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**Present:**

Ms Leisha Fullick, External Governor (**Chair**)  
Mr Victor Olowe, External Governor (**Vice-chair**)  
Miss Justine Brian, External Governor  
Mr Alex Cole, External Governor  
Mr Nic Durston, External Governor  
Ms Gill Evans, External Governor (by Teams)  
Ms Heather Fry, External Governor  
Mr Jerome Godfrey, Student Governor (by Teams)  
Dr Andrew Gower, Principal and Governor  
Mrs Gail Le Coz, External Governor  
Ms Susan Lindsey, External Governor  
Ms Jessie Peramal, External Governor  
Dr Melissa Score, Staff Governor  
Mr Jonathan Slater, External Governor  
Mr James Ward, External Governor  
Mr Raymundo Zuñiga, External Governor

**Absent:**

Mr Pedro Dias Ferreira, External Governor  
Ms Moyra Samuels, External Governor  
Miss Marshal Ngcongco, Student Governor  
Mrs Debbie Ryle, Staff Governor

**In attendance:**

Mr Jon Cole, Chief Planning and Data Officer (by Teams)  
Mr Ralph Moran, Chief Finance Officer  
Mr Matthew Cunningham, Chief Marketing and Engagement Officer (by Teams)  
Ms Alison McNamara, Chief People Officer  
Ms Bushra Iqbal, Vice Principal (Curriculum Impact) and Centre Principal Waterloo  
Centre for Adult Education  
Mr Camilo Salazar, Morley Radio Manager  
Mr Matias Shortcook, Vice Principal (Innovation, Quality and Performance) and Centre  
Principal Chelsea Centre for Creative Industries  
Mr Martin McNeill, Clerk to the Governing Body and Company Secretary  
Ms Georgia Cocks, Director of Governance  
Ms Katherine Cleator, Policy and Governance Officer

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**RESOLUTIONS**

- To confirm the following minutes of the Board meetings: (i) 27 March; (ii) 27 March (confidential minutes); and (iii) 5 June 2023 (paras 4 & 5.1)
- Subject to a minor change, to approve the new strategic position statement wording (para 6.14)

- To receive and consider the draft minutes of the Curriculum & Quality Committee meeting held on 12 June 2023 (para 8.1)
  - To approve a Constitution for the Student Council (para 8.2)
  - To approve for publication a report on the College's arrangements for meeting local learning needs (para 8.4)
  - To receive and consider the following minutes of the FRS Committee meetings: (i) 9 May 2023; (ii) 9 May 2023 (confidential minutes); and drafts of (iii) 27 June 2023; (iv) 27 June 2023 (confidential minutes) (para 9.1)
  - To approve the proposed budget for 2023-24 and financial plan for 2024-26 (para 9.7.1)
  - To approve the 2023/24 pay award (para 9.7.2)
  - To approve the revised Fees and Refunds Policy (para 9.7.3)
  - To award the three-year cleaning contract to Churchill Contract Services (para 9.7.4)
  - To delegate the energy contract renewal and agreement up to a maximum cost of £750k per annum (para 9.7.5)
  - To approve the Adult Education Budget sub-contracting for 2023/24 with The Skills Network (para 9.7.6)
  - To receive and consider the following draft minutes of the Governance & Nomination Committee meetings: (i) 15 May 2023; and (ii) 15 May 2023 (confidential minutes) (para 10.4)
  - To re-appoint retiring governors (para 10.5)
  - To approve the approach to be taken to Governing Body self-assessment in 2023 (para 10.6)
  - To approve a set of principles for the use of College IT systems by governors (para 10.7)
  - To approve the Governor Engagement Programme for 2023-24 (para 11.1)
  - To make appointments to committees and to positions of responsibility within the Governing Body for 2023-24 (para 11.2)
  - To set KPI targets for 2023-24 (para 12.2)
  - To receive and consider the draft minutes of the External Relations Committee meeting held on 24 April 2023 (para 13)
  - To receive and consider the draft minutes of the Audit Committee meeting held on 20 June 2023 (para 14.1)
  - To receive and consider a Risk Management Report (para 14.2)
  - To approve revisions to the Financial Regulations para 14.3)
  - To approve a revised Data Protection Policy (para 14.4)
  - To approve the proposed internal audit plan for 2023-24 (para 14.5)
  - To approve the proposed external audit strategy for 2022-23 (para 14.6)
  - To receive and consider the draft minutes of the People Committee meeting held on 26 June 2023 (para 15)
  - To approve the terms of reference of the Committees (para 16)
  - To approve the revised programme of meetings and a Governing Body work programme for 2023-24 (para 17)
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## **1. Apologies for absence and quorum**

Apologies for absence were received from Mr Pedro Dias Ferreira and Mrs Debbie Ryle and were accepted. The Clerk confirmed that the meeting was quorate.

## **2. Welcome, introduction and declarations of interest**

2.1. The Chair welcomed all present and introduced the new Director of Governance. The Director of Governance outlined her background and previous experience including as a City lawyer, Governance Manager and Company Secretary of a sport for development charity and Chair of Governors of a Primary School.

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 Morley Radio Manager (MRM) outlined the strategy of Morley Radio and Morley Studios as encompassing student engagement, engagement with the communities we serve, celebrating equality, diversity and inclusion and promoting the radio brand. Morley Radio has become an integral part of the Morley experience and engagement is increasing. Students record a wide variety of Podcasts and we are trialling different development areas such as fashion, music production and ESOL. There are currently 870 podcasts available including Art Cast (interviews with leading artists), Student stories, Esports, opera and radio dramas. We are engaging the communities we serve, through work such as 'Remembering Grenfell', a collaboration with the Grenfell Tower Memorial Commission and Portobello Radio.

3.2. Morley Radio also promotes and celebrates equality, diversity and inclusion. To celebrate Black History month a series of podcasts was produced entitled 'From the Romans to Windrush', we also have a podcast produced with Chelsea Theatre to mark World Aids Day and a regular live world music show. The Morley brand is promoted by working with the marketing team and the curriculum teams to attract students to Morley College London.

3.3. The numbers reflect our growth in popularity. We have had 51,000 plays of 'on demand' content and the live listener minutes have grown from 100k in 2020 to 380k up to the end of June 2023. The strategy for the next four years is to prioritise the development of the live schedule and further embed Morley Radio into the curriculum. We are working to launch a Radio Production level 3 qualification in September 2024.

3.4. We use the Morley Radio to get news out to students with a podcast from each of the Centre Principals on a rotation basis. We are also looking at developing local news coverage although there are some resourcing challenges.

3.5. The MRM confirmed that Morley Radio did not generate revenue through advertising as this was a declining market generally, but he was exploring the potential for advertising within Podcasts as a growth area in the broadcast sector. Morley Radio has however started looking into hiring out their expertise and facilities as a production house. The team is small and the challenge is to not let this detract from supporting our students. Governors thanked the MRM and were pleased to learn about the Morley Radio initiatives and growth.

*At this point the MRM left the meeting*

#### **4. Minutes of 27<sup>th</sup> March meeting**

The Board received and confirmed the minutes of the meeting held on 27<sup>th</sup> March 2023 and the confidential minutes of 27<sup>th</sup> March and authorised the Chair to sign those minutes as a correct record of the meeting. It was noted that the action points were marked green and that these actions could be closed.

#### **5. Minutes of 5<sup>th</sup> June 2023**

5.1. The Board agreed to confirm the minutes of the meeting held on 5<sup>th</sup> June 2023 and to authorise the Chair to sign those minutes as a correct record of the meeting. The Clerk added that on the outstanding actions the updated meeting invitations would be sent out after this meeting.

5.2. The Chair invited the Principal to update the Board on the restructuring. The Principal said it was progressing well, including the appointment of Dr Melissa Score as Head of School for Essential Skills across the College. Governors congratulated her on the appointment.

5.3. The Chief People Officer then added that the current restructuring has come to a close and of the five posts at risk, the College had now retained four, with one staff member leaving by reason of redundancy. The Chair asked for an update in due course on how the new structure was going.

#### **6. Principal's Report**

6.1. The Principal drew the Board's attention to certain highlights in his report as set out below. He thanked governors for supporting the series of very successful events that had taken place recently including the official opening of the North Kensington Centre for Skills in May and the Morley Awards on 10<sup>th</sup> July. The Principal particularly thanked the Chief Marketing and Engagement Officer and his team for making these fantastic events happen.

6.2. Among the capital allocations to Morley recently confirmed by the Department for Education (DfE), the College is set to receive a total allocation of £5.8M from the Further Education Capital Transformation Fund: £1.3M this year and £4.5M next year. The College can now invest in the areas where the condition of our estate is poorest, including the Waterloo Centre roof. We are also going to be thinking creatively about how we can use some of this funding to provide capacity for our courses where there are waiting lists such as ceramics and jewellery. We will need strong governance around selecting the capital projects, reporting on progress and managing the risks. By the time of the Finance Resources and Sustainability Committee meeting on 13<sup>th</sup> November, there will be a completed Estates Review that will include the priority projects and the discretionary ones to help us respond to student demand.

6.3. The Principal added that he wanted to recognise the work done by student services to achieve the Matrix re-accreditation, the international quality standard for organisations that deliver information, advice and/or guidance (IAG). After a three-day assessment the College was successful in maintaining the Matrix Standard, with accreditation approved for the next three years.

Congratulations to the Head of Student Services and the Careers & IAG Officer.

- 6.4. In terms of applications and enrolments, we have ended the year 6% up on student enrolments overall, about 1400 more enrolments. The only category that is down on last year is 19+ level 3 accredited advanced learning (-16%).
- 6.5. Prospective students are leaving it late to apply for courses and we have various initiatives planned to boost enrolment for the next academic year including open enrolment at the North Kensington Centre for Skills and the Chelsea Centre for Creative Industries, introduced by the Vice Principal for Student Engagement to boost 16-18 year old enrolment. The numbers for accredited courses are lower than we would like although the number of offers that have gone out is satisfactory, and therefore we anticipate an improving conversion rate.
- 6.6. There is a degree of risk around the numbers for 16-18 year olds, 19+ and Higher Education. The good news is that there is a 52% uplift in enrolments for short courses, 422 more enrolments than this time last year. This is starting to show the impact of the ecommerce platform being in place.
- 6.7. The other good news is the investment in the higher technical qualifications supported by the Higher Technical Education Skills Injection Fund, to establish three Higher Technical Qualification (HTQ) pathways at the North Kensington Centre for Skills from September 2024, in Business Administration, Accounting and Finance and Legal Services.
- 6.8. The Principal gave an update on the 2023/4 pay negotiations and the proposal for approval by governors is in the budget paper. It is for a 5% consolidated award for all staff (excluding Senior Post holders) and a non-consolidated award to the lowest paid members of staff (those paid below £25k), with the pay award to be implemented from August 2023. There are various other benefits including an improved discount on Morley courses. Following negotiations with the Trade Unions, the members of the UCU and Unison have accepted the pay proposal and this local agreement heads off any national action.
- 6.9. The Principal drew governors' attention to the announcement at the end of last week from the Secretary of State about investment in FE colleges. The pay awards would be paid through improvements in the funding rates for 16-18 year old provision. This is favourable for most FE colleges where 16-18 funding makes up approximately 54% of their total funding. At Morley however, this is only 11% of our total. The Principals of the Institutes of Adult Learning have written to the Secretary of State to highlight this discrepancy.
- 6.10. The Chelsea Centre renovation has now commenced so we look forward to that being completed on the 16th of October.
- 6.11. Following the strategy development session facilitated by Steve Matthews on 5<sup>th</sup> June, we have the new proposed strategic position statement 2023 for discussion and approval.
- 6.12. The Chair invited comments and questions. The Chair asked if we are going to be able to spend the £1.3m in time from the Further Education Capital Transformation Fund that is allocated for this year. The Principal replied that

we have until March 2026 to spend the money from the fund. We have to do a first return by the end of July and we will be reporting that we intend to spend money on the parts of our estates that are in the poorest condition such as the leaking roof at the Waterloo Centre. The specific projects will be approved by governors after they have seen the full range of options arising from the Estates Review. We will ensure any projects selected can be comfortably completed before the deadline. The Chair added that it is going to be important for the Governing Body and its Committees to be as equally focused on capital expenditure as they have been on the management of revenue expenditure over the last couple of years. She understands that we will be able to spend some of the funding on recruiting or engaging staff to manage the projects. In response to a question from governors about sustainability, the Chief Financial Officer (CFO) confirmed that it will be an important factor in all projects.

6.13. Governors would welcome, in due course, a discussion on the cost-benefit analysis of whether to appoint an external project manager on our capital projects.

6.14. The Vice-Chair had a query on the proposed strategic position statement 2023. In the previous statement we referred to Morley's 'distinctive' character based on the conclusions that we are not open to new partnerships where this would be diminished. The word 'alignment' suggests that we would be open to a takeover. The Principal agreed to take another look at this wording. Subject to this minor change, the Governors resolved to approve the new strategic position statement.

## **7. College performance in 2022-23**

Noting that the Spring Term KPIs had already been scrutinised by the Finance Resources and Sustainability (FRS) and Curriculum and Quality (CQ) Committees, the Chair invited any questions from governors on the KPIs and the Management Report for the nine months ending 30<sup>th</sup> April. No further questions were raised.

## **8. Curriculum and Quality (CQ) Committee**

8.1. The draft minutes of the meeting held on 12<sup>th</sup> June 2023 were received and considered and there were no comments.

8.2. Committee members recommended to the Board the new constitution for the Student Council. They reported that good progress had been made, the new constitution simplifies and clarifies the role and responsibilities of the Council and new arrangements have been put in place to have a standalone budget, but not a separate bank account. Governors approved the new Student Council constitution. It was also agreed that the Student Council should be on the agenda of the June 2024 CQ Committee to see how the Council and student engagement are progressing.

8.3. The Chair of the CQ Committee commended the Local Needs report to the Board. This was commissioned to meet the statutory requirement for Governing Bodies to review how well the education or training provided by the institution meets local needs, and to consider what action might be taken in order to better meet those needs. It contains recommendations that will have an impact on curriculum strategy and it places emphasis on levels one and

two and how they flow through into the higher levels. It also has some helpful suggestions about engaging local stakeholders.

8.4. Governors approved the College's Meeting Local Needs Report 2023 and publication of the Executive Summary on the College's website. An update on the suggested actions in the report was requested in six months/ a year.

## **9. Finance Resources and Sustainability (FRS) Committee**

9.1. The governors received and considered the following draft minutes of the FRS Committee meetings: (i) 9<sup>th</sup> May 2023; (ii) 9<sup>th</sup> May 2023 (confidential minutes); (iii) 27<sup>th</sup> June 2023; and (iv) 27<sup>th</sup> June 2023 (confidential minutes).

9.2. The Chair of the FRS Committee summarised the Committee's main considerations from the meetings in May and June as: the budget and pay; capital grants; sustainability; the digital strategy; the fees and refunds policy; and the cleaning contract. The budget is showing a modest surplus and it is based on the financial framework agreed by the Board. 'Core' income is budgeted to be nearly £21 million. The Committee recommends the budget to the Board while recognising that there are some medium term challenges around pay increases in years two and three.

9.3. The Board Chair invited comments or questions on the proposed budget for 23- 24 and the financial plan for 24- 26. Governors welcomed the budget as being prudent and realistic and it shows that Morley is in a better place financially than it has been for some years.

9.4. Following questions from governors, the CFO explained that the core figures are based on last year's performance and the growth numbers are those agreed with curriculum managers as possible to deliver. In previous years the enrolment targets have not been met but we set the budget on the conservative assumption that we will achieve 80% of our target. There are some pressure points in enrolment as outlined in the Principal's report but we are reasonably confident these can be overcome.

9.5. On the £300k cost savings, the CFO explained that 50% of the savings comes from a reduction in subcontracting. Next academic year we are planning to deliver a smaller curriculum offer so staff hours will be lower. We are confident we can achieve the savings subject to inflationary pressures. We are currently testing the energy market through brokers for our energy contract renewal and it seems that the costs are going to double to around £750k per annum. We can accommodate doubling of costs and we have a contingency if needed.

9.6. The Chair thanked the CFO and his team for all the hard work that has gone into producing the budget. She also acknowledged the work of the FRS Committee in taking the Board through the issues.

9.7. The Board agreed to:

9.7.1. approve the proposed budget for 2023-24 and financial plan for 2024-26

9.7.2. approve the 2023/24 pay award, which is a 5% consolidated award for all staff (excluding Senior Post holders) and a non-consolidated award to the lowest paid members of staff (those paid below £25k), with the pay award to be implemented from August 2023.

9.7.3. approve a revised Fees and Refunds Policy

- 9.7.4. approve the three-year cleaning contract with a total value of £1.14 million plus VAT to Churchill Contract Services
- 9.7.5. delegate the energy contract renewal and agreement up to a maximum cost of £750k per annum for a period of 22 months.
- 9.7.6. approve the Adult Education Budget sub-contracting for 2023/24 with The Skills Network.

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

- 10.1. The Chair of the Committee reported that committee members had had a discussion with the Head of Student Services and they strongly recommend that student voice be further developed. We look forward to working with the Head on this. The Accountability Statement was submitted in June and is now on the employability section of the website. We also concluded that our compliance with the current Code of Governance is good with just a couple of areas for strengthening relating to sustainability. The Association of Colleges is bringing in a new Code of Governance so we will need to review the changes in due course.
- 10.2. There are a number of retiring governors (Victor Olowe, Gail Le Coz, James Ward, Gill Evans, Moyra Samuels, Pedro Dias Ferreira and Jerome Godfrey). Pedro Dias Ferreira has indicated that he is not able to continue as a governor due to work commitments. Jerome Godfrey, having left Morley College London is stepping down as a student governor. Both the Chair and the Clerk have been unable to contact Moyra Samuels to ascertain her position so the Chair felt she could not recommend Moyra's reappointment. All other retiring governors, have indicated their willingness to carry on in their roles for which the Chair thanked them.
- 10.3. The Governing Body agreed to:
- 10.4. receive and consider the draft minutes of the meeting held on 15<sup>th</sup> May 2023 and the draft confidential minutes of the meeting held on 15<sup>th</sup> May 2023
- 10.5. re-appoint the following retiring governors: Victor Olowe for a further two-year term in his role as Vice-chair and Gail Le Coz, James Ward and Gill Evans each for a further term of four years.
- 10.6. approve the approach to be taken to Governing Body self-assessment in 2023
- 10.7. approve the set of principles for the use of College IT systems by governors

## **11. Other Governance Matters**

- 11.1. The Clerk explained that the Governor Engagement Programme for 2023-24 has been streamlined to include two learning walks per term for each Centre. The Governor Engagement Programme for 2023-24 was approved.
- 11.2. The Clerk stated that he had not had any indication that the current governor leads wanted to change or that other governors wanted to take up any of the lead roles. Susan Lindsey did however request that for 2024-25,



one of her two roles be held by someone else. It was therefore agreed that the following be reappointed for 2023-24:

- 11.2.1. Vice-chair - Victor Olowe
- 11.2.2. Careers Education and Guidance - James Ward
- 11.2.3. Equality, Diversity and Inclusion - Gill Evans
- 11.2.4. Health & Safety and Sustainability - Susan Lindsey
- 11.2.5. Safeguarding - Justine Brian

## **12. Key Performance Indicators**

12.1. The Chief Planning and Data Officer (CPDO) explained that the KPI paper had gone through FRS and it builds on the current set of KPIs. We are developing a new KPI dashboard for delivery of KPIs in 2023/24. The only significant change to the KPIs is the addition of new measures to support the environmental sustainability action plan (around energy use and emissions). The CFO has been asked to work with the Sustainability Steering Group to set the appropriate target level of reduction. Governors commented that the Board needs to be more systematic about how we are going to get to net zero by 2040 and monitoring progress.

12.2. The KPIs were approved by the Board.

## **13. External Relations Committee**

The draft minutes of the meeting held on 24<sup>th</sup> April 2023 were considered and approved.

## **14. Audit Committee**

14.1. The Board received and considered the approved draft minutes of the meeting held on 20<sup>th</sup> June 2023.

14.2. The Chair of the Audit Committee highlighted two risks in the Risk Management Report where both the probability and the impact have increased; failure to recruit and retain competent and committed staff (now high), and failure to prepare for a major system outage or data breach, including a cyber-attack (now very high). A governor asked if there is anything else the Board should be discussing about steps to retain good staff. The CPO outlined the steps we are currently taking to mitigate the risk. Salaries are continuing to be an issue but we are working hard on all the surrounding benefits.

14.3. The Committee Chair reported that, following the determination of the Office for National Statistics (ONS) that institutions in the FE sector were public bodies, revisions to the Financial Regulations had been made to take account of the new requirements. The Board approved the revisions to the Financial Regulations.

14.4. The CPDO said that the revised Data Protection Policy now brings together the data protection and data retention policies into one, with no significant changes. There is currently a Data Protection and Digital Information Bill going through Parliament which may become law in the next

12 months, in which case we may need to review the policy again. The revised Data Protection Policy was approved.

14.5. For the Internal audit plan for 2023-24 the Committee is recommending the adoption of a plan comprising reviews of learner number systems, key financial controls, business continuity and the learner journey. Governors approved the Internal Audit plan.

14.6. The Chair of the Committee and the CFO outlined the main points on the external audit plan. It is not substantially different from previous years apart from a couple of changes around IT and the ONS reclassification. We have agreed the deadlines and the CFO does not see any issue with completing it. We have already successfully completed the teachers' pension audit. The external audit strategy for the 2022-23 financial statements and regularity assurance review was approved.

### **15. People Committee**

The minutes of the meeting held on 26<sup>th</sup> June were received and considered. The People Committee Chair said that most of the points had already been covered by the CPO. She added that in the autumn the Committee would be looking at the benefits package, in addition to pay. The results of the staff survey also indicated that there is more work to be done on communication gaps and cascading SLT decisions more effectively. Governors commented that this is a common issue and not unique to Morley.

### **16. Terms of Reference**

The terms of reference of the committees were approved.

### **17. Work programme and meeting arrangements**

The revised programme of meetings and the consolidated Governing Body work programme for 2023-24 were approved subject to the amendments to the CQ Committee work programme as requested by the CQ Committee at their meeting on 12 June.

### **18. Any other business**

18.1. The Governing Body thanked the retiring governors (Pedro Dias Ferreira, Moyra Samuels and Jerome Godfrey) for being such outstanding colleagues and for their superb contribution.

18.2. As this was the last Board meeting for the Clerk and Company Secretary, governors expressed their heartfelt thanks for his support, advice and expertise. They hoped that there would be a further opportunity to say goodbye.

### **19. Date of next meeting**

Confirmed as Monday 30<sup>th</sup> October 2023 at 4.30 pm at the North Kensington Centre.

The meeting ended at 6.40 pm

Georgia Cocks  
Director of Governance

Confirmed as a correct record at the meeting held on 17 July 2023 and signed  
by.....(Leisha Fullick) (Chair of that meeting)

## SCHEDULE OF OUTSTANDING ACTIONS

| Minute               | Action                                                                                  | Responsible                        | By when        | Progress                                       | Closed |
|----------------------|-----------------------------------------------------------------------------------------|------------------------------------|----------------|------------------------------------------------|--------|
| <b>17 July 2023</b>  |                                                                                         |                                    |                |                                                |        |
| 5.3                  | Update on how the new structure is embedding following the restructure                  | CPO                                | October 2023   |                                                |        |
| 6.14                 | Strategic position statement 2023                                                       | Principal                          | 21/07/23       | Wording agreed. On 'Information for Governors' | Y      |
| 8.2                  | Student Council to be on the agenda of the June 2024 CQ Co. to track student engagement | Dir. of Gov                        | June 2024      |                                                |        |
| 8.4                  | Meeting Local Needs Report 2023 – update on suggested actions in six months.            | Vice Principal (Curriculum Impact) | February 2025  |                                                |        |
| 10.1                 | Review changes to the new Association of Colleges Code of Governance                    | Dir. of Gov                        | September 2023 |                                                |        |
| 17                   | Amend the CQ Co. work programme as set out in the CQ Co. minutes of 12 June             | Dir. of Gov                        | July 2023      | Done                                           | Y      |
| <b>27 March 2023</b> |                                                                                         |                                    |                |                                                |        |
| 9.5                  | Accompany Gender Pay Gap Report with comparative data from other IALs or FE Colleges    | CPO                                | March 2024     |                                                |        |