

MORLEY COLLEGE LONDON



GOVERNING BODY

Minutes of a Meeting held at Morley College London (Stockwell Centre), 1 Studley Road, London SW4 6RA on Monday 15 July 2019 at 5.35 pm.

Present:

Dr Stuart Edwards, External Governor (**Chair**)
Ms Pauline Egan, External Governor (**Vice-chair**)
Mr Martin Bamford, Student Governor
Miss Justine Brian, External Governor
Mr Nic Durston, External Governor
Ms Heather Fry, External Governor
Dr Andrew Gower, Principal and Governor
Mr Luke Howson, Staff Governor
Dr Steve Ketteridge, External Governor
Ms Marilyn McMenemy, External Governor
Mr Victor Olowe, External Governor
Ms Sara Robertson-Jonas, Staff Governor
Mr Mash Seriki, External Governor
Dr Fiona Stephen, External Governor

In attendance:

Mr Marco Macchitella, Deputy Principal
Mr Nick Rampley, Vice-Principal
Mr Kevin Jones, Director of Finance
Ms Donna Clifford, Merger Project Manager
Ms Alexandra Cutler, Head of Learning and Teaching (Items 1-3 only)
Mr Martin McNeill, Clerk to the Governing Body and Company Secretary

Absent:

Ms Susan Lindsey, Student Governor
Ms Heather Smith, External Governor

RESOLUTIONS

- To confirm the minutes (including the confidential minutes) of the meeting held on 1 April 2019 (Minute 4.1)
- To confirm the minutes of the meeting held on 19 March 2019 (Minute 5.1)
- To confirm the minutes (including the confidential minutes) of the meeting held on 3 and 11 June 2019 (Minute 5.2)
- To proceed to Stage 2b of the merger process subject to receipt of a formal letter from the ESFA offering the same level of financial support as outlined in the draft letter tabled and allowing for further negotiation of detailed terms (Minute 6.18)
- To appoint Bates Wells as provider of legal due diligence on Kensington and Chelsea College (KCC) and RSM as provider of financial due diligence on KCC and on the merger business plan (Minute 6.22)

- To authorise the Joint Transition Committee to approve the final version of the consultation document (Minute 6.23)
- To approve changes to KPIs T2, T6, T10, A1, A2, A10 and A11 and the introduction of two new annual KPIs measuring overall QAR student achievement and minimum standards performance (Minute 8.3)
- To set KPI targets for 2019-20:
 - where targets are yet to be met, or where KPIs exceed 90 per cent, at 2018-19 levels;
 - where targets have been met but KPIs are below 90 per cent, at 1.5 per cent above 2018-19 levels; and
 - at 85 per cent for curriculum delivery and 12 for class size (KPI T2) (Minute 8.1)
- To approve the 2019-20 budget and 2019-22 financial plan (Minute 9.2)
- To authorise the Principal and the Director of Finance to negotiate an overdraft facility of up to £500k (Minute 9.3)
- To approve the Fees and Refunds Policy (Minute 9.4)
- To approve the revised Financial Regulations, subject to review by 31 July 2020 (Minute 10.1)
- To adopt a self-assessment questionnaire for completion by all governors (Minute 11.1)
- To re-appoint Sara Robertson-Jonas to serve as a staff governor until 31 July 2020 or such earlier date as the Governing Body may determine (Minute 11.3)
- To appoint Martin Bamford as a co-opted governor to serve from 1 December 2019 until 30 November 2020 or such earlier date as the Governing Body may determine (Minute 11.3)
- To appoint Pauline Egan as vice-chair of the Governing Body for 2019-20 and as Lead Governor for Equality and Diversity (Minute 11.3)
- To appoint Justine Brian to the Audit Committee (Minute 11.3)
- To appoint Steve Ketteridge to the Finance, Resources and Fundraising Committee (Minute 11.3)
- To approve the Student Admissions Policy (Minute 12)
- To approve the new format for the Risk Register (Minute 13.1)
- To note that Risks 8 (failure to achieve student numbers) and 9 (failure to manage capital programme) are assessed as having high probability and Risks 7 (failure to maintain business continuity), 15 (failure to prepare for a major system outage or data breach, including cyber attack) and 16 (failure to deliver the proposed merger as planned) as having very high impact (Minute 13.2)
- To approve the plan for the audit of 2018-19 accounts (Minute 13.3)
- To approve revised terms of reference for the standing committees of the Board (Minute 14)
- To approve a Work Programme for 2019-20 (Minute 15.1)
- To approve a provisional schedule of meetings for 2020-21 (Minute 15.2)
- To confirm the date of the next meeting as 4 November 2019 at 5.30 pm at Westminster Bridge Road (Minute 17)

1. Apologies for absence and quorum

Apologies for absence were received and accepted from Susan Lindsey and Heather Smith. The Clerk confirmed that the meeting was quorate.

2. Welcome, introduction and declarations of interest

2.1. The Chair welcomed everyone to the first meeting that the Board had held at the Stockwell Centre. He also welcomed the Head of Learning and Teaching.

- 2.2. In relation to Item 6b, Victor Olowe reported that one of the partners of Bates Wells (the recommended provider of legal due diligence) was the son of a personal friend. The partner concerned was not a member of the proposed due diligence team, and had not been involved in any discussions relating to Morley or the proposed merger. There were no other declarations of interest.

3. Professional service area presentation

- 3.1. The Head of Learning and Teaching told governors about her role in providing leadership of learning, teaching and assessment (LTA) and supporting the professional development of tutors (Appendix 1). She described the work that she had undertaken since taking up her current post at the beginning of 2019, the progress that had been made and her priorities for 2019-20. These last were strongly influenced by the recommendations in the recent Ofsted report, but also included some other important initiatives, including the launch of Tutor Space (an on-line repository for best practice), the introduction of a twice-termly newsletter and the inclusion of digital upskilling as part of the CPD offer.
- 3.2. Asked what impact the merger would have on her plans, she said that these currently focused on Morley as it was now, but that new issues would emerge through the LTA workstream if the merger went ahead. She was aware of much excellent practice at KCC.
- 3.3. In answer to another question, the Head of Learning and Teaching said that the biggest challenge in implementing the new developmental approach to observation of LTA (OLTA) was to reach all tutors. Ownership of the process was now well established across the College, although there were still a few areas where engagement with the developmental aspects of OLTA reporting needed further encouragement. Where, however, there was evidence of under-performance she had generally found tutors more than willing to accept additional support. The consistent approach to performance that was now being applied had helped to minimise any tension in such cases.
- 3.4. Further challenged to demonstrate that this greater consistency was not stifling innovation, she cited examples of lesson observations that had included positive encouragement for tutors to try new approaches as part of their development. She also referred to Ofsted's comment in the inspection report on the encouragement given to students to experiment and to learn from their mistakes.
- 3.5. Governors thanked the Head of Learning and Teaching for her presentation, and invited her to give an assessment of the Ofsted inspection. She expressed some disappointment that the inspectors had not been able to see more lessons. The Deputy Principal commented that the focus on accredited courses and on progress measured by external assessment encouraged a methodology that was not wholly appropriate for an Institute for Adult Learning (IAL) with a curriculum portfolio as broad as Morley's. He observed that none of the IALs was currently assessed as 'outstanding'; he hoped that the new inspection framework that came into effect in 2019-20 and in which inspectors were currently being trained, would provide greater opportunity for Morley (and other IALs) to demonstrate their impact on student progress and student destinations.

4. Minutes of 1 April meeting

- 4.1. The minutes (including the confidential minutes) of the meeting held on 1 April 2019 were confirmed as a correct record and it was agreed that they should be signed by the Chair.

11 December 2017 Minute 5.2 Principal's Report (Google classroom)

11 December 2017 Minute 7.4 SAR and QEP (progress and progression)

- 4.2. Governors were pleased to note that opportunities to experience Google classrooms had been included in the summer term Governor Engagement Programme and that an opportunity to comment on progress and progression had been included in the post-visit report form..

10 December 2018 Minute 7.4 Principal's Report (changes in funding arrangements)

- 4.3. Governors were satisfied that, following the presentation at the Board Development Session by the Director of Finance and Head of Management Information Services, they now had a good understanding of the likely impact of the devolution of Adult Education Budget (AEB) funding.

1 April 2019 Minute 5.6 Minutes of 19 March meeting (attendance at public meeting)

- 4.4. The Principal confirmed that an explanatory letter had been written, as requested. Over the three months since, constructive relationships had developed with the community group concerned. Governors thanked the Principal and other staff for all the effort that they had put in to this work.

1 April 2019 Minute 6.3 College performance (payment for over-delivery in 2017-18)

- 4.5. The Principal told governors that, following the lifting of the Notice to Improve, he had continued to press for the restoration of the additional funding for over-delivery in 2017-18 that the College would normally have received, but without success.

Other matters

- 4.6. Governors were content that all other outstanding actions were addressed elsewhere on the agenda or were not yet due to be addressed.

5. Minutes of extraordinary meetings

- 5.1. The minutes (including the confidential minutes) of the meeting held on 19 March 2019 were confirmed as a correct record and it was agreed that they should be signed by the Chair.
- 5.2. The minutes (including the confidential minutes) of the meeting held on 3 and 11 June 2019 were confirmed as a correct record and it was agreed that they should be signed by the Chair.

3/11 June Minute 4.23 Proposed merger – Stage 2a (risk register)

- 5.3. The Project Manager told the Committee that the project risk register now recognised the risk of the renovation works at the North Kensington Centre not being completed on time or to a satisfactory standard.

3/11 June Minute 4.35 Proposed merger – Stage 2a (meeting of FRF Committee)

- 5.4. The Clerk reported that all governors had been invited to the meeting of the FRF Committee (which was postponed to 2 July) but that none who were not committee members had been able to attend.

3/11 June Minute 6.3 Joint Communications Strategy

- 5.5. The Project Manager said that staff and student advocates had been identified, although, with the delay to the merger timetable, the roadshows would not now be starting until the autumn.

Other matters

- 5.6. There were no other action items or matters arising from the minutes.

6. Proposed merger

- 6.1. The Board received the minutes of the Joint Transition Committee (JTC), noting that many aspects of the merger had moved forward since 17 June. In particular, it was apparent that a 1 November or 1 December merger date was no longer realistic, and the two colleges were now working towards a merger date of 1 February,
- 6.2. The Principal tabled a copy of a letter that the Mayor of London had sent to the Minister for Grenfell Victims and the Minister for Apprenticeships and Skills, expressing strong support for the merger (Appendix 1). He also tabled the latest draft of the letter that the Education and Skills Funding Agency (ESFA) hoped to be able to write to the College, once Treasury approval for the main elements of the support package for the merger had been confirmed (Appendix 2). This had only been received within the last few hours. The Principal confirmed that the business case for the merger had now been signed by the two ministers and submitted to the Treasury.
- 6.3. The Principal reminded the Board it had set three conditions for proceeding to Stage 2b of the merger process:
- evidence of sufficient latent demand within the area currently or potentially served by KCC for the educational provision that Morley proposed to offer;
 - evidence of support from the local communities currently served by KCC; and
 - a high level of assurance that Morley's eight financial and funding requirements – the 'asks' – would be met.
- 6.4. There was general agreement that the first two conditions had been met, as acknowledged at the board meeting of 3/11 June (Minutes 4.21 and 4.33 of that meeting). The question, therefore, was whether an offer of financial and funding support along the lines set out in the ESFA's draft letter would meet the eight 'asks'.
- 6.5. Having reviewed the ESFA's draft letter, the Board considered its contents under five main headings:
- merger and transition costs (Asks 1 and 2);
 - property purchase and renovation (Asks 3, 4 and 5);
 - matters outside the ESFA's control (Asks 6 and 7);
 - cash flow support (Ask 8); and
 - financial sustainability.

Merger and transition costs

- 6.6. The Board noted that the proposed level of support for these costs was in line with expectations, but that a condition was attached: if Morley did not proceed, other than for reasons outside its control, the funding would be repayable. The emergence of new information following due diligence was given by the ESFA as an example of an event outside Morley's control that might justify a decision not to proceed. The Principal suggested that other possible justifications might be the imposition of new conditions by the ESFA or by KCC or a withdrawal of community support.
- 6.7. The Board agreed that this condition was reasonable in principle, but it was important to ensure that there was a common understanding of what sort of events might constitute material adverse change outside Morley's control. Governors agreed that the impact of the renovation works at either the Kensington Centre or the Carlyle Building (Chelsea) not being completed on time was better addressed in the context of the project management arrangements for the renovations.

Property purchase and renovation

- 6.8. The Principal reported that the Royal Borough of Kensington and Chelsea (RBKC) was expected to make a final decision on 23 July to sell the North Kensington Centre to the Department for Education (DfE); as stated in the ESFA letter, the sale would probably be completed on the merger date, with a lease of the building to Morley at a peppercorn rent taking effect at the same time. Governors asked to receive further details of the proposed lease terms, including the rental payable and the intended length of the lease. The Chair reported that he expected the latter to be for 125 years.
- 6.9. The proposal that the renovation of both the Carlyle Building and the North Kensington Centre be undertaken by the DfE's in-house property company, LocatED, was welcomed. The Principal reported that LocatED already had some knowledge both of Morley's requirements and of the expectations of the North Kensington community, having been represented at all meetings of the ESFA's Property Working Group. Governors noted the ESFA's wish to discuss with Morley how incentives for timely completion might be built in to the building contracts, and asked the Principal to obtain further clarification of the respective roles and responsibilities of the different parties.

Matters outside the ESFA's control

- 6.10. The Board had already acknowledged (see Minutes 4.8 to 4.12 of the meeting held on 3/11 June) that Asks 6 and 7 were outside the control of the ESFA. In relation to Ask 6, the Principal reported that the details of KCC's staff restructuring had now been agreed, and annual savings of £1.4 million were expected to result. The immediate effect would be to put a brake on the decline in KCC's cash reserves, which were now expected to be in the region of £6.5 million at the end of January. This estimate would be verified through the due diligence process.
- 6.11. In relation to Ask 7, the recent letter from the Mayor of London (Appendix 2 – see Minute 6.2 above) provided some further comfort, given that no firm commitment was possible at this stage; the College would, however, need to continue to press for additional AEB funding to be made available to support the new curriculum at the earliest possible date.

Cash flow support

- 6.12. The Board then considered the basis on which the ESFA expected to be able to offer additional cash flow support of up to £3.5 million by way of 'repayable grant'. This was needed to provide a financial buffer in the event that Morley's cash balances fell below 45 days' expenditure. The ESFA had indicated that, while in principle it was ready to make these additional funds available, it would wish to take security for Morley's performance of its obligations, in the form of a charge over the Chelsea campus.
- 6.13. Governors identified a number of issues requiring further clarification:
- the period during which the additional funding would be available for drawdown;
 - the circumstances that would trigger full or partial repayment of the grant;
 - the date when any repayment obligation would cease and the conditions that would have to be satisfied for that to happen; and
 - whether there was a need for the additional security requested.
- 6.14. On the repayment issue, the Chair of the Finance, Resources and Fundraising Committee said that the Committee had asked the Director of Finance to prepare a range of scenarios based on more optimistic and more pessimistic assumptions. The impact of receipt of grant and of any potential demand for repayment should be built in to these. Governors also asked the Principal to obtain

information, if possible, from the ESFA about other cases in which security had been sought for 'repayable grants' and what had been the outcomes.

Financial sustainability

- 6.15. The ESFA had made clear in its draft letter that any financial support would depend on its being satisfied as to the financial sustainability of the merged college. The Director of Finance said that he was in course of preparing an eighth iteration of the financial model. This would then be tested by the Provider Market Oversight team within the ESFA and subsequently through financial due diligence.
- 6.16. Governors emphasised the need for the College to continue testing its own assumptions and warned against over-reliance on due diligence. This was particularly important given the very small margins with which Morley currently operated; these might be expected to improve in the medium term if growth forecasts were met, but would provide little leeway in the first three years following merger. This leeway could be further reduced if the merger date were delayed beyond 1 February 2020.
- 6.17. The Principal and Project Manager were asked to draw up a list of the contracts that the College would be entering into from the merger date; the firm that was providing financial due diligence in relation to the financial projections could then be asked to test whether the College's expectations (on which its projections depended) were realistic. The due diligence process should also prompt additional questions for Morley to ask of itself.
- 6.18. Following further discussion, the Board asked the Principal to respond to the ESFA's draft letter, welcoming the proposal but seeking clarification on the matters raised, particularly in relation to the lease terms for the North Kensington Centre and the basis on which cash flow support would be available. Subject to a formal letter being received from the ESFA that offered the same level of financial support and allowed for further negotiation of the detailed terms, the Board agreed to move forward to Stage 2b and to put in hand due diligence and (through KCC) formal consultation.
- 6.19. The Board then considered the appointment of due diligence providers. For legal due diligence, the Project Manager reported that Bates Wells had submitted the most competitive tender, and had the additional advantage of having worked with other Institutes for Adult Learning. The fee quoted was within the amount that had been allowed for in the request to the ESFA for transition grant.
- 6.20. Asked about the comments in Bates Wells' proposal about the tightness of the timetable, the Project Manager explained that the original brief had assumed that the contract would begin in early July and would need to be complete within the month. She would agree a new timetable that sequenced the work over an 11-week period, with the final report due in early October.
- 6.21. For due diligence on the financial position of KCC and the merger business plan, the recommended supplier was RSM. RSM's bid had been the most competitive and the fee quoted was within the amount that had been allowed for in the request to the ESFA for transition grant. RSM, as Morley's external auditor, had a good understanding of the College, although the due diligence work would be undertaken by a team independent of the audit team.
- 6.22. Having considered the two proposals, the Board agreed to make the two appointments recommended, subject to agreement being reached with the ESFA on the payment of transition grant.
- 6.23. The Board gave its approval in principle to the draft Consultation Document and authorised the JTC to agree the final version on its behalf. The document gave

a clear and compelling account of the case for merger. Governors were asked to pass any detailed comments to the Project Manager no later than 19 July.

- 6.24. The Principal reported that some of the governors present at the KCC board meeting on 8 July had expressed reservations about the proposal to retain the name of Morley College London for the merged college. The Board took the opportunity to re-affirm its view that the continued use of the Morley name would greatly strengthen the North Kensington and Chelsea Centres that Morley would be inheriting from KCC, partly because the Morley name was not tied to any particular locality. Local identity would be maintained in the names and branding of the centres (North Kensington, Chelsea and Waterloo). At the same time, all three centres would share the Morley brand, which was recognised across London (and beyond) and associated with excellence in visual and performing arts, a broad range of courses in humanities and applied science and a 130-year history of providing for local communities.

7. Principal's report

- 7.1. The Principal drew governors' attention first to the outcomes of the Ofsted inspection in June, which had been published that morning. He advised governors that, while the overall grade was 'good', the full report provided evidence of more work of 'outstanding' quality than was apparent from the headlines. The initial assessment had been made while the Notice to Improve (which related to a very small part of the College's total provision) was still in force, and College staff had had to work hard to provide the inspectors with a rounded picture of what Morley did.
- 7.2. Asked why leadership and management had not been assessed as 'outstanding', the Principal suggested that inspectors might have been influenced by the fact that the College still appeared to be working (as indeed it was) to enhance the quality of LTA and possibly failed to recognise how far this aspect of provision had come since the last full inspection in 2011, when it had been graded only 'satisfactory' ('requires improvement' in the new Ofsted parlance).
- 7.3. The Principal thanked the governors for their support during the inspection. He also asked the Student Governors to pass on, through the student representative bodies, the College's appreciation of the positive feedback that students had given to the inspection team, which was reflected in the 'outstanding' grade given for personal development, behaviour and welfare.
- 7.4. Moving on to report on progress in delivering the Property Strategy, the Principal told the Board that a letter of instruction had now been issued to ITC Concepts for the completion of Phase 1a. Unfortunately there would be a further delay as the contractors awaited replacements for the glass and framing system for the entrance tower that met the specifications, but there was a high level of confidence that this phase would be completed before the end of the calendar year. In answer to a question, he said that the glazing system ordered by the former contractor was unusable, and (except for any small amount that might be recoverable from the liquidators) the cost of some £60k would have to be written off.
- 7.5. In relation to Phase 1b, discussions were continuing to bring the scope of the project within the remaining available budget. The current focus was on enlarging the Gallery and possibly excluding the lift from this phase. The Vice Principal said that the cost of the lift, which would give access only to two studios, was hard to justify in economic terms; an expanded Gallery, on the other hand, incorporating a fully accessible basement, would provide significant benefits to students.
- 7.6. Governors asked the SMT to review the options again and to ensure that, if the lift had to be omitted at this stage, priority was given in any subsequent phases of the

Property Strategy to providing access to the upper floors of the Art Block. The availability of funding for this purpose could be explored further following the launch of the fundraising campaign in September; in the mean time, it was important to ensure that any improvements to the Gallery that might be put in hand did not preclude the future provision of a lift or risk making it significantly more expensive.

- 7.7. The Board was also pleased to note that the Lewington crèche was continuing to provide a good service, with high levels of parent and user satisfaction; this had been confirmed by an internal review, verified independently by the Student Services Manager.

8. College performance

- 8.1. The Board noted the conclusions of the Finance, Resources and Fundraising and Quality and Standards Committees, following their detailed reviews of the KPIs, and asked the two committees to continue to pay close attention to the areas where targets were not being met, or where there were variances between different groups of students.
- 8.2. The Board also welcomed the steps being taken to reduce the forecast deficit for 2018-19 and to place the College on a sounder financial footing in 2019-20.
- 8.3. The recommended changes to the specification of the KPIs and the proposed approach to target-setting for 2019-20 were both approved. Governors asked for further thought to be given to reducing the number of KPIs (it was not clear that all the performance indicators presented were really 'key') and to changing the headline presentation so that trends could more easily be identified.

9. Finance, Resources and Fundraising Committee

- 9.1. The Board received and considered the minutes of the Committee's two recent meetings. The Committee Chair told the Board that the Committee had scrutinised in detail both the budget assumptions and the financial modelling that had been undertaken to support the merger proposals. Over all, the Committee was satisfied that realistic assumptions had been used, particularly for fee income, and that the possible impact of unpredictable developments had been explored through a range of scenarios.
- 9.2. Asked if the HE fee forecasts were achievable, the Director of Finance said that these had been developed by the programme managers and Heads of School on the basis of two years' experience of HE delivery, and were no longer merely speculative. The Committee Chair assured the Board that, while some growth was forecast, the underlying assumptions were not extravagant. Following further discussion, the Board agreed to approve the budget and medium-term financial plan.
- 9.3. The Board also agreed that the option of setting up an overdraft facility of £500k should be pursued, so as to ensure that the College maintained a cash balance of at least £800k (and preferably £1 million) at all times, and authorised the Principal and the Director of Finance to negotiate the terms of such an overdraft with the College's bankers.
- 9.4. The draft Fees and Refunds Policy was also approved. Governors noted that the standard rates had been increased by two per cent, but managers had been given the flexibility to apply higher or lower increases for individual courses, so that the average fee increase was slightly higher.

10. Financial Regulations

- 10.1. The Director of Finance told the Board that essential changes had been made to the draft regulations; a more thorough review would be undertaken over the next six months, to ensure that up-to-date regulations were in place from spring 2020. The Board agreed to approve the changes recommended, subject to a full review within the year.
- 10.2. A governor referred to the recent suggestion by the FE Commissioner that all colleges make monthly management accounts, with commentary, available to all board members. The Director of Finance said that this practice would be followed consistently from the autumn of 2019. It was agreed that it was not a matter that needed to be covered by the Financial Regulations

11. Search and Governance Committee

- 11.1. The Board received and considered the minutes of the May meeting of the Committee. The Chair commended the self-assessment questionnaire, which had been informally reviewed by Committee members following discussion at the meeting, and the Board agreed to adopt this for use in 2019.
- 11.2. The Board noted that the recommended changes to the Articles of Association and to the scheme for appointing Patrons and Fellows and conferring awards had been approved at its meeting on 3/11 June, as had two specific proposals for the award of fellowships. The changes to the Articles had subsequently been ratified at an extraordinary general meeting of members.
- 11.3. The proposals to re-appoint Sara Robertson-Jonas as a staff governor for a further term of up to one year, to appoint a replacement Lead Governor for Equality and Diversity and to make appointments to the Audit Committee and Finance, Resources and Fundraising Committee were approved. The Board also agreed, on the recommendation of the Chair, to re-appoint Pauline Egan to serve as vice-chair of the Governing Body for 2019-20 and to appoint Martin Bamford to serve for a term of up to one year as a co-opted governor following the termination of his period of office as a student governor on 30 November 2019.

12. Quality and Standards Committee

The Committee Chair told the Board that she would not be seeking any changes of substance to the draft minutes, which were received and considered. The Board resolved to approve the Student Admissions Policy, which the Committee had considered at its March meeting and (with one amendment) agreed to recommend for approval.

13. Audit Committee

- 13.1. The Board was pleased to receive and consider the draft minutes of the Committee's June meeting. The Vice-chair of the Committee expressed his and his colleagues' appreciation of the work that had gone into the new Risk Register, which was agreed to present a much clearer picture of the strategic risks to which the College was exposed and the steps being taken to manage them. The Board approved the new format.
- 13.2. Reviewing the content of the Risk Register, the Board noted the five risks assessed as having either high probability or very high impact.
- 13.3. The draft audit plan for the audit of the 2018-19 accounts was also approved.

14. Committees' Terms of Reference

The revised terms of reference of the five standing committees of the Board were approved.

15. Schedule of meetings and work programme

15.1. The Board agreed to approve the work programme for 2019-20, noting that a small number of policies that would become due for review during the year had still to be added, and that further changes might be requested by committee chairs.

15.2. The Board also approved the provisional schedule of meetings for 2020-21.

16. Other business

16.1. The Chair drew governors' attention to the culture survey, which all governors were encouraged to complete, and to the Student Awards Evening on 18 July at 5.30 for 6.00 pm, when Linda Gainsbury would be receiving her fellowship.

16.2. In conclusion, he thanked Marilyn McMenemy and Fiona Stephen, who were retiring from the board at the end of the College year, for their service over the last seven years. The Board expressed its appreciation.

17. Date of next meeting

Confirmed as Monday, 4 November 2019 at 5.30 pm at 61 Westminster Bridge Road.

The meeting ended at 7.55 pm

Martin McNeill
Clerk to the Governing Body

Confirmed as a correct record at the meeting held on 4 November 2019

and signed by.....(Stuart Edwards) (Chair of that meeting)