

CORPORATION BOARD MEETING

Minutes of the meeting held on 6th November 2019, Board Room, Silbury Campus
17:00 – 19:00

Board Members	Category of Governor	Attendance 2019/20	Present at this meeting
Richard Bartlett-Rawlings (joined 3.10.19)	Independent	1 of 1	Yes
Tony Berwick	Independent	2 of 2	Yes
Rebecca Carrington	Independent	0 of 0	No - agreed absence
Alan Cook	Independent	2 of 2	Yes
Peter Cox	Independent	2 of 2	Yes
Mat Gotkowski	Independent	2 of 2	Yes
Nathan Indge	Staff	2 of 2	Yes
Liz Marr	Independent	2 of 2	Yes
David Meadowcroft	Independent	2 of 2	Yes
Julie Mills	CEO	2 of 2	Yes
Asad Mir (joined 6.11.19)	Student	1 of 1	Yes
Stephen Norrish	Independent	2 of 2	Yes
Ruby Parmar	Independent	2 of 2	Yes
Charlynn Pullen	Independent	2 of 2	Yes
Neil Sainsbury (joined 3.10.19)	Independent	1 of 1	Yes
Aniesa Shah	Staff	2 of 2	Yes
Gwynneth Tan	Independent	2 of 2	Yes
Manish Verma	Independent	2 of 2	Yes
Dotun Adeoye (resigned 2.10.19)	Independent	0 of 0	
Attendance % this meeting		100%	17 / 17
Attendance % year to date		100%	31 / 31

Regular attendees at this meeting: Sally Alexander (Principal: Prison Services), Imelda Galvin (COO), Chris McLean (Principal: College), Karen Brown (Head of Governance)

Other attendees (in part): Jason Mansell (Senior Operations Director: Prison Services)

Welcome and Procedural

- 1.1 Richard Bartlett-Rawlings, Asad Mir and Neil Sainsbury were welcomed to the meeting.
Apologies had been received from Annie Allen (CPO).
- 1.2 **Declarations of Interest**
None previously declared.
- 1.3 **Check-in**
Governors introduced themselves.

2.2 CEO's Report to the Board *(previously circulated as Paper 2.1)*

Institute of Technology

Discussion minuted as confidential

Celebrating Success

The Board congratulated Katie Borlase on winning a Butler Trust Award and Sally Alexander on winning the Women Leaders' award for Public Services.

The Board received the CEO's report

2.2 Finance

a) Financial Health 2019/20 *(previously circulated as Paper 2.2A)*

Imelda Galvin referred governors to the Period 2 management accounts. There is a level of uncertainty at this stage of the year (pre day 42) but overall it is a positive financial position. There will be a more detailed analysis of Period 3 at the next meeting.

The targeted 16-18 Study Programme numbers have been recruited which has caused some operational challenges in some areas and some cost issues to be managed. The apprenticeships pipeline is very strong, the PEF contract is becoming clearer and the cash position is £1m improved since this time last year. However, HE numbers are under target (L3 students did not progress to L4 as expected so the HNC Business and Football did not run; staff have either left or been redeployed).

There is a meeting with the external auditors this week to finalise the 31st July 2019 draft accounts. The pension liability has increased by £9m which will create a negative balance sheet. The draft financial statements will be reviewed at the Audit & Risk Committee meeting on 28th November.

Imelda tabled the College's action plan in response to the FEC diagnostic assessment report. The expanded finance pack (which incorporates AoC good practice) reflects the suggestion to improve reporting to the Board and the ESFA.

Governors requested that:

- The Financial Health Executive Summary should focus on RAG rated drivers for financial success / KPIs so that the Board can quickly understand the financial position and what needs to be explored further (through the accompanying finance pack). (The Chair of Audit & Risk Committee offered assistance.)
- RAG ratings should be added to Schedule 1a / 1b together with any additional targets which are relevant to this Board (alongside the ESFA KPIs)

The pack will continue to evolve.

Action 1: Imelda Galvin

The Board:

- ***Noted the P2 Financial Position***
- ***Noted the 31st July 2019 Balance Sheet position***
- ***Approved the action plan in response to the FEC Diagnostic Report***

b) Finance Group Meeting 30th October 2019 *(previously circulated as Paper 2.2B)*

Mat Gotkowski referred to Paper 2.3B and outlined the key headlines from the meeting on 30th October. The FinG will monitor the Diagnostic Report action plan. The Group will meet again before the next Board meeting to review the draft Curriculum Plan for 2020/21.

The Board noted the report from the Finance Group meeting on 30th October

2.4 Student Experience / Achievement

a) Academic KPIs / College SAR headlines *(previously circulated as Paper 2.3A)*

Chris McLean led on this item. The Self-Assessment Report (SAR), which is aligned to the new Ofsted Framework was reviewed at the CQG meeting on 28th October, together with the proposed academic KPIs. The SAR is a critical evaluation of performance to inform the Quality Improvement Plan (QIP) and is sent to Ofsted and the ESFA.

The overall self-assessment is that the College is a strong grade 2 ('good') in all aspects except 'provision for learners with high needs' which is self-assessed as outstanding. There are small pockets of poor performance including IoT, Built Environment and Care Professions & Access. Active Industries has been self-assessed as inadequate. The School QIPs include quality improvement actions and impact which Link Governors can monitor. The College QIP, which will come to the Board for approval in December, is the overall performance plan to achieve Ofsted outstanding.

The Board:

- ***Approved the self-assessment grades for 2018/19***
- ***Approved the academic KPIs for 2019/20***

c) Curriculum & Quality Group Meeting 28th October 2019 *(previously circulated as Paper 2.3C)*

Liz Marr referred to Paper 2.3C and outlined the key headlines from the meeting on 28th October, which were the discussed.

Discussion minuted as confidential.

Ruby Parmar left at 18:25

Jason Mansell joined the meeting

The Board noted the report from the CQG meeting on 28th October

b) Approach to Curriculum Planning 2020/21 *(previously circulated as Paper 2.4B)*

Chris McLean outlined the key aims of curriculum planning for 2020/21. The curriculum will move from a course-based approach to a model based on occupational pathways featuring high quality innovative curriculum models designed with employers. Curriculum contribution will be at least 46%. Priority areas have been identified for investment.

The Executive team is reviewing whether to grow or shrink sub-contracting (which can be higher risk requiring a higher level of diligence). The College has one main HE sub-contractor and provides regular assurance to the CQG. Mat Gotkowski and Tony Berwick, who attended an AoC Conference on 1st November, advised that

subcontracting had been discussed and the AoC had advised caution. There will be a discussion on sub-contracting at the Audit & Risk meeting on 28th November.

The Board endorsed the planned approach to curriculum planning for 2020/21 and the priority investment areas.

2.5 Prison Services *(previously circulated as Paper 2.5)*

Sally Alexander referred governors to Paper 2.5 and the key headlines.

- Period 2 contribution is in line with budget and the College expects to receive most of the 5% which is currently held back. This has not been invoiced because the MoJ has not yet agreed a payment process.
- The College is contractually obliged to install new IT equipment and is proposing to enter into a leasing agreement. This will enable the equipment to be installed sooner and it assists cashflow. Early installation also means that the College will meet ISO27001 which is a contractual requirement. The leasing cost is in the budget.
- The Prisons' SAR and QIP were reviewed by the CQG. Overall the provision has been self-assessed as 'Requiring Improvement'; the level of quality inherited was varied but the QIP is driving improvements and raising expectations. A new prisons-specific Ofsted framework will be launched on 1st December 2019.
- The proposed KPIs for 2019/20 will be actual MoJ financial targets for 2020/21

The Board asked for confidence that the predicted success rates were accurate and Jason responded that predicted success rates are calculated based on the number of learners awaiting results achieving at the same rate as those that have already achieved. Once this additional success is added to the number already achieved it generates the predicted success rate. This measure has been used since the start of the OLASS 4 contract and has been an accurate measure to predict success rates in-year.

The Board:

- ***Approved the self-assessment grades for 2018/19***
- ***Approved the Prisons QIP***
- ***Approved the Prisons KPIs for 2019/20***
- ***Endorsed the proposal to commence procurement to acquire IT kit on a three year finance lease***

Governance and Compliance

3.1 Search & Governance Committee Meeting 30th September 2019 *(previously circulated as Paper 3.1)*

Stephen Norrish referred to Paper 3.1 and outlined the key headlines from the meeting on 30th September. The Board approved the appointment of Richard Bartlett-Rawlings and Neil Sainsbury at the last meeting.

The Board:

- ***Approved the recommendation not to adopt the CUC HE Senior Staff remuneration Code (having previously agreed to adopt the AOC Code for senior post holders)***

3.2 Agenda items next meeting

- Student Achievement / Experience:
 - College QIP 2019/20, Term 1 progress against KPI
 - Curriculum Plan for 20/21 including approval of sub-contractors for 2020/21
 - Report from CQG 25/11/19
- Finance
 - Financial Health 2019/20
 - Report from Finance Group
 - Financial Statements 2018/19
- Report from A&R Committee 28/11/19
- CEO Report / IoT report

Governor Development Item

4.1 T-Levels (previously circulated as Paper 4.1)

The discussion was deferred to a future meeting

Consent Items

The following items were approved by consent / without discussion:

5.1 College SAR (previously circulated as Paper 5.1)

5.2 Prisons' SAR and QIP (previously circulated as Paper 5.2)

5.3 Minutes of the Board Meeting held on 2nd October 2019 (previously circulated as Papers 5.3A and Confidential 5.3B)

5.4 Search & Governance Committee Terms of Reference 2019/20 (previously circulated as Paper 5.4)

5.5 Finance Group Terms of Reference 2019/20 (previously circulated as Paper 5.5)

5.6 Curriculum & Quality Group Terms of Reference 2019/20 (previously circulated as Paper 5.6)

Next Meeting 11th December 2019, 5pm - 7pm

Date raised	Actions arising from the last and previous meetings	Action Owner	Current position
6 th November 2019	Act on the feedback from governors re the FH paper and finance pack	IG	
2 nd October 2019	Circulate a report on issues relating to over recruitment of students and actions being taken to maintain quality, and the budget implications.	CMc	Complete - discussed at CQG 28/10/19 and report circulated 29/10/19. Agenda item 2.3c
	Chair to Chair meeting with BPT	JM / DM	Complete - Chairs/CEOs are meeting on 15/11/19
17 th July 2019	The completed checklist (Annex A Financial Planning Checklist) will be circulated to the Board	Imelda Galvin	Complete - circulated 30/10/19
	Assure the Board that the College is compliant with the European Accessibility Act.	Imelda Galvin	Carry forward