

# CORPORATION BOARD

Minutes of a virtual meeting held on Teams on Tuesday 14<sup>th</sup> December 2021 at 5pm.



## Present

Gavin Maitland-Smith, Chair  
Jacqui Canton, Principal  
Fay Croft, Vice Chair  
Adam Mumford  
Sean Wellington  
Howard Dodd  
Nick Handy

Vicky Field  
Ali Kennedy  
Ed Collett  
Kathryn Schutterlin  
Robert Weavers  
Roger File (from 5.45pm)  
David Walker, Applicant for role of External Governor (from item 3 onwards).

## In attendance

Jenny Craig, Deputy Principal  
Jo Milsom, Vice Principal  
Mark Lay, Finance Director  
Olivier Cognard, Vice Principal  
Mark French, Head of Bicester Construction Skills Centre (until 5.40pm)  
Victoria Hazel, Assistant to the Board

Governor questions are represented with bullet points, management responses are italicized.

### 1. Opening Comments Apologies, new declarations of interest, matters to be raised under Any Other Business

Apologies were received from Sam Wolfe and Nicholas Pages. The meeting was quorate. The Chair opened the meeting with recognition of the disappointment of having to return to an online meeting again, and that the Bicester visit will be rescheduled in the new year as soon as is practical to do so. The Chair also updated the Board that a new Clerk has been appointed and will be able to begin the role from March due to notice period in her current role, and introduced Robert Weavers who joined as Student Governor on 8<sup>th</sup> November. No new declarations of interest were made. No matters to be raised under Any Other Business.

### 2. Appointment of new Governor

David Walker had been recommended by Roger File, and was subsequently interviewed by members of the NRG Committee. David has a skill set well-matched to the skills gap identified by the Board as he is an experienced surveyor and also has familiarity with the education sector having been a trustee of a Multi-Academy Trust. The NRG Committee felt that David had indicated that he would be willing and able to make wide-ranging contributions to the work of the Board.

The appointment of David Walker to the role of External Governor was approved. David then joined the online meeting and introduced himself to the Board.

### 3. Minutes of previous meetings

#### 3.1 Public minutes

The minutes of the previous Board meeting held on 12<sup>th</sup> October 2021 were approved.

### 4. Matters Arising, written resolutions & action points

All matters arising have been completed other than those marked for the Clerk to action once a new Clerk is in post.

The Chair proposed that as the newly appointed Clerk cannot begin until March, the upcoming period with no Clerk in post between Jan – March 2022 should be added to the risk register. Governors were in agreement.

Action	By Whom	Deadline
Add to risk register that no Clerk will be in post until March 2022.	Finance Director	As soon as possible.

### 5. Bicester Presentation

The Head of Bicester Construction Skills Centre gave a presentation on the centre including background to opening, facilities and courses available, students enrolled and employer partnerships.

- What is the usual timescale of enrolment sign-ups before a course start date? *Always very close to the start date for the majority in construction.*
- Moulton College are likely to be offering apprenticeships again soon and have an improved Ofsted grading of 'good'; could this be a potential problem for the Bicester centre? *Very unlikely to be as they serve a different geographical area with limited overlap, and have a long way to go to rebuild the negative reputation they have gained in recent years.*
- We are around £100k short on initial projected income from the centre this year. Do you think this will impact the investment over the long term? *No as this 100K represents approximately 10% of the investment and we had modelled finances to be able to cope up to a 30% shortfall. Momentum is growing for the centre as it becomes more established and we already have a good level of interest for Sept 2022. Enrolments for Sept 2022 will really give a clear picture of the potential of the centre and if we have a good level of enrolments then we can catch up on this initial shortfall.*
- Holding End Point Assessments presumably doesn't generate as much income as courses, how reliant will we be on this income? *Using the centre for EPAs is not a replacement for courses, but a good additional income stream as the assessment bays are also used for teaching too at different times. It is also an effective way to promote the centre and courses on offer to those looking to progress to the next level programme or take on their own apprentices in the near future.*
- Have there been any lessons learned from the set-up of the Bicester centre that will be helpful for the Green Construction Centre? *Yes many, although there will be important differences between the types of courses on offer with the environmental focus of the Green centre.*

## 6. Strategic overview and update

The Principal presented her report and Balanced Scorecard. The Principal acknowledged that the situation has changed slightly since the report was written in regard to the pandemic. The college is holding the majority of lessons online for this final week of term as a pragmatic response to rising anxiety from staff and students.

A pay rise of 1% for staff, backdated to August 2021 is recommended to the Board for their approval. An increase to the National Living Wage is also recommended for those on the lowest salary bands, backdated to August 2021.

- How many staff does the college employ who are currently paid below the National Living Wage? *Approximately 150 staff, on pay bands 1 and 2. Raising these wages to the NLW and backdating will cost approximately £10k. Paying the NLW will be mandatory from April 2022.*
- Have you had to adjust salary bands above these affected by the increase to NLW? *The Head of HR has made some adjustments where necessary to differentiate between salary bands but this has not had a significant impact.*
- What are the current figures for Covid cases within the college? *As of this morning, we have had 7 staff and 1 student test positive within the last 10 days. No patterns have emerged between cases other than those in the same households.*

Governors acknowledged that with rising inflation and the upcoming rise in National Insurance contributions, a 1% pay rise is still a cut in take home pay for staff. However, it is not possible to go further than this figure at this time.

The report was noted. The 1% pay rise for all staff backdated to August 2021 was approved by Governors. The increase of wages to National Living Wage for those currently paid less, backdated to April 2021 was approved by Governors.

## 7. Curriculum, Quality and Students

### 7.1 CQS Committee Update

The Chair of the CQS Committee gave an update to the Board on the recent committee meeting. The Chair highlighted that the committee felt it was a remarkable achievement of the college to maintain a SAR grading of 'Good' given the challenges of operating throughout the ongoing pandemic.

The committee recommend reinstating a specific workshop session open to all Governors to review the SAR and really understand it in-depth.

#### 7.1.1 Teaching, Learning and Assessment Strategy

The CQS Chair drew attention to the new Teaching Learning and Assessment strategy being implemented. This involves a new style of peer coaching for professional development supported by a facilitator, and is being well received by teaching staff. The full strategy is available on the Governors' Portal.

### 7.1.2 Level 3 Qualification Review

The DfE Level 3 Qualification Review is underway and could potentially have a big impact on funding the college receives depending on the decisions taken. A consultation has recently been held and lots of opposition was raised but the government is currently pressing ahead with reforms. The college is putting mitigations in place where possible such as introducing new T Level qualifications and will watch developments closely.

The CQS committee feels that as Governors we need to do more to assess the SAR and ensure that curriculum, quality and students are at the heart of all the Board does. The committee would like to add to its members.

All governors were in agreement that it would be beneficial to reinstate a SAR workshop and that it would also be beneficial to add at least one more governor to the CQS committee. Governors joining do not necessarily need to have an educational background.

Action	By whom	Deadline
Governors who would be interested in joining the CQS committee to inform the Board Chair or Principal	All Governors	As soon as possible
Re-instate the SAR review workshop	Clerk	October 2022

The Vice-Chair reminded Governors that they were able to attend the meetings of any committee even if they were not a committee member.

## 7.2 College Self-Assessment Report and Quality Improvement Plan

The Deputy Principal presented the College Self-Assessment Report and Quality Improvement Plan. The SAR judgements are presented for Board approval and will then be made available to Ofsted. The SAR has been externally moderated by Landex.

- Did the Landex reviewers change any of your judgements? *No, it was a helpful process to discuss with them. In some areas they felt we were very close to outstanding but that it was the right decision to keep to a grading of good given the impact of the pandemic such as on curriculum enrichment activities.*
- Apprenticeship provision is still at a level 2 'good' rather than having gone back up to a level 1 'outstanding' as previously graded, is there something we aren't doing? *The downgrading from outstanding to good for apprenticeships was linked to the introduction of the new apprenticeship standards. The provision has moved on within the 'good' banding and in some apprenticeship programmes is now outstanding again, but for the programmes where the standards were more recently introduced the provision is not yet back up to this level.*
- It was discussed at the CQS committee meeting that the grading tool is very blunt and the grading of 'good' covers a wide range without acknowledging improvements within the band. The strategic review intends to bring out what we consider to be outstanding and what we as a college are aiming to achieve.
- On areas for further improvement, do the CQS committee track a roadmap for improvements? *CQS examines the QIP which provides information on this and tracks curriculum areas through presentations by Heads of Faculty on a rotational basis. Of the four areas graded as 3, three of these are in the same faculty which now has a renewed management team in place.*

The proposed grades in the SAR were approved by the Board.

## 8. Financial Statements to 31<sup>st</sup> July 2021

### 8.1 Financial Statements to 31<sup>st</sup> July 2021 Overview

The Finance Director presented the Financial Statements to 31<sup>st</sup> July 2021 Overview, which have been thoroughly reviewed by both the F&GP and Audit committees. The committees found that the accounts were in line with forecasts, and the external auditors also found all to be in order. As is now required, the Board Chair has spoken directly with the External Auditors to confirm their findings.

### **8.1.1 F&GP review of the Financial Statements**

The Chair of the F&GP committee presented the F&GP review of the Financial Statements. The committee found that the accounts were consistent with the management accounts. Some minor typographical issues were raised and dealt with. The committee found that the college could meet cashflow liabilities with the exception of the LGPS liabilities. The Financial Statements were recommended to the Board subject to approval by the Audit committee.

### **8.1.2 Accounting Estimates Review**

The Chair of the F&GP committee presented the Accounting Estimates Review. An accounting estimates review paper is now included more formally as part of the Financial Statements. The committee had found that the figures used to calculate long term assumptions and inflation were acceptable.

### **8.1.3 MacIntyre Hudson Audit Findings Report**

The Chair of the Audit Committee presented the MacIntyre Hudson Audit Findings Report. No exceptions were found around key financial controls. Any findings in the report were graded B or C. The Audit committee found the report to be a solid and useful report, and MacIntyre Hudson confirmed that the college was in the upper quartile for assurance compared to other FE colleges that they work with.

### **8.1.4 External Auditors Letter of Representations**

The Chair of the Audit Committee presented the External Auditors Letter of Representations. The report has been examined thoroughly by the Audit Committee with questions discussed directly with the auditors who also attended the committee meeting.

The report was approved by the Board.

### **8.1.5 Internal Auditors Report**

The Chair of the Audit Committee presented the Internal Auditors Report. The report was noted by the Board.

### **8.1.6 Internal Audit Annual Report 2020/21**

The Chair of the Audit Committee presented the Internal Audit Annual Report 2020/21. The report has been examined thoroughly by the Audit Committee with questions discussed directly with the internal auditors TIAA, who also attended the committee meeting.

The report was approved by the Board.

### **8.1.7 Propriety and Regulatory Questionnaire 2020/21**

The Chair of the Audit Committee presented the Propriety and Regulatory Questionnaire 2020/21. The Questionnaire has been examined thoroughly by the Audit Committee.

The Questionnaire was approved by the Board.

### **8.1.8 Financial Statements 31<sup>st</sup> July 2021**

The Financial Statements have been examined and reviewed in depth by the F&GP Committee, the Audit Committee and the external auditors. All reports and minutes from these meetings have been included in the papers for this Board meeting and read by Governors. Governors did not raise any additional questions about the Statements.

The Financial Statements were approved by the Board.

### **8.1.9 Finance Record**

The Finance Director confirmed that the Finance Record is a required way of submitting the financial information to the ESFA and the figures used are directly mirrored from the Financial Statements. No new information is included in the Finance Record for Governors to examine.

Governors noted the record.

## **9. Finance and General Purposes**

### **9.1 F&GP Committee Update**

The Chair of the F&GP Committee summarised the items covered in the last F&GP Committee meeting. The Subcontractor Annual Report has been moved to the Audit Committee cycle of business, as the

report is subject to an internal audit report which has to go to the Audit Committee. CQS will also need to review the subcontractor report as it includes the quality of delivery by subcontractors. These proposals were approved by the Board.

Action	By Whom	Deadline
Move approval of Subcontractor Annual Report from F&GP to Audit cycle of business	Clerk	When new Clerk is in place
Add review of Subcontractor Report to CQS cycle of business	Clerk	When new Clerk is in place

### 9.1.1 Management Accounts at 30<sup>th</sup> September 2021

### 9.1.2 Budget Update 2021/22

The Chair of the F&GP Committee presented the Management Accounts at 30<sup>th</sup> September 2021 and the Budget Update 2021/22, recognising that it was early in the year for review of the management accounts. Pay and non-pay costs were controlled and the committee was comfortable with the full year forecast. No questions were received from Governors and the reports were noted.

## 10. Audit

### 10.1 Audit Committee Update

The Chair of the Audit Committee presented the update on the recent committee meeting.

#### 10.1.1 High Level Risk Register and Action Plan Review

Discussions around the risk relating to rising cost inflation have been proposed to be added to the risk register and governors were in agreement. Work being undertaken on the strategic review will look at how best to address this over the medium term.

Action	By Whom	Deadline
Add rising costs inflation to risk register	Finance Director	As soon as possible

Governors approved the High Level Risk Register and Action Plan Review.

#### 10.1.2 Board Assessment of Fraud Risk

This is a standard item for annual review. There has been no change to the Board Assessment of Fraud Risk. No questions or comments were raised.

The Board approved the Board Assessment of Fraud Risk.

## 11. Nominations, Remuneration and Governance

### 11.1 Appointment of Board Chair

The Board Chair left the meeting for the duration of this item.

The term of office of the Board Chair is due to expire on 31<sup>st</sup> December 2021. The Chair of NRG circulated a nominations form to Governors and SMT, and the only nomination received was for the current Chair, who has indicated he is willing to re-stand for another term of office. Many supportive comments were received for the current Chair to be re-appointed for a second term.

The Board would like to record their thanks to the current Chair for his time and commitment given to the Board which is very appreciated. The Board approved the re-appointment of the current Chair for a second term of office.

## 12. Equality Objectives Update

### 12.1 Equality Objectives Annual Report

The Vice Principal for Students presented the first Equality Objectives Annual Report.

- Is the Black FE Leadership Group linked to the Black Lives Matter movement, as in the US the movement has become political and as a charity we can't be linked to political movements? *No, the Black FE Leadership group has been around for some years and is not linked to the Black Lives Matter movement.*
- Is the college considering a move to diversity quotas? *No, quotas are not being planned. We are aiming to make sure that opportunities are equally made available but not quotas.*

- Should Equality and Diversity both be represented in the title of the report as they are both covered but mean very different things? *In the sector, EDI is increasingly being used (Equality, Diversity and Inclusion) but these all remain very different things. The report name could be altered, its current name is such because the requirement for it came from the public sector duty within the Equality Act to set and publish data annually on Equality Objectives. The college can choose how the data is reported and can publish a broader report if they choose.*
- A reverse mentor process has been very useful to identify potential barriers and fairness, is this something the college has considered? *It is one of several ideas we have considered and are keen to explore further - if you could share contact details for this it would be really helpful.*
- Shouldn't the report also discuss diversity of the Board? *Yes, diversity of the Board itself is an important issue, which the AoC recently published a report on (noted in my report) highlighting the lack of diversity across all characteristics in college boards nationally. There is a drive to set the standards from board level in terms of EDI issues.*

Action	By Whom	Deadline
Share details of EDI lead to discuss reverse mentoring with Jo Milsom	Sean Wellington	As soon as possible
Examine equality of access to the Board (separately to diversity within the Board)	Clerk	Once new Clerk is in post

The report was noted by the Board.

### 13. Policies, minutes and other matters

The following policies were reviewed and approved by the Board with no questions raised by Governors:

- 13.1 Data Protection Policy
- 13.2 Value for Money Policy
- 13.3 Anti Bribery Policy
- 13.4 Fraud Prevention Policy
- 13.5 Redundancy Policy

#### 13.6 Chair-approved committee minutes

The minutes of committee meetings which have taken place to date within the current academic year have been approved by committee chairs and were approved by the Board.

### 14. Standing Orders

#### 14.1 Standing Orders Appendix 5 Statement of Eligibility

The restructuring of the Statement of Eligibility was approved by the Board subject to a small layout amendment.

### 15. Strategy Development Update

The Chair updated the Board on the Strategy Development, which is broadly on track with the planned timescale. Most items on the strategy plan are green with a couple of amber items being addressed later this week. The work to date has focused primarily on the research phase, which will be used to inform a 5 and 10 year curriculum plan. Summary papers will be circulated in the new year.

Alongside, a shorter term project has been running, looking at staffing for next year and how to reduce the cost base. This will be reviewed with Heads of Departments in the new year.

The Vice Principal for Funding, Planning and Systems Improvements presented an IT package called Vector which the college has purchased. Vector allows us to find out our relative position by examine data compared to other local providers such as market share per course or per geographical area. An extended session for Governors to explore this in more depth will be arranged for the new year.

- Can we view data on 14-16 year old subject choices in the area? *Not currently but Vector is being updated and added to all the time so it might be developed in the future.*
- We need to be wary of overloading with data as there is clearly so much we could look into with Vector. *The data is being used to help us understand where we currently are and identify opportunities for the future.*
- We need to understand the base-level performance of curriculum areas alongside this Vector data. What is available to go alongside this? *We are putting together various datasets, such as benchmarking local salaries and overlaying bus routes with ward-level market share to see if there*

*are opportunities for additional bus routes to create opportunities for enrolments. We also need to look at what we aren't doing but we need the context Vector can provide first.*

Action	By Whom	Deadline
Arrange Vector demonstration session for Governors	Vice Principal for Funding, Planning and Systems Improvements	As soon as possible in the new year
Send out questionnaire for Governors to raise any specific research questions that they would like answering as part of the research phase	Principal	As soon as possible
Governors to indicate to the Chair if they would be happy to join the Strategy Steering Group	All Governors	As soon as possible

**16. Any Other Business**

No matters were raised.

**17. Future Business and reflection**

The Chair expressed thanks to all at the college for a difficult year with the pandemic and the SAR reflects the great work being done day-to-day. Thanks were also expressed to Governors for giving their time and expertise voluntarily to the Board and committees, and to the strategy development. Although unfortunate to have to have held the meeting online, Governors commented that it had been a positive and productive meeting.

**Date of next meeting 22nd March 2022.**

The meeting ended at 8.25pm.

Approved for signature.....

Signature.....

Date.....