

## THE CORPORATION BOARD OF EAST SURREY COLLEGE

### OPEN MEETING HELD ON THURSDAY 26 MARCH 2020

Meeting held by video conference facility using Microsoft Teams

Meeting commenced: 16.10hrs

Meeting ended: 17.10hrs

#### Participating

Andrew Baird	Independent Member	Chair
Liz Rushton	Independent Member	Vice Chair
Jayne Dickinson	Chief Executive (College Group)	Principal (ESC)
Rosemary French	Independent Member	
Derek Galloway	Independent Member	
Andrew Gilchrist	Independent Member	
Phillip Kerle	Independent Member	
Colin Monk	Independent Member	
Alex Hayman	Independent Member	
Bob Pickles	Independent Member	
Anne Smith	Independent Member	
Grace Marriott	Independent Member	
Peter Papanastasiou	Independent Member	
Lily Franklin	ESC Staff Member	
Natalie Watkins-Khan	JRC Staff Member	

#### Apologies for absence

Simon Potten	Independent Member
Simon Bland	Independent Member
Ganesh Kumar	Independent Member
James Marshall	External Co-opted Member of the Audit Committee
Patrick Waller	External Co-opted Member of the Audit Committee

#### Not participating

Amran Mohamed	ESC Student Member
Amy Whitear	JRC Student Member

#### In attendance

Kevin Standish	Principal (JRC) Quality Lead (College Group)
Jyoti Baker	Chief Operating Officer (College Group)

#### Clerk

Sue Glover	Director of Governance
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#### C.04.20 Declaration of Interests

Members and officers were reminded of the need to declare any personal or financial interest in any item to be considered during the meeting.

Andrew Baird declared that, as part of his role with the FE Commissioner's National Leaders of Governance team, he has been seconded to Brooklands College as the interim Chair. He is also part of the Educational Administrators team working with Hadlow College.

Andrew Gilchrist declared that he is now a governor of Brooklands College.

There were no other declarations of interest.

**C.05.20 Apologies for Absence**

Apologies for absence were received from

Simon Potten	-	personal commitments
Simon Bland	-	business commitments
Ganesh Kumar	-	business commitments
Patrick Waller	-	personal commitments
James Marshall	-	business commitments

**Agreed**

The Board accepts the apologies for absence.

**C.06.20 Notification of Any Other Business**

Members agreed that there was no other business to be considered.

**C.07.20 Unconfirmed minutes of the part 1 meeting of the Corporation Board held on 12 December 2019 and the Extraordinary meeting held on 30 January 2020**

The minutes of the meetings were approved and signed as a correct record, subject to minor amendments as discussed.

**C.08.20 Matters arising and action points from the minutes of the meetings**

Members reviewed the schedule of action points from both meetings, noting that the outcome of the all staff survey will remain on the schedule until such time as the survey has been completed and presented to the Board.

It was agreed that all other actions had been satisfactorily completed and there were no other matters arising from the minutes of the meetings.

**C.09.20 Membership of the Corporation**

The Director of Governance presented a report, which identified issues relating to the current membership of the Corporation Board and its committees.

**Independent Members**

Members were advised that the current term of the external co-opted member of the Audit Committee, Patrick Waller, finishes on 31 July 2020. However, following Patrick's advice that he did not wish to be reappointed, the Search and Governance Committee has considered a new external co-opted member of the Audit Committee to replace him.

The Board was advised that, at the meeting of the Search and Governance Committee held on 6 February 2020, full consideration had been given to the application for the appointment of James Marshall as the external co-opted member of the Audit Committee.

Members noted that the Committee had recommended that James be appointed as the external co-opted member of the Audit Committee for a four-year period of office at this meeting and, on this basis, Patrick will leave the Board on 26 March 2020.

It was noted that Andrew Gilchrist will complete his third and final term on 30 April 2020 and will leave the Board on this date.

The Chair took the opportunity, on behalf of the Board, to thank Andrew and Patrick for all their hard work and contribution to the College during their term of office, which has been very much appreciated.

Members were advised that following Andrew's departure the number of independent members will reduce from 15 to 14, making the total membership of the Board 19. The Search and Governance Committee at the meeting held on 6 February 2020 agreed that they would not actively seek potential new members at this time and are recommending that the size of the Board be allowed to reduce to the pre-merger level.

In discussion, members agreed that this was a sensible approach to ensure that the Board is kept to a manageable size and were reminded that it was always the intention of the Board to return to the pre-merger level.

### **Gender Balance and Diversity**

Members noted the current gender balance and diversity of the Corporation Board

- 12 male; 9 female
- 3 male chairs of the Board and committees; 2 female chairs of the committees

### **Governance arrangements**

The Director of Governance presented a report detailing the temporary governance arrangements in place during the current Coronavirus situation.

Members were reminded that, following circulation of the proposed arrangements on 17 March 2020, the Board had agreed to

- Telephone conferencing: verbal discussion with all members
- Video conferencing: use of Microsoft Teams
- Email approval of resolutions

It was also noted that the Board has in place the provision for Chair's action to be taken for urgent decisions.

It is also now proposed that the Board considers reducing the quoracy requirement from the current 40% to 30% as a temporary measure in the event of governors becoming ill with the Coronavirus. Our current determination is 20, thus 40% is 8, 30% would give a quoracy level of 6.

In discussion, members agreed that, under the current circumstances, this is a sensible approach and should be put in place on a temporary basis. The Board would review this arrangement at each subsequent meeting to consider whether this was still appropriate or whether the quoracy level should return to 40%.

### **Resolved**

The Corporation Board

- receives and notes the report
- endorses the recommendations of the Search and Governance Committee and approves
  - the appointment of James Marshall as the external co-opted member of the Audit Committee for a 4-year term of office until 31 March 2024
  - the Board will not actively seek potential new members at this time and that the size of the Board be allowed to reduce to the pre-merger level
- approves temporarily reducing the quoracy requirement to 30% of the determination of the Corporation, giving a quoracy requirement of 6

### **C.010.20 Learner Voice**

In the absence of the two student members, the Director of Governance presented their report which updated members on the student activities during the term.

Members agreed that it was disappointing the students were unable to present the report themselves, but it was pleasing to note the various activities that students have been involved with at both campuses.

### **Agreed**

The Corporation Board agreed to receive and note the report

### **C.011.20 Report of the Chief Executive**

The Chief Executive presented her report, drawing attention to issues not otherwise covered in the agenda, under the headings:

- The Further Education Landscape
  - Covid-19 impact
  - Examinations
  - Position since 23 March and ongoing
- Finance and Funding
- Applications for 2020/21
- Quality
  - Retention and achievement
  - Quality assurance: Notting Hill Academy of Music
  - External Verifier (EV)/Standard Verifier (SV)
  - Deep dives
  - Learning Walks
  - Leadership in Diversity Accreditation (JRC)
  - T levels
- Student safeguarding
- Matrix assessment
- Employer engagement
  - National Apprenticeship Week (3-7 February)
  - National Careers Week (2-6 March)
- Higher Education
- Student success

Members discussed the issues raised and, in response to questions, were advised that

- the college's subcontractors are able to deliver their learning online and their students have adapted well
- it is difficult to monitor quality in the same way during this period as it is not possible to be able to replicate what students have been experiencing in college. However, the use of remote learning through a number of different ways, such as Microsoft Teams, has been very successful and the usage is able to be monitored through remote learning walks by quality staff members. There has been good feedback from students who have been enjoying remote sessions with positive feedback from Gatwick Airport on the support given to apprentices
- there has been one student diagnosed with the virus, but no others so far. A second student turned out to have only a bad cold
- the expectation is for employers to support apprentices and there has been no advice of any redundancies, although many are being furloughed
- there could be opportunities for those now out of work through redundancies and looking to retrain, but the College is currently in discussion with the ESFA as there are concerns around completion rates in relation to funding and decisions awaited from awarding bodies

- the college is currently reviewing arrangements for any staff that could be furloughed

The Board thanked the Chief Executive for a very informative report, noting in particular the impact Covid-19 is having on the FE sector and how this is affecting students, their learning, and staff and college operations.

The Board agreed that the College has satisfactory arrangements in place which cover all areas of the business during the current Covid-19 Pandemic and that the College is taking good care for the wellbeing of all students, particularly vulnerable students, and staff at both colleges.

### **Agreed**

The Corporation Board agreed to receive and note the Report of the Chief Executive

## **C.012.20 Annual Schedule of Meetings of the Corporation Board and Committees: 2020/21**

The Director of Governance presented, for consideration and approval, the Annual Schedule of Meetings of the Corporation Board and Committees: 2020/21.

Members were advised that the Annual Schedule of Meetings had been considered at the meeting of the Finance and Resources Committee held on 5 March 2020 and had been commended for approval by the Corporation Board.

Members were advised that the schedule

- reflected that of the current and previous years
- provides for termly 'training and development' meetings in addition to meetings of the Corporation Board and Committees
- accommodates meetings at both Colleges

The schedule for 2020/21 reflects a date for the annual self-assessment/strategic planning event on either Friday 25 or Saturday 26 June. It was agreed that the date would be agreed following this year's event.

Members noted the key impact measures arising from the report, in particular the Strategic and Risk implications.

### **Resolved**

The Corporation Board endorses the recommendation of the Finance and Resources Committee and approves the Annual Schedule of Meetings of the Corporation Board and Committees: 2020/21

## **C.013.20 Search and Governance Committee**

### **Meeting of the Search and Governance Committee held on 6 February 2020**

Members received the unconfirmed minutes of the meeting.

### **Report of the Chair of the Search and Governance Committee and issues for consideration and approval**

The Chair of the Search and Governance Committee reported on the key issues considered at the meeting, not otherwise considered at this meeting of the Corporation Board, for formal consideration and approval:

- Risk Management: Spring Term 2020
- Governors' Quality Improvement Plan 2019/20: Spring Term 2020
- Review of College Governance with Members of the Corporation 2019/20
- Governors' Development and Training Programme 2019/20: Spring Term 2020

## **C.014.20 Learning and Quality Committee**

### **Meetings of the Learning and Quality Committee held on 23 January and 27 February 2020**

Members received the unconfirmed minutes of the meetings.

#### **Report of the Chair of the Learning and Quality Committee and issues for consideration and approval**

The Chair of the Learning and Quality Committee reported on the key issues considered at the meeting, not otherwise considered at this meeting of the Corporation Board, for formal consideration and approval:

- College Quality Improvement Plan 2019/20: Spring Term 2020
- College Policies and Strategies
  - Careers Information, Advice and Guidance Strategy
  - ESC23 Employer Engagement Strategy
  - OSC07 HE Assessment & Appeals Policy
  - OSC12 Equality Policy for Students
  - ESC67 Personal Care Policy
- Risk Management: Spring Term 2020

Members were advised that the Learning and Quality Committee had also received a very informative termly report from the Principal JRC & Group Quality Lead, which had provided an Executive Summary with appendices on the current activities and priorities of both Colleges in respect of the Spring Term 2020.

The Board was informed that the Chair of the Committee had left the meeting early and Colin Monk had assumed the Chair for the remainder of the meeting.

Mr Monk further informed the Board with regard to the Employer Engagement Strategy. This document demonstrates how well the College is interacting with the community, which is testament in itself on the importance the college places on serving the community. Priorities have been established together with associated targets. The importance and complexity of the area leads to the Employer Engagement Strategy being brought to the Committee and subsequently the Board to review progress and the overall impact of the plan.

In discussion, the Board agreed that this strategy should be reviewed after a 6-month period. This will be presented to the Learning and Quality Committee at the meeting in the autumn term for review.

## **C.015.20 Finance and Resources Committee**

### **Meeting of the Finance and Resources Committee held on 5 March 2020**

Members received the unconfirmed minutes of the meeting.

#### **Report of the Chair of the Finance and Resources Committee and issues for consideration and approval**

The Chair of the Finance and Resources Committee reported on the key issues considered at the meeting, not otherwise considered at this meeting of the Corporation Board, for formal consideration and approval:

- College policies
  - OSC31 Disclosure and Barring Service Check Policy
  - OSC33 Student Bursary Policy
  - OSC38 Fees Policy
  - OSC39 Refunds Policy
- Risk Management: Spring Term 2020

## **C.016.20 Audit Committee**

### **Meeting of the Audit Committee held on 12 March 2020**

Members received the unconfirmed minutes of the meeting.

### **Report of the Chair of the Audit Committee and issues for consideration and approval**

The Chair of the Audit Committee reported on the key issues considered at the meeting, not otherwise considered at this meeting of the Corporation Board, for formal consideration and approval

- Risk Management: Spring Term 2020
- Outstanding audit items (audit tracker)
- Appointment of internal auditors – Scrutton Bland

Members were reminded that the Board had approved the proposals for internal audit arrangements at the meeting in December 2019 to appoint internal auditors in the spring term to carry out audits in the summer term.

The agreed series of audits would provide the Board with timely assurance regarding the controls and processes enabling the sign-off of the financial statements. The Committee had considered proposals and quotations from three reputable internal audit companies. Scrutton Bland had provided the most competitive quote and the Committee had also discussed at length their credibility within the market and the experience they bring in order to make a recommendation to the Corporation Board as the internal audit provider.

### **Resolved**

The Corporation Board

- Notes the reports of the Chair of each of the committees of the Board
- Endorses the approval by each committee of the key issues considered and approved at the meetings
- Endorses and approves the reports submitted by each committee for consideration and approval

## **C.017.20 KPI Dashboard**

Members received the KPI Dashboards for:

- Apprenticeships – retention and achievement rates by age and level
- Finance: January 2020

The Principal JRC & College Quality Lead informed members that the achievement rate for apprenticeships could be in the region of 80%, but this may change over the next few months in the light of the current Covid-19 Pandemic. However, the Board agreed that this was looking to be a pleasing outcome, particularly as the national rate is 69% and it is hoped that the final achievement rate would end up above this.

### **Agreed**

The Board receives and notes the KPI Dashboards for Apprenticeships and Finance.

**C.018.20**

**Any Other Business**

There was no other agreed any other business.

**C.019.20**

**Dates of Corporation Board Meetings: 2019/20**

Friday 26 June 2020, commencing 4pm – Corporation Self-Assessment Meeting

Thursday 9 July 2020, commencing 6pm – main Corporation Board

The Board was informed that due to the current Coronavirus situation, it is not yet clear whether the annual strategic planning event scheduled for Friday 26 June would take place at the Burford Bridge Hotel or not. The Director of Governance would keep the Board informed.

**At the conclusion of the Part 1 meeting, the Corporation Board moved into a meeting restricted, in accordance with the Instrument and Articles of Government and with Section 22 of the Freedom of Information Act 2000, to the independent members of the Board, the external co-opted member of the Audit Committee and to the senior postholders.**

Signed as a correct record:

A handwritten signature in cursive script, appearing to read 'AR Baird', is written over a horizontal dotted line.

Date: 9 July 2020