

ESCG BOARD MEETING

Dated	29 March 2018	Time	15.00
Venue	Corporation Room, Eastbourne		
Chair	Henry Ball	Minutes taken by	Ra Hamilton-Burns
Governing Body:	<p>Membership: Henry Ball (Chair), Tony Campbell (Vice Chair), Clive Cooke (CEO), Debbie Baldock- Apps, Emily Beer, Karen Cunnington, Pat Farmer, Mark Fisher, Diana Garnham, Peggy Hall, Jeff Hayes, Lucy Head, Russell Higginbotham, Mark Hilder, Simon Hubbard, Ian Jungius, Vic Kempner, Caroline McKiddie, Joanne Rogers, Gill Short, Derek Stevens, Rebecca Wilson.</p> <p>In attendance: Biram Desai (Chief Finance Officer), Dan Shelley (Executive Director – Strategic Partnerships and Engagement), Jim Sharpe (SCCH)</p>		

Item no.	Item	Actions
1	<p>Apologies Apologies had been received from Joanne Rogers, Emily Beer, Russell Higginbotham, Ian Jungius, Debbie Baldock Apps, Karen Cunnington, Jeff Hayes, Lucy Head, Gill Short. Rebecca Wilson did not attend.</p>	
2	<p>Declarations of interest There was none.</p>	
3	<p>Welcomes Henry Ball warmly welcomed all the members of the newly formed Board of East Sussex College Group to its first meeting. He noted that the short notice given for the meeting had meant that some members were not able to attend.</p> <p>He expressed significant thanks to Clive Cooke and the executive teams of both colleges for the enormous amount of work that they had done to bring about the successful conclusion of the merger. He also offered thanks to the external advisors, to FEA for their expertise and advice and to David Smith for his direction and hard work. Additionally he thanked Eversheds for professionalism and guidance in finalising the merger and most significantly securing the TU facility in on time.</p> <p>He thanked Sarah Connerty and Ra Hamilton-Burns for their expertise and hard work. He particularly thanked Sarah Connerty for the considerable very long hours she had worked in the concluding stages of the process.</p>	

	<p>He thanked governors from both Boards for their dedication, contributions and time, as the extra demands of merger had been very challenging.</p> <p>He thanked Clive Cooke's second tier for their significant contribution and recognised their dedication in securing the merger. He also thanked Fred Carter, Rebecca Conroy and Tim Hulme for their commitment and act of trust in serving notice in their current roles in order that they may join the College as soon as possible.</p> <p>Henry Ball recognised that all parties had made this significant effort as they share a belief in the vision for the future FE education in East Sussex. He circulated a letter sent to all staff of the new College¹ this morning by Clive Cooke that spoke of ambition, transformation and each campus becoming a beacon of excellence for their conurbations.</p>	
4	<p>Confirmation of Chair and Vice Chair</p> <p><i>Tony Campbell and Henry Ball left the room at 15.15</i></p> <p>The Board elected Derek Stevens as temporary Chair for this item.</p> <p>AGREED THE BOARD ELECTED HENRY BALL AS CHAIR OF THE EAST SUSSEX COLLEGE GROUP FOR A PERIOD OF TWO YEARS COMMENCING ON 29 MARCH 2018.</p> <p>Proposed: Derek Stevens Seconded: Mark Fisher. CARRIED</p> <p>AGREED THE BOARD ELECTED TONY CAMPBELL AS VICE CHAIR OF THE EAST SUSSEX COLLEGE GROUP FOR A PERIOD OF TWO YEARS COMMENCING ON 29 MARCH 2018</p> <p>Proposed: Pat Farmer Seconded: Derek Stevens. CARRIED</p> <p><i>Henry Ball and Tony Campbell joined the meeting at 15.20</i></p>	
5	<p>Board and Committee Structure</p> <p>The Board discussed the draft Board and Committee structure and Henry Ball reminded members that this is to be reviewed at each Committee meeting to ensure that it is fit for purpose. This structure allows the Board to begin its cycle of business. The membership and dates for the local College Boards will be confirmed by 30 June 2018.</p> <p>AGREED THE BOARD AGREED THE BOARD AND COMMITTEE STRUCTURE AS RECOMMENDED BY BOTH SUSSEX DOWNS COLLEGE BOARD AND SUSSEX COAST COLLEGE BOARD.</p>	

¹ A copy is lodged with the papers

6	<p>Appointments</p> <p>Henry Ball explained that the membership for the ESG Board had been reviewed and is recommended by the Boards of SDC and SCCH.</p> <p>AGREED THE BOARD AGREED THAT THE BOARD MEMBERS SHOULD BE APPOINTED AS LISTED WITH THE TERMS OF OFFICE AS STATED.</p> <p>AGREED THE BOARD AGREED THAT THE CO-OPTED BOARD MEMBERS SHOULD BE APPOINTED FOR A TWO-YEAR TERM OF OFFICE TO COMMENCE ON 29 MARCH 2018.</p> <p>AGREED THE BOARD BROADLY ACCEPTED THE COMMITTEE MEMBERSHIP BUT RECOGNISED THAT THIS IS UNDER REVIEW</p> <p>It was agreed that the Directors of Governance would circulate the biographies of the Board members.</p> <p>Vic Kempner reported that a joint Search and Governance meeting of both Colleges had discussed the membership of staff and students. Vic Kempner and Diana Garnham will meet with staff and student members to gather views and put a proposal to the Search and Governance Committee of ESCG on 16 May 2018. Diana Garnham added that they will seek also the views and experiences of other colleges and colleagues.</p>	Directors of Governance
7	<p>Instrument and articles</p> <p>The Directors of Governance presented a draft instrument and articles which they had created and had been reviewed and approved by Eversheds Sutherland.</p> <p>It was agreed that the role of Clerk should be described as Director of Governance.</p> <p>AGREED THE BOARD AGREED TO ACCEPT AND ADOPT THE INSTRUMENT AND ARTICLES</p>	Directors of Governance
8	<p>Calendar of meetings</p> <p>AGREED THE BOARD AGREED THE CALENDAR OF MEETINGS FOR 2017-18 AND 2018-19</p>	
9	<p>9.1 Blanket acceptance of policies with recommendations from college owners</p> <p>Sarah Connerty explained that the process for operational College policies will be looked at by the new Executive team.</p> <p>From a HR perspective, as SDC will be TUPED over to SCCH, any contractual policies will transfer with SDC staff.</p>	

	<p>For Board approved policies, it was proposed that the current SCCH governance policies are adopted en bloc for the ESCG wherever possible. It was agreed that the relevant senior post holder ensures that this is practical for the policies, which fall under their remit. These can then each be reviewed thoroughly as they fall due alongside best practice and legal and statutory requirements. The Directors of Governance will ensure that when policy updates take place the SDC policy is considered in addition to the SCCH one</p> <p>One example of a policy which cannot be applied across the campuses yet is the quality improvement plan – this will remain as the SDC and SCCH college existing plans but a cohesive version will be drafted as soon as practicable.</p> <p>It was suggested that someone should be appointed to check and proof read that the policies are appropriate. The Governors agreed that the policies be approved but that Clive Cooke be asked to ensure that his senior staff reviews College policies and he was deputised to make any minor changes. In the same way, the Directors of Governance are deputised to review governance policies and appraise them with the Chair and then make minor alterations as required.</p> <p>AGREED THE BOARD AGREED THE SET OF POLICIES LISTED BUT ASKED THAT EACH WILL BE REVIEWED TO ENSURE THEY ARE APPROPRIATE AND FURTHER REVIEWED AS AND WHEN APPROPRIATE DURING THE ANNUAL CYCLE OF BUSINESS.</p> <p>9.2 All statutory paperwork</p> <p>The Directors of Governance explained that, in order to ensure the new Board is compliant with regulatory requirements, they had provided statutory returns and circulated them in advance of this meeting to all Board members.</p> <p>The Board agreed that the following items be completed by all members and returned them to the Directors of Governance</p> <ul style="list-style-type: none"> ○ DBS ○ Declarations of interest ○ Eligibility form ○ Code of Conduct ○ Equality Opportunity form <p>Exceptional financial support. Biram Desai explained that he had received a letter from Peter Mucklow that outlines the exceptional support for the College and confirms the value of the EFS. There is unfortunately an error but BD has asked them to correct this. Biram Desai reminded the Board that the financial situation of the new College still faces challenges and will require prudent stewardship. There was discussion about the revenue and trading position of the new College and the Board recognised that the TU funds are to</p>	<p>Senior Post Holders</p> <p>Dir of Gov</p> <p>Clive Cooke</p> <p>Dir of Gov</p>
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underpin the transformation of the business. Biram Desai said that the College still needs to work on a sustainable business model to secure its future.

Safeguarding policy

Dan Shelley circulated a copy of the Safeguarding policy. He explained that Vic Kempner had reviewed this and was supporting its recommendation to the Board. Vic Kempner thanked all the College team for an excellent job on this policy. Vic Kempner agreed to be the named safeguarding governor. It was noted that this policy had been accepted in Item 9.1.

It was agreed that at future meetings, tabled papers would not be accepted if approval were required.

Marketing, communication and branding update.

Dan Shelley reported that the College had gone to tender for a marketing, communication and branding support. There is now a shortlist of 2 suppliers. Members will be able to review the proposals at the Away Day or another suitable occasion. This exercise had gone ahead in advance of the merger in order to be ready for the prospectus for the recruitment and summer campaigns. This programme will start in April 2018. A branding proposal for the campuses and other cultural aspects of the new College will be brought to the ESCG Board. Clive Cooke will check the financial regulations to ensure that the project is under the limits that would require Board approval.

Clive Cooke

Henry Ball thanked Dan Shelley leading this crucial work and looked forward to updates in the future.

Potential Dates for the Away Day

Henry Ball explained that it had been hoped that a 24-36 hour period in mid-May might be found to bring together the Board members and senior team. Finding a mutually convenient has proved extremely difficult. Henry Ball suggested that the dates be circulated to the senior team and the Board to enable the Chair and Vice Chair to select the day on which most people can attend.

There was a discussion about whether the event should be a residential in order to allow informal discussion and networking. One view was that public funds should not be used for such residential events unless the business went over two days; others felt that this facilitated networking and team building, which had value. There was a discussion about the impression that this would communicate to staff and the culture of the Board. These concerns were recognised. It was agreed that the Board has a responsibility to ensure that members are enabled, by suitable means, to attend and to access meetings. It was agreed that the Directors of Governance would work with Diana Garnham to propose a policy for Governor expenses.

	<p>The Board discussed the structure of the agenda and ensuring that at least one day be sought to ensure as many members as possible can attend but that ideally a second day be pursued. There was a suggestion that this might be split over one month. Members agreed that there should be follow-up strategy day to ensure that momentum is maintained. It was suggested that for the June meeting an hour be added to review progress- it was agreed that this will be kept in mind and could possibly be a way forward for future Board meetings.</p> <p>Biram Desai said that an annual budget for the Board should be approved and that he is working with the Directors of Governance.</p> <p>Clive Cooke said that an expense policy should include any expenditures that would enable members to attend and maximise accessibility. He asked that Directors of Governance seek the advice of the AoC in this matter.</p> <p>Henry Ball asked the Directors of Governance to conduct a poll, which would canvass availability for the four days over the two May weekends that had been identified. Members will be asked to comment if they are able to attend any of these dates consecutively in order that the event might be a residential.</p> <p>Henry Ball welcomed the discussion that had taken place and emphasised that he is keen that members continue to engage in an open and frank manner in order to ensure rich debate.</p>	<p>Biram Desai/ Dir of Gov</p> <p>Dir of Gov</p> <p>Dir of Gov</p>
10	<p>Report on use of the College Seal (si)</p> <p>The Director of Governance reported that the East Sussex College Group is now in possession of its new Seal but that it had not been used to date.</p>	
11	<p>Report from remuneration</p> <p><i>Staff and college officers left the meeting at 16.20.</i></p> <p>Henry Ball reported that the remuneration Committee of ESCG had met immediately before this meeting.</p> <p>They had reviewed and were recommending the job descriptions and appointment of all the senior post holders for the East Sussex College Group. He recognised that the two Boards had reviewed and approved these but for absolute probity, as with the Board appointments, it was felt appropriate that these be confirmed by the new Board.</p> <p>The Remuneration Committee had reviewed the job descriptions as follows:</p> <p>1. CEO Designate – Clive Cooke It was agreed to include the following in the CEO's job description:</p>	

	<p><i>Strategic development of HE, including the UoB, to ensure standards are high and reporting is effective to the Board and relevant committees</i></p> <p>The Committee had considered the other SPH job descriptions.</p> <p>2. Chief Finance Officer – Biram Desai It was agreed the following sentence would be added:</p> <p><i>Responsible for: the financial aspects of any capital development projects alongside the Executive Director Resources</i></p> <p>3. Executive Director – Strategic Partnerships and Engagement – Dan Shelley No changes proposed.</p> <p>4. Executive Director Resources – Tim Hulme It was agreed to add the following sentence:</p> <p><i>Responsible for: Capital developments alongside the CFO</i></p> <p>5. East Sussex College Group Principals:</p> <ul style="list-style-type: none"> • Rebecca Conley (Eastbourne) • Fred Carter (Lewes) • Jim Sharpe (SCCH) <p>No changes except it was agreed the following sentence be added into all the CEO's direct report job descriptions:</p> <p><i>REPORTING ARRANGEMENTS: Report to the CEO operationally and report to the full Board, its committees and the College Board as appropriate.</i></p> <p>These will be reviewed annually at appraisals – Clive Cooke reminded the Board of the line in the job description says 'any other duties as required', which would allow flexibility.</p> <p>AGREED THE BOARD AGREED THE JOB DESCRIPTIONS AND APPOINTMENTS AS RECOMMENDED BY THE REMUNERATION COMMITTEE.</p>	
12	<p>Date of the next meeting The next meeting would be the away day with a date to be confirmed.</p> <p>The following meeting will be held on 26 June 15.00 in the Conference Room, Cliffe Building, Lewes.</p>	

The meeting ended at 16.25

Attendance for 17/18: 54%