

**Greater Brighton Metropolitan College
Board of Governors**

**Minutes of a meeting held at the Central Brighton Campus
Monday 29 January 2018 commencing at 4.30pm**

Present: Natalie Brett, Eileen Houghton, Jim Hynes (Staff Governor), Nick Juba (CEO), Ian Lowrie, Joy Mercer, Julie Nerney (Chair), Debbie Waring (Staff Governor), Martyn Wilks

In attendance: Sharon Collett (Principal), Jon Rollings (COO), Nick Hibberd (Brighton & Hove City Council), item 201 only

Apologies: Scott Marshall, Anwar Musa (Student Governor), Jenny Brooker (Governance Adviser)

WELCOME, INTRODUCTIONS AND APOLOGIES

200. The Chair welcomed members to the meeting and apologies were noted.

GUEST SPEAKER

201. Nick Hibberd, Executive Director of Economy, Environment and Culture for Brighton & Hove City Council presented a slide set covering the work currently in progress to update Brighton's Economic Strategy, together with developing a Strategic Framework for Arts and Culture and supporting the Visitor Economy.

Following work to collect data and create an evidence base, the draft Economic Strategy would be ready for initial review in March 2018, after which it would progress through the political cycle in April, May and June.

It was noted that the development of skills was a key element and that GB Met had a key role to play in leading this part of the Strategy. It was noted that the wider geographic coverage of the MET was advantageous in developing solutions for the Greater Brighton region. The Board discussed how this would be delivered and noted the key role for the CEO as part of the Greater Brighton Economic Board, the Coast to Capital Local Enterprise Partnership and the City Management Board.

(Nick Hibberd left the meeting)

MINUTES

202. The minutes of the meeting held on 18 December 2017 were taken as a correct record and signed by the Chair.

MATTERS ARISING

Schedule of decisions

203. The Board received and noted a schedule outlining the progress of actions from the minutes of the last meeting. All actions were complete or in progress. It was agreed that the approach to recording and monitoring actions would be reviewed by the Governance Adviser ahead of the February meeting.

Governor Appointments

204. The Chair stated that, following a recruitment process, she would be making three recommendations in relation to the appointment of Governors. Because of the short period of time between the interviews and the meeting, it had not been possible to prepare a paper in advance.

(Martyn Wilks was asked to leave the room for this item)

The Chair reminded members that Martyn had joined the Board initially for a one year tenure with a formal option to extend for a further year, and stated that both she and Martyn would like to exercise the option to extend his tenure. This was based on the view that his fresh perspective, being from neither predecessor organisation, his extensive commercial expertise, and his strategic contribution in the past year would bring continued benefit to the Board. Following a brief discussion in which the Board agreed with the Chair's analysis of the extremely positive contribution made by Martyn in the previous year it was:

Resolved:

That Martyn Wilks be re-appointed as a governor for a period of three years.

(Martyn Wilks rejoined the meeting)

205. The Chair summarised the overall position in relation to Board membership following the decision to retain Martyn. There would be two vacancies arising from the departure of Richard Moore in the previous year, and the imminent end of the term of Ian Lowrie and Eileen Houghton, together with the decision already made to seek to reduce the Board size at this point by one external member. New appointments would take effect from the April meeting, with prior attendance at the March Away Day and dinner.

The external recruitment campaign had focused on the College's geographic reach and aimed for a diverse candidate base. From a skills perspective, the composition of the Board was determined to require finance experience (replacing the expertise of Eileen Houghton), and knowledge of digital and technology, to support a key element of the College's strategy where there is currently limited Board expertise.

Three applicants had been interviewed by a panel comprising the Chair, Nick Juba, Natalie Brett, and Jenny Brooker. The interview questions had focussed on the candidate's motivation and desired impact, their experience of operating at Board level, their understanding of what appropriate behaviours were required to provide constructive challenge and to add value, managing the balance between executive

and non-executive roles, and their understanding of FE, HE and the local employer environment.

206. Following the recruitment process, the Panel was recommending two individuals for appointment to the Board.

The first of these was Claire Hopkins; whose background and application was set out as follows:

- Claire spent almost 10 years leading a local technology business with her husband which now employs over 50 people. Having overseen its growth and led succession planning for a new MD for the next phase of its development, she has now stepped back to a NED role;
- She has a deep awareness of local employer needs in one of the College's priority areas for economic development and has been an active participant in apprenticeship provision;
- Prior to her technology experience, Claire trained in mental health, with a Masters in Social Policy and Planning. She was a mental health advocate and member of the national ethics committee on mental health research;
- In addition to her excellent experience, the panel found her to be strategic and insightful with high levels of emotional intelligence and felt that she would bring a new thinking style and approach to the board team;
- If her appointment is recommended, we would explore the potential of her taking on the position of safeguarding governor, given her experience in this area.

The second recommendation was the appointment of Gary Anderson, who had previously been a member of the City College Board, Joint Working Group and Designate Board prior to merger. Gary's background and application was set out as follows:

- Almost 20 years working in finance and commercial roles, restructuring, turning around and supporting the strategic and financial growth of almost a hundred organisations;
- Has held dozens of Non-Executive Board positions at all stages in an organisation's development, mentoring CEOs/MDs through a wide range of challenging situations, chairing Audit Committees, and developing good governance practice;
- Well connected across the Greater Brighton region, living in West Sussex, with extensive links with local business and employer organisations, including the Institute of Directors, Chambers of Commerce and Wired Sussex;
- In addition to his excellent experience, the panel found him to be strategic and insightful with a good balance of challenge and support in his Board practice and felt that he would bring a strong strategic finance approach to the Board team;

The Chair stated that, if Gary was appointed, he would be asked to take on the role of Audit Committee Chair (succeeding Eileen Houghton) and to explore some of the

ideas he has around the role of that Committee and the assurance it provides to the Board with the Chair and COO.

In response to questions the Chair set out the reasons for Gary's application (following his previous resignation from the City College Board) which was based on a change in personal circumstances which would allow him more time to devote to the role, and also a desire to work closely again with the CEO.

The Chair summarised the position with the third candidate, Neil Witten, who brought further digital and technology experience, a strong commitment to have an impact on the development of curriculum with local employers and an interesting, strategic thinking style. On balance, his Board experience was not as strong as the other candidates, but it had been agreed that there may be opportunities for him to work with the Executive Team on the development of the IoT bid in order to tap into his support and engagement with the College and retain his interest until the next governor recruitment process.

All appointments would be subject to references and DBS checks. Induction arrangements would be made over the coming weeks, together with the provision of an induction pack of background reading and useful information. The first formal engagement for the new Governors would be the March Away Day and April boards, but an offer to observe the February and March Board meetings would be made, to provide context on discussions and key issues immediately preceding their appointment with the intention of easing the transition into their first formal meeting.

Resolved:

That Claire Hopkins and Gary Anderson be appointed as governors for a three year term.

CEO REPORT: JANUARY 2018

Executive Summary

207. There had been a significant acceleration of work on the Pelham Redevelopment Project, as it moved into the detailed design phase. Positive initial discussions with the Planners had taken place and the College would be putting in place a Planning Performance Agreement which would set out agreed timescales. Engagement with key local stakeholders had commenced with a meeting with the North Laine Community Association. The LEP funding would be paid in arrears and on this basis the College was working with Barclays to put in place an additional banking facility to cover cashflow requirements. The disposal process for the Cheapside/Trafalgar Complex was also underway, with advice being taken on the best approach to structure the contract with a purchaser.

In response to questions, the COO set out the considerations around staff and student travel to site with the loss of the staff car park. The key focus would be on moving to increased use of public transport to make use of the excellent rail and bus networks, together with significantly improved facilities to encourage more use of cycles. Alongside this, the College was also exploring the potential to secure some concessionary use of the nearby NCP car parks for staff.

208. Initial information showed that HE applications had reduced compared to the previous year. Whilst this was very early information, it was a high risk area that was being closely monitored. National applications were also below the prior year. Regular updates would be provided in subsequent CEO Reports.
209. The Board sought assurance on any risks relating to the delay of the transfer of administration arrangements for pensions relating to the former City College scheme. Whilst it was not considered that this presented a risk, WSCC had been asked to formally confirm this.
210. The CEO provided an update on the outcome of work undertaken to mitigate the fraudulent issue of course certificates by an agent that the College had previously worked with in Argentina. Following the College's intervention, the Agent had refunded course fees to the schools and student affected. The College's International Manager had recently visited the area, and additional work had been secured on the back of the relationships built in addressing the issue. It was felt that the best possible outcome to the issue had been secured and that no further reporting to the Board in relation to this particular issue would be required.
211. Recent discussions had taken place with local universities around the potential for expansion of partnership working, and an update on these was provided.

Quality

212. The Principal explained the improvement in FE attendance as a result of disaggregation of data between 'core' programmes and English and Maths.
213. Governors asked if the apprenticeship attendance performance was a concern and whether there was any information relating to student satisfaction in this category. The Principal explained that the 'First Impressions' survey did include College based apprentices, allowing issues to be addressed, but that the responses were not split from the overall FE data. Specific employer feedback relating to apprenticeships continued to be positive.
214. A discussion took place in relation to correlation of different indicators to highlight performance concerns in specific departments. The Principal noted that this was a key aspect of the Quarterly Performance Review process, for which the next set of meetings would take place in late February. Specifically, performance in the Brighton Construction and Engineering Department was considered to be a reflection of difficulties in recruiting staff and a challenging student cohort. Management in this area was operating effectively.

Funding/Contract Performance/Finance

215. The number of early dated withdrawals that had taken place between the R04 and R05 funding returns was noted. Whilst some withdrawals would be expected, the number was above this. This was considered to be primarily in relation to extended intervention work undertaken to try and keep students 'on programme' that had ultimately been unsuccessful. It was noted that the number was still relatively small in relation to the 300+ full time groups across the College.
216. In response to a question relating to the proportion of successful bids for apprenticeship levy funding, the Principal noted that a figure of about 60% had been recorded. The bidding process often had two aspects, initial submission to 'qualify' to

undertake the work, followed by specific allocation of apprentices. As the levy process was new there were no historical or sector benchmarks for comparison. The CEO noted that the College performance was extremely positive when compared to the overall national picture on apprenticeship recruitment, which had reduced significantly.

217. The additional impact on the forecast for HE fee income was noted and the Board asked that the impact of learners not undertaking a full programme be factored into the data earlier for future years. It was considered that improvements to the management framework for HE would address this.
218. Governors asked about cash performance against projections subsequent to the report and in advance of the sector 'weak' period in late March/early April. In response, the COO noted that performance remained below the original projection but the position had not deteriorated further and the projections remained within the headroom assessment during this period.
219. Governors asked that the Management Accounts be made available to Governors to review alongside the CEO Report. It was:

Resolved:

Monthly Management Accounts to be circulated by e-mail as well as continuing to be made available to Members on Google Drive.

Human Resources

220. Whilst noting that overall performance on appraisals had reached close to target, the Board remained dissatisfied at the delay in completion/recording. Assurance was given that management attention was being given to rectifying this performance in the current year, and that mid-year reviews were taking place. The Board asked that there be particular attention on mid year reviews being completed for those individuals who did not have a completed appraisal on record.

Property

221. In response to a question from Governors it was noted that the workload arising from the project was being managed by use of the external Design Team and also that the implications of this major project had been considered within the Phase 2 and 3 restructures.

Risk Management

222. The Board considered whether the risks relating to the Pelham Redevelopment should be reflected in the 'red category'. Discussion covered planning risk, which was assessed as being significantly lower than for the scheme that had previously gained consent, due to the reduced scale of the development, and the intention that the 'rights of light' cloak would not be breached. The risks relating to the disposal were the most challenging, but were being managed. On balance it was agreed that the position as reported was correct but should be closely monitored. The COO noted that a full risk register for the project was being maintained.

223. It was agreed that the other top level risks had been considered through discussion on other areas of the CEO report and wider agenda. The Board agreed to consider how their scrutiny of the CEO report helped managed risk and improve performance at their next Away Day.

EQUALITY AND DIVERSITY ANNUAL REPORT

224. The annual report on Equality and Diversity was received by the Board. The Chair commended the improved layout, content and accessibility of the information.

Presenting key aspects of the report, the Principal noted the focus on improvements in collection of data and the representation of staff compared to the background population. For students, underperformance of 16-18 males was a key area for review.

The Chair noted that there were also some areas of strong performance against benchmarks.

In response to a question from Martyn Wilks, the Principal set out the range of support and interventions that were in place for students in receipt of free college meals.

225. Following further discussion and requests for supplementary information (set out below) it was:

Resolved:

- (i) That the annual Equality and Diversity Report be approved.**
- (ii) Supplementary information to be provided as follows:**
 - **Whether Governors are included within the staff numbers;**
 - **Clarity on the equality of pay by gender for staff in comparable roles**
- (iii) That a review of gender classification categories used be undertaken to ensure a fully broad approach is being considered.**

REMUNERATION COMMITTEE REPORT

226. The Chair noted that the meeting had taken place to undertake mid-year reviews only and that minutes would be circulated separately.

MIS CONTRACT APPROVAL

227. The paper had been moved from the consent agenda, not due to any concerns about the content of the paper or the process, but to allow Board members to ask questions given the significant impact of this procurement on the College student record information and processes.

The COO summarised the paper and noted the high level of importance that had been placed on the user interface aspect of the timetable and register modules of the system. In response to questions he stated that Tribal were the largest supplier of student record systems to the sector, with a track record of system development and

improvements that was expected to continue. It was also noted that the savings made from the combination of the predecessor College's systems and the procurement process would be c£400k rather than £300k as stated (after allowing for capital and implementation costs).

Resolved:

That Tribal be appointed to supply, implement and support EBS as the single MIS (student records) system for the College.

BORROWING FACILITIES: LETTER OF VARIATION

228. Letters of Variation had been received and produced to the meeting (as part of the Board Papers pack) from Barclays Bank PLC (the Bank) to the College (the Company) setting out the amendments to three facility agreements dated 31 March 2017 (£8,310,000 Sterling Term Loan, £1,690,000 Sterling Term Loan, and £3,000,000 Sterling Revolving Loan Facility) pursuant to which the Bank has offered the Borrower (as defined in the Letters of Variation) the Facilities (as defined in the Letters of Variation).

The variation removes the requirement to provide Monthly Management Accounts in August (period 1).

Resolved:

- (i) **That the amendments set out in the Letters of Variation are in the interests of and for the benefit of the Company and are most likely to promote the success of the Company for the benefit of the members as a whole and that such terms and conditions of the Letters of Variation be and are approved and accepted.**
- (ii) **That the CEO and COO are authorised to sign the Letters of Variation on behalf of the Company to indicate acceptance of the terms and conditions.**
- (iii) **That the Bank is authorised to act in all matters concerning the Facility as amended by the Letters of Variation upon instruction from the Company, in its capacity as Borrower of the Facility, signed in accordance with the Bank's mandate for any of the accounts of the Company held with the Bank current from time to time.**

ANY OTHER BUSINESS

229. No other business was discussed.

DATE OF NEXT MEETING

230. It was confirmed that the next meeting of the Board was scheduled to take place on Monday 26 February at 4.30pm at the West Durrington Campus.

MEETING EVALUATION

228. An informal evaluation of the meeting was led by the Chair.

The meeting closed at 7.35pm.

Signature of Chair....  Date..... 26 February 2018