

# Minutes

## Exceptional Corporation Meeting

### Governance

Date	02/09/2024	
Time	5:30 PM - 6:30 PM	
Location	Microsoft Teams Meeting	
Present	Susan Kingman (SK)	Chair
	Steven Cochran (SCo)	Governor
	Simon Boulcott (SB)	Governor
	Amanda Priem (AP)	Governor
	Michael Sutcliffe (MS)	Governor
	Mario Michaelides (MM)	Governor
	Alasdair MacLeod (AM)	Governor
	Nasim Khan (NK)	Governor
	Vincent Neate (VN)	Governor
	Jenny McLaughlin (JM)	Co-Opted Governor
	Sunitha Cee (SCe)	Co-Opted Governor
	Paul Miller (PM)	Co-Opted Governor
	Sujit Reddy (SR)	Co-Opted Governor
	Hannah Talabany (HT)	Staff Governor
	Cherry Horton-Edwards (CH-E)	Staff Governor
	Gary May (GM)	Staff Governor
	Eduard Niga (EN)	Staff Governor
	Keith Smith (KS)	Ex-Officio, CEO
	Dylan McTaggart (DM)	Deputy CEO, Group Principal
	Gavin Hughes (GH)	Principal Richmond upon Thames College
	Jo Withers(JW)	Chief of Business Strategy
	Julie Amory (JA)	Group Director of People
	Clive Hodge (CH)	Principal Harrow College
	Shane Woodhatch (SW)	Chief Financial Officer
Absent	Nicholas Davies (ND)	Chair of Governors
	Mel Nebhrajani (MN)	Governor
	Sofia Barbosa-Boucas (SB-B)	Governor
	Perry Perrott (PP)	
	Nataliia Tymkiv(NT)	Note Taker

## Agenda

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### 1 - Apologies for absence

Apologies were received from ND, SB-B and MN.

PP confirmed that he had received proxy votes from ND and SB-B, which would be included in the voting stage.

SK acknowledged this and thanked Perry for the information.

### 2 - Declarations of Interest

SK moved on to the next agenda item, Declarations of Interest. PP informed the group that no declarations of interest had been made beforehand. SK acknowledged this and confirmed that there were no conflicts of interest to address, allowing the meeting to proceed to the next item on the agenda.

### 3 - Barra Hall Acquisition

SK introduced the primary agenda item, the Barra Hall Acquisition, and invited KS to provide a high-level review of the business case. KS outlined three main components of the proposal: strategic alignment, community

investment, and the financial case. He emphasized the strategic alignment with the college's objectives, particularly regarding special needs provision, which is a high-return area financially. KS highlighted the community need within the Borough of Hillingdon and the long-term financial benefits of the acquisition.

Three challenge points were raised: the change of use issue from E to F, the need for downside scenarios in future presentations, and the realism of achieving 100% occupancy in the first year. In response, it was explained that a strategic plan to decamp provision from Uxbridge to Barra Hall would be implemented if necessary to ensure realistic occupancy projections. The change of use risk was acknowledged, and guidance was sought on whether to proceed with the purchase before obtaining planning consent. It was also agreed that downside scenarios would be included in future presentations.

#### **ACTION 1 Include downside scenarios in future presentations regarding the Barra Hall acquisition.**

It was suggested that the planning application process could start even without ownership of the property.

In response to question whether there's was consideration of a scenario where the building was purchased but planning permission wasn't approved, it was noted that the backup plan comprises two primary options: retaining the property for potential future sale based on market conditions, with an estimated financial exposure of £200,000 to £250,000, and utilization of the property for other purposes, which may not generate the same return on investment, but would still serve a valuable function.

It has been recommended by the council to pursue planning consent, despite the minor change in use, to ensure the process proceeds in compliance with regulatory requirements.

The importance of community engagement was emphasised and using a 'soft landings' approach to involve the community in the building's design and use was proposed. KS agreed and mentioned ongoing discussions with the local MP, John McDonnell, to ensure community support.

AM inquired about the net new students versus those transferred from Uxbridge and the potential impact on Uxbridge's capacity. Keith clarified that the scenario assumed net new students and highlighted the broader demand for special needs provision.

PM raised concerns about financial risks, inclusion of SEND students, and potential cost overruns. Keith and Shane addressed these concerns, explaining the funding model, contingency plans, and the importance of integrating SEND students into the broader college community.

AP inquired about the land included in the purchase and potential commercial uses. KS confirmed that the purchase included the land surrounding Barra Hall and mentioned the potential for community and commercial use, subject to further discussions with the local community.

MS raised questions about transport costs and security. KS and SW clarified that transport costs would be covered by local authority funding and outlined plans for security measures, including a central control unit and perimeter fencing.

The board discussed the overall proposal, and SK sought confirmation from the board members on proceeding with the purchase despite the planning consent risk. The board members expressed their comfort with the proposal, allowing the meeting to move forward.

KS highlighted the historical use of the site for child-centred activities and emphasized the importance of integrating Barra Hall into the college's broader IT and technology strategy. He mentioned that the new CTO, Alex Denley (AD), has started working on developing the technology and digital strategy, which is crucial for modernizing the college's IT infrastructure across all campuses, including Barra Hall once acquired.

SR inquired about the student capacity, questioning whether the assumed 70 students per year was a maximum capacity or a conservative estimate. KS clarified that this figure was based on full occupancy but mentioned potential future expansions if demand grows. He also touched upon the need for additional investment in Uxbridge, particularly for the small SEND unit, and the possibility of building a bigger centre to meet high-end specialist provision needs.

SK raised a concern about managing the project, to which Keith responded that they would use the same model as previous successful projects, outsourcing project management to Robert Drury and potentially other firms. SW added that they would consult a specialist architect to ensure the interior design meets the needs of neurodiverse students.

The discussion concluded with a formal vote on proceeding with the Barra Hall purchase. PP clarified the voting process, and the decision to move ahead with the acquisition was unanimously approved.

**DECISION:** The decision to proceed with the Barra Hall acquisition was unanimously approved.

**ACTION 2:** Include downside scenarios in future presentations regarding the Barra Hall acquisition. - KS

**ACTION 3:** Consult a specialist architect to ensure the interior design of Barra Hall meets the needs of neurodiverse students. - SW

**ACTION 3:** Develop the technology and digital strategy for Barra Hall as part of the college's broader IT modernization plan. - AD

#### **4 - Corporation Structure 2024 - 2025**

PP introduced the proposed governance structure for 2024-2025, noting that it had undergone two to three months of serious consultation. He emphasized that the new structure would combine the strength and depth of new members with the experience of long-serving members, offering the best of both worlds for the college.

No questions were raised, and the proposal was moved to a vote. The governance structure was unanimously accepted. PP mentioned that invitations for all committee meetings would be sent out the following morning. He also acknowledged the contributions of SC and AM, who agreed to stay on to support the new structure.

**DECISION:** The proposed governance structure for 2024-2025 was unanimously accepted.

**ACTION 4:** Send out invitations for all committee meetings for the new governance structure. - PP by 03/09/2024

#### **5 - Any Other Business (AoB)**

DM shared some good news regarding exam results and enrolment figures. He reported that the college had received some of the strongest exam results ever, with significant improvements across all three campuses. Level 3 results were particularly impressive, surpassing local school averages. Level 2 results also showed great gains, with Richmond achieving its second consecutive year of improvement.

Enrolment numbers were also promising, with the college exceeding its allocation for 16 to 18-year-olds by 6%, translating to an additional £3 million in funding. DM stressed the importance of retaining these students to secure the funding.

KS added that the success was a result of the board's leadership and support, thanking them for their contributions. The meeting concluded with mutual appreciation for the collaborative efforts that led to these achievements.

#### **6 - Dates of the next meetings**

SK confirmed that the next full corporation meeting would be held on October 8th, 2024, in person at the Uxbridge Campus. PP added that the meeting would take place in the new immersive room, offering a unique venue for the attendees.