

## BOARD OF GOVERNORS

MINUTES OF A MEETING OF THE BOARD OF ACTIVATE LEARNING  
HELD AT THE CITY OF OXFORD CAMPUS ON 01 APRIL 2019

PRESENT:	Chris Jones (5/6)	Chair of the Corporation
	Tracey James (6/6)	Vice Chair of the Corporation
	Sally Dicketts (6/6)	Chief Executive Officer
	Maire Brankin (5/6)	
	James Dipple (6/6)	
	Evelyn James (1/6)	
	Dermot Mathias (4/6)	
	Pauline Odulinski (3/6)	
	Julia Von Klonowski (4/6)	
	Ben Sims (5/6)	Staff Governor
	Andy Stone (1/1)	<i>Appointed under Agenda Item 13</i>
IN ATTENDANCE:	Steve Ball	Chief Finance Officer
	Lee Nicholls	Deputy Chief Executive Officer
	Cheri Ashby	Group Executive Director, Surrey Lead
	Paul Newman	Group Executive Director, Berkshire Lead
	Louise Basu	Group Director of People and Change
	Nicola Tomlinson	Rockborn HR ( <i>as indicated in the minutes</i> )
	Peter Ryder	Rockborn HR ( <i>as indicated in the minutes</i> )
CLERK:	Jamie Wade	Clerk to the Corporation

### PART I

The meeting started at 16:05.

<u>MINUTE NO.</u>	<u>ACTION</u>
1.	<u>Apologies for Absence</u> Apologies were received from Malcolm Wicks (5/6) and Nina Robinson (4/6).
2.	<u>Declaration of Interests, Gifts and Hospitality</u> No member declared any interest, gift or hospitality.
13.	<u>Any Other Business</u> <i>Appointment of Merger Partner Governors</i> The Board received and approved the recommendations to appoint Andrew Stone and Sue Sturgeon as Merger Partner Governors for Bracknell & Wokingham and Guildford respectively.

**MINUTE**

**NO.**

**ACTION**

3.

Minutes of the Meeting of 11 February 2019

The minutes of the meeting on 11 February 2019, having previously been circulated to the Board, were approved as an accurate record of the meeting, subject to the correction of the location of the meeting. **All members were agreed.**

4.

Matters Arising from the Minutes of 11 February 2019

The Board reviewed the matters arising from the meeting on 11 February 2019, which were all either complete or closed.

5.

Culture

*NT & PR joined the meeting at 16:30.*

The Consultant presented the findings of the culture survey conducted at Activate Learning (AL), Bracknell & Wokingham College (BWC) and Guildford College Group (GCG). The Board noted the historical factors in the BWC culture, the risk of a leadership vacuum resulting from key leaders either leaving or being promoted within AL, and a desire to retain flexibility, trust and 'family' feel. The Consultant advised the Board that the Guildford College Group comprised 3 distinct cultures, arising from a failure to integrate the colleges following the original merger; there was a similarity in hopes and expectations for the merger and a desire for a clear plan and strong leadership, but staff were keen not to become 'too corporate'. The Consultant highlighted a few idiosyncrasies which were particularly core to the culture at the GCG colleges, and advised that the way in which changes were made would be as important as what was changed.

The Consultant briefly recapped the findings of AL, and noted a disparity between a high autonomy and high responsibility culture in AL, and a more dependent culture in the other colleges, arising from either heavily pastoral or absent management style. The Board considered the challenge of merging the cultures of the newly merged Group, acknowledging opportunities to learn from the merger partner colleges, such as the application of flexible working. The Board considered the risk that a slow integration at GCG might perpetuate issues arising from the previous merger; it was noted that some cultural elements (such as the blame culture) must be addressed quickly, and this would be facilitated by the existing desire for change and leadership. The Consultant advised that it would be important to have a clear and communicated plan for the integration of GCG. The Executive Team assured the Board that the integration of Group Services in GCG had been carefully planned to ensure the existing Group was also protected during the process; staff at GCG would start to see differences immediately, but time would be taken over key decisions, such as identifying high quality staff.

The Consultant advised that the extent to which AL staff understood and expressed the values of the organisation, particularly the freedom to innovate, take risks and fail (and learn from it), was exceptional in the sector; however, this was not consistent across all staff, being less visible in Group Services. The Board noted significant improvements in that respect and agreed that the challenge was to continue to build on that culture, to improve consistency across the Group and to embed that culture in BWC and GCG with empathy and openness to positive hallmarks of those cultures. The Consultant advised that priorities would be around translating the culture into recruitment processes and embedding the Learning Philosophy within Group Services.

**MINUTE  
NO.**

**ACTION**

The Board noted the opportunity to model a positive transition and strong culture to influence the sector.

The Group Director of People and Change highlighted the importance of clear definition of the cultural strategy and required behaviours (in line with the Group), over-communication and repetition of messages, and committed, visible leadership during the integration period; during the process, engaging people in the change and improving the physical environment would be very important. The Group Executive Director - Surrey Lead, briefly outlined plans in place to continue with Merger Champions and to engage staff in planning and integration. The Board considered the 'leadership shadow' and ways to ensure that managers were equipped to embed the new culture, such as coaching, mentoring.

The Board suggested a variety of ways in which the Executive Team could manage the transition, these included identifying key performance indicators arising from the cultural survey, developing a '100 day plan' and/or engaging the Consultants to assist with forward planning. The Board agreed that the Executive Team's action plan arising from the cultural survey would be revisited at the Away Day.

Clerk

**Action:** Agenda item, Away Day: Culture Action Plan

*NT, PR, PO and CJ left the meeting at 17:45.*

*The Vice Chair assumed chairmanship of the meeting.*

6.

**Finance and Performance**

*Management Accounts and Year End Forecast*

The Board received the Finance Update and agreed that the format of future reports should change to ensure a clear overview of financial position against original budget and with clarity around the merger colleges.

*PO re-joined the meeting at 17:55.*

The CFO circulated a breakdown of the Mid-Year Forecast, as compared with the original budget, and the Corporation asked clarifying questions around the inclusion/exclusion and impact of exceptional merger funding and Saudi income. The Board queried the monitoring of merger expenditure, and were assured that the Audit & Risk Committee would receive regular reports and that expenditure would be in line with Transaction Unit requirements and deadlines. The CFO advised that the Corporation remained on track to achieve a £0.3m full-year surplus, albeit without the budget contingency, which had been used up.

The CFO circulated the ESFA Finance Dashboard March 2019, and the Board noted that the overall grading remained 'good', and that the gap was being closed between AL and the national median in most metrics where they were behind. The Corporation congratulated the CFO for this achievement.

*Health and Safety Updates*

The Board received and noted the Health & Safety Report.

<u>MINUTE NO.</u>		<u>ACTION</u>
	<p><i>Risk Register</i> The Board received and noted the Risk Register, which had been reviewed by the Audit &amp; Risk Committee.</p>	
7.	<p><u>CEO Report</u> The Board received the CEO Report and noted the loss of AL's Ofsted grading as a result of the mergers; the Board considered the impact of this loss and were assured that, whilst an inspection would therefore be anticipated within three years rather than five, it was unlikely to be imminent unless triggered by a significant issue. The Board noted the proposal for college-specific inspections, and were assured that this would not happen before 2021 and that the Group continued to campaign for group-wide inspections.</p>	
13.	<p><u>Any Other Business</u> The Board retrospectively approved the digital channels document dated 10 January 2019, which delegated to the CEO and CFO: authority to sign any documents in relation to the operation of the company's bank accounts and any documents in relation to electronic banking channels; the power to decide matters dealt with for electronic banking channels; and the power to sub-delegate to other individuals the power to make payments and give other instructions in respect of those electronic banking channels. <b>All members were agreed.</b></p>	
8.	<p><u>2019/20 Calendar</u> The Board received the 2019/20 Calendar of Meetings and were asked to flag any issues to the Clerk.</p> <p><b>Action:</b> Review the 2019/20 Calendar and inform the Clerk of any issues with the dates</p>	<b>ALL</b>
9.	<p><u>Minutes of Committees</u> The Board received and noted the minutes of the:</p> <ul style="list-style-type: none"> <li>• Audit and Risk Committee meeting on 13 March 2019; and</li> <li>• AL and GCG Joint Merger Working Group meeting on 05 March 2019.</li> </ul>	
10.	<p><u>Search and Governance Committee</u> The Chair of the Search &amp; Governance Committee provided a verbal update from the meeting of the Committee on 01 April 2019, advising that the Committee were considering some changes to the link governor structure, and would be looking to clarify the role and discuss potential roles with governors. AS expressed an interest in the Health &amp; Safety Link Governor role, which was welcomed.</p>	
11.	<p><u>Policies</u> The Board received and approved the:</p> <ul style="list-style-type: none"> <li>• Safeguarding Policy;</li> <li>• Fees Policy;</li> <li>• FE Admissions Policy; and</li> <li>• Equality and Diversity Policy.</li> </ul>	
12.	<p><u>Use of Corporation Seal</u> The Clerk advised the Board that there had been no uses of the Corporation seal, other than that which was approved at the meeting of the Corporation on 25 March 2019.</p>	

**MINUTE**

**ACTION**

**NO.**

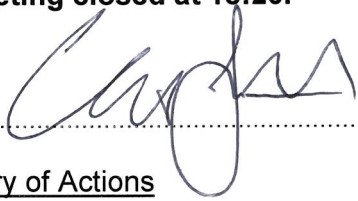
14.

**Dates of Upcoming Meetings**

The Board noted that the dates of upcoming meetings on the agenda were incorrect and would be updated.

**The meeting closed at 18:20.**

Chair .....



Date .....

**Summary of Actions**

<b>Action</b>	<b>Responsible</b>
Agenda item, Away Day: Culture Action Plan	Clerk
Review the 201920 Calendar and inform the Clerk of any issues with the dates	ALL

