

## Minutes of the Special Corporation Meeting Held virtually at 4pm on 17 August 2021

Present: Jafor Ahmed, Prue Amner, Ashley Cullen, Adele Hodgson, Tim Jackson, Tim Mason, Mark Pembleton, Paul Quigley, Jeanette Smith & Penny Wycherley (CEO).

Apologies: Shahalam Ali, Bernie Collins, Mark Cooper, Rob Nitsch & Paul Walton

In Attendance: Simon Barrable                      Principal  
                                 Paola Schweitzer                      Director of Governance

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### Minutes

#### 1 – Standing Items

##### 0001 Attendance and Participation

Shahalam Ali, Bernie Collins, Mark Cooper, Rob Nitsch and Paul Walton sent their apologies.

##### 0002 Declarations of Interest

Jeanette stated that she was a full-time paid official for UNISON. Tim J stated that he was an adviser for the FE Commissioner.

##### 0003 Appointment of Chair of Corporation

Paola presented paper 0001/21/C concerning the Chair of Corporation appointment.

Paola wrote to governors on 27 July 2021 inviting nominations for the office of Chair. Two nominations were received: Adele Hodgson and Paul Quigley and an online ballot was therefore carried out. A total of 11 governors voted by the deadline of 16 August 2021, with Paul receiving seven votes and Adele four. Governors **Agreed** the appointment of Paul as Chair of Corporation.

##### 0004 Process for Appointment of Vice-Chair(s) of Corporation

Paola presented paper 0002/21/C concerning the process for the appointment of Vice-Chair(s) of Corporation.

The Instrument of Government provided for either one or two Vice-Chairs at the discretion of the Chair. Paul expressed a preference for two Vice-Chairs. Prue concurred, stating that at the beginning of the pandemic, Hampshire County Council advised school boards to appoint two Vice-Chairs to ensure the smooth running of business in the event of illness. In response to a query, Paola clarified that Corporation's constitutional documents did not permit Adele to automatically become Vice-Chair, and instead there would need to be a nomination and election process.

Governors **Agreed** that Paola would instigate the process for the appointment of two Vice-Chairs of Corporation so that appointments could be made at the next meeting on 21 September 2021.

## 0005 Corporation Membership

Paola presented paper 0003/21/C concerning Corporation membership, including end of terms of office dates, the appointment of an independent governor Mike Stoneham, and arrangements for staff and student governor elections. .

Under the previously agreed three-year transitional period, Corporation would comprise 18 independent governors, the CEO, two staff and two student governors. Jafor and Bernie who had exceeded/would exceed an eight year term of office from the date of their initial appointment would stand down at the end of the transitional period i.e. 31 July 2024. All other governors would serve until the end of their current term (former Portsmouth College governors did not have a specific date for the end of their term (only the month was specified) so it was determined terms would finish at the end of the month). Governors agreed that Paul W, who had originally been appointed for a two year term of office as a parent governor, would have his term extended by two years to bring his tenure in line with that of an independent governor. Governors **Agreed** the following terms of office:

Name	Date of original appointment	End of current term
Jafor Ahmed	December 2012	31 July 2024
Shahalam Ali	September 2019	30 September 2023
Prue Amner	09 November 2020	08 November 2024
Bernie Collins	January 2017	31 July 2024
Mark Cooper	December 2020	31 December 2024
Ashley Cullen	22 September 2020	21 September 2024
Adele Hodgson	July 2018	31 July 2022
Tim Jackson	22 September 2020	21 September 2024
Tim Mason	20 March 2018	19 March 2022
Rob Nitsch	05 May 2020	04 May 2024
Mark Pembleton	27 November 2018	26 November 2022
Paul Quigley	28 January 2020	27 January 2024
Jeanette Smith	March 2018	31 March 2022
Paul Walton	November 2020	30 November 2024

As agreed by the Shadow Board, Nick Wynne had approached Mike Stoneham, Deputy Director of Children, Families and Education, Portsmouth City Council with

a view to him joining the City of Portsmouth College board. Paola stated that whilst the Articles of Government required Search & Governance Committee to make a recommendation concerning board appointments, given that Corporation didn't yet have a fully constituted Search & Governance Committee and in the interests of expediency, it would be possible for Corporation to make the appointment directly as long as it was cognisant that it was deviating from usual practice. Tim J supported Mike's appointment, noting that the board would benefit from his membership and that he should be appointed on the merits of his skillset, not as a representative of Portsmouth City Council. Jeannette supported Mike's appointment but believed governors needed to recognise that his appointment was as much to do with his skillset as the fact that he worked for Portsmouth City Council. Paul stated that Mike's invitation to join the board had been a personal one and that, in common with other governors, Mike had other interests including through his employment and these would be managed in the usual way. He noted that all governors were trustees and therefore duty bound to act in the College's best interests. Governors **Agreed** to appoint Mike Stoneham to Corporation.

Governors then turned their attention to staff governors. It was usual practice that one staff governor was elected by academic staff and the other by business support staff, thereby providing a balance of views at meetings. However, under the transitional arrangements one staff governor would be elected from each of the former colleges and it was therefore possible that both staff governors could be either academic or business support staff. Paola therefore proposed that the transitional period be reduced to two years, meaning that staff governors would be elected in the autumn term 2021 from each of the former colleges for two years i.e. until 31 July 2023, following which time cross-College academic staff governor and business support staff governor elections would take place and the usual four year term of office would resume. Governors **Agreed** this proposal and that Standing Orders be amended accordingly.

It had previously been agreed that there would be two student governors on the City of Portsmouth College board and that during the transitional period, one would be nominated and elected from each of the former colleges for the usual term of office of one academic year. Paola proposed that this arrangement be reduced to two years i.e. cross-College elections would take place from autumn term 2023 onwards. Governors **Agreed** this proposal and that Standing Orders be amended accordingly.

## **0006 Committee Structure, Membership & Meeting Dates**

Paola presented paper 0004/21/C setting out the committee structure, membership and meeting dates.

It had previously been agreed that Corporation would operate a traditional committee structure comprising Audit, Finance & Resources, Estates, Learning & Quality, Search & Governance and Remuneration committees. Committees would consider their Terms of Reference and Business Plans in the autumn term, prior to Corporation approval. Paul would liaise with governors to ascertain their preference for membership and proposals, including committee chairs, would be brought to Corporation's meeting on 21 September 2021.

Tim J raised the possible conflict between an Estates Committee that would be overseeing significant financial spend and the Finance & Resources Committee. Governors agreed that the Estates Committee's Terms of Reference would be key in managing this conflict and Penny suggested that one or two governors could be members of both committees. Adele suggested that committee chairs meet once a term to ensure synergy between committee activity. It was unlikely to be possible to synchronise meetings as the Estates Committee's work would be driven by external deadlines. There was a brief discussion about the longevity of the Estates Committee and whether it should be a working group. Paul believed it was best suited as a committee, given the ambition of the estates masterplan and it was agreed that its Terms of Reference would state it would exist as long as necessary, as determined by Corporation.

Governors considered the draft meeting schedule for Corporation and Committee meetings in 2021/22 and discussed whether meetings should be held virtually or in person. Governors noted that online meetings had proved efficient and were often better attended but developing the culture of the board could only be done by meeting in person. Adele believed that strategic retreats, taking place in person, would provide an opportunity for bonding. Penny noted that some committee work such as Learning & Quality and Estates would be best suited to meeting in person. She suggested governors might wish to consider holding one Corporation or significant committee meeting at each of the main college sites once a year to raise the visibility of governors and to provide an opportunity to tour the different campuses and meet with staff and students. Paola believed it important to avoid hybrid meetings wherever possible (i.e. some governors participating online with others physically present) as these were more challenging to manage effectively. A consensus emerged that Corporation meetings were best in person, with Committees determining whether they wished to meet virtually or in person. Governors **Agreed** that proposals for arrangements up to the end of the calendar year would be brought to the following meeting.

Finally, governors considered meeting start times. Several governors stated that a 5pm start would enable them to balance work commitments more effectively. Penny believed a much later start time (e.g. 6pm) would not be conducive to staff engagement. It was **Agreed** that Paola would seek governors' views with a decision being made at the next meeting on 21 September 2021.

Governors confirmed the City of Portsmouth College committee structure and **Agreed** the 2021/22 Corporation and Committee meeting dates.

## 0007 Standing Orders

Paola presented paper 0005/21/C setting out the Corporation's Standing Orders.

Corporation's Standing Orders set out detailed rules and procedures to support the smooth running of Corporation. Corporation reviewed its Standing Orders annually, with this review brought forward in the light of the merger. It was possible further reviews would be necessary during the year. Standing Orders were attached to the paper, with proposed amendments highlighted in red. Significant changes concerned reference to Corporation composition during the transitional period, a corresponding

change to the quorum (based on 40% attendance), reference to one or two Vice-Chairs at the Chair's discretion and job title changes.

Penny noted the proposed change to a staff governor ceasing to be a governor if they were under disciplinary action. She noted the importance of establishing a mechanism to protect staff governors and enable them to speak freely at Corporation/Committee meetings, without threat of disciplinary action. She believed this amendment required further clarification and asked that the matter be referred to Search & Governance Committee for consideration. Jeanette suggested that the College's Whistleblowing Policy could provide a good starting point. Governors **Agreed** to refer the matter to Search & Governance Committee.

Governors **Agreed** the proposed changes to the Standing Orders, namely:

- Corporation composition during the three year transitional period i.e. increase in independent governors and election of staff and student governors;
- Quorum i.e. 10 governors, at least eight of whom must be independent;
- Reference to one or two Vice-Chair's at the Chair's discretion;
- Change in titles i.e. CEO and Director of Governance.

Governors also **Agreed** that the Instrument of Government be amended in line with the revised quoracy.

#### **0008 Use of Highbury College Seal & Chair's Action**

Paola presented paper 0006/21/C concerning use of the College Seal.

In July 2021 the Highbury College seal had been applied to three documents in support of the merger with Portsmouth College:

- Transfer Deed signed by Tim Mason and Penny Wycherley
- TR1 (HM Land Registry) signed by Paul Quigley and Penny Wycherley
- Pensions Deed signed by Paul Quigley and Penny Wycherley.

Paola stated that she was currently sourcing a City of Portsmouth College Seal.

Paola also reported that there had been a Chair's Action to agree the change in company secretary for Highbury College Nigeria Limited. Paul explained that this company was the vehicle being used to try and recover the outstanding debt in Nigeria.

#### **0009 CEO Report**

Penny gave a presentation providing an operational update, results to date, apprenticeships, 2021/22 concerns, an overview of funding and updates on summer estates and IT activity.

All post-merger activity was on schedule, for example integrated finance and HR/payroll systems would go live in August 2021, work was underway on moving to a single MIS system and on the writing of the creative brief for the rebranding exercise, HR were integrating key processes, new contracts of employment were in place for academic, business support and management staff and a company had been engaged to support the roll out of the City of Portsmouth College email by 01

October 2021. In response to a question, Penny confirmed that actions requiring completion by the date of merger had been achieved and that some workstreams continued to meet. Nicola Tomlinson, merger project manager, would continue to work for the College until the end of October.

Penny gave an overview of results for 16-19 year old learners to date. Highlights at former Portsmouth College included:

- **Level 3:** A level pass 98.3% (2019/20 99%) & Level 3 Diploma pass 96.5% (2019/20 98.3%)
- **Level 2:** Business Certificate 100% (2019/20 94.7%), Health and Social Care 100% (2019/20 95.4%)
- **GCSE Maths and English:** High grades overall for Maths 56.8% (2019/20 59.6%), high grades for Maths 16-18 – 56.5% (2019/20 61.6.0%) & high grades for English 16-18 73.3% (2019/20 78.4%).

Highlights at former Highbury College included:

- **Level 3:** Diploma in Networking 78% high grades, Technical Certificate in Childcare & Education 91.7% (2019/20 72.7%), Diploma in Floristry 100% (2019/20 100%) & Core Maths 50% high grades (2019/20 25%)
- **GCSE Maths and English:** High grades for Maths 16-18 28.0% (2019/20 32.0%) & high grades for English 16-18 29.0% (2019/20 33.0%)
- **Level 2:** Certificate Sport 95.2% (first year of delivery), Certificate Childcare 100% (2019/20 95.2%) & Diploma in Professional Cookery 100% (2019/20 93.8%)
- **Level 1 / Entry Level:** Diploma in Sport 93.1% (2019/20 85.4%), Entry 3 Certificate in Using Employability Skills 100% (2019/20 84.9%) & Prince's Trust 100%

Penny noted it was a pleasing set of results and that there had been good media coverage particularly for the high grades achieved by learners at the former Portsmouth College. Not all former Highbury College results had been published. Penny highlighted the achievement of learners in subjects with a practical content such as floristry and hairdressing, which had been very negatively impacted by the pandemic. Learning & Quality Committee would undertake a more detailed consideration of the results alongside a detailed breakdown of value added.

The apprenticeship team, supported by an interim specialist, had resolved the historic issues meaning that the 2020/21 achievement rate was now 65% (40% 2018/19) and there was no longer a possibility of Minimum Level of Performance (MLP). 2021/22 recruitment was looking good. Apprentices were no longer the highest risk in the College's risk register.

There were two areas of concern at the Tangier Road campus going into 2021/22: Awards were at 13% achievement in 2018/19 and retention remained low in 2020/21 and achievement at all levels was below the national sixth form average in 2018/19.

Penny gave an overview of funding including the study programme, core allocations, in year growth and applications highlighting that provision at the various campuses was funded differently. The total allocation in 2021/22 for 3,024 young people across the College was £16,579,136 of which £14,427,578 was the core allocation.

One of the slides showed how this core allocation was calculated with factors such as higher allocations to courses with higher infrastructure costs e.g. construction and hairdressing and disadvantage funding.

There was a growth in applications for 2021/22 due to increased progression, more Education, Health & Care Plan (EHCP) learners and more applications (due to demographic increases, the new College's profile and possibly more students remaining in education/training due to Covid-19). This would clearly add costs and could impact on financial stability.

The possibility of in year growth funding in 2021/22 was uncertain with a decision not likely until the new year. Penny believed it probable that the College would receive additional funding due to its increased numbers, possibly between £500k and £750k. Penny was liaising closely with the ESFA and continued to monitor the situation carefully.

Finally, Penny outlined the summer Estates and IT work being undertaken across the College and gave an update on catering provision at Highbury campus.

Tim J thanked Penny for her helpful presentation, particularly the funding overview. He noted that the 2021/22 budget didn't assume significant growth and asked about the College's plan B in the event of not receiving in year funding and the possible impact of lagged funding on the College's cashflow. Penny stated she was in constant dialogue with the ESFA concerning in year funding and was reasonably confident the College would receive additional funding if the forecast growth occurred. The risk was identified on the College's risk register and mitigating actions had been put in place.

Paul thanked Penny and asked Paola to circulate the slides to governors.

#### **0010 Proposal of £1m Overdraft Facility for City of Portsmouth College with Barclays Bank**

Penny presented paper 0009/21/C proposing a £1m overdraft facility with Barclays Bank to support the College's longer-term merger cashflow plans.

The proposal was for a £1m working capital overdraft until further notice, subject to annual review. The interest margin was 2.75% over base rate, with an annual lending fee of 0.75% (currently £7,500k per annum, charged quarterly). The facility would be fully secured by first legal charge over the Highbury campus freehold property (excluding the Tower). Regular financial reporting would be required. A valuation report to cover the freehold security would be required, refreshed every three years, at a cost of c£10,000. Other fees were solicitor's fees to register and execute the land charge (c£7,500) and a bank mortgage charge documentation (£600).

There was a discussion about the overdraft facility fees, with governors noting the high charges. Penny stated that it was a sellers' market due to the limited number of banks operating in the sector (Handlesbanken no longer worked with colleges and Lloyds Bank was reluctant) and that they had spent some time negotiating down the fees with Barclays Bank. Penny believed this was the most reasonable deal available. Paul noted that the rest of the terms were reasonable. Governors **Agreed** the

overdraft facility in principle and that the senior team progress the matter to secure the facility.

**Minutes 0011 & 0012 were confidential.**

### **Evaluation of Meeting**

Six governors completed the online self-evaluation questionnaire. All six 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 i.e. comments/statements were supported by evidence. 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. Five governors agreed that all members had a voice including staff and student governors (one governor did not believe this was the case, possibly because there were no student or staff governors present). 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.

Governors were invited to comment on the IT and their ability to access and take part in the meeting. Two governors responded:

- *There appeared to be some sound feedback at times*
- *Would prefer a different platform to MS Teams so I can see all who are present not just 9.*

Governors were invited to add comments they felt might help enhance the performance of the Board or if they had identified a training need. Three governors responded:

- *I think we need to be more considerate around the fact there are Two Tim's on the Board and both surnames should be used, to differentiate, for clarity.*
- *Penny's presentation of the funding table which she explained at the meeting would have been more useful in advance of the meeting to allow questions to be considered in advance. However, Penny and all other SLT are moving like greased lightning at present so there probably wasn't enough time to do this.*
- *When it is safe to do so, it will be good to all meet face to face, even if this just in one of the College canteens.*

The meeting ended at 6.05 pm