



ACTIVATE LEARNING FURTHER EDUCATION CORPORATION

MEETING OF THE CORPORATION

Meeting date: **09 December 2019**

Venue: **City of Oxford Campus**

PRESENT:

Sally Dicketts (2/2)	Chief Executive Officer
Chris Jones (1/2)	Chair of the Corporation
Tracey James (2/2)	Vice Chair of the Corporation
James Dipple (1/2)	
Dermot Mathias (1/2)	
Malcolm Wicks (2/2)	
Julia Von Klonowski (1/2)	
Andy Stone (2/2)	
Sue Sturgeon (2/2)	
Pauline Odulinski (2/2)	
Ben Sims (2/2)	

IN ATTENDANCE:

Steve Ball	Chief Finance Officer
Lee Nicholls	Deputy Chief Executive Officer
Bernard Grenville-Jones	Group Executive Director - Innovation and Development
Fiona Stilwell	Managing Director, Activate Apprenticeships

CLERK:

Jamie Wade	Clerk to the Corporation
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MINUTES

The meeting started at 16:05.

**MINUTE
NO.**

ACTION

Prior to the meeting, Governors received a verbal sector briefing from the Clerk, focussed on the new Education Inspection Framework and the Insolvency Regime.

1. Appointments and Ratifications

The Chair welcomed everyone to the meeting and advised that following a robust election process, Ben Sims had been re-elected as Staff Governor and Richard Allen had been elected as Student Governor. Furthermore, the Search and Governance Committee recommended, following a thorough recruitment process, the appointment of John Cope, David Goosey and Emma Shipp as External Governors, effective from their first meeting in February 2020. The Board ratified the appointment of the Staff and Student Governor and approved the appointment of the External Governors. **All members were agreed.**

**MINUTE
NO.**

ACTION

2. Apologies for Absence

Apologies were received from Nina Robinson (1/2) and Eve James (0/2).

3. Declarations of Interests, Gifts and Hospitality

PO and the CEO advised that they had received dinners at the AOC Conference. No other member declared any interest.

4. Minutes of the Meeting of 30 September 2019

The minutes of the meeting of 30 September 2019, having previously been circulated to the Board, were approved as an accurate record of the meeting. **All members were agreed.**

5. Matters Arising from the Minutes of 30 September 2019

The Board reviewed and noted progress against the matters arising from the meeting on 30 September 2019.

6. Deep Dive – Quality

The DCEO tabled a summary of Quality Assurance and Quality Improvement at Activate Learning, and noted that the Deep Dive was being held in response to indications from the Governance Self-Assessment that Governors felt less confident about quality and the quality assurance framework. The DCEO highlighted the new Ofsted Framework and identified changes to Quality Assurance and Quality Improvement in response to the new Framework. The DCEO advised that it was important for the Board to focus on intent, implementation and impact in order to meet the needs of local communities, individuals and employers.

The Board noted the expectation that data would be less of a focus under the new Framework and considered how measures such as destinations and community needs may be affected. The Board noted that it was likely that Inspectors would review data prior to inspection, rather than requesting it during visits, and that focus was expected to be on how the organisation used data to support students' progress and experience. The DCEO advised that the new Framework was well aligned with Learning Reimagined.

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

The Board received the SAR Summary and the 2018/19 Group and Surrey SARs, which were recommended by SS, MW, DM and AS, who had attended the SAR Validation meeting. SS provided an update from the Validation meeting, highlighting the rigorous and evidence-based nature of the SAR process, key areas for improvement that were featured in the Improvement Plan, opportunities to learn from positive outcomes in the Surrey colleges, and confidence in future improvements in Apprenticeships, based on the strong foundations of the past few months.

The Board briefly discussed the measurement of the First Choice for Business targets and the process for promoting internal progression for students. The Board noted that the 2019/20 Improvement Plan success measures had been received and approved in the meeting on 15 July 2019; the DCEO explained the process for setting improvement priorities and reviewing past performance, advising that improvement priorities were set early to allow immediate impact and the SAR confirmed the validity of those priorities. The DCEO advised that the SAR had

**MINUTE
NO.**

ACTION

emphasised the impact of hard-to-fill staff vacancies and student inductions on outcomes. The Board requested and were provided with further details about work underway to improve teacher recruitment and retention, embed priorities from the new Ofsted Framework, and improve digital and technology capabilities.

Action: Provide a short briefing for Governors on how staff digital and technological capabilities were being improved.

DCEO

The Board noted the schedule for updates of progress against the Improvement Plan, and requested that those updates be RAG-rated for clarity. The Board approved the validated grade profile, key strengths and areas for development for the Activate Learning and Surrey self-assessment. **All members were agreed.**

The Board briefly considered what information they would like to receive through the Apprenticeships Deep Dive at the February meeting, and agreed to provide individual feedback via the Clerk.

Action: Outline expectations of the Apprenticeship Deep Dive via email to the Clerk.

ALL

8. Higher Education Self-Evaluation 2018/19 & Enhancement Plan 2019/20

The Board received the 2018/19 Higher Education Self-Assessment Document and were advised that student satisfaction was a priority following the poor results on the National Student Satisfaction Survey. It was agreed that an update would be provided at the February meeting.

Action: Agenda Item, February Board Meeting: HE Follow-up.

The Board approved the 2018/19 Higher Education Self-Assessment Document. **All members were agreed.**

Clerk

The Board thanked the DCEO and the Governors who had participated in the SAR Validation process.

9. Finance and Performance

Finance Update & Management Accounts

The Board received the Financial Update and October 2019 Management Accounts. The CFO advised that Activate Learning had achieved an 'Outstanding' Financial Health grading from the ESFA, against a 'Good' forecast, although it was noted that this was reflective of merger funding and exceptional income from The Oxford Partnership, and underlying performance was still considered to be 'Good'. The Board noted the upward cash in hand trend over the past few years.

The CFO advised that the forecast ESFA Financial Health grading for 2019/20 was 'Requires Improvement', due to exceptional merger-related expenditure resulting in a negative EBITDA, rather than due to poor underlying performance. The Board noted that the grading was misleading and may disadvantage the Corporation in future; it was agreed that the grading was arbitrary and misleading and should be challenged in the firmest manner. The CFO was therefore asked to write to the ESFA to express the Board's concerns.

Action: Write to the ESFA to express the Board's concerns around the 2019/20 Financial Health grading calculations.

CFO

The CFO briefly outlined the new financial monitoring regime, effective from 2020.

The CFO provided a verbal summary of the October 2019 Management Accounts, noting that the negative cash income variance was due to timing variances. The biggest risk was in Apprenticeships; this was being actively managed by the Managing Director of Activate Apprenticeships, who provided a brief explanation

of key variances. The Board sought and received assurance that the full year budget outturn was not materially at risk.

The CFO outlined savings made in the Surrey Colleges 2019/20 budget (£700k deficit versus a predicted £3m deficit), adding that there were further savings to be realised. The Board briefly considered the progress of the Surrey Colleges Estates Strategy.

Annual Financial Statements

The Board received and approved the Activate Learning Financial Statements and Letter of Representation on the recommendation of the Audit and Risk Committee. **All members were agreed.**

Guildford College Group Financial Statements

The Board received and approved the Guildford College Group Financial Statements and Letter of Representation on the recommendation of the Audit and Risk Committee. **All members were agreed.**

Audit & Risk Committee

The Chair of the Audit and Risk Committee provided a verbal update from the meeting of the Committee on 27 November 2019, noting that, despite challenges presented by changing apprenticeship funding rules, the direction of travel remained good. The Board received and approved, upon the recommendation of the Audit and Risk Committee:

- Annual Report of the Audit and Risk Committee
- Group Risk Management Annual Report
- Annual Report of the Internal Auditors

All members were agreed.

Risk Register

The Board received and approved the Group Strategic Risk Register on the recommendation of the Audit and Risk Committee. **All members were agreed.**

The Board thanked the CFO and the Chair of the Audit and Risk Committee for their input.

The meeting was adjourned for a short break.

10. CEO Report

The Board received and noted the CEO Report. The Board noted the notification sent on the 21st October 2019 from the Office for Students (OfS) regarding late payment of fees, the reasons recent regulatory deadlines were missed and the actions that were being taken to ensure compliance with any future deadlines set by the OfS. The Board approved the recommendation to commission a Higher Education Deep Dive in April and to appoint a Higher Education Link Governor. **All members were agreed.**

The Board briefly discussed national patterns in student recruitment, the level of additional learning support required in recent cohorts, improved engagement from schools, and the possibility of campus-based Ofsted inspections. The CEO advised that the number of applications for 2020/21 was up year on year, largely as a result of work by the new Events Manager to improve open events. The Board challenged the Executive as to whether a decline in student numbers in Bracknell & Wokingham College was a trend, and were assured that it was a one-off dip, resulting in part from merger distractions and teacher attitudes towards

**MINUTE
NO.**

ACTION

increased class sizes. The Board requested and received a brief verbal update on The Saudi Partnership.

11. Link Governor Update – Safeguarding

The Link Governor for Safeguarding provided a brief verbal update, noting the breadth of activity and considerations covered by the Safeguarding Committee, the strong team and high level of commitment from relevant staff. The Link Governor advised that ensuring follow-through on actions was a challenge for the Committee and that, to support this, they had agreed to work to improve positive internal perceptions of safeguarding.

12. Chair's Action

The Clerk advised the Board of the Chair's Action taken to approve the disposal of the Bicester Campus, in line with the Estates Strategy. The Board retrospectively approved this action. **All members were agreed.**

13. Policies

The Board received and approved the following policies:

- Student Behaviour & Disciplinary Policy
- Comments, Suggestions and Complaints Policy

The Board also noted that work was underway to improve the quality of Activate Learning policies. **All members were agreed.**

14. Equality, Diversity and Inclusion Report & Objectives

The Link Governor for Inclusion advised the Board of her observations of the EDI Committee and recommended the EDI Report and 2019/20 EDI Objectives for approval. The Board approved the EDI Report and 2019/20 EDI Objectives. **All members were agreed.**

15. Modern Slavery Statement

The Board received and approved the Modern Slavery Statement 2019/20. **All members were agreed.**

16. Use of the Corporation Seal

The Clerk advised the Board that the application of the Corporation Seal was required on the agreement for disposal of the Tennis Courts at Farnham College. The Board were reminded that the disposal of the Tennis Courts was discussed at length by the Merger Working Group ahead of the merger with Guildford College Group, and that the sale was in line with those discussions. The Board approved the application of the Corporation Seal on the agreement, and noted their thanks to the Group Director of Property and Estates for his work to ensure the sale was closed. **All members were agreed.**

17. Minutes of Committees

The Board noted the minutes of the meeting of the Search and Governance Committee on 30 September 2019, and reviewed and approved the recommendations of the Committee as follows:

- Schedule a Quality Deep Dive for the February 2020 Corporation meeting (Note: This occurred in the December Corporation meeting)

**MINUTE
NO.**

ACTION

- Commission an annual Stakeholder Engagement report
- Form a Blue-Sky Thinking Working Group to inform discussions at the 2020 Away Day
- Equality objectives for 2019/20:
 - Continue to build upon the diversity of the Corporation Board, so that the Board moves towards a gender split representative of its student stakeholder population, and achieves 15% BAME representation by September 2022, in line with the Group's student population.
 - Collect and report board diversity data on all nine protected characteristics.
 - Undertake an exercise at the Board to better understand diversity of background and inform future recruitment.

All members were agreed.

18. Health & Safety Update


The Board received and noted the Health & Safety Report.

19. Any Other Business

No other business was raised.

The meeting closed at 18:30.

Chair



Date

10/02/20

Summary of Actions

Action	Responsible
Provide a short briefing for Governors on how staff digital and technological capabilities were being improved.	DCEO
Outline expectations of the Apprenticeship Deep Dive via email to the Clerk.	ALL
Agenda Item, February Board Meeting: HE Follow-up.	Clerk
Write to the ESFA to express the Board's concerns around the 2019/20 Financial Health grading calculations.	CFO