



**MINUTES OF THE MEETING OF THE BOARD OF HADLOW COLLEGE HELD 05 JULY  
2018**

Present:	Ms T Bruton	Chair
	Mr P Dubrow	Vice Chair
	Mr P Hannan	CEO/Principal
	Mr B McNicoll	Governor
	Ms S Hart	Governor
	Mr P Morris	Governor
	Ms L Currie	Governor
	Mr C Hearn	Governor
	Ms L Currie	Governor
	Mr J Bonet	Governor
	Mr M Weed	Governor
	Ms P Worrall	Staff Governor
In attendance:	Mr J Allen	Clerk
	Mr M Lumsdon-Taylor	Deputy CEO and Deputy Principal
	Ms B Cleeves	Group Vice Principal Student Support Services

The meeting commenced at 09.30.

**Section A: Formal Agenda Items**

**WELCOMES, APOLOGIES, QUORACY & DECLARATIONS OF INTEREST**

131. The Chair welcomed both Mr J Bonet and Mr M Weed who were attending their first Board meeting.

132. Apologies were received from Mr J Dinnis, Mr H Guntrip, Dr L Pamphilon, and Mr D Payne. The student governors were not in attendance due either to attending work placements or having completed their programme of study at the end of the academic year. The Chair placed on record thanks to the participation of the student governors during the academic year.

133. The Clerk confirmed that the meeting was quorate. The membership of some of the Members of the Hadlow Corporation on the Board of West Kent & Ashford College (WKAC), Hadlow Rural Community School, and the Hadlow Group Board was noted. It was agreed that these interests would be a declared interest at all Corporation meetings. The Chair confirmed that all Members would be making decisions in the best interests of Hadlow College, regardless of their membership elsewhere within the Hadlow Group Structure.

134. The interest of Mr Chris Hearn, against confidential agenda item 16, was noted given his company provided professional advice to the College on negotiations with the College's bank and the Transactions Unit.

## MINUTES

135. It was **RESOLVED** that the minutes of the meeting of the Board, held 15 March 2018, be approved and signed by the Chair as a correct record.

## SUMMARY ACTION LIST & MATTERS ARISING

136. The '*Summary Action List*' was received. The following updates were made available against each outstanding action point from the previous meeting:

MIN REF	DETAILS OF RESOLUTION/ACTION POINT	UPDATE AS OF 5 JULY 2018
12	Clarification was sought as to whether there was any Governor liability arising from GDPR. It was <b>AGREED</b> for the Clerk to seek legal advice and to make this available to governors.	The clerk reported ultimate corporate responsibility rests with the Board. The Board has to demonstrate it has sought assurances that GDPR has been fully implemented and that any control issues, identified and brought to the attention of the Board, are dealt with and not ignored. The key is for the Board to be able to demonstrate that it is doing everything in its power to ensure full compliance and is seen to be addressing any issues that are brought to the attention of the Board.
22	KPI 1.2.1 The Board took the view that as 40% is the current in-year performance, with the year-end forecast being at 73%, it was agreed to re-assess this KPI at 'Amber'.	Agenda item at this meeting.
23	The FE Commissioner agreed that the wording of the recommendation is to be agreed by both Colleges before it is sent to the Kent Area Review Steering Group for approval. It was <b>AGREED</b> to give delegated approval through 'Chair's Action' for the Chairs of both Colleges to agree the final draft of the recommendation with the FE Commissioner.	Chair's Action was taken and this is an agenda item at this meeting.
24	A debt management plan will be incorporated into the estates strategy that will be made available at the June	Agenda item at this meeting.

	Strategy meeting for review and approval.	
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## CHAIR'S ACTION

136. It was reported that Chair's Action was taken for the Chairs of both Colleges to agree the final draft of the Area Review recommendation with the FE Commissioner.

### Section B: Strategic Importance

## KENT AREA REVIEW REVISED RECOMMENDATION

137. In a letter dated 14 May from Mr Peter Mucklow, the Deputy Director of Further Education Group (Education & Skills Funding Agency), the following was confirmed:

*'Following the conclusion of the FE Commissioner's evaluation of both colleges, the new proposed recommendation is for West Kent and Ashford College to merge with Hadlow College. We understand that the boards at both West Kent and Ashford College and Hadlow College have decided that they will not implement the merger immediately, but both are committed to keeping the option of the merger under review.'*

138. As confirmed in the 'Summary Action List', Chair's Action had been taken to agree the final draft of the recommendation with the FE Commissioner.

## STRATEGY MEETING

139. The minutes of the Strategy meeting involving governors from Hadlow College and West Kent & Ashford College, that took place on 08 June 2018 and 09 June 2018, were received. The minutes confirmed the following resolution agreed at the meeting:

*'After careful consideration of all the issues raised and discussed during the strategy meeting as outlined in the agenda, it was **RESOLVED** for both colleges to remain independent colleges. This will again be subject to annual review in June 2019 unless, in the meantime, circumstances or events require an earlier review'*

140. The minutes were **AGREED** as an accurate record and signed by the Chair.

141. In discussion, governors thanked the Executive for what was a very good two-day meeting. In terms of further arrangements, it was suggested that the presentations be made available in advance of the meeting to enable governors to undertake pre-preparation for the items to be discussed.

142. The Clerk confirmed that 'Meeting Squared', the agreed platform to use for distribution of papers, is to be implemented from 01 August 2018. Governors will be issued with College email accounts and training as to how to use 'Meeting Squared' will be arranged at the start of the next term.

143. The Clerk confirmed that the notes from the governor group sessions will be circulated to all governors.

### **HADLOW GROUP MINUTES**

144. The unconfirmed confidential minutes of the Hadlow Group Board meeting, held 10 May 2018, were received and **NOTED**. It was noted the items covered during the meeting were subject to further discussion at the June strategy meeting.

### **SELF ASSESSMENT TIMELINE**

145. The report confirmed the timeline for the College's self assessment process for producing the College Self Assessment Report (SAR) 2018/19. The timeline confirmed the dates as to when governors would be involved in the various SAR validation panel meetings.

146. The report was **NOTED**.

### **STRATEGIC & OPERATIONAL PLAN**

147. For reference, the Corporation received for review the full analysis of the Strategic and Operational Objectives 2015-2020.

148. Staff survey participation rate was 55%, a 3% improvement on the previous survey participation, but still below the target rate of 75%. It was confirmed governors had just been emailed the analysis of the staff survey for both Hadlow College and WKAC.

149. Appraisal compliance was at 50% against the target of 100% and the figure of 85% for the previous year. Managers have been sent lists of their outstanding Performance Talent Reviews (PTRs). It was confirmed that this is subject to regular monitoring by the Executive and the next Executive review is scheduled for August. Governors stressed that completing appraisals is both a benefit for staff and managers and be a requirement to which all should adhere. It is not good for the organisation if appraisals are not being completed.

150. The final review of the Strategic and Operational Objectives 2017/18 was **NOTED**.

### **COLLEGE BUDGET 2017-18 & TWO YEAR FINANCIAL FORECASTS 2018/19 & 2019/20**

151. The Corporation received a presentation from the Deputy CEO/Deputy Principal on the College Budget 2018-19 and 2 Year Financial Forecast 2018/19 & 2019/20. It was confirmed both the budget and 2-year financial forecasts were subject to a thorough review from the Hadlow Group Finance Committee and the Committee recommended both the budget and financial forecasts to the Corporation for approval.

152. From the presentation, the following key points were noted.

#### **Fiscal Rules**

- To deliver a balanced portfolio of business across three distinct elements of Further Education, University Provision and commercial development (Including research)

- To ensure that all commercial development is delivered to exemplary business and financial principles to support Teaching, Learning and Student Experience.

### Global Headline

Segment	Forecast Turnover 2018/2019	Surplus	Cash Holdings: July 2018
Hadlow College Core Operations (Commercial & Educational)	£18,500,000	£750,000	£2,500,000
Hadlow College Betteshanger Developments Limited (Country park management & tenancy – Almond House)	£1,300,000	£0	£1,000,000*
Hadlow Rural Community School (Part of the Group – budget approved by HRCS Board), formally endorsed by the Hadlow board	£2,500,000	£100,000	£75,000
Grove Farm Park Limited (Commercial lettings group)	£350,000	£50,000	£50,000
Hadlow Pre School	£250,000	£10,000	£20,000
Hadlow Produced in Kent	£200,000	£30,000	£100,000
Hadlow/PIF Dog Grooming**	£350,000	£40,000	£25,000
<b>Hadlow Total</b>	£23,450,000	£980,000	£3,770,000
<b>WKAC Total</b>	£22,657,000	£450,000	£2,272,000
<b>Total</b>	<b>£46,107,000</b>	<b>£1,430,000</b>	<b>£6,042,000 * **</b>

### Global Numbers & Ratios:

	<u>Hadlow College</u>
<u>Further Education</u>	<u>950</u>
<u>University Provision</u>	<u>500</u>
<u>Part Time Education</u>	<u>1,500</u>
<u>Apprenticeships</u> <u>[16-19 and 19-24]</u>	<u>350</u>
<u>Visitor Numbers</u>	<u>350,000</u>
<u>Staff % of turnover</u>	<u>52%</u>

**Commercial Performance**

	<u>2017/2018</u>	<u>2018/2019</u>
	<u>Budget</u>	<u>Budget</u> <i>(Prudent)</i>
-	-	-
<u>College Farms Group ***</u>	<u>(68,836)</u>	<u>(3,000)</u>
<u>Horticulture Retail Complex (HRC)</u> <u>(Including Florist)</u>	<u>25,431</u>	<u>50,000</u>
<u>Court Lane *</u>	<u>(22,809)</u>	<u>0</u>
<u>Grove Park Farm (Commercial lettings**)</u>	<u>(5,075)</u>	<u>50,000</u>
<u>Farm Shop</u>	<u>49,974</u>	<u>50,000</u>
<u>Commercial Estate (HC)</u>	<u>76,426</u>	<u>70,000</u>
-	-	-
-	-	-
<b><u>TOTAL</u></b>	<b><u>55,111</u></b>	<b><u>217,000</u></b>

**Capital Budget**

<u>Capital Total</u>	<u>Budget</u> <u>2018/19</u>
<u>West Kent &amp; Ashford College and Hadlow College</u>	<u>£700,000</u>

**Financial Forecasts & ESFA Grades**

	<u>2018</u>	<u>2019</u>	<u>2020</u>

<u>Hadlow College</u>	<u>Good</u>	<u>Good</u>	<u>Good</u>
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**Bank Covenants**

	<u>2017/18</u>	<u>2018/19</u>
<u>Hadlow College*</u>	<u>2✓✓ -</u> <u>Compliant</u>	<u>2✓✓</u> <u>Compliant</u>

153. It was **RESOLVED** to approve:

- (i) Hadlow College Budget 2018/19;
- (ii) Hadlow Group Budget 2018/19; and
- (iii) Hadlow College Commentary & 2-Year Financial Forecast 2018/19 and 2019/20.

**ANNUAL ELECTION OF THE CHAIR AND VICE CHAIR**

154. Following the process agreed for the annual election of the Chair and Vice Chair, it was **RESOLVED** to appoint Ms T Bruton to be the Chair for the period 01 August 2018 to 31 July 2019 and to appoint Mr Paul Dubrow as the Vice Chair for the same period.

**Section C: Committee Reports**

**REPORT FROM THE CURRICULUM & QUALITY COMMITTEE**

155. The College report '*Unconfirmed Minutes of the Curriculum & Quality Committee held 24 May 2018*' was received. The Chair of the Committee presented the report. The Chair confirmed that the Committee received and considered reports on:

- Lesson Observation Report
- Student Attendance Report
- Function Skills/GCSE Update
- Destination Report
- Apprenticeship Report
- Quality Improvement Plans - FE and HE
- Exceptional Safeguarding Report
- Monitoring of College performance in the area of student experience.

156. The Committee is responsible for making assessments in the area of student experience, teaching & learning. Assessments are to be carried out at each meeting of the Committee through a standing agenda item '*Monitoring of College Performance & Assessment of Risk*', with an overall assessment being made available to the Corporation.

157. There were no 'Red' assessments reported to the Committee. 'Amber' assessments (some concern/some risk) were reported for 16-18 recruitment, HE recruitment and 19+ apprenticeship achievement, GCSE maths and English and Functional Skills, and learner progress into HE.

158. The Committee agreed to inform the Corporation of Hadlow College of a 'Green' assessment (No concern/No risk) against student experience, teaching & learning.

159. It was **RESOLVED** to note the minutes of the meeting of Curriculum & Quality Committee held 24 May 2018.

## **REPORT FROM THE HADLOW GROUP FINANCE COMMITTEE**

160. The College report '*Unconfirmed Minutes of the Finance Committee*' held 14 June 2018 was received. The Chair of the Committee presented the report. The Chair confirmed that the Committee received and considered reports on:

- Management Accounts/Financial Performance Report
- College Budget & 2 Year Financial Forecast
- Capital Portfolio Report
- Tenders
- HR Exceptional Report
- Health & Safety
- Monitoring of College performance in the area of finance and estates.

161. Against the 14 agreed performance indicators for the area of finance & estates, five 'Amber' assessments were recorded against cash days in hand, borrowing as a % of income, income diversity, creditor days, and debtor days. All other assessments were confirmed as 'Green'.

162. As there were some risks identified which could impact on the year-end forecast, it was **AGREED** to inform the Corporation of Hadlow College of an '**Amber**' assessment (Some concern/Some risk) against finance and estates.

163. It was **AGREED** to inform the Corporation of Hadlow College of a '**Green**' assessment (No concern/No risk) against human resources

164. The minutes of the Finance Committee meeting held on 14 June 2018 were received and **NOTED**.

165. It was requested that, in future, reporting on the P&L Statement to exclude capital transactions for each College and to record this in the table format.

166. The Chair of the Committee reported that, in future, the Committee will meet at 09.00 and, after the main financial matter have been dealt with, the Committee will spend the last hour of the meeting on estates and commercial matters.

## **HADLOW GROUP AUDIT COMMITTEE**



167. The minutes of the Hadlow Group Audit Committee, held 21 June 2018, were received and **NOTED**. The Chair of the Committee presented the report. The Chair confirmed that the Committee received and considered reports on:

- Group Audit Roll Forward Plan
- Internal Audit Reports
- Financial Statement and Regularity Audit Plans for year-end accounts - Hadlow College and the HRCS
- Board Assurance Framework, Internal Control and External Assurances
- Annual review of the internal audit service

168. It was **RESOLVED**:

- (i) To approve the Financial Statement & Regularity Audit Plan for the Year-end accounts for Hadlow College;
- (ii) To approve the Financial Statement & Regularity Audit Plan for the Year-end accounts for Hadlow Rural Community School; and
- (iii) To approve the annual re-appointment of the Internal Audit Service MacIntyre Hudson as recommended in the Audit Committee minutes for the period 01 August 2018 to 31 July 2019.

## **WELLBEING CHARTER**

169. It was confirmed the wellbeing statements have been designed by colleagues from the Hadlow Group over the last year. Once agreed, they will form the 'Wellbeing and Performance Charter' for the Group. Over 200 colleagues, including governors, have been involved in developing the Group "wellbeing programme".

170. The core purpose of the Hadlow Group is the success of the students. To achieve all Group objectives, there is a need to embed a culture where everyone is respectful of each other. A culture where everyone has the shared responsibility and ambition for the Group to succeed. The Charter will be fundamental in improving and embedding good workplace practice that will serve to benefit all colleagues and help to achieve Group aims.

171. The Charter is for all individuals - for staff, managers and governors. No one in the organisation is exempt from contributing daily to the expectations of the Charter. The Charter sets out what all staff, managers and governors have a right to expect from the Group. These were confirmed as:

- All individuals to be open and transparent when communicating with each other.
- All individuals to recognise and respect the good work of everyone and to celebrate this as much as possible.
- Allow individuals and teams the independence, autonomy and trust to make decisions that contribute to the college performance.
- All individuals to plan early and set aspirational and realistic targets with clear direction.
- All individuals to be positive and supportive when solving challenges.

172. Governors welcomed the Charter and it was **RESOLVED** to approve the Wellbeing Charter and for all governors to abide by the Charter.

**ANY OTHER BUSINESS**

173. There was no other business.

**DATE OF NEXT MEETINGS**

Thursday 11/10/18	Corporation meeting and annual Governor Link Scheme lunch	Hadlow 09.30
Thursday 13/12/18	Corporation	Hadlow 09.30

The full Board meeting closed at 12.10

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

**SUMMARY ACTION LIST**

MIN REF	DETAILS OF RESOLUTION/ACTION POINT	REVIEW
142	The Clerk confirmed that 'Meeting Squared', the agreed platform to use for distribution of papers, is to be implemented from 01 August 2018. Governors will be issued with College email accounts and training on how to use 'Meeting Squared' will be arranged at the start of the next term.	11/10/18
143	The Clerk confirmed that the notes from the governor group sessions will be circulated to all governors.	11/10/18
165	It was requested that in future reporting on the P&L Statement to exclude capital transactions for each College and to record this in the table format.	13/12/18