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**VERSION – EXTERNAL MINUTES (Final)**

**MINUTES OF CIRENCESTER COLLEGE  
CORPORATION MEETING  
Monday 5<sup>th</sup> December 2022 from 5pm  
N001 at Cirencester College**

This meeting was also available via Microsoft Teams. All documents were made available to all Governors via Office 365 and shared via Microsoft Teams.

- Governors:**
- Arron Evans (AE) (Parent Governor)
  - Jane Fern (JF) (Staff Governor)
  - Fiona Galbraith (FG) (External Governor)
  - Jim Grant (JG) (Principal)
  - Peter Holmes (PH) (Chair)
  - Libby Reed (LR) (External Governor) via Teams
  - Susie Richards (SR) (External Governor)
  - Amelie Solomon (Student Governor) via Teams
  - Julian Tudsbery (JT) (External Governor)
  - Nikki Webster (NW) (Staff Governor)
  - Ben West (BW) (External Governor)
  - David Zan-Kreyser (DZK) (External Governor) via Teams

**In attendance:** Matt Couzens (MC) (VP Curriculum and Quality), Angelo Faria (AF) (Finance Director), Karen Fraser (KF) (VP Student Experience and External Relations), Matt Reynolds (MR) (VP Teaching and Learning), Jeannie Adam (Clerk).

Governor Comments (GC)

Governor Questions (GQ)

Governor Decision (GD)

1. **Apologies:**  
Apologies were received and accepted from Andrew Tubb, Chris Haslam and Nicole Saunders. Rebecca Halifax was absent.
2. **Declarations of interest**  
There were no declarations of interest.
3. **Corporation membership**  
The Chair welcomed the new Parent Governor to the meeting.

The details of these discussions are recorded in the confidential internal minutes.

**4. Academisation (confidential) verbal update**

The details of these discussions are recorded in the confidential internal minutes.

**5. Member's report and financial statements – year end 31 July 2022**

- a. The Member's report and financial statements (year-end 31 July 2022) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Principal to sign the revised Member's report and financial statements on behalf of the Corporation.

**Action – Chair of the Corporation and Principal to sign the revised Member's report and financial statements on behalf of the Corporation.**

- b. The Going concern 2021-2022 regularity assessment document had been circulated with the agenda for the meeting and was noted by the Corporation.
- c. The letter of representation (financial statements to 31 July 2022) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Accounting Officer to sign the letter of representation (financial statements to 31 July 2022) on behalf of the Corporation.

**Action – Chair of the Corporation and Principal to sign the letter of representation (financial statements to 31 July 2022) on behalf of the Corporation.**

- d. The letter of representation (regularity assurance engagement to 31 July 2022) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Accounting Officer to sign the letter of representation (regularity assurance engagement to 31 July 2022) on behalf of the Corporation.

**Action - Chair of the Corporation and Principal to sign the letter of representation (regularity assurance engagement to 31 July 2022) on behalf of the Corporation.**

**6. Mazar's Audit Completion Report 2021-2022 (confidential)**

Mazar's Audit Completion Report 2021-2022 had been circulated with the agenda for the meeting.

The details of these discussions are recorded in the confidential internal minutes.

**7. Principal's Report (Confidential)**

**a) Principal's report (December 2022)**

The Principal's report for December 2022 had been circulated with the agenda for the meeting.

The details of these discussions are recorded in the confidential internal minutes.



**b) KPI Tracker**

The KPI tracker had been circulated with the agenda for the meeting.

The KPI tracker was noted by the Corporation.

**8. College Self-Assessment report (2021-2022) and Quality Improvement Plan (QIP) sign off**

**a. Self-Assessment Report 2021-2022 (SAR)**

The college SAR 2021-2022 had been circulated with the agenda for the meeting.

The VP (Curriculum and Quality) advised the SAR 2021-2022 has been made more incisive and can be used by each area of the college to make improvements. Progress against Ofsted recommendations can be identified.

GC – Many of the areas reported in the SAR have been reported to and reviewed by the Corporation.

CD - The SAR 2021-2022 was unanimously approved by the Corporation.

**b. Quality Improvement Plan (QIP) 2021-2022**

The QIP 2021-2022 had been circulated with the agenda for the meeting.

The VP (Curriculum and Quality) outlined the broad structure of the QIP 2021-2022 advising that the SLT lead on actions throughout the year and use the traffic light system to show progress. Items are rolled over to the following year if incomplete.

The QIP 2021-2022 was noted by the Corporation.

**c. Quality Improvement Plan (QIP) and QIL 2022-2023.**

The QIP and QIL 2022-2023 had been circulated with the agenda for the meeting.

GC – Is the balance of responsibility across the SLT appropriate?

A – It does reflect the division of roles and responsibilities. Quality matters tend to fall to the VP Curriculum and Quality and VP Student Experience and External Relations.

The QIP and QIL 2022-2023 were noted by the Corporation.

**9. Adult Education Provision**

The Adult Education Report had been circulated with the agenda for the meeting.

VP Student Experience and External Relations gave an overview of the key points within the report:

- Whilst making a small financial contribution to the college the impact of adult education provision is valuable.
- Leisure courses are designed to support the local community.
- Courses have been delivered to support Ukrainian residents although figures will need to be updated as some have returned to Ukraine.
- Achievement levels are good, but retention can be an issue.

The Corporation noted the Adult Education Report.

**10. Financial reports and accounts**

**a. October 2022 (P03) financial statements and commentary**

The October 2022 (PO3) financial statements and commentary had been circulated with the agenda for the meeting.

GC – The Focus Governor advised that he has no issues to raise with the PO3 financial statements and commentary.

The Corporation noted and approved the October 2022 (PO3) financial statements and commentary.

**b. Lloyds Bank loan – form of compliance certificate**

The quarterly form of compliance certificate had been circulated with the agenda for the meeting.

The Finance Director advised that Lloyds Bank now require a quarterly form of compliance certificate regarding the current loan.

The Corporation noted the quarterly form of compliance certificate.

**11. Student Governors**

There were no matters for discussion raised by the student governors.

GQ – How was the lockdown incident training received by the students?

A – It went smoothly and there were no issues.

**12. Focus Governance**

**a. To finalise Focus Governor appointments for 2022-2023 academic year**

The document outlining proposed Focus Governor appointments for 2022-2023 as recommended by Search and Governance Committee on 31<sup>st</sup> October 2022 had been circulated with the agenda for the meeting.

CD – The Corporation unanimously approved the Focus Governor appointments for 2022-2023.

**b. To receive reports from Focus Governors regarding contact and meetings with SLT and key college staff:**

- i. The Pastoral faculty review (7.11.2022) had been circulated with the agenda for the meeting and was noted by the Corporation.

**13. Governance**

**a. To note, approve and sign off the minutes of the Corporation meeting on 17<sup>th</sup> October 2022**

**i. Confidential internal minutes**

The minutes had been circulated with the agenda for the meeting. The minutes were approved as an accurate record of the meeting and were signed by the Chair of the Corporation.

**ii. External minutes**

The minutes had been circulated with the agenda for the meeting. The minutes were approved as an accurate record of the meeting and were signed by the Chair of the Corporation.

**b. Matters arising from the 17<sup>th</sup> October 2022 minutes not covered elsewhere on the agenda.**

There were no matters arising from the 17<sup>th</sup> October 2022 minutes.

**c. Corporation self-assessment report (SAR) 2021-2022**

The Corporation SAR for 2021-2022 had been circulated with the agenda for the meeting.

GC – Concerns regarding the interpretation of reporting data could be addressed through a pre-Corporation training session.

**Action – Clerk to arrange for a pre-Corporation training session regarding college data to take place.**

**d. Performance of the Chair 2021-2022**

The report summarising the performance of the Chair during 2021-2022 had been circulated with the agenda for the meeting.

**The Chair of the Corporation withdrew from the meeting.  
BW took over as Chair for this item.**

GC – There were no issues raised regarding the performance of the Chair of the Corporation.

**The Chair returned to the meeting.**

**e. FE and sixth form college corporations: governance guide (June 2022).**

The FE and sixth form college corporations: governance guide (June 2022) with updates highlighted had been circulated with the agenda for the meeting.

The Clerk advised that this is a very useful overall guide and of use for Focus Governors with regard to their area of responsibility.

The FE and sixth form college corporations: governance guide (June 2022) was noted by the Corporation.

**14. Search and Governance Committee**

**a. Minutes of the meeting of 31<sup>st</sup> October 2022**

The minutes (draft) of the meeting of the committee on 31<sup>st</sup> October 2022 had been circulated with the agenda for the meeting.

The minutes (draft) were noted by the Corporation.

**b. The further recommendations from the Search and Governance Committee following its meeting on 31<sup>st</sup> October 2022 were considered:**

- i. The role profiles for the recruitment of 2 new governors to address the skills gaps identified had been circulated with the agenda for the meeting and were noted by the Corporation.**

GC – The Cirencester Chamber of Commerce meeting on 9<sup>th</sup> November 2022 by the Chair of Search and Governance and the Clerk was useful to identify possible governors for the future.

**Action – Clerk to commence the recruitment process using the role profiles and to include the contacts made via the Chamber of Commerce.**

- ii. The performance report for the Search and Governance Committee during 2021-2022 had been circulated with the agenda for the meeting and was noted by the Corporation.**
- iii. The Chair of Search and Governance committee will conduct a review of the Corporation Skills Audit and will report back to the next committee meeting.**
- iv. External review of governance**

The Chair of Search and Governance Committee advised the Corporation of the presentations attended on 23<sup>rd</sup> November 2022 with Stone King and ETF/loD and recommended the appointment of Stone King as the providers of the external review of governance.

**CD – The Corporation approved the appointment of Stone King as the providers of the external review of governance.**

**Action – Clerk to advise Stone King and make arrangements to finalise the next steps regarding the external review of governance.**

- b. To receive and approve the Standing Orders reviewed by the committee on 31<sup>st</sup> October 2022**
- i. Standing Order Appendix 6 – Search and Governance Committee Constitution, Terms of Reference and Procedures.**
  - ii. Standing Order Appendix 4 – Committee membership**
  - iii. SO Appendix 10 – Student Governor Election**
  - iv. SO Appendix 11 – Parent Governor Election**
  - v. SO Appendix 15 – Focus Governors**

**CD – Standing Orders Appendix 6, 4, 10, 11 and 15 were all approved by the Corporation.**

**Action – Clerk to update Standing Orders Appendix 6, 4, 10, 11 and 15 on Office 365.**

### **15. Remuneration Committee**

- a. To receive and approve Standing Order Appendix 7a – Remuneration Committee Constitution, Terms of Reference and Procedures**

Standing Order Appendix 7a had been circulated with the agenda for the meeting.

CD - Standing Order Appendix 7a was approved by the Corporation.

- b. To receive and approve Standing Order Appendix 7b – Remuneration Committee Key Tasks 2022-2023**

Standing Order Appendix 7b had been circulated with the agenda for the meeting.

CD - Standing Order Appendix 7b was approved by the Corporation.

**Action - Clerk to update Standing Orders Appendix 7a and 7b on Office 365.**

- c. To receive and note the performance SAR 2021-2022 of the Remuneration Committee.**

The SAR 2021-2022 for the Remuneration Committee had been circulated with the agenda for the meeting.

The Corporation noted the SAR 2021-2022 for the Remuneration Committee.

### **16. Audit Committee**

- a. Minutes of the meeting of 21<sup>st</sup> November 2022**

The minutes (draft) of the meeting of the committee on 21<sup>st</sup> November 2022 had been circulated with the agenda for the meeting.

The minutes (draft) were noted by the Corporation.

### **To receive and approve following the meeting on 21<sup>st</sup> November 2022:**

- b. Audit Committee 2021-2022 annual report**

The Audit Committee 2021-2022 annual report had been circulated with the agenda for the meeting.

CD - The Audit Committee 2021-2022 annual report was noted and approved by the Corporation.

- c. Risk Assurance Register November 2022**

The Risk Assurance Register November 2022 had been circulated with the agenda for the meeting.

The Corporation noted the Risk Assurance Register November 2022.

**d. Internal Audit reports for 2022-2023 (to date)**

- i. The Amiantus Asbestos Consultants Report (June 2022) had been circulated with the agenda for the meeting and was noted by the Corporation.

**e. Standing Order Appendix 5b – Audit Committee Calendar of Business 2022-2023**

Standing Order 5b had been circulated with the agenda for the meeting.

CD - Standing Order Appendix 5b was approved by the Corporation.

**Action - Clerk to update Standing Order Appendix 5b on Office 365.**

**The further recommendations from the Audit Committee following its meeting on 21<sup>st</sup> November 2022 were;**

**f. Performance of the Audit Committee 2021-2022**

The Corporation noted the performance of the Audit Committee 2021-2022.

**g. IT and cyber security update (verbal)(confidential)**

The details of these discussions are recorded in the confidential internal minutes.

**h. Appointment of external auditors**

The report outlining the procurement process for the appointment of external auditors and which had been approved by Audit Committee had been circulated with the agenda for the meeting and was noted by the Corporation.

**i. Capitalization threshold increase from £1000 to £2000.**

CD – The Audit Committee recommendation that the capitalization threshold be increased from £1000 to £2000 was formally approved by the Corporation.

**Action – Clerk to advise Finance Director of the approval to increase the capitalization threshold from £1000-£2000.**

**17. Policies**

The following policies which have been reviewed and require Corporation approval were circulated with the agenda for the meeting:

- a. Safeguarding Policy.

CD – Noted and approved.

- b. Whistleblowing Policy and Procedures (reviewed by Audit Committee)

CD – Noted and approved.

- c. Fraud Prevention Policy (reviewed by Audit Committee)

CD – Noted and approved.

- d. Treasury Management Policy (reviewed by Audit Committee)

CD – Noted and approved.

e. Value for Money Policy

CD – Noted and approved.

f. Risk Assurance Framework

CD – Noted and approved.

**Action – Clerk to advise policy owners and the Principal's PA that the policies have all been approved by the Corporation. The revised documents can be issued via CCO and posted on the website (if required).**

**Staff Governors, Student Governor, MC, MR and KF left the meeting.**

**18. Staff Pay Proposals – confidential. External governors only**

The discussions for this item are recorded in the confidential minutes for external governors only.

**Action – meeting of the sub-group of governors to be organised in due course.**

**The Principal and Finance Director left the meeting.**

**19. Remuneration Committee – confidential. External governors only.**

The Chair of the Corporation gave a verbal report of the Remuneration Committee meeting of 7<sup>th</sup> November 2022.

The details are recorded in the confidential minutes for external governors only.

CD – The Corporation unanimously approved the recommendations of the Remuneration Committee.

**Action – Chair of the Corporation will write to the Clerk and the Principal to notify them of these decisions.**

**20. Any Other Business**

There was no further business for the meeting.

**21. Date of next meeting**

5.00pm on Monday 23<sup>rd</sup> January 2023. N001 at Cirencester College.

As detailed in SO Appendix 2B – Summary of Key Business 2022-2023, this meeting will receive reports on the following:

- Apprenticeships (employer relations)
- Student personal development (mental health/healthy living, prep for modern Britain, careers education, employability, work experience)
- 16-19 Study Programmes (curriculum offer, high needs support, T Levels, enrichment, STEAM)
- Employer/employee relations (recruitment, staff retention, development and performance management)
- Student induction survey.

**The meeting closed at 7.15pm**

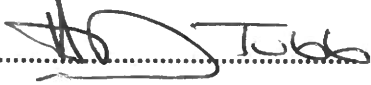
**Signed by:**

**Peter Holmes (Chair of Corporation)**





External minutes  
Corporation meeting 5<sup>th</sup> December 2022 (Final)

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Date  
..... 23/01/22 .....

| <b>Summary of resolutions, action points and outstanding business from this meeting (6<sup>th</sup> December 2021).</b>   | <b>Action</b>   | <b>Completed?</b>  |
|---|-----------------|--|
| Item 3 – Clerk to write to RH to confirm the end of tenure.   | Clerk           | Complete – 7/12/2022   |
| Item 5a - Chair or Corporation and Principal to sign the revised Member’s report and financial statements on behalf of the Corporation.   | Chair/Principal | Complete – 7/12/2022   |
| Item 5c - Chair of the Corporation and Principal to sign the letter of representation (financial statements to 31 July 2022) on behalf of the Corporation.  | Chair/Principal | Complete – 7/12/2022   |
| Item 5d - Chair of the Corporation and Principal to sign the letter of representation (regularity assurance engagement to 31 July 2022) on behalf of the Corporation.   | Chair/Principal | Complete – 7/12/2022   |
| Item 13c - Clerk to arrange for a pre-Corporation training session regarding college data to take place.  | Clerk           | Complete - To take place prior to 23/1/2023 Corporation meeting. |
| Item 14bi - Clerk to commence the recruitment process using the role profiles and to include the contacts made via the Chamber of Commerce.   | Clerk           | Ongoing  |
| Item 14biv - Clerk to advise Stone King and make arrangements to finalise the next steps regarding the external review of governance.   | Clerk           | Complete – 14/12/2022  |
| Item 14bi - iv - Clerk to update Standing Orders Appendix 6, 4, 10, 11 and 15 on Office 365.  | Clerk           | Complete   |
| Item 15a and 15b - Clerk to update Standing Orders Appendix 7a and 7b Addendum A on Office 365.   | Clerk           | Complete   |
| Item 16e - Clerk to update Standing Order Appendix 5b on Office 365.  | Clerk           | Complete   |
| Item 16i - Clerk to advise Finance Director of the approval to increase the capitalization threshold from £1000-£2000.  | Clerk           | Complete – email sent 13/12/2022                                 |
| Item 17a – 17f - Clerk to advise policy owners and the Principal’s PA that the policies have all been approved by the Corporation. The revised documents can be issued via CCO and posted on the website (if required). | Clerk           | Complete – 14/12/2022  |
| Item 18 - meeting of the sub-group (staff pay) of governors to be organised in due course.  | Clerk           | Complete – meeting on 15/12/2022                                 |

External minutes  
Corporation meeting 5<sup>th</sup> December 2022 (Final)

|   |       |           |
|---|-------|-----------|
|   |       |           |
| Item 19 - Chair of the Corporation will write to the Clerk and the Principal. | Chair | Complete. |

