

# ACTIVATE LEARNING FURTHER EDUCATION CORPORATION

## MEETING OF THE CORPORATION

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Meeting date: **30 September 2019**

Venue: **Reading Campus**

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<b>PRESENT:</b>	Sally Dicketts (1/1)	Chief Executive Officer
	Tracey James (1/1)	Acting Chair ( <i>as indicated in the minutes</i> )
	Maire Brankin (1/1)	
	Malcolm Wicks (1/1)	
	Nina Robinson (1/1)	
	Andy Stone (1/1)	
	Sue Sturgeon (1/1)	
	Pauline Odulinski (1/1)	<i>(as indicated in the minutes)</i>
	Ben Sims (1/1)	
<b>IN ATTENDANCE:</b>	Steve Ball	Chief Finance Officer
	Lee Nicholls	Deputy Chief Executive Officer
	Louise Basu	<i>(as indicated in the minutes)</i>
	Bernard Grenville-Jones	Group Executive Director – Innovation and Development
	Cheri Ashby	Group Executive Director – Surrey Lead
<b>CLERK:</b>	Jamie Wade	Clerk to the Corporation

### MINUTES

The meeting started at 16:05.

<u>MINUTE NO.</u>		<u>ACTION</u>
1.	<b>Apologies for Absence</b> Apologies were received from Chris Jones (0/1), James Dipple (0/1), Dermot Mathias (0/1), Julia Von Klonowski (0/1) and Eve James (0/1).	
2.	<b>Declarations of Interests, Gifts and Hospitality</b> The Chair advised the Corporation that there was a potential conflict of interest affecting herself and PO, and for this item the Clerk would act as Chair. <i>TJ and PO left the meeting at 16:10.</i> The details of this item are recorded under the Part II minutes. <i>TJ and PO rejoined the meeting at 16:20.</i> No other member declared any interest, gift or hospitality. <i>The meeting was adjourned due to a fire evacuation at 16:20 and was reconvened at 16:37.</i>	

**MINUTE  
NO.**

**ACTION**

**3. Minutes of the Meeting of 15 July 2019**

The minutes of the meeting of 15 July 2019, having previously been circulated to the Board, were approved as an accurate record of the meeting. **All members were agreed.**

**4. Matters Arising from the Minutes of 15 July 2019**

The Committee reviewed the matters arising from the meeting on 15 July 2019, noting all actions were complete.

**5. Deep Dive – Culture Action Plan**

The Board received the Culture Deep Dive Report, which was taken as read. The Board congratulated the Executive on the quality of the report and noted the power of the Learning Philosophy. The Board considered whether the Learning Philosophy was fully understood by staff, and noted that application to teaching, leadership and personal development was varied across the business, and that application was lower in Group Services; the Executive briefly outlined work that was completed, underway and planned to better embed the Learning Philosophy. The Board approved the recommendation to endorse the work planned to take the culture work forward. **All members were agreed.**

The Board discussed the Activate Learning values, noting that they were broadly supportive of keeping the values, and providing feedback on specific parts that could be finessed. The CEO reminded the Corporation of the importance of buy-in and living out the values, both for staff and governors, and briefly outlined plans to engage staff in round-table discussions about the values. The Board considered the advantages of revisiting the values, particularly for ensuring staff buy-in, versus the advantages of implementing values, which had been carefully selected and remained broadly suitable. The Corporation noted that it was possible that reviewing the values with staff, especially at the merger colleges, may be worthwhile for the sake of engagement, even if the review reached the same conclusions; in light of the mergers and natural staff turnover, the need to continuously build staff engagement with the values was highlighted. The Corporation briefly considered the importance of shared language and shared understanding of that language, and suggested that the engagement of staff in discussions around the values could focus on checking they were still relevant (allowing 'tweaking' where necessary) and collaborating on how they were applied. The Board approved the use of the current values as a framework and the proposed approach to staff engagement. SS, MW, TJ and PO (subject to remote participation) volunteered to support the process, and it was agreed that those governors who were absent would be invited to participate also. **All members were agreed.**

**Action:** Issue an invitation to governors who were absent from the meeting to participate in the values review

**JW**

**6. International Opportunities**

The Board received the China Rowing Association and Oxford Brookes University report which was taken as read. The Group Executive Director – Innovation and Development provided a brief summary of the alignment between the rowing contract and Activate Learning's strategic objectives, noting the recent launch of the junior rowing programme and links with the globalisation driver, the opportunity to transform more lives, build on Activate Learning's reputation for excellence and diversify income streams. The Board were advised of developments in the proposed contractual arrangements, and considered the risk profile of the proposed model; the Board were assured that the risk was minimal



and the revised model provided a cleaner financial relationship and the potential for financial upside. On this basis, the Board confirmed their support of the initiative, thanked the Group Executive Director – Innovation and Development for the paper, and approved the execution of contracts with the relevant parties, subject to finalisation to the satisfaction of the Executive Team. **All members were agreed.**

*LB left the meeting at 17:25.*

**7. Finance and Performance**

*2018/19 Outturn*

The Board received the Finance Update – Investment Cases & Latest Review paper and the CFO provided an overview of the 2018/19 outturn against the latest view provided at the July 2019 meeting. The Board noted the reasons for negative variances against the latest view, which primarily arose from merger assumptions, and an update on the receipt of income from The Oxford Partnership (Saudi). The CFO reminded the Board that, as a result of the mergers, the 2018/19 Financial statements would reflect a significant profit.

*2019/20 Budget*

The CFO reminded the Board that there were no management accounts for presentation, owing to year end in August, and that the budget agreed at the July 2019 meeting reflected a £1.2m deficit (comprising Surrey Colleges operating deficit and strategic investments to be approved by the Board); on this basis Activate Learning would end 2019/20 with £10.7m cash balance. The CFO advised that there were some small risks to the budget at this stage, which were not considered material but were being actively monitored and managed by the Group Executive Team.

*2019/20 Investments: Adult Learning*

The Board received the Adult Learning Investment Case, which was taken as read. The Board noted that the proposed investment was in ongoing costs, and were assured that those costs would be terminated in the event that the investment did not show sufficient return to support them. The Board briefly considered the proposed investment model, and agreed that the Executive Team would be given scope to spend the investment fund as they saw fit. On this basis, the Board approved the investment in Adult Learning. **All members were agreed.**

*2019/20 Investments: Learning and Development*

The Board received the Learning and Development Investment Case, which was taken as read. The Board noted that Learning and Development should ideally be included in the operational budget and the paper did not outline return on investment; however, in light of the importance of the proposed work, particularly for the cultural change previously discussed, the Board approved the investment in Learning and Development. **All members were agreed.**

*KPIs*

The Board received the 90 Day KPI Report, which was taken as read. The DCEO highlighted changes made to the targets to reflect decisions made at the Governors' Away Day and areas of concern around Apprenticeships quality and student satisfaction in HE. The Board noted that Apprenticeships would be reviewed in detail in a Deep Dive in the new year, and sought to understand the HE satisfaction scores; the DCEO assured the Board that the overall scores were brought down by issues in three particular courses, which were being actively addressed. The Board briefly considered the facilities provision for HE students, noting the different model to some other colleges. The Board considered whether the targets presented for the three years to 2022 reflected discussions in May and July and were sufficiently stretching and achievable. It was noted that the

**MINUTE  
NO.**

**ACTION**

progression targets were as yet untested and therefore it was difficult to know whether they were achievable; therefore, it was agreed that the target would be approved, and future targets would be reviewed in 2020/21 in light of 2019/20 performance.

**Action:** Agenda Item, September 2020 Corporation meeting: Review progression targets

**JW**

The Board approved the recommendations to: receive a report on the progress being made to improve timely achievement in apprenticeships and higher education student satisfaction at the review points in November, February and May; approve and adopt the revised divisional targets to 2022; and approve and adopt the proposed 90-day targets for 2019-20. **All members were agreed.**

**8. CEO Report**

The Board received the CEO Report and the DCEO provided a verbal update on student recruitment numbers, noting that the student numbers targets would be achieved if attrition within the first 42 days was less than 3%. The Board considered the attrition rate as compared with other institutions and were assured of targeted work underway to ensure students were retained or transferred to other suitable courses. The Board considered the impact of the approach on students and staff, and were assured that the best interests of students were prioritised.

The Group Executive Director Surrey Lead provided a short verbal update on progress in the Surrey Colleges, highlighting in particular the positive outcome of the British Council inspection and improvements in student achievement.

The CEO provided a short verbal update on The Oxford Partnership, details of which are captured in the Part II minutes.

**9. Policies**

The Board received and approved the following policies:

- Attendance, Punctuality and Absence Management Policy
- Conflicts of Interest Policy
- Fraud Policy
- Staff Disciplinary Policy

**All members were agreed.**

**10. Use of the Corporation Seal**

The Board received and approved the application of the Corporation Seal on the following documents:

- A deed of termination for the shareholding arrangements between Activate Learning, Activate Enterprise and Pablo Lloyd, following his resignation;
- A contract for repairs to the heating and cooling system at Bracknell & Wokingham College, as agreed during the merger process;
- A funding agreement for a LEP-funded hospitality project which had been approved by the Board in February 2019.

**All members were agreed.**



**MINUTE  
NO.**

**ACTION**

**11. Minutes of Committees**

The Board received and noted the minutes of the meeting of the Search and Governance Committee on 15 July 2019.

**12. Update on Property and Facilities Projects**

The Board received and noted the Property and Facilities Update.

**13. Health & Safety Update**

The Board received and noted the Health & Safety Report.

**14. Any Other Business**

Members were encouraged to visit the new hospital suite in Reading College.

The Chair reminded the Board that Maire Brankin was retiring from the Board after the meeting, and thanked Maire for her service to Activate Learning. Maire reflected on her time at Activate Learning and commended the Board and Executive Team, and particularly the CEO, for their skill and commitment.

The Board noted improvements that had been made in governance arrangements under the care of the Clerk to the Corporation.

**The meeting closed at 18:30.**

Chair .....



Date .....

**Summary of Actions**

<b>Action</b>	<b>Responsible</b>
Issue an invitation to governors who were absent from the meeting to participate in the values review	<b>JW</b>
Agenda Item, September 2020 Corporation meeting: Review progression targets	<b>JW</b>