



ACTIVATE LEARNING FURTHER EDUCATION CORPORATION CORPORATION BOARD MEETING

Meeting date: Tuesday 22nd October 2024

Venue: B100, Reading Campus

PRESENT:

| | |
|-------------------|-------------------------------|
| Sue Sturgeon | Chair of the Corporation |
| David Goosey | Vice Chair of the Corporation |
| Alison Blight | |
| Lesha Chetty | |
| Gary Headland | Chief Executive Officer |
| Katharine Horler | |
| Smitha Nair | |
| Tadhg Nicoll-Webb | |
| Justin Obee | |
| Cathie Prest | |
| Emma Shipp | |
| Kathy Slack | |
| Andy Stone | |
| James Voûte | |
| Dan Willis | Staff Governor |

IN ATTENDANCE:

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| Cheri Ashby | Deputy Chief Executive Officer |
| Jon Adams | Chief Strategy Officer |
| Steve Ball | Chief Operating Officer |
| Neil Brooks | Executive Director Faculties & Colleges (North) |
| Paul Newman | Executive Director Faculties & Colleges (South) |
| Pete Reynolds | Chief Marketing Officer |
| Nate Rowe | Governance Officer/ Minute Taker |

**GOVERNANCE
PROFESSIONAL:**

| | |
|-------------|--|
| Amy Gleeson | Head of Governance / Governance Professional |
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MINUTES

The meeting started at 18.21.

| Minute no. | | Action / Resolution |
|------------|---|---------------------|
| 1. | Apologies for Absence. | |
| | 1.1 There were no apologies for absence received. | |
| 2. | Declarations of Interests, Gifts, and Hospitality. | |

2.1 No declarations of gifts, interests, or hospitality were raised.

3. Minutes of the meeting on Tuesday 16th July 2024

3.1 The Board approved the minutes of the meeting on Tuesday 16th July 2024 as an accurate record.

4. Matters arising from the meeting on Tuesday 16th July 2024

4.1 There were no Matters Arising from the Meeting on Tuesday 16th July 2024.

4.2 An action from the previous meeting was to arrange an AI session for Governors. Those who attended the session reported that it was excellent and commended the team.

5. CEO Report.

5.1 The Board received the *CEO Report* which was taken as read and the Chief Executive Officer (CEO) provided an overview.

5.2 The Board noted that, as the academic year had recently commenced, there was currently insufficient data available to evaluate progress against the organisational objectives.

5.3 The Chair referred to the Risk Register and the risk associated with a former learner at Merrist Wood College who had been arrested by the police. She queried whether the learner might have been refused entry to the College. The Deputy Chief Executive Officer (DCEO) explained that the learner in question had an Education Health Care Plan (EHCP), meaning that Activate Learning had a legal duty to accept him. She confirmed that a risk assessment had been conducted, and there had been no issues during his first supervised year of study. The DCEO added that pressure from the Local Authority, as the learner was in care, influenced the decision. The Board noted that this year, Activate Learning facilitated approximately 1,900 consultations for EHCPs but had to refuse approximately 800 applicants due to the organisation's inability to meet their specific support needs.

5.4 The Board noted that a long-term risk relating to the Teaching Excellence Framework (TEF) has been added to the Risk Register. From 2027, the TEF for Higher Education will include apprenticeship data from levels 4 to 6. The inclusion of historical apprenticeship data, would likely impact Activate Learning's TEF assessment.

5.5 A Governor enquired about how staff connectedness is monitored and whether it is only assessed annually. The CEO explained that a formal measure is taken once a year with the Annual Staff Survey and advised that there were plans to introduce pulse surveys throughout the year.

5.6 One Governor suggested that the Board should have the opportunity to find out more about the Positive Behaviour Management Framework. The DCEO confirmed that she would arrange this.

ACTION: Arrange an opportunity for the Board to learn more about the Positive Behaviour Management Framework.

HoG /
DCEO

5.7 One Governor referred to the risk linked to the Terms and Conditions for Residential Wardens and questioned the need for them to opt out of the Working Time Regulations. The CEO explained that a review of Residential Warden working practices was underway, initiated by the issues raised at Harcourt Hill. The Chief Operating Officer (COO) assured the Board that the request for staff to opt out of the Working Time Regulations was purely practical, to ensure that Activate Learning remains legally compliant. He clarified that the item was included in the Risk Register due to concerns that the Corporation might be non-compliant. The Board noted that resources were currently being evaluated to prevent overburdening the Residential Wardens.

6. Finance, Information, Estate and Equipment.

6.1 The Board received the *Finance, Information, Estate and Equipment paper* which was taken as read. The COO used a PowerPoint presentation to highlight the key points from the management accounts.

6.2 The Board noted that the financial health rating for 2023/24 is expected to increase by 10 points, bringing it to 210 points and maintaining Activate Learning's 'Good' financial health rating.

6.3 The Board acknowledged that Activate Learning's cash balance was slightly lower than expected at the end of the year. The COO explained that this was due to outstanding payments owed to the organisation by Local Authorities for High Needs income. The Board noted that these payments were now being received but it had been a strenuous process.

6.4 One Governor queried the reason for the delayed payments from the Local Authorities. The COO explained that this is partly due to disputes over rates, partly due to the laborious administration processes within the local authority and delays are often linked to the Local Authority's budget cycle. Another Governor asked if there was a risk associated with Local Authority funding, given that some Local Authorities are facing financial challenges and potential insolvency. The COO acknowledged that many Local Authorities are struggling, however, he did not have any specific concerns. The CSO saw this as an opportunity, in that a lot of the High Needs provision is currently too expensive to get from outside of the County, the opportunity is to help the Local Authorities from inside the County.

6.5 The Board acknowledged that Activate Learning's Income and Expenditure account landed at £3.5 million EBITDA, slightly higher than the £3.3 million forecasted at the last Corporation Meeting. The COO explained that there was a lower depreciation charge based on the profile of the investment, meaning that the organisation's net deficit was reduced to £1.3 million. The COO expressed satisfaction with the consistency of forecasting throughout the organisation, with budget holders taking more accountability.

6.6 The Board noted that the investment fund had primarily been used to support the unexpected growth in student recruitment. The COO emphasised that, while the growth had not been anticipated, this was a highly effective use of the funds, as the expenditure would be recovered through lag funding. He also explained that the 2024/25 budget included

enhanced planning to better accommodate future growth in student numbers. The CEO highlighted the strategic advantage of having funds available for in-year investment and the funds had allowed the organisation to recruit staff early. This proactive recruitment ensured adequate support for the enrolment surge before the start of the academic year.

- 6.7 A Governor queried whether provisions were being made to prepare for growth in the next academic year. The COO advised that while planning for the next academic year is underway, the primary focus remains on accommodating the 1,000-student growth this academic year, with resources already strategically planned within the budget.
- 6.8 The Board acknowledged that in the chart used to describe the trend, the 2023/24 budget had been revised to reflect actual figures, showing significant income growth alongside a slower but steady increase in EBITDA, resulting in a like-for-like surplus. The COO explained that staffing costs would increase this academic year due to the Staff Pay Award and the additional staff recruited over the summer. However, he highlighted that, on a like-for-like basis, a notable reduction in overall costs remains evident.
- 6.9 The Board discussed campus capacity in light of the significant increase in activity this year. The COO explained that, while some improvements have been made, timetabling remains uneven. For example, Friday afternoons are underutilised, whereas Tuesday mornings reach nearly 12% of the weeks total volume. He acknowledged that there is still some capacity for further growth, which is becoming increasingly challenging. The Board noted that planning for the next academic year will require a more effective distribution of resources to optimise campus usage.
- 6.10 The COO shared pictures of some of the recent investments to the estate, including new Science labs in Guildford and the City of Oxford College, and updated the Board on the Merrist Wood College capital project.
- 6.11 A Governor commended the COO for including multi-year charts and asked why EBITDA remains relatively flat despite income growth, and whether it is expected to increase in the next academic year. The COO explained that the flat EBITDA is partly due to lag funding, which poses a challenge given the steep learner growth. He noted that benefits would materialise once growth stabilises, but this is unlikely in the next academic year as a similar amount of growth is anticipated.
- 6.12 The Board discussed setting financial 'guard rails' rather than specific targets and it was agreed that this along with the investment priorities would be discussed further during the Governance and Strategy Day. The CEO highlighted significant progress in EBITDA, improving from just above 1% in 2022 to 3.8% this year, with an aspirational target of 5–6%. While reserves are currently being used to fund investments, these are expected to generate returns in the future. The CEO emphasised the ongoing need for estate and IT infrastructure upgrades, with all capital being self-generated due to the lack of Government funding. The Board acknowledged that the Department for Education's condition survey of college buildings might result in funding, but this remains uncertain.
- 6.13 The Board discussed benchmarking EBITDA against other colleges. The COO provided assurance that the organisation has access to a DfE

spreadsheet-based benchmarking data set, though it lacks comprehensive data. He shared that the organisation is about to embark on a specific benchmarking exercise with a third party who already works with many in the sector. We could seek to enter into a data-sharing agreement with other large College groups as part of this benchmarking. The CEO reiterated the importance of EBITDA increasing and gaining clearer insight into timetabling and comparative spending.

7. Staff Journey Update

- 7.1 The Board received the *Staff Journey Update* which was taken as read.
- 7.2 The CEO presented the item in the absence of the Chief People Officer and confirmed that the November Governance and Strategy Day would include people data with an opportunity for Governors to engage directly with the Chief People Officer.
- 7.3 One Governor asked about the challenges related to rising student recruitment. The CEO highlighted that extensive planning by the COO and DCEO had significantly improved the start of the year, avoiding the emergency measures needed at the same point last year to address safeguarding concerns.
- 7.4 The Board acknowledged that staff sickness remained a significant challenge, reflecting a national trend. Concerns were raised about the impact of increased student numbers on staff, particularly about larger class sizes and additional workloads such as marking. The DCEO confirmed these pressures and outlined measures taken to address them, including renewed access to Teachermatic for all teaching staff and the introduction of AI tools to support workloads and wellbeing.
- 7.5 The DCEO also shared challenges with the ongoing skills shortages in areas such as Construction trades, Plumbing, and Electrical, where competition for skilled professionals remains high. The Executive Director for Faculties and Colleges (North) shared that many staff in these areas were returning to work in their trades. A Governor suggested that these challenges should be considered for inclusion in the Corporate Risk Register.
- 7.6 A Governor queried why Activate Learning's diversity figures were below the national average and raised concerns about using the term "British Values" in promoting diversity and inclusivity. She felt the term might send the wrong message. The CEO acknowledged this concern, explaining that while he prefers "Human Values," the term "British Values" refers to a statutory requirement. He shared that staff have also expressed dissatisfaction with the term and agreed to review its use alongside the DCEO. Another Governor emphasised the importance of ensuring the workforce reflects the communities served by the organisation, so students and families feel represented. The Head of Governance advised that the Chief People Officer will present the annual Equality and Diversity Report to the Board in December, providing an opportunity for a more in-depth discussion on these issues.

8. Committee Updates and Recommendations

Quality and Relevance Committee Update.

- 8.1 The Board received the Quality and Relevance Update which was taken as read.
- 8.2 The Chair of the Quality and Relevance Committee provided an update following the Committee's inaugural meeting last month. She highlighted that the Committee had discussed its future direction and how its role would naturally evolve.
- 8.3 The Board noted that a key focus at the meeting had been to refine the reporting to avoid duplication between the Committee and Board papers. The Chair of the Quality and Relevance Committee, DCEO, and Head of Governance will be meeting to design a new coversheet and a concise one-page summary sheet to highlight the key quality and performance data.
- 8.4 The Chair of the Quality and Relevance Committee informed the Board that the Committee had reviewed an update on student recruitment, which revealed encouraging trends overall. Notably, there was a significant increase in 16-18 recruitment, with T Levels attracting 107 more students compared to the previous year, along with strong growth in lower-level course enrolments. Recruitment for Higher Education and Apprenticeship programmes were reported as being below target, posing some risks. However, the CEO assured the Board that there were no financial concerns related to the recruitment in these areas. He emphasised the importance of achieving the 60% target for Apprenticeship quality and the Board noted that Activate Learning was close to achieving this goal.
- 8.5 The CEO explained that the organisation's structure is becoming more "pear-shaped," with more learners at lower levels (Foundation and Levels 1 and 2) and slower growth at Level 3. While the number of Foundation Learners has increased, their behaviour and engagement have declined. The DCEO added that national issues, like teacher shortages and more students leaving school without qualifications, are impacting lower-level recruitment. Social media and screen time are also affecting achievement and mental health. The Board noted that Level 1 and 2 enrolments could double nationally next year, posing challenges for Activate Learning. Measures like Wellbeing Advisers and the Positive Behaviour Management Framework are being introduced to support students. A Governor saw this as both a challenge and an opportunity to build a pipeline for learner progression, which the DCEO agreed could help develop skills, behaviours, and attitudes.
- 8.6 The Board noted the risks to quality outlined in the Quality and Relevance Committee update, which included declining adult achievement rates, concerns over online learning quality in basic skills GCSE English and Maths, the potential impact of historical Apprenticeship data on future TEF ratings, and the underperformance of vulnerable groups such as Care Leavers and Young Parents.
- 8.7 The Board noted that the future Quality and Relevance Committee meetings will include reporting on the 'relevance' of Activate Learning's educational provision and a key part of this would be the annual Accountability Statement.

9. [Link Governor Updates](#)

Safeguarding and Residential Accommodation Link Governor Update.

- 9.1 The Safeguarding and Residential Accommodation Link Governor reported on her recent visits to Harcourt Hill and Merrist Wood Residential Accommodation, accompanied by the Chair of the Corporation Board. She praised the staff's dedication and the strong support systems in place. At Harcourt Hill, following previous concerns, she and the Chair observed significant improvements in staffing and organisation. Students shared that the accommodation conditions were better compared to the previous year, they were enjoying their college and rugby experiences and understood how to raise concerns. The Link Governor commended the team, facilities, and practices at both locations and felt reassured about the progress at Harcourt Hill.
- 9.2 The Chair highlighted the importance of onboarding staff before students move into accommodation to ensure their safety and access to support, highlighting the option to use the investment fund if required.
- 9.3 A Governor questioned why safeguarding issues at Harcourt Hill had not been included in the Risk Register. The CEO acknowledged this as an organisational oversight, describing it as a blind spot. He explained that while learning takes place at City of Oxford College, rugby is considered an enrichment activity, not part of the core academic programme. The initial setup of the rugby programme was not handled effectively, and the first review revealed serious issues. However, a subsequent review demonstrated significant improvement, and he believed that the accommodation is now in its best condition to date. The CEO explained that the concerns identified in the first review could have come to light at any point during an Ofsted inspection, had one occurred. He advised that a difficult decision was made to temporarily close the rugby programme, which led to complaints from parents. However, the complaints were not about the safeguarding issues but rather the broader impact of the rugby programme's suspension. The CEO expressed confidence that closing and then reopening the programme was the right decision to ensure learners could safely return to the accommodation. The Board noted that a review of the Rugby Academy's viability is in progress. The Chair recommended exploring potential sponsorship opportunities to support the programme. Additionally, it was noted that efforts are ongoing to identify and address any organisational blind spots.

Cathie Prest and Kathy Slack left the meeting.

10. Governance

Contracts.

- 10.1 The Board noted that the Chair had signed the following contracts on behalf of the Corporation Board as they exceeded £200k in value:
- SOFEA
 - TEC
 - Aviva
 - Oxford Brookes - Harcourt Hill
 - Talion

Subcontractors 2024/25.

10.2 The Board noted that the Chair of the Corporation Board had approved the Subcontractors for the 2024/25 academic year on behalf of the Corporation Board, following approval from the Audit & Risk Committee. In June the Committee agreed to continue with the arrangements set out in the meeting book. As it stands, the Audit & Risk Committee doesn't have the Board's delegated authority to approve contract signatures, so the Chair has approved the contracts to be entered into and the CEO has signed them on behalf of the organisation. For next year, they will be presented to the Corporation Board for approval at the July meeting, following the Audit & Risk Committee meeting in June.

10.3 The COO reported that the organisation is in the process of finalising a substation lease with UKPN to provide power for the new Merrist Wood development. The Board approved the use of the Corporation Seal, subject to signatures from the Chair and CEO. A copy of the lease will be shared with the Board once agreed.

10.4 The Board received and approved the following policies:

- Residential statement of principles and Practice
- IT Services Acceptable Use Policy
- Family Friendly Policy
- Online Safety Policy

RESOLUTION: The Board approved the following policies and statements as presented.

11. AOB and Date of Next Meetings

11.1 The Board noted that the next Corporation Board meeting would be on 10th December 2024 at Reading College.

11.2 The Chair reminded the Board that the Governance and Strategy Day would be on 19th November 2024 at Reading College

The meeting closed at 19.38.

S J Surgeon

Chair Date 10th December 2024