

Minutes of Meeting



CORPORATION BOARD				
Details	Tuesday 12 September at 3pm 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	
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	
Claire MacLean	Executive Director - Development	/	X*^	

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

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
<p>Apologies were received from Independent Governor Chris McCourt and Staff Governor Kevin Stach.</p> <p>The Chair advised that Independent Governors Rob Holt and Jeanette Strachan would be joining the meeting via Teams. Gerard Garvey, Scott Mulholland and Claire MacLean would also be joining remotely. The Board noted that the meeting was quorate.</p>	
1.3	Declarations of Interest
The Board were asked if they had any interests to declare in relation to the planned agenda items. Members confirmed that they had nothing new to declare.	
1.4	Update from the Chair on Board Matters
There were no matters to update from the Chair.	

2. Thematic Discussion	
2.1	Future Governance Model
<p>The Chair opened the discussion by advising the Board of the reasons for an internal review of NCG's governance. As part of the introduction the following points were noted.</p> <ul style="list-style-type: none"> a) As a result of reclassification and following the introduction of the LSIPs, there is a need to ensure that the NCG governance model remains fit-for-purpose. b) All colleges must undergo an external governance review every three years. NCG's review is due in 2024 – an internal review in advance of the external review is therefore timely. c) Feedback from some local college board members points to a lack of clarity around their role and the expectations of NCG. The Board noted that there are a large number of college board 	

vacancies and that the internal governance review should be completed ahead of further appointments being made.

- d) The FE landscape has changed significantly in the last 12 months with an increasing focus on the importance of place and locality. Governing bodies have to be seen to be delivering education & skills that meet the needs of the local community and must work with community partners to ensure that this happens. This engagement at local level forms part of the Ofsted Education Inspection Framework and Ofsted inspectors will request to meet with key employers and other stakeholders that colleges engage with to verify that this engagement occurs. As a consequence, there is a need to ensure that local boards are populated by those stakeholders who can best advise the College on local needs.

The Chair advised that similar discussions would take place across all college boards in October, with a view to coming back to Corporation Board in November / December with a detailed update and some outline recommendations.

Corporation Board

The Board noted the following key points:

- There would soon be four vacancies on Corporation Board, with the majority of remaining Governor terms due to expire in 2024.
- Governor skills, succession planning and sub-committee structure will be critical to ensuring the effectiveness of Corporation Board.
- Current Board sub-committees were noted as: Appraisal & Remuneration, Audit & Risk, Estates, HE Governance and Search. All sub-committees are populated by Corporation Board members – recruitment to current vacancies will need to be mindful of the expertise required on existing (and proposed) sub-committees.
- Higher Education is well-governed through an Academic Board and Higher Education Governance Committee. A similar structure for Further Education is being introduced through a new FE Academic Board which will be chaired by the Executive Principal (Curriculum).

The Board, having noted the key points above queried the following:

- Board Assurance – the Board agreed that a revised approach to college board governance with a focus on local issues seemed appropriate given the changes in the sector but emphasized the importance of assurance from college boards to Corporation so that Corporation remained sighted on the key issues at local level.
- External Governance Review – the Secretary to the Board reported that he has held initial scoping discussions with three external reviewers. The Board noted that an appointment will need to be made before the end of the year in order for the review to be conducted in this academic year.
- Further Education Commissioner (FEC) – the Chair reported that the FE Commissioner has indicated a wish to work with NCG on the new approach to Group governance, so that the final model can be adopted as best practice for College Group governance across the sector.
- Student Voice – the Board agreed that the student voice must be captured as part of the revised approach. Student Governor Tristan Jackson advised that social media is the most practical way of connecting with students.
- Alternative Governance Models – the Board discussed what might be lost by moving to an alternative governance model, noting the importance of Corporation Board oversight of and assurance around college performance. Additional sub-committees were identified as one possible means of ensuring that Corporation Board remains sighted on the key issues for which it is accountable, citing the current higher education governance model as something which could be applied to further education governance. A quality and students committee is under consideration.
- Information Flow to College Boards – the Board agreed that whatever the new model of governance might be, new boards must understand the context in which they operate. As such, they should not only provide assurance *to* Corporation Board, but should receive enough information *from* Corporation around the key financial and strategic issues which will enable them to fulfil their responsibilities more effectively.
- Corporation Board Roles and Responsibilities – the Board noted there is currently no Vice Chair in place but that this and alternative roles such as Senior Independent Governor will be explored as part of any proposal that comes before the Board.

- College Board Feedback to date – the Chair advised that the new approach had been discussed with the West Lancashire Board who were supportive of a model which would enable them to lead on local issues of importance to the College. The Secretary to the Board has had early discussions with College Board Chairs around the new proposal as part of the agenda-setting meeting for the October round of College Boards.
- Next Steps – the Chair requested that Governors reflect on the discussion and provide any further considerations to the Chair, Chief Executive or Secretary to the Board. The Board noted that the revised governance model will remain a standing agenda item at Corporation Board until a new approach has been agreed.

3. Strategic Items

3.1 Chief Executive Group Report

The Board received the Chief Executive Group report from the Chief Executive and noted the key points as follows:

- Reinforced autoclaved aerated concrete (RAAC) featured heavily in the national media at the start of September with some schools unable to open due to the presence of RAAC. NCG commissioned its own internal survey earlier in the year and the external survey will take place in September / October 2023. There were no delays to start of term and all buildings are being used as usual. A preliminary longlist of buildings that have been identified as containing RACC has been drafted (Rutherford, Trevelyan and Lewisham). The Audit & Risk Committee and Corporation Board will be kept updated on any developments in this regard.
- In July 2023, the government announced £185m of additional funding to fund pay rises within the FE sector. It has since been confirmed that NCG will receive approximately £4.7m of this funding which places the Group in a strong position to make a meaningful pay award. It is hoped that this will bring NCG in alignment with the public sector and remove the threat of industrial action. Furthermore, NCG committed to revisiting the year-end financial position with a view to making an additional payment to staff, if financially viable. It has since been possible to make an additional non-consolidated payment of £500 to all staff below senior level which formally relates to last year's award.
- The Chief Executive attended an event with NHS strategic leaders to discuss the journey of leadership through education. She reported that participants were impressed by the NCG

Learning Hub and its ability to foster leadership behaviours. The Board noted the positive working relationship that is developing between the two anchor institutions in the region.

- 'Performance' and 'Accountability' will remain the focus for 2023/24 in the drive towards 'Ambitious for Outstanding'.
- Student numbers were reported as positive with the exception of an initial downturn in Carlisle and Newcastle Sixth Form. The Colleges are focused on the long-term retention of students in order to draw down the maximum level of available funding. Recruitment for A-Levels in West Lancashire College was also noted as being below expectations.
- The NCG marketing team continues to work at pace to deliver creative and innovative marketing solutions.

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

- Asbestos – the Chief Executive reported that there is a clear list of those buildings which contain asbestos and that this risk is mitigated and managed.
- Pay Award and Assimilation – the Chief Executive advised that the additional £4.7m funding will provide the opportunity to undertake a pay assimilation exercise. The Executive Principal – People and Culture reported that an initial scoping exercise has been conducted by an external company which has identified several legacy issues relating to job titles, contracts and terms & conditions. A more comprehensive proposal is currently being drafted which will provide more detail on the scale & duration of the project and the required resource.

4. Performance

4.1 Quality & Performance Report

The Board received the Quality & Performance Report from the Executive Director of Quality and noted the key points as follows:

- Achievement rates are similar to 2022/23 with Newcastle College, West Lancashire and Southwark are performing strongly. Some retention challenges in Newcastle Sixth Form and Kidderminster were noted.

- A-Level results were noted as challenging. The Board noted that this learner group had received Teacher Awarded Grades (TAGs) as a result of the system in place during the pandemic and consequently achieved higher than usual GCSE results. As a result, some students may have struggled with the demands of academic A-Level study which may in turn, have impacted retention.
- Legacy pandemic issues, student retention, the recruitment and retention of staff and inconsistent standards were all identified as potential contributory factors in the 2022/23 results.
- GCSE results were noted as in line with the FE average. Above average results were reported for 16-18 maths, with 19+ English and 19+ Maths slightly below average. 16-18 English results were noted as 3.5 points lower than the FE average.

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

- Impact on Student Destinations and Progression to HE – the Executive Director of Quality reported that the colleges continue to work with learners throughout the autumn term to ensure that they progress to HE where desired or to explore alternative options with them. In addition the Executive Director of Quality further advised that this also forms part of the annual self-assessment (SAR).

Action CB A24: Executive Director of Quality to ensure that student destinations and progression is addressed via the annual SAR exercise (Owner : Executive Director of Quality).

- Newcastle College Sixth Form Attendance and Retention – the Board noted that this had previously been referred to the College Board and queried whether it should again be raised as an issue of concern. Noting the earlier conversation around governance, the Executive Director of Quality advised that this might be better addressed in the future by a Board sub-committee. He advised that attendance has not yet recovered to pre-pandemic levels due to a complex mix of factors such as TAGs and staff retention.
- University Entry Criteria – the Board noted the lack of transparency around university entry criteria and the disparity between the systems operated in England, Scotland and Wales which may have disadvantaged students further.

- Vocational English and maths – the Board noted that this is a requirement of funding which may not be valued by employers and it can therefore be difficult to motivate students to attend. Coupled with the cost-of-living crisis and students' need to work, attendance was noted as particularly challenging. The Executive Director of Quality advised that timetabling will be improved in 2023/24 which should improve attendance. He reported that some teachers have delivered English and maths lessons in the workshops which has proved popular with students but that this style of lesson delivery may not suit all teachers.

National Student Survey (NSS) Results

The Board received the NSS results from the Deputy Principal (Higher Education) and noted the following key points:

- The survey had been changed since 2021/22 and as a result it was not possible to directly compare to previous years. However, it was possible to benchmark against other college providers and the results were very favourable.
- NCG was above benchmark for all NSS TEF Metrics with the exception of Learning Resources. The Board noted that this related mainly to Wi-Fi & IT, and that this has been identified as an area of focus within the infrastructure plan.
- When compared with similar institutions, NCG was the top performing college in three metrics: Assessment & Feedback, Academic Support, and Freedom of Expression.
- The Board noted the challenges around learning resources and thanked the Deputy Principal and his wider team for their efforts.

Teaching Excellence Framework (TEF)

- The Board noted the disappointing provisional outcome of the independent TEF panel. The Deputy Principal (Higher Education) advised that the Group was making representations and that the final TEF judgement was still pending as a result.

4.2 Finance Report

The Board received the finance report from the Chief Finance Officer and noted the key points as follows:

- 2022/23 ended positively despite some income targets having been missed. Underlying pay costs were favourable as a result of challenges in recruitment, resulting in an additional non-consolidated payment to staff. Non-pay cost savings such as occupancy savings were also noted as beneficial.
- The cash position was noted as favourable as it included capital grants received ahead of time and which have not yet been spent. Discussions with the bank regarding covenants are ongoing with a proposal to reduce the number of covenants from six to three.
- A new finance system has been procured which will go-live in August 2024. It is anticipated that the system will increase automation around salary modelling and payroll and reduce any associated risk.

5. Governance, Risk and Compliance

5.1 Annual Review of Instrument & Articles and Standing Orders

The Board received the Annual Review of the Instrument & Articles and Standing Orders from the Secretary to the Board. The Secretary to the Board advised that all documents had received minor updates in recognition of the changes in the sector such as the inclusion of the statutory Duty to Review.

Decision CB D49: The Board approved the amendments to the Instrument & Articles and the Standing Orders as presented.

5.2 Annual Review of Scheme of Delegation

The Board received the updated Scheme of Delegation from the Secretary to the Board and noted the key changes as follows:

- Reference to the annual approval and oversight of the Accountability Statement.
- An updated list of policies to be approved by Corporation Board.
- Inclusion of the appointment of the external auditor.

Decision CB D50: The Board approved the amendments to the Scheme of Delegation as presented.

5.3 2023/24 Corporation Board Terms of Reference and Workplan

The Board received the 2023/24 Corporation Board Terms of Reference and annual workplan from the Secretary to the Board and noted the key changes as follows:

- Reference to annual approval and oversight of the Accountability Statement.
- Inclusion of oversight of the People Plan as previously discussed.

Decision CB D51: The Board approved the 2023/24 Corporation Board Terms of Reference and workplan as presented.

5.4 2023/24 Committee and College Board Terms of Reference and Workplan

The Board received the 2023/24 Terms of Reference for College Boards and sub-committees and noted the changes as outlined in the paper. The Secretary to the Board advised that the Terms of Reference for College Boards may need to be updated upon the conclusion of the internal governance review.

Decision CB D52: The Board approved the 2023/24 College Board and Sub-Committee Terms of Reference as presented.

5.5 Responsibilities of Boards and Governors – Annual Compliance Check

The Board received the second annual compliance check against the responsibilities of Boards & Governors as outlined in the *Further education corporations and sixth-form college corporations: governance guide*. The Board noted the RAG-rated items, progress made since the previous iteration and took assurance that there no items rag-rated red (i.e. non-compliant).

5.6 2022/23 Safeguarding Annual Report

The Board received the 2022/23 Safeguarding Annual Report from the Executive Director of Quality and noted the key points as follows:

- The reports provide a high-level summary of in-year achievements.
- The MyConcern system was implemented and now provides greater oversight and assurance of the safeguarding process.

- Approximately 5000 concerns were raised through the system which were then triaged by the Designated Safeguarding Leads.
- Approximately 100 cases were referred to the police or other children’s or adult services teams.
- Certain cases (such as those relating to staff, violence or the death of a student) are referred to the DfE. The Group has had nine such cases and the Executive Director of Quality continues to engage with the DfE Territorial Manager about these cases.
- Independent Governor & Designated Safety Lead, Jeanette Strachan noted the significant improvements that the MyConcern system had brought about since implementation. The Board acknowledged the work of the wider safeguarding team and thanked them for their efforts. They further thanked Independent Governor Jeanette Strachan for the support and expertise that she has provided to the Safeguarding Council.
- The Secretary to the Board reported that the MyConcern system had recently been subject to internal audit and that the results were positive. The Audit & Risk Committee would receive the detailed results of this report at their next meeting.

Decision CB D53: The Board approved the 2022/23 Annual Safeguarding Report.

5.6.1	Safeguarding Policy
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The Board received the 2023/24 Safeguarding Policy from the Executive Director of Quality. The Executive Director of Quality reported that the policy had received minor updates to reflect the September 2023 ‘Keeping Children Safe in Education’ guidance.

Decision CB D54: The Board approved the 2023-24 Safeguarding Policy.

5.7	2022/23 Complaints & Compliments Annual Report
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The Board received the 2022/23 Complaints & Compliments Annual Report from the Chief Operations & Compliance Officer and noted the key points as follows:

- The report summarises the complaints received in 2022/23 across the four stages of the complaints process.
- Future reports will reflect the three-stage process outlined in the new complaints and compliments policy.

5.8**2023/24 Updated Planned Levels of Subcontracting**

The Board received the 2023/24 update from the Chief Operations & Compliance Officer and noted the key points as follows:

- There had been some minor movement (£170K) relating to one sub-contractor who has secured their own contract from the funding council and therefore declined the College offer.
- A small variation relating to the carry-over of a small group of learners in West Lancashire.
- The Group currently remains under the 25% threshold although it is anticipated that the threshold will be exceeded and a submission to DfE is therefore planned.

Decision CB D55: The Board approved the 2023/24 updated planned levels of subcontracting and delegated the authority to approve business critical in-year adjustments to the Chief Operations & Compliance Officer, subject to the ESFA threshold (or approved consent to exceed the threshold) not being exceeded.

5.9**Corporation Matters Report**

The Board received the Corporation Matters report from the Secretary to the Board and noted the key points as follows:

- A Governor Code of Conduct has been drafted for Board approval. The Code outlines the expectations of Governors and all new Governors must agree to the standards of behaviour outlined in the Code. Existing Governors will also be requested to agree to the Code.
- A Corporation and Senior Post-Holders register of interests has been compiled for publication on the NCG website.
- The Governor Recruitment and Appointment policy has been amended to align to the updated Instrument & Articles.
- Jack Garratt was previously a member of the Newcastle Sixth Form College Board and a co-opted member of the Audit and Risk Committee. Jack subsequently resigned from the Newcastle College Sixth Form Board and the Board was requested to approve his appointment as an independent member on the Audit and Risk Committee for the remainder of his initial term.

Decision CB D56: The Board approved the Governor Code of Conduct.

Decision CB D57: The Board approved the amendments to the Governor Recruitment and Appointment policy.

Decision CB D58: The Board approved the appointment of Jack Garratt as an independent member of the Audit and Risk Committee.

Action CB A25: Governor acceptance of the new Governor Code of Conduct to be documented (Owner : Governance team).

6. Minutes of Previous Meetings / Matters Arising / Register of Actions

6.1 Minutes of Previous Meeting – 18th July 2023

Decision: CB D59: The Board reviewed and approved the minutes of the Corporation Board meeting held on 18th July 2023.

6.2 Confidential Minutes of Previous Meeting – 18th July 2023

Decision: CB D60: The Board reviewed and approved the confidential minutes of the Corporation Board meeting held on 18th July 2023.

6.3 Register of Actions & Decisions

The Board received the Register of Actions & Decisions from the Secretary to the Board and took assurance around the additional due diligence that had been carried out with regard to the Elizabeth School of London.

6.4 Sub-Committee Minutes

The Board received for information the following Sub-Committee minutes noting that these had been reviewed by the Chairs but not yet approved by the Committees:

- Estates Committee – 30th June 2023
- HE Governance Committee – 29th June 2023

6.5 College Board Minutes

The Board received for information the following College Board minutes noting that these had been reviewed by the respective Chairs but not yet approved by the Boards:

- Carlisle College – 4th July 2023.
- Kidderminster College – 6th July 2023.

- Lewisham College – 29th June 2023.
- Newcastle College – 10th July 2023.
- Newcastle Sixth Form College – 13th July 2023.
- Southwark College – 3rd July 2023.

7. Closing Items

7.1 AOB - Deptford

This item was covered under a confidential minute.

7.2 AOB

The Board noted that this was the final Board meeting for Independent Governor Mark Squires. On behalf of the Board, the Chair extended his warmest thanks to Mark for his exceptional service and wished him all the best in his future endeavours.

8. Date and Time of Next Meeting

The next meeting of the Corporation Board will take place in person on Tuesday 7th November in Rye Hill House.