

**Minutes of the Meeting of the Corporation
held on Thursday 14th March 2019 at 8.00am
in the Boardroom of Matthew Boulton Campus**

Present:	Apologies:
Sir Dexter Hutt (SDH) (Chair)	Iqbal Mohammed (IM)
Veronica Docherty (VD)	Amardeep Gill (AG)
Cliff Hall (CH) (Principal)	
Simon Thompson (ST)	
Hilary Smyth-Allen (HA)	
Dan Zastawny (DZ)	
Michele Larmour (ML)	
Keith Horton (KH)	
Prue Huddleston (PH)	
Angela Myers (AM)	
Michael Nnabugo (MN) (student governor)	
Daniel Millington (DM) (student governor)	
Jane Smith (JS) (Staff Governor)	
Sam Coles (SC) (Staff Governor)	
In Attendance:	
Louise Jones (LJ)	
Liam Nevin (LN)	

Apologies for Absence

Apologies for absence were received from Amardeep Gill and Iqbal Mohammed

Item 1- Declarations of Interest and Matters Arising

No declarations were received in addition to those contained in the register.

SHD welcomed PH to her first meeting of the Corporation and thereafter thanked former Chair, Steve Hollis for his work during his term of office and the generous support provided to SDH in assuming his role as the incoming Chair.

Item 2 – Presentation by the Chair

SDH delivered a presentation to the Corporation that set out his experience of change management and transformation, the key factors involved in successful turnarounds and the short term strategy that the College needed to focus on to achieve a “good” Ofsted inspection.

Thereafter the Corporation debated the issues raised by the Chair and in welcoming and supporting the key messages noted that there were considerable challenges for the College to address and which required the engagement of all staff.

Item 3 – Report from the Chair of Academic Standards and Quality Development Committee

KH delivered the Committee update and advised that there had been two meetings of the Committee since the last Corporation meeting, and the draft minutes were before the Committee. In order to assist the Corporation with the chronology of the issues considered across both meetings KH summarised each in turn.

The February meeting had received a helpful presentation on results with detailed data tables. These demonstrated that most areas of provision had improved in the 17-18 results compared to 15-16, but some areas were still below national rate, and these were of concern. There had been considerable discussion on the progress of level 3 students and it was agreed to return to this issue in the March meeting. The Committee were particularly keen to better understand the judgements behind classroom observations and whether these were overly optimistic in respect of classroom progress.

The Committee had received a positive presentation from Patrick Geary, the new Assistant Principal for Matthew Boulton College which set out his priorities and early observation, and also an update on the arrangements made for the management of safeguarding across the College following the departure of the previous Designating Safeguarding Lead from the College. It was pleasing to note that the College had taken steps to further strengthen the management arrangements and ensure that a wider cohort of staff were involved.

The March meeting had received an updated Post Inspection Action Plan that included data graphs showing progress. This was supported by a presentation on progress measurement and in particular the ALPS measure. KH advised that the Committee had been advised that, in respect of level 3 students, 34% were on target as against a forecast of 40%. However, the Committee were concerned that they were not clear what proportion of students were making progress in line with expectations, and in respect of students who were not, how far off they were. It had been agreed that the independent governors on the Committee needed a better understanding and further assurance in relation to this and another discussion was planned with the Executive.

SDH stated that he was proposing to review the Post Inspection Action Plan as felt that the balance between the frequency of measurements and their reliability needed to be reviewed. It was therefore agreed that this review also encompass the methodology and presentation of progress data.

KH thereafter advised that the Committee had considered the annual Diversity and Inclusion Plan and had requested some further work on this and that the Gender Pay Gap report was before the Corporation for decision.

ST stated that progress in relation to gender pay was positive but that the College should have an ambition to achieve gender parity. In addition other businesses were reporting on ethnicity and he encouraged the College to do the same.

CH noted that whilst BME representation in management positions at the College was approximately 10%, it was 50% across the student population. He had pledged more inclusive leadership with an emphasis on work shadowing and mentoring.

DZ stated that the College should also consider the performance of its main suppliers in relation to diversity and inclusion.

KH advised that the March meeting had also received a presentation from Jan Myatt on the priorities for Matthew Boulton College, and SDH suggested that it would benefit the Corporation to hear directly from the Assistant Principals. ML observed that the Assistant Principals were change agents for the College and they were integral to the delivery of the College strategy.

Accordingly it was

RESOLVED

- **That the update from the Committee be noted**
- **That the content and format of the Gender Pay Gap Report be approved for publication and that the College develop its monitoring and reporting arrangements as set out in the preamble to this minute**

Item 4 – Report from the Chair of the Finance Committee

This item is recorded in a confidential minute

Item 5 – Report from the Chair of the Audit Committee

This item is recorded in a confidential minute

Item 6 – Business Review/Performance Report

LJ introduced the report and advised that a number of changes had been made following a review of content. She noted that the key issues had been discussed in the feedback from the Committee chairs. However, in order to bring the Corporation up to date it was noted that 39% of students were now on track to achieve target grade and another 20% were close to target. Staff utilisation was now also at 94%.

HS stated that further consideration needed to be given to getting the most value from the debate on this report and the scrutiny of the performance data in the context of the feedback from the Committees.

Accordingly it was

RESOLVED

- That the report be noted

Item 7 – Matthew Boulton College Deed of Priority and Charge in Favour of West Midlands Pension Fund

The Company Secretary reported to the meeting that it is proposed that the College enter into:

- a legal mortgage (the "Legal Mortgage") in favour of The City of Wolverhampton Council (as administering authority of The West Midlands Metropolitan Authorities Pension Fund ("WMPF")) in respect of the Matthew Boulton College, 1 Jennens Road, Birmingham B4 7PS registered at the Land Registry with freehold title number WM816087 (the "Property"); and
- a deed of priority (the "Deed of Priority") to be entered into between (1) Barclays Security Trustee Limited (the "Security Trustee") (2) WMPF (3) Birmingham City Council (the "Council") and (4) the College.

The Company Secretary further reported that:

the Legal Mortgage is required by WMPF in consideration of the continued provision by WMPF of certain funding to the College, in particular under the Local Government Pension Scheme Regulations 2013 and the Local Government Pension Scheme (Transitional Provisions, Savings and Amendment) Regulations 2014 and the Local Government Pension Scheme (Management and Investments of Funds) Regulations 2016 (together, the "WMPF Fund Documents"); and

the purpose of the Legal Mortgage is to grant additional security in favour of WMPF in order that WMPF does not levy an additional £1,000,000 annual charge towards the College's pension scheme deficit repayment (the "Saving").

The Company Secretary further reported that, in order to grant the Legal Mortgage, the College is required to enter into new priority arrangements with the Security Trustee (as security trustee for and on behalf of, among others, Barclays Bank UK PLC, being the College's current lender), the Council (being a grant funding provider to the College) and WMPF. It was noted that the College has previously granted security over the Property

in favour of the Security Trustee and also granted separate security over the Property in favour of the Council.

PURPOSE OF MEETING

The Company Secretary reported that the College must consider the Legal Mortgage and the Deed of Priority and in particular it was noted that:

the Legal Mortgage secured repayment to WMPF of all employer and employee contributions, payments and other sums due from the College to WMPF under the WMPF Fund Documents;

the Legal Mortgage contained a statement pursuant to section 125(1) of the Charities Act 2011 that the Property is held by (or in trust for) the College, which is an exempt charity, meaning that the requirements of section 124 of that Act do not apply; and pursuant to the Deed of Priority the Security Trustee, WMPF and the Council would agree the priority and ranking of their respective debt and security.

The Company Secretary reminded the College of their duty to promote the success of the College (in relation to the Legal Mortgage, the Deed of Priority and generally).

CONSIDERATION OF THE DOCUMENTS

The College considered in detail the latest versions of the Legal Mortgage and the risks to the College in entering into the Legal Mortgage, namely that if the College would not be able to repay the secured facilities when due then this may result in the enforcement of the Legal Mortgage against the College. Whilst these consequences were serious, the College considered that the College would be able to meet its obligations when due and that the benefits of granting the Legal Charge, in particular by achieving the Saving, were substantial.

The College considered whether it was in the best interests of the College to:

- provide the security constituted by the Legal Mortgage to WMPF;
- enter into the Deed of Priority; and
- execute and deliver the Legal Mortgage and the Deed of Priority.

After due and careful consideration, bearing in mind the College's duty to promote the success of the College, **IT WAS THE UNANIMOUS CONCLUSION** of the meeting that the College should:

- enter into the Legal Mortgage, grant the security in favour of WMPF constituted by the Legal Mortgage and perform its obligations and exercise its rights in relation to the Legal Mortgage; and
- enter into the Deed of Priority and perform its obligations and exercise its rights in relation to the Deed of Priority,

and that to do so would be of benefit to the College.

AUTHORITY TO EXECUTE THE LEGAL MORTGAGE

IT WAS UNANIMOUSLY RESOLVED that:

- the College, in good faith and for the purpose of carrying on its business, enter into the Legal Mortgage and the Deed of Priority and perform its obligations and exercise its rights in relation to the Legal Mortgage and the Deed of Priority;
- the following officers of the College (each an "Authorised Signatory" and together the "Authorised Signatories") be authorised to sign on behalf of the College the Legal Mortgage and the Deed of Priority and return the signed counterparts to the counterparties to each document:

- (i) Liam Nevin
- (ii) Cliff Hall

- the terms of, and the security contemplated by, the Legal Mortgage and the terms of the Deed of Priority be and are hereby approved (subject, in each case, to such amendments as the Principal and/or the Company Secretary to the College may approve and so that the signature of the Authorised Signatory shall be conclusive evidence of the agreement to such amendments or modifications);
- the Authorised Signatories be authorised to agree and sign on behalf of the College all such other documents, agreements, certificates, notices, communications or confirmations, and to do all such other things, as may be required, or as any Authorised Signatory may approve, in connection with the Legal Mortgage and the Deed of Priority; and
- if required, the common seal of the College be affixed to the Legal Mortgage and the Deed of Priority and each and any document required in connection with the Legal Mortgage and the Deed of Priority and that any two of the Authorised Signatories be authorised to witness the affixing of the College's seal to any such document.

Item 8 – Board Governance Review

SDH proposed that this item be deferred until the next meeting save that it was necessary for the Corporation to resolve to extend the term of office of Veronica Docherty as an independent governor.

With the consent of the meeting it was

RESOLVED

- That the Corporation agree that the term of office of Veronica Docherty be extended up to the 31st March 2021
- That the remaining issues addressed by the report be considered at the next meeting of the Corporation

Item 9 – Governor Confidential Discussion and Any Other Business

This item is recorded in a confidential minute

Date of Next Meeting: 11 April 2019 8.00 am (special meeting)

Signed.....

Chairman

Date.....16.5.19'

