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**ESCG Extraordinary Board Meeting**

**MINUTES**

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| **Date** | 21st February 2022 | **Time**  | 09.00-09:30 |
| **Venue** | Virtual Meeting – Zoom  |
| **Membership** David Smith (Chair), Ian Mehrtens (Vice Chair/Chair Designate) Rebecca Conroy (CEO/Principal), Alex Cheeseman, Graham Cook, Becky Cooke, Mark Fisher, Priscilla Kendall, Averil Price, Angela Smith, Nicola Taylor. |
| **In Attendance**Melissa Drayson – Interim Governance Adviser (minutes), Belle Howard – Director of Governance |
| **Apologies**James Cooper-Lloyd, Steve Hedges, Catherine Manning, Marie Sangster, Len Senior, Gill Short  |

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| **#** | **Item** | **Action** |
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| 1.  | **Welcome, Apologies & Introductions*** The Chair opened the meeting at 09:01 and thanked governors for attending at short notice.
* Belle Howard was welcomed to her first meeting as the newly appointed Director of Governance.
* Melissa Drayson was thanked for attending to minute the meeting.
* Apologies, as listed above, were received and accepted.
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| 2. | **Declarations of Interest*** There were no declarations of interests relating to matters under discussion.
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| 3. | **Chalk Pit Sale Recommendation*** The CEO outlined the recommendation arising from the review of options relating to the sale of Chalk Pit.
* Governors were reminded that this work had been undertaken following the Extraordinary Board meeting on 31st January 2022, at which risks came to light around the second payment of the original sale price and the CEO had been requested to return with an alternative recommendation in order to maximise the receipt at the lowest risk, proceed to sale as quickly as possible and meet obligations to the PMO.
* With input from legal and property advisers, the CEO had obtained a revised offer of a single payment sale of £1.25m (Option 1). This had been considered at a meeting of the Chairs on 14th February 2022 (minutes provided), which had been supportive of the CEO’s recommendation to accept Option 1. This is as opposed to the alternatives of Option 2 – maintaining the original arrangement and Option 3 – remarketing the site or Option 4 – withdrawing it from the market. *(NB – Option 4 was introduced at the meeting and was not outlined in the pre-prepared supporting paper).*
* The CEO updated the Board on discussions with ESCC regarding Option 1. The respective legal representatives had spoken on Friday. Several questions had been raised by ESCC’s solicitor that were in the process of being answered, but no significant problems were anticipated.
* It was confirmed that plans were underway for managing communications to staff, students, Local Boards and external stakeholders, and for addressing any potential negative publicity.
* In terms of the governance of the process it was noted that the Capital Development Board (CDB) had not considered the options but, as the membership was broadly the same as the Chairs’ Group, it could be assumed that the outcome would have been the same.
* Governors provided feedback on the proposal. It was considered to be a clear and logical solution and it was, therefore, endorsed.
* **Governors thanked RC for consolidating a comprehensive pack of papers, which clearly outlined available options.**

**RESOLVED *(by unanimous vote)*: The recommendation that the offer of £1.25m be accepted, to be paid as a single payment upon completion, be APPROVED.** |  |
| 4. | **Confidential Matter*** **AC (Student Governor) left the meeting at 09:15.**
* *Separate minutes were taken.*
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| 5. | **Close*** The next Full Board meeting has been scheduled for **29th March 2022,14:00.**
* **The meeting closed at 09:27.**
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