

BOARD OF GOVERNORS

MINUTES OF A MEETING OF THE BOARD OF ACTIVATE LEARNING

HELD AT THE CITY OF OXFORD CAMPUS ON 11 DECEMBER 2017

PRESENT:	Chris Jones	Chair
	Sally Dicketts	Chief Executive Officer
	Tracey James	
	Maire Brankin	
	Pauline Odulinski	via Conference Call
	Malcolm Wicks	via Conference Call
	Dermot Mathias	
	Nigel Rayner	
IN ATTENDANCE:	Ben Sims	Staff Governor
	Anja Owona Okoa	Student Governor
	Stephen Ball	Chief Finance Officer
CLERK:	Lynn Payne	
	Jamie Wade	

PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	The meeting started at 16.10	
1.	<u>Appointment of the Clerk to the Corporation</u> The Chair reminded the Board that the CEO had previously circulated an email Governors regarding the appointment of the Clerk to the Corporation, to which no objections were received, and the Board approved the appointment of Jamie Wade as Clerk to the Corporation.	
2.	<u>Ratification of new Staff Governor and Student Governor</u> The Chair welcomed the new Staff Governor and Student Governor, and the Board ratified their appointments.	
3.	<u>Apologies for Absence</u> Apologies were accepted from Paddy Austin, James Dipple, Nina Robinson and Julia Von Klonowski.	
4.	<u>Declarations of Interests, Gifts and Hospitality</u> The Chair declared that a report from City & Guilds was used in the papers. No other member declared any conflict of interest, gift or hospitality.	
5.	<u>Minutes of the Meeting of 16 October 2017</u> The minutes of the meeting on 16 October 2017, having been previously circulated to the Board, were accepted as a true record of the meeting. All members were agreed.	
6.	<u>Matters Arising From the Minutes</u> The Board noted that all matters arising were complete.	
7.	<u>Deep Dive – Staff Development</u> The Board received the Activate Learning Staff Development Update, and noted that, due to the upcoming Ofsted inspection, there would be no formal presentation at this meeting. The Board were invited to address any comments on the report to the CEO,	

**MINUTE
NO.**

ACTION

who gave a summary of the report.

The Board noted that they were pleased with the Staff Development work outlined in the report and it was agreed that the presentation should be rescheduled for the next meeting.

**Agenda Item: Corporation Board Meeting 19 February 2018
Deep Dive – Staff Development**

Clerk

The Student Governor felt that the method for collecting student feedback was not always clearly communicated or followed up. This was noted.

8. Finance and Performance

a) Management Accounts and Year End Forecast

The CFO presented the Management Accounts for the first 3 months of the 17/18 academic year, and noted that the current full year outturn estimate is to achieve the budgeted surplus and that key variances were being managed within the existing budgets. The accounts showed that the net loss of £0.3m was £0.5m below budget. The Board commented that they found the new report format very helpful.

The CFO highlighted key points and the Board considered the action being taken to address the shortfalls and noted the level of reliance on the projected income. The Chair informed the Board that a more informed view on financial risk and mitigation would be presented in the February meeting.

b) Annual Financial Statements 2016/17

The CFO presented the Annual Financial Statements 2016/17, along with the Covering Note, Audit Completion Report and Evidence for the AE Ltd Intercompany Loan, and highlighted key details. He noted that the External Auditors were intending to issue an 'unqualified opinion without modification' on the Financial Statements.

The Chair of the Audit and Risk Committee updated the Board on the rigorous process undertaken by the Committee to consider the Financial Statements and accompanying documents. She assured the Board that there was confidence in the system design, staff capability and reporting procedures, and it was noted that due consideration had been given to the intercompany loan highlighted by the auditors; the Board considered the impact of the loan remaining outstanding the following year.

The Chair of the Audit and Risk Committee recommended the Financial Statements to the Board on behalf of the Committee, and **they were approved.**

c) Audit and Risk Committee Annual Report

The Chair of the Audit and Risk Committee recommended the Audit and Risk Committee Annual Report, **which was approved by the Board.**

d) Annual Report of the Internal Auditors

The Chair of the Audit and Risk Committee presented the Annual Report of the Internal Auditors, **which was approved by the Board.**

e) Balanced Scorecard and KPI Summary

The Board received and noted the Balanced Scorecard and KPI Summary. The CEO highlighted key points and the Board particularly considered progression rates. The Board also considered the format of the report, and agreed that it would be helpful in future to have mitigating actions reported against measures rated 'red' or 'amber', and for measures which could not be assessed quarterly to be rated 'white'. **All members were agreed.**

CEO

The Board agreed that the Ends and Means Working Group should review the report regularly, with a particular focus on mitigating actions. **All members were agreed.**

Ends &
Means

Robert

**MINUTE
NO.**

ACTION

The Board noted that the report was a work in progress and the KPIs may need to change, but the report represented a good step forward for rigour and reporting.

f) Update on Property and Facilities Projects

The CFO provided a verbal update on Property and Facilities Projects and it was noted that there were no major projects underway.

g) Health and Safety Updates

The CFO provided a verbal update on Health and Safety and informed the Board that there would be a full, written report at the next meeting.

h) Risk Register

The Chair of the Audit and Risk Committee recommended the Risk Register to the Board on behalf of the Committee and advised the Board of the ~~robust~~ consideration given to the register by the Committee. The Committee also recommended that the Board undertake a strategic-level risk assessment. **All members were agreed.**

**Agenda Item: Governors' Away Day
Strategic Risk Assessment**

Clerk /
Agenda

9. CEO Report

The CEO presented the CEO Report, which was taken as read, and highlighted key areas of concern and interest. Following a short discussion around the onboarding of schools into the ALET, it was agreed that the Deputy CEO would provide an update on the pipeline at the next meeting. **All members were agreed.**

Deputy
CEO

The Board considered the 19+ offer and promotion, and the CEO advised that reconsideration of the shape of the offer was necessary.

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

The Board received the Group SAR and Improvement Plan, and the Vice Chair provided feedback on the SAR validation process, noting in particular the robust peer to peer challenge from members of the GET and the Deputy CEO's strong leadership of the process.

The Board considered governors' involvement in the SAR process, and agreed that it should become a firmer part of the Board calendar, and that governors could be invited to different stages, so as to avoid overwhelming the process. **All members were agreed.**

Clerk

The Board considered ongoing reporting of the Improvement Plan, and agreed that progress against the 6 key priorities should be reported at each Corporation meeting as part of the KPI dashboard. **All members were agreed.**

CEO

The Board approved the Group SAR and Improvement Plan.

11. Higher Education Self-Evaluation Document (HE SED) 2016/17 and Enhancement Plan 2017/18

The Board received the HE SED, and the CEO invited governors to send any questions to her via email, as the Executive Director responsible for HE had been unable to attend the meeting. The Board agreed that approval of the HE SED should be deferred to a future meeting, along with a 'deep dive' of HE provision.

**Agenda Item: Future Corporation Meeting
Higher Education Deep Dive & approval of the HE SED**

Clerk /
Agenda

12. Minutes of Committees

a) Audit and Risk Committee

The Board noted the minutes of the Audit and Risk Committee meetings on 16 November 2017 and 01 December 2017.

**MINUTE
NO.**

ACTION

b) Search and Governance Committee

The Board noted the minutes of the Search and Governance Committee meeting on 16 October 2017.

The Chair of the Committee presented the Governance Self-Assessment Report 2017, and the Board approved the report, subject to minor changes to align with Activate Learning terminology. **All members were agreed.**

Chair of
Committee

The Chair of the Committee summarised the Committee's discussion during the meeting of 11 December 2017, and the Board considered the Committee's recommendations for governor induction and development. The Staff and Student Governors agreed that a buddying scheme would be helpful.

c) Remuneration Committee

This item was covered under the Part II agenda.

13. Whistleblowing Policy

The Board received and approved the Public Interest Disclosure (Whistleblowing) Policy. **All members were agreed.**

14. Use of Corporation Seal

The Board noted that there were no uses of the Corporation Seal to approve.

15. Evaluation of Meeting

The Board completed an evaluation of the meeting.

16. Any Other Business

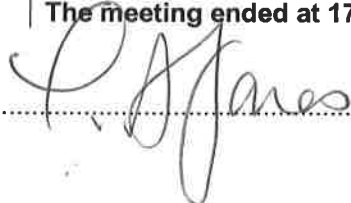
No other business was raised.

17. Dates of Upcoming Meetings

Board Meeting 19th February 2018 3 - 6:30pm
Board Meeting 16th April 2018 4 - 6:30pm
Away Day 12:30pm Monday 14th May - 4pm Tuesday 15th May
Board Meeting 18th June 2018 4 - 6:30pm
Board Meeting 9th July 2018 4 - 6:30pm

The meeting ended at 17:45

Chair



Date 19/2/2018