

Minutes of the Board meeting held on Thursday 13th July 2023 at 5pm

GOVERNORS

PRESENT:

Sean Lyons, Chair
Neil McDonald
Andrew Cropley, Principal/CEO
Charles Heaton
Jane Peacock
Spencer Moore
Ben Owen (until 6.30pm)
Paul Wheeler
David Ainsworth
Keith Spiers (from 5.30pm)
Kate Truscott

ALSO IN

ATTENDANCE:

Maxine Bagshaw, Director of Governance
Louise Knott, Vice Principal: Communications, Engagement & Student Experience
Jon Fearon, Finance Director
Gavin Peake, Director: IT, Estates & Learning Resources
Sian Geeson, Head of HR
David Pearson, AA Projects (for agenda item 5)
Paul Hamer, AA Projects (for agenda item 5)

1

WELCOME, INTRODUCTIONS AND APOLOGIES FOR ABSENCE

Apologies for absence were received from John Winfield, Diane Booth, Andrew Spencer, Sheik Rayhan, David Gillies, Alison Barker and Angela Newton-Soanes.

2

DECLARATIONS OF INTEREST

The chair reminded everyone present to declare any interests that they may have on matters to be discussed. No specific declarations were made and standing declarations were noted.

3

MINUTES OF THE MEETINGS HELD ON 18TH MAY & 15TH JUNE 2023

ACTION by whom	DATE by when
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Signed : _____
Chair

Date: 19/10/2023

The minutes were reviewed and it was agreed that they were an accurate record of discussions.

AGREED: to approve the minutes of the meetings held on 18th May 2023 and 15th June 2023.

There were no matters arising.

4 ACTION PROGRESS REPORT

The board were happy to note the content of the update provided.

5 CAPITAL PROJECTS UPDATE (STANDING ITEM)

David Pearson and Paul Hamer from AA Projects were welcomed to the meeting. The details of their update is recorded within the confidential minutes.

Governors' attention was then drawn to the remaining aspects of the capital projects update report, and key matters highlighted were:

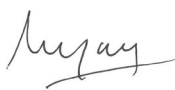
- Planning has been a challenge at Chesterfield Road, and losing two months because of this has increased the risk of not being able to hit the target opening date of September 2024.
- Station Park – part of the actions being taken to de-risk the project includes installing mezzanine space in one area this summer. This work has now started and is a full-service package, which should mean that the college is able to hit the deadline of 1st September 2023.
- Procurement – the information provided relates entirely to summer works planned. This aspect of the report will have more meaning once the larger spend starts.

AGREED: to note the content of the update provided.

6 BALANCED SCORECARD AND ANNUAL KPIS 2022/23

The CEO introduced this item and confirmed that, as reported throughout the year, the focus is on the exceptions. Key matters highlighted were:

- The current position is a very familiar story and has been the same for most of the year.
- Given the very limited time now to alter the position, there are a few more red RAG-rated items, including attendance, staff costs, apprenticeship earnings, and progress against target grades.
- In relation to the subjective measures:

Signed : _____  _____ Chair

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- It has been fairly quiet recently regarding devolution. A lot of the technical work is now being done, and conversations won't start up again until such time as this is complete.
- The final LSIP report has been issued.
- The expression of interest has been submitted for the LSIF and has been agreed by the DfE, which means the collaboration of colleges can now move to the second stage. The expression of interest is for funding to support:
 - a) creation of net zero hubs
 - b) creation of digital hubs – this is a full range of skills
 - c) creation of an employability framework/values-based curriculum
- LSIF funding is over three years. In 2023/24, it will be an equal split of revenue and capital at £1.6 million each. In 2024/25, all will be capital. In reality, the spend window is between October 2023 and March 2025. In relation to the net zero funding, colleges are looking at how to add value to projects that are already underway as it would simply not be possible to create something entirely new in the funding window.

AGREED: to note the content of the update provided.

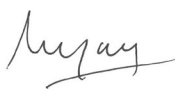
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QUALITY AND STANDARDS

The vice chair of the Standards Committee drew governors' attention to the detailed minutes of the meeting which took place on 28th June 2023 and the summary report provided. He described it as a full agenda/meeting with key updates provided on critical aspects including QIAP, EDI and safeguarding. He confirmed that there were a number of board approvals which are clearly set out in the final paragraph of the summary report.

The CEO commented that this was the first meeting of this committee since Ofsted and that it was timely to discuss the change in focus planned. One example given was a change in the way that lesson observations will take place next year. The college is moving away from the old deep dive model and, for those departments that are good or better, there will be a one-day lighter-touch deep dive. Also, staff/departments are being asked to self-select two lessons for observation: the hope is that these will be at either end of the spectrum, i.e. a lesson they consider to be outstanding and a lesson where they think improvements could be made. Another change is that the organisation will no longer mandate CPD other than those elements which are required on a statutory basis. The onus will be on staff to identify the CPD that they believe they need.

Governors were advised that, unfortunately, it had not been possible to create a talking heads video for this meeting. The board acknowledged

Signed : _____  _____ Chair

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that, with the changeover in vice principal, this would have been a challenge. However, all agreed that they would want to continue these into 2023/24.

The vice principal provided an overview of the safeguarding report and advised that she had recently had a very productive meeting with the local authority and the virtual school. The aim is to have a nominated person in social services who will become the point of liaison; this should really help to streamline the dialogue required. The college is also submitting a funding bid which, if successful, would provide an opportunity to support building resilience for the most vulnerable students.

In general discussion, one governor commented on the information provided in document 8C, which relates to learners past their end date and the impact that this has on the apprenticeship accountability framework measures. She challenged the fact that there appears to be quite a high number of learners and the comment that there are 'no specific support strategies in place' is concerning. She requested a more detailed report to the Standards Committee so that governors can better understand the work that is needed and where the priorities are. A suggestion from the principal was that governors be invited to join the online apprenticeship monitoring meetings as the position during these is reviewed on a learner-by-learner basis. This would avoid duplication. He confirmed that planned dates include 17th August, 7th September at 3.30pm, and 28th September at 1pm.

AGREED:

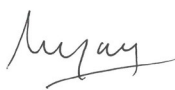
- a) to note the content of the summary report
- b) to note the minutes of the meeting held on 28th June 2023
- c) to note the content of the QIAP
- d) to note the content of the EDI update
- e) to note the content of the safeguarding and Prevent report
- f) to approve the updated safeguarding policy/procedure
- g) to approve that committee membership (with the addition of Jane Peacock) continues 'as is' into 2023/24.
- h) To approve the amendments to the committee terms of reference as proposed.

8

WORKFORCE DEVELOPMENT

The committee chair introduced her summary note and the detailed minutes of the meeting held on 25th May 2023, and key matters highlighted were:

- It has been a positive year for the committee.

Signed : _____  _____ Chair

Date: 19/10/2023

- There is confidence that the college is getting to grips with some of the longer-standing issues.
- Staff recruitment in a number of areas is still a challenge; however, HR are working very hard in relation to this.
- The EDI statement of intent has a minor change: the inclusion of a specific reference to care leavers.
- The pipeline of talent and promotion within the organisation is a real strength.

Staff advised that the college is planning to do something different in relation to the staff survey for next academic year and it was confirmed that a plan in relation to this will be shared with the Workforce Development Committee at its next meeting.

HR Director

25.09.23

AGREED:

- a) to note the content of the summary report
- b) to note the content of the minutes of the meeting held on 25th May 2023
- c) to note the content of the EDI statement of intent.

9

SENIOR POSTHOLDER AND GOVERNANCE

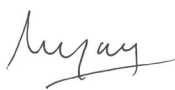
The meeting chair drew governors' attention to the summary report and the detailed minutes of the meeting held on 19th June 2023. Governors were happy to note the information provided regarding the routine matters monitored. The board received and supported the proposal to appoint both Edward Rawson and Thereasa Hodgkinson as independent governors. All were satisfied that a robust recruitment process had been followed. The board then discussed committee membership for each, and this was also agreed.

AGREED:

- a) to note the content of the summary report
- b) to note the content of the minutes of the meeting held on 19th June 2023
- c) to approve the appointment of Edward Rawson and Theresa Hodgkinson from 13th July 2023 to 13th July 2027.
- d) to approve the appointment of Edward Rawson to the Finance and Estates Committee
- e) to approve the appointment of Theresa Hodgkinson to the Audit Committee
- f) to approve that committee membership and terms of reference roll forward into 2023/24 unchanged.

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FINANCE & ESTATES

Signed :  _____ Chair

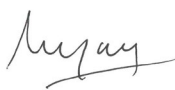
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The committee chair drew governors' attention to the summary note and the detailed minutes of the meeting held on 7th July 2023. Key matters highlighted were:

- It was a really full meeting with lots of good debate.
- Good assurance was provided regarding health and safety, with no concerns or trends highlighted as an issue.
- In relation to financial KPIs, whilst there are some aspects not achieved, the college is in strong financial health with £1.9 million EBITDA forecast for yearend.
- The committee had a good discussion about risks, and there are now more specifically relating to the capital projects. This is because of the level of spend and also the scale/number of projects to be delivered.
- Nothing of concern was seen within the May 2023 management accounts provided.
- Good discussion was had regarding contribution analysis, with all agreeing that this is a very positive tool.
- The committee looked at space, both frequency and utilisation. Committee has asked for a view on 'optimum utilisation', and this will be provided in the autumn term.
- Subcontractor proposals were presented for 2023/24. Several members of the committee also had a helpful 'meet the subcontractor' session earlier in the week, and it was interesting to hear their perspective. It gave governors confidence and assurance to hear the strategic nature of the arrangements and that there are strong partnerships and collaboration in place. It is clear that the relationships aren't too cosy, and it was acknowledged that the college has withdrawn from some subcontracting arrangements where there were concerns.
- The committee received and endorsed proposals regarding contracts
- A lot of the meeting discussion centred upon the 2023/24 budget, which is scheduled as a separate agenda item later in the meeting.
- The committee reviewed membership and terms of reference and were happy to roll forward unchanged, save for the addition of Edward Rawson. All felt that he would bring further strength to the committee.

AGREED:

- a) to note the content of the summary report
- b) to note the content of the detailed minutes of the meeting held on 7th July 2023
- c) to note the content of the 2023 health and safety report
- d) to note the content of the May 2023 Management Accounts
- e) to approve the 2023/24 subcontracting allocations proposed
- f) to approve the Subcontracting Fees and Charges Policy 2023/24

Signed : _____
 _____ Chair

Date: 19/10/2023

- g) to approve the contracts proposed
- h) to approve continuation of membership and committee terms of reference.

The chair of the Corporation Board took the opportunity to thank all committee chairs for their work this year. One governor also expressed thanks and appreciation for all of the capital project work done, as well as financial planning this year.

11 **2023/24 BUDGET AND TWO-YEAR FINANCIAL FORECAST**

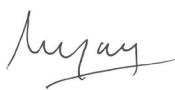
The finance director referred back to the Finance & Estates Committee discussions and the detailed report circulated in advance of the meeting. Key matters highlighted were:

- Turnover is anticipated at £38.4 million.
- This includes continuation of tuition funding (£350k).
- Apprenticeship income for 2022/23 will be £4.3 million, but there has always been a constant underperformance. The college is currently tracking £3.9 million carryover into 2023/24. There are also 135 planned engineering starts in September/October, which is a significant positive variation upon the 2022/23 position.
- Staffing costs are rising to meet extra delivery/growth.
- The structure of the gas contract is changing, and the organisation will incur an additional £350k cost.
- The committee discussed the level of profitability to aim for.
- If the college gets 100+ learners over the lagged funding number, there is the potential to apply for in-year growth funding; however, this cannot be guaranteed.
- The committee agreed the EBITDA figure/percentage to aim for.
- Cash will not fall below £2 million.
- 2023/24 is envisaged to be a year of supporting growth, both apprenticeship provision and 16-18.
- Cash is strong.
- The teachers' salary award in schools was announced earlier today at 6.5%. This will raise expectations and competition.
- The college will have to find some cost efficiencies as there will be no further funding and it will be a challenging year.

The board all acknowledged that there had been substantial debate at committee level, with this clearly being evidenced in the meeting minutes and, on this basis, they were happy to approve.

AGREED: to approve the 2023/24 budget and two-year financial forecast.

12 **PRINCIPAL'S REPORT**

Signed :  _____ Chair

Date: 19/10/2023

The principal referred to his written report and also shared proposals for monitoring progress of the aspects included within the community pledge. It was agreed that the extra report/paper would be circulated outside of the meeting.

Director of
Governance

July 2023

The board considered the monitoring proposals in detail, and key matters highlighted were:

- Line 1 – as each of the curriculum areas start to enrol, reports will be provided to the Standards Committee.
- Line 2 – this aspect was largely covered in the LSIP update provided earlier in the meeting.
- Lines 3, 4 and 5 are the delivery targets in 2023/24 and will be reported to the Finance and Estates Committee.
- Lines 6 and 7 are partnership-related activities.
- Line 8 encompasses T Levels. These are launching in September and the position will be confirmed to the Standards Committee when students are enrolled.
- Lines 9 and 10 also relate to partnership activity, with line 9 being a specific item arising from the March 2023 strategy day discussions.

Board all agreed that the reporting proposals seemed sensible.

Other matters highlighted from the report were:

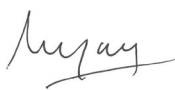
- The staff and student celebration events were all excellent. HR will take feedback from the employee council in relation to planning for next year.
- The Barnsley College transfer is presented for board approval. Staff who will be TUPEing over are very happy to be transferred, which says very positive things for WNC's reputation. There are no significant issues for governors to be concerned about.

The board all agreed that it would be interesting to invite the transferred staff to reflect upon the comparisons between WNC and Barnsley, specifically whether there are any lessons to be learned. It was agreed that the CEO/Principal would have this conversation with them one month post-transfer.

CEO/
Principal

October
2023

The CEO then invited governors to provide him with feedback on the strategic objectives proposed for 2023/24, specifically in relation to AEB and whether delivery needs a higher profile with the college investing to ensure greater agility. The key focus here is the organisation's ability to respond to need. The CEO asked governors to consider whether a very commercial approach is required, e.g. an ITP type of department/team or whether, instead, the organisation just wants to keep doing what it is doing but more of it. Governors acknowledged that there were benefits and drawbacks for each approach, and it was

Signed :  _____ Chair

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acknowledged that the challenge is to build up capacity. In discussion, it was agreed to create a bank of associates, which would give greater agility. One governor asked who the other organisations are who deliver AEB in the area and whether or not WNC has a complimentary or competing offer. The CEO confirmed that there were a number of organisations, including Inspire, Futures and ATT, and that WNC does more collaboration now and is trying to align the curriculum. All agreed that, in some areas, delivery for others will just be so well embedded that it is not worth attempting to compete. A question and challenge from one governor was what collaboration would look like externally. The CEO advised that, for learners, it would be a joint prospectus, and the intention is to start with health and social care.

An observation from the Board was that WNC is very well known and respected for 16-18 and is the provider of choice but, in relation to AEB, there is not so much confidence in terms of profile and agility. A challenge from the board was to ensure that the offer for the college is well-known in the community and meets need. Governors challenged the senior team to develop the processes that are needed to become more agile. Governors felt that the college already has a very positive brand and that it is well worth using this rather than something different; however, how partnerships are branded are worth considering, and examples given were WNC+ or @WNC.

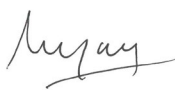
(Ben Owen left the meeting at 6.30pm)

The finance director advised that one of the AEB funding rules has been changed and that it is now possible to deliver in the workplace. This will allow the college to really align with apprenticeship delivery. The board agreed that the aim is to be the first choice for skills in the workplace/business and that it is possible to use partners to support this. A challenge from the board was to package what the college already does and ensure that there is better communication to ensure that the community really knows what is on offer. A suggestion from the board was to leverage the brand and create agility from within. The board discussed brand extension, i.e. leveraging what is already in place but making sure that it is distinctive enough. It needs to cover three aspects, including collaboration, networks and upselling.

In relation to the other proposed KPIs, the board all agreed that they were broadly supportive.

Other matters brought to the board's attention included:

- SDF audits have now been concluded for phases 1 and 2 with no clawback.
- The annual strategic conversation with the DfE/ESFA has taken place with no surprises. Regulators do use the college as a sounding board.

Signed :  _____ Chair

Date: 19/10/2023

- In relation to T Levels, the Level 2 curriculum reforms consultation outcome has been released today. There will be a T-Level foundation year which will be year 1 of three years. It is likely that this will be harder to sell, i.e. a three-year course to get to university.

AGREED:

- a) to note the content of the update provided
- b) to approve the transfer of the Barnsley College-owned Mansfield Education Hub to WNC on 1st September 2023.

13 **GOVERNANCE**

The director of governance introduced her written report and gave an overview of the feedback following link governor meetings and 'meet the student and staff' sessions. Governors were happy to note this. The board were provided with an update on the process to recruit student governors for 2023/24 and a Workforce Development Committee co-optee. She confirmed that interviews are being arranged and that it would be helpful if the board provided delegated authority to appoint once these have taken place. The board agreed that this was a practical suggestion and were happy to approve. The director of governance also highlighted the committee membership proposed for 2023/24 in section 4 of her report, and the board were happy to approve.

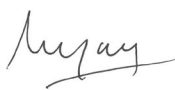
AGREED:

- a) to note the content of the update provided
- b) to provide delegated authority to the interview panel to appoint two student governors following interview
- c) to approve delegated authority to the Workforce Development Committee chair to appoint a third staff co-optee following interviews
- d) to approve committee membership for 2023/24.

14 **AOB**

A number of aspects were highlighted including:

- The CEO gave an update on his leadership course and explained that a particular part of this was looking at systems leadership. In collaboration with partners, the intention is to run a systems leadership day regarding economic activity and how this can be improved in the area. This is being planned for November, and governors were invited to participate.
- SAR scrutiny panels are being planned in November with an email to come out from the executive PA. Governors were encouraged to identify their preferred sessions early.
- The chair confirmed that he would be conducting summer one-to-ones with governors and that information in relation to this will come out shortly.

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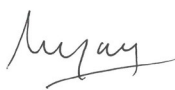
Date: 19/10/2023

15 **DATE AND TIME OF NEXT MEETING**

This was confirmed as 19th October 2023 at 5pm.

16 **CONFIDENTIAL ITEMS**

It was agreed that confidential items would be recorded on a separate basis.

Signed : _____  _____ Chair

Date: 19/10/2023