



**Corporation Board Meeting 4**

**PART 1 MINUTES – NON-CONFIDENTIAL PUBLIC RECORD**

**Board Minutes of meeting held 25 January 2024 at 17.30hrs  
TEAMS Meeting**

**Present**

Mr K Norman	Chair of Corporation
Mr D Glead	Chief Executive Officer/Executive Principal
Dr R Longman	External Governor
Dr S Hubble	External Governor
Mr M Jenkins	External Governor
Mr L Jones	External Governor
Ms. H King	External Governor
Mrs I Redman	External Governor
Mrs E Cosby	External Governor
Mr N Smith	Staff Governor
Mr T Biring	External Governor
Ms N Moore	Staff Governor
Mrs K O'Brien	External Governor

**In Attendance**

Mr L Jenkins	Deputy Chief Executive
Ms. R Hughes	Deputy Executive Principal/Teaching, Learning & Improvement
Mr M Andrews	Deputy Principal/Strategy & Curriculum
Mrs Y Hughes	Clerk & Governance Advisor to the Corporation

<b>Minute no</b>		<b>Action By</b>
<b>909</b>	<b>Opening of Meeting and Apologies for Absence</b>	
	The Chair of Corporation opened the meeting at 17.30hrs by welcoming all present.  <b>Apologies</b>  Apologies received from Mr Jonathan Gurney, Ms Sarah Henwood and Miss Mandeep Sahota.  It was noted for the record that the meeting was quorate.	
<b>910</b>	<b>Declarations of Interest</b>	
	There were no further amendments or new declarations of interest declared other than those already registered.	

911	<b>Corporation Board Minutes – Meeting 14<sup>th</sup> December 2023</b>	
	<p>The Corporation Board received the pre-circulated minutes of the meeting held on the 14 December 2023.</p> <p><b><i>Formally approved.</i></b></p> <p><b><i>The Board formally approved the Part 1 Corporation Board minutes of the meeting held on the 14 December 2023.</i></b></p> <p><b><i>The Board formally approved the Part 2 Confidential Minutes of the meeting held 14 December 2023.</i></b></p> <p><b><i>The Board formally approved the Part 3 Strictly Confidential Minutes of the meeting held 14 December 2023 and circulated under separate cover as a true and accurate record.</i></b></p>	
912	<b>Actions Register</b>	
	<p>The Clerk advised the Board that the IT Strategy deferred from the last meeting was now being presented to the Board as agreed and that the Stone King External Governance Review report had also been included in the agenda pack for further discussion alongside the draft Governance Improvement Action Plan.</p> <p><b><i>The Board received the updated actions register and it was noted that there were no outstanding actions points to be raised.</i></b></p>	
913	<b>Part 2 – Confidential Business – Commercially Sensitive Monthly Management Accounts</b>	
914	<b>Suscon Deed of Covenant to HBC – Confidential Part 2 Business – Commercially Sensitive</b>	
915	<b>Energy Procurement – Part 2 Confidential – Commercially Sensitive</b>	
916	<b>HR Annual Report to the Board – March 2024</b>	
	<p>The Deputy Chief Executive presented the Annual HR Report stating that the report included the HR metrics within the appendices and 3 policies for formal review and approval. It was noted by the Board that the Gender Pay Gap and Equal Pay Review reports would be presented at the March 2024 Board meeting.</p> <p>The Deputy Chief Executive explained that the College HR Department had completed the mandatory ESFA - FE Workforce Staff Data Collection exercise and stated that the College had to acquire software which was installed in the previous academic period to collate all the data within this mandatory requirement. It was explained that the process and amount of time taken to collate all the data was extensive and that disappointingly there had been no feedback on how the data collected by the ESFA would be used.</p> <p><b>Equal Pay Review</b></p> <p>The annual equal pay review for 2022 (Appendix D) was presented to the Board and it was noted that as expected that there were no significant pay differences within the College staff structure when work of equal value was compared.</p> <p><b>Gender Pay Reporting</b></p>	

	<p>The College's Gender Pay Gap ("GPG") Report for 2022, which had been produced in line legislative requirements, was attached for review and noting (Appendix B). The report would be published on the College's website as required by the regulations, by 31 March 2024.</p> <p>Mrs Moore commented on the HR statistics within the report stating that she had noticed that a lot of the data had been broken down within gender profiling but that these only included male or female across campuses and asked why other gender profiling had not been included. The Deputy Chief Executive accepted the point made and stated that historically this was how the data was collated but would certainly refer the point to the HR Department.</p> <p>Governors discussed the matter at length and agreed that the collection of data through staff surveys should include all the respective gender profiles. The Deputy Chief Executive alluded to the fact that there was often the case where staff were reluctant to answer questions and would submit a 'prefer not to say response' and it was therefore a case of establishing why staff were resistant to answering the respective surveys particularly in relation to gender profiling, ethnicity etc. Mr Jenkins commented that in his experience he had found that people were often resistant to answering questions if they did not fully understand the reasons employers wanted to collect the data. Mr Jenkins further commented that he was not sure this was communicated to staff across College but understanding that the surveys were to help make sure that the College had fairness and parity was important.</p> <p><b>Accepted</b></p> <p><b><i>The Board accepted the Annual HR Statistics but emphasised the need to ensure that all gender profiles were reported on in the future.</i></b></p>	
916	<b>Equality &amp; Diversity Policy</b>	
	<p><b>Approved</b></p> <p><b>The Board formally approved the updated and reviewed Equality &amp; Diversity Policy as presented.</b></p>	
917	<b>Modern Slavery Statement for Year ended July 2023</b>	
	<p>The Deputy Chief Executive presented the Modern Slavery Statement and action plan and provided the Board with an update on progress made against the last action plan as detailed in the report.</p> <p>The Board were advised that there was now a module on Modern Slavery included within that staff training portal which was launched prior to Christmas.</p> <p><b>Approved</b></p> <p><b><i>The Board having reviewed the updated Modern Slavery Statement and noting the progress made against the action plan formally approved the statement which would be published on the College Website.</i></b></p>	
918	<b>IT Strategy</b>	

The Deputy Chief Executive presented the draft IT Strategy that had been presented to the Estates Strategy & Capital Projects in the Autumn term and deferred for further discussion and consideration from the December 2023 Board meeting to January 2024.

The Board were advised as detailed in the report that the IT Strategy had been delayed due to the acquisition of Hadlow and Tonbridge to enable SLT to undertake an in-depth review of the IT facilities at all the campuses and to complete the initial IT projects that were funded through the Grand Funding Agreement. The capital projects under the Grant Funding Agreement had now been completed and a draft IT Strategy and Operational Plan had been developed. The Strategy set out the core strands and everything that came within the IT parameters, but it was emphasised that any future spend on IT would require significant investment.

The Deputy Chief Executive provided the Board with the context on the IT facilities and equipment that the College had inherited upon acquisition of which detail was provided within the report.

The Chair thanked the Deputy Chief Executive for the detailed verbal summary provided and stated that as the IT Strategy had been deferred for further consideration from the December 2023 meeting that he hoped that the governors had been given sufficient time to consider the strategy and operational plan as presented.

The Chair referred to Appendix A of the document and the issues around Windows 11 which would become obsolete and yet in Appendix A there was mention of Windows Standard Spec PC's and the depreciation time increasing from 5 to 7 years and asked for clarity. The Deputy Chief Executive explained that in essence the college would still require Windows 11 but having spoken to other colleges who were all in the same position they were trying to find a solution to overcome this problem. The view was that they could continue to use Windows 11 but that it would be sensible to keep up with the latest Microsoft software and explained that software was updated every Tuesday and that as long as a college laptop was logged into the college network that it would be updated with the latest versions. Further detailed explanations were provided on adjustments that could be made which would mean that the college would be able to retain some of the existing fleet but clearly this was a big consideration. The Board were advised that the College had just installed a new piece of software which was also being used by Chichester College and the NHS to ensure continued utilization of the PCs in use.

Mrs Moore asked about the Affordability Group mentioned within the strategy document and how the membership of this group was made up. The Deputy Chief Executive explained that the group was made up of a wide collection from different curriculum areas including members of SLT.

Ms King commented that cybersecurity was mentioned within the strategy and asked whether it would be helpful if there was a time within the calendar when governors were able to assess the level of risk associated in respect of cybersecurity. She added that it would be important for the Board to understand and be informed of incidences where the college had been exposed as the education sector was a particular target and that from her understanding the college seemed to have a generic approach to cybersecurity which was a significant risk for institutions and asked whether there was any evidence to say whether the College needed more or less support. The Deputy Chief stated that the College were very much focused on cybersecurity and ensuring that all possible

	<p>strategies were in place to mitigate against this risk and provided a detailed explanation about JISC and that most FE &amp; HE institutions, schools and universities were members of (UK digital, data and technology agency focused on tertiary education, research and innovation). He further explained that the College had Cyber Essentials Plus and provided details on what this entailed.</p> <p>Ms King accepted that the College had done a lot and conformed to all the relevant criteria but stated that there needed to be an understanding of the College's level of risk and whether anything that was being proposed in the strategy had taken account of that level of risk, either because it's high or because it's low. It's the application of the strategy and what it's responding to that needed clarification. The Deputy Chief Executive stated that the College did apply all the processes explained and that the internal auditors also conducted an annual cybersecurity audit but felt it would be sensible to bring a paper to the Board at a future meeting to provide further information and clarity on the matter.</p> <p>Ms King agreed that this would be useful but added that it would make sense for the Board to receive an annual report providing details of any exposure and how these had occurred.</p> <p>Ms King raised a further point related to teaching and learning and asked whether the College had an agreed approach for students in the use of ChatGPT as AI was mentioned within the strategy and within curriculum reports.</p> <p>The Deputy Executive Principal/Teaching, Learning &amp; Improvement stated that the point raised was very timely as the College had amended its academic misuse misconduct policy to ensure that it was clear on the use of AI and that the College would further review how their induction process with students covered this vital area. Ms King queried whether students were therefore permitted to use AI and it was stated that they were but with clear parameters. The Board discussed the matter at length and were pleased to note the progress being made in respect of staff training.</p> <p><b>Approved</b></p> <p><b><i>Having considered the draft IT Strategy &amp; Operational Plan the Board formally approved the IT Strategy &amp; Operational Plan and would await to receive the Affordability Plan within the next 6 months.</i></b></p>	
919	<p><b>Teaching &amp; Learning Report – January 2024</b></p>	
	<p>The Deputy Executive Principal/Teaching, Learning &amp; Improvement presented the Teaching &amp; Learning Report covering the following key areas:</p> <ul style="list-style-type: none"> <li>• Ofsted</li> <li>• Lesson Visits</li> <li>• CPD</li> <li>• Staff Development</li> </ul> <p>The Chair thanked the Deputy Executive Principal for the detailed report which had particularly useful information included.</p> <p>Mr Martin commented that the update on Lesson Visits was particularly useful particularly around the processes being followed since the college moved to ungraded lesson visits.</p> <p><b>Received</b></p>	

	<b><i>The Board received the Teaching &amp; Learning update noting the key points highlighted within the report.</i></b>	
<b>920</b>	<b>Termly Safeguarding Report</b>	
	<p>The Deputy Executive Principal/Teaching, Learning &amp; Improvement presented the Termly Safeguarding report and went through the key points within the report.</p> <p>The Chair commented that the report was comprehensive, and the number of referrals referenced for over 18's seemed to be quite high but when taken into context and delving further into the detail asked whether this co-hort of students where referrals were higher was because there was a higher awareness.</p> <p>It was explained that there were a number of varied reasons and examples were given.</p> <p>Mr Martin – Lead Safeguarding Governor commented that it was an excellent report and requested that a message be conveyed back to the respective member of staff and her team that the report on this occasion reflected the broader support for learners the clear progress and development in safeguarding approaches in the college and that practices were very much integrated which was good to see.</p> <p><b>Received</b></p> <p><b><i>The Board received the Termly Safeguarding report acknowledging that this was a very important area for the College and the Board and that was pleasing to note the progress that had been made over the past year.</i></b></p>	
<b>921</b>	<b>Governance – Succession Planning</b>	
	<p>The Chair presented the Governance Succession Planning report and started by providing the Board with a reminder on the process that had been undertaken and that in December 2023 the Board and eligible governors had been invited so to submit self-nominations for key roles on the Board. The Chair was pleased to report that nominations for the Chair and Vice Chair of Corporation had been received although there were still some key areas that needed to be filled.</p> <p>The Board were advised that Mrs O'Brien had regrettably resigned as a governor due to a change in personal circumstances and that the 25 January 2024 would be her last meeting.</p> <p><b>Chair of Corporation</b></p> <p>Mr David Martin was duly formally elected as Chair of Corporation with effect from 24 May 2024 when Mr Keith Norman the current Chair of Corporation would be retiring from the Board having completed 2 x 4-year terms of office as a governor.</p> <p><b>Vice Chair of Corporation</b></p> <p>Mr Louis Jones was duly formally elected as Vice Chair of Corporation with effect from 24 May 2024 when Mr David Martin would step down from this position and take on the roll of Chair of Corporation.</p> <p><b>Audit Committee</b></p> <p>Mr Louis Jones appointed as Chair of the Audit Committee with effect from 24 May 2024 when Mr Jonathan Gurney would be retiring as a governor having completed his 2 x 4-year term of office.</p>	

It was noted for the record that Mr Martin would continue in his role as Chair of the Quality & Standards Committee and Lead Safeguarding governor.

Mrs Sarah Henwood would continue as Chair of the Search, Governance & Remuneration Committee.

### **Lead Governor Roles**

The Chair commented that disappointingly the Board still needed to appoint additional governors to the lead governor roles listed within the report but went onto thank Dr Hubble for volunteering to trial the Lead Career's Governor role.

### **Committee membership**

The Chair spoke at length about the current committee membership structure and stated that as of May 2024 when Richard Longman, Jon Gurney and himself were stepping down that the Estates Strategy & Capital Projects Committee would be 3 governors down and that it was imperative that governors give the matter consideration to ensure the effective functioning of the committee.

### **Audit Committee (24 May 2024)**

Louis Jones - Chair

Mandeep Sahota

Sue Hubble

Martin Jenkins

Teja Biring

Suzanne Davies – returns 1 March 2024 following a years sabbatical

### **Search, Governance & Remuneration Committee (24 May 2024)**

Sarah Henwood - Chair

David Martin

David Gleed

Jane Spurgin

### **Estates Strategy & Capital Projects Committee (24 May 2024)**

Teja Biring - Chair

David Gleed

Irene Redman

Louis Jones

Jane Spurgin (as of 26.1.24)

### **Quality & Standards Committee (24 May 2024)**

David Martin – Chair

Nicholas Smith

Heidi King

Sue Hubble

Emma Cosby

David Gleed

### **Approved and noted**

***The Board formally appointed;***

***Mr Martin as Chair elect***

***Mr Jones as Vice Chair elect***

***Mr Jones as Audit Committee elect***

922	<p><b>Governance Improvement Action Plan – External Governance Review</b></p>	
	<p>The Chair presented the draft Governance Improvement Action Plan alongside the Stone King External Governance Review report that had initially been presented and accepted by the Board at the December 2023 meeting.</p> <p>The draft Governance Improvement Action Plan that had been presented for Board consideration included the recommendations within the SK report and governors were informed that the GIAP (Governance Improvement Action Plan) would in future be reported to all committee and Board meetings on a termly basis to enable governors to monitor the progress on a regular basis.</p> <p>Governors were invited to raise questions on the draft document and the Final SK Report presented.</p> <p>Dr Longman commented stating that there were clearly different ways in which the GIAP could be presented but stated that it would be helpful to put the priorities in order i.e. short term to long term priorities particularly where the short term priorities could be addressed quite quickly. It was agreed that this would be useful and the Chair commented that on areas on how the board operates and conducts its meetings which was currently virtually using Teams that governors were openly encouraged to voice their opinions on the arrangements and if they wished to see things change to make the relevant proposals for consideration.</p> <p>Governors went onto discuss various aspects of the SK report giving their views on some of the recommendations and commentary.</p> <p>Mr Jenkins kindly offered to work with the Clerk &amp; Governance Advisor on the quality and content of reports presented to the Board to address the recommendations on the length of board papers.</p> <p>The Board agreed that the Clerk &amp; Governance Advisor would ultimately lead on the recommendations within the GIAP and ensure that the actions are implemented within the set timescales but also understanding that this was a live document and as such could be amended where appropriate.</p> <p><b>Approved</b></p> <p><b><i>The Board formally approved the Governance Improvement Action Plan as presented.</i></b></p>	
924	<p><b>Any other Business</b></p>	
	<p><b>Governor Appointment – Ms Jane Spurgin</b></p> <p>The Chair informed the Board that members of the Search, Governance &amp; Remuneration Committee had met with Ms Spurgin following a formal introduction by the Chief Executive.</p> <p>Copies of Ms Spurgin’s (redacted) CV were shared and following the recommendation of the SG&amp;R Committee the Board formally agreed that with the skills and expertise that Ms Spurgin could bring to the Board that she should be appointed as an External Governor for a period of 4 Years effective as of 26 January 2024.</p> <p><b>Approved</b></p> <p><b><i>The Board formally approved the appointment of Jane Spurgin as an External Governor and member of the Search Governance &amp; Remuneration</i></b></p>	

	<b><i>Committee and the Estates Strategy &amp; Capital Projects Committee with effect from 26 January 2024. Ms Spurgin would be invited to the next Corporation Board meeting due to take place on the 21 March 2024.</i></b>	
<b>925</b>	<b>Date and time of the next meeting – Thursday 21 March 2024 at 17.30hrs</b>	
	Meeting closed at 19.47hrs	





