Company Number 09702333

BOARD OF TRUSTEES

Minutes of the hybrid meeting held on 30 March 2023 at 2.00pm

Present physically at SAT HQ: E D'Souza, Chair (part); N Savvas, CEO (part); S Daley, Vice Chair (part)

Present virtually: A Maltpress; C Higgins, Vice Chair (part); C Ridgeon; D Wildridge; J Wakelam (part); M Whittingham; R Inman (part); S Healey Pearce

In Attendance:
A McGarel, CFO
D Gartland, Principal ASFC (part)
G Chittock-Nash, Group Vice Principal Students (part)
G Grainger, Chief Information Officer (part)
J Robson, Group Sixth Form Principal OSFC (part)
M Chatt, Deputy CFO
S Gales, Governance Professional
S Graham, Chief People Officer (part)
S Wilding, Group Financial Accountant (part)

Apologies:
K Points
R Murray
R Stevenson, Group Operations Director

Absent:

		Action
1.	**Declaration of Interests and Apologies for absence** C Higgins, E D'Souza, J Wakelam, N Savvas, and S Daley declared their roles as Governors of West Suffolk College. R Inman declared his role at Stone King LLP in relation to agenda item 6. No other conflicts of interest in relation to the items of the agenda were declared. Apologies were received from K Points and R Murray.	
2.	**Minutes of the meeting on 15 December 2022 and Strategic Conference on 27 January 2023** The minutes of the meeting held on 15 December 2022 and Strategic Conference on 27 January 2023 were **agreed** as an accurate record. It **was noted that**, in March 2023, the Chair of the Trust Board and the Chair of the Resources Committee reviewed and **approved** the Trust's Health and Safety policies, which had no material changes compared to the version last approved by the Board.	
3.	**Matters Arising from 15 December 2022** Three of the six matters arising were complete, with the remaining three to be reported at the next meeting.	
	Trustees asked R Stevenson to consider and advise on the metrics we should use when considering suppliers in terms of their equality and inclusivity and sustainability and bring a suggestion to the Resources Committee in the summer term.	GOD
4.	**CEO's Briefing**	
4.1	**Update on ECG** Trustees received and considered the CEO's Briefing which provided an update on how we are delivering the ECG Strategic Plan 2022-25, including a termly update on student activities, Group services and collaborations since December 2022.	

The CEO summarised the activities linked to our Students strand, and outlined the breadth of enrichment activities, international trips and progression supporting events offered to the students and the impact of these activities for our students.

The CEO summarised the activities linked to our People strand and outlined the breadth of activities offered to support staff at every level in the organisation to continuously develop their skills to enrich our teaching and learning and wider operations and noted the impact of this on our culture.

The CEO summarised our engagement with our Communities, and noted we are engaged in numerous projects with education partners, businesses, and third sector organisations to enrich our community.

The CEO summarised the activities linked to our Infrastructure strand and outlined how we have strategically invested our finite resources to create greater efficiency long-term and to progress towards our sustainability goals.

Trustees noted the variety of Turing enrichment events for ASFC students and queried whether this is open to OSFC students and whether there is funding for these events to continue into 2023/24. D Gartland explained that the DfE funding for this is allocated annually and confirmed we will continue to bid for funding to support students across the Group.

4.2 Key Performance Indicators dashboard

Trustees received and considered the RAG rated KPIs for the sixth form provision, financial sustainability, HR, data compliance, and safety/operational efficiency.

4.3 Oversight of delivering the Strategic Plan

Trustees received the report which acts as an assurance framework to map the oversight mechanism to monitor progress towards delivering our ECG Strategic Plan 2022-25, with KPIs and evidence linked to each strategic priority and outcome.

Trustees commended the report and discussed how this could be scheduled and linked to the Committee agendas, as well as to the framework for the CEO's performance review as considered by the Remuneration Committee.

Trustees asked the Governance Professional to consider the implementation of this further and review each KPI to ensure they are SMART, and **agreed to delegate responsibility** to the Nominations and Governance Committee to review and recommend. Gov. Prof.

5. <u>Committee Chair's Summary Reports</u>

5.1. Educational Excellence Committee Overview

Trustees received and considered the report provided which summarised the discussions and recommendations of the Educational Excellence Committee meetings in the Spring Term.

The Committee reviewed the Risk Register Extract, reviewed progress on 2022/23 Quality Improvement Plans. The Committee also considered key performance indicators to monitor student progress and experience so far in 2022/23, received updates in regard to student welfare and support, including information on safeguarding.

S Daley, as Committee Chair, summarised the discussions of the Committee and fed back that the additional Joint Educational Excellence Committee meeting enabled much greater scrutiny and discussions at the Committee. Moreover, attendance remains high across the Trust with student attendance slightly lower for our vocational provision compared to our A Level provision.

J Wakelam, as Committee Vice Chair, commended the support given to our high needs funded students and noted their progress is on par with students in mainstream provision.

S Daley commended our student services team who won the National Association of Managers of Social Services (NAMSS) award. Trustees asked the Chair to extend the Trust Board's congratulations. Chair

Trustees noted that student retention is very high and queried if this was common in the sector. The Principals noted that retention is much higher than the sector average and commended the wrap-around support given to students and the data informed interventions and oversight of the senior leadership team for their impact in supporting retention.

5.1.1 Safeguarding Termly Report

Trustees received and **noted** the termly report from ASFC and OSFC which had been scrutinised by both the Safeguarding Board and the Educational Excellence Committee.

5.2. Resources Committee Overview

Trustees received and considered the report provided which summarised the discussions and recommendations of the Resources Committee meeting in the Spring Term.

The Committee reviewed the Risk Register Extract, received the Autumn term's Health and Safety Report (as scrutinised by the Health and Safety Board) and received updates linked to the ECG Strategic Plan: People (including key performance indicators for HR), Physical Infrastructure (including developments of the college's physical estate), Virtual Infrastructure (including developments of the college's virtual estate), and for Data, Systems and Processes update (including developments to improve efficiency via utilisation of technology). The Committee also reviewed the gender pay gap report.

C Higgins, as Committee Chair, summarised the discussions of the Committee and fed back that the Executive's reports into the Committee are highly effective and demonstrate strong strategic forward thinking as well as overview of day-to-day operations.

C Higgins noted that the Committee discussed the red risk relating to 'loss of access to key systems due to malicious attack or illegal activity' and felt assured the mitigations being implemented will reduce the risk in the near future; and informed that the Group is now a 'Disability Confident Committed Employer'.

R Inman joined the meeting at 3.48pm

Trustees commended the use of technology to improve forecasting models being developed by the CIO.

5.2.1. Health and Safety Termly Report

Trustees received and **noted** the termly report which had been scrutinised by the Health and Safety Board and the Resources Committee.

The Chair proposed and the Trustees **agreed** that the Trust Board **grants delegated approval to the Resources Committee** to review and approve the Trust's Health and Safety policies and to **authorises the Chair of the Trust Board to sign the Statement of Intent within the Health and Safety policies**. The Governance Professional to update the Scheme of Delegation to reflect this change. Gov Prof

5.2.2. Gender Pay Gap Report

Trustees received and **noted** the Gender Pay Gap Report which had been scrutinised by the Senior Executive Team and the Resources Committee.

5.3. Finance Committee Overview

Trustees received and considered the report provided which summarised the discussions at and recommendations of the Finance Committee meetings in the Spring Term.

The Committee reviewed the Risk Register Extract, considered the management accounts and key performance indicators to monitor financial performance so far in 2022/23, student enrolments for 2022/23 compared to budgetary assumptions and reviewed student applications for 2023/24 against planned targets and the Trust's Effectiveness Plan to deliver the Challenge Budget. The Committee also reviewed and recommends the Trust's Financial Regulations inc. Treasury Management Policy, reviewed and approved the annual Schools Resource Management Self-Assessment, reviewed the contracts awarded (between £50k and £100k) and reviewed the funding allocations.

C Higgins, as Committee Chair, summarised the discussions of the Committee and noted that significant work has been undertaken to identify and achieve additional efficiencies and income to ensure a surplus year-end position despite rising costs.

5.3.1 Financial Regulations inc. Treasury Management Policy
Trustees received, considered and **approved** the Financial Regulations inc. Treasury Management Policy which had been reviewed and recommended by the Finance Committee.

5.4. Audit and Risk Management Overview
Trustees received and considered the report provided which summarised the discussions at and recommendations of the Audit and Risk Management Committee meetings in the Autumn Term.

The Committee considered the Trust's Risk Register to ensure that the Trust had identified pertinent risks and put in place appropriate and effective mitigations to minimise risk, and the progress made with previous internal and external audit recommendations, the findings reports of the internal and external auditors and the annual report of Internal Auditor's Annual Report. The Committee also received updates in regard to GDPR, subject access requests, freedom of information and data breaches, to ensure proper process was followed and effective measures put in place to lessen the risk to the organisation.

R Inman, as Chair of the Committee, summarised the discussions of the Committee and commended the contributions of the CFO and FA Risk to the workings of the Committee and the Executive overall for their openness and transparency.

Trustees discussed the new risk relating to 'the impact of Chat GPT and other AI could have on students' coursework, assessment and learning', and queried how we are mitigating the risks. The CEO explained how we are mitigating the risk and working with staff and students to raise awareness of the advantages of the technology and the ways in which it should/ should not be used. Trustees agreed that this risk be assigned to the Educational Excellence Committee. FA Risk

Trustees noted the new risk relating to the impact of unfunded 'further pay increases' on our financial situation.

5.5.1 Risk Register
Trustees received and **noted** the Risk Register.

Trustees noted the effectiveness of discussion of the Risk Register Extracts at the respective Committees.

R Inman, as Chair of the Committee, proposed the establishment of a task and finish group to review the Trust's risk appetite. The CFO noted the Executive are undertaking specialist training on this matter and will propose how best to implement this session. CFO

C Higgins, E D'Souza, J Wakelam, N Savvas, and S Daley (as Trustees involved in West Suffolk College's governance), D Gartland, G Grainger, G Chittock-Nash, J Robson, and S Graham left the meeting and S Wilding joined the meeting at 3.28pm

R Inman (a Trustee who is independent of West Suffolk College's governance) assumed the role of Chair for agenda item 6.

6. 2023 – 2026 Related Party Transactions
The Board considered the proposed provision of services provided to and the procurement of services from West Suffolk College for 2023/24, 2024/25 and 2025/26 (noting that these

constitute as Related Party Transactions in accordance with the Academy Trust Handbook and must be approved in advance, by the ESFA).

The Board considered the Related Party Transactions associated value for money assessments, alongside the Trust's Procurement Policy and considered whether the assessment evidence compliance with the policy and whether due consideration was given as to whether all, some or any part of the services proposed, might more beneficially be provided by alternative third-party provision.

The Board **noted** the Related Party Transactions close association with the Eastern Colleges Group "Master Collaboration Agreement" and acknowledged the benefit of this collaboration.

The Board **noted** that Trustees who are involved in the governance of West Suffolk College are considered 'conflicted' as these members have dual loyalties to manage. As such, and in accordance with the Trust's Code of Conduct, the Board **agreed** that these 'conflicted' Trustees have (and continue to absent themselves from formal consideration and approval of related party transactions.

The Board (referring to the quorum of Trustees who are independent of the governance of West Suffolk College and are therefore able to vote) **agreed** that it considers the Related Party Transactions represents a unique offer of unmatchable best value for the Trust, for a range of reasons outlined in the best value considerations paper and value for money assessment.

The Board **agreed** that the services are most beneficially procured through the Related Party Transactions and (in line with previous years) recognises that the "Negotiated Procedure" (referred to by the ESFA as the "Sole Trader" exception to a competitive process), is the proper, proportionate, fair and open application of the Trust's Procurement Policy in relation to a manifestly unique offer of unmatchable best value.

The Board **agreed to delegate authority** to the Executive to proceed, in accordance with the principles of the Negotiated Procedure, to finalise fair and reasonable specific terms and conditions in relation to the services within the Related Party Transactions with the at-cost principle for Group services, or on a subsidising below-cost basis and **instructs** the Executive to promptly prepare and submit to the ESFA the required application for related party consent.

The Board **agreed to delegate authority** to Roger Inman as Chair of the Audit and Risk Management Committee to act as the Trust's authorised representative in executing and formally completing the declarations of due process required as part of the Related Party Transaction application, as appropriate.

R Inman informed that he sample-reviewed the value for money evidence and methodology which underpin the agreements, which are based on industry salary benchmarks.

Trustees discussed R Inman's declared interest and noted the professional degree of separation within Stone King LLP whereby he is not privy to any discussions and/or legal advice given to SAT or the Group, and **agreed** they were content that this interest was being appropriately managed.

Trustees thanked the A McGarel and S Wilding for their work on the submission.

C Higgins, E D'Souza, J Wakelam, N Savvas, and S Daley (as Trustees involved in West Suffolk College's governance), D Gartland, G Chittock-Nash, J Robson and S Graham re-joined the meeting and S Wilding left the meeting at 3.41pm

7. <u>Governance</u>

7.1 Nominations and Governance Overview

Trustees received and considered the report provided which summarised the discussions at and recommendations of the Nominations and Governance Committee meetings in the Spring Term.

The Committee reviewed the Constitution inc. Committee membership for 2022/23, progress on the 2022/23 Internal Governance Review, received a summary of the annual 1:1 meeting with the Chair and the 360 feedback on the performance of the Chair, CEO and Governance Professional and reviewed and recommended the updated governance documentation. The Committee also discussed Trustee recruitment.

Trustees **noted** the appointment of Ashley Smith as OSFC Staff Committee member, and the resignation of Nigel Burgoyne and Kate Sida-Nicholls as members of the Educational Excellence Committee.

7.1.1 Membership
Trustees received and **noted** the paper.

7.1.2. Updated Governance Documentation
Trustees received, considered and **approved** the Scheme of Delegation which has been reviewed and recommended by the Nominations and Governance Committee; subject to the update agreed in agenda item 5.2.1.

Trustees received, considered and **approved** the Appointment and Term of Office Policy which has been reviewed and recommended by the Nominations and Governance Committee.

8. Any Other Business

8.1 Review of the meeting
The Chair welcomed feedback from Trustees on the efficacy of the meeting and Trustees fed back that hybrid meetings work well, and Trustees feel confident to engage in discussions. Trustees queried if there is a better way to facilitate Trustees and WSC Governors to receive the CEO's briefing at the same time. The CEO to consider this. CEO

8.2 Reminder: annual election for Chair and Vice Chairs of the Trust Board
The Chair reminded Trustees

8.3 Feedback from First Hand activities
Trustees fed back on their experiences as part of 'First Hand' activities and recommended all Trustees devote a regular half-day to immerse themselves in these events.

8.4 Thanks, and farewell to George Chittock-Nash
Trustees thanked George for her service to the Trust and the Group over the last 13 years, and wished her every success in the future.

A McGarel, D Gartland, G Chittock-Nash, J Robson, M Chatt and S Graham left the meeting at 4.00pm

2. Confidential Minutes and matters arising from 28 February 2023

The meeting closed at 4.03pm