



**Minutes of the Meeting of the
CORPORATION**

**held in the Boardroom, Fawcett Building
Willesden Campus
at 5.30pm on Wednesday, 5th July 2017**

Present: Tony Johnston (Chair)
Judith Williams (Vice-Chair)
Andy Cole
Peter Child
Jan Knight
Berta Miguez
Ros Aird
Ben Humpage
Vineeta Manchanda

Present [9 of 14]
[64 %]

Vacancies [3]

In Attendance: Fiona Chalk, Clerk to the Corporation
Mike Welsh, Deputy Principal, (Curriculum, Teaching and Curriculum)
Eamonn McCarroll, Vice-Principal (Finance & Resources)
Anna Openshaw-Lawrence, Vice-Principal (People and Planning)

16/065 PROPERTY UPDATE [A1]

See confidential minute

It was resolved that the Corporation would not progress the Link City/Taylor Wimpey bid.

16/066 APOLOGIES FOR ABSENCE (B1)

Apologies for absence were received from Donald Palmer, Diane Kennedy and William Germain.

16/067 DECLARATIONS OF INTEREST (B2)

None.

16/068 MINUTES OF PREVIOUS MEETING (B3)

It was resolved that the following minutes be approved: Corporation minutes of 27 May 2017 were approved.

16/069 MATTERS ARISING (B4)

[i] Property Lessons Learned paper. Governors were advised that Judith Williams has written a report on Governors views and she advised the recommendations from her findings as follows:

Members agreed that this reflection process has been very useful and some of the recommendations are already influencing the decision making on the Board.

It was resolved that Andy Cole carry this matter forward post-merger.

16/070 STRATEGIC ALLIANCE AND OPERATIONAL PLANNING (C1) (It was agreed to postpone this item until the end of the meeting in order to allow CWC to pass their resolutions first)

C1[i] TO RECEIVE AN UPDATE FROM THE SHADOW BOARD

Cia. *To approve the resolution to dissolve and transfer of assets to CWC as at 1st August 2017.*
The Chair NOTED that (i) the meeting had been convened in accordance with the Instrument of Government of the Corporation, (ii) a quorum was present; (iii) the meeting could accordingly proceed to business, (iv) no member of the Corporation no person present at the meeting was precluded from forming part of the quorum present at the meeting or from voting in favour of the resolutions referred to below by virtue of having any conflict of interest or loyalty on these agenda items and (v) that CWC's Clerk has confirmed via email that CWC have passed a resolution to accept CNWL's assets, rights and liabilities.

Merger with City of Westminster College

Following:

- publication of the results of the statutory consultation exercise (as required under The Further Education Corporations (Publication of Proposals)(England) Regulations 2012);
- the carrying out of legal and financial due diligence exercises in respect of City of Westminster College; and
- publication of the draft resolution of the Corporation of the College of North West London to dissolve and provide for the transfer of its assets, rights and liabilities and as formally notified to the Department for Education

the **Corporation of the College of North West London hereby RESOLVED:**

- (i) that pursuing its merger with the Corporation of the City of Westminster College remains a prudent course of action and in the best interest of the College and its stakeholders,
- (ii) to merge with Corporation of the City of Westminster College Corporation with effect from 1st August 2017, with the Corporation of the College of North West London dissolving at 0:01 on 1st August 2017 and its assets, rights and liabilities transferring immediately before that time to City of Westminster College provided that all the necessary legal arrangements can be agreed with third parties prior to 1st August 2017 to the entire satisfaction of the Authorised Signatories (see below),
- (iii) that the following people shall be fully authorised signatories (the "**Authorised Signatories**") to represent the Corporation individually in its merger discussions with the City of Westminster Corporation and towards all third parties, including without limitation, making all the necessary arrangements and draft, prepare, circulate and sign all the necessary letters or documents on behalf of the Corporation with respect to the merger process:
 - a. Andy Cole
 - b. Anthony Johnston
 - c. Judith Williams
 - d. Jan Knight
- (iv) the Corporation's seal may be affixed to any agreement which has been approved by an Authorised Signatory in accordance with the provisions of the College's Instrument of Government in the presence of any two members of the Corporation.

The resolution was signed by the Chair.

Cib. *To agree the Deed of Transfer with effect from 1st August 2017*

It was resolved that the Deed of Transfer be approved.

Cic. *To approve Barclays Loan Agreements and Delegated Authority*

It was resolved the indicative terms for the loans agreements going forward be approved and that in lieu of a specific resolution from the bank, the loan agreements novate under the Deed of Transfer and delegated authority to sign such agreements be given to the Chair, Vice-Chair and Accounting Officer.

C1ii TO RECEIVE AN UPDATE ON AREA REVIEWS

Members noted that the Waltham Forest and KCC expressions of interest have not progressed any further. Management was advised that this was primarily due to perceived difficulties in our own merger, arising from the significant time lapse between announcing a Chair and CEO designate. It was agreed that the college's focus will be on becoming a stronger college going forward in order to be in a good position to take on new merger partners next year. This focus will be further clarified as part of the Strategy Day in October.

C1iii TO RECEIE THE PROPOSED STRATEGIC PLAN 2017-19 (CNWL ONLY)

Members were advised that this strategic plan is a 'fall-back' position should merger not proceed. In 2014 a 3-year plan defining the college's revised vision, mission and values was drawn up and reviewed on a rolling basis. Should the college find itself in a stand-alone position after the summer, a further 3-year plan will begin in September.

It was resolved that the current operational targets/objectives and strategic priorities be carried over for 17/18 in the event merger be delayed, and that the amended targets proposed in view of recently released national achievement rate targets, be approved.

16/071 FINANCE, INTERNAL CONTROL AND RISK MANAGEMENT (C2)

C2i Members noted the minutes of the Finance and Resources Committee and its recommendations.

C2ii Members noted the minutes of the Audit Committee and its recommendations

C2iii Financial Plan. Members noted a dissolving college under a type B merger, is required by the ESFA to provide a 1-year financial plan. The continuing college is required to approve a merged college budget. Members noted the assumptions for the 2017/18 budget.

Members noted:

- increase in ESFA and AEB funding £111k
- £238k surplus predicted 16/17
- £39k surplus predicted 17/18
- Pension costs raising by 2%
- Bank increasing interest rates
- Key risks detailed
- KPIs to be updated if the college remains stand alone
- Financial health score is Outstanding for 16/17 and 17/18
- New covenants will need to be agreed if the college is a stand-alone college
- The Shadow Board will consider this financial plan on 19th July
- Some of these costs will be shared costs going forward as a merged college
- Brent pension fund stocks will transfer to the LPFA post-merger and the cost percentage of the employer contribution will be reduced from 32.2 to 26.9 giving approx. £240k savings

- Both colleges have used the same assumptions and the merged college budget will be an easy overlay exercise

Members asked how cautious has the college been on fee income proposals as the reality has not met the expectations over recent years. It was noted that the assumptions exercise has been very vigorous this year, particularly around Apprenticeships. About 50% are going forward and the rest are known starts based on employers’ discussions. It is a prudent budget going forward. The financial viability of class sizes is being carefully considered and it will be monitored throughout enrolment.

It was resolved that the Financial Plan for 2017/18 be approved.

C2iv Appointment of Buzzacott as Financial Statement Auditors.

Following the recommendation from the Audit Committee, it was resolved to appoint Buzzacott as Financial Statement Auditors for 2016/17 work, on the basis of their 3-year contract proposal.

EM to Action

C3 QUALITY MANAGEMENT

C3i Members noted the minutes of the Teaching Learning and Skills Committee and its recommendations.

It was resolved that the Employer Engagement Strategy, the Apprenticeship Monitoring actions for 2016/17 and Planning development for 2017/18 be noted and approved.

MP to Action

16/072 OTHER ITEMS FOR CONSIDERATION (D)

D1i *Governor Visit reports.* Members noted Jan (Student Services), Tony (Media) and Judith’s (Maths) reports. It was noted that all reports should include a safeguarding element.

Clerk to Action

D1ii *To note Chair’s Actions.* None

D1iii Governance SAR

The Board noted the updated Board Improvement Plan based upon the College Code of Good Governance and that all actions have now been completed or are planned for completion within the Autumn term.

16/073 AOB (E)

None

16/074 CONFIDENTIAL HR ITEMS (F)

(see separate confidential minute)

16/075 CONCLUDING ITEMS (G)

G1 Declaration of any business to be treated as confidential and any other urgent business.

Signed:

Date:.....