

Minutes of the Part 1 Corporation meeting held on Microsoft Teams at 17:00 on 12 December 2022.

<b>Present</b>	Peter Thompson (Chair)	Jean Fawcett (Corporation Member)	Phillip Fulton (Corporation Member)	Neil Myerson (Corporation Member)
	John O’Sullivan (Corporation Member)	Rob Payne (Corporation Member)	Simon Counce (Corporation Member)	Kevin Ibeh (Corporation Member) (from 5:30)
	Mairi Watson (Corporation Member)	Andrew Slade (Principal & CEO)	Massimo Merlo (Corporation Member)	Katy Henderson (Corporation Member) (from 5:20)
	Luke Parker (Corporation Member)			
<b>In Attendance</b>	Jamie Stevenson (appointed as a Corporation member at this meeting)	Jonny Doyle (appointed as a Corporation member at this meeting)		
	Ana Guimaraes (Dir Curr)	Paul McCormack (DP Finance, Resource and College Planning)	Barbara Jones (Interim HR Director)	Joseph Maggs (Clerk)
	Claire Dolan (Deputy Principal Strategy, Partnerships and Business Development)	Emma Duckworth (Finance Director)		
<b>Apologies</b>	Valentina Winch (Student Corporation Member)	Tegan Jones (Student Corporation Member)	Jesmin Haq (Staff Corporation Member)	

*The College was closed due to the adverse weather conditions (snow and ice), so the Corporation meeting was held virtually via MS Teams.*

*Prior to the start of the agenda items, the Corporation received an update regarding Prevent from Dave Layton-Scott, Regional Prevent Coordinator.*

<b>ITEM NO.</b>	<b>ITEM DISCUSSED</b>
<b>06/22</b>	<b>APOLOGIES FOR ABSENCE</b>
06/22.1	Apologies for absence had been received from: <ul style="list-style-type: none"> <li>• Jes Haq</li> <li>• Valentina Winch</li> <li>• Tegan Jones</li> </ul>
<b>07/22</b>	<b>CONFIRMATION OF ELIGIBILITY AND QUORUM</b>
07/22.1	No notice had been received of any member becoming ineligible to hold office and the meeting was quorate.
<b>08/22</b>	<b>DECLARATIONS OF INTEREST</b>
08/22.1	There were no new declarations of interest.
<b>09/22</b>	<b>GOVERNOR TERMS AND APPOINTMENTS</b>
09/22.1	<i>Neil Myerson, Jamie Stevenson and Jonny Doyle left the meeting at this point and re-joined at item 10/22.</i>

	The Chair reported that NM's term was due to come to an end between this and the next Corporation meeting. He proposed that NM's term be extended for a further two years (having already served as a Corporation member for six years). The Corporation supported the recommendation.
09/22.2	In NM's absence, the Chair also reported on recruitment activities undertaken by the Search, Governance and Remuneration Committee, based on the findings of the previous governor skills audit. The Committee had interviewed candidates to fill three governor vacancies and proposed the following appointments: <ul style="list-style-type: none"> <li>• Jamie Stevenson (from this meeting)</li> <li>• Dragana Ramsden (from March 2023)</li> <li>• Richard Whitehead (from January 2023)</li> </ul>
09/22.3	The Chair also reported that Kelli Watson, who had been due to start as staff governor from this meeting, had informed the Clerk that she would soon be leaving the College. She had agreed to stand down from the Corporation with immediate effect. As the election process had only recently been run, it was agreed that the position had been offered to the second placed candidate, Jonny Doyle, subject to approval at this meeting.
09/22.4	The Corporation endorsed the appointments referred to above.
<b>10/22</b>	<b>MINUTES OF THE PREVIOUS MEETING</b>
10/22.1	The minutes of the previous meetings held on 11 July and 26 September 2022 were approved as an accurate record of the meeting.
<b>11/22</b>	<b>MATTERS ARISING FROM THE MINUTES AND ACTIONS</b>
11/22.1	The Corporation noted progress against the actions arising from previous meetings, as presented in the report.
<b>12/22</b>	<b>PRINCIPAL'S REPORT – GOOD NEWS STORIES AND ACTIVITY</b>
12/22.1	The Principal and CEO presented a summary of good news stories from the past term. Highlights included: <ul style="list-style-type: none"> <li>• The College had hosted a pick your own apples event in October from the orchard at the St Albans Campus and had also supported Highfield Park Trust at their annual Apple Day on Sunday 2nd October. The College had a stand at the event promoting the College and its ACL courses.</li> <li>• A former Oaklands business and football academy student secured an apprenticeship in the marketing department at Tesla, beating over 700 applicants to be one of only 5 applicants who successfully secured roles and the only successful applicant who did not have a degree but entered with a level 3 qualification.</li> <li>• The College had launched the first ever job club in Borehamwood in partnership with the JobCentre Plus, supporting adults with job searching, CVs and employability skills. The College is supporting by offering employability courses, vocational courses and courses developing basic skills in Maths, English and digital literacy.</li> <li>• The College's sports masterplan was launched with Hertfordshire Sports Partnership to great success at an event attended by Sports National Governing Organisations, stakeholders, governors and others. The College was now turning its focus to creative industries.</li> </ul>
12/22.2	The Principal & CEO noted that the College had received a monitoring visit by Ofsted in the week prior to this meeting. The initial feedback was very positive and the report was due to be published in January.
12/22.3	The Corporation discussed the work taking place with the Borehamwood JobCentre Plus. The College did not have much of a relationship in that area historically, but both parties were keen to work together. The Principal & CEO added that the College was also looking to engage more with Hertsmeare Council and would be supporting their local skills meetings.

<b>13/22</b>	<b>NATIONAL POLICIES UPDATE</b>
13/22.1	The Corporation received an update on significant national policies and legislative developments. Each issue highlighted in the report was assigned to and monitored by the Corporation subcommittees.
13/22.2	It was reported that the most significant development since the previous report was the outcome of the ONS's review of the classification of FE Colleges. The ONS had announced that Colleges would now be classified in the central government sector.
13/22.4	The full impact of the reclassification would take some time to emerge, but at a headline level there were no immediate concerns for the College. Positively, colleges would retain the ability to dispose of assets and retain the proceeds for reinvestment in capital assets. In addition, colleges would be able to retain surpluses at year end. However, there was a potential risk in that these arrangements would be reviewed at the end of the 2025 academic year.
13/22.5	The risk register entry relating to the ONS review had been reduced but would continue to be monitored.
13/22.6	The Committee noted the update.
<b>14/22</b>	<b>RISK REGISTER AND RISK MANAGEMENT POLICY</b>
14/22.1	The Corporation received the latest version of the risk register, following review at the subcommittees. The key changes since the Corporation meeting in October were: <ul style="list-style-type: none"> <li>• an increase in the Aim 2 – Ptnr1 risk (lack of agreement with unions over annual pay increase) – agreed at Audit Committee &amp; Finance &amp; Resource Committee,</li> <li>• a new risk (Aim 5 – FH10) concerning the recent Supreme Court case ruling, regarding holiday allowance for staff that don't work the full year - agreed at Finance &amp; Resource Committee,</li> <li>• a decrease in Aim 5 – FH9 concerning the reclassification of FE Colleges out of the private sector into the public sector – agreed at Audit Committee.</li> </ul>
14/22.2	A process of linking the risks to the KPI metrics would now take place.
14/22.3	JO asked whether there was any further information on the next steps for the College in response to the Harpur Trust case. It was reported that the College was still getting legal advice at this stage.
14/22.4	KI asked about the rationale regarding the rating of the EDI risk and noted the strengthened guidance relating to equality, diversity and inclusion in the FE governance guide. JO (People Committee Chair) advised that the People Committee was monitoring progress against the EDI action plan and would raise the risk in the year if needed. NM added that the SGR Committee would monitor compliance with the FE governance guide.
14/22.5	LP noted that the risk rating on the National Policies Update relating to the ONS risk should be matched to that in the risk register (ACTION).
14/22.6	JF noted that the C&Q Committee had requested a review of the risk relating to Maths and English. This had not taken place yet but would be progressed. She also noted that attendance was a high priority area requiring review and remediation actions to take place promptly. The Principal & CEO advised there was significant work taking place in this regard, which he would be able to provide an update on.
14/22.7	The Corporation also reviewed and approved the updated Risk Management Policy.
<b>15/22</b>	<b>KPI DASHBOARD</b>
15/22.1	The Corporation received the latest version of the KPI dashboard. The subsections had been reviewed at the relevant subcommittee meetings.

15/22.2	The Chair advised that the Clerk was working on creating a portal for governors to access useful documents and ideally this will include the monthly KPI dashboard.
15/22.3	The Principal & CEO confirmed that the dashboard continued to be reviewed and monitored in year. The process was improving but some elements of data collection remained manual. The College was in the process of commissioning a consultant to help with reviewing its IT and MIS systems.
<b>16/22</b>	<b>ANNUAL OPERATING PLAN</b>
16/22.1	The Corporation received the updated Annual Operating Plan. The aims had been divided into individual objectives and RAG rated.
16/22.2	The Deputy Principal Strategy, Partnerships and Business Development highlighted some of the achievements from the first term: <ul style="list-style-type: none"> <li>• Ofsted monitoring visit – good initial feedback,</li> <li>• Branding – companies have been shortlisted to support work on College branding,</li> <li>• Labour market information packs presented to SLT and Directors to inform curriculum planning,</li> <li>• Industry groups established for creative, construction, business and early years,</li> <li>• Training partnerships – the College had agreed with Hertfordshire County Council that it would be the training provider for their staff CPD. This would be via an online learning portal.</li> </ul>
16/22.3	Priorities for January 2023 included ensuring the attendance KPIs were met and finalising various strategies.
16/22.4	PF asked whether the online learning for Herts County Council employees had the potential to be scaled up to other customers. It was confirmed that it could be, though this would need to be done carefully to ensure the infrastructure required was in place.
16/22.5	NM asked how staff were made aware of the Annual Operating Plan targets. The Deputy Principal advised that they are being set into staff objectives as part of the appraisal process.
	<b>REPORTS FROM COMMITTEES</b>
	<b>PEOPLE COMMITTEE</b>
<b>17/22</b>	<b>MINUTES</b>
17/22.1	The Chair of the People Committee presented a summary of the most recent meeting of the Committee, which had taken place on 2 November: <ul style="list-style-type: none"> <li>• The Committee had received the first report from the Business Development Sub-Committee and three link governor reports (H&amp;S, business development and safeguarding).</li> <li>• There had been good discussion on the KPI dashboard. Recruitment was an area that had been an issue previously and time to recruit was now improving. Performance management was another area that the Committee had discussed. The process of objective setting was due to take place over November and the Committee would review performance again at its next meeting, agreeing that it should be raised as a risk on the risk register if progress had not been made by that point. The Committee had also talked about exploring the possibility of setting some objectives before the start of the academic year in future.</li> <li>• The results of the IIP assessment had been received and the College had not met the requirements. The Committee had felt that the results were consistent with an organisation going through change. The College would do an internal survey in January to monitor progress.</li> <li>• There had been recruitment to the safeguarding team, and improving availability of safeguarding data which would support trend analysis. One trend that was being observed was an increase in mental health concerns.</li> <li>• High needs – JO highlighted there had been good achievement results in the high needs area.</li> </ul>

	<ul style="list-style-type: none"> <li>The Committee was also continuing to monitor the College's performance in relation to EDI and its work with Investors in Diversity.</li> </ul>
<b>18/22</b>	<b>EDI REPORT</b>
18/22.1	The Corporation noted the progress reported against the EDI action plan.
<b>19/22</b>	<b>SAFEGUARDING AND PREVENT REPORT AND POLICY</b>
19/22.1	The Corporation reviewed the Safeguarding Annual Report and approved the updated policy which now included additional information regarding residential services and details of the mandatory safeguarding training.
<b>20/22</b>	<b>H&amp;S ANNUAL REPORT AND POLICY</b>
20/22.1	The H&S Report and Policy were reviewed and approved.
	<b>CURRICULUM AND QUALITY COMMITTEE</b>
<b>21/22</b>	<b>MINUTES</b>
21/22.1	The Curriculum and Quality Committee had met twice in the autumn term. Two areas of focus over the meetings had been the challenges in relation to attendance and maths and English. JF, Chair of the Committee, said it was pleasing to see the new directors of faculty working together as a team at the meetings. JF also congratulated the Vice Principal of Quality, Innovation and Digital Transformation and her colleagues on the recent Ofsted monitoring visit.
<b>22/22</b>	<b>CURRICULUM STRATEGY AND IMPLEMENTATION PLAN</b>
22/22.1	The Corporation noted the curriculum strategy and implementation plan. Progress would continue to be monitored at the committee meetings.
<b>23/22</b>	<b>COMPLAINTS ANNUAL REPORT</b>
23/22.1	The Corporation noted the Complaints Annual Report. The number of complaints had reduced to 46 from 67 in the previous year. All complaints had been fully investigated. Two complaints had been appealed.
<b>24/22</b>	<b>OFSTED SKILLS PAPER</b>
24/22.1	The paper provided an overview of how the College is dissecting the Hertfordshire Skills Framework into the industry specific areas of the curriculum and using its industry groups to develop the #getcareerready strategy. The Corporation noted the report.
<b>25/22</b>	<b>SAR, QUIP AND PIAP APPROVAL</b>
25/22.1	The Corporation was informed of the process and outcomes relating to the review and validation of the 21/22 SAR and QUIP. Link governors had initially met with the SAR authors and a panel of colleagues to review the individual sections, before C&Q members met to review the combined document as a final draft on 24 November. Changes that had been discussed and agreed at that meeting had now been actioned and the final version of the SAR and QUIP was presented to the Corporation for approval.
25/22.2	JF, Chair of the C&Q Committee, felt that there had been significant improvements in the process and quality of work compared to the previous year, noting much improved use of evidence in particular. The Chair agreed with this point.
25/22.3	The Vice Principal of Quality, Innovation and Digital Transformation added that the process also had been more robust and helpful for the authors. Useful points had been made around consistency in use of data and examples. There had been good discussions on the gradings for each area. The format and presentation would also be reviewed for next year.
25/22.4	The Principal & CEO thanked the governors for their input. The timing of some elements of the process would be moved to earlier in the year in future.
25/22.5	The final gradings proposed were: Overall Effectiveness - Good Education programmes for young people - Good

	<p>Adult learning programmes - Good  Apprenticeships - Requires Improvement  Provision for students with high needs - Good  Quality of Education - Good  Behaviour and Attitudes - Good  Personal Development - Good  Leadership and Management - Good</p> <p>In addition, Safeguarding services had been rated 'effective'.</p>
25/22.6	The QUIP had been developed based on the areas for improvement identified from the SAR process.
25/22.7	PF asked how close the College was to an 'outstanding' grading in high needs. The Principal and CEO said the rationale for keeping this as 'good' was that more College-wide consistency is needed in one area (EHCPs). This was improving but not quite at the level required for 'outstanding' at this time.
25/22.8	The Corporation approved the SAR and QUIP and noted the updated PIAP.
25/22.9	KI asked about the College's intentions regarding the TEF. The Principal and CEO said there had been a good discussion on this at C&Q. The work involved would be significant and the College only has a relatively small number of HE students. The College should first look to build its HE numbers. MW had given a similar view based on her involvement in the process at UH. It was noted that the C&Q Committee was also aiming to give more focus to HE matters at its meetings throughout this year.
	<b>FINANCE AND RESOURCE COMMITTEE</b>
<b>26/22</b>	<b>MINUTES</b>
26/22.1	<p>The Chair of the FRC highlighted the following key points from the meeting that had taken place on 21 November:</p> <ul style="list-style-type: none"> <li>• The Committee had received a paper regarding the College's IT systems. The College was working to reduce the number of bespoke systems and increase integration between systems. There would be a further update provided at the next meeting.</li> <li>• ONS Risk – The Committee had discussed the possible impact of the ONS reclassification review. As referred to earlier in the meeting, the outcome was now known and while the risk was deemed to have reduced, it would remain on the risk register for continued monitoring.</li> <li>• Energy costs – The College continued to explore ways to mitigate the impact of increased energy costs. It was noted that there remained some volatility in the market and the College's current tariff would continue to run for a further 10 months, but it was prudent to explore the options thoroughly.</li> <li>• Pay to income ratio – This remained above the target level. The issue of staff pay awards would be considered in the private part of the meeting.</li> <li>• Harpur Trust – A provision had been agreed with the External Auditors (to be discussed later in the meeting)</li> <li>• Financial health status – The Committee had received the letters from the ESFA confirming the College's 'outstanding' grading for the previous year and current year budget.</li> <li>• Cash held on deposit – The finance team had increased the income from cash held on deposit, taking advantage of increased interest rates.</li> </ul>
26/22.2	An update from the Capital Advisory Group would be provided in the Part 2 meeting.
<b>27/22</b>	<b>2022/23 MANAGEMENT ACCOUNTS &amp; CASH FLOWS</b>
27/22.1	The College's management accounts for the three months to 31 October 2022, current view on the 22/23 full year SOCI forecast and the College's cash position as at 31 Oct 22 and budget cash flows were received and noted by the Corporation. The College was broadly in line with

	budget for the three months ending 31 October 2022 and the forecast was £41k favourable to budget.
	<b>AUDIT COMMITTEE</b>
<b>28/22</b>	<b>AUDIT COMMITTEE MINUTES</b>
28/22.1	LP, who had chaired the most recent meeting of the Audit Committee presented an update from the meeting.
28/22.2	<u>Internal Audit</u> The Committee had received an update on the process of addressing actions arising from the learner numbers audit. 340 of the 594 files had been updated (though still awaiting final sign off) and it was estimated that the remainder would be updated by approximately February / March 2023. The Committee would review progress at its next meeting at the end of February. A provision in the accounts would be maintained for the 21/22 accounts at the same value as the previous year. It had been agreed that RSM would do a sample test of the updated files in January.
28/22.3	The advisory report on industrial placements was received. There were some actions arising, but the College was not thought to be an outlier.
28/22.4	<u>External Audit</u> The External Auditors had issued a clean audit report with two management points which had been noted by the Committee (one of which related to the learner numbers audit, the other related to publishing minutes of Corporation meetings on the College website).
28/22.5	The Audit Committee had also reviewed the financial detail of the accounts. There had been a significant increase in net assets mainly due to the £27,593,000 actuarial gain on the LGPS pension liability. However, excluding the defined benefit pension liability, and other non-recurring items, the 'operational' deficit for the year was £725k. This was worse than forecast and was largely attributable to a £184k provision that had been agreed with the auditors as a result of the Harpur Trust ruling.
<b>29/22</b>	<b>COUNTER FRAUD STRATEGY</b>
29/22.1	The Corporation approved the Counter Fraud Strategy which had been reviewed and recommended for approval by the Audit Committee.
<b>30/22</b>	<b>AUDIT COMMITTEE ANNUAL REPORT</b>
30/22.1	The Corporation received and approved the annual report of the Audit Committee. It was noted that the Terms of Reference would be updated to include reference to other members of staff being invited to attend the meetings as required. The Terms of Reference were approved subject to this change.
<b>31/22</b>	<b>EXTERNAL AUDIT REPORT ON FINANCIAL STATEMENTS</b> - <b>POST AUDIT REPORT</b> - <b>FINANCIAL STATEMENTS AND ANNUAL REPORT 2022-23 AND ANNUAL REPORT 22-23</b>
31/22.1	The Corporation received and noted the external audit report on the financial statements and annual report 22-23, noting the key points as had been highlighted by the Chair of the Audit Committee.
31/22.2	The Corporation approved the Financial Statements and Annual Report 2022-23 for signature and submission.
<b>32/22</b>	<b>LETTER OF REPRESENTATION</b>
32/22.1	The Corporation noted and endorsed the letter of representation for signature.
	<b>SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE REPORTS</b>
<b>33/22</b>	<b>SGR COMMITTEE TERMS OF REFERENCE</b>

33/22.1	The Chair of the SGR Committee provided an update from the Search, Governance and Remuneration Committee.
33/22.2	The Committee had been involved with recruitment activities for three new governors (as referred to earlier in the meeting).
33/22.3	The annual report of the Committee and proposed changes to its terms of reference were reviewed and approved.
<b>34/22</b>	<b>EXTERNAL GOVERNANCE REVIEW – NEXT STEPS</b>
34/22.1	The Corporation was informed of the latest developments regarding the commissioning of an external governance review. A sub-group of the SGR Committee had met with and were subsequently recommending the appointment of a potential reviewer (Elton D'Souza) who was part of the AoC's panel of reviewers.
34/22.2	The Corporation: <ul style="list-style-type: none"> <li>• noted the approach taken to date and endorsed the appointment of Elton D'Souza to conduct the external board review.</li> <li>• Delegated agreement of the scope and terms of reference for the review to the Search, Governance and Remuneration Committee.</li> </ul>
<b>35/22</b>	<b>CODE OF CONDUCT</b>
35/22.1	The Corporation approved the Code of Conduct for Corporation Members that had been reviewed and endorsed by SGR. It was the intention to circulate the form for electronic signature.
<b>36/22</b>	<b>CORPORATION BUSINESS CYCLE 22/23</b>
36/22.1	The Corporation Business Cycle was noted.

**The Corporation then considered the Part 2 agenda.**