MINUTES

Barnet and Southgate College Corporation
Governing Board Meeting
held on Tuesday 12th December 2023
at 18:10

Present

Adam Goldstein, Chair
Darren Mepham, CEO
Alex Middleton
Diane Moore
Chalene Scott
Jenny Jarvis
Imelda Galvin
Alessandra Almeida-Jones
Sue Baker
Mark Taylor
Thomas Streater
Daniel Yilmaz
Adam Morley
Elita Eliades
Tulay Rashid-Grant
Dominic Abbott

In attendance:

Maxine Bagshaw, Director of Governance
Neil Coker, Principal/Deputy CEO
Tracey McIntosh, Executive Director of Commercial Partnerships
James Russel, Interim Project Manager
Hiten Salva, Director of Finance
Phillipa O'Brien (for agenda item 3)

Item	Description	Action
1	**Preliminary items** **i. Apologies for absence** Apologies for absence were received from Cait O'Riordan, Hannah Sheath, Rouzbeh Faramarzian, Simran Vias Macias (student governor). New governors were welcomed to the meeting and round table introductions were made. **ii. Declarations of interest** Chair reminded everyone present to declare any interests that they may have on matters to be discussed. Declarations were noted from the two staff governors in relation to the proposal to extend their current term of	

	office from 2 to 4 years. No other specific declarations were made and standing declarations were noted. **iii. Quorum** Chair confirmed that the meeting was quorate.	
2	**Minutes of the previous meeting** Board considered the minutes of the meeting held on 17th October 2023 and were happy that they were an accurate record of discussions. AGREED: to approve the minutes of the meeting held on 17th October 2023. Board was happy to note the content of the matters arising tracker and all agreed that good progress was being made.	
3	**SAR 2022/23** Principal introduced this item and confirmed that the document has been through a very thorough validation process. He explained that, from the SAR staff have elevated 9 key elements which are considered to be a priority and progress against these will be reported to the QTSE Committee. He confirmed that there had been very thorough discussions and that, all feedback has been taken on board and the SAR updated accordingly. In general discussion, governors all agreed that there were clear areas identified for improvement with clear actions articulated. All acknowledged that there was good alignment between the SAR and the QIP, with the QTSE Committee clearly pushing the college in terms of outcomes and outputs. Challenge from one governor was that it would be helpful to see a read across between the 9 priorities and the KPI's set for this academic year (Principal, February 2023). AGREED: to approve the SAR 2022/23 as presented.	*
4	**HE Report** (Phillipa O'Brien joined the meeting for this agenda item) 1) <u>Annual report</u> Governors' attention was drawn to the detailed written report and it was explained that the document focuses on the content of surveys and also summarises compliance points in relation to OFS, adjudicator etc. One governor asked for an update in relation to the focus groups held in the first 6 weeks of the autumn term. Staff confirmed that they went well and that the NSS survey feedback is positive. Board was advised that a focus group, including business	

	students, had provided feedback identifying the online login at the library at Bolton College as being an issue. College was able to respond and address the issues very quickly. Staff confirmed that the focus groups were being effective in terms of ensuring learners know how to achieve predicted grades. One governor who works in the HE sector, acknowledged that the student satisfaction rates are excellent which means that the college is doing a fantastic job. Board was advised that NSS results have been consistently high year on year. One governor asked whether there is a HE action plan in place i.e. what is the strategic plan going forward and is there growth potential. Staff confirmed that there is a plan in place which includes growth between 2023 and 2026. College has curriculum and strategic planning meetings which are taking place and the HE growth areas identified are health care, science and creative industries. Board was advised that 2 HTQ's are planned for September 2024 recruitment in the areas of engineering and healthcare. Principal reminded that there is a capital bid attached to the HTQs and that creative industries is considered an opportunity to grow, however delivery of HE within FE generally is quite challenging. Finding the balance and building relationships is critically important. Board was reminded that delivery of HE in FE is very highly regulated which does come with its challenges i.e. both OfS and Ofsted, however staff indicated that OfS doesn't necessarily feel like an extra burden now as the college is used to the regulation, albeit that it involves very rigorous monitoring and engagement. One governor asked what the income generation position is for HE and how it compares to other colleges. Staff indicated that the contribution tends to be quite small when compared to the work required to meet regulatory requirements. Staff indicated that the college also delivers some Level 4 qualifications which sit outside OfS. One governor commented upon the relationship with Bolton University and asked whether other options have been or ought to be considered. They asked whether the relationship has been risk assessed. Staff indicated that no risk assessment has been completed to date, but it was acknowledged that maybe this would be worthwhile. Challenge from the board was to review, as a strategic relationship/partnership, and also consider contingency and/or continuity planning. Challenge from the board was to undertake some stress testing regarding key relationships, Bolton University being one of these. Staff advised that, whilst there is a college partnership register in place this has not been risk assessed yet and all agreed that this would be a helpful exercise. Staff indicated that the business qualification is a particular risk given the OfS focus on it. Challenge from the board was to really consider potential liabilities so that it is possible to front load and mitigate. Request from the board was for the QTSE Committee look at this in a little more detail (QTSE, 2024).	*

	AGREED: to note the content of the update provided. 2) <u>SED 2022/23</u> Board was happy to approve as presented. 3) <u>HE Information Policy</u> Board were happy to approve as presented. (Phillipa O'Brien left the meeting at 6.45pm)	
5	**Edmonton Green relocation** The Interim Project Director drew governors' attention to the report provided and explained that this is a 'state of play' update. Key matters highlighted were: • This is the colleges 4th site, • Delivery is primarily ESOL, • College is looking to find new space, • Lease expires in March 2025, • There are currently three options being considered, • In relation to option 2, a site in Ponders Green has been identified with property visits having being completed twice and these are starting to inform considerations. • There is also an option 4 which is discontinuing Edmonton Green provision. • Team is now starting to review the provision in more detail, including: - Need - Competitors - Growth - Does provision add value to BSC • Team are completing data analysis which will inform decisions Chair of the PSSG confirmed that, at the recent meeting, this had been reviewed in detail with it being acknowledged that it is worth 'taking a breath' so as to look at not just where the college currently is but also where it wants to get to. He thanked the team for adding in the option 4 as this would 'avoid the tail wagging the dog'. Governors all agreed that it was important to look at how easily other providers could assimilate the activity so that learners are not disadvantaged. Challenge from the board was that, at the next meeting they would need to see all of the financials which sit behind the options being considered (Interim Project Manager, February 2023). Challenge from the board was to provide a holistic view, including: - What BSC does - What do competitors do	*

	- Do we want to increase market share - Partnership options - Demographic influence - In relation to this, staff indicated that postcode mapping has taken place and it is clear to see that there is a very small travel to learn pattern - Delivery models e.g. online rather than face to face - Staff indicated that language learning is quite challenging if provided entirely online. AGREED: to note the content of the update provided.	
6	**CEO's Report** Board was happy to take the detailed update as read. CEO specifically indicated that, in relation to the accountability statement, the ESFA have confirmed that they are not changing their processes and therefore college will continue to track as it has done previously. When considering the 2023/24 KPI progress update, one governor noted that there were a number of red flags in relation to quality indicators and it was agreed that there is a need to make sure that these are raised for more detailed discussions at the QTSE meetings (Principal, 2024). Principal confirmed that the board level KPIs are a subset of 92 KPIs that management regularly monitor. One governor asked for the rationale behind the board level KPIs extracted from the 92 i.e. why these? CEO indicated that it is for a number of reasons, including: • To make them more accessible • A focus on the less esoteric • They are clear enough to stand on their own • Growth targets are much more episodic One governor noted that in relation to the 'high risk' students the number is increasing, and they asked whether there is a ceiling on numbers given the support needed by them. Staff confirmed that there is no ceiling and that the numbers have to be taken as part of the bigger picture and, often it is a positive to identify high risk students early so that staff can intervene to ensure that they achieve. One governor asked whether there is any sense of what college capacity could be. It was explained that this is impacted by personal tutor caseloads, although they do have wraparound support from other areas e.g. safeguarding and mental health services. Staff assured that there are quite a number of triggers which are effective. Question and challenge from the board was that there are a number of red RAG rated items relating to quality and performance and these therefore need to be a focus. In relation to SMART targets governors asked whether the college should not have 100% control on this. Staff acknowledged that it	*

	should, and assurance was given that they are a real focus for ELT as it is a concern. Governors were advised that ELT have some concerns regarding the rigor of the data provided and also the position in relation to minimum target grades (MTG). Staff confirmed that there is much improved access to data this year and that this is a shining a spotlight much earlier on areas of concern. Senior staff have a much clearer picture and are using this to question and challenge within the organisation. When considering KPIs more generally, one governor asked whether monthly reports to governors would be helpful. One governor also asked whether there are measures to assess whether the college is meeting its tactical growth aim, albeit it was acknowledged that this is wider than the 92 KPIs which relate to 2023/24. Staff expressed the view that the accountability statement covers the 9 key growth areas and that, the response by curriculum areas to the curriculum strategy in the new year will give a broader view on growth. Staff confirmed that it is possible to report on 2024/25 growth as the provision is already being marketed in relation to this. Taking the KPIs as a whole board all agreed that the areas to be concerned about and monitored include: • Attendance • SMART targets • Minimum target grades One governor asked what defines an 'at risk' student. Staff confirmed that there are a mixture of triggers including attendance, submission of work and whether they are on track. Request from the board was for QTSE to look at 'at risk' students in a little more detail given the high numbers (QTSE, 2024). Suggestion was to focus in where there are areas where several triggers/risks are converging. Staff confirmed that there are QRM meetings at curriculum level which have a focus on high/at risk students. Suggestion made was for governors to be invited to sit in on one of these meetings so that they can see the process. Suggestion was to consider this as part of the broader governor engagement activity options. Before concluding discussions, challenge from one governor was whether or not the 'employer engagement' piece is light and whether or not there should be more than 'placements' monitored and measured. AGREED: to note the content of the update provided. (Chalene Scott left the meeting at 7.15pm).	*
7	**Principal/Assistant CEO's report** Governors' attention was drawn to the update provided in relation to sustainability and it was explained that it now includes reference to the AOC code which makes governor responsibilities	

	in relation to this clear. Proposal made and accepted by the board was that Jenny Jarvis would be the lead governor in relation to this. Board then considered the progress being made to review vision, values and strategic priorities and Principal confirmed that he had recently had a useful meeting with a small group of governors to inform thinking. Intention is to replicate this again. Work started yesterday on the purpose statement, with the vision separated out. Proposal is to schedule in a governor workshop for one hour to look at 'purpose', with the workshop being in the first or second week in January if diaries allow. Intention then is for this to flow into the March 2024 development/strategy day planned, which is when the board will be asked to validate the work completed. AGREED: to note the content of the update provided.	
8	**2022/23 Financial Yearend** The Director of Finance presented a number of documents, and he explained that all have been reviewed in detail by both the Finance and Audit & Risk Committees. Key matters highlighted were: • Overall a clean external audit opinion, • There are no issues or concerns regarding going concern, • Only issue is a regularity point made regarding MPM permissions sought. College has still not heard back on the second submission made in relation to this. Response to first submission from the ESFA was that the transaction was novel, contentious and/or repercussive and that they would not have given their permission. • There are two aspects still outstanding from the ESFA - First is debt write off – this is not particularly contentious or unusual, - Second is in relation to payment of strike pay with a value of £26k. College does not intend to retrospectively take any action regarding this payment. College has tried to seek reassurance regarding potential consequences with the ESFA and has been very transparent and, on this basis, it is not envisaged that there will be any potential negative impact. One governor queried why the college reported the position regarding strike pay. Director of Finance indicated that the disclosure was made rather than waiting for auditors to identify it and it and it then become an issue in the audit process. View of the ESFA is that the college could potentially have set a precedent in terms of paying strike pay and therefore this could be considered repercussive. Challenge from the board was that the college will need to be very cautious regarding any MPM requirements next year to avoid a similar situation and/or risk arising. It was acknowledged that each of the sub-committees have been very clear in terms	

	of expectations between the board and the executive in the future, with anything that could potentially have MPM implications requiring consultation with the board rather than an executive operational decision. Director of Finance highlighted several other matters, including: • Finance Committee had a detailed discussion regarding going concern and were satisfied to recommend to the board that it will remain a going concern for the 12-month period following signing of the accounts. • 2023/24 should see additional income of between £340-£380k on the basis that 16-18 students numbers are 109.8%. One governor asked what the banks position is in relation to the regularity statement. Director of Finance confirmed that they will look at the audit opinion overall which is not qualified. Governors asked what the position is in relation to bank covenants. Director of Finance confirmed that the college is well within the parameters and has not asked for any extensions. He explained that the period 4 reforecast is showing a better position than budget, even without the in-year growth funds and therefore the college is unlikely to be anywhere near breaching the covenants. Board when considering cashflow noted the assurance given following committee discussions. It was confirmed that auditors viewed the audit as having gone very smoothly with very few changes and any that were required were minor. AGREED: a) To approve the 2022/23 Financial Yearend Statements as presented, b) To approve the Letter of Representation as presented, c) To agree that the college remains a going concern, d) To note the content of the 2022/23 Audit Committee Annual Report, e) To approve the Regularity Self-Assessment Questionnaire as presented, and f) To note the content of the external audit management letter	
9	**Student Governor Report (Autumn term)** Chair thanked the student governors for the helpful report that both had created and invited any aspects to be highlighted. Student governor noted a number of aspects, including: • Security - which he described as students feeling sometimes is 'too forceful'. This is specific to Barnet Campus. Whilst security is present there are some students who have little confidence that they are 'up to the job'. • Students using toilets to avoid classes. • Batteries in clocks in classrooms not working.	

	One governor asked how confident students are in terms of the lines of communication with the senior team and with governors. Student governor indicated that he personally is very comfortable and confident but that not all students use their initiative and therefore potentially some guidance would be helpful to better inform the general student population. In relation to security, the Principal indicated that the new company is only one term in to their contract and that they have very definitely increased their presence. He indicated that, as the contract 'beds in' the intention is to continue to speak to them in light of student feedback. Governors queried whether the issue is roles, boundaries etc. or whether it is more a communication piece required. Principal acknowledged that it is a mix and that there is a balance that needs to be struck. Student governor indicated that on occasions it is an issue of demeanour/communications e.g. simply saying good morning or have a good day. It was acknowledged that, as this is a completely new contract with a new firm and personnel, there is a need to closely monitor this. AGREED: to note the content of the update provided. (Daniel Yilmaz left the meeting ay 7.50pm) Governors indicated that it is important to cross reference back to the comments made by students in the earlier session. One of the things that is now clear is that students generally have very little understanding of governance and therefore there is a need to better prepare students to become student governors. Suggestion made was for a small promotional video to be created when going out to recruit on the next occasion. Challenge from one governor was to think about the barriers that may exist, and one example given was getting home late at night. One governor commented that there is an Open University leadership course which may be helpful.	
10	**Report from the QTSE Committee** Committee Chair drew governors' attention to the committee assurance report (heat map) and the detailed minutes of the meeting held on 13th November 2023. She confirmed that only the aspects discussed at the meeting are coloured on the scorecard. Safeguarding lead governor advised that she had met with the DSL and the Principal and have now agreed a frequency for meetings, with the next planned session being consideration of systems and processes. Intention is to work through the governor's audit tool and undertake a gap analysis. She confirmed that she has completed safeguarding training. Meetings with students have been arranged to triangulate the information provided. One governor referred to the learner excellence survey and specifically the fact that 96% 'feel safe' whereas 1.4% disagree strongly with this comment. Governors were advised that there	

	was a 2700 student response rate and that those 4% who didn't confirm that they feel safe are being tracked. Boards attention was drawn to the updated Safeguarding Policy and the recommendation from QTSE to approve. AGREED: a) To note the content of the committee assurance report, b) To note the detailed minutes of the meetings held on 13th November 2023, c) To note the content of the safeguarding report, and d) To approve the updated Safeguarding Policy as presented.	
11	**Report from the Property Strategy Steering Group** Group Chair drew boards attention to the committee summary note, minutes of the meeting held on 14th November 2023 and the project update report. He was able to give an update in relation to Tudor Hall and indicated that there have been two viewings for potential purchase earlier in the day. The boards attention was drawn to some of the issues identified in the meeting notes and it was confirmed that PSSG will continue to monitor developments in relation to this. One governor asked for timescales regarding potential Southgate disposal given that there is potentially a 'ticking clock'. Staff advised that access to W Block has been identified as an issue and that a prescriptive easement needs to be sought. Depending on an outcome, this may mean a divergence between the north and south parts of the site. Challenge from governors was to be mindful of the impact that the property strategy may have on other associated college strategies. AGREED: a) To note the content of the committee summary note, b) To note the content of the minutes of the meeting held on 14th November 2023, and c) To note the project update report.	
12	**Report from the Audit & Risk Committee** Committee Chair introduced this item and drew governors' attention to the summary note and minutes of the meeting held on 21st November 2023. Key matters highlighted were: • The Audit and Risk Committee annual report is a useful summary, • Six different types of audit completed in the year, • There have been improvements in tracking actions and ensuring that they are completed. • Cyber report provides a basis for future self-assessment. When considering the risk register, challenge from one governor was whether MPM compliance needs to appear on the risk register. Staff expressed a view that, not at a strategic level but certainly at an operational level. Director of Finance confirmed	

	that MPM detail is now included within the Financial Regulations so that there is clarity regarding processes and expectations. It was acknowledged that, MPM potential and actual transactions are scheduled as a standing agenda item for Audit and Risk Committee and therefore full board will have sight of it at each meeting through the summary note and meeting minutes. AGREED: a) To note the content of the committee summary note, b) To note the minutes of the meeting held on 21st November 2023, c) To note the Risk Register d) To approve the board assessment of fraud risk, e) To approve the updated Hospitality Policy, and f) To approve the updated Anti-Bribery Policy.	
13	**Report from the Finance Committee** Committee Chair referred to the summary note and the detailed minutes of the meeting held on 29th November 2023. He confirmed that a number of aspects were considered, including: • Going concern • Management accounts, with the position trending positively • Additional in year funding • Opportunities • Positive student numbers Boards attention was specifically referred to the recommendation to vary one subcontracting allocation, which is in relation to the DSL allocated bursary. Proposal is to increase the subcontract value for an existing sub-contractor. AGREED: a) To note the content of the summary note, b) To note the content of the detailed minutes of the meeting held on 29th November 2023, c) To note the October 2023 Management Accounts, d) To note the content of the ESFA financial dashboard, and e) To approve the variation to the subcontracting allocations as proposed Board was also happy to note the minutes of the joint Audit & Risk and Finance Committee which took place on 4th December 2023.	
14	**Report from the Search and Governance Committee** Committee Chair referred to the summary note and also the minutes of the meeting held on 6th December 2023. It was explained that most of the meeting focused on the external governance review with a very thoughtful report presented. Observations completed by the reviewer were limited but were sufficient to be able to produce a report that the college recognises. Intention is to circulate to all governors in the new	

	year, with the Search and Governance Committee due to meet again to draft action plan proposals for Board discussion and contribution. Board was asked to note updated committee membership for 2024 and also: a) Approve the adoption of the new AOC Code of Good Governance b) Approve 2-year extensions to current staff governor tenures. AGREED: a) To note the content of the update provided, b) To approve the adoption of the AOC Code of Good Governance, and c) To approve 2 year extensions for current staff governor tenures taking them to 2026.	
15	**AOB** There were no items of additional business requested. (Staff left the meeting at 8.15pm)	
16	**Confidential items** It was agreed that confidential items would be recorded on a separate basis.	
17	**Date and time of next meeting** This was confirmed as 19th February 2024 at 6pm	