**ESCG Board Meeting**

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| Date | 12 October 2021 | Time | 2 pm – Briefing session  3 pm – Board Meeting |
| Venue | Hastings Campus, SP5119  If driving please press the buzzer in the car park for access | | |
| Chair | David Smith | | |
| **Membership**- David Smith (Chair), Rebecca Conroy, Mark Fisher, Ian Mehrtens, Gill Short, Marie Sangster, Steve Hedges, Graham Cook, Catherine Manning, Andy Vincent, Angela Smith, Alex Cheeseman, Priscilla Kendall, Averil Price, Becky Cooke, Nicola Taylor.  In attendance Martin Penny, Dan Shelley, Mark Wardle, Mia Bryden | | | |
| **Apologies:** Tim Hulme, Mark Fisher, Angela Smith, Marie Sangster | | | |

The Director for Diversity, Jeff Greenidge (ETF and AOC joint appointment) delivered a pre-board session on equality, diversity and inclusion in the Boardroom.

Jeff asked the Board to consider how the governing body understands staff, student, and community perspectives on inclusion. Diverse search initiatives were discussed.

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|  | Item | Action |
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| 1.1 | **Welcome & Apologies**  Priscilla Kendall, Averil Price, Becky Cooke, Nicola Taylor were welcomed to their first Board meeting.  Sarah Connerty and Ra Hamilton-Burns were welcomed as observers to the meeting. Sarah and Ra will be providing part-time interim governance professional support, alongside a third governance professional, whilst the Board makes a permanent appointment.  Apologies were received from Angela Smith, Mark Fisher and Marie Sangster.  Andy Vincent has tendered his resignation from the Board.  Catherine Manning joined at 2.30pm.  Tim Hulme, the EDROD, was not in attendance. |  |
| 1.2 | **Declarations of Interest**  There were no declarations of interest. A full register of all Governors’interests will be provided to the December Board meeting. |  |
| 1.3 | **Minutes of the last meeting on 14 July**  THE MINUTES OF THE LAST MEETING ON 14 JULY WERE APPROVED AS A TRUE AND ACCURATE RECORD. |  |
| 1.4 | **Matters Arising & Written Resolutions**  **Matters arising**  Matters arising were noted as per the cover paper.  The Student Governor, EDSPE and the Learner Journey Manager met last academic year regarding student voice activities. The Board were advised Course representatives’ elections are currently taking place. Also, new Student Governors will join the Board in December 2021 following an election process.  The DoG reported that the Board resolved by written resolution, following the Board’s Strategic Afternoon session on 16th September, the following:   * Appointment of Wilmott Dixon (WDC) under a pre-construction services agreement * Rejection of IIL offer, made with reference to Hastings Direct acquisition of part of Station Plaza site * Noted Estates Strategy for Hastings – further approvals pending.   The Governors did not wish to raise any issues arising from the Strategic Session on 16 September 2021. |  |
| 1.5 | **Letter to accounting officers in college corporations from ESFA**  The CFO highlighted a letter from the ESFA to accounting officers and cc’d to chairs of College corporations. The letter highlighted:   * The Supplementary Bulletin to the College Accounts Direction and the Post-16 Audit Code of Practice (which has been shared with the Audit, Risk and Compliance Committee). * Guidance to support the integrity of ILR data. R14 return will be made shortly. * A reminder about related party transactions (undertaken and will be reported in the financial statement). * An update on expectations of Audit committees – (previously discussed at Audit, Risk and Committee and the previously named ‘Governance Development Committee’). * Learning and support for the governance professional. * The FE CFO programme funded by the DfE and commissioned by the ETF. * Post 16 Audit Code of Practice change regarding the regular retendering of external auditors, which should happen at least every five years as discussed at the last Audit, Risk and Compliance and Board meeting of the last academic year. * A reminder about compliance with OfS accounts direction disclosures.   New Governors were advised that the College chief accounting officer is Rebecca Conroy. |  |
| 2.1 | **Executive Team Report & Performance Update**  An enrolment update was provided to the Board. This is a red risk for the College and a real priority. It was confirmed that the impact in terms of income does not take effect until next academic year. The Audit, Risk and Compliance and Finance Committees met in September and both have fully considered the recruitment position.  *16-18*   * Overall enrolments are at 91% of the allocation. * 65 (1.5%) have withdrawn so far. * The current figure is 5% below when compared to this point last year. * Recruitment methods were described.   *Adult enrolment*   * Recruited well. There are 476 full-time learners enrolled against a target of 407. * Part time adult enrolment has started well and the marketing team are in the process of planning a new campaign for a January starts to launch in mid-October.   *Higher Education*   * Internally 406 students have enrolled to date (86% of target of 474) with some Year 2 and 3 students yet to re-enrol. Enquires and enrolments will continue to occur until the end of Oct with teaching starting at the beginning of October. * There is likely to be a shortfall of c.60-70 learners. * Five groups have been removed. * Around 30 students have had to repeat the year.   *Full time International Students*   * There are 57 full-time international students, an 11% increase on 2020/21 volumes (51) –with a further in-take in January which has already reached last year’s total.   *Apprenticeships*   * 305 Apprenticeship starts have been generated since August 1st which is c. 90 above the same point as last year. * There are a further 34 apprenticeship vacancies on the system at present. Carpentry, Plumbing, Care and Accounting are popular.   Ian Mehrtens asked why Hastings campus recruitment was so low. He was advised that whilst there was a lower year 11 cohort in the town accounting for some shortfall but also there has been an unexpected dip in Hastings recruitment. Some idiosyncratic course by course issues were noted, particularly in art and sport. Seemingly vocational Colleges have been impacted by the assessed grades whilst sixth forms have largely benefitted. School liaison events were noted.  Gill Short asked about initiatives to encourage the return to learning of more reluctant students. The CEO advised of blended learning approaches to re-engagement and work with the co-located Youth Employability Service.  Catherine Manning suggested that an Executive update on ‘covid recovery’, specifically on impacts on teaching and learning, from both staff and student perspectives would be beneficial for Governors. Catherine advised of anecdotal feedback concerning staff burnout in the sector. Steve Hedges said the policies on the agenda may go way to further supporting staff wellbeing.  **Action: The CEO to bring a report to the Curriculum and Standards and People and Culture Committee on Covid recovery.**  *Ofsted*  There is a strong possibility the College will be Ofsted inspected after half-term. The Deputy Principal advised significant work has been undertaken to ensure the college is ready for Ofsted:   * Governor briefing at strategy session * All staff briefing with specific guidance for teachers on how to prepare * Action plan developed with responsibilities identified for when the call is received * Position statements are being developed on key themes and provision types – these will be shared with Governors * Whilst the QIP has not been finalised, many actions have already been implemented to address areas for development, including:   + A revised quality cycle   + Actions to improve attendance   + The implementation of an English and maths action plan   + A new enrichment offer   + A focus with staff and students on key safeguarding themes including county lines and harmful sexual behaviour   The DP said he is confident the College that the College is in a position to make a strong case for a ‘Good judgement’ in Inspection.  *Future gazing*  The Board were advised that Lewes District Council is in final discussions with the Department for Education to obtain the head lease of the UTC Building in Newhaven. The college is currently in discussions about the options for education on the site, including initial meetings between the college/Lewes District Council and South Devon College looking to replicate their marine academy. The College’s occupation within the UTC would mean determining the existing lease on Denton Island.  *Beacon awards*  The international and Sussex Skills Solutions teams have each submitted an AoC Beacon Award for the work they have done to maintain the College’s international business online and the £1m pledge respectively, with the results announced at the AoC Conference in November.  *Communications*  A section of new items and marketing activities were noted. Gill Short thanked the Executive Team for including the College’s good news stories. | Rebecca |
| 3.1 | **ESCG Strategic Plan 2021-2024 and allied strategies**  The Strategic Plan and the 2-page summary document were discussed. The EDSPE advised the design work continues. The CEO advised there will be a series of launch events in November at each of the main campuses, using the stakeholder engagement map which is currently being supplemented in partnership with Borough and District colleagues.  This has been shared with colleagues during the last ESFA monitoring visit.  The Board discussed the 2021-22 Success Measures document, which provides an annual operational monitoring plan to underpin the delivery of each strategic objective within the Strategic Plan. It was noted that progress and RAG ratings will be updated for the December Board and at each Board meeting thereafter.  Nicola Taylor asked how the Executive Team had ensured the success measures were sufficiently ambitious but also realistic. The CEO said this was discussed at the Strategic Session on 16 September and has been further explored by the Executive Team who have been through each measure looking to strike a balance, recognising both the volatility and also the safety nets of the past two years. The CEO said the team had reflected on how each measure takes the College to where it aspires to be, e.g. how the financial KPIs take the College to a solid RI/Good position and how the quality KPIs encourage a Ofsted Good outcome.  The Chair said the KPIs are going to be the apex of the pyramid that influences the appraisal of the CEO and Exec Team. He said that at the Strategic Session on 16 September there was a discussion about whether the Board should have the ambition for the College to be judged as Outstanding by Ofsted in 2024. The Executive Team proposed that if the College receives a Good Ofsted at the next inspection, as is hoped, then there will not be another inspection until after the timeframe of the Strategic Plan and therefore the relevant and practical KPI for this time frame (ie 2021-2024) ought to be the production of a plan or ‘roadmap’ to outstanding.  Averil Price queried how well the two documents speak to one another, e.g. – the success measures/ headings differ across the documents. **Action: ESPSE to revisit this**.  Gill Short enquired about dashboard progress. The CEO advised there have been a number of governors who have volunteered to work with the CFO on the new-look streamlined performance dashboard. The CFO said there will be two landing pages, one with key KPIs and one for internal use.  **Resolution**  The Board resolved to approve, pending the confirmation from the Curriculum and Standards Committee, the Success Measures. | Dan |
| 3.2 | **Approval of KPIs for 2021-22**  The proposed KPIs for 2021-22 were discussed. These align with the strategic plan objectives and KPIs for the life of the plan (21-24). It was confirmed that relevant Committees have reviewed the KPIs to ensure that they cover the priority areas for the College’s objectives (C&S committee pending).  **Resolution**  The Board resolved to approve, pending the confirmation from the Curriculum and Standards Committee, the 2021-22 KPIs. |  |
| **4.1** | **ESCG I&AS**  The Search, Performance and Remuneration Committee propose the inclusion of arrangements for when the DoG is away from work be added to section 13 – Proceedings of meetings.  **Resolution**  The Board resolved to approve the revisions to the ESCG I&As detailed in the cover paper.  **Action – DoG to upload ESCG I&As to the Governance webpage**. | Mia |
| **4.2** | **ESCG Standing Orders**  **Resolution**  The Board resolved to approve the revisions to the ESCG Standing Orders as detailed in the cover paper, endorsed by the Search, Performance and Remuneration Committee.  **Action – DoG to upload ESCG Standing Orders to the Governance webpage**. | Mia |
| **4.3** | **TOR: Local College Boards and Curriculum and Standards**  **Resolution**  The Board resolved to approve ToR for the Local College Board and Curriculum and Standards, endorsed by the Search, Performance and Remuneration Committee.  **Action – DoG to upload ToR to the Governance webpage**. | Mia |
| **4.4** | **Governor Visits Protocol**  **Resolution**  The Board resolved to approve the Governor Visits Protocol endorsed by the Search, Performance and Remuneration Committee  **Action – DoG to upload the Governor Visits Protocol to the Governance webpage**. |  |
| **4.5** | **Staff and Governors Expenses Policy**  The Finance Committee recommends approval of the revised Staff and Governors Expenses Policy. The only changes to the Policy are a clarification of the signing of the CEO’s expenses so that it mirrors the wording in the Financial Regulations  **Resolution**  The Board resolved to approve the Staff and Governors Expenses Policy  endorsed by the Finance Committee.  **Action – DoG to upload the Staff and Governors Expenses Policy**  **to the Governance webpage** | Mia |
| **4.6** | **Governor Recruitment and Succession Planning Policy**  **Resolution**  The Board resolved to approve ToR for the Local College Board and Curriculum and Standards, endorsed by the Search, Performance and Remuneration Committee.  **Action – DoG to upload ToR to Governance webpage**. | Mia |
| **4.7** | **Annual Report of the Performance and Remuneration Committee**  The Director of People and Culture presented the annual report of the Performance and Remuneration Committee. As per the AoC Code of Good Governance for English Colleges (the governance code adopted by the Board) each college must publish a readily accessible annual statement, based on an annual report to its governing body.  **Resolution**  The Board noted the contents of the report and resolved to approve the annual report. |  |
| **4.8** | **Annual Leave Policy & Christmas Closure**  The Board were asked to approve the increase of annual leave entitlement for business support staff up to 25 days, 28 days after 5 years and 30 after 10 years. The current entitlement is low by comparison with other colleges.  The Board were asked to endorse the Executive Team’s proposal regarding Christmas leave from 2021/22 Academic year.  **Resolution**  The Board resolved to approve the Annual Leave Policy and Christmas closure entitlement.  **Action: The Director of People and Culture to ensure the revised policy and subsequent arrangements are understood, widely circulated and accessible on the escg intranet.** | Careen |
| **4.9** | Sickness and Attendance at Work Policy The Board were asked to agree that additional annual leave entitlement as a result of an exemplary sickness absence recorded should be removed.  **Resolution** The Board resolved to approve the Sickness and Attendance at Work Policy, with the removal of the additional annual leave entitlement for staff with an exemplary sickness absence record. **Action: The Director of People and Culture to ensure the revised policy and subsequent arrangements are understood, widely circulated and accessible on the escg intranet.** | Careen |
| **4.10** | **Pay Policy**  The Board were asked to approve the ESCG Pay Policy.This is endorsed by the People and Culture Committee.  **Resolution** The Board resolved to approve the Pay Policy. **Action: The Director of People and Culture to ensure the revised policy and subsequent arrangements are understood, widely circulated and accessible on the escg intranet.** | Careen |
| **5.1** | **Membership and Capacity**  *Recruitment campaign (to include Students)*  The Board were advised that the Search, Performance and Remuneration Committee have discussed concerns expressed by some Governors regarding capacity for academic year 2021-22. The Committee propose that another governance recruitment drive is necessary to support capacity, capability and diversity, particularly to support the Finance Committee and the Capital Development Board.  Student Governors, Leo Hunnisett and Zoey Thomas have now left the College. The Search, Performance and Remuneration Committee will ask the Deputy Principal to secure new Student Governors via the process outlined in the ESCG Standing Orders.  **Resolution**  The Board approved the recruitment drive.  **Action: DoG to lead recruitment campaign initiatives.**  *New Members*  **Resolution**  The Board approved new membership - Angela Smith (current Independent Governor) and Ashley Price, Secretary of Lewes Chamber of Commerce, join the Lewes College Board.  **Action: DoG to induct new members.**  *Capital development board meetings*  The Search, Performance and Remuneration Committee recommends membership continues to comprise Independent Governors, co-opted members and a representative of each local Board nominated by the Local board. It is proposed the Executive establish external stakeholders groups to be the community and key partner forum for each campus development. Governance professional support will be required for the CDB.  **Resolution**  The Board approved the revised TOR which remove external Stakeholders from Membership of Capital Development Board.  **Action – DoG to upload ToR to Governance webpage**. CEO, Chair of CDB and Executive team to ensure the messaging is communicated sensitively.  *Specialist Advisor to Curriculum and Standards*  The Board noted the intention for the commission of a consultant to:   * Undertake a short piece of consultancy work to review the positioning of our college offer with particular focus on A Levels, T-Levels and our vocational areas of specialism and growth. * Exploring how the college ensures recruitment growth and reputation improvements will also be a key priority for this commission. * The Level 3 Vocational Reforms will be a key element of this commission to assess the impact and opportunities for ESC. * Ensuring that student and parent voice is embedded as part of this research will be a priority.   Any such commission will be undertaken in line with the financial regulations. There are funds with the governance budget to support the commission up to the value of £10k. | DoG  DoG  Mia  Rebecca & Ian |
| **6.1** | **Capital Development Board (23 August 2021)**  **Approvals**   * Co-location of Sport with Wave Leisure at Eastbourne Park: License to Alter under ESCG Seal.   **Resolution**  The Board agreed to execute the license to alter under Seal.  **Action for DoG to arrange license to alter under seal**. | DoG |
| **6.2** | **Audit, Risk and Compliance (20 September 2021)**  The minutes of 20 September were noted.  The Board noted the internal and external audit re-procurement planned activity. |  |
| **6.3** | **Finance Committee (21 September 2021)**  **Resolution - Libor Transition**  The Board approved -   1. That the terms and conditions (including the Amendments, the related transition away from LIBOR and, where relevant, the security representations) set out in the Letter of Variation are in the interests of and for the benefit of the College and are most likely to promote the success of the College for the benefit of the members as a whole and that such terms and conditions of the Letter of Variation be and are approved and accepted. 2. That the College has considered whether it needs to obtain independent professional advice (legal, financial or otherwise), prior to resolving to enter into the Letter of Variation and (whether on the basis of such advice or otherwise) it has made its own independent decision to enter into the Letter of Variation and understands the terms, conditions and risks involved. 3. That Rebecca Conroy and Mark Fisher (as Chair of Finance Committee) are authorised to sign the Letter of Variation on behalf of the College to indicate acceptance of the terms and conditions. 4. That the Bank is authorised to act in all matters concerning the Facility as amended by the Letter of Variation upon instruction from the College signed in accordance with the Bank's mandate for any of the accounts of the College held with the Bank current from time to time. 5. That, if applicable, any Security provided by the College and any other Security Providers will continue to guarantee and/or secure the Facility Document(s) as amended by the Amendments.   **Resolution - Mrs F J L Harlow deceased Will Trust and the Dorrie Harlow Settlement**  The Board agreed to accept this generous bequest and the CFO and EDORD will discuss further and will work with the trustees to identify a suitable project to ensure that the bequest can be invested for the future of the College in Eastbourne and provide a permanent memorial to Mrs Harlow and her late husband   * Higher Education 2022/23 fee proposal   The Board were advised that EDSPE has been working with the Head of MIS to review HE fees. As per the *OfS* *Deadlines and requirements for 2021-22 data returns and Annual Financial Return 2022* sign off was required by the accountable officer by 30 September. The Finance Committee considered this at their meeting on 21 September. The Board approved the Tuition Fee’s Policy in July 2021. An update will come back to the Committee in the spring as part of next year’s Tuition Fees Policy review due for Board approval in March 2022. The Board received assurance that the ESCG HE fees rates would still be the lowest in Sussex. |  |
| **6.4** | **People and Culture (22 September 2021)**  The minutes of 22 September were noted. |  |
| **6.5** | **Chairs Meeting (30 September 2021)**  The minutes of 30 September were noted. |  |
| **6.7** | **Search, Performance and Remuneration (4 October 2021)**  **Search approvals**   * For Search approvals see item 5   Governors were asked to note:   * Governor Learning, Development and Activity Programme 2021-22 * Progress against Governance Improvement Plan * Chair recruitment   **Performance and Remuneration**   * See Part C |  |
| 7.1) | **Meeting Evaluation and any Urgent Matters**  Ian Mehrtens asked for an update on Plaza Trading LTD. The CFO advised TUPE conversations with staff continue.  Priscilla asked if the DoGs will remind Governors about learning and development and College activity as and when opportunities arise.     |  |  |  |  | | --- | --- | --- | --- | |  |  | **Yes** | **No** | | 1. | Did the agenda and papers arrive seven days in advance? |  | X 1 day delay | | 2. | Were the agenda papers written with clarity? | x |  | | 3. | Were the issues considered at the meeting appropriate? | x |  | | 4. | Did you have all the information you needed to fully participate in the discussion and decision? | x |  | | 5. | Was sufficient time available for thorough debate? | x |  | | 6. | Were you satisfied that the decisions were arrived at in a proper manner? | x |  | | 7. | Were you able to express your views? | x |  | | 8. | Was the meeting chaired effectively? | x |  | |  |
| 8.1) | **Part C – Closed Session for Independent Governors only** |  |