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| Meeting/Committee | Corporation Board |
| Date of meeting | 27 th March 2023 at 5pm |

1 Welcome, Introductions and Apologies for Absence

Attendees:

| | |
|-------------------|---------------------|
| Janet Pryke | Chair |
| Jason Austin | Principal/CEO |
| Heather Barnett | (joining via Teams) |
| Jenny Worsdale | |
| Katie Curtis | |
| Stephen Bulley | |
| Veronica McCoy | (joining via Teams) |
| Shirley Collier | |
| Carol Stanfield | |
| Sharron Blackburn | |
| Margaret Cobb | |
| Katie Asgari | |
| Debbie Marshall | |
| Paul Lomas | |
| David Grimes | |
| Sally Gillborn | |

In attendance:

| | |
|--------------------|---------------------------------------------------------------|
| Maxine Bagshaw | Director of Governance |
| Phil Curtis | Executive Director of Finance |
| Jane Hartog | Executive Director of Marketing OD and HR |
| Tracey Mace-Akroyd | Deputy Principal/CEO |
| Cath Mollart | Interim Director of Strategic Planning and Corporate Services |

Apologies for absence:

Apologies for absence were received from Monika Rodzos and Amana Seyth.

Director of Governance informed the board that Wade McKay, the student Governor, had resigned since the last meeting. This is so that he can concentrate on his exam preparation.

2 Declarations of Interest

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 Minutes of the meeting held on 6th February 2023

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 6th February 2023.

There were no matters arising.

4 Action Progress Report

Board were happy to note the content of the update provided.

5 CEO's Update

1) Applications for 2023/24

Key matters highlighted were:

- Group saw an increase in the number of applications last year but these did not then materialise in to enrolments
- Current position for 16-18 year olds is +213 when compared to prior year. A 50%-60% conversion would mean more but the group needs to take a cautious position.
- Comprehensive CEIAG and keep warm activities are taking place
- When compared to the prior year the position is +53 at DVC, +70 at North Notts and +92 at Rotherham Campus.
- Numbers for adults is -96 when compared to the prior year, however adult provision does enrol at different times in the year and therefore can fluctuate. By comparison current position is -44 at DVC, -34 at North Notts and -12 at Rotherham.
- HE numbers are currently -5 when compared to the prior year

CEO explained that the group has access to very detailed data and is able to assess anomalies course by course. One governor asked whether it is possible to capture people who are applicants on more than one course. CEO confirmed that this information is available and reminded that applicants can also apply to more than one college.

One governor asked for an update in relation to applications for T Levels. CEO indicated that, as at last week, there were 19. He reminded that the group has only recently started to advertise for specific T Levels and that these are discussed at all of the open events that take place. He confirmed that staff are looking carefully at entry level qualifications and individuals will be signposted to T Levels if it is appropriate to do so. He reminded that the group allocation for T Levels is 142.

In relation to part time applications, current position is -12 when compared to prior year however there are real differences between the campuses, with DVC being +42, North Notts +5 and Rotherham -45. He explained that there are lots of different courses that contributing to the -45 position but that arts and design do feature heavily.

Governors asked how confident the CEO is in terms of hitting the target numbers set. CEO advised that, whilst it is pleasing to see positive numbers, the group does have to be cautious. Anecdotally the open events have been the busiest ever seen and the group seems to be generating a high level of interest. It was

noted that a good number of people who attended the open events applied on the day.

Question and challenge from one governor was how to balance being an ambitious college but also ensuring that there is not over optimism. All acknowledged that this was a real careful balance. CEO provided assurance that the senior team have looked at this cautiously during the curriculum planning process. He also reminded that the group has received an increased allocation for next year. Challenge from one governor was to flag up when the group is being cautious so that governors have a clear line of sight on this. CEO confirmed that there has been much more robust curriculum planning challenge this year and that this was something recognised as part of the CEFSS process. Senior team are particularly challenging where it is likely that there will be low group sizes. He confirmed that senior team have also looked at demographic/population data to challenge i.e. where will the extra learners come from if this is being planned by curriculum areas. He described 2023/24 as the baseline year, with it having been made clear to managers that projections need to be right and neither under or over.

Question and challenge from governors was in terms of the internal progression statistics, it being acknowledged that these can improve. CEO provided assurance that this is a real focus with regular reports provided to Quality and Standards Committee. Deputy CEO indicated that currently she is taking learner feedback in small groups across each of the campuses and that some interesting information is emerging. In relation to multiple applications, one governor asked whether the group knows how many 'bodies' there are. CEO confirmed that it is possible to now access this data but that a comparison with the prior year cannot be made because of differences in data capture. He indicated that it is possible to remove repeat applications from the data set and that it is also possible to separate out first choice applications. He advised that there are 582 multiple applications across the group.

AGREED: to note the content of the update provided.

2) Strategic Indicators/KPI's – 2022/23 update

Key matters highlighted were:

- An update is provided in the five reports, all of which have been RAG rated
- Two were shared earlier in the month with the Finance & Resources Committee
- In terms of the RAG ratings, blue are actions closed and complete, red are behind target and at risk, amber are where some timescales may have slipped but it is still believed that they will be achieved by yearend, green are actions which are on track.
- RAG ratings are now consistent across all documents save for the QIP

Question and challenge from one governor was that the changes identified at the strategy day don't all appear to have been captured, and an example given was the reference to 'succession' planning rather than 'success' planning. CEO confirmed that he would review and update (CEO, April 2023)

One governor asked why there was no commentary for all of the lines/aspects and an example given was GCSE attendance. It was explained that this line relates to exam attendance which hasn't yet taken place. An observation made by one governor was that for some aspects it is hard to see how they will be measured and an example given was the target that '100% of adults will receive

personalised learning'. Challenge from the board was to really be clear how something such as this will be measured and demonstrated.

In terms of in-depth analysis of each and every one of the aspects, board expressed the view that now that the college is a grade 2 at Ofsted it is probably timely to take a step back and trust the executive to monitor and intervene, with the board's focus being on the red and amber items. CEO specifically drew boards attention to the one red RAG rated item under Quality of Education and one amber item under Finances.

Board were advised that the Quality and Standards Committee has changed its approach to target setting with a focus on the red and amber items highlighted in the strategic indicators/KPIs report. It was explained that an update from the Quality and Standards Committee had not been possible at this meeting, given timings, and Director of Governors provided assurance that going forward each committee will meet at least two weeks in advance of the board meetings so that minutes and chairs summaries are available each time.

AGREED: to note the content of the update provided.

3) Accountability Statement

CEO introduced this document and explained that it was in draft form so that governors can give feedback prior to the submission deadline which is 31st May 2023. In discussion there were a number of comments and observations including:

- Is it possible to say more about how the group supports students so that they can support the community
- In terms of collaborating to meet local needs, it is important to stress that the group is trying hard with other providers
- Should this include a commercial aim, albeit that the groups commercial strategy is not due to be finalised until June 2023.
- Document should include concrete and tangible examples rather than the more general comments
- Wording in some parts is a bit passive with too much focus on the present rather than the future

Board acknowledged that it was quite challenging to draft this document when the group does not yet have the LSIP and/or the finalised curriculum plan. One governor asked whether the document was the right length and the CEO indicated that potentially it is slightly too long.

It was agreed that governors would provide feedback directly to the CEO outside the meeting ([Governors, April 2023](#)).

AGREED to note the content of the update provided.

6 **Discussion Items Identified by Committees**

- 1) Audit and Risk – 21st February 2023
 - a) PWC audit implications – key matters highlighted were:
 - PWC identified three areas where potentially the group is non-compliant. These are:
 - AEB learners being funded at the wrong rate i.e. 20 hours delivery rather than 60 but funded for 60. It is believed that the situation arose because of a genuine error in terms of recording i.e. wrong course code set.

- Assessment of course levels, with some learners assessed at a particular level and then enrolled at a lower level. Whilst this can be done the ESFA wont fund it.
- Additional learning support – some instances found where the circumstances are not fundable and in some instances the group cannot provide evidence to support the need.
- ESFA should have the PWC audit report this week and then ESFA will confirm to Kavanagh Kelly, colleges external auditors, the final funding position. This should enable the group to move forward and finally sign off the 2021/22 yearend accounts.
- ESFA ae hoping to publish their benchmarking data next week, however RNN’s information will not be included within it given that the accounts have still not been finalised.

One governor asked what the materiality limit is in terms of the yearend account external audit. Executive Director Finance indicated that it is £550k which therefore means that the numbers within the 2021/22 accounts are unlikely to change.

In relation to the issue of course enrolment following assessment, question and challenge from the board was whether or not this is a matter of considering what was right for the learner. Staff confirmed that there is a need to review this and staff confirmed that an action plan will be created to address any changes required. Staff advised that there is the intention to undertake an audit of ALS generally and that, maybe the group is over supporting and could potentially push students to do more. Governors indicated that, whilst there will be a financial consequence of the issues identified, it is more important for the group to know the position for learners and it was agreed that the Quality and Standards committee would oversee this.

In terms of the issues identified, one governor asked whether there are any links to Ofsted findings. Staff confirmed that there weren’t and explained that Ofsteds recommendations for improvement were not the same issues. Deputy CEO advised that the group does have a level 1 transition programme for English and Maths and that if students are capable of studying at level 2 (vocational) then this is where they should be enrolled.

Chair advised that a note in the 2021/22 yearend accounts will include narrative around what the group is doing to address the issues identified.

- b) Proposal to have a board workshop to agree risk appetite
- c) Better use of the 4risk system

Executive Director Finance indicated that risk management is still an area of development for the group. Proposal is to have a board workshop so that governors can collectively agree risk appetite regarding various aspects on the risk register. It was acknowledged that there is a need to avoid risk appetite becoming a personal view and that the senior team need the parameters clearly set so that they know when a decision needs to come to the board.

- 2) Search & Governance Committee 23rd February 2023
 - a) Governor links 2022/23

Governors were invited to review the links schedule in place. Director of Governance encouraged link meetings to be arranged if not already done

and reminded that there is a feedback form to be completed so that discussions can be shared with the wider board. It was noted that there are a number of governors who currently don't have a link area and the Director of Governance confirmed that she would be contacting individuals directly in relation to this. It was noted that currently there is no link governor for HE and it was agreed that Donna Clifford would take on this additional role as well as T Levels.

- b) External governance review – Director of Governance advised that two individuals and two companies have been approached to tender and that, once received, full report will be provided to the Search and Governance Committee.
- c) Governance risks – Director of Governance indicated that risks in relation to governance have been articulated for the first time and included within the operational risk register. Committee received proposals and were happy to agree them as a starting point, acknowledging that they were subject to review.

3) Finance & Resources 14th March 2023

a) AEB

Executive Director Finance drew governors attention to the detailed written report and key matters highlighted were:

- Report summarises the variations against plan i.e. the ups and downs
- Growth funding from SYMCA was received quite late which makes it a challenge to deliver
- Request is to spend a little more of the allocation with Starch
- Staff now consider that the partnership with Kingdom will not deliver the numbers originally expected and therefore an additional partnership is proposed.
- Should the group wish to go beyond 25% delivery utilising subcontractors then an application to the ESFA is required. Recommendation from staff and the committee is that it is better to apply for permission, even if then a decision is made not to use it. Governors all agreed that this was a sensible approach.

Governors were happy to support the subcontracting variations proposed and that an application be submitted to the ESFA to go beyond 25% subcontracting, albeit that the group is far short of this position at the current time.

AGREED: to note the content of the updates provided.

7 Matters Considered by Committees that Require Approval

1) Risk Management Policy

Governors considered the policy and were supportive of the changes, albeit that two specific points were made:

- Page 3 – should refer to governors and not trustees and also there is an additional word required (so)
- Page 9 – should refer back to the matrix

Subject to these minor changes board were happy to approve as presented.

AGREED: to approve the amended Risk Management Policy

2) Whistleblowing Policy

Board were happy to approve as presented.

AGREED: to approve the Whistleblowing Policy as presented.

3) AEB – subcontracting variations

Governors acknowledged that this had been discussed earlier in the meeting and confirmed that they were happy to approve the variations as presented i.e.

- Approve an increase to the Starch contract to £240k delivery in the SYMCA area
- Approve a new partnership arrangement (learner finder agreement) with E Careers up to a value of £100k and
- Approve an application to the ESFA for permission to increase AEB subcontracted delivery above 25%

4) Corporate Social Responsibility Policy/plan

In discussion governors all agreed that it was really good to have such a policy and plan in place but challenged whether or not this document looks like it comes from 'us'. An example given was the reference to customers rather than learners/employers, and in section 7 there is a reference to group products. An observation made was that there are also some Americanisms included in here. Challenge from one governor was whether or not the document needs some fine tuning to reflect that it relates to an education provider. Board were advised that key staff have contributed to the document, including the marketing manager. Governors whilst acknowledging this, expressed the view that it didn't feel like the document sounded like RNN. One governor asked whether there should be more said about environmental sustainability, whilst acknowledging that there is a strategic aim in relation to this and that a committee has been established, albeit that it does not yet meet frequently.

Board asked who the audience is for the document and it was explained that it is both internal and external. Challenge from one governor was to look at the phrases to make sure that they align with other documents, with a view to ensuring that they all integrate and do not counter each other. Question from one governor was, if this is a policy rather than a brochure then how will it be implemented and monitored.

Staff agreed that they would review, taking on board the feedback today, and then come back at a future meeting.

5) 2023/24 Fees Policy

Executive Director Finance indicated that the changes made are largely in relation to reformatting. He reminded that HE fees have not changed for next academic year and that proposals for 2024/25 will come to the July board meeting ([Executive Director Finance, July 2023](#)).

AGREED: to approve the 2023/24 Fees Policy as presented.

8 Group Policy Schedule

Governors attention was drawn to the detailed written report and staff advised that historically all policies have been held locally at each of the sites and that the information governance team are now trying to centralise. Governors commented that this was a really helpful piece of work and that the tracker could give a good overview. Question and challenge from one governor was how the team are prioritising where the focus needs to be and an example given was line 80, which is the policy in relation to SEND. Staff advised that there have now been some significant changes to this and the policy is currently subject to impact assessment. It was agreed that the tracker would be updated to reflect this. Challenge from the board was whether the senior team are comfortable with the prioritisation process and they confirmed that they are.

Challenge from one governor was to consider the join up between the internal audit report on Health and Safety, where good assurance was provided, however the tracker suggests that some policies are not in place. Staff provided assurance that there is an overarching Health and Safety policy in place but explained that there is more work to do in relation to the underpinning policies. Challenge from the board was to be clear in terms of which of these need board and/or committee approval. It was confirmed that the intention is to produce a list in a format to go as an appendix to the Scheme of Delegation which will set out clearly where responsibility for approval of each policy sits (interim Director SP and CS, July 2023). Challenge from the board was to be really clear in terms of the action points i.e. by when and by who.

AGREED: to note the content of the update provided.

9 2021 Yearend Accounts and Audit Management Letter

Executive Director Finance provided a verbal update and confirmed that the ESFA have provided a filing extension to the end of April 2023. He indicated that, now that the PWC audit has concluded he is hopeful that Kavanagh Kelly can conclude their work and that updated accounts can then be presented for board approval. Board discussed the process for formal approval and it was agreed to circulate for written resolution but that, if required, a special board meeting could be arranged if there were questions from governors which needed to be answered.

AGREED: to note the content of the update provided.

10 Committee Chairs report – Audit & Risk

Board were again happy to note the content of the 21st February 2023 meeting minutes and also the feedback report.

11 Committee Chairs report – Search & Governance

Board were again happy to note the content of the 23rd February 2023 meeting minutes and also the feedback report.

12 Committee Chairs report – Finance & Resources

Board were again happy to note the content of the 14th March 2023 meeting minutes and also the feedback report.

13 Key Documents

Governors attention was drawn to a number of key documents which were provided for information, including:

- Risk Management Annual Report for 2021/22

- Strategic Risk Register
- Management Accounts for January 2023
- 2022 Gender Pay Gap Report

In relation to the Gender Pay Gap Report a challenge from one governor was that the wording within the report is the same as last year, however the gap appears to have increased i.e. the position has deteriorated. Executive Director HR, OD & Marketing provided assurance that the group recruits as fairly as it can and explained that it is the position regarding the lower bands which really has an impact. She indicated that it is a challenge to try and change this given that the lower band roles tend to typically be attractive to females rather than males. Challenge from one governor was that the position won't change unless the organisation and the sector tries to do something to address this. Suggestion from one governor was to bring this report to the internal EDI Committee to see if it can be looked at from a different perspective.

One member of the Finance & Resources Committee provided a little bit of context in relation to the committee discussions and indicated that the organisation wants to be able to do more than just report on the facts. If reporting was moved to a different model then it would be more effective to paint a picture of the whole i.e. the actions, aims and outcomes. Challenge from one governor was that the report as presented 'does the bare minimum' and that the group should be ambitious in relation to this area. Executive Director confirmed that there is the intention to change the reporting format for next year and that she will be discussing this as part of her link governor meetings.

Board then discussed the risk register and one governor asked whether additional risks needed to be added in relation to:

- Gender pay gap
- Recruitment and retention

She also indicated that the aim of getting the apprenticeship provision to be outstanding is on the register but asked whether it is right that this is phrased as a risk.

In relation to the gender pay gap analysis, one governor with a specialism in data analysis, indicated that some of the phrases don't sound quite right and it was agreed that she would provide feedback directly outside of the meeting.

AGREED: to note the content of the documents provided.

14 AOB

As a matter of additional business the CEO advised that, he has this afternoon received a request from the AEB team to approve further subcontracting. He explained that this is in relation to delivering the £680k SYMCA growth that has only recently been confirmed but that delivery has to take place before the end of the academic year. Staff have identified subcontractors that could take delivery up to £550k. They will have a focus on construction (Construction Skills), security (Life Skills) and also Learning Curve. He indicated that, as the details had only recently been received, he would review and would then follow up with the board to ask for approval via written resolution.

One governor asked why these organisations appear to be fleet of foot and more adaptable and responsive than the group can be. CEO indicated that there are a number of reasons including specialist provision, capacity to deliver and the fact that they have venues across the region. Challenge from the board was to ensure robust due diligence. CEO confirmed that this would take place and provided assurance that none of the subcontractors would be used if there was any doubt and he explained that all have been used by the group either currently or in the past.

AGREED: to note the content of the update provided.

15 Date and time of next meeting

This was confirmed as Monday 22nd May 2023 at 5pm via Google Meet.

16 Confidential items

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

(Staff governors left the meeting)

Meeting closed at 7.25pm.

Signed _____ Chair

Date _____