

BILBOROUGH COLLEGE

**Minutes of the Bilborough Corporation Meeting
held on Monday 18th October 2010 at 5.30pm**

Present: Mrs Wendy Smith – Chair
 Mr Christopher Bradford – Principal
 Mr Giles Calverley
 Ms Aiesha Chaudhery
 Mr Anthony Hogg
 Ms Lisa Lewis
 Mrs Jane McGregor
 Mr Tye Nosakhare
 Mr Michael Jackson (part attendance)
 Mr Geoff Gration
 Mr Costas Poutziouris
 Mr Konrad Karenowski
 Mrs Sara Murcott (part attendance)
 Mrs Eileen Hartley
 Mr Trevor Melton
 Mr Yusuf Segovia
 Ms Frances Warburton
 Mr Paul Watkins

In Attendance: Mrs Susan Bolton – Clerk to the Corporation (part attendance)
 Mrs Dorothy Mountford – Deputy Principal
 Mr Ted Wales - Director of Finance

There was a target finish time of 7.40pm set.

Minute No		Action
BUSINESS ITEMS		
1840	<p>Decisions & Recommendations of the Search Committee</p> <p>Appointment of Giles Calverley Members noted that Mr Calverley had been appointed as an Associate Governor in May 2010 and following the resignation as a full Governor by Ms Susanne Law, the Search Committee had discussed the appointment of Mr Calverley and hereby proposes that appointment. The Corporation hereby agrees to appoint Mr Giles Calverley as a Governor of Bilborough College for a term of 4 years with continued membership of the Audit Committee.</p> <p>Appointment of Paul Watkins The meeting noted that members of the Search Committee had met with Mr Watkins following a visit to an EP&F meeting as an observer. The Chair of EP&F Committee confirmed that the Search Committee were recommending this appointment based on the skills and experience that Mr Watkins, who worked for Tenon could bring to the Corporation and EP&F Committee. The Corporation hereby agrees the appointment of Mr Watkins for a term of 4 years with membership of the EP&F Committee.</p> <p>[Mr Calverley & Mr Watkins joined the meeting]</p>	

1841	<p>Apologies for Absence</p> <p>Apologies for absence were received from Professor Di Birch, Miss Lisa Lewis, Ms Ginny Hallam and Mr John Yarham. Ms Sara Murcott and Mr Michael Jackson gave apologies in respect of having to leave early. The Chair agreed to take the Decisions and Recommendations of the Audit Committee before the Principal's Report.</p>	
1842	<p>Declarations of Interest</p> <p>There was a declaration of interest made by the Clerk in respect of the Clerking Services Contract.</p>	
1843	<p>Minutes of the meeting held on 8th May 2010 & 12th July 2010</p> <p>8th May 2010 (Special) The minutes of the Special meeting held on 8th May 2010 to consider the appointment of certain Governors were considered for accuracy and content. The meeting agreed the minutes were a true reflection of the meeting and they were signed by the Chair of the meeting.</p> <p>12th July 2010 The minutes of the last meeting were considered for accuracy and content with the following comments being made.</p> <ul style="list-style-type: none"> - Members noted that Mrs Sara Murcott was present at the last Corporation Meeting, and the Clerk amended the minutes to reflect this. - Members noted that the dates of the Minutes were dated 12th July 2010 although the cover sheet and agenda indicated the 13th July 2010. The Clerk confirmed that she would check the date and rectify the minutes if required. - Under Minute 1829 on Page 4, members noted that the word 'implantation' should read 'implementation'. The Clerk confirmed that she would rectify the minutes accordingly. <p>Following the amendments, the meeting agreed the minutes were a true reflection of the meeting and they were signed by the Chair of the meeting.</p>	Clerk
1844	<p>Matters arising</p> <p>The meeting noted that all actions arising from the previous meeting had been completed or were on the agenda for discussion with the exception of the following:</p> <p>Smoking Letter The Principal confirmed that work was currently being undertaken and that a full report would be given at the next meeting including the work already undertaken on smoking cessation. Members noted that the Staff Smoking Shelter had been subject to an arson attack over the weekend.</p> <p>Aim Higher The Chair confirmed that Mr Yarham would be present at the next meeting and had agreed to let members have details at that point. The</p>	Principal Mr Yarham

	Chair also confirmed that Cllr. Mellen had been invited to the meeting in December.	
	FINANCE & EMPLOYMENT ITEMS	
1845	<p>Decisions & Recommendations of Audit Committee held on 20th September 2010</p> <p>Audit Presentation Members had received a presentation that gave a definition of an audit, the statute/rules/regulations guiding audit, the differences between internal and external audit, what an audit looks like (before, during and after the audit, what makes a good/bad audit and what might audit look like in the future.</p> <p>Report from Management on implementation of Auditors' Recommendations Members had noted that there were only four low priority actions following the Phase 2 Audit last year.</p> <p>Internal Audit Strategy/Annual Plan 2010/11 Members had received proposal for the Internal Audit plan for 2010/11 for the agreed 25 days audit. Members reviewed the approach that had been taken over the last 3 years and were confident that the proposals would enable a robust and rigorous process of internal audit for the coming year.</p> <p>Audit Environment Update The members had received an update of the new Joint Audit Code of Practice. Members had also discussed the arrangements for 2010/11 FMCE and agreed that a short form should be submitted this year and they would receive a copy for approval at their meeting in November.</p> <p>Internal Audit Service Provision 2011-2014 The Committee had discussed two options for Internal Audit Services for 2011-2014, CPC Framework Agreement or a full tendering exercise. Members had discussed the advantages of using the framework which consisted of no fees for using the framework, efficiency costs derived from others using the framework and independent and transparent exercise and agreed that they wished to pursue internal audit provision through the framework. Following the meeting, the Committee were alerted to fact that there was a third option of engaging the services of the current Auditors if approval from the EP&F Committee was given. The Chair of Audit confirmed that although a Special Meeting held been held before the Corporation meeting that evening, due to there being a small number of members in attendance, the decision had been rolled over to the meeting in November.</p> <p>Electronic Meeting The Meeting noted that longer battery time would be better although a positive response had been received by the Committee.</p> <p>Attendance at Audit Meetings Although a later item on the agenda, the Chair of Audit Committee commented on Audit Committee attendance figures. The meeting noted that although attendance this year was lower than previously attained, sustained poor attendance by a minor number of Governors had led to</p>	

	<p>new appointments being made.</p> <p>Mrs Murcott was thanked for her report.</p>	
KEY STAKEHOLDERS' REPORTS		
1846	<p>Principal's Report</p> <p>The Principal's Report was taken as read and the members noted that the support staff structure review was now taking place using a different approach to that of the management review. Members noted that the academic results had been discussed at Standards Committee which would be discussing further at their next meeting and also that a summary had been given to all Members before the meeting. The Principal reported that work on car parking would be undertaken after half term and following recent initiatives, the bus service and leafleting of cars especially those near the roundabout would be addressed. The Principal confirmed that management were uncertain of the effect of the Workplace Parking Levy due to be implemented in 2012, as currently all staff who parked their cars at the College had to make a payment.</p> <p>The meeting asked the Principal regarding funding assumptions for next year following Year 12 intake this year. The Principal confirmed that the leadership team were addressing targets for next year based on Year 12 going into Year 13.</p> <p>The Deputy Principal tabled a letter received following the work undertaken at the College in respect of the Pakistan Flood Relief Effort.</p> <p>Ms Murcott in her role as the Vice-Chair of Corporation, reported that following the Principal's appraisal that had taken place that day there were a couple of things she wished to share with the Corporation regarding the Principal's Report. Firstly, for future reports, the Principal's Report would also have some financial detail to indicate the Financial Health of the College and secondly the report would also have a list of events. In respect of the financial information, the Clerk agreed to check that all new Governors would receive a copy of the Management Accounts in future months.</p>	Clerk
1847	<p>Student Governors' Report</p> <p>Mr Poutziouris reported to the meeting on the work currently being undertaken by the Executive for the Snowball especially in light of the Summer Ball. Members noted that the Student Executive had really been pushing the NUS Card with around 400 being sold so far this term and that an area in the Student Lounge had been set aside for Student Executive promotions. In respect of the timetable, Mr Poutziouris reported that most students were happy with the common lunch break and there was a general feeling that students were happier overall.</p> <p>Mr Poutziouris was thanked for his report.</p>	
1848	<p>Staff Governors' Report</p> <p>Mr Melton confirmed that as they were only a few weeks into term, staff were currently looking at the recent achieved results with managers. He confirmed that there were no other items he wished to raise.</p>	

1849	<p>Chairs' Report</p> <p>The Chair reported that she had regular meetings with the Principal and that issues currently being discussed included smoking and parking. Members noted that she had recently attended a staff briefing to explain and reassure staff about Governor visits and that the staff/Governor social was now planned to take place before the Corporation meeting in December.</p> <p>The Chair reported that the website was still out-of date and that the new members needed to have photos taken. The Principal reported that the website was updated in-house and would be updated asap and Mr Melton confirmed that he would take photos of Governors before the next Corporation or applicable Committee meeting should anyone wish.</p> <p>In terms of publicity, the Chair reported that she was involved with MAPP (Multi Agency Public Protection Arrangements) and that she had put the College forward for any student wishing to design the front cover for MAPP's Annual Report for next year.</p> <p>The report was accepted.</p>	
1850	<p>Governor Visits Reports</p> <p>2009/10 Reports Both reports of visits were reviewed by the meeting and Ms Warbuton gave a brief summary of her report. The Principal confirmed that two temporary appointments had been made to the library staff following a retirement and that utilisation of the study room was encouraged to supplement the library capacity.</p> <p>In terms of the report by Ms Law, the Principal agreed to obtain clarification on the comment regarding integration of ethnic background students as to whether this was a general observation or particularly noted to the International Students. In respect of the comment regarding usage of mobile phones during teaching, the Principal confirmed that there was a policy which all students were aware of.</p> <p>[Ms Murcott and Mr Jackson left the meeting]</p> <p>2010/11 Programme of Visits The meeting noted that areas for visits had been listed in the papers and that all applications should be submitted to the Clerk in the first instance.</p> <p>Revised Information for Governor Visits The Chair of Corporation reported that further work had been undertaken with the Deputy Principal on the information on Governor Visits. The meeting heavily debated the subject of the protocol for these visits and the purpose from the Governors point of view. The meeting agreed that more detail in the first section should be given to confirm that the visit was to improve the knowledge gained by the Governor. In respect of the feedback given by Governors, the Clerk agreed to distribute some good examples of Governor Feedback forms.</p>	<p>Principal</p> <p>ALL</p> <p>Clerk</p>

CURRICULUM AND QUALITY ITEMS		
1851	<p>Decisions and Recommendations of Standards Committee – Monday 4th October 2010</p> <p>The Summary Minutes were taken as read and the Chair of Standards Committee reported to the meeting on the following:-</p> <p>Timetable The Committee had received an update on the progress of the new timetable for September 2011.</p> <p>Safeguarding Policy The committee had reviewed the policy but did have several queries which they wished to be confirmed before approving. The Deputy Principal confirmed that the reasons why information needed to be kept on unfounded allegations, were linked to the remit of the ISA and the Soham Murders, where there had been several unfounded allegations regarding Mr Huntley but no convictions. The Chair confirmed that the policy would be reviewed at the next Committee meeting.</p> <p>Outcomes The Committee had reviewed the success rates, attendance and the complaints register, noting that further discussions would take place on the performance of different groupings of students.</p> <p>Self Assessment The Chair reported that the Committee would be receiving the Self Assessment Report at its next meeting following the validation taking place on 4th November.</p> <p>The report of the Standards Committee was accepted.</p>	
FINANCE AND EMPLOYMENT ITEMS (Con't)		
1852	<p>Recommendations and Minutes of the EP&F Committee meeting – Monday 27th September 2010</p> <p>The Summary Minutes were taken as read and the Chair of EP&F Committee, welcomed Mr Watkins as a member of Corporation and reported to the meeting on the following:-</p> <p>Management Accounts The meeting noted that at the year end there was a £91k surplus which had been achieved against a forecast of £-123k.</p> <p>Bank Loan Facility The Director of Finance reported that further to the EP&F meeting, documentation for the new Bank Loan Facility had now been received and the Corporation agreed for the Director of Finance, Principal and Chair to enact any documents to allow for the facility. The Director of Finance reported on several documents that required signature and the extract that was required for the bank is reproduced below:-</p> <p>“The Director of Finance reported to the meeting that heads of terms dated 9 July 2010, 5 August 2010 and 24 August 2010 (“the Heads of Terms”) had been agreed with AIB Group (UK) plc trading as Allied Irish Bank plc (“the Bank”) for a new loan agreement to refinance the existing</p>	

	<p>term loan and revolving credit facilities with the Bank with a term loan of approximately £2.5m for a period of twelve years and 8 months from the drawdown date (“the Facility”). The Heads of Terms and draft facility agreement were produced to the meeting and discussed and the Director of Finance outlined the main points including (in particular) the following:-</p> <p>The facilities :</p> <p>Purpose - to refinance the existing term and revolving credit facilities with the Bank. Interest Rate - 1.5% above LIBOR or a fixed rate to be agreed with the Bank. Term - 12 years and 8 months from the date of drawdown (drawdown must be by 30 November 2010). Repayment - The term loan will be drawn in one amount and repayments of the term loan will be in equal quarterly instalments of capital spread over twenty five years. At the end of the Term the college would have to make a bullet repayment of the outstanding amount or would have to refinance.</p> <p>Security:</p> <p>The Bank already holds a legal charge over the College’s property at Bilborough Road. The Bank would require a negative pledge from the College confirming that the freehold and leasehold properties owned by the College will not be charged or affected by any security interest. The College would also be restricted in terms of what disposals of its business and assets it was entitled to make during the period that the Facility remained outstanding. The Facilities when fully drawn will not cause any borrowing limit binding on the College to be exceeded.</p> <p>The Director of Finance also reported that the Heads of Terms were acceptable to the College. The Director of Finance then tabled the final form of facility letter (the “Facility Letter”) received from the Bank setting out the terms of the Facility which had previously been circulated to the Board of Governors. The Director of Finance confirmed that the terms set out in the Heads of Terms had been reflected in the Facility Letter. The Director of Finance explained that the meeting had been called to approve the Facility Letter and execution of the same.</p> <p>Resolutions:</p> <ol style="list-style-type: none"> 1. The College confirmed its approval of the Bank’s offer of the Facility as set out in the Heads of Terms subject to agreement of formal loan documentation. 2. The final form of the Facility Letter was presented to the meeting. 3. The terms and conditions of the Facility Letter were considered and it was agreed to accept the offer of term loan facilities on those terms and conditions. 4. The College resolved that any two of :- <ol style="list-style-type: none"> (i) the Principal; (ii) the Chair of Governors; or (iii) any other officer or Governor (as may be authorised by a resolution of the Board of Governors of the College), (the “Authorised Signatories”) be authorised on behalf of the College to:- <ol style="list-style-type: none"> (a) approve the final form of the Facility Letter and agree any amendments thereto provided that such amendments do not:- <ol style="list-style-type: none"> (i) increase the amount proposed to be borrowed; (ii) extend the proposed repayment schedule; (iii) increase the agreed interest rates applicable to the 	
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	<p>Facility;</p> <p>(iv) change the proposed security to be granted to the Bank.</p> <p>(b) sign and deliver on behalf of the College the Facility Letter; and</p> <p>(c) execute and deliver on behalf of the College any other document, notice, drawdown request, letter or other communications required in connection with the Facility Letter and do all other things which any of such Authorised Signatories deem to be necessary in connection with the Facility.”</p> <p>Estates Strategy The meeting noted that the Committee had asked management to come to the next Corporation meeting with an estates strategy. The meeting also noted that more information had been requested by the Committee on the approved usage of the Sports Hall, as this could affect any estates strategy going forward. The Principal confirmed that the temporary classrooms were not a long term solution and that a 4th Block would be considered. The Principal also confirmed that with the current building, there would be no further increase in the recruitment of students.</p> <p>Clerk Contract The Chair of EP&F confirmed that the Committee wished to support the Business Group’s recommendation for the renewal of the current Clerking Services Contract.</p>	
	STRATEGIC ITEMS	
1853	<p>Strategic Plan 2010 - 13</p> <p>The Principal confirmed that both the Standards and EP&F Committees had reviewed the plan at their last meetings and that the plan would be reviewed at each meeting by those Committees. The Principal also confirmed that the plan was reviewed by management at regular meetings before being submitted to Committees for review. The Corporation hereby approves the Strategic Plan for 2010-13.</p>	
	GOVERNANCE ITEMS	
1854	<p>Annual Review of Governance</p> <p>Governor Attendance The Clerk reported that this year the information had been collated and compared by 91 College Corporations and that with an overall attendance at 86% sat quite near the top. The Clerk reported that there were no significant issues regarding attendance as any issues affecting the attendance in the year had been addressed. The Committee noted that this year, attendance at Governor Training events had not been included (which was in line with other Colleges) but would be for next year.</p> <p>Confidential Minutes The Clerk reported that there was a requirement for the Corporation to review all Confidential Minutes and that all but the ones listed in the report had been released during the year. Members discussed the protocol of confidential minutes and in particular those in relation to the Principalships’ salary which would be available through the Annual</p>	

	<p>Report & Accounts. The Corporation therefore agrees that all the minutes listed on the report should now be made available with the exception of the Special Meeting held in November 2010.</p> <p>Committee Terms of Reference The Clerk reported that normally the Standing Orders and other internal Governance documents would be reviewed at this meeting, but as the Instrument & Articles were still being externally reviewed, she proposed to bring these to a later meeting. The meeting reviewed the Terms of Reference, noting the new Search & Governance terms and adopted all Committee Terms of Reference with the exception of the Appeals Committee and Senior Post Holders Appeals Committee. Members required further clarification to the appeals procedure in both these cases before re-adoption and the Clerk confirmed that she would have more details at the meeting in December.</p>	Clerk
1855	<p>Decisions & Recommendations of Business Committee</p> <p>[The Clerk left the meeting]</p> <p>Clerking Services The Chair reported on the recommendation that the Business Group wished to make, which was to enter into a contract with the current provider for a further three years on the lines similar to that of the previous three years. The meeting noted that approval had been sought from the EP&F Committee that a tendering exercise was not required on this occasion. The Corporation hereby agrees to enter into a further three year contract with the current supplier of Clerking Services when the current contract comes to an end in January 2011.</p> <p>[The Clerk re-joined the meeting]</p>	
1856	<p>Election of Officers</p> <p>Chair of Corporation The Clerk explained the background to the position and that Mrs Smith had put herself forward for nomination. There were no further nominations and Mr Hogg and Mr Gration seconded the nomination and the Corporation agreed to appoint Mrs Smith as Chair of Corporation for a two year term.</p> <p>Vice-Chair of Corporation The Clerk reported that Ms Murcott had taken on the role of Vice-Chair for one-year following the appointment of Mrs Smith as Chair of Corporation at the beginning of the last academic year. There were no nominations for this position and Mr Hogg agreed to stand as Vice-Chair of Corporation for one-year as laid out in the Standing Orders as his role of Chair of EP&F Committee. The nomination was seconded by Ms Warburton and Mr Gration. The Corporation hereby agrees to appoint Mr Hogg as Vice Chair for one year.</p> <p>Chair of Standards Committee The Clerk reported that as Mrs Smith had taken on the role of Chair of Corporation on a more permanent basis, it would be beneficial to the Corporation for someone else to take on this role. There were no nominations from the meeting, although several members reported that</p>	

	given more experience they would be willing to take on a Chair position. Mrs Smith agreed to take on the role initially for one year or until someone else felt able to do so. The nomination was seconded by Mr Gration and Mr Hogg. The Corporation agreed the appointment of Mrs Smith as Chair of Standards Committee.	
1857	Self Review of Meeting The Clerk reported that following the Governor Training exercise, she had issued a paper self assessment forms for Governors to complete.	
1858	Date of next meeting The date of the next meeting was confirmed as Monday 13 th December 2010 at 5pm, although drinks with staff would be held beforehand.	
1859	Confidentiality of Business Members agreed that there were no items that should remain confidential.	

The meeting closed at 7.55pm

Chair

CORPORATION MEETING SELF ASSESSMENT SUMMARY

DATE OF MEETING ...18th October 2010.....

REVIEW	RATING 1.Outstanding, 2.Good, 3.Satisfactory, 4.Inadequate
Appropriate Agenda	7 = Outstanding 9 = Good
Quality of Agenda Papers	8 = Outstanding 8 = Good
Effectiveness of the Clerk	10 = Outstanding 5 = good 1 = Satisfactory
Effectiveness of the Chair	7 = Outstanding 7 = Good 1 = Satisfactory 1 = n/a
Appropriate balance of challenge & support	5 = Outstanding 9 = Good 2 = Satisfactory
Quality/relevance of any presentations	5 = Outstanding 7 = Good 2 = Satisfactory 2 = n/a
Priority given to matters of greatest importance	6 = Outstanding 7 = Good 2 = Satisfactory 1 = Good/Satisfactory
Inclusiveness – were you able to participate	8 = Outstanding 7 = Good 1 = Satisfactory
Able to make an effective contribution	4 = Outstanding 11 = Good 1 = Satisfactory
Demonstrated good teamwork	2 = Outstanding 12 = Good 2 = Satisfactory
Overall	7 = Outstanding 9 = Good