

Finance Committee MINUTES

Date	23 rd June 2022	Time	13:30-14:45
Venue	ECAT House, Eastbourne Campus – Room EC205		
Chair	Mark Fisher		

Membership - Mark Fisher (Chair), Rebecca Conroy (EO), Tom Sanderson, Priscilla Kendall, Ian Mehrtens

In Attendance – Martin Penny (Chief Financial Officer), Mark Wardle (Deputy – CEO & Principal), Gemma Nesbit (Finance Operations Manager), Nathan Haffenden (Transformation Consultant – *item 5*), Matt Knight (Regional Head of Development Solutions, Willmott Dixon – *item 5*), Belle Howard (Director of Governance – *minutes*)

Quorum: The meeting was quorate throughout.

Apologies: Tom Sanderson

#	Item	Action	
1)	WELCOME & APOLOGIES 09:04		
	1.1 The Chair opened the meeting at 09:04 with a warm welcome to colleagues, particularly to GN, who was attending her first meeting.		
	1.2 Apologies were received and accepted from TS.		
2)	DECLARATIONS OF INTEREST 09:05		
	2.1 There were no declarations of interest received.		
3)	MINUTES OF LAST MEETING & MATTERS ARISING 09:06		
	3.1 Approval		
	Governors considered the minutes from the following meetings:		
	 24th March 2022 24th March 2022 – Joint Finance/ARaC 		
	Governors agreed that the minutes were a true and accurate record of what was discussed.		
	Outstanding actions from the meeting on 6 th December 2022:		
	 Item 2 – Management Accounts: discussion with Governors and the CFO about how to present. (CFO) Status – Pending This item continued to be deferred pending the appointment of the new Executive Director of Finance. 		



- Item 3 Draft five-year plan to be brought to the Finance Committee and CDB meetings in March. (CEO/CFO)
 - Status Complete
 - This item would be addressed later in the meeting.
- Item 4 Internal Audit report on capital project overspends to be brought to the joint meeting of the Finance Committee and Audit & Risk Committees, with members of Capital Projects Board attending by invitation. (CFO/DoG)
 - Status Complete
 - This item would be addressed later in the meeting.
- Actions from the meeting on 24th March 2022:

Item	Owner	Action	Due Date
3.3.1	BH	Explore term of office renewal process for TS.	Completed
7.1.1	MP	Include a reference to 'clawback' and associated assumptions in the Management Accounts.	Completed
7.1.2	MP	Provide a report on the debtor position for discussion at the next meeting.	Completed
8.2.1	MP	Check the overall budget total points figure of 190 for accuracy in the Financial KPI Report.	Completed
9.2.1	RC	Draft a partnerships strategy proposal that balances financial and educational value with the needs of the local community.	Pending – RC advised that a framework had been identified from another organisation and would be leveraged to develop the partnerships strategy proposal, in collaboration with the newly appointed VP, Business Development.
15.1.1	ВН	Arrange for the Finance Committee meeting on 23 rd June 2022 to be held face to face, with appropriate technology for hybrid meeting attendance available as needed.	Completed

• Actions from the Joint Finance & ARAC Committee meeting on 24th March 2022:

Item	Owner	Action	Due Date
7.2.1	AS/MF	Agree whether to schedule an additional Finance Committee and ARAC Committee	Completed
		meeting in the Summer Term.	

4) | MEMBERSHIP 09:11

4.1. Governors noted that Tom Sanderson had been reappointed by written resolution as a Co-opted Governor for a 4 year term, effective 1st April 2022.



5)	CAPITAL DEVELOPMENT UPDATE 09:12	
	MK & NH joined the meeting at 09:12.	
	A confidential discussion occurred.	
	MK left the meeting at 09:29.	
6)	FINANCE UPDATE – MAY 2022 09:34	
	6.1 ESCG Financial Statements Review/Online Dashboard	
	MP shared the following update:	
	 The annual Financial Health letter and dashboard had now been received from the EFSA. Governors were encouraged to log on to access the dashboard direct, via the View Your Education Data portal. The dashboard provided a useful benchmark of how ESCG was performing relative to other colleges. 	
	 Action 6.1.1 – Provide Governors with 'super user' information to enable them to log into the ESFA Finance Dashboard. 	MP
	MF reflected that the dashboard had indicated an improving position relative to the national picture.	
	6.2 College Financial Forecasting Return (CFRR) – March 2022	
	MP shared the following update:	
	 The college was no longer in intervention. The format of the CFFR had recently changed to include additional cashflow information. Various alignment conversations had taken place with the ESFA's Provider Market Oversight (PMO) Team. 	
	 MF reflected that no significant risks had been identified in the CFFR and noted that the submission process had improved. 	
	MF asked – how are checks made to provide assurance that the internal figures were correct? MP explained that there was a tab on financial settlements within the spreadsheet which could be matched to the statutory forecasted management accounts.	
	 Action 6.2.1 – Draft a summary report to provide assurance that the figures in the CFFR matched internal financial settlement figures. 	MP
	6.3 April Management Accounts & Draft May Management Accounts	
	MP shared the following update:	
	 The draft management accounts had now been produced for May 2022 and were being considered by the Executive Team. There had been a moderate change between the April and May management accounts, totalling £49K. 	



- There had also been a shift in some areas of income, primarily due to late invoicing.
- The ESFA had now published the new rules for the Adult Education Budget (AEB) for 2021-22. The college had until now calculated based upon the previous clawback system, which had since been amended to reduce the threshold at which this would occur.
- IM reflected on the appendix regarding the capital programme and suggested that it
 would be helpful for a column on the projected outturn costs to be included. MP
 agreed.
- MF noted a lack of purchase orders for some invoices and reflected that this was not an immaterial figure. MP explained that the main areas that these related to were Estates (facilities) and HR (agency staff). Governors agreed to revisit this issue.
- IM reflected on the issue of invoicing for facilities management and asked how much of this issue relates to the cancellation of orders? MP explained that this was the case for some, but not all instances and committed to closely monitor this issue moving forward.

6.4 Aged Debtor Report

- GN shared the following update:
 - A targeted focus had recently been made on those debts that had aged more than 121 days.
 - Further to the recent restructure of the Finance Team, a new supervisor was now in place with oversight responsibilities for the sales ledger.
 - The debt management process also had recently been reviewed and new letters had been established, with a view for debt collectors to be engaged following now response to the third letter.
 - Additionally, a detailed Debtor Report was being reviewed on a monthly basis, which would include discussion and alignment with the CFO. Where significant debts had raised particular concern, next steps would be identified and where appropriate, adjustments would be made.
 - o The new process was already working well, ensuring tighter control of debt.
- IM asked with regards to the management of student debt, has a different (welfare based) approach been adopted to debt collection, as compared to firms? GN explained that student debt collection was not typically sent to the debt collectors. Instead, further investigation would be conducted, with a view to take student welfare into consideration before any further action would be taken, such as establishing an affordable installment repayment plan.
- PMK asked how were student installment repayment plans working in practice? GN acknowledged that there were some instances where students had defaulted on these, but this would be followed up by a call to the student to understand any issues and offer support as needed.
- MP noted that this more proactive approach to student debt, meant that issues were being addressed more promptly, i.e. before students had left the college.
- MF thanked GN for her comprehensive report.



6.5 Monitoring FY22 KPIs Relating to Finance

- MP shared the following update:
 - KPIs were currently trending on the cusp of Requires Improvement(RI)/Good for the following areas:
 - ESFA Financial Health Grade data
 - FEC Financial Benchmark data
 - PMO Financial KPI data
 - The CFFR now incorporated two sets of benchmarks. The new addition related to the management of debt, which had consistently failed across the FE sector, with colleges typically rated inadequate due to the way this had been measured. As such, it was expected that these KPIs would likely be revisited the ESFA.
 - Overall, the college was on track RI this year, with a view for the budget to be rated at the high end of RI next year.
- MF noted that next year would likely be a challenging one from a financial management perspective and reflected that it would be important to retain a top RI position next year.
- IM considered the FEC benchmark related to 'pay costs as a percentage of income' and asked are you clear on the level where this is in fact too low? RC reflected that the current balance was already too low, however this was preferable in the current climate with so many other costs rising rapidly. Moving forward, it would be important to get the balance right. MP explained that a level of 58-59% was typical for sixth form colleges and anything below 60% would be considered too low for the FE sector.
- MF reflected on the KPIs overall and noted that a key aim would be to eventually achieve 'Good' in all of the targets. MP advised that ESCG was on the cusp and just 10 points below a 'Good' rating. As such, this would be achievable with challenging income targets moving forward.

6.6 Five Year Plan Update

- MP shared the following update:
 - An initial meeting had been held with MW to discuss the expected cash flow in light of the curriculum plan and capital projects.
 - This would form the basis for forecasting for a 5-20 year period, taking into consideration a range of strategic issues.
- MF asked would the Five-Year Plan be available for consideration by the committee at the next meeting? MP confirmed that it would be.
 - o Action 6.6.1 Include Five Year Plan on the agenda for the next meeting.

BH



7) RSM AUDIT REPORT 09:59

7.1 FECA Enabling Works – Project Overspend Update

- RC shared the following update:
 - The report had now been discussed at several committees, including SP&R, ARaC and CDB.
 - A number of lessons learned related to financial controls had been outlined in the report from RSM, primarily due to a lack of adequate oversight, which in turn resulted in overspend. Oversight of the associated management actions would be owned by the ARaC Committee, with links to the Finance Committee as appropriate.
 - An error had been noted in the report related to inadequate project approval processes; this issue related to Salix, rather than the FECA Enabling Works.
 - Moving forward, work would be undertaken to ensure more robust governance structures were in place for capital development projects, as well as a refresh of financial systems and controls.
- PMK reflected on the need to ensure effective control moving forward and asked

 can we be confident that the lessons have indeed been learned?
 RC explained that there had not been sufficient levels of triangulation in the past, noting that the FECA project would have benefited from leveraging a project blueprint as well as more effective monitoring reports to the Finance Committee. Given the new processes that were now in place, RC expressed confidence that this issue had been addressed moving forward.
- MP noted that another factor was that there had not been adequate engagement, challenge and oversight by the Finance Team on capital development projects at that time. Each capital project now had a named Finance Lead assigned from the team.
- RC explained that moving forward, it was equally important to ensure appropriate
 project management resource was in place, with clearly defined roles/responsibilities
 and named owners for each project.
- IM asked are Finance Leads assigned at the project (rather than campus or site) level? GN confirmed that each Finance Lead had oversight responsibility for a group of projects to ensure effective end to end oversight. MF reflected that the appointment of Finance Leads for each project was key for ensuring effective financial control.
- MF noted that the RSM Audit report had detailed a £534K overspend against the
 originally agreed contract price, but noted that a £200K variance had previously been
 reported. MP agreed to provide a table detailing the overspend breakdown.
 - Action 7.1.1 Provide a breakdown of the overspend for the FECA Enabling Works project.

MP



8) | **DRAFT FINAL BUDGET – 2022-23**

10:11

8.1 Draft Final Budget FY23 & Target Setting

- MP delivered a presentation on screen and shared the following key updates:
 - Since 2019, there had been an increasingly improving picture in the college's financial health, ranging from 'Inadequate' then to the current 'Requires Improvement' position, with a forecast £4.967m in the bank by end of year.
 - Whilst the U16-18 headline funding rate had increased by 8.5%, due to low student numbers in 2022, this only equated to a 2.1% (£514K).
 - Additionally, there was a requirement to deliver an additional 40 hours p.a, per student.
 - There was also no allowance for inflation in other post-18 budgets, with rates remaining the same as 2022.
 - As regards to unavoidable costs, the college was impacted by increased rates for National Insurance, minimum wage, energy costs, interest rates, exam fees and inflation.
 - Additional challenges for ESCG included clawback of AEB funding due to under performance, loan repayments against capital investments, recruitment challenges for some curriculum areas and some aspects of service delivery.
 - Rolling operating cashflow for 2022-23 was illustrated as follows:



- The period between Nov 2022-March 2023 depicts a significant drop in cashflow due to AEB clawbacks due to take place at that time.
- Cash would therefore need to be carefully managed, with particular focus and clarity on levels of exposure for capital development projects.
- The college continued to have access to a £1m overdraft and Revolving Credit Facility (RCF) of £2.5m. The RCF was due for renewal in the Autumn Term and consideration would be needed to determine whether this would be retained. For example, it may be possible to negotiate a higher overdraft and discontinue the RCF.



- Key headlines for the 2022-23 budget were:
 - There had been an overall year on year increase in the budget of £2.3m. However, the key challenge for the college was to achieve all of its income targets, including those related to the AEB and apprenticeships.
 - However, pay expenditure had increased by £2.6m compared to 2022, in order to accommodate a 2.5% increase in certain pay scales and enable a Real Living Wage.
 - Other cost increases related to inflation and increased utility bills.
- RC explained that the wider staff benefits package would include access to a range of discounts and offers, valued at £30K. The trade unions had asked whether it was feasible for the £30K could simply be used to increase staff pay, however this approach would have very limited impact across the whole staff base.
- RC also advised that negotiations were ongoing with the trade unions, with a
 consistent approach of transparency and collaboration, however potential strike action
 remained a high risk for the college.
- RC clarified that the Real Living Wage pay increase would apply to any members of staff who were paid below £25K per annum. A further meeting was planned with the trade unions to outline the proposed package of benefits, with a view to hopefully avoid industrial action.
- RC noted that Unison had somewhat been under-represented in some trade union discussions, however this had not detrimentally impacted the approach to pay decisions being made and the college was equally committed to ensuring a fair outcome for support staff.
- IM asked could you provide a total value and breakdown of the pay award and associated staff benefits package? RC and MW confirmed that they would.
 - Action 8.1.1 Provide a breakdown of the staff pay award and associated benefits package.

MP summarised the budget proposal as follows:

SUMMARY

- Budget set to generate required cash inflows to service Capital Investment and service debt
- Pay budget set to support the lowest paid staff and looking to help offset cost of living rises
- Income targets challenging but making the most of our staffing resource to deliver to plan
- Opportunities for growth investing in todays staff for a better future

RC/MP



BH

- MF reflected that it would be important to understand the key risks linked to the budget, primarily:
 - o **Income** each of the income streams had particularly challenging targets.
 - Staff Pay the need to balance the impact of the current cost of living crisis with the college's financial objectives.
- Action 8.1.2 Share a copy of the Budget 2022-23 presentation with Finance Committee members and include as a paper for the forthcoming Board meeting on 5th July 2022.

• MF reflected that per the historic cost account, the college's reserves continued to go down by substantial amounts and asked – is there any impact as a result of this? MP confirmed that there was not, as colleges were not in the public sector and as long as the college was not setting a deficit budget as regards to EBITDA.

- **PMK asked how is student recruitment going?** RC advised that applications had gone up by 9%, so the primary focus at present was on conversion.
- RESOLUTION The Finance Committee agreed to recommend the 2022-23 budget to the Board for approval.

9) | SUBCONTRACTING & PARTNERSHIP UPDATE

10:28

9.1 Report on FY22 Activity & Subcontracting Strategy FY23

- MP shared the following update:
 - The 'Subcontractor & Supply-chain Fees Policy' had recently been recommended to the Board for approval by the ARaC Committee. However, work would continue in the next review cycle to ensure this policy was worded in a more user-friendly way, which would need to be aligned with the auditors.
 - 2021-22 Subcontractor Values:
 - No changes had been made to the Maximum Contract Value (MCV).
 - The college was on target to deliver £2m in apprenticeships with subcontractors in 2021-22.
 - o 2022-23 Subcontractor Values:
 - The MCV was agreed by the Finance Committee at the last meeting.
 - This had been aligned to the "Making a case to maintain current subcontracting" document, as submitted to the ESFA.
 - There had been a recent change in the rules that now required colleges to make a case to the ESFA to continue with sub-contracting activity.

10) INSURANCE CLAIMS UPDATE

10:32

- 10.1 GN shared the following update:
 - A few claims remain outstanding, which were of relatively low value.



- Any instances that may lead to a potential claim would routinely be notified to the insurers immediately.
- This approach enables the college to proactively gather any information required by the insurers up front.
- Quarterly meetings were also scheduled with the insurers to ensure effective communication and alignment.

10.2 Governors noted a clean report and thanked GN for her update.

11) GOVERNANCE 10:36

11.1 Committee Terms of Reference

- The DoG advised that only moderate updates had been required, following a comparative review against the Cycle of Business.
- Governors agreed the following amended wording to the ToR:
 - o **Item 2.3** "The Committee will elect a Chair and Vice-Chair from its membership and seek approval from the Board. Co-opted members may not be elected as Chair."
- RESOLUTION The Finance Committee agreed to recommend the Terms of Reference to the Board for approval, subject to the agreed amendment.

11.2 Review of Committee Effectiveness – 2021-22

- The DoG shared the following update:
 - A similar committee effectiveness review exercise had been conducted for all committees, the process for which had been both impartial and fact based.
 - The report focussed on the following areas:
 - Membership this was consistently in line with the Terms of Reference and as such all meetings were quorate.
 - Attendance this had seen a 1% increase year on year to 76%, with 50% attendance rate for one Governor and occasional apologies for 3 Governors.
 - Live Meeting Assessments had scored highly in all areas. It had been recommended that moving forwards all committee members would utilise electronic forms to submit their responses, in order to increase the opportunity for candid responses.
 - Meeting Papers these had exceeded the 100-page target in the Autumn Term. Further work was needed to ensure papers were concise and specific, with clarity for Governors on key actions and next steps.
 - Minutes these had been drafted within the 15 working day target, with the exception of two meetings.
 - Cycle of Business On average, 95% of governance business was covered in the intended meeting, with items rarely delayed/deferred. A comprehensive schedule of governance work was included on the Cycle of Business.



11.3 Draft Cycle of Business 2022-23

- The DoG advised that only moderate updates had been required, following a comparative review against the Terms of Reference.
- Governors considered the Autumn Term meeting dates and expressed concern with the proximity of the Joint ARaC/Finance Committee meeting date to the Full Board meeting in December 2022.
- IM reiterated the need for minutes from the Joint ARaC & Finance Committee meeting to be included as a paper for the subsequent Board meeting, given the important discussion that would occur related to the budget.
- Also, PMK requested that the first meeting of the academic year be amended from 26th September 2022 to enable her to attend. Governors agreed.
 - Action 11.3.1 Explore options for adjusting the proposed Autumn Term meeting dates to maximise time ahead of the December 2022 Board meeting and to enable PMK to attend.

• Governors agreed that an additional (short) Finance meeting would be held before the joint committee meeting to consider the budget.

 Governors also agreed that the Spring Term Finance Committee meeting would be held in person.

12) **POLICIES** 10:48

12.1 Student Support Funds Policy

- MP advised that the updates to this policy had been made in line with the latest quidance.
- RESOLUTION: The Finance Committee agreed to recommend the Student Support Funds Policy to the Board for approval.

12.2 College Financial Regulations

- This policy was reviewed jointly with the ARaC Committee.
- MP advised that the key change was an increase to the UK procurement limit.
- MF noted the need for the College Financial Regulations to be updated to reflect the latest organisational structure, i.e. to remove redundant role titles. Governors agreed.
 - Action 12.2.1 Remove redundant role titles from the College Financial Regulations.

• RESOLUTION: The Finance Committee agreed to recommend the College Finance Regulations to the Board for approval.

BH

MP



12.3 Staff & Governor Expenses Policy

- This policy was reviewed jointly with the ARaC Committee.
- MP advised that the key change was an increase to the hotel and subsistence limits, aligned to latest guidance.
- RESOLUTION: The Finance Committee agreed to recommend the College Finance Regulations to the Board for approval.

12.4 RC advised that moving forward, a summary of changes to all policies would be shared in a cover paper.

13) PLAZA TRADING HASTINGS LTD - ACCOUNTS

10:57

- 13.1 GN provided the following update on the 2020-21 accounts:
 - The Plaza Trading Hastings Ltd (PTHL) accounts had been significantly delayed, in order to prioritise completion of the college's main accounts.
 - PTHL had seen a change in position to a dormant company, which resulted in review and alignment work being necessary with the auditors.
 - The PTHL accounts have provisionally been agreed with the auditors, though the
 official findings report was still awaited. Once received, the accounts would be
 submitted to the Director (IM) for approval; the deadline for which had been extended
 to end of July 2022.
 - The PTHL accounts had been prepared on the basis that the company was dormant and as such it had been reflected that the company was not a going concern, all intercompany debts had been removed and no value had been attributed to assets.
 - PTHL reported a loss in 2020-2021 and the college had waived its management charge in light of that.
 - A further set of financial accounts for 2021-22 would be required, which would reflect a single month of activity. Thereafter, the company would be fully dormant and as such would be reported in the college's main financial accounts.

13.2 The following discussion occurred:

- MF asked should the accounts be updated to reflect the resignation of the senior post holder who had also held a role as Director of PTHL? GN confirmed that the accounts would be updated to reflect this.
- RESOLUTION The Finance Committee agreed to recommend the Plaza Trading Hastings Ltd accounts to the Board for approval, subject to the agreed amendment.

14) ANY OTHER BUSINESS

11:06

14.1 There was no additional urgent items identified for discussion.



15)	DATE OF NEXT MEETING 11:07				
	15.1 The next meeting was scheduled for Monday 3rd October 2022, 10:00-12:00.				
16)	LIVE COMMITTEE SELF-ASSESSMENT 11:08				
	16.1 Survey responses were received from Governors, live during the meeting:				
	#	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%		
17)	CLOSE 11:09				
	17.1	MF particularly thanked GN for attending the meeting.			
	17.2 The meeting closed at 11:09.				

Action Summary

Item	Owner	Action	Due Date
6.1.1	MP	Provide Governors with 'super user' information to enable them to log into the ESFA Finance Dashboard.	3 rd October 2022
6.2.1	MP	Draft a summary report to provide assurance that the figures in the CFFR matched internal financial settlement figures.	3 rd October 2022
6.6.1	BH	Include Five Year Plan on the agenda for the next meeting.	3 rd October 2022
7.1.1	MP	Provide a breakdown of the overspend for the FECA Enabling Works project.	3 rd October 2022
8.1.3	RC/MP	Provide a breakdown of the staff pay award and associated benefits package.	3 rd October 2022
8.1.2	BH	Share a copy of the Budget 2022-23 presentation with Finance Committee members and include as a paper for the forthcoming Board meeting on 5 th July 2022.	Complete
11.3.1	BH	Explore options for adjusting the proposed Autumn Term meeting dates to maximise time ahead of the December 2022 Board meeting and to enable PMK to attend.	August 2022
12.2.1	MP	Remove redundant role titles from the College Financial Regulations.	Complete