

Brooklands College

Minutes of the Full Governing Body
co-ordinated remotely via 'Zoom' meeting platform software
across various domestic locations, commencing 18.07 on 19 July 2021.

Present:	Andrew Baird Dr Barbara Spittle Jeanette Bell Dr Andrew Gilchrist Fred Gray Mary Hughes Hilary Omissi OBE Jackie Pearson Robert Pickles Christine Ricketts	Chair Vice-Chair Chair of Audit Chair of Resources Safeguarding Governor Chair of Curriculum & Performance Review (Principal)
In Attendance:	Dr Stephen Dowbiggin OBE Sarah Glasspool Jonathan Lipscomb	(Interim CEO) (Director of Finance) (Clerk to the Governing Body)
	Chris Dearnley Natalie Watts	(ESFA Observer) (Clerk Designate)
Apologies:		Melanie Harding, Nicholas Woolf OBE, Lee Chantry, Teresa Roberts, Princess Badilla, Muhammed Bilal and Paul Stedman (on sabbatical)

PART ONE

1. Introduction

All participants confirmed that they were able to communicate with other participants via their computer and the meeting was declared quorate.

2. Welcome and Apologies for absence

The Clerk Designate, Natalie Watt was introduced and welcomed to the meeting as an observer.

Melanie Harding, Nicholas Woolf OBE, Lee Chantry, Teresa Roberts, Princess Badilla, Muhammed Bilal had sent their apologies and Paul Stedman remains on sabbatical.

3. Declarations of interest

The College holds a register of interests but the following were declared as potentially relevant to the business of the meeting:

- i. The Chair declared his other relevant position as Chair of Orbital South Colleges.
- ii. Chris Dearnley was attending as an observer and as such he, and the ESFA, are not party to any decision made by the Governing Body.

- iii. Dr Andrew Gilchrist declared that he was a Governor of Croydon College.
- iv. Dr Barbara Spittle declared that she Barbara Spittle is a former Chair of Governors of East Surrey College and had been a Governor of Merton College prior to its merger with South Thames College.
- v. Dr Stephen Dowbiggin OBE declared his position as Chair as an Ambassador of the Sainsbury's T-Level Committee.
- vi. Bob Pickles declared that he was a Governor of Orbital South Colleges.

No other declarations of interest were made.

4. Notification of Any Other Business

The Chair had not been made aware of any other items of other business that he had been asked to consider.

5. Draft Minutes (Part One) of the Full Governing Body Meeting on 31 March 2021.

The Clerk had himself, raised a number of points of uncertainty. These were clarified and will be updated.

He was also asked to make clear that the new course Progression Plus was not for excluded children but for those in danger of being excluded.

Subject to his making those small changes, the minutes were agreed as a correct record and will be signed by the Chair when circumstances next permit.

6. Matters Arising and Action Points from the (Part One) minutes of the Full Governing Body Meeting of 31 March 2021.

There were no matters arising from the minutes that were not otherwise on the agenda.

7. Report of the Principal [FGB 20-21-18]

The Principal reported that there were two key elements to her report:

- i. The first element is a response to concerns raised by Governors over student performance in English and Mathematics and to draw their attention to the work taking place to tackle underperformance, especially in the case of 'Functional Skills'.
- ii. The second element introduces the College's five year plan. The College is undergoing a period of rapid change and the time has come to review its medium term strategy to ensure that it reflects the Government's changing agenda as well as the College's own aspirations. Governors will be participating in the process
- iii. In the latter respect, some work has already taken place to draft five key strategic aims but those aims are simply a starting point for discussion. Early in the Autumn term the College will host an 'awayday' for Governors to review those draft strategic aims with a view to finalising a strategic plan for the medium term.
- iv. The work on the 'green agenda' will dovetail nicely with this programme and give a further opportunity for Governors to be involved.
- v. Curriculum and Performance Review Committee members believed that English and Mathematics should remain highlighted and be a key item for attention during the forthcoming year.
- vi. The Principal reminded Governors that in common with many colleges, it is the performance in respect of the 'Functional Skills' element that is negatively impacting on the aggregated results in this area.

Achievement is to some extent compromised because examinations for functional skills have to be held in-college and it has been difficult to persuade some candidates to attend.

In the case of GCSE students, the process had been different.

- vii. It was acknowledged that the basic framework could be further strengthened and attention is already being focussed on this area.
- viii. Members were pleased and encouraged by the feedback from students contained in the recent survey results, particularly as it related to the support provided; 94% saying that they could get support if they had not understood something and 95% understanding the progress that they are making. This clearly indicates that students are increasingly engaging with the idea of gaining a qualification.

8. Draft Minutes of the Search and Governance Committee 19 May 2021 (Pt 1)

Points arising from the meeting:

- i. This had been the first meeting of the newly constituted Search & Governance Committee which was constituted as a result of the decision to dissolve the former Planning Remuneration and Governance Committee to sit alongside the new Senior Remuneration Committee.
- ii. The central purpose of the meeting was therefore to agree between the members what the Committee was intending to achieve. The Committee will look at the remit of each of the other Committees during the coming year, examining their terms of reference, to make sure that they dovetail with each other and the overall and are operating within AoC guidelines.
- iii. The new Committee will also look at lines of communication with access to information for Governors being put in place as is evidenced by the work on the new VLE.
- iv. All the Committees need to be very clear about the scope of their Terms of Reference and their range of decision making authority whilst delegating that which correctly rests with the Full Governing Body so as to support the strategic role of Governors.
- v. The Committee had considered the recent independent Governor recruitment process and identified the most effective Committee role for each the three successful candidates and the staff Governor (Lee Chantry).
- vi. The need to appraise the Governing Body's performance as a group and also the development needs of individual Governors had been considered and minor concerns over the questionnaire to be used to start the process notwithstanding, its initial use was agreed.

9. Clerk's Report [FGB 20-21-19]

Noted:

9.1 Confirmation of Committee Membership

- i. As reported by the Chair of the Search & Governance Committee, the four new appointees to the Governing Body had been allocated Committee duties: Jeanette Bell and Bob Pickles (Curriculum and Performance Review Committee), Lee Chantry (Resources Committee) and Nicholas Woolf OBE (Audit Committee).

Resolved: These appointments were ratified.

9.2 Draft meetings schedule for 2021/22:

- ii. The Clerk explained that he had previously circulated a draft timetable for meetings to take place during the forthcoming academic year and that at the request of the Chair of the Curriculum and Performance Review Committee, he had amended the dates for two of that committee's meetings.
- iii. In the wake of the review of the Terms of Reference of the Resources Committee, he had also struck out the proposed joint meeting between the members of the Audit and Resources committees.
- iv. There had been a request for the Full Governing Body meeting planned for December 2021 to be moved to January 2022 but this could not be adopted as the accounts need to be signed and agreed by 31 December each year.
- v. Subject to any further changes being requested, the schedule would be handed over to the incoming Clerk as a timetable for the forthcoming year's meetings.
- vi. The CEO reported that it is likely that an additional meeting of the Full Governing Body on either the 8th or 9th of September will be required. The 'long-list' of developer partners will have been assembled following the opening of expressions of interest on the 9th August and an early meeting will be required to ratify the selection of the shortlist and agree the details of the process and scoring system that will be used to make the final selection of a development partner.
- vii. The Chair took the opportunity to express the hope that at some point the Governing Body will resume physical meetings. Hybrid meetings were not popular and as a working suggestion it was thought that perhaps Committee meetings might be held virtually and Full Governing Body meetings, physically.
- viii. Two further difficulties with dates were mentioned by members and the Chair concluded that the incoming Clerk should oversee the release of the final timetable when the business to be considered was better understood, early in the new academic year.

9.3 Chair's Action

- ix. The clerk reported two instances of Chair's Action since the previous meeting of the Full Governing Body (31 March 2021)
 - a) The appointment, after due process, of Lichfields, as the College's Town Planning Consultants; and
 - b) The appointment, after due process, of CIVICA REMS as the College's MIS provider.

9.4 Use of the College Seal

- x. There had been no instances of the use of the College seal since the previous meeting of the Full Governing Body (31 March 2021).

9.5 Brooklands Enterprises Ltd

- xi. The Clerk drew attention to the need to file (dormant) accounts, after first having been signed by the Chair of Resources (sole director). These are now overdue.

Agreed: The Director of Finance & HR will produce dormant accounts and on being notified, the Chair of the Resources Committee will attend the College to sign them.

9.6 Staff Governor (Academic)

- xii. The Clerk reminded members that the Staff Governor, Teresa Roberts had recently taken voluntary redundancy from the College and that in the Autumn term there would therefore need to be an election to fill the vacancy.
- xiii. Teresa had written a note to all her fellow Governors, which had been well received and the Clerk was asked formally to record the Governing Body's thanks to Teresa for all her hard work over the best part of two terms of office.

Agreed: The Chair will write her a letter of thanks for her service.

9.7 Restrictive Covenants

- xiv. A restrictive covenant on a deed of grant required that the College be made aware of any subsequent transfer of ownership of a portion of the College's estate that had been sold to a local angling club in 2006. A recent change to the trusteeship of the club had triggered this requirement and the Clerk reported having written to the Land Registry providing confirmation that the relevant clause (11.4.4) of the deed of transfer had been complied with.

10. Draft Minutes of the Audit Committee 25 May 2021 (Pt 1)

Points arising from the meeting:

- i. The Committee had received reports from the Internal Audit Service (IAS) on Governance, the Risk Management process, Key Financial Controls, the Apprenticeships department and progress on outstanding issues from previous audits – all were satisfactory.
- ii. The amended approach to the treatment of fixed assets in the annual accounts had been reviewed and this is now being considered by External Auditors.
- iii. The External Audit strategy was considered and approved for the current year. This had not been circulated and was an example of the type of document that would in future be made available to Governors via the VLE. Since that was not yet fully operational, the Clerk was asked to circulate a copy to all Governors. They were assured that the Audit Committee were happy with it and subject to any comments to the contrary being received by the Chair of Audit, the strategy was approved.

Action: Clerk to circulate the External Audit Strategy for 2020/21.

11. Draft Minutes of the Curriculum and Performance Review Committee 30 June 2021 (Pt 1)

Points arising from the meeting:

- i. The Committee had been pleased to see the progress made with the COVID action plan and outcomes flowing from that.
- ii. Predicted achievement of 87.3% was just above the KPI of 87%. The Committee was pleased with this but nonetheless drew the attention of the other Governors to the risks associated with 'Functional Skills' (also discussed above as part of the Principal's report).
- iii. Members asked if there was real confidence that the picture would improve. The Principal confirmed that Students continue to sit exams and that results may improve though with no further exam outcomes to draw on it is difficult to say at this point. There is another examinations window in September for progressing students to re-sit their examinations, within their overall period of study.
- iv. She was able to confirm that attendance at exams was now improving and students have also been attending workshops and one-to-one sessions, as required.
- v. Significant work still needs to take place early in the Autumn term, under the guidance of the manager of that area to ensure consistency of approach. The GCSE team are working well; sharing resources and following the quality framework but the Functional Skills team are not yet operating at the same level.
- vi. There had been some changes to the oversight of this curriculum area. A new Executive Director had been appointed and in addition, as will be seen later in the meeting, a new post of Director of Quality and Standards has been created. A key part of their role will be to support the English and Mathematics team. The support is available therefore, but greater rigour is needed throughout the team.
- vii. Success rates at level 2 and Level 3 were satisfactory, but Level 1 continued to lag behind and the question remained as to whether this was entirely attributable to poor performance in the Functional Skills area.

- viii. The Principal reported pockets of low performance elsewhere at level 1 (for example, construction) but the primary concern continued to be with Functional Skills.
- ix. The Committee Chair was able to report to other Governors that applications were up (when compared to the same time last year), that the MIS had been renewed to good effect and that the marketing report had been very thorough, continuing to support the promotion of courses (especially in Adult Education).
- x. The Committee had considered a Governor Link scheme. After some discussion and owing to the uncertainty of the wider environment, as the effects of the pandemic continued to be felt, it was decided to trial a pilot scheme in the coming academic year rather than linking right across the College. It had been agreed that links should be made through each of the four Coaches, and so to examine four areas of the College to begin with. This suggestion had been received without further comment and therefore agreed.
- xi. The Committee Chair closed by expressing satisfaction with both the outcomes of the Student Satisfaction survey and the disciplinary report, both of which had been received by the Committee.

12. Principal's Update (enrolment) [FGB 20-21-20]

- i. The Principal was satisfied that her report was sufficiently detailed but she was able to bring some of her figures up to date as of that day.
- ii. The College's achievement of its 2020-21 AEB allocation stood at 63%.
- iii. Applications by young people currently stood at 1,360 (up from 1,298 on 21 June) and continued to be ahead of levels for the same time last year.
- iv. Brooklands' Adult enrolment has seen a steady increase throughout the year, which is an improvement, if still not where the College would like to be.
- v. With respect to the potential for an ESFA clawback of AEB allocation, the AoC will be supporting Colleges with their business cases for adult provision in August and Brooklands will be submitting an AEB business case for both Direct Provision and GLA. The ESFA are still pressing for 90% achievement to secure original allocations but have now agreed to receive and consider business cases identifying why this could not have been achieved.
- vi. The CEO noted that whilst the ESFA was still looking for Colleges to achieve 90% of their adult allocation if they are to avoid a clawback, they have now formally repositioned themselves. Previously they had said that they would not listen to business cases but they now say that they will. He believed that Brooklands would deliver a sound business case and commended the ESFA for having listened and shown flexibility in this matter. The ESFA Observer was asked to feedback Governors' appreciation.
- vii. The Principal had appended a series of PowerPoint slides which had formed part of a recent All Staff Presentation, as an illustration of how staff are being kept informed of progress against targets.
- viii. Governors' attention was drawn to Higher Education provision where it could be seen that the College has received 80 applications to date against a target of 69. The College is launching flexible provision at Level 4 as part of its strategy for growth.
- ix. Governors were pleased with the progress being made. They noted that longer term targets for increasing student numbers were quite ambitious and hoped that current progress could be maintained.
- x. The CEO reminded Governors that the numbers being seen are more robust than those shared with Governors in past years because there is no duplication (where students had applied for more than one course) as a result of work by the Principal and the MIS consultant.

- xi. To maintain interest in coming to Brooklands, the marketing department is keeping in contact with students and 'Talk Tuesday' sessions were being held for newly registered applicants to come in and learn about the College and their courses. Although small in capacity, these have been fully subscribed.
- xii. The new MIS has already enrolled 700 progressors, which has not been possible in previous years. Directors are reviewing their application data regularly and in some depth. The staff are now fully aware that their future is in their own hands and that they can make a difference.
- xiii. The new Level 4 offering was applauded for being a welcome innovation at a time when some young people are wary of investing significant sums in a University education, only to find themselves quarantined and unable to participate fully because of COVID.
- xiv. The Principal agreed and in addition believed that these flexible programmes were a convenient stepping-stone for adults who may be apprehensive about setting out on a degree programme.
- xv. Additionally, a good level of interest and enrolment onto the College's Access Programmes was reported.

13. Draft Minutes of the Resources Committee 28 June 2021 (Pt 1)

Points arising from the meeting:

- i. At the time of the meeting, the accounts for 2018/19 and 2019/20 could not be finalised as the college is awaiting clarity over 'going-concern' issues. They had since been sent to the external auditors.
- ii. The Committee had congratulated the Principal on having secured the 'Youth Hub' for the College. This was regarded as a great achievement in terms of positioning the College and improving its reputation.

13.1 Draft Finance Regulations

- iii. These had been circulated and discussed at length by the Committee. They were presented here for approval.

Resolved: The College's Financial Regulations for 2021/22 were approved.

13.2 Management Accounts – May 2021.

- iv. These had not changed significantly since the previous month. The College was still forecasting a deficit of £330K against a budgeted deficit of £131K.
- v. As reported previously there had been two main impacts on income, being the struggle to achieve the necessary levels of AEB funding and a change to the Surrey CC funding rules concerning ALS/SEND which had not been understood at the time of budgeting.
- vi. Costs have been reduced where possible, though staff costs are at 68% of income against a target of 65%. Cashflow is healthy but operational leverage is tight with debt service cover projected to be 86% rather than the 100% sought. Further remedial actions are being taken.
- vii. Asked about the implications of not meeting bank covenants, the Committee Chair reported that the College has kept the bank apprised of on-going developments at every stage and although the bank (Barclays) have sent in their customary 'reservation of rights' letter, it is in fact couched in sympathetic terms. He was therefore relaxed. Discussions continue with the PMO about both *modus* and timetable for the repayment of debts to both the PMO and Barclays. Barclays do however have a charge over the College's assets, already in place.

13.3 Tangible fixed assets

- viii. The Committee had considered a new policy for valuing land, buildings and leasehold properties, moving away from 'historic cost' to 'revalued cost'. Following the intervention of the External Auditors, depreciation will be assessed not over the whole life of buildings as had been proposed originally but their remaining useful life.

- ix. Independent valuer, Gerald Eve had arrived a valuation which will be used as a base, moving forward. That base is a considerable increase over the valuation previously carried on the Balance Sheet and so despite the 'funds at risk' removes any risk of the College being considered technically insolvent.

13.4 Draft Budget 2021/22

- x. The draft budget shows a modest increase in revenue and an even more modest increase in costs, which together mean that the College is predicting an operating surplus of £93K (2020/21 - £330K) which is encouraging. Cashflow seems sound and all in all it appears encouraging but relies on continuing the current progress with AEB and continued attention to the College's cost base.
- xi. The Committee Chair was reminded that it had been a similar story the previous year (the idea of moving from deficit to surplus in the forthcoming year) and he was challenged as to the basis for increased confidence at this time.
- xii. The Committee Chair believed that the College now had far greater control over key lines of both income and expenditure, making confidence generally, much higher than it had been a year ago.
- xiii. The CEO supported this:
- The impact of the Surrey CC scenario had been significant. Nothing else on the horizon could be considered as impactful as that had been. It had been adjusted for early on and provision also made for a shortfall in AEB.
 - The 16-18yrs budget is set, the AEB allocation has been received. The entirety of the apprenticeship programme, at £300K, is less than the Surrey CC reduction and it will certainly generate something.
 - If the College continues to grow the AEB, consolidates the apprenticeship programme and maintains its HE provisions, then the budgeted outcome will be achieved.
 - Governors should not underestimate either, the not insignificant savings that will be generated simply by vacating the Mansion House and any other buildings that are later mothballed. There are non-teaching funds being used ineffectually to maintain buildings that are surplus to requirements.
 - If Governors look further back than just the previous year, then they will see that the trajectory is one of steady progress underpinned by pragmatic management.
 - Everything hinges on the College recruiting to plan and the staff know this.
- xiv. Governors again demonstrated concern over the stability of the Surrey CC funds at a time when it is known that councils are under pressure and are targeting expenditure on ALS/SEND assistance.
- xv. The CEO reported the generally held view that most councils have now downsized such provision to a sustainable level and that a further reduction no longer presented a significant risk. For Brooklands, it had been a case of having had to recalculate following a change in methodology which is now understood. Contracts now having been signed, the new rules are clear. This year there can be no interim change.
- xvi. As a small caveat, the Principal asked Governors to be aware that during each of the past two years Surrey CC have given Brooklands a 10% uplift, termed 'Management Fees' as a buffer against the effect of the changes. She had met with the Council who confirmed that the uplift would not continue.
- xvii. She added that the College has maintained the same profile as previously for high needs provision and is working to increase the intake of ASD and other high needs students. Surrey do not want such provision to be moved out of the county.
- xviii. The quantum of these 'Management Fees' is in the tens of thousands and its loss is manageable.

13.5 Proposed Capital Budget 2021/22

- xix. The proposed capital Budget totals £1.4M and part of this projected expenditure is in support of the curriculum and on IT. £877K will be spent on the estate development project with funding to be covered

by land sales. The Locke-King refurbishment (£358K) is being grant funded, (half from the ESFA and half from Community Infrastructure Funds) and so the amount to be taken from in-year College funds is in fact quite modest at £175K.

13.6 Resources Committee Draft Terms of Reference

- xx. The draft revised Terms of Reference were presented for information and were received without comment.

13.7 Health & Safety Report

- xi. The Committee commended an excellent Health & Safety report to fellow Governors.

14. Report of the Director of Finance & HR [FGB 20-21-21]

- i. The Annual Report and Financial Statements for 2018/19 and 2019/20 have been audited and completed as far as possible pending agreement regarding the funds at risk. How best to report concerns regarding regularity and Internal audit recommendations, is also still under consideration.
- ii. It will be seen from the 2018/19 report and statements that the previous year's accounts (2017/18) have been restated to reflect a new nett book value of fixed assets of c£23M, up from £3.4M previously. There are extensive notes explaining how the difference has been calculated.
- iii. For the purposes of the accounts, the CEO reported that the IAS had issued a new report on the Learner Numbers (detailed in Part 2).
- iv. The requirement for further proof-reading of the accounts was highlighted and the Director of Finance and HR asked for any known errors or omissions to be notified to her.
- v. The ESFA deadline for the submission of the accounts had been extended to 31 August 2021.

14.2 Fees policy

- vi. The Fees policy had been considered originally by the Resources committee at their March meeting and having been updated slightly was now being recommended for approval. There were very few changes for 2021/22 apart from a new process for debt recovery and further updates to current practice.

Resolved: The 2021/22 Fees Policy was approved.

14.3 Draft Budget 2022-23

- vii. The Resources Committee had recommended for approval, the draft budget for 2021/22 but by the end of July the College needs to have submitted the annual CFFR to the ESFA which requires an additional plan for the following year, 2022/23.
- viii. The Director of Finance & HR had proposed a small increase to both income and expenditure in line with the College's prospects for growth, and this had resulted in a projected surplus for 2021/22 of £157K (2020/21 £93K). This was presented for Governors to approve its onward submission to the ESFA.

Resolved: The Draft Budget 2022/23 was approved for submission to the ESFA as part of the CFFR.

14.3 Outline Budgets 2023-2026

- ix. Solely for information purposes and to give an indication of likely progress, year on year, the Director of Finance and HR had updated her estimates as far as 2025/26 by which time income is projected to have reached £14.5M. This correlates with the plans that underpin both the Estates Development Plan and the bid for Transformation funds. These in turn tie in with the re-sizing of the Weybridge campus and more effective use of the Ashford campus.
- x. It may be that the demand for HE will increase significantly in the light of changing Government priorities and further improve the figures as they now stand.

14.5 Risk Register and Related Materials

- xi. The Director of Finance & HR drew Governors' attention to the new design of the Risk Register, now in Excel and hopefully easier to follow. This followed recommendations from the IAS. She expressed her thanks to the Health & Safety Officer for compiling the new Excel model.
- xii. One member of the Audit Committee repeated her concern, expressed previously, that the risk register failed to carry a single 'red' risk. She asked for it to be minuted that in the light of continuing challenges related to 'funds at risk' she believed that there ought to be at least one 'red' risk on the register.
- xiii. In response the CEO as Accounting officer requested that the Clerk minute that in his view the College has correctly used its risk policy and that it does identify 'raw' risks but then assesses the effectiveness of the mitigation or management of that risk to identify the mitigated risk levels that are reported on the heat map. Currently, with all risks adequately mitigated and that as things stand, there are no 'red' risks.
- xiv. The position may change if circumstances change but, in his view, the Risk Register is a snapshot of the moment, to enable Governors to see where they may need to take action or accept an increased appetite to take risks.

Any Other Business.

There being no other business, the meeting was closed at 19.50.

Date of Next Meeting

The next meeting of the Full Governing Body will be confirmed in due course.

Andrew Baird

Chair of Governors

Jonathan Lipscomb

Clerk to the Governing Body