

The Henley College Board

**MINUTES of the Meeting of the Board
held on Monday 4 December 2023 at 09.45
at Town Council Chambers, Town Hall Henley-on-Thames**

BOARD: Mike Ashton Claire Bovill Rebecca Chandler-Wilde Eva Dixon Jo-anne Elliott Paul Fagan Brian Fennelly James Lingard Lizzie Firth Asma Jahan Vince Maltese Rena Rani Charles Wiggin Jackie Wilcocks Sarah Wilson Eve Hoskins	Chair Independent Member Independent Member Independent Member Parent Governor Independent Member Independent Member/Vice Chair Independent Member/Vice Chair & Safeguarding Lead Independent Member Staff Governor Independent Member Independent Member Independent Member Parent Governor Staff Governor Student Governor	DIRECTOR OF GOVERNANCE: Jacky Gearey SLT BY INVITATION: Eamonn Egan - Vice Principal (VP) Mark Griggs – Finance & Resources Controller Liz Guerin – Director of HR
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Item	Minutes	Action by
	Opening of Meeting and Welcome Chair opened the meeting at 09.45 and welcomed the new staff governor Sarah Wilson to her first meeting. For information Claire Bovill was stepping down due to work commitments however wanted to main links with the College. The Chair gave a brief summary of the key activities to date including not only his own but that of the committees to include the setting up a Senior Stakeholder Advisory Group to which Claire Bovill would be invited to join.	
	Apologies for Absence Apologies had been received from: <ol style="list-style-type: none"> 1. Rosie Burton - ill 	
	Declaration of Interests <ol style="list-style-type: none"> 1. Lizzie Firth – Senior Director of Accreditation and Standards at Pearsons 2. Rena Rani – Consultant at London Southeast Colleges Group. There were no other declarations of interest.	
2.0	Ratification of new governor The Chair advised the Board that Kelly Hinton, the town Major had been approached by members of the Governance & Search committee to join the Board. Kelly Hinton's appointment if ratified would provide significantly to the College's level of community engagement and profile which was one of the key development areas, identified by the governors in the Board SAR. Board so approved the appointment. Resolved that Kelly Hinton was appointed as governor to the Board.	
2.1	Minutes of Previous Meeting <ol style="list-style-type: none"> (i) Minutes of meeting of 9 October 2023; and (ii) Remote decision issued 14 November 2023 	

The Henley College Board

	<p>The Board approved the following as accurate records of the meeting held and decision issued:</p> <ul style="list-style-type: none"> • Minutes of 9 October 2023; and • Remote decision issued 14 November 2023 <p>Resolved that:</p> <p>(i) the Board approved the minutes of 9 October 2023 as accurate records of the meeting held.</p> <p>(ii) the Board approved the minutes of the remote decision 14 November 2023</p>	
2.2	<p>Matters Arising from the Minutes (unless covered by the agenda)</p> <p>There had been no matters arising from the previous Board meeting.</p>	
2.3	<p>Principal's Report</p> <p>The Chair said that the report read really well and was an excellent summary of the work undertaken at the College some of the highlights mentioned:</p> <ul style="list-style-type: none"> • visit of Shelagh Legrave, the FE Commissioner went well with students expressing very positive comments about the College • the recent confirmation of LSIP funding. However, the College did not get the digital funding because of county boundaries i.e. Bucks and Berks. This is now being raised with the ESFA. • a new ESOL course (English for Speakers of Other Language) with 32 Ukrainian students has been very well received. <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 governor briefed the Board on their recent training events. Both had attended the student governor training at the Wessex Group and the Festival of Governance at Birmingham as part of the Association of Colleges (AoC) Conference and had found them very meaningful following their first board meeting. In addition it had provided a good starting point for networking with other student governors. The issue of enrichment engagement (non-qualification activity) was raised which it was noted clashed with some lessons for BTEC students because of the block timetable which the VP said was being looked at. The Board then discussed 'compulsory' enrichment asking how many students actually took part which was currently 30% and which it was agreed needed to be increased.</p> <p>The Chair thanked the student governor for the report.</p> <p>Resolved that the Student Governors' Report was received and noted by the Board</p>	
2.5	<p>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 assuring that all governance had been carried out by the committees but encouraged questions on any of the documents presented 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</p>	

The Henley College Board

financial controls and reporting. Apart from the external audit conducted by Buzzacott, there had been three internal audits completed in the year covering: (i) Governance – strategic control; (ii) ICT – Ransomware and Access Controls; and (iii) Financial - Key Financial Controls using IT.

External Audit Post Audit Management Report (PAR) 2022/2023 – 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:

- The work undertaken by TIAA, the internal auditors, was considered as part of the audit;
- Regulatory assurance work – there were now additional rules due to ONS reclassification and no issues were raised;
- ISA 315 revised – an advisory comment recommending the implementation of cyber essentials plus;
- A surplus for the year after Local Government Pension Scheme (LGPS) adjustments of £1,454k was reported. The underlying operating surplus for the year excluding LGPS adjustments was £118k. There was a further adjustment to account for the actuarial gain on the pensions scheme plus an FRS 102 adjustment but as this is not recoverable by the College the FRS 102 valuation at 31 July 2023 had been capped at nil balance in the financial statements;
- Reference was made to related party transactions concerning governors which were reflected in the financial statements;
- Teachers' Pension contribution is to go up by 5%; and
- Change in accounting standards Section 20 of FRS 102 regarding all leases.

The Board were asked to take note of the contents of the report. The Board commented that the report was concise and a good read and there were no questions.

Letter of Representation 2022/2023 – this was a standard but very important document. The representation letter is a written statement signed by the Chair and Principal confirming the accuracy and completeness of the financial statements. It is an important part of the audit process, as it helps the auditor to form an opinion on the financial statements and to issue an audit report. The letter was approved to be signed by the Chair and Principal.

Annual Fraud Assessment Report – although no issues were raised, the Board asked about due diligence checks both financial and reputational that the College carried out with companies. FRC confirmed that financial checks only were carried out for larger contracts. There was no formalised policy on this, and the Chair was concerned that the Board should be able to show that complete due diligence was actioned. The Board then discussed the relevance and effectiveness of internal controls. The Chair of Audit said that this would be raised at the next audit meeting.

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

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

- (i) **Audit Committee Annual Report for 2022/2022**
- (ii) **External Audit Post Audit Management Report 2022/2023**

The Henley College Board

	<p>(iii) Letter of Representation 2022/2023 for signing (iv) Regularity Self-Assessment Assurance for signing (v) Annual Fraud Assessment</p> <p>Risk Register – the Chair of Audit advised that the register had been reviewed at the audit committee meeting and reference was made to a change in terminology with some new risks added. Risk training is going to be arranged for the Board in the New Year which will be about understanding the College's risk culture enabling the Board to examine how risks are managed and decisions made in order to meet strategic objectives. The Board Chair to discuss this with FRC and Chair of Audit. The Board asked about timescales on the register and FRC confirmed that dates/timelines will be put on the register. Paul Fagan is to join Risk Management Group.</p> <p>Risk Management Policy – whilst there were no changes to the policy, the Chair emphasised that the Board oversees the College management and therefore this was a vitally important document.</p> <p>Resolved that:</p> <p>(i) the Risk Register was received and noted by the Board (ii) Board Chair, Chair of Audit and FRC to discuss risk training offline (iii) Paul Fagan to join Risk Management Group (iv) Risk management Policy was received and approved by the Board</p> <p>Internal Audit Annual Report 2022/23 TIAA the internal auditors had carried out three reviews over the year and a follow up review on ICT from 2021/22 which was presented at the November Audit meeting. The planned work that was carried out against the plan covered:</p> <p>(v) Follow up on ICT Review of Cyber Crime and GDPR Recommendations (2021/22) Reasonable assurance - the follow up review considered the progress made in implementing the priority 3 recommendations made in the previous internal audit reports and established the extent to which management has taken the necessary actions to address the control issues regarding internal audit recommendations.</p> <p>(vi) Governance - Strategic Control Reasonable assurance – the review considered the arrangements in place through which the College controls the review, implementation and monitoring of strategic plans. It was noted that whilst the College had exceeded its aims and targets in a number of areas, the strategic tracker needed updating with management to provide relevant clear and comprehensive commentary for amber or red rated activity.</p> <p>(vii) Ransomware and Access Controls Reasonable assurance – the review considered the technical, procedural and policy controls in place to prevent the ingress and spread of ransomware in the event of an infection with a few areas of improvement noted i.e. two factor authentication for students, staff training records to be updated.</p> <p>(viii) Key Financial Controls Substantial assurance – the review considered the effectiveness of the key financial controls which provide ongoing assurance that the following systems were operating in accordance with the College's requirements: Accounts Payable, Accounts Receivable, General ledger including journals, controls accounts, bank reconciliations and cash management. The expected key financial controls were found to be in place and operating effectively</p>	<p>Chair/FRC /Audit Chair</p> <p>Principal's PA</p>
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The Henley College Board

The Chair asked if there were any points that the Board wished to raise before going onto the next item. There were none. The internal audit annual report for 2022/23 was approved by the Board.

Internal Audit Plan for 2023/24 - the high-level scopes for these reviews for 23/24 were:

- (ix) **HR Management – Performance Management: Staff Retention** – the assurance review will consider the arrangements for inductions; appraisals; training and development, sickness and leave monitoring.
- (x) **Disaster Recovery (DR) – ICT** - scope to consider adequacy of DR provision, backup and recovery capabilities, third party management alignment with the Business Continuity Plan.
- (xi) **Estates Management (Opportunity Management and Income Maximisation)** –the compliance review will consider the arrangements in place to maximise the performance of the College Estate focusing on last two elements of government guidance on 'Making best use of Estates Management' (Maintenance; Energy and Sustainability).

Asked if TIAA always used the same people to conduct reviews, FRC assured that the people within TIAA change regularly to maintain independence.

Resolved that:

- (i) **the Internal Annual Audit Report 2022/2023 was received and approved by the Board**
- (ii) **Internal Audit plan for 2023/24 was received and noted by the Board**

Health & Safety Policy & Annual Health & Safety Policy Statement – there were no changes to the policy or statement. The Health and Safety Policy Statement sets out how the College manages health and safety within the workplace. It demonstrates the College's attitude towards health and safety and the steps, arrangements and systems in place to ensure compliance with Health and Safety legislation. This was for annual review and the Board so approved for signature by the Chair and Principal.

Health & safety Annual Report – the Board asked if there were any RIDDOR incidents and asked for a table to be added to cover this area going forward. For a reassurance FRC said there were none but said that it would be in future reports.

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

- (i) **Health & Safety Policy**
- (ii) **Health & Safety Statement approved and for signing**
- (iii) **Health & Safety Annual Report**
- (iv) **Health & Safety Report to include a RIDDOR table**

Policies for Approval

Whistleblowing Policy - this policy had been reviewed and now included changes regarding the notification to both the Chair of Governors and Chair of Audit Committee. There was a general discussion on the relevance of adding safeguarding to this policy with the DSL explaining why this had not been done.

Anti-Fraud Policy and Procedure - re-written to reflect more closely the content of the Post-16 Audit Code of Practice and the elements of Managing Public Money (as a result of the ONS reclassification).

Anti-Bribery Policy – new policy which sets out rules and regulations for how staff can handle potential bribes, providing a framework to prevent, detect, and address unethical

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Manager**

The Henley College Board

practices, ensuring transparent and ethical business conduct. This policy complies with the Bribery Act of 2010 and its legislation.

The Board asked if there were any electronic metrics to show that staff had read and understood the policies. The Director of HR said that whilst it behoved all staff to read and understand all staff policies, it would be almost impossible to monitor this and provide any accurate metrics.

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

(i) **Whistleblowing, Anti-Fraud and Anti-Bribery Report**

Financial Statements 2022/2023 – the Statutory Accounts were prepared by the College and audited by Buzzacott and were broadly consistent with the management accounts that have been seen by the Board, subject to the final adjustments associated to FRS102 pension adjustment. Subject to those 'exceptional' adjustments, which are not within the College's overall control, the financial operating surplus was better than expected because of the slight increase in ESFA income and cost savings in-year resulting mainly from the reduction in pay costs. The outcome was that the accounts were 'unqualified' in terms of audit opinion. The Chair of Finance & Resources said that they were a very good set of accounts with the College having more than adequate reserves in place.

There were no questions from the Board and the Financial Statements were approved.

Policies for Approval

Insolvency Policy – the Chair of Finance & Resources said that with substantial reserves and increased student numbers, the College was currently in a good position. It was suggested that Julian Gravatt the Deputy Chief Executive of the AoC be asked to provide an update to the Board as he has responsibility for funding, finance, regulation and pensions issues, however as the College is not part of the AoC, this would be covered by Bill Watkins from the Sixth Form Colleges Association.

Environmental Sustainability Policy - the Chair explained that this had been written as a result of the Board's comments regarding sustainability. It outlined the College's commitment to certain standards that will help it meet its legal, social and environmental obligations and how the College intends to promote more responsible operations and reduce its impact on the environment and its local community.

The Board approved both policies.

Resolved that:

- (ii) **the Report and Financial Statements 2022/2023 were received and approved by the Board and to be signed by the Chair and Principal**
- (iii) **Insolvency and Environmental Sustainability Policies were received and approved by the Board**

Annual Report on the use of the College Seal – the Board noted that there had been no use of the Seal for 2022-23.

Resolved that the Annual Report on the use of the College Seal was received and noted by the Board

College Self-Assessment Report (SAR) 2022/2023

The Henley College Board

	<p>The College SAR had been extensively reviewed at the QS committee meeting 20 November 23. The 2022/23 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 2022/23 a re-iteration of the recent Ofsted report in June 2023. 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 report followed the recent Ofsted report and in essence the Chair and Board said that it was a very good report and the Board approved the SAR and the overall grading of "Good".</p> <p>Resolved that the the College Self-Assessment Report 2022-2023 was received and approved by the Board</p>	
2.6	<p>Financial Update</p> <p>The management accounts for October 2023 were received and noted. The overall position at this early stage was as planned with an operating surplus of £57k against a year-to-date budget of £50k. The ESFA funding value is fixed, however, there will be an adjustment to reflect the increased in-year funding. The probable future financial health assessment for 2023-24 would most likely be good with a deficit budget. The College actively decided to set a deficit budget to resource growth and quality and the financial health grade is expected to return to 'outstanding' for 2024-25.</p> <p>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 23 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 just been covered in depth at the recent QS committee meeting in late November and there were no issues to draw to the Board's attention.</p> <p>There were no comments.</p> <p>Resolved that the Safeguarding and Prevent Report was received and noted by the Board</p>	
2.8	<p>Strategic Plan – to be discussed at the 'away day' following the meeting.</p>	
2.9	<p>External Board Effectiveness Review</p> <p>The Chair explained that at the Governance & Search Committee meeting held in October, the terms of reference for a review were presented for consideration and it was agreed that the Director of Governance should approach 5 organisations for quotes for around 10-15 days' work. Of the five organisations contacted, Stone King was preferred having carried out over a third of these reviews for the sector. It was agreed that Stone King would be interviewed and the discussion had with them was positive resulting in the submission of the formal proposal presented with costings. The Board approved the appointment of Stone King as the External Board Effectiveness Reviewer.</p>	

The Henley College Board

	Resolved that the appointment of Stone King as the External Board Effectiveness Reviewer	
2.10	<p>Committee Chairs The Governance & Search Committee are recommending the following to take place: Chair of Audit: Paul Fagan with immediate effect. Chair of Governance & Search (GS): the current Chair of the GS committee is Rebecca Chandler-Wilde who is now the Senior Independent Governor to be replaced by Brian Fennelly with immediate effect. All other committee chairs remain unchanged. The Board approved the new changes to the Chairs of the Audit and GS committees.</p> <p>Resolved that the Board approved the new changes to the Chairs of committees</p>	
2.11	<p>Committee feedback 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 – 6 November 23 – all covered under item 2.5 and 2.10</p> <ul style="list-style-type: none"> • Annual Report of the Audit Committee • Post Audit Management Report 2022/23 and Letter of Representation • Internal Annual Audit Report 2022/23 and Plan for 2023/24 • Risk Management to include risk training • Health & Safety <p>Finance & Resources Meetings – 14 November 23</p> <ul style="list-style-type: none"> • Statutory accounts for 2022/2023 discussed under item 2.5 • Management Accounts for September 2023 – no issues raised • Student Union Accounts for 2022/23 – 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 – 20 November 23</p> <ul style="list-style-type: none"> • Safeguarding & Prevent – noted under item 2.7 • College Draft Self-Assessment Report 2022/23 - 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. <p>Resolved that the committees' feedback were received and noted by the Board</p>	
2.12	<p>Any Other Business There was no other business. The Chair wanted to thank on behalf of the Board the Principal, members of the SLT and all staff for all their hard work and contributions to the meetings.</p>	
2.13	<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"> • 27 March 2024 • 3 July 2024 	



The Henley College Board

	Close of Meeting The meeting closed at 11.24	
	MINUTES of the meeting held on 4 December 2023 were agreed and accepted as a true and accurate record held	