



ACTIVATE LEARNING FURTHER EDUCATION CORPORATION

MEETING OF THE CORPORATION

Meeting date: **07 December 2020**

Venue: **Microsoft Teams**

PRESENT:

Sue Sturgeon (2/2)	Chair of the Corporation
Dermot Mathias (2/2)	Vice Chair of the Corporation
Sally Dicketts (2/2)	Chief Executive Officer
Tracey James (2/2)	
James Dipple (2/2)	
Pauline Odulinski (2/2)	
Malcolm Wicks (2/2)	
Julia von Klonowski (2/2)	
Andy Stone (2/2)	
Emma Shipp (2/2)	
John Cope (2/2)	<i>As indicated in the minutes</i>
Ben Sims (2/2)	<i>As indicated in the minutes</i>
Angela Adimora (1/1)	<i>Appointed under item 1; as indicated in the minutes</i>
Kathy Slack (1/1)	<i>Appointed under item 1; as indicated in the minutes</i>
Jamie Edge (1/1)	<i>Appointed under item 1; as indicated in the minutes</i>
Megan Henderson (1/1)	<i>Appointed under item 1; as indicated in the minutes</i>

IN ATTENDANCE:

Steve Ball	Chief Finance Officer
Lee Nicholls	Deputy Chief Executive Officer
Cheri Ashby	Group Executive Director, Surrey Lead
Bernard Grenville-Jones	Group Executive Director
Gillian Davidson	Interim Managing Director of Activate Apprenticeships
Paul Newman	Group Executive Director
Jon Adams	Group Executive Director
Anne Haig-Smith	Director – Applied Learning Foundation; <i>as indicated in the minutes</i>
Elsbeth Tibbetts	Curriculum Director; <i>as indicated in the minutes</i>
Faith Hanks	Governance Executive Assistant

CLERK:

Jamie Wade	Director of Governance and Clerk to the Corporation
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MINUTES

The meeting started at 15:30.

MINUTE NO.

ACTION

1.

Apologies for Absence & Governor Appointments

Apologies were received from David Goosey (1/2).

The Chair welcomed everyone to the meeting and recommended that, following a thorough recruitment process, Angela Adimora, Kathy Slack and Jamie Edge

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ACTION

be appointed as External Governors, with immediate effect. Furthermore, the Chair advised that, following the usual election process, Megan Henderson had been elected as Student Governor. The Board approved the appointment of the External Governors, and ratified the appointment of the Student Governor. **All members were agreed.**

The Chair notified the Board that the Director of Governance and Clerk to the Corporation had tendered her resignation, effective from 28 February 2021, to pursue a new opportunity outside of Activate Learning. The Chair advised that the recruitment process was underway and that the Corporation would be informed of any updates. The Board congratulated the Director of Governance on her achievements at Activate Learning over the last 3 years.

2. Declarations of Interests, Gifts and Hospitality

AA advised that she had been appointed as a governor at Salford University, and JVK advised that she had been appointed to an Adult Skills Advisory Board. No other member declared any interest.

3. Minutes of the Meeting of 19 October 2020

The Clerk noted that one member, NR, had requested several changes to the October minutes, including the recording of comments from the Microsoft Teams 'meeting chat'. The Clerk reminded the Board that minutes included only the verbal elements of discussions, unless otherwise specified by the Chair of the Corporation, and represented a summary of key discussions and decisions, rather than verbatim notes.

The Board agreed that the minutes were an accurate reflection of the meeting and therefore the minutes of the meeting of 19 October 2020, having previously been circulated to the Board, were approved as an accurate record of the meeting. **All members were agreed.**

4. Matters Arising from the Minutes of 19 October 2020

The Clerk provided an update on the matters arising from the meeting of 19 October 2020, and noted that outstanding actions were covered under the agenda.

AHS and ET joined the meeting at 16:12.

5. Deep Dive – Digital Education and Curriculum Design

The DCEO welcomed the Director of the Applied Learning Foundation (ALF) and the Curriculum Director to the meeting, and advised that the Digital Education Services Manager was currently on maternity leave. The Director of ALF provided an overview of the Digital Strategy, the process by which it was developed in collaboration with staff, and the main achievements since its establishment.

JC joined the meeting at 16:17.

The Curriculum Director outlined plans for enhancing learning through digital and developing digital capabilities in both students and staff, and the DCEO noted the rapid developments necessitated by the COVID-19 pandemic, including virtual open events and online teacher interviews.

The Board noted that digital provision was ever-changing, and would continue to evolve after COVID-19 had passed, so it was important to be in tune with these changes, to ensure that Activate Learning could be prepared and unique in its approach to digital delivery and remote working. It was also noted that it was important for digital learning to continue outside of compulsory school age, particularly in terms of employment and adult learning, to enable continuous learning.

**MINUTE
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The Board encouraged the team to explore existing digital resources, and to work with leading experts or organisations who were planning for future digital provision and emerging solutions, in order to stay ahead of the curve; it was noted that different ways of working and recruiting would also change in line with a more 'digital' approach. The DCEO noted that the Digital Education team worked closely with Canvas, JISC and other colleges to maintain strong links and share ideas about using different digital tools. It was noted that links with businesses, rather than only education providers, might introduce new systems and ideas to ensure that staff remained up to date in their digital knowledge and that Activate Learning was one step ahead in terms of its digital strategy.

The Student Governor advised that Activate Learning's Activate Learning Online (ALO) platform generally worked well to keep students engaged with remote learning, but suggested that teachers might require training to make better use of the conferencing tools, which could improve the overall experience of online learning. The Director of ALF advised that a large amount of training had been made available to staff, and agreed to revisit how staff could be encouraged to access that training.

Action: Review the provision of online delivery training for staff to ensure that all staff accessed the training available

DoALF

The Student Governor advised that the Wi-Fi at Reading College was often intermittent, making it difficult to access the ALO platform when onsite. The CFO committed to investigating these concerns, and reminded the Board of significant investment made in the Wi-Fi at the Surrey colleges.

Action: Investigate the Wi-Fi issues at Reading College

CFO

The Board further discussed accessibility and digital equality, and suggested that more could be done to achieve this; the Director of ALF advised that a new partnership with Microsoft would enable all students to access an integrated immersive reader, to improve accessibility. The DCEO advised that there were loaning or buying schemes, and in some cases bursary schemes, available to provide IT equipment to students; however there was more work to be done to further promote digital equality and prevent digital poverty, particularly around access to Wi-Fi.

The Board cautioned the Executive team to not underestimate resistance to change and suggested that, in order to ensure emphasis on strategic future planning it may be helpful for an Executive lead to focus on the organisation's digital strategy. The Board further noted risks around systems development, including creating a 'single point of failure' through an integrated system, and the importance of an experimental approach to systems development.

The Board thanked LN, AHS and ET for their presentation.

AHS and ET left the meeting at 17:04.

6. Performance

The Board received and noted the Strategic KPI Summary, which was taken as read, and noted the need to monitor the emerging risks and strengths.

7. Quality

The Board received the Group Self-Assessment Report (SAR) 2019/20 & Improvement Plan 2020/21, which were recommended by SS, MW and ES, who had attended the SAR Validation meeting. ES provided an update on behalf of the governors who attended the meeting, and noted the robustness of the SAR process. ES assured the Board that the directors in attendance had discussed further areas for improvement, rather than focussing on their successes, with a particular focus on improvements to Student Experience and the Technology

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faculty. It was further noted that attendees at the SAR Validation meeting had arrived well prepared, and acted upon governor feedback when drafting the final Report; ES advised that the overall grade of 2 ('Good') reflected these efforts.

The Board sought assurance around the outcomes (the 'ends') targeted and how the faculties were dealing with areas that were underperforming or required improvement, and considered whether the performance measures were robust and consistent enough to allow Board assurance and drive the right changes. The DCEO reflected on the current KPIs, and reminded the Board that they would be reviewed during the development of the new Strategic Plan; this could include specifically targeting critical areas (such as Creative Industries, Apprenticeships, Technology, Adult Learning) where improvements could help to achieve an overall 'Outstanding' grade.

The Interim Managing Director of Activate Apprenticeships assured the Board that the Apprenticeships division were working to tackle underperformance, particularly through changes to staff roles, introducing performance management, and 'getting into the detail' of the actions in the Improvement Plan.

AA noted that she would like to support the SAR process going forwards, and the DCEO suggested that a meeting with AA to discuss the process would be useful.

Action: Arrange a meeting between AA and the DCEO, to discuss the SAR process

Clerk

The Board approved:

- The Self-Assessment 2019/20 Process
- The Self-Assessment 2019/20 Report
- The Higher Education Self-Evaluation Report 2019/20 and Improvement Plan

All members were agreed.

The Chair thanked the staff members and governors involved in the SAR process for their hard work and attendance at the SAR meetings.

The meeting was adjourned at 17:30 and reconvened at 17:37.

8. Finance

Management Accounts & YE Forecast

The Board received the Finance Update and October 2020 Management Accounts. The CFO advised that Activate Learning were ahead of target in terms of EBITDA, and cash in hand. It was noted that there were some risk areas in terms of income, however the Group Executive Team (GET) were seeking mitigations, and therefore income remained on track to be on target for EBITDA.

ESFA Financial Health

The CFO provided an update on the ESFA Financial Health rating for 2019/20, which was at the time graded as 'Requires Improvement' due to merger funding and costs, although Activate Learning had self-assessed as 'Good'. The CFO advised that Activate Learning had recently received formal notification from the ESFA that the 'Good' rating for 2019/20 was deemed appropriate; furthermore the challenge to the grading had caused a change in ESFA policy in relation to merger-related funding and cost. The Board congratulated the CFO for this success.

Salary Increases

The CFO presented the considerations for the annual 'cost of living' salary increase for staff, and noted that the GET were considering a consolidated award of 2%, effective from March 2021. The CFO noted that further analysis was required before a final decision could be made, however the proposal was

reflective of organisational performance despite difficult circumstances, funding increases, salary progression in schools, other proposals in the sector, and the requests of the Trade Unions. The Board asked for assurance around the impact on the budget, and whether the proposed award was in line with the rest of the sector, and would meet the expectations of the Unions. The CFO assured the Board that 2% would be a reasonable and fair increase and, although the Unions were expected to request a much higher increase at a national-level, the local Unions were more realistic. The AoC had agreed a national 1% rise.

Lloyds Bank Bond Support Scheme Extension

The CFO outlined the recommendation to extend the Lloyds Bank Bond Support Scheme, which would be required for the extension of The Oxford Partnership's contract with the Kingdom of Saudi Arabia.

The Board resolved as follows:

That uncommitted bonds, indemnities, guarantees and standby letters of credit (UK Export Finance supported) facility up to a principal sum of SAR17,347,000 (the "**Facility**") be arranged with Lloyds Bank plc (the "**Bank**") and that the offer of such Facility made by the Bank in a letter dated 13 November 2020 (the "**Facility Letter**") be accepted and that Sally Dicketts and Steve Ball be authorised to make the necessary arrangements with the Bank and to sign on behalf of the Corporation the Facility Letter which was produced to the meeting and its terms and conditions approved.

The Board resolved further in respect of the operation of the Facility that:

- a. any one of Sally Dicketts and Steve Ball are hereby authorised on behalf of the Corporation to give all written instructions (including requests for drawing) in respect of the Facility to the Bank;
 - b. any one of Sally Dicketts and Steve Ball are hereby authorised on behalf of the Corporation to appoint in writing additional authorised officials of the Corporation for the purposes of Resolution (a) above and that, on receipt of a certified copy of such appointment, the Bank be authorised to act on the instructions of such additional authorised officials;
 - c. the Bank be furnished with a list of the names of the Authorised Representatives and that the Bank be authorised to act on any information given by the Authorised Representatives as to any changes therein; and
 - d. the foregoing Resolutions do not in any way prejudice or affect the instructions to the Bank constituting the bank mandate of the Corporation.
- The Board approved the recommendation to authorise the CFO to sign the Facility Letter.

All members were agreed.

Financial Statements

The Board received the 2019/20 Financial Statements and Letter of Representation, which had been recommended by the Audit and Risk Committee. The CFO noted that there remained an outstanding item in relation to the provision for the potential Saudi tax liability which required resolution before the Statements could be signed. The CFO advised that the tax liability was first quantified as £3m, however it was now understood that the liability was £5.8m; the misstatement had arisen due to local confusion around cash versus accountability liabilities. The CFO assured the Board that the higher provision would reduce the contribution from The Oxford Partnership as shown in the Financial Statements, but would not significantly affect profits.

The CFO advised that, in light of the financial impact of COVID-19, the Corporation was required to give particular consideration to the 'going concern'

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ACTION

approach. The CFO recommended that the Corporation adopt the 'going concern' approach, given that financial resources were currently sufficient to ensure sustainability.

The Board approved:

- the Financial Statements, subject to final changes as described, for signature by the Chair and the CEO; and
- the adoption of the 'going concern' approach.

All members were agreed.

The Chair of the Audit and Risk Committee congratulated the CFO, the Group Finance Director and the Group Financial Controller on the quality of the 2019/20 Financial Statements.

9. Risk & Compliance

The Board received and noted the Internal Auditors' Annual Report and the Group Strategic Risk Register, which were taken as read. The Board received and approved the Risk Management Annual Report. **All members were agreed.**

10. Strategy

The minutes of the Strategy Morning on 27 October 2020, having previously been circulated to the Board, were approved as an accurate record of the meeting. **All members were agreed.** The Board reflected on their discussion around national policy and influencing the external environment, and the associated requirements to commit resources accordingly; the CEO assured that Board that this would be included in the Strategic Plan.

11. CEO Report

The Board received and noted the CEO Report, and the CEO advised that final (42-day) student numbers for 2020/21 had increased year-on-year, for the first time in some years. The Board received and approved the TVBLEP Skills Capital Project proposal. **All members were agreed.**

12. Link Governor Updates

The Safeguarding Link Governor provided a brief update on his work with the Safeguarding Committee, and noted some highlights from the Committee meeting on 07 December 2020; staff and students were generally happier since returning to campuses, although there was some nervousness about the return and an exaggeration in difficult behaviours as a result. The Link Governor advised that there had been 71 cases of either students or staff members being onsite while infected with COVID-19, and noted the fantastic efforts of the staff members involved with responding to these cases.

The Teaching, Learning and Assessment Link Governor provided a brief update, and noted how hard the team had been working, despite the challenges to engage some learners with online learning. The Link Governor noted that, from her work with other colleges, she considered that Activate Learning were ahead of the curve in terms of cyber security, however she advised that some guidance for staff around the risks of using USB sticks would be helpful.

The Apprenticeships Link Governor (JC) advised that he had been unable to attend the last meeting of the Apprenticeships Board, and therefore it was suggested that the other Apprenticeships Link Governor (DG) provide an update at the next Board meeting.

Action: Agenda item, February Corporation meeting: Link Governor Update - Apprenticeships

Clerk

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The Inclusion Link Governor provided a brief update on the EDI Committee meeting earlier that day, and noted that the Committee were working towards a good set of aims and objectives, and would finalise these through a number of Thematic Working Groups.

13. Use of the Corporation Seal

The Board received the Use of the Corporation Seal Report and approved the following applications of the corporation seal:

- Renewal Lease – 13 November 2020

All members were agreed.

14. Policies

The Board received and approved the following policies:

- Quality of Education Policy
- Learning and Development Policy
- Wellness Policy

All members were agreed.

15. Modern Slavery Statement

The Board received and approved the Modern Slavery Report and the Modern Slavery Statement. **All members were agreed.**

16. Risk & Compliance

The Board noted the Health & Safety report, which was taken as read.

17. Minutes of Committees

Search and Governance Committee

The Board received the minutes of the Search & Governance Committee meeting on 19 October 2020.

Audit and Risk Committee

The Board received the minutes of the Audit and Risk Committee meeting on 23 November 2020, and approved the Audit and Risk Committee Annual Report 2019/20. **All members were agreed.**

BS, MH, SB, LN, CA, BGJ, GD, PN and JA left the meeting at 18:24.

18. Any Other Business

No other business was raised.

19. Dates of Upcoming Meetings

01 February 2021	10 – 11 May 2021
08 – 09 March 2021	07 June 2021
19 April 2021	19 July 2021

The meeting closed at 18:42

Chair *S L Sturgeon*

Date 12th March 2021

SUMMARY OF ACTIONS

Action	Responsible
Review the provision of online delivery training for staff to ensure that all staff accessed the training available	DoALF
Investigate the Wi-Fi issues at Reading College	CFO
Arrange a meeting between AA and the DCEO to discuss the SAR process	Clerk
Agenda item, February Corporation meeting: Link Governor Update – Apprenticeships	Clerk