



THE WINDSOR FOREST COLLEGES GROUP BOARD OF GOVERNORS

DRAFT Part I MINUTES OF A MEETING

Held at Langley College on Wednesday 4 October 2023 at 17.00

Meetings Attendance

PRESENT:	Angela Wellings (<i>Chair</i>)	(1 out of 1)
	Paul Britton (<i>online</i>) - PART	(1 out of 1)
	Tina Coates (<i>online</i>)	(1 out of 1)
	Jo Croft (<i>online</i>)	(1 out of 1)
	Nathan Garat	(1 out of 1)
	Anthony Haines (<i>online</i>)	(1 out of 1)
	Aaina Khan (FE Student Governor)	(1 out of 1)
	Rob Lewis	(1 out of 1)
	Gillian May (Group Principal & Chief Executive)	(1 out of 1)
	Ksenija Pavlovska	(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)
	Alison Wheatley	(1 out of 1)
APOLOGIES:	Sam Foley	
	Pippa Goodwin	
	Kiran Virdee	
IN ATTENDANCE:	Amanda Down	Principal Sixth Form
	Richard Munday	Deputy CEO
	Tracy Reeve	Director of Governance

MINUTE NO.

Apologies for Absence

Apologies for absence had been received from Governors as detailed above (as noted at the Part II meeting which preceded Part I on this occasion). Principal FE (Anne Entwistle) was also sending apologies.

AOB

There was no urgent other business notified.

Declarations of Interest

There were no declarations of interest.

9.

Minutes of the Previous Meetings held on 5 July 2023 and 10 July 2023

The Part I Minutes of the previous meetings held on 5 and 10 July 2023, having been previously circulated to members, were agreed as a true record and would be taken as signed by the Chair.

All Members were agreed.

ACTION

**MINUTE
NO.**

ACTION

10.

Matters Arising from the Minutes of the Previous Meetings held on 5 and 10 July 2023

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 update was NOTED

ITEMS FOR APPROVAL/ DECISION

11.

TWFCG Revised Financial Regulations

The meeting noted the revised Financial Regulations which had been revised to reflect the increase in capital projects in the near future to utilise recent capital grant funding. There was also a need to clearly itemise the categories of purchase where a purchase order was not expected prior to an invoice being received. The Deputy CEO (RM) informed the meeting that he had originally planned to bring these changes through Resources Committee in November for approval by the Board in December 2023, but it had become apparent that this timeline would be too late; expenditure in relation to the capital grant funding awarded through the Reclassification Fund (£0.99 million), Energy Efficiency (£0.38 million) and the Transformation Fund (£1.34 million) would need to start before December 2023.

The Deputy CEO (RM) highlighted the key changes in relation to:

- the inclusion of a list detailing those categories of expenditure where a purchase order would not ordinarily be expected prior to an invoice being received (section 6.3.2)
- increases in approval limits for tenders for the CEO/ Group Principal and the Resources Committee (section 6.4)

RM highlighted that the request to increase the tender approval limits for the CEO/ Group Principal and the Resources Committee related to the size of the likely projects and was intended to reduce the likelihood of senior management having to approach both the Resources Committee and Corporation between planned meetings to seek approval for projects. The Board was assured that this matter had been discussed in detail at the Resources Committee meeting in September 2023. RM assured the meeting that both Resources Committee and Corporation would be updated at all meetings as to the utilisation of the grants, which totalled £2.8 million. The meeting noted that this proposed change would also be of use as the Heritage Assets repair work would soon start at BCA (likely timeframe spring/ summer 2024). The proposal which was being recommended by the Resources Committee was to increase the tender approval thresholds as follows:

- a) CEO/ Group Principal GM: increased from £250,000 to £375,000
- b) Resources Committee: increased from £500,000 to £750,000

RM confirmed that following a request from the Resources Committee these increases would only be in place on a temporary basis and there would be a standing report to Resources Committee and the Board detailing any large approvals. The Resources Committee had agreed that this proposal should be approved on a temporary basis with a review in September 2024. Resources Committee had also requested that anything 'contentious' should be brought to the Board for approval to meet the Managing Public Money Guidelines that colleges now had to adhere to. Board Members (NG) challenged on where the benchmarking for the new levels had been taken from and suggested that the increase might not be high enough. NG suggested that the new levels should be reviewed by Resources Committee after six months (rather than twelve months) in order to ensure they were fit for purpose and the meeting concurred with this suggestion.

The meeting went on to consider the second proposal in relation to tightening controls around the non-use of Purchase Orders (PO). This had been discussed in detail at Resources Committee and was being recommended for approval subject to a further review in September 2024 to try and reduce the number of exceptions.

Vice-Chair (RL) highlighted several typographical errors which RM would correct in the final version and also the reference that the Finance Regulations sat within the remit of Resources Committee rather than Audit Committee as stated.

RM

Members considered and APPROVED the Financial Regulations as recommended by the Resources Committee with the following caveats.

ACTION:

- i. The WFCG Finance Regulations to be reviewed in March 2024 to assess whether the increased tender threshold approval levels were appropriate (including whether high enough) and still necessary.*
- ii. The WFCG Finance Regulations to be reviewed in September 2024 to assess whether number of exceptions to the mandatory Purchase Order process could be reduced.*

RM/ TR

All Members were agreed.

[Paul Britton left the meeting.]

12.

Risk Register

The Group Principal (GM) presented the Risk Register for 2023/24 which continued to be reviewed and updated by the Senior Leadership Team. Corporation members 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 remains at 16 'amber'): As well as upwards pressure on pay, there was also inflationary pressure on utility and energy costs. The inflation pressures and the likely COL pay awards were now reflected on the Risk Register. However, SLT were still committed to keeping pay costs to a level which was below 70% of income. The mitigation of the FE Commissioner curriculum planning work was also now reflected. The CEO confirmed that an additional risk in relation to the ILR Funding Audit (the college would be included in the random sample selected by the ESFA for 2022/23) had now been added to the Risk Register.

Risk 2 Uncertainty and risks associated with emerging national curriculum reforms (risk score remains at 12 'amber'): This key risk was being well managed and senior staff were fully engaged in advisory groups linked to reform but this sector-wide change posed an enormous threat to learner outcomes and college finances in all FE colleges. The meeting was reminded that T Level plans were now in place for TWFCG from September 2024 with a strong marketing campaign which was providing more confidence around the T Level proposal.

Risk 3 External Safeguarding Risks (risk score remains at 12 'amber'): The meeting was assured that the Executive Team continued to work with all relevant agencies in relation to any safeguarding incidents. Additional Safeguarding and Prevent Training would take place for all staff and governors for 2023/24. GM highlighted the specialist Safeguarding audit that would take place early in 2024 which would provide valuable external assurance. The meeting noted the changes to the Keeping Children safe in Education (KCSIE) guidance for 2023; a summary of the new guidance had been circulated to all governors and would be discussed later in the meeting. GM highlighted the new duties associated with filtering and monitoring and the use of the software system CPOMs. The Board noted that detailed briefing on this had been considered at the Quality & Curriculum Committee on 26 September 2023. Governors noted that a college working group had been established to ensure TWFCG was fully compliant with the new guidance across all four sites.

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 informed that early indications were that the Langley data had improved for 2022/23. The detailed Quality Improvement Plan for Langley continued to be overseen by Vice-Chair of the Board (Rob Lewis) and this was discussed in detail at every Quality & Curriculum Committee meeting. The CEO (GM)

reminded the meeting that enrolment at Langley College for September 2023 had been very strong and indicated a stronger reputation and a more appropriate curriculum offer.

Risk 5 Changes to external funding risks future financial sustainability (risk score remains at 12 'green'): The meeting was assured that the College was responding to future curriculum developments and the extraordinary strategy meeting for the Corporation (10 July 2023) had considered this in detail. This would be kept under review during future Governance Strategy events (next one in spring 2024).

Risk 6 IT failure worth loss of data for staff and students (risk score remains at 12 'green'): GM confirmed that this needed to be kept under careful review to determine whether the risk profile should be increased. Governors noted that the Audit Committee, jointly with Resources Committee, had spent some time considering IT and cyber security in more detail.

Members NOTED and RECEIVED the updated College Risk Register.

➤ **Strategic Map update**

The CEO (GM) presented the WFCG Strategic Map 2022-25 which had been reviewed by the SLT one year after the merger. The meeting noted that there was not significant change but a few amendments to address repetition and provide an enhanced focus on skills as the new Local Skills Plans (LSIPs) were driving the focus on national, regional, and local skills needs.

The meeting took the document as read but noted the following changes:

- Former Priority 2 (Financial Health) had been combined with former Priority 6 (Resources) in Priority 5
- Key statements from former Priority 2 and 6 had been combined: new statement on staffing and estates strategy
- Change of wording in Priority 2: 'Through professional development our teaching, learning and assessment are graded at least good' and 'development of employability skills including English, maths and digital to ensure excellent student progression and outcomes'
- Combined statements from previous map now read 'Integrate digital technology within the curriculum to enhance teaching and learning and ensure all students have access to and support in using digital technology'
- Key statement 'Inclusion – the right programme for every learner' removed from Priority 3 and replaced with 'personally designed study programmes and learning experiences at all levels that are based on starting point, career aim and individual needs of each learner'
- The first statement in the first box of Priority 3 had been amended to 'strengthen our student welfare and support, financial, pastoral, careers and IAG provision for all adult, Higher Education and apprenticeship learners'. The final bullet point in the first box amended to 'develop college wide awareness of neuro-diverse learners and those with mental health needs'.

Governors were assured that the Strategic Map was treated as a living document which would be kept under review on an ongoing basis to check the content and order of priority.

The updated WFCG Strategy May 2022-25 was NOTED and RECEIVED.

13.

GOVERNANCE

13a) Governance Summary Report

• **Board Membership**

The Director of Governance (TR) presented a paper which detailed the Members of the Corporation with cessation dates, sub-committee membership and the details of the current Chairs of the sub-committees. Governors were reminded that the current Board membership of TWFCG was determined at 18 members, but TWFCG was currently in a transition period

MINUTE
NO.

ACTION

post-merger where the Instrument and Articles allowed a slightly higher number of members. This was initially 21 members, but TR confirmed that the membership of the Board had reduced during 2022/23 as members had left the Board at the end of their terms of office. The membership would be back to the pre-merger determined number of 18 members by the end of 2023.

The meeting noted the Governors' terms of office that would end during 2023:

- External Governors. The meeting noted that there were two governors who were coming to the end of their second term of office:
 - Peter Tyndale (7 October 2023)
 - Anthony Haines (7 December 2023)

TR informed the meeting that the Strategy Search and Governance Committee (18 September 2023) had approved the proposal for Signe Sutherland to join as a member of Resources Committee. This would provide a link between curriculum and resources and would act as continuous professional development for SS.

It was NOTED that Signe Sutherland had joined Resources Committee.

- Sixth Form Staff Governor The meeting was pleased that the vacancy for sixth form staff governor was now filled and the successful candidate Jacob Clay – a Psychology Lecturer at Windsor College - would be joining the next round of committee meetings in November 2023 after having an induction to the role.

NOTED

- ***Revised Meeting Timetable 2023/24***

The Director of Governance presented a revised draft schedule of Corporation & Committee meetings for the academic year 2023/24 which included an additional Strategy Governance & Search Committee meeting in November 2023.

- Corporation and sub-committee schedule of business 2023/24

The Director of Governance also presented a baseline Annual Schedule of Business covering the sub-committees and Board. TR highlighted that this schedule was the minimum work to cover legislative and good practice guidelines. The meeting commended this useful annual schedule which they had not seen before.

The revised meeting timetable and Annual Schedule of Business 2023/24 were APPROVED.

All Members were agreed.

- ***External Review of Governance at TWFCG***

The Director of Governance (TR) reminded the meeting that it was now mandatory for each FE College Corporation to commission an external review of Governance on a triennial basis (the first review to be undertaken by 31 July 2024). This had been made a condition of funding in spring 2022. Board Members were reminded that Rockborn LLP – the consultants used for the merger project - had been commissioned to undertake this external review during the autumn term 2023. TR informed the meeting that she had held a scoping meeting with the governance consultant working for Rockborn on Tuesday 2 October and was waiting for an outline timetable. After consideration at Strategy Governance & Search Committee TR would ensure that this review considered how TWFCG Governing Body was responding to the requirements of the Skills Act.

The plans for the external governance review were NOTED.

ACTION: Scoping of the review to include a consideration of how the TWFCG Governing Body was responding to the requirements of the Skills Act.

- ***Internal Review of Governance 2022/23***

TR confirmed that the Chair of TWFCG Corporation would undertake her usual round of 'one-to-one' meetings with all Governors during October 2023. These meetings had unfortunately

TR/
Rockborn

slipped from the planned completion date of August 2023 due to unforeseen college staff leave. TR also highlighted that she would carry out an internal self-assessment of Governance at TWFCG 2022/23 during October 2023. This would include seeking feedback from individual governors as well as assessing the Governing Body performance against its adopted code, the English Colleges Code of Good Governance.

ACTION: The governance self-assessment (including attendance data for 2022/23) to be brought to the next meeting of the Strategy Governance & Search Committee (15 November 2023).

TR

• **Link Governor Scheme 2023/24**

The Director of Governance presented the schedule summarising ongoing Governor Links for the new academic year. TR confirmed that College leads would contact governors after half-term to launch the scheme for 2023-24.

The Governance update report was NOTED and RECEIVED.

13b) Application of the WFCG 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 on 5 September 2023:

- i. Grant agreement with Slough Borough Council for provision of adult numeracy learning courses.

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

13c) 'Mirror Board' proposal

The CEO/ Group Principal (GM) introduced a new proposal to enhance governance at TWFCG; this proposal had been discussed at Strategy Governance & Search (SG&S) Committee on 18 September and was recommended for approval. GM informed the meeting that she had recently become aware of this initiative which was being implemented at Frimley NHS Trust. GM highlighted that this initiative would support TWFCG's efforts to foster diversity and cultivate a diverse pool of future leaders within the organisation. The meeting agreed that the formation of a 'Mirror Board' would serve as a platform to reflect the insights and perspectives of the college's diverse workforce. The Chair asserted the value of the cultural intelligence training for existing governors that would be part of setting up the Mirror Board.

GM highlighted the objectives of this initiative to:

- i. **Develop Future Talent:** To nurture a cadre of potential future leaders.
- ii. **Enhance Board Diversity:** To increase the representation of individuals with protected characteristics at the Board level.
- iii. **Foster Collaboration:** To promote collaborative working relationships across the entire organization.
- iv. **Encourage Diverse Thought:** To infuse diversity of thought into the Corporation's decision-making processes.
- v. **Support EDI Goals:** To contribute to the achievement of TWFCG's Equality, Diversity, and Inclusion (EDI) strategic objectives.

The CEO gave the meeting an outline of how the Mirror Board programme would work to cultivate a diverse pipeline of future leaders across the college group. It was noted that members of the Mirror Board would not be 'governors' or Members of the WFCG Corporation and they would have no formal decision-making powers. Members of the Mirror Board would have access to a comprehensive development package, which would include a reciprocal mentoring relationship with a WFCG board member and various other learning and development opportunities. These roles would offer a genuine opportunity to influence the Board's decision-making processes and shape developments across the organisation. Key discussion points would be shared with the Mirror Board before agenda items were considered

by the Corporation, ensuring that Mirror Board members had a direct voice at the heart of the decision-making process. The opportunity would offer staff members or external stakeholders real-life experience operating as an Executive Director/Board member in a secure and growth-focused environment. It would allow them to engage with board agenda items, contribute to strategies, and influence decisions.

The meeting agreed that this was a very interesting concept and would help the Board gain access to a more diverse range of views; the benefit of having a 'lived experience' input to decision making was noted. The dual benefit of better representation and staff development was commended and the Board agreed that the CEO and Director of Governance should explore this initiative further with a view to implementing it at TWFCG. A more developed proposal to be brought back to Corporation via SG&S Committee. Governors commended the positive value of the college exploring this new exciting, ground-breaking idea which did not appear to have been used within the FE sector. Governors discussed the need for some very clear boundaries and protocols in terms of Mirror Board members being felt 'listened to'. The balance between listening to their input but being mindful that they were not governors, and did not have the same level of accountability would be important to recognise. It was also suggested that the term mirror should be used to mean an accurate reflection of TWFCG local community and stakeholders rather than an opposite mirror reflection of existing Corporation members. The Chair informed the meeting that she had included some key objectives around Equality Diversity and Inclusion in the CEO's PDR objectives for 2022/23 and this was expected to be reflected in management objectives throughout TWFCG.

It was AGREED that the Mirror Board proposal should be taken forward and explored further with a view to implementation at TWFCG.

A proposal to be brought back to Corporation – via SG&S Committee – including detailed timelines, an action plan and resource implications (financial costs and time impact).

GM/ TR

All Members were agreed

14.

Safeguarding Update

The CEO presented a paper on behalf of Principal FE (AE) which provided an overview of the revised governor and senior leadership responsibilities linked to the revised Keeping Children safe in Education (KCSIE) guidance 2023. The meeting noted the following key changes and the implications:

- i. **Definition of Child Exploitation:** The definition of child exploitation is broadened to include criminal exploitation, modern slavery, and county lines drug trafficking. This change emphasises the need for colleges to be vigilant in identifying and addressing these diverse forms of exploitation among our students.
- ii. **Contextual safeguarding:** There was now a greater focus on developing a contextual safeguarding system i.e.. keeping children and vulnerable adults safe from all risks which sit beyond home.
- iii. **Mandatory Online Safety Education:** A greater emphasis on the importance of online safety education; colleges now required to ensure that students receive age-appropriate education on online safety, including the risks associated with social media and online platforms. ***Governors are asked to monitor and evaluate the effectiveness of online safety measures.***
- iv. **Mandatory Reporting of Child Sexual Abuse Images:** The guidance makes it clear that colleges must report any incident where a child or young person has been found in possession of, or distributing, indecent images of children. ***Reporting to the police is mandatory, with the expectation that college staff cooperate fully in such cases.***
- v. **Revised Definition of Child:** KCSIE 2023 revises the definition of a child from under 18 to under 19, reflecting the extension of the compulsory education age. This means

that safeguarding duties now extend to all students under the age of 19, ensuring a consistent approach to safeguarding.

- vi. **Role of Designated Safeguarding Leads (DSLs):** The new guidance emphasises the role of DSLs as the central point of contact for all safeguarding concerns.

GM assured the meeting that TWFCG already focussed on contextual safeguarding and all risks outside home were considered. Tutorials were provided to learners about keeping safe online and outside college. GM highlighted that the biggest change within the new guidance was in relation to filtering and monitoring; KCSIE 2023 contained a new section referencing the newly published filtering and monitoring standards. These had to be linked to all staff and student IT usage whilst on the college network whether on or off site or using college or own devices. The new duties in relation to filtering and monitoring included the following:

- **Policy Review and Implementation** to align with the KCSIE 2023 guidance. Ensure these policies include provisions for filtering and monitoring of online activities. Policies should outline the college's approach to ensuring a safe online environment and cyber security standards.
- **Oversight and Accountability:** To be accountable for safeguarding across all sites and provisions, including online safety. Monitor and evaluate the effectiveness of filtering and monitoring systems to prevent access to harmful online content and to identify potential concerns.
- **Resources and Training:** Allocate sufficient resources for online safety measures, including filtering and monitoring tools. Ensure that staff, governors, and DSLs receive training on the use of these tools and their role in online safety.
- **Filtering and Monitoring:** Implement robust filtering and monitoring systems to protect students from accessing harmful online content and to detect any online behaviours that may indicate safeguarding concerns. Regularly review and update these systems to adapt to evolving online risks.
- **Online Safety Education:** Work with DSLs and staff to integrate online safety education into the curriculum. Ensure that students are educated about responsible online behaviour and the risks associated with the internet.
- **Reporting and Incident Management:** Establish clear reporting mechanisms for online safety concerns and incidents. Ensure that staff are trained to recognise signs of online harm and know how to report them promptly.
- **Engagement with External Agencies:** Collaborate closely with external agencies and online safety organisations to stay informed about the latest trends and threats in online safety. Seek advice and support in implementing effective filtering.

The Principal FE explained the CPOMS filtering software which reacted to trigger words in relation to what staff and students were looking at online. These trigger words would initiate an alert which monitoring staff could react to. However, work was currently being undertaken to refine the trigger words as some of them were not necessary and the number of alerts – up to 150 per day - was not manageable and could make it harder to see alerts of real concern. Governors were assured that SLT would develop a process to ensure that governors could be provided with full assurance and awareness of the colleges filtering and monitoring systems. GM informed the meeting that the college was continuing to work with specialist consultants Leaders in Safeguarding who would undertake internal audit work on college safeguarding systems and processes in response to the new KCSIE 2023 requirements. A pre-audit action plan was currently being drawn up and the internal audit would take place in January 2024. Governors sought, and were given, assurance that the safeguarding team across TWFCG was adequately resourced to react to the additional demands of KCSIE 2023.

The meeting discussed the demands of the current filtering software and the need to contextualise the trigger words. Governors sought clarity on how the 'glossary' within CPOMS was updated and were informed that this was currently being addressed. The ongoing challenge of this as language evolved was not to be underestimated. Although there was a common list of words across the FE sector these needed to be contextualised e.g. grooming at BCA was a legitimate term in the context of 'dog grooming'. GM informed the meeting that

MINUTE
NO.

ACTION

when this matter was discussed at Quality & Curriculum (Q&C) Committee (26 September 2023) governors had agreed that the new guidance made it critical for governors to understand the changes and to be comfortable that future safeguarding reporting to governors generated the necessary assurance for the Board. Q&C Committee had suggested that a dashboard format would be helpful with some anecdotal evidence and examples including any occasions when there might have been a problem with the college process. Governors also suggested that a twice-yearly report with statistics in relation to types of safeguarding issues – highlighting higher risk issues – would be important. This could be supported by some case studies of recent cases to aid governors understanding. The audit report from Leaders in Safeguarding would also be an important source of external evidence for the Board. To maintain a clear line of sight into this work it would be a standing agenda item at Quality and Curriculum Committee as well as within the Academic Report to every meeting of the full Corporation; this would increase the governance vigilance to reflect the new duties. Principal FE (AE) had been asked by Q&C Committee members to look for examples of good safeguarding reporting to governors within the wider FE sector in order to inform the new WFCG template.

The meeting NOTED and RECEIVED the update on KCSIE 2023

ACTION: SLT to develop a suite of safeguarding reports – including the recommendations above - to provide suitable assurance for Board Members. Draft to come to next meeting of Q&C Committee (November 2023)

AE/ SLT

15.

Academic Update Report 2022/23

• ***Indicative success with a focus on Langley Quality Improvement Plan (QIP)***

The CEO (GM) presented the report which gave governors an update on progress against the improvement plan for Langley College. Governors noted the progress made during the year and the more positive picture for Langley College. The meeting was reminded that all of the necessary data was not yet available to evidence the improvement but positive feedback from students and staff supported the cultural change which had been achieved over the last two years. GM highlighted the strong enrolment at Langley with the college exceeding the recruitment target. There was now a positive energy on the campus, students were excited to be at the college and behaviour was respectful and consistent with expectations. Engagement with parents or carers was improving and changes introduced at enrolment to improve communication between college and home would help to build positive relationships. Improved information, advice and guidance (IAG) during 2022/23 had resulted in a higher conversion rate of applications to enrolments. Internal progression figures had also increased with the largest increase being in relation to ESOL learners.

The meeting took the detailed report as read as it had been considered in detail at the Quality & Curriculum Committee (26 September 2023). The Principal FE confirmed that the full set of improvement objectives at Langley for 2023/24 would be confirmed when the full data for 2022/23 was available. However, the draft QIP 2023/24 for Langley College to reflect the ongoing challenges was likely to include:

- i. Data reports continued to be complicated and difficult to navigate. User friendly data dashboards were now planned to be available by December. However, teaching staff would require training to understand the value of these reports and how to use them effectively to inform intervention and business needs.
- ii. Some departments still did not set high enough expectations and were not sufficiently aspirational for their students' academic outcomes and destinations.
- iii. There would be a continued focus on the adult learner and apprentice experience and learner journey in order to fully embed the required changes.

GM ensured the meeting that rigorous, timebound improvement plans would be put in place where necessary and these would form the framework for the first Quality Review Boards (QRBs) and Deep Dives in autumn 2023. The Chair commended the progress made at Langley College during the last two years.

The Quality Improvement Plan 2022/23 update for Langley College was NOTED and RECEIVED.

- **Apprenticeships**

The meeting noted the update with respect to the current and forecasted performance of the apprenticeship provision and the risks associated with the provision (as documented in the apprenticeship risk register). GM assured the meeting that this new Apprenticeship Risk Register had been reviewed with the Link Governor for Apprenticeships (SS).

The meeting took the detailed report as read which contained the forecast achievement data for year-end 2022/23 (58.6% for the College Group) and the prior year figure of 54%. The CEO/ Group Principal (GM) highlighted that the ESFA had set a minimum level of performance of 60% for 2022/23 so there was a real danger that TWFCG would breach this minimum level of performance. Achievement at Langley College was positive – at 65% - and ahead by 14% on the prior year. Governors were pleased to note significant improvement in the following areas: Motor Vehicle, Electrical and Plumbing (61% versus 18% in prior year), Construction (72% versus 29.4% in prior year). RK highlighted that this positive outcome reflected the two-year journey take at Langley to improve the management of the End Point Assessment (EPA) process. However, the apprenticeship programme at BCA was still in recovery with final achievement at 50% (prior year figure was 59%). The key curriculum areas that management had under review were Horticulture and Landscape where predicted achievement was 35% and Arboriculture at 46%. Part of the reason for this lack of timely completion was because BCA had been slower to move from standards to frameworks. GM confirmed that a lot of work had been implemented at BCA over the last few months including the restructuring of the apprenticeship team, but it was too late to have a positive impact on the year-end data 2022/23. Governors were assured that the right staff were now in place with a Head of Department at each of the colleges. Other changes had included a change to BCA staff contracts so that they aligned with TWFCG – apprenticeship support staff would now be required to work all year rather than term-time only (they were often needed during college holidays as apprentices stayed on role for the full year). GM gave the meet assurance that SLT were now confident that the ESFA's minimum level of performance (MLP) for 2023/24 would not be breached.

The meeting took the Apprenticeship Risk Register as read. This document highlighted the following key risks that the Group faced going into a potential Ofsted inspection and the associated mitigation:

- Failure to meet the National Average (MLP) 2022/23 due to achievement challenges at BCA.
- The current on-line method of delivery for functional skills does not deliver the outcomes needed for our learners (now remedied to some extent).
- A slow-down in the recruitment of apprentices for 2023 resulting in falling income for 2023/24.
- Insufficient employer feedback does not allow for improvements to provision.
- Ineffective tracking does not allow for good apprenticeship management.

The Apprenticeship update report was NOTED and RECEIVED.

- **Local Skills Improvement Fund (LSIF) Projects**

The CEO (GM) presented a paper which provided an update with respect to the college's LSIF (Local Skills Improvement Fund) application for funding to deliver two key projects during the period October 2023 to March 2025. These two bids were for circa £1,040,000 and would fund courses in Creative Industries (Screen Skills) & Green Skills.

Governors were reminded that TWFCG had already been working collaboratively in partnership with the other FE Colleges in both Berkshire and Oxfordshire since 2021 as part of the Local Skills Improvement Plan process (LSIP). As a key partner in the earlier linked SDF2 (Strategic Development Fund) project during 2022-2023, TWFCG had successfully

delivered projects, primarily in the development of Green Skills facilities and curriculum drawing down funding of £300k through the SDF.

The meeting noted that the outcome of the bids were likely to be known in early November but SLT were optimistic about success. The meeting commended this work and the strong employer engagement taking place across the College group.

The LSIF update report was NOTED and RECEIVED.

16.

Finance Director's Report

16.1

• *TWFCG Management Accounts July 2023*

The Deputy CEO (RM) presented the management accounts for July 2023 which had previously been circulated to all governors by email. Although these were largely taken as read as they had been considered earlier in the meeting, RM made the following observations. The final position at 31 July 2023 was a negative EBITDA of £157,000 but this included in-year merger costs of circa £800,000. Although the negative EBITDA would ordinarily generate a financial health grade of Requires Improvement, RM asserted his belief that this would not be the case after moderation by the ESFA once exceptional merger costs were excluded. The meeting noted that the SLT had already spoken to the ESFA to this effect but a change to a 'good' grade would not be confirmed until early 2024 after the financial statements 2022/23 were submitted. Governors sought, and were given, confirmation that the ESFA would not contribute towards college merger costs. RM reminded the meeting that the total cost of the merger had been £300,000 in 2021/22 as well as £800,000 in 2022/23.

The final key financial indicators for the period to July 2023 were noted as follows:

- The operating deficit for the year amounted to £2.52 million compared to the reforecast of £1.99 million i.e., £537,000 adverse. (The meeting noted the differences between the EBITDA and operating deficit variances.)
- For the full year, there were variances against forecast in income (£455K favourable), pay costs (£553K adverse) and non-pay costs (£493K adverse).
- The reforecast indicated that pay costs for the full year would be 70.0% of adjusted income. The actual percentage was 70.7% and reflected the constant upward pressure on staffing costs that the group continued to face; this was partially mitigated by the higher-than-expected income.
- The cash balance at the end of July was £6.91 million in credit, which was £173,000 above the reforecast.

This item was largely taken as read with no further questions arising from governors as it had been discussed during the budget agenda item earlier in the meeting.

The Management Accounts for July 2023 were NOTED and RECEIVED.

• *Audit of Teachers' Pension Scheme contributions*

The meeting received a report from RSM UK Audit LLP which gave Corporation Members independent assurance in connection with the Teachers' Pension Scheme contributions which the College had been required to make during the year ended 31 March 2023. A copy of the certificate (the 'EOYC') which detailed the Teachers' Pension Contributions for the year ended 31 March 2023 was noted. The Deputy CEO highlighted that this was a very timely and clean assurance from the auditors in this area where tolerances on the detail were extremely low. The meeting commended the ongoing attention to detail from the College Payroll Manager (IP).

The assurance report from RSM UK Audit LLP and the EOYC certificate 2022/23 was NOTED and RECEIVED.

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ACTION

- Internal Audit Strategy (IAS) 2023/24

RM presented a paper which outlined the first draft of the internal audit plan for 2023/24 which had been considered by the Audit Committee (20 September 2023). The meeting noted that although considered by the CEO and Deputy CEO, this had yet to be agreed with Mazars. RM confirmed that the proposals had considered a number of factors, including the College's latest strategic plan and risk register 2023/24, the previous internal audits carried out in the College and the experience of the range of audits and their findings at other Colleges. The planned programme of work for 2023/24 being suggested by the Executive Team was as follows:

- Student Funding and Learner Numbers (ILR), to be completed in spring/ early summer 2024
- Bursary and financial support for learners, to be completed in March 2024
- Financial Management and Reporting Systems, based on January Management Accounts, to be completed in April 2024
- Key financial controls (purchasing and procurement) to be completed by April 2024
- Safeguarding practice (assessed through Leaders in Safeguarding), to be completed in January/ February 2024
- Review of cyber security processes and procedures

RM confirmed that the proposed plan would involve 40 days of Mazars' time, which was in line with the initial plan for 2022/23. Governors were given assurance around the college's Internal Audit Assurance Framework which had been developed over several years and the format that had evolved in discussion with the Audit Committee; the main purpose was to provide additional external assurance on all key potential areas of risk. RM confirmed that he would work with the CEO to finalise this Internal Audit Strategy and would present it at the next Audit Committee meeting (November 2023), having agreed the programme with Mazars.

Members NOTED the report and APPROVED the proposed internal audit coverage 2023/24.

ACTION: The final IAS Strategy 2023/24 to be finalised by Mazars and the Executive Team and brought to the Corporation (via Audit Committee) for approval in December 2023.

RM/ TR

16. Enrolment Update 2023/24

- 16-18 Learners

The meeting noted the current enrolment against ESFA allocation by college. GM reminded the meeting that the number of funded students for 2023/24 was 4,150. At the time of reporting, 16-19 ESFA learner headcount across the College Group was 4,508, which was 385 ahead of the prior year enrolment (4,123). Full time adult learners who would join these programmes numbered 145, growth of 25 on prior year (120). Against current retention rates (circa 80%) management estimated that this would equate to between £1.7m and £1.8m of lagged funding to be received in 2024/25. Members were reminded that this report was an early indicator of enrolment performance: for 16–19-year-olds but numbers could fluctuate until the census date in November when the final funded number was confirmed. The CEO highlighted progress against the strategic plan post-merger (2022-25) which had the target of 4,500 full time students by 2024/25. The meeting was reminded that for adults and apprentices, enrolment would continue through the year and updates would be reported for these and the Higher Education enrolments at future Board meetings.

GM highlighted the very pleasing figures at Langley College which had exceeded its enrolment target of 1,050 by 20% (1,262). This level of recruitment at Langley had been in the post-merger plan with a target completion date of enrolment 2024/25. The fact that it had been achieved a year ahead of this demonstrated the benefits of the BCA and TWFCG merger. The meeting noted that the successful enrolment at Langley College was due to several factors: an improved demographic; the impact of higher GCSE grade boundaries for the first time

since 2019; attracting students from West London and better progression for existing students especially for ESOL learners. As discussed earlier in the meeting GM confirmed that there was a great atmosphere on site at Langley with a busy, purposeful energy. Learners were engaged and had been very well behaved since the start of the term.

- **Higher Education and Adult enrolment**

The Principal Sixth Form (AD) updated Governors on the latest enrolment figures for adult and HE courses compared with prior year numbers and against the targets in the strategic plan (£2.9m and £0.75m respectively).

Adult Learners: At the time of reporting, there were 1,814 (rather than 1,688 as stated in the report) adults enrolled on non-full-time courses and 145 on full-time courses. Adult enrolments included students across all four main sites plus the college's community provision. Governors were reminded that numbers would continue to fluctuate during the year as enrolments were ongoing in many areas particularly ESOL, Leisure and Multiply. Adult enrolments across the four sites included those on discreet provision such as Alfie and ESOL, those on vocational and professional courses at Langley, Strode's and Windsor such as AAT, Hair & Beauty and the Green Skills Academy and those on leisure courses, primarily at Windsor and Strode's, such as Pottery and Languages for leisure courses. AD confirmed that shortfalls in some courses had been identified and strategies agreed to address these and secure additional enrolments. The meeting noted the ongoing work with the army barracks at Windsor which was a new avenue for recruitment and was a good example of local employer engagement.

Higher Education: AD highlighted that although growth had been achieved in some courses there was still a need to strengthen marketing and promotional strategies. These would support increased student numbers in new courses: Educational Studies Foundation Year and HND Digital Skills. AD reminded the meeting that target growth for HE was to reach £0.75m by 2024/25 from £0.48m in 2021/22. Total HE income at 20.09.2023 was £630,230 so the college was on track with the growth target. The meeting noted that the numbers did not include three Level 4 courses which were also supported by HE curriculum, pastoral and tutorial support teams; funding for these was within the main FE funding stream.

Governors commended the very strong September 2023 enrolment across the whole college group. GM confirmed that the college would be submitting a request for in-year growth funding 2023/24 if it became a possibility. This would not be known until later in the academic year and anecdotal evidence suggested quite a number of colleges had exceeded targets due to the return to pre-Covid grade boundaries which was likely to limit any additional funding available to individual colleges. Governors commended the increased numbers which in part reflected improved quality of provision and a better match of level of provision to demand. The importance of maintaining this upward trajectory in student numbers was affirmed by the meeting; this would allow the college to maintain financial sustainability for the future.

The enrolment update was NOTED

17. **FE Commissioner Curriculum Planning work (CEFSS)**

The meeting noted that as part of the post-merger review process the College had requested the support of the FEC team to undertake a review of the four colleges and their curriculum planning process. The CEO (GM) reminded the meeting that this had been suggested by Audit Committee Governors (AH) at a previous meeting. GM asserted the value of this suggestion from AH which was going to be really helpful and would provide the catalyst for the college to make the right improvements. GM confirmed that the initial meeting to scope the FE Commissioner 'Curriculum Efficiency And Financial Sustainability Support' (CEFSS) work had taken place and the detailed work was scheduled to commence on site on 6 November 2023. GM highlighted that payroll costs at TWFCG were currently running ahead of the benchmark (71% v 68% for the mix of FE, specialist land based and Sixth Form). In order to secure the future financial viability of the college group the Executive and Governors were mindful that there was a need to ensure that curriculum delivery was optimised to deliver

MINUTE NO.		ACTION
	<p>a positive EBITDA and associated payroll costs in line with the sector benchmark. The presentation from the initial meeting with the FEC Team and the detailed action plan were taken as read. The CEO informed the meeting that initial scoping had suggested that there was less scope for further efficiencies within the curriculum staffing compared with support staffing. The meeting noted the likely recommendation that the college model for Industry Placement work was too expensive as this was no longer centrally funded. The value of this work in enabling the SLT and governors to make informed decisions moving forward was agreed. The Deputy CEO also highlighted the need for a robust curriculum planning model which linked with the budgeting model used in financial planning. The CEO asserted the possible future use of AI in this logistical curriculum planning work.</p> <p>The report on the CEFSS work 2023 was NOTED and RECEIVED.</p> <p>A further update to be brought to Corporation in December 2023.</p>	GM / TR
	<p>ITEMS TO BE TAKEN AS READ</p>	
18.	<p>Minutes from Capital Development Steering Group (CDSG) – 12 September, 22 September and 25 September 2023</p> <p>The meeting noted the draft minutes from the last three meetings of the CDSG. The Director of Governance confirmed that all matters from this meeting had already been discussed during the Board meeting.</p> <p>The CDSG minutes were taken as read</p>	
19.	<p>Minutes from Strategy Governance & Search Committee – 18 September 2023</p> <p>The Director of Governance (TR) apologised and informed the meeting that the draft minutes from the meeting were still with the committee chair for approval.</p> <p>TR confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda.</p> <p>The verbal update was NOTED.</p> <p>ACTION: Draft minutes from this meeting to be circulated to all governors for information before the half-term break.</p>	TR
20.	<p>Minutes from Audit Committee – 20 September 2023</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>TR confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda including the Audit of the TPS and the planned Internal Audit Strategy 2023/24.</p> <p>The verbal update was NOTED.</p> <p>ACTION: Draft minutes from this meeting to be circulated to all governors for information before the half-term break.</p>	TR
21.	<p>Minutes from Resources Committee – 26 June 2023</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>TR confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda; the main item of discussion had been the reforecast Budget 2023/24 and Plan 2024/25 and the proposed cost-of-living pay award for staff.</p> <p>The verbal update was NOTED.</p>	

<u>MINUTE NO.</u>		<u>ACTION</u>
	<i>ACTION: Draft minutes from this meeting to be circulated to all governors for information before the half-term break.</i>	TR
22.	<p>Minutes from Quality & Curriculum Committee – 26 September 2023</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>TR confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda.</p> <p>The verbal update was NOTED.</p> <p><i>ACTION: Draft minutes from this meeting to be circulated to all governors for information before the half-term break.</i></p>	TR
23.	<p>Dates and Times of Future Meetings and Events</p> <p>The dates and times of future meetings in 2023/24 had already been discussed. TR confirmed that the next Corporation meeting for 2023/24 was scheduled for:</p> <ul style="list-style-type: none"> • Wednesday 13 December 2023 (5.00pm at Strode's College) <p>NOTED</p>	
24.	<p>Any Urgent Business</p> <p>There was no other urgent business</p> <p>The meeting closed at 7.05pm.</p>	