

# CORPORATION BOARD



Minutes of a virtual meeting held on Monday 23 March, 2020 at 5pm

## Present

Di Batchelor, Principal  
Fay Croft  
Howard Dodd  
Vicky Field  
Nick Handy  
Ali Kennedy  
Gavin Maitland-Smith, Chair

Adam Mumford (from 5.15pm)  
Nicolas Pages  
Tony Petruso  
John Revis  
Stephen Vickers  
Sean Wellington  
Eduardo Pereira

## In attendance

Jacqui Canton, Deputy Principal  
Jenny Craig, Vice Principal  
Mark Lay, Finance Director  
Joanne Milsom, Assistant Principal  
Ruth Reavley, Clerk

Governor questions are represented with bullet points, and management responses are italicised.

### 1. Opening comments, apologies for absence and new declarations of interest

In response to the Coronavirus pandemic, the Chair (in consultation with the Principal) had determined that Board and Committee meetings would be held virtually for the foreseeable future, as of Tuesday 17 March 2020. Adequate provision existed in the Instruments and Articles for this. All governors and those in attendance joined by audio-visual means. Ground-rules were agreed. There were no additional declarations of interest.

A structured agenda had been circulated, indicating the priority of business items: substantive, for approval; standing items and items for summary; items for information only, and cancelled items. No items had been cancelled from the previously published agenda.

Apologies had been accepted from Roger File.

Joanne Milsom was welcomed to the meeting as the new Assistant Principal with responsibility for Student Engagement.

Jacqui Canton was congratulated on being appointed Principal of Abingdon & Witney College with effect from September 2020.

### 2. Minutes of previous meetings

Public and Confidential minutes of the meeting held on 9 December 2019 were approved for signature. Confidential minutes of the meeting held on 12 February 2020 were approved for signature. Restricted circulation minutes of the meeting held on 12 February were approved for signature subject to the footer being corrected.

Adam Mumford joined the meeting.

Action	By Whom	Deadline
Amend footer of Restricted circulation minutes	Clerk	Prior to signing

### 3. Matters arising from the Minutes not covered elsewhere on the agenda, and Action tracker

The Chair noted there would be one business item in Any Other Business. The Action Tracker was noted.

### 4. Principal's Update

Governors first discussed the papers circulated. The diminished usefulness of the revised Balanced Score Card for senior managers was noted. Beacon Awards events had been

postponed. Ofsted had announced it was not inspecting during the Covid-19 outbreak. Though the College continued to seek diverse funding streams, dependency on public funding was helpful during the Covid-19 outbreak.

Governor questions are recorded in the Confidential minutes.

Governors then received an update from the Principal on developments, subsequent to the paper being circulated, related to the Coronavirus pandemic and the College response.

The College had closed at 4.30 on Friday 20 March 2020 in response to government instruction, with the exception of provision for the children of key workers who are under 16, and provision for students with Education, Health and Care Plans (EHCP). FE and HE students and apprentices are learning remotely. Some practical adult or community learning (e.g. pottery) had been cancelled. The government had changed the definition of students for whom the College must make provision overnight on 19/20 March, and the College had responded to revised guidance.

The Vice Principal gave detail. Vulnerable students, and students on EHCPs and their parents/carers, had been asked what provision they wanted the College to make. The numbers expected had not arrived on Monday 23 March; there had been more staff than students in College. Checks were being made against the timetables of students in scope. The College does not intend to be open more widely to the community, unless required to be by the government.

Questions had been received from governors in advance, for which answers were given:

- *The College can and will pay staff and bills remotely. Colleges with less well-developed IT infrastructure are struggling.*
- *The circulation of information appears inconsistent. The Principal did not receive directly a Department for Education (DfE) letter on College finances. The College is in a stronger position than many in terms of sustained business continuity.*
- *It is not yet clear how students following FE qualifications (e.g. BTECs) will be awarded their qualifications. Guidance is awaited from Ofqual.*
- *The 80% support for employees does not apply to the College, which is considered to be publicly funded. Hourly paid lecturers will be paid, as well as full-time staff.<sup>1</sup>*

The Principal paid tribute to the staff, who were delivering for both students and business support in unprecedented times. She offered her thanks to both staff and senior managers.

The Chair echoed these sentiments and asked that the Principal convey the Board's thanks to all staff.

The Board considered finance matters.

- *What was the position with respect to the sale of Avenue One? A low offer had been received, of £250,000, which would be rejected. The calculation used by the Finance Director in reporting to the Finance & General Purposes Committee (F&GP) to identify risk of breaching the bank debt service covenant had contained an error. Further work had been done on the impact on bank covenants of not selling Avenue One. The Finance Director confirmed that we would not breach bank covenants if the unit were not sold this year.*

The Board considered qualifications matters.

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<sup>1</sup> Post-meeting note: detailed guidance on the Furlough Scheme for a small number of staff employed on non-government income stream work is awaited.

A governor declared an interest in the matter of qualifications. He had, on behalf of UK Awarding Bodies, written a guidance note for the Office of Qualifications and Examinations Regulation (Ofqual) on remote invigilation.

- *Colleges had concerns about remote invigilation. Not all students have PCs at home. The quality of broadband varies considerably by provider. The College has been liaising with qualification agencies. None at the moment is proposing remote invigilation. Teachers continue to prepare students for the usual end-point assessments, and await further guidance. For many qualifications, course work and internally verified evidence could provide useful input should the decision be for teacher estimated grades, as is the case for GCSEs in summer 2020. Teachers had experience of the reasonable expectation of students' progress between March and the end of the academic year.*

A governor noted that the University sector is holding similar discussions. His University was prioritising the provision of laptops to students without them. The principal concern was about inequality. The institution also had concerns about the ability for students to work in safe quiet spaces, and about additional IT hardware.

The Board considered the College's support for staff.

- *The unions (UCU and Unison) support the College approach. Staff are keeping in touch through management structures. The Principal circulates all-staff updates. The College is conscious that stress and anxiety are acute in the community at large, and is seeking to mitigate where possible, with resources and support for students and staff.*

A governor in the university sector offered to share what is being done in staff and student mental health, teaching and learning support, and the modelling of income streams. Higher levels of communication with staff and unions was being welcomed.

The Board considered the impact on student recruitment of telephone rather than face-to-face recruitment, and the altered GCSE qualification method.

- *In the past two weeks the College had conducted one tranche of telephone student interviews, which had given an opportunity to resolve technical issues. It was too far ahead to assess the risks to recruitment of the present situation. Teacher-estimated GCSE grades might err on the side of students, resulting in them beginning the 2020/21 academic year studying A levels, only to find themselves ill-suited. The College may experience larger than normal numbers of later registrations. The College was well-positioned in social media terms. Additional plans for 2020/21 recruitment would be implemented in about 4 weeks' time.*

Governors were satisfied that the College was providing effective and responsive operational control in very challenging circumstances.

## **5. Board and Committee matters**

- i) Immersion visit plans were on hold until the College resumed normal operation.
- ii) Board self-assessment plans were updated by the Chair. Much had been improved following the February 2019 Away Day. Peer review had been planned. One possible reviewer was now a member of the FE Commissioner's team and was unavailable. Conversation was ongoing with another possible reviewer.

- A suggestion that former governors or chairs might be willing and able to offer such a review was noted.
- iii) Governors were invited to offer their reflections on the focus and presentation of papers for this meeting. The Chair reported that he regularly consulted in a “Quintet” meeting with the Principal, Vice Chair, Chair of Finance & General Purposes and Clerk. Sector good practice was for a triumvirate of Chair, Principal and Clerk to meet; he felt the quintet had additional strengths. The meeting had no delegated powers.

Governors generally welcomed the new format of papers and headline reports. Governors agreed that approval of policies could be further refined: there was no need for Board approval of procedures which arise from policies.

- iv) Noting that a decision to bring detailed scrutiny of Curriculum & Quality matters direct to the Board had not been wholly effective, governors approved the formation of a Curriculum Quality and Students (CQS) Committee starting in Summer Term 2020. The draft CQS Terms of Reference were approved, subject to amendment of the quorum to be two external governors. The amended F&GP Terms of Reference were approved, incorporating marketing oversight. Governors were invited to indicate their interest in joining CQS to the Chair. The balance of governor membership of all Committees would be reviewed.
- v) Proposals to schedule F&GP meetings at mid-points between Corporation Board meetings in 2020/21 were noted.

Action	By Whom	Deadline
Progress Board self-assessment plans	Chair	For proposal to July ordinary Board meeting
Present policies without attendant procedures and appendices for Board approval	Clerk	Ongoing
Identify date for summer term CQS meeting	Clerk and SMT leads	Circulate as soon as possible
Amend Committee Terms of Reference and update Standing Orders	Clerk	As soon as possible
Indicate preference for Committee membership, notably CQS, but also other Committees	All Governors to the Chair	As soon as possible
Schedule F&GP meetings at mid-points between Corporation Board meetings in 2020/21	Clerk	For proposal to July ordinary Board meeting

## 6. Curriculum, Quality and Students Headline Report

The Vice Principal noted that quality indicators had been extracted from the College’s internal data management system used for daily and weekly monitoring.

- The HE retention rates are of concern. Governors are aware that mental ill-health is a national issue in HE, and that the College has responsive provision through student services. What update is there, particularly on equine/landbased? *College HE trends for landbased and equine follow national trends. Discussion had been held with Oxford Brookes University. The College and University are working hard to support students.*  
In HE overall, student mental ill-health is a significant concern. In response to the move to online delivery of teaching, some institutions have hired more counsellors, as accessing NHS provision is challenging. The governor commenting was happy to share practice with the College.
- How is the College monitoring attendance given the buildings are closed to most students? *The College data system, EBS, which is usually used to log attendance, is registering that the College is closed. Teachers are monitoring participation and engagement, and continue to track and follow up on any concerns, and to resolve issues.*

*The College reports numbers attending College daily to the DfE. The DfE has notified Colleges that Performance tables will not be published for 2019/20 Ofsted has indicated that comparator data for 2019/20 will be inconsistent.*

The Apprenticeship data was considered.

- *Given Covid-19, achievement rates will not be as high as indicated; apprentices are losing their jobs, so will be unable to complete. Some will complete in 2020/21, so have adversely affect the timely achievement target. There was a moral issue. Nationally, there was a debate taking place about whether tradespeople should still be working. Was the College confident that apprentices are being properly looked after? The College is doing all that it can, checking in with apprentices weekly. Where employers are open to it, advice is being offered.*

Work experience plans were considered.

- *The College has cancelled all Work Experience and similar activities. In the HE sector, Universities with Nursing faculties are finding their final year students are being brought into the NHS workforce early.*

Inconsistencies of capitalisation would be corrected. Subject to this, policies were approved: Fitness to Study, Search, Student Misuse of Drugs, Substances and Alcohol, Use of Reasonable Force to Restrain Students.

Action	By Whom	Deadline
Amend inconsistencies on capitalisation, and issue policies	Clerk in consultation with Assistant Principal	As soon as possible

## **7. Finance & Resources**

Governors noted that operating conditions had changed substantially since the two papers, presented to F&GP on 7 March had been prepared. Projections were no longer reliable.

The Mid-year Budget review was discussed. The Principal reported that, following receipt of assurances from the Minister of State for Education, payments usually made on profile will continue to be paid. The Finance Director had several concerns:

### **1. Income**

- i) The Adult Education Budget target will not be achieved. The government may, or may not, claw back some of the payments already received.
- ii) The impact of missing projected timely achievement rates for apprenticeships was under discussion. A 20% premium is usually paid. The recruitment gap anticipated because of Covid-19 would also have impact.
- iii) Some projected full-cost fees would be unachievable, through a combination of course cancellation and refunds for part-delivered courses.

### **2. Pay**

Recruitment has slowed, with an expected outcome of being on or below target.

### **3. Non-Pay**

Significant work is being put into cancelling what services and supplies can be cancelled, and mitigating the impact by working financial deals with suppliers where that is possible. Barclays Bank has verbally committed that it will not invoke the covenant during this Financial Year.

### **4. Cash-Flow**

The April cash-flow low has been flagged previously to governors. The Finance Director continued to expect the College would recover. Excluding the proceeds of sale of Avenue One, the year-end cash position is projected to be £1,662k, which is £130k below the full year budget.

Discussion took place.

- Was there anything new in the Chancellor's March Budget? *Nothing new. The Capital funding provision, largely in relation to T Levels, had been previously advised. The College is working on a bid for submission by the end of April. There was some hope that the Spending Review later in the year would be positive. Promises had been made for more money. However, given the Covid-19-related expected state of the economy by then, it is difficult to imagine a positive outcome for the sector.*
- Looking at contracts and mitigating where possible was sensible. Budgeting for 2020/21 is at present almost impossible given the wide range of uncertainties. *The 16-18 ESFA allocation of £9 million, representing 40% of College income, is known.*

Factors affecting the 2020/21 budget were considered.

- *The draft 2020/21 budget was beset with uncertainties. There would be an impact on plans to open the Advanced Construction Skills Centre at Bicester. A margin had been factored into data presented previously to the Board. The timeframe will be different.*
- Were ESFA/DfE statements on finances clear? *The ESFA has flagged that they will be writing to Colleges about 2020/21. Currently the focus is on in-year issues. The Association of Colleges (AoC) is reporting a productive relationship but no clear outcomes yet. The College would aim to be self-sufficient. Any interventions (e.g. rates relief) would be a bonus. At present, Colleges projecting that they will be unable to pay staff in April are the ESFA/DfE's main focus.*

Governors thanked the Finance Director and his team, and the wider College, for all the efforts being made to achieve the 2019/20 budget.

The Management Accounts at 31 January 2020 were noted.

The 2019/20 Financial Full Year Forecast/Mid-year budget review were noted as at 16 March 2020 (the date of circulation). Governors reviewed the assumptions made, and noted that subsequent events make it no longer a reliable set of projections.

The Staff performance and attendance policy had been approved at Committee level, and was on the Board agenda in error

The revised Freedom of Information Publication Scheme was work in progress, and would be brought forward to the next Ordinary Meeting of the Board.

Action	By Whom	Deadline
Add recommendation on FOI Publication Scheme to the next Ordinary Corporation Board agenda	Clerk	June 2020

## **8. Risk Management and Board Assurance**

Governors noted that the Audit Committee meeting planned for March 2020 had been deferred to May for timing reasons, with the scheduled June business also being taken in May where that was possible.

Governors noted the addition of new risks to the High Level Risk Register. The revised Register was approved.

Governors noted that planned internal audit work is being completed by remote working.

### Board continuity and governance

The Chair introduced an additional discussion topic, which had been overlooked in business item 5. A paper outlining essential decisions which must be taken between March and September would be circulated by email.

The possibility of creating a special governance Committee had been considered by the Chair, Principal and Clerk. Examples circulating amongst FE College Governance Professionals had been reviewed. If it is deemed necessary, all Board members will be consulted on its terms of reference by email with approval by written resolution.

In terms of ensuring governance continuity, it was most encouraging that the Board meeting had been so fully attended by audio-visual means. The future risk of not achieving a quorum through governor ill-health was noted.

- Given assurances from the ESFA/DfE on funding continuity, it was appropriate to continue with existing arrangements for meetings. *The Principal committed to updating governors on further assurances from the funding agencies as they are received, and not wait for a Board meeting.*
- Good governance was satisfied by these arrangements. Special meetings of the Board could be called at short notice, if serious operational concerns emerged.

## 9. Governance matters

- i) The Chair reported that annual appraisals of the Principal and Clerk had taken place, with full reports received by the Remuneration Committee. Objectives for 2019/20 had been agreed.
- ii) Governors agreed that the Chair need not be recused whilst his annual appraisal was discussed. The Vice Chair reported that the appraisal had taken place. There had been widespread appreciation for his commitment to the role. The re-instatement of CQS was welcomed. Ongoing work to re-shape Board agendas was welcomed. Improvements in communicating with governors and with the College were appreciated.
- iii) Governors were urged to familiarise themselves with the updated guidance on College oversight, the Integrated Financial Model for Colleges (IFMC), etc as provided on the Governor Portal. Technical information on insolvency was included. Governors requiring further guidance were invited to contact the Clerk or the Chair.
- iv) Decisions on the release of previously confidential papers and minutes were deferred to the next Ordinary Corporation Board meeting.

Action	By Whom	Deadline
Add recommendation on release of previously confidential papers and minutes to the next Ordinary Board Agenda	Clerk	June 2020

## 10. Any Other Business

Governors considered confidential matters

## 11. Future Business and reflection

Governors agreed that arrangements for meeting remotely had been effective. Planned future business was noted.

The meeting closed at 7pm.

*Approved for signature, 6 July 2020*

Signature .....

Date .....