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# EXTERNAL MINUTES (Final)

# MINUTES OF CIRENCESTER COLLEGE

**CORPORATION MEETING**

**Monday 6th December2021 from 5pm**

**This meeting was conducted via Microsoft Teams. All documents were made available to all Governors via Office 365 and shared via Microsoft Teams.**

**Governors:**  Karen Bell (KB) (Staff Governor)

Jane Fern (JF) (Staff Governor)

Fiona Galbraith (FG) (External Governor)

Jim Grant (JG) (Principal)

 Rebecca Halifax (RH) (External Governor)

Chris Haslam (CH) (External Governor)

 Peter Holmes (PH) (Chair)

Mariama Ifode Blease (MIB) (External Governor)

Libby Reed (LR) (External Governor)

 Susie Richards (SR) (External Governor)

Amelie Solomon (Student Governor)

Andrew Topp (AT) (Parent Governor)

Andrew Tubb (ATU) (External Governor)

 Julian Tudsbery (JT) (External Governor)

Ben West (BW) (External Governor)

Bradley Whitefield (BWH) (Student Governor)

 David Zan-Kreyser (DZK) (External Governor)

**In attendance:** Matt Couzens (MC) (VP Curriculum and Quality), Angelo Faria (AF) (Finance Director), Karen Fraser (KF) (VP Student Experience and External Relations), Matt Reynolds (MR) (VP Teaching and Learning), Tom Bint (TB) (Senior Professional), Kevin Seymour (KS) (Senior Professional), Jeannie Adam (Clerk)

Governor Comments (GC)

Governor Questions (GQ)

Governor Decision (GD)

1. **Apologies:**

Apologies were received and accepted from Nicole Saunders.

1. **Declarations of interest**

There were no declarations of interest.

1. **Senior Professionals**

The Chair welcomed TB and KS to the meeting.

The VP Teaching and Learning outlined the introduction of the role of senior professional and its key objectives, following the restructure of the faculties in 2019.

TB described the key elements of the role covering sharing best practice, supporting new staff, team leader for core subject area, support for the head of school. The role during lockdowns was explained.

KS described the project elements of the role covering understanding and use of data to support student performance, grade prediction, mentoring and coaching.

GQ – Have the senior professionals received training in coaching and mentoring skills?

A – Approaches to providing support have been covered. The approach will be individual and focus on the particular needs of a teacher. Lesson observations are used to gauge lesson quality and full observations can be utilised if these are needed.

The Chair thanked TB and KS for their input to the meeting.

**TB and KS left the meeting.**

1. **Corporation membership**
2. As recommended by the Search and Governance Committee on 18th October 2021, the Corporation agreed to:
* Extend the tenure of DZK by 3 years until the 21st January 2024.
* Co-opt JT for the 2022-2023 academic year.

1. The Chair introduced the new Student Governor to the meeting and welcomed her to the Corporation.
2. On behalf of all the governors, the Chair thanked MIB for her service to the Corporation.

**Action – Clerk to write to DZK and JT to confirm the extension of their tenure.**

1. **Committee membership**

As recommended by the Search and Governance Committee on 18th October 2021, the Corporation agreed to the following appointments:

* **Remuneration Committee** – Rebecca Halifax to join the committee. Susie Richards to join the committee for the 2021-2022 academic year.
* **Audit Committee** – Andrew Tubb to join the committee.
* **Search and Governance Committee** – Rebecca Halifax to step down from the committee. Libby Reed and Fiona Galbraith to join the committee.

**Action – Clerk to write to RH, SR, ATU, LR and FG to confirm their committee appointments.**

1. **Academisation (confidential)**

The discussions are recorded in the confidential minutes of the meeting.

1. **Member's report and financial statements – year end 31 July 2021**
2. The Member’s report and financial statements (year end 31 July 2021) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Principal to sign the revised Member’s report and financial statements on behalf of the Corporation.

**Action – Chair of the Corporation and Principal to sign the revised Member’s report and financial statements on behalf of the Corporation.**

1. The letter of representation (financial statements to 31 July 2021) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Accounting Officer to sign the letter of representation (financial statements to 31 July 2021) on behalf of the Corporation.

**Action – Chair of the Corporation and Principal to sign the letter of representation (financial statements to 31 July 2021) on behalf of the Corporation.**

1. The letter of representation (regularity assurance engagement to 31 July 2021) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Accounting Officer to sign the letter of representation (regularity assurance engagement to 31 July 2021) on behalf of the Corporation.

**Action - Chair of the Corporation and Principal to sign the letter of representation (regularity assurance engagement to 31 July 2021) on behalf of the Corporation**.

1. **Mazar’s Audit Completion Report 2020-2021**

Mazar’s Audit Completion Report 2020-2021 had been circulated with the agenda for the meeting.

The Chair commented that the Audit Completion Report has not raised any significant issues for the Corporation to be aware of.

The Corporation noted and approved the Audit Completion Report for 2020-2021.

9. **Principal’s Report (Confidential)**

**a) Principal’s report (December 2021)**

The Principal’s report for December 2021 had been circulated with the agenda for the meeting.

The discussions are recorded in the confidential minutes of the meeting.

 The Corporation noted the Principal’s report (December 2021).

**b) KPI Tracker**

The KPI tracker had been circulated with the agenda for the meeting.

The Chair commented that this is the final review of the KPIs for the 2017-2022 strategy. Some KPIs will carry forward to the tracker for 2022-2027. The tracker confirms the progress made over the last 5 years across all areas of the college.

**Action - The Principal to advise the college of the Corporation’s recognition of what has been achieved over the last 5 years and pass on the thanks of the Corporation.**

The KPI tracker was noted by the Corporation.

**10. Self-Assessment report (2020-2021) and Quality Improvement Plan (QIP) 2021-2022 sign off**

1. **Self-Assessment Report 2020-2021 (SAR)**

The SAR 2020-2021 had been circulated with the agenda for the meeting.

The VP (Curriculum and Quality) advised the SAR 2020-2021 has been made more incisive and reflective of the Ofsted inspection framework.

CD - The SAR 2020-2021 was unanimously approved by the Corporation.

1. **Quality Improvement Plan (QIP) 2021-2022**

The QIP 2021-2022 had been circulated with the agenda for the meeting.

The VP (Curriculum and Quality) outlined the broad structure of the QIP 2021-2022.

CD - The QIP 2021-2022 was unanimously approved by the Corporation.

**11. Adult Education Provision**

The Adult Education Report had been circulated with the agenda for the meeting.

KB gave an overview of the key points within the report:

* Level 3 skills funding will grow – which qualifications the college will offer needs to be addressed.
* The digital building could be asset.
* Use of Premier Training continues to reduce and the in-house offer developed.
* Full cost delivery is growing and brings a new audience to the college.

**Action – FG and KB to meet prior to consider further opportunities for adult education provision before the next Corporation meeting.**

The Corporation noted the Adult Education Report.

**12. Financial reports and accounts**

1. **October 2021 (P03) financial statements and commentary**

The October 2021 (PO3) financial statements and commentary had been circulated with the agenda for the meeting.

GQ – Is there any impact likely from the ongoing ESFA audit?

A – Nothing material is expected that will impact on the financial statements for 2020-2021.

CD – The Corporation unanimously approved the retention of the £1.473m additional cash as part of the £4.463m appropriation to pursue the Corporation’s long term Campus estates strategy.

The Corporation noted and approved the October 2021 (P03) financial statements and commentary.

13. **Student Governors**

There were no matters for discussion raised by the student governors.

**14. Governance**

1. **To note, approve and sign off the minutes of the Corporation meeting on 4th October 2021**
2. **Confidential internal minutes**

The minutes had been circulated with the agenda for the meeting. The minutes were approved as an accurate record of the meeting. The Chair will sign the minutes at a later date.

**Action – Chair to sign the confidential internal minutes and send them to the Clerk.**

**Ii. External minutes**

The minutes had been circulated with the agenda for the meeting. The minutes were approved as an accurate record of the meeting. The Chair will sign the minutes at a later date.

**Action – Chair to sign the confidential internal minutes and send them to the Clerk.**

1. **Matters arising from the 4th October 2021 minutes not covered elsewhere on the agenda.**

The Chair advised that the data dashboard is now available and governors should contact the Principal to arrange access and to sign a confidentiality agreement.

1. **Corporation self-assessment report (SAR) 2020-2021**

The Corporation SAR for 2020-2021 had been circulated with the agenda for the meeting.

The Chair commented that there are some issues to be considered by Search and Governance committee.

**Action – PH/SR/JA to meet to review the SAR 2020-2021 and update the governance quality**  **improvement plan prior to the next meeting of Search and Governance Committee (7th February 2022).**

1. **Performance of the Chair 2020-2021**

The report summarising the performance of the Chair during 2020-2021 had been circulated with the agenda for the meeting.

**The Chair withdrew from the meeting.**

The Clerk advised that she will meet with the Chair of the Corporation and the Chair of Search and Governance to finalise the Chairs performance review process for 2020-2021 and address any of the questions raised by governors.

**Action – Clerk to set up a meeting between Chair of Search and Governance Committee, the Clerk and Chair to discuss the report further.**

**The Chair returned to the meeting.**

**15. Search and Governance Committee**

1. **Minutes of the meeting of 18th October 2021**

The minutes (draft) of the meeting of the committee on 18th October 2021 had been circulated with the agenda for the meeting.

The minutes (draft) were noted by the Corporation.

1. **To receive and approve the Standing Orders reviewed by the committee on 18th October 2021**
	1. **Standing Order Appendix 6 – Search and Governance Committee Constitution, Terms of Reference and Procedures.**
	2. **Standing Order Appendix 3 – Corporation members**
	3. **Standing Order Appendix 4 – Committee membership**
	4. **Standing Order Appendix 21 – Code of Conduct**
	5. **Standing Order Appendix 15 – Focus Governors**
	6. **Standing Order Appendix 15 (Addenda A) – Focus Governor individual roles**

**CD – Standing Orders Appendix 6, 3, 4, 21, 15 and 15 Addendum A were all approved by the Corporation.**

**Action – Clerk to update Standing Orders Appendix 6, 3, 4, 21, 15 and 15 Addenda A on Office 365.**

1. **To receive any further recommendations from the Search and Governance Committee following its meeting on 18th October 2021**
2. **Performance of the Search and Governance Committee - SAR 2020-2021**

 The Search and Governance SAR 2020-2021 had been circulated with the agenda for the meeting.

The Corporation noted the Search and Governance SAR 2020-2021.

1. **Skills Audit 2021-2022**

The Skills Audit 2021-2022 had been circulated with the agenda for the meeting.

The Corporation noted the Skills Audit 2021-2022.

**16. Remuneration Committee**

1. **To receive and approve Standing Order Appendix 7a – Remuneration Committee Constitution, Terms of Reference and Procedures**

Standing Order Appendix 7a had been circulated with the agenda for the meeting.

CD - Standing Order Appendix 7a was approved by the Corporation.

1. **To receive and approve Standing Order Appendix 7b – Remuneration Committee Key Tasks 2021-2022**

Standing Order Appendix 7b had been circulated with the agenda for the meeting.

CD - Standing Order Appendix 7b was approved by the Corporation.

**Action - Clerk to update Standing Orders Appendix 7a and 7b Addendum A on Office 365.**

1. **To receive and note the performance SAR 2020-2021 of the Remuneration Committee.**

The SAR 2020-2021 for the Remuneration Committee had been circulated with the agenda for the meeting.

The Corporation noted the SAR 2020-2021 for the Remuneration Committee.

**17. Audit Committee**

1. **Minutes of the meeting of 22nd November 2021**

The minutes (draft) of the meeting of the committee on 22nd November 2021 had been circulated with the agenda for the meeting.

The minutes (draft) were noted by the Corporation.

**To receive and approve following the meeting on 22nd November 2021**

1. **Audit Committee 2020-2021 annual report**

The Audit Committee 2020-2021 annual report had been circulated with the agenda for the meeting.

The Chair thanked the Audit Committee for its work during 2020-2021.

The Audit Committee 2020-2021 annual report was noted by the Corporation.

1. **Risk Assurance Register November 2021**

The Risk Assurance Register November 2021 had been circulated with the agenda for the meeting.

The Corporation noted the Risk Assurance Register November 2021.

1. **TiAA Internal Audit Report 2020-2021**

The TiAA Internal Audit Report 2020-2021 had been circulated with the agenda for the meeting.

The Corporation noted the TiAA Internal Audit Report 2020-2021.

1. **Standing Order Appendix 5b – Audit Committee Calendar of Business 2021-2022**

Standing Order 5b had been circulated with the agenda for the meeting.

CD - Standing Order Appendix 5b was approved by the Corporation.

**Action - Clerk to update Standing Order Appendix 5b on Office 365.**

**To receive the further recommendations from the Audit Committee following its meeting on 22nd November 2021**

1. **Performance of the Audit Committee 2020-2021**

The Corporation noted the performance of the Audit Committee 2020-2021.

1. **IT and cyber security update (verbal)**

The IT and cyber security update is contained within the Principal’s report (agenda item 9a).

**18. Policies**

The following policies which have been reviewed and require Corporation approval were circulated with the agenda for the meeting:

1. Freedom of Information Policy.

CD - Noted and approved.

1. Safeguarding Policy.

CD – Noted and approved.

1. Whistleblowing Policy and Procedures (reviewed by Audit Committee)

CD – Noted and approved.

1. Subcontract Fees and Charges (reviewed by Audit Committee)

CD – Noted and approved.

1. Supply Chain Fees and Charges Policy (reviewed by Audit Committee)

CD – Noted and approved.

1. Student Charter and Code of Conduct Policy

KF advised the meeting of the updates made to the policy following a number of appeals made after student suspensions. The updates will lead to a more workable approach.

CD – Noted and approved.

**Action – Clerk to advise policy owners and the Principal’s PA that the policies have all been approved by the Corporation. The revised documents can be issued via CCO and posted on the website (if required).**

**19. Focus Governance**

**To receive report from Focus Governors regarding contact and meetings with SLT and key college staff**

1. Faculty review STEAM (7/10/2021)
2. Teaching and Learning (ALES report 12/10/2021) BW
3. Students with special educational needs (18/10/2021) PH
4. Student voice/experience (4/11/2021) LR
5. Apprenticeships (30/11/2021) ATU

The Corporation noted the Focus Governor reports.

**22. Any Other Business**

The Chair moved this item forward. There was no further business for the meeting.

**Staff Governors, Student Governors and SLT in attendance left the meeting.**

**20. Confidential item – External governors only**

The discussions are recorded in the confidential minutes of the meeting.

**21. Confidential item - Remuneration Committee (external governors only)**

**The Principal left the meeting.**

The discussions are recorded in the confidential minutes of the meeting.

**23. Date of next meeting**

5.00pm on Monday 24th January 2022. N001 at Cirencester College.

As detailed in SO Appendix 2B – Summary of Key Business 2021-2022, this meeting will receive reports on the following:

* Apprenticeships (employer relations)
* Student personal development (mental health/healthy living, prep for modern Britain, careers education, employability, work experience, college enrichment)
* 16-19 Study Programmes (curriculum offer, high needs support, T Levels, size of programme report, curriculum balance and ‘Digication’ plans).
* Employer/employee relations (recruitment, staff retention, development and performance management)

**The meeting closed at 7.20pm**

**Signed by:**

**Peter Holmes (Chair of Corporation)**



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**Date**

**24th January 2022**

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| **Summary of resolutions, action points and outstanding business from this meeting (6th December 2021).** | **Action** | **Completed?** |
| Item 4 – Clerk to write to JT and DZK to confirm the extension to their tenure.  | Clerk | Complete – 13/12/2021 |
| Item 5 - Clerk to write to RH, SR, ATU, LR and FG to confirm their committee appointments. | Clerk | Complete – 13/12/2021 |
| Item 7a - Chair of the Corporation, Principal and Finance Director to finalise a revision to the statements regarding academisation.Chair or Corporation and Principal to sign the revised Member’s report and financial statements on behalf of the Corporation. | Chair/Principal/Finance Director | Complete – 15/12/2021 |
| Item 7b - Chair of the Corporation and Principal to sign the letter of representation (financial statements to 31 July 2021) on behalf of the Corporation. | Chair/Principal | Complete – 15/12/2021 |
| Item 7c - Chair of the Corporation and Principal to sign the letter of representation ((regularity assurance engagement to 31 July 2021)) on behalf of the Corporation. | Chair/Principal | Complete – 15/12/2021 |
| Item 9a - RH and KF to meet to discuss further contact with Gloucestershire NHS Trust regarding the parameters for student placements. | RH/KF | Pending |
| Item 9b - The Principal to advise the college of the Corporation’s recognition of what has been achieved over the last 5 years and pass on the thanks of the Corporation. | Principal | Complete |
| Item 11 - FG and KB to meet prior to consider further opportunities for adult education provision before the next Corporation meeting. | FG/KB | Complete – Focus Governor report to 28th March 2022 meeting. |
| Item 14a – Chair to sign the internal and external minutes of the 4th October 2021 Corporation meeting. | Chair/Clerk  | Complete – signed 8/12/2021 |
| Item 14c - Action – PH/SR/JA to meet to review the SAR 2020-2021 and update the governance quality improvement plan prior to the next meeting of Search and Governance Committee (7th February 2022). | PH/SR/JA | Complete – meeting 17/1/2022 |
| Item 14d - Clerk to set up a meeting between Chair of Search and Governance Committee, the Clerk and Chair to discuss the Chairs Performance report further. | Clerk | Complete – meeting 17/1/2022 |
| Item 15b - Clerk to update Standing Orders Appendix 6, 3, 4, 21, 15 and 15 Addenda A on Office 365. | Clerk | Complete – 13/12/2021 |
| Item 16a and 16b - Clerk to update Standing Orders Appendix 7a and 7b Addendum A on Office 365. | Clerk | Complete – 13/12/2021 |
| Item 17e - Clerk to update Standing Order Appendix 5b on Office 365. | Clerk | Complete – 13/12/2021 |
| Item 18a – 18f - Clerk to advise policy owners and the Principal’s PA that the policies have all been approved by the Corporation. The revised documents can be issued via CCO and posted on the website (if required). | Clerk | Complete – emails to policy owners and HF sent 13/12/2021. |