

**MEETING OF THE FULL CORPORATION
OF FAREHAM COLLEGE**

11 December 2019

M I N U T E S

Present:

Mr K Briscoe
Ms E Champion
Mr A Kaye (Principal)
Mr R Kew (Chair)
Ms T Richardson
Ms K Shreves
Mr A Spires
Dr C Thomas
Mrs P Tilt
Mr A Wannell
Ms K Woods

In attendance:

Mr R Bryant (Deputy Principal Finance & Resources – designate)
Mrs L Davis (Asst Principal Students & Improvement)
Mrs G Flood (Clerk)
Mrs A Hinton (Asst Principal People & OD)
Mrs L Palmer (Asst Principal Curriculum)
Mrs Lesley Roberts (Managing Director, Business Plus)
Ms M Shepherd (Interim Finance Director)
Sophie Burgess – Student Vice-President (BRC) - until Item 11ii
Joshua Dukes – Student President (BRC) - until Item 11ii
William Terry – Student Vice-President (CEMAST) - until Item 11ii

80/19 121 Clinic for access to Governance Portal

In advance of the Corporation meeting starting, Members of the Board received 121 sessions to troubleshoot any Governance Portal access issues with Mr N McQueen, Head of Technical Services.

81/19 Item 1: Declaration of Interests

Members were reminded of the need to declare any personal or financial interest in any items of business to be considered during the meeting. No interests were declared.

82/19 Item 2: Apologies for absence and welcome to new members

Apologies for absence were received and accepted from Mr Hoban, Mr Marchbank, Mr Mansergh.

The Chair welcomed the Student Governors to their first meeting of the Board:

William Terry – Student Vice-President (CEMAST)
Joshua Dukes – Student President (BRC)
Sophie Burgess – Student Vice-President (BRC)

The students introduced themselves and gave a brief overview of their courses, intentions for future work and

what they hoped to gain from joining the Corporation as a Student Governor. It was noted that they would be 'in attendance' until their appointment to the Board had been confirmed under agenda item 11(i).

83/19 Item 3: Minutes of the meeting held on the 8 October 2019

The minutes of the special meeting held on the 8 October 2019 were agreed as a true and accurate record and were signed by the Chair.

84/19 Item 4: Confidential minutes of the special meeting held on the 8 October 2019

The confidential minutes of the special meeting held on the 8 October 2019 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them which were not covered elsewhere on the agenda.

85/19 Item 5: Correspondence

i) Letter from ESFA dated 23 October 2019 re: Fareham College Financial Plan 2019 to 2021

The Principal advised members that the letter from the ESFA had confirmed the College's underlying financial grade as 'Outstanding' for the 2018/2019 year and 'Outstanding' for the 2019/2020 (current budget year). Members also reviewed and noted the financial dashboard provided which incorporated various key performance indicators measured against both target benchmarks and benchmarks achieved in the sector.

ii) Letter(s) from OfS dated 21 October and 27 November 2019

The Principal provided an overview of the Office for Students (OfS) correspondence which provided notice of the College having not filed 2 regulatory returns in respect of QAA fees and the submission of 'Unistats' data.

Members were informed that the OfS have since confirmed that the QAA fees were in fact, filed in due time and as such the first notice has been removed. In respect of the 'Unistats' data, the College did submit data in time (detail is in the submitted report), and the College will be contesting this decision.

The Corporation were informed that there was a formal requirement to inform them of these incidents, the issues surrounding them, and any mitigation to be put in place to prevent recurrence. Members approved the suggested quarterly regulatory return report to provide ongoing assurance. The Chair requested it noted that there was some irony in the amount of bureaucracy required in the filing of a nil return.

Members reviewed and noted the contents of the correspondence.

The Corporation approved the recommendation to receive termly regulatory return reporting

86/19 Item 6i: The Principal's Autumn Term Report – December 2019

Members of the Board received the Principal's Autumn Term Report 2019 which was confidential to members of the Board and which summarised key issues and developments in the work of the College during the autumn term and outlined the progress which had been made in taking forward the College's Strategic priorities and the College Quality Improvement Plan for 2019/2020.

Health and Safety

Lock down practice at CEMAST has taken place and will be scheduled for BRC in due course. Members were asked to note the increased risk/hazard reporting via online system which has resulted in an increased reporting of hazards, but less in respect of reportable incidents.

Student Welfare and Wellbeing

This remains a focus with around a 1/3 of students presenting with a mental health concern. It was noted the last staff development day was used to inform the staff about wider health and wellbeing alongside a plan to use an online training programme for roll out in January. Suicide prevention training has also been provided to staff.

Work experience & industry placements

Members were informed the College has nearly 170 students out in industry on 45-day placements with some great companies well linked to the relevant subject areas. It was noted that work experience in the engineering sector was very hard to find. LR confirmed that work is being done to strengthen and build contacts in this sector noting the increased duration of work experience to 45 days is more appealing to most companies.

Full time Recruitment

The Board commended the College on its increased student numbers from wider catchments than previous years. Members went on to query if it was felt these were due to reputational success or the onset of T levels? LD confirmed this was not yet clear but that she was working with MIS to try and pin down where we think these increases have originated from.

Apprenticeships

The Chair informed members of the discussion held at F&R that queried the tracking in place to ensure that the ongoing income from apprenticeships is adequately anticipated. We have made fantastic strides in gaining new contracts but logically in around 18 months unless we have continued to pitch to new business, this income will reduce. LR confirmed that yes, there will at some point there be a plateau, however much work is done to try and present alternative offers e.g. project management and leaderships courses throughout the businesses, alongside this is a fixed target of 'new' business. The Chair confirmed this was the type of KPI required by the Board which could be included in an 'employers' report as requested by the F&R Committee.

CETC

Members were informed that the CETC soft launch held on Tuesday 3 December was well attended. Some minor finishing work on the build is to be completed before a formal and public launch in the New Year. The Chair commented that he felt that the new building offered a number of opportunities to access employers and sell additional services. LD confirmed that she is working with David Richardson (CEMAST) and the onsite team at CETC to continue to build these relationships and offer e.g. use of the Boardroom as ongoing means to access more employers and build new relationships.

Members of the Corporation reviewed and noted the contents of the Principal's Autumn term report December 2019.

87/19 Item 6ii: Progress Review of Strategic Priorities and Quality Improvement Plan 2019/2020

Members of the Board received a paper which provided the first of three progress reviews of the Strategic Objectives for 2019/2020. The Principal spoke to the paper and referred members to the following areas of limited progress or focused improvement, these included;

- Staff Turnover 24.91 % compared to sector average of 18%,
- Impact on ratio of staff costs to turnover underperforming at 63% to a target of 60%
- English/Maths achievement rates remain an intervention focus
- Requirement to improve timely achievement for Apprenticeships

In respect of positive achievements where KPI targets have been met or exceeded the Board noted the following;

- Safeguarding remains a top priority but significant interventions and increased mitigation have had a noticeable impact for students
- Huge strides in respect of finances including increasing cash reserves, remaining well within banking and loan covenants whilst achieving an 'outstanding' financial score
- T levels, well prepared with positive endorsement from the EFSA, some good take up for 2020-21 already.

Members reviewed and noted the progress that had been achieved during the first part of the academic year.

88/19 Item 7i: Students & Improvement Update: Autumn Term 2019

Members of the Board received a paper which provided a Students & Improvement Update and which summarised the current progress of key areas. The Asst Principal S&I spoke to the paper and highlighted the fact the following items of note;

- x students at highest risk – largely mental health, drugs and or domestic violence.
- Safeguarding update for all staff at development day followed by mental health First Aid training next week (minimum of 2 staff per curriculum area)
- BOOST programme has been extremely well received - plans to roll this out more widely
- 'Mates in Mind' initiative aimed specifically for the construction industry, extremely well received
- x suspensions, x of these have progressed to permanent exclusion. Members were keen to contextualise this minority in over 3000 students
- Behaviour Management Policy well received– this enables students to also receive positive awards for good behaviour. 400 students have already been awarded a 'bronze' award.

Members of the Board reviewed and noted the contents of the Students and Improvement Update

89/19 Item 7ii: The Annual Self-Assessment Report (SAR) 2018-2019

Members of the Board received the Self-Assessment Report 2018/2019 – Executive Summary.

Quality of education	GOOD
Behavior and attitudes	GOOD
Personal development	GOOD
Leadership and management	GOOD
Education for young people	GOOD
Adult learning programmes	GOOD
Apprenticeships	REQUIRES IMPROVEMENT
Provision for learners with high needs	GOOD
Overall effectiveness [Ofsted October 2017]	OUTSTANDING

Members were informed the results did not meet those results previously achieved via the Ofsted inspection however they represented the College's own stringent self-assessment review process and consider the revised inspection framework. The Principal reminded Members that the self-assessment is reflection of the previous academic year and many of the issues around the grade of requires improvement for apprenticeships have already been robustly addressed. Members of SLT provided assurance that they felt confident the focus of staff and the wider college in respect of the new inspection framework was robust.

Members of the Board formally approved the College Self-Assessment Report 2018/2019

90/19 Item 7iii: HE Self-Evaluation Document - Executive Summary

Members of the Board received the executive summary of the HE Self Evaluation Document. It was noted that whilst this was no longer a regulatory requirement, the College feels this is ongoing good practice to continue to provide the Corporation assurance about HE/the student academic experience on an annual basis.

Members of the Board noted the recommendation of the TSC&Q Committee that the College was effectively managing and delivering on quality assurance and enhancement related to the HE student academic experience and student outcomes.

91/19 Item 7iv: Finance Record for 2018-19 for submission to the EFSA

Members of the Board received the Finance Record for 2018-19 which was due to be submitted to the ESFA by 31st December 2019. Members noted that the ESFA used the report to monitor the College's Financial Health via the Financial Health Score and Grade. The Interim Finance Director noted that Finance Record provided reflected an improved score of 250 points (from 230 points in 2018-19) which placed the College in the 'Outstanding' range.

Members of the Board formally approved the Finance Record for submission to the EFSA as recommended by the Finance & Resources Committee.

92/19 Item 7v: Annual report on Safeguarding - Dec 2019

Members of the Board received the Annual Report on Safeguarding – December 2019 which provided Governors with an annual overview of the College's Safeguarding Policies and Processes and the support and training that was available for students and staff. The AP S&I provided an overview of the report noting the key themes of increasing mental health issues, drug use and abuse as well as peer on peer abuse. The Principal noted that as a result of the significant impact of all mitigations in place and how safeguarding has notably improved with the level of interventions, it was likely its place on the risk register will be reduced going forward.

Members of the Board formally approved the Safeguarding Annual report as recommended by the TSC&Q Committee.

93/19 Item 7vi: Annual report on Equality & Diversity - Dec 2019

Members of the Board received the Annual Report on Equality and Diversity – December 2019 which provided Governors with an annual overview of the College's Equality and Diversity practices, procedures and performance in relation to staff and students.

A member queried the target to increase the numbers of staff with a disability and what interventions had been made to increase numbers? Suggestions of direct contact with organization such as Autism Hampshire and others to offer work experience or short-term contracts were agreed by all members to be a positive suggestion.

Members of the Board formally approved the Annual report on Equality & Diversity as recommended by the TSC&Q Committee.

94/19 Item 7vii: Facts and Figures project brief

Members of the Board received the a termly 'fact and figures' project brief which included key information

about the College and its performance.

Members of the Board noted the report.

95/19 Item 8i: Annual Health and Safety Report to the Corporation 2018-19

Members of the Board received a paper on the Annual Health and Safety Report 2018-19. Members reviewed the health and safety overview provided for 2018/2019 and noted the developments and improvements which had been secured during the year. The Principal noted additional changes to the Health and Safety Policy as a result of discussions held at F&R which focused on high expectations, a no blame culture and the embedding of 'everyone's' responsibility across the College.

Members discussed the fire drill process and suggested that these are carried out more frequently, and on alternative days of the week at all campuses. It was suggested that reminders about fire safety could be included in tutor timetables on a periodic basis.

Members of the Board reviewed and noted the contents of the Annual Health and Safety Report 2018/2019 and formally approved it as recommended by the Finance and Resources Committee.

96/19 Item 8ii: Annual Report of the Risk Management Group - November 2019

Members of the Board received the Annual Report of the Risk Management Group – November 2019. The Principal spoke to the paper and advised members that the report was an annual 'reflection' of the work completed and the issues reviewed by the College's Risk Management Group during the course of the year. He went on to explain that significant revision had taken place to reduced and combine/consolidate risks. In addition, a risk calibration meeting with management team and senior leadership team had proved really worthwhile. The Deputy Principal Finance & Resources suggested that a Board Assurance Framework could be something that the Corporation considers moving forward. The Chair of Audit agreed that this would be something worth considering in an organisation of this size.

ACTION: RB to look at the establishment of a Board Assurance Framework to support the current risk management approach.

Members were advised that the Audit Committee had agreed to recommend that the College's Risk Management arrangements continued to be adequate to enable the Corporation to discharge its duties.

Members of the Board reviewed the contents of the paper and accepted that the College's Risk Management arrangements were appropriate and adequate to enable the Corporation to discharge its duties.

97/19 Item 8iii: Green Strategy

The Chair opened this discussion item by informing members that he was keen to ensure that whilst he was confident the College's staff, students and stakeholders were committed to green initiatives, the College should show commitment to a clear and strategic 'green' strategy.

Members discussed options to encourage and mould the enthusiasm already in place within the College to a more coherent approach. It was noted there were a number of great staff and student led processes but that more time could be spent focusing on business cases for more strategic gains e.g. a commitment to be carbon neutral by 2030 etc.

ACTION: The Board requested that SLT form a college wide 'Green Strategy' and return to Corporation for discussion. Members of the Board noted the discussion.

98/19 Item 9i: Management Accounts as at 31 October 2019

Members of the Corporation received a confidential paper on Management Accounts. Due to the confidential nature of the contents of the paper and the related discussions, this item is recorded as a separate confidential minute for Governors only.

Members of the Board reviewed the contents of the paper and noted the current position

99/19 Item 9ii Capital Expenditure Report

Members of the Corporation received a confidential paper on Capital Projects. Due to the confidential nature of the contents of the paper and the related discussions, this item is recorded as a separate confidential minute for Governors only.

Members of the Board reviewed the contents of the paper and noted the current position

100/19 Item 9iii Integrated College Financial Model (ICFM)

Members of the Board received a report from the Interim FD informing them of a new EFSA return requirement called the Integrated College Financial Model (ICFM). The ICFM is new for 2019-20 and is intended to combine the following documents;

- Financial Plan – the 3-year plan currently submitted to the ESFA by 31st July each year,
- Finance Record – the statutory accounts information submitted by 31st December each year,
- Cash Flow forecasts

The return submission date will usually be the end of January each year and will require the approval of the Corporation Board however due to teething issues in this inaugural year, the submission date has been extended to 28th February 2020.

A discussion ensued in respect of the sign off of the ICFM outside of the formal meeting cycle. The Clerk suggested **Item 11iii Request to amend Instrument & Articles** was considered at this point of the Agenda.

The Clerk provided an overview to the written report (submitted in advance of the meeting) detailing a minor change to the College's current Instrument and Articles to enable decisions to be made via 'written resolutions' (which includes the use of email), as well as ensuring that any 'virtual' participation to a Committee e.g. via phone or conference call is permitted to count towards a quorum. All agreed.

Members reviewed and noted the contents of the paper and approved;

- **Changes to section 13 of the Schedule 1 Instrument of Government with the addition of section 13.2 "Members attending the meeting 'virtually' e.g. via telephone or video-conferencing shall count as 'present' and thus towards a quorum"**
- **The addition of section 16 'Written Resolutions' to the Schedule 1 Instrument of Government as detailed below;**

16. (1) A resolution in writing (in hard copy or by electronic means) agreed by a simple majority of the Members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

- (b) a simple majority of the Members have signified agreement to the resolution; and
- (c) it is contained in a document authenticated by the Clerk which has been received at the address specified by the College for the receipt of documents within the period of 28 days beginning with the circulation date.
- (2) A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- (3) For the purposes of clause 16(2) “circulation date” is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

The Board noted the revised requirements of the ICFM and accepted prior notice that the Corporation will be required to sign off the ICFM between Corporation meetings, in order to meet the submission deadline of 28 February 2020.

101/19 Item 9iv HR Strategy Update – November 2019

Members of the Corporation received a confidential paper on HR Strategy Update. Due to the confidential nature of the contents of the paper and the related discussions, this item is recorded as a separate confidential minute for Governors only.

Members of the Board noted the HR Strategy update for November 2019.

102/19 Item 10i: The Annual Report of the Audit Committee to the Corporation 2018/2019

Members of the Board received the Annual Report of the Audit Committee to the Corporation and Principal of Fareham College for the Financial Year 2018/2019 which was delivered by the Chair of the Audit Committee Adam Spires. Members noted that the purpose of the Report was to advise the Board on the activities of the Audit Committee and the effectiveness of the whole internal control system of the College and its arrangements for risk management, control and governance during the year.

Governors noted that the report reflected the views of the Committee which stated that the internal control systems operating within the College were adequate and the responses of the management in respect of Internal and External Auditors were satisfactory. It was noted that the Audit Committee had agreed to recommend the Annual Report for formal approval by the Full Corporation.

Members of the Board reviewed the Report and noted the discussions which had taken place at the Audit Committee during 2018/2019. Governors accepted and formally approved the Annual Report of the Audit Committee 2018/2019.

103/19 Item 10ii: Internal Audit Annual Report 2018/2019

Members of the Board received the Internal Audit Annual Report 2018/2019 from the Internal Audit Service Provider, TIAA. Members noted that the report provided a summary of Internal Audit activities and outcomes during the last 12 months and the ‘Annual Opinion’ provided by the Internal Auditors. Members’ attention was drawn to the following:

- **Internal Audit Service** – The College had chosen to retain a full scope internal audit service for 2018/2019 which enabled TIAA to provide an Annual Opinion on the College’s arrangements for risk management, internal control and governance;

- **Purpose of Internal Audit** – The purpose of internal audit was to provide the Corporation, through the Audit Committee and the Principal (as Accounting Officer), with an independent and objective opinion on risk management, control and governance and the College’s effectiveness in achieving its agreed objectives;
- **Summary of Internal Audit Work undertaken in 2018/2019** – Members were referred to the report which provided a detailed summary of the internal audit work undertaken during 2018/2019

Governors were aware that it was important for the Board to confirm that assurance had been provided by the Internal Auditors prior to the consideration and approval of the College’s Financial Statements. In particular, the opinion of TIAA which confirmed that governance, risk management and internal control arrangements were generally adequate and effective to manage achievement of the College’s objectives and no fundamental weaknesses had been highlighted by the audit work completed.

Members of the Board noted the assurance of the Internal Auditors that adequate and effective governance, risk management and internal control arrangements were operating in practice and formally approved the Internal Audit Annual Report 2018/2019.

104/19 Item 10iii: Financial Statements Year ended 31 July 2019, Audit Findings Report and Letter of Representation

Members of the Corporation received a confidential paper on the Financial Statements. Due to the confidential nature of the contents of the paper and the related discussions, this item is recorded as a separate confidential minute for Governors only.

Members of the Board formally approved the Financial Statements 2018/2019, the Audit Findings Report and the Letter of Representation for signature by the Chairman and the Principal for onward transmission to the ESFA by the 31st December 2019.

105/19 Item 10iv: Self-Assessment of Compliance with Regularity and Propriety Requirements

Members of the Board received the Self-Assessment Questionnaire for consideration and review. The Board were advised that the document had been considered by both the Finance and Resources and Audit Committees at their November meetings and both had agreed to recommend it for formal approval by the Board.

Members reviewed the contents of the paper and formally approved the Self-Assessment Questionnaire as recommended by the Finance and Resources and Audit Committees.

106/19 Item 11i: Membership Issues and Report of the Search Committee

Members of the Board received and reviewed a paper on Membership Issues and Report of the Search Committee. The paper outlined the issues which had been considered by the Search Committee at its last meeting in November 2019 and the recommendations which were made for formal approval by the Board were outlined by the Clerk as follows:

107/19 Appointment of the Chair of the Corporation

Members noted this was the last meeting of the Corporation for current Chair Russell Kew and as discussed under Item 11i) Kevin Briscoe is to be elected as Chair. Kevin was nominated by Russell Kew and seconded by Pauline Tilt.

The Corporation approved the nomination of Kevin Briscoe for the position of Chair of the Corporation for

2019-20

108/19 Appointment of the Vice Chair of the Corporation

Members noted as discussed under Item 11i) Mark Hoban is to be elected as Vice Chair of the Corporation. Mark was nominated by Russell Kew and seconded by Karen Woods.

The Corporation approved the nomination of Mark Hoban for the position of Vice Chair of the Corporation

The Board went on to discuss other membership matters and;

- **Formally accepted the recommendation of the Search Committee to appoint Mr Andrew Wannell as Chair of the Finance and Resources Committee wef 1 January 2020**
- **Formally accepted the recommendation of the Search Committee and agreed to re-appoint Mr Kevin Briscoe, Mr Paul Marchbank, Emma Champion and Mrs Karen Woods to the Board to each serve an additional term of office from 01.05.2020 until 30.4.2023**
- **Formally accepted the recommendation of the Search Committee to initiate a recruitment campaign to seek expressions of interest from audit and finance professionals with the intention of appointing 2 Corporation members.**
- **Formally note the Succession Planning (Appendix A) and Membership of Corporation Committees (Appendix B) to the paper;**

In addition, the Clerk noted the requirement to formally appoint the Student Governors to the Corporation, all agreed;

- **The Corporation formally confirmed the appointment of Louie Martin, Joshua Dukes, William Perry, and Sophie Burgess to the Board as the Student Governors to serve from 11 December 2019 to 31st December 2020 or until they ceased to be a student of Fareham College, whichever came first.**

109/19 Attendance Statistics 2018/2019

Members of the Board received a paper on the Corporation Attendance Statistics for 2018/2019.

Members reviewed and noted the contents of the paper.

110/12 Strategies and Policies for approval

The Principal gave an overview of the 'college wide' review of policies which has resulted in a huge number of policy approvals for the Autumn Term. It was noted however, now that all key policies are 'in date' their ongoing review will be staggered throughout the calendar years to prevent a recurrence of large-scale approvals. Members were informed that all policies have been reviewed by Committee and have been recommended for approval by the Corporation except for the capability policy and investigation procedure which need to be approved by the Corporation and the Unions specifically.

The Corporation approved the following policies/strategies;

14-16 Policy

CPD Policy

Policy for Preventing Extremism and Radicalisation (PREVENT)

Safeguarding Policy

Peer on Peer Abuse Policy

Behaviour Management Policy

Assessment Policy

Attendance Strategy

Attendance Policy

Fitness to study policy
 Malpractice and Maladministration policy
 Observation policy
 Teaching and Learning Strategy
 Code of Practice on Freedom of Speech
 Quality Strategy
 Complaints policy
 Financial Regulations including (whistleblowing/Fraud/Expenses/anti-bribery&anti-corruption/cybercrime/treasury management policies. Anti-bribery strategy)
 Risk Management Policy
 Disciplinary policy
 DBS policy
 Grievance policy
 People and OD Strategy
 Health and Safety policy
 Capability policy & procedure/Investigation procedure

111/12 Termly Reports of Corporation Committees and Items for Information

Members of the Board had received the following items for information which had been circulated electronically in advance of the meeting:

- Termly Report of the TSC&Q Committee;
- Termly Report of the Finance & Resources Committee;
- Termly Report of the Audit Committee;
- Meeting Notes from the Student Board 23 November 2019;

112/19 Item 9iv Annual Staff Pay Review 2019-20

Members of the Board received a strictly confidential report on the pay review for staff for 2019-20. Due to the strictly confidential nature of the contents of the report and the related discussions, this minute is recorded as a separate strictly confidential minute for Governors who are not staff and students only.

113/19 Item 13: Strictly Confidential SPH and Clerk Annual Pay review and appraisal arrangement

Members of the Board received a strictly confidential report on the pay review of the Senior Postholders (Principal and Deputy Principal) and the Clerk. Due to the strictly confidential nature of the contents of the report and the related discussions, this minute is recorded as a separate strictly confidential minute for Governors who are not staff and students only.