

**FARNBOROUGH COLLEGE OF TECHNOLOGY
CORPORATION BOARD**

Part I CORPORATION BOARD MEETING

**Minutes of meeting held on Thursday 7 December 2023
held on the virtual platform Teams**

Present:

Dr F Oduneye (Chair)
Ms S Chapman (Vice Chair) (SH)
Ms V Barrett (Principal CEO)
Mr D Axam
Ms R Etebar (RE)
Ms J Houzer (JH)
Mr H Malins
Ms K Yeomans
Mr T Dunne
Mr S Shrestha
Mr J Sparkes
Ms L Topintzis
Mr I Abdulwahid

In Attendance:

Mr P Makwana (Director of Finance & Corporate Services)
Mr S Hunt (Director of Marketing & Learner Services)
Mr I Graham (Vice Principal HE & Curriculum Development)
Mr M Wilkie (Director Human Resources) (from item 29)
Ms N Branson (DSL and Learner Services Manager) (for items 10 & 11 only)
Ms N Wakefield (Mazars)
Mrs L Payne (Clerk to the Corporation)
Ms A Morris (Governance Administrator)

Quorate: Yes

The meeting opened at 8am

1. Opening of Meeting and Apologies for Absence

The Chair of the Corporation welcomed everyone to the meeting.

Apologies were received from Ms G Christie, Prof, O Khan, Mr N Crippa.
Apologies were also received from co-opted member Mr M Earwicker.

2. Declarations of Interest

No Member declared any conflict of interest with the agenda.

3. Appointment of Student Governors

The Chair welcomed Ms L Topintzis (Student Governor, HE) and Mr I Abdulwahid (Student Governor, FE) to their first Board meeting.

Members were pleased to formally ratify and approve their appointments to the Board.

All Members were agreed.

4. Minutes of the previous meetings:

4a. 6 July 2023

Minutes of the previous Board meeting held on 6 July 2023 were agreed as a true and accurate record and were approved for signing by the Chair.

4b. 30 October 2023

Minutes of the previous Board meeting held on 30 October 2023 were agreed as a true and accurate record and were approved for signing by the Chair.

5. Matters arising from the previous meetings:

5a. 6 July 2023

It was noted that all matters arising from the minutes had either been actioned or would be covered within this agenda.

5b. 30 October 2023

It was noted that all matters arising from the minutes had either been actioned or would be covered within this agenda.

6. Presentation of the FCoT Marketing Journey

The Director of Marketing and Learner Services (DMLS) made a presentation to members on the FCoT marketing journey. This covered application and admission data for the College covering the last 5 years for both FE and HE courses, applicant demographics and an overview of the varying school's liaison activities that take place via the marketing team. The DMLS referred to the advertising channels utilised by the College and spoke about the in-house advertising content produced by the team. Members were also given an overview of the applicant journey and the evolved branding for the each of the markets the College caters for.

The Chair thanked the DMLS for his presentation and invited members to ask questions. Members asked about the outreach centre and whether it was possible to track whether it was a positive cost and if admissions were going up every year as a percentage of the available market. The DMLS spoke about the marketing tool available to them that showed the College's performance over time. Members felt the presentation was quite student focused and asked if much time spent looking at digital strategies and employers. The DMLS confirmed there was much time spent looking at these other areas when co-ordinating Parents Evenings. Work placement team relationships all had their own events. Members felt a presentation on what the College does for business in terms of marketing would be useful.

There was a discussion around the Virtual Open Days and how successful they had been. It was noted that the Virtual Open Day information was relevant at the time but was out of date very quickly and it was felt a 'live' summary, always available, with key information, would be helpful. The Chair of the Board asked if there could be a strengthening of the report to make it more explicit in relation to assuring the Board they were getting return from their spend and leverage in response input. It was agreed a presentation on Business Services would be interesting to the Board and this would be arranged for future meeting.

Action: DMLS

Future agenda.

The Chair thanked the DMLS for his interesting, helpful and relevant presentation.

The DMLS left the meeting.

7. Principal's Report

The Principal's paper was taken as 'read'. The Chair asked the Principal to highlight some of the key points from this term.

In relation to student and stakeholder engagement, the Principal spoke about the strong relationships being built with these groups. She confirmed school engagement was now back in full swing, with visits being arranged at least as frequently as with pre-lockdown levels. In the national News at this time, there were references to continued weaknesses in English and Maths and the Principal spoke about achieving high grades in these areas as still a weakness. It was noted that T Level retention and enrolment had been affected by the announcement of the new Advanced British Standard (ABS). There were also staff recruitment challenges in areas such as Health and Science during the course of this year.

The Principal confirmed health and well-being initiatives had been strengthened at the college with a range of initiatives. These were noted. The Chair asked about the flu vaccinations that were made available to staff on site, with a take up of 45 staff. The Principal confirmed this facility had been well received.

On the financial performance, the surplus outlook in the November forecast was £100,000, largely affected by revenue and rental spend due to RAAC, but it was expected that the final outcome might be better.

The Chair thanked the Principal for her report.

RECOMMENDATIONS FROM THE CURRICULUM & STANDARDS COMMITTEE

The recommendations were presented by the Chair of the Curriculum & Standards (C&S) committee (JH).

8. Terms of Reference

Members were asked to note that there were no proposed changes to the terms of reference of the C&S committee and were asked to agree these for another year.

All Members were agreed.

9. FE Self-Assessment Report

Members noted the FE Self-Assessment Report (SAR). The Chair of the committee informed members the College was assessing as 'Outstanding' in all areas. Also, the College percentages were in accordance with the requirements of the University of Surrey. The Chair advised members that at the C&S committee meeting in November, much time had been spent considering this self-assessment report and the executive summary. The Chair of the committee thanked the team for putting together such an excellent report and incorporating the many helpful comments made at the committee meeting.

It was noted there were still some reports with gaps where information was required, and members felt a little unclear on where improvements were needed. It was felt that a time frame for those actions would be useful. Overall, this was considered to be an excellent report.

The Chair of the Board again thanked the team at the College for all their hard work.

Members were happy to approve the SAR.

All Members were agreed.

10. Termly Safeguarding Report

Ms N Branson (DSL and Learner Services Manager) joined the meeting.

Members noted the report on safeguarding in relation to issues that had arisen for the first half of this term. The report provided an overview of the key points, namely management of Safeguarding, policies and procedures, learner, and staff awareness, 'My Concern' issues in mental health, learner issues and Looked After Children.

The report was noted.

11. Safeguarding & Child Protection Policy

The Chair of the committee highlighted the key points in the Safeguarding & Child Protection Policy, which was recommended for approval.

All Members were agreed.

Mrs Houzer (JH) reminded members that this would be her last time presenting these reports, she was now leaving the Board as her final term of office was just ending. She was pleased that the committee would now be chaired by Mr N Crippa. She thanked Board colleagues, college staff and everyone at the College for making her journey as a Governor of FCoT so great. The Chair of the Board thanked Mrs Houzer for her comments and would thank her more in return, at the end of this meeting.

Ms N Branson (DSL and Learner Services Manager) left the meeting.

RECOMMENDATIONS FROM THE SEARCH COMMITTEE

The recommendations were presented by the Chair of the Search Committee (RE)

12. Terms of Reference

Members were asked to note that there were no proposed changes to the terms of reference of the Search committee and asked to agree these for another year.

All Members were agreed.

13. Governance Matters

The Chair of the Committee asked members to note those members elected to the offices of Chair and Vice Chair, of the Board committees, and approve them.

All Members were agreed.

Members were also asked to agree the terms of reference for all committees, and to agree each committee's effectiveness throughout 2022-23. Whilst this was also be referred to separately by the committee chairs at this meeting, it was also here for the sake of completeness.

All the terms of reference and committee effectiveness were agreed.

All Members were agreed.

The Chair of the committee informed members it was recommended that the matters of the Property Committee now be included within the Finance & General Purposes Committee. It was noted that if required in the future, the Property committee would be set up again as a separate committee.

All Members were agreed.

Board and committees - Dates Schedule

Members noted the new Dates Schedule being proposed with dates to July 2025. The new schedule now had slightly altered meeting dates. The reason for the change was so the meetings that occurred during the autumn term could be spread out so that all meetings did not happen within a two-week period. This new schedule would be reworked by the PA to the Principal & Governance Administrator in the course of the next week or so, and members were asked to consider the dates and advise her

directly whether there were any dates that would be inconvenient. The final date schedule would be issued at the start of the spring term and meetings would be scheduled via Teams invitations.

Action: PA to the Principal & Governance Administrator.

All Members were agreed.

14. Attendance Review for 2022-23 and Attendance Target for 2023-24

Members noted the report on their attendance at Board meetings this year. Attendance achieved was 79% against a target of 80%. It was agreed to retain the currently higher than average target for College's attendance of 80%, for the next academic year as attendance statistics had been impacted on by the number of vacancies on the Board in this academic year.

All Members were agreed.

15. Compliance with Evershed's 18th Code of Conduct

The Chair of the committee reminded members that the College currently subscribed to the Evershed's model Code of Conduct. There had been a recent update, and the key points were noted.

Members approved the updated Code of Conduct.

16. AoC Code of Good Governance

Members noted the report on the Association of Colleges (AoC) Code of Good Governance and the recommendation from the Search Committee to adopt this. As the College currently adhered to the AoC Code of Good Governance, it was agreed to adopt it, effective from July 2024.

All Members were agreed.

RECOMMENDATIONS FROM THE AUDIT COMMITTEE

As the Chair of the committee was not at this meeting, the recommendations were presented by the Director of Finance & Corporate Services (DFCS)

17. Terms of Reference

Members were asked to note that there were no proposed changes to the terms of reference of the Audit Committee and asked to agree these for another year.

All Members were agreed.

18. Internal Audit Annual Report 2022-23

The DFCS reported on the internal audit report for 2022-23, focusing on the assignment reviews that had taken place during the year. He confirmed the report had been reviewed and recommended to the Board for approval at its meeting in November. Members felt it was a good report and showed good visible engagement. The report was approved.

All Members were agreed.

19. Regularity Self-Assessment Questionnaire

The DFCS reported on the Regularity Self-Assessment Questionnaire (RSAQ) and the College's requirements with regard to regularity on the post-16 Audit Code of Practice. He confirmed this had been reviewed and was recommended to the Board for approval from the Audit Committee from its meeting in November.

All Members were agreed.

20. Regularity Audit Report & Financial Statements Audit Management Report

Ms N Wakefield (Mazars) joined the meeting.

The DFCS presented the report on the 2022-23 Financial Statements together with the auditor from Mazars (NW). The Regularity Audit Report & Financial Statements Audit Management Report had been reviewed and recommended for approval by the Audit Committee at its meeting in November.

The Principal reminded members that the External Auditors (present at the meeting) in addition to presenting their findings at year end to the Audit Committee, also communicated directly with the Board.

Members were advised by NW (External Auditor), that subject to satisfactory conclusion of the remaining work, there would be an unqualified opinion on the financial statements for the year ended 31st of July 2023. No internal control recommendations had been identified and there were very few matters left to conclude.

The auditor spoke about discussions that had taken place around the reinforced autoclaved aerated concrete (RAAC) work, and it was noted the impairment for mothballed areas had been recognised. NW advised members there were a small number of misstatements and adjusted items, but nothing of any significance and all at a low level.

NW confirmed the audit had been a transparent open process and run very well at the College. Members were asked to agree the Regularity Audit Report and Financial Statements Audit Management Report.

All Members were agreed.

Ms N Wakefield (Mazars) left the meeting.

21. Audit Committee Annual Report for 2022-23 to Corporation & Principal

Members noted the comprehensive Annual Audit Committee report to the Board, recommended by the Audit Committee from its meeting in November. This was approved.

All Members were agreed.

22. Risk Register 2023-24

The DFCS referred to the latest risk register, which set out the most significant identified risks for the year, including a numerical assessment of each risk. It was noted the risk register had been reviewed and recommended for approval by the Board from the Audit Committee at its meeting in November. Members asked questions around the scoring of the RAAC risk and the reason for it, as it currently read as a high risk. Given there were mitigations in place, there was a view the risk should be reduced. The DFCS confirmed that the risk register was in relation to this first term of the academic year and that next term that risk would be reviewed.

Members unanimously approved the Risk Register.

RECOMMENDATIONS FROM THE FINANCE & GENERAL PURPOSES COMMITTEE

The recommendations were presented by the Chair of the Finance & General Purposes (F&GP) Committee (SH)

23. Terms of Reference

Members were asked to note that there were no proposed changes to the terms of reference of the Finance & General Purposes Committee and asked to agree these for another year.

All Members were agreed.

24. Termly Financial Statement

Members noted the termly financial statement showing the College budgeted surplus for the year 2023-24, as £250,000. For the three-month period to 31st of October 2023, the College surplus was £151,000, lower than the forecast set at £99,000. The variance against forecast was a favourable variance of £26,000 on income and an adverse variance on expenditure of £177,000. The expenditure variance was noted as a timing difference at this stage of the year and there would be greater certainty on income levels after the completion of the R04 student data return to the ESFA in December.

It was noted that costs for the RAAC remedial work, in the sum of c£900,000, had been submitted to the DfE for payment. The balance sheet remained strong with total net assets of £52.4 million, including cash in hand of £15.5 million as at the end of October 2023.

The College's Financial Health rating continued to be 'Outstanding'.

Members were pleased to note this report.

25. Annual Health & Safety Report

Members had received a report on health and safety matters at the College for 2022-23.

The report was noted.

26. Management Accounts & Financial Forecast

The Chair of the F&GP committee asked members to note the management accounts and financial forecast. In particular, it was noted that, as referred to in the earlier report, that the forecast of the financial year showed a surplus of £99,000 against the budget of £250,000, being a decrease of £151,000. It was noted that the funding forecast of £598,000 was above budget.

There was an additional £751,000 for 16-19 ESFA core funding and Office for Students (OfS) group funding of £50,000 for the year from that originally budgeted and reduction of £203,000 in respect of the adult education budget due to budgeted growth not coming through as planned.

Members considered the executive summary; management accounts and financial forecast were very succinct and helpful.

The downward variance in relation to the Adult Education Budget was discussed.

With regard to the below budget fees, FE fees were £68,000 down and the net HE fees £348,000 down. The DFCS confirmed this was in line with what was expected and there would be an update on the position in the next management accounts.

The report was noted.

27. Financial Statements 2022-23

The Chair of the committee presented the financial statements to the Board for approval. The F&GP committee had already considered the Financial Statements in detail, at its meeting in November. The executive summary was comprehensive. Members noted the good surplus for next year, together with a likely increase in income of £750,000.

Members raised a query on increased income and costs, and what could be controlled. This was felt to be a good challenge and the Principal would provide an update on this at the next meeting to assure the Board costs were being controlled.

Action: Principal

Members unanimously approved the Financial Statements 2022-23.

28. Financial Regulations 2023-25

Members had received an updated version of the College's Financial Regulations. The changes were primarily to show deletion of old references, inclusion of new regulations and an amendment to the Code of Conduct.

Members unanimously agreed the updated Financial Regulations.

29. Equality, Diversity & Inclusion Policy

Members had received the Equality Diversity & Inclusion Policy and the recommendation for approval.

All Members were agreed.

30. Supply Chain Fees and Charges Policy

Members had received the Supply Chain Fees and Charges Policy, recommended for approval by the F&GP committee. The Policy was approved.

All Members were agreed.

31. Gender Pay Gap

The Chair of the F&GP committee informed members that the Gender Pay Gap report was good and useful. Colleagues agreed. The report was recommended for approval.

All Members were agreed.

32. Any Other Business

Jane Houzer

The Chair of the Corporation thanked Jane Houzer for her long period of service on the Board and in particular on the Curriculum & Standards Committee. Colleagues agreed and thanked Jane for adding such value to committee and Board meetings together with her enthusiastic challenge and engagement.

The Principal personally thanked Jane for all her work with the College and the Executive and wished her well for the future.

New Date Schedule to July 2025

This was discussed in the report at item 13.

33. Evaluation of Meeting

The Chair asked all members to complete the online evaluation of the meeting via the hyperlink on the agenda as part of a new process to evaluate all meetings.

The outcomes would enable assessment and improvements to be made to meeting arrangements and agenda items. The outcomes would be considered by the Board at least annually.

34. Committee Minutes

Members noted the following Committee minutes from meetings this term. These were taken as 'read'.

Curriculum & Standards Committee Meeting of 13 November 2023

Search Committee Meeting of 13 November 2023

Audit Committee Meeting of 20 November 2023

Finance & General Purposes Committee Meeting of 23 November 2023

35. Date of Next Meeting

Corporation Strategy Day

Date: Thursday 1 February 2024

Time: 8 - 10 am

Venue: Online via Teams

Corporation Board Meeting

Date: Thursday 28 March 2024, followed by Corporation Dinner

Time: 4 - 6pm

Venue: In-person attendance

The meeting closed at 9.40am.

Minutes agreed as being a true and accurate record by the Chair.

Signed:

Dated: