Minutes

Full Corporation

Governance 2024-2025

Date	10/12/2024			
Time	17:30 - 19:30			
Location	Uxbridge College, Hayes Campus			
Present	Nick Davies (ND)	Chair	Keith Smith (KS)	Ex-Officio, CEO
	Susan Kingman (SK)	Vice-Chair	Dylan McTaggart (DM)	Group Principal
	Nasim Khan (NK)	Vice-Chair	Shane Woodhatch (SW)	Chief Financial Officer
	Steven Cochran (SCo)	Governor	Alex Denley (AD)	Chief Technology Officer
	Mario Michaelides (MM)	Governor	Julie Amory (JA)	Chief People Officer
	Sunitha C (SCe)	Governor	Jo Withers (JW)	Chief of Business Strategy
	Jenny McLaughlin (JM)	Governor	Clive Hodge (CH)	Harrow College Principal
	Sofia Barbosa-Boucas (SB-B)	Governor	Gavin Hughes (GH)	Richmond upon Thames College Principal
	Alasdair MacLeod (AM)	Governor	Yaseen Akhtar (YA)	Managing Director - West London IoT, Business Growth, Skills and Partnerships
	Simon Boulcott (SB)	Governor		
	Mike Sutcliffe (MS)	Governor		
	Amanda Priem (AP)	Governor		
	Paul Miller (PM)	Governor		
	Hannah Talabany (HT)	Staff Governor		
	Gary May (GM)	Staff Governor		
	Cherry Horton-Edwards (CH-E)	Staff Governor		
Absent	Mel Nebhrajani	Governor		
	Vincent Neate	Governor		
	Sujit Reddy	Governor		
	Jo Swindells	Governor		
Clerk	Perry Perrott			
Note Taker	Nataliia Tymkiv			

Summary of Actions

No.	Description	Responsible Person	Deadline
1.	Extending the AI tool for policy management to all Governors.	PP	25/03/25
2.	Continue the due diligence process on the Uxbridge Library Process with an emphasis on identifying potential liabilities, operational requirements, and refurbishment costs.	KS	Ongoing
3.	Completed a detailed financial modelling and a comprehensive business case.	KS	31/01/25
4.	Convene for an exceptional meeting to review and approve the business case before proceeding with the purchase.	PP	31/01/25
5.	Explore the possibility of involving students in first aid training, subject to safeguarding and insurance checks.	SW	25/03/25
6.	Address the lack of trend data in incident reporting and include near-miss reporting in future updates.	SW	N/A
7.	Review and address the accessibility and suitability of first aid rooms at the Hayes campus.	SW	25/03/25
8.	Complete the final legal due diligence for the main contract with Portal Security.	SW	13/12/24
9.	Transition procurement to operating in-house, with progress updates presented to the Board.	SW	25/03/25
10.	Circulate the project plans to governing body members with construction expertise for their input.	SW	19/12/24
11.	Follow up with Robert Drury to ensure all legal and regulatory requirements, especially regarding special educational needs, are met.	DM, SW	31/01/25
12.	Revisit the investment policy and finalise the review of Barclays' investment arrangement and propose a diversified ESG-aligned investment plan for approval at the next Finance and Resources Committee meeting.	SW	12/03/25
13.	Circulate the EDI report offline for confirmation.	PP	ASAP
14.	Ensure the financial statements for the year ending 31st July 2024 are reviewed by AD within the next five days.	PP	15/12/24

Minutes

1 - General disclaimer statement at start of meeting:

The meeting was recorded for the purpose of minuting.

2 - Apologies for absence

Apologies were noted from Sujit Reddy, Mel Nebhrajani, Jo Swindells, and Vincent Neate.

3 - Declarations of Interest

Declarations of Interest recorded for:

- KS and ND, regarding their recent educational trip to Nepal and was recorded on QHub.
- JW for a business trip to China, to be recorded on QHub.

4 - Minutes of the last meeting dated: 8 October 2024

Comments from Governors were incorporated. Approved with minor amendments.

5 - Actions from last meeting

Action 1 (Catering Contract): confirmed that progress on the catering contract was **ongoing** and included in the current agenda.

Action 2 (Security Review): marked as **ongoing** with further discussion included in the current agenda.

Action 3 (Governance Strategy Update): marked as **complete** following resolution of technical issues.

Action 4 (Commercial Operations Committee name & ToR update): the committee was re-named to Strategic Transformation with ToR updated accordingly, Action 4 marked as **complete**.

Action 5 (Barra Hall): The contracts for Barra Hall were signed and Action marked as **complete**.

Action 6 (Uxbridge Library): marked as **ongoing** due to pending technical clarifications.

Action 7 (Financial Assessment of the White House): marked as **ongoing**, with updates expected by the next meeting.

Action 8 (Roehampton University discussions): marked as **ongoing**.

6 - Chief Executive's Update

KS provided a comprehensive update, beginning with a discussion on the 'State of the Nation' report. Key points included:

1. **Ofsted**:

   The recent Ofsted inspection was noted with final report release later in the year. KS expressed gratitude to the College Staff and the Board for their continued efforts toward achieving the institution's ambitious goals and reiterated the commitment to becoming an outstanding organisation across all areas.

2. **Post-Ofsted work:**

   Focus on the lessons learned from the surveys involving students, parents, and stakeholders, particularly concerning catering facilities.

3. **Internal Governance**:

   New Internal Governance structure aimed at streamlining decision-making processes was set to launch by January 2025. This revised structure included newly defined terms of reference for governance boards and broader representation across organisational levels, extending beyond the Senior Leadership Team (SLT). It was noted that this would foster deeper involvement from various operational levels and improve decision-making clarity.

ND queried on how the revised governance structure would align curriculum and estate strategies, noting previous challenges in this area. Keith acknowledged these concerns, assuring the board that improved communication, and the new governance framework would ensure better alignment and avoid past inefficiencies.

A new risk register system would assign specific risks to each governance Board, enhancing clarity and ownership in risk management. Keith also explained that college policies would be formally assigned to governance Boards, providing a more structured oversight process.

4. **Risk Register:**

   Each Internal Governance Board would own its specific risks, ensuring a clear and structured approach to risk management. Additionally, college policies would now be formally assigned to the governance Boards, providing greater accountability and clarity regarding their oversight.

5. **AI Tool**: Introduction of a new AI tool for staff to assist with policy searches and updates, which will also be extended to Governors.

6. **Internal Audit**: Plans to enhance internal audit capabilities by hiring a dedicated internal auditor. This role would complement existing external audits, with a focus on testing internal systems, controls, and processes. KS emphasised that this would provide greater assurance to the Board and help identify areas for improvement.

   The internal auditor would report jointly to a EMT member, and the Audit and Risk Committee, thereby ensuring impartiality and robust oversight.

   A Governor queried about the process for addressing findings from the internal auditor. KS explained that this would depend on the nature of the issues raised, with significant concerns escalated to the Audit and Risk Committee for resolution.

7. **Strategic Developments**: KS turned to strategic developments, mentioning the anticipated release of the government's new skills strategy in early 2025. KS emphasised the potential impact of this strategy on higher education, especially considering the recent suspension of degree-awarding applications by the Office for Students (OfS). KS noted that this development necessitated a strategic pivot in HE plans.

   KS further elaborated on the role of devolved powers, specifically mentioning the Greater London Authority (GLA). He noted that while increased devolution of skills and education funding was expected, there was a lack of clarity on how these powers would be structured and implemented. KS stressed the importance of the institution being prepared to adapt quickly once further details emerged.

   A Governor inquired the potential risks associated with such uncertainties in the GLA's implementation of devolved powers. KS assured the Board that the leadership team was closely monitoring developments and maintaining communication with relevant stakeholders. He added that the institution's adaptability and ongoing strategic planning would help mitigate risks and take advantage of any opportunities arising from the changes.

8. **National Innovation Skills Competition**:

   Approximately 1000 students applied from over 100 organisations.

9. **Uxbridge Library**:

   KS reported that the heads of terms had been agreed with the Council, though due diligence was still underway.

   The project's success hinges on achieving a payback period by 2030, aligned with anticipated student growth. While the purchase price was clear, KS noted that operational and refurbishment costs remained uncertain.

In response to a Governor's challenge on what would happen if the business case proved unsatisfactory, KS outlined two options:

- Proceeding with the purchase: Even if the payback period extended beyond 2030, the strategic value of the library could justify the acquisition, especially given the increasing demand for space and facilities.
- Reassessing the acquisition: If the financial risks outweighed the strategic benefits, the Board would need to reconsider the purchase, ensuring that the institution's long-term financial stability remained intact.

A Governor questioned whether the library project's timeline could realistically accommodate any delays in due diligence or financial analysis. KS assured the Board that the timeline for contract exchange by March 2025 was still achievable.

Governors raised concerns about refurbishment cost estimates and growth projections. KS reassured the Board that an architect was providing expert advice and that financial models were based on realistic growth scenarios. Additionally, KS emphasised the library's strategic value in providing much-needed space and aligning with curriculum demands.

KS confirmed that a full business case, including financial analysis, would be presented in an exceptional meeting by January 2025.

The Board agreed that no final decision would be made until the case was fully reviewed.

Mention of ongoing projects such as the purchase of the library, emphasising the importance of having a solid business case for such acquisitions.

10. **National Business Case Programme**

KS introduced a new national business case programme aimed at enhancing financial planning in further education. The institution had committed £20,000 to sponsor a cohort of executives for training, which would benefit the college's ability to develop robust business cases for future projects.

A Governor asked whether this training would directly improve the institution's current project evaluation capabilities. KS confirmed that the programme was designed to deliver immediate value and that lessons learned would be integrated into ongoing and future projects, including the Uxbridge Library.

RESOLUTION: The Board agreed that no final decision on Uxbridge Library investment would be made until the case was fully reviewed.

ACTION 1: Extend the AI tool for policy management to all Governors. - PP by 25th Match 2025
ACTION 2: Continue the due diligence process on the Uxbridge Library Process with an emphasis on identifying potential liabilities, operational requirements, and refurbishment costs. - KS
ACTION 3: Completed a detailed financial modelling and a comprehensive business case. – KS by 31st January 2025
ACTION 4: Convene for an exceptional meeting to review and approve the business case before proceeding with the purchase. - PP by 31st January 2024

7 - Health & Safety Update

SW provided the Health and Safety update, reporting that robust fire safety measures were in place, and regular audits had been conducted. However, there was still work to be done regarding mandatory staff training, with a push for 100% compliance by the end of the calendar year.

The report also highlighted a shortfall in the number of first aiders across campuses. SW explained that while over 50 staff were trained in basic first aid, additional coverage was needed. To mitigate this, Portal Security Staff had been trained in basic first aid, with two staff members qualified as first responders. SW noted plans to involve duty managers in first aid training to ensure adequate coverage.

A Governor raised a question about whether students could be trained as first aiders to increase coverage and promote life skills. SW responded suggesting that it was a valuable idea but that he would need to check safeguarding and insurance implications before proceeding. Another Governor flagged potential legal and compliance issues that would need to be addressed.

Further discussions revolved around near-miss reporting, with the Chair noting that such data could provide valuable insights into potential risks and help prevent future incidents.

Concerns were also expressed about the high number of incidents reported at Harrow College and the lack of visible trends in the data, questioning whether the absence of trend analysis indicated gaps in data collection. SW acknowledged this concern and committed to working with the new Interim Health and Safety Director to formulate a trend analysis covering the past three years, including data from pre-merger institutions.

The issue of first aid room accessibility at the Hayes campus was also raised. A Governor expressed concerns that the current first aid room was a multi-purpose space that required lanyard access, potentially causing delays in emergencies. SW committed to reviewing the campus layout and identifying a dedicated first aid room accessible at all times.

Several Governors stressed the importance of health and safety compliance as a foundation for operational excellence.
It was emphasised that reporting high numbers of incidents was not inherently negative, as it indicated strong reporting practices and transparency.

ACTION 5: Explore the possibility of involving students in first aid training, subject to safeguarding and insurance checks. *- SW*
ACTION 6: Address the lack of trend data in incident reporting and include near-miss reporting in future updates. – *SW*
ACTION 7: Review and address the accessibility and suitability of first aid rooms at the Hayes campus. - SW

8 - Security Update

SW delivered the Security Update, focusing on the performance of Portal Security since their takeover on 1 October 2024. Staff from the previous provider had been successfully transferred under TUPE regulations, and the new team had undergone training, live testing, and motivational exercises. SW commended the improvements in the quality of service compared to the previous provider.

SW highlighted that the legal due diligence process for finalising the contract with Portal Security was still ongoing. SW explained that the delay resulted from the Central Procurement Consortium (CPC) not completing a legal review of the contract's terms during the tendering process. Shane assured the Board that the due diligence had now been completed, with only minor clarifications outstanding. The contract, including service level agreements (SLAs) and KPIs, was expected to be signed by the end of the week.

Clarifications on completion of the contract were posed, SW responded with assurance of rationale and new procurement processes introduced.

A discussion followed about ad hoc services, such as open evenings, which required a contract variation. SW confirmed this was being negotiated and would be incorporated into the main contract.

When asked about the cost increase from £2.5 million to £3.2 million, SW clarified that the total contract value was now £3.3 million over three years, reflecting the inclusion of the London Living Wage as part of the institution's commitment to fair employment practices.

SW also highlighted plans to bring procurement functions in-house, noting that CPC's recent oversight underscored the need for greater internal control.

The Board welcomed this move and requested updates on its progress.

RESOLUTION: The Board agreed on the importance of in-house procurement and requested regular updates on the progress of this transition.

ACTION 8: Complete the final legal due diligence for the main contract with Portal Security. - *SW by 13th December 2024.*
ACTION 9: Transition procurement to operating in-house, with progress updates presented to the Board. - SW

9 - Project Ambition

DM outlined the strategic vision for the Uxbridge campus, emphasising the goal of providing an outstanding learning experience and creating a thriving environment for both staff and students. The project aims to improve the campus facilities to enhance the overall educational experience.

A detailed timeline of the project was provided, starting with a recent meeting with Robert Drury to finalise plans and identify staff relocations necessary for the enabling works.

The project includes internal communications to staff about the project's scope and timelines, starting in January 2025. The enabling works are scheduled to begin in January 2025, with consultations involving staff and students, including a 3D model of the proposed changes and sample panels for feedback on finishes and colours.

The main construction works are set to commence in February 2025, with significant milestones planned for April 2025 and the summer period, aiming for completion by the end of the academic year. This timeline ensures that the new facilities will be ready for the new academic year.

Several questions were raised about the feasibility of the project timeline, particularly the completion by September. DM assured the Board of the project's feasibility, citing Robert Drury's professional credibility and past successes in similar projects.

A Governor questioned whether considerations related to Equality, Diversity, and Inclusion (EDI) had been fully addressed, particularly with regard to learners with Special Educational Needs and Disabilities (SEND). SW admitted this aspect required further examination and suggested discussing the matter directly with Robert Drury to ensure compliance with relevant regulations, including the Construction (Design and Management) Regulations 2015 and committed to addressing this as part of the consultation process.

A Governor suggested circulating the project plans to the governing body members with construction expertise for their input, which SW agreed to do. The Board discussed the importance of having a detailed project plan and the potential need for a special committee meeting in January 2025 to expedite the review and approval process.

A Governor challenged the College's capacity to oversee multiple large-scale projects simultaneously, including the Barra Hall Library acquisition, noting the combined cost of over £20 million. SW reassured the Board that robust project management systems were in place and that both projects were receiving appropriate levels of oversight.

Contingency plans in the event of delays were discussed with SW explaining that while the project team was confident in the current timeline, a fallback plan was being prepared to manage any unforeseen setbacks.

KS highlighted the historical role of the Property Task Force in scrutinising large-scale projects and proposed re-establishing this committee or assigning oversight to the Strategic Transformation Committee.

The Richmond College update was also discussed, focusing on the successful opening of the STEM building, despite some delays in equipment delivery and connection to the National Grid.

The formal opening is scheduled for 25th February 2025, with an invitation extended to Governors.

RESOLUTION: The Board agreed to hold a special committee meeting in January 2025 to review the project in detail.

ACTION 10: Circulate the project plans to governing body members with construction expertise for their input. - SW
ACTION 11: Follow up with Robert Drury to ensure all legal and regulatory requirements, especially regarding special educational needs, are met. - DM, SW

10 - Update from Each Committee:

10.1 - Chairs Committee

The Chairs Committee update focused on two key topics:

1. Reflection on the institution's recent Ofsted inspection.
   ND acknowledged the exceptional effort of staff and emphasised the importance of maintaining this high standard in the future.
2. Discussions about the Chief Operating Officer role.

10.2 - Finance & Resources

The Finance & Resources Committee, represented by Vice-Chair SK, provided a detailed update on various financial matters.

Key points included:

i. Successful audit with an unqualified opinion
ii. Statutory reports are in good order
iii. The Committee was presented with the Uxbridge Library proposal, and overviewed the building and renovations costs with further discussions scheduled for January 2025 as agreed in this meeting's Project Ambition item discussion
iv. Positive cash flow analysis, with projected balances of £14 million over the next three years.
v. The proposal to maintain £10 million in deposit accounts while exploring long-term investment options for the remaining funds
vi. The committee reviewed financial regulations, updating job titles and delegation of signoffs to heads of school and departments for amounts up to £3,000.
vii. Overall staff vacancy rates fell from 17% in September 2023 to 7% in September 2024
viii. Attrition seen across all campuses dropping from 21% to 12%

Questions were raised about the investment policy, particularly the decision to invest all funds with Barclays. Concerns about the lack of diversification and the need for a more robust investment policy were discussed, with SW agreeing to revisit the decision and consider other professional investment managers.

The committee also discussed the significant increase in student enrolment and the approval of an additional 0.5% 'thank you' award to staff for Ofsted performance.

ACTION 12: Revisit the investment report and finalise the review of Barclays' investment arrangement and propose a diversified ESG-aligned investment plan for approval at the next F&R Committee meeting. – SW by 12th March 2025

10.3 - Audit & Risk

This item was not discussed due to absence of the Chair of Audit & Risk Committee at the meeting.

10.4 - Strategic Transformation

The discussion on Strategic Transformation highlighted the renaming of the Commercial Operations Committee to the Strategic Transformation Committee. This change reflects the committee's broader focus on driving strategic initiatives and transformation within the organisation.

The committee is actively working on several key projects, including apprenticeships, the West London Institute of Technology (WLIoT), and a new marketing strategy.

Additionally, there are plans to launch a new online course in April, which aims to expand the organisation's educational offerings and reach a wider audience.

10.5 - Search, Governance and Remuneration Committee

SB provided the update, focusing on diversity and skills gaps within the governing body.

It was noted that a survey conducted in the summer had revealed data on age, gender, ethnicity, neurodiversity, and professional experience. While the results showed the Board was generally well-balanced, the committee identified gaps in property and estates expertise and sought to recruit a member with senior experience in Further Education sector. SB stressed the importance of enhancing the Board's skills portfolio to strengthen governance in key areas.

A question arose about whether the institution had set specific diversity targets for Board recruitment. SB clarified that while targets were not formalised, diversity and inclusion were central to the recruitment strategy.

10.6 - Curriculum Quality Assurance

The Curriculum and Quality Assurance Committee focused primarily on the institution's outstanding Ofsted result. The congratulations to staff were relayed and the importance of sustaining the momentum was highlighted.

A proposed name change for the committee to the “Curriculum Strategy and Quality Enhancement Committee’’. The proposal was approved by the Chair of Search, Governance & Remuneration Committee and further update on the changes to ToR will be provided.

Student Governors raised several issues, including inadequate equipment and facilities, heating problems, and the need for more study spaces.

The Board acknowledged these concerns and discussed the need for a more effective feedback loop for students, proposing the establishment of a student surgery to address issues promptly.

It was emphasised that student feedback should be a recurring agenda item and proposed that action plans arising from the surgery be reviewed regularly to ensure accountability.

<u>ACTION 13</u>: Further consider renaming and refocusing the Curriculum Quality Assurance Committee to align with strategic goals - PP

<u>ACTION 14</u>: Establish a regular cycle for Student Surgeries, with feedback and progress updates reported to the Board. – PP by 25th March 2025

11 - Board Approval

11.1 - Reports

The Board reviewed the following reports for approval:

- HRUC Annual SAR Report
- Health & Safety Report
- Audit Committee Annual Report
- Internal Audit Annual Plan
- Audit Self-Assessment questionnaire
- Safeguarding Annual Report

The absence of the EDI report was noted, which was confirmed by other members.

<u>RESOLUTION</u>: The Board agreed to approve the reports, excluding the EDI report, which will be circulated offline for confirmation.

<u>ACTION 13</u>: Circulate the EDI report offline for confirmation. *- PP*

11.2 - Financial Statements 31st July 2024

SW provided an overview of the financial statements for the year ending 31st July 2024. The college's financial health score remains outstanding, with a significant increase in income by 20% compared to the previous year. However, staff costs have risen by 29% due to increased student numbers and additional SEND provision. Operating expenditure also increased by 22%, driven by higher energy prices and merger-related costs. Despite these increases, the college remains in a strong financial position.

The financial performance for the academic year was discussed, with an emphasis on the significant increase in student numbers and its financial implications. The organisation over-recruited by 496 learners, which led to a financial benefit of £4.2 million for the current academic year. However, the increase in student numbers did not qualify for in-year growth funding, leading to a reduction in EBITDA from 12.36% to 5.43%. The current year's enrolment stands at 8600 learners against an allocation of 7900, which has operationally disadvantaged the organisation by not receiving the corresponding funding, thereby impacting the EBITDA.

The discussion highlighted that the financial performance is expected to improve, with the EBITDA projected to increase to 9.53% due to the increase in learner numbers and SEND provision. The staff ratio to income was also discussed, noting an increase from 61.72% to 68.05% due to the lack of corresponding income. The budget forecast expects the staff ratio to normalise to 66.19%.

Despite these challenges, the financial health of the organisation remains strong, with a healthy balance sheet and cash reserves of £38 million at the end of the last year. The organisation is poised to invest in infrastructure and curriculum needs. The Board was asked to approve the financial statements, subject to a review by Alex within the next five days.

Questions were raised regarding the comparison of EBITDA percentages across years, the impact of inflation, and the strategic investments in staffing. It was clarified that the full financial benefit of the over-recruitment would be realised in the following academic year due to the lag in funding methodology.

The Board was reassured that the financial performance remains strong and sufficient to meet operational needs and future investments.

RESOLUTION: The Board approved the financial statements for the year ending 31st July 2024, subject to AD's review, with a unanimous vote.

ACTION 14: Ensure the financial statements for the year ending 31st July 2024 are reviewed by AD within the next five days. – PP by 15th December 2024

11.3 - CEIAG Annual Report

The Careers, Education, Information, Advice, and Guidance (CEIAG) Annual Report was presented for information. It was highlighted as an impressive piece of work, reflecting significant efforts by the team. This report, although in draft format, was praised for its quality and rapid turnaround.

The Board acknowledged the outstanding work done by the internal team, with special thanks extended to those involved.

12 - Partnerships Report including WLIoT Update

The Partnerships Report, including the West London Institute of Technology (WLIoT) update, was presented. Key highlights included the National Innovation Competition, which has garnered significant interest and registrations from across the UK. The MIT Staff Exchange program was also discussed, with Martin Villanueva set to join in January 2025 to work across campuses and deliver sessions.

The report emphasised ongoing collaboration with West London IoT, particularly focusing on food and drink manufacturing, with plans to build a learning factory in the Park Royal Estates. International partnerships, especially with China, were highlighted, emphasising the exchange of vocational education practices and potential summer school opportunities.

Recent awards and recognitions were mentioned, including winning the Richmond Chamber of Commerce awards and being shortlisted for various education provider awards. The report underscored the importance of local skills improvement plans and the organisation's efforts in addressing skills gaps, particularly in the health sector.

13 - Any Other Urgent Business (AoB)

The Board took the opportunity to thank the senior staff for their exceptional performance during the recent Ofsted inspection.

It was acknowledged that the success was a result of continuous efforts and dedication.

The Board expressed gratitude to all involved in the process and mentioned that a formal email of thanks would be sent out, followed by celebration events once the final report is published.

14 - Dates of the next meetings

- 25th March 2025 @ Harrow on the Hill College
- 13th May 2025 @ Richmond Upon Thames College
- 8th July 2025 @ Uxbridge College

15 - Confidential Briefing

This item was not recorded in minutes due to its confidential nature.

16 - Vote on co-opted Governors

JM was voted to change to a full Governor.

SCe was voted to decline movement to full committee and to terminate the position of the co-opted Governor at HRUC.