

CORPORATION

Minutes of the virtual meeting held on 5 April 2023 at 10am

Present virtually:	C Chua H Colthorpe, Staff Governor	J Gazzard K Chapman S Howard
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In Attendance: A McGarel, CFO
S Gales, Governance Professional
S Wilding, Group Financial Accountant

Apologies: A Duffety

Absent: S Shaddock, FE Student Governor

Action

1 Declaration of Interests and Apologies for absence

C Higgins, E D’Souza, J Wakelam, N Savvas and S Daley as Trustees of Suffolk Academies Trust were not involved in this meeting due to their conflict of interest in relation to agenda item.

Apologies for absence were received from A Duffety and the absence of S Shaddock was noted.

S Howard (a Governor who is independent of Suffolk Academies Trust’s governance) assumed the role of Chair.

2 Related Party Transactions

The Corporation considered the proposed provision of services provided to and the procurement of services from Suffolk Academies Trust for 2023/24, 2024/25 and 2025/26 (noting that these constitute as Related Party Transactions and must be approved in advance by the ESFA).

The Corporation considered the Related Party Transactions associated value for money assessments, alongside the Corporation’s Procurement Policy and considered whether the assessment evidence compliance with the policy and whether due consideration was given as to whether all, some or any part of the services proposed, might more beneficially be provided by alternative third-party provision.

The Corporation **noted** the Related Party Transactions close association with the Eastern Colleges Group “Master Collaboration Agreement” and acknowledged the benefit of this collaboration.

The Corporation **noted** that Governors who are involved in the governance of Suffolk Academies Trust are considered ‘conflicted’ as these members have dual loyalties to manage. As such, and in accordance with the Corporation’s Code of Conduct, the Board **agreed** that these ‘conflicted’ Governors have (and continue to absent themselves from formal consideration and approval of related party transactions.

The Corporation (referring to the quorum of Governors who are independent of the governance of Suffolk Academies Trust and are therefore able to vote) **agreed** that it considers the Related Party Transactions represents a unique offer of unmatched best value for the College, for a range of reasons outlined in the best value considerations paper and value for money assessment.

The Corporation **agreed** that the services are most beneficially procured through the Related Party Transactions and (in line with previous years) recognises that the “Negotiated Procedure” (referred to by the ESFA as the “Sole Trader” exception to a competitive process), is the proper, proportionate, fair and open application of the

Corporation's Procurement Policy in relation to a manifestly unique offer of unmatched best value.

The Corporation **agreed to delegate authority to the Executive** to proceed, in accordance with the principles of the Negotiated Procedure, to finalise fair and reasonable specific terms and conditions in relation to the services within the Related Party Transactions with the at-cost principle for Group services, or on a subsidising below-cost basis and **instructs** the Executive to promptly prepare and submit to the ESFA the required application for related party consent.

The Corporation **agreed to delegate authority to Sarah Howard** as Chair of the Remuneration Committee to act as the College's authorised representative in executing and formally completing the declarations of due process required as part of the Related Party Transaction application, as appropriate.

The meeting closed at 10.09am