

Chair	Rob Hull
Corporation Members	Vivien Bailey, Steve Hedges, Gerry McDonald, Gareth Wall, Gunner Burkhart, Diana Murray, Marilyn Hawkins, Nikki Makinwa, John Houston, Neil Yeomans, Cynthia Griffiths
Officers	Deputy CEO: Suri Araniyasundaran Principal Tower Hamlets & Hackney: Alison Arnaud Principal Redbridge and Epping Forest College: Janet Smith
Director of Governance	Fiona Chalk

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PRELIMINARY PROCEDURAL MATTERS	
1.	<p>TL&A Presentation (Slides filed with these minutes)</p> <p>Governors noted:</p> <ul style="list-style-type: none"> • detailed Learning Walks – developmental not graded observations. • purpose is to identify good practice as well as areas for improvement. • designed to capture quality of teaching over time. • carried out by senior curriculum managers. • 20% of Learning Walks are co-walks for transparency and CPD. • Impact of Learning Walks is noted. To date, lessons requiring improvement on the integration of maths and English is only 4%, down from 38%. Assessment for learning improvement was 21%, now reduced to 6%. Lessons requiring improvement for planning for individual needs originally scored as 35%, now down to 10%. • Next steps are to increase responsibility and confidence of managers through coaching, tailored to be more bespoke, the Learning Walks to be viewed as a developmental model that staff want to take part in and the development of learning coaches to drive improvement. • Awareness of the new Education inspection framework is being promoted so staff know what good looks like. <p>Governors asked:</p> <ul style="list-style-type: none"> • Is this a separate process to capability? Yes, if support has not resulted in improvement, then staff have a graded observation and if no further improvement, staff go into a separate capability procedure. • Union issue – why is there a pause on learning walks? Their concerns are that the college did not ask their permission and they aren't content with the level of consultation. The pause is for the college to have a further consultation with the unions on the policy. There will be a staff survey on this process to ascertain views. • Co-walks – do the staff on these come from a different area to that be observed? Yes. If a staff member is not confident on giving feedback, they will be coached and a manager from a different area is brought in for support. Observations are across curriculum groups, and some are done with external people. • Is there a view from Ofsted on not carrying out graded observations? Ofsted have now moved away from grading and the new framework looks at teaching over time, looking at learner progression, value added, target setting etc. The focus is

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	on learners learning. Ofsted are interested in impact on learners and effectiveness of improving staff.
2.	<p>Chair's Welcome & Opening Remarks The Chair welcomed Governors. The Chair confirmed that he has met with governors since taking up the role at the college, and that he sees himself as a conductor, with all members required to play their part. It was suggested that a dinner be held at the July meeting to welcome new governors, and for all governors to say goodbye to those leaving and those who've recently left.</p>
3.	<p>Apologies For Absence Lutfey Siddiqi, Sue Williams, Russell Hasnat.</p> <p>The student governor was absent.</p>
4.	<p>Declaration of Interests Marilyn Hawkins declared an interest during the meeting under AOB, on the Epping Land sale.</p>
5.	<p>Minutes of the Last Meeting Held on 13th December 2018 The minutes were signed as a true and accurate record.</p>
6.	<p>Matters Arising and Action Points from the Meeting</p> <ul style="list-style-type: none"> • Governor Visits – It was noted that several have been undertaken with governors. GW expressed an interest in undertaking one. Other expressions of interest are to be made to the Director of Governance. The reports are on the governors' portal. • Succession plan in progress from GM. • Fully costed property strategy to be presented to the Board December 19, as well as to Property committee and F&GP
7.	<p>Chair's Actions & Written Resolutions Written Resolutions noted as being agreed since the last Board meeting (25.1.19).</p> <ul style="list-style-type: none"> • The appointment of Skidmore, Owings and Merrill as the architects for the Poplar campus redevelopment • Following a recommendation by the Merger Working Party at its meeting on 1st March 2019, the renewal of the Federation Agreement between NCC, HSFC and HCGFE from 1st April to 1st August. • Following the Corporation's approval in 2018 to market land at Epping Forest campus and such a marketing exercise being undertaken by Knight Frank on behalf of the college, and the detail of such being reported to the Board, the Board agreed the sale of said land (to the named buyer for the disclosed fee). In agreeing to this resolution, the Board declared its full understanding of its duties and responsibilities as a governing body and charitable board, in regard to the disposal of its assets. The Board approved the CEO & Chair to sign all necessary documentation to complete the sale.
STRATEGIC MATTERS	
8.	<p>Group Principal and CEO report</p> <p><u>Strategic overview</u></p> <p>Governors noted that the college has been and is going through a period of tremendous change. All work is being delivered on as detailed below:</p>

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	<ul style="list-style-type: none"> • Across a broad range of metrics, it is evident that the quality of provision for learners is improving with particular progress at Epping Forest. • Management are beginning to get ready for a likely Ofsted inspection in the next academic year. In year metrics, monitored by CQ&S would indicate that NCC are well placed to secure a Good grade across the group, in line with our self-assessment. Progress at Epping has been rapid. • Management are working productively towards merger and have designed an innovate approach to governance and leadership of the Havering colleges that balances oversight and autonomy. An update on banking and debt was provided. Work which has been led locally by the principal across both Havering colleges continues to deliver cost reductions. Cash at Havering College is now much more under control than last October when new management arrangements were put in place through the Federation. • NCC remains on target to achieve the small operating deficit (0.4% of turnover) in the year to 31 July. We are working to deliver an operating deficit of 1% of turnover in 2019/20; this requires a voluntary restructuring round in the summer term. • The college group is now a large complex business which from 1 August will be the fourth largest in the UK with income in excess of £100m. Cash receipts from surplus assets will allow us to become debt free next year and plan ambitious investments that benefit current and future learners. • Our most significant challenges remain: chronic revenue underfunding that is manifest in pay that is sector leading, but also considerably behind those of counterparty in the school sector. • We operate in a highly competitive post sixteen deregulated market but are better positioned than most to take advantage of new opportunities as they arise. • GM active with AOC on funding requests to the Department. <p><u>Industrial relations</u></p> <p>TH and Arbour Square originally served notice for 3 days of strike action, but now after going to members, no action is being taken - minor concessions were noted. Unions have been invited to attend budget meetings. UCU Hackney has served notice of dispute. Governors asked why the Unions remain individual branches. If they come together as a single branch, they would be unlikely to succeed in getting enough votes for action. Governors asked what the key issues are in this dispute. Pay is the key issue, but NCC is one of the highest paying colleges for lecturers in the country. Governors asked how often the management meet with the unions. They can drop in on an ad-hoc basis, but formal meetings are once per term. Issues around workload and pay have been made worse by a neighbouring college group paying a 5% increase last year.</p> <p><u>Campus Growth Strategies</u></p> <p>New campus deputies are to drive growth and local stakeholder engagement. It is imperative that NCC address low recruitment of 16-18 year old students at individual campus level. This is partly addressed through merger with the Havering colleges whose tertiary model has led to robust year on year recruitment for this cohort. As part of next year's planning cycle, Deputy Principals at each campus have produced campus level implementation plans that aim to rebuild 16-18 numbers as part of a longer-term strategy. Growth strategies were noted.</p>

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	<p>Governors stated:</p> <p>How confident is management in the numbers? Numbers are not qualified, but the direction of strategy is growth and the plans show how this will be deliverable. During 2010-15 there has been a drop in numbers by about 100 at TH, driven by local competition. However, quality has improved year on year.</p> <p>Why are there individual relationships with Awarding Bodies? NCC make relationships with awarding bodies and then each campus has access to this. It takes about 18-24 months to register with awarding bodies, to allow them to catch up with mergers - it is not an automatic process of transfer for awarding bodies.</p> <p>Curriculum mapping is really interesting as they demonstrate curriculum intent, the purpose of curriculum and what it is the college trying to achieve.</p> <p>How will this be linked to wider planning? These plans will form the basis for strategic planning, will form discussions at CQ&S and in Ofsted preparation planning.</p> <p>Does Multi Skills relate to employment opportunities and when will these be costed and when will they come into being? Yes, this is based around stakeholder requirements locally, and the 3-year plan shows what the progression route is, with future job opportunities. LMI is used to formulate this strategy with progression routes. This planning work has already been inputted into the capital budget, so is fully costed. F&GP recommended the capital budget to this meeting for sign-off.</p> <p>The pressures and difficulties for each campus need to be appreciated. A lot of growth at EFC is about PR and local stakeholder engagement. Ambassadors for the college are to be encouraged. It is important to be developing industry and business links alongside the quality journey.</p> <p>Targets for EFC look challenging so what is the context in which they are set? Recruitment last year was down 30%, partly due to the college's ethos of 'right student right course' to focus on quality, but once this develops, growth can grow quickly as previously there has been a much larger cohort at the college.</p> <p>Good to see progression to HE is being encouraged.</p> <p><u>Ofsted</u></p> <p>The preparations for the anticipated visit were noted. NCC could be inspected in May but this is unlikely as they will want to see recorded progress at Epping.</p> <p>Given the large number of new Board members, a presentation will come to the Board in the July meeting, focusing on governors' role and responsibilities.</p> <p>The executive are confident that the college will be able to show sufficient progress to consolidate the Grade 2 (Good) awarded at the last inspection of Tower Hamlets College in 2013 and demonstrate improvements in all part of the college group.</p> <p><u>Haverling finances</u></p> <p>Members are aware of the cashflow challenges at Haverling FE College. The current position is as follows:</p> <ul style="list-style-type: none"> - Cash has been managed much more effectively since Federation - Support of £400 000 has been drawn down from the Transaction Unit in February. This will be repaid in August, post-merger.

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	<p>- Havering College will be cash positive until the month before merger, when it will require up to £1m to cover pay commitments for July</p> <p>The cash position has been improved as less cash has been spent due to increased scrutiny of finances. The original £4m requirement has been managed down to £800k being required before merger.</p> <p>Meetings with the ESFA and TU have been problematic for two reasons:</p> <ul style="list-style-type: none"> - No further funds can be drawn from the TU after 31 March 2019 and - Funds cannot be paid in anticipation of need <p>In other words, Havering College cannot draw cash support now for anticipated need in July.</p> <p>There are several alternative approaches that could be taken to support Havering in July 2019. (See confidential minute)</p> <p><u>Potential Investments</u></p> <p>See Confidential Minute</p> <p><u>Approach to Strategic Planning</u></p> <p>The Board needs to have ownership over the high-level detail. There is a vision and values group of governors for input into the Strategic plan. It was acknowledged that there will be significant involvement of governors in the development of the new strategic plan. Governors expressed their belief that this is a key opportunity to get all 5 campuses involved in a forward vision, which could be a key process for bringing them together under the NCC banner. Governors expressed their expectation that consultation with all stakeholders would be a guided open approach to ensure genuine consultation. It was acknowledged that due to previous mergers, there has already been significant consultations which indicate direction of travel, and give a large amount of information already. Governors stated that they would hope to shape conversations around what makes NCC distinctive, not just its size but its ambition for education, as opposed to more money and bigger buildings. Strategic principles need to come out of a horizon scanning exercise that will input into who NCC is and where it is heading. Ambition, aspiration and culture are important to vocalise. There are plenty of common themes on all campuses, for example, around student ambition. It was noted that the timeframe is very ambitious. Management confirmed that the sign off in July will contain a strategic framework which will fit in with planning for the next academic year.</p> <p>Resolutions: See confidential minute.</p>
9.	<p>Merger Update Progress was noted as follows:</p> <p>The response to the public consultation on the proposed merger was approved by both of the Havering Corporations at their February meetings and has been published on their websites. It should be noted that there is no need for further public consultation as a result of the delay to merger</p>

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	<p>Each Corporation have approved resolutions to proceed with the merger; New City College Corporation have approved the acceptance of assets and liabilities (at the January 2019 meeting) and both Havering College Corporations have approved their dissolution.</p> <p>HCFHE have received £400k of the approved EFS (exceptional financial support) facility to support their cash position in advance of merger.</p> <p>In order to secure the support of banks to novate existing HCFHE loans, a detailed 3-year financial forecast and plan have been developed. There is a clear timeline for the banking process; with an 8-week process for agreement at credit committee and a further 4 weeks to document the transfer, this thus fits within the revised merger date of 1st August 2019</p> <p>TUPE transfer consultation was concluded on 15th February 2019</p> <p>The MWP agreed to extend the existing Federation arrangements between the three Colleges until 31st July 2019, and this was ratified by the Havering Corporation at their meetings in the last week of March.</p> <p>A new pan Havering leadership & management structure and relationships to NCC have been agreed and is being implemented from 1st April 2019.</p> <p>Work streams have continued to meet, with a particular focus on finalising a financial plan and ensuring alignment of MIS/IT systems to ensure an effective enrolment and a single ILR funding return for 2019/20.</p> <p>A number of Havering Governors have come forward to sit on the Local Board for the Havering Hub, which will come into effect from 1st August. It was noted that previously, delegated authority had been given to the previous Chair to approve the membership in order to facilitate a 1st April merger. In view of the delay, the Board is now requested to approve the appointments.</p> <p>The Corporation hereby resolves to appoint the following members to the Havering Local Board, with effect from 1st August, for a period of four years (except for Student and Parent Members), who then may be re-appointed for one further term of office up to a maximum of 8 years:</p> <p>Principal Paul Wakeling (ex officio) NCC Nominee Marilyn Hawkins Staff HSFC Brian Martin Parent Ian Scott (HSFC) Independent Richard Bint (HSFC) Independent Trevor Bolton (HCFHE) Independent Teresa Esan (HSFC) Independent Sam Gould (HSFC) Independent Peter Hart (HCFHE) Independent David Humber (HSFC) Independent Malcolm O'Brien (HSFC) Independent Dawn Samwell (HCFHE) Independent Alby Saunders (HSFC)</p> <p>For noting: Co-opted Neil Frost (Head Teacher Secondary) Co opted Wendy Brice Thompson (Havering LA)</p> <p>Staff and student vacancies will be approved in the new academic term.</p>

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	<p>Governors stated it was important to be aware that there are other pay masters and funders outside of London. GM is on the Skills for London Board for devolved monies and also non-devolved areas. Campus Principals are heavily engaged with local stakeholders.</p>
<p>10.</p>	<p>Committees of the Corporation <u>Audit Committee</u></p> <p>Subsidiaries – the Board is asked to approve the Group Principal and CEO be authorised to sign the company accounts and to provide a letter of support from the Group for all five companies, based on the wordings provided. 3 of the 5 subsidiaries to be closed.</p> <p>b. External Auditors – the Board is asked to consider the appointment of KPMG as external auditors for 2018/19, the second year of their 3-year contract.</p> <p>It is hereby resolved that the Group Principal and CEO be authorised to sign the company accounts and to provide a letter of support from the Group for all five companies</p> <p>It is hereby resolved that KPMG be re-appointed as external auditors for 2018/19, the second year of their 3-year contract.</p> <p>The results of the audits were noted.</p> <p><u>CQ&S</u></p> <p>HE – Registration with OfS is still not complete. An audit by Academic Audit Associates took place today and another by Deloitte is scheduled for 29th April, for a further OfS review to decide if registration can proceed. OfS will take a decision after the next visit. Thanks was given to governors who inputted to the review today, and Principal Redbridge and Epping, Group Director HE and Director of Governance were thanked for their work in preparation.</p> <p>Ofsted governance preparation was discussed.</p> <p>Evaluation impact of the committee is taking place and shared on the portal under the Impact Diary.</p> <p><u>F&GP</u></p> <p>OfS worth about 1.5m on the bottom line, so securing registration is important.</p> <p>Capital budget is based on depreciation £4.4m. The budget was recommended to the Board.</p> <p>The anticipated year-end budget position was noted as being close to break-even, as has been the position for the past few years.</p> <p>Policies were recommended to the Board.</p>

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	<p>Resolutions:</p> <p>It is hereby resolved that the Board approve an initial capital budget of £4,400K as an initial estimate for the routine work included within “essential”, for 2019/20.</p> <p>It is hereby resolved that the Board approve the settlement of the Epping loan and that authority to be delegated to the CEO to settle the loan on the best terms.</p> <p>It is hereby resolved that the Board approve the level of sub-contracting indicated in the paper.</p> <p>It is hereby resolved that the Supply Chain Fees and policy be approved for 2019/20</p> <p>It is hereby resolved that the Board approve the Financial Regulations and Treasury Management policy.</p> <p><u>Property Committee</u></p> <p>Development manager process: a DM is required for several reasons – to undertake a viability assessment; to bring investor on board; provide an overarching project management role. The college only received 1 bid, and that wasn’t compliant. Lots of clarification questions on the bid that was received have been asked, and this has resulted in the viability exercise being undertaken separately by this organisation.</p> <p>Decant – are at Head of Terms, but Brexit is a possible issue as the property is owned by a foreign company. Delay suits NCC as the college is still awaiting planning.</p> <p>The Board noted the rescheduled development programme giving a 1-year delay to the original plan.</p> <p><u>Search & Governance</u></p> <p>The proposals for committee membership were noted, as was the process for recruiting new governors. The recommendation for the Epping stakeholder group to be taken outside of the formal governance structure and made a management group, was discussed. JH expressed an interest in being part of this group.</p> <p>Resolutions:</p> <p>The Board hereby resolves that the Stakeholder Group for Epping, continues as a management led process outside of the formal governance structure, but with an NCC Board member as a governance representative as part of that Group. That Neil Yeomans be the Board’s nominated member to the Stakeholder Group.</p>

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	<p>The Board hereby approves the following committee appointments:</p> <ul style="list-style-type: none"> • Cynthia Griffin – CQ&S • Neil Yeomans – Audit (previously co-optee) Remuneration & Search • Rob Hull – F&GP, Property (as Chair), Search, Remuneration • Russell Hasnat – CQ&S <p>And the approval of Vivien Bailey as Safeguarding Lead.</p> <p>The Board hereby approves the Governor Expenses Policy.</p>
11.	<p>Insolvency Regime Governors noted the report and the prevention recommendations intervention criteria laid out in the report and in the DfE report issued yesterday in this regard.</p> <p>Governors discussed the ongoing good relationship various campuses have with their MPs, and the importance of these relationships.</p>
CONFIDENTIAL ITEMS	
12.	<p>Confidential minutes of the last meeting held on 1 November 2018 The minutes was approved and signed as a correct record of the meeting.</p>
CORPORATION MEETINGS 2018-19	
13.	<p>Remuneration Committee recommendations See confidential minute</p>
14.	<p>Items for next agenda</p> <ul style="list-style-type: none"> • Ofsted Preparation • Strategic Plan • A presentation on National Achievement Rates benchmarking against other colleges. Governors stated it was important that they are consistently aware of what areas of the college are performing well and not so well. The Director of Governance is currently noting impact of governors at committee and Board level to record challenge by governors. • Governors asked for consideration to be given on how governance business and agenda setting is monitored as the organisation grows. The governing body will need to evaluate itself.
15.	<p>Meetings for 2018-19 11.7.19</p> <p>AOB: see confidential minute.</p>
MEETING EVALUATIONS	
16.	<p>Meeting Evaluation Form To be completed by all members.</p>

Signed.....Dated.....