



## **VERSION – EXTERNAL MINUTES (Final)**

### **MINUTES OF CIRENCESTER COLLEGE CORPORATION MEETING Monday 4<sup>th</sup> December 2023 from 5pm T105 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:**

- Jane Fern (JF) (Staff Governor)
- Tony FitzSimons (TF) (External Governor)
- Fiona Galbraith (FG) (Chair of Corporation)
- Kate Hoskins (KH) (Student Governor)
- Ping Li (PL) (External Governor)
- Ben Mathis (BM) (Student Governor) (via Teams)
- Matt Reynolds (MR) (Interim Principal)
- Susie Richards (SR) (External Governor)
- Nicole Saunders (NS) (External Governor) (via Teams)
- Catherine Simpson (CS) (Parent Governor)
- Andrew Tubb (AT) (Vice Chair of Corporation) (via Teams)
- Nikki Webster (NW) (Staff Governor) (via Teams)
- David Zan-Kreyser (DZK) (External Governor)

**In attendance:** Gay Wales (pending new governor appointment). (Observer). (Matt Couzens (MC) (VP Curriculum and Quality), Angelo Faria (AF) (Finance Director), Karen Fraser (KF) (VP Student Experience and External Relations), Rich Stonebridge (Interim VP Teaching and Learning), Jeannie Adam (Clerk).

Governor Comments (GC)

Governor Questions (GQ)

Corporation Decision (CD)

1. **Apologies:**  
Apologies were received and accepted from Ben West. Libby Reed and Chris Haslam had technical issues joining Teams.
2. **Declarations of interest**  
There were no declarations of interest at this point. See item 5.

FG welcomed everyone and offered some introductory remarks in lieu of a Chair's report:

- She had now met one-to-one with the majority of governors and thanked them for their time and openness during those meetings; the matters raised would inform the direction of the corporation in the coming months.
- One of the questions most frequently asked during those meetings was about FG's own motivation for standing as chair. She explained that she had become a governor as part of a wider plan to increase her commitment to the community after 25 years of military service mostly aboard. Becoming chair was a natural extension of that commitment.
- Finally, FG offered a perspective on one of the roles of a governing body – to be a “critical friend” to the college. One model which helps break down what it means to be a “critical friend” balances “support” with “challenge”. When the balance is correct, the individual or corporation is acting as a “critical friend”. However, if support significantly outweighs challenge, one is merely in the “supporters’ club” which is very cozy but does not improve the college. Conversely, if challenge is made without support, this can be characterised as “adversarial” and is unpleasant and counter productive. Of course, where neither challenge nor support are offered, the corporation or governor is “abdicated” their responsibility. FG encouraged each individual to consider where their own approach sits in this construct and undertook to work to ensure the Corporation as a whole operates as an effective critical friend.

### 3. **Corporation membership (confidential)**

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

### 4. **Interim Principal's Report (Confidential)**

#### **a) Interim Principal's report (December 2023)**

The Interim Principal's report for December 2023 had been circulated with the agenda for the meeting.

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

#### **b) KPI Tracker**

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

The KPI tracker was noted by the Corporation.

#### **c) For information – Letter to Interim Principal from Education and Skills Funding Agency (ESFA) confirming assessment grade based on College Financial Forecasting Return (CFFR) 2023-2025.**

The letter to Interim Principal from Education and Skills Funding Agency (ESFA) confirming assessment grade based on College Financial Forecasting Return (CFFR) 2023-2025 had been circulated with the agenda for the meeting and was noted by the Corporation.

**AT joined the meeting.**

### 5. **Academisation subcommittee interim report (confidential).**

The Academisation subcommittee interim report had been circulated with the agenda for the meeting.

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

### 6. **Mazar's Audit Completion Report 2022-2023 (confidential)**

Mazar's Audit Completion Report 2022-2023 had been circulated with the agenda for the meeting.

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

**7. Member's Report and Financial Statements – year end 31 July 2023**

- a. The Member's Report and Financial Statements (year end 31 July 2023) had been circulated with the agenda for the meeting.

The Chair of Audit Committee commented that a small number of non-material amendments were made following Audit Committee on 20<sup>th</sup> November 2023. The Chair of the Corporation and the Finance Director also met to review and discuss the Members's Report and Financial Statements.

CD - The Corporation approved and authorised the Chair of the Corporation and the Interim Principal to sign the Member's Report and Financial Statements on behalf of the Corporation.

**Action – Chair of the Corporation and Interim Principal to sign the revised Member's Report and Financial Statements on behalf of the Corporation.**

- b. The Going concern 2022-2023 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 2023) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Interim Principal as Accounting Officer to sign the letter of representation (financial statements to 31 July 2023) on behalf of the Corporation.

**Action – Chair of the Corporation and Interim Principal as Accounting Officer to sign the letter of representation (financial statements to 31 July 2023) on behalf of the Corporation.**

- d. The letter of representation (regularity assurance engagement to 31 July 2023) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Interim Principal as Accounting Officer to sign the letter of representation (regularity assurance engagement to 31 July 2023) on behalf of the Corporation.

**Action - Chair of the Corporation and Interim Principal as Accounting Officer to sign the letter of representation (regularity assurance engagement to 31 July 2023) on behalf of the Corporation.**

GC - The Chair of the Corporation thanked the Audit Committee, the Finance Director and his team for a successful audit which was delivered to a tight deadline and during a time with a series of challenges.

**8. Financial reports and accounts.**

- a. The PO3 (October 2023) financial statement and commentary had been circulated with the agenda for the meeting.

The Finance Director commented that the surplus forecast remains around £600,000 and is in line with budget. Significant capital programmes will continue to run over the next 2-3 years. The attention of the meeting was drawn to pages 10-12 of the financial statement and commentary regarding capital expenditure.

The Corporation noted the PO3 financial statement and commentary.

- b. The Lloyds Bank loan – form of compliance certificate had been circulated with the agenda for the meeting and was noted by the Corporation.

**9. Self-Assessment Report (SAR) 2022-2023 (draft) and Quality Improvement Plan (QIP) sign off (confidential).**

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

**10. Adult Education Provision**

- a. The annual report regarding adult education provision (December 2023) had been circulated with the agenda for the meeting.

GQ – Are there any risks for the future?

A – Growth is a challenge and some groups are hard to retain – ie many Ukrainians have returned. Course structures may need to change. Retention is 91%. Some courses are being restructured to aid retention reporting.

The Corporation noted the report regarding adult education provision (December 2023).

- b. The list of stakeholders working with Adult Education team had been circulated with the agenda for the meeting and was noted by the Corporation.

**11. Student Governors**

GC - A Student Governor advised that there are mixed feelings from students regarding staff greeting them in the mornings.

**12. Focus Governance**

- a. **To receive reports from Focus Governors regarding contact and meetings with SLT and key college staff:**
  - i. Safeguarding, Student Wellbeing, Tutorial, Education for Life, Student Experience – 5<sup>th</sup> October 2023 (LR). This report was rolled over to the Corporation meeting on 22<sup>nd</sup> January 2024.
  - ii. Open Day – 14<sup>th</sup> October 2023 (FG). This report was noted by the Corporation.
  - iii. Faculty Reviews – Humanities and Earth Sciences (9/10/2023) and Business and Land-based (10/10/2023) (BW). This report was noted by the Corporation.

**13. Governance**

- a. **To note, approve and sign off the minutes of the Corporation meeting on 9<sup>th</sup> October 2023**
  - 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.

**li. 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 9<sup>th</sup> October 2023 minutes not covered elsewhere on the agenda.**

There were no matters arising from the 9<sup>th</sup> October 2023 minutes.

- c. **To note, approve and sign off the minutes of the Corporation extraordinary meeting on 3<sup>rd</sup> November 2023 (NB issued to Corporation for comment on 7/11/2023).**

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.

- d. **Performance of the Chair 2022-2023**

This matter would normally be considered at this point but, following the death of Peter Holmes, has not been progressed for 2022-2023.

#### **14. Search and Governance Committee**

- a. **Minutes of the meeting of 23<sup>rd</sup> October 2023**

The minutes (draft) of the meeting of the committee on 23<sup>rd</sup> October 2023 had been circulated with the agenda for the meeting.

GC – The Chair asked that governors advise the Clerk when they complete a corporation/college related training activity.

The minutes (draft) were noted by the Corporation.

- b. The further recommendations from the Search and Governance Committee following its meeting on 23<sup>rd</sup> October 2023 were considered:
- i. The performance report for the Search and Governance Committee during 2022-2023 had been circulated with the agenda for the meeting and was noted by the Corporation.
- ii. The external review of governance recommendations tracker had been circulated with the agenda for the meeting and was noted by the Corporation.

#### **15. Remuneration Committee**

- a. **To receive and note the performance SAR 2022-2023 of the Remuneration Committee.**

The SAR 2022-2023 for the Remuneration Committee had been circulated with the agenda for the meeting.

The Corporation noted the SAR 2022-2023 for the Remuneration Committee.

#### **16. Audit Committee**

- a. **Minutes of the meeting of 20<sup>th</sup> November 2023**

The minutes (draft) of the meeting of the committee on 20<sup>th</sup> November 2023 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 20<sup>th</sup> November 2023:**

- b. **Audit Committee 2022-2023 annual report**

The Audit Committee 2022-2023 annual report had been circulated with the agenda for the meeting.

CD - The Audit Committee 2022-2023 annual report was noted and approved by the Corporation.

- c. **Risk Assurance Register November 2023**

The Risk Assurance Register November 2023 had been circulated with the agenda for the meeting and was noted by the Corporation.

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

- i. TiAA Key Financial Controls internal audit (26<sup>th</sup>-28<sup>th</sup> June 2023) had been circulated with the agenda for the meeting and was noted by the Corporation.

**The further recommendations from the Audit Committee following its meeting on 20<sup>th</sup> November 2023 were:**

**e. Internal Audits for 2023-2024 to be progressed:**

- i. Cyber security assurance
- ii. Employer related review – work placements, work experience etc.
- iii. New HR system – following the introduction of the new HR system and seeking assurance for data quality, access controls, error reports.
- iv. Staff recruitment and retention – to challenge staff retention, recruitment expenditure and link to student experience.
- v. ILR data – to provide assurance given the critical need for accuracy for the ESFA.
- vi. Financial controls, budgeting and effective financial reporting – June 2024 via TiAA.

GC – The strategic summary from the college SAR could feed into internal audit recommendations from the Audit Committee in the future.

**Action – Clerk to advise Interim Principal of internal audit recommendations for progression by the SLT. Reporting back to be via the Audit Committee initially and then the next available Corporation meeting.**

**f. Performance of the Audit Committee 2022-2023**

The Corporation noted the performance of the Audit Committee 2022-2023.

**17. Policies**

The following policies have been reviewed by Audit Committee and require the approval of the Corporation:

- a. Financial Regulations – to be amended to include Managing Public Money (MPM), ESFA bite sized guides and 'Dear Accounting Officer' letter following ONS reclassification. Rolled over to the Corporation meeting on 22<sup>nd</sup> January 2024
- b. Subcontract Fees and Charges Policy (2023-2025) was approved by the Corporation.
- c. Supply Chain Fees and Charges Policy (2023-2025) was approved by the Corporation.

**Action – Clerk to advise policy owner and the Principal's PA that the Subcontract Fees and Charges Policy (2023-2025) and the Supply Chain Fees and Charges Policy (2023-2025) policies have been approved by the Corporation. The revised documents can be issued via CCO and posted on the website (if required).**

**18. Standing Orders**

The following Standing Orders have been reviewed by committee and require the approval of the Corporation:

- a. To receive and approve the following Standing Orders as reviewed by the Search and Governance Committee on 23<sup>rd</sup> October 2023:
  - i. Standing Order Appendix 4 which defines Corporation Committee membership was approved by the Corporation.
  - ii. Standing Orders – Appendix 15 which defines the responsibilities and functioning of the Focus Governor. Proposals will be reviewed by Search and Governance Committee on 5<sup>th</sup> February

2024 and then approved by Corporation on 18<sup>th</sup> March 2024.

- iii. Standing Order Appendix 21 – Code of Conduct was approved by the Corporation.
- iv. Standing Orders Core Document – with proposed changes highlighted was approved by the Corporation.

b. To receive and approve the following Standing Orders as reviewed by the Remuneration Committee on 6<sup>th</sup> November 2023:

- i. Standing Order 7a - Constitution, Terms of Reference and Procedures for the Remuneration Committee was approved by the Corporation.
- ii. Standing Order 7b - Remuneration Committee Key Tasks for 2023-2024 was approved by the Corporation.

**Clerk to finalise the amendments to the approved Standing Orders as noted above.**

c. To receive and approve the following Standing Order as reviewed by the Audit Committee on 20<sup>th</sup> November 2023:

- i. Standing Order Appendix 5b – Audit Committee Key Tasks and Calendar of Business 2023-2024.

GC – Chair of Audit commented that the requirement for the Chair of Corporation to receive the external auditor’s completion report each year should be added to SO Appendix 5b.

**Action – Clerk to make this amendment to SO Appendix 5b for review by Audit Committee on 4<sup>th</sup> March 2024.**

**MC, KH, GW, KF, JF, AF, BM, NW left the meeting.**

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

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

**MR left the meeting.**

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

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

#### **20. Any Other Business**

The Chair of the Corporation advised that there will be an extraordinary meeting of the Corporation (external governors only) on 14<sup>th</sup> December 2023 to receive the recommendation of the principal recruitment panel.

#### **21. Date of next meeting**

5.00pm on Monday 22<sup>nd</sup> January 2024. T105 at Cirencester College.

As detailed in SO Appendix 2B – Summary of Key Business 2023-2024, this meeting will receive reports on the following:

- Apprenticeships (Employer relations)
- Student personal development (Mental health/healthy living, prep for modern Britain, employability, work experience)
- Employer/employee relations (Recruitment, staff retention, development and performance management)
- Careers education and guidance report

External minutes

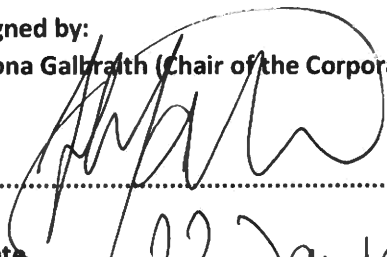
Corporation meeting 4<sup>th</sup> December 2023 (Final)

- Attendance and Retention Report (for Autumn Term 2023) (added to schedule after Corporation meeting on 9<sup>th</sup> October 2023).

The meeting closed at 7.00pm

Signed by:

Fiona Gallraith (Chair of the Corporation)



Date

22 January 2024



| Summary of resolutions, action points and outstanding business from this meeting (4 <sup>th</sup> December 2023).   | Action                  | Completed?  |
|---|-------------------------|---|
| Item 7a - Chair of the Corporation and Interim Principal to sign the Member's Report and Financial Statements 2022-2023 on behalf of the Corporation.   | Chair/Interim Principal | Complete – 8/12/2023  |
| Item 7c - Chair of the Corporation and Interim Principal to sign the letter of representation (financial statements to 31 July 2023) on behalf of the Corporation.  | Chair/Interim Principal | Complete – 8/12/2023  |
| Item 7d - Chair of the Corporation and Interim Principal to sign the letter of representation (regularity assurance engagement to 31 July 2023) on behalf of the Corporation.   | Chair/Interim Principal | Complete – 8/12/2022  |
| Item 15e - Clerk to advise Interim Principal of internal audit recommendations for progression by the SLT. Reporting back to be via the Audit Committee initially and then the next available Corporation meeting.  | Clerk                   | Complete.   |
| Item 17a - Financial Regulations – to be amended to include Managing Public Money (MPM), ESFA bite sized guides and 'Dear Accounting Officer' letter following ONS reclassification.  | Finance Director        | Pending. Audit Committee 4 <sup>th</sup> March 2024. Corporation 18 <sup>th</sup> March 2024. |
| Item 17b and 17c - Clerk to advise policy owner and the Principal's PA that the Subcontract Fees and Charges Policy (2023-2025) and the Supply Chain Fees and Charges Policy (2023-2025) policies have been approved by the Corporation. The revised documents can be issued via CCO and posted on the website (if required). | Clerk                   | Complete.   |
| Item 18a and 18b - Clerk to update Standing Orders Appendix 4, 21, Core Document, 7a and 7b on Office 365.  | Clerk                   | Complete.   |

