

Governors Present: Gill Slater (Chair) Phil Douce Ed Senior
 Matthew Adams Sheila Fallon Abi Stephenson
 Paul Cumming Toby Hooper
 Angela Davis Sam Lifford (*arrived at 6.42pm*)

In Attendance: Ruth Scotson (Deputy Principal), Barbara Clements (Finance Manager), Jo Payne (PA to the Principal & Interim Clerk)

The Chair reported that due notice of the meeting had been given and that a quorum was present.

1. **Apologies:** Apologies were received from Sean Devlin and Sheena Payne-Lunn. The Clerk informed the staff and student governors that they were not required to attend as were not able to vote on the dissolution or be present for discussions about staff pay.

2. **Appointments**

The Clerk circulated an extract from the minutes of the Quality Committee meeting on 13th March and the recommendations were considered.

The Governing Body **approved:**

- The appointment of Alex Gwinn as staff governor for a period of two years;
- The re-appointment of Angela Davies as an external governor for a period of four years;
- The appointment of Sarah Turner as an external governor for a period of four years.

3. **Opening Standing Items**

- (i) Gill Slater, Phil Douce, Sheila Fallon and Toby Hooper declared that they were also trustees on the Shadow MAT Board.
- (ii) Those parts of the agenda, which referred to individual students or members of staff, sensitive contracts or issues, were identified as confidential to the Governing Body.
- (iii) The need to approve the annual audit plan (August to March) was identified as urgent.

4. **Minutes**

(i) GB meeting held on 12th December 2018

The minutes of the meeting were **confirmed** as a correct record and signed by the Chair. An update was received on the action points arising from the minutes and those action points outstanding are shown below. The Governing Body **noted** the information provided.

Confidential minute of the GB

The confidential minutes for the Governing Body meeting on 2nd February 2019 were **confirmed** as a correct record and signed by the Chair.

(ii) GB meeting held on 2nd February 2019

The minutes of the meeting were **confirmed** as a correct record and signed by the Chair. An update was received on the action points arising from the minutes and those action points outstanding are shown below. The Governing Body **noted** the information provided

5. Pay

The Principal presented his report on the ongoing national teaching and support staff pay negotiations advising that these had been complicated and an agreement had not yet been reached. He provided an update further to a conversation with Graham Baird at the SFCA which had clarified the position. The following points were made:

- UNISON had consulted its members of the pay offer for support staff and a decision was expected at the end of this week.
- NEU had advised its members that the current offer should be accepted or members should ballot for strike action.

The Principal explained that the College's finances had been a challenge given the deficit last year and the need to balance the budget this academic year. This balanced budget had been achieved through the efforts and willingness of staff meaning that there was no need for compulsory redundancies and no significant impact on curriculum provision.

The Principal recommended the following pay awards as the final action of the Governing Body to acknowledge the commitment of staff ahead of academisation:

Support Staff

- The bottom pay point on the spine will increase by 5.79% to £16,000
- Deletion of pay point 13 and pay point 16
- Pay points 15 to 20 inclusive will receive increases of up to 3.6%
- Pay points 21 to 28 inclusive will receive increases of 1.5% with tapering at pay points 29 to 32 inclusive with increases of 1% to 1.4%.
- Pay point 33 and above will increase by 1%
- NJC London allowance will increase by 1.5%

Teaching Staff

- 3% increase for the lowest paid teachers on pay points 1 to 6 inclusive
- 1.5% increase for teachers on pay points 7 to 9 inclusive
- 1% increase on management grades and on the leadership pay spine

The Principal explained that sixth form colleges were not eligible for a government grant to support an enhanced pay award, but as an academy it was possible that this would be received for the remainder of the academic year post academisation. The details of this had not yet been confirmed. It was agreed that any additional pay rise stemming from the government grant should be determined after academisation.

Reference was made to the Transfer Agreement and confirmation sought in reference to clause 6.2.4 and whether the pay award would constitute an additional liability for the Trust. The Chair said that the exception was a cost of living increase which she believed this amounted to.

The Governing Body **approved** the NJC pay offer backdated to 1st September 2018 for teaching and support staff (as outlined above) to be paid in the April pay roll even in the event that it has not been approved nationally. The cost of this to the College would be approximately 1.6% for teachers and 1.4% for support staff. Even though this was more than the 1% in the budget the modest surplus achieved this year was sufficient to cover this.

6. **Academisation**

Background

The Chair reported that in accordance with s.33N of The Further and Higher Education Act 1992 (the “Act”), the Corporation had published details and consulted in accordance with the Sixth Form College Corporations (Publication of Proposals) (England) Regulations 2012 (the “Regulations”) on its proposal that the Corporation should be dissolved. The Chair reminded the members the rationale was so that Worcester Sixth Form College (the “College”), presently established as a sixth form college in accordance with the Act, can be replaced with Worcester Sixth Form College, a 16-19 academy. The chair confirmed that this was, in effect, a conversion of the College’s legal status, through dissolution, rather than a discontinuation of provision. The chair referred the members to the report that accompanied the agenda circulated in advance of today’s meeting.

The Chair explained it was intended Worcester Sixth Form College, a 16-19 academy will become part of Heart of Mercia (the “Trust”), being a multi academy trust structure established by Hereford Sixth Form College to support and maintain academies approved by the Department of Education under the academies programme.

The Chair explained that following the publication and consultation process on the proposal in accordance with the Regulations, and having taken into account the views expressed in any representations made on the proposal during the consultation period and a summary of the consultation having subsequently been published within the timescales set out in the Regulations, the purpose of the meeting was, if the members saw fit, for the Corporation, in accordance with s.33O of the Act, to resolve that the Corporation be dissolved 11.59pm on 31 March 2019(the “Dissolution Date”), being immediately preceding the intended academy opening date of 1 April 2019, dependent on the funding agreements being completed by the Secretary of State and conditional on fulfilment of each of the Completion Obligations, as defined in the agreement to be entered into by the Corporation and the Trust.

As part of the academisation arrangements, the Corporation, in accordance with S.33P of the Act, will transfer the operation of the College, its property rights and liabilities of Worcester Sixth Form College, a sixth form college to the Trust with effect on the Dissolution Date on the terms and conditions of an agreement to be approved by the members as part of the academisation process.

Academisation Process

It was noted that the Principal had circulated in advance of the meeting a report on the proposed academisation.

The Chair reported that the Trust had been incorporated to support the establishment of the College as a 16-19 academy. The Chair explained the benefits which include:

- improving outcomes for students through pooling expertise and management resources and through sharing good practice and staff development
- better value for money in terms of procuring goods and services, thereby enabling more funding to be allocated to teaching, learning and student support
- potential opportunities to share key services, such as human resources and finance, which would further improve value for money, as above
- an organisation structure that creates opportunities to improve the recruitment, development and retention of talented staff and provides greater career development opportunities

- greater collaboration by the sharing of excellent specialist teaching expertise to help in improving standards and educational outcomes across the partnership as a whole
- potential for improved educational transition for students from ages 3-19
- the ability to reclaim VAT incurred on specific purchases, bringing financial savings that can be invested in teaching, learning and student support.

The Chair continued that in the leadership team's view the change from a sixth form College to academy status would have little short-term impact on Worcester Sixth Form College and its students. The College is a good sixth form college and students would see very little change in their day to day college experience. The College would continue to offer the same range of subjects, and continue to be inspected under the same Ofsted framework and the same senior leaders would continue to lead the work of the College. As a 16-19 academy the College would continue to be called [Worcester Sixth Form College] and its ethos and values would remain unchanged. In the longer term, the Corporation believe that working within the Trust would simply help the College to become even stronger.

Business of the Meeting

The Chair reported that the business of the meeting was to consider, and if thought fit, agree to dissolve the Corporation and to enter into certain documentation pertaining to the academisation arrangements including the transfer of its property, rights and liabilities.

It was proposed that the following documents produced to the meeting be approved:

- a transfer agreement to be entered into between the Corporation and the Trust to transfer all property, rights and liabilities of the College from the Corporation to the Trust with effect from Completion, Completion being conditional on fulfilment of the Completion Obligations, as defined in the agreement, as determined by the Trust. A draft of the agreement was produced to the meeting (the "Transfer Agreement");
- a TR1 to transfer the freehold of the site of the College from the Corporation to the Trust;
- a draft pensions agreement to be entered into between Worcestershire County Council, the Corporation and the Trust relating to pension liabilities under The Local Government Pension scheme Regulations 2013;
- a deed of novation of a joint use agreement to be entered into between the Trust, the Corporation, freedom Leisure and Nunnery Wood High School; and countersigned extension letter with Lloyds plc. together ("the Documents");
- a resolution in respect of the loan amendment letter signed by the Chair and the Principal.

The Chair also produced the following documents that would be entered into by the Trust with the Secretary of State in respect of the funding arrangements once the College became a 16-19 academy:

- a master funding agreement with the Secretary of State for Education, a draft of which was produced to the meeting and which had been approved by the Department for Education; and
- a supplemental funding agreement with the Secretary of State for Education setting out the terms of the funding for Worcester Sixth Form College, a 16-19 academy, a draft of which was produced to the meeting and which had been approved by the Department for Education.

The Chair reported that the Trust had agreed and consented to the transfer of all property, rights and liabilities of Worcester Sixth Form College with effect from the Dissolution Date. The Chair explained consent was a legislative requirement in accordance with s.33P of the Act. A copy of the letter confirming the Trust's consent was produced to the meeting.

Resolutions

The members considered the terms of the Documents and after careful consideration of the terms, IT WAS RESOLVED TO:

- approve the terms of each Document;
- authorise any member and, in the case of any Document requiring execution as a deed, any two members or any one member in the presence of a witness who attests his signature, to execute the Documents for and on behalf of the Corporation in the form produced to the meeting (subject to such amendments, modifications, variations and alterations as those executing the same on behalf of the Corporation think fit), and to deliver the Documents to the Trust at Completion;
- authorise each member of the Corporation to do all such acts and things and agree and execute for and on behalf of the Corporation all such other documents, deeds, certificates or notices as he considers necessary or desirable in connection with the transaction;

The members considered the proposals and IT WAS RESOLVED that dependent on the Funding Arrangements being entered into by the Secretary of State and conditional on fulfilment of each of the Completion Obligations, as defined in the Transfer Agreement to be entered into by the Corporation and the Trust that the Corporation transfer its property, rights and liabilities to the Trust and that in accordance with s.33O of the Act the Corporation be dissolved with effect from 11.59pm on 31 March 2019, being (the "Dissolution Date").

Documents for Registration

It was noted that in accordance with the Act the Corporation was required to notify the Secretary of State of the resolution and the Dissolution Date as soon as reasonably practicable.

The chair reported that the Trust had agreed and consented to the transfer of all property, rights and liabilities of Worcester Sixth Form College with effect from the Dissolution Date. The chair explained consent was a legislative requirement in accordance with s.33P of the Act. A copy of the letter confirming the Trust's consent was produced to the meeting.

The Governing Body considered the terms of the Documents and after careful consideration of the terms, **IT WAS RESOLVED TO:**

- approve the terms of each Document;
- authorise any member of the Corporation and, in the case of any Document requiring execution as a deed, any two members or any one member in the presence of a witness who attests his signature, to execute the Documents for and on behalf of the Corporation in the form produced to the meeting (subject to such amendments, modifications, variations and alterations as those executing the same on behalf of the Corporation think fit), and to deliver the Documents to the Trust at Completion;
- authorise each member of the Corporation to do all such acts and things and agree and execute for and on behalf of the Corporation all such other documents, deeds, certificates or notices as he considers necessary or desirable in connection with the transaction;

The members considered the proposals and IT WAS RESOLVED that dependent on the Funding Arrangements being entered into by the Secretary of State and conditional on fulfilment of each of the Completion Obligations, as defined in the Transfer Agreement to be entered into by the Corporation and the Trust that the Corporation transfer its property, rights and liabilities to the Trust and that in accordance with s.33O of the Act the Corporation be dissolved with effect from 11.59pm on 31 March 2019, being (the "Dissolution Date").

Documents for registration

It was **noted** that in accordance with the Act the Corporation was required to notify the Secretary of State of the resolution and the Dissolution Date as soon as reasonably practicable.

7. Closing Standing Items

- (i) Chair's Action: The Governing Body **noted** the use of the Chair's action and the information provided. The Governing Body considered the draft resolution circulated by the Clerk and it was confirmed that the Bank had confirmed that this was appropriate.

The Governing Body **approved** the resolution and the Chair and Principal proceeded to sign.

- (ii) Health & Safety: No new health and safety matters were identified

- (iii) Risk Management:
No new risks identified.

- (iv) Any Urgent Business: The Finance Manager presented the annual audit report for the period August 2018 to March 2019 produced in consultation with the Chair of the Audit Committee. The Plan was approved.

- (iii) Date of Next Meeting: None.

The meeting closed at 6.21pm

Signed:
Gill Slater (Chair)

Date:

GB ACTION POINTS ARISING FROM MEETING ON 20TH MARCH 2019

Report Reference	Action Point	Person Responsible	Completion	Check
GB/20.03.19/6	Seek clarification from DfE lead about the remaining process before academisation is finalised.	JJP	ASAP	
GB/20.03.19/6	Ensure that all documentation is signed and returned to appropriate parties to meet deadlines.	JJP	ASAP	

ACTION POINTS BROUGHT FORWARD

Report Reference	Action Point	Person Responsible	Completion	Check

ACTION POINTS COMPLETED

Report Reference	Action Point	Person Responsible	Completion	Check
GB/2.2.19/4	Confirm legal requirements in relation to TUPE with Browne Jacobson.	EYS	ASAP	✓
GB/12.12.18/7(ii)	Write to local schools to promote the College as an HE+ Hub.	EYS	January 2019	✓
GB/12.12.18/7(ii)	Safeguarding and wellbeing to be a focus of the conference and to be incorporated into the conference programme.	JJP	January 2019	✓

* Denotes amended action point.