

## GOVERNING BODY



Minutes of a Meeting at the Chelsea Centre on Monday 31 October 2022 at 4.30 pm

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### **Present:**

Ms Leisha Fullick, External Governor (**Chair**)  
Mr Victor Olowe, External Governor (**Vice-chair**)  
Mr Alex Cole, External Governor  
Miss Justine Brian, External Governor  
Mr Pedro Dias Ferreira, External Governor  
Mr Nic Durston, External Governor  
Ms Gill Evans, External Governor  
Ms Heather Fry, External Governor  
Dr Andrew Gower, Principal and Governor  
Mrs Gail Le Coz, External Governor  
Ms Susan Lindsey, External Governor  
Ms Jessie Peramal, External Governor  
Mrs Debbie Ryle, Staff Governor  
Ms Moyra Samuels, External Governor  
Dr Melissa Score, Staff Governor  
Mr James Ward, External Governor  
Mr Raymundo Zuñiga, External Governor

### **Absent:**

Mr Jerome Godfrey, Student Governor  
Mr Jonathan Slater, External Governor

### **In attendance:**

Mr Marco Macchitella, Deputy Principal  
Mr Ralph Moran, Chief Finance Officer (CFO)  
Mr Jon Cole, Chief Planning and Data Officer (CPDO)  
Mr Matthew Cunningham, Chief Marketing and Engagement Officer (CMEO)  
Ms Alison McNamara, Chief People Officer (CPO)  
Mr Matias Shortcook, Centre Principal, Chelsea  
Mr Colin Johnson, Head of Media, Chelsea Centre (Items 1-3 only)  
Mr Martin McNeill, Clerk to the Governing Body and Company Secretary  
Ms Katherine Cleator, Policy and Governance Officer

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## **RESOLUTIONS**

- To confirm the minutes (including the confidential minutes) of the meeting held on 18 July 2022 (Minute 4)
- To dedicate a substantial part of the 6 February Strategy Development Session to the development of a new five-year financial plan (Minute 8.1)
- To increase the pay of all members of staff (other than senior post-holders) by three per cent with effect from 1 September 2022 (Minute 9.4)
- To approve the Governance Self-assessment Report (SAR) for 2021-22, acknowledging the five key strengths of governance and three areas for enhancement there identified (Minutes 10.1 and 10.2)
- To adopt the Post-review Governance Action Plan as the 2022-23 Quality Enhancement Plan (QEP) (Minute 10.2)

- To approve the Board Development Programme for 2022-23 (Minute 10.7)
  - To approve revised terms of reference for the Curriculum and Quality, External Relations, People and Remuneration Committees (Minute 10.8)
  - To delegate to the Governance and Nomination Committee the management of the recruitment and selection of a replacement for the current Clerk and Company Secretary, while reserving the right to make the final appointment and to agree its terms. (Minute 10.9)
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## **1. Apologies for absence and quorum**

Apologies for absence were received from Jonathan Slater and accepted. Apologies were received following the meeting from Jerome Godfrey. 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 of the year. She particularly welcomed the newly-appointed governors Jessie Peramal and Raymundo Zuñiga to their first meeting of the Governing Body and looked forward to making use of their many skills and wide experience.
- 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. Team presentation**

- 3.1. The Head of Media gave an account of the work of his team (Appendix 1), which covered two of the creative sectors defined by Creative UK: film, TV, video, radio and photography; and IT, software, computer science and video games. These were some of the fastest-growing sectors in the UK economy, with employment increasing three times faster than the national average: in the last five years the value of film and high-end TV production had risen by 65 per cent and it was expected that between 15,000 and 21,000 additional jobs would be created in the next three years. The games sector had employed an additional 4,000 people between the middle of 2020 and the end of 2021 and further growth was forecast, while Esports had been growing at 8.5 per cent a year over the last five years. Significantly, 65 per cent of employees in the sector worked on a freelance basis.
- 3.2. In response, Morley was developing a curriculum with progression opportunities and a wide range of entry points, that also embedded transferable skills. The input of industry leaders played a large part in shaping the curriculum: in answer to a question, the Head of Media said that this close industry involvement, particularly in Esports, differentiated Morley from many other providers. He emphasised the importance of providing students with real industry experience, through partnerships with schools, local authorities and English National Ballet, as well as through the Turing Scheme, which would give 25 students (selected from among 64 applicants) a four-week immersion in the creative sector in Seville. The team was also working with industry partners to develop a mentoring programme.
- 3.3. Governors welcomed the team's success in recruiting students at Level 2 and providing them with progression routes that were now being followed by an increasing number (70 per cent of the current Level 2 Esports cohort were expected to progress to Level 3). Asked what the strategic aim was for Media provision at the Chelsea Centre, the Centre Principal said that, beyond the immediate objective of recruiting large enough groups at all levels, he wanted the College to gain wider recognition as a specialist provider (in a highly competitive market with low barriers

to entry) and to use its influence in the community to persuade parents that media offered a secure path to employment as well as an attractive field of study.

#### **4. Minutes of 18 July meeting**

The minutes of the meeting held on 18 July 2022 (including the confidential minutes) were confirmed as a correct record, subject to the correction of references to the date of today's meeting (31 October, not 1 November) and it was agreed that they should be signed by the Chair.

#### **5. Matters arising**

##### 28 March 2022 Minute 7.1 Principal's Report (provision for local needs)

- 5.1. A governor commented that, while the proposal to ensure consideration of the impact of proposals on provision for local needs (through an amendment to the standard cover sheet) was welcome, a wider conversation was needed. The Principal said that the Deputy Principal would be putting a proposal to the Board in December (through the Curriculum and Quality Committee) for an external review of how the College was meeting local needs.

##### 18 July 2022 Minute 3.1 Team presentation (Student Engagement Policy)

- 5.2. The Deputy Principal told the Board that, although work was continuing to strengthen student voice, the Student Engagement Policy was not due for review until March 2024 and it was unlikely that the Governing Body would be asked to consider any significant changes before the autumn of 2023.

##### 18 July 2022 Minute 3.2 Team presentation (Student Council)

- 5.3. The Deputy Principal reported that a meeting of the Student Council had been arranged for 2 November. 16 class representatives had indicated their intention to participate and he was hopeful that the Council would be able to nominate a second student governor to fill the current vacancy.

##### 18 July 2022 Minute 7.4 Principal's Report (Morley Gallery and Morley Radio)

- 5.4. The Board noted that it was now proposed that the terms of reference of the External Relations Committee (Item 10e on the agenda of this meeting) included a responsibility for oversight of the work of the Morley Gallery and of Morley Radio. The Governance and Nomination Committee would consider, when reviewing the Board Development Programme (Item 10d on the agenda of this meeting) whether one or other of these teams should be invited to make a presentation to the Governing Body in March or July.

##### 18 July 2022 Minute 9.1 Finance, Resources and Fundraising Committee (early consideration of fee increases)

- 5.5. The Clerk confirmed that an opportunity to consider fee increases had been included in the work programme of the Finance, Resources and Sustainability (FRS) Committee as an agenda item for the Committee's February meeting.

##### 18 July 2022 Minute 9.12 Finance, Resources and Fundraising Committee (27 September meeting)

- 5.6. The Clerk confirmed that all governors had been invited to this meeting and, in addition to the Committee members, four other governors had attended.

##### 18 July 2022 Minute 9.12 Finance, Resources and Fundraising Committee (analysis to support decision on implementation of contingency plans)

- 5.7. The Clerk confirmed that detailed information to support decisions on the implementation of contingency plans had been made available to all governors on

30 August, 14 September and in advance of the 27 September meeting of the FRS Committee.

18 July 2022 Minute 10.4 Search and Governance Committee (committees' terms of reference)

- 5.8. The Board was satisfied that potential overlaps of responsibility between committees had been considered in the revised terms of reference now proposed (Item 10e on the agenda of this meeting).

18 July 2022 Minute 12.2 Quality and Standards Committee (ED&I Action Plan)

- 5.9. The CPO confirmed that the requested amendments to the ED&I Action Plan had been made.

18 July 2022 Minute 13.2 Key performance indicators (analysis of achievement rates)

- 5.10. The Deputy Principal told the Board that details of achievement rates by programme would be provided to the Curriculum and Quality Committee at its 28 November meeting to supplement the information in the draft SAR.

- 5.11. Governors were content that plans were in place to address all other outstanding action items. No other matters were raised arising from the minutes.

## **6. Safeguarding**

- 6.1. The Chair explained that the purpose of including this item on the Board agenda was to ensure that all governors had the knowledge to be able to fulfil their safeguarding obligations, as set out in the September 2022 edition of the statutory guidance [Keeping Children Safe in Education](#) (KCSiE). It was a requirement of the guidance that training for governors be regularly updated and Ofsted would expect all governors to be familiar at least with [Annex A](#), which was a summary version of [Part 1](#) of KCSiE, which was required reading for all staff having contact with children or vulnerable adults. Both these documents were available on Information for Governors.

- 6.2. The Deputy Principal presented key elements of the College's approach (Appendix 2), setting out the main processes and details of the groups and individuals with responsibilities in this area, including the Lead Governor for Safeguarding, Justine Brian, who attended the termly meetings of the Cross-College Safeguarding Group. He explained the background to the changes in the statutory guidance, including the increased use of social media and the danger of online abuse. He made clear that, while the guidance referred to 'children' it was applicable to all groups in need of safeguarding, including vulnerable adults as well as those under 18.

- 6.3. The Deputy Principal told governors that the College was currently revising its Safeguarding Policy in the light of the changes to KCSiE and a draft of the new policy would be presented to the Audit Committee for consideration in March 2023. A Child Protection Policy had been drafted, which would form an Appendix to the new Safeguarding Policy. Alongside the well-established My Concern system for reporting concerns and monitoring their progress towards resolution, the College had introduced new procedures to ensure safe recruitment and to facilitate the reporting of low-level concerns. It had also encouraged the use of the Whisper app through which students could record concerns (for example, about peer-on-peer abuse) and receive advice anonymously. In answer to a question, he said that while anonymous reports could not be investigated, they provided valuable intelligence about issues that might otherwise be hidden.

- 6.4. Asked what action the College would take when it had a reason to suspect neglect of a child or vulnerable adult, the Deputy Principal said that the response would normally be to refer the case to a competent external agency (normally the Social;

Services department of the local authority, but sometimes the police). The CFO added that the College had a hardship fund that it used to support students in need.

6.5. Governors also sought further information about Prevent training. The Deputy Principal said that threats of radicalisation now came from a wide spectrum, with far-right groups playing the largest part. It was important to train staff to recognise reportable behaviours without stifling free speech. A staff governor who had recently undertaken Prevent training commented that it had been very well balanced.

6.6. The Chair concluded this section of the meeting by reminding governors that their obligations were threefold:

- to be alert to possible safeguarding issues;
- to ensure that appropriate systems and processes were in place; and
- to keep their knowledge of safeguarding up to date.

She commended the ETF online training module to any governor wishing to refresh their understanding of these important responsibilities.

## **7. Principal's report**

7.1. Introducing his report, the Principal said that as well as summarising the main factors having an impact on the performance of the College since the Board had last met on 18 July, he had identified four specific points to note and four strategic issues that would require further consideration over the course of the year.

7.2. The four points to note were:

- the current funding and accountability consultation by the Department for Education (DfE), which (if adopted by the Greater London Authority (GLA)) posed a potential risk to current Community Learning provision as it appeared to focus exclusively on employability outcomes: the Institutes for Adult Learning (IALs) were emphasising the need also to consider broader social outcomes such as health and wellbeing. Governors noted that a new ministerial team was now in place at the DfE, including key players who had in the past shown some understanding of the social mission of Morley and other IALs;
- the recruitment of a new Centre Principal for the Waterloo Centre for Adult Education following the appointment of Gerald Jones as Director for Community Learning. Governors were asked to use their personal networks to make this opportunity more widely known;
- a very full programme of activities celebrating Black History Month; and
- the handover (today) of the North Kensington Centre following renovation by the DfE; governors were encouraged to visit. Asked why the College was paying for some elements of the fitting-out of the Centre, the CFO explained that these related to design choices that the College had made (for example, lift access controls to allow public access to parts of the ground floor while keeping learning and teaching areas secure). He confirmed that the DfE contract covered most of the IT infrastructure that was now being installed.

7.2. The four strategic issues for further consideration were:

- the statutory requirement for colleges to review the extent to which they meet local skills needs; this would be addressed through a curriculum review, the scope of which would be discussed by the Curriculum and Quality Committee at its meeting on 28 November;
- the possible reclassification of Morley to the public sector, which had possible implications for governance and finance: a decision was expected shortly from

the Office for National Statistics, following a process that did not involve consultation. The Principal reminded governors that (unlike FE Corporations) Morley and other IALs had hitherto consistently been classified as private sector entities. The Clerk agreed to report further to the Audit Committee on the implications; he had requested guidance from the Charity Commission, although he did not expect any decision to have a direct effect on Morley's charitable status;

- the impact of the rising cost of living on the student body: in answer to a question, the Principal said that the CPDO was preparing a demographic analysis of students enrolled on unaccredited courses, to determine whether external factors, combined with the four per cent increase in the majority of fee rates, had had any impact on the number of disadvantaged students enrolling; and
- the need to update the longer-term financial plan to show when and how the College would achieve a financially sustainable ongoing level of financial performance.

7.3. Governors welcomed the approach that the Principal had taken to highlighting these issues and agreed that the 6 February Strategy Development Session (see Minute 8.1 below) should focus on medium-term financial planning, including pricing strategies. The College also needed to investigate some of the new types of provision that the GLA was seeking to promote (and to fund), to see if there was a fit with the Morley curriculum.

7.4. The Principal then summarised the outcomes of the follow-up diagnostic assessment visit made by a team from the FE Commissioner's Office on 13 October, thanking those governors who had met the team and answered questions. Although the post-visit report had not yet been received, the team had, on the basis of the documentation that it had seen and its interactions with governors, reaffirmed its confidence in the Governing Body and in the College's 'impressive' management of its finances, including its detailed scenario planning and its readiness to take a long-term strategic view of its future. The Principal expected the report, when received, to conclude that no further visits were necessary (although the quarterly monitoring of merger plan delivery would continue).

7.5. The Principal added that the College remained broadly on track to deliver a budget surplus in 2022-23, although there had been a slight drop in the rate of enrolment on unaccredited courses over the month of October and the latest forecast was of a surplus £100k less than budgeted. Overall, the recruitment outlook was promising, with 16-18 recruitment 40 per cent higher than in 2021-22 and HE recruitment up by 30 per cent.

7.6. Questioned about the branding of the three centres, the Principal said that the 'skills' referred to in the title of the North Kensington Centre for Skills were specifically those required in the local community. This differentiated the North Kensington Centre from the other two centres, whose titles expressed a particular focus on certain types of provision. Centre Principals would now be working to articulate a clear vision for each centre.

## **8. Finance, Resources and Sustainability Committee**

8.1. The Board received and considered the minutes of the Committee's recent meeting and accepted the recommendation that the 6 February Strategy Development Session be substantially devoted to the development of a new five-year financial plan.

- 8.2. The Committee Chair reported that the meeting, which had been attended by four governors who were not committee members, had had a thorough discussion of the College's financial position, including consideration of options to restrain costs, for example by postponing any pay increase for staff. The Committee had gained confidence from the modelling that had been undertaken that the income projections were prudent, although fee income would need to be kept under constant review.
- 8.3. The Committee had resolved not to implement at this stage any of the contingency plans that had been prepared, but had been satisfied that cost savings had been identified sufficient to cover the budgetary shortfall of £549k that would materialise in the 'worst case' scenario.
- 8.4. The Committee had also agreed that, as well as re-visiting pricing and the price elasticity of demand for unaccredited courses, with the help of market data from the Vector service to which the College subscribed, the Strategy Development Session should look carefully at costs other than the direct costs of curriculum delivery.

## **9. Pay award**

- 9.1. Reviewing the proposal for a pay increase of three per cent for all staff (including both permanent staff and sessional lecturers), governors noted that the budgeted increase was well below the current rate of price inflation. There remained, therefore, a risk of staff dissatisfaction. While recognising that the financial plan for 2023-24 provided for a further three per cent increase, governors asked for consideration to be given to the payment of an additional non-consolidated bonus if, in the course of the year, it became apparent that net income was likely to be significantly above budget.
- 9.2. Governors also noted that some HE Institutions were providing higher increases of up to seven or eight per cent to their lowest paid staff and to staff employed by external contractors. The CFO said that all College staff and contractors' security staff were paid at or above the London Living Wage. The cleaning contract was due for review in January and, while it might be challenging to include a requirement that all contract staff be paid the London Living Wage, he would discuss with the CPO the option of providing wider access to staff benefits such as were available through the reward platform My Morley. He added that, following an academic contract review, some lecturers formerly employed by Kensington and Chelsea College had already seen increases in their pay.
- 9.3. The CPO added that the People Strategy that was in preparation would address the issue of low pay directly. She also drew governors' attention to the support available to staff facing financial or other difficulties.
- 9.4. Following further discussion, the Board agreed to approve the proposed pay increase.

## **10. Governance and Nomination Committee**

- 10.1. The Board received and considered the minutes of the Committee's recent meeting and the Annual Report of the predecessor committee, the Search and Governance Committee, for 2021-22, which demonstrated that that committee had effectively discharged its responsibilities in accordance with its terms of reference. Reviewing the Governance Self-assessment Report (SAR) and Quality Enhancement Plan (QEP), the board was satisfied that the key strengths of governance at Morley were:
  - i. a clear understanding of the College's mission, vision and strategy, with a robust Strategic Plan and effective arrangements for monitoring its implementation;

- ii. a strong commitment to the values and ethos of the College;
- iii. rigorous monitoring of performance, supported by high-quality reports, including detailed performance analysis, with further assurance, particularly in relation to financial controls, risk management and safeguarding, provided through the work of well-focused and well-led committees;
- iv. a good balance of support and challenge to the Senior Leadership Team, founded on a shared understanding of the respective roles of governance and management; and
- v. a systematic approach to reviewing and seeking continuous improvement in governance performance and effectiveness.

10.2. The Board also agreed that the following were areas for enhancement (AfEs) in 2022-23:

- i. to develop closer engagement with students, staff and other stakeholders and build strong relationships through regular interactions and accessible and transparent communications that encourage feedback;
- ii. to promote greater diversity within the Governing Body and the Senior Leadership Team through rigorous analysis of skills needs, careful succession planning and appropriate professional development; and
- iii. to ensure that governance processes, including board and committee papers and the management of meetings, enable the Governing Body to focus on strategic issues by presenting strategic challenges and encouraging the exploration of solutions based on accurate, relevant and timely information.

and to adopt the Post-review Governance Action Plan as the 2022-23 QEP.

10.3. Asked about the proposal in the Action Plan to increase diversity through co-option onto committees, the Clerk said that, while the appointment of additional committee members (whether from within or without the membership of the Governing Body) was a matter for the Board, decisions would be informed by the reviews of skills and experience that all committees were asked to undertake annually and that were included in their work programmes.

10.4. While agreeing that there was still much to develop the cross-cutting strategic theme of Environmental Sustainability, which had been an AfE in the Governance QEP for the last two years, governors recognised that action in this area was for management rather than governance and were content that progress would be actively monitored by the FRS Committee, with further assurance coming through the Governor Engagement Programme. They asked, however, that the College take further steps to advertise its commitment to sustainability goals, for example by joining other bodies that had declared a climate emergency.

10.5. The Principal said that the College had taken and was taking action in this area (for example, by not only reporting but also taking steps to reduce its carbon emissions) and continued to seek to engage students in initiatives such as Sustainability Week (5-9 June 2023). He had also highlighted the climate emergency in an interview broadcast on Morley Radio. He acknowledged, however, the importance of the College not only publicising what it had done but also being explicit about its aspirations for the future.

10.6. Following discussion, it was agreed that consideration should be given to publishing a sustainability page on the College website which would refer to the sustainability initiatives incorporated in the Estates Strategy (and particularly evident in the design of the renovated North Kensington Centre), the work of the Sustainability Steering Group and the opportunities presented by Sustainability Week.



- 10.7. Governors also approved the Board Development Programme for 2022-23, noting that the proposed webinar on funding and finance was likely to be replaced by a seminar at the start of the 6 February Strategy Development Session. The Chair thanked the Policy and Governance Officer for her work in putting in place what appeared to be a well-supported Governor Engagement Programme.
- 10.8. The revised terms of reference for the Curriculum and Quality, External Relations, People and Remuneration Committees were approved without further discussion.
- 10.9. In relation to the appointment of a replacement Clerk and Company Secretary, the Board was content to delegate the management of the recruitment and selection process to the Governance and Nomination Committee, while reserving the right to make the final appointment and to agree its terms. The Committee was asked to keep an open mind on whether the role was part-time or full-time: while the advantages of the current model of a part-time Clerk supported by a full-time Policy and Governance Officer (with other non-governance responsibilities) was agreed to work well, it was important not to limit the pool of potential candidates.

## **11. Other business**

A governor asked what opportunities would be provided in 2022-23 for governors to meet informally outside meetings, development sessions and structured engagements. The Clerk said that there would be seasonal refreshments immediately after the 12 December board meeting. There would also be an awards evening in early July to which all governors, as well as a number of stakeholders, would be invited. The CMEO asked governor also to make themselves available, if possible, for a stakeholder event at North Kensington on 19 January and the official opening of the North Kensington Centre on 20 April.

## **12. Date of next meeting**

Confirmed as Monday 12 December 2022 at 4.30 pm at the Waterloo Centre.

The meeting ended at 6.45 pm

Martin McNeill  
Clerk to the Governing Body

Confirmed as a correct record at the meeting held on 12 December 2022

and signed by.....(Leisha Fullick) (Chair of that meeting)

## SCHEDULE OF OUTSTANDING ACTIONS

Minute	Action	Responsible	By when	Progress
<b>22 March 2021</b>				
8.5	Consider including 'percentage variance' column in management accounts  Update November 2021  Format to be reviewed and any changes introduced from 2022-23	CFO	From November 2022	
<b>28 March 2022</b>				
7.1	Consider including question on impact on provision for local needs in cover sheets for reports  Update October 2022 (Minute 5.1)  Proposal for review of provision for local needs to be considered by CQ Committee	Deputy Principal/ Clerk with SLT	12 December 2022	
<b>18 July 2022</b>				
7.4	Consider including presentations from Morley Gallery and Morley Radio in pre-board videos or at meetings  Update October 2022 (Minute 5.4) to be considered at next GN Committee meeting	GN Committee	23 January 2023	
9.8	Show potential for variance in each main budget line, with long-term implications	CFO	9 May 2023	
13.2	Consider how more detail of achievement rates on accredited courses could be made available for governor scrutiny  Update October 2022 (Minute 5.10)  Details to be provided to CQ Committee	Deputy Principal	28 November 2022	

Minute	Action	Responsible	By when	Progress
<b>31 October 2022</b>				
10.6	Consider creating Sustainability page on College website	Principal/ CMEO	31 December 2022	