



Full Governing Body Minutes

Meeting	Full Governing Body	Date	Tuesday 28 March 2023
Location	Boardroom, Folkestone	Time	5.30pm
Membership	Charles Buchanan (Chair), Graham Razey (CEO) (Chief Executive Officer), Allan Baillie, Ella Brocklebank, Gail Clarke, Miranda Chapman, Natalie Garner, Jason Howard, <i>Tim Kent</i> , Peter Troke, John Korzeniewski, Peter Cheney, Joanna Worby, Karen Wilks (Staff Governor), Paula Gillespie, Helen Hammond, Carmel Togher, <i>Sam Lain-Rose</i> , <i>Joseph Rowstone</i> (Student Governor)		
In Attendance	Lucy McLeod (LM) Deputy Chief Executive Officer Chris Legg (CL) (Chief Financial Officer) Paul Sayers (PS) (Chief Information and Strategy Officer) Jamie Weir (JW) (Invited Observer) Sharon Hollingsworth (SH) (Director of Governance) Nicole Leader (Minute Clerk) Tammy Mitchell joined the meeting at item 6 Alison Gray (AG) - Joined for item 13		

Italics denotes absence.

	ITEM	COMMENTS	ACTION
1	Welcome and Apologies for Absence	The Chair welcomed members to the meeting. Apologies were received from Sam Lain-Rose, Tim Kent, and Joseph Rowstone. Natalie Garner, Peter Troke, Jason Howard and Carmel Tougher joined via teams. [Gail Clarke left the meeting at 18.08]	
2	Declarations of Interest	There were no additional declarations to the meeting other than those declared as standing.	
3	Minutes of the meeting held 13 December 2022,	The minutes of the Full Governing Body meeting held on 13 December 2022 were reviewed and agreed as an accurate record including confidential minutes.	

	including any confidential minutes.	The Chair will sign the minutes following the meeting.	
4	Matters Arising not covered by this agenda:	A governor questioned whether Deputy Chairs could be appointed for the Local College Board. The Search and Governance Committee had discussed the proposal at their last meeting and agreed not to proceed at this time.	
5	Proposed Independent Governor Appointment: Tammy Mitchell	<p>The Search and Governance Committee (SG) recommend that Tammy Mitchell be appointed as an Independent Governor from the 1 April 2023.</p> <p>It was recommended that TM serves as a member of the Education Committee given her background, and this will be reviewed by SG Committee in due course.</p> <p>APPROVED: Tammy Mitchell be appointed as an independent member to the Full Governing Body starting from 1 April 2023, for a four-year term.</p>	
6	Chair's Report Group Development Chair's Report cont...	<p><i>This item was considered confidential and will form confidential minutes, part A.</i></p> <p>The Chair updated the Board on the on-going impact of ONS reclassification and the impact this is having on the Group and the issues that the Senior Management Team are working through.</p> <p>AoC are working up a new code of Good Governance which will replace the current version, This is currently under consultation and does not take account of the re-classification. The Code will need to be re-visited when the FE Colleges handbook is published.</p> <p>The Chair attended a AoC leadership conference and National Chair's network meetings and has met with the CEO and Director of Governance on a regular basis. The Chair had also attended a National Leaders (NLG/NLFE) away day with the CEO.</p> <p>NOTED – Chairs Report</p>	
7	CEO's Report Group Development	This item was considered confidential and will form confidential minutes, part A.	

	<p>CEO's Report cont...</p> <p>Group Development</p>	<p>Strategic priorities for next year are being developed to present to the FGB at the Strategic event in July 2023. Re-classification exclusions will apply to new commercial and business opportunities as permission for these areas will need to be obtained from the Department for Education under the new re-classification guidelines.</p> <p>Other re-classification restrictions include:</p> <ul style="list-style-type: none"> - health insurance to Senior Leaders will not be offered to new members going forward and a differential in agreements will be in place. - Letters of comfort will not be issued prior to the contract being issued. <p>A governor reflected on the hot topic of cyber security enquiring whether the Group's IT team are comparable with other similar sized college groups. The CEO stated that we are in-line with other Colleges in terms of size and noted that we were one of the first college groups in the FE sector to gain the cyber essentials plus accreditation.</p> <p>It was clarified that cyber insurance will be covered and discussed under item 12 of the agenda.</p> <p style="text-align: center;">NOTED – CEO's Report</p> <p><i>This item was considered confidential and will form confidential minutes, part A.</i></p>	
8	<p>Director of Governance Report</p>	<p>The Director of Governance updated the Board on key governance matters and recent business of the Governing Body.</p> <p>The Board noted the following approved e-resolution of the Governing Body that was taken outside of the formal meeting cycle:</p> <p style="padding-left: 40px;">25 January 2023 – approval of two agreements to be entered into between the Corporation of EKC Group and Santander UK plc (Santander) for the extension of (i) the revolving credit facility agreement (RCF) dated 27 July 2022, and (ii) the term loan agreement (Term Loan) originally dated 30 January 2018 as either may have been amended from time to time (Amendment Agreements).</p> <p>The Board noted the proposal from the Search and Governance Committee to re-appoint the following</p>	

		<p>governors at the end of their current term,</p> <ul style="list-style-type: none"> - Carmel Togher - Sam Lain-Rose - Helen Hammond - Paula Gillespie <p>AGREED – re-appointment of Carmel Togher, Sam Lain-Rose, Helen Hammond and Paula Gillespie to the Full Governing Body, each for a term of 4 year’s</p> <p>It was confirmed that the Property sub committee will continue to meet monthly in 2023/24. The dates of these meetings to be confirmed in due course.</p> <p>A Finance sub committee will be formed for 2023/24 year, the members will be Gail Clarke, Charles Buchanan, and Chris Legg. These meetings will take place monthly from November 2023.</p> <p>The Board were advised that the platform for the Governance Development Programme is changing in July/August, governors were asked to check whether they were registered with the current platform to ensure their registration transfers over.</p> <p>NOTED – Director of Governance Report</p>	
9	Annual Accountability Statement	<p>A new requirement as part of the Skills Act is to produce an annual accountability statement. This is to demonstrate that the Group is adequately contributing towards meeting national, regional and local priorities. As part of this the Department for Education is introducing Accountability Agreements from 2023-24, which will replace the existing grant funding agreements.</p> <p>The Statement needs to be reviewed and returned annually and approved by the Full Governing Body.</p> <p>Governors reflected on discussions at their Strategic Event that preceded the Full Governing Body meeting and their review of the presented Accountability Statement, for approval.</p> <p>Governors were comfortable with the statements in the document, noting that the aims and objectives detailed specific numbers that are known or predicted. The predicted numbers are based on what we believe we can achieve. It was clarified that the Group is not held to predictions and has no financial link but</p>	

		<p>in future years we will be expected to have a section of the plan which reports on the previous year.</p> <p>Governors were requested to approve the recommendation to delegate authority to the CEO and the Chief Information and Strategy Officer to amend the presented Accountability Statement in line with any amendments agreed at the Strategic Event and any changes to the updated Local Skills Improvement Plan, prior to its submission.</p> <p>RESOLVED - approval of the presented Accountability Statement and delegated authority from FGB to the CEO and the Chief Information and Strategy Officer to make amendments to the Statement, ahead of its submission to the DfE.</p>	
10	Group Financial Performance update	<p>The Q2 re-forecast exercise is now complete and has been reported in this set of accounts and provides a positive picture.</p> <p>Adult Education budget (AEB) income was forecasted to be delivered in full this academic year at Q1, however at Q2 re-forecast has shown significant under performance across many of the Business Units which will result in a claw back of funding of £872,000 but if we have delivered 97% of the budget by the end of the year there will be no claw back. The in-year uplift has not been applied.</p> <p>All banking financial covenants have been met in full.</p> <p>Cash flow at the end of February stands at £2,358,000 and debts are comfortably being paid as they fall due.</p> <p>The impact of the reclassification and Department for Education (DfE) on managing the budgets for the capital works borrowings strategy has been revised and the timings of borrowings and mechanism for borrowing has not been announced.</p> <p>The current extended loan arrangements with Santander are to the end of July 2023 and re-assurance from the DfE has been given that this will be converted into a DfE loan.</p> <p>NOTED – Group Financial Performance Update</p>	
11	Financial Regulations update	<p>The CFO advised that the Financial Regulations document has received an additional review and update following ONS re-classification updated guidance. The regulations will need to be reviewed each time new</p>	

		<p>guidance is released. The Audit Committee has reviewed the presented regulations prior to ratification at FGB.</p> <p>However, new regulations have come into play following Audit Committee review, it is therefore recommended that the Audit Committee is given delegated authority to scrutinise the changes and approve at their meeting in June.</p> <p style="text-align: center;">RESOLVED – Delegated authority given to Audit Committee to approve changes. APPROVED – Financial Regulations</p>	
12	Insurance Procurement 2023	<p>The CFO presented an overview of the firms being approached that are offering products specific to the education sector.</p> <p>The Audit Committee provided assurance to the governing body by confirming that the committee had scrutinised the two options being presented and the associated risks but did not cover the financial aspect of affordability.</p> <p>The CFO explained that pricing is not yet finalised for each of the firms cover. Assumptions have been made to determine the projected pricing, but the expectation is that pricing will be relatively comparable and a significant saving whichever policy is procured.</p> <p style="text-align: center;">RESOLVED:</p> <ul style="list-style-type: none"> (i) Delegated authority given to the CEO to approve the appointment of one of the proposed insurance providers when fees are known. (ii) A budget up to £338,693 (to achieve a minimum saving of £150,000 in the 2023/24 budget). 	
13	Modern Slavery Statement	<p>[AG joined at 19.18 – 19.20]</p> <p>AG noted that the Group is required to review the Modern Slavery Statement on an annual basis. The Statement presented has been scrutinised by the Policy Development Group and the Group Leadership Board. The Group's turnover has been amended (now £70m) and there is now reference to raising staff awareness about modern slavery rather than specific training being in place.</p> <p style="text-align: center;">APPROVED – Modern Slavery Statement</p>	

14	Gender Pay Gap Report	<p>The CEO presented the Gender Pay Gap report, noting that its contents had been thoroughly reviewed and discussed by the Business Committee on the 16 March 2023.</p> <p>The Committee had looked at different proportions of the data specifically top quartile of female to male pay.</p> <p>The Business Committee were comfortable with the snapshot of the Gender Pay Gap (GPC) data and gave assurance to the governing body that good progress has been made toward reducing the number of females in the low pay quartile.</p> <p>A governor reflected on the details within the GPC booklet and queried why there was a Menopause Policy in place and not a broader women's health policy. It was confirmed that the Group's Wellbeing Policy covers broader health issues. It was suggested that reference to the menopause policy be removed from the report.</p> <p>It was noted that the GPC booklet forms the narrative for the GPG data submission. The data submission itself needs to be made by 31 March 2023 to meet the reporting deadline.</p> <p>Governors recognised that the Group report above and beyond what is required. It was agreed to publish the required data by the deadline, however the booklet forming the narrative to be reviewed by the Business committee prior to FGB approval.</p> <p>It was noted that current methodology does not include non-identified gender.</p> <p>It was recommended that the Autumn Business committee reviews the GPG data and narrative and bring forward to FGB to approve in time for any changes.</p> <p style="text-align: center;">RESOLVED: – to publish the required Gender Pay Gap data by 31 March 2023, with the GPG narrative being reviewed by the Business Committee prior to FGB approval.</p>	
15	Students' Union Constitution	<p>It is an annual requirement for the Students Union Constitution to be presented and approved by the FGB.</p> <p>Revised due to new structure and pronouns.</p> <p>It was confirmed that the SU consulted on the document.</p>	

		APPROVED – Students' Union Constitution Document	
16	Safeguarding Mid-Year update	<p>The Deputy CEO presented the safeguarding update noting that the content of the report had been scrutinised by the Education committee prior to its submission to the full governing body.</p> <p>Looking at the mid-point January 2023 comparison, there had been an increase in the number of cases this year. It was noted that female vs male cases have balanced out due to a focus on male mental health.</p> <p>It was recognised by the Board that the Safeguarding teams did a commendable job during the recent Ofsted visit.</p> <p>The Independent Chair of Safeguarding at the last Safeguarding Board meeting had questioned who is responsible for students on apprenticeships whilst in the workplace. This is being explored by the Safeguarding Committee and will be reported back at the next Safeguarding Board meeting.</p> <p>There were no material concerns, governors were comfortable with the report.</p> <p style="text-align: center;">NOTED – Safeguarding Mid-Year Update</p>	
17	Minutes of Committee Meeting's:	<p>The draft minutes from the recent committee meetings were presented to the governing body for information. The draft minutes were taken as read, and no concerns raised.</p> <p>Search & Governance Committee (28.02.23) Education Committee (02.03.23) Audit Committee (14.03.23) Business Committee (16.03.23)</p> <p>It was suggested that the timings of agenda items should be discussed at the agenda setting meeting.</p> <p style="text-align: center;">NOTED: Draft committee meeting minutes:</p> <ul style="list-style-type: none"> - Search & Governance Committee (28.02.23) - Education Committee (02.03.23) - Audit Committee (14.03.23) 	

		- Business Committee (16.03.23)	
18	Any Other Business	No other business discussed.	
19	Matters Considered Confidential	Part of item 6 and item 7 – Group Development	
20	Date and time of next meeting	Tuesday 11 July 2023 – FGB Strategy event followed by FGB meeting at 5.30pm.	

There being no further business the meeting closed at 19.45.



Signed:

Print: Charles Buchanan

Date: 11 July 2023