**ESCG Board Meeting**

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| Date | 23 March 2021 | Time | 2 pm – Briefing session  3 pm – Board Meeting |
| Venue | Zoom | | |
| Chair | David Smith | | |
| **Standing Membership**- David Smith (Chair), Rebecca Conroy, Kevin Cowley, Mark Fisher, Ian Mehrtens, Joanne Rogers, Gill Short, Leo Hunnisett, Marie Sangster, Steve Hedges, Sue Maynard, Graham Cook, Catherine Manning, Andy Vincent, Angela Smith, Zoey Bryant, Alex Cheeseman  In attendance – Tim Hulme, Martin Penny, Dan Shelley, Becky Cooke, Mia Bryden | | | |
| Apologies: Andy Vincent | | | |

Steve Frampton, FE/HE Climate Commissioner and Chair of AoC Services Board, attended the pre-Board briefing session for 20 minutes to discuss climate change / FE roadmap (FE action plan for the sector). This has been adopted by 120 colleges. Three major student surveys have taken place, one over a year ago, one five months ago, and one three weeks ago; all were global, and all indicated that the climate emergency is of paramount interest to students. On 21 April there will be an [AOC Conference on Climate Change and the Green Economy Conference – Preparing for the future](https://www.aoc-services.co.uk/events_and_training/climatechange/). This will also launch the new code of governance for the sector, which will include enhanced EDI and environmental sustainability aspects. There is also a session for student Governors / Members (also advertised to ESCG Student Governors / Members) on March 29th on how Colleges are meeting the Climate Change challenge. There was also a discussion on the [Carbon Literacy Toolkits and Courses for Universities and Colleges](https://carbonliteracy.com/toolkits/universities-colleges/).

Companies above a certain size need to post energy and carbon reports on their website by 31 March 2021. Producing a report will provide a baseline for future years, make it possible for the College to benchmark its climate change impact and help get ready for future capital funding to support decarbonisation.  The EDROD is leading on this on behalf of ESCG - [Streamlined energy and carbon reporting for college corporations](https://www.gov.uk/government/publications/college-corporation-financial-management-good-practice-guides/streamlined-energy-and-carbon-reporting-for-college-corporations)

It was confirmed that local procurement is at the heart of the climate roadmap agenda. The circular economy is an obvious way to reduce carbon footprint. There was a discussion about the importance of consistent funding in this area.

*Steve Frampton left.*

**ESCG and March 2021 milestones**

The CEO provided the Board with a presentation on progress against a range of 'March 2021 milestones'. Issues from March 2020 were presented: leadership and governance, inadequate financial health, high subcontracting levels, inadequate business systems, declining student recruitment, covid challenges, poor staff morale and reputational issues. Areas that remain a challenge for the College were noted as; student recruitment, finances (generally – but noted confidence of the Bank and ESFA and that the College is operating without exceptional financial support), immature (as yet) 'heart of the community' communications strategy, mapping and planning key stakeholder relationships. Good progress has been made against all 16 (some overlapping) of the FEC recommendations since the initial diagnostic assessment. 10 of the 16 recommendations have been signed off, and six remain ongoing. Future plans were presented; new College strategy, sustainability-driven, Ofsted recognition as 'Good', 16-18 and Adult Growth, values and EDI rooted, rebuild employer relationships, rebuild reputation, boost team pride and productivity and broader productive collaborative partnerships.

The DoG provided the Board with a presentation on progress against the Governance Improvement Plan (GIP). There are broadly 15 areas for focus within the GIP, further broken down into a series of actions. As discussed at the December Board meeting, a detailed work plan sits behind the GIP monitored by the DoG and scrutinised by Sandra Prail, NLG and reported to every Governance Development Committee. Many of the success measures are predicated on this year's self-assessment results and the FEC Team's return (and closure of recommendations). Self-assessment activity for 2021 was discussed. This will launch on 29 March and close on 12 April for discussion by the Governance Development Committee on 10 May.

The new ESCG Performance Dashboard was shared with Governors. Dashboards will be shared as PDF's on a monthly basis alongside the Management Accounts.

Mark Fisher welcomed the progress of the dashboard and suggested, if possible, the dashboard be made available to staff and students. Ian suggested a commentary to support some of the measures would be beneficial. Leo said information relating to student survey feedback could be added. Kevin asked for information on the apprenticeship levy to be added.

**Action: Dan to include the changes suggested**

**Action: Mia and Rebecca to discuss a process to capture feedback on the dashboard.**

The Chair has met with Sir Richard Atkins and Frances Wandsworth from the FEC team. Richard was complimentary about the progress made by College and Board since the FEC's team's original intervention assessment and especially so with regard to the last twelve months. It is expected though not yet formally announced that Frances Wandsworth will act as Interim Commissioner when Richard departs at the end of March.

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|  | Item | Paper |
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| 1.1 | **Welcome & Apologies**  Zoey and Alex were welcomed to their first meetings of the ESCG Board as Student Governors. |  |
| 1.2 | **Declarations of Interest**  No new declarations of interest were made |  |
| 1.3 | **Membership Matters**  The Chair followed up earlier notification to the Board of Robert Mee's death. Robert served the Board of Sussex Coast College, before the merger and later the East Sussex merged College Board, via his co-opted role on the HR Committee and in both contexts, he brought a calm, dignified and expert approach to the role. The Board noted their sorrow and recognised Robert’s considerable achievements to the College(s) over many years.  **Resolution**  The Board **resolved** to approve Kim Butler as a co-opted Member of the Audit, Risk and Compliance Committee.  **Action: DoG to induct Kim.**  **Resolution**  The Board **resolved** to appoint Ian Mehrtens as the Chair of a merged Performance and Remuneration and Governance Development Committee.  **Resolution**  The Board **resolved** to appoint Mark Fisher as Student Voice Link Governor.  Membership matters were also discussed under item X4.1 | Mia |
| 1.4 | **Minutes of the last meeting on December 7th 2020**  Angela said the Board did not approve the Estates Strategy as stated. It was noted that the minute reads, 'the Board approved the draft Estates Strategy'. Angela did not request a change to the minute.  THE MINUTES OF THE LAST MEETING ON DECEMBER 7TH WERE APPROVED AS A TRUE AND ACCURATE RECORD. |  |
| 1.5 | **Matters Arising, Written Resolutions, Use of College Seal & Sign offs**  **Matters arising**  The matters arising were noted as per the cover paper.  **Use of college seal**  Disposal of 22 South Terrace - Sealed by CEO in DoG presence (virtually) and signed by Chair and 1x Governor, in line with ESCG I&As and Fin Regs  **Sign offs**  It was confirmed that sign off had taken place as agreed at Board in December 2021 for the College year-end audited accounts, financial regulations, financial statements and regularity auditor's management letter. Delays by auditors have been discussed in the Finance Committee and will be shared with ARaC Committee also.  **Written resolution**  Two written resolutions have been made since the last Board meeting – the approval of the Student Governors and Members and the Deputy Principal's appointment. Written resolutions were included in the board pack for the meeting.  It was confirmed that Mark Wardle would attend the Board when he is in post as Deputy Principal.  **Action: For DoG** | Mia |
| 2.1 | **Executive Team Report & Performance Update (KPIs & progress against Quality Improvement Plan update)**  The CEO shared the Executive Team Report and performance update. College reopening was said to have been a smooth and collaborative operation.  The Chair asked the Governors to consider (during the CEO's update) any items for the ESCG Strategic half day on 28 June 2021.  Catherine asked how the Skills for jobs; lifelong learning for opportunity and growth White Paper had changed College thinking. The CEO said that there were a range of important strands around collaborative strategic planning, funding reforms and strengthened governance. It aimed to improve collaboration between employers, chambers, local authorities and FE & HE providers and signalled the importance of local coherent skills planning. On March 8th FE, HE, Local Authority and other key 'skills' related stakeholders met to discuss developing a collaborative response to the White Paper and the development of a trailblazer Local Skills Plan in Sussex. Further discussions will take place amongst FE Sussex CEOs/Principals in the coming weeks. Also, CEOs/Principals in Sussex, Kent and Essex have met to discuss possible partnership approaches in terms of the South East LEP.  Dan talked about adult learning having more prominence in the White Paper and higher-level skills. He talked about ensuring the College being well-positioned to meet East Sussex's skills and attainment gaps. He also reiterated the importance of collaboration with Sussex partners and SE-LEP partners. The Local Skills Improvement Plans (LSIP) should provide a great opportunity and support the development of defined specialisms.  The Board were notified of the death of a student. The CEO advised that this was a tragic event for family, friends and the college and there were no known implications for College practices.  Education KPIs were noted, and the CEO advised that 16-18 student attendance will be the focus at the next round of PPRs. As discussed at the last Curriculum and Standards Committee, lesson observations have continued voluntarily with a sustained focus on the student experience/student voice and staff support.  The AEB Growth Strategy was said to be on track. A total of 1741 adults have been supported and £895k deployed of the Adult Education Budget so far. HE and Apprenticeship Strategies are also on track. The Chair said the Department for Education and ESFA confirmed a lower (than historic levels, though higher than 19/20) reconciliation threshold of 90% for the 2020 to 2021 academic year. This means ESFA will only reclaim any under-delivery below 90%. The EDSPE said the College's mid-year return made it clear the College would not reach the 90% target. Gill asked how other Colleges were performing. The EDSPE described a mixed picture with some Colleges having already achieved the target and some Colleges not submitting accurate mid-year returns, which may have led to the increase in the threshold***,*** when ‘median forecast figure’ was used.  As discussed at the last Finance Committee, ESCG income is £3,418k below budgeted levels. Covid has significantly impacted commercial income. The EBITDA has been impacted by reductions to income streams (£462k to £5,235k). Apprenticeship and international income are both forecast slightly down on budgeted levels. Staff and non-pay costs are below budgeted levels. Cash levels remain above-budgeted levels.  The Risk Register was shared. Student recruitment and income remain a priority area of focus.  Careen Green has started as Director for People and Culture, reporting to the CEO/Principal. A draft People Strategy was shared with the last HR Committee.  The Board acknowledged the submission of an Expression of Interest application to the FECTF as noted by the Transformation Committee at their meeting on March 3rd 2021. This is consistent with the College Estates Strategy endorsed by the Board at the meeting in December 2020.  Subject to the approval of the Expression of Interest, the Board noted the Executive's aim to submit a stage 2 detailed application by July 31st 2021.  **Action: DoG to invite Mark Fisher to the next Transformation Committee meeting.**  There was a discussion about the need to ensure that local communities are communicated with prior to the start of any disruptive building work. Gill updated on conversations about the Lewes College Board about home to school/college safety, and also the green agenda within the context of capital development.  The CEO said reputation building and developing a PR, Marketing and Communications Strategy remains a priority area of focus.  Recruitment levels are now showing as 8% lower than in 2019-20. The Board were notified of recruitment plans. Angela requested a rationale for the falling figures and asked about summer recruitment plans, and Catherine asked whether local Colleges had similar experiences. The CEO and EDSPE talked about the importance of ensuring the curriculum offer is varied and robust at level 1 and 2 to support level 3 growth, working with local feeder schools to ensure relationships are built early on. The College is working with ESCC and the Youth Employment Service to support the very high (and predicted to significantly increase) young people not in education, employment or training. Planned activity for transition and summer activities for year 11s was shared.  The CEO said the planning for consultation on the Strategic Plan remains on track for wider external consultation after Easter. This will involve a ‘virtual town hall’ as well as 1:1s and groups sessions with key stakeholders, including staff and students. The Chair said the ESCG Strategic half day on 28 June would receive an update on how the consultation has proceeded and the Board will need to consider key risks associated with its delivery and the Board’s approach to ‘risk appetite’. At this point in the year, the results of the self-assessment and skills audit activity will have been reviewed by the Governance Development Committee, and recommendations will be put to the full Board as a result relating to committee membership and Board governance.  **Resolution**  The Board **resolved**, subject to contract, for the Transformation Committee to oversee the sale of the Chalk Pit for £1.8m.  **Resolution**  The Board **resolved** for the Transformation Committee to appoint a contractor to carry out minor works in Lewes and Eastbourne (known as enabling works). The Finance Committee Chair and/or Vice-Chair should also be in attendance at the next Transformation Committee meeting. | Mia |
| **3.1** | **Equality, Diversity & Inclusion Policy**  **Resolution**  The Board **approved** the EDI policy on the recommendation of the HR and Curriculum and Standards Committees.  **Action: The EDROD as Policy Register owner to ensure the Policy is made available on the staff intranet and College public facing website.** | Tim |
| **3.2** | **Special Committee TOR`**  Angela asked if proposals around independent governor numbers in membership on the Special Committee would be a challenge. The Chair of P&R said this has been discussed by the Committee and they felt the proposal was possible, given the size of the Board.  **Resolution**  The Board **approved** the revised Special Committee TOR. |  |
| **4.1** | **Governance Development Committee (January 25th 2021)**  *Zoey Thomas and Leo Hunnisett left the meeting*  The proposed revised Governance Structure was discussed:   * Retain - Curriculum and Standards Committee * Retain - Audit, Risk and Compliance Committee * Retain – local college boards * Retain - HR Committee retain for the rest of the academic year but consider long term benefits of a broader Committee and rename to the 'People and Culture' Committee * Retain - Finance Committee **-** retain with a view to revisit its remit and key purposes when the College's financial position stabilises. * Merge - Governance Development and Performance and Remuneration Committees to create a Search, Performance and Remuneration Committee – to take effect after May meetings / Skills Audit activity * Disband Transformation Committee * Establish a time-limited Capital Development Board * Creation of a Student Voice Forum (outside formal Governance structure)   Regarding the Capital Development Board, legal advice has been sought, which has informed a revision to the proposed Terms of Reference last discussed by the Transformation Committee. The CDB will be a time-limited Committee of the Board. The DoG said the Committee would have a strategic responsibility to oversee the implementation of the College's Estate Strategy and other strategic capital developments as approved by the ESCG Board. The DoG advised the Board must retain absolute responsibility for the approval of the Capital Programme. There is scope for the Board to set an agreed overall budget and deliverables for the CDP in advance, authorising the CDB to approve expenditure within the Board's parameters and tolerances (in line with ESCG Financial Regulations).  There was an initial proposal to have a sub-committee – project delivery- reporting into the CDB. Legal advice is that the Board needs to reflect carefully on this, warning of the potential for diluted delegated activity and accountability. If the Board did want to continue with this, the Articles would need to be amended.  The Board agreed to hold an Extraordinary Meeting in May to approve the time-limited Committee's TOR (with sight of the legal advice note) to set the budget (in line with the ESCG Financial Regulations), tolerances and deliverables.  **Action: For DoG, arrangement of meeting and ensuring clear TOR, legally supported and in line with financial regs**  Mark, as Chair of the Finance Committee, said he hopes for a time in the not too distant future when there is no longer a need for a Finance Committee, as currently operating, and agreed with proposals. It was confirmed that either the Chair or Vice-Chair of the Finance Committee would be on the membership of the Capital Development Board. Jo asked if Local College Board members will be represented; it was confirmed membership includes one member of each local College Board. Angela urged caution from experiences at neighbouring Colleges about pursing an estates strategy in isolation.  **Action: DoG to arrange a meeting with her, Ian, the EDORD and Mark (Chair of Finance) and Angela (Chair of Audit, Risk and Compliance) to review the Capital Development Board TOR / legal advice note ahead of the Extraordinary Meeting of the Board in May 2021, as discussed earlier.**    **Resolved**  The Board **approved** the proposed Governance structure and creation of a Student Voice Forum, outside of the Governance structure. The new Governance structure will take effect after the ESCG Strategic half day on 28 June.  Kevin, as Chair of Governance Development Committee, said that the Board is currently holding one vacancy and will have another when he leaves at the end of the academic year. There are also a number of potential co-option opportunities on HR, C&S, Finance, Audit, Risk and Compliance. The Chair said there would be a process (informed by the 2021 Skills Audit) of committee membership re-distribution after the merger of Governance Development and Performance and Remuneration Committees and the opportunity to further strengthen via co-option.  **Resolution**  The Board **approved** a targeted campaign, after Easter, for co-optees and two Independent Governors, with a focus on Finance, EDI, HR, familiarity with Hastings and Rother. | Mia  Mia |
| **4.2** | **HR Committee (February 16th 2021**)  The Chair asked the Board to note the People Strategy activity and a renewed EDI focus.  Gill, as Safeguarding Link Governor, said she would be meeting with the new Director of People and Culture to ensure she is sighted on any staff related safeguarding concerns and to provide additional scrutiny to the single central record. |
| **4.3** | **Chairs Meeting (February 25th 2021)**  Minutes noted. | Tim |
| **4.4** | **Transformation Committee (March 3rd 2021)**  Approvals are contained in 2.1 above. |
| **4.5** | **Curriculum and Standards (March 15th 2021)**  The Chair of Curriculum and Standards asked the Board to note performance for apprenticeships forecast for 2020/21, the success of £1m pledge to date and the progress made in a number of wellbeing and safeguarding areas. |
| **4.6** | **Finance Committee (March 17th 2021)**  Minutes noted |
| **4.7** | **Local College Boards**  Marie raise that there is not a functioning telephone system at Hastings  **Action: For EDROD** |
| 5.1 | **Urgent Matters**  The DoG advised that the escg email accounts, agreed at the last meeting, are now set up and Governors have been provided with guidance and offered 1.1 time with IT if needed. Emails will now be sent to escg. Accounts. |  |
| 5.2 | **Meeting Evaluation**  Marie undertook the meeting evaluation.  She praised the amount of information shared during the pre-board briefing session by the CEO and DoG.  Papers were distributed within seven days, with the exception of Finance Committee minutes; the meeting took place the day after the papers out date and the Lewes College Board. The papers were well written. All issues discussed were relevant, and the Governors had appropriate information to inform decision making. As always, the agenda was tight, and there was a lot of business to get through. The meeting did overrun. Everyone was given an opportunity to contribute, and members actively encouraged to do so. |  |

**Close 16.56**