

MORLEY COLLEGE LONDON



GOVERNING BODY

Minutes of a Meeting held by Microsoft Teams on Monday 26 April 2021 at 5.00 pm.

Present:

Dr Stuart Edwards, External Governor (**Chair**)
Ms Pauline Egan, External Governor (**Vice-chair**)
Miss Justine Brian, External Governor
Miss Shola Bryan, Student Governor
Mr Alex Cole, External Governor
Mr Nic Durston, External Governor
Ms Gill Evans, External Governor
Ms Heather Fry, External Governor
Ms Leisha Fullick, External Governor (from Item 5.9)
Dr Andrew Gower, Principal and Governor
Mrs Gail Le Coz, External Governor
Ms Susan Lindsey, External Governor
Mr Victor Olowe, External Governor
Mrs Debbie Ryle, Staff Governor
Ms Heather Smith, External Governor
Charlotte Thompson, Staff Governor
Mr James Ward, External Governor

In attendance:

Mr Marco Macchitella, Deputy Principal
Mr Ralph Moran, Chief Finance Officer (CFO)
Mr Martin McNeill, Clerk to the Governing Body and Company Secretary
Mr Liam Trench, Policy and Governance Officer

Absent:

Ms Moyra Samuels, External Governor
Mr Pedro Dias Ferreira, External Governor

RESOLUTIONS

- To confirm the minutes of the meeting held on 1 February 2021 (Minute 3.1)
 - To appoint Leisha Fullick as an external governor to serve until 31 July 2024 and as Chair designate to 31 July 2021 (Minute 5.6)
 - To appoint Buzzacott LLP as financial statements and regularity auditor for 2020-21 and the two subsequent financial years (Minute 5.4)
 - To approve an internal audit plan for 2020-21 (Minute 5.8)
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1. Apologies for absence and quorum

The Clerk reported that no apologies had been received and confirmed that the meeting was quorate.

2. Welcome, introduction and declarations of interest

- 2.1. The Chair told the Board that the main purposes of the meeting were to consider the appointment of an external governor and Chair designate, and to consider recommendations from the Audit Committee on internal and external audit matters.
- 2.2. All governors confirmed that they had no interests that they were under a duty to disclose in accordance with Article 5 of the College's Articles of Association.

3. Minutes

The minutes of the meeting held on 1 February 2021 were confirmed as a correct record and it was agreed that they should be signed by the Chair.

4. Matters arising

There were no matters arising from the 1 February meeting requiring discussion.

5. Search and Governance Committee

- 5.1. The Board received and considered the minutes (including the confidential minutes) of the meetings of the Search and Governance Committee held on 13 and 18 January and 1 and 8 April. These meetings had been mainly concerned with the appointment of a recruitment partner and the recruitment of a Chair designate.
- 5.2. The Committee Vice-chair, who had chaired the committee meetings at which the recruitment partner (Gatenby Sanderson) had been chosen and short-listed candidates for the role of Chair designate interviewed, as well as the informal long-listing and short-listing meetings, told the Board that a thorough process had been followed. The Committee had been assisted at all stages by the Clerk and through the selection process by the recruitment partner. Asked to comment on the limited involvement of other governors at the long-listing and short-listing stages he explained that, while the overall recruitment approach and the final decision on appointment were matters for the Board, the management of the search process was explicitly delegated to the Committee.
- 5.3. Challenged as to the lack of diversity in the long list and short list of candidates, the Committee Chair said that, while the racial diversity of the candidate pool was not as had been hoped for, other criteria including gender diversity had been achieved; he noted that it was some time since the Board had had a female Chair. Other members of the Committee commented that there had been diversity in the nationality of longlisted candidates (not all were British) and that candidates with declared disability had also made the longlist.
- 5.4. It was agreed that the Committee should be asked to consider the lessons to be learned from this exercise. The Clerk was asked to obtain feedback from Gatenby Sanderson on their experiences in attempting to recruit candidates, including if possible the number of candidates (out of the 200 approached) who were of African, Caribbean or Asian heritage, and their reflections on the reasons for the long list not being more racially diverse.
- 5.5. The Committee should also look again at the Chair role in the light of the wider debate within the sector about the expectations placed on college Chairs: the role was highly demanding but still (almost universally) unpaid, and both these factors served to narrow the applicant pool.
- 5.6. Following further discussion, the Board accepted the recommendation of the panel that Leisha Fullick be appointed an External Governor to serve until 31 July 2024, and to the role of Chair designate to 31 July 2021.

- 5.7. The Board noted that the Committee proposed to give further consideration at its meeting on 17 May to governor and other appointments. A number of those contacted during the recent recruitment campaigns had expressed an interest in working with Morley in the future – either as governors or in specialist roles. The Committee would be considering the establishment of a Development Committee and the possible appointment of a digital adviser. Governors agreed on the importance of ensuring that any additional appointments to the Board followed due process, and if possible advanced its stated aim of increasing the diversity – particularly the racial diversity – of the Board.
- 5.8. The Chair also drew the Board’s attention to the proposal for the meeting on 19 July to be held face-to-face in Holst Room. He asked any governors who had concerns about this proposal to make their views known to the Clerk.

Leisha Fullick was invited to join the meeting at this point

- 5.9. Members welcomed Leisha Fullick, who introduced herself to the Board. Others introduced themselves in turn.

6. Audit Committee

- 6.1. The Board received and considered the minutes of the Audit Committee meeting held on 27 January, noting that since that meeting the report and financial statements for 2019-20 had been approved and an internal auditor appointed.
- 6.2. The Committee Chair reported that the Committee had met again on 22 April to make a recommendation for an external auditor to replace RSM, who were required to resign as external auditor following their appointment as internal auditor. The Committee had received two strong bids from firms with a good knowledge of the sector and impressive audit teams. A third firm had been expected to tender but had not in fact done so.
- 6.3. See confidential minutes
- 6.4. The Board agreed that the balance of arguments favoured the appointment of Buzzacott and resolved accordingly.
- 6.5. The Committee Chair then outlined the reasoning behind the internal audit plan. Although no internal audit work had been undertaken in 2020-21 to date, the Committee required some assurance on financial controls and risk management to be able to provide the required opinion on these matters to the Board in November. The plan before the Board therefore included two reviews that would otherwise have formed part of the 2021-22 internal audit programme, but could be completed in the first half of the autumn term. These reviews, together with the two planned for the summer term, should, when considered alongside the other assurance that the Committee expected to obtain from the work of the external auditors, its own work on risk management and the management reports of which it had sight, provide a strong evidence base for an opinion.
- 6.6. The Committee had identified four areas for internal audit review over this period: learner numbers, particularly in relation to funding received from GLA; safeguarding data and controls; payroll (following the introduction of a single system across the merged college); and cybersecurity. Other priorities included financial controls (which were likely to be closely scrutinised by the incoming external auditors); business continuity and disaster planning; health and safety; and the management of capital projects. All these would be considered for inclusion in the 2021-22 internal audit plan.

- 6.7. Governors agreed that the four areas recommended for review over the next six months were all appropriate. Cybersecurity was particularly relevant as remote working increased and institutions found themselves operating almost entirely in a digital environment. It was essential that the review include tests of vulnerability to phishing and ransomware as well as high quality penetration testing, noting that this was an area of high risk for many institutions.
- 6.8. The Board approved the internal audit plan, thanking the members of the Audit Committee as well as the CFO and the Clerk for all the work that they had put in to the selection of new auditors and the development of a coherent plan that would provide much-needed assurance.

7. Other business

- 7.1. The Principal advised that, as discussed at the March board meeting, the College would shortly be asked to sign a Memorandum of Understanding (MoU) with the Department for Education (DfE) providing a framework for co-operation between the DfE as landlord and the College as tenant during the renovation works at the Chelsea and North Kensington Centres. He would circulate the MoU when received to all governors and asked them to scrutinise it carefully; it would need to be signed on the College's behalf before works could begin. The Board was content to delegate authority to the Chair and Principal to approve and sign the MoU subject to any views that governors might express on sight of the document.
- 7.2. The Chair also drew governors' attention to the safeguarding training that had been arranged for Tuesday 4 May (4.30 – 6.00 pm). While this session was aimed at governors with an enhanced responsibility for safeguarding, all governors were required to complete safeguarding awareness training regularly (normally annually). The Clerk confirmed that it was his intention to arrange a second training session in the course of the summer term for governors who were unable to attend on 4 May; those unable to attend either session would be expected to complete the online safeguarding training module provided by the Education and Training Foundation.
- 7.3. The Chair also advised governors that the College had been shortlisted for a TES FE Award for contributions to the local community. He encouraged everyone to attend the virtual awards ceremony on 28 May and to read the submitted application and the associated case studies: the PPE factory at the Chelsea Centre, the Morley Heart Gardens at the North Kensington Centre, and the Visually Impaired People (VIP) Choir at the Waterloo Centre.
- 7.4. The Lead Governor for Environmental Sustainability reminded governors that Green Week had now begun. She thanked the Clerk for circulating details to all governors and encouraged everyone to participate in one or more of the events.

8. Date of next meeting

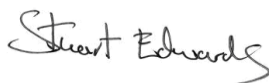
Confirmed as Monday 7 June 2021 at 4.30 pm by Microsoft Teams.

The meeting ended at 6.00 pm

Martin McNeill
Clerk to the Governing Body

Confirmed as a correct record at the meeting held on 19 July 2021

and signed by



(Stuart Edwards) (Chair of that meeting)