

East Coast College Corporation Meeting Part 1 31st July at 5.00pm

Present:	Mike Burrows (MB) Gwen Parsons (GP) Tina Ellis (TE) Rob Evans (RE) Saul Humphrey (SH) Albert Cadmore (AC) Mick Castle (MC) Peter Lavender (PL) Stuart Rimmer (CEO/Principal) Karen Knight (KK) Rob Evans (RE) Debbie Pring (DP) Alan Debenham (AD) David Hill (DH) and Judy Nichols (JN)
In attendance:	Wendy Stanger (Director of Governance) Stella Raphael-Reeves (Deputy Principal) Ann Wall (Head of People and Wellbeing) and Vicky Beck (Director of Business Development and Communications.)
ECC/18/07/1 Apologies and membership	Action
<p>Apologies</p> <p>Apologies were received from Tony Ing (TI) and Michaela Kent (MK) and attendees Urmila Rasan (Interim Deputy Chief Executive)</p> <p>Membership</p> <p>The Director of Governance advised that Jane Fermor had resigned with immediate effect due to personal reasons and that Tony Ing had resigned with effect of 1 8 18 due to being elected to a leadership role within the national End Youth Homelessness movement.</p> <p>The Chair advised that this was Gwen Parsons last meeting as she was stepping down as of 1 8 18. The Corporation recorded their thanks for her work before merger and since and a small presentation was made.</p> <p>Alan Debenham (AD) Tina Ellis (TE) Rob Evans (RE) David Hill (DH) Mike Burrows (MB) Gwen Parsons (GP) Mick Castle (MC) Stuart Rimmer (CEO & Principal) Tony Ing (TI) Saul Humphrey (SH) Albert Cadmore (AC) Karen Knight (KK) Debbie Pring (DP) Peter Lavender (PL) Judy Nichols and Michaela Kent.</p>	
ECC/18/07/2 Declarations of Interest	Action
<p>There were the following declarations of interest:</p> <ul style="list-style-type: none"> Saul Humphrey – item 20 Energy Centre and Cladding <p>Item 20 had been excluded from his pack and it was agreed that he would withdraw for this item.</p> <ul style="list-style-type: none"> Mike Burrows, Tina Ellis, Stuart Rimmer and Vicky Beck as Directors of LOWES. <p>It was agreed that these declarations didn't preclude full participation in the meeting.</p>	
ECC/18/07/8	To approve the Minutes of the meeting of the 22 May 2018 and any other matters raised previously not otherwise included in the Agenda
The minutes for the Corporation meeting of 22 nd May 2018 were agreed as a true record of the meeting.	

ECC/18/07/9	Rolling Action Log	
<p>The action log was noted.</p> <p>Agreed to close</p> <ul style="list-style-type: none"> • ECC/17/11/19 as superseded by Ofsted action plan. • ECC/18/05/8 Principal updated the meeting that the ESFA had approved sub-contracting in 17/18 so no clawback would take place. No approval had been granted for 18/19. • ECC/18/05/12 as update report circulated to the meeting. • ECC/18/05/5 as merger complete. An appropriate gender balanced appointment group would be used for the Principal appointment at L6FC. • ECC/18/07/10 as due diligence complete and budget and financial forecast on agenda at item 18 and 19. 		
ECC/18/07/10	Written Resolution and Use of the Corporation Seal	
<p>The Director of Governance presented the report, which is required by the standing orders on resolutions that have been agreed by written resolution and on College Seal applications.</p> <p>A written resolutions was used to agree the change in the Term Loan Facility with Lloyds Bank:</p> <p><u>Resolution 1</u></p> <p>THAT in respect of the facilities being provided by Lloyds Bank plc (“Lloyds”), the following final form documents in the form annexed to this Resolution are approved on behalf of ECC:</p> <p>a) The deed of amendment to be entered into between East Coast College and Lloyds in relation to: (i) a term loan facility agreement originally dated 7 October 2005 and made between Lloyds and East Coast College; (ii) a term loan facility agreement dated 16 June 2006 and made between Lloyds and Great Yarmouth College; and (ii) a term loan facility agreement dated 16 October 2008 and made between Lloyds and Great Yarmouth College, each as amended and restated into one facility agreement on 25 August 2017 pursuant to an agreement between East Coast College and Lloyds, (Lithe "Finance Document")</p> <p><u>Resolution 2</u></p> <p>THAT the Chair, or a Vice Chair (either David Hill or Tina Ellis) if the Chair is not available, and the Chief Executive and Principal of ECC (the ‘Authorised Officers’) be and are hereby authorised on behalf of ECC:</p> <p>a) to affix the common seal of the Corporation of East Coast College to the Finance Document and all documentation relating to or ancillary to the Finance Document to be executed by deed and the Authorised Officers be authorised to witness the affixing of the Corporation’s seal to any such documents;</p> <p>b) to execute and deliver all documentation relating to or ancillary to the Finance Document to be executed under hand; and</p> <p>c) to execute and do all such acts and things in connection with the Finance Document, including the execution of documents, certificates and _ notices in</p>		

<p>such form as they (acting jointly and severally) see fit. Such actions and decisions being reported to the Corporation of East Coast College members at the next scheduled meeting of the Corporation of East Coast College.</p> <p>Resolution 3</p> <p>THAT the Authorised Officers shall be those officers of East Coast College whose instructions (jointly or alone) the Lender is authorised to accept in all matters concerning the Finance Documents.</p> <p>The College Seal has been attached, since the last Corporation meeting, to the Lloyds deed of amendment.</p> <p>Corporation resolved to note that:</p> <p>1. The written resolution regarding change of Lloyds interest rate was passed and</p> <p>2. That the college seal was attached to the said Lloyds deed of amendment.</p>		
ECC/18/07/11	Principal's Report including KPI Dashboard	
<p>The Principal presented his report. He highlighted that levy payers had only used a fraction of the funds and the CITB funding hubs that were being set up with the LEP. He summarised the year as 'not good enough.' Overall we had made progress which was summarised under each of the Strategic aims in his report.</p> <p>The positives included that we had reduced the deficit, HR practise had improved with robust systems, MIS migrated to one system and student success had increased.</p> <p>The negatives included under recruitment, Ofsted and Due Diligence.</p> <p>He advised that the KPIs included in the report were not the year end outturn, these will be presented to the September Corporation.</p> <p>"The Seizing the College" Strategic Deliverables July 2018 set out all the additional projects that the senior team were undertaking and these were RAG rated. This will be updated at the September Corporation to set out what we have done.</p>		
ECC/18/07/12	CITB Update	
<p>The Principal advised that an opportunity had arisen for apprenticeship work with the CITB acting as a lead finder and providing pastoral care. The ESFA currently was refusing permission to ECC as treating it as a new subcontract which wasn't allowed whilst we were under financial intervention.</p> <p>Governors agreed the following action:</p> <p>Principal to work with the ESFA to seek approval for the CITB work.</p>		SR
ECC/18/07/13	<p>Governance Update:</p> <p>A. Recommendations from Governance Remuneration & Search Committee 19 6 18</p> <p>B. Governance Schedule 18/19</p>	
<p>Recommendations from Governance Remuneration & Search Committee 19 6 18</p> <p>The Director of Governance presented the report.</p>		

Board Portal

The board portal had been reviewed by the committee and an additional demonstration had been held for Governors.

Corporation resolved that:

- **Minute pad is selected as the provider of a board portal for ECC.**
- **Access to the Board Portal to be Governors and the Strategic Leadership Group, giving a current total user base of 22 at an annual cost of £3,960.**
- **A budget allowance of £950 is allowed for implementation.**
- **A budget allowance of £540 is allowed for additional Governors appointed in year.**
- **That laptop/tablets to be lent to those Governors that request them.**
- **This to be funded out of the SCIF Leadership and Management Action Plan funding for the first year and to be reviewed after 1 year.**

Board Structure

The Committee had considered revising the Governance structure to align with the strategic aims but this had been rejected.

Governors challenged that it would be appropriate to have a 'people' committee to give due regard to this important area of our role and this was agreed.

Governors agreed the following actions:

- **People' committee to be known as the Learning Development and Wellbeing Committee to be added to the Governance structure for 18/19. Its role to be reviewed after 1 year.** **WS**
- **Terms of reference for the Learning Development and Wellbeing Committee to be based on that presented to the Governance Remuneration and Search Committee.** **WS**
- **Learning Development and Wellbeing Committee to be added to the Governance schedule.** **WS**
- **Members for the Learning Development and Wellbeing Committee to be appointed. This would include a staff governor and the Principal.** **WS**
- **'People' role of the Finance and General Purposes Committee to be removed from their terms of reference.** **WS**

Corporation resolved that:

- **Current Committee structure's terms of reference to be updated to reflect those additional items included in the draft alternative governance structure's terms of reference.**
- **Agendas to be focused around the strategic aims.**
- **A standard report to be designed for Standards Committee.**
- **Standards Committee to give due regard to all areas of the curriculum.**

- **Standards Committee to receive reports on recruitment, customer acquisition and marketing.**
- **'People' committee to be known as the Learning Development and Wellbeing Committee to be added to the Committee structure and its terms of reference added to the standing orders.**
- **Learning Development and Wellbeing Committee to be chaired by Alan Debenham.**

Deputy Chief Executive Recruitment

Corporation resolved that:

- **The appointment panel for the Deputy CEO should consist of the Chair and Vice Chairs, together with specialists as appropriate.**
- **The revised job description be approved for the recruitment process, subject to the clarifications and additions raised.**
- **FEA be used as the recruitment agency if it is felt that this would result in a better field of candidates.**

Trustee Disqualification Rules

The Director of Governance advised that as from 1 August 2018 there will be changes made to the current rules on the automatic disqualification of charity trustees. These will be relevant for governors and senior employees of further education corporations.

Corporation resolved that:

the following additional reasons for ineligibility are added, after section 6 in the Instrument and Articles:

- **Unspent conviction for specified terrorism, money laundering or bribery offences;**
- **Unspent conviction for contravening a Charity Commission Order or Direction;**
- **Unspent conviction for misconduct in public office, perjury or perverting the course of justice;**
- **Unspent conviction for attempting, aiding or abetting any of the above offences;**
- **Disobeying a Charity Commission Order;**
- **Being on the sex offenders register;**
- **Unspent sanction for contempt of Court; or**
- **Being a designated persons under specific anti-terrorist legislation**

That the Declaration of Eligibility For Corporation and Associate Membership is changed to reflect these amendments.

That Governors complete the declaration, together with the Register of Interests on at least an annual basis.

That the following additional reasons are added after 2C in the instrument and articles:

- **Is disqualified from acting as a charity trustee by virtue of the Charities Act 2011.**

That the Director of Governance checks the registers and records that check on new Governor's application file.

That the Director of Governance checks the registers for current Governors and records that check on the individual Governor's record.

That the recruitment process for Senior Post Holders is amended to include a check of the shortlisted applicants prior to interview.

Merger

Corporation resolved to:

1. the appointment on merger as East Coast College Governors:

- **David Carlin**
- **Kirk Lower and**
- **Roger Cracknell**

2. Roger Cracknell as an additional Vice Chair.

3. A Sixth Form Staff Governor be appointed

4. A Sixth Form Associate Student Governor be appointed to the Quality and Standards Committee.

5. To appoint Associate Student Governors to the Quality and Standards Committee for all main areas of the curriculum, if they are not covered by the student governors in post.

Senior Post Holder's Contracts and Remuneration

The Director of Governance advised that the proposed SPH contract would be used for all current and new SPHs, with the exception of the CEO/Principal.

Having a short notice period has been recognised as a risk in the risk register and standardising at 3 months notice helps to mitigate this risk.

Corporation resolved that:

- **The Senior Post Holder Contracts, with the exception of the CEO/Principal, be standardised.**
- **The CEO/Principal's remuneration is reviewed in the 18/19 autumn term.**
- **The Deputy CEO's remuneration to be reviewed as part of the appointment process and that**
- **The Deputy Principal's remuneration is based an incremental scale.**

	<p>And resolved the following actions in relation to the Director of Governance:</p> <ul style="list-style-type: none"> • Grading to be reviewed in consultation with the Head of People and Wellbeing. • Administrative support to be reviewed. • Strategy for using TOIL to be addressed. • Director of Governance hours to remain at 22.5 hours to be worked flexibly to meet the needs of the Corporation. <p>Governance Schedule 18/19</p> <p>The Director of Governance advised that the schedule had been produced in conjunction with the Chairs and Senior Team. Variations if required may be agreed by the Chair or Committee Chair provided at least seven working days' notice of the change is given.</p> <p>As Governors are aware Gwen Parsons is stepping down as a Governor and discussions have been held with the independent members of the Standards Committee regarding the future Chair. It is proposed by the Mike Burrows and seconded by Rob Evans that Peter Lavender be appointed Chair of the Standards Committee. To assist with the role it is proposed by Mike Burrows and seconded by Peter Lavender that Rob Evans be appointed Vice Chair of the Standards Committee.</p> <p>The Corporation resolved to:</p> <ul style="list-style-type: none"> • Approve the Governance schedule for 18/19 • Record formal thanks to Gwen Parsons • Appoint Peter Lavender as Chair of Quality and Standards Committee • Appoint Rob Evans as Vice Chair of Quality and Standards Committee 	<p>MB</p> <p>MB</p>
<p>ECC/18/07/14</p>	<p>A. Commercial Strategy (As recommended by F&GP 26 6 18)</p> <p>B. Apprenticeship Strategy</p>	
	<p>The Director of Business Development and Communications presented the Commercial Strategy which was recommended for adoption by Finance and General Purposes Committee.</p> <p>Governors noted that the commercial strategy seemed to focus on the overseas market and there was a need to develop the home market too.</p> <p>The Director of Business Development and Communications presented the Apprenticeship Strategy which had been updated from the one produced for the original merger. An independent review had been carried out of the provision and the recommendations would be taken into account in developing the service. The aim was to maintain the good Ofsted rating and to work to outstanding. Structural changes were being made to ensure that the team was more commercially aware and an online booking system had been implemented.</p> <p>Governors challenged whether minimum standards were now being met. The Director of Business Development and Communications advised that the minimum standard was 40% and anything below that was good and we were currently predicting 17.9%. This was being monitored by the ESFA.</p>	

<p>Governors challenged if the issues with timely achievements had been resolved. The Director of Business Development and Communications advised that this was also being monitored by the ESFA. The apprenticeship team are setting individual rather than standardised achievement dates and these will be monitored to ensure that they are set appropriately.</p> <p>Governors challenged how the apprentice learner voice was heard. The Director of Governance advised that it was proposed that there would be an associate student governor on the Standards committee to cover all areas of the curriculum.</p> <p>The Corporation resolved to adopt the:</p> <ul style="list-style-type: none"> • Commercial Income Strategy and • Apprenticeship Strategy 		
ECC/18/07/15	Ofsted Action Plan	
<p>The Deputy Principal presented the action plan which had been revised following feedback from the Standards Committee. This will be monitored and reviewed at each Standards Committee.</p> <p>Governors commented that it was now a simpler and dynamic document which should be seen as a working document and subject to revision.</p> <p>Governors challenged how it would be ensured that all managers were signed up to the plan. The Deputy Principal advised that managers had been involved in the decision making. Each Curriculum area were to present their strategy for the future and Governors would be invited to these.</p> <p>Governors challenged how they could be assured that the data was accurate. The Principal advised that the data would be triangulated and original sources, such as MIS, would be used. The Director of Governance advised that the data integrity could be considered within the Internal Audit plan.</p> <p>Governors noted that inspiring teaching drives attendance and we needed to be clear what inspiring teaching was. The Staff Governor advised that they used a modular student feedback and used this to improve their units. What students perceived as inspiring was not necessarily the same as the tutors. The Principal commented that instant feedback from students was tangible record of student's views and helped to triangulate the data.</p> <p>Governors agreed the following actions</p> <ul style="list-style-type: none"> • Governors to be invited to the curriculum areas presentations of their future strategies. • Student feedback system to be reviewed. • Chair and Vice Chair to meet with the Deputy Principal. 		<p>SRR</p> <p>SRR</p> <p>SRR</p>
ECC/18/07/16	ECC Management Accounts – June	
<p>The Principal presented the management accounts. To help ensure Governors have confidence in the figures additional information has been included. The income can be tied back to the funding reports. Income was under forecast but this had been offset by savings in pay and non-pay to achieve the forecasted deficit. There is a risk that unreconciled orders and late sessional staff claims will increase the deficit and work is ongoing to resolve these.</p>		

ECC/18/07/17	Risk Register	
<p>The risk register was noted. The Director of Governance advised that the Audit committee had agreed that this would be reviewed by the Interim Deputy Chief Executive to ensure that it a comprehensive board assurance model was established.</p>		
ECC/18/07/18 & 19	Budget and Three Year Financial Forecast	
<p>The Director of Governance advised that Lowestoft Sixth Form College had now approved the merger.</p> <p>The Principal gave a presentation on the Budget and Three Year Financial forecast. This included a standalone and a merged one, as both Corporation had now agreed to merge the merged forecast should be used. This took account of issues identified in the DD2 and the TU funding was now accounted for correctly which artificially inflated income.</p> <p>We needed to generate more cash in year as currently we were not generating enough annually to cover the debt or future investment and this could be seen in the financial KPIs. In January 2019 the insolvency regime was to be introduced which would remove the safety net from colleges.</p> <p>The Principal highlighted that the risks to financial performance were:</p> <ul style="list-style-type: none"> • Year End 2017/18 and adjustments to 16/17 • Further impact of DD2 • ESFA claw back relating to 16/17, 17/18. • Recruitment to learner number targets • Industrial action at L6FC leading to falling recruitment • “Unknown unknowns” from unusual practice • Clearing commitments • FE Commissioner visit in Oct leading to further formal intervention. <p>In 18/19 it was proposed to outsource catering and cleaning. A pay rise had been built into the 3 year forecast but as agreed this would be consider by the Corporation after recruitment was known.</p> <p>Governors commented that the TU had encouraged us on merger to set an unrealistic ambitious plan and this was now a realistic one.</p> <p>The Chair of Finance advised that the Finance and General Purposes Committee had considered the budget over 2 meetings but it wasn't in a position at those meetings to recommend a budget to Corporation. This report addressed the issues that the Committee had raised. The risk was that the budget was very tight and would need managing closely with people held to account.</p> <p>Governors challenged if given the issues highlighted in DD2 that the ESFA would accept the health rating of good. The Principal advised that this was likely to be moderated down and that we would therefore remain in intervention.</p> <p>The Principal advised that the contribution rates needed to be more sophisticated and the apprenticeship income stripped out to give a true picture on curriculum contribution.</p> <p>The Director of Governance advised that the Interim Deputy Chief Executive in her report had noted that it would be prudent for the Board to approve the 3 year Financial</p>		

forecast with the 2018/19 as its budget as a draft at this stage to enable submission to ESFA on the 1st of August. After the merger the College will do further detailed analysis on the Lowestoft Sixth Form figures and will prepare the final Budget and submit to ESFA.

The Corporation resolved to approve the:

- **3-year Financial Forecast for the merged college**
- **2018/19 budget and the**
- **Budget Commentary for submission to the ESFA.**

ECC/18/07/20

Estates

- A. Energy Centre Update Report
- B. Cladding Update

As agreed Sal Humphrey withdrew for this item.

The Director of Business Development and Communications presented the reports. There was now a frozen set of plans. The contract price was due to be agreed and issued in September with start on site October. The centre would also contain specialist equipment and this needed to be signed off by employers.

The Principal advised that the College's preference was for a maximum contract value and firm numbers would be presented to September's Corporation for approval.

Governors challenged if employers had contributed to the specialist kit. The Director of Business Development and Communications advised that kit had been contributed by employers and further discussions were being held on this.

The Principal advised that full funding would be required from the ESFA for the cladding project to proceed. Fusion were managing this bid and tender for the College.

ECC/18/07/21

People update

Taken after item 11.

The Head of People and Wellbeing presented the report. The Establishment Review was just being finalised and a number of voluntary redundancies had been requested, once the Review was finalised it was likely that only 2 compulsory redundancies would be required. This review would ensure that the departmental structures were fit for purpose. There had been some increase in sickness levels due to the review.

The TUPE transfer of the nursery staff out and the L6FC in have taken a lot of HR resources. The HR Business Partner that was formally responsible for the nursery will now have responsibility for the L6FC staff. L6FC has an HR administrator only.

The HR system is now operational and work is ongoing to improve reporting. The online appraisal part of the system is due to launch shortly. The system will allow us to understand in real time, the completion rate of our appraisals and allows the HR Business Partners to support managers in ensuring they complete timely and valuable appraisal conversations.

The staff survey will be carried out in the new term and will include L6FC staff.

Governors challenged how survey completion rates were to be increased. The Head of People and Wellbeing advised that the surveys had been made as anonymous as possible with only the department asked for and 'you said we did' would be updated and advertised so that staff could see how their views had been taken into account.

ECC/18/07/22	Standards 12 6 18	
The update was noted		
ECC/18/07/23	Finance & General Purposes 26 6 18 & 3 7 18	
The update was noted		
ECC/18/07/24	Governance Remuneration & Search 19 6 18	
This meeting was covered in agenda item 13a		
ECC/18/07/25	Audit 24 7 18	
Verbal updated on the meeting had been included within the relevant items on the agenda		
ECC/18/07/26	Union 24 5 18	
The minutes were noted		
ECC/18/07/27	Equality & Diversity and Safeguarding Board Meeting 27 6 18	
The minutes were noted		
ECC/18/07/28	LOWES Board – Draft minutes 2 7 18	
The minutes were noted		
ECC/18/07/29	REVIEW OF MEETING	
<ol style="list-style-type: none"> 1. Confidential Items: Items in Part 2 agenda 2. Risk Management: any issues discussed which may require an additional Assessment: Risk register to be revised 3. Equality & Diversity: any issues discussed which may require an additional Impact Assessment: None 4. Health & Safety: any issues discussed which may require an additional Impact Assessment: None 5. Media: any issues discussed to inform local media: Press release re merger 6. How did the meeting go: Good open discussion and a positive outcome 		
ECC/18/07/30	Dates of Future Meetings	
25 9 18 13 11 18 (SAR) 4 12 18 5 03 19 21 05 19 30 07 19		

