

BOARD OF GOVERNORS

MINUTES OF A MEETING OF THE BOARD OF ACTIVATE LEARNING
HELD AT THE CITY OF OXFORD CAMPUS ON 22 OCTOBER 2018

PRESENT:	Chris Jones (1/1)	Chair of the Corporation
	Tracey James (1/1)	Vice Chair of the Corporation
	Sally Dicketts (1/1)	Chief Executive Officer
	Maire Brankin (1/1)	
	James Dipple (1/1)	
	Dermot Mathias (1/1)	
	Pauline Odulinski (1/1)	
	Nina Robinson (1/1)	
	Ben Sims (1/1)	Staff Governor
	Julia Von Klonowski (1/1)	<i>(as indicated in the minutes)</i>
	Malcolm Wicks (1/1)	
IN ATTENDANCE:	Steve Ball	Chief Finance Officer
	Lee Nicholls	Deputy Chief Executive Officer
	Pablo Lloyd	Group Executive Director, CEO of Activate Apprenticeships <i>(as indicated in the minutes)</i>
	Fiona Stilwell	COO of Activate Apprenticeships <i>(as indicated in the minutes)</i>
	Jackie Grubb	Principal of City of Westminster College
CLERK:	Jamie Wade	

PART I

The meeting started at 16:05.

<u>MINUTE NO.</u>	<u>ACTION</u>
	The Chair welcomed everyone to the meeting and introduced Jackie Grubb, who had been invited to observe the meeting.
1.	<u>Apologies for Absence</u> The Board received apologies from Evelyn James (0/1), Nigel Rayner (0/1) and Nina Robinson (0/1).
2.	<u>Declarations of Interest, Gifts and Hospitality</u> No members declared any conflict of interest, gift or hospitality.
3.	<u>Minutes of the Meeting of 09 July 2018</u> The minutes of the meeting on 09 July 2018, having previously been circulated to the Board, were approved as an accurate record of the meeting. All members were agreed.
4.	<u>Matters Arising from the Meeting of 09 July 2018</u> The Clerk provided an update on matters arising from the meetings on 09 July 2018.

Deep Dive: Activate Apprenticeships

The Chair welcomed the CEO and COO of Activate Apprenticeships (AA), who presented a deep dive on the progress and Strategy of AA. In particular, the executive highlighted the development of the new AA strategy, in partnership with the Activate Enterprise Ltd Board, which placed a clear focus on quality. The Board were advised of the successful bid to the Strategic College Improvement Fund (jointly submitted with Guildford College Group), which would support further quality improvements.

The COO of AA outlined the new delivery model, which focused on three core areas and rationalised the delivery split between AA and faculties; this was intended to build capacity, flexibility and clarity of responsibilities.

The Board considered the changing role from assessor to performance coach and the training being provided to coaches and managers, in partnership with the Applied Learning Foundation. The COO of AA outlined the new learner support model, and advised the Board of how technology being used to allow improved support without increased cost.

The Board challenged the executive on the availability and validity of evidence of progress made since the Ofsted inspection 9 months ago, and noted changes that had been underway and were beginning to take effect. The DCEO assured the Board that the development of assessors was expected to have a rapid effect on quality and student progress.

JVK joined the meeting at 15:20.

The Board considered the effect of external factors such as funding changes, market competition and levy transfer freedoms, and noted the plans in place to address these, particularly options for commercial delivery and the commercialisation of delivery elements. The Board considered the model and reliability of the GT partnership, and particularly the limitations of the exclusivity clause.

The Board considered the internal apprentice pipeline from Activate Learning, and were advised that there had been some improvement, primarily from in-year transfer, and plans were in place to replicate a study programme model trialled through ATG Training.

The CEO of AA advised the Board that a governor nominee would be required to support and oversee delivery of SCIF-funded activity.

Action: Consider supporting the SCIF board and express any interest to Pablo Lloyd

The Board thanked the CEO and COO of AA, noting that the right steps were being taken to ensure progress.

PL & FS left the meeting at 15:45.

Finance and Performance2017/18 Financial Outturn

The Board received the 2017/18 Financial Outturn Report, which was taken as read, and the CFO provided an overview of the key points. The CFO explained the make-up of the £10.5m surplus, which was primarily made up of non-cash accounting adjustments, as well as an £0.1m operational surplus and income from

ALL

MINUTE
NO.

ACTION

the Saudi Partnership. The Board noted that scrutiny would be applied by the External Auditors and the Audit and Risk Committee prior to the presentation of the 2017/18 Financial Statements at the December Corporation meeting.

The CFO presented the ESFA financial health ratings in light of the 2017/18 outturn, and advised the Board of the intention to moderate for the exceptional income items, in order to avoid apparent fluctuation in financial health. The Board noted the continued upward trend in financial health and congratulated the CFO for his work.

Action: Circulate the full ESFA financial health dashboard to the Board

CFO

The Board considered the impact of the upcoming mergers on ESFA financial health ratings, and were assured that the Corporation's 'good' rating would remain and that the overdraft facility may not be necessary following the award from the Transaction Unit.

The Board considered the income from the Saudi Partnership, and noted that the income was reserved for specific investment and would not be used to cover deficits. The Chair advised the Board that the Saudi Partnership contract was due to end in August 2019, and the possibility for a 12 month extension was being explored; this would be presented to the Audit and Risk Committee and recommended to the Board in December if it was considered viable.

Action: Agenda Item, December Corporation Meeting: Saudi Partnership Extension

Clerk

The Board noted the excellent work undertaken by the CFO and his team, especially in light of other pressures.

Strategic KPI Summary

The Board received the Strategic Plan 2017–21, 90-Day Target Performance 2018/19 Report, which was taken as read. The DCEO assured the Board that it was the view of the Group Executive Team that the 2021 targets remained achievable, and adjustments to the 2018/19 targets were merely 'flight path' moderations. The Board requested and received clarification on some risks to the 90-day targets.

The Board noted the 2017/18 outturn and Q1 performance, and approved the recommendations to adopt the revised 2018/19 90-day targets and to review the 2021 targets at the May Away Day. **All members were agreed.**

Action: Agenda Item, May Away Day: Review of 2021 Targets

Clerk

The Board considered the Higher Education (HE) strategy in light of current and anticipated market changes, and were assured that a new HE strategy was being developed. The Board agreed that it would be advantageous to review the Activate Learning progression pathway, from level 2 to 6.

Action: Agenda Item, May Away Day: Deep Dive, Activate Learning Pathways

Clerk

A member of the Board noted a small drop in HE students of Black or Minority Ethnic (BME) origin.

Action: Provide MB with an explanation of the 1% drop in BME HE students

DCEO

MINUTE
NO.

ACTION

The meeting was paused at 16:30 and restarted at 16:40.

7. CEO Report

The Board received CEO Report, which was taken as read. The CEO provided an update on 42-day 2018/19 student numbers and 2017/18 student attainment. The Board considered the potential causes of missing targets for Level 3 attainment, and were advised of the plan to investigate further.

The Board considered the Institute of Technology bid, and one member offered her support for the project.

Action: Ask the Group Executive Director, Technology, to contact JVK about the Institute of Technology bid

Clerk

The Board noted the new curriculum delivery model, and advised the executive team to design attendance measures for the new model sooner rather than later.

The Board were encouraged to support the Association of College's #loveyourcollege campaign.

The Board considered external factors affecting student recruitment and retention, and the Staff Governor advised that improvements in the induction process had been less effective than hoped, from a staff perspective. The Board noted that initial student feedback was positive following changes to the student induction experience, and agreed that an update on student induction feedback should be received at the next meeting.

Action: Provide a student feedback update to the December meeting

CEO

8. Policies

The Board received and approved the following:

- Upon recommendation from the Search and Governance Committee:
 - Complaints Against the Corporation, Board Members and the Clerk Policy
 - Policy Approval Schedule 2018/19
- Upon recommendation from the Group Executive Team:
 - Disciplinary Policy
 - Grievance Policy
 - Safer Recruitment Policy
 - Health & Safety Policy
 - Student Behaviour and Disciplinary Policy
 - Sustainability Policy & Action Plan

All members were agreed.

9. Use of the Corporation Seal

The Board retrospectively approved the following applications of the Corporation Seal:

1. Deed of lease for rooftop satellite equipment on Dorn Building (Oxford)
2. Copy of the CEO's appointment letter and covering letter confirming the appointment

All members were agreed.

MINUTE

NO.

10.

Framework for Governance

Activate Learning Framework for Governance & Search and Governance Committee Terms of Reference

This item was deferred to the next meeting of the Corporation. All members were agreed.

Action: Agenda Item, December Corporation Meeting: Framework for Governance and Search and Governance Committee Terms of Reference

ACTION

Clerk

11.

Minutes of Committees

Search and Governance

The Board received the minutes of the Committee meeting on 09 July 2018 and the Chair of the Search and Governance Committee provided an update from the meeting on 22 October 2018. The Board noted the Committee's discussion around board diversity, and considered the value of leading in acknowledging and considering diversity factors versus the challenge of recruiting appropriately skilled governors. The Board were informed of the work of the Equality and Diversity Committee and that a new 'Head of People' would be appointed in 2019, following the retirement of the Group Director of HR. The Board agreed that the matter could be revisited at the May Away Day.

Action: Agenda Item, May Away Day: Inclusion Agenda (what does it mean, how are we responding and what action can we take)

Clerk

The Board approved the Committee's recommendation to appoint Tracey James as Vice-Chair of the Board for a further term of office. **All members were agreed.**

The Chair of the Committee informed the Board that the Committee had agreed to seek a new co-opted member of the Audit and Risk Committee.

The Chair of the Board advised colleagues of his meeting with Susan Cornish, governor of Bracknell & Wokingham College and the Board approved the recommendation to invite her to join the Corporation Board upon merger with the College. **All members were agreed.**

12.

Health and Safety Update

The Board received and noted the Health and Safety Update Report.

13.

Property and Facilities Update

The Board received and noted the Property and Facilities Update Report.

14.

Evaluation

The Board were asked to complete and return the meeting evaluation forms to the Clerk after the meeting.

15.

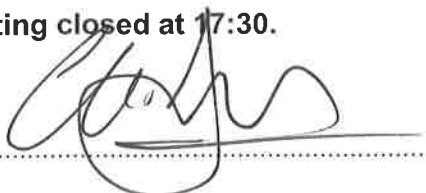
Any Other Business

No other business was raised.

The Chair noted the progress that had been made over the past year and the positive start to the new academic year.

The meeting closed at 17:30.

Chair



Date

10.12.18

Summary of Actions

Action	Responsible
Consider supporting the SCIF board and express any interest to Pablo Lloyd	All
Circulate the full ESFA financial health dashboard to the Board	CFO
Agenda Item, December Corporation Meeting: Saudi Partnership Extension	Clerk
Agenda Item, May Away Day: Review of 2021 Targets	Clerk
Agenda Item, May Away Day: Deep Dive, Activate Learning Pathways	Clerk
Provide MB with an explanation of the 1% drop in BME HE students	DCEO
Ask the Group Executive Director, Technology, to contact JVK about the Institute of Technology bid	Clerk
Provide a student feedback update to the December meeting	CEO
Agenda Item, December Corporation Meeting: Framework for Governance and Search and Governance Committee Terms of Reference	Clerk
Agenda Item, May Away Day: Inclusion Agenda (what does it mean, how are we responding and what action can we take)	Clerk