

# Minutes of the Corporation Meeting

## Held virtually at 4pm on 16 March 2021

Present: Prue Amner, Claire Attika (staff governor), Vanessa Cooter (staff governor), Max Craft, Ashley Cullen, Robin Dickens, Tim Jackson, Tim Mason, Rob Nitsch, Mark Pembleton, Paul Quigley (chair) and Penny Wycherley (Interim Principal).

Apologies: Lily Camacho (student governor), Phoenix Dewhurst (student governor) and Lena Itangata

In Attendance: Denise Cheng-Carter      Interim Chief Finance Officer  
Pat Denham                                      Interim VP Learning & Quality  
Paola Schweitzer                              Clerk to the Corporation

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## Minutes

### Standing Items

**3081** Paul stated that an additional paper concerning the Wave 3 T Level bid would be considered at the meeting and that the merged college pay scales alignment paper would be considered with staff and students present. He reminded governors about the confidentiality of some of the papers on the agenda and their obligations under the non-disclosure agreement with Portsmouth College.

### **3082 Attendance and Participation**

Lena, Lily and Phoenix sent their apologies. Governors noted that Stephen Burke had resigned from Corporation due to family commitments.

### **3083 Declarations of Interest**

Ashley, Max, Tim J, Tim M, Paul and Penny were members of the Shadow Board. There were no other declarations of interest.

### **3084 Minutes**

The minutes from the meeting held on 08 December 2020 and 26 January 2021 were **Agreed** as correct records.

### **3085 Matters Arising**

Governors noted that actions arising from the 08 December 2020 and 26 January 2021 meetings had been completed.

### **3086 Chair's report including Chair's Action concerning financial due diligence**

A panel, including governors from Highbury College and Portsmouth College, had agreed the appointment of BDO to carry out the financial due diligence for the merger with the cost to be split equally between the two colleges. To expedite the process, a Chair's Action had been used to approve the contract with BDO.

The Shadow Board minutes and joint board meeting notes as well as the Chair's weekly update provided an overview of the merger progress to date. The Shadow Board meeting the previous day progressed matters further and a number of the items would be discussed at the meeting. Paul noted that every aspect of the merger was progressing on time, including the due diligence and public consultation processes. He noted that at its 15 February 2021 meeting, Shadow Board governors had agreed to include an additional risk concerning key actors in the merger process.

## **Merger with Portsmouth College**

### **3087 Progress update including Shadow Board minutes 18 January 2021 and 15 February 2021 and joint board meeting notes 01 March 2021.**

Governors noted the Shadow Board minutes from 18 January 2021 and 15 February 2021 as well as the joint board meeting notes from 01 March 2021.

### **3088 Estates Options Appraisal (paper 2817/21/C)**

Denise presented the College's Estates Strategy 2020-2024. The draft strategy had been considered by Corporation at its meeting on 06 October 2020.

Since October 2020 the strategy had been updated to include a more detailed space analysis from Fusion which would be applied to a preferred outline scheme of development. As well as rationalising surplus space, the brief included forecast growth in learner numbers, the potential merger with Portsmouth College and the recent Stage 1 application for the Solent Institute of Technology.

The recommendations were:

- Retain Arundel as it was space efficient and performed a good adult education function
- Surrender or sublet the Birmingham site
- Essential maintenance to the BMS and mechanical systems at Cosham
- Relocate some or all of the provision at Northarbour to the main site
- Review the construction trades curriculum and establish the optimum space and learner number balance in the rationalised accommodation
- Rule out the option of a freehold purchase of Northarbour.

The strategy would be used to support the Cosham masterplan, presented by Architecture PLB to governors at the joint board meeting on 01 March 2021, and the associated capital transformation fund application. The strategy did not yet include Portsmouth College (a conditions survey of Tangier Road was currently being undertaken) but would be updated when the colleges' merged.

Prue asked how the IT infrastructure fitted with the strategy and Penny responded that it was a separate project, with the network upgrades scheduled for completion over the Easter break. Mark believed the strategy was excellent and asked for further information about the move from Northarbour to Cosham. Denise clarified that the strategy was a five year plan, with details around Northarbour still to be finalised. This was reflected in the fact that Northarbour was considered in the final phase of the capital transformation fund application. Tim J believed the strategy to be coherent and effective, providing a framework for action whilst providing sufficient flexibility to respond to future funding opportunities.

Corporation **Agreed** the Estates Strategy 2020-2024.

**Minutes 3089 & 3090 were confidential.**

### **3091 Public Consultation Documentation**

Penny presented paper 2800/21/C setting out the public consultation document concerning the merger. The document would be published by 01 April 2021, with the outcome considered by the Shadow Board on 17 May 2021 and by the Highbury College Corporation on 25 May 2021.

Following discussion at the joint board meeting on 01 March 2021, the Shadow Board had agreed the new college's name, City of Portsmouth College. As the surviving legal entity, it was for Highbury College to agree the name change.

On 15 March 2021 the Shadow Board had considered the public consultation document and agreed that:

- The draft purpose statement was the new college's vision;
- The vision would omit the words promote/provide
- *Value and develop our staff and partnerships* would be moved to the new college's strategic objectives
- The final value would be *innovative* (not innovation).

Corporation **Agreed** the public consultation document and the commencement of the consultation as well as the proposed merged college name, vision and values.

**Minutes 3092 & 3093 were confidential.**

### **3094 Interim Principal's Report (paper 2802/21/C)**

Penny reported on activity at the College since 08 December 2020, including the impact of Covid-19 and the operation of the College as well as presenting the balanced scorecard, headline risk register, staff morale, communications and actions, curriculum and commercial developments.

Recruitment and enrolment for 2021/22 had increased from the previous year: new full-time 16-18 applications were up by 93 (18%), all 16 -18 EHCP numbers were up by 9 (8.5%) and 19+ full-time was also showing a significant increase of 102 (100%).

The applications process for existing students had commenced later than last year because of Covid. It was anticipated that as recruitment was higher in autumn 2020, the numbers progressing would also be higher. The ESFA were impressed with the College's retention and student numbers and Penny anticipated this progression rate would increase further with the return of students into College. However, Maths and English attendance was a concern and would continue to be a focus for action.

Penny provided an update on the risk register, noting that the risk associated with IT had reduced as the system would be upgraded by the end of the Easter break, meaning that if the system failed, it would be for a reduced period of time and therefore have less of an impact.

The independent staff survey carried out in February 2020 showed major improvements in satisfaction compared to the previous surveys, with average satisfaction at 85% (77% and 52% in 2020 and 2019 respectively). 89% of staff were happy working at the College, 90% agreed that things were improving and 97% believed the College had responded positively to the challenges associated with Covid-19. The only area where there was less than 70% agreement was the question '*College premises are well maintained*' and there was an agreed plan to manage this. Penny noted that this was a very pleasing set of results. The outcomes of the survey would be analysed and discussed at the Staff Forum prior to the formation of an action plan to further improve staff satisfaction. Paul noted the exceptionally good survey results and thanked Penny and her team for their hard work. In response to a question Penny confirmed she would share the staff survey results with the ESFA once the more detailed analysis had been carried out.

The College had recently signed the AoC Mental Health Charter. An action plan would now be formulated, building on the College's good practice to date. One of the Charter's recommendations was to appoint a lead governor for mental health and wellbeing and Prue had agreed to take on this role. Prue stated she was happy to get involved and that it sat well with her extensive experience in Ofsted inspections and safeguarding. With Stephen's resignation from Corporation, Paola stated there was a vacancy in a lead governor for health and safety and that Robin had agreed to take on this role. Max was the safeguarding lead.

Corporation **Noted** the contents of the Report, particularly revisions to the College headline Risk Register and the College's support for the AoC Mental Health Charter. They **Agreed** that Prue and Robin become the College's mental health and wellbeing and health and safety lead governors respectively.

## **Monitoring Organisational Performance**

### **3095 Strategic Plan/Objectives**

Penny presented paper 2803/21/C outlining progress to date in delivering the College's five key strategic objectives.

There were five strategic objectives: Provision, Quality, Staff, Partnerships and Leadership, Governance and Resources each of which was underpinned with measurable areas for action. The table in the report outlined progress in delivering these objectives. Progress had been constrained by the Covid-19 pandemic and work associated with the merger. A more detailed review would be brought to Corporation at the end of the year.

Penny stated that she was pleased with progress to date but there was room for further improvement on, for example, partnerships and embedding the College in the community. Tim M welcomed this partnership work and encouraged the College to involve governors in this activity wherever possible. Rob supported this partnership working and suggested the College set quantitative partnership objectives to ensure that the staff investment led to tangible outcomes. There was a discussion about apprentices and Penny stated that a new team structure was now in place and an external specialist was working with staff on the position of each apprentice to resolve the outstanding issues. She concluded that she was now more confident about this area.

Corporation **Noted** the progress made on the College's strategic objectives and the areas for further action.

### **3096 Management Accounts 2020/21 (paper 2804/21/C)**

Denise presented the management accounts 2020/21, noting that they had been considered at the Finance & Estates Committee meeting on 23 February 2021.

The annual budget for 2020/21 was approved by the Corporation in July 2020 and predicted an operating deficit of £60k. The College had carried out a re-forecast at period 3 and which predicted an operating surplus of £167k. The College has re-forecast the year end outturn as part of the P06 January 2021 management accounts production and was now predicting an operating deficit of £1,277k. This was due to a reduction in income of £1,113k (the College did not meet the ESFA's recently published criteria for 16-19 in year growth and there was a reduction in commercial income). Pay expenditure had been reduced by £201k whilst non pay expenditure

had been increased by £533k. Penny noted that the College should be in line for additional funding from the ESFA for Covid testing. This had not been included in the accounts. In response to a question, Denise confirmed that the reforecast had not been incorporated into the merged college's accounts but she did not believe it would materially change them. She expected to reforecast in period 9.

Mark thanked Denise for the clear, transparent and easy-to-understand management accounts. Corporation **Noted** the management accounts 2020/21.

### **3097 Quality Improvement Plan (paper 2805/21/C)**

Pat presented the quality improvement plan, noting that it had been discussed by Learning & Quality Committee on 03 March 2021.

The plan had been updated to show progress against actions and impact up until the middle of February 2021. She noted that due to adaptations of assessment by awarding bodies, some learners/apprentices were continuing to work towards their final achievement. Positive progress included:

- Development of blended learning programmes in response to lockdown
- Improved staff satisfaction and morale
- High retention rates retained for all cohorts despite Covid-19.

Areas requiring further development included:

- Maths & English low attendance
- Overall attendance is 87%
- Use of ProMonitor and OneFile to capture individual learner targets to inform assessment and curriculum planning.

Pat noted that the main issue with returning students was ensuring clarity with what they needed to do to complete their study programme and qualification. Exploratory work was being undertaken with Unloc to explore work place opportunities.

Corporation **Noted** the improvements and impact generated against actions made in the quality improvement strategy.

## **Governance Process matters**

### **3098 Remuneration Committee Terms of Reference**

Paola presented paper 2816/21/C setting out the proposed changes to Remuneration Committee's Terms of Reference.

At its meeting on 08 March 2021 the Committee had discussed its Terms of Reference and agreed that, in the interests of clarity and transparency, the Principal and other senior postholders attend meetings at the invitation of the Committee and

as appropriate to the agenda and that Committee minutes were circulated to all Corporation members, except students and staff governors. These changes completed the transformation of the Committee into a fully transparent, advisory Committee to Corporation.

Governors **Agreed** the revised Remuneration Committee Terms of Reference.

### **3099 Committee minutes (for information)**

**Finance & Estates Committee, 23 February 2021** Paul noted that the majority of issues discussed were covered at the Corporation meeting.

**Search & Governance Committee, 02 March 2021** Tim M welcomed the suggestion of a training event in the autumn term for the new college board.

**Learning & Quality Committee, 08 March 2021** Tim M stated that the student voice was key to the Committee and this information was triangulated by governor attendance at student rep meetings (he encouraged other governors to join). Prue stated that she was mentoring Lily, the Student Union President, and so was receiving feedback about the College. Tim J drew governors' attention to the detailed discussion that had taken place at the meeting on apprenticeships.

**Minutes 3100 – 3104 were confidential.**

### **Evaluation of Meeting**

Five governors completed the online self-evaluation questionnaire. All five felt the agenda and papers were clearly written and believed the objectives of the paper were clear, the right length, contained the relevant detail and provided assurance. They were assured that risks were being actively reviewed and managed. All believed there was sufficient time available for debate and time was well spent and that everyone had a voice. All believed governors held management to account and that management responses to questions were clear and sufficient. All were satisfied that decisions were sound and that there was a clear line of sight through to the student experience. All believed the meeting was chaired effectively. Two governors commented on the IT and their ability to access and take part in the meeting:

Governor 1: *It was a shame the student governors weren't present.*

Governor 2: *All worked well.*

One governor added a comment on what might help to enhance the Boards' performance: *The amount of documents was probably in more detail than needed – over 240 pages and several spreadsheets.*

The meeting ended at 6.25pm