

Governors Present: Gill Slater (Chair)
Sheila Bratt
Angela Davis
Phil Douce
Toby Hooper
Michael Kitcatt
David Davis

Sarah Shimmin
Iain Macleod
Deborah Tiffany
Mike McCreedy
Sue Howell
Barbara Saraiva
Will Edmondson

In Attendance: Ed Senior (Deputy Principal)
Ruth Taylor (Clerk to the Governing Body)
Barbara Clements (Finance Manager)
Jo Payne (PA to the Principal)

1. **Apologies:** Apologies were received from Richard Reece, Mel Allcott and Alex Daw.
2. **Opening Standing Items**
 - (i) Michael Kitcatt declared that he was a governor at a partner high school, Bishop Perowne. Gill Slater and Mel Allcott declared that they were employed by a stakeholder, the University of Worcester. Ruth Taylor and Jo Payne declared an interest in item 6(i).
 - (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) No urgent items were identified.
3. **Minutes**
 - (i) GB meeting held on 5th April 2017
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.
4. **Stakeholder Voice**

The Governing Body **noted** the information provided.
5. **Quality Assurance**
 - (i) Quality Committee minutes: 14.06.17
The Governing Body **received** the Committee minutes and **noted** the information provided.
The Governing Body **approved:**
 - an Admissions target for WSFC 2017-18 of 1380-1550 students, as recommended by the Principal.
 - Mission statement and strategic aims for WSFC for 2017-18

- curriculum plans for 2017-18 for WSFC

The Governing Body **received** the updated Quality and Development Plan and **noted** the information provided.

(ii) Audit Committee notes: 28.06.17

The Governing Body **received** the Committee minutes and **noted** the information provided.

The Governing Body **approved**:

- the Audit Plan for 2017-18 as recommended
- the re-appointment of RSM for 2017-18 as the College Audit and Regularity Auditors
- the re-appointment of Kendall Wadley as the College internal auditors for 2017-18.

(iii) Audit Committee Annual Report 2016-17

The Governing Body **received** the Audit Committee Annual Report 2016-17 as prepared by the Finance Manager and the Committee Chair.

6. Finance and Resources

(i) Resources Committee minutes: 21.06.17

The Governing Body **received** the Committee minutes and **noted** the information provided.

The Governing Body **approved**

- the appointment of the PA to the Principal as Interim Clerk to the Governing Body
- the draft budget for WSFC for 2017-18 as presented by the Finance Manager.

(iii) Finance update

The Finance Manager presented her report and highlighted the following aspects:

- A restructure of the Finance team was progressing and two members of staff have been offered roles, but have yet to accept.
- It was hoped that the introduction of a dedicated Student Finance Officer based in Student Services would act as a point of contact for student queries. This would reduce interruptions and facilitate a move to a dedicated Finance office.
- Period 10 accounts forecast a surplus and the Finance Manager had had conversations with the Premises Manager and IT Support Manager to bring forward some spend into this academic year to assist with achieving a break even budget for next academic year.
- A Finance Dashboard had been produced to present top level finance information in a clear way to SMT and governors.
- An Investment Policy had been produced in preparation for conversion to an academy, however, it could also apply to the College.
- The College had enough cash to enable two of the loans to be repaid in full. A Chair's Action had been signed which allow the loans to be paid off immediately and reduce the amount of interest accumulating.

The Governing Body **noted** the financial update information provided.

- (iii) Property update:
The Principal reported that two more classrooms had been refurbished since the Governing Body last met. In the event there had been no need to use College Fund monies to complete the work which would enable the Fund to be used for any works other than general maintenance next academic year as there is no allocation for capital works in the budget.

The Governing Body **noted** the information provided.

7. **Policy Reviews**

The Governing Body **approved** the Risk Management Policy without amendment as recommend.

The Governing Body **approved** the Disaster Management Policy with the minor amendments proposed.

8. **Academisation**

(i) Academisation Working Group:

The Principal reported that the Transactions Unit Finance Committee met on 19th June and there had been no objections to the application. The application now needed to be considered by an external Advisory Panel on 12th July. Ministerial sign off would be required, however, the Minister would be on holiday 20th July to 4th September and was unlikely to sign anything off during this period. The Principal had been advised, therefore, that the worst case scenario would be that the date for conversion will slip to 1st October, although there was 'a glimmer of hope' for 1st September, but dissolution would definitely not happen on 31st July.

The Principal and the Chair updated the Governing Body on discussions with academies who had shown interest in joining the MAT.

The Governing Body **noted** the information provided.

(ii) Dissolution of WSFC

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 explained it was intended Worcester Sixth Form College, a 16-19 academy will become part of Worcestershire Learning Trust (the “**Trust**”), being a multi academy trust structure established by the Corporation 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 August 2017 or possibly 30th September 2017 (the “**Dissolution Date**”) dependent on the funding agreements being completed by the Secretary of State.

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 from the Dissolution Date on the terms and conditions of an agreement to be approved by the members as part of the academisation process. 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.

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 the Dissolution Date, conditional on the Funding Arrangements being entered into, a draft of which was produced to the meeting;
- a TR1 to transfer the freehold of the site of the College from the Corporation to the Trust;
- 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 (together being the “**Funding Arrangements**”)
- a loan agreement with the Department for Education, together (“**the Documents**”).

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 Governing Body considered the proposals and **IT WAS RESOLVED** that conditional to the Funding Arrangements being entered into by the Secretary of State 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 July 2017, 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.

9. Closing Standing Items

- (i) Chair’s Action: The Governing Body **noted** the information provided.
- (ii) Health & Safety: No new health and safety matters were identified
- (iii) Risk Management:
The Governing Body reflected on their debate and agreed with reference to academisation, that there was a risk of slippage due to the new due diligence requirements which could delay the start date for the MAT.
- (iv) Any Urgent Business: No urgent business was identified.
- (iv) Date of Next Meeting: None.

Farewells

On behalf of the Governing Body the Chair thanked the following governors for their contribution to the work of the Governing Body; William Edmondson, Iain Macleod, Mel Allcott, David Davis, Mike McCreedy and Sue Howell. She also thanked the Clerk, Ruth Taylor for all her work for the College over the past fourteen years.

The meeting closed at p.m.

Signed:
Gill Slater (Chair)

Date:

GB ACTION POINTS ARISING FROM MEETING ON 12th JULY 2017

Report Reference	Action Point	Person Responsible	Completion	Check
	None.			

ACTION POINTS BROUGHT FORWARD

Report Reference	Action Point	Person Responsible	Completion	Check
GB/5.4.17/3	Identify another MAT regarding roles and possibility of mentoring	MWK	Summer 2017	
GB/5.4.17/7(ii)	Cafeteria video on website	MWK	May 2017	

ACTION POINTS COMPLETED

Report Reference	Action Point	Person Responsible	Completion	Check
GB/5.4.17/4	Chase Adam Brown for reply re due diligence scope	MWK	7 th April 2017	✓
GB/5.4.17/5	Invite governors, Trustees and Members to spring Concert	JJP	April 2017	✓
GB/5.4.17/6(i)	Invite Will Edmondson to Marketing Group meeting	JJP	April 2017	✓
GB/5.4.17/7(i) (f)	Share IT bench marking information with Finance Manager	EYS	April 2017	✓
GB/5.4.17/7(ii)	Share period 7 figures with GB	BJC	April 2017	✓
GAC/4.2.17	Investigate and report back on social space for students	MWK	GB 12.7.17*	✓

* Denotes amended dates.