

## MEETING OF THE CORPORATION BOARD

### MINUTES

*Some sections of these Minutes have been redacted from the published version on the grounds of commercial, strategic or personal sensitivity.*

|                                                |                                                                                                                                                                                                                                                                                                                                                       |
|------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date</b>                                    | <b>Wednesday 23 October 2024</b>                                                                                                                                                                                                                                                                                                                      |
| <b>Time</b>                                    | 17:00 to 19:25                                                                                                                                                                                                                                                                                                                                        |
| <b>Location</b>                                | Room 102, Vickers Building                                                                                                                                                                                                                                                                                                                            |
| <b>Present (Governors):</b>                    | Professor Craig Mahoney (Chair)<br>Jesse Adekoya<br>Rowen Baker (Student Governor)<br>Fiona Capstick<br>Lee Chantry (Staff Governor)<br>Mitchell Fletcher (Student Governor)<br>Dr Andrew Gilchrist<br>Adam Herriott<br>Mary Hughes<br>James Measures<br>Rebecca Page-Tickell<br>Jackie Pearson<br>Christine Ricketts (Principal and Chief Executive) |
| <b>Officers and advisers<br/>In attendance</b> | Sarah Clancey (Assistant Principal Education) - APE<br>Lorne Richardson (Assistant Principal Curriculum) -APC<br>Allan Tyrer (Chief Operating Officer) - COO<br>Melissa Drayson (Director of Governance) - DG<br>Andy Cole (Rockborn Management Consultants) - Item 4 only<br>Melissa Breedon (Head of Safeguarding) - Item 5 only                    |
| <b>Apologies for absence</b>                   | Hilary Omissi<br>Paul Stedman<br>Meyrick Vevers                                                                                                                                                                                                                                                                                                       |
| <b>Quorum (8)</b>                              | The meeting was quorate throughout                                                                                                                                                                                                                                                                                                                    |

| Item |                                          | Action<br>lead |
|------|------------------------------------------|----------------|
| 1.   | <b>Preliminary items</b>                 |                |
| 1.1  | <b>Welcome and Apologies for Absence</b> |                |

The Chair welcomed the following new governors to the meeting:  
Fiona Capstick (independent)

Rebecca Page-Tickell (independent)  
Maureen McDermott (support staff governor)  
Lee Chantry (teaching staff governor)  
Rowen Baker (student governor)  
Mitchell Fletcher (student governor)

For the benefit of new governors, the Chair reminded the Corporation that all matters discussed should be treated in confidence until the Minutes were approved and that some business would be highly sensitive and should not be discussed outside of the room.

## **1.2 Declarations of interest**

There were no new declarations of interest relating to items on the agenda. Previously declared interests were carried forward. The Director of Governance reminded governors to complete their Register of Interests update forms if they had not already done so,

## **1.3 Urgent other business notified in advance**

No urgent items of other business had been requested.

# **2. Minutes**

## **2.1 Minutes of the Corporation meeting on 10 July 2024**

The Director of Governance had been notified of some small amendments before the meeting and confirmed that these did not change the substance of the minutes. Subject to these, it was:

**RESOLVED: That the Part One Minutes of 10 July 2024 be APPROVED as an accurate record, and confidential sections be confirmed.**

## **2.2 Decisions made via Written Resolution since 27 March 2024**

*Supporting paper by the Director of Governance*

The Corporation noted and ratified the following written resolutions that had been approved since the previous meeting.

### **3 August 2024 Appointment of a new governor**

The Corporation approved the appointment of Rebecca Page-Tickell as an independent governor for a four-year term of office, subject to references, DBS clearance and eligibility checks.

### **24 September 2024 Approval of tender for Tower Refurbishment**

On the recommendation of the Finance and Resources Committee and following a compliant and robust tendering exercise, the Corporation approved the appointment of GTCI to undertake the external and internal refurbishment of the Tower

### **8 October 2024 Approval of tender for Barnes Wallis Refurbishment**

Following a compliant and robust tendering exercise, the Corporation approved the appointment of ACS Limited to undertake the Barnes Wallis building refurbishment.

**3. Matters arising and actions carried forward**  
*Supporting paper by the Director of Governance*

There was one action from the July meeting to report, all other actions having been completed. The Director of Governance reported that the external governance reviewer had agreed to a summary statement of the EGR to be published on the website.

**4. Principal and Chief Executive's Report, including performance against KPIs**  
*Supporting paper and presentation by the Principal and CEO*

Governors received a presentation summarising headlines from the detailed written report, including:

- Student outcomes 2023-24. Overall achievement rates were broadly in line with 2022-2023 (83.1% compared to 82.9% in 2022-23 and against the KPI of 84.0%). However, GCSE English and maths outcomes had a negative impact on overall performance.
- Student enrolment and any in-year impact on income.
  - 16-19 numbers were 50 over target by the Day 42 census.
  - T Level enrolments were under target but clawback would be significantly less than predicted.
  - Apprenticeships were set to exceed the target.
  - Adult and Higher Education enrolments were still underway.
  - High Needs Element 2 income included an extra £90k.

The Corporation Board ratified the key priorities for 2024-25:

1. Strengthen the **quality of education** so that all learners have at least a good experience and that they are prepared well for the world of work.
2. Creatively adapt and innovate the **curriculum** and serve our community with high quality education and training.
3. Manage our **finances and capital** efficiently and effectively so that the organisation can flourish and grow.
4. Continue to **invest in our workforce** so that staff develop the skills and expertise that they need to carry out their roles efficiently and effectively, and that we support their career aspirations.
5. Secure our College by exploring our **strategic intentions** for the future thereby, securing the College as an anchor institution in the community.

**5. Safeguarding and Student Wellbeing 2023-24**  
*Supporting paper and presentation from the Head of Safeguarding*

Governors noted the following headlines:

- The Safeguarding Team caseload continued to grow. There had been a 130% increase in referrals in the past three years. This was a common picture across the sector. Governors asked what lay behind the increase. This was partly due to a greater prevalence of issues but also reflected greater student confidence in the available support. Mental health concerns continued to be the biggest contributor to safeguarding referrals.
- The Safeguarding Team had been restructured. A full-time position for a SEND specialist was currently being advertised to support students with Education and Health Plans (EHCPs).
- Thirty-five students had identified as high risk of suicide or self-harm, but this had reduced by the year-end to four, reflecting the significant focus on supporting these learners. 118 members of staff had gained the Papyrus suicide prevention qualification. There had been one Prevent case which was now closed.
- More focus had gone into identifying students in need of support at enrolment, with the result that the number of students identified in September 2024 had increased by 42%. Early identification meant that more preventative measures would be put into place with these students.
- There had been three LADO referrals. Two had been closed and one staff member had resigned. The LADO had commended the College for the handling of a potentially serious student incident.
- The Safeguarding and Wellbeing team was working closely with the Personal Development team on student tutorial content on a range of issues.
- The college continued to work in partnership with local charities and organisations, especially to relieve poverty among students. A donation of £2k would be spent on gift cards for students who had run out of money. A loan scheme was in place for boots and phones. Governors asked if the winter coat donation scheme would be running again this year.

The Head of Safeguarding was thanked for a comprehensive report and thanks were conveyed to the safeguarding team for their work in supporting the most vulnerable students.

Governors were reminded to confirm that they had read the latest Keeping Children Safe in Education guidance if they had not already done so.

## **6. Finance and Resources**

### **6.1 F&R Committee report and recommendations**

*Supporting paper and minutes of the meeting on 18<sup>th</sup> September.*

The executive summary of key issues discussed by the F&R Committee was noted. An update was given that the College was awaiting a response from the DfE to its letter on the 2022-23 financial health grade, but this had been promised during the week commencing 4 November. Disappointment was expressed about the timeliness of the DfE's response.

The Chief Operating Officer summarised the 2023-24 year-end position. The previous year had delivered what was set out in the budget in terms of cash generation of £1.8m (14%). The accounts were now being audited and significant movement was not expected. A key audit issue would be the presentation of the income from the sale of land and buildings and the repayment of the ESFA debt, on the balance sheet.

The 3-5-year financial plan continued to show that this level of EBITDA could be sustained without significant growth. The financial plan would now be extended to ten years to tie in with the timing of the repayment of the remainder of the DfE loan.

## **6.2 Estates project update**

*Verbal update by the Chief Operating Officer*

The refurbishment of the Edge building was on budget and ahead of schedule. The estimated completion date was now December, and full use should be possible by February half-term. The Edge would provide state-of-the-art teaching facilities for Science and Health subjects.

Work had started on the recladding and internal refurbishment of the Tower. Completion was expected in mid-July which would ensure reoccupation in September 2024. The top two floors of Barnes Wallis were also being remodelled to convert Art and Design into Catering and Hospitality space, and to locate Hair and Beauty on the top floor.

Together, the budget for the three buildings was, with current contract costs leaving a healthy contingency.

It was noted that the next phase of the development could be more disruptive as it involved the demolition of the Locke-King/Mansion link and Concorde buildings. The timing of the link demolition was now governed by the presence of bats in the loft area, so had to be completed in April. The Project Team was currently planning how to ensure that disruption to students would be minimised.

The student governors commented that the construction works had not caused major disruption so far, although parking was an ongoing issue. A positive benefit of having a greater concentration of students in fewer buildings was that it generated a busy and purposeful atmosphere.

Management reported that work to improve footpaths in outside areas had been brought forward as these were now getting muddy. Staff governors commented on the need for some SEND and autistic learners to have ready access to outside space to help with self-regulation. The replacement of lost space with alternatives had been managed effectively. In addition, the Neuropod was a beneficial development for providing a quiet space for neurodivergent students. Cala Homes continued to respond to any potential health and safety issues promptly.

## **7. Audit and Risk**

### **7.1 Audit and Risk Committee report and recommendations**

Minutes of Corporation meeting on 23 October 2024 approved for publication

*Supporting paper and Minutes of the meeting on 25 September presented by the Chair of the A&R Committee*

Headlines were that two internal audits had returned 'reasonable' assurance opinions. The Learner Numbers audit was nearing its completion and the Internal Auditors were expecting to give a full assurance opinion in their Annual Report. The final internal audit plan for 2024-25 had been agreed.

A decision had been made to retender for both Internal and External Auditors to commence in September 2025. Recommendations would be brought back to the Corporation Board in March 2025.

The Whistleblowing Policy had been updated and was recommended for approval

## **7.2 Risk Register**

*Supporting paper presented by the Chair of the Audit and Risk Committee and Chief Operating Officer.*

The A&R Committee had considered the new-look risk register and confirmed that it was happy to adopt it. The risk register now included the risk appetites agreed upon by the Corporation at the April 2024 Strategy Day.

Governors commented that they were pleased to see the investment in IT and digital. It was confirmed that some of the outstanding capital grants would be used to build and upgrade IT capacity, including replacing the current server network. Governors asked if a contingency was in place if there were any cyber security failures after the server was changed. Assurance was given that cyber security was a key priority. The recommendations of the Cyber Security audit were being implemented, insurance was in place and the College was pursuing Cyber Essentials Plus. An immutable backup was also in place.

**RESOLVED: That the following be APPROVED on the recommendation of the A&R Committee:**

- i. **The Internal Audit Plan 2024-25**
- ii. **The updated Whistleblowing Policy**
- iii. **The new risk register.**

## **8. Governance and Compliance**

### **8.1 Vice Chair Election**

*Report by the Director of Governance*

One nomination had been received for the position of Vice Chair of the Corporation Board. Hilary Omissi had been proposed by Jackie Pearson and seconded by Craig Mahoney. The Corporation Board confirmed that it was delighted to support Hilary's appointment and it was:

**RESOLVED: That Hilary Omissi be appointed as Vice Chair of the Corporation for a two-year term, as set out in the Standing Orders.**

## **8.2 Governance, Nominations and Remuneration Committee Report (G&N items)**

*Supporting paper presented by the Director of Governance*

The Corporation noted the key areas for discussion set out in the executive summary report. The full Minutes of the meeting would follow when available.

The current membership was noted. Following the resignations of Louise Salmon and Tarcha Choony, there was a vacancy for an independent member.

The following were proposed as governance priorities, resulting from the combined outcomes of the external governance review, assessment against the Code of Governance, the Chair's 1-2-1 meetings with governors and committee evaluations:

- Continue efforts to increase the diversity of our Corporation
- Develop our induction and onboarding of new governors further with the introduction of a Governor Handbook and embedding our buddying system
- Increase, and encourage take-up of, opportunities for governors to meet students in a variety of settings.
- Continuing to provide training and support to ensure that all governors are able to contribute and challenge at meetings.
- Further embed the new AoC Code of Governance, reflecting the Corporation's governance values and Nolan Principles.

A comprehensive review of the Instrument and Articles of Government and Corporation Standing Orders had been undertaken. The latter would be combined with the Scheme of Delegation, Governor Code of Conduct and Committee Terms of Reference to provide a single set of Governance Policies.

**RESOLVED: that the following be APPROVED, on the recommendation of the GNR Committee:**

- (i) A grade of Good for governance in 2023-24**
- (ii) The governance priorities for 2024-25**
- (iii) The revised Instrument and Articles of Government**
- (iv) The updated Corporation Standing Orders.**

## **9. Urgent Other Business**

There was no other business.

*Staff and student governors and staff in attendance left the meeting for a confidential report from the GNR Committee.*

**Approved as a correct record by the Corporation on 18 December 2024**