

## The Henley College Board

### MINUTES of the Meeting of the Board held on Monday 3 July 2023 at 18.00 at D133, Deanfield Campus, Henley-on-Thames

Item	Minutes	Action by
<p><b>BOARD:</b> Mike Ashton Claire Bovill Rebecca Chandler-Wilde Satwant Deol Jo-anne Elliott Lizzie Firth Asma Jahan James Lingard  Vince Maltese Chris Murray Rena Rani Charles Wiggin Jackie Wilcocks</p> <p><b>Chair</b> Independent Member Independent Member  Principal Parent Governor Independent Member Staff Governor Independent Member/Vice Chair &amp; Safeguarding Lead Independent Member Independent Member Independent Member Parent Governor</p> <p><b>CLERK:</b> Jacky Gearey</p> <p><b>SLT BY INVITATION:</b> Eva Dixon – prospective governor Eamonn Egan - Vice Principal (VP) Mark Griggs – Finance &amp; Resources Controller (FRC) Liz Guerin – Head of HR Tim Lincoln – departing governor</p>		
	<p>Before opening the meeting, the Chair made a presentation to the departing governor Tim Lincoln who had, since the last meeting, decided to step down after 4 years in the role. The Chair wanted to express his thanks and that of the Board for all his support and the challenges and robust discussion which he initiated, all of which contributed to making the College better. As the departing Senior Independent Governor, Tim Lincoln is to be replaced by Rebecca Chandler-Wilde.</p> <p>The Chair also wanted to thank the Principal, Vice Principal, the FRC, Head of HR, members of the SLT and staff for all their work throughout the year and in particular the achievement and recognition gained from the recent Ofsted inspection.</p>	
	<p><b>Opening of Meeting and Welcome</b> The Chair opened the meeting at 18.20.</p>	
	<p><b>Apologies for Absence</b> Apologies had been received from:</p> <ol style="list-style-type: none"> <li>1. Brian Fennelly</li> <li>2. Andrew Unsworth</li> </ol>	
	<p><b>Declaration of Interests</b> All declarations of interest for the attending governors were in the Register of Interests. No other declarations of interest were made.</p>	
5.0	<p><b>Appointment of Governor</b> Ms Dixon was asked to leave the meeting at 18.25. The Chair advised the Board that Eva Dixon had an extensive background in education and finance had been interviewed by members of the Governance &amp; Search committee all of whom recommended Ms Dixon to the Board for appointment. Board so approved the appointment.</p>	

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	<p>Eva Dixon re-joined the meeting at 18.30</p> <p><b>Resolved that Eva Dixon was appointed as an independent governor to the Board.</b></p>	
5.1	<p><b>Minutes of Previous Meeting</b></p> <p>(i) Minutes of meeting of 27 March 2023; (ii) Remote decision issued 22 May 2023</p> <p>The Board approved the minutes of 27 March 2023 and the remote decision issued 22 May 2023 as accurate records of the meeting held and decision taken.</p> <p><b>Resolved that the Board approved the minutes of 27 March 2023 and the remote decision issued 22 May 2023 as accurate records of the meeting held and decision taken.</b></p>	
5.2	<p><b>Matters Arising from the Minutes (unless covered by the agenda)</b></p> <p>Item 4.8 provide student numbers on each of the enrichment offers – to be provided at next board meeting Item 4.10 - provide an update on the RAG rating discussed at the March meeting – covered under item 5.6</p> <p>All other matters had been closed off or covered under the agenda and there were no further matters arising.</p>	
	<p><b>Chair's Update</b></p> <p><b>Strategy and succession planning going forward</b></p> <p>The Chair wanted to thank the governors both individually and collectively for their continued commitment of time, energy and leadership to the College quoting the Ofsted report "Leaders benefit from effective oversight from skilled and experienced governors...Governors use their expertise to provide effective support and challenge to senior leaders....and rightly focus on areas which have the greatest impact". The Chair emphasised that it was also important to move quickly to establish momentum towards a fresh set of ambitious goals and the Principal and SLT were already putting in place a framework for a strategy that will guide progress from 2024/25 and build on the many successes of the 2021/24 plan. Governors will be closely involved in the evolution of this new strategy and this will be a clear focus in the coming months with the Chair identifying the 3 key milestones and timescale for this to happen reassuring the Board that the SLT will be the engine driving this.</p> <p>The Chair then mentioned succession planning saying that this will be about supporting the development and aspirations especially in light of developing a new strategic plan and ambitious goals for the college.</p>	
5.3	<p><b>Principal's Report</b></p> <p>The Principal's report was taken as read and the presentation provided a snapshot of the highlights:</p> <ol style="list-style-type: none"> <li>1. Ofsted – albeit much of this had been covered in the QS committee but it highlighted comments regarding the outstanding support for high needs, staff setting high expectations of behaviour and that learners are well prepared for their next steps.</li> <li>2. ESFA and FEC visits had been very positive</li> <li>3. Many of the College's courses were now oversubscribed with waiting lists</li> <li>4. £1.5m additional funding received from ESFA for estates project.</li> </ol>	

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	<p>5. Highlighting some of the student successes in gaining degree apprenticeships with Amazon and British Airways; sporting successes in athletics, rugby and rowing at the Henley regatta.</p> <p>6. Stakeholder engagement with Cisco and Softcat.</p> <p><b>Resolved that the Principal's Report was received and noted by the Board</b></p>	
	<p><b>Student Governors Report/Presentation</b> The student governors had not provided a report.</p>	
<p><b>5.4</b></p>	<p><b>College Structure Update</b></p> <p>The Chair thanked the Principal and SLT for a very comprehensive report which had taken some months to prepare. The structure review, currently undertaken approximately every three years was previously considered in 2019 when it was agreed that the current structure was the most appropriate for that time. Since 2019, a number of sixth form colleges have converted to academies or have been merged into other general FE colleges. This is an evolving matter, with new government steers/recommendations as an on-going feature. Whilst there could be some good financial benefits in becoming an academy, this can be offset potentially with negative impacts on autonomy, recruitment e.g. International students, the conversion process etc. Additionally the College does not currently have an immediate interest from or with, any institution with a clear interest to go in a particular direction.</p> <p>The key potential options discussed were:</p> <ul style="list-style-type: none"> <li>• Standalone – as currently a Sixth Form College (now operating under Central Government body)</li> <li>• Academisation – join an existing Multi Academy Trust (MAT)</li> <li>• Merger – with another FE provider (e.g. Activate Learning, Abingdon &amp; Witney, Aylesbury etc.)</li> </ul> <p>The SLT had concluded and recommended that the College remains as a Sixth Form College for the present time based on the view that it has been very successful under the present existing model which is essentially driven by the College itself through its own leadership and management and the governors being focused on The College. Moreover the Principal advised of the flux within the sector, the possible change of government next year and additionally the College's feeder schools which were MATS, thus reinforcing the recommendation that the College should remain a standalone.</p> <p>The Board was asked to consider if there was sufficient and/or clear evidence currently to review and/or consider an alternative structure for THC? The Chair asked for each governor's reaction and comments having reviewed the report and there was an overwhelming response to endorse the current direction of the College to remain standalone. However the Board felt that it was important to value staff and maintain morale with the Chair re-iterating that it was essential to stay agile and be prepared for what might happen.</p> <p>The Chair thanked the Principal and said that this was a very good report.</p> <p><b>Resolved that:</b></p> <p style="margin-left: 20px;">(i) <b>the College Structure Update Report was received and noted by the Board</b></p> <p style="margin-left: 20px;">(ii) <b>Board endorsed the current direction of the College to remain a standalone entity</b></p>	

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5.5	<p><b>Safeguarding and Prevent Update</b></p> <p>An update was provided at the recent QS committee meeting in which the following was highlighted:</p> <p>Risk Assessment of Vulnerable Students - no students classified as At Risk: Extremely High, and eight students as At Risk: High. This was a decrease of 2 and an increase of 3 respectively compared to the last point of reporting. This follows the typical pattern seen previously.</p> <p>CPOMS Data - Of particular note, are the number of mental health-related issues (23), external agency referrals and multi-agency work (11) and child-on-child issues (8). Regarding mental health the biggest positive impact has been the introduction of the student liaison officer and attendance and welfare officer roles.</p> <p>The Head of Welfare is working on a Neglect project with Oxfordshire ESAT. The College is taking part in a trial framework for a safeguarding award with Thirty One Eight. There have been no Prevent referrals.</p> <p>Single Central Record (SCR) - three external audits have been carried out successfully this year, including Ofsted, the aim now is to look at online SCR systems for next year.</p> <p>Whole College Safeguarding and Prevent Risk Register was reviewed at the latest meeting of the safeguarding/HS committee where the issues of the rugby accommodation for next year and clarification of HS responsibilities and safeguarding cross over were discussed.</p> <p>Estates and Premises - Card-only access in place for the Health and Social Care Ward area and R3. Key areas remaining are D1 and R4.</p> <p>Safeguarding Lead governor said that the assurances are following the evidence as commented by Ofsted.</p> <p><b>Resolved that the Safeguarding and Prevent Update was received and noted by the Board</b></p>	
5.6	<p><b>Strategic level KPIs and strategic initiatives tracker</b></p> <p>The VP presented an update on KPI performance which covered:</p> <p>Student Retention had increased to 92.3% which was recognised by the Board as a great achievement as there were issues with retention across the sector regarding this following the pandemic.</p> <p><b>Student attendance</b> – amber - the goal for 2022/23 is to improve to 88% (+4% on 2021/22), however currently overall attendance was 86%. Mitigation control action has been to set clear and ambitious targets for both attendance and achievement. Implementation of termly curriculum review process to ensure targeted interventions takes place with students who are not on track to succeed.</p> <p><b>Level 3 Value-added</b> – amber – ALPS level 4 target. Outcome is ALPS 5 for A-level and vocational ALPS 8. The key actions are to set up training for teachers on stretching and challenging students to achieve more, targeting students close to grade boundaries.</p> <p><b>Student Satisfaction</b> - has dropped by 3% to 84.1% mainly due to changes in teaching staff part way through the College year.</p> <p><b>Strategic Initiatives tracker</b> – RAG rating was green and amber and there were no issues to be flagged.</p> <p>The Board had no questions.</p>	

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	<p><b>Resolved that Strategic level KPIs and strategic initiatives tracker were received and noted by the Board</b></p>	
5.7	<p><b>Audit</b></p> <p><b>Re-appointment of external and internal auditors</b></p> <p>Both the internal and external audit contracts were due for renewal as from the start of 2023-24. Using the CPC Framework, six internal and six external auditors were invited to tender for the contracts. By the deadline of 16 June 2023, only one service provider submitted a tender for external and internal audit - Buzzacott LLP for external audit and TIAA Ltd. for internal audit. In terms of costings, the increase was inflation related to both the cost of living pay costs, availability of audit staff and the increased scope of work relating to the ONS announcement and MPM compliance. The estimated costs for the next three years would be around £75,000.</p> <p><b>Resolved that the Board approved the appointment of Buzzacott as the external auditors and TIAA Ltd as the internal auditors for 23-24 to 25-26.</b></p> <p><b>Strategic Risk Register</b> – two new risks were advised covering the need for an additional fibre link between the two campuses and the appointment of auditors going forward. The Board noted these two risks.</p> <p><b>GDPR link governor</b></p> <p>Following the GDPR Compliance Audit undertaken by the Data Protection Officer from turnITon, there have been a number of key areas which are non-compliant with the ICO's regulations UK GDPR 2018. The main volume of work relates to the data mapping which was lost during the cyber-attack and has not been actioned since. The College is currently setting up a GDPR working group and asked for a link governor to monitor this. The Chair asked James Lingard to liaise with the FRC offline regarding this.</p> <p><b>Resolved that:</b></p> <ul style="list-style-type: none"> <li>(i) <b>the strategic risk register and report on GDPR link governor was received and noted by the Board</b></li> <li>(ii) <b>James Lingard and FRC to speak offline regarding a link GDPR governor</b></li> </ul>	
5.8	<p><b>Finance</b></p> <p><b>Management Accounts 31 May 23</b></p> <p>The College has set a budget to deliver an operating surplus for the year amounting to £44k, with an outturn turnover expected of £11.5m. This was based on ESFA grant contract to deliver 1,912 learners, which was the outturn for 2021/22. The actual recruitment of students for the current year has been confirmed on the R04 return as 1,921 and the initial funding allocation statement for 2023-24 has been received for 1,915 learners. Based on the current staffing levels and the increased pressure on non-pay costs, the May 2023 management accounts reflected a revision to the original budget, which incorporated the in-year changes and provided a revised outturn for the year. The overall position at the month 10 has changed since the original budget in terms of an additional £172k income, a £720k reduction in pay costs and an increase in non-pay costs of £758k. These changes all amount to an increase in the operating surplus from a planned £44k to an expected outturn of £178k.</p> <p><b>Resolved that the Management Accounts 31 May 23 were received and noted by the Board</b></p>	

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	<p><b>Draft budget 2023/24 &amp; Forecast 24/25 and staff pay award for 23/24</b></p> <p>The draft 2023-24 budget incorporated a 2% pay award within the pay costs. However since the F&amp;R Committee meeting in June, the ESFA has confirmed that the College will receive an additional £50k Tuition Fund. The SFCA conference also indicated that a higher pay award than 2% has been suggested and, in the Southeast, the average is 3%. The SLT therefore recommended that the 2023-24 Budget be updated to reflect the additional income and revise the pay award from 2% to 3%. The Board approved.</p> <p><b>Resolved that the Draft budget 2023/24 &amp; Forecast 24/25 to include a staff pay award of 3% for 23/24 were received and approved by the Board</b></p> <p><b>Staff Pay Award 22/23</b></p> <p>As previously explained, the outturn for the year is estimated to be in the region of £190k surplus. A 4% pay award was made in year. For consideration the Board was asked to look at a one-off ex gratia payment to all staff pro rata to their FTE position and pro rata to those employed part way during the year and still in employment at the time of the award. The F&amp;R committee had discussed two options at length covering (i) a flat rate of £650 gross per staff member and (ii) a flat rate of £850 gross per staff member. It was recommended by the committee that the £850 award would be the equivalent of another 2% pay award to a teacher on the highest scale and over 4% pay award for the lower paid staff and would not affect the draft budget for next year. The Board discussed this and approved the £850 award to be paid in July.</p> <p><b>Resolved that a flat rate of £850 gross one off payment per staff member approved by Board to be paid in July 2023</b></p> <p>Lizzie Watts and Rena Rani left meeting at 19.59</p>	
5.9	<p><b>HR - Employment Law Updates</b></p> <p>The report on the current employment law updates were taken as read and covered:</p> <p><b>Flexible working</b> – an employee can request flexible working from their first day of employment. The number of requests allowed will increase from 1 per 12 months to 2. Employers will be required to consult with their employees, as a means of exploring the available options, before rejecting flexible working request.</p> <p><b>Fire and Rehire policy</b> i.e. dismissing an employee and offering them a new employment contract on new terms - statutory code to be introduced</p> <p><b>Menopause</b> –this is largely covered under three protected characteristics: age, sex and disability discrimination under Equality Act 2010. Menopause Employment Champion to be introduced to improve the support offered to women in the workplace.</p> <p><b>Neurodiversity</b> - this is often a 'hidden' disability and can affect an individual's ability to carry out normal day-to-day working activities. The legal definition of 'disability' under the Equality Act 2010 means that neurodivergent workers are likely to meet the conditions.</p> <p><b>Staff Survey</b></p> <p>Head of HR provided an update on the survey which included working with an external provider who was happy to use the basis of the College's previous survey. For assurance the survey would be totally confidential and went out 3 July 23. It was also confirmed that in the main the questions would be similar with some of the questions adjusted with additional</p>	

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	<p>content. A like for like comparison would then be able to be made to show progress before and after.</p> <p><b>HR Plan</b> The updated plan was noted by the Board and there were no questions.</p> <p><b>Resolved that the HR Employment Law Updates, Staff Survey and HR Plan were received and noted by the Board.</b></p>	
5.10	<p><b>Policies and Codes for approval</b> For reassurance the following policies and terms of reference had all been reviewed by their respective committees and were recommended for approval by the Board. The changes were detailed in the exec summary to the reports and covered minor amendments to titles and the comments below:</p> <ul style="list-style-type: none"> <li>• All committees' terms of reference – annual review and approved</li> <li>• Board annual governance business cycle – accountability statement added - approved</li> <li>• Governor Recruitment Policy – revised to cover the recruitment of the Chair to be an open process. I&amp;As have been amended accordingly and were included in review.</li> <li>• Instrument &amp; Articles – amended</li> <li>• Standing Orders – amended to include Conflicts of Interests Code</li> <li>• Conflicts of Interest Policy – new policy – approved</li> <li>• Gifts and Hospitality Policy – new policy – gift threshold suggested at £50 agreed and approved</li> <li>• Remuneration Policy for SPH – new policy</li> <li>• 5 SPH policies (Capability, Dismissal, Disciplinary, Grievance for and Grievance against SPHs – minor amendments to titles and review dates)</li> <li>• SEND link governor role</li> </ul> <p>The Chair asked for any questions on the above policies and documents and there were none.</p> <p><b>Resolved that the above policies and terms of reference were received and approved by the Board</b></p>	
5.11	<p><b>Board and Committee membership update</b> The GS committee recommended that the following chairs of committees be re-appointed:</p> <ol style="list-style-type: none"> <li>1. Audit – Brian Fennelly</li> <li>2. Finance &amp; Resources – Charles Wiggin</li> <li>3. Governance &amp; Search – Rebecca Chandler-Wilde</li> <li>4. Remuneration – Vince Maltese</li> <li>5. Quality &amp; Standards – Lizzie Watts</li> </ol> <p><b>Resolved that the Board approved the re-appointment of the current chairs of the committees as above 2023-24.</b></p>	
5.12	<p><b>Committee Reports</b> 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 5.7 5.8. 5.9, 5.10, 5.11 and 5.12</p> <ul style="list-style-type: none"> <li>• Quality and Standards – 22 May 23</li> </ul>	

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	<ul style="list-style-type: none"> <li>• Audit – 5 Jun 23</li> <li>• Finance &amp; Resources – 6 Jun 23</li> <li>• Governance &amp; Search – 12 Jun 23</li> </ul> <p><b>Resolved that the Committee Reports had been received and noted by the Board</b></p>	
5.13	<p><b>Any Other Business</b> There was no other business.</p>	
5.14	<p><b>Board Conduct of Meeting</b> The Board members provided overwhelmingly positive feedback for the meeting.</p>	
5.15	<p><b>Items to be taken forward to next board meeting:</b> None</p>	
5.16	<p><b>Date and Time of Next Meetings:</b></p> <ul style="list-style-type: none"> <li>• 9 October 2023</li> <li>• 4 December 2023</li> <li>• 12 February 2024</li> <li>• 15 April 2024</li> <li>• 1 July 2024</li> </ul>	
	<p><b>Close of Meeting</b> The meeting closed at 20.15</p>	
	<p>MINUTES of the meeting held on <b>3 July 2023</b> were agreed and accepted as a true and accurate record held</p>	