

CORPORATION BOARD

Minutes of a meeting held on Thursday 27th March 2025
Witney Campus at 5pm

Present

Nick Handy (Chair)
Alan Bark
Helen Brown
Jacqui Canton (Principal)
Clare Forder
Nicolas Pages
Astrid Schloerscheidt
Ben Haxton
Adam Mumford
Abigail Kyei
Carole Kitching
Ed Collett

In attendance

Jo Milsom, Deputy Principal
Olivier Cognard, Vice Principal
Scott Gray, Vice Principal
Jack Price, Vice Principal
Kash Barlow, Vice Principal
Mark Lay, Finance Director
Jude Brown, Clerk & Governance Advisor (Minutes)

1. Apologies and items to be raised under AOB

1.2 Declarations of interest

The Chair opened the meeting by welcoming all attendees and noting the apologies received. Apologies were received from Amanda Tilley, David Walker, and Sam Wolfe. Mackenzie Howe Nordal had not been in touch. The Chair also welcomed Clare Forder who had been appointed by a written resolution after a successful application and interview.

Items raised under Any Other Business (AOB) included progress on nominations for the Chair role, an update on review of governance documents and a request for Governors to confirm whether they could attend the Student Conference.

A declaration of interest was made by the Principal in relation to item 9.2 Senior Post Holder Contract.

2. Minutes of the meeting held on 12th December 2024

2.1 Public Minutes

The minutes from the previous meeting were approved.

3. Matters Arising, Written Resolutions & Action Points

There had been three written resolutions since the last meeting to appoint the new clerk, to appoint the new external governor Clare Forder and to re-appoint Professor Sam Wolfe for a second term.

4. Meeting Local and Regional Skills Needs

The Principal presented an overview of how the College was meeting local and regional skills needs. The background to this report is that in the self-assessment exercise undertaken by governors last year, it had been highlighted that Governors wished to understand more clearly how the College met local needs. Boards have had a legal duty to review this since 2022. The Principal outlined that there had been many reviews of education, citing examples going back to at least 2006, which showed that the UK lagged behind other developed countries in terms of skills and that this impacted the UK's competitiveness.

The Principal outlined the range of data, information and methods employed by the College to identify local needs, including RCU vector data, LMI data from OxLEP, stakeholder engagement with key local stakeholders including Thames Valley Chamber of Commerce and large employers such as the NHS and Oxfordshire County Council. The College then considers how to respond to each identified need, for example by introducing new study programmes, expanding the experiences available to students during their courses, or working further with employers to expand provision. There were many specific examples of how the College had responded including the introduction of seven new HTQs.

In terms of how well the College meets local needs, the Principal highlighted the number of investments made in skills priorities ranging from the Advanced Skills Centre opened in Abingdon in 2018 through to the Green Skills centre opened in 2022. The College invests where it believes it can have the most impact. Ofsted graded the College 'strong' for skills which is the highest possible grade and noted its 'very effective partnerships'. The Accountability Statement shows the progress towards the College's objectives and, this year, four of seven are already achieved.

Work for the future includes increasing the effectiveness of the Employer Advisory Boards and impact of employers on the design of curriculum, refreshing the Employer Engagement Strategy, working on transferable soft skills for 16-18 year olds, and the digital course offer. The College will continue to invest in priority skills areas and facilities that support these.

Governors can help by exercising their duty to review this area, leveraging their networks in support of the College's ambitions, utilising opportunities as Link Governors, and being guest lecturers. The Principal also welcomes Governors' ideas as to how they can support this agenda.

- ***For apprenticeships, how does the student's work with an employer feed into the End Point Assessment (EPA)?*** Each apprenticeship has criteria - skills and behaviours - that are tested as part of the EPA so is separate to the work done for the employer by the apprentice although such skills are developed through this work. The employer can also support the student's development in these areas and is required to formally confirm that they believe the apprentice is ready for their EPA.
- ***The Government has announced £600 million funding for construction skills, what opportunities for the College are there in this?*** An AoC Principals group is being pulled together to look at this. The Principal feels that this is an area the College is passionate about and does well so there could be opportunity to expand skills bootcamps or new foundation apprenticeships. The announcement referenced ten new 'Technical Excellence' colleges, one in each region, but it is not yet clear what these will be.

The Board commended the update and reiterated the importance of meeting local skills needs as a priority area and an intrinsic element of the Strategy. The presentation will be circulated to governors for further review and consideration.

5. Principal's report

The Principal presented a summary of the report, highlighting key items, including the focus on the quality of Teaching, Learning, and Assessment given the challenges faced due to the growth in student numbers and difficulty of recruitment in some areas.

In terms of major capital projects, the T Level project at Common Leys is nearing completion despite delays, and the RAAC project at Witney has now received written approval since the original paper was submitted as part of the Board pack. This represents positive progress

since the F&GP Committee meeting earlier in the month where there had been significant uncertainty over the approval. It was noted that the Director of Estates and Capital Projects had done excellent work making representations for what the College needed and recovering timelines.

There were further updates regarding the funding announcements by the Department for Education (DfE) who will not fully fund 16-18 year old growth this year. There have been considerable reductions in adult funding announced for next year, alongside a 3.78% increase in the 16-18 year base rate.

The Principal gave an overview of progress in the Accountability Statement and noted that the refreshed statement is due to be published by 30 June 2025. This requires Board approval, and due to the timings of meetings it is proposed that, as done last year, the Nominations, Remuneration and Governance Committee review the Statement in detail on behalf of the Board, and then ask the Board to consider the full Statement via written resolution.

The Principal also highlighted that devolution was moving up Central Government's agenda so this is an area of focus to position the College well for the future.

- ***Were the funding announcements [by DfE] taken account of in the financial reports that went to F&GP?*** The Finance Director noted that some had been, but he had taken a cautious approach and would update more fully later in the meeting proceedings.
- ***Has the Property audit happened and is this used to work out funding?*** A £300 million pot for capital repairs had been announced but no clarity on how much the College will receive, albeit the Finance Director has made an estimate.
- ***The RAAC is not on the risk register, is that because it is an issue?*** It was agreed that this is an issue rather than a high-level risk.

The Chair noted a recent meeting with the ESFA where the strategy work the College had undertaken for the Strategic Plan 2022-2027 was held up as an 'exemplar' for the sector of a highly effective strategy document. Governors were reminded that a process would be required for the next Strategic Plan.

- ***What was the feedback on what the College had done well?*** The Chair noted that the simplicity and specificity of the strategy, its clear focus and structure along with the clear and accountable KPIs had been highlighted.

The Board approved the proposal to take the Accountability Statement to NRG Committee and then for the Board to approve by written resolution in order to meet the end of June deadline.

The Board noted the remainder of the report.

6 Curriculum, Quality and Students

6.1 CQS Committee Update

The CQS Committee Chair provided an update following the recent meeting, noting key points, including an overview of the Public and Professional Industries, and the approval of the Assessment and RPL Policy and Admissions Policy. The Student Voice First policy was recommended to the Board for approval by the Committee. An update on curriculum developments was provided to the committee, including clarity that Level 2 qualifications

were not being immediately de-funded and that were a number of changes to apprenticeships.

The Committee had also reviewed the Quality Improvement Plan (QIP) and Quality Report noting the extent of the work to support the significant increase in new teaching staff, and the interventions to support student outcomes and attendance. The Student Report was also received by the committee, with reassuring results about students' knowledge of safeguarding. The Annual Safeguarding and Prevent report had also been approved by the CQS Committee who felt assured and that matters were in hand.

The CQS Chair noted that the issue of sub-contracting had been discussed, and it was felt that a presentation to governors on this topic could be useful to ensure all were aware of this topic in the light of the recent Ofsted inspection outcomes.

The Chair welcomed the report and thought it was appropriate for CQS to review the effectiveness of subcontracting in detail noting that it also formed part of internal audit work reviewed by the Audit Committee. It was agreed that an overview of the respective committee roles in respect of sub-contracting to give clarity over the review process would be useful.

The Board noted the verbal update.

6.2 Student Engagement Feedback – 25th February 2025

The Chair highlighted what a good opportunity the student engagement events were for governors to meet students and reflect on their concerns and achievements. Governors were strongly encouraged to attend one of these events if possible.

The recent event had taken place at Common Leys campus and Governors had heard positive feedback about the support the students receive and how the College is meeting their needs. It is a close-knit community but there were some concerns about feeling siloed. Enrichment was discussed with positive feedback about a recent plastic axe throwing event. The Chair noted that it was especially pleasing to hear that, when asked who they would feel comfortable talking to about any safeguarding concerns, that the students would feel happy to talk to any member of staff.

The Board noted the verbal update.

7 Finance & General Purposes

7.1 F&GP Committee Update

The F&GP Committee Chair provided an update following the recent meeting, highlighting key points, including the recommendation of the Reserves Policy and the Relationships at Work Policy to the Board. Other items included the People Services reports, outlining positive progress in the KPIs relating to the speed of offers, and the reorganisation of the team to better manage HR Helpdesk queries and caseloads. The Committee had also received updates on Estates, Capital Works, and Health and Safety.

The committee reviewed the Management Accounts to January 2025 and a revised financial forecast for 2024/25, which the Committee supported. All items have been recommended to the Board for approval.

The Board noted the update.

7.2 Management Accounts to 31 January 2025

The Finance Director presented an update on the management accounts to the end of January 2025. Income remains on target, pay is over budget due to the agency fees driven by increased student numbers, and this is reflected in the full year forecast. Non-pay is below budget. Operational surplus is slightly behind as some income has not yet been received which F&GP Committee had reviewed.

The strong cash position was noted and the Finance Director outlined how much was on deposit versus the amount in a high interest bearing 65-day notice account.

The Board approved the management accounts.

7.3 Mid-Year Budget Review

The Finance Director presented the mid-year forecast for the 2024/25 academic year. There were some assumptions that had been discussed at F&GP regarding 'in-year' funding elements and overall, it was a 'low-income' forecast to take account of uncertainty. Pay will continue to be over budget, but progress was being made on converting the mix of staff from agency to permanent staff. Cash will remain strong, and capital expenditure is on track. RAAC costs are not included but are recoverable. Overall, the Finance Director expects the College to retain a financial health grade of 'Good'.

- ***What is the Increased Element 3 claim?*** This relates to high needs students. The Finance Director outlined the different elements of costs relating to high needs students and that this money was largely 'flow-through' as it covers the costs of the Learning Support Assistants and other direct costs associated with providing support.

The Board approved the mid-year budget review.

8 Audit

8.1 Audit Committee Update

The Audit Committee Chair provided an update on the recent Audit Committee meeting, highlighting key discussions and decisions. The Committee received the Summary Internal Controls Assurance Report (SICA) from the internal auditors. The reports were reviewed, and no major concerns were raised regarding the college's SICA albeit there were some old actions the Finance Director had undertaken to review with his team. Overall, the auditors were happy, and it had been noted that the College was an 'exemplar' in terms of its performance.

The Committee reviewed the College High-Level Risk Register, which had been recommended to the Board, alongside a report on the use of the College Seal.

The Committee had also reviewed the recommendations for the approval of further three-year terms for the internal auditor and the ILR auditor and, after considering the relative experience and knowledge of the proposed auditors, recommended this to the Board. The Chair noted that there had been a healthy debate about the relationship with the auditors at Committee with appropriate challenges about the further terms.

The Board noted the update.

8.2 High Level Risk Register

The Finance Director presented the High-Level Risk Register, which had been updated by SMT and reviewed by the Audit Committee, and which was recommended to the Board for approval. The new risk highlighted was devolution which is at an early stage so there is still significant uncertainty about what this will mean for Adult Learning in particular.

The Board approved the risk register.

8.3 Appointment of Internal Auditors

The Finance Director outlined the recommendation that the College continued with the current internal auditor for a further three years and contracted with a specialist auditor on ILR for a term of three years. The Board Chair noted that there was not the same requirement on internal auditors as there was with external auditors where organisations had to rotate suppliers.

The Board approved the appointment of the internal auditors and the specialist ILR auditor.

9 Nominations, Remuneration & Governance

9.1 NRG Committee Update

The Chair of the NRG Committee provided an update on progress towards the appointment of new external governors, and recruitment of a co-opted member of the Audit Committee which was ongoing. The NRG Chair had had his term extended to 3rd March 2026. The Committee was satisfied that considerable progress had been made since the External Governance Review and the Principal had given an update on progress regarding the Strategic Plan. The induction plan for the new Clerk had been discussed. The Committee had also reviewed the Association of Colleges' (AoC) Code of Conduct which was recommended to the Board.

The Board noted the update.

9.2 Senior Post Holder Contract

Staff and student members and attendees left for this confidential item.

[Confidential item]

9.2 Review of Code of Governance

Staff and student members and attendees re-entered the room. The Clerk presented the report into the options considered for the Code of Governance to which the College should adhere. The recommendation is to continue with the AoC's refreshed Code of Governance as it is most aligned with the Further Education sector and the College's activities.

Action	By Whom	Deadline
Clerk to create a schedule of how the College complies with the refreshed AoC Code of Governance	Clerk	June 2025

The Board approved the recommendation.

10 Policies

10.0 Policies Cover Sheet

- 10.1 Reserves Policy
- 10.2 Relationships at Work Policy
- 10.3 Student Voice First Policy

The Clerk presented the policies for approval, explaining that each had been reviewed by the relevant committee in each case and recommended to the Board for approval. Members of SMT gave brief outlines for relevant policies.

- ***Will an EIA be done for the Relationships at Work policy?*** Yes, this will be undertaken.

The Board approved all policies presented.

12. Any Other Business

Corporation Board 2024-25

Page 6

The Chair updated the Board that one nomination had been received for the role of Chair of the Corporation Board which NRG Committee members are happy to support. The Instrument of Governance states that the appointment should be made at the last meeting of the outgoing Chair so approval for that appointment will be sought at the next Board meeting in July.

The Clerk updated that the annual review of the Instrument and Articles of Governance, and the Standing Orders will be updated in time to be reviewed at the NRG Committee meeting in June for approval at the July Board meeting. This will give the new clerk the opportunity to carefully review the documents. The Board accepted this timeline for the annual review of governance documents.

The Clerk requested that Governors confirm any attendance at the Student Conference as soon as possible.

The Student Governors suggested that students who attended the Student Conference should receive a certificate of attendance to encourage take-up. It was agreed that this would be a good measure to take.

The next Board meeting was scheduled for Thursday 3rd July at 5pm and will take place at Common Leys Campus.

N Handy

Nick Handy

Signature

10/07/2025



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Envelope Created on	Thu, 10 Jul 2025 14:41:40
Envelope ID	3d16b716-3178-474a-8c41-9494f74ce0db

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Digital Fingerprint	8d1eda30-f00b-4ab8-a5d4-8cc1c75758bd

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Status	SIGNED at Thu, 10 Jul 2025 16:28:07 BST(+0100)
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Document History

Thu, 10 Jul 2025 16:28:07	Nick Handy Signed the Document (IP: 80.229.166.111)
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