

Minutes of a Meeting of the CORPORATION held on Wednesday 11th December 2024, 09.00-11.15am at the College Business Centre

133/24 WELCOME AND DECLARATIONS OF INTEREST

The Chair welcomed Mr Stephen Brooks and Dr David Ndzi as observers. Consideration of their appointment as Governors was on the agenda of this meeting. Members introduced themselves.

Mr Graham Barnetson declared an acquaintance with Mr Stephen Brooks.

134/24 APPROVAL OF THE NON-CONFIDENTIAL MINUTES OF THE CORPORATION MEETING HELD 9 OCTOBER 2024

The non-confidential minutes of the meeting held 9 October 2024 were approved as a true record.

135/24 MATTERS ARISING FROM THE MINUTES

The Director of Governance reported on Matters Arising. A re-styled monthly finance report including a graphical depiction of the cashflow forecast had been circulated and feedback from Members was welcomed.

The Chair highlighted the importance of maintaining timely monitoring and action of Matters Arising

The Corporation NOTED the report for information and ASSURANCE.

136/24 REVIEW OF INSTRUMENT & ARTICLES OF GOVERNMENT AND STANDING ORDERS

The Director of Governance reported on the review of the Instrument & Articles of Government and Standing Orders. The Corporation has determined that these documents are reviewed on a three-yearly basis and an extension was approved in March 2024 to ensure that the documents were reviewed in alignment with the External Governance Review recommendations. A review of the documents by the College's legal advisors, Eversheds, was commissioned. The Director of Governance outlined the proposed changes.

A Member queried the selection of Eversheds as legal advisors for the review. The Director of Governance responded that Eversheds were specialists in the further education sector (FE) and provided a governance subscription service to FE colleges with additional advice available as required. The Member commended the review and work undertaken by the Director of Governance in liaison with Eversheds.

The Director of Governance would remove any dated references, for example, to former members of staff and would undertake any further legal liaison work required prior to publication on the College website.

The Corporation APPROVED the proposed revisions to the Instrument & Articles of Government and Standing Orders subject to any further legal liaison required.

137/24 GOVERNOR APPOINTMENTS AND RENEWALS

The Director of Governance reported on Governor appointments and renewals. The observers, Mr Brooks and Dr Ndzi, being considered for appointment left the meeting for this item. The Chair left the meeting for the consideration of the renewal of her term and the Vice Chair chaired this part of the agenda. Mr Cooper left the meeting for consideration of his co-option. The appointment panel were thanked for their work.

The Corporation APPROVED and NOTED:

- The appointment of Mr Stephen Brooks as an external Governor for a term of 4 years from 11 December 2024 – 10 December 2028 and appointed to Audit & Risk, and Governance, Search & Remuneration Committees;
- The appointment of Dr David Ndzi as an external Governor for a term of 4 years from 11 December 2024 – 10 December 2028 and appointed to Curriculum & Quality Committee;
- The renewal of Mrs Sara Weech as an external Governor for a second term of 4 years from 24 February 2025 – 23 February 2029;
- The completion of terms of Mr Graham Cooper as an external Governor on 17 January 2025 and Mrs Christine Palmer as an external Governor on 26 February 2025;
- The resignation of Mr Ant Baker as Teaching Staff Governor effective 20 December 2024;
- The appointment of Mr Graham Cooper as a Co-opted Member to the Finance & Resources Committee for a 2-year term from 18 January 2025 – 17 January 2027.

Mrs Weech, Mr Brooks, Dr Ndzi, and Mr Cooper re-joined the meeting and were congratulated.

Mrs Jessica Garbett joined the meeting at this point.

A Member requested a checklist for induction for Members. The Director of Governance would provide this.

138/24 CHAIR'S BUSINESS/RATIFICATION OF CHAIR'S ACTION/GOVERNOR APPROVALS

The Chair reported on her participation in the Association of Colleges (AoC) national and regional networks. She considered that these provided a helpful check and balance. She also reported on her attendance at a self-assessment review (SAR) panel and at College Open Days at the Newport campus and at CECAMM. She praised the Open Day events as vibrant and well attended. She had observed the new Committees at their first meetings. She had also hosted a Chair's lunch in the College Restaurant attended by the Chief Executive of the Isle of Wight Youth Trust, members of the Youth Council, and Ms Raquel Morisini, Student Governor.

With the permission of the Chair the agenda was taken out of order.

139/24 3AS REPORT CURRICULUM & QUALITY COMMITTEE

The Chair of the Curriculum & Quality Committee presented the Committee's 3As report (alert, assure, approve). She welcomed the opportunity for the new Committee to discuss curriculum and quality matters in detail and to monitor key documents. She highlighted the Committee's discussion on the Island community context; strategic focus; the monitoring dashboards and development of these; and teaching and learning particularly with reference to staff development and observations

The Chair of Corporation invited the senior leadership team (SLT) to comment. The Assistant Principal (SEND and Foundation Skills) welcomed the focus on curriculum and quality especially teaching and

learning and there had been useful feedback incorporated into key documents including the Quality Improvement Plan.

The Chair had observed the meeting and also commended the focus commenting that this provided good triangulation.

The Corporation NOTED and was ASSURED on:

- The draft non-confidential minutes of the meeting held 6th November 2024;
- The In-year Progress Report and 2023/24 Performance;
- The Projects Report and progress in the Local Skills; Improvement Fund (LSIF) Project, the Institute of Technology (IoT) Project, and the T Level roll out;
- The College Quality Improvement Plan;
- Performance Improvement Progress including progress against; actions from the FE Commissioner's review of Curriculum Efficiency and Apprenticeships;
- The Teaching, Learning and Assessment Report;
- The Office of the Independent Adjudicator Annual Report;
- The Equality, Diversity and Inclusion (EDI) Report including progress and completion of the 2020-2024 EDI Objectives.

The Corporation APPROVED:

- The Quality Improvement Strategy 2024-2030;
- The Curriculum Development and Growth Strategy 2024 to 2030;
- The Annual Marketing and Communications Report 2023/24;
- The College Self-Assessment Report 2023/24;
- The Annual Complaints Report 2023/24;
- The 2024-2028 EDI Objectives;
- The Annual Safeguarding Report 2023/24.

140/24 3AS REPORT AUDIT & RISK COMMITTEE

The Chair of the Audit & Risk Committee presented the Committee's 3As report. He highlighted the Committee's scrutiny of the Risk Register, and internal audit reports. There had been a detailed discussion regarding the position of Delamite Ltd and it was recommended that guidance be sought from the external auditors, RSM. The Committee Chair provided background context for the benefit of new Governors.

The Corporation NOTED and was ALERTED to:

- The draft non-confidential minutes of the meeting held 16 October 2024;
- The draft confidential minutes of the meeting held 16 October 2024;
- GDPR data breaches to October 2024;
- Freedom of Information and Subject Access Requests 2023/24;
- Risk Register update;
- Post-16 Audit Code of Practice update 2023/24;
- Annual Fraud Report 2023/24;
- Internal Audit Reports visit 1: Performance management given Limited assurance and visit 3: Staff utilisation given Reasonable assurance

The Corporation NOTED and was ASSURED on:

- The non-confidential minutes of the meeting held 12 June 2024;
- The confidential minutes of the meeting held 12 June 2024;
- Monitoring of actions and Matters Arising to 16 October 2024;
- The Risk Management Annual Report;
- Monitoring of the Audit Issues Log to 16 October 2024;
- The Register of Interests/ Annual Declaration of Eligibility;
- Managing Public Money compliance;
- The Annual Internal Audit Service Report 2023/24;
- The Annual Report on Staff Reward and Recognition;
- The APPROVAL by the Committee of the Strategic Internal Audit Plan 2024-2025 and Three-Year Internal Audit Plan 2024-2027 with some further amendments to the Plan circulated and APPROVED.

The Corporation NOTED The Delamite Ltd: Future Options and Recommendations Report, was ALERTED to potential risks should the scheme be challenged, and APPROVED engaging RSM to unwind the Delamite tax position in the most effective manner possible subject to confirmation of costs.

The Director of Governance confirmed that following recommendation by the Audit & Risk Committee Corporation had APPROVED the College Insurance Renewal electronically prior to the meeting.

141/24 3AS REPORT FINANCE & RESOURCES COMMITTEE

In the absence of the Committee Chair, a Member of the Finance & Resources Committee presented the Committee's 3As report. The Committee had received an update on capital projects and an update was provided in the Principal's report. There had also been in-depth discussion on health and safety including reporting of 'near misses'.

The Corporation NOTED and was ALERTED to:

- The draft non-confidential minutes of the meeting held 16 October 2024;
- The draft confidential minutes of the meeting held 16 October 2024;
- Monthly Finance Report, Management Accounts to July 2024, and College Financial Forecasting Return (CFFR) Update.

The Corporation NOTED and was ASSURED on:

- Progress on Capital Projects and ALERTED to key risks;
- Progress on Estates including progress against Condition survey and ALERTED to key risks.

The Corporation APPROVED:

- The Annual Health and Safety Report 2023/24 and was ASSURED on in-year progress to date;
- The Annual Human Resources Report 2023/24 and was ASSURED on in-year progress to date.

The Director of Governance confirmed that following recommendation by the Finance & Resources Committee Corporation had APPROVED Capital projects: Q Block Pathways Refurbishment project and Local Skills Improvement Fund (LSIF) Health & Social Care project electronically prior to the meeting.

142/24 3AS REPORT GOVERNANCE, SEARCH & REMUNERATION COMMITTEE

The Chair of the Governance, Search & Remuneration Committee presented the Committee's 3As report. He outlined initial discussions for areas of focus for succession planning. The Committee was encouraged by success in Governor recruitment.

A Member commented on a government announcement regarding pay awards that morning and asked whether there was any scope to match this. The Principal responded that the government announcement related to future pay awards.

The Corporation NOTED and was ALERTED to:

- The draft non-confidential minutes of the meeting held 20 November 2024;
- A review of the Instrument & Articles and Standing Orders had been progressed and was on the agenda of this meeting (see item 136/24);
- A review of Corporation roles and Lead Governor descriptions would be implemented and brought to Corporation for approval at a future meeting;
- The resignation of Ant Baker as Teaching Staff Governor, interest in external Governor vacancies, and future vacancies that would arise. An update report was provided to Corporation detailing any recommendations for appointment or renewal (see item 137/24);
- Action required on the Governance Compliance Register 2024/25;
- Succession Planning for Governors and Senior Postholders (SPH).

The Corporation NOTED and was ASSURED on:

- The non-confidential minutes of the meeting held 26 June 2024;
- Monitoring of actions and Matters Arising to 20 November 2024;
- The Governance Action Plan 2024/25 and progress and NOTED that outstanding actions from the 2022/23 Review of Governance have been merged into one central Action Plan;
- Membership of the Board, Committees and New Applications;
- Progress against the 2024/25 Governance Performance Indicators;
- The Governance Compliance Register 2024/25;
- Governor Attendance 2024/25.

The Corporation APPROVED:

- The Review of Governance process for 2024/25 which would comprise a self-assessment against the FE Code of Good Governance 2024/25 to be overseen by the Governance, Search & Remuneration Committee with collaborative assessment work to be undertaken by all Committees;
- The Draft Calendar of Corporation meetings 2025/26 subject to any further consultation necessary with SLT, Chair of Corporation and Committee Chairs.

The Director of Governance confirmed that following recommendation by the Governance, Search & Remuneration Committee Corporation had APPROVED a further pay uplift to staff so that all staff would have met the Association of Colleges (AoC) pay award recommendation of 2.5% or £750, whichever was greater for 2024/25 electronically prior to the meeting.

There was some discussion on the 3As reports and the revised governance structure with Members commending the clarity, accessibility and transparency of the reports as effectively summarising the key points of discussion, with links to minutes and papers enabling ease of following the detail. The revised structure was commended and the Director of Governance was thanked for effectively summarising and capturing the detail in the 3As reports and the Committee minutes.

The agenda returned to order.

143/24 BALANCED SCORECARD

The Principal presented the Balanced Scorecard. Data for this would be presented to Committees and Corporation in the Spring term. The scorecard and dashboard had been updated to incorporate all feedback received at the last meeting. A focus on strategic priorities continued with leadership meetings monitoring alignment with strategic objectives. The Administration Team Leader for Quality had met with leaders in every area.

The Chair enquired whether other colleges had a similar scorecard and dashboards. The Principal responded that this work had derived from the External Governance Review and that she had adapted templates provided to tailor to this individual College.

The Chair asked the Principal how confident she was that this had engaged the comments provided by Governors. The Principal responded that the minutes had been extremely helpful in capturing the feedback provided effectively and that this input had been incorporated into the scorecard and dashboard.

A Member asked what would be being reported for this term if the dashboards were already populated with data. The Principal responded that Individualised Learner Record (ILR) data had been submitted with monitoring commencing in January when the final data set had been received. She reported that the College had over recruited and was encouraged by this. She drew Governors' attention to the management accounts as another key source for data monitoring. The purpose of the Balanced Scorecard and dashboard was to monitor key data in one place, she said.

In response to a query from a Member, the Principal confirmed that this was superseding key performance indicator (KPI) reporting to Governors and was a more efficient, streamlined approach to reporting. It was therefore important that the scorecard and dashboard were monitoring, collecting and measuring the right areas and data and to consider whether any areas needed to be removed from the scorecard and dashboard. She also reported on the recent workload reduction exercise.

The Chair reminded Members that the Corporation needed to exercise wise judgment regarding the number of changes it requested to the scorecard and dashboard. She also expressed on behalf of the Corporation thanks for all of the work undertaken by the Administration Team Leader for Quality.

The Corporation NOTED and was ALERTED to:

- The proposed reporting cycle of presentation to Committees in February 2025 and to Corporation in March 2025.

The Corporation NOTED and was ASSURED on:

- The progress being made towards a clear reporting mechanism aligned to strategic priorities and regulatory and statutory requirements;
- That Governor feedback has been incorporated into the next iteration of the Balanced Scorecard and the dashboard.

The Assistant Principal (HE, Academic and Vocational) joined the meeting at this point.

144/24 PRINCIPAL'S REPORT

The Principal presented her report. She outlined the range of scenarios that the College had been provisioning for in relation to the Department for Education (DfE) Transformation Fund Capital Project

and the Condition survey of the existing estate. She provided an update on the Turing Scheme under which students would be travelling to Thailand in January.

There was some discussion on development of hosting international students at the College. The Principal responded that currently there were international students aged 13-15 years old accommodated with host families subject to vetting and barring checks. She considered that a similar model could be used. A Member enquired whether the College could look at accommodation options with another organisation to scale up capacity. The Principal responded that she was currently engaged in conversations with the Local Authority which had commissioned a company to draw up architectural designs. A Member commented that her own family had hosted students from Tanzania and it had been a life-changing experience. The Principal agreed and reported that a call for host families had been included in the staff newsletter.

The Principal reported on the Animal Care department. She reminded Members that space was limited in this area and that it was no longer under the Transformation Fund project as originally intended. She was working with the Chief Executive Officer of The Wildheart Trust following an introduction by Mr Richard Quigley MP to engage conversations regarding ambitions for a learning centre. A feasibility study was proposed.

A Member enquired regarding current planned international trips for students. The Principal responded that in the current academic year there was provision planned for students in the following areas: business, catering, childcare, engineering, graphic design, and travel and tourism to destinations including Finland, Norway, Spain, and Thailand.

A Member enquired whether international student growth required partnership with a Russell Group university. The Principal responded that she and the Assistant Principal (HE, Academic and Vocational) were engaged in conversation with the University of Southampton currently. However, there were current agreements with partners including Chichester, Portsmouth, and Solent universities and so this needed to be managed carefully.

A Member enquired whether students required visas and were counted within immigration numbers. The Principal responded that this was required but that the students were enrolled with the university partners and not with the College. The Member responded that he was aware of a significant reduction in international students at a university in a different region but that the Russell Group appeared to be less affected.

The Corporation NOTED and was ALERTED to updates in the following areas:

- The DfE Transformation Fund Capital Project;
- Political engagement;
- Community and employer engagement;
- International growth and development;
- The School Place Planning consultation outcome.

The Corporation APPROVED that a feasibility study be undertaken alongside Wild Heart Animal Sanctuary to consider options for working collaboratively to provide excellent animal care qualifications from entry to higher levels.

The Interim Director of Finance was asked to present proposals outlined in the Principal's report regarding the College's finances. He outlined the background to these.

A Member queried costs regarding breakage fees. The Interim Director of Finance responded that the College had previously been quoted £250k for this but that the College was not in a position to repay the fixed element of the loan.

A Member queried whether the proposal was to pay the full variable loan. The Interim Director of Finance responded that there were a number of options.

A Member raised a query regarding short and long-term deposit options and whether there were any benefits to long-term deposit. The Interim Director of Finance responded that there was an assumption that interest rates would fall.

A Member raised a question regarding Managing Public Money (MPM) and Financial Regulations assurance and reporting to the Audit & Risk Committee. The Interim Director of Finance responded that MPM prevented commercial debt but that there was no restriction on the College using commercial banks for safe deposit.

A Member asked for further information on the proposed Invest to Save Fund and what it would be used for. The Interim Director of Finance responded that the College had been impacted by high energy costs exacerbated by energy inefficient buildings. An analysis had been undertaken with proposed investment in specific areas of building efficiency to produce high returns.

The Chair drew Governors' attention to the need to consider the use of the surplus for the best benefit of the College.

Members considered that the proposals were reasonable and cautious and provided comfort. The Principal highlighted that with investment in the buildings providing energy savings it may contribute to potential for improved staff pay awards in the future.

It was agreed to approve the proposals as currently presented with consideration to be given to any further recommendations that may come to the Finance & Resources Committee as appropriate.

The Corporation APPROVED:

- That NOTING the impact on financial health
 - o An Invest to Save Fund of £500k is authorised to reduce estates costs;
 - o That £400k of the variable loan is repaid (using the 2023-24 financial surplus);
 - o That the financial health ratios are monitored to ensure that the College maintains a "Good" Financial Health result.
- That NOTING that the College has reviewed its cash flow position over the past two years
 - o that £3m of its reserves are transferred to a higher interest deposit account for 3 months.

145/24 FINANCE MATTERS

The Chair reported that the financial matters under consideration had received in-depth scrutiny at a joint-meeting of the Audit & Risk, and Finance & Resources Committees. She drew attention to the 3As report from the joint-meeting which was presented by the Chair of the Audit & Risk Committee. He

highlighted discussions with the external auditors and recommendations coming from this which were largely in the area of accruals and treatment post year end. There were no material unadjusted misstatements. The new internal auditors had presented a progress update. Thanks were expressed to the Interim Director of Finance and his team, the Chief Operating Officer and Deputy CEO on successful audit.

The Corporation NOTED and was ALERTED to:

- The draft non-confidential minutes of the meeting held 27 November 2024;
- Recommendations by the external auditors and unadjusted misstatements highlighted in the Financial Statements Management Letter;
- The current and future position of Delamite Ltd in the cover report to the Draft Financial Statements for Delamite Ltd for the year ended 31 July 2024.

The Corporation NOTED and was ASSURED on:

- The non-confidential minutes of the meeting held 16 October 2024;
- The confidential minutes of the meeting held 16 October 2024;
- Monitoring of actions and Matters Arising to 27 November 2024;
- Progress on Risk & Assurance (internal audit plan);
- The Statement of Internal Control and Corporate Governance and the evidence sources used to produce this;
- The Regularity Self-Assessment Questionnaire and the evidence sources used to complete this;
- The Letters of Representation;
- The Financial Statements Management Letter;
- The Annual Report of the Audit Committee approved by the Audit & Risk Committee.

The Corporation APPROVED:

- The Statement of Internal Control and Corporate Governance;
- The Regularity Self-Assessment Questionnaire;
- The College Accounting Policies
- The Letters of Representation;
- The Draft Financial Statements for the Isle of Wight College for the year ended 31 July 2024;
- The Education and Skills Funding Agency (ESFA) Finance Record;
- The Draft Financial Statements for Delamite Ltd for the year ended 31 July 2024;
- The Annual Report to Governors on Credit Card Usage, Governor Expenses, and Foreign Travel.

146/24 MONTHLY FINANCE REPORT, MANAGEMENT ACCOUNTS AND LATEST ESTIMATE

The Interim Director of Finance presented the Management Accounts to October 2024 including the Latest Estimate. The key points were as follows:

1) The forecast surplus for 2024-25 has been reduced by £97k from the budget due to sickness in an area which requires cover through a high-cost agency staff member. The staffing contingency within the budget has not been reduced and remains within the forecast with the full cost taken to a reduction in forecast surplus for the year;

2) The College's staffing cost may experience pressure through additional 16–19-year-old student numbers. The timetables are being compared to the establishment list to determine where sessional spend will be higher than budget during November. At present the forecast includes the hours over established staff members' contracts (as an estimate of sessional spend) although savings may be possible against this and unfilled vacancies;

3) The impact of the budget changes (increases to employers' national insurance contributions) and whether they will be fully funded as indicated by the government is a risk to the forecast. The key risk is whether the increase in wage costs by suppliers is funded (for example outsourced catering, cleaning etc);

4) Cash held at 31 October 2024 was £5,906k with £663k committed to capital projects and £3,567k of debt;

5) All banking covenants are currently forecast to be achieved. However, there is the potential for a technical breach of the cashflow from operating activities covenant. This is not due to the College's operations but arising from the timing of grant payments (for capital) and their expenditure with capital grant payments received in advance in the prior year but expended in the following year (creating a positive cash movement in the first year and a negative cash movement in the second). This will be discussed with the College's lenders to determine if a better approach can be undertaken regarding that particular covenant.

There were no questions from Members. The Corporation welcomed the new format of reporting.

The Corporation NOTED and was ASSURED on the Management Accounts to October 2024 and Latest Estimate.

The Interim Director of Finance left the meeting at this point.

147/24 STUDENT EXECUTIVE REPORT

The Assistant Principal (SEND and Foundation Skills) presented a report on the Student Executive. She outlined work that had been undertaken around Student Voice and student participation in decision-making processes. The College had commissioned Unloc to support the development and establishment of a Student Executive Committee and to conduct an audit of Student Voice across the College. She presented the key findings highlighting areas of disenfranchisement.

A Student Governor reported on her positive experience of involvement as a member of the new Student Executive Committee. She particularly highlighted student views on enrichment activities and dissatisfaction with the current timing on Wednesday evenings. It was reported that there would be further discussions on enrichment regarding what improvements students would like to see.

The Assistant Principal reported that further feedback arising from the Unloc partnership would be brought to the Curriculum & Quality Committee.

In response to a query from the Chair, the Assistant Principal confirmed that the partnership with Unloc was for two years.

A Member enquired of the mechanism for gathering feedback for change. The Assistant Principal responded that recommendations and next steps would be carried forward under the leadership of the Head of Student Experience.

The Corporation NOTED and was ALERTED to the work being undertaken around Student Voice with Unloc and was ASSURED by the actions being taken.

148/24 STUDENT GOVERNOR REPORT

A Student Governor noted that in the previous academic year there had been more Corporation meetings and that there had been opportunities for students to present to the Corporation. She argued that this was an important part of the meeting and suggested that in the next academic year under the new governance structure there could be reporting by Student and Staff Governors undertaking research and reporting back to Corporation. It was agreed that the Director of Governance would liaise with the Staff and Student Governors regarding this suggestion.

There was also a request from the Student Governors for speakers and reports to spell out acronyms. The Chair supported this request, and encouraged questioning where this was not clear. It was also suggested that this was included in Governor induction. The Director of Governance responded that this was provided and was being updated currently for recirculation.

149/24 SELF-ASSESSMENT OF MEETING

The Chair led Members in a self-assessment of the meeting. It was considered that the 3As reports had worked very well and enabled the Corporation to achieve a large amount of business efficiently.

150/24 DATE OF NEXT MEETING

Wednesday 26 March 2025