**MEETING OF THE FULL CORPORATION**

**OF FAREHAM COLLEGE**

29th June 2016

**M I N U T E S**

**Present:** Mr K Briscoe

Miss E Champion

 Mr S Christian

Mr N Duncan

 Mr P Grimwood

 Mr D Hart

 Mr M Hoban

 Mr R Kew (Chair)

 Mrs J Lancaster

 Mr M Mansergh

 Mr A Ramsay

 Dr C Thomas

 Mrs P Tilt

 Ms K Woods

**In attendance:** Mr S Dingsdale (AP/MD CEMAST)

Mrs J Eayrs (Clerk)

Mrs A Hinton (Executive Director HR)

 Mr A Kaye (Deputy Principal)

 Mr P Marsh (Director Capital Projects)

 Mrs E Baxter (Director of Finance & Funding)

**29/16 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. There were no interests declared.

**30/16 Apologies for absence**

 Apologies for absence were received and accepted from Mr Spires. Members noted that the Student Governors had not yet arrived but they were expected.

**31/16 Minutes of the meeting held on the 21st March 2016**

 The minutes of the meeting held on the 21st March 2016 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.

**32/16 Confidential minutes of the meeting held on the 21st March 2016**

 The Confidential minutes of the meeting held on the 21st March 2016 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.

**33/16 Strictly Confidential minutes of the meeting held on the 21st March 2016**

 The strictly confidential minutes of the meeting held on the 21st March 2016 (for Governors who are not Staff or Students only) were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them.

**34/16 Governor Engagement**

 Members provided feedback on the Link Governor participation, development sessions or cross-College events they had attended during the term. It was agreed by all members present that the Annual Awards Ceremony at Ferneham Hall which had taken place in May 2016 had been an excellent event and congratulations were extended to all involved.

**35/16 Correspondence**

 There was no correspondence to report.

**36/16 Principal’s Summer Term Report 2016**

 Members of the Board received the Principal’s Summer Term Report 2016 which was confidential to members of the Board and which summarised key issues and developments in the work of the College during the summer term and outlined the progress which had been made in taking forward the College’s Strategic priorities and the College Quality Improvement Plan for 2015/2016.

 The Principal spoke to the paper and provided an update in the following areas:

* Student attendance, retention, achievement, Success (including the SFA dashboard attached as annexe 1 and 2 to the paper);
* Teaching, learning and quality;
* Curriculum;
* CEMAST;
* Student Services;
* Finance & Funding;
* Employer services (including Apprenticeships);
* Human Resources;
* Solent Area Based Review;
* Sector Update.

In particular, the Principal drew the following to Governors’ attention:

1. **Student Attendance, Retention, Achievement, Success** - The KPI’s for study programmes, traineeships, apprenticeships and HE were reviewed, discussed and noted;
2. **English and Maths** - The Chair questioned whether the English and Maths Strategy which had been implemented during the 2015/2016 year had secured improvements. The Principal confirmed that attendance in English and Maths had increased year on year (English +7% and Maths +7.3%) although he acknowledged that further improvement was required in 2016/2017 to meet the College target of 90%. This would include:
- effective timetabling to improve attendance, engagement and motivation;
- staff sickness across both English and Maths to be improved;
- improved reporting of student non-attendance;
- improvement of tracking and monitoring of functional skills English and Maths;
- improvement of exams bookings for functional skills English and Maths;
- core maths and AS maths to be improved to engage and motivate students.

The Deputy Principal confirmed that there had been a significant cultural shift towards English and Maths in the last year with less resistance being received from students as well as attendance at exams significantly improving compared to the previous year. Members questioned whether numbers would stabilise for English and Maths as the message became embedded within schools of the mandatory requirement to continue until a Grade ‘C’ had been achieved. The Principal responded by saying that there would always be some students that did not achieve and the schools were penalised if students did not secure an ‘A-C’ Grade.
3. **Traineeships** – The Principal highlighted the fact that, apart from falling marginally short of the recruitment target (by 3 students), all other KPIs had been exceeded (attendance, retention, achievement, success rates and positive destinations) and congratulations were extended to Sam Lynes for this achievement;
4. **SFA Dashboard facility** – Members noted the latest SFA dashboards on the College attached as Annex 1 and 2 to the paper which provided members with a three year trend of KPIs;
5. **2015-2016 Learner Satisfaction Survey** – Members noted overall student satisfaction of 85.2%;
6. **Quality Assurance Agency (QAA)** – The Principal advised members that the QAA Board had confirmed that the College now ‘met UK expectations’;
7. **Retention decline** – Members reviewed and noted the programme areas where retention had declined compared to the 2014/2015 year. Members noted the most significant drop was in Construction and the Built Environment;

Members referred to page 1 of the Principal’s report and requested that an additional column be added which provided the National Average information for comparison purposes.
8. **Social Media Strategy** - There was a brief discussion about falling demographics, competition, reputation and the influence of schools in the recruitment process. The Principal added that the College only had approximately 7 minutes to impress the audience in a schools liaison event. Governors questioned the effective use of social media in promoting the College. The Principal advised members that, following the appointment of a Digital Marketing Officer, this area had been improved and the College now had a significant presence in the social media arena. There was a brief discussion about the use of ‘Apps’ and the Principal confirmed that the Social Media Strategy had been developed and was due to be presented to the SMT. Members requested a presentation on this at the autumn term meeting of the Board;
9. **Employer Services** – The Principal advised members that Ms Jane Lamer had been appointed as the Head of Employer Services. He went on to say that it was expected that, due to the significant growth in this area, further investment would be required;
10. **Consistency across two campuses** – The Principal outlined the emerging differences between the ‘cultures’ of the two sites and confirmed that there was further work to be done to ensure that the ‘CEMAST’ student experience was on a par with the Fareham College experience. Members discussed the reputation of the brand of CEMAST compared to Fareham College. It was acknowledged that the CEMAST brand was arguably stronger than the Fareham College brand in the market place. In addition, members noted that enrichment at CEMAST was a challenge;
11. **Eu Referendum** – Although the full implications of the ‘Brexit’ vote were not yet known, the Principal highlighted the fact that there would undoubtedly be economic consequences which would affect the College’s funding in the short-term. Governors queried how much of the College’s income came from the E.U. The Principal confirmed that there were no direct contracts;
12. **Devolution** – Members were advised that, although it was expected that devolution plans would still proceed, delays were expected;
13. **Apprenticeship Levy** – The Principal confirmed that the deadline of April 2017 for implementation of the Grant and Levy was still the Government’s clear target although, due to the ‘Brexit’ vote, delays were possible;
14. **HEFCE** – The Principal outlined the anticipated changes to the responsibilities of Governing Bodies in the quality assurance process of HEFCE funded programmes due to be implemented in 2017/2018. Members were advised that Governors would be asked to complete an Annual Provider return in December 2016 and a schedule of Governor training would be arranged to prepare the Board for their new responsibilities;
15. **Subcontracting and Supply Chain Arrangements** – The Principal provided members with a presentation on the performance and quality of the subcontractors during 2015/2016 and a recommendation of whether to continue with each provider into 2016/2017. A copy of the slide is an Appendix to these minutes. Members noted that the largest subcontractor (Gas, Plumbing and electrical), Steve Willis Training Ltd, with a contract value of over £1million was a very good provider that had high quality and excellent administration. It was proposed to consider expansion if the quality was maintained. Overall, the recommendation was to continue with all four subcontractors into 2016/2017;
16. **Solent Area Based Review** – Due to the confidential nature of the related discussions, this item is recorded as a separate confidential minute for Governors only.

 **Members of the Board reviewed and noted the contents of the Principal’s Summer Term Report 2016.**

**37/16 Final Progress Review of Strategic Objectives and Quality Improvement 2015/2016**

 Members of the Board received a paper which provided the final progress review of the strategic priorities and quality improvement for 2015/2016. The Principal spoke to the report and drew members’ attention to the ‘red’ objectives where little or no progress had been achieved:

* **Sustain numbers of 14-16 year old progressing to full-time courses** – The Principal reported that, due to low numbers, this programme had been withdrawn from September 2016;
* **Sustained growth in 16-18 year old recruitment** – Members noted that new applications were currently 1% up compared to the previous year (5% target);
* **Commercial Trading Income** – Members noted that year-to-date trading was in line with budget. The Principal highlighted the fact that, as turnover was higher in the autumn term, the target may not be achieved.

**Members reviewed and noted the progress achieved against the strategic objectives and quality improvement for 2015/2016.**

**38/16 The Strategic Plan 2016-2018 & Annual Objectives 2016/2017**

 Members of the Board received the Strategic Plan 2016-2018 (including annual objectives 2016/2017) for consideration and approval. Members were aware that they had had the opportunity to contribute to the development of the Strategic Plan at a dedicated session on the 4th May 2016. The Principal reminded members that, in view of the potential outcomes of the Solent Area Based Review (SABR) an interim update had been completed rather than a full and thorough review (members also considered the fact that the implications of ‘Brexit’ were not yet known). He continued by drawing members’ attention to the areas of the Strategy which had been updated following feedback from Board members and staff:

* In principle, the 5 Strategic Priorities had remained the same albeit the fifth objective related to ‘Relationships and Reputation’ had been updated to make reference to working in partnership and to achieving growth and resilience;
* The implications/outcomes of the Lord Sainsbury Review on technical and professional education were expected by the end of the year and would need to be incorporated ;
* Post Area Based Review collaborative working with Eastleigh College had been included;
* The annual objectives for 2016/2017 were reviewed and endorsed by members of the Board.

**Members of the Board formally approved the Strategic Plan 2016-2018 and the Annual Objectives 2016/2017.**

**39/16 Management Accounts at 31st May 2016**

 Members of the Board received a confidential paper on the Management Accounts for May 2016. The paper provided an update on the performance year-to-date at 31st May 2016. Members of the Board reviewed the Income and Expenditure Account, in particular the year-to-date actual position compared to Budget, and current forecast, noting any major variances. Mrs Baxter, Director of Finance & Funding, spoke to the paper and confirmed that the Management Accounts had been discussed in detail by the Finance and Resources Committee at its meeting in June. She drew the following key points to the Board’s attention:

* The May 2016 management accounts currently reported an operating surplus of £206k (£335k surplus in the previous year);
* Staff Ratio ytd – 59.3% (compared to Budget of 58.4%)
* Actual cash - £2.2m per cash flow statement (excl. CEMAST) (previous year £3.8m);
* Balance sheet (reconciled cash – excl. CEMAST) - £2,331k (68 cash days);
* Covenants – all covenants had been met this month although it was anticipated that the debt service cover would be breached at the year end. Mrs Baxter reminded members that this was due to the repayment of the first instalment of the LEP loan of £575k and lower than expected surpluses. She assured members that Santander had been advised and a letter had been received from the bank waiving this covenant;
* Trading Accounts – Members noted that the trading accounts turnover had increased by 21% compared to the previous year (related predominantly to Avenue 141 Restaurant income having increased by 38% compared to the previous year);
* Bloor Homes – Mrs Baxter confirmed that two of the three instalments had been received from Bloor Homes to date (£1m April, £3m May) with a further £4.6m to be paid at the beginning of July.

**Members of the Board reviewed and noted the contents of the report and noted the current position.**

**40/16 Financial Plan 2016/2017 and 2017/2018**

 Members of the Board received a confidential paper on The Financial Plan 2016/2017 and 2017/2018. 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.

**41/16 Bishopfield Road Campus (BRC) Redevelopment Project**

Members of the Board received a confidential paper on the BRC Redevelopment Programme Update. Due to the commercially sensitive and confidential nature of the contents of the paper and related discussions, this item is recorded as a separate confidential minute for Governors only.

**42/16 Marketing Strategy 2016-2017 and Annual Marketing Plan 2015/2016**

 Members of the Board received the Marketing Strategy 2016/2017 and Annual Marketing Plan. The Principal spoke to the paper and advised members that the Strategy had been developed to underpin the College’s Strategic Plan. He went on to say that the Marketing Strategy would, primarily, focus on externally-facing marketing and communication activities and it would be used to drive the yearly production of a detailed Annual Marketing Plan to ensure effective delivery of all core campaigns, publications, materials and activities.

 **Members of the Board formally approved the Marketing Strategy 2016/2017 and Annual Marketing Plan.**

**43/16 Membership Issues – June 2016**

 Members of the Board received a paper on Membership Issues – June 2016. The Clerk reminded members that, in December 2014, members had appointed Mr Alastair Ramsay as an Associate Governor/Governor in Waiting so that, should a vacancy arise, he could take up post immediately, depending on the skills being lost at that time. The Clerk reported that Mr Paul Fielon had resigned his role as Governor on the 10th May 2016, effective immediately and, as a result, the Board was asked to formally confirm Mr Alastair Ramsay as a full Governor to serve for a three year term of office from the 29th June 2016 to 31st August 2019.

 **Members of the Board formally approved the appointment of Mr Alastair Ramsay to the Corporation as a full Governor to serve for a three year term of office from 29th June 2016 to 31st August 2019.**

**44/16 Report to the Corporation – Application of the College Seal**

 Members of the Board received a paper on the Application of the Seal. The Corporation had previously agreed that the Chair and the Principal should be generally authorised to authenticate the Seal of the Corporation and that the Corporation would receive an annual report detailing the occasions on which the Seal had been used, thereby, formally ratifying its use.

 **Members reviewed the contents of the paper and noted the occasions when the Corporation Seal had been applied during 2015/2016 and formally ratified its use as authenticated by the Chair and the Principal.**

**45/16 Corporation Calendar 2016/2017**

 Members of the Board received and formally approved the Calendar of meetings for the Corporation and its Committees for 2016/2017.

**46/16 Annual Review of Corporation Committee Terms of Reference and Annual Cycles of Business – June 2016**

Members of the Board were aware that, each year, as part of the annual review and evaluation cycle, all Corporation Committees undertook a review of their own specific Terms of Reference and Annual Cycle of Business at the summer term meeting. Members had been provided with the updated Terms of Reference and Annual Cycle of Business for:

* **The Teaching, Students, Curriculum and Quality Committee** – updated to include the review and recommendation of the Marketing Strategy and Annual Marketing Plan;
* **The Audit Committee** – updated to include an annual review of the Business Continuity Plan (BCP).

 **Governors formally approved the updated Terms of Reference and Annual Cycle of Business for the Corporation Committees as outlined above.**

**47/16 Contract for Internal Audit Services**

Members of the Board received a paper on the Contract for Internal Audit Services. Members were aware that the current Internal Audit contract with Mazars had been awarded in December 2014 (for an initial three year period) following a tender exercise. Members noted that the Audit Committee had reviewed the performance of the Internal Audit Service Provider for 2015/2016 at its meeting on the 21st June 2016 and that no key issues of concern had been raised. However, the Board were advised that a number of key performance indicators related to the timing for the publication of draft Internal Audit Reports, the time for management responses and the publication of finalised documents to be provided for committee meetings had been established.

 **Members of the Board formally approved the recommendation of the Audit Committee and re-appointed Mazars as the Internal Audit Service Provider for a further financial year to run from 1st August 2016 to 31st July 2017.**

**48/16 Summer Term Reports from the Committees of the Corporation**

 Members of the Board received (electronically) the Summer Term Reports of the following Committees of the Corporation and noted the issues which had been discussed and the progress which had been achieved during the summer term:

* Finance & Resources Committee;
* Teaching, Students, Curriculum & Quality Committee;
* Audit Committee;
* Minutes of the Marketing Working Group meeting held on:
**-** 22nd March 2016;
- 25th April 2016;
- 23rd May 2016.
* Draft Minutes of the Wellbeing Committee meeting held on 11th May 2016;
* Minutes of the Joint Steering Group meeting held on the 16th May 2016.

**Members noted the contents of the Reports and committee minutes.**

**49/16 Student Board and Staff Liaison committees (BRC & CEMAST)**

 Members of the Board received (electronically) and noted the minutes of the following Student Board and Staff Liaison Committee meetings which had taken place since the last Corporation meeting:

* Staff Liaison Committee (BRC) held on the 23rd March 2016;
* Staff Liaison Committee (CEMAST) held on the 24th March 2016;
* Staff Liaison Committee (BRC) held on the 11th May 2016;
* Staff Liaison Committee (CEMAST) held on the 12th May 2016;
* Student Board held on the 13th May 2016.

**50/16 Date of next meeting**

 Members noted that, in accordance with the Corporation Calendar 2016/2017 approved under agenda item 12(iv), the next meeting of the full Corporation was scheduled to take place on **Wednesday 5th October 2016 at 4.30 pm.**