

BOARD OF GOVERNORS

MINUTES OF A MEETING OF THE BOARD OF ACTIVATE LEARNING

HELD AT THE CITY OF OXFORD CAMPUS ON 5 JUNE 2017

PRESENT:	Chris Jones	Chair
	Sally Dicketts	Chief Executive Officer
	Tracey James	Vice Chair
	Maire Brankin	
	Pauline Odulinski	
	Nina Robinson	
	Malcolm Wicks	
	James Dipple	
	Francesca Render-Briton	
	Sarah Britten- Jones	
	Hector Garay	
IN ATTENDANCE:	Jonathan Adams	Executive Director/CEO ATG Training
	Stephen Ball	Chief Finance Officer
	Cheri Fletcher	Executive Director/Head of Campus Oxford
	Pablo Hepworth Lloyd	CEO Activate Enterprise
	Paul Newman	Executive Director/Head of Campus Reading
	Lee Nicholls	Executive Director Curriculum Standards Academies
CLERK:	Lynn Payne	

PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	The meeting started at 4.45pm.	
1	<u>Apologies for Absence</u> Apologies had been received from Julia Von Klonowski, Paddy Austin, Dermot Mathias, Evelyn James and Peter Hudson. Bernard Grenville-Jones had also apologised for his absence.	
2	<u>Declarations of Interest, gifts and hospitality</u> There were no declarations made.	
3	<u>Minutes of the Meeting held on 20 March 2017</u> The Minutes of the previous meeting held on 20 March 2017, having been previously sent to members, were agreed as a true record and signed by the Chair. All Members were agreed.	
4	<u>Matters Arising from the meeting on 20th March 2017</u> It was noted all matters arising from the previous Minutes had been actioned. There was an update report on two other matters. i). <u>Development Fund Summary:</u> This item was presented by the Chief Finance Officer (CFO) Members had asked for a report on the use of the Development Funds monies.	

**MINUTE
NO.**

ACTION

The CFO went through his report to Members on how the Development Fund monies were being used to invest in future growth and efficiency initiatives. It was noted that the 2016/17 group budget included provision for investing in a Development Fund of £0.5m. He reminded members that the principle of a 'Development Fund' was to facilitate innovation, drive change and enable improved performance. He said the fund was described in the budgeting process as creating the ability 'to invest in both the creation of income generating activity for future years and efficiency of existing business processes'.

The CFO said that one of the reasons spend had been limited in the past was due to there being neither the criteria for committing investment nor a clearly documented process for approval.

The CFO made a full report to members on the Development Fund Status as at the end of April 2017. It was accepted the development fund was not a contingency fund and needed to be for something special and value.

Members noted the helpful report

ii). Board and Committee mid year Attendance Report 2016/17

This item was presented by the Clerk. Members had received an update report on the mid year attendance. Overall Board attendance was noted a 'good' but currently at 72% therefore below the set target of 80%. Committee attendance varied but was also (in some cases) below its 75% target figure.

Members considered, in the light of the change to the Carver model, with all the recent change to committee structures that, it may be useful to set the percentage attendance figure at 75% for both Board and committee meetings, at this time.

All Members were agreed.

5

Finance and Performance

These following reports were presented by the CFO.

i. Management accounts and summary of the full year forecast to July 2017 incorporating the 2016/17 student funding and major sources of income.

Members were advised that the mid year forecast rebalanced expected income shortfalls in FE, and Apprenticeships, with staff cost reductions and non pay cost savings, to deliver an operational surplus of £1.1m and a net surplus after development fund and restructuring costs of £0.5m. It was noted this was £0.2m below the budget target. The CFO detailed the current expected outturn versus the mid year forecast. He reminded members that as discussed in January the re forecasting exercise reduced the net surplus to £0.5m compared to the budget of £0.75m. He also said that with further mitigations the current performance to April 2017, gave outturn projections showing the budget as still approximately £0.2m short of the mid year forecast outturn but he remained confident of hitting the target through cost reduction in the remaining months. The target did not however exclude the full year loss of £0.3m in ATG and the additional restructure costs to be incurred through the current redundancy exercise. Members noted the report of the Group Management accounts and forecast at April 2017. The reports were discussed and noted.

The Chair asked for a report at the next Board to include the balance sheet and a summary to cover the wider issues and for this to be a regular item on the Board agenda.

**ACTION
CFO**

ii. First review of 2017 18 budget and comments on major risk areas. Including an update on restructure.

The CFO reminded members that prior to the detailed Budget setting process, the Corporation had agreed the Executive Team's proposal to set a group surplus in 2017/18 of £1.0m having considered the overall financial objectives for the group and assessing the model to deliver those objectives.

He outlined the key drivers being considered when setting the financial targets as:-

Ongoing sustainability, creating re investment for growth, quality and efficiency and key stakeholders measures.

**MINUTE
NO.**

ACTION

The CFO detailed the proposal for the 2017/18 surplus of £1m. Members felt this may need more consideration with a view to not being over optimistic and would review it again in July at the Board meeting.

Members noted the report and that it would be on the next Board agenda for approval.

**ACTION
CEO/CFO**

iii. Update on merger prospects

This was a verbal update from the CEO on merger prospects.

Members also discussed class sizes at present and restructuring to enable more efficiency and it was agreed this would be discussed at the next Board meeting.

The report was noted.

Members had received the following reports, taken as read, for noting:

- a. Subcontracting arrangements
- b. Balanced scorecard and KPI summary
- c. Update on property and facilities projects
- d. Health and Safety update
- e. Group Risk Register

The reports were noted.

6 Governance Review

The new Governance Review had already been agreed by the Board.

7 Away Day

Members noted the Away day notes.

8 Minutes of Committees

- a. Search and Governance Committee: Minutes 20th March 2017
Members had received the Minutes of the Search and Governance Committee of 20th March 2017.
The Minutes were noted.
- b. Search and Governance Committee: Meeting 5th June 2017
It was noted that a meeting of the Search and Governance Committee had taken place just prior to this meeting. The Minutes would be available at the next Board meeting.

The recommendations from the meeting to the Board were:-

- i. That the Board membership number be re determined to 16.
All Members were agreed.
- ii. That the 14th edition of Evershed's Code of Conduct be adopted
All Members were agreed.
- iii. That Shirley Rogan be co opted to the Audit and Risk Committee for a period of one year, renewable. It was noted that this was a non Governor office.
All Members were agreed.

9 Minutes of Activate Learning Multi Academy Trust

Members had received the Minutes of the Activate Learning Multi Academy Trust of the

MINUTE
NO.

ACTION

22nd March 2017. **The Minutes were noted.**

10

Use of the Corporation Seal

The Clerk advised members that the Corporation Seal had already been used on three documents and that ratification of that use was now sought.

Members had received copies of two of the documents in question, both Leases and were aware of the other document - a Disclosure Agreement.

Members unanimously ratified the use of the Seal in the above three matters.

11

Evaluation of Meeting

Members were pleased to complete an evaluation of the meeting showing where they had added value and made appropriate challenge.

12

Any other business

No other business was raised

13

Dates of the next meetings

The next meetings were noted as:-


Board Meeting 10th July 2017

Board Meeting 16th October 2017

Board Meeting 11th December 2017

The meeting ended at 6.40pm

Chair



Date

10.7.17