

BOARD OF GOVERNORS
MINUTES OF A MEETING OF THE BOARD OF ACTIVATE LEARNING
HELD AT READING CAMPUS, KINGS ROAD, ON 11 FEBRUARY 2019

PRESENT:	Chris Jones (4/4) Tracey James (4/4) Sally Dicketts (4/4) James Dipple (4/4) Nina Robinson (3/4) Malcolm Wicks (4/4) Ben Sims (3/4) Elena Ingham (2/2)	Chair of the Corporation Vice Chair of the Corporation Chief Executive Officer <i>(as indicated in the minutes)</i> Staff Governor Student Governor, (appointed under Item 1)
IN ATTENDANCE:	Steve Ball Nicola Tomlinson Peter Ryder Andy Stone Cheri Ashby Bernard Grenville-Jones Paul Newman Lee Nicholls	Chief Finance Officer Rockborn HR (as indicated in the minutes) Rockborn HR (as indicated in the minutes) Former Governor, Bracknell & Wokingham College Group Executive Director, Surrey Lead Group Executive Director, Innovation and Development Group Executive Director, Berkshire Lead Deputy Chief Executive Officer
CLERK:	Jamie Wade	Clerk to the Corporation

PART I

The meeting started at 16:05.

<u>MINUTE NO.</u>		<u>ACTION</u>
1.	<u>Ratification of Student Governor Appointment</u> The Chair welcomed everyone to the meeting and introduced AS, who was observing the meeting as a potential merger partner governor from Bracknell & Wokingham. The Board ratified the appointment of Elena Ingham as Student Governor. All members were agreed.	
2.	<u>Apologies for Absence</u> Apologies were received from Evelyn James (0/4), Dermot Mathias (2/4), Julia Von Klonowski (2/4), Marie Brankin (3/4), Pauline Odulinski (2/4) and Nigel Rayner (1/4).	
3.	<u>Declarations of Interest, Gifts and Hospitality</u> No member declared any interest, gift or hospitality.	
4.	<u>Minutes of the Meetings of 10 December 2018 and 07 January 2019</u> Having previously been circulated to the Board, the minutes of the meetings on 10 December 2018 and 07 January 2019 were approved as accurate records of the meetings. All members were agreed.	

MINUTE

NO.

ACTION

5.

Matters Arising from the Minutes of 10 December 2018 and 07 January 2019

The Board noted that all matters arising from the meetings on 10 December 2018 and 07 January 2019 were complete.

6.

Finance and Performance

Management Accounts and Year End Forecast

The Board received the Full Year Reforecast 2018/19 and the CFO provided a summary of the key details, noting in particular the three main risks to the 201819 budget.

Nina Robinson joined the meeting at 16:15.

The Board noted the income shortfall in Apprenticeships, arising from a mixture of low numbers of starts, delayed starts and lower funding per learner than forecast. The Board considered the risk attached to the pipeline underpinning the reforecast, and agreed that the Board needed to better understand that risk.

Action: Circulate to the Board a summary of the Activate Apprenticeships Pipeline, including 'expected', 'best case' and 'worst case' year-end estimates and an outline of mitigating actions

CFO

Action: Agenda Item, April Board Meeting: Activate Apprenticeship Forecast

Clerk

The Board considered the mitigating action to reduce the impact of the income shortfall, which had successfully reduced the deficit by 50%. The remaining income deficit was mitigated by the contingency within the budget and income from the Saudi Partnership. The CFO assured the Board that, notwithstanding the negative variance against budget, the Group maintained a positive EBITDA and continued in a strong financial position. The CEO advised that inflexibility in the staffing model was exacerbated by agency fees for vacancies which were difficult to fill; there were opportunities to adjust the staffing model to improve flexibility, which would be a priority for the incoming HR Director.

The Board considered the forecast for Bracknell & Wokingham College (BWC), following merger completion in January 2019, noting that the College was forecast to return a deficit between the merger date and the end of the year, albeit slightly ahead of the budget set by the College pre-merger. Merger efficiencies were expected to show more significant benefits in the 201920 year.

The CFO advised that the mid-year reforecast and BWC impact would have some impact on the Group's ESFA financial health rating, but the rating would remain 'good' and would recover to its previous level in 201920.

The Board thanked the CFO for his report.

Strategic KPI Summary

The Board received the Strategic KPI Summary and the DCEO highlighted areas of risk against the KPIs. The Board noted in particular timely success in Apprenticeships, which was expected to be significantly below target; the DCEO advised the Board of work underway to improve tracking to ensure early warnings of risk areas, but noted that the impact of these developments would not achieve full recovery until 2019/20, due to slower than anticipated progress on that front and the continued impact of historical results upon success rates.

The Board considered in particular the involvement of management in budgeting processes, the quality of the Apprenticeships management team and the need for early warning of issues, which they were assured would be achieved through

**MINUTE
NO.**

ACTION

tracking developments. The Board queried student numbers in the Schools Division, and were assured that the decline was not a cause for concern at present, as the trajectory remained on course.

The DCEO advised the Board that there were opportunities to improve student numbers through internal progression within the Group, including progression from the Schools. The Board agreed that it would be helpful to see student recruitment numbers in the context of national statistics, so as to highlight where changes were in line with population trends, versus where they were specific to the Group.

Action: Circulate to the Board a summary of student recruitment numbers in the context of national statistics

DCEO

Action: Agenda Item, April Board Meeting: Student Recruitment Pipeline

Clerk

The Board briefly considered the outcomes of the Insted activity, which was being concluded at the Group Leadership Team Away Day later that week, and requested an Insted briefing.

Action: Circulate an Insted 2018/19 Briefing to the Board

DCEO

Health and Safety Updates

The Board received and noted the Health & Safety Report.

Update on Property and Facilities Projects

The CFO reported that the Oxford Local Enterprise Partnership (LEP) had indicated an intention to renew their lease at the City of Oxford campus.

Group Risk Register

The Board received and noted the Risk Register, noting in particular that the two highest risks, income growth and staff recruitment and retention, had been reflected in the Board's discussions earlier in the meeting.

7. **CEO Report**

The Board received and noted the CEO Report. The Board requested an update on the recruitment of a successor for the CEO of Activate Enterprise Ltd (AEL), who had submitted his resignation; the CEO advised that the role would be a Managing Director role, with no shareholding, and noted that the intention was therefore to change the governance structure of AEL, but to retain the company to allow flexibility in terms and conditions of employment. The CEO advised that an agency had been engaged and interview dates set; the Board considered the interview panel, agreeing that the role was pivotal and therefore the process must be as robust as possible.

Action: Advise the Clerk of willingness to contribute to the interview process for the incoming Managing Director of Activate Apprenticeships

ALL

8. **Improvement Plan**

The Board received and noted the Improvement Plan Update, and reflected that the key points had been covered in the discussion around the KPI Update.

9. **LEP Bid**

The Group Executive Director, Innovation and Development, presented the LEP Bid Briefing and described the projects for which the bids were being submitted. The Board considered the benefits of the proposed projects, the timing of income if successful, and the risk associated with the required match funding and ongoing

**MINUTE
NO.**

ACTION

running costs. The Board were assured that robust business plans had been drawn up for each project and that the capital spend was well within the annual capital spend budget. The Board approved the submission of the LEP bids. **All members were agreed.**

Action: Circulate a summary of the LEP bid project business plans to the Board

GED, ID

10.

Policies

The Board received and approved the Higher Education Admissions Policy. **All members were agreed.**

11.

Use of Corporation Seal

The Clerk advised the Board that there had been no uses of the Corporation Seal since the sealing of the merger documents, which had been approved at the meeting on 07 January 2019.

12.

Deep Dive: Rockborn Culture Survey

PR and NT joined the meeting at 17:30.

The Consultants presented the key findings of the Culture Survey, which had been undertaken at Activate Learning, Bracknell & Wokingham College and Guildford College Group (GCG). The Consultants focussed on the findings of the Activate Learning survey, noting in particular the commitment that staff expressed towards Activate Learning, as opposed to individual colleges; a strong understanding of the Learning Philosophy among curriculum staff, contrasted against a weaker understanding among Group Services staff; strong respect for line managers; a culture of freedom to make mistakes; and an appreciation for autonomy and the success of the faculty structure.

The Consultants shared findings around strategy, cohesion between sites, staff turnover, leadership and managements, and perceptions of Group Services. It was noted that, whilst staff were proud to work for Activate Learning and appreciated the freedom and creativity they were afforded, there was a desire for greater consistency and follow through, and for greater connectivity between curriculum staff and Group Services. The Consultant added that the culture in Activate Apprenticeships was found to be separated from the wider Group, with some teams expressing a lack of clarity and a desire to see change, against a backdrop of high turnover.

Action: Share the Culture Survey presentation with the Board

Clerk

The Board noted that the work undertaken at BWC and GCG indicated differing expectations from the mergers with Activate Learning, and challenges arising from historical leadership issues; it was agreed that the next meeting should focus on addressing the cultural challenges of merger with BWC and GCG, with a detailed report including summaries of the findings at each institution from Rockborn, to allow time for discussion.

Action: Primary Agenda Item: Culture

Clerk

PR & NT left the meeting at 18:15.

13.

Dates of Future Meetings

The Chair advised the Board that 8am on Tuesday 19 March 2019 had been selected as the provisional date for the Corporation meeting to approve the merger with GCG, which would be conducted as a conference call.

MINUTE
NO.

Action: Circulate the invitation for a Corporation meeting on 19 March 2019

ACTION

Clerk

The meeting closed at 18:00.

Chair 

Date 1/4/2019

Action	Responsible
Circulate to the Board a summary of the Activate Apprenticeships Pipeline, including 'expected', 'best case' and 'worst case' year-end estimates and an outline of mitigating actions	CFO
Agenda Item, April Board Meeting: Activate Apprenticeship Forecast	Clerk
Circulate to the Board a summary of student recruitment numbers in the context of national statistics	DCEO
Agenda Item, April Board Meeting: Student Recruitment Pipeline	Clerk
Circulate an Insted 2018/19 Briefing to the Board	DCEO
Advise the Clerk of willingness to contribute to the interview process for the incoming Managing Director of Activate Apprenticeships	ALL
Circulate a summary of the LEP bid project business plans to the Board	GED, ID
Share the Culture Survey presentation with the Board	Clerk
Primary Agenda Item: Culture	Clerk
Circulate the invitation for a Corporation meeting on 19 March 2019	Clerk

