



BOARD OF GOVERNORS

MINUTES OF A MEETING OF THE BOARD OF ACTIVATE LEARNING HELD AT THE CITY OF OXFORD CAMPUS ON 19 FEBRUARY 2018

PRESENT:	Tracey James	Acting Chair
	Sally Dicketts	Chief Executive Officer
	Pauline Odulinski	
	Malcolm Wicks	
	James Dipple	
	Julia Von Klonowski	
	Evelyn James	<i>(as indicated in the minutes)</i>
IN ATTENDANCE:	Ben Sims	Staff Governor
	Anja Owona Okoa	Student Governor
	Stephen Ball	Chief Finance Officer
	Lee Nicholls	Deputy Chief Executive Officer
CLERK:	Anne Haigh-Smith	Director of Applied Learning Foundation
	Judith Williams	National Leader of Governance
	Jamie Wade	

PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	The meeting started at 15:05	
1.	<u>Apologies for Absence</u> Apologies were accepted from Chris Jones, Maire Brankin, Dermot Mathias, Nigel Rayner, and Nina Robinson.	
2.	<u>Declarations of Interest, Gifts and Hospitality</u> PO declared the following interests: Optima Business Consultancy; Board Member Longstaff-Ellis Ltd AOC Associate; FEA Associate; ETF Associate Chair - Inspire Young People Charity Womens Leadership Network Chair, Performance & Standards, Plymouth City College IOD/CIMA Member More than 1% Share Capital of Optima JVK declared the following interests: Career colleges, AWS Ltd; DfE; City Lit; Oracle; World bank; Dept of Education South Africa; Dept of Education Rwanda; Member - Tech Partnership; Male Champions for Change; Member- Southfield/Grange; more than 1% holding in Fine deliveries Ltd - Consulting; Undertaking work for Amazon & Comic Relief No other members declared any conflict of interest, gift or hospitality.	

MINUTE
NO.ACTION

3. Minutes of the Meeting of 11 December 2017
The minutes of the meeting on 11 December 2017, having been previously circulated to the Board, were accepted as a true record of the meeting, subject to the removal of "robust" under Item 8h (Finance and Performance). **All members were agreed.**
4. Matters Arising from the Meeting of 11 December 2017
The Board noted that all matters were complete, underway or to be covered under the agenda.
5. Deep Dive – Staff Development
Anne Haig-Smith (AHS) joined the meeting at 15:15.
- The Deputy CEO presented the Staff Development Report, which was taken as read, and provided a brief background to the establishment of the Applied Learning Foundation (ALF), before introducing AHS, Director of ALF.
- The Director of ALF provided an overview of the work of ALF over the past 18 months, and highlighted the different areas of training on offer, to accommodate differing staff developmental needs, including 'teacher essentials,' teacher training/PGCEs, 'dual professional,' CPD strands, and 'rapid interventions.'
- The Director of ALF outlined the variety of development delivery methods on offer, including online courses, group sessions (such as 'TeachMeets'), mentoring and coaching, and online resource sharing.
- The Board considered digital skills levels and development, including the 'digital champions' initiative being led by the Group Director of IT. The Board considered the impact of the work on retention, both in terms of reducing turnover and the risk of losing staff who have received investment. The Director of ALF advised that priorities moving forward included engendering a cultural shift towards a greater sense of personal responsibility for development, the development of the expert practitioner network; commercialising attributes work, and increasing research work. The Deputy CEO highlighted an excerpt from the recent Ofsted report, which commended the staff development work.
- Having undertaken the Learning Philosophy course online ahead of the meeting, the Board commended the quality of the course and advised that an indication of time to completion and a feedback box may improve the course.
- AHS left the meeting at 15:53.*
6. HR Data
The CFO presented the HR Data Report, which was taken as read. The Board considered the gender pay gap, potential causes of the gap, and the wider question of diversity within the organisation. The Board noted that targeted work to improve the representation of women in leadership had been implemented in 2016/17, and agreed that the succession planning process should improve representation of women at a senior leadership level. The Board were advised that Equality Impact Assessments (EIAs) were undertaken on new policies, and agreed that EIAs should also be undertaken after the first year of a new programme or initiative.
- Action:** Provide an update on HR data, clearly outlining action taken and the impact

CFO

MINUTE
NO.ACTION

BS left the meeting at 16:12.

7.

Finance and Performancea) *Management Accounts and Year End Forecast*

The CFO presented the Management Accounts December 2017, and the Full Year Reforecast 2017/18, which were taken as read. The CFO outlined the main reasons for the variance from budget – reduced 'adult' income and Levy payment delays

BS re-joined the meeting at 16:14.

The Board considered the risk associated with the reforecast, including the effect (due to lag funding) of 2017/18 student recruitment on next year's income, and the impact of cost savings on the scalability of Group Services. The Board discussed the challenges around apprenticeships, and lessons learnt from the acquisition of ATG training.

b) *Strategic KPI Summary*

The Board received the KPI Summary, which was taken as read.

EJ joined the meeting at 16:41.

c) *Property and Facilities Update*

The CFO provided a verbal update on Property and Facilities, and advised the Board of a funding bid underway to support an upgrade of hospitality and conferencing facilities.

d) *Health and Safety Update*

The Board received the Health and Safety Update, which was taken as read.

e) *Group Risk Register*

The Board received the Strategic Risk Register, which was taken as read. The Chair of the Audit and Risk Committee reminded the Board that they had resolved to undertake a full review of the Risk Register, which would take place at the May Away Day.

8.

CEO Report and Ofsted*CEO Report*

The CEO presented the CEO Report, which was taken as read. The CEO highlighted the current forecast of the Saudi Partnership and the upcoming decision as to whether to bid to continue the work in Saudi.

Ofsted

The Board noted their commendation and thanks to the students and staff of Activate Learning for achieving a strong 'good' rating, and their encouragement to keep pressing on towards 'outstanding.'

The Deputy CEO presented the recent Ofsted report, which had previously been circulated to the Governors, and advised that the two clear priorities from the inspection were: apprenticeships and differentiation within Teaching & Learning.

Action: Issue a note from the Governors to all staff and students to say, thank you and we look forward to reaching 'outstanding' next time

Clerk

MINUTE
NO.ACTION

9. Improvement Plan Update
The Deputy CEO presented the Improvement Plan Update, which was taken as read.
10. Safeguarding
The Safeguarding Lead Governor gave a verbal update on Safeguarding in Activate Learning, noting that regular monitoring and accountability were in place thorough the Safeguarding Committee, and robust action plans were implemented for identified areas of weakness. The Safeguarding Lead advised key challenges that the Safeguarding Committee would consider moving forward. The Board considered how easy it was for students to report an issue, and noted the benefits of the social work students who, as part of their course, join the Safeguarding team on placements.

The Board received and approved the Oxfordshire Safeguarding Children Board (OSCB) Safeguarding Report. **All members were agreed.**
11. Minutes of Committees
- a) *Audit and Risk Committee*
The Board received the minutes of the meeting on 25 January 2018, which was taken as read. The Chair of the Committee highlighted the key findings from the 'deep dives' into the compliance of Activate Learning Education Trust and the Finance Team.
- b) *Search and Governance*
The Board received the minutes of the meeting on 11 December 2017, which were taken as read.
- c) *Ends and Means Working Group*
The Chair of the Working Group invited the Deputy CEO to summarise the key changes agreed at the meeting on 15 February 2018, which were:
- Building independent validation into the strategic KPIs;
 - How to flag up 'means' which may require a 'deep dive;'
 - Addition of 'direction of travel' arrows in reporting;
 - 'Champion governor' concept;
 - A review of the wording and 90 day measure of the '1st Choice for Business' end.
12. Terms of Reference
The Board received the draft Terms of Reference for:
- Ends and Means Working Group
 - Merger Working Group
 - Succession Planning Working Group
- The above were approved following a brief discussion about the quorum for the Working Groups. **All members were agreed.**
13. Policies
The Board received and approved the Safeguarding Policy, the Conflicts of Interest Policy and the Preventing Extremism and Radicalisation Policy. **All members were agreed.**
14. Use of Corporation Seal
The Board noted that there were no uses of the Corporation Seal to approve.

**MINUTE
NO.****ACTION**

15. Evaluation
The Board conducted a brief evaluation of the meeting, and noted their comments on the Board papers.

**Agenda Item: May Away Day
Review of Board Papers and Circulation**

Clerk

16. Any Other Business
Judith Williams, National leader of Governance, explained the support being given on behalf of the Association of Colleges, which would include an observation report from the meeting and induction plans for the new governors.

17. Dates of Upcoming Meetings
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 closed at 17:23

Chair



Date


Summary of Actions

Action	Responsible
Provide an update on HR data, clearly outlining action taken and the impact	CFO
Issue a note from the Governors to all staff and students to say thank you and we look forward to reaching 'outstanding' next time.	Clerk
Agenda Item: May Away Day Review of Board Papers and Circulation	Clerk

