MEETING OF THE FULL CORPORATION

OF FAREHAM COLLEGE

27th March 2019

# M I N U T E S

 **Present:** Ms K Allen

Mr K Briscoe

 Mr N Duncan

 Mr P Grimwood

 Mr R Kew (Chair)

 Mr M Mansergh

 Mr A Ramsay

 Mr A Spires

 Dr C Thomas

 Mrs P Tilt

 Ms K Woods

 **In attendance:** Mrs L Davis (AP Students & Improvements)

Ms J Eayrs (Clerk to the Corporation)

 Mrs A Hinton (AP People & Organisational Development)

 Mr A Kaye (Principal designate)

 Mr M Lewis (AP Funding, Finance & Resources)

 Ms L Palmer (AP Study Programmes)

**01/19 Board briefing on the Further Education Bodies Insolvency Regime**

 Members of the Board received a presentation from the Assistant Principal Finance, Funding and Resources on the Further Education Bodies Insolvency Regime. The slides used during the presentation are an **Appendix** to these minutes.

**02/19 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 which related to any items on the agenda.

**03/19 Annual Election of Chairman of the Corporation**

Nomination papers had been distributed to all members of the Corporation in advance of the meeting. Mr Russell Kew had been proposed, seconded and had agreed to stand as Chair. As there were no other nominations, the Corporation formally elected Mr Russell Kew as Chair to serve from 1st April 2019 to 31st March 2020, in accordance with the Corporation’s Standing Orders.

**04/19 Annual Election of Vice-Chair of the Corporation**

Nomination papers had been distributed to all members of the Corporation in advance of the meeting. Mr Kevin Briscoe had been proposed, seconded and had agreed to stand as Vice-Chair. As there were no other nominations, the Corporation formally elected Mr Briscoe as Vice-Chair to serve from 1st April 2019 to 31st March 2020, in accordance with the Corporation’s Standing Orders. The Chair extended thanks on behalf of the Board to Mr Grimwood for his commitment and contribution during his time as Vice-Chair.

**05/19 Apologies for absence**

Apologies for absence were received and accepted from Mr Hoban and Miss Champion who was currently on a leave of absence from the Board until August 2019.

**06/19 Minutes of the meeting held on the 12th December 2018**

The minutes of the meeting held on the 12th December 2018 were agreed as a true and accurate record and were signed by the Chair.

**07/19 Matters arising from the minutes of the meeting held on the 12th December 2018**

1. **Minute 79/18: Letter from the ESFA regarding Funding for 2019/2020** – It had been agreed that the ESFA Funding letter would be circulated to members by the Clerk. Members noted that this had been completed on the 13th December 2018;
2. **Minute 79/18(ii): ESFA Letter regarding Early Intervention and Prevention** – The AP (FF&R) provided members with an update on the position regarding Early Intervention and Prevention. He confirmed that the College was no longer in early intervention and prevention but the formal letter had not yet been received. It was agreed that it would be circulated to members by email and uploaded to the Governance portal by the Clerk once it had been received;

**08/19 Confidential minutes of the meeting held on the 12th December 2018**

The confidential minutes of the meeting held on the 12th December 2018 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.

**09/19 Matters arising from the confidential minutes of the meeting held on the 12th December 2018**

1. Minute 81/19: Strategic Options Review Update: December 2018 – Members were advised that a letter from the Chair had been sent to the HSDC Chair on the 19th December 2018 to advise their Board of the SOR outcome and to confirm the decision of the Fareham College Board that the MoU and NDA between the two colleges be terminated.

**10/19 Strictly Confidential minutes of the meeting held on 12th December 2018**

*There were no points of clarification, therefore, no members were required to withdraw from the meeting for consideration of the strictly confidential minutes.*

The strictly confidential minutes (for Governors who are not Staff and Student only) of the meeting held on the 12th December 2018 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them.

**11/19 Matters arising from the strictly confidential minutes of the meeting held on the 12th December 2019**

1. **Minute 106/18: Private Medical Insurance Renewal** – Members noted that, once the new Principal was in post, the Clerk would make arrangements for an annual medical assessment to be undertaken as agreed by the Board on the 12th December 2018.

**12/19 Correspondence**

1. **Letter from ESFA dated 21st March 2019 on Fareham College Financial Statements (including financial dashboard)** – Members noted that the SFA had reviewed the College’s audited financial statements and finance record and had confirmed the College’s financial health grade for 2017/2018 as ‘Good’. 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;
2. **Application for T Level Capital Funding from the DfE -** The Deputy Principal advised members that the Department for Education (DfE) had released a pot of capital funds for T Level investment and, as one of the ‘early adopters’, the College was eligible to apply for a share of those funds. He highlighted the fact that this was a unique opportunity as the next phase of T Level providers would not get the chance to access such funds. He went on to explain that the Senior Management Team were working with Peter Marsh Consulting to develop a bid which would focus on supporting the College’s work in the Digital and Education/Childcare sectors. The investment would enable the College to provide the very best industry standard facilities at the Bishopsfield Road Campus and the Deputy Principal outlined the proposed investment as follows:
* **D Building** – currently home to childcare and education which was in the worst internal condition on the campus;
* **Ground floor of A Building** – remodelling work to provide an extended Digital Learning Zone to compliment the gaming and computing suite in Block E which had opened in September 2015;
* **Decant works in B or C Building** to accommodate a relocated fashion studio which was currently located on the ground floor of A Building.

Members were advised that the maximum grant available to support investment in the two curriculum areas was £1.15m. In addition, the College’s annual capital investment capacity of £300k for the 2020 summer period provided a maximum project budget of £1.45m. There was a brief discussion related to the likelihood of securing the full grant, the implications of ‘match funding’ and how the College would fund its contribution. Members also explored any potential associated risk with T Level student recruitment.

The Deputy Principal advised members that the bid needed to be submitted by 12 noon on the 17th April 2019 and all associated works needed to be completed by September 2020. He stated that, due to the tight timescales involved, the Board was invited to delegate authority to the Chair and the Principal and Chief Executive to submit an application for T Level Funding up to the grant cap of £1.15m for a total project value not exceeding £1.45m.

**Members of the Board formally agreed to delegate authority to the Chair of the Corporation and the Principal and Chief Executive to submit an application for T Level Funding up to the grant cap of £1.15m for a total project value not exceeding £1.45m**

**13/19 Governor Engagement**

 Members present provided feedback on development sessions and Cross-College events and activities they had attended during the Spring Term.

**14/19 Principal’s Spring Term Report 2019**

Members of the Board received the Principal’s Spring Term Report which was confidential to Governors and which summarised the key issues and developments in the work of the College during the Spring Term 2019.

The Principal spoke to the paper and drew members’ attention to the following:

* **Learner Numbers** – Learner numbers were holding close to the previous academic year at 3133 (compared to 3241). Members noted that both Adult Education Budget (AEB) and Advanced Learner Loans (ALL) would be fully used in year which would result in a continuous and steady increase in learner numbers to the end of the academic year. The Principal confirmed that learner numbers were expected to exceed 2017/2018 year-end number of 3786;
* **Retention (Classroom)** – Retention was noted at 93.8% (93.9% the previous year) which was 0.7% below the College target of 94.5%. Members noted that the reasons for leaving remained broadly the same as previous years with four consecutive weeks of non-attendance being the most common;
* **Retention (Apprenticeships)** – Apprenticeship retention at 76.4% remained a concern but had not deteriorated significantly since the December 2018 report. Members noted that recruitment was positive, albeit there was some way to go to achieve the ambitious target set for 2018/2019;
* **Attendance (All)** – Attendance overall continued to have a spiky weekly profile with a department range of 72% to 98.5%. Members reviewed details of the departments whose attendance presented significant challenge:
- Maths;
- English;
- CPD;
- Hairdressing and Beauty Therapy.
Members noted that CETC had the highest levels of attendance at 98.5%;
* **2018/2019 Budget** – Members noted a forecast of a small surplus of circa £10k. Members noted that the College’s cash flow, whilst down on the previous year, would improve significantly with the receipt of the LEP grant. The Principal confirmed that the LEP had been billed that day for the £2.4million which would be paid by the end of the week;
* **Staff to income ratio** – The Principal highlighted the fact that the staff to income ratio was low at 58% which supported the fact that the sector was becoming increasingly more difficult to recruit to;
* **Projects** – Members were reminded that the College was currently engaged in a number of projects which offered both revenue and capital funding over the next twelve months which included:
- T level implementation and capacity development;
- T level capital investment;
- Centre of Excellence for Mathematics;
- Panamanian curriculum development;
- HEFCE Maths project;
* **2019/2020 Full**-**time Applications** – Applications for 2019/2020 were tracking relatively strongly against the planned targets and just ahead of 2017/2018 which was considered to be a comparable year. Members noted net applications of 955 (950 in 2017) against a target of 1800 (-845) with the highest number of applications in Hairdressing and Beauty Therapy and IT. The Principal reported that work on internal progression was underway to support those students already at the College. Members noted a target of 575 for internal progression continuers which would leave a further 270 new entrant applications to be achieved;
* **Risk Register** – Risk had deteriorated due to a combination of quality and health and safety issues. Members noted a residual risk rating of 6.92 (low) compared to 6.67 the previous year. Members noted that areas of health and safety had given rise to serious concerns and it was acknowledged that this would be discussed in detail later in the meeting;
* **Human Resources** – Members noted:
- Staff turnover remained a challenge at 22.5%;
- Payroll costs were being carefully managed;
- Staff sickness levels had increased (February) by 45% predominantly due to 2 long-term absences due to work related stress and one debilitating illness;
* **Strategic Priorities and Quality Improvement** – Reviewed under a separate agenda item;
* **Curriculum Initiatives**:
(i) **T Level Phase One** - The College would deliver Digital and Childcare & Education courses;
(ii) **CETC** – continued to develop and the fourth cohort was making good progress. The capital build was progressing well and was on target to open in September 2019;
* **County Lines** – The Principal advised members of a tactic being used by groups or gangs to exploit young people and facilitate the selling of drugs in an area outside of the area they live, reducing their risk of detection. He went on to say that the College was aware of activity in Fareham and possibly within the College. Members were assured that staff had been fully briefed on these emerging issues and the College was focussing its attention on detection and deterrent using sniffer dogs and the support of the Police;
* **Safeguarding** – The Principal highlighted the fact that there had been a number of high-profile incidents where teenagers had been killed or injured by someone using a knife as a weapon. He went on to assure Governors that the College would work with students to increase their awareness of knife crime and how to stay safe;
* **Key challenges for the remainder of the year:
-** Health and Safety;
- Safeguarding;
- Maintaining financial health;
- Apprenticeship recruitment;
- FT recruitment;
- Maintaining quality;
- GDPR implementation.

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

**15/19 Review of Progress against Strategic Priorities 2018/2019**

Members of the Board received a paper which provided a progress review of the Strategic Priorities for 2018/2019. The Principal spoke to the paper and highlighted the fact that the College continued to operate a rigorous process of regularly reviewing its performance against its strategic priorities and quality improvement plan. He went on to say that, whilst progress towards most targets was well underway and success was high, the most significant issues related to:

* Apprenticeship quality;
* Improving English and Maths;
* Attendance.

In addition, members noted that there were 51 actions in total which had progressed as follows:

* 20% completed;
* 65% substantive progress or KPI is ‘Good’;
* 16% limited progress or KPI ‘Requires improvement’.

Members’ attention was drawn to the objectives which had deteriorated since the previous progress update and which related to:

* **Ensure student and parent satisfaction was high throughout the organisation** – Members were advised that the interim results from the FE Learner satisfaction survey showed satisfaction of students (predominantly 16-18) was declining against the previous year’s 91% overall satisfaction rate. The Principal emphasised the fact that this was only an interim report and further participants were needed (350) to secure a viable outcome. Members noted that improvement could still be made to the College’s overall satisfaction score before the final report would be received in May 2019;
* **Sustained staff morale and wellness at work** – Members noted that, due to internal department staffing issues, the wellbeing plan and communications action plan had not progressed sufficiently. This would be addressed over the summer term;
* **Stable Finance**s: **Commercial trading income of £550k** – Commercial income for 2018/2019 was forecast at £524k which was £24k less than the original target and was mainly due to student catering across both campuses;
* **Stable finances: Annual operating surplus of 2% of turnover** – Members noted that forecast July 2019 operating surplus was £10k which represented 0.00068%;
* **Contribution to Environmental Improvement** – Members noted that the solar panel project remained suspended. Both the AP Resources and the Principal had agreed that it was worth exploring but as a controlled project in the new year rather than being ‘sold’ a bargain deal now. Members were advised that an overall 17% energy efficiency improvement had been achieved at CEMAST in the last year;
* **Well-developed systems for monitoring organisational performance** – Members were advised that, although the Appraisal system had been implemented, minor modifications were required to the system and a full launch needed to be planned and implemented. Members noted that this would be addressed during April ready for the new Appraisal launch at the end of May/beginning of June;
* **Information and data gathered through IAG is not systematically used to develop personalised learning programmes for individual students** – Members noted that initial assessment of KSB’s in relation to employer/industry expectations would be established and used to support effective enrolment onto appropriate courses. This would be developed over the coming months across all faculty areas;
* **Narrow the achievement gap for 16-18 year-old students with a declared learning difficulty or disability by providing specialist additional learning support in English and Maths lessons** – Members noted that there were currently two vacancies for English and Maths LSAs. In addition, some students that had a self-declared SEND did not have a dedicated M&E LSA in their class;
* **Improved qualification success rates** – Members reviewed and noted the achievement concerns which had arisen as part of the QSM process to date.

**Members reviewed and noted the progress of the Strategic Objectives 2018/2019 achieved to date.**

**16/19 Outcome Report of Health and Safety Investigation into Incident at CEMAST**

 Members of the Board received an Adverse Event Investigation Report from Optimus Safety Ltd which outlined the findings of an external Health and Safety Consultant review which had been commissioned by the Principal following an adverse event which had occurred on the 5th February 2019 in the Manufacturing Workshop at CEMAST.

The Principal advised members that the investigation had unearthed a significant number of issues and concerns regarding a lack of systematic and effective monitoring of health and safety in the College. He went on to say that the incident had been significant and, although there had been no injuries, the potential for injury had been real and the potential implications for the College could have been serious if someone had been injured. He felt that this demonstrated a culture in the College of things being done without the necessary risk assessments being put in place. He went on to say that recent incidents had raised serious concerns about the College’s management and attitude to ensuring compliance with its Health and Safety Policy and Procedures due to the following:
- PAT testing had fallen behind required levels of compliance;
- Numbers of ‘near misses’ were lower than would be expected of an FE College;
- Repairs were not being completed in a timely fashion;
- Documentation was not timely in its completion.

 The Principal reported that the external investigation had revealed that the College would have to:

* Immediately review the practices in critical areas of the College – mainly workshops;
* Review its Health and Safety structure, including the management of this very important responsibility;
* Increase resourcing to support additional training;
* Review the monitoring and reporting of health and safety.

The Principal confirmed that he would be resuming the role of Chair of the Health and Safety Operational Group and an action plan had been developed to address the concerns which had been raised as part of the External Consultant investigation.

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

*Karen Woods left the meeting at this point (5.50pm)*

**17/19 Curriculum and Quality Update – Spring Term 2019**

 Members of the Board received a paper which provided a Curriculum and Quality Update and which summarised the current progress of key areas. The Deputy Principal spoke to the paper and drew the following to members’ attention:

* **Work Experience -** Nearly 60% of students had been assigned a work experience placement with more planned for the latter part of the spring term and in the summer term;
* **Adult Learning Programmes** – Year-end forecasts suggested the College would exceed the previous year’s adult recruitment;
* **Apprenticeship recruitment** – Members noted apprenticeship numbers of 881 (976 in 17/18 and 804 in 16/17). The Deputy Principal emphasised the fact that this would increase when the next CETC cohort began;
* **Teaching and Learning** – Members noted that the formal TLS observation grade profile continued to improve, increasing by 2% to 94% good or better;
* **H.E** **–** Members noted that the TEF year four application had been submitted in January 2019. The College intended to secure TEF Silver status subject to successful review with the College receiving a final decision in June 2019;
* **C&Q Key Performance Indicators** – Members reviewed and noted the comparison date on KPIs provided;
* **Recruitment** – Members reviewed and noted the recruitment profile by subject area;
* **Attendance** – Members reviewed and noted attendance rates by department with the highest performing departments being Hospitality and Travel at 92.8%, Media and Performing Arts at 92%, Technical Engineering at 92% and a whole College attendance rate of 87.7%;
* **High Needs Students** – The College currently had 34 High Needs Students;
* **Students with EHCP** (Educational Health Care Plan) – The College currently had 50 students with EHCP;
* **Equality and Diversity (16-18)** – Members noted that the overall performance of vulnerable groups of students was operating at or above the College’s retention rate of 93.8%. Other than students that had declared a disability, were in receipt of an EHCP and were Looked after in Care, where there was a marginal difference in the performance of these students against the College average;
* **Leadership and Management** – Members noted that, since the last report, a new senior manager had been appointed as Managing Director for Business Plus. Lesley Roberts had now also been assigned as Centre Manager for CEMAST and CETC;
* **T Levels** – Members noted that the next key milestone was to submit a bid to the T Level capital programme. Members were advised that the College was eligible to bid for grant funding (matched 50:50) to redevelop parts of the estate to support T Level delivery;
* **Industry Placements** – The College was targeted to place 10% of its level 3 cohort (83 students) on industry placement this year and 20% next year. The Deputy Principal reported that 81 of the 83 students were out on placement. He added that it was uncertain if all would receive the full 45 days but significant progress was being made.

 **Members of the Board reviewed and noted the contents of the Curriculum and Quality Update.**

**18/19 Facts and Figures ‘Pocket Brief’**

 Members of the Board received the Facts and Figures ‘Pocket Brief’ which provided updated key performance data for the Spring Term 2019 which was reviewed and noted.

**19/19 16-19 Curriculum Strategy**

Members of the Board received the 16-19 Curriculum Strategy. Members were reminded that it had not been possible to convene a meeting of the TSC&Q Committee during the Spring Term and, as a result, the Strategy had been presented directly to the Board for consideration and review.

The Deputy Principal spoke to the paper and advised members that the Strategy had been updated in line with the new OFSTED Education Inspection Framework (EIF) and DfE changes which came out in 2018. Members noted that the core purpose of the 16-19 Curriculum Strategy was to ensure that students became confident adults, equipped with the knowledge, skills and behaviours required for life and work and to ensure that the region’s young people had the opportunity to access high quality education and training to meet their needs and enable appropriate progression.

**Members of the Board formally approved the 16-19 Curriculum Strategy.**

**20/19 Business Plus Strategic Framework 2018-2021**

Members of the Board received the Business Plus Strategic Framework 2018-2021 for consideration and review. Members were aware that a full presentation on the framework had been provided to Governors at the Group Training session in February 2019. Members noted that the strategic framework had been developed to position Business Plus with the expertise, skill and flexibility to respond to the Government’s reshaping of the workforce skills arena locally, regionally and nationally.

**Members of the Board formally approved the Business Plus Strategic Framework 2018-2021.**

**21/19 Marketing Strategy 2018-2021**

 Members of the Board received the Marketing Strategy 2018-2021. Members were advised that the strategy outlined how the Marketing and Communications department would support the College’s Strategic Plan 2018-2021, build on the College’s reputation and communicate with all the organisation’s stakeholders.

 There was a brief discussion about brand protection, the use of ‘apps’ and dispensing of the Part-time Prospectus as it went out of date very quickly.

 **Members of the Board formally approved the Marketing Strategy 2018-2021**

**22/19 Internationalisation Strategy 2018-2021**

 Members of the Board received the Internationalisation Strategy 2018-2021. Members were advised that the College had previously invested a significant amount of time exploring and promoting its international activity. However, the time invested had not brought the expected rewards and, as a result, the decision had been taken to reduce the focus on this project although it was acknowledged that it was still an important Strategy to have in place.

 The Strategy outlined a number of objectives that the College would aim to achieve over the period of the Strategy as follows:

* Increased student participation in international trips or visits;
* Hosting exchange visits by international students or teachers;
* Writing course materials for use in international technical and professional education settings;
* Building international partnerships;
* Teaching international students in the UK;
* Delivery of EU or other funded project work (subject to changes arising from Brexit);
* Teacher training or “Train the Trainer”;
* Teaching overseas students from the UK via blended or distance learning;
* Teaching students overseas.

**Members of the Board formally approved the Internationalisation Strategy 2018-2021.**

**23/19 H.E Strategy**

 Members of the Board received the H.E Strategy for consideration and review. Members were advised that the Strategy had been updated at a time when the Department for Education’s review of Post-18 Education and Funding was underway. The Deputy Principal highlighted the fact that, as significant reforms moved into implementation, this review would look at how the government could “ensure that the education system for those aged 18 years and over was accessible to all, was supported by a funding system that provided value for money and worked for students and taxpayers, incentivised choice and competition across the sector, and encouraged the development of the skills that we need as a country.”

In addition, it was noted that the outcomes of the review could have potential impact to the Higher Education Strategy of the College particularly as a separate review had been launched to determine how best to extend technical education reforms to level 4 and 5, the findings of which would feed into the DfE’s review. The premise of the review was that the current Higher Education policy did not offer a comprehensive range of high quality alternative routes for the many young people who pursued

a technical or vocational path at this age, and the system did not comprehensively deliver

the advanced technical skills that the economy needed.

**Members of the Board noted the potential impact of the DfE’s review of Post-18 Education and Funding and formally approved the Higher Education Strategy.**

**24/19 Student Attendance Strategy (including Intervention)**

Members of the Board received the Student Attendance Strategy which included the Intervention Strategy as an Appendix. The Deputy Principal spoke to the report and highlighted the fact that the strategy provided a consistent and standard approach to monitoring attendance and it also aimed to highlight the core principals of how to promote excellent student engagement and attendance.

In particular, members were advised that The College recognised the need to positively reinforce behaviours including where students attended well and where students were making improvements and, as a result, a ‘bronze/silver/gold’ reward scheme had been introduced to support the reinforcement of positive behaviour.

**Members of the Board formally approved the Student Attendance Strategy (including Intervention).**

**25/19 Equality & Diversity Policy**

Members of the Board received the Equality and Diversity Policy for consideration and review. The Deputy Principal spoke to the paper and advised members that there had been no significant updates, however, equality objectives had now been included which would be monitored through the Wellbeing Group.

The Deputy Principal emphasised the fact that the College valued equality and diversity and was committed to promoting mutual respect throughout its community. He outlined the purpose of the policy which was to establish clear guidance regarding equality and diversity matters and to establish the principles, structures and monitoring arrangements for the College.

 **Members of the Board formally approved the Equality and Diversity Policy.**

**26/19 Management Accounts at 28th February 2019**

Members of the Board received a confidential paper on the Management Accounts for February 2019. 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.

**27/19 Outline Budget Strategy for 2019/2020 and 2020/2021**

Members of the Board received a confidential paper on the Outline Budget Strategy for 2019/2020 and 2020/2021. 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.

**28/19 IT Strategy Update – February 2019**

 Members of the Board received a paper on the IT Strategy Update: February 2019. The Principal spoke to the paper and reminded members that the current IT Strategy had been developed three years ago and had been compiled in line with the Strategic Plan as part of a rolling three-year plan. Members reviewed and noted the strategy goals outlined for year 3 and the goals which would be achieved by the end of the Plan.

 Members were advised that the outcome of an IT internal audit review in 2017/2018 had not been favourable but the recommendations made would be reviewed by the new Internal Audit Service provider as part of their ‘follow-up’ process and reported through the Audit Committee.

 The Principal concluded by saying that the end of the academic year would bring the current strategy to a close and, as a result, a new strategy was currently being developed for the next three-year phase which would be presented to the F&R Committee for consideration in due course.

  **Members of the Board reviewed and noted the IT Strategy Update and the progress achieved to date.**

**29/19 Annual Review of the Fees Policy 2019/2020**

 Members of the Board received the 2019/2020 Fees Policy and Guidance for consideration and review. The purpose of the policy was to provide a framework within which the College’s fee setting, fee refund and overdue fee processes were devised and operated. The Policy also set a framework for ensuring that comprehensive guidance and information regarding fees was available and accessible to prospective and existing learners, staff and Governors.

 Mr Lewis outlined the main changes to the Policy which had been considered and were recommended by the F&R Committee.

 **Members of the Board reviewed and formally approved the Fees Policy 2019/2020.**

**30/19 GDPR Update: February 2019**

Members of the Committee received a GDPR Log which provided information on the FOI requests, data breaches and personal data requests. The timeframe of the log covered the period from GDPR’s inception in May 2018 to February 2019. Members noted that there had been:

* 7 FOI requests;
* 3 personal data requests;
* 4 data breaches – Two data breach points had been reported to the NCA who required no further action. Members noted that internal processes had been adjusted to prevent further breaches and no further action was required.

Members were assured that the College was compliant across all three GDPR elements.

**Members of the Board reviewed and noted the contents of the paper.**

**31/19 Preparations for Governor/Board Self-Assessment 2018/2019**

 Members of the Board received a paper on the Preparations for the Governance/Board Self-Assessment 2018/2019. Members reviewed the contents of the paper, considered the proposals and agreed the action in preparation for it as outlined in the paper.

**Members of the Board formally agreed the arrangements for the Self-Assessment session for 2018/2019 and the action to be taken in preparation for it as outlined in the paper.**

**32/19 Membership Issues and Report of the Search Committee**

 Members of the Board received a paper on the Membership Issues and Report of the Search Committee. Governors reviewed the current membership position provided as Appendix A to the paper and noted the following:

 **Current Position:**

1. **Business Governors** – There were currently no vacancies on the Board. There was one Associate Governor (Mark Hoban, appointed in December 2015). Members noted that Mark continued to make a valuable contribution by supporting the work of the Board;
2. **Mr Andrew Wannell** – Members were aware that the ‘out-going’ Vice-Chair, Peter Grimwood, would complete his service as a Governor at the end of June 2019 and, subsequently, a new Governor was required. The Search Committee had confirmed its desire to maintain the strong links developed over a number of years with Fareham Borough Council and had, therefore, requested that a new Governor be sought from within the Council. The Search Committee had considered an application for appointment from Mr Andrew Wannell. Until recently, Mr Wannell had been the Director of Finance and Resources but had since taken up post as the Deputy Chief Executive for Fareham Borough Council. The Search Committee had unanimously agreed to recommend that Mr Wannell be appointed to the Board;
3. **Teaching Staff Governor** – Members noted that, Mr Seaton, Teaching Staff Governor, had resigned his role as Governor on the 22nd February 2019. Members noted that the Clerk would seek a new nomination from amongst the teaching staff body in due course;
4. **Student Vice**-President/Governor – Members noted that, disappointingly, no nominees had been forthcoming and the role continued to remain vacant.

**Review of Memberships in the 2018/2019 Academic year:**

1. **Mr Peter Grimwood** was due to complete his service as a Governor on the 30th June 2019 as outlined earlier in the meeting;
2. **Mr Alastair Ramsay** was due to complete his first term of office on 31st August 2019. Mr Ramsay had confirmed his intention to apply for re-appointment to the Board for a second term and it was envisaged that a completed application form would be presented for consideration at the summer term meeting of the Search Committee.

**Succession Planning:**

1. **Chair of the Corporation** – Members were aware that the Chair of the Corporation was due to complete his service to the Board on 31st December 2019 and the Chair had confirmed his intention to stay until the end of his service. The Clerk had previously reported (November 2017) that, should a volunteer not be forthcoming when the current Chair completed his service, it would be necessary to recruit a Chair externally which had not previously been an approach adopted by the Board. The Clerk provided a verbal update on the current position regarding a potential nominee to take on the role of Chair in December 2019. In addition, members discussed potential candidates to fill the vacancy which would be created when Russell Kew completed his service to the Board. It was agreed that Mark Hoban, as an Associate Governor, should be invited to apply to be a full Governor in the first instance, to fill the vacancy created by Russell Kew in December 2019. In addition, members agreed that Mr Mark Wells, who had expressed an interest in being involved in the work of the Board, should be approached regarding an application for appointment to the Corporation.

**Members of the Board undertook the following:**

* **Reviewed the contents of the paper and noted the current membership position as outlined in Appendix A to the paper;**
* **Formally appointed Mr Andrew Wannell to the Board to serve a three-year term of office from 27th March 2019 to 30th April 2022;**
* **Noted the position regarding the memberships which come under review during the remainder of the 2018/2019 academic year;**
* **Formally approved the Membership of Corporation Committees outlined in Appendix B to the paper;**
* **Reviewed and noted the current position regarding the succession planning arrangements for the Chair as outlined above.**

**33/19 Outcomes of the Skills Audit 2019**

Members of the Board received a paper on the Outcomes of the Skills Audit 2019. The Clerk spoke to the paper and reminded members that the Search Committee needed to have an overview of the skills needs of the Corporation and its committees and the skills, knowledge and expertise of all its members. She went on to say that, as the College approached a significant period of change on the Board, it was felt both timely and appropriate to undertake a detailed review of the current skills profile of existing Board members to enable the Search Committee to gain a view of the skills/expertise

due to be lost and to ensure that any new appointments were able to offer the skills and expertise

required by the Corporation.

The skills audit evaluation had been designed to centre on Governors’ expertise and experience

of the six key responsibilities of governance and to identify other areas of knowledge needed by

the Board.

Members reviewed Appendix A to the paper which outlined the results of the Skills Audit which clearly confirmed that there were no areas of concern in members’ ability to fulfil the key responsibilities of governance as follows:

* The determination and periodic review of the educational character, mission and strategic direction of the College **– 87%**
* Approving the Quality Strategy of the institution – **93%**
* Approving the annual estimates of income and expenditure – **92%**
* The efficient and effective use of resources, safeguarding the assets and the solvency of the College – **92%**
* The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk – **73.5%**
* Setting a framework for the pay and conditions of service of all other staff – **73.5%**
* Generic skills – **87%.**

**Members of the Board reviewed and noted the outcomes of the Skills Audit 2019.**

**34/19 AoC Governors’ Council: The College’s Senior Staff Remuneration Code**

 Members of the Board received a paper on the AoC Senior Staff Remuneration Code. The Clerk to the Corporation spoke to the paper and advised members that, in May 2018, the AoC Governor Council had established a working group to produce the College’s Senior Staff Remuneration Code (Remuneration Code) and related guidance to support colleges in good governance practice. She went on to say that three other factors had influenced Governor Council thinking:

1. To ensure colleges remained at the forefront of good governance nationally;
2. In response to the new Office for Students (OfS) regulatory requirements and, in part,
3. As a response to the political and media interest in senior staff pay and to respond to high-profile examples of questioning trustee, governor and other boards oversight.

Members were advised that the Remuneration Code aligned with and was equivalent to the Committee of University Chairs (CUC) Remuneration Code and this supported colleges in meeting the requirements for registration with OfS, ESFA reporting requirements and ensuring efficient and consistent practice across educational sectors. The Clerk confirmed that the introduction of the Remuneration Code was an amendment and addition to the AoC Code and it had been produced and was recommended to the sector by the AoC Governor Council.

**Members of the Board accepted the recommendation of the F&R Committee and agreed to formally adopt the College’s Senior Staff Remuneration Code as an Appendix to the AoC Code of Good Governance for English Colleges.**

**35/19 Arrangements for the Recruitment/Selection of a new Clerk to the Corporation**

Members of the Board received a confidential paper on the Recruitment/Selection of a new Clerk to the Corporation. 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.

**36/19 Appointment of the Principal and Chief Executive**

*Staff and Student Governors and Executive Officers withdrew for this item.*

Members of the Board received a strictly confidential paper (for Governors who are not staff and students only) on the Appointment of the Principal and Chief Executive. Due to the strictly confidential nature of the contents of the paper and the related discussions, this item is recorded as a separate confidential minute for Governors only.

**37/19 Termly Reports of Corporation Committees**

 The following termly reports from the Corporation Committees had been electronically circulated to Members of the Board:

* Finance and Resources Committee;
* Audit Committee.

**Members reviewed and noted the contents of the reports and the issues which had been discussed at committee meetings during the term.**

**38/19 Student Board and Staff Liaison Committee Minutes**

 Members of the Board received (electronically) the minutes of the following meetings for information:

* Staff Liaison Committee (BRC) meeting which had taken place on the 30th January 2019;
* SLC (CEMAST) meeting which had taken place on the 31st January 2019;
* Student Board minutes from the meeting which had taken place on the 6th February 2019.

**Members reviewed and noted the contents of the minutes and the issues which had been discussed at these meetings during the term.**

**39/19 Date of next meeting**

 In accordance with the approved Corporation Calendar 2018/2019, members noted that the next meeting of the Board was scheduled to take place on **Wednesday 26th June 2019 at 4.30pm.**