

CORPORATE BOARD

NORTH WEST KENT COLLEGE

Minutes of a meeting of the CORPORATE BOARD

held at 5.30pm on Wednesday, 19 December 2007, at Oakfield Lane, Dartford

Present: Mr J Hill (Acting Chairman)
Mr B Rose
Ms E Birchenough
Mrs S Adams
Mr J Parkes
Mr R S Gill
Dr R Finney
Mr E Anderson
Mr B Newell
Mrs P Jones
Mr R M Bell

In attendance: Mr D Holland (Clerk to the Corporation)
Mr T Knight (Vice Principal)
Mr G Parrett (Director of Finance and Systems)

I-1 APOLOGIES

Apologies for absence were received from Mr B Williams and Ms S Nicholson.

I-2 MINUTES

2.1 The minutes of the meeting held on 3 October 2007 were approved and signed as a correct record.

2.2 Matters Arising

2.2.1 There were no matters arising.

I-3 LEARNER SUPPORT FUND COMMITTEE

3.1 The minutes of the Learner Support Fund Committee meeting held on 30 October 2007 (Paper No CB/19.12.07/I-3.1) were received and noted.

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3.2 **Matters Arising**

3.2 There were no matters arising

I-4 ESTATES COMMITTEE

4.1 The minutes of the Estates Committee meeting held on 6 November 2007 (Paper No CB/19.12.07/I-4.1) were received and noted.

4.2 **Matters Arising**

In answer to a question by Mrs Adams, the Clerk confirmed that emergency evacuation drills had been undertaken at the Gravesend campus, both pre- and during College hours, and at the Dartford campus pre-College hours. A full drill will be carried out at Dartford, during teaching hours, when students have resumed attendance after the Christmas break.

I-5 SEARCH COMMITTEE

5.1 The minutes of the Search Committee meeting held on 13 November 2007 (Paper No CB/19.12.07/I-5.1) were received and noted.

5.2 **Matters Arising**

There were no matters arising.

I-6 STANDARDS COMMITTEE

6.1 The minutes of the Standards Committee meeting held on 20 November 2007 (Paper No CB/19.12.07/I-6.1) were received and noted.

6.2 **Matters Arising**

The Vice Principal advised that, whilst Benchmark figures had not been available at the time the Standing Committee had met, those for 2005-06 had since been published and this College's results exceeded all of those.

In answer to a question by Mr Parkes, on Staff Survey and Consultation, the Principal confirmed that staff briefings are conducted. Furthermore, detailed conversations concerning the capital project, specific to curriculum areas/non-teaching departments, are planned for February and March.

The Principal agreed to make the Staff Survey available to all governors in future, following detailed scrutiny by Finance and General Purposes Committee.

Referring to the separate Stress Survey, the Principal referred to the

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formation of ten focus groups, each to be chaired by an external consultant.

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I-7 FINANCE AND GENERAL PURPOSES COMMITTEE

7.1 The minutes of the Finance and General Purposes Committee meeting held on 4 December 2007 (Paper No CB/19.12.07/I-7.1) were received and noted.

7.2 Matters Arising

RESERVED

Seeking to clarify the proposed changes to the funding methodology, the Principal drew members' attention to the increased emphasis upon achievement. Whereas at present 10% of income was lost in respect of non-achieving students, this loss would increase to 50% from next year.

I-8 AUDIT COMMITTEE

8.1 The minutes of the Audit Committee meeting held on 5 December 2007 (Paper No CB/19.12.07/I-8.1) were received and noted.

8.2 Matters Arising

Following further concerns raised by auditors, Governors asked the Principal to provide a paper, for the next meeting, clarifying the legal relationship between North West Kent College Corporation and the unincorporated GKA. The Principal undertook to do so but, in the meantime, advised members that the future of GKA was doubtful. Funding might run out in March, though there was a possibility of an extension for a further three months, should alternative funds become available from SEEDA.

I-9 MANAGEMENT ACCOUNTS TO OCTOBER 2007

Members received and noted the Management Accounts to October 2007, as set out in Paper No CB/19.12.07/I-9.

Members noted, and were satisfied, that full discussion had taken place at the Finance and General Purposes Committee meeting on 4 December 2007.

I-10 USE OF CORPORATION SEAL 2007-2008

Members received and noted that the Corporation Seal had been used on one occasion during the period 26 September 2007 to 11 December 2007 (Paper No CB/19.12.07/I-10).

I-11 LSC APPROVAL OF LONG TERM BORROWING UP TO £6M

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Members received and noted the LSC approval (Paper No CB/19.12.07/I-11).

**I-12 FINANCIAL STATEMENTS
REVIEW OVER THE LAST 6 YEARS (TO BE READ IN
CONJUNCTION WITH R-4.1)**

Members received and noted the Financial Statements' Review over the Last 6 Years (Paper No CB/19.12.07/I-12).

D-1 PRINCIPAL'S REPORT

Members received and noted the Principal's Report (Paper No CB/19.12.07/D-1).

D-2 CAPITAL PROJECT

2.1 Monthly Status Report

Members received and noted the Monthly Status Report dated November 2007 (Paper No CB/19.12.07/D-2), which had been prepared by Norman Rourke Pryme.

The Chairman drew members' attention, particularly, to the increased value of the Dartford project, from £64 million to £85 million. The latter figure was noted to be fully costed, i.e. inclusive of fees and VAT.

Mr Anderson commented that governors had previously approved the project at a contract sum of £65 million and asked for assurances, from the Principal and the Finance Director, that the College could afford the new contract sum of £85 million.

The Finance Director explained that, if the College were to seek to fund this increase itself, a thousand more full-time students would be required, over a five-year period, to afford this new figure. In present circumstances, and upon the basis of the College's recent track record of growth, he considered it to be feasible, though there are were certain unknown factors, most significantly the impact of the new funding methodology.

Notwithstanding these concerns, the Principal reminded members that, once the College had borrowed up to its expected maximum contribution (between 32% and 36%), the cost of the additional £20 million would be borne by the LSC rather than the College.

With respect to the Aquifer, members requested sight of case studies, where such a system is in operation in public buildings roughly corresponding to the size of the College.

They further requested a Health and Safety report with respect to the risk of Legionnaire's Disease.

Proposed Merger with Bexley College

Given that the College currently recruits 1300 full-time students from the Bexley area, 1100 of whom are between 16 and 18 years old, the Principal made the point that the risk of not sustaining those numbers (in the event of an independently regenerated and successful Bexley College) would potentially jeopardise the affordability of our own capital project.

On the other hand, in the short term, a merger with Bexley College might give rise to a risk of diverting attention from this College's engagement in an immense and complex capital project.

Governors suggested that it should be a pre-condition in our negotiations with Bexley College of any merger must not prejudice North West Kent College's capital project. Governors were also agreed that merger talks should be premised upon a Type B arrangement.

2.2 Risk Register

Members received and noted the Critical Action/Risk Register for the Dartford Campus (Paper No CB/19.12.07/D-2).

Mrs Adams remarked that this was not a Risk Register, proper: more often referring to "actions" rather than "risks".

D-3 ANNUAL CORPORATE CONFERENCE

Members received and noted the Preface to Paper No CB/19.12.07/D-3 concerning the proposed rescheduling of the conference.

A provisional date of the 15 March 2008 was agreed, though it might be necessary to re-schedule in the light of developments relating to Bexley College.

D-4 STANDARDS COMMITTEE

4.1 Corporate Board Self Assessment 2006/2007

Members received and noted the Corporate Board Self Assessment 2006/2007 (Paper No CB/19.12.07/D-4.1).

4.2 Terms of Reference

Members received and noted the Standards Committee Terms of Reference (Paper No CB/19.12.07/D-4.2).

4.3 Committee Membership

Members received and noted the Preface to Paper No CB/19.12.07/D-4.3 concerning Standards Committee membership.

4.4 Performance Indicators

Members received and noted the Standards Committee Performance Indicators (Paper No CB/19.12.07/D-4.4).

4.5 Corporation Performance Indicators

Members received and noted the Corporation Performance Indicators (Paper No CB/19.12.07/D-4.5).

Consideration of the Standards Committee items were deferred until the Corporate Board meeting in January 2008. In the meantime, Dr Finney, Chairman of the Standing Committee, will meet with the Principal and the Clerk, to discuss matters arising.

R-1 LEARNER SUPPORT FUND COMMITTEE

1.1 Terms of Reference

Members received and noted the Terms of Reference of the Learner Support Fund Committee (Paper No CB/19.12.07/R-1.1). As proposed by Dr Finney and seconded by Mr Rose, it was

RESOLVED *to re-adopt the Terms of Reference of the Learner Support Fund Committee, as detailed in Paper No CB/19.12.07/R-1.1.*

1.2 Performance Indicators

Members received and noted the Performance Indicators of the Learner Support Fund Committee (Paper No CB/19.12.07/R-1.2). As proposed by Dr Finney and seconded by Mr Rose, it was

RESOLVED *to adopt the Learner Support Fund Committee's Performance Indicators as set out in Paper No CB/19.12.07/R-1.2.*

1.3 Unit Rates 2007/2008

Members received and noted the proposed Unit Rates of the Learner Support Fund Committee (Paper No CB/19.12.07/R-1.3).

As proposed by Dr Finney and seconded by Mr Rose, it was

RESOLVED *to adopt the Unit Rates 2007/2008 of the Learner Support Fund Committee as set out in Paper No CB/19.12.07/R-1.3.*

R-2 ESTATES COMMITTEE

2.1 Terms of Reference

Members received and noted the Terms of Reference (Paper No CB/19.12.07/R-2.1). As proposed by Dr Finney and seconded by Mr Rose, it was

RESOLVED *to re-adopt the Terms of Reference of the Estates Committee, as detailed in Paper No CB/19.12.07/R-2.1.*

2.2 Energy Management

- **Abstract from minutes**
- **Sustainability, Energy & Water Policy & Procedures**

Members received and noted the abstract from the Estates Committee minutes, together with the Sustainability, Energy & Water Policy and Procedures (Paper No CB/19.12.07/R-2.2).

As proposed by Ms Birchenough and seconded by Mrs Adams, it was

RESOLVED *to adopt the above-mentioned Policy and Procedures, as detailed in Paper No CB/19.12.07/R-2.2, subject to the replacement of "lecturing staff" by "all staff".*

R-3 SEARCH COMMITTEE

3.1 Re-appointment of Business Member: Mr Julian Parkes

Members received and noted the abstract from the minutes of the Search Committee.

As proposed by Dr Finney and seconded by Mr Rose, it was

RESOLVED *to endorse the recommendation of the Search Committee that Mr Julian Parkes be re-appointed as a Business Member of the Corporation.*

3.2 Governor Induction and Mentoring

Members received and noted Governor Induction and Mentoring guidelines (Paper No CB/19.12.07/R-3.2).

As proposed by Dr Finney and seconded by Mrs Adams, it was

RESOLVED *to adopt the Guidelines, as detailed in Paper No CB/19.12.07/R-3.2.*

3.3 Role of College Governor

Members received and noted the Paper entitled *Role of College Governor* (Paper No CB/19.12.07/R-3.3).

As proposed by Dr Finney and seconded by Mr Rose, it was

RESOLVED *to adopt the role description, as detailed in Paper No CB/19.12.07/R-3.3.*

3.4 Succession Planning Procedure

Members received and noted the Paper entitled *Succession Planning Procedure* (Paper No CB/19.12.07/R-3.4).

As proposed by Dr Finney and seconded by Mr Rose, it was

RESOLVED *to adopt the Succession Planning Procedure, as detailed in Paper No CB/19.12.07/R-3.4.*

3.5 Shadowing Chairman and Vice Chairman

Members received and noted the Paper entitled *Shadowing Chairman and Vice Chairman* (Paper No CB/19.12.07/R-3.5).

As proposed by Dr Finney and seconded by Mr Parkes, it was

RESOLVED *that the Clerk should reword the document, as detailed in Paper No CB/19.12.07/R-3.5, for consideration by the Corporate Board in January 2008.*

R-4 FINANCE AND GENERAL PURPOSES COMMITTEE

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4.1 Members' Report and Financial Statements for Year ended 31 July 2007

Members received and noted the Members' Report and Financial Statements for Year ended 31 July 2007 (Paper No CB/19.12.07/R-4.1).

Members referred to the full discussion which had taken place at the Finance and General Purposes Committee meeting on 4 December 2007.

As proposed by Dr Finney, and seconded by Mr Rose, it was

RESOLVED to endorse the Members' Report and Financial Statements, as detailed in Paper No CB/19.12.07/R-4.1.

4.2 Financial Regulations

Members received and noted the Financial Regulations (Paper No CB/19.12.07/R-4.2).

Members referred to the full discussion which had taken place at the Finance and General Purposes Committee meeting on 4 December 2007 and noted that the amendments had been highlighted.

As proposed by Dr Finney, and seconded by Mr Parkes, it was

RESOLVED to adopt the revised Financial Regulations, as detailed in Paper No CB/19.12.07/R-4.2.

R-5 AUDIT COMMITTEE

5.1 Risk Register and Risk Reduction Plan

Members received and noted the Risk Register and Risk Reduction Plan (Paper No CB/19.12.07/R-5.1).

As proposed by Mr Rose, and seconded by Mr Parkes, it was

RESOLVED to accept the Risk Register and Risk Reduction Plan, as set out in Paper No CB/19.12.07/R-5.1.

5.2 Audit Committee Annual Report

Members received and noted the Audit Committee Annual Report (Paper No CB/19.12.07/R-5.2).

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<p>5.2 Appendix 1: Audit Committee Terms of Reference</p> <p>Members received and noted the Audit Committee Terms of Reference (Paper No CB/19.12.07/R-5.3) which had been approved by the Corporate Board on 3 October 2007.</p>	
<p>5.3 Appendix 2: Annual Internal Audit Report</p> <p>Members received and noted the Annual Internal Audit Report (Paper No CB/19.12.07/R-5.4) which had been approved by the Corporate Board in October 2007.</p>	
<p>5.4 Appendix 3: Financial Statements Audit Management Letter</p> <p>Members received and endorsed the Financial Statements Audit Management Letter (Paper No CB/19.12.07/R-5.6) which had been discussed in detail by the Audit Committee on 5 December 2007.</p>	
<p>5.5 Appendix 4: Regularity Auditor Management Letter</p> <p>Members received and endorsed the Regularity Auditor Management Letter (Paper No CB/19.12.07/R-5.6) which had been discussed in detail by the Audit Committee on 5 December 2007.</p>	
<p>5.6 Appendix 5a: Performance Indicators: Audit Committee</p> <p>Members received and endorsed the Performance Indicators of the Audit Committee (Paper No CB/19.12.07/R-5.7) which had been discussed in detail and completed by the Audit Committee on 5 December 2007.</p>	
<p>5.7 Appendix 5b: Performance Indicators: Internal Auditors</p> <p>Members received and endorsed the Performance Indicators of the Internal Auditors (Paper No CB/19.12.07/R-5.8) which had been discussed in detail and completed by the Audit Committee on 5 December 2007.</p>	
<p>5.8 Appendix 5c: Performance Indicators: Financial Statements Auditors</p> <p>Members received and endorsed the Performance Indicators of the Financial Statements Auditors (Paper No CB/19.12.07/R-5.9) which had been discussed in detail and completed by the Audit Committee on 5 December 2007.</p>	
<p>5.9 Appendix 5d: Performance Indicators: Regularity Auditors</p> <p>Members received and endorsed the Performance Indicators of the Regularity Auditors (Paper No CB/19.12.07/R-5.10) which had been discussed in detail and completed by the Audit Committee on 5 December 2007.</p>	

5.10 Appendix 6: Systems Accountant's Status Report on Auditors' Recommendations, November 2007

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Members received and endorsed the Systems Accountant's Status Report on Auditor's Recommendations dated November 2007 (Paper No CB/19.12.07/R-5.11) which had been discussed by the Audit Committee on 5 December 2007.

As proposed by Mr Parkes and seconded by Mr Rose, it was

RESOLVED *to endorse Audit Committee's recommendation to approve the Audit Committee Annual Report for 2006/2007, as set out in Paper Nos CB/19.12.07/R-5.2 to CB/19.12.07/R-5.11 inclusive, and to authorise the Chairman of the Audit Committee to sign the report prior to its submission to the local LSC.*

R-6 CAPITAL PROJECT

6.1 Approval to sign building contract between North West Kent College and HBG Construction Ltd

6.2 Approval to proceed with next phase of design for Phase 1 works at Dartford

Members received and noted the Supplementary Report (Paper No CB/19.12.07/R-6.1) which included the above two items for resolution.

As proposed by Mr Anderson and seconded by Mr Rose, it was

RESOLVED *to approve signature of the building contract between North West Kent College and HBG Construction Ltd, as detailed in Paper No CB/19.12.07/R-6.1.*

R-7 BEXLEY COLLEGE

Members received and noted the Preface to Paper No CB/19.12.07/R-7 concerning Bexley College.

As proposed by Dr Finney, and seconded by Mr Rose, it was

RESOLVED *to enter into talks under the auspices of a Joint Steering Group (JSG), comprising of the Acting-Principal of Bexley College and three of its governors, and, on behalf of this College, the Principal, Mr Anderson, Ms Birchenough and Mrs*

Adams. Mr Holland will act as Clerk to the JSG.

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R-8 COMMITTEE MEMBERSHIP

Members received and noted the paper entitled *Committee Membership* (Paper No CB/19.12.07/R-8).

Consideration of Committee Membership was deferred until the Corporate Board meeting in January 2008.

C-1 ANY OTHER BUSINESS

The Board expressed its gratitude for the contribution made by Mr Rose, on his retirement from the Board after three terms of office, involving twelve years' service. The Chairman referred to Mr Rose's quiet, but considered and always positive contribution.

C-2 DATE AND TIME OF NEXT MEETING

5.30pm, Wednesday, 30 January 2008 in the Boardroom at Dartford.