

ESCG Board Meeting MINUTES

Date	5th July 2022	Time	12:30 – Lunch 13:00 – Pre-Meeting 14:15 – Site Tour 14:45 – Board Meeting
Venue	Room OV251 – Ore Valley, Hastings		
Chair	Ian Mehrtens		
<p>Membership – Ian Mehrtens, Rebecca Conroy (CEO & Principal), Alex Cheeseman, Aly Coleman, Angela Smith, Becky Cooke, Catherine Manning, Charles Dudley, Gill Short, Graham Cook, James Cooper-Lloyd, Len Senior, Marie Sangster, Mark Fisher, Nicola Taylor, Priscilla Kendall, Steve Hedges, Sue Maynard.</p> <p>In Attendance – Martin Penny (CFO), Mark Wardle (Deputy – CEO & Principal), Nathan Haffenden (Transformation Consultant), Matt Knight (Willmott Dixon – <i>pre-meeting</i>), Belle Howard (Director of Governance), Claire Alexander</p>			
<p>Apologies: Marie Sangster, Aly Colman & Mark Fisher. (<i>Absent: James Cooper-Lloyd, Len Senior & Sue Maynard</i>)</p>			
<p>Virtual Attendees: Angela Smith, Becky Cooke & Charles Dudley</p>			

PRE-MEETING

ESTATES STRATEGY UPDATE

Introduction

- IM shared the following introductory comments:
 - The Estates Strategy had significantly evolved over the last four years, which was a key condition of the college merger, with a 2025 deadline for delivery.
 - Governors would have the opportunity to ask questions during the pre-meeting, though the final decision would not be taken until the main part of the meeting.
 - MK and NH presented at most committee meetings during the last governance cycle to enable committee members to explore various aspects of the proposal as it pertained to the remit and scope of those committees.
 - There would be an opportunity for Q&A at the end of the presentation.
- GC shared the following comments:
 - The Estates Strategy was extensively discussed at the last CDB meeting, from which a range of comments and questions arose.
 - The proposal incorporated extended lead times for delivery and as such, a decision was now needed to ensure that this timetable could be met.
 - Subsequent to earlier discussions, the funding model was solely land sale based. That said, there remained a range of risks associated with such a significant programme of work.
 - At this preliminary stage, a positive response had already been received from the local planning authorities at both Eastbourne and Lewes.

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- RC also shared introductory comments as follows:
 - Various options were considered to develop a specific framework to deliver this programme of work moving forward.
 - The Estates Strategy enables the college to build upon the earlier enabling works in a targeted and planful way.
 - **RC thanked NH and MK for their work and commitment in developing the strategy.**

Presentation

- NH outlined the following key points:
 - A new monitoring report format had recently been developed for the CDB, with a view to enable a more comprehensive overview of project status.
 - Earlier this year Willmott Dixon were temporarily placed on hold to enable NH to take stock of the work that had been conducted to date. This was in order to provide assurance that the approach moving forward was appropriate and directly aligned to the college’s strategic priorities.
 - An extended engagement process with each committee had since occurred, in addition to ongoing and close collaboration with the Executive Team to develop the Estates Strategy.
 - Consequently, the Estates Strategy document clearly sets out a framework for a targeted programme of work at the Lewes and Eastbourne campuses, within a wider context of the strategy for land/property assets across all college sites.
 - The Estates Strategy outlined the following headline areas, with any placeholder items highlighted in the document in yellow:
 - Blueprint for the essential transformation capital works including the confirmed funding strategy (land disposal) and planning strategy.
 - Design brief approach including project drivers, pillars, and key factors/variables.
 - Placeholders to confirm the project governance and decision-making process.
 - High level project programme, subject to further review.
 - Placeholder for the risk management strategy.
- NH summarised the following financial commitment:
 - Planned spend to date was £473K, which made up part of the Pre-Construction Services Agreement (PCSA), valued at £1.4m:

PCSA costs incurred (Q4, 2022)	£210K
PCSA costs to pre-app/land deposits (Q1, 2023)	+£263K
Remaining PCSA balance – £1.4m (Q4, 2023)	£927K

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- As such, the following work had already been completed:
 - Space utilisation study and modelling
 - Land evaluation and technical surveys
 - Cost and market assessment
 - Land offer proposals
 - Preliminary planning discussions
 - Development of project brief
- NH clarified the approval being requested from the Board as follows:
 - The Board **was not** being asked to approve the following:
 - The Schedule of Accommodation and project specification, which was subject to further work.
 - The exact parcels of land for disposal, requiring further review and options appraisal.
 - The Asset Management Plan for the whole estate, which was to be developed alongside the strategy.
 - However, the Board **was** being asked to approve:
 - The overarching principals of the Estate Strategy in terms of approach, focus and funding.
 - To authorise entering into a PCSA with Willmott Dixon (Strategic Development Partner) under the Pagebo framework, based on key milestone stages, enabling the proposals to be developed up to the planning stage. This would help to inform the evolving strategy.
 - Consequently, and subject to Board approval:
 - ESCG would enter into a staged PCSA with Willmott Dixon to further the proposals for the estate, specifically the capital works to Eastbourne and Lewes, up to the planning stage.
 - The space model would be developed in more detail alongside curriculum to develop a Schedule of Accommodation to support RIBA Stage 2.
 - The land offers in place would be reviewed, subject to limited market testing, to maximise the greatest possible capital receipt to support the funding strategy.
 - Options appraisals would be progressed on individual parcels of land based on updated land offers, identifying the areas proposed for sale.
 - The programme, specifically the decision-making process and critical path, would be developed with the Capital Development Board to ensure the necessary decisions were taken.
- MK then presented an overview of the Project Brief document, which had already been scrutinised in detail during the recent Capital Development Board Meeting.
- MK explained that there were placeholders in the Project Brief related to the following areas, content for which would be developed in due course:
 - Financial Controls
 - Governance Structure
 - Risk Management

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- MK explained that the key next steps following the Project Brief approval would be to progress through the Gateways as defined under the Pagabo Framework, with Willmott Dixon appointed formally under a PCSA.

Governor Discussion

- GS expressed concern regarding the proposed land sale at the Lewes Campus, particularly with regards to Caburn House, noting that the building was currently being used to house international students, keyworkers, as well as students for the Football Academy.
- **GS noted there was a significantly higher offer, were Caburn House to be included in the sale and asked – why is this the case and how would the college potentially manage the relationship with key stakeholders, were this building to be sold?** NH explained that the Land Offer Report provided initial information on the potential scope of the project, to test the market and explore the feasibility of delivering the proposed development work for the college. However, these early plans had not been finalised and potential land sale options would continue to be revisited following an options assessment on each parcel of land. Additionally, an amount of time had elapsed since the initial offers had been received, so bids would again be invited to ensure these were in line with the current market value.
- NH reiterated that a decision had yet to be taken on Caburn House and as such careful consideration of the business case, as well as the potential provision for international students, would need to be defined. That said, there was a premium value attached to Caburn House.
- MK also acknowledged that the level of potential offer were the land sale to include Caburn House was complex, given that a range of potential options had been considered.
- GS reflected on the need to ensure that sufficient land be retained for any future development plans by the college and in particular, ensure that the Lewes Campus did not feel overcrowded as a result of the programme of work proposed.
- **GS also noted that the Land Offer Report detailed that the development at each campus would ensure a level of 40% affordable housing and asked – was this still the case?** MK confirmed that early planning discussion had assumed that the residential development on each campus would incorporate 40% affordable housing, though this was yet to be formally agreed.
- NH also explained that a formal planning application had yet to be submitted, though noted that both local authorities would enforce their own planning policy and compliance schemes. Moving forward, ESCG would have access to support and advice from Willmott Dixon's Planning Consultant, who would be appointed to support the project.
- IM reflected that whilst there may be financial gains from reducing the proportion of affordable housing in the proposed development on each campus, this approach could create the potential risk of reputational damage. It was therefore important to get the balance right.

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- NH also noted that the land at the Lewes campus had a comparably higher value than that at Eastbourne.
- RC explained that it was also important to note that Caburn House was in relatively poor condition and would need significant development were it to be retained. As such, a range of options would be carefully considered.
- AS reflected on the need for assurance as to whether the money that had been spent to date had been value for money and to determine whether there were any lessons learned at this stage of the project.
- AS also highlighted the need for the Board to be cognisant of the impact of the project to the college's cashflow moving forward. It was therefore important to ensure that any future commitments arising from the project could be effectively managed moving forward, particularly should any delays arise. **Governors agreed.**
- Additionally, AS noted the need to ensure a long-term financial model for the college, based on projected future student numbers, with a view to establish an appropriate model for asset maintenance.
- AS also emphasised the need for robust governance structures to be put in place, to ensure effective oversight of the programme of capital development work.
- MP advised that work was already underway to put effective processes in place to ensure long term financial sustainability. As such, a detailed cashflow had already been developed throughout the project life cycle, with the highest risks anticipated in the early stages of the project (Spring 2023), when planning permission was anticipated.
- Additionally, MP explained that a long-term model for ensuring effective maintenance and upkeep across all sites was being established.
- **RC asked MK – can you outline some of the early plans to ensure capacity for future development in the remaining land available?** MK shared an example at the Lewes campus regarding early plans for a 1-2 storey Art/Reception building, however subject to planning permission, foundations would be designed to allow this to be extended to become a three-storey building if required. As regards to refurbishment works, MK explained that a 10-year strategy would be established, which would incorporate future potential works, with a view to leverage additional grants that may be available to the college.
- **GS reflected that Government funding may also be available to uplift existing buildings that were currently in a poor state and asked – has this been explored?** RC advised that the college would likely be able to access further FECA funding and the college would be well placed to apply for this. This would be explored in the Autumn Term.
- IM explained that now the college had moved into Post-Intervention Monitoring & Support (PIMS), it would be eligible to explore and access a range of additional funding options and resources.

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- **PMK noted that FE colleges may shortly transition back into the public sector and asked – would there be an impact on the project as a result?** MP advised that the main impact of this change would be upon the college's ability to borrow funds. However, per the proposed funding approach, as the project would primarily be funded by the sale of land, the impact would likely be minimal.
- MP also noted that from a gearing perspective, the college was very well placed at present, with existing loans due to be paid off by 2028.
- PMK reflected that land sales could be particularly emotive subjects, particularly in the public sector, so the college would need to be mindful of this moving forward.
- **SH reflected on recent changes to planning policy from an environmental and sustainability perspective and asked – would this likely impact the college's planned capital development works?** MK explained that future regulatory changes would be factored into the project cost, noting that early warnings of such changes were typically communicated well in advance.
- SH noted the proposed staff consultation plans at Heads of Department level and reflected that they would not necessarily be subject experts. **SH asked – would there be an opportunity for more staff to be engaged in the consultation process?** RC confirmed that all staff would have the opportunity to engage in the consultation process, particularly with regards to providing feedback on the 'look and feel' of the site. RC reiterated the need to ensure effective stakeholder engagement at all levels as the works would be very disruptive whilst they were in progress.
- NH advised that Willmott Dixon had already drafted a briefing document on stakeholder engagement. Additionally, a Stakeholder Engagement Specialist would be appointed to develop a stakeholder engagement plan and lead communications throughout the project lifecycle.

CM temporarily left the meeting at 13:55.

- **IM asked – would the stakeholder engagement strategy include specific engagement with students?** MK and NH confirmed that it would. AC emphasised the need to ensure early engagement with students, as well as fully clarify the nature of potential impacts. [Governors agreed.](#)
- IM reflected that it was important to note that current students would not experience the benefit of the development works as the project would not complete until after they had left the college. As such, they would experience the disruption of the development work, without the final benefit. NH acknowledged this and noted the need to ensure that engagement was carefully managed for both internal and external stakeholders.
- **AC asked – was planning permission yet to be secured at this stage?** NH confirmed that this was correct and advised that the key next step would be to complete the pre-application stage with both the Lewes and Eastbourne local authorities. Feedback received as output of this process would therefore inform the final application submissions planned for January/February 2023. NH reiterated that the local authorities have been fully engaged on the project to date and conversations had been ongoing to review early proposals.

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- **IM asked – when were the local council elections expected to take place?** NH advised that this was scheduled for May 2023. IM reflected that potential leadership changes may result in delays to planning decisions early next year. NH advised that any potential impacts or challenges would become clearer once early engagement conversations with current councillors had taken place.
- IM noted the need to agree the approach and next steps for Board engagement with the local authorities, particularly with regards to early consultation discussions. NH advised that the Stakeholder Engagement Specialist would be able to advise and guide the Board on timings and how to best approach this.
- **GS asked – would the college be able to access Section 106 funding for the Estates Strategy programmer of work?** MK explained that Section 106 funding related specifically to the community infrastructure, such as travel plans etc.
- **GS asked – how would implications for flood defences in Lewes be managed?** NH advised that this would largely be dictated by the planning authority. However, surveys would be conducted to ensure the college was well placed in its planning application. As the college would have overarching oversight of the end-to-end application process, they would be able to influence all aspects of the proposed development.
- CD suggested that it may be helpful for the Board to leverage a scorecard to assess the merit of each of the potential developers, given the significant variation in range of bids received to date.
- Additionally, against the capital receipt, CD noted that there would be significant costs to the college, such as legal and project management costs etc. As such, it would be helpful for the Board to have a balanced view of the potential options as output of the next round of discussions with the developers. MK agreed and explained that this would be defined in the Heads of Terms.
- **NT asked – in terms of the land disposal, was there a requirement for the Secretary of State to be involved?** NH advised that this was not a specific requirement.
- IM suggested, however, that it would be prudent to engage with both the DfE and the FEC to share details of the college's Estate Strategy, particularly as the aforementioned 2025 deadline would likely not be met. **RC agreed and suggested that this task should be included in the Stakeholder Engagement Plan, noting that both departments had already been kept updated on progress to date.** Additionally, RC reflected that it would also be important to continue to keep both the bank and Provider Market Oversight (PMO) Team appraised on progress as well.
- NT reflected that by keeping these important stakeholders engaged, this would also create an opportunity to celebrate the college's success as it works to deliver this key project for the South's coastal region.
- IM also recommended that such stakeholder engagement activity be managed against the college's wider programme of capital development projects. **Governors agreed.**
- **IM thanked NH and MK for their comprehensive presentation to the Board.**

PRE-MEETING	
	<p>MK left the meeting at 14:09. The meeting was then adjourned for a break and tour of the Ore Valley site. NT left the meeting at 14:44.</p>

#	Item	Action
1. ROUTINE AND STANDING ITEMS		
1.1	<p>WELCOME & APOLOGIES</p> <ul style="list-style-type: none"> • The Chair opened the meeting at 14:46, with a warm welcome to colleagues. IM particularly welcomed CD as a new Independent Governor on the Board. • Apologies were received and accepted from MS, AC & MF. JCL, LS and SM were absent. • IM acknowledged the unusually large size of the meeting pack and advised that work was underway, led by the Director of Governance (DoG), to streamline meeting papers moving forward. The DoG also clarified that the meeting pack had been so large for this meeting partly because several policies due for review earlier in the year had been deferred. • The DoG summarised the key next steps as follows: <ul style="list-style-type: none"> ○ Development of new guidance for Lead Officers in the drafting of meeting papers, to ensure these were succinct, outlined key actions/next steps, clearly outlined actions required from the Board/Committee and included appendices <u>only</u> where essential. ○ To include a summary sheet, outlining key changes that had been made to policies. ○ Potential for delegation of powers to enable the approval process for certain policies to be handled at Committee, rather than Board level (subject to Standing Orders, Instrument & Articles and Committee Terms of Reference). 	14:46
1.2	<p>DECLARATIONS OF INTEREST</p> <ul style="list-style-type: none"> • There were no declarations of interest received. 	14:49
1.3	<p>MINUTES OF LAST MEETING</p> <p><i>1.3.1 Approval</i></p> <ul style="list-style-type: none"> • Governors considered the minutes from the last meeting on 29th March 2022. • RESOLUTION: Governors agreed that the minutes were a true and accurate record of what was discussed. 	14:50

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1.4	MATTERS ARISING <p>• 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>2.1.1</td> <td>MF/AS/ GS/PK/ BC/GC</td> <td>Committee/LCB Chairs to feedback any corrections to the 'Committee Composition' paper to BH.</td> <td>Complete</td> </tr> <tr> <td>2.2.1</td> <td>IM/BH</td> <td>Redesign the Governance Improvement Plan as output of the internal assessment process, with a view to simplify the format and align this more closely to priorities in the Strategic Plan.</td> <td>Pending – to be completed over the summer.</td> </tr> <tr> <td>2.3.1</td> <td>BH</td> <td>Facilitate the renewal of Tom Sanderson's term of office as Co-opted Governor.</td> <td>Complete</td> </tr> <tr> <td>2.3.2</td> <td>BH</td> <td>In the light of now enhanced capacity on the Board, explore the need for further Governor recruitment.</td> <td>Complete</td> </tr> <tr> <td>2.3.3</td> <td>BH</td> <td>Explore options for a streamlined application process to transition the existing Co-opted Governors into Independent Governor roles.</td> <td>Complete</td> </tr> <tr> <td>2.5.1</td> <td>BH</td> <td>Liaise with LC, Director of People to initiate the Staff Governor recruitment process.</td> <td>Complete</td> </tr> <tr> <td>4.1.1</td> <td>MP</td> <td>Update the Health, Safety & Welfare Policy to remove/replace any discontinued role titles.</td> <td>Complete – due for approval later in the meeting.</td> </tr> <tr> <td>4.1.2</td> <td>BH</td> <td>Issue Gifts, Hospitality & Declaration of Interests Policy to Governors for approval via electronic resolution.</td> <td>Complete</td> </tr> <tr> <td>5.6.1</td> <td>BH</td> <td>Issue request to Governors to approve the change in status of the subsidiary company, Plaza Trading Hastings Ltd.</td> <td>Complete</td> </tr> <tr> <td>5.8.1</td> <td>BH</td> <td>Request Governor approval by electronic resolution for the following recommended auditors for 2022-23: <ul style="list-style-type: none"> Internal Auditor – Macintyre Hudson External Auditor – RSM </td> <td>Complete</td> </tr> </tbody> </table>	Item	Owner	Action	Due Date	2.1.1	MF/AS/ GS/PK/ BC/GC	Committee/LCB Chairs to feedback any corrections to the 'Committee Composition' paper to BH.	Complete	2.2.1	IM/BH	Redesign the Governance Improvement Plan as output of the internal assessment process, with a view to simplify the format and align this more closely to priorities in the Strategic Plan.	Pending – to be completed over the summer.	2.3.1	BH	Facilitate the renewal of Tom Sanderson's term of office as Co-opted Governor.	Complete	2.3.2	BH	In the light of now enhanced capacity on the Board, explore the need for further Governor recruitment.	Complete	2.3.3	BH	Explore options for a streamlined application process to transition the existing Co-opted Governors into Independent Governor roles.	Complete	2.5.1	BH	Liaise with LC, Director of People to initiate the Staff Governor recruitment process.	Complete	4.1.1	MP	Update the Health, Safety & Welfare Policy to remove/replace any discontinued role titles.	Complete – due for approval later in the meeting.	4.1.2	BH	Issue Gifts, Hospitality & Declaration of Interests Policy to Governors for approval via electronic resolution.	Complete	5.6.1	BH	Issue request to Governors to approve the change in status of the subsidiary company, Plaza Trading Hastings Ltd.	Complete	5.8.1	BH	Request Governor approval by electronic resolution for the following recommended auditors for 2022-23: <ul style="list-style-type: none"> Internal Auditor – Macintyre Hudson External Auditor – RSM 	Complete	14:51
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2. WRITTEN RESOLUTIONS																																														
2.1	INTERNAL & EXTERNAL AUDIT PROVIDERS – 2022-23 <p>• The Board ratified the following written resolution, which had been approved effective 27th April 2022:</p> <p>Recommendation from the Audit, Risk & Compliance Committee regarding the appointment of External and Internal Audit Service providers for 2022-23.</p>	14:54																																												
2.2	GIFTS, HOSPITALITY & DECLARATIONS OF INTEREST POLICY <p>• The Board ratified the following written resolution, which had been approved effective 27th April 2022:</p> <p>Recommendation from the Audit, Risk & Compliance Committee regarding the approval of the Gifts, Hospitality and Declarations of Interest Policy.</p>	14:55																																												

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2.3	<p>PROPOSAL TO CHANGE THE STATUS OF SUBSIDIARY COMPANY, PLAZA TRADING LTD</p> <ul style="list-style-type: none"> The Board ratified the following written resolution, which had been approved effective 27th April 2022: <p>Recommendation from the Finance Committee regarding the proposal to change the status of subsidiary company, Plaza Trading Ltd.</p>	14:56
2.4	<p>CO-OPTED GOVERNOR TERM OF OFFICE RENEWAL</p> <ul style="list-style-type: none"> The Board ratified the following written resolution, which had been approved effective 29th April 2022: <p>Recommendation from the Finance Committee to renew the term of office for Tom Sanderson, Co-opted Governor, to run from 29th March 2022 to 28th March 2024.</p>	14:57
2.5	<p>INDEPENDENT GOVERNOR APPOINTMENTS</p> <ul style="list-style-type: none"> The Board ratified the following written resolution, which had been approved effective 17th June 2022: <p>Recommendation from the Search, Performance & Remuneration Committee to appoint Aly Coleman, Charles Dudley and Sue Maynard as Independent Governors, for a 4-year term. Also, to appoint Charles Dudley as a member of the Audit Risk & Compliance Committee.</p>	14:58
3. BOARD MEMBERSHIP		
3.1	<p>RECRUITMENT UPDATE</p> <p>3.1.1 Membership Update</p> <ul style="list-style-type: none"> IM advised that Averil Price had resigned from her role as Independent Governor effective 7th June 2022, following her retirement and plans to move away from the local area to be nearer family. Per the earlier written resolution, CD, AC and SM had now been appointed as Independent Governors, having transitioned from previous Co-opted Member roles. GC noted the existing vacancy for a Vice Chair on the Capital Development Board. <p>3.1.2 Independent Governor Recruitment</p> <ul style="list-style-type: none"> The DoG shared the following update: <ul style="list-style-type: none"> There were 12 Independent Governors on the Board, with 3 spaces remaining. It was proposed that external recruitment channels be leveraged for these vacancies, though the Board may wish to retain one position as vacant, to enable flexibility in the future. As such, an Independent Governor Job Advert had been drafted, which would be launched in the Autumn Term. 	14:59

#	Item	Action
	<p>3.1.3 Staff Governor Recruitment</p> <ul style="list-style-type: none"> • The DoG shared the following update: <ul style="list-style-type: none"> ○ To enable representation across all three campuses, it had been agreed by the SP&R Committee that three (rather than two) Staff Governors would be appointed following the next Staff Governor election process. ○ Consequently, the Standing Orders had been updated to reflect that up to four Staff Governors may be elected, in line with the Instrument & Articles. ○ Nominations would therefore be invited, with a view to elect one Staff Governor per campus. ○ Nominees may either be a member of teaching or support staff and would be elected only by the staff at each campus. ○ In the unlikely scenario that that just one staff member type (i.e. Teaching or Support Staff Governor) was elected across all three campuses, there was an opportunity to use the remaining Staff Governor position to address this gap. ○ As such, the Staff Governor Nomination Form had been updated to reflect this new approach. • SH reflected that it was a positive step to seek to appoint one Staff Governor per campus as this would ensure a wider breath of perspectives on the Board. • BC noted the wording on diversity that had been included in the Independent Governor job advert and suggested that this should also be mirrored in the Staff Governor Nomination Form as well. Governors agreed. <ul style="list-style-type: none"> ○ Action 3.1.3.1 – Include the paragraph on diversity (as detailed in the Independent Governor job advert) in the background section of the Staff Governor Nomination Form. • BC also suggested that it would be helpful to provide buddy support upon the appointment of new Governors to the Board. Governors agreed. • IM suggested that greater clarity on the role of the Governor Buddy was however needed. <ul style="list-style-type: none"> ○ Action 3.1.3.2 – Develop a paper outlining roles and responsibilities for Governor buddies and share with the SP&R Committee for consideration. <p>CM joined the meeting at 15:04.</p>	<p>BH</p> <p>BH</p>
3.2	<p>BOARD & COMMITTEE ARRANGEMENTS</p> <p style="text-align: right;">15:04</p> <p>3.2.1 Vice Chairs</p> <p>PMK & GC temporarily left the meeting at 15:04.</p> <ul style="list-style-type: none"> • IM explained that it was important for the roles/responsibilities of the Vice Chair to be clearly defined and reflect the structure of the Executive Team, with oversight of the following areas: <ul style="list-style-type: none"> ○ Curriculum & Student Experience ○ Resources & Operations 	

#	Item	Action
	<ul style="list-style-type: none"> • Consequently, a role description and person specification had been drafted for the role of the Vice Chair and were included in the Board meeting papers. • IM advised that he had identified and approached PMK and GC, who had both since agreed to be nominated for the Vice Chair roles as follows: <ul style="list-style-type: none"> ○ Vice Chair, Curriculum & Student Experience – Priscilla Kendall ○ Vice Chair, Resources & Operations – Graham Cook • IM explained that whilst GC did not have extensive knowledge of the FE sector, he had substantial local authority experience. IM also advised that PMK had has a career in further education, teaching finance primarily and has been Head of Higher Education in a college. PMK was also a qualified accountant. • RESOLUTION: The Board agreed to appoint Priscilla Kendall and Graham Cook as Vice Chairs to the Corporation, for a period of two years, as outlined in the I&As. <p>PMK and GC returned to the meeting at 15:07.</p> <p>3.2.2 Virtual Meeting Platform</p> <ul style="list-style-type: none"> • IM advised that the college had adopted MS Teams as its preferred virtual meeting platform and as such the DoG had proposed that the Board transition away from Zoom to utilize MS Teams from Autumn 2022. • The DoG explained that this would ensure consistency with the MS Outlook suite of programs and make it easier to share larger discussion documents. <ul style="list-style-type: none"> ○ Action 3.2.2.1 – Distribute an MS Teams User Guide to Governors ahead of the Autumn Term 2022. • RESOLUTION: The Board agreed to adopt MS Teams as its preferred virtual meeting platform from the Autumn Term 2022. 	BH/CA
3.3	<p>STUDENT GOVERNOR UPDATE</p> <ul style="list-style-type: none"> • AC shared the following comments: <ul style="list-style-type: none"> ○ AC expressed a strong desire to see increased levels of Student Governor engagement and offered to support any planned recruitment efforts in the Autumn Term. ○ AC noted a recurring theme in the recent round of Committee/Board effectiveness survey results related to Student Voice, which had consistently received low scores and suggested that there may be value in further engagement between the Board and the Student Council. ○ AC also noted that the Safeguarding Report detailed a significant increase in safeguarding disclosures year on year, likely directly linked to the Covid-19 pandemic and reflected on the need to ensure an effective infrastructure in place to support students from a wellbeing perspective. 	15:09

#	Item	Action
	<ul style="list-style-type: none"> IM reflected that the low scores linked to the question on Student Voice in the recent Board/Committee effectiveness surveys, most likely related to consistency in considering impact on the student experience during key decision making. GS noted that students were particularly active on the Local College Boards (LCBs). AC agreed that student engagement was comparatively high in these forums. RC advised that key student voice themes were typically reported and discussed during LCB meetings. CM asked – do Governors currently have access to meeting minutes from Student Council meetings? MW advised that Governors were able to attend these meetings and minutes could be cascaded to the Board as required. GS confirmed that she had previously attended Student Council meetings. IM advised that historically, Governors had had the opportunity to meet with Student Representatives on a termly basis without staff/Executive Team members present and asked – could this resume again? MW confirmed that this was definitely feasible. 	
GOVERNANCE MATTERS		
4.1	<p>BOARD REVIEW</p> <p>4.1.1 Skills Audit</p> <ul style="list-style-type: none"> The DoG shared the following update: <ul style="list-style-type: none"> 67% response rate to the survey. Comprehensive Equity Diversity & Inclusion (EDI) data was gathered and an anonymised summary was reported. Highest Scoring Areas: <ul style="list-style-type: none"> Corporate & Strategic experience Chairing a Board/Committee Change Management Interrogating data and reporting information at a strategic level Lowest Scoring Areas: <ul style="list-style-type: none"> Legal Expertise Knowledge & Understanding of Apprenticeships Leadership of a large commercial organisation Experience in Small & Medium Sized Enterprise Priority Governor training opportunities identified were: <ul style="list-style-type: none"> Funding Methodology College Finances Special Educational Needs Legal & regulatory framework of the Board Property Disposals <p>4.1.2 Board & Committee Effectiveness</p> <ul style="list-style-type: none"> IM reminded Governors that moving forward, Board self-assessment and external governance reviews were now an obligation for all FE colleges as part of the Skills & Post-16 Education Act, 2022. 	15:15

#	Item	Action
	<ul style="list-style-type: none"> • The DoG provided the following summary update on the Board Self-Assessment Survey results: <ul style="list-style-type: none"> ○ 50% survey response rate. ○ 11 questions had seen improved results year on year, in the areas of decision making, compliance, collaboration between Governors and the Executive Team, financial efficiency and ensuring effective leadership. Some improvements in results had been particularly marked. ○ 6 questions had seen a drop in results year on year, in the areas of ensuring best practice self-evaluation, access to effective governor induction/development and ensuring clear linkages between agendas, papers and college priorities. Additionally, papers were not sufficiently clear and focused. ○ 5 questions had stayed the same, though four of these had been assessed as areas of strength. Leveraging student voice in Board decision making continues to be a particularly low scoring area year on year. • GS reflected on the 50% response rate to the Board Effectiveness Survey and suggested that further work was needed to increase this moving forward. The DoG agreed and advised that multiple reminders were issued to Governors prior to the deadline. That said, the level of survey response was consistent with the prior year. • SH suggested that one option could be for Governors to complete self-assessment surveys at the end of a Board meeting, which would in turn directly increase the response rate. Governors agreed. • The DoG provided the following summary update on the Committee Self-Assessment Survey results: <ul style="list-style-type: none"> ○ 26 survey responses were submitted, made up of 17 Independent Governors and 1 Staff or Student Governor. ○ Across all committees, Student Voice and linkages to decision making was indicated as a development area. • The DoG advised that a desk top exercise had been conducted for each committee and the full Board, in consideration of the following areas: <ul style="list-style-type: none"> ○ Membership – whether all meetings were quorate and whether membership was in line with the terms of reference/Standing Orders. ○ Live Meeting Assessments – how Governors had assessed the impact and effectiveness of governance meetings. ○ Meeting specific Governance KPIs – whether meeting papers were less than 100 pages and whether minutes were circulated within 15 working days. ○ Cycle of Business Coverage – the extent to which meetings were structured in line with the agenda items outlined in the governance cycle. 	

#	Item	Action																												
	<ul style="list-style-type: none"> The DoG noted the following results regarding the Cycle of Business coverage in 2021-22: <table border="1"> <thead> <tr> <th>Committee</th> <th>Autumn Term</th> <th>Spring Term</th> <th>Average</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>56%</td> <td>55%</td> <td>55%</td> </tr> <tr> <td>ARaC</td> <td>40%</td> <td>67%</td> <td>60%</td> </tr> <tr> <td>Finance</td> <td>100%</td> <td>88%</td> <td>94%</td> </tr> <tr> <td>C&S</td> <td>67%</td> <td>67%</td> <td>67%</td> </tr> <tr> <td>P&C</td> <td>71%</td> <td>67%</td> <td>69%</td> </tr> <tr> <td>SP&R</td> <td>100%</td> <td>67%</td> <td>84%</td> </tr> </tbody> </table> The DoG shared the following reflections: <ul style="list-style-type: none"> There had been several instances where agenda items (particularly policy reviews) were deferred for all committees, some more so than others. That said, there were often mitigating factors, such as delays in the availability of the year end accounts, delays to audit processes and an extended period without a Director of Governance in post. There were also instances where a high volume of governance business meant that the breadth of agendas could not be covered in full for some meetings. Papers significantly exceeded 100 pages for multiple meetings, across all committees and the Board. Further work was also needed to ensure that papers were concise and specific, with clarity for Governors on key actions and next steps. The DoG outlined the following recommendations that arose as output of the Committee Effectiveness review process: <ul style="list-style-type: none"> It was recommended the Terms of Reference and Cycle of Business be reviewed by each committee to ensure that the timing of certain activities was appropriate, with a view to minimise the risk of items being deferred. (Complete) It was recommended that particular focus be given to address gaps in coverage of governance business for all Committees and the Board, through closer adherence to the Cycle of Business in terms of agenda setting. (In Progress) It was recommended that a strategy be developed to rationalise the excessive volume of meeting papers, so that Governor pre-meeting preparations could be more efficient and discussions more targeted. (In Progress) It was recommended that the membership of the C&S Committee be extended to include Student Governors, in addition to the existing Student Member, to ensure a wider breadth of perspectives on the student experience. (Complete) It was recommended that the membership of the SP&R Committee be extended to include an additional Independent Governor, to ensure quoracy in the absence of an existing member. (In Progress) AS expressed concern regarding the narrative related to committee effectiveness. AS noted that the committees had worked hard to develop their cycles of business and for the most part had been effective in ensuring coverage of this, despite a number of challenges in 2021-22. 	Committee	Autumn Term	Spring Term	Average	Board	56%	55%	55%	ARaC	40%	67%	60%	Finance	100%	88%	94%	C&S	67%	67%	67%	P&C	71%	67%	69%	SP&R	100%	67%	84%	
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#	Item	Action
	<ul style="list-style-type: none"> • AS also reflected that the cycle of business was only effective if committees worked in partnership with the Executive Team to ensure key documents were presented to the committee for consideration at the appointed time. As such, some of the recommendations proposed may be overly focussed on the performance of the Board/Committee, rather than Executive Team adherence to the cycle of business. • IM acknowledged that the ARaC Committee had been particularly challenged in 2021-22 with various delays, partly driven by the Executive Team and other external factors. As such, a review of the cycle of business had subsequently been completed for all committees, in alignment with the Executive Team, to ensure that it was balanced and achievable moving forward. • IM concluded that the findings reported in the committee effectiveness review reports were a statement of fact, which enabled an objective review of governance practice, with a view to drive improvements in the next academic year. Governors agreed. <p>4.1.3 External Governance Reviews</p> <ul style="list-style-type: none"> • The DoG explained that the latest guidance from the DfE on external reviews of governance, outlined the purpose and benefits of external governance reviews and how to approach them. • The DoG advised that the key next step would be to develop the Governance Improvement Plan (GIP) as output of the recent Board Self Review exercise. The GIP would then inform the college's approach to the External Review of Governance. • IM advised that the AoC and ETF had already indicated that they would be providing an external review of governance service. • GS asked – did the college have to choose the AoC or the ETF to lead the external review of governance process? IM confirmed that the college could identify any preferred supplier to lead this process as long as certain criteria was met, as outlined in the DfE guidance. IM also noted that there had already been early discussions within the FE Sussex Chairs Group to explore the feasibility of external reviews being co-ordinated by that group, at least on an informal basis. 	
4.2	<p>CYCLE OF BUSINESS & SCHEDULE OF MEETINGS – 2022-23</p> <ul style="list-style-type: none"> • The DoG shared the following update: <ul style="list-style-type: none"> ○ The Cycle of Business had now been updated following comprehensive reviews by each Committee, taking into consideration recommendations as output of the Board and Committee Effectiveness review process. ○ Extensive work had been completed to develop the schedule of meetings, based on core principles for 2022-23. ○ It was proposed that meetings be more evenly distributed across each governance cycle, with a view for fewer Committee meetings to occur in the same week and a minimum period between the last committee meeting of each cycle and the meeting of the Full Board. 	15:24

#	Item	Action
	<ul style="list-style-type: none"> ○ This would reduce the need for meetings to be rescheduled and ensure that meetings could be more readily serviced by the DoG. ○ The schedule also indicated which meetings were planned in person, rather than virtually. It was proposed that each committee would meet once in person per annum, with all Board meetings also held in person. <ul style="list-style-type: none"> ● IM expressed concern regarding the proposed date for the Joint ARaC & Finance Committee meeting (5th December 2022) was too close to the Board meeting on 12th December 2022, at which point the Board was due to approve the annual year end accounts. IM explained that it was important for Governors have sight of the minutes from the Joint ARaC and Finance Committee meeting, rather than handle this as a verbal item. However, the proposed schedule would mean there was not sufficient time for those minutes to be included in the Board papers. ● AS explained that the proposed 5th December 2022 date for the Joint ARaC and Finance Committee meeting was driven by the external audit schedule. ● IM asked – would it be possible for External Audit to commence their fieldwork one week earlier? AS reflected that the external audit schedule could potentially be revisited. MP explained that pulling the schedule back a week may be problematic due to the half term break in the Autumn Term, but RC agreed to investigate whether this could be overcome. ● The DoG advised that the schedule had already been amended to pull back the date Joint ARaC & Finance Committee meeting in order to maximise time ahead of the December Board meeting, so there was currently limited opportunity to adjust this further unless the External Audit schedule was amended. ● BH suggested that an excerpt from the Joint ARaC & Finance Committee meeting minutes related to the end of year accounts could be drafted directly after the meeting, with a view to include this in the Board meeting papers, though noted that this was not ideal. <ul style="list-style-type: none"> ○ Action 4.2.1 – Explore opportunities to amend the External Audit schedule to enable the Joint ARaC & Finance Committee meeting to be held earlier in the Autumn Term. ● RESOLUTION: Governors agreed to approve the 2022-23 Cycle of Business. ● RESOLUTION: Governors agreed to approve the 2022-23 Schedule of Meetings, subject to amending the date of the Joint ARaC & Finance Committee Meeting. 	<p>MP/RC/ BH</p>
4.3	<p>COMMITTEE TERMS OF REFERENCE</p> <p>15:28</p> <ul style="list-style-type: none"> ● The following discussion occurred: <ul style="list-style-type: none"> ○ BC asked – was the committee composition now consistent between committees? The DoG confirmed that with the exception of the ARaC Committee, which had certain statutory requirements related to its membership, all other committees were consistent in terms of their composition. ○ GS noted inconsistencies with regards to diversity terminology in the Committee Terms of Reference documents, in terms of ‘equality’ and ‘equity’. 	

#	Item	Action
	<ul style="list-style-type: none"> ○ Action 4.3.1 – Ensure that ‘Equity’ is consistently referenced in the Terms of Reference (and other key governance documents) in all instances of EDI for all committees, before publishing on the website. ● RESOLUTION: Governors agreed to approve the Terms of Reference documents for the following Committees (subject to agreed amendments): <ul style="list-style-type: none"> ○ Audit Risk & Compliance Committee ○ Curriculum & Standards Committee ○ Finance Committee ○ People & Culture Committee ○ Search Performance & Remuneration Committee ○ Capital Development Board 	BH/CA
4.4	<p>REPLACING BOARDPACKS</p> <ul style="list-style-type: none"> ● The DoG directed Governors to the paper titled ‘Governance System of Record’ and explained that BoardPacks was due to be decommissioned at the end of 2022. ● The DoG shared the following update: <ul style="list-style-type: none"> ○ Whilst Governors were very familiar with BoardPacks, which produced good quality papers in a user-friendly format, BoardPacks had key limitations, particularly with regards to being labour intensive from an administration perspective. ○ Following a review of various options, Diligent Boards was proposed as a suitable replacement: <ul style="list-style-type: none"> ▪ Diligent Boards provides a range of modern governance tools to enable effective collaboration and to extend reach outside of governance meetings. ▪ The system was significantly more efficient in the consolidation of governance papers, particularly with regards to restricting access to certain papers for certain users within a single meeting pack. ▪ Additionally, Diligent Boards had seamlessly embedded virtual meeting platforms such as Teams and Zoom, so that Governors would access a single system for governance business. ▪ To support the transition, Diligent ensures that Governors receive comprehensive training and support as well as facilitating the secure transfer of existing documents from BoardPacks. ▪ Cost: <u>£10,250 + VAT</u> (based on £250 per user + £2K annual site fee) ● IM asked – would historic governance documents on Board Papers be migrated to Diligent Boards? BH confirmed that they would be, though Governor’s personally annotated papers would not be, so these would need to be downloaded if Governors wished to retain these. ● IM asked – was there a Diligent Boards application for Governors to access the system on a range of devices? BH confirmed that there were. ● RESOLUTION: Governors agreed to adopt Diligent Boards as the new Governance System of Record. 	15:30

#	Item	Action
5. EXECUTIVE ITEMS		
5.1	<p>EXECUTIVE TEAM REPORT 15:33</p> <p>5.1.1 Executive Update</p> <ul style="list-style-type: none"> • The RC shared the following update: <ul style="list-style-type: none"> ○ Leadership Team: <ul style="list-style-type: none"> ▪ The newly appointed Vice Principal for Business Development had now joined the college. ▪ Interviews were scheduled to take place for the Chief Operating Officer position on 6th July 2022, for which 2 candidates (one had withdrawn) would be considered. ▪ Other recent changes to the leadership team had been indicated on the organisation chart. ○ Strategic Intentions Operational Delivery Plan (SIOP): <ul style="list-style-type: none"> ▪ The SIOP underpinned the Strategic Plan and was due to be refreshed during the summer break. ▪ The updated document would incorporate SMART objectives as part of the three-year cycle, as well as the updated Key Performance Indicator (KPI) targets. ▪ Some areas had been flagged as red/amber, in some instances caused by ongoing staff resourcing gaps/absences. • GC considered the Executive Team Report and noted that apprenticeships remained a key issue for the college. RC agreed and explained that the Director of People had been working closely with other colleges to explore options for addressing this issue. • GC noted that the Executive Team were currently working to drive progress against a relatively large number of KPIs. RC acknowledged this, however explained that each manager were clear on their areas of responsibility to ensure clarity to their staff and the effective prioritisation of tasks. <p>5.1.2 Curriculum & Standards</p> <ul style="list-style-type: none"> • RC advised that from a retention perspective, work was currently underway in collaboration with the Hastings Local Authority's Housing & Employability Team, to focus on early identification of those students who were persistently absent. • MW outlined that Lewes District Council was working to relaunch the former UTC building in Newhaven. ESCG would be a supplier of educational services and a specialist external consultant had been appointed to explore potential space requirements and the possible curriculum offer, which may include a provision marine engineering, film & media and other subjects. As such, a business plan was currently under development. • GS asked – would it be possible for the college to access Lewes Town Funding? RC advised that the feasibility of this was being explored. • IM proposed that one of the 2022-23 Board meetings be held at the UTC building in Newhaven. Governors agreed. 	

#	Item	Action
	<ul style="list-style-type: none"> • RC explained that student recruitment remained one of the biggest risk areas for the college. As such, a significant amount of transition work was due to take place over the summer ensuring that continuing students transitioned into their next year of study. RC advised that there were currently 500 students with persistent absence profiles, so they would likely be difficult to contact and thereby retain. • AS noted that a number of Curriculum & Standards KPIs had been flagged as amber/red in the Executive Team Report and asked – what steps were being taken to address these areas? MW clarified that whilst some KPIs had been flagged as red, these results were in line with the national picture. In many instances, these KPIs were incredibly aspirational and progress would be evaluated against year-end results. Additionally, rising mental health issues had significantly impacted attendance levels for a number of students, which had in turn impacted their attainment. Additionally, the Covid-19 pandemic had resulted in a protracted period since many students had sat a formal exam, which had in turn created issues related to anxiety and mental health. • MW advised that the Curriculum Management & Student Services Team had been rebalanced to ensure more targeted focus on student recruitment into the next academic year. • IM asked – could the Board receive a more detailed update on the steps taken to address those KPIs of concern at the next meeting? MW confirmed that this was indeed feasible. <ul style="list-style-type: none"> ○ Action 5.1.2.1 – Provide an update on any underperforming Curriculum & Standards specific KPIs at the next Board meeting in the Autumn Term. <p>5.1.3 Finance</p> <ul style="list-style-type: none"> • MP shared the following update: <ul style="list-style-type: none"> ○ As previously reported, the college remained under target for apprenticeship and adult education delivery. However, savings had been made to mitigate this loss of income. ○ Cash reserves remained strong with £10.6m in the bank as at 27th June 2022. This level was higher than previously forecast, primarily driven by the unexpected timing of funds being received, e.g. £642K of T Level funding, which was not due to be utilised until August 2022 and the Carbonisation Academy project having been funded upfront. ○ That said, the year-end cash position was expected to remain in line with the forecast projection of £4.96m. ○ Moving forward, it would be important to ensure close oversight of the college's cashflow position, given that several pockets of funding had been received in advance. <p>5.1.4 People</p> <ul style="list-style-type: none"> • RC shared the following update: <ul style="list-style-type: none"> ○ Whilst there were some KPIs flagged in red RAG status, some of these results were in line with FE sector norms. ○ The staff survey was due to close at the end of the week, with a view for an update to be shared at the next People & Culture Committee meeting. 	<p style="text-align: right;">MW</p>

#	Item	Action
	<p>A confidential discussion then occurred.</p> <p>5.1.4 Transformation</p> <ul style="list-style-type: none"> • RC shared the following update: <ul style="list-style-type: none"> ○ There were a wide range of capital development projects currently in progress or on the horizon, including the Green Centre of Excellence and the Institute of Technology. ○ The Salix Decarbonisation Programme was expected to deliver significant savings against the college's energy bills, in the region of 60-80%, equating to approximately £0.5m, which had not been factored into the budget. • GS asked – was there an update on the ongoing discussion with Eastbourne Borough Council (EBC) regarding use of the International Tennis Centre for the college's Catering and Hospitality Provision? RC advised that negotiations were ongoing to agree the potential usage at this site. • IM reflected on earlier discussions related to potential savings related to the disposal of poorly maintained buildings and asked – was there a further update on these plans? RC advised that a further update could be shared at the next Capital Development Board meeting. <p>5.1.5 Outlook</p> <ul style="list-style-type: none"> • RC advised that the college continued to work closely with EBC regarding the planned withdrawal of the University of Brighton from Eastbourne and the opportunities that subsequently arose for the college to develop new routes in Health and Occupational Sciences. As such, partnership options were being explored with various potential stakeholders to progress this provision. 	
6. STRATEGIC ITEMS		
6.1	<p>BUDGET & 3 YEAR FINANCIAL PLAN</p> <p style="text-align: right;">16:05</p> <ul style="list-style-type: none"> • In the absence of the Chair of the Finance Committee, IM explained that the 2022-23 Budget had been carefully scrutinised and noted the following discussion points from the recent Finance Committee meeting: <ul style="list-style-type: none"> ○ The budget had been particularly challenged as a result of the planned pay award. ○ Whilst an improvement in annual income has been forecast, the college had been hampered by underperformance in student recruitment, which had impeded the college's ability to fully benefit from these additional funds. ○ Levels of expenditure had similarly increased due to the planned staff pay award, inflation and utility costs, placing greater pressure on the overall budget. • RC also recognised that the 2022-23 budget was particularly tight and reinforced the need to be highly responsive to any signs of under-recruitment in order to amend resourcing levels as appropriate. Another key focus area would be delivery against the Adult Education Budget (AEB). • PMK reflected on the need to ensure close monitoring of the budget at the planned Finance Committee meetings in the Autumn Term. 	

#	Item	Action
	<ul style="list-style-type: none"> MP advised that the presentation slides that were included in the meeting papers clearly outlined the key messages and challenges associated with the 2022-23 Budget. AS reflected on the operating cash flow diagram included in the presentation slides and noted the low cash point of £1.4m forecast in the budget. AS reflected on the current exceptionally high levels of inflation and increasing costs, which meant that the college would need to closely manage its cashflow this coming year. MP advised that the first £0.5m of funding required for the Estates Strategy programme had already been built into the budgeting process. As such, a detailed cashflow plan had been drafted in alignment with Willmott Dixon. RESOLUTION: Governors agreed to approve the 2022-23 Budget. 	
7. ANNUAL REPORTING		
7.1	ANNUAL SAFEGUARDING & PREVENT REPORT	16:14
	<ul style="list-style-type: none"> The Board noted the Annual Safeguarding & Prevent Report. GS noted that Safeguarding Training for Governors was due to be held in the Autumn Term. <ul style="list-style-type: none"> Action 7.1.1 – Schedule Governor Safeguarding Training to take place in the Autumn Term 2022. 	BH/CA
7.2	ANNUAL PEOPLE & CULTURE REPORT	16:15
	<ul style="list-style-type: none"> The Board noted the Annual People & Culture Report. 	
8. CONSENT AGENDA		
8.1	POLICIES & KEY DOCUMENTS	16:16
	<ul style="list-style-type: none"> The following policies were recommended for approval, following Committee review and scrutiny: <ul style="list-style-type: none"> Policy Change Summary Sheet Risk Management Policy & Framework Whistleblowing Policy & Procedure Subcontracting & Supply Chain Policy College Financial Regulations Anti-Fraud, Bribery & Corruption Policy Staff & Governor Expenses Policy Safeguarding & Prevent Policy Student Engagement Policy Student Support Funds Policy Code of Conduct – Eversheds Model Policy Standing Orders IM noted the new format cover sheet that had been introduced ahead of Board approval of policies, which outlined any key changes that had been made to policies since their last review. 	

#	Item	Action
	<ul style="list-style-type: none"> RESOLUTION: Governors agreed to approve each of the policies listed above. 	
9. COMMITTEE MINUTES, APPROVALS AND MATTERS FOR NOTING		
9.1	SEARCH, PERFORMANCE & REMUNERATION COMMITTEE 16:18 <ul style="list-style-type: none"> Governors noted the minutes of the meeting on 10th June 2022. There were no questions. 	
9.2	CAPITAL DEVELOPMENT BOARD 16:19 NH joined the meeting at 16:19. <ul style="list-style-type: none"> Governors noted the minutes of the meeting on 26th May 2022. Governors also noted that the meeting minutes of 22nd June 2022 had been delayed due to its close proximity of the CDB meeting to the Board meeting. 9.2.1 Estates Strategy <ul style="list-style-type: none"> AS asked – how much money was the Board being asked to approve at this point? NH clarified that the Board was being asked to approve the Pre-Construction Services Agreement (PCSA) with Willmott Dixon, valued at £1.4m, of which £200K had already been spent. NH advised that the Board could opt to require Willmott Dixon to introduce ‘soft’ sign-off stages throughout the duration of the PCSA, if desired. AS reiterated concern regarding the cashflow position, particularly if there were any significant delays in the project and asked – was it appropriate to approve the full value of the PCSA at this stage? IM explained that there was a requirement to commit to the full value of the PCSA, but confirmed that works could be approved in stages in order to manage financial risk, particularly if the cashflow position became increasingly perilous. NH also explained that the college would not be liable for the full £1.4m should this not have been fully utilised; at any point, a decision could be taken not to proceed. RESOLUTION: The Board agreed to approve the overarching principals of the Estate Strategy in terms of approach, focus and funding. RESOLUTION: The Board agreed to approve the entering into a Pre-Construction Services Agreement (PCSA) with Willmott Dixon under the Pagebo framework, based on key milestone stages, enabling the proposals to be developed up to the planning stage. 9.2.2 Hastings Town Deal Business Case <ul style="list-style-type: none"> RESOLUTION: The Board agreed to approve the Hastings Town Deal Business Case, with a view for the college to potentially access up to £2.4m in funding, subject to local authority approval. 	

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	<p>9.2.3 Delegated Authority re Leasing & Contracts</p> <ul style="list-style-type: none"> RESOLUTION: The Board agreed to authorise a sub-group of the Board to consider and approve the following table of related documents. This was to include any sub-delegations that may be required by the CEO & Principal, to authorise and execute related documentation. <table border="1"> <thead> <tr> <th>PROJECT</th> <th>DESCRIPTION</th> <th>AGREEMENTS</th> </tr> </thead> <tbody> <tr> <td>Decarbonisation Academy (Eastbourne)</td> <td>To co-locate and partner with OHM Energy Ltd to create a new Decarbonisation Academy as part of the Skills Accelerator Fund.</td> <td> <ul style="list-style-type: none"> Head lease between Eastbourne Borough Council (EBC) and ESCG Sub-lease between EBC and OHM Energy Ltd </td> </tr> <tr> <td>Eastbourne Sports Park</td> <td>To renew the arrangements over land and property related to the ongoing use of the Eastbourne Sports Park.</td> <td> <ul style="list-style-type: none"> Joint Use Agreement (JUA) Licence to Occupy with Wave Leisure </td> </tr> <tr> <td>Hastings Town Deal</td> <td>Refurbishment and retrofitting (650sqm) of the Ore Valley site to create a high skilled offer for new green and sustainable technologies.</td> <td> <ul style="list-style-type: none"> AITC lease extension CITC lease extension Town Deal Funding Agreement </td> </tr> <tr> <td>South East Institute of Technology (SEIOT)</td> <td>To undertake light refurbishment and infrastructure installation (416sqm) to the Ore Valley campus as part of the IOT partnership.</td> <td> <ul style="list-style-type: none"> Commercial agreement License agreement </td> </tr> </tbody> </table> <ul style="list-style-type: none"> IM confirmed that the sub-group would be made up of the Chair of the Board, the Chair of CBD, the Chair of Finance Committee and the CEO & Principal. 	PROJECT	DESCRIPTION	AGREEMENTS	Decarbonisation Academy (Eastbourne)	To co-locate and partner with OHM Energy Ltd to create a new Decarbonisation Academy as part of the Skills Accelerator Fund.	<ul style="list-style-type: none"> Head lease between Eastbourne Borough Council (EBC) and ESCG Sub-lease between EBC and OHM Energy Ltd 	Eastbourne Sports Park	To renew the arrangements over land and property related to the ongoing use of the Eastbourne Sports Park.	<ul style="list-style-type: none"> Joint Use Agreement (JUA) Licence to Occupy with Wave Leisure 	Hastings Town Deal	Refurbishment and retrofitting (650sqm) of the Ore Valley site to create a high skilled offer for new green and sustainable technologies.	<ul style="list-style-type: none"> AITC lease extension CITC lease extension Town Deal Funding Agreement 	South East Institute of Technology (SEIOT)	To undertake light refurbishment and infrastructure installation (416sqm) to the Ore Valley campus as part of the IOT partnership.	<ul style="list-style-type: none"> Commercial agreement License agreement 	
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Decarbonisation Academy (Eastbourne)	To co-locate and partner with OHM Energy Ltd to create a new Decarbonisation Academy as part of the Skills Accelerator Fund.	<ul style="list-style-type: none"> Head lease between Eastbourne Borough Council (EBC) and ESCG Sub-lease between EBC and OHM Energy Ltd 															
Eastbourne Sports Park	To renew the arrangements over land and property related to the ongoing use of the Eastbourne Sports Park.	<ul style="list-style-type: none"> Joint Use Agreement (JUA) Licence to Occupy with Wave Leisure 															
Hastings Town Deal	Refurbishment and retrofitting (650sqm) of the Ore Valley site to create a high skilled offer for new green and sustainable technologies.	<ul style="list-style-type: none"> AITC lease extension CITC lease extension Town Deal Funding Agreement 															
South East Institute of Technology (SEIOT)	To undertake light refurbishment and infrastructure installation (416sqm) to the Ore Valley campus as part of the IOT partnership.	<ul style="list-style-type: none"> Commercial agreement License agreement 															
9.3	<p>PEOPLE & CULTURE COMMITTEE</p> <ul style="list-style-type: none"> Governors noted the minutes of the meeting on 9th June 2022. There were no questions. 	16:26															
9.4	<p>CHAIRS GROUP</p> <ul style="list-style-type: none"> Governors noted the minutes of the meeting on 10th June 2022. There were no questions. 	16:27															
9.5	<p>CURRICULUM & STANDARDS COMMITTEE</p> <ul style="list-style-type: none"> Governors noted the minutes of the meeting on 20th June 2022. GS explained that work was ongoing to finalise the Partnership Agreement with the University of Brighton, so this would be presented to the Board for approval at a subsequent meeting. RESOLUTION: The Board agreed to approve the Higher Education Strategy. 	16:28															

#	Item	Action
9.6	AUDIT, RISK & COMPLIANCE COMMITTEE 16:29 <ul style="list-style-type: none"> • Governors noted that the minutes of the meeting on 20th June 2022 had been delayed due to the close proximity of the ARaC Committee meeting to the Board meeting. • AS advised that the ARaC Committee had been assured that the Risk Register was comprehensive, though noted that there had been some discussion on the appropriateness of the some of the RAG scoring and the effectiveness of the actions taken to mitigate the risks to date. • RESOLUTION: The Board agreed to approve the following items: <ul style="list-style-type: none"> ○ Risk Register ○ Annual Internal Audit Plan – 2022-23 ○ External Audit Work Programme for 2022-23 (<i>subject to ongoing discussions regarding possible amendments to the External Audit schedule dates</i>) 	
9.7	FINANCE COMMITTEE 16:31 <ul style="list-style-type: none"> • Governors noted that the minutes of the meeting on 23rd June 2022 had been delayed due to the close proximity of the Finance Committee meeting to the Board meeting. • RESOLUTION: The Board agreed to approve the Plaza Trading Accounts. 	
9.8	LOCAL COLLEGE BOARDS 16:32 <ul style="list-style-type: none"> • Governors noted the minutes of the following meetings: <ul style="list-style-type: none"> ○ Eastbourne – 7th June 2022 ○ Lewes – 13th June 2022 ○ Hastings – 14th June 2022 • RESOLUTION: The Board agreed to appoint Laura Staffa as a new member of the Lewes Local College Board (LCB). • The DoG noted that the Terms of Reference for the Local College Boards was due for review and would be submitted to the Board for approval in the Autumn Term. <ul style="list-style-type: none"> ○ Action 9.8.1 – Schedule a meeting with the LCB Chairs and Chair of the Board to review the draft LCB Terms of Reference. 	BH/CA
10. OTHER MATTERS		
10.1	ANY URGENT MATTERS 16:34 <ul style="list-style-type: none"> • As this was their last meeting, the Chair thanked the Staff Governors for their service to the Board and for the significant contributions that they had made over the years. 	
10.2	DATE OF NEXT MEETING 16:35 <ul style="list-style-type: none"> • The next meeting was scheduled for 10th October 2022, 13:00-16:00. 	

#	Item	Action																											
10.3	LIVE MEETING EVALUATION <ul style="list-style-type: none"> Survey responses were received from Governors, online during the meeting: <table border="1"> <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>100%</td> </tr> <tr> <td>2.</td> <td>Were the agenda and papers written with clarity?</td> <td>100%</td> </tr> <tr> <td>3.</td> <td>Were the issues considered at the meeting appropriate?</td> <td>100%</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>100%</td> </tr> <tr> <td>5.</td> <td>Was sufficient time available for thorough debate?</td> <td>100%</td> </tr> <tr> <td>6.</td> <td>Were you satisfied that the decisions were arrived at in a proper manner?</td> <td>100%</td> </tr> <tr> <td>7.</td> <td>Were you able to express your views?</td> <td>100%</td> </tr> <tr> <td>8.</td> <td>Was the meeting chaired effectively?</td> <td>100%</td> </tr> </tbody> </table>	#	ASSESSMENT QUESTION	RESULT	1.	Did the agenda and papers arrive seven days in advance?	100%	2.	Were the agenda and papers written with clarity?	100%	3.	Were the issues considered at the meeting appropriate?	100%	4.	Did you have all the information you needed to fully participate in the discussion and decision?	100%	5.	Was sufficient time available for thorough debate?	100%	6.	Were you satisfied that the decisions were arrived at in a proper manner?	100%	7.	Were you able to express your views?	100%	8.	Was the meeting chaired effectively?	100%	16:36
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10.4	CLOSE <ul style="list-style-type: none"> The first part of the meeting closed at 16:37. All non-Independent Governors (and other participants) left the meeting, with the CEO & Principal and Director of Governance also remaining. 	16:37																											

Action Summary

Item	Owner	Action	Due Date
3.1.3.1	BH	Include the paragraph on diversity (as detailed in the Independent Governor job advert) in the background section of the Staff Governor Nomination Form.	Complete
3.1.3.2	BH	Develop a paper outlining roles and responsibilities for Governor buddies and share with the SP&R Committee for consideration.	3 rd November 2022
3.2.2.1	BH/CA	Distribute an MS Teams User Guide to Governors ahead of the Autumn Term 2022.	9 th September 2022
4.2.1	MP/RC/ BH	Explore opportunities to amend the External Audit schedule to enable the Joint ARaC & Finance Committee meeting to be held earlier in the Autumn Term.	30 th September 2022
4.3.1	BH/CA	Ensure that 'Equity' is consistently referenced in the Terms of Reference (and other key governance documents) for all instances of 'EDI' for all committees, before publishing on the website.	9 th September 2022
5.1.2.1	MW	Provide an update on any underperforming Curriculum & Standards specific KPIs at the next Board meeting in the Autumn Term.	10 th October 2022
7.1.1	BH/CA	Schedule Governor Safeguarding Training to take place in the Autumn Term 2022.	30 th September 2022
9.8.1	BH/CA	Schedule a meeting with the LCB Chairs and Chair of the Board to review the draft LCB Terms of Reference.	30 th September 2022