Barnet and Southgate College Corporation
Board of Governors Meeting
10 December 2020

MINUTES

Time	17.30: Pre-Board briefing on Safeguarding and Prevent 18.30: Board of Governors meeting	
Venue	By videoconferencing and in Wood Street	
Governors present (Quorum: 6) ***attended by Zoom**	Adam Goldstein	Chair
	Alessandra Almeida-Jones*	
	Mervin Archer*	
	Sue Baldwin*	
	Nana Brew*	
	Fiona Bulmer	
	Sheila Dawson	
	Graham Duncan*	Vice Chair
	Imelda Galvin*	
	Darren Mepham	Chief Executive
	Cait O'Riordan*	
	Christalla Tsattala*	Staff Governor
	Ann Zinkin*	
In attendance	Sakina Quettawala	Student Governor designate (item 1)
	Ezgi Yaman Oztuk	Student Governor designate (item 1)
	Neil Coker*	Principal and Assistant CE (P/DCE)
	Tracey MacIntosh*	Exec Director Commercial (EDC)
	Mark Sellis	Exec Director Corp Services (EDCS)
	Melissa Drayson	Clerk to the Corporation
	Chalene Scott*	Safeguarding Presentation only
Apologies	None received	

Some items may have been redacted from the published version of the minutes on the grounds of commercial or personal sensitivity.

Item		Action lead
0.	**Pre-board briefing on Safeguarding and Prevent** *Chalene Scott (Learning Support Manager and Designated Safeguarding Lead)* A summary of the presentation and governor Q&A is provided as an appendix to the Minutes. The presentation slides were made available to all governors.	

Following the presentation, the safeguarding team were commended for their work and impact during a challenging time.

1. Preliminary Items

Consent was granted for the meeting to be recorded to assist with the minutes.

1.1 Welcome to new governors

The Board was delighted to meet two newly elected student governors. Each said a little about themselves, and round table introductions were made. The Chair and Clerk had had an initial meeting with the new student governors, and a full induction would be organised in the new year.

Cait O'Riordan was also welcomed warmly to her first meeting as an external governor.

The Chair noted the lengthy agenda and reminded colleagues that papers would be taken as read to allow time for discussion. The efficient management of board business and information would be a potential topic for the Board Development Day.

1.2 Apologies for absence and quorum.

No apologies were received. It was confirmed that the meeting was quorate

1.3 Confirmation of eligibility and declarations of interests

It was confirmed that all present were eligible to take part in the meeting. There were no new declarations of interests

1.4 Notification of urgent items of other business

There had been no advance requests to raise any other business.

2. Minutes of previous meetings

i. Meeting held on 8 October 2020

The Part A minutes of the Board meeting on 8 October were **APPROVED** as a correct record. Confidential sections were confirmed.

ii. **Matters arising and outstanding actions**

Supporting paper by Melissa Drayson, Clerk

3. Chief Executive's Report

Supporting paper by Darren Mepham, CE

3.1 **CEO Report and Strategic Risk Register**

Key headlines were noted.

In additional, it was reported that The Chief Executive and Chair had engaged in the Diversity in FE Leadership programme, participating in an online event and signing the joint letter from the Black FE Leadership Group. Further ideas on how the college might develop its work in this area might form a topic for a future discussion. A general progress update on Equality and Diversity would be brought to the Board in January as part of the E&D annual report.

The Board welcomed the draft Strategic Risk Register. This was reviewed regularly by ELT and would be discussed in detail by the Audit Committee. Feedback from the auditors on content and presentation had also been sought. Governors considered that the whole Board should retain oversight of the high-level risks with more detailed testing at Audit Committee level. The next stage of assurance mapping would show the level at which oversight of each risk would take place.

Governors considered that Covid-19 should have greater prominence within the risk register, given its impact on the three strategic themes.

3.2 **Strategic Plan**

Supporting paper by the Chief Executive and web-based Strategy

Governors were reminded of the process by which the strategy had been developed, including governor involvement in the summer through the online 'Padlet' exercise. The plan was to launch the strategy with staff in the New Year.

At the root of the high-level Strategy, and the linked KPIs, were the three specific priorities of quality, growth and financial stability. These were already being used within the organisation to determine individual and departmental priorities. A cornerstone of the strategy was that the college would continue to operate as a general further education provider, as the delivery of multiple streams would provide resilience and meet local need the best. Areas to be discontinued had been detailed in the Business Improvement Plan.

It was noted that the high-level strategy would be underpinned by a set of dynamic delivery plans for discrete elements of college activity. Detailed metrics would be included in each delivery plan.

Governors commented positively on the clear presentation of the high-level strategy. This was supported as a statement of intent, although it was considered that it could be more aspirational. There could be a greater emphasis on digital learning, and the terminology should emphasise the skills focus of the College provision.

There was a discussion of the need for a clearer narrative around the achievement of the high-level goals through the delivery plans. The links between individual delivery plans could be stronger, for example how the goals to increase student numbers whilst rationalising the estate would fit together.

Clarity was needed about the governance process for approving, monitoring and reviewing the underlying delivery plans, as some contained significant strategic decisions; for example the investigation of alternative uses for parts of the estate.

Further comment was made that the strategy was currently inward looking and would benefit from more focus on the College's place in the community, and how the College would contribute to the skills agenda for London and the wider region.

Further explanation was provided that a three-year horizon would be embedded in the delivery plans; for example, the Apprenticeship Plan contained the goal to double apprenticeships in three years through diversification and increased local community engagement. Campus specific plans would also be developed which would pull different elements together and provide the local community focus.

It was clarified that the goal was to achieve an Ofsted grade of Good but to self-assess as outstanding by the end of the three year period.

AGREED:

(i) Governors to provide any further feedback by email **All**

(ii) The final version to be presented back to the Board for approval at the Board Development Day. **DM**

3.3 **KPI Monitoring**

Supporting papers (previously circulated) : November and December monthly KPI reports

Quality KPIs

This headline KPI across all curriculum areas for L1 to L3 showed an estimated worse and best outcome. The position was slightly better than the previous month. As noted before, however, fluctuations during the year were likely as the KPI was based on judgements made by teachers and that judgement would change.

Attendance targets showed a very small change since November (16-18 slightly better and 19+ slightly worse) but as yet there was not enough data for a trend to be discerned. Attendance targets had been provisionally set with no allowance for the impact of lockdown. So far, despite the added complexity of mixed models of remote and onsite delivery, attendance remained on track against target. However, compared to the same period last year (to 5th November) attendance was slightly lower. The curriculum leadership team was exploring further variations in attendance between remote and in college learning and would develop an appropriate action plan. No national comparative data was yet available from last year

Growth KPIs

Sector-based work academies were in high demand and actual income for end of November was in line with that planned, an improved position over the previous month. In response to governor questions it was confirmed that this provision achieved a modest contribution rate.

Apprenticeship recruitment and ESOL recruitment were both below planned levels for this point in the year due to the impact of COVID. It was known that traditional ESOL students were less likely to enrol - however there were some indications that a different market of ESOL students might welcome online provision. This was being explored further. Apprenticeship numbers were unlikely to pick up in the short term as most employers were delaying planned apprenticeship starts until at least the new year.

Finance KPIs

There was no significant change to these KPIs since the previous month with income lagging behind the profiled budget due to the impact of Covid on adult, commercial and apprenticeships; the current projected end of year outturn was therefore worse than budgeted . The cash balance was higher than the expected value profiled and achievement of planned savings was on track.

4. Quality and the Student Experience

4.1 Principal's Report including Covid and Ofsted

Supporting paper by the Principal, Neil Coker

The report was noted, and the positive Ofsted Interim Visit outcomes were commended. Governors asked that their thanks should be conveyed to staff for their work in achieving a good result.

There was discussion of the decision to move to some curriculum to remote learning only for the last week of term. This was in recognition of the extreme pressure on staff and the need to safeguard staff and student wellbeing in the face of rising Covid numbers. The move had been well received by staff and unions. All learning centres would remain open to students, and IT would be accessible. Onsite exams would continue. Vulnerable and foundation learning students would continue to attend, and there would be some local discretion for other groups. Nonetheless, governors raised concern that students might disengage early and sought assurance that measures were in place to address this.

The request for governor feedback and suggestions on the virtual student awards was noted.

4.2 Self-Assessment Report 19-20 & Quality Improvement Plan 20-21

Supporting paper presented by the Principal and Chair of QTSE Group, Fiona Bulmer

The Quality, Teaching and Student Experience Group had held a very rigorous discussion as detailed in the QTSEG Minutes. The self-assessment task had been complicated by Covid-19 and the use of centre assessed grades, which meant that it was not possible to draw meaningful comparisons about student outcomes with previous years or national averages.

The group had supported all proposed self-assessment grades subject to further evidence on attendance. It was reported that pre-lockdown attendance had been checked and had been strong.

Going forward, the QIP would be monitored by the QTSEG through 'deep dives' into specific areas, and at a higher level at Board meetings.

RESOLVED:

(i) That the Self-Assessment Report and the following grades be APPROVED:
- **i. Overall Effectiveness: Good**
- **ii. Quality of Teaching : Good**
- **iii. Behaviour: Good**
- **iv. Personal Development: Good**
- **v. Leadership and Management: Good**

(ii) That the Quality Improvement Plan 20-21 be APPROVED

4.3 QTSEG Group report from 18 November

The minutes of the meeting were noted

5, Finance and Resources

5.1 Finance Scrutiny Group Report and recommendations 12 Nov 20

Minutes of the meeting, presented by the FSG Chair, Imelda Galvin and supporting papers

The FSG had scrutinised

- The p2 (September) management accounts and cashflow forecast (provided)
- Progress against the Business Improvement Plan (provided)
- Soccer Chance Academy business case (provided)

The FSG had made a number of recommendations for improving the presentation of the management accounts, and was pleased to see that these had been included in the p3 (October) finance report. Suggestions for improving clarity and presentation further were invited from governors.

There had been a detailed discussion about an apparent discrepancy in the opening 20-21 cash balance, but this had subsequently been explained to the Chair's satisfaction.

Further work would be undertaken to ensure accurate unbudgeted costs relating to the termination of the lease on Baird Road was included in forecasts. Due to a technical issue, the Landlord had tied the college into a further potential five-year lease. Negotiations were nearing conclusion on a settlement sum, including dilapidations.

The forecast year-end financial health score had dropped further to 150, which remained within the range for Requires Improvement. Management had been tasked with producing a turnaround plan to improve the score.

The Business Improvement Plan report was agreed to be a comprehensive and clear tracker. Future versions would be RAG rated.

The Board considered the recommendation to approve the Soccer Chance Academy business case. It was accepted that this had been sought retrospectively and that stronger governance must be applied in future to ensure proper Board scrutiny and decision making. FSG was, however, satisfied that the case was robust, and that appropriate due diligence had been undertaken for the scale and duration of the project. Further due diligence would be undertaken should the college agree to enter into a longer-term contract with SCA.

RESOLVED: That the Soccer Chance Academy Business Case and Proposal be approved

5.2 Management Accounts p3 (October)
Supporting papers presented by the EDCS

The Board welcomed the improvements to the presentation, including the executive summary. Management reported that a briefer version would be made available to staff.

A concern was raised about the speed with which cost savings were being achieved and whether year end targets would be achieved.

It was acknowledged that the receipt of additional funding had boosted the cash position. This had to be spent by 31st March on repairs and maintenance. Governors asserted that there should be prudence around spending any cash freed up from the capital budget.

Management confirmed that all figures were inclusive of VAT

There was discussion of the governance schedule to ensure that the FSG had oversight of all monthly accounts.

AGREED: Management accounts monitoring schedule to be reviewed to ensure monthly oversight by FSG MD

5.3 Bank Loan

Supporting paper and presentation by the EDCS

The process for concluding the financial statements audit and approval of the financial statements was explained. This was dependent on gaining Board approval for the terms of the revised bank loan. Subject to Board approval, the auditors would be asked to support the going concern statement and to provide their final opinion. It was now considered unlikely that this work would be concluded to allow the financial statements to be signed by 31 December. It was, therefore, proposed and agreed that Special Audit Committee and Board meetings would be convened in the New Year to consider and approve all items listed on the agenda under Items 6 and 7.

The Board considered the two options presented for securitisation of the refinanced loan, along with the recommendation that the loan should be secured against Wood Street only at a slightly higher interest rate. This was shown to still be in line with interest rates paid by comparative FE Colleges.

The key features of the loan offer were presented and compared with the current loan. The term to 2033 remained the same. The higher interest rates costs were considered. However, it was recognised that the penalty break charges were not affordable.

Concern was expressed about the amount of headroom in the forecasts before covenants relating to cashflow and EBITDA were breached. Governors' concerns would be conveyed back to the bank with a view to negotiating more favourable covenant terms.

It was agreed that covenants should be included in the KPIs in the monthly management accounts to provide an early warning of potential breach.

Governors noted the advice provided in the paper on the provisions of s124 of the Charities Act 2011, pertaining to the requirement to obtain proper advice before entering into any agreement to mortgage land. It was noted that, although not a strict requirement for exempt charities such as colleges, this was considered advisable by the external auditors. Based on the internal advice provided by the EDCS and Finance Director, both of whom were financially qualified, the Board confirmed that the proposed loan terms satisfied the s124 criteria of being necessary, reasonable and affordable.

Assurance was sought that the representation of the debt as a current liability would not have adverse consequences although it would deflate the financial health score for the year. It was confirmed that the ESFA had been kept fully up to date with negotiations with the bank, and a copy of the letter of comfort from the bank would be shared.

RESOLVED: That the following be APPROVED

- **(i)** **the recommendation that the College proceed with a refinanced loan, secured against Wood Street**
- **(ii)** **the draft terms of the loan**

AGREED: That governor concerns regarding headroom on the covenants be fed back to the Bank to negotiate more favourable terms. EDCS

5.4 Partnerships register

The register had been produced as a recommendation by the internal auditors. It would be monitored on a six-monthly basis by the Audit Committee.

6. Audit and Risk: Audit Committee report and recommendations from 26 Nov

Further to the action agreed under Item 5.3, approval of the following would now be deferred to the Special Audit Committee meeting in the New Year to support approval of the Annual Report and Financial Statements

- Final External Audit Management Letter
- Final Annual Report of the Audit Committee 19-20
- Final Statement of Corporate Governance and Internal Control and going concern statement.
- Final Letter of Representations

The Board considered the remaining items for approval.

RESOLVED: That the following be APPROVED

- **i.** **The Internal Audit Annual Report 19-20**
- **ii.** **Regularity Self-Assessment Questionnaire 19-20.**
- iii. **Risk Management Annual Report 19-20 and Policy 20-21**

7. Annual Report and Financial Statements 2019-20

In accordance with the discussion under item 5.3, it was
AGREED: That approval of the final Annual Report and Financial Statements would be deferred to a Special Board meeting in January 2021

8. Governance and Policy

8.1 Search Committee Report and Recommendations

Supporting paper presented by the Chair of Search Committee

The Board noted that the candidates had each been through a rigorous three-step process leading to their recommendation for appointment. Both had skills and experience that the Committee considered would be valuable moving forward. There was then a thorough discussion during which induction and other development needs were covered.

RESOLVED:

(i) That Mark Sweeny be appointed as an external governor for a four year term of office, subject to DBS and other eligibility checks, with effect from 28 January

(ii) That Jenny Jarvis be appointed as an external governor for a four year term of office, subject to DBS and other eligibility checks, with effect from 28 January

9. Other urgent business

Governors provided feedback on the meeting mentioning the volume of paperwork, and the limitations of remote interaction.

10. Dates of forthcoming meetings

28 January Board Development Day (all day)
25 March, 20 May, 15 July 2021

The meeting closed at 21.26

Signed: …………………………………………………………………………..(Chair)

APPENDIX

SUMMARY OF PRE-BOARD BRIEFING 10 DECEMBER 2020
SAFEGUARDING AND PREVENT UPDATE

The presentation covered main activities during 2019-29 as well as the key areas of focus for 2020-21 and 21-22, and the impact of Covid-19 on these. The following key points were highlighted:

- The Safeguarding Policy had been updated to reflect the latest changes in Keeping Children Safe in Education (KCSIE), and provided greater clarity of the process for managing allegations against staff.

- Government Prevent Bulletins had identified a greater risk of radicalisation due to Covid restrictions, and vulnerable young people spending more time online. There had also been a decrease in referrals to the Channel team for young people and adults at risk of being radicalised during Covid. Staff were being required to be extra vigilant to the risk of exposure to negative online content, including fake news and hate speech. The colleges was disseminating guidance to staff through College Knowledge and E-stream, and was providing a series of workshops to students.

- A strong multi-agency approach including attendance at weekly Borough-level Designated Safeguarding Lead updates to identify local trends, and liaison with the police, to ensure a contextualised approach to safeguarding.

- An increased focus on online learning as an emerging area of concern with a move to a whole college approach to promoting online safety at home, including staff training and guidance and workshops for students to enable them to keep themselves safe and raise awareness of services available in their local area.

- An increased focus within KCSIE 2020 on peer-to-peer abuse, a key focus for Ofsted

- Working with local agencies to keep students safe outside of college.

- A cross college focus on wellbeing for students and staff, working with external agencies to meet the outcomes in the AOC mental health and wellbeing charter and to limit the impact of isolation.

- Close monitoring of students at risk of going missing from education through Promonitor, including the use of information from previous education settings, to enable early intervention support to be put in place.

- A focus on the further promotion of fundamental British Values through the curriculum

A priority for the past year had been to ensure robust safeguarding processes for students engaged in activity with partners, eg the NFL Homestay programme. Governors asked if this was driven by specific concerns. This was not the case but was a move to ensure consistency in approach and awareness across all provision.

With the Safeguarding and Wellbeing Committee, a Safeguarding Framework had been developed with an action plan that was reviewed continually. This would be shared with the Safeguarding Governor to monitor progress.

A review of IT software had been undertaken to ensure its effectiveness in filtering damaging content and assisting with online safety at college.

Guidance for staff for raising safeguarding concerns had been simplified.

In response to governors' questions, it was reported that the greatest areas of impact from Covid were on staff training and fitness to study in respect of identifying and supporting poor mental health to mitigate the impact on learning.

Safeguarding trends identified recently included sexualised behaviour in LLDD, mental health, and missing in education and the impact of this on vulnerable students. Governors asked if sexualised behaviour in LLDD was increasing as this was a common issue for these learners. This was linked to increased awareness among staff and, because of the high potential impact on other students and the risk to the students themselves, would involve an integrated approach with external professionals.

Governors commended the work that had been done to develop and improve processes but stressed the importance of embedding these throughout the organisation. This would be particularly challenging through the Covid restrictions. The programme of targeted staff training was designed to address this. The number of referrals at a departmental level was monitored to assess the impact of training. The number of referrals had increased considerably suggesting a significant impact.