



THE WINDSOR FOREST COLLEGES GROUP BOARD OF GOVERNORS

Part I MINUTES OF A MEETING

Held on Zoom on Wednesday 9 October 2024 at 17.00

PRESENT:	Angela Wellings (<i>Chair</i>)	(1 out of 1)
	Jacob Clay (<i>Staff Governor Academic: Sixth Form</i>)	(1 out of 1)
	Tina Coates	(1 out of 1)
	Jo Croft	(1 out of 1)
	Louise Fellows	(1 out of 1)
	Nathan Garat	(1 out of 1)
	Anthony Haines	(1 out of 1)
	Nathan Green (<i>FE Student Governor</i>)	(1 out of 1)
	Rob Lewis (<i>Vice Chair</i>)	(1 out of 1)
	Gillian May (<i>Group Principal & Chief Executive</i>)	(1 out of 1)
	Janet Robertson (<i>Staff Governor BCA</i>)	(1 out of 1)
	Antonia Spinks	(1 out of 1)
	Signe Sutherland	(1 out of 1)
	Ian Thomson	(1 out of 1)
	Kiran Virdee	(1 out of 1)
	Alison Wheatley (<i>Staff Governor Support</i>)	(1 out of 1)
APOLOGIES:	Sam Foley	
	Paul Britton	
IN ATTENDANCE:	Anne Entwistle	<i>Principal FE</i>
	Amanda Down	<i>Principal Sixth Form</i>
	Lucy Gill	<i>Group Finance Director</i>
	Karen Griffiths	<i>Group Vice Principal</i>
	Tracy Reeve	<i>Group Director of Governance</i>

<u>MINUTE NO.</u>		<u>ACTION</u>
1.	<u>Housekeeping</u> The Chair welcomed the Student Governor FE – Nathan Green - to his first meeting. AW apologised for the late decision to move the meeting online but due to a number of governors asking to attend online it had seemed the best option as hybrid meetings were never ideal. AW asked all Governors to make a concerted effort to attend the December meeting in person.	
2.	<u>Apologies for Absence</u> Apologies for absence had been received from Governors as detailed above.	
3.	<u>AOB</u> There was no urgent other business notified.	
4.	<u>Declarations of Interest</u> There were no declarations of interest.	
5.	<u>Minutes of the Previous Meetings held on 3 July and 12 September 2024</u> The Part I Minutes of the previous meetings held on 3 July and 12 September 2024, 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 Meetings held on 3 July & 12 September 2024

The Director of Governance presented a report which updated the meeting on the current status of all the 'matters arising'. All were completed or on track for timely completion.

The update was NOTED

- Rebrand of Langley College

The meeting noted a recent press release (2 October 2024) which highlighted the rebranding of Langley College to Slough and Langley College.

The update was NOTED

- ESFA Funding Audit 2022-23

The Group Vice Principal (KG) gave the meeting a verbal update which confirmed that the protracted ESFA Funding Audit 2022-23 undertaken by PwC had concluded in July 2024 and the final report from PwC was now available (it had been considered in detail by Audit Committee on 25 September 2024). The final clawback identified was a maximum of £96,830 (exactly as anticipated); £13k of this was outside of the inspection period so the clawback was £83k (the vast majority of which was apprenticeship funding and reflected full year values which were not always appropriate). KG confirmed that an action plan had been put in place to take forward the recommendations of the report and that none of the recommendations had been a surprise to the management team. Governors were assured that the recommendations had been put in place for the new starters in 2024/25 and all the apprenticeship team staff now appreciated the importance of ensuring consistency across the whole college group. The Chair asked for the Exec Team to pass on the thanks of the governors to all staff involved in this very long and stressful audit.

The update was NOTED

UPDATE REPORTS

7.

Staff Governor Updates

- **BCA (JR):** JR highlighted the very busy Open Day that had taken place at BCA on 5 October. Recent work had taken place on the campus to reconfigure staff offices so that additional social space had been freed up for students.

- **Sixth Form – Windsor College (JC):** JC affirmed that seven weeks after GCSE results day the new academic year had now settled into 'business as usual'. There was a lot of assessment preparation underway for mock exams in November. A level assessments and controlled assessments for BTECs were taking place and the GCSE retakes would happen in November. The deadline for early UCAS applications - for Oxbridge, medicine etc. – was imminent (15 October 2024) and there had been six early applications at Windsor and 18 at Strode's to date. There was also a lot of preparation taking place for T Levels which would present a big change for teaching staff. JC highlighted that the 6th form governor for 2024/25 had not yet been identified but student liaison teams were working on this. JC reminded the meeting that the next Sixth Form Open Evenings would take place on 15 and 16 October and suggested that it would be a good opportunity for governors to pop into the colleges.

- **Support Staff FE (AW):** AW highlighted the positive start to the new academic year at Slough & Langley College. The new regular online All Staff briefing sessions were allowing staff to feel better involved about the whole college group. The new term had started well, and the Freshers Event at Slough & Langley College had been very well attended. A shelter in place (lockdown) drill had also now taken place at the Langley Campus which had gone well. AW highlighted the FE Sector AI Event that WFCG was hosting on 25 October and an MP visit scheduled for 15 November. Staff Governor AW informed the meeting that she would be checking whether the change of name to Slough & Langley College was a reportable event for the purposes of the Office for Students (OfS).

8.

CEO/ Group Principal's Report

- Year-end 2023-24

The CEO (GM) and the Group Finance Director (LG) shared a presentation which had also been shared with Audit Committee (25 September) and Resources Committee (26

September) for information. The final end-year position on 31 July 2024 was slightly adrift of the College Financial Forecasting Return (CFFR) forecast with an EBITDA deficit of £2.125m (4% of revenue). Governors sought and were given confirmation that the financial health grade would remain at Requires Improvement as forecast in the CFFR. The meeting was reminded of the impact of the following five factors on pay costs:

- Post merger contractual alignment
- Removal of pay band G
- Progression related pay 2024 which had amounted to £692,000
- 5% increase in TPS pension contributions April 2024
- Replacement rate pressure on new recruits

LG highlighted that £140,000 of the restructuring costs related to July so had been posted in the 2023-24 year. The meeting was assured that management continued to proactively manage payroll costs and the August and September payroll had been below budget reflecting the restructure implemented at the end of 2023-24.

The CEO (GM) reminded the meeting that the pre-merger position for WFCG had been a negative EBITDA position (when the additional income from Strode's Lane was excluded) and BCA had been breaking even. The WFCG and BCA merger had cost a considerable amount, and the College received no funding to support this from DfE. The continued growth in learner numbers with lagged funding of £2.2m being received in 2024/25 and the lower payroll baseline would mean that the College returned to a positive EBITDA position of circa £1.6m in 2024/25 rather than in 2023/24 as originally planned at merger. The strong enrolment for 2024/25 would also continue the growth in lagged funding into the 2025/26 academic year. GM informed the meeting that when the FE Commissioner had visited Langley College in July 2024 the management team had briefed her on the poor year-end position 2023-24 but highlighted that 2024/25 would be the turnaround year – one year later than originally planned in the post-merger plan. GM suggested that once the Financial Statements 2023/24 were finalised and submitted to the ESFA (January 2025) the Governors should formally write to the FE Commissioner to outline the disappointing year-end position but also to highlight the return to a positive EBITDA position in 2024/25. Governors agreed that this seemed a sensible proposal and noted that it had also been supported by Audit Committee and Resources Committee Members.

GM reminded the meeting that management would know the final retained student numbers for 2024/25 by mid-October, but SLT were currently expecting a similar level of lagged funding added to the budget for 2025/26 as received in 2024/25 (£2.2m). GM reminded the meeting of the efforts taken to contain the salary budget and confirmed that the growth in 2024/25 had not incurred large increases in delivery costs as group sizes were bigger and staff utilisation improved thanks to better curriculum planning.

GM informed the Corporation meeting that she and the Group Finance Director had met with the College's ESFA link team earlier in the afternoon to discuss the year-end position 2023/24. The ESFA Team had been very positive – they were understanding of the context of the merger and the pressures on the budget 2023/24 and they had been assured in relation to the financial recovery 2024-25. The Chair commended the ongoing transparency and the positive meeting with the ESFA. Governors asserted the need for the management team to keep a very close focus on cash and net debt. GM confirmed that she had informed the ESFA of the College plans to invest in IT infrastructure and systems during 2024/25 which would use the cash generated by operations during 2024/25. Governors commended the level of detail shared with the meeting which enabled the Board to demonstrate close governance scrutiny. GM confirmed that the monthly management accounts and cash position would be shared with governors on a monthly basis as per usual during 2024/25.

- Progression pay award 2024

The CEO/ Group Principal presented a report which outlined the college's pay structure, benchmarking, recruitment challenges and union demands for information. The aim of this paper was to guide decisions on pay progression and payroll budget implications. Governors were reminded that the 2024/25 WFCG budget included £640k for pay progression, with no cost-of-living increase. Recruitment challenges persisted. However, GM informed the

meeting that the tight controls on the payroll budget put in place by the Exec Team were working and the September 2024 payroll had been within the budget.

The meeting noted that benchmarking data had shown that the college salary scales were competitive (in the upper quartile for college pay), and holiday entitlement was well above average. However, union demands for pay increases continued to pose financial risks. The meeting noted that the current Joint Union pay claim for the FE sector included significant requests:

- A 10% or £3,000 increase in pay, whichever is greater.
- Colleges to adopt the Foundation Living Wage.
- A commitment to close pay gaps between Further Education and schoolteachers, as well as gender, ethnic, and disability pay gaps.
- Workload improvements, including a national policy on guided learning hours and a set of agreed wellbeing protocols.

These demands would significantly affect the college's pay budget and needed to be considered in the context of WFCG's financial constraints and current recruitment challenges. GM suggested that the Corporation should wait for the Association of Colleges (AoC) recommendation to be made in relation to this Joint Union demand.

The meeting noted that staff attendance at All Staff briefings in 2024/25 had been strong when the College's financial position has been discussed. Management had made it clear that there was no room in the budget for a Cost of Living (COL) pay increase 2024. This would only change if colleges received some additional funding from the government in the Autumn Statement. The meeting sought the views of Staff Governors on the current position. AW informed the meeting that staff at Slough & Langley College appreciated the briefings and the detail in relation to the financial position of the college. JC affirmed that staff at Windsor were not thrilled about the lack of a COL increase, but they were understanding.

The Corporation AGREED to maintain the agreed budget position of awarding pay progression but no cost-of-living increase until such a time as the government made a pay award to the college sector.

- Letter to local MPs

The meeting noted a letter template that had been sent to the four local MPs within the catchment of WFCG: Joshua Reynolds (Maidenhead), Tanmanjeet Singh Dhesi (Slough), Dr Ben Spencer (Runnymede and Weybridge) and Jack Rankin (Windsor). This letter was based on a template supplied by the Association of Colleges (AoC) and referenced the need for MPs to lobby the Chancellor of the Exchequer on the following aspects of FE college funding: the need to fund college pay increase (to match recent award to schoolteachers); funding for in-year growth as well as capital investment; and VAT relief for FE colleges to mirror that applied to schools.

The meeting noted that Joshua Reynolds had visited BCA on Friday 4 October and other local MPs would be visiting other campuses during November. GM informed the meeting that Tan Dhesi now conducted some of his MP Clinics on site at Slough & Langley College.

The Group Principal's update was NOTED

ITEMS FOR APPROVAL/ DECISION

9.

Estates Matters: Capital Development Steering Group (CDSG)

- Contract of sale of land at Honey Lane

The Board considered a paper which asked them to delegate authority to the CDSG to approve and sign the contract for the sale of land off Honey Lane, Burchetts Green, to Elivia Homes Limited for £12,045,000 (less agreed costs), subject to the agreed terms and conditions outlined in the transaction documents. The meeting was reminded that at the meeting on 3 July 2024 the Corporation had considered the Transaction Documents and been updated on the final sale price of £11.149m. At this point the Board had "APPROVED the

sale of land off Honey Lane, Burchetts Green, to Elivia Homes Ltd for £12.045m less agreed costs subject to the terms and conditions outlined in the transaction documents". The meeting noted that both sets of solicitors were finalising the sale contract and this would be considered at the CDSG meeting on 22 October 2024. The meeting was assured that there had been no change to the sale price or terms and conditions since reported to the Board on 3 July 2024.

The Chair of CDSG (JC) confirmed that CDSG were mindful that the contract exchange was very close but it did need to be driven forward with some urgency.

The meeting **RESOLVED** to give delegated authority to the CDSG to approve the final sale contract contingent on there being no detrimental changes to terms and conditions or final sale price since last seen by the Board.

- *Heads of Terms for lease of E Block at Slough and Langley College*

The Board considered a paper which asked them to delegate authority to the CDSG to finalise and approve the lease agreement for E Block with Langley Hall Primary Academy, ensuring that all terms were thoroughly reviewed and in alignment with the board's strategic and financial interests. The CEO (GM) outlined that the proposed lease for E Block entailed a direct agreement with Langley Hall Primary Academy (LHPA). The proposed terms were as follows:

- Lease Duration: An initial period of 24 years, with break clauses at six-year intervals. Rent review terms are to be confirmed.
- Annual Rent: £105,000 per annum, based on the open market valuation.
- Type of Lease: Tenant repair lease.
- Commencement Date: 1st January 2025.

GM confirmed that college solicitors - Field Seymour Parkes - had been appointed to draft the Heads of Terms (HoT), which would be discussed and reviewed by the Capital Development Steering Group (CDSG). GM informed the meeting that management were keen to go from the HoTs to the final lease agreement; this would be unremarkable and based on a standard format. GM reminded the meeting that the valuations and terms had been based on a market assessment undertaken by Vail Williams and would generate an income of £3m over the period of the lease.

The Corporation RESOLVED to delegate authority to the CDSG to finalise and approve the lease agreement for E Block with Langley Hall Primary Academy

10.

POLICY APPROVAL

- *TWFCG Revised Financial Regulations*

The meeting considered revised Financial Regulations which were being presented for annual review. The Group Finance Director (LG) confirmed that these had been considered at Resources Committee on 26 September and were being recommended for approval; there were no significant changes.

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

(All Members were agreed.)

- *Treasury Management Policy*

The meeting considered a Treasury Management Policy which had been drafted at the request of the Capital Development Steering Group (CDSG) and had been considered at CDSG and at Resources Committee on 26 September 2024 and it was being recommended for approval. LG affirmed that the main driver for this new policy was to facilitate the management of cash from the Honey Lane sale to enable the college to access the highest interest rates in the short term while the heritage asset repair work was completed. LG confirmed that any interest earned would also have to be ring-fenced for the heritage repair project.

Members considered and APPROVED the Treasury Management Policy as recommended by the Resources Committee.

(All Members were agreed.)

- Health & Safety Policy

The meeting considered an updated WFCG Health & Safety Policy (for biennial review) and the accompanying Health & Safety statement (updated annually) that would be signed by the CEO and the Chair of the Corporation. The Director of Governance (TR) confirmed that these policies were non delegable and had to be approved by the Corporation.

Members considered and APPROVED the updated Health & Safety Policy and the Annual H&S Statement which would be signed as required by the Chair and CEO.

(All Members were agreed.)

11.

Risk Register

The Group Principal (GM) presented the Risk Register for 2024/25 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. The meeting noted the highest scoring risks and the updated narrative explaining current mitigation and assurance levels. Governors were assured that the Risk Register had been discussed in detail at recent Audit Committee and Resources Committee meetings.

- Risk 1 Failure to meet budget forecast (risk score now reduced to 16 'amber' from 20 'red'): Acute risk linked to financial health. The upwards pressure on pay was still a very real concern. The funding audit had also been an ongoing issue but was now resolved as discussed earlier in the meeting. GM confirmed that the risk had remained high for 2023/24 and was reflected in the year-end position, but lagged funding and tight control of costs would return the College to a positive EBITDA and financial health in 2024/25. GM confirmed that the financial indicators were on track to meet the year-end forecast as the first two months payroll had been in line with budget and the strong enrolment had enabled learner growth. GM reminded the meeting that there was no guarantee of lagged funding being available after 2025/26 for 16-18 and budgets for adult learning would not be increased.
- Risk 2 IT Failure with loss of data for staff or students (risk score raised to 16 'amber'): This key risk was now classified as number two on the Risk Register and capital had been ringfenced during 2024/25 for essential IT improvements. It was noted that the Director IT would update Resources Committee in autumn 2024 with progress against the IT and infrastructure upgrade. The need for systems upgrades to increase efficiency had also been discussed at recent committee meetings and was now considered a priority.
- Risk 3 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 continued to be engaged in advisory groups linked to reform. The meeting noted that the recent change of government had caused a pause in future curriculum change. The meeting noted that the expected result was that some of the BTECs would not be defunded as originally planned. It was expected that that there might be some scope for applied general vocational qualifications to sit alongside T Levels; the AoC were awaiting confirmation of this before the Christmas break. There would then be a longer period of review across the post 16 landscape – Higher Education Institutions – before reform was announced. The meeting agreed that it was positive that the new government appeared to be listening to the concerns of the FE sector.
- Risk 4 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.
- Risk 5 Poor student outcome data in some curriculum areas results in a challenge to the Good Ofsted rating and the resulting impact on quality and reputation (risk score remains

at 12 'amber'): The CEO confirmed that post Ofsted inspection this continued to be a focus for management to ensure consistency across the four campuses. The review of the Strode's College curriculum was noted; the proposed changes in the offer at Strode's would come to Quality & Curriculum Committee in November 2024.

- Risk 6 Changes to external funding risk future financial sustainability (risk score remains at 12 'amber'): The CEO reminded the meeting of the pro-active approach to adult education in Slough which was now being driven forward alongside the re branding of Slough and Langley College.

Members NOTED and RECEIVED the updated College Risk Register.

- **Revised Strategic Map 2024-2029**

The CEO (GM) presented a new Strategy Map which had been reviewed by SLT and updated to reflect progress made in the two years since merger in August 2022. The headline was 'Strategy for Outstanding' and GM highlighted that the strategy was focussed on positioning WFCG to enable the college to maximise all opportunities for growth and improvement over the next five years. GM confirmed that this document would also be available in the one-page format which was used as a poster in the colleges.

Governors noted that the AoC were still awaiting announcements from the new government's vehicle for skills work 'Skills England' and new opportunities were expected. There had been some early announcements e.g. the removal of level 7 apprenticeships and the allocation of this funding (50% of the total national apprenticeship budget) back into lower levels which would benefit FE. There were also plans to align Higher Education (HE) and FE more closely with some people predicting the return of polytechnics.

Governors were reminded that the demographic forecast was for 16-18 growth to be static or decline over the next eight years. GM asserted the need for the Group to maintain market share and aim for growth in areas where possible; any 16-18 growth would be seen as a bonus. GM informed the Board that the updated Strategic Plan for the next five years was looking to ensure that WFCG was in a position where it could move immediately to onboard any opportunities. The targets in the new Strategic Plan reflected these aims. A focus for the SLT would be to ensure that all WFCG systems and processes were in the right place to accommodate growth. As discussed earlier in the meeting, the current situation was that a number of key college systems - including Finance, HR and some of the learner performance/ quality data – needed improvement or update. Governors sought, and were given, confirmation that the system replacement work was already factored into the budget for 2024-25. GM highlighted that this was the case barring any unforeseen complications. The meeting was given assurance that the Group Director of IT (DF) would be a visible presence at sub-committee and Board meetings during 2024-25 to provide Governors with clear updates on progress with this systems work.

The meeting commended the new format and agreed that it was useful to have the targets which could be mapped to Senior Postholder objectives. Governors (KV) sought clarity on how progress against the five-year objectives would be monitored during the term of the strategic plan i.e. annual progress. GM reminded the meeting that this had historically been reported to Governors by RAG rating the Strategic Map; this would be presented on an annual basis with mitigating actions where progress was not as planned.

The updated WFCG Strategy May 2024-29 was APPROVED.

12. **GOVERNANCE**

12.1 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 19 members.

- *Staff Governor designation at WFCG:* The meeting discussed the current staff governor structure at WFCG and noted that the current BCA Governor (JR) would come to the end of their current term of office in November 2024. Board Members were reminded that the role of Staff Governor BCA was created at merger to facilitate 'good feeling' at BCA. It was noted that the Strategy Governance & Search (SG&S) Committee had agreed that two-years post-merger it was now appropriate to redefine the staff governor designations which were inherited from the pre-merger WFCG. There were currently three staff governor roles: BCA, Academic Sixth Form and Support staff. The meeting agreed that the allocation of one role specifically to BCA was not equitable within the group structure now that WFCG was two years post-merger. The Director of Governance (TR) informed the meeting that SG&S Committee valued the Staff Voice on the Board and was recommending that the three staff governor roles should remain but be redesignated as:

- 1 Teaching Staff member FE
- 1 Teaching member Sixth Form
- 1 support staff member

It was suggested that these changes would be applied as the current incumbents came to the end of their term of office. All future vacancies within these categories would be open to any staff across the four colleges.

The Corporation APPROVED the recommendation on the designation of the three Staff Governor roles as outlined above.

(All Members were agreed)

- *Membership of Strategy Governance & Search Committee*

TR informed the meeting that several members of the Corporation had suggested that a previous membership model, used by East Berks College, should be employed for the membership of SG&S Committee. This would increase the membership to eight and would include all the sub-committee chairs which would improve the flow of information between the committees. This proposal was being recommended for approval by SG&S Committee.

The Corporation RESOLVED that the membership of SG&S Committee should be increased to include the sub-committee chairs.

(All Members were agreed)

12.2 Governors' Attendance Data 2023/24

The Director of Governance presented a report which detailed individual governors' attendance at Corporation and sub-committee meeting during 2023/24. TR reminded the meeting that attendance data on an individual basis now had to be included in the narrative report which accompanied the college financial statements. The meeting noted the strong attendance data and governors were reminded that the College target for attendance at Board meetings was 75%, and this was mirrored for the Committee meetings. TR highlighted that 2023/24 attendance at Board meetings was 75% (compared with 80% in the prior year). The sub-committee attendance ranged from 61% to 95% and met the target in all cases apart from Remuneration Committee which had fewer smaller meetings. The overall attendance at Board and sub-committees was 77% (81% prior year). TR assured the meeting that any examples of individual poor attendance had been followed up and challenged during the year. She also affirmed that there had been no instances of non-quoracy causing meetings to be cancelled during 2023-24.

The Attendance Report 2023-24 was NOTED and RECEIVED.

12.3 Annual Schedule of Business 2024/25

The Group Director of Governance (TR) presented the proposed Annual Schedule of Business for the Corporation and sub-committees for 2024/25. TR confirmed that this covered all known items which were either standing reports or required for regulatory or good-practice purposes. This document would be shared with Members of the SLT to enable planning of paperwork for Governing Body meetings.

The WFCG Annual Schedule of Business 2024/25 was NOTED and RECEIVED.

12.4 Use of the College Seal

The meeting noted a summary of the four uses of the WFCG seal since the last timetabled Corporation meeting in July 2024.

- i) Section 106 agreement with RBWM in relation to the Top Farm Drive planning application and development at BCA (6 August 2024)
- ii) Deed of variation: lease of the basement at BCA to Ardmore (6 August 2024)
- iii) Deed of variation: lease of the residential blocks at BCA to Ardmore (6 August 2024)
- iv) Deed of variation: Strode's Foundation (removal of the Boathouse) (3 September 2024)

The Governance update report was NOTED and RECEIVED.

12.5 Governance Self-Assessment 2023-24 & Quality Improvement Plan 2024-25

The Group Director of Governance (TR) presented a report which updated the Board on the review and self-assessment of governance that had been undertaken for 2023-24. TR was also seeking approval from Governors on the suggested priorities for governance improvement in 2024-25.

Members noted that the Governance Action Plan 2024/25 was based on feedback and findings from five separate elements of governance assessment undertaken during 2023/24:

- i) Governors Skills Audit (May 2024)
- ii) Governors EDI Survey (May 2024)
- iii) External Governance Review
- iv) Internal self-assessment
- v) The Chair's 1:1 online meetings with all individual governors

The meeting was reminded that elements (i) to (iii) had been presented to the Corporation at the July 2024 Board Meeting. The meeting discussed the suggested Governance Development Plan 2024/25 and the seven suggested components:

- i) **Succession Planning** for future Board and sub-committee membership to ensure that the Board improved its EDI composition and maintains the correct balance of skills and experience
- ii) Improved **information (rather than data)** to all sub-committees and Board meetings to enable governors to focus on key areas of strength and weakness.
- iii) To develop and maximise the input of the **Mirror Board** at TWFCG to improve the diversity of perspectives and views considered by the Board.
- iv) Further development of the **Governor Link Programme** to encourage better engagement from Governors
- v) Increased **support and mentoring for WFCG student governors and staff governors.**
- vi) Continue to oversee the robust arrangements across the college group to maintain outstanding practice for **Safeguarding, Prevent and British Values.**
- vii) Continue to review and refine **WFCG constitutional documents and governance policies** to align with best practice.

Governors suggested that there should be more consistency on the agenda for the Student Liaison Committee meetings held at each campus which were attended by Link Governors. ***It was agreed that this would be actioned but also noted that Students should be able to add items to the agenda which were specific to their College.***

ACTION: Student services leads to ensure some consistency across four colleges as suggested above.

The meeting **APPROVED** the Governance Improvement Plan 2024/25.

(All Members were agreed)

13.

Finance Director's Report

13.1

• TWFCG Management Accounts July 2024

The Group Finance Director (LG) presented the management accounts for July 2024 which had previously been circulated to all governors by email. These were largely taken as read as they had been considered earlier in the meeting. LG reminded the meeting that the July 2024 year-end figures were provisional as there would be further adjustments for the preparation of the annual statutory accounts but these adjustments were unlikely to have a material impact on the year-end operating position. The key aspects were noted as follows:

- *Income*: Total income of £45.787m included the £96,000 clawback for the ESFA Funding Audit and was £87,000 adverse against the submitted CFFR position.
- *Payroll*: Pay costs in the CFFR submission were increased by £785k to £33.671m from the March reforecast. However, the July numbers included £146k of restructuring provisions that were paid in August as the final stage of the restructuring process for the 2023/24 year. As a result, payroll costs had exceeded the CFFR position by £185k.
- *Non-pay costs* were £16.431m which was £76k adverse against the CFFR, (£105k less than the March reforecast position). Governors were assured that non pay costs had been tightly controlled however inflation in utility prices had been significant at 54%.
- *Year-end EBITDA*: The resulting FY24 position was a negative EBITDA of £2.125m resulting in an ESFA financial health grade of Requires Improvement at 150 points; this was noted as a midrange RI score.
- *Cash balance*: The cash balance on 31 July 2024 was £4.327m, which was £271k higher than forecast in the CFFR as a result of strong cash collection in advance of year end and strong commercial lettings results. The cash days on 31 July were 33.08 days which was confirmed as above the sector minimum benchmark of 25 days and had remained at this level consistently for the last four months.

The meeting took the detailed Management Accounts as read; the year-end update earlier in the meeting had discussed much of the detail. Governors sought clarity on the implications of an ongoing quarterly review with the ESFA. LG confirmed that the ESFA were understanding of the reasons for the deficit in 2023/24 – not least the costs of merger which had been self-funded by WFCG – but they would be looking for evidence of the forecast financial recovery. LG confirmed that this would be provided through the usual suite of monitoring returns and regular meetings with the ESFA territorial team. The meeting sought clarification on the likely outcome of the ESFA moderation of the college CFFR. LG confirmed that she had provided additional evidence to the ESFA Team as requested; this was in relation to the impact of progression pay and the work undertaken to control the salary expenditure.

The Management Accounts for July 2024 were NOTED and RECEIVED.

• Letter of resignation RSM Audit UK LLP

The meeting noted the letter of resignation from RSM (dated 8 August) which was being presented for information. Corporation Members were reminded that RSM had been unable to resign until the Financial Statements 2023/24 were finalised (which was delayed due to the protracted ESFA Funding Audit undertaken by PwC).

The letter of resignation from RSM was RECEIVED.

• Letter of engagement MHA

LG confirmed that the letter of engagement with the new external auditors – MHA – was now signed and returned and the detailed Audit Planning Memorandum had been discussed in detail at the recent Audit Committee with the audit lead from MHA at the meeting.

The letter of engagement with MHA was NOTED.

14.

Annual Health & Safety Report 2023-24

The Corporation meeting noted an annual report provided by the Director of Health & Safety and Transport which included details of Health and Safety (H&S) Management at BCA, Incident Reporting, Training, Policy & Procedure, and Insurance Inspection and internal

audit. The detailed report was taken as read but the meeting commended the detail provided for their assurance which demonstrated that H&S was well managed across WFCG. KG highlighted that all four colleges were now running regular 'shelter-in-place' drills as well as fire drills.

The Health and Safety Report 2023/24 was NOTED and RECEIVED.

15. **Enrolment Update 2024/25**

- **16-18 Learners**

The meeting noted the current enrolment against ESFA allocation by college. At the time of reporting, 16-19 ESFA learner headcount across the College Group was 4,787, 279 ahead of the prior year enrolment (4,508). Against current retention rates (circa 80%) management estimated that this would equate to between £1.2m and £1.4m of lagged funding to be received in 2025/26. 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 late October when the final funded number would be confirmed.

GM highlighted the very pleasing figures at Slough & Langley College which had exceeded its enrolment target of 1,250 by 10% (123 learners). BCA had also recruited well with 1652 16-18 learners enrolled against the target of 1550; this was the highest intake ever at BCA and was putting pressure on the coaches and rooming. BCA had also recruited 138 schools 14-16 students. Windsor had exceeded target by 4% (26 learners) with an intake of 646; much of this was predicated on the new creative, screen and media curriculum but all areas had recruited well. Strode's recruitment was at 97% of target 1116 against the target of 1150; this was against a previous high point of 1400 learners. GM outlined the curriculum review taking place for the Strode's offer which would be adding L2 courses and some vocational provision to sit alongside the traditional A levels.

Strode's College: Governors asked for additional clarity on the slight downturn in the Strode's data – which was an outlier to the other colleges growth - and whether there was anything that Governors should be concerned about. The Principal Sixth Form (AD) outlined the analysis undertaken with the curriculum leadership team. AD reminded the meeting that the 16-18 demographic was flat or decreasing in some areas across Surrey; many of the school sixth forms were also down in numbers. The curriculum review at Strode's had led to the decision to increase the Level 2 offer at Strode's. The College had a strong Level 3 offer but would add a new A Level in Statistics, and an Extended Certificate in Engineering. However, the majority of growth was likely to come from level 2 provision rather than stealing a greater share of the market in level 3. Recruiting more level 2 learners would also enable progression to level 3. Governors sought clarity on when this would translate into an improvement in enrolment numbers at Strode's, and whether this would be within a two- or three-year timeline. AD informed the meeting that she was hopeful of meeting this timetable but could not provide any guarantees that 2025/26 would be better as the college was operating in a very competitive market. Governors sought confirmation on how T Levels had been received at Strode's. AD confirmed that two of the College Assistant Principals were driving forward the T Level strategy across the group. Part of this would be to produce a webinar on T Levels for school liaison and school staff. FE and Sixth Form staff would also be collaborating to deliver a 'roadshow' on T Levels for schools.

Staff Governor (JC) talked about the growth at Windsor College; this was within the new creative areas but also in the humanities and business school. JC highlighted that this school now consisted of 17 courses and was the biggest curriculum area at Windsor College. AD confirmed the positive growth in humanities and agreed that the marketing in relation to Windsor needed to make learners and parents understand that Windsor had something for everyone.

The meeting talked about the continued strong growth at Slough & Langley College and staff governor AW highlighted that much of this growth was in areas with the most 'vulnerable' students. Principal FE (AE) confirmed that growth at Slough & Langley was in Foundation, Construction, Motor Vehicles and Engineering. Group sizes had now increased to 25/27 and there was a buzz in the College with good student behaviour and some excellent new staff. AE confirmed that the new term felt very positive with regard to retention and the college

culture and atmosphere. Staff continued to provide strong support for students and had a detailed appreciation of student needs.

Governors commended the very strong enrolment across the whole college group which showed compound growth on the prior year's strong enrolment. GM confirmed that the college would be submitting a request for in-year growth funding 2024/25 if it became a possibility; the availability of growth funding would not be known until later in the academic year (February 2025). The meeting commended the excellent progress against the strategic plan (2024-29) for 16-18 learners; this had the target of 4,800 full time students (retained and funded) by 2028/29. GM highlighted that the Joint Steering Group work pre-merger set the target of achieving 241 additional learners in 2023/24 and a further 200 by 2024/25; both targets had now been exceeded with compound enrolment growth post-merger of 664 (385+279).

- **Higher Education and Access**

HE and Access courses were ahead of the prior year. Access to HE enrolment was strong at 84 learners (compared with 48 in the prior year); the Access to HE in Nursing course was particularly strong with 36 recruits (21 in prior year). The College had enrolled 134 HE students (compared with 118 in the prior year). The meeting took the detailed data by course as read.

Governors commended the continued growth which 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

16. **Closure of ESFA as an Executive Agency**

The meeting noted a letter from the CEO of the ESFA outlining the plans to close the ESFA as an Executive Agency in March 2025. GM confirmed that the dealings with ESFA staff continued as usual and would transfer across to DfE. It was noted that the majority of ESFA staff would transfer across to the DfE with a small efficiency saving – 4-5% - planned.

NOTED

ITEMS TO BE TAKEN AS READ

17. **Skills England Report: driving growth and widening opportunities**

The meeting noted the report which provided additional scene setting around the five key themes within the Labour manifesto. The meeting noted that Skills England were currently recruiting a CEO and was currently working on policy. TR confirmed that the Board would be kept up to date with any future developments.

The Skills England Report was NOTED and RECEIVED

18. **Minutes from Capital Development Steering Group (CDSG) – 1 August 2024**

The meeting noted the draft minutes from the last meeting of the CDSG. The Director of Governance confirmed that all matters from this meeting had already been discussed during the Board meeting.

The CDSG minutes were RECEIVED

19. **Minutes from Strategy Governance & Search (SG&S) Committee – 24 September 2024**

The meeting noted the draft minutes from the last meeting of SG&S Committee.

The draft SG&S minutes were RECEIVED

<u>MINUTE NO.</u>		<u>ACTION</u>
20.	<p>Minutes from Audit Committee – 25 September 2024</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><i>The verbal update was NOTED.</i></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
21.	<p>Minutes from Resources Committee – 26 September 2024</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><i>The verbal update was NOTED.</i></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
22.	<p>Dates and Times of Future Meetings and Events</p> <p>TR confirmed that the next Corporation meeting for 2024/25 was scheduled for:</p> <ul style="list-style-type: none"> Wednesday 11 December 2024 (5.00pm at Slough & Langley College) <p>The Chair (AW) asked all Governors to try and attend the December meeting in person. It was also noted that this would be AW's last meeting as Chair of WFCG before her retirement from the Corporation.</p> <p><i>NOTED</i></p>	
23.	<p>Any Urgent Business</p> <p>There was no other urgent business</p> <p>The meeting closed at 7.05pm.</p> <p>There was a subsequent Part II confidential meeting where staff and student governors and officers withdrew.</p>	