

MORLEY COLLEGE LONDON



GOVERNING BODY

Minutes of a Meeting held at Morley College, 61 Westminster Bridge Road London SE1 7HT on Monday, 26 March 2018 at 5.40 pm.

Present:

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

In attendance:

Mr Nic Durston, prospective External Governor
Ms Jennifer Foote, Company Secretary and General Counsel, The LTE Group
Mr Marco Macchitella, Deputy Principal
Mr Nick Rampley, Vice-Principal
Ms Rachel Burgess, Director of Finance
Mr Martin McNeill, Clerk to the Governing Body and Company Secretary

Absent:

Mr Jim Brown, External Governor
Mr Tim Cochrane, External Governor
Ms Sharon Potter, External Governor

RESOLUTIONS

- To confirm the minutes of the meeting held on 11 December 2017 (Minute 4.1)
- To confirm the confidential minutes of the meeting held on 11 December 2017 (Minute 5.1)
- To confirm the minutes of the meeting held on 5 February 2018 (Minute 6.1)
- That the governors were satisfied, having regard to the criteria set out in section 124 (8) Charities Act 2011, that the Director of Finance was qualified to produce the Report put before the Board as Item 10 (Minute 10.4a)
- That the governors were satisfied that the Report covered the matters set out in section 124 (4) Charities Act 2011 (minute 10.4b)

- That the governors were satisfied that entering into a legal charge in the form now produced to secure all the liabilities of the College, as specified in the legal charge, to National Westminster Bank Plc was in the best interests of the College (Minute 10.4c)
 - That the Principal and another governor be authorised pursuant to section 333 Charities Act 2011 to execute the legal charge and to give the certificate required by section 125 (2) Charities Act 2011 (Minute 10.4d)
 - That the Legal Charge be executed as a deed by the College and that it be duly registered in the books of the College and with the Registrar of Companies (Minute 10.5)
 - To monitor the quality of learning, teaching and assessment through termly reports from the Quality and Standards Committee, based on a thorough review of evidence of impact drawn from observations of learning, teaching and assessment (OLTA) (Minute 11.1)
 - To adopt the Complaints Policy and Procedure, subject to a number of amendments, and to set a review date of 31 March 2022 (Minute 11.2)
 - To note that Section 3 of the Risk Register contains three risks rated 'high' (Risks 2b, 2c and 4a) and that Risk 2b and four other risks (Risks 1a, 2e, 2g and 5a) are currently rated above target (Minute 12.2)
 - To adopt the Information and Data Protection Policy, subject to the proposed amendments being incorporated so far as practicable at this stage, and to set a review date of 31 March 2019 (Minute 12.4)
 - To approve the Audit Needs Assessment 2017-20, incorporating the 2017-18 Internal Audit Plan, subject to one amendment (Minute 12.6)
 - To re-appoint RSM UK LLP to audit the College's financial statements and to report on regularity for the year 2017-18 (Minute 12.7)
 - To confirm the schedule of meetings for 2018-19 with the inclusion of a spring term meeting of the Search and Governance Committee (Minute 13)
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1. Apologies for absence and quorum

Apologies were received and accepted from Jim Brown, Tim Cochrane and Sharon Potter. The Clerk confirmed that the meeting was quorate.

2. Welcome, introduction and declarations of interest

2.1. The Chair welcomed Justine Brian, Nic Durston, Mustafa Korel and Heather Smith to their first meeting of the Board. He also welcomed Jennifer Foote, a National Leader of Governance, whom the Board had commissioned to undertake a short review of the College's governance, funded by the Education and Training Foundation. Her findings would be considered by the Search and Governance Committee in May, and the Board would have an opportunity to discuss her conclusions and recommendations at its July meeting.

2.2. The Chair reported that he had received messages of thanks and good wishes from Jim Brown and Tim Cochrane, both of whom had decided not to seek re-appointment when their initial terms of office expired at the end of the month. He and other governors paid tribute to the retiring governors, both of whom had made a great contribution to the College, chairing three important committees. It was agreed that the Board's appreciation of the work of both governors over the last four years should be recorded in the minutes.

2.3. There were no declarations of interest.

3. Departmental presentation

3.1. The Student Services Manager outlined the structure of the Student Services team, its main functions, its development plans and the challenges that it currently faces (Appendix 1).

- 3.2. In answer to a question about the further steps the College took when a formal assessment of additional learning needs had been carried out for a particular student, the Student Services Manager said that in most of the 280 cases logged each year an adjustment note, sent to the tutor or tutors concerned, was normally sufficient. Where the assessment indicated a requirement for dedicated support in the classroom, this was provided; it was notable that the success rates of students receiving such support tended to be above average, and retention levels for this group were similarly high. Asked to comment on the extent to which students with additional learning needs might be reluctant to enrol online, he explained that while all students declaring such needs were interviewed, they were neither more nor less likely than other students to enrol in person rather than online at the outset; students with low levels of digital literacy were evenly distributed across all groups.
- 3.3. Noting that the percentage of students enrolling online had fallen slightly in 2017-18, governors agreed that the Student Services should continue to try to identify, and seek to remove, barriers to online enrolment. The Student Services Manager said that the new reception area that was being developed would provide more opportunities for students to enrol online, using tablets provided by the College, with support close at hand. A governor suggested that further consideration be given to the use of support programmes such as Barclays Bank's 'Digital Eagles'.

4. Minutes of 11 December meeting

- 4.1. The minutes of the meeting held on 11 December 2017 were confirmed as a correct record and it was agreed that they should be signed by the Chair.

27 March 2017: Minute 5.8 College performance (student voice)

- 4.2. Governors noted that these issues had been addressed in the preceding board development session and the presentation from the Student Services Manager.

27 March 2017: Minute 10.4 Search and Governance Committee (student voice)

- 4.3. The Clerk reported that stakeholder engagement would be the focus of the strategy development session on 21 May

17 July 2017: Minute 11.3 Audit Committee (risk register)

- 4.4. The Director of Finance reported that she was currently reviewing the structure and content of the Risk Register. It was agreed that it would be more appropriate for a full review to be undertaken by the Audit Committee in the summer term.

16 October 2017: Minute 11 Business Development Planning

- 4.5. Governors noted that a new approach to presentation of the Business Development Plan had been considered at the Strategy Development session on 5 February; a final version would be available at the Strategy Development session on 21 May.

11 December 2017: Minute 4.3 Principal's Report (College performance 2016-17)

- 4.6. Governors agreed that, as KPI T4 was now aligned with an appropriate national benchmark, there was no need for an independent target to be set.

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

- 4.7. The Deputy Principal told governors that they would be offered the opportunity to experience a Google classroom as part of the summer term engagement programme.

11 December 2017: Minute 6.2 Annual Report and Financial Statements (cyber-security)

- 4.8. Governors noted that the Audit Committee had considered the issue of cyber-security and recommended that it should be the focus of an internal audit review over the next few months.

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

- 4.9. The Deputy Principal said that the guidelines for governor engagement visits in the summer term had been re-drafted to emphasise the need to focus on progress and progression.

11 December 2017: Minute 7.6 SAR and QEP (AfEs carried forward)

- 4.10. The Board noted that, in the view of the Quality and Standards Committee, in-year progress was being effectively monitored; progress in addressing AfEs carried forward from year to year would be addressed when 2018-19 AfEs were considered in the autumn term.

11 December 2017: Minute 7.8 SAR and QEP (good practice in ESOL provision)

- 4.11. The Deputy Principal told the Board that examples of good practice were being collected and details would be provided to the Quality and Standards Committee when the 2017-18 achievement of ESOL students was considered in November 2018.

Other matters

- 4.12. Governors were content that all other outstanding actions, other than those that were on the agenda of this meeting or were not yet due to be addressed, had been satisfactorily addressed.

5. Confidential minutes of 11 December meeting

- 5.1. The confidential minutes of the meeting held on 11 December 2017 were confirmed as a correct record and it was agreed that they should be signed by the Chair.
- 5.2. See confidential minutes
- 5.3. See confidential minutes.

6. Minutes of 5 February meeting

The minutes of the meeting held on 5 February 2018 were confirmed as a correct record and it was agreed that they should be signed by the Chair.

7. College performance

- 7.1. Governors noted that performance against KPIs in Term One had been considered in detail by the Finance, Resources and Fundraising and Quality and Standards Committees. The committee minutes (items 9a and 11a) recorded the main questions that the committees had asked and the extent to which they were able to provide the Board with assurance as to progress.
- 7.2. Asked whether the reduction in average class sizes (KPI T2) should cause concern, the Principal reminded governors that this KPI had not previously been presented in such detail. The new format highlighted the scope to increase class sizes, particularly for unaccredited courses (KPI T2c), and ways of achieving this were being actively considered. An increase in KPI T2c would have a direct impact on the College's ability to meet the target that governors had set for KPI T8b (contribution).
- 7.3. The Board was pleased to receive assurance of satisfactory financial performance over the first six months of the College year.

- 7.4. Reviewing the external developments summarised in his report (Item 7c), the Principal told the Board that the meeting between Principals of the Institutes for Adult Learning and the new Minister for Apprenticeships and Skills had been positive; he had invited the Minister to address the adult learning conference in May. He said that he was also encouraged by the wide scope of the terms of reference set by the government for its review of 'tertiary' (Level 4 and above) education funding; Morley was well placed to contribute to a more diverse approach to provision.
- 7.5. Another important development was the establishment of the Office for Students (OfS) as the higher education (HE) regulator. This had prompted a review of HE tuition fees, which would be the subject of a report to the Board in the summer term. The review would take account not only of the full costs of HE delivery (as calculated by the Director of Finance on the basis of the College's experience in 2017-18) but also of work to be undertaken by the Deputy Principal to gain a better understanding of the likely impact of different levels of investment on widening participation. Any proposal for a change in fee levels from September 2020 would, of course, require board approval.
- 7.6. The Principal said that the College was making good progress towards its three Strategic Goals. In relation to Strategic Goal 1, he drew governors' attention to the increase in student enrolments both in absolute terms and expressed as a percentage of planned enrolments. While the growth focus was on advanced and higher learning, support for unaccredited learning remained strong. He acknowledged that recruiting sufficient numbers for HE courses would remain challenging, despite an encouraging level of interest in courses starting in 2018. The Quality and Standards Committee was asked to pay particular attention to HE issues (including quality and partnerships) as part of its summer term review of curriculum delivery and the 2018-19 curriculum plan, which would be informed by an analysis of recently-published data on student destinations and employability.
- 7.7. Governors were gratified by the apparent strength of local support for the College's bid to the Flexible Learning Fund and looked forward to having the opportunity at the forthcoming Strategy Development session to explore opportunities for closer community engagement. They were also pleased to learn that the Stockwell Centre was becoming established, with new Essential Skills courses having started this term; the building had been redecorated and the Morley presence there was much appreciated by the local community. Some concerns had, however, been expressed (particularly by students taking Complementary Health courses) that the experience of studying at Stockwell compared poorly with the experience of studying at Morley, and that this should be reflected in lower course fees. The Student Council was considering these issues.
- 7.8. Turning to Strategic Goal 2, the Principal tabled an extract from the newly-published National Achievement Rate Tables (NARTs) (Appendix 1). He explained that these tables, which had previously covered most of Morley's provision (the main exclusion being learning delivered through the Centre for Community Learning and Engagement) now excluded almost all non-regulated learning. As a result, the tables showed a sharp drop in the overall achievement rate, as ESOL and Access courses (which the Board had already recognised as being in need of enhancement) represented more than half of the regulated provision. The Principal reminded governors that the achievement rate across the full range of provision had, in fact, risen by one per cent between 2015-16 and 2016-17, as set out in the Self-assessment Report approved at the December 2017 board meeting.
- 7.9. Governors asked for further details of the NARTs to be made available to the Quality and Standards Committee at its next meeting. In the mean time, they were pleased

to note that they contained no new information that cast doubt on the College's ability to make progress towards an 'outstanding' Ofsted grade, or that might have a significant impact on its reputation. It was agreed that the College was clearly focused on the areas where Ofsted had identified marked differences between colleges judged 'good' or 'outstanding' and those judged 'requires improvement' or 'inadequate'.

- 7.10. In answer to a specific question on the steps that the College took to make learners aware of the risks of radicalisation and extremism, the Principal said that these had been judged at the last Ofsted inspection to be effective and proportionate; the video that was shown to all new students was generally well received, and further efforts were targeted on classes more likely to be susceptible to such influences, as set out in the annual Safeguarding and Prevent report referred to in the minutes of the Audit Committee (Item 12a, Minute 7).
- 7.11. Challenged to justify the assertion that the College was making 'good progress' in bringing down cancellation rates, the Principal referred to the KPIs (Item 7a) which showed improvements over the last three years, particularly for unaccredited learning. In setting the KPI target, the Board had sought to encourage efficiency without discouraging innovation; a cancellation rate of up to 15 per cent had therefore been thought acceptable. The only area where the cancellation rate was above 15 per cent was HE, where, because of the size of the courses in terms of guided learning hours, the cancellation of a single course had caused the target to be exceeded.
- 7.12. Governors also sought and received assurance that the curriculum planning process included consideration of all relevant issues, including student demand, changes in the external environment and developments within the subject area.
- 7.13. The Board was pleased to note the College's success in securing capital funding both from the Skills for Londoners Capital Investment Fund and (against strong competition) the Small Projects and Equipment Fund. It was agreed that, while the College had not ultimately been successful in the TES awards, the publicity that it had received as a short-listed contender had been very valuable.
- 7.14. In relation to Strategic Goal 3, the Principal said that he expected to receive final confirmation shortly that the Greater London Authority (GLA) would become the funding agency from 2019-20. While no immediate changes in funding priorities were foreseen, the College aimed to continue to work closely with the GLA as it developed its approach to adult learning.
- 7.15. See confidential minutes
- 7.16. See confidential minutes

8. College strategy

The Board agreed that the notes of the Strategy Development session on 5 February summarised fairly and accurately the discussions that had taken place.

9. Finance, Resources and Fundraising Committee

The Board was pleased to receive the minutes of the Committee's recent meeting and the Gender Pay Gap Report.

10. Property Strategy

- 10.1. The Chair informed those present that one of the items of business of the meeting was to consider and, if thought appropriate, approve a legal charge ("the

Legal Charge”) to be entered into by the College in favour of National Westminster Bank Plc (“the Bank”) over the property detailed in the Schedule hereto (“the Property”) to secure a loan of £500,000 from the Bank and all liabilities of the College to the Bank (“the Liabilities”)

10.2. The Chair reminded those present that the College’s Director of Finance (“the Director of Finance”), had been instructed to produce a Report on the Liabilities and the Legal Charge (“the Report”) to comply with section 124 (4) of the Charities Act 2011. The Chair confirmed that copies of the Report had been circulated to all governors on 21 March 2018.

10.3. Questioned about the detailed analysis on which her advice was based, the Director of Finance referred governors to the earlier reports considered by the Board on 13 October 2015 and 27 March 2017 setting out the business case for the College’s Property Strategy and modelling the impact of the proposed capital expenditure on the income and expenditure account, balance sheet and cash flow.

10.4. After consideration of the Report it was resolved:

- (a) that the governors were satisfied that the Director of Finance was qualified to produce the Report having regard to the criteria set out in section 124 (8) Charities Act 2011;
- (b) that the governors were satisfied that the Report covered the matters set out in section 124 (4) Charities Act 2011;
- (c) that the governors were satisfied that entering into the Legal Charge to secure the repayment of the Liabilities was in the best interests of the College; and
- (d) that the Principal and another governor be authorised pursuant to section 333 Charities Act 2011 to execute the Legal Charge and to give the certificate required by section 125 (2) Charities Act 2011.

10.5. After due consideration of all the circumstances and on being satisfied that it was for the benefit of the College and in the interests of the College for the purpose of carrying on its business to create a legal charge in the form now produced to secure all the liabilities of the College, as specified in the Legal Charge, to National Westminster Bank Plc the Board resolved that the Legal Charge be executed as a deed by the College and that it be duly registered in the books of the College and with the Registrar of Companies.

11. Quality and Standards Committee

11.1. The Board was pleased to receive the minutes of the Committee’s recent meeting and agreed to adopt its recommended approach to monitoring the quality of learning, teaching and assessment.

11.2. The Board agreed to approve the draft Complaints Policy and Procedure subject to the following amendments:

- The College’s willingness to make reasonable adjustments to address any declared disability should be incorporated in section 2 of the Complaints Policy as well as in Appendix 2
- In Section 5.2 of the Complaints Procedure there should be an option for persons other than members of College staff to give assistance with the drafting of a written complaint
- Section 7.2 of the Complaints Procedure should require the appointment of a panel of three governors rather than of a single governor.
- The flow chart (Appendix 1) should be amended to make clear that the responsibility for investigating a complaint and drawing up a reply rests with the

Head of School or Head of Service; the responsibility of the Quality and Standards Manager is to check that this is done fairly and in compliance with the procedure.

- The flowchart should also show an arrow from 'Concern unresolved' to 'Formal approach'.
- It should be made clear that Appendix 2 covers malicious, frivolous and unsubstantiated, as well as vexatious, complaints.

11.3. In answer to a question about the monitoring of complaints, the Clerk confirmed that a summary of student feedback, including complaints, was produced annually for the Governing Body. The summary was reviewed by the Quality and Standards Committee, which provided assurance to the Board through its minutes. Complaints received in 2016-17 were considered by the Committee in November 2017 and its conclusions were reported to the Board in December 2017. In future, these reports would include details of any complaints (or compliments) from HE students or from persons other than students.

11.4. Following discussion, governors agreed that the 2017-18 feedback report and subsequent annual reports should be considered at both committee and board level.

12. Audit Committee

12.1. The Board was pleased to receive the minutes of the Committee's recent meeting. In relation to Minute 2, members of the Committee made clear that they had not explicitly chosen not to raise any matters with the internal auditor; they would have been unable to do so (had they so wished) because the partner responsible was prevented from attending by illness, and the senior manager only joined the meeting later on by telephone.

12.2. The Board noted that three risks in Section 3 of the Risk Register were currently rated 'high' and that one of those risks and four other risks were rated above target. Governors were content to receive the assurance of the Audit Committee that appropriate action was being taken in each case; they also welcomed the proposal to review the structure and content of the Register.

12.3. The draft Information and Data Protection Policy was considered in the light of the Audit Committee's discussion of the internal audit report on the College's preparations for the introduction of the General Data Protection Regulation (GDPR). The vice-chair of the Audit Committee confirmed that the committee had been satisfied with the level of assurance provided, which recognised that the College was making good progress towards full GDPR implementation.

12.4. Following discussion, the Board agreed to approve the policy on a one-year interim basis. In considering the need for any amendments (either immediately or in the course of the year), the Clerk (as policy owner) was asked to take into account the following observations:

- 'Governors' should appear as a data subject at the beginning of Section 1
- In Section 3.1e it should be made clear that the College will seek to anonymise data where possible.
- In Section 3.3 or elsewhere there should be a specific reference to the 'right to be forgotten'.
- In Section 6 and elsewhere, references to legislation should, in due course, be updated.
- A typographical error in the last paragraph of Section 7.4 should be corrected.

- The policy of denying students who have course or assessment fees outstanding access to information about their marks and grades (Section 7.7) should be reviewed in the light of best practice.

12.5. Governors asked the Clerk to obtain legal advice on the revised policy before submitting it to the board for approval. The advice should cover, inter alia, the nature of the obligations of the Governing Body as Data Controller and whether or not the provision of a generic mailbox (DPO@morleycollege.ac.uk) was consistent with the requirement for a named individual to be identified as Data Protection Officer. The Clerk was also asked to arrange a briefing session for governors to make them aware of their obligations under the GDPR.

12.6. The Board approved the Audit Needs Assessment for 2017-20, incorporating the Internal Audit Plan for the remainder of 2017-18, subject to the removal of the reference to the Governor Engagement Programme as a key control over the risk of the curriculum offer failing to meet changing needs (Strategic Goal 1: Risk 1a). The Plan included a review of cyber-security (see Minute 4,8 above).

12.7. Having considered the Audit Committee's assessment of the auditor's performance, the Board agreed to re-appoint RSM UK LLP as financial statements and regularity auditor for 2017-18. The Director of Finance said that she would advise RSM of the Board's decision and provide feedback on how the firm's performance in 2016-17 had been assessed.

13. Schedule of meetings

The schedule of meetings was approved, subject to the re-instatement of a spring term meeting for the Search and Governance Committee (which could be cancelled if it turned out to be unnecessary). Governors noted that a provisional schedule of meetings for 2019-20 would be presented to the July board meeting (by when 2019-20 term dates should be known).

14. Other business

Governors asked the Principal to pass on to Lucie Lachnitova their congratulations on her new appointment and their thanks for her contribution to the College over a number of years, and recently as Head of the School of Humanities and Applied Sciences.

15. Date of next meeting

Confirmed as Monday, 16 July 2018 at 5.30 pm.

The meeting ended at 7.20 pm

Martin McNeill
Clerk to the Governing Body

Confirmed as a correct record at the meeting held on 16 July 2018

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

SCHEDULE OF OUTSTANDING ACTIONS

Minute	Action	Responsible	By when	Progress
27 March 2017				
10.4	Include consideration of stakeholder voice in Strategy Development agenda Update March 2018 Planned as part of Strategy Development Session 21 May 2018	Principal/ Clerk	5 February 2018	
17 July 2017				
11.3	Governors to consider whole Risk Register at least once a year Update March 2018 To be considered by Audit Committee in June 2018	Audit Committee	November 2017	
16 October 2017				
11	Review presentation of Business Development Plan before it is next presented to Governors Update March 2018 Considered at Strategy Development Session 5 February 2018. Final version of template to be available for 21 May SDS	Vice Principal	July 2018	
11 December 2017				
5.2	Provide governors with the opportunity to experience a Google classroom Update March 2018 To be included in Engagement Programme for summer term 2018	Deputy Principal/ Clerk	By 31 March 2018	
6.2	Audit Committee to receive update on cyber-security arrangements Update March 2018 Included in 2017-18 Internal Audit Plan; report to Audit Committee June 2018	Head of IT/ Clerk	13 March 2018	

Minute	Action	Responsible	By when	Progress
11 December 2017 (cont'd)				
7.4	Ensure that, where possible, governor engagement visits include a focus on progress and progression Update March 2018 To be included in guidelines for summer term Engagement Programme	Deputy Principal/ Clerk	From January 2018	
7.6	Show progress made in addressing AfEs carried forward from previous QEP Update March 2018 Details to be included in 2018-19 QEP (autumn term 2018)	Deputy Principal	From March 2018	
7.8	Explore good practice in raising achievement of ESOL students Update March 2018 To be reported in context of annual achievement KPIs (autumn term 2018)	Deputy Principal	Report to QS Committee 5 March 2018	
26 March 2018				
7.5	Consider HE issues (including quality and partnerships) when reviewing curriculum delivery and 2018-19 curriculum plan	Quality and Standards Committee	June 2018	
7.8	Provide further details of 2016-17 NARTs to QS Committee	Deputy Principal	June 2018	
12.5	Obtain legal advice on revised Information and Data Protection Policy, including consideration of Data Controller and Data Protection Officer roles	Clerk	March 2019	
12.5	Arrange GDPR briefing for governors	Clerk	July 2018	
12.7	Provide feedback to external auditors	Director of Finance	April 2018	
14	Convey congratulations and thanks to departing Head of Humanities and Applied Sciences	Principal	April 2018	