



SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE
FURTHER EDUCATION CORPORATION

Approved minutes of a meeting of South Gloucestershire and Stroud College
Further Education Corporation
Held on 21 March 2024
At WISE Campus, New Road, Stoke Gifford, Bristol

Present:	Matt Atkinson	(Chair)
	Douglas Blackstock	
	Louise Bright	(Joined via Teams)
	Sophie Chester-Glyn	
	Claire Charlemagne	
	Lynne Craig	
	Mike Croker	
	Phil Eames	
	Charmain Eaton	
	Kevin Hamblin	(CEO & Executive Principal)
	Dave Merrett	
	Gary Parsons	
	Sarah Woodhouse	(Joined via Teams)
In Attendance:	Rich Aitken	(Director of Operational Finance)
	Gavin Murray	(Deputy Principal)
	Jude Saunderson	(Chief Financial Officer – joined via Teams)
	Sara-Jane Watkins	(College Principal)
	Sharon Glover	(Clerk)

The Chair opened the meeting by welcoming the three new Corporation members; Claire Charlemagne, Charmain Eaton and Sarah Woodhouse.

The Chair informed that he would be un-starring items 17 and 18 on the agenda. There were no other requests to un-star any other agenda items.

The Clerk reported the resignation of Joe Griffin (Student Governor).

1. **Apologies for Absence**

Apologies were received from Andres Garcia-Knight, Yusuf Ibrahim, Viridian Joseph and Irene Molodtsov.

2. **Declarations of Interest**

The following new declarations of interest were raised and noted:

- Claire Charlemagne – Paid employment at the University of Bath and Alpha Schools Group; Paid employment at the dept for work and pensions (spouse).
- Charmain Eaton – Works at Bredon School, Tewkesbury.
- Sarah Woodhouse – 50% owner of AMBITIOUS – PR consultancy with clients in education sector.

The following declarations of interest were also raised and noted:

- Matt Atkinson and Lynne Craig in relation to their re-appointments as part of item 12.
- Louise Bright, Kevin Hamblin, Dave Merrett and Jude Saunderson as Directors of SGSCSL in agenda item 14.
- As CEO and Trustees of SGS Academy Trust, Lynne Craig, Phil Eames and Kevin Hamblin in agenda item 19.

3. **Minutes of Previous Meeting**

The minutes of the meeting held 25 January 2024 were approved as a correct record and signed by the Chair.

4. **Corporation action log**

The Deputy Principal responded to his action, under DEIB, from the last meeting and informed that a detailed response would be circulated outside of the meeting.

The CEO & Executive Principal reported that a meeting had been held with Fusion and South Gloucestershire planners to assess if a pre-application would be relevant and consideration is being given to its submission. In relation to planning time frames, this would be 5 years from the commencement of the building. However, as long as something had been laid in the ground then planning timeframes would be unlimited.

5. **Strategic Update and Development**

At this point, Connor Sidley-Adams (Curriculum Director of Personal and Social Development), Dr Jo Kear (Director of Higher Education) and Luke Read (Learning Area Manager) joined the meeting.

- a) Student Union - Members received a presentation and report relating to the proposed merger of the Student Union into the wider Personal and Social Development activities under the SGSPLUS+ brand (including the removal of the Student Union constitution and closure of the external Student Union bank account). Members were informed that the change had been primarily driven to improve student engagement and had included research of similar changes made by other Colleges. Members were also informed that currently few Higher Education learners engage with the Students Union. The aim will be for more active engagement of Higher Education learners and to ensure that they are fully represented in the new structure. The next steps of the proposal were also presented.

One member of the Corporation raised that, over the last 40 years of his career, he had fought for independent representation for students and that the AoC had lobbied to retain student engagement in the UK Quality Code. Many Colleges provide resources and budgets to Student Unions and there are legal aspects to consider when transferring bank accounts to the College. Members were informed that the intent was not to remove student representation but the current system is not working for learners, which had led to alternative proposals. When asked, confirmation was received that the current constitution provides the ability to convene a referendum. Members noted that 65% of learners said that the Student Union would be better off being built into the Voice of the Learner process but members questioned the sample size that this percentage related to and whether the learners have been asked what they want as the student voice is crucial. Consideration should also be given to how the social aspect of Students Unions would be incorporated into any proposal.

The Chair advised that there would be a video played at the Governors' Strategy Away Day based on student feedback and there is a greater level of learner interest in the world and activism. The need to give careful thought to wrapping student democracy into enrichment and personal development was raised. Members also raised that there was a lack of clarity as to why the existing model doesn't work and what a successful Student Union looks like in a Further Education environment. It was suggested that research is also undertaken on providers where the Student Union is working well. It was also raised that there is a lack of consistency and meaningful participation of Student Governors at Corporation, although it was recognised that one of the Student Governors had made a great contribution when they did attend.

The outcome of discussions was that further work was needed on the proposal for re-presentation at a future Corporation meeting.

At this point, Connor Sidley-Adams (Curriculum Director of Personal and Social Development), Dr Jo Kear (Director of Higher Education) and Luke Read (Learning Area Manager) left the meeting.

- b) Strategic Away Day proposals – The Chair presented a proposed framework for the Governor Strategic Away Day and feedback was invited. Members raised the need to set an objective for the Day and to ensure that there was time for discussion and not just presentations. Also raised was the need for links to the recent Ofsted inspection outcomes and the College was congratulated on the positive outcome of the recent inspection.
- c) Financial Planning Framework – Confidential Item.

6. **Performance Monitoring Report**

The Principal presented the report and aired concerns about ESFA adult and apprenticeship funding, albeit provisions have been made in the accounts. 16-18 attendance is an area of continued focus and the College is working hard to address. When asked about the ESFA adult budget, the Principal provided assurance that there are plans in place to hit the full allocation, which are being monitored weekly. The Principal offered to discuss further offline, if needed.

The report was noted.

7. **Learning & Quality Committee**

Minutes of the meeting held 11 March 2024 were noted. The Chair requested that minute 6 is moved to a confidential minute. The Chair of the Learning & Quality Committee reported that there had been a lengthy debate about the annual presentation of 3-year strategies and it was agreed that they should only be presented to the Committee on an exception only basis with any required alterations.

Members were informed that the Quality Strategy is to be carried forward to the next meeting, as the final Ofsted report had not been published at the time of the meeting.

The Chair of the Committee reported that Committee membership was also discussed. It was proposed that the Terms of Reference is revised and that the two staff governors are appointed as members of the Committee and one further Corporation member was needed to fill the current vacancy. The Clerk informed that Claire Charlemagne had been agreeable to sit on this Committee.

Members received and noted the Curriculum Strategic Update 2024/25 and were informed that the Committee had requested the Executive to provide costs associated with the top three curriculum priorities included within the update.

It was resolved:

- a) To revise the Learning & Quality Committee terms of reference to include the two Staff Governors in the Committee's membership.**
- b) To appoint Gary Parsons (Staff Governor) and Andres Garcia-Knight (Staff Governor) to the Committee.**
- c) To appoint Claire Charlemagne as a member of the Committee.**

8. Establishment of a subsidiary company

The Chief Financial Officer presented the report and Corporation were informed of the need to establish a 100% owned dormant company, limited by shares with the Corporation as the sole holder of 1 £1.00 ordinary share. The dormant company would need to be established prior to completion of the sale of SGSCSL, to ensure the continuance of SGS VAT group registration. The registered office being Stratford Road, Stroud, Gloucestershire, GL5 4AH.

Members were informed of the need to produce and file dormant end of year accounts with Companies House together with annual confirmation requirements. As part of managing public money requirements the Corporation need to be satisfied with the establishment of the subsidiary company and that they have assessed that no DfE approval is required, as confirmed in the report.

It was resolved to:

- a) Approve the incorporation of a new 100% wholly owned subsidiary company, limited by shares with the Corporation as the sole holder of 1 £1.00 ordinary share. The Company is to be known as "SGS College Limited", with a financial year end of 31st July and its registered office at Stratford Road, Stroud, Gloucestershire, GL5 4AH**
- b) Approve the appointments of Judith Saunderson and Sara-Jane Watkins as Directors.**
- c) Approve the Director Letter of Appointment and to confirm that all Director appointments are to be with effect from the date of incorporation.**
- d) Delegate authority to the Clerk to the Corporation to sign all letters of appointment on behalf of the Corporation.**
- e) Approve the SGS College Limited Articles of Association.**
- f) Confirm that the company is being formed for lawful purposes.**
- g) Confirm the assessment that establishing a dormant company is not Novel, Contentious or Repercussive.**

9. Sustainability and Biodiversity

Members received a progress update against the approved Sustainability strategy and members noted that good progress is being made. The report also covered the ESFA's Streamlined Energy and Carbon Reporting and publishing requirements. The

Principal agreed to circulate the final report ahead of being published by 31st March 2024.

The report was noted.

Action: Principal.

10. **Management Information**

The Director of Operational Finance presented the management accounts exception report covering the February management accounts. It was reported that the College was broadly on budget/operational surplus with some contingency set aside to cover apprenticeship and adult funding. Last year's reconciliation of WECA adult funding is awaited but there was confidence of its receipt, which had not yet been budgeted for.

The report was noted.

11. **Executive Report**

- a) Confidential Item.
- b) International Students - Members were informed of the temporary loss of the ability to recruit international students and the risks this poses to the College. Although the financial impact is minimal the Higher Education strategy is to grow its international student cohort.
- c) Estates Strategy - The CEO & Executive Principal reported that development continues on the Estates Strategy, which is being aligned with Dudley College's strategy, which is considered an exemplar. The Chair advised that he has asked the Executive to arrange a meeting in June for the presentation of the Estates Strategy to which Governors will be invited.
- d) Confidential Item.
- e) SGS Academy Trust – Following an Ofsted inspection, Forest High School has been taken out of special measures, receiving an overall grade of Requires Improvement. The school will be inspected in two years, as the expectation is that there would be more evidence to judge the Quality of Education to be "Good". Members were also informed of a visit by the Prime Minister to SGS Berkeley Green UTC.

12. **Search Committee**

Minutes of the meetings held 22 January 2024, 24 January 2024, 6 March 2024 were noted.

At this point, Lynne Craig and Matt Atkinson were invited to leave the meeting and Phil Eames (Vice-Chair of the Corporation) took over as Chair.

Sophie Chester-Glyn (Vice-Chair of the Search Committee) reported that the Search Committee had considered a report on succession planning and also the re-appointments for Matt Atkinson and Lynne Craig. Positive feedback for each of them was shared with the Corporation and the Committee had no hesitation in recommending both of their re-appointments.

It was resolved:

- a) **To approve the re-appointment of Matt Atkinson, at the end of his current first year term of office, for a further 3-years to complete his first 4-year term of office.**
- b) **To approve of the re-appointment of Lynne Craig, at the end of her current 4-year term of office, for a further 4-year term of office.**

At this point, Matt Atkinson and Lynne Craig re-joined the meeting and Matt Atkinson resumed as Chair.

At this point, Claire Charlemagne was invited to leave the meeting.

Following Claire's completion of the certificate of eligibility for membership of the Corporation, the Clerk reported that there had been a disclosure in relation to 5.7 of the OfS conditions of eligibility. Members noted that Claire was formerly employed at an independent school when it was decided by the proprietor of the school to close it and enter into administration. There were no concerns raised by Corporation about this disclosure.

At this point, Claire Charlemagne was invited to re-join the meeting.

13. **Corporate & Social Responsibility Statement**

Following presentation of the CSR Statement there was one revision raised in relation to a change to the Equality and Diversity heading to DEIB. Members raised whether ESG reporting is the new CSR reporting. The Clerk agreed to research and bring back to Corporation.

Action: Clerk.

14. **SGS Commercial Services Limited**

Confidential Item.

15. **Fees & Refunds Policy 2024/25**

The Fees and Refunds Policy 2024/25 was approved.

16. **Further Education Financial Support Policy 2023-2024**

The Further Education Financial Support Policy 2023-2024 was approved.

17. **Gender Pay Gap**

Following scrutiny of the report, members questioned how well the College is performing and received assurance of its positive position with a slight change in movement from last year. Members raised that the content and presentation of the report was confusing and the Principal agreed to seek clarification and report back to Corporation outside of the meeting as the report was due to be published by the end of March.

Action: Principal.

18. **Higher Education Student Protection Plan**

The Deputy Principal reported that the plan required updating due to OfS rule changes. Members questioned whether there is adequate funding set aside in case of need and were informed that contingency has been built into the budget. Members were informed that over the last couple of years two international students had been affected and members were informed of actions taken. As a small group has been affected there is not a significant risk. Members were also informed that SGS is a member of the Office of the Independent Adjudicator scheme, which is also a means to assess risks as the College has never received a completion of procedures letter.

Members were informed that the greatest concern related to the partner University as this is a single sponsor. The partnership is due to for review in 2028. Members raised the need for consideration of a contingency partner in case of need. One member who sits on the Learning & Quality Committee raised that the HE metrics for retention and completion are good so SGS is a low risk institution. Members were informed that once the plan has been approved it will be shared with OfS and then published on the College website.

It was resolved:

To approve the Higher Education Student Protection Plan.

19. **SGSAT Annual Report to its Sponsor**

The report was noted.

20. **2024/25 Calendar of Meetings**

The 2024/25 calendar of meetings was approved.

21. **Corporation meeting assessment**

Members feedback was invited on the structure of meetings, change of focus to become more strategic and time allocation. Positive feedback was provided and no further changes raised.

22. **Items of Urgent Business**

There was one item of urgent business tabled at the meeting in relation to statutory changes required to the Paternity Policy, for implementation by 6 April 2024. The Principal presented required policy updates.

It was resolved:

To approve the amended Paternity Policy.

23. **Confidentiality**

Members agreed that due to business sensitivities, Financial Planning Framework (item 5c), Learning & Quality Committee minute 6 (item 7), Executive report confidential items (item 11), Search Committee confidential minutes (item 12), SGS Commercial Services report (item 14) and minutes 5c, 11a, 11d and 14 should be treated as confidential.

24. **Date of Next Meeting**

Thursday 25 April 2024 at 4pm, via Microsoft Teams.

The Chair raised the date for the next Employers Conference being held 28 June 2024 and members' attendance was encouraged.

The meeting commenced at 5.03pm.

Louise Bright left the meeting at 6.04pm (after item 5c)

The meeting closed at 7.14pm

The meeting was quorate.