

# Minutes of Meeting



^Attended for part of the meeting / \* Attended the meeting virtually

CORPORATION BOARD				
Details	Tuesday 18 July at 9am in Rye Hill House			
Corporation Board Members			Attendance	
Full Name	Position	Initials	Attended	Apologies
John Widdowson	Chair of Corporation	JW	X	
Mark Squires	Independent Governor	MS	X	
Caroline MacDonald	Independent Governor	CMa	X	
Jeannette Strachan	Independent Governor	JS	X*	
Andrew Cunningham	Independent Governor	AC	X	
Rob Holt	Independent Governor	RH	X	
Chris McCourt	Independent Governor	CMc	X	
Shirley Atkinson	Independent Governor	SA	X	
Matthew Otubu	Independent Governor	MO	X	
Liz Bromley	CEO – Ex-Officio Governor	LB	X	
Kevin Stach	Staff Governor	KS		X
Tristan Jackson	Student Governor	DW	X	
Clerk				
David Balme	Chief Operations and Compliance Officer and Secretary to the Board	DB	X	
Jane Farrelly	Assistant Director of Governance	JF	X	
In Attendance				
Lisa Sproats	Chief Finance Officer	LS	X	
Steven Wallis	Executive Director of Quality	SW	X	
Tony Lewin	Executive Principal – Curriculum	TL	X	
Gerard Garvey	Executive Principal – People and Culture	GG	X	
Scott Mulholland	Chief Information, Data & Estates Officer (CIDEO)	SM	X	
Jon Ridley	Deputy Principal, Higher Education	JF	X	
Scott Bullock	Principal, Newcastle College	SB	X^	

Item	Agenda Item
<b>1.</b>	<b>Chair Opening Remarks / Apologies for Absence / Declarations of Interest / Board Matters</b>
<b>1.0</b>	<b>Appointment of Corporation Chair</b>
This item was discussed under a confidential minute.	
<b>1.1</b>	<b>Opening and Welcome</b>
<p>Meeting note: Independent Governor John Widdowson chaired the meeting.</p> <p>The Chair welcomed all those present to the meeting.</p>	
<b>1.2</b>	<b>Apologies for Absence</b>
<p>Apologies were received from Staff Governor, Kevin Stach.</p> <p>The Chair advised that Independent Governor Jeanette Strachan and Student Governor Tristan Jackson, would be joining the meeting via Teams. The Board noted that the meeting was quorate.</p>	
<b>1.3</b>	<b>Declarations of Interest</b>
<p>The Board were asked if they had any interests to declare in relation to the planned agenda items. The Chair noted (as had been previously recorded) that he had facilitated the introductions with the Elizabeth School of London which featured later in the agenda.</p>	
<b>1.4</b>	<b>Update from the Chair on Board Matters</b>
<p>The Chair noted that outgoing Chair Peter Lauener had joined the Governor Strategy day on 17<sup>th</sup> July 2023. The Board noted the outgoing Chair's strategic insights and thoughtful guidance which were instrumental in shaping the direction of NCG and ensuring its continued growth and success.</p> <p>The Chair further noted the changes to the national education policy landscape which had occurred in recent days and which would be discussed under several of the agenda items below.</p>	

<b>1.5</b>	<b>Governor Training and External Activity (including Link Governor and Committee Chair Feedback)</b>
<p>No additional activity since the last meeting was noted. The Chair reminded colleagues to complete the feedback form and return to the Governance team for recording. He further requested that this is reviewed and reported so that the Board can review Governor activity.</p> <p><b>Action CB A18:</b> A report on Governor training and activity to be presented to the Board. (Owner: Secretary to the Board).</p>	

<b>2. Thematic Discussion</b>	
<b>2.1</b>	<b>Q3 Finance Report Update</b>
This item was discussed under a confidential minute.	
<b>2.2</b>	<b>2023/24 Budget and Financial Plan</b>
This item was discussed under a confidential minute.	

<b>3. Strategic Items</b>	
<b>3.1</b>	<b>Chief Executive Group Report</b>
<p>The Board received the Chief Executive Group report from the Chief Executive and noted the key points as follows:</p> <ul style="list-style-type: none"> <li>• The 2023 graduation ceremonies had taken place during the previous week and had been a truly wonderful experience for staff, students and those attending. The Board thanked all staff involved in making these events a success.</li> <li>• The CEO has been conducting (during term 3) a series of townhall meetings across the Group. During these sessions the CEO highlighted that ‘Ambitious for Outstanding’ will be the focus for 2023/24, based upon the two key pillars of ‘Performance’ and ‘Accountability’. She emphasized that performance and accountability will be framed positively with performance relating to being part of a high-performing organisation and staff embracing accountability for contributing to a high-performance culture.</li> </ul>	

- With regard to the pay award, the CEO advised that the Group will be clear and robust in future pay award discussions and will remain within the confines of what is affordable and sustainable.
- The Chief Executive reported that the Group had been named in a recent media article which questioned the quality and value of certain Higher Education courses (namely those in media and performing arts). The Board noted that management have moved swiftly to counteract the allegations made within the article and confirmed that the data upon which the article was based was out-of-date (circa 2012-14) and applied to a very small student cohort. The CEO advised that the Deputy Principal (Higher Education) is now collecting case studies which highlight the opportunities and mobility provided via the NCG HE offer, which will be used in a proactive, positive manner when required.
- Finally, the CEO advised that Kim McGuinness (Northumbria Police and Crime Commissioner) has been confirmed as the Labour Party candidate for the position of North East Mayor.

**The Board, having noted the key points above and the contents of the report, queried the following:**

- Media – the Board noted that media and performing arts constitute a significant part of the NCG offer and agreed with the planned response. The Chief Executive advised that creative, arts-based subjects are often perceived negatively when compared with STEM subjects and that humanities-based subjects must be defended and championed for the different set of skills that they provide. Related to this, the Chair highlighted career destinations for foundation degree graduates and the importance of the student voice in advocating the value that such programs provide.
- Discovery School – the CIDEO reported that good progress is being made with DfE colleagues who are positive about returning the school to NCG at which point it will provide additional options for use by Newcastle College and the Sixth Form.
- Ukraine – the Board noted that the NCG IT team has been successful in securing 25 reconditioned laptops for the Group’s partner college in Ukraine and thanked the executive team for their leadership in this regard.

### 3.1.1

### Monitoring of the 2023/24 Accountability Statement Priorities

The Board received the Accountability Statement Priorities from the Executive Principal – Curriculum and noted the key points as follows:

- The paper identifies the process by which the Accountability Statement will be monitored throughout the year. The Executive Principal Curriculum advised that individual College Accountability Statements will be tracked at local level and reported back to the Executive Principal who will aggregate into a report for the Board.
- The paper proposes a mid-point and an endpoint review.

**The Board, having noted the key points above and the contents of the report, queried the following:**

- Group Governance – the Board recalled previous discussions around possible changes to Group governance and queried whether the proposed reporting would be impacted as a result. The Executive Principal – Curriculum assured that Colleges will still be expected and able to provide a RAG-rated report on the delivery of their Accountability Statement objectives to their College Boards whilst discussions around potential future changes are considered.

**Decision: CB D34:** The Board approved the process for monitoring the 2023/24 Accountability Statement priorities.

### 3.2

### Quality and Performance Report

**Meeting note:** The Principal of Newcastle College was in attendance for this item.

The Board received a presentation on T-Levels from the Principal of Newcastle College ('the Principal') and the Executive Director of Quality and noted the key points as follows:

- The presentation provided an update on Level 3 (L3) qualification reform with regard to T-Levels.
- The Board noted the L3 reform timeline, including the qualifications which are being reformed and those which will be defunded.
- The Principal reported that organisations are currently submitting approvals to OfQual after which confirmation regarding discontinued L3 qualifications will be received.

- The Board noted that NCG will offer Wave 1 and 2 T-Levels in Construction, Digital, Education & Childcare and Health & Science from September 2023, with more to follow in September 2024.
- T-Levels will leave learners with a binary choice of L3 pathway – learners will choose an academic route (A-Levels) or a technical pathway (T-Levels). Adults will be offered the same academic qualifications although may have a greater choice in technical qualifications.
- The Board noted that approximately one-third of NCG students are currently studying qualifications which overlap with Wave 1 and 2 T-Levels and which will be defunded in 2024/25.
- T-Levels are academically challenging and will not suit all current L3 students. They have a high entry criterion compared to applied general subjects.
- With regard to planning, the Board noted that the Group has been preparing for the introduction of T-Levels for two years. A detailed project plan is in place and awarding organisation approvals are in place across all colleges for the subjects on offer. Route leads are in place across colleges with a consistent approach to planning and sequencing. A T-Level Council is also in place which will approve and monitor T-Levels as they take effect. T-Levels will be in place in all NCG colleges with the exception of Newcastle Sixth Form.
- The Principal highlighted the following challenges:
  - Student applications have been low across a number of subject areas.
  - Securing industry placements has proven difficult in terms of host and volume of placements.
  - Ability to recruit appropriately experienced staff.

**The Board, having noted the key points above and the contents of the report, queried the following:**

- Finance Risks – the Board queried whether there was any risk to finances as a result of the small number of T-Levels on offer and low applications. The CFO advised that T-Level numbers have been accounted for within the approved budget. The Principal advised that the Group has been deliberately cautious in its approach but that scaling up (which will be a requirement) may prove challenging.

- Student Applications – the Principal advised that applications will be reviewed in September and those applicants who meet the T-Level entry criteria will be encouraged to move into that pathway. It was felt that the two-year commitment may be off-putting to some students.
- Industry Placements – the Principal advised that this is particularly challenging in some sectors (e.g. digital) and amongst small / medium size employers due to the number of days required (45). He reported that an employer support fund is available across NCG to support employer costs when taking student on placement. The Executive Director of Quality reported that early indicators point to 250,000 work placement days being required across the sector over a two-year period which will prove exceptionally challenging for both the College and employers.
- Staffing – the Principal advised the Advanced Technical Lecturer role is currently being piloted as a way of attracting more technical, subject specialists into the sector. He reported the Group are currently exploring ways of ‘growing their own’ through the university centre.
- Specialist Equipment Fund (SEF) – this relates to capital which has been provided to support the costs incurred by College of introducing a T-Level. The Board noted that there is a risk that this funding could be clawed back if planned numbers were not achieved.
- Alternative Pathways – the Board queried what happens to those students who do not meet the entry requirements for T-Levels. The Principal reported that some technical qualifications will continue but that the organisation may have to lower entry requirements or direct learners towards apprenticeships if T-Levels are deemed as not being an appropriate option for them. He noted that there is a real need for students to access alternative pathways. There will also be implications for the Careers Information Advice & Guidance Services to assist those students who drop out of a T-Level course. The Chair queried whether alternative academic qualifications are something that the Group is considering and the Principal confirmed that the Group is considering this, particularly in subject areas that do not have a T-Level offer (citing Uniformed Public Services as an example).
- Commercial Risks – the Executive Principal Curriculum reported that some courses will be loss-making and that the economies of scale that were achieved through BTEC’s will not be achieved due to the requirement for more face-to-face teaching and less independent study. The Principal advised that the DfE are still reviewing funding bands and considering whether they may need to be readjusted.

- Employer Perspective – governors noted that the T-Level approach appears to be more complicated than current pathways and that this may be off-putting for employers. They agreed that a comprehensive marketing and communications exercise targeted at employers may be required in order to help clarify the new approach and ensure their engagement and participation. The Executive Principal agreed and noted that there is a similar knowledge gap in schools which will also need to be addressed.
  - The Chair noted the need for the Corporation to maintain a watching brief on T-Levels due to the level of risk attached and the threat posed to a significant portion of NCG qualifications.
- Action: CB A20:** A watching brief on T-Levels to be maintained with reports to the Board as relevant and necessary (Owner : Chief Executive).

### 3.3 Duty to Review – External Engagement

The Board received the Duty to Review from the Executive Principal – Curriculum and noted the key points as follows:

- The Duty to Review is a statutory requirement of the NCG Corporation which must be carried out every 3 years or when a new LSIP is published. The purpose of the review is to ensure that provision meets local skills and employment needs.
- The proposal links to proposed new models of governance with the suggestion to create a Business and Skills Advisory Board (BASAB) which includes the four key stakeholder groups named in the Ofsted Enhanced Inspection Framework (civic, education providers, employers and community representatives) and which would support the over-arching Duty to Review.
- There is an opportunity to pilot the proposed model in West Lancashire.

**The Board, having noted the key points above and the contents of the report, queried the following:**

- Corporation Board Oversight – the Board noted the narrower scope of the proposed BASABs and queried whether this would shift a significant amount of governance oversight back to the Corporation Board. The Chief Executive advised that the Corporation Board could potentially be supported through the creation of additional Corporation sub-committees (possibly in the



areas of quality and people) and that such a move would also influence the recruitment process for new Governors.

**Decision: CB D35:** The Corporation approved a Business and Skills Advisory Board pilot scheme in West Lancashire, noting that this would feed into a more comprehensive governance proposal at a future date.

### 3.4 Colleague Engagement Survey

The Board received the Colleague Engagement Survey from the Executive Principal – People & Culture and noted the key points as follows:

- The 2023 Annual Engagement Survey was conducted via Hive for the second year in a row, which allows year on year comparisons to be produced.
- Overall, the results were very similar to 2022 despite industrial action and some evidence of dissatisfaction around pay and workload.
- The survey is a snapshot of a point in time and was conducted over a two-week period in April with a completion rate of 69%.
- Questions were scored out of 10 with anything over 7 demonstrating a positive result. The overall engagement figure for 2023 was noted as 7.3 which indicates a good level of engagement.
- Questions were grouped under the three key themes of advocacy, loyalty and pride. The Executive Principal advised that pride came through very strongly in the results, with colleagues committed to their role and clear on the value of their work. He reported that there is more work to be done around being (and feeling) part of the wider NCG Group.
- With regard to individual colleges and categories of staff, staff in West Lancashire returned the most positive results, while lecturers and teachers were noted as the staff group who are the least satisfied.
- Next steps include the development of an action plan to focus on resources, reward, recognition, workload and communication with clear targets in place at college level, professional service level and across NCG. A People and Development Board has been established to oversee progress on action plans across the Group.

**The Board, having noted the key points above and the contents of the report, queried the following:**

- Perceptions of NCG Executive and Senior Leadership – the CEO reported that anecdotally, senior leadership lack of visibility has been reported as an issue but that it is unclear whether staff have a shared understanding around who forms the Executive and senior leadership. She agreed however that all senior teams need to be more visible.
- OneNCG culture – the Board noted that survey results indicate that staff appear to identify more with their local college and community and less with the wider NCG Group. The CEO reported that this differs among groups as (for example) staff within professional services work across the Group and are therefore more aligned to the OneNCG ethos whereas individual lecturers and teachers appear to identify with their departments first and their college secondly.
- Next Steps – the Board sought assurance around the delivery of action plans. The CEO advised that the launch of the People Plan has been delayed to ensure that it aligns to the findings of the staff survey and that termly reporting on the People Plan will be provided to the Corporation Board as previously agreed.

<b>3.5</b>	<b>Student Voice</b>
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The Board received the report on the Student Voice from and noted the key points as follows:

- The Principal of Carlisle College leads the cross-group portfolio on Student Voice.
- NCG has been working closely with Unloc around enhancing the student voice and student experience.

**The Board, having noted the key points above and the contents of the report, queried the following:**

- Extent and Breadth of Student Voice Activities – the Board acknowledged the extensive work that has been carried out to ensure that the student voice is active and meaningful.

<b>4. Items for Approval / Noting</b>	
<b>4.1</b>	<b>Financial Policies</b>
<p>The Board received the Financial Regulations, Treasury and Financial Reserves policies from the CFO. All policies were reviewed and endorsed at Audit Committee on 6<sup>th</sup> June 2023. Key points to note were as follows:</p> <ul style="list-style-type: none"> <li>• The Financial Regulations had been reviewed to address ‘Managing Public Money’ and other areas related to reclassification.</li> <li>• The Treasury Policy had been amended to facilitate the use of an investment platform.</li> <li>• The Financial Reserves policy is a newly drafted document.</li> </ul> <p><b>Decision: CB D36:</b> The Board approved the Financial Regulations, Treasury and Financial Reserves policies as presented.</p>	
<b>4.2</b>	<b>Governance Policies</b>
<p>The Board received the Governor Recruitment &amp; Appointment and Governor Development, Induction and Performance policies from the Secretary to the Board. Both policies were reviewed and endorsed by the Search Committee at their meeting on 5<sup>th</sup> June 2023. Key points to note were as follows:</p> <ul style="list-style-type: none"> <li>• The Governor Recruitment &amp; Appointment policy is an updated version of a previous document which formalises existing processes. It also provides a clear process for the appointment and reappointment of Corporation and College Board Chairs.</li> <li>• The Governor Development, Induction &amp; Performance policy provides a formal commitment for how NCG will support Governors through robust induction, development and appraisal processes.</li> </ul> <p><b>Decision: CB D37:</b> The Board approved the Governor Recruitment &amp; Appointment policy and the Governor Development, Induction &amp; Performance policy as presented.</p>	
<b>4.3</b>	<b>Higher Education Policies</b>
<p>The Board received the Higher Education Fees policy from the Deputy Principal HE. The Board noted that no material changes had been proposed and that the policy had been reviewed and endorsed by the HE Governance Committee at their meeting on 29<sup>th</sup> June 2023.</p>	

**Decision: CB D38:** The Board approved the Higher Education Fees policy as presented.

#### 4.4 Operational Policies

The Board received the Complaints, Data Protection, and Health, Safety & Wellbeing policies from the Secretary to the Board. All policies were reviewed and endorsed by the Group Executive Board. Key points to note were as follows:

- The Complaints policy has been updated to reflect the change from a four-stage process to a three-stage process.
- The Data Protection policy is subject to annual review and no material changes had been made.
- The Health Safety & Wellbeing Policy had received minor amendments as highlighted.

**Decision: CB D39:** The Board approved the Complaints, Data Protection, and Health, Safety & Wellbeing policies as presented.

#### 4.5 Code of Conduct for Suppliers and Contractors

The Board received Code of Conduct for Suppliers & Contractors from the CFO. The CFO advised that the Code had received an annual update and that no material changes had been made.

**Decision: CB D40:** The Board approved the Code of Conduct for Suppliers & Contractors as presented.

#### 4.6 Subcontracting Strategy (including Supply Chain Fees and Charges Policy)

The Board received the Subcontracting strategy and the Supply Chain Fees & Charges policy from the Secretary to the Board.

**Decision: CB D41:** The Board approved the Subcontracting Strategy and Supply Chain Fees & Charges policy as presented.

#### 4.7 2023/24 Internal Audit Plan

The Board received the 2023/24 Internal Audit plan from the Chief Operations and Compliance Officer and noted the key points as follows:

- The plan has been developed in response to the Audit Committee’s request for the audit team to be more ‘forward looking’, rather than providing a retrospective view of what could be improved.
- As a result, the number of planned audits has been reduced in order to facilitate a more proactive approach to support the business.

**Decision: CB D42:** The Board approved the 2023/24 Internal Audit plan as presented.

## 4.8 Corporation Matters Report

The Board received the Corporation Matters report from the Secretary to the Board.

### Governor Reappointments

- Reappointments were proposed for three Governors as follows:
  - Alex Turner – Independent Governor and Chair, Newcastle College Board.
  - Andrew Abernethy – Independent Governor, Carlisle College.
  - Chetna Reay – Independent Governor, Carlisle College.
- The Board noted Governors are usually appointed and reappointed for four years, however, noting the ongoing discussions around models of governance, the Board agreed that Governors should be reappointed for one year. The Chief Executive offered to speak to the Chair of Newcastle College in this regard.

**Decision: CB D43:** The Board approved the reappointments of Alex Turner, Andrew Abernethy and Chetna Reay for a period of one year.

**Decision: CB A21:** Chief Executive to speak to Newcastle College Chair regarding Governor reappointments.

### College Board Information Flows

- The Board received two information flows from Newcastle College relating to capital spend & investment and from Newcastle Sixth Form College regarding staff salaries & recruitment retention.
- The Board noted the information flows and agreed the proposed responses.

## Meeting Evaluation

**Decision CB D44:** The Board approved the proposal for meeting evaluations as presented.

## Senior Independent Governor

- The Board received the draft role profile for a Senior Independent Governor, noting the key responsibilities around investigating complaints or allegations against Board members, supporting the Chair and conducting the annual Chair performance review.
- The Board agreed that this should be considered alongside any review of governance and alongside the pending proposal around college board governance.

**Action: CB A22:** The role of Senior Independent Governor to be included as part of the ongoing governance review and return to the Board as part of the College Board governance proposal.

### **4.9 Deptford Disposal**

This item was discussed under a confidential minute.

### **4.10 Elizabeth School of London Partnership**

This item was discussed under a confidential minute.

## **5. Minutes of Previous Meetings / Matters Arising / Register of Actions**

### **5.1 Minutes of the Previous Meetings**

#### **5.1 Corporation Minutes 9 May 2023**

**Decision: CB D47:** The Board reviewed and approved the minutes of the Corporation Board meeting held on 9 May 2023.

### **5.2 Register of Actions & Decisions**

The Board received the Register of Actions & Decisions from the Secretary to the Board, noting that the actions had been completed or were in progress.

### **5.3 Committee Minutes**

The Board received for information the following sub-committee minutes:

- Audit Committee – 6<sup>th</sup> June 2023. (Note – draft, not yet approved by Committee)
- Estates Committee – 2<sup>nd</sup> May 2023.
- HE Governance Committee – 27<sup>th</sup> April 2023.

#### **5.4 College Board Minutes**

The Board received for information the following College Board Minutes noting that these had been reviewed and approved by the respective Boards:

- Carlisle College Board – 30<sup>th</sup> May 2023.
- Kidderminster College Board – 18<sup>th</sup> May 2023.
- Newcastle College Board – 22<sup>nd</sup> May 2023.
- Lewisham College Board – 23<sup>rd</sup> May 2023.
- Southwark College Board – 24<sup>th</sup> May 2023.

### **Closing Items**

#### **6. Meeting Evaluation**

The process for future meeting evaluations was discussed under the Corporation Matters report at agenda item 4.8.

#### **7. Any Other Business**

The Board noted that this was the final meeting for Independent Governor Caroline MacDonald. The Board thanked Caroline for her invaluable contributions and dedication throughout her term of office and wished her every success in the future.

#### **8. Date and Time of Next Meeting**

The next meeting of the Corporation Board will take place in person on Tuesday 12 September 2023 at 3pm.