

NCG – Corporation Meeting

Main Minutes of Meeting held on Monday 15th November 2021 – 12.30pm to 2.30pm and held at Carlisle College.

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		
VACANCY	Student Governor				
Clerk					
David Balme	Executive Director and Secretary to the Board	DB	X		
Visitors/ Presenters					
Chris Payne	Deputy Chief Executive Officer	CP	X		
Mike Wilmot	Chief Finance Officer	MW	X		
Steve Wallis	Executive Director of Quality	SW	X*		
Scott Mulholland	Chief Information and Data Officer	SMu	X		
Grant Glendinning	Executive Principal North	GGI	X		
Tony Lewin	Executive Principal South	TL	X		
Nicola Taylor	Assistant Director of Governance (minutes)	NT	X		
Darren Crossley	Chair of Carlisle College Board	DC	X^		
Sarah McGrath	Principal of Carlisle College	SMc	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. It was noted that the Vice Chair would be acting Chair for the first part of the meeting as the Chair needed to step out of the meeting for a short time.

PL left the meeting.

There were no apologies to report, and **the Board agreed that the meeting was quorate.**

The Board were asked if they had any interests to declare in relation to the planned agenda items, however there were no additional interests to report.

The Board noted the updates.

1.1. Update from the Chair of Relevant Matters – Verbal

The Vice Chair noted that:

- DC (Chair of Carlisle College) and SMc (Principal of Carlisle College) would be in attendance from the start of the meeting for Item 1.2.1.
- SA and SW would be attending remotely.

1.2. Thematic Discussion and Feedback Session

1.2.1. Thoughts and Feedback following Carlisle Visit

Earlier in the day, the Corporation Board had a tour of Carlisle College and held an informal lunch meeting with the members of Carlisle College Board which allowed the opportunity to discuss any strengths, concerns, opportunities and weaknesses currently faced by Carlisle College.

The Vice Chair opened a discussion following the earlier meeting with the Carlisle College Board, and the following points were raised:

- The focus on social mobility, and the raising of aspirations of learners. This included working with the Local Authority and Children's services.
- The difficulty of staff recruitment to specific curriculum areas.
- The enthusiasm of learners they had witnessed during the tour, and that learners were clear in relation to their next steps in terms of progression, including one learner hoping to join the College as a member of Teaching Staff.
- The opportunities to develop the curriculum within Carlisle, for example, Construction, with new housing developments being built and the focus on decarbonisation. It was noted that specialisms and modernising the curriculum could also lead to staffing recruitment challenges. It was suggested that Digital may also be an area for future development.

The Board **discussed** the points in detail, **noted their thanks** to the Carlisle College Board for attending, and **thanked** DC and SMc for attending.

DC and SMc left the meeting.

1.3. Governor Training / External Activity

The Board were asked if they had any relevant activity to report.

- AC, CMc and RH attended a learning walk at Newcastle College and Newcastle Sixth Form College on 3rd November 2021.
- SA attended an EDIB session on Decolonising Education on 1st November 2021.
- PL, CR, MS, JS, CMa, MO, RH, CMc and JM attended the tour of Carlisle College.
- PL, CR, MS, JS, CMa, MO, RH, CMc, J, LB, AC and JW attended the meeting with the Carlisle College Board.

The Board noted the updates.

PL joined the meeting and took over as Chair.

2. Strategic Items

2.1. Chief Executive Group (CEG) Report

LB presented the CEG report and highlighted the project work around 'Our Community is Your Community', noting that a useful meeting had taken place with colleagues from across the Group to hear about the barriers faced and the importance of education for refugees.

The Board queried the following:

- COP26 – LB confirmed that TL was the Executive Sponsor for the Environmental Strategy, and noted that there was a clear strategy in place with a number of key targets. TL confirmed that monthly meetings were taking place with the colleges to work through the targets and to encourage student involvement. Work was underway to reduce and make smarter use of energy usage. TL noted that Lewisham and Newcastle Colleges had substantial energy costs due to the age of the buildings and also in Newcastle's case, due to the size of the campus.

The Board noted the report.

2.1.1. A Levels and T Levels Update

LB presented the report and confirmed NCG had applied to deliver T Levels in Construction, Digital, Education & Childcare, and Health & Science routes (which were all routes available based on the current Ofsted grade). The application was in relation to all 6 Colleges across NCG (not applicable to NSFC).

This application has been confirmed as being successful, with Carlisle, Lewisham, Newcastle and West Lancashire Colleges intending to offer all 4 routes, whilst Kidderminster and Southwark College intended to offer 3 of the 4 available routes (excluding Health & Science and Construction, respectively).

The Board queried the following:

- Model for offering T-Levels – it was noted that the model would start at Newcastle College, and then would be built on across the Group. LB noted that work needed to be done to ensure the A Level provision at NSFC wasn't undermined.
- Impact of Ofsted grading change – LB noted that an improved Ofsted grade of Good would allow further opportunities in terms of curriculum planning and T-Level options.
- Employer Engagement – CP suggested that engaging employers may be a challenge however employer links are being explored within the early stages in preparation. CP noted that this would be a national issue and that there may be some flexibilities around a blended approach to work experience, as it would be difficult to offer industry placements for all students.

The Board **noted** that thorough preparation work needed to be carried out to ensure a smooth transition process and **discussed** some of the challenges pilot centres were facing.

The Board **requested** information as to the number of learners at different levels across the group. *Post-meeting note: This information is available with the NCG SAR which is being presented to the Board in December.*

The Board noted the report.

2.2. NCG Strategy and KPI Review

CP presented the NCG Strategy and KPI Review report and highlighted the following:

- A review of the KPIs had been undertaken, with the recommendation to reduce the total number of KPIs.
- A recommendation of changes had been made for feedback, with approval to be sought at the December Corporation meeting. This would also include revised recommendations of the target measures.

The Board discussed and queried the following:

- Measurability of the EDIB KPI.
- Employer engagement.
- Colleague engagement.
- Apprenticeships.

- Links between Employer engagement and Apprenticeships and T Levels.

LB suggested combining the KPI of Colleague Engagement with EDIB, suggesting measures could be around the cultural shift, including better engagement with the Colleague Engagement survey and using statistics to then better shape policies. The Board **agreed** this was a potential way forward.

In relation to Colleague Engagement, CP suggested that this could be something which sits alongside the Self-Assessment Report (SAR).

SMu noted he was working with HR around metrics and recruitment / progression of different groups / characteristics.

Action: CP to amend KPIs as discussed and bring to the December Board for approval.

The Board agreed to decrease the number of KPIs, and noted that they would be asked to approve the revised KPIs in December. The Board noted the update.

2.1. Finance Report

MW presented the Finance Report and highlighted the following:

- EBITDA was better than budget at P3; income was down however costs had been saved. MW suggested that NCG were going to face a tough financial year due to significant unbudgeted items such as:
 - National Insurance contribution increase.
 - Increasing energy costs.
 - Shortfall in recruitment.
 - Potential audit issues.
 - Inflation.

MW also noted that there was a need to negotiate the pay review and that as a result of all of these factors there was a real need for cost savings to be made across the colleges wherever possible.

- The Q1 reforecast was being worked through, however the pay review remained an unknown cost. MW suggested a clearer view would be available at the December meeting.
- The year-end audit was taking place.
- NCG had received confirmation that the Financial Health grading for 20/21 was 'Good'. MW suggested that the current budget would maintain this grading for 21/22.

The Board queried the following:

First part of this item covered under a confidential minute.

- Potential cost savings – MW suggested that some of the colleges had been overly cautious when budgeting (based on the outcome of

previous years) and that this was to be tackled as part of the Q1 reforecast. MW confirmed that the 4 following areas were being looked at in detail:

- West Lancashire College – The College had been underperforming financially for some time, with only limited savings being generated.
- Kidderminster – Setting aside the position on MAS records, the underlying college is loss making. The SLT (with TL leading) were working to identify opportunities for improvement.
- Costed curriculum planning.
- Pay to Income ratio.

The Board noted the report.

2.2. Quality – College SAR Summary Report

SW presented the College SAR Summary Report, and highlighted the following:

- CP had authored the report based on the ‘Revision A’ College SARs.
- The SAR process was almost complete, with the final version being brought to the Corporation Board for approval in December.
 - CP confirmed that all College SARs had undergone a peer and critical friend review which had resulted in a number of changes being made.
- The SARs highlighted the individual College strengths and areas for improvement.

The Board noted the report.

3. Items for Approval / Noting

4.1. NCG’s Senior Post Holder Remuneration Code: Annual Statement to the Corporation Board

DB presented the Annual Statement to the Corporation Board which had been approved by the Appraisal and Remuneration Committee in October 2021. DB noted that the Chair of the Appraisal and Remuneration Committee had sought some further information in relation to the changes in the median ratios.

The Board noted the report.

4.2. Corporation Matters

DB presented the Corporation Matters Report and highlighted the following:

- One Governor had not yet completed their Safeguarding Training, despite requests from the Chair of the College Board, and a request

from the Search Committee. The Chair **agreed** that he would follow this up.

Action: DB to draft correspondence with PL.

- MS had offered to join the Estates Committee, following the request for an additional member. DB noted that as 4 members of the Search Committee were in attendance, this could be approved.

The Board approved the appointment of MS to the Estates Committee.

- A skills analysis had taken place across the Group, with a number of actions in relation to recruitment and training to be implemented across the next few months (to address any gaps in skills and knowledge). The Board **agreed** for the Search Committee to review the results in further details.

Action: Search Committee to review results of Skills Audit.

- The following appointments were recommended for approval:
 - Appointment of Kevin Chapman as the Student Representative for the HE Governance Committee for the remainder of the academic year.
 - Appointment of Garineh Mirzaei as the Staff Governor for Lewisham College Board, for a term of 2 years, with effect from December 2021.

The Board approved the above appointments and noted the report.

4.3. HR Annual Report 20/21

LB presented the HR Annual Report for 20/21, noting that the Leadership Hub Summit was taking place in December 2021.

The Board approved the HR Annual Report for 20/21.

4.4. Health and Safety Annual Report 20/21

MW presented the Health & Safety Annual Report for 20/21, and confirmed this had been endorsed by the Estates Committee on 1st November 2021.

MW noted that following a PWC audit (which contained a number of recommendations) improvements had been implemented which had then been validated by the Internal Audit Team. MW also noted that new methods to track key compliance items were being implemented.

The Board approved the Health and Safety Annual Report 20/21.

4. Minutes of Previous Meetings / Information Flows / Matters Arising / Register of Actions

5.1. Minutes of the Previous Meeting – 12th October 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.

5.1.1. Confidential Minutes of the Previous Meeting – 12th October 2021

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

The Board approved the confidential minutes.

5.2. Register of Actions

DB presented the Register of Actions.

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

5.3. Corporation Committee Minutes

The following Corporation Committee meeting minutes were shared with the Board via the BoardPack on 8th November 2021 for information:

- Appraisal and Remuneration Committee – October 2021 (draft minutes).
 - The Chair of Appraisal and Remuneration noted that the meeting had been very useful and allowed the Committee to hear about the performance of the Executive Team, and thoughts for the structure going forward, such as the move for SMu to have responsibility of Estates following the upcoming departure of MW.

DB noted that Committees had agreed to share Chair approved draft minutes with the Corporation Board prior to them being approved as a result of the time between meetings. This change was being implemented to ensure the timeliness of information being shared.

The Board noted the Committee minutes.

5.4. College Board Minutes

The following Corporation Committee meeting minutes were shared with the Board via the BoardPack on 8th November 2021 for information:

- Carlisle College Board – June 2021 – Meeting 6
- Kidderminster College Board – July 2021 – Meeting 6

- Southwark College Board – July 2021 – Meeting 6
- NSF College Board – July 2021 – Meeting 6
- Lewisham College Board – July 2021 – Meeting 6
- Newcastle College Board – July 2021 – Meeting 6

The Board noted the College Board Minutes.

5.5. Information Flow

DB presented the Information Flow from Newcastle College Board with the suggested response.

The Board noted the information and approved the response.

5.6. Matters Arising

5.6.1. Appointment / Re-appointment of Chair

PL left the meeting.

DB confirmed that PL's term of office was due to end in February. Conversations had taken place with PL who had noted his interest in continuing as a Corporation Board Member, and as Chair.

DB sought expressions of interest for the position of Chair from the remaining Board Members. There were no interests declared.

DB confirmed that the re-appointment of PL would be considered by the Search Committee, as per the procedure.

PL re-joined the meeting.

6. Deferred Items

6.1. Update of NCG Business Continuity Plan

Deferred from September 2021.

7. Any Other Business

BoardPacks

DB confirmed that the contract with BoardPacks had ended, and that the new in-house system was being finalised. DB noted that Governors would be able to access BoardPacks in a read only form for the period of 1 month. DB noted that the new system would be in place for December 2021.

The Board **queried** if the new system would include the previous year's board papers. DB confirmed this would be the case.

The Board noted the update.

8. Time and Date of Next Meeting – 14th December 2021

It was noted that the meeting would take place virtually, however PL and LB would need to meet in person to sign the accounts.

Post-meeting notes: Arrangements have been made to allow electronic signing and therefore all Board members can attend the meeting virtually.

Approved: 14th December 2021