

## SOLIHULL COLLEGE AND UNIVERSITY CENTRE

### MINUTES OF THE CORPORATION MEETING HELD ON THURSDAY 16<sup>th</sup> NOVEMBER 2017 AT THE BLOSSOMFIELD CAMPUS

**PRESENT:** John Bolt (Chair - SCUC)  
Stan Baldwin  
John Callaghan (Principal)  
Jane Coleman  
Joe Kelly  
Paul Large  
Lucy Lee  
Sukhdeep Nijjar  
Geraldine Swanton  
Sally Tomlinson

**IN ATTENDANCE:** Lindsey Stewart (Deputy Principal)  
Heather Evans (Vice Principal Finance)  
Pete Haynes (Vice Principal HR and Student Services)  
Beth Selwood (Vice Principal Teaching, Learning and Assessment)  
Theresa Lynch (Clerk to the Corporation)

#### 1. Apologies for Absence

Apologies for absence were received from Barbara Hughes, Mark Hayes, Keith Marriott and Liz Watson.

#### 2. Declarations of Interest in relation to this agenda

There were no new declarations of interest.

#### 3. Minutes of the meeting held on 1<sup>st</sup> November 2017 and matters arising

The minutes of the meeting held on 1<sup>st</sup> November 2017 were agreed as a correct record and were signed by the Chair.

#### 4. Higher Education Report – HEFCE Assurance Statement

The Deputy Principal presented the report and explained that the HEFCE Assurance Statement had to be agreed and signed before 1<sup>st</sup> December 2017:

The Statement reads: As a governor and on behalf of the governing body, I confirm that for the 2016-17 academic year and up to the date of signing the return:

- The governing body has received and discussed a report and accompanying action plan relating to the continuous improvement of the student academic experience and student outcomes. This included evidence from the provider's own periodic review processes, which fully involve students and include embedded external peer or professional review.
- The methodologies used as a basis to improve the student academic experience and student outcomes are, to the best of our knowledge, robust and appropriate.
- The standards of awards for which we are responsible have been appropriately maintained (*for providers without degree awarding powers*).

**RESOLVED** to agree the HEFCE Assurance Statement and confirm that it be signed by the Principal, as a governor and on behalf of the Corporation.

## 5. Self-Assessment Report (SAR) and Quality Improvement Plan (QIP) – Outcomes

The Vice Principal Teaching, Learning and Assessment presented the SAR and Quality Improvement Plan. It was noted that governors had raised British Values as an area for further information in their self-assessment exercise and it was agreed that a report describing how British Values had been embedded in the College would be produced for a future meeting. **ACTION.** It was noted that there were new resources for promoting PREVENT and this could also be demonstrated for governors, as well as the tutor dashboard.

Q. Where in the SAR is the partnership provision with Learning Curve and Skills Network for Level 2?

A. Partners are not specifically named, but there is information about the distance learning qualification within the SAR. It was noted that detailed analysis regarding adult learners at level 2 would be shared with the Chair. **ACTION.**

The new checkpoint screen for learners was shown. It was noted that it monitored a range of aspects of the learner journey, including their progress, work experience, behaviour and attitude. It also identified their stretch target. The dashboard had been developed in-house to respond to the needs of Solihull students.

**RESOLVED** to approve the Self-Assessment Report for 2016/17 and confirm that it be signed by the Chair of the Corporation and Principal.

## 6. Ofsted Update 2017

It was agreed that this item be deferred to a future meeting. **ACTION.**

## 7. Merger with Stratford upon Avon College

Discussion took place regarding information provided during the joint Corporation meeting and the presentation by West Midland PF representatives. It was noted that the outcome was more positive than expected and it seemed the West Midland PF was keen to continue to work with the College in the future. The Principal confirmed that Warwickshire PF had indicated that they did not want to take on the scheme for the merged college.

Discussion took place regarding contingency interim arrangements should the merger be delayed beyond 19<sup>th</sup> December 2017 and it was noted that management were already working closely with SUAC staff and this would continue until the date of merger, should this be delayed into 2018.

Q. What is the total cost of the merger, including all of the SUAC liabilities upon merger?

A. A total figure will be provided at a future meeting. **ACTION.**

Clarity was sought regarding status of the Irwin Mitchell Legal Due Diligence Report that had recently been circulated to governors and it was noted that this was the final report and no further action would be taken by Stratford upon Avon College Corporation. It was requested, however, to have an update on the following four items raised in the report (at pages 7 and 8): **ACTION**

- Confirmation that grants available to Solihull College and University Centre (SCUC) would be unaffected by the merger;
- Confirmation that SCUC will be able to maintain the loan repayments for the NatWest loan of £11,666 following merger;
- Clarity regarding the identified high risk of flood at the Blossomfield campus;
- Further information about hourly paid contracts for some teaching staff that contain an element of holiday pay – a practice that is prohibited in the UK.

**RESOLVED** to approve the following:

- In principle that the merger should take place on the 19<sup>th</sup> December 2017, subject to any unexpected changes in circumstances;
- Transfer of the pension for Stratford upon Avon employees to the WMPF following merger;
- Approve the Lloyds Bank covenants, as set out;
- Financial plan as presented and reviewed via due diligence by KPMG.

## **8. Search and Governance Committee minutes and reports for meeting held on 1<sup>st</sup> November 2017**

*The Chair, John Bolt, left the meeting during consideration of this reappointment.*

The Chair presented the minutes of the Search and Governance Committee meeting held on 1<sup>st</sup> November 2017 and set out the recommendations made.

### **8.1 Membership Report**

The Chair presented the recommendations contained within the Membership Report.

**RESOLVED** to approve the following:

- **John Bolt** be re-appointed for a further term of 4 years to April 2022 and to be a member of Search and Governance and Remuneration Committees.

### **8.2 Student Governor Appointment Process**

The Chair presented the recommendations contained within the Student Governor Appointment Process.

**RESOLVED** to approve the following:

- That there be only one **student governor** appointed for Solihull College and University Centre for 2017/18, in line with the appointment process outlined;
- That the student governor iPads be gifted to Summiya Khan and Scott Beasley in acknowledgement of their contribution since 2015;
- **Charlie Flavell** be appointed as a Student Governor from the date of merger to 31<sup>st</sup> July 2018.

### **8.3 Model of Governance of Merged College and Expressions of Interest from Stratford upon Avon College Governors**

The Chair presented the recommendations contained within the Model of Governance of Merged College and Expressions of Interest from Stratford upon Avon College Governors Report.

**RESOLVED** to approve the following:

- Overall **size** of the Corporation from 1<sup>st</sup> January 2018 (or date of merger) to 31<sup>st</sup> July 2018 be 21;

- The number of **staff governors** be increased to 2, Mark Hayes and **Elizabeth leFauvre** (for 2 years to 31<sup>st</sup> December 2019). However, for the period 1<sup>st</sup> January 2018 (or date of merger) to 31<sup>st</sup> July 2018 there would be 3, incorporating an additional staff governor from Stratford upon Avon College, **Matthew Warburton** (to 31<sup>st</sup> July 2018);
- Appointment of **Pat Knauff** and **Stevie Gray** each for a 4 year term of office to 31<sup>st</sup> December 2021;
- Appointment of **Eric Wiles** for a 1 year term of office to 31<sup>st</sup> December 2018;
- Reduce overall **size** of the Corporation from 1<sup>st</sup> August 2018 to 19 governors;
- Establishment of the time limited (from 1<sup>st</sup> January to 31<sup>st</sup> July 2018) **Expert Groups** as set out in relation to:
  - Finance and Resources Expert Group, with Paul Large as Chair
  - Quality and Teaching and Learning Expert Group, with Barbara Hughes as Chair
  - Maths and English Expert Group, with Stan Baldwin as Chair.
- That **Sally Tomlinson** and **Keith Marriott** become full Corporation members from the date of merger.

#### 8.4 Register of Interest for Governors and members of EMT

The contents of the register of interest for Governors and members of EMT were noted for information.

### 9. Governance

The Chair explained that the Corporation had elected, in July 2017, the Chair and Vice Chairs to 31<sup>st</sup> December 2017, due to the impending merger. It was proposed that the Chair should now be elected for the rest of the academic year, but that the election of Vice Chairs would be deferred until the February 2018 Corporation meeting, when Stratford upon Avon College governors will be members of the SCUC Corporation.

*During the election of Chair, John Bolt, left the meeting.*

Nominations for Chair were requested and John Bolt was nominated.

**RESOLVED** to approve the election of John Bolt as Chair of the Corporation from 1<sup>st</sup> January to 31<sup>st</sup> July 2018.

### 10. Sub-contracting Report

The Deputy Principal presented the report and recommended entering into a procurement process for sub-contractors to deliver part of the AEB budget for 2017/18 to the extent of £700k.

Q. What can sub-contractors do that the College cannot?

A. They are often specialists in a specific area of delivery and work with national employers. They often offer distance learning. Their success rates are usually good and quality is generally assessed as at least good by Ofsted. Part of the procurement process will be to only offer contracts to providers who have a track record of high quality programmes.

Q. How does this compare to the amount sub-contracted in 2016/17?

A. AEB sub-contracting was about £500k.

Q. What level of sub-contracting was anticipated in the budget?

A. The figure in the budget is about £850. Margins are usually quite low on adult work and risk analysis is carried out to ensure it does not detrimentally affect the contribution. Sub-contracting tends to yield a 20% contribution less any College overheads, which are low. It is likely that Stratford upon Avon College will have similar issues in this area and this will be reviewed once the merger has been completed and reported to governors, as appropriate.

**RESOLVED** to approve entering into a procurement process for sub-contractors to deliver part of the AEB budget for 2017/18 to the extent of £700k

**11. Staff Management Representations and Declarations of Interest 2017**

The Staff Management Representations and Declarations of Interest for 2017 were noted.

**12. Bids and Projects Update**

The contents of the Bids and Projects Report were noted for information.

**13. Dates of Future Meetings**

5.30pm Wednesday 29<sup>th</sup> November 2017 – Annual Audit and Corporation Meeting

5.30pm Monday 11<sup>th</sup> December 2017 – beginning with student presentation from the Executive Committee

*The meeting ended at 8.45pm*

Signed

J. R. Bolt

Date

29 November 2017