



## BOARD OF GOVERNORS

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

#### HELD AT THE CITY OF OXFORD CAMPUS ON 16 OCTOBER 2017

PRESENT:	Tracey James	Chair (for the meeting)
	Sally Dicketts	Chief Executive Officer
	Maire Brankin	
	Pauline Odulinski	
	Malcolm Wicks	
	Julia Von Klonowski,	
	Dermot Mathias	
	Evelyn James	
	James Dipple	
	Nina Robinson	
	Nigel Rayner	(from item 6)
IN ATTENDANCE:	Stephen Ball	Chief Finance Officer
	Cheri Fletcher	Executive Director/CEO
	Pablo Hepworth Lloyd	CEO Activate Enterprise
	Paul Newman	Executive Director/Head of Campus Reading
	Lee Nicholls	Executive Director Curriculum Standards Academies
	Bernard Greville-Jones	Director Innovation and Development (from 3.30pm)
CLERK:	Lynn Payne	

### PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	<b>The meeting started at 3.00pm.</b>	
1	<u>Apologies for Absence</u> Apologies had been received from Chris Jones and Paddy Austin. Jon Adams had also apologised for his absence.	
2	<u>Declarations of Interest, gifts and hospitality</u> No declarations were made.	
3	<u>Minutes of the Meeting held on 10 July 2017</u> The Minutes of the previous meeting held on 10 July 2017, having been previously sent to members, were agreed as a true record and signed by the Chair. <b>All Members were agreed.</b>	
4	<u>Matters Arising from the meeting on 10 July 2017</u> There were no matters arising that had not been actioned or would not be covered by the agenda.	
5	<u>Search &amp; Governance (S&amp;G)</u> The Chair of the committee, Pauline Odulinski, advised members of the discussions at the S&G committee meeting, which had taken place just prior to this Board meeting. Members were asked to consider the recommendations from the committee, for approval.	

**MINUTE  
NO.****ACTION**

*Julia Von Klonowski left the meeting.*

- a. that Julia Von Klonowski be offer another term of office on the Board.  
**All Members were agreed.**

*Julia Von Klonowski returned to the meeting.*

- b. that Nigel Rayner be appointed as a member of the Board.  
**All Members were agreed.**

*Nigel Rayner joined the meeting*

Nigel was welcomed as a new member of the Board.

- c. that the changes to the Standing Orders in relation to Staff and Student appointments to the Board be agreed.  
**All Members were agreed.**

**The report was noted.**

Finance and Performance

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These following reports were presented by the Chief Finance Officer (CFO)

a) Management accounts to July 2017

The CFO went through the management accounts to July 2017. He reminded members that at the July Board meeting, they had received the management accounts to May 2017, which had reiterated that the operational surplus of £0.5m for the mid-year forecast remained achievable. The CFO said that this was despite significant deterioration in the profitability of Activate Apprenticeships after the mid-year forecast was agreed. The CFO said that the forecast, after the programme of redundancies in the summer, and the consolidation of ATG Ltd, would be a modest deficit of circa £0.1m.

The CFO advised members the management accounts to July showed a surplus or around £0.2m, but that re-structuring, and ATG losses were both higher than expected. The CFO said he anticipated the draft year end result would generate a 'Good' financial health rating from the ESFA.

The Management Accounts were discussed. The CFO advised members that the full financial statements, which would reflect some additional final adjustments (which he detailed), would be reviewed at the Audit and Risk Committee meeting in November and then presented to the December Board for approval.

**The report was noted.**

b) Annual Health & Safety Update

Members had received an update report from the CFO on Health and Safety. He was pleased to advise members that the severity of incidents reported during the year was lower than in the 2015/16 academic year. The CFO said the significant drop in accident statistics over the period since 2013/14, suggested a positive trend in the organisations management of health and safety matters.

The CFO advised members that a new Health & Safety Officer had joined the organisation in July 2017. He said it was intended that the new Officer would support local managers in implementing their action plans, and be there as a source of best practice.

**Members noted the report.**

c) Risk Management Report

Members had received a summary of the Group Risk Register. The CFO reminded members that it was the intention to further embed the risk of operational risk registers, for each division, for regular review, at performance measurement meetings. He advised members that then, only the most strategic and key risks, would be on the group risk register for review at the Audit and Risk Committee and Corporation.

**MINUTE  
NO.****ACTION**

The CFO said the first version of the streamlined strategic risk register would be discussed at the Audit and Risk committee In November and the outcomes would be reported to the Board in December.

**Members noted the 'end of year' summary of risks that were specific to last year.**

The CFO reminded members that the internal Auditors, RSM, had conducted their annual Internal Audit on Risk Management in May this year and their overall assessment was 'Reasonable Assurance'.

**Members were pleased to note the Risk Management Register report.**

7

**Strategic Plan 2017 – 18. KPI and Quality Performance.**

This item was presented by Executive Director, Curriculum, Standards, Academies.

The Director asked members to comment on the new style of reporting and asked if there was additional information that they would like included in the report, going forward. He reminded members that at the Board meeting in July 2017 they had approved the 'ends' measures, by division, for the period 2017–2021 for each of the success factors agreed in the Strategic Plan - Learning Reimagined.

It had been agreed that the Executive team set out 90 day targets for all areas for this academic year.

**Members noted the 90 day targets and these were discussed.**

Members had also received a document providing an initial prediction of performance, against the first 90 day targets as at October 2017. This was in RAG rated style. The report was considered.

**Members noted the update on performance.**

The Chair said she would like a reminder of the performance information and of the 'ends' and 'means'. She asked all members to individually feed back to the Clerk on what information they wanted, and then going forward a small group of members would be set up to work with the Executive team.

**The report was noted.**

Clerk

8

**Chief Executive's Officer's (CEO) Report**

The CEO presented her report to Members.

The report highlighted the areas of good to outstanding performance, and areas of concern, in the following 6 areas.

- Schools division
- FE division
- HE division
- Group Services
- Apprenticeships division
- International division

The CEO highlighted the outcomes in the divisions. She said the focus of her reports to the Board would be to highlight whether the right success was being achieved and whether the numbers were on track. Members asked questions on the outcomes.

The CEO referred to two letters that had been received from former members of Staff, which had already been circulated to members. These were discussed, and the CEO said as a result she had now instigated the setting up of a separate website for all Staff to comment, and raise queries and issues. She said these would then be considered weekly and responded to.

The CEO advised members, for information, of the 'deep dive' presentation areas that would be considered at Board meetings in this academic year.

Finally, the CEO referred to another matter relating to opportunities with another College which it was agreed would be reported in the Part II Minutes.

**The report was noted.**

*Maire Brainkin left the meeting 4.35pm*

MINUTE  
NO.ACTION

9

Property and investments

The CFO said that the first deep dive presentation this year would be on Property Development.

The Group Director of Property and Environment would be presenting to the meeting on areas of the Property Strategy, just for discussion at this stage. The CFO said no approvals were being sought just discussion, feedback and suggestions. The CFO said that specific feasibility studies would be undertaken as necessary and there would then be a report to the Board on any proposals.

Members had received a report with a summary of the property strategy highlighting four key areas of activity.

These areas were:-

Estates Development

Divisional Development

Maintenance infrastructure

Learning Environment blueprint

The Group Director of Property and Environment went through his report outlining all the options in relation to the various College Properties. These options included consideration on whether to close, sell, rationalise and/or develop College sites. The opportunities were discussed.

Members felt the comprehensive report was very useful at this stage, enabling all potential opportunities to be aired.

The available LEP funding was considered in relation to the options.

It was agreed that the next step would be to develop the individual projects and then report back to the Board with requests for approval.

The CFO said he would be closely looking at the options with the executive team and taking into account Learning Reimagined.

Members asked about the opportunities for early collaboration with employers for investment and collaborative working.

The CFO asked members to consider what additional information they would like to receive on the property matters. Members were advised that the properties being discussed were freehold and their approximate values were noted. There was a discussion on potential increased value for retail options.

**The report was noted.**

*(The Group Director left the meeting after his presentation at 5.50pm)*

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Use of the Corporation Seal

Members were asked to approve the following documents and the related use of the Corporation Seal.

a. Lease - Retrospective Agreement

Members were asked to ratify, the prior approval, of the leasing out office and classroom accommodation to EM Normandie. This was noted as a retrospective approval as the Chair of the Board had already agreed this prior to the meeting.

**All Members were agreed.**

b. Deed of Covenant

Members were asked to approve the deed of Covenant between Bromford Home Ownership Ltd and Activate Learning.

**All Members were agreed.**

11

Evaluation of Meeting

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

MINUTE  
NO.

ACTION

12 Any other business  
No other business was raised.

13 Dates of the next meetings  
The next meetings were noted as:-  
11th December 2017  
19th February 2018  
16th April 2018  
18th June 2018  
Away Days 14th and 15th May 2018

**The meeting ended at 5.55pm**

Chair .....

Date .....

