

**Greater Brighton Metropolitan College
Board of Governors**

PART 1: Minutes of a meeting held at the West Durrington Campus and via Google Meet

Wednesday 20 October 2021

Present: Anne Ackord, Duncan Adams, Kirstin Baker, Steve Bassam (Vice-Chair), Sue Berelowitz (Chair), Andy Cole (Interim CEO), Martin Colyer (Vice-Chair), Mark Crowter, Frances Duncan, Phil Frier, Sean Jacob, Paul Lansdowne (Staff Governor), Robert McCloskey (FE Student Governor), David Russell

In attendance: Jon Rollings (COO), Helena Thomas (Principal), Melissa Drayson (Head of Governance), Sarah Box (Governance Officer), Andrew Green (CEO, CCG), Nic Tomlinson (Merger Project Director) pre-Board briefing only

Apologies: Tosin Adebisi

1. PRE-BOARD BRIEFING: CCG MERGER PROJECT UPDATE

Andy Green, CEO of CCG and Nic Tomlinson, Merger Project Director attended to provide an update on the merger project to date. A Transition Board meeting had taken place earlier in the day.

It was reported that the project was currently on track. Both legal and financial due diligence Phase 1 were fully underway. The deadline had been set for 3 December, which would allow both Boards to receive final reports at their December meetings. The due diligence processes required intensive periods of work for both colleges, culminating in a submission to the PMO in February.

A confidential minute was taken at this point.

2. WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST

The Chair welcomed all present. Apologies had been received from Tosin Adebisi who was on an overseas business trip. Allyshia Vallier was no longer studying at GB MET and could therefore not serve as HE Student Governor. Arrangements to ensure the HE student voice continued at Board would be presented by the FE Student Governor at Item 10. It was noted that David Russell would be leaving the meeting between 4pm and 5.15pm, Frances Duncan and Phil Frier would leave at 5.30 and Sean Jacob at 6pm.

3. MINUTES

3.1 MINUTES OF THE MEETING OF 21 JULY 2021

The Part 1 (non-confidential) and Part 2 minutes of the meeting held on 21 July 2021 were APPROVED as a true record and the Chair's electronic signature would be applied.

3.2 WRITTEN RESOLUTIONS DATED 11 OCTOBER 2021

The Board noted that a Written Resolution had been passed by a majority of governors on 11 October 2021, in accordance with the Instrument and Articles of Government. It related to the selection of the due diligence companies to undertake joint due diligence and delegated authority to the Interim CEO and COO to appoint selected companies.

4. ACTIONS ARISING FROM THE MINUTES

The Board received and noted a schedule outlining the progress of actions from the minutes of the last meeting. These were all complete or due for report at a later date.

5. MERGER/TRANSITION BOARD UPDATE

Following the merger update at the pre-Board briefing, the Chair noted that the due diligence panel, including the Interim CEO and COO, had appointed Eversheds Sutherland LLP to run the legal due diligence and BDO to run the financial due diligence.

The key discussion points from the earlier Transition Board (TB) were relayed to governors. The importance of considering future governance arrangements had been noted and options would be investigated in January. The possibility of a joint away day in the New Year had also been mooted to ensure that governors on both sides had a common understanding of the shared proposition underpinning the business plan.

Phase 2 of due diligence on the joint financial plan was required to be completed ahead of submission to the PMO in February. There were very tight and constrained timelines in order that this deadline was met.

Trade Union input had also been discussed, along with the oversight of the transition budget which would be reported to each meeting, in addition to the merger risk register. A presentation on the communications plan had been received but further refinement was needed. With regard to the meeting schedule, it had been agreed that meetings would rotate between the campuses of each college.

Governors asked if mitigation plans were in place should any delays occur. The Interim CEO confirmed that some of this work was still underway to set out the detail and understand the key stop/go points. If the delay was not an existential one, then the college would continue with business as usual until a resolution was reached, although the financial situation would need to be taken into consideration.

Governors noted that the business plan was yet to be agreed which would assist the Board in shaping the key questions around governance, curriculum, quality and finances in the lead up to merger.

The Board was advised that a Special Meeting would be held in January/February in order to sign off the PMO submission. The governance workstream members were working to compile a calendar to ensure that the relevant sign off points were in diaries in advance.

6. CEO REPORT

Presented by the Interim CEO

The Interim CEO's initial report to Board consisted of national, regional and college strategic updates, first impressions and key risks.

The key performance indicators and in-year performance measures circulated with the papers were discussed. There had been a focus during 2020/21 on recovery measures, and it was noted that many of the 2021/22 KPIs will be superseded by the merger. However, there was a continuing requirement to measure in-year quality performance indicators. The KPIs presented were set against the Board's previous KPIs, those incorporated in the Recovery Plan and sector and FEC indicators. In the absence of reliable national averages, Governors agreed that data from CCG would provide a useful benchmark.

Governors commented that it was important to identify what 'Good' looked like in terms of the different metrics and to monitor against that.

The KPIs on staff satisfaction, apprenticeships and Ofsted were discussed in detail, particularly in relation to the Board's accountability for setting and achieving realistic targets. The staff satisfaction KPI remained the same as set out in the Recovery Plan and it was acknowledged that the restructures had significantly impacted on its achievement. A great deal of work to improve staff welfare had been undertaken and management were confident that the results would be evident in the next survey.

It was agreed that the targets, with appropriate benchmarks, would be submitted to the relevant committees for detailed scrutiny and then back to full Board in December for approval.

Reflecting on his short time so far in post, the Interim CEO explained that the College's significant restructuring exercise was taking time to bed in, and there would be a period before the operational impact settled. He reported that average staff turnover is normally a 20% rolling average, and that last year this increased to 38% including the restructuring. The voluntary redundancy process had put pressure on some areas of the organisation, and although there had been a significant drive to fill vacant positions over the summer, some still remained or had since become vacant. The employment market has been impacted as a result of Covid and this was contributing to challenges in filling some posts. A constant interactive review of the restructure was being maintained, with pulse surveys planned and the Interim CEO was spending time with both students and staff at drop-in sessions at each campus.

In relation to the vacancies, the Student Governor noted the absence of student experience coordinators in the College. The Principal assured that the recruitment process for these posts was drawing to a close. An appointment had been made for Brighton and interviews were scheduled over the next few days for the West Durrington post. It was agreed that a communication would be sent to students updating on the appointments.

Covid 19 arrangements continued to be assessed and plans were in place in case of any restrictions over the winter, including wellbeing initiatives for students and staff.

Action:

- **Submit relevant 21/22 KPIs to Committees for review and agreement and then to Board in December for approval. (Interim CEO)**
- **Send communication out to update students on the status of student experience coordinator appointments. (Principal)**

7. COLLEGE PERFORMANCE REPORT

Presented by the Principal

The Apprenticeship achievement data showed predicted achievement at 57.3%, which was below the previous in-year predictions. A full discussion was held, focusing on the following areas:

- The historical reasons behind the results, with some students having been placed on incorrect frameworks. The three-year recovery from this was now appearing in the data.
- There were weaknesses and inconsistencies in the process for making accurate predictions and understanding student capabilities. Individual professional judgements required more rigour and middle leaders needed to be supported to ensure they are able to confidently challenge judgements. A monthly moderation panel had now been established as part of the quality assurance process to test the rigour of the judgements being made.
- The key concepts of assessment were validity, reliability and bias and the effect of the culture and management messaging around these was discussed. It was noted that bias can aggregate up at an organisational level.
- New software had been introduced, initially to streamline the onboarding of apprentices, but it was intended that it would be extended to record learner reviews this academic year for new apprentices
- A critical review of the apprenticeship offer would provide a cost-benefit analysis, which in turn would ensure that marketing was targeted appropriately. The college's overall marketing budget was considered, with some governors speculating that it was low compared to other colleges.
- Discussions were already underway with CCG to ensure a stronger provision post-merger. It was also noted that the reputation with employers is improving.
- Following on from the earlier discussion, the Board's overall approach to target setting was contemplated. Governors recognised their duty to ensure that realistic and achievable, but aspirational targets were set thus cascading this culture through the rest of the organisation.
- It was agreed that the Board and Committees would be presented with the data on worst case predictions in future.

Action:

Provide worst case data in future Board/Committee reports on predicted outcomes.

8. FINANCIAL UPDATE

Presented by the Chief Operating Officer

The report outlined the outturn for last year as set out in the July MMA and the position on budget for 2021/22. The outturn had slightly outperformed the forecast included with the May and June accounts, and the cash position reflected the improved I&E outturn, with payments of some of elements of the severance costs after the year end, as well as capital expenditure being incurred later than profiled. The outperformance on cash that was not relating to timing differences would improve the r position during 2021/22.

Some areas of 2021/22 recruitment were not currently hitting targets, although this was still in progress and numbers had not yet been finalised. 16-18 was tracking in line with the previous year, although there were now signs of a retention drop ahead of the day 42 'census' point t. Full time Adult FE was lower than target but ahead on part time courses. There was significant under recruitment to apprenticeships with 71 starts compared to a target of 119,, and without the easing of travel restrictions, early recruitment to international

courses had been impacted. The COO explained that a full post enrolment review was underway which will feed into the full reforecast due in November.

The Finance Committee had reviewed the current position in full at its meeting the previous day and the Chair of the Committee summarised the discussion. He concurred that the cash position at year end had been managed effectively. However, the committee noted concern at the impact of reduced recruitment on income lines and had considered mitigation strategies to recover the position. A January starts programme had been discussed for 16-18 depending on the figures after day 42 although it was noted that this would not feed into the 2022/23 allocation due to the funding model.

There had been a useful discussion setting the national context for 16-18 recruitment, with many more students choosing to study A levels due to the teacher assessment process leading to increased GCSE grades. Schools were much more focused on progressing students to their sixth forms in 20/21 and this has also impacted the figures.

AEB was a continued area of concern, with issues around supply and demand particularly in areas such as construction. The action plan was not yet complete due to a delay in the RCU report. A dip in the number of Year 2 and 3 HE students was also flagged and the Board would need to understand the reasons for those not returning to their studies.

The Interim CEO noted there was a variable picture nationally on apprenticeships, with other colleges reporting a decline from projected to actual outcomes.

Whilst recognising the impact of external factors on recruitment, which were out of the College's control and made planning difficult, the Board agreed that it was nonetheless important to ensure that forecasting, risk assessment and mitigation continued to be as strong as possible.

9. RECOVERY PLAN STEERING GROUP UPDATE

The minutes of the Recovery Plan steering group (RPSG) were noted. All milestones within the Plan were currently on-track. The Steering Group had discussed the alignment of the work of the RPSG and the Transition Board. It was agreed that a focus on the merger was essential and that a workstream would be created to allow tracking of the Transition Board objectives.

10. TEACHING AND LEARNING

10.1 STUDENT VOICE/STUDENT GOVERNOR REPORT

The FE Student Governor reported that the Student Conference would be taking place later in the term and that he would be supporting the training of the new Student Executive members. Work to combine the HE and FE student voice structures and ensure that they were equal in strength was underway. He had recognised that the role required more visibility to fellow students, so a separate student governor email account had been set up to encourage communication and receive feedback easier.

Noting the HE Student Governor's recent departure from the Board and the timeline of the impending merger, a recommendation was made to co-opt HE members of the Student Executive team, so that the HE student voice continued to be heard at Board level.

The Lead Governor for Student Voice and FE Student Governor had also been working together to set up a student voice conference spanning universities and colleges in Sussex and Brighton and Hove. Its aim was to eliminate siloed thinking about colleges and create a universal voice.

The Chair of the Board welcomed the work to bring a stronger student voice to the Board and thanked the FE Student Governor for his ongoing commitment.

Action:

Appoint a co-opted HE Student Governor. (FE Student Governor/Principal/Governance Officer)

11. FINANCE COMMITTEE REPORT AND RECOMMENDATIONS

The Finance Committee business had been covered by the Board under item 8.

12. AUDIT AND RISK

12.1 Risk Register

The Board noted the key risk register.

12.2 Audit and Risk Committee Report and Recommendations

The Chair of the Committee noted the summary of the meeting on 5 October. Members had received a risk training session, focusing mainly on the Board's risk appetite and the development of a Board Assurance Framework. Both internal and external audits were progressing as per the agreed plans, and feedback from auditors had been positive regarding the work undertaken with various teams during the fieldwork stages. The Self Assessment Questionnaire had been recommended to the Board for approval as part of the regularity work of the external audit.

The COO drew the Board's attention to the ESFA funding audit, which was scheduled to commence in mid-November. RSM had advised that the External Audit opinion and Report would not be finalised until until the funding audit was complete. This in turn would impact on the timescale for signing off the previous year's Annual Report and Financial Statements, and an extension being sought from the ESFA to end of January 2022. It was confirmed that delegated authority to a Financial Statements Subgroup could be approved at the December Board meeting if required.

Action:

Proposed that delegated authority would be given to a sub-group of the Board to approve the final Annual Report and Financial Statements if required

(Chair/COO/Governance Team)

Invite Co-opted members of the Audit and Risk Committee to the awayday.

(Governance Officer)

RESOLVED:

- i. That the Internal Audit Plan be APPROVED**
- ii. The Regulatory Self Assessment Questionnaire be APPROVED**

- iii. That the Counter Fraud Strategy be APPROVED
- iv. That the ARC ToR be APPROVED

13. GOVERNANCE MATTERS

RESOLVED:

That the proposal not to fill the staff and student governor vacancies, but instead co-opt HE members of the Student Executive was APPROVED.

14. RACE TO ZERO FOR UNIVERSITIES AND COLLEGES LETTER

RESOLVED: That the Race to Zero for Universities and Colleges letter was APPROVED and the Chair and Interim CEO's signature would be applied.

15. ANNUAL FOI AND DATA PROTECTION REPORT

The Annual FOI and Data Protection report for 2020-21 was noted.

16. COLLEGE SEAL REPORT

The College Seal report for 2020-21 was noted.

17. POLICIES AND PROCEDURES

17a. MODERN SLAVERY AND HUMAN TRAFFICKING STATEMENT

Approval for the statement would be deferred to December as more detail was required regarding monitoring of processes and performance. It was recommended that the policy was cross-referenced with the safeguarding policy. Monitoring at Board level would then be undertaken by the HR & Remuneration Committee.

Action:

Submit a revised version of the policy to December Board. (COO)

18. DATE OF NEXT MEETING

The date of the next meeting was confirmed as Wednesday 15 December at 3.30pm

19. ANY OTHER BUSINESS

None

CONFIDENTIAL STAFFING ITEMS

Items 20 and 21 were recorded in Part 3 minutes on the grounds of personal sensitivity. Staff in attendance, staff and student governors withdrew these discussions.

Signature of Chair..... Date.....

