

PAPER FOR GOVERNORS
PAPER LMC/C/07/09

MINUTES OF THE CORPORATION MEETING
HELD ON MONDAY 28TH SEPTEMBER 2009 AT 5.30 PM
VENUE: ROOM D282 (ROEBURN SUITE)

- Present:** Brian Jefferson (*Chair*)
Frank Woodhams (*Vice Chair*)
Angela Bathgate
Pam Beswick
Ainsley Cheetham
Athene Heynes
Paul Ineson
John Kirton
Phil McGrath
Rachel Marsdin
David Murdoch
Alison Page
Harsha Shukla
Patricia Thomas
Vivien White
Mike Wistow
David Wood (*Principal*)
- In attendance:** Helen Deacon (*Director of Development, Learners and Curriculum*)
Peter France (*Director of Finance and Information Services*)
Anne Purvis (*Deputy Principal, Curriculum and Standards*)
Stuart Rimmer (*Director of Quality Improvement and Marketing*)
Julie Wilkinson (*Clerk to the Corporation*)
Oona Cushen (*Minuting Secretary*)

Prior to the start of the meeting, the Chair welcomed John Kirton and Mike Wistow as new Governors and asked everyone present to introduce themselves.

1. APOLOGIES FOR ABSENCE

Danelle Marriott has stepped down as President of the Student Union and elections for a new president will be held in October.

2. MINUTES OF THE CORPORATION MEETING HELD ON MONDAY 13 JULY 2009

The minutes, including all confidential minutes, of the previous meeting, held on Monday 13 July 2009, paper LMC/C/51/08, were agreed as a true and accurate record and duly signed by the Chair.

3. MATTERS ARISING

Staff Qualifications (page 9)

Governors requested that the number of full-time staff who are not qualified and the number of staff currently enrolled on teaching qualification courses are clarified with individual figures for each.

Action: Director of Quality Improvement and Marketing to provide separate figures to the Curriculum and Standards Committee at their next meeting, scheduled to be held on 2nd November 2009.

Governors' Passwords/Policies and Procedures (page 11)

The implementation of the new Sharepoint system will take longer than anticipated and, therefore, Governors agreed to learn how to access the current system for policies and procedures.

Action: Clerk to the Corporation to email instructions and new passwords for the current system to Governors.

Update on Transfer of OLASS

The Deputy Principal advised Governors that the transfer of the OLASS contract to The Manchester College had gone very well. Staff were transferred across to their new employer by the end of July and were very complimentary about the handling of the transfer.

The College achieved 101% of target for hours delivered and, inspectors, at a recent inspection of HMP Preston, had been extremely pleased at the quality systems in place. OLASS had good achievements and had good performance, as well as enhancing the College reputation and providing a good income stream.

The Board added their congratulations to the overall achievement of the OLASS contract and its successful transfer to its new provider.

4. REPORT ON STUDENT NUMBERS 2009/10

The Director of Finance and Information Services referred Governors to paper LMC/C/01/09, which was circulated at the start of the meeting, and highlighted the key points:

- This is a summary of enrolment for full-time FE learners as at 25th September 2009. The current figures are:

Age Group	2009-10 Target	Number Enrolled	+ / - Against Target	+ / - Against Position Last Year
16-18	1341	1452	+ 111	+ 102
19+	No target	411	n/a	+ 29

- Overall, the College is very pleased with the numbers achieved.
- In respect of funding allocations full-time learners are counted as those still on course 6 weeks after enrolment. Last year, 49 students withdrew from their

course within this 6 week period. Based on the same number, the College would still be approximately 50 learners above target.

- Although the College is likely to exceed its funding allocation, associated costs have not increased.
- A full analysis of enrolled learners, i.e. school, age, geographical locations etc., will be undertaken.
- The enrolment statistics by programme area and age are attached to the report, the key points being:
 - Beauty Therapy has seen a gradual decline in numbers, probably due to market saturation.
 - Construction has seen an 80 % increase in numbers since 2007-08.
 - Sport and Public Services has seen a slight dip in numbers, which is offset by increased numbers in Animal Care.
 - Visual and Creative Studies introduced two new courses last year, Games and I-Media, which recruited very well and continue to recruit well.
 - Level 2 Business shows good enrolment.
 - Health and Social Care has seen a rise in learner numbers from 98 in 2007-08 to 135 in 2009-10. This is attributed to the very popular scheme the College runs in conjunction with the NHS.
 - Access has seen an increase in numbers, but this is catered for under existing provision.
 - The College has deliberately reduced volume on its LDD courses, owing to the cut in its Additional Learner Support budget. However, numbers have fallen beyond the predicted level due to the additional complexities and funding cuts of social care helpers.
 - A Levels and the International Baccalaureate have now ceased.
- The funding position is currently un-validated but provides an early indication of the College's position:

Age Group	2009/10 Target	2009/10 Actual
16-18	£6,582,022	£7,200,255
19+	£1,901,039	£2,246,901

- Overall, the College is very pleased with this position.

In response to questions:

- Governors challenged the large increase in learner numbers in construction and whether this would lead to increased costs in manpower and resources and what assurance the Senior Management Team could give Governors on whether the increase in the number of learners would affect the small budgeted surplus.
- The Director of Finance and Information Services confirmed that the College is not funded for over delivery. However, the College did receive an additional £63k last year. The biggest cost is staffing and as there has been no increase in staffing hours, there should be no major increase in costs. There will be some additional costs in materials required for the courses but these are not significant compared to staffing. On balance, this is a good position for the College.

- The Director of Finance and Information Services also confirmed that some adults may be eligible to go under the 6-month unemployed offer and this would clawback some of the funding. However, the Principal commented that the risk is that some learners could leave if they receive an offer of work.
- Governors asked whether an increase in learner numbers this year would lead to an increase in funding next year. The Principal confirmed that if targets are exceeded, there is a model to consolidate the position the following year. Provided the College retains its level in the market, this would provide a base argument for increased funding.
- E2E and Train to Gain learner numbers are not included in these figures. E2E has grown to three times the size of provision a few years ago.
- Governors commented that some programme areas had been removed over the years and wondered whether there was a 5-10 year trend for certain programmes. The Principal confirmed there was a natural cycle to curriculum areas. The College is very good at bringing in new courses, which schools then also develop and introduce, which leads to a plateau in numbers. However, with schools receiving higher rates of funding, this makes for unequal competition. The College has recently focused on becoming a beacon of vocational excellence to provide a focused and coherent curriculum offer.

The Corporation received, noted and accepted the Report on Student Numbers 2009/10, paper LMC/C/01/09.

ITEMS FOR DECISION/APPROVAL

5. ANNUAL REPORT OF THE CORPORATION

The Clerk presented the Annual Report of the Corporation 2008-09, paper LMC/C/02/09 and explained this was a list of the papers discussed and the decision taken by the Corporation, during the previous academic year.

The Corporation received, noted and approved the Annual Report of the Corporation, paper LMC/C/02/09, subject to one typing amendment ('are' to 'is') and this was duly signed by the Chair.

6. DRAFT MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE MEETING HELD ON 7th SEPTEMBER 2009

The Chair of the Search and Governance Committee, Brian Jefferson, reported on the meeting held on 7th September 2009, fully detailed and explained in the draft minutes, paper LMC/SG/12/09 and highlighted the main issues:

Prior to the first item, Mike Wistow temporarily left the meeting.

- Vacancies

The Chair informed Governors that owing to Roy Bayfield's resignation, there was now a vacancy for a full member. The Chair informed members that the Search and Governance Committee recommends Mike Wistow, recently appointed as an external member, now be appointed as a full member.

The Clerk confirmed that an advertisement for new Governors had been placed in the local papers.

The Corporation approved Mike Wistow as a full member of the Corporation with immediate effect.

Mike Wistow rejoined the meeting.

- The Annual Report of the Search and Governance Committee had been approved. The Sub-Committee annual reports are not presented to Corporation as the recommended decisions are listed in the Corporation's Annual Report.
- Annual Review of Standing Orders and Other Governance Matters

The Committee had agreed the annual timetable of review with the addition of the Grievance and Harassment Procedure (item 13 (ii)), as this has not been reviewed since 2002. The Clerk clarified this was because there had been no change in legislation and no recommended changes from the Association of Colleges but the Committee had felt it prudent to review this year.

- Review of Corporation and Committees Composition, Structure and Organisation

The key recommendations were:

- **Section 2.2.5: Structure and Organisation**
For ease of succession planning and to ensure not all Governors finish their term of office on 31 March, it is proposed that a new Governor who joins the Corporation between 1 April and 30 September will be deemed to have commenced their term of office the following 1 October and terminate on 30 September. A Governors who joins between 1 October and 31 March will be deemed to have commenced their term of office the following 1 April and terminate on 31 March.
- **Section 3.8: Capital Project Committee**
To amend any reference to the Learning and Skills Council (LSC), where applicable, under the Terms of Reference.
- All Sub-Committees should remain at 6 members but John Kirton should be co-opted onto the Capital Project Committee, owing to his expertise in this area.
- The proposed membership of the sub-committees is detailed in the table below:

Search and Governance Committee (Membership: 6)	Athene Heynes Brian Jefferson Pat Thomas Vivien White David Wood Frank Woodhams	Audit Committee (Membership: 6)	Angela Bathgate Phil McGrath Harsha Shukla Pat Thomas Vivien White Joyce Tombs (external member)
Finance and Resources Committee (Membership: 6)	Pam Beswick Rachel Marsdin David Wood Frank Woodhams Alison Page John Kirton	Remuneration Committee (Membership: 6)	Brian Jefferson Athene Heynes Alison Page Rachel Marsdin Frank Woodhams Pat Thomas David Wood in attendance.
Curriculum & Standards Committee (Membership: 6)	Ainsley Cheetham Paul Ineson Brian Jefferson Harsha Shukla David Wood Mike Wistow Student Member(s) in attendance	Capital Projects Committee (Membership: 6)	Ainsley Cheetham Athene Heynes Paul Ineson Brian Jefferson Alison Page David Wood John Kirton (co-opted)

Action: Clerk to the Corporation to amend wording of the Corporation and Committees Composition, Structure and Organisation, paper LMC/SG/03/09, to reflect the 4-year term of office.

Clerk to the Corporation to amend the Committee Membership table in the Search and Governance Minutes, page 4, to reflect the above.

The Corporation received, noted and approved the Review of Corporation and Committees Composition, Structure and Organisation and approved the following:

- (i) That a new Governor who joins the Corporation between 1 April and 30 September should commence their 4-year term of office the following 1 October and terminate on 30 September. A Governor who joins between 1 October and 31 March should commence their 4-year term of office the following 1 April and terminate on 31 March.**
- (ii) The membership of the Corporation Sub-Committees as set out in the table above.**
- (iii) To remove any reference to the Learning and Skills Council, where applicable, under the terms of reference of the Capital Project Committee.**

- Standing Orders for Meetings of the Corporation and Sub-Committees

The Chair advised Governors there have been no changes to the Instrument and Articles of Government and, therefore, no changes were necessary. However, the following two amendments were proposed:

- Page 7, section 5.2.3 (ii)

Hard copies of the Corporation papers will be held in the library for the previous and current years only. Hard copies preceding these will be held by the Clerk to the Corporation.

- Page 20, section 9.4 (viii)
Amendments to the Capital Project Committee and reference to the LSC Capital Project.

Governors requested that Chair or Vice-Chair are indicated as he/she or him/her as relevant throughout the document to reflect both genders.

Action: Clerk to the Corporation to ensure consistency of gender throughout.

The Corporation received, noted and approved the Standing Orders for Meetings of the Corporation and Sub-Committees, paper LMC/SG/04/09 and approved the recommended changes.

- Payment of Corporation Expenses

The Chair informed Governors that there were no changes to the policy and these were the same terms and procedures that were used for all College staff in respect of mileage allowances (40 pence per mile).

Governors queried the wording on the expenses claim form under column 1 – Category of Journey, as no definition of category is included. The Clerk confirmed this form was also used for staff claims and this column was not relevant for Governors and could be ignored.

The Corporation received, noted and approved the Payment of Corporation Expenses, paper LMC/SG/05/09.

- Governors' Training Policy

The Chair advised Governors of the one amendment:

- Annex 1, Item D
The Director of Corporate Services' responsibilities had been divided between the remaining members of the Senior Management Team.

The Corporation received, noted and approved the Governors' Training Policy, paper LMC/SG/06/09.

- Appointment of Senior Staff

The Chair advised Governors of the one amendment:

- The reference to Director of Corporate Services had been removed from section 2.1, following the retirement of the current postholder and the post's dissolution between other Senior Management Team members.

The Corporation received, noted and approved the Appointment of Senior Staff, paper LMC/SG/07/09.

- Policy Statement – Involvement of Members in Corporation and Committee meetings

The Chair advised Governors this policy statement was last reviewed two years ago when the Committee agreed to retain the policy but now felt that there was a very open approach to discussion and all Governors are encouraged to be actively involved.

The Corporation received, noted and approved the deletion of the Policy Statement – Involvement of Members in Corporation and Committee Meetings, paper LMC/SG/08/09, from the Standing Orders and Other Governance matters.

- Glossary of Acronyms

This was presented to the Corporation for information only.

- Governors' Attendance Analysis

The Chair advised governors that the targets have been mostly met for 2008/09 and a comparison had been provided to him and this showed there was, overall, a slight dip in attendance compared to the previous year. However, the Chair acknowledged there were several relatively new governors during the last academic year and previous commitments could have prevented attendance at some meetings.

Whilst 14 Governors achieved an average overall attendance of 70%, including 3 who achieved 100%, 4 Governors achieved less than 60% overall average attendance. (This was 4 Governors for Corporation meetings only). It was noted that, on balance, governors do attend regularly bearing in mind the number of meetings over the year.

Attendance at committee meetings was slightly better than at Corporation meetings, where 65% of Governors attended more than 75% of meetings and 44% of Governors had a 100% attendance record. The Chair of the Corporation suggested that it may be prudent to meet with the Student Governors to see if he can help with papers and/or attendance.

Alison Page confirmed her attendance was actually 14 meetings and not 11, as specified in the table.

ACTION: Clerk to amend the Attendance Analysis to reflect the correct number of meetings attended by Alison Page and to adjust the overall percentages.

Clerk to arrange a meeting between the Chair of the Corporation and the Student Governors, as soon as the new president is elected.

The Corporation received, accepted and noted the Governors' Attendance Analysis, paper LMC/SG/10/09 and approved:

- **Maintaining the target attendance as 70% for Corporation meetings**
- **Maintaining the target attendance as 75% for Committee meetings**
- **Maintaining the target attendance as 65% for any Committee which only meets 3 times per year.**

- Self Assessment of Governance

The Clerk explained the training session on Monday 5th October will focus on the Self Assessment Report and the new Common Inspection Framework. The questionnaire will be distributed at the training session, where Governors will split into small groups to complete the questionnaire.

For anyone unable to attend, the Chair requested that Governors inform the Clerk and the questionnaire still be completed and returned to the Clerk.

ACTION: Governors to notify the Clerk if they cannot attend the training session on Monday 5th October 2009.

- Corporation Targets: Performance of the Board Quality Standards for Governance

The Chair advised that these Performance Indicators had been set to monitor the performance of the Corporation annually.

In particular, the Chair drew Governors' attention to the targets not achieved:

- Governors will attend minimum 75% of scheduled Sub-Committee meetings (65% where only 3 meetings per year). 6 out of 7 committees achieved this target with the Remuneration committee reaching 63% attendance against a target of 65%.
- Draft minutes have not always been agreed and circulated within 10 working days owing to a number of reasons but the new working arrangements of the Clerk and Minuting Secretary should see this improve next year.
- Governors will take part in at least one College function (*excluding meetings*) every year. Although this has been difficult to monitor, not all Governors have attended presentations/celebration of achievements.

The Corporation received, noted and approved the Corporation Targets: Performance of the Board Quality Standards for Governance, paper LMC/SG/11/09.

The Corporation received, noted and accepted the Search and Governance Committee draft minutes and papers.

7. DRAFT MINUTES OF THE CAPITAL PROJECT COMMITTEE MEETING HELD ON 21 SEPTEMBER 2009

This is a confidential item for Corporation members only, until the Capital Project is approved or otherwise by the Corporation and is, therefore, minuted separately.

8. DRAFT MINUTES AND PAPERS OF THE REMUNERATION COMMITTEE MEETING HELD ON 14 SEPTEMBER 2009

This is a confidential item, for Corporation members only, under Section 40 of the Freedom of Information Act and is, therefore, minuted separately

9. INTERNAL AUDITORS – LETTER OF ENGAGEMENT

The Clerk referred Governors to paper LMC/C/03/09 and explained the Corporation previously approved Bentley Jennison as the College's internal auditors and are now required to formally approve their Letter of Engagement.

The document, which is consistent with the Audit Code of Practice and Bentley Jennison's tender documentation, has been reviewed by the Audit Committee and is recommended for approval.

The Corporation received, noted and approved the Internal Auditors – Letter of Engagement, paper LMC/C/03/09, which was duly signed by the Chair.

10. GOVERNORS ANNUAL CHECKS: BANKRUPTCY/CRIMINAL BACKGROUND CHECK/REGISTER OF INTEREST

The Clerk referred Governors to paper LMC/C/04/09 and requested that Governors complete the annual bankruptcy/criminal background form and return to her as soon as possible.

Governors were also requested to amend, where appropriate, their interests and return the form to the Clerk as soon as possible.

The Corporation received, noted and accepted the Governors Annual Checks: Bankruptcy/Criminal Background Check/Register of Interest, paper LMC/C/04/09.

11. COLLEGE EVENTS AND MEETINGS CALENDAR

The Chair referred Governors to paper LMC/C/05/09 and suggested that it would be good to see Governors attending other activities, other than formal Corporation and Sub-Committee meetings.

Governors' attention was drawn, in particular, to the Self Assessment Report Validation Days taking place on 12th, 13th, 19th and 20th November 2009 as these provide a valuable insight into how the College works. If any Governor is available for either a morning or afternoon session, please inform the Clerk of your wish to attend.

All forthcoming events will be listed on each future Corporation agenda and Governors are requested to contact the Clerk for further information.

ACTION: Governors to inform the Clerk of which events they will attend.

The Corporation received, noted and accepted the College Events and Meetings Calendar, paper LMC/C/05/09.

12. DATES OF NEXT MEETINGS

Monday 5th October 2009 at 5.30pm for self assessment/inspection training
Monday 16th November 2009 at 5.30pm for Corporation

13. **ANY OTHER BUSINESS/INFORMAL DISCUSSION**

Governors' Identification Badges

All Governors will need to have their photograph taken for the new name badges and the Clerk to the Corporation will arrange this in due course.

Action: Clerk to the Corporation to arrange for all Governors to have their photograph taken for name badges.

The Committee agrees that these minutes are an accurate record of the meeting.

SIGNED

NAME Brian Jefferson MBE (Chair)

DATE