

## Minutes of a meeting of the Corporation

Held at the College at 4pm on 19 March 2019

**Present:** Mr Craft, Ms Danvers Hewitt, Mr Mason (Chair), Mr Minter, Mrs Mbubaegbu, Mr Pembleton, Mr M Prangnell, Mr Pretty, Mr Royston-Ford (left at 6pm).

**Apologies:** None

**In Attendance:**

Ms Brennan	MD Student Central (Min. 2784)
Mr Cox	Group Finance Director (Min. 2783 onwards)
Ms Cole	MD Highbury Foundations (Min. 2784)
Mr Graham	MD Highbury Technical Professional (Min. 2784)
Ms Schweitzer	Clerk to the Corporation
Ms Walter-Nelson	ED, Organisational Development & Human Resources (Min 2784)
Ms Warren	AD, Teaching & Learning Excellence (Min. 2784)

---

## Minutes

### 1 – Standing Items

#### 2777 Attendance and Participation

There were no apologies for absence.

The Chair noted the sad news about Mr Howard Slidel who had recently passed away, stating that he was in touch with his family concerning funeral arrangements. Mr Slidel had been a founding College student in 1963. Members recognised that he had given very good service to the College. There was a brief discussion about creating an award or bursary in his name.

The Chair presented Paper 2481/19/C stating that he and Mr Royston-Ford had recently interviewed Mr Max Prangnell, who had a great deal of experience with public bodies and would be an asset to the Board. Mr Royston-Ford concurred, believing Mr Prangnell to be eminently suitable. Corporation **Agreed** that Mr Max Prangnell join Corporation under the general category 2(1)(a) of Highbury College's Instrument of Government for a term of four years from 19 March 2019 to 18 March 2023. Mr Prangnell joined the meeting.

The Clerk stated that the Board had agreed that Ms Danvers Hewitt's appointment to Corporation in March 2018 was contingent upon reviewing her role as governor after 12 months within the context of any potential conflict of interest between her role as a governor and an independent consultant who had previously undertaken

work for the College. The Chair had recently met with Ms Danvers Hewitt who had confirmed that she had not undertaken paid work for the College in the preceding year. The Chair therefore concluded that there was currently no conflict of interest, however, the matter would continue to be kept under review and Corporation advised accordingly. Members **Noted** this review and **Agreed** that Ms Danvers Hewitt continue in her role as governor.

As agreed at the last meeting, the Clerk had sought nominations for the office of Vice-Chair of Corporation and had received one nomination, supported by two members: Ms Danvers Hewitt. Members **Agreed** that Ms Danvers Hewitt become Vice-Chair of Corporation from 19 March 2019 for a two year term of office.

Members considered Committee membership, noting that since the report had been written, Mr Slidel had passed away thereby creating a vacancy on Audit Committee. It was **Agreed** that Ms Danvers Hewitt would become Chair of Remuneration Committee (as was usual for the Vice-Chair of Corporation). Audit Committee membership would be considered at the following meeting.

#### **2778 Declaration of Interest**

The Chair stated that he had taken part in a session at the College's All Staff Development day representing Rotary Social Innovation SEH. There were no other declarations of interest.

#### **2779 Minutes**

**Minute 2753: Attendance and Participation:** One member did not believe this minute accurately reflected Corporation's discussion concerning the recruitment of new members, stating that candidates would not be selected from the LEP Board and Shaping Portsmouth, but rather that Corporation could advertise and recruit in a similar manner to the LEP Board and Shaping Portsmouth.

**Minute 2767: Board Governance Policies:** The Principal stated that she did not believe that the third bullet point was in accordance with the Instrument & Articles of Government and that it created a distinction between different categories of governors. The Chair stated that legal advice had been sought and that in his experience it was normal practice that meetings could take place without student or staff governors (including the Principal) present. The Clerk concurred that legal advice had been sought. Governors emphasised the importance of ensuring the Board Handbook operated in line with the Instrument and Articles and asked the Clerk to clarify the issue.

The minutes of the meeting held on 05 February 2019, with the amendment above, were **Agreed** as a correct record and signed by the Chair.

#### **2780 Matters Arising**

Corporation **Noted** the Matters Arising sheet.

**Minutes 2781 – 2783 were confidential.**

### 3 – Ends Policy matters

#### 2784 Deep Dive on Priority Theme 2: *Amazing College, Amazing Staff*

The Chair presented Paper 2471/18/C stating that this was the Board's first deep dive and that members had chosen priority theme 2: *Amazing College, Amazing Staff*. The aim was to explore Ends policies although the Chair acknowledged that, due to the number of questions, it might not be possible to clarify this at today's meeting.

The first question was *what is the current framework for pay and conditions of service of all staff in the College (set by the Board) and how do we know it is fit for purpose?* The Executive Director, Organisational Development & Human Resources (OD & HR) stated that in the legal sense the framework was fit for purpose because it met the statutory guidance (salaries did not form part of this framework). The framework had been overhauled some time ago, with a recent GDPR update. The Chair asked if staff were paid the market rate and the Executive Director OD & HR stated that probably not, based on analysis of market trends and benchmarking. The Group Finance Director noted that the risk of losing staff to other colleges was lower than the risk of losing them to industry. Members noted that 2% pay increases were becoming increasingly prevalent in the public sector (the College's last pay award was in January 2013) and the Association of Colleges' role in carrying out national pay bargaining. One member noted that colleges offered good pension schemes and that it was important to consider the overall remuneration package, not just annual salary. The Executive Director OD & HR agreed but stated that salary was the headline considered by potential recruits. The Group Finance Director noted that annual pension costs had increased dramatically recently and that this represented lost opportunities for pay rises. The College was looking at implementing a more private sector remuneration model (lower pension contributions and higher salaries), with this being offered to staff as an alternative to existing pension provision. The Group Finance Director stated that the 2019/20 financial objectives were a pay award and non-reliance on KSA, with a commitment to deliver financial objectives and save money through efficiencies. The Principal stated that it would be helpful for the Board to join in making a formal statement about increasing funding to the FE sector in the light of the forthcoming budgetary statement and it was **Agreed** that the Clerk would work with Mr Prangnell.

The second question was *'what is the current Staff Code of Conduct and how does this dovetail with the aspirations of staff through The Highbury Way?'* The Executive Director, OD & HR stated that although they worked together, the Code of Conduct referred to the do's and don'ts of College life whereas the Highbury Way was more concerned with behaviours and values. The Chair relayed the view expressed to him by a former member of staff that the Highbury Way did not operate effectively. The Principal stated that the Highbury Way had been developed by staff over time and that there was also a Leading the Highbury Way and the beginnings of a Governing the Highbury Way. Staff noted that the document was due for a refresh as newer members of staff had not been involved in its creation and therefore did not have a sense of ownership. The Chair stated that members looked forward to being involved in this review.

Members moved on to question four *'what does the Executive Director, OD & HR consider to be the College's top three HR/staffing issues and what resources are required*

to address them?' The Executive Director, OD & HR stated that the top three issues were interlinked: pay, morale and attraction. She noted that, as discussed, attracting new members of staff was partly to do with pay. She reflected back to July 2018 when staff believed Ofsted had got their assessment wrong and that whilst staff had moved on from this position, morale was still low. She hoped that the recent monitoring visit would help as staff were able to see their hard work paying off. One member stated morale was linked to talent acquisition, management and retention and another recalled the statistic that 44% of new staff left within one year of starting at the College. Members asked what the College was doing to ensure staff were happy and did not leave. The Executive Director, OD & HR stated that the corporate induction process had been redesigned to make it swifter and attention was now turning to academic staff induction, particularly for those recruited from industry. There was support for new and existing members of staff including coaching sessions for new and middle managers, mentoring for new members of staff, pairing new managers with more experienced managers and reducing contact time for new lecturers as well as managers where feasible. The Principal gave a brief overview to the Learning Company changes introduced within the College whereby financial and administrative responsibilities rested with Managing Directors, leaving Sector Leads to focus on quality and the quality of the student experience and responsibilities akin to advanced practitioners and focusing on improving teaching and learning.

The Chair stated that at one of his recent *Meet the Chair* coffee mornings, the issue of a staffroom had been raised and he asked if it would be possible for staff to have an area where they could take a break from students. The Group Finance Director stated that there was a staffroom at Northarbour and the Principal stated there used to be a staffroom at the campus but it wasn't well used. Space was currently well utilised within the College and it was a challenge to find an appropriate area that wasn't premium teaching space. A couple of suggestions had been made but these hadn't been liked by staff. The Chair asked the College to look at this again.

The Chair then drew the hour-long session to a close, thanking staff for their input and stating that it had been a useful session. He asked the Principal to answer the remaining questions and circulate the responses to members.

## 4 – Connecting with Owners

**2785** The Chair noted that the Board had already talked about connecting with owners under the Principal's Report and that, given the time constraints, the *Board Objective: Engage with policy makers & those with indirect but significant influence* would be deferred to the following meeting.

## 5 – Monitoring Organisational Performance

Minutes 2786 – 2789 were confidential.

## 6 – Governance Process matters

**2790** Progress report from Task & Finish Working Group

The Chair gave a verbal update on the Task and Finish Working Group, which had

met five times in support of the Board's transition to the policy governance model. He stated that although the working group had been due to complete its work by 19 March 2019, its work was not finished. He therefore believed a Search & Governance Committee was required.

#### **2791 Highbury College Framework for Policy Governance: Board Handbook & Policies**

The Clerk presented Paper 2475/19/C setting out the Highbury College Framework for Policy Governance: Board Handbook and Policies report. The paper recommended that the latest version of the Board Handbook be agreed (further work was required) and that a Search and Governance Committee be created. Given that the Handbook had only been circulated the day before the meeting, it was **Agreed** that the item would be deferred to the following meeting. The Principal stated that the working group had discussed holding a planning day on the policy governance model and the Chair agreed that this would take place shortly, possibly as a Special Corporation meeting.

#### **2792 Governor Liaison Meetings Feedback**

The Chair invited members to give feedback on their governor liaison meetings. He had had a constructive meeting with the Managing Director Student Central and Mr Craft stated that he had met with the Head of Business Intelligence and Achievements. Ms Danvers Hewitt had met with the Executive Director, Quality & Professional Development and noted how helpful the position statements were in focusing the meeting. Mr Pretty had met with the Group Finance Director twice and Mr Pembleton was due to have his liaison meeting shortly.

## **7 – Required Approvals**

Minutes 2793 and 2794 were confidential.

#### **2795 Code of Practice on Freedom of Speech & Expression**

Paper 2478/19/C set out the Code of Practice on Freedom of Speech and Expression as part of Corporation's requirement under the Education (No. 2) Act 1986 and the requirements of the Office for Students. The Principal stated that she had a question concerning sanctions if a governor breached the Code of Conduct. The Chair then suggested that, due to time constraints, the issue be discussed at the following meeting.

## **8 – Next Meeting: 14 May 2019**

#### **2796 Members turned their attention to the draft Agenda for the 14 May 2019 meeting.**

The Clerk noted that they had already agreed to carry forward Board Objective: *Engage with policy makers and those with indirect but significant influence* (Paper 2472/19/C). The Chair stated that he had found the deep dive session useful and asked if members would like to do another one. Members agreed and there was a brief discussion about exploring 'ownership'. It was therefore **Agreed** to consider priority theme 4: *Alliances, Partnerships and Collaborations* at the next meeting. A member asked when the budget would be agreed, to which the Group Finance

Director responded that Corporation would consider the first draft on 14 May and agree the final budget on 02 July 2019. The Chair asked about reviewing the performance of learning companies and the Group Finance Director stated that it would be useful to look at that in May and June.

## 9 – Self-Evaluation

2797 Mr Craft evaluated the meeting against a number of criteria using the grades Satisfactory, Requires Improvement or Unsatisfactory or yes / no.

	Statement	Evaluation	Comments
1	The Board was prepared for the meeting.	Satisfactory	
2	The Board's time was appropriately spent on Ends as opposed to means.	Satisfactory	
3	Each Board member was given an adequate opportunity to participate in discussion and decision making	Satisfactory	
4	The Board's treatment of all persons was courteous, dignified, and fair.	Satisfactory	
5	The Board's deliberations were open, fair, thorough, timely and orderly with discussions kept to the point.	Satisfactory	
6	The Board adhered to its Standing Orders	Satisfactory	
7	The Board adhered to its adopted Governance style:		
	a. It emphasised outward vision	Yes	
	b. It encouraged diversity in viewpoints	N/A – it did not arise	
	c. It exercised strategic leadership more than overseeing management detail	Yes	
	d. It maintained a clear distinction between Board and management roles	Yes	
	e. It used collective decision making	Yes	
	f. It looked to the future.	Yes	
<b>Evaluator's comments:</b> In the context of where the Board is, in moving towards full implementation of Carver, this was a constructive and well run meeting with good involvement of the Directors and extreme deep dive on HR issues.			

The meeting finished at 6.40pm