

GOVERNING BODY
Minutes of the meeting held at 2.00pm on 29 March 2019

Present: E D'Souza (Chair) S Daley (Vice Chair)
 C Higgins (Vice Chair) K Points
 S Clarke R Berongoy
 D Wildridge J Wakelam
 N Savvas, Principal/CEO

In attendance: L Moody, Vice Principal Employer Engagement
 C Shaw, Vice Principal Quality and the Student Experience
 S Graham, Interim Director of HR
 R Stevenson, Operations Director
 J Bridges, Clerk to the Corporation

There were no interests relevant to items on the agenda declared by members.

1 Apologies for absence

Apologies for absence were received from S Howard, J Gazzard and A Maltpress. The Vice Principal Finance and Resources, S Jones, also passed on his apologies.

The Clerk confirmed that due to a series of non-attendance at Committee and Corporation meetings the Student Governor, E Foster, has tendered his resignation from the Corporation with immediate effect. Recruitment for a student governor to join the Corporation is already underway.

2 Minutes of the meeting held on 20 December 2018

The minutes of the meeting (minute book pages I049-I061) were agreed as a correct record subject to removing the unfinished sentence under item 5.6 on page six penultimate paragraph to remove the words 'With this in mind the Corporation viewed'.

3 Matters Arising from the meeting held on 20 December 2018

There were no matters arising.

4 Committee Chairs' Summary Reports
4.1 Resources Overview

The report was received and **considered** by members (minute book page I062).

The Chair of the Resources Committee, S Clarke reported that at month 6, the College is performing well, cash is healthy and despite the weaker performance against the HE income target (reported earlier in the year), positive performance against other budget lines have compensated for this shortfall. This leaves the current forecast for the year end stronger than that of the original budget. The Corporation acknowledged that the key challenge for the rest of the year is to continue to exercise strong budgetary control over expenditure and ensure that planned income is achieved. Members were also pleased to note that all loan covenants have been fulfilled.

4.1.1 Financial Regulations Amendment

The Financial Regulations were received and **considered** by members (minute book pages I063-I064).

The Financial Regulations were reviewed and modified in the autumn term and were subsequently approved by the Corporation at the meeting held on 20 December 2018.

Action

JBridges

The findings from a recent audit made a couple of useful recommendations to revise in the Regulations and these revisions have been made and are supported by the Resources Committee to be changed.

The Corporation **approved** the revisions. **Proposed** by C Higgins and **seconded** by J Wakelam.

4.1.2 Service Level Agreements

The report was received and **considered** by members (minute book pages I065-I067).

There are a number of SLAs currently in place that require approval in order to allow for the related party transactions to complete. Some of these SLAs require approval also for the forthcoming year plus the addition of some new ones as the shared services approach is broadened.

All of these SLAs have been considered by the Resources Committee who confirm their agreement to commend them for approval by the Corporation.

In essence those for approval/renewal are as follows:

The following SLAs are currently in place for services to Suffolk Academies Trust from the College firstly for the provision of CEO, CFO, Clerk and Company Secretary roles at £64,166 which requires confirmation of successful review to continue to run to the expiration date of 31 August 2019. In addition, there is an SLA for Admissions assistance to Abbeygate by WSC, provided at cost, which is due to expire on 29 March 2019. These are both working satisfactorily but it is proposed that the first one (CEO, CFO, Clerk and Company Secretary SLA) is approved to continue to its expiration date (31 August 2019) but is then renewed at an increased cost of £100K to expire on 31 August 2020. The second SLA (for Admissions assistance to Abbeygate) is to be approved by the Corporation in order to complete the approval route but will cease on 29 March 2019 as planned but will be subsumed within a new proposed Support Service SLA (as detailed below).

The SLA that exists for services provided by Suffolk Academies Trust to the College for the provision of a Project Manager to support the submission of the College's application for capital funding for an Institute of Technology requires the formal approval of the Corporation. At the point of inception of this SLA non-conflicted approval could not be obtained. This has since been resolved with the resignation of three Governors (R Inman, S Healey Pearce and C Ridgeon) who no longer hold a Governor role of the College and are solely SAT Trustees who now fulfil the role of vetting Related Party Transactions. Formal approval of this SLA is still required albeit this work has now come to an end.

There are two new proposed SLAs, one relating to support services and the other to curriculum provision. It is proposed that in preparation for a shared services arrangement between the College and SAT, a new SLA for sharing certain management leads and administrative staff be created. This arrangement will pool expertise, encourage sharing of best practice and improve corporate agility through a group approach to some of the constituent operations of the Trust and the College.

The proposed SLA will predominantly relate to sharing the cost of key managers at both the College and SAT but in addition some other support staff posts at the College in support of Abbeygate Sixth Form College which is located adjacent to

the College main campus e.g. fractional HR post. This arrangement will not be to the detriment of the College budget and will generate more capacity for the College. This SLA is to be capped at a net cost to the Trust of £110K but will be split into two supplies; one for services from SAT to the College and the other for services to SAT from the College for VAT compliance purposes. The SLA will apply from 29 March 2019 to 31 August 2020.

The second new SLA offers an opportunity to share the cost of capable and talented curriculum staff to support the new Sixth Form College (Abbeygate) in its infancy. This arrangement will enable the appointment of a limited number of staff that will help shape and grow the new Sixth Form without creating a significant cost burden to SAT since the costs can be partly shared with the College. The SLA is based on a current maximum of £150K charge to SAT thereby allowing capacity for a number of such roles as they may be required. In line with the Academies Financial Handbook for SAT all services are to be provided at cost and therefore it is possible that the charge may be considerably less. This new SLA is proposed to apply from 29 March 2019 to 31 August 2020.

Finally, there are two further SLAs for the provision of accommodation by the College to Abbeygate Sixth Form College for the current year but also as part of the transit arrangements needed prior to the completion of the new build. The first element (for the current year) equates to £8,442; the second element for the 2019/20 academic year (subject to a separate approval process with the ESFA) will be in the region of £500K to provide the accommodation needed for Abbeygate Sixth Form College students as the completion of the new build is delayed. The majority of this sum will be specifically grant funded by the ESFA but the exact detail on this is yet to be determined. Both SLAs require approval of the Corporation.

After due consideration the Corporation **approved** the SLAs en bloc and accepted those that just required a review (as detailed above). It was noted that for completeness of an approval process the Audit and Risk Management Committee of the College will instruct an internal audit to review the assessment of these Related Party Transactions to provide the assurance to the Board that due diligence of these arrangements has been appropriately applied. **Proposed** by C Higgins and **seconded** by K Points.

4.2 Standards and Excellence Overview

The report was received and **considered** by members (minute book pages I068-I069).

The Chair of the Standards and Excellence Committee, S Daley reported that overall student attendance is at 89%. Retention remains strong for both 16-18 and 19+ at 96%. Apprenticeship performance remains strong with a predicted achievement rate of 75% compared to a 70% achievement rate last year.

Currently there are 24/140 courses rated 'at risk' across the College compared with 17/140 at the same time of the last report. Assessment progress in the large majority of areas remains either on or ahead of target, with Access to HE courses continuing to do well as assessment progress in this area was weak last year.

With regard to the College workforce report the rate of staff turnover is on/around the sector norm and is at a healthy turnover rate. Other KPI measures are being developed and accuracy of data checked, processes streamlined and central records are to be digitised.

4.3 Audit and Risk Management Overview

The report was received and **considered** by members (minute book pages I070-I071).

There has been no risk movement since the last review of the register in December 2018. The current risk position shows at a glance that the number of risks with a high likelihood is 3 in the red zone; 5 amber; 12 yellow and 18 in the green zone (low risk). There are no new risks added to the register.

In terms of GDPR compliance, the College has now completed 56% of its Compliance action plan to date, leaving 35% progress required and only 9% for immediate action.

At the time of writing the report there were 71 staff left to complete the online GDPR training. This is now down to 45 staff left to complete and line managers are helping to encourage their staff to comply and complete.

The College has dealt with 2 Subject Access Requests since 25 May 2018. One request was satisfied. The other was declined due to the excessive volume of the information required.

The Breach Book was opened on 25 May 2018 and the College has experienced and recorded 15 minor breaches in this time. 8 cases were due to information being disclosed in error, 4 cases of information lost in transit, 1 case of non-secure disposal of information and 2 other cases. No case was categorised as significant nor was reportable to the ICO. All cases were investigated and where appropriate the implicated individuals were informed.

Governors asked how data held offsite is managed and safeguarded and assurance was provided by the College Secretary who confirmed that any data held on a USB memory stick is now encrypted and we have a number of laptops (160) that are to be replaced with the technology inside (TPM card) to enable encryption and this is in our compliance plan. Removal of paper data is to be tracked and traced and we need to remember that it is only non-PII (Personally Identifiable Information) that can be held outside of College systems.

It was further questioned if there was confidence that the 15 minor breaches reported are the only number of breaches experienced. The College Secretary, who holds the responsibility of the Data Protection Lead for the College, confirmed that the training she has delivered and College culture of 'if in doubt, don't give it out, give me a shout' is working well with staff checking first with the DPL before releasing data or questioning if something doesn't appear to look right. This approach is realising a collaborative awareness and not a blame culture so there is confidence that reporting levels are realistic and accurate.

4.4 Property Task and Finish Group Overview

The report was received and **considered** by members (minute book pages I072-I074).

The Chair of the Property Task and Finish Group, S Clarke confirmed that there was nothing further to report than already received by the Corporation, but the following requests for delegated power were asked of the Corporation;

- 1) To approve to give delegated power to the Chair of the Resources Committee on the advice of the Property Task and Finish Group, to approve the award of

the contract for additional capital cost to adapt the factory bay at Vintens in order to meet the required building regulations;

- 2) To approve to give delegated power to the Chair of the Resources Committee, on the advice of the Property Task and Finish Group, to approve the release of an appropriate sum (up to the sum of £25K) to cover costs of architectural services to progress our own development of a 'Polytechnic of the East' (IoT) at the Vintens site; and
- 3) To approve to give delegated power to the Chair of the Resources Committee to contract services (up to a maximum of £100K + VAT) to facilitate the relocation of Animal Services from Newmarket Academy to main Campus at the College. The cost is not budgeted for and would need to be taken from a balance of reserves and revenue given that there will be a £20K per annum saving on rent.

It was suggested that an Extraordinary meeting of the Resources Committee is to be convened in order to expedite the approvals required to progress our capital projects. A Property Task and Finish Group meeting is to be convened in the immediate weeks to assess the approvals required so that the Resources Committee can make an informed decision/approval. All governors are to be invited to attend the Extraordinary meeting of the Resources Committee.

JBridges

The Corporation **approved** to award delegated power to the Chair of the Resources Committee, on the advice of the Property Task and Finish Group, in respect of the requests (as detailed above). **Proposed** by J Wakelam and **seconded** by S Daley.

R Stevenson left the meeting at 2.50pm

4.5 **Safeguarding Overview**

The report was received and **considered** by members (minute book pages I075-I076).

The Chair of the Safeguarding Board and Governor Lead for Safeguarding, K Points commented that considerable work has been undertaken to reduce the risks that came out of the recommendations of the recent advisory audit.

The DBS checks of staff are progressing well with almost all now checked and records in place. The Board tasked the Interim Director of HR to report back on compliance with this critical check process to ensure that absolute compliance is completed to the Standards and Excellence Committee and the Safeguarding Board who are to report up to the Corporation with assurance that this has been satisfactorily completed.

SGraham

The Vice Principal Quality and the Student Experience confirmed that the Prevent referrals have been progressed and continual work with the Police and the Channel Panel to investigate these cases is in place and the individuals given the support that they need and keep engaged.

4.6 **Health and Safety Overview**

The report was received and **considered** by members (minute book pages I077-I078).

The CEO and Principal reported that we have a new Health and Safety Manager in place with oversight of this area now under the responsibility of the Operations Director, R Stevenson.

Regular monitor of peaks, trends and emerging risks to the College is reported upon to the Committee and preventative measures put in place. There are no issues of risk to report to the Board.

4.7 **Equality, Diversity and Inclusion Update**

The report was received and **considered** by members (minute book pages I079-I080).

The Vice Principal Quality and the Student Experience, C Shaw reported that there are no risks arising or decisions to make.

There are no emerging risks where students may be disadvantaged. There is one reportable gap that is being further investigated and this is reported back to the Equality, Diversity and Inclusion Board.

5 **Gender Pay Gap Report**

The report was received and **considered** by members (minute book pages I081-I082).

The Corporation acknowledged that the gender pay gap is not the same as unequal pay which is paying men and women differently for performing the same/similar work.

It was noted that the Gender Pay Gap Report has to detail and cover the following calculations;

- Average gender pay gap as a mean average
- Average gender pay gap as a median average
- Average bonus gender pay gap as a mean average
- Average bonus gender pay gap as a median average
- Proportion of males receiving a bonus payment and proportion of females receiving a bonus payment
- Proportion of males and females when divided into four groups ordered from lowest to highest pay.

In summary it was reported that the mean calculation for the College is 10.85% and median 10.30% against the national rate of 14.4%. There are more females employed at the College in every quartile. The number of males in the lower quartile remained static between 2017 and 2018 and the number of females increased by 8 (from 118 to 126). In the upper quartile the gap has increased again for females (90 to 98) and remained static for males (at 72).

The Corporation **approved** the report for publication on the College's website and for submission to the Government portal by the deadline date 30 March 2019. **Proposed** by C Higgins and **seconded** by S Daley.

6 **Strategic Matters**

6.1 **Principal's Briefing**

The report was received and **considered** by members (minute book pages I083-I097).

There has been an extensive number of events held and hosted by the College since the last meeting of the Corporation and these were all detailed in the Principal's report.

The most notable for mention included the creation of record labels, promotional activities, open events and other engagements and highlights that our staff and students have been involved in.

CPD and development of the staff has been paramount in this term with leadership and management development and we are looking at collaboration CPD programmes with local Schools and how we bridge the gap between primary schools into secondary and then into Further Education.

There are a number of bigger projects in the making as we work with the Energy sector and other big partners and collaborators. We now have an Opportunities Advisory Group (of Governors) who are tasked to explore a current merger opportunity with another regional College and while there is concern of the financial viability, we are only at the stage of submitting interest and have not entered into any formal due diligence process or commitment at this stage.

It is not known at this time why our application for an Institute of Technology was not accepted to interview stage. Feedback will be available once the DfE's interview process has concluded. Governors suggested that whatever guise (name) we choose to use to progress our own Institute the domain name(s) should be obtained/registered.

NSavvas

The Principal's report also detailed a huge repertoire of Awards, Promotional Events, Seminars, Talks, Conferences, Media highlights and digital activity since the last meeting of the Corporation (held in December 2018). Governors expressed their delight of such a comprehensive report which clearly details the vast range of activities and accolades that the College achieves on a daily, weekly, monthly basis; this is truly outstanding.

6.2 Update on Multi Academy Trusts (SAT and SENDAT)

The report was received and **considered** by members (minute book pages I098-I104).

Suffolk Academies Trust (SAT)

It was reported that the DfE is expecting to issue the building contract to the contractors by the end of March 2019 and final plans for the building will be developed, taking account of changes arising from the planning consultation. Work is expected to begin on site in April 2019.

Recruitment figures are positive, with 440 applications in the system. Further recruitment and marketing activity will take place once the contingency plans are formally announced.

The first two appointments have been made for a Director of Curriculum and Standards and a Student Services Manager. Teacher recruitment is underway.

Special Educational Needs and Disabilities Academy Trust (SENDAT)

There are currently 15 students enrolled on bespoke learning programmes at Angel Hill College through the WSC subcontracted agreement with the Trust.

SENDAT has been appointed by the Local Authority and Regional Schools Commission (RSC) to support a Local Authority Maintained Pupil Referral Unit (PRU).

Members noted the possible transfer of a Special Academy and the possibility that SENDAT may merge into a larger Multi Academy Trust. It was further reported that the SENDAT Outreach service contract has been extended by the Commissioner and Suffolk County Council to July 2020.

7 Governance

The report was received and **considered** by members (minute book pages I105-I112).

7.1 *Membership*

Resignations

As reported above (under SLA agenda item) R Inman, S Healey Pearce and C Ridgeon formally resigned from the Corporation in January 2019 and are now non-conflicted Trustees of Suffolk Academies Trust in order to make impartial decisions concerning Related Party Transactions.

Appointments

Under Article 12 of the Articles of Association for Suffolk Academies Trust the Members of the Academy shall comprise c) 4 persons who may be appointed by the College; and d) at least one independent member, provided that at any time the minimum number of Members shall not be less than three.

Back in July 2018 S Daley and S Clarke stepped down as Trust Members and joined the Board as Trustees leaving 2 vacant Member posts. The Chair of the Trust Members, R Carter, was tasked by the remaining Members to find two successors. He made contact with Martyn Wagner, former Deputy Principal of the College and Jan Bloomfield, co-opted Governor of the College who sits on the Appointments, Governance and Remuneration Committees.

Under Clause 15A of the Articles of Association “the Members may agree by passing a special resolution to appoint such additional Members as they think fit” and their approval of these appointments has been made. The Corporation endorsed both appointments. **Proposed** by C Higgins and **seconded** by R Berongoy.

7.2 *“Polytechnic of the East Board” Recruitment*

The College sent out an Expression of Interest inviting the top 10 employers involved in our bid from the outset to continue to be part of our project to deliver the best education, training and life chances for our students under the guise of the ‘Polytechnic of the East’ (working title).

We received a good number of expressions of interest and the VP Public Affairs for ARM, Stephen Pattison is to take the role as Chair for this employer led ‘Board’. As our project gains pace we will re-engage with our stakeholders to encourage greater participation.

7.3 *Evaluation of the Strategic Conference of 24 January 2019*

Overall the conference was well received and was described by attendees as Informative, Collaborative, Engaging and Useful. An Advisory Group has been formed consisting Chairs and Vice Chairs to look at the outcomes of the Conference which will inform future events and governance arrangements.

The Chair confirmed that the format of the Conference worked well this year. We are now planning to have a second half day Conference which would provide the Board with a strategic update and will include our partner Colleges; One, Abbeygate, the SAT Trustees, Members and Local Governors of the Academies. The future plan is to continue with a one day conference and provide a second half day in the summer term with the focus to provide a strategic update.

7.4 2019/20 Draft Calendar of Meetings

The 2019/20 draft calendar of meetings was shared with the Corporation and this was **approved** in principle.

8 Governors' Reports and Information

8.1 Representational Activities

Governors have attended and represented the College at a range of events during the past few months including the Hairdressers Guild presentation evening with employers invited to attend.

8.2 Training, Development and Governor Link activities

The Clerk is to contact all governors over the coming weeks to invite them to First Hand visits. These are based upon Governors availability and preference of where and what they would like to visit. Visits will include visiting One Sixth Form College, Local Learning Centres, the Milburn and main campus. Governors were complimentary of their previous visits and encouraged others to take part in as many visits as possible.

9 Any other business

None.

10 Review of Meeting

Any comments are to be forwarded to the Chair or the Clerk.

Date of next meeting

Monday 8 July 2019 at 2.00pm – Board Room of One Sixth Form College

The meeting ended at 3.50pm