

Minutes

CORPORATION MEETING

Date:	24 th April 2023	Time:	3.00 PM
Chairperson:	Sally Osmond	Location:	UCN Rm. 284

Members	Name	Present	Role
1.	Glyn Howells (GH)	*	External Member
2.	Iain Wolloff (IW)	*	Principal & Chief Executive
3.	Javaid Iqbal (JI)	*	External Member
4.	Martin Hamer (MH)	*	External Member
5.	Sally Osmond (SO)	*	External Member – Chair
6.	Stuart Compton (SC)	*	External Member
7.	Sue Richardson (SR)	*	Staff Representative
8.	Tim Major (TM)	*	External Member
9.	Julian Cooper (JC)	*	External Member
10.	Gavin Brooks (GB)	*	External Member – Vice Chair
11.	Shelly Van Meter (SVM)	*	Staff Representative
12.	Sam Dibas (SD) (16.10)	*	External Member
Apologies:	Lauren Bailey (LB)		Student Governor
	Peter Lambert (PL)	*	External Member
In Attendance:			
1.	Cathy Wright (CW) (15.21)	*	Director of HR and Support Services
2.	Don Everitt (DE)	*	Director of Finance
3.	Jo Houghton (JH)	*	Director of Business & Partnerships
4.	Lee Hunt (LH)	*	Vice Principal
5.	Richard Lee (RL)	*	Clerk to Corporation – Minute taker
Quorum:	Seven required	*	13 present at start - meeting quorate

Item		Reports
1	Welcome and Apologies for Absence Apologies were received from LB, TR, and PL.	
2	Declarations of Interests No declarations of interests were made.	

3.1	<p>Non-confidential minutes of the previous meeting[#]</p> <p>JI asked for an update regarding 3.2 (S&G) - conducting a governance review. SO responded that external providers are being reviewed; a governance audit should be conducted in the third quarter of this year.</p> <p>MH asked if 4.2 (third-fourth bullet) that related to student feedback was correct. IW responded that the student survey had identified 94% of students as feeling safe justifying the comment.</p> <p>GB noted that 5.3 (Quality diversity) 'appraisal under-represented' requires clarification.</p> <p>Action: RL to rewrite point 5.3. Action: RL to remove 'tracked changes' comment.</p> <p>SO asked the Board to approve the non-confidential minutes for the meeting held on 12th December 2022.</p> <p>SO asked that information on the Campus (8.1) be moved to confidential minutes.</p> <p>Action: RL to move 8.1 Campus piece to confidential minutes.</p> <p>The Board was asked to approve the non-confidential minutes for the meeting held on 12th December 2022. The Board unanimously approved the non-confidential minutes for the meeting held on 12th December 2022.</p> <p>Confidential minutes of the previous meeting</p> <p>JH noted Liam Faughnan's title is the College Apprenticeships Executive.</p> <p>Action: RL to amend LF title.</p> <p>The Board was asked to approve the confidential minutes for the meeting held on 12th December 2022. The Board unanimously approved the confidential minutes for the meeting held on 12th December 2022.</p> <p>SO noted the resignation of CC and AG. RL noted that minutes for 2020-2022 have been submitted for inclusion on the College website.</p>	<p>Paper - p.3</p> <p>Paper - p.15</p>
3.2	<p>Matters arising from the minutes / Action Log</p> <ul style="list-style-type: none"> • 2 Governor Biographies are still missing. • The date of the Strategy Day has been changed to the 15th of May. 	<p>Paper - p.17</p>
4	<p>GOVERNANCE</p>	
4.1	<p>Report from the Search & Governance Committee</p> <p>SO asked the Board to receive a report of the work of the S&GC and to review the discussions and recommendations from the S & G Committee, including the adoption of several core documents which have been revised and aligned.</p> <p>With the Clerk an amount of work has been conducted to align the core documents relating to Corporate Governance. The exercise was guided by the FE and sixth form</p>	<p>Paper - p.18</p>

	<p>college corporations: governance guide, Published 28 June 2022 which clearly defines the roles and responsibilities of governing bodies and demonstrates areas of 'must do' and areas of 'should do' practice.</p> <p>Approval of the set of documents which are included in the meeting pack will enable a baseline for review and document control going forward and will ensure that all required documentation is posted on the college web site. The documents included for approval include:</p> <ul style="list-style-type: none"> • Standing Orders. • Articles and Instruments. • Terms of Reference for each committee. • A new overarching governance policy. • Several processes including agenda preparation, minutes preparation and review. • New governor appointment and induction process. <p>The results of the recently circulated skills audit were discussed.</p> <p>The recent resignations from Corporation members have led to some gaps in our Board line up.</p> <p>SO noted that:</p> <ul style="list-style-type: none"> • We have a number of gaps in the Governing Body, this poses a challenge in our skill coverage. • Although a great deal of work has been done there are still a number of governance processes to be addressed – this exercise is still a work in progress. <p>SO noted that:</p> <ul style="list-style-type: none"> • We continue to chase members on issues of meeting attendance and the requirements for quoracy on committees. <p>SO cautioned that issues of concern include:</p> <ul style="list-style-type: none"> • Attendance and requirements relating to attendance at meetings. • Statutory training requirements in noncompliance for some members. <p>Action: RL to forward FE governance guide 'must do' list to all Governors.</p>	
4.2	<p>Policies</p> <p>SO Asked the Board to approve policies recommended by Committees:</p> <ul style="list-style-type: none"> • Instrument of Government (Search and Governance) • Articles of Government (Search and Governance) • Standing Orders (Search and Governance) • Governance Policy (Search and Governance) • Risk Management Policy (Audit Committee) • Reserves Policy (Finance and Resources) <p>GH noted that a Reserves Policy has been created to formalise actions to be taken when there are less than 2 months of available cash reserves. This triggers Governors to receive a monthly financial report when the level is reached.</p> <p>Action: Finance Director to prepare and commence the process of releasing reports required to Governors when cash flow minimums are reached.</p> <p>SO asked the Board to formally approve the governance documents presented. The Board unanimously approved the governance documents presented.</p> <p>SO noted that a short addendum to the Instruments and Articles is being created related to the election of student governors via the Student Council.</p>	Papers - p.20

	SO noted the new AOC Code of Conduct will be brought to the first FGB after it is released by AOC (possibly October 2023)	
5	COLLEGE REPORTS	
5.1	<p>Principal's Report</p> <p>IW asked the Board to receive the Principal's Report. The Principal's report is provided for each meeting of the Corporation, to provide a brief summary of:</p> <ul style="list-style-type: none"> • Current issues for the sector • Key issues for the College, since the last Corporation meeting <p>The key points for the Corporation to note from the attached report include:</p> <p>Sector issues</p> <ul style="list-style-type: none"> • Reclassification of colleges into the public sector. • College sector pay. • LEP winding-up - Berkshire LEP will not be terminating. • Level 3 reforms. • Artificial Intelligence. <p>College issues</p> <ul style="list-style-type: none"> • Ofsted Inspection. • Finances & Cashflow - the large land planning application could be resolved at a June Planning Committee meeting, which may release funds to cover the predicted cash flow crunch. Alternative funding to cover the potential cash flow situation is being investigated. • College events, activities, and successes. <p>IW noted that potential improvements included:</p> <ul style="list-style-type: none"> • Reclassification of colleges to the public sector - use of land sale receipts has been clarified and should enable the college to use the funds as planned. • Artificial Intelligence. • College events, activities, and successes. <p>IW noted that the Level 3 education reforms remained an issue.</p> <p>IW caution that areas of concern included:</p> <ul style="list-style-type: none"> • Ofsted Inspection. • Finances & Cashflow. • College sector pay. • LEP winding-up. <p>SO asked, in relation to the College sector pay discussions, whether increases in funding had already been received. IW responded that AOC work on the subject demonstrated any increase that has occurred is cancelled out by the cost of living rises; in real terms no College has received significant additional funding. SO asked about the possibility of industrial action. CW responded that the College staff had been balloted for industrial action, but industrial action had been rejected.</p> <p>GB asked if level 3 reforms would impact the College. IW responded that the College has focused on T Levels which will not be affected, but the sector is concerned that some level 3 students who would have otherwise studied at level 3 would drop out rather than study T Levels. Overall, 16-19 student enrolments are increasing. LH noted that some curriculum areas are not covered by the T Levels.</p> <p>SC asked what the impact of not paying the PFI would be. GH noted legal proceedings would start but it could take time. SC asked what the consequences, for Governors in this context would be, if payments were deferred. GH noted that the College is effectively underwritten by central government.</p>	Paper - p.74

	<p>MH noted his dissatisfaction with the financial situation.</p> <p>Action - Clerk to further investigate Governors' liability in respect of financial position. GH to support.</p>	
5.2	<p>Ofsted Report Feedback*</p> <p>Refer to Confidential Minutes.</p>	Paper - p.78
5.3	<p>Student Governor Report#</p> <p>LH asked the Board to receive an update of key student issues. LH noted that a process has been put in place to improve the consistency of attendance at the Student Council. However, LH noted that the Student Council has represented student voice effectively, for example, safeguarding issues were brought to the SLT through the Student Council.</p>	Paper - p.86
6	CURRICULUM & QUALITY	
6.1	<p>Report from the Curriculum & Quality Committee</p> <p>GB asked the Board to receive a report of the work of the C&QC. GB noted his appointment as chair and TM as vice chair. The C&Q TOR has been approved and placed on the college web site. A planned addition to the TOR was that the Committee has a separate oversight for ensuring the College meets the local skills agenda, and for its integration into the Curriculum. GB noted the Ofsted Inspection was reviewed and it was agreed that CQC would receive monthly updates against the Single Improvement Plan (SIP) with a focus on safeguarding. GB noted safeguarding has been moved up the CQC agenda. GB noted that CC's resignation left the safeguarding position open, and IW has contacted a potential new Board member with extensive experience of safeguarding. GB noted a quality governor will also need to be appointed. The Accountability Statement (AS) was discussed, and a draft statement seen.</p> <p>Action: GB to draft addition to TOR relating to skills review</p> <p>Action: IW to move forward with contacting potential safeguarding governor</p>	Verbal
6.2	<p>Accountability Statement</p> <p>JH asked the Board to consider approval of the draft Accountability Statement, as recommended by the C&Q Committee. As of 28th June 2022, governing bodies of institutions within the further education sector have a duty under the Skills and Post 16 Education Act 2022, to review provision in relation to local needs. The Act introduced the development of Local Skills Improvement Plans (LSIPs). The Thames Valley Chamber of Commerce is the employer representative body summarising employer skills needs in the local area, based on labour market information and feedback from local businesses.</p> <p>A separate duty is for providers to produce Accountability Agreements which need to be signed off by governing bodies, submitted to the Department for Education, and will apply from the academic year 2023-24. Governing bodies are required to review College provision at least every 3 years, or when a new Local Skills Improvement Plans (LSIP) is published. The outcome of the reviews will be published on the College website. The LSIP for Berkshire will not be published until 23rd June 2023, however the College Accountability Statement must be agreed and submitted to the DfE by 31st May 2023.</p> <p>A Skills Accountability Statement action plan is also submitted to action the elements of Skills provision that prevented the College being graded as 'strongly meeting skills needs' in the latest Ofsted inspection and to enhance the robustness of future Accountability Statements.</p> <p>JH asked the Board to approve the draft AS for the 31st of May. GB responded that the</p>	Paper - p.88

	<p>draft seen by the CQC was sufficient and can be submitted; national needs will be added before approval in June and submission in July. GB noted that it is a legal responsibility for the Board to sign the AS.</p> <p>SO asked if the Board would approve the draft AS. The Board unanimously approved the draft AS.</p>	
7	AUDIT	
7.1	<p>Report from the Audit Committee</p> <p>MH asked the Board to receive a report of the work of the AC. The Board is asked to note:</p> <p>At its meeting on the 20th February 2023, the Audit Committee asked the FGB to note and action the following items:</p> <p>The Committee noted, with some concern, that the significant rotation in the number of Finance Directors over the last two years posed a substantial risk to the economic security, continuity, coherence, and stability of the Institution. All agreed that this was related to the relatively low level of remuneration attached to the post and the Board was asked, as a matter of some urgency, to seek to review the pay range offered for this level of appointment.</p> <p>MH noted potential improvements include:</p> <ul style="list-style-type: none"> • Audit Committee - New Terms of Reference - Approved. • Risk Management Policy - Updated • Agreed to explore tendering for New Contract - or other options - for Internal Audit. <p>MH noted that matters remaining unchanged included the Risk Register - No new items specifically flagged by SLT as areas for concern.</p> <p>MH cautioned that Health & Safety remained an active issue of concern.</p> <p>SO noted that the first round of FD interviews showed candidates were insufficient and a new job profile and salary package are being considered. IW noted there are seven current FD applicants.</p>	Paper - p.108
7.2	<p>Risk Register</p> <p>1. Recommendation</p> <p>IW Asked the Board to receive the latest update to the Risk Register, considered in detail by the Audit Committee in February. (Please note, risks arising from the Ofsted inspection will be incorporated in the next review of the Register)</p> <p>The College maintains a risk register that is subject to regular review. Risks identified are scored on both their potential impact and probability, to give an overall score and to enable a ranking of risks.</p> <p>The Register has been further reviewed in January 2023 and the document provided showed various actions which have now been taken and others which have been updated (shown with tracked changes). The highest ranked residual risks remain safeguarding and those related to income and cashflow.</p> <p>SO noted that the Health and Safety Policy requires that a member of the Board sits on the H&S committee and proposed an Audit Committee member be appointed.</p> <p>Action: MH will find an audit member to sit on the H&S committee.</p>	Paper- p.109

8	FINANCE & RESOURCES	
8.1	<p>Report from the Finance & Resources Committee</p> <p>GH asked the Board to receive a report of the work of the F&RC.</p> <p>The Board is asked to note:</p> <ul style="list-style-type: none"> • Student numbers are currently showing an improvement against the planned position, which is a positive in terms of revenue. • Management Accounts were reviewed in detail. I&E position is broadly in line with budget and cash position becomes very tight. Potential mitigations were discussed. • The Committee approved the publication of the Gender Pay Gap Report • The Committee received a report for assurance around the College's Cyber Security arrangements. • The Committee received an update on the recruitment of the replacement Finance Director • The Committee approved the Financial Reserves Policy which will mean that the FGB will receive monthly management accounts whilst the cash position is challenged. • We received an update from the Strategic Development Committee about some likely costs of exiting the PFI which will be in next year's budget and delays with the potential GP surgery development. <p>GH noted that Student numbers and income were slightly better than budgeted.</p> <p>GH noted that the College is dealing appropriately with the continuing risks around cyber security.</p> <p>GH cautioned that cashflow will become critical as we move into the summer and mitigations need to be developed.</p> <p>SC asked if the person appointed to do dilapidation reporting will be a member of staff or an external appointment. JH responded that the College will be placed on the PFI register and the building survey will be conducted by DfE consultants. GH responded that the College will then receive a checklist of areas to investigate that will have a resource implication. CW noted that a head of facilities is also being recruited.</p>	Verbal
8.2	<p>Monthly Management Accounts</p> <p>DE asked the Board to receive the monthly management accounts for the seven months to 28th February 2023. The forecast total deficit has been updated to £ (1,236,000) which is £122,000 better than budget. At the 7-month point, the college reports a deficit of £ (812,000) (January £ (541,000), which is a £ (251,000) adverse variance to budget. Cash availability remains a key issue. See section 3 below and the Management Accounts.</p> <p>DE noted that the format of the management accounts is being improved so that they more closely align with the ESFA exemplar.</p> <p>DE noted that there are several changes to forecast, however, overall, the revised forecast Operating Deficit is similar to the original budget.</p> <p>DE cautioned that:</p> <ul style="list-style-type: none"> • the timing of land sale income is not certain though it is nevertheless included in the cashflow forecast. • Land sale income is required to avoid the risk of a cash deficit position in the relatively near future. <p>GH asked what the capital grant was and why it was not included in the budget. DE responded that it was the release of deferred capital grants - a non-cash income; this value was not budgeted by the external auditors. GH noted the I&E position is better</p>	Paper - p.117

	<p>than predicted but this is supported by a £250k capital grant that has not been budgeted.</p> <p>TM asked about debt recovery. DE responded that it is following up on non-recovered debts. DE noted that there is a higher proportion of student debt than in previous years. SO asked why football payroll was twice as much as budgeted. GH responded that it reflects an error to sign off the correct budget. SO asked if the football contribution was lower than predicted. IW responded it is correct as budgeted, but this was not included in the main college budget. JI asked if the three million land payment is intended to cover costs to the end of the PFI in 2027 why the chart on p.126 shows this payment is insufficient. SO responded that the graphs only reflect part of the land payment. GH noted that the 24/25 numbers are not known with any degree of accuracy. SO asked when the budgeting process starts. DE responded it started on the 24th of April.</p>	
8.3	<p>Gender Pay Gap Report</p> <p>SO asked the Board to consider the approval of the gender pay gap report, which gives a summary of the Gender Pay Gap at Newbury College on 31st March 2022, as recommended by the F&R Committee. This report will be published on our Web Page in accordance with statutory guidance and the data input into the Government reporting system.</p> <p>Overall, 73% of our staff are female, our mean gender pay gap has significantly reduced this year and is in line with the College Education sector, where employee numbers are between 250 and 499. A Gender Pay Gap (GPG) shows the differences in the average pay between all males and female in a workforce. It is represented as a percentage, where a positive number is a pay gap in favour of males, and a negative number is a pay gap in favour of female.</p> <p>The Gender Pay Gap is different from the Equal Pay Gap. The Equal Pay gap deals with the pay differences between males and females who carry out the same jobs, similar jobs, or work of equal value.</p> <p>After seeing our mean gender pay gap reducing in 2021, this year's data continues to reduce, it has now narrowed to a gap of 13%, slightly above the education average of 11%. Our median gender pay gap has decreased by 5% year on year, though at a higher than desired 27%. The benchmark group has an average 17% gap.</p> <p>Minor changes in our staff profile, can result in a change of the pay gap, our headcount has grown by 65 heads on the snapshot day, which has made a difference to the calculations. Our curriculum support staff make up around 44% of the workforce, they are predominantly women (83%) and are in Quartile one. When we review the splits in each area, it is easier to see that within each area the College any work that needs to be addressed.</p> <p>CW note that matters remaining unchanged included: We have a sizeable proportion of female employees. The split of male to female within the management team continues to closely reflect the overall demographic of the College.</p> <p>CW cautioned that difficulties in recruiting key staff within construction and engineering may increase the gender pay gap unless we are able to attract female teaching staff, and this remains an issue of concern.</p> <p>SO asked the Board to approve the Gender pay gap report The Board unanimously approved the gender pay gap report.</p>	Paper - p.127

9	STRATEGIC DEVELOPMENT COMMITTEE	
9.1	<p>Report from the Strategic Development Committee SO asked the Board to receive a report of the work of the SDC, to review the discussions and recommendations from the SDC on several items.</p> <p>Gavin Brooks attended and was elected to the Committee. The revised ToR was reviewed and approved.</p> <p>Initial plans for the Strategy Day in May were discussed, the committee was pleased to understand the engagement of student and staff in the day, and the opportunity to meet representatives. Requirements for expanded marketing and branding were discussed in relation to planned college (good) growth.</p> <p>Updates were received on the progress of land sales and there was discussion regarding the planning application and appeal process. The PFI again occupied a part of the discussion. A report was received from LH detailing possible areas of future need and college expansion along with associated cost implications if the college is required to prepare bids for specific projects.</p> <p>Progress on the climate action plan was presented.</p> <p>SO noted potential improvements included a solid plan to bring the PFI to conclusion is progressing and engagement with external agencies is on-going.</p> <p>SO noted that the land sale progress continues to be slow due to on-going challenges in West Berks planning dept, and this was a matter remaining unchanged.</p> <p>SO cautioned that complications relating to the planning approval for land sale and its impact on cash flow in 2023 remains a matter of concern.</p>	Paper - p.136
9.2	<p>Strategic Planning Day Update[#] SO noted that plans for the strategy day will be revised and released soon; the first hour will be joined by the Staff forum and student council.</p>	Verbal
10	HR	
10.1	<p>Performance Management[#] CW asked the Board to receive an update on performance management and appraisal for College staff.</p> <p>The Strategy has a theme focussing on Talent Management which addresses “professional growth and leadership excellence. The College has several policies and rules to support expected performance in the college:</p> <ul style="list-style-type: none"> • Code of conduct • Handling Capability • Performance Management Guidance Document • Strategy on Succession Planning. <p>Managers deal with performance issues as they arise with the support of the HR department.</p> <p>CW noted that matters remaining unchanged included:</p> <ul style="list-style-type: none"> • The SAR process is the key process for identifying issues of overall performance. • In line with OFSTED Guidance, a peer observation approach for teachers has replaced a formal graded observations, which was implemented fully in October 2022 • Probationary periods range from 3 months to 12 months for a teacher. • The appraisal process focuses on the Values as the core behaviours required. 	Paper - p.138

	<p>CW cautioned that Issues of concern included:</p> <ul style="list-style-type: none"> • Timeliness of dealing with performance issues • Whether to continue with the current approach to annual appraisals. <p>SO noted that insufficient Board attention has been directed to considering issues for staff. SO proposed that SO and PL meet with CW and report back to the Board about how to better support staff, for example what data might be used.</p>	
10.2	<p>Professional Development [#]</p> <p>CW asked the Board to receive an update on staff and governor CPD and the 'Training Our People Strategy'. A financial resource of £25,000 has been allocated this year to CPD in the College budget, equivalent to £85 per employee. This money is spent on:</p> <ul style="list-style-type: none"> • Mandatory Training • 5 College wide development days • Foundation Learning specialist training • Leadership Development • Individual CPD requests • <p>As part of the recent Ofsted inspection, staff were asked in the anonymous questionnaire to comment on this question "I receive sufficient professional development which makes me more effective in my work". It is understood that there was a positive result overall, with 73% of all staff agreeing with the statement, 16% providing a neutral response and 11% disagreeing.</p> <p>CW noted that matters remaining unchanged included:</p> <ul style="list-style-type: none"> • Skillgate provides a traffic light system, that makes it easy for college leaders to review the status of mandatory training. The Ofsted inspector viewed the system and checked for compliance during their visit. • College wide training days are attended by an average of 50% of staff. • CPD is a contractual condition of teaching contracts <p>CW noted that Issues of concern include:</p> <ul style="list-style-type: none"> • How to ensure off-site staff undertake their annual CPD • Formal identification of training needs through annual reviews remains low. 	Paper - p.143
11	NCAT	
11.1	<p>Newbury College Academy Trust[#]</p> <p>IW asked the Board to receive an update on the work of the Academy Trust. The Highwood Copse Primary School and the Newbury College Academy Trust continue to work well in successfully delivering education for two classes of young children. Applications for next year's Reception class are excellent, with all 30 places filled and a waiting list in place.</p> <p>Work on the proposed merger with the Thames Learning Trust (TLT) has been continuing throughout the Spring Term. However, TLT have asked the DfE for permission to delay the date of merger to June 2023, due to their time commitments in on boarding another primary school from September 2022. This has been agreed by NCAT and by the DfE.</p> <p>IW noted that the effect of the proposed merger in June 2023 will be to end the College's sponsorship of the Academy Trust and the College's role in providing back-office functions for the Trust.</p>	Paper - p.155
12	ANY OTHER BUSINESS - none	

Denotes items not previously considered by a Committee of the Corporation

* Denotes confidential items