

Meeting date: **07 October 2021**

Venue: **B2, Reading Campus**

PRESENT:	Sue Sturgeon (1/1)	Chair of the Corporation
	David Goosey (1/1)	Vice Chair of the Corporation; <i>appointed under item 1</i>
	Sally Dicketts (1/1)	Chief Executive Officer
	Dermot Mathias (1/1)	Chair of the Audit and Risk Committee; <i>appointed under item 1</i>
	Pauline Odulinski (1/1)	
	Julia von Klonowski (1/1)	
	Andy Stone (1/1)	
	Kathy Slack (1/1)	
	Malcolm Wicks (1/1)	
	Angela Adimora (1/1)	
Emma Shipp (1/1)		
Ben Sims (1/1)	Staff Governor, <i>as indicated in the minutes</i>	
James Voûte (1/1)	<i>Appointed under item 1</i>	
IN ATTENDANCE:	Steve Ball	Chief Financial Officer
	Faith Hanks	Senior Governance Officer (Minutes)
CLERK:	Perry Perrott	Director of Governance and Clerk to the Corporation

MINUTES

The meeting started at 16:03.

MINUTE NO.

ACTION

1.

Apologies for Absence and Governor Appointments

Apologies for absence were received from John Cope (0/1).

The Chair noted that, after a thorough recruitment process, the Search & Governance Committee recommended that James Voûte was appointed as an External Governor. Brief introductions were made, and the Board approved the appointment of James Voûte as an External Governor. **All members were agreed.**

The Chair informed the Board that Jamie Edge, Chair of the Audit and Risk Committee, had requested sabbatical leave with immediate effect. It was recommended therefore that Dermot Mathias was appointed as Chair of the Audit and Risk Committee, and David Goosey appointed as Vice Chair of the Corporation. The Board approved both appointments, with immediate effect. **All members were agreed.**

The Chair informed the Board that it was Ben Sims' final meeting of the Corporation, and the Board thanked Ben for his longstanding commitment to Activate Learning, both during his years as Staff Governor and within his role as Group Student Support Delivery Manager. Ben thanked the Board for the opportunity to serve as Staff Governor.

MINUTE
NO.

ACTION

JVK joined the meeting at 16:08.

2. Declarations of Interests, Gifts and Hospitality

No member declared any interest, gift or hospitality.

3. Minutes of the Meeting of 19 July 2021

The minutes of the meeting of 19 July 2021, 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 July 2021

The Clerk provided a verbal update on the matters arising from the meeting of 19 July 2021, noting that updates would be provided against the two outstanding actions at the December Corporation meeting.

Governors reflected on the Design Thinking session at the July meeting and shared brief updates since the session, noting that an opportunity for refresher training around Design Thinking would be helpful.

AS joined the meeting at 16:20, and BS left the meeting.

5. CEO Recruitment

The Chair provided a verbal overview of the CEO recruitment process, noting that it was a rigorous process which consisted of a series of interview sessions with Governors, Students, Staff and Stakeholders. It was noted that, following the two-day interview process, the Governor Selection Panel unanimously recommended that Gary Headland was appointed as Chief Executive Officer. The Board approved the appointment, with effect from 01 April 2022. **All members were agreed.**

The Chair provided an overview of Gary Headland's experience, and noted that his current role was Chief Executive Officer of The Lincoln College Group. It was further noted that Gary had suggested the possibility of a merger between Activate Learning and The Lincoln College Group, and the Chair asked for the Board's feedback on whether to explore the possibility of a merger.

The Board considered the merger possibility and noted the importance of a strict due diligence process, and it was noted that an independent body would support this process on behalf of The Lincoln College Group. The Chief Executive Officer presented an overview of the pros and cons of the potential merger, and the Board considered the geographical location of The Lincoln College Group, and how that might work with the current structure of Activate Learning. The Chief Executive Officer reminded the Board of the strategic principles that were agreed at the April Corporation meeting, which referenced an openness to considering future merger opportunities.

It was noted that an update would be provided to the Board if they agreed to a due diligence, and a working group would be established to oversee that process. Subject to the due diligence, it was agreed that a working group of Governor representatives from both colleges would be set up, and the Board agreed to support the exploration of a merger opportunity between Activate Learning and The Lincoln College Group. **All members were agreed.**

6. Launch of New Board Portal - BoardEffect

The Director of Governance provided a brief overview of the new board portal, BoardEffect, noting the key features such as a comments tool, improved security, and a news page for all users. It was noted that all meeting papers would now be circulated via the BoardEffect system, which would replace the previous system (Virtual Boardroom) with immediate effect.

The meeting was adjourned at 16:49, and reconvened at 16:56.

7. Finance – Budget Achievement and Beyond

The Board received the Budget 2021/22 & Beyond report, and the CFO reminded the Board of the budget deficit of £1.7m agreed at the July Corporation meeting. It was noted that the losses and disruption caused by the COVID-19 pandemic had inhibited the work to drive delivery and back-office efficiency across the enlarged group after the mergers in 2019. While the Group doubled in size as a result of the mergers, student numbers had not increased as quickly as anticipated and cost efficiency was required. The Board discussed the size of classes, and whether there was an authorisation process to permit classes to run, particularly when learner numbers appeared unlikely to remain on target. The CFO assured the Board that daily meetings with Faculty Directors took place to focus on student recruitment, as well as the utilisation of resources.

The CFO advised that, since the July meeting there had been an error identified within the ESFA Disadvantage Funding allocation, which was overstated. The impact increased the cost saving required to meet the budget deficit to £2m. The CFO assured the Board that the error was a result of the complex funding system, and had been identified by our own process of review and control which remained in place to ensure the error did not recur, however it heightened the urgency for cost savings.

It was noted that there were regular discussions within the Group Executive Team around driving savings, however there had been varying approaches to implementing savings across the different faculties. The Board considered how staff members across the wider organisation were held to account for ensuring savings were made and discussed the role of the Board in cascading the message to staff about the importance of their efforts in reducing costs where possible, perhaps through requesting regular reporting to the Board.

The CFO outlined the summary of cost savings required and the Board thanked the CFO for his comprehensive report and presentation.

8. CEO Report

The Board received and noted the CEO Report, and the Chief Executive Officer provided a verbal update on student numbers, noting that the numbers had increased compared to the previous year, however they had not reached the faculty-set targets. Since the CEO Report had been written, it was noted that the result of the Ofsted monitoring visit had been released, which showed significant progress for the leadership and governance at Activate Learning, our culture, mission, values, and strategy, and good progress for teaching development and apprenticeships. It was also noted that there were two suggested areas to improve; feedback provided to students including spelling, punctuation and grammar, and completion of A Level work experience. The Chief Executive Officer also informed the Board that Ofsted's visit to the accommodation areas at the Merrist Wood site resulted in an 'outstanding' outcome for student experience and leadership, and a 'good' result for safeguarding. The Director of Governance thanked the Governors who were present at the Guildford Campuses to support the Ofsted visit.

JVK informed the Board that she had attended the Institute of Technology (IoT) launch the previous week at the Reading Campus, which had welcomed a wide variety of employers. The Board considered what more could be done to communicate event such as this to local communities and employers, including via LinkedIn, and the Chief Executive Officer assured Governors that our social media Marketing Team were doing this, but we could always do more.

MINUTE
NO.

ACTION

9. Safeguarding Link Governor Update

The Safeguarding Link Governor (MW) provided a verbal update from the recent Safeguarding Committee meeting, noting the 30% rise in safeguarding cases, as well as significant increases in complex and mental health cases. Considering the remit of the Group, MW noted that the focus was to maintain the outstanding approach to supporting students, particularly under the new Safeguarding Team structure which had been developed by the Group Executive Director (PN) with support from Director of Governance. It was suggested that a deep dive into safeguarding across the Group was presented by PN at a future Corporation meeting, with a particular focus on the approach to the new guidance around sexual harassment.

Action: Agenda item, future Corporation meeting – Deep Dive, Safeguarding

Clerk

10. Use of Corporation Seal

The Board approved the following use of the Corporation Seal:

- Renewal Lease – Stella Hancock Driving Group RDA, 22 July 2021

All members were agreed.

11. Policies

The Board received and approved the following policies:

- Assessment and Verification Policy
- Compliments, Comments and Complaints Policy
- Student Behaviour and Disciplinary Policy
- Financial Support Policy
- Subcontractor Delivery Policy
- Tuition Fees Policy

12. Any Other Business

No other business was raised.

13. Dates of Upcoming Meetings

06 December 2021	09-10 May 2022
07 February 2022	13 June 2022
11 April 2022	18 July 2022

The meeting closed at 18:50.

Chair Date

SUMMARY OF ACTIONS

Action	Responsible
Agenda item, future Corporation meeting – Deep Dive, Safeguarding	Clerk