



Present:	Cyril Brandford	Chair
	Abdul Jabbar	Governor
	Kashif Ashraf	Governor
	Eddie Dixon	Governor
	Shauna Dixon	Staff Governor
	Diane Howard	Governor
	Craig Henthorn	Student Governor
	Alan Milligan	Governor
	Nigel Newton	Governor
	John Osbaldeston	Governor
	Naomi Sanderson	Staff Governor
	Gavin Treavis	Governor
	Kath Thomas	College Principal
	Alan Williamson	Governor
	Rakeeb Yousaf	Student Governor

In Attendance	John Pattison	Clerk to the Corporation
	Anne Falloon	Deputy Principal
	Joan Griffiths	Assistant Principal
	Jim Winstanley	Director of Finance & Physical Resources
	Julie Davis	Director of Human Resources & Development
	James Pye	Alligan
	Graham McAvoy	Alligan

Apologies	John Alder	Governor
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**It was agreed to take Item 5 first. Kath Thomas introduced James Pye and Graham McAvoy of Alligans.**

**5. Principal's Report : Academies Update**

Anne Falloon and Joan Griffiths spoke to the paper on the rationale for lead sponsorship. Graham McAvoy presented the major issues arising from the consultation exercise. He noted three key issues. Social cohesion is a risk, secondly the Orb Mill site involves a range of issues. The site is only just legally compliant in size; it is also closer to the existing Counthill site although in terms of the Local Authority policy, the catchment areas of Breezehill and Counthill would be compliant with entry to the Academy. Concerns have also been raised by residents adjacent to the site regarding the possible disruption that would be caused by large numbers of vehicles at certain times. Thirdly, there are concerns regarding sporting facilities. Legally the site of the Counthill playing fields is just compliant. This are still issues regarding the long term lease. TUPE issues were raised but these are not expected to pose problems.

In response to a question from Abdul Jabbar, Graham McAvoy provided details of those consulted. He agreed with Abdul Jabbar that this was a good cross section. Again in response to a question from Abdul Jabbar, Graham McAvoy outlined the issues in achieving social cohesion. Kath Thomas was heartened by the positive comments relating to the College as a sponsor. Nigel Newton felt the concerns raised were valid. Gavin

Treavis felt that although not a major concern, there was also a feeling that the Strinesdale Park would not be blighted.

The meeting then divided into groups to consider the Risk Register for lead sponsorship. Following discussion, outcomes and additions were put forward. (*Kashif Ashraf and Abdul Jabbar left the meeting*). The meeting was satisfied that with additions the Risk Register captured the key risks.

**Action: John Pattison to update the risk register with the outcomes of working groups.**

On the above basis, Kath Thomas proposed on behalf of SMT that the meeting agreed to commit the College as lead sponsor of the Academy. Alan Milligan was concerned that the meeting needed to consider the implications for the College's reputation if the project went wrong as he felt there were too many doubts. Kath Thomas felt there were elements which could be negotiated including the number of pupils on the site. Nigel Newton's view was that although there are risks, the Academy will go ahead and it's important for us to ensure its direction. Gavin Treavis agreed. Alan Milligan agreed there will probably be an Academy and there will undoubtedly be risks. He wished to be in a position to convince people outside the organisation who are not convinced at present. Kath Thomas felt that to a degree this is a press response. James Pye informed the meeting that it is normal for sponsors to face adverse publicity initially, although he felt that the College is seen as local organisation trying to meet local needs.

Alan Milligan felt the site is unsuitable, Nigel Newton stated that if there were any doubts that we would be unable to raise education standards he wouldn't agree with the proposal, however this certainly isn't the case. Alan Williamson felt that enhanced educational standards is the key issue which overrides any compromise. Shauna Dixon added that her organisation has searched for suitable sites for their build which had proved extremely difficult, as is the case for the Academy. The question is whether the schools will remain in their current position even though we have an opportunity to contribute within a timescale, simply because other sites aren't available? Gavin Treavis felt that this is a real opportunity to affect social cohesion. Despite his previous reservations, he believed that the Academy would provide a real opportunity to affect social cohesion and that the problems identified are manageable providing we listen to communities and continue to manage risk. John Osbaldeston believed the people of Oldham would prefer to take the College to take the Academy forward in light of our outstanding record on equality and community cohesion. However, he voiced some concerns regarding the site, and felt further action should be undertaken.

Cyril Brandford proposed and Nigel Newton seconded that the Corporation agree to the College acting as Lead Sponsor for the Academy. The vote was: for 11, abstention 1.

**The Corporation agreed:**

- that the College act as lead sponsor for the Academy.

Alan Williamson and Naomi Sanderson left the meeting.

Graham McAvoy reminded members of the intention of the trust structure. The trust will be a separate entity and in the event of any financial or legal problems would not impact on the College, although there would be a slight chance of reputational impact. He explained the Corporation's power to appoint and remove Members of the Trust and Academy Governing Body.

**The Corporation agreed:**

- to set up a Trust and Academy Governing Body.

Kath Thomas explained the need for two Governors to be appointed at this stage for the purpose of setting up this Company. She also noted that at this point it was necessary to appoint a Company Secretary.

**The Corporation agreed:**

- that John Pattison act as interim Company Secretary.

Graham McAvoy explained the basis of funding. In order to come to a decision, the Department requires a number of documents to demonstrate feasibility has been covered. He outlined the seven documents required. He detailed the leasing agreements not only on the two school sites but the long term agreement. In response to a question from Alan Milligan, James Pye explained these will only be drafted at this point in time. He noted that the Funding Agreement is a contract between the DCSF and the Academy Trust Company.

Kath Thomas noted that the Accommodation Steering Group has been extremely valuable. She proposed a similar Group for the Academy. In addition to herself, she proposed the following individuals in terms of a skills balance:

- John Alder
- Eddie Dixon
- Shauna Dixon
- Abdul Jabbar
- Alan Milligan
- Nigel Newton
- Alan Williamson

**The Corporation agreed**

- that an Academy Steering Group be formed comprising of the above members.

**Action: John Pattison to write Terms of Reference and circulate for approval.  
The quorum to be 50%.**

**1. Apologies**

Apologies were received from John Alder.

**2. Declaration of Conflicts of Interests**

Declaration of conflicts of interest were made by John Pattison and Kath Thomas regarding item 12.

**3. Minutes of Meeting held on 7 October and Matters Arising**

John Osbaldeston drew attention to amendments required to the minutes. With amendments made, the minutes of the meeting of 7 October were agreed as a correct record. There were no matters arising.

**4. Rolling Action List Update**

This item was not taken.

## **6. Principal's Report : Campus 2012**

Kath Thomas reminded members that the ASC of 14 January had agreed to carry on work. At a subsequent meeting of 25 January, LSC informed the College work should stop. The contractors were formally informed of the suspension of the contract as of 31 January. The contractors met and in light of the potential of the project proposed to continue to AID at their own risk.

The contractors' letter was sent to Eversheds solicitors for an opinion that it constituted no risk to the College. Eversheds have provided advice in the form of a letter to contractors. A further Accommodation Strategy Group considered this position and proposed the Corporation agree to "own risk" continuation on the basis of the letter.

Kath Thomas informed Governors that the Steering Group had requested she contact John Korzeniewski to explore LSC's feelings on the position. His response was that he could give no comfort. Kath Thomas' view was that we should inform LSC we are going ahead on the basis of the actions to ensure the risk to the College. Alan Milligan and Nigel Newton as members of the Steering Group had been unable to attend but both felt comfortable with the position.

Alan Milligan and Jim Winstanley reported on an extremely positive meeting with Lloyds. Jim Winstanley reported he had also had a further positive meeting with Barclays.

### **The Corporation agreed:**

- **that the contractors' proposal to continue to guaranteed maximum price at their own risk is accepted on the basis of the conditions stated in the Eversheds recommended letter.**

*(Kashif Ashraf rejoined the meeting).*

## **7. Internal Audit Report 2007/08**

John Osbaldeston as Chair of the Audit Committee noted that the original report had been amended regarding some of the audit recommendations. This is the final version that the Audit Committee agrees. There are now 13 medium and 5 low risk areas to recommend to the Corporation.

### **The Corporation agreed:**

- **to approve the Internal Audit Annual Report 2007/08.**

## **8. Audit Committee Annual Report**

John Osbaldeston had presented this item to the Audit Committee in December where it was approved.

### **The Corporation agreed:**

- **to accept the Audit Committee Annual Report as evidence it has discharged its Terms of Reference.**

## **9. Revised Risk Management Policy**

Jim Winstanley spoke to the variations to the policy proposed by the Risk Management Group, which had also been recommended by the Audit Committee.

### **The Corporation agreed:**

- **to approve the College Risk Management Policy subject to the recommendations of the Audit Committee.**

**10. Management Accounts**

Alan Williamson noted the accounts were very good. Jim Winstanley felt that the work of his staff to improve the clarity and accessibility of the accounts had been successful.

**Action: Jim Winstanley to congratulate those involved in production of the accounts.**

**11. Review of Standing Orders**

The Corporation considered additions and amendments recommended by the Clerk in light of the revised Instrument and Articles of Government.

**The Corporation agreed**

- **that the additions/amendments to the Standing Orders recommended by the Clerk be adopted.**

**12. Senior Post Holders Salary Review**

See separate confidential minute.

**13. Minutes of Committee Meetings**

**Resources 27 January 2009** – Alan Milligan spoke formally to the minutes

**Audit 4 February 2009** – John Osbaldeston spoke to the minutes. He drew attention to Item 7 and highlighted concerns that the auditor didn't have appropriate experience. He had received a response from KPMG that the auditor was suitably qualified and experienced. He also noted that a request has been made regarding LSC to provide written feedback regarding the College's concerns arising from the audit provider feedback for T2G.

**Governance and Search 17 February 2009** - Kath Thomas spoke to the minutes. She drew attention to the Committee's recommendation that the power to suspend cannot be delegated.

**The Corporation agreed**

- **to accept the draft minutes of the Committee meetings**
- **to adopt the AoC Model Senior Post Holders Disciplinary & Grievance Procedures subject to the amendment proposed by the Governance & Search Committee.**

**14. Student Feedback**

Craig Henthorn reported on the Student Union campaign to keep the refectory clean. He spoke to the responses including improvements which would make students love their college more. Shauna Dixon felt that this provided excellent feedback. Anne Falloon felt this was an excellent basis for her work on making a difference.

**15. Items for Staff briefing**

None.

**16. Attendance at Training Courses**

None. John Pattison reminded Governors of the Preston Training event and of the draft programme of the joint colleges governor training event.

**17. Identification of Health & Safety Issues**

None.

**18. Identification of Equal Opportunities Issues**

None.

**19. Any other Business**

None.

Minutes Approved:

Signed

Date \_\_\_\_\_

**Rolling Action List  
Full Corporation**

<b>Meeting Date &amp; Item No.</b>	<b>Rolling Action List</b>	<b>Actionee</b>	<b>Reported as Completed at meeting of</b>
07 10 08 - 8	<b><u>Three Year Financial Forecast</u></b> The Clerk to clarify whether other Corporations consider a less detailed version of the Three Year Financial Forecast.	John Pattison	
09 12 08 - 8	<b><u>Academies Update</u></b> Abdul Jabbar to raise the College's concerns re. the lack of Local Authority Communication and consultation regarding the restructuring at Counthill with the Cabinet member for Education.	Abdul Jabbar	
09 12 08 - 11	<b><u>Financial Statements including Management Letters</u></b> Jim Winstanley to circulate amended Financial Statements and Letter of Representation for signature.	Jim Winstanley	
09 02 24 – 5i	<b><u>Academies Update</u></b> John Pattison to update the risk register with the outcomes of working groups.	John Pattison	
09 02 24 – 5ii	John Pattison to write Terms of Reference and circulate for approval. The quorum to be 50%.	John Pattison	