



PART OF
**CITY OF
PORTSMOUTH
COLLEGE**

Minutes of the Special Corporation Meeting Held virtually at 5pm on 21 September 2021

Present: Jafor Ahmed, Shahalam Ali, Prue Amner, Bernie Collins, Mark Cooper, Adele Hodgson, Tim Jackson, Mark Pembleton, Paul Quigley, Jeanette Smith, Mike Stoneham, Paul Walton & Penny Wycherley (CEO).

Apologies: Ashley Cullen, Rob Nitsch and Tim Mason

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

Minutes

1 – Standing Items

0013 Attendance and Participation

Ashley, Rob and Tim M sent their apologies (Tim M did not receive the email advising that the meeting would take place virtually and so went to the Tangier Road campus). Adele and Mark P had previously advised Paola that they would arrive late to the meeting.

0014 Declarations of Interest

Jafor and Shahalam stated that they were trustees at Pompey in the Community (Minute 0021) but were not involved in any decision-making concerning the sub-contracting arrangements with the City of Portsmouth College.

0015 Chair's Report

The Chair stated that given this week's Corporation meeting, there wouldn't be an update this week. He asked governors to confirm to Paola their availability for the planning day scheduled for 04 October to discuss the College's objectives, noting that if there were insufficient numbers the event would be rescheduled.

The ESFA had advised that whilst the College would still be in intervention, they believed it now had a strong board and an effective management team and so would no longer attend Corporation meetings. They would however, continue to monitor the College through the meeting papers and regular FNTI meetings.

0016 Appointment of Vice-Chairs of Corporation

Paola presented paper 0011/C/21 setting out the outcome of the recent nomination and election process for two Vice-Chairs of Corporation.

At the previous Corporation meeting it was agreed that Paola would initiate the process for the nomination of two Vice-Chairs of Corporation. Two nominations had been received: Adele Hodgson and Rob Nitsch. An election was not necessary as there were only two nominations.

Governors **Agreed** the appointment of Adele Hodgson and Rob Nitsch as Vice-Chairs of Corporation until 31 July 2022 (the end of her term of office as governor) and 20 September 2023 respectively.

0017 Committee Membership & Terms of Reference

Paola presented paper 0012/C/21 setting out proposals for Committee membership and Committee Terms of Reference.

The Committee membership proposals followed communication between Paul and individual governors and sought to match the skill set required by each Committee with those of governors. Paola drew governors' attention to the fact that Audit Committee required an additional member and that this would be referred to Search & Governance Committee for further consideration. Denise raised a concern about Audit Committee, stating that the Committee would meet with Finance & Resources Committee on 30 November 2021 to consider the College's financial statements and it was therefore essential that it was up to full strength by then. Penny suggested that an associate member be identified to support the Committee, something that was quite common in the sector.

Governors considered the Committees' Terms of Reference, noting that they would be considered by each Committee in the autumn term. Paola proposed an additional sentence to the Estates Committee Terms of Reference clarifying that the Committee would continue for as long as necessary, as determined by Corporation.

Governors **Agreed** the Committee membership and Committee Terms of Reference, including the additional Estates Committee sentence.

0018 Corporation & Committee Meeting Times and Venues

Paola presented paper 0014.C/21 proposing Corporation and Committee meeting times and venues, following discussions at the previous meeting.

Most governors who had responded to the survey had expressed a preference for meetings to start at 5pm and this had been put into immediate effect. Paola then presented the proposed venues for meetings until the end of the calendar year. Governors expressed a preference for face to face meetings and Paola drew their attention to Covid-19 protocols in place within the College. Individual Committees would confirm their start time and preference for face to face or virtual meetings.

Governors **Agreed** the schedule of meeting venues until 31 December 2021 and that Corporation and Committee meetings would start at 5pm.

0019 CEO report

Penny gave a brief overview of activity within the College since 17 August 2021:

- A single payroll system was now in place, with the first pay day on 31 August 2021 going smoothly.
- The new finance system was being rolled out, with staff training taking place
- HR had a Single Central Register for safeguarding and the new self-service system was being rolled out.
- City of Portsmouth College email addresses would be operational by the end of October.
- The creative brief for the rebranding of the College had been sent to 13 companies. The project was anticipated to complete by September 2022.
- Workstreams with Nicola Tomlinson, merger project manager, were winding down as matters were integrated into usual College business.
- The Senior Leadership Group (SLG) comprising senior postholders and Senior Management Team (SMT) were meeting regularly.

When asked if there was anything significant outstanding from the merger, Penny replied that work continued on a single MIS system, a single Quality Improvement Plan and the merging of strategic objectives. These objectives would be brought to the next Corporation meeting, alongside the revised risk register.

Enrolment was stable, possibly slightly down, at the Tangier Road campus compared to last year and numbers were up by approximately 140 at the Highbury campus. Mike noted that he had recently met with Simon to address the increasing number of 16-18 year-old NEETs (Not in Education, Employment or Training) in the city. Penny stated that it would be possible to be run short and/or fast track entry level courses for this cohort. In response to a question, Simon stated that he was generally happy with the way enrolment had gone, given the challenges of the previous year, but it was important to keep a close eye on students as many of them would have chosen their options 'blind'. Penny agreed that enrolment had gone well in the circumstances however, demographic changes meant numbers should have increased. Paul W noted that former Portsmouth College was the only college to have come into schools to talk with students and he congratulated them on this. He concurred that year 11 students appeared to be applying late for college this year.

Shahalam asked how Covid was being managed and the impact on students. Penny stated that students were encouraged to wear masks and at present attendance was good. However, the issue was quite hidden, with some young people not enrolling or being in contact with the College and therefore at risk of becoming NEET.

Paul thanked Penny for her report.

0020 Sub-Contracting Policy 2021/22

Denise presented paper 0014/21/C setting out the College's updated sub-contracting policy for 2021/22.

The policy recognised that sub-contracted provision could play an important role in providing a broad and flexible mix of provision for students, employers and the wider community. The College would seek to engage suitable sub-contractors who could demonstrate a high level of quality delivery to enhance existing provision. The policy had been updated to accommodate the amended ESFA regulations and Denise emphasised that without it, the College would fail to meet ESFA requirements. Tim J thanked Denise for circulating the original policy, thereby enabling governors to compare it against the revised policy. In response to a question Penny confirmed that the ESFA policy had been updated so recently that a downloadable template was not yet available from the ESFA website.

Governors **Agreed** the sub-contracting policy 2021/22.

0021 Pompey in the Community

Denise presented paper 0024/21/C seeking governors' approval to extend the sub-contracting contract with Pompey in the Community (PiTC) for a further year.

The PiTC contract concerned 52 full time 16-18 year olds and had a contract value of £161,200. One governor asked about the process concerning the renewal and if the College had investigated other providers. Denise stated that PiTC was a community organisation and had high success rates and that sub-contracting arrangements were in place because the College didn't have the expertise to deliver these services itself. Another governor asked if there were any declarations of interest concerning the contract. Penny stated that the College had been through a due diligence process and that, in line with ESFA rules, anyone involved in direct management of the contract was not part of the decision-making process. Tim J supported the proposal to renew the PiTC contract and asked if all the College's sub-contracting arrangements would be brought to Corporation. Penny confirmed that the College had very few sub-contracts and that they would be brought to the board as appropriate.

Corporation **Agreed** the contract with PiTC for the academic year 2021/22.

0022 Capital Bid Update

Penny gave a verbal update on the College's capital bid, noting that the Estates Committee would get a full update at its meeting the following week.

200 bids had been submitted to the DfE's Transformation Fund, half of which (including the City of Portsmouth College bid) were approved to go through to the next round on the basis that they reduce their spend of DfE funding by 10% prior to bid submission on 08 October 2021. The £20m *Connecting Futures* bid was to update the Highbury campus and bring North Harbour Centre teaching to the Highbury campus.

The College required match funding and had previously been advised by the Solent LEP that it could apply for a £6m three year interest free loan. The LEP board meeting on 08 October 2021 would determine whether the College's application had been successful. Denise noted that the DfE would only award 50% of funding to colleges that were in *Good* or *Outstanding* financial health. The College was

currently *Requires Improvement* but would be *Good* the following year. At present the College budget did not include expenditure for the capital build and it was therefore proposed to incorporate the North Harbour Training Centre dilapidations costs (estimated at approximately £2.2m) into the College's budget as well as the costs of upgrading the Tangier Road campus. This would mean that the College was likely to be *Requires Improvement* until 2028 i.e. the duration of the build and until the College vacated North Harbour. Vacating North Harbour would save the College approximately £1m per annum and although it was outside the scope of the DfE bid, it had been identified as phase 5 of the estates masterplan.

Bernie asked what *Requires Improvement* would mean on a daily basis for the College. Penny stated that the College would not be able to bid as a Prime under some funding streams (although it could join as a partner) and there would be additional scrutiny from the ESFA although Denise noted they were more understanding if *Requires Improvement* was a direct result of a capital project.

Tim J agreed with the proposal, noting that governors had a fiduciary duty to ensure efficient use of College resources. In response to a question, Penny confirmed that the College had been in discussion with the ESFA and FEC since before the merger concerning capital funding to support its long-term building aspirations. Mark P agreed that the DfE funding represented a great opportunity for the College and that FEC had stated that it would be one of the benefits of merging. The College clearly needed to exit the North Harbour site and the DfE funding and LEP loan provided the best opportunity to achieve this. Mike asked if it was possible to borrow more and Penny responded that borrowing would affect the College's health and therefore reduce the chance of receiving DfE funding.

Paul summarised that it was important governors understood the implications of this approach, namely that incorporating North Harbour dilapidations and Tangier Road campus improvements into the College's budget, was likely to mean the College would be in *Requires Improvement* financial health for some years. He concluded from the discussion that governors believed the estates masterplan, supported by the securing maximum DfE funding, was the best way to obtain the facilities needed for the city. Governors therefore agreed to proceed on this basis with a final decision being made at the meeting on 05 October 2021.

Evaluation of Meeting

Six governors completed the online self-evaluation questionnaire. All six 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. Five governors 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 five governors believed there was a clear line of sight through to the student experience. All believed the meeting was chaired effectively.

Governors were invited to comment on the IT and their ability to access and take part in the meeting. One governor responded stating '*Occasionally I was able to see 10 or 11 members on the screen but normally 9.*'

Governors were invited to add comments they felt might help enhance the performance of the Board or if they had identified a training need. One governor responded stating '*For accountability we need to get staff and student voices on the governing body as soon as possible.*'