

Minutes of a meeting of the Corporation

Held at the College at 4.30pm on 16 March 2020

Present: Stephen Burke, Max Craft, Katie Danvers Hewitt, Martin Doel (Interim Chair), Callum Farminer (Student Governor), Tim Mason, Mark Pembleton and Penny Wycherley (Interim Principal & CEO).

Apologies: Nazir Ahmed (Staff Governor), Paul Quigley, John Royston-Ford and 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 (left at
6.50pm)

Minutes

1 – Standing Items

2945 Attendance and Participation

Martin welcomed Fiona to the meeting. Fiona would observe Board meetings under the terms of the College's supervised status.

Search & Governance Committee had recently met with potential member, Robin Dickens. Robin had extensive estates experience through his role as director at Lambert Smith Hampton and had been a governor at the College some years previously. The Committee believed he would be a valuable member of the Board and members **Agreed** that Robin Dickens join Corporation under the general category 2(1)(a) of Highbury College's Instrument of Government for a term of four years from 16 March 2020 to 15 March 2024, and that he join Finance & Estates Committee. Robin joined the meeting.

2946 Declarations of Interest

There were no declarations of interest.

2947 Minutes

The minutes of the meeting held on 28 January 2020 were **Agreed** as a correct record and signed by Martin.

2948 Matters Arising

Minute 2928: There was still insufficient financial information for the balanced scorecard but the Principal's Report contained other data. There were no other matters arising.

Minutes 2949 & 2950 were confidential.

2 – Interim Chair's Report

2951 There were still significant elements within the College to stabilise, most notably the College's finances. This meant the College would go into the first SPA (Structure & Prospects Appraisal) meeting on 20 March 2020 without a reliable understanding of its financial position. However, the College's day to day financial operations had been stabilised due to a funding agreement with the ESFA. He and Penny had recently met with the University of Portsmouth Vice-Chancellor. The University was leading an Institute of Technology marine bid and wanted the College as a crucial partner. They had discussed foundation courses and Martin noted the importance of the College aligning its courses to provide a progression pathway. In response to a question, members felt they were being kept appropriately updated on College developments by Martin.

3 – ESFA Notice to Improve & FEC Stocktake Report and associated action plan

2952 Members **Noted** the ESFA Notice to Improve (NtI) letter published in January 2020 (draft letter previously circulated), the FEC Stocktake Report and associated action plan. Martin, Penny, John and Sue had monthly meetings with the ESFA in accordance with the College's supervised status and Martin believed this regular dialogue had facilitated the funding agreement. The FEC Stocktake Report was circulated to members (and, due its confidential nature, subsequently returned to Paola).

4 – Interim Principal's Report (extract)

2953 Penny outlined the key elements of her report:

Morale and confidence in skills. Fiona stated that during a recent tour around the College had been struck by the positivity of curriculum staff, how hard they were working with students and their good relationship with Penny. She urged members to visit the College and see it for themselves.

Strengthening the overall management of the College. Penny highlighted the links between the management and Board structures and noted that further management changes were likely to be necessary if the College was preparing for a standalone option in the SPA. In response to a question about the College's provision in Birmingham, Penny stated that it was essentially online. Martin stated that Audit Committee had raised the issue of interim appointments and Search & Governance Committee subsequently discussed the matter. A paper was circulated setting out the framework for making interim appointments and listing current interim/fixed term management positions. Martin reminded members that the Board was only concerned with senior postholders as Penny was responsible for all other staff, reporting to the Board as appropriate. He believed the paper provided assurance that appropriate checks and balances existed within existing College processes. Mark (Audit Committee Chair) stated that this framework was helpful.

Resolving potential issues around the College's estates. Penny noted members'

agreement at the Strategy Planning Day to commission a review of the College estate, the outcome of which would be considered by the Board. Robin would support this process.

Developing targets (KPIs) for a ‘balanced scorecard’ for Corporation. Penny noted that the qualification achievement rates were more realistic and granular than the Board had previously seen. One member welcomed this more realistic target setting approach. Further details would be brought to the Board/Committees as appropriate.

There was a brief discussion around safeguarding, with Penny noting that the biggest problem was that the mental health service was not currently taking referrals. The issue of safety wardens, mental health first aiders and support to staff was raised. The results of the recent Staff Survey would be circulated shortly and would be considered by Search & Governance Committee.

Minute 2954 was confidential.

5 – Outcome of Strategy Planning Session (extract)

2955 Martin thanked governors for attending the Strategy Planning Session earlier in the day, at which a number of issues had been discussed:

- Members agreed the College’s purpose: *To contribute to a more prosperous and equitable Portsmouth and its surrounding areas through the provision of technical and professional education (from level 1-5) that meets the needs of students, communities and employers.* Members emphasised the importance of the College’s vocational and inclusive nature and agreed the need to protect current learners as well as the necessity of broadening the College’s financial base and/or extending level 3. The statement would be tested with staff and potential areas of specialism identified.
- It was agreed that a review of the College estate, including the Tower, was necessary.
- There were presentations on the College’s current provision, financial context, strengths and areas for improvement and an overview of the Ofsted inspection framework.

Minute 2956 was confidential.

6 – Monitoring Organisational Performance

Minutes 2957 & 2958 were confidential.

2959 Quality Improvement Plan & Current Position Statement

Sue presented paper 2606/20/C setting out the quality improvement plan. The plan provided an overarching summary of the headline actions required to drive improvement at the College and corresponded with the Ofsted inspection framework. Progress had been made against each of the actions. The plan had been considered by Learning & Quality Committee at its first meeting on 05 March 2020. Members noted that the position statement referred to in the report was Sue’s presentation from the Strategy Planning Day.

Members **Agreed** the quality improvement plan.

7 – Governance Process matters

2960 Revised Board Handbook

Paper 2607/20/C set out the changes required to the Board’s governance documentation to encompass recent decisions including the move back to a more traditional governance model and the creation of two new Committees. Members **Agreed** the parameters of the changes required to the Board Handbook with a view to agreeing the revised version at Corporation’s next meeting on 05 May 2020.

2961 Governor Liaison Links & Framework

Paper 2608/20/C set out revised governor links in the light of the revised management structure and lead governor responsibilities (Stephen, Max and Tim were lead governors on health & safety, safeguarding and learner voice respectively). Penny stated that Search & Governance Committee had discussed members coming into the College for half a day a month to participate in learning walks, award ceremonies etc. This would enable the College to more fully utilise governors’ expertise and would promote transparency. Members **Agreed** this initiative as well as the revised links and that a revised framework be considered by Corporation at its next meeting.

2962 Reports from Sub Committees

Audit Committee, 03 March 2020: Mark (Chair) stated the main purpose of the meeting was to examine the final accounts 2018/19 so it was helpful that the internal and external auditors were present. Risk management and the internal audit plan were also discussed.

Learning & Quality Committee, 05 March 2020: There had been an open and productive discussion at the Committee’s first meeting. Clarification was sought over the apprenticeships item in the minutes (Paola to amend them accordingly).

Search & Governance Committee, 12 March 2020: A well as meeting with Robin Dickens, the Committee held a teleconference with a University of Portsmouth lecturer who would shortly visit the College. Martin stated that the Committee had also discussed succession planning, the skills audit 2019/20 and senior postholders. Members **Agreed** the Committee’s recommendation that Max join Search & Governance Committee and **Noted** that Paola would contact them for two referees in accordance with the amended Procedure for Appointment of Governors.

8 – Required Approvals (by exception)

2963 Risk Management Process & Risk Register

Paper 2611/20/C advised the Board on the College’s revised risk management process and updated risk register. The risk register was more detailed in its risk rating (a new impact analysis had been introduced) to clearly prioritise risks. Audit Committee recommended the revised risk management process and risk register to Corporation for approval. Corporation was ultimately responsible for the College’s risk management process and would, supported by Audit Committee, review the process and register annually. Audit Committee would consider the risk management process as a standing agenda item, with other Committees considering the items from the headline risk register associated with their areas as standing agenda items. Members **Agreed** the risk management process and risk

register and that this item be considered at the beginning of all future meetings.

There was a discussion about Covid19. Penny stated there was a separate Covid19 risk register and managers were meeting daily to manage this issue. Paola asked that, in the light of Covid19 and to support business continuity, the Board consider agreeing Chair's action in urgent circumstances where it was not possible for a Corporation meeting to be convened. Martin believed this could be useful although he was more likely to send an email stating that he would agree a specific action if he didn't hear from members by a certain timeframe. Notwithstanding this, members **Agreed** Chair's Action in certain circumstances.

2964 Tower Cladding Approvals & Contract

Paper 2609/20/C stated that, since the last Corporation meeting, the DfE had confirmed to the College that it would receive 100% grant and the grant funding letter had been signed by the College. The College had issued a letter of intent to the contractors but the full JCT contract had not yet been signed. John O hoped it would be signed by the end of the week, with work completed by December. Members confirmed the decision to accept the agreement and resulting building contracts concerning the Tower cladding.

2965 Quality Strategy

Paper 2610/20/C set out the updated Quality Strategy 2017/20. Updates included alignment with the Ofsted Education Inspection Framework, simplified meeting structure and key processes and dates set out in a quality cycle (which included apprentices). The quality strategy had been agreed by Learning & Quality Committee. Members **Agreed** the updated quality strategy 2017/20.

2966 Internal Audit Plan 2019/20

Paper 2612/20/C set out the annual internal audit plan 2019/20. The plan had been revised in the light of discussions with Penny, John O and the internal auditors (Southern Internal Audit Partnerships). It focused on areas of concern including HR processes, estates and cash collection and purchase order processes and there a number of contingency days. It would be kept under review, particularly in the light of the updated risk register. The plan had been recommended by Audit Committee to Corporation for approval. Members **Agreed** the annual internal audit plan 2019/20.

2967 Authorised Bank Signatories

Paper 2613/20/C proposed the addition of Penny, John O and Sue as authorised signatories with Barclays Bank, alongside Tess Cole (Director of Faculty Foundation & Learning Services) and Keith Harvey (College Accountant). All other signatories would be removed from the bank mandate. Members **Agreed** that the interim Principal (Penny), interim Chief Finance Officer (John O) and interim Vice-Principal Learning & Quality (Sue) become authorised signatories.

9 – Next Meeting: 05 May 2020

10 – Self-Evaluation

2968 Katie evaluated the meeting against a number of criteria using the grades, Satisfactory, Require Improvement or Unsatisfactory and yes / no.

Statement	Evaluation	Comments
The Board was prepared for the meeting.	Satisfactory	
The Board's time was appropriately spent on Ends as opposed to means.	Satisfactory	
Each Board member was given an adequate opportunity to participate in discussion and decision making	Satisfactory	
The Board's treatment of all persons was courteous, dignified, and fair.	Satisfactory	
The Board's deliberations were open, fair, thorough, timely and orderly with discussions kept to the point.	Satisfactory	
The Board adhered to its Standing Orders	Satisfactory	
The Board adhered to its adopted Governance style:	Satisfactory	
a. It emphasised outward vision	Yes	
b. It encouraged diversity in viewpoints	Yes	
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	
Evaluator's comments: <ul style="list-style-type: none"> • Appreciate open finance report which clearly sets out position. We spent a while but VC/Audit Chair wanted to really drill down to current position and emphasise that we need to be in a position to sign/send off. • Board is allowed to challenge and needs to explore challenge in supportive manner. • Really pleased with interim Quality & Finance managers. 		

Minute was confidential (without staff and student members present).

The meeting finished at 7.10pm.