

South Downs College Corporation
Board of Governors
MINUTES OF A MEETING OF THE CORPORATION
HELD ON MONDAY 17th MARCH 2016
AT SOUTH DOWNS COLLEGE

Present:

Mrs S Linham (Chair)	Mr R Pearce
Councillor R Bolton	Mr R Showan
Ms C Bowles	Mr D Todman
Mr R Crank (Vice-Chair)	Mr L Perman
Mr I Child	Ms S Mitchell
Mr C Dobbin	Mr T Whitlock
Mr M Gaston (Principal)	
Mrs J Vincent	
Mrs L Wells	

In attendance:

Mr R Barlow	Vice Principal
Mrs R Abrey	Assistant Principal, HR & OD
Ms P Robertson	Clerk to the Corporation

Total Membership	16
Total vacancies	0
Total possible attendance	16
Quorum:	7
Total Present:	14 - meeting quorate

Meeting started at 5.45 pm.

Prior to the start of the formal agenda, the Board welcomed Alan Mak, MP, the Member for the Havant constituency, and College Directors of Curriculum, Ashley Grute and Paul Carter.

The Principal introduced Alan Mak and explained how much the College valued his energy and commitment. Alan Mak spoke to Governors about his relationship with the College and particularly collaboration on a range of issues, including the Havant Small Business Awards. He saw South Downs very much as a partner and was a strong advocate for the College. He was also very supportive of the merger with Havant.

Ashley Grute then gave an overview of his areas of responsibility and key challenges. As Director of Curriculum for Sport and Public Services, Tourism, Humanities, Social Sciences, Health & Social Care, Early Years, he explained that he also led on English and Maths cross-College. A key challenge this year was in managing major changes but the College's Destination 2020 and new performance review process gave a clear framework for this. His area of work was currently:

- Developing Apprenticeships with local employers who were keen to grow this provision;
- Developing the Foundation degree in Early Years;
- Addressing quality improvement issues in English & Maths including implementation of a number of strategies such as changing timetabling,

dedicating rooms and areas in the college and providing mentoring via A level students.

Paul Carter gave an overview of his areas of responsibility and key challenges. As Director of Curriculum for Art & Design, Performing Arts, Media, English, MFL, and Access to HE, he was also Director of A levels and had recently been brought into the curriculum workstream for the merger project which was a great opportunity to share good practice. Paul also saw a key challenge as leading on change and making sure that staff and students felt supported. Currently, his area was:

- Working hard to integrate employability and identify the many and various opportunities for students.
- Securing effective progression routes to HE.
- Addressing issues associated with the implementation of linear A levels particularly challenges with the syllabi.

At this point in the meeting, Alan Mak left and there as a discussion about the following:

Apprenticeships – The College, like most colleges, currently had vacancies, but it was a challenge at this stage in the year to recruit whilst students were completing their current programmes and the College did not want to discourage students from completing their vocational programme first. There were still misconceptions about Apprenticeships and more work to be done to emphasise their parity of esteems with other types of programmes. It was recognised that employers required immediate access to programmes throughout the year so they needed to be available in that way. This was a cultural change at the College but it had been recognised and was being embraced.

New College Structure – The Board wanted to know if the new structure had been accepted. The Directors of Curriculum felt that it had and the Learning Managers' roles had also been well accepted. The Group had been well supported and here had been very positive feedback.

English and Maths – Julia Vincent (JV) asked about liaison with secondary schools to address the issues associated with this area. It was noted that the Vice-Principal would be meeting with the Havant Federation of Headteachers to look at liaison and as also developing links with Springfield School. A strategy for dealing with changes to grading arrangements was being developed in partnership with Abingdon and Witney College. JV offered support via the Havant Federation.

PART ONE MINUTES

Minute Number	Minute	Action
1/16	<u>Apologies for Absence & Welcome</u> The Chair welcomed Andrew Thomson to the meeting. Apologies for absence had been received from Tom Horwood, Richard Showan, Debbie Smith & Anne Whitworth.	

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2/16	<p><u>Declarations of Interest</u></p> <p>No Member declared any conflict of interest with any item on the Agenda which had not previously been declared.</p> <p>Ron Crank reminded the Board that he was now a Trustee of Nacro.</p>	
3/16	<p><u>Part One Minutes of the Corporation meeting held on 14th December 2015</u></p> <p>The Part One Minutes from the meeting held on 14th December 2015, having been previously circulated to Members, were agreed as a true record and signed by the Chair.</p>	
4/16	<p><u>Matters arising from the Corporation meeting held on 14th December 2015</u></p> <p>No specific items had been identified on the agenda, but the following was noted:</p> <ul style="list-style-type: none"> • Governors' Links – Governors were reminded of previous discussions about the development of informal links and partnerships for curriculum directors. The Principal reported that discussions had now taken place with Curriculum Directors who were very keen to develop these. Some guidelines would be drafted to support staff and Governors in developing these links and they would get underway in the summer term. • Involvement in teaching and learning issues – The Chair reported that she had made arrangements to shadow a number of teaching observations in the coming week. The Vice-Principal was also making arrangement for Julia Vincent (JV) to visit the College and see a number of classes. JV also stated that she welcomed the opportunity to meet with staff on an informal basis. 	
5/16	<p><u>Curriculum and Quality Matters</u></p> <p>(i) <u>Report of the Standards and Quality Committee held on 4th February 2016</u></p> <p>The Board had received a summary report on the issues arising from the meeting of the Standards & Quality Committee on 4th February 2016. It was noted that Ron Crank (RC) had chaired this meeting and he reminded Governors that the detailed reports were available on the Governors' portal.</p> <p>The following issues were noted in particular:</p>	

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	<p>a) Retention – The overall retention rate reported for January 2016 was identical to overall retention in January 2015 (97.1%). The Standards & Quality Committee had approved the following targets:</p> <ul style="list-style-type: none"> • 16-18- 85.5% success (calculated as 92.3 retention x 92.6 achievement = 85.5 success) • 19+ success-, 82.5% success (calculated as 89.7 retention x 92.0 achievement = 82.5 success) • All Ages - 85.0% success (calculated as 91.9 retention x 92.5 achievement = 85.0 success). <p>In addition, the Committee had also reviewed the Key performance measures for Hampshire & Portsmouth post-16 providers published by the DfE and the College's overall performance in comparison with other local colleges. These were noted by the full Board.</p> <p>b) Update on Marketing – It had been agreed that the current position would be summarised for all Board members so an update is included in the Principal's Report. There was a need to ensure that all staff were engaged as advocates for the College.</p> <p>c) Employer Engagement – The newly appointed Director of Business, Growth and Innovation attended the meeting and presented an outline of the key objectives for the Business unit for the coming months.</p> <p>d) Learner Destinations – The Committee reviewed the detailed learner destination statistics and discussed how the data would be developed and improved in future to provide a better picture.</p> <p>e) Equality & Diversity - The Committee had reviewed the annual Equality and Diversity Report in respect of Students and Curriculum and had also agreed to recommend an updated Equality and Diversity Policy to the Board. The Chair of the Board explained that, as Equality & Diversity Champion for the Board, she had attended a meeting of the Equality & Diversity Forum and some further changes were proposed. It had, therefore, been agreed that a further updated version would come back to the Board in due course.</p> <p>f) Ofsted – It was agreed that an update on Ofsted requirements and the part which Board members played during an inspection would be arranged for</p>	

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	<p>the next Board meeting so this was a separate item on the agenda.</p> <p>g) HE – The termly HE Update was presented and the Committee was advised that the College's recent HE Quality Assurance Assessment had been very positive and had confirmed two aspects of good practice.</p> <p>h) Safeguarding – The termly report on Safeguarding confirmed that the PREVENT framework was operating well in the College and there had been no PREVENT referrals. Cllr Bolton raised a query with regard to the PREVENT training which all Governors had undertaken. He was concerned about the responses to questions 11 and 16 in the final test about the ultimate responsibility for PREVENT. Furthermore, he felt that the questions had been ambiguous. Governors discussed this issue in detail. Whilst accepting fully that the legal responsibility rested with the Governing Body, it was seen as a role in ensuring that the framework was in place and was operating effectively. Some of the responsibility was discharged by the SLT but the Board had a duty to ensure that it was being discharged and to hold the Chief Executive to account, in that sense analogous to the Board's responsibilities for health and safety. Governors considered how they could be assured that the framework was robust and that they thoroughly tested it. Julia Vincent (JV) suggested that, as well as scrutiny of the more formal reports which came to committees/ the full Board, spot checks could be undertaken by Governors so that the Board could be assured that all safeguarding processes, including PREVENT, were working effectively. The Chair asked JV and the Vice-Principal to consider some of those initiatives and to report back to the Standards & Quality Committee.</p> <p>(ii) <u>Update on Ofsted Issues</u></p> <p>The Vice-Principal, Richard Barlow (RB), led a short session to develop Governors' understanding of the process Ofsted would adopt in an inspection. He provided Governors with a range of questions about all aspects of the College and asked them to consider the answers and their levels of confidence in responding.</p> <p>There was then a full discussion about the responses. Generally, Governors indicated that they felt confident in</p>	<p>Action: JV/RB</p>

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	<p>responding to questions about Curriculum, including the College's response to developing Maths and English, Student progression, Safeguarding, finance, and strategy. Some Governors indicated that they would welcome further information about aspects of improving teaching and learning. Related performance management issues and arrangements for supporting students.</p> <p>RB reminded Governors of the way in which an inspection would be managed and would involve a group of Governors meeting with an inspector. Whilst the process had been modified since the last College inspection, it was still important that all Governors felt confident in discussing the headline figures for the College, the key issues, the impact and how they were evaluated. The Board was reminded that the College now had the KPI schedules and was developing the dashboard which would be available via the portal.</p> <p>It was noted that there be further follow-up sessions and updates at each meeting.</p>	
6/16	<p><u>Board Business Matters</u></p> <p>(i) Report of the Search & Governance Committee Meeting held on 4th February 2016</p> <p>The Board had received the report of the Search & Governance Committee and the Chair outlined the key issues. It was noted that the Search & Governance Committee had reviewed arrangements for Governors' training and self-assessment feedback. The Committee had also reviewed the proposals for declassifying Board and committee minutes from 2013/14 and 2014/15, based on the fact that many items had now been superseded by events or were now in the public domain. The proposals were accepted and it was noted that this would be an annual review in the future.</p> <p>The Chair also outlined the main recommendations from the Search & Governance Committee which were formally approved as follows:</p> <ul style="list-style-type: none"> • The appointment of the current co-option, David Todman, as a Governor for a period of 4 years from 17th March 2016 until 16th March 2020. • The appointment of Georgina Lillington as a co-option to the Standards & Quality Committee. 	

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	<ul style="list-style-type: none"> • The formal adoption of the revised Standing Orders which had been newly developed to include other policies which had formerly been free-standing such as the Corporation's Rules of Membership. There were no substantive changes to normal Board practices. • The formal adoption of the revised Code of Conduct drawn directly from the Eversheds version which had recently been updated to reflect recent legislative changes, such as the new PREVENT duty. <p>(i) Student Union Constitution</p> <p>The updated Student Union Constitution had been circulated and Luke Perman highlighted the key issues. There was a brief discussion about the options for recruiting a sabbatical officer, including use of an Apprentice. Governors noted that this might be an option in the future as there was a need to increase support for campaigns /events.</p> <p>Overall, the revised Student Union Constitution was approved.</p>	
7/16	<p><u>Finance & Audit Issues</u></p> <p>(i) <u>Report of the Audit Committee meeting held on 25th February 2016</u></p> <p>The Board had received the Report of the Audit Committee and the Chair outlined the key issues as follows:</p> <ul style="list-style-type: none"> • Review of the Performance of the External Auditors - The Committee had considered the performance of the External Auditors against agreed KPIs. Members had agreed that the performance was acceptable and endorsed the use of the KPIs for the future. • Internal Audit Reports – Internal audits reports had been presented on <i>Risk Management – Mitigating Controls</i>, for substantial assurance had been given, and <i>Estates Management and Asset Replacement</i>, for which limited assurance had been given. This was largely because the auditors had understood that there was no overall strategy in place. Management actions were in train to address the key issues and these would be reviewed as well as the Estates issues being driven forward by the Finance & Estates Committee. 	

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	<ul style="list-style-type: none"> • Risk Management – The Committee had reviewed the revised risk management framework and the Chair emphasised that this was now excellent basis for managing risk within the College, a view which was also echoed by the Chair of the Finance & Estates Committee and the Chair of the Corporation. On the recommendation of the Audit Committee, the Board formally approved the revised Policy and Terms of Reference for the Risk Management Group • Financial Regulations - The updated Financial Regulations had been reviewed in the detail and the Committee had made some further changes, including not accepting a proposal to increase the limits at which the Principal could sign-off transactions. This was to ensure that the Principal's position was properly protected. On the recommendation of the Audit Committee, the Board formally approved the revised Financial Regulations. • Self-Assessment of the Effectiveness of the Audit Committee – The Committee had undertaken a detailed exercise to review its own effectiveness and would be developing this process further to ensure that it met the needs of the Committee. <p>(ii) <u>Report of the Finance & Estates Committee Meeting held on 3rd March 2016</u></p> <p>The Report of the Finance & Estates Committee had been circulated and the Chair outlined the key issues. It was noted that, for very good reasons, the attendance at the last meeting, had been limited, although the meeting had been quorate. Consequently, the Clerk was seeking an alternative date in the summer term which all members could attend.</p> <p>Key issues were:</p> <ul style="list-style-type: none"> • Current Financial Position 2015/16 - The College still anticipated that it would achieve at least a break-even position at the year-end, excluding exceptional costs, although there would be some movement in budget heads. The College continued to have a strong balance sheet and the cash position was strong. • Format of the Management Accounts - A revised format was being prepared which would be shorter and focus on the issues which matter to Governors. Training would be available to all 	

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	<p>Governors seeking it, to enhance their understanding of the Accounts, either on a group or 1:1 basis.</p> <ul style="list-style-type: none"> • Financial Planning Update – In advance of the preparation of the 2016/17 Budget and Financial Forecasts, the Committee had reviewed a report on key budget issues. The College had now received notification of its EFA Allocation (about £600K higher than expected) and high needs students' funding has also been maintained at the same level. • Estates – Some works would be taking place at the College during the summer and a wider strategy as being formulated as a consequence of the likely merger. • Approval of Policies - In accordance with the Corporation's Scheme of Delegation, the Fees Policy 2016/17 and the updated Data Protection Act policy had been formally approved by the Finance & Estates Committee. • Confidential Items – The Committee had discussed received an update on the College's restructuring and progress towards targets in the Financial Sustainability Plan. The Plan was being progressed although there were key risk associated with some types of income including ESF funding. 	
8/16	<p><u>HR Issues</u></p> <p>(i) <u>Report of the HR Committee Meeting held on 10th February 2016</u></p> <p>The Report of the HR Committee had been circulated and the Chair outlined the key issues as follows:</p> <ul style="list-style-type: none"> • Update on the College's Restructuring – The revised structure chart was presented to the full Board for information and was noted. • Job Evaluation Scheme – This Scheme had been implemented and 120 staff had been selected for review. It would lead into a pay modelling scheme. • Performance Development Review Scheme (PDR) – The HR Committee had formally approved a completely revised PDR Scheme, particularly welcoming the focus on aligning personal and College objectives and the link to development needs. The Chair also reported that the Principal's review had been conducted. 	

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	<ul style="list-style-type: none"> • Staff Consultation – There had been discussion about the ways in which the College might develop consultation with wider staff groups beyond the formally recognised Trade Unions and this would be investigated further. • Key Performance Indicators – The Committee had reviewed sick leave absence in particular, noting a reduction of 0.43 days sick leave per employee since last year (5.03 days compared 5.46 days in 2014/15). This compared favourably with average of 8.09 per FE sector employee, as quoted by the Association of Colleges. Worked related stress absence was reported as 123 days, 7 episodes for 2014, decreasing to 11 days, with 1 episode in 2015. • Annual Equality and Diversity Report (Staff) – The annual Equality & Diversity findings for staff were reviewed. Whilst the College's make up of staff broadly corresponded with the demographic for the Havant/Hampshire area, it was agreed that the quality of data and level of disclosure needed to be improved. Actions were in train to address this. <p>The Board was concerned that this was a very turbulent period for staff with significant change and restructuring and members asked for information about the ways in which the management engaged with staff and how the staff voice was heard. The Principal explained that a number of channels for exchanges and dissemination of information were used, including weekly briefing, all staff emails, his own informal coffee time meetings as well as regular staff meetings and the formal infrastructure through the Joint Consultative and Negotiating Committee (JCNC). Some meetings were not well attended. The Teaching Staff Governor (Tony Whitlock) stated that it was not clear why staff did not attend but the meetings appeared to be well-received by those who did attend. The Principal stated that the current concerns seemed to be focussed on possible changes to terms and conditions of service rather than the merger.</p> <p>The Chair reported on the recent meeting with Trade Union reps at which she had been present with the Vice Chair and the Chair of the Finance and Estates Committee. Although it was unusual for Governors to meet directly with the Trade Union, the meeting had been welcomed and was cordial. It had been clear that it was not a negotiating forum. The staff had voiced their concerns, but their commitment to the College was very clear and it had been agreed that all parties shared a</p>	

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	<p>common purpose in ensuring the future success of the College.</p> <p>Governors asked about staff morale generally and the impact on quality. It was noted that this was a risk and had also been highlighted by Trade Union colleagues, as did the potential risk of merger. These areas needed to be kept under close review.</p>	
9/16	<p><u>Principal's Update</u></p> <p>The Principal's report had been circulated, addressing general college developments, issues, initiatives and external influences. It was noted that:</p> <ul style="list-style-type: none"> • Further cuts post March 2016 budget were possible although they had not yet materialised. • There was a still a lack of clarity on the Apprenticeship Levy. • There were continuing challenges in delivering GCSE Maths and English following the introduction of Progress 8 in schools. • Externally, the key Government focus was currently the EU referendum. • Internally, restructures were continuing to ensure a more effective and efficient service. <p>The Report was noted. Governors also welcomed the positive new stories and requested that they be kept informed of these throughout the year.</p>	
10/16	<p><u>Date of Next Meeting</u></p> <p>Thursday 23rd June 2016 at 5.45 pm.</p> <p>Post meeting note: This date was subsequently changed to Thursday 7th July at 1745</p>	

Meeting ended at 7.55 pm

Signed:.....**Date:**.....