



THE WINDSOR FOREST COLLEGES GROUP CORPORATION BOARD OF GOVERNORS

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

HELD IN PERSON and online VIA ZOOM ON WEDNESDAY, 6 JULY 2022

		<u>Meetings Attendance</u>
PRESENT:	Angela Wellings (Chair)	(6 out of 6)
	Gillian May (Group Principal & Chief Executive)	(6 out of 6)
	Peter Tyndale (online)	(6 out of 6)
	Anthony Haines (online)	(6 out of 6)
	Stuart Taylor	(6 out of 6)
	Tina Coates	(6 out of 6)
	Nathan Garat (online)	(6 out of 6)
	Rob Lewis	(5 out of 6)
	Mobolaji Alabi (online)	(2 out of 6)
	Alison Wheatley	(6 out of 6)
IN ATTENDANCE:	Amanda Down	(Principal, Sixth Form)
	Karen Griffiths	(Vice Principal, Curriculum & Quality Sixth Form)
	Roberts Disbury-Mockett	(Group Director, Information & Business Systems Technology)
	Peter Ryder (online)	(Rockborn) Item 15 only)
	Tom Pollitt	(Eversheds item 15 only)
	Christine Pilbrow	(Eversheds item 15 only)
CLERK:	Lynn Payne	(6 out of 6)

PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	The meeting started at 4.30pm	
1.	<u>Health & Safety Housekeeping</u> The Chair welcomed everyone to the meeting. As Eversheds lawyers would be presenting at some stage in this meeting, the Chair informed members she would move agenda items around as required to facilitate that key presentation. She would also be taking the safeguarding items early in the agenda. All matters would be reported sequentially.	
2.	<u>Appointments</u> a) <u>Appointment of the Chair for 2022/23</u> The Clerk informed members there had been nominations for Angela Wellings to continue in her role as Chair of the Corporation for the next academic year. There were no other nominations. All Members agreed the appointment of Angela Wellings for the next academic year and thanked her for the sterling work she has done in this office. b) <u>Appointment of the Vice Chair for 2022/23</u> The Clerk informed members there had been nominations for Rob Lewis to be appointed as one of the Vice Chairs of the Corporation for the next academic year. There had been no other nominations for that office and the Board had already agreed that Pippa Goodwin, current Chair of BCA, be appointed as the second Vice Chair.	

MINUTE
NO.

ACTION

All Members agreed the appointment of Pippa Goodwin and Rob Lewis as the Vice Chairs of the Corporation for the next academic year.

3. Apologies for Absence

Apologies had been received from Paul Britton, Sam Foley, Kiran Virdee, Tom Wainwright, Natalie Viola, Jake Smith, Iqra Abbas and George Shewell.

4. Declarations of Interest

Sam Foley declared an interest in relation to matters related to the Local Enterprise Partnership (LEP). She advised Members that for Part I and Part II meetings of the Board, ongoing, she would like to register this interest.

No other Member declared any conflict of interest.

5. Staff Governor Update

Staff Governor Alison Wheatley presented her report. Members were advised of the welcome day that had taken place at Langley College on Thursday 30th June, which had been a great success – with over 160 students attending.

Staff had held 15 different taster sessions from the vocational areas with carpentry running over as students were really enjoying the activities that had been arranged. Students were also given Langley bags as a welcome gift. There had been a school taster session held on Friday 1st July in construction, with over 20 students attending.

Members were informed that staff star awards had also been reintroduced and that there had been 96 nominations from staff for staff at Langley. The awards would take place on the 13th July.

Student Freshers event was held on Thursday 23rd June – this featured student union spotlight awards with 170 nominations received from students in support of staff from across all curriculums.

The awards included –

- Lecturer of the year
- Support staff of the year
- Learning Support Staff of the year
- Pastoral Support Staff of the Year
- With the facilities staff member of the year being awarded to the IT team at Langley

Friday 24th June saw our Level 6 HE provision being awarded a token gift for the successful completion of their course, the majority of these students had studied HE with us for the past 3 years. The Chair thanked the Staff Governor for her report.

6. Student Governor Update

No student governors were present at the meeting.

7. Minutes of the Previous Meetings held on: -

a) 18 May 2022

The Minutes of the previous meeting held on 18 May 2022, having been previously circulated to members, were agreed as a true record and the Chair's electronic signature was applied.

All Members were agreed.

b) 31 May 2022

The Minutes of the previous meeting held on 31 May 2022, having been previously circulated to members, were agreed as a true record and the Chair's electronic signature was applied.

All Members were agreed.

8. Matters Arising from the Minutes of the Previous Meetings held on: -

a) 18 May 2022

It was noted that there were no matters arising.

MINUTE
NO.

ACTION

b) 31 May 2022

It was noted that there were no matters arising.

9. Risk Register 2021/22

This item was presented by the Group Principal. Members were advised that the risk register had been to all the committees in the term and updated accordingly. The risk register would next be considered at the autumn Audit Committee with a post-merger update.

The risk register was noted.

10. Safeguarding Update

This item was presented by the Vice Principal, Curriculum & Quality Sixth Form. Members were advised of the actions taken by the Group in relation to safeguarding, including noting the safeguarding policies and procedures in place and the training that had taken place for all staff.

Members were informed that each site now had full designated safeguarding leads and all the safeguarding staff were relevantly trained and qualified. Relating to the report, there was a discussion on the spike in safeguarding incidents related to children in care and care leavers, where safeguarding issues had grown most significantly. The reasons and the aspects of safeguarding involved in this area were outlined and considered.

Members noted the recorded safeguarding referrals, particularly in the red and amber categories of concern. There was a discussion around the Langley campus and the lack of availability of social services involvement in current matters where historically social services would have assisted and been involved in. The Group Principal informed members she felt there may be a need to consider additional resources for safeguarding to ensure that everything that could be done for students in this regard, was able to be done. Members agreed social services input was crucial and more especially as social services staff had the right training to help with current safeguarding issues. It was felt a letter should go from TWFCG Board to social services to stress the need for their expert help for college students in need. Members discussed whether there was any power in the collective, via the AoC, to try to press for further funding for this area. The Group Principal informed members the AoC would assist but there was also a need for colleges to lobby their MP's to press for more funds.

The Chair thanked the Vice Principal, Curriculum & Quality Sixth Form for her comprehensive report and for Member's helpful input.

The report was noted.

The Vice Principal, Curriculum & Quality Sixth Form left the meeting.

4.50pm

The Chair informed members that Eversheds would now make their presentation regarding the draft merger transfer documents in agenda item 16. This is reported sequentially in the minutes.

There was a break in the meeting.

The Chair of the Board and members thanked the Clerk to the Corporation, Lynn Payne, for her services to the College over 18 years as she was retiring in August.

Members thanked Stuart Taylor for his long service as a Governor and in particular, as Chair of the Audit Committee, as this would be his last meeting.

Tom Wainwright was not present, but members thanked him for his two-year period on the Board.

Members wished them all the best for the future.

**Group
Principal**

11.

Reports from the Audit Committee

a. Draft Minutes of the Audit Committee Meeting of 8 June 2022 and oral Report from the Chair

Members noted the draft minutes of the meeting of 8 June 2022. The Chair of the Committee updated members on the work of the Committee this term.

i. To note the Minutes and make recommendations

The recommendations to the Board related to the change to the capitalisation threshold. The Audit Committee had recommended that, as BCA's capitalisation threshold was currently £1,000 and TWFCG was £5,000, and as the thresholds needed to be aligned post-merger, it was proposed that given the future size of the group that the current threshold should be £5,000 and adopted across the entire Group.

Members agreed the recommendation of the Audit Committee.

b. Education Skills Funding Agency (ESFA) College Governance Dashboard

Members noted the governance dashboard information, and that they could access the information directly should they wish to.

The report was noted.

12.

Reports from the Quality & Curriculum Committee

a. Draft Minutes of the Quality & Curriculum Committee Meeting of 16 March 2022 and oral Report from the Chair

Members noted the draft minutes of the meeting of 16 March 2022. The Chair of the Committee updated members on the work of the committee this term.

i. To note the Minutes and make recommendations

The recommendations from the committee related to the change of date for the meetings. Members proposed that the September meeting be rescheduled to Wednesday 19 October and the following meeting that term be Wednesday 30 November.

All Members were agreed.

13.

Reports from the Strategy, Governance & Search Committee

a. Draft Minutes of the Extraordinary Strategy, Governance & Search Committee Meeting 15 June 2022 and oral Report from the Chair

Members noted the draft minutes of the meeting of 15 June 2022. The Chair of the Committee updated members on the work of the committee this term.

All Members were agreed.

i. To note the Minutes and make recommendations

It was agreed that the new members of TWFCG Board moving from BCA, effective from 1 August 2022, would be Pippa Goodwin, Ian Thomson, Jo Croft and Signe Sutherland. Members noted that Andrew Try would now not be able to join the Board as he had a conflict of interest.

The Chair of the Board asked for a letter to go to the new governors shortly to confirm their new office from 1 August.

All other recommendations would be considered as separate agenda items.

Reports from the Resources Committee

a. Draft Minutes of the Resources Committee Meeting of 29 June 2022 and oral Report from the Chair

Members noted the draft minutes of the meeting of 29 June 2022 would follow as the meeting only took place last week. The Group Principal updated members on the work of the committee this term.

Clerk

i. To note the Minutes and make recommendations

It was noted that the recommendations were separate agenda items.

b. Period 10 Management Accounts 2021/22

This item was presented by the Group Principal. The Management accounts had been to the Resources Committee and the College's forecast year-end and expenditure position was noted as for a deficit of £0.868 million, which was an improvement of £107,000 against the £0.975 million approved deficit budget for the year.

Members noted the report on the management accounts.

c. Health & Safety Policy 2022/23

The Group Principal asked Members to agree the Health & Safety Policy 2022/23 and for the Chair and Group Principal to sign the final version for publication. This was a recommendation from the Resources Committee.

All Members were agreed.

d. Servers & Storage

This item was presented by the Group Director, Information & Business Systems Technology. Members were asked to review the server and storage requirements for the merged College and to note the related recommendation from the Resources Committee. Members were asked to agree to open the tender process, pre-merger, to allow the successful tender to be awarded on 1 August to enable the work on the servers and storage to be carried out during the summer holiday period. The Group Director advised members that BCA currently had a VMWare set up with 5 servers and 24 terabytes of storage and their system was costing around £35k a year for support which was due to expire in October 2022. As part of the merger, there was a wish to align the BCA server and storage system to the same as TWFCG configuration, which consisted of 3 servers and 50 terabytes of storage and when TWFCG setup was designed, it was made adaptable to give each campus the resources it needed to cover the diversity of provision that each campus ran. It was proposed that the BCA virtual servers that were on the current system would be migrated to the new system and brought in line with TWFCG setup, including updating as required. The estimated costs for the new system would be £62,000, which would also include a 5-year warranty on all the hardware.

Members considered the issues and agreed the recommendation to open the tender process.

14. Governance

a. Corporation Business

Members had already agreed the election appointments of Chair and Vice Chairs for 2022/23. Members had also already agreed the new Governors joining TWFCG Board from BCA.

On terms of office for the new governors, it was proposed that Pippa Goodwin have a 2-year term of office, Ian Thomson a 4-year term, Jo Croft a 4-year term, Signe Sutherland a 2-year term and Staff Governor, Janet Robertson a term until November 2024.

Members agreed all these terms of office.

Members noted the new determined number of members on the Board and that when Stuart Taylor left the Board in October there would be 20.

Members considered the new committee structure from 1 August, including the Members joining from BCA and it was acknowledged that there would need to be a change to the Standing Orders to increase the membership on the Audit Committee and the Remuneration Committee.

The report was noted.

b. Approval of Application of Seal

It was noted that the Corporation Seal had not been applied since the last meeting. All documents requiring the use of the seal for Merger would take place on 21 July 2022.

Members were agreed.

Clerk

15. Draft Merger Transfer Documents
This item was presented by Eversheds and Pete Ryder from Rockborn. Members were advised of the documents and actions that needed to be presented to both TWFCG and BCA Boards on 21 July 2022, which would decide and then enact the merger of BCA with TWFCG.

Members would be asked to note the report and information from Eversheds at this meeting, and note that the final documents, which were still being worked on, would be provided to them before the planned meeting of the 21 July, to sign and agree the Resolutions for merger on 1 August.

Eversheds explained that the order of business required TWFCG Board to meet and pass its resolutions first on 21 July, thereby giving the BCA Board the assurance, they required before they took the resolution for dissolution. Eversheds went through the draft Transfer Deed, Form TR5, Variation letter amending the existing grant agreement, amendment and restatement agreement, security documents, Deed of Security confirmation, pensions agreements and other legal documents.

Members noted the merger resolution currently drafted as an extract that would need to be agreed at the meeting on 21 July. Members were advised that the documents were 'live' working documents and there could be changes to them in the next week or so. It was proposed that there was a working group of three or four members available to authorise and finalise the documents between 21 July to 31 July. It was noted there were some errors in the working documents that would be amended by the date of signing.
The Chair of the Board thanked Eversheds for their comprehensive report and the process and documents were noted.
16. LEP Skills Funding Application
The Group Principal asked for Board approval for the application to the LEP for funding of £6,000 to support the supply and installation of an aircraft cutaway cabin at the Langley campus for use on travel & tourism courses. Members were asked to retrospectively approve the funding application, as required by the LEP guidelines. The application was submitted to the LEP by the deadline of 1 July 2022. Members were advised that the College was invited by the LEP to submit a full application in respect of skill capital funding for the equipment following successful approval of an expression of interest during May 2022. It was noted there were very limited risks as the supplier had confirmed the pricing for the cabin.
Members agreed the submission of a full application for funding of £69,000 to support the installation of an aircraft cutaway cabin at the Langley campus.
17. Langley College C Block Refurbishment
Members were asked to review and approve the plans to refurbish C Block at Langley College. Members were reminded that at the December meeting the Board approved the use of C Block for commercial short-term lets to support the objective of increasing and diversifying college income. The Group Principal informed members the block currently had no network connection to the main building and required some internal refurbishment to bring it up to standard whereby it could be occupied. Members noted the proposed costings and revenue and that all purchases were below the £50,000 tendering limit.
Members agreed the capital spend to refurbish C Block in order to enable its proposed future use. All Members were agreed.
18. Review of Decisions taken at the meeting and proposals for communication.
This item was presented by the Group Principal, who informed members that the decisions and discussions of the meeting, would be communicated in the normal way.
19. Evaluation of Meeting
This was a meeting that considered the draft merger transfer documents in detail and much of the added value and appropriate challenge from Governors came in the discussion of that item.
20. Dates and Times of Future Meetings and Events
The dates and times of future meetings were noted.

MINUTE
NO.

ACTION

Scheduled for 6.00pm on: Wednesday, 5 October 2022
Wednesday, 14 December 2022
Wednesday, 22 March 2023
Wednesday, 17 May 2023
Wednesday, 5 July 2023

Governance Development Day, 9.30am-12.30pm on: Friday, 11 November 2022

Governor Induction Session at 5.00pm on: Wednesday 14 December 2022

21.

Any Urgent Business

Members noted the meeting on 6 July would be in person but asked for a hybrid meeting where some Members could join via the virtual platform.

The meeting ended at 6.10pm.

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.

Chair Date