**Briefing session on ESCG Recovery**

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| Date | 21 October | Time | 2 pm – Briefing session on ESCG Recovery |
| Venue | Zoom | | |
| Chair | David Smith | | |
| **In attendance (Governors)** David Smith (Chair), Rebecca Conroy, Mark Fisher, Ian Mehrtens, Joanne Rogers, Gill Short, Suzanne Green, Sue Maynard, Graham Cook, Catherine Manning, Andy Vincent, Angela Smith  **In attendance** (**Executive Team**) Executive Director Estates and Resources (Tim Hulme), Interim CFO (Martin Penny), Executive Director Strategic Partnerships and Engagement (Dan Shelley), Interim Director HR (Becky Cooke). Director of Governance (Mia Bryden)  **Apologies** - Kevin Cowley, Steve Hedges, Leo Hunnisett | | | |

**Definitions**

*Recovery phases:*

1. ESCG Fixing the Foundations Plan – approved by Board in July 2020 – a series of drivers that form the basis ESCG Recovery Plan. Actions contained within Fixing the Foundations lay the path in the short and medium-term to secure the College's stability and strategic position and ensure that key stakeholders (ESFA, PMO, Bank) retain confidence in ESCG. Fixing the Foundations takes the College to March 2021.
2. ESCG Recovery Plan (requirement of the ESFA's Notice to Improve issued in November 2019, absorbs and looks beyond the Fixing the Foundations Plan). It details key improvement measures the College will implement to ensure financial recovery and sustainability and to 'build and grow' delivery to better meet the economic and social needs of East Sussex. The ESCG Recovery Plan will shape the range of planning strands that form the 2021-24 Strategic Plan. This covers Estates Strategy, Adult, HE and Apprenticeship Growth plans and further work on the overall Curriculum plan for the College thorough the remainder of 2020/21 and beyond. The ESFA will use the action plan that derives from the Recovery Plan to monitor progress.
3. ESCG Prospectus – (required by PMO/ESFA as part of the merger Restructuring Fund agreement). This prospectus articulates a vision and direction of travel for the College and its constituent campuses and Apprenticeship Delivery arm, Sussex Skills Solutions. It will be submitted alongside the Recovery Plan and will form the basis of a consultation document to be discussed with key local stakeholders in Spring 2021. This consultation process will inform the final draft of the ESCG Strategic Plan 2021-2024.

*Strategic Plan:*

ESCG Strategic Plan 2021 -2024 (to be launched in April 2021). This will need to be informed by Policy direction (FE White Paper, ICCF People, Productivity and Place report, and the upcoming government spending round and associated announcements). It will be built around the agreed six work streams: Education, People, Estates/Infrastructure, Communications, Finance and Governance.

**Financial recovery imperatives**

The key priorities for finance – 4xD's were described. **Deliver** the FY21 financial plan, **develop** long term financial forecasts to include asset disposals receipts, **devise** and implement updated financial controls to ensure a culture of compliance and **drive** improvements in financial understanding through the College to improve resource management.

**Campus Specialisms**

The Chair of the Transformation Committee urged the College to consider ensuring that high investment curriculum specialisms are planned for each campus. Discussion centred on the terminology to describe campus specialisms – care will be taken to ensure that no implication of ‘unbalanced resourcing’ is communicated.

**ACTION – Governors to feedback to Rebecca and Executive teamon the Recovery Plan and ESCG Prospectus** **by Friday 23 October.**

**ACTION – DoG to share ESFA feedback on the Recovery Plan with Governors.**

**ACTION – Executive Team to reflect on following at the request of Governors:**

1. Ensure the audience of the Prospectus is clear
2. Review for accessibility, e.g. plain English and revisions to the structure
3. Ensure a focus on outcomes and quality
4. Build-in Sussex Skills Solution work
5. Reference to the Covid-19 pandemic recovery
6. Clarity on imperative to capture community and employer needs
7. Inclusion of digital strand of activity

**ESCG Board Meeting**

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| Date | 21 October | Time | 3 pm – Board Meeting |
| Venue | Zoom | | |
| Chair | David Smith | | |
| **Membership**- David Smith (Chair), Rebecca Conroy, Kevin Cowley, Mark Fisher, Ian Mehrtens, Joanne Rogers, Gill Short, Leo Hunnisett, Marie Sangster, Steve Hedges, Suzanne Green, Sue Maynard, Graham Cook, Catherine Manning, Andy Vincent, Angela Smith  In attendance – Executive Director Estates and Resources (Tim Hulme), Interim CFO (Martin Penny), Executive Director Strategic Partnerships and Engagement (Dan Shelley), Interim Director HR (Becky Cooke). Director of Governance (Mia Bryden) | | | |

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|  | Item | Action |
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| 1.1 | **Welcome & Apologies**  Apologies were noted from Kevin Cowley, Steve Hedges, Leo Hunnisett |  |
| 1.2 | **Declarations of Interest**  There were no new declarations. |  |
| 1.3 | **Membership Matters**  **Student elections**  Kate Edwards, Learner Journey Improvement Manager, is supporting College elections. Kate has advised the Board to seek representation from Student Councils to ensure diverse representation. The Chairs of the Local College Board will attend their Campus Student Council meetings in November 2020, with the DoG to launch the election process. The DoG advised during agenda planning for the November Curriculum and Standards Committee there was a discussion about creating a 'Student Shadow Board' or similar, which would feed into the Curriculum and Standards Committee. TOR for such a Committee will be discussed by the Governance Development Committee. It is anticipated Student Governors will join the Board for the December 2020 meeting. The need to ensure representation from adult learners is also recognised.    **Vice-chair nominations**  The Board **approved** the Governance Development Committee's Vice-Chair nominations, as follows:   * Governance Development - Gill Short, and then Andy Vincent when settled in * Audit, Risk and Compliance – Ian Mehrtens, revisiting in spring when Sue Maynard has settled in * HR – Jo Rogers * Finance - Graham Cook * Performance and Remuneration – Jo Rogers * Curriculum and Standards – Catherine Manning and Suzanne Green – sharing * Transformation – Graham Cook, pending review of continuation of Committee in its current form.   **Local College Boards**  The Board **approved** the following new additions to local College Boards.   * Josh Barbarinde, OBE: an alumnus of Sussex Downs College who was also a student Governor at the College some years ago. Josh will bring energy and a youth perspective to the Eastbourne College Board. * Kris Hayter; Vice-chair of Eastbourne Hospitality Association. * Tim Clark: a local Hastings resident who is an ex London Headteacher. Tim's experience and links to the Hasting's area would make him a valuable addition to the Hastings College Board. Tim will join in the Spring 2021.   The Board **approved** new local board members.  **ACTION – DoG to welcome and induct new members**  **Link Governor elections**  The Board **approved** the nominations of the following Link Governors:   * Safeguarding, PREVENT and SEND – Gill Short * Mental health and wellbeing – Suzanne Green * Equality, Diversity and Inclusion – Ian Mehrtens   Link Governors will be responsible for reporting, at least annually, into the Curriculum and Standards (Student) and HR (staff) Committees and contributing to annual mapping activity against the AOC's Code of Good Governance for English Colleges. These roles will be reviewed in May 2021 by the Governance Development Committee. All roles have a degree of interconnectivity.  **ACTION- DoG to meet with all Link Governors to agree frequency of reporting and a general discussion on the roles. DoG and CEO to meet to inform College leads with link areas within their portfolios.**  **Future of Short-Term Board Focus Group**  The Chair asked for a view about the continuation of the Short-Term Board Focus Group. The Board agreed the Short-Term Board Focus Group will now cease as the COVID crises has abated into a new normal. If the situation changes, the group or a variation of, can be reinstated. The Director of Governance reminded the Board about the CEO, Chair, DoG and Vice-Chairs meeting mechanism within the Governance structure. These have not been timetabled due to the Short-Term Board Focus Group meeting but can be reinstated. The CEO was happy to provide a regular written briefing to the Board to ensure regular communication continues. | Mia  Mia & Rebecca |
| 1.4 | **Minutes of the last meeting on 8 July 2020**  THE MINUTES OF THE MEETING HELD ON 8 JULY 2020 WERE APPROVED AS A TRUE AND ACCURATE RECORD. |  |
| 1.5 | **Matters Arising, Written Resolutions**  The matters arising were noted to be completed.  The written resolution for the CEO appointment was noted. |  |
| 1.6 | **Chair’s Action**  The Chair’s Action taken on Friday 4 September 2020 to approve  new utilities contracts: Electric £659,985 + Gas £173,503 = £833,488 p.a. was endorsed. The Board were advised by the DoG that in future, any significant contract renewal that requires delegated authority in terms of value will be provisionally signed off the by Executive Team, tabled for approval at the Finance Committee (or to the Chair depending on the meeting schedule) ahead of any tendering. A list of utility contracts that exceed £100k with their renewal dates will be presented to the Finance Committee on 23 November 2020. |  |
| 1.7 | **Chair's announcement and board approval of CEO/Principal appointment**  The appointment of Rebecca Conroy as ESCG CEO/Principal was formally announced. The Independent Governors only part of the meeting will consider the terms and conditions of employment and performance monitoring arrangements. |  |
| 2.1 | **CEO Report**  Since the start of term four students have tested positive for COVID, and one staff member, £165k has been invested in safety measures during the pandemic so far.  Redacted for **public minutes** due to commercial sensitivity  It was noted that updates on quality improvements, enrolment, student voice and Ofsted Interim visit feedback would be tabled for broader discussion at the Curriculum and Standards Committee on 16 November 2020.  Suzanne Green was heartened to hear that student wellbeing is a priority area of focus. She asked for assurance that staff wellbeing is also a priority and for this to be included in the CEO's update to Board at each meeting. Ian Mehrtens enquired about how many staff have chosen to remain working from home. The CEO advised back office, and business support teams are encouraged to remain working from home, but that teaching staff have been asked to return, and are mainly in work.  **ACTION – CEO to add staff wellbeing to the CEO report tabled at Board.**  Gill Short praised the College for being judged a top state FE College for International Students for the 9th year running. Enrolment was noted as looking positive at 99% of the allocation of 4989. It is anticipated the College will be within 2% of its allocation at the November return for the ESFA.  Sue Maynard noted 2.6% of enrolments have withdrawn and asked how this compared to this time last year and with sector norms. The EDSPE advised the College is in a better position this year and performing better than the sector average for withdrawals. The CEO advised retention and re-engagement is a priority area of focus. | Rebecca |
| 2.2 | **Management Accounts & College Financial position, IFMC return, & Budget 20/21**  August summary management accounts covering the first month of the new financial year were presented by the Interim CFO. The Chair of the Finance Committee said that whilst there remains some minor work to do on the Management Accounts, there is a marked improvement in the quality of information now flowing through.  There have been three major announcements of additional income to the College since the budget was agreed by Governors. An update on 20/21 budget will be presented to Governors during November, which will reflect the post enrolment position and the full impact of the government's new funding allocations.  The Q4 IFMC return has been submitted to the PMO, with no requirement to resubmit.  The Interim CFO advised the College has started the year in a stable financial position, using the FE Capital Allocation grant in September to pay down in full the RCF to avoid interest charges, and has appointed a new Finance Director, Helen Tracey, to reinforce the capacity and capability of the College finance team. He said that despite impacts of COVID the College is currently on course to remain without need for exceptional financial support during FY2021. |  |
| 2.3 | **Subcontractor Reduction Strategy**  The EDSPE advised the Board that the need to publish a Subcontracting Reduction Strategy on the ESCG Website is a new requirement as part of the DfE/ESFA response to their subcontracting consultation that was triggered by several subcontractor market failures.  The Board were reminded of the FEC recommendation in this area, which has subsequently been closed down as a result of the College's reduction strategy.      The proposed Strategy outlines the rationale that College has for subcontracting and how it will significantly reduce subcontracting levels to comply with the new rules.  Governors asked how the College will maintain income levels with the reduction of subcontracting.  The EDSPE advised that legacy colleges relied on subcontracting to deliver their AEB and apprenticeship funding agreements but that there is now the ability to absorb 16-19 subcontracting within inhouse provision from 2021-22. He advised the £1m East Sussex skills pledge is mitigating AEB reductions, and a managed growth of internal apprenticeship income over the three years included in the Strategy further supports mitigation.  The Chairs of Audit, Risk and Compliance and Finance Committees asked about the risks implicit in reducing subcontracting reliance, and if bringing in-house will be financial viable, particularly in the current financial and COVID climate. They requested further assurances be provided, but were in principle, supportive of the approach.  It was noted that Kirsty Evans (EFSA) at the recent AOC conference highlighted the subcontracting reforms and the need for rationale for sub-contracting to be published. It was noted that this should be published alongside the ‘fees and charges’, approved in July 2020 by Board - [East Sussex College Group (ESCG) Subcontractor and Supply-chain fees and charges policy 2020/21](https://www.escg.ac.uk/docs/policies/east-sussex-college-group-supply-chain-policy)  The Board **approved in principle** the Subcontractor Reduction Strategy.  **ACTION - Dan, Martin, Rebeca, Mark and Angela to discuss further the Subcontractor Reduction Strategy.** | Rebecca, Dan, Mark and Angela |
| 2.4 | **FECA Grant**  The College has recently received £1.82m of FECA grant as the allocated sum from national FE Capital fund. This enables the commencement of the upgrade of buildings classified as' Category C' or below (the categories run from A to D, with C and D being the worst. Over 50% of College buildings in Eastbourne and Lewes fall into this category. (The £1.82m is the College's initial grant from the £200m allocated to the sector in August)    The funds have already been received into the College account. They need to be spent/committed by the end of March 2021.  See item 4.2. |  |
| 3.1 | **Strategic planning: Recovery (short term Easter 2021) and longer-term 2021-2024***:*  The Board **approved** the draft of Recovery Plan.  **ACTION – CEO and Executive Team to incorporate suggested amendments and return to the ESFA by 31 October 2020** | Rebecca and Exec Team |
| 3.2 | **Quality improvement 2020/21**  It was noted that the Curriculum and Standards Committee will be sighted on headlines from this section.  The 19/20 outcomes current position was discussed, particularly concerning apprentices which are down 13.4% since last year. Governors asked for clarification about the reduction. This was noted to relate to COVID impacts in the main. The Chair said he would have expected an overall more significant increase in pass rates with centre assessed grades. The CEO advised the College awaiting final outcome data and that a proportion of vocational programmes were not assessed using centre assessed grades but remained unable to complete.  The College Self-Assessment Report 19/20 and Quality Improvement Plan 20/21 are currently being prepared and will be presented to the Curriculum & Standards Committee on 16 November 2020. The QIP now follows the categories of Ofsted's Education Inspection Framework. There is FEC recommendation in this area which is being addressed during the revamp. A SAR validation panel, with external scrutineers, including a quality representative from the Chichester College Group is being arranged via Rebecca's office. |  |
| 3.2 | **Estates & Digital Strategy**  The EDROD updated the Board on the progress made with the Estates Strategy. The accompanying paper set out the current position and key deliverables for each Campus as well as the next steps.  Campus specialisms were noted.  The Board **approved** proposals for use of the FECA Grant of £1.82m for enabling works at Eastbourne and Lewes to consolidate space, remove category C accommodation and free up surplus land for sale.  The Board **approved** the re-purposing of the group floor at the Hastings campus for increased community involvement initiatives. |  |
| 3.3 | **Risk register**  The EDROD updated the Board on the progress made on the new risk register. This follows a recommendation by the FEC, and a recognition by the Executive, to adopt a new approach to managing risk across the business. The new risk register is tabled as a standing agenda item on the Executive's bi-weekly meetings. It is consistent with the six transformation themes underpinning both ESCG Recovery Plan and the emerging Strategic Plan. The risk register is based on a 5x5 assessment matrix of probability and impact. Each principle risk is assigned to a member of the Senior Leadership team, aligned with a strategic objective and assigned to an ESCG Committee for oversight.  The current Recovery Plan was acknowledged to contain clear parameters on the level of risk. As business priorities change and the College's perspective towards risk shifts, risk appetite will need to be revisited.  The Chair of Audit, Risk and Compliance said she was surprised there were not more 'red' risks and said a healthy position on risk is to accept there are risks that are not within the College's gift to remedy wholly.  A programme of risk management training, including the dissemination of the risk management policy framework to all appropriate staff and Governors, is planned.  **ACTION – DoG to disseminate training dates to Governors**  The Board **approved** the revised risk management approach. | Mia |
| **4.1** | **Governance Improvement Planning**  The Director of Governance presented the Governance Quality Improvement Plan (QIP)The QIP draws together recommendations from the following sources :   * FE Commissioner Team recommendations * Association of Colleges Code of Good Governance for English Colleges * ESCG Self-Assessment Activity * Mapping against Ofsted EIF * Feedback from ESCG Strategy Days   The QIP takes the format of the agreed [Governance Framework](https://www.escg.ac.uk/docs/governance/governance-framework/) and outlines the action necessary to get to good and then outstanding governance against the frameworks five areas; Strategy, compliance, oversight, structure and people by Easter 2021.  A detailed workplan sits behind the slide presented, and progress monitored via the Governance Development Committee.  Board and external assessment activity will be re-run in Easter 2021. It is hoped that the following will be reflected in the assessment :   * The adopted governance structure and model is deemed fit for purpose * The composition of the Board and Committees reflect the needs and strategic direction of the College * There is a suitably robust induction, training and development programme, and on-going support in place for Governors * There is a judgement that the Governance Framework and processes facilitate effective decision-making and suitable Governor oversight of compliance and regulatory matters   The Board **approved** the QIP and related processes. |  |
| **5.1** | **Whistleblowing Policy**  The College's Whistleblowing Policy has been; shortened and made clearer, rebranded to ESCG (from previous legacy college versions), adapted to explain how concerns about behaviours should be raised (accepting that this policy is about the legal protection afforded to 'qualifying disclosures') and amended to include how to raise a concern about a member of the Executive or HR teams. Learning from an ESCG Board commissioned investigation has been incorporated. At their meeting in July 2020 the Audit, Risk and Compliance Committee agreed the policy covers the College from a compliance point of view. The HR Committee recommends the policy be approved by the Board, but note that further work is needed to incorporate the values-led leadership culture being implemented across the College as part of the People Strategy.  The policy was **approved**.  **ACTION – Policy to be updated to relevant pages on the ESCG website and cascaded to staff.** | Becky Cooke |
| **5.2** | **Expenses Policy**  This policy has been re-drafted by the CFO during the summer. The policy was reviewed with learning in mind from an ESCG Board commissioned investigation. The policy is aimed at both College staff and Governors.  The policy was **approved**.  **ACTION – Policy to be updated to relevant pages on the ESCG website and cascaded to staff.** | Martin and Rebecca |
| **5.3** | **Gifts and Hospitality & Declarations of Interest**  This policy has been re-drafted by the CFO during the summer. The policy was reviewed with learning in mind from an ESCG Board commissioned investigation. This policy is owned by the Director of Governance who now holds a receipt of gifts and hospitality register for Governors and **all staff**, which will be made available to auditors and the Audit Committee. The new policy proposes that **all staff**, as well as Governors, are required to register interests with the Director of Governance. Currently, only Governors and the Executive Team interests are recorded by the Director of Governance. A reminder about these declarations will be added to ESCG induction and appraisal paperwork.  The policy was **approved**.  **ACTION – Policy to be updated to relevant pages on the ESCG website and cascaded to staff.** | Martin and Rebecca |
| **5.4** | **Governor Learning & Development Strategy**  The Board **approved** the Governance Development Committee's recommended Governor Learning and Development Strategy. The Strategy has been devised in response to:   * Skills audit gaps * FE Commissioner Team –recommendations * Association of Colleges Code of Good Governance for English Colleges * ESCG Self-Assessment Activity * Mapping against Ofsted EIF   The Director of Governance is working with relevant Executive Team members and College officers to book in the learning and development sessions for the academic year 2020-21. Adherence to mandatory training will be monitored by the Governance Development Committee. Governor training will also be discussed during the annual conversation with the Chair. Expectations around the dissemination of learning were noted.  **ACTION** - **Governor Learning & Development Strategy to be finalised and shared.** | Mia |
| **5.5** | **ESCG I&As, Standing Orders & Scheme of Delegation**  **Standing Orders**   * The quantum relating to Governor's expenses has been updated as part of the 'Gifts and Hospitality Policy' review * Reviewed for consistent use of Corporation, Board, Board of Governors and Governing Body - used interchangeably * Reviewed for consistent use of 'Members' and 'Governors' - used interchangeably * Clarification of Chairs Actions section   The Board **approved** the ESCG Standing Orders.  **I&As**   * Removed 'institution' and replaced with 'college.' * Removal of a reference to the Education and Skills Funding Agency.   The Board **approved** the I&As  **Scheme of Delegation**   * Formatting amended * Simplification of language   The Chair of the Audit, Risk and Compliance Committee requested that the need for the CEO in discharging their functions to act in accordance with the Strategy set by Board to be made more explicit.  The Board **approved** the revised Scheme of Delegation.  **ACTION – DoG to replace ESCG I&As, Standing Orders & Scheme of Delegation on ESCG website and Knowledge Area of Boardpacks.** | Mia |
| **6.1** | **Governance Development – 10 September 2020**  The minutes were noted. |  |
| **6.2** | **Chairs Meeting – 17 September 2020**  The minutes were noted. |  |
| **6.3** | **Transformation – 1 October 2020**  The minutes were noted, and approvals are outlined at Item 4.3 |  |
| **6.4** | **HR – 13 October 2020**  The draft minutes were noted. |  |
| 7.1 | **Urgent Matters**  Governors asked for the CEO to reflect their thanks to staff who worked hard during the COVID crisis period. |  |
| 7.2 | **Meeting Evaluation**    **Feedback from Governors – led by Gill Short**  This was a big agenda with a huge volume of papers. The DOG had put times against items, and the Chair managed well to get through the main agenda, although the confidential part overran by more than 15 minutes.  Having the recovery session beforehand was helpful in bringing Governors up-to-date, although there was some confusion about whom the paper presented was aimed at – clarified during the meeting.  Most members participated, and it was helpful for the Chair to invite comment in order: staff & students, newer Governors, the rest of the Governors who are inclined to talk more. The newer Governors spoke less.  At the end of each agenda item, the Chair was good at summarising and checking in with the Director of Governance about the approvals required and encouraged the use of the chat function on Zoom.  Comments from governors taking part in this evaluation were mostly around the volume of papers and the agenda:   * Felt overwhelmed * Lost the will to live after so many pages * Just too much * Could we have better cover papers * Variability in cover paper quality   On the positive side, there were comments about the presentation of papers and the chairing   * The Chairing was a work of art * Good papers to help create the right focus * Effective decision making * Good level of participation in the main * Evidence of much work by the CEO & senior management team, DoG and Chair   **ACTION – Feedback to be shared with the Governance Development Committee.** *Actions to reduce and rationalise paperwork noted to be contained within the Governance QIP* | Mia |

PART C Confidential Meeting – 4.55 pm