

BRIGHTON HOVE & SUSSEX SIXTH FORM COLLEGE

MINUTES OF THE MEETING OF THE CORPORATION HELD ON MONDAY 11TH JULY 2022 AT 6.00 P.M. ONLINE VIA TEAMS

Present: Raphaella Badua (Governor – Student), William Baldwin (Principal), Jo Davis (Governor), Mick McLean (Governor), Marcus Palmer (Governor) for items 1.2, 3.2 and 7.1bv), Chris Piper (Governor), Sandra Prail (Chair of Governors), Louise Serpell (Governor – Parent), Jo Usher (Governor – Support Staff), Tom Wolfenden (Vice-Chair of Governors), Andrew Wright (Governor)

In attendance: Alison Cousens (Assistant Principal), Jutta Knapp (Assistant Principal), James Moncrieff (Deputy Principal), Louise Pennington (Governance Director and Clerk)

The meeting was quorate

Note: ***Questions and Comments from Governors have been included in bold italics for ease of identification.***

The presentation from Heads of Department was deferred until the next academic year.

Marcus Palmer was present at the start of the meeting for items: 1.2, 3.2, and 7.1(b) (v) and it was resolved as proposed by the Chair that these items would be dealt with first, prior to Marcus Palmer's departure.

SECTION 1: ROUTINE AND STANDING ITEMS

1.1 Apologies and Welcomes

Apologies: Gillian Hampden-Thompson (Governor), Katharyn MacVarish (Governor – Teaching Staff), Chris Newson (Governor), Ava Peevers (Governor – Student), Neil Perry (Vice Chair), Simon Porges (Governor – Parent), Jo Redfern (Governor)

Welcomes: Raphaella Badua (Student Governor), Jo Usher (Staff (Support) Governor)

1.2 Membership Matters

The following appointments/reappointments were endorsed by the Corporation and reference was made to the recommendations made at the Search and Governance Committee meeting held earlier this term, as recorded in the draft confidential minutes, accessible via Teams. It was noted that no recommendation is made concerning the Chair Designate position and that S&G would review succession planning next term.

- a) **Appoint New Support Staff Governor: Jo Usher** – approved, for a three year term of office until 31st July 2025 and also that Jo should join the Resources Committee for the same period.
- b) **Appoint New Student Governors: Raphaella Badua and Ava Peevers** - approved, with immediate effect for a 1 year term of office, until the outcome of next year's election has been confirmed.

c),d) **Other Recommendations from S & G Committee including New Governors/co-opted committee Member and other Membership changes**

Simon Porges – transfer from being a Parent Governor, when his term ends, to an External Governor (replacing Tom Wolfenden) at 31st December 2022, with the term running for 3 years until 31st December 2025. It was also resolved that Simon should continue to serve on the Audit Committee and also as Audit Committee Deputy Chair. With immediate effect, Simon Porges would also take over the role as Sustainability Link Governor from Tom Wolfenden.

Tom Wolfenden – after 12 years of service, Tom Wolfenden will be retiring as a Governor, but following his agreement, it was resolved that he should remain as a Governor until 31st December 2022, along with his membership on the Resources Committee and Premises Group (transferring the VC and Link Sustainability role to Simon Porges with immediate effect)

Rob Milton – to be appointed as a co-opted Member of the Audit Committee, with immediate effect for a 3 year term of office, until 31st July 2025.

Paul Lovegrove – to be appointed as an External Governor and Member of the Audit Committee, with immediate effect for a 3 year term of office, until 31st July 2025.

Jo Redfern – to be reappointed as a Governor with effect from 31st December 2022, when her current term of office ends, for another 3 year term of office and that she should continue to serve on the Q & C Committee and also act as the Careers Lead Governor.

Gillian Hampden-Thompson – to be reappointed as a Governor when her current term of office ends on 31st December 2022, noting that the length of service will be decided in due course, but was likely to be less than the usual 3 year term of office. Gill will also continue as Chair of Q & C Committee and as a member of the Remuneration Committee and Search and Governance Committee for the same period.

Jacque Punter (co-opted Teaching Staff Member of Q & C Committee) – The Corporation was reminded that Jacque's term of office was due to end on 31st December 2022 and that next term SLT would make recommendations regarding her successor, via S & G Committee.

Mark Snape (co-opted Member of Resources Committee and Premises Group) – The Corporation noted that Mark's current term of office was due to end on 31st December 2022 and that he was not available to be considered for reappointment. Thanks were recorded to Mark for his help and support over the last 6 years.

e) VICE – CHAIR ELECTION PROCESS:

At this point in line with the Corporation's procedures, the Principal took the Chair and invited nominations, which were proposed and seconded as detailed below:

Simon Porges: Tom Wolfenden and Jo Davis proposed and seconded respectively. There were no other nominations and Simon Porges was duly elected as the successor to Tom Wolfenden with immediate effect, for a three year term but noting that this would be reviewed after 6 months.

It was agreed that as Vice-Chair, Simon Porges should also be appointed to join the Search and Governance Committee and Remuneration Committee, in line with that Committees' terms of reference and that Tom Wolfenden would stand down from both Committees with immediate effect.

1.3 Minutes of the Meeting held on 22nd March 2022.

The minutes were approved by the Corporation and the Chair authorised to sign them as a correct record of the meetings. **ACTION: Louise Pennington**

1.4 Matters Arising

The Committee reviewed the actions as recorded in the draft minutes, noting those which had been completed, those which would be completed in due course, or were included on the meeting agenda.

1.5 Declaration of Interest

No declarations were made other than those already included within the Governors' register of interest declarations and as per the confidential agenda item 7.1iv.

Regarding item 4.1 External Board Review (EBR) and noting that in due course the Board would need to appoint a service provider (one of which is the AoC) to lead on the Board's EBR, the Chair and Principal disclosed the following: Sandra Prail (Member of the AoC's Governors Council and an External Board Reviewer for the AoC) and William Baldwin as a Member of the AoC Board – refer S & G Committee draft minutes at which the EBR was considered.

SECTION 2: STRATEGIC ITEMS AND CURRICULUM AND GUIDANCE ITEMS

2.1 Principal's Report

The contents of the Principal's Report were noted by the Corporation and the Principal drew attention to the headline items:

- Awaiting examination results – which are expected to achieve an overall mid-point between results from 2019 and 2021.
- Expanding SLT with the addition of the Director of digital Strategy who has been appointed as an Assistant Principal (Digital and Communications), noting that she was the only member of SLT who was not a Senior Post Holder (the latter of which would have to be appointed by the Governing Body).

QUESTIONS FROM GOVERNORS (including those received via Teams prior to the meeting):

- **Use of social media by Staff to report on Student successes etc – Is there any way of assessing how effective this is in promoting a positive profile for BHASVIC, as a Contemporary and Creative Learning Community? In response the Principal reported that a new Communications Manager had been appointed and this was one of the matters to be investigated and taken forward to determine impact.**
- **In terms of the new skills duty – does SLT have any views on the number and which local employer representatives in the City and the connections which are likely notwithstanding that there are other City Colleges requiring employer connections in order to meet the Skills duty and how was this being actioned by Colleges? The Principal agreed that local employers will have received numerous partnership requests but explained that the Sussex Chamber of Commerce leading the the LSIP (Local Skills Improvement Plan) is in dialogue with employers and the Colleges within FE Sussex (and the Accord) include a regular agenda item on the Skills requirements. All Colleges will already have nurtured some work experience relationships with local employers. The Principal also explained that at the next Ofsted Inspection, which is expected to be in the next academic year, the new framework will require inspectors to review and meet with local employers connected to the College. The Principal informed Governors that Alison Cousens chaired the Careers Leader Network, which feeds into the Local Authority.** Regarding the Skills duty, the Chair of Governors reminded Governors that this was a duty that falls on the Governing Body and that at the next Inspection Ofsted will want to see that Governors understand this duty and will want to see how effective this is; it was noted that the Careers Lead Governor, Jo Redfern, was working with the Assistant Principal, Alison Cousens, with this in mind and the EIF Group of Governors will also be meeting in early September to discuss this matter and also look at governance issues relating to the Skills Act.
- **Referring to page 13 and the key points listed, notably the changes in destinations with respect to some Students going directly from FE into employment rather than HE and others opting for a gap year prior to HE, the Principal highlighted that there was an increase in Students opting for employment destinations rather than HE, hence the importance providing a scheme of work experience placements.**
- **Governors also questioned the date at which the last satisfaction survey information was collected in respect of Students, Staff and Parents. It was confirmed that the next survey was due to be issued shortly, with the analysis being reported in the Autumn Term, ACTION: SLT**

2.2 Student Governors' Report

Raphaella Badua reported on the following topics to Corporation:

- **A2 post exams - feedback from Students:** There was a variety of feelings expressed by Students post the exams period, including relief and happiness that the exams were over and others were unsure how they would fill their time during the Summer and longer term, with some Students thinking about a gap year. She suggested that it might be helpful for Staff to provide additional advice on post-A Level life after BHASVIC, particularly for those Students who haven't made decisions regarding their future. The Principal signposted existing sources of advice.
- **A1 to A2 transfer and feedback from Students regarding Moving on Day:** Student Union and Student Ambassadors helped support the Moving on Day. The feedback from Students has been very positive overall, although it was a bit hectic during peak times. Several Universities left boxes of marketing material (prospectus etc) which can be returned to avoid waste. Students are feeling excited for the Summer break but some are slightly anxious about next year and the increased pressure owing to the importance of doing well in exams. Continued reassurance and encouragement from Teaching Staff and Tutors would be useful.

Questions from Governors:

The Parent Governor reported on her son's experience of the tutor system and that there might be a need for improved communication about timetabling and content. The Student Governor agreed. After a general discussion on tutorial provision.

it was agreed that the Q & C Committee would be asked take a deeper look into tutorial provision including survey data and progress on actions in in the College Development Plan. **ACTION: James Moncrieff/Sandra Prail/Gillian Hampden-Thompson**

2.3 College Development Plan (CDP) – Update

The Corporation noted the discussions held at the last Q & C Committee and the key issues raised. There were no particular issues identified by the Q & C Committee which the Committee thought required further discussion/notification at Corporation. The Corporation welcomed the new, focused front sheet,

SECTION 3: RESOURCES/AUDIT/INTERNAL ASSURANCE ITEMS

3.1 Management Accounts for 9 Months to 30/4/2022

[Link to Cover Sheet](#)
[Link to Accounts](#)

Jutta Knapp introduced the documents and drew Governors' attention to the revised meeting paper front sheet, which highlighted the key issues reviewed and recommendations made. It was noted that the Resources Committee had had a useful discussion on the detailed figures, including the major variances. No issues had been identified by the Committee for Corporation's specific attention.

Financial health was noted as "good".

The Corporation raised a point regarding the benchmarking of Staff pay as percentage of income and comparisons with other SFCs and FE Colleges and it was recognised that the sector had to be realistic with regard to targeting a ratio which was achievable, noting that the College was heading towards the median for the sector.

There were no other questions from Governors, and the Corporation had been provided with assurance based on the contents of the management accounts.

3.2 Budget 2022/2023

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Jutta Knapp (Assistant Principal (Resources) and Marcus Palmer (Chair of Resources Committee) presented the paper to the Corporation and highlighted the discussion held at the Resources Committee, together with the key points detailed in the meeting paper front sheet.

In response to questions from Governors, the following points were noted:

- referencing potential inconsistency and referencing the Exec Summary, which states *'The result is an operating surplus of £195k, with a cash inflow on operating activities of £151k, which becomes a cash inflow of £166K when the effects of capital projects and non-cash expenditure is accounted for and then contrasting this with the Management summary on the following page which states 'The operating surplus is £150k, with a cash inflow of £516k from operating activities, and cash inflow of £166k after capital expenditure'. In response Jutta Knapp confirmed that the figures should be as set out in the management summary, noting that although the net cashflow was the same, there was a late decision by SLT (with agreement of the auditors), that the initial costs of the new modular classrooms should be treated as revenue spend rather than capital.*
- Governors referred to the Cash inflow of £166k is and suggested that this appeared to be highly sensitive to being off-set by any pay increase greater than 3.5% (each 1%=£130k). In response, Jutta Knapp referred to the assumption in the paper that *"It is considered unlikely that average increase much in excess of that allowed for will be agreed", and confirmed that there was an element of Staff costs contingency within the budget, but explained that SLT thought it was unlikely that the pay increase would be more than 3.5% reflected the mandate agreed between Colleges and the SFCA. Notwithstanding this, there is likely to be strike action over pay, but unless Colleges receives additional funding, it will not be able to offer much more than the 3.5% included in the proposed budget.*
- Following a question from Corporation regarding bank covenants and referencing the table on page 38, which included the new loan facility, the target – Total Gross Debt to Net Assets shall not be more than 0.40:1; and given as 19:1 for 2022/2023, it was confirmed that this should in fact read "0.19:1".

The Corporation approved the budget, based on the recommendations made by the Resources Committee, as presented by the Committee Chair.

3.3 College Financial Forecasting Return 2022-2024 (refer to Governors' Resources Teams folder for financial return excel document)

The recommendations for approval from the Resources Committee, together with the contents of the paper and front sheet, were considered by the Corporation, noting the "good" financial forecast position and cash balances.

The ONS (Office for National Statistics) review of whether to reclassify FE Colleges including SFCs from the private sector to the public sector, did not include the impact on capacity of requests for detailed information.

The financial forecasting return was approved by Corporation.

3.3 CFFR 2022-24

Jutta Knapp presented the paper, the contents of which were noted and the following questions raised by Governors:

- Same point as above (refer to budget question above) on sensitivity to pay increase applies – in this case a general Contingency Plan is shown – is there specificity behind this plan? Jutta Knapp confirmed that the response was as given above in the budget record - no general contingency, just some in staffing contingency.
- Assumption stated as 'No general increase for non-pay costs. Is the implication that cost increases due to inflation (incl. Utilities) will be absorbed by reducing other costs and was there a plan in place for this? In response Jutta Knapp explained that this means that no general inflationary rise has been applied across all costs, each line has been looked at individually, so, for example, electricity budget has been increased by just over 60%, exam fees by 9%

3.4 Financial Dashboard and ESFA Assessment of Finance Record

The contents of the paper were noted by the Corporation and in particular the key points highlighted at Resources Committee. It was noted that the intention would be to provide this to Governors in future via an online tool.

3.5 Risk Management

Risk Register (risk Assurance Map included in the Principal's report)

The Principal and Chair of Audit Committee (Jo Davis) presented the Risk Register and summarised points discussed at Audit Committee, including the new risks - failure to meet sustainability goals, together with the impact from inflation/cost of living crisis on all risks.

The Risk Register was approved.

3.6 Reappointment and Remuneration of Internal Auditors and External Auditors

Based on the recommendations from the Audit Committee, as presented by Jo Davis the Corporation approved the reappointment of the internal and external auditors together with the associated remuneration.

Regarding the external auditors (RSMUK), Jutta Knapp advised that they provided significant value, but under the ESFA's funding agreement, the Corporation was required to re-tender for the external audit service next year and the work for this will be undertaken next year; Jo Davis will sit on the Tender Panel with Jutta Knapp, with recommendations going to Corporation via Audit Committee.

SECTION 4: GOVERNANCE ITEMS

Refer Search and Governance Committee (1.2), Consent Agenda (5.4) and Confidential Papers (7.1)

4.1 External Board Review (EBR)

The Chair of Governors reported on the EBR item discussed and referred to the front sheet paper, providing a summary of the new requirements to carry out an EBR every 3 years (between 2021/2022 to 2023/2024), commissioned from an external reviewer, noting the expected cost range, chargeable to the Corporation.

The preliminary work proposed by the S & G Committee is to seek quotations from a number of providers, within the intention of undertaking the review in the Spring or Summer Terms 2023, which will give the Governing Body time to review its self-assessment (due next term).

The Corporation endorsed the proposals above, noting that the preparatory work would be carried out by Sandra Prail, Louise Pennington and with his agreement – Simon Porges. It was resolved to delegate authority to commission an EBR to the Chair of Governors (Sandra Prail) and Vice-Chair (Simon Porges) and that quotations would be sought from a range of suppliers, budget to be agreed in principle, based on average indications provided, pending actual quotations and appoint an appropriate provider, the details would then be advised to Corporation for retrospective

endorsement at the next Corporation Meeting and to agree next steps. **ACTION: Sandra Prail/ACTION: Sandra Prail/Louise Pennington**

SECTION 5: CONSENT AGENDA

It was noted that no points or questions had been raised with the Chair in advance of the meeting and therefore there would be no requirement to discuss any of the items in any detail.

All the documents listed below, were approved or noted by the Corporation.

POLICIES AND OTHER DOCUMENTS

5.1 POLICIES AND OTHER DOCUMENTS - papers provided via Links

The policies and other documents listed below were approved by Corporation as recommended by the respective Committees.

- a) **Business Procedures (significant changes only) – front sheet.**
- b) **Anti-Fraud and Irregularity Policy – front sheet**
- c) **Internal Audit Plan**
- d) **Audit Reports**
 - i) **ESFA Funding Audit Report (KPMG)/Management Letter**
 - ii) **Internal Audit Reports (Financial Control and IT Cyber Security Interim Report)**
- e) **External Audit Plan**
- f) **Performance Indicators for External Auditors**
- g) **Governor Recruitment and Succession Planning Policy and Procedures – final update**
- h) **All Committee Terms of References annual review – refer respective draft Committee minutes**

COMMITTEE MINUTES AND OTHER MATTERS FOR NOTING

The Committee Chairs (or Deputies or SLT Lead members, in the Chairs' absence) gave a brief summary of the key aspects of their meetings and reference was also made to the draft minutes which were taken as read and any recommendations therein were approved; the draft minutes were made available to all Governors online via the respective Governors' Committee Team folder, subject to confidentiality criteria.

5.2 Quality and Curriculum Committee 13th June 2022

Committee Business/papers:

Principal's Update

Termly Update – Student Governors' Perspective – Oral Report

Student Destinations' report and Annual Report from Careers' Lead Governor

College Development Plan Update

Student Programme Enhancement (additional 40 GLH)

AoC New Network for Colleges' Q & C Committee Chairs

Risk Assurance

Committee Self-Assessment

5.3 Resources Committee 20th June 2022

Committee Business:

Principal's Report

Termly Update on HR and Related Matters inc. National Pay Negotiations – oral report

IT Strategy and Developments

Premises Update – oral report

Risk Assurance

Committee Self-Assessment

5.4 Audit Committee 28th June 2022 (deferred from 23rd June 2022)

Committee Business:

Update on Audit Recommendations

AoC Network for Audit and Finance Committee Chairs

Fraud Report

Committee Self-Assessment

5.5 Search and Governance Committee 4th July 2022 (deferred from 27th June 2022) – refer confidential section below

Committee Business:

Membership Matters – refer item 1.2 above

AoC Code of Good Governance – Progress Report

Skills Audit – Review revised format

Update on Skills Bill including Local Skills Improvement Plans and Strategic Development Fund

Chair and Vice-Chair Appraisal

External Board Review

Committee Self-Assessment

SECTION 6: OTHER MATTERS

6.1 Any Other Business – None.

a) Feedback on new meeting paper front sheets:

- Governors agreed that the new format of front sheets setting out the key discussions held at the respective committee meetings and material points which may need further discussion at Corporation, were really useful in focussing preparation and had significantly reduced the meeting papers pack size. The inclusion of links within the agenda was also preferred, rather than including such documents within the main pack.
- It was agreed to continue with the new format, but that each Committee Chair should discuss and agree with the Committee members (and SLT) at the end of each item during the meeting, the key points from the discussions held which should be included in the revised front sheet, together with confirmation of documents to be circulated/linked in the papers and the Chair agreed to liaise with the Committee Chairs who weren't present at this meeting. **ACTION: Chairs/Committee Chairs/SLT**
- It was also resolved that the S & G Committee should keep the above process under review. **ACTION: Chair/LEP**

6.2 Date of Next Meeting – To be advised.

SECTION 8: CONFIDENTIAL BUSINESS - refer separate confidential record/minutes

7.1 CONFIDENTIAL MEETING MINUTES

a) Corporation 22nd March 2022 – approved

b) Committees:

i) Quality and Curriculum Committee 13th June 2022 including termly safeguarding report - noted

ii) Resources - noted

iii) Audit – noted.

iv) Search and Governance Committee 4th July 2022 (from 27th June 2022) – and refer under 1.2 and 5.4 - noted

- Approve Disclosure of Interest Item – AYP Annual Contract/tender process – excluding Student Governors, so need 8

At this point the Principal, Staff, Student and SLT members were asked to leave the meeting owing to the confidential nature of the discussions.

v) **Remuneration Committee 6th May 2022 – endorse action to commission Graham Baird, SFCA HR Lead to complete a review of SPHs’ Remuneration (cost £1.8K plus VAT) –this item was dealt with at the start of the meeting after consideration of the Budget, so that Marcus Palmer, could be included in the item and as part of the quoracy,**

CHAIR.....

Date.....