

**Greater Brighton Metropolitan College
Board of Governors**

**Minutes of a meeting held at the West Durrington Campus
Monday 30 October 2017 commencing at 4.30pm**

- Present:** Eileen Houghton, Nick Juba (CEO), Ian Lowrie, Joy Mercer
Julie Nerney (Chair), Martyn Wilks
- In attendance:** Jenny Brooker (Governance Adviser), Jon Rollings (COO)
- Apologies:** Natalie Brett, Sharon Collett (Principal), Jim Hynes (Staff Governor),
Scott Marshall, Debbie Waring (Staff Governor)

HE AWARDS CEREMONY

42. On behalf of the Board, the Chair congratulated staff and students on the successful Higher Education Awards Ceremony held on 6 October 2017 which had been a privilege to attend.

MINUTES

43. Subject to minor grammatical amendments, the minutes and confidential minutes of the meeting held on 18 September 2017 were taken as a correct record and signed by the Chair.

MATTERS ARISING

Schedule of decisions

44. The Board received and noted a schedule outlining the progress of actions from the minutes of the last meeting which were all complete or in planned implementation.

Minute 494: Student Governor Appointment

45. A marketing campaign was in place for the recruitment of an HE student governor. The closing date for applications was 20 November 2017. The vital importance of an increase in student engagement by the Board in addition to the recruitment of an HE student governor (as identified in Governor feedback to the Chair and at the 2 October Away Day) was discussed.

RESOLVED:

The Chair to lead a selection panel of governors on the shortlisting of HE student governor applications in advance of an election and the panel to include Joy Mercer.

KEY OUTPUTS FROM OCTOBER AWAY DAY

46. The Board considered a report on the key outputs from the Board Away Day held on 2 October 2017. In response to the new Strategic Plan and governor appraisal feedback the event had focused on Board composition (including succession planning), stakeholder engagement and Board responsiveness.

Board Recruitment

47. A revised governor search and recruitment procedure was considered. A key alteration to the existing procedure was for potential applicants to attend a Board meeting as part of the selection process as a means to assess fit, chemistry and board behaviour as part of the governor selection process. In addition, with regard to the recruitment of student governors, extra weighting would be given to applicants with a minimum of two years of their course of study remaining. This recommendation was in response to an Away Day discussion on mechanisms by which to maximise student governors' understanding of their role and contribution to the Board.
48. The recruitment procedure adopted from Northbrook College precluded CEO involvement on the selection panel for staff and student governors. It was reported that the rationale for this was to separate management from the Board selection process. Members expressed concern however that this could potentially result in a student or staff member being appointed to the Board whom were struggling with time management and the appointment might not therefore be in the individual's best interests. After a lengthy discussion, it was agreed that it was the responsibility of the Chair to form a selection panel for the recruitment of any Board Member and to conduct any due diligence they so wished on any applicant.
49. Mechanisms to recruit external Members, who were strategic, had experience of operating at Board level, knowledgeable and could demonstrate positive impact on organisations they had served, were discussed. This included advertising, word of mouth and the use of sector recruitment medians such as Inspiring FE Governance. Taking into consideration the current equality and diversity profile of the Board, it was agreed that vacancies should be advertised with local representative BME and LGBT organisations, as a means to maximise applications from these currently under-represented groups on the Board.

RESOLVED:

- (i) **Minor changes be made to the proposed governor search and recruitment procedure to reflect that the Chair has responsibility for determining the composition of a governor selection panel and undertaking due diligence on any applicant.**
- (ii) **That the Chair be delegated to approve to the governor search and recruitment procedure.**

Board Membership

50. Discussions on Board composition at the Away Day had concluded that to optimise the effectiveness of the Board, there should be a move toward a smaller Board size with the aim of increasing cohesiveness, interaction and visibility of each Governor. It was agreed in order to ensure that all key skill areas were covered, there was a need

to recruit individuals with senior, board-level experience alongside skills in multiple areas and with the business acumen to develop strategy, drive improvement and challenge senior managers. In addition, that the Board composition should be reviewed annually alongside the review of the College strategy as any change in the environment impacting on the strategy, may influence the skill and experience requirements of the Board.

51. Taking the drive to reduce board size into consideration and the current terms of office and skill set of the Board, it was agreed that there should be a move toward a membership of six external governors and the commencement of a governor recruitment campaign including the recruitment of an individual with a financial skill set.
52. In line with the reduction in external members, a reduction in internal members was discussed. The Board reflected on the legal requirement for one student governor and one staff governor, the larger area of provision at the College being Further Education rather than Higher Education but that traditionally, Higher Education student governors had been far more engaged in the work of the Board than Further Education student governors.
53. It was acknowledged that it took time for individuals to understand the work of the Board and their role as a Governor. To maximise the potential contribution of a student governor to the Board, it was identified that they should ideally have more than one year left of their course of study. In addition, that the role could be of particular benefit to graduates moving into business by providing them with Board level experience.
54. It was acknowledged that whilst staff and student governors were not representatives of those groups, it was essential that any reduction in the number of staff and student governors, was accompanied by a broader set of activities for the Board to hear the staff and student voice to inform its decision making. Members acknowledged that there were more effective mechanisms for engagement with staff and students than duplication of each governor role on the Board and that these could be developed further. This included governor attendance at College events.
55. The resulting impact on quorum numbers on a change to the determination of membership was discussed. It was identified that there should be a minimum number of external governors for a meeting to proceed and that this be stipulated within the Standing Orders.

RESOLVED:

- (i) **That a consultation take place on Board Composition and engagement including a reduction in staff governors and student governors to one of each category.**
- (ii) **That a student and staff engagement approach be developed with input from the Executive Team and Joy Mercer.**
- (iii) **That a Governor recruitment campaign commence.**
- (iv) **That the Instrument and Articles and Standing Orders quorum statement be extended to state "Meetings of the Board should be quorate if the number of Governors present is at least 40% of the total number of Governors rounded up to the nearest whole number, including a minimum of four external Members".**

- (v) **That the determination of Membership of the Board be considered on an annual basis at the summer Away Day.**
- (vi) **The timings, location and description of College Events be circulated to Board Members.**

Governor Roles

- 56. Given the critical importance of Board oversight of safeguarding and prevent, consideration was given as to whether, as common place in the sector, there should be a lead governor for the area.
- 57. It was identified that, whilst there was no legal or regulatory requirement for a lead governor, it would provide an additional level of Board assurance for monitoring Safeguarding and Prevent processes and ensure the triangulation of evidence provided to the Board in such reports.
- 58. The safeguarding and prevent reporting cycle to the Board was discussed and the CEO outlined the Management processes for monitoring data regarding safeguarding incidents and referrals. It was agreed that a guidance note on statutory safeguarding guidance for schools and colleges, should be provided to Members.

RESOLVED:

- (i) **That on the annual review of safeguarding at the next meeting of the committee, consideration be given to whether a lead governor for safeguarding should be appointed.**
 - (ii) **That a briefing note on the safeguarding Department for Education legal requirements, be provided to the Board.**
- 59. The benefits of the introduction of a second Vice Chair role was considered with regard to distribution of the workload and sounding board for the Chair. It was identified that it would be preferable for the Vice Chairs to have a focus on different areas with one having a remit of commercial and business and one with education, quality and the student experience.
 - 60. The tenures of the existing Board and Committee Chair and Vice Chairs had elapsed and there was agreement that the tenures should be formally extended. It was identified that succession planning was required with regard to the Membership of the Audit Committee however, as Eileen Houghton was due to retire from the Board in March 2018.

RESOLVED:

- (i) **That there continue to be one Vice Chair role to include the position of Senior Independent Director.**
- (ii) **That a second Vice Chair role be introduced, that the Standing Orders be updated to reflect this and that Joy Mercer be appointed to this position until 31 July 2018**

- (iii) **That the following appointments be extended to 31 July 2018:**
Chair – Julie Nerney
Vice Chair and Senior Independent Director – Scott Marshall
Audit Committee Chair – Eileen Houghton
Remuneration Committee Chair – Joy Mercer

Schedule of Business

61. Governor appraisals and Away Day discussions had identified a need for the Board to utilise its time more effectively to focus on strategy whilst still conducting the required approvals and analysis of prior delivery.
62. The schedule of business had been developed to reflect this feedback. It now provided opportunities for the Board to consider and inform draft strategies and receive presentations from guest speakers on key issues impacting on the strategy, such as skill shortage areas in the local area and economic plans for the Greater Brighton region. It was identified that that schedule would be subject to changes in response to College operations and sector developments.

RESOLVED:

That the revised 2017-18 schedule of Board Business be noted.

2017/18 COLLEGE KPI'S

63. The 2017/18 college targets were presented for approval. The CEO advised that they were intended to provide a balance between being achievable and aspirational.
64. In response to queries following scrutiny of the targets, the COO confirmed that the finance targets were in line with the approved budget and their correlation with financial health scores had been taken into consideration. Members discussed the benefits of a more qualitative assessment of teaching and learning, an increase in the number of HR targets and the importance of staff feedback mechanisms to the Board in addition to the staff survey held once every two years.
65. Members sought assurance that the targets had been informed with appropriate benchmarking data, a robust process had been used in their establishment and there were effective systems in place to ensure staff were clear of their importance and any implications of non-achievement. The CEO was also asked to explain incidences where a target had been set lower than the prior year.
66. The CEO advised that the targets has been developed primarily at Assistant Principal level in consultation with Heads of Departments taking into consideration sector changes such as new grading systems to English and Maths. The difficulties of obtaining benchmarking data of similar size colleges was discussed and the CEO provided assurance that the targets had been robustly developed taking into consideration last year's performance, existing data for the current year, sector challenges and benchmarking data. It was acknowledged that whilst it was important to contextualise the college in the sector, the College was on its own path to improvement and there would be areas where it was in front or behind benchmarks
67. With regard to the consequence to managers of not achieving targets, it was reported that Assistant Principals and Heads of Department were held to account at quarterly performance reviews and through the objective-setting and appraisal process. The

importance of appraisals being completed was endorsed by the Board. It was recognised that the planned development of a People Strategy would provide an opportunity to strengthen the motivation of staff to achieve department targets.

68. The importance of clear communication of the targets was discussed and it was suggested that a target definitions paper be made available to assist new governors and staff in understanding some sector terminology.

RESOLVED:

The 2017-18 Key Performance Indicators be approved and clearly communicated to staff.

LONG TERM SUCCESS MEASURES

69. The proposed long term success measures were rolling ones for the life of the 2017-22 Strategic Plan and would be reviewed as part of the annual review of the strategy.
70. Members discussed the feasibility of being able to measure the achievement of long term targets and the difficulty in holding the Executive Team to account on such aspirational targets that could be heavily impacted on by issues outside of the Colleges' control such as political changes.
71. It was acknowledged that the measures would evolve over the life of the strategy and could be revised as part of the annual review of the strategy. The adoption of the measures would lead to the establishment of annual targets which would be monitored through CEO reports. The achievement of success measures would also form part of the CEO appraisal process conducted by the Chair.
72. On scrutiny of the proposed measures, the Board challenged the maintenance of HE numbers rather than growth. Although the sector decline in HE numbers had been reflected in enrolment figures, it was argued that a review of the College HE offer and potential changes to provision could result in the college going against the market trend and increasing in numbers.
73. It was acknowledged that under the strategic objective of 'building partnerships' there would need to be pragmatism in measuring the target of identifying and reviewing opportunities for partnerships. It was identified however that other success measures could be developed from this.
74. The Board requested that the word 'comprehensive' at target 3.4 be replaced with measurable terminology. In addition that with regard to targets 2.2, 2.5 and 5.4, detail be added on the definition of baseline information to enable measurement. Subject to these amendments and further consideration being given to the success measure around HE learner numbers, it was

RESOLVED:

That the 2017-22 Success Measures be approved

CEO REPORT: October 2017

Key Issues

75. Presenting the Executive Summary, the CEO advised that there was a Government drive for the establishment of Institutes of Technology (IoT) and the possibility of the College being involved in the development of an IoT had been explored with more information to be brought to the Board should there be any potential for this.
76. Work was underway to bring all college safeguarding activity under a single Safeguarding Assurance Framework (SSAF). A report on safeguarding was scheduled for consideration by the Board at its next meeting.

RESOLVED:

The Chair to be copied in to correspondence regarding the establishment of the Single Safeguarding Assurance Framework

[An item was taken as confidential at this point. See confidential min 97-100]

Quality

77. With regard to enrolments, Higher Education learner numbers were 22 adverse to budget and 16-18 FE was approximately 50 over target. The two systems used for 207-18 recruitment and enrolment would be developed to one system for the following academic year and it was hoped that the new system would be electronic. It was identified that improvements had been made in the forecasting of learner numbers to prior years.
78. It was reported that there was a current focus on out turn achievement, i.e. how many students were retained and did they achieve their qualification. Quarterly performance reviews were currently taking place where each course team analysed the data and identified what improvements could be made for the current year.
79. In response to queries, the CEO advised that the College was well above national average in its overall achievement rates but there were some pockets of weakness, such as functional skills, that need to be addressed.
80. In reviewing the quality data provided, the key concerns of the Board were identified as Apprenticeships, English and Maths and Progress. There was also disappointment expressed that although employer satisfaction was well above national average, it had not met the high target set. It was confirmed that further detail on the 2016-17 quality data would be provided to the Board through the College Self Assessment Report and the forward looking College Improvement Plan which would set out the action being taken to address this. It was agreed that additional assurance was required on areas of concern and that it would be helpful for Joy Mercer, in her capacity as Vice Chair with a focus on quality, to meet with the Principal.

RESOLVED:

- (i) **Further data on out turn achievement be provided to the Board through submission of the 2016-17 Self Assessment Report at the December meeting.**
- (ii) **That Joy Mercer meet with the Principal to discuss particular quality areas of concern identified by the Board.**

Funding

81. It was reported that there were no changes to previously reported out turn for 2016-17 and a first draft had been completed of the September 2017 accounts. A discussion followed on the merits of changing the profile of the budget to take account of spikes in funding income or costs incurred. The COO advised that the current budgeting process was the most simple and effective way to monitor monthly spending as there was no possibility of a varied profile hiding adverse income or cost movements.

Finance

82. The shared services project had now been wound down and the College was now contracting directly for its Finance, HR and Payroll systems.

[An item was taken as confidential at this point. See confidential min 101]

83. Members sought clarification on the impact of merger costs on EBITDA. The COO provided assurance that the outturn was broadly in line with the forecast reported in June.
84. Members challenged what procedures were being put in place to prevent a repeat of a fraud incidence that had previously been reported to the Board. The CEO advised that legal advice had been obtained and the individual had agreed to comply with the conditions set out by the College. In addition, the International Manager would be travelling to the country where the incident had taken place as part of the monitoring of the issue.

Human Resources

85. The consultation on the phase three staffing restructure was in place and ended on 17 November. The CEO advised that there were significant numbers of staff involved in the process so it was a turbulent time, that communications were in place with the Trade Unions and that the financial impact on harmonisation would depend on which staff were appointed to the new roles. The Board were provided with assurance that they would be kept updated on the issue.
86. There continued to be challenges in the recruitment of assessors in certain sectors. It was confirmed that this was a common issue in the sector as salaries were higher in industry than in education. The situation in construction was exacerbated due to a boom in the local construction industry. The Board asked that the issue be considered as part of the People Strategy and a discussion followed on potential mechanisms by which to attract high quality industry professionals to this positions.

Property

87. A £5m bid submitted to the Local Growth Fund for the redevelopment of the Pelham Campus had successfully passed the first stage of the Coast to Capital review process. It would now proceed to the second stage with a final decision to be made by the Local Enterprise Partnership on 16 November. On behalf of the Board, the Chair thanked the Executive Team for the work involved in developing the bid and Scott Marshall for his contribution. The Board was advised that should the bid be successful, the next steps would be to proceed to a detailed design process with

engagement with staff and student bodies, before the development of a planning application.

88. The development of the Brighton East campus was complete although quarterly returns continued to be submitted to the LEP to monitor the agreed scheme outputs.

AUDIT COMMITTEE REPORT

89. The draft minutes of the Audit Committee meeting held on 9 October 2017 were received for information. It was noted that the selection process for the recruitment of an internal audit service was taking place. The regularity audit self-assessment questionnaire was considered for approval.

RESOLVED:

- (i) **The Regularity Audit Self-Assessment Questionnaire responses be approved.**
- (ii) **The Selection of an Internal Audit Service be delegated to the Selection Panel.**

ANNUAL REPORT ON THE USE OF THE COLLEGE SEAL

90. A record of the use of the College Seal during 2016-17 was noted for information.

ANNUAL REPORT ON FREEDOM OF INFORMATION (FOI)

91. Proposed minor revisions to the FOI Policy were considered and a log of the FOI requests received during 2016-17 were noted.

RESOLVED:

Minor revisions to the Freedom of Information Policy be approved.

ANNUAL REPORT ON DATA PROTECTION

92. The Board received and noted a report on existing Data Protection arrangements, the number of Subject Access Requests received during 2016-17 and an overview of the forthcoming EU General Data Protection Regulation.

RESOLVED:

The Board note the report on Data Protection.

APPROVAL OF STANDING COMMITTEE MINUTES

93. The Board received a report on proposed arrangements for approval of minutes of the final meetings of Standing Committees in place pre-merger.

RESOLVED:

- (i) That the proposed arrangements on the approval of Standing Committee minutes be endorsed.
- (ii) That the Northbrook College Search Committee Minutes of 17 November 2016 be approved.

OFFER TO PURCHASE PROPERTY

94. The Board discussed an offer the College had received to purchase two local properties. After due consideration and taking into account the financial cost, it was

RESOLVED:

That the offer to purchase one or both properties offered to the College be refused.

DATE OF NEXT MEETING

95. It was confirmed that the next meeting of the Board was scheduled to take place on Monday 20 November at 4.30pm at the Brighton East Campus with a tour of the Campus preceding the meeting at 4.00pm.

MEETING EVALUATION

96. An evaluation of the meeting was led by the Chair with Members considering if the meeting had been strategic and focused with minimum time spent on things that the Board could not influence or change. The following points were agreed:
- The meeting had been future focused and where time had been spent looking at past events, it had been with a focus on what could be improved next time.
 - Although there had been a strategic focus to the meeting, there had been a lot of time discussing procedural issues resulting from the October Away Day discussions.
 - Members welcomed the quality of the meeting reports including the Executive summary narrative provided in the CEO report, the good level of challenge and debate and the engagement of all members.
 - An area identified for improvement was for the summary of away day discussions to be e-mailed to Members in advance of a report to the next Board meeting.

The meeting closed at 6.55pm.

Signature of Chair John Naylor Date 20/11/17