

Minutes of Meeting



*attended part of meeting / ^attended virtually

CORPORATION BOARD			
TUESDAY 16 JULY 2024 AT 9AM IN BOARD ROOM 1, RYE HILL HOUSE			
Corporation Board Members		Attendance	
Full Name	Position	Attended	Apologies
John Widdowson	Chair of Corporation	X	
Liz Bromley	CEO – Ex-Officio Governor	X	
Rob Holt	Independent Governor	X*	
Chris McCourt	Independent Governor	X	
Shirley Atkinson	Independent Governor	X	
Darren Crossley	Independent Governor	X	
Lisa Gregg	Independent Governor	X	
Vikki Smith	Independent Governor	X	
Kevin Stach	Staff Governor		X
Rachel Taylor	Independent Governor	X	
Chris Wigginton	Independent Governor	X	
Andrew Young	Independent Governor		X
Charlotte Croffie	Independent Governor		X
Joanne Marshall	Independent Governor		X
Louise Humpish	Independent Governor		X
In Attendance			
Tony Lewin	Executive Principal – Curriculum	X	
Gerard Garvey	Executive Principal – People & Culture	X	
Steven Wallis	Executive Director of Quality	X	
Scott Mulholland	Chief Information, Data & Estates Officer (CIDEO)		X
Lisa Sproats	Chief Finance Officer (CFO)	X	
Jon Ridley	Executive Lead Higher Education	X^*	
Claire MacLean	Director – Business Development		X
Lynne Griffin	Director – People & Development	X	
Nick Simkin	Gatenby Sanderson	X^*	
Clerk			
Jane Farrelly	Director of Governance	X	
Tracey Mullen	Governance Manager	X	

Item	Agenda Item
1.	Opening Items
1.1	Opening and Welcome
<p>The Chair welcomed all those present to the meeting. The Board noted that this was the first meeting for new independent Governors Lisa Gregg, Vikki Smith, Chris Wigginton and Rachel Taylor. The Chair advised that Gatenby Sanderson would be in attendance for item 2.2 to present the external governance review.</p>	
1.2	Apologies for Absence
<p>Apologies were received from Independent Governors Andrew Young, Charlotte Croffie, Joanne Marshall and Louise Humpish and Scott Mulholland (CIDEO). The Board noted that Executive Director Claire MacLean was also unable to attend.</p>	
1.3	Declarations of Interest
<p>There were no declarations of interest declared on this occasion.</p>	
1.4	Update from the Chair on Board Matters
<p>The Chair reported that the FE Commissioner had issued the summer newsletter, and it had been pleasing to note that NCG had been credited for its work with adult learners.</p> <p>Action: CB A34: Director of Governance to share the FEC summer newsletter with the Board.</p>	

2.	Strategic Items
2.1	Chief Executive Group Report
<p>The Board received the Chief Executive Group's (CEG) report from the Chief Executive Officer (CEO) and noted the key points as follows:</p> <ul style="list-style-type: none"> For the benefit of the new governors, the CEO explained the purpose of the report is to provide an opportunity for the Chief Executive's Group to update the Board on relevant activity since the last report to the Corporation. Given the complexity of NCG and the fact Board Members require a broader understanding of the Group, all executive directors contribute to the content. Since drafting the report, the outcome of the General Election is now known. The full consequences and impact on NCG and its learners are unknown at this time and will be closely monitored. 	

The CEO advised she had been invited to participate in an event to provide her views following the King's Speech on 17th July 2024.

- The Chief Executive was pleased to report Jon Ridley (Deputy Principal, HE) had successfully been appointed as the new interim Principal of Newcastle College, following a recruitment process in June 2024 and would commence the role on 1st August 2024. The Board recognised this was an excellent example of internal development within NCG. Alan Fenton, Academic Registrar had been appointed into the Deputy Principal, HE role, also on an interim arrangement.
- All members of CEG attended a detailed and collaborative review of the Strategic Risk Register that took place on 26th June 2024 which had been led by the Director of Assurance & Risk. The session resulted in a series of refinements to the risk register, which will include new risks (for example the uncertainty brought by the current political environment and NCG's diverse locality), and adjustments to existing risks to reflect the current environment in which they are operating in.
- The report identified a number of positive people-related trends, the details of which will now be overseen by the newly established People & Culture Committee, with a high-level summary report from the Chair of the Committee to the Corporation Board.
- Reference was made to DarkTrace implementation which is now underway. The Board recognised the importance of the system in order to protect NCG's cyber security.
- National Student Survey (NSS) survey results were released on 10th July. NCG performed above the sector average across the board. Of the 34 overall scales and questions, NCG ranked: 21 Gold, 10 Silver, 2 Bronze and 1 RI (relating to IT resources and facilities).

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

- Given the outcome of the General Election and the change in the leadership party, members recognised this had brought about a change in many local MPs for NCG across its localities and queried whether contact had been made. The Chief Executive advised that letters have been drafted to be issued by the Chief Executive and College Principals to ensure good relationships are built within local areas.
- A Governor queried how the Board would be involved in the Strategic Risk Register. In response, the Chief Finance Officer (CFO) advised that the Risk Register would be presented at the to the Audit and Risk Committee in September to influence its development (and Board

thereafter). It was noted that the aim was to have an overarching Strategic Risk Register which would be supported by operational risk mitigation plans across Colleges and Professional Services.

- The Board discussed cyber security as a high-level risk and recognised not only the financial consequences of an attack but also the significant wider impact on the colleges.
- The Board noted the meeting that had taken place with the CEO of Laidlaw Schools Trust and queried whether any further developments had been made. The Executive Principal (Curriculum) reported that contact had been made with NCG to enquire as to the potential of having space within the Newcastle campus to open an educational space for young people who are excluded or are at risk of exclusion from the education system. The proposal is to replicate the Beacon Project in Sunderland, whereby such young people are educated in an integrated facility. The Board noted that executive colleagues had visited the Beacon Centre on 10th July 2024 to see the facility in operation and the next steps are for the executive team to discuss the possibilities and options available in order to agree whether it is a feasible project to progress.

2.2 External Governance Review

Meeting Note: Nick Simkin, Gatenby Sanderson, joined the meeting at this point.

The Board received the mandatory external governance review report from Nick Simkin, Gatenby Sanderson and noted the high-level findings as follows:

- The governance exercised by the Board was found to be effective. It was pleasing to see innovation in governance through the new place-based governance model, although the implementation of this model is a significant change that will need to be managed appropriately.
- NCG was found to be performing well when compared to other FE institutions and governance arrangements in other sectors used as benchmarks.
- In all areas Gatenby Sanderson were met with enthusiasm and passion for both the College Group and what it stands for.
- The review identifies 18 recommendations for NCG to consider. With the implementation of the recommendations, on top of existing good practice, and the continued implementation of the governance changes, it is anticipated that NCG could achieve excellence in its governance.

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

- In discussing the next steps, it was confirmed that an action plan would be developed and overseen by the Search, Nominations & Governance Committee and submitted to the Corporation Board in September for further discussion.
- The Board discussed the timeliness of the governance review, the implementation of the place-based governance model and the opportunities presented by the recent change in government and noted that there is an opportunity for NCG to be a sector leader in this key area.
- Members discussed the action plan timeline and whilst it was noted that a recommendation of 12-18 months had been suggested, it was agreed that any recommendations/actions that could be addressed in an earlier timeframe should be.
- The Board discussed the recommendation around the establishment of a Finance Committee and agreed that this would be revisited.

Decision CB D123: The Board approved the External Governance Review.

Meeting Note: Nick Simkin, Gatenby Sanderson, left the meeting at this point.

2.3 Infrastructure Plan

The Board received a presentation on the Infrastructure Plan from the Chief Executive and noted the key points as follows:

- There is an immediate need to invest in the physical and digital estate and to sustain investment over the long term.
- As FE colleges have been reclassified into the public sector, the proceeds of any asset disposals must be ring-fenced for capital expenditure.
- The Infrastructure Plan provides a rationale, summary of priorities and an investment profile for the next 6 years in order to deliver smart, sustainable and safe campuses across all NCG colleges.

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

- Governors queried whether there were any opportunities to work with Newcastle City Council on the infrastructure plan. The Executive Principal (Curriculum) informed that on 11 July 2024 the Mayor of Greater Manchester, Andy Burnham, unveiled his proposals for the core subjects of the Greater Manchester Baccalaureate, known as the MBacc – a new vision for technical education and boosting productivity. Over the last year, the Mayor has worked with education and business leaders as well as young people to design seven MBacc gateways – each linked

to a sector that is growing in the Greater Manchester region. It was noted that a similar model could be explored to see if it could be utilised across the NCG patch.

- New Governors noted that a wider understanding of the estates strategy (as it relates to Newcastle in particular) would be very helpful in identifying place-based opportunities presented by the estate as the 'front door' to the college.
- The Chair of the Estates Committee recognised the significant work of the CIDEO and his team in developing a safe infrastructure plan and offered his support to meet with key colleagues in preparation of the plans returning to the Corporation Board in September.

Action CB A35: The Estates Masterplan to feature as a substantive agenda item for the September 2024 meeting.

2.4 Deptford Disposal Report

The Board received the Deptford Disposal Report from the Chief Executive and noted the key points as follows:

- As part of the Lewisham College strategic options review, the decision was taken to dispose of the Deptford Campus on an unconditional basis. The sale contracts exchanged on 3 May 2024, with legal completion occurring on 31 May 2024.
- The next steps are:
 - To focus on completing the works to Lewisham Way to ensure the transition from the Deptford Campus.
 - Continue to deliver the wider masterplan and investment programme for the Lewisham Way campus.
 - Ensure deferred payments are received in line with the sale agreement at 12 and 24 months.

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

- In discussing the completion of the works, the Executive Principal (People & Culture) provided assurance that the works at Lewisham Way were on course to complete in readiness for students commencing the new academic year in September 2024. He added that one of the key benefits of the relocation would be that all activities/courses would be overseen within a single campus location. In noting the update, the Board recognised that the roles of the Executive Principals were critical in keeping the Group informed and well connected.

- As evidenced within the infrastructure plan update, Governors recognised the benefits of disposing of unused land across the NCG estate to enable funds to be reinvested to deliver smart and safe campuses.

Meeting note: the Executive Lead for HE left the meeting.

3. Items for Approval

3.1 NCG Strategy Towards 2030 Review

This item was deferred to the September Corporation Board meeting.

3.2 2024/25 Financial Plan and Budget

This item was discussed under a confidential minute.

3.3 Finance Report

The Board received the Finance report from the CFO and noted the following key points:

- Capital, cash, balance sheet and financial health updates had been provided in detail in the 2024/25 budget and long-term plan presentation included in agenda item 3.2.
- Work continues on the new finance system implementation with a go-live date of 1st August 2024. The final round of User Acceptance Testing is underway and preparation for end-user training and go-live is ongoing. An update was provided at the June Audit & Risk Committee meeting.
- The interim external financial audit begins on 1st July 2024 and relevant teams have been preparing documentation to submit in advance. The Audit Summary Memorandum prepared by Mazars was received by the Audit & Risk Committee on 4th June 2024 and no significant issues were brought to the Committee's attention.
- In accordance with the financial regulations, Corporation approval is required for those contracts >£500k. Corporation was asked to approve the contract award for NCG's Insurance Programme following a further competition via the CPC framework to Arthur J Gallagher and their partner insurers for up to 6 years.

Decision CB D125: The Board approved the contract award for NCG's insurance programme to Arthur J Gallagher for an initial three years with an option to renew for a further three years.

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

- The Chair of the Audit & Risk Committee acknowledged that the Audit & Risk Committee had received an informative update on the new finance system at the June meeting and queried the confidence levels that the system would be in a position to go-live on 1st August 2024. In response, the CFO informed she that a significant amount of testing on the new system had been carried out and she was confident the system would be ready to go-live by the planned date. The Corporation recognised the new system will lead to significant business process improvements and streamlining of financial activity and reporting across all colleges.

3.4	2023/24 Subcontracting Plan Refresh & 2024/25 Subcontracting Plan and Strategy
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The Board received the 2023/24 Subcontracting Plan Refresh and 2024/25 Subcontracting Plan and Strategy from the CFO and noted the following key points:

- The subcontracting and partnership objectives are aligned to the NCG Strategy.
- The FE Supply Chain Fees & Charging Policy is reviewed and agreed every 3 years.
- Planned Levels of Subcontracting, specifically priorities deemed high quality, and low risk together with Fees and Charges will be reviewed and agreed annually.
- The Board noted the priorities for 2024/25.

Decision CB D126: The Board approved the 2023/24 Subcontracting Plan refresh, the 2024/25 Subcontracting Plan and the 2024/25 Subcontracting Strategy.

3.5	Policies for Approval
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The Board received the following policies for approval:

- HE Fees Policy
- Code of Practice on Freedom of Speech
- Financial Reserves Policy
- FE Supply Chain Fees & Charges Policy
- Code of Conduct for Suppliers and Subcontractors
- Data Protection Policy

Members noted the policies had been reviewed and endorsed by either the Policy Review Council, FE Academic Board or HE Governance Committee.

It was noted that the policy approval pathway is under review in order to utilise the new governance structure and support building further capacity in the Board and their ability to focus on strategic matters. (Recommendation R1 in the external governance review report).

Decision CB D127: The Board approved the HE Fees Policy.

Decision CB D128: The Board approved the Code of Practice on Freedom of Speech Policy.

Decision CB D129: The Board approved the Financial Reserves Policy.

Decision CB D130: The Board approved the FE Supply Chain Fees & Charges Policy.

Decision CB D131: The Board approved the Code of Conduct for Suppliers and Subcontractors.

Decision CB D132: The Board approved the Data Protection Policy.

3.6	Corporation Committee and Coopted Committee Members Report
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The Board received the Corporation Committee and Coopted Committee Members report from the Director of Governance and noted the following key points:

- Following the successful completion of recruitment to the Corporation Board, a proposal for the membership of the Corporation Committees was presented to the Board for approval. The Board noted:
 - All members have been contacted and agreed to serve on the proposed Committees.
 - The proposal includes corporation governors, independent coopted members and two coopted college board members (Kim Caplin, Southwark – FE Quality & Students Committee and Phoebe Juggins, Lewisham – Estates Committee).
 - The proposal further includes recommended principal observers, the intention of which is to provide NCG principals with the opportunity to observe committee meetings as part of their ongoing professional development. Principal observers would be rotated across Committees on an annual basis.
 - Committee membership will be reviewed on an annual basis by the Search, Nominations & Governance Committee to ensure fitness for purpose.
- In accordance with the process set out in the Standing Orders (3.4.1), the Corporation may appoint someone who is not a member of the Corporation onto a Corporation Committee. Such a person is known as an independent coopted member. Angela Dragone's application form was presented as Appendix 2 to the report for the Board's consideration.

Decision CB D133: The Board approved the Committee membership as presented.

Decision CB D134: The Board approved the appointment of Angela Dragone as a coopted member of the Audit & Risk Committee.

Post-meeting note: The Southwark College Chair resigned on 22 July 2024 with effect from 31 August 2024 and therefore will not be joining the FE Quality & Students Committee as a coopted member. A replacement will be identified, and Corporation approval sought in due course.

4. Items for Assurance

4.1 Quality & Performance Report

The Board received the Quality & Performance report from the Executive Director of Quality and noted the following key points:

- The Quality scorecard provides an overview of the R11 position against all relevant metrics.
- Retention is consistent with the same point last year at 93%. 19+ retention is 95.5% (0.9 point decline from last year), 16-18 retention is 91% (0.5 point improvement). The 19+ decline is driven by lower retention in awards, certificates, and GCSE.
- Attendance in both ages groups has marginally improved. (16-18 improving by 0.9 points to 84.4%, and 19+ by 1.1 points to 87.2%).
- Final term student survey results showed improvement from 2022/23 with 72% (10,133) of learners completing the survey (+1point from 2022/23).
- Progress has been made against all Key Lines of Enquiry with the exception of attendance at English and maths which is being closely monitored.

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

- Governors queried whether the detail contained within the Quality Scorecard could be presented in a different format. It was noted that the newly established FE Quality & Students Committee would scrutinise the quality metrics as part of its workplan going forward and consideration would be given to the future presentation of the information.
- The Board agreed that a session on quality metrics would be useful as part of the 2024/25 governor training schedule.

Action CB A37: Quality metrics to be added to the 2024/25 Governor training schedule.

4.2	Staff Survey Results
<p>The Board received the 2024 Staff Survey Results report from the Executive Principal (People & Culture) and noted the key points as follows:</p> <ul style="list-style-type: none"> • The completion rate was the highest to-date with 1569 colleagues participating, giving an overall response rate of 72% (+3% on 2023). Members recognised the engagement element was challenging given the number of colleges within the Group and their diverse locations. • The average survey score was 7.6 (+0.3 vs 2023). • Colleagues were asked the same 40 questions as the previous two years. • Preparation of college level action plans are in progress in readiness for full implementation in the new academic year. • Progress against action plans will be monitored by the newly established People & Culture Committee. <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"> • In noting that the same questions had been used as the previous two years surveys, a member queried the reason for this. In response, the Director of People & Culture explained that the decision not to deviate from the same questions was to allow NCG to identify shifts in perception and indicate improvements over time. • In respect of the college level action plans being developed, the Board was informed that the plan was to commission an external organisation to carry out deep-dive work into the areas requiring improvement, once a full analysis of the results had been completed. <p>Action CB A38: In order to keep governors informed of ongoing developments across the Group, future publications of NCG executive communication bulletins would be circulated.</p>	
4.3	Committee Minutes
<p>The Board received the minutes from the following Committee meetings:</p> <ul style="list-style-type: none"> • Audit & Risk - 4 June 2024 • HE Governance - 12 June 2024 	

It was noted that in future, a Chair's summary report would be presented to Corporation Board, outlining the key issues covered by the Committee at each meeting and making recommendations for Board approval. (Recommendation R12 in the external governance review report).

4.4 College Board Assurance and Escalation Reports

The Board received the Assurance and Escalation Reports from the following College Boards:

- Carlisle - 18 June 2024
- West Lancashire - 19 June 2024
- Kidderminster - 20 June 2024
- Newcastle - 24 June 2024
- Lewisham - 25 June 2024
- Newcastle Sixth Form - 27 June 2024
- Southwark - 3 July 2024

The Board was alerted to the three items of escalation detailed within the reports and noted that no further action was required.

Action CB A39: Members requested that going forward any items of escalation from the College Boards be collated into a separate report for ease of identifying and taking appropriate action.

5. Items for Information

5.1 Corporation Matters

The Board received the Corporation Matters report from the Director of Governance which provided an update on governance matters not covered elsewhere on the agenda and noted the key points as follows:

- The implementation of place-based governance continues with the soft launch of the new model having taken place at the June/July round of College Board meetings. Feedback to date has been mostly positive with members appreciating a more focused approach to reporting which provided Boards with the space to have more dynamic skills and curriculum-focused discussions. The Principals are continuing to meet with and recruit potential new members to their respective College Boards.

- Search Committee approved three new members at its May meeting, six in June with more to be appointed at the meeting on 18 July 2024. The list of appointments was appended to the report for information.
- The updated 2024/25 meeting schedule was appended to the report. Committee meeting invites will be issued to new members following Corporation Board approval of Committee membership under item 3.6 of the agenda.
- The company seal has been used on three occasions since the Board last met.

6. Minutes and Action Register

6.1 Minutes of Previous Meeting – 21 May 2024

Decision: CB D135: The Board reviewed and approved the minutes of the Corporation Board meeting held on 21 May 2024.

6.2 Register of Actions & Decisions

The Board received the Register of Actions and Decisions from the Director of Governance. It was noted that the two open actions (A22 and A31) were not yet due.

7. Deferred Items

7.1 HE Strategy Refresh

The Board noted that following recommendations from HE Governance Committee, on 12th June 2024, a revised NCG HE Strategy to 2030 will be presented at Corporation Board in 2024/25.

7.2 Deferred Policies

The Board noted the following policies had been deferred and noted:

- Risk Management – to go to Audit & Risk Committee in September and Corporation thereafter.
- Health & Safety - deferred pending review by Policy Review Council (PRC). To go to PRC in August and Corporation Board in September 2024.

7.3 2024/25 Internal Audit Plan

The Board noted the 2024/25 Internal Audit Plan had been deferred as a result of the Audit & Risk Committee review of the new IA delivery model. The Plan will go to Audit Committee in September and Board thereafter.

7.4	People Plan Update
The Board noted there was nothing substantive to report since the last report to Corporation Board and a HR update was provided in the CEG report under item 2.1.	

8.	Closing Items
8.1	Meeting Evaluation
<p>The Executive Principal (People & Culture) provided his reflections on the meeting:</p> <ul style="list-style-type: none"> • The Board Strategy event held on 15th July 2024 had provided a good opportunity for executives to provide an overview of their portfolios and current work programmes to the new governors. A streamlined version of the content could be used for other inductions. • Members had been well engaged and involved in discussions. • Discussion had been strategic and future-focused. • The recent governance review changes were clearly evident throughout the meeting and agenda. • Given the number of year-end reports, he suggested the time allocation be re-considered for next year's agenda or that a dedicated meeting be scheduled, though appreciated the new governance structure would alleviate a lot of the scrutiny work on behalf of the Board. 	
8.2	AOB
There was no other business raised on this occasion.	
8.3	Date and Time of Next Meeting
The next meeting of the Corporation Board will take place in person on Tuesday 10 September at 3pm in Rye Hill House.	