

## MOULTON COLLEGE

### CORPORATION

#### Minutes of the meeting held on Thursday, 8<sup>th</sup> July 2021 at 9.30am via Teams

- Present:** Mr D McVean (in the Chair), Mr A Clarkson, Miss S Frederiksen, Mr B Hansford, Mrs S Ijewsky, Dr P Jones, Miss L Knapp, Mr C Matts, Mr T Neville OBE, Mrs P Prow and Mr M Wakeford
- In attendance:** Mr D Aldridge, Miss A S Bruce, Mrs G M Hulley, Mr S Parkes (ESFA Observer) and Mr J O'Shea

#### SECTION A – ROUTINE AND GOVERNANCE ITEMS

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**21/49 Apologies (Agenda item 1)**

Apologies were received from Miss E Cohen Neighbour, Mrs C Harris, Mrs P Hawkesford, Mr I James, Mr M Knibbs, Mr A Thomson and Mrs C Smith.

The Chair extended his thanks to both student governors for their contributions throughout the year and wished them well for the future.

**21/50 Declarations of interest (Agenda item 2)**

Mr T Neville OBE declared an interest in agenda items 15 and 18.

**21/51 Minutes of last meeting (Agenda item 3, Paper A)**

The minutes of the last meeting held on the 29<sup>th</sup> April 2021 had been circulated previously and were approved as a true and accurate record.

**21/52 Actions from last meeting (Agenda item 4, Paper B)**

Actions were either subject to discussion at the meeting or were progressing in line with agreed timelines.

**21/53 Governor Membership (Agenda item 5)**

- a. **Staff governor election:** Following an election in June 2021, Simon Greener submitted a nomination form which was supported by Adam Hallybone and Simon Newlyn. Simon Greener's appointment as staff governor (business support and commercial) was approved unanimously.
- b. **Lucille Knapp and Barry Hansford:** The appointment of Miss L Knapp and Mr B Hansford for a second term of office was recommended by the Search and Governance Committee. Lucille and Barry had both demonstrated exceptional commitment to the Corporation in terms of attendance and contribution at meetings. Lucille and Barry's appointments were approved unanimously.
- c. **Ian James:** Due to a change of personal circumstances, Ian James had requested a 6 month leave of absence. The request was considered by the Search and Governance Committee who concluded that Ian had made an invaluable contribution to both the Board and as Vice Chair of the Finance and Resources Committee. Under the Instrument and Articles of Government, the Board must approve any extended leave of absence. The Corporation approved the recommendation and agreed a letter should be sent confirming this decision to Ian (**Action 183** – Chair).
- d. **Helen King and David Aarons:** The Search and Governance Committee recommended that both co-optees should continue as members of the Audit Committee for a further 12 months. Contributions from both were very good. The Corporation approved the recommendation.

e. **Other recommendations:**

- Barry Hansford had agreed to devote more time to Equality, Diversity and Inclusion in 2021-22. Due to the additional time commitment that this would require, he would not be in a position to be a Governor Champion for Safeguarding and Prevent. Once a replacement governor had been agreed, Barry had offered to support that person for a term if required.
- The Chair confirmed that the Search and Governance Committee had agreed that all Vice Chairs should be members of this Committee. Barry Hansford would also be invited as part of his EDI role.
- A task and finish group would be convened during the summer for governors to work together to develop a list of critical success factors that were aligned to the College's Strategic Plan. These would be used by governors to hold the Executive to account. The Chair would also write to governors to outline his vision for changes required to the production of reports and cover sheets. Governors would be invited to provide feedback via email (**Action 184** – Chair of Corporation). At future meetings, verbal updates would be used by exception and only when governors had requested information at short notice.
- A second task and finish group would be convened to advise on the development of a governance stakeholder engagement plan. This was crucial in light of the recent Skills and post-16 Education Bill. Governance would also be enhanced further with a separate Committee that would focus its attention on employer engagement. Terms of reference would be required to outline responsibilities and reporting lines.

**Resolved:** To approve the recommendations from the Search and Governance Committee as outlined above.

**21/54 Formal record (Agenda item 6)**

- a. Written resolution: A written resolution had previously been circulated in relation to an estate partner for which a significant majority had agreed. The written resolution was approved.
- b. Subsidiaries: Moulton College Developments was formally dissolved on 15<sup>th</sup> June 2021.

**21/55 Governance 2021-22 (Agenda item 7, Paper C)**

- a. Meeting dates: Meeting dates for the next academic year were presented for approval. Dates were approved.
- b. Terms of reference: A review of Terms of Reference had been completed by each Committee during the summer term. The Search and Governance Committee recommended further changes to include an explicit reference to the Investment Appraisal Advisory Group within the Estates section of Finance and Resources. There were some reports that overlapped between more than Committee, for example, health and safety. A thematic report should be produced with the Chairs of Committee advising on which elements of their responsibilities should be included. This would then provide the Board with a clear overview of any identified thematic area. With the exception of minor changes that were required, the terms of reference were approved.
- c. AoC Code of Governance: A review had been completed with the majority of responsibilities rated 'green.' The one responsibility rated 'amber/green' would be addressed when developing a stakeholder engagement plan.
- d. Instrument and Articles of Government; Standing Orders; and, Code of Conduct: An annual review of the 3 documents had been completed with no changes recommended. Approved.

**Resolved:** To approve the recommendations within the report; and, receive the Governance 2021-22 report.

**21/56 Link Governor Scheme (Agenda item 8, Paper D)**

The Link Governor Scheme had been refreshed following consultation with governors, College staff and a national leader of governance. Role descriptions had been created to outline the breadth and commitment required for each role. Governors were invited to inform the Clerk of any changes to the current allocations and/or if they were not involved, which role they wanted to volunteer for.

Consideration was given to whether a link governor was required to support the theme of employers. Governors were keen that this should be a collective responsibility for governors. Those involved with the curriculum would be able to challenge their respective Head of School. It was agreed that the role of Careers should be extended to include 'employability' and this person could then attend meetings of a cross-College forum group that would be convened to discuss employability. Changes to the role descriptions were recommended and included: Dr Peter Jones to provide feedback on the HE role; 'ad hoc advice' to include 'subject to time constraints' (**Action 185** – Clerk). The Chair emphasised the importance of the Scheme in terms of helping governors to get assurance for the Corporation. The timeframe for each role would be for as long as each link governor felt comfortable. Once allocated, a list of link governors would be circulated (**Action 186** – Clerk).

**21/57 Health and Safety (Agenda item 10)**

The Chief Finance Officer (CFO) outlined the plans in place to further develop culture around Health and Safety in order to maximise engagement from all staff. New guidance relating to Covid-19 had recently been published. In terms of implications, the CFO assured the Corporation that risk assessments were in place; testing of students would be required when they returned in September; and, full consideration was being given to the logistical arrangements required for this.

**Resolved:** To receive the Health and Safety report.

**21/58 Risk Management (Agenda item 11)**

A risk workshop for governors had been held on the 1<sup>st</sup> July 2021. This was an opportunity for the Corporation to explore and agree the current strategic risks. A separate session considered risk appetite as a Board. The session was well attended and anyone who had sent apologies had been given an opportunity to complete the risk appetite survey. The Chair of Audit Committee confirmed that during the last year, the number of risks had been reduced from 17 to 8. Committees were now actively involved in the risk management process. Looking ahead to 2021-22, he expected no more than 6 strategic risks. A report would be presented to the next meeting (**Action 187** – CFO).

**Resolved:** To receive the Risk Management report.

**SECTION B – STAFF AND STUDENT VOICE:**

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**21/59 Student and Staff voice (Agenda 12)**

The student governor reported that her experience this last year had been very enjoyable. She thanked everyone for their support.

**21/60 Learning walks: Impact (Agenda item 13)**

Three governors provided feedback on the learning walks they had completed since the last meeting. The experience had been very helpful and each governor welcomed the opportunity to meet with staff and students. Written reports had been produced

and feedback shared with Heads of School. Areas for development included: the need to create more opportunities for differentiation; and, the College needed to find opportunities to showcase the excellent work of students. The VPC&Q explained that this would feature at the College centenary event in September and that further opportunities should be explored for the future.

**Resolved:** To receive the report on governor feedback.

#### **21/70 Equality, Diversity and Inclusion (Agenda item 14)**

The Link Governor Champion highlighted a number of key points from meetings he had attended with the Director of Student and Learning Support (DSLS). This included: College-wide EDI training was being delivered with the aim of developing a number of EDI champions to identify and support EDI needs across-College; a centralised student experience group had been formed and they had developed an EDI calendar of key events and campaigns; and, Pauline Odulinski would be supporting the College in the development of its EDI Plan. A number of actions for the Board to consider were outlined. This included the need for the Board to develop a clear set of actions and measures for its own development once the EDI Plan was in place.

**Resolved:** To circulate the EDI dashboard link to all governors (Action 188 – Clerk); and, to receive the EDI report.

### **SECTION C – SENIOR LEADERSHIP TEAM UPDATE:**

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#### **21/71 a. Strategic Plan and KPIs update (Paper E)**

The report confirmed that positive progress had been made towards achieving each of the strategic objectives. Final year KPIs had improved for a second year running and were either in line or above national benchmarks. College reputation continued to grow with 89% of parents confirming they would recommend the College. Staff absence rate was extremely low at 3.77 days per employee. Staff turnover was 7% lower than the previous year. The staff CPD day had been held in June 2021 with a theme of wellbeing with a satisfaction rate of 93%. The growth case had been approved by the ESFA for 310 additional students. Although this provided some assurances, there was a need to manage the growth as there were implications around additional staffing and resources that would increase the College's financial risk. Weekly meetings were being held to review numbers and whether waiting lists needed to be introduced for any course. In terms of long-term financial viability, the student growth would put the College in a stronger position.

Governors' attention was drawn to the implications of the predicted student growth on the College's financial situation. Although the in-year growth was welcomed, this would not be paid until April 2022 and as a result, the College would have to absorb the financial implications for 8 months. The CFO confirmed that discussions with the bank remained positive and this was key to making sure that the College had access to sufficient working capital. From an ESFA perspective, a request for in-year funding for 383 students was received and moderated down to 310. Decisions had been based on affordability and Covid-19 had pushed greater demand into the 16-18 area. Should the situation change with the bank, the ESFA would want to support the College. It was important that everyone's expectations were managed. The Chair emphasised the importance of recruiting staff who could maintain the levels of quality that were expected. Induction and training at the start of the academic year were critical elements to this.

### **b. Ofsted preparation**

An Ofsted inspection was expected at the start of the academic year and it was also likely that there would be a residential inspection around the same time. Lots of preparation had taken place and an action plan was in place. Extensive CPD was planned for staff and this would involve ensuring that everyone had a shared understanding about expectations in the classroom. All students would have a 3-day induction and this would contribute to ensuring a positive experience for everyone.

In response to a number of questions that sought assurances around the preparations for the inspection, the VPC&Q confirmed that: weekly meetings were held to review any concerns from the team and to ensure they were being addressed; there was a good understanding of any support requirements for staff which was actively being implemented; a representative from Landex would visit the College at the start of the year to assess the College's preparedness; and, a briefing would be held with governors to ensure they were aware of the themes that the inspectors were focusing on. As a final point, the Landex review highlighted the need for the College to celebrate and disseminate good practice. This would be something that would be implemented in the next academic year.

### **c. Teacher assessed grades (TAGs)**

The VPC&Q outlined the robust approach that had been adopted for TAGs. The team had challenged the proposed grades from staff to ensure there was sufficient evidence to support the grade. Students on Functional Skills and Construction courses would still be taking an exam.

**Resolved:** To receive the report on TAGs.

### **d. Students**

The VPC&Q outlined some of the implications from the predicted student growth. It would be important that all students received the same levels of support otherwise attendance and recruitment would be affected. In addition to staff recruitment, a lot of work had been completed in relation to infrastructure in terms of creating additional rooms. This would be completed over the summer to ensure that everything was ready for the start of term.

**Resolved:** To receive the Senior Leadership Team's report.

## **21/72 Staff recruitment**

The Executive Director HR confirmed that there had been 28 new posts in the curriculum delivery teams. There had also been growth in the commercial/support functions. Since April 2021, 92 posts had been advertised which included a number of posts created by internal moves and promotions. At the time of writing, 55 posts had been filled and 2 offers were pending acceptance. Of the 37 posts that needed to be filled, 10 were lecturing posts. Ten staff had achieved promoted posts on a permanent or interim basis supporting career development. Challenges remained in Construction trades; Business; and, Land-based. Academic staff would join on or before 16 August to allow more time to prepare for the new academic year.

**Resolved:** To receive the Senior Leadership Team's report.

## **SECTION D – COMMITTEE REPORTS AND RECOMMENDATIONS FOR APPROVAL:**

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### **21/73 TLA Committee (Agenda item 16, Paper F)**

The Vice Chair of the TLA Committee outlined a number of key points from the meeting held on the 15<sup>th</sup> June 2021 including:

- The Committee welcomed the changes to the quality improvement plan which helped members to monitor progress more easily.
- A detailed inspection preparation plan was shared which members agreed was comprehensive.
- The Committee had requested that future reports on CPD should report on all staff in the College. This would be addressed in the next report.
- An excellent presentation from the DSLS on the College's response to a recent Ofsted review of sexual abuse culture in schools and colleges (June 2021). A comprehensive action plan had been prepared. Governor training would be arranged in due course. A specific report on Prevent would be presented at the next meeting.
- Detailed feedback was provided on the draft HE plan which would be updated and brought to the next meeting in October 2021.
- The Committee had been invited to consider the HE Code of Governance in the context of the self-assessment and RAG ratings. The latest version had taken into account feedback from the Committee. **Decision:** with the exception of two responsibilities that should be amber, to approve the HE Code of Governance.

**Resolved:** To approve the HE Code of Governance; and, to receive the TLA Committee's report.

#### **21/74 Audit Committee (Agenda item 17, Paper G)**

The Chair of the Audit Committee outlined a number of key points from the meeting held on the 28<sup>th</sup> June 2021 including:

- Risks remained focused on the effective management of student growth.
- The board assurance framework confirmed improved levels of assurance for governors. The Committee asked that an action plan and risk register relating to IT general controls should be included in the next version of this report.
- Good progress was being made with implementing recommendations from internal audit.
- The internal auditors presented reports on 2 audits relating to IT general controls and financial sustainability and their follow-up report. The annual report confirmed the design opinion would be 'suitably designed' and the operational effectiveness opinion would be 'reasonable.'
- Internal audit plan: The internal audit was planned around 7 areas including follow up of previous recommendations. Findings from the risk management workshop may impact on this plan. **Decision:** To recommend the internal audit plan for approval. A question was raised whether the plan needed to audit two other areas: staff and effectiveness of CPD; and, pay and remuneration.
- External audit plan: Risk areas were similar to previous years with the exception of a change in the ACOP with the removal of assurance from the ESFA over the College's grant funding. This would result in an increase in fees. **Decision:** To recommend the external audit plan for approval.

**Resolved:** To approve the internal audit plan and strategy 2021-22; to delegate authority to the Audit Committee to revise the plan based on the findings in relation to the risk management workshop; and, to approve the external audit plan and strategy 2020-21.

#### **21/75 Finance and Resources Committee (Agenda item 18, Paper H)**

The minutes of the meeting held on the 5<sup>th</sup> July 2021 had been circulated previously. A summary of the key discussion points, issues or risks for the Corporation and agreed actions. The Chair of the Finance and Resources Committee drew the

Corporation's attention to the 3 reports that were recommended by the Finance and Resource Committee for approval.

- College Budget and Financial Plan 2022-23 including College Financial Forecast Return (CFFR): The budget had been prepared on a prudent basis. The Committee had received assurances around the actions that were needed to move the EBITDA to 'good' rather than requires improvement. A detailed discussion was also held around the cash position to ensure there was a shared understanding of the current and future situation.

**Resolved:** To approve the College Budget and Financial Plan 2022-23; and, to approve College Financial Forecast Return.

Revolving Credit Facility (RCF): Can be found in a confidential annex to these minutes.

**21/76 Investment Appraisal Advisory Group (Agenda item 19)**

The minutes of the meeting had been circulated previously. The Corporation's attention was drawn to the College's commitment to become carbon neutral by 2030. A staff and student survey had been circulated previously the findings of which would inform a baselining activity leading to an action plan. This would be subject to discussion in October 2021. Governors had already been invited to complete a carbon footprint survey and were encouraged to respond.

**Resolved:** To note the Investment Advisory Appraisal Group report.

**SECTION E – GOVERNANCE:**

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**21/77 Formal record (Agenda item 21)**

Can be found in a confidential annex to these minutes.

**21/78 Any other business (Agenda item 22)**

The Chair extended his thanks and appreciation to all governors for their support throughout the year.

**21/79 Date of next meeting (Agenda item 23)**

Thursday, 12<sup>th</sup> October 2021 at 9.30 am in the (name of room)

Mr D Aldridge, Miss A S Bruce, Miss S Frederiksen and Mr J O'Shea left the meeting.