



SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE
FURTHER EDUCATION CORPORATION

Approved minutes of a meeting of South Gloucestershire and Stroud College
Further Education Corporation
Held on 6 July 2023

Present:	David Hagg	(Chair)
	Matt Atkinson	(Vice-Chair)
	Louise Bright	(Joined via Teams)
	Lynne Craig	
	Phil Eames	
	Paul Farrell	
	Kevin Hamblin	(CEO & Executive Principal)
	Dave Merrett	(Joined via Teams)
	Irene Molodtsov	
	Gary Parsons	
In Attendance:	Rich Aitken	(Head of Finance)
	Moira Foster-Fitzgerald	(Chief Group Services Officer) (Joined via Teams)
	Gavin Murray	(Deputy Principal)
	Jude Saunderson	(Chief Financial Officer)
	Sara-Jane Watkins	(College Principal)
	Sharon Glover	(Clerk)

The Chair opened the meeting by welcoming Fiona Chalk, External Board Reviewer, to the meeting and informed attendees that he would be re-ordering the agenda items due to the early departures of Dave Merrett (Chair of SGSCSL) and Moira Foster-Fitzgerald.

1. **Apologies for Absence**

Apologies were received Douglas Blackstock, Sophie Chester-Glyn, Mike Croker and Rick Sturge. Khadija Nisar did not attend the meeting.

2. **Declarations of Interest**

The Clerk reported and Corporation noted the following declarations of interests:-

- As Trustees and CEO of SGSAT; Lynne Craig, Phil Eames and Kevin Hamblin in the CEO report relating to SGSAT.
- As Directors of SGSCSL; Louise Bright, Kevin Hamblin, Dave Merrett and Jude Saunderson (Chief Financial Officer) in the SGSCSL report and bank loan renewal between SGS College and SGSCSL.
- Phil Eames in the Search Committee item due to recommendations about his re-appointment as a Corporation Member. The Clerk also mentioned that the prospective candidate being recommended for Corporation membership was known to Matt Atkinson but not on a personal level.

3. **SGS Commercial Services Limited (Agenda item 8)**

Confidential.

4. **Bank Loan renewal SGSCSL and SGS College (Agenda item 9)**

Confidential.

5. **Pay Framework – Corporate (Agenda item 7)**

Confidential.

6. **External Board Review (Agenda item 3)**

Fiona Chalk thanked everyone for their participation in the board review and explained that there are different ways of effective governance to build on the already strong governance in place with lots working well at SGS. The themes to build upon were presented, these being interpersonal/group dynamics, capability of the Board and Executive Team to set the right behaviours, roles and responsibilities with a shared understanding of good governance, maximising Board meeting effectiveness and the value added of governors.

Members discussed in detail the outcomes of the report and the presentation. The alignment between governors and Executive was considered to be critical together with the need to understand what is needed from each other. Members sought clarity on one of the recommendations that suggested governors should seek 50% of their information from other sources than College management, especially taking into consideration the demands on governors. Fiona explained that this could be provided through student/staff interactions to create opportunities in an informal way together with obtaining benchmarking data. The Principal advised that the Chair had joined the staff forums and that all governors are welcome to attend. The Chair raised that these additional activities outside of the board meetings demands additional time and although governors are committed they have time constraints. One member raised that, where possible, they prefer to receive external benchmarking, together with more opinions from the Executive in order to assimilate collective intelligence. There was an appreciation that writing reports and getting the balance right was not an easy task

and that it is difficult to absorb information when so many reports are produced. The need for sufficient and reliable evidence and representative opinions was raised together with the value of staff and student governor input at meetings to provide a range of views. Fiona advised that information overload was a challenge evidenced in all to the reviews she undertakes. Members informed that reports can be too detailed with, at times, no time for discussion. Fiona advised that reports need to provide oversight of the impact and not activity with a risk and assurance style of reporting. It was recognised that there was a settled Executive Team in place but there had been a churn of governors currently so at times there is an overcompensation for new governors. The Clerk also advised that although there are many reports for noting these are also necessary in order to evidence governors' oversight responsibilities. Fiona advised that Artificial Intelligence will have a positive impact in the future and that there needs to be feedback to the DfE that they also have to take accountability for the increasing demands placed on Colleges and governors.

Members were informed that it is about getting the right balance between compliance and stewardship. One of the Safeguarding Advocate governors informed that she had spent a day with the safeguarding team and had learnt so much about the College and the challenges faced by talking with staff and learners. The Staff Governor also added that the ambassadorial part of this role was enjoyable and of the need to have time to talk amongst each other as well.

Members raised that some governors may lack confidence in an ambassadorial role and questioned how confidence can be built. Members were asked how well everyone understands each other's strengths, skills and networks and with a better understanding guidance can be sought from the Executive of where to focus time formally. Members questioned whether there is value in observing another governing board and one member raised that a recommendation from the FE Commissioner is for new governors to do just that. Members were informed of the importance of peer working that would also provide opportunities to share best practices. It was raised that, due to Covid and the reliance on Teams, there had been a lack of socialisation and the importance of bonding as a team was raised.

Members discussed next steps and that a follow up discussion had been planned for 1 August to review the report and develop an action plan. It was suggested that Fiona is invited back at a future date in order to review progress.

The Chair thanked Fiona for the work undertaken and it was agreed that the full report is to be published on the College website.

At this point Fiona Chalk was invited to leave the meeting.

7. **Search Committee (Agenda item 17)**

Minutes of the meeting held 13 June 2023 were noted. In the absence of the Vice-Chair of the Search Committee, the Chair of the Corporation presented the recommendations from the Committee.

- a) Confidential Item.

At this point Phil Eames was invited to leave the meeting for decision making of his re-appointment.

- b) Although the Committee were recommending Phil's re-appointment for a further 2-years, one of the Search Committee members clarified that the Search Committee minutes had lacked clarity in that the re-appointment for a further 2-years would be finite with the intent that there would be no further re-appointment thereafter.

It was resolved:

To re-appoint Phil Eames, at the end of his current term of office, for a further 2-year term of office.

At this point Phil Eames was invited to re-join the meeting.

- c) Members were informed that there was a current vacancy on the Audit Committee and upcoming vacancy on the Search Committee following the resignation of Rick Sturge. Expressions of interest in joining any of these Committees were to be directed to the Clerk.

8. **Election of Chair and Vice-Chair (Agenda item 20)**

Members were informed that nominations had been received for Matt Atkinson to be appointed as Chair of the Corporation and Phil Eames as Vice-Chair of the Corporation. There were no other nominations raised at the meeting.

Chair of the Corporation

David Hagg proposed and Lynne Craig seconded Matt Atkinson's appointment as Chair of the Corporation and Matt Atkinson was unanimously elected.

Vice-Chair of the Corporation

David Hagg proposed and Matt Atkinson seconded Phil Eames's appointment as Vice-Chair of the Corporation and Phil Eames was unanimously elected.

Committee membership

As Chair of the Corporation, approval was sought for Matt Atkinson's appointment to the Search Committee and Remuneration Committee, with effect from 1 August 2023.

As Vice-Chair of the Corporation, approval was sought for Phil Eames's appointment to the Remuneration Committee, with effect from 1 August 2023.

Matt Atkinson refrained from resolution a) and Phil Eames refrained from resolution b).

It was resolved:

- a) **To appoint Matt Atkinson as Chair of the Corporation, with effect from 1 August 2023 to 31 July 2024.**
- b) **To appoint Phil Eames as Vice-Chair of the Corporation, with effect from 1 August 2023 to 31 July 2024.**
- c) **To appoint Matt Atkinson to the Search Committee and Remuneration Committee, with effect from 1 August 2023.**
- d) **To appoint Phil Eames to the Remuneration Committee, with effect from 1 August 2023.**

9. **Minutes of Previous Meeting (Agenda item 4)**

The minutes of the meeting held 8 June 2023 were approved as a correct record and signed by the Chair.

10. **Annual Voice of the Learner report (Agenda item 5)**

- a) Annual Voice of the Learner report – Members discussed the report and questioned discrepancies in attendance data in the report versus Monday Memo. It was explained that the Monday Memo is used to focus staff at certain points in time and the College Self-Assessment Report will provide more detail. The Deputy Principal agreed to make this clearer in next year's report and Monday Memo.
- b) Stakeholder Engagement and Involvement Plan and HE Students as Partners Policy – Minor revisions were presented for approval.

The report was noted and it was resolved:

To approve the Stakeholder Engagement and Involvement Plan and HE Students as Partners Policy.

11. **Progress against the College Improvement Plan (Agenda item 6)**

Members received progress against the College Improvement Plan and were informed that reporting against the plan will be reviewed for next year in order that headline information is reported to Corporation.

The report was noted.

12. **Financial Planning (Agenda item 10)**

Confidential.

13. **HE Access and Participation Plan (Agenda item 11)**

Members received a report together with a new Access and Participation Plan for 2024/25 to 2027/28 which needs to be submitted to OfS by 31st July 2023, following Corporation approval.

It was resolved:

To approve the Access and Participation Plan 2024/25 to 2027/28, for submission to the Office for Students.

14. **Careers and Employability Report (Agenda item 12)**

Members received the report and questioned whether the College undertakes work readiness for young people in relation to working from home as many companies now offer home working. One Governor mentioned that in the employer panel meeting they had attended this was discussed and the College informed that home working would be covered. The Principal advised that there is low retention where apprentices work from home and there is an expectation from Local Authorities that their staff are home based. The Chair raised that there was good content in this report.

The report was noted.

15. **Management Information (Agenda item 13)**

Members received Management Accounts dated 31 May 2023.

The report was noted.

16. **CEO & Executive Principal's Report (Agenda item 14)**

Members received the report providing updates on; the Skills Development Fund (SDF) and Stroud Economic Development Fund (SEDF), construction facilities in Filton and SGS Academy Trust.

The report was noted.

17. **Principal's Report (Agenda item 15)**

Members received the report which included various updates and were informed that the Accountability Agreement had now included further detailed feedback from WECA. The Principal was complemented on the production of the Accountability

Agreement, which was one of the first to be produced and its presentation is being replicated by other Colleges.

Members also received a progress update on SGS Create together with a framework of policies. Members suggested that the Head Teacher is invited to the October Corporation meeting to present progress following its opening in September.

The report also included changes to the staff survey approach with the introduction of building a culture of continuous meaningful dialogue with staff through a range of fora.

The report was noted and it was resolved:

- a) **To approve the final Accountability Agreement.**
- b) **To note the framework of policies for SGS Create.**
- c) **To note the College's change in approach to staff surveys and engagement.**

18. **2022/23 Governance Self-Assessment Report process (Agenda item 16)**

Members received updated questionnaires, for use as part of the Governance Self-Assessment process, that had been developed with the new AoC Code of Good Governance in mind.

It was resolved to approve the:

- a) **Governor Self-Assessment questionnaire.**
- b) **Executive Team questionnaire.**
- c) **Chair's Performance Review questionnaire.**

19. **Audit Committee (Agenda item 18)**

Minutes of the meeting held 15 June 2023 were noted and questions were invited. The Clerk reported a minor change to the Internal Audit annual Plan in that the GDPR audit had moved from Summer 2023 to February 2024.

It was resolved to approve the:

- a) **Internal Audit needs assessment, strategic plan and 2023/24 annual plan, including Internal Audit Protocol, subject to one minor revision to the GDPR audit date.**
- b) **Financial Regulations.**
- c) **Audit Committee Terms of Reference.**
- d) **Fraud Response Plan.**

20. **Learning and Quality Committee (Agenda item 19)**

Minutes of the meeting held 22 June 2023 were noted. Lynne Craig (Chair of the Committee) raised that the inaugural meeting of this Committee had been successful and the Executive were asked to provide a list of the 5 main areas of concern that the Committee can monitor progress.

Governors were invited to join this Committee as its membership was low, which raised the risk of meetings becoming inquorate. Phil Eames (Vice-Chair of the Audit Committee) also raised that there is a vacancy on the Audit Committee and that there wasn't high attendance at the inaugural Financial Development Group meeting. It was raised that if the Corporation has a desire to introduce a Committee type structure then there is a responsibility for governors to support these Committees.

The Chair of the Corporation also raised the possibility that a future consideration may be the delegation of Learning and Quality related policy approvals to this Committee. The Clerk added that this would require a change to the Committee's Terms of Reference.

It was resolved to approve the:

- a) **2023/24 KPI targets.**
- b) **Learner Charter & Codes of Conduct; Positive Behaviour Policy; HE & Professional Student Code of Conduct; Anti-Bullying Charter and Freedom of Speech and Expression Code of Practice.**
- c) **Teaching, Learning, Assessment and Feedback policy.**
- d) **Learner Anti-Bullying and Harassment Policy & Procedure.**
- e) **Professional Development Policy.**

21. **Lettings policy**

Members received revisions to the SGS Group Lettings Policy.

**It was resolved:
To approve the SGS Group Lettings Policy.**

22. **Absence policy and procedure**

Members received revisions to the Absence policy and procedure.

**It was resolved
To approve the Absence policy and procedure.**

23. **Corporation action log**

Members noted that all actions had been completed.

24. **Assessment of meeting**

A summary of feedback in relation to the meeting held 8 June 2023 was received.

25. **Clerk to the Corporation**

Due to the impending departure of the current Chair of the Corporation, External Members received a report in order to provide an update on actions relating to the post of Clerk to the Corporation.

The report was noted.

26. **Items of Urgent Business**

There were not items of urgent business.

27. **Confidentiality**

Members agreed that due to business and personal sensitivities, SGSCSL report (item 3), Bank loan renewal SGSCSL and SGS College (item 4), pay framework – corporation (item 5), confidential Search Committee minutes (item 7), Financial Plan (item 12) CEO report (item 16), confidential part of the Principal’s report (item 17), confidential Audit Committee minutes and Fraud Response Plan (item 19), confidential Learning & Quality Committee minutes (item 20), Clerk to the Corporation report (item 25) and minutes 3, 4, 5 and 12 should be treated as confidential.

It was also agreed that management accounts item 15 is downgraded to non-confidential.

28. **Date of Next Meeting**

Thursday 5 October 2023 at 5pm, WISE Campus.

The meeting commenced at 5.00pm.

Moira Foster-Fitzgerald left the meeting at 5.18pm (after item 5)

Dave Merrett left the meeting at 5.30pm (during item 6)

The meeting closed at 7.32pm

The meeting was quorate.