



GOVERNORS' MEETING

Minutes of the meeting on
27th March 2010, held at the
Pengethley Manor Hotel

Present: Mr Neil Arlett, Ms Michelle Balcombe, Mrs Katarina Blair, Mrs Carol Clapham,
Mr Charles Davies, Mr Rob Doran, Mrs Pat Gaze, Dr Jonathan Godfrey,
Mr Denis Holly, Dr Ken Hopkins (Chair), Mrs Heidi Macdougall, Mr. Andrew McDonagh,
Mr James Miller, Mrs Helen Powers, Mr John Pratt, Miss Christine Wright (16)

In attendance: Dr Ruth Brinton and Mr Peter Cooper (Deputy Principals),
Mr Philip Eyles (Clerk), Mr Tony Leach (Governor Designate)

[The meeting was followed by Governor Training on Safeguarding, Curriculum Developments and Financial Planning]

1. APOLOGIES FOR ABSENCE

Bob Ing, Patrick Morgan, Ravi Tandon, Sam Tyler (4)
Ruth Jones (Finance Director)

2. DECLARATION OF INTERESTS AND GIFTS

None

3. MINUTES OF THE MEETING HELD ON 4 FEBRUARY 2010

The minutes were **APPROVED** as an accurate record and signed

4. MATTERS ARISING FROM THE MINUTES

There was one matter, arising from Minute 5. It was reported that Sam Tyler, one of the Student Governors, has personal difficulties that will prevent him from attending further meetings this academic year. This summer, he is likely to leave the College, and so cease to be a Governor

5. CLERK'S REPORT

The Clerk gave his mid-year analysis of Governors' attendance, following up Minute 10iii of the 15.10.2009 Governors' Meeting. For the period October 2009 to 26 March 2010, attendance at Governors' Meetings averaged 78% and at Committee Meetings 77%. The Board judged both figures to be satisfactory

6. PRINCIPAL'S REPORT

The Principal's Report included the College's final financial allocation for 2010-2011, local, regional and national issues and Quality Assurance. The latter featured retention data (good for the sector, but slightly reduced at 96.6%), the Downing Street reception for Principals of highly successful colleges, and the College featuring as the fourth best work place nationally and the top college in the Sunday Times 'Best Places to Work in the Public Sector' award list. The Principal also won one of the three places in the final for the Best Leader award. The Report also referred to the Sports Field element of the capital project – see end of Minute 7iii for details

7. COMMITTEE REPORTS

i. Audit Committee on 9 March

The Committee had considered an internal audit report on Key Financial Controls, on which an audit opinion of *substantial assurance* had been given, and had noted an internal audit progress report. The performance of the Financial Statements Auditors had been reviewed and graded as 'good' by the Committee

The Committee's Terms of Reference had been reviewed, but no changes had been recommended because a new national Audit Code of Practice is due to come out soon. The Committee's Terms of Reference will then have to be aligned with this national code.

The Committee had considered and readily supported a proposal from the Clerk, to limit to two years the period of co-option of non-governors to Governors' Committees.

The Clerk had also written a paper on 'Focussing Governors' discussions on important issues'. This paper led to considerable discussion, both at the Committee and at the Board

Meeting. The paper's purpose was to allow long or complex documents for Governors' consideration to be dealt with more efficiently at meetings by resolving points of detail beforehand. This would permit Governors' discussions to focus on matters of substance and also on any points of detail that could not be resolved by prior discussion. The Clerk emphasised that there was no intention to restrict Governors' comments on documents. Governors must feel able to comment on or challenge any document: good governance relies upon this.

After due discussion of the above issues, the Board **AGREED TO APPROVE**

- the internal audit report on Key Financial Controls
- The Audit Committee's Terms of Reference (unchanged)
- the limitation of co-options of non-governors onto Governors Committees to two years unless the Corporation decides, exceptionally, to extend the co-option
- the Clerk's paper on Focussing Governors' discussions on important issues
- the incorporation of the above limitation of co-options and the Clerk's paper on focusing Governors' discussions into the Governance Procedures document

The Committee's Minutes of 9 March were also considered and **APPROVED AS A CORRECT RECORD**

ii. Audit Committee on 23 March

An appointment panel comprising three members of the Committee had interviewed firms to provide the College's audit services and had agreed to recommend that the Board reappoints the existing firms. Following discussion, the Board of Governors **AGREED TO APPROVE THE APPOINTMENT OF**

- RSM Tenon, to provide the College's Internal Audit Service for the period 2010-13, subject to annual review and confirmation
- Baker Tilly, to be the College's Financial Statements Auditors for the period 2010-13, subject to annual review and confirmation

The Committees Minutes of 23 March were then considered and **APPROVED AS A CORRECT RECORD**, subject to changing the apologies to 'None, since the Committee had agreed that an appointment panel of three would be sufficient'

iii. Finance & Premises Committee on 11 March

The Committee had considered the Monthly Management Accounts for January, which were good for this time of the year, together with an associated outline updated Financial Forecast. The Committee had also reviewed its Terms of Reference. After a brief discussion, the Board of Governors **AGREED TO APPROVE**

- the Monthly Management Accounts for January 2010
- the Committee's Terms of Reference, to be unchanged apart from necessary changes to comply with the new Machinery of Government

The Committee's Minute 4 referred to the Sports Field element of the current capital project, for which formal tenders were opened on 12 March. However, no approval had been possible under delegated powers, because all tenders exceeded the budget, so consideration of this element needed to come forward to the Board for resolution.

Although the lowest tender was above budget, the Board was reminded that the main part of the capital project had been well within budget. Furthermore, if the Sports Field element is undertaken using the lowest tender, the cost of the entire capital project will also be within budget, assuming Value Added Tax (VAT) at the current rate. After further discussion, which included fears that costs of this element might escalate if this part of the scheme is postponed, the Board of Governors **AGREED TO ACCEPT** the tender of A P Thompson Ltd for the Sports Field element of the capital project at a Guaranteed Maximum Price of £275,000 plus VAT, plus the cost of a Bond (£2000 - £3000).

The Committee's Minutes were then considered and **APPROVED AS A CORRECT RECORD**

8. **ANY OTHER BUSINESS**

None

9. **DATE OF NEXT MEETING**

7.30pm on Thursday 27 May