

CORPORATION

Minutes of the hybrid meeting held on 13 July 2022 at 2.00pm

Present physically:	A Duffety C Chua H Colthorpe, Staff Governor K Chapman J Wakelam	M Chatt N Savvas, CEO S Clarke S Daley, Vice Chair S Howard
Present virtually:	D Harvey (part) E D'Souza, Chair	L Blackaby, HE Student Governor
In Attendance:	A Maltpress, Observer C Shaw, Principal Sixth Form Provision G Chittock Nash, Group Vice Principal Students G Grainger, Chief Information Officer J Raffel, CFO R Bamford, Group Vice Principal Data and MI R Hetherington, Co-opted Governor R Stevenson, Group Operations Director S Gales, Governance Professional S Graham, Chief People Officer	
Apologies:	C Higgins, Vice Chair J Gazzard S Shaddock, FE Student Governor	

Part 1

1 Declaration of Interests and Apologies for absence

The Corporation welcomed A Duffety, C Chua, D Harvey, K Chapman and M Chatt as newly appointed members of the Corporation; and members introduced themselves.

E D'Souza, J Wakelam, M Chatt, N Savvas, S Clarke and S Daley declared their roles as Trustees of Suffolk Academies Trust. J Wakelam declared her interest as a West Suffolk District Councillor (in reference to agenda item 5.3.4). No other conflicts of interest in relation to the items of the agenda were declared.

Apologies were received from C Higgins, J Gazzard and S Shaddock.

2 Minutes of the meeting held on 30 March 2022

The minutes of the meeting held on 30 March 2022 were **agreed** as an accurate record.

The Corporation **noted** that in April and May 2022; Corporation members approved via email the appointment of A Duffety, C Chua, D Harvey, K Chapman and M Chatt as full Corporation members; and A Mapana as Co-opted Committee member.

3 Matters Arising from meeting on 30 March 2022

The matters arising from the meeting were summarised in the report and all actions reported had either been completed or, where appropriate an update had been provided on progress elsewhere on the agenda.

MA4 Following a meeting of the Committee Chairs, the CEO, CFO and Governance Professional are working to review the Risk Register and allocate risks to each Committee.

A Maltpress joined the meeting at 2.18pm

4 CEO's Briefing

Governors received and considered the CEO's Briefing summarising the performance and operational update of activities at the College including the Group central services; and at the two multi-academy trusts the College sponsors (SAT and SENDAT).

Action

N Savvas, as CEO, summarised the key points of the reports noting that it has been an immensely busy year with significant change. The result of which is a very strong Executive team who have supported students to flourish, a Good Ofsted result for the College and Outstanding Ofsted results at the Trusts, national awards for our staff (including for our work on Equality and Diversity) and for our students (including at World Skills events), achieved a balanced budget and an Outstanding ESFA Financial Health grade; all the while implementing robust systems and processes, and making continuous improvements to quality and central services across the Group.

Governors commended the work of the CEO and the Executive, and asked the CEO to extend the Corporation's thanks to all staff for their dedication to the Group and immense contribution for the benefit of our community.

CEO

5 Committee Chair's Summary Reports:

5.1 FE Educational Excellence Committee Overview

Governors received and considered the report provided which summarised the discussions and recommendations of the Educational Excellence Committee meetings in the Summer Term.

The Committee reviewed the college's progress on the 2021/22 Quality Improvement Plan, received curriculum updates for the Sixth Form provision and Apprenticeship and Adult provision as well as an update on student support. The Committee also reviewed Stakeholder feedback from Students, Parents and Employers, and an update on the complaints and compliments so far in 2021/22 to ascertain any themes or concerns; as well as received an update on Quality Assurance and Improvement and the executive summaries, papers and minutes of the Executive Board meetings: Equality, Diversity and Inclusion Board, Progression Board, and Safeguarding Board.

S Daley, as Committee Chair, noted that it has been a strong year with good student experience and progression, and positive in-year and forecast student achievement. S Daley noted that attendance at maths and English and the growing demand for wrap-around support continues to be a key area of focus as we see the legacy of the pandemic, but the Committee remain confident that the Executive's planned response to support students and increase attendance.

G Chittock-Nash noted that the welfare team have been granted 'Driving Change – supporting young adult carers in further education' accreditation; and noted that we are working with students to reduce barriers and support all students to access the welfare support available.

Governors commended the FE Curriculum and Welfare staff for their outstanding support of and service to our students.

5.1.1 Safeguarding Termly Report

Governors received and **noted** the termly report which had been scrutinised by both the Safeguarding Board and the Educational Excellence Committee.

5.2 HE Educational Excellence Committee Overview

Governors received and considered the report provided which summarised the discussions at and recommendations of the HE Educational Excellence Committee meetings in the Summer Term.

The Committee reviewed the college's interim self-evaluation document; compliance with Office for Students requirements, considered key performance indicators to monitor student progress and experience so far in 2021/22 and received updates in regard to student voice. The Committee also reviewed and considered the curriculum offer in terms of course viability and admissions and received the recommendation to establish Curriculum Development Board to inform strategic planning.

L Blackaby, as HE Student Governor, noted that there has been significant progress in establishing University Studies' distinct offer and strategy focusing on supporting local

people to access and progress in higher education; to move the higher education and adult professional development curriculum into the 'University and Professional Development Campus'; to develop robust systems and processes to comply with Office for Students requirements; to support academic staff to upskill with specific professional competencies; and to improve student experience and satisfaction.

Governors commended the HE Curriculum staff for their outstanding support of and service to our students.

N Savvas noted that University Studies NSS results have improved circa 10% from last year, which is a testament to the distance travelled to improve student voice and experience.

Governors noted the region does not yet have a confirmed Local Skills Improvement Plan (LSIP) but noted the Chamber of Commerce and College are working to try to confirm the LSIP for the region.

5.2.1 Self Evaluation Document

Governors received, considered and **noted** the interim self-evaluation document which had been scrutinised by the HE Educational Excellence Committee.

5.3 **Resources Committee Overview**

Governors received and considered the report provided which summarised the discussions and recommendations of the Resources Committee meeting in the Summer Term.

The Committee received the executive summaries, papers and minutes of the Health and Safety Board and Sustainability Board. The Committee also received the Spring terms Health and Safety Report (as scrutinised by the Health and Safety Board) and considered key performance indicators for HR. The Committee considered and recommend the College's Gender Pay Gap and Property Strategy, a proposal to install further photovoltaic cells on the roofs of College buildings, an update on IT and on the college's major works and capital investment bids. The Committee also reviewed, considered and recommend the College's anti-bribery and whistleblowing policies; and endorsed the College's appraisal and pay progression procedures.

A Duffety, as incoming Vice Chair of the Committee, noted that the resources teams have been working well to improve systems and processes; (including work to improve reporting of health and safety incidents to help identify trends and risks to be mitigated, improve data reporting and cyber security, and to implement new people-centric HR processes and IT systems). A Duffety noted that the sustainability board has been working to develop a long-term decarbonisation plan and this ambition has been included in the updated property strategy. The Committee also continues to oversee the various ongoing capital projects.

Governors commended the Group resources staff for their outstanding dedication and achievement of widespread improvements; and thanked the sustainability board for their work to promote sustainability internally and externally to businesses and our community.

5.3.1 Health and Safety Termly Report

Governors received and **noted** the termly report which had been scrutinised by the Health and Safety Board.

5.3.2 Property Strategy

Governors received, considered and **approved** the Property Strategy which had been reviewed and recommended by the Resources Committee.

5.3.3 Gender Pay Gap

Governors received, considered and **noted** the Gender Pay Gap which had been reviewed and recommended by the Resources Committee.

5.3.4 Photovoltaic Cells

Governors received, considered and **approved** the proposal to install further Photovoltaic Cells which had been reviewed and recommended by the Resources Committee.

5.4 Finance Committee Overview

Governors received and considered the report provided which summarised the discussions at and recommendations of the Finance Committee meetings in the Summer Term.

The Committee considered the monthly management accounts and key performance indicators to monitor financial performance so far in 2021/22, discussed the College's ESFA Financial Health Grade 2020/21 as confirmed by ESFA as Outstanding, reviewed the college's student applications compared to planned targets and apprenticeship pipeline and the college's bid register to ensure proper process was followed and due consideration was given to each bid in the context of the college's financial position, budget and/or forecast, and alignment to the college's property strategy and overarching vision. The Committee also reviewed and recommends the Subcontractor Provision for 2022/23 and Supply Chain Policy, Reserves Policy, Financial Regulations, the 2022/23 Budget and 2023/24/25 Financial Forecast and the recommendation of the Remuneration Committee.

S Clarke, as Committee Chair, noted that it has been a very challenging financial year and the Committee have worked to closely monitor and reforecast the year end position; and we continue to convene additional extraordinary meetings to review and reforecast and to understand the risk implications.

Governors commended the CFO and finance team for their work to respond to the changing financial circumstances; to identify savings and to work to achieve a surplus position.

5.4.1 Subcontractor Provision for 2022/23 and Supply Chain Policy

Governors received, considered and **approved** the Subcontractor Provision for 2022/23 and Supply Chain Policy which had been reviewed and recommended by the Finance Committee.

5.4.2 Reserve's Policy

Governors received, considered and **approved** the Reserve's Policy which had been reviewed and recommended by the Finance Committee.

5.4.3 Financial Regulations

Governors received, considered and **approved** the Financial Regulations which had been reviewed and recommended by the Finance Committee.

5.4.4 2022/23 Budget and 3-Year Financial Forecast

Governors received and considered the 2022/23 Budget and 3-Year Financial Forecast which had been reviewed and recommended by the Finance Committee.

Governors noted that the budget and 3-year financial forecast must be submitted to the ESFA by 31 July 2022, so Governors **approved** the 2022/23 Budget and 3-Year Financial Forecast.

Governors discussed the challenging national financial climate and asked the CFO to review the 2022/23 Budget and 3-Year Financial Forecast further; and Governors **agreed** to review the updated version at its next meeting on 31 August 2022.

CFO

5.4.5 Financial Objectives

Governors received, considered and **approved** the Financial Objectives which had been reviewed and recommended by the Finance Committee.

Governors discussed the metrics proposed and noted that these are based on the ESFA's benchmarking metrics.

5.5 Audit and Risk Management Overview

Governors received and considered the report provided which summarised the discussions at and recommendations of the Audit and Risk Management Committee meetings in the Summer Term.

The Committee considered the college's Risk Register to ensure that the college had identified pertinent risks and put in place appropriate and effective mitigations in place to minimise risk, and the progress made with previous internal and external audit recommendations. The Committee also reviewed the findings reports of the internal auditors so far in 2021/22, the proposed plan of works for the external and internal audit in respect of year end 2021/22; and considered and agreed recommendations for appointment of internal and external auditors. The Committee also received updates in regard to GDPR, subject access requests, freedom of information and data breaches, to ensure proper process was followed and effective measures put in place to lessen the risk to the organisation and considered and recommends the college's Whistleblowing Policy.

J Wakelam, as Vice Chair of the Committee, noted that significant work has been undertaken to review and improve the Risk Register, to review the findings of a broad cross-section of internal audits and to plan the scope of internal and external audit work for 2022/23, to interview auditors and to onboard new members of the Committee.

5.5.1 Risk Register

Governors received and considered the risk register, as reviewed by the Audit and Risk Management Committee.

The register currently identifies **1 red** (high), **11 amber** (medium), **14 yellow** (low) and **0 green** (residual) risks. 5 risks have been added to the register, 6 have been removed, and 2 risks have been changed in post mitigation score.

5.5.2 Appointment of Internal and External Auditors

Governors received and considered the appointment recommendation for external auditor and internal auditor which had been reviewed and recommended by Audit and Risk Management Committee.

Governors **approved** the appointment of RSM UK as external auditor and Scrutton Bland as internal auditor; both for 3 years from 2022/23 (with options to extend for two further 1-year contracts).

6 Policies

6.1 Anti-Bribery Policy

Governors considered the policy which had been reviewed and recommended by Resources Committee. Governors **approved** the policy.

6.2 Whistleblowing Policy

Governors considered the policy which had been reviewed and recommended by Resources and Audit and Risk Management Committees. Governors asked for the wording to be rechecked with the College's DPO and then to be circulated to the Chair of the Audit and Risk Management Committee for review, and Governors **agreed** to review the updated version at its next meeting on 31 August 2022.

7 Governance

Governors received and considered the report provided which summarised the discussions at and recommendations of the Nominations and Governance Committee meetings in the Summer Term.

The Committee reviewed and recommended the Annual Report of the Committee, the Annual Governance Self-Assessment Review, the updated Appointment and Term of Office Policy, Succession Plan Tracker, 2022/23 Governance Structure and Calendar including the Governance KPI Schedule, Governance Business Cycle, Governance Strategy Cycle.

Governors commended the Governance Professional for the development of governance arrangements.

7.1.1 Annual Report of the Nominations and Governance Committee

Governors received, considered and **approved** the Annual Report which has been reviewed and recommended by the Nominations and Governance Committee.

CPO

7.1.2 Governance Self-Assessment Report

Governors received, considered and **approved** the Self-Assessment Report which has been reviewed and recommended by the Nominations and Governance Committee.

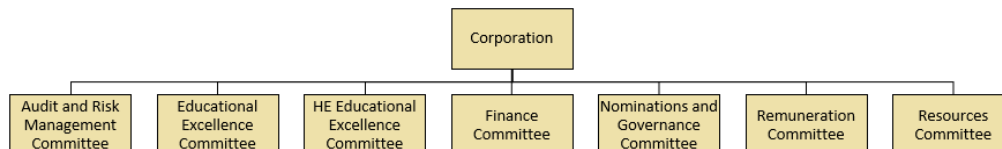
Adoption of the updated Code of Good Governance for English Colleges

Governors **agreed** to adopt and adhere to the updated Code of Good Governance for English Colleges.

7.1.3 Governance Structure for 2022/23

i. Committee Structure and Membership inc. appointments, re-appointments and Governor Leads

Governors **agreed** that following the changes to the Committee structure in July 2021 and following the positive governance internal audit (conducted by Scrutton Bland) and the self-assessment review (conducted by the Governance Professional with feedback from governors and stakeholders); the Committee structure will remain as below:



and to continue with the ECG Research and Strategy Advisory Group - Chaired by Elton D'Souza (as the Chair of the Corporation and Trust Board), which meets ad hoc to discuss strategy and external opportunities; with Committee Chairs encouraged to attend but open to all Governors/Trustees to attend.

Governors **approved** the Committee membership in the paper and **agreed** to appoint Sue Daley as Governor Lead for Careers Education and Guidance, Julia Wakelam as Governor Lead for Equality, Diversity and Inclusion, Chris Higgins as Governor Lead for Health and Safety, Karen Chapman as Governor Lead for People, Julia Wakelam as Governor Lead for Safeguarding, Daniel Lee Harvey as Governor Lead for Special Educational Needs and Disabilities, Julia Wakelam as Governor Lead for Sustainability and Elton D'Souza as Governor Lead for Whistleblowing for 2022/23.

Governors **agreed** the role descriptions for Governor Leads.

Governors **agreed to reappoint** Sarah Howard for a further 3-year term of office, Henry Nydam for a further 1-year term of office, and Nick Roberts for a further 1-year term of office.

ii. Committee Chairs and Vice Chairs, Committee Skillsets and Committee Terms of Reference

Governors **agreed** to appoint Jim Gazzard as Chair and Julia Wakelam as Vice Chair of the Audit and Risk Management Committee, Sue Daley as Chair and Julia Wakelam as Vice Chair of the FE Educational Excellence Committee, Chris Higgins as Chair and Jim Gazzard as Vice Chair of the HE Educational Excellence Committee, Martin Chatt as Chair and Alexandra Duffety as Vice Chair of the Finance Committee, Elton D'Souza as Chair and Chris Higgins as Vice Chair of the Nominations and Governance Committee, Sarah Howard as Chair and Sue Daley as Vice Chair of the Remuneration Committee; and Chris Higgins as Chair and Alexandra Duffety as Vice Chair of the Resources Committee for 2022/23.

Governors **agreed** the Committees terms of reference and committee skillsets.

iii. Governance Calendar, Business Cycle, Strategy Cycle, KPIs

Governors received, considered and **approved** the Governance Calendar, Business Cycle, Strategy Cycle, KPIs which has been reviewed and recommended by the Nominations and Governance Committee.

7.1.4 Updated Governance Documentation

i. Code of Conduct

Governors received, considered and **approved** the updated Code of Conduct which includes additional wording to the current versions approved on 15 December 2021 to

strengthen governance transparency arrangements and prescribe how conflict of interests between the College and the Trust will be managed.

ii. Appointment and Term of Office Policy

Governors received, considered and **approved** the Appointment and Term of Office Policy which has been reviewed and recommended by the Nominations and Governance Committee.

7.1.5 Changes to legislation and regulation

Governors received and considered the paper provided which summarised the changes to legislation, regulation and external factors which affect the operations of the College.

Governors **agreed** to read the Skills and Post-16 Education Act 2022, the updated Code of Good Governance for English Colleges, the 2022 version of Keeping children safe in education guidance, the updated FE and sixth-form college corporations: governance guide; and to complete their annual skills audit and to update their declarations of interests. Governors **noted** the Office for National Statistics' review the classification of colleges.

8 Any Other Business

• **Review of the meeting**

Governors feedback that the hybrid meeting has been effective and inclusive, with a good balance of summary of the salient points of the papers without undue delay to the pace of the meeting. New governors also noted the induction had been helpful in preparing for the meeting. Governors commended the Chair for his outstanding leadership of the Corporation and the CEO for his outstanding leadership of the College.

Governors noted the strategy cycle of governance and suggested it might be helpful to have a summary of the forward looking strategy events on each Corporation agenda.

• **Thanks, and farewell to Steve Clarke**

Governors thanked S Clarke for his service and contribution, and wished him well in the future.

• **Thanks, and farewell to Rob Bamford**

Governors thanked R Bamford for his service and contribution, and wished him well in the future.

A Maltpress, C Shaw, G Chittock-Nash, G Grainger, N Savvas, R Bamford, R Stevenson left the meeting at 4.25pm

Confidential items under paragraph 18(2) of the Instrument and Articles of Government

5.6 **Remuneration Committee Overview**

D Harvey joined the meeting at 4.38pm

N Savvas re-joined the meeting at 4.42pm

Part 2

9. **Declarations of Interest and Apologies for Absence**

E D'Souza, J Wakelam, M Chatt, N Savvas, and S Daley declared their roles as Trustees of Suffolk Academies Trust. No other conflicts of interest in relation to the items of the agenda were declared.

Apologies were received from C Higgins, J Gazzard and S Shaddock.

10. **Introduction and context**

The Chair of the Corporation explained the agenda of the meeting and its purpose to consider a collaboration agreement to formalise the strategic alliance between the College and Trust, which have been in place since we established the Trust in 2015; to strengthen governance arrangements and to underpin future decision making about ways of working with the sponsor including the likely supply and procurement of services to and from the sponsor.

Governance
Professional

The CEO noted that the College's related party transactions for 2020/21 and 2021/22 were rejected which has resulted in regularity issues which have to be declared in the Trust's published financial accounts and reported to the ESFA. Following the rejection of the related party transactions for 2021/22, we have implemented significant changes across both the College and Trust to strengthen governance, conflict of interest management, decision making and reporting of related party transactions; and have worked closely with the ESFA's related party transactions teams and sought the independent advice of the our external auditors and lawyers to reduce the risk of a further regularity issue and/or the rejection of the Trust's related party transactions for 2022/23.

S Graham left the meeting at 4.50pm

The Corporation noted that whilst it would be ideal to merge with the Trust, due to regulation the two need to remain separate legal entities. The Corporation noted that as part of the changes over the past 18 months the CEO and CFO are direct employees of both the College and Trust; which means their services is no longer within the scope of the related party transactions.

E D'Souza, J Wakelam, N Savvas, M Chatt, S Clarke, S Daley (as Governors involved in Suffolk Academies Trust's governance) left the meeting at 4.53pm

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

11. Eastern Colleges Group Collaboration Agreement

The Corporation considered the draft Eastern Colleges Group Collaboration Agreement provided ("the Master Collaboration Agreement") which seeks to formalise the strategic alliance between the College and Suffolk Academies Trust, which has been in place since the Trust was established in 2015, to strengthen governance arrangements and to underpin future decision making about ways of working.

S Gales noted that the College and Suffolk Academies Trust recognise the substantive benefit of working in collaboration to achieve our common charitable object –the advancement of education for the public benefit, and have been operating as an education group –the Eastern College's Group -to achieve the Group's shared vision and strategy in a manner consistent with the independent statuses of the College and Suffolk Academies Trust and the distinct regulatory regimes to which they are subject (with appropriate conflict of interest management).

S Gales noted that the proposed collaboration agreement builds on the pre-existing unformalised strategic alliance between the two legal institutions/sovereign boards, established when the Trust was established, which currently operate with an aligned approach to governance and to the day-to-day operations led by the executive.

S Gales explained that the purpose of formalising the pre-existing strategic alliance between the two legal institutions/ sovereign boards, in the proposed collaboration agreement is to:

1. optimise mutual understanding of the pre-existing unformalised strategic alliance which forms the background of the agreement (refer to the notes of the Strategic Conference on 6 May 2022 for further background information);
2. outline in practical and procedural terms how collaboration within the education group continue to be governed;
3. increase transparency in accordance with good governance practice;
4. highlight the education group's commitment to effectively managing potential conflict of interests and the procedural practice which will be used to document robust governance and decision making, realising the public benefit coincidence of interest which is the basis of the Eastern Colleges Education Group (with appropriate conflict of interest management);
5. highlight the two legal institutions/sovereign boards respective decision-making powers with respect to the continuation of a strategic alliance, including how the agreement will

- be reviewed, varied, or potentially breached or terminated, and the intended process in the event of any difficult issues or disputes;
6. to complement the College's procurement policy (within the College's Financial Regulations) which recognises that "possible best value procurements from Suffolk Academies Trust, through the Eastern Colleges Collaboration Agreement stand properly and proportionately to be considered in that unique and/or quasi-in house (i.e. non-competitive market) context, which allows for the application of direct "Negotiated Procedure" procurement principles";
 7. thereby underpinning the Corporation's position with regard to future decision making for any related party transactions with Suffolk Academies Trust.

The Corporation discussed the proposed collaboration agreement and **noted** that the Background (Clauses A to L) accurately record the close constitutional association and collaborative relationship between the College and Suffolk Academies Trust since the Trust was established in 2015.

The Corporation also **noted** that the strategic alliance and collaborative relationship has been integral to the success and development of the College and Trust (as reflected in the recent Ofsted reports of the College and the colleges within the Trust) and has enabled the College and Suffolk Academies Trust to establish and co-develop the Group as a highly successful integrated regional education group.

The Corporation **recognised** the coincidence of interest (public benefit) between the College and Suffolk Academies Trust, and **agreed** that it is appropriate and desirable to formalise the established strategic alliance and basis of collaboration, to provide a clear, precise and strong governance and operational framework for the further development of the collaborative relationship and of the Group.

The Corporation **noted** that the collaboration agreement aids transparency and provides a precise and comprehensive process in relation to the Corporation's consideration and prior-approval of any related party transactions to both ensure and demonstrate the robust governance decision-making that any and all inter-Group decisions are solely made in the best public benefit interests of the College. The Corporation noted that the collaboration agreement effectively sets out the framework terms and conditions and provide terms and conditions for a range of both specific current and potential inter-Group agreements (such as Group Governance; Group Conflict of Interest/Loyalty management; inter-Group Support Services; inter-Group grant and loan funding; inter-Group premises and personnel provision and sharing; inter-Group intellectual property and data sharing; shared business, financial, management and administration services; shared education services; and joint procurement).

The Corporation **noted** that Clause 21.2 stipulates how both sovereign boards should individually and collaboratively review the collaboration agreement (at least once every three years) and Clause 19.2(a) stipulates the right of either sovereign board to terminate the collaboration agreement (giving nine months' written notice up to 31 August in any year). 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 Corporation **agreed** that these 'conflicted' Governors should absent themselves from the (both this and all future) formal consideration of the approval of the collaboration agreement.

The Corporation (henceforth 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 entering into the proposed collaboration agreement to be in the best public benefit interests of the College, and **agreed to approve** the collaboration agreement as soon as practicable, on a convenient date to be agreed with Suffolk Academies Trust. The Corporation **agreed to delegate authority** to Sarah Howard as Chair of the Remuneration Committee to act as the Corporation's authorised representative in executing and formally completing the Master Collaboration Agreement. The Corporation also agreed to undertake and complete a first formal review of the Master Collaboration Agreement by 20 November 2025, allowing for the unlikely possibility of a termination notice being issued, under Clause

19.2(a) of the Master Collaboration Agreement, by 30 November 2025, to take effect on 31 August 2026.

12. 2022/23 Related Party Transactions

The Corporation considered the proposed provision of services *provided to* and the *procurement of services* from Suffolk Academies Trust for 2022/23 noting that these constitute as Related Party Transactions.

The Corporation considered the 2022/23 Related Party Transactions associated value for money assessments, to ensure it complied with the College's procurement policy (within the College's Financial Regulations).

The Corporation **noted** the 2022/23 Related Party Transactions close association with the Eastern Colleges Group "Master Collaboration Agreement" and acknowledged the benefit of this collaboration as described above (under agenda item 2) and under/within the Master Collaboration Agreement.

The Corporation considered the Service Level Agreement for Support Services and its value for money assessment (which includes reviews of the provision of services *provided to* and the *procurement of services* from West Suffolk College for 2022/23), alongside the College'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** 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 College's Code of Conduct, the Corporation **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 West Suffolk College and are therefore able to vote) **agreed** that it considers the Service Level Agreement for Support Services, manifestly 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 Service Level Agreement for Support Services 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 College'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 Support Services for 2022/23 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 in relation to the Support Services Package. The Board **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 and to formalise the Support Services Package, as appropriate.

S Graham re-joined the meeting at 5.00pm

13. Approach for Related Party Transactions after 2022/23

The Corporation noted the Executive's plan, in spring/summer 2023, to seek approval for the maximum Related Party Transactions period of five-years; for services provided to and procured from Suffolk Academies Trust to lessen the administrative burden in preparing these agreements and to provide greater security to the College.

The Corporation **agreed in principal** with the approach to prepare a longer term agreement in future (either 3 or 5 years) and the proposal to include a reasonable amount of contingency to enable the organisation to flex and remain agile, with set thresholds above which the agreements are *substantially different* (or *novel*) and therefore will require ESFA approval.

14. **Any other business**

None.

The meeting closed at 5.02pm