



PART OF
**CITY OF
PORTSMOUTH
COLLEGE**

Minutes of the Corporation Meeting Held at 5pm on 05 October 2021

Present:, Shahalam Ali, Prue Amner, Bernie Collins, Mark Cooper, Ashley Cullen, Katie Hill (staff governor), Adele Hodgson, Tim Mason, Samantha Miller (staff governor), Rob Nitsch, Paul Quigley, Mike Stoneham, Paul Walton & Penny Wycherley (CEO).

Apologies: Jafor Ahmed, Tim Jackson, Mark Pembleton & Jeanette Smith

In Attendance: Simon Barrable Principal
Denise Cheng-Carter Interim CFO
Paola Schweitzer Director of Governance

Minutes

1 – Standing Items

025 Attendance and Participation

Paul Q welcomed Katie and Samantha as staff governors to the meeting. They had been elected from former Portsmouth College and former Highbury College respectively and would hold office until 31 July 2023.

Jafor, Tim J, Mark P & Jeanette sent their apologies. Adele and Prue joined the meeting via Microsoft Teams.

026 Declarations of Interest

There were no declarations of interest.

027 Matters for Decision

The minutes from the meetings held by Highbury College Corporation on 06 July 2021, Highbury College Corporation (Special) on 20 July 2021 and City of Portsmouth College Corporation (Special) on 17 August 2021 were **Agreed** as correct records. The minutes from the meeting held by City of Portsmouth College Corporation (Special) on 21 September 2021 were amended to note that Tim M was not present at the meeting (he inadvertently went to the Tangier Road campus) and were **Agreed** as a correct record.

028 Matters Arising

Paul Q noted that all matters arising were either completed, on the agenda or would shortly be considered by a Committee, with the exception of the following:

Portsmouth College outstanding actions: Minute 1978: Portsmouth College had lobbied in support of retaining BTEC qualifications, as had Highbury College and it was therefore **Agreed** that Simon and Penny would liaise with Paola to lobby further.
City of Portsmouth College: Minute 0010: Denise clarified that negotiations were ongoing concerning the College's overdraft facility with Barclays Bank.

029 Chair's Report

Paul Q stated that the majority of items he would have reported on were covered on the agenda, with two exceptions:

- He asked governors to inform Paola of their availability for the strategic planning meeting on 02 November 2021
- He invited governors to participate in Self-Assessment Report (SAR) validation meetings, noting that they were a good way to learn about College provision.

030 Interim CEO's Report including Balanced Scorecard and Headline Risk Register

Penny presented paper 0017/21/C setting out the CEO's report including the balanced scorecard and headline risk register.

The aim of the balanced scorecard was to provide RAG rated performance data so that issues could be easily identified. The format of the scorecard had been refined by management from both former colleges prior to merger and had been praised by the FE Commissioner's office. The scorecard currently comprised Highbury College data would comprise the merged College's data as systems converged. There were gaps due to the fact it was early in the academic year.

Penny noted that the most significant risk and the strategic risks were reported to the Corporation as part of the Risk Management Process. The Risk Register format has been amended to increase clarity and would be considered by Audit Committee at its next meeting. There would be underpinning risk registers for significant matters such as Covid, finance, IT and the Quality Improvement Plan acted as the mitigation action plan for the College's provision of learning. Penny drew governors' attention to the risk '*poor staff morale*' noting that it was a challenging time for staff as processes were aligned following the merger and they managed the increased number of behavioural issues arising from learners getting used to being back in the classroom. One governor believed these behavioural issues were common within the education sector following the extended lockdown period. Other risks reflected the level of change within the College including the loss or absence of key staff.

All merger actions were on track, except for the delayed introduction of the MIS system. The City of Portsmouth College email system would shortly be in place. Paul Q invited the staff governors to give their views on the merger. Katie believed staff morale was low at the Tangier Road campus as change was implemented and colleagues felt the absence of senior staff who had cross-College responsibilities. She stressed the importance of continuing staff dialogue. Samantha had enjoyed the

staff development day and had enjoyed going to the Tangier Road campus but believed it still felt like two colleges, something that would improve with merged College branding. Samantha noted that previously team leaders/sector leads had been in place to support staff. One governor noted the importance of senior leadership visibility and noted that this had previously been an issue at Highbury College. Another governor believed that senior managers played an important role in creating a single entity. Penny stated that middle managers had been given more management hours to deputise for senior staff, but this needed to be communicated more clearly. One governor noted that during the pre-merger phase there was a lot of exchange between the staff and asked if this was still happening. Penny stated that this was happening but staff were still learning about provision across all sites and this was hampered by Covid. Simon noted that work was taking place on the duty management rota, following which there would be further training and this would facilitate inter-campus interactions. Penny noted that morale was low across the sector in general.

2021/22 recruitment and enrolment (classroom based learning) was:

- Tangier Road campus was 3 below the allocation of 1619 and 2 below the R04 numbers for 2020/21
- Highbury campus, North Harbour Centre and Arundel Centre were at 1462 (this included confirmed students awaiting enrolment). This was 58 above allocation and 121 above R04 numbers for 2020/21. Interviews and enrolment continued at the rate of c20 per week
- All Colleges were likely to lose 16–18-year-old students before the 42 day count point however, it was normally assumed that additional interviews would replace withdrawing students.

Nationwide General Further Education (GFE) student numbers were stable or slightly down and there seemed to be a trend of late enrolment. The city's demographic changes hadn't translated into increased enrolment at the College. Penny expressed concern that there were a large number of NEETs (Not in Employment, Education or Training) in the city and work was underway within the College to see how they could be supported through, for example, more roll on, roll off courses. It was too soon to know the NEETs national trend. One governor noted that the DfE view seemed to be that more young people were staying in education than anticipated.

A governor noted the importance of enrolment numbers but asked about the quality of provision. Penny stated that the quality cycle was underway: the Self-Assessment Reports would lead to the Quality Improvement Plan which would identify an action plan and targets for the year. This would be scrutinised by Learning & Quality Committee and then brought to the Board. Prue (Learning & Quality chair) noted that measurable outcomes were key.

Penny drew governors' attention to the decision to pause the College's Collab membership for a year and the letter from John Edwards, interim CEO at ESFA. Other elements of the report included spotlight on SEND provision, Covid update, staff morale and well-being, maths and English achievement, apprenticeship recruitment and achievement and bids and projects update.

Paul Q thanked Penny for her comprehensive report and governors **Noted:**

- The progress with merger integration

- Withdrawal from the Collab Partnership
- Enrolment of students for 2021/22
- Development of quality targets
- The letter from the Interim CEO of the ESFA.

031 Strategic & Quality Targets 2021/22

Penny and Simon presented paper 0018/21/C setting out the key strategic objectives (KSOs) and quality targets for 2021/22.

Penny noted that the risk register identified '*failure to develop or oversee the College's strategic direction*' as a significant risk. To mitigate this, KSOs from the former Portsmouth and Highbury Colleges had been mapped, integrated and updated to provide transitional KSOs for the merged College in 2021/22. They would subsequently be developed into specific measurable objectives. The targets were organised into five themes: provision, quality, staffing, partnerships and infrastructure. One governor noted that central government frequently referred to the importance of skills and that needed to be incorporated into the objectives. Another governor expressed concern about international activity but was assured that this was student focused rather than the kind of activity previously undertaken by Highbury College. Penny noted that the Board would create objectives for the City of Portsmouth College at the planning day on 02 November. One governor believed the College had a significant role in shaping education in the city.

Simon presented the development of 2021/22 retention targets for classroom-based learning. Retention rates were calculated by counting students who are on course at the end of their programme of study compared to those who were enrolled at the point of the first data return to the ESFA (42 days into their courses). The intention was to raise retention rates above the GFE national average and to improve on 2020/21 across levels 1 (including entry 1-3), 2 and 3. The targets applied to all learners excluding apprentices and HE. Improvement at level 1 would have the biggest impact on overall retention as level 1 learners made up 40% of all classroom-based ESFA learners in 2020/21. Simon noted that the focus was on resocialising students back into learning (the College was experiencing an extremely unusual start to the academic year, with late enrolments and students who were very disorientated in the educational setting) the next step was to draw up targets for individual students which would then inform cross-College achievement targets. Simon noted the importance of focusing on retention early in the academic year and Penny noted that the challenge was the pass rate, not retention (the College was generally very good at taking care of its students). One governor welcomed the student-focused approach and continued support to those affected by the pandemic.

Governors **Agreed** the College's transitional key strategic objectives for 2021/22 and the headline retention targets for 2021/22.

032 Management Accounts Period 12 2020/21

Denise presented paper 0019/21/C setting out Highbury College's management accounts for period 12 2020/21.

The year-end outturn was in line with forecast 3 with an operating deficit of £889k against a forecast deficit of £889k. This was subject to year-end audit. Pay costs as a % of income was 64.2%, 0.3% adverse to forecast. Non-pay costs as a % of income was 40.8%, 0.3% favourable to forecast. Cash days was 86 days at year end compared to forecast of 48 days. Denise noted that exceptional costs (£250k for the merger and £33k for Covid-related expenditure) had been budgeted for but not forecast. In response to a question if there was any additional funding to cover these costs, Penny stated that it would only have been possible to secure ESFA emergency funding and this would have led to a significant loss of control of the College's finances and would not have enabled the merger to complete within the timescale required. Denise noted that Highbury College's financial health was *Outstanding* at the end of the year; a direct result of the exiting the Saudi Arabian Joint Venture. One governor congratulated Denise on the excellent financial report.

Denise then presented paper 0020/21/C setting out Portsmouth College's management accounts for period 12 2020/21. The year-end outturn was in line with forecast 3 with an operating deficit of £396k against a forecast deficit of £583k. This was subject to year-end audit. Pay costs as a % of income was 75.8%. Non-pay costs as a % of income were 26.8%. These figures were draft and did not include the FRS 102 adjustment (required for the LGPS). Denise drew governors' attention to the two in year exceptional costs: £250k merger and £150k new build project costs (the latter was unlikely to go ahead and so would be written off). The College's financial health had deteriorated slightly to *Requires Improvement*. One governor noted that the pay costs were higher than he would have expected, and Denise stated work was underway to try and reduce this to the GFE level as there was strict scrutiny around this figure. Penny clarified that no redundancies were planned.

In response to a question, Denise stated that bank loans with Handelsbanken (Highbury College) and Lloyds Bank (Portsmouth College) had been paid off at the end/beginning of the 2020/21 college year meaning that the merged College started the new financial year with no borrowings.

Governors **Noted** Highbury College and Portsmouth College's period 12 2020/21 management accounts.

033 Review of Instrument & Articles of Government

Paola presented paper 0020/21/C setting out the review of the College's Instrument & Articles of Government (I&A).

The I&A governed the internal management of Corporation and defined its composition, procedures, internal powers, responsibilities and duties. Following the merger Eversheds had reviewed the College's I&A to ensure they were fit for purpose and proposed several amendments including the separation of the CEO and principal roles, the quorum (40% of appointed members as opposed to 40% of the total board membership) and some minor 'tidying up' amendments.

One governor believed that terminating a governor's membership after an absence of six months seemed too long. Paul clarified that the Chair and/or Director of Governance would intervene prior to that point and that the Board, advised by Search & Governance Committee, could take a view and terminate membership prior

to six months. There was a brief discussion about the CEO being a Corporation member, with one governor noting that a board meeting without the CEO would not be effective. Penny noted that a CEO could attend meetings and advise the board without being a member but most CEO's chose to be a member.

Governors **Agreed** the revised Instrument & Articles of Government.

034 **Committee minutes**

Governors **Noted** the Estates Committee minutes of the meeting held on 28 September 2021. The Committee had reviewed its Terms of Reference and considered the DfE Transformation bid. One governor asked if the lack of Highbury Campus CCTV cameras was a health and safety concern. Penny stated that it wasn't at present as there were enough working cameras and there was a safety warden. However, the matter would be addressed through the DfE Transformation bid.

Governors **Noted** the Finance & Resources Committee minutes of the meeting held on 04 October 2021. Paul reported that the Committee had considered its Terms of Reference and the DfE Transformation bid.

Minute 035 was confidential.

036 **Equality & Diversity Policy**

Simon presented paper 0022/21/C setting out the Equality and Diversity Policy.

The policy set out the College's commitment to equality and diversity, drawing on best practice from Highbury and Portsmouth Colleges, by:

- Valuing and celebrating difference
- Tackling prejudice and discrimination
- The values of the Equality Act 2010
- Widening participation within a diverse and disadvantaged community.

The policy committed to comprehensive and effective monitoring of staff policies, procedures, plans and practices and an annual policy review. One governor noted that it did not refer to the governing body and asked that their commitment to this important area be included. He also believed that the second paragraph in 1.1 should be in bold to emphasise the College's view that all forms of prejudice and discrimination were unacceptable. Another governor asked if an equality impact assessment had been carried out on the policy.

Governors **Agreed** the Equality and Diversity policy.

Minutes 035 – 039 were Restricted Confidential (ie without staff and students present)

Paul noted that this was Penny's last Corporation meeting. On behalf of governors and staff, he thanked her for her dedication and commitment to both Highbury College and the City of Portsmouth College and wished her well in the future.

The meeting ended at 7.55pm

Evaluation of Meeting

Three governors completed the online self-evaluation questionnaire. All three felt the agenda and papers were clearly written and believed the objectives of the paper were clear, the right length, contained the relevant detail and provided assurance i.e. comments/statements were supported by evidence. They were assured that risks were being actively reviewed and managed. All believed there was sufficient time available for debate and time was well spent. All five agreed that all members had a voice including staff and student governors. All believed governors held management to account and that management responses to questions were clear and sufficient. All were satisfied that decisions were sound and that there was a clear line of sight through to the student experience. All believed the meeting was chaired effectively.

There were no responses to the invitation to comment on the IT and their ability to access and take part in the meeting. Governors were invited to add comments they felt might help enhance the performance of the Board or if they had identified a training need. Two comments were received:

- *Thanks Paola and have answered yes above, but in some cases was in between - have given the benefit of doubt. I would have like to hear more from the other governors on some topics; not the chair's shortcoming - I find it a surprise that some had nothing to say in a 3hr meeting. But I suspect that they would say I said too much! There was one place where I felt the Principal was evasive in answering and I still do harbour a concern as a result.*
- *3 hours is too long. Maybe a separate meeting (as and when required)? Having said which I think the agenda/content was necessary for this particular meeting.*