

BOSTON COLLEGE
MINUTES OF THE SPECIAL MEETING OF THE CORPORATION ON 9 APRIL 2020

1. PRESENT

Peter Cropley (Chair), Andy Atkins, Ruth Catlett, Heather Lee, Jo Maher, Helen Mather, Chris Pett, Ann Savage, Gerry Tawton, Ben Webb, Nick Worth and Helen Wright.

This meeting was conducted by video conference. David Earnshaw also dialled in through a voice link.

Also in attendance: Janet Hemmant (Clerk to the Corporation).

Meeting attendance: 75%

Apologies for absence were received from Kate Folling and Michelle Sacks.

2. GOVERNANCE

Members received a report from the Clerk to the Corporation on a number of potential changes to governance arrangements to allow governance to continue to function effectively through the Covid 19 emergency.

Members reviewed the meeting arrangements as set out in the Instrument and Articles of Government and agreed that, to facilitate future working, the Corporation should as allowed under Article 25 of the Articles of Government amend its Instrument of Government to include the following replacement definition of a meeting:

“meeting” includes a meeting at which one or more members attending participate by means of telephone or video-conferencing facilities or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to this Instrument, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group where the chair of the meeting then is.”

The Corporation further decided to introduce a new element into the Instrument of Government about the making of resolutions:

A resolution in writing, in hard copy or by electronic means, signed by the majority of the members of the Governing Body who would have been entitled to vote upon it had it been proposed at a meeting of the Governing Body, shall be effective provided that-

(a) A resolution in writing may comprise several copies to which one or more members have signified their agreement and shall be treated as passed on the date of the last signature;

(b) A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date. The “circulation date” is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

Members agreed that the constitutions of committees should also be amended to mirror these arrangements.

A discussion took place about the possibility of amending the quorum but after due consideration it was agreed that this was to remain unchanged.

Members reviewed the delegation arrangements and agreed that, for an initial period of 12 weeks, the following changes should be made to the scheme of delegation:

- a) The Chair, or Vice-Chair in the Chair's absence, be given authority to take decisions on behalf of the Corporation in consultation with the Clerk in circumstances where there is no other means of taking such decisions
- b) Delegation to the Chair should in the event of unavailability progress to the Vice-Chair and then to the Chair of the committee most appropriate to the matter under consideration.
- c) Delegation to the Principal should progress in the case of unavailability to the Vice-Principal and then to a member of the Executive most appropriate to the matter under consideration.

It was also agreed that during this 12 week period the notice for the calling of meetings can be reduced if the Clerk at her discretion feels that this is appropriate. It was agreed that these changes should also apply to committees of the Corporation.

3. COVID 19 RESPONSE

Jo Maher updated members on the College's response to the emergency including the arrangements being made for vulnerable learners during the College's closure and the effects on College funding. The arrangement for assessment and training of learners was noted as was the arrangement for furloughing staff which had already been supported by members of the Corporation. The Corporation agreed that a watching brief should be maintained on the furlough arrangements. It was noted that examination costs were to be reviewed in the light of the changed assessment arrangements.

A discussion took place about staff welfare and the way in which the College was addressing issues of staff isolating. The Principal advised members that College staff had worked particularly hard in getting lessons transferred to remote learning.

With regards to AEB funding on which Peter Cropley raised a question, it was confirmed that there would be no clawback but there would be a focus of attention on providers not making an effort to continue provision. Jo explained that it was particularly important to keep distance learning in operation. She advised that there was likely to be further information issued about audit and regulation in these circumstances.

Members of the Corporation found this and the regular briefings which were being emailed by the Principal very useful.

4. DATES OF FUTURE MEETINGS

It was noted that the meetings for the remainder of the academic year had been suspended and the timing will need to be reviewed. Members considered how the work of the Corporation might best proceed and agreed the following:

- a) The Standards committee should meet probably at the beginning of May with Helen Wright to discuss the actual date with the Vice Principal: Curriculum and Quality.
- b) The Finance and Resources Committee should meet in the week commencing 27 April and should also consider a date for its budget briefing.
- c) The Corporation should meet at the end of May on a date to be confirmed.
- d) The Audit Committee should meet once before the end of the academic year. It was noted that the Audit committee had been progressing the appointment of new external auditors at a meeting which had been cancelled. Members agreed that it was not appropriate to appoint new auditors without the opportunity to meet them properly and Ann Savage suggested that it was good to keep continuity in the current circumstances. The Corporation agreed with the Audit committee members that the external and internal

audit contracts should be extended for a further year rather than new appointments being made at this point. ●

5. **CORPORATION APPOINTMENTS**

Members received a recommendation from members of the Search and Governance committee for the appointment of Daran Bland whose application had been circulated. It was agreed that Daran Bland should be appointed as a governor for a 4-year term subject to DBS checks. ●

Consideration was given to committee appointments and it was agreed that Daran Bland and Kate Folling should be appointed as members of the Standards committee.

6. **PRINCIPAL**

As this was Jo Maher's last meeting as Principal and Chief Executive, the Board expressed its thanks to her for her efforts on behalf of the College during her time as Principal and wished her every success in her new position at Loughborough College