

## FURTHER EDUCATION CORPORATION MEETINGS 2023/24

### MINUTES OF THE FURTHER EDUCATION CORPORATION MEETING Held at 5pm on Monday 26<sup>th</sup> February 2024 Nelson and Colne College, Room NB010 (BB9 9YT)

Board Members present:	Phil Wilkinson (Chair) David Whatley, Steve Campbell, Helen Curtis, Gemma Marsh, Liz Sedgley, Melissa Conlon, Zulfi Khan, Chris Kenyon, Tom Gee (Staff Governor), Gillian Sharples (Staff Governor), Simone Hartley-Gott (Student Governor) and Emily-Jayne Austin (Student Governor)
In attendance:	Tracey Baron (Deputy Principal – Curriculum and Quality) David Rothwell (Deputy Principal – Finance and Resources) Andrew Dewhurst (Vice Principal Sales and Partnerships/Chief Information Officer) Claire Jarvis (Assistant Principal – Finance and HR) Sam Mercer (Assistant Principal – Planning and Performance) Morag Davis (Group Executive Director of Strategy and Transformation) Fionnuala Swann (Assistant Principal – Academic) Louise Marsden (Vice Principal - Marketing and Brand Strategy) Andy Parkin (Assistant Principal – Adult Learning) Leyanne Fitzmaurice (Assistant Principal – Student Experience and Support) Debbie Corcoran (Director of Governance) Matthew Hirst (Fusion) to the end of item 3.1

Item 1.	1.1 Welcome and apologies for absence
	Phil Wilkinson (Chair of the Corporation) welcomed everyone to the meeting. Apologies were received from the following Board member/s: Lisa O'Loughlin (Principal and CEO).
	1.2 Declarations of Interest
	Members and officers present declared they had no interests, personal, fiduciary, or otherwise in any item on the open agenda for the meeting.
	<b><u>1.3 Minutes of the Previous Corporation Meeting (18<sup>th</sup> December 2023)</u></b> Submitted: Draft minutes (circulated in meeting papers)
	The minutes of the 18 <sup>th</sup> December 2023 Corporation meeting were reviewed by the Board, and after an amendment to Emily-Jayne Austin's name, approved as an accurate record, for the signature of the Chair.

	Resolved: That the Board of Corporation approve the minutes of the 18 <sup>th</sup> December 2023 Corporation meeting
	Submitted: Reports (circulated in meeting papers) The matters arising log was reviewed and the current position was noted. Tracey Baron (Deputy Principal – Curriculum and Quality) was thanked for providing a schematic on the College's approach and assurance points in relation to the annual self-assessment of quality (action ref: 23/24-18Dec-02).
	<u>Resolved:</u> That the Board of Corporation receive and note the matters arising log, and information provided in relation to self-assessment of quality
	Following on from the prior review of Committee membership, thanks were shared with Chris Kenyon and Zulfi Khan as new members of Search Committee.
Item 2.	Principal's Report (Including Key Performance Indicators)
	Submitted: Report (circulated in meeting papers)
	David Rothwell (Deputy Principal – Finance and Resources) and Tracey Baron (Deputy Principal – Curriculum and Quality) presented the report on behalf of Lisa O'Loughlin (Principal and CEO). Areas highlighted in the report and summary included:
	<ul> <li>Teaching and learning, and College quality – updating and assuring on key actions and impact at this point of the quality cycle and academic year, including the position against key quality performance indicators (retention, attendance, strategic areas for improvement) with further in-depth updates to be provided at Quality and Standards Committee. Board fedback on the significant added value and assurance gained through the Board Area for Improvement (AfI) Insight session programmes they had attended, with the 3 sessions delivered so far relating to Access to Higher Education (HE), HE and Apprenticeships</li> <li>Key strategic risks were highlighted, including consideration of succession planning and broader senior leadership team structures given the planned retirement of the Deputy Principal (Curriculum and Quality)</li> </ul>
	<ul> <li>Strategic Review latest position – including an update on the delivery and feedback from external consultation with employers and civic partners, and internal consultation with staff - and an update on subsequent refinement of the Review's implementation. The Board welcomed continued development and introduction of sectoral boards, and their critical contribution to the College's 5-year curriculum plan and employer co-creation strategy, with opportunities being planned to directly engage Board in the sectoral/industry boards to benefit from their input and support triangulation of data with direct insight</li> </ul>
	The Board asked for their continued best wishes to be shared with the Principal and CEO for her ongoing treatment. In relation to succession planning for the senior team, the Board supported consideration of a forward plan which may include the role of 'Deputy Principal – Curriculum and Quality' or its equivalent not remaining designated as a senior postholder, while recognising the need for careful consideration and ongoing assurance of capacity in this critical area of responsibility, and <u>it was agreed</u> for a proposal to return to the following Corporation meeting.

	The position set out in the key performance indicator (KPI) dashboard was reviewed, with a focus on any areas RAG rated as red or amber. Members asked for and received an update and assurance on: how the increased requirement of hours in maths and English is being resourced and that related risks are captured and considered in the risk register; risks and opportunities in relation to devolution, which will also be explored further in the Board's May Awaydays; likely end-year position and out-turn in areas RAG rated red, such as attendance, with an update on actions in place to continue to drive for improvement to the KPI target level. <u>Resolved:</u> That the Board of Corporation receive and note the Principal's Report, and the Key Performance Indicator (KPI) position.
Item 3.	Strategic Discussion Items
	<b>Item 3.1 <u>Estates Strategy 2024-2029</u></b> Submitted: Report and presentation (circulated in meeting papers)
	David Rothwell (Deputy Principal – Finance and Resources) set out context to the report and item, and introduced Matthew Hirst (Fusion Project Management) who are supporting the development of a new Estates Strategy to replace the current 2021-26 Estates Strategy. The new Estates Strategy will be informed by the strategic priorities approved by the Board, and the curriculum strategy and priorities developed through the Strategic Review. Capital and Estates Committee continue to be close to the development of the 2024-2029 Estates Strategy, receiving termly updates and opportunities to shape and contribute. The report and discussion in the meeting focused on:
	<ul> <li>Current delivery position against the 5 major capital programmes progressed since Covid through the existing 2021-26 Estates Strategy (the 2 phases Advanced Digital Skills Academy (ADSA), Business Administration, Engineering Modernisation, Hameldon Modernisation and Decarbonisation programme)) – which have been supported by circa £17.5mn of investment overall, and through the £5mn Strategic Investment Reserve (SIR) approved by the Board</li> <li>Financing position against the current Estates Strategy – with the latest position against the SIR set out, showing a commitment of c£3mn. The Board reflected on the remaining £2mn available to invest, and the need for ongoing review as part of financial planning to support a sustainable position and prudent but impactful investment to deliver ambitions – with a fuller consideration of SIR affordability to be completed as part of 2024/25 financial planning</li> <li>Current position in relation to likely availability of future DfE capital funding, with AoC noted to suggest a tightened fiscal environment moving forward</li> </ul>
	<ul> <li>In relation to the developing 2024-2029 Estates Strategy, Matthew Hirst's update, and discussions in the meeting, included:</li> <li>That the refreshed Estates Strategy will set out how the College's estate will support delivery of the Group's curriculum strategy and ambitions, reflect strategic intent and the vision for how estates development and investment will support meeting current and future skills gaps and delivering outstanding employer and learner experience. As with the College Group's curriculum strategy, there will be a close link back to Local Skills Improvement Plan (LSIP) priorities, and the priorities of the Lancashire Local Enterprise Partnership (LEP)</li> <li>That the Estates Strategy is underpinned by a cohesive and clear curriculum strategy, and will highlight any under or overcapacity; changes needed and possible prioritisation of these; investment for general and specialist skills delivery and teaching and learning;</li> </ul>

areas for improving or decommissioning, and the case for flexible-use space to respond to changing patterns of delivery and curriculum delivery

- The evidence-based development process to develop the Estates Strategy, with thorough and extensive consultation with staff, stakeholders, learners and employers
- Headlines from the consideration of room utilisation at the 2 campuses at Accrington and Nelson and Northlight; floor space analysis, and headlines from the 30+ meetings held so far as part of thorough and meaningful stakeholder and staff consultation to support the Strategy development. Board considered key themes, and shared their perspective from visits to campus, and discussions with learners, staff and employers

The Board were clear on key risks and opportunities, and their ambitions for delivery through the strategy. From the Board's perspective, the Estates Strategy must be led by curriculum strategy and consider curriculum ambitions; consider both short and longer-term needs, ambitions and opportunities; set out quick and certain 'wins' as well as giving a framework that can guide future applications for grant funding if available. Member's shared that they valued the thorough engagement under-pinning strategy development, and use of a 'You said, we did' approach. Member's reflected on their most recent discussions with staff on curriculum needs and estates prioritisation held in the HE and Apprenticeships Board Area for Improvement Insight sessions, and tested investment prioritisation to under-pin and support quality improvement in areas such as engineering which they recognised can be costly. It was agreed for a visit to be organised to Northlight, as although the majority of Lancashire Adult Learning (LAL) delivery is in the community it would be of interest for those newer Board members who had not seen the base yet, to visit.

Next steps and timings were set out and considered. The Board welcomed the important contribution being made by Capital and Estates Committee to scrutiny and assurance to support the Board, and that decisions were being progressed in line with agreed delegations and responsibilities within the agreed framework where needed in the dynamic programme, inbetween formal meeting points. The Board were energised by the emerging strategy and looked forward to further consideration at their May Awayday. Matthew Hirst was thanked for his ongoing support, and left the meeting.

<u>Resolved:</u> That the Board of Corporation receive the report updating on development of the 2024-2029 Estates Strategy, and note the current investment and delivery position against the existing Estates Strategy

### Item 3.2 Equality, Diversity and Inclusion (EDI) Annual Report

Submitted: Report and presentation (circulated in meeting papers)

Fionnuala Swann (Assistant Principal – Academic) presented the annual report, shared to offer assurance to the Board on the College's position and approach in respect of the statutory duty and requirements on FE Colleges in relation to equality, diversity and inclusion (EDI). The report set out progress against the Board and Group's ambition to not only meet , but exceed requirements and demonstrate excellent practice – focusing on EDI from 3 respects i) a student/learner performance aspect ii) a people and staffing perspective, and iii) a governance perspective. In terms of context and Board responsibilities, as well as supporting the College to demonstrate compliance with the public sector equality duty, as set out in the Equality Act 2010, the Corporation recognised the fit with the recently revised AoC Further Education Code, to which it has recently subscribed. The annual report is an opportunity to consider demonstration of behaviours and practice in EDI, in relation to the Code's principle 1 'Determination of aims and strategic oversight', which includes a commitment in 3 respects:

- *Behaviour* 'The Board promotes equity, diversity and inclusion EDI in every aspect of its work'
- Outcomes 'The principles of EDI are embedded within the College'
- *Recommended practice* 'Regular assessment of approaches to EDI including an EDI policy and action plan'.

The College Group's current EDI policy was shared and reviewed as the key framework in this area, along with the supporting EDI Action Plan approved by the Board. Members noted that the Principal and CEO is drawing together a cross-College Group of key leaders related to EDI, and that this will support synergy in all areas and a holistic refresh of the Group's EDI action plan and forward approach.

In relation to learners and performance, the Assistant Principal reported latest position against the 2022/23 EDI Performance Measures and impact achieved. Headlines from supporting learner profiles were shared in a data annex, which showed the outcome of consideration or learner profile/participation and also achievement against reporting parameters of gender, ethnicity, SEND and disadvantage. Against the 5 EDI measures in the current action plan, one had been RAG rated as red, relating to improving functional skills maths achievement of disadvantaged adults at LAL – and an update was provided on actions in place to secure improvement, with Board assured that the KPI target reflects the Group's value and ambition to 'never stop at good enough', and that overall achievement remains significantly above national benchmark and is narrowing. A summary analysis of the current position was supported by consideration of risks, and led to 3 recommended actions in 2023/24 to be progressed, which were set out in a SMART format, and supported by the Board.

In relation to workforce and staffing, Claire Jarvis (Assistant Principal – Finance and HR) shared an update on both EDI data related to staffing, and also related actions in the 'People Strategy'. Member's noted that a refreshed People Strategy is under development and will be considered through the Corporation's May Awaydays. Progress on the 6 relevant 2022/23 EDI impact measures was set out and considered, with the Assistant Principal providing an update and assurance on the 2 areas RAG rated as red. Board welcomed the significant improvement in capturing related staff data, with further steps set out in relation to collection of data relating to sexual orientation and religion/belief to further improve disclosure rates if possible. Refocusing of the KPI related to external accreditation by Stonewall moving forward was explained. The summary analysis of related EDI data was welcomed by the Board as a thorough approach, with key actions during 2022/23 and focused actions for 2023/24 clearly set out, evidence based, reviewed and supported. The 2023 Gender Pay Gap Report was received and considered, with the positive position noted.

In relation to governance, Debbie Corcoran (Director of Governance) thanked Board members for supporting the annual refresh of data collected, and shared the current composition of the Board in respects of protected characteristics and additional characteristics agreed with the Board (place of residency and also highest gualification). Benchmark information was offered from the DfE's latest data return completed by FE Colleges and submitted to the DfE annually. The Director of Governance explained that while the benchmark data set has limitations, it does offer useful comparator information in several areas - and will improve, there is dialogue with DfE which is updating the data fields in the return to support improved reporting and usefulness to Colleges. Relevant benchmark data had also been included from a learner perspective. Observations were offered and the Board supported that if formation of a Search and Governance Committee is approved today, they should consider next steps in relation to strengthening the College's approach to equality, diversity and inclusion from a governance perspective - particularly in relation to Board recruitment and succession planning, with recommendations to return back to the Board as necessary, particularly in relation to ensuring an inclusive approach to future recruitment of Board and co-opted Committee members to support diversity.

<u>Resolved:</u> That the Board of Corporation receive and approve:

- a) the annual Equality, Diversity and Inclusion (EDI) report
- b) the 2023 Gender Pay Gap Report, and its publication

	Submitted: Report (circulated in meeting papers)
	Claire Jarvis (Assistant Principal – Finance and HR) presented the report to update on delivery against the People Strategy previously approved by the Board, and shared alongside this annual HR statistics and analysis. For each of the 5 objectives within the People Strategy, an update was provided on progress made in delivery through the 2022/23 year, and the latest position provided on key qualitative measures. Key priorities for 2023/24 were proposed and reviewed by the Board. In relation to HR statistics for 2022/23, the Board received and considered key staffing data measured against benchmark data available for 2021/22 from the AoC (an experimental data set, collection of which has improved). Other matters covered included consideration of staff pay costs, and employment law. The rate of applications per post were noted to be lower than desired in some areas, and steps shared on use of networks and social media to promote opportunities, as well as explanation of the competitive position of teaching contracts at the College Group. It was agreed that the Assistant Principal and Chris Kenyon (Board member) will liaise to close off a query in relation to recording and calculation of staff retention. The Assistant Principal was thanked for the informative report, and the Board welcomed the continued strategic and impactful focus on supporting the College's people. <u>Resolved</u> : That the Board of Corporation receive and note the update on the People Strategy, and associated annual HR statistics report and analysis
Item 4.	Items to Receive/Note/Approve
	4.1 Finance Report (inc. Mid-Year Reforecast)         Submitted: Report (circulated in meeting papers)         David Rothwell (Deputy Principal – Finance and Resources) presented the report for Board consideration, providing members with an update on the financial position of the College Group as at 31 December 2023, including a full year re-forecast. Indicative early planning financial performance estimates for 2024/25 were also provided and considered, with the Board noting that the report is now being produced on a 'consolidated' basis, summarising the financial performance at a Group level, incorporating the 2 new subsidiaries, NCC Professional Services Limited and NCC Energy Services Limited.         The financial KPIs confirmed and considered by the Board were as follows:

Financial performance measure	2023/24 Mid- year Reforecast	2023/24 Original Budget	2022/23 Outturn	2024/25 Estimate	2021-24 Strategic target*	RAG
Education Specific EBITDA as % of income	2.8%	3.9%	4.8%	2.4%	>=6%	
Borrowing as a % of income	10.6%	3.9%	4.4%	15.6%	<20%	
Cash days in hand	111	99	148	92	>75	
Adjusted current ratio	2.2	2.1	2.7	2.2	>/=2.0	
Staff costs as a % of income	69.5%	69.8%	69.1%	71.6%	=70%</td <td></td>	
Staff Utilisation	97%	97%	97%	97%	=97%</td <td></td>	
Financial covenants overall compliance	Yes	Yes	Yes	No	Yes	
ESFA Financial Health category	Good	Good	Good	Good	>/=Good	

In the supporting strategic analysis, consideration of risks and areas of focus, the Board noted that there are still uncertainties within the 2023/24 forecast in relation to Adult Education Budget (AEB) sensitivities; need for close consideration of EBITDA in relation to plans for investment, and income from 16-18 learners being below target. Announcement on changes in 16-18 funding rates and increased minimum delivery hours in English and maths were being assessed and had not been included at this stage for 2024/25. There was a recognition that there is likely to be ongoing pressure on pay as pay award expectations and market pressures continue, with increasing efficiency and productivity being essential to support the ambition for 'good growth', and a savings target needing to be agreed as the College Group heads into 2024/25.

The Deputy Principal was thanked for the focused and fully transparent report, with its clear articulation of the current position and key risks for consideration.

# <u>Resolved:</u> That the Board of Corporation receive and note the Finance Report, and approve the mid-year reforecast estimates

#### 4.2 Governance Report

Submitted: Report (circulation in meeting papers)

The Director of Governance summarised the Governance Report, and recommendations shared with the Board. An update had been provided on behalf of the Corporation Chair and Principal, on the current position in relation to the External Board Review (EBR) which had been commissioned by the College, in line with DfE requirements. The Board were thanked for participating in the review, and updated on the Corporation Chair, Principal and Director of Governance having reviewed a draft EBR report with the external reviewer, and their feedback on its accuracy and content. It was noted that a revised EBR report will be received and then shared with the Board for consideration. It was also noted that delivery of the existing Governance Action Plan recommendations continue, and are already strongly aligned with the majority of areas of recommendations included in the draft EBR report – for example supporting the planned strengthening of Search Committee to also include Governance, being considered today. In relation to the proposed reconstituting of Search Committee into a new 'Search and Governance' Committee, the Board were very supportive of the approach, and approved new terms of reference and areas of priority focus for the Committee moving forward. Charing and

membership will continue, with Helen Curtis (Board Member) being thanked for agreeing to join the new Committee if established.

Supported by Eversheds, draft revised Instruments and Articles and Standing Orders were offered to the Board for consideration, to allow for the appointment of up to two Vice Chairs at the Board's request. The Board considered and agreed with the opportunity being taken to change quoracy from being 40% of total membership (including vacancies) to be 40% of total members appointed at that time— to support when there are vacancies on the Corporation. Minor changes to references to job titles, and terms were also supported.

The report offered a further update to members on the action within the Governance Action Plan to consider development of a Board Assurance Framework (BAF), which is being progressed alongside a related action (ref: 23/24-18Dec-04) that forward development of a BAF include more explicit consideration and capturing of risks within Board meetings, to support broader assurance. David Whatley (Chair of Audit Committee) and Helen Curtis (Board Member) updated on their work with David Rothwell (Deputy Principal) and the Director of Governance to progress this, and proposed a way forward for Board consideration. The approach was being informed by information from the College Group's internal auditors on best practice, and the College Group's financial statement auditors views (with a recently introduced Risk Radar publication for the sector offered as a supplementary document today). It was confirmed that the model risk register developed by RSM with Stone King and shared with the sector as a good practice model, which is the basis of our College's current Risk Register, is being revised and refreshed by the end of the year, and so will also support forward approach.

A common understanding of a broader Board Assurance Framework (BAF) was considered and supported, along with consideration of the Board's responsibilities and the current framework in place, including the important contribution of Audit Committee. The current approach in our College Group, largely captured in our existing Risk Management policy due for refresh this year, had been reviewed, with key elements of the framework recognised and set out, and noted to be fully compliant with all statutory requirements. There would be continued work to progress consideration of a broader Board Assurance approach, and in the meantime it had been agreed to recommend to the Board that:

- the Risk Register format and structure be reviewed, to see if there could be closer alignment back to Strategic Objectives
- risks continue to be explicitly captured in Board minutes/meetings and also built into 'reflections' at the end of each meeting
- the Corporation's May awaydays include consideration of a Board Assurance Framework, by exploring Board risk appetite and risk tolerance, to come together in a revised Risk Management Policy for Board approval by the end of July 2024

These recommendations were considered and approved by the Board, with David and Helen being thanked for their support to progress the work.

The Board of Corporation also noted the application of the College Seal on the following:

- Licence for alterations between the College and NCC Energy Services Ltd (signed by Chair of the Corporation and Chair of Audit Committee) relating to installation of new renewable energy retrofits at both College campuses (2 separate leases)
- 20-year lease, between the College and NCC Energy Services Ltd (signed by Chair of the Corporation and Chair of Audit Committee) relating to the roof and airspace premises together with a heat pump room at both College campuses (2 separate leases)

**Resolved:** That the Board of Corporation receive the Governance Report and:

- limited future availability of external capital funding before 2027
- areas of continued priority set out for EDI
- People Strategy need for continued effective recruitment and retention, pressure on staff costs as % of income
- Financial risks as set out in the report and analysed
- Devolution opportunities and risks
- Finalisation of the External Board Review, with end July deadline for completion

Board members thanked Helen for this and felt it was an additional very valuable way of demonstrating effective and impactful risk awareness and oversight. The Chair welcomed reflections from Board Members on today's meeting, decisions and ways of working against the Group's values. Feedback was that there had been time and spacing in the agenda to get into any necessary detail but still be strategic, supported by careful and strong meeting management by the Chair to support focus. It would be helpful for Board Members to share key questions through the Director of Governance ahead of future meetings, so SLT can close these off when introducing their reports – and continued to be important that Board Members thoroughly read packs ahead to digest information.

With this, the Chair thanked members for their attendance and inputs, and the meeting was closed.

Debbie Corcoran Director of Governance

Signed as an accurate record by the Chair of Corporation

L. 1.11

Name: Phil Wilkinson Date: 23 May 2024