

**MINUTES
MEETING OF THE FE CORPORATION**

Held on Friday 8th December 2023, at 9.30 am in the Skills Park

Present: Chris Muller (Chair), Nick Vaughan-Barratt (Vice-Chair), Julie Kapsalis (CEO/Principal), Sean Ahearne, Rory Boggett, Mark Brunt (MBr), Martin Butterfield (MB), Angela Cross-Durrant, Simon Enoch, Nadine Guy, Charley Johnson, Slavina Kalendzhieva, Margaret Martin, Asa’ah Nkohkwo, Giuliana Pieri, Lynn Reddick, Jeremy Williams.

In Attendance: Andy Cowan (Deputy Principal, Curriculum & Quality), Sarah Watson (Chief Operating Officer), Donna Patterson (Assistant Principal HR & OD), Joe Ballantine (Director of Customer Engagement), Susanne Wicks (Head of Governance).

	World Skills Gold Medallists
	<p>Prior to the start of the meeting, Governors were very pleased to meet the Creative Media students who won a Gold Medal at the recent World Skills Event. All four students introduced themselves and explained why they chose Nescot. They described the challenge put to them at World Skills; to devise, write, shoot and edit the short film from scratch in two days, and the Corporation were able to watch the short film, which is available here.</p> <p>On behalf of all of the Governors, the Chair thanked the staff involved in supporting the Team in their achievement and congratulated the students on their win.</p>
1	Welcome and Apologies for Absence
	Apologies for absence were received from Clive Palfreyman and Charley Johnson.
2	Declarations of Interest
	The CEO/Principal declared that she is an unremunerated Director of NESCOT Enterprises Ltd. (NEL).
3	Minutes of the Previous Meeting and Matters Arising
	a Governors approved the minutes of the meeting held on 20 th October 2023.
	b <u>Matters arising not otherwise covered on the agenda</u> The Deputy Principal Curriculum & Quality confirmed that: <ul style="list-style-type: none"> • He shared the Risk Indicator Forecast (RIF) dashboard with the Curriculum & Quality at the meeting held on 15th November and advised that the second forecasting cycle has just been completed. • He would be meeting the HE Student Governor in the new year.
4	CEO/Principal’s Report and Updates
	The CEO/Principal and ELT colleagues delivered a presentation to the Corporation which is available on GovernorHub . They welcomed comments and questions, and matters discussed are set out below.

Staff Survey

The Assistant Principal HR & OD summarised the process and findings of the staff survey conducted this term and presented some of the 'You Said, We Did / Plan to Do' actions. Governors noted that the CEO/Principal's presentation to staff at a briefing on 3rd January would include feedback on the survey.

ACD emphasised the importance of gathering staff feedback and asked if the survey process could be altered to improve on the response rate of 37%.

SE asked why Sharepoint, the main method of internal communication, is not routinely used by all staff and the Assistant Principal HR & OD replied that the reasons are not entirely clear. She acknowledged that some staff may not regularly access a computer, but explained that Sharepoint is used in order to avoid the use of 'All Staff' emails, which were a source of complaint in the past.

The Chief Operating Officer advised that a Communications Survey has been launched in order to drill down into communication issues in order to find solutions. The Director of Customer Engagement explained that it is shorter than the staff survey and focussed on communications. MM suggested that some staff focus groups be organised to establish why the response rate was lower than hoped. The Vice-Chair suggested that many staff do not have the time to complete surveys due to their workload.

JW suggested that staff could be offered a reward or prize to induce them to complete the survey in future, and the Assistant Principal advised that this may be problematic to administer as the survey is meant to be entirely anonymous.

MB asked if anything unexpected emerged from the survey and the Assistant Principal HR & OD responded that there were fewer negative comments that she might have expected about the Institutional Review.

The Chair observed that in his experience, responses to staff surveys in the education sector tend to be low, but suggested that staff could be asked to complete the survey on an Inset Day, with time set aside specifically for this activity.

The Chair invited the Staff Governors to make any comment they wished to at this point. SK reported that she and RB met with the CEO/Principal and Assistant Principal earlier in the week and discussed what she and RB can do to increase staff engagement. She welcomed the meeting and confirmed that they have been arranged throughout the year. RB echoed her comments and feedback on an EtF staff Governor Conference he attended, which covered wellbeing and trauma informed leadership.

Action: RB to share EtF presentation slides with the Head of Governance to circulate to Governors.

The Chair asked RB and SK if the staff survey outcomes were as they expected. RB advised that many of the things arising from the survey are consistent with comments made by staff, particularly around workload, but expressed surprise at the negative feedback about communication which he felt to have improved over the last year. SK agreed with RB, noting that she talks to many staff in College, both support and teaching. She echoed his comments about improvements in communication and questioned if it were a matter of workload, or if some staff just do not engage.

GP asked about trade union activity in College and the Assistant Principal advised that she has positive relationships with representatives from two unions, with whom she meets termly. However, membership numbers are relatively low and Nescot staff were not balloted about industrial action over pay.

Strategic Plan

The CEO/Principal advised that the Strategy meeting on Friday 9th February would focus on the revised Corporation key performance indicators (KPI) to enable Governors to scrutinise and approve them. The Chair encouraged all Governors to attend the meeting, highlighting the importance of the Plan and their ownership of it.

The Chief Operating Officer reported that, since the last Corporation meeting on 20th October, a Strategic Plan Action Plan has been developed which comprises the detail of how the priorities will be achieved and Nescot's vision will be delivered.

The action plan, which has been subject to robust review by the College Leadership Team, is a detailed, live document, which will be continually refined and monitored to ensure that progress is being made. In addition, the KPI template has been reviewed to ensure that all KPI are relevant, meaningful and clear. A glossary of terms has been added and any which do not make sense have been removed.

Alongside the Strategic Plan KPI, Governors will receive a set of wider organisational indicators which will give them a sense of the operation of the College. The Chief Operating Officer advised that the KPI will be updated and shared monthly along with the Management Accounts to present a full picture of strategic performance. She confirmed that, at the meeting on 9th February, she would present the spreadsheet in full, with all data included up to the end of January 2024.

The Chief Operating Officer presented an update on eight KPI and invited comments and questions.

MB suggested that Governors would find it useful to compare current performance against KPI with previous years. The Chief Operating Officer confirmed that the dashboard would include comparison with the last two years and include graphs to show direction of travel.

MBr commented that KPI must be relevant and meaningful and should link to the strategic objectives. The Chief Operating Officer agreed and advised that all KPI have been carefully evaluated to ensure that they are fully understood and link back to the Strategic Plan.

SE noted his concern at the enrolment numbers and asked if more detail would be provided on 9th February. The Chief Operating Officer reminded Governors that student enrolment continues throughout the year and that this is a high-level snapshot of performance which must be considered in the context of the narrative that will sit alongside it. However, she acknowledged that that Marketing and Sales are a crucial part of increasing student numbers and reassured Governors that there is a great deal of activity underway to ensure that curriculum planning targets are met. The Deputy Principal Curriculum & Quality added that software already in use at the College is being further used to better effect to streamline processes and avoid manual data systems as far as possible. LR expressed concern that this may increase staff workload, but the Deputy Principal reassured her that colleagues are

	<p>not being asked to learn new systems, just use the ones they are familiar with in a more efficient and effective way, to avoid mistakes and save time. For example, the RIF process means that learner progress is tracked via one system, available to those who need it, rather than through local spreadsheets. He emphasised the need for all staff to carry out processes consistently and accurately.</p> <p>Governors agreed that the Strategy meeting on 9th February would include discussion and agreement of the information Governors need to receive to hold leaders to account.</p> <p><u>Accountability Statement</u></p> <p>The CEO/Principal reminded the Corporation of the statutory duty to submit an Accountability Statement to the DfE on an annual basis and gave an update on progress towards the targets included in the Statement submitted in May 2023. The Deputy Principal emphasised the need for the College and Governors to assess the extent to which Nescot is contributing to the priorities outlined in the Local Skills Improvement Plan (LSIP), meeting demand and working to address local and national skills gaps. The Chair asked that this be added to the agenda for the Strategy Day on 9th February.</p> <p><i>Post-meeting note: Updated DfE guidance was published in early December and is available here.</i></p> <p>The Vice-Chair questioned the investment in immersive technology, given that global companies such as Disney and Metaverse appear to be losing interest in it. The Deputy Principal explained that the technology will be used to offer an experience to students where it cannot be provided in real life, and will enhance the teaching and learning experience rather than form the basis of it. The CEO/Principal added that advice has been sought from the DfE to ensure that Nescot is following best practice.</p> <p>ACD asked if the funding will be used for CPD and, if so, how the impact of it will be evaluated. The Deputy Principal confirmed that the LSIF includes both capital and revenue funding, and the project group comprises seven colleges. There will be online training resources available as well as some sabbatical opportunities. He confirmed that the impact on learning would be measured, and in particular the delivery of new skills to learners that they can take into the workplace.</p> <p><u>Good News Stories</u></p> <p>The Corporation welcomed the update from the CEO/Principal, in particular the Staff Long Service Lunch that was held on 6th December and very well received by those invited, who have completed 20 years or more at Nescot.</p>
<p>5</p>	<p>Compliance Matters</p>
	<p>a <u>The Annual Report & Financial Statements of NESCOL Group 2022-23</u></p> <p>The Chief Operating Officer presented the Annual Accounts, confirming that they were scrutinised by the Audit and Finance & General Purposes Committee earlier in the term. MHA (External Auditor) have confirmed that the audit is complete and no changes made to the document presented.</p>

		<p>The Chief Operating Officer confirmed that the year-end out-turn position was as forecast, with the surplus due to reduced pension contributions achieved via actuarial gain.</p> <p>MM pointed out a small typo on page 21 of the document which the Chief Operating Officer undertook to amend. Action: Chief Operating Officer.</p> <p>ACD advised that she was unaware that each of the four subsidiary companies of Nescot have a board, and sought some further detail on their structure and governance. The CEO/Principal reminded Governors that this matter was discussed in December 2022, when a report from Stone King was presented to the Corporation. However, both the Audit and Finance & General Purposes Committees have recently questioned why the dormant companies have not been closed and this will be discussed further next term, initially by the Chairs' Committee. Action: Chairs' Committee.</p> <p>The Corporation approved Annual Report and Financial Statements of Nescot Group 2022-23.</p>
	b	<p><u>The Management Letter of the External Auditors and Letter of Representation</u></p> <p>The Chief Operating Officer presented this item and gave further details of the two issues identified in the audit, both of which were discussed in depth by the Audit Committee at their meeting on 24th November:</p> <ul style="list-style-type: none"> • Individualised Learner Records (ILR) • Regulatory - relating to bad debt provision and bad debt policy. <p>The Corporation approved the Management Letter and Letter of Representation.</p>
	C	<p><u>Annual Report of the Audit Committee 2022-23</u></p> <p>The Chief Operating Officer presented the report, as recommended by the Audit Committee.</p> <p>The Corporation approved the Annual Report of the Audit Committee 2022-23.</p>
6	Safeguarding Policy 2023-24	
	a	<p>The Corporation approved the Safeguarding Policy, as recommended and amended by the Curriculum & Quality Committee.</p> <p>The Chair asked all Governors to confirm they have read the most recent version of the DfE guidance 'Keeping Children Safe in Education' if they have not done so already. Action: All Governors.</p>
	b	<p>The Corporation delegated authority to the Chair of the Corporation to approve the Safeguarding policy in September in future years, noting that the policy will continue to be presented to the Curriculum & Quality Committee and Corporation for ratification.</p>

7	Reports from Committees
a	<p><u>Search & Governance Committee</u></p> <p>The Chair gave a brief summary of matters discussed at the meeting held on 4th October 2023.</p> <p>The Head of Governance confirmed that scoping meetings have been arranged for both the Chair and CEO/Principal with the External Governance Reviewer, and will take place in March 2024. Further information about the review is available on GovernorHub.</p>
b	<p><u>Curriculum & Quality Committee</u></p> <p>The Chair of the Committee, ACD, gave a brief summary of matters considered at the meeting held on 15th November 2023, and particularly highlighted the discussion around enrolment numbers, which encompassed student retention and HE numbers.</p> <p>The Committee welcomed the revised format of the SAR, and would continue to monitor the correlation between the quality of staff CPD and its impact on teaching and learning.</p>
c	<p><u>Audit Committee</u></p> <p>The Chair of the Audit Committee, SE summarised matters discussed at the recent meeting which took place on 24th November 2023. He advised that the ILR remains high on the agenda, but the issues relate largely to incorrect data inputting. The Chief Operating Officer advised that the ILR follow-up report was still to be provided by RSM and undertook to share the report, along with the Commercial audit report, as soon it was available.</p> <p>Action: Chief Operating Officer.</p> <p>MBr reported that the Audit Committee had discussed how well Nescot is served by its internal and external auditors, and agreed to go out to tender for both in 2024, although acknowledged that there may not be a high level of interest.</p> <p>SE advised that the Audit Committee had deferred appointing a vice-chair until next term, to give new members a chance to settle in.</p>
d	<p><u>Finance & General Purposes Committee</u></p> <p>MB advised that the increased membership of the Committee was in evidence at the meeting held on 1st December 2023, and was very welcome. This Committee had also deferred appointing a vice-chair until next term, when a new chair is also likely to be appointed.</p> <p>MB highlighted the presentation by Evelyn Partners about the pension fund, and advised that there was some challenge presented about its performance. The Committee had also requested some further information about their ESG policy. The Chair suggested that all Governors may find it useful to receive the presentation from Evelyn Partners along with their ESG policy.</p>

8	Governance Matters
a	As this would be her last meeting due to her recent resignation, the Chair thanked MM for her hard work and input since joining the Corporation in 2017. He particularly noted her thoughtful and challenging questions and her membership of the Finance & General Purposes Committee.
b	The Corporation agreed to re-appoint Nadine Guy for a four-year term commencing 28.01.2024.
c	The Head of Governance updated the Corporation on the revised AoC Code of Good Governance, which was published earlier in the term but had already been amended. She undertook to bring a report to the Search & Governance Committee on 31 st January 2024. Action: Head of Governance.
9	Any Other Business
	No items were raised.
10	Date of Next Meeting
	Strategy Day: 9 th February 2024 at 9.30 am. The Chair encouraged all to attend this meeting if possible. Governors welcomed the suggestion to hold the meeting in an external venue. <i>Post-meeting note: The meeting will be held in the Toyota Head Office in Burgh Heath.</i>
11	Confidential Items
	Discussion of confidential matters is contained within a separate minute.

The meeting closed at 11.25 am.

Decisions:

The Corporation:

- Approved the minutes of the meeting held on 20th October 2023.
- Approved the Annual Report & Financial Statements of NESCOT Group 2022-23.
- Approved the Management Letter of the External Auditors and Letter of Representation.
- Approved the Annual Report of the Audit Committee 2022-23.
- Approved the Safeguarding Policy 2023-24.
- Delegated authority to the Chair of the Corporation to approve the Safeguarding policy in September in future years.
- Approved the re-appointment of Nadine Guy for a four-year term commencing 28th January 2024.

Actions:

- RB to share EtF presentation slides with the Head of Governance to circulate to Governors.



- Chief Operating Officer to amend an error on the Annual Accounts prior to the Chair signing the document.
- Chairs' Committee to discuss the future of dormant subsidiary companies (Nescot Trust, Nescot Holdings, and Epsom Downs Business Centre).
- All Governors to confirm to the Head of Governance that they have read the most recent version of the DfE guidance 'Keeping Children Safe in Education' if they have not done so already.
- Chief Operating Officer to share the ILR follow-up and Commercial audit reports with the Audit Committee as soon as they are available.
- Head of Governance to bring a report on the new AoC Code of Good Governance to the Search & Governance Committee on 31st January 2024.