

THE COLLEGE OF RICHARD COLLYER

MINUTES OF THE MEETING OF THE GOVERNING BODY HELD ON Tuesday 28 March 2023 at 10.30am at Mercers' Hall

Present: Mr Steven Allen, Mr Stephen Avery, Mr Karl Banister, Mr Joe Bensusan, Mr Teddy Bridges, Ms Rach Hughes, Mr Graham Lawrence, Mr Dan Lodge (Principal), Mrs Susan Martineau, Mr Paul Mittendorfer, Dr Grant Powell, Mr Will Power, Mrs Clare Ruaux, Mrs Helen Smith, Mr Dom Valente, Mrs Beverley Valley

In attendance: Members of SMT - Mr Ian Dumbleton (FD), Ms Andrea John (VP Pastoral), Mr Steve Martell (DP)

Ms Linda MacLeman (PA to the Principal), Mrs Russha Sellings (Clerk)

In the Chair: Mr Graham Lawrence

1. Apologies for Absence

The Chair conveyed a warm welcome to everyone attending the meeting at Mercers' Hall. Apologies had been received and accepted from Rev'd Lisa Barnett, Mrs Barbara Hobday and Mrs Ann Donoghue. The meeting was quorate. Mr Rob Hussey VP (Curriculum) had also given apologies in advance and was not in attendance.

2. Urgent Business

None to report.

3. Declarations of Interest

Dr Powell, Mercer Governor, and member of the respective Mercer Company committees responsible for consideration of the loan to Collyer's, declared his interest with regards to Item 10 on the agenda and he subsequently abstained from discussion and the vote.

4. Minutes of the Meeting 6 December 2022

The minutes of the previous meeting were approved without amendment.

5. Matters Arising

The Chair referred to the relevant sections of the previous minutes and the matters that had been directed to the respective Committees: meeting Items 7 (covered by F&GP), 10 & 15 (covered by Q&C) and the matter relating to Item 18 which was covered on this agenda by the Nominations update.

6. Resolutions

Written resolutions passed since the last meeting:

(i) Co-optee term extension - specific to Mr Eric Williamson on the Estates Sub-Committee

(ii) New F&GP member - it was noted that new Mercer Governor Mr Teddy Bridges had been appointed to the F&GP Committee

Resolved: The minutes record the approval of the resolutions taken by relevant members of the Governing Body since the last meeting.

7. Principal's Report

Paper: Principal's report

The Principal opened his introduction to Governors at what was to be an historic meeting. The termly report continued with a strategic focus and was succinct in format, however this was no bearing on the educational landscape which remained complex to navigate. Governors, and in particular the Chair of the Governing Body, were thanked for their input and participation at what was a pivotal time for the College. Collaboration and forging community links were key themes, and this had been

evident at the recent OCA dinner. Questions were invited on the report prior to the showing of the Quincentenary Fund (QF) launch video at the meeting. One Governor asked whether the latest progress towards potential academisation was in the public domain and it was confirmed this would be best covered under the next agenda item. A question was also raised on the College's planned response to defunding of certain Level 3 qualifications in light of a possible change in political mandate. This was an issue particularly for SFCs and the Principal spoke of the recent lobbying by the SFCA, despite which, the current Government planned to press ahead. There was a degree of jeopardy with timings, however the College were committed to supporting students with an extended provision for as long as possible.

The QF launch video produced by Marketing, Alumni and Development Officer, Rachel Diamond, was played at the meeting. The video demonstrated the importance of community links. There was also a corresponding new section of the College website. Governors heard the latest on the planned estate development plans beyond 2025-26.

No further questions were raised.

8. Academy Conversion

Papers: Top sheet, academisation timeline, developments since Learning Walk, new MAT vision and growth strategy, implications summary, legal and governance guidance on forming a MAT

The Chair gave an update following the strategy session at the recent Learning Walk, where those Governors present took an indicative unanimous vote to academise; a significant decision for the College if it were to be formalised. At this stage, the Governing Body were asked to consider the proposal, risks, and benefits before a decision being taken in the best interests of Collyer's. If agreed, there would be opportunities at future meetings to revisit the finer details some of which had been provided for information in the background documents. The Chair further explained the most recent developments as outlined in the papers and follow up email circulated to Governors prior to the meeting which included updates on liaisons with representatives from the Regional DfE and informal discussions with four local partner schools - one secondary and three primaries. It was confirmed that should the Governing Body pass the resolution to academise, both the Trustees of the Collyer Endowment (which holds the land occupied by the college), and The Mercers' Company (as an appointing body) would also be required to formally express their consent. Furthermore, the proposed Governing Body resolution would be dependent on the approval of the application by the DfE, partnership development, relevant consultations, legal advice and other required due diligence. The College would be dissolved at the point of conversion where there would be a transfer of rights and liabilities to a new multi academy trust (MAT). The Governing Body understood that legal advice obtained in the exploratory phase had recommended the College land and buildings remain in trust if the College were to form a MAT.

The Principal also provided context to the position locally following confirmation that it was unlikely the RDfE would approve an empty MAT application in West Sussex. There had been a discussion on a realistic number of schools required for a newly formed Horsham MAT and one other secondary school could be enough to proceed initially with an agreed growth strategy. The RDfE were in support of the vision for an 'all through' MAT with particular focus on progression and transition. Strong alignment with a feeder secondary had formed part of preliminary discussions on what might be possible given the limited conversion in the local area. This school had received multiple approaches from existing MATs, some national, and were keen on a local option and pan-phase approach. This had led to a meeting with the secondary and 3 strong local primary school leaders. There was a consensus in moving forwards with parity of esteem. Further meetings were planned which included engagement with the RDfE in progressing a potential formation.

Before reaching a decision, Governors posed the following questions:

- Communications strategy – how far this had reached in terms of all relevant staff and also the remainder of the schools in the Horsham Secondary Schools' soft federation. The Principal responded that there would be a joint formal announcement later in the day

pending the outcome of the Governing Body's decision – this was to ensure continued maximum transparency.

- Potential for the joining of additional schools in the future. The Principal advised the need for a sustained growth plan, however it was important to commence the process in a manageable way and there would be opportunities for additional schools, including those in the soft federation, to join once they were ready to do so. Starting with 5 cross phase entities would put a newly formed MAT in a strong position, although the partnership strategy remained live and evolving.
- A related question about the forthcoming INSET day and the planned meeting of the soft federation Chairs of Governors was raised. The Principal stated that he had made the intentions very clear about the possibility of forming a local MAT at the Head's meeting in the Autumn term and it appeared that some schools were not yet ready to move forward; the INSET day meeting would still be beneficial in terms of continued networking and collaboration.
- Related to a question on the staff body's view, a Staff Governor relayed feedback had been sought in various ways during active discussions at events such as the College Planning Day. The impending Skills regime had a bearing on staff who understood the rationale for academisation which aligned more closely with the ethos of Collyer's. There had also been academy surgeries and other comms providing additional information.
- There was a further question about changes to terms and conditions and staff contracts and whether the HR team were aware of the future changes. In addition, Governors asked about the structure of the proposed MAT Executive team such as recruitment of a CEO and the possibility of financial modelling of staff structures such as central services. Top level assurances had been provided via FAQs to staff and also at academy surgeries that followed. The College was in a good position having the respective structures in place which were not dissimilar to an academy trust and there would be opportunities for cost efficiencies through back office functions. It was noted the skill set in supporting schools could differ to post-16. The Principal advised that detailed planning for the next stages would take place once the Governing Body had made their decision.
- Additional stakeholder views e.g. parents and the LA. A Governor asked about the view of academy trusts in the local community and were the College prepared in the event of social media activity. The Principal was mindful of the need to engage the parent body at an appropriate juncture following formal decisions of all proposed schools whereby more details would be available to share, however, the position would be kept under advisory. The existence of another MAT with a school in Horsham and the number of conversions including that of SFCs hopefully meant more of an understanding of academy trusts. The Principal said he had met with key stakeholders from WSCC and HDC who were very positive and onboard with the vision. There was also liaison with the FE Commissioner's office for advice since more than half of colleges overall had academised.
- It was confirmed following a question about the statutory consultation process that it should be undertaken individually by the College and each school joining the MAT. There would be opportunities for joint communications at an appropriate time.
- While it was understood that the direction of travel was towards academisation, there was a question on possible disadvantages of forming a MAT. This was a major strategic decision which required a level of investment to set up and risks during the process. Governors sought assurances about the risk of another local MAT forming and the Principal hoped to mitigate this through a successful partnership strategy. The Principal continued that the main driver in the creation of a new local MAT was to improve quality of education, which it was hoped would be a worthy investment of resources after the initial foundation work.
- The impact of student numbers over time and the projected growth and demographics to support a new local MAT. It was difficult to forecast although it wasn't thought there would be an immediate impact on numbers; the Principal believed it was important to have options locally for post-16 provision in a MAT structure.
- The vision and ethos of the MAT to which it was confirmed aligned with the original views of the System Leadership working party. A local MAT option was also the preference of the staff body.

- International students – one of the Student Governors commented on the impact. Unfortunately at this time, academy trusts were not permitted to offer this provision and the Principal confirmed there had not been any further updates from the DfE to contradict this.

The Chair summed up the discussions. Timings were discussed, there was still a need to progress to a formal application and advice would be needed from the RDfE. Further communications were likely to follow.

The Governing Body were asked to vote by show of hands and the vote was unanimously in favour of the College converting to academy status.

Resolved: The Governing Body agreed to academise and form a local Horsham MAT (subject to DfE approval, statutory consultation and due diligence prior to dissolution of the College)

9. College Strategy Plans

Papers: Finance Strategy and appendices, Property Strategy and appendices, College strategic plans

Thanks were recorded to the FD for the finance input. Governors were informed of the development of a range of directorate strategies to follow in the Summer term.

Approval was sought on the Finance and Property strategies. Governors challenged some of the profit and loss assumptions relating to finance. The FD responded that the forecast was in keeping with current staffing levels and inflation. There had been a substantial increase in canteen income post-pandemic, in part owing to the opening of the new café and this was included in the projections. A Governor remarked that the profit and loss was finely balanced and there appeared a risk of deficit if this contribution rate was not sustained. An F&GP member echoed concerns discussed at the recent committee meeting around controlling costs in the longer term to meet the pay awards and related to this the investment in staff generally. The new HR strategy would seek to address staff retention. The Principal further advised lagged funding combined with colleges continuing to face significant and challenging budgetary pressures meant the strategy sought to address future deficit by way of growth. Governors questioned how staffing would be impacted by increased student numbers. The Principal said it was possible to achieve substantial economies of scale as the College expanded due to staff modelling and the possibility of in-filling student numbers in particular where there were some undersubscribed subjects. A question was raised about the timing of the possible withdrawal of international provision and the budgetary impact versus the ability to reclaim VAT and the Principal advised international students could remain until their courses had completed so there would not be a negative discrepancy.

The Principal agreed to respond offline to a comment raised by a Governor on benchmarking data which appeared to show other colleges had a higher funding rate. **(Action Principal)**

Following early discussions at UMAD in June 2022, Governors received the draft College Strategic Plan, in advance of a broader consultation process starting in the summer term with the final version for presentation to Governors at the next meeting. It was acknowledged that due to the dual strategic pathways, the Strategic Plan currently addressed all eventualities.

Resolved: The Governing Body approved the Finance and Property strategies

10. Loan from The Mercers' Company

Papers: Top sheet, worked example, 25 year projection

Following a period of due diligence, including a 25 year sensitivity analysis, the Principal was pleased to report the Mercers' offer of a loan on advantageous terms which would enable the College to match fund and progress towards the vision of delivering the masterplan. As discussed, growth was vital to for future sustainability. Affordability of the loan repayments had been discussed at the recent F&GP

meeting. The next stage would be for the Governing Body to agree the loan, in principle, to allow an application to be made to the DfE for approval, which since ONS reclassification was required before the loan could be drawn down. Governors heard that some colleges were seeking loans simply to cover operational running costs. The Principal advised timing was unknown, however the plan was for agreement to be secured prior to the academy application.

Some assurances were sought on the repayment structure and whether this corresponded with the current budget forecast. The FD explained the financial modelling was based on the assumption over time that repayments would be covered by the anticipated sustained growth rate including from feeder schools (albeit funding was lagged). Governors recognised this, however commented that the risks of this positive assumption should be acknowledged and recorded. A Governor asked whether there could be early repayments where the cash reserves were favourable. The Principal explained this was the expectation. In response to another question about the interest rate, it was confirmed to be set at a variable so there was a chance it would decrease over time. The position of any consequences of defaulting on the loan had been rehearsed at F&GP following advice from The Mercers' Company.

Dr Powell abstained from a vote after declaring his interest. The meeting remained quorate with the remainder of Governors agreeing in principle to the loan from The Mercers' Company on the terms as set out.

Resolved: The Governing Body agreed The Mercers' Company loan in principle subject to the terms and securing DfE approval.

11. Accountability Statement

Paper: Accountability statement

Those Governors who had attended the Spring term Learning Walk were aware of the new regularity 2 part requirement. The Principal explained the publications of exemplars which included an S7 and Mercers' SFC.

Resolved: The Governing Body approved the Accountability Statement to be signed by the Chair and the Principal (in advance of submission by the deadline of 31 May 2023)

12. Student Voice Report

Paper: Student Voice termly report

The Student Governors spoke to their report. The Q&C Committee continued with the pastoral focus in response to the need of students and the Student Governors praised the College for the level of support including the recent Well-being week. There continued to be a positive impact on engagement arising from Collyer's 360 and Pro-Study.

There were reflections of their experiences over the year since the terms were drawing to a close. The Student Governors observed the Governing Body resolved to act in the best interest of students which was very positive, and they both expressed their gratitude for the opportunity.

The Chair thanked the Student Governors for the excellent report and their input during their tenure.

13) Report – Finance & GP Committee

Papers: Mid-year budget forecast, Q2 Management Accounts, Business KPIs, funding and approvals for summer projects, Financial Regs (top sheet and proposed revisions), Admissions Policy, Fees & Charges schedule, FoI Publication Scheme, Consultation procedures (policies SharePoint only)

a) Minutes inc. those of Estates S-C

The Governing Body received the latest minutes including those of the Estates Sub-Committee. In absence of the Committee Chair, the Deputy Chair provided some notable updates. Maintaining financial security against the backdrop of funding pressures would continue to be monitored.

b) Consider Recommendations:

i) Mid-year Update of the Financial Forecast for 2022/2023

ii) Q2 Management Accounts

There were no further comments on the mid-year position and latest management reports following on from other updates.

iii) Business KPIs

The Business KPIs were provided for information, there were no comments.

iv) Project approvals

The Principal gave a brief update on the project funding sources.

v) Financial Regs update

The Committee had considered the need to revisit the Financial Regulations outside of the usual cycle of review to reflect the current level of inflation and the Deputy Chair suggested a more frequent review may be good practice.

vi) *Report from the H&S Cttee

Presented for approval, there were no comments.

vii) *Policies: Admissions, Student fees & charges, FoI Publication Scheme, Consultation procedures

Presented for approval, there were no comments.

Resolved: The Governing Body approved the mid-year financial update, Q2 Management Accounts, project approvals and proposed amendments to the Financial Regulations. The H&S report and policies were also approved.

14) Report – Audit Committee

a) Minutes

The Governing Body received the latest minutes.

b) Updates:

i) Internal Assurance

The Chair gave an update on the tender process for Internal Audit Services. This had been unexpectedly challenging owing to commercial conditions. It was likely the College would have to accept a remote service which may also allow the current incumbent to tender. The Committee had revisited the process and identified 3 audit firms.

ii) Risk Management

The sector, and in particular SFCs, were under significant regulatory pressures which the Chair said was a matter for discussion at the recent AoC South-East Governance Conference. Financial risks relating to the pay award were still live requiring financial due diligence and the new HR strategy would be an important factor. The Chair reported that from a pastoral perspective, the risks of suicidal ideation were showing tentative signs of decreasing, although it was early days, it was hoped the level of interventions was a contributory factor.

15) Report - Quality & Curriculum Committee

Papers: Education KPIs, Safeguarding updates slides

a) Minutes

The Governing Body received the latest minutes with apologies for the short notice due to the meeting being deferred.

b) Consider Recommendations:

i) Education KPIs

The Education KPIs provided for information included data on retention at the request of the Governing Body; the overall picture was encouraging, however there was a cautionary note about the impacts of cost of living and mental health implications.

ii) [Careers Programme](#)

Governors were directed to the new statutory guidance and the work of the College Careers lead in development of the new programme.

iii) Safeguarding update

The Chair provided an update and highlighted the role of the Governing Body in facilitating a cross College approach and monitoring of the Pastoral strategic aims. Top level CPOMS data provided by the VP (Pastoral) was concerning specific to risks around student behaviour and levels of crime that were on the rise. The VP (Pastoral) added that mental health issues were still prevalent, and this increase was more acute around the exam periods. Governors asked what other interventions were planned and the VP (Pastoral) talked of the new Mental Health & Wellbeing strategy; Mr Allen had joined the newly formed College Action Group as the new linked Governor. Safeguarding resources were now available on SharePoint. From an operational perspective, there continued to be weekly triage meetings with WSCC as part of Operation Warren.

Governors were welcomed to provide feedback on the format of the safeguarding reporting since it had become more regular.

iv) *Policies: E&D, RCU Constitution, Consultation procedures (see F&GP)

Presented for approval, there were no comments.

Resolved: The Governing Body approved the policies including the RCU Constitution and Consultation procedures shared with F&GP.

16. Report – Nominations Committee

Papers: Top sheet

In absence of the Chair, the Chair of the Governing Body provided updates.

a) Minutes

The Governing Body received the latest minutes.

b) Consider Recommendations:

i) Skills Agenda working group

The Chair of the Governing Body highlighted the importance of compliance until the point of academisation. Governor Mrs Smith was thanked for the offer of leading a Governor Skills working group with both Governor representatives and relevant members of SMT. ToR to be developed. *(Action Clerk)*

ii) Governors' terms and succession

The Chair of the Governing Body provided further context about the need for succession for the Estates Sub-Committee to progress the estates masterplan. Mr Allen, a current member of the Committee with relevant skills was willing to chair from the next academic year, however approval was sought at this time to enable a planned handover.

Mr Mittendorfer and Mr Banister's terms of office as independent Governors were due to expire before the next meeting and the Committee endorsed reappointments of a second term for both.

iii) External Governance Review (EGR) update

Since the last meeting, the Committee had considered several proposals including the costs. It was concluded that due to potential academisation, in which the review could effectively be of governance arrangements which may change in the near future, an EGR would provide little benefit

at this point and was not an effective use of time or resources. The recommendation to the Governing Body was to defer subject to the progress of academising.

Resolved: The Governing Body approved:

- The formation of a Skills working group to be led by Mrs Smith
- The appointment of Mr Allen as Chair of the Estates Sub-Committee w.e.f the start of the new academic year 2023/24
- The reappointment of Governors Mr Mittendorfer and Mr Banister for a further term of office commencing at the end of their current terms
- Deferment of the EGR subject to progress of academy conversion.

17. Chair’s Report

i) Governance development

It was noted that there were still issues for some Governors and Co-optees in connecting to the FutureLearn Governance Development programme and the Chair advised it may therefore not be possible for the Governing Body to fully complete their training plans at this time. The service was free of charge for the remainder of the year.

ii) AoC Governance Code consultation

The Chair was pleased to report that the consultation which was currently open and sought views on a much more streamlined and less perspective principles based document.

iii) Updates from Trustees

Trustees had considered the QF fundraising activities and had also been provided with the latest updates on academisation. The process to update the Trust Scheme had progressed to potential incorporation in the form of a Charitable Incorporated Organisation (CIO). Governors were informed that long serving Mercer Trustee, Mr Lane would retire when his current term ended this year. The Governing Body recorded their thanks to Mr Lane for his significant contribution over many years. Governor Mr Bridges had been identified as a successor and was also thanked for being willing to stand.

iv) Mercers’ Governors’ Conf 25 April

The Chair confirmed his attendance at the Mercers’ Chairs forum taking place the evening prior to the Governors’ Conference. The Chair encouraged Governors to attend the conference if they were available.

18. AOB

No matters were raised.

19. Meeting Assessment

Nothing to record.

20. Date of Next Meeting

The next meeting will take place on Tuesday 11 July 2023, 16.30am at Collyer’s.

The meeting closed at 13.10

Chair

Date

RRS 24-04-2023