

## Minutes of the meeting of the Corporation held on Monday 28 April 2014 at 4.45 pm

in the R205

### Present

Carole Stott	Present	Chair
Jacqui Buffton	Present	Vice-Chair
Matt Atkinson	Present	Principal
Colin Darracott	Present	
Victor da Cunha	Apologies	
Graham Briscoe	Present	
Louise Fradd	Present	
Andy Furse	Apologies	
Richard Harvey	Present	
Jenny Payne	Apologies	
Larissa Perry	Present	
James Wallace	Present	
Emma Yates	Apologies	
Julian Young	Present (from item 4)	

### In attendance

Heather Cross	Clerk to the Corporation
Rob Sibley	Vice Principal (VP)
Julian Tucker	Director of Finance (DoF)

- 1. Apologies** **ACTION**  
Apologies for absence were received from Victor da Cunha, Andy Furse and Emma Yates.
- 2. Declarations of Interest**  
None
- 3. Confidentiality of Items**  
Items 5 and 6 were noted as confidential.
- 4. Minutes of the meeting of the Corporation held on 24 March 2014 and any matters arising**  
The minutes had been circulated and were accepted and signed as a true record.

### Revolving credit proposals

Julian Tucker reported that matters had concluded satisfactorily with the Bank concerning the negotiation of revolving credit proposals and these were presented to the meeting for approval as acceptable, including the proposals for resolution. The bank was to make the facility available for 3 years, there was an arrangement fee of £4,000 and a non-utilisation charge was proposed of 0.5%. A competitive margin of 1.75% was offered. Two covenants were required – the gearing ratio for borrowing was reduced to a multiple of 5.5 from 6 and an existing one concerning cash flow remained.

There was produced to the meeting a document containing the commercial terms of a facility as standard terms (together the Facility Agreement) from Barclays Bank PLC (the Bank) to the Borrower setting out the terms and conditions upon which the Bank is prepared to make available to the Borrower a revolving loan facility (the Facility) in the maximum principal sum of £800,000.

### **It was resolved that:**

The Borrowing by the Borrower of up to the full amount of the Facility in the terms and conditions set out in the Facility Agreements is in the interests of and for the benefit of the Borrower and is most likely to promote the success of the Borrower for the benefit of the members as a whole and that such terms and conditions be and are approved and accepted.

The Borrower has considered whether it needs to obtain professional independent advice (legal, financial or otherwise) prior to resolving to enter into the Facility Agreement and (whether on the basis of such advice or otherwise) it has made its own independent decision to enter into the Facility Agreement and understands the terms, conditions and risks involved.

Matt Atkinson and Julian Tucker are authorised to sign the Facility Agreement on behalf of the Borrower to indicate acceptance of the terms and conditions.

The Bank is authorised to act in all matters concerning the Facility upon instruction from the Borrower signed in accordance with the Bank's mandate for any of the accounts of the Borrower held with the Bank current from time to time.

5. **CONFIDENTIAL item – Matters arising from 28 April 2014 SPA meeting – see separate minutes**
6. **CONFIDENTIAL item – Principal's Strategic Update – see separate minutes**
7. **Risk Management**

A report was provided giving the latest risk register. The Corporation discussed the register and noted five new risks comprising staff

restructuring, changes to the BTEC assessment process, changes to the funding criteria involving English and Maths, budget concerns for 2014/15 and the completion of the Forge roof project. Five risks had been removed from the register and two risks regarded, with lower risks now being applied.

**The risk register was noted and received. It was requested that a report on the English and Maths Strategy and the situation concerning accommodation for students be provided at the next Board meeting.**

LM, DoF

**8. Key Performance Indicator Monitoring**

A key performance indicator monitoring chart had been circulated which provided information concerning 16 – 18 numbers, the Single Adult Budget; Apprenticeship performance; adult and community learning retention and attendance and outstanding success.

The adult and community learning funding achievement was noted as a key risk and the actions being taken to mitigate this were discussed.

**The report was noted and received.**

**9. Health and Safety Policy**

A revised Health and Safety policy had been circulated. It was noted that the date of next review should be recorded as March 2016.

**The policy was approved subject to the inclusion of a reference to the college considering where apprentices were placed.**

**10. Summer Works**

The circulated report reported on the successful application made to the Skills Funding Agency College Condition Fund to upgrade, improve and enhance the College estate, with the award of an 80% grant of £462K for a new lift for the Macaulay building, improved toilet facilities for the ground floor of Macaulay, improved heating for that building and air cooling systems for 4 IT rooms in Herschel. It was noted that the college would contribute £116,000 to the project from college resources which was affordable.

**The report was noted and received.**

**11. Applications for 2014/15**

An update report on applications which had been provided was discussed and it was noted that this showed a positive picture with

applications and acceptances higher than the same point in the previous year. It was noted in discussion however that conversion rates were important to monitor. The Corporation welcomed the fact that with 14 courses particular growth in applications was being seen.

- 12. Management Accounts for month 7 and end of year forecast**  
The Chair informed those present that this item was being deferred to a future meeting. The Director of Finance commented that the latest Management Accounts would be circulated to governors as soon as they were available and would be discussed at the next meeting. **DoF**
- 13. Stewardship Governor role description**  
A role description for the Stewardship governor role had been circulated and was discussed. The circulated document was considered to be a useful basis but other aspects should be reflected.  
**It was agreed that the stewardship governors should be invited to make comments on the role description and that a revised version return to a future meeting.** **Clerk**
- 14. Foundation Code of Governance – Audit and Accountability Annex**  
The Audit and Accountability Annex had been circulated. The Clerk commented that the Annex was recommended by the AoC in order that colleges could more easily comply with the Financial Reporting Council's UK Corporate Governance Code.  
**The Meeting considered the Audit and Accountability Annex of the Foundation Code of Governance and determined that it should be adopted.**
- 15. Standing Orders Amendments to reflect new governance arrangements**  
A report recommending a series of amendments to the Standing Orders had been circulated. The Clerk commented that the changes brought the Standing Orders in line with the current operation of the Corporation and governance at the college.  
**The Standing Orders were considered and approved.**
- 16. Audit Committee minutes – 31 March 2014**  
The minutes of the meeting which had been circulated were **received**.
- 17. Senior Staff Employment Committee minutes – 5 March 2014**  
The confidential minutes of the meeting which had been circulated were **received**.
- 18. Date of next meeting**  
This had been agreed previously as Monday 19 May 2014.