

## CORPORATION BOARD MEETING

### CONFIRMED MINUTES OF THE MEETING HELD ON TUESDAY 28 MARCH 2023 AT 4:30PM, IN THE NELSON ROOM, PASTON

#### Present:

Andrew Barnes (Chair), Jerry White (Principal), Noel Bartram, Jill Lanning, Nikki Gray (remote), Phil Pearce, Lewis Pepperell (until 7:08pm), Seth Harvey (until 7:01pm), Shirley Barker (*remote until 6:43pm*)

#### Attendees:

Helen Richardson-Hulme (Assistant Principal, Student Services remote until 6:58pm), Jo Kershaw (Vice Principal), Seb Gasse (Vice Principal), Martin Colbourne (Deputy CEO), Lana Jackman (Interim Clerk Governance and Legal until 7:08pm), Barbara Ashby (Governance & Legal Administrator until 7:08pm)

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#### 1. Recommendations relating to appointments

LJ confirmed that the RemGov Committee (01.03.2023) have confirmed the recommendation of appointing Chris Snudden and approval was requested in appointing Chris Snudden as a Governor.

It was confirmed that Chris had already met with JW and ABn who agreed the appointment.

#### Formal approval for the appointment of Chris Snudden as Governor was approved by the Board.

It was noted that Bree Sherwood had resigned.

The Chair, on behalf of the Board, expressed his many thanks for Bree's contribution to the Board and the College, particularly as Chair of the Audit and Risk Committee and the Remuneration and Governance Committee. Governors joined the Chair in thanking Bree and wishing her well in the future.

#### 2. Student Voice

Students and Governors met informally between 4:00pm until 4:30pm for discussion and Governors provided feedback collectively, noting the following:

- Interest in the role of Student Representatives has been low so there is a need to take a different approach in securing students as representatives that will also provide a platform for students to raise any matters of concern.
- One option to consider would be having an Open Access Platform to encourage interest in the role of Student Representatives as it is important to continue to provide a voice for students.
- It was highlighted that the Qualification provision, in terms of delivery, had not been a positive experience. It was noted that Exam tutorials need to be more relevant to the subject matter studied. *JK informed the Board that a programme was being considered to deliver sessions around exam stress and anxiety.*
- The students were enjoying their course.

#### 3. Apologies for Absence

Apologies were received and accepted from Chris Snudden, Evie Berg, Andrea Blanchflower and Laura Stewart.

#### 4. **Declarations of Interest**

In the interest of transparency and in accordance with the Standing Orders of the Corporation, all Governors of the Corporation Board are asked to make a written declaration of relevant pecuniary interests on appointment.

Governors were requested to make known any relevant pecuniary interests relating to any items on the agenda and it was noted that all declarations will be recorded.

*No new declarations were declared.*

#### 5. **Draft Minutes of the Meeting held on 7 February 2023**

The draft minutes of the meeting held on 7 February 2023, were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

#### 6. **Draft Confidential Minutes of the Meeting held on 7 February 2023**

The draft confidential minutes of the meeting held on 7 February 2023, were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

#### 7. **Matters Arising**

Board 3 Action 1: JK to circulate the Easton English and Maths mock results when available. *Provided under the Quality report.* ACTION COMPLETE

Board 3 Action 2: Reasons for leaving and staff percentage turnover to be added to the workforce development report and updated by HB. Short update to be provided at Business on 21 March 2023. *Added to Business agenda item 8.2* ACTION COMPLETE

Board 3 Action 3: Governors to be given access to MiDES system for reports and access to live reports. **ACTION ON-GOING**

Board 3 Action 4: JW and MC to review how we might protect reserves and make recommendations to the Business Committee. *Discussed at Business Committee.* ACTION COMPLETE

Board 3 Action 5: HB to provide an update to Business committee regarding the quality of services being received by the College relating to occupational health services. *Added to Business agenda item 8.5.* ACTION COMPLETE

Board 3 Action 6: Core training update to be provide to C&S, Business and Board for rest of the academic year. ACTION COMPLETE

Board 3 Action 7: CJ to send RemGov meeting invite for 3 May 2023. *Updated invite sent 7 March 2023.* ACTION COMPLETE

Board 3 Action 8: LJ to provide a paper for induction process to RemGov on 1 March 2023. *Update to be added to the recruitment procedure to include information on induction.* ACTION COMPLETE

Board 3 Action 9: CJ to share new governor biography with the Board, prior to RemGov on 1 March 2023. *Biography details shared via sharepoint.* ACTION COMPLETE

#### 8. **January Strategy Day - Matters Arising**

22/23 SD1 Action 1: CLT to review the risk impact statements, update as required and provide update to Governors. *An update to be brought to the next Business meeting on 16 May 2023, then Board on 23 May.* **ACTION ON-GOING**

22/23 SD1 Action 2: CLT to discuss the changes to the risk appetite thresholds and provide an update to Governors. *An update to be brought back to Board on 23 May 2023.* **ACTION ON-GOING**

22/23 SD1 Action 3: CJ to update Schedule of Business to include termly Risk Register Update at the Audit and Risk Committee, which will flow through to Board. *Updated.* **ACTION COMPLETE**

22/23 SD1 Action 4: Risk Policy to be updated and shared with Governors. *Added to agenda for A&R 13 June 2023.* **ACTION COMPLETE**

22/23 SD1 Action 5: The External Governance Review Scope of works to be drafted and discussed at RemGov on 1 March 2023. *Update to be brought to Board, added to agenda item 10.1.1.1.* **ACTION COMPLETE**

22/23 SD1 Action 6: All Governors to be invited to RemGov meeting on 1 March 2023 to discuss the External Review Scope of Works. *Added to agenda for RemGov 1 March 2023* **ACTION COMPLETE**

22/23 SD1 Action 7: Additional RemGov committee meeting required in May 2023 to review finalised scope of works. *Tentatively arranged for 3 May 2023 and invites sent. To be updated with new A&R Chair.* **ACTION ON-GOING**

22/23 SD1 Action 8: Add accountability sign-off to agenda in May 2023. *Added to C&S, Business and Board agendas.* **ACTION COMPLETE**

22/23 SD1 Action 9: Add accountability signoff to schedule of business. *Added to SoB to include for future planning.* **ACTION COMPLETE**

22/23 SD1 Action 10: CMT to collate list of actions for the accountability statement. *Draft being worked on in line with the May deadline.* **ACTION ON-GOING**

22/23 SD1 Action 11: JW to provide Financial Recovery / SWOT Analysis Update to Board on 7 February. *Agenda item 8.1.3.1.* **ACTION COMPLETE**

22/23 SD1 Action 12: Appointments of two potential new governors to be added to meeting agendas. *PP – Board 7 Feb and RemGov 1 Mar, CS – RemGov 1 Mar Board 28 March.* **ACTION COMPLETE**

22/23 SD1 Action 13: RemGov to discuss further governor recruitment and adverts once new governors are appointed. *Added to RemGov agenda 1 March 2023.* **ACTION COMPLETE**

## 9. Chair's Remarks

ABn stated that the FE Commissioner, Shelagh Legrave and Deputy FE Commissioner, Andrew Tyley, had visited the College on 8 March 2023. The last visit made by the Commissioner was at the time of the merger with Easton. It was noted a lot had been achieved since the merger with real progress having been made. However, it was recognised there was still more work to do, particularly on the Easton estate. The visit was

successful for both the Commissioner and the College, providing a reflective view of the merger process for all concerned.

## 10. SECTION A

Papers in Section A are for discussion and action

### 10.1. Chairs Summary of Committee Meetings

#### 10.1.1. Remuneration and Governance

##### 10.1.1.1. External Board Review

LJ informed the Board the papers were for information only as this had previously been considered at the Remuneration and Governance and recommended for approval to Board.

##### **Formal approval was agreed by Board on the following:**

- To appointment Simon Perryman to facilitate the external review for the College including the quote provided
- Draft Scope of Works Terms of Reference for External Review
- To use latest version of the report front sheet for future reports and papers

##### 10.1.1.2. Update on the Consultation for the Updated Code of Good Governance

LJ provided an outline as follows:

- The new code had been condensed to 6 Principles
- Comments and feedback to the AoC is required by 6 April 2023
- A further update will be brought to Board on 4 July 2023

**ACTION 1: LJ to bring a further update on the Code of Good Governance paper to Board on 4 July 2023.**

##### 10.1.1.3. Recommendations relating to reappointments and Board members Terms of Office

*JL and ABn were asked to leave the meeting at 5:39pm*

LJ proposed that the Terms of Office for JL, ABI and ABn be extended to July 2024 due to the cessation of Terms of Office in July 2023 and February 2024 respectively, subject to the provisions of the Instrument of Government and Articles

**RESOLVED that the extension to the Terms of Office for one year for JL, ABI and ABn was formally approved by all Governors from July 2023 to July 2024.**

*JL and ABn returned to the meeting at 6:42pm*

**10.1.1.4. Appointment of Chair for Remuneration and Governance and Audit and Risk Committee**

LJ outlined the case for appointing Chairs for the Remuneration and Governance Committee and the Audit and Risk Committee.

**Audit and Risk:**

JL was nominated by Governors to take up position of interim Chair until the end of the Academic year.

NG was invited to join as a member of the committee to support JL until the end of the Academic year but with a view to joining Business committee in the future. In ABI absence it was proposed that she would likely be interested in joining Audit and Risk as an additional committee member to increase the numbers and would be contacted in due course.

**Formal approval for JL to be appointed as interim Chair and NG to be appointed to the Audit and Risk Committee until end of the July 2024 were approved by the Board. Governors also agreed to invite ABI to join the Audit and Risk Committee.**

**Remuneration and Governance:**

NG suggested that one of the existing Chairs take up the position of Interim Chair for the RemGov committee and JL proposed NB as Interim Chair, seconded by ABn.

**Formal approval for NB to be appointed as interim Chair to the Remuneration and Governance Committee until the end of July 2024 was approved by the Board.**

**10.1.1.5. Recruitment and Succession Policy**

LJ informed the Board the papers were for information only as this had previously been considered at Remuneration and Governance and recommended for approval to Board.

**Formal approval for the Recruitment and Succession Policy was given by the Board.**

**10.1.1.6. Governor Recruitment Update and Timeline**

LJ provided an update on the governor recruitment process.

NG shared Brighton and Hove College had given a recent presentation via webinar, which incorporated LSIP requirements in relation to governor experience and asked whether CCN had considered embedding LSIP requirements within the requirements? JW said this issue had been raised in recent discussions with the FE Commissioner so was being considered.

**The Governor Recruitment timeline and microsite update was formally approved by the Board.**

**10.1.1.7. Review of Skills Audit (updated 22 March 2023)**

The skills audit was shared for information and JW provided an overview of the skills audit, confirming that this will be amended with a view of condensing of the categories. It was recognised there are still gaps in certain areas to be filled.

A question was raised around whether the College had a benchmark in place on acceptable areas of expertise, but it was confirmed there was none in place currently. A suggestion was made about advertising this role to parents which will be considered going forward.

**10.1.2. Audit & Risk**

**10.1.2.1. Risk Register and Management**

It was queried whether there should be a separation between Strategic and Operational risks and to revisit the risks utilising PP expertise in this area.

It was noted an update showing the requested amendments to the register would be brought back to the next Audit and Risk committee meeting on 13 June 2023.

**ACTION 2: JW and PP to prepare an updated Risk Register detailing the Strategic and Operational risks as noted by Governors. It was resolved that the revisions be presented to A&R on 13 June 2023 and Board on 4 July 2023.**

**10.1.2.2. Annual Review of Whistleblowing Policy**

JW stated the Policy had previously been seen by Audit and Risk committee and no concerns were noted with the Policy so seeking Board approval.

**The Whistleblowing Policy was formally approved by the Board.**

**10.1.3. Curriculum and Standards**

JL presented the C&S committee summary to the Board.

JL thanked the HE team for providing data to assist with the review process thus far.

**10.1.3.1. ESFA Accountability Framework**

**10.1.4.** JK had recently met with the ESFA to consider the areas of concern. It was confirmed that the main area flagged by them was regarding BEEDS. The College was already aware of the issues and provided assurance to ESFA that there was an action plan in place to make improvements. It had been identified that the number of BEEDS with the College against the numbers the ESFA had recorded produced a mismatch of around 111 learners which was being investigated. It was noted that the correct figures were still outstanding.

### **Business**

The discussion was confidential and is recorded within the confidential minutes.

#### **10.1.4.1. Finance Update**

The discussion was confidential and is recorded within the confidential minutes.

#### **10.1.4.2. Bad Debt Write Off**

The discussion was confidential and is recorded within the confidential minutes.

#### **10.1.4.3. Reserves Commitments Statement Update**

The discussion was confidential and is recorded within the confidential minutes.

#### **10.1.4.4. Fees Policy for 2023/24**

The discussion was confidential and is recorded within the confidential minutes.

#### **10.1.4.5. Gender Pay Gap Report**

The discussion was confidential and is recorded within the confidential minutes.

SB left the meeting at 6:43pm

#### **10.1.4.6. Managed Print Contract Extension**

The discussion was confidential and is recorded within the confidential minutes.

#### **10.1.4.7. Security and Caretaking Contract Extension**

The discussion was confidential and is recorded within the confidential minutes.

### **10.2. Core Training update**

JW highlighted that the training updates had been reviewed at the previous Board Meeting with a current report to be presented at the next Board Meeting.

There has been some improvement, but a new approach is being explored to make training more accessible for staff and to present the numbers to Governors in a better format. It had also been raised that changes to colour coding should be amended in relation to the RAG ratings and is in progress.

### **10.3. Wellbeing and Inclusion Report**

The discussion was confidential and is recorded within the confidential minutes.

#### General

Training is being provided for the three new DSLs to provide increased cover across the team.



#### 10.4. Strategic Priorities

JW presented a verbal update on the following Strategic Priorities stating a more structured report would be provided at future meetings.

- 14: Some key progress had been made on the stakeholder matrix but there was a lot more to add and an update will be provided.
- 15: Several activities had recently taken place with a view to promote our College with one involving a visit from a local MP.

HRH left the meeting at 6:58pm.

SH left the meeting at 7:01pm.

#### 10.5. Students Union Update

LP shared with the Board the activities undertaken as part of the BRIT Challenge 2023, which included media coverage of the 23hr Tennis-a-thon.

General SU matters:

- The Students Union Executive team has recruited two more Officers, an International Officer and a Men's Welfare Officer.
- A debating session was held earlier today by the Men's Welfare Officer.
- Elections have started and the results will be provided at the next meeting.

#### 11. SECTION B

Papers in Section B are for discussion only if requested by Governors

#### 12. SECTION C

Papers in Section C are for information only.

##### 12.1. FE and HE Digest for Spring 2023

The paper had previously been circulated for information.

##### 12.2. Committee Minutes

Daft minutes for A&R Committee 07.03.2023 and C&S Committee 14.03.2023 had previously been circulated for information.

##### 12.3. Student Forum and Parliament Minutes

No minutes were presented to the Board.

#### 13. Other Urgent Business

The discussion was confidential and is recorded within the confidential minutes.

#### 14. Confidentiality

It was agreed that agenda items 10.1.4.1 - 10.1.4.7, 13 and 15.

LP, LJ and BA left the meeting at 7:08pm.

#### 15. Confidential Item



The discussion was confidential and is recorded within the confidential minutes.

**16. Date of Next Meeting**

The next CCN Board Meeting is scheduled to take place on Tuesday 23 May 2023 at 4:30pm in room JB031, Easton.

All formal business having been concluded; the meeting closed at 8:02pm.

Signed ..... Date .....  
(Chair)