



SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE
FURTHER EDUCATION CORPORATION

Approved minutes of a meeting of South Gloucestershire and Stroud College
Further Education Corporation
Held on 8 October 2020, via Microsoft Teams

Present: David Hagg (Chair)
Alicia Chappell
Sophie Chester-Glyn
Lynne Craig
Mike Croker
Matt Davis
Carly Dyson
Phil Eames
Roger Ellis
Sophie Green
Kevin Hamblin (CEO & Executive Principal)
Dave Merrett
Ben Short

In Attendance: Moira Foster-Fitzgerald (Chief Group Services Officer)
Gavin Murray (Vice Principal, Performance, Standards & Effectiveness)
Jude Saunderson (Chief Financial Officer)
Sara-Jane Watkins (College Principal)
Sharon Glover (Clerk)

The Chair opened the meeting by welcoming Alicia Chappell (Student Governor) to the meeting.

1. **Apologies for Absence**

Apologies were received from Moyra Pascoe. The Chair asked that the Corporation's best wishes are passed onto Moyra. Nicole Clark did not attend the meeting.

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 to Corporation Members and Co-Opted Members for the annual review in advance of the meeting and the following changes were raised:

- a) Carly Dyson and Dave Merrett have declared that they are Directors of SGSCSL with effect from 1 August 2020.
- b) David Hagg has resigned as a Director of SGSCSL, with effect from 1 August 2020 and has also declared that as Chair of the Corporation he has delegated authority to act on behalf of SGS Corporation, as a Member of SGS Academy Trust.
- c) Members were informed that John Huggett has tendered his resignation as a Co-Opted Member of the Strategic Property Group; Director of SGSCSL and Member of SGS Academy Trust, with effect from 30 September 2020. The Clerk confirmed that John Huggett has therefore been removed from the Register of Interests.
- d) The Clerk reported that due to the Student Governor's age she would not be able to participate in the resolution relating to the lease of units at The Galleries, which is part of the Principal's report.
- e) Kevin Hamblin declared an interest in minute 16b of the confidential Search Committee minutes as the candidate recommended for appointment was known to him.

3. **Other Items of Urgent Business**

The Chair advised that he had one item of confidential urgent business that he would be taking after agenda item 21. This related to SGS Academy Trust and due to conflicts of interests Kevin Hamblin and Phil Eames (Trustees of SGSAT) will be invited to withdraw from the meeting for this item.

4. **Minutes of Previous Meeting**

The minutes of the meeting held 2 July 2020 were approved as a correct record, ready for signing.

5. **Matters Arising From Those Minutes**

- a) Actions from the action log were monitored and updates provided. The Clerk reported that action from minute 6, 30 April Corporation meeting will be picked up as part of the 2020/21 Governance action plan. All other actions have now been completed.

6. **Written Resolution**

The Written Resolution for the re-signing and sealing of the Lease with Bristol City Football Club was noted.

7. **Annual Health & Safety & Environmental Report**

The Chair welcomed Nigel Hornsby, Group Head of Estates, to the meeting.

Members received a report summarising the Health & Safety performance from August 2019 to July 2020 together with the Health & Safety policy and College handbook. Members were informed of the intent to extract environmental and sustainability reporting into a separate report for next year. It was also reported that Health & Safety training has moved to a new platform, to be administered by the Professional Development team with input from the Estates Team.

Members discussed the statistics on course completion rates and questioned whether there is a cut off point for completion of mandatory training and if so the actions taken if this timescale has passed. Members were informed that the training approach has now been changed as previously it has been difficult to monitor and hold staff to account. Going forward it will be a condition of employment if mandatory training has not been completed and warnings will be provided. Members questioned the data in relation to e-learning completion rates and whether this related to a small number. Members were informed that these are not mandatory and are additional units that staff have elected to take.

Members raised that reference to COVID-19 health and safety has not been identified in the policy document or handbook. Confirmation was received that there are separate COVID-19 risk assessments and frequently asked questions on SharePoint and the College website together with a separate COVID-19 policy. Members suggested that it would be helpful to have some form of cross-referencing in place. Members also raised that the policy and handbook still makes reference to “schools” and this should be changed to “colleges”.

When asked how the College ensures that the services of Ellis Whittam, as competent person, is up to standard members were informed that an annual service review is undertaken. The College has worked with Ellis Whittam to complete all the general risk assessments across all sites and ensures that all the days paid for are fully utilised. Ellis Whittam have been used by the College for several years and can provide a huge bank of resources supported by the College’s in-house expertise. Members invited the views of the Staff and Student Governors and positive feedback was received in relation to access to information. Feedback was also provided that staff are very pleased with the actions taken by the College during the pandemic and feel protected. SharePoint and the College website are very clear and the CEO & Executive Principal and College Principal were commended for moving delivery online and this has worked well. The Chair thanked the Executive Team and Group Head of Estates for

the arrangements put in place which had been well thought through and had placed the College in a strong position to continue to deliver its learning.

The report was noted and it was resolved:

- a) **To approve revisions to the 2020/21 Health and Safety Policy, subject to changes raised, and Policy Statement for signing by the Chair of the Corporation and CEO & Executive Principal.**
- b) **To note pages 1 to 30 of the Health and Safety manual as prepared for use by the College by Ellis Whittam.**

At this point Nigel Hornsby (Group Head of Estates) left the meeting.

8. **HR strategy and HR Annual Report**

Members received the HR annual report and a progress update against the College's "Our People Strategy". Members were informed that this report will be presented at the November Corporation meeting next year so that it can incorporate up to date annual conversation data. Members discussed the long term sickness absence and suggested that the numbers of individuals to which this related would be helpful. The Chief Group Services Officer confirmed that it was possible to obtain this data but usually for longer absence it generally relates to less people.

Members felt the report contained a lot of data but lacked analysis, clarity and context. The Chief Group Services Officer advised that Corporation had previously asked for a detailed report and the inclusion of comments could be subjective. Comparing data is also challenging due to the different local communities being served by the College. Feedback on how to improve reporting was invited and discussed. The Chair proposed that governors contact the Clerk with suggested areas for inclusion within future HR annual reports and the nature of reporting could be picked up at the Governors' Strategy Away Day.

The report was noted.

9. **Safeguarding Children, Young People and Vulnerable Adults Policy and Annual Report**

The Chief Group Services Officer presented revisions to the Safeguarding policy, in line with Keeping Children Safe In Education, and the COVID-19 addendum. Also received was the annual safeguarding report with detailed information about the volume and nature of safeguarding concerns for the Colleges' learners and progress against the Gloucestershire Audit 175 plan 2019/20. The Safeguarding Advocate reported that she thought that she had completed the Safer Recruitment Training and will look to complete as soon as possible. Members noted a growth in issues relating to mental health and that this has been reflected in the policy. Members asked for an update of contact with students with protected plans and were informed that robust

contact and support had been provided as the College did not close during lock down. There have been strong transitional arrangements with schools during the summer and in difficult circumstances the College has done a good job. The use of Microsoft Teams has encouraged a higher level of learner engagement and an increased contact with the Wellbeing Team. The Student Governor confirmed that there has been more engagement via Teams, which was considered to be less intimidating.

The report was noted and it was resolved:

To approve the Safeguarding Children, Young People and Vulnerable Adults Policy and COVID-19 addendum.

10. **CEO & Executive Principal's Report**

Confidential Item.

11. **Principal's Report**

The College Principal reported on the following key points:

- a) In light of COVID-19 the College has been looking at three work strands in terms of planning and prioritising work. An update against these strands was provided. The Chair commended the College Principal and staff in relation to the contact and care of learners. Members questioned whether additional staff resource in Hair and Beauty and Construction as learners will be in College two days per week was required. Members were informed that four additional staff are required for construction and will look to provide this resource by half term. Staff having to isolate is also cause for concern.
- b) Galleries – lease of accommodation for adult learning – The College is looking to take a lease of two adjacent retail units at the entrance to the Galleries in Bristol to provide accessibility to students who may not be able to reach the North Bristol campuses, including adult learners. Appended to the report was a copy of the draft Heads of Terms and lease, which have been reviewed by the Group Property Manager and are in the process of receiving legal oversight. Due to pressing timescales, delegated authority was sought for two Corporation members to approve the final lease, sign and apply the Corporation Seal. When asked, confirmation was received that there is an exit strategy, if needed, and members asked that a further update is provided once the provision is being delivered.
- c) Additional Capital Funding – The College has been provided with additional capital funding from government and the proposed allocation of funding was presented.

- d) When asked, the College Principal confirmed that there were no concerns from the College's perspective in relation to the provision of records of asbestos related surveys carried out by the former Stroud College in relation to a Freedom of Information request.

Members discussed the purpose of some of the appendices to the Principal's report as the status and priority of compliance against the operational re-opening plans was unclear as there was no RAG rating and an assumption is to be made that actions have been completed. Members were informed that the re-opening plan is a live document on SharePoint and the DfE is expecting that governors are made aware of the plan.

Alicia Chappell (Student Governor) refrained from resolution a).

The report was noted and it was resolved:

- a) **To endorse the draft Heads of Terms for the lease of the two retail units at the entrance of the Galleries, Bristol and to provide delegated authority to David Hagg (Chair of the Corporation) and Dave Merrett (Corporation Member) to approve, sign and apply the Corporation Seal to the lease. Delegated authority was also provided to the Chair of the Corporation should either Corporation Member need to be replaced in the event of their non-availability upon receipt of the lease.**
- b) **To support the proposed spend of the Additional Capital Allocation.**

12. **Management Information**

- a) Management Accounts exception report – The Head of Finance presented the report and key highlights. Although a provision had been made for a non-consolidated pay award this had not been included in the forecast until there is further clarity on how the year is progressing. Members questioned the budget position in March 2021 on the Group cash flow graph and were informed that there had been an error on the graph as it had been based on an outdated budget position and will be updated for the next meeting.

The report was noted.

- b) Risk Management report - Members received a report of the major and severe risks and changes to the College and SGS Commercial Services risk registers since their presentation at Audit Committee meeting. Mike Croker (Chair of the Audit Committee) reported that there is confidence in how risks are

managed and although the changes to the reporting of risks is welcomed the reporting of risks requires further consideration and the Clerk had suggested at the Audit Committee meeting that there is a review of risk reporting at the same time as a KPI review. Following discussion of the risk report the Chief Financial Officer was not confident about its accuracy and agreed to investigate. The Chair of the Audit Committee also raised that the CEO & Executive Principal had been asked to look into SGS's cyber defenses due to an increase in cyber-attacks and report back to the Audit Committee. Members were informed that the College works closely with Jisc and the Group IT Director will report back to the Audit Committee. Members questioned whether penetration testing is an option and were informed that this is not possible with Janet as the service is provided by a national network.

The report was noted.

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

Members received the annual report of performance of the treasury management function 1 August 2019 to 31 July 2020 and strategy for 2020/21. The Chief Financial Officer reported that the College finished with the same cash balances and no interest is payable on deposits. The College will investigate interest payable with Clydesdale Bank with a view to moving some of its cash to reduce the risk of investing with one institution. If the College had more cash available then it would look to seek advice from professional financial advisors. Members asked if there was benefit of considering other Banks outside of Lloyds Bank. It was reported that this had been considered previously but the FE sector is not favoured by the Banks. However, the Chief Financial Officer agreed to seek the views from the Finance Directors' network.

Members questioned whether the College had any policies outlining the areas that the College would be satisfied to invest in. Members were informed that the College doesn't invest directly in companies but investment would be via a Bank pooled investment service. However, it was considered to be sensible for the Corporation to include some investment guidance in the Treasury Management policy. Members raised that this relates to a wider discussion relating to value for money, ethics, the procurement strategy and whether companies are ethically aligned with the College. The Chief Financial Officer agreed to look into the Treasury Management and Investment Strategies to establish where money is chosen to be spent.

The report was noted and it was resolved:

To note the annual report on performance and treasury management function from 1 August 2019 to 31 July 2020 and approve the strategy and plan to be pursued in the current year 2020/21.

Action: Chief Financial Officer.

14. **Annual Governance Report**

Members undertook an annual review of the key documents which exist to regulate the conduct of Corporation business. The following was reported:

- a) Instrument and Articles of Government – There were no changes proposed.
- b) Standing Orders for the Corporation and its Committees – revisions were proposed.
- c) Code of Conduct for Corporation Members – No revisions have been received to the Eversheds Sutherland Code of Conduct. Any future updated version of the Code will be presented at a future meeting.
- d) Committee Terms of References – Reviews of Committee Terms of References had been undertaken as part of the self-assessment process with any revisions presented separately for Corporation approval.
- e) Appointment, Reappointment, Induction and Training Procedure – The annual review had taken place at the 3 March 2020 Search Committee meeting.
- f) Code of Good Governance for English Colleges - Compliance against the Code had been reviewed by the Clerk and changes were tracked and appended to the report. No further changes were raised by members.
- g) Publishing arrangements for obtaining the views of staff and students – Following the College Principal's review of these arrangements, minor changes were presented.
- h) Access to Corporation Information – Following review, one minor change was proposed.
- i) Annual review of Committee membership – This review was undertaken at 2 July 2020 Corporation meeting due to current and upcoming vacancies. In light of the ongoing illness of Moyra Pascoe and the resignation of John Huggett, members were invited to consider membership of the Strategic Property Group. The Chair invited the view of the Chair of SPG who suggested that this membership is revisited in the future, given the prospect that new Corporation Members will be joining.
- j) Quoracy requirements – At the 26 March 2020 Corporation meeting a temporary reduction in quoracy requirements from 40% to 30% of the determined number was agreed. In discussions with the Chair of the Corporation it is recommended that the quoracy requirements revert back to 40% of the determined number with effect from 1 November 2020.

Attendance of the Student Governors at Corporation meetings was raised together with further actions that can be taken to improve their attendance. The Clerk reported the various support currently in place and the Chair agreed to follow up on this.

The report was noted and it was resolved to:

- a) Approve revisions to the Standing Orders for the Corporation and its Committees;**
- 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) Approve revisions to Access to Corporation Information;**
- d) Revise quoracy from 30% to 40% of the determined number, with effect from 1 November 2020.**

15. **Governance Self-Assessment (including Governor attendance data and Training and Development plan)**

The Clerk presented a draft 2019/20 Governance Self-Assessment Report (SAR) and action plan. Members noted the collated responses following completion of the member satisfaction/self-assessment questionnaires, Corporation Chair's performance review, Executive Team questionnaire on governance and self-assessments against Committee terms of references.

The Governance SAR had identified strengths, areas of focus and also included a governance action plan. Members were invited to validate the Governance SAR and a detailed discussion ensued. There was nervousness from some members to provide a judgement of 1 (outstanding) however when taking into account overall College performance, teaching and learning and the financial strength of the College the conclusion was that outstanding governance continued to apply. It was recognised that there is always room for improvement but there is a robust relationship in place between leaders and governors and the change of governors has allowed the Corporation to refresh, add value and provide additional challenge. The Vice Principal advised that being outstanding does not equate to perfection but that the Corporation is aware of the College's strengths and weaknesses and the level of challenge to hold the executive to account contributes to outstanding governance.

Following discussion and due consideration of the Governance SAR members validated the Governance SAR grade as 1 (Outstanding). However, it was recognised that the Corporation continues to strive to improve and recognises the areas that need to be progressed to enhance governance.

Members received Governor attendance data for 2019/20, which reflected 78% overall compared against the 80% target. Benchmarking data obtained from the Clerks' network was also shared with members.

The Clerk reported on governor training and development undertaken during 2019/20. Members considered the outcome of governor training needs analysis and training/development topics covering 2020/21 were agreed.

The report was noted and it was resolved:

- a) **To note the collated results from the questionnaires completed as part of the 2019/20 Governance Self-Assessment Report (SAR) process.**
- b) **To approve the 2019/20 Governance Self-Assessment Report and 2020/21 action plan and to validate the Governance SAR grade as 1 (Outstanding).**
- c) **To note the 2019/20 Governor attendance data.**

16. **Search Committee**

Confidential Item.

17. **Strategic Property Group**

The minutes of the meeting held 15 Sep 20 were noted. Carly Dyson (Chair of SPG) reported that pleasing progress is being made with the STEAM building at WISE campus. There was satisfaction that permission had been granted for a digital art display to enable student art to be shown. It was disappointing to have lost John Huggett (Co-Opted Member) from the Group but good news that the government has allocated capital spending to Colleges.

18. **Audit Committee**

The minutes of the meeting held 17 Sep 20 were noted. Mike Croker (Chair of the Audit Committee) reported that RSM's draft opinion in their 2019/20 annual report is positive and reflects well on College staff. The Committee are recommending the deferment of tendering for Internal Audit Service due to current challenges and this will be discussed at the November Audit Committee meeting as the view of the Chief Financial Officer is invited.

Members also received and noted the ESFA Regularity & Propriety Questionnaire & Annex A considered by the Audit Committee.

19. **2019/20 Compliments, Suggestions & Complaints Annual Report**

Members received the annual report.

The report was noted.

20. **Absence Policy and Employer Discretions – LGPS Policy**

Following a legislative change, members received revisions to the Absence policy. The Employer Discretions - LGPS policy has also been reviewed and no changes made.

It was resolved:

To approve the Absence policy and procedure and the Employer Discretions – LGPS policy.

21. **Corporation Seal**

The application of the Corporation Seal to the Agreement for Lease and Renewal Underlease by reference to an existing Underlease with Bristol City Football Club was noted.

At this point, due to the confidential nature of the next agenda item 22, members of the Executive Team, College Principal and the Trustees of SGS Academy Trust (Phil Eames and Kevin Hamblin) were invited to leave the meeting.

22. **Other Items of Urgent Business (Agenda item 3)**

Confidential Item.

At this point Phil Eames, Moira Foster-Fitzgerald and Kevin Hamblin were invited to rejoin the meeting.

23. **Remuneration Committee (Agenda item 22)**

The minutes of the meeting held 9 September 2020 were noted by those Corporation members eligible to receive these minutes.

- a) The Chief Group Services Officer reported the revisions made to the Senior Post Holder Remuneration Policy. One of these being the timing of payment of any award agreed for all staff by the Corporation.

It was resolved:

- a) **That the timing for payment of any award agreed for all staff by the Corporation (either consolidated or non-consolidated) will also be paid in the same timescales to Senior Post Holder and Executive Team members.**
- b) **To approve the Senior Post Holder Remuneration Policy.**
- b) Members received the Remuneration Annual Report to Corporation and the Chair of the Remuneration Committee reported that there was not a significant change to that presented last year.

It was resolved:

To approve the Remuneration Annual Report to Corporation.

- c) Members received an updated version of the SGS Emergency Succession Plan to take into account the resignation of the Chief Operations Officer, Commercial & Estates.

It was resolved:

To endorse the SGS Emergency Succession Plan.

At this point Roger Ellis (Staff Governor) and Moira Foster-Fitzgerald (Chief Group Services Officer) were invited to leave the meeting for the following confidential agenda items.

- d) Confidential Item.
- e) Confidential Item.
- f) Confidential Item.
- g) Confidential Item.
- h) Confidential Item.
- i) Confidential Item.

24. **Group CEO & Executive Principal access to Pension (Agenda item 23)**

Confidential Item.

25. **Confidentiality (Agenda item 24)**

Members agreed that due to business/personal sensitivities the following items are to be retained as confidential: written resolution relating to BCFC lease (item 6), CEO & Executive Principal's report (item 10), confidential Search Committee minutes (item 16), SPG minutes (item 17), confidential Audit Committee minutes (item 18), Remuneration Committee minutes (item 22) and items 22d, g, h, i; Group CEO & Executive Principal's access to pension (item 23) and minutes 10, 16, 22, 23d-i and 24.

It was agreed that the following items can be downgraded to non-confidential: SPH remuneration policy (item 22a), Remuneration Annual Report to Corporation (item 22b), SGS Emergency Succession Plan (item 22c), Remuneration Committee Terms of Reference (item 22e), SPH Performance review cycle (item 22f).

26. **Assessment of meeting (Agenda item 25)**

A summary of feedback in relation to the meeting held 2 July 2020 was received.

27. **Date of Next Meeting (Agenda item 26)**

Thursday 5 November 2020 at 4pm via Microsoft TEAMS.

The meeting commenced at 4.00pm

Nigel Hornsby left the meeting at 4.34pm (after item 7)

Sophie Chester-Glyn joined the meeting at 4.36pm (during item 8)

Alicia Chappell left the meeting at 5.37pm (during item 11)

Lynne Craig left the meeting at 6.04pm (during item 13)

Rich Aitken left the meeting at 6.10pm (during item 14)

Matt Davis left the meeting at 6.12pm (during item 14)

Gavin Murray, Jude Saunderson, Sara-Jane Watkins left the meeting at 6.37pm (after item 21)

Roger Ellis, Moira Foster-Fitzgerald left the meeting at 6.59pm (after item 23c)

Kevin Hamblin left the meeting at 7.16pm (after item 23i)

Sophie Green left the meeting at 7.34pm (after item 23)

The meeting closed at 7.45pm. The meeting was quorate.