

The Henley College Board

MINUTES of the Meeting of the Board held on Monday 5 December 2022 at 17.00 at Riverside Pavilion, Phyllis Court, Henley-on-Thames		
BOARD: Mike Ashton Rebecca Chandler-Wilde Brian Fennelly James Lingard Jo-anne Elliott Lizzie Firth Asma Jahan Tim Lincoln Vince Maltese Chris Murray Rena Rani Andrew Unsworth Charles Wiggin Jackie Wilcocks	Chair Independent Member Independent Member/Vice Chair Independent Member/Vice Chair & Safeguarding Lead Parent Independent Member Staff Independent Member Independent Member Independent Member Independent Member Staff governor Independent Member Parent	CLERK: Jacky Gearey SLT BY INVITATION: Eamonn Egan - Vice Principal (VP) Mark Griggs – Finance & Resources Controller (FRC)
Item	Minutes	Action by
	Opening of Meeting and Welcome Chair opened the meeting at 17.00 and welcomed the two new parent governors Jackie Wilcocks and Jo-anne Elliott to their first meeting.	
	Apologies for Absence Apologies had been received from: 1. Satwant Deol – ill 2. Claire Bovill - work	
	Declaration of Interests 1. Lizzie Firth - Director of Accreditation and Standards at Pearsons 2. Rena Rani - consultant at London Southeast Colleges Group. There were no other declarations of interest.	
2.1	Minutes of Previous Meeting (i) Minutes of meeting of 10 October 2022; and (ii) Remote decision issued 3 November 2022 The Board approved the following as accurate records of the meeting held and decision issued: <ul style="list-style-type: none"> • Minutes of 10 October 2022; and • Remote decision issued 3 November 2022 Resolved that: (i) the Board approved the minutes of 10 October 2022 as accurate records of the meeting held. (ii) the Board approved the minutes of the remote decision 3 November 2022	
2.2	Matters Arising from the Minutes (unless covered by the agenda)	

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	<p>Item 1.2 - To monitor and assess the effectiveness of the talent programme and advise Board accordingly – VP would take this on and advise accordingly.</p> <p>Item 1.3(b) - look at the timings of the Enrichment timetable to try to ensure there are minimal clashes with the academic timetable. VP advised that enrichment options would be represented in January 2023. Item now closed.</p> <p>All other matters had been closed off and there were no further matters arising.</p>	
2.3	<p>Principal's Report</p> <p>In the Principal's absence this was taken as read. It was also agreed that going forward and in light of comments made at the Board Performance Away Day that if the SLT wished to highlight or draw the Board's attention to a particular issue then this could be done via this report.</p> <p>Resolved that the Principal's Report was received and noted by the Board</p>	
2.4	<p>Student Governors Report</p> <p>The student governors gave a presentation covering:</p> <ol style="list-style-type: none"> 1. consideration to be given to a four day working week with 2 hour lessons instead of the one hour tabled, it was felt that this would be a more productive and efficient use of time; 2. there was now access to a nurse which was helpful and allowed students to speak on a more personal level; 3. the student union numbers was now increasing after a hiatus in numbers. The Board asked about this with the explanation that this was in part due to Covid and also a lack of awareness of its existence; 4. New roles had been created covering a social media team and events manager; 5. A new students newsletter run by the students with relevant articles. The Chair asked if a copy of this either in hard or soft copy could be brought to the next meeting; and 6. Community engagement – plans in place for student elections, work with Pathways and looking at getting involved with local charities to raise awareness. <p>Finally the Board asked if the students were getting enough support from the College which they said they were, and the Chair thanked them for their report.</p> <p>Resolved that:</p> <ol style="list-style-type: none"> (i) the Student Governors' Report was received and noted by the Board (ii) Students to bring example of the student newsletter to the next meeting 	
2.5	<p>Committee reports & documents for approval.</p> <p>Due to the number and size of documents in the board pack, all governors had been advised in advance that all papers concerning the approvals had been stored on SharePoint together with exec summaries. The Chair therefore asked that all papers were to be taken as read. The Board was asked to comment on each of the following before approval was sought.</p> <p>Audit Committee Annual Report – the Chair of Audit advised that the report summarised the work of the Audit Committee during the last academic year, ensuring an adequate program of assurance was in place at the College with respect to financial controls and reporting. Whilst three internal audits had been completed in the year, only two were provided with levels of assurance as the IT Cybercrime was a follow up review from 2020/21. The audits covered:</p> <ul style="list-style-type: none"> • Finance Control – substantial reassurance 	

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- Learner Numbers - reasonable assurance
- ICT – Cybercrime Audit Follow up – no assurance given

As a point to note although not part of this report, the issue of a committee member having relevant audit experience was brought up as a member of the committee had stepped down. The Chair asked the Board to reach out to any suitably qualified person and for any such expressions of interest to be sent to him and the Clerk by 20 December 2022.

External Audit Post Audit Management Report (PAR) 2021/2022 – Buzzacott, the external auditors advised that both the audit and regularity assurance were clean and there was nothing outstanding and no adjustments to be made. The financial assessment was outstanding, and the auditors concurred with this. For information and noting, Buzzacott advised that:

- sector wide, monitoring finance was currently very challenging and that going forward the external auditors will also be looking at the IT controls around financial statements; and
- there was still no decision on whether FE colleges will be reclassified as public sector. This has now been confirmed as taking place.

The Board were asked to take note of the contents of the report and if there were any questions, these would be addressed to the Chair of Audit. The Board commented that the report was concise and a good read and there were no questions.

Letter of Representation 2021/2022 – this was a standard document as presented to be signed off.

Annual Fraud Assessment Report – no issues were raised.

The Audit Committee Annual Report, PAR, Letter of Representation, Regularity Self-Assessment Assurance and Annual Fraud Assessment Report were approved by the Board.

Risk Management Policy – there was one minor change regarding the scoring of risks which was approved by the Board.

Health & Safety Policy & Annual Health & Safety Statement – there was one minor textual change to a job title otherwise no other changes. The annual HS statement to be signed by the Chair and Principal, both were approved by the Board.

Risk Register – the FRC advised that the register had been reviewed at the audit committee meeting and reference was made to a change in terminology and some new risks which will be added and advised to the committee. The Chair did ask whether it might be possible to have a strategic high level risk register going forward, this to be considered by the audit committee.

Internal Audit Annual Report 2021/22

TIAA the internal auditors had carried out three reviews over the year, one of which was not assigned a level of assurance as it was an IT Cybersecurity follow up review. The other two reviews (Financial Controls and Learner Numbers) were designed to ascertain the extent to which the internal controls in the system were adequate to ensure that activities and procedures are operating to achieve the College's objectives. Substantial assurance was provided for financial controls and reasonable assurance for learner numbers. The internal audit annual report for 2021/22 was approved by the Board.

The Chair asked if there were any points that the Board wished to raise before going onto the next items. There were none.

Resolved that the following were received and approved by the Board:

- **Audit Committee Annual Report for 2021/2022**
- **External Audit Post Audit Management Report 2021/2022**
- **Letter of Representation 2021/2022 for signing**
- **Regularity Self-Assessment Assurance for signing**
- **Risk Management Policy**

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	<ul style="list-style-type: none"> • Health & Safety Policy • Health & Safety Statement for signing • Internal Annual Audit Report 2021/22 • Updated risk register for noting only <p>Resolved that the Board Members to notify either the Chair or Clerk by 20 December 2022 of any person with relevant audit experience who would be willing to join the audit committee as a co-opted member.</p> <p>Report and Financial Statements 2021/2022 – the FRC endorsed by the Chair of Finance & Resources, advised the Board that the accounts had been subject to external audit and the outcome was that the accounts were “unqualified” in terms of audit opinion. The external auditors provided assurance regarding the accuracy of the Financial Statements and concurred with the financial assessment of outstanding. A surplus of £6m was posted but did not reflect the true position of the College because of the way the actuaries have viewed the defined benefit pension liability, the actual operational surplus was £353k. There were no questions from the Board and the Financial Statements were approved.</p> <p>Resolved that the Report and Financial Statements 2021/2022 were received and approved by the Board and sign off by the Chair and Principal</p> <p>Annual Report on the use of the College Seal – the Board noted that there had been no use of the Seal for 2021-22.</p> <p>Resolved that the Annual Report on the use of the College Seal was received and noted by the Board</p> <p>College Self-Assessment Report (SAR) 2021/2022 The College SAR had been extensively reviewed at the QS committee meeting 21 November 22. The 2021/22 self-assessment grades were presented for approval, details had been provided within the report covering: the increase in the number of students enrolled, the percentage on Level 3 (53% taking A-levels and 47% vocational diplomas), Level 2, Level 1 and high needs students. The overall effectiveness self-assessment grade of “Good” was awarded provisionally for 2021/22 and the criteria followed Ofsted’s inspection framework categories. For reassurance each of the sections had been reviewed and the VP challenged on the key strengths and areas of improvement and the committee had concurred with the provisional grading provided of good. The Board did reference the attendance level and this addition in the QIP and the outcomes in GCSE Maths with the VP providing further information on this. Asked if there was a separate strategy for GCSE English and Maths, the VP confirmed there was one in place. In essence the Chair and Board said that it was a very good report and approved the SAR and the grading of “Good”.</p> <p>Safeguarding Policy - for reassurance the VP advised that the policy was compliant with the ESAT template, and the Safeguarding Lead Governor confirmed that it had been reviewed extensively at the recent QS committee meeting. The Board approved the policy.</p> <p>Resolved that the following were received and approved by the Board:</p> <ul style="list-style-type: none"> • The College Self-Assessment Report 2021-2022 • Safeguarding Policy 	
2.6	Financial Update	

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	<p>The management accounts for October 2022 were received and noted. The Chair of F&R advised that there were no issues as this was only the third month of the academic year.</p> <p>Resolved that the Management Accounts for October 22 were received and noted by the Board.</p>	
2.7	<p>Safeguarding & Prevent</p> <p>The safeguarding report was present for information. The Safeguarding Lead Governor reassured the Board that this report had been covered in depth at the recent QS committee meeting and there were no issues to draw to the Board's attention.</p> <p>There were no further comments.</p> <p>Resolved that the Safeguarding and Prevent Report was received and noted by the Board</p>	
2.8	<p>Update Strategic KPIs and Strategic Tracker</p> <p>The KPIs have been updated for the start of 2022-23, where known, however, certain data will not be available until the submission of the R04 return on 6 December 2022. The pay cost ratio was below the 70% FEC benchmark due to under-recruitment this year. The pay award for 2022-23 had not as yet been applied. Additionally, sustainability had been discussed and an in-year tracker has been generated and will be shown at the next board meeting. The Chair said that against the KPIs (including benchmarked information on attendance performance) the explanation on calibration was useful.</p> <p>Strategic Tracker tool demonstrates how the College views its delivery of the Strategic Plan. The FRC advised that a separate 'in year' tracker showing progress by term and what additional actions are needed to get back on track, is almost completed. This will be available at the next meeting with actual data for the first term. any concerns there were none.</p> <p>Update on quality improvement review – this was covered under item 2.5</p> <p>The value proposition had been discussed at the Board Performance Away Day following a workshop with the members of the staff at the College.</p> <p>Resolved that:</p> <ul style="list-style-type: none"> (i) The updated Strategic KPIs and Strategic Tracker had bene received and noted by the Board (ii) FRC to provide a separate 'in year' tracker at next board meeting 	
2.9	<p>HR Update</p> <p>A new Director of HR has at last been appointed in a very difficult market and is expected to be in post in January 2023.</p> <p>The report on the Staff survey showed that staff were proud to work at the College and considered themselves valued members of high-performing teams. They appreciated the autonomy they have, believe that students are successful, and that the College has a good future. The clear developmental theme is:</p> <p>The importance of all working together as one college, communicating and collaborating in a highly effective way and addressing underperformance with the College values (Value Proposition & HEART) to serve as a golden thread through everything that the College does, anchoring the decisions made and shaping behaviours.</p> <p>The Chair said that this was a better action plan centring on communications and engagement but that it was essential that this be monitored. Whilst it was appreciated that</p>	

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	<p>this could be difficult to check this could be done through a pulse survey and it was asked when this would go out. The VP agreed that that this will be actioned but could not say when. Additionally for reassurance the Board asked to have an HR strategy to address this.</p> <p>The Board asked about the issue about the strikes associated with staff pay awards. VP reassured the Board that the focus groups attended by many staff acknowledged the important aspect of financial probity, re-iterating that the strikes were against the Government and not the College. The Chair emphasised that it was essential to have an updated sitrep on this.</p> <p>Resolved that:</p> <ul style="list-style-type: none"> (i) the HR update was received and noted by the Board (ii) VP to advise on whether a pulse survey is to be undertaken in the new year. (iii) an HR strategy to be produced for the Board concerning an action plan centring on communications and engagement (iv) updated sitrep to be provided to the Board on any further strike action affecting the College going forward 	
2.10	<p>Internal Audit</p> <p>Internal annual audit plan for 2022/23 was presented for information and it was agreed that it will cover:</p> <ul style="list-style-type: none"> • Governance – strategic control • ICT – Ransomware and Access Controls; and • Financial - key financial controls using IT <p>A new member for audit committee was required, as previously mentioned under item 2.5 there was a requirement to have an additional member of the committee who had relevant audit experience. The Chair of Audit asked for any expressions of interest with the Chair asking members of the Board to see if anyone from their network might be interested and for the Chair to be advised within the next 2 weeks.</p> <p>The use of college emails was covered with the Clerk advising that any difficulties with logging in should be addressed to IT who will reset the passwords.</p> <p>Resolved that the Internal Audit update was received and noted by the Board</p>	
2.11	<p>Board Governance Self-Assessment Report (SAR)</p> <p>This had been discussed at the Board Performance Away Day in detail. As noted, the KPI for the effectiveness of the Governing Body is measured through the annual board performance self-assessment, which all governors were asked to complete over the summer break. This year 10 out of 17 governors were able to complete the survey. A target of 80% was set for governor satisfaction with the effectiveness of the Board. The KPI was to be calculated by assigning values to responses i.e. fully satisfied: 3; largely satisfied: 2; partly satisfied: 1 and not satisfied: 0. Overall satisfaction was recorded as 2.45 (81.7%). The overall score was, however, significantly influenced by the inclusion of the responsibility for environmental sustainability which governors were far from satisfied that they had discharged.</p> <p>Satisfaction with the Governing Body's oversight of the College response to Covid was high at 2.3 (76.7%). These results do not, however, contribute to the KPI.</p> <p>The responsibilities in relation to which governors expressed the highest levels of satisfaction were:</p> <ul style="list-style-type: none"> • adopting a financial strategy and funding plans which are compatible with the duty to ensure the sustainability and solvency of the College (2.8 or 93.3%); • being collectively accountable for the business of the College, taking decisions on all matters within its duties and responsibilities (2.5 or 83.3%); • ensuring that there are effective underpinning policies and systems, which safeguard 	

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	<p>students and facilitate the student voice (2.4 or 80%);</p> <ul style="list-style-type: none"> • fostering exceptional teaching and learning (2.4 or 80%); • ensuring that there are organised and clear governance and management structures and a process for regularly reviewing governance performance and effectiveness (2.4 or 80%); • formulating and agreeing the mission and strategy including defining the ethos of the College (2.3 or 76.7%); <p>The responsibilities associated with the lowest satisfaction scores were:</p> <ul style="list-style-type: none"> • designing a robust environmental sustainability strategy and adopting standards and frameworks which enable effective implementation (1.5 or 50%); • meeting and aiming to exceed statutory responsibilities for equality and diversity and promoting inclusion (1.9 or 63%); • ensuring that the College is responsive to stakeholder needs by adopting a range of strategies for engaging with communities of place and practice (1.9 or 63%); and • ensuring that effective control and due diligence are exercised in relation to all matters including acquisitions, subcontracting and partnership activity (2.1 or 70%). <p>Overall attendance was 90%, compared with 80% in 2020-21. Average governor attendance at all FE and Sixth Form Colleges in England was 87.8 % in 2020-21 and 82.9% for 2021-22. By this measure, The Henley College has improved and is now within the top 10% of colleges nationally.</p> <p>The Board approved the Governance SAR.</p> <p>Resolved that the Board Governance Self-Assessment Report (SAR) was received and approved by the Board</p>	
2.12	<p>Committee feedback</p> <p>The Chair asked for the Chairs of the following committees for feedback from their respective committee meetings albeit much had previously been covered under items 2.5 and 2.10.</p> <p>Audit Meeting – 7 November 22 – all covered under item 2.5 and 2.10</p> <ul style="list-style-type: none"> • Post Audit Management Report 2021/22 and Letter of Representation • Internal Annual Audit Report 2021/22 and Plan for 2022/23 • Risk Management • Health & Safety • Annual Report of the Audit Committee <p>Finance & Resources Meetings – 3 November and 15 November 22</p> <p>3 November 22 - to discuss the staff pay award and the capital bids projects bid.</p> <p>15 November 22 - to discuss the following</p> <ul style="list-style-type: none"> • Statutory accounts for 2021/2022 discussed under item 2.5 • Management Accounts for September 2022 – no issues raised • Student Union Accounts for 2021/22 – Student Union fund had had little movement for the year. • Estate & Infrastructure Projects Update: Several items associated to the Estates & Infrastructure Strategy plan had been progressed. • Annual Report on the use of the College Seal covered under item 2.5 <p>QS Meeting – 21 November 22</p> <ul style="list-style-type: none"> • Safeguarding & Prevent to include the Safeguarding Policy – Policy covered under item 2.5 and November update provided and noted under item 2.7 	

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	<ul style="list-style-type: none"> • College Draft Self-Assessment Report 2021/22 covered under item 2.5. • Quality Improvement Plan (QIP) 2022/23 – RAG rated areas for improvement covering intended outcomes, actions, owners, target dates, how the issue will be monitored, progress and impact. • Spotlight on Curriculum - the report provided a progress update on some of the steps taken this year in meeting the strategic aims of the strategic plan under the headings of Students, Stakeholders, and Growth and Innovation. <p>Resolved that the committees' feedback were received and noted by the Board</p>	
2.13	<p>Any Other Business There was no other business.</p>	
2.14	<p>Board Engagement -14 November 2022 The new Governor Engagement Programme had been arranged by the Principal and Chair. The aim was for governors to find out what it was like to be a student or a member of staff at the College. Several of the governors had attended and it had been a very successful event with positive feedback received through an evaluation survey with the consensus that it was worth repeating once a term. The Chair said that this had been extremely valuable, and it will be incorporated as an ongoing part of initiative to build high levels of governor engagement. One comment raised concerned the possibility going forward to rotate the number of governors on these engagement programmes as a full compliment of governors, although unlikely, might become difficult to administer.</p> <p>Resolved that the update on the Board Engagement Programme -14 November 2022 was received by the Board</p>	
2.15	<p>Board Conduct of Meeting The Chair re-iterated the comments made at the Board Performance Away Day concerning streamlining the papers and providing concise one page executive summaries which would free up more time for discussion and debate.</p>	
2.16	<p>Items to be taken forward to next board meeting: None.</p>	
	<p>Date and Time of Next Meetings:</p> <ul style="list-style-type: none"> • 30 January 2023 • 27 March 2023 • 3 July 2023 	
	<p>Close of Meeting The meeting closed at 18.40</p>	
	<p>MINUTES of the meeting held on 5 December 2022 were agreed and accepted as a true and accurate record held</p>	