

**MINUTES OF THE
CORPORATION MEETING**

HELD ON WEDNESDAY 5th DECEMBER 2018 AT 6.00 P.M.

MEETING 18/02

Present: Jane Alderton, Randall Anderson, Halima Begum, Robert Bridges, Ayas Fallon-Khan, Jane Farrell, Philip Harland, Simon Lindfield, Callan McEwan, Billy McNally, Janice Robinson, Richard Seager, Simon Waters, Aldona Wheeler

In Attendance: Peter Bailey, Elaine French, Donna-Marie Janson, Louise Pennington

Apologies received: Cathy McDonnell, Katharine Travis

In the Chair: Janice Robinson

1. Welcomes and Apologies for Absence

Welcomes – None

Apologies – as recorded above.

2. Declaration of Interest

None recorded.

Before moving on to the other agenda items, Janice Robinson referred to the timings for each item and confirmed that the main discussions would be focused upon the College SAR and the recent Ofsted Inspection (Report in papers), together with various Audit and Finance items.

3. Minutes of the Meeting on 10th October 2018

The minutes of the Meeting were approved by Corporation and the Chair was authorised to sign these as a correct record of the meeting.

4. Matters Arising and Action Points – Progress Report and Significant Risks Schedule

The items on the action points' schedule were considered and the actions completed were noted, including those on this meeting's agenda. The following additional updates were recorded:

- GDPR policies – in response to a question from Governors regarding the delay in finalising the documents, Elaine French explained that there had been a delay owing to workload issues, including managing the work arising in respect of the capital projects. However, she advised that time had been allocated to complete this exercise in December and the revised policies would be presented to the first meeting of Corporation in the New Year. Following a question from the Corporation, she also

confirmed that the Ofsted Inspectors had not investigated the College's compliance with GDPR.

It was noted that the action schedule would be updated to reflect any changes detailed above. **ACTION: Louise Pennington.**

SIGNIFICANT RISKS 2018/2019– the Corporation noted the risks for 2018/2019.

5. Chair's Report

a) Governor Membership Matters

Governors were reminded that the two Parent Governors, Robert Bridges' and Jane Farrell's terms of office were due to end on 31st December 2018 and also that Jane Farrell had been appointed at an earlier Corporation meeting as an external Governor with effect from 1st January 2019 for a four year term of office. The Corporation thanked both of the Parent Governors for their support over the last two years. It was also reported that new Parent Governors had been sought from the current Parents/Carers via the usual process, but that no nominations had been received by the deadline. Janice Robinson confirmed that the vacancies would continue to be advertised to Parents/Carers via the Parents' section of the website and the newsletter

The Corporation approved Jane Alderton's reappointment as a Governor with effect from 1st January 2019 for a four year term of office, noting the Search and Governance Committee's recommendation. **ACTION: Louise Pennington**

b) Green Varndean: CONFIDENTIAL – MOVED TO PART II

Owing to the sensitive nature of the discussion, it was resolved to move this to Part II minutes.

- i) Meeting Notes (confidential paper)**
- ii) Communications with Varndean**

6. Principal's Report

The Principal updated the Corporation regarding the Capital projects and planning issues and the following points were recorded:

- The outstanding planning applications (land sale and 3D pitch submissions) will be considered at the February 2019 Planning Committee.
- STEM Centre project – work will commence in January 2019, with completion expected within 11 months, plus up to 6 weeks for fitting out. The new building should be available from Spring Term (Half Term) 2020.
- An update regarding the sixth form provision in Haywards Heath was reported including support from the local MP Nicholas Soames. Approaches have been made to the Brighton and Hove FE providers for their input. The Chichester College Principal has announced that they would be interested in taking the Haywards Heath Sixth Form Provision forward with effect from 2020, despite Brighton and Hove FE providers'

advice against this, the latter believing that it would not be viable and would also adversely affect Student numbers in Brighton and Hove

- The Principal is in the process of preparing the next CIF bid, which will comprise 2 bids – kitchen refurbishment (£300,000); new toilet block (£200,000). The Corporation supported the proposals and noted that formal approval would be sought from Governors to progress the projects if the CIF bid was approved. At some point an additional toilet block would be needed in order to meet the recommend requirements for the College's Student and Staff numbers and Corporation noted that owing to timings of submitted the latest bid, this would be taken forward at a later date.

ACTION: Philip Harland

7. Student Governors' Report

At this point Callan McEwan joined the meeting and both Student Governors gave their report, recording the following:

- SU initiative to sell reusable water bottles was progressing.
- Student mental health initiative
- Need for additional recycling bins and noting that SLT was assisting with this in order to ensure that the bins were utilised properly by Students, in light of problems in the past; a trial with a recycling contractor was being investigated.
- Student fundraiser (Mario Cart) was due to commence shortly and proceeds from this will be given to the RSPCA.
- SU Constitution – referring to the paper and recommendation later on the agenda, the Corporation noted the proposal to revise the election timings in order to enable the A2 Students to have more time to focus upon their revision; this takes into account the move to linear A levels, whereby all exams are taken at the end of year 2. The intention would be to have the new SU Executive in place by Spring half term. Although the existing Student Governors would therefore serve a shorter term of office, the proposal was endorsed by the Students owing to educational reasons.

8. Curriculum and Standards

a) Quality of Teaching and Learning

i) Inspection Report

Peter Bailey introduced the Report and gave a summary of the 4 day Ofsted visit, noting the following points:

- Very short notice was received by the College from Ofsted and it was delivered at the end of half term when staff were away, which meant that the College lost some preparation time.
- The Report was circulated to Governors prior to the meeting, once officially released by Ofsted towards the end of last week.
- Overall the Report was favourable and very positive about the College's outcomes and inclusive culture, with one or two issues highlighted which required attention and progress.

- A number of actions have been highlighted and were either already underway by the College or have been taken forward now.
- The College does not necessarily endorse all of the points identified by Ofsted but there were no significant issues arising.
- The Chair of Governors met with the lead Ofsted inspector and discussed various governance aspects, including the fact that Governors were well-informed and up to date with all aspects of the College's business.
- In response to questions from the Corporation, Peter Bailey gave feedback on Ofsted's key recommendations and responses to Governors' questions:
 - i) Inspectors thought that radicalisation/extremism was not sufficiently recognised and understood by some of the Students questioned, although this appears to contradict the fact that Ofsted thought the College was inclusive – deemed to prevent radicalisation. SLT thought that Students did understand radicalisation and extremism but that owing to the lack of preparation time, Staff hadn't had the time to remind all Students of the way in which questions were likely to be asked by Ofsted and their expected key word answers. Peter Bailey did explain this to the Inspectors in their feedback meeting which they acknowledged but they did not revise their report to reflect this. At this point the "Prevent" posters which are at various points on the College premises were discussed and Peter Bailey explained that broadly Student were not in favour of this means of getting the message across, believing it to be inflammatory, preferring instead that Staff instil values via the Tutor system.
 - ii) Careers advice was also identified as requiring further development, particularly in respect of Students who do not wish to go on to Higher Education (HE). 4/5th Students go to University, so it is a much smaller percentage who don't follow the HE path. Staff also thought that the Inspectors' perception had been created by the fact that their visit occurred during the main preparation time for UCAS forms, being the week before the UCAS deadline. In response to Ofsted's recommendation, Donna-Marie Janson reported that the College had a robust action plan in place for those following a non-UCAS pathway.
 - iii) Governors queried the fact that some Students were identified with poor literacy and numeracy skills on entry to the College and lower GCSE grades than expected, and that more could be done to improve this and reference was made to the SAR below. Philip Harland thought that the College had perhaps underplayed the College's GCSE achievements in English and Maths as in terms of benchmarking, out of 270 FE providers, currently the College is placed 19th and 40th in respect of GCSE English and Maths respectively. SLT suggested that this aspect may just not have been clearly evidenced during the visit.. SLT do acknowledge though that with regard to the numeracy issue, further work needs to be progressed to embed numeracy in respective subjects. On the last day of the visit, the Inspectors mentioned with regard to English and Maths, that they wanted to see more formal and explicit recognition from teachers of what they are doing to improve English and Maths within their teaching areas. Again this may have been an issue which the College could have reminded Staff if sufficient preparation time had been available prior to the commencement of the Visit. Governors expressed some concern that Inspectors had placed reliance on written evidence (lesson plans etc) rather than the observed teaching practice.

- iv) Governors queried whether Ofsted had issued guidance regarding what the College needed to do to achieve an outstanding grade overall, noting that there were areas already recognised as outstanding. To achieve outstanding, Philip Harland explained that this was data driven and that at the moment the College's overall success rate was marginally below the SFC average success rate (Varndean being 86.8%). Until this has improved, the College won't be judged to be outstanding. He thought that although the College could not be judged as outstanding yet, the Inspectors had found it quite difficult to identify areas requiring attention. Hence this may explain why there were some comments included in the report which SLT thought had been resolved with Inspectors but which were not removed as issues requiring attention in the final Report (e.g. inclusivity/radicalisation issue). Furthermore it was recognised that the College was close to outstanding (with several areas already achieving this), but some areas such as the BTECs required more work to be done in order to achieve positive value added etc.
- v) Regarding teaching and learning, the Inspectors had witnessed several outstanding areas and also identified the IB as having an outstanding outcome.
- vi) The Inspectors identified a small minority of Teachers (3) who required further support and Peter Bailey explained that additional lesson observations would be implemented and improvement plans issued. One of the Teachers had already been identified via the College's performance management process, prior to the Visit.
- vii) Governors questioned the sharing of good practice, Peter Bailey explained that the College already had a Teaching and Learning project with a focus on sharing good practice within programmes and clusters, via continual discussions and the sharing of experiences etc.
- viii) In response to a question from Governors, it was also noted that the College was taking forward various new ideas for assisting Students' learning, particularly those requiring additional support such as facilities and equipment to record notes during lessons, podcasts for music etc, but with mixed responses to date, but it was early days. At this point Halima Begum reported that she received good feedback from teachers regarding ways in which to improve answers and gain better marks etc
- ix) The Corporation queried whether the fact that the College was not outstanding would have an impact on future recruitment levels, bearing in mind that the College's main competitors were Ofsted outstanding. In response, it was noted that the College did not currently have a problem with achieving its targeted numbers and also recognised that not all students and parents relied on Ofsted Reports, with many being attracted to the College for other reasons, including impressions gained via Open Evenings.
- x) The Corporation suggested that SLT may wish to consider focusing more prominently upon the positive aspects of the College's education within its marketing material and be more mindful of the potential competition, including the new Haywards Heath proposed Sixth Form.

Thanks were recorded to all Staff and Students for their valuable work during the Ofsted Visit.

ii) College SAR and Quality Improvement Plan

The Corporation noted the contents of the SAR (full SAR made available via the link in the agenda) and also that the latest SAR had not been finalised at the time of the Ofsted visit. Since the receipt of the Ofsted Report, account has been taken in the SAR to Ofsted's various recommendations for improvement.

- Quality Improvement Plan (QIP) contents were highlighted to Governors, which included the information from last year's action plan and how this has progressed.
- The College actions in respect of safeguarding had been completed, but in light of the Ofsted recommendations, a note has been included of their recommendation to ensure safeguarding knowledge was fully embedded.
- Governors queried the reference to the overall grade slippage for this year's results compared to 2017 and wondered whether it should be highlighted in the headline figure (top of page 1 of the SAR) with the commentary regarding this. Peter Bailey explained that the commentary had been revised to take account of Ofsted's report, but agreed on the recommendation of the Corporation, to revise the wording to ensure that the outstanding areas were given sufficient prominence within the summary. **ACTION: Peter Bailey**
- The overall grade of good (2) was endorsed by Corporation, noting also the outstanding elements and those few areas which required some improvement, together with the drive to improve value added. The Corporation agreed that the College had further work to be done in order to achieve outstanding and looked forward to receiving updates regarding the progress towards this.
- The prescribed format of the SAR summary, with the inclusion of some key data and to some extent generic commentary, was noted by Governors. They were keen to ensure that the College highlighted positive elements of the College's Teaching and Learning and improved clarity for the reader to identify progress year on year by using evidence to the underlying narrative where possible. Peter Bailey elaborated that Ofsted no longer graded specific lessons, but preferred to identify trends across each curriculum area. He also reminded Governors that there were detailed reports behind the summary SAR.

Subject to the comments made above, the Corporation approved the SAR and QIP and recorded their thanks to staff for their hard work over the year. **ACTION: Peter Bailey**

Audit Committee Matters

The Chair of Governors invited the Chair of Audit Committee to draw Governors' attention to any significant or other issues which the Audit Committee had identified. Referring to the draft Audit Committee Minutes, Randall Anderson summarised the business considered and recommended the following documents to Corporation for approval.

The Corporation approved the following documents and authorised the Chair and Principal to sign the relevant documents and the Chair of Audit Committee to sign the Annual Report of the Audit Committee. **ACTION: Chair, Principal, Chair of Audit Committee, ELF, LEP:**

- a) Annual Report of the Audit Committee incl. Terms of Reference**
- b) Annual Report and Financial Statements to 31/7/18**

- c) **Audit Completion Report**
- d) **Letters of Representation: Financial Statements and Regularity audit**
- e) **Regularity Audit Questionnaire**
- f) **Internal Assurance Performance Review Indicators (Mazars)**
- g) **Risk Management Annual Report (and RM Action Plan)**
- h) **Risk Assurance Map Update**
- i) **Gross to Net Update** – noted that Risk Group to complete further work on this.
- j) **Risk Register**
- k) **Risk Management Policy**

The contents of the following draft minutes were noted by Corporation.

- l) **Audit Committee Draft Minutes of Meeting held on 19th November 2018**
- m) **Risk Group Meeting draft Minutes from Meeting held on 29th October 2018**

9. Finance

Elaine French presented the following papers to Corporation and drew Governors' attention to the key points detailed in the Executive Summary.

a) **Financial Update including Executive Summary, Management Accounts, Financial Dashboard**

- Current year's budget remains on track at this early stage, with a minor adjustment in respect of the cost of insurances.
- Governors raised the issue of the Teachers' pension liabilities and noted the recent announcement that there would be a 43% increase which College's would have to account for within their financial statements, without any likely additional Government funding, after the first year. Philip Harland confirmed that understanding but reported that FE Colleges were optimistic that some funding assistance will materialise on the outcome of the next Government Spending Review, to reflect the additional costs which Colleges will have to incur, although almost certainly any further provision will not cover the full amount, placing Colleges in a more difficult financial position. At this point it was also reported that there were indications that the Independent education sector may withdraw from the Teachers' Pension Scheme owing to the prohibitive costs and that alternative options would be investigated going forward. Philip Harland agreed to liaise with the SFCA to enquire about SFCs plans. **ACTION: Philip Harland**. It was also noted that the matter would be discussed at the next SFCA Finance directors' conference in January in terms of financial forecasting and future budgeting requirements. In response to a question from the Committee regarding the likely cost to the College, it was noted that initial indications suggested that there would be an increase in the costs to the College of about 7% on the staff pay costs (equivalent to £200,000). Unless Government funding was received, would have a significant impact on the way in which the College would be able to operate.

b) **ESFA Assessment of College Financial Health Grade** – noted.

c) **Property Matters: Capital Project Updates and Tenders etc.**

Philip Harland referred Governors to the papers and gave a summary of the CIF bid process followed to achieve a successful outcome for the STEM Centre, first initiated in 2015. Over the following years, various adjustments were made to the bid in order to make it more acceptable, including the incorporation of tendered pricing and value engineering. Earlier in 2018, approval was granted after which the College went out to tender again, one of the contractors was Sunninghill who had been responsible for the original figures. However Pilbeam an alternative contractor submitted a cheaper option, out of the three contractors which submitted tenders. At this point Corporation queried whether a Tender Board meeting was necessary to ensure that the College was compliant with current rules and regulations. SLT agreed to investigate and confirm whether it was acceptable to pass the tendering process to a third party (Crowther Overton-Hart – Project Managers) and also to ensure that the College had complied with the College's own policies and procedures regarding all aspects of the Capital works. It was also thought that a Tender Board process had been followed when Nick Carr was in post as Finance Director at the commencement of the CIF proposed project in 2015/2016 which Elaine French agreed to check **ACTION: Elaine French**. At this point Elaine French also confirmed that a further review and update would be made to the College's financial regulations and brought to Corporation for approval early next year. **ACTION: Philip Harland/Elaine French**

Philip Harland explained that the tender and summary paper provided the main cost details obtained from the 3 tenders, together with the reconciliation of revised tender sums and reconciliation of the original budget to the current anticipated costs. The revised tender sums in document 10 cii reflects the adjustments made as a result of Crowther Overton-Hart's negotiation with the contractor.

Subject to the points made above the Corporation noted and endorsed the appointment of Pilbeam as contractors for the proposed works. Elaine French agreed to confirm the details in respect of the College's financial regulations regarding the authority for Crowther Overton-Hart's to complete the contractors' tender process. **ACTION: Elaine French**

Corporation queried the item 6c on page 131 – Mains Service costs in budget of £100,810 and Philip Harland advised that this was the initial budget figure for providing these services, which were no longer needed.

Governors also queried the highlighted figures on page 131 (Design and Build Tender analysis of received tenders) and it was noted that this reflect the cost engineering and also where Crowther has identified variances between the contractors which they investigated.

Project funding comprises £2.7M CIF grant, together with £250,000 per year over two years from the College's own funds.

Page 134 Reconciliation or original budget to current anticipated costs (10 ciii) – the allowance for fitting out works is outstanding and has therefore been excluded from the schedule. However Governors were advised that £70,000 had been allocated towards this in the forecast budget.

The significant differences in some of the tendered costs, such as external walls, was noted by Governors and Elaine French explained that this reflected different suppliers and type of material to be used, and assurance was given that the required quality would be retained.

The contract is based upon design and build so it is fixed price as per cost breakdown given.

The Corporation queried the contractors' preliminaries' element and Elaine French explained that they were included in item 7a on page 131.

Governors also queried potential for overrunning the works and it was made clear by Philip Harland that there was no option to overrun as the grant funding required completion by the due date.

In response to a question from Governors regarding the monitoring of the capital works by the Corporation, it was noted that the Accommodation Working Group was in place and would meet regularly, guided by SLT, in between Corporation meetings. The Risk Management Group would also take into account the risk elements of the Capital works. At this point, it was noted that there would be a separate Project risk plan.

With regard to the Accommodation Working Group which was established earlier in the year, it was resolved that a meeting should be scheduled in the diary after Christmas to ensure that all key works and issues relating to the Capital project, were brought to Governors for consideration. **ACTION: Louise Pennington**

10. Search and Governance

- a) **Self-Assessment (Governance SAR)** – the document as recommended by the Search and Governance Committee was approved, noting that further work would be done in order to incorporate latest Ofsted commentary. **ACTION: Louise Pennington**
- b) **FOI Publication Scheme** – The Corporation approved the revised Scheme, noting the housekeeping changes and that this would be uploaded to the website. **ACTION: Louise Pennington**
- c) **Confidentiality Report** - noted and endorsed.
- d) **Draft Minutes of Meeting held on 19th November 2018 (CONFIDENTIAL)**

The contents of the minutes and recommendation therein were noted by Corporation.

e) **Governor Link Arrangements**

The revised date for the Governor Links' Day was confirmed as Tuesday 15th January 2019 and it was noted that the details would be sent to Governors in due course.

11. Policies and Other Documents

The following revisions were approved by Corporation.

- a) **SU Constitution** – proposal to change conditions as detailed in the front sheet meeting paper.
- b) **Pay Progression** – minor housekeeping change.

12. Date of Next Meeting

Wednesday 6th February 2019

13. Any Other Business

There was no other business.

14. Confidential Business

At this point it was resolved that owing to the confidential nature of the business that Staff, Students and SLT members should leave at this time.

a) Corporation Recruitment Panel

- i) Commissioning AoC Create**
- ii) Outcomes from Mid-Term Seminar**

The meeting remained quorate.

The Chair summarised the discussions and outcomes from the meeting of the Recruitment Panel together with the key points arising from the Mid-Term Seminar. The Corporation endorsed the decision of the Recruitment Panel to commission AoC Create to recruit a new Principal.

The Chair confirmed that a written note from the Mid-Term seminar would be circulated to all Governors before the end of term. **ACTION: Janice Robinson**

Chair.....

Date.....

Louise Pennington 5/12/18