

MINUTES

Further Education Corporation Meeting of the Corporation Monday 27 March 2023

Date and timings:	18.00 to 21.00	
Location	South Essex College, Southend Campus, Luker Road, Southend	
Present (Governors):	Elizabeth Sipiere (ES) (Chair) Roland Anderson (RA) Gerry Bender (GB) Denise Brown (DB) (CEO and Principal) Lee Freeman (LF) Roderic Gray (RG) Sue Leonard (SL) Rick Olver (RO) Louise Parr-Morley (LPM) Ian Spademan (IS) Sarah Stone (SS) Sophie Louisa Wade (SW) (HE Student Governor)	
Clerk to the Corporation	Lana Jackman	
In attendance	Adam Fahey (AF) (Vice Principal Curriculum & Quality) via Teams Julian Grindell (JG) Interim Chief Finance Officer via Teams Daniel Olorode (DO) Sean Dixon (SD) Fidelity Energy Steve Smith (StS) via Teams John Newton (JN) Interim Principal Basildon Kevin McCooke (KM) Interim Principal Thurrock 1 x vacancies for FE Student Governor	
Apologies	Jo McGee (JMc) (Staff Governor - Academic); Jayne Sheehan (JS); Nikki Kelly (NK);	
Quorum (7)		
Item		Action lead
0.	Agenda	

PRESENTATION - Fidelity Energy by Sean Dixon

0. **It was PROPOSED that Rick Olver, Vice-Chair, take the Chair to open the meeting.**

Chair Statement

- i. The Board received and accepted the formal resignation of Elizabeth Sipiere, Chair to the Corporation.
- ii. The GRC recommended that ES terms of office be extended to be no longer than 12 December 2023 or on appointment of a new Chair. It was clarified and agreed that ES would step down upon appointment of a new Chair.

RESOLVED The Board accepted the recommendation from the Governance and Remuneration Committee (GRC). The terms of office for ES was extended as proposed to be to 12 December or appointment of a new Chair, whichever should come first.

ES resumed the Chair for the Meeting.

1. **Preliminary items**

1.1 **Apologies for Absence**

Apologies were received and accepted from Jo McGee (JMc); Nikki Kelly (NK) and Jayne Sheehan (JS).

1.2 **Declaration of Interest**

Elizabeth Sipiere (ES) notified the Board that she was no longer on the Board of Swan Housing due to its merger. There were no other new declarations of interest other than those already standing ***(in accordance with the requirements of section 177 of the Companies Act 2006).***

1.3 **Urgent items of other business**

There were no urgent items of other business notified to the Chair in advance of the meeting.

2. **Minutes of previous meeting**

2.1 **Minutes of meeting held on 12 December 2022**

The Minutes of the meeting held on 12 December 2022 were accepted and **APPROVED** as an accurate record. The Minutes will be filed in the Approved Minutes Folder.

2.2 **Matters Arising**

There were no outstanding matters arising from these Minutes not otherwise discussed elsewhere on the agenda.

It was mentioned that the IoT Minutes should be circulated to the Board Members.

7iv. Capital projects update

7. This item was covered first to allow Steve Smith (SS) reporting from Turkey to leave the meeting early. There was one update relating to the demolition costs for TLC. It was reported that the cost was £190k above the £780k originally mentioned. There were a number of reasons for the increase in costs. SS highlighted a few as follows: (i) the MUGA, (ii) fencing, and (iii) removal of cladding to the side of the building. It was further noted that the main contract would be circulated to multiple sub-contractors. It was also noted that tenders had been received for the groundworks, demolition and other packages. It was mentioned that there were potential savings relating to the extent of ground excavation, though savings at this stage did not seem likely. It was reported that clauses had been inserted into the contract which cost consultants had reviewed to highlight that if the ground was not excavated to a certain depth then the college would benefit from cost savings.

The Board thanked SS for the update.
SS left the meeting at 18.45

Principal and CEO report

3. The draft Strategic Plan was circulated prior to the meeting and taken as read. The draft plan followed the Board Development Day (BDD) conversations between the Executive Board and Corporation Board working collaboratively on the SWOT analysis and the five strategic goals that emerged from the BDD workshop. The consultation with staff and students around the new vision, values and mission of the organisation was discussed. It was noted that *supported* came across as the top word as well as connected, professional, powerful, acceptance and ambition which formed the values statement. Each word represented the sentiments of what students had said about choosing South Essex College. A community of professionals, who were accepting and encouraging, inspiring learners to be extraordinary. Diverse in thought, identity and aspiration due to more modern ways of expressing EDI. All expressions it was felt represented the culture of the organisation.

AF left the meeting at 7.15

- i. It was proposed that the Board approve the strategic plan, allowing inclusion of 3 further KPIs to the plan.
- ii. It was **PROPOSED** the allocation of projects to members of the executive team to lead work on project plans into work plans of developing committees. It was further mentioned that for the strategic projects there will be specific targets.

- iii. It was **AGREED** the KPIs subject to the addition of three more to then be distributed across the committees, **WITH** an annual review.

It was mentioned that from April the Strategic Plan will be worked into college life along with the core values.

The Board **APPROVED** the draft Strategic Plan.

The Board expressed thanks to the Executive for the hard work developing the Strategic Plan.

The Board was updated on the statutory requirement of the annual Strategic Conversation with the FE Commissioner.

It was confirmed that there was no definitive answer from the ESFA regarding the Letter of Comfort. It was noted that the issue was sector wide. It was confirmed that JG would be attending a meeting with the ESFA and auditors on 28 March 2023 and would report back to the governors as soon as there was a response. It was noted that the audit partner was retiring at the end of March 2023 and JG retired on 31 May 2023. It was further mentioned that DO would be leaving the college at the end of May 2023.

4. **Performance Measures 2022-2023**

The Board noted the set of performance measures used to chart progress against relevant strategic aims and budgets.

It was **AGREED** that Performance measures will be reviewed by relevant committees at the September meeting for 2023/24.

4.1 ACTION: Column required for KPIs to demonstrate a clear link showcasing the fulfilment of OFSTED Issues **and** the declared strategic measures.

5. **Accountability Statement**

The Board noted the report and accompanying appendices of the Accountability Agreement. It was noted that the College could extend the deadline until the 31 July 2023 but it was felt that the Accountability Statement would be completed by the deadline date of 31 May 2023 and submitted to the DfE.

6. **Curriculum, Quality and Learner Experience**

The Board noted the progress against the Post-Inspection Action Plan and Safeguarding Audit. It was reported that the Safeguarding had been undertaken with a 96% score with one area to develop and that was enabling students to keep them safe. It was further noted that the Curriculum Plan, driven by the College principles and the four key areas in terms of developing technical and professional pathway and levels and the launch of the South Essex Academy of Advanced Technology were discussed. It was mentioned that the Quality Improvement Plan was far stronger currently than previously.

7. Finance and resources

The Board received and reviewed the 31st January management accounts and the FY23 CFFR forecast outturn. It was reported that the college had a deficit of £1m against a budget of £697k. The cashflow, earnings, income as a percentage, the debt service coverage ratio and cost percentage of income year to date of 62.9%, the six month extension to the loan facility and the Teacher's Pension Scheme was discussed in detail. The full report had been circulated prior to the meeting and uploaded to the Governor Hub for governors information.

The Board noted the position. The Board expressed its thanks to DO and JG for the clear reporting. It was noted that there were financial matters that required close monitoring but overall the members were pleased with the clarity of the information being reported.

8. Audit and Risk

The Board was updated on the latest audit progress report.

The Board noted the Audit and Risk updates, including how the Risk Register will need to show links to strategic aims and KPI measures. It was mentioned that KPIs should be mapped to Ofsted issues as well as to the Strategic Plan.

The Board noted that the action taken from the Audit and Risk Committee was that each Committee was tasked with reviewing on a regular basis its risks that were allocated to them from the risk register.

It was noted that the Auditor performance report, a verbal update, was a reasonably positive report.

It was noted that the Terms of Reference for the Committees were discussed and agreed that they should be reformatted, particularly the Audit and Risk ToRs which should include a redrafting of its content to align with the regulatory documents including the Post 16 Audit Code of Practice. All ToRs to be brought back to the next Audit and Risk Committee to be reviewed.

8.1 ACTION the ToRs to be reformatted and to be an agenda item for the next Audit and Risk Committee.

9. Governance & Remuneration

The Board noted the GRC updates.

It was proposed that the Board consider Simon Perryman to undertake the External Board Review in Spring 2024.

The Board **APPROVED** the GRC recommendation that Simon Perryman undertake the EBR in Spring 2024.

10. Scheme of Delegation

This item was deferred. It was noted that the Scheme of Delegation would not be completed until the publication of the Financial Handbook by the Department for Education (DfE) in 2024.

11. Governance Matters

- i. It was **PROPOSED** that Simon Perryman be appointed as the External Reviewer.
It was **AGREED** that Simon Perryman would undertake the College's external review.
- ii. It was **AGREED** that the Link Governor Scheme would not be prescriptive. The Chair proposed that the Link Governor Scheme required further discussion.
- iii. Volunteers for Link Governors were deferred pending a less prescriptive approach. It was discussed and agreed that another conversation be held on the Link Governor Scheme to be arranged for another date prior to the next Board meeting.

11.1 ACTION that the Chair discuss the Link Governor Scheme with the Vice-Chairs.

- iv. The Draft Corporation timetable of meetings and Annual Schedule of Business for the next academic year 2023-2024 to be discussed, agreed and finalised at the Board Development Day to be held on 12 June 2023. ES requested that the times be amended so that all meetings started at 18:00. It was noted that the dates of the GRC and in some instances the PRC following on would need to be held on different days. Following the request made by ES it was noted that there will no longer be two meetings held on the same day.
- v. It was discussed that the subsidiaries should be included within the Corporation governance model.

12. Policies

- i. Senior Postholder Remuneration Policy was **APPROVED**
- ii. Senior Postholder Grievance Policy was **APPROVED**
- iii. Senior Postholder Disciplinary Policy was **APPROVED**
- iv. Succession Planning Policy was **APPROVED** subject to if there are no governors to recruit from internally recruitment will be to select from external candidates.
- v. Recruitment Procedure was **APPROVED** subject to the removal of the first paragraph and amended numbering.

13. Board Evaluation

It was agreed that reporting was much clearer and more inclusive. It was agreed that governance had improved, was more structured, and everyone felt that they had the opportunity to join the discussion, say what they needed to say and they felt heard. It was agreed that discussions were frank, informative and enjoyable.

14. Dates of future events and forthcoming meetings:

The Board noted the dates of future events.

15. Any Other Business

A governor mentioned that it had been difficult to access the Papers for the meeting via the College laptop. It was agreed that DB would secure an iPad for governors.

15. 1 ACTION DB to ask IT to investigate and update governors College laptop.

15.2 ACTION DB to secure iPads for governors who were experiencing difficulties in accessing Meeting Papers.

16. Motion of Confidentiality [THAT, because of its nature, the business to be conducted be treated as confidential and not for publication]

Staff in attendance, staff and student governors left the meeting at 21.00.

17. Date of Next Meeting

Board Development Day Monday 12 June 2023 at 13:00-17:00
(possible evening meal tbc)

Corporation Board Meeting Monday 10 July 2023 at 17:45

There being no further business the meeting ended at 21:00

Signed.....Dated.....

Actions confirmed completed will be removed from the table.

Item	Actions	Deadline	Lead	Status
Actions from 27 March 2023				
4	A Column required for KPIs to demonstrate a clear link showing fulfilment of both OFSTED Issues and declared strategic measures.	Exec		July 2023
8.1	The ToRs to be reformatted and to be an agenda item for the next Audit and Risk Committee.	LJ		completed
11.1	The Chair discuss the Link Governor Scheme with the Vice-Chairs	ES/RO/RA		ongoing
15.1	DB to ask IT to investigate and update governors College laptop.	DB		completed
15.2	DB to secure iPads for governors who were experiencing difficulties in accessing Meeting Papers.	DB		ongoing

ⁱ The code of conduct for Governors requires governors to be honest and open with regard to conflicts of interest (either real or perceived). Governors must not use their position for personal gain in business, political or social relationships. Therefore, a governor who has, or may be perceived to have, such a personal interest in a particular matter under consideration should declare that interest, withdraw from all discussions relating to it and take no part in any vote on such matter.