

**MINUTES OF THE CORPORATION MAIN BOARD
HELD AT SOUTH BRISTOL SKILLS ACADEMY ON MONDAY 17 JULY 2023
AT 16.30**

Present:

Peter Rilett, Chair of the Corporation
 Steve Bennett, Vice Chair
 Richard Gaunt, Vice Chair
 Julia Gray, Principal & Chief Executive Officer
 Andrea Arlidge
 Tony Antonius
 Alison Beckingham
 Steven Boardman (via Teams)
 Sandra Gordon
 Tony Green
 Marc Griffiths (via Teams)
 Judi Harper
 Keith Hutton (via Teams)
 Dan Jones
 Shawn Smith
 Meaghan Stillman
 Frank Teagle
 Zoe Taylor

In attendance:

Catherine Howett, Vice Principal (Curriculum & Quality)
 Anne Roberts, Interim Director of Governance & Clerk
 Hayley Shaw, Director of HR & OD
 Jessica Thorne, Corporate Services Officer
 Joanne Ward Vice Principal (Corporate Services & External Relations)
 Heather Cross, External Governance Reviewer

Attendance: 90%

Min. No.	
1	APOLOGIES FOR ABSENCE
1.1	Apologies were received from Dan Amin and Neil Dimes, External Governors and Tim Peacock, Executive Director, Finance & Funding (EDFF). All others were confirmed as present. Welcome was given to the new student governors and Heather Cross, External Board Reviewer.
1.2	The Chair extended his thanks to Richard Gaunt and Keith Hutton for their tremendous contribution to the college, as they had reached the end of their tenures with the Board of Governors. They were presented with a gift from the college.
2	DECLARATION OF INTEREST IN ANY OF THE ITEMS ON THE AGENDA
2.1	None
3	MINUTES
3.1	The minutes of the meeting held on 27 March 2023 were confirmed as an accurate record

<p>3.2 3.2.1</p>	<p>and APPROVED.</p> <p>Matters Arising from the Minutes and Actions</p> <p>There were no matters arising, other than a report on outstanding debt which had been circulated within the papers. All actions had been completed or were in hand.</p>
<p>4 4.1</p>	<p>GOVERNANCE REPORT</p> <p>Succession Planning</p> <p>The Board received the following recommendations from the Search & Governance Committee:</p> <p>a. Retiring Governors</p> <p>The Board’s appreciation was extended to Richard Gaunt, Vice Chair, Chair of Business Services & RemCom and a member of Search & Governance, and also to Keith Hutton, Lead Safeguarding Governor and a member of the Curriculum & Quality Committee.</p> <p>b. External Governors</p> <p>The Board APPROVED the appointment of Jessica Winkler and Julian Fleming as external governors from 1 August 2023 for a 4-year term. Jess would act as Safeguarding & SEND Lead Governor and would also serve on the Curriculum & Quality Committee. Julian Fleming would act as Digital Lead Governor and also serve on the Business Services Committee.</p> <p>c. Student Governors</p> <p>The Chair welcomed college students Frank Teagle and Meaghan Stillman who had been recommended to join the Board as Student Governors. The Board APPROVED Frank and Meaghan as student governors from 17 July 2023 for a one-year term.</p> <p>The Board also APPROVED the appointment of Erin York as a student observer on the Board from 17 July 2023 for a one-year term.</p> <p>d. Term of Office extensions</p> <p>The Board APPROVED the extension of those in their 2nd term of office, to be extended to the end of July nearest to their end of term, to align with the academic year.</p> <p>e. Vice Chair</p> <p>The Board APPROVED the nomination of Stephen Boardman as a new Vice Chair and Chair of the Business Services Committee from 1 August 2023. Proposed by Richard Gaunt and seconded by Shawn Smith.</p> <p>f. Chair of RemCom</p> <p>The Board APPROVED the recommendation from RemCom that Steve Bennett, Vice Chair be appointed as Chair of RemCom from 1 August 2023.</p> <p>g. Chair of Corporation</p> <p>Peter Rilett’s 2nd term of office was due to end in November 2024. The Board APPROVED his term to end on 31 July 2024 in line with the approval made under 4.1d above. Succession planning for the search for a new chair would commence shortly. The Clerk and two of the existing Governors would work together to consult with Governors and report back to the Board.</p>

<p>4.2</p> <p>4.3</p> <p>4.4</p> <p>4.5</p>	<p>Terms of Reference & Membership 2023/24 The Board APPROVED the updated terms of reference and membership 2023/24, noting that these would be kept under review and any changes reported to the Board.</p> <p>Instrument & Articles of Government The Board APPROVED the recommended changes to the Instrument and Articles of Government for publication on the college website.</p> <p>External Board Governance Review The Clerk reported on the Review currently underway and thanked Heather Cross for joining the Board meeting. The report would be presented to Governors in September 2023.</p> <p>Skills Audit of Governors The Clerk confirmed that this would take place in the Autumn term.</p> <p>ACTION: Clerk to confirm Board appointments and publish the amended TOR and I&A on the college website</p>
<p>5</p> <p>5.1</p> <p>5.2</p> <p>5.3</p> <p>5.4</p> <p>5.5</p> <p>5.6</p>	<p>PRINCIPAL & CHIEF EXECUTIVE’S REPORT</p> <p>Meaghan Stillman and Steve Bennett joined at 16.55.</p> <p>The P&CEO presented her report which included an update on the FE Deputy Commissioner visit on 22 June 2023. A lot of preparation had taken place and the FEC had met with governors and staff. She reported on the positive feedback from the visit and would share the final report upon publication.</p> <p>The College had signed the Civic University Agreement (CUA) in partnership with The University of Bristol, University of the West of England (UWE), Bristol City Council and the City Office. The partnership reflects the many positive benefits to the city that the institutions collectively bring, including new jobs, apprenticeships, research collaborations and educational opportunities.</p> <p>The end of year staff celebration event (Summer Fest) had been very well received. This was the first event of its kind, and replaced a planned CPD Day. The event was the result of hard work and collaboration between staff members and local business partners.</p> <p>Governors were very pleased to see the focus in the report on student achievements and their individual journeys. Governors thanked the Principal for providing such a humbling and moving update as it provided a human aspect to the data. The staff involved in supporting such students were thanked and the Student Governors endorsed this.</p> <p>The Chair asked the senior team what more the Governors could do to support college aims and activities. The P&CEO asked governors to promote the college, spread the word about the good work being done, the positive cultural changes, student achievements and Ofsted Grade 2 rating. Governors might support the college by building links with employers and establishing partnership opportunities. The areas of particular focus would be discussed at the next Board Strategy day.</p> <p>A Vice Chair shared feedback from his attendance at a recent AoC workshop on governance and asked that submission for next year’s round of Beacon awards be considered. ACTION: P&CEO</p> <p>Sandra Gordon joined at 17.06.</p>

6	FINANCE AND FUNDING
6.1	a. Draft Budget & Curriculum Plan 2023/24:
6.1.1	The Chair of Business Services Committee reported that the budget had been thoroughly reviewed by the Committee through a curriculum led approach and was now recommended to the Board for approval. He reported that it was a fairly prudent budget and that the ESOL total income was still awaiting final confirmation. He highlighted the key pressures around energy and staff pay. Governors noted that the college was compliant with covenant and had a financial health rating of Good. Budget highlights were included in the report.
6.1.2	The P&CEO reported on the large demand from potential ESOL learners and discussions with WECA in relation to further funding.
6.1.3	She also reported on the recent press announcements on public sector pay agreements. The draft budget included a pay increase for college staff, other than SLT. It had just been announced that all colleges would be awarded further government funding in 23/24 and 24/25 based on 16-19 core funding (this funding only represented c.41% of the college's income so the college would not get the full percentage). The financial forecast for 23/24 would be revisited in the Autumn to take account of the additional funding and student recruitment before any pay offer was confirmed.
6.1.4	A letter of declaration of trade dispute has been received with a request by UCU for a pay increase higher than set in the budget. The P&CEO was meeting with union representatives within the week, to start pay negotiations. Governors noted the threat of potential industrial action.
6.1.5	A Student Governor asked about the student experience budget. The VPC&Q thanked them for this question and confirmed that plans were in hand as this was wider than just the curriculum. The Student Experience team would take the lead and she would report back to the student governors. ACTION: VPC&Q
6.1.6	A Staff Governor asked about the underspend on staff costs and high agency costs, particularly construction and engineering. The P&CEO reported that this was partly due to staff vacancies and filling vacancies later in the year.
6.1.7	A Staff governor raised the link between staff pay and data on staff leavers within the HR Report. It was important to address this.
6.1.8	A Governor asked that consideration be given to SLT members pay if there was government funding for staff pay. The Board agreed that if there was a change to funding, this should be reviewed.
6.1.9	The VPC&Q reported on the review of curriculum planning for 23/24 and its fit for the future. Planning for 2025/26 had already started. Heads of departments had been asked to ensure that they considered their curriculum taking account of English & Maths and also EDI and digital/IT. Sector forums had been set up, bringing in employers, to focus on key areas, including skills needs and employability skills. Governors could support those conversations as needed.
6.1.10	The Board resolved to APPROVE the budget, noting that there would be a further update in the Autumn to take account of enrolments and any additional government funding.
6.2	b. Management Accounts Period 10:
6.2.1	The Chair of Business Services Committee reported that the latest accounts were in line

	<p>with budget. Governors were pleased to note the achievement against budget and thanked the Executive Director, Finance & Funding for such a controlled period.</p> <p>Frank Teagle left the meeting at 17.40</p> <p>6.3 6.3.1 c. Partners in Bristol (PiB) update and Accounts: The Board received a report presented to the PiB Board, together with the latest financial position. The VPCS&ER reported that WECA activity was on-track and targets achieved. Management of activity was positive; the boot camps were successful and there was potential for growth in delivery, with high demand for spaces in classes.</p> <p>6.3.2 A Staff Governor asked about availability of sufficiently qualified staff to deliver as this was a particular challenge in education. The VPC&Q reported on the use of fractional College staff and other non-college staff. The P&CEO reported on the growth in employer led provision and the opportunity to scale appropriately.</p> <p>6.3.3 A Governor asked whether the college provided adult literacy as there was a need, particularly in South Bristol, to address this to break down barriers and improve outcomes. The P&CEO confirmed the college would look into this. ACTION: P&CEO to review</p> <p>6.4 6.4.1 d. South West Apprenticeship Company accounts: The Board received a copy of the latest SWAC accounts.</p> <p>6.5 6.5.1 e. Bank Covenant: The Board considered an amendment to the covenant measures for the year ending 2022/23. The Chair of Business Services Committee reported on the background to the amendment which had been agreed by the Bank and the P&CEO confirmed that approval had been received from the ESFA.</p> <p>6.5.2 The Board APPROVED the following resolutions:</p> <ul style="list-style-type: none"> (i) That the amendments set out in the Agreement are in the interests of and for the benefit of the Borrower and are most likely to promote the success of the Borrower for the benefit of the members as a whole and that such terms and conditions of the Agreement be and are approved and accepted. (ii) That Peter Rilett, Chair of the Corporation and Julia Gray, Principal & Chief Executive are authorised to sign the Agreement on behalf of the Borrower to indicate acceptance of the amended terms and conditions. (iii) That the Bank is authorised to act in all matters concerning the Facility Agreement as amended by the Agreement upon instruction from the Borrower, in its capacity as borrower under the Facility Agreement, signed in accordance with the Bank's mandate for any of the accounts of the Borrower held with the Bank current from time to time.
<p>7 7.1</p>	<p>ESTATES AND DIGITAL INFRASTRUCTURE STRATEGY The VPCS&ER gave a verbal update about how the College was planning to manage Estates and Infrastructure, in order to meet curriculum, the green agenda, community and stakeholder needs. The Strategy had been discussed by the Business Services Committee in July. The updated Estates Strategy would be shared ahead of the next Business Services Committee meeting, to include details regarding space utilisation and a condition survey.</p>

<p>7.2</p> <p>7.3</p> <p>7.4</p>	<p>The Capital Transformation Fund return on use of funds was due by Friday 21 July. Governors asked for confirmation of when the funds had to be spent or committed by. ACTION: VPCS&ER</p> <p>The Chair of Business Services Committee reported that the Committee would discuss the need for a business case review above a certain level of funding</p> <p>Governors welcomed the report and suggested the following be incorporated into the strategy:</p> <ul style="list-style-type: none"> • inclusion of the digital infrastructure strategy and IT ambition at a top-level across the piece to support students and staff, both on and off campus, • a planned preventative maintenance programme, and • consideration of how to address health, sports and fitness as part of the wider student experience, personal development and curriculum offering. <p>ACTION: VPCS&ER and VPC&Q to review for report to Business Services Committee</p>
<p>8</p> <p>8.1</p> <p>8.1.1</p> <p>8.1.2</p> <p>8.2</p> <p>8.2.1</p> <p>8.2.2</p>	<p>HR</p> <p>People Strategy:</p> <p>The HR link Governor reported on his discussions with the Director of HR&OD in relation to the cultural change programme, the challenges in respect of recruitment and retention and the outcome of the findings in the report by Talent Architects.</p> <p>The Director of HR&OD provided an overview of the activity undertaken since March and the key elements within the People Strategy document. She reported on the Recognise and Respect initiative, the launch of the annual-leave buy-back scheme, induction and welcome events, the mental health programme and the Management Academy. The latter would continue to be offered along with the Aspiring Leaders cohort, for those not yet in management positions.</p> <p>HR update - data (via Business Services):</p> <p>The Director of HR&OD reported on the latest benchmark data. The staff survey results were expected in September 2023 and early indications were very positive.</p> <p>Governors discussed both sets of reports and highlighted the following:</p> <ul style="list-style-type: none"> • The future plans for the culture change programme as part of the People Plan were endorsed. • The staff survey was a good example of a well-founded methodology and the change in the positive engagement increase was very positive. This now needed to be maintained. • A Staff Governor asked if there were any surprises in the staff feedback. The Director of HR&OD stated that she felt that there had been a positive shift in the culture across the college, since the appointment of the new P&CEO and other SLT members. • The breakdown of data in the report was good to see and provided evidence that had only been anecdotal in previous years. This needed to continue, whilst ensuring anonymity.

	<ul style="list-style-type: none"> It would be useful to know what information staff needed at their fingertips in order to do their job more effectively, as this had a low rating in the feedback. MIS would be invited to the next Curriculum & Quality Committee where this could be discussed. ACTION: VPC&Q A Governor asked about the new appraisal form and how more detailed analysis of staff performance would be documented and managed as it was not clear from the new form. The P&CEO reported on the use of metrics and individuals' contribution within team plans and discussions with managers. There would be manager training and upskilling and a focus on individual's career development. She and the Director of HR& OD would take on board the points made and discuss further. ACTION: P&CEO/DHR&OD
9	SAFEGUARDING AND PREVENT UPDATE
9.1	The Board considered the safeguarding and prevent update. The Safeguarding Policy and Procedure documents had been updated for KCSIE 2023 and would be made available to staff. It was reported that recruitment for a new Head of Safeguarding would take place in August.
9.2	The Board APPROVED the Safeguarding and Prevent Policy and Procedures.
10	STRATEGIC RISK REGISTER AND KPIS
10.1	Governors considered the latest Strategic Risk Register following committee review of key risks. The controls assurance and actions had been updated. It was noted that the annual Health & Safety report would be presented in October. The P&CEO reported that a comprehensive review of the Risk Register would be undertaken for use in the new academic year.
11	POLICES FOR APPROVAL
11.1	The Board APPROVED the following policies: <ul style="list-style-type: none"> 1. Health, Safety and Well-Being Policy (via BS) 2. Fees Policy 2023/24 (via BS) 3. College Financial Regulations (via BS & Audit) 4. Bursary Policy (via BS) 5. Admissions Policy (via C&Q) 6. Complaints Policy (via SLT)
11.2	It was noted that the College Insurance Policies were due for renewal. ACTION: EDFF
12	MINUTES OF COMMITTEE MEETINGS
12.1	The Board received the draft minutes from the following Committees of the Board: <p>Search & Governance Committee - 9 May 2023 Curriculum & Quality Committee - 18 May 2023 Audit Committee - 28 June 2023 Business Services Committee – 4 July 2023</p>
13	ANY OTHER BUSINESS
13.1	The P&CEO reported that the Executive PA Angela Effimow would be retiring in August 2023 after 18 years with the College. She would be very much missed by everyone who has worked with her.

<p>14</p> <p>14.1</p>	<p>CORPORATION MEETING DATES 2023-24</p> <p>Strategic Planning Day on 26 September 9.00-15:00. Tuesday 17 October at 16:30 Tuesday 12 December at 16.30 Tuesday 26 March at 16.30 Tuesday 16 July at 16.30</p>
<p>15</p> <p>15.1</p>	<p>CONFIDENTIAL MINUTES OF THE MEETING HELD ON 27 MARCH 2023</p> <p>The confidential minutes were APPROVED by the external members.</p>
<p>16</p>	<p>REMUNERATION COMMITTEE VERBAL UPDATE</p> <p>The RemCom had been held on 12 July 2023 and the minutes would be circulated to external governors. ACTION: CLERK</p>

Signed as a correct record on 17 October 2023



.....
 (Chair)