

MINUTES

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Directorate:	Corporation	
Minutes of:	HCUC Governing Body	
Date:	Tuesday 13 December 2022	Time: 4.30pm
Venue:	Remote access via MS Teams	
Present:	Nicholas Davies	Governor (<i>Corporation Chair</i>)
	Mark Billington	Governor (<i>online</i>)
	Simon Boulcott	Governor
	Steven Cochran	Governor (<i>online</i>)
	Tracey Critchley	Staff Governor
	Keith Smith	Governor (<i>Group CEO and Principal</i>)
	Nasim Khan	Governor (<i>online</i>)
	Alasdair MacLeod	Governor (<i>online</i>)
	Mario Michaelides	Governor
	Amanda Priem	Governor (<i>online</i>)
	Safah Rahimi	Student Governor
	Ketan Sheth	Governor (<i>online</i>)
	Salman Sudheer	Student Governor
Apologies:	Sofia Barbosa-Bouças	Governor
	Sharon Croxon	Staff Governor
In attendance:	Gavin Hughes	seconded as Interim Principal RuTC
	Dylan McTaggart	Deputy CEO and Principal Uxbridge
	Tracy Reeve	Director of Governance
	Jo Withers	Principal Harrow
	Shane Woodhatch	Group Director Finance & Resource Planning

1. Apologies for absence

Apologies had been received from Sofia Barbosa-Bouças and Sharon Croxon. The Chair welcomed people to the meeting and highlighted the very full agenda which included a number of key compliance items as well as final consideration of the resolution to merge with Richmond Upon Thames College on 4 January 2023.

2. Notification of any urgent business Members may wish to raise under any other business, and any items to be taken as read that Members may wish to discuss

There was no urgent other business notified.

3. Notification of interests Members may wish to declare relating to any item

No specific interests were notified.

4. Minutes of the Governing Body Meeting held on 4 October 2022.

The Minutes were APPROVED as an accurate record and signed by the Chair.

5. Matters arising from Minutes of the Governing Body Meeting held on 4 October 2022 which were not agenda items.

There were no matters arising that were not already covered by the agenda.

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ii) 'You said, we did' – Student Learner Voice Feedback

The meeting noted a Learner Voice presentation from the Student Governors Harrow and Uxbridge. The meeting thanked the Students for their input as it was important for Governors to have clear access to the Student Voice. The meeting commended the improvement in feedback on WiFi access. The meeting discussed the importance of making sure that any learning visits were appropriate and affordable.

The Student Governor presentations were NOTED.

ii) College Annual EDI Report 2021/22

The meeting took the report for agenda item 15 at the start of the meeting. The meeting noted the annual EDI Report covering students across Harrow College and Uxbridge College during 2021/22. This report was presented by the AP Student Aspirations and Projects (SD).

The record of discussions is included at item 15 on page 13 below.

The Annual Equality Diversity and Inclusion Report 2021/22 for HCUC was RECEIVED.

[SD left the meeting.]

6. Updates

• ***Chair's Update***

The Chair (ND) flagged that the ongoing merger work and the Joint Steering Group process to finalise the merger date with RuTC had dominated his College based activity outside of formal Corporation meetings. ND had also undertaken the appraisals for the Senior Post-holders and Remuneration Committee had met on 29 November to consider the appraisal paperwork. The formal minutes from this Remuneration Committee would be considered during the confidential Part 2 of the meeting.

• ***CEO's Update***

KS reminded the meeting of the recent reclassification of FE colleges into the public sector and assured the meeting that SLT were keeping up to date on new guidelines and any changes to procedure e.g. recent changes which now precluded colleges from commercial borrowing without DfE consent. KS also highlighted the work being taken forward to establish the new Executive Structure for HRUC post-merger with the second tier of management currently being considered by SLT. Plans were in place to recruit a new Group Director of Marketing for the larger college group. Other key work was to take forward the Net Zero Strategy for HRUC within the Estates Strategy. The meeting was also informed that the college was applying to the Chartered Institute of FE to gain this quality kitemark. Other key work for the CEO centred on plans for RuTC post-merger and development of the Post-Merger Action Plan; FE Associates would be supporting the SLT in this work. The meeting also noted the discussions currently in progress with the secondary school next to RuTC about establishing a sixth form provision within the college

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ITEMS FOR DECISION

7. RuTC Merger

The meeting considered the detailed proposal for HCUC to merge with Richmond Upon Thames College on 4 January 2023. This had been discussed in detail and approved in principle at the Extraordinary Corporation meeting on 29 November 2022. However, the Director of Governance reminded the meeting of the need for the Corporation of HCUC to pass a formal resolution to merge with RuTC and to accept all of their assets and liabilities. The Chair (ND) informed the meeting that the Joint Steering Group (JSG) which was constituted in November 2020 had held its last meeting on Monday 12 December 2022. ND asserted the value of this strong steering group which had allowed both colleges to stay committed to the merger during an extended two-year period through the monthly JSG meetings. He thanked all the governors and officers who had been involved in the JSG meetings for their attendance and valuable input.

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The detailed discussion, documents noted and approved and the full final resolution is contained in Annex 1 to these minutes. An extract of the key resolution is attached here for continuity of these minutes:

The Corporation of HCUC hereby RESOLVES to merge with the Corporation of Richmond upon Thames College in accordance with section 27A and 27B of the Further and Higher Education Act 1992, with the Corporation of Richmond upon Thames College dissolving at 0:01 on 4 January 2023 and its property, rights and liabilities transferring immediately before that time to the Corporation of HCUC in accordance with section 27A and 27B of the Further and Higher Education Act 1992.

The meeting APPROVED all the legal documents as presented – detailed in Annex 1 to these minutes. These would be signed by the Chair and the CEO as necessary.

Governors sought confirmation on what would happen on the merger day and how RuTC would be made to feel part of the new group structure. The CEO informed the meeting that there were plans in place for members of the SLT to be onsite at RuTC on 4 January and all staff at each of the three colleges would receive new HRUC branded lanyards. All desktops across the group would also display the new logo from 4 January 2023. The day prior to merger, was an inset day at RuTC and the CEO would be onsite to address the RuTC staff. The Deputy CEO confirmed that anecdotal feedback from RuTC staff was that they were pleased to have a confirmed date for merger and keen to become part of the larger group.

- *Approval of HRUC Statutory Policies*

Governors were reminded that – assuming the merger vested successfully - at the start of trading on 4 January 2023, HCUC would change the legal name of the Corporation to Harrow Richmond and Uxbridge Colleges. Approval for this name change had been given by the Secretary of State at DfE. The meeting considered a suite of key 'Tier 1' governance policies which had been updated to reflect this new structure and identity post-merger. Governors were given assurance that all HCUC policies would be reviewed and rewritten and rebranded to reflect the structure of the post-merger organisation with three constituent colleges. The Director of Governance confirmed that all standing HCUC policies would apply across the Group after merger until each was formally reviewed as HCUC was simply changing its legal title. The meeting noted that key policies for Harrow Richmond and Uxbridge College had been reviewed and approved by the HCUC Corporation in May 2021 e.g. Safeguarding.

The meeting APPROVED the following key governance policies for Harrow Richmond & Uxbridge Colleges as presented:

- i) Instrument & Articles*
- ii) Standing Orders*
- iii) Corporation members Code of Conduct*
- iv) Terms of reference for all sub-committees of the Corporation*
- v) Terms of reference for the three Stakeholder & Scrutiny Committees (one at each college)*

8. Governing Body Matters

- ***Search & Governance Committee recommendations***

The meeting noted the minutes from the Search & Governance Committee which had met on 6 December 2022.

The meeting APPROVED the following recommendations as presented:

- i) That the 'spare' seat from ex-RuTC governors should be ring-fenced for a governor from the RuTC locality with a secondary school background.*
- ii) As agreed in May 2021, the following existing external RuTC governors be appointed to the post-merger governing body ('HRUC') on 4 January 2023 (current cessation dates/ terms of office to be maintained).*

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- i. Ian Valvona (DfE)*
- ii. Sue Kingman (Banking)*
- iii. Mike Sutcliffe (University and STEM)*
- iv. Vincent Neate (Auditor/ accountant and now teaching)*
- v. Student Governor RuTC, Twahira Mohammed*
- vi. Staff Governor RuTC, Hannah Talabany*

iii) Additional HRUC Governing Body Roles that would be allocated at merger:

- a. Second Vice-Chair of Corporation (IV)*
- b. Chair of Richmond SSC (usually a Quality/ Curriculum governor) (MS)*
- c. Chair of Search Committee (SK)*

iv) The Capital Redevelopment Project Group (CRPG) at RuTC should be replaced by a stand-alone Estates & Property Committee. The Terms of Reference of Resources Committee would be amended to reflect this change.

v) The re-appointment of Nasim Khan as a Member of HCUC Corporation for a two-year term of office, (to December 2024). NK to continue in his role as Chair of Audit Committee and Link Governor for Safeguarding during this period.

• **Corporation Self-Assessment 2021/22**

As part of the Governance Self-Assessment process 2021/22, Governors completed a college generated questionnaire designed to assess governors' views on compliance with good governance standards. The self-assessment questionnaire and governors' responses had been briefly discussed at the Governors Training Event in October 2022. For additional assurance, TR also undertook a review of HCUC Corporation's performance 2021/22 against its adopted Governance Code – the Association of Colleges Code of Good Governance for English Colleges. The meeting noted this detailed 'RAG' rated review against all of the elements of the code; Governors were assured that there were currently no areas of non-compliance that need remedial action.

At the October 2022 Governors' Training Day, the performance against the three agreed Governance Objectives for 2021/22 was briefly discussed by HCUC Governors and this was followed up by email feedback. The outcome of the discussions is shown in italics below and was confirmed by the meeting.

1. To ensure that all member of the Governance team remain 'Ofsted-ready' in order to support an Outstanding grade for Leadership & Management in a future Ofsted inspection of HCUC under the new Education Inspection Framework. (A full Ofsted Inspection under the new EIF is very likely in 2021/22.)
 - *The College had a very successful Ofsted visit in February 2022 and governance contributed to a Grade 1 for Leadership and Management.*
2. To work with SLT to take forward the proposed merger with RuTC focussed through the Joint Steering Group (JSG) but with input from all Governors to ensure the best outcome for HCUC and its stakeholders.
 - *The Corporation has remained committed to the merger throughout 2021/22 and into 2022/23. The JSG met regularly (at least monthly) during 2021/22 with strong representation from HCUC governors and executive. Key members of SLT as well as the Chair of Governors at RuTC attended both of the HCUC Governors' Strategy Days in 2021/22. JSG meetings have continued into 2022/23 and the Corporation has met on two additional occasions in the first term of 2022/23 to look at ways of ensuring the merger was able to vest as soon as practicable. The date for this had now been confirmed as 4 January 2023.*

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3. To ensure that Corporation Members fully understand the wider FE sector changes – e.g. Skills for Jobs White Paper, moves to regional collaboration, moves to an employer-driven curriculum, other curriculum changes at Level 3, T levels – and their impact on HCUC. To further develop governance training opportunities (internal and external) for all levels of governor expertise and to meet the challenges of a changing external environment; Governors to be kept appraised on all relevant legislative changes.
- *The Corporation received briefing from internal members of the SLT as well as from specialist external stakeholders during the year. The biannual Governors Strategy and Training days were well attended and allowed time for the Governors to consider wider FE sector developments. Briefing on all aspects of the Skills for Jobs White paper, focus on regional collaboration and proposed curriculum reforms e.g. T Levels replacing BTECs has been taken to sub-committees and to the Corporation.*

As a result of the self-assessment, discussion at the Governors' Training Day and a detailed discussion with the Chair of Governors the Director of Governance suggested that new Governing Body should meet in January 2023 to look at the initial priorities for governance action post-merger. This would enable the new Board to come together and establish a new shared vision for HRUC moving forward.

The HCUC Governance Self-Assessment and contribution to the overall College SAR was NOTED and APPROVED.

It was AGREED that the Director of Governance would present a paper to the HRUC Governing Body in January 2023 to take forward a post-merger action plan for governance.

- ***Governance Key Performance Indicators (KPIs)***

The Clerk presented draft KPIS for the Corporation to use within the 2022/23 self-assessment process.

The Governance KPIs as presented were APPROVED.

9. Modern Slavery Statement

The meeting considered the HCUC Modern Slavery Statement covering the period 1 August 2022 to 31 July 2023 which was presented for annual approval. This document would be signed by the Chair of the Corporation and placed on the College website to meet regulatory requirements. SW also presented a 'Modern Slavery in the Supply Chain' supplier questionnaire that would be used by Tenet who provided procurement consultancy for HCUC.

The Modern Slavery Statement and Supplier Questionnaire was APPROVED as presented.

10. Self-Assessment Reports (SAR) 2021/22 and HCUC Overview

The meeting was reminded that the final Qualification Achievement Rates (QAR) reports that summarised the confirmed College performance during 2021/22 had been discussed at the Governors Training Day in October 2022. The meeting considered a draft of the HCUC Self-Assessment Report 2021/22; this had been drawn from the individual Harrow College (HC) and Uxbridge College (UC) SARs and performance data. Governors were assured that this had been considered in detail at the Quality Curriculum & Student Committee on 17 November 2022 as well as at the individual college Stakeholder and Scrutiny Committees (8 and 9 November 2022). As in previous years the SAR overview report for HCUC had been drafted to mirror the format of the Ofsted Education Inspection Framework (EIF) and reported on the following: Quality of Education (curriculum intent, implementation, and impact); Education programmes for young people; Adult learning programmes; Apprenticeships; provision for High Needs learners; Behaviour and Attitudes; Personal Development; and Leadership and Management.

The meeting noted the proposed SAR grades for overall effectiveness 2021/22 across HCUC compared with the comparable judgements for 2019/20 and 2020/21. The last two years were considered in detail:

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Proposed SAR Grades - HCUC	2020/21 Judgment	2021/22 Judgement
Overall effectiveness	Outstanding <i>with noted AFIs</i>	Good with outstanding features
Quality of Education	Outstanding <i>with noted AFIs</i>	Outstanding <i>with noted AFIs</i>
• Curriculum intent	Outstanding <i>with noted AFIs</i>	Outstanding <i>with noted AFIs</i>
• Curriculum implementation	Good <i>with outstanding features</i>	Outstanding <i>with noted AFIs</i>
• Curriculum impact	Outstanding <i>with noted AFIs</i>	Good with outstanding features
Education Programmes for young people	Outstanding <i>with noted AFIs</i>	Outstanding <i>with noted AFIs</i>
Adult Learning Programmes	Outstanding <i>with noted AFIs</i>	Outstanding <i>with noted AFIs</i>
Apprenticeships	Further strengthened RI++/ Good	Good <i>with noted AFIs</i>
Provision for High Needs	Good <i>with outstanding features</i>	Good <i>with Outstanding features</i>
Behaviour and Attitudes	Outstanding <i>with noted AFIs</i>	Outstanding <i>with noted AFIs</i>
Personal Development	Outstanding	Good
Leadership & Management	Outstanding	Outstanding

The meeting was reminded that the SAR judgements had been built up through the College; each curriculum area self-assessed then validation panels were held to confirm the judgement. Once approved by the Governing Body the SAR would be submitted to the ESFA and onto the Ofsted portal. The meeting noted the dip in the grade of curriculum impact compared with the prior year; there had been a slight dip in outcomes due to exams and the SLT had not yet had access to current National Averages to see how far ahead of NA the college results were. DMcT assured the meeting that this slight downgrade had been put in place as a point of caution and mitigating actions were being put in place in relation to exam readiness and thinking of better ways of preparing learners. The sector wide issues in relation to an increased incidence of mental health issues in young people would require new dashboard measures and Accountability Agreements would require colleges to develop strengths on meeting all learners' needs. Any learners with EHCPs would need a closer link to their learning aims and targets.

The meeting discussed the ever increasing need for employers to be involved in the design and delivery of the curriculum across all aspects of the college. It was noted that the inclusion of RuTC and a wider geography might require a different delivery model in each college; the post-merger organisation 'Harrow Richmond and Uxbridge Colleges' would need to show that it was meeting all needs across its delivery area. Although there were strategic drivers from the Greater London Auth (GLA) and the West London Alliance (WLA) the college would need to engage with the local business base at each of the colleges. It was noted that there was an ongoing need for employer verification of the modules and units within each qualification, to ensure that it was meeting employers' needs. The meeting was assured that SLT had

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identified the need for focussed work with smaller employers within the ongoing regional Local Skills Improvement Plan (LSIP) work.

Emerging Strengths & Areas for Improvement (Afls) 2022/23

The headline **strengths** for HCUC to maintain were noted as:

- HCUC curriculum is designed to meet London's economic needs effectively. Employer involvement enhances and delivers ambitious career goals.
- The large numbers of highly effective lessons were characterised by expert teachers effectively using their subject knowledge and pedagogical skill to support students to achieve very high levels of knowledge & skills.
- Well-planned lessons that skilfully use a variety of student-led learning tasks which are appropriately sequenced to build students' knowledge, skills, and understanding to reach the highest levels of performance.
- Most students achieve their full potential with high 16-18 & 19+ QAR Achievement. Student achievement is strengthened by exceptionally high destinations & high grades.
- A-Level and GCSE Other High Grades are outstanding.
- Student Achievement is consistent in the majority of subjects. HCUC has successfully invested in improving WBL which is now also above NA.
- Student behaviour is highly respectful, they are courteous to staff and one-another.
- Student well-being, mental health, sexual harassment intervention and monitoring and supporting 'at-risk' student is highly effective.
- HCUC is a highly inclusive environment.

The common areas identified across HCUC **for improvement** in 2022/23 were highlighted as:

- To continue rapid improvement in Work Based Learning (WBL) outcomes, now well above national average (NA).
- Further developing less effective teachers in order that they can better deploy an appropriate range of learning tasks and/or assessment methods that ensure that all students make at least the progress expected of them.
- English & Maths attendance and Level 1 FS achievement is inconsistent.
- To further increase the volume of work experience to above 80%.
- QAR has declined on 2021/22 (TAG year). New vocational exams assessment methodology requires significant focus in 2022/23. HCUC must reduce the small proportion of students who fail vocational exams.
- Student enrichment is impactful but not yet fully consistent.
- High Needs Students require better links between their EHCPs and personal targets.

The meeting commended the detailed information provided in the SAR 2021/22, which enabled them to understand the strengths and weaknesses of the two colleges and provided a clear picture across HCUC. Governors agreed that they would concur with this anecdotal evidence and positive judgements.

The HCUC Self-Assessment Report 2021/22 was NOTED and APPROVED; it would be uploaded to the ESFA Gateway and to the Ofsted online portal to meet the 31 December 2022 deadline.

• Higher Education (HE) SAR & HE Strategic Plan

The meeting was reminded that the individual College's Stakeholder and Scrutiny Committees (SSCs) had reviewed HE outcomes for 2021/22 and a full combined HE report had been presented to the Quality and Curriculum and Student (QCS) Committee on 17 November 2022. The very detailed HE SAR was taken as read along with the numerous appendices giving data by course level and protected characteristics as well as continuation rates and destinations. The meeting noted the excellent outcomes last year at 98% overall

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(97% in prior year) with retention improved in subject areas, these were noted by course. Governors were assured that the SLT were keeping close watch and there were no significant achievement gaps.

The meeting was informed that SLT were currently undertaking a cost-benefit analysis of HCUC moving to increase HE fees above £6,000 which would require the College to develop a full Access and Participation Plan, rather than the less onerous Access & Participation Statement currently required. SW confirmed that the Resources Committee would consider the outcome of this review in March 2023.

The Director of Governance (TR) highlighted the importance of the Corporation understanding its role and responsibilities with respect to HE. It was agreed that the current governance structure and operational control of HE provision was fully fit for purpose. The HE SAR (in relation to Condition B of the College's registration with the OfS) had been completed with robust actions identified to address areas for improvement. Strengths and AFIs were noted and governors given assurance that an action plan was in place to remedy any ongoing AFIs.

The HE self-assessment 2021/22 was NOTED and APPROVED.

- **HE Strategic Plan**

The meeting considered the HCUC Higher Education (HE) Strategic Plan 2023-2026 which had been written during a time of further significant change for higher education both nationally and at HCUC. This included the skills agenda, with increased focus on the need for higher level technical skills, the associated development of Higher Technical Qualifications (HTQ), impact of Brexit and recovery from the pandemic have set the scene for there to be a sharp focus on upskilling and re-skilling the UK population. DM highlighted that IoTs nationally were at the heart of these priorities and West London IoT (WLIoT) was now entering the second phase of its development; the new strategy for the WLIoT would be an integral part of this HE strategic plan. Governors were assured that key actions to ensure the College continued to meet the ongoing conditions of registration and primary objectives of the OfS had been included in the plan. The meeting noted that the HE Strategic Plan had been considered in detail at the QCS Committee on 17 November and was recommended for approval by the members of that committee.

The meeting noted that a number of key strategic priorities had been identified which would drive higher education at HCUC during the life span of the plan. These priorities included:

- Maintain HCUC's position on the Register of English Higher Education Providers (the Register) by ensuring all ongoing conditions of registration continue to be met.
- Through robust governance, financial, management, planning and quality assurance systems, together with excellent standards in teaching and learning, maintain a high-quality learning experience and positive outcomes for all learners.
- Increase HE enrolments through clear targets and robust marketing and engagement strategies – including West London IoT (WLIoT).
- Targeted action would be taken maintain improvements in overall continuation rates and address where there is below threshold performance for certain groups. Actions will also be taken to improve progression to graduate/managerial jobs for some groups.
- Implement actions identified through the staff skills shortage working group to ensure there are sufficient high-quality staff to teach HE, including to degree level.
- Explore obtaining Degree Awarding Powers
- Continue to meet the College's Access and Participation Statement objectives.
- Review the College HE fees strategy, including a costs/benefits analysis in relation to Access and Participation requirements and LLEs. Make clear recommendations to Governors.
- Through the WLIoT contribute to national, regional, local and College strategic priorities to develop higher technical skills within the population to meet the challenges outlined in the Government Industrial Strategy, Post 16 Skills Plan and Mayor's Construction/Green & Digital Academies.

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The detailed strategic objectives for the WLIoT outlined in the HE Strategic Plan were taken as read and Governors commended the detail within the Strategic Plan.

The HCUC HE Strategic Plan was APPROVED as presented.

11. Audit of Financial Statements 2021/22

To receive, consider and approve the Report & Financial Statements of HCUC for the period ending 31 July 2022 as recommended by the Resources Committee

The Group Director Finance and Resource Planning (GDFRP) presented the results for HCUC for the year-end 31 July 2022. It was noted that the Financial Statements and the associated audit reports had been considered in detail by the Resources Committee and the Audit Committee on 23 November 2022. The meeting was given assurance by the Chair of the Committee (AMcL) that the Resources Committee was recommending the Financial Statements 2021/22 to the Corporation.

i) Financial Statements

The GDFRP (SW) introduced the draft reports and financial statements for the period ended 31 July 2022 and highlighted the following key points:

The following key points were highlighted:

- The operating surplus for the year was £249,000 (compared with £2,384,000 in 2020/21).
- The balance on the income and expenditure account (excluding pension reserve) now stood at £89.838m (compared with a figure of £89.587m in 2020/21).
- Total income for the year was at £56.473m compared with £55.525m in the prior year.
- Total expenditure was at £56.273m compared with £53.190m in the prior year. Staff costs were at £38.2m compared with £36.2m in the prior year. The increase in other operating expenses (now at £12.711m compared with £11.935m in the prior year) was due to a number of factors.
- Staff costs as a percentage of income was at 64% (as generated by the CFFR).
- The College had accumulated reserves of £81.102m, non-current assets of £108.091m and cash balances of £31.491m.
- Net Current assets were at £21.524m compared with £18.475m in the prior year.
- The LGPS pension liability was noted as £8.7m compared with £43.7m last year. Governors were reminded that the pension liability (FRS17) was not included by the ESFA when assessing the financial health of colleges. The reason for this movement was a change in the actuarial assumptions especially in the discount rate used and price inflation. The external auditors had confirmed that the assumptions used by the College actuaries were largely in line with those used at other Colleges.

The meeting went through the Income and Expenditure account and the Notes to the Financial Statements and Balance Sheet in detail. The total Agency funding was at 82.2% of income in 2021/22 (85.6% in prior year). The College had exceeded its 16-18 learner number target by 87 learners and achieved £32.021m against its funding of £31.895m. The meeting noted the detail of the fixed asset additions during the year, which amounted to £3.268m (compared with £8.062m in 2020/21). The meeting noted the strong financial performance indicators for the 2021/22 year which included a strong cash position after the net cash inflow of £2.4m as well as the following:

- Cash days in hand at 31 July 2022 were 237.0 against a target of 195
- Cashflow was strong with a net inflow of £2.4m to give a cash balance of £35m.
- Current ratio (assets over liabilities) of 2.73 against a target of 2.70 (2.48 achieved in 2020/21).
- Accumulated reserves were 155% of income against a target of 154%.
- EBITDA (education specific) as a percentage of income was 11.56% (the FE sector norm for this KPI was noted as circa 6%).

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The meeting considered the final post-audit management accounts for 31 July 2022 and noted any major variances. Other income was £276,000 above budget but this was mostly due to a recovery in the catering on site after the two pandemic years. The catering contract was currently still on a 'cost-plus' basis but SLT were looking to change this back to a profit-share arrangement in the near future.

The meeting considered the increase in expenditure (now at £56.273m). Other than the £2m increase in staff costs the pension scheme charge had gone up by £500,000, repairs and maintenance was increased by £100,000, energy had increased by £200,000 and the Portacabins had incurred additional costs of £107,000. SW highlighted that although expenditure in relation to High Needs learners had increased this had been offset by additional income.

The notes to the accounts were considered in detail by the meeting. SW confirmed that the other senior members of the SLT at HCUC had contributed to the narrative of the Members Report on HCUC Strategy, curriculum and the summary of capital works undertaken at the Uxbridge, Harrow Weald and Harrow-on-the-Hill campuses.

The meeting commended the strong financial results and agreed that the College was in a strong position pre-merger and would be able to meet current and future economic challenges from a position of relative strength when compared with many other FE Colleges. It was agreed that the College's key strategic aim in relation to finances 'To maintain the strong financial profile needed to ensure a secure future', had been fully achieved.

ii) July 2022 Management Accounts

The restated Management Accounts for 31 July 2022 and the adjustments arising post-year end from the preparation and audit of the Financial Statements were noted by the meeting. Adjustments totaling £297,000 were made against the income and expenditure. As previously noted by the meeting the revised historical surplus was £249,000 against a forecast surplus of £50,000. The detail of the management accounts for July 2022 was taken as read.

The 2021/22 Financial Statements and July 2022 Management Accounts were APPROVED.

iii) Audit Findings Report of the External Auditors, Cooper Parry, following their audit of the HCUC Financial Statements for 2021/22, for APPROVAL.

The meeting noted the Audit Findings Report to the Governors, from Cooper Parry which acknowledged the strong financial outturn and cash position for HCUC. Governors were assured that the lead auditor from Cooper Parry had attended the joint meeting of Audit Committee and Resources Committee on 23 November to present this report. The meeting was pleased to note the clean unqualified opinion on the financial statements and for the regularity audit. The Chair of Audit Committee (NK) informed the meeting that – as stated in the report - Cooper Parry had confirmed that the external audit had gone very smoothly from their perspective; the flow of information from management had been accurate and timely. The meeting noted that the audit had taken place completely remotely for a third year running but SW confirmed that the audit process had gone well from the College management perspective from the planning stage to the completion of the audit. The meeting was also pleased to note the unmodified regularity audit opinion and that the audit conclusion on all qualitative aspects considered was clean.

The meeting went on to consider the six significant audit risks that had been identified by Cooper Parry and detailed in their audit planning letter. The key risks were noted as follows: management override of control; income recognition; going concern; retirement benefits; and related party transactions. Governors noted that Cooper Parry's conclusion against all of these risks was clean and that there were no issues identified which needed to be reported to the Corporation. The meeting also noted that the audit had not identified any misstatements that required adjustment in the financial statements, nor any unadjusted differences. Governors also noted the positive assurances given by Cooper Parry around the risks of fraud and independence and related party transactions. The importance of going concern was discussed and Governors were assured there were no issues identified around the Going Concern judgement for both HCUC and the post-merger college 'HRUC'. The meeting agreed that the Governing Body should be assured that the College had adequate resources to continue in operational existence for the near future.

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For this reason, HCUC should continue to adopt the going concern basis in preparing the financial statements.

GDFRP (SW) highlighted that during the audit there had been three low risk weaknesses of controls identified which had resulted in recommendations for 'good practice' improvement. These four risks – all classified as 'green' i.e. low priority - were in relation to: Register of Interests; Fixed Asset Register (2); and regular review of credit card reconciliations. The management responses to these recommendations were noted and minor changes to process would be put in place where appropriate. The meeting agreed that the low number and low risk score of the recommendations highlighted an ongoing positive control environment at HCUC. The external auditors had confirmed that the clean audit with no adjustments and few low priority recommendations should give governors assurance around the professionalism and control within the Finance Team at HCUC.

The Chair thanked the GDFRP and staff in the Finance Team for their input to this successful year-end audit and for the effective practice evidenced by the audit.

The Audit Report and Management Letter of the External Auditors, Cooper Parry, for HCUC 2021/22 was RECEIVED and APPROVED

iv) Letters of Representation

The meeting noted the draft Letters of Representation; one for the Financial Statements and one for the Regularity Audit. SW confirmed that these letters had a standard format for all FE Colleges – dictated by the Joint Audit Code of Practice – they did not include any narrative specific to HCUC.

The Letters of Representation for HCUC were APPROVED and would be signed by the Corporation Chair on behalf of the Corporation, and the Group Principal/ CEO as Chief Accounting Officer of HCUC.

v) Regularity Self-Assessment Questionnaire

The meeting considered the detailed Regularity Self-Assessment Questionnaire 2021/22. This was completed by the College Management Team (Director of Governance and GDFRP) for the assurance of the External Auditors on all Regularity Issues. As previously noted, Cooper Parry had provided a clean opinion on the Regularity Audit for HCUC during 2021/22. The meeting agreed that this document continued to provide a useful summary for the Governors. The meeting was reminded that the OfS were able to access this information via the ESFA as the regulator of FE Colleges.

The Regularity Audit Questionnaire 2201/22 was NOTED and APPROVED as recommended by the Audit Committee.

12. Higher Education Fees

The meeting was reminded that in order to comply with the Consumer Rights Act 2015 and guidance issued by the Competition and Markets Authority (CMA) as well as the requirements of the Office for Students (OfS) the College was required to publish the level of HE fees in autumn for the following academic year. This was to ensure that information was transparent and readily available to students in advance of them accepting an HE place.

The meeting was reminded that Resources Committee members had reviewed the HCUC Fees Policy which set out the requirements for the charging of fees and the rationale behind the fee structure; it was designed to provide clear criteria for course charges and to avoid ambiguity and inconsistency, across funding streams and ages. In relation to HE fees, the College had committed to maintaining the same fees in the second year of a course as the first, so students had certainty over the cost of the course. In addition, there was a commitment to increase the level of fees by no more than 5% per year. Courses were costed annually using direct staff and materials costs. In the absence of full pension increase details, and in the knowledge of likely pay increases and inflation, SW confirmed that all fees for the first year of HE courses had been increased

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by 5%. Governors were reminded that the College was capped at a cost of £6,000 for full-time courses (FT) and £4,500 for part-time (PT). SW reminded the meeting that in order for HCUC to charge any more than these figures (up to the limit of £9,000) a change of status would be necessary which would require HCUC to develop a full Access and Participation Statement, rather than the less onerous Access and Participation Plan currently required. Governors noted that the SLT were currently undertaking a cost-benefit analysis to see whether it would be advisable to opt to increase fees and generate the more complicated A&P Plan. An update on the proposed action would be presented to Resources Committee in March 2023.

The meeting took the detailed schedule of fees by course for home students as read. It was noted that all charges including ID card, registration and exam fees were now included in the total HE fee.

The schedule of HE Fees 2022/23 was APPROVED as presented as recommended by the Resources Committee.

13. To receive the Audit Committee Annual Report to the Corporation 2021/22

The Chair of Audit Committee (NK) and the Director of Governance (TR) presented the Annual Report from the HCUC Audit Committee for 2021/22. This detailed the membership and the activities of the Audit Committee during the academic year. The positive assessment of the external auditors, Cooper Parry, which was appended to this report was also noted by the meeting. It was noted that this report and the appendix would be submitted to the ESFA to accompany the Financial Statements 2021/22.

The Audit Committee Annual Report was RECEIVED.

ITEMS FOR INFORMATION

14. ONS Reclassification of Colleges & Investment decision

The GDFRP (SW) updated the meeting on recent work undertaken to protect the College's considerable cash reserves in light of the ONS reclassification of colleges into the public sector. SW confirmed that the college had taken specialist legal advice from Eversheds on setting up an Arms' Length Foundation (ALF) to ringfence reserves. SW had also spoken to staff at City of Glasgow College about the experience in Scotland where colleges were already reclassified within the public sector. HCUC had set up an ALF but it now appeared that it was less likely that reserves would be affected by reclassification. The other factor against using the ALF was that the College would effectively lose control of all the money put onto any ALF as this would pass to the Trustees. The decision had been taken not to pursue the ALF model to ring-fence reserves due to these control issues. The CEO (KS) highlighted that any funds within an ALF would deflate as it was not earning any interest. Anecdotal evidence seemed to indicate that ALFs were being used to protect land rather than cash. The Chair of Resources Committee informed the meeting that advice from a recent AoC event that he attended was that reserves would not be taken from colleges in the immediate future.

The Executive Team – supported by Resources Committee – were recommending that the previously discussed investment opportunity with Rathbones and Barclays should be taken forward as soon as possible. The likely annual return would be £500,000 on an investment of £15m. SW confirmed that he would look at the 'worst case scenarios' with respect to the cost of the RuTC merger and the need to have reserves of circa £22m accessible post-merger. The meeting considered the two options for investment of £15m with varying proportions being placed with Barclays and Rathbones (the second being the riskier option). SW proposed that HCUC should action option 2 i.e. invest £10m with Barclays and £5m with Rathbones immediately, with a review in December 2023. The meeting discussed the options in detail and sought additional assurance on the impact of the Managing Public Money guidelines which now applied to FE colleges post- reclassification. The CEO asserted the fact that the college was now effectively investing public money so should be mindful around the risk profile of each of the options. The likely financial impact of the RuTC merger and the Phase 2 capital building was also factored into the decision.

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Governors were reminded that they had received detailed presentations from Barclays and Rathbones – Barclays had attended the Governors Strategy Day earlier in the year. The meeting asserted their belief that they had undertaken the necessary due diligence before investing this money but agreed to follow the less risky investment option (£5m with Rathbones and £10m with Barclays).

The meeting AGREED to action 'Option 2' as presented: £5m Rathbones investment and £10m with Barclays. This would be reviewed in December 2023 to see whether a further amount should be invested.

15. Statutory Updates: Annual Equality, Diversity and Inclusion (EDI) Report 2021/22

The meeting noted the annual EDI Report covering students across Harrow College and Uxbridge College during 2021/22. This report was presented by the AP Student Aspirations and Projects (SD) and covered the following aspects of EDI:

- Student Data:
 - Enrolment data
 - Student measures of success with data split by ethnicity, gender, socio-economic disadvantage, Free School Meals, Looked After Children, Looked after Students destination data, High Needs, Learning Difficulty, and Apprenticeships.
- Staff Data: showing BAME representation, gender, disability, age breakdown, recruitment, and training.
- Effectiveness of Policies and Procedures:
 - Equality and Diversity Action Plan
 - Student disciplinary data
 - Complaint data
- Marketing activities
- Response to litigation

Student Data: Governors were reminded that much of this 2021/22 year-end data had already been reported and discussed through the sub-committee meetings including: Quality Curriculum and Standards Committee (students); Resources Committee (staff data), and the two college Stakeholder and Scrutiny Committees. SD highlighted that the EDI Action Plan for 2022/23 would be monitored by SLT as well as the cross-college EDI Committee.

SD confirmed that as could be seen from the EDI Report there had been a lot of involvement during the year across HCUC. The EDI calendar of events was well-embedded across college and – as highlighted in the CEO's introduction to the annual EDI report – inclusivity was one of the core values of HCUC. SD confirmed that the College Marketing Team had done a lot of work on inclusivity during the year.

SD highlighted the QAR student success rate data and confirmed that most ethnic groups were within 5% of the overall HCUC success figure for 2021/22 (84.1%). The meeting noted the six groups outside of this 5% threshold – Caribbean, Gypsy/ Irish Traveller, Not Provided, Other Black, White British and White/ Black Caribbean. SD confirmed that this would be included in the EDI Action Plan for 2022/23. It was also noted that SLT were considering whether to change the acceptable 'gap' with overall success to 4%. The meeting was pleased to note the improvement in High Needs success where the achievement gap had narrowed to 1.4% from the prior year figure of 4.5%.

Staff Data: This was taken as read as this had been considered in detail by the Resources Committee in November 2022. However, the meeting noted that the BAME representation at HCUC had now increased to 42% (compared with 40% for 2020/21. This was above the GLA benchmarking figure of 36%.

Response to legislation: Governors were assured that HCUC was mindful of the protected characteristics - age; disability; gender reassignment; marriage and civil partnership; pregnancy and maternity; race; religion or belief; gender; and sexual orientation – as defined in the Equality Act 2010. In addition, the College was always mindful of socio-economic disadvantage as a particularly important area in education. Governors

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were reminded that as part of the legislation the College must set and review objectives for EDI every four years. The College's current EDI objectives in relation to student success and staff recruitment were noted by the meeting.

The meeting agreed that the annual EDI Report demonstrated that 2021/22 had been a successful year for Equality and Diversity in the College. There had been a general high level of success rates for different ethnic groups and a maintained narrowing of gaps in achievement for those with protected characteristics. However, there were some actions required for those groups of students with protected characteristics that were not performing to the high standards the College sets itself, and these would be addressed in the implementation of the EDI Action Plan for 2022/23 as outlined above. The meeting commended the very thorough and professional looking report and noted that QCS Committee would be monitoring actions against the EDI Action Plan through the year. The meeting was reminded that this EDI Annual Report was published on the College website on an annual basis with a comprehensive narrative summary to meet legislative requirements.

The Annual Equality & Diversity report 2021/22 for HCUC was RECEIVED.

16. Notification of any fraud 2021/22

The meeting noted an update on the credit card fraud which had been discussed at the last Audit Committee and Resources Committee meetings (23 November 2022). The meeting noted that following an attempted fraud last reported to the Corporation in October 2022, the credit card in question had been cancelled and the replacement card had not been used at all. SW informed the meeting that following discussions with the bank there was a strong chance that he personally had been the victim of identity theft and he had opened an Experian account to track and monitor any additional fraudulent activity. The meeting also noted that the refund from Barclaycard for the credit card fraud had not yet been processed which was being followed up by the Finance Team.

The report was NOTED

ITEMS TO BE TAKEN AS READ (with questions from Governors)

17. Partnerships Report

The meeting took the Partnership element of this report as read which gave the meeting an update on employer engagement and partnership activities for HCUC for the autumn term 2022. Governors commended the wide range of activities and partnership development work across HCUC. The detailed report was taken as read but Principal Harrow (JW) highlighted the key points as follow:

Apprenticeships: JW confirmed that recruitment remained challenging, but HCUC had recruited 75% of the profile for the first quarter 2022/23. There were vacancies in Early Years and Dental but this was due to a mismatch with candidates. There had also been a reduction in Building Services vacancies as employers in this area were feeling the impact of the economic downturn and cost of living/ material increases. The final QAR outcome data for 2021/22 was noted at 66.8% which was a decline on the prior year figure (70.4%). JW highlighted the ongoing challenge of End Point Assessments (EPAs) which had been badly impacted by the Covid pandemic. However the meeting was pleased to note that 88% of apprentices had passed their EPA at the first attempt which was a very positive outcome. In addition 34% of those that achieved got a high grade. The QAR predictions in year 2022/23 were within the following range: minimum of 51.5% and the maximum of 71.4%.

West London Institute of Technology (WLioT): The meeting was reminded that key risks remained in relation to learner numbers at levels 4, 5 and 6 against rebased DfE targets and employer engagement; this had been heightened by the pandemic, College lockdown and a lack of any national advertising for the IoTs. There continued to be an ongoing challenges around specialist staff recruitment in hard to fill STEM roles which the College was seeking to resolve by using some innovative new recruitment methods. These initiatives had been discussed in detail at Resources Committee when the HR Director was present. The

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Director of Governance (TR) informed the meeting that would be meeting with JW and the SLT lead on the IoT (MB) on Thursday 15 December to consider the governance of the IoT and increasing the visibility of the IoT within the HCUC governance process.

The meeting commended the very strong Partnership activity and the new engagement with key employers Waites and Tesla. The considerable adult work with Jobcentre plus was also highlighted. The meeting discussed the important Skills Agenda work with the ongoing focus on employer engagement. JW assured the meeting that HCUC was fully engaged with all local and regional Learning and Skills Improvement Plans (LSIPs) which were relevant to HCUC.

The Partnerships Report was NOTED and RECEIVED.

18. Curriculum Developments

The meeting noted a verbal update from the Deputy CEO on this work which currently centred on integrating RuTC. There was a focus on transition programmes, Level 3 programmes, and T levels. Work was also being undertaken to drive forward Work Experience and Standard Industry Placements (SIPs). DM informed the meeting that a new cross-college lead role had been put in place for the Employability Team. Governors noted that a further update on this work would be brought to the Corporation in March 2023.

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19. Finance and Funding Update

19.1 HCUC Management Accounts for the quarter ending 31 October 2022.

The GDFRP presented the HCUC management accounts to 31 October 2022. These showed an historical cost surplus for the period of £2,619,000 compared to a budgeted surplus of £1,948,000 giving a favourable variance of £672,000. The significant variances were highlighted as follows:

- Total Income of £13,320,000 compared to budget of £13,471,000, (adverse variance of £151,000). Within this major variances were noted as: a negative variance of £228,000 in HEFCE Funding fees due to lower recruitment on L4 Travel & Tourism and L4 Business courses at UC. Refectory income was also showing an adverse variance of £65,000; SW reminded the meeting that the contract was due to be moved back to a profit-sharing basis during 2022/23.
- Staff costs of £8,160,000 compared to budget of £8,573,000, (favourable variance of £413,000) due to vacant posts within Academic and Support staff). Members were reminded that the budget assumed all posts would be filled for the whole year.
- Other Operating Expenses: a favourable variance of £408,000 against the budget of £4,335,000. This was noted as mainly being due to timing issues. Staff advertising and recruitment was £54,000 over budget due to higher than forecast Agency Placement Fees. Depreciation was £155,000 positive variance against the budget of £1,272,000 due to timing of capital expenditure in the prior year.
- Balance Sheet remained strong with a cash balance of £37,857,000; this was due to the funding from the ESFA and the GLA being front-loaded as well as higher accruals and Other Creditors. Fixed Assets were at £108,195,000.
- All ratios were healthy: cash days in hand at 276.3 (year-end forecast of 227.7); current ratio at 2.20 (YE forecast 3.19); and reserves/ income at 154%.

The Chair sought clarity on the high level of debtors and GDFRP confirmed that a lot of this debt was due to outstanding invoices for High Needs provision which were not being paid on a timely basis by commissioning local authorities.

The Management Accounts for the first quarter to 31 October 2022 were RECEIVED.

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19.2 Update on performance against target for ESFA contract 2022/23

The meeting noted an update report on performance against the ESFA contract for 2022/23 from GDFRP. This had been updated from the figures discussed at QCS Committee following the submission of the final R04 funding claim for 2022/23 on 6 December 2022. There was a shortfall of 290 16-18 learners (5485 versus allocation of 5775). Governors were reminded that the financial impact of this under enrolment – a loss of £1.6m ESFA income - would not be felt until 2023/24 due to lagged funding. The meeting was assured that the HCUC enrolment was in line with what was being seen at other colleges; students were staying at school and there was also evidence to suggest that a number of students were going into work due to the cost of living crisis.

NOTED

19.3 Capital Update

The meeting considered the Capital Update Report presented by SW; it was noted that this was for information as there were no decisions currently required. Key current bids and projects were noted as follows:

- House at Harrow Weald: The meeting noted that the 'cash buyer' had fallen through and the house had now been taken off the market. It was noted that HCUC was taking legal advice to see whether the 'buyer' could be pursued for HCUC legal costs and possible loss in revenue as the property market had fallen in price since the purchase was agreed at £500,000. The £50,000 deposit was still being held by solicitors while this was investigated. The meeting sought confirmation on what course of action would now be taken with the property. SW informed the meeting that the option of keeping the property and renting it out would be investigated.
- F Block Works: SW confirmed the success of the proposal as submitted to DfE for grant funding of £105,000 under the Strategic Development Fund to create a new workshop and learning spaces for a new low carbon transport curriculum. The total cost of this project would be £255,000 and the grant funding had to be spent by March 2023.

The Property Update Report was RECEIVED.

19.4 Risk Register

The meeting received the HCUC Risk Register that detailed the risks mapped to the Strategic Aims and Corporate Goals of the College. The meeting discussed risks with changed risk profile and 'red' rated risks and the mitigating actions that had been put into place:

- 1.08 Insufficiently qualified and equipped staff to support the delivery of study programmes and quality outcomes for learners. (Risk score still at 12 'red'). The meeting was reminded of the ongoing project work looking at innovative ways to recruit for hard to fill vacancies as discussed regularly at Resources Committee and Corporation meetings.
- 1.09 Failure to recruit sufficient staff, qualified at the appropriate level. (Risk score still at 12 'red'). As above, initiatives being considered included paying premium salaries as 'golden handcuffs' and to meet industry rates. However, parity with other College roles would need to be considered.
- 1.11 (ii) Project Work fails to prepare the College for T levels, CDF and the Transition Fund. (Risk remains at 15 'red'). The College was at the forefront of T Level delivery and this was being carefully monitored.
- 2.05 Inflexible delivery models for Apprenticeships could restrict growth (Risk score remains at 12 'red'). The meeting was reminded that the SLT were currently developing a five-year strategy to develop plans for growth in Work Based Learning (WBL), Institute of Technology provision, and commercial income. This had been discussed at the Governors' Strategy Day in November 2022.
- 3.02 Insufficient enrolment on employability pathways for adult unemployed learners will reduce spend of ESFA contract. (Risk score remains at 12 'red').
- 3.11 Underachievement of funding targets (Risk score still at 15 'red'). The need to meet learner

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number targets for 2022/23 would remain a focus for the SLT.

- 3.12 Failure to secure and respond to large levy paying employers could impact on apprenticeship income (Risk score remains at 15 'red'). The College's Business Development Consultants (BDCs) continued to engage with large employers. Various networking events had taken place to advise and guide employers to drive forward apprenticeship work.
- 3.19 16-18 and 19+ mainstream recruitment target not met, leading to a reduction in funding in current and future years. (Risk score remains at 12 'red'). This continued to be a challenge but some recruitment was still ongoing.
- 3.20 WBL non-levy 16-18 and 19+ apprentices target not met. (Risk score still at raised level of 15 'red'). The meeting noted that there was no current allocation of ESFA funding for sub-contractors. Delivery against the ESFA contract was being closely monitored.
- 4.02 Failure to attract and retain staff: especially in highly competitive areas. (Risk score still high at 12.) The work on reviewing salary bands and implementing the AoC Pay recommendation for 2022/23 was noted. This was key during the ongoing inflationary economy which would put pressure on any Cost of Living Pay demands.
- 4.05 Failure to achieve IoT targets (Significant red risk with a score of 12.) The ongoing dialogue with the DfE around targets had now been resolved for years 1 to 2 but stretching targets remained for years 3 to 5 with no change to the baseline. A 10-year strategic plan for the West London IoT (WLIoT) was being developed within the over-arching strategic planning process. The focus for 2022/23 was to increase the 'anchor' and delivery partners working with HCUC in the WLIoT.
- 5.11 Compliance with GDPR and other data related regulation (Risk score remains at 15 'red'). As previously discussed by Governors at Corporation and Strategy days the SLT were still working to improve current HCUC practice on the destruction of obsolete data in a timely manner. The meeting was assured that progress was being made but the risk score had not yet been reduced in order to maintain focus.
- 5.12 College loses IT capability and/ or data following a cyber-attack. (Risk score remains at 12 'red'). This risk was very real despite IT Services using up to date security software and policies.

The meeting noted that the Audit Committee had asked the Executive Team to update and tighten up on the narrative before it was submitted to the next audit committee meeting in March 2023.

The HCUC Risk Register was NOTED and RECEIVED.

The Finance Directorate Report was RECEIVED.

20. Academic Report

The meeting considered a report from the Deputy Principal (DM) which covered the following:

- Final confirmed report on year-end 2021/22 QAR data.
- KPI Dashboard for in-year monitoring 2022/23 with a focus on attendance
- November 2022 Complaints Report
- Quality – Teaching Learning & Assessment Update 2022/23
- Feedback from the First Impressions Learner Survey (October/ November 2022)
- Higher Education Update report including data on Access to HE courses

This report was largely taken as read after the time spent considering the SAR at item 10 of the agenda but the following data was highlighted.

Retention/ Attendance and Punctuality Rates 2022/23: Current full-time attendance for 16-18 learners was 1% below the year-end target of 88% (91% with authorised absences). English and maths attendance for 16-18 learners was RAG rated red with figures of 80% and 81% respectively. Punctuality was holding above target at 5%. Retention for 16-18 (98.7%) and 19+ (99.1%) was above National Average (NA) (91.0% and

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93.5%) and above the prior year figures. The meeting was reminded that these NA figures were pre-Covid and so were somewhat out-of-date. HE retention was at 93.5%.

Complaints Report 2022/23: Year-to-date in 2022/23 there had been 17 complaints (6 at HC and 11 at UC). The number of complaints upheld was at 35%. The highest incidence of complaints was in relation to Business Studies at UC (4 complaints).

Lesson Observations (LO): DMcT highlighted that Learning Walks and formal observations had commenced for those staff requiring reobservation from the prior year. The Dashboard was showing 'amber' as the LO profile was currently at 100% 'meets or exceeds good' for the small number of observations (16). The formal LO timetable had now been implemented (from 1 December).

Safeguarding: DMcT focussed attention on the Safeguarding update which provided data separately for UC and HC to give governors additional clarity. The meeting noted that currently there were 42 students on the serious safeguarding register, these were mostly for domestic violence and mental health but also included cases of forced marriage or an historical Prevent referral. There were 456 looked after children in the college (392 in prior year), and 426 currently on the mental health register (266 in prior year). The meeting was reminded that the large number of Looked After Children was due to the College proximity to Heathrow and unaccompanied minor asylum seekers being placed at HCUC. The meeting discussed the large increase in students needing support with mental health and the meeting discussed the longer term impact of the Covid pandemic on young people. It was confirmed that the Sexual Harassment Register, which recorded incidents and actions was still being used but no cases had been reported year-to-date. Governors were reminded that a whole college approach to sexual harassment had begun with a number of planned events already. All HCUC staff were given update training in safeguarding, Prevent and sexual harassment at the first Whole College Training day of 2022/23.

First Impressions Learner Survey 2022/23: This College- generated survey had been issued to all students on programmes at HCUC. The overall satisfaction rate for HCUC was 89% (93% in the prior year).

The Academic Report was RECEIVED.

21. Higher Education: Office for Students (OfS) Conditions of Registration

The meeting noted a report which outlined the role of the Governing body in maintaining oversight for the quality of HE provision and ensuring that the College continued to meet the Conditions of registration set by the OfS. The meeting was reminded of the OfS' expectation of Governors:

- Collective responsibility under lead of the Chair
- Oversight of the provider's corporate and academic activities
- Ensure the provider has adequate and effective arrangements to ensure it is complying with all of its conditions of registration and knows how it is complying
- Ensure action plans contain key information and that arrangements are in place to monitor and evaluate compliance with the plans and progress against targets

The meeting was assured that effective evaluation and monitoring of HE provision and HE students at HCUC existed within the College's academic structures and these ensured compliance with ongoing conditions of registration. The reporting mechanism to Governors was to the Corporation and via sub-committees, in particular QCS, Audit and Resources. A risk management spreadsheet provided finer detail for scrutiny and allowed identification of actions required and checks on progress and improvement; the focus on this was via QCS Committee. In addition, both of the two Stakeholder and Scrutiny Committees had discussed HE updates and a combined HE report had been presented to QCS (17 November 2022).

It was noted that the Resources Committee (23 November 2022) had considered an annual report to Resources Committee which evidenced compliance with condition C 'Protecting the interests of all students'. This new annual report had covered the following areas:

- Publication and review of the Student Protection Plan

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- Publication and review of Terms and Conditions
- Review of policies and procedures relating to the provision of information.
- Any engagement with OfS regarding consumer protection law
- Engagement with the Office of the Independent Adjudicator for Higher Education (OIA)

The Chair of Resources (AMcL) confirmed that after considering all the evidence the Resources Committee had concluded that they could take full assurance that HCUC had been compliant with HE consumer protection law during 2021/22. The paper drew Governors attention to Condition E – Good Governance and, within this, the entries relating to the OfS' Public Interest Principles. In order to provide assurance on this matter the Director of Governance presented a RAG rated summary document which provided detailed assurance for Governors that HCUC had complied with the 10 OfS Public Interest Governance Principles for 2021/22.

The meeting AGREED that there was sufficient assurance for Governors that the College continued to comply with its ongoing requirements as set out under conditions of registration.

22. Corporate Goals 2020/21 – Update on progress

The Deputy CEO (DMcT) provided an update on the Uxbridge College's and Harrow College's Corporate Goals YTD achievement. DMcT reminded the meeting that the RAG rating system flagged up those items on the front page where progress in relation to a particular KPI or performance area had either faltered, prompting mitigating actions (amber rating), or stalled such that full achievement was now not possible (red rating). It was too early in the academic year for any target to be identified as not achievable so there were no 'red' ratings. Governors were reminded that considerable further detail was provided within the body of the Corporate Goals reports about the amber and red rated items flagged on the cover pages. DM reminded the meeting that the Corporate Goals report was using the last available NAs as comparators (these were pre-pandemic). The meeting was reminded that this was the first update since the approval of the Corporate Goals at the September 2022 Corporation meeting and information on 'actual' performance against target had now been updated after the R04 data collection submitted on 6 December 2022. The key KPI coverage, under the main four headings listed on the front page of Corporate Goals focussed on Corporate Performance (relating to finance & funding), Learner outcomes, quality of education and responsiveness & compliance. The report was largely taken as read but DMcT highlighted the following:

➤ Quality of Education (QoE)

Governors were reminded that QoE focused on three elements: *Intent* (does HCUC's offer meet skills needs of today and is the curriculum structured to do so), *Implementation* (does HCUC's TLA and delivery provide a consistently outstanding experience, and *Impact*: (does HCUC's student attainment provide high outcomes and meaningful progression). The likelihood of another Ofsted Inspection by 2025 would require some shift in focus to the employer engagement and local skills provision, an area that came through well during the 2022 Inspection. The objectives and targets within 'Responsiveness & Compliance' had been evolved to highlight employer involvement and a skills focus which were now key drivers after the DfE White paper. The meeting was also reminded that High Needs and Enrichment had also been flagged as a focus for improvement by Ofsted in February 2022.

➤ Learner outcomes

Part of HCUC's overarching QoE. This provided transparent and accurate in-year tracking of key KPIs by which the College is judged. HCUC presents that data both at headline level and by Subject Sector Area (SSA) and Qualification Type to ensure high results were supported by consistency beneath.

➤ Finance & Funding

Conveys the main funding streams and income for the college as per R04 and management accounts which included any significant project funding available in current year (e.g. Multiply).

➤ Responsiveness and compliance

Focus on main Government backed project initiatives.

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Governors were reminded that the Corporate Goals format reflected alignment of common HCUC KPIs that each College was working towards. However, although the detailed commentary now prioritised the HCUC joint perspective there was some flexibility to account for the local Harrow or Uxbridge context. The front page reflected the key KPI coverage under the main four headings listed on the front page of the Corporate Goals

The meeting RECEIVED the Corporate Goals update report.

23. QCS Committee – 17 November 2022

The minutes of the meeting would be circulated as soon as available. The Acting Chair (AP) confirmed that it had been a useful meeting with some good discussion around employer engagement. The committee had asked the SLT to focus on an action plan for improving attendance at English and maths across the college.

NOTED

24. Audit Committee – 23 September 2022

The minutes of the meeting would be circulated as soon as available. The Chair of Audit Committee (NK) confirmed that all items covered had been brought to the current Corporation meeting.

NOTED

25. Resources Committee – 23 November 2022

The minutes of the meeting would be circulated as soon as available. The Chair (AMcL) confirmed that there were no additional items to highlight that had not already been covered within the Corporation meeting. Key items included the important consideration of the College's compliance with the OfS Condition C of registration; the Human Resources Report; and the recent Staff Focus Group feedback.

NOTED

26. Search Committee – 6 December 2022

These minutes had already been discussed and received by the meeting.

NOTED

27. Stakeholder and Scrutiny Committees (SSCs)

The meeting received the minutes from the two individual College SSCs which had been held on 8 November at Uxbridge and 9 November 2022 at Harrow.

NOTED

28. To confirm the dates and times of the meetings for 2022/23

- Tuesday 28 March 2023 at 4.30pm @ Uxbridge College
- Wednesday 26 April 2023, Training and Planning Day, 8.45am (*SSC Members to be invited.*)
- Tuesday 16 May 2023 at 4.30pm @ Harrow College (Hill Campus)
- Tuesday 11 July 2023 at 4.30pm @ Uxbridge College

29. Feedback to Stakeholder and Scrutiny Committees

The meeting agreed that the most important fact to bring SSC members up to speed on was the merger with RuTC. They would also be notified that the whole-College SAR had been approved.

The feedback to the SSCs was AGREED

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ANY OTHER BUSINESS

30. Any other business as previously notified

There was no other business.

The meeting closed at 7.05 pm.

Signed

Date.....

[Staff and Student Governors left the meeting and there was then a review of the recent Remuneration Committee meeting. Details included in Confidential Part 2 Minutes to the meeting.]

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