

Minutes of Meeting



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

CORPORATION BOARD

Details	Tuesday 19 th December at 3pm via Teams			
Corporation Board Members			Attendance	
Full Name	Position	Initials	Attended	Apologies
John Widdowson	Chair of Corporation	JW	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*	
Alfie Cockle	Student Governor	AC	X*^	
Clerk				
David Balme	Chief Operations and Compliance Officer and Secretary to the Board	DB	X*	
Jane Farrelly	Assistant Director of Governance (minutes)	JF	X*	
In Attendance				
Tony Lewin	Executive Principal – Curriculum	TL	X*	
Gerard Garvey	Executive Principal – People and Culture	GG	X*	
Steven Wallis	Executive Director of Quality	SW	X*	
Scott Mulholland	Chief Information, Data & Estates Officer (CIDEO)	SM	X*	
Lisa Sproats	Chief Finance Officer	LS	X*	
Jon Ridley	Deputy Principal, Higher Education	JR	X*	
Claire MacLean	Executive Director - Development	CML	X*	

Item	Agenda Item
1.	Chair Opening Remarks / Apologies for Absence / Declarations of Interest / Board Matters
1.1	Opening and Welcome
The Chair welcomed all those present to the meeting.	
1.2	Apologies for Absence
Apologies were received from Independent Governor Matthew Otubu and Staff Governor Kevin Stach. The Board noted that the meeting was quorate.	
1.3	Declarations of Interest
Members were asked if they had any interests to declare in relation to the planned agenda items however there were no additional declarations.	
1.4	Update from the Chair on Board Matters
There was no additional update outside of the substantive agenda items.	
1.5	Governor Training / External Activity
<p>The Board noted that two Governor training events had taken place since the previous meeting:</p> <ul style="list-style-type: none"> • 20th November 2023 - Curriculum Planning and Reform (delivered by Tony Lewin). • 18th December 2023 - NCG Finances (delivered by Lisa Sproats). <p>In addition, Independent Governor and Audit & Risk Committee Chair, Andrew Cunningham, attended the Finance & Audit Committee Chairs Network meeting on 27th November 2023.</p>	

2.	Strategic Items
2.1	Internal Governance Review – Approach Proposal
<p>The Board received a presentation on the internal governance review from the Chair and noted the key points / recommendations as follows:</p> <ul style="list-style-type: none"> • Purpose – Members noted the responsibilities of the Board as set out in the Instrument & Articles of Government and that no further amendments were proposed. 	

- Existing Committees of the Corporation – Members noted that it was proposed to retain the Appraisal & Remuneration Committee, the Audit & Risk Committee and the Estates Committee. Minor changes to the titles of the Search Committee (to become a ‘Nominations & Governance’ Committee) and HE Governance Committee (to become a ‘HE Quality & Students’ Committee) were noted.
- New Committees of the Corporation – it was proposed to create a ‘FE Quality & Students’ Committee, a ‘Finance & Resources’ Committee and a ‘People & Culture’ Committee. The Board agreed with the creation of the ‘FE Quality & Students’ and ‘People & Culture’ Committees. The Board agreed to defer the establishment of a ‘Finance & Resources’ Committee until the new model had been established, at which point the decision would be revisited.

Decision CB D74: The Board approved the establishment of two new sub-Committees of the Corporation Board – a ‘FE Quality & Students’ Committee and a ‘People & Culture’ Committee.

Action CB A28: The Terms of Reference for a Finance & Resources Committee to be revisited following the implementation of the new governance model.

- Corporation Board Membership – Members noted the current number of independent members on the Corporation Board, the existing number of vacancies and the need to increase the size of the Corporation Board to populate the additional committees proposed.

Decision: CB D75: The Board agreed with the proposal to increase the size of the Board from 9 independent members to a maximum of 13, noting that the Board will retain one staff member, two student members and the CEO as members.

- Frequency of Corporation Board Meetings – it was proposed to move to a minimum of four formal meetings of the Corporation per year, plus any additional meetings as necessary (e.g. strategy day, Governor Conference etc). The Board agreed with the proposal, and further agreed that meetings should be held face-to-face (although Committee meetings would continue to be held virtually).
- College Board Name – the Chair advised that a change in name of College Boards had been discussed at all College Boards in October / November, but no satisfactory alternative had been identified. The Board agreed that the name could be changed at a future point if necessary but that the emphasis should be on clearly defining the roles, responsibilities and

Terms of Reference which would adequately capture their remit and clarify expectations. As a result it was agreed that no change would be made at this time.

- Purpose of College Boards – the Board noted that College Boards would be advisory in nature with a focus on local knowledge and expertise in relation to local needs.
- Membership – the Board noted the proposal to include at least four members from the four key stakeholder groups identified by Ofsted (Education, Employers, Civic and Community – the Es and Cs), one student and one staff member with up to four additional members drawn from the local community.
- College Board Meeting Frequency – the Board noted the proposal for College Boards to meet on a termly basis in alignment with the requirements of Corporation Board oversight and approval of key items such as the SAR, Accountability Statement etc. Additional meetings may be held at the discretion of the College Board.
- College Board Meeting Location – the Board noted the proposal to hold College Board meetings on a face-to-face basis with an option to join via Teams, where necessary.

Meeting note: Independent Governor Rob Holt joined the meeting.

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

- Next Steps – the Chair advised that he has committed to reporting back to the College Boards in January 2024. The Chair, Chief Executive and Secretary to the Board will meet with the Further Education Commissioner in January 2024 with a further update to come to the Corporation Board in March 2024. The Board noted that recruitment to Corporation Board vacancies will commence with immediate effect, with the support of external recruitment agencies where required.
- Leadership and Engagement – the Chief Executive advised that the new College Board model will be supported by the Executive Principals which will lead to a robust engagement model and consistency of approach across the Colleges.
- Ofsted – the Board noted the importance of finalising the new governance model in advance of an Ofsted inspection which may occur sooner than previously anticipated. However, they

also noted that Ofsted could take assurance from the extensive consultation around NCG's governance which has taken place to date.

2.2 Corporation Self-Assessment Review and 2023-26 Quality Plan

The Board received the 2022/23 Annual Self-Assessment Review (SAR) and the 2023-26 Quality Plan from the Executive Director of Quality.

2022/23 SAR

- The SAR is based on an annual cycle of improvement which reviews the progress made during the previous academic year and identifies areas for improvement for the upcoming year.
- The format is similar to previous iterations but has been structured into three parts – the SAR, the College summaries (including HE) and an annex with supporting information and data.
- The proposed 2023/24 Lines of Enquiry were noted as follows:
 1. To what extent is the variation and mean associated with in year attendance and retention improving, as a result of the implementation of new quality standards for course and curriculum leadership, and rigorous management of performance improvement?
 2. To what extent is the quality of education improving as a result of the refined TLA standards, and associated evaluation and developmental support?
 3. How embedded are the components of the NCG Guarantee to drive personal development to outstanding?
 4. How successful are leaders in using the NCG Guarantee and SEND standards to drive provision for high needs learners to Outstanding?
 5. What steps are leaders and manager staking to review the efficacy of the GCSE English and maths delivery model, to improve attendance, consistency of delivery, outcomes, including the potential benefits of new technology?
 6. How effectively are leaders driving personal development to outstanding through successful implementation of the NCG Guarantee framework?
 7. How successful are leaders in continuing to improve the quality of apprenticeship training, and outcomes, whilst now seeking to increase the proportion of apprentices at NCG?
 8. What in-year information indicates that NCG staff are working to close the remaining attainment gaps, particularly based on deprivation, for care experienced learners, and the remaining 'outliers' based on key ethnicity groups?

2023-26 Quality Plan

- The new Quality plan is a three-year plan to introduce several NCG standards (expectations) for delivery at the individual level (TLA and course leadership), and at team / programme level (for the provision types).
- The plan seeks to embed a consistent approach for the achievement of 'Good' and 'Outstanding' in a way that is easy for staff to understand.
- The plan was presented in draft format; however, the Board noted the intention to test and improve the plan with a view to full implementation by July 2024, at which point it will become the organisational roadmap to 'Outstanding'.

Quality Improvement Plan (QIP)

- The NCG QIP sets out the annual priorities and actions to deliver the Quality Plan and to address the remaining 'requires improvement' judgement for apprenticeships (deliverable B).

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

- Apprenticeships – the Board noted the emphasis on improving the quality and increasing the number of apprenticeships. The Executive Director advised that the focus will be on specialisms and success (for example in learners with high needs). He further noted that the delivery of apprenticeships had been predominantly adult focused at the time of the last Ofsted inspection, however this has been reversed with young people now forming most of the apprenticeship cohort.
- 2023/24 Key Lines of Enquiry – the Board noted the similarity between the third and sixth lines of enquiry and agreed that these could be merged. They were supportive of both the SAR and the Lines of Enquiry as presented, noting that they were reflective of previous Board discussions.
- QIP Oversight – the Executive Director of Quality advised that each College would have their own Lines of Enquiry which will keep College Boards focused on the priorities. The Board noted that individual college scorecards are presented to College Boards which ensures that Boards are sighted on performance while college performance is also reviewed at the QCPR forum. The Chair noted that oversight of quality measures such as these should be included in Governor induction so that Governors are clear on expectations.

Decision: CB D76: The Board approved the 2022/23 SAR and 2023/24 Key Lines of Enquiry.

Decision: CB D77: The Board approved the 2023-26 Quality Plan.

3. Strategic Items

3.1 CEG Report

The Board received the Chief Executive Group report from the Chief Executive who noted that it had been an exceptionally busy period for NCG and drew the Board's attention to the main achievements of the recent months as follows:

- The achievement of the strategic goal to secure 'Indefinite Degree Awarding Powers'.
- The achievement of 'TEF silver'.
- The successful launch of the 'People Plan' across all colleges.
- The rollout of Loud Speaker workshops across the Colleges focusing on enhancing students' emotional intelligence, resilience and confidence.
- The achievement of student numbers with active monitoring and engagement in retention activities.
- A positive financial outlook.
- A reasonable pay award to staff and the absence of any associated industrial action.
- A new leadership model for West Lancashire College.
- The disposal of several properties, successful capital bids and the associated impact on capital spend and investment across NCG.

The Chief Executive advised that the focus going forward would be on Ofsted readiness and the journey to 'Outstanding'.

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

- Achievements to Date – the Board noted the positive performance and congratulated all those involved. They requested that a message is passed from the Board to all staff, thanking them for their efforts and the CEO advised that this could be incorporated into the narrative which will accompany her Christmas message to staff.

Action CB A29: CEO Christmas message to incorporate a message of thanks from the Board to all staff.

- TEF Silver – the Deputy Principal (HE) reported that NCG had successfully challenged the initial TEF award and that the award had consequently been re-graded as ‘Silver’ as a result. The Board noted the reputational change associated with NCG’s HE offer and the increase in the number of approaches around partnership working in this area which are a positive step change.

3.2 Finance Report

The Board received the finance report from the CFO and noted the key points as follows:

- NCG has set an EBITDA target of £5.3m for 2023/24. The initial view of the Q1 forecast is that EBITDA will be in line with budget.
- Efforts are ongoing to ensure that T-Level capital grants are spent by the end of December. It was noted that T-Level recruitment is significantly under target however, which has been an issue across the sector.
- There are currently seven bank covenants in place which need to be measured each quarter and NCG is compliant with all. Discussions are ongoing with the bank around a reduction in the number of bank covenants and the associated reporting requirements. The CFO advised that it is planned to have three bank covenants going forward, with only EBITDA to be reported on a quarterly basis (with the other two covenants being measured annually). The Board noted that while the bank has agreed to reduce the number of covenants without a charge, there will be associated legal fees and as a result, the DfE have advised that DfE approval will be required. The CFO reported that it is hoped to have this issue resolved by next Corporation Board meeting in March 2024.
- NCG will be spending in excess of £20m over the next 12 months on a variety of capital investment projects which is a significant step change in terms of investment in the estate.
- NCG received an increase of £4.6m in funding which was largely used to make a 6% pay increase to staff.
- There has been a significant growth in HE, largely due to the increase in partnership subcontracting.
- Non-pay costs relate mainly to professional fees associated with projects.
- Occupancy costs are higher as NCG has struggled to achieve the utilities reduction target that had been set.

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

- Funding – the Board noted the successful capital fund bids which had been realised. The CFO reported that spend will be carefully managed and maintained as will relationships with the funding agencies.
- T-Levels – the CFO reported that NCG received approximately £3.7m to support the delivery of T-Levels but that student numbers remain well below target. She reported that NCG has continued to invest this funding in the areas of most need as the T-Level provision should be supported with sector leading equipment and facilities. The Board noted a risk around potential clawback in future years.
- Cash – the Board noted the strong closing cash position with 85 days of cash by the end of July 2024.
- External Audit Contract - the Board received a proposal to extend the Mazars external audit service noting that the initial contract was for three years from 11 May 2020 to 10 May 2023 with the option to extend for two further periods of 12 months. Board members recalled that the Board approved an extension of 12 months from May 2023 - May 2024 and the CFO requested Board approval to invoke the second 12-month extension at which point NCG will re-tender for external audit services.

Decision CB D78: The Board approved the extension of the Mazars external audit contract until May 2025.

3.3	2022/23 Annual Accounts and Financial Statements
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The Board received the 2022/23 Annual Report & Financial Statements from the CFO and noted the key points as follows:

- The accounts were reviewed at a pre-meeting of the Audit & Risk Committee in November 2023 and amended as a result of the feedback provided by members. They were subsequently reviewed again at the Audit & Risk Committee meeting of the 14th December with the auditors present.
- The auditors have provided a clean opinion on the statutory accounts and no issues were identified around the business as a going concern.

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

- Emphasis of Matter – the Chair of the Audit & Risk Committee advised that the audit opinion included an Emphasis of Matter around the MAS provision, which was not unexpected, given the size of the provision.
- MAS Records – the Chair reported that NCG has made an offer to the ESFA with a supporting rationale and that a response is awaited.

Decision CB D79: The Board approved the 2022/23 Annual Accounts and Financial Statements.

3.4 Environmental Strategy Update

The Board received an update on the environmental strategy from the CIDEO and noted the key points as follows:

- There is a continued focus on carbon literacy among curriculum colleagues to raise understanding and awareness and embed good practice across the curriculum.
- Almost 70% of NCG's current carbon footprint is attributable to the supply chain. As a result, NCG is focusing its efforts on sustainable procurement with a view to making significant progress in that area.
- The SECR report demonstrates the work that has been undertaken in partnership with Clear Futures to reduce the carbon footprint across NCG.

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

- NCG Estate – the CIDEO advised that the infrastructure plan and environmental strategy are completely aligned with current investments designed to make future savings. The Board noted that several decarbonisation projects are already underway.

3.5 Infrastructure Masterplan Update

The Board received the infrastructure masterplan update from the CIDEO and noted the key points as follows:

- Current disposals are valued at approximately £38m. The Van Hee site was sold for approximately £500k and the sale of the land adjacent to the Railway Academy is underway

with a sale price of £120k. Heads of Terms for the sale of Chatsworth House in Carlisle have been agreed, with a sale price of £300k.

- The sale of the Deptford site is progressing at speed with all parties confident of exchange and completion by the end of January / early February 2024. The CIDEO advised that this phase of the sale will yield an initial £3m.
- Discussions continue with Homes England around the sale of the Newcastle surplus land, and it is hoped to conclude this process by the end of March 2024.
- £10m has been spent on transforming the digital and physical estate since August 2022. It is anticipated that a further £9m of investment will take place over the remainder of the academic year.
- The significant increase in the number of projects has placed increased demands on the digital and estates teams who are being supported by external consultants to ensure projects are delivered to plan.

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

- Investment – the Board noted the significant step change in terms of investment which will enable NCG to make a difference within its local communities and on a national level. The CIDEO thanked the Estates Committee for their continued support and advice throughout the process.

4. Governance, Risk and Compliance

4.1 2022/23 Audit & Risk Committee Annual Report

The Board received the 2022/23 Audit Committee Annual Report from the Secretary to the Board which had been reviewed and endorsed by the Audit Committee at their meeting of 14th December. The Board noted that in the opinion of the Audit & Risk Committee, NCG's audit arrangements, framework for governance, risk management and control, and its processes for securing economy, efficiency and effectiveness were adequate and effective and they therefore recommended approval of the annual report to the Corporation.

Decision CB D80: The Board approved the 2022/23 Audit Committee Annual Report.

4.2	2022/23 Annual Assurance Report
<p>The Board received the 2022/23 Annual Assurance Report from the Chief Operations & Compliance Officer (as the Head of Internal Audit), which is based on the outputs of the work of the NCG internal audit team, RSM and KPMG. The Committee noted that the same grading approach had been adopted as in previous years and the opinion of the Chief Operations & Compliance Officer was 'generally satisfactory with some improvements required'.</p> <p>Decision CB D81: The Board approved the 2022/23 Annual Assurance Report.</p>	
4.3	Strategic Risk Register
<p>The Board received the Strategic Risk Register from the Chief Operations & Compliance Officer and noted the following.</p> <ul style="list-style-type: none"> • The risk scoring relating to curriculum (risk #3 - NCG curriculum offer does not match local, national & regional priorities and needs) has increased in recognition of the uncertainty brought about by the recent Government announcement around the 'Advanced British Standard'. • Risk #13 relates to NCG's failure to comply with legislation and regulation, leading to sanctions, penalties and damage to reputation. The Board noted that while the scoring had not changed, the DfE continues in its efforts to recoup as much funding as possible from colleges and private training providers. <p>Decision CB D82: The Board approved the Strategic Risk Register.</p>	
4.4	2022/23 Annual Health & Safety Report
<p>Meeting note: Student Governor Alfie Cockle joined the meeting.</p> <p>The Board received the 2022/23 Annual Health & Safety Report from the CIDEO noting that this had been reviewed and discussed at the Estates Committee at their meeting in November 2023.</p> <p>The Board, having noted the contents of the report, queried the following:</p> <ul style="list-style-type: none"> • Mental Health Incidents – the Board noted the number of self-harm incidents contained within the report. The Chair advised that this had been flagged at the Estates Committee and it is planned to bring more detail on this to the Corporation Board at a future meeting. <p>Action CB A30: Integrated report on self-harm incidents to be presented to a future meeting.</p> <p>Decision CB D83: The Board approved the 2022/23 Annual Health & Safety Report.</p>	

4.5	Refresh of 2023/24 Subcontracting Plan
<p>The Board received the updated 2023/24 subcontracting plan from the Chief Operations & Compliance Officer and noted the main reasons for the reductions to the plan as follows:</p> <ul style="list-style-type: none"> Planned levels of HE have been reduced to reflect the current contracted value with the Elizabeth School of London Limited. TRN (Train) Limited have declined both contract allocations offered to them. Castlevision Group Training Limited have handed back the Multiply contract allocation. <p>The Board, having noted the key points above and the contents of the report, queried the following:</p> <ul style="list-style-type: none"> Higher Education – the Board noted that this had been included for completeness but is out of scope for the DfE submission. <p>Decision CB D84: The Board approved the amendments to the 2023/24 Subcontracting Plan as presented.</p>	
4.6	Corporation Matters Report
<p>The Board received the Corporation Matters report from the Secretary to the Board and noted that the items for approval related to the appointment / reappointment of Governors and the adoption of the AOC Code of Good Governance.</p> <p>The Board, having noted the contents of the report, queried the following:</p> <ul style="list-style-type: none"> Governor Appointment Process – the Board noted the tendency of London local authorities to appoint to their local College Boards and requested that the appointment process is reviewed as part of the internal governance review to ensure that NCG retains the final authority over such appointments. <p>Action: CB A31: Governor Recruitment and Appointment Policy to be reviewed to provide clarity over the appointment of Governors by external bodies to NCG College Boards.</p> <p>Decision CB D85: The Board approved the extension of the Terms of Office for those Governors who have agreed to remain on their Board until 31 July 2024.</p> <p>Decision CB D86: The Board approved the appointment of Cllr. Kim Powell to the Lewisham College Board for a period of four years.</p>	

Decision CB D87: The Board approved the appointment of Haliya Sadiq as Student Governor on the Lewisham College Board.

Decision CB D88: The Board approved the appointment of Professor Rob Trimble to the Carlisle College Board for a period of one year.

Decision CB D89: The Board approved the appointment of Katy McDonald as parent Governor to the Newcastle Sixth Form College Board for a period of two years.

Decision CB D90: The Board approved the adoption of the 2023 AOC Code of Good Governance.

4.7	2022/23 HR Annual Report and People Plan Update
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The Board received the 2022/23 HR Annual Report and People Plan Update from the Executive Principal (People & Culture) and noted the key points as follows:

- The report provides a summary of activity across the People & Development function throughout 2022/23.
- 2022/23 marked a return to business-as-usual working practices post-Covid.
- Staff turnover and attendance have started to improve although this remains modest, and more work remains to be done.
- A key achievement of 2022/23 was the development and launch of the NCG People Plan and its associated activities.

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

- Rewards System – the Executive Principal (People & Culture) advised that NCG had commissioned an independent review to look at the complexity of this issue. He noted that there is now an appetite and capacity for harmonisation and a project team has been established with a view to introducing a job evaluation / harmonisation scheme during the 2024/25 academic year with the support of the unions.

5. Minutes of Previous Meetings / Matters Arising / Register of Actions	
5.1	Minutes of Previous Meeting – 7th November 2023
Decision: CB D91: The Board reviewed and approved the minutes of the Corporation Board meeting held on 7 th November 2023.	
5.2	Confidential Minutes of Previous Meeting – 7th November 2023
Decision: CB D92: The Board reviewed and approved the confidential minutes of the Corporation Board meeting held on 7 th November 2023.	
5.3	Matters Arising
There were no matters arising.	
5.4	Register of Actions & Decisions
<p>The Board received the Register of Actions & Decisions from the Secretary to the Board and noted the following:</p> <ul style="list-style-type: none"> • The action relating to the costs of reclassification continues to be monitored. • Action A22 relating to the role of the Senior Independent Governor remains ongoing and will be addressed as part of the final recommendations of the internal governance review. 	
5.5	Sub-Committee Minutes
<p>The Board received for information the Sub-Committee minutes, noting that these were in draft format until formal approval at the next Committee meeting:</p> <ul style="list-style-type: none"> • Estates Committee – 16th November 2023. • HE Governance Committee – 15th November 2023. 	

6. Closing Items	
6.1	Meeting Evaluation
<p>Chief Executive Liz Bromley and Independent Governor Shirley Atkinson provided their reflections on the meeting:</p> <ul style="list-style-type: none"> • Papers and presentations were of a high standard and provided the right level of detail, although some were overly lengthy. 	

- Discussions may have been impacted by the virtual meeting format which tend to flow better during face-to-face meetings.
- The agenda was clear although perhaps bottom-heavy with the majority of approvals coming towards the end of the meeting.
- The meeting pack was large due to the number of approvals required which created an additional burden in terms of meeting preparation time. The Board noted that this is common across all sectors and remains a challenge due to the need for Board oversight and assurance around key items.

6.2 AOB

The Board noted that this was the final Board meeting for Independent Governor Jeanette Strachan who would be leaving the Board at the end of her term in February 2024. The Board thanked Jeanette for the support and guidance she provided to the Leadership Hub, as Safeguarding Link Governor and as a member of the HE Governance and Audit & Risk Committees and wished her every success in the future.

The Secretary to the Board advised that an interim Safeguarding Link Governor would be required for the remainder of the academic year and requested any interested Governors to contact him.

Action CB A32: Interested Governors to contact the Secretary to the Board regarding the vacant Safeguarding Link Governor role.

6.3 Date and Time of Next Meeting – Tuesday 26th March 2023 via Teams

The next meeting of the Corporation Board will take place in person on Tuesday 26th March in Southwark College.