WOKING COLLEGE

Company Number: 10821223

MINUTES OF A MEETING OF THE DIRECTORS ("THE TRUSTEES") OF THE ACADEMY HELD AT WOKING COLLEGE, RYDENS WAY, WOKING GU22 9DL WEDNESDAY 4 JULY 2018 AT 6:30pm

Mr R. Volo Chair PRESENT: Mr B. Freeman -Principal Mr M. Hearsum Ms G. Mather Mr J. Miles Mr J. Moffat Dr M. Mulheron Mr T. Stokes IN ATTENDANCE Mr C. Mitchell Prospective Trustee Mr B. Smith Prospective Trustee **Deputy Principal** Mr N Razaq -Assistant Principal Ms L. Cook Mrs. H. Meredith -Clerk to the Trustees

	PART TWO – NON-CONFIDENTIAL ITEMS	ACTION
1	APOLOGIES FOR ABSENCE AND QUORUM	
1.1.1	All Board Members were present at the meeting.	
1.1.2	Apologies were received from Ms Cussans and Ms Foan (Assistant Principal) who had been invited to attend the meeting. The Chair welcomed Mr Smith and Mr Mitchell to the meeting.	
1.2	DECLARATION OF INTEREST BY MEMBERS AND SENIOR POSTHOLDERS	
1.2.1	There were no new declarations of interest.	
2.	DUTIES AND RESPONSIBILITIES OF DIRECTORS AND TRUSTEES	
2.1	The Clerk reminded the Board that decisions need to take into account their duties both as Directors and Trustees as detailed in the minutes of the last meeting (Item 2).	
2.2	The Board received the June 2018 revised version of the Academies Financial Handbook- and a report from the Clerk detailing governance changes required by the AFH update together with an Action Plan for implementation of the action required.	
2.3	It was <u>resolved</u> to note these responsibilities and to approve the Action Plan.	
3.	MINUTES OF TRUST BOARD MEETING OF 21 MARCH 2018	
3.1	Accuracy. The Minutes were accepted as an accurate record and signed by the Chair.	
3.1.2	Matters Arising. The Action log was reviewed and updated as below:	
	The report from the Student President to be emailed to Trustees 2 weeks before the next meeting with management responses. June 18	

	The Principal updated the board on a report prepared by the previous student president which had been copied to the Chair and Vice-Chair. The Report raised some allegations that there are issues about BTEC provision and site security. The Principal explained that the report was uncommissioned with rather skewed methodology including only including consultation with students from a small section of BTEC provision. It was agreed that this should therefore not be taken further. The Principal had in response prepared a presentation on action taken by the College in relation to site security –see Item 5.		
	The Principal will report further to the next meeting and check any requirements in the College insurance policy in relation to any changes to be made to college site security.	July 2018	No changes required
	The Trustees agreed to meet for a Strategic Plan review on the evening of Wednesday 23 May 2018	23 May 2018	Completed See Item 3.2
	Further work to be done by the college on developing the Reserves Policy in conjunction with plans for future capital expenditure	Early June 2018	See F & P minutes
	Further work to be done on agreeing the rolling programme of policies to be reviewed by the Board.	July 2018	
	The Principal and the Char of Finance will do some further work on the Disaster Management Plan and bring a final revised version for approval at the July meeting.	, and the second	Completed See Item 10
	Trustees should complete the Skills Audit checklist and return this to the Clerk by 30 March 2018;		Completed
	Clerk to review the responses to the skills audit to work out the skills profile to recruit to, with the assistance of Mr. Miles;	April 2018	Completed
	The Clerk to invite potential Trustees to supply CVs and to invite them to an interview with the interview panel after Easter	30 March	Completed Deferred until
	Trustees also agreed that to hear the staff voice they could hold staff focus groups twice a year.		September 2018- tried to organise but dates did not align
	to set up a Working Party to consider and make recommendations in relation to: • succession planning for Chair and Vice-Chair • reviewing the draft Standing Orders provisions about reappointment and terms of office of Trustees;		Completed See Item 6.1
	To review the skills profile of Trustees whose term of office ends in 2019. It was agreed that all Trustees will complete a Governance self-evaluation checklist by 30 March 2018	30 March	Completed
	Audit Committee to review whether to ask the external auditors to carry out any additional audit work this year on governance	June 2018	See Item 6.3
	final version of the standing orders was deferred pending the setting up of that working group.	July 2018	See Item 9.4
	Mr Hearsum joined the meeting at 6:45pm		
3.2	REPORT OF STRATEGIC PLANNING MEETING OF 23 MAY 2018		
3.2.1	Accuracy. The Report was accepted as an accurate record and signed by the Chair.		
3.2.2 3.2.2.1			
3.2.2.2	The Principal and new Chair will agree whether to hold more than one mee to review strategy.	eting a year	Principal / Chair
4. 4.1 4.1.1	TEACHING, LEARNING AND ASSESSMENT QIP PROGRESS REPORT The Deputy Principal presented the College QIP update which had been colour coded Green – achieved, Amber – not yet achieved but ongoing, Red – no progress towards. There were no items coloured red and there are no issues currently causing concern to the Leadership Team at their regular reviews of the QIP.		

4.1.2	The Chair congratulated the senior team on the good progress made to date this year.	ACTION
4.13	It was <u>resolved</u> to note the report.	
4.2 4.2.1	Teaching, Learning and Assessment The Deputy Principal presented the College Position Statement on TLA. The Board noted that the introduction of the ungraded, unannounced lesson observation process in 2016/17 was followed by some small changes in 2017/18. There are now two routes that teachers will be placed on following an observation: "Continuous Development", when learning and teaching is judged as being Good or Outstanding, and 'Support', where there are concerns about what has been observed. Observations were supported by departmental and senior leadership learning walks as well as three cross-college Internal Quality Reviews.	
4.2.2	97% of lessons observed resulted in the teachers being placed on the continuous development route with 3% requiring improvement leading to individual support plans. Trustees asked about the impact of support plans and the Deputy Principal confirmed that the use of Individual support plans have led in all cases to improved practice between first and second observation.	
4.2.3	The Board noted that the College is re-joining the External Quality Review (EQR) scheme next year. Three members of staff have trained as reviewers and three College EQRs are planned. The College has also introduced 'Professional Learning Communities and teachers will be put into cluster groups to work with other colleagues on developing an area of practice.	
4.2.4	Members asked about the VESPA strategy. NRA explained that during the course of the year the college will share with the Board this practice for improving teaching which is being incorporated into the College teaching practice	Assistant Principal
4.2.5	It was <u>resolved</u> to note the report.	
4.3	Personal Development, behaviour and welfare	
4.3.1	The Assistant Principal presented the College Position Statement on PDBW	
4.3.2	The Board congratulated the College on the highest ever Retention data @ 96.7% and Attendance @ 97.5%.	
4.3.3	The report detailed action and intervention action taking during the year for students. The College continues to further its collaborative links with feeder schools and employers and is looking closely at further adding to enrichment activities for students. The College is also looking to develop a student and staff wellbeing project.	
4.3.4	Trustees commended the College for having received recognition from UCAS that students from Woking College exceed expectations at university and suggested including this in College marketing material.	
4.3.5	It was <u>resolved</u> to note the report.	
4.4	Curriculum Offer 2018-19	
4.4.1	The Deputy Principal presented a report on course changes for September 2018. Two A levels are being discontinued – History of Art and Creative Writing (which has been discontinued nationally). New courses being introduced include A Level Statistics and L3 Digital Games Development. The Board were also pleased to hear about a development in collaborative working with SJB in the joint delivery of German.	
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4.4.2	The Deputy Principal reported that there has been another further delay in the proposed discontinuation of some BTEC specifications. The Principal reported that SFCA has chosen Woking College to have a DfE visit in October to show the College's good practice in BTEC delivery.	ACTION
4.4.3	It was <u>resolved</u> to note the report.	
4.5	College Complaints Log	
4.5.1	The Board received and reviewed the Complaints Log and commended the clarity of the report.	
4.5.2	In response to a question about the outcome of a complaint against a teacher the Board were advised that the teacher is no longer at the College.	
4.5.3	It was <u>resolved</u> that the Board were satisfied with the process by which these complaints were handled by the College.	
4.5.4	It was <u>resolved</u> to note the report.	
4.6	SAR Procedures and Trustee involvement in SAR Moderation	
4.6.1	The Deputy Principal presented a paper on the SAR process. The Board considered the proposed SAR Process and <u>resolved</u> to approve this.	
4.6.2	Trustees were encouraged to attend the SAR moderation event to understand the College's strengths and weaknesses in greater depth. It was agreed that one or more Trustees will join the SAR moderation in late September / early October.	KFO / Clerk to organise Clerk/ Chair/
4.6.3	It was <u>resolved</u> to delegate to the Clerk, Chair and Principal to prepare the Governance SAR from the Self Assessment forms completed by Board Members earlier in the year with the final version to be discussed by the Board at the governance conference in September.	Principal
4.6.4	It was <u>resolved</u> to note the report.	
4.7	Reports from Student Focus Groups	
4.7.1	Trustees received a written report from Student Focus Group led by Ms Mather who reported that all the students were positive about the experience at Woking and were happy with their selection of college. None felt that it had not lived up to expectations.	
4.7.2	The students raised some issues: parking problems (which at the time were exacerbated by the building work going on outside the College) and gaps in the timetable and the balance around expectation that they will be in college. Students talked positively about the College's social spaces.	
4.7.3	It was <u>resolved</u> to note the report.	
5.	PRINCIPAL'S REPORT	
5.1	The Principal presented his report and invited comments and questions from Trustees. The report included a snapshot of trips, visits and speakers and extra events for students which were commended by Trustees. The Principal paid tribute to the College staff and Heads of Department team for the work which they do for the college over and above their jobs which was apparent from the list of trips and student achievements. Trustees also commended the College from their experiences of having attended the recent College Open Evening and the College Art and Textile Exhibition at the Lightbox.	

5.2	The Principal reported on entering a collaborative agreement with the University of the Creative Arts in Farnham and Epsom.				
5.3	The report detailed a number of departures of staff. In response to questions about this from Trustees the Principal reported that the college is fully staffed from September and that the departures are for a variety of reasons including retirements and re-location.				
5.4	It was <u>resolved</u> to note the report.				
5.2.1	HEALTH AND SAFETY AND SITE SECURITY UPDATE PRESENTATION				
5.2.1.1	The Principal presented a report on site security including changes to security and reception arrangements from September. This includes more regular police community affairs officer presence on site from September 2018. The changes to site security will be explained to students at induction this year. The process for the College response to a major incident are set out in the College Disaster Management Plan (See Item 10.)				
5.2.1.2	Trustees stated that the proposed approach to security at College was reasonable and proportionate; it was resolved to note the changes outlined in the presentation.				
6.	SUCCESSION PLANNING WORKING GROUP & INTERVIEWS				
6.1	Ms Mather moved the adoption of the minutes of the Succession Planning Working Group meeting of 23 April 2018. The recommendations were noted and it was noted that most of these had already been actioned.				
	 An analysis from the Trustees' Skills Audit had been reviewed to identify skills gaps for recruitment to the Board; The Clerk had recently contacted the 4 Trustees with a 2019 end of term of office to ask for an early indication of whether they intend to stand for re-appointment-not all replies had been received- this is to be reviewed next academic year; The start date of all Trustees is to be amended to 2017; on the conversion to an Academy. The Standing Orders have been finalised with the same wording in relation to reappointment of Trustees as per the previous Standing Orders (see Item 9.4). Prospective Trustees had been shortlisted and the interviews had taken place. 	Clerk			
6.2	It was <u>resolved</u> to note the minutes.				
6.2	CONFIDENTIAL MINUTES OF TRUSTEE INTERVIEWS 3 MAY 2018				
6.2.1	Ms Mather moved the adoption of the minutes of the Succession Planning Working Group Interview Panel held on 3 May 2018. Although the minutes were confidential the recommendations were not.				
6.2.2	It was <u>resolved:</u>				
	To appoint Liz Cussans as a Trustee / Director with effect from 1 September 2018;				
	To appoint Ben Smith as a Trustee / Director with effect from 1 September 2018;				
	To appoint Cullum Mitchell, Assistant Head of School (Attainment), Bishop David Brown School as a Trustee / Director with effect from 1 September 2018;				
	To appoint Georgina Butcher as a co-opted member of the Audit Committee initially- subject to the decision on the future of this committee;				
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6.2	FINANCE AND POLICY COMMITTEE	ACTION
6.2.1	Mr Moffat moved the adoption of the minutes of the Finance and Policy Committee meeting of 13 June 2018 and reported that the Committee met the new Finance Director at the meeting. The following recommendations were discussed and agreed :	
6.2.2	Management Accounts The management accounts for April 2018 were unanimously approved a nd the Board also approved the May 2018 management accounts.	
6.2.3	Budget 2018-19 Mr Moffat presented the Budget to the Board. After discussion the revenue draft budget for 2018-2019 and the capital budget were unanimously <i>approved</i> .	
6.2.4	Three-year Financial Forecast The three-year Financial forecast was unanimously <i>approved</i> and it was agreed that this should be submitted to the ESFA.	
6.2.5	Policies for approval It was resolved to approve the following policies: • The Reserves Policy, • the Fees Policy, • the 16-19 Charging and Remissions Policy and • the Disaster Management Plan	
6.2.6	The Committee had discussed whether to merge the Finance and Audit Committees – see Item 9.2 on the Agenda for this meeting.	
6.2.7	The Committee expressed their appreciation for the work of the Finance Director who is retiring and the Principal reported on the very smooth handover due to the cooperation of the Finance Director and her successor already working together.	
6.2.8	The Minutes and these recommendations were adopted.	
6.3 6.3.1	AUDIT COMMITTEE Mrs Mather moved the adoption of the Minutes of 20 June 2018. These were accepted as an accurate record.	
6.3.2	 The board noted that the committee made the following decisions: To agree the non-recurring increase in audit fees detailed in the minutes; To approve the Audit Plan and Strategy for the Financial Statements and Regularity Audit for the year ending 31.07.18; To include the value for money report in the Financial Statements; To approve the Principal and Chair signing the Regularity Self-Assessment Questionnaire; 	
6.3.3	The Board <u>resolved</u> to approve the following recommendations:	
	 To approve the two separate Engagement Letters for the Financial Statements and Regularity Auditors; To approve the Risk Management Report and Board Assurance document; To approve the Risk Management Policy; To approve the Action Plan in response to the recommendations from the ESFA 	
	 To approve the Action Flam in response to the recommendations from the ESFA validation visit; To approve the Policies recommended for approval – Anti-Bribery & Gifts and Hospitality, Data Protection, Independence of the Clerk, Whistleblowing 	
6.3.4	In addition the committee discussed whether to merger the Finance and Audit Committees – see Item 9.2 on the Agenda for this meeting.	
6.3.5	The Minutes were adopted.	

6.3.2	RISK REGISTER	ACTION
6.3.2.1	The Board also reviewed the Risk Management Report, Board Assurance document and the Risk Management Policy.	
6.3.2.2	It was <u>resolved</u> to approve the Risk Register.	
7.	SAFEGUARDING	
7.1.1	The Annual Safeguarding Report was circulated with the agenda and presented by the Assistant Principal. Trustees noted that there had been an increase in the number of referrals largely due to mental health issues in line with a national trend. All staff completed online safeguarding training last September and this year will receive face to face training. Members noted increased numbers of students at risk of forced marriage (the figure in the report was to be checked) or having suffered bereavement of a close family member. Mr Stokes mentioned that Woking Hospice has bereavement counsellors who can work with local schools and colleges.	
7.1.2	It was <u>resolved</u> to note the report.	
7.2	Safeguarding Policy	
7.2.1	The Board received the reviewed Safeguarding Policy noting that this will need to be updated again in September when the Keeping Children Safe Guidance will be updated.	
7.2.2	It was <u>resolved</u> to approve the Safeguarding Policy.	
8.	FMGS Recommendations	
8.1	The Board received the final findings report from the Audit together with a paper from the Clerk and the College Action Plan and management responses. These had been reviewed and agreed by the Audit and Finance and Policy Committees at their June 2018 meetings apart from the recommendation about the need for more separation	
	between the composition of the Board of Trustees and Board of Members.	
8.2 8.2.1		
	between the composition of the Board of Trustees and Board of Members. This Board was asked to consider Item 6 in the List of "Other Recommendations" about further separation between the Board of Trustees and Board of Members. The Board noted that the DfE's view is that the most robust governance structures will have a significant degree of separation between the individuals who are	
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9. 9.1	TRUSTEE / DIRECTOR VACANCIES The Board noted that there are two current vacancies following the resignation of Mr. Spraggs as a Parent Trustee. In addition, Mr. Volo's term of office ends on 31 August 2018.	ACTION	
9.2	Mr. Spraggs was a Trustee elected by the parents and a Parent Election to replace him will be held early in the Autumn Term.		
9.3	Trustee Appointments – See Item 6.2 above		
9.2	DECISION ON WHETHER TO MERGE THE FINANCE AND AUDIT COMMITTEES		
9.21	Following discussion of this proposal and consideration of the advantages and disadvantages of having separate or a combined committee it was resolved to merge the two committees and trial this for a year.		
9.2.2	The Clerk asked what the Board would like to do in relation to the additional member who was going to be co-opted to the Audit Committee and the Board, noting that she was eligible to stand as a Parent Trustee, suggested that she should instead be encouraged to stand for election to the full board.		
9.3	Committee memberships		
	Following the decision to merge the two committees it was <i>agreed</i> to review the membership of the merged committee at the September Governance Conference		
9.4	Standing Orders for Trustees- for approval		
9.4.1	The Standing Orders were circulated with the agenda and presented by the Clerk		
	It was <u>resolved</u> to adopt the Standing Orders.		
	Trustees asked the College to set up a new governance portal in Microsoft 365 as a library of key governance documents. The Principal agreed to investigate the best approach to setting this up.	Principal	
9.5	To appoint a nominated lead Trustee for Safeguarding This was deferred to the next meeting	Clerk	
9.6	Progress Review of academisation (Governance)		
9.6.1	A progress report was circulated with the agenda and presented by the Clerk.		
9.6.2	Trustees commented on the impact of governance changes on the effectiveness of governance. The smaller board was felt to be working really well and Trustees commended the comprehensive nature of the reports presented to the Board. The Board noted that Woking College is one of a very small number of sixth form colleges which have become Single Academy Trusts. Other sixth form colleges which have converted later have been required to form or join Multi Academy Trusts.		
9.6.3	It was <u>resolved</u> to note the report.		
9.7	Election of Chair and Vice-Chair of Board for 2018-19		
9.7.1	The Clerk confirmed receipt of nominations for Ms Mather as Chair. Ms Mather was elected unanimously as Chair for 2018-2019 with effect from 1 September 2018.		
9.7.2	The Clerk confirmed receipt of nominations in advance for Mr Stokes as Vice- Chair. Mr Stokes was elected unanimously as Vice-Chair for 2018-2019 with effect from 1 September 2018		
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10.	POLICIES FOR APPROVAL	ACTION
	It was resolved to approve the following policies as recommended for approval by the	
	committees:	
	Health and Safety Policy	
	Disaster Management Plan	
	Whistleblowing Policy	
	 Fraud and Anti Bribery Policies, Gifts and Hospitality 	
	Independence of the Clerk	
	Anti Bullying and Harassment Policy	
11.	APPOINTMENT OF NEW CHIEF FINANCIAL OFFICER	
11.1	On the retirement of the College Finance Director, Kathryn Mercer, it was <u>resolved</u> to	
	appoint Fiona Munday, a qualified chartered accountant, as the new Chief Financial	
	Officer with effect from 28 August 2018.	
	ANY OTHER BUSINESS: HMRC REGISTRATION	
	As part of the College registration process with HMRC the Board was asked to	
	nominate between 2 and 4 Trustees as 'responsible persons' and for them to sign a	
	declaration to confirm that they satisfy the 'fit and proper persons test'.	
	It was <u>resolved</u> to appoint the Chair, Vice-Chair and Chair of the former Finance and	
	Policy Committee as the Trustee / Directors to become the responsible persons for	
	this purpose. They completed the required declarations following the meeting.	
12.	MEETING DATES	
12.1	It was <u>resolved</u> to adopt the schedules of meeting dates with the merged committee.	
12.2	The next meeting of the Corporation will be the Trustees' Governance Conference to	
	be held on Wednesday 26 September 2018 at College starting at 4:15 pm.	
	It was <u>resolved</u> to note the June 2018 update letter from the FE Commissioner.	
	A small token of appreciation was made to the outgoing Chair of the Board by way of	
	thanks for his years of service for the College.	
	The meeting closed at 8: 40 pm.	
	Signed:Date	

Matters arising Action Log from meeting 4 July 2018

	ACTION REQUIRED	BY WHEN	BY WHOM	STATUS
1	Further work to be done on agreeing the rolling programme of policies to be reviewed by the Board.	September 2018	BFR/ HME	See Item 7
2	Trustees to hold staff focus groups	Ongoing	GM	
3	The Principal and new Chair will agree whether to hold more than one strategy review meeting a year	September 2018	BFR / GM	
4	College to share the VESPA strategy with the Board	Ongoing	NRA	
5	Trustees suggested including recognition from UCAS that students from Woking College exceed expectations at university in college marketing material.	Ongoing	BFR	
6	One or more Trustees to join the SAR moderation event	Sep/ Oct	KFO	Actioned
7	Clerk, Chair and Principal to prepare the Governance SAR for approval by the Board at the governance conference	September 2018	BFR / GM / HME	Actioned
8	The figure in the Safeguarding report for students at risk of forced marriage was to be checked	July		
9	Membership of the merged Finance / Audit committee to be reviewed at the September Governance Conference	September 2018	Clerk / Trustees	Actioned
1 0	Trustees asked the College to investigate the setting up a new governance portal	Ongoing	BFR	Actioned
1	Trustees to appoint a nominated lead Trustee for Safeguarding	Sept 2018	Clerk / Trustees	See Item 8.4