



MEETING OF THE BOARD OF GOVERNORS – Main Minutes

WEDNESDAY 19 OCTOBER 2022

Governors	Type	Initials	Attendance	Apologies
Sarah Stewart	Chair / Independent	SS	X	
David Alexander	Principal / CEO	DA	X	
Michael Wood-Williams	Vice Chair / Independent	MWW	X	
Aneela Ali	Independent	AA	X*	
David Brind	Independent	DB	X	
Lisa Crichton-Jones	Independent	LCJ	X	
Carol Davenport	Independent	CD	X	
Gareth Edmunds	Independent	GE	X	
Martin Gannon	Independent	MG	X	
Martin Hedley	Independent	MH	X*	
Alan Potter	Independent	AP		X
Claire-Jane Rewcastle	Independent	CJR	X*^	
Mike Welsh	Independent	MW	X	
Richard Rowe	Staff Governor (Teaching)	RR	X	
Sharon Kinleyside	Staff Governor (Support)	SK	X	
Roux Diablo	Student (16-18)	RD		X
Vacancy	Student (19+)			
Attendees				
Chris Toon	Deputy Principal: Curriculum and Quality	CT	X	
Jeremy Cook	Deputy Principal: Finance and Resources	JC	X	
Ivan Jepson	Director of Business Development and Innovation	IJ	X	
Nadine Hudspeth	Director of Brand and Learner Experience	NH	X	
Sally Cooper	External - WBD	SC	X	
Nicola Taylor	Director of Governance & Compliance	NT	X	

*Attended via Teams / ^Attended for part of the meeting.

3246 1. Chair's welcome, apologies, conflicts of interest

SS welcomed the attendees. Apologies were received from RD and AP. **The Board agreed that the meeting was quorate.**

The Chair provided a specific welcome to NT who had joined the College as the Director of Governance & Compliance, and thanked SC for attending to support.

The Chair confirmed that items would be taken in a slightly different order as to the original agenda.

No governor declared any conflict of interest at this stage but governors were reminded that if a conflict arose during the meeting, they should declare it as soon as they became aware of the same.

3247 2. Minutes of the previous meeting 6 July 2022

The minutes of the meeting held on 6 July 2022 were agreed as a correct record.

3248 3. Matters arising and Action Log

The action log circulated in advance of the meeting was noted. Updates were provided as follows:

- The P&R Committee were reviewing KPIs and would consider information relating to EDI going forward.
- DB and JC were looking to host finance training for governors, and were hoping to meet with each Chair to ensure the training was relevant and useful. It was hoped that the training would take place before Christmas 2022.

The report was noted.

3249 4. Chair's Report

A verbal update was given by SS, highlighting the following:

- The Autumn Conference was successful and proved to be a useful opportunity to meet as a Board, and to meet with students and staff. The conference sessions reflected on the progress made over the previous 12 months, with a focus on looking forward. On the 2nd day, there was a useful discussion regarding the operations of the Board, conduct of meetings, ensuring time for discussion and ensuring the voice of all board members. These conversations matched the feedback of that discussed at the Chair one to one meetings (part of the annual Board self-assessment).
- The Board self-assessment was underway, with a paper being submitted to the Governance Committee in November 2022. This would include a summary of the one to one conversations, with a further summary of the process being provided at the December 2022 Board meetings. Another theme of discussion related to Committee operations and silo working. A meeting of the Chairs was going to be scheduled in November to discuss this, along with KPIs following the Chair sessions with KW (external consultant).

Action: NT to arrange Chairs Meeting in November.

It was noted that JC and DB may wish to attend part of this meeting to discuss the remit of the finance training.

The Chair reminded the Board to complete the following (where not already done so):

- Conference evaluation survey.
- Board self-assessment survey.
- Register of Interests.
- Mandatory Training.

Action: NT to send reminder follow up.

The report was noted.

3250 5. Principal's Report

DA provided a presentation, highlighting the following:

- There had been an ESFA case conference in September where progress within governance, estates, financial health and collaboration was discussed. It was noted that the Financial Notice to Improve (FNI) had been removed during May 2022 due to the improvement in finances which allowed the College to make decisions regarding pay and structure.
- ***Item covered under a confidential minute.***
- There was a revised Curriculum structure being developed under CT, with the implementation of a Director of Curriculum & Skills, to allow CT the capacity and resource to place a greater focus on IT and Digital. It was confirmed that the restructure did not increase headcount or pay costs. This has been discussed previously with the People & Remuneration Committee and would be shared with Trade Unions.

CJR joined the meeting.

- The new Director of People & OD was due to take up post in January 2023.
- NH's title had been changed to Director of Brand & Learner Experience, leading on Student Voice, Sustainability and Corporate Planning. This followed Estates moving to the remit of JC and H&S moving to the remit of the new Director of People & OD once they took up post.
- ***Item covered under a confidential minute.***
- No outcomes/updates had been received following the initial LSIP meeting with the NEAA which IJ had attended, and it was expected that representatives from the NEAA would visit the College in November.
- The ONS classification review of the College sector was expected to conclude by the end of October. There was caution noted around the potential implications across the organisation and governance structure if the decision was made to reclassify colleges as part of Government.
- The roll out of the College strategic plan had begun, and this was being well received. All partners would be provided with a copy of the Strategic Plan.
- KPIs relating to people, finances and curriculum continued to be presented to the relevant Board committees. KW (external consultant) was meeting with Chairs to discuss Board level KPIs which was to be further discussed at the Chairs Meeting in November.
- The next round of Staff Roadshows were taking place at each of the College campuses.
- A College facts and figures document had been created which would likely translate into an annual report going forward, and it was agreed this would be circulated to governors who were requested to provide feedback.

Action: Governors to provide feedback on facts and figures document.

The Board queried the following:

- Curriculum structure costing – It was confirmed that due to some staff reducing their contracted hours, this created a cost saving which would fund the salary for the role of Director of Curriculum & Skills position, which was being advertised internally and replaced one of the Assistant Principal posts. It was noted that the revised structure had been discussed at Executive and Senior Management level and that the ability to apply would be restricted to Assistant Principals.

The report was noted.

3251 6. Update from Committee Chairs

The Chair noted that the update from Committee Chairs was implemented following the prior year's self-assessment, to provide an insight as to the work of each Committee at the Board meetings. It was noted that further work was needed, based on feedback, to further strengthen and review this approach, and this would be discussed further by the Governance Committee. The Chair encouraged all members to attend at least one Committee meeting of each kind going forward if possible, with a particular emphasis on attending Curriculum and Quality.

Action: NT to circulate meeting dates.

Audit Committee

An update on the work of the Audit Committee was provided by MWW, highlighting the following:

- An overview of the Audit Committee remit, noting that reports were regularly received from the internal auditors relating to a wide range of areas and topics. The reports provided strong assurances of the work of the College with only minor recommendations. Where recommendations were suggested, the Executive Team created plans to implement these.
- The external audit was reported once per year, also providing assurance of the work of the College.
- The Audit Committee were able to review the proposed audit plans, providing input and areas of focus.
- The next meeting would encompass a detailed and substantive discussion on the updated College strategic risk register, which has been aligned to the new College strategic plan.

MWW welcomed Board members to attend future meetings.

Curriculum and Quality Standards Committee (C&QS)

An update on the work of the Curriculum and Quality Standards Committee was provided by MW, highlighting the following:

- A large number of items due be covered had been considered in detail by the Committee in September (including the Safeguarding Annual Report).
 - In relation to the Safeguarding Annual Report, the Committee had requested for Apprenticeship referrals to be included within the report going forward with the same referral process being followed. It was confirmed that the report provided to the Board had been updated to contain this information, and would be the case going forward.
- Good preparation had been ongoing relating to Ofsted, and this had also been covered at the Governor Conference earlier in October.

Finance and General Purposes Committee (F&GP)

An update on the work of the Finance and General Purposes Committee was provided by MH, highlighting the following:

- The latest meeting was held on the 30th September, and the agenda had been restructured to ensure items needing a greater discussion were covered first and the Committee had found this useful.
- The Committee considered the work ongoing in relation to marketing, communications, corporate planning and IT/digital, with presentations being provided by NH and CT in detail. The Committee were pleased to see the changes made to the structure to allow CT further capacity and resource to progress IT/digital.

- The management accounts, the draft procurement report and the potential of submitting a Salix bid had been covered.
- Work on the draft finance strategy and risk register continued.

Governance

Not covered due to there not having been a meeting since the previous update.

People and Remuneration (P&R)

An update on the work of the People and Remuneration Committee was provided by CJR, highlighting the following:

- There was a meeting held on the 17th October where the Committee spent time considering people KPIs and how they fed into the strategy, with a keen focus to ensure the KPIs remain live and adaptable.
- The latest meeting included a presentation of the Staff Engagement Survey headlines.
- In relation to changes in curriculum staffing aforementioned, the Committee had sought reassurance that the revised structure would be kept under review going forward to ensure effectiveness and no undue strain on staff members.

The reports were noted.

3252 7. Annual Safeguarding Report

The report was presented by NH, highlighting the following:

- The report had been covered and endorsed by the Curriculum & Quality Standards Committee where this was discussed in detail, with any comments / amends factored in.
- The associated policies had been subject to a legal review and had been through an external Equality Impact Assessment (EIA).
- There had been a query around the response rate of the student survey and it was confirmed that this was c85%, and therefore was a positive reflection of the student body.
- The report had been updated since the CQS meeting to incorporate information specifically relating to apprenticeships as requested.

The Safeguarding Link Governor (MWW) confirmed that he continued to attend the Safeguarding Steering Group regularly, and noted the work towards continued improvement and better working practices to improve the life of students, specifically noting the innovative work and the focus to go above and beyond the statutory duty to safeguard learners.

The report was noted and the following policies were approved:

- ***Safeguarding Adults at Risk Policy***
- ***Safeguarding and Child Protection Policy***
- ***Prevent Policy***

Action: Safeguarding Policies to be processed following approval.

3253 8. Itrent – Contract Extension for Approval

The report was presented by IJ, highlighting the following:

- The contract extension had been discussed and endorsed by the People & Remuneration Committee in October 2022.

- The current contract was coming to an end, with the minimum of a 3-year term being offered.
- The proposal related to the deviation from the Financial Regulations due to not seeking to carry out a tender exercise due to the organisation being the sole supplier of Itrent.
- There was no capacity to change systems at present due to the required lead-in time to implement a new system. It was confirmed that the new Director of HR & OD was familiar with the current system.

The Board **requested** for time to be factored in ahead of the next renewal to allow the tender exercise to take place. It was confirmed that this would proceed as requested prior to the next renewal, with the new Director of HR and OD ensuring the procurement requirements are followed going forward.

The report was noted and the contract extension approved as required.

3254 9. Staff Engagement Survey

The report was presented by IJ, highlighting the following:

- The results had been discussed at the People & Remuneration Committee in October 2022, with consideration of trend data and the responses per campus.
- The survey had been issued to staff which included 32 questions covering areas of personal development, engagement, wellbeing, workload, mental health and equality.
- Common themes included pay & reward, resource, mental health and EDI.
- The scoring of the question relating to the appraisal process was low.
- There were 275 responses compared to 210 the previous year, which represented a 54% response rate compared to 44% in 2021.
- There were a number of aspects where the College were able to act quickly, for example, enabling staff to heat up meals and considering the cost of food within the College.
- Next steps included deeper dives into the areas of strength and weakness to understand trends. Work was underway with colleagues across the campuses to gather further information to understand possible solutions / interventions which could be implemented this academic year.

The Board discussed the following:

- The response rate, confirming that they would have liked this to be higher, however agreed that a higher response rate may not have changed the key messages / themes.
- Ways in which staff could be encouraged and supported to complete the survey without making this a mandatory process.
- A 'You Said, We Did' approach, noting caution around this becoming an annual conversation rather than a continuum of conversations.

It was confirmed that there would be further opportunities around overall staff engagement following the appointment of the Director of HR & OD.

The Board queried the following:

- Difference in response rates per campus – It was noted that this had been discussed in detail at the People & Remuneration Committee and that further information would be sourced as part of the work with colleagues across the different campuses.
- Benchmarking of data – It was confirmed that the Director of HR & OD would look into this.

The report was noted.

3255 10. Committee Terms of Reference (including updated Committee Membership)

The report was presented by NT, highlighting the following:

- The paper included the updated Terms of Reference which had been previously considered by Committees for approval.
- All Terms of Reference would be reviewed ahead of July 2023.
- The paper also included updated Committee Membership, which included the appointment of RR to the Curriculum & Quality Standards Committee.

The Terms of Reference and updated Committee Membership were approved.

Action: Terms of Reference to be processed following approval.

3256 11. Curriculum Update

The report was presented by CT, highlighting the following:

In relation to performance:

- There was difficulty of benchmarking levels of performance due to national rates not being published for 2021/22 as yet, therefore the last pre-covid like-for-like dataset was from 2018/19 (noting that there was still disparity of grade boundaries).
 - It was noted that in 18/19, disadvantaged learners were performing below non-disadvantaged learners, however for 21/22 disadvantaged learners were achieving better than non-disadvantaged learners, which was really positive.
- Best case achievement rate for Apprenticeships was at just under 81%, with some additional apprentices having left which were outside of the College's control. However, assurance was provided regarding the direction of travel and improvement made.
- The College had invested in a product called Vector, which provided market share analysis.
- There were some concerns regarding T-Levels as a result of national issues which had arisen during the summer with the provider NCFE in relation to health and social care, which had impacted recruitment and the current position.

The Board queried the following:

- Smaller cohorts achieving 100% pass rates, specifically querying if there were any lessons to be learned. It was confirmed that although the groups were smaller in cohort, they wouldn't have smaller class sizes. It was suggested that this could be due to the qualifications being assessment-based vs exams, however CT confirmed he would look into this in more detail.

Action: CT to explore the trends between cohort sizes and pass rates.

In relation to enrolment:

- At the time of the report, the College were slightly ahead of the planned 2022/23 16-18 target however some students had left since the report. Resources were being managed carefully.
- T-Level recruitment was disappointing due to the impact of the national issue previously highlighted (which was similar to other Colleges). It was noted that it was disappointing to not be able to start specific T-Level qualifications ahead of the funding removal for those they were due to replace.
- The College were slightly ahead on Apprenticeships, with a target of less than the previous year. There was confidence in meeting the target.
- For adults, the targets were not met during Covid with the College maintaining its mission to stick to original delivery models rather than moving to online learning or subcontracting.

- HE recruitment was positive in Health & Social Care with fees expected to be ahead of budget, however caution was noted on the impact of attrition on receiving the fees.

The Board discussed the following:

- The withdrawal rate in relation to 16-18 starts within Construction. CT confirmed he was working to fully identify the reasoning behind this however, noted that some withdrawals had converted to apprenticeships.

The report was noted.

3257 12. Financial Update

The report was presented by JC, highlighting the following:

In relation to the 2021/12 financial year-end:

- The paper requested that the College's mandate with Lloyds Bank was updated to reflect changes in signatories. Other than changes to signatories the mandate was unchanged from what was approved by the Board when accounts were opened with Lloyds in 2017. The suggested signatories were the Chair of the Board (SS), the Chair of the Finance & General Purposes Committee (MH), the Principal (DA) and the Deputy Principal: Finance Resources (JC).
- The paper included further updates following the presentation to the F&GP Committee in September, with the updated management accounts showing an operating surplus £7k above the budgeted surplus.
- ***Item covered under a confidential minute.***
- The financial accounts would be provided at the December meeting for final sign off.

The Board **noted their congratulations** to JC and the wider team for the exceptional set of financial accounts throughout a difficult year.

In relation to the 2022/23 budget:

- Successful bootcamp bids had been captured within the revised budget with an estimated financial impact. JC confirmed that these items were not included in the approved budget in July 2022 as formal confirmation of the success of the bids had not been received.
- Energy costs were rapidly changing. The supplier was being chased for additional detail around the current position, and it was noted that the F&GP Committee would remain updated at each meeting.
- ***Item covered under a confidential minute.***
- The College would benefit from the reversal of the 1.25% employer's contribution relating to National Insurance.
- The LGPS had confirmed a decrease in the employer's contribution rate to the pension scheme for a 3-year period and this would result in a saving to the College.

The Board queried the following:

- Contingency figures for inflationary pressures – it was confirmed that this was being carefully considered with a specific focus on energy costs. It was confirmed that any further changes in the budget bottom line would be reported, with progress updates provided.

In relation to the Annual Procurement Report:

- The report had been approved by the F&GP Committee in September.
- It included a summary of progress and work completed over the past 12 months.
- A role was being advertised to manage and deliver procurement activities across the organisation, bringing the procurement function in-house.

The report was noted and the Board approved the updating of the signatories on the College's mandate.

Action: JC to process the updated signatories on the bank mandate.

MG left the meeting.

3258 13. Review of Strategic Risk Register

The report was presented by JC, highlighting the following:

- The latest reiteration had been modified and the new draft risk register would be subject to scrutiny at the Audit Committee. It was noted that it would take time to transition from the old to the new register.

The Board discussed the following:

- The Board's appetite for risk. JC noted that the risk appetite was approved in March 2022 however may need to be reviewed and revised based on the new register.

Action: JC to review the risk appetite approved in March 2022.

- The need for clarity around key risks, and for the Board to be able to test mitigations and scoring to ensure they are comfortable at a strategic level. It was noted that testing of mitigations of risk was covered through Internal Audit and that this would provide assurance.

The report was noted.

GE left the meeting.

3259 14. Student Governor Appointment

The report was presented by NT, highlighting the following:

- The Board were in the process of recruiting a Student Governor (19+).
- The nomination window had closed, with 5 nominees, and NT and the Student Engagement Manager were in the process of meeting with all nominees to ensure clarity of the role and expectations.
- Nominees were received from different sites across the College.
- The election was due to take place the week commencing 7th November.
- Approval of appointment would be sought at the start of the December 2022 meeting to allow the Student Governor to participate within the meeting.

The report was noted.

3260 15. FE and Sixth-Form College Corporations: Governance Guide

The report was presented by NT, highlighting the following:

- The FE and Sixth-Form College Corporations Governance Guide had been published in June 2022, and it replaced the 'College Governance: A Guide' published in 2014.
- A number of elements remained the same, however there were some additions and some strengthening of areas:
 - Implementation of duty to consider local needs (via LSIPs) and the duty to review.
 - Strengthening of requirements around EDI.
 - Strengthening of governance of serious incidents.
 - Strengthening of Estates management.
 - Implementation of the need to undertake an external governance review every 3 years.
 - The need to comply with either the Charity Governance Code, Code of Good Governance for English Colleges, UK Corporate Governance Code.

- A compliance checking exercise would take place, and the template document for this would be shared with the Governance Committee in November.

The report was noted.

3261 16. Any Other Business

It was noted that dance students had been invited to perform at the AoC Conference in November. The Chair confirmed that she would also be attending.

The update was noted.

3262 17. Date of next meeting

The Chair closed the meeting, noting that there had been a good amount of time spent on discussion and debate.

The next meeting was confirmed to be Wednesday 13 December 2022 at 4pm, to be followed by a dinner at Enfield's.