



THE WINDSOR FOREST COLLEGES GROUP BOARD OF GOVERNORS

Part I MINUTES OF A MEETING

Held at BCA on Wednesday 22 March 2023 at 5.00pm

		<u>Meetings Attendance</u>
PRESENT:	Paul Britton (<i>online</i>)	(3 out of 3)
	Tina Coates	(3 out of 3)
	Jo Croft	(3 out of 3)
	Sam Foley	(2 out of 3)
	Nathan Garat	(3 out of 3)
	Pippa Goodwin (<i>Acting Chair</i>)	(3 out of 3)
	Rob Lewis	(3 out of 3)
	Gillian May (Group Principal & Chief Executive)	(3 out of 3)
	Janet Robertson	(3 out of 3)
	Signe Sutherland	(3 out of 3)
	Ian Thomson	(3 out of 3)
	Peter Tyndale (<i>online</i>)	(3 out of 3)
	Kiran Virdee (<i>online</i>)	(3 out of 3)
	Natalie Viola (<i>online</i>)	(3 out of 3)
	Alison Wheatley	(3 out of 3)
	Sali Adams (<i>online</i>)	(2 out of 2)
IN ATTENDANCE:	Richard Munday	(Deputy CEO)
	Amanda Down	(Principal Sixth Form)
	Anne Entwistle	(Principal, FE)
	Tracy Reeve	(Director of Governance)
	Karen Griffiths	(VP Sixth Form)

MINUTE NO.

ACTION

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| 1. | <p><u>Safeguarding Presentation</u></p> <p>The meeting was preceded by a governor update training session presented by Deputy Safeguarding Lead (VP Sixth Form: KG). The PowerPoint presentation stressed the importance of contextualised safeguarding across each of the very different four colleges.</p> <p>Governors sought additional data on the type and scale of safeguarding issues that were present across the colleges. The range of issues was discussed, and domestic violence and poverty were proving to be key concerns. Governors sought assurances on what support was being provided for staff who were managing this work. KG confirmed that senior staff and HR were very aware of the pressures on staff dealing with often complex safeguarding issues. All members of the team were given regular supervision sessions to mitigate any overload or burnout. Governors sought assurance that the safeguarding team felt appropriately resourced and KG confirmed that all colleges now had dedicated safeguarding officers with no teaching remit. The governors highlighted the ongoing need for the Exec Team to ensure that this area of work was well resourced. The meeting sought, and were given, confirmation that all managers were trained on safer recruitment.</p> <p>The meeting discussed the surveys undertaken to ensure that students felt safe in all areas of the colleges so that a remedial action plan could be implemented if necessary. KG informed the meeting that a particular issue for students was travelling to and from college. There was also a need to assess any risk in relation to work placements and employers.</p> | |
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<u>MINUTE NO.</u>		<u>ACTION</u>
	<p><i>ACTION: Governors suggested that the college should also be asking whether staff feel safe.</i></p> <p><i>The meeting NOTED the update Safeguarding training and AGREED that it would be useful for governors to be given access to a more detailed Safeguarding update via a recorded video presentation. This would be circulated ASAP after the Easter break.</i></p>	<p>Exec</p> <p>KG/ TR</p>
2.	<p><u>Apologies for Absence</u></p> <p>Apologies for absence had been received from the Chair of Governors (Angela Wellings), Anthony Haines and Mobolaji Alabi. The Acting Chair (Pippa Goodwin) welcomed people to the meeting and asserted how good it was to be meeting face-to-face with some online attendees.</p>	
3.	<p><u>AOB</u></p> <p>There was no urgent other business notified.</p>	
4.	<p><u>Declarations of Interest</u></p> <p>There were no declarations of interest.</p>	
5.	<p><u>Minutes of the Previous Meetings held on 14 December 2022</u></p> <p>The Minutes of the previous meeting held on 14 December 2022, having been previously circulated to members, were agreed as a true record and would be taken as signed by the Chair.</p> <p>All Members were agreed.</p>	
6.	<p><u>Matters Arising from the Minutes of the Previous Meetings held on 14 December 2022</u></p> <p>The Director of Governance presented a report which updated the meeting on the current status of all the 'matters arising'. All matters were either completed (green) or on track for timely completion (amber). The meeting commended the RAG rating which clearly showed the current status.</p> <p><i>The update was NOTED</i></p>	
7.	<p><u>Staff Governors' Update</u></p> <p>The three Staff Governors each presented a short verbal update. Highlights included the following:</p> <ol style="list-style-type: none"> i. BCA (JR): <ul style="list-style-type: none"> • Staff forum work continued and had reviewed feedback from the staff survey. • Staff wellbeing work. ii. Langley (AW): <ul style="list-style-type: none"> • The reintroduction of hospitality at Langley was really positive with students involved in charity work. • Chef Tom Kerridge was coming into college to deliver a masterclass. • Book swap for World Book Day was very successful. • Feedback from the first shelter-in-place/ lockdown drill was positive. iii. Strode's / Sixth Form (NV): <ul style="list-style-type: none"> • Positive work on engagement with employers • Mock exams had taken place and preparation for summer exams had started • Staff were very grateful for the £20 'entertainment allowance' which had been used for team celebrations at Christmas. 	
	<p><i>Action: The detailed Staff Governor reports would be loaded onto the meeting papers on Board Intelligence.</i></p>	

The meeting thanked the staff governors for their input and asserted the value of Staff Voice for the Corporation. GM confirmed that the Staff Forum would be extended to cover all colleges in TWFCG during spring 2023.

The Staff Governor Feedback was NOTED

8. **Student Voice**

Sixth Form Student Governor (SA) was present but did not have anything specific to raise with the meeting. The meeting congratulated SA on receiving an offer from Oxford University to read Philosophy Politics and Economics (PPE).

The Student Governor Feedback was NOTED

9. **Mid-year reforecast 2022/23**

The Deputy CEO (RM) presented the revised budget 2022/23 and informed the meeting that the revised financial forecast through to 2024/25 was not yet available. RM confirmed that the Finance Director (LG) had already started the budgeting process for 2023/24 with budget holders.

RM confirmed that the reforecast was based on actuals for the first four months of the year (i.e., to the end of November 2022) and it included changes in the income and expenditure account, balance sheet, cash flow forecast, and financial health compared to the previous reforecast that was agreed by governors in September 2022. The meeting noted that this reforecast had also been included in the pack for the Annual Strategic Conversation with the ESFA and the FE Commissioner's team on 23 February. RM highlighted that the reforecast would be adopted for variance reporting purposes in the monthly management accounts from February 2023 onwards. Governors were pleased to note the improved position since approved in September 2022 much of which was predicated on energy related costs being not as high as forecast. Pay related costs were also lower than initially forecast as the pay settlement agreed with the unions was less onerous than might have been expected.

Key changes were noted as follows:

Income and Expenditure

- Adult Education ('AEB') income had been reduced by £0.3 million, to £3.0 million, to reflect a potential shortfall. This was currently being addressed by senior management and it was likely that any shortfall would be significantly reduced before the year end. Governors were assured that SLT were confident that the AEB budget would now be fully earned.
- £374,000 increase on Apprenticeship income to take the total to £2.15 million.
- Increased investment income (£70,000 v £14,000) to reflect higher interest rates and an improved investment strategy.
- £330,000 lower pay costs to reflect current and expected run rates.
- Reduced interest charges following settlement of the BCA loans with Lloyds on 1 August 2022.
- The overall impact was a £397,000 favourable movement in EBITDA, to £569,000 (equating to 1.3% of income) from £171,000. The operating deficit was expected to reduce by £508,000 to just under £2 million.

Balance sheet

- Reclassifications of a number of the current liability categories so that they were shown correctly, based on actuals to the end of November.
- Loan balances had been reduced by £1.1 million to reflect the repayment of the BCA loans.
- The Local Government Pension Scheme (LGPS) deficit had been greatly reduced in line with the actuarial report for 2021-22, which was received after the September reforecast was prepared.

RM assured the meeting that cash balances remained constant and in line with forecast at £6.7m. The meeting noted the improved EBITDA due to a higher cash balance than expected

at the end of last year (£0.8 million) offset by the repayment of the loans (£1 million after allowing for the repayments that would have been made had they remained in place).

The meeting considered the impact on the Financial Health score which remained as Good but with a reduced point score of 190 (from 200) despite all the favourable movements mentioned. The meeting sought clarity on the loss of 10 points when the operating position had improved. RM explained that this was because the reduction in cash associated with the settlement of the BCA loans was only partially offset by a reduction in the repayments due within 12 months in the current ratio calculations. Even though the performance and gearing ratios had improved, they had not improved enough to generate additional points. The meeting was pleased to note that the staffing costs ratio had been managed well and was just below the target of 70% (at 69.97%).

Governors noted cashflow forecast and the apparent forecast for cash to decrease. RM highlighted section 7 of the report outlining 'best- and worst-case' scenarios which had been added at the request of the Audit & Resources Committee.

The Mid-Year reforecast 2022/23 was APPROVED as RECOMMENDED by the Audit & Resources Committee.

All Members were agreed.

10. **Policy Approval**

The meeting considered the following policies which had been considered in detail by the Audit & Resources Committee on 1 March 2023:

- TWFCG Fees & Charges Policy 2023/24
- Updated HR Policies for TWFCG (to reflect the post-merger organisation):
 - Disciplinary
 - Grievance
 - Capability
 - Managing attendance

The meeting noted that the Fees and Charges Policy had been drafted after the Deputy CEO had looked at benchmarking for commercial fees.

Governors were given assurance that the suite of update HR policies had been taken to the recognised unions for consultation.

The meeting APPROVED the five TWFCG policies outlined above – as presented – as recommended by the Audit & Resources Committee.

All Members were agreed.

11. **Addition of TWFCG Finance Director (FD) to bank mandate**

The meeting considered a proposal to add the Group FD (Lucy Gill) to the College Bank Mandate. RM reminded the meeting that the WFCG Board had approved the bank mandate in July 2022 with five signatories but there was a need to add the new Group FD. RM confirmed that prior to the merger TWFCG had seven signatories to its bank mandate.

The meeting APPROVED the addition of the Group FD to the College bank mandate.

All Members were agreed.

12. **Estates Strategy and Capital Expenditure**

- Draft post-merger TWFCG Estates Strategy

The meeting noted a summary of the draft Estates Strategy for TWFCG which was currently being drafted with external support. This had been considered in detail at the Audit & Resources Committee meeting on 1 March 2023.

The meeting NOTED and RECEIVED the summary of the draft Estates Strategy.

- Capital Development Steering Group

The meeting received the minutes from the latest meetings of the Capital Development Steering Group (CDSG) held on Tuesday 7 February and Tuesday 14 March 2023. The CEO gave the meeting a verbal update on current progress with the appointment of a land agent for the land disposal at the BCA campus. The rigorous tender process was being led by procurement specialists Tenet and five prospective land agents were being interviewed by the panel (including members of CDSG) on Thursday 30 March.

The meeting NOTED and RECEIVED the minutes from the last two meetings of the CDSG.

- Capital Budget and planned expenditure 2022/23

The meeting considered a paper presented by the Deputy CEO (RM) which detailed the capital expenditure planned for the next seventeen months, to July 2024. This had been considered in detail at Audit & Resources Committee and was being brought forward with a recommendation for approval. The detailed table showed 'cash-neutral' and self-funded spend (£2.931m) separately and was considered in conjunction with the Estates Strategy paper included in the pack for the meeting. The meeting was reminded of the additional cash made available to colleges - for capital works – which was associated with the ONS reclassification. This additional £988,000 'ONS' funding would have to be spent by March 2025. The second section of the detailed table – amounting to £1.95m related to the College Strategic Plan and proposals/ commitments made pre-merger. RM affirmed that the SLT had been keen for these four projects to be approved as they had been implicit in the merger proposal – BCA Equine resurfacing, BCA Top Farm Drive classroom improvements, Strode's alms-houses refurbishment and BCA Lovelace refurbishment for ALFIE provision. However, SLT were also mindful that the £2m cost would affect TWFCG cash reserves. RM reminded the meeting that the current 2022/23 forecast demonstrated that the college would have £6.7m in cash at 31 July 2023 which could be seen as too much; the cash reserves policy needed to allow for investment in student experience and H&S related matters. RM asserted a realistic minimum cash reserve for TWFCG as £3m. The meeting considered the associated Estates Strategy which highlighted the four projects listed above as priorities during 2023-25.

Governors were given additional assurance on the cash reserves position and noted that Audit & Resources Committee had been mindful that whilst they accepted the need to action any H&S related projects, the College might not have sufficient leeway around cash to undertake all four projects over a 2/3-year cycle. RM confirmed that sensitivity analysis and additional cashflow forecasting would be built into the budget process for 2023/24. Audit & Resources Committee had also asked for a clear process and due diligence to establish the correct 'minimum reserves policy'.

After discussion, the meeting agreed with the Audit & Resources proposal that although all four 'priority' projects were worthy there would be a need to evaluate each more carefully. However, as the Equine Arena resurfacing represented a Health & Safety risk and also would impact on rental income this should be agreed in principle. The other three additional requests would be considered at the June 2023 meeting of Resources Committee with additional information provided on linked outcomes and value-added. This would then be brought back to the Governing Body for approval (5 July 2023).

The meeting APPROVED the proposal as presented:

- To support the cash neutral projects within capital expenditure to July 2024 (£2.931m shown in first section of detailed table) as presented.**
- To agree the Equine Arena at BCA resurfacing in principle (subject to sensitivity testing in the budget 2023/24) at a cost of £200,000.**
- To review the other 'additional requests' (totalling £1.75m) at the year-end when the budget 2023/24 was considered and applications 2023/24 were clearer.**

All Members were agreed.

SLT/
Board

13.

Risk Register 2022/23

The Group Principal (GM) presented the Risk Register for 2022/23 which continued to be reviewed and updated by the Senior Leadership Team to reflect the post-merger organisation. GM confirmed that this Risk Register had been discussed in detail at each sub-committee meeting during February/ March and continued to drive all of the meeting agendas. Governors noted the risks and their ratings, in detail and additional verbal assurance was provided for the key 'red' and 'amber' risks.

Risk 1 Failure to meet budget forecast (risk score reduced to 16 'amber' from 20 'red'): The inflationary pressures on energy and pay costs was still a key risk and the CEO asserted the need for the College to maintain a Good financial health grade. The meeting was reminded that the mid-year reforecast completed in February 2023 showed an improved position and pay costs were on track and forecast to be below 70% for the year. GM also highlighted the strong application numbers across all four colleges.

Risk 2 Uncertainty and risks associated with emerging national curriculum reforms (risk score raised from 8 'green' to 16 'amber'): This key risk was being well managed and senior staff were fully engaged in advisory groups linked to reform but it did not appear that government were listening to FE college concerns. Lobbying of local MPs continued but this sector-wide change posed an enormous threat to learner outcomes and college finances.

Risk 3 External Safeguarding Risks (risk score remains at 16 'amber'): The meeting was assured that the Exec Team continued to work with all relevant agencies in relation to any safeguarding incidents. Additional Prevent Training was underway for all staff and an additional governor safeguarding update training session for governors had been undertaken earlier in the meeting.

Risk 4 Poor student outcome data at Langley results in a challenge to the Good Ofsted rating (risk score remains at 16 'amber'): The meeting was reminded that Vice-Chair (Rob Lewis) had taken on the role of the Governors' 'special ambassador for Langley' to provide assurance for the Corporation Members on the implementation of the Langley College Quality Improvement Plan (QIP). The Quality & Curriculum meeting had scheduled an additional 'deep-dive' meeting to review progress against the Langley QIP (20 June 2023).

The meeting commended the clear format of the Risk Register and the highlighted text to focus on changes since last seen by the committee which worked well to inform governors.

Members NOTED and RECEIVED the updated College Risk Register.

14.

Academic Report

- *In-Year Performance 2022/23:*

The meeting was given a verbal update by the Principal, Sixth Form (AD) and the Principal FE (AE).

Further Education: AE confirmed that current retention was strong across both colleges: BCA at 96.6% and Langley 96.1% against the target of 93%. Attendance at BCA was currently 90.5% for main course (target of 92%), 86.3% for English and 85% for maths. The attendance figure at Langley was 89.3% for main course provision, 76.5% for English and 75.3% for maths. The meeting was reminded that recent rail strikes, and teaching strikes had adversely affected attendance. Although still too low, AE highlighted the improvement in English and Maths attendance at Langley which had been 60% during the prior year. Governors were assured that there was a lot of work being undertaken to follow-up on non-attendance at English and maths which included communication between college and home and celebrating good attendance e.g., 'commendation for good attendance' post cards sent home. The 'progress against target grade' data for BCA was noted as 72.5% at or above target (the KPI target was noted as 75%). AE informed the meeting that this tracking data was not yet finalised for Langley College but was being expedited.

- *Construction update:* The report also contained an update on the Construction Department. The meeting was reminded that the construction department at Langley College was now under new leadership in order to improve the student experience, quality, and outcomes. under new leadership. AE confirmed that headway was being made - attendance and all aspects of the Study Programme had improved - but there was still some way to go.

Engagement with relevant employers was now a key part of the delivery and curriculum design. A series of webinars - for staff and students – which were part of a Kings College programme had focussed on the construction industry and the way the industry was becoming more digitalised. AE confirmed that a deep dive review in Construction had taken place on Friday 10 March and a big improvement had been evidence since the last review in December 2022; Good teaching and learning was evident, students were now on the right courses and very focussed on progression.

Sixth Form: Principal Sixth Form (AD) highlighted the ongoing impact of the Covid pandemic which was causing some students to request dropping a course/ reduced programmes. The meeting was also reminded that A level provision was over a two-year period which made it more difficult to secure good retention. Two-year retention was better (79.1% at Strode's and 84.1% at Windsor) but there was still a tail from Covid where learners with TAGs and CAGs were essentially at a lower baseline than their GCSE results suggested, and the academic demands of A Level courses were a challenge for them. The meeting was pleased to note that first year retention had improved. Attendance continued to be an area of focus with actual attendance impacted by travel, sickness and mental health issues. Actual and authorised attendance was 92.7% at Strode's with actual attendance at 85.9% whilst at Windsor, authorised attendance was 92% with actual attendance at 86%. AD confirmed that the college was looking at ways of building resilience in students and parents.

AD highlighted the growth in recruitment across the Sixth Form for 2022-23 with 1014 students enrolled on study programmes at Strode's (compared to 864 in 2021-22) and 603 at Windsor compared to 520. The meeting commended this very strong enrolment.

- Apprenticeships provision

The meeting noted a detailed report from VP Adults Apprenticeships and Commercial (KS) which provided an update for Governor on progress made in Apprenticeships since the last Ofsted inspections. The report included background information on historical performance, current strategy and focus, current performance data, and the ongoing challenges facing this area of provision. The meeting was reminded that at the last two college Ofsted inspections (BCA in 2017 and TWFCG in 2019) the Apprenticeship provision was graded Good at TWFCG and Requires Improvement at BCA. This report had been considered in detail at the last meeting of Quality & Curriculum (Q&C) Committee (15 March) and a further deep-dive review of Apprenticeship provision across TWFCG was scheduled for an additional Q&C meeting on 24 April 2023.

- Higher Education (HE) and Access to HE

The meeting noted a report which updated the meeting on further progress made since last reported in November 2022. Growth in enrolment numbers for 2022-23 had been secured with 155 students enrolled across the college group on HE and Access to HE programmes (September 2022). Principal Sixth Form (AD) highlighted the positive impact of the new team structure - amalgamating HE and Access to HE – which had enabled more effective support for staff to be put in place and greater consistency in approach and delivery. A new Pastoral and Welfare Support Tutor, appointed at the start of the academic year, had improved student support and the promotion of wider engagement. Students and staff had commented on the positive benefits of this role in a recent survey which included delivery of tutorials and engagement with the wider skills agenda. New courses in both HE and Access to HE had been successfully launched in September 2022: Access to HE in Criminology and Law and Foundation Degree in Professional Practice in Health & Social Care. A new Foundation Year with Education would be delivered in conjunction with St Mary's University from September 2023 providing alternative pathways for students interested in progressing into education and/or teaching (progression also available into University of West London). The meeting noted that a successful Internal Quality Review (IQR) had been completed with key strengths and areas for development identified.

The Academic Report was NOTED and RECEIVED

15.

Finance Directorate Report

The Deputy CEO (RM) presented his report which provided an update on the 2022/23 financial performance to date and presented the January 2023 Management Accounts.

- **Management Accounts**

RM highlighted that at the end of January 2023, the college had reported a £14,000 favourable EBITDA ('earnings before interest tax depreciation and amortisation') variance for the year-to-date. This was £768,000 positive compared to £754,000 in the reforecast. The operating deficit for the first six months amounted to £474,000 compared to the reforecast of £544,000. RM reminded the meeting that the 'reforecast' for the full year was agreed by Corporation on 8 September 2022, but the mid-year update – as discussed earlier in the meeting – would be used for variance reporting purposes with effect from the February 2023 accounts. The cash balance at the end of January was £7.047 million in credit, which was £743,000 more than the reforecast. The additional funds were due to delays in payments to suppliers associated with post-merger integration work. RM confirmed that suppliers were now being paid in a timely manner and, consequently, the gap between actual cash and the reforecast was expected to narrow over the next few months. The financial health of the college for the year was expected to be good according to the reforecast.

RM confirmed that the February 2023 accounts would be completed and circulated to all governors by email week commencing 27 March 2023.

The detailed management accounts were taken as read after the earlier discussion at item 9 of the agenda.

ACTION: February 2023 Management Accounts to be circulated to all Governors as soon as available.

TR/ RM

- **2023-24 Budget**

RM informed the meeting that the budget process for 2023-24 had commenced with a very comprehensive review of the group's cost centres, associated budget holders and approval limits. This had led to a slight reduction in the number of cost centres (from 108 to 96), which would now be managed by 55 different budget holders. RM assured the meeting that - as with the entire budget process – the SLT had taken a collaborative, two-way approach to agreeing cost centre structures and responsibilities which had been well-received across the group. The meeting noted the detailed budget timetable; the proposed Budget 2023/24 would be presented to the governors at the Corporation meeting on 5 July.

- **Internal and external audit**

RM confirmed that the internal audit programme for 2022/23 was progressing as planned. The plan was to go out to tender for internal and external audit providers for TWFCG from 1 August 2023. This tender process would be managed by Tenet procurement with input from the senior finance team. Governors sought confirmation on why the college was changing auditors and it was noted that it was now considered good practice for a maximum term for any one company to serve as external auditors – without retendering the contract - to be five years.

The Finance Report was NOTED and RECEIVED.

16.

Mid-Year Health & Safety (H&S) Report

The CEO (GM) presented the Mid-Year H&S Report to the meeting, this had been prepared by the Director of H&S for TWFCG. The meeting was pleased to see that there were now consistent H&S systems and training across the whole post-merger Group.

All Health & Safety policies had now been reviewed post-merger and were being transferred to the new TWFCG template; the BCA policies which were applicable to land-based activity now sat alongside the policies as guide documents. The Health & Safety reporting forms were now electronic, and staff were self-serving from the Intranet. From September 2022 all new staff starters had received a H&S induction which was site specific for their base site.

In addition to the ongoing new starter induction training, additional course had taken place for: First Aiders, Fire Marshals, Ladder Awareness, PASMA (mobile towers), Risk Assessment and Safe use of wheelchairs in the minibuses. It was also noted that the Safety Committee was now meeting as a joint forum for Langley/BCA and Windsor/ Strode's.

The meeting noted that since September 2022 there had been one RIDDOR reportable incident when a member of staff fell in the car park at Langley and her injuries resulted in more than seven days absence from work. The Acting Chair sought confirmation on what the learning had been from this incident; GM confirmed that remedial work had been undertaken in the car park at Langley.

Members NOTED and RECEIVED the Health and Safety Mid-Year update report 2022/23.

17. **Applications Report**

The CEO (GM) presented the report showing current applications for 16-18 study programmes for 2023/24.

College		23/24	22/23		
		21.03.23	21.03.22	Change	% change
BCA	16-18	1420	1340	80	6%
Langley	16-18	609	464	145	31.3%
Strode's	16-18	1152	1085	67	6.2%
Windsor	16-18	706	712	-6	-0.8%
Total		3887	3601	286	7.9%

The meeting was reminded of the big increase in learner numbers at Windsor for 2022/23 so to maintain similar levels for September 2023 enrolment was very positive. Principal Sixth Form (AD) highlighted the work of the Schools Liaison Team who were generating numerous applications from their work in schools. VP Sixth Form (KG) confirmed that she had taken 25 staff into feeder schools to talk about the FE offer; this was extra work for staff involved and had been a very positive initiative. Governors sought some additional clarity on feeder schools at Strode's and asked whether data was available on this. AD confirmed that a lot of students still came from Magna Carta and Matthew Arnold. There had also been an increase from Sunbury Manor but fewer from Jubilee High. The meeting noted that Strode's would have 700 Year 10 students visiting the College in July.

The meeting discussed the value of building stronger links with feeder schools and suggested that the Corporation might look at co-opting a Governor from the school system.

The applications report was NOTED

ACTION: TWFCG to consider co-opting a Governor from the school system

TR

18. **Governance**

• Corporation Business

Members noted the report from the Director of Governance (TR), including dates of meetings scheduled to July 2023. TR also highlighted the Governance Self-Assessment undertaken in July 2022 by the Clerk to the Corporation of TWFCG which had only just come to light. The meeting noted the RAG rated progress chart against the governance objectives which TR had now put in place to reflect this self-assessment.

• Structure of Audit Committee & Resources Committee

The Director of Governance (TR) presented a proposal to restructure the Audit & Resources Committee. TR reminded the meeting that after the merger of TWFCG and BCA the new Corporation had approved a proposal to merge the Audit Committee and Resources

Committee. This was predicated on the fact that recent evidence had shown an overlap and duplication in workload between Audit Committee and Resources Committee. The joint committee would allow all aspects of risk assurance to be covered at one meeting and to mitigate any omissions as all aspects of this work would come to one sub-committee. However, six-months post-merger the Chair and Vice-Chair of Audit & Resources Committee had asked the Director of Governance and SLT to review how the Audit & Resources Committee business was managed moving forward. They had some concerns around transparency and a need to facilitate separation of the Audit remit which would allow external and internal auditors access to all Audit matters, but they should not necessarily be given access to Resources Committee discussions.

After a review the Director of Governance had taken a revised proposal to the Audit & Resources Committee meeting on 1 March 2023 to 'split' the committees but run a joint meeting with Audit matters only leading the agenda, 'joint items' in the middle section and Resources matters for the last section of the meeting. The separate but 'consecutive' meetings – with a middle 'joint meeting' - would allow the most effective use of time but provide a degree of separation. TR was proposing that both the Audit Committee and Resources Committee would continue to meet once a term. The Audit Committee would provide a forum for reporting by the College's internal, regularity and financial statements auditors, who would have access to the Committee Members for independent discussion, without the presence of College management. The 'joint' element of the meeting would focus on Risk and any other issues relevant to both committees. The Resources Committee (including HR) would provide a forum for extra scrutiny of financial matters in addition to considering reports from the main FE funding bodies as they affect the College's business. The Honey Lane Capital Development Steering Group would also report into the Resources Committee. TR explained the proposal around Membership; the existing Membership of the Audit Committee and Resources Committee included nine governors with the Chair of Governors and the CEO as standing attendees. The proposal was that the membership of the two separate committees should be split, with 6 (Audit) and 5 (Resources) members. TR confirmed that she would revert to the membership of each committee that was in place in September 2022 before the two committees were combined. The Chair of the Corporation and the CEO/ Group Principal would be Members of the Resources Committee and the CEO would be a standing attendee at Audit Committee as would the Deputy CEO/ Finance Director. TR was also proposing that the current chair of Audit & Resources Committee (SF) would act as Chair of Resources Committee and the current Vice-Chair (JC) would act as Chair of Audit Committee.

TR informed the Board that the Audit & Resources Committee membership had welcomed this proposed change as the separation of the committee business would also sit more comfortably with the new ONS guidelines. Governors had also suggested that a smaller meeting would allow a tighter focus on key issues within the audit and resources remit.

The meeting APPROVED:

- i. The separation of the Audit Committee and Resources Committee at TWFCG (as recommended by the Audit & Resources Committee) with immediate effect.***
- ii. The three revised Terms of Reference for Audit Committee, Resources Committee and Capital Development Steering Group to reflect the changes.***

All Members were agreed.

• ***Approval of Application of TWFCG Seal***

The meeting noted the report in relation to the use of the Corporation Seal. TR confirmed that TWFCG Corporation Seal had been applied to the following documents:

- i. Transfer of a legal charge from Lloyds Bank to DfE on land at BCA to provide security for the Restructuring Facility awarded to BCA in July 2018 (December 2022).***
- ii. A Deed of Grant Agreement between TWFCG and Slough Borough Council for the provision of Adult Numeracy Learning Courses (March 2022).***
- iii. The Section 106 Agreement between TWFCG and Royal Borough of Windsor and Maidenhead in relation to the planning permission for the land at Honey Lane on the BCA Estate (March 2022).***

The report confirming the use of the College Seal was NOTED and RECEIVED.

• Update on ONS reclassification

The meeting noted a report from the Director of Governance (TR) which updated Governors on the possible impact of the ONS reclassification of FE colleges into the public sector. Governors were reminded that in November 2022, the statutory FE sector in England was reclassified into the central government sector, meaning that colleges must now meet the overall requirements in HM Treasury's document, 'Managing Public Money', and some other related obligations.

TR highlighted elements of a briefing paper from an Eversheds webinar that she had attended which gave a generic outline on the legal impact of the ONS changes in relation to:

- i) Application of Rules
- ii) Impact on current and future borrowing
- iii) Transaction approvals
- iv) Surpluses and Surplus assets
- v) Employment and pensions
- vi) Compensation payments, debt write off and indemnities and guarantees
- vii) Insurance and banking

The meeting noted that the overarching impact of the reclassification was that in future FE Colleges would need to comply with detailed 'Managing Money Guidelines'. The presentation also highlighted that DfE would issue specific guidance and could introduce new rules or amend existing ones at any time. Key changes were as follows:

- Any new debt (secured or unsecured) would need DfE approval; with an expectation that commercial debt would not be offered in the future.
- It had been agreed that colleges would be allowed to keep their surpluses.
- Until March 2025 (when there would be a review) colleges could dispose of surplus assets (including land) and keep proceeds of the sale BUT these must be ring-fenced for reinvestment in capital assets.
- Colleges now need to comply with the Government's senior pay controls (applies to those earning £150k or more or a bonus of £17.5k or more). Figures include benefits in kind and apply on a pro rata basis to part time staff. Approval required to hire such staff or (for increases of more than 9%) to increase pay/bonus of any staff within the controls.
- Severance payments in excess of statutory or contractual maxima require DfE approval if more than the lesser of £50k or 3 months' salary BUT if employee earns more than £150k or total exit package is more than £100k DfE and HMT approval required. Any NDA as part of a settlement requires DfE and HMT approval.
- Any debt write-off for an amount of the smaller of £45k or 1% of turnover OR cumulative annual write offs of 5% of turnover or £250k needs DfE approval.

DfE Bite Sized Guides: TR also informed the meeting of a series of 'Bite-Sized Guides' published by DfE on 31 January 2023. These were to provide guidance for the FE sector in England to help them meet 'Managing Public Money' requirements, and other obligations resulting from reclassification. The five published bite-size guides covered the following subjects: Special payments; Novel, contentious and repercussive transactions; Indemnities, Letters of comfort and guarantees; Write-Offs; and Senior pay controls. TR confirmed that she had considered this detailed guidance and drawn up an action plan (attached in draft at Appendix 1) to take forward any actions necessary resulting from the new arrangements. The meeting considered and commended this RAG rated ONS Action Plan which provided assurance for governors as it demonstrated the current compliance of TWFCG and where actions / approval might need to be sought from DfE or Treasury in the future.

The Governance Update Report was NOTED and RECEIVED.

19.

Curriculum Reform Update

• Correspondence with Minister DfE (Robert Halfon)

The meeting noted a series of letters between the College and Robert Halfon (RH) as Minister of State at DfE. The Association of Colleges had urged all FE Colleges to write to the Minister to express concern over the impact of the proposed Level 3 qualifications reform (move to T

MINUTE NO.		ACTION
	<p>Levels and defunding of BTECs). The response from RH had been generic and did not take account of specific issues raised by TWFCG. GM informed the meeting that she had written a third letter earlier in the day which had been co-signed by TWFCG Governor Paul Britton in his role as CEO of the Thames Valley Chamber of Commerce.</p> <p>GM also highlighted the recent meeting between Exec, Teresa May (as local MP) and Protective Services students at BCA. They had articulated the impact on their career options if the Protective services BTEC qualification was defunded with no T Level alternative (the current proposal). The students had presented a compelling and articulate case and Mrs May had agreed to approach Robert Halfon with TWFCG specific concerns.</p> <p><i>The Acting Chair commended this excellent use of Student Voice and asked GM to pass on the thanks of the Governing Body to the students involved in the meeting with Mrs May.</i></p> <p><i>The DfE correspondence and verbal update was NOTED.</i></p>	GM
20.	<p><u>DfE Local Skills Dashboard</u></p> <p>The Director of Governance presented this new online DfE data resources specifically aimed at FE Governors.</p> <p><i>The Local Skills Dashboard facility and access details were NOTED and RECEIVED</i></p>	
21.	<p><u>Minutes from Strategy Governance & Search – 21 February 2023</u></p> <p>The Director of Governance (TR) presented the draft minutes.</p> <p>The Chair of the Committee (TC) confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda. TC highlighted the excellent Marketing Strategy presentation that the committee had received and suggested it should be added to the Governing Body meeting papers.</p> <p><i>ACTION: Add Marketing Strategy presentation (as taken to SG&S on 21 February) to Governing Body papers (22/03/23) on Board Intelligence.</i></p> <p>NOTED</p>	TR
22.	<p><u>Minutes from Audit & Resources Committee – 1 March 2023</u></p> <p>The Director of Governance (TR) apologised and informed the meeting that the draft minutes from the meeting were not yet available.</p> <p>The Chair of the Committee (SF) confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda.</p> <p>NOTED</p>	
23.	<p><u>Minutes from Capital Development Steering Group – 7 February and 14 March 2023</u></p> <p>The Director of Governor (TR) presented the draft minutes which had already been considered under agenda item 12.</p> <p>The Chair of CDSG confirmed that all matters had already been adequately covered.</p> <p>NOTED</p>	
24.	<p><u>Minutes from Quality & Curriculum Committee – 15 March 2023</u></p> <p>TR apologised and informed the meeting that the minutes from the meeting were not yet available.</p> <p>The Chair of the Committee (TC) confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda.</p> <p>NOTED</p>	

<u>MINUTE NO.</u>		<u>ACTION</u>
25.	<p><u>Dates and Times of Future Meetings and Events</u></p> <p>The dates and times of future meetings were noted.</p> <p>TR confirmed that Corporation meetings were scheduled for:</p> <ul style="list-style-type: none"> Friday 19 May 2023 – Half Day Strategy event and Corporation meeting (8.30 to 1.30pm at Langley College) <p><i>(The venue for this strategy meeting was subsequently amended to CIM, Moor Hall, Cookham.)</i></p> <ul style="list-style-type: none"> Wednesday, 5 July 2023 (5.00pm at Windsor College) <p>It was confirmed that the half day event on 19 May had replaced the previous date of Wednesday 17 May.</p> <p>NOTED</p>	
26.	<p><u>Any Urgent Business</u></p> <ul style="list-style-type: none"> Staff Governor end of term of office <p>The Acting Chair (PG) and the meeting passed a vote of thanks to Natalie Viola – Staff Governor at Strode’s – who was coming to the end of her four-year term of office (30 March 20-23). PG thanked NV for her contribution to the governance process at TWFCG both pre- and post-merger and highlighted the ongoing value of the Staff Voice during Corporation meetings.</p> <p>There was no urgent business.</p> <p>The meeting ended at 6.45pm.</p>	

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 (Remuneration Committee minutes from 6 March 2023).