

## ESCG Board Meeting MINUTES

<b>Date</b>	19 <sup>th</sup> December 2022	<b>Time</b>	10:00-12:00 – Meeting 12:00-13:00 – Lunch
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<b>Venue</b>	Board Room (SP5119), Station Plaza, Hastings
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<b>Chair</b>	Ian Mehrtens
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**Membership** – Ian Mehrtens, Rebecca Conroy (CEO & Principal), Alexandra Cheeseman, Aly Colman, Graham Cook, Becky Cooke, Penny Coppins, Charles Dudley, Ashley Heminway, Trista Jin, Mark Fisher, Priscilla Kendall, Catherine Manning, Sue Maynard, Gill Short, Angela Smith, Nicola Taylor, Carol Tomsett, Emel Yerlikaya

**In Attendance** – Hannah Caldwell (COO), Martin Penny (CFO), Sam Brasier, (Executive Director of Finance), Stuart McKay – Macintyre Hudson (External Auditors), Andy Davy (Prospective Independent Governor), Belle Howard (Director of Governance – *minutes*)

**Apologies:** Claire Alexander (Governance Assistant), Aly Coleman, Lauren Crawley (Director of People), Mark Fisher, Sue Maynard, Carol Tomsett and Mark Wardle (Deputy – CEO & Principal)

**Virtual Attendees:** Stuart McKay, Martin Penny, Angela Smith

#	Item	Action
<b>1. ROUTINE AND STANDING ITEMS</b>		
<b>1.1</b>	<b>WELCOME &amp; APOLOGIES</b>	<b>10:05</b>
	1.1.1 The Chair opened the meeting at 10:05 with a warm welcome to colleagues.	
	1.1.2 The Chair particularly welcomed new Student Governors – Trista Jin and Emel Yerlikaya to the Board. The Chair also welcomed prospective Independent Governor, Andy Davy.	
	1.1.3 The Chair explained that Stuart McKay would be joining later in the meeting.	
	1.1.4 Apologies were received and accepted from AC, LC, MF, SM, CT and MW.	
	1.1.5 The Chair noted on the overly large size of the meeting pack and advised that work was currently underway to address this, being led by the Director of Governance (DoG), with a view to: <ul style="list-style-type: none"> <li>• Simplify the executive summary information detailed on cover sheets for meeting papers.</li> <li>• Rationalise the Cycle of Business to ensure that it was targeted and fit for purpose.</li> <li>• Provide only links to Committee meeting minutes in Full Board papers, rather than incorporate these as papers in within Board meeting packs.</li> <li>• Provide additional guidance to Lead Officers to simplify the content and level of detail in meeting papers.</li> </ul>	
	1.1.6 <a href="#">Governors agreed that moving forward and wherever appropriate, Governors would receive copies of Committee meeting agendas, so that they had the option of joining meetings if desired.</a>	

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1.2	<b>DECLARATIONS OF INTEREST</b>  1.2.1 There were no new declarations of interest received.  <b>TJ joined the meeting at 10:10.</b>	10:09																
1.3	<b>MINUTES OF LAST MEETING</b>  <b>1.3.1 Approval</b> <ul style="list-style-type: none"> <li>Governors considered the minutes from the last meeting on 17<sup>th</sup> October 2022.</li> <li><b>Governors agreed that the minutes were a true and accurate record of what was discussed.</b></li> </ul>	10:10																
1.4	<b>MATTERS ARISING</b>  1.4.1 Governors considered the following actions from the last meeting: <table border="1" data-bbox="199 1075 1364 1406"> <thead> <tr> <th>Item</th> <th>Owner</th> <th>Action</th> <th>Due Date</th> </tr> </thead> <tbody> <tr> <td>0.1.1</td> <td>BH</td> <td>Share a Safeguarding Link Governor role description with the Chair.</td> <td>Complete</td> </tr> <tr> <td>5.1.11.1</td> <td>RC</td> <td>Provide a summary of capital funding applications that have recently been submitted by the college, with a view to share with the CDB and Finance Committee.</td> <td>Complete</td> </tr> <tr> <td>9.3.3.1</td> <td>BH</td> <td>Share a copy of the paper titled 'Revolving Credit Facility and Overdraft' with the full Board when distributing the meeting minutes.</td> <td>Complete</td> </tr> </tbody> </table>	Item	Owner	Action	Due Date	0.1.1	BH	Share a Safeguarding Link Governor role description with the Chair.	Complete	5.1.11.1	RC	Provide a summary of capital funding applications that have recently been submitted by the college, with a view to share with the CDB and Finance Committee.	Complete	9.3.3.1	BH	Share a copy of the paper titled 'Revolving Credit Facility and Overdraft' with the full Board when distributing the meeting minutes.	Complete	10:11
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<b>2. MEMBERSHIP</b>																		
2.1	<b>MEMBERSHIP &amp; RECRUITMENT UPDATE</b>  <b>2.1.1 Membership</b> <ul style="list-style-type: none"> <li>The Director of Governance shared a brief overview of the paper titled '<b>Membership &amp; Recruitment Update</b>'.</li> <li>Governors noted the terms of office that were due to expire within a year for the following Governors:               <ul style="list-style-type: none"> <li>Angela Smith (first term of office) – 10.10.2023</li> <li>Gill Short (second term of office) – 30.10.2023</li> <li>Ian Mehrtens (first term of office) – 25.03.2023</li> <li>Alexander Cheeseman – 22.03.2023</li> </ul> </li> </ul>	10:12																

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	<ul style="list-style-type: none"> <li>• The Chair explained that subsequent to the issuance of the meeting papers, Sue Maynard (Independent Governor) had taken the decision to resign from the Board with immediate effect, following her decision to relocate to Italy.</li> </ul> <p><b>2.1.2 Student Governor Appointments</b></p> <ul style="list-style-type: none"> <li>• Further to the recent Student Governor recruitment campaign, the following new members had been elected to the Board: <ul style="list-style-type: none"> <li>○ Jin “Trista” Tian (Lewes)</li> <li>○ Emel Yerlikaya (Hastings)</li> </ul> </li> <li>• <b>RESOLUTION: The Board agreed to ratify the appointment of Trista Jin and Emel Yerlikaya as Student Governors on the Board.</b></li> </ul> <p><b>2.1.3 Student Member Appointments</b></p> <ul style="list-style-type: none"> <li>• Further to the recent Student Member recruitment campaign, the following new members had been elected to the Local College Boards as follows: <ul style="list-style-type: none"> <li>○ Eastbourne – Mae Talbott &amp; Maja Sejda</li> <li>○ Lewes – Trista Jin &amp; Alastair Ewen</li> <li>○ Hastings – Emel Yerlikaya &amp; Holly Geshteja</li> </ul> </li> <li>• <b>RESOLUTION: The Board agreed to ratify the appointment of the above Student Members to the Local College Boards.</b></li> </ul> <p><b>AD temporarily left the meeting at 10:16.</b></p> <p><b>2.1.4 Independent Governor Recruitment</b></p> <ul style="list-style-type: none"> <li>• The Chair shared the following update: <ul style="list-style-type: none"> <li>○ Following the expression of interest that had been received from Andy Davy, an informal interview had successfully been conducted with the Chair of the Board and the Chair of the SP&amp;R Committee. Andy Davy had also subsequently met with the CEO &amp; Principal.</li> <li>○ As part of the interview process, Andy Davy had described extensive previous governance experience both in the FE and school sector, with particular expertise in audit and change management.</li> <li>○ As such, the SP&amp;R Committee had recommended the appointment of Andy Davy to the Board, with a view for him to join the ARaC and People &amp; Culture Committees.</li> </ul> </li> <li>• <b>RESOLUTION: The Board agreed to appoint Andy Davy as an Independent Governor.</b></li> </ul> <p><b>AD re-joined the meeting at 10:18.</b></p>	

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2.2	<p><b>BOARD &amp; COMMITTEE ARRANGEMENTS</b> <span style="float: right;"><b>10:18</b></span></p> <p><b>2.2.1 Committee Membership</b></p> <ul style="list-style-type: none"> <li>• <b>RESOLUTION: The Board agreed the following committee appointments:</b> <ul style="list-style-type: none"> <li>○ <b>Staff Governors:</b> <ul style="list-style-type: none"> <li>▪ Penny Coppins – People &amp; Culture Committee</li> <li>▪ Ashley Heminway – Curriculum &amp; Standards Committee</li> <li>▪ Carol Tomsett – Curriculum &amp; Standards Committee</li> </ul> </li> <li>○ <b>Independent Governors:</b> <ul style="list-style-type: none"> <li>▪ Andy Davy – Audit, Risk &amp; Compliance Committee and People &amp; Culture Committee</li> <li>▪ Becky Cooke – Search, Performance &amp; Remuneration Committee</li> </ul> </li> <li>○ <b>Student Governors:</b> <ul style="list-style-type: none"> <li>▪ Trista Jin – Curriculum &amp; Standards Committee</li> <li>▪ Emel Yerlikaya – Curriculum &amp; Standards Committee</li> </ul> </li> </ul> </li> </ul> <p><b>2.2.2 Link Governor Role</b></p> <ul style="list-style-type: none"> <li>• The Chair explained that following the end of Gill Short’s second term of office on 30<sup>th</sup> October 2023, the Safeguarding &amp; SEND Link Governor role would become vacant.</li> <li>• To ensure effective succession planning, Aly Colman had agreed to undertake this role and a handover was already underway.</li> <li>• <b>RESOLUTION: The Board agreed to appoint Aly Colman as Safeguarding &amp; SEND Link Governor.</b></li> </ul> <p><b>2.2.3 Capital Development Board Terms of Reference and Membership</b></p> <ul style="list-style-type: none"> <li>• Following the limited capacity of the Hastings Local College Board (LCB) Chair, it had been proposed that the Terms of Office be amended to revert to campus specific representation, rather LCB Chair membership.</li> <li>• As such, the Chair of the Board would represent the Hastings campus at Capital Development Board (CDB) meetings moving forward, given that they were already an existing member.</li> <li>• <b>RESOLUTION: The Board agreed to approve the updated CDB Terms of Reference.</b></li> </ul>	
2.3	<p><b>LOCAL COLLEGE BOARD UPDATE</b> <span style="float: right;"><b>10:21</b></span></p> <p>2.3.1 The CEO &amp; Principal shared the following update:</p> <ul style="list-style-type: none"> <li>• During the last round of Local College Board (LCB) meetings, an update was shared with participants on proposed plans to resign the format and approach for the LCBs moving forward.</li> </ul>	

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	<ul style="list-style-type: none"> <li>● The intent was for the format of the LCBs to become more closely aligned with the following priority focus areas and groups:               <ul style="list-style-type: none"> <li>○ Skills &amp; Post 16 Education Act 2022</li> <li>○ Local Skills Improvement Plan (LSIP)</li> <li>○ Local Authority skills groups</li> <li>○ The student experience, particularly with regards to preparing students for employment.</li> </ul> </li> <li>● As such, there would be greater emphasis on local delivery and leveraging the student voice in planning and decision making.</li> <li>● Throughout the remainder of the academic year, there would be focus on the following key areas:               <ul style="list-style-type: none"> <li>○ <b>Membership</b> – identifying the right members, in terms of local employers and other key stakeholders.</li> <li>○ <b>Terms of Reference</b> – to reflect greater emphasis on the local skills agenda, local delivery and student voice.</li> <li>○ <b>Chairing</b> – LCBs to be Executive Team led and chaired by a local employer (rather than an Independent Governor), with appropriate support provided as needed.</li> <li>○ <b>Rebranding</b> – LCBs to be renamed, with a view to reflect the new scope of these forums moving forward.</li> </ul> </li> </ul> <p>2.3.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>● The Chair reflected that the LCBs were not part of the formal governance structure, though over time the distinction had become less clear. By formally transitioning oversight to Executive Team leadership, this would both ensure greater clarity of purpose, diversity of thought and closer alignment to the local skills agenda. That said, Governor attendance at LCB meetings would continue to be welcomed.</li> <li>● A Governor reflected that the proposed approach was desirable and noted the need to transition LCBs towards a more advisory format.</li> <li>● <b>A Governor asked – would local Headteachers continue to form part of the membership?</b> The CEO &amp; Principal confirmed that a broad range of stakeholders would be welcome and as such, it would be important to retain their engagement.</li> <li>● The Chair noted that the Hastings LCB Chair would not be available to chair the next two meetings this year, so a decision would need to be taken on whether these meetings should be cancelled in the light of the changing approach or whether the CEO &amp; Principal would chair these instead.</li> <li>● Governors agreed that the key next step would be to develop a formal proposal for the Local College Boards moving forward.               <ul style="list-style-type: none"> <li>○ <b>Action 2.3.2 – Develop a formal proposal for the LCBs moving forward, including a proposed new Terms of Reference and timeline.</b></li> </ul> </li> </ul>	<p>RC/IM/ BH</p>

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2.4	<p><b>STUDENT VOICE</b> <span style="float: right;"><b>10:29</b></span></p> <p>2.4.1 The Student Governors shared the following reflections:</p> <ul style="list-style-type: none"> <li>• <b>Branding, Advertising &amp; Recruitment</b> – more work was needed to promote and raise awareness on the breadth of the Higher Education (HE) provision. Several existing HE student had already expressed willingness to support marketing efforts. Potential creative solutions could include partnership with local employers.</li> <li>• <b>HE Provision</b> – Further work was needed to drive the ongoing growth and development of the HE provision. During the recent partner validation meetings with the University of Brighton and the University of East Anglia (UEA), a range of strengths in the provision were highlighted. These strengths included the range of courses on offer, location, the availability of part-time courses, small class sizes and the high-quality support provided by teaching staff. Development areas included advertising and marketing, IT support and access to learning resources, such as libraries.</li> <li>• <b>Unloc Advisory Board</b> – one of the Student Governors advised that they were now a member of Unloc, which provided online training for students and Student Governors.</li> </ul> <p>2.4.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• The CEO &amp; Principal advised that the HE provision was currently a priority focus for the Executive Team. As such, work was already underway to develop the marketing and promotion of the provision, in partnership with the UEA, with a view for this to launch in January 2023.</li> </ul>	
<b>3. GOVERNANCE MATTERS</b>		
3.1	<p><b>ANNUAL STATUTORY RETURNS FOR REVIEW</b> <span style="float: right;"><b>10:35</b></span></p> <p>3.1 Governors noted the Declarations of Interest (2022-23) register and the DoG explained that this was due to be published on the college website.</p> <p>3.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• <b>The Chair asked – should the Declarations of Interest register include details for the DoG, who was also a senior post holder?</b> The DoG advised that the governance professional was not usually expected to declare interests on the register, but committed to explore whether this was a requirement. <ul style="list-style-type: none"> <li>○ <b>Action 3.1.1 – Investigate whether governance professionals (who were also a senior post holder) were required to complete a declaration form, with a view to declare these on the annual register of interests.</b></li> </ul> </li> </ul>	<b>BH</b>
3.2	<p><b>EXTERNAL REVIEW OF GOVERNANCE</b> <span style="float: right;"><b>10:38</b></span></p> <p>3.2.1 The DoG shared the following update:</p> <ul style="list-style-type: none"> <li>• Discussions had been ongoing with ETF and IoD to agree next steps with delivering the External Review of Governance (ERG) in the Spring Term.</li> </ul>	

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	<ul style="list-style-type: none"> <li>• Meetings had been scheduled with the proposed reviewers for early January to determine suitability, fit and ensure that there were no conflicts of interest.</li> <li>• Supporting governance documentation would need to be consolidated and submitted to the reviewers from mid-January.</li> <li>• Governor interviews with the reviewers were due to be scheduled in early March 2023, which would be co-ordinated by the ETF.</li> <li>• As output of the ERG, the reviewers would present their findings to the Board, with a view for any associated actions to be incorporated into the Governance Improvement Plan.</li> </ul> <p>3.2.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• The Chair reflected that it would be important to share the existing Governance Improvement Plan document with the ERG reviewers to invite feedback. <a href="#">Governors agreed.</a></li> </ul>	
<b>3.3</b>	<p><b>GOVERNOR TRAINING &amp; DEVELOPMENT PROGRAMME 2022-23</b> <span style="float: right;"><b>10:42</b></span></p> <p>3.3.1 The DoG directed participants to the associated papers and shared the following update.</p> <ul style="list-style-type: none"> <li>• <b>The Governor Training &amp; Development Plan:</b> <ul style="list-style-type: none"> <li>○ Provided Governors with instructions on how to register for a range of training and development resources.</li> <li>○ Outlined the schedule of pre-Board briefing activities planned for the year ahead.</li> <li>○ Details online mandatory training requirements.</li> <li>○ Provided a high-level overview of the ETF led Governor Development Programme, which included a suite of online modular learning resources on the FutureLearn system.</li> <li>○ Included the Governor Training, Development &amp; Activity Record template (in the appendix).</li> </ul> </li> <li>• Details of <b>ETF training events</b> would be refreshed in the New Year.</li> <li>• <b>Campus specific events</b> for Governors had been detailed in a separate paper.</li> <li>• <b>ETF Governor Development Programme</b> – further details on the scope and format of the programme had been outlined in the supporting paper.</li> <li>• Materials had also been made available on Diligent Boards, within the Resource Centre and would be regularly updated.</li> </ul> <p>3.3.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• Governors noted the need to submit a Governor Training, Development &amp; Activity Record form on a termly basis.</li> <li>• The Chair reflected that the new format Governor Training &amp; Development Programme document was much more user friendly and expressed thanks to the DoG.</li> </ul>	

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3.4	<p><b>GOVERNANCE STRUCTURE &amp; MEETINGS</b> <span style="float: right;">10:48</span></p> <p><b>3.4.1 Approach &amp; Format for 2023-24</b></p> <ul style="list-style-type: none"> <li>Governors noted the following proposed changes to governance structures for 2023-24:</li> </ul> <p><b>Proposed Committees For 2023-24</b></p> <table border="1"> <thead> <tr> <th>EXISTING STRUCTURE</th> <th>PROPOSED STRUCTURE</th> <th>RATIONALE &amp; APPROACH</th> </tr> </thead> <tbody> <tr> <td>Finance Committee People &amp; Culture Committee</td> <td>Resources, Culture &amp; Social Impact Committee</td> <td> <ul style="list-style-type: none"> <li>To better reflect the college's financial recovery, community and culture agenda.</li> <li>Some P&amp;C responsibilities may be shared with the main Board.</li> <li>This committee would need to meet 4 times p.a. to cover the full schedule of business.</li> </ul> </td> </tr> <tr> <td>Curriculum &amp; Standards Committee</td> <td>Curriculum, Skills &amp; Quality Committee</td> <td> <ul style="list-style-type: none"> <li>To better meet the skills agenda.</li> </ul> </td> </tr> <tr> <td>Search, Performance &amp; Remuneration</td> <td>Governance, Performance &amp; Reputation</td> <td> <ul style="list-style-type: none"> <li>Committee name to more fully represent the scope of the committees oversight.</li> </ul> </td> </tr> <tr> <td>Local College Boards</td> <td>Stakeholder Advisory Group</td> <td> <ul style="list-style-type: none"> <li>LCBs to be disbanded and replaced with forums that are chaired by Employers.</li> </ul> </td> </tr> <tr> <td colspan="3">           The following would remain unchanged:           <ul style="list-style-type: none"> <li>Audit, Risk &amp; Compliance Committee</li> <li>Capital Development Board</li> <li>Chairs Group</li> </ul> </td> </tr> </tbody> </table> <ul style="list-style-type: none"> <li>The Chair then shared the following update:           <ul style="list-style-type: none"> <li>There had been an earlier requirement from the FE Commissioners office for the college to review and reduce the number of committees that made up the college's governance framework.</li> <li>Subsequently to the post-intervention, monitoring and support (PIMS) process, (which was due to complete in January 2023), and the newly established Executive Team structure, now was a good time to revisit committee structures in general. This was particularly in light of the increased levels of maturity in governance effectiveness across the board.</li> <li>As such, there had been extensive discussion both by the Search, Performance &amp; Remuneration Committee and the Chairs Group on the proposed changes.</li> <li>Key priorities were to:               <ul style="list-style-type: none"> <li>Leverage Student Voice more effectively in decision making and planning.</li> <li>Incorporate the skills agenda as a key strategic priority.</li> <li>Adopt a more strategic approach in the management of resources.</li> <li>Ensure a targeted focus on evolving the culture of the college.</li> <li>Establish a collaborative approach with regards to the impact on the local communities that the college served.</li> <li>Place governance effectiveness and reputation at the forefront of committee scope and purpose.</li> </ul> </li> </ul> </li> </ul>	EXISTING STRUCTURE	PROPOSED STRUCTURE	RATIONALE & APPROACH	Finance Committee People & Culture Committee	Resources, Culture & Social Impact Committee	<ul style="list-style-type: none"> <li>To better reflect the college's financial recovery, community and culture agenda.</li> <li>Some P&amp;C responsibilities may be shared with the main Board.</li> <li>This committee would need to meet 4 times p.a. to cover the full schedule of business.</li> </ul>	Curriculum & Standards Committee	Curriculum, Skills & Quality Committee	<ul style="list-style-type: none"> <li>To better meet the skills agenda.</li> </ul>	Search, Performance & Remuneration	Governance, Performance & Reputation	<ul style="list-style-type: none"> <li>Committee name to more fully represent the scope of the committees oversight.</li> </ul>	Local College Boards	Stakeholder Advisory Group	<ul style="list-style-type: none"> <li>LCBs to be disbanded and replaced with forums that are chaired by Employers.</li> </ul>	The following would remain unchanged: <ul style="list-style-type: none"> <li>Audit, Risk &amp; Compliance Committee</li> <li>Capital Development Board</li> <li>Chairs Group</li> </ul>			
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	<ul style="list-style-type: none"> <li>○ It was therefore proposed that the changes outlined in the table above would come into effect from 2023-24. As such, a key next step would be to draft Committee Terms of Reference, with a view for these to be considered at the next Full Board meeting in March 2022.</li> <li>• The following discussion then occurred:               <ul style="list-style-type: none"> <li>○ <b>A Governor asked – how would financial and economic impact be managed in this new structure?</b> The Chair reflected that this would be defined in the Financial Strategy, whilst the local skills agenda would be directly linked to the college’s economic impact. The CEO &amp; Principal noted that the college had a duty to ensure best value in terms of its purchasing impact, whilst taking local opportunities into consideration.</li> <li>○ <b>Governors agreed to amend one of the proposed committee names to ‘Resources, Culture &amp; Impact Committee’</b> as it was felt that the ‘impact’ (rather than ‘social impact’) more broadly encompassed the scope of the committee’s oversight responsibilities.</li> </ul> </li> <li>• <b>RESOLUTION – Governors agreed to approve the proposed changes to committee structures from 2023-24.</b> <ul style="list-style-type: none"> <li>○ <b>Action 3.4.1.1 – Draft proposed new Committee Terms of Reference for initial consideration at the Search, Performance &amp; Remuneration Committee meeting on 2<sup>nd</sup> March 2023.</b></li> </ul> </li> </ul> <p><b>3.4.2 Governor Survey Results</b></p> <ul style="list-style-type: none"> <li>• Governors noted the following results from the recent Governor Survey:</li> </ul> <table border="1" data-bbox="188 1413 1385 1921"> <thead> <tr> <th data-bbox="188 1413 1139 1487">QUESTION</th> <th data-bbox="1139 1413 1385 1487">STRONGLY AGREE OR AGREE</th> </tr> </thead> <tbody> <tr> <td data-bbox="188 1487 1139 1561">1. Should we schedule all Committee meetings for 3-5pm, with a view to minimise disruption to the working day?</td> <td data-bbox="1139 1487 1385 1561">65%</td> </tr> <tr> <td data-bbox="188 1561 1139 1635">2. Should we schedule all Board meetings for 2-5pm, again with a view to minimise disruption to the working day?</td> <td data-bbox="1139 1561 1385 1635">59%</td> </tr> <tr> <td data-bbox="188 1635 1139 1742">3. Should we flip the current Committee meeting pattern from 'one in-person meeting and the rest virtual', to 'one virtual meeting and the rest in-person'?</td> <td data-bbox="1139 1635 1385 1742">53%</td> </tr> <tr> <td data-bbox="188 1742 1139 1816">4. Should we put an end to hybrid meeting attendance at Board and Committee meetings to promote engagement, equity and effectiveness?</td> <td data-bbox="1139 1742 1385 1816">53%</td> </tr> <tr> <td data-bbox="188 1816 1139 1921">5. Based on accommodation, should we host Committee meetings in Eastbourne and Lewes and main Board meetings in Hastings (Station Plaza)?</td> <td data-bbox="1139 1816 1385 1921">77%</td> </tr> </tbody> </table> <ul style="list-style-type: none"> <li>• <b>RESOLUTION – Governors agreed to the following changes to the governance meeting approach for 2023-24:</b> <ul style="list-style-type: none"> <li>○ <b>Committee meetings to be held between 3-5pm and Board meetings to be held from 2-5pm.</b></li> </ul> </li> </ul>	QUESTION	STRONGLY AGREE OR AGREE	1. Should we schedule all Committee meetings for 3-5pm, with a view to minimise disruption to the working day?	65%	2. Should we schedule all Board meetings for 2-5pm, again with a view to minimise disruption to the working day?	59%	3. Should we flip the current Committee meeting pattern from 'one in-person meeting and the rest virtual', to 'one virtual meeting and the rest in-person'?	53%	4. Should we put an end to hybrid meeting attendance at Board and Committee meetings to promote engagement, equity and effectiveness?	53%	5. Based on accommodation, should we host Committee meetings in Eastbourne and Lewes and main Board meetings in Hastings (Station Plaza)?	77%	<p>BH/IM/ RC</p>
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#	Item	Action
	<ul style="list-style-type: none"> <li>○ <b>One virtual meeting per committee to be held per annum, with the rest to be held in person.</b></li> <li>○ <b>Hybrid meetings to be discontinued.</b></li> <li>○ <b>Committee meetings to be held in Eastbourne or Lewes and Board meetings to be held in Hastings.</b></li> </ul>	
<b>4. EXECUTIVE ITEMS</b>		
<b>4.1</b>	<p><b>EXECUTIVE TEAM REPORT</b> <span style="float: right;"><b>11:04</b></span></p> <p>4.1.1 The CEO &amp; Principal shared a brief update on the recent decision from the <b>Office for National Statistics (ONS) regarding the reclassification of FE Colleges</b>. This had created significant implications for borrowing and the handling of subsidiaries.</p> <p>4.1.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>● The COO explained that to ensure that the college continued to meet ‘managing public money’ requirements, approval had since been requested from the ESFA for the college’s existing overdraft and revolving capital funding arrangements. The deadline for this request had been met and a response was now awaited from the ESFA. Compared to other colleges who had significantly more complex borrowing arrangements, the request was relatively straightforward.</li> <li>● The Executive Director of Finance explained that the recent declassification had resulted in a flattening of how funding could be accessed by FE colleges.</li> <li>● <b>The Chair asked – had the declassification had any impact to staff pay?</b> The COO advised that this was unlikely and clarified that recent discussions around staff pay for senior leaders had been specific to academies.</li> <li>● <b>A Governor asked – overall, would the declassification be a positive change for the FE sector?</b> The CEO &amp; Principal reflected that the change presented a mixed picture for colleges, with some benefits and losses.</li> <li>● <b>A Governor asked – would the college’s charitable status be retained following the recent change?</b> The CEO &amp; Principal confirmed that this would be retained.</li> </ul> <p>4.1.3 The CEO &amp; Principal shared the following <b>Executive Summary</b> update:</p> <ul style="list-style-type: none"> <li>● The college had secured funding following a recent bid for the Multiply National Skills for Life government funded programme, which had been established to help adults improve their numeracy skills.</li> <li>● This programme provided a unique opportunity for the college to evolve its adult education offer, with a particular focus on employability skills.</li> <li>● The college had recently established a new relationship with local employer, SGN to deliver a pilot programme of gas operative courses. This opportunity provided significant value to the college, particularly in terms of scale of business and financial value.</li> </ul>	

#	Item	Action
	<ul style="list-style-type: none"> <li>• The college had recent secured an additional allocation of £1m from the DfE, as part of its formula-based capital grants to FE and sixth form colleges in the Spring Term 2023. Work was currently underway to ensure the best use of these additional funds.</li> </ul> <p>4.1.4 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• <b>A Governor considered the new DfE Energy Efficiency Capital Grants and asked – can you share an update on this?</b> The CEO &amp; Principal confirmed that the college had been allocated £407K in funding and work was in progress to plan how this could best be utilised. The COO advised that this would be spent on energy efficiency projects, ideally over the next year, though there was flexibility both in timeframe and application. An update would follow at the next CDB meeting.</li> </ul> <p>4.1.5 The CEO &amp; Principal shared the following <b>Curriculum &amp; Standards</b> update:</p> <ul style="list-style-type: none"> <li>• Early key performance indicators (KPIs) related to recruitment and retention had been positive. Whilst the college had achieved sufficient recruitment levels to achieve it's full funding allocation, these had still fallen below target growth levels.</li> <li>• Challenges were ongoing with attendance levels, particularly amongst L1 and L2 students. Work was currently underway to develop the curriculum offer for students on lower-level courses. That said, there remained a high level of volatility in the current cohort.</li> <li>• Work was also in progress to launch a range of employability programmes in January, with a view to attract and prepare students for the following year for apprenticeships or other courses of study.</li> <li>• The Self-Assessment Review (2021-22) and Quality Improvement Plan (2022-23) processes had now been completed.</li> <li>• The University of East Anglia (UEA) had recently been confirmed as the college's new validating partner for the HE provision in Eastbourne and Lewes over the next 5 years. The University of Brighton (UoB) had again been secured as the validating partner in Hastings and Ore for a further 5-year period.</li> </ul> <p>4.1.6 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• A Staff Governor advised that they had actively been involved in the UoB validation process at Hastings and noted that students had been commended for being highly engaged and positive, whilst also praising the overall quality of the HE provision.</li> <li>• <b>A Governor asked – was there an advantage in having two validating partners for the college's higher education provision?</b> The CEO &amp; Principal reflected that this minimised risk, whilst enabling the college to access certain specialisms on offer from individual universities. This also enabled the college to make delivery decisions based upon key strategic priorities.</li> <li>• <b>A Governor asked – what was the anticipated impact to HE student recruitment levels as a result of this new validating partner relationship?</b> The CEO &amp; Principal confirmed that this partnership presented a significant opportunity for growth, enabling the college to explore a wide range of creative opportunities for the provision moving forward.</li> </ul>	

#	Item	Action
	<p>4.1.7 The CEO &amp; Principal shared the following <b>Finance</b> update:</p> <ul style="list-style-type: none"> <li>• The adult education budget (AEB) continued to be an area of concern.</li> <li>• The college was currently on target to deliver against 90% of the AEB, which was a significant improvement year on year, when 80% had been achieved in the prior year.</li> <li>• That said, the college remained below target and further savings needed to be made, whilst taking care to avoid redundancies wherever possible. As such, certain open positions had been frozen and costs were being stripped back against under-performing income lines.</li> <li>• The five-year financial plan was currently under development and would be shared at the next Finance Committee meeting in March 2023.</li> </ul> <p>4.1.8 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• <b>A Governor noted that non-committed capital expenditure had also been frozen and asked – what was the anticipated impact for the college?</b> The CFO advised that there was currently £1m of unspent capital at present. As such, the COO and EDoF would be carefully reviewing associated opportunities to bolster the cashflow position in the New Year. This was also in the context of the two recently announced funding allocations that would shortly be received from the DfE.</li> <li>• <b>A Governor noted that some of the Finance KPIs had been reported as full year, whilst others were year-to-date, and asked – could these be reported on a pro-rata basis to be more consistent?</b> The CFO advised that the Management Accounts were currently reported on a pro-rata basis. As such, it would not be difficult for the KPIs to more consistently report the year-to-date position. <ul style="list-style-type: none"> <li>○ <b><u>Action 4.1.8.1</u> – Ensure that the Finance KPIs consistently reflect the year-to-date (rather than full year) position.</b></li> </ul> </li> </ul> <p>4.1.9 The CEO &amp; Principal shared the following <b>People</b> update:</p> <ul style="list-style-type: none"> <li>• Staff morale remained a priority focus area, with a particular emphasis on open and transparent communication. As such, an Executive Team ‘Roadshow’ had been planned for the INSET day on 3<sup>rd</sup> January 2023, as part of wider staff development activities.</li> <li>• Work was currently underway with the Trade Unions and via Staff Think Tanks on further potential staff pay award options, with a view to minimise the risk of industrial action.</li> <li>• Opportunities were also being explored to leverage the available AEB budget to deliver staff training, education and development.</li> </ul> <p>4.1.10 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• <b>The Chair noted that staff completion levels for mandatory training was low at 87% and asked – is this cause for concern?</b> The CEO &amp; Principal explained that work was underway to transition certain mandatory training courses to in-person events. Additionally, a programme of work to enhance online training systems were also in progress.</li> </ul>	<p>SB</p>

#	Item	Action
	<ul style="list-style-type: none"> <li>• <b>A Governor noted that staff turnover levels were comparatively high and asked – were staff moving onto other roles within the education sector or elsewhere?</b> The CEO &amp; Principal advised that current staff turnover levels were typical for the sector and in some ways welcomed. Some staff had moved onto other education sector-based roles, whilst others had moved into other fields. That said, some open roles continued to present a challenge from a recruitment standpoint. Work was currently underway with FE Sussex and other colleges in the region, to look at specialist recruitment challenges and how to maximise use of agency staff.</li> <li>• <b>The Chair asked – could the notable increase in staff turnover be in direct response to suppressed movement during the Covid-19 pandemic?</b> The CEO &amp; Principle reflected that this was undoubtedly a contributing factor.</li> <li>• The CEO &amp; Principal advised that a session had been held with the senior leadership team on staff recruitment and retention.</li> <li>• The CEO &amp; Principal also reflected that the college offered a comparatively generous annual leave entitlement for staff, relative to the private sector.</li> </ul> <p>4.1.11 The COO shared the following <b>Transformation</b> update:</p> <ul style="list-style-type: none"> <li>• <b>Estates Strategy:</b> <ul style="list-style-type: none"> <li>○ A decision had been taken for some elements of the Pre-Construction Services Agreement (PCSA) to be managed separately before entering into the full PCSA with Willmott Dixon, following a due diligence exercise.</li> <li>○ Natural PR had now been appointed as the public relations provider.</li> <li>○ An Independent Financial Advisor and Planning Consultant were currently being appointed.</li> </ul> </li> <li>• <b>ORE Valley Training Centre (Hastings Town Deal):</b> <ul style="list-style-type: none"> <li>○ Funding had now been confirmed and the associated Funding Agreement had since been received from Hastings Borough Council (HBC).</li> <li>○ Discussions were in progress to agree the process by which the funds would be received.</li> <li>○ The project schedule had been impacted due to a resourcing shortage in the Legal Services Team at HBC.</li> </ul> </li> </ul> <p>4.1.12 The CEO &amp; Principal shared the following <b>Communications &amp; Stakeholder Engagement</b> update:</p> <ul style="list-style-type: none"> <li>• <b>Student Recruitment</b> – recruitment activity was already underway for the 2023-24 academic year.</li> <li>• <b>Mildred House, Eastbourne</b> – their Sixth Form provision would be discontinued, following a recent consultation process. As a result, ESCG would become the only public sector A Level provider in the Eastbourne area, creating significant opportunities for the college.</li> </ul>	

#	Item	Action
4.2	<p data-bbox="180 365 1385 398"><b>COLLEGE YEAR END AUDITED ACCOUNTS – 2021-22</b> <span style="float: right;"><b>11:29</b></span></p> <p data-bbox="180 439 576 472"><b>SM joined the meeting at 11:29.</b></p> <p data-bbox="180 510 1372 577">4.2.1 The CFO directed participants to the Annual Report and Financial Statements for 2021-22 and shared the following update:</p> <ul data-bbox="233 618 1361 831" style="list-style-type: none"> <li data-bbox="233 618 1361 719">• Both documents were considered at the Joint Finance &amp; ARaC Committee meeting on 5<sup>th</sup> December 2022, at which time Independent Governors also had the opportunity to meet privately with the External Auditors.</li> <li data-bbox="233 763 1361 831">• The Finance Record for the year had now been completed, in which the financial health of the college had been assessed as ‘Good’ for 2021-22.</li> </ul> <p data-bbox="180 871 847 904">4.2.2 The External Auditor shared the following update:</p> <ul data-bbox="233 945 1372 1872" style="list-style-type: none"> <li data-bbox="233 945 1161 978">• The External Audit had been conducted in line with the planned schedule.</li> <li data-bbox="233 1019 1372 1872">• The Audit Findings Report outlined a number of recommendations, summarised as follows: <ul style="list-style-type: none"> <li data-bbox="328 1088 1361 1227">○ <b>Internal Controls:</b> <ul style="list-style-type: none"> <li data-bbox="424 1122 1361 1189">▪ One ‘Grade B’ finding, linked to related party transactions and conflicts of interest.</li> <li data-bbox="424 1196 746 1227">▪ Five ‘Grade C’ findings.</li> </ul> </li> <li data-bbox="328 1267 1299 1406">○ <b>Individualised Learner Records (ILR):</b> <ul style="list-style-type: none"> <li data-bbox="424 1301 1299 1368">▪ One ‘Grade A’ finding, linked to the failure to adequately validate ILR source documentation independently of the auditors.</li> <li data-bbox="424 1375 735 1406">▪ One ‘Grade C’ finding.</li> </ul> </li> </ul> </li> <li data-bbox="233 1447 1347 1727">• The Letter of Representation was now due to be signed by the Chair and CEO &amp; Principal. The letter included the following two non-standard items: <ul style="list-style-type: none"> <li data-bbox="328 1559 1299 1626">○ A jointly owned plot of land that was not currently recognised in the financial statements, however this did not have a material value to the college.</li> <li data-bbox="328 1666 1337 1727">○ Related party transactions – most of the declarations made by key management personnel were made some time before the year-end.</li> </ul> </li> <li data-bbox="233 1771 1372 1872">• The External Auditors were subsequently due to sign a clean ‘True &amp; Fair’ audit opinion and a clean Regularity Report for the college, which would be attached to the annual accounts and submitted to the ESFA, along with the Audit Findings Report.</li> </ul> <p data-bbox="180 1912 724 1946">4.2.3 The following discussion then occurred:</p> <ul data-bbox="233 1986 1353 2125" style="list-style-type: none"> <li data-bbox="233 1986 1353 2125">• The ARaC Committee Chair advised that following the recent Joint Finance &amp; ARaC Committee meeting, all of the associated papers had been scrutinised in depth and a recommendation had now been made to the Board to approve the financial accounts and sign the Letter of Representation.</li> </ul>	

#	Item	Action
	<ul style="list-style-type: none"> <li>• <b>A Governor asked – what did the jointly owned plot of land relate to?</b> The CEO &amp; Principal clarified that this related to the land beneath the Harlow Sports Centre.</li> <li>• <b>RESOLUTION – The Board agreed to approve the following key documents:</b> <ul style="list-style-type: none"> <li>○ <b>ESCG Annual Report &amp; Financial Statements</b></li> <li>○ <b>Audit Findings Report</b></li> <li>○ <b>Letter of Representation – to be signed by the CEO &amp; Principal.</b></li> </ul> </li> </ul> <p><b>SM left the meeting at 11:37.</b></p>	
4.3	<p><b>COLLEGE SELF-ASSESSMENT REPORT – 2021-22</b> <span style="float: right;"><b>11:37</b></span></p> <p>4.3.1 Governors considered the Self-Assessment Report for 2021-22.</p> <ul style="list-style-type: none"> <li>• <b>RESOLUTION – Governors agreed to approve the Self-Assessment Report for 2021-22.</b></li> </ul>	
4.4	<p><b>QUALITY IMPROVEMENT PLAN – 2022-23</b> <span style="float: right;"><b>11:38</b></span></p> <p>4.4.1 Governors considered the Quality Improvement Plan for 2022-23.</p> <ul style="list-style-type: none"> <li>• <b>RESOLUTION – Governors agreed to approve the Quality Improvement Plan for 2022-23.</b></li> </ul>	
4.5	<p><b>FECA ENABLING WORKS &amp; OVERSPEND REVIEW</b> <span style="float: right;"><b>11:39</b></span></p> <p>4.5.1 The CEO &amp; Principal directed participants to the associated supporting paper and shared the following update:</p> <ul style="list-style-type: none"> <li>• The audit findings were considered in depth by the Board and the ARaC Committee.</li> <li>• The resultant actions had since been addressed, with recommended processes to ensure effective oversight and management of capital projects having been established.</li> <li>• Moving forward, robust governance procedures had been put in place to ensure effective management and oversight of capital development work, which would be managed under the scope of the Capital Development Board.</li> </ul> <p>4.5.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> <li>• The Chair reflected that it may be helpful to establish a dedicated Finance Business Partner resource within the Finance Team, with a view to support the delivery of capital development projects. The CEO &amp; Principal advised that the Executive Team would assess the feasibility of this approach.</li> </ul>	

#	Item	Action
<b>5. STRATEGIC ITEMS</b>		
6.1	<p><b>GOVERNANCE IMPROVEMENT</b> <span style="float: right;"><b>11:42</b></span></p> <p><b>6.1.1 Draft Governance Improvement Plan</b></p> <ul style="list-style-type: none"> <li>• The Chair advised that as output of the Strategy Day that was held on 4<sup>th</sup> November 2022, a draft Governance Improvement Plan (GIP) had since been produced.</li> <li>• The GIP had been limited to include six key priorities to ensure that the plan was achievable and targeted.</li> <li>• There were no questions or suggested amendments from Governors.</li> <li>• <b>RESOLUTION – Governors agreed to approve the Governance Improvement Plan for 2022-23.</b></li> </ul> <p><b>PC temporarily left the meeting at 11:43.</b></p> <p><b>6.1.2 Strategic Intentions</b></p> <ul style="list-style-type: none"> <li>• The CEO &amp; Principal shared the following update: <ul style="list-style-type: none"> <li>○ The Strategic Intentions had been revised as output from the Strategy Day to incorporate Governor feedback and to ensure these were more directly aligned to the Local Skills Improvement Plan (LSIP).</li> <li>○ The Strategy Plan and Strategic Intentions Operational Plan (SIOP) for 2022-23 would subsequently be refreshed as output of this exercise.</li> <li>○ Climate change would also be incorporated into college’s mission, vision and values.</li> </ul> </li> </ul> <p>The following discussion occurred:</p> <ul style="list-style-type: none"> <li>• A Governor suggested that ‘education for sustainable development’ could be leveraged as appropriate wording to incorporate climate change into the Strategic Plan. <b>Governors agreed.</b></li> </ul> <p><b>PC re-joined the meeting at 11:46.</b></p>	
5.2	<p><b>NEWHAVEN MARINE WORKSHOPS PROJECT BUSINESS CASE</b> <span style="float: right;"><b>11:49</b></span></p> <p><b>CM temporarily left the meeting at 11:49.</b></p> <p><b>A confidential discussion then occurred.</b></p> <p><b>CM re-joined the meeting at 11:52. GS temporarily left the meeting at 11:52.</b></p>	



#	Item	Action
<b>6. ANNUAL REPORTING</b>		
6.1	<b>ANNUAL RISK REGISTER</b> <i>Previously reviewed by AraC Committee</i> <ul style="list-style-type: none"> <li><b>RESOLUTION – The Board agreed to approve the Annual Risk Register for 2022-23.</b></li> </ul>	11:52
6.2	<b>ANNUAL HEALTH, SAFETY &amp; WELFARE REPORT</b> <i>Previously reviewed by ARaC and P&amp;C</i> <ul style="list-style-type: none"> <li><b>RESOLUTION – The Board agreed to approve the Annual Health, Safety &amp; Welfare Report.</b></li> </ul>	11:52
6.3	<b>ANNUAL EQUITY, DIVERSITY &amp; INCLUSION REPORT</b> <i>Previously reviewed by P&amp;C and C&amp;S</i> <ul style="list-style-type: none"> <li><b>RESOLUTION – The Board agreed to approve the Annual Equity, Diversity &amp; Inclusion Report.</b></li> </ul>	11:52
6.4	<b>ANNUAL COMPLIANCE OF SPH REMUNERATION CODE</b> <i>Previously reviewed by SP&amp;R</i> <ul style="list-style-type: none"> <li><b>RESOLUTION – The Board agreed to approve the Annual Compliance of the Senior Post Holder Remuneration Code.</b></li> </ul>	11:52
6.5	<b>ANNUAL COMPLIANCE OF THE AOC CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES</b> <i>Previously reviewed by SP&amp;R</i> <ul style="list-style-type: none"> <li><b>RESOLUTION – The Board agreed to approve the Annual Compliance of the AoC Code of Good Governance For English Colleges.</b></li> </ul>	11:52
6.6	<b>ANNUAL REPORT OF THE AUDIT, RISK &amp; COMPLIANCE COMMITTEE</b> <i>Previously reviewed by ARaC</i> <ul style="list-style-type: none"> <li><b>RESOLUTION – The Board agreed to approve the Annual Report of the Audit, Risk &amp; Compliance Committee.</b></li> </ul> <p>GS returned to the meeting at 11:53.</p>	11:52
<b>7. CONSENT AGENDA</b>		
7.1	<b>POLICIES &amp; KEY DOCUMENTS</b> <p>7.1.1 The following policies were recommended for approval, following Committee review and scrutiny, with summary details of key changes outlined in the Policy Change Summary sheet:</p> <ul style="list-style-type: none"> <li>Grants, Income Partner Contracts Procedure</li> <li>Code of Practice – Freedom of Speech &amp; Expression</li> <li>Arrangements for obtaining the views of Staff &amp; Students (<i>procedure</i>)</li> <li>New Governor Mentoring Policy</li> <li>ESCG Standing Orders</li> <li>AoC Code of Good Governance for English Colleges (September 2021)</li> </ul>	11:53

#	Item	Action
	<ul style="list-style-type: none"> <li><b>RESOLUTION: Governors agreed to approve each of the policies and key documents listed above.</b></li> </ul>	
<b>8. COMMITTEE MINUTES, APPROVALS AND MATTERS FOR NOTING</b>		
<b>8.1</b>	<b>AUDIT RISK &amp; COMPLIANCE COMMITTEE</b>	<b>11:54</b>
	<p>8.1.1 Governors noted the minutes of the following meetings:</p> <ul style="list-style-type: none"> <li>19<sup>th</sup> October 2022</li> <li>5<sup>th</sup> December 2022</li> </ul> <p>8.1.2 There were no questions.</p> <ul style="list-style-type: none"> <li><b>RESOLUTION – Governors approved the Regularity Self-Assessment Questionnaire.</b></li> </ul>	
<b>8.2</b>	<b>CAPITAL DEVELOPMENT BOARD</b>	<b>11:55</b>
	<p>8.2.1 Governors noted the minutes of the last meeting on 9<sup>th</sup> November 2022. There were no questions.</p> <ul style="list-style-type: none"> <li><b>RESOLUTION – Governors approved the Summary of Project Funding Streams (2021-2023).</b></li> <li><b>RESOLUTION – Governors approved the use of College Seal for the following key documents related to the Decarbonisation Academy Project with OHM Energy:</b> <ul style="list-style-type: none"> <li>Licence to Occupy</li> <li>Joint Delivery Agreement</li> </ul> </li> </ul>	
<b>8.3</b>	<b>PEOPLE &amp; CULTURE COMMITTEE</b>	<b>11:56</b>
	<p>8.3.1 Governors noted the minutes of the last meeting on 14<sup>th</sup> November 2022. There were no questions.</p> <ul style="list-style-type: none"> <li><b>RESOLUTION - Governors approved the following documents, which had recently been updated:</b> <ul style="list-style-type: none"> <li>People &amp; Culture Committee Terms of Reference (2022-23)</li> <li>Cycle of Business (2022-23)</li> </ul> </li> </ul>	
<b>8.4</b>	<b>CURRICULUM &amp; STANDARDS COMMITTEE</b>	<b>11:57</b>
	<p>8.4.1 Governors noted the minutes of the meeting on 21<sup>st</sup> November 2022. There were no questions.</p>	
<b>8.5</b>	<b>SEARCH, PERFORMANCE &amp; REMUNERATION COMMITTEE</b>	<b>11:57</b>
	<p>8.5.1 Governors noted the minutes of the meeting on 28<sup>th</sup> November 2022. There were no questions.</p>	

#	Item	Action																											
8.6	<p><b>CHAIRS GROUP MEETING</b> <span style="float: right;"><b>11:57</b></span></p> <p>8.6.1 Governors noted the minutes of the extraordinary meeting on 30<sup>th</sup> November 2022. There were no questions.</p>																												
8.7	<p><b>FINANCE COMMITTEE</b> <span style="float: right;"><b>11:57</b></span></p> <p>8.7.1 Governors noted that minutes from the following meetings:</p> <ul style="list-style-type: none"> <li>• 13<sup>th</sup> October 2022</li> <li>• 5<sup>th</sup> December 2022</li> </ul> <p>8.7.2 There were no questions.</p>																												
8.8	<p><b>JOINT FINANCE COMMITTEE &amp; AUDIT RISK &amp; COMPLIANCE COMMITTEE</b> <span style="float: right;"><b>11:57</b></span></p> <p>8.8.1 Governors noted the minutes of the extraordinary meeting on 5<sup>th</sup> December 2022. There were no questions.</p>																												
<b>9. OTHER MATTERS</b>																													
9.1	<p><b>ANY URGENT MATTERS</b> <span style="float: right;"><b>11:58</b></span></p> <p>9.1.1 There were no urgent matters for discussion.</p> <p>9.1.2 On behalf of the Board, the Chair expressed heartfelt thanks to Martin Penny, Chief Financial Officer, for his support and service further to his forthcoming retirement.</p>																												
9.2	<p><b>DATE OF NEXT MEETING</b> <span style="float: right;"><b>11:59</b></span></p> <p>9.2.1 Governors noted that the next meeting had been scheduled for <b>27<sup>th</sup> March 2023, 13:00-16:00</b>.</p>																												
9.3	<p><b>CLOSE</b> <span style="float: right;"><b>11:59</b></span></p> <p><b>9.3.1 The first part of the meeting closed at 11:59.</b></p> <p><b>9.3.2 All non-Independent Governors (and other participants) left the meeting, with the CEO &amp; Principal and Director of Governance also remaining.</b></p>																												
9.4	<p><b>LIVE MEETING EVALUATION</b> <span style="float: right;"><b>12:00</b></span></p> <p>9.4.1 Five survey responses were received from Governors subsequent to the meeting via Google Forms:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>#</th> <th>ASSESSMENT QUESTION</th> <th>RESULT</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Did the agenda and papers arrive seven days in advance?</td> <td style="text-align: center;"><b>100%</b></td> </tr> <tr> <td>2.</td> <td>Were the agenda and papers written with clarity?</td> <td style="text-align: center;"><b>100%</b></td> </tr> <tr> <td>3.</td> <td>Were the issues considered at the meeting appropriate?</td> <td style="text-align: center;"><b>100%</b></td> </tr> <tr> <td>4.</td> <td>Did you have all the information you needed to fully participate in the discussion and decision?</td> <td style="text-align: center;"><b>100%</b></td> </tr> <tr> <td>5.</td> <td>Was sufficient time available for thorough debate?</td> <td style="text-align: center;"><b>100%</b></td> </tr> <tr> <td>6.</td> <td>Were you satisfied that the decisions were arrived at in a proper manner?</td> <td style="text-align: center;"><b>100%</b></td> </tr> <tr> <td>7.</td> <td>Were you able to express your views?</td> <td style="text-align: center;"><b>100%</b></td> </tr> <tr> <td>8.</td> <td>Was the meeting chaired effectively?</td> <td style="text-align: center;"><b>100%</b></td> </tr> </tbody> </table>	#	ASSESSMENT QUESTION	RESULT	1.	Did the agenda and papers arrive seven days in advance?	<b>100%</b>	2.	Were the agenda and papers written with clarity?	<b>100%</b>	3.	Were the issues considered at the meeting appropriate?	<b>100%</b>	4.	Did you have all the information you needed to fully participate in the discussion and decision?	<b>100%</b>	5.	Was sufficient time available for thorough debate?	<b>100%</b>	6.	Were you satisfied that the decisions were arrived at in a proper manner?	<b>100%</b>	7.	Were you able to express your views?	<b>100%</b>	8.	Was the meeting chaired effectively?	<b>100%</b>	
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### Action Summary

Item	Owner	Action	Due Date
2.3.2	RC/IM/BH	Develop a formal proposal for the LCBs moving forward, including a proposed new Terms of Reference and timeline.	27 <sup>th</sup> March 2023
3.1.1	BH	Investigate whether governance professionals (who were also a senior post holder) were required to complete a declaration form, with a view to declare these on the annual register of interests.	27 <sup>th</sup> March 2023
3.4.1.1	BH/IM/RC	Draft proposed new Committee Terms of Reference for initial consideration at the Search, Performance & Remuneration Committee meeting on 2 <sup>nd</sup> March 2023.	2 <sup>nd</sup> March 2023
4.1.8.1	SB	Ensure that the Finance KPIs consistently reflect the year-to-date (rather than full year) position.	27 <sup>th</sup> March 2023