



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

Approved minutes of a meeting of South Gloucestershire and Stroud College  
Further Education Corporation  
Held on 7 October 2021, via Microsoft Teams

**Present:** David Hagg (Chair)  
Louise Bright  
Steph Brooks  
Sophie Chester-Glyn  
Lynne Craig  
Mike Croker  
Matt Davis  
Carly Dyson  
Phil Eames  
Catherine Green  
Kevin Hamblin (CEO & Executive Principal)  
Dave Merrett  
Gary Parsons  
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 Steph Brooks (Student Governor) and Gary Parsons (Staff Governor) to their first meeting. Members were informed of the resignation of Izzi Cosh (Student Governor) and that the Student Union are holding elections for her replacement.

Members were asked if any they wished to un-star any of the starred agenda items. Reference was made to agenda item 18 and the College was thanked for the report and the good achievement and responses by the College.

1. **Apologies for Absence**

Apologies were received from Sophie Green. Rick Sturge 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:

- Mike Croker was no longer employed by ASW, conducting review work at University Hospital Bristol NHS Trust, and had added that he is recently retired from ASW Assurance/University Hospitals Bristol and Weston NHS Foundation Trust.
- Kevin Hamblin's son is no longer working as Siobhan Baille's PA in her Westminster Office.
- Gary Parsons – new declaration of interest as owner of Flame & Tea Etsy Store.
- Rick Sturge is no longer a Director of Grafton LSR Ltd or Bloodhound SSC South Africa (Pty) Ltd.
- As Trustees of SGS Academy Trust, declarations of interests were declared in agenda item 9 relating to the review of SGS/SGSAT Memorandum of Understanding for Lynne Craig, Phil Eames and Kevin Hamblin.
- Louise Bright declaration of interest was declared in agenda item 16 relating to her re-appointment and Kevin Hamblin's interest was declared relating to the appointment of Gareth Reynolds, a former employee of SGS College.

3. **Minutes of Previous Meeting**

The minutes of the meeting held 8 July 2021 were approved as a correct record, ready for signing by the Chair.

4. **Matters Arising From Those Minutes**

Actions on the action log were monitored and confirmation was received that all actions had been completed.

5. **Safeguarding Children, Young People and Vulnerable Adults Policy and Annual Report & Anti-Bullying and Harassment Policy**

The Chief Group Services Officer presented the report and related policies for approval. Members were informed that the word harassment has been removed from the title and body of the Anti-Bullying and Harassment Policy in order to differentiate between bullying and harassment. Attention was also drawn to the development, by the students, of an anti-bullying charter.

Members acknowledged the work undertaken to develop more comprehensive policies. Members raised whether there should be reference within the safeguarding report about the general trends across the sector and also questioned what can be done to increase completion rates for training. Members were informed that a lot of progress has been made with completion of training, the beginning of an academic year is always a busy time, especially returning from lockdown and staff absenteeism. Members were assured that the Principal sends personal emails to staff as reminders to complete the training. The Chair also reminded Corporation Members to complete any outstanding training requirements and that he would be sending personal reminders to those individuals concerned.

Members were impressed with the safeguarding report, its high-level focus and the helpful inclusion of case studies. Members questioned whether there was sufficient staff resource to support safeguarding concerns. Members were advised that, even with additional resource, the team would still be overwhelmed with cases and the emotional toll it takes. Members were assured that there is a great team in place and the College places value on them.

The Chair emphasised the importance of the role of Corporation Members for oversight of safeguarding and the case studies in the report demonstrated the increase in complexities. The Chair asked that the Corporation's appreciation is passed onto staff.

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

- a) **To approve the Safeguarding Learners and Child Protection Policy and Procedure.**
- b) **To approve the Staff Code of Conduct.**
- c) **To approve the Learner Anti-Bullying Policy and Procedure.**

6. **Annual Health & Safety Report**

Members were informed that this report will be carried forward to the next meeting.

7. **Utilities Contract**

In light of the volatility in the market place for gas and electricity, the Chief Financial Officer sought delegated authority for the Group Chief Financial Officer and Group CEO & Executive Principal to review, agree and sign off new fuel contracts for all site/suppliers detailed in the appendix to the report. These typically require same day approval to ensure the College is obtaining the best possible pricing in a volatile market place. The College uses a utilities broker who monitors the market and delegated authority will provide the flexibility needed to ensure the SGS Group obtains the best value for money.

**It was resolved:**

**To provide delegated authority to the Group Chief Financial Officer and Group CEO & Executive Principal to review, agree and sign off new contracts for all sites/suppliers detailed in the Appendix presented alongside the report.**

8. **Governors' Strategy Away Day / College Strategy 2021/22-2025/26**

The CEO & Executive Principal reported that the College Strategy had received a light revision with continuity in the direction of travel, prior to a full review later in the academic year when the FE White Paper and any impact from the pandemic is better known. As discussed at the Away Days the strategy includes reference to the strategic estates, sustainability and digital plans. Although there was also discussion at the away day about the prominence of Inclusion in the College strategy there is an expectation that this is a given.

**It was resolved:**

**To approve the College Strategy 2021/22-2025/26.**

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

The CEO & Executive Principal reported on the following:

- a) ESFA Letter to Accounting Officers – Appended to the report was a letter from the ESFA to Accounting Officers. Members were assured that the College was meeting the requirements referenced in the letter. The Chair informed that the ESFA had been in contact with the College relating to a strategic annual conversation meeting to take place in the near future.
- b) SGS/SGS Academy Trust Memorandum of Understanding – Members were presented with revisions to the MoU following review, predominantly, by the Chair of SGSAT to reflect the current relationship and revisions to the Trust's Memorandum and Articles of Association and Academies Financial Handbook. Both Clerks of each institution had been involved with this review.

As Trustees of SGS Academy Trust, Lynne Craig, Phil Eames and Kevin Hamblin refrained from resolution b).

**It was resolved:**

- a) **To note the ESFA Letter to Accounting Officers.**
- b) **To approve revisions to the Memorandum of Understanding between SGS and SGS Academy Trust and provide delegated authority to the Chair of the Corporation to sign the MoU for and on behalf of SGS Corporation.**

10. **Principal's Report**

The Principal reported on the following:

- a) Assurance was provided that the start of the new term had gone well. Students are overwhelmingly positive to return to College. There was a vibrant induction with the aim of ensuring that learners are bonding as there has been a loss of social confidence due to the pandemic. The Student Governor's opinion was invited about the start of term and positive feedback was received, with learners pleased to be back on site. One Governor raised that one of her staff's sons attends the College and positive feedback about the College had been received.
- b) Government directives for learners have been embraced by the College with a class room approach to covid testing. Regular Health and Safety meetings continue with the engagement of the Unions and covid processes in place last year are being followed. A low number of covid cases have been reported. Members congratulated the College on the robust covid processes in place. One of the Staff Governors concurred that learners are engaged and a refurbishment in the 6<sup>th</sup> form centre has been positively received by the students.
- c) FE recruitment - is above allocation and the financial confirmation will be available following the ILR return. Appended to the report was a detailed breakdown of recruitment against targets and allocation across all sites, together with funding gaps against budget. In summary:
  - There has been growth at Filton campus which has had an impact on the construction department, together with the retraction of City of Bristol College from their Ashleigh Down campus. The significant recruitment growth is in poor College estate. The 6<sup>th</sup> Form is also growing and additional accommodation is needed to support this provision. Members asked if there were alternative plans for these areas and were informed that these areas form part of the Estates

Strategy masterplan and the knock-on effects need to be understood. The CEO & Executive Principal reported that the possibility of moving A Levels to WISE campus, to free up space for construction, is being investigated. Discussions with the West of England Combined Authority Mayor will be critical as the College is unable to borrow money for any capital developments. Members raised the importance of engaging with local Members of Parliament. The Principal confirmed that, as part of College's Week, she had invited all MPs across the area to the College. One MP is planned to visit Stroud campus and the other the Bristol campuses. Members questioned whether there is a strategy of worse case scenarios and the Principal advised that these would be captured via the risk register.

- WISE campus is on target against allocation and, with the development of the new Brunel centre, new courses are planned for next year.
- Stroud campus is down on allocation but has held its own in relation to market share.
- Higher Education has seen growth but is slightly lower than the business case submitted for budget, due to a lack of residential accommodation. If there is an appetite to grow Higher Education then residential options will need to be considered. Assurance was provided that the business plan will be secured due to contingencies built into it.
- Apprenticeships have increased, especially in construction, and there is concern about apprenticeship growth as it is £3/400k ahead of the business plan. Off site options are being investigated for the short term but longer term there is a need to build a new construction area. A full business case for an offsite facility will be presented at the next meeting. Although a fast build bid has been submitted a new facility would cost around £20/30m. One governor advised that having taken on two apprentices there were frustrations with the processes of sign up and starting, which appeared to be disjointed. The Principal apologised and agreed to investigate further, especially as performance for apprenticeships is strong.

- d) Maths and English - positive growth evidenced and there is a need this year to measure and benchmark outcomes.
- e) Lack of supply chain - The College is finding it hard to fill staff vacancies, which is having a significant impact on existing workforce. In addition, service providers have been impacted with service difficulties affecting the College.
- f) Safeguarding – Increasing safeguarding cases and concerns remain a continued priority and focus. A detailed safeguarding report was appended.

- g) National Insurance increases – The 1.25% increase in NI contributions has a direct impact on the College of £150k and this increase is being modelled through versus staff pay awards.
- h) Confidential Item.

**The report was noted.**

**Action: Principal.**

## 11. Management Information

- a) Management Accounts exception report – The Chief Financial Officer presented the report for the period ending 31 July 2021. Members were informed that the results will not be final until the end of the external audit. The surplus was better than budget and due to We-Link negotiations SGS Commercial Services had generated a higher surplus than budgeted. The SGS Group outturn is more favourable than budget, however, the surplus does not take into account any pension adjustment and an actuarial evaluation is due at the end of March 2022. Concerns were raised about the impact this will have on the accounts. Members were informed that the ESFA monitor the College's financial position against set ratios. Based on these ratios the College is a solid "good" financial health.

Members noted that an adjustment in apprenticeship income had occurred late in the year. The Chief Financial Officer confirmed that this was as a result of an accounting error following a balance sheet tidy up.

Members noted that the current ratio was just below target and questioned whether there are any operating difficulties. The Chief Financial Officer advised that the target had been set on the original budget and reassurance was provided that there are no concerns. Due to delays in supplier payments a change in the current ratio position is not expected. Members were informed of future changes to the ESFA financial health ratios, that are currently being modelled through by the College.

Reference was made to the arbitrary pay cost ratio set by the ESFA and noted that as pension and National Insurance costs rise this will result in an increase in staff cost to turnover. However, this increase would not have been as a result of employing additional staff. The Chief Group Services Officer is investigating historic costs in order to distinguish whether staff numbers have increased or staff costs. All of these increases will have a negative impact on the staff pay increases and there is a need to understand staff employment costs.

The Chair reiterated that financial health oversight is one of the key roles for the Corporation.

The Chief Financial Officer reported the need, going forward, for the Corporation to annually consider the Group's ability to continue as a going concern. Appended to the report was a Going Concern review in order to provide Corporation with assurance over the College's going concern for the next 12 months.

The College was congratulated on the previous year's financial outcomes.

**The report was noted and it was resolved:  
To approve the Going Concern review.**

- b) Risk Management report – The Chief Financial Officer apologised that there was an alignment issue with the reports added to convene and that they had been re-added with correct formatting. The report had been based on the new risk management reporting format and questions were invited. Members were pleased with the improved report presentation and clarification was sought, and received, in relation to the data provided in the tables.

**The report was noted.**

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

The Clerk presented a draft 2020/21 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 report also contained Governor attendance data, together with benchmarking data taken from the Clerks' national network.

The Chair confirmed that a group of Governors had reviewed the above outcomes following which a draft Governance SAR had been developed; identifying strengths, areas of focus and the inclusion of a governance action plan. The Chair advised that the Governance SAR needed to be validated and on balance there were more governors who provided an outstanding effectiveness grade and feedback on the grade was invited. The CEO & Executive Principal concurred with the outstanding grade due to the strength of governance in place and the challenge that is provided.

Members were invited to consider the Corporation's Training and Development needs for 2021/22 and the training and development topics identified. Following discussion, the topics were agreed and also the addition of Unconscious Bias training, being looked into by the Search Committee. Sophie Chester-Glyn also volunteered to lend her support on this topic.

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

- a) **To note the collated results from the questionnaires completed as part of the 2020/21 Governance Self-Assessment Report (SAR) process.**



- b) **To note the 2020/21 Governor attendance data.**
- c) **To approve the 2020/21 Governance Self-Assessment Report and 2021/22 action plan and to validate the Governance SAR effectiveness grade as 1 (Outstanding).**

13. **Strategic Property Group**

Minutes of the meeting held 1 Jul 21 were noted. The Chair explained that it was felt that further work was needed on the Estates Strategy presented at the meeting. Feedback was invited direct to the CEO & Executive Principal, who would present an updated version at a future meeting. The CEO & Executive Principal advised that the strategy had been based on the ESFA structure, intended to provide the direction of travel. Assurance was provided that any capital estates development will be subject to a business case and Corporation approval.

**Action: Corporation Members.**

14. **Sustainability Implementation Strategy 2021/22-23/24**

The Principal presented a draft Sustainability Implementation Strategy and Roadmap, covering the aspirational aims of the College and feedback was invited. Confirmation was received that consultation will take place prior to a final version being presented to Corporation for adoption. Members were pleased that students will be involved in the development of the strategy as this would be a good opportunity to seek ideas and gain their commitment.

Members questioned the reasonableness of the target date, considering the challenging College estate. Members were informed that the inclusion of a date provided meaning to staff and students and the strategy was also focused on changing behaviours and systems as well as energy loss. Although the vision was commendable, complemented by the work being undertaken at the Berkeley campus, it was suggested that the vision to be the UK's most sustainable FE College by 2030 needed to be revisited, along with other stakeholder feedback, to ensure this is achievable and clarify how this vision will be measured. The CEO & Executive Principal advised that Hewitt Studios had won the Education Project of the year as a result of the Brunel building and was highly commended for its low energy. The Chair provided congratulations on this award.

Members questioned how the College could have an impact on Co2 emissions when some students are reliant on public transport. The Principal provided examples of how the College could make an impact by, for example, reducing the number of journeys via timetabling of lessons. The Principal offered to update the narrative if it lacked clarity. It was also recognised that there is only so much within the gift of the College to contribute to improvements in sustainability and the Sustainability Committee would be best placed to discuss the actions that can be taken.

Members also questioned how the strategy links to other initiatives across the city/United Nations Sustainability Development Group. It was suggested that the College holds awareness days in order to action some quick wins.

Members raised the need for this strategy to be consistent and joined up with other internal strategies e.g. Estates, Curriculum etc as they all need to fit together consistently. The Principal confirmed that the Curriculum strategy will be reviewed in the New Year. The Vice Principal raised that the ESFA has an impact on how much learning can be moved to online and in the short to medium term additional accommodation is needed together with consideration of future growth.

The Chair questioned whether sustainability was an area that would benefit from a Governor Advocate role and members' feedback on this and the Sustainability Implementation Strategy was invited.

**The report was noted.**

**Action: Corporation Members.**

15. **Digital Plan**

Members were informed that this agenda item is to be carried forward to a future meeting.

16. **Search Committee**

Minutes of the meeting held 9 Sept 21 were noted. Sophie Chester-Glyn, Vice-Chair of the Search Committee, reported that the Committee continues to focus its work on diversification of the Corporation. The following was also reported:

- a) The Committee had considered the re-appointment of Louise Bright and Rick Sturge at the end of their first-year terms of office and both were being recommended for re-appointment for a further 3-year term of office to complete their first 4-year term of office.
- b) Confidential Item.

Louise Bright refrained from resolution a) below.

**It was resolved:**

- a) **To re-appoint Louise Bright at the end of her first-year term of office, for a further 3-years to complete her first 4-year term of office.**
- b) **To re-appoint Rick Sturge at the end of his first-year term of office, for a further 3-years to complete his first 4-year term of office.**

17. **Audit Committee**

Minutes of the meeting held 21 September 2021 were noted. Mike Croker, Chair of the Audit Committee, reported that RSM's 2020/21 annual report had been positive and College staff were congratulated.

KPMG's updated Letter of Engagement was presented for approval, upon recommendation from the Audit Committee. Approval was also sought for the CEO & Executive Principal to sign the letter for and on behalf of the Corporation.

The Chief Financial Officer confirmed that KPMG's fees for the additional Individualised Learner Record audit would fall between £3k-£5k and this was in line with other College's fees to their auditors.

Members also received and noted the ESFA Regularity & Propriety Questionnaire & Annex A considered by the Audit Committee, for signing by the Chair of the Corporation and CEO & Executive Principal. The Chair of the Audit Committee advised that there was nothing in the questionnaires that needed to be brought to the attention of the Corporation.

**It was resolved:**

- a) **To approve KPMG's Letter of Engagement, with authority delegated to the CEO & Executive Principal to sign the letter for and on behalf of the Corporation.**
- b) **To approve additional fees to KPMG, for the Individualised Learner Record audit, of between £3k-£5k.**

18. **2020/21 Compliments, Suggestions & Complaints Annual Report**

Members received a report on compliments, complaints and appeals. Confirmation was received that no further revisions are recommended to the Compliments, Complaints and Appeals policy and procedure and its re-approval was sought.

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

**To re-approve the Compliments, Complaints and Appeals Policy and Procedure.**

19. **Written Resolutions**

The following written resolutions were noted:

- a) The Deed of Surrender of part of the John Huggett Engineering Hall, Lease of part of the John Huggett Engineering Hall to ABC Limited and Waiver letter.
- b) Licence to Alter.

20. **Chair's Action**

Chair's action relating to the updates required in the Lease of part of the John Huggett Engineering Hall to ABC Limited was ratified.

21. **Corporation Seal**

Application of the Corporation Seal to the following was reported and noted:

- a) the warranties in connection with the Brunel Build at WISE Campus.
- b) the Deed of Surrender of part of the John Huggett Engineering Hall, Lease of part of the John Huggett Engineering Hall to ABC Ltd and Licence to Alter between SGS College, ABC Ltd and SGS Commercial Services Ltd.

22. **Other Items of Urgent Business**

There was no other business raised.

23. **Remuneration Committee**

The minutes of the meetings held 9 September 2021 and 28 September 2021 were noted by those Corporation members eligible to receive those minutes.

- a) Approval was sought, and received, to the Senior Post Holder Remuneration Policy.
- b) Approval was sought, and received, to the External Interest Policy.
- c) Approval was sought, and received, to the Remuneration Annual Report to Corporation.
- d) Revisions to the SGS Emergency Succession Plan were presented for endorsement. Confirmation was sought, and received, that the plan can be downgraded to non-confidential. It was suggested that any initials identifying individuals should be removed from the document, prior to down-grading.

**It was resolved to:**

- a) **Approve the Senior Post Holder Remuneration Policy.**
- b) **Approve the External Interest Policy.**
- c) **Approve the Remuneration Annual Report to the Corporation.**
- d) **Endorse the SGS Emergency Succession Plan, subject to changes raised.**

*At this point the Staff and Student Governors and members of the Executive Team were invited to leave the meeting, apart from the CEO & Executive Principal who was invited to remain in the meeting.*

- e) Confidential Item.
- f) Confidential Item.
- g) Confidential Item.

24. **Confidentiality**

Members agreed that due to business and personal sensitivities the notes from the Strategy Away Day (item 8), confidential part of the Principal's report and appendices 2 and 4 (item 10), SPG minutes (item 13), Search Committee confidential minutes (item 16), Written Resolutions (item 19), Remuneration Committee minutes and items 23e, 23f, 23g and minutes 10h, 16b, 23 e)-g) should be treated as confidential.

25. **Assessment of meeting**

A summary of feedback in relation to the meeting held 8 July 2021 was received.

26. **Date of Next Meeting**

Thursday 4 November 2021 at 4pm, via Microsoft TEAMS.

The meeting commenced at 4.02pm

Louise Bright joined the meeting at 4.27pm (after item 7)

Carly Dyson left the meeting at 5.25pm (after item 11b and re-joined the meeting at 6.06pm during item 16)

Phil Eames left the meeting at 5.59pm (after item 14 and re-joined the meeting at 6.23pm during item 23)

Steph Brooks, Matt Davis, Moira Foster-Fitzgerald, Gavin Murray, Gary Parsons, Jude Saunderson and Sara-Jane Watkins left the meeting at 6.16pm (after item 23d)

The meeting closed at 7.33pm.

The meeting was quorate.