

## BOARD OF GOVERNORS

### MINUTES OF A MEETING OF THE BOARD OF ACTIVATE LEARNING

#### HELD AT THE CITY OF OXFORD COLLEGE ON MONDAY, 20 FEBRUARY 2017

PRESENT:	Chris Jones Sally Dicketts Tracey James Paddy Austin Maire Brankin James Dipple Dermot Mathias Pauline Odulinski Nina Robinson Malcolm Wicks Julia Von Klonowski Sarah Britten- Jones Peter Hudson Hector Garay	Chair Chief Executive Officer Vice Chair
IN ATTENDANCE:	Jonathan Adams Stephen Ball Cheri Fletcher Bernard Grenville-Jones Pablo Hepworth Lloyd Paul Newman Lee Nicholls Fiona Stillwell Mark Eighteen	Executive Director/CEO ATG Training Chief Finance Officer Executive Director/Head of Campus Oxford Executive Director/Head of Campus Banbury CEO Activate Enterprise Executive Director/Head of Campus Reading Executive Director Curriculum Standards Academies (item 6 only) (item 6 only)
CLERK:	Lynn Payne	

### PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	<b>The meeting started at 4.00pm.</b>	
1	<u>Apologies for Absence</u> Apologies were received from Jamie Dunn, Evelyn James, Stuart Trafford and Francesca Render-Briton.	
2	<u>Declarations of Interest</u> Pauline Odulinski declared her conflict of interest in relation to her work on the Governance Framework Review and would not be taking part in Board decisions on that matter.	
3	<u>Minutes of the Meeting held on 12 December 2016</u> The Minutes of the previous meeting held on 12 December 2016, having been previously sent to members, were agreed as a true record and signed by the Chair. <b>All Members were agreed.</b>	

**MINUTE  
NO.**

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Matters Arising from the meeting on 12<sup>th</sup> December 2017

- a. Appointment of new Student Governors  
Both the two new students, Francesca Render- Briton and Hector Garay were appointed as Student Governors to July 2017.  
**All Members were agreed.**
- b. Appointment of the Clerk to the Corporation  
It was agreed to appoint Lynn Payne as Clerk to the Corporation.  
**All Members were agreed.**

There were no other matters arising from the meeting of 12 December 2016.

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Governance Review

- a. Activate Learning Framework for Governance.  
The Chair gave a presentation to colleagues on the 'Context of FE - 2016 and Beyond'. He reminded members that last year the Board had commissioned Pauline Odulinski to do a governance review and to produce the 'Framework for Governance' for Activate Learning. The review work was being monitored by the Governance Working Group.

It was noted that the work of the FEGP Committee was now on Board agendas. The Chair said the Search Committee would meet shortly to make consider the Board and Committee membership, going forward and make recommendations to the next Board meeting. It was proposed that the members of the Governance Working Group and their work, be merged with the Search Committee, to form the Search and Governance Committee. **Members were agreed.**

The Chair thanked Pauline Odulinski for the work she had done and asked her to present her update to members.

Pauline Odulinski detailed the progress on her work and the stage reached. She asked members for their comments and questions to inform the ongoing review. There was a focus on the substantive issues and then discussion on 'what it was agreed the CEO may be accountable for' and in that, how to mitigate surprises.

There was also a discussion on Risk management. It was agreed this should be embedded in all aspects of college work and that Audit Risk should be part of the Governance Framework.

Pauline Odulinski said the terms of reference would come to the next meeting of the Search committee.

Members asked about their liability and the DoF said he would advise more fully at the next meeting and provide a copy of the Insurance held in respect of Governors work.

**The report was noted.**

- b. Review of Governance Self- Assessment results  
Members noted the Governance Self-Assessment Report. Governor induction would be put in place, resulting from the outcomes of the self-assessment returns and would be on the agenda at the next Search and Governance (S&G) committee meeting.  
The Governors Self-Assessment Report and Improvement Plan with targets, would be informed by the outcomes in the self-assessment results and discussed at the next S&G committee. **The report was noted.**

- c. Corporation and Committee Attendance Monitoring Report

**ACTION**

**Search &  
Governance**

**P Odulinski**

**P Odulinski**

**DoF**

**Agenda S&G**

**P Odulinski**

**MINUTE  
NO.**

**ACTION**

The Clerk asked for this report to be deferred to a future meeting. The report would also be considered at S&G.

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**Deep Dive - Activate Apprenticeships and Activate Business School**

Pablo Lloyd, CEO Activate Enterprise, Mark Eighteen, Commercial Director and Fiona Stilwell, Director of Operations, gave a presentation on Activate Apprenticeships and the Activate Business School.

They detailed how Activate Apprenticeships was formed and where it fitted into the Group and the market. They referred to the vision of Activate Apprenticeships highlighting how it supported the Group both commercially and culturally.

Members were informed of the Group's performance against its original 5 year plan together with the plans for the future and how the business would be developed in the next 4 years. This included information on national and local growth fuelled by the apprenticeship levy and new standards, and the development of the Activate business school. They also referred to the closer integration with ATG Training, potential further acquisitions and the support provided to the Group's leadership and cultural development.

Following the presentations members were invited to ask questions. Members asked about the market share in apprenticeships and the delivery model. The CEO said he would provide data for this after the meeting.

*(Clerk's Note: After the Board meeting - in answer to the two questions above - the CEO of Activate Enterprise advised that Activate Apprenticeships were the largest provide in the region with about 6% market share across Berkshire, Buckinghamshire and Oxfordshire. Key competitors were independent providers. On delivery model he advised that 60% of the training delivery was by tutors and assessors employed directly by Activate Apprenticeships, that 30% was contracted out and 10% was placed with specialist providers)*

For information members were advised of the Activate Employer events that would be taking place from now until July.

**The Chair thanked the presenters for an excellent update report.**

*(Fiona Stilwell and Mark Eighteen left the meeting)*

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**Finance & Performance**

a. **Management Accounts and Full Year Re- Forecast**

The CFO presented his report. Members were advised that the latest forecast for the full year rebalances, with expected income shortfalls in FE and Apprenticeships and with staff cost reductions and non-pay cost savings, was still to deliver an operational surplus of £1.1m. this would be a net surplus after development fund and restructuring costs, of £0.5m.

The operational surplus was forecast to be around £0.2m below budget.

The CFO went through the key points in his report.

**Members noted the management accounts to December 2016.**

b. **Group Balanced Scorecard and KPI Summary**

Members had received a report from the CFO on the measures, targets, actual outcomes and assessment in the key areas of:-

Teaching Quality and Outcomes

Innovation

Financing and Resourcing

People Learning and Development.

**The KPI summary and Group Balanced Scorecard, were noted.**

c. **Banking Arrangements Report**

The CFO presented his report. Members were advised that the College Bankers, Lloyds Bank, had now requested asset based security to underwrite the existing borrowing with them. This was noted as part of Lloyds Bank response to the likely introduction by government of an 'insolvency regime' to

**MINUTE  
NO.**

**ACTION**

the FE sector.

The CFO advised members that the year ending July 2016 showed the total amount outstanding on the two loans with Lloyds Bank as £10,682k and the term end dates on the loans were 2025 and 2027. Lloyds Bank had requested security of around twice the outstanding amount of the loans. The CFO went through the likely values of property in the portfolio of Activate Learning and suggested that given both Bicester and Reading Colleges were self-contained 'single' unit buildings with surrounding parking that they were probably the most appropriate to use as security. Bicester and Reading combined had an estimated value of £24.6m.

The CFO confirmed the suggestion had been put to Lloyds Bank and a response was awaited. **The report was noted.**

d. Property and Facilities Projects report

Members received a report providing a brief update on the status of key estates projects across the Activate Learning college campuses with a summary of anticipated activity to year end. **The report was noted.**

e. Health and Safety update for the Autumn term

Members were advised that there had been 11 reported accidents across the Group since the beginning of term which was slightly lower than a pro rata comparison from last year. **Members noted the report.**

f. Group Risk Register

The CFO went through the Group Risk Register particularly highlighting the key risks, which were considered.

**Members agreed the risk register.**

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Any other Business

No other business was raised.

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Dates of the next meeting

The next meeting was noted as :  
20<sup>th</sup> March 2017

The Board Away Days:  
10<sup>th</sup> & 11<sup>th</sup> May 2017

The Dates Schedule of meetings to the end of the year would be available at the next meeting. It was agreed to consider holding some meetings at different campuses.

**The meeting ended at 6.15pm**

Chair



Date

20.3.17