Minutes

Full Corporation

Governance 2024-2025

Date	25/03/2025				
Time	17:30 - 19:30				
Location	Harrow College				
Present	Nick Davies (ND)	Chair	Keith Smith (KS)	Ex-Officio, CEO	
	Susan Kingman (SK)	Vice-Chair	Dylan McTaggart (DM)	Group Principal	
	Nasim Khan (NK)	Vice-Chair	Shane Woodhatch (SW)	Chief Financial Officer	
	Sujit Reddy (SR)	Governor	Alex Denley (AD)	Chief Technology Officer	
	Mario Michaelides (MM)	Governor	Julie Amory (JA)	Chief People Officer	
	Jenny McLaughlin (JM)	Governor	Jo Withers (JW)	Chief of Business Strategy	
	Sofia Barbosa-Boucas (SB-B)	Governor	Clive Hodge (CH)	Harrow College Principal	
	Alasdair MacLeod (AM)	Governor	Gavin Hughes (GH)	Richmond upon Thames College Principal	
	Simon Boulcott (SB)	Governor	Tim Hulme (TH)	Interim Chief Operating Officer	
	Mike Sutcliffe (MS)	Governor	Anil Pujara (AP)	Internal Auditor	
	Amanda Priem (AP)	Governor	Mark Burey (MBu)	Group Director - PR, Marketing and Communications	
	Jo Swindells (JS)	Governor			
	Grant Cooper (GC)	Governor			
	Niran Mothada (NM)	Governor			
	Divya Menon (DM)	Governor			
	Tracy Stuart (TS)	Governor			
	Vincent Neate (VN)	Governor			
	Paul Miller (PM)	Governor			
	Tieran Morton (TM)	Staff Governor			
	Gary May (GM)	Staff Governor			
	Cherry Horton-Edwards (CH-E)	Staff Governor			
Student Governors	Thomas Lock (TL)				
	Nazile Karim (NKa)				
	Holly Taylor (HT)				
	Chiedza Masawi (CM)				
Absent	Mel Nebhrajani (MN)				
Clerk	Perry Perrott				
Note Taker	Nataliia Tymkiv				

Summary of Actions

No.	Description	Responsible Person	Deadline
1.	Conduct financial assessment for White House renovations.	SW	06/05/25
2.	Progress discussions with Roehampton University for the sixth form centre.	KS	06/05/25
3.	Bring the update on the Student Surgeries to the next Board meeting.	DM	06/05/25
4.	Conduct a review the Uxbridge Library approval process and ensure better coordination between committees.	PP	06/05/25
5.	Further investigation into alternative options for expansion will be explored and reported at a next Board meeting.	KS, PP	19/05/25
6.	Implement the papers submissions log is implemented across all committees.	PP	06/05/25
7.	Ensure the completions of SSB Actions by EMT/SLT.	KS	06/05/25
8.	Ensure the comprehensive coverage of the ‘Schoolwatch’ alert system and new command and control centre at Uxbridge.		06/05/25
9.	Address Student Governor's concern regarding issues when using HRUC Student App, in particular not receiving email notifications	AD	06/05/25
10.	Provide a further update on H&S at the next Board meeting.	PP	06/05/25
11.	Log and report back any actions for EDI report forwarded to PP.		
12.	Conduct workshops, gather insights, and develop recommendations for a potential brand refresh.	MBu	Ongoing

Minutes

1 - General disclaimer statement at start of meeting:

The meeting was being recorded for the purpose of minuting and the recording would be destroyed once the minutes were completed and approved by the Chair. No objections were raised.

2 - Apologies for absence

i. Apologies for absence were received from MN.
ii. DM, NM, GC and TS joined after the completion of Item 4.
iii. SR joined at 5:40p.m.

3 - Declarations of Interest

The chair asked if there were any declarations of interest. It was noted that one declaration had been received in the Audit & Risk Committee and was updated on the GovernorHub. No additional declarations were made during the meeting.

4 - New Co-Opted Governors

TS, GC, DMe, and NM were recommended for appointment as co-opted Governors for a one-year period.
TM was recommended for appointment as a Staff Governor.

A vote was taken to ratify the appointments. All four candidates were approved.

DECISION: The appointment of TS, GC, DMe, and NM as co-opted governors for a period of one year was ratified.

5 - Minutes of the last meeting dated: 10 December 2024

The minutes of the last meeting held on 10 December 2024 were accepted with minor corrections noted by PP and approved by a vote.

6 - Actions from last meeting

Perry presented the action log from the previous meeting. Key actions included:

- **Action 1 (AI Tool Policy Management)**: Action completed. All governors received access to the AI tool for governance policies and procedures.
- **Action 2 (Due Diligence in Library)**: Action completed. The due diligence process was finalised, related to the Uxbridge Library project.
- **Action 3 (Financial Modelling for Business Case)**: Action completed. The financial modelling has been completed and aligns with ongoing projects.
- **Action 4 (Meeting to review the business case)**. Completed.
- **Action 5 (First Aid Training Involvement for Students)**: Completed. The Students First Aid training program will be offered to students to raise awareness from the Safeguarding perspective, however, students won't be trained to perform first aid because of the vicarious liability issue. TH will further provide an update on the issue of the lack of available first aiders, in the H&S update item.
- **Action 6 (Trend Data and Near-Miss Reporting)**: Ongoing. The issue was passed to TH for further review, with solutions anticipated in the H&S update.
- **Action 7 (Accessibility of First Aid Rooms at Hayes Campus)**: Action completed. Construction of a new first aid room was completed during the Easter break.
- **Action 8 (Due Diligence for Portal Security)**: Action completed.
- **Action 9 (The transition to in-house procurement):** is progressing. A update paper has been provide to the Board.
- **Action 10 (Circulate the Project Ambition plans):** Action completed.
- **Action 11 (Ensure all legal and regulatory requirements)**, especially regarding special educational needs. Action completed. The College is meeting all the regularity requirements on the Project Ambition.

- **Action 12 (The investment policy and finalise the review of Barclays' investment). Action completed.** Discussed at F&R, it was agreed to maintain current cash policy and avoid entering into medium to long term investments where funds would be tied up. Also agreed not to invest in corporate bonds.
- **Action 13 (Reaming the CQA Committee)**: Completed.
- **Action 14 (Student Surgeries).** Ongoing**,** was marked as requiring update.
- **Action 15 (EDI Report): completed. The report was circulated.**
- **Action 16 (Financial Regulations Review by AD)**: Action completed. AD reviewed the financial regulations.

ACTION 1: Carried from 8th October 2024 (Roehampton University Discussions): was marked as requiring update. SW to bring an update to the next Board meeting.

ACTION 2: Carried from 8th October 2024 (Financial Assessment of the White House): was marked as requiring update. KS to bring an update to the next Board meeting.

ACTION 3: Bring the update on the Student Surgeries to the next Board meeting.

7 - CEO Update

KS highlighted the upcoming Spring Statement and the expected spending review in June, expressing concerns about funding uncertainties, particularly regarding the reduced adult education budget and underfunding for 16-18 students. Despite these challenges, the college had seen an increase in income due to successful 16-18 and high needs allocations, contributing an additional £15 million in the upcoming year. However, KS cautioned about the sustainability of this growth given the funding uncertainties.

A new government initiative aimed at supporting the construction sector through boot camps was noted. While the college had not been involved in boot camps, it was noted that there would likely be an expectation for the college to respond quickly and develop an offering in this area.

The upcoming interview selection for the Chief Operating Officer (COO) was noted.

The EMT had undergone Gold Command training to assess their ability to respond to major incidents, like operational failures or critical events. KS discussed plans to enhance resilience, particularly in terms of better monitoring campus safety and creating a more proactive response system.

It was noted the Barra Hall project confirmed was on track and set to become operational by September.

The government's Curriculum and Assessment Review – Interim Report was noted. It was stated that while significant work had been done, the report lacked clear conclusions or concrete actions, however, it was indicated that it could influence the future direction of the college's curriculum strategy, although the details were still uncertain.

8 - Uxbridge Library

The update began with an outline of the current situation regarding the library, explaining the discussions held in both the Strategic Transformation (ST) and Finance & Resources (F&R) Committees. It was highlighted that, initially, the Uxbridge Library purchase was being considered as a potential opportunity to expand campus space.

The ST recommended greenlighting the purchase of Uxbridge Library after having considered two options for the building purchase: the first was to complete the full development from the outset, while the second involved carrying out the minimum necessary work to make the building functional, with the flexibility to make further adjustments as needed. The ST unanimously recommended the second option, providing more scope for future developments.

The F&R highlighted the financial concerns around the lower estimate which posed a significant challenge as it would not provide the full specifications needed, particularly for the laboratories. Without the laboratories, the college would need to repurpose existing laboratory space, which would be a temporary solution. This would've ultimately required further investment, bringing the total closer to the higher estimate.

Further details were provided on the financial concerns, noting that the Library purchase was initially expected to cost around £4 million, with an additional £2-3 million required for refurbishments. However, after further evaluation, it was determined that the total cost could reach up to £11 million, including the purchase price and necessary upgrades, which raised concerns about the return on investment.

Concerns were raised about whether cheaper alternatives could be found. It was also noted that the college needed to maintain a portion of its cash reserves, with forecasts showing that the cash reserves would be reduced by £10-11 million, potentially bringing them into a borderline position.

It was acknowledged that while the library could be an asset in the long term, the immediate financial burden could place strain on the college's resources. Given the funding uncertainty and potential future infrastructure needs, the F&R determined that the risk of moving forward with the project at this scale was too great and ultimately decided to reject it. As a result, the recommendation was made to pause the library purchase and reassess other options.

Additional context was provided, noting the need for space for various levels of learners and the options considered for fit-out costs. Alternative solutions such as modular construction and the need for a campus master plan for longer-term strategy were mentioned.

During the discussion, several governors raised concerns about the approval processes and the decision-making timeline. They questioned how the project had progressed so far without a clear understanding of the full financial implications. PM pointed out that the shift in financial expectations, from an initial cost of £4 million to the now projected £11 million, indicating that the Governance process had not been rigorous enough in terms of due diligence. They felt that the approval process had lacked sufficient scrutiny at earlier stages, which led to the current situation. Another governor echoed these concerns, questioning why the decision to purchase had been pushed forward without addressing the growing financial risks earlier in the process.

These concerns about the approval process were acknowledged, and it was agreed that the process could have been more thorough. It was noted that clearer communication and more careful review at earlier stages would have helped prevent the current situation. The board discussed the need for better oversight of such large decisions in the future to ensure that all financial risks were adequately considered before proceeding with major projects.

Questions were raised by governors about whether other alternatives had been explored and whether the college had considered other sites for expansion. It was clarified that while other options were reviewed, the Uxbridge Library seemed to be the best opportunity at the time, but given the unforeseen costs, it was important to step back and reconsider.

The local authority was understanding of the college's pressures and offered support for alternative options, indicating that the college's reputational standing was not adversely affected.

The board requested a review of the Uxbridge Library purchase approval process to ensure better coordination between committees in the future.

The board acknowledged the strategic value of the Uxbridge Library purchase. The Board requested to reassess the space requirements for the college and looking into more cost-effective solutions, with a focus on exploring modular build options and improving student experiences. The Strategic Transformation committee was tasked with coming back with options within approximately six weeks and report back to the Full Corporation.

DECISION: The decision to terminate the purchase of Uxbridge Library was carried with one abstention from PM.

ACTION 4: Conduct a review the Uxbridge Library approval process and ensure better coordination between committees. - PP

ACTION 5: Further investigation into alternative options for expansion will be explored and reported at a net Board meeting. - PP by 19/05/2025.

9 - Update from each Committee

9.1 - Finance & Resources

The Finance & Resources update covered several key areas in addition to the Uxbridge Library discussion discussed earlier.

Firstly, the procurement model was discussed, with a detailed review underway to decide whether procurement should be managed in-house or outsourced. The current external provider, Crescent Purchasing Consortium, is being assessed, and the findings will be presented internally next week.

Additionally, there was an update on the year's financial results, with a focus on the five-year forecast. The committee aims to have better information on government funding approaches, which will help in making informed financial decisions. The importance of monitoring cash reserves and other financial metrics was highlighted to ensure the college's finances remain in good shape.

At 6:26 pm, the meeting observed the breaking of fast, allowing members to take a 15-minute break.

9.2 - Audit & Risk

The new Internal Auditor was introduced. A key point discussed was the introduction of an action log to track the timeliness of paper submissions to committees, ensuring papers are received on time for proper review and decision-making. This initiative aims to improve efficiency and accountability in the governance process. Additionally, the committee reviewed internal audits and risk assessments, emphasising the need for ongoing improvements in internal controls. The committee noted further audits and enhancing risk management strategies.

9.3 - Strategic Transformation

The committee discussed several issues, including the recurring problem of receiving papers late for meetings, which hampers thorough review and preparation. The chair of the committee requested that this complaint is raised to the Chair of the Corporation and the Chief Executive.

The board acknowledged the complaint, noting the papers submissions log is implemented across all committees.

The committee discussed recruitment challenges, noting that higher education enrolment targets for 2025 were not expected to be met. An update on the West London Institute of Technology (WLIoT) comparison was requested, but data from other IoTs was not available.

The Barra Hall project had a budget set at £1.1 million, with an additional £500,000 in potential costs, though final figures were still being finalised. Apprenticeship growth targets were questioned, and there were concerns about the clarity of program approval timelines and cost commitments.

Immersive learning remained a priority with in-house capabilities being considered.

There was a discussion about the future of IoTs, with the government planning to transition them to technical education colleges. A representative from the Department for Education (DfE) would speak to the national IoT network next week about this shift.

A suggestion was made to review the IoT close-out report, which may provide useful insights into the current and future role of IoTs.

ACTION 6: Implement the papers submissions log is implemented across all committees. – PP by 06/05/25.

9.4 - Curriculum Strategy & Quality Enhancement

The Curriculum Strategy & Quality Enhancement committee focused on updating the curriculum strategy set in 2023. The aim was to ensure the Estate Strategy aligns with the curriculum needs. An update on this will be further discussed at the next meeting on the 7th of May 2025.
The need to clarify what types of space were required to deliver the curriculum effectively was highlighted, with reference to the IoT (Institute of Technology) and its uncertain future.

9.5 - Search, Governance & Remuneration

The Search, Governance & Remuneration committee discussed communication tools for governors, including the use of WhatsApp, and the upcoming Governor Strategic Day on 30th April, which will focus on the development of the Governing Body. The committee also reviewed the programme for governor recruitment, resulting in the successful recruitment of new governors.

9.6 – Student Shadow Board (SSB)

The SSB presented the report, following it's first meeting. It raised several issues, including poor food quality, inadequate portion sizes, limited options in campus canteens, gaps in first aid training and no visible identification for first aiders, and delays in receiving necessary accommodations for students with disabilities. The SSB also discussed mental health and well-being, career readiness, and the need for equality in facilities across campuses.

Additional discussions focused on the importance of improving campus facilities to ensure they meet the diverse needs of all students. The SSB board also highlighted the significance of mental health support and the necessity for comprehensive career readiness programs to prepare students for post-graduation opportunities.

The Shadow Board aims to recruit more students to provide a broader perspective.

TH and DM acknowledged the concerns raised and committed to addressing them. TH will attend the next Shadow Board meeting.

The issues will be distributed to the EMT, with KS overseeing the completion of actions.

CH-E confirmed the follow up on the visible identification first aiders with the Health & Safety Team.

ACTION 7: Ensure the completions of SSB Actions by EMT/SLT. – KS by 06/06/25.

10 - Board Approval

10.1 - Mid-Year Financial Forecast

The mid-year financial forecast revealed a positive outlook, with the college's income exceeding £100 million next year due to growth in student numbers. Staff costs have increased, driven by payroll awards and recruitment to accommodate growth. Non-pay costs have also risen due to increased student numbers and additional investments in health and safety and system implementation.

The college's financial health remains strong, with a robust cash position and healthy KPIs. The allocation for next year shows significant growth in 16 to 18 funding, although there have been cuts in other areas. The college is awaiting confirmation of additional grants and funding.

The discussion around the mid-year financial forecast was centred on the funding received and the implications for the organisation's financial health. It was noted that the college received £3 million due to increased learner numbers, which resulted in higher funding allocations. The base rate for funding had increased by 1.37%, and the college had exceeded its learner numbers by 847, with an allocation for the next year set at 921 learners. However, there was uncertainty regarding future funding, dependent on the outcomes of the national spending review.

The conversation highlighted the strategic importance of maintaining a strong trading position and the need to manage efficiencies if government funding is cut. It was emphasised that reducing enrolments and recruitment impact was not advisable at this time. The college's structural recruitment strategy was discussed, noting the challenges of turning demand on and off due to significant investment in market and brand positioning over the past two years.

There were concerns about the sustainability of funding from local authorities, particularly for SEND provision. The college has been fortunate in receiving full costs from local authorities, but future commitments remain uncertain until budgets are confirmed. The importance of meeting the high demand for services was stressed.

The discussion also touched upon the financial implications of apprenticeship programmes. Apprenticeship income had decreased by £400,000, leading to increased losses. Efforts were being made to improve achievement rates and anticipate break-even by the end of the academic year. The college continued to enrol new learners, with a prudent approach to forecasting financial positions.

Questions were raised regarding support staff costs, which had increased by 44%, primarily due to high needs provision. Benchmarking exercises were being conducted to ensure staffing levels are appropriate for the organisation's size and income.

The financial forecast included costs associated with Barra Hall, totalling £4.2 million, covering acquisition and renovation expenses. The approval of these costs was confirmed.

The discussion concluded with an agreement to pass the report and acknowledge the comments received from members.

10.2 - Mental Health Report

The mental health report provided an update on the ongoing activities aimed at supporting workforce mental health and well-being. The report highlighted the upcoming end-of-year well-being event on 10th July, which would include

Staff Awards and appreciation activities. The focus was on addressing long-term sickness cases to bring individuals back to work as soon as possible and reduce scrutiny on the service.

Questions were raised about the indicators used to evaluate the success of mental health and well-being programmes. It was noted that staff engagement forums and feedback mechanisms were utilised to assess the effectiveness of initiatives. A review of mental health first aiders was underway, with plans to promote the service more extensively through the new intranet site.

Concerns were raised about the high rates of sickness absences. It was explained that proactive management strategies were in place, including improved categorisation of sickness absences to track trends and better manage long-term sickness cases. The importance of addressing these proactively was emphasised.

A question was raised regarding the potential for government pressure to deprioritise mental health support services. It was reassured the board that supporting staff mental health would remain a priority, despite any external pressures.

The discussion also turned to the impact of long-term sickness on curriculum delivery. It was confirmed that interim cover arrangements were in place to ensure continuity and that efforts were being made to reduce vacancy levels and expedite interim staffing.

Equity in safety measures across campuses was another concern, particularly for staff and learners with disabilities. It was confirmed that inclusive safety protocols were being implemented to ensure all staff and learners, including those with hearing impairments or non-native English speakers, were included in safety procedures.

The meeting concluded with a discussion on staff well-being activities, highlighting the importance of maintaining a focus on staff health and ensuring continued support across the organisation.

10.3 - Health & Safety Report

The Health & Safety Report covered several key areas, including staff mandatory training, risk assessments, and the implementation of the ‘Schoolwatch’ alert system. The convergence of training systems (OLAS and Smartlog) is underway, with plans to have a consistent mandatory training system by the start of the new academic term.

Risk assessments for medium and high-risk workshops were conducted, ensuring areas are safe, legal, and compliant. An 18-point audit checklist was used to identify and address minor issues, with a goal to turn all areas green by the end of the summer term. Training for students, particularly in high-risk areas, is being strengthened.

The Schoolwatch alert system is in the final stages of implementation, with plans to purchase additional licenses and apps for comprehensive coverage. This is in line with the ongoing work on improving campus security, which was discussed in relation to the implementation of security measures such as facial recognition software and ANPR. Efforts are being made to design these measures in a way that enhances safety without creating a barrier-like environment, addressing concerns raised about balancing security with maintaining a welcoming atmosphere. Concerns were raised about the design of the Richmond campus, with its glass walls potentially being inappropriate for lockdown situations.

A further concern about the risk of unions or issues within the security provider, Portal, was raised, especially regarding how such issues might impact the colleges. TH reassured the Board that while working with external partners like Portal Security, the college would maintain its own site capacity to ensure control and flexibility in case of any internal issues with the provider. Additionally, Data Protection and Equality Impact Assessments are being conducted on new projects to address these concerns.

The importance of equitable safety measures was also highlighted, ensuring that all staff and learners, including those with hearing impairments or non-native English speakers, are included in safety protocols. This was consistent with earlier conversations about inclusivity and ensuring that safety measures work for all, regardless of abilities.

The importance of ensuring that students are encouraged to download safety apps was emphasised, with TH confirming that this would be part of the student induction process, ensuring widespread adoption.

The issue of the HRUC app being faulty, when receiving notifications was raised, with a call for any problems to be emailed to AD for resolution. AD provided a brief update on enhancements within the student app, with significant improvements expected by the next term.

ACTION 8: Ensure the comprehensive coverage of the 'Schoolwatch' alert system and new command and control centre at Uxbridge. - TH
ACTION 9: Provide a further update on H&S at the next Board meeting. – TH by 13/05/25
ACTION 10: Address Student Governor's concern regarding issues when using HRUC Student App, in particular not receiving email notifications. – AD by 06/05/25

10.4 - EDI Report

The EDI Report was discussed, and it was noted that the report was for information only. PP mentioned that he had received some comments which will be fed back to the head of the EDI committee. Any actions forwarded to PP will be logged and reported back to the Corporation once completed.

The report also highlighted ongoing efforts to promote diversity and inclusion within the college. PP emphasised the need for continuous improvement in these areas and encouraged members to provide feedback on any issues they encounter. The importance of addressing systemic barriers and fostering an inclusive environment for all students and staff was underscored.

ACTION 10: Log and report back any actions for EDI report forwarded to PP. – PP by 06/05/25.

10.5 - Fraud and Corruption Issues Report

It was confirmed that there were no instances of fraud or corruption in the last period. This was a positive update, and the report will be forwarded to the Audit and Risk committee for further review.

The discussion also included a review of the college's anti-fraud measures and the importance of maintaining robust systems to prevent any potential issues. The need for continuous vigilance and regular audits to ensure the integrity of the college's operations was emphasised.

11 - Any Other Urgent Business (AoB)

No new urgent business was raised.

12 - Dates of the next meetings

The dates of the next meetings were confirmed as follows: 13th May 2025 at Richmond Upon Thames College and 8th July 2025 at Uxbridge College. Members were reminded to mark these dates in their diaries and make an effort to attend the Strategic Day on the 30th of April 2025.