

BOARD OF GOVERNORS

MINUTES OF A MEETING OF THE BOARD OF ACTIVATE LEARNING
HELD AT THE CITY OF OXFORD CAMPUS ON 10 DECEMBER 2018

PRESENT:	Chris Jones (2/2) Tracey James (2/2) Sally Dicketts (2/2) Maire Brankin (2/2) James Dipple (2/2) Dermot Mathias (2/2) Nina Robinson (2/2) Julia Von Klonowski (2/2) Malcolm Wicks (2/2)	Chair of the Corporation Vice Chair of the Corporation Chief Executive Officer <i>(as indicated in the minutes)</i>
IN ATTENDANCE:	Steve Ball Lee Nicholls Elena Ingham	Chief Finance Officer Deputy Chief Executive Officer Student Governor Nominee
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 Elena Ingham, who would be joining the Corporation as Student Governor once the merger with Bracknell & Wokingham College was complete.	
1.	<u>Apologies for Absence</u> The Board received apologies from Evelyn James (0/2), Nigel Rayner (0/2), Pauline Odulinski (1/2) and Ben Sims (1/2).	
2.	<u>Declarations of Interest, Gifts and Hospitality</u> The Vice Chair declared that she was undertaking coaching work for some members of the senior staff at Activate Learning; this was not considered to constitute a conflict of interests for the purposes of the agenda.	
3.	<u>Minutes of the Meeting of 22 October 2018</u> The minutes of the meeting on 22 October 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 22 October 2018</u> The Board noted that all matters arising from the meeting on 22 October 2018 were complete.	

Finance and Performance

Management Accounts

The Board received the Management Accounts, October 2018 and the CFO presented the key points from the paper. The CFO advised the Board that some variances arising from timing issues were being offset by the budgeted contingency. Work was underway to mitigate some identified risks to the budget, but Activate Learning was broadly on track to deliver the budget surplus. The Board requested that reporting be on a pre-contingency basis in future.

Action: Report future management accounts on a pre-contingency basis

CFO

The CFO advised that apprenticeships starts were slightly behind forecast, but there was confidence in the pipeline and improvements had been seen in the management of finance in Apprenticeships following the appointment of the Head of Finance. The Board noted that the budget assumptions were more realistic than in previous years, as a result of challenge from the Board, and reporting was much improved. The CFO advised the Board of continuation of the 5-year trend of improvements in cash balance, resulting in a significantly more robust position.

The CFO informed the Board that, due to a shortfall in 2018/19 student numbers, there was a potential £1.6m deficit in the 2019/20 lagged funding income, and assured the Board that the Executive were aware and working to mitigate the risk. The Board considered the impact of the Institute of Technology bid and Teachers' Pension changes on the 2019/20 budget, particularly in light of the upcoming mergers, and were assured that forward planning of income and resources was intended to mitigate the deficit.

The Board noted the high quality of the report and thanked the CFO and his team.

Financial Statements 2017/18

The Board received the 2017/18 Financial Statements, the Letter of Representation and the External Audit Completion Report, which were recommended by the Audit & Risk Committee. The CFO highlighted the treatment of the intercompany loans to ATG Training Ltd and Activate Enterprise Ltd, which was reflected in the Financial Statements and Management Letter. The Chair of the Audit & Risk Committee advised that both the Internal and External Auditors had confirmed a significant improvement in financial controls, which reflected a real step change. The Board extended their thanks to the CFO, the Group Finance Director and the Group Credit Controller for their work to achieve those improvements.

The Board approved the 2017/18 Financial Statements and the Letter of Representation and delegated responsibility to the Chair to sign the documents on behalf of the Board. **All members were agreed.**

Audit & Risk Committee

The Board received and approved the Annual Report of the Audit and Risk Committee, the Group Risk Management Annual Report and the Annual Report of the Internal Auditors, which were recommended by the Audit & Risk Committee. **All members were agreed.**

Group Risk Register

The Board received the Group Strategic Risk Register, which was recommended by the Audit & Risk Committee.

**MINUTE
NO.**

ACTION

6. CEO Report
The Board received the CEO Report, and the CEO highlighted the student feedback report, which was shared with the Board as a result of discussions at the previous meeting, and the staff survey results. The Board agreed that the results of the culture survey conducted by Rockborn would be presented at the next meeting of the Board.

Action: Agenda Item, February Corporation Meeting: Rockborn Culture Survey

Clerk

MB joined the meeting at 16:40.

The discussion relating to the Saudi Partnership is included in the Part II minutes.

7. Group Self-Assessment Report
The Board received the Self-Assessment Report (SAR) and the DCEO provided an overview of the SAR process and highlighted the key strengths and weaknesses arising from the report, including the 5-year upward trend in outcomes. The Governors who had participated in the SAR process advised the Board of the robustness of the process and in particular the reflection and challenge exhibited by the Group Executive Team. The Board considered how employability was measured, and noted that the Attributes work, feedback from employers via the Advisory Boards, and behaviour around the colleges all supported the findings. The Board approved the Self-Assessment Report. **All members were agreed.**

8. Higher Education Self-Evaluation Document
The Board received and approved the HE Self-Evaluation Document and Enhancement Plan. **All members were agreed.**

9. OSCB Safeguarding Report
The Board received and approved the Schools Annual Safeguarding Report.

10. Policies
The Board received and approved the Fraud and Corruption Policy and Conflicts of Interest Policy.

11. Framework for Governance
On the basis of recommendation from the Committees, the Board approved the Framework for Governance and the Terms of Reference of the Audit & Risk Committee, the Search & Governance Committee and the Remuneration Committee.

12. Use of Corporate Seal
The Clerk advised that there were no uses of the Corporation Seal to be approved.

13. Minutes of Committees
Search & Governance
The Board received the minutes of the Search & Governance Committee meeting on 22 October 2018, and were advised that the Bracknell & Wokingham College merger partner governor, whose appointment had been approved at the previous meeting, had resigned and further candidates were being considered as a result. The Board approved the recommendation to extend the term of office of Nina Robinson for a further 4 years from the expiry of her current term, in March 2019. **All members were agreed.**

**MINUTE
NO.**

ACTION

Audit & Risk Committee

The Board received the minutes of the Audit & Risk Committee meeting on 28 November 2018. The Chair noted the progress that had been made over the past year and the positive start to the new academic year.

14. Health & Safety Update

The CFO advised the Board that there were no matters to report and a full Health & Safety Report would be submitted to the following meeting.

15. Update on Property & Facilities Projects

The CFO reported that there were no matters to report.

16. Evaluation of Meeting

The Board were invited to complete their meeting evaluation forms and return them to the Clerk.

17. Any Other Business

The Chair advised the Board of arrangements for the extraordinary meeting to approve the merger with Bracknell & Wokingham College, and requested that members indicate their availability to the Clerk.

The meeting closed at 19:10.

Chair 

Date

Summary of Actions

Action	Responsible
Report future management accounts on a pre-contingency basis	CFO
Agenda Item, February Corporation Meeting: Rockborn Culture Survey	Clerk