



**SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE**  
**FURTHER EDUCATION CORPORATION**

Approved minutes of a meeting of South Gloucestershire and Stroud College  
Further Education Corporation  
Held on 26 April 2018  
At Stroud Campus, Stratford Road, Stroud, Gloucestershire

<b>Present:</b>	John Huggett	(Chair)
	David Benson	
	Laura Boutle	
	Sophie Chester-Glyn	
	Mike Croker	
	Phil Eames	
	Kevin Hamblin	(CEO & Executive Principal)
	Martin Jones	
	Joe Lamonby	
	Dave Merrett	
	Richard O'Doherty	
	Moyra Pascoe	
	<b>In Attendance:</b>	Jude Saunderson
	Andy Slaney	(Chief Operations Officer, Commercial & Estates)
	Sara-Jane Watkins	(College Principal)
	Sharon Glover	(Clerk)

1. **Apologies for Absence**

Apologies were received from Craig Dickinson, Roger Ellis, Jack Gritt, Carrie Pickford and Charlie Webb.

2. **Declarations of Interest**

The Clerk reported the following declarations of interest in agenda items at the meeting:

- Martin Jones, as UoG Council Member, and Richard O’Doherty, as UoG Deputy Vice-Chancellor, in relation to the undertaking of due diligence of the University of Gloucestershire, as reported in the Principal’s report.
- Sara-Jane Watkins, as Chair of SGS Berkeley Green UTC, and Kevin Hamblin and Phil Eames, as Trustees of SGS Academy Trust, in relation to the confidential item in the Principal’s report.
- Mike Croker and Phil Eames in the appointment of the Audit Committee Co-Opted Member as the candidate is known to them.
- John Huggett, due to his personal interest, and Kevin Hamblin, Moyra Pascoe, Martin Jones, Andy Slaney, as Directors of SGS Commercial Services, in resolution b under minute 8 of the Search Committee minutes.

3. **Other Items of Urgent Business**

There were no items of urgent business.

4. **Minutes of Previous Meeting**

The minutes of the meeting held 22 Mar 18 were approved and signed as a correct record.

5. **Matters Arising From Those Minutes**

- a) Members monitored actions on the action log and updates were provided. Following the last meeting, the Chair of the Corporation decided to treat minute 6a as confidential, due to business sensitivities and Corporation endorsement of this decision was sought and received.

6. **CEO & Executive Principal’s Report**

Confidential Item.

7. **Principal’s Report**

The College Principal reported on the following:

- a) Allocations 18/19 v 17/18 – 16-18 funding is challenging, due to the make-up of cohorts, which is impacting on this years and next year’s allocations. Although income is down a small proportion next year, this is compounded by higher outgoing and delivery costs. Members were informed that a slight growth has been received on the adult allocations however planning this

provision is complex with government making it harder for Colleges to spend by reducing the eligibility of learners and the funding of courses. The funding allocation for adult provision will be protected for 2018/19 but will then be devolved to the combined authorities.

- b) Apprenticeship tenders – Following further unsuccessful tenders due to changes to apprenticeship tendering by public sector organisations the College has raised its concerns with the AoC. The Principal asked that the Clerk share this communication with Governors. Members discussed feedback as to why the contracts had been lost and asked that this issue is raised with Members of Parliament as Parliament needed to be made aware of the unintended consequences of poor government policy. It was agreed that the Principal would draft a letter to MPs and share with the Chair of the Corporation.
- c) European Projects update – Members received an update on the EDGE project, which is a pioneering scheme that aims to make a difference to the future employability of local young people by focusing on the business and economic needs of Gloucestershire.

In order to support the delivery of the GOAL project Corporation approval was sought for the commencement of due diligence on the University of Gloucestershire to be a sub-contractor to SGS College for apprenticeship delivery of senior management apprentices.

Members questioned whether there were any reputational risks in relation to the College's links with Learndirect in relation to the ESF West of England Projects. Members were informed that at the outset Learndirect were deemed to be a good provider and the needs of the students are the priority and in that respect SGS is teaching them.

Members were informed that growth bids for the EDGE/GOAL projects have been submitted and have been included in the budget on a prudent basis.

- d) GDPR – Members received an update on the work being undertaken to ensure the College's compliance with GDPR. The College has also engaged consultants who have conducted a full audit and a positive report has been produced. Members asked that the report is added to the Reading room on Boardpad, should governors wish to read.
- e) Health & Safety – As previously requested members received Health & Safety comparative data and training data. Following scrutiny, members discussed the reasons for higher instances at Stroud campus, which was attributable to various factors. When asked, confirmation was received that staff are enrolled

on training until they pass and that the number of times the test has been taken is recorded.

f) Confidential Item.

Richard O'Doherty and Martin Jones abstained from the following resolution.

**The report was noted and it was resolved:**

**To commence due diligence on the University of Gloucestershire to be a sub-contractor to SGS College for apprenticeship delivery of senior management apprentices.**

**Action: College Principal.  
Clerk.**

## 8. Management Information

- a) Management Accounts exception report – The Chief Financial Officer reported concerns relating to the accuracy of reporting due to the complexities in dealing with 15 different funding streams for apprenticeships. This is a national issue but is causing the College financial issues as there is uncertainty of the cash position but this shouldn't impact on the College's financial health. Members questioned whether this would impact on the external auditor's timescales and were advised that KPMG will use the income from the College system.

It was reported that the financial position was £200k worse than in the management accounts, therefore, adult provision is being increased to mitigate. The Principal reported that there was an assumption that more apprentices would go on the new standards but there is no end point assessment in place, which had been nationally promised. Members asked whether this could be highlighted to KPMG via the Audit Committee to see if KPMG can be used to raise this concern.

Members were informed that, where income is not received, then material spend has ceased and a hold on vacancies had been placed with leavers not being replaced. Overall, the budget has been tightened with many controls in place.

The Chair of the Corporation reported that debt collection had been passed to an external company and that he had received a complaint from a parent of a 16-year old about contact received. The Chief Financial Officer reported that this had been as a result of a system error that had now been dealt with and the complaint satisfactorily dealt with. Assurances were received that matters had been contained this year and that the process will be changed for next year.

Members noted the challenging position that the College was in and of the need to be as prudent as possible with ongoing close monitoring of the financial

position. Although the ESFA financial health indicators were restrictive they were considered to be valuable indicators in relation to payment of loans and long term viability of the College.

Members noted the red variance in the restructuring pay expenditure and questioned the reason for this variance. An explanation was duly provided.

**The report was noted.**

- b) KPI report – The Principal reported that the AoC attendance survey indicates that the average is 80% attendance by 16-18 year olds for English and Maths. Members were informed that Functional Skills is delivered in the curriculum areas by curriculum staff and attendance is close to 80%. A review of GCSE delivery is being considered as part of a College restructure. Members asked that the scale of the graph for English and Maths attendance is changed as the full data had not been reported in the KPIs. Members questioned the attendance of 82% for pre-16 learners and whether there was a statutory requirement for them to attend College. The Principal was also asked to investigate attendance issues in Health & Life Sciences. Members questioned the data for the retention of care leavers and it was explained that many were lost at the beginning of the year during the probation period however the probation policy has now been enhanced. Members also questioned the reason for a reduction in applications at Queen’s Road and were advised that this was due to more competition in Foundation Art.

**The report was noted.**

**Action: College Principal.**

- c) Primary Risk Registers – Members received the SGS College and SGS Commercial Services primary risk registers. Members discussed the risk of the Local Authority triggering a rates review of Berkeley site and it was noted that the maximum exposure is £45k to SGS Commercial Services, but it was flagged that the company has no provision to cover any possible increase in liability.

**The report was noted.**

## 9. **Curriculum Strategy, including the Higher Education Strategy**

The Principal informed members that the Curriculum Strategy had been written to take into consideration the external landscape and had been supported by a bottom-up curriculum planning process, initiated with portfolio reviews that were fully supported by Business West. To reflect the challenges faced and to recognise the time required to implement many of the strategic objectives the strategy will cover a two-year period.

Following scrutiny of the Curriculum Strategy members raised that there was a lack of clarity in relation to the Higher Education Strategy as it had been interwoven. The CEO & Executive Principal advised that the Higher Education Strategy would be

informed by discussions at the Governors' Strategy Away Day. Members requested further information on the profile of Higher Education students in order to understand the potential in the market place and to ensure that their needs are being satisfied. Financial contribution, costs and breakeven points were also requested. Confirmation was provided that this information had previously been provided as part of the HE business plan and the Principal agreed to re-circulate. Members were informed that the College provides a lot of non-traditional HE, which is the College's place in the market.

Members questioned the cost to embed the College's ILT strategy and were informed that a capital pot of £500k had been set aside to prioritise digital investment. When asked if this was sufficient, members were informed that affordability had to be taken into consideration. Members suggested that when visiting other Colleges it would be helpful to understand how they are embracing digital technology.

**It was resolved:**

**To approve the Curriculum Strategy for 2018/19 – 2019/20.**

**Action: College Principal.**

10. **Learner Charter, Disciplinary Policy, FE & HE Learner Code of Conduct and Associated student rules and procedures**

The Principal presented the report and pointed out that the Learner Behaviour policy had been reviewed and simplified in response to learner and staff feedback. Following consideration, members raised that the language used in the Learner Charter should reflect its intended audience and be simplified and any reference to calendar "years" removed. It was suggested that at the next review the document should be crystal marked. Further typographical errors were also raised. In light of GDPR requirements, members questioned whether consents had been received for the student pictures used in the documents. Assurance was provided that procedures for this are in place and followed.

**The report was noted and it was resolved:**

**To approve the Behaviour Policy, Learner Charter and FE & HE Codes of Conduct, subject to changes raised.**

11. **Employee Survey**

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

12. **Benchmarking / Trend Analysis**

The Principal presented benchmarking analysis comparing SGS published performance data against that of key competitors and other benchmarking institutions. It was reported that progress has been made in Functional Skills with strengths being in Adult, Apprenticeships and Level 3 with 16-18 Levels 1 and 2 being areas of focus. The need to consider the different types of Colleges being compared against was

raised together with the fact that the College doesn't sub-contract its adult provision whereas other Colleges do.

Members asked if location made a difference and were advised that it could be argued that the Bristol senior Schools are outperforming the South Gloucestershire senior schools therefore the College has to achieve further added value. In addition, SGS are supporting more learners through their English and Maths re-sits than any of its competitors.

**The report was noted.**

13. **Audit Committee**

The minutes of the meeting held 15 Mar 18 were noted. Mike Croker, Chair of the Audit Committee, reported on the following:

- a) Extensive discussion took place with the Chief Group Services Officer and Head of HR in relation to a HR follow up report, in particular the challenges faced with staff retention.
- b) RSM presented various internal audit reports, to which College staff were invited to attend.
- c) An extensive review of the risk registers took place.
- d) Following review of the Financial Regulations there were no significant changes presented and revisions mainly addressed changes in terms of post holders and the inclusions of waivers being considered by the Audit Committee. Following changes in the College structure, it was questioned whether the Director of Finance was the correct title now. It was agreed to approve the Financial Regulations subject to confirmation of this title.

**It was resolved:**

**To approve the SGS Financial Regulations, subject to confirmation of the title of Director of Finance.**

14. **Search Committee**

The minutes of the meeting held 20 Mar 18 were noted. Moyra Pascoe, Vice-Chair of the Search Committee, reported on the following:

- a) Resignations had been received from John Huggett and Laura Boutle from 31 July 2018. Succession planning for Chair of the Corporation remains a priority and a challenge due to the difficulties experienced in searching for a suitable replacement. Approaches have been made to individuals suggested by the Search Committee but as yet there has been no success. Members were asked if there is any interest in taking on this role to contact the Clerk to the Corporation. Moyra Pascoe reported that she would be prepared to put herself forward if no other interest is expressed but stressed that this would only be for a one year term of office. Should Moyra Pascoe be appointed as Chair of the Corporation then she would be looking to resign as a Director of SGS

Commercial Services and John Huggett offered to replace her as an independent Director once he had stepped down as a member of SGS Corporation. The other roles currently filled by John Huggett were raised and any interest in his replacements were invited to the Clerk. It was reported that John Huggett was content to continue as a member of SGS Academy Trust, in his own right, and Corporation endorsement of this was sought and received. In relation to delegated authority to act on behalf of SGS as a member of SGS Academy Trust it was reported that this had now been included as part of the Chair of the Corporation's role description, presented to Corporation for approval, upon recommendation by the Search Committee.

Martin Jones, Vice-Chair of the Corporation, reported that he had made clear at the outset that he had no ambition to succeed as Chair of the Corporation and in July his term of office as Vice-Chair comes to an end. He indicated his willingness to continue as Vice-Chair should the Corporation wish to re-elect him or he would be happy to stand down. The option of electing two Vice-Chairs, one as succession planning for the Chair of the Corporation, was also raised.

It was also reported that following review of the Link Governor representation it was proposed that the title of "Link Governor" is more appropriately replaced with the word "Advocate" and that the following Advocates are in place:

- Safeguarding and Child Protection Advocate, incorporating; Prevent, British Values, Equality & Diversity (this governor will be invited to attend College Safeguarding, Wellbeing, Equality & Diversity (SWEDG) meetings) and replace John Huggett as a Member of South Gloucestershire's Children, Young People and Families Partnerships.
- Special Educational Needs and Disabilities (SEND) Advocate.
- Health & Safety Advocate – this tends to be Kevin Hamblin (Group CEO & Executive Principal).

Expressions of interest in replacing John Huggett and Laura Boutle for the above Advocate roles were invited to the Clerk.

It was also suggested that the current Corporation Safeguarding and Child Protection Link Governor role descriptor is updated and that consideration is given to the development of a SEND Advocate role descriptor.

John Huggett, Kevin Hamblin, Moyra Pascoe and Martin Jones abstained from resolution b.

**It was resolved:**

- a) **To approve revisions to Chair and Vice-Chair of the Corporation role descriptions.**

- b) **To approve the appointment of John Huggett as a Director on the Board of SGS Commercial Services Limited, following his resignation as SGS Corporation Member.**

- b) Confidential Item.
- c) Confidential Item.

15. **Review of Governance SAR action plan**

Members received a progress report against the Governance action plan.

**The report and progress against the Governance action plan was noted.**

16. **Any Other Business**

Confidential Item.

17. **Confidentiality (Agenda item 16)**

Members agreed that due to business sensitivities the CEO & Executive Principal's report (item 6), confidential part of the Principal's report (item 7), confidential Search Committee minutes (item 14), Any Other Business (item 16) and minute's 6a, 6b, 7f, 15b, 15c and 17 are to be treated as confidential.

18. **Assessment of meeting (Agenda item 17)**

A summary of feedback in relation to the meeting held 22 Mar 18 was received. The Clerk distributed forms to members so that an assessment of the Corporation meeting could be undertaken.

19. **Date of Next Meeting (Agenda item 18)**

Special Corporation meeting date to be confirmed by the Clerk. Members were also reminded of the Governor Strategy Away Day scheduled for 10 May, 1.30pm at Stroud Campus.

Next Ordinary meeting: Thursday 7 June 2018 at 5pm, Berkeley Campus.

The meeting commenced at 5.00pm.

Laura Boutle arrived at 5.04pm (after item 5)

Jude Saunderson left the meeting at 7.10pm (after item 8c)

The meeting closed at 8.08pm.

The meeting was quorate.