

CORPORATION MEETING

Minutes

Date	6 July 2017	Time	13.15 – board development Prevent 14.00 – meeting
Venue	Station Plaza Boardroom		
Chair	Tony Campbell OBE KSG FRSA		

Membership: Tony Campbell OBE KSG FRSA (Chair); Pat Farmer (Vice Chair); Principal (Clive Cooke); Staff (Support) Governor (Debbie Baldock-Apps); Staff (Teaching) Governor (Karen Cunnington); Diana Garnham; Simon Hubbard; Graham How; Vic Kempner; Derek Stevens; Sue Walton

In attendance: VP Corporate Services (Biram Desai); VP Enterprise, Employment and Skills (Dan Shelley); VP Curriculum & Quality (Jim Sharpe); David Smith

Apologies: Graham How; Caroline McKiddie, Sue Walton

Governors took part in a Safeguarding and Prevent board development session with the Director of Student Services, Vicky Chainey, the Senior Coordinator for Student Engagement, Katie Jackson and the Link Governor for Safeguarding and Prevent (Vic Kempner)

	Item	Action
1.	Apologies were received from Graham How, Caroline McKiddie and Sue Walton. The Chair welcomed David Smith to the meeting.	
2.	Declarations of Interest Simon Hubbard declared an interest as an employee of Hastings Council. Pat Farmer declared his membership of the Hastings and Rother Task Force. DG declared an interest as a member of the Construction Industry Training Board (CITB).	
3.	Chairs Introduction The Chair thanked the Vice Chair and the Vice Chair of CQS for chairing meetings in his absence. He noted that in view of the large agenda the majority of items he wished to raise were included in the Principal's report or as part of the agenda. The Chair explained that it had been a difficult year for the College and he thanked the SLT for all their hard work. He passed on his thanks to governors for their commitment and time over the last year. VK noted that the SLDD show was fabulous and the Chair agreed that it is the highlight of the College year.	
4.	Minutes of the last meeting RESOLVED: The Corporation agreed the minutes of the 26 April 2017 as a true and accurate record subject to correcting a typo on pg. 3 (to amend 2017-18 to read 2016-17). Proposed: PF; Seconded: VK. CARRIED	



5.	<p>Matters arising on the minutes</p> <p>The VP EES reported that due to purdah progress on the Opportunity Area work has been held up. A meeting will take place on the 13 July with a view to setting up a partnership board in the first term of next year to determine how the opportunity fund is spent. SH reported that the Economic Development Manager from Hastings Borough Council (HBC) will also be in attendance. He noted that there are significant opportunities arising from the fund.</p> <p>The Corporation noted the Student Submission to the QAA inspection. The VP EES noted that the QAA inspection panel were impressed with the detail in the concise report which resonated with the activity on the ground. The report explains exactly what it is like to be a student in HE at SCCH. The Chair thanked the VP EES, the staff and VK for all the work and input to the inspection.</p>	
6.	<p>Matters around structural change</p> <p>The Strategic Proposition for the Development of an East Sussex College Group and update on Transaction Unit application. (confidential item)</p> <p>The Corporation received the following key sections of the business case:</p> <ul style="list-style-type: none">a. Education visionaa. Governance Leadership and Managementb. Market Assessment and Curriculum Strategyc. Proposed Curriculum Changesd. Quality Improvement Planse. Estates Strategy Overviewf. Financial Briefing Paperg. Transition Implementation Plan <p>The Chair reported that there is a great deal of paperwork on the item. The Principal reported that the SLT would present an abridged version of the 22 June CQS/F&HR Committee presentation. It was noted that all governors with the exception of the Chair had attended the joint meeting and the papers had also gone to the Joint Working Group (JWG). The Principal reported that it is a landmark strategic decision.</p> <p>RESOLVED: The Board confirmed its intent to pursue merger with Sussex Downs College, contingent on satisfactory due diligence. Proposed: DG; Seconded: DS. CARRIED</p> <p>RESOLVED: Pursuant to the merger, the Corporation approved the development of an application to the Transaction Unit for grants or loans to support the development of a new East Sussex College Group. Proposed: PF; Seconded: DS. CARRIED</p> <p>The Chair reported that the 3 absent governors have been given the opportunity to vote electronically. There had been one response from GH who after much deliberation had made the decision to vote against the above two resolutions.</p>	



The Corporation noted the minutes from the Joint CQS/F&HR meeting (22 June 2017) which reviewed the key sections of the business case.

The Corporation considered the creation of a Transition Board until final merger agreement is reached.

RESOLVED: The Corporation approved the creation of a Transition Board from 1 September 2017. Proposed: DS; Seconded: SH. CARRIED

RESOLVED: The Corporation approved the terms of reference for the Transition Board (TB) including Henry Ball as Chair and Tony Campbell as Vice Chair of the TB. Proposed: DS; Seconded: SH. CARRIED

The Corporation considered the approval of the membership process and appointment to the Transition Board. The Vice Chair explained that the process was not yet in place. The governor membership has been agreed with TC, VK, PF, DG and VK sitting on the TB with DS as the substitute member. External members have been categorised as a senior HE leader, a senior council executive and an employer of significant status. The Principal reported one part of the process is to accept the three categories and the working assumption that says the Principal will ask for nominations and the names to be taken the first TB.

SH suggested that it may be worth thinking about Local Authority representation specifically for Hastings, Eastbourne and Rother to keep the view on the local interest. The VP EES noted that both Colleges cover 5 borough areas. SH noted that Becky Shaw has a distinct role and it is specific and different to the locality of the College. DG noted that the appointments should show articulated thinking about what the externals would bring and hold the Colleges up to the wider view of the communities the College's serve. A form of words that explains what the TB wants them to contribute and lists the areas of expertise required would ensure that people have the same outline brief. Explaining that individuals will need time to get into the detail and how the Colleges think and explaining what the role will do and how it links in is key.

The TB and what it will look like is one area, the board of the new entity is another and there are the local boards. The VP EES reported that these may start before the entity takes over and the boroughs could be covered in these boards.

It was agreed that the TB should have the facility to take expert witnesses beyond the 3 externals on the board.

VK noted that the important core membership has been sorted out and the external membership would be a bonus but mustn't hold up the business of the TB and there should be an inclusivity of attendees when required.

The Corporation questioned whether there are any other TU bids from East Sussex and DSm confirmed that there is not and there is one bid from West Sussex.

RESOLVED: The Corporation approved the merger support proposal to continue to use FEA for the 30 week programme. Proposed: DG; Seconded: VK. CARRIED

The Corporation noted that there had been positive outputs to date and that FEA had changed the whole pace and inclusion. The VP CS confirmed that there would be no



<p>further tender work undertaken for merger support.</p> <p>RESOLVED: The Corporation agreed to delegate, in line with the Instruments and Articles of Government, to the Chair and Vice Chair any matters, which require a decision to be made in the short-term until September 2017. Proposed: DG; Seconded: DS. CARRIED</p> <p>The Principal reported that tomorrow a meeting with the Unions will take place chaired by the VP C&Q. At 15.00 a communication will be sent to all staff that the intent to merge has been made at SDC and SCCH and a briefing will take place for all staff on Monday. This will be followed by communications to stakeholders. On Monday a press statement will be released. In the Principal's absence the Principal of SDC and the VP EES will be available for press interest next week.</p>	
<p>7. Principal's Briefing (see full report)</p> <p>The Principal provided an update to governors on the following – Government Ministers in place since the election; technical education; Sussex Skills Solution and levy progress; apprenticeships; the University Centre; the College's successful re accreditation for the Information, Advice and Guidance (IAG) quality standard matrix; the successful Quality Assurance Agency's inspection of the College's HE provision; the successful ESCC two day audit of the Colleges high needs provision; outcome of the tender for new external and internal auditors; inspection presentation; attendance; English and maths attendance and emerging outcomes; the English and maths visit from the Education and Training Foundation; health and safety restructure; external cladding check and confirmation that the College's campus claddings are considered a non-combustible material; the Student Union Strategy and the appointment of the salaried, sabbatical, Lucy Head from the sixth form, as Student President for 2017-18 from August 7th.</p> <p>The VP C&Q reported that the greatest risks for the College and improvements for inspection are:</p> <ul style="list-style-type: none">• For the vast majority of teachers to be judged to be good or better• Clear improvements in Value Added• Clear improvements for GCSE English and maths. <p>The VP C&Q reported that national data of 79% for overall achievement has been released and shows the College reached national rates last year. He reported that there are no significant concerns about the predictions for this year and the biggest risk are those courses which are dependent on external exams. He noted that the College currently has twice as much achievement already this year than in the last 5 years. The Corporation agreed that this is very positive.</p> <p>The Corporation asked if the attendance figures include the different ways of capturing students' attendance. The VP C&Q noted that a small number of students who have a barrier to attending English and maths and Pathways students' attendance have been captured in more inventive ways but the majority are based on attendance in class.</p> <p>The Corporation asked for an update on the UoB buildings and it was noted that the UoB invested into the buildings as well as receiving public money and reserve the</p>	



	<p>right to dispose of them. This is likely to be challenged.</p> <p>(confidential item)</p> <p>DG questioned the apprenticeships and SSS section and why there is little care sector included. DBA reported that the College works with a number of care providers but they don't fall under the levy. The VP EES noted that there are discussions ongoing with the UoB and Sussex University Trust but they haven't yet gone out to tender.</p> <p>The Vice Chair asked for a member of SLT to go through the management structure with him after the meeting.</p> <p>(DSm departs 16.06)</p>	
8.	<p>Performance Update</p> <p>Key Performance Indicators Dashboard - The Corporation noted the KPI dashboard. The VP C&Q noted that achievement is positive compared to this time last year. Observations show that there are now only 4 staff members who are requiring improvement or inadequate. The majority of staff have aspects of pedagogy to work on to improve and each staff member has an action plan with areas to improve on every half term.</p> <p>The Corporation noted that the CQS Committee had scrutinised the Quality Improvement Plan in detail at its last meeting.</p> <p>The Corporation noted that the F&HR Committee had looked in detail at the May 2017 management accounts at its last meeting.</p> <p>Risk Management The Corporation noted the Annual Report. The Corporation reviewed the strategic risk register and the VP EES reported that risks are being mitigated as best they can. The Corporation questioned whether risks for next year will include merger and the VP EES confirmed that they do and the proposed risks for next year will be presented to Committee's next term. RESOLVED: The Corporation approved the Risk Management Policy for 2017/18. Proposed: TC; Seconded: DS. CARRIED RESOLVED: The Corporation approved that Risk Appetite remains at 16 or above for 2017/18. Proposed: VK; Seconded: PF. CARRIED</p>	
9.	<p>Report from CQS Committee The Committee noted the report from the meeting held on 22 June 2017 RESOLVED: The Corporation approved the Equality, Diversity and Inclusion Policy. Proposed: PF; Seconded: DBA. CARRIED</p>	
10.	<p>Report from Audit Committee The Committee noted the report from the meeting held on 7 June 2017 RESOLVED: The Corporation approved the updated Whistleblowing Policy. Proposed: DS; Seconded: DG. CARRIED</p>	



	<p>The Chair of Audit clarified the statement of closure note on Acquire.</p> <p>The Corporation noted the appointment of Appoint Mazars LLP as external auditors for the year ending 31st July 2017 and the re-appointment RSM LLP as internal auditors for the year beginning 1st August 2017.</p>	
<p>11.</p>	<p>Report from Governance Development Committee The Corporation noted the report from the meeting held on 17 May 2017</p> <p>Membership recommendations: RESOLVED: The Corporation approved the following re appointments:</p> <ul style="list-style-type: none"> • Ken Melsom to be re-appointed as a coopted governor on the F&HR Committee for a one year period from 6.7.17-5.7.18 • Paul Evans to be re-appointed as a coopted governor on the F&HR Committee for a one year period from 4.7.17-3.7.18 • Roger Dennard to be re-appointed as a coopted governor on the Audit Committee for a one year period from 9.7.17-7.8.18 <p>Proposed: VK; Seconded: DS. CARRIED</p> <p>Governance Matters RESOLVED: The Corporation considered and approved the following:</p> <ol style="list-style-type: none"> a. Internal Working Group terms of reference b. Committee membership for 2017-18 c. Terms of reference for all Committees d. The Annual Cycle of Business for Corporation and its Standing Committees for 2017-18 <p>Proposed: VK; Seconded: DG. CARRIED</p>	
<p>12.</p>	<p>Report from Finance & HR Committee The Committee noted the report from the meetings held on 3 May and 7 June 2017. A number of recommendations were approved as follows:</p> <p>RESOLVED: The Corporation approved the final budget 2017-18 and 2018-19. Proposed: PF; Seconded: DG. CARRIED</p> <p>RESOLVED: The Corporation approved the new banking covenants. Proposed: PF; Seconded: SH. CARRIED</p> <p>RESOLVED: The Corporation approved the Student Union budget for 2016-17 and the College contribution for 2017-18. Proposed: PF; Seconded: DG. CARRIED</p> <p>RESOLVED. The Corporation approved the Subcontractor and Supply Chain fees and charges policy and 2017/18 subject to a reference to the statement on Modern Slavery in the policy, and the management fee. Proposed: PF; Seconded: VK. CARRIED</p> <p>RESOLVED: The Corporation approved the recommendation for 2017/18 subcontractor allocations. Proposed: PF, Seconded: DS. CARRIED</p>	

	<p>RESOLVED: The Corporation approved the updated Student Support Funds Policy. Proposed: PF; Seconded: DBA. CARRIED</p> <p>RESOLVED: The Corporation approved the updated Financial Regulations. Proposed: PF; Seconded: DG. CARRIED</p>	
13.	<p>The Committee noted the Calendar of Corporation and Committee meetings for 2017-18. It was agreed that a September meeting date should be scheduled to consider the outcomes of the due diligence reports and the interim CEO post.</p> <p>The Chair thanked all governors for participating in meetings, their involvement in the College and the commitment to the process which has been going on over the last two years. He underlined that the Corporation had approved the intent to merge at this stage.</p> <p>The Corporation thanked the Chair for his hard work and commitment.</p>	Dir of Gov
14.	AOB	
	<p>Meetings for 2017-18 18 October 2017; 7 December 2017; Strategic Away Day (tbc); 25 April 2018; 4 July 2018.</p>	

Meeting closed at 16.19

Attendance: 2016-17:91%
Length of meeting: 2hrs 19mins