

BOARD OF GOVERNORS

MINUTES OF A MEETING OF THE BOARD OF ACTIVATE LEARNING

HELD AT BLACKBIRD LEYS CAMPUS ON 20TH MARCH 2017

PRESENT:	Chris Jones	Chair	(5 out of 5)
	Sally Dicketts	Chief Executive Officer	(5 out of 5)
	Tracey James	Vice Chair	(4 out of 5)
	Paddy Austin		(5 out of 5)
	Maire Brankin		(5 out of 5)
	Dermot Mathias		(4 out of 5)
	Pauline Odulinski		(5 out of 5)
	Nina Robinson		(5 out of 5)
	Malcolm Wicks		(4 out of 5)
	Evelyn James		(1 out of 5)
	Stuart Trafford		(4 out of 5)
	Sarah Britten-Jones		(5 out of 5)
	Peter Hudson		(5 out of 5)
Hector Garay		(2 out of 5)	
IN ATTENDANCE:	Jonathan Adams	Executive Director/CEO ATG Training	
	Stephen Ball	Chief Finance Officer	
	Cheri Fletcher	Executive Director/CEO ATG Training Oxford	
	Bernard Grenville-Jones	Director Innovation & Development	
	Pablo Hepworth Lloyd	CEO Activate Enterprise	
	Paul Newman	Executive Director/Head of Campus Reading	
	Lee Nicholls	Executive Director Curriculum Standards Academies	
	Jon Murray	Skanska (for item 5 only)	
	Alex Warner	Director of Career Pathways (for item 5 only)	
	Nico Phillips	Group Director International (for item 10 only)	
	Paul Wilson	Head of Sino-GB relations (for item 10 only)	
Simon Talbot	International Business Coordinator (for item 10 only)		
CLERK:	Lynn Payne		

PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	The meeting started at 4.00pm.	
1	<u>Apologies for Absence</u> Apologies were received from Jamie Dunn, Francesca Render-Briton, Julia Von Klonowski and James Dipple.	
2	<u>Declarations of Interest</u> Pauline Odulinski declared her conflict of interest in relation to her work on the Governance Framework Review and she would not be taking part in Board decisions on that matter.	
3	<u>Minutes of the Meeting held on 20 February 2017</u> The Minutes of the previous meeting held on 20 February 2017, having been previously	

MINUTE
NO.

ACTION

sent to members, were agreed as a true record and signed by the Chair.
All Members were agreed.

4

Matters Arising from the meeting on 20th February 2017

The Chief Finance Officer (CFO) advised members that there was Insurance cover with AoN to cover the work of Governors and Officers of up to £5m.

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Corporate Targets 2017/18

There was a presentation from the Executive Director CSA, Alex Warner and Jon Murray, on aspirational targets to involve Employers more directly in Curriculum design and delivery.

The presenters spoke of the student experience in the College preparing for work, and then the process of induction and training in the workplace.

John spoke about the induction they provided to students, as Employers, and the way they engaged students in the workplace. John spoke of the high standards required of the placement students, to enable them to be well placed for employment in the future and with the right mind set. He said students valued the hands on approach.

John said there was a need for employers to be more actively engaged with the College to ensure that the future of society has the right skills.

The Chair thanked the presenters for their interactive presentation.

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Financial Targets 2017/18

This item was presented by the CFO.

The CFO went through the key criteria used for setting the financial targets.

Firstly there was consideration of ongoing sustainability with a specific focus on cash flow and lowering dependence on bank borrowing.

Secondly creating re investment for growth, quality and efficiency.

Thirdly taking account of key stakeholders measures.

The CFO outlined the risks of targeting a lower or a higher surplus, and this was discussed. The proposal for the budget 2017/18 was to set a group surplus of £1.5m Operating Surplus before development costs and £1m net surplus after development costs of £0.5m. The CFO advised members that to achieve a group surplus of £1m, it would require significant change in the FE and Apprenticeships performance, compared to the latest forecast 2016/17. He said the group projection in Apprenticeships, included delivery of a £0.5m profit from Apprenticeships activity. The CFO said this would represent a significant improvement on the current and previous year's performance but was predicated on successful conversion of the extensive sales pipeline currently in place.

It was noted that the senior team were confident that sufficient opportunities existed to secure the required income to achieve that profitability.

The CFO also advised members that a surplus budget was needed to ensure the current financial status of 'Good' was maintained.

The CFO said that the group surplus of £1m should meet the key criteria of sustainability, reinvestment and stakeholder measures although it would be challenging but said that all areas were focused on delivering the required changes across the balance of 2016/17 to ensure financial success in 2017/18.

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Members requested (1) more detail on the prior year development spend and evidence of the return on that investment (2) greater clarity on the approval process for committing development spend.

Members commented that in future restructuring costs should be budgeted as an above the line item and not treated as an exceptional cost.

Members unanimously agreed the £1.5m Operating Surplus and £1m net Operating Surplus after Development costs for 2017/18.

Finance and Performance

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Members had received the Group Management Accounts and Group Balanced Scorecard together with the FE KPI summary. The report included the Sub Contractor risk register, the Group risk register, an update on property and facilities projects and a health and safety update.

**MINUTE
NO.**

ACTION

- The CFO said there were no material changes to the documents since the last Board meeting.
The report was noted.
- Update on Group Improvement Plan
Members noted the report, detailing the main priorities for improvement across the Group components detailed in the SAR. It was noted that each of the Group's components SAR's had been validated by panels including, Governors, Students and external representatives. Targets for improvement had been set at the start of the academic year and these had been reviewed by the Directors of Delivery at their meeting in January 2017. Members noted the summary of RAG ratings detailing progress.
The report was noted.
- Governance Review
This item was presented by Pauline Odulinski. She advised members that there had been continued progress on the handbook and that the refined document had been discussed at the Search and Governance (S&G) committee meeting, that had taken place just prior to this meeting. She said that the terms of reference needed to be amended, then the review document would be complete.
Pauline said that Eversheds had made positive comments on the Governance Review, together with suggestions for change which she advised had all been implemented.
- Pauline further advised members that Eversheds had a note of caution expressed in their advice which was that as the Board was now moving to Carver, therefore 'means and ends', that this process was not without risk. They had suggested that there was a need to carefully monitor the evidence needed on the journey to the 'ends' and to be alert and aware.
- Pauline said that it was the intention that the Governance Review would be presented to the next Board meeting, as a final document, for approval.
The Chair thanked Pauline for the comprehensive update and the report was noted.
- Deep Dive - Activate Learning International Division
This item was presented by Niko Phillips with Simon Talbot and Paul Wilson. Members received a comprehensive presentation on the work of the International division, focusing on international students, the global student body, HE and other international collaborative projects.
- Simon spoke about the externally verifying courses being delivered in SE Asia and the various streams of funding available. He also spoke about the summer school at the City of Oxford College, working with existing college contacts.
- Nico referred to the student exchange project with Oxford College and their partner in Saudi Arabia. He also spoke about other potential leads for future partnerships.
- Governors asked for more information on the new leads including target numbers and more detail on the quality impact measures on students and how they would be demonstrated. Members asked to see the scorecard on the new revenue streams.
The Chair thanked the presented for their report.
- Minutes of Committees
- a. Search and Governance Committee: Minutes 20th March 2017
The Chair of the Search and Governance (S&G) Committee, (Pauline Odulinski) updated members on the work of the committee, as the meeting had taken place just prior, to this meeting.
It was noted that the Minutes would be available at the next meeting.
- Members were asked to consider and approve the recommendations from**

N Phillips

Clerk

**MINUTE
NO.**

ACTION

the committee:

- i. New term of office – Tracey James.
(Tracey James was asked to leave the meeting)
Members proposed a further term of office for Tracey James.
All Members agreed.
(Tracey James returned to the meeting)
- ii. The terms of reference proposed for the committees were considered. Members felt that a higher quorum than had been recommended by S&G for the Remuneration Committee and Audit and Risk Committee be agreed.
It was therefore agreed that:
Search & Governance Committee have 7 members with a quorum of 3.
Remuneration Committee have 5 members with a quorum of 3.
Audit and Risk Committee have 5 members with a quorum of 3.
- iii. **It was agreed** that the Chair of the Board and the CEO would consider the membership of the Committees annually, for the following academic year. All committee terms of office would be for one year – renewable.
- iv. **It was agreed** that all Chairs and Vice Chairs of Committees would be elected at the first meeting of the academic year.
- v. **It was agreed** to appraise the Chair of the Board, annually. All Governors would be asked to complete a short questionnaire appraisal on the Chair.
- vi. **It was agreed** to appraise the Chairs of committees, annually, at the end of the academic year.
- vii. In discussion on the Governors SAR **it was agreed** the wording and questions would be simplified for next year.

Clerk

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- b. Audit and Risk Committee: Minutes 1st March 2017
The Minutes of the 1st March were noted.

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Minutes of Activate Learning Multi Academy Trust

Members had received the Minutes of the Activate Learning Multi Academy Trust of the 13th December 2017. **The Minutes were noted.**

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Use of the Corporation Seal

The Clerk advised members that there had been no use of the Corporation Seal since the last meeting. **The report was noted.**

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Evaluation of Meeting

Member were pleased to complete an evaluation of the meeting.

Any other business

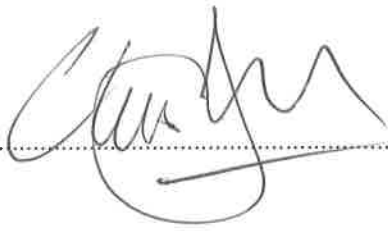
No other business was raised

Dates of the next meetings

The next meetings were noted as
Board Away Days: 10th & 11th May 2017
Board Meeting 5th June 2017
Board Meeting 10th July 2017

The meeting ended at 6.40pm

Chair

A handwritten signature in black ink, appearing to be 'C. M. Smith', written over a horizontal dotted line.

Date

5-6-17