



THE WINDSOR FOREST COLLEGES GROUP BOARD OF GOVERNORS

MINUTES OF A MEETING OF THE CORPORATION

Held at Langley College on Wednesday, 20 March 2024

		<u>Meetings Attendance</u>
PRESENT:	Angela Wellings (Chair) (<i>online</i>)	(3 out of 3)
	Jacob Clay	(2 out of 2)
	Tina Coates	(3 out of 3)
	Jo Croft	(3 out of 3)
	Nathan Garat (<i>online</i>)	(3 out of 3)
	Pippa Goodwin (<i>Vice-Chair</i>) (<i>online</i>)	(1 out of 3)
	Anthony Haines	(3 out of 3)
	Aaina Khan	(2 out of 3)
	Rob Lewis (<i>Vice-Chair & Acting Chair for start of meeting</i>)	(3 out of 3)
	Gillian May (<i>Group Principal & CEO</i>)	(3 out of 3)
	Ksenija Pavlovska	(3 out of 3)
	Janet Robertson	(2 out of 3)
	Signe Sutherland	(3 out of 3)
	Ian Thomson	(3 out of 3)
	Kiran Virdee	(1 out of 3)
APOLOGIES:	Paul Britton	(2 out of 3)
	Sam Foley	(1 out of 3)
	Alison Wheatley	(2 out of 3)
IN ATTENDANCE:	Richard Munday	Deputy CEO
	Amanda Down	Principal, Sixth Form
	Anne Entwistle	Principal, FE
	Tracy Reeve	Group Director of Governance
	Karen Griffiths	Group Vice Principal Quality & Apprenticeships
	Lucy Gill	Group Finance Director
	Melissa Drayson	External Governance Reviewer (Rockborn)

PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	The meeting started at 5.00pm	
1.	<u>Health & Safety Housekeeping</u> The Acting Chair (RL) welcomed everyone to the meeting and went through the H&S matters. RL explained that AW had been stuck in traffic and was now on her way home to log into the meeting online; he would be Acting Chair until AW joined the meeting.	
2.	<u>Apologies for Absence</u> Apologies had been received as detailed above.	
3.	<u>AOB (Any Other Business)</u> Director of Governance informed the meeting that she had added an updated UK GDPR Policy to the agenda. This had been updated by the designated College Data Protection Officer in line with advice from the Information Commissioners Office. There was no other urgent AOB notified.	

4. **Declarations of Interest**

The Group Principal/ CEO (GM) declared that she was a Member of the MAT - not a trustee or a Governor - which Langley Hall Primary Academy belonged to (this was declared in relation to agenda item 13.2 'Proposal for E Block at Langley').

There were no other declarations of interest.

5. **Minutes of the Previous Meetings held on 13 December 2023**

The Minutes of the previous meeting held on 13 December 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.

6. **Matters Arising from the Minutes of the Previous Meetings held on 13 December 2023**

The Director of Governance presented a report which updated the meeting on the current status of 'matters arising'. All matters were included on the agenda apart from the Financial Statements 2022/23 which were still not ready for signing due to the prolonged Funding Audit being undertaken by PricewaterhouseCoopers LLP (PWC) on behalf of the ESFA. The Deputy CEO gave the meeting an update on the current situation.

- **ESFA Funding Audit**

The Deputy CEO (RM) confirmed that the final report from PWC had still not been received which was very disappointing as the audit had now been going on for more than 6 months. RM asserted that this over-extended process was even less justifiable as the identified possible clawback was currently circa £20k which was 'immaterial in relation to the Financial Statements'. RM informed the meeting that he and the CEO (GM) had lodged a complaint with the ESFA and had now met with Deputy Director of Provider Market Oversight at the ESFA to discuss the issues that WFCG had experienced with the PWC audit process. Governors were assured that the ESFA had accepted that the service delivery by PWC had been poor and they were now working with SLT to prioritise closure of the audit. The meeting was reminded that the PWC contract for the work had been agreed with the ESFA who were paying for the audit. RM assured the meeting that the College had secured an extension to the filing deadline for the Financial Statements – now extended to 30 April 2024 - to reflect the PWC-related delay. Governors were also assured that the College would not suffer any loss of credibility for late submission as the ESFA were fully apprised of the underlying reason. GM informed the meeting that she would be raising this issue at the annual Strategic Conversation meeting with representatives from DfE and the ESFA to be held at Langley College on 26 March.

The verbal update was NOTED

- **Management Representation Letter:** The meeting considered and approved the Management Representation Letter provided by PWC for the College to sign in relation to the ESFA funding audit. This was a standard format letter and was being recommended for approval by Audit Committee.

The Management Representation Letter for the ESFA funding audit to 31 July 2023 (undertaken by PWC) was APPROVED as presented.

All Members were AGREED

It was noted that there were no other matters arising.

7. **Staff / Student/ All Governors' Report**

- **Staff Governors:** The Staff Governor from BCA (JR) gave the meeting an update on a recent meeting held between Heads of Department and the Student Council; these meetings would now be held on a monthly basis. The Acting Chair applauded this ongoing access to Staff Voice.

➤ Leadership and Management: Following the recent and successful merger, leadership has focused on securing a strong financial position and ensuring high-quality course offerings. There is a clear framework for quality assurance, though some improvements in learner experience and teaching methods are needed. Governance is effective, with a board that brings a wealth of experience from various sectors. Safeguarding policies are well implemented, though some concerns over record-keeping have been noted.

➤ Education Programmes for Young People: The provision is relevant and purposeful, meeting local and regional skill needs with high aspirations. The curriculum is logically sequenced and teachers are well-qualified, contributing to meaningful lessons that clearly benefit students' understanding of their chosen career paths.

➤ Adult Learning Programmes: The curriculum for adult learners is well-planned, addressing local and regional needs and ensuring that learners progress towards their intended destinations. Courses are sequenced and planned to match individual starting points, with a focus on employability skills and preparation for progression to higher education or employment.

➤ Apprenticeships: The apprenticeship programmes are appropriately designed to meet local, national, and specific industry needs. Achievement rates are improving, with effective sequencing and a focus on gaining new skills. Teachers and employers work closely together to ensure that learning is relevant and effective.

➤ High Needs: The provision for high needs students is strong, with clear progression opportunities and a focus on developing independent living skills and employability. However, careers advice and tracking of progress need improvement.

The Areas for Improvement highlighted by Ofsted were noted as:

- the need for consistent quality across all sites
- improved sequencing in specific areas like A-Level Maths
- enhanced engagement in curriculum design with stakeholders
- improvements in careers advice and tracking of progress for high needs students

GM assured the meeting that a post-Ofsted Action Plan was being drafted and would be taken to the Quality & Curriculum Committee in April 2024. GM thanked Governors for their contribution to the inspection through the Leadership and Management meeting and the separate Skills meeting with Governors. The meeting commended the excellent job done by VP Quality & Apprenticeships (KG) who was the College nominee for the inspection and Principal FE (AE) who had been the nominee for the separate Skills element of the inspection. KG informed the meeting that she had developed a good working relationship with the Lead Inspector in the week before inspection and the actual inspection had been very thorough but the inspectors had been more mindful of the stress and impact on staff and learners during the four-day inspection. AE highlighted that staff at all four colleges had been fully engaged and positive and were very keen to highlight their pride in how much progress had been made since merger.

Governors sought, and were given, confirmation that once the Ofsted result was out of 'embargo' status it would be used in all College marketing as a positive factor for enrolment 2024. The meeting discussed the FE Commissioner assertion in her annual report for 2022/23 (item 22 on the agenda) that 92% of colleges were now graded 'Good' or better. However, the CEO informed the meeting that this profile had changed markedly during the 2023/24 academic year as the number of colleges receiving Requires Improvement Ofsted judgements had risen significantly in the last two terms.

The Ofsted Feedback was NOTED

ACTION: Post Ofsted Action Plan to be considered by Q&C Committee in April 2024

[Angela Wellings joined at 5.30pm and took over as Chair of the meeting.]

The Chair of the Corporation (AW) highlighted the considerable progress made in less than two years post-merger. The two previous Requires Improvement (RI) areas at the 2019 Ofsted inspections – Apprenticeships at BCA and High Needs at WFCG – were now judged

as Good. The consistent Grade 2 for all areas was a real achievement and she asked that the Governors' thanks and pride in the Ofsted result should be passed on to all Staff and Students.

9. **Post-merger position statement**

The CEO presented a report which outlined the strategic outcomes and financial performance of the merger between WFCG and BCA since its completion on 1 August 2022. This paper provided a clear context for the mid-year budget review paper on the agenda and had been taken to Resources Committee on 7 March in response to a question from members on progress since merger.

GM highlighted that prior to the merger, both institutions had faced challenges with generating significant EBITDA, with BCA relying on Restructuring Funds from the ESFA and WFCG sustaining operations through asset sales and extraordinary income. Despite these challenges, the merger was strategically aimed at leveraging both institutions' strengths to enhance educational offerings, improve financial stability, and better serve our communities.

The Key Achievements and Impact to date were noted as:

- **Educational Enhancements:** The merger had facilitated significant benefits for students, including clear specialisation and comprehensive pathways to high-level technical and professional skills. This had led to improved student retention, notably at Langley College, and increased progression opportunities across WFCG.
- **Financial Stability:** The post-merger integration had incurred costs approximately £1m over initial estimates, primarily due to unforeseen expenses in harmonising staff contracts and IT integration. Despite these challenges, the group was on track to generate a positive EBITDA for FY25 (the first time in eight years). This move to a positive EBITDA would be predicated on additional funding from post-merger growth in learner numbers.
- **Strategic Influence and Capacity Expansion:** The merger had expanded the group's capacity to respond to government funding priorities and future demands. Successful capital and revenue funding streams had strengthened WFCG's regional presence and facilitated new and improved educational provisions, particularly in the Screen Industries and Green Retro Fit Skills.

The meeting considered the progress against the key post-merger Strategic Objectives:

- i. **Benefits to Students:** Enhanced scale from the merger had allowed for significant investment in student support services, new T level provision across all colleges and improved SEND specialist provision at Langley College.
- ii. **Financial Base Strengthening:** Despite initial post-merger financial challenges, the group anticipated a positive EBITDA for FY25, supported by learner growth and curriculum efficiency improvements.
- iii. **Greater Strategic Influence:** The merger had enabled a stronger regional voice, securing funding for key initiatives and establishing vital employer partnerships, notably in Screen Industries and Green Retro Fit Skills.

GM also highlighted the additional benefits of staff development and student experience. The meeting agreed that these improvements were all tangible and met the planned proposal made under the BCA Structure and Prospects Appraisal. GM assured the meeting that the College had been transparent with the ESFA about the higher-than-expected merger costs of HR alignment and the integration of IT systems. Governors were reminded that the merger had been completely self-funded with no contribution to merger costs from the ESFA. The CEO thanked the Resources Committee governors for their challenge which had led to the production of this review; this had been very useful to demonstrate to Ofsted the progress that had been made since merger in all aspects of TWFCG's operations.

The meeting commended this paper but governors (KV) asked that there should be learning for any future mergers around the need for a clear focus on the 'real' costs of any merger; these higher than forecast costs had resulted in a negative EBITDA for 2023/24 when the forecast within the merger proposal was a positive EBITDA. It was agreed that there would

be a need for more accurate Due Diligence in any future merger especially in relation to pay harmonisation.

The meeting NOTED and RECEIVED the post-merger position statement.

10.

Mid-Year Reforecast 2023/24

The Group Finance Director (LG) presented the revised budget 2023/24 and the revised financial forecast through to 2024/25. The meeting noted the following Executive Summary:

EBITDA:

- The reforecast EBITDA position would move from a deficit of £1.140m for FY24 to a surplus of £1.862m in FY25. The reasons for this significant movement were noted and governors were assured that the revenue growth forecast for 2024/25 was supported by the latest ESFA funding forecast for 2024/25.
- The Financial Health was forecast to return to "Good" for FY25.

Cash:

- Cash balances remained positive with year-end cash balances forecast at £3.124m for FY24 and £3.193m for FY25 and as such would be above the college strategy of a minimum year-end cash balance of 2% of turnover (£900,000).
- Cash balances had previously been maintained following the sale of college assets in terms of properties and this has covered cash out flows from operations. This was not an option for the future.
- Cash outflows for investing activities needed to continue in FY24 and FY25 where the college was already in receipt of grant funding (or else we will have to repay the grants), and this was reflected in the forecast cashflow position noted by the meeting.

The meeting was assured that the financial position for FY24 and FY25 had been discussed with the ESFA on 22 February and the ESFA understood the pressures the college group was facing with regards to negative EBITDA for FY24 and the associated cash outflow. Whilst there was no help available from the ESFA (to assist with merger costs as had been the case in the past), the ESFA team had not raised any concerns with regarding the reforecast financial position.

- **Discussion with unions:** LG confirmed that FY 24 would remain very challenging especially in relation to payroll. This had already been discussed with Trade Unions to suggest that awarding a COL pay increase for 2024/25 would be very challenging. However, management would remind the unions that the new automatic pay progression for all was positive and lower paid staff had been supported by the removal of the lower salary band.

- **Reforecast 2023/24:** The meeting noted and discussed the detail of the revised forecast. The group was forecasting a reduction in EBITDA resulting from the extension of post-merger IT system work, inaccuracies in the staffing budget and the costs associated with the delivery of provision to an additional 268 full-time students and under delivery of AEB, against allocated cash. This had been partly offset by the receipt of an additional £855,000 in-year growth funding. However, the financial health grade would be RI with a negative EBITDA of £1.140m.

- **Reforecast 2024/25:** The meeting noted that using the revised EBITDA for FY24 as the starting position, the baseline for FY25 showed a significantly improved position due to the elimination of non-repeatable expenditure relating to the merger together with the increase in lagged ESFA funding (now confirmed as £3.13m for 2024/25). The full-year, positive, impact of leadership and management changes made in FY24 would also be felt. The positive EBITDA of £1.862m would generate a financial health grade of Good for FY25 with a score of 200 points. The meeting was reminded that the threshold for Good was 170 points so for additional assurance further savings in payroll would have to be made.

The Group Finance Director informed the meeting that following discussions at the meeting on 7 March 2024, the Resources Committee would be reviewing the minimum level of cash that the Group should hold; there was a concern that 2% (£900,000) might be a little too low.

Governors sought clarity on whether there was any way that the College could avoid being graded as RI for financial health for 2023/24. LG confirmed that with a negative EBITDA this was unavoidable but assured the meeting that there were no direct implications from this RI grade. The ESFA were aware and understanding of the situation and the higher-than-expected merger costs. The meeting discussed the high incidence of financial issues within the FE sector which would be visible when the summary of FE College accounts was published later in the Spring.

The meeting APPROVED the mid-year reforecast 2023/24 and plan year 2024/25 as recommended by the Resources Committee.

All Members were agreed.

The Chair (AW) interrupted the formal agenda items as Pippa Goodwin (Vice-Chair) had to leave the meeting at 6.30pm and this was her last Corporation meeting before leaving the Corporation at WFCG. AW thanked PG for her considerable contribution to governance, PG had been a Governor of BCA since October 2015 and was Chair of BCA from 2017 through to merger. The CEO highlighted the massive input that PG had given to BCA in her time as Chair as she was actively involved in the financial recovery, the work on securing planning permission for Honey Lane, the successful bid for restructuring funds from the DfE which led to a £5.2m capital investment in the BCA campus and the subsequent SPA and merger planning with WFCG. PG thanked the SLT and governors for their kind words and was sorry that she had to leave her role as a governor; it had been at times stressful and challenging but was a fun journey. PG thanked all of the governors and the SLT for their ongoing support and she specifically thanked the Director of Governance for her excellent advice and support during the last nine years.

[PG left the meeting at 6.30pm.]

11.

Policy Approvals

- **TWFCG Fees Policy** *(as recommended by Resources Committee)*

The Group Finance Director presented the proposed fees and charges policy for TWFCG in 2024/25. Governors were advised that the policy remained essentially the same as that approved for the current financial year in March 2023. The only amendment of any significance was that the qualifying hours for learners aged 16 to 18 has increased from 540 to 580 in line with changes to the funding rules.

The meeting APPROVED TWFCG Fees Policy 2024-25 as presented.

All Members were agreed.

- **Risk Management Policy** *(as recommended by Audit Committee)*

The meeting considered the revised Risk Management Policy which had been based on the legacy WFCG Policy in place for a number of years. This had been discussed in detail at Audit Committee on 6 March 2024 and a number of subsequent changes had been made on the advice of Audit Committee Members. Governors (RL) highlighted a line with several typographical errors in paragraph 3.1 (on page 4 of the policy).

The meeting APPROVED TWFCG Risk Management Policy as presented subject to correction of the 'typo' in paragraph 3.1.

All Members were agreed.

- **Changes to delegated authority** *(as recommended by Resources Committee)*

The meeting considered a paper which was seeking approval for changes to delegated authorities due to changes in the senior management team structure, the combining of payrolls from two to one, and the heritage restoration project at BCA. These changes had been discussed in detail by the Resources Committee on 7 March 2024 and some further amendments had then been made following Governor input. LG confirmed that these changes would be updated in the college financial regulations.

The meeting APPROVED the changes to the delegated authorities as presented.

All Members were agreed

12.

Internal and External Auditors

The Deputy CEO (RM) informed the meeting that - working with specialist procurement agency Tenet - TWFCG had conducted an open tender process to select suppliers for Internal and External Audit Services from 1 August 2024. This had been advertised UK-wide and split into two lots: internal audit (Lot 1) and external audit (Lot 2). RM informed the meeting that six companies had responded, with a selection process filtering out two based on financial, legislative, and experience criteria. Following a detailed evaluation involving presentations and assessments of proposals against set criteria, Tenet Education Services were recommending awarding:

- Lot 1 – Internal Audit Services to Wylie and Bisset LLP
- Lot 2 – External Audit Services to Macintyre Hudson LLP

These suppliers had demonstrated the most economically advantageous tenders for quality, performance management and sector understanding. RM confirmed that the relative strength of references had also confirmed these choices. The key outcomes within the detailed report were highlighted:

- **Internal Audit (Lot 1):** Wylie and Bisset LLP led with 94.09%, showcasing superior resourcing and audit methodology for £67,500 plus VAT over three years.
- **External Audit (Lot 2):** Macintyre Hudson LLP scored highest at 89.56%, presenting an exceptional proposal for £149,743.74 plus VAT over the same period.

The meeting was assured that the appointments would be made in advance of planning the external audit process for year-end July 2024 and the internal audit strategy for 2024/25. The Chair of Audit Committee (JC) confirmed that this tender process had been reviewed in detail by Audit Committee on 6 March who were recommending these appointments.

Governors sought confirmation on how the loss of the external audit contract would be communicated to RSM as they had been involved with BCA and subsequently TWFCG for a number of years. RM confirmed that he and the Group FD (LG) would speak to the lead auditor at RSM before the end of the week to inform them of the decision and the reasons.

The recommendations from the tender exercise for internal and external audit services for TWFCG from 1 August 2024 was APPROVED.

The Corporation AGREED to the following award of contracts:

- ***Lot 1 – Internal Audit Services to Wylie and Bisset LLP***
- ***Lot 2 – External Audit Services to Macintyre Hudson LLP***

All Members were agreed.

13.

Estates Update

- **Estates Strategy & Risk Register**

The meeting considered the Estates Strategy which had been considered in detail at the March Resources Committee meeting and this detailed document was taken as read. GM confirmed that the College had been allocated a total of £2,724,132 capital funding from the Department for Education under various headings including improvements in building condition and energy efficiency. In addition to this the introduction of T Levels had provided an opportunity to apply for capital funding for equipment and facilities to support these courses. This meeting noted a new Estates Strategy Risk Register which underpinned the Estates Strategy. GM confirmed that the Estates Team had continued to bring together the WFCG estates information on the four campuses in an effort to streamline administrative processes and this work would continue over the 2023/24 academic year with a particular focus on energy efficiency, cost management and sustainability. GM confirmed that there was no Reinforced Autoclaved Aerated Concrete (RAAC) in any of the WFCG buildings.

The CEO talked about the current estates pressures across the four campuses.

- **Langley** currently had additional capacity. SLT were considering whether to timetable over 4.5 days attendance for 2024/25 in order to give additional capacity for

commercial lets. The meeting was reminded that the current income was circa £280,000 per year.

- The MUGA pitch negotiations around a long lease continued with Slough Borough Council.
- **Windsor** was the Group's newest building so was energy efficient but was tight on space. The expansion in 2024/25 from the LSIF grant and the new curriculum in relation to screen industries would put the campus under pressure.
 - There was lapsed planning permission for expansion into the car park but the Group did not have capital to pursue this at the moment.
- **Strode's** was well utilised by its consistent number of circa 1,200 learners. Capacity would be sufficient for the next few years reflecting the forecast static demographic.
 - There were some listed buildings and repair and maintenance would be a focus.
- **BCA** had struggled with rooming over the last 5 years but growth in learner numbers had settled over the last couple of years. The College remained tight on student social space.
 - The Heritage Repair Project at BCA would be a large project affecting the Mansion. There would be a need to review the use of the Mansion after the heritage repair work was complete.

The meeting considered the Estates Risk Register and GM confirmed that although there were no risks currently assessed as 'red' there were some possible issues. Both BCA and Strode's had 'category 4' buildings. Another risk was in relation to the ageing IT infrastructure. The CEO reminded the meeting that the loss of LEP funding had been a blow. The meeting sought clarity on the possible space pressure at Windsor and whether there was an alternative to building new space. GM confirmed that the Principal Sixth Form (AD) was currently looking at space utilisation and possible changes to the curriculum to use the available space more efficiently. Pressure points for space at Windsor were the Learning Centre and the Hub. The option to move provision from Windsor to Strode's would not work as the travel to learn patterns for Windsor students (62% of whom were from Slough postcodes) precluded this as a practical option.

Governors (KV) sought confirmation on why the Corporation always met at Langley College as rotation would enable governors to see the different campuses. The Chair informed KV that this decision had been agreed at the Corporation meeting in October 2023 as Langley was accessible by train and car and was central to the group geographically.

The revised College Estate Strategy and associated Risk Register were NOTED and RECEIVED.

- **Proposal for E Block**

The meeting noted that the college was considering leasing the unused E Block to neighbouring Langley Hall Primary Academy (LHPA). Governors considered a paper which outlined the proposal's rationale, valuation findings, and next steps for board approval.

The CEO informed the meeting that LPHA had expressed strong interest in leasing E Block, a vacant building within the estate at Langley College. For context GM informed the meeting that this was a flat-roofed building the size of six badminton courts. GM confirmed that this engagement would reflect a strategic approach to asset management, aiming to strengthen community ties and optimise resource utilisation. The proposed lease of the block to LPHA would present no safeguarding issues and would realise a rental income stream at open market value; estimated at £105,000 per annum on a tenant repair basis for E Block. The idea of building an 'educational village' on the campus was discussed and the meeting agreed that having the primary school onsite would strengthen the negotiations for the MUGA lease. LPHA was confirmed as covering age range 4-11 and would fit in well with the ethos of WFCG. GM also highlighted the possible opportunity to explore synergies in general services on the Langley site if this proposal went ahead, e.g. catering security, cleaning.

The meeting was assured that the leasing of E Block would provide a number of benefits. Financially, it would generate annual income from an otherwise underutilised asset. Operationally, it would address maintenance costs and responsibilities, shifting them to the

lessee. Community-wise, it would strengthen WFCG's relationship with LPHA, fostering educational collaboration. GM highlighted that the building's internal condition and insulation issues would necessitate a tenant repair agreement, ensuring that the college was not liable for extensive refurbishment costs. Additionally, the lease terms, including duration, break clauses and rent reviews, would need to be carefully negotiated to align with both parties' long-term interests.

Governors sought, and were given, confirmation that there would be regular break clauses – 5 years – in any lease agreement for E Block. GM confirmed that even with the forecast demographic growth the college would not need E Block within a 5-year period. The Chair expressed concern that the previous interaction with LPHA – when they were afforded access to Langley College space during the Covid period - had resulted in some difficulties for the College in retaking the space when needed. The CEO (GM) assured the meeting that the relationship between the SLT and the school had changed and was now more collaborative; this would also be backed up by a watertight lease agreement. The Corporation was assured that there was sufficient property experience on the Resources Committee to progress this matter. The Chair of Governors urged caution which was accepted by the CEO but the meeting agreed that additional income of £100,000 per annum was a compelling reason to explore the lease of an unused building further.

The meeting suggested that the CEO's role as a member of the MAT governing LPHA might prove a conflict during any negotiations. GM confirmed that she would be happy to resign from this role in order to remove any potential conflict.

The meeting APPROVED the proposal to pursue discussions around the leasing of E Block at Langley College subject to final negotiations and contractual agreements.

All Members were agreed.

- **BCA Capital Development Update – Minutes from CDSG 31 January 2024**

The meeting noted and received the minutes from Capital Development Group from 31 January 2024. The Director of Governance confirmed that these were designated as Part 2 for commercial reasons but were open for staff and student governors to receive.

NOTED and RECEIVED

[Signe Sutherland stepped out of the meeting.]

GOVERNANCE

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 post-merger where the Instrument and Articles allowed a slightly higher number of members.

The meeting noted the Governors' terms of office that would end during 2023/24:

- External Governors. The meeting noted that there were three governors who were coming to the end of their second term of office:
 - Pippa Goodwin (March 2024)
 - Angela Wellings (July 2024)
 - Signe Sutherland (July 2024)

The Director of Governance reminded the meeting that Pippa Goodwin would be leaving the WFCG Board at the end of March 2024 as she was now struggling to allocate time to the governance role. In addition, Angela Wellings had decided to step down as a governor at the end of her current term of office. TR confirmed that Signe Sutherland (SS) was appointed for a two-year period when BCA merged with WFCG and was now coming to the end of her first two-year term of office. After discussion, the meeting agreed that SS was still adding considerable value as a Member of Q&C Committee, Resources Committee and in her role as Link Governor for Apprenticeships.

14.
14.1

The meeting agreed that Signe Sutherland (SS) should be re-appointed for a second term of office: a four-year period from 1 August 2024.

All Members were agreed.

[SS re-joined the meeting.]

- **Succession Planning for Chair:** The meeting discussed the best course of action on succession planning for a new Chair of Governors when AW left her role at the end of July 2024. The Director of Governance (TR) informed the meeting that this had been discussed by Strategy Governance & Search (SG&S) Committee at their meeting on 7 February and then again at the recent Extraordinary meeting held on 13 March 2024. The possibility of external recruitment had been discussed as well as the options around remuneration for the Chair's role. TR reminded the meeting that any colleges wishing to pay a Chair had to seek permission from The Charity Commission which was complicated and protracted. TR informed the meeting that after detailed discussion SG&S Committee believed that the College would be best served by appointing an internal candidate rather than looking externally. The meeting discussed the pros and cons of each option or of pursuing both – internal and external candidates – was discussed. The Chair of SG&S (TC) highlighted the Committee belief that there were suitably qualified members of the Corporation to take on the Chair role and the college would be best served at the current time with someone who understood WFCG's corporate history. The meeting agreed that all Governors should be asked whether they were interested in taking on the role (timeline after the Easter break 2024). The nomination/ election process would then be in place for the July 2024 Corporation meeting.

The meeting AGREED that the appointment of a successor for AW should be sought internally.

ACTION: All Board Members should be asked (during April 2024) to consider taking over the Chair's role from August 2024.

All Members were agreed.

- **Appointment of new External Governors** (as recommended by SG&S Committee)

Antonia Spinks: The meeting considered a proposal that Antonia Spinks (AS) currently a co-opted member of Quality & Curriculum Committee be appointed as a Corporation Member (Governor). This would fill the vacancy created by the resignation of Pippa Goodwin. TR informed the meeting that this proposal for full membership had been drafted in advance of Pippa Goodwin's resignation to bolster the Governing Body in advance of any Ofsted Inspection. The meeting noted that AS was an experience educationalist and had indeed added great value to the Corporation during the recent Ofsted inspection. In her role as a co-opted governor AS already had an awareness of WFCG, its values and its strengths and weaknesses. The meeting considered a copy of AS's Curriculum Vitae and governors noted her strengths in driving equality and celebrating diversity which was a current area for improvement in governance at WFCG. TR informed the meeting that AS had also asked to become a member of the Resources Committee which would bolster the membership of this committee.

Louise Fellows: The Board was asked to consider the appointment of Louise Fellows as a Corporation member of TWFCG. TR highlighted that this would fill the identified skills gap for a governor with current IT/ digital/ cyber/ AI expertise (as highlighted in SG&S Committee minutes from 7 February 2024). The meeting considered LF's CV and noted that Louise was a business leader who had over 25 years' experience within the IT/ Teleco & Software industry. LF was Chair of Governors at BCA for a short period (January to December 2016) but left the role when she re-located to Devon. Now back in the locality her current role was Vice President (Northern Europe) for HashiCorp a software company focussed on providing 'a suite of multi-cloud infrastructure automation products'. In addition, LF had experience working as a Board Chair with Young Enterprise in Devon and had previously been a board member on several local boards, including Slough Aspire, Slough Business Community Partnership and Slough Skills & Enterprise. The appointment of LF would also enable the WFCG Board to maintain its 50/50 split on gender of external governor membership once AW and PG left the Corporation. SG&S Committee were recommending that LF became a

TR

MINUTE NO.		ACTION
	<p>member of the Resources Committee which would bolster the membership of that committee.</p> <p>The Meeting AGREED that:</p> <ul style="list-style-type: none"> a) Antonia Spinks be appointed a full member of the Corporation at TWFCG (from 21 March 2024) for a standard four-year term of office. AS to stay on Q&C Committee and also to be appointed to Resources Committee b) Louise Fellows be appointed a full member of the Corporation at TWFCG (from 1 April 2024) for a standard four-year term of office. LF to be appointed to Resources Committee <p>All Members were agreed.</p>	
14.2	<p><u>Mirror Board</u></p> <p>The Director of Governance (TR) presented a report which outlined proposals for Stage 2 and elements of Stage 3 of the Mirror Board Project received from the external consultant (SR) at 'Inclusive Transformations Ltd.' Governors were reminded that these 'stages' covered the following work:</p> <ul style="list-style-type: none"> i) Stage 2: Develop and gain Board level commitment to the Mirror Board structure including support for reverse mentoring and Cultural Intelligence Training. ii) Stage 3: Design and facilitate the mirror board selection process. <p>The meeting consider a report which detailed the proposed Mirror Board structure and membership and the proposals for reverse mentoring and Cultural Intelligence (CQ) Training. Governors were impressed with the CQ Training which would add value to existing Board Members skills. The meeting also considered the draft Mirror Board advertisement and recruitment pack. Governors sought clarity on who would be involved in the recruitment process and whether there would be any Governor involvement. TR informed the meeting that once the proposal was approved by the Board, Members of the Executive would meet with the consultant (SR) to map out the detailed action plan for taking this work forward. The date of this planning meeting was 26 March 2024. Governors suggested that an additional 'community stakeholder' who could be approached during the recruitment phase should be Jobcentre +.</p> <p>The Board was assured that the detail of the proposal had been considered by Strategy Governance & Search (SG&S) Committee on 13 March and the Committee were recommending the proposal for approval by the Corporation. The meeting commended this paper which made the Mirror Board concept easier to understand and reinforced how the suggested operation would enhance governance at WFCG.</p> <p>The meeting APPROVED the suggested Mirror Board structure and membership and the proposals for the recruitment and selection process.</p> <p>ACTION: Detailed action planning – including accountabilities for each element of recruitment – to be completed on 26 March 2024.</p>	<p>TR/SR</p> <p>GM/ TR/ SR</p>
14.3	<p><u>Scheme of Delegation</u></p> <p>The Director of Governance presented a draft Scheme of Delegation for TWFCG. The external governance review had highlighted that it was good practice for FE Colleges to have a formal Scheme of Delegation in place. This would clearly define both the delegable and non-delegable roles of the Board, the Chair, the CEO, and the Director of Governance. The meeting considered a draft format follows good practice guidelines and summarises the current operation of governance at TWFCG. TR confirmed that there was no additional action required in response to this new summary policy. The policy had been considered at SG&S Committee on 7 February and the meeting had made a few suggestions for amendments to the Scheme of Delegation to enhance clarity and grammar; TR confirmed that these had now been actioned.</p> <p>The meeting APPROVED the Scheme of Delegation as presented, as recommended by the SG&S Committee.</p> <p>All Members were agreed.</p>	

14.4

Governance Action Plan 2023/24 and Skills Audit

The Director of Governance presented an update on progress against the Governance Action Plan 2023/24 approved by the Board in December 2023; this had arisen from the self-assessment of governance for 2022/23. The meeting noted a RAG rated document detailing progress against the six key actions within the Governance Improvement/ Action Plan:

- i) To establish a **Mirror Board at TWFCG** (working with a specialist external consultant). TR confirmed that this work was progressing well in accordance with the planned timeline as discussed earlier on the agenda.
- ii) Further development of the **Governor Link programme** to encourage better engagement from Governors. To include contact with curriculum area throughout the year and participation in termly Quality Review Boards (QRBs) and self-assessment. TR confirmed that Link Governors had attended Student Link meeting during February and March 2024. Other governors were also undertaking learning walks and visits to Langley College and Windsor.
- iii) **Improved information (rather than data)** to all sub-committees and Board meetings to enable governors to focus on key areas of strength and weakness. All paper authors to provide clear executive summaries for all papers. TR confirmed that progress had been made on this with clearer Executive summaries for all papers and detailed papers being submitted as annexes to the Board papers.
- iv) Continue to oversee the development of **robust safeguarding arrangements** to ensure outstanding practice for safeguarding, Prevent and British Values. TR confirmed that a recent Safeguarding Audit – January 2024 – had been very positive with limited recommendations for improvement.
- v) **Succession Planning for future Board and sub-committee membership** to ensure that the Board maintains the correct balance of skills and experience as the College moves into new curriculum areas e.g. creative and screen industries. (Includes a detailed Skills Audit.)
- vi) **Increased support and mentoring for student and staff governors.** TR informed the meeting that more work needed to be done on this area.

The meeting considered and approved a Skills Audit format which was proposed by the Director of Governance (TR). TR also suggested that the Board of WFCG should consider undertaking an informal audit of Boardroom Styles to consider characteristics and behaviours of governors as well as skills and experience. The meeting agreed that this might be a follow-up to the Lumina Splash Team building work undertaken in May 2023.

The meeting NOTED the progress made to date against the Governance Improvement Plan 2023/24. The meeting APPROVED the format of the Skills Audit as presented.

All Members were agreed.

ACTION: Skills Audit and EDI questionnaire to be issued by 17 April 2024.

TR

14.5

RAG rated Strategy Map 2023-25

The CEO presented an updated version of the WFCG Strategic Map which was now RAG rated to clearly demonstrate progress to date against this plan; Governors commended this new addition. The Director of Governance highlighted that all committees had now considered how well they continued to discharge their duty to monitor progress against their allocated Strategic Priorities. GM informed the meeting that this document had been well received by Ofsted along with the linked Skills Strategy.

The RAG rated College Strategic Map was NOTED and commended.

The Governance update report was NOTED and RECEIVED.

15.

Applications Report: Enrolment 2024/25

The meeting noted the current applications report for 16-19 programmes at 12/03/24 which showed that the Group was 10% (346 learners) ahead of the same position in the prior

year. The current 'growth' in applications by college was BCA 8% (+95), Langley 6% (+35), Strode's 6% (+67) and Windsor 22% (+149). The big increase at Windsor was predicated on the LSIF partnership work and the change of focus for this campus (to Screen Industries) in line with the strategy agreed by the Governors in July 2023.

The CEO reminded the meeting that the budget reforecast paper which had been considered earlier in the meeting did not have any growth in learner numbers for 2024/25 included. However, GM confirmed that if the conversion rate for these applications was as expected the lagged funding figure for 2025/26 would continue the upward income trajectory for the college.

The applications update was NOTED

16.

Risk Register

The meeting considered the Risk Register for 2023/24 which had recently been comprehensively reviewed and updated by the Senior Leadership Team. Governors were informed that the Audit Committee had considered the Risk Register – format and content – in detail at their meeting on 6 March 2024. The meeting noted the highest scoring risks and the update narrative explaining current mitigation and assurance levels.

- Risk 1 Failure to meet budget forecast (risk score raised to 20 'red' from 16 'amber'): Acute risk linked to financial health. As discussed earlier in the meeting the upwards pressure on pay was still a very real concern.
- Risk 2 Uncertainty and risks associated with emerging national curriculum reforms (risk score remains at 12 'amber'): This key 'acute' risk was being well managed and senior staff were fully engaged in advisory groups linked to reform.
- 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. The meeting discussed the risk appetite in relation to this risk which would always necessarily be very low.
- Risk 4 Poor student outcome data at Langley results in a challenge to the Good Ofsted rating (risk score remains at 12 'amber'): The meeting was reminded that the Langley data had improved for 2022/23. The CEO confirmed that the Ofsted inspection had now provided a strong external assurance around all aspects of quality for the Corporation.

GM highlighted the changes that had been made to the format of the Risk Register in response to previous challenge from Audit Committee members. These changes to the format were to improve clarity and effectiveness in managing risks. The modifications included: Addition of a Risk Appetite Level (a new column allowed for a nuanced understanding of the college's tolerance for risk); Categorisation of Risks (Risks were now classified as either acute or chronic, providing a clearer perspective on their nature and urgency); Updated Control Measures and Success Metrics (the RAG rating system keeps control measures and success metrics up to date, ensuring ongoing relevance and effectiveness); Inclusion of a Target Risk Score (this score enhanced the current assessment of the strength of assurance, guiding strategic focus); Highlighting New Actions (All new actions undertaken to mitigate risks are marked in yellow, drawing attention to recent efforts and facilitating quick review).

Members NOTED and RECEIVED the updated College Risk Register.

17.

In-year academic report 2023/24

The meeting noted a report which advised and updated Governors on the in-year position against KPIs. This report presents an analysis of in year performance for the 16-19 study provision, Adult (19+) education and Higher Education provision. This report was less detailed than usual due to the Ofsted Inspection causing the Q&C Committee to be delayed.

The meeting agreed that the detailed quality data presented in the Ofsted briefing for Governors, along with the strong Ofsted assessment had provided the Corporation sufficient assurance on all aspects of academic quality at this point in the year. TR confirmed that a

new date for Q&C Committee would be set for week commencing 22 April 2024; this meeting would focus on the post-Ofsted Action Plan

The academic report was NOTED and RECEIVED

[Tony Haines and the student governors (AK and KP) left the meeting at 7.05pm.]

18. **Finance Directorate Report**

• ***Management Accounts January 2024***

The Group Finance Director (LG) presented the management accounts for January 2024 which had previously been circulated to all governors by email. The meeting was assured that the February management accounts would be circulated to all governors by the end of the week. Governors sought, and were given, assurance that these did not contain any surprises.

The final key financial indicators for the first five months of the financial year were noted as follows against the January 2024 reforecast budget:

- The EBITDA for the year-to-date (YTD) amounted to £1.032 million compared to the reforecast of £994,000 i.e. £38,000 adverse.
- For the year to date there were variances against forecast in income (£47,000 positive), pay costs (£7,000 adverse) and non-pay costs (£53,000 adverse). The non-pay costs were ahead due to curriculum costs being front loaded. LG assured the meeting that due to the recent hold on budgets the final year-end position was expected to be in line with the reforecast.
- The cash balance at the end of January was £3.638 million in credit, which was £57,000 ahead of the reforecast.
- The financial health for the 12 months to 31 January 2024 was at 'Requires Improvement', 150 points.

The meeting took the detailed Management Accounts as read; the reforecast agenda item had discussed much of the detail.

The Management Accounts for January 2024 were NOTED and RECEIVED.

ACTION: February 2024 Management Accounts to be circulated ASAP.

LG/ TR

19. **Annual Accountability Statement**

TR presented the recent guidance from Department for Education 'Meeting Skills needs: Guidance on Annual Accountability Agreements 2024/225 and the Local Needs Duty' (published December 2023). This DfE guidance was to support providers in the creation and submission of their annual Accountability Statement for 2024 to 2025 and incorporated and replaced the 'Review of education or training in relation to local needs' guidance published in July 2022.

TR confirmed that the revised guidance aligned and simplified the requirements for annual Accountability Agreements and the statutory duty for Governors to review how well the education and training that their college provided was meeting local needs. The meeting noted that the DfE had removed the need for colleges to publish two separate documents and enabled them to fulfil both requirements for annual Accountability Agreements and the Local Needs Duty in a single annual return. TR confirmed that for colleges and designated institutions in scope for the Local Needs Duty, (this includes all FE and sixth form colleges), the Annual Accountability Statement 2024/25 should also report on how well the education and training provided by WFCG was meeting local needs and what actions they and other providers could take to meet those needs better. In particular to better ensure learners have the skills needed to secure suitable employment. The possible impact of devolution in Surrey and Buckinghamshire – although probably limited – would be considered for the 2024/25 update. TR highlighted that for the year 2024/25 providers were required to submit their next annual Accountability Statement by 30 June 2024; this would be brought to the WFCG Board for approval on 17 May 2024. TR suggested that in order for a draft of the Accountability

MINUTE NO.		ACTION
	<p>Statement 2024/25 to come via SG&S Committee there would be a need to timetable an additional 'one-item' SG&S meeting in early May 2024.</p> <p>The new DfE guidance was NOTED and RECEIVED.</p> <p>ACTION: An additional SG&S Committee to consider the Accountability Statement would be diarised for early May 2024.</p>	TR
20.	<p><u>Update on FE Commissioner Curriculum Planning Project (CEFSS)</u></p> <p>The CEO (GM) presented the report from recent project undertaken with the FE Commissioner's Efficiency & Financial Sustainability Support (CEFSS). This college-requested work – after a suggestion by Audit Committee - was to assist with the post-merger harmonisation of the curriculum planning process with a view to seeking out ways to improve. The meeting was reminded that the review work took place in November 2023 and the initial feedback provided few actions. However, the report - issued in February 2024 – had made several suggestions. These had been discussed in detail at Audit and Resources Committee and were noted by the meeting. Through the suggested actions, the report anticipated potential savings and income increases totalling £864k. However, GM highlighted that these were generalised figure, and the FEC Team had not yet provided detailed analysis to support this other than the following:</p> <ul style="list-style-type: none"> • A 3 percentage-point increase in staff efficiency, potentially saving £438k. • Reduction in over-teaching, potentially saving £260k. • Improved group size efficiency, potentially saving £166k. <p>GM informed the meeting that some changes had been agreed to the final report after members of SLT had met with the FEC Team. However, the report had confirmed that WFCG could reduce the teaching hours on large programmes from circa 680 to 592. GM confirmed that the observations from the FEC Team had been helpful and would provide as strong steer for management to engage with curriculum teams to establish class sizes and teaching hours. Another area for focus would be to ensure that contact hours were timetabled for 25 hours for all teaching staff. Finally, the management team would need to ensure that the curriculum plan optimised group sizes e.g. around English and Maths. GM confirmed that the final curriculum plan would be completed just after Easter and she was looking for circa £700k of efficiencies in 2024/25.</p> <p>The CEFSS Report was NOTED and RECEIVED.</p>	
21.	<p><u>FE Commissioner Annual Report December 2023.</u></p> <p>The meeting noted the FE Commissioners Annual Report 2022/23 which had been published in December 2023. TR confirmed that this was for information and to give Governors wider sector context.</p> <p>The FE Commissioner's Annual Report was NOTED and RECEIVED</p>	
22.	<p><u>Minutes from Strategy Governance & Search Committee – 7 February & 13 March '24</u></p> <p>The Chair of the Committee (TC) confirmed that the major matters considered by the meetings had been brought forward to the Board within the current agenda.</p> <p>The minutes from 7 February 2024 were NOTED and RECEIVED</p> <p>The minutes from the extraordinary meeting on 13 March were NOTED as to follow.</p>	
23.	<p><u>Minutes from Audit Committee – 6 March 2024</u></p> <p>The Chair of the Committee (JC) confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda.</p> <p>The minutes were NOTED and RECEIVED</p>	

<u>MINUTE NO.</u>		<u>ACTION</u>
24.	<p><u>Minutes from Resources Committee – 7 March 2024</u></p> <p>In the absence of the Committee Chair (SF) the Director of Governance confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda.</p> <p><i>The minutes were NOTED and RECEIVED</i></p>	
25.	<p><u>Minutes from Quality & Curriculum Committee – 14 March 2024</u></p> <p>TR reminded the meeting that this meeting had been postponed until after the Easter break due to the Ofsted Inspection. The new date in April would allow the Q&C Committee to review and agree the Post-Ofsted Action Plan.</p> <p><i>NOTED</i></p>	
26.	<p><u>Dates and Times of Future Meetings and Events</u></p> <p>The dates and times of future meetings were noted. TR confirmed that Corporation meetings were scheduled on:</p> <ul style="list-style-type: none"> • Friday, 17 May 2024, 8.30am to 1.30pm Strategy Event and meeting at Langley College • Wednesday, 3 July 2024, 4.30pm at Langley College <p><i>NOTED</i></p>	
27.	<p><u>Any Urgent Business</u></p> <ul style="list-style-type: none"> • <u>Retirement of Deputy CEO</u> <p>The Chair of Governors closed the meeting by thanking the Deputy CEO (RM) for his input over the last 10 years at BCA and WFCG. AW reminded the meeting that this would be RM's last Corporation meeting before his retirement at the end of March 2024. AW thanked RM for his considerable efforts as Deputy CEO post-merger which had been a testing period financially for the new college group. She thanked RM for his knowledge and professionalism and asserted that he would be missed. RM thanked the meeting for their kind comments and assured them that he was leaving the finances in the safe hands of the Group Finance Director (LG). RM reminded the meeting of his 'leaving tea' to be held at BCA on Thursday 28 March at 3pm.</p> <p><i>The meeting recorded a formal vote of thanks for Richard Munday in his role as Deputy CEO and wished him well in his retirement.</i></p> <p>There was no other urgent business.</p> <p>The meeting ended at 7.20pm.</p>	

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

Staff and Student Governors were asked to leave the meeting as there were some Part II minutes which related to senior staff (Remuneration Committee minutes from 4 January and 12 March 2024).