

RICHMOND & HILLCROFT ADULT & COMMUNITY COLLEGE

MINUTES

of the meeting of the Board of Richmond and Hillcroft Adult and Community College held at 1.00pm
Friday 6 October 2017 in Ashby, Hillcroft

Present: Ms Louise Fluker, Chair
Mr Mark Albrow
Mr Richard Brewster
Ms Helen Darracott
Ms Gabrielle Flint, Principal
Mr Andrew George
Mr Gavin Hardcastle-Jones
Ms Theresa Hoenig
Ms Linda Jones
Ms Jane O'Shea
Ms Farah Rachlin
Ms Lisa Sharp
Mr Nigel Ware

In attendance: Ms Sue Carter, Vice Principal – Learner Experience
Mr Neil Wallbank, Interim Director of Finance
Ms Sara George, Interim Clerk

The meeting remained quorate throughout.

1. **APOLOGIES FOR ABSENCE**

Ms Gaynor Bray, Vice Principal – Teaching & Learning, apologised for her absence.

2. **MINUTES OF THE MEETING OF HILLCROFT COUNCIL ON 12 SEPTEMBER 2017**

The minutes of the meeting of Hillcroft Council held on 12 September 2017 were agreed to be an accurate record.

MINUTES OF THE MEETING OF THE RACC GOVERNING BODY ON 20 SEPTEMBER 2017

The minutes of the meeting of the RACC Governing Body held on 20 September 2017 were agreed to be an accurate record

3. **MATTERS ARISING**

All matters arising were covered on the agenda.

4. **DECLARATIONS OF INTEREST**

Ms Louise Fluker declared an interest in the appointment of the Chair, under item 5. Ms Jane O'Shea and Ms Linda Jones declared an interest in the appointment of the Vice Chair, also under item 5.

Mr Nigel Ware declared his position as a consultant with RSM.

Mr Andrew George declared that this daughter is currently a student at the college. It was noted that several members of the Board are also students of the college, and that this may need to be declared if any potential conflicts were identified.

5. **GOVERNANCE MATTERS**

Appointment of the Principal to the Board

At the Hillcroft Council meeting on 12 September, eight RACC governors were appointed to the Board of Richmond and Hillcroft Adult and Community College but not the Principal, Gabe Flint.

The Board unanimously agreed to appoint Gabe Flint as a Board member and Director with immediate effect.

Appointment of the Chair and Vice Chair

It was noted that it had been previously agreed that Louise Fluker should be appointed as Chair of the new Board

The Joint Governance Committee had recommended that Linda Jones and Jane O'Shea be each appointed as Vice Chairs.

The Board agreed that Louise Fluker be appointed as Chair and that Linda Jones and Jane O'Shea be appointed as Vice Chairs with immediate effect.

Articles of Association

The Chair reminded the Board that as the college is a charity and company limited by guarantee it is subject to both charity law and company law, The Charity Commission agreed the changes to Hillcroft's articles and these were duly adopted at the EGM on 12 September. Bates, Wells and Braithwaite subsequently filed the Articles at Companies House. The change of college name will be filed separately. It was noted that the Articles may need to be amended to take account of practical matters in the operation of the College but that will be a simple matter.

Registered Office

As the majority of the college's business is transacted at the Parkshot site, it was suggested that the registered office be formally changed on Companies House records from South Bank in Surbiton to Parkshot in Richmond. This would also be consistent with the rationale for transferring business support staff from the Kingston LGPS to the Wandsworth LGPS. This was agreed.

Interim
Director of
Finance

The Board resolved to change the registered address of the College from South Bank, Surbiton to Parkshot, Richmond.

Bye Laws

Work has been undertaken by the Hillcroft Clerk to shorten the first draft of the college Bye Laws. It was agreed that the Clerk should convene a small working group in January to deal with any identified drafting issues or revisions. Governors were asked to send details of any errors they have found to the Clerk for collation.

Interim Clerk
Governors

The Board adopted the Bye Laws as currently drafted on the understanding that further revisions could be made in the future.

Process for the appointment of staff and student governors

The merits of appointing one or two staff and student governors was debated. The importance of proceeding as one college was emphasised, along with the desire to keep the Board a manageable size. In counter-argument, the benefits of two students or staff members being able to talk to and support each other were stressed. It was noted that neither staff nor student governors are representatives of the staff or learner body and that they have the same legal responsibilities as independent governors/directors. It was also noted that the amended Articles of Association state that staff and student governors are appointed after an application and interview process, rather than being elected to the Board.

The Principal highlighted the role of the RACC Student Liaison Officer, whose task is to seek the views of the LLDD cohort and report them back to the Quality & Standards Committee. She suggested that a similar role for a women's residential representative could be created. The learner voice is also currently sought through Tell Us What You Think sessions, feedback cards and end of course surveys. It was suggested that a student newsletter could be created which could include a regular item for student governors to feed back to learners on Board activity. Staff views are sought using a Staff Consultative Committee that will include team members from both sites going forward.

It was agreed that the recruitment process should commence and that the final decision with regards to the number of staff and student governors appointed will be dependent on the number of appointable candidates. The Interim Clerk was tasked with commencing the recruitment process, with a completion target of the 14 December Board meeting. Past

Interim Clerk

incumbents will be invited to apply and tutors will be asked to encourage learners to participate.

VP Learner Experience

It was agreed that the views of the staff and learners should be captured in as many innovative ways as possible to gain the users perspective of the college. Management was tasked with presenting proposals for hearing the voices of learners and staff at the December Board meeting.

Principal

The Board agreed to commence the recruitment process and delay the decision regarding the number of staff and student governors until the process was complete.

Committee Composition

The Chair reported to the Board that she had approached the continuing Committee Chairs regarding their willingness to serve in the same roles for the new college. All agreed to do so. It was noted that the addition of the staff and student governors, once appointed, would assist with numbers for quoracy. The following committee membership was agreed:

Audit: Chair – Richard Brewster. Members – Helen Darracott, Farah Rachlin, Lisa Sharp.

Quality & Standards: Chair – Andrew George. Members – Mark Albrow, Theresa Hoenig.

Finance: Chair – Nigel Ware. Members – Gavin Hardcastle-Jones (Lisa Sharp to remain solely on Finance until such time as the staff and student governors are appointed).

Search & Governance: Chair – Louise Fluker. Members – Linda Jones, Jane O’Shea, Gabe Flint

Transition: Chair – Louise Fluker. Members – Helen Darracott, Linda Jones, Farah Rachlin, Jane O’Shea.

Programme of meetings

The draft programme of meetings was approved. It was agreed that Board meetings will be held in the evening and would alternate in terms of location. Committee meetings will be scheduled and located to suit the membership.

AoC Code of Good Governance for English Colleges

The Board agreed to adopt the AoC Code of Good Governance for English Colleges, tasking the Interim Clerk with the creation of a compliance action plan that will be discussed and monitored by the Search and Governance Committee.

Interim Clerk

Clerking arrangements

The Board discussed the appointment of a 0.5 FTE Clerk and noted that the role of Clerk and Company Secretary are combined in the Articles of Association. The Joint Governance Committee had previously expressed a view that the Clerk should not also hold the post of Principal’s PA within the college so that they were independent of management. The Principal reminded the Board that the RACC Clerk has TUPE rights to the role but has assimilated to the role of Executive PA at present, as she is aware of the JGC’s recommendation. There was a view that the timetable for appointment outlined in the Principal’s paper was challenging and that to ensure a good range of applicants was attracted the process should be lengthened and advertised appropriately.

Principal

The Principal had recommended that the duties of company secretary should be the responsibility of the Finance Director. It was noted that the Articles of Association would need to be amended to reflect this. After discussion with some members still feeling strongly that the 0.5FTE Clerk should be independent of management, ***the Board agreed to commence the recruitment process for an external 0.5 FTE Clerk and requested the Interim Director of Finance to report back on how the separation of the roles of Clerk and Company Secretary could be achieved.***

Interim Director of Finance

6. MERGER UPDATE

The Merger Project Manager informed the Board that the merger between RACC and Hillcroft went ahead at midnight on 30 September as scheduled. The process for transferring staff from the Kingston LGPS to the Wandsworth LGPS has commenced. The final interviews for the staffing restructure took place on the morning of 6 October. Some open vacancies remain and these will be advertised externally. The new structure will be implemented on 9 October once all competitive interview candidates have been informed of the outcomes.

The merger delay has had an impact in a number of areas e.g. management information systems, ILR reporting and financial reporting etc. Discussions with the ESFA are ongoing about the ILR and joint funding allocation. HSBC have opened a new bank account for the merged college. Hillcroft's existing Barclays account will remain open for a transitional period although the usage of the account will diminish.

No immediate changes will take place with regards to curriculum and quality. Work will commence in the near future on the Estates Strategy as there are issues that need to be addressed.

Outstanding merger matters will be discussed by the Transition Committee before being brought to the Board. The appointment of Directors forms (AP01) will require completion and filing at Companies House. The Chair informed the Board that RACC should have executed a TR1 form to transfer the legal interest in the Parkshot estate to the merged college but this had not happened as Bates Wells and Braithwaite had advised RACC and Hillcroft that the transfer of both legal and beneficial interest would take place automatically on merger. Whilst the merged college is the beneficial owner, further steps on which BWB will advise need to be taken to transfer the legal interest.

The Board noted the merger update

Financial update

The Interim Director of Finance reminded the Board that the merged college financial planning to date had been created on the basis of a 1 August merger date.

The delay to merger will have financial implications as full year savings envisaged in the initial financial plan will not be achieved. The merger delay has resulted in increased staff costs, which over August and September amount to around £65k. The restructure costs to date are £60k, which will be funded from the £80k set aside in the 2016/17 budget. £80k has also been set aside for restructuring in the 2017/18 budget, however, it is unlikely that this will all be required and therefore will provide some savings to offset the costs of the delay in merger.

The financial plan assumed that both previous colleges would incur a claw back of funding from the ESFA due to not achieving their allocations. The level of claw backs were £128k from RACC and a £100k claw back from Hillcroft. The latest projections indicate that RACC will have achieved 98% of its funding allocation and therefore, if the ESFA continue the funding tolerance applied last year, no clawback will be due. However the Hillcroft claw back in respect to ALL bursary is likely to increase due to the final costs for ALS support being less than forecast. Final figures with regards to claw back will not become available until December.

It was noted that the ESFA do not have the power to allow RACC to produce Financial Statements for 14 months, and therefore a separate set of RACC accounts will need to be produced for the months of August and September.

The Board noted the financial update

7. TEACHING AND LEARNING MATTERS

Subcontracting Strategy 2017 2018

The subcontracting Strategy for 2017 2018 was scrutinised and approved.

The Board approved the Subcontracting Strategy for 2017 2018

Subcontracting Proposal 2017 2018

The Principal informed the Board that subcontracting was used as a way of ensuring that all the college's funding allocation was used. In the future, subcontracting with existing national partners will be explored as a means to provide progression routes into residential learning.

In answer to a question regarding the risks of subcontracting, the Principal informed the Board that contract amounts are released on satisfactory recruitment and performance by the sub-contractor. Subcontracted learners remain college learners (and are informed that

their courses are being provided by a subcontractor), and the same quality checks, including observations of teaching and learning, are used. Learner progress is monitored carefully, and learners are subject to the college's policies and procedures. Ultimately the subcontractor's contract can be cancelled if the College considers that it is underperforming. It was noted that reputational damage to the College could be incurred if a subcontractor experienced a financial collapse but the College carries out due diligence checks annually to mitigate this risk.

It was agreed that the contract with ETraining Limited would be reduced to fund continuing learners only.

VP Teaching & Learning

The Board approved the requested subcontracting volume of up to £362k for 2017 2018.

8. **MARKETING MATTERS**
Branding Audit

The Principal informed the Board that the Marketing team had been asked to conduct an audit of brand awareness of RACC and Hillcroft. The audit will cover brand recognition and values awareness among adults local to the two colleges and national partner organisations. The results will be presented for consideration at the Board induction session on 13 October so that discussions on college branding can be evidence based.

The Board noted the branding audit update.

9. **POLICY APPROVAL**

Financial Regulations 2017 2018

The draft Financial Regulations for 2017 2018 were discussed. It was suggested that the definition of Director of Finance should be made more specific, as there may be several senior accountants working within the college. The suggested amendment was that the Director is 'the senior accountant that has been designated by the Board as being the Director of Finance'.

Interim
Director of
Finance

It was agreed that clause 5.1.1 should be amended to include a statement that all bank mandates require the signature of two Directors. A definition of "best value" within clause 6.2.2 was requested, along with details of how the college will protect itself from fishing scams. It was agreed that within clause 6.5.3 the amount should be reduced to £500k.

Interim
Director of
Finance

In answer to a question regarding data protection and the new General Data Protection Regulations, the Principal reported that the Director of MIS and IT was reviewing the regulations and the impact it would have on the College. It was agreed the GDPR should be cross referenced within the Financial Regulations; that it should appear on the College's risk register and that an update on compliance should be provided to the Board.

Interim
Director of
Finance

Governors were asked to send any further drafting comments or queries to the Interim Director of Finance. A further draft will be taken to the first meeting of the Finance Committee.

Governors
Interim Clerk

The Board approved the Financial Regulations 2017 2018 subject to the amendments above.

Health and Safety Policy

It was noted that the missing emergency contact numbers on the cover page of the Policy will be deleted prior to publication.

The Board approved the Health and Safety Policy

Safeguarding and Prevent Policy

A governor queried the sentence, "With regards to allegations of suspected radicalisation and extremism a referral to the CHANNEL services may be made" and whether cases were discussed by a Committee prior to referral. The Principal replied that cases are discussed by the College's Safeguarding Committee, but in urgent or serious cases a referral may be made prior to a meeting. RACC had several cases where CHANNEL had not followed up referrals made as they were satisfied this was not required. It was noted

that DBS clearances will transfer with staff as they are attached to an individual rather than an organisation.

It was noted that Mark Albrow was willing to continue as the College's Lead Governor for Safeguarding and Prevent and this was agreed by the Board.

The Board approved the Safeguarding and Prevent Policy and Mark Albrow continuing as Lead Governor for Safeguarding

Equality and Diversity Policy

A governor queried the responsibility of the Vice Principal Learner Experience to monitor and report on the number of compliments, incidents and complaints relating to Equality and Diversity. The Principal replied that this responsibility will be carried out through the Equality and Diversity Monitoring Group, of which the Vice Principal Learner Experience is the Chair. The Chair of Quality & Standards Committee commented that there will be cross-over between the work of the Monitoring Group and the Committee. It was noted that the Vice Principal Learner Experience will attend meetings of the Quality & Standards Committee and will report on the Monitoring Group's findings.

The Board approved the Equality and Diversity Policy

Freedom of Information Policy and Publication Scheme

The Board approved the Freedom of Information Policy and Publication Scheme

Data and Records Management and Protection Policy

In answer to a question regarding the statement that, "Students are responsible for ensuring that any personal data which they are required to collect as part of their enrolment is not disclosed to an unauthorised third party", the Principal replied this is their own information, such as previous achievements. A governor asked whether data used in research projects was covered under the policy and the Principal agreed to check this. A definition of 'Explicit' and 'Non-explicit' was requested within section D. Individual Rights.

Principal
Principal

It was noted that staff training will be provided on the new General Data Protection regulations, and that the Board will require assurance that this is taking place.

The Board approved the Data and Records Management and Protection Policy subject to the clarifications required above.

Learner Admissions Policy

A governor queried the following sentence in the 'Right to refuse an application' section, "The applicant has outstanding debts with the College and is applying for a course where a fee is charged to the learner", suggesting that a learner with debts should not be allowed to enrol on any course, not just those with a fee. The Principal replied that the College cannot refuse learners with debts if they are applying for a course with a government subsidy.

It was agreed that the right to appeal beyond the Vice Principal for Learner Experience will be discussed at the Quality and Standards Committee. It was noted that learners do have the option to complain to either Ofsted or the ESFA.

Interim Clerk

It was agreed that the College should retain the right to refuse an application from a learner that was unlikely to succeed in getting through the Tier 4 application process. This will be added to the Policy.

VP Teaching
and Learning

The Board approved the Learner Admissions Policy subject to the amendment above.

Fees Policy

It was noted that the Board do not set course fees. In answer to a query about the possibility of waiving fees, "as per the needs of the business", the Principal replied that fees may be waived if there were a sufficient number of co-funded learners to ensure that the course did not run at a loss. A clear business case would need to be presented to the Executive before this would be agreed.

The Board approved the Fees Policy

Learner Disciplinary Policy

In response to a question as to whether the policy would cover the behaviour of on-site children of residential learners, the Vice Principal Learner Experience stated that children are the responsibility of their parents at all times. Any behaviour issues are discussed with the parent. It was agreed to include the behaviour of the children of learners within the policy.

VP Learner Experience

The Board approve the Learner Disciplinary Policy subject to the amendment above.

Human Resources policies

It was noted that as RACC and Hillcroft have shared the same Human Resources team for the last two years, the HR policies are already aligned.

The Board approved the following HR policies:

Employee Disciplinary Policy

Employee Grievance Policy

Employee Probation Policy

Employee Appraisal Policy

Employee Sickness Absence Management Policy

Employee Redundancy Policy

Employee Performance Capability Policy

Employee Pensions Policy

Safer Recruitment and Selection Policy

It was agreed that if governors were aware of any drafting or typographical issues on any of the policies scrutinised, they should email them to the Clerk. Governors

10. ANY OTHER BUSINESS

None

The meeting closed at approximately 3.35pm.