

CORPORATE BOARD

NORTH WEST KENT COLLEGE

Minutes of a meeting of the CORPORATE BOARD

held at 5.30pm on Wednesday, 7 October 2009, at Lower Higham Road, Gravesend

Present: Mr E Anderson (Chairman)
Mr J Hill
Mr J Parkes
Mrs S Adams
Mr B Newell
Mr G Moody
Mr R M Bell
Mr R Singh Gill
Dr R Finney
Mrs P Jones
Mr O Oguns
Mr N Butterfield

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)

P-1 WELCOME TO NEW STAFF GOVERNOR: NICK BUTTERFIELD

The Chairman welcomed Mr Butterfield to his first meeting of the Corporation and he was introduced to members.

P-2 APOLOGIES

An apology for absence was received from Ms E Birchenough.

P-3 MINUTES

3.1 The minutes of the meeting held on 8 July 2009 were approved and signed as a correct record.

3.2 Matters Arising

The Chairman advised that, in future, the minutes of all meetings would be

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circulated to members within ten working days, for information, once approved provisionally by the Chairman.

**Action
Clerk**

3.2.1 **Confirmation of Chairman's Action Taken**

Members received and noted the Confirmation of the Chairman's Action Taken (Paper No CB/07.10.09/P-3.2.1) in relation to the variation of the contract of the Corporate Secretary/Clerk. The Chairman reported that the audit trail of meetings and approvals was available for inspection if any member wished to approach him privately. Given the savings in salary to be achieved, he confirmed that the Employer's contribution to Early Retirement under the 85 Year Rule would be recovered after a period of only 8.5 months.

3.2.2 **Election of Vice Chairman (cf 8 July 2009 minutes, C-1.1)**

The Chairman referred to the Vice Chairman's intention to retire from the Board and the invitation for nominations made at the last meeting of the Board. Owing to some absences from the meeting held in July 2009, the Chairman called for nominations at this meeting. Mrs Adams nominated Dr Finney and Mr Oguns seconded the nomination. Dr Finney accepted the role of Vice Chairman of the Corporation. Members noted that the December 2009 meeting would be the last for Mr Hill, after 26 years' service on the Board.

R-1 AUDIT COMMITTEE

1.1 **Internal Audit Annual Report 2008/2009**

Members received and noted the abstract from the minutes of the Audit Committee with attached Internal Audit Annual Report for 2008/2009 (Paper No CB/07.10.09/R-1.1). The Chairman of the Audit Committee reported that although there were issues regarding Train to Gain, at this College and across the sector, the Committee acknowledged that the Senior Management Team was aware of the issues and were endeavouring to overcome them.

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

RESOLVED *to endorse the Audit Committee's recommendation of the Annual Internal Audit Report 2008/2009 (as detailed in Paper No CB/07.10.09/R-1.1).*

1.2 **Annual Risk Management Report 2008/2009**

Members received and noted the Annual Risk Management Report 2008/2009 prepared by the Corporate Secretary (Paper No CB/07.10.09/R-1.2). The Chairman of the Audit Committee advised that the report highlighted changes to the Risk Register and Risk Reduction Plan during 2008/2009, the main one in relation to capital funding.

As proposed by Mr Newell and seconded by Mr Moody, it was

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RESOLVED to adopt the Annual Risk Management Report 2008/2009, as detailed in Paper No CB/07.10.09/R-1.2.

The Clerk advised that, following his resignation as Corporate Secretary, he would no longer be the designated Risk Champion and therefore authorship of this Annual Report would fall to another SMT colleague. Following discussion of the role at Audit Committee and the Senior Management Team, the Vice Principal would assume the role of Risk Champion from 1 November 2009.

1.3 **Annual Report on Allegations of Fraud/Irregularity 2008/2009**

Members received and noted the Annual Report on Allegations of Fraud/Irregularity 2008/2009 (Paper No CB/07.10.09/R-1.3). Members were pleased to note that a nil return had been made. At the suggestion of the Chairman, the wording would be changed to “no reported instances of fraud”. in future

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

RESOLVED adopt the Annual Report of Allegations of Fraud or Irregularity 2008/2009, as detailed in Paper No CB/07.10.09/R-1.3.

1.4 **IAS Strategic Plan 2009/2010**

Members received and noted the IAS Strategic Plan 2009/2010 (Paper No CB/07.10.09/R-1.4). Mr Parkes, as Chairman of the Audit Committee, referred to the recently enhanced statutory requirements regarding Safeguarding, a high profile area. Members noted that the outcome of Visit 1 in January 2010 would be awaited to determine whether time should be allocated to this area in the second visit by auditors. The Clerk advised that the Director of Faculty, TMS would assume the role of Child Protection Officer, following his resignation from the post of Corporate Secretary. As proposed by Mr Moody and seconded by Mrs Jones, it was

RESOLVED to adopt the Internal Audit Strategic Plan 2009/2010, as detailed in Paper No CB/07.10.09/R-1.4.

1.5 **Terms of Reference**

Members received and noted the Terms of Reference of the Audit Committee (Paper No CB/07.10.09//R-1.5). As proposed by Dr Finney and seconded by Mrs Adams, it was

RESOLVED to adopt the Terms of Reference of the Audit Committee, as set out in Paper No CB/07.10.09/R-1.5.

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R-2 FINANCE AND GENERAL PURPOSES COMMITTEE

2.1 Members received and noted the Proposed Unit Rates for 2009/2010 of the Learner Support Fund (Paper No CB/07.10.09/R-2.1). As proposed by Mr Parkes and seconded by Dr Finney, it was

RESOLVED to endorse the proposed unit rates for 2009/2010, as detailed in Paper No CB/07.10.09/R-2.1.

2.2 Terms of Reference

Members received and noted the Terms of Reference of the Finance and General Purposes Committee (Paper No CB/07.10.09/R-2.2). Members noted Dr Finney's request that consideration be given to the Welfare Fund in future, and the Chairman's request that a report on the discretionary aspect of the Fund be submitted to the Committee at the next meeting. As proposed by Mr Parkes and seconded by Mrs Adams, it was

RESOLVED to re-adopt the Terms of Reference of the Finance and General Purposes Committee, as detailed in Paper No CB/07.10.09/R-2.2.

2.3 Performance Indicators

Members received and noted the Performance Indicators of the Finance and General Purposes Committee (Paper No CB/07.10.09/R-2.3). As proposed by Dr Finney and seconded by Mr Singh Gill, it was

RESOLVED to adopt the Finance and General Purposes Committee's Performance Indicators as set out in Paper No CB/07.10.09/R-2.3.

2.4 Lloyds TSB, Heads of Terms

Members received and noted the Heads of Terms being offered by Lloyds TSB in relation to current loans and a new revolving credit facility (Paper No CB/07.10.09/R-2.4). The Director of Finance and Systems outlined briefly the terms and rates being offered by Lloyds, ie 1.5% above LIBOR, currently just over 2%. He believed this rate to be very competitive. Members noted that the loans totalling approximately £16m would remain outstanding following receipt of funding for the capital projects.

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

RESOLVED *to accept the Heads of Terms of Lloyds TSB dated 22 September 2009, as set out in Paper No CB/07.10.09/R-2.4, and to authorise the Director of Finance and the Principal to sign the Heads of Terms on behalf of the College.*

2.5 Three Year Financial Forecast

Members received and noted the extract from the minutes of the Finance and General Purposes Committee meeting held on 22 September 2009 in relation to the Three Year Financial Forecast (Paper No CB/07.10.09/R-2.5). The Director of Finance and Systems advised that the Three Year Financial Forecast required slight amendment, to reflect the grant following approval of the capital projects by the LSC. No other amendments had been made. As proposed by Mr Moody and seconded by Mrs Adams, it was

RESOLVED *to endorse the revised Three Year Financial Forecast, as referred to in Paper No CB/07.10.09/R-2.5 and CB/07.10.09/I-4.*

R-3 ESTATES COMMITTEE

- 3.1 **Required Resolution arising from LSC's Letter dated 9 September 2009 relating to Capital Project Support – Conditions of Grant**
 3.2 **LSC Letter dated 9 September 2009 (for information only)**

Members received and noted extract from the minutes of the extraordinary meeting of the Estates Committee held on 29 September 2009 (Paper No CB/07.10.09/R-3.1), with particular reference to Clause 13 contained within Paper No CB/07.10.09/R-3.2. Members were pleased to note that the College was one of a small number of colleges to secure funding for capital projects. Members noted that the letters of intent would be drafted by the Corporation's solicitors, Maples Teesdale. As proposed by Dr Finney and seconded by Mr Moody, it was

RESOLVED *to ratify the appointment of BAM Construction Limited on the basis of their revised tender sum of £30,828,451 and approval the issue of letters of intent for the initial works up to December 2009 in the total sum not exceeding £5m.*

R-4 SAFEGUARDING CHILDREN AND VULNERABLE ADULTS

- 4.1 **Safeguarding Children and Vulnerable Adults Policy and Nomination of Governor**
 4.2 **Procedure Guidelines (for information only)**
 4.3 **Procedure Flowchart (for information only)**

Members received and noted the Policy (Paper No CB/07.10.09/R-4.1), the Guidelines (Paper No CB/07.10.09/R-4.2) and Flowchart (Paper No CB/07.10.09/R-4.3).

Members were advised that the documents had been reviewed by SMT recently. The Vice Principal advised that the new inspection regime involved two additional, limiting grades being awarded: (1) equality and diversity and (2) safeguarding. Further, SMT/MMT and all staff would require training, as would governors. The Clerk agreed to arrange such training for the Board. The Principal reported that the Director of Faculty TMS had undergone the required training in relation to his role as Child Protection Officer, (as set out under *Responsibilities* on page 3 of the Policy).

Mr Parkes referred to “significant harm”, on page 2 of the Policy, and whether ‘insignificant harm’ was of no concern. He also referred to the College being required to take appropriate action to ensure children and vulnerable adults are kept safe ‘at home’ (page 2), and the fact that students should be included within the third bullet point on page 3, ie allegations of abuse against members of staff *and students*. The Clerk advised that the College had a duty to report to Social Services if harm were suspected at home, following which Social Services would be responsible for the matter. He agreed to amend the policy as discussed and ascertain the definition of “significant harm” and report at the next meeting.

In response to Mrs Adams’ request for clarification on the requirement for enhanced CRB checks for governors (Appendix 5), the Clerk advised that the enhanced checks searched for warnings, comments and cautions. Although Dr Finney expressed his dissatisfaction with a further CRB check being undertaken, the Chairman stated that it was a requirement and the Corporation must comply.

Mrs Jones volunteered to be the nominated governor with special responsibility for child protection issues for the year 2009/10.

As proposed by Mr Singh Gill and seconded by Mr Moody, it was

RESOLVED *to adopt the Safeguarding Children and Vulnerable Adults Policy, as set out in Paper No CB/07.10.09/R-4.1, subject to the inclusion of the definition of ‘significant harm’ and reference to ‘students’ as referred to above, and reference to Mrs Jones being the governor with special responsibility for child protection issues for the year 2009/10.*

R-5 COLLEGE CHARTER

Members received and noted the College Charter (Paper No CB/07.10.09/R-5), which had been amended slightly. As proposed by Dr Finney and seconded by Mrs Adams, it was

RESOLVED to adopt the College Charter, as set out in Paper No CB/07.10.09/R-5.

Action

D-1 PRINCIPAL'S REPORT

Members received and noted the Principal's Report (Paper No CB/07.10.09/D-1).

Enrolment

The Principal reported that growth for 2009/10 stood at approximately 500-600 full-time students. He acknowledged that the current economic climate will have had an impact on the number of job opportunities available. The College had secured an increase in student enrolments at Gravesend, despite the capital project development. As a result, the Principal anticipated student numbers to be approximately 6,000 within the next three years, with the majority of growth in the 16-18 age group and therefore funded by the Government. The increase in the age of young people required to be in full-time education will also impact on student numbers.

Capital Project

The Principal was delighted to report that both new Blocks C and R were in use at Gravesend. He anticipated that the outstanding works at Gravesend, being the demolition of old Block C, and the creation of the new one way road system throughout the campus, would be possible in the near future. The Principal reported on the car parking difficulties at both campuses and the imminent reduction in parking spaces at Dartford due to the commencement of the capital project.

Bexley

Members noted that the College recruited approximately 1,200 sixteen to eighteen year-old students from the Bexley area, significantly more than Bexley College. As local authorities are due to be responsible for sixteen to eighteen year-old funding from April 2010, the future of funding is uncertain. Following some consultancy work over the summer period, the Director of Children's Services for Bexley, Deborah Absalom, will be meeting with the Principal in the near future.

D-2 LEASE OF THE MALTINGS

2.1 Letter from Maples Teesdale dated 18 September 2009

2.2 Email from Maples Teesdale of 29 September 2009

Members received and noted the letter from Maples Teesdale dated 18 September 2009 (Paper No CB/07.10.09/D-2.1) and the email of 29 September 2009 (Paper No CB/07.10.09/D-2.2).

The Vice Principal reported that the lease of *The Maltings*, which committed the College to a seven year tenancy at £75,000 per annum, had been signed following a delay due to a planning issue. Guidance on the issue had been obtained and the application to the Council for a temporary change in status for seven years was awaiting approval. It was hoped that the College would secure the premises on 15 October 2009. Members noted that the NSTC, now known as Maritime Operations Logistics, would occupy part of the original accommodation, as would Facilities for storage and a workshop area, and the modern workshop would house Motor Vehicle students. The Vice Principal reported that all large and small equipment had been ordered.

Although the delay in occupation was acknowledged, members were pleased that the premises had been secured.

D-3 RECRUITMENT OF PRINCIPAL

3.1 Status Report

3.2 Authorisation for Chairman's Action, if necessary, to Co-opt Additional Member to the Selection Panel

(Articles require a minimum of five governors to be involved in the process)

Members received and noted Status Report (Paper No CB/07.10.09/D-3.1) and the request for authorisation for Chairman's Action (Paper No CB/07.10.09/D-3.2).

Members noted the timeline for the appointment of the Principal, with the interview process taking place on 26 and 27 October 2009. The Chairman advised that a buffet for members, senior managers and candidates would be held in the Training Restaurant at Gravesend on Monday, 26 October 2009 at 6pm. Members were encouraged to attend and were requested to wear College name badges.

The names of the members involved with the interview process were noted and the Chairman advised that the AoC consultant would be present throughout the interviews.

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

RESOLVED *to authorise the Chairman to co-opt an alternative member to the Selection Panel, if necessary.*

D-4 GOVERNOR TRAINING

Members received and noted the extract of training available through LSIS under their programme entitled *Leadership Skills for Governance* (Paper No CB/07.10.09/D-4). The Clerk requested members inform him of any training events they wished to attend.

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	Action
<p>Dr Finney believed two events, (1) College Governance and the New Ofsted Inspection Framework, and (2) Self-Assessment and Quality Improvement, would be useful for the Board, and he himself wished to attend the first event. The Chairman highlighted Equality and Diversity: Development for Governors, which he believed to be of relevance. The Principal suggested that the Director of Faculty, TMS and the Director of Curriculum, Quality and Human Resources could facilitate an event for governors in-house. Members were in agreement and the Clerk was asked to make the arrangements.</p>	Clerk
<p>D-5 EVERY CHILD MATTERS – 2008/2009 OVERVIEW</p>	
<p>Members received and noted the report on Every Child Matters (Paper No CB/07.10.09/D-5). The Principal apologised for the paper which, he believed, provided no level of assurance for members. He would ensure a more appropriate report was written and submitted to the Board in December.</p>	Principal
<p>D-6 STRATEGIC/OPERATIONAL PLANS</p>	
<p>6.1 Three Year Strategic Plan</p>	
<p>6.2 One Year Operational Plan</p>	
<p>The Principal reported that the Plans were scheduled to be submitted to the Board at this meeting. However, given the substantial increase in student recruitment, he believed greater consideration and a more radical overhaul of the Strategic Plan was required. He advised that the Senior Management Team would meet on 21 October to consider more fully the implications of the increase in enrolments and the capital project. As a result, the Principal suggested that an outline of the revised documentation be submitted to the full Board in December, with further consideration being given to the Plans by members at the Annual Corporate Conference in March 2010 and, if possible, with the new Principal present. The Chairman believed this to be a crucial area for the Board and asked that it be the main item of the conference agenda. Members were in agreement.</p> <p>Members suggested that the January meeting, being held at Gravesend, could commence earlier to enable members to see demonstrations of the new equipment in use on the Gravesend campus. Alternatively, the Annual Corporate Conference could be held at the Gravesend campus. The Chairman and Clerk agreed to discuss further the question of preferred venue.</p>	Principal
<p>I-1 AUDIT COMMITTEE</p>	Chairman/ Clerk
<p>1.1 The minutes of the meeting of the Audit Committee held on 16 September 2009 (Paper No CB/07.10.09/I-1.1) were received and noted.</p>	

1.2 **Matters Arising**

There were no matters arising.

I-2 FINANCE AND GENERAL PURPOSES COMMITTEE

2.1 The minutes of the meeting of the Finance and General Purposes Committee held on 22 September 2009 (Paper No CB/07.10.09/I-2.1) were received and noted.

2.2 **Matters Arising**

There were no matters arising.

3-1 ESTATES COMMITTEE

3.1 The minutes of the extraordinary meeting of the Estates Committee held on 29 September 2009 (Paper No CB/07.10.09/I-3.1) were received and noted.

3.2 **Matters Arising**

There were no matters arising.

I-4 FINANCIAL REVIEW – AUGUST 2009

Members received and noted the Financial Review – August 2009 (Paper No CB/07.10.09/I-4).

I-5 CAPITAL PROJECT STATUS REPORT, SEPTEMBER 2009

Members noted the Capital Project Status Report as at September 2009 (Paper No CB/07.10.09/I-5), which had been circulated previously.

I-6 USE OF CORPORATION SEAL 2008/2009 AND 2009/2010

Members received and noted the Use of the Corporation Seal (Paper No CB/07.10.09/I-6).

I-7 TRAVEL AND SUBSISTENCE RATES FOR MEMBERS

Members received and noted the Travel and Subsistence Rates for Members for 2009/2010 (Paper No CB/07.10.09/I-7), which were at the same rate as those applicable to staff.

Action

I-8 APPOINTMENT OF MEMBER TO FINANCE AND GENERAL PURPOSES COMMITTEE

The Chairman referred to the vacancy on the Finance and General Purposes Committee. He suggested that the vacancy could be filled by the new Staff Governor, Mr Butterfield. Members agreed.

C-1 ANY OTHER BUSINESS

Following a request by Mrs Adams for information on the facility known as The Bridge, the Principal outlined the three premises in which the College had, or may have, a presence in the area: The Bridge, Pro Logis and the SusCon project. He advised that he would be happy to visit the premises with Mrs Adams and asked the Clerk to make the necessary arrangements.

C-2 DATE AND TIME OF NEXT MEETING

5.30pm, Wednesday, 16 December 2009 in the Boardroom at Dartford

Action

Clerk/
Principal