

## NCG – Corporation Meeting

Minutes of Meeting held on Tuesday 18<sup>th</sup> May 2021 – 3pm to 5.45pm

Details			Attendance		
Full Name	Position	Initials	Attended	Apologies	No Attendance
Peter Lauener	Chair of Corporation	PL	X*		
Chris Roberts	Vice Chair of Corporation	CR	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*		
Matthew Otubu	Independent Governor	MO		X	
Shirley Atkinson	Independent Governor	SA		X	
John Widdowson	Independent Governor	JW	X*		
Liz Bromley	CEO – Ex-Officio Governor	LB	X*		
Jennifer Mitchelson	Staff Governor	JM	X*		
Hollie Lees	Student Governor	HL	X*		
<b>Clerk</b>					
David Balme	Executive Director and Secretary to the Board		X*		
<b>Visitors/ Presenters</b>					
Chris Payne	Deputy CEO	CP	X*		
Mike Wilmot	Chief Finance Officer	MW	X*		
Steve Wallis	Executive Director of Quality	SW	X*		
Scott Mulholland	Chief Information and Data Officer	SM	X*		
Grant Glendinning	Interim Executive Principal of the North	GG	X*		
Tony Lewin	Group Executive	TL	X*		
Nicola Taylor	Assistant Director of Governance (minutes)	NT	X*		
Jon Ridley	Deputy Principal (HE)	JR	X*^		

\*Attended via Microsoft Teams / ^Attended for part of the meeting

## **1. Chair Opening Remarks / Board Matters / Declaration of Interests / Apologies for Absence**

The Chair opened the meeting and welcomed the attendees. The Chair welcomed HL who had recently been appointed as the Corporation Student Governor.

Apologies had been received from SA and MO. The apologies were accepted, and **the Board agreed that the meeting was quorate.**

The Chair noted that JR would attend the meeting for Item 3.2.

The Board were asked if they had any interests to declare in relation to the planned agenda items, however there was nothing to note.

**The Board noted the updates.**

### **1.1. Update from the Chair of Relevant Matters – Verbal**

The Chair suggested that the Board meet face to face for the July 2021 meeting at Rye Hill House in Newcastle, and to attend a Dinner following this at the Chef's Academy within Newcastle College.

**Action: DB and NT to arrange and provide further details.**

### **1.2. Governor Training / External Activity**

The Board were asked if they had any relevant activity to report, and the following was reported:

- PL, JW, CMA, SA, CMc, JM, JS, MS, RH and LB had attended a Governors Feedback session on the HE Strategy on 29<sup>th</sup> April 2021.
- PL had undertaken a knowledge test on Information Governance.
- PL had provided the DfE with a presentation on organisational reviews.
- RH had visited WLC to meet with the Principal to discuss Construction activity and provision. This also included a tour of the College where he had the chance to meet the SLT.
- MS had been for a tour of Kidderminster College as part of the Principal Interviews.

**The Board noted the updates.**

## **2. Strategic Items**

### **2.1. Chief Executive Group Report**

LB presented the CEG report, and provided the following updates:

- Since the last meeting, the Senior Team had expanded with the permanent appointment of the Executive Principal North (GG), Executive Principal South (TL), Principal of Carlisle College (SM), Principal of Newcastle College (SB) and Principal of Kidderminster College (CD).
- NCG are involved in a number of different projects and proposals.

- NCG continue with the Strategy roll out and Ofsted preparations.

*Remaining updates covered under a confidential minute.*

Governors asked about staff turnover rates, noting that these had increased. LB confirmed this had been followed up with HR and confirmed that there was no obvious pattern or trend. It was noted that the turnover at Newcastle College had doubled and this was affecting the overall rate, however again, there was no obvious pattern or cause for concern.

Governors asked about adult education budget spending and if NCG were on track to reach the 90% threshold which would mean no repayment of grant. MW confirmed that present figures suggested 87%, however noted that the funding is only the shortfall up to 90%, and therefore this would mean a 3% deduction.

*The following questions were asked on BoardPacks in advance of the meeting:*

*Governors queried if NCG had the resource to deliver all of the projects suggested within the report. During the meeting it was noted that NCG were prioritising to ensure links with strategy and priorities.*

*Governors asked for the reasons behind there not being recruitment growth at Newcastle College in relation to 16-18. It was noted that 20/21 saw a 0.6% decrease in 16-18 enrolments, however this followed growth of 2.7% in 19/20. It was noted that 16-18 forecast numbers for 21/22 were predicting growth in line with demographic up-turn of 2%. Applications were currently tracking positively compared to the previous year. Focussed marketing and 'keeping warm' activity is on-going to facilitate conversion of applications to enrolments.*

*Governors queried HE partnerships, and JR provided an update around working with universities to enhance the HE Strategy through collaborative bids, with the importance of working collaboratively rather than in competition.*

**The Board noted the report.**

### **2.1.1. Audit Update - CONFIDENTIAL**

*Covered under a Confidential Minute.*

## **2.2. Quality and Performance**

SW presented the Quality and Performance report, and highlighted the following points:

- NCG had now published their TAG policy.  
**Action: NT to send to Governors.**
- Masterclass sessions had continued to be high quality and valued by staff.
- Discussions had been ongoing with UCU in London. Colleagues had been reluctant to engage in the Group-wide Teaching and Learning

process. A proposal had been discussed with UCU reps which allowed for further specificity around the lesson observations to prevent staff anxiety. The observation process had continued and SW provided assurance of teacher performance.

- Ofsted preparations had continued.

- SW offered a further session with Governors.

**Action: NT to arrange.**

- Apprenticeships had been impacted by various factors: Covid, transition from frameworks to standards and historic quality / systems / processes. Work continues within this area, with a focus on ensuring value of provision. SW reiterated the need for the English and Maths predictions to come to fruition, as these would affect the predicted figure by 15% points. SW confirmed that English and Maths functional skills tests were still being taken, and TAGs would not be awarded for this.

- Governors noted that lines of enquiry on Apprenticeships had identified concerns in relation to the reliability of forecasts previously, and wanted assurance that predictions were more reliable. SW confirmed the further work undertaken within this area to provide assurance.
- Governors asked if Apprenticeship learners had a mentor from NCG, other than within their work place. SW confirmed that this was the role of the skills assessor, as they provide monitoring and training. SW confirmed that this might not have always been the case previously and confirmed this was now part of the set-up process.
- Governors suggested that more 'trade' apprenticeships were needed, and suggested work around engaging employers to ensure apprenticeships are of a high quality, and that employers are committed. Governors also discussed work experience opportunities leading to apprenticeships.

**Action: RH, SW and GG to have a follow up conversation around this. NT to arrange.**

SW noted that the format of his report had changed, and asked for feedback.

**The Board agreed that they liked the revised report, however, would still like the additional detail on a less frequent basis.** PL noted that he and DB had an upcoming Chairs Forum and reporting to Boards would be discussed.

**The Board noted the report.**

### 2.3. Finance Report

MW presented the Finance Report and highlighted the following points:

- In-year finances were on track with the Q2 forecast. Q3 is expected to show a better position, tracking more closely to the original budget. This was due to cost savings through the most recent lockdown.

- The Finance Teams were working on the 21/22 budget. Growth is expected however MW reminded the Board that 16-18 funding is lagged and therefore additional growth funding would not be seen until 22/23. MW further noted that the costs within 21/22 would be incurred to facilitate the growth in provision.
- A Post-16 Capacity Fund had been released, and NCG are looking to submit a capital bid to expand Carlisle College.

**Action: MW to provide further detail regarding the capital bid for Carlisle College at the June 2021 meeting.**

- MW noted that loan extensions would be sought and further details would be provided.

**Action: MW to provide further detail of loan extensions at the June 2021 meeting.**

Governors asked about the change to the ESFA audit guidance in relation to auditors' assurance over future ESFA funding. MW suggested that, at present, there was no indication that this would change the ESFA's current audit routine as the work done by the external auditors will only affect accounting and will not entitle the ESFA to make any clawbacks. MW did confirm that additional costs would be incurred due to additional work being undertaken by the external auditors.

Governors queried the financial health RAG rating of Green. MW suggested that if anything unexpected happened, then the Financial Health rating would change to RI, however if trading continued as usual, the Finance Teams were confident that the rating would be 'Good'.

Governors queried the EBITDA impact of the winding down of the Training Providers. MW suggested that Group EBITDA while the TPs were still running had been around £1m, and was now £6/7m during the pandemic, and therefore the beneficial impact of the TP closure can be seen. MW noted that the cost to close the TPs was circa £13m, and this had been recovered in 2 years through the improved EBITDA. Governors asked if the majority of the improvement within EBITDA was due to the closure of the TPs and MW confirmed this was correct.

**The Board noted the report.**

### **2.3.1. IBOR Transaction Update Approval of Bank Mandate**

MW presented the IBOR transaction update.

**The Board approved the decision to accept Lloyds recommendations on moving to Bank of England base rate from 1<sup>st</sup> January 2022, and for PL and CR to sign the necessary documentation.**

### 3. Deep Dives

#### 3.1. Safeguarding Risks and Responses

SW provided a presentation on Safeguarding Risks and Responses at NCG. SW highlighted the following:

- NCG has a Safeguarding Council where all of the DSLs meet to discuss guidance, any issues to be aware of, concerns etc. This forum offers support to each of the DSLs. SW confirmed that JS (Safeguarding Link Governor) attends these meetings.
- The NCG Safeguarding policy is due to be updated in line with the revised Keeping Children Safe in Education (KCSIE) guidance. Expected changes included a further focus on online safety and arrangements around sexual violence and harassment.
- Following the website “Everyone’s Invited”, NCG had strengthened training and signposting around the reporting of incidents to ensure that people are comfortable and understand how to report.
- NCG have a list of online risks; SW suggested that online risks may reduce following the return of learners to College sites, however there was a need to ensure learners are behaving appropriately and ready for learning.
- SW confirmed that there had been increased gang activity in the Lewisham and Deptford area. Lewisham College is in close contact with the police, and are ensuring additional security and training for staff, as well as a safe environment for all staff and learners.
- Newcastle College had a no-notice Ofsted Inspection in March. The inspectors went through the Safeguarding policies and procedures, as well as speaking to over 100 learners. All learners confirmed that they felt safe and well supported by the College. This proved that there were robust systems and processes. One area for improvement was to ensure the centralisation of documentation around interventions. SW confirmed that this was now being done using the ETrackr system. SW confirmed that the Ofsted report had been published.

JS confirmed her attendance at the Safeguarding Council meetings, and noted the work of the council. JS confirmed that the gang related activity and connected risks around knife crime was a concern.

**The Board noted the update.**

#### 3.2. Higher Education

##### 3.2.1. Progression of Learners

*JR joined the meeting.*

JR provided a presentation to the Board which covered information regarding progression of learners; including data showing what motivates students to study a degree and what experiences influence students to progress to higher study within NCG.

JR advised of the HE Strategic KPIs, and governors queried if the KPIs were sufficiently specific and suggested that the KPI of 50% of L3 18-year-olds progressing internally was too high. JR confirmed that these KPIs would be considered further.

JR presented the progression routes for Carlisle, Kidderminster and Newcastle. Governors liked the visual pathways and suggested that courses were grouped via themes, and that levels lined up. Governors suggested further links with T-Levels and HTQs.

**Action: JR to pass Governor feedback to the marketing team.**

**The Board noted the update.**

### **3.2.2. Office for Students Conditions of Registration: NCG Lead Accountabilities**

JR presented the paper, outlining the Executive Lead accountability within NCG for each of the general and ongoing OfS Conditions of Registration.

**The Board noted the update and agreed that the document was useful and clear.**

*JR left the meeting.*

## **4. Items for Approval**

### **4.1. Dissolution of Dormant Companies**

MW presented the paper on the suggested dissolution of dormant companies. The proposal was to dissolve the following:

- Intraining (Quantica) Limited (Company number: 06540880)
- Intraining (ESD) Limited (Company number: 06540888)
- Intraining (NTP) Limited (Company number: 06540858)
- TWL Training Limited (Company number: 06336159)
- NCG Select Limited (Company number: 07990117)
- Newcastle College Construction Limited (Company number: 06540850)

MW advised that next steps would include formalising the loans and intercompany balances, tax approval would then be sought prior to the companies being struck off. MW confirmed that proposal had already been considered by tax advisers.

Governors asked why one dormant company was being left (Intraining Holdings Limited). MW confirmed that this decision was made linked to the VAT group, and to dissolve all companies would mean NCG would have to re-register for a VAT number which could cause complexities.

**The Board approved the dissolution of the following companies:**

- Intraining (Quantica) Limited (Company number: 06540880)

- Intraining (ESD) Limited (Company number: 06540888)
- Intraining (NTP) Limited (Company number: 06540858)
- TWL Training Limited (Company number: 06336159)
- NCG Select Limited (Company number: 07990117)
- Newcastle College Construction Limited (Company number: 06540850)

**The Board approved for CR to sign the Loan Instruments and Deed of Waivers forms on the Corporation's behalf.**

**Action: CP, CR and DB to sign the Loan Instruments and Deed of Waiver forms for each of the above 6 dormant companies.**

**Action: MW to advise PL of the details of the previous loan to Newcastle College Construction Limited.**

**Action: MW to seek HMRC approval to strike off the above agreed companies.**

**Action: NT to undergo the formal process with Companies House.**

#### **4.1.1. Approval of Director of Intraining Holdings Limited**

MW presented the proposal to appoint LB (CEO) as a director to NCG Further Education & Training Limited.

**The Board approved the appointment of Amanda Elizabeth Bromley as a Director of Intraining Holdings Limited.**

**Action: NT to process amendment at Companies House.**

#### **4.1.2. Approval of name change of Intraining Holdings Limited**

MW presented the proposal to change the name of Intraining Holdings Limited to NCG Further Education & Training Limited.

**The Board approved the change of name from Intraining Holdings Limited to NCG Further Education & Training Limited.**

**Action: NT to process amendment at Companies House.**

#### **4.2. Approval of Grievance Policy**

DB presented the Grievance Policy for approval.

**The Board agreed for an additional section to be added regarding the appeal process for Senior Post Holders (SPHs). The Board approved the policy subject to the amendment being made.**

**Action: DB to add appeal process for SPHs.**

Governors asked if NCG had an Anti-Bullying and Harassment Policy, and it was confirmed this was currently in the initial draft stage.

**The Board noted the update.**



#### 4.3. Approval of Disciplinary Policy

DB presented the Disciplinary Policy for approval.

**The Board agreed for an additional section to be added regarding the appeal process for Senior Post Holders (SPHs). The Board approved the policy subject to the amendment being made.**

**Action: DB to add appeal process for SPHs.**

#### 4.4. Approval of Heads of Terms

*Covered under a Confidential Minute.*

#### 4.5. Approval of Signing - Upcoming Bid Submissions – College Collaboration and Skills Accelerator Funds

CP presented a paper to the Board setting out potential upcoming bid submissions, seeking approval from the Corporation Board for PL and LB to sign applications and submissions when required.

**The Board noted the updates and agreed for PL and LB to sign when required.**

#### 4.6. Corporation Matters

DB presented the Corporation Matters report and sought approval for a number of appointments.

**The Board approved the following appointments:**

- Appointment of DP to Kidderminster College Board. Independent Governor with a 4-year term.
- Appointment of JA to Southwark College Board. Independent Governor with a 4-year term.
- Appointment of HF to Southwark College Board. Student Governor with a term until the end of this academic year.

**The Board ratified the following appointments, which had been agreed via Chair's action on the 7<sup>th</sup> May 2021:**

- Re-appointment of GP to Newcastle Sixth Form College Board. Independent Governor (and current Chair) with a 4-year term.
- Extension of Term of JW to Newcastle Sixth Form College Board. Independent Governor with an extension to the end of the academic year.

**The Board noted the remaining updates.**

**Action: NT to process appointments.**

#### **4.6.1. Governance Review Update**

DB presented the Governance Review Update, providing the Board with the current status of the actions agreed to take place prior to September 2021.

**The Board noted the update and progress made.**

#### **4.7. Synergy Hub Update**

GG presented the Synergy Hub Update, confirming that work streams are progressing and that there has been interest for employers.

**The Board noted the update and progress made.**

#### **4.8. NCEE Entrepreneurial Leadership Programme Submissions**

LB presented the paper setting out the submissions of the Executive Team following the NCEE Entrepreneurial Leadership Programme, confirming that progress was being tracked via Executive Board. LB noted that projects had different deliverable timescales.

**The Board noted the update.**

#### **4.1. NCG College and Student Updates**

CP presented the NCG College and Student Update report.

Governors **queried** the following:

- The awarding of TAGs. SW confirmed that a Group approach had been created and agreed.

**Action: NT to circulate policy to the Board.**

- The number of appeals following the awarding of CAGs for 19/20, and if any formal appeals were made. SW referred back to the Quality and Curriculum Report from November 2020 which set out this information.

**The Board noted the report.**

#### **4.2. Corporation Committee Minutes**

The Audit Committee meeting minutes from November 2020 were shared with the Board via the Knowledge section of BoardPacks on 25<sup>th</sup> April 2021 for information.

**The Board noted the Committee minutes.**

#### **4.3. College Board Minutes**

The following College Board meeting minutes from January / February 2021 were shared with the Board via the Knowledge section of BoardPacks on 25<sup>th</sup> April 2021 for information.

- Carlisle College Board
- Newcastle College Board
- Newcastle Sixth Form College Board
- Kidderminster College Board
- West Lancashire College Board
- Southwark College Board
- Lewisham College Board

**The Board noted the College Board minutes.**

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

### **5.1. Minutes of the Previous Meeting – 9<sup>th</sup> March 2021**

The Board **reviewed** the minutes of the previous meeting and **agreed** that they were a true and accurate reflection of the meeting.

**The Board approved the minutes.**

### **5.2. Confidential Minutes of the Previous Meeting – 9<sup>th</sup> March 2021**

The Board **reviewed** the minutes of the previous meeting and **agreed** that they were a true and accurate reflection of the meeting.

**The Board approved the minutes.**

### **5.3. Register of Actions**

DB presented the Register of Actions.

DB confirmed that a Governors Dashboard was being set up on Power BI and invited governors to contact him if they would like to be involved in the setup of this.

**Action: Governors to contact DB if they would like to be involved in the setting up on the Governors Dashboard on Power BI.**

The Board **reviewed** the register of actions and **noted** that relevant actions had been covered within the meeting or closed as per the document.

### **5.4. Information Flow**

DB presented the following Information Flow:

- Newcastle College Board

**The Board noted the update, and requested for NT to respond to the Newcastle Information Flow using the proposed response and noting the learner successes.**

**Action: NT to respond to Newcastle Information Flow.**

**5.5. Matters Arising**

Not applicable.

**6. Any Other Business**

*Covered under a Confidential Minute.*

**7. Time and Date of Next Meeting – 3pm on 15<sup>th</sup> June 2021**

**Approved: 15<sup>th</sup> June 2021**