



SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE
FURTHER EDUCATION CORPORATION

Approved minutes of a meeting of South Gloucestershire and Stroud College
Further Education Corporation
Held on 30 November 2023
At Stroud Campus, Stratford Road, Stroud

Present:	Matt Atkinson	(Chair)
	Douglas Blackstock	
	Louise Bright	
	Sophie Chester-Glyn	(Joined via Teams)
	Lynne Craig	
	Mike Croker	
	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 – joined via Teams)
	Gavin Murray	(Deputy Principal)
	Simon Perryman	(Chair of Barnsley College/NLG)
	Jude Saunderson	(Chief Financial Officer)
	Sara-Jane Watkins	(College Principal)
	Sharon Glover	(Clerk)

The Chair opened the meeting by welcoming Simon Perryman, Chair of Barnsley College and an FE Commissioner's Leader of Governance. Members were informed that Simon will be in attendance at the meeting as he is acting as the Chair of Corporation's mentor. Also welcomed to the meeting was Nathan Coughlin from Bishop Fleming (External Auditors), who joined via Teams.

1. **Apologies for Absence**

Apologies were received from Paul Farrell and Joe Griffin.

2. **Declarations of Interest**

The following declarations of interest were raised and noted:

Joe Griffin – new declaration of interest stating that he works part-time for the College Estates Team.

As Directors of SGSCSL, interests were declared for Dave Merrett, Louise Bright, Kevin Hamblin and Jude Saunderson in agenda items 5f, 6 and Letter of Support.

As CEO and Trustees of SGS Academy Trust, interests were declared for Lynne Craig, Phil Eames and Kevin Hamblin in agenda item 6 relating to SGS Academy Trust.

Viridian Joseph – as the Student Governor was under 18, paragraph 3.10.6 of the Standing Orders would apply for agenda item 6.

3. **Minutes of Previous Meeting**

The minutes of the meeting held 5 October 2023 were approved as a correct record and signed by the Chair.

4. **Corporation action log**

Members noted that all due actions had been completed.

5 **SGS College Annual Report and consolidated Financial Statements**

Mike Croker (Chair of the Audit Committee) introduced this item and reminded members that, although the Audit Committee had scrutinised the documents being presented, it was the responsibility of the Corporation as a whole to be content to sign off. Particular attention was drawn to the narrative of the Annual Report and Financial Statements and disclosures relating to pay.

- a) The Chief Financial Officer informed members of adjustments required in the Annual Report and Financial Statements, tabled at the meeting, that had been raised subsequent to the version governors had received on Convene. Assurance was provided that these were minor changes and not material.

A presentation covering the 2022/23 Financial Outturn was delivered by the Chief Financial Officer. Members were informed of a request from SGS Commercial Services Limited for a Letter of Support from SGS College and the Corporation need to be satisfied with its Going Concern. Due to ONS reclassification, there was now a requirement for DfE approval of any Letters of Support. Confirmation was provided that the letter presented had been agreed with the DfE and Bishop Fleming. Confirmation was provided that the Letter of Support would only be effective whilst the College owned the subsidiary company. Members were informed that the SGSCSL Annual

Report and Financial Statements had been approved, subject to possible valuation changes, due to site disposal discussion. Confirmation was received that no changes to the end of year financial statements are required.

- b) Financial Statements Auditor's Management Letter – Bishop Fleming reported that the audit process had run smoothly, the financial position was considered to be a fair reflection and the College was commended for the high-quality output produced by the Chief Financial Officer, Head of Finance and their Team. Members were informed that Bishop Fleming had to take a view on the investment values in SGSCSL and it was pleasing to note that expressions of interest in the site had been received. If the shares are sold in the company then there is a need to consider the methodology for this.

A clean opinion has been provided and there are no modifications to the regularity opinion. Members were informed that the adjustments to the version on Convene will be updated and apologised that these hadn't been picked up earlier. The Chair hoped that next year there won't be the need to table any changes.

Thanks were extended to the Chief Financial Officer, Head of Finance, Finance Team and Bishop Fleming.

At this point Nathan Coughlin from Bishop Fleming was invited to leave the meeting.

- c) SGS College Annual Report and consolidated Financial Statements 2022/23 – When asked, there were no questions raised.
- d) The reconciliation between management accounts and financial statements was noted.
- e) The Going Concern review was noted and satisfaction expressed by the Corporation.
- f) SGS Commercial Services Annual Report and Financial Statements 2022/23, Management Letter, Letter of Representation and request for Letter of Support were noted.
- g) Letter of Representation to Bishop Fleming – The Chair of Audit Committee advised that this was a standard letter to Bishop Fleming confirming that College management and the Corporation have disclosed everything to them. No additional issues have been included.
- h) Internal Audit Service Annual Report – RSM had provided a positive opinion and this report helps to inform governance disclosures.
- i) 2022/23 Annual Report of the Audit Committee, including the annual risk management report – This provides a summary of the work of the Audit Committee during the year and will accompany the Annual Report and Financial Statements to the ESFA.

The Chair of the Audit Committee reported that 2022/23 had been a busy year for the College from an auditing perspective and wanted to emphasis the impact this has had on the Chief Financial Officer and College Principal. His gratitude to them was expressed.

- j) Minutes of the Audit Committee meeting held 13 November 2023 were noted.

As Directors of SGSCSL, Louise Bright, Kevin Hamblin and Dave Merrett refrained from resolution (vi) below.

It was resolved to approve the:

- (i) **2022/23 Annual Report of the Audit Committee, including the annual risk management report;**
- (ii) **Internal Audit Service Annual Report;**
- (iii) **Financial Statement Auditor's Management Letter;**
- (iv) **SGS College Annual Report and consolidated Financial Statements 2022/23;**
- (v) **Letter of representation to Bishop Fleming;**
- (vi) **Letter of Support to SGSCSL.**

6. **Strategic Update and Development**

Confidential Item.

7. **Performance Monitoring Report**

Members received the performance monitoring report. The Principal advised that apprenticeship starts have been delayed. However, from January this area will be fully staffed. Members were informed that there has been a positive impact on the College's ability to recruit due to pay decisions agreed by the Corporation.

The report was noted.

8. **Learning & Quality Committee**

The minutes of the meeting held 13 November 2023 were noted. The Chair of the L&Q Committee (Lynne Craig) reported the following:

- Following an update on the start of term, recruitment was on target and in some areas exceeded.
- A presentation on Apprenticeship provision was delivered.
- Teaching and Learning – huge commitment to improve but the number of staff that require support is increasing, highlighting the need to invest in staff.
- The main focus for the meeting was on the scrutiny of the College & HE Self-Assessment Reports and Improvement Plans. The Deputy Principal provided Corporation with assurance of the challenge and scrutiny provided by the Committee. The Deputy Principal referenced the presentation in support of the Self-Assessment Reports and reported that, post pandemic, Colleges have been forced into educational recovery. This was considered to be an honest Self-Assessment recognising areas of continued focus but also demonstrating progress made. There has been a focus on the implementation of the curriculum together

with teaching, learning and assessment, with appropriate areas having detailed action plans in place to underpin improvement. Members were informed that last year's action plan had been presented at the July Corporation meeting with the majority of actions having been completed apart from one, which has been carried forward. The actions plans had been scrutinised by the Committee and were noted by the Corporation.

- The Deputy Principal also referenced the Higher Education self-evaluation, which was a positive document. Recruitment numbers had been achieved even though a slight reduction on retention, there had been strong outcomes. Although the College subscribes to the Office of the independent adjudicator there have been no complaints received by the regulators.
- When asked by the Chair, the Deputy Principal updated the Corporation on the key areas of the improvement plan and key issues of concern for governors. Members were informed that the College continues to ensure that learning provided enables an appreciation of the link between theory and practical – an example of this was provided to governors.
- Members questioned whether there is a sharing of lessons learned with examples of excellent feedback across the organisation. Members were informed that in some areas it is difficult to evidence what works well as verbal feedback provided. The need for further documentation to evidence the learner journey has been recognised. Members raised that HE retention is very good and whether there are lessons that can be learnt from this area. Members noted that some of the HE improvements require investment and requested, and received, an update in this respect together with improvement actions taken. Members questioned whether progress is being sufficiently documented for A Level provision. Members were informed that there is a uniqueness in this provision and were assured that staff in this area have their own action plan in place.
- The Chair of L&Q reported on a deep dive she attended in High Needs and there was positive feedback on progress made. L&Q were comforted by this feedback but accepted that there was still more work to be done. The aim for the future will be for the L&Q Committee to undertake deep dives into different areas.
- The Deputy Principal was asked whether the improvement plan is a comprehensive reflection of where improvements were needed. The Deputy Principal agreed to give this further consideration. Members also raised the need to capture all the positives taking place across the College. Confirmation was received that this was also captured. The Principal reported an improvement in learner behaviour on campus.
- The Committee was also recommending the Compliments, Complaints and Appeals Policy and procedure to Corporation for approval. It was explained that going forward this policy will be approved on a 3-yearly cycle unless early approval is needed.

It was resolved to approve:

- a) The College Self-Assessment Report 2022/23.**
- b) The Higher Education annual report.**
- c) The Compliments, Complaints and Appeals policy and procedure.**

Action: Deputy Principal.

9. **Annual Health & Safety Report**

Members received the annual Health & Safety report and noted a reduced trend in Health & Safety incidences. The Principal also reported improvements in audit and compliance across the organisation. Delegated authority was requested for the CEO & Executive Principal and Chair of the Corporation to sign the Health & Safety policy statement.

The report was noted and it was resolved:

To delegate authority to the CEO & Executive Principal and Chair of the Corporation to sign the Health & Safety policy statement.

10. **Management Information**

The Head of Finance presented the management accounts exception report 31 October 2023. Members were informed that the College is on budget and there are no risks or concerns to raise. Having simplified the Executive summary, governor feedback was invited. Members had noted the report reformatting and one governor had further feedback that he would take offline with the Head of Finance. Members referred to the pay target and were informed that it should be lower than 70% and data would be more specific in the next report.

The report was noted.

11. **Executive Report**

Members received the Executive report, from which the Principal invited the Corporation to consider how the 1% December 2023 non-consolidated pay award should be distributed to eligible staff. The approval of the 1% award was subject to Corporation approval of the Annual Report and Financial Statements and achieving “good” financial health following the year end audit.

Two options were presented of which the Executive Team’s preference, to ensure equity across the organisation, was for the payment of a flat rate of £320 for all staff (FTE) payable to all current staff who are still employed at the College and who were employed during 2022/23 within the December payroll. For those staff that started mid-way through the year the non-consolidated award will be on a pro-rata basis. The aim of this proposal being that staff within the lower pay scale range will receive a greater award.

The report was noted and it was resolved:

To approve a non-consolidated pay award to all currently employed staff who started their employment prior to 31st July 2023. All eligible staff will receive a maximum of £320, pro-rated by FTE and for employees with a start date after 1 August 2022.

12. **Search Committee**

The minutes of the meeting held 1 November 2023 were noted. Sophie Chester-Glyn (Vice-Chair of the Search Committee) reported that the candidate being recommended for Corporation approval had to regretfully withdraw their application due to a job offer that would conflict with SGS College.

The Search Committee discussed skills needs and were searching, with the support of Peridot, for candidates with safeguarding, mental health, SEND experience. The Committee also discussed how Student Governors could become involved in the governor recruitment process. One suggestion was their engagement with the interview process but the challenge with their availability was recognised. Another more practical option discussed was to invite the Student Governors to consider a question for new candidates that could be posed by the Committee.

13. **Strategic Event – 28th September 2023**

The notes from the Strategic Event held 28th September 2023 were noted.

14. **Higher Education Fee Policy**

Members received revisions to the Higher Education Fee Policy for approval.

It was resolved:

To approve the Higher Education Fee and Bursary Policy 2024-25.

15. **Student Union Financial Statements and Annual Report**

Members received the Student Union annual report and financial statements.

The report was noted.

16. **Modern Slavery Act 2015**

Members received the report and Anti-Slavery and Human Trafficking Statement for approval.

The report was noted and it was resolved:

To approve the Anti-Slavery and Human Trafficking Statement for publishing on the College website and delegated authority was provided to the Group CEO & Executive Principal to sign the statement.

17. **Written Resolution**

The written resolution in relation to the approval of the 2021/22 Annual Report & Financial Statements was noted.

18. **Items of Urgent Business**

There was one item of urgent business raised. Corporation approval was sought of Mike Croker to join the Remuneration Committee to fill the current vacancy.

It was resolved:

To approve the appointment of Mike Croker to the Remuneration Committee, with immediate effect.

19. **Confidentiality**

Members agreed that due to business and personal sensitivities, Bishop Fleming Management Letter (item 5b), SGSCSL Management Letter (item 5f), Audit Committee confidential minutes (item 5j), SGSCSL report (item 6) apart from the SGSCSL annual report, Learning & Quality Committee confidential minutes (item 8), Search Committee confidential minutes (item 12), Notes of the Strategic Event (item 13) and minute 6 should be treated as confidential.

20. **Date of Next Meeting**

Thursday 25 January 2024 at 4pm, via Microsoft Teams.

The Chair extended the Corporation's thanks to members of the Executive Team and wished everyone a very Merry Christmas.

The meeting commenced at 5.07pm.

Louise Bright and Yusuf Ibrahim joined the meeting at 5.22pm (during item 5a)

Louise Bright left the meeting at 6.27pm (during item 6) and re-joined the meeting at 6.44pm (at the start of item 7)

The meeting closed at 7.32pm

The meeting was quorate.