



THE WINDSOR FOREST COLLEGES GROUP CORPORATION

BOARD OF GOVERNORS

MINUTES OF A MEETING OF THE CORPORATION OF THE WINDSOR FOREST COLLEGES GROUP

HELD VIA TEAMS ON WEDNESDAY, 5 OCTOBER 2022

		<u>Meetings Attendance</u>
PRESENT:	Angela Wellings (Chair)	(1 out of 1)
	Mobolaji Alabi	(1 out of 1)
	Paul Britton <i>(part)</i>	(1 out of 1)
	Tina Coates <i>(part)</i>	(1 out of 1)
	Jo Croft	(1 out of 1)
	Nathan Garat	(1 out of 1)
	Pippa Goodwin	(1 out of 1)
	Anthony Haines	(1 out of 1)
	Rob Lewis	(1 out of 1)
	Gillian May (Group Principal & Chief Executive)	(1 out of 1)
	Janet Robertson	(1 out of 1)
	Signe Sutherland	(1 out of 1)
	Ian Thomson	(1 out of 1)
	Peter Tyndale	(1 out of 1)
	Kiran Virdee	(1 out of 1)
	Natalie Viola	(1 out of 1)
	Alison Wheatley	(1 out of 1)
IN ATTENDANCE:	Richard Munday	(Deputy CEO)
	Anne Entwistle	(Principal, FE)
	Tracy Reeve	(Director of Governance)

PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	The meeting started at 5.00pm	
1.	<u>Health & Safety Housekeeping</u> The Chair welcomed everyone to the meeting and expressed her disappointment that the planned meeting at Langley College had been moved to an online format due to the Rail Strike. As it was the first meeting of the post-merger Corporation all members introduced themselves.	
2.	<u>Apologies for Absence</u> Apologies had been received from Sam Foley and it was noted that Tina Coates would be slightly late arriving. Director of Governance confirmed that she had been assured that work was underway to appoint the two student governors for 2022/23.	
3.	<u>Declarations of Interest</u> There were no declarations of interest.	
4.	<u>Minutes of the Previous Meetings held on 6 July 2022</u> The Minutes of the previous meeting held on 6 July 2022, having been previously circulated to members, were agreed as a true record and the Chair's electronic signature would be applied.	

MINUTE NO.		ACTION
	All Members were agreed.	
5.	<p><u>Matters Arising from the Minutes of the Previous Meetings held on 6 July 2022</u></p> <p>RBWM help for work with asylum seekers: Vice Chair (RL) sought confirmation on whether the College had secured some expert help on this matter from RBWM. Group Principal (GM) informed the meeting that after further investigation it had become apparent that the College had more expertise than the local authority. Langley College had recently started working with an additional hotel in Datchet who was taking accompanied and unaccompanied asylum seekers. The team working on this project would need to be expanded as there was more work than expected. GM also informed the meeting that other FE colleges nationally were asking TWFCG for advice on this matter. GM informed the meeting that she would be visiting Nelson and Colne College (Lancashire) on Monday 10 October, with the Principal FE, to look at best practice on delivery of this work on a bigger scale. The meeting also noted that the new Vice Principal who would be joining TWFCG in November 2022 had experience in this area of the curriculum.</p> <p>Governors highlighted that the SLT and Governors would need to think about how this additional work fitted strategically for the college, where it was leading and whether there were any new implications for the Risk Register. GM reminded the meeting that C Block at Langley was now refurbished and used as an adult and community learning centre on campus. She believed that there was minimal risk - other than having to provide the correct pastoral support. The Chair highlighted the additional level of support that would be required for any unaccompanied learners but the meeting noted that there had been no under-18 unaccompanied learners to date. GM confirmed that communications with RBWM were good and that she would be seeking exclusivity around the delivery of their Multiply contract. In terms of any financial risk, as the College was delivering this work on behalf of RBWM via a drawdown under AEB funding there was little or no financial risk. The only risks might be around sourcing the necessary number of quality teaching staff as the work increased in volume.</p> <p><i>The update was NOTED</i></p> <p>It was noted that there were no other matters arising.</p>	
6.	<p><u>Staff Governors' Report</u></p> <p>The new Staff Governor from BCA - Janet Robertson – who was the Domestic, Property and Client Services Manager at the College presented an update.</p> <p><i>Staff Voice:</i> The meeting noted an update on the Staff Voice Group at BCA which had been running during 2021/22. This group was made up of circa twelve members cross college. All BCA staff could report topics or problems via a Staff Voice email address, suggestion box or in person to one of the group members. JR confirmed that this group had a significant impact on communications and helped the Senior Leadership Team (SLT) to resolve mainly operational issues. The Deputy CEO (RM) confirmed that the current plan was for this group to continue into 2022/23.</p> <p><i>Governors SUGGESTED that SLT should consider establishing a Staff Voice Group at each of the other three colleges in the group as it appeared to provide a useful additional channel of communication with staff and allowed extra visibility on feedback from staff.</i></p> <p><i>Deputy CEO to talk to senior staff at other colleges to explain the operation of the Staff Voice Group at BCA.</i></p> <p><i>New WFCG Intranet:</i> JR confirmed that this had been well received by all staff as it had created a digital community for the college group as well as a central hub for information.</p> <p><i>Open Day at BCA:</i> This was held on Saturday 1 October and the college had welcomed a record breaking 515 prospective students plus their guests. Staff from Langley and Windsor were also available on site to answer questions from potential students. SLT received a lot of positive feedback on the professionalism of the staff and resources available on the day.</p> <p><i>The Staff Feedback was NOTED</i></p>	<p>SLT</p> <p>RM</p>

Group Principal's Update Report

The Group Principal presented her report which provided an update on enrolment, Merger IT and Systems Integration, and Health & Safety Reporting.

a. Enrolment:

Members were advised of the current 16-19, Adult and Higher Education/ Access enrolment figures for the three Colleges compared with those at this time last year.

16-19 enrolment: The increase in enrolments at Langley, Strode's and Windsor Colleges was noted and commended. The 16-19 enrolment across the group was broadly in line with target and expectations. Recruitment to the Sixth Forms remained strong most noticeably at Windsor College (+ 77 full time students) where the decision to position the college as a Sixth Form College was having a positive impact on student recruitment. Learner recruitment at Strode's continued to grow year on year with additional enrolments in science and business programmes. Learner enrolment at BCA was both lower than forecast and lower than the prior year; driven largely by fewer students progressing from Level 2 to Level 3. This was most noticeable in Animal Management (the largest curriculum area) where the addition of exam-based components to the level 3 qualifications coupled with inflated GCSE entry grades in summer 2021 meant that a number of students had struggled with the literacy, numeracy and science elements of the new programmes of study. Governors challenged the Exec on whether the College could have offered the students anything else and AE confirmed that all those not progressing had received careers advice and been offered an alternative course where appropriate. The meeting questioned whether all these learners were on full time band 5 qualifications. AE confirmed that was the case with all study programmes in the 540-580 hours range. It was noted that where there was a risk of not achieving some learners undertook smaller qualifications. Governors sought confirmation that the college had contacted the non-returning/ progressing students to see what they were doing now.

Principal FE (AE) confirmed that this had been done and would be reported to the next meeting of the Quality and Curriculum Committee in November 2022.

AE

At Langley the return of the catering and hospitality provision had resulted in a small but viable first year cohort and Level 1 programmes across all curriculum areas had recruited well. This would support growth in retention and learner enrolment in future years. The number of students enrolled on the Foundation Learning programmes at Langley has increased from 21 to 43 due to the increased quality of this provision. There had also been an increase in the number of students studying on ESOL programmes due to the outreach work with asylum seekers as previously discussed.

Adult enrolment: Adult enrolment was noted as positive against both the target (88% of the 2,210 target had been achieved at 20.09.22) and prior year funding (96% achieved against R04). Adult enrolment continued to be busy with additional community locations added to the provision (the largest being the Holiday Inn provision in Maidenhead for RBWM accompanied and non-accompanied asylum seekers). The college was now nearly back to pre-Covid levels and earning its Adult Education Budget (AEB) contract. Governors sought clarity on any impact of the recent consultation on AEB funding. GM confirmed that the college had contributed to feedback and there was definitely an opportunity around community engagement and a move away from local authorities delivering skills provision.

Higher Education (HE) and Access to HE: The meeting noted that HE had recruited well against its target of 140 learners (prior year including BCA 127) and recruitment to date was at 158. Access to HE currently stood at 67 with additional students still to enrol (the prior year figure was 70). All programme areas had recruited well apart from the Year 1 provision with Reading University at both BCA and Langley. Governors were assured that the HE team was currently in the process of reviewing this provision with a view to consolidation. The Governors were pleased to note the high number of students enrolled on the BA Honours top up year (25) and the Access to Nursing programme (26). Staff Governor (AW) highlighted the launch of the Foundation degree in Social Practice which a lot of learners had progressed to. Also positive was the Level 6 where 40% of completers had move onto Teacher Training programmes. AW confirmed that HE would continue to recruit up until October half-term. The meeting noted that the College HE Strategy would be presented to the Corporation later in the academic year. Governors asked whether TWFCG was working with the University of West London on the nursing programme. AW confirmed that students from TWFCG went

onto many different good universities but the College was not in partnership with one specific university.

[Paul Britton left the meeting.]

b. Post-merger progress: IT and systems integration

The meeting was given an update on the positive progress made post-merger with respect to systems integration:

- A temporary link between the colleges has been installed which allowed resources and systems access between all campuses. A permanent link was due to go live in October half term along with new servers and storage.
- The migration process had begun to allow staff to be migrated from the BCA system to WFCG systems. The current plan was to migrate support staff between October and December and then bulk migrate the remaining staff during summer 2023 alongside an extensive training programme.
- The two phone systems had been linked; phase two of this project would be to migrate all users to a single system via MS Teams.
- The consolidated finance system was live across the group; additional features would be brought online over the next 18 months.
- The HR / Payroll system had successfully been migrated onto I-Trent.
- A new Safeguarding system called CPOMS (Child Protection Online Management System) had been introduced across the college group which was aiding the transfer of student information between schools and colleges.
- The group had implemented a new industry placement system, Navigate.

[Tina Coates joined the meeting.]

c. Health & Safety Report

The meeting noted the H&S Update and was pleased to note that there had been no RIDDOR reportable incidents to date during 2022/23. TWFCG was now operating on an intranet shared platform for Health and Safety recording and monitoring and all H&S policies had now been aligned (to be considered later in the meeting). The Health and Safety Committee meetings would now be combined with meetings for the Sixth Form and FE colleges.

The Group Principal's Report was NOTED and RECEIVED

8. **Finance Update**

a. Financial Regulations Update

The Deputy CEO (RM) informed the meeting that the revised Finance Regulations were still a work in progress and would need to come to Corporation for approval (in December 2022) via the sub-committee meetings in November 2022.

ACTION: Revised Financial Regulations for TWFCG to be presented to Audit & Resources sub committees in November and then to Corporation in December 2022.

RM

b. Deputy CEO Update

The Deputy CEO (RM) presented his report and explained that this standing update report would vary in content throughout the year depending on current priorities and the annual work schedule for governance. The current report provided an update on: 2021/22 Final Year outturn; Budgets for 2022/23; internal audit; and the Local Government Pension Scheme (LGPS) Deficit.

➤ ***Out-turn 2021/22***

RM informed the meeting that the finance team was still working on the final accounts for last year but now had a good view as to what the income and expenditure account would look like. The meeting noted the current income and expenditure summary for TWFCG and BCA for the previous financial year. This had last been considered at the Extraordinary Corporation meeting held on 8 September 2022. RM highlighted that the forecast for TWFCG had improved by £64,000. The total income for the combined colleges was £40.8m and the operating deficit was now expected to be £186,000. RM highlighted that these figures did not include merger-related costs that were incurred before the year-end. These currently

amounted to £378K in total and would be split between the two colleges in the manner agreed a number of months ago: 43% BCA and 57% TWFCG. The meeting noted that pay costs had continued to be a challenge, especially in TWFCG 'as was' (71% of adjusted income, as shown in the table). The meeting noted that the external audit for BCA had started on 3 October and TWFCG would commence on 17 October. The draft accounts for both colleges will be presented to the Audit and Resources Committee on 23 November and then to Corporation, to seek final approval, on 14 December.

Governors highlighted the need for all of the financial reporting to Governors to allow a clear view of the cash balance and financial health grade actual (at year-end) and forecast (during the year).

ACTION: Cash balance and financial health grade (forecast and actual) to be added to all future finance reports for governors.

RM

➤ ***Revised Budget 2022/23***

This had been considered in detail at the Corporation meeting on 8 September and approved. The meeting was reminded that the operating deficit for the year was expected to be £2.145 million before merger costs. The year-on-year deterioration in the deficit related mainly to significantly increased pay costs, due to the AoC recommendations associated with cost-of-living increases, and much higher energy-related costs. In addition, the income relating to the access road at Strode's was had been higher in FY22. RM confirmed that the revisions presented on 8 September did not take account of the government's recent announcement of support for public sector organisations in respect of energy costs. The impact of this would be captured in the next budget reforecast, due in December/January. That reforecast will also include a revised budget for TWFCG in 2023/24.

Governors were assured that the first set of management accounts for the year, for August and September combined, would be available in early to mid-November. The meeting was informed that monthly management accounts would be circulated to all governors on a standing basis with commentary. RM confirmed that as the year progressed the Management Accounts would be available earlier; he was aiming for a 10 day turnaround after month-end by January or February 2023.

ACTION: August/ September 2022 Management Accounts to be circulated to all Governors as soon as available.

RM/ TR

The meeting also asked that the forward view of EBITDA would be a useful visual to see. Governors agreed that in the new larger organisation governors would need to keep a close track on all underlying trends, mitigating actions and impact. There was a need to ensure that performance was contained within a worst-case scenario as presented. RM confirmed that more sophisticated reporting would evolve over time after the first reforecast in December 2022. He suggested the use of waterfall graphs to show trends and the ongoing impact of positive or negative movements.

ACTION: Financial reporting to be enhanced to include EBITDA and waterfall graphs.

RM

➤ ***Internal Audit***

The Group Principal/ CEO and Deputy CEO had met with the internal audit partner and manager from Mazars on the afternoon of 27 September to review the College's current Internal Assurance Framework and Risk Register. The resulting suggested internal audit programme for the 2022/23 year would be presented to the Audit and Resources Committee in November 2022 approved at the December Corporation meeting.

➤ ***LGPS Deficit***

The meeting was pleased to note that pension deficits for both colleges were much lower at the end of the year than they were twelve months earlier. The deficit for TWFCG had reduced from £31.1m to £8.6m and BCA from £19.2m to £6.9m. The reductions were almost entirely due to the increases in the discount rate applied by the actuaries. Corporation members sought confirmation on whether recent gilt changes would impact the LGPS but RM highlighted that this revaluation was only completed once a year so the impact would not be seen until summer 2023.

Members noted the Finance Update report.

9.

Risk Register 2022/23

The Group Principal (GM) presented the Risk Register for 2022/23 which had recently been comprehensively updated by the Senior Leadership Team to reflect the post-merger organisation. GM informed the meeting that while this would usually be seen by sub-committees before being presented to the Corporation the timing and importance of this document required it to be seen by all Governors as soon as possible. Members discussed the risks and their ratings, in detail.

The new risk 1 which was concerned with failure to meet budget forecast and reduce the operating deficit was discussed in some detail. The major inflationary pressures on energy and pay costs was noted as a key risk and the CEO asserted the need for the College to maintain a Good financial health grade. Governors would be kept informed on progress against this risk by monthly management accounts and the four-monthly budget reforecast that would be required by the DfE (in relation to the legacy grant funding which BCA had received). GM updated the meeting on discussions with the Trade Unions in relation to the 2022/23 Pay Award. The offer which had been agreed by Governors on 8 September 2022 had been for 3% across the board from 1 December plus a non-consolidated payment of £500 for those staff earning less than £60,000 FTE. The meeting had gone well and the TU representatives had asked management to look at the option of a uniform consolidated amount to all staff e.g. £1,000 per person instead of a percentage increase. ***GM assured the meeting that the overall affordability would remain within the total sum already approved and the meeting AGREED that the Executive Team should have flexibility on the final deal as long as the cost was within the agreed amount.***

Exec

GM also highlighted Risk 3 in relation to Quality and Curriculum. Governors were assured that action had been put in place in response to the disappointing English and maths results at Langley College. This area of provision had now been restructured and the contact hours for learners had been increased to 3 hours per week which was in line with BCA.

The meeting noted the new risk 7 in relation to the review of College's status by the Office for National Statistics (ONS); any potential reclassification as public sector bodies might have an impact on college freedoms. A decision was due from ONS at the end of October 2022.

The new risk 8 in relation to ongoing uncertainty around Curriculum Reform was discussed in some detail but governors were given assurance around the close monitoring of developments.

Governors suggested that the Risk Register needed to factor in the possibility of an increase in the funding base rate (assumed at 2%) not materialising.

ACTION: CEO to amend the Risk Register to reflect this additional risk of not securing an increase to base rate funding.

CEO

Members noted the updated College Risk Register.

10.

Safeguarding Update

The Principal FE presented the report which had been written by the Lead for Safeguarding Sixth Form to advise Members of the safeguarding work and cases arising over the year to date in 2022/23. Members were asked to note the College Group's safeguarding activity for the period to date, from 1 August 2021. Governors received assurance around the policies, procedures and documents in place at the College to ensure safeguarding arrangements were robust and effective. The Chair highlighted the over reliance of acronyms in the report and explanation was given for clarity: CPOMS (as discussed earlier in the meeting), CP (child protection), CIN (Child in Need).

AE confirmed that safeguarding referrals were gathering pace and there had been several incidents of serious self-harm. Learners had also been involved in suicide attempts or demonstrating an inclination; suicide threats were also being used as a threat to peers. The ongoing impact of gang-related activity (off site) was also affecting some learners as well as ongoing County Lines activity. Governors were assured that the mechanisms and staffing was in place to deal with the Safeguarding caseload.

MINUTE NO.		ACTION
	<p>All colleges were seeing signs of poverty affecting learners as the Cost of Living Crisis worsened. There was now an Open Pantry at both FE colleges (Langley and BCA). This would be extended into the Sixth Form Colleges during the next few weeks. There was also a link with Tom Kerridge at Langley College where his charity was providing frozen meals to suit all tastes and all cultures. There were also instances of parents being unable to afford travel costs for learners to get to college. Governors were assured that staff were doing all they could to ensure that these issues did not impact negatively on learners attendance and performance at college. Governor suggested that the College should provide details of the many foodbanks in the locality for learners.</p> <p>ACTION: Details of foodbanks and contact details to be provided for SLT and then shared with learners.</p> <p>Governors asked whether the College could or should be doing more. AE informed the meeting that additional ideas to help would be sought from some imminent Student Focus Groups. The Chair confirmed the meeting's feeling that the figures for mental health and wellbeing were astonishing; these had been discussed at length in previous meetings but the Corporation always felt like they needed to do more to ensure life-chances were not compromised. AE assured the meeting that the college also provided a range of self-help tools online as well as opportunities for mentoring and counselling. Governors sought, and were given, confirmation that online safety was covered during student induction. The meeting also asked for assurances that staff supporting the safeguarding cases were getting the right support and that they accessed all relevant supervision sessions. AE confirmed that these supervision sessions were well used for individual and group support. She also asserted the value of staff supporting each other.</p> <p>ACTION: Governors suggested and the Exec AGREED that access to second hand clothing should be encouraged and any stigma reduced by marketing the sustainability aspect of reducing clothing waste.</p> <p>Members noted the report.</p>	SS/ SLT
11.	<p><u>TWFCG Health & Safety Policy 2022/23 & Health & Safety Policy Statement</u></p> <p>The meeting considered a revised Health and Safety Policy for the post-merger group. Group Principal (GM) confirmed that there were minimal changes. The meeting also considered the Health & Safety Policy Statement which was presented for annual review. This document would be signed by the CEO and Chair of the Corporation and had to be made available on the College website.</p> <p>The meeting APPROVED the two H&S documents as presented.</p> <p>All Members were agreed.</p>	
12.	<p><u>Proposal to bid for funding under Capacity Delivery Fund</u></p> <p>The meeting considered a proposal for the College to make an application for capital funding under the third round of the DfE Post-16 Capacity Delivery Fund. This was aimed at meeting the demographic growth in full time 16-19 learners over the period 2024 to 2028.</p> <p>The CEO informed the meeting that data from the ONS demonstrated that Slough would have one of the highest levels of 16-19 demographic growth for this period within the UK; it would be number six on the national list.</p> <p>Two options were being explored for the application:</p> <ul style="list-style-type: none"> i) Building an extension to the Windsor College building to create additional general teaching space to provide for the increasing number of 16–19-year-old learners who were now travelling from Slough to Windsor for the wider range of L2 and L3 courses. ii) Refurbishing E Block on the Langley campus to provide further general teaching accommodation on the site for anticipated 16–19-year-old growth. <p>The meeting noted that project was likely to be for a total overall cost of £2,000,000 with the College providing 25% of the funding to meet the expectation for matched funding outlined in the DfE guidance. The detailed application would include analysis of existing teaching hours and current space, learner number forecasts, full justification for the project, a RIBA Stage 2</p>	

project feasibility study, cost plans and tenders for the construction work. GM confirmed that the College would be using existing specialist consultants to assist with elements of this work. All application information must be submitted to the DfE by the deadline of 11 November 2022. Decisions on the funding will be given by the DfE in Spring 2023 and any funding allocated must be fully spent by the end of August 2024 with projects ready for occupation in September 2024. GM informed the meeting that this tight timetable meant that the Windsor College option was preferred; this was essentially a 'shovel-ready' proposal with lapsed planning permission already in place. The justification for the bid would also support this as 60% of the Windsor College students came from Slough postcodes and applications were very strong.

Governors sought confirmation on where the £500,000 matched funding would come from and were informed that this would have to come from Capital reserves. Although not in the budget for 2022/23 this could be factored in for the next two years and split across two years into 2023/24. The Deputy CEO confirmed that the capital budget for the next two years was £1.25m each year.

GM highlighted that if the extension was not built the other option would be for Portacabins in the car park at Windsor which would also have a capital cost. The demographic growth and growing popularity of Windsor College would support the need for more space. Governors sought information on the likely payback period and GM confirmed that this would be included in the detailed bid but Governors were reminded that each additional learner attracted circa £5,000 per year funding. The meeting agreed that this was a good strategic fit with plans for TWFCG and provided a good opportunity to gain additional space for growth with the DfE potentially funding 75% of the cost. The meeting sought confirmation on what would happen if the enrolment numbers at Windsor did not grow as forecast and the additional space was not required; the CEO highlighted the very strong rental market in Windsor if this scenario did manifest – which she believed was very unlikely. It was also noted that the CDF application process would be very competitive and was open to schools as well as colleges, success in this bid was not guaranteed.

The meeting APPROVED the submission of the funding application to the DfE Post-16 Capacity Development Fund to meet the 11 November 2022 deadline.

All Members were agreed.

Exec

13. **Letter of Engagement for RSM LLP Ltd (BCA External Audit 2021/22)**

The Deputy CEO (RM) presented the Letter of Engagement from RSM UK Audit LLP to the Corporation of TWFCG on behalf of BCA. Governors noted that this was the letter of engagement for the external audit of BCA's final set of Financial Statements to July 2022 and for the associated Regularity Audit. RM confirmed that RSM had been the external auditors for BCA for the last five years. The meeting sought, and was given confirmation that this letter was in standard format and had no special addendums. RM informed the meeting that he would be going out to tender in Spring 2023 for the provision of external audit services to TWFCG from 1 August 2023.

The letter of engagement from RSM UK Audit LLP for the external audit service at BCA for 2021/22 was NOTED and RECEIVED

14. **Estates Report**

The meeting took the Estates Report as read but commended the level of activity and work that had taken place during the summer across all four of the campuses. Governors sought, confirmation on which of the Senior Postholders was responsible for the Estates function and it was noted as sitting within the portfolio of the Deputy CEO.

The Estates Report was NOTED and RECEIVED.

15. **Digital & Marketing Update**

The meeting noted the progress on the development of updated websites for the College group, including a Sixth Form site, Langley site, an updated Group website, and a new website for BCA. Governors were reminded that each site would represent the individual identity of each College whilst following the overall updated brand guidelines. The current timeline was for all sites to go live on 18th October. Following the launch of the new sites the Marketing

Team would establish individual social media channels for the four Colleges, alongside the overarching Windsor Forest channel. The meeting asked for an explanation of the rationale between having a joint website for the two Sixth Form Colleges – Strode's and Windsor. The CEO confirmed that this had been discussed at length during the website development and staff were that there was a need for a joint site to reflect the common curriculum and pulling them apart would have diluted the synergy in their offer.

Governors noted the move to bring marketing 'in house' and the Marketing department would work with the wider Digital services Team to provide content, copy and design services. The meeting noted the new structure with a department Head supported by two leading senior executives. One senior executive with an emphasis on event coordination, outreach and school's liaison, and the other with a focus on content creation and branding. Governors were concerned that there were three vacant positions in the new structure and asked for some assurances around how these posts would be filled. Principal FE (AE) confirmed that adverts for the roles were running and closed in ten days' time. The CEO confirmed that the previous external agency provider for Marketing (Carthy Communications) could provide additional cover until the roles were filled.

The meeting was pleased to note that students at all four Colleges were now able to benefit from dedicated Student Apps available for iPhone and Android. The 'My BCA', 'My Langley', 'My Strode's College' and 'My Windsor College' Apps were being used to send global notifications to students promoting internal events such as Fresher Fair, or important Health & Safety updates. Student Services and student feedback would continue to influence the ongoing development of the Apps. Governors commended the new Student Apps as there had been some complaints at Windsor College in the past in relation to learners missing communications.

Marketing had also launched a new staff intranet has been launched across the group to support with access to information, news updates and contacting staff via a central directory. The site also features a 'noticeboard' where staff can share updates across the group and help create a digital community and sharing of good practice. As mentioned in the Staff Governor report earlier in the meeting this had been very well received by Staff.

The Digital and Marketing Update was NOTED and RECEIVED

16. **Governance**

a. Corporation Business

Members noted the Clerk's report, including dates for Governor training and induction. Members noted the dates of meetings scheduled to July 2023. The Director of Governance (TR) highlighted that the Governance paperwork would move to an electronic board portal – Board Intelligence - for the sub-committees in November and Governing Body in December 2022. TR confirmed that the Student Governor for Sixth Form had just been appointed and the FE Staff Governor would be appointed during the next few weeks.

The report was noted.

b. Approval of Application of Seal

The meeting noted the report in relation to the use of the Corporation Seal. The use of the seal on 21 July 2022 had been in relation to the merger with BCA and then a subsequent land transaction at BCA.

The report was noted.

c. Updated Standing Orders

The meeting considered a revised copy of the Standing Order for TWFCG which had not been reviewed by the Corporation since 2019. The Director of Governance (TR) highlighted that this document should be reviewed on a biennial basis. The meeting noted the proposed amendments:

- The title of the Clerk had been amended to Director of Governance (*various clauses*).
- The term of office for the Chair and Vice-Chairs of the Corporation should be revised from one year to a two-year period (*clause 5.1*). TR confirmed that annual review was not the sector norm, and a two-year term of office would provide greater consistency for the new Corporation moving forward as it developed a strategy for the new TWFCG.

The Director of Governance confirmed that moving to a two-year term of office would not detract from the ability of the Corporation to manage any capability or performance issues for a Chair or Vice-Chair.

Governors were concerned that this had not gone for prior consideration by the Search & Governance Committee before being brought to the Corporation. TR informed the meeting that she was mindful of the process but in terms of timing was keen for the Corporation to agree the change as soon as possible into the academic year and Search and Governance Committee was not due to meet until November.

ACTION: TR suggested that for 2023/24 she would timetable an earlier meeting of Search Governance & Strategy Committee as well as Audit and Resources Committee in September 2023.

TR

The meeting APPROVED the revised Standing Orders as presented and AGREED that this should come into effect with immediate effect and the next review of the Chair and Vice-Chair roles would be July 2024.

All members were agreed.

d. Terms of Reference for Joint Audit and Resources Committee

The meeting considered a proposal - which was supported by the Group Principal and the Deputy CEO - for the governance structure of TWFCG to be amended so that it had a joint Audit and Resources Committee rather than operating two separate committees. TR highlighted that there appeared to have been an overlap and duplication in workload between Audit Committee and Resources Committee. The CEO/ Group Principal and the Deputy CEO/ Finance Lead did not believe that maintaining a separate Resources Committee would add anything to the effective working of the Corporation or financial scrutiny. In addition, establishing a joint Audit and Resources committee would allow all aspects of risk assurance to be covered at one meeting and would mitigate any omissions as all aspects of this work would come to one sub-committee.

TR reminded the meeting that the Audit Committee had the responsibility, as detailed in the Joint Audit Code of Practice (JACOP), "to assess and provide the corporation with assurances on the adequacy and effectiveness, the control processes for the efficient use of resources, the solvency of the institution and the safeguarding of assets". To a very great extent the financial oversight of TWFCG was a collective Corporation responsibility: monthly management accounts would be circulated to all Corporation Members and reviewed as a standing item at every Corporation meeting. TR also highlighted that any additional short-term projects - e.g., capital builds – could be effectively monitored through specific working groups/ task and finish groups as appropriate.

The meeting considered the proposed Terms of Reference for a Joint Audit and Resources Committee and noted the following:

- The committee would meet once a term and would provide a forum for reporting by the College's internal, regularity and financial statements auditors, who have access to the Committee for independent discussion, without the presence of College management.
- In addition to its audit responsibilities, the Committee provides a forum for requests by the Board for extra scrutiny of financial matters in addition to considering reports from the main FE funding bodies as they affect the College's business.
- Membership of the Committee will preclude the Chair and the CEO/ Group Principal (due to its Audit Committee function) but the CEO would be a standing attendee as would the Deputy CEO and Finance Director.
- The existing Membership of the Audit Committee and Resources Committee would be merged to give a membership number of nine.
- The revised Terms of Reference as presented complied with the Joint Audit Code of Practice and include the previous powers/ duties for the WFCG Resources Committee.

TR highlighted the possible risk that the joint meetings would become longer but offered the assurance that she would scrutinise paperwork being brought to the meeting to ensure that it

MINUTE NO.		ACTION
	<p>met the compliance and statutory requirements and was appropriate to the governance process.</p> <p>The CEO supported this proposal and highlighted that there were often occasions when consideration from both an audit and resources perspective together would be beneficial. This was particularly true of the Risk Register and she cited the new number 1 risk on financial monitoring as being a key example – a joint committee would allow full coverage and enable a more holistic approach to the ongoing monitoring of risk mitigation. The Deputy CEO also supported this wider remit which would allow Audit and Resources committee to cover all necessary work.</p> <p>Governors sought confirmation on whether there was precedent for having a joint Audit and Resources Committee within colleges. TR confirmed that whilst not 'usual' there was evidence of this model working well in other FE Colleges e.g. Weymouth College where it had not been flagged as an issue by auditors or Ofsted. TR also cited the importance of reviewing governance impact as external governance reviews became mandatory. The number of members at nine would also allow a robust committee membership. Ex-BCA Governors flagged the good practice that had been undertaken with BCA's Audit Committee where there was a short section at the start of the meeting where officers were not in the room.</p> <p>The CEO asked whether she would be precluded from membership of any sub-group set up for the BCA land sale. TR asserted that she did not foresee any issue as the working group would have no delegated authority. Governors also suggested that any working group for land sale could be set up as a sub-group of the Corporation to avoid any technical limitation on membership.</p> <p><i>The meeting APPROVED the revised Terms of Reference for a Joint Audit and Resources Committee as presented.</i></p> <p><i>One member abstained (AH).</i></p>	
17.	<p><u>Review of Decisions taken at the meeting and proposals for communication.</u></p> <p>The Group Principal informed members that the decisions and discussions of the meeting, would be communicated in the normal way.</p>	
18.	<p><u>Dates and Times of Future Meetings and Events</u></p> <p>The dates and times of future meetings were noted. Governors asked that all Corporation meetings be held in person moving forward but sub-committees should remain online. <i>Governors asked that online access be provided for all meetings where possible so that this could be used as a fall-back option for individual governors.</i></p> <p><i>The amended venues would be as follows:</i></p> <p>Scheduled for 5.00pm on: Wednesday, 14 December 2022 (Langley) Wednesday, 22 March 2023 (BCA) Wednesday, 17 May 2023 (Strodes) Wednesday, 5 July 2023 (Windsor)</p> <p><u>Governance Development Day</u>, 9.30am-12.30pm on: Friday, 11 November 2022 to be held at BCA.</p> <p>The Group Principal informed the meeting that a draft agenda for this Strategy Event has been shared with the Chair but she was seeking any input from Governors on what they wished to see covered at this event.</p> <p><i>ACTION: Governors to feedback any suggestions for inclusion on Strategy Day agenda to the Group Principal.</i></p>	TR
19.	<p><u>Any Urgent Business</u></p> <p>There was no urgent business.</p> <p><i>The meeting ended at 7.00pm.</i></p>	All

At this stage of the meeting it was agreed by all members present that matters of a private and confidential nature were to be discussed and had there been any members of the public present they would have been asked to leave the meeting.

Staff and Student Governors were asked to leave the meeting as there were some Part II minutes which related to senior staff.