

EXTRAORDINARY CORPORATION MEETING

Draft minutes

Date	14 September 2017	Time	12.30-14.30
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; Student President (Lucy Head)
In attendance: VP Corporate Services (Biram Desai); VP Enterprise, Employment and Skills (Dan Shelley); VP Curriculum & Quality (Jim Sharpe)

Apologies: Graham How; Karen Cunnington, Derek Stevens, Caroline McKiddie; Debbie Baldock-Apps

The Chair welcomed the new Student President Lucy Head and the Student Services Manager Hannah King. The Student President reported that this year she would be working with the Student Council towards NUS's kite mark strategy and was currently getting the Student Council together which was going well for October. There will be a focus on Ore Valley students to ensure they are fully involved in the SU and the Council.

	Item	Action
1.	Apologies were received from Caroline McKiddie, Karen Cunnington, Graham How and Derek Stevens. CMc, KC and GH have submitted electronic votes.	
2.	Declarations of Interest Simon Hubbard declared an interest as an employee of Hastings Council. Sue Walton declared an interest as an employee of Pestalozzi. Pat Farmer declared his membership of the Hastings and Rother Task Force. Diana Garnham declared an interest as a member of the Construction Industry Training Board (CITB). Caroline McKiddie has a declared interest as an employee of East Sussex County Council (ESCC).	
3.	Chairs Introduction The Chair welcomed governors and SLT to the first meeting of the year. He reported that a number of meetings have taken place over the summer with the Transaction Unit (TU), FE Associates (FEA) and Sussex Downs College (SDC). The first Transition Board (TB) took place on the 7 September. The Internal Working Group (IWG) meetings will continue this year to ensure that the view of the Corporation is taken to the TB meetings. [confidential note]. The Chair asked governors who are not sitting on the IWG to express their views to him at any time and the IWG will make sure that these are being carried forward.	All

	<p>Extra work has been taken on by the SLT and staff at the College to ensure that the best interest of the communities we serve is taken on board during this transition period and the Chair thanked staff for their commitment.</p> <p>The Chair noted how pleased the Corporation is with the outcomes and achievements of students and the VP C&Q will provide more details as part of the agenda.</p>	
4.	<p>Minutes of the last meeting RESOLVED: The Corporation meeting minutes from the 6 July 2017 were agreed as a true and accurate record subject to the agreed updates. Proposed: PF; Seconded: VK; CARRIED</p>	Director of Gov
5.	<p>Matters arising on the minutes The action list was noted and it was agreed all items have been completed or are being addressed.</p>	
6.	<p>Update on student outcomes The VP C&Q provided a presentation on student outcomes. See attached presentation for full details. Key points included:</p> <ul style="list-style-type: none"> • All headline outcomes are positive and above target and national rate • It is very difficult to gauge a national rate for A levels. Value Added (VA) is due any day with an expected improvement • Vocational outcomes are above national rates • Functional Skills is way above the national rate. FS makes up 65% of English and maths provision including the Level 2 • The external partners' results have increased. There are 500 achievements yet to come in and no anticipated issues • GCSE results are positive • The impact of the Acquire e learning provision gives a bit hit on the 19+ long results. It improved by 4.5% last year but because e learning increased by a 1/3 resulted in only a 0.2% increase. It is going to be the drag, but it is a strategic decision for the college. Nationally e learning performs at this level and there is a strong argument for continuing with 19+ provision when inspection takes place • The headline figures on page 1 of the presentation are excluding Acquire so they can be benchmarked like for like to last year • Functional Skills is the biggest E&M provision. Level 2s are substantially above national rate • GCSE maths A*-C hasn't made expected progress. English A*-C is a big improvement. This reflects the national picture. The new specification was used for English this year and the old specification for maths. Nationally there is a massive difference on the new and old specification for maths and students have been disadvantaged for taking the old specification. There are 200 students that have stayed on a D. For some it is the third time students have taken the maths qualification. Students resilience and confidence is very low and the College is looking at ways to meet their needs better. The GCSE maths team wasn't in place until February last year and there is now a strong team in place • The results put the College in a much stronger position • The main focus of the QIP will remain around VA and GCSE maths 	

	<p>DG asked about ways of building the students' confidence. The VP C&Q reported that the tension is there are only 28 weeks to get through the whole GCSE specification. The College only has a third of the teaching time that schools have. Many of the students have significant cognitive barriers to significant parts of the qualifications. There is a new QIP on the GCSE maths which will include all the support the College is providing. The VP C&Q noted that there has to be a roll back on the policy for the A*-C issue, it is a national issue and it has gone backwards this year for maths.</p> <p>The Chair noted how pleased the Corporation are with the outcomes and thanked the VP C&Q for the hard work he and his team have done. He asked for the Corporation's congratulations are passed onto staff.</p>	
<p>The Corporation received a number of papers from the Transition Board meeting on the 7 September 2017</p>		
7.	<p>Due Diligence update The Principal reported that two sets of due diligence are underway on finance (due mid-October) and legal (due mid-September). The VP CS is leading on the process for both Colleges. There have been no headline level concerns reported back to the College to date. Both final reports will go to F&HR and to the Corporation in October.</p>	VP CS
8.	<p>Update on Transaction Unit engagement and related matters The Principal reported that the College team from SCCH and SDC and the College's consultants held two meetings on the 19 and 20 July with the Transaction Unit (TU). The College now wants to shape the size of the deal with the TU and a funding workshop is being organised to agree a framework deal to serve the cash forecasts well on the 29 September. The purpose is to agree on a cash figure for the bid with the TU and the percentage of loan/grant that would be expected. At the Transition Board two members were agreed to work with College team (Derek Stevens and Henry Ball). [Afternote: this meeting was postponed until the 12 October and Pat Farmer will attend] The Corporation questioned to what extent do the Colleges have a position in the negotiations. The Principal noted that it is very formulaic and does feel one sided. There are areas of negotiation irrespective of the debt servicing such as the uncertainties of enrolment and the state of the estates at Lewes and Eastbourne. [confidential note] The Chair of F&HR noted that It is all based on a spread sheet on cash flow. The Corporation agreed that the merger needs to be financially workable to enable it to happen.</p>	
9.	<p>Draft dissolution report and recommendation The Principal provided an update on the FEA report on dissolution. The recommendation is that SCCH should remain and SDC should dissolve. This is based around debt servicing and HR matters. [confidential note] The Corporation questioned whether there had been any pushback from SDC on the dissolution proposal. The Principal confirmed that there hadn't been at the TB and it will go forward to SDC's Corporation on the 18 September. One governor asked whether a model was produced showing dissolution of SCCH and whether this had made a difference to the outcomes and what the headline sum of the</p>	



	<p>difference was. The Vice Chair noted that there wasn't an immediate difference on year one and the Principal noted that he wasn't aware of the headline difference. [confidential note].</p> <p>RESOLVED: The Corporation considered and approved the Transition Boards recommendation:</p> <p>(i) To proceed to statutory consultation on the merger proposals, which are:</p> <ul style="list-style-type: none">a. to create a new institution through a type B merger between Sussex Downs College and Sussex Coast College Hastings to provide the highest quality further and higher education in the region,b. to dissolve the Corporation of Sussex Downs College and transfer its assets and liabilities to Sussex Coast College Hastings.c. to undertake the legal transfer on or before 28 March 2017 <p>To note that on the 18 September 2017 the Sussex Downs College Corporation will present the following recommendations:</p> <ul style="list-style-type: none">i. To proceed to statutory consultation on the merger proposals, which are:<ul style="list-style-type: none">a. to create a new institution through a type B merger between Sussex Downs College and Sussex Coast College Hastings to provide the highest quality further and higher education in the region;b. to dissolve the Corporation of Sussex Downs College and transfer its assets and liabilities to Sussex Coast College Hastings.c. to undertake the legal transfer on or before 28 March 2018ii The following wording of the Notice to Dissolve, to be published in one local and one national newspaper: Notice is given of a proposal to dissolve the Corporation of Sussex Downs College, as part of a merger with Sussex Coast College Hastings. The proposed dissolution date is 28 March 2018. <p>A public consultation on the proposal will take place from 20 October 2017. A copy of the full proposal for the merger can be obtained from:</p> <p>The Clerk to the Corporation, Sussex Downs College, Cross Levels Way, Eastbourne East Sussex, BN21 2UF</p> <p>Proposed: DG; Seconded: PF; CARRIED</p>	
10.	<p>Terms of reference for the Transition Board</p> <p>The Corporation approved the update terms of reference for the Transition Board which includes a planned merger date of 28 March 2018 and external stakeholders as the Registrar and Secretary University of Brighton (Stephen Dudderidge); Graham Peters; Chief Executive East Sussex County Council (Becky Shaw). The Principal provided an update on the nominations and explained the decision to nominate UoB rather than University of Sussex because of the links with the University Centre and both colleges have courses validated by the UoB. SDC pushed strongly for University of Sussex but the Principal argued</p>	



	<p>strongly against it as a political issue with the UC and UoB. The TB has agreed that a model of expert witnesses will be used when required at meetings with both universities being invited to come to the TB meetings. Corporation members fed back on the external members with the following comments:</p> <ul style="list-style-type: none"> • Graham Peters is a council member of Pestalozzi Village Trust • Becky Shaw will be a very helpful member • There is a strong argument to remain engaged with the University of Sussex and their engagement would be useful. <p>The Corporation agreed that bringing in expert witnesses is very important. Witnesses close to the ground as real experts in local employment will be key in the development of the structure and how local employers can fit together and will provide the TB with a reminder of where employers sit and how they see the future of training. It was agreed that the structure needed flexible edges rather than a silo model to meet the changing needs of education.</p> <p>RESOLVED: The Corporation approved the updated terms of reference for the Transition Board. Proposed: TC; Seconded: PF; CARRIED</p>	
<p>11.</p>	<p>AOB</p> <p>The Corporation asked for an update on this year's recruitment. The Principal reported:</p> <ul style="list-style-type: none"> • The main focus is 16-18s and the College is on profile and expects to meet its target • At the end of the Right Choice period the numbers are critical and will determine funding for the subsequent year • Numbers currently stand at around 2000, slightly up from last year • The College is experiencing year on year longer enrolment periods. Yesterday the College enrolled 29 students despite courses already starting • The Corporation asked about market share and local demographic and the VP C&Q noted that the College is increasing its market proportion • Adult enrolments are on profile • Apprenticeship enrolments are ahead of profile • HE is yet to enrol; there are 15-20 applications up from last year but these are yet to be converted <p>The Principal reported that the Student Services Manager has done a good job. The Corporation asked if there are any changes to areas of enrolment. The VP C&Q noted that there has been over recruitment in construction, the sixth form is on target, hair and beauty continues to be a challenge but is being managed.</p>	
	<p>Meetings for 2017-18 18 October 2017; 7 December 2017; Strategic Away Day (tbc); 25 April 2018; 4 July 2018</p> <p>The Corporation asked that a Strategy Day is circulated ASAP. There was a discussion about a joint day with SDC.</p> <p>The Corporation asked that they are kept up to date on progress with the merger</p>	

project between meetings. The Chair noted that all governors receive TB minutes and should receive TB papers to provide feedback to the IWG. [confidential note].

Dir of Gov

Staff and students departed for the Confidential C part of the meeting.

Meeting closed at: 14:20

Attendance for 2017-18: 58%*

Length of meeting: 1hr 50mins

*the meeting was not quorate for the confidential C part of the meeting and electronic voting took place