to recommend the amendment to Article 12 (1)(a) to allow the Corporation to decide whether it was in the best interests of the College and Corporation to advertise the Principal's vacancy nationally. The reason for the amendment to Article 12 was for the Corporation/College to gain more flexibility. Any amendment to the Instrument and Articles of Government would need to be approved by the RHC Foundation Trustees.

Governors during their discussions asked for more information to fully understand the implications, the funding requirements and for the report to be discussed at RHT Board level. The strategy meeting in February 2020 would cover the new management structure proposals.

RESOLVED:

1. that further discussion on the proposed recommendations be brought to an additional meeting of the Corporation in early January 2020, with an updated report with clearly documented recommendations, and
2. that Article 12 (1)(a) 'Appointment and Promotion of Staff' be amended, subject to RHC Foundation Trustees approval, to allow the Corporation greater flexibility, see the original and amended text set out in full below.

Appointment and promotion of staff Article 12 be amended *from* the following:

- (1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall—
 - (a) in the case of a vacancy for the position of Principal advertise the vacancy nationally; and
 - (b) in all other cases decide whether it is in the Corporation's and the College's best interests to advertise the vacancy nationally before proceeding with the appointment

process.

- (c) appoint a selection panel consisting of—
 - (i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal ; or
 - (ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.

Revised version - Appointment and promotion of staff Article 12

- (1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall—
 - (a) *in all cases* decide whether it is in the Corporation’s and the College’s best interests to advertise the vacancy nationally before proceeding with the appointment process.
 - (b) appoint a selection panel consisting of—
 - (i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal ; or
 - (ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.

With no further business the meeting concluded at 8.15pm

The minutes were agreed and signed:

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