

**Activate Learning
Further Education Corporation**

MINUTES of a meeting of the Corporation held on 9th December 2014, 5.30 pm in Room DG01, City of Oxford College

Present: G Blackburn (Chairman)
S Dicketts; E James; T James; S Medhat; J Dipple; P Odulinski;
E Paris; T Watts; J Von Klonowski; B Grenville Jones; M Jennings; D Wharton; N Waller; R Bengt-Karlstrom

In attendance: S McCormick, Group Deputy CEO
R Turner, Principal, Banbury and Bicester College
I Francis, Principal, City of Oxford College
P Newman, interim Principal, Reading College
L Nicholls, Executive Director Curriculum Standards and Academies
P Lloyd, CEO Activate Enterprise
K Whife, Clerk to The Corporation

Summary of actions and resolutions

Action	Item Ref.	Deadline/ update	Assigned To	Completed
1. That the Corporation do not offer any bonuses unless the staff get their pay awards during the 2014-15 year	4	Agreed		Completed
2. To recommend that there will be no change to the remuneration packages of the Group Chief Executive and other Senior Post Holders	5	Agreed		Completed
3. Confidential	6	24/03/15	PL	Completed
4. To include a monthly item on Audit at the Group Executive Team Board meeting	7	24/03/15	GET	Completed
5. To update the Corporation on the Group Improvement Plan at the next meeting.	7	24/03/15	LN	
6. That the 2013/14 self-evaluation and 2014/15 improvement plan for higher education is approved, as recommended by the CQS Committee. To receive the Higher Education Strategy 2014/15 – 2016/17	8	Agreed		Completed
7. To approve the members' report and annual financial statements for	11	Agreed		Completed

	2013-14 To approve the external audit management letter To approve the letter of representation to Mazars				
8.	To approve the bank overdraft facility	12	Agreed		Completed
9.	To receive the management accounts as recommended by FE&GP.	12	Agreed		Completed
10.	To recommend E James and M Jennings as members of the Audit and Risk Committee	12	Agreed		Completed
11.	To receive the Annual Report on Risk Management	14	Agreed		Completed
12.	That the Risk Management Group will work to ensure that audit recommendations are captured through the risk management process, where relevant.	14	24/03/15	SMc	
13.	To approve the Risk Management Policy	14	Agreed		Completed

MINUTES

1. **Apologies for absence**

Maire Brankin
Chris Jones

2. **Declaration of interests, gifts and hospitality**

None

3. **Minutes, 14 October 2014**

The minutes of the Corporation meeting held on 14 October 2014 were approved as a correct record and signed by the Chairman.

4. **Matters arising from the minutes**

None

APPROVALS

5. **Remuneration Recommendations – CONFIDENTIAL**

The remuneration recommendations as set out in the minutes of the remuneration committee meeting minutes were presented to the Corporation.

RESOLVED

That the Corporation do not offer any bonuses unless the staff get their pay awards during the 2014-15 year

To recommend that there will be no change to the remuneration packages of the Group Chief Executive and other Senior Post Holders

STRATEGIC

6. Group CEO's Report - CONFIDENTIAL

Confidential content removed

RESOLVED

To receive the CEO report.

Confidential content removed

PERFORMANCE MONITORING

7. Group Self-Assessment Report (SAR) and Improvement Plan (CQS) CONFIDENTIAL

The Corporation received the Group Self-Assessment Report and Improvement Plan. The Activate Learning SAR and IP have been derived from self-assessment processes in colleges and Activate Enterprise, which in turn have been based on self-assessment within individual subjects within colleges. The SAR and IP went through a validation process in November before being presented to the CQS committee.

Governors praised the format of the report, though it was noted that whilst evidence of impact is given that it would also be helpful to see the reason.

A Governor flagged up that engineering results are similar to last year, asking is there is a clear improvement plan for addressing this. It was questioned why the good practice seen in other parts of the College don't appear to have positively influenced engineering. The difficulty in recruiting inspirational staff was highlighted. The rigorous work to improve quality across the Group was noted.

RESOLVED

To receive the report

To update the Corporation on the Group Improvement Plan at the next meeting.

**8. Higher Education (HE) SAR and Improvement Plan (CQS)
CONFIDENTIAL**

The self-evaluation was presented to the Corporation, providing an evaluation of Activate Learning's management of higher education provision during 2013/14. In doing so, the document provides an overview of key strengths and areas for improvement

The importance of completing student surveys was highlighted.

It was suggested that the Group should be looking at self-accreditation in the future. Approval to gain self-awarding powers takes 2-3 years therefore it is pertinent to start planning for this now.

RESOLVED

That the 2013/14 self-evaluation and 2014/15 improvement plan for higher education is approved, as recommended by the CQS Committee.

To receive the Higher Education Strategy 2014/15 – 2016/17

9. Annual Financial Statements 2013-14

The Corporation received the Annual Financial Statements which stated that the College has implemented the recommendations of the "Combined Code on Corporate Governance" report and is making a statement of full compliance in its 2013/14 financial statements.

RESOLVED

To approve the members' report and annual financial statements for 2013-14

To approve the external audit management letter

To approve the letter of representation to Mazars

10. Activate Learning Group Finance

The Corporation received a paper which updated the Corporation on the Group's financial position

The Corporation were advised that the GET is working on a plan to set up a sustainable budget. It was recommended that the setting up a sustainable income is included in this work. It was emphasised that any upcoming change is managed carefully.

The Group deputy CEO set out the proposal for a bank overdraft

facility.

RESOLVED

To receive the update on the Group's financial position

To approve the bank overdraft facility

11. Management Accounts for October 2014

The Management Accounts for October 2014 were presented.

RESOLVED

To receive the management accounts as recommended by FE&GP.

STATUTORY REQUIREMENTS

12. Audit and Risk Committee's Annual Report

The Corporation received the Annual Report which covers the Audit and Risk Committee's work for the period 1 August 2013 to 31 July 2014. The Corporation were advised that there has been a request from the Committee for assurance around budgeting and forecasting.

It is the view of the Committee that the Corporation has discharged its responsibilities adequately, that the Activate Learning group has an effective system of internal control, and that its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money) are adequate.

Two governors volunteered to fill the current vacancies on the Audit and Risk Committee

RESOLVED

To receive the Audit and Risk Committee's Annual Report

To recommend E James and M Jennings as members of the Audit and Risk Committee

13. Internal Audit Annual Report

The internal auditors, Baker Tilly, concluded that they are satisfied that sufficient internal audit work has been undertaken to allow them to draw a reasonable conclusion on the adequacy and effectiveness of Activate Learning's arrangements.

For the 12 months ended 31 July 2014, based on the work Baker Tilly have undertaken, it is their opinion that Activate Learning had adequate and effective governance, risk management and

control processes to manage the achievement of its objectives.

RESOLVED

To receive the Internal Audit Annual Report

14. Annual Report on Risk Management

The Corporation received the Annual Report on Risk management as recommended by the Audit and Risk Committee.

The Corporation received the Risk Management Policy, which has been reviewed and updated. It was noted that the policy has been uploaded to SharePoint and all members are requested to send any feedback to the Clerk within the next fortnight.

It was advised that the comments in the external audit related to financial modelling should be captured through the risk management processes.

The Corporation reviewed the Group Risk Register. The responsibilities of the Risk Management Group were noted to signal a significant change in the way that risk is managed and shows good practice. There was a broad discussion about the management of risk and the updating of the register by the lead Committee officers.

RESOLVED

To receive the Annual Report on Risk Management

That the Risk Management Group will work to ensure that audit recommendations are captured through the risk management process, where relevant.

To approve the Risk Management Policy

ITEMS FOR INFORMATION

15. Activate Learning Annual Report

The Corporation were invited to comment on the Group Annual Report.

16. Committee minutes

Governors were informed that Committee minutes are located on the Governors SharePoint site.

17. Any other business

This is Deborah Wharton's final Corporation meeting. The

Chairman thanked Deborah Wharton for her insightful questions and strong commitment.

RESOLVED

That Deborah Wharton's term will end on 28th March 2015

18. Date of next meeting

Tuesday 24th March 2015, City of Oxford College

Chairman

Date