

**Governors Present:** Gill Slater (Chair) Deborah Tiffany (Vice Chair) Iain Macleod, Angela Davis, Sarah Shimmin, Sue Howell, Toby Hooper, Alex Daw, Michael Kitcatt, Barbara Saraiva and Phil Douce.

**In Attendance:** Ruth Taylor (Clerk to the Governing Body), Barbara Clements (Finance Manager) and Ed Senior (Deputy Principal).

1. **Apologies:** Mel Allcott, Mike McCreedy, Sheila Bratt, Richard Reece, David Davis, and Will Edmondson.

2. **Appointment of External Governor**

The Clerk reported that the College had received an application from Phil Douce Chairman of Worcester Civic society and a Trustee of Civic Voice (the national body for Civic Societies in England). Phil lived in Worcester and his daughter formerly attended WSFC. Phil attended the College on 24.1.17 and was interviewed by the Clerk and the Principal. Both considered that Phil would be a valuable asset to the College, particularly bearing in mind his contemporary experience of being a Trustee for a charitable company limited.

The Chair of the Quality Committee reported that the Quality Committee, meeting immediately prior to the Governing Body meeting, had agreed to recommend the appointment of Phil Douce as external governor to the Governing Body.

The Governing Body **approved** the appointment of Phil Douce as a Governor and a member of the Resources Committee for a period of four years.

*(Phil Douce joined the meeting at this point.)*

On behalf of the Governing Body the Chair welcomed Phil Douce to the Governing Body.

3. **Opening Standing Items**

- (i) **Declarations of interest:** Michael Kitcatt declared that he was a governor at a partner high school, Bishop Perowne. Gill Slater declared that she was employed by a stakeholder, the University of Worcester.
- (ii) **Confidential items:** 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) **Urgent business:** No urgent business was identified although the Principal gave notice that he had an additional sheet regarding the role of Financial Director

#### 4. **Academisation Update**

The Principal provided an update on progress made with regard to the College application to convert to a multi academy trust (MAT). The Governing Body **received** the Academy Working Group notes dated 11.1.17 and **noted** the information provided.

#### 5. **Approval of Arrangements for the proposed MAT**

##### (i) Articles of Association

The Clerk confirmed that the proposed Articles of Association for the MAT were based on the government's model articles and had been provided by Browne Jacobson. She responded to questions raised in relation to the objects clause, article 80A regarding Student Governors on the local governing body (LGB) and the proposed name for the MAT.

Following a short debate the Governing Body;

- a) **agreed to approved** the proposed Articles of Association as drafted but also **approved delegated authority** to the Principal and the Chair of the Governing Body to approve any further minor amendments to the Articles, and
- b) **approved** the name of the MAT as 'Worcestershire Learning Trust'.

##### (ii) Consultation documentation

The Clerk confirmed that the proposed consultation documents had been based upon sample documents provided by Browne Jacobson amended by the Clerk and the Principal as attached. The Principal responded to a number of questions and confirmed as follows:

- he would double check the letters for typos and to ensure that they were consistent (and consistent with the MAT values),
- he would double check the examples of benefits given in the letters,
- the proposed meeting with stakeholders could include governors/trustees and members,
- he anticipated that there may be some objections to the MAT name but was not aware of any other reasons for objections,
- he would add reference to national negotiations and pay scales to the staff letter,
- he would check with the IT Section regarding placing the consultation on the website and the use of an online form,
- he would include reference to other successful schools/colleges which had converted to academies in the letters plus confirmation that there was no sponsor for the MAT, and
- a paper version could be circulated with other routine postings to student parents/carers.

The Governing Body **approved** the sample consultation documents subject to the matters listed above.

##### (iii) Governance documentation

The Clerk confirmed that the proposed governance documents had been based on sample documents provided by Browne Jacobson, commenting that the words in red font had been added to give the WSFC perspective. The Principal reported that the prescribed role of the Chief Finance Officer (CFO) as described in the documents could be delegated to other staff and he circulated proposals. In response to questions raised the Principal confirmed that:

- his proposals to delegate the role of CFO reflected current arrangements,
- as the membership of the MAT grew it may be necessary to have a Finance Manager for each member and an overarching CFO for the MAT,
- he could investigate how roles were distributed within other MATs and how academisation had impacted on senior staff roles at other Colleges.

The Governing Body **approved** the following draft documents:

- Code of Governance, including delegation of the CFO role as proposed by the Principal,
- Terms of Reference, and
- Scheme of Delegation,

as attached to the agenda.

(iv) Company Members, Board of Trustees and LGB membership

The Clerk presented her report regarding proposals for the MAT Members, Trustees and LGB governors and responded to questions raised.

The Governing Body **approved the appointment** of the following Members of the charitable company/ Trust:

- Professor Ian Oakes (former Chair of WSFC GB) Deputy Vice Chancellor at University of Wolverhampton
- Gill Slater (current Chair of WSFC GB) Director of Personal and Organisational Development at University of Worcester
- Dan Peters (former WSFC Governor) Acting Head of Junior School at Wolverhampton Grammar School
- Mardy Smith (former Principal at New College Worcester) retired
- Tom Libby (former Chair of WSFC) retired

The Governing Body **approved the appointment** of the following Trustees as follows:

- Gill Slater (prospective Chair of the Board)
- Sheila Bratt
- Toby Hooper
- Deborah Tiffany
- Michael Kitcatt (Principal)
- Phil Douce
- Sue Howell

The Governing Body **approved** the following members of the local governing body (LGB) for Worcester Sixth Form College:

- Staff Governor (Sarah Shimmin)

- Staff Governor (Alex Daw)
- Student Governor (Barbara Saraiva)
- Student Governor (TBA)
- Parent Governor (TBA)
- Parent Governor (TBA)
- Michael Kitcatt (Principal)
- Toby Hooper
- Angela Davis
- Sarah Turner
- Richard Reece
- Deborah Tiffany

**6. Closing Standing Items**

- (i) Chair's Action: No actions to report.
- (ii) Health and Safety: None.
- (iii) Risk Management: The Governing Body reflected on their debate and agreed that no additional risk management issues had been identified.
- (iv) Impact: The work by governors on academisation was intended to help to ensure the future of the College for students and improve the provision of services for students. Work on the proposed MAT was intended to improve the provision of education to the public generally.
- (iv) Any Urgent Business: the information provided.
- (v) Date of Next Meeting: Wednesday, 5<sup>th</sup> April 2017

The meeting closed at 3.25 p.m.

Signed: .....  
                   Gill Slater (Chair)

Date: .....

**EXTRA GB ACTION POINTS ARISING FROM MEETING ON 4<sup>TH</sup> FEBRUARY 2017**

<b>Report Reference</b>	<b>Action Point</b>	<b>Person Responsible</b>	<b>Completion</b>	<b>Check</b>
GB/4.2.17/5(ii)	Revise wording of consultation documentation as per minutes	MWK	February 2017	
GB/4.2.17/5(ii)	Speak to IT Section re placing consultation on website and use of an online form	MWK	February 2017	
GB/4.2.17/5(ii)	Investigate sending paper version of consultation letter to parents/carers with other routine mailings	MWK	February 2017	
GB/4.2.17/5(iii)	Speak to other MATs/academies regarding senior staff roles	MWK	February 2017	
GB/4.2.17/5(iii)	Speak to other MATs/academies regarding mentoring for Members/Trustees/LGB governors	MWK	February 2017	