***Approved 31 March 2025***

**MINUTES OF THE CORPORATION’S BOARD MEETING (PART A)**

**4pm Monday 24 February 2025, Pengelly Room, KM**

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| ***Members:*** | | ***In attendance:*** | |
| Chris Evans | Chair | Lily Garth | Governance Professional (Interim) |
| Richard Barker | Vice-Chair | Julian Tucker | Chief Finance Officer (Interim) (Up to Item 22) |
| Kate Wills | Principal | Tom Hallam | Deputy Principal (Up to Item 22) |
| John Bullen |  | Julie Hodge | Governance Administrator (Up to Item 22) |
| Rod Davis |  | Duncan Adams | Strategic Advisor for Branding, Marketing and Communications (Item 13 only) |
| Jacqui Gerrard |  |  |  |
| Dawn Harvey |  |  |  |
| Graham Ledden |  |  |  |
| Angela Neuberger |  |  |  |
| Nicola Newman |  |  |  |
| *Kay Taylor* | *Apologies* |  |  |
| Steve Webb |  |  |  |
| *Hannah Crocker* | *Staff Governor*  *Apologies* |  |  |
| Anne Munro | Staff Governor  (Up to Item 17) |  |  |

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|  | **PART A** |
|  | **Apologies and Welcomes**   * Apologies for absence were noted from Hannah Crocker and Kay Taylor. |
|  | **Declarations of Interest**  Noted as none. |
|  | **Notification of Any Other Business**  The Board noted a brief verbal report from the Interim CFO about the possibility of a document in the near future which might be finalised as a deed. If this transpired before the next Board meeting, a written resolution would be requested in advance to authorise the use of the Corporation Seal. |
|  | **Approval of previous minutes (10 December 2024 – public and confidential)**  The minutes of the 10 December 2024 meeting were reviewed, agreed to be a correct record and APPROVED.  . |
|  | **Matters Arising - Action Log (including email addresses**)  The Board reviewed the Matters Arising. The Action Log would be updated accordingly.  In respect of action point 20 (commercial enterprises), Governors referenced the recent KM campus/Farm tour and the Farm Presentation Training Session held immediately prior to today’s Board meeting and the anticipated future agendas of the College’s two current subsidiary companies. |
|  | *Consent agenda (items 6-8)* |
|  | **Velcourt Contract (via F&R)**  The Board noted:   * the F&R Committee’s discussion held on 03 February 2025 regarding a new contract in respect of the Farm * the additional information F&R members have requested and received after the 03 February 2025 meeting and the resulting Committee written resolution.   APPROVAL was given for the presented contract regarding the farm.  The Board’s discussion was consistent with that of the F&R Committee, including its coverage of wider contract management and related governance issues.  Action: The Register of College Contracts to be monitored via F&R Committee.  Action for: KW/TH/JT  Ongoing Search and Governance actions in respect of Corporation membership and Farm expertise were noted. |
|  | **Management Accounts (partially via F&R)**  Following the F&R Committee’s detailed reviewed of the November 2024 Management Accounts, the Board now considered the December 2024 version.  Governors asked a number of questions (relating in particular to student numbers, funding rules, curriculum planning decisions and impacts on finance, students, staff and the wider communities which the College serves) which were then answered by the Principal, Vice Principal and Interim CFO.  Discussion also included:   * T Levels * BTECs * Apprenticeships * Higher Education * The Nursery * School Meals * Ongoing work to determine which activities the College would be going to do next year * High-level principles discussed at the February Strategy Day * Curriculum, community and commercial needs.   Action: A business/commercial paper would be prepared ideally for 31st March 2025 Board or for an additional April Board date (19th May was felt to be too late in the Board business schedule).  Action for: KW/JT |
|  | **Membership Updates (via S&G)**  The Board noted the update given by the Search and Governance Committee Chair (referencing applications and the draft 15 January 2025 minutes on GVO).  Following the recommendation of the Search and Governance Committee, the Board APPROVED the appointments of:   * Nicola Newman as the Chair of Audit and Risk Committee with immediate effect (to be reviewed in approximately one year’s time) * Richard Barker as a Member of the Audit and Risk Committee with immediate effect * Dan Knight as a Co-Opted Member of the Estates Committee (following his resignation as a Governor) with immediate effect * Gary Hepburn as a Co-Opted Member of the Finance and Resources Committee for an initial 1 year term of office to begin as soon as practical after standard appointment conditions are met.   Governors noted that further membership, committee composition and terms of reference changes (including reducing minimum committee membership numbers and combining two committees) were currently in progress, with another Board update expected in March 2025. |
|  | **Incidents and inspections (not covered elsewhere)**  . *Confidential Minute recorded separately.* |
|  | **Principal’s Report**  The Board discussed and noted the Principal’s report, including:   * leadership/directorship recruitment * HR support services * Ofsted * Strategy * Resilience * Staffing * Culture in the newly merged college.   *There was a change in the order of business to accommodate timings of external participants. For ease of reference, the order of the minutes reflects the order of the original agenda.* |
|  | **Students’ Report** *(taken as Item 12)*  The Board reviewed and noted the Students’ Report including:   * Student Voice Survey outcomes * Student Representatives meeting minutes * Student Leadership recruitment * Student Governor recruitment   Some strong applications had been received for Student Governors at both campuses. One would be appointed from each campus in accord with the agreed process.  The Board discussed the role of Student Governors, the value of their being two (in terms of understanding the different campuses and in supporting and interacting with each other) and the induction and additional internal and external training and other ongoing advice.  The Quality and Students Committee would look in greater detail at the Student Voice survey. |
|  | **KPIs, PIMs and Milestones** *(taken as Item 13)*  Governors reviewed and noted the overview of the PIMs Action Plan.  Governors paid particular attention to the overall colour status of the action plan. Governors asked – and received answers to – a number of questions regarding the latest position and direction of travel. Some of this discussion overlapped with consideration of today’s Principal’s report, Management Accounts and items scheduled for later on today’s agenda.  The importance of advanced awareness of anticipated potential difficulties (for examples - barriers to progress, cashflow) was emphasised.  *Confidential Minute recorded separately.*  Discussion also covered (and in some instances revisited comments made during previous Board and Committee meetings regarding):   * Resources and capacity * Key deadlines * Key individuals * Due diligence prior to merger * Funding body and regulator relationships. |
|  | **Strategic Development, Branding, Marketing and Communications**  Update and Next Steps (taken as Item 11)  *Duncan Adams (Strategic Advisor for Branding, Marketing and Communications) joined the meeting via Teams.*  Discussion included:   * The right skills for the future, including AI and the latest technology that we need to be using to be marketing to students for the foreseeable future * The new website, which will be online in September along with a new brand identity (and which should improve applicants’ journeys). * The research phase (due to close and report on outcomes by the end of February) during which an extensive list of stakeholders have been contacted. * Reputation and specialised learning environments * Careers, further and higher education * Brand differentiation.   A diverse range of opinions were expressed by Governors about the methodology and the content of the draft report. A general consensus was expressed regarding the overall direction and subsequent steps. An additional Board meeting might be arranged in mid-March.  *Duncan Adams was thanked and left the meeting.* |
|  | **EDI Annual Report and Gender Pay Gap Report**  The Board reviewed and noted this item. Governors’ discussion cross-referenced the report with other staffing matters and ongoing strategic development work.  Queries were raised around some percentages and FTE comparators (i.e. whether like for like was being correctly calculated and compared in terms of staff on actual FT contracts and others on PT or term-time only contracts). Action: to check and report back on the methodology (and any revised calculations if necessary).  Action for: KW/HR |
|  | **Committee Reports:** Any points not already covered  On this occasion there were no additional points to note. Draft minutes of all committees (once given interim approval by their committee chair) were available to all Governors on GVO. |
|  | **Confidentiality**  The Board seeks to be as open as possible with its business.  The Board agreed that items which should remain confidential related to:   * All staff matters   Individuals |
|  | **Date of Next Board Meeting**  Noted as 31st March 2025 (*or possibly an extra one tbc c18th March).*  *Anne Munro left the meeting.* |

*PART B Confidential agenda followed and minutes were recorded separately.*

*Meeting closed: 6.30pm*

*The meeting was quorate throughout.*

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