



BOARD OF GOVERNORS **STRATEGY, GOVERNANCE AND SEARCH COMMITTEE**

Minutes of a Meeting
Held on Teams on Tuesday 21 February 2023

		<u>Meeting Attendance</u>
Present:	Tina Coates	(1 out of 1)
	Pippa Goodwin	(1 out of 1)
	Gillian May (Group Principal & Chief Executive)	(1 out of 1)
	Ian Thomson	(1 out of 1)
	Angela Wellings	(1 out of 1)
'Guest Governors':	Anthony Haines	
	Signe Sutherland	
	Alison Wheatley	
Apologies:	Paul Britton	
	Rob Lewis	
In attendance:	Tracy Reeve	Director of Governance (1 out of 1)
	Dan Fairbairn	Director Digital & Innovation
	Clair Griffiths	Head of Marketing
	Kathryn Seal	VP (FE) Adults Apprenticeships and Commercial

PART I

MINUTE **No**

ACTION

The meeting started at 5pm.

The meeting received two presentations:

- Marketing Strategy
- Adult Learning, Apprenticeships and Commercial

Discussions are minuted at Item 8 below.

1. **Apologies for Absence**

Apologies had been received from Paul Britton and Rob Lewis.

2. **Notification of Any Other Urgent Business**

There was no other business notified.

3. **Declarations of Interest**

No Member declared a conflict of interest with the agenda.

4. **Election of Committee Chair**

The meeting AGREED to re-elect Tina Coates as Committee Chair.
All Members were agreed.

MINUTE

No

ACTION

5. Minutes of the Previous Meeting held on 15 June 2022

The Minutes of the previous meeting held on 15 June 2022, having been previously circulated to members, were **AGREED** as an accurate record and the Chair's electronic signature would be applied.

All Members were agreed.

6. Matters Arising from the Previous Meeting held on 15 June 2022

It was NOTED that all matters arising had been actioned.

- 6.1 Capital Development Steering Group (CDSG) Update: The CEO (GM) gave the meeting a short verbal update on progress with the Honey Lane land disposal at BCA which was of strategic importance to the College as it would fund the necessary repairs and ongoing maintenance to the heritage assets on site at BCA. The planning approval had been granted in October 2021 subject to agreement of the Section 106 (S106) conditions. These had not yet been resolved but the College was now working hard to secure agreement with the Royal Borough of Windsor and Maidenhead planners. The RBWM legal team and TWFCG lawyers Field Seymour Parkes were now in dialogue and resolution was expected within the next three months. In the meantime, the meeting noted that the Capital Development Steering Group (as a working group reporting into Audit & Resources Committee) was progressing the appointment of a Land Agent to take the project forward. Tenet procurement services had been engaged to run a tender process with CDSG. The meeting applauded this significant progress with this project.

The CDSG update was NOTED

ITEMS FOR INFORMATION

7. Governance

7.1 Membership of the Board

The Director of Governance (TR) presented a summary of the current membership of TWFCG Corporation, there were no vacancies. TR highlighted that the current Staff Governor for Sixth Form (NV) would finish her four-year term of office at the end of March 2023. The Chair (TC) asked the Director of Governance to check back to TWFCG minutes from spring 2022 to establish whether a replacement was required or if it had been agreed to reduce the number of Staff Governors to two during the post-merger transition period.

The meeting noted the update on governance training planned for 2022/23 including a Safeguarding Update for all governors (22 March 2023), and the second stage of the Lumina Splash team-building work (noted as 19 May 2023).

7.2 Governance self-assessment

TR highlighted the Governance Action Plan for 2022/23 which she had inherited from the previous postholder; this was completed pre-merger but had only just come to light. The meeting agreed that the contents was valid and that this should continue to be monitored during 2022/23 to ensure progress was made. The meeting discussed the objective in relation to EDI: *'Improve the equity and diversity of the Board to better represent the socio economic, ethnicity profile and gender of the College Group whilst maintaining an appropriate skills base.'* This was agreed as a key objective and the meeting asserted the need for it to be broadened to consider the Senior Leadership Team at TWFCG. TR confirmed that she would be attending a webinar with the Black FE Leadership Group during the next few weeks and would look for resources and support to drive this objective.

TR assured the meeting that she would undertake the annual self-assessment of governance at TWFCG for 2022/23 – with input from SLT and governors – at the end of the summer term 2023.

- 7.3 External Governance Assessment: The Director of Governance reminded the meeting that there was now a mandatory requirement – within the Funding Agreement with the ESFA – for all colleges to undertake an external review of governance by July 2024. This external review had to be undertaken on a three-yearly cycle. TR confirmed that current plans were for this external review to be undertaken early in 2023/24 which would allow a year to have passed post-merger. The CEO had asked Rockborn LLP (the consultants use during the recent

MINUTE
No

ACTION

merger) to put together a proposal for this review which would be brought to the SG&S Committee in June or September 2023 (depending on suggested timing).

The Governance Update was NOTED.

The Governance Action Plan 2022/23 was NOTED and APPROVED.

ACTION: Review TWFCG minutes from spring 2022 to establish whether a replacement Staff Governor was required or if it had been agreed to reduce the number of Staff Governors to two during the post-merger transition period.

TR

8. **TWFCG Strategic Map**

The meeting took the TWFCG Strategic Map 2022-25 with its six key priorities as read: Growth, Good financial health, Quality of TL&A, Inclusion, Strategic Alliances, and Resources.

8.1 **Marketing Strategy and Implementation Plan**

The meeting received a presentation from DF and CG outlining the new staff team, the new websites and a new direction for the Marketing Strategy. Newly appointed Head of Marketing (CG) confirmed that the new top line marketing strategy for TWFCG was now focussed on career pathways for learners. The FE focus (Langley and Strode's) was 'Career focussed and industry ready' and Sixth Form was 'Sharing your ambition, supporting your success'. The four college websites now all looked the same and reflected the overall TWFCG brand. The eight clear strategic targets were stretching but realistic:

- i. Celebrate the individual successes of each College, through standalone events, social media and websites.
- ii. Increase admissions year on year.
- iii. Create a clear market position for each of the colleges and their curriculum departments.
- iv. Increase revenue to the commercial departments such as Green Skills Academy, The Salon at Langley, Equine Services at BCA, and leisure courses at Strode's & Windsor.
- v. Increase engagement with local employers.
- vi. Increase engagement with parents & carers.
- vii. Improve relations with the local communities.
- viii. Focus/improve the schools liaison strategy.

The Chair of SG&S suggested that ***the wording of (vii) above should be amended to read 'Strengthen and build relations with the local communities' as the current wording suggested that there might be a need for improvement.*** The meeting agreed that more could always be done to build community engagement.

CG

The Chair of SG&S Committee (TC) sought confirmation on how the committee could monitor progress against the eight strategic targets outlined above for the Marketing Strategy.

ACTION: TC asked for some suggestions on data to allow Governors to measure 'engagement' to be brought back to the next SGS Committee meeting.

CG/ TR

The meeting noted the new logo for Windsor Forest Training which would be used for Adult Commercial (including Green Skills Academy) and Apprenticeships. Current projects included improving external and internal signage to reflect the renamed 'Discovery House' at Langley. Open days at Langley College had also been changed to allow access to the whole college so that potential learners could see all the facilities. The entrance to Langley College was also being improved and would be used to promote Apprenticeships as well as the services of the Hair and Beauty Salon. The meeting commended the strong careers focus within the new Marketing Strategy. The work to promote each college – with its own 'voice' and identity - across various social media platforms was also applauded. However, the meeting (PG) sought clarity on why the two sixth form colleges were together on one website. The CEO confirmed that the Principal Sixth Form and the SLT had decided that the Sixth Form should be one brand as an offer. They had been put together as they complemented each other so well and were essentially two sides of the same offer. DF confirmed that the Sixth Form website traffic looked for a subject rather than the location with regard to A level.

Each college then had its own landing page within the Sixth Form site. Governors accepted the explanation as the data clearly supported entry via subject area. DF also informed the meeting that some elements of social media – e.g. 'Nextdoor' – went to the separate college landing pages. The meeting discussed the complicated travel patterns between Strode's and Windsor which meant that they were not easy alternatives. The CEO confirmed that 62% of learners at Windsor College had Slough postcodes for their home address and Strode's had a strong Surrey focus where there was no school sixth form provision.

The meeting sought, and were given, confirmation that the team were consulting with student groups in each of the colleges regarding marketing. The Chair of Governors (AW) asked the meeting to consider the marketing of TWFCG as an entity. Over the last few years TWFCG had become well known and had worked hard to get recognition as a college group – with government etc. AW sought some additional clarity around the marketing of the individual colleges versus the collegiate group and how both could be done effectively. The Head of Marketing confirmed that it was important to maintain the TWFCG identity as an umbrella which was always in the background. The recent work to make the branding, logos, and websites consistent would allow TWFCG to be seen as a whole with the individual college voices underneath. PG suggested that a good way of understanding this was to see the individual identities which were being 'powered' and supported by the wider college group. DF cited the example of Apprenticeships and Higher Education which were both core provisions across the whole college group – the new rebrands allowed all 'traffic' to move through one consistent place. ***PG suggested that the marketing team should ensure that TWFCG brand was mentioned on all the home 'landing' pages.***

CG

The Chair thanked DF and CG for the presentation and asked CG to let her know how she could add value as Link Governor for Marketing moving forward.

The report was NOTED.

8.2 Adult learning, Apprenticeships and Commercial Strategy

The meeting received an update presentation from the Vice Principal (FE) Adults, Apprenticeships and Commercial (KS) which contained a very comprehensive update on establishing Industry Pathways, Adult Branding, selling the portfolio of products and the new Prep-Up and Step-Up programmes.

Apprenticeships: KS explained how the two Apprenticeship Teams (Langley and BCA) had been merged post-merger. There was now one email address for apprenticeship enquiries and processes had been aligned to provide consistency across TWFCG. The ongoing focus on Industry Pathways (which aligned with the Marketing Strategy) was noted. KS explained the use of the new Prep-Up and Step-Up programme which was being used within Adult Education Budget (AEB) funding to allow learners to step up to the next level. This programme was also allowing full-time induction programmes for Apprenticeships to allow them to 'Prep Up'; this included the front-loading of the mandatory Functional Skills qualifications. KS highlighted the target of reaching income of £3m for apprenticeships across TWFCG in 2023/24; the in-year forecast for 2022/23 was noted as £2.4m. The National Average achievement rate for apprenticeships was currently 52% and the target for TWFCG was 58%. The team were also trying to facilitate high grades (merit and distinction) by running a series of stretch and challenge workshops. The meeting discussed the employer involvement in CPD and the series of webinars that were being run along with a Skills Summits, Lunch and Learn events and E-learning modules. KS also highlighted the objective of cross-selling when the Business Development Consultants went out to employers.

Commercial: The meeting noted the detailed work being taken forward within this area. KS highlighted the merger of Landbased Training with the Green Skills Academy. The range of development work in this area was commended as was the objective of 'all industry areas to have a commercial focus and offering'.

Adult Education Budget (AEB) and Community: This growing area of work was driven by the AEB and Greater London Authority (GLA) funding streams and included provision for English for speakers of other languages (ESOL), Adult Learning for Independence and Employment (ALFIE), Functional Skills and numeracy training under the new Multiply scheme. The CEO highlighted the amount of new business generated for TWFCG since November 2022 using GLA funding through the skills network. KS confirmed that the two separate funding streams

were proving positive for TWFCG: the GLA AEB funding had generated £500,000 within the first month so SLT were considering applying for additional funding. The second - starting next week – was for general AEB funding and delivery would be up to £250,000 by the end of March 2023 with another £300,000 of delivery during the period April to July. The meeting commended the excellent recovery of this work post-Covid and the forecast income which could be as high as £10m for 2024/25 with a 50% contribution.

The Apprenticeship, Commercial and Community Report was NOTED

ACTION: The two presentations to be added to the Board Intelligence pack for the meeting.

9. Accountability Agreements & TWFCG Annual Accountability Statement

The CEO (GM) presented a paper which provided an overview of the changes to the DfE College Accountability Agreement and to provide a review of the requirements for Board oversight and scrutiny. GM reminded the meeting that the Accountability Agreement was a new agreement that had emerged from the funding and accountability reforms. It was a two-part document setting the overall expectations placed on providers in return for the Department for Education (DfE's) funding investment.

The agreement sets out both the overall expectations, and what colleges will deliver, in return for the Department's funding. Part one of the agreement (the accountability framework) replaces the existing, annual, grant funding agreement and would be received in line with the normal business cycle. Part two (the Annual Accountability Statement) was a new document that would be written and owned by colleges. It would set out a small number of outcome targets focussed on curriculum changes and adaptations to provision planned for the coming year i.e. how the college was using public funds to deliver to meet the local and regional skills agenda. These targets would need to reflect how they were contributing to priorities outlined in Local Skills Improvement Plans (LSIPs), being led by Employer Representative Bodies (ERBs). Governors were reminded that the Thames Valley Chamber of Commerce was leading on the LSIP for Oxfordshire and Berkshire which was due for publication in March. The CEO highlighted that TWFCG had to be engaged and mindful of at least three additional LSIPs other than Berks and Oxon; Surrey (Strode's was in Surrey), West London and Buckinghamshire (BCA focus).

GM informed the meeting that it was expected that the draft priorities within the Oxon and Berks LSIP would be available by the end of March in 2023. This timing would enable Colleges to take account of the LSIP and feed into the Annual Accountability Statement in time for the submission deadline of 31 May 2023. DfE guidance highlighted that the Annual Accountability Statement should be a concise public statement of college's key aims, targets, and outcomes for the year ahead. The emphasis would be on individual colleges to highlight to the DfE the elements from the curriculum offer that constituted the main aims to meet local and regional skills needs in the coming year.

GM highlighted that the Annual Accountability Statement had to be reviewed, updated, and approved annually by the Governing Body before submission to the DfE. It was expected that the Annual Accountability Statement would be used by colleges in the range of discussions with local partners (e.g., Employer Representative Bodies), national bodies (e.g., Ofsted) and it would also be used as a backdrop for strategic conversations between DfE and colleges. The CEO confirmed that the SLT had already started work on the draft Accountability Statement – much of which could be completed in advance of the publication of the LSIP. GM assured the meeting that the SLT was making good progress; the Accountability Statement tied into TWFCG Strategy Plan and was the result of collaboration across all four colleges. GM also asserted the value of this document in preparing the college for any possible Ofsted inspection.

The meeting NOTED that the final version of TWFCG's Annual Accountability Statement would be brought to the Board in May 2023 for final approval before submission to DfE to meet the 31 May 2023 deadline.

GM/ TR

10. Ofsted Monitoring Visit and role of the Governing Body

The CEO updated the meeting on the likely timing for the new post-merger TWFCG to

MINUTE**No****ACTION**

receive an Ofsted Monitoring Visit. The meeting noted that the Ofsted Inspection handbook stated that a newly merged college would normally receive a full inspection within 3 years of the merger. However, it also stated that:

“Any newly merged college may receive a monitoring visit at any reasonable time. A newly merged college will normally receive a monitoring visit before the first full inspection if the overall effectiveness grade of one or more of the predecessor colleges was requires improvement or inadequate.”

GM reminded the meeting that whilst neither TWFCG nor BCA had an overall Requires Improvement (RI) grade, both colleges did have an RI sub grade at their last inspection in 2017.

- BCA received RI for its apprenticeship provision.
- TWFCG received RI for its high needs provision.

Given the significance of these areas to the College's provision, management believed that it was likely that the Group would receive a monitoring visit in the current academic year 2022/23. Intelligence from other college groups indicated that it was usual for a newly merged college to receive its full inspection approximately 12 months after the monitoring visit. The Activate Group had recently been inspected within this timeframe post-merger and 21 inspectors had covered the eight constituent colleges with a separate inspection team for the skills agenda. GM confirmed that the SLT were working on the assumption that TWFCG would receive a monitoring visit from Ofsted in the current academic year 2022/23 and that this visit would focus on three key areas:

- i. Leadership, management and governance of the new group and the impact that the merger has had on improving quality and outcomes for learners. Since Langley College had been self-assessed as RI for 2021/22, this was likely to be an area of focus.
- ii. Progress made with respect to the new group's apprenticeship provision.
- iii. Progress made with respect to the provision for high needs learners.

GM suggested that as the merger had most impact on the two FE colleges in the group (and that there was no apprenticeship provision and no high needs provision in the Sixth Forms), it was likely that the Sixth Form Colleges would receive a 'light touch' at any monitoring visit. GM informed the meeting that feedback from another college group that was recently inspected had suggested that this resulted in a great level of focus on the sixth form provision at the subsequent full inspection.

The meeting went onto to consider the role of the Governing Body as the inspectors would seek evidence of the impact of good governance. They would be looking to determine whether the governing body provide confident, strategic leadership and strong accountability for quality improvement and educational performance. They would also look for Governors that 'knew' the College Group and understood the strengths and weaknesses and what was being done to remedy these.

The meeting was given assurance that the Exec would work with the Director of Governance (TR) to ensure that governors had a clear understanding, oversight, and assurance with respect to:

- The respective colleges' strengths and weaknesses (through the board, sub committees, self-assessment process and governor links).
- Clear input into the strategic planning and direction of the college.
- Assurance that TWFCG continued to meet its statutory responsibilities (with a clear focus on safeguarding)

Governors were reminded that the College would need to evidence how the Board provided challenge and held senior leaders and managers to account for improving the quality of learning and the effectiveness of performance management systems. TR assured the meeting that this would be evidenced through clear minutes from meetings as well as an internal governance self-assessment that would be undertaken in June/ July 2022.

The report was NOTED

MINUTE**No****ACTION**

11.

Office for National Statistics (ONS) reclassification of FE Colleges into public sector

The Director of Governance (TR) presented a report which sought to update SG&S committee members on the possible impact of the ONS reclassification of FE colleges into the public sector which had been confirmed on 29 November 2022.

The meeting noted a briefing paper from an Eversheds webinar attended by the Director of Governance on 24 January 2023 which gave a generic outline on the legal impact of the ONS changes in relation to: Application of Rules, Impact on current and future borrowing, Transaction approvals, Surpluses and Surplus assets, Employment and pensions (especially in relation to senior salaries), Compensation payments, Debt write off, Indemnities and Guarantees and, Insurance and banking. TR highlighted that the overarching impact of the reclassification was that in future FE Colleges would need to comply with the detailed 'Managing Money Guidelines' published by HM Treasury (HMT). The presentation also highlighted that DfE would issue specific guidance and could introduce new rules or amend existing ones at any time.

Key changes known on 24 October that were highlighted by Eversheds were:

- 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 needed to comply with Government's senior pay controls (applies to those earning £150k or more or a bonus of £17.5k or more). Figures included 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 required 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 required 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 needed DfE approval.

The meeting was also informed that on 31 January 2023, the DfE published a series of 'Bite-Sized Guides' which provided 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:

- i) Special payments.
- ii) Novel, contentious, and repercussive transactions.
- iii) Indemnities, letters of comfort and guarantees.
- iv) Write-Offs.
- v) Senior pay controls

TR assured the meeting that she had considered this initial guidance and drawn up a RAG rated action plan (noted by the meeting as Appendix 1) to take forward any actions necessary resulting from the new arrangements. The meeting was pleased to note that there were no 'red' rated actions. The 'amber' rated actions were to be borne in mind for future decisions and TR highlighted the need for the College to remain mindful of the timeline for any referral to DfE or HMT where approvals were required. The meeting considered the pending land sale at BCA and agreed that there was a clear advantage to finalise this as soon as possible whilst the rules still allowed colleges to retain capital funds from disposal of land (this would be reviewed in March 2025). The meeting commended the clear action plan and the assurance that it provided within the new, more complicated framework.

The report was NOTED.

Further updates would be brought to the SG&S Committee as they became available.

TR

12.

Dates and times of Future Meetings

The next meeting was noted as being scheduled for Monday 5 June 2023 at 5 pm.

MINUTE
No

ACTION

13. Any Urgent Business
There was no urgent business/

The meeting ended at 6.45 pm

Chair.....

Date.....