

## CENTRAL SUSSEX CORPORATION

### Minutes of a Corporation meeting held on 12<sup>th</sup> October 2006

**Membership:** Patrick Berry\*, Martin Delbridge (Vice-Chair)\*, Mark Froud, Michael Coughlin\*, Paul Harding\*, Binita Kataria\*, Christie McMahon\*, Andreia Moniz, Gill Marshman\*, Alan Morris\*, Caroline Nicholls\*, John Peel (Chair)\*, Mark Read\*, Rosa Sadler\*, Sue Samson and Russell Strutt\*.

\* = present

**Also in attendance:** Suri Araniyasundaran, Sue Dare, Adrian Dowell, Maureen Kilminster Jenny Poore, Nick Whitley (Clerk) and, for item 4 of the agenda only, David Butcher and Alistair Smith.

#### APOLOGIES FOR ABSENCE

1. Apologies for absence were received from Mark Froud, Andreia Moniz and Sue Samson.

#### DECLARATION OF INTERESTS

2. There were no interests to declare.

#### APPOINTMENT OF NEW CORPORATION MEMBERS

3. The Governance & Search Committee had considered a nomination by the Sussex Community Foundation for Ms Caroline Nicholls to be a Community Member of the Corporation; it recommended strongly that the nomination be approved.
4. **It was agreed that the Sussex Community Foundation represented the interests of a section of the community (as required by the terms of Section 2 (i) (b) of the Instrument of Government) and it was therefore agreed to appoint Ms Caroline Nicholls as a Community Member of the Corporation for a period of four years, commencing with immediate effect.**
5. The Governance & Search Committee had considered the application by Mr Alan Morris to be a Business Member, and also strongly recommended his appointment.
6. **It was agreed to appoint Mr Alan Morris as a Business Member of the Corporation for a period of four years, commencing with immediate effect.**
7. Caroline Nicholls and Alan Morris joined the meeting at 5.10 pm and introductions were made.
8. David Butcher, the Chairman of the Gatwick Diamond Initiative and a director of the West Sussex Economic Partnership (WSEP) and Alistair Smith, its Chief Executive, joined the meeting to give a presentation on the Gatwick Diamond, a copy of which is appended to these minutes.
9. Following a number of questions to the two presenters, the Chair thanked them for their informative and helpful presentation, and they left the meeting.

10. It was noted that a tremendous amount of work had gone on behind the scenes over the last three years to pull together the organisations that were needed to make the Diamond effective; Members of the Corporation with insight into this process judged that the Gatwick Diamond was at a crucial point in its development that would affect whether it achieved its aim to make a real difference. The Corporation and College were fully supportive of the Initiative and would continue to work for its success.

#### **MINUTES OF A MEETING OF THE 10<sup>TH</sup> JULY 2006**

11. With the amendment of "*personnel*" for "personal" in Minute 25, the minutes were signed as a correct record.

#### **MATTERS ARISING**

12. **Every Child Matters/30:** The Chair advised the meeting that he proposed that a presentation on this topic should be placed on the agenda for either the Corporation Away Day, or the May meeting of the Corporation.
13. **Mission and Vision/59:** It was noted that both Local Community Boards (LCB) had reviewed the proposed Mission and Vision statement and were fully supportive of it.
14. **It was agreed to approve the Mission and Vision statement, namely:**  
**Our mission is to be the college of choice by putting skills and learning at the heart of everything we do**  
  
**Our vision for Central Sussex College is to create an organisation which supports aspiration and achievement and enables our learners to be whoever they want to be.**
15. **Approval of budget/63:** The Chair confirmed that he had reviewed the budget with the Chair of the Finance & Operations Committee, the Principal and the Executive Director Corporate Services. As a result they had been able to identify a little more headroom within the figures than previously thought and the budget had therefore been able to be confirmed without alteration.
16. **Staff Survey/74:** The Principal advised that, because of the demands of the reinspection, the preparation of an Action Plan to address the findings of the Staff Survey had been delayed; he had not wanted to publish the findings without that Action Plan. The full Survey would now be published (electronically) to all staff and to the Corporation in November.

#### **CHAIRMAN'S ACTION**

17. The Chair's Actions firstly in signing a letter of engagement appointing KPMG to carry out the annual report on contributions made to the Teachers Pension Agency, and secondly in sending a response to the Government's proposals to change the Local Government Pension Scheme, were noted.
18. The Chair advised that he had reviewed the Confidential Minutes with the Clerk and Deputy Clerk; his actions to agree the release of Minute 16 from the meeting dated 3<sup>rd</sup> May 2005 (previously held commercial in confidence) and to continue to hold 3 minutes containing confidential personal information relating to members of staff, were approved.
19. The Chair advised that he had not yet been asked to sign the contract with Kier Longley for Phase 1 of the Haywards Heath Development. It was anticipated that this would be available for signature in the near future.

## HEALTH & SAFETY ANNUAL REPORT

20. Jenny Poore introduced the report. It had been circulated in draft because, at the time of its despatch, members of the Health & Safety Committee had not had time to confirm that the amendments requested by the Committee had been correctly incorporated. One suggestion from Committee members had been that sickness records should be incorporated into the report: these would probably be appended to future reports to the Corporation.
21. The Chair commented that it was a very high quality report and asked that his compliments be passed to the Health & Safety adviser, who had compiled the report.
22. It was noted that the number of accidents and incidents had increased significantly during the last year, even taking into account the fact that this represented the combined total for the whole College. **It was agreed that a more detailed analysis of these statistics would be presented to the next meeting of the Corporation.**
23. The fact that only three “near misses” had been recorded suggested that awareness needed to be raised of the role of recording and investigating near misses in reducing accidents.
24. The Principal identified that as Chair of the Health & Safety Committee, his main priority for the coming year, must be to strengthen the system of walkround inspections. At present the responsibility fell on too few individuals and it needed to be delegated further, particularly in the light of the new organisational structure.
25. It was suggested that an Executive Summary would be helpful for future reports.
26. The Health & Safety Report was accepted.

## PRINCIPAL'S UPDATE

27. The Chair introduced this item, explaining that originally it had been intended that the Principal should provide an Update on a monthly basis; however in view of the amount of work required to compile such a report as this, he now proposed it should be prepared less frequently, perhaps on a quarterly basis, with such intermediate updating as the Principal felt necessary.
28. The Principal then gave a brief overview of the main sections of the report, which he stressed had been written in part to ensure that new members of the Corporation had a broad understanding of all the main issues facing the College.
29. He drew attention to the latest enrolment figures; the College was on track to meet its targets and there were no areas of concern to draw to Corporation's attention.
30. He highlighted the Government's "Framework for Excellence" and confirmed that it was designed to lead to each College being given a single grade, that would be published, along the lines being followed for the Health Service. Significant omissions from the Government's proposals were any reference to people measures, or Action for Business accreditation. He confirmed that it was planned to provide a report to the next Corporation meeting, based on the new measures.
31. The Principal drew attention to progress on developing the culture of Central Sussex College, including recruiting to the new Director level posts. He confirmed that he would be reporting progress regularly to the Finance & Operations Committee and Corporation.

32. One concern raised was that references to Central Sussex College's culture were exclusively related to staff and employment relationships; it was suggested that these should be set alongside the learner's perspective. It was confirmed that there were number of mechanisms already in place to gather learners' views; it was stressed that any further input that either or both of the Students Association Executives wished to make would be welcomed.
33. The Principal then focussed on the Annual Assessment Visit by OFSTED, together with reinspection, due to take place the following week. He shared some of the points from the high level briefing he would be giving the inspector.
34. The success rates for young people had improved by 5% since inspection, and those for adults by 3%; long level 1 courses (which inspection identified as a weakness) were now a strength, as were key skills. The overall success rate for Skills for Life, one of the areas being reinspected, had improved by 21% in one year; Engineering overall had improved by 7% with success rates for apprentices doubling. Hospitality, Leisure and Tourism, the area with the lowest base-line, had improved by 7%; however it did include some programmes that were below the national average. A particular concern was Sports. There had been a significant turnover of staff in that area, with a new Head and a new Deputy and several new lecturers; progress was consequently taking longer.
35. Overall the picture for student success was good and there were strongly improving trends for teaching and learning on the Crawley campus.
36. It was noted that the numbers in the table for the A-level results were incorrect and the Clerk was asked to issue the corrected table.
37. The Principal then turned to the section on Train to Gain, pointing out that one of the main reasons that Central Sussex College had been asked to lead the bid was because of its location within the Gatwick Diamond. He drew attention to the preparations that were already under way for next year's bid. At present exploratory talks were taking place between Sussex Enterprise and the six Action for Business Colleges with a view to establishing a joint venture to bid for future contracts.
38. It was noted that the College was being asked to become involved in a number of initiatives, such as the Football Club Study Support Centres, that in the past it would have been delighted to support. However, with the capping of funding for adults, it presented the College with significant risks that its cost-base would rise, without gaining any additional income. The Principal confirmed that he would be keeping Corporation informed of developments.
39. It was confirmed that the structure and timing of the Principal's Report met Corporation Members' needs.
40. **The report was received.**

#### **REPORT OF THE AUDIT COMMITTEE**

41. Patrick Berry introduced the report. He focussed on the Internal Auditors' Annual Report, which was basically good. All the recommendations had been accepted by Management, with a clear time-scale for implementation; there had been no grade 1 recommendations (i.e. those classified as being particularly significant and requiring prompt management action).
42. One particular task that the Risk Assurance Group had accepted should be addressed was to look at the link between the Risk Register and the way the College

actually manages the risk; this was not as clear as it might be, although not an easy matter to address.

43. Reviewing complaints had proved interesting and instructive; a number of lessons were being learnt.
44. The Internal Auditors' Report had not yet been finalised, as the evaluation by the Committee and College Management had not yet been included; the section incorporating this evaluation would be presented formally to the next Corporation meeting for information.
45. **The Internal Auditors' report was approved.**
46. **The report was received.**
47. The proposed amendments to the Terms of Reference were approved.

#### **REPORT OF THE FINANCE & OPERATIONS COMMITTEE**

48. Paul Harding took the meeting through the report. He drew particular attention to the forecast deficit for 2005/2006; it had been a difficult year, managing the merger, but there were a number of positives and it was important to look forward. It was important to note that there had been significant investment during that year in achieving Action for Business accreditation, and in bids for contracts that would give income in the current year. The College Leadership Team had carried out an in-depth review of the underlying causes of the deficit and the means to avoid it happening again.
49. The Committee had spent some time considering Pension Scheme matters; this was likely to remain an important area of concern for the Corporation in the foreseeable future.
50. The Chair then drew attention to the "Commercial in Confidence" heading on the supplementary report on the Haywards Heath Development Project; **it was agreed that the paper should be held confidential.**
51. Paul Harding took the meeting through the supplementary report, highlighting the areas of risk.
52. **It was agreed that the reports be received.**
53. **It was agreed that (after full and careful consideration of the terms of the Legal Charge detailed below, the nature and scale of the liabilities to be secured thereby and of the commercial and financial consequences direct and indirect of the execution of such Legal Charge so far as they affect the Corporation) it is in the best interests of and to the advantage and further benefit of the Corporation to execute in favour of Barclays Bank PLC a Legal Charge over the property known as Central Sussex College (formerly known as Haywards Heath College) Harlands Road, Haywards Heath, West Sussex as is comprised in Title No.WSX214834 to secure the liabilities to the said Bank of Central Sussex College**
54. **It was agreed that such Legal Charge being in the form currently required by the said Bank be approved**
55. **It was agreed that the Corporation should execute the Legal Charge by affixing its common seal in the presence of either the Chairman or of some other member authorised either generally or specifically by the Corporation to act for that purpose and any other member**

56. It was agreed that authority be given to the Principal to make purchases of engineering equipment funded by the LSC COVE capital grant from any one supplier up to a value of £300,000, subject to the total purchases not exceeding the value of the LSC funding provided for the Engineering COVE.
57. It was agreed that, following the planned meeting of the LSC National Committee meeting in November, authority be given to the Principal (with the agreement of the Chair or Vice Chair of the Corporation) to issue a letter of intent to Kier Longley re Phase II of the Haywards Heath Development for the value of up to £1,000,000, subject to the consent of the LSC and confirmation that capital support of no less than 65% will be provided by the LSC, and subject to a compliant bid being negotiated for up to £3.02m plus VAT.
58. It was agreed that, following the said meeting of the LSC National Committee meeting in November, authority is given to the Principal for the Appointment of Employers Agent and Quantity Surveyor for Phase II, subject to the LSC having given their consent to Phase II and capital support of no less than 65% having been approved.
59. It was agreed that an order for design work (including the design for steel) for Phase II be placed with Kier Longley for up to £140k plus VAT
60. It was agreed that a further loan of £1.390 million, plus interest rolled over during the development phase, expected to be £130,000, be negotiated with Barclays Plc, on a fixed term mortgage for 25 years, on similar terms to Phase 1, together with a further rolling facility to fund the project during the build phase for the sum of £1,800,000, subject to contract, LSC consent and a sufficient level of support to enable Phase II of the Haywards Heath Development Project to proceed (not less than 65%).
61. It was agreed to incorporate the bank's wording for the minutes as follows:-
- Bank Loan**
- Governors noted that:**
1. it had been agreed at the meeting on 13<sup>th</sup> March 2006 that Barclays (the Bank) had been selected as the preferred provider for the loan required for the Haywards Heath Development Project;
  2. the facility comprises of a loan for an amount up to £3.2m on similar terms to that for Phase I, secured against the College's Harlands Road property.
  3. the Governing Body was asked to consider the terms of the Facility Agreement and ancillary documents and to approve, subject to further adjustments by the Chair, with the Vice Chair or the Chair of the Finance & Operations Committee, with the agreement of the Chair of Audit of the college and on the advice of the College's legal advisers, the Facility Agreement and ancillary documents.
62. Following discussion and after careful consideration of the documents it was **RESOLVED:**
1. that it was in the best interest of the College to enter into the Facility Agreement and accordingly that the terms be approved and the Facility Agreement be entered into, subject to LSC consent and to further

adjustments as recommended by the College's legal advisers and the Principal of the College;

2. that the Chair of the Board together with any other Board member (as required) in their capacity as Governors of the College, be authorised to execute the Facility Agreement and ancillary documents on behalf of the College;
  3. that the Chair of the Board, or such person notified by or on behalf of the Board from time to time, shall be and are hereby authorised to act alone in all matters concerning the Facility Agreement during its subsistence;
  4. that two persons shall be required to duly authorise any drawdown notice provided to the Bank under the Facility Agreement in accordance with the regulations laid down by the Board from time to time and that any of the following persons or such persons notified by or on behalf of the Board from time to time shall be and hereby are duly authorised to authorise any such drawn down notice; two of the duly authorised bank signatories, one of which must be either the Principal or the Executive Director Corporate Services.
63. It was further RESOLVED that the interest rate be fixed at the inception of the Facility Agreement for the full term of the Facility Agreement.
64. It was agreed that the execution of the Facility Agreement should be carried out by the Chair with the Vice-Chair, or Chair of the Finance & Operations Committee, and subject to the agreement of the Chair of the Audit Committee.
65. It was also agreed that, once the facility agreement had been entered into, the first signatory for drawing down funds must be either the Executive Director Corporate Services or the Principal, together with a second signatory drawn from the list of authorised signatories.
66. It was agreed that the arrangements for urgent decision making set out in paragraphs 55 and 56 of the Minutes of the Corporation meeting held on March 13<sup>th</sup> 2006 continue in force, namely :

*55. It was agreed that Members of the Project Team review any proposed actions and that authority to take the required decisions be delegated to the Chair of Corporation in conjunction with the Chair of the Finance & Operations Committee and subject to the agreement of the Chair of Audit.*

*56. As far as foreseeable, decision-making should be delegated specifically in advance by Corporation, within identified financial and/or other parameters.*

#### **REPORT OF THE POLICY & PLANNING COMMITTEE**

67. Paul Harding introduced the report, in Mark Froud's absence. He stressed the changes being introduced to the funding streams, which could result in a change to the educational character of the College. As the Corporation was responsible for this, it needed to consider what it wanted the College to do and be, and how this could be addressed. Also there was a potential for conflict between the Government's national strategy, and local or regional priorities.
68. Reference was made to the College's having won funding for construction training, to prepare for the Olympics in 2012; a concern was raised as to what would happen to

the employment prospects after the Olympics for those trained in construction. It was concluded that this was, strictly speaking, a matter for the individuals and employers concerned; nevertheless it raised an important point in respect of the College's long term planning. At present the College's planning was limited to the next five years.

69. Paul Harding drew attention to progress in developing the Crawley Campus Master Plan; the time-scales for this were so tight as to give concern. It would be necessary to look at the premises needs for the whole College, particularly where the College holds leases. It would be desirable to devote a meeting to consider the Masterplan.
70. **The report was received.**

#### **REPORT OF THE CURRICULUM, QUALITY AND STANDARDS COMMITTEE**

71. Martin Delbridge took the meeting through the report. He stressed the major effort that was being made behind the scenes to gather and input achievement data; this was a particular issue because the re-inspection was taking place so early in the year.
72. The Committee had been astounded that the Framework for Excellence had omitted any people measures from its proposed evaluation of Colleges. The Committee echoed the comments made in the Principal's report.
73. Good progress had been made in the Self Assessment Report Action Plan. There had been just one action that had not been progressed, relating to the introduction of added value measures to the Crawley campus; the College was dependent upon first receiving information and guidance from the LSC.
74. Essentially many of the matters covered by the Principal's report had been reviewed in greater detail by the Committee.
75. **The report was received.**

#### **REPORT FROM THE HAYWARDS HEATH LOCAL COMMUNITY BOARD (LCB)**

76. Martin Delbridge drew attention to the work that the LCB had carried out in reviewing the Haywards Heath results. Overall these were even better than in previous years; however the Committee had raised some specific matters of concern where the results of individual programmes had been below expectations. The evidence for the value added by the College was particularly noteworthy.
77. **The report was received.**

#### **REPORT OF THE GOVERNANCE & SEARCH COMMITTEE**

78. The Chair of the Corporation took the meeting through the report, focussing on the proposed changes to the Committee structure and membership.
79. **It was agreed to disestablish the Policy & Planning Committee with effect from the 1<sup>st</sup> January 2007, and that from the date the Chairs and membership of the other Committees should be as follows:**

##### **Audit Committee**

<b>Mark Froud</b>	<b>Chair</b>
<b>Dorothy Hatfield</b>	
<b>Janak Shah</b>	

**Jon Wright  
Binita Kataria  
Christie McMahon**

**The Curriculum, Quality and Standards Committee**

**Martin Delbridge           Chair  
Russell Strutt  
Sue Samson/WSCC nominee  
Rosa Sadler  
Christie McMahon  
Andreia Moniz  
Binita Kataria  
Mark Read  
Alan Morris**

**The Finance & Operations Committee**

**Patrick Berry               Chair  
Paul Harding  
Derrick Johnson  
Caroline Nicholls  
Gill Marshman**

80. **It was agreed that the Governance & Search Committee should continue to be chaired by the Chair of Corporation, with a membership consisting of the Vice-Chair of Corporation and the Chairs of the Standing Committees, together with any individual members nominated by the Chair of Corporation.**

**John Peel                   Chair  
Martin Delbridge  
Patrick Berry  
Russell Strutt  
Mark Froud  
Paul Harding**

81. **It was agreed that Task and Finish Groups should be established on an ad hoc basis, to consider matters of strategic importance. An initial group to consider the Crawley Master Plan would be convened by Paul Harding.**
82. It was noted that Paul Harding had been asked to convene a small group to review the role, remit and nature of LCBs with a view to this being considered at the next meeting of the Governance & Search Committee.
83. The Chair then drew attention to the fact that Mike Allen had resigned. He had given tremendous service, not only to Central Sussex College, but for many years before that to Haywards Heath College. He had also been one of the key people within the Joint Colleges Working Group, responsible for steering the two Colleges towards merger. He would be very much missed, not only for his contributions in the meetings, but for all he had done behind the scenes to support the College and the Corporation.
84. The Chair advised the meeting that he proposed to write formally to thank Mike Allen; this was wholeheartedly endorsed.
85. It was noted that there were now three vacancies on the Corporation: one parent member and two co-optees. In addition there was an imminent vacancy for a Local Authority nominee as Sue Samson had indicated that she would be resigning now that she had moved from West Sussex County Council's (WSCC) employment to that

of the Learning & Skills Council. The Governance & Search Committee would be seeking to fill the two co-opt vacancies.

86. The Clerk confirmed that a process for electing a parent member was underway; and the Principal advised that he was due to meet Sue Samson's successor at WSCC, who might prove an appropriate nominee for the Corporation.
87. It was noted that the Committee would also be reviewing the names of the Committees, and their terms of reference, in the light of the disestablishment of the Policy & Planning Committee.

#### **REPORT OF THE REMUNERATION COMMITTEE**

88. The Remuneration Committee's decisions were noted.

#### **CHAIRMAN'S UPDATE**

89. The Chair advised that he had attended the meetings of all the Committees except Audit, and had joined all but one meeting of the Re-inspection Working Group, on occasion in the company of the Vice-Chair.
90. He had attended one award ceremony in full, and had joined another at the end of the evening, having been delayed by traffic difficulties.
91. He and the Principal would be attending the annual residential Association of College's conference in November.
92. He asked to be invited to attend at least one meeting of each of the LCBs.

#### **ANY OTHER BUSINESS**

93. The Chair advised the meeting that he would be asking the Clerk to change the layout and form of the agendas for future meetings.
94. The date of the next meeting was confirmed as the 11<sup>th</sup> December.

There being no other business, the meeting closed at 19.48.