

Activate Learning
Further Education Corporation

MINUTES of a meeting of the Corporation held on 8 December 2015, 5.30 pm in Room DG01, City of Oxford College

Present: G Blackburn (Chairman)
P Austin; M Brankin; S Britten Jones (staff governor), S Dicketts; J Dipple; P Hudson (staff governor); T James; M Jennings; P Odulinski, N Robinson; O Street (student governor), E Jones; J Von Klonowski

In attendance: A Camoenie, interim Chief Finance Officer
B Grenville Jones, Director of Innovation and Development
P Lloyd, CEO Activate Enterprise
P Newman, Head of Campus Reading
L Nicholls, Executive Director Curriculum Standards and Academies
C Pennington, Head of Campus City of Oxford
L Rawlings, Head of Campus Banbury and Bicester
K White, Clerk to The Corporation

MINUTES

1. Apologies for absence

Governors: C Jones

2. Declaration of interests, gifts and hospitality

None

RESOLVED

None

3. Minutes, 14 July 2015

The minutes of the Corporation meeting held on 14 July 2015 were approved as a correct record and signed by the Chairman.

4. Matters arising from the minutes

The matters arising from the minutes of the previous meeting were reviewed by the Corporation.

It was noted that the Risk Management Group have met. The new Chief Finance Officer will take forward the work of the Risk Management Group when he is in post in January 2016.

The Corporation were informed that the FE&GP Committee and the Audit and Risk Committee met jointly on the 26 November 2015. It was noted

that if this joint meeting is repeated in future years that the format of the meeting will need to be developed to improve its effectiveness.

The Corporation were advised that the Health and Safety Policy has been approved.

STRATEGIC

5. Group Chief Executive's report CONFIDENTIAL

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[REDACTED]

Structure

The Chief Executive advised the Corporation that the CFO has been appointed and the plan is that they will be in post in January 2016.

RESOLVED

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

RESOLVED

To receive the Chief Executive Report

APPROVALS

6. Remuneration Recommendations - CONFIDENTIAL

The Corporation received the recommendations from the Remuneration Committee

RESOLVED

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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

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. The SAR and IP have been through a validation process. It was noted that the IP has targets and lead measures and is broken down into themes. The themes have been considered across the whole organisation.

It was highlighted to Governors that now that the CQS Committee has been disbanded that this report is now taken directly to Corporation.

It was raised that whilst the overview of graded curriculum areas is appreciated, the new format of the IP does not show the journey to outstanding so clearly and the Governors asked that this journey is transparent and that plans can be easily compared to those of previous years so that there is clarity as to where there are persistent issues. As a positive, it was noted that during the group's current transition towards faculties that it is helpful to monitor against faculties. It was also noted that reputation is likely to be formed on the performance of faculties.

It was suggested by a governor that 'digital skills' may be an area that should be more explicitly reflected. It was suggested that this area will be measured. Another area that is to be measured more closely is 'value added'.

Governors asked who the report is aimed at. The Corporation were advised that it is primarily aimed at Activate Learning, but OFSTED also access it and it will also be used during the area review process.

During a broad discussion about the targets, governors questioned whether the stretch targets are high enough. It was suggested that the ambition should be to show a clear stretch towards outstanding and that a timeline will be helpful to provide governors a clearer understanding of the route map.

RESOLVED

To approve the 2014-15 Group SAR and Improvement Plan

8. Higher Education Self-evaluation Document 2014/15 and Enhancement Plan 2015/16

The self-evaluation was presented to the Corporation, providing an evaluation of Activate Learning's management of higher education provision during 2014/15. In doing so, the document provides key strengths and areas for improvement.

Between July and September 2015 the Quality Assurance Agency (QAA) conducted a Higher Education Review (HER) of Activate Learning. As a result, the review team concluded that Activate Learning meets UK Expectations for managing its higher education provision as detailed in the

UK Quality Code for Higher Education. Particular good practice was noted in the strategic approach to higher education and it was noted that in the context of Further Education that this is particularly good.

It was suggested that there may be potential to develop work to support level 4 apprenticeships in this area.

RESOLVED

To approve the Higher Education Self-evaluation Document 2014/15 and enhancement plan

9. Annual Financial Statements 2014-15

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 2014/15 financial statements.

RESOLVED

To approve the members’ report and Annual Financial Statements for 2014-15

To approve the external audit management letter

To approve the letter of representation to Mazars

PERFORMANCE MONITORING

10. Management accounts for October 2015

The Management Accounts for October 2015 were presented.

RESOLVED

To receive the management accounts

11. Key Performance Indicators

A set of Key Performance Indicators were presented to the Board, it was noted that these indicators include lead and lag results.

It was questioned as to why attendance drops at this time of year. It was suggested that these pattern is not generally seen at outstanding colleges. There was a discussion about the correlation between attendance and parental engagement to help keep the students on track.

Governors noted that the report provided clear and useful information.

RESOLVED

To receive the key performance indicators report.

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 2014 to 31 July 2015.

It is the view of the Audit and Risk 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.

RESOLVED

To receive the Audit and Risk Committee's Annual Report

13. **Internal Audit Annual Report**

The internal auditors RSM (previously Baker Tilly) concluded that they are satisfied that sufficient Internal Audit work has been undertaken to draw a reasonable conclusion on the adequacy and effectiveness of Activate Learning's arrangements. For the 12 months ended 31 July 2015, based on the work undertaken, it is the opinion of RSM that Activate Learning had adequate and effective governance, risk management and control processes to manage the achievement of its objectives.

The Chair of the Audit and Risk Committee advised the Corporation that the committee acknowledge that Activate Learning is an increasingly high risk organisation and therefore they are not concerned about the direction of travel of the audit opinion.

RESOLVED

To receive the internal audit annual report.

14. **Annual Report on Risk Management**

The Corporation received the Annual Report on Risk management

The Corporation reviewed the Group Risk Register. The Chair of the Audit and Risk Committee outlined plans to develop the audit and risk framework.

It was noted that ICT risk frequently appears on the risk register and that this should continue to be monitored.

The Staff Governor for teaching raised a specific concern around reduced staff morale, linking this issue to the HR section of the risk register and the impact of change within the Group. It was also highlighted that other feedback received doesn't not indicate that there is low morale across the group. The Corporation had a broad discussion about change management.

It was suggested that there may be benefits to measuring where we are at this stage of the restructure. It was suggested that raising the profile of

risks associated with staff morale will enable better monitoring. The importance of oversight of the change management process through restructure was emphasised.

The Chair of the Audit and Risk management group highlighted that an aim of the risk management framework is to address many of the issues raised by looking strategically at the business as a whole.

RESOLVED

To receive the annual report on risk management

To receive the risk register

15. Governance

The Clerk advised the Corporation that the Instrument and Articles and the Code of Conduct have been through routine review. Updates are noted in the report.

RESOLVED

To approve the Instrument and Articles to the Corporation

The Corporation is asked to approve the changes to the Code of Conduct and adopt version thirteen with immediate effect and to agree that, as stated in 1.5 of the code, by accepting appointment to the Corporation, each Member agrees to accept the provisions of this code.

To adopt the Code of Good Governance for English Colleges

To agree not to release the confidential items as outlined in the report

To note that Corporation attendance is below the target percentage for 2014/15

ITEMS FOR INFORMATION

16. Activate Learning Annual Report

The Corporation were advised that the Activate Learning Annual Report for 2014/15 has been written and designed and will be posted to all governors.

17. Committee Minutes

RESOLVED

To receive the following minutes:

- Governors Workshop meeting note, 9 October 2015
- Joint meeting of the Audit and Risk Committee and Finance, Estates and General Purposes Committee, 26 November 2015
- Remuneration Committee
- Activate Enterprise, 7 July 2015

ChairmanDate