

**Minutes of the Meeting of the Corporation of West Thames College
Held on Wednesday 13 December 2017 in the Banks Room**

Members Present	Mr S Wilcox (Chair)	Ms T Aust	Mrs M Harpley
	Ms A Patterson	Ms C Ajit Singh	Ms L Graves
	Mr M Michaelides	Mr B Armstrong	Mr J Bolt
	Ms N Duszniak	Mr M Ahmed	

Also present	Mr J Allen	Mr M Cooper	Mr G Baker
	Ms K Lehmann		

The meeting commenced at 17.30

1 APOLOGIES, WELCOMES, AGENDA & QUORACY

Apologies were received from Mr Tommy White.

The two student governors were welcomed to the meeting and introductions were made.

The Chair confirmed that the meeting would deal in the first instance with the reports from the Finance and Audit Committee meetings, allowing more time for discussion on the recent Ofsted inspection.

The Clerk confirmed the meeting was quorate.

2 DECLARATION OF INTERESTS

Mary Harpley declared an interest on the Feltham Skills Centre and it was agreed that she would not participate in any discussion on this matter.

There were no other declared interests against any agenda item.

3 MINUTES

It was **RESOLVED** to authorise the Chair to sign the minutes as an accurate record of the meeting of the Corporation held on 18 October 2017 (Paper 1).

4 SUMMARY ACTION LIST & MATTERS ARISING

The '*Summary Action List*' was received (Paper 2). The progress update was noted and those actions yet to be completed are to be carried forward to the next meeting for further review.

It was **RESOLVED** to note the '*Summary Action List*'.

5 AUDIT FOCUS

The following reports were received:

- Minutes of the Audit Committee held 29 November 2017 (Paper 6)
- Audit Committee's Annual Report 2016/17 (Paper 7)
 - Internal Audit Service Annual Report 2016/17 issued by MHA MacIntyre Hudson
 - Post-audit Management Report on the Accounts and Regularity Assurance issued by Buzzacott
 - Letter of Representation issued to Buzzacott by the College

The Chair of the Committee introduced the Annual Report 2016/17 from the Audit Committee. The Annual Report is a summary document explaining the work of the Committee during the course of the year. Appended to the Annual Report are the

various reports from the internal audit service and the financial statement and regularity auditor that need to be approved by the Corporation. The Annual Report from the Audit Committee should be considered before the Corporation approves the Report and Financial Statements for 2016/17. The Corporation is required to receive from the Audit Committee an annual opinion and the following opinion for 2016/17 was confirmed:

Following a thorough review of all the reports presented under this agenda item, It was **RESOLVED** that:

- (i) The Corporation notes the unconfirmed minutes of the meeting of the Audit Committee meeting held on 29 November 2017
- (ii) The Corporation approves the Annual Report 2016/17 from the Audit Committee for forwarding on to the Education & Skills Funding Agency;
- (iii) The Corporation approves the Internal Audit Service Annual Report 2016/17
- (iv) The Corporation approves the Post-audit Management Report on the Accounts and Regularity Assurance and authorises the Chairman to sign the 'Letter of Representation'.

6 FINANCE & ESTATES FOCUS

The following reports were received:

- Minutes of the Finance & Capital Advisory Group that met on 22 November 2017 (Paper 8);
- Report on the Barclays Loan repayment that was considered by the Finance Committee and to approve the Letter of Variation and required minute for recording in the Corporation minutes (Paper 9);
- Report and Financial Statements for the Year Ended 31 July 2017 (Paper 10);
- Management Accounts up to 30 September 2017 (Paper 11).

The Financial Statements for the Year Ended 31 July 2017 were subject to a thorough review by the Audit Committee at its meeting on 29 November 2017 and there were no internal control issues arising from their review. The accounts were also subject to thorough review from the Finance Committee that met on 22 November 2017

It was confirmed the Management Accounts were subject to thorough review from the Finance Committee and were made available for information purposes.

Following a thorough review of all the reports presented under this agenda item, it was **RESOLVED**:

- (i) To note the unconfirmed minutes of the meeting of the Finance Committee meeting held on 23 November 2017
- (iii) To approve the Report and Financial Statements for the Year Ended 31 July 2017 and authorise the Chairman and Principal to sign the Accounts; and
- (iv) To note the Management Accounts up to 30 September 2017.

7 BARCLAYS BANK LETTER OF VARIATION

The report on the Barclay Loan repayment that was considered by the Finance Committee at its meeting held on 22 November 2017 was received (Paper 9). It was

confirmed the Corporation is asked to approve the Letter of Variation and required minute for recording in the Corporation minutes.

It was confirmed there are two covenants currently in place regarding the College's long term £8.7m loan agreement to 2037 with Barclays Bank plc. Due to the significant reporting and accounting changes following the adoption of FRS102 from last year, the covenants have had to be revised whilst at the same time ensuring that none of the parties are disadvantaged by the impact of the revised accounting treatment.

Following approval from the Corporation to proceed to finalise the two new proposed covenants, final agreement with Barclays has been reached after negotiations for which formal approval is now sought. These new covenants will apply from 1st August 2016 i.e. the financial year ended 31 July 2017.

To this end, Barclays have drafted a Letter of Variation (Appendix 1 in the report) that must be signed by the College to confirm agreement. This letter does not impact on anything else in the agreement and has been reviewed by the College's solicitors, Mills & Reeve, in conjunction with the original agreement and subsequent variations.

It was confirmed that the report that was made available to the Corporation was presented and considered by the Finance & Capital Advisory Group that met on 22 November 2017.

An extract of the minutes of the Corporation approving the amendment will also need to be provided to Barclays in the prescribed format and this was outlined in Appendix 2 of the report. It was confirmed the College's solicitors had reviewed the required minutes.

Appendix 3 and Appendix 4 of the report outlined for information purposes the templates of the two covenants populated by figures from the latest financial plan to 2019/20. Per this, the College does not breach the covenants during the period.

Following review, it was **RESOLVED**:

- (i) The College accepts the amendments set out in the attached Letter of Variation;
- (ii) The letter from Barclays Bank plc now produced is approved and Tracy Aust (Principal) and Mark Cooper (Executive Director – Funding and Finance) be and are hereby authorised to sign the acceptance of the said facility letter on behalf of the College and to bind the College to the terms and conditions stated therein;
- (iii) The College authorises the Bank to accept instructions and confirmations in connection with the facility signed in accordance with the Bank's signing mandate, current from time to time; and
- (iv) To approve the extract of minutes in the prescribed format required by the Bank as attached to the minutes of this meeting;

8 OFSTED INSPECTION

Made available at the meeting was a copy of the draft Ofsted Inspection Report that had yet to be published (Paper 5). Governors were informed of the confidentiality of the report until it is made available in the public domain by Ofsted.

Against some of the judgements and comments in the report, the Executive Team (ET) had made some factual accuracy comments and it was confirmed that these comments have been fed back to Ofsted within the required 2-days for the College to respond. It was confirmed that Ofsted may or may not accept these challenges. The final version of the report is expected to be published on 22 December 2017.

In terms of any appeal, there was no real appetite amongst governors to lodge an appeal. Instead, the focus for the ET and Governors must be on dealing with the issues raised by Ofsted. There were certain 'themes' in the report, especially around teaching, learning and assessment. The focus must be on addressing the issues around teaching, learning and assessment.

Although the report was negative in many aspects, there were some positives to take forward from the report. In particular, it was welcomed that both safeguarding and prevent were judged to be 'Good'.

It was agreed a key priority is to use the report to inform on how governors can monitor the required improvements, especially in light of the criticism made in the report that weaknesses identified at the last inspection had not been adequately addressed.

It was confirmed that the aim is to integrate the post inspection action plan into the Development Plan, and for the Development Plan to be the key monitoring document for governors.

In conclusion, it was **AGREED**:

- (i) Not to lodge a complaint to Ofsted following the publication of the Ofsted Inspection Report, but instead, to move forward to address the issues identified during the inspection; and
- (ii) To make available at the January Strategy meeting a clear plan of action through the Development Plan to address the issues identified by Ofsted;

9 COLLEGE SELF ASSESSMENT REPORT 2016-17

The College Self Assessment Report 2016/17 was received (Paper 4).

It was agreed that it would be averse to approve the College SAR when the College was in receipt of an Ofsted Inspection Report that contradicted many of the grades proposed in the SAR.

A discussion took place on whether the SAR should be subject to a further review and redrafting from the Executive. It was agreed that the immediate focus and priority for the Executive must be to put in place a robust Development Plan, not to re-write the College SAR. There are two key sources of information available to the ET to help them in this critical task - the College SAR and the Ofsted Inspection Report.

10 DATA DASHBOARD/MONITORING OF COLLEGE PERFORMANCE

The latest example of the Data Dashboard was made available (Paper 3).

It was agreed that for the Corporation there should be 5-6 key KPIs for the Corporation to monitor, with lower level KPIs being made available to the Committees for monitoring.

Against the key KPIs will be the need for a commentary, especially if the KPI is rated at either 'Amber' or 'Red'. A key emphasis for the Corporation is to effectively challenge and monitor progress to improve teaching, learning & assessment. There must be, through the Data Dashboard, a higher profile given for the monitoring of teaching, learning & assessment.

The College report '*Development Plan 2016/17: Key Objectives Progress Report*' was received (Paper 6). The paper provided Governors with a summary progress update against each of the key strategic objectives from the College's Development Plan 2016/17, under the three key headings of:

- Goal 1: To provide an OUTSTANDING learning experience for all our learners
- Goal 2: To be INNOVATIVE and RESPONSIVE to current and future needs
- Goal 3: To provide an EXCELLENT environment and resources.

A 'Red' assessment was noted for student attendance that was reported at 86%, against the target of 90%. The Corporation recognised the challenges on attendance but reemphasised the importance to resolve this to the ET members present.

Following the Ofsted inspection, a 'Red' assessment was confirmed against the target that 'the College has made very good progress on its journey to outstanding and is inspection ready'.

The other 'Red' assessment noted by the Corporation was against the target 'strengthen the planning and delivery of recruitment and business development activities to generate growth'. It was noted there is a need for a more target driven and focused approach to increasing external numbers both for in-year starts as well as for 2018-19. It was reported that many Colleges have upped their game in terms of their marketing approach and West Thames must follow suit. The Corporation welcomed the acknowledgement of the issue by the ET, but having brought the matter to the attention of the Corporation, a detailed commentary has to be made available in the Development Plan to summarise the actions that are being taken in order to give assurances to the Corporation

It was **RESOLVED** to note the monitoring report.

11 QUALITY & EQUALITY GROUP MINUTES

The minutes of the meetings held 11 October 2017 (Paper 12) and 08 November 2017 (Paper 13) were noted.

12 SEARCH COMMITTEE

The minutes of the Search Committee meeting held 29 November 2017 were received (Paper 14), and following review, it was **RESOLVED**:

- (i) To note the minutes of the Search Committee meeting held 29 November 2017;
- (ii) To approve the governor appointment of Mr Andrew Ward for the period 01 January 2018 to 31 December 2021;
- (iii) To approve the governor appointment of Mr James Bryant for the period 01 January 2018 to 31 December 2021;
- (iv) To approve the re-appointment of Alma Patterson for the period 19 December 2018 to 18 December 2022.

13 ANY OTHER BUSINESS

As this was the last meeting to be attended by Linda Graves and Michael Michaelides, the Chair and Members placed on record their sincere thanks for their service to the Corporation.

There was no other business

14 DATE OF NEXT MEETING

- Strategy Meeting Wednesday 24 January 2018 @ 16.00 at the Skills Centre
- Corporation meeting Wednesday 21 March 2018 @ 1800

Signed: _____ Date: _____

SUMMARY ACTION LIST

Min & Date	Action	Review
4 18/10/17	Skills centre Lease Update	21/3/18
5 18/10/17	The Principal reported that Ealing, Hammersmith & West London College (EH&WLC) has made an approach to see if West Thames College would like to work in partnership to set up an Institute of Technology with a focus on digital. Expression of interests have to be submitted by 31 October. As an expression of interest does not commit the College to anything at this point in time, it was agreed to give approval for the Executive to work with EH&WLC to submit an expression of interest.	21/3/18
13/12/17 update	An expression of interest was submitted and the Principal will report back once further information is received.	
8 13/12/17	Ofsted Inspection: (i) To make available at the January Strategy meeting a clear plan of action through the Development Plan to address the issues identified by Ofsted;	24/1/18
9 13/12/17	It was agreed that for the Corporation there should be 5-6 key KPIs for the Corporation to monitor, with lower level KPIs being made available to the Committees for monitoring. Against the key KPIs will be the need for a commentary, especially if the KPI is rated at either 'Amber' or 'Red'. A key emphasis for the Corporation is to effectively challenge and monitor progress to improve teaching, learning & assessment. There must be through the Data Dashboard a higher profile for the monitoring of teaching, learning & assessment.	24/1/18
10 13/12/17	A 'Red' assessment was noted for student attendance that was reported at 86%, against the target of 90%. The Corporation recognised the challenges on attendance but reemphasised the importance to resolve this to the ET members present.	24/1/18
10 13/12/17	The other 'Red' assessment noted by the Corporation was against the target 'strengthen the planning and delivery of recruitment and business development activities to generate	24/1/18

	<p>growth'. The Corporation welcomed the acknowledgement of the issue by the ET, but having brought the matter to the attention of the Corporation, a detailed commentary has to be made available in the Development Plan to summarise the actions that are being taken in order to give assurances to the Corporation</p>	
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West Thames

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"College"

Extract of minutes of a meeting of the Corporation (the "**Corporation**") of the College held at:

London Road, ISLEWORTH, Middlesex, TW7 4HS on Wednesday 13th December 2017 at 6 pm.

1. **BACKGROUND**

The Chair reported to the meeting that it is proposed that the College enter into an amendment letter (the "**Amendment Letter** ") with Barclays Bank PLC (the "**Bank**") in respect of a £17,000,000 facility originally dated 16 July 2008.

2. **PURPOSE OF MEETING**

The Chair reported that the Corporation are asked to consider the Amendment Letter and in particular it was noted that, pursuant to the terms of the Amendment Letter, the financial covenants in the Facility Letter were to be amended.

3. **CONSIDERATION OF THE AMENDMENT LETTER**

3.1 The Corporation considered in detail the form of the Amendment Letter and the risks to the College in entering into the Amendment Letter, namely that the College would have to meet the new financial covenants set out in the Amendment Letter, as failure to do so would constitute an Event of Default under the Facility Letter.

3.2 The Corporation considered whether it was in the best interests of the College to enter into the Amendment Letter and to execute and deliver the Amendment Letter.

3.3 After due and careful consideration, bearing in mind the Corporation's duty to promote the success of the College, **IT WAS THE CONCLUSION** of the meeting that the College should enter into the Amendment Letter and perform its obligations and exercise its rights in relation to the Amendment Letter and the amended Facility Letter.

4. **AUTHORITY TO EXECUTE T AMENDMENT LETTER**

IT WAS UNANIMOUSLY RESOLVED that:-

4.1 the College enter into the Amendment Letter and perform its obligations and exercise its rights in relation to the Amendment Letter and the Facility Letter;

4.2 the following officers of the College (each an "**Authorised Signatory**" and together the "**Authorised Signatories**") be authorised to sign on behalf of the College the Amendment Letter and return the signed counterpart to the Bank:-

Name

Specimen Signature

Tracy Aust

Mark Cooper

4.3 the terms of the Amendment Letter be and are hereby approved (subject, in each case, to such amendments as the Authorised Signatories (acting together or alone) may approve and so that the signature of the Authorised Signatory shall be conclusive evidence of the agreement to such amendments or modifications); and

4.4 the Authorised Signatories (acting together or alone) be authorised to agree and sign on behalf of the College all such other documents, agreements, certificates, notices, communications or confirmations, and to do all such other things, as may be required, or as any Authorised Signatory may approve, in connection with the Amendment Letter.

Certified as a true, valid and up to date extract from the confidential minutes of the Corporation of West Thames College which remains in full force and effect.



Jonathan Allen

Clerk to the Corporation

Date: 19/12/2017