

## Minutes of a virtual meeting of the Corporation Held at 4pm on 05 May 2020

Present: Nazir Ahmed (staff governor), Stephen Burke, Max Craft, Katie Danvers Hewitt (until 5.35pm), Robin Dickens (until 5.40pm), Martin Doel (interim Chair), Callum Farminer (student governor), Lena Itangata (from minute 2970) Tim Mason, Rob Nitsch (from minute 2977), Mark Pembleton, Paul Quigley, John Royston-Ford and Penny Wycherley (interim Principal & CEO).

Apologies: Karen Wood (Staff Governor)

In Attendance: Paola Schweitzer	Clerk to the Corporation
Sue Martin	Interim Vice-Principal Learning & Quality
John Owen	Interim Chief Finance Officer
Fiona Wilmott	Education & Skills Funding Agency (until 5.30pm)

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## M i n u t e s

### Standing Items

#### 2969 Attendance and Participation

Search & Governance Committee had recently met (virtually) with potential member, Rob Nitsch, Chief Operating Officer at the Institute for Apprenticeships & Technical Education. The Committee believed he would be a valuable member of the Board and members **Agreed** that Rob Nitsch join Corporation under the general category 2(1)(a) of Highbury College's Instrument of Government for a term of four years from 05 May 2020 to 04 May 2024, and that he join Audit Committee.

Search & Governance Committee had also met (virtually) with potential member, Lena Itangata, a senior lecturer at the University of Portsmouth and qualified Chartered Management Accountant. The Committee believed she would be a valuable member of the Board, particularly in the light of the FEC recommendation to appoint a second fully qualified accountant. Members **Agreed** that Lena Itangata join Corporation under the general category 2(1)(a) of Highbury College's Instrument of Government for a term of four years from 05 May 2020 to 04 May 2024. Martin welcomed Lena to the Board.

## 2970 Declarations of Interest

Martin noted that Lena worked for the University of Portsmouth and Penny stated that she, John and Sue had an interest in the succession planning agenda item. There were no other declarations of interest.

## 2971 Minutes

The minutes of the meeting held on 16 March 2020 were **Agreed** as a correct record and would be signed by Martin.

## 2972 Matters Arising

**Minute 2955: Outcome of Strategy Planning Day:** Martin proposed an amendment to the College's purpose, namely the inclusion of *vocational* to protect lower level provision. Members **Agreed** the amended College purpose: *'To contribute to a more prosperous and equitable Portsmouth and its surrounding areas through the provision of technical, vocational and professional education (from level 1-5) that meets the needs of students, communities and employers.'*

**Minutes 2973 & 2974 were confidential.**

## Interim Chair's Report

**2975** Martin thanked Penny and her team, particularly IT services, for keeping students in learning whilst the College was closed. He updated members on matters not covered on the Agenda, noting that the College continued to meet regularly with the ESFA and that the outcome of the Structure and Prospects Appraisal (SPA) would be delayed.

**Minute 2976 was confidential.**

## Interim Principal's Report

Rob joined the meeting and Martin welcomed him to the Board.

**2977** Penny highlighted key issues from her report (paper 2636/20/C), noting that since the last meeting there had been considerable change as a result of Covid-19 and College closure.

The risk rating for the strategic risk: *failure to develop or oversee the College's strategic direction* had been reduced following Board agreement on the College's purpose. Covid-19 clearly represented a major risk and the report outlined how this was being managed. The College meeting structure continued to be simplified and linked to the governance structure. In addition, a COBR group comprising

managers met twice a week to ensure the rapid resolution of Covid-19 issues. Martin noted that there were clear ways staff could engage with College management and asked that a learner engagement framework be developed to ensure learners had a say in College matters and the opportunity for dialogue with the Board. Callum agreed that this would be useful. It was **Agreed** that Sue would develop this and report to Learning & Quality Committee, with a summary in the next Principal's Report. As lead learner voice governor Tim welcomed the opportunity to join student focus meetings.

Low 2020/21 application numbers posed a significant risk to the College but it was anticipated numbers would improve due to the various initiatives in place. Plans were being made to re-open the College, prioritising practical skills which were harder to teach virtually. Rob was encouraged by the College's apprenticeship retention rate, which was better than the national average, but noted the possible impact if the furlough scheme ceased. He believed government funding would be available to colleges to support apprentices who had been made redundant before finishing their apprenticeship and he offered to work with colleagues to explore this and other funding possibilities. The College was working hard to support its most vulnerable students, including organising an event in College providing food and socially distanced activities.

Penny asked members to consider paying the remaining 20% of salaries to furloughed staff, noting that the majority of these staff were the lowest paid within the organisation. Fiona confirmed most colleges were doing this. Members **Agreed** the College should pay the remaining 20% of furloughed staff's salaries, subject to continuing affordability. Finally, Penny highlighted the balanced scorecard showing College performance against a number of measures. Martin suggested that the scorecard be the first item in the Principal's Report, with the narrative providing further information and Penny stated this was her intention.

Members **Noted** the Principal's Report.

## **Monitoring Organisational Performance**

**Minute 2978, 2979 and 2980 were confidential.**

### **2981 Results of Staff Survey**

Penny presented the results of the staff survey (paper 2650/20/C), noting that they had been discussed by Search & Governance Committee who would continue to monitor the issues.

The results of showed that whilst there had been a very clear and measurable improvement in staff satisfaction between the last survey in June 2019 and February 2020, there remained significant concerns about the state of the College's premises, communications and staff involvement in decision-making and the

usefulness of training and performance reviews. Penny outlined the measures that were being put in place to address these concerns including the establishment of staff focus groups with senior management and separately with an independent convener, a continued focus on improving communications and staff involvement, training and coaching in carrying out performance reviews and a clear plan for improvements to the College estate. Members believed the improved results were a credit to Penny and her team and thanked her for her hard work. Members **Noted** the results of the staff survey.

## **6 – Governance Process matters**

### **2982 Succession Planning**

Members considered paper 2641/20/C setting out succession planning for the Chair of Corporation and Principal & CEO.

Martin was appointed interim Chair of Corporation from 01 January 2020 until 31 August 2020 and the Charity Commission had given permission for his remuneration. Martin's intention was for the Board to appoint his successor from within its membership, however Covid-19 had made this more difficult. If the Board wished and the Charity Commission concurred, he was willing to extend his tenure to provide stability to the College. Members agreed that stability was of paramount importance and that agreeing a short extension to his tenure might be advantageous. Martin invited members to make contact with him after the meeting to discuss the matter further. It was **Agreed** that a decision concerning the Chair of Corporation would be made at the next meeting.

Penny was appointed interim Principal from December 2019 until 31 August 2020. The SPA outcome would have a significant bearing on future leadership arrangements and it was therefore difficult to make a decision at the current time. Members welcomed Penny's offer to extend her tenure until 31 December 2020, noting the key role she was providing to ensure stability at the College both for staff and stakeholders.

Martin noted that Corporation was now at full strength, with only staff and student governor vacancies. Committee membership would be discussed at the next meeting following discussions with individual members.

### **2983 Updated Board Handbook**

Paola presented the updated Board Handbook (paper 2642/20/C), noting that Search & Governance Committee had recommended its approval to Corporation. The handbook contained governance documents detailing how Corporation and Committee business was conducted and had been updated to reflect Corporation's decision to return to a more traditional governance structure. Standing Orders had been re-instated, Committee Terms of Reference updated and meeting dates

proposed (including a reduction from seven to six annual Corporation meetings following the re-convening of Finance & Estates and Learning & Quality Committees). It was proposed that Remuneration Committee's Terms of Reference be amended so that the Committee had an advisory role in determining pay and conditions for senior postholders and the Clerk (as opposed to deciding pay and conditions). Members **Agreed** the updated Board Handbook, including Standing Orders, revised Learning & Quality, Finance & Estates, Remuneration & Search & Governance Committees' Terms of Reference and meeting dates for 2020 and 2021.

## **2984 Reports from Committees**

**Search & Governance Committee, 12 March & 27 April 2020:** Meeting outcomes were evident throughout the meeting

**Joint Audit Committee and Finance & Estates Committee, 28 April 2020:** The outcome of this meeting had been shared earlier in the Corporation meeting.

**Learning & Quality Committee, 29 April 2020:** John RF noted how effectively staff had risen to the challenge of maintaining teaching and learning as well as providing support to students whilst the College was closed and he thanked staff for their hard work.

**Minute 2985 was confidential.**

## **Required Approvals (by exception)**

### **2986 Higher Education Strategy**

Sue presented the Higher Education (HE) strategy (paper 2644/20/C), noting that it was due for renewal thereby creating an opportunity to review the delivery model. The paper identified three options for consideration: (1) remain with the current offer (2) create a formal partnership with the University of Portsmouth (3) develop partnerships with other HE institutes. There had been a reduction in HE student numbers over the past three years and this had resulted in a loss of income to the College. Learning & Quality Committee had been discussed the matter and recommended option 2. Penny confirmed that the University was keen to develop its links with the College and Tim concurred. Members **Agreed** that the College create a formal partnership with the University of Portsmouth to include a franchise agreement for Highbury College to teach HNC and HND programmes while highlighting the need to ensure there was a point of review on any agreement. Further decisions would be brought to the Board.

### **2987 Fees Policy 2020/21**

John presented the Fees Policy 2020/21 (paper 2645/20/C), reviewed annually in advance of the academic year. Finance & Estates Committee recommended the policy to Corporation for approval. The Committee had also agreed that in future

it would be a more succinct framework and would be supported by a procedural document. One member asked if the policy took account of inflation. John stated that only nursery fees had been changed and all fees were the minimum to be charged, with flexibility to increase them if necessary. Members **Agreed** the Fees Policy 2020/21 on the basis that they would be subject to a fuller review next year.

## Self-Evaluation

**2988** Members were asked to complete the evaluation form and Paola would collate the results.

Statement	Evaluation	Comments
The Board was prepared for the meeting.		
The Board's time was appropriately spent on Ends as opposed to means.		
Each Board member was given an adequate opportunity to participate in discussion and decision making		
The Board's treatment of all persons was courteous, dignified, and fair.		
The Board's deliberations were open, fair, thorough, timely and orderly with discussions kept to the point.		
The Board adhered to its Standing Orders		
The Board adhered to its adopted Governance style:		
a. It emphasised outward vision		
b. It encouraged diversity in viewpoints		
c. It exercised strategic leadership more than overseeing management detail		
d. It maintained a clear distinction between Board and management roles		
e. It used collective decision making		
f. It looked to the future.		
<b>Evaluator's comments:</b>		

The meeting ended at 7.10pm.