

Minutes of the Corporation Meeting Held at 3.30pm on 26 March 2024

Present: Prue Amner, Noodles Bainbridge (from 4.30pm, student governor), Naomi Beer (staff governor), Mark Cooper, Ashley Cullen (via Teams), Alex Dartmouth, Graham Goddard, Lyndsey Mason (from 3.50pm, staff governor), Anne Murphy (via Teams from 4.30pm), Shirley Nellthorpe, Rob Nitsch (Chair), Katy Quinn (Principal & CEO), Mike Stoneham & Pauline Tiller.

Apologies: Shahalam Ali Liz Byrne, Huw Chapman Tim Jackson, Liz Rix & Tennant Hayter (student governor)

In Attendance: Fiona Chalk Governance4FE (via Teams, Minutes 244 - 249)
 Matt Phelps Deputy CEO & Principal Curriculum & Quality
 Paola Schweitzer Director of Governance
 Maria Vetrone COO

Minutes

244 Attendance and Participation

The meeting date had been changed due to the cyber event meaning there were several apologies: Shahalam Ali, Liz Byrne, Huw Chapman Tim Jackson, Liz Rix & Tennant Hayter (student governor). The Chair welcomed the new staff governor Naomi Beer (business development, apprenticeships). Governors **Noted** that Tennant Hayter had replaced Ben Fairweather as SU President & student governor.

245 Declarations of Interest

There were no new declarations of interest.

246 Matters for Decision

The minutes from the 12 December 2023 meeting were **Agreed** as a correct record.

247 Matters Arising

Governors **Noted** that all matters arising had been completed.

248 Chair Update

The Chair believed the key outputs from the meeting were to decide the handling of the external governance review, consideration of the Principal's admirably transparent report and to understand if further action was needed with regard to apprenticeships.

249 External Review of Governance Report & Action Plan (paper 569/24/C)

Corporations were required to undertake an external governance review every three years to evaluate governance effectiveness and support continuous improvement. Governance4FE undertook the College's review in the autumn and found that the College demonstrated *'a well-developed level of maturity of governance'*. The report,

recommended to Corporation by Search & Governance (S&G) Committee, identified strengths and areas for development and proposed 12 recommendations.

Fiona presented her findings, emphasising the importance of maximising the value add of governors through strategic conversations, knowledge exchange and support and encouragement. Governors prioritised the recommendations in groups and agreed:

- **R1:** Annual conversation to agree expectations on the focus of Board and committee work each year.
- **R4:** Tighten up consistency of the focus of both the ask of governors and the outcome of their deliberations as recorded in the minutes.
- **R7:** Empower committees through strengthened assurance reporting from the Chair.
- **R10:** Decision reports to include scenarios/options considered and dismissed by management.

Other recommendations raised were:

- **R2:** Investing in a board portal
- **R3:** Annual conversation to discuss board and management expectations.
- **R6:** Reviewing practice against governance codes
- **R8:** Meeting effectiveness survey. One governor suggested each meeting conclude by reflecting on what worked well and what could be done better.
- **R11:** Assessing risk appetite. There was a discussion about the value of this and the matter was referred to Audit Committee for further consideration.
- **R12:** Succession planning for governors and the executive leadership team.
- Appointing a Senior Independent Governor (mentioned in the report).

Governors believed that the review had been a useful exercise to reflect on governance. Governors **Agreed** the report and that recommendations would be taken forward by S&G for completion by the end of May and would inform the continuous improvement cycle. They also noted that Fiona would return in a year's time to review progress. The review would be reported in line with statutory and best practice requirements.

Fiona left the meeting.

250 Principal & CEO's Report (paper 570/24/C)

The spring term update highlighted progress and areas requiring improvement, triangulating information provided through the Committees, risk register, quality improvement plan and management accounts. Katy stated that after a great start in the autumn, progress had slowed due in part to the cyber event. There was now a renewed focus on leadership, management, teaching and learning. Staff governors agreed that Katy's summary was an accurate reflection of the College and they welcomed the clarity with which Katy's assessment was expressed.

A governor asked if there were enough training opportunities to support leadership and management and suggested governors could share their leadership journeys. Katy believed the leadership and management training needed reviewing and welcomed governors' participation. Governors also believed they could support the College by being visible within the College, offering support and encouraging excellence during their visits. Matt stated that the variability of teaching and learning was being addressed through short and long term measures. When asked if the College had sufficient resources to deliver the new qualifications, Katy responded that the College was

drawing on best practice but the defunding of qualifications meant there was no choice. Another governor asked if the College had the infrastructure to support work experience. Matt responded that this was a risk, but the allocation of additional resources meant he believed the 2023/24 KPI would be achieved. Noodles stated that the UCAS application process had been challenging due to the lack of tutorials and asked what was being done to improve the situation. Matt agreed that the tutorial framework had not been effective at the sixth form campus and changes were being made for 2024/25. Governors were concerned to learn of Noodles' experience and agreed the matter would be followed up with all year 2 students at the Sixth Form Campus by the end of April. Anne noted it was not too late to apply to University as most courses at most universities would be available through clearing. Having scrutinised the report and discussed key issues, governors **Noted** recent activity and developments and the progress being made against the strategic plan

251 Corporate Dashboard (paper 571/24/C)

The dashboard showed progress against the 2023/24 KPIs as at March 2024. The majority of KPIs were RAG rated green (KPI being met) and amber (too early to assess/year to date better than 2022/23 outturn position), with a few red (below target and 2022/23 position). Discussion of the dashboard resulted in no adjustments or substantive points following the Principal's report.

252 Analysis of 2023/24 Enrolments (paper 572/24/C)

The College had increased market share of 16-19 year olds from 53% (2021/22) to 57% (2023/24) and data was analysed by level, ward and deprivation level. The College was the main provider in the area for level 1 provision and below. The report also forecast the College's projected 16-19 student numbers to 2032/33. One governor noted the number of young people from particular wards who were not students at the College and Matt stated that the College was focusing its attention on schools in these wards. There was a discussion about bus routes and this would continue to be pursued with the City Council. Governors welcomed the increase in market share and **Noted** 2023/24 enrolments.

253 2024/25 Strategic Priorities (paper 582/24/C)

This report set out the strategic priorities, which had been amended following the Board Strategy Day in January 2024, for the remainder of 2023/24 and 2024/25. Each work stream was linked to a strategic objective and the strategic risk register and was owned by a senior manager with governance oversight. Corporation would continue to monitor progress through the corporate dashboard. Katy noted that defining these priorities had sharpened focus and was in line with the governance review's first recommendation. In response to a question she did not believe there were too many priorities. Governors **Agreed** the final proposed strategic workstreams for 2024/25.

254 Learning & Quality (L&Q) Committee, 13 March 2024 (paper 573/24/C)

Most issues discussed at L&Q were covered in the Principal & CEO's report but Prue drew attention to the creation of a single student voice framework and the capital bid to enhance security. The Committee had also had an update on student well-being and safeguarding with information triangulated by Shirley (safeguarding lead governor). Governors **Noted** L&Q Committee's 13 March 2024 minutes.

255 Finance & Resources (F&R) Committee, 18 March 2024 (paper 574/24/C)

Rob reported that F&R had considered HR and health & safety, the management accounts and an overview of the finance strategy. Rob advised governors that he had approved a waiver to the Financial Regulations to enable work to proceed on Highbury Campus' performance space and this was **Noted** by Corporation. F&R agreed to recommend to Corporation the dissolution of two of the College's subsidiary companies. Governors **Agreed** to dissolve New Work Training Ltd (pending DfE approval. Maria would advise if there were any issues) and Highbury College (Nigeria) Ltd. Governors **Noted** F&R Committee's 18 March 2024 minutes.

256 Audit Committee, 12 March 2024 (paper 575/24/C)

Pauline reported that the Committee had considered the cyber event and that an internal review was underway and would include the outstanding 2022/23 internal audit IT & cyber security recommendation. The Committee had scrutinised the strategic risk register and asked that the apprenticeship risk was reviewed with a view to escalating it. On Audit Committee's recommendation, governors **Agreed** the Risk Management Policy and **Noted** Audit Committee's 12 March 2024 minutes.

257 Estates & Sustainability (E&S) Committee, 23 January 2024 (paper 576/24/C)

Governors **Noted** E&S Committee's 23 January 2024 minutes.

258 Search & Governance (S&G) Committee, 05 March 2024 (paper 577/24/C)

Anne (temporary chair) reported that S&G had considered the external governance review governance improvement plan, confidential minutes and board diversity within the context of students, staff and the city. The Committee agreed to recommend a series of Corporation and Committee membership changes. Governors **Noted** S&G Committee's 05 March 2024 minutes and **Agreed** the following:

- Rob Nitsch serve a 2nd 4 year term as governor and continues as Chair of Corporation for a full 2 year term (until 31 December 2024) and as Chair of F&R for a full 2 year term (13 March 2025)
- Pauline Tiller serve a 2nd term as Audit Chair until the end of her 1st term as governor (14 January 2026).
- Mike Stoneman serve a 2nd term as Remuneration Chair until the end of his 1st term as governor (16 August 2025)
- E&S Committee is stood down, with its portfolio transferred to F&R.
- Huw Chapman join L&Q and steps down from F&R
- Anne Murphy join Remuneration Committee
- Naomi Beer (staff governor) and Tennant Waller (student governor) join F&R
- Noodles Bainbridge (student governor) join L&Q

There was a brief discussion about the Corporation Chair term of office and Committee Chair role and these matters were referred to S&G.

259 Apprenticeships Update (paper 578/24/C)

The report provided updates on employer engagement, recruitment, achievement and out of funding apprentices (OOFs) and qualification achievement rates.

Employer Advisory Boards were identifying local skills needs and informing the curriculum. Good progress was being made in reducing OOFs and the year-end forecast achievement rate was 35%. The recruitment and onboarding process had been remodelled. 144 apprentices had signed up since September, with a further 42 to start shortly. Prue asked that the effectiveness of processes be reported to L&Q and suggested governors observe learning walks. Governors discussed the following:

- 2024/25 would be the first clean year.
- Governors noted the importance of setting realistic recruitment targets, based on demand rather than capacity, to minimise significant budget variances and asked that this continue to be a focus of reporting to Corporation. The financial forecast included the reduced 2023/24 target.
- An Assistant Principal (AP) was being recruited and delivery teams were in place to ensure a smooth learner journey.
- One governor expressed concern that the College had a high End Point Assessment failure rate compared to the sector.
- The College might benefit from targeting a smaller number of key employers. This was a 2024/25 strategic priority and would be taken forward new AP.

Governors were encouraged with the progress being made in tackling the identified and long-standing issues with apprenticeship provision and acknowledged DfE's ongoing monitoring to ensure the College was in line with the Apprenticeship Accountability Framework. An update would be brought to the October 2024 meeting.

260 Strategic Risk Register (paper 579/24/C)

This report provided an update of the College's strategic risk register including movements in net risk and mitigating actions. Audit Committee recommended the register to Corporation. The register was largely unchanged, with 25 strategic risks of which seven were significant/business critical. Two risks had been downgraded. Maria drew governors' attention to the IT infrastructure risk, noting that whilst the risk had materialised it had been managed due to the significant investment in IT infrastructure. Governors **Agreed** the strategic risk register, in particular changes in risk assessments, movement of net risks and the associated commentary and actions.

261 Management Accounts: P06 January 2024 (paper 580/24/C)

The January 2024 management accounts had been discussed by F&R. Maria stated that it was a tight budget. Key highlights were the forecast outturn at 31 July 2024 indicated an operating deficit of £1,466k (favourable to full year budget by £9k). Maria noted that further loss of income due to apprenticeships was possible. Additional in-year funding would be wiped out by significant shortfalls from apprenticeships and full cost/commercial course fees. In response to a question, Maria confirmed that the College was seeking to increase customers. There was a shortfall of £200k from Portsmouth City Council concerning the SEND funding rate increase. An income risk of £400k, including the North Harbour rent review, was not included in the forecast. Governors scrutinised the College's financial position particularly the KPIs, adverse variances, forecasts to year end and emerging financial risks and **Noted** the January 2024 management accounts. In response to a question, Maria stated that management accounts were reported to governors every month and she would report urgently if the College was unlikely to deliver the deficit budget or cash remained low.

262 **AOB:** Katy stated that she hoped governors had a sense of the challenging environment in which the College operated and that whilst the College was on track to deliver the strategic objectives set in the 2022-2026 strategic plan, it was a three to five year journey. Great progress has been made during 2022/23 and 2023/24 to date, but there remained a lot of work still to do. Governors thanked the executive leadership team for their transparency.

Minutes 263 – 265 were confidential.

The meeting ended at 7.05pm.