



MINUTES OF TRC CORPORATION MEETING - MONDAY 10th DECEMBER 2012 AT 6.00PM

PRESENT:

Mr J F Bingham (JFB) (Chairman); Dr R J G Bloomer (RJGB); Mrs J Bolton (JB); Mr J F B Clark (JFBC); Ms J Collier (JC); Mrs R Hill (RH); Dr A Khan (AK); Mr Z Nazir (ZN); Dr J Stevens (JS); Mr D Suter (DS); Mrs A Todd (AT); Mr J C Wainwright (JCW); Dr P R Williams (RW)

In Attendance:

Mr M Patterson (MP) VP Finance and Resources
Mr T Dowling (TD) VP Teaching and Learning
Mr N Candy (NC) Acting Clerk to the Corporation

JFB welcomed AT to her first Corporation meeting following her nomination as a Parent Governor. The Board also noted VA's recent nomination as a Staff Governor.

Action

1 Apologies for absence:

Miss V Allen (VA); Mr D Fitzgerald (DF); Mrs J Powell (JP)

(Meeting quorate)

2 Declaration of Interests.

No interests were declared in respect of agenda items; however, members reserved the right to declare an interest at any stage of the meeting.

3 Minutes dated 22nd October 2012

The minutes of the meeting held on 22nd October 2012 were signed without amendment.

4 Matters arising (not covered by agenda items)

Members noted that all action points had either been resolved or were agenda items for this meeting.

5 Corporation matters

5.1 FF / Gov / Res Committees [3rd December 2012]

(RH arrived during this item)

JFB referred to the draft minutes of the above meetings which had been tabled at this meeting.

(i) Foundation Fund Committee [3rd December 2012]

[JFB, JFBC, RJGB and JC declared an interest in this item as Feoffees]

The background as to the reasons for this proposed transfer of the Foundation Fund back to the Feoffees Charity were outlined and it was pointed out that under the proposed transfer the fund would be kept 'ring fenced' by the Feoffees and dedicated strictly for educational purposes. However, it was still intended to grow the fund to enable more financial benefits to be given to students in Rotherham. Impact on TRC would be negligible although there may need to be provisions made in future budgets for some of the costs associated with staging the annual celebration evenings which had hereto been provided by the Foundation Fund. The Foundation Fund committee had not thought this was necessarily a fit and proper purpose for this fund. No issues were raised.

The Corporation approved the transfer of the Foundation Fund to the Feoffees as proposed in the draft minutes of the Foundation Fund Committee meeting [3rd December 2012]

It was noted that new Terms of Reference will be required in respect of the Foundation Fund Committee will be required to reflect the Foundation Fund having been transferred to the Feoffees. These would be revised after the transfer but it would also require input from the Feoffees.

(ii) Governance Committee [3rd December 2012]

JFB referred to a recent meeting of the Search Group [28th November 2012]. This had included a meeting with a Mr Paul Jagger from Rotherham & Barnsley Chamber of Commerce. Mr Jagger had expressed personal interest in joining TRC Corporation but had also agreed to try and identify other potential governors through the offices of the Chamber to fill current and future vacancies as they arise. JCW and RJGB were to pursue this item with Mr Jagger and the Chamber

JCW /
RJGB

JFB commented on a 'legal expertise' skills gap within the Corporation and referred to a recent mailing shot undertaken by the Acting Clerk which had targeted four local firms of solicitors. Positive replies had been received from two solicitors, both from the same firm. JFB agreed to contact them accordingly to ascertain the level of their interest and their suitability to join the Corporation. Delegated authority was given to JFB to pursue this matter accordingly and to try and engage one of the candidates as a Corporation member under an appropriate category.

JFB

(iii) Resources Committee [3rd December 2012]

JFB commented that items discussed at the above meeting were agenda items for this meeting.

5.2 Disciplinary / Capability / Appeals Procedures

JFB referred to these three papers which had been distributed prior to this meeting and which had been discussed in detail by the Resources Committee [3rd December 2012]. He commented that the procedures had been reviewed and approved by the Chairs of the Audit, Q&S and Resources Committees under the delegated authority

granted to them by the full Corporation [22nd October 2012]. They had now been implemented by the College.

The Corporation approved the Disciplinary / Capability / Appeals Procedures as presented.

5.3 Accommodation Projects Update 2012

MP referred to the paper which had been distributed prior to this meeting. He commented that the resolution of outstanding issues with the LED lights for the All Weather Pitch (AWP) were in hand.

With regard to the IT Network Upgrades it was noted that the Resources Committee had recommended that NCC (National Computing Centre) should be engaged to review our existing data storage elements. JFBC queried the use of Windows 7 or 8; MP replied that the operating system we use would be explored as part of the consultancy exercise by NCC but that we would need to upgrade anyway as our existing systems, Windows XP, would soon cease to be supported.

The Corporation gave MP approval to move this project forward to the next stage of the consultancy process.

MP outlined the project to install two new 5-a-side pitches as detailed in the draft minutes of the Resources Committee meeting [3rd December 2012]. The payback for this project is highly attractive and will in addition provide a useful addition to TRC's sports areas and also be a good addition to the local community.

The Corporation gave MP approval to progress this project to the next stage with regard to applying for planning permission and issuing tenders if planning permission is granted.

5.4 Management Accounts October 12

MP referred to the paper which had been distributed prior to this meeting and which had been considered in detail by the Resources Committee [3rd December 2012]. The first six months looked healthy and nothing untoward had been identified within the accounts. No issues were raised.

The Corporation approved the Management Accounts October 2012 as presented.

5.5 Financial Statements 2011 / 12

JFB referred to the paper which had tabled at this meeting. He explained the background to the provision of £200,000 which had been included in the accounts in respect of an agreement with an organisation called Cleanmail Solutions. This issue is now in the hands of the College solicitors and hopefully will result in the College winning the consequent court case and not having to use this liability. MP commented that the college had no borrowings [p25] and was in a strong cash position. He highlighted the comment on p 33 in respect of the potential financial irregularity. JFB stated that, subject to us being successful in the legal case, there may still be some costs associated with the legal representation as it may be that although costs could be awarded against the defendants they may not have any money to pay

them. Equally, should the College lose the case (or have a partial result) it could be that the liability would increase slightly if we had to cover our costs and, possibly, those of the defendants. It was noted that our belief of our legal representatives was that we had a very good and solid case and the most likely outcome would be for us to be successful. JFB reiterated the point that there did not appear to have been any issues with the college's procedures in this case and the fact that this issue had been placed in the hands of our legal representatives was no reflection on the college.

The Corporation approved the Financial Statements 2011 / 2012 as presented.

5.6 Transfer of Foundation Fund to Feoffees

This item was dealt with under minute 5.1 above

5.7 Pension Staging date – Transitional delay to 1st October 2017

MP referred to the paper which had been distributed prior to this meeting, and discussed in detail by the Resources Committee [3rd December 2012]. No issues were raised.

The Corporation approved the delay to 1st October 2017 in respect of the Pension Staging date.

5.8 International Accounting Standards Change

MP referred to the paper which had been distributed prior to this meeting. He explained the variances in the holiday year for different categories of staff and proposed that the College holiday year should be brought into line with a fixed holiday year of 1st August – 31st July for everyone.

The Corporation approved MP's proposal to standardise the holiday year for all staff to 1st August – 31st July.

5.9 Frequency of Health & Safety Audit / Inspection

MP referred to this item which had been considered by the Resources Committee [3rd December 2012]. After some discussion it was agreed that there would continue to be an annual H&S inspection and a biennial H&S audit, with ad hoc inspections as appropriate. MP commented that an H&S audit undertaken by our insurance company will still be held annually.

The Corporation approved the H&S inspection / audit arrangements detailed above.

5.10 Audit Committee [26th Nov 2012]

JC referred to the draft minutes of the above meeting which had been distributed prior to this meeting. She commented on the usefulness of having joint representation of the Audit and Resources committees at the presentation of the 2011 / 12 Financial Statements and KIM by the external auditors on 26th November 2012. She also commended MP and his team on the speed with which the year end accounts had been produced.

5.11 Key Issues Memorandum [KIM]

MP referred to the paper tabled at the meeting and highlighted specific issues within it including aspects of FRS 3, FRS 12 and FRS 17. He also commented on para 1.5 [p6] which referred to the authorisation of governor's expenses; JC remarked that there was nothing untoward with regard to this item.

The Corporation approved the 2011 / 12 Key Issues Memorandum [KIM] as presented.

6 Ofsted inspection 2012 – Update & future strategies

6.1. Q&S Committee [26th November 2012]

JCW referred to the draft minutes of the above meeting which had been distributed prior to this meeting. It was noted that up to date Value Added data had not been available at the time of the recent inspection.

6.2 Post Inspection Action Plan [PIAP]

RW referred to the paper which had been distributed prior to this meeting. The actions identified in the paper were in hand as follows:

- All staff appraisals to be completed by Christmas 2012
- An electronic gradebook system as detailed in PIAP had been implemented
- A Performance Management System had now been implemented
- Target setting had been linked to appraisals to ensure that targets were rigorous, fair and consistent at all levels.

There was a robust discussion around target setting and the provision of speedy, accurate and meaningful information to governors. It was noted that a progress report has to be submitted to the EFA every six weeks, the next one being due in the 2nd week of January. JFB expressed significant concern and disappointment on the total absence of any revised whole College targets, KPIs reports back and schedules of progress in respect of measures such as lesson observations and their categorisation and subsequent actions resulting from these. He commented on the fact it was two months since the inspection and the resulting inadequate grade applied to management and leadership and that in his opinion more concrete feedback on these were needed. He pointed out that the Board required specific reports to be provided in order for progress to be closely monitored. Whilst the Board did not doubt there was progress it needed to see this and be able to comment on it.

RW

JFB also commented on the need for robust and rigorous targets. Targets needed to be submitted for discussion, backed up on an evidential basis and with rationale for the levels recommended by the SMT. These would then be discussed by both the Q&S Committee and the Board and amended / approved as necessary. RW reminded to Board that revised targets had been presented at the last Corporation meeting and to the recent Q&S meeting.

The Corporation requested evidence of progress and actions in respect of teachers within each category of lesson observation grade to move all teachers towards a minimum of grade 2.

(JCW post meeting note: this to be submitted to the Q&S Committee in the first instance)

RW

JB stated that it was important for the Corporation to define specifically what information it needs eg data on the traffic light system and lesson observations. RJGB commented that, in his view, the effectiveness of Q&S Committee meetings was no different now than it was two years ago. The minutes of the meetings did not reflect accurately enough details of actions required; action points needed to be clearly identified and monitored. TD stated that data is now available on every student in terms of every piece of work in every subject. It was noted that a great deal of work is being undertaken by college management to address the shortcomings identified in the inspection report.

TD stated that lesson observations were currently in progress with collation of outcomes to follow and that the gradebook system had been set up to ensure that every piece of student work was now input to generate a running average grade. The creation of more robust systems for lesson observation, monitoring student progress and for staff appraisal (also ongoing with a Christmas deadline) were considerable undertakings which had been achieved and which were about to produce much information on College performance.

6.3 Self Assessment Report [SAR]

RW referred to the paper which had been distributed prior to this meeting. To a large extent it had been overtaken by the inspection. RW referred to specific aspects of the paper including the fact that two large departments [Law and Psychology] continued to remain as grade 4 areas. JFB raised a number of points in the inspection report with which he took exception, in particular comments about the gender balance composition of the Corporation [p15]; RJGB commented that the composition of the Board was now better than it was a year ago. There was considerable discussion around the range of targets against which the college was monitored eg VA targets. JC suggested that perhaps a 'target setting' governor could be nominated to help in this area; JFB replied that, in his view, it was the remit of the Q&S Committee to ensure that targets were rigorous, effective and meaningful, but that the initial justification and rationale for targets must be informed by the professionals.

The Corporation approved the 2012 SAR as presented

7 7. Future Strategic Direction of TRC:

(JB, AK and DS left during this item).

7.1 SMT presentation

The SMT gave a very comprehensive presentation (circulated previously with the meeting papers) as to why, in their view, any further involvement with the Collaboration Group should be discontinued except for the normal meetings between officers in common roles (Principal / Finance Director / Marketing). They discussed in considerable detail the importance of the history of the college, the business case / drivers for merger, the local reputations of the Colleges, the benefits of SCFC

membership, the Academy option, and the consequences of the recent Ofsted inspection.

At the end of their presentation they made three recommendations in order of preference, as follows:

1. To discontinue involvement with the Collaboration Group but for the normal collaborative meetings between officers in common roles at the three colleges (Principal / Finance Directors / Marketing) to continue as before.
2. To suspend involvement in the Collaboration Group and defer a decision on whether to investigate and consult on structural change until the next Ofsted inspection is completed.
3. To continue involvement with the Collaboration Group but on the basis that the TRC Board will carry out its own process of detailed investigations and consultation before reaching a decision.

7.2 Corporation Chair Presentation

JFB made a presentation (copies tabled at the meeting) entitled 'A Vision & Strategic Approach to Post Compulsory (But to include 14 – 16 Delivery) Education in the Rotherham Metropolitan Borough Area'. He presented his view of the current state of education provision in Rotherham, and outlined the issues and threats faced both locally and nationally. He went on to discuss the opportunities and potential outcomes, and the way in which TRC could and should be involved in this vision and how it could be achieved. He also commented on what a federated / merged college could look like, but without being definitive. Finally he summarised the benefits to the Rotherham & Dearne Communities before submitting the following recommendation to the Board:

'That Thomas Rotherham College Board authorises further exploration of the opportunities inherent in a merged / federated group of colleges in Rotherham with immediate effect'.

The governors were then asked to decide which of the various recommendations they wished to adopt. A number of them commented that, given the complexity of the issues and the short time they had been given to decide, it was very difficult for them to reach a conclusion. It was pointed out that when the original collaborative agreement and Heads of Terms had been approved in the summer, it was always intended that the results etc. of this would be presented and discussed at the December meeting of all three Colleges, to discuss and decide on a way forward.

After discussion around the need to ensure that the next inspection shows significant improvement from the last one, **all of the** governors present **with one abstention** voted to adopt recommendation 2 from the SMT [JC abstained] with the addition that normal meetings between officers in common roles at the three colleges (Principal / Finance Directors / Marketing) to continue as before. The Board therefore adopted recommendation 2 from the SMT:

'To suspend involvement in the Collaboration Group and defer a decision on whether to investigate and consult on structural change until the next Ofsted inspection is

completed’.

8 Foundation Issues

MP asked with whom he should discuss the transfer of the Foundation Fund to the Feoffees [minute 5.1 (i) refers]. He was advised to contact Tony Grice.

MP

No other issues were raised.

9 Any other business

9.1 Mr J Stevens (JS) – last meeting [Additional item]

JFB commented that JS had come to the end of his term of office as a governor. On behalf of the Board he expressed grateful thanks for his contribution over the past eight years, particularly in his role as the designated Safeguarding Governor.

Members wished him well for the future.

9.2 Resignation of Corporation Chairman [Additional item]

(This item is deemed to be confidential. The detailed minute and supporting papers are available from the Clerk to the Corporation)

10 Date of next meeting

Monday 18th March 2013 (Time tbc)

NC

Signed**J C Wainwright**.....

Date**25th February 2013**.....

ACTIONS – Corporation meeting – Monday 10th December 2012 [6.00pm]

Minute	Action to be taken	By Whom	By When
5.1 (ii)	Liaise with Paul Jagger re potential governors Contact solicitors re Board membership <i>(Post meeting note: Mamoon Chaudhary [Oxley & Coward] has been approved as Foundation Nomination)</i>	JCW / RJGB JFB	Next Corp mtg Immediate
6.2	Provide reports and actions on lesson observations (JCW post meeting note to Q&S Committee)	RW	Jan/Feb 2013
8	Contact Tony Grice re transfer of Foundation Fund to Feoffees	MP	Immediate