



Minutes of the Board meeting held on Thursday 15th December 2022 at 5pm

GOVERNORS PRESENT: Sean Lyons, Chair
Kate Truscott
Andrew Cropley, Principal/CEO
Charles Heaton
Andrew Spencer
Rebecca Joyce
Neil McDonald
Spencer Moore
Alison Barker
Jane Peacock
Paul Wheeler
David Ainsworth
David Gillies
Ben Owen
Keith Spiers
Angela Newton-Soanes

ALSO IN ATTENDANCE: Maxine Bagshaw, Director of Governance
Louise Knott, Vice Principal: Communications, Engagement & Student Experience
Jon Fearon, Finance Director
Matt Vaughan, Vice Principal: Curriculum and Quality
Gavin Peak, Director: IT, Estates & Learning Resources

1 WELCOME, INTRODUCTIONS AND APOLOGIES FOR ABSENCE

Paul Wheeler and David Ainsworth were welcomed to their first meeting. The chair noted that this was Rebecca Joyce’s last meeting, and he thanked her for her four years of service and significant contribution during that period.

Apologies for absence were received from John Winfield, Sam Handley and Sian Geeson.

2 DECLARATIONS OF INTEREST

ACTION by whom	DATE by when

Signed : _____  _____ Chair

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The chair reminded everyone present to declare any interests that they may have on matters to be discussed. No specific declarations were made, and standing declarations were noted.

3 CHAIRMAN'S REMARKS

The chair thanked everyone for attending the meeting and indicated that, whilst there were a lot of papers in the pack, he would assume that everyone has read them in advance of the meeting. He advised that presenters have been asked to give headline information only and that this will be the working premise moving forward. He explained that this is to build upon the comments made by governors in the autumn term's one-to-ones, with the aim being to create more time for strategy discussions and less time given over to operational aspects. That said, he did encourage all governors to ask questions and make comments on agenda items as they are discussed.

The chair suggested that it is possible to be clearer on the agenda regarding aspects requiring approval rather than simply being presented for information, and he confirmed that options in relation to this will be considered early in the new year ready for the next meeting.

4 MINUTES OF THE MEETING HELD ON 20TH OCTOBER 2022

The minutes were reviewed and it was agreed that they were an accurate record of discussions.

AGREED: to approve the minutes of the meeting held on 20th October 2022.

There were no matters arising.

5 ACTION PROGRESS REPORT

The board were happy to note the content of the update provided, and specific comments were made in relation to a number of lines:

- Line 1 – the strategic objectives and aims have been amended and reworded as requested at the last meeting. The CEO confirmed that Spencer Moore, who had raised the point at the last meeting, had met with members of the executive to ensure any concerns had been addressed. He confirmed that a visual summary now shows how each of the strategic objectives links to the aims.
- Line 6 – the VP: CESE confirmed that a quiz is required to be completed after each online session and, therefore, this action can be considered as addressed.
- Line 7 – the CEO indicated that he is currently working through

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the replies provided and that these will be incorporated into the next iteration of the impact statement.

AGREED: to note the content of the update provided.

6 BALANCED SCORECARD AND ANNUAL KPIS 2022/23

The CEO introduced this item and, for the benefit of new governors, explained that the balanced scorecard had been developed approximately two years ago with the help of Sardip Sandhu, a former governor. The balanced scorecard is made up of four pages and, within each page, there are four boxes. The pink box reflects the strategic objectives. There is also a box for dynamic measures, which will change from meeting to meeting. There are a number of annual measures, which are only reported once a year. In terms of the RAG ratings, he advised that these were a matter of judgement and were not directly related in all aspects to numbers and metrics. To arrive at the agreed RAG rating, each of the subcommittees is asked to consider and reach a decision upon proposals. He explained that, at board meetings, the aspects of focus are those areas RAG-rated as red. In terms of the document provided today, he explained that there were a small number of areas where there is currently no information provided and that this is because limited data is only available as it is so early in the year.

The board were advised that Spencer Moore has met with Gavin Peake – director: IT, estates and learning resources – to talk about the content measures and how each aspect will be RAG-rated. The intention is now to try to tie in strategic objectives to the dynamic measures and clearly identify how they interlink.

Governors' attention was then drawn to the four red RAG-rated items, and key matters noted in relation to each were:

- 1) Apprenticeship earnings – these are down against forecast, and it was explained that this is because of a slow start to the year in high value areas, as well as the withdrawal from health and social care provision. He indicated that the college is likely to remain behind throughout the year but is doing well in terms of new recruitment. He confirmed that there are some staff capacity risks but gave assurance that all attempts are being made to manage these.
- 2) EBITDA shortfall – this is directly linked to the apprenticeship earnings position just described. The college is making good progress in relation to AEB. Because of staff challenges, the college is paying more in relation to agency costs than originally envisaged, and another challenge is the cost-of-living pressures.
- 3) Attendance in English – this remains below where the college wants it to be, although assurance was given that there are lots of incentives and initiatives and that this is supported with good

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teaching and learning.

4) Progress against target grades.

One governor asked for information regarding the premium rates applied for agency staff. The finance director indicated that it is circa 50% and acknowledged that this does create tension within the organisation. He described the use of agency staff as quite cyclical and, unfortunately, there is somewhat of an 'industry' developing regarding agency availability and use. The finance director indicated that the college is also seeing a real pressure to push up rates via market supplements; however, in construction, there are early signs that this is slowing and, therefore, could create more supply back into the teaching pool. In relation to engineering, there have been many years with limited training taken up, which is compounded by an ageing workforce.

Governors' attention was then drawn to the two subjective measures reported on; these are:

- College influence over the LSIP – it has been agreed that reports on this will go to the Standards Committee for discussion.
- Impact of devolution – this will remain as an issue/development directly for the board to discuss.

The CEO then provided an update in relation to devolution and confirmed that he had met with the other six local college principals this week and assessed progress as still being no better than 'amber'. He described this as really disappointing and, therefore, there is a need to think about other ways to influence and shape the political environment. There is no legislative imperative driving the need for a collaborative and strategic approach amongst colleges, which is leading to a limited appetite in relation to this.

In relation to the LSIP, the VP: CESE advised that there had been a launch event earlier in the day and that this had been to a wider group than previously. There are a series of focus group sessions planned in January. Three of these events will be online and three will be face-to-face. It was agreed that the VP CESE would send out diary invites, with a specific focus on the one being planned in Mansfield. Governors indicated that it would be useful if a mechanism could be agreed for prompts to be sent out to them a week before all key events.

VP CESE

December
2022

A question from one governor was in relation to why it is so hard to get colleges to collaborate, as the AEB position is so critical following devolution. The CEO expressed the view that there were a number of contributing factors, including:

- missed opportunities
- a limited number of risk-takers
- some personality clashes
- limited momentum

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- some don't like WNC's relationship with NTU, and nor do they like the college's good success story.

One governor asked whether D2N2 are likely to approach things from a more crosscutting rather than sector hub approach. The CEO indicated that, whilst this is a potential, he doesn't believe that the employer-based hubs are the wrong approach. The anticipation is that the LSIP will look at a place-based approach and will then link to sector flavours, with each geographical area having a nuance. He expressed a view that there is a place for both.

One governor made the observation that, within the People Strategy, aims 2 and 3 (at document appendix 1b) look to be the same. He suggested that one of the titles needs to change.

Head of HR

January 2023

AGREED: to note the content of the update provided.

7 QUALITY AND STANDARDS

The committee chair drew governors' attention to the summary report and the detailed minutes of the meeting which took place on 17th November 2022. Key matters highlighted were:

- Discussions at the Standards Committee meetings are robust
- Governors are confident to challenge
- The committee is reassured regarding the quality of the information provided
- The college is clear in terms of the strengths and areas for improvement.

The board discussed the report on careers and asked whether it is possible for the committee to receive more impact data. It was agreed that this would be provided on a cross-college basis. All agreed that it was important to be clear in terms of the metrics to be used and the importance that governors can place on this. An important aspect of this is the weighting of the metrics. Staff indicated that there has been a rise in the number of positive destinations and that this is something that can be reported on. They suggested that, in some instances, it is quite hard to relate cause and impact to just one activity; therefore, straight lines cannot always be drawn. All agreed that destinations and student movement to the next level are the core outcomes. An observation made by one governor was that the Ofsted focus seems to have moved now to personal development and, to a certain degree, is not just focused on teaching and learning. All agreed that it was important to encourage all students to be ambitious and aim for excellence.

VP CESE

2023

One governor noted the discussions regarding the corporate parent role and felt that the board needed to know more about responsibilities and risks before reaching a decision. It was agreed that an analysis of

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implications would be provided. The VP: CESE indicated that Ashfield District Council have declared themselves a corporate parent. She suggested that a meeting be arranged with them, along with interested governors, to discuss further. It was agreed that attempts would be made to arrange this meeting in January, with a further discussion then scheduled at February's board meeting. A challenge from one governor was that, whilst the college needs to do its very best for those concerned, it should not be at the risk of resource limitations to other students; therefore, it is important to know the implications and proceed with this with 'eyes wide open'.

VP CESE

Jan/Feb
2023

The board then took the opportunity to discuss the prospect of the anticipated next Ofsted visit, and key matters highlighted were:

- Governors have been able to have preparatory conversations utilising an external consultant.
- A feedback report has been provided. This report highlights what else governors, the board and the college need to focus on. It was agreed that a copy of this report would be circulated and then further preparation can be arranged.
- One governor commented that, in his discussions, there had been a real focus on individual progression from entry points and particularly how the college knows this and where governors seek assurance and information.

VP C&Q

December
2022

The vice principal: curriculum and quality provided an update in relation to 'teaching to the top', and key matters highlighted were:

- this is the second weakness identified in the QIP
- there has been a dip in Level 3 technical qualifications
- a 40% increase in student numbers over five years
- 197 teachers were involved in CPD this term; this was supported by four of the best teachers at college, and the plan is to continue with this throughout the year.

Governors were then invited to watch the talking heads video, the topic of which is apprenticeships. Comments made by students included:

- I am really enjoying it and is far better than being in school/college all the time
- I am enjoying being on site
- Very good facilities
- Really good
- An eye-opening experience
- I am learning valuable skills
- I feel very supported
- A great environment within which to openly ask questions
- The college supported me to get a new apprenticeship position when I was made redundant
- I am enjoying the course
- I learn something new every day

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- There are a lot of teacher changes
- Some kit needs to be updated
- I've made a positive move from London
- Teachers really push us
- They show us the practical as well as the theory
- They encourage us to find the answers together
- Lots of independent work
- I am being stretched
- Tutors have a proactive interest
- I am encouraged to work outside my comfort zone
- There is a focus on problem solving
- I am having to work hard
- I am having to work hard to find the answers but am being well guided
- I have learned new skills
- I have learned how college systems work
- A real focus on IT security
- The college works hard to keep students and staff safe
- I have learnt about British values
- I have learnt about equality
- Information provided is in depth
- My role has changed as a result of the work I have done at college, which is really positive.

In terms of any improvements:

- The number of times that I need to come into college – i.e. it doesn't seem to differentiate between the level of learner experiences
- I would like to have just one teacher for consistency
- Notice time provided for EPAs could be longer
- I'd like to have the same teacher
- More one-to-one activity, with more face-to-face time rather than on OneFile.

Any comments and observations about the OneFile system:

- It is great
- No problems
- Everything is clear
- I struggled at the beginning
- A really valuable resource when you know how to use it
- It could be clearer in terms of what needs doing
- It is not simple to operate
- A great tool and really supports us
- Good generally
- A little tricky at times
- Provides a good way of tracking

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Where do you see yourself in five years:

- A 'proper' joiner
- Moving up a level at work
- Promotion
- Involved in motor vehicle racing
- I'd like to see more of the digital side of marketing
- I'd like to work on oil rigs doing saturation diving
- Qualified accountant
- Promotion to the marketing manager role for the group that I am currently working for

The board were advised that the recording itself had all been completed by apprentices, which all agreed was an excellent opportunity and exercise. Governors all agreed that it was great to see the instances of promotion and advancement reported.

The board's attention was then drawn to the safeguarding and Prevent exceptions report, and the VP: CESE advised that two issues have currently been escalated externally, one with the local authority and one with the police.

AGREED to:

- a) note the content of the chair's summary report
- b) note the content of the detailed minutes of the meeting held on 17th November 2022
- c) note the content of the deep dive report provided on the 'teaching to the top' topic
- d) note the content of the talking heads video
- e) note the content of the QIAP
- f) note the content of the safeguarding and Prevent report.

8 SAR 2021/22

The vice principal: curriculum and quality presented this item and explained that it is a critical document at this time in the year. That said, he acknowledged that time has moved on since the end of the last academic year and good progress has been made. Key matters highlighted were:

- A robust validation process
- 16 SAR validation sessions in November 2022
- The overall grade proposed for 2021/22 is 3, and this is specifically because of improvements required in relation to quality of education
- There are some real strengths within the organisation, including leadership and management and the fact that three quarters of teaching and learning is assessed as good or above.
- So why a grade 3? This is for a number of reasons, including:
 - A-Level performance

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- issues at the Chesterfield Road site
- staffing challenges
- performance for A*-B improved; however, the A*-C position declined
- the college continues to see improvements in English GCSEs but not in maths at the same level.
- A really positive picture in terms of 87% overall achievement
- However, 78% study programme achievement needs to improve
- There are some gaps in priority groups.

For 2022/23, he described the position as now being very different. Position statements have been created for all curriculum areas. Improvements have been seen in A Levels, animal care, and staffing stability. He advised that the college is now firmly back in the 'good' territory but that, for 2021/22, it is important to be self-critical, despite the fact that the college has bounced back. The college now has some real areas of outstanding provision, including:

- Foundation studies
- Hospitality and catering
- Early years
- Media
- Travel and tourism.

AGREED:

- a) to note the content of the update provided
- b) to approve the content of the 2021/22 SAR as presented.

19 **EMPLOYER ENGAGEMENT STRATEGY UPDATE**

The vice principal: CESE drew the board's attention to her written report, and all agreed to take it as read. She took the opportunity to thank David Gillies, Spencer Moore and Ben Owen for chairing the employer panels. She confirmed that good progress has been made in relation to engineering and construction. The digital employer panel has been slightly slower to develop, but there are good plans in place.

AGREED: to note the content of the update provided.

10 **AUDIT AND RISK**

The committee chair drew the board's attention to the summary report and the detailed minutes of the meeting held on 28th November 2022. Key matters highlighted were:

- This was the last meeting for Rebecca Joyce and the first for Paul Wheeler.
- The 2022/23 internal audit plan is progressing to timescales.
- There is confidence regarding compliance with the AoC's code of good governance.

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- The Audit Committee was able to finalise their report for 2021/22, which is presented for information and questions.

AGREED:

- a) to note the content of the summary report
- b) to note the content of the detailed minutes of the meeting held on 28th November 2022
- c) to note the content of the 2022/23 risk register
- d) to note the content of the committee's annual report to the board for 2021/22.

11 JOINT MEETING OF THE AUDIT AND FINANCE COMMITTEES

The chair for the meeting drew the board's attention to his summary report and the detailed minutes of the meeting held on 28th November 2022. He confirmed that the substantive reports were to be considered at agenda item 12 but that the governors present in the joint meeting were happy to recommend for approval. He specifically drew attention to the audit management letter from Mazars and asked the board to note a completely clean audit outcome, which is an exceptional set of circumstances. This was acknowledged and commented upon by auditors themselves.

AGREED:

- a) to note the content of the summary report
- b) to note the content of the detailed minutes of the meeting held on 28th November 2022
- c) to note the content of the 2021/22 Financial Statements Audit Management Letter as presented.

12 2021/22 FINANCIAL YEAREND

The finance director presented a number of documents for board consideration and approval. He confirmed that the recording of the joint meeting had been shared so that all governors have direct access to information provided by auditors. In relation to the VBSS deed of covenant proposed for approval, he advised that it is a refreshed update and simplifies the college and company's arrangement for tax purposes.

AGREED to:

- a) approve the 2021/22 Members Report and Financial Statements
- b) approve the Letter of Representation as presented
- c) approve the content of the Regularity Audit Self-Assessment Questionnaire as presented
- d) approve the deed of covenant proposed between VBSS Limited and the college.

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The committee chair drew the board's attention to the summary note and the detailed minutes of the meeting held on 28th November 2022. Key matters highlighted were:

- Room occupation reporting is very helpful as a tool. The committee has asked for more information to be provided in terms of the optimal figures so as to give more context.
- Finances are slightly behind forecast.
- There are £188k worth of unadjusted items from the 2021/22 accounts, which will positively impact upon the 2022/23 P&L.
- The committee was very happy to agree that the college remains a going concern.
- The committee are happy with the cashflow position and, in fact, since the ONS reclassification announcement, the profile position should improve further. It should remove a large part of the short-term borrowing requirements in the sector.

The board asked for a small update in relation to the implications of the ONS reclassification. The finance director indicated that, whilst it is still early days, the sector should see £200 million capital investment, with £50 million going towards energy improvements and £150 million to building improvements. A positive implication for the college is that it should receive £1.2 million more for capital funding by April 2023.

The committee chair indicated that there were two items to approve, and he drew the board's attention to the reports on:

- a) subcontracting
- b) contracts – specifically three partner activity contracts.

One member of the board noted discussions regarding the health and safety annual report, particularly the significant increase in self-harm incidents, and they asked whether there was a risk here that needed to be mitigated. Staff provided assurance that everyone who is considered to have self-harmed is reported to the safeguarding team, who generally know them already. Staff provided assurance that there is no way anyone can 'slip through the net'. It was explained that there are, in fact, a smaller number of individuals who are self-harming; however, each is self-harming at an increasing rate. The board were advised that all of the incidents themselves happen off site and that the college is seeing requests for medical support when individuals come onto site the following day. It was confirmed that this is indicative of the growing demand on the safeguarding team but that it is, in the main, students coming along for support after the event, which does show that there are gaps in other services.

Governors all agreed that it was really pleasing to see the focus on near miss reporting, and they acknowledged that there are benefits for

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enhancing this even further.

AGREED to:

- a) note the content of the summary report
- b) note the content of the detailed minutes of the meeting held on 28th November 2022
- c) note the content of the October 2022 Management Accounts
- d) approve the subcontracting variations proposed
- e) approve the contracting increases proposed.

14 CAPITAL PROJECTS REPORT

The director: IT, estates and learning resources indicated that there are a number of additional updates to share, including:

- The college has now received the stage 3 cost plan for the Chesterfield Road project. This is the second time that the college has been at this point.
- New costs are only £47k over, and this is within the context of an £8 million budget. The project has an £819k contingency; therefore, the team are entirely comfortable with the new costs.
- There are additional professional fees and surveys which amount to circa £50k, and these almost entirely contributed to the £47k over.
- The team have met with planners twice now, and a number of new elements have been flagged. Whilst planners remain supportive, the college will need a robust case to support arguments put forward and needs to provide the additional information requested, specifically in relation to the need for demolition as opposed to a refit and additional surveys required.

It was noted that professional fees have now been received and costs have come in under the CEO's approval limits and, therefore, will be confirmed. The director: IT, estates and learning resources provided assurance that full details of these, including rationale for appointments, have been shared with the Finance and Estates Committee. It was explained that additional resource has been brought in to ensure capacity to deliver.

AGREED: to note the content of the update provided.

15 PRINCIPAL'S REPORT

The principal introduced this item, and it was agreed to take it as read. Key matters highlighted were:

- progression analysis is really exhaustive and much more than other colleges do
- Multiply funding for the college has now been confirmed as £202k.
- implications of devolution

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- implications of ONS reclassification
- LSIP progress
- diary dates – the CEO advised that the open evenings are a really good opportunity to speak to staff, and he also encouraged governors to attend the leadership conference.

AGREED: to note the content of the update provided.

16 **GOVERNANCE REPORT**

The director of governance introduced this item and confirmed that there were a number of aspects provided for information, including:

- feedback following governor one-to-ones with the chair and completed chair’s appraisal questionnaires
- feedback following link governor meetings and staff/student sessions
- governor links update.

She also confirmed that there were a number of matters presented for approval; these include:

- new governor appointment – Robert Docherty

She explained that the Senior Postholder and Governance Committee identified the need, when recruiting new governors, to further develop local partnership arrangements. The desire for closer links with the local authority was particularly identified. Robert Docherty, whose CV is provided, was interviewed by Charles Heaton and Jane Peacock, and they would wish to put forward the recommendation that he is appointed as an independent/external governor. It was noted that he has a very strategic role.

AGREED: to approve the appointment of Robert Docherty as an independent/external governor from 1st January 2023 to 1st January 2027.

- Governor training/development session on 30th January 2023 – the director of governance indicated that two topics are proposed, the first being constructive challenge/questioning and the second being cybersecurity. The board were happy to support these topics as the focus.
- Bitesize briefings – the director of governance explained that it is proposed to ask staff to create a number of short video recordings covering a number of areas. These will become a library resource for existing and new governors and will also be more widely available within the organisation. They are planned to be no more than 10-15 minutes each so that they are easily accessible. They will be stored for governors on the ShareFile system so that there is the ability to access them at any time. A number of topics were proposed and governors were invited to

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identify any further topics, either at the meeting or by email. One suggested topic was starting points and progression – how the college measures and evidences these. Governors were happy to support the introduction of this initiative.

- Circulating personal contact details – the director of governance advised that the college has never, as a matter of routine, shared governor contact details generally with board members and that there is currently no process in place for seeking approval to do this. Governors felt that this was an appropriate approach, and concerns were raised that they may receive too many emails if contact is not made through the director of governance or executive administrative support as the conduit. All agreed that, if needed, governors can reach out at a focused level.

17 **AOB**

There were no items of additional business.

18 **DATE AND TIME OF NEXT MEETING**

This was confirmed as Thursday 9th February 2023 at 5pm.

CONFIDENTIAL ITEMS

It was agreed that confidential items would be recorded on a separate basis.

(Andrew Spencer and staff left at 6.55pm)

Meeting closed at 7.10pm.

Signed : _____  _____ Chair

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