**SIR GEORGE MONOUX COLLEGE**

**Minutes of the Corporation Meeting held on 6 July 2021**

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| **Present** | Alan Wells (Chair of the Corporation – except for Agendum 6), Alastair Owens (Senior Vice-Chair of the Corporation and Chair of the Quality & Performance Committee), Riddhi Bhalla (Vice-Chair of the Corporation and Chair of the Audit Committee), Kwame Atta, Talia Chirouf, Tom Foakes (Chair of the Governance and Nominations Committee), Nehendra Jonas (Student Member), Stephen Jones, Farhana Juhera (Support Staff Member), Jagdev Kenth, Anisa Khadija (Student Member), Maurine Lewin, Stewart Maclean (Chair of the External Relations Committee), Nazia Shah (Teaching Staff Member), David Vasse (Principal), Jay Wint (Parent Member).  |
| **In Attendance** | Holly Bembridge (Vice-Principal: Curriculum and Quality), James Gould (Vice-Principal: Student Services and Recruitment), Robert Smith (Clerk to the Corporation). |

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| **1** | **Apologies for Absence and Quoracy**Apologies for absence had been received from the following members of the Corporation: Adenike Betiku, Jonathan Bush, Caroline Evans, Sara Whittaker. The meeting was quorate. |
| **2** | **Declarations of Interest**None. |
| **3** | **Draft Minutes of the Previous Meeting (Ordinary Business): 11 May 2021**It was noted that the draft minutes had been approved for circulation by the Chair of the Corporation.They were approved as a correct record of the business transacted and *prima facie* evidence of the proceedings to which they relate. |
| **4** | **Matters Arising from the Draft Minutes (Ordinary Business): 11 May 2021***Minute 3:* it was reported that the minutes of the 30 March 2021 meeting had been amended as agreed.*Minute 5:* it was confirmed, following a consultation with members, that a Development Session for all members has been arranged for Saturday 4 September (9.30 -13.00). It will be held face-to-face at the College, subject to any safety restrictions that may be advised or imposed.*Minutes 6 & 13:* appraisals of most members of the Corporation had been conducted by the Chair of the Corporation during May and June.There were no other matters arising except those already provided for elsewhere on the meeting agenda.  |
| **5** | **Election of Chair of the Corporation**Notice was given by the Clerk to the Corporation that the votes cast in the election for the office of Chair of the Corporation were as follows:***To Elect Jagdev Kenth as Chair of the Corporation 6******Not to Elect Jagdev Kenth as Chair of the Corporation 7***No member had asked for their abstention to be recorded.The candidate did not obtain the support of two thirds of the members of the Corporation, and was not elected.  |
| **6** | **Succession: Chair of the Corporation**The Chair of the Corporation withdrew for consideration of this agendum. The Senior Vice-Chair of the Corporation presided.A paper prepared by the Clerk to the Corporation was received as a basis for discussion.It was noted that at the Corporation meeting held on 30 March 2021, it had been agreed that if no internal candidate had been elected, the Corporation will decide between two options, namely:

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| ***.*** | ***to seek an external candidate for the office of Chair of the Corporation, and their subsequent election by the Corporation;*** *OR* |
| ***.*** | ***to hold a further election in which the existing Chair of the Corporation is eligible to stand for the office, having been reappointed as a member.*** |

In relation to the first option, it was additionally noted that:*it might entail contracting a search agency for a shortlist of candidates, with a best estimate that this would take 3-4 months, and involve expenditure out of College resources of about £10,000;* and*the existing Role Description and Person Specification would need to include background information about the College and the Corporation, and arrangements for approving these changes would need to be made.*In relation to the second option, it was noted that a further election for the office of Chair of the Corporation would be held in June 2022, in which the present Chair will be eligible to stand as a candidate, having been reappointed for a further term as a member of the Corporation during or before May 2022.It was additionally noted, in relation to either option, that, although it is entirely a matter for the Corporation, members may wish to apply weightings to some of the experience and skills in the Role Description and Person Specification (e.g. senior experience and well-developed skills in post-16 education and/or the public sector, and the ability to meet the irregular time commitment of the role, might be weighted more highly than some other elements). The following points were made in the course of the discussion:*it is important, in the context of a substantial number of vacancies arising in the outlook period, for the Corporation to maintain continuity at this time, which would be best achieved by inviting the present Chair to stand for election to the office for a further term;**the Corporation has a broad range of skills within its existing membership, but these must be supplemented to secure the long-term interests of the Corporation;* *were the present Chair to serve a further term, it would afford the Corporation time to focus on the recruitment of new members with a broad range of well-developed skills to replace retiring members;**if necessary, members might retire before the expiry of their term of office to accommodate new persons recruited into membership of the Corporation;* and*the Governance & Nominations Committee should, as an absolute priority, be charged with leading on the search for new members having the capacity to fill Corporation roles, including that of Chair, in the longer term.*It was decided that the present Chair be asked to serve a further term as a member of the Corporation affording him the opportunity to stand for election as Chair after the expiry of his present term of office on 31 July 2022, but that, to serve the longer-term interests of the Corporation, the Governance & Nominations Committee should also be energetic in pro-actively seeking to recruit persons able to replace retiring members including, if necessary, recourse to a search agency in appropriate circumstances. The decision does not deprive eligible independent members of the right to seek nomination to the office of Chair whenever it becomes vacant. |
| **7** | **Principal’s Report**A verbal report was given by the Principal, noting *inter alia* that:*there had been one positive case of Covid-19 infection which had been appropriately managed in accordance with the regulations but that, the term having now ended for a majority of students, the potential for College disruption is now much reduced;**open days had been well-attended despite the public health emergency;**the most recent data on applications, offers and early enrolments indicate that the College may be confident of reaching the enrolment target of 1,820 students in September;**students are showing a high degree of engagement with study and broader College activities (both during and out of term), but attendance remains an issue to be more fully addressed in 2021-22;* and*issues concerning curriculum changes driven by the Government, and consideration of the College property strategy will form topics for exploration at Corporation Development Sessions.*In response to a question from Tom Foakes, it was confirmed that budgetary provision had been made to sustain counselling and related support for students in the 2021-22 year. This will include the 2021 intake, whose experience of the pandemic may have been particularly challenging educationally, psychologically and socially.In response to a question from Riddhi Bhalla, it was confirmed that all teaching will be face-to-face from September 2021, subject to no contrary restrictions being imposed by the competent authorities. It was noted that, in the event of further restrictions, the College will be able to readily adapt to online provision. It was recognised that, even if no further restrictions affecting all students are imposed, particular arrangements may still have to be made on a case-by-case basis to accommodate the needs of students risk-assessed as clinically extremely vulnerable.The Chair asked that, for future meetings, a dashboard of key performance indicators (KPIs) be made available to members in the context of the Principal’s Report. |
| **8** | **Report of the Audit Committee: Meeting held on 15 June 2021**The draft minutes of the above meeting, approved by the Committee Chair for circulation, were received and noted, together with the schedule of board level risks. The Committee Chair, *inter alia*, drew attention to:Minute 5: the three risk areas remaining at Board level, namely:*inadequate management of the impact on the financial health of the College of recruiting insufficient student numbers;**use of performance data is insufficient to manage curriculum risks;* and*failure to ensure financial viability because of weak relationships with schools and prospective learners.*Minute 5: the commitment of the Audit Committee to continue monitoring risk oversight in relation to risks below Board level, namely:*failure to implement the College Improvement Plan (monitored directly by the Quality & Performance Committee);**work experience and employer engagement is weakened as fewer companies agree to take placements due to Covid-19 and its effects (monitored directly by the External Relations Committee);* and*risks attending the public health emergency, including challenges to fulfilment of the College Development Plan arising from this source.*It was noted that the monitoring of risks by committees is formally reported to the Audit Committee as standing business on its agendas.Minute 8: the positive findings of internal audit reviews into Student Recruitment (which had been made available to the External Relations Committee) and Student Participation Progress & Retention, and the suggestions arising from the report prepared by exception on Governor Recruitment & Succession Planning (which will be made available to the Governance & Nominations Committee). Minute 10: approval of the Financial Statements’ (External) Audit Plan by the Committee on behalf of the Corporation.Minute 12: how the Corporation takes cognisance of the UK Corporate Governance Code (in relation to which advice had been received from the Clerk to the Corporation).The Chair of the Committee noted that the skills available to the Committee had been boosted by the appointment of a qualified accountant to its membership during 2020-21, and that the membership of the Committee will be reviewed regularly to ensure that the skills of its members continue to best serve the Committee’s role and responsibilities. Members noted the Committee’s approval on behalf of the Corporation of the financial statements audit plan, and authorised the Chair of the Corporation to sign the Letter of Engagement.  |
| **9** | **Report of the External Relations Committee: Meetings held on 2 February 2021 and 22 June 2021**The approved minutes of the meeting held on 2 February 2021 were received and noted.The draft minutes of the meeting held on 22 June 2021, approved by the Committee Chair for circulation, were also received and noted. The Committee Chair reported on the College’s encouraging progress towards fulfilment of the student enrolment target for 2021, and also on the difficulties in relation to work experience contingent on the public health emergency.In the latter regard, it was noted that the College had been assiduous in providing viable alternatives to work experience through its “employability” programme, whilst recognising that they do not entirely substitute for the missing activities. It was also recognised that, owing to its low level in 2020-21, work experience activity in 2021-22 would not be properly reflected in the data owing to the lagged effects from the prior year, and that it might take the College two years to get back on course. |
| **10** | **Report of the Quality and Performance Committee: Meeting held on 8 June 2021**The draft minutes of the above meeting, approved by the Committee Chair for circulation, were received and noted. The Committee Chair reported on the arrangements, in the absence of external examinations, for summer assessments, and on progress in implementing the College Improvement and Development Plan 2020-21.In response to a question from Stewart Maclean, it was confirmed that the teaching staff retention metric reported under Minute 7 should read 19/22 in the current year. |
| **11** | **Annual Estimates of Income and Expenditure 2021-22 & Two-Year Financial Forecast 2021-23**Draft annual estimates of income and expenditure 2021-22, together with a two-year financial forecast for 2021-23, prepared by the Senior Director: Finance and Resources, were received.It was noted that, because it had not proved possible to hold a meeting of the Resources Committee in the current term, the business was being considered *ab initio* by the Corporation. The estimates had been reviewed by the Chair of the Corporation at a meeting with the Principal and the Senior Director: Finance and Resources.The following uncertainties and assumptions attending the estimates and forecast were reported, namely that:*the 16-19 Tuition Fund (to aid with COVID-19 recovery for affected students) has not been allocated yet – as the overall grant is at the same level as 2020/21 it has been assumed to be reasonable that in both forecast years it will continue at the current level for the College;**mainstream funding is due for a review by the new government - the economic uncertainty caused by the public health crisis means increased funding may be less likely, and the date of the review is uncertain;**the Teachers Pensions grant has not been confirmed beyond 31 July 2022; but the budget assumes that it will continue until the comprehensive review of mainstream funding has been conducted;**pension auto-enrolment remains uncertain because of the high employer contribution rates (23.48% for teachers – the compensatory grant is set at the amount applying in the first year of its introduction and takes no account of staffing growth or changes in the numbers opting in – the cost in 2021-22 is estimated at £32,000;**the Sports Council “Activate Your Future” £55,000 grant ended in 2020-21 and, whilst it is possible that further Sport England funds will be secured in the forecast time period, none has been confirmed – and is therefore not included in the forecast;**student numbers are assumed to grow to 1,820 at the summer 2021 enrolment, leading to increased revenue for 2022-23;**free meals funding had not been included in the forecast even though it is likely to yield increased funding;**the funding for the Accelerated Learning Pathway is guaranteed at £400,000 for 2021-22, after which the funding will be based on the agreed formula.*A surplus of £3,141 had been projected for 2021-22, after allowing for necessary pandemic recovery costs, and for 2022-23 a surplus of £19,223.It was noted that the estimates had been prepared using prudent assumptions, with sources of potential income excluded unless confirmed at least in principle. It was noted that the use of College reserves and the raising of additional capital for development of the estate are matters which the Corporation will need to address in the context of its risk appetite.Annual estimates of income and expenditure for the years 2021-23 were noted as: |

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|  |  | *2021-22**(£000)* | *2021-22**(£000)* | *2022-23**(£000)* | *2022-23**(£000)* |
|  | Mainstream Funding |  | 9.938 |  | 10,255 |
|  | Other Income |  | 1,459 |  | 1,432 |
|  | Total Income |  | 11,397 |  | 11,687 |
|  |  |  |  |  |  |
|  | Pay Costs | 7,994 |  | 8,223 |  |
|  | Non-Pay Costs | 2,902 |  | 2.987 |  |
|  | Depreciation | 498 |  | 458 |  |
|  | Total Expenditure |  | 11,394 |  | 11,668 |
|  | Surplus |  | 3 |  | 19 |

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|  | In addition to the assumptions rehearsed above, it was noted that pay amounts to a little over 70% of income (which includes pay related to staff engaged to help the College recover from the effects of the public health emergency). A pay rise of 1.5% had been assumed for both years.It was reported that capital estimates include the full amount of the new access and CCTV system.Cash in hand is projected to rise from £1.190 million at 31 July 2020 to £1.493 million at the end of the forecast period in 2023.The College is projected to achieve a financial health rating of Good, as calculated by the ESFA, across the whole of the forecast period.The annual estimates of income and expenditure 2021-22 and the two-year forecast 2021-23 were approved for submission to the ESFA.The most significant risks attending the College’s future financial performance were noted as:*failure to recruit the forecast number of students;**failure to maintain, or improve, the College’s academic performance;**changes to funding that adversely affect the College’s funding allocation;**failure to prepare for and embed major curriculum change (e.g. T levels);**failure to respond to demographic change affecting those aged 16-19;**the heavy reliance on ESFA finding (95%);**early termination of the Teachers’ Pension Grant;**pay rises greater than forecast;**failure to maintain, or improve, teaching deployment efficiency;* and*a significant increase in the number of staff members enrolled in the pension schemes following auto-enrolment or staffing changes.*Oversight of the above risks is a key Corporation responsibility. The arrangements whereby risk is overseen by the Audit Committee (including where detailed consideration of their mitigation is conducted by other committees) were noted. It was agreed that the Oversight of Risk Management is an appropriate topic for a future Saturday Development Session for members of the Corporation.In the meantime, the risks set out in the paper will be referred for consideration by the Audit Committee. |
| **12** | **Dates and Times of Corporation Meetings 2021-22**The following approved dates and times were noted:***Tuesday 12 October 2021 (6.30pm)******Tuesday 14 December 2021 (6.30pm)******Tuesday 18 January 2022 (6.30pm)******Tuesday 5 April 2022 (6.30pm)******Tuesday 10 May 2022 (6.30pm)******Tuesday 5 July 2022 (6.30pm)***In accordance with the decision of the Corporation at the meeting held on 11 May 2021, Corporation meetings will be held virtually, subject to the outcome of a review at the 10 May 2022 meeting. |
| **13** | **Dates and Times of Committee Meetings 2021-22**The following approved dates and times were noted:*Audit Committee****Tuesday 23 November 2021 (17.30)******Tuesday 8 March 2022 (17.30)******Tuesday 14 June 2022 (17.30)****External Relations Committee****Tuesday 9 November 2021 (5.30pm)******Tuesday 15 February 2022 (5.30pm)******Monday 6 June 2022 (5.30pm)*** *Governance and Nominations Committee*to be arranged.*Quality and Performance Committee****Tuesday 21 September 2021 (6.30pm)******Tuesday 30 November 2021 (6.30pm)******Tuesday 8 February 2022 (6.30pm)******Tuesday 7 June 2022 (6.30pm)****Resources Committee*to be arranged.In accordance with the decision of the Corporation at the meeting held on 11 May 2021, the format and location of committee meetings will be determined by each Committee Chair in consultation with members of the Committee, but such meetings will be either face-to-face at a location to be agreed (with the right of any member, including staff in attendance, to attend virtually without restriction), or will be entirely virtual. |
| **14** | **Any Other Competent Business**Members noted that Jay Wint will complete her term of appointment as parent member of the Corporation on 31 July 2021. She was warmly thanked for her service during the 2020-21 year.  |

***List of Actions shown on next page***

**List of Actions Arising from the Meeting**

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| ***Minute*** | ***Person(s) Responsible*** | ***Action*** |
| **6** | Chair of the Governance & Nominations Committee, and Clerk to the Corporation | Convene a meeting of the Governance & Nominations Committee early in the Autumn Term 2021-22. |
| **11** | Chair of the Corporation, and Clerk to the Corporation | Arrange for Saturday Development Session on Oversight of Risk Management.  |
| **11** | Chair of the Audit Committee, and Clerk to the Corporation | Arrange for the oversight of risks set out in the cover paper attending the estimates to be considered by the Audit Committee. |