MINUTES

Barnet and Southgate College Corporation
Governing Board Meeting
held on Thursday 13 October 2022
18:00-20:00
at Southgate Campus, High Street, Southgate N14 6BS

Present	Adam Goldstein (AG) **Chair** Imelda Galvin (IG) Vice-Chair Darren Mepham (DM) CEO Sue Baker (SB) Staff Governor Rouzbeh Faramarzian (RF) External Governor Alex Middleton (AM) External Governor Diane Moore (DM) External Governor Cait O'Riordan (CoR) External Governor 18.25 Chalene Scott (CS) Staff Governor Mark Sweeny (MS) External Governor
Co-opted	
Apologies:	Hannah Sheath (HS) External Governor; Jenny Jarvis (JJ) External Governor; Mark Taylor (MT) External Governor; Alessandra Almeida-Jones (AAJ)
External Governor	
In attendance:	Neil Coker (NC) Principal and Assistant CEO Tracey McIntosh (TM) Executive Director of Commercial Partnership Mark Sellis (MS) Executive Director of Corporate Services Lana Jackman (LJ) Interim Director of Governance Linda Julian (LJ) Head of Student Services

Quorum 6

Item	Description	Action
	Welcome and Introduction The Chair welcomed everyone to the meeting.	
1	**Preliminary Items** **i. Apologies for absence** Apologies were received from Mark Taylor (MT); Hannah Sheath (HS); Jenny Jarvis (JJ) and Alessandra Almeida-Jones (AAJ). **ii. Declarations of interests** There were no new declarations of interest other than those standing ([i]***in accordance with the requirements of section 177 of the Companies Act 2006***) **iii. Quorum** The meeting was quorate	

	Appointment of Student Governor It was noted that Linda Julian Head of Student Services had a long journey home and therefore this item would be taken first on the agenda. The Paper was circulated prior to the meeting, received by the Chair, and taken as read. The CEO highlighted the background reasons for the change to appointment of a Student Governor rather than the normal election process. It was acknowledged that the College had experienced issues and repeated attempts in the past to elect which had not worked. It was recognised that students did not engage with the election process which resulted in very little interest to stand for election, or there were no candidates to be nominated for election. It was further reported that there were also issues with commitment to attending meetings consistently over the academic year as well as commitment to the purpose of the governance structure. The governors discussed whether having the student voice on the Board outweighed adhering solely to the election process to mollify the dissatisfaction of those against the appointment process. It was agreed that the student voice was essential as governors felt strongly that they had a responsibility to hear the voice of the student governors. It was agreed that the action to appoint would take place. It was noted that the Head of Student Services had been consulted at every step of the process and supported the Corporation Board in coming to its decision to appoint. LJu explained the success of the appointment process for the Student Representatives. It was further noted that the purpose of the Paper was to assure the governors that as the College had adopted the Association of Colleges Code of Good Governance, that the AoC had been contacted initially for advice. Legal advice from Stone King LLP had also been sought. The Paper reflected the AoC and Stone King LLP advice which underpinned that the Corporation Board under its Instrument and Articles of Government had the Powers to appoint its Members to the Board. In order to proceed with appointment, the AoC advised that the Corporation Board must recognise the democratic process of election in its decision making, take care to explain the role of the student governor, and emphasise that as there were insufficient candidates nominated for election, a student governor by appointment could be made. It was noted that a governor raised issues relating to the appointment process. It was agreed that the Corporation Board Members recognised the reasons for the democratic process of student election; that the selection for appointment was regarded a positive process; and that care by Student Services in conducting the search must be taken.	

	It was proposed that **two** Student Governors would be appointed to the Board. The criteria for appointment was stipulated as follows: i. Commitment ii. contribution to the Board rather than promoting a personal iii. agenda iv. a list of expression of interest to be taken to the Search and Governance Committee It was noted that the Induction process would be key to help the Student Governors appointed to understand the purpose, aims and objectives of the Corporation Governing Board. The Chair asked for a show of hands from all those in favour that the process by appointment for two Student Governors be passed. The vote was taken by a raise of hands. 10-1 were in favour of the appointment process. The motion was carried. **RESOLVED that the Head of Student Services would circulate the expression of interest form.** **AGREED that efforts would be made to appoint two student governors and the Corporation Board would be updated at the December meeting.** Linda Julian left the meeting at 6:50	**LJu** **LJu**
2	**Minutes of previous meetings** **i.** Minutes of 5 July 2022 The Minutes of the meeting held on 5 July 2022 were **Approved** as a correct record of the meeting. **ii.** **Matters arising** It was agreed that the outstanding matters arising from these minutes were to be found and circulated as an actions log.	**KS**
3	**CEO update: Growth Strategy** The Growth Strategy was circulated prior to the meeting, received by the Chair, and taken as read. DM summarised the issues arising from the last academic year and the actions list from the Further Education Commission (FEC). DM confirmed that the limiting factor for the College were as follows: i. capacity ii. increasing market share. A governor asked whether the growth strategy was underpinned by data or evidence. In response it was noted that there was specific data within the curriculum strategy, around the market share, which evaluated the population numbers for each college campus and described a 5-year strategy. It was agreed that the execution of the strategy would depend on the clarity of vision, direction, and room to grow future skills with matching supply and demand. iii. competing with school sixth form and other colleges	

iv. attracting students outside Barnet

It was discussed that more detailed work needed to be focused on setting the strategy that met the needs of the college to support its growth strategy with an aim to future proof the organisation. It was mentioned that the third part of the report detailed work on resourcing and quantifying the strategic components to meet BSC's future support requirement.

It was noted that recruitment was lower than the predicted forecast for this academic year with the assumption of a reduced income totalling £1.5m due to the reduction of LAG funding next year.

It was agreed that the following key points justified reflection:

i. the governors requested a feasibility study, which highlighted whether the strategic components were viable and be evidenced
ii. more specifics around growth
iii. the resources needed to be invested
iv. rigorous test case protocol. For example, more detail on trialling the process to see if the scenarios achieved an outcome and what that outcome might be
v. detailed financial model, mapping out turnover and margins
vi. revenue cost and return on investment
vii. stronger timeline relating to deliverables
viii. the proposed date of the final draft

It was discussed in detail that the challenge faced was planning strategically to achieve a balance between curriculum planning and strategic ambition, and what was potentially possible to achieve, within the anticipated five-year period in a volatile market. It was agreed that the implication of the highly competitive, primarily 16-18 age group, the analysis and pace needed to drive the project approach, in addition to the stability needed to achieve success was applicable points to expand on within the document.

It was recognised that it was an exciting project plan with significant room for growth to get BSC where it needed to be to become, in time, a centre for excellence.

The governors discussed in further detail what was subsequently referred to as a portfolio of projects as follows:

i. challenges faced recruiting to engineering and electrical courses
ii. a graduate entry programme, internship and an accredited teaching training facility
iii. education partnership and Barnet and Southgate becoming a regional hub
iv. revenue to upskill staff, develop staff and to develop digital and green agenda
v. reputation relating to rebranding and renaming the campuses. It was noted that the governors felt it important to retain the corporate identity.

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<td>vi. better engagement with local schools and relationship with parents to be promoters and positive influencers for the college.
vii. learner journey and foundation for growth.
viii. risk and assurance relating to the portfolio of projects.
ix. a strategy with a purpose that had financial viability. For example, what was the right educational model underpinned with the right reasons.

It was commented that it was clear that the growth strategy was underpinned with more robust thinking and had been produced with a lot of work. The Board thanked the CEO and expressed its support.

RESOLVED that DM would bring business cases to the next Board meeting and an update on the recommendations provided.</td>
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<td>Report from the Committees - Update
i. QTSE - Charlene Scott summarised the report on behalf of Jenny Jarvis (Chair of QTSE)
It was reported that the key topics discussed at the QTSE were as follows:

i. increasing membership to have a more active Board member appointed to the Committee.
ii. modification on equality, diversity, and inclusion policy to be linked to student outcomes and identify areas for improvement in key curriculum areas. The committee agreed to do a deep dive relating to quality
iii. looked at the corporate risk register in relation to student outcomes. The Committee was happy with the approach taken by NC to look at the quality of student experience
iv. the committee had reviewed the self-assessment and had seen some improvement. It was noted that the deep dive into outcomes from the external verifications showed a few areas that were consistent and had identified areas that could impact on student experience, attendance, and overall achievement.
v. how mental health could impact on attainment and achievement. The committee discussed a need for a safeguarding ambassador and what more the Board could do regarding safeguarding; risks due to overlaps with the college safeguarding team; prevention of further overlaps.

ii. Finance - Imelda Galvin (Chair of the Finance Committee) summarised the report as follows:</td>
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i. the July Management Accounts were noted to be on budget and showing an operation surplus of £148k which was mostly due to GLA Windfall gains, which would be subject to a clawback
ii. college financial health graded outstanding, was a correct calculation but the committee agreed to submit a grade of Good to the ESFA
iii. underlying operational position was good. It was noted that the finance team had worked hard
iv. it was noted that the committee did not receive P1 or P2 accounts. It was acknowledged that this was a national issue. It was agreed that Mark Sellis would update the committee when the information had been received.
v. it was noted that the worse-case scenario was under recruitment largely attributed to the declining 16-18 age group numbers.
vi. apprenticeships looked positive and the college was on schedule to deliver the predicted growth.
vii. positive activity around ESOL across campuses, specifically at Southgate but reduced numbers in Edmonton.
viii. KPIs on track.
ix. a temporary extension was awarded to the bank covenant.
x. a declaration of sub-contractors was received by the committee
xi. update on student withdrawals to be circulated within the next couple of weeks
xii. it was noted that the Executive was monitoring attendance
xiii. reviewed the P12 accounts (*see Finance Minutes for detailed discussion)*

It was noted that the staff pay award in line with the AoC criteria had been back dated to August with a lump sum payment going out in October.

It was mentioned that the IT digital strategy development plan was to implement a robust cyber security system to reduce the specific risks related to cyber security incidents. It was reported that the college conducted a phishing test on Thursday 13 October 2022.

iii. Audit - Mark Sweeny (Chair of Audit and Risk) summarised the report
It was reported that MS had a meeting with the internal auditors to follow up on management responses relating to previous auditors. A progress report was provided. It was indicated that the regularity audit was an outstanding action to look at. MS took away actions from the meeting. It was noted that there were six dark green and one amber rag rated item. The regularity audit and risk register were shown to be positive in terms of economic viability.

	iv. Search and Governance – this formed part of Item 1 in the absence of Alessandra Almeida-Jones (Chair of Search and Governance) v. Remuneration - *Ibid* The Chair thanked everyone for their updates. It was agreed that the Committee Minutes be included with the Corporation Board Papers.	**KS**
5	**Annual Report on Safeguarding -** *(in relation to student welfare) deferred to next Board Meeting*	
6	**Governance** i. Compliance Report The report was noted by the Corporation Board. ii. DRAFT Annual Schedule of Business and Monitoring 2022-2023 The Corporation Board noted that Committee Chairs would include any additional applicable items within the Schedule to inform the Board and Committee agendas across the year. iii. Student Appointment - noted iv. People Committee - *Board to approve Terms of Reference* It was noted that in the absence of Jenny Jarvis (JJ) the item would be deferred to the Search and Governance (S&GC) Meeting. A rescheduled S&GC meeting to be confirmed. v. Appointment of Committee Chairs The Corporation Board noted and approved the appointment of the Committee Chairs. vi. Appointment of Link Governors. The Chair requested volunteers for the Link Governor roles, specifically, the Safeguarding Link Governor. Governors, wishing to volunteer were urged to contact the Chair as soon as possible if they were interested. vii. Governors to confirm that they have read and signed Keeping Children Safe in Education KCSIE 2022 Governors declared that they had signed that they had read the document KCSIE 2022. viii. Governors to confirm that they have signed Code of Conduct document Governors confirmed that they had signed the Code of Conduct document and returned it to Kelly Staples (KS). ix. Governor Development Training - Safeguarding It was noted that CS would arrange for Chi to organise Safeguarding Training for Governors. It was noted that dates and times would be circulated to governors.	**KS/LJ** **CS**
9	**Policies** There were no policies to be ratified.	
10	**Any other business** ***There being no further business the meeting ended at 20:00***	

11	**Date of forthcoming meetings** 14 November 2022 - Governor Immersion Visit at LLDD Centre	

Actions completed will be removed from the table once approved

Actions for the meeting 13 October 2022					
Item	**No.**	**Action**	**Lead**	**When**	**Status**
1	1.1	The Head of Student Services would circulate the expression of interest form for student governors' appointment. The Head of Student Services to update the Corporation Board at the December meeting on progress to appoint two student governors.	**LJu**	December 2022	***ongoing***
2	2ii	The outstanding matters arising from the 05 July 2022 minutes be found and circulated as an actions log.	**KS**	December 2022	***ongoing***
3	3.1	DM would bring business cases to the next Board meeting with an update on the recommendations provided from this meeting.	**DM**	December 2022	***ongoing***
4	4.1	The Committee Minutes be included with the Corporation Board Papers.	**KS**		***To be noted***
6	6iv	People Committee terms of reference to be taken to the rescheduled S&GC.	**JJ/AG**		***S&GC decided that it could not complete the action without Jenny Jarvis***
6	6ix	CS would arrange for Chi to organise Safeguarding Training for Governors. Dates and times would be circulated to governors.	**CS**	asap	***completed***

[i] The code of conduct for governors requires governors to be honest and open with regard to conflicts of interest (either real or perceived). Governors must not use their position for personal gain in business, political or social relationships. Therefore, a governor who has, or maybe perceived to have, such a personal interest in a particular matter under consideration should declare that interest, withdraw from all discussions relating to it and take no part in any vote on such matter.