



**MINUTES OF A MEETING OF THE CORPORATION**  
**4.00PM, TUESDAY 17 MAY 2022**  
**held in the Pengelly Room, Main House**

<b>Members :</b>	*Richard Barker; *John Bullen; *Hannah Crocker; *Ellie Cundick; *Andrew Davies; *Andy Foot; *Frances Jenkins *Emma Kirby; *Dan Knight; *Robert Lassetter (Chair); Graham Ledden; *Annetta Minard; Ben Murphy; Nicola Newman; *Luke Rake (Principal); *Kay Taylor; *Debs Thomas; *Dee Vickers
<b>In attendance:</b>	*Tom Hallam (Deputy Principal); *Anna Bowen (Finance Director); *Nicky Porter (Assistant Principal (Student Experience & Progression)); *Vanessa Gifford (Clerk)

ITEM NO.	DETAIL
	<p>The Chair commenced the meeting by thanking the Principal for a very useful tour of the campus. He also added that the Corporation would soon be entering into making the most important decision since the College's inception, to consider the recommendation following the Structure and Prospects Appraisal. The Corporation was encouraged to take the time to review papers which would be available on GVO, and members were reminded that the Corporation would make the final long term decision, and should cross examine the recommendation to ensure the right decision was made for the students of Dorset. It was noted that a member of the FEC Team would present the recommendation to the Corporation and be available for any questions, and then leave for the decision to be made.</p>
1.	<p><b>DECLARATIONS OF INTEREST</b></p> <p>The following declarations of interest were <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>Annetta Minard on all matters relating to the Dorset Studio School</li> </ul>
2.	<p><b>APOLOGIES AND NOTICES</b></p> <p>Apologies for absence were <b>NOTED</b> from Graham Ledden, Ben Murphy and Nicola Newman.</p>
3.	<p><b>MINUTES OF THE MEETINGS HELD ON 15 MARCH 2022</b></p> <p>The Corporation <b>APPROVED</b> the minutes of 15 March 2022 as a true and accurate record, and <b>APPROVED</b> the non-confidential minutes for website publication.</p>
4.	<p><b>MATTERS ARISING FROM THE ABOVE MINUTES</b></p> <p>The following matters arising from the above minutes were <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>The Principal updated the Student Governors on actions from the last meeting, and advised on various charitable funding that was available for students through the Student Welfare Team.</li> <li>Members questioned whether there was a way of identifying whether KMC was the first choice for prospective students, and the Principal</li> </ul>

	<p>agreed to consider.</p> <ul style="list-style-type: none"> <li>The Principal advised that a Budget meeting was scheduled for the following day to review all areas. It was agreed that it was an aspiration to receive a 24 month rolling cashflow within the Management Accounts and was work in progress and would progress once the Budget was in place. It was also noted that the SPA process had been a barrier to progress.</li> <li>1:1 sessions with all governors would be scheduled within the next couple of weeks.</li> </ul>	<p><b>LR</b></p> <p><b>VG</b></p>
5.	<p><b>RATIFICATION OF ELECTRONIC DECISIONS</b></p> <p>The following electronic decisions were <b>RATIFIED</b>:</p> <ul style="list-style-type: none"> <li>The approval of KMC Vision Statement for the SPA</li> <li>The approval of the Electricity Framework</li> <li>The approval of the Refinancing with NatWest at Fixed Rate over 15 years.</li> </ul>	
6.	<p><b>THE STUDENT VOICE</b></p> <p>The Student Governor Report was <b>NOTED</b>, and the following additional points were made:</p> <ul style="list-style-type: none"> <li>The Student Governors were thanked for their time on the earlier tour, and their input had been useful.</li> <li>The Principal advised that a programme of IT upgrades was in place and students had been strongly encouraged to 'Bring their own Devices'.</li> <li>Smoking in the layby would be monitored.</li> <li>It was agreed that travel hindered effective student enrichment our of hours at the College.</li> </ul>	
7.	<p><b>PRINCIPAL'S REPORT</b></p> <p>The Corporation <b>RECEIVED</b> the Principal's Report which provided updates on: <b>Introduction; FNTI/SPA/FEC; Student Recruitment; Teaching and Learning; Commercial Activity; University &amp; Business Centre and Ground Source Heat Project (SALIX); Maurward Close; Banks and Finance; DSS; Bids; and the Principal's Diary.</b></p> <p>The following additional points during discussions were <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>It was noted that a letter from the ESFA now detailed the clawback as £850K, and it was agreed that the Principal should seek clarification on this figure and the assumptions within the ESFA letter. The clawback would have to be considered as part of the SPA process. The Corporation would consider legal challenge if necessary in due course.</li> <li>Current applications for September 2022 stood at 932, and the College would endeavour to improve the 70% conversion rate, but was on track to achieve its target of 1000 students.</li> <li>It was agreed that commercial activity lacked the correct strategic focus and further discussions would be undertaken after the summer.</li> <li>The Principal outlined the water damage that had occurred which had resulted in closing the college for a day. The area had been visited during the Tour and the Estate Committee would follow up the issues in due course.</li> <li>It was also noted that talks were progressing with the Bermudan Parks</li> </ul>	

	<p>Authority to provide training. Staff would be visiting Bermuda at the end of June to investigate what was required, and it was noted that full costs had been received up front from the Parks Authority.</p> <ul style="list-style-type: none"> <li>• The following annexes were noted from the Principal's Report: <ul style="list-style-type: none"> <li>➢ The ESFA letter dated 29 April 2022 in relation to the audit of 2019/20 funding claim</li> <li>➢ Great SW APPG Food and Farming Briefing</li> <li>➢ Great SW Basic Payment Scheme Research Executive summary 2022</li> <li>➢ GSW APPG 10 May 2022 Agenda</li> </ul> </li> <li>• The principal agreed to circulate the Applications by Ward data.</li> </ul>	<b>LR</b>
<b>8.</b>	<p><b>SPA STEERING GROUP</b></p> <p>It was noted that the Standalone Case for the SPA was nearing completion and would be shared with the Corporation the following week.</p>	<b>LR</b>
<b>9.</b>	<p><b>BARCLAYS WAIVER AND VARIATION LETTER</b></p> <p>The Barclays Waiver and Variation Letter dated 3 May 2022 was noted. It was agreed that there had been no changes since the previous meeting when the Corporation had agreed that it was not in the position to sign, and it was hoped that the re-financing package would be agreed imminently. It was noted that the Director of finance was in discussions with the auditors regarding costs and where they appeared in the accounts and whether it affected EBITDA.</p> <p>It was noted that the Audit &amp; Assurance Committee had agreed that the KME Limited final accounts for the year ending 31 July 2021 could not be signed until the re-financing package was in place and an extension had been agreed with Companies House.</p>	
<b>10.</b>	<p><b>HR ANNUAL REPORT 2020/21</b></p> <p>The HR Annual Report for 2020/21 was <b>CONSIDERED</b> and the following points <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>• The Principal advised that this report was 6 months out of date and related to a Covid year where benchmark data for the sector had not been updated.</li> <li>• There were no areas of concern although there was work to be carried out on the Gender Pay Gap.</li> <li>• It was agreed that the cost of living impact on staffing would be a challenge.</li> <li>• The Corporation challenged the performance management data due to the minimal numbers. The Principal advised that once the formal capability procedure was put in place staff left. He would discuss further with the HR Manager as there was possibly protected information around informal conversations.</li> <li>• It was noted that the calibre and standard of applications was not great, probably due to the salary issues. It was noted that there would have to be a rationalisation of pay should there be any college partnership following the SPA. It was agreed that the Corporation had a serious challenge on remunerating staff adequately with the financial issues it had. It was noted that 2.5% pay increase had been included in the Standalone case based on the current inflation rate which was</li> </ul>	<b>LR</b>

	<p>rising, and should possible be re-considered to ensure that it was realistic.</p> <p>The HR Manage was thanked for a very comprehensive report.</p>	
11.	<p><b>HEALTH &amp; SAFETY ANNUAL REPORT 2020/21</b></p> <p>The Health &amp; Safety Annual Report 2020/21 was <b>CONSIDERED</b> and the following points <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>• The Estate Committee Chair worked very closely with the H&amp;S Manager, who was a good appointment and H&amp;S management was robust.</li> <li>• The major capital projects had been robustly monitored.</li> <li>• It was agreed that with additional students expected on the site going forward additional monitoring would be required.</li> </ul>	
12.	<p><b>ESTATE COMMITTEE</b></p> <p><b>Meeting held on 15 March and 27 April 2022</b></p> <p>The draft Minutes of the meetings held on 15 March and 27 April 2022 were <b>NOTED</b>, and the following points made:</p> <ul style="list-style-type: none"> <li>• Both major capital projects were close to completion with small overspends in relation to the projects, which in the current climate was good.</li> <li>• The overspends had been included in cashflow.</li> <li>• All risks had been managed well and the Estate Manager and her team were thanked.</li> <li>• The Estate Committee would continue to meet monthly up to June, with the Chair attending the various contractor meetings.</li> <li>• The update on the Farm from the Farm Manager and Velcourt had been valuable with future important decisions to be made in this area.</li> </ul>	
13.	<p><b>QUALITY &amp; STANDARDS COMMITTEE</b></p> <p><b>Meeting held on 30 March 2022</b></p> <p>The draft Minutes of the meetings held on 30 March 2022 were <b>NOTED</b>, with the following points made:</p> <ul style="list-style-type: none"> <li>• Good progress had been made on out of funding Apprenticeships with 18/83 outstanding, and with commitment that those outstanding would be completed by the end of the academic year.</li> <li>• Lesson observation programme was working well.</li> <li>• It was noted that examination results were varied with Level 3 being good and other disappointing. The College was in discussion with C&amp;G regarding its moderation processes. There would be re-sit opportunities.</li> <li>• The large number of Safeguarding concerns were being managed well.</li> <li>• The Apprenticeship Manager was currently reviewing the new Accountability Framework to ensure that the College complied.</li> <li>• It was pleasing to note that now 80% of students from the Studio School progressed to the College, which was a major improvement on previous years which highlighted that students at the DSS were there for the right reason. It was agreed that this was a unique strength of the partnership.</li> </ul>	
14.	<p><b>FINANCE &amp; RESOURCES COMMITTEE</b></p> <p><b>Management Accounts to 31 March 2022</b></p> <p>The Management Accounts to 31 March 2022 were <b>NOTED</b>, following scrutiny</p>	

	<p>by the Committee. Additional points <b>NOTED</b> were:</p> <ul style="list-style-type: none"> <li>• These Management Accounts had been included in the SPA pack</li> <li>• The Principal was still monitoring expenditure</li> <li>• Cashflow would be followed forward further in upcoming reports.</li> <li>• The future capital receipts would be reviewed during the budget planning process.</li> <li>• There would be future discussions within the F&amp;R Committee on presentation of the cashflow in due course.</li> <li>• The Corporation was pleased with cost control and questioned whether there was any update on the VAT. Nothing new was reported and this would be further raised at the next F&amp;R Committee.</li> </ul> <p><b>Draft Minutes of the meeting held on 13 April and 3 May 2022</b> The draft Minutes of the meetings held on 13 April and 3 May 2022 were <b>NOTED</b> with no further comment.</p>	<b>F&amp;R</b>
5.45pm	<i>Debs Thomas left the meeting and it remained quorate.</i>	
<b>15.</b>	<p><b>GOVERNANCE, REMUNERATION &amp; SEARCH COMMITTEE</b></p> <p>The Following recommendations from the GRS Committee were <b>APPROVED</b>:</p> <ul style="list-style-type: none"> <li>• To reduce the size of the Corporation membership to 14 made up as follows: <ul style="list-style-type: none"> <li>➢ 11 independent members;</li> <li>➢ The Principal;</li> <li>➢ 1 Staff Member (subject to consultation, with current members retaining their position until the end of their current terms of office)</li> <li>➢ 1 Student member (subject to consultation)</li> </ul> </li> <li>• The maximum term of office would be changed to 9 years, made up of 3 terms of 3 years, with the ability to extend if it was considered in the best interests of the Corporation.</li> </ul>	
<b>16.</b>	<p><b>AUDIT &amp; ASSURANCE COMMITTEE</b></p> <p>The draft minutes of the last meeting were unavailable, but the Chair advised that the main focus had been on the year end accounts with the re-financing package required to progress.</p>	
<b>17.</b>	<p><b>RISK MANAGEMENT: ENTRIES FOR THE REGISTER</b></p> <p>The Corporate Risk Register was <b>NOTED</b>, with the following points made:</p> <ul style="list-style-type: none"> <li>• The Chair of the A&amp;A Committee advised that rather than that committee reviewing all risks, they had been allocated to the appropriate committee to ensure that the process was robust and risk owned by each committee.</li> <li>• No further matters were noted for the Risk Register.</li> </ul>	
<b>18.</b>	<p><b>OUTSTANDING ITEMS TO CARRY FORWARD</b></p> <p>The following outstanding matters were <b>NOTED</b> which would be considered in due course:</p> <ul style="list-style-type: none"> <li>• Financial Regulations and Procedures</li> </ul>	

19.	<p><b>ANY OTHER BUSINESS</b></p> <p>The following items of further business <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>The Clerk advised that recent Zoom 4pm sessions had been poorly attended. It was agreed that there was currently a lot of additional work for governors with the SPA; monthly Estate Committees; and many in full time jobs. It was agreed that these sessions would be reviewed by the GRS Committee and the current system would not progress any further at this time. It was agreed that the appropriate Managers could be requested to present their own reports going forward.</li> </ul>	
20.	<p><b>2021/22 MEETINGS:</b></p> <p>The following meeting dates were <b>NOTED</b>:</p> <ul style="list-style-type: none"> <li>5 July 2022</li> </ul>	
21.	<p><b>CONFIDENTIAL ITEMS</b></p> <p><i>Senior Post holders, Staff and Student Members left the meeting for the next item. The Corporation <b>AGREED</b> that the Principal and Clerk should remain in the meeting.</i></p> <p><b>GRS Committee Minutes for 6 December 2021 and 8 February 2022</b></p> <p>The Strictly Confidential minutes of 4 May 2022 were <b>NOTED</b>, with no further matters arising.</p>	
	<p><i>The meeting closed at 6.25pm with no further business.</i></p>	

**APPROVED 5 July 2022**