

MINUTES OF THE CORPORATION MEETING

HELD ON WEDNESDAY 7th DECEMBER 2022 AT 6.00 P.M. MEETING 22/02

IN ROOM 5, VARNDEAN COLLEGE

Present: Jill Arnold, Belinda Dutch, Thomas Dyer, Ayas Fallon-Khan, Jane Farrell, Donna-Marie Janson, Christine Lewis, Martha Rayner, Alan Walker, Brendan Ward, Aldona Wheeler, John Williams, Jason Wye

In Attendance: James Gordon, Elaine French, Lisa Watkin-Stevens, Louise Pennington

Apologies: Cintha Archer, Paul Herridge, Simon Lindfield, Katharine Travis

In the Chair: Jill Arnold

1. Welcomes and Apologies for Absence

The meeting was quorate

Apologies – as recorded above

Welcomes: Christine Lewis was welcomed to her first meeting, followed by introductions from each of the Governors.

2. Membership Matters

Governor Appointments/Reappointments

Parent Governors: Thanks were recorded to Belinda Dutch and Cintha Archer for their 2 years of service as Parent Governors. The Corporation was informed that a Parent Governor election process had been underway and by the deadline for receipt of nominations, only one submission had been received from Danyelle Brinsmead. Therefore, it was resolved that she should be appointed as a Parent Governor with effect from 1st January 2023 for a 2 year period until 31st December 2024. It was also noted that a follow up communication with Parents would be made in January 2023 to invite Parents to submit nominations for the second Parent Governor vacancy. **ACTION: Louise Pennington**

3. Declarations of Interest

None recorded at this time, other than those declarations notified at previous meetings and as recorded in the Register of Interests' records.

4. Minutes of the Corporation held on October 2022– Part 1 (Non-Confidential)

a) Part I Main business

b) Part II – confidential business – 2 versions:

i) External Governors version

ii) **Staff, Students and SLT version**

The minutes were approved and the Chair authorised to sign them. **ACTION: Chair**

The minutes of the meeting were approved by the Corporation and the Chair was authorised to sign these. **ACTION: Louise Pennington**

5. Matters Arising and Action Points – Progress Report and High Level Risks’ Schedule

The Corporation noted the progress with actions to date and those which were on the agenda, in progress or would be taken forward in due course. It was noted that the action schedule would be updated to reflect any changes detailed above. **ACTION: Louise Pennington.**

HIGH LEVEL RISKS 2021/2022– the Corporation noted the risks for 2021/2022 and agreed to bear these in mind with reference to the Meeting’s business. It was noted that the full risk register was included within the Audit section of the Agenda.

6. Chair’s Report

The contents of the Chair’s report were noted by the Corporation.

7. Principal’s Report

Donna-Marie Janson presented her report to Governors and the contents were noted. In summary, the following aspects were highlighted and additional points and questions were also recorded:

a) Masterplan/Bid Submission Update

Planning permission through consultation process and in pre-application part – early next year to be heard for masterplan. An objection has been submitted to the Local Authority by Green Varndean regarding the height of the proposed new building. In response to a question from the Corporation, Elaine French advised that the submission was likely to be considered in January 2023, with a decision likely to be announced by 3rd February 2023.

A capacity bid of £1.9M has also been prepared with the assistance of a professional bid writer, with the intention of utilising any grant funding awarded, for developments within the quad areas. The outcome of this application is expected to be known in the Spring 2023 and if successful the College will match fund up to £100k.

A Conditions Improvement Fund (CIF) bid was also submitted yesterday with the intention of utilising this to purchase a new boiler; the outcome from this bid is expected in the Spring 2023. This is at a cost of £800,000.

At this point the Principal reported that since the reclassification announcement from the ONS (Office for National Statistics) in respect of SFCs moving from the private to the public sector, the College had received approximately £83K funding to be utilised specifically for improving emergency efficiency and therefore if the CIF bid above is successful, this could be used for contributing towards the new boiler.

Governors queried whether consideration had been given by SLT towards utilising space on the College's estates towards ground source heat pumps and Elaine French that this had been explored by the College, but that funding for this type of development was not yet available bearing in mind the cost. Hence, it's been decided to recommend seeking a replacement and more efficient gas boiler.

b) Government Policy Updates

Reference was made to the ONS announcement issued on 29th November 2022, as recorded above which with immediate effect moves SFCs from the private sector back to the public sector. The details are awaited but it's likely to provide a similar framework to that in place for academies, but with no likelihood yet of Colleges receiving the associated financial benefits – eg VAT exemption (it was noted that Colleges may collectively seek to challenge this with the DfE). The Principal indicated that the changes were likely to be made in a phased approach and that once the new regulations were released, the Finance Team would review the details and report to Governors. The key areas of note for SFCs were highlighted including value for money, no longer able to seek commercial borrowing (although existing loans may be retained), surpluses will continue to be allowed to be retained by Colleges, International Students may continue to be enrolled and Adult Education Leisure courses may be continued, funding payment profiles will move to an equal monthly payment ie 1/12 of the year's funding, which will improve the Colleges cash flow forecasts which within the private sector has dipped significantly in March, bureaucracy will increase. The Corporation queried why the change had been made and it was noted that the ONS which was an independent organisation, had reviewed all Colleges and recommended that as such organisations were publicly funded, they should be classified as public sector organisations

c) Feedback from Meetings

The following details were recorded:

- The Principal and Deputy Principal attended the 2 day AoC Conference in Birmingham in November.
- The Deputy FE Commissioner (Steve Hutchinson) visited the College, providing support to the College in relation to curriculum efficiency and financial sustainability.
- The Department for Education has offered the College assistance in developing the College's site/estates and support with the accommodation Masterplan. The company provided to assist the College, will review the College's building proposals, assist with accommodation planning, seeking tenders for work etc, ensuring good value for money is achieved.
- Ofsted Team will be visiting the College on 14th December (not an Ofsted Inspection), to review the College's tuition funded programme in light of the additional "catch up" funding offered to Colleges, which Varndean accepted and has utilised. Train strike next week which may impact Student attendance on site. It was noted that BHASVIC had been informed last week that Ofsted would be carrying out a full Inspection for four days from 6th December 2022 and the Governing Body and SLT wishes them well for this.

d) Pay Award recommendations

The Principal provided a summary of the latest national pay negotiations between the SFCA and the various Unions:

- Support Staff: Unison reached agreement with the SFCA for a pay award of 5%, subject to the option to renegotiate the details, should the Teachers' Unions reach a higher settlement.
- Teaching Staff and other Staff in the NEU (National Education Union): no agreement has been reached and following a ballot of its members, strike action was agreed and has already taken place on 30th November, with other dates to follow. The College was closed to Students on 30th November, with online lessons in place in respect of Staff who were not Union members.
- Reference was made to the recommendations from the Finance Committee regarding the proposal to implement the Support Staff pay award of 5%, backdated to September, with immediate effect - which the Corporation endorsed. **ACTION: SLT**
- The Corporation discussed the NEU/SFCA negotiations and also noted the discussions held at Finance Committee as recorded in the respective minutes. It was highlighted that unless the Department for Education were prepared to increase Colleges' funding, there was no room in the budget to offer Staff a pay rise above 5%.

8. Student Governors' Report

Thomas Dyer and Martha Rayner gave the following update to Governors:

- Culture Heritage and Food Festival – various events taking place this week including traditional dances, music and food with over 13 countries represented. The event has been very well attended and raised £100 by the end of day 1; money raised will be donated to charity.
- Student Council is in the process of being re-formed and this will be used as an open forum to enable the Student Union to obtain Students' opinions more quickly. Its first meeting is expected to be in January 2023.
- SU is collaborating with other Colleges and organisations including working with Brighton and Hove Citizens including contribution towards the current transport campaign where Students have raised issues relating to costs, safety and reliability. A Student survey has been circulated to obtain feedback and comments which has proved useful.
- Some of the SU are working with Citizens UK on a mental health campaign and a meeting relating to this is scheduled for tomorrow which will take forward various actions and recommendations. The Head of the NHS Trust and CAMS will be present too. Governors were informed that this was a positive step forward for the Varndean College SU which traditionally has been directed by Staff, unlike other SUs which are seen to be more Student lead.
- The Student Governors informed the Corporation that they would like to be consulted and included in more decision-making regarding any issues regarding Students and reference was made to such issues as social/study spaces for Students, use of the library etc. Governors also discussed whether the Student Governors would wish to meet with Governors before the main Corporation meetings. At this point it was reported that the Student Governors had been invited to meet with the Principal last Friday to initiate a dialogue between Management and Students and noting that this would be taken forward with regular meetings. It was also suggested that Student

Governors could also be invited to certain Heads of School meetings when key Student issues/decision making is scheduled to take place. **ACTION: Principal/Deputy Principal.**

At this point Jason Wye joined the meeting.

The Corporation thanked the Student Governors for their update.

9) Curriculum and Standards

The Deputy Principal and Vice-Principal updated Governors referring to the respective meeting papers and highlighted the following key points:

a) Curriculum Costing Model Update

- Main features of the curriculum planning tool were noted, and that this had been reviewed by the Deputy FE Commission recently and provides some useful support and input to the College, following the FEC diagnostic assessment last year.
- The predicted enrolment figures have been updated with the actual numbers, now that the enrolment process has been completed.
- Contribution rate reflects the financial contribution which each curriculum area makes after deducting staffing costs; in due course other non-staffing costs will be incorporated into the analysis.
- The costing model methodology was summarised per course, noting the key aspects taken into account such as funding rate, number of lessons timetabled per student etc.
- The curriculum modelling has assisted SLT in identifying where there may be some inefficiencies – often owing to group size and has also enabled SLT to have a greater appreciation of the fact that some aspects of the curriculum which have higher expenses – eg creative subjects, resulting in a lower contribution rate. SLT will be progressing work arising from this analysis with the aim of improving contribution rates in certain areas, where possible. This year's analysis will also provide a useful benchmark for future years' comparisons.
- In response to a question from Governors regarding how the analysis would be used and presented to Staff, James Gordon explained that currently the relevant analysis has been shared with the respective Heads of School and that the information within the modelling document would be used to assist in finalising group sizes/number of groups etc, assisted by the cost implications and also in supporting decision making and understanding by Staff.
- Governors also queried the details relating to the contribution per subject and it was reiterated that currently only staffing costs had been included, but that this would be extended to take account of other College fixed costs – support costs, resources, central services etc. It was accepted that some subjects may be offered as loss leaders, noting that such subjects may be popular choices and essential part of the overall educational provision.

b) College SAR and Quality Improvement Plan

i) SAR (Self-Assessment Report)

- Judgements per subject have been made, based on the Ofsted quality measures.
- Summary text per subject area were highlighted and attention was drawn to likely future formatting changes which would include bullet points at the end of the document, to better present against the College's strategic objectives.
- 1st strategic objective: Student experience, with attendance being a key indicator and noting the actions taken and good practice within the provision, combined with signposting to areas which need attention, actions already taken and improvements going forward. Evidence is detailed on how the conclusions and judgements have been reached for each aspect of provision.
- Attention was also drawn to the new KPIs which the College would be working towards.
- James Gordon highlighted the robust and rigorous process involved in this self-assessment process.

ii) QIP (Quality Improvement Plan)

Separate document but linked see references embedded eg 1.1 – attendance and 1.1. in QIP sets out next steps to maintain and make improvements

JW curriculum link person – and talking with JAG and Lisa – JW will do report next year when cycle reached – as new recommendation as per S & G minutes.

QUESTIONS

- Clarification was sought regarding the improvements and actions required in respect of the Leadership and Management criteria and in response SLT advised that the wording would be revised, including more context, to improve clarity and also the overall view that the College should be graded 1. The outstanding teaching practice within many curriculum areas was highlighted, notwithstanding the fact that key areas for improvements have also been identified. SLT confirmed that they were working on establishing a shared expectation of outstanding teaching practice/lessons, with a more standardised approach. Consideration of external stakeholders was discussed; who is the audience? The document is aimed at varied stakeholders including staff, SLT, OFSTED and governors but primarily it is a working document that support SLT in making progress against our KPI's and the inspection framework. It was noted that the format and content of the document may be revised next year, to ensure it meets the needs of these multiple stakeholders
- Governors were reminded that the QIP was a management tool which had been brought to Corporation for information.
- Following a suggestion from the Corporation, it was resolved that Governors' input should be provided from John Williams as the Lead Governor in this area via meetings with the Deputy Principal, to ensure that the grades, texts and overall picture provided to all stakeholders is optimised. **ACTION: James Gordon/John Williams**

In conclusion the SAR was approved by the Corporation, noting that this was pending discussions and recommendations regarding the grades. **ACTION: James Gordon**

c) Report from Quality, Curriculum and Skills Lead Governor on termly meeting with Deputy Principal/Vice-Principal on role and action

James Gordon, Lisa Watkin-Stevens and the new Lead Quality, Curriculum and Skills Governor (John Williams) gave a brief summary of their first meeting held earlier this month and discussions and ideas raised, which would be progressed, with further updates being provided to Governors at future meetings, but also noting that in future there would be an annual report from the lead Governor, usually in the Autumn Term at the same time as the SAR/QIP paper presentation. **ACTION: JAG/LWS/JW**

d) Staff appraisal process/professional development dash board

James Gordon explained the updated professional development process in order to align this with the quality development process, including transferring the appraisal documents fully online to one central dashboard; this will assist Staff who will be able to view their targets, at the same time as their subject QIPs, Student voice, schemes of learning and CPD etc

It was agreed to consider item f) KPIs before item e) – refer minutes below

e) Confidential Safeguarding and Child Protection Annual Report

Papers: Executive Summary and Report

It was resolved to transfer the minute in respect of item 9e) to Part II confidential Minutes – refer separate confidential record.

f) KPIs

James Gordon presented the item to Governors and the following points were noted:

- Report cards are sent to Students/Parents 3 times per year, with predicted grades and reflections relating to progress of Students throughout the year.
- Attendance is also monitored and attention was drawn to the fact that attendance in some areas had reduced slightly compared to the previous year. It was noted that these figures include all the enrichment activities which is a new area that is being registered. In future enrichment attendance will be reported separately from core qualifications to enable comparisons to be made year on year.
- There has been a significant increase in predicted performance grades, with the highest grade overall being 26% higher than for this time last year; SLT will be investigating these statistics in more detail to ensure the accuracy of comparable report between years and to ensure that predicted grades are performance based, with consistency achieved by all Staff.
- Positive value added.
- The Targets for KPIs have been included within the QIP and following a request from Corporation, it was resolved to include these in the KPI report too in future. **ACTION: James Gordon**

Thanks were recorded to the Deputy Principal and Vice-Principal for their reports.

10.Finance

In the absence of the Chair of the Finance Committee, the Vice-Principal (Resources) presented the following items to the Corporation, the contents of which were noted and approved as recorded below:

Papers:

- **Draft Minutes of Meeting held on 17th November 2022** – noted.
- **Annual Report and Financial Statements to 31/7/2022**
- **Financial Update 2023/2023 including Management Accounts for the first 3 months**
- **Executive Summary to Management Accounts to October 2022**
- **Management Accounts to October 22**
- **Balance Sheet to October 22**
- **Cashflow Forecast at 31 Oct 22**
- **ESFA Dashboard and Financial Health Confirmation** – noted.
- **Update on Costing Model and Financial Sustainability Action Plan**

Elaine French provided the following summary in respect of the papers:

Annual Report and Financial Statements for the year to 31/7/22: the headline figures included in the executive summary are broadly in line with the draft year end Management Accounts, apart from the accounting adjustment/deficit in respect of the LGPS (local government pension scheme for Support Staff), following the usual review by the pension scheme actuaries. In response to a question from Governors, it was confirmed that the Teachers' pensions were managed by the TPS (Teachers' Pension Scheme).

Taking into account the recommendations made by the Finance Committee, and subject to some additional wording to be agreed with the external auditors prior to being incorporated into the Annual Report and Accounts relating to the change in status from private to public sector (ONS announcement as reported above in item 7), the Corporation approved the Annual Report and Accounts. **ACTION: Elaine French, Principal, Chair of Governors**

Management Accounts to 31/10/22: Financial health is predicted to remain at "good" based upon current forecasting and this includes a 5% pay rise for all Staff (support and teaching). It was noted that the cashflow forecast would be revised in light of the ONS reclassification and an update will be provided at the next meeting, which will also take account of any additional funding received by the College.

ESFA Dashboard and Financial Health Confirmation: Confirmation has been received from the ESFA stating that the ESFA agrees with the College's own financial forecast assessment submitted in July 2022 (graded good). The ESFA Financial Dashboard has not yet been released but will be shared with Governors once received and likely to be next Spring.

Update on Costing Model and Financial Sustainability Action Plan: The Principal provided an update to Governors, reporting on the discussions held at the recent Finance Committee meeting and recorded in the draft Committee minutes. It was noted that good progress had been made over the year but also noting certain challenges such as working towards achieving the targeted Staff cost ratio of 70%. At this point the Teaching Staff Governor reported on the fact that Teaching Staff were not happy with the 5% pay rise offered (Support Staff have accepted this offer) and noting the ongoing SFCA negotiations with the Teaching Unions. At the same time, reference was made to the discussions held on this subject at the Finance Committee as recorded in the draft minutes.

11. Audit

Papers:

- a. **Draft Audit Minutes of Meeting held on 24th November 2022**
- b. **Annual Report of the Audit Committee**
- c. **Audit Completion Report to 31/7/22 (and refer to Annual Report and Financial Statements to 31/7/22 - within Finance section above)**
- d. **Regularity Audit Self-Assessment Questionnaire July 2022 (supports Regularity Audit Statement)**
- e. **Letters of Representation x 2 (supports Financial Statements and Regularity Audit)**
- f. **Internal Audit Plan 2022/2023**
- g. **Internal Audit Reports: i. Governance and ii. Funding Review**
- h. **Internal Auditors' Performance Indicators**
- i. **Audit Committee Terms of Reference**
- j. **Risk Management - Annual report, Assurance Map, Risk Register**

The audit agenda item was presented by the Chair of the Audit Committee, Alan Walker and the Vice-Principal (Resources) Elaine French and the following points were recorded:

- It was noted that a review of the various Audit Committee meeting papers to be included in the Corporation Meeting papers would be reviewed prior to the next meeting. **ACTION: Chair of Audit Committee, Elaine French, Louise Pennington**
- It was noted that Jill Arnold, Chair of Governors, had attended the Audit Committee in respect of the External Auditors presentation of their Report on the external audit, in order to provide reassurance to Corporation regarding this aspect of the business, which she provided.
- Reference was made to the new co-opted Member of the Audit Committee, John O'Sullivan, who had provided useful input during the meeting.
- The unqualified audit opinion provided by the External Auditors, was highlighted, together with the various discussions and commentary provided by the auditors at the Audit Committee as recorded in the draft minutes. The actuarial adjustment in respect of the LGPS pension liability was noted including the actuarial input.

- Annual Report of the Audit Committee: the final draft of the Report, as recommended by the Audit Committee was endorsed and the Chair of Audit Committee, was authorised to sign this and noting that the final version would be submitted to the ESFA along with the Annual Report and Financial Statements by the end of year deadline. **ACTION: Alan Walker/Louise Pennington/Elaine French**
- The contents of the regularity audit questionnaire were noted and endorsed by Corporation, which supported the external regularity audit work.
- The contents of the Letters of Representation (financial statements and regularity audit work), were also endorsed by Corporation.
- Alan Walker and Elaine French summarised the internal audit work and reports, as recorded in the draft Audit Committee meeting minutes, in respect of the funding review audit (substantial assurance, with 2 medium level recommendations) and the governance audit (substantial assurance with no recommendations). It was also noted that the internal audit on procurement was due to commence in January 2023.
- Internal Auditors Performance Indicators – approved.
- Audit Committee terms of reference – noted and endorsed.
- Risk Management documents – approved.

At this point it was confirmed that the summary of Governors' responses, from the internal auditors' governors' survey, would be shared with Governors excluding the commentary in order to retain confidentiality in respect of individual Governors' comments. **ACTION: Louise Pennington**

12. Search and Governance

PAPERS:

- Confidential Draft S & G Minutes of Meeting held on 11th November 2022 - noted**
- Governance Self-Assessment - approved**
- FOI Publication scheme - refer website Policies section - no changes - approved**
- Confidentiality Report - approved**
- Annual Reports - attendances, training, Skills, EDI, Annual Returns, Corporation expenses- noted.**
- AoC Code of Good Governance - progress report - noted**
- Link/Lead Governor role descriptions - refer minutes re recommendations for approval plus note work in progress - noted**
- Chair and Vice-Chair performance review/appraisal - noted**
- EBR (External Board Review) - refer minutes re recommendations for approval – approved.**

Brendan Ward and Louise Pennington introduced the various documents and summarised the decisions and recommendations made at the recent S & G Committee. The various documents recommended for approval were agreed by the Corporation (refer list above).

ACTION: Louise Pennington

13. Policies and Other Documents

a) Data Protection/Retention Policy

- b) **Executive Summary**
- c) **Data Protection Policy**

Elaine French summarised the 3 main changes to the Data Protection Policy as listed in the Executive Summary. The Corporation approved the revised Data Protection Policy.

ACTION: Elaine French

Regarding the Data Retention Policy, Elaine French confirmed that currently this was being reviewed by the new MIS Director and that once any revisions had been made, this would be brought to Corporation for approval. **ACTION: Elaine French**

14. Date of Next Meeting: Wednesday 29th March 2023 at 6.00 p.m.

15. Any Other Business – None.

16. Part II Confidential business - refer separate Part II confidential minutes

- a. **Annual Remuneration Report**
- b. **SPH Remuneration Committee Meeting Minutes 3rd November 2022 (external Governors only)**

Owing to the sensitive nature of the business to be reported by the Remuneration Committee, it was resolved that following item a) below, Staff and Student Governors, together with SLT and the Clerk, should leave the meeting at that point, noting that the meeting would remain quorate.

Part II Confidential Minutes from the last Meeting 2022 (2 versions: one for external governors only and second for Staff and Student Governors and SLT) – included with the Main Part I minutes – refer above.

Matters Arising from the Corporation Meeting confidential Part II minutes – None.

Chair.....

Date.....

Louise Pennington 6/12/22