



THE WINDSOR FOREST COLLEGES GROUP CORPORATION BOARD OF GOVERNORS

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

HELD VIA ZOOM ON WEDNESDAY, 9 DECEMBER 2020

	<u>Meetings Attendance</u>
PRESENT:	(2 out of 2)
Tony Dixon (Chair)	(2 out of 2)
Kate Webb (Group Principal & Chief Executive)	(2 out of 2)
Angela Wellings	(2 out of 2)
Stuart Taylor	(2 out of 2)
Martin Pritchett	(2 out of 2)
Peter Tyndale	(2 out of 2)
Arden Bhattacharya	(2 out of 2)
Tina Coates	(2 out of 2)
Rob Lewis	(2 out of 2)
Anthony Haines	(2 out of 2)
Shabnam Ali	(2 out of 2)
Kiran Virdee	(1 out of 2)
Mobolaji Alabi	(2 out of 2)
Tom Wainwright	(2 out of 2)
Daljit Bains	(1 out of 2)
Natalie Viola	(1 out of 2)
Taha Hussain	(2 out of 2)
Nathan Garat	(1 out of 1)
IN ATTENDANCE:	
Graham Try	(Deputy CEO)
Belinda Tam	(Group Director of Human Resources)
Bernadette Joslin	(Group Vice Principal, Student Services)
CLERK:	(2 out of 2)

PART I

<u>MINUTE NO.</u>		<u>ACTION</u>
	The meeting started at 6pm.	
	The Chair welcomed everyone to the meeting. He advised Members that as there were many items of business to approve, the focus would be on them. He asked Members to join with him in remembering David Knowles-Leak, who died on 9 November 2020. The Chair said David was a great addition to the Governing body, a real original thinker and that he brought a different point of view to Board meetings. He was passionate about education and business and has left his mark on society. He will be missed by many.	
	The Chair asked colleagues to join with him in a minute of silence to remember David.	
1.	<u>Health & Safety Housekeeping</u> The Chair welcomed everyone to the meeting.	
2.	<u>Apologies for Absence</u> Apologies had been received from Jake Smith & Aimee Malynn.	
	The Chair asked Governors to consider two items at this stage in the agenda:	

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	<p>Nathan Garat was not asked to leave the meeting for this item of business relating to his appointment as a Governor as he was currently a co-opted Member and unanimously recommended to the Board from the Strategy, Governance & Search Committee for the office of Governor.</p> <p>1. Appointment of a new Governor The Chair of the Strategy, Governance & Search Committee, Tina Coates, advised Members that the committee was recommending that Nathan Garat become a full Governor at this meeting. He was currently a co-opted Member and "Governor in waiting". Members unanimously approved the appointment of Nathan Garat as a Governor, from this meeting, for a four year period.</p> <p>2. Election of the Chair of the Board from July 2021 <i>(As there was only one nominee no one was asked to leave the meeting)</i></p> <p>The Clerk advised Members of the process that had taken place this term, with nominations for Chair of the Board from 1 August 2021. At the last Board meeting, having taken advice, it had been agreed that, for good succession planning, as both the current CEO and current Chair would be leaving the College next year, that the appointment of the new Chair be decided at this meeting. The Clerk informed Members there had been 8 nominations for Angela Wellings to be Chair, and no other nominations. Members unanimously agreed the appointment of Angela Wellings as Chair of the Board from 1 August 2021 for one year.</p> <p>3. <u>Declarations of Interest</u> Angela Wellings had declared her interest in relation to appointment of the new Chair and would not be in attendance for that item of business.</p> <p>4. <u>Minutes of the Previous Meeting held on 7 October 2020</u> The Minutes of the previous meeting held on 7 October 2020, having been previously circulated to members, were agreed as a true record and the Chair's electronic signature was applied. It was noted that Natalie Viola had not been recorded as present at the last meeting, but she was in attendance. All Members were agreed.</p> <p>5. <u>Matters Arising from the Minutes of the Previous Meeting held on 7 October 2020</u> It was noted that all matters arising had been actioned, or would be covered on this agenda.</p> <p>6. <u>College Headlines</u> This item was presented by the Group Principal. Members noted the report from progress against the 2021 targets. The report was considered and noted.</p> <p>7. <u>Strategic Plan</u> a. <u>2020/21 Annual Strategic Action Plan</u> This item was presented by the Group Principal. Members were advised of the College's 2020/21 annual strategic plan and provided with a summary of the discussions regarding the strategy development session on 13 November 2020. The Group Principal reminded Members of the valuable updates from the two key stakeholders at the strategic development session, being the Chief Executive of Slough Borough Council (SBC) and the Senior Vice Principal of Royal Holloway University. The discussions in the strategy session focussed on the fact that the FE sector continued to be financially stressed. It also noted that the College had delivered on many of its key strategic aims for the period of consolidation after merger. Overall growth in participation had not been delivered and student numbers and income growth was not there, and represented a significant risk.</p>

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There were improving 16-18 enrolments at Windsor College and Strode's College with declining 16-18 enrolments at Langley College. The Group Principal said there was a high risk of significant decline in adult enrolments this year.

Members noted the national policy context, including updates on FE reform and concluded that moving forward, partnerships was a key feature of the next phase of strategy. There would be future opportunities for reskilling and supporting Covid recovery and future opportunities for partnership with Royal Holloway at Langley College and the Future Skills Hub in Slough.

Members approved the Annual Strategic Action Plan 2020/21.

b. Risk Management Action Plan 2020/21

This item was presented by the Group Principal. Members were advised of the key risks in the Risk Management Action Plan. The key risks were considered, in particular the severe disruption and adverse impacts on learners and College operations from the impacts of Coronavirus (Covid-19). The Group Principal advised Members that the Coronavirus Action Group (CAG) met monthly and the Coronavirus Operational Group (COG) met weekly, to consider the arrangements at the College in relation to Covid-19. She reminded Members that the Board had agreed to move to online teaching from Monday 14 December for a week. The Chair of the Board said that in the interests of College staff and students, it was the decision of the Board to move to online learning from Monday 14 December.

The Board was unanimous that this was the right thing to do.

Members noted the other risks in the Risk Management Action Plan and the report was noted.

8. Autumn Term Safeguarding Update

This item was presented by the Group Vice Principal Student Services. Members were advised on safeguarding issues arising over the year to date in 2020/21. The Group Vice Principal advised Members that vulnerable students were being tracked whilst on remote learning.

The Group Principal spoke about 2 serious incidents outside the College recently and would refer to them in more detail in the Part II agenda.

The report was noted.

9. Reports from the Quality & Curriculum Committee

a. Draft Minutes of the Quality & Curriculum Committee Meeting of 11 November 2020 and oral Report from the Chair

Members noted the draft minutes of the meeting of 22 November 2020. The Chair updated Members on the work of the committee this term, in particular the deep dive report on High Need students that had been considered.

i. To note the Minutes and make recommendations

It was noted that the recommendations from the Committee to the Board would be covered as separate agenda items.

b. 2019/20 The Windsor Forest Colleges Group (TWFCG) Self Assessment Report (SAR) and 2020/21 College Quality Improvement Plan (QIP)

This item was presented by the Group Principal. Members were informed of the emerging self-assessment for TWFCG for 2019/20 and the proposed Quality Improvement Plan (QIP) for 2020/21.

Members discussed, scrutinised and approved the draft Self Assessment Report, and approved the SAR Executive Summary and agreed the draft QIP.

Members scrutinised the Good areas, and the areas for development and noted that high risk areas were being comprehensively monitored at Committee and by leaders. There was a full and interactive discussion on the progress since Ofsted and the areas that needed to improve. Shabnam Ali asked about the apprenticeships and employer engagement and asked how Covid-19 had affected apprenticeships and what proposals were being made to ensure quality was improved and work placements continued. The

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	<p>Group Principal spoke in depth about how apprentices had been significantly affected in the year, with many furloughed and many who had lost their employment. Anthony Haines referred to how some Colleges were lobbying in the area of apprentices, through their local MPs and that something had to happen for this area to become effective again. Arden Bhattacharya asked about the welfare of the students in the pandemic and this was discussed with the Group Principal informing members what College assistance was available.</p> <p>The report was noted.</p> <p>c. <u>Annual Safeguarding Report 2019/21</u> This item was presented by the Group Vice Principal, Student Services. Members were advised that the College was fully compliant with current safeguarding and child protection legislation and she provided Members with an update on safeguarding cases dealt with during the 2019/20 academic year. The report demonstrated that the College Group was meeting its legal requirements with regard to safeguarding children and vulnerable adults and its ongoing commitment to safeguarding as an organisational priority. Members received a summary of safeguarding work at the College for the last academic year, including statistical data about child protection referrals and incidents over the year at each College. It also set out the wider activity that each College undertook as part of its safeguarding provision.</p> <p>Members noted the report.</p> <p>d. <u>Safeguarding & Child Protection Policy & Procedures</u> This item was presented by the Group Vice Principal Student Services. Members were asked to review and approve the Safeguarding & Child Protection Policy & Safeguarding Procedures for 2020/21, as recommended by the Quality & Curriculum Committee.</p> <p>All Members were agreed.</p>
10.	<p><u>Reports from the Audit Committee</u></p> <p>a. <u>Draft Minutes of the Audit Committee Meeting of 23 November 2020 and oral Report from the Chair</u> Members noted the minutes of the meeting of 23 November 2020 would be on the Board agenda in December. The Chair of the Committee outlined the work of the Committee over the last term and confirmed overall that the internal and external auditors say there is good control at the College and all of the outstanding recommendations had been dealt with.</p> <p>ii. <u>To note the Minutes and make recommendations</u> It was noted that the recommendations from the Committee would be addressed in separate agenda items.</p> <p>b. <u>Annual Report of the Audit Committee</u> This item was presented by the Deputy CEO. Members were asked to consider the audit performance for the year 2019/20.</p> <p>All Members were agreed.</p> <p>c. <u>Internal Audit Services Plan 2020/21</u> Members considered the Internal Audit Services Plan and this was agreed.</p> <p>d. <u>Post External Audit Management Report 2019/20 and Financial Statements</u> This item was presented by the Deputy CEO. Members were asked to consider the external auditors Post Audit Management Report 2019/20, the financial statements and the regularity self-assessment questionnaire for TWFCG. The audit Committee had recommended to the Board:</p> <ul style="list-style-type: none"> i. The external auditor's Post Audit Management Report ii. The 2019/20 report and financial statements iii. The regularity self-assessment questionnaire iv. The audit representation letter <p>These were all considered in detail and approved.</p>

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	e. <u>Review of Risk Management Policy</u> Members considered and approved the Risk Management Policy
11.	<u>Reports from the Strategy, Governance & Search Committee</u> <ul style="list-style-type: none"> a. <u>Draft Minutes of the Strategy, Governance & Search Committee Meeting of 30 September 2020 & 30 November 2020 and oral Report from the Chair</u> Members noted the minutes of the meeting of 30 September 2020 & 30 November 2020. The Chair of the Committee outlined the work of the Committee over the course of this term <ul style="list-style-type: none"> i. <u>To note the Minutes and make recommendations</u> It was noted that all recommendations from the Committee would be considered in separate agenda items. b. <u>Governance SAR 2019/20 and QIP 2020/21</u> The Group Principal informed Members that Angela Wellings and Rob Lewis had helped with this Governance SAR. The QIP and SAR had been to the Strategy, Governance & Search Committee and was recommended to the Board for approval. Members thanked Rob and Angela for their work on this. The SAR and QIP were approved.
12.	<u>Reports from the Resources Committee</u> <ul style="list-style-type: none"> a. <u>Draft Minutes of the Resources Committee Meeting of 5 October 2020 & 2 December 2020 and oral Report from the Chair</u> Members noted the minutes of the meeting of 5 October 2020 & 2 December 2020. The Chair of the Committee outlined the work of the Committee over the course of this term <ul style="list-style-type: none"> i. <u>To note the Minutes and make recommendations</u> It was noted that recommendations from the Committee would be noted as separate agenda items. b. <u>Report & Financial Statements for the year ended 31 July 2020</u> The Deputy CEO advised Members there had been a clean audit form Buzzacott, the College's external auditors, and there were no concerns which overall was a good result for the year. The deficit was £1.803 million and the budget had been £1.35 million, so the budget had been exceeded. The report and financial statements had been to the Audit Committee and been considered earlier in the agenda. Members acknowledged the contribution David Knowles-Leak had made as Chair of the Resources Committee, in the academic year to July 2020, and noted that a tribute was made to him should be made in the College statutory accounts. All Members were agreed. The Chair of the Board paid tribute to the Deputy CEO and his team, for their excellent work this year in delivering the accounts. All Members were agreed. c. <u>Period 3 Management Accounts to 31 October 2020</u> This item was presented by the Deputy CEO. Members were asked to consider the College's latest financial position in the Period 3 Management Accounts. Members were advised that the College's forecast year-end income and expenditure position was now for a deficit of £2.308 million, being £42,000 lower than the previous approved deficit budget for the year of £2.350 million. The Deputy CEO advised Members that the forecast included the exceptional item that had been incurred of £456,000 for the early repayment charge of the Santander bank loan and the expected net gain of £100,000 on the sale of C&E blocks was a deficit of £2.664 million. The Deputy CEO detailed the reasons for the year-end variations against budget and went through the cash, capital spend and balance sheet positions in the accounts. He advised Members that the most significant financial risk to the current and future year's budgets

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ACTION

continued to be learner recruitment and its impact on the funding body grant income and tuition fees as they represent 97% of the College's income. He advised members that this was specifically the case for the current year, based on current enrolments adult learners were significantly below those at the same time last year, which represented a substantial risk for the College. He informed Members that this was considered to be substantially due to Covid-19. The Deputy CEO advised Members that there was £255,000 left in the contingency fund.

The Chair of the Board reminded Members that being debt free was a task the Board had set themselves earlier in the year, and that whilst the deficit needed to be reduced, this could be worked on. It was noted that 62 Colleges were in severe financial difficulty at this time.

Members noted the Period 3 Management Accounts.

d. Annual Human Resources (HR) Report 2019/20

This item was presented by the Group Director Human Resources, who provided information on the College's employees and the key activities of the HR department during the academic year 2019/20.

The report was noted.

e. Annual Health & Safety Report 2019/20 and Health & Safety Policy 2020/21

This item was presented by the Group Director Human Resources. She advised Members on the health & safety performance during the past academic year.

The Health & Safety Policy was considered and approved.

f. Health & Safety Autumn Term Report 2020/21

This item was presented by the Group Director Human Resources. She updated Members on health & safety performance at the College for this term.

The report was noted.

g. UK GDPR Policy Update

Members were asked to consider the review of the College's UK GDPR Policy and the related minor amendments.

The policy was approved.

h. Enrolment Report

This item was presented by the Group Principal. Members were updated on the latest enrolment figures against all income streams. The Group Principal advised Members that the enrolment report had been through a number of the Board's Committees and the overall outcome in this unusual year was that Strode's College and Windsor College enrolments were good, but that Langley College's enrolments were not so good. The Group Principal said the reduction in enrolments had mainly been affected by Covid-19. There were also some serious student behaviour incidents that had occurred at the College recently that would be reported in the Part II agenda meeting today.

The report was noted.

13.

Governance

a. Election of Chair for 2020/21

This had been considered at the start of the meeting and Angela Wellings had been elected Chair from 1 August 2021 for one year.

b. Corporation Business

The Clerk highlighted the key points in her report.

The report was noted.

c. Approval of Application of Seal

There was no use of the Seal to report.

The report was noted.

<u>MINUTE NO.</u>	<u>ACTION</u>
d. <u>Committee Self Assessments</u>	Members noted the Committee self-assessments for all of the Committees this academic year and approved the assessments and Terms of Reference .
e. <u>Speak Out Policy</u>	This item was presented by the Group Director Human Resources. Members approved the Policy.
14.	<u>Review of Decisions Taken at the Meeting and Proposals for Communication.</u> This item was presented by the Group Principal, who informed members that the decisions and discussions of the meeting, would be communicated in the normal way.
15.	<u>Evaluation of Meeting</u> Members were pleased to complete an evaluation of the meeting, highlighting where they felt they had added value and made appropriate challenge.
16.	<u>Dates and Times of Future Meetings and Events</u> The dates and times of future meetings were noted. Scheduled for 6.00 pm on: Wednesday, 10 March 2021 Wednesday, 13 May 2021 Wednesday, 8 July 2021 Governance Development Days on: Friday, 15 January 2021 Friday, 7 May 2021 Governor Induction Session at 5.00pm on: Wednesday 10 March 2021
17.	<u>Any Urgent Business</u> There was no urgent business raised. The meeting ended at 7.22pm.

EVALUATION OF THE MEETING BY MEMBERS

Key evaluation points from the meeting where Governors felt they provided appropriate challenge & added value:

- Length of the meeting was about right
- Length of agenda items: The time spent on each agenda item was appropriate to inform the Board's decisions and recommendations.
- The structure of the papers was easy to follow.
- The papers were clear and the information to support the decision making was fully complete.

EXTRA VALUE

This was a fully interactive Board meeting with Members offering advice and making appropriate challenge, adding value and making appropriate challenge.

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

Chair

Date