



**Minutes of the Meeting of the
BOARD**

**held on Wednesday 12 December 2018
at 3.45 pm
at Broad Lane, Tottenham Hale, N15 4AG**

Present:	Nick Wilcock <i>[Chair]</i> Anna Douglas <i>[Co-Vice Chair]</i> Chris Payne <i>[Co-Vice Chair]</i> Sir Rod Aldridge Amali de Alwis Kym Andrew Olga Bonney-Glazik Kalina Bontcheva Steve Davies Dame Zarine Kharas Mohammed Shekh Jeni Tennison Mark Smith	External Member External Member External Member External Member <i>[items 18/66-18/74]</i> External Member External Member Staff Member <i>[withdrew for Item 18/78e]</i> External Member <i>[from Item 18/68c]</i> External Member <i>[Items 18/66 – part 18/78e]</i> External Member Student Member External Member <i>[from Item 18/67b]</i> CEO <i>[withdrew for Item 18/78e]</i>
In attendance:	Gill Winward Tom Fogden Jayshree Shah Adam Rogers Sophie Runcorn	Clerk to the Board Dean <i>[withdrew for Item 18/78e]</i> Finance Director <i>[withdrew for Item 18/78e]</i> Principal <i>[for Item 18/68/b]</i> Programme and Performance Manager <i>[for Item 18/69]</i>
Apologies	Andrew Butcher Rachel Jackson Kevin Walsh	External Member External Member External Member
Declarations of Interest:	None stated	

The Chair opened proceedings by outlining the purpose of the meeting and associated key items of business and also welcoming Mohammed Shekh (new Student Member) to his first meeting.

Action

18/66 MINUTES OF THE PREVIOUS MEETING

The minutes of the meeting held on 26 September 2018 were **APPROVED** to be signed by the Chair as an accurate record.

18/67 MATTERS ARISING

The actions from the previous meeting were reviewed, noting that most had been dealt with, were in hand or superseded, or appeared on that day's agenda. Additional mention was made of the following:

- a) *Item 18/57a) – new MIS system:* The Dean updated Members on the new APTM system. Given Apprentices worked on other sites, this gave a method of uploading materials into their e-portfolios, to fit alongside the required standards. This system also monitored attendance and punctuality.

Ms Tennison joined the meeting

- b) *Item 18/57 – Financial Health: sensitivity analysis:* The Finance Director explained that this had been included in the Period 4 Finance Report, to be taken later in the agenda. The Board were reminded that the issue in question hinged around the sum of only £30k, so it was very easy to move into another grading category.

Discussion followed, primarily for the benefit of newer members, to explain the history behind the item. It was clarified that Members had previously been seeking an understanding of exactly where within the numbers the sensitivity existed, in an effort to become more predictive in the financial modelling.

In conclusion It was suggested that there could be benefit from a wider conversation on this and include ‘business modelling’ as an item in the proposed Strategy Event. A particular focus on income streams was proposed, to better understand the ‘pinch points’. The Finance Director reminded Members that some of the sensitivity analysis had been covered in the initial budget planning and setting for 18/19.

JS/MS/Clerk

Further and substantial discussion continued embracing:

- the current targets
- the phasing of income and current apprenticeships numbers
- the funding model whereby central funds only cover 85% of the costs, hence the current reliance on fundraising to fill the gap.

It was noted that it was still the agreed process that Members be sent the monthly management accounts in between formal Board meetings.

JS

- c) *Item 18/59 – Capital Project Committee Chair:* it was agreed that the suggested participation in a Board Meeting could be achieved by telephone contact, given the geographical base of this person.
- d) *Item 18/63 – CEO report: Board Safeguarding Lead:* The Clerk reported on the discussions she had held with the Principal on this, as agreed, but of the need now to progress the outcomes of that exploration with senior management. Meanwhile, in parallel, some further moves had been made by management to bring forwards the suggestion once again.

NW/SR

In response to a question, the Clerk informed that the practice of having a ‘Lead Governor’ for safeguarding matters was a common but by no means universal feature in colleges and often was the result of a misunderstanding about the ‘requirements’ to have such a role: there was none. The Chair suggested that the best way of closing-off this topic may be to await the arrival of the new 6th Form Head and have a joint conversation with the relevant parties.

Clerk/MS

18/68 **QUALITY ASSURANCE AND CONTINUOUS IMPROVEMENT**

a) College Self Assessment Report (SAR) 2017/18

The Dean reminded the Board of the purpose and usage of this document. There was much data and evidence to back up the content and the important points formed part of the CIP. For the 17/18 edition, the early autumn Ofsted visit and associated paperwork had somewhat overtaken the content and SAR process.

Discussion followed and the improvement from the earlier drafts of the document were **NOTED**. Members observed that it was useful to have the evidence to support statements and that the finished version would be useful to, amongst others, the Education Committee for their in-year monitoring.

b) Ofsted Inspection – autumn 2018

The Board **NOTED** the publishing of the final inspection report. They congratulated the management team and staff in their impressive achievement of obtaining such a good report and their rapid progress in reaching that point.

Mr Rogers joined the meeting

The Dean then summarised the key elements and outputs of the report. It was expected that there would be further noticeable improvements in the next year as processes became further embedded and better data and results came through.

The improvement points arising from the report were also outlined.

The Principal offered his own perspective on the conduct and result of the inspection visit compared to his previous experiences elsewhere. The CEO stressed the outstanding team efforts and inputs that had borne fruit.

The Dean and CEO responded to a number of questions posed by Members. This included describing some of the initial concerns raised by the inspectors and which were able to be challenged, also 'lessons learned' from the experience. The CEO gave a particular answer to a query raised on the statement that 'equality and diversity were not embedded' and described how that view had arisen and been recorded.

The Board counselled caution that complacency be prevented from creeping in and reminded all of the need to achieve consistency and keep delivering good results year on year.

In conclusion, the CEO thanked the Principal for his achievements over the last year, particularly driving forwards the improvements, and he was wished well in his future career.

Mr Rogers left the meeting and Ms Bontcheva arrived

c) Continuous Improvement Plan (CIP)

The CEO informed the Board that this document could now be accessed online by Members, as requested. They were reminded of the 'sprint' approach being adopted to the improvement plan, to give a firm and regular focus on particular targets and enhancement areas, not just a static annual document.

The CEO then described some of the improvements being made to the system that had been identified, including making links through to individual Performance Management targets.

Responding to questions, the CEO explained that progress would be overseen by the Board during the year via elements of the KPIs, which provided indicators, and also at the year end through the next SAR document. The Education Committee would monitor at a more detailed level in-year, via the CIP itself.

This was **NOTED**

Ms Runcorn joined the meeting

18/69 PREMISES UPDATE

a) Ashley Road Development Project

The Programme and Performance Manager explained the updated position, including that external funding for the project had now been approved. However, this was subject to some conditions, including a new land valuation. In response to a question, she clarified what this entailed and the CEO provided additional comfort on the implications of the outcome.

It was noted that the completion date was now beyond the start of the 2020/21 academic year and that this would give rise to accommodation and space issues.

The Board also received an update on a recent meeting with the developer and of a new plan for a review of the whole surrounding development project. This would cause a further brief delay.

Some risk factors were then identified and discussed. These included the possible difficulties if the land sale transfer to the college was delayed beyond March, as this marked the end of the Government's financial year and could cause problems in transferring the funding.

The Programme and Performance Manager then responded to a number of questions on the conditions of funding.

b) Whitechapel

The Dean explained the plans to use these premises for Apprenticeships delivery and keep Broad Lane as a 6th Form Centre.

A complication was the multiple levels (4) of PFI involved, each needing a sign-off. The original target had been to occupy the premises by the end of January but that would now be March. Some short term accommodation issues had therefore been generated but these were manageable.

The Dean then responded to a number of questions, including on funding sources, annual rental and a 'Plan B' if the premises were not ready by the revised target date.

In conclusion, the Board **NOTED**:

- [i] the updates and recent developments on all fronts
- [ii] the intention to share a detailed design for Ashley Road at the proposed Board Strategy Event in the spring
- [ii] the assurances that the Capital Projects Committee was providing detailed monitoring of all the projects.

SR

Ms Runcorn left the meeting

18/70 ANNUAL ACCOUNTS 2017/18

a) 'Going Concern' Report

The Finance Director provided the background explanation that the accounts were prepared on a 'going concern' basis. The written report that had been circulated detailed the reasons why that position was justified and how the approved deficit budget tied in with this. It also set out the forward financial expectations.

The Audit Committee Chair explained the discussion that had taken place on this topic at the Audit Committee meeting. There had been two areas of uncertainty at that time, both relating to government sources, namely the awaited decision on the capital project funding and a similar anticipated approval on a reprofiling of the loan repayments. Both these matters had now been resolved, thus a clear recommendation regarding approval of the accounts could be made.

Members **CONFIRMED** their comfort with the position and the basis of the accounts.

b) Annual Committee's Annual Report

The Clerk and Audit Committee Chair presented this annual report to the Board and Chief Accounting Officer. There were no questions arising and thus the Board **NOTED** the report's contents and, particularly, that the Audit Committee were recommending that the Financial Statements could be approved.

c) Annual Report and Financial Statements

The Finance Director presented the document and covering report. These included explanations that there had been a satisfactory audit outcome following work by the external auditors, Buzzacott, and that full and detailed

consideration had been given to all relevant matters by the Audit Committee. One issue at the time had been the matter of 'going concern' statements but these had now been cleared, as explained earlier in the meeting.

The Board then **APPROVED** the Annual Report and Financial Statements for year ended 31 July 2018, including all the subsidiary Statements, and authorised the Chair and CEO to sign them.

NW/MS

d) Letter of Representation

The Finance Director explained that an updated version of the circulated Letter was required, to reflect rewordings needed after receipt of the recent information relating to the 'Going Concern' issues mentioned earlier (ie matters concerning the capital project funding and the reprofiling of loan repayments).

The Audit Committee Chair informed the Board that the Committee Members had scrutinised the proposed Letter of Representation on the Board's behalf and also the Regularity Audit Self Assessment document, that underpinned various areas.

The Board:

[i] **APPROVED** that the updated Letter of Representation could be signed and issued.

NW/JS

[ii] **REQUESTED** that the funding letter received from the DfE, and already seen by Audit Committee Members, be circulated to the whole Board.

Clerk

18/71 CHIEF EXECUTIVE'S REPORT

The CEO selected key items from his report to add specific commentary on and these included:

- ESFA funding audit – with congratulations to the Finance team on both the good result and their work to achieve that
- Fundraising and Business Development
- Growth opportunities
- 6th Form recruitment – this prompted some discussion on forward targets, timings and accommodation needs.

The CEO was thanked for his useful report, which was **NOTED**.

18/72 FINANCE REPORT

The Finance Director presented the management accounts and commentary relating to Period 4 (end November). This provided an update on the current positive position with an end of year forecast of £109k surplus compared to the £54k budgeted. The difference was mainly due to additional fundraising sums.

In response to a question, the CEO described the upcoming recruitment windows, expected student numbers and possible drop out rates. He expressed confidence at the position and also at the aims to increase the

volumes of learners from existing employers rather than just engaging new employers. The plans in place to deliver on this were also described. During the ensuing discussion Members logged the importance of the 2-3 year recruitment plan and the volumes needed for future financial stability.

The report and updates were **NOTED**.

18/73 OPERATIONAL MONITORING

a) Top KPIs

Members' attention was drawn to the one 'red' area and 5 'amber' items noted in the report. The CEO gave further details on progress with these and responded to questions throughout, particularly on recruitment matters and PR.

The Board **NOTED** progress with the targets and featured areas.

b) Key Risks

The Programme and Performance Manager referred to the document and the Board **NOTED** the report and also that main risk areas had already been covered in earlier agenda items and papers.

18/74 BOARD AND COMMITTEE APPOINTMENTS

The Clerk drew attention to the key elements of the report, which covered a number of areas. This included notification of the early retirements of two Board Members, owing to work commitments.

The Search Committee had been in discussion with possible replacement candidates, one from each of the same organisations connected to the current Members above (Aldridge Foundation and Bank of America Merrill Lynch), to maintain the fruitful links.

The Board approved the recommendations of the Search Committee and **APPOINTED:**

- [i] Gillian Lancaster and Salman Momen as Board Members, for 4 year terms of office effective from 1 January 2019 **Clerk**

The matter of committee vacancies was also discussed and then the Board **APPROVED:**

- [ii] the appointment of Gillian Lancaster to the Audit Committee **Clerk**
- [iii] the expansion of the Search Committee to 5 Members (quoracy of 3) with Dame Zarine Kharas and Amali de Alwis appointed to those new positions. **Clerk**

It was also noted that the Search Committee Chair and Audit Committee Chair were in discussions with another candidate as a potential external co-opted Member of the Audit Committee, to ensure continuation of appropriate skills **CP**

Action

there. However, this would still leave a further vacancy and Board Members were **REQUESTED** to consider volunteering for this role.

Members

Members also received an update on the plans for a renewed external search for a new Chair. The Search Committee were now suggesting that this was unlikely to prove successful and that, with the passage of time and revised organisational priorities, it could be more fruitful to revisit existing internal routes. This would be a topic for re-examination and discussion at the upcoming strategy Event.

KW/Clerk

In reply to a query, the Clerk clarified that the role of the Search Committee was an ongoing one, not a one-task project such as that relating to the Chair appointment (though that task had been assigned to them) nor simply acting as an interview panel when membership vacancies arose. As indicated by the other items of business, they had a key role to play in succession planning and searching out potential new Members and in other matters affecting the governance structures and activities.

In conclusion, the Chair thanked both Sir Rod Aldridge and Andrew Butcher, who were standing down after this meeting, for their services to the College, particularly Sir Rod who had been instrumental and key in the genesis of the project and the early set-up days. The Chair proposed the creation of a 'Founding Ambassador' role, or similar, to acknowledge such contributions. Further information on this suggestion would be brought forwards.

NW

Sir Rod Aldridge left the meeting

18/75 COLLEGE POLICIES: TREASURY MANAGEMENT

The Audit Committee had considered previous drafts of the document and were now recommending its approval. The Board **AGREED** with this recommendation.

18/76 INTERNAL AUDIT 2018/19

The Clerk highlighted two related points that had arisen from the recent Audit Committee meeting and briefly explained the background. This included that the areas of focus for the review work in 18/19 were being proposed as:

- IT Penetration testing
- Payroll & HR Policies/Processes
- Business Continuity Plans

The Board accepted and **APPROVED** the Committee's recommendations, namely that:

- [i] the 3 areas of focus for the review work in 18/19 be as proposed
- [ii] that the work be commissioned from suitable providers on a case by case basis, within an overall financial envelope of £10k, with delegated authority of oversight to the Audit Committee

JS

JS/CP/Clerk

18/77 HEALTH & SAFETY ANNUAL REPORT 2017/18

The Finance Director presented the report and highlighted that the key driver was to ensure compliance.

In response to a question, the CEO confirmed that all related college policies and activities covered the apprenticeships programmes.

The Board **NOTED** the report and the ensuing planned actions.

18/78 COMMITTEES AND FEEDBACK

The Board received and **NOTED** minutes and verbal feedback from various committee meetings as follows:

- a) **Education Committee**
Meetings of 18 October (*minutes*) and 14 November
- b) **Audit Committee**
Meetings of 31 October (*minutes*) and 28 November, registering that several related items had been covered in earlier specific agenda items
- c) **Capital Project Committee**
Meeting of 20 September (*minutes*)
- d) **Search Committee**
Meeting of 14 November, again acknowledging that relevant recommendations arising had been dealt with in an earlier agenda item
- e) **Remuneration Committee**

This item was confidential and restricted and taken at the end of the meeting

18/79 ANY OTHER URGENT BUSINESS

- a) It was noted that a meal was to take place the following week, for available Board Members with staff, to thank the latter for their hard work and efforts during the Ofsted inspection week. This was kindly being funded by a partner organisation.
- b) Brief discussion took place on the proposed Strategic Planning Event to take place in the spring and likely topics for discussion. It was noted that the Clerk would confirm dates once further responses to the preference survey had been received

The Staff & Student Member and Management then withdrew for the final item

Date of Next Meetings:

- a) Strategy Event – Planned for Feb/March 2019 (tbc)
- b) Board Meeting - Scheduled for 6 March 2019 at 3.45pm

The meeting closed at 6.10pm

<p>Confirmed as an accurate record:</p> <p>Signed..... (Chair)</p> <p>Date.....</p>
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