

MEETING OF THE CORPORATION BOARD

MINUTES (Parts one and two)

Minutes proposed for redaction from the published version on the grounds of commercial or personal confidentiality have been highlighted

Date	Thursday 14 December 2023
Time	16:00 to 18:30
Location	Ashford Campus
Present (Governors):	Professor Craig Mahoney (Chair) Ian Carey (Staff Governor) Daniela Clarkson (Student Governor) Dr Andrew Gilchrist Fred Gray Mary Hughes James Measures Hilary Omissi Christine Ricketts (Principal and Chief Executive) Paul Stedman
Officers and advisers In attendance	Sarah Clancey – Executive Director Education Lorne Richardson – Executive Director Curriculum Andrew Russell – Executive Director Student Services Allan Tyrer – Chief Operating Officer Melissa Drayson - Director of Governance (DG)
Observers	Chris Dearnley – ESFA (via Teams)
Apologies for absence	Dr Barbara Spittle Jackie Pearson Louise Salmon Jesse Adekoya Adam Herriott Judy Peck (Staff Governor)
Quorum (8)	The meeting was quorate throughout

Item	Action lead
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1. Preliminary items

1.1 Welcome and Apologies for Absence

Apologies, as listed above, were received.

The Chair welcomed colleagues to the last meeting of the calendar year. It was noted that this would have been Barbara Spittle’s last meeting as a governor. In her absence, the sincere gratitude of the Corporation for

Minutes of Corporation meeting on 14 December 2023 – approved on 27th March 2024

her years of service to Brooklands College and the wider FE sector was placed on record, along with the hope that Barbara would be able to attend a future event to thank her properly in person.

1.2 Declarations of interest

Daniela Clarkson placed on record that her mother had been appointed as an independent governor at East Surrey College. Other previously declared interests were carried forward.

1.3 Urgent other business notified in advance

No items of urgent other business had been raised before the meeting.

1.4 Governor reappointment

Dr Andrew Gilchrist withdrew from the meeting for this item.

The Director of Governance advised that the Search and Governance Committee had considered Dr Gilchrist's reappointment for a second term of office as a governor and Chair of the Audit Committee, in accordance with approved reappointment procedures.

RESOLVED: That Dr Andrew Gilchrist be reappointed for a second four-year term of office to 14 December 2027.

2. Minutes

2.1 Minutes of the Corporation meeting on 12 July 2023

With the correction of some minor typos, it was

RESOLVED: That the Part 1 and Part 2 Minutes of 12 July 2023 be APPROVED as an accurate record, and confidential sections confirmed.

2.2 Minutes of the Special Corporation meeting on 11 October 2023

RESOLVED: That the Minutes of the Special Corporation meeting on 11 October 2023 be APPROVED and confidential sections confirmed.

2.4 Matters arising and actions carried forward

Supporting paper by the Director of Governance

Governors noted the completion of actions from previous meetings. Actions relating to the development of the live data dashboard for management and governors remained work in progress.

3. Principal and CEO Report

Supporting paper and presentation by the Principal and CEO

3.1 Main report

The Principal and CEO presented a summary of recent key developments, including:

- The approval of the planning application by Elmbridge Borough Council on 5 December. This was subject to Secretary of State ratification and approval of Section 106 proposals.
- The outcome of the Ofsted inspection the previous week. This was provisionally confirmed as Good across all areas and Reasonable for Skills. A summary of progress since the 2019 inspection was provided along with feedback on strengths and areas for development on each area of the inspection framework.
- The outcome of the FE Commissioner Stocktake visit in November, which confirmed that significant progress had been made against previous recommendations in teaching and learning, culture change and governance. The provisional report had made only two further recommendations.

Governors raised several questions relating to the Ofsted provisional feedback. In response to these, it was confirmed that the outcomes aligned with the College's own Self-Assessment and observations from other quality processes. The positive impact of measures to address student behaviour challenges was of particular note. It was also rewarding to receive endorsement of the huge improvements in apprenticeships, which had previously been an area for development.

Governance had been judged as-good and it was noted that governors provide effective oversight. Governors commented that they had been well prepared for a robust but fair discussion.

Governors reflected that it had been a challenging few weeks for the Senior Leadership and staff team, but that their hard work and diligence had paid off and the term was ending on an uplifting note. All were congratulated and should feel justifiably proud.

In response to governors' questions regarding the next steps with the Estates Strategy, it was clarified that it would be March at the earliest for funds to be released. This would, in turn, trigger the release of the FE Capital Transformation (FECTF) grant from the DfE. An advisory note was being prepared by Fusion.

3.2 KPIs and targets 2023-24

The KPIs and targets for the year had been developed following input from governors at both a special CPR Committee meeting, and the most recent Resources Committee. A target for apprenticeship completion had yet to be added, but subject to this, it was:

RESOLVED: That the Key Performance Indicators and targets for 2023-24 be APPROVED

4. Annual Report and Financial Statements 2022-23

Governors were presented with the key documents that required approval to allow sign-off of the Annual Report and Financial Statements. All had been previously considered in detail at the joint meeting of the Audit and Resources Committees on 29 November.

4.1 External Audit Post-Audit Report and Letters of Representation

Minutes of Corporation meeting on 14 December 2023 – approved on 27th March 2024

The external auditors had confirmed unqualified opinions from their financial statements and regularity audit work. Of the four observations and recommendations, most were already known and were being addressed. Of particular note was the reduction of the year-end deficit in the final accounts.

RESOLVED:

- i. That the **External Audit Post-Audit Report** be approved
- ii. That the **Letters of Representation** be approved for signing by the Chair.

4.2 Audit Committee Annual Report 2022-23

The Chair of the Audit Committee confirmed that the report was a fair and detailed reflection of the Committee's work during the previous year, and the Committee's opinion that systems of internal control, risk management and corporate governance were robust.

RESOLVED: That the Audit Committee Annual Report be approved for signing by the Chair of the Audit Committee.

4.3 Regularity Audit Self-Assessment Questionnaire

The RSAQ had been validated by the external audit and had identified no areas of non-compliance or concern.

RESOLVED: That the Regularity Audit Self-Assessment Questionnaire be approved for signing by the Chair and Principal and CEO.

4.4 Annual Report and Financial Statements 2022-23

The Chair of Resources Committee was thanked for proof-reading and sense-checking the final draft report. This had now been approved by the auditors.

Governors confirmed confidence in the going concern statement, based on an analysis of cashflow for the 12 months following approval of the accounts. It was also noted that the ESFA Finance Record had calculated a financial health grade of Good.

The affordability of the Estates Project was confirmed. The Chief Operating Officer had started the process of reconciliation of funds with Fusion and Cala Homes. This would include consideration of the inclusion of any inflationary element.

RESOLVED: That the Annual Report and Financial Statements 2022-23 be APPROVED.

5 Curriculum, Quality and the Learner Experience

5.1 Student Governor Report on Term 1 *Verbal report by the Student Governor*

The Student governor thanked everybody who had supported her in her first term in the role. A highlight of the term was attendance at the AoC Festival of Student Governors, which had provided an excellent networking opportunity, a chance to share ideas and experiences with other students, and a source of support with Ofsted. The Student Governor reported increased confidence in contributing to discussions at meetings. A breakout session on Student Takeover had generated ideas on improving student communication and developing a sense of whole-college community.

The issue with student communication was the number of different online platforms, all of which required a separate log-in. This sometimes resulted in students missing vital information. Many schools and colleges used one central app to hold information on timetables, exams, enrichment activities, homework and messages from teachers.

Ideas for building the whole college community included sports and interests-based groups, with students being empowered to set up groups themselves. Charities, such as Chance to Shine, could be approached to organise street cricket. Such a programme would have additional benefits of building confidence, communication and teamwork skills, discipline and developing new hobbies and interests. There was discussion about timetabling of enrichment activities. It was noted that there was also scope for developing the existing student forum into a college community forum to attract wider engagement.

The Student Governor was thanked for presenting an interesting and thought-provoking report, and for her engagement both in and outside meetings during the term.

AGREED: That the ideas presented around communication and college community would be given further consideration by the Senior Leadership Team and a follow-up report provided.

5.2 Report and recommendations of the Curriculum and Performance Review Committee

The Corporation noted that the Committee had met twice, for a full meeting on 11th, and a KPI workshop on 22 November. In the Chair of CPR's absence, committee members confirmed that all key issues discussed had been covered in the minutes and executive summary and had been superseded by the SAR process and Ofsted inspection.

5.3 Self-Assessment Report (SAR) 2022-23 and College Improvement Plan (CIP) 2023-24

Supporting papers by the Executive Director Education

The draft SAR validation panel had been attended by nine governors, and a robust discussion had taken place resulting in a number of amendments. It was agreed that the Ofsted inspection had validated the SAR, which gave assurance about the rigour of internal quality processes. The CIP would be updated when the final Ofsted report was received.

RESOLVED: That the Self-Assessment Report 2022-23 and College Improvement Plan 2023-24 be APPROVED.

5.1 Safeguarding Termly Report

Supporting paper presented by the Executive Director Student Services

Governors noted the report with thanks, and raised questions on a number of areas. In particular, there was concern about the increase in reports of self-harm and suicidal ideation. Management stated that this was an area of high priority which was known to be an issue affecting young people across the country.. The Designated Safeguarding Team had received advanced training on suicide prevention and all-staff training from a specialist charity was being delivered on 2nd January. The new triage system and the introduction of progress coaches was also having a positive impact on early identification and intervention.

Mary Hughes was thanked for her contribution as Safeguarding Governor. In response to an invitation to all governors, Jesse Adekoya had expressed an interest in the role.

RESOLVED: That Jesse Adekoya be appointed as Safeguarding Lead Governor.

6. Finance and Resources

6.1 Report and recommendations of the Resources Committee on 4 October and 29 November 23

Supporting papers presented by the Chair of Resources Committee

Headlines from the meeting were highlighted.

- Staff exit interview feedback showed that work/life balance was a factor in leaving for some staff.
- The Brooklands Track values statement was a valuable piece of work involving all staff in its development
- The IT infrastructure and management of systems was strong, led by an experienced and knowledgeable team.
- Progress had been made to address high-risk Health and Safety areas. The Head of Health and Safety would now be focussing on the remaining areas from the action plan.
- The October management accounts suggested that there would be over-achievement on this year's budget, resulting in an increased surplus.

6.2 Three to five-year financial plan

Supporting paper by the Chief Operating Officer

The Board considered the underlying principles and assumptions behind the draft plan.

- Income targets were prudent, reflecting only moderate growth and no increase in allocation rates.
- EBITDA (cash generation) was central to success. The plan would show a positive picture throughout.
- A 3% salary increase had been built in
- Further efficiencies were assumed for 2024-25

Governors discussed the potential impact of demographic changes on 16-19 numbers and were reminded of the paper that the Principal and Chief Executive brought to the Strategy Day in October on potential growth areas. The implications for curriculum planning would be interesting to see.

Other potential factors influencing student numbers were noted, including the new college buildings when completed. In the shorter term, there was a risk that the campus refurbishment works might be a deterrent.

A final draft version of the Plan would be brought back in the New Year, including a sensitivity analysis and a best- and worst-case scenario in terms of growth assumptions.

AGREED: That the underlying financial planning assumptions be supported, and a further version brought back in January including a sensitivity analysis and best- and worst-case scenarios.

7. Audit and Risk

7.1 Report and recommendations of the Audit Committee on 27 September and 29 November 2023

Supporting papers presented by the Chair of the Audit Committee

The Corporation noted the matters discussed at both meetings, and recommendations for approval. An update was provided that the Learner Numbers internal audit had now been received. This gave reasonable assurance with no concerns.

RESOLVED: That the following be approved at the recommendation of the Audit Committee:

- i. Revised Audit Committee Terms of Reference**
- ii. The Internal Audit Annual Report 2022-23**
- iii. With the proviso that a more detailed review be undertaken later in the year, the Risk Management Strategy 2023-25**

7.2 Corporate Risk Register

The Corporation noted that the risk register had been discussed in detail by the Audit Committee, and that relevant risks had also been covered by the business of the Resources and Curriculum and Performance Review Committees. The risk register would be reviewed before the next round of meetings by the COO and SLT.

8. Search and Governance

8.1 Report and recommendations of Search and Governance Committee on 1 November

Supporting paper presented by the Director of Governance in the absence of the Chair of Search and Governance Committee

Headlines from the meeting, and recommendations were noted. As with the whole college SAR, the Ofsted inspection had validated the self-assessment of governance as Good.

In addition, it was reported that the Chair of Resources Committee, Fred Gray, had indicated his intention to stand down at the end of the Spring Term. This would create three vacancies for independent governors including one with financial qualifications and one with senior FE experience, as recommended by the FE Commissioner. A recruitment campaign would start in the New Year, which governors were asked to support.

It was also proposed that the Vice Chair vacancy created by Barbara Spittle's retirement should be filled through external recruitment. This would require a waiver to the Standing Orders.

RESOLVED:

- i. **That the following be approved at the recommendation of the Search and Governance Committee:**
 - a) **a full compliance statement with the current AOC Code of Governance for 2022-23**
 - b) **a grade for governance of Good**
 - c) **the Governance Values**
 - d) **the Link Governor protocols and plans for further development**
 - e) **The adoption of the new AOC Code of Governance from September 2024**
- ii. **That the Standing Orders be temporarily waived to allow for the external recruitment of the Vice Chair of the Corporation.**

8.2 Committee structure, membership and chairing

Supporting paper by the Director of Governance and Chair

RESOLVED that:

- i. **The new Committee Structure be approved for immediate adoption, subject to approval of Terms of Reference**
- ii. **The proposed Committee membership and Chairing be approved and implemented immediately**
- iii. **Jackie Pearson be appointed as interim Vice Chair of Corporation until a successor could be found.**
- iv. **Delegated authority be given to the Chair of Corporation to agree interim chairing arrangements for the Resources Committee as necessary.**

9. Urgent other Business

There was no other business. The Chair reiterated thanks and congratulations to all colleagues for a challenging but ultimately rewarding term.

10 Dates of forthcoming meetings