

ESCG Board Meeting MINUTES

Date	14 th December 2023	Time	14:00 – Pre-Meeting 14:45 – Break 15:00-17:00 – Meeting
Venue	Board Room (SP5119), Station Plaza, Hastings		
Chair	Ian Mehrtens		

Membership – Ian Mehrtens (Chair of the Board), Rebecca Conroy (CEO & Principal), Alexandra Cheeseman, Aly Colman, Graham Cook, Becky Cooke, Andy Davy, Charles Dudley, Ashley Heminway, Trista Jin, Priscilla Kendall, Catherine Manning, Kirsty Reid, Angela Smith, Nicola Taylor, Jack Woodgate, Emel Yerlikaya

In Attendance – Hannah Caldwell (Chief Operating Officer), Sam Brasier (Executive Director of Finance – *Item 6.2 only*), Lauren Crawley (Director of People – *Item 11 only*), Debbie Leslie (ESCC H&S Trainer – *Pre-meeting only*), Shirley Watson (Prospective Independent Governor), Belle Howard (Director of Governance – *minutes*), Claire Alexander (Governance Assistant)

Virtual Attendees: Aly Colman, Charles Dudley, Stuart McKay – Macintyre Hudson (External Auditors – *Item 6.1 only*)

Quorum: The meeting was quorate throughout.

Apologies: Trista Jin, Angela Smith, Nicola Taylor

#	Item	Action
PRE-MEETING DISCUSSION		
-	<p>HEALTH & SAFETY MANAGEMENT TRAINING: PRINCIPLES FOR COLLEGE GOVERNORS 14:01</p> <p>0.1 An external facilitator delivered a training session on health & safety, which focussed upon the legal and statutory responsibilities of the Corporation.</p> <p>Becky Cooke joined the meeting at 14:06. Aly Colman temporarily left the meeting at 14:45. Governors took a short break at 14:58, returning to the meeting at 15:08.</p>	
1. ROUTINE AND STANDING ITEMS		
1.1	<p>WELCOME & APOLOGIES 15:08</p> <p>1.1.1 The Chair of the Board opened the meeting at 15:08 with a warm welcome to colleagues. The Chair of the Board particularly welcomed Shirley Watson as a prospective Independent Governor.</p> <p>1.1.2 Apologies were received and accepted from Trista Jin, Angela Smith and Nicola Taylor.</p>	
1.2	<p>DECLARATIONS OF INTEREST 15:10</p> <p>1.2.1 Rebecca Conroy and Belle Howard declared an interest in Item 11.2 of the agenda (confidential), which related to the performance management and annual objectives for the CEO & Principal and the Director of Governance.</p>	

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1.3	<p>MINUTES OF LAST MEETING 15:11</p> <p>1.3.1 Approval</p> <ul style="list-style-type: none"> Governors considered the minutes from the following meetings: <ul style="list-style-type: none"> 13th October 2023 – <i>Strategy Day</i> 16th October 2023. Governors agreed that the minutes were a true and accurate record of what was discussed. 																									
1.4	<p>MATTERS ARISING 15:12</p> <p>1.4.1 Governors considered the following actions from the last meeting:</p> <table border="1"> <thead> <tr> <th>Item</th> <th>Owner</th> <th>Action</th> <th>Due Date</th> </tr> </thead> <tbody> <tr> <td>1.4.2.1</td> <td>HC</td> <td>Further explore the feasibility of more fully utilising the Eduroam Wi-Fi network, with a view to address the issue in linking the network with the College’s KCSIE compliant web filtering solution.</td> <td>Complete – the Eduroam Wi-Fi network had now been patched to the College’s Watchguard firewalls. Additional software licenses and testing were required ahead of roll out. Full guidance would be provided in due course.</td> </tr> <tr> <td>4.1.1.1</td> <td>BH</td> <td>Share logistical details of Staff Think Tank meetings for 2023-24 with all Governors.</td> <td>Cancelled – Governors to be invited to attend the Summer Term event to maximise staff engagement.</td> </tr> <tr> <td>4.1.1.2</td> <td>RC</td> <td>Define key themes for each Staff Governor Report to the Board for the remainder of the 2023-24 academic year.</td> <td>In Progress – themes to be agreed for the Spring Term 2024.</td> </tr> <tr> <td>7.2.1.1</td> <td>BH</td> <td>Distribute a copy of the presentation slides from the Strategy Day on 13th October 2023 to Governors.</td> <td>Complete</td> </tr> <tr> <td>8.3.2.1</td> <td>HC</td> <td>Amend the Funding Agreements section of the Annual Regularity Self-Assessment Questionnaire (Page 4) to state that ‘Major projects are reviewed by the Corporation through the Capital Development Board and the Resources, Culture & Impact Committee’.</td> <td>Complete</td> </tr> </tbody> </table>	Item	Owner	Action	Due Date	1.4.2.1	HC	Further explore the feasibility of more fully utilising the Eduroam Wi-Fi network, with a view to address the issue in linking the network with the College’s KCSIE compliant web filtering solution.	Complete – the Eduroam Wi-Fi network had now been patched to the College’s Watchguard firewalls. Additional software licenses and testing were required ahead of roll out. Full guidance would be provided in due course.	4.1.1.1	BH	Share logistical details of Staff Think Tank meetings for 2023-24 with all Governors.	Cancelled – Governors to be invited to attend the Summer Term event to maximise staff engagement.	4.1.1.2	RC	Define key themes for each Staff Governor Report to the Board for the remainder of the 2023-24 academic year.	In Progress – themes to be agreed for the Spring Term 2024.	7.2.1.1	BH	Distribute a copy of the presentation slides from the Strategy Day on 13th October 2023 to Governors.	Complete	8.3.2.1	HC	Amend the Funding Agreements section of the Annual Regularity Self-Assessment Questionnaire (Page 4) to state that ‘Major projects are reviewed by the Corporation through the Capital Development Board and the Resources, Culture & Impact Committee’.	Complete	
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2. WRITTEN RESOLUTIONS		
2.1	<p style="text-align: right;">15:13</p> <p>INDEPENDENT GOVERNOR APPOINTMENT: GP&R COMMITTEE RECOMMENDATION</p> <p>2.1.1 The Board ratified the following written resolution, which had been approved effective 28th November 2023:</p> <ul style="list-style-type: none"> • Governance, Performance & Reputation Committee to recommend the appointment of prospective Independent Governor, Shirley Watson, to the Board for approval. <p>2.1.2 The Chair of the Board advised that a comprehensive recruitment process had been conducted. The panel had been impressed with the candidate’s prior experience, particularly with regards to their engagement with young people who were not in education, employment or training (NEET), as well as extensive expertise in audit and risk management.</p> <p>2.1.3 Shirley Watson introduced herself and outlined her reasons for applying for a role as an Independent Governor on the Board.</p> <ul style="list-style-type: none"> • RESOLUTION – The Board agreed to appoint Shirley Watson as an Independent Governor for a four-year term, effective 14th December 2023. 	
3. MEMBERSHIP		
3.1	<p>MEMBERSHIP & RECRUITMENT UPDATE</p> <p style="text-align: right;">15:16</p> <p>3.1.2 Independent Governor Recruitment</p> <ul style="list-style-type: none"> • The Director of Governance shared the following update: <ul style="list-style-type: none"> ○ Recruitment for Independent Governors remained a high priority for the Board. ○ Further to the recent appointment decision, there remained four Independent Governor vacancies on the Board. ○ The FE Governor Recruitment Service had been approached to explore the feasibility of subsidised support in sourcing additional Governors on the Board, via Peridot Partners. ○ Subsidised support for a fully funded appointment had since been secured, with a reduced rate for each successive appointment arising from the recruitment campaign. ○ The vacancy also remained live on the usual recruitment channels. • The following discussion then occurred: <ul style="list-style-type: none"> ○ The Chair of the Board asked – when would the recruitment campaign led by Peridot Partners commence? The Director of Governance advised that this was due to commence from the New Year. ○ The Chair of the Board noted that at a recent Chairs meeting led by FE Sussex, significant challenges related to Governor recruitment had been highlighted across the county. As such, colleges were exploring a range of creative solutions, including writing to parents of students, with a view to generate possible interest. ○ Governors reflected that this channel could be explored in the future by the College. 	

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3.2	<p data-bbox="178 362 676 394">BOARD & COMMITTEE ARRANGEMENTS</p> <p data-bbox="1321 362 1394 394">15:20</p> <p data-bbox="178 434 545 465">3.2.1 Committee Membership</p> <ul data-bbox="229 506 1382 931" style="list-style-type: none"> <li data-bbox="229 506 1382 824">• The Chair of the Board shared the following update: <ul data-bbox="325 577 1382 824" style="list-style-type: none"> <li data-bbox="325 577 1382 680">○ Based upon their skills, expertise and area of interest, it was recommended that the newly appointed Independent Governor would join the Audit, Risk & Compliance Committee. <li data-bbox="325 721 1382 824">○ Membership and skills gaps for the ARaC Committee and the RC&I Committee were ongoing, which would continue to be the priority focus of ongoing Independent Governor recruitment efforts. <li data-bbox="229 864 1382 931">• RESOLUTION – The Board agreed to appoint Shirley Watson to the membership of the Audit, Risk & Compliance Committee. <p data-bbox="178 972 766 1003">3.2.2 Governor Ambassador Role Appointments</p> <ul data-bbox="229 1043 1382 2092" style="list-style-type: none"> <li data-bbox="229 1043 1382 1662">• The Chair of the Board shared the following update: <ul data-bbox="325 1111 1382 1662" style="list-style-type: none"> <li data-bbox="325 1111 1382 1326">○ Further to a recent Ofsted inspection planning activity, a need for dedicated Governor oversight of Careers & Skills and Special Educational Needs & Disability (SEND) was identified. A dedicated Careers & Skills Governor would be able to align on the local agenda in collaboration with Careers & Skills Governors across FE Sussex, manage the relationship with the College’s Careers & Skills nominee and meet with Ofsted as required. <li data-bbox="325 1352 1382 1496">○ Similarly, appointing a specific SEND Governor would further supplement oversight of the College’s SEND provision. It was therefore proposed that the existing Safeguarding Link Governor’s role be extended to include both Safeguarding & SEND. <li data-bbox="325 1523 1382 1662">○ To reflect the breadth and scope of these positions, these roles would be known as: <ul data-bbox="421 1590 884 1662" style="list-style-type: none"> <li data-bbox="421 1590 884 1621">▪ Careers & Skills Ambassador <li data-bbox="421 1626 884 1662">▪ Safeguarding & SEND Ambassador <li data-bbox="229 1697 1382 2092">• Governors considered whether there may be value in introducing Ambassador roles for other priority focus areas as well, such as Health & Safety and individual campus oversight. The Chair of the Board advised that this would be considered by the Governance, Performance & Reputation (GP&R) Committee at its next meeting. <ul data-bbox="325 1877 1382 2092" style="list-style-type: none"> <li data-bbox="325 1877 1382 1948">○ Action 3.2.2.1 – Include ‘Ambassador Roles’ on the agenda for the next GP&R Committee meeting on 29th January 2024. <li data-bbox="229 1984 1382 2016">• RESOLUTION – The Board approved the following appointments: <ul data-bbox="325 2020 986 2092" style="list-style-type: none"> <li data-bbox="325 2020 986 2051">○ Catherine Manning – Careers & Skills Ambassador <li data-bbox="325 2056 986 2092">○ Aly Colman – Safeguarding & SEND Ambassador 	<p data-bbox="1442 1863 1484 1895">BH</p>

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4. INTERNAL STAKEHOLDER ENGAGEMENT		
4.1	<p>STAFF VOICE 15:29</p> <p>4.1.1 Staff Governor Report</p> <ul style="list-style-type: none"> • The Staff Governors directed participants to the associated paper and highlighted priority focus areas, including staff recognition feedback, marketing and communications. • Governors agreed that the report was particularly insightful and had utilised an effective format and structure. • Governors suggested that it may be helpful to adopt different themes for each report moving forward, though noted that these should not be overly restrictive. • The Chair of the Board thanked the Staff Governors for their update. 	
4.2	<p>STUDENT VOICE 15:36</p> <p>4.2.1 Student Governor Update</p> <ul style="list-style-type: none"> • The Student Governors directed participants to the associated paper and presented a brief update for each campus. • Key topics included: <ul style="list-style-type: none"> ○ The range and breadth of social clubs and activities. ○ Student wellbeing and Campus Support Officers. ○ Artificial Intelligence and the impact to teaching and learning. ○ Campus security and the consistent use of ID lanyards. ○ Ongoing Wi-Fi network issues. ○ First Aider resource capacity. ○ The marketing and promotion of the College’s Higher Education provision. • The following discussion then occurred: <ul style="list-style-type: none"> ○ Governors considered the need for additional mentoring support for newly appointed Student Governors. ○ The Resources, Culture & Impact (RC&I) Committee Chair asked – does the College currently have a policy on Artificial Intelligence? The CEO & Principal advised that this was currently under development. ○ The Vice Chair (Resources & Operations) noted that there had not been any spend from the Student Union budget in 2022-23 and asked – how had the career and networking events referenced in the report been funded? A Staff Governor advised that this had been funded through a dedicated pot of money from the HE Student Union fund. ○ The Chair of the Board thanked the Student Governors for their update. <p>Aly Colman rejoined the meeting at 15:42.</p>	

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5. GOVERNANCE MATTERS		
5.1	<p>GOVERNANCE IMPROVEMENT UPDATE 15:42</p> <p><i>5.1.1 Progress Update – Governance Improvement Plan</i></p> <ul style="list-style-type: none"> • The Director of Governance shared the following update: <ul style="list-style-type: none"> ○ The Governance Improvement Plan for 2023-24 now incorporated the priority recommendations identified as output from the recent External Review of Governance. ○ Moving forward, summary progress updates would be provided, with RAG ratings and commentary for each objective, following input from committees with oversight responsibilities. • There were no Governor questions. • RESOLUTION – The Board agreed to approve the Governance Improvement Plan – 2023-24. 	
5.2	<p>GOVERNOR TRAINING & DEVELOPMENT 15:44</p> <p><i>5.2.1 Individual Governor Training Plans</i></p> <ul style="list-style-type: none"> • The Director of Governance shared the following update: <ul style="list-style-type: none"> ○ 1:1 conversations had now been held with most Governors, with a view to review and finalise individual training plans. ○ The focus had been upon ensuring that plans were realistic, achievable and focussed on priority training needs. ○ Moving forward, Governors would be expected to use their plans to log any completed training, with a view to submit these along with any associated training certificates at the end of each term. • The Chair of the Board thanked the Director of Governance for leading this activity. <p><i>5.2.2 Governor Training & Development Programme – 2023-24</i></p> <ul style="list-style-type: none"> • The Director of Governance advised that the training programme had been refreshed to reflect updated learning and development resources for 2023-24. • There were no questions from Governors. • RESOLUTION – The Board agreed to approve the Governor Training & Development Programme – 2023-24. 	

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	<p>5.2.3 College Campus Events – 2023-24</p> <ul style="list-style-type: none"> • The Director of Governance advised that this document would continue to be updated as details of further events became available and had been stored within the Resource Centre in Diligent Boards. • There were no questions from Governors. The CEO & Principal advised that moving forward, a calendar of events would be shared at the start of the academic year. 	
6. EXECUTIVE ITEMS		
6.1	<p>COLLEGE YEAR END AUDITED ACCOUNTS – 2022-23</p> <p style="text-align: right;">15:47</p> <p>Stuart McKay joined the meeting at 15:47.</p> <p>6.1.1 ESCG Annual Report & Financial Statements</p> <ul style="list-style-type: none"> • The External Auditor shared the following update: <ul style="list-style-type: none"> ○ The Audit, Risk & Compliance (ARaC) Committee considered the External Audit Findings Report at a recent meeting earlier this term, which had noted that the College had recently had a technical breach of its covenants with the bank and the ESFA. ○ A waiver letter had since been received from the bank, following a breach of the bank covenant. A similar waiver letter was awaited from the ESFA regarding the cross-guarantee clause breach and a breach of the ESFA loan covenant. ○ As a result, the Annual Statements incorporated additional wording regarding material uncertainty related to going concern. However, the overall audit opinion remained unchanged. • The following discussion then occurred: <ul style="list-style-type: none"> ○ The Chair of the Board asked – can you explain the cause of these breaches? The External Auditor clarified that the College had not appropriately measured the criteria for its loan covenants. Moving forward, this would need to be monitored more closely. ○ The RC&I Committee Chair asked – following receipt of the waiver letters, would the College’s existing loans be reclassified? The Executive Director of Finance explained that as the covenant breaches had been discovered after 31st July 2023, the waivers meant that the College would not be required to repay these in full within the academic year, and the loans would consequently be reclassified as long-term loans. 	

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	<ul style="list-style-type: none"> ● The Chief Operating Officer then shared the following update: <ul style="list-style-type: none"> ○ The draft Financial Statements had initially been considered by the RC&I Committee and the ARaC Committee, both on 30th November 2023. ○ A decision to recommend these to the Board was deferred by the ARaC Committee, pending a request to strengthen some of the language in the Financial Statements and other amendments. ○ An extraordinary ARaC Committee meeting was held on 11th December 2023, by which time a waiver letter had been received from the bank, with assurance that a similar letter was due to follow from the ESFA. ○ The ARaC Committee subsequently recommended the Financial Statements to the Board for approval, subject to the waiver letter from the ESFA being received. In the interim, an initial email from the ESFA had been received confirming that the breaches would be waived. ○ A cashflow projection was also considered by the ARaC Committee at that meeting, given the associated implications for going concern and material uncertainty. ○ As a result of the technical breaches, the Financial Health Grade for 2022-23 has been downgraded to 'Inadequate'. Though it was anticipated that this could be moderated to 'Requires Improvement', subject to a successful application to the ESFA, on the basis of the waiver letters. ● The ARaC Committee Vice Chair shared the following update: <ul style="list-style-type: none"> ○ Significant work had been undertaken by the Executive Team in response to feedback from the ARaC Committee to secure the waiver letters and to update the Financial Statements. ○ As such, the ARaC Committee were confident that the Board was well positioned to sign-off the Financial Statements. ○ Moving forward, there would need to be robust monitoring of the College's position as regards to going concern. Similarly, it would be equally important to ensure effective oversight of the cashflow implications associated with the ongoing Estate Transformation Programme. ● The following discussion then occurred: <ul style="list-style-type: none"> ○ The RC&I Committee Chair reflected on the need to ensure effective monitoring of the College's cashflow position for future years, particularly with regards to operating cashflow. Governors agreed. ○ The Executive Director of Finance asserted that the recent and rapid increase in levels of student recruitment would generate additional income and thereby strengthen the College's cashflow position. 	

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	<ul style="list-style-type: none"> ○ The Vice Chair (Curriculum & Student Experience) asked – were there appropriate mechanisms in place to ensure that a breach of bank/ESFA covenants would not occur again? The Executive Director of Finance provided assurance that this was the case, noting that an associated Management Action was in place to ensure ongoing oversight. The CEO & Principal advised that moving forward, appropriate testing would take place to prevent this arising again. ○ The RC&I Committee Chair also noted that a minimum cash level would shortly be set in the new Cash Management Policy, which would be considered by the Board at its next meeting. <ul style="list-style-type: none"> ● RESOLUTION – The Board agreed to approve the ESCG Annual Report & Financial Statements for 2022-23, subject to receipt of the formal waiver letter from the ESFA. <p>6.1.2 External Auditor's Report to the Corporation</p> <ul style="list-style-type: none"> ● Governors noted the External Auditor's Report to the Corporation. <p>6.1.3 Letter of Representations</p> <ul style="list-style-type: none"> ● Governors noted the Letter of Representations. ● RESOLUTION – The Board agreed to approve the Letter of Representations, with a view for this to be subsequently signed by the Chair of the Board and the CEO & Principal (Accounting Officer). <p>6.1.3 Letter of Engagement for the Assurance Report on Regularity</p> <ul style="list-style-type: none"> ● Governors noted the Letter of Engagement for the Assurance Report on Regularity. ● RESOLUTION – The Board agreed to approve the Letter of Engagement for the Assurance Report on Regularity, with a view for this to be subsequently signed by the Chair of the Board. <p>6.1.4 Waiver Letters</p> <ul style="list-style-type: none"> ● Governors noted the waiver letter from the bank re the covenant breach and the email from the ESFA indicating that a waiver would be provided following the cross-guarantee clause breach and a breach of the ESFA loan covenant. <p>Stuart McKay left the meeting at 16:09.</p>	
6.2	<p>EXECUTIVE TEAM REPORT</p> <p>6.2.1 The CEO & Principal and Chief Operating Officer directed participants to the associated paper and presented a summary update on the following key areas:</p> <ul style="list-style-type: none"> ● Executive Update ● Curriculum & Standards ● Finance & Risk 	16:09

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	<ul style="list-style-type: none"> • People • Business Development & Stakeholder Engagement • Future Gazing <p>6.2.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> • The RC&I Committee Chair considered the year end targets related to Education & Quality and asked – would it be possible to receive an interim update on these Key Performance Indicator (KPI) metrics? The CEO & Principal advised that a progress update could be shared in the next report. <ul style="list-style-type: none"> ○ Action 6.2.2.1 – Include an interim progress update on the year end targets related to Education & Quality in the next Executive Team Report. • The Chair of the Board reflected that there had been a notable increase in student attendance levels year on year, despite still being below target. • Governors considered the Finance & Risk KPIs and noted that three metrics had been RAG rated as red – ‘Total Borrowing as a %’, ‘Debt Service Cover Ratio’ and ‘Adjusted Current Ratio’. • The Chair of the Board asked – would the in-year funding that the College expected to receive likely result in these metrics moving from red to amber RAG ratings? The Executive Director of Finance advised that the Debt Service Cover Ratio was expected to see a marked improvement through to a Green RAG rating, due to a likely increase in the expected cash balance by end of year. Levels of borrowing were expected to remain stable and as such, this KPI should also see an improvement through to an Amber RAG rating, following receipt of additional in-year funding. The Adjusted Current Ratio was also expected to see improvement, though it was not yet clear what the resultant RAG rating would likely be. • The Vice Chair (Resources & Operations) asked – had the RAG ratings for the Finance & Risk KPI metrics been based upon Month 3 data? The Executive Director of Finance confirmed that it had, though the commentary for the KPI metrics related to ratios had been based upon the year end forecast. • The RC&I Committee Chair expressed concern that several staff members had yet to complete their mandatory training and noted a potential risk of reputational damage. The CEO & Principal advised that work was currently underway to introduce face-to-face training wherever possible and appropriate. The RC&I Committee Chair reflected on the need to revisit this at the next Resources, Culture & Impact Committee meeting. Governors agreed. • The RC&I Committee Chair considered the recent staff survey and reflected that an overall completion rate of 54% was relatively low, though noted that this was up by 23% compared to the prior year. The Chief Operating Officer clarified that 69% of established staff had completed the survey. • The Chair of the Board thanked the CEO & Principal and Chief Operating Officer for sharing a comprehensive update. 	RC

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7. STRATEGIC ITEMS		
7.1	<p>CAPITAL DEVELOPMENT PROJECTS UPDATE 16:33</p> <p>7.1.1 Estate Transformation Programme</p> <ul style="list-style-type: none"> • The Chief Operating Officer shared the following update: <ul style="list-style-type: none"> ○ The project remained on track and work was underway to develop a detailed project schedule for both the Eastbourne and Lewes campuses. ○ Space modelling work was currently in progress. ○ Moving forward, a key piece of work would be to develop the Communications & Stakeholder Engagement Plan. <p>7.1.2 Enabling Projects</p> <ul style="list-style-type: none"> • The Chief Operating Officer shared the following update: <ul style="list-style-type: none"> ○ South East Institute of Technology (Ore Valley) – a target date of 2025 was anticipated. ○ Hastings Town Deal: Green Centre of Excellence (Ore Valley) – the Grant Funding Agreement had now been finalised and was expected to be signed early in the New Year once a revised project schedule had been agreed. 	
7.2	<p>REPUTATION & BRAND UPDATE 16:36</p> <p>7.2.1 The CEO & Principal shared the following update:</p> <ul style="list-style-type: none"> • Work was ongoing to reposition and stabilise the College brand. Priority focus areas included engagement with students, staff and local stakeholders. • A local consultant had been leveraged to support the College in developing the look and feel of marketing materials, as well as draw linkages to the Estate Transformation Programme. • The slogan “<i>why study anywhere else</i>” had been particularly popular and options for further leveraging social media to drive increase levels of engagement were also being explored. <p>7.2.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> • A Student Governor suggested that careful consideration should be given to the use of social media channels, to mitigate the risk of the College being linked to unintended businesses and organisations. The CEO & Principal committed to look into this. • The Vice Chair (Resources & Operations asked) – how had students responded to the College’s recent rebranding activity? A Student Governor reflected that this had been very impactful, appropriately pitched and highly visible on key social media platforms. 	

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	<ul style="list-style-type: none"> Governors reflected on the need to ensure appropriate diversity in the College’s branding materials, possibly through the use of actual students in media campaigns. 	
7.3	<p>COMMITTEE CHAIR UPDATES 16:47</p> <p>7.3.1 Audit, Risk & Compliance Committee</p> <ul style="list-style-type: none"> The ARaC Committee Vice Chair advised that the key updates from the recent ARaC Committee meetings had already been discussed earlier in the meeting. <p>7.3.2 Curriculum, Skills & Quality Committee</p> <ul style="list-style-type: none"> The CS&Q Committee Chair advised that discussions had primarily focussed on the Self-Assessment Report (SAR) and Quality Improvement Plan (QIP). The CS&Q Committee had concluded that the proposed judgements were sound. <p>7.3.3 Governance, Performance & Reputation Committee</p> <ul style="list-style-type: none"> The GP&R Committee Chair advised that there were no significant updates and noted that key associated documents were also due for consideration by the Board during the meeting. <p>7.3.4 Resources, Culture & Impact Committee</p> <ul style="list-style-type: none"> The RC&I Committee Chair advised that members were now routinely asked to submit any detailed questions ahead of the meeting, with a view to maximise discussion time. Priority strategic discussion areas included oversight of cashflow, mandatory training, continuing professional development (CPD) and the role of HR Business Partners. <p>7.3.5 Capital Development Board</p> <ul style="list-style-type: none"> The CDB Chair advised that moving forward, a priority focus area would be monitoring and oversight of procurement processes associated with capital development projects. It would also be important to maintain a balance between social and economic considerations in any procurement decisions. 	
7.4	<p>COMMITTEE RECOMMENDATIONS 16:50</p> <p>7.3.1 Special Committee Terms of Reference</p> <ul style="list-style-type: none"> Governors noted that the GP&R Committee had agreed to recommend the Special Committee Terms of Reference to the Board. RESOLUTION – The Board agreed to approve the Special Committee Terms of Reference. 	

#	Item	Action
	<p>7.3.2 Board Risk Appetite</p> <ul style="list-style-type: none"> • Governors noted that the GP&R Committee had agreed to recommend the Board Risk Appetite to the Board. • RESOLUTION – The Board agreed to approve the Board Risk Appetite – 2023-24. <p>7.3.3 College Self-Assessment Report (2022-23)</p> <ul style="list-style-type: none"> • Governors noted that the CS&Q Committee had agreed to recommend the College Self-Assessment Report to the Board. • The CEO & Principal advised that priority improvement areas had been identified related to the provisions for apprenticeships and high needs. Personal Development and Adult Education were areas of particular strength for the College. • RESOLUTION – The Board agreed to approve the College Self-Assessment Report – 2023-24. <p>7.3.4 Quality Improvement Plan – 2023-24</p> <ul style="list-style-type: none"> • Governors noted that the CS&Q Committee had agreed to recommend the Quality Improvement Plan to the Board. • RESOLUTION – The Board agreed to approve the Quality Improvement Plan – 2023-24. <p>7.3.5 Performing Arts Centre, Lewes Lease</p> <ul style="list-style-type: none"> • Governors noted that the Capital Development Board had agreed to recommend the Performing Arts Centre, Lewes Lease to the Board. • The following discussion then occurred: <ul style="list-style-type: none"> ○ A Governor expressed concern about the economic viability of the proposed lease renewal, particularly with regards to the use of public funds. ○ The Chair of the Board clarified that ESCC were entitled to renew the lease on broadly similar terms, however the concerns would be noted by the Board. • RESOLUTION – The Board agreed to approve the Performing Arts Centre, Lewes Lease. <p>7.3.6 Student Union Accounts & Budget Setting</p> <ul style="list-style-type: none"> • Governors noted that the RC&I Committee had agreed to recommend the Student Union Accounts & Budget Setting paper to the Board. • RESOLUTION – The Board agreed to approve the Student Union Accounts & Budget Setting paper. 	

#	Item	Action
8. ANNUAL REPORTING		
8.1	ANNUAL STATUTORY RETURNS FOR REVIEW – DECLARATIONS OF INTEREST (2023-24) 16:57 8.1.1 Governors noted that this report had been considered by the GP&R Committee at its last meeting. <ul style="list-style-type: none"> • RESOLUTION – The Board agreed to approve the Annual Statutory Returns for Review – Declarations of Interest (2022-23). 	
8.2	ANNUAL DIVERSITY, EQUITY & INCLUSION REPORT AND SINGLE EQUITY ACTION PLAN 16:57 8.2.1 Governors noted that this report had been considered by the CS&Q Committee at its last meeting. <ul style="list-style-type: none"> • RESOLUTION – The Board agreed to approve the Annual Diversity, Equity & Inclusion Report and Single Equity Action Plan. 	
8.3	ANNUAL HEALTH & SAFETY AND WELFARE REPORT 16:57 8.3.1 Governors noted that this report had been considered by the ARaC Committee and RC&I Committee at their recent meetings. <ul style="list-style-type: none"> • RESOLUTION – The Board agreed to approve the Annual Health & Safety and Welfare Report. 	
8.4	ANNUAL REPORT OF THE AUDIT, RISK & COMPLIANCE COMMITTEE 16:57 8.4.1 Governors noted that this report had been considered by the ARaC Committee at its last meeting. <ul style="list-style-type: none"> • RESOLUTION – The Board agreed to approve the Annual Report of the Audit, Risk & Compliance Committee. 	
9. CONSENT AGENDA		
<i>Approval</i>		
9.1	POLICIES & KEY DOCUMENTS 16:58 9.1.1 Governors considered the following policies, noting the Policy Change Summary sheet, which outlined key changes made and followed comprehensive committee level review and scrutiny. <ul style="list-style-type: none"> • RESOLUTION – The Board agreed to adopt the AoC Code of Good Governance. • RESOLUTION – The Board agreed to approve the following policies: <ul style="list-style-type: none"> ○ AoC Code of Good Governance ○ Arrangements for Obtaining the Views of Staff & Students ○ Gifts, Hospitality & Declaration of Interests Policy ○ Instrument & Articles of Government ○ Standing Orders 	

#	Item	Action																					
Committee Meeting Minutes																							
9.2	GOVERNANCE, PERFORMANCE & REPUTATION COMMITTEE 9.2.1 Governors noted the minutes of the meeting on 30 th October 2023.	16:59																					
9.3	CAPITAL DEVELOPMENT BOARD 9.3.1 Governors noted the minutes of the meeting on 9 th November 2023.	16:59																					
9.4	CURRICULUM, SKILLS & QUALITY COMMITTEE 9.4.1 Governors noted the minutes of the extraordinary meeting on 20 th November 2023.	16:59																					
9.5	RESOURCES, CULTURE & IMPACT COMMITTEE 9.5.1 Governors noted the minutes of the meeting on 30 th November 2023.	16:59																					
9.6	AUDIT RISK & COMPLIANCE COMMITTEE 9.6.1 Governors noted the minutes of the following meetings: <ul style="list-style-type: none"> 30th November 2023 11th December 2023 – <i>extraordinary meeting</i> 	16:59																					
10. OTHER MATTERS																							
10.	ANY URGENT MATTERS 10.1.1 There were no additional items raised for discussion.	17:00																					
10.2	DATE OF NEXT MEETING 10.2.1 Governors noted that the next meeting was scheduled for 18 th March 2024, 13:00-16:00, 14:00-17:00.	17:00																					
10.3	LIVE MEETING EVALUATION 10.3.1 Three survey responses were received from Governors, online during the meeting via Google Forms	17:00																					
	<table border="1"> <thead> <tr> <th>#</th> <th>ASSESSMENT QUESTION</th> <th>RESULT</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Was the agenda sufficiently balanced between core governance business and strategic priorities?</td> <td>100%</td> </tr> <tr> <td>2.</td> <td>Were the papers succinct, with clarity in the information being communicated and the action required by Governors?</td> <td>100%</td> </tr> <tr> <td>3.</td> <td>Did you have all the information you needed to fully participate in discussion and decisions?</td> <td>100%</td> </tr> <tr> <td>4.</td> <td>Was there sufficient time to debate priority items in depth?</td> <td>100%</td> </tr> <tr> <td>5.</td> <td>Were you satisfied that decisions were arrived at in a proper manner?</td> <td>100%</td> </tr> <tr> <td>6.</td> <td>Was the student experience at the heart of decision making?</td> <td>100%</td> </tr> </tbody> </table>	#	ASSESSMENT QUESTION	RESULT	1.	Was the agenda sufficiently balanced between core governance business and strategic priorities?	100%	2.	Were the papers succinct, with clarity in the information being communicated and the action required by Governors?	100%	3.	Did you have all the information you needed to fully participate in discussion and decisions?	100%	4.	Was there sufficient time to debate priority items in depth?	100%	5.	Were you satisfied that decisions were arrived at in a proper manner?	100%	6.	Was the student experience at the heart of decision making?	100%	
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#	Item			Action
	#	ASSESSMENT QUESTION	RESULT	
	7.	Did the Chair facilitate the meeting effectively, enabling adequate focus on strategic priorities and creating an environment where a range of perspectives were considered?	100%	
	8.	Were opportunities created to invite input from Student and Staff Governors?	100%	
	9.	Any comments or suggestions?	None	
10.4	CLOSE			17:01
	10.4.1 The first part of the meeting closed at 17:01.			
	10.4.2 All non-Independent Governors (and other participants) left the meeting, with the CEO & Principal and Director of Governance also remaining.			

Action Summary

Item	Owner	Action	Due Date
3.2.2.1	BH	Include 'Ambassador Roles' on the agenda for the next GP&R Committee meeting on 29 th January 2024.	Complete
6.2.2.1	RC	Include an interim progress update on the year end targets related to Education & Quality in the next Executive Team Report.	18 th March 2024