

CORPORATE BOARD

NORTH WEST KENT COLLEGE

Minutes of a meeting of the CORPORATE BOARD

held at 5.30pm on Wednesday, 30 January 2008, at Oakfield Lane, Dartford

Present: Mr J Hill (Acting Chairman)
Ms E Birchenough
Mrs S Adams
Mr J Parkes
Dr R Finney
Mr E Anderson
Mr B Newell
Mrs L Rowan
Ms S Nicholson
Mrs P Jones
Mr R M Bell
Mr A Ajiyo

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

I-1 APOLOGIES

An apology for absence was received from Mr B Williams.

Members welcomed the Student Governor, Mr Abi Ajiyo, who was currently undertaking a First Diploma in Business Studies. The Clerk advised that the induction of a second Student Governor, Mr Jason Williams, was scheduled for Tuesday, 5 February 2008, in readiness for his attendance at the meeting in March.

I-2 MINUTES

2.1 The minutes of the meeting held on 19 December 2007 were approved and signed as a correct record.

Action

2.2 **Matters Arising**

Action

2.2.1 (I-4) **Estates Committee**

The Clerk advised that full fire drills had now been carried out at both campuses.

2.2.2 (D-2) **Capital Project**

The Vice Principal reported that he would provide an update on the Aquifer at the next Estates Committee meeting in March. In the meantime, however, he noted that the LSC had indicated their agreement, in writing, to proceed with the Aquifer. The Vice Principal also noted that a visit has been proposed to Eindhoven, to see the system in operation.

Members also noted that a further Health and Safety report with respect to the risk of Legionnaire's Disease had also been commissioned.

2.2.3 (R-3.5) **Shadowing Chairman and Vice Chairman**

The Clerk advised that the reworded document would be produced for the March meeting of the Corporate Board.

Clerk

I-3 JOINT STEERING GROUP

3.1 The minutes of the Joint Steering Group (JSG) meeting held on 10 January 2008 (Paper No CB/30.01.08/I-3.1) were received and noted.

3.2 **Matters Arising**

3.2.1 (R-5) **Tendering Process for Initial Outline Proposal**

On the subject of the merger generally, the Clerk reminded members that the JSG had no executive powers. As a result, the JSG would "resolve to recommend to Corporate Board". As far as the tendering process for Initial Outline Proposal was concerned, the Clerk reported that he had forwarded the minutes of the JSG to the Chairman and requested Chairman's Action to invite tender for the Initial Outline Proposal. Chairman's Action had been granted on 17 January 2008.

The Clerk advised that members were now required to give consideration to the endorsement of Chairman's Action.

3.2.2 (R-6) **Process for Selection of Contractor for IOP**

The Principal reported that a sub-group of the JSG, comprising the

Interim Principal and Chairman of Bexley College, and the Principal and Mr Anderson, of this College, with the Clerks of both Corporations in attendance, had met on 25 January at 2pm to consider the tenders. Six firms had been invited to tender but only two submissions were made. The Principal advised that KPMG had been selected.

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

RESOLVED to endorse Chairman's Action on all recommendations of the Joint Steering Group referred to in its minutes of meeting held on 10 January 2008.

Members briefly discussed the merger generally. Dr Finney believed that the Tender Specification should be forwarded to all governors for information. Mr Anderson suggested that all governors should receive a copy of the Terms of Reference. The Clerk agreed to circulate the appropriate documentation.

As a member of the JSG, Mr Anderson noted that the chairmanship of the JSG would rotate between the Chairman of the Corporation of Bexley College and himself, at alternate meetings. Mr Anderson noted that Bexley College had agreed, without reservation, to the adoption of a Type B merger application. He also believed it important for members to note the financial risk involved with the potential merger.

The Principal advised that the next meeting of the JSG was scheduled for Monday, 11 February 2008 when it was likely that Malcolm Staunton, of the LSC, Kent and Medway, would be in attendance. Members noted that discussions with the LSC were being held at this stage to ascertain whether LSC approval in principle was likely, prior to costs being incurred.

I-4 MANAGEMENT ACCOUNTS TO DECEMBER 2007

Members received and noted the Management Accounts to December 2007, as set out in Paper No CB/30.01.08/I-4.

The Director of Finance and Systems reported that at Month 5 the 16-18 year old full-time student numbers stood at 101% of the LSC contract for 2007/2008: 3,198 students against a contract of 3,160. 19+ full-time student numbers were at 96% of contract, 605 against a contract of 630. Full-time equivalent student numbers were currently at just over 100% of contract. Part-time equivalent student numbers were currently at 66% of contract, against 63% at the same time last year.

The Director of Finance and Systems reported that debtor days were positive at 43 against 40 days at the same time last year. Creditor days were at 45 days, 24 excluding the capital project), against 59 last year. Members noted

that total borrowings as a percentage of income had increased from the same time last year, from 26% to 28%, following the additional loan secured by the College for the capital project. In order to show the risk to the College, Mr Anderson suggested that it may be useful to provide a breakdown of the debtors in the Balance Sheet, to show trade debtors and others. The Director of Finance and Systems agreed to incorporate such details in future.

Mrs Adams sought clarification on the financial benefit to the College on achieving over 100% of LSC contract, bearing in mind that the consultants, in their report at Item D-3 of this agenda, state that an additional, double temporary building and office has been ordered. The Director of Finance and Systems advised that no fee income accrued from the additional students, but the over achievement placed the College in better stead for next year's funding from the LSC. He advised that additional students were "in-filled", simply increasing group sizes. The Vice Principal confirmed that the additional temporary accommodation being ordered arose from the increase in students from Ifield School, expected in September 2008.

Referring to Appendix 1, the Director of Finance and Systems noted that income for the period was under budget by £31,000. The Capital Grant Income was £81,000 under budget at Month 5 following the delay in the commencement of the project. However, Work Based Learning was slightly ahead of budget, with HE, Grants and Other Operating Activities significantly ahead of budget. The Director of Finance and Systems clarified Dr Finney's concern over a franchise budget of £553,000 against an income of £530,000. He reported that the franchising partners had been asked to deliver in other areas or activities and therefore the income for the 'other activities' would appear in other income budgets.

Appendix 2 recorded that staffing numbers were under budget at Month 5.

The Director of Finance and Systems referred to Appendix 3 which highlighted the LSC Core Funded Activity at Month 5 by school. Dr Finney considered some schools were more cost effective than others. He suggested the breakdown could provide details of full-time equivalent numbers to ascertain the cost per student. The Director of Finance and Systems reported that he met with each Head of School in order to discuss each course, the numbers of students enrolled and the guided learning hours to ensure the viability of courses. The Principal confirmed that the guided learning hours per hour column encompassed the hours taught per course and was far more useful than the full-time equivalent figures. Mr Anderson suggested the breakdown should include the contribution cost per department to ascertain the balance, or otherwise. The Director of Finance and Systems agreed to amend the Appendix to provide a further breakdown for members' consideration at his next presentation of the document.

Appendix 3a provided members with a breakdown of funding for 2007/2008: £15.51m for under 19 students, £3.74m for 19+, totalling £19.25m.

Appendix 3b detailed the numbers of students in three specific areas: Work

Action

Director
of Finance
&
Systems

Director
of Finance
&
Systems

Based Learning (WBL), Entry to Employment (E2E) and Train to Gain (T2G). Members noted that student numbers in WBL were ahead of contract: 436 students against a contract of 317. The Director of Finance and Systems reported that the students involved in E2E usually commenced in January and was currently below contract. T2G continued to grow, in student numbers for the College (320 against a contract of 252) and in importance as far as the Government was concerned.

The Director of Finance and Systems highlighted a new table, as Appendix 3C, which provided enrolments in HE over a three year period. He noted that the student numbers had increased from 256 in 2005/06 to 351 in 2007/2008.

Members noted Appendix 4, Cashflow Forecast. The Director of Finance and Systems highlighted, in particular, the income and expenditure associated with the capital project.

Members noted the Balance Sheet as at 31 December 2007, at Appendix 5, and the franchise activity, at Appendix 6. The Director of Finance and Systems expected the franchise partners, Learn IT and TBG, to come close to achieving their contract at year end.

I-5 USE OF CORPORATION SEAL 2007-2008

The Clerk reported that the Corporation Seal had been used twice during the period 12 December 2007 to 22 January 2008 (Paper No CB/30.01.08/I-5).

I-6 PROSPECTUS 2008/2009

Members received and noted the College Prospectus for 2008/2009 (Paper No CB/30.01.08/I-6). The Vice Principal noted that the document was produced in-house on an annual basis and well before other Colleges. The Principal advised that applications for 2008/2009 were already showing an increase of 4-5% on last year. He noted that, although 25% of applications for study places at the Gravesend campus were received online, the printed Prospectus was an important and valuable document to have in circulation. Members noted that there were many courses available at Levels 1 and 2 within the Prospectus, as well as higher levels, which catered for a wider range of students within the community.

D-1 PRINCIPAL'S REPORT

Members received and noted the Principal's Report (Paper No CB/30.01.08/D-1).

The Principal noted earlier discussions concerning the possible merger with Bexley College. As a final point on the subject, he noted that the LSC faced

difficulties on how to respond formally to the College on the merger due to uncertainties about its own internal structure and decision-making processes.

The Principal was pleased to report that very strong feedback had been received from the LSC regarding the enhanced capital project at Dartford.

The Principal referred to the Senior Management Team Away Day, on 22 January, when members had identified that an additional member of SMT was required. The areas of Quality, Personnel, 14-16 School Liaison and HE had been identified as areas which could be encompassed within the new role, thereby alleviating the Vice Principal and the Corporate Secretary of some responsibilities, to permit them to concentrate on the capital project and the proposed merger. The Principal noted, however, that employment law advice concerning such an appointment in the face of a potential merger would be required, including specific reference to such a possible eventuality in any advertisement.

Mr Anderson expressed support for the creation of a new post but questioned whether one additional member was sufficient. Dr Finney stated that he believed two Vice Principals were required, one to cover the curriculum side of the College, and the other Finance and Facilities. He suspected that cracks were beginning to show.

The Principal wished to make clear that the move to appoint a further member of SMT was not motivated solely by the Bexley merger. He believed that the role needed to be filled now. He noted that the impact of the new Associate Director of Quality, who had been in situ for some months now, was now being felt in a very positive manner. He advised that interviews of three candidates for the role of Personnel Manager would take place next week. Referring to the interviews for the role of Personnel Manager, the Clerk clarified that the role would be based on a fixed term contract of ten months, which took into account the timetable for the proposed merger with Bexley College.

To conclude discussions on the new role within the Senior Management Team, members approved the establishment of a further post, but suggested that further discussion was required, at Senior Management Team, as to the precise role to be undertaken.

Referring to page 2 of his report regarding the Learning and Skills Council, the Principal advised that there was now a new national responsibility for apprenticeships, thereby strengthening the belief that Work Based Learning was high on the Government's agenda. He confirmed that no information regarding the funding allocation for 2008/2009 had yet been indicated.

The Principal sadly reported the recent death of Judy Jordan, a lecturer in the School of Skills for Life, who had joined the College on 1 January 1993.

D-2 ANNUAL HEALTH AND SAFETY REPORT 2006/2007

Action

Members received and noted the Annual Health & Safety Report to Governors for the Year September 2006 to August 2007 (Paper No CB/30.01.08/D-2), which had been prepared by the Risk Manager.

The Clerk referred to the section entitled *LSC Seeking Assurance Visit*, which referred to the LSC visit in March 2007 and the outcome of *under performing and static*. He was pleased to report that, following a visit by a full-time Health and Safety Advisor on the staff of the LSC in January 2008, the verbal feedback of *satisfactory and improving* was more encouraging. The advisor's report was now awaited.

Mrs Adams expressed disappointment with the report and stated that many of the tasks mentioned remained outstanding. The report did not state clearly the actions which had been undertaken during the period in review. Mrs Adams also noted that the reportable accidents, under RIDDOR, were higher than the AoC average, although no explanation was provided. The Clerk advised that the College had a more exacting reporting culture than other Colleges, which resulted in higher numbers of accidents being reported. Mr Parkes believed that such information should be included within the report, as a narrative to the statistics, in an effort to alleviate any misunderstanding which may follow, especially if the report was read by those who were not familiar with the College.

Mr Parkes referred, specifically, to the section entitled *Fire Risk Assessments*. He believed the report should clarify whether the actions, and what actions, had been followed through, with an explanation of the improvements made.

Members agreed that the report should not be accepted as submitted. Members agreed that the Clerk should discuss the report with the Risk Manager and a revised report should be submitted to the members at the meeting in March 2008.

Clerk

D-3 CAPITAL PROJECT – MONTHLY STATUS REPORT, JANUARY 2008

Members received and noted the Monthly Status Report (Paper No CB/30.01.08/D-3) which had been prepared by Norman Rourke Pryme.

The Vice Principal reported that work had commenced at the Gravesend campus, with the relevant hoarding now in place, and lighting being addressed. He noted that the recent wet weather had resulted in mud being an issue at the campus, although that was now being addressed. Car parking was also an issue but the Vice Principal reported that the College was working with local residents in order to address it. He was pleased with the progress to date.

The Vice Principal advised that the College intended to proceed with Phase 2 of the redevelopment at the Gravesend campus later this year, although it may be a revised Phase 2, if the proposed merger with Bexley College proceeded.

As far as the redevelopment of the Dartford campus was concerned, the Vice Principal reported that the Application in Principle (AIP) for the Dartford campus was submitted to the LSC on 20 December 2007. The Vice Principal believed that the LSC was satisfied with the educational and financial aspects of the redevelopment. Feedback was awaited as far as the property case was concerned.

The Vice Principal reported that a letter would be forwarded to Sport England this week which highlighted the cost, £3.5m, of a new swimming pool on the campus. If Sport England showed the appropriate level of support for the project, then the Dartford Borough Council and Kent County Council would be approached for additional support.

Ms Birchenough acknowledged that although the completion of the accommodation was some way off, consideration should be given now to who should open the new buildings. She highlighted that the diary of a senior official was often booked well in advance of the event and suggested that the College should be prompt in forwarding its invitation.

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/30.01.08/D-4.1) which had been carried over from the December 2007 meeting due to time constraints.

Dr Finney, as Chairman of the Standards Committee, reported that the Corporate Board Self Assessment 2006/2007 detailed the responses received from eleven members. He noted that members had graded all areas as Grade 2, with the exception of Clerking, which was graded Grade 1.

Dr Finney highlighted two issues, both under section 8, *Pay and Conditions of Service*, which had arisen from the Self Assessment:

1. Pay and conditions – Dr Finney reported that it was the governors' responsibility to set the framework for the pay and conditions of service for all staff, upon which the Principal would act [excepting Senior Postholders, where the duty of Governors was direct and could not be delegated to the Principal]. However, Dr Finney noted that in his twelve years at the College, he had not *seen* that framework. He suggested that the Finance and General Purposes Committee could consider the framework every 4-5 years.

2. Profit related pay – Dr Finney believed that members should be aware of the objectives which were set for the Principal, Clerk and Senior Postholders as members were not aware of the targets being set.

Dr Finney suggested that both items should be considered at the Annual Corporate Conference, scheduled for 15 March 2008.

Referring to the Instrument and Articles of Government, the Clerk confirmed that governors had responsibility to ensure that a framework existed. However, he counselled against governors becoming involved with the salaries of staff, other than senior Postholders, which was clearly a "delegated function" to the Principal. He also reminded members that staff, other than Senior Postholders, were paid in precise accordance with a nationally recommended pay scale. The decision to pay in accordance with that pay scale was taken each year by the Remuneration Committee, such resolution being duly endorsed, each year, by the Corporate Board.

Dr Finney referred to the new Instrument and Articles, with effect from 1 January 2008, and noted that there were some issues to be addressed by members and changes to be made. The Clerk advised that it was his intention to raise changes to the Instrument and Articles at the Corporate Board meeting in March, following publication of Eversheds' glossary.

Dr Finney also remarked that the College's Self-Assessment Report (SAR) had not been provided to members this year.

Dr Finney believed that these issues should be discussed at the Annual Corporate Conference.

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

RESOLVED to accept the Corporate Board Self Assessment 2006-2007, as detailed in Paper No CB/30.01.08/D-4.1.

4.2 Terms of Reference

Members received and noted the Standards Committee Terms of Reference (Paper No CB/30.01.08/D-4.2).

Members considered the suggestion of the Chairman of the Standards Committee to increase the membership of the Standards Committee from four to six members, including the Principal. Members agreed with the rationale for the increase but believed that it might prove impracticable, given the demands upon members' time.

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

	Action
<p>RESOLVED <i>to adopt the Standards Committee’s amended Terms of Reference, as set out in Paper No CB/30.01.08/D-4.2, with membership to be discussed further by the Chairman of the Standards Committee and the Clerk, and by all members under Item R-5 of this agenda.</i></p>	<p>Dr Finney/ Clerk</p>
<p>4.3 Committee Membership</p> <p>Members received and noted the Preface to Paper No CB/30.01.08/D-4.3 concerning Standards Committee membership.</p> <p>Resolution of this item would form part of Item R-5 on this agenda.</p>	
<p>4.4 Performance Indicators</p> <p>Members received and noted the Standards Committee Performance Indicators (Paper No CB/30.01.08/D-4.4).</p> <p>Members agreed that all responses should be in the affirmative, apart from numbers 5 and 10 which should be marked ‘no’.</p> <p>As proposed by Mr Anderson and seconded by Mr Hill, it was</p>	
<p>RESOLVED <i>to adopt the Standards Committee’s Performance Indicators, as set out in Paper No CB/30.01.08/D-4.4.</i></p>	
<p>4.5 Corporation Performance Indicators</p> <p>Members received and noted the Corporation Performance Indicators (Paper No CB/30.01.08/D-4.5).</p> <p>Members agreed that as each Standing Committee reviewed its performance on an annual basis, a formal, annual report to the Corporate Board by each Standing Committee was not required.</p> <p>As proposed by Mr Anderson and seconded by Mrs Adams, it was</p>	
<p>RESOLVED <i>to adopt the Corporation Performance Indicators, as detailed in Paper No CB/30.01.08/D-4.5, subject to the removal of the second sentence of Performance Indicator Two, which referred to each Standing Committee providing a formal, annual report to the Corporate Board.</i></p>	
<p>R-1 CALENDAR OF MEETINGS FOR 2008/2009</p> <p>Members received and noted the draft Calendar of Meetings for 2008/2009</p>	

(Paper No CB/30.01.08/R-1). As proposed by Dr Finney and seconded by Mr Rose, it was

Action

RESOLVED *to adopt the Calendar of Meetings 2007/2008, as set out in Paper No CB/30.01.08/R-1.*

R-2 CODE OF CONDUCT

Members received and noted the Code of Conduct which had been amended in draft (Paper No CB/30.01.08/R-2). As proposed by Mr Anderson and seconded by Dr Finney, it was

RESOLVED *to adopt the Code of Conduct as set out in Paper No CB/30.01.08/R-2.*

The Clerk referred to the clean copy of the Code of Conduct which had been circulated to governors. It was an annual requirement that the Code of Conduct be signed by each governor and the Clerk requested that each governor sign the document on page 8 and return it to him.

R-3 STANDING ORDERS

Members received and noted the Standing Orders of the Corporation (Paper No CB/30.01.08/R-3). As proposed by Dr Finney and seconded by Mr Anderson, it was

RESOLVED *to re-endorse the Standing Orders as set out in Paper No CB/30.01.08/R-3.*

R-4 NORTH WEST KENT COLLEGE TRAINING TRUST

Members received and noted the Preface to Paper No CB/30.01.08/R-4 and noted that a vacancy existed for a Trustee of the North West Kent College Training Trust following the resignation of Mr Rose in December 2007. Mr Parkes agreed to become a Trustee.

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

RESOLVED *that Mr Julian Parkes should replace Mr Rose as a Trustee of the North West Kent College Training Trust.*

R-5 COMMITTEE MEMBERSHIP

Members received and noted the details of Committee Membership (Paper No CB/30.01.08/R-5). Members noted the vacancies on the various Standing

Committees.

Following discussion regarding Committee membership and Link Governor vacancies and, as proposed by Mr Anderson and seconded by Mr Parkes, it was:

RESOLVED *that the membership of the Standing Committees be as follows:*

Finance and General Purposes Committee: vacancy remains.

Standards Committee: Dr R Finney, Ms E Birchenough, Mr R M Bell, Ms L Rowan, Mrs P Jones and Mr B Newell. Mr R Singh Gill and Ms S Nicholson to stand down.

Learner Support Fund Committee: Mr J Hill, Dr R Finney and Mr A Ajiyo.

The membership of the following Committees remain unchanged: Audit, Search, Remuneration, Special and Estates.

The Link Governor vacancy in the Faculty of Business, Service and Foundation Studies to be filled by Ms L Rowan. The Link Governor vacancy in Student Services to be discussed at the next meeting of the Standards Committee.

Action

Clerk

C-1 ANY OTHER BUSINESS

The Clerk referred to the role of mentors for the new Student Governors. Dr Finney and Ms Birchenough volunteered to undertake those roles. As proposed by Mr Anderson and seconded by Mrs Adams, it was

RESOLVED *to appoint Dr Finney as mentor to Mr Ajiyo and Ms Birchenough as mentor to Mr Jason Williams.*

C-2 DATE AND TIME OF NEXT MEETING

Annual Corporate Conference: Saturday, 15 March 2008 at Stone Castle, Greenhithe

Ordinary meeting: 5.30pm, Wednesday, 26 March 2008 in the Boardroom at Dartford.