

## Newbury College Corporation

Minutes of a meeting held on Monday 14<sup>th</sup> December 2020 at 3PM  
via Microsoft Teams

|                       | Name                 | Present | Role                                   |
|-----------------------|----------------------|---------|--|
| 1.                    | Mike Farwell (MF)    | *       | External Member                        |
| 2.                    | Matt Grimston (MG)   | *       | Student Governor (19+)                 |
| 3.                    | Jonathan Hopson (JH) | *       | External Member                        |
| 4.                    | Glyn Howells (GH)    | *       | External Member– Vice Chair            |
| 5.                    | Javaid Iqbal (JI)    | *       | External Member – from Item 3.1        |
| 6.                    | John Knight (JK)     | *       | External Member – from Item 3.5        |
| 7.                    | Rachel McCleary (RM) | *       | Student Governor (16-19)               |
| 8.                    | Sally Osmond (SO)    | *       | External Member– Chair                 |
| 9.                    | Derek Peale (DP)     | *       | External Member                        |
| 10.                   | Sue Richardson (SR)  | *       | Staff Member (Support)                 |
| 11.                   | Tom Rossiter (TR)    | *       | External Member                        |
| 12.                   | Simon Thompson (ST)  | *       | External Member                        |
| 13.                   | Shelly Van Meter     | *       | Staff Member (Teaching)                |
| 14.                   | Iain Wolloff (IW)    | *       | Principal                              |
| 15.                   | Sue Wood (SW)        | *       | External Member                        |
| <b>Apologies:</b>     |                      |         |  |
|                       | Lee Hunt (LH)        |         | Vice Principal                         |
| <b>In Attendance:</b> |                      |         |  |
|                       | Jo Houghton (JoH)    | *       | Director of Business & Partnerships    |
|                       | Jackie Heggs (JHe)   | *       | Teaching & Quality Manager             |
|                       | Jayne Steele (JS)    | *       | Director of Finance & Resources        |
|                       | Gill Parkinson (GP)  | *       | Clerk to the Corporation               |
|                       | Cathy Wright (CW)    | *       | Director of HR                         |
| <b>Quorum:</b>        |                      |         |  |
|                       | 7 required           |         | 14 present (at start), meeting quorate |

|    |  | ACTION |
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| 1. | <b>Apologies for absence</b><br>There were no apologies. SO welcomed governors and congratulated the SLT, governors and staff for dealing with an extraordinary and challenging year.                        |        |
| 2. | <b>Declaration of interests</b><br>There were no declarations of interest made. The Corporation agreed that the meeting could be recorded, with the recording being deleted once the minutes were completed. |        |

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| <b>3.</b>  | <b>Governance</b>  |              |
| <b>3.1</b> | <b>Minutes of the previous meeting</b><br><b>ACTION: The Board approved the minutes of the meeting held on 13<sup>th</sup> July 2020.</b><br><b>ACTION: The Board approved the minutes of the meeting held on 12<sup>th</sup> October 2020.</b>  |              |
| <b>3.2</b> | <b>Matters arising from the minutes/Action log</b><br>There were no matters arising.<br><br><b>The Action log had not been provided in the papers although had been circulated prior to the meeting – this would be provided in future. ACTION.</b>  | <b>IW/GP</b> |
| <b>3.3</b> | <b>Governance Processes – Update</b><br>SO noted she intended to streamline and improve agendas and papers and try to turn minutes around more quickly.  |              |
| <b>3.4</b> | <b>Appointment of Governors</b><br><b>3.4.1</b> SO welcomed Rachel McCleary as the new 16-19 Student Governor.<br><b>3.4.2</b> SW was appointed for an additional year as her skills and knowledge were much needed. <b>ACTION: this was approved by the Governors.</b> GP to update Governance records.<br><b>3.4.3</b> SO welcomed JJ to his second meeting.<br><b>3.4.4</b> There had been a good response to the College's advert in the NWN for new Governors, with eight expressions of interest being received. These were reviewed by the Search & Governance Committee who had shortlisted three, two of whom had been interviewed by IW and SO to date. These were both highly skilled candidates with a keen interest in the College and were likely to be recommended to the Corporation in early January. There are currently two vacancies with one further Governor soon to complete their term of appointment.<br><br>SO confirmed there were three SPHs – IW, JS, and LH, employed by the Corporation. The SPH designation was not automatically attached to any role or individual and would be reconsidered whenever a senior appointment was made. | <b>GP</b>    |
| <b>3.5</b> | <b>Terms of reference</b><br>These had been reviewed and aligned so: <ul style="list-style-type: none"> <li>• Chair and Vice Chair had different durations to each other.</li> <li>• Biennial Corporation approval following review, albeit Chairs would review annually and propose any changes if needed.</li> </ul> <b>ACTION: Terms of reference were approved for:</b> <ul style="list-style-type: none"> <li>• Audit</li> <li>• Finance &amp; Resources Committee</li> <li>• Curriculum &amp; Quality Committee</li> <li>• Search &amp; Governance Committee</li> <li>• Strategic Development Committee - GH reiterated that the SDC had no powers, unless delegated by the Corporation</li> </ul> <b>Subject to the following amendments:</b> <ul style="list-style-type: none"> <li>• To add "The Committee shall liaise with other Committees where necessary" to all TORs as per Item 6 para 4 in Finance &amp; Resources ToRs.</li> </ul>   |              |

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|     | <ul style="list-style-type: none"> <li>Finance &amp; Resources Committee - IT to be added to Digital Strategy</li> </ul> <p><b>ACTION:</b> GP to amend ToRs.</p> <p>Remuneration Committee ToRs were currently under review by SO with volunteers needed from each Committee. SW volunteered. <b>ACTION:</b> Remuneration ToRs to be approved in the New Year.</p>  | <p><b>GP</b></p> <p><b>SO</b></p>  |
| 3.6 | <p><b>Governor Training</b></p> <p>CW had produced Corporation Member Training Guidelines incorporating a job purpose, key skills, and mandatory requirements such as Safeguarding. This would be used to plan Governor training utilising external and internal resources.</p> <p><b>ACTION: Governors to provide feedback so that CW could provide Individual plans. SO to plan Corporation-wide Training.</b></p> <p>SW suggested adding the understanding of HE Performance Indicators and financial information to the Plan – <b>ACTION: CW.</b></p> <p>GH suggested the creation of a portal where all information was maintained. <b>ACTION: GP/IW/Richard Elwell.</b></p>   | <p><b>ALL</b></p> <p><b>SO</b></p> <p><b>CW</b></p> <p><b>GP/IW/RE</b></p> |
| 4.  | <b>College Reports</b>  |  |
| 4.1 | <p><b>Principal's Report</b></p> <p>IW had provided a report. This encompassed Sector and College issues. Sector issues were Pandemic guidance, the Spending Review, AOC Annual Conference (online in February and any members of Corporation should let Rachel Southall know if they wished to attend), College of the Future, and Summer exam arrangements.</p> <p>College issues were Pandemic Response, Student recruitment, Budget &amp; Cashflow, Quality of provision (SAR and HE Annual Report), Primary School (building completed), and events, activities &amp; successes. Additionally, JS had begun working on a 7-year cashflow projection (mirroring the time left on the PFI contract), which illustrated that the planned capital receipts would be fully utilised, if no other mitigating actions were taken during that period.</p> <p>SVM added that it should be noted that the College's Degree and Postgraduate Engineering Course Leader, Dr. Tim Coole had been awarded The Gerald Frewer Memorial Trophy 2020. This prestigious award was granted by The Council of the Institution of Engineering Designers for his work in the promotion of engineering and design in education; encouraging and inspiring the next generation of engineering designers. IW endorsed this.</p> <p>IW confirmed that the TVLEP had confirmed the award of £475K funding towards the establishment of the Renewables Resource Training Facility, to prepare for delivery of renewable energy courses. IW commended the work of JoH in putting the bid together, working with colleagues in the technology curriculum team.</p> <p><b>GH asked whether there was a risk linked to the teacher's pension fund?</b> JS confirmed that the Government had reportedly agreed to extend the</p> |  |

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|            | <p>underwriting of the increase in employer costs, though this had not yet been confirmed.</p> <p><b>JI asked whether the increase in student numbers related to improved marketing?</b> IW confirmed that around half the increase in 16-19 recruitment was due to the new Football Academy (53 students). The other half of the growth illustrated the success of the work to improve the College's reputation, and the presentation of its successes. The growth in the current year is a recovery of the previous position, with the goal to increase further the relatively small 16-19 cohort. The income linked to the increased numbers would be received in 2021-22 because of lagged funding.</p>   |  |
| <b>4.2</b> | <p><b>Student Governor Report</b></p> <p>RM updated Governors on key student issues:</p> <ul style="list-style-type: none"> <li>• She met curriculum group representatives, reviewed minutes of their meetings, and met with LH and various HoDs.</li> <li>• Enrolment – there were a few issues with Y2s including communication on start dates, student support needed to be refreshed, but Y1 had praised talks and induction.</li> <li>• LH had posed the question of what students would like to see extra to the curriculum - students wanted to meet others outside their year group.</li> <li>• There was positive feedback on Teams and the availability of laptops.</li> <li>• Students had no safety concerns with COVID-19 and had received support when self-isolating.</li> </ul> <p>MG added:</p> <ul style="list-style-type: none"> <li>• He congratulated the College on the Covid security arrangements in the UCN, including the building flow and the one-way system.</li> <li>• Feedback between students and managers worked smoothly.</li> <li>• Blended learning worked well.</li> <li>• HE students could miss out on workplace experiences if not linked to employers and may need additional support with mental health, safeguarding and understanding the world of work and how the digital world is changing.</li> </ul> <p><b>Questions/comments</b></p> <p><b>JI asked whether comments were being formally recorded?</b> No, but actions arising from the student governor issues were driven forward by LH. The Student Council record views across the College and it comes together as an action plan. SVM and JoH documented HE views.</p> <p>JK noted students were missing out on dialogue between cohorts because of the closed environment. SO thought there could be creative ways to get together. JoH noted some L3 students were working in the UCN so they could experience the HE environment.</p> <p>JoH noted that HE students had been consulted fully and MG had played a significant part in collating the student voice.</p> <p>SVM remarked that each course had student leads which met with staff liaison committees.</p> |  |

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|            | SO thanked both for their presentations and engagement.  |           |
| <b>5.</b>  | <b>Curriculum &amp; Quality</b>  |           |
| <b>5.1</b> | SW provided a verbal report of the work of the C&QC. There were three themes mirroring Ofsted – intent, implementation, and impact. This term’s focus was impact looking back at 2019-20, and reviewing the FE Self Assessment Report (SAR) and the HE Annual Review.  |           |
| <b>5.2</b> | <b>Quality Reports</b><br><b>ACTION: The Board reviewed and approved the College FE SAR and the HE Annual Review on the recommendation of the C&amp;QC.</b>  |           |
| <b>5.3</b> | <p><b>Access &amp; Participation Plan*</b></p> <p>JoH explained that the report was sent to the OfS and, if accepted, meant the College could charge higher fees for HE programmes and use some of these additional funds to widen participation.</p> <p><b>SW asked whether this would become part of the HE quality Cycle?</b> JoH confirmed that the this would be reviewed periodically throughout the year and an annual return completed for the OfS. The APP would link into the Strategic Plan and the Implementation plan.</p> <p><b>SW asked whether “monitoring progress against delivery of the plan” be brought to the C &amp; QC?</b> IW confirmed that this would be the case.</p> <p><b>SO asked whether proposed fee increases were in line with other Colleges?</b> JoH outlined the general position with regard to HE fee levels. He student numbers in the UCN were comparatively small so the initial impact on income would be modest, but would provide funds to further widen participation.</p> <p><b>ACTION: The Board approved the Access &amp; Participation Plan for submission to the OfS.</b></p>  |           |
| <b>6.</b>  | <b>Audit</b>   |           |
| <b>6.1</b> | <p><b>Report from the Audit Committee</b></p> <p>GH reported that the Committee had met on 23<sup>rd</sup> November. He was appointed as Chair but there had been no volunteers as Vice Chair. He had welcomed JI to the Committee. Internal Audit reports and the 2020-21 Audit plan were approved. The statutory accounts, Terms of Reference, Report on the work of the Audit Committee, Risk Register, and the post 16 ACOP were reviewed.</p> <p><b>SO noted the External Auditors were newly engaged this year. Did GH think they were more likely to meet our needs?</b> SO GH replied that the partner seemed pragmatic and the auditors seemed to be an improvement albeit the audit was more time-consuming than usual. MF and JS had identified that further improvement was needed with the presentation of the accounts, with more direct involvement of the Audit Manager. The team were working to tight deadlines and COVID-19 restrictions, which had added to the fact that they were new Auditors so needed to document systems. <b>ACTION: JS would provide feedback to the Audit Team on these points</b></p> | <b>JS</b> |

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|            | GH noted cashflow and student numbers were the most significant issues, which were represented on the agenda. <b>ACTION: GH would cross check the Risk Register to the agenda.</b>  | <b>GH</b> |
| <b>6.2</b> | <b>Audit of the financial statements and regularity audit</b><br><b>6.2.1 To receive the Audit Management Report 2019/20</b><br>The Audit Management Report was received. This had been reviewed by both the Finance & Resources Committee and the Audit Committee.<br><b>6.2.2 To approve the Letters of Representation</b><br><b>ACTION: The Board approved the Letters of representation.</b> These had been reviewed and recommended for approval by both by the Finance & Resources Committee and the Audit Committee.   |           |
| <b>6.3</b> | <b>Audit Committee Annual Report</b><br><b>ACTION: The Board approved a report of the work of the Audit Committee.</b> This had been recommended for approval by the Audit Committee on 23 <sup>rd</sup> November.  |           |
| <b>6.4</b> | <b>Regularity Self-Assessment Questionnaire</b><br><b>ACTION: The Board approved the RSAQ for submission to the ESFA.</b> This had been recommended for approval by the Audit Committee on 23 <sup>rd</sup> November.   |           |
| <b>7.</b>  | <b>Finance &amp; Resources</b>  |           |
| <b>7.1</b> | <b>Report from the Finance &amp; Resources Committee</b><br>MF provided a report of the work of the F&RC. The meeting was held the previous week. Issues considered included cashflow, the statutory accounts, the potential land sale, PFI (also considered by the SDC) and IT.  |           |
| <b>7.2</b> | <b>Financial statements for year ended 31<sup>st</sup> July 2020</b><br>The annual statutory accounts had been reviewed by the FR & C on 7 <sup>th</sup> December and Audit on 23 <sup>rd</sup> November.<br>MF noted there was no representative from the External auditors present at this meeting. He made the following points: <ul style="list-style-type: none"> <li>• There was an ESFA funding audit underway and this could result in changes, therefore the statutory accounts would be signed off in January.</li> <li>• Events after the accounting period e.g. land sale completion would be reported as required.</li> <li>• The report was unqualified and gave a true and fair verdict.</li> <li>• There was an operating deficit of £929K (£511K depreciation cost) and a drop in income (£8.505M v £9.205M).</li> <li>• After exceptional items of profit on disposal of land next to the Nursery of £1.594M and write-off of UCN costs of £312K there was a surplus of £353K.</li> <li>• There was an actuarial loss in respect of pensions (£3.91M) – the teachers' pension deficit was not included as could not be calculated. MF had queried the discount rate used to calculate the LGS liability, however this was not likely to be payable, albeit it resulted in a necessary increase in contributions.</li> </ul> There were no questions.<br><br><b>ACTION: The Board approved the statutory accounts 2019-20 subject to agreed minor changes.</b> |           |

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| 7.3 | <p><b>Forecast &amp; Cashflow</b></p> <p>JS provided an update. The forecast and cashflow had been reviewed by the F&amp;RC on 7<sup>th</sup> December. Restructuring would result in a cost saving of £33K this year and £200K next and there was a small saving on furloughed staff. Debtors were paying earlier because of the pandemic. Assumed income next year only included just the funding already secured, so could be higher.</p> <p>MF emphasised to the Board the importance of actions to improve the College financial position, as deficits could quickly erode the cash position. If this were to happen then the College could need to request emergency funding to sustain the cash position. JS confirmed that the latest return provided to the ESFA indicated that the College cashflow position was positive for the current financial year, but would reach a low level at the end of the 2021/22 year, if the planned mitigating actions were not successful.</p> <p><b>SW asked whether the Renewable Resources Training Facility would affect the HE resource?</b> IW confirmed that the RRTF would be developed in the construction skills building and that the plan also included an extension of the engineering workshop.</p> <p>There were no further questions.</p> |  |
| 7.4 | <p><b>Monthly Management Accounts</b></p> <p>MF provided an update. The October 2020 management accounts had been reviewed by the F&amp;RC on 7<sup>th</sup> December and covered the first quarter of the year. There were no questions.</p>   |  |
| 7.6 | <p><b>Subcontracting Approval*</b></p> <p>This related to the signing of the contract with Adviza to deliver Prince's Trust programmes for 2020/21.</p> <p>JoH explained that Board approval was required as the forecast funding value of the contract is over £100K. This contract was just over £200K, however the contract had not met its recruitment target over the past two years. This was a long-standing contractor, with positive indicators of good quality.</p> <p><b>ACTION: The Board approved the signing of the contract with Adviza to deliver Prince's Trust programmes for 2020/21.</b></p>  |  |
| 8   | <p><b>Strategic Development Committee</b></p>   |  |

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| <b>8.1</b> | <p><b>Report from the Strategic Development Committee</b></p> <p>SO reported on the work of the SDC. Two meetings had been held. This was a recommending and investigating Committee and not decision making. Main areas were campus development including potential partnerships, PFI and new discussions including Climate Change and the Climate Action Roadmap for Colleges. The Committee had agreed to be available at short notice if required. New members were welcome.</p> <p>RM noted that there was an Environmental Action Student Group which governors could possibly become involved with. IW agreed and encouraged students to be involved with the Climate Action Roadmap.</p> <p>SO noted that should an external Climate Change expert be invited to make a presentation, other Governors and interested parties would be invited to attend.</p> |  |
| <b>9.</b>  | <b>Any other business</b>  |  |
|            | <p>Members of the Corporation thanked and wished JHe well for the future as this was her last meeting. SO confirmed that Full Corporation Board meetings would all start at 3PM to incorporate training opportunities.</p> <p>The meeting ended at 5:50PM.</p>   |  |

#### Dates of future meetings

| <b>SPRING TERM</b>                           | <b>Day</b>    | <b>Date</b>                         | <b>Time</b>  |
|--|---------------|-------------------------------------|--------------|
| Search & Governance                          | Monday        | 25 <sup>th</sup> January 2021       | 14:00        |
| <i>NEW - Strategic Development Committee</i> | <i>Monday</i> | <i>8<sup>th</sup> February 2021</i> | <i>16:00</i> |
| Audit Committee                              | Monday        | 1 <sup>st</sup> March 2021          | 16:00        |
| Curriculum & Quality                         | Monday        | 8 <sup>th</sup> March 2021          | 16:00        |
| Finance & Resources                          | Monday        | 15 <sup>th</sup> March 2021         | 16:00        |
| Corporation                                  | Monday        | 29 <sup>th</sup> March 2021         | 15:00        |
| <b>SUMMER TERM</b>                           | <b>Day</b>    | <b>Date</b>                         | <b>Time</b>  |
| Strategic Planning Day                       | Monday        | 10 <sup>th</sup> May 2021           | 12:00        |
| <i>NEW - Strategic Development Committee</i> | <i>Monday</i> | <i>24<sup>th</sup> May 2021</i>     | <i>16:00</i> |
| Audit Committee                              | Monday        | 14 <sup>th</sup> June 2021          | 16:00        |
| Curriculum & Quality                         | Monday        | 21 <sup>st</sup> June 2021          | 16:00        |
| Finance & Resources                          | Monday        | 28 <sup>th</sup> June 2021          | 16:00        |
| Corporation                                  | Monday        | 12 <sup>th</sup> July 2021          | 15:00        |

Confirmed as a correct record: ..... Signature of Corporation Chair

Date .....