



SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE
FURTHER EDUCATION CORPORATION

Approved minutes of a meeting of South Gloucestershire and Stroud College
Further Education Corporation
Held on 5 October 2023
At WISE Campus, New Road, Stoke Gifford, Bristol

Present: Matt Atkinson (Chair)
Douglas Blackstock
Louise Bright
Sophie Chester-Glyn
Lynne Craig
Phil Eames
Andres Garcia-Knight
Kevin Hamblin (CEO & Executive Principal)
Yusuf Ibrahim
Viridian Joseph
Dave Merrett
Irene Molodtsov
Gary Parsons

In Attendance: Rich Aitken (Head of Finance)
Maira Foster-Fitzgerald (Chief Group Services Officer)
Gavin Murray (Deputy Principal)
Sara-Jane Watkins (College Principal)
Sharon Glover (Clerk)

The Chair opened the meeting by welcoming three new Corporation Members to their first meeting – Andres Garcia-Knight, Yusuf Ibrahim and Viridian Joseph. Tom Beer, Create Head Teacher was also welcomed to the meeting.

1. **Apologies for Absence**

Apologies were received from Mike Croker, Paul Farrell, Joe Griffin and Jude Saunderson.

2. **Declarations of Interest**

The Corporation carried out its annual review of declarations of interests made by Governors, the Clerk and members of staff with significant financial responsibilities. The Clerk reported that she had emailed the Register of Interests for the annual review in advance of the meeting and the Register of Interests was also available at the meeting for review.

The following changes were raised for Corporation Members:

Matt Atkinson - new interest added:

- Director and Shareholder FE Matters Ltd.

Lynne Craig – the following interest has been removed:

- Paid consultancy work for Nottingham College.

Mike Croker – the following interests have been removed:

- Member of ICEW, ACA (Chartered Accountants)
- Former employee of RSM, Chartered Accountants, 2014-2016. No continuing financial interest.
- Recently retired from ASW Assurance/University Hospitals Bristol and Weston NHS Foundation Trust.

Kevin Hamblin - new interest added:

- Non-Exec Director, Three Talents Tuition Limited.

Yusuf Ibrahim - the following new declaration of interests were noted:

- Cardiff and Vale College.
- National Academy for Educational Leadership.

Douglas Blackstock raised that he had just been appointed as a council member for the Hong Kong council for accreditation of academic and vocational qualifications for addition to his declaration of interests.

The following declarations of interests in agenda items at the meeting were raised and noted:

- Andres Garcia-Knight (Staff Governor) in agenda item 4.
- Louise Bright, Kevin Hamblin and Dave Merrett (Directors of SGSCSL), in agenda item 6c.

3. **Minutes of Previous Meeting**

The minutes of the meeting held 6 July 2023 were approved as a correct record and signed by the Chair.

4. **Staff Governor appointment**

The Clerk reported that following the Staff Member elections there had been two nominations received. However, one of the candidates decided to retract his nomination. Therefore, the remaining candidate was elected unopposed. Corporation approval of Andres Garcia-Knight's appointment as Staff Member for a 4-year term of office, with immediate effect, was sought.

It was resolved:

To appoint Andres Garcia-Knight as Staff Member for a 4-year term of office, with immediate effect.

5. **Student Governor report**

The Clerk reported that Joe Griffin, newly elected Student Governor, is also employed as a 0 hours member of College staff and the work he carries out is on an ad-hoc basis for the Estates Team and there is no set work pattern.

The Clerk advised that in order for Joe to continue in the role of a Student Governor the Corporation will need to approve a deviation from Instrument 7(3), should they so be minded.

Members were invited to consider this position and whether they wish to approve a deviation from Instrument 7(3) to allow Joe to continue in the Student Governor role.

It was resolved:

To approve a deviation from Instrument 7(3) in order that Joe Griffin may continue in the role as Student Governor.

6. **Strategic Update and Development**

- a) **SGS Create** – Tom Beer, SGS Create Head Teacher, presented on the new College provision covering; the current status, key challenges, assurances to Governors, key actions and changes. The following questions were raised by Corporation Members:

- When asked the objective of the provision, members were informed that SGS Create was established to meet a key need in the community and to address issues in schools. There is a shortage of external support agencies and schools are under pressure academically and many learners are unable to attend mainstream schools. SGS Create provides a better fit for these learners and they flourish in this environment. However, SGS Create is not a pupil referral unit and can't support violent behavioural issues that can trigger other learners. As part of the application process there were 40 learners that were not offered places.
- There was previous concern by Corporation Members that schools would off load students so the target market for SGS Create was questioned. Members were informed that, in Stroud, there are many home educated learners and with the closure of Wynstones School parents are left with no option apart from home education. There is currently a mix of learners with some previously having been home educated. Members were assured that this provision would not provide competition for the main SGS provision as learners can go into mainstream College where appropriate.
- Members raised that this type of provision will require a lot of resource and work is intensive. The strain on staff can be considerable and full support and staff investment is required. Also raised was the need to consider the future growth of this area in relation to the impact on the educational character of the College.
- The Head Teacher was congratulated on what has been achieved in short timeframes and questions were raised about income generation and cost control. The Principal explained that the original budget had been approved by the Corporation and the College was on target, and may even exceed numbers in the business plan. The budget is managed by the Head Teacher, however, members were informed that this provision is not just about income generation.
- Members sought assurance over learners' access to other College learners and safeguarding considerations and that there were sufficient resources available. Members were provided with examples of actions that had been put in place. In particular, one of the Wellbeing Team and a dedicated SENCO are based in the Create area and the Head Teacher is undertaking Designated Safeguarding Lead training.
- Members asked for some profiling data and to understand how certain behaviours are assessed to be acceptable. Members also made the point that the College should ensure that robust policies and procedures are in place. Members were informed that there has been a dip in student numbers at Stroud campus and SGS Create will help to transition the learners through to post-16 education. The Chair advised that there would

be a presentation on the curriculum in January and this provision can be reviewed at that point.

- Members were impressed how this provision will meet the needs of these learners and that positive stories of the learners' progress should be captured. The Head Teacher provided an example of how the College had changed the life of one its learners and the parents had been amazed at the progress made.
- One member advised that the focus on different learner types and their needs was amazing as in their experience they had to learn to cope and mask symptoms as there was no education or support in their home country.

On behalf of the Corporation, the Chair thanked the Head Teacher and his team for their hard work.

Action: Principal.

At this point Tom Beer, SGS Create Head Teacher was invited to leave the meeting.

- b) Pay proposals – Confidential Item.
- c) SGS Commercial Services Limited – Confidential Item.

7. Performance Monitoring Report

A new performance monitoring report was introduced to provide a high-level overview of some of the key KPIs in order to provide early headline overview of outcomes. The RAG rated report demonstrated areas of concern (Red), those areas that have plans in place (Amber) and areas with no concerns (Green).

Members questioned whether the HE targets are realistic as the retention targets appeared to be on the lower side. Members were informed that the figures were not low and were above benchmark. One of the Corporation Members advised that OfS indicator was 80% and the College's target was higher than this. It was raised that if there are any red areas on the report then they should be included in the College's risk register. It was also suggested that another column is added to provide trend analysis of the data.

The report was noted.

Action: Principal.

8. Human Resources

- a) HR strategy and Annual Report – The Chief Group Services Officer presented the HR annual report. Confirmation was received that over 92% of annual conversations have now been fully completed. Reference was made to the annual report, which included trend analysis over the last five years. Members were informed that staff turnover had now levelled out since Covid but the loss of training and knowledge is having an impact. Mental health is a notable area attributable to staff absence, not helped by external pressures. The College has instigated a well-being assessment and managers are encouraged to record and document support provided. The benefits of which are still to flow through. HR Business Partners work with the absence policy in a supportive manner. Members raised that, when working in a stressful environment, staff support is important.

Members asked if there was a breakdown of what constituted minor illnesses and were informed that this category was reflective of the national benchmarks covering colds, flu etc. Members asked if the data was reflective of sector information and were informed that the College had contributed to the statutory FE workforce data collection and it is expected that this benchmarking will be extended to cover absence data. When asked, confirmation was received that information can be provided on the split of absence days between teaching versus professional. Members were reminded that the historical detailed report previously presented to Corporation continues to be considered at SLT level and could be added to the Document Library on convene. Members advised that additional detail was not required and of more importance was benchmarking information so that governors could see how the College compares to its competitors.

Members were informed of a surge in Covid cases currently with classes being cancelled, which is a common trend. Members questioned whether there was high staff turnover at any particular campus and were informed that 50% of HR was a whole new team and is now fully staffed, which wasn't the case in other Colleges. Members were informed that HR compliance puts a level of complexity on the FE sector. Other examples of areas of the College with high absence were reported by the Principal.

Members discussed the split in part-time versus full-time contracts and trend analysis and were informed that contracts have to be matched to curriculum delivery and to compete within the environment that the College works in. Members raised the need to ensure that increases in staff numbers correlate to

increase in student numbers and that a ratio analysis would be useful. The Principal advised that additional staff are needed for compliance purposes rather than correlating with student numbers.

The Chief Group Services Officer also referenced the People Strategy and review of progress. Members were informed that the strategy was due for review next academic year. When asked, confirmation was received that there has been a delay in relaunching onboarding but the College has developed what it set out to and have introduced more pulse surveys as a means of capturing staff feedback.

The report was noted.

- b) Employment Contracts Terms & Conditions – The Chief Group Services Officer presented updates to employment contracts, to reflect legislative and case law changes. Members were informed that as there are no material changes to terms and conditions, consultation with staff is not required but the Trade Union representatives will be updated with contract changes.

Members discussed the proposed removal of clauses relating to Inventions and Patents and agreed that it should be retained. Also discussed was the non-poaching clause and it was agreed that if this clause can't be enforced then it should be removed.

It was resolved:

To approve revisions to the contracts of employment for SGS College staff, subject to changes discussed.

9. **Safeguarding Learners & Child Protection**

- a) Safeguarding Learners & Child Protection annual report – The Chief Group Services Officer presented changes to policies to reflect changes in Keeping Children Safe In Education. Due to the 1 September 2023 deadline the updated policy has been published subject to Corporation approval. When asked about the policy review frequency, confirmation was received that it needs to be approved annually due to legislative changes. Following discussion, it was agreed that, going forward, a draft policy of changes will be issued to governors over the summer term and if no changes required the policy will be carried forward to the following year.

Members were assured that safeguarding cases are discussed with the College Principal and with the availability of the Together All system it can be used out of hours. Members were informed that the number of safeguarding concerns raised has now slowed down. It was reported that data from WISE campus indicated a greater percentage of learners without safeguarding concerns and provided a marked correlation with sport/exercise. The case studies appended to the report demonstrate to governors the impact of the College on young peoples' lives.

The Chair summarised that the Corporation has been assured that the College has methods and mechanisms in place. The Chair also reminded governors to complete the annual Keeping Children Safe In Education training requirements.

It was resolved to approve revisions to the:

- a) **Safeguarding Learners & Child Protection policy.**
 - b) **Staff Code of Conduct.**
 - c) **Online Safety policy and action plan.**
- b) Governor Advocate oral update – Louise Bright reported that she had visited the College and Sophie Chester-Glyn had attended weekly safeguarding meetings. Both governors received the 175 Audit and action plan for review and were satisfied that requirements are being met. Keeping Children Safe In Education was a gold standard and the College takes a proactive approach. They were shocked by the cases that the Safeguarding team have to deal with, many due to socio-economic issues outside of the College's control, and staff wellbeing needs to be a consideration. Benchmarking to provide further assurance would be helpful. The need to consider how the College buildings could contribute to mental health concerns in relation to social space etc was raised and should be a consideration in strategic discussions. The need to somehow connect with the community more was raised, an example being training events involving parents, running of information sharing events to bring together the sector and MPs.

Louise Bright reported that she was able to triangulate information from her site visit and concurred with the increase in safeguarding concerns and their complexity. The Local Authorities are stretched and there is a cost of living crisis. Should cases continue to increase then there is a concern about staff resource. The Chief Group Services Officer advised that there had been investment made in additional staff and that the first term of a new academic

year always tends to be more challenging. Sophie Chester-Glyn advised that the case studies appended to the report are good and questioned whether there was any data that could quantify the number of learners that have been helped through intervention. The Chief Group Services Officer confirmed that a dashboard can be provided and members asked that future reports provided a summary to demonstrate the impact of the work undertaken by the Safeguarding team.

Members asked that their thanks be passed onto the Safeguarding team.

Action: Chief Group Services Officer.

10. **Annual Health & Safety Report**

Members noted that this item is to be carried forward to the next meeting.

11. **Treasury Management annual report and strategy**

The Head of Finance presented the report and advised that due to the early repayment of the Bank loan facility this has provided a saving on ongoing interest. The College has also acted to maximise its return on investment and weekly cashflow monitoring is taking place. The Corporation suggested that the College consider moving its investments in a cycle on a rotational basis.

It was resolved:

To approve the Treasury Management strategy to be pursued during 2023/24.

12. **Management Information**

a) Management Accounts exception report – The Head of Finance presented summary financial information for the year ending 31 July 2023, subject to finalisation of audit work.

Also presented were budget changes to reflect increased 16-19 allocation and change in programme cost weighting to reflect the higher proportion and cost delivery of construction learners. Tabled at the meeting were presentation slides showing budget adjustments and the amended budget. When asked, members were informed that the surplus remained the same and that the changes in budget figures still meant that the College remained in “good” financial health.

It was resolved:

To approve proposed changes to the 2023/24 budget.

- b) Risk Management report – Members received the risk management reports, including the full risk registers for the College and SGS Commercial Services Limited. Following consideration, members questioned whether there was inclusion of industrial relations and whether Apprenticeships featured high enough on the register. The CEO & Executive Principal agreed to review outside of the meeting.

The report was noted.

Action: CEO & Executive Principal.

13. **Executive Report**

Members received the Executive Report covering formal confirmation that the ESFA investigation into apprenticeship delivery has been concluded and no further actions are required. The FE Commission’s Curriculum Efficiency work has commenced with outcomes not available until late spring 2024.

The CEO & Executive Principal sought authority for the Chair of the Corporation, or Vice-Chair in their absence, and Chair of SGSCSL to discuss, outside of Board meetings, the various Expressions of Interests received for the disposal of Berkeley. Any formal bids will be presented to the respective Boards for comments and approval.

It was resolved:

To provide delegated authority to the Chair of the Corporation, or Vice-Chair in their absence, to support the CEO & Executive Principal during the Expressions of Interest phase for the disposal of Berkeley campus.

14. **Governance Self-Assessment (including Governor Attendance data and Training and Development plan)**

Following consideration, at the recent Strategic Event, of the draft 2022/23 Governance Self-Assessment Report, 2023/24 action plan and External Governance Review action plan, there were no further revisions raised. However, members asked that the two action plans are combined into the one document for monitoring purposes.

Also presented was 2022/23 Governor attendance data and members were invited to consider training and development needs for 2023/24. Following discussion, training and development topics were agreed. It was questioned whether evidence of similar core training undertaken in other institutions would be acceptable rather than repeating the training. The Clerk agreed to investigate further.

It was resolved:

- a) **To approve the 2022/2023 Governance SAR and 2023/2024 action plan.**
- b) **To approve the External Governance Review action plan.**
- c) **To note the 2022/23 Governor attendance data.**

Action: Clerk to the Corporation.

15. **Annual Governance Report**

Governance documentation

Corporation approval was sought for revisions to the Instrument and Articles of Government and arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the College and oversight of its activities. Following review of the Access to Corporation Information policy, re-approval was sought with no changes proposed.

New AoC Code of Good Governance

Also presented was the new AoC Code of Good Governance for Corporation consideration of its adoption. Members were of the view that adoption of the Code would provide a stronger voice of the sector.

Committee membership

Members were also invited to re-appoint/confirm Committee membership and appoint the Chair of the Audit Committee. It was also proposed that the Remuneration Committee's membership is increased by one External Governor in order to reduce the risk of inquorate meetings. Members agreed to this increase. Members were informed that Sophie Chester-Glyn would like to step down from the Remuneration Committee. Irene Molodtsov agreed to replace Sophie Chester-Glyn for the next 12 months and expressions of interest in the remaining vacancy were invited.

Members were informed of a vacancy on the Search Committee following the departure of Rick Sturge. It was agreed that there was sufficient coverage on this Committee and that its membership should be reduced by one External Governor.

A vacancy on the Audit Committee was reported and Yusuf Ibrahim put himself forward. Members also agreed to re-appoint Mike Croker to continue as Chair of the Audit Committee.

SGSAT

Members were informed that a personal conflict had arisen for Lynne Craig on the SGSAT Board and she would like to step down as a Trustee. Lynne explained her position and expressions of interest in placing Lynne were invited to the Clerk.

Advocate/Link Governor roles

At the recent Strategic Event the roles were discussed as part of the External Board review action plan. Following discussion, it was felt that the Advocate role should be re-named to Link Governor and that only the roles required for compliance purposes should remain, these being:

- Safeguarding, Child Protection, Special Educational Needs & Disability, Equality & Diversity.
- Health & Safety
- Careers & Employability

It was agreed that Sophie Chester-Glyn and Louise Bright should continue in their current Link Governor role and be joined by Lynne Craig to focus on SEND. Members were informed of a vacancy for the Careers & Employability Link Governor and Matt Atkinson put himself forward on a short-term basis until another Corporation Member is appointed.

It was resolved to:

- a) Approve revisions to the Instrument and Articles of Government;**
- b) Approve revisions to the arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the College and the oversight of its activities;**
- c) Re-approve the Access to Corporation Information policy;**
- d) Adopt the new AoC Further Education Code of Good Governance, with immediate effect;**
- e) Increase membership of the Remuneration Committee by one External Corporation Member and to appoint Irene Molodtsov to this Committee, in place of Sophie Chester-Glyn, with immediate effect.**
- f) Appoint Yusuf Ibrahim to the Audit Committee, with immediate effect;**
- g) Re-appoint Mike Croker as Chair of the Audit Committee;**
- h) Reduce membership of the Search Committee by one External Corporation Member;**
- i) Confirm current membership of all Committees;**
- j) Re-name the Advocate role to Link Governor and appoint Lynne Craig as the SEND Link Governor and Matt Atkinson as the Careers and Employability Link Governor. Sophie Chester-Glyn and Louise Bright to continue as Safeguarding and Equality & Diversity Link Governors and Kevin Hamblin as the Health & Safety Link Governor.**

16. **Audit Committee**

Minutes of the meeting held 19 September 2023 were noted. In the absence of the Chair of the Audit Committee (Mike Croker), the Vice-Chair (Phil Eames) provided the following updates:

- ESFA investigation had been concluded and the ESFA letter was appended to the Executive report presented earlier in the meeting. The Committee extended their gratitude to College staff and recognised the additional work this has caused.
- Positive internal audit reports received, including draft opinion in the end of year internal audit report which is providing a positive opinion on internal controls, risk management and governance.
- The Freedom of Information Policy, Data Privacy & Protection Policy and Privacy Notice were recommended for Corporation approval, together with a

recommendation that these policies are subject to biennial approval unless material changes are required.

- The Corporation also received the ESFA Regularity & Propriety questionnaire. Authority was sought, and received, for the Chair of the Corporation and CEO & Executive Principal to sign the questionnaire.

It was resolved:

To approve the Freedom of Information Policy, Data Privacy & Protection Policy and Privacy Notice and that these policies are subject to biennial approval unless material changes are required.

17. **Framework of College Policies**

Members received a report on the operational and strategic framework of policies, procedures and codes of practice in place across the College. Members received assurance of their continuous review and consultation with impacted stakeholders, where appropriate.

The report provided assurance to the Corporation relating to the Framework of College Policies.

18. **Written Resolutions**

The written resolution in relation to SGSCSL business was noted.

19. **Chair's Action**

Members received a report on Chair's Actions that had been undertaken and ratification of these actions were provided by the Corporation.

20. **Remuneration Committee**

Minutes of the meetings held 18 September 2023 were noted.

- a) External Interest Policy – The policy was presented to Corporation for approval. The review period of this policy was discussed and it was agreed that it should be on a 3-yearly approval cycle unless earlier revisions were deemed necessary.

It was resolved:

To approve the External Interest Policy and implement a 3-yearly approval cycle, unless earlier revisions were deemed necessary.

- b) Remuneration Annual Report to Corporation – The Remuneration Annual Report was presented to Corporation for approval.

**It was resolved:
To approve the Remuneration Annual Report to Corporation.**

At this point the Staff and Student Governors, together with members of College staff were invited to leave the meeting.

- c) Confidential Item.
- d) Confidential Item.
- e) Confidential Item.

21. **Confidentiality**

Members agreed that due to business and personal sensitivities, Pay proposals (item 6b), SGSCSL report (item 6c), confidential Audit Committee minutes (item 16) Remuneration Committee minutes and Senior Post Holder appraisals (item 20) and minutes 6b, 6c and 20c-e should be treated as confidential.

22. **Assessment of meeting**

A summary of feedback in relation to the meeting held 6 July 2023 was received. The Chair invited members' assessment of the meeting and positive feedback was received. The meeting contained good discussion, the pace of the meeting and chairing were good. There was an interesting insight to the new SGS Create and there was confidence in the new Head Teacher.

23. **Date of Next Meeting**

Thursday 30 November 2023 at 5pm, Stroud Campus.

The meeting commenced at 5.00pm.

Viridian Joseph left the meeting at 7.05pm (during item 15)

Andres Garcia-Knight left the meeting at 7.16pm (after item 16)

Rich Aitken, Moira Foster-Fitzgerald, Gavin Murray, Gary Parsons, Sara-Jane Watkins left the meeting at 7.18pm (after item 20b)

Kevin Hamblin left the meeting at 7.22pm (after item 20c)

The meeting closed at 7.34pm

The meeting was quorate.