

Minutes of Meeting



CORPORATION BOARD

TUESDAY 10 SEPTEMBER 2024 AT 3PM IN BOARD ROOM 1, RYE HILL HOUSE

Corporation Board Members		Attendance	
Full Name	Position	Attended	Apologies
John Widdowson	Chair of Corporation	X	
Liz Bromley	CEO – Ex-Officio Governor	X	
Rob Holt	Independent Governor	X	
Chris McCourt	Independent Governor		X
Shirley Atkinson	Independent Governor		X
Darren Crossley	Independent Governor	X	
Lisa Gregg	Independent Governor	X ^{^*}	
Vikki Smith	Independent Governor	X	
Kevin Stach	Staff Governor	X	
Rachel Taylor	Independent Governor	X	
Chris Wigginton	Independent Governor	X	
Andrew Young	Independent Governor	X	
Charlotte Croffie	Independent Governor	X [^]	
Joanne Marshall	Independent Governor	X	
Louise Humpish	Independent Governor	X	
In Attendance			
Tony Lewin	Executive Principal – Curriculum	X	
Gerard Garvey	Executive Principal – People & Culture	X	
Steven Wallis	Executive Director of Quality	X	
Scott Mulholland	Chief Information, Data & Estates Officer (CIDEO)	X	
Lisa Sproats	Chief Finance Officer (CFO)	X	
Jon Ridley	Principal, Newcastle College	X	
Claire MacLean	Director – Business Development	X [^]	
Lynne Griffin	Director – People & Development	X	
Jane Button	Principal, Southwark College	X [^]	
Leigh Scott	Director of Estates	X [*]	
Chris Weeks	Director of IDS	X [*]	

Clerk			
Jane Farrelly	Director of Governance	X	
Tracey Mullen	Governance Manager	X	

*attended part of meeting / ^attended virtually

Item	Agenda Item
1.	Opening Items
1.1	Opening and Welcome
The Chair welcomed all those present to the meeting.	
1.2	Apologies for Absence
Apologies were received from Independent Governors Shirley Atkinson and Chris McCourt.	
1.3	Declarations of Interest
There were no declarations of interest declared on this occasion.	
1.4	Update from the Chair on Board Matters
<p>The Chair reported that the recruitment campaign for the new College Board place-based model was progressing well, with the majority of members now appointed.</p> <p>In noting the Corporation Board did not have a Vice Chair in post, the Chair requested Governors to consider the vacancy. The Board noted that consideration had been given to using the role of Senior Independent Director used in other sectors, but it had been agreed to incorporate those responsibilities into the Vice Chair's role profile.</p> <p>Along with a significant number of colleagues, the Chair attended the Safeguarding development session, ran by the Executive Director of Quality, earlier in the week where it was noted a Safeguarding Link Governor post was also vacant. Again, Governors were requested to consider this role.</p> <p>Action CB A40: Corporation Vice Chair and Safeguarding Link Governor role profiles to be circulated to Governors for consideration together with a request for expressions of interest.</p>	

2.	Strategic Items
2.1	Chief Executive Group Report
<p>The Board received the Chief Executive Group's (CEG) report from the Chief Executive Officer (CEO). For the benefit of the new governors, the CEO explained the purpose of the report is to provide an opportunity for the Chief Executive's Group to update the Board on relevant activity since the last report to the Corporation.</p>	

Given the complexity of NCG and the fact Board Members require a broader understanding of the Group, all executive directors contribute to the content. The CEO drew the Board's attention to the following key issues emerging across the sector:

- The development and roll-out of Skills England and what this new body will look like.
- The move from one-word judgements by Ofsted. It was noted that NCG is expecting an Ofsted inspection in 2024/25 and will receive a one-word judgement as the new regime will not come into effect for colleges until September 2025).
- The challenges posed for colleges by the current approach to the curriculum pause and review.
- Of major concern to the entire sector was the news that FE colleges will not benefit from the 5.5% pay increase that has been awarded to teachers elsewhere in the public sector. NCG leaders join their colleagues from across the sector in continuing to lobby the government on this issue.
- Following the closure of the financial position for 2023/24, NCG was able to offer a one-off, non-consolidated payment of £500 (pro-rated) to all staff in the September payroll, as a thank you for their hard work and commitment. The intention would be shared with staff in the NCG bulletin issued on Friday 13th September. The Chief Finance Officer assured the Board that the organisation was in a financial position to make the one-off payment. The Board supported the decision.
- The Board noted NCG's performance in the 2024 National Student Survey which provided assurance around Higher Education (HE) student satisfaction. The 2024 survey results were extremely positive. NCG was above the benchmark for all metrics with the exception of Learning Resources. NCG was also above the benchmark in three additional areas of interest.

The Board, having noted the key points above and the contents of the report, queried the following:

- The Board queried whether there were any specific areas of concern in relation to the learning resources metric results in the NSS survey. The executive lead for HE explained that whilst the metric had improved significantly over the last few years, there was an expectation around resources that the technical students expect to work with, and Wi-Fi access had been a challenging area. He added that the survey had been released prior to NCG increasing its Wi-Fi capacity which had now addressed the previous issues.

3. Strategic Deep Dives

3.1 NCG Strategy Towards 2030 Review

The Board received the NCG Strategy Towards 2030 review from the Executive Principal – Curriculum and noted the following key points:

- The NCG Strategy Towards 2030 is now at its mid-point and a review was therefore considered timely.

- The strategy review proposes replacing the current 6 KPIs with 12 new strategic objectives.
- Corporation Committees will scrutinise performance against the strategic objectives which will also be used to form the basis of individual college strategies.

Meeting note: Independent Governor Lisa Gregg joined the meeting via Teams.

The Board, having noted the key points above and the contents of the report, discussed the following:

- The Board noted that the new strategic objectives were ambitious. The Executive Principal (Curriculum) advised that the intention is to drive behaviours by setting targets which are stretch targets but achievable.
- The Board noted the objective relating to apprenticeships and the intention to grow apprenticeship provision by 5% annual in income or enrolment. The Board noted that NCG had previously reduced its apprenticeship provision in order to focus on quality but that there is scope now to increase provision with integrity, in a measured, controlled way. The Board discussed the importance of employer relations in achieving this objective and agreed that a future deep dive into this topic would be helpful.
- With regard to HE, the Board noted the intention to increase HE provision to c6000 students. The executive lead for HE reported that the HE strategy is also under review and that there is scope for NCG to explore a “by colleges for colleges” awarding model as it is the only college group with indefinite degree-awarding powers. The Board noted that the HE Governance Committee provides robust scrutiny of HE strategy before any strategic proposal is put to the Board for approval.
- With regard to growth, the Board noted that NCG is open to expanding the NCG ‘family of colleges’, where geographical fit, strategic alignment and financial probity support such a move.
- The Board noted the order of objectives and suggested that these might be revisited to prioritise NCG’s people.
- The Board noted the objective relating to governance and the importance of demonstrating how the new governance model impacts across all NCG’s places. It also noted that this objective may be more powerful if it referred to NCG colleges as anchor institutions with impactful civic engagement in each of their localities.

Action CB A41: Local skills/employer stakeholder relationships to be a potential deep dive item on a future Corporation Board agenda.

Action CB A42: The ordering of objectives to be revised, to prioritise those objectives relating to NCG’s people.

Decision CB D136: The Board approved that the NCG vision, mission and strategic themes remain valid.

Decision: CB D137: The Board approved the 12 strategic objectives as proposed with minor amendments as discussed and an updated Towards 2030 Strategy for NCG which will enable colleges to update their college strategies in 2024/25.

Decision: DB D138: The Board agreed to replace the existing KPIs with specific targets that are aligned to the NCG strategic objectives and monitor performance to the targets and objectives through the new governance structure.

3.2 Infrastructure Masterplan

Meeting Note: the Director of Estates and Director of IDS joined the meeting for this item.

The Board received a presentation on the infrastructure plan from the Chief Information, Data and Estates Officer (CIDEO), Director of Estates and Director of IDS and the over-arching vision to create smart, sustainable and safe campuses across all NCG colleges. The CIDEO explained the infrastructure plan is underpinned by college-level masterplans (the vision for the individual college estate) and accompanying delivery plans (the roadmap for delivering the vision). Masterplans and delivery plans are currently under development with a view to being completed by December 2024.

Following the presentation the Board queried/noted the following:

- The Board noted the importance of the infrastructure plan on the safety of learners, recognising NCG was a much safer place as a result of the plan and recent investment. The Board welcomed the pending implementation of the Audiebant mass communication system across NCG which will provide additional resilience to NCG's security and safeguarding arrangements.
- The Principal of Newcastle College informed the Board that as part of the master planning work he was currently in discussions with Newcastle City Council around how students' transit from the College into the city centre to identify where improvements could be made.
- Discussions were also underway with the Estates team to identify when buildings should be closed and the possibility of moving evening classes into one or two buildings rather than across the campus.
- A Governor queried if the projects focused on the carbon element as well as the sustainability element. The Director of Estates confirmed that the carbon element was considered as part of the options appraisal and helped inform the decision on materials to be used.
- The Board queried how involved students had been in the development of the infrastructure plan and whether there was an opportunity moving forward through the various stages of development to engage with students and staff. The CIDEO confirmed he had worked with College Boards and HE students and had obtained their thoughts on the areas requiring improvements – again noting that Wi-Fi access had been their key issue, which had now been resolved through a strengthened system.
- The Chair urged Board members to take the opportunity to visit NCG colleges to see them in operation and to gain a better understanding of the facilities in which staff and students operate.
- In noting the significant financial ask of the infrastructure plan, Governors felt it would be beneficial for them to understand in more detail, the capital investment required to deliver the plan. The CFO reported that many suppliers are moving from a capex to an opex model which has been challenging and that the infrastructure plan and associated expenditure would be overseen by the Finance & Resources Committee with updates on progress reported to the Corporation Board.

- The Board thanked the presenters for the detailed presentation and the significant amount of work that had been undertaken in its development.

Meeting Note: the Director of Estates and Director of IDS left the meeting.

4. Items for Approval

4.1 External Governance Review and AoC Code of Good Governance

The Board received the External Governance Review and AoC Code of Good Governance report from the Director of Governance and noted the following key points:

- An external governance review was conducted by Gatenby Sanderson earlier in 2024 and the corresponding report was approved by the Corporation at its meeting in July 2024. The report set out a number of recommendations (18 in total) which have since been reviewed in greater detail by the Search, Nominations & Governance Committee. An action plan to address the 18 recommendations has been drafted by the Director of Governance and reviewed by the Search, Nominations & Governance Committee and was presented to the Board for review and approval.
- In addition, the FE and sixth-form college corporations: governance guide recommends that Boards publish and maintain a summary of the outcomes of external governance reviews, and highlights from the associated action plan, on their website. The executive summary of the Gatenby Sanderson external governance review was presented to the Board and the Board was requested to agree which elements of the external governance review and associated action plan are to be published on the NCG website.
- The Board approved the adoption of the AoC Code of Good Governance at its meeting of 19 December 2023 and must include in its annual report, a statement of corporate governance and internal control which includes a declaration of compliance with its adopted governance code with explanations for any departures.
- The Director of Governance assessed compliance against the requirements of the Code which was presented for the Board's review. The self-assessment demonstrated that NCG is compliant with the provisions of the Code of Good Governance but identified some additional areas for improvement. These recommendations (11 in total) will be added to the recommendations of the external governance review and combined into an over-arching governance improvement plan, the implementation of which will be overseen by the Search, Nominations & Governance Committee.

Decision CB D139: The Board approved the external governance review action plan and agreed that the executive summary of the external governance review should be published on the NCG website.

Decision CB D140: The Board confirmed compliance with the AoC Code of Good Governance as required for inclusion in the annual accounts.

4.2 Annual Review of Instrument & Articles and Standing Orders

The Board received the Annual Review of Instrument and Articles (I&A) and Standing Orders report from the Director of Governance and noted the following key points:

- The I&A of Government and the Standing Orders had received minor amendments mid-year to reflect changes to NCG's governance and executive structures. The I&A of Government have since been comprehensively reviewed and compared against the Model I&A and the 19th edition of the Eversheds annotated copy of the Instrument & Articles of Government of Further Education Colleges; the proposed changes were outlined within the report.
- The Standing Orders have been reviewed against the I&A. Amendments made relate primarily to the removal of duplications; the proposed changes were outlined within the report.

As an addition to the requests for approval within the report, the Director of Governance asked the Board to consider whether it was appropriate to increase the number of independent governors to 15 to provide increased resilience to support the new governance structure. It was noted that effective student representation at both Corporation and College Board level was being considered; recognising the election process was challenging given the NCG student demographics.

The Board, having noted the key points above and the contents of the report, queried the following:

- The Board was supportive of increasing the number of independent Governors on the Board, in order to provide additional capacity and resilience in support of the new governance model. It was suggested that the student voice could be heard through a shadow Board made up of students from all NCG colleges, which would provide them the opportunity to develop and have an input on the Corporation agenda and key areas. The Executive Team would look at recommendations outside of the meeting and the Board would be kept informed of progress.

Decision CB D141: The Board approved the Instrument & Articles of Government and Standing Orders.

Decision CB D142: The Board approved the proposal to increase the number of independent governors to 15.

4.3 Board and Committee Terms of Reference and Annual Workplan

The Board received the Board and Committee Terms of Reference and annual workplan from the Director of Governance and noted the following key points:

- All Terms of Reference were presented in a new format to provide greater clarity around responsibilities and delegated authorities. Any standard provisions which were already contained within the organisations governing documents (the Instrument & Articles of Government and the Standing Orders) have been removed from the Terms of Reference. All Committees (with the exception of Appraisal & Remuneration and Search, Nominations & Governance) include a Principal observer.

- In line with a recommendation from the External Governance Review, a Terms of Reference for a Finance & Resources Committee had been developed which incorporates the previous responsibilities of the Estates Committee and expands those responsibilities to include oversight of finances.
- Terms of Reference for the Corporation were not presented for approval. The Director of Governance reviewed the existing Terms of Reference and has established that the information contained within was replicated from the Instrument & Articles of Government and Standing Orders.
- The 2024/25 Corporation Board workplan was presented for the Board's review and approval.
- The Terms of Reference for College Boards have been significantly amended to reflect the changes in NCG's governance structure and the move to a place-based model of governance at college board level. Meeting frequency has changed to termly and membership has been updated to reflect Ofsted key stakeholder categories. As College Boards will be primarily advisory in nature, there are no proposed delegated authorities. The College Board workplan was also attached for the Board's information.

The Board, having noted the key points above and the contents of the report, queried the following:

- A Governor noted that the Safeguarding Annual Report states that safeguarding reports will be presented to College Boards which was not referenced on the College Board Terms of Reference and workplan. It was noted that the FE Quality & Students Committee would have oversight of the safeguarding agenda and College Boards would be informed of any specific safeguarding issues through the Principal's Report.

Decision CB D143: The Board approved:

- The 2024/25 Corporation Board workplan.
- The Terms of Reference for the Corporation Committees as presented.
- The Terms of Reference and workplan for the Local College Boards as presented.

4.4 2023/24 Safeguarding Annual Report

The Board received the 2023/24 Safeguarding Annual Report from the Executive Director of Quality and noted the following key points:

- The report provided a high-level summary of the safeguarding arrangements across NCG during 2023/24 and provided a summary of how the statutory requirements for safeguarding have been carried out across the Group.
- It is a statutory duty of the Corporation Board to maintain an effective Safeguarding policy and procedure. The Safeguarding Policy was presented for approval under item 4.5 of the agenda.
- DBS checking of staff has remained complaint throughout the year.
- Mandatory training compliance rates have remained excellent throughout 2023/24 and have rarely fallen out of tolerance.

- Designated Safeguarding Leads (DSLs) are additionally trained by local authorities, usually to Level 3.
- The NCG Safeguarding Council continues to share knowledge on policy updates, best practice, and local risks.
- Arrangements to monitor the views of learners, in respect of welfare and safeguarding are embedded into all surveys. The results are shared with college teams and appropriate actions taken. The surveys indicate that students feel safe and supported at NCG.
- MyConcern, NCG's reporting platform for concerns, provides the ability to highlight the range of concerns flagged by the wider staff. These internal concerns are 'triaged' by the DSL/safeguarding team, to determine appropriate follow-up, and are subsequently categorised. In comparison to the previous year, the total concerns fell by 285.
- It was noted that College annual Safeguarding Reports had been prepared and would be presented at the next round of College Board meetings.

Decision CB D144: The Board approved the 2023/24 Safeguarding Annual Report.

4.5 Policies for Approval

The Board received the following policies for approval:

- Health & Safety Policy - The previous 3 parts of the Health, Safety and Wellbeing Policy have been combined into one document for ease of reference. The policy had also been changed to a 3-year review cycle in accordance with the policy framework.
- Safeguarding Policy – the policy has been updated in line with changes in Keeping Children Safe in Education (KCSIE), September 2024.
- Governor Recruitment & Appointment Policy - this policy was reviewed and updated to align to the amended Instrument & Articles of Government, Standing Orders and Committee Terms of Reference.
- Policy on Attendance at Meetings by Persons who are not Members - this policy is a requirement of the Articles of Government.

Members noted the policies had been reviewed and endorsed by either the Policy Review Council or FE Academic Board.

Decision CB D145: The Board approved the Health, Safety & Wellbeing Policy.

Decision CB D146: The Board approved the Safeguarding Policy.

Decision CB D147: The Board approved the Governor Recruitment & Appointment Policy.

Decision CB D148: The Board approved the Policy on Attendance at Meetings by Persons who are not Members.

4.6 Committee Chairs and Vice Chairs Appointments

The Board received the Committee Chairs and Vice Chairs Appointments report from the Director of Governance and noted the following key points:

- Chairs are required for the Appraisal & Remuneration, FE Quality & Students, Search Nominations & Governance and People & Culture committees.

- Vice Chairs are required for all Corporation Committees (the four committees above, plus Audit & Risk, Finance & Resources and HE Governance).

The proposed Committee Chairs and Vice Chairs were attached at Appendix 1 for the Corporation's consideration.

Decision CB D149: The Board approved the individuals proposed as Committee Chairs and Vice Chairs.

5. Items for Assurance

5.1 Quality Report

The Board received the Quality Report from the Executive Director of Quality and noted the following key points:

- NCG remains above the national rate by 1.8 points for GCSE English and above the GCSE maths rates by 3.6 points.
- In the Newcastle Sixth Form College, 89% of learners have progressed to university; of these 86% secured their first-choice offer.
- Apprenticeship outcomes are 11% above the national average (noting the national average is low at 54.6%).
- Overall achievement is currently sitting at 85% with approximately 1000 qualifications still to clear. A final position statement will be reported in the annual self-assessment report (SAR) in December.
- The report detailed the T-Level results and whilst some of the results are below expectation after the first attempt, it was important to note that T-Levels are still in a relatively early stage of implementation and sector comparisons are difficult as the nationally published core component grade considers the highest grade achieved after permitted resits (at the end of the two-year programme). In addition, the core assessments in 2022 were teacher assessed grades.

The Board, having noted the key points above and the contents of the report, queried the following:

- In noting the results, the Board recognised there had been positive improvements made and congratulated the academic teams for their efforts.

5.2 Finance Report

The Board received the Finance Report from the Chief Finance Officer and noted the following key points:

- The draft P12 Management Accounts were presented to the Board and showed a positive year-end position.
- The accounts showed a significant overall surplus largely related to the disposal of Deptford (all recognised in year, with cash receipts phased over the next two years).

- The Chief Finance Officer referred to the Infrastructure Plan which would be significantly challenging to fund, but she was confident that by managing cash, planning capital and pushing performance would support delivery of the plan.
- One of the key financial risks emerging was around recruitment, with T-level and HE recruitment lower than planned, however 16-19 recruitment was performing well, which should off-set the overall financial position.
- Work on the 2023/24 internal audit plan is on track to conclude in accordance with expected timescales and the proposed internal audit plan for 2024/25 is being tabled for review and approval at the September Audit and Risk Committee meeting.
- The new finance system went live on 12 August 2024. The project team are working through teething problems however feedback from training has been positive in relation to the look, feel and usability of the new system.
- iTrent Salary Modelling system development is underway, and the software provider will hand over the system for end user training so that testing can be undertaken.
- The interim external financial audit was completed by NCG's auditors Forvis Mazars. At this time no significant issues have been brought to the Audit & Risk Committee's attention. The production of the annual Financial Statements is ongoing. The final audit visit will start mid-September.
- NCG will be subject to an audit from the North East Combined Authority on its adult learning support and hardship funding (c£1m funding received in 2023/24). The audit is due to take place during w/c 23rd September 2024.

The Board, having noted the key points above and the contents of the report, queried the following:

- The Board discussed the importance of retaining students on courses. It was noted that a robust tracking system is in place and an independent organisation is used to contact students to ascertain why they had not engaged on the course they had enrolled on.
- The Board congratulated the finance team on the implementation of the new finance system and for also being identified as an exemplar organisation by the system provider.

Action CB A43: It was agreed that the Finance Report title should be changed to reflect the wider reporting element covered within the report.

5.3	2023/24 Accountability Statement – Close-out Report
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The Board received the 2023/24 Accountability Statement Close-out Report from the Executive Director (Curriculum) and noted the following key points:

- This report provides a final update on the progress against the NCG and local aims/objectives in the 2023/24 Accountability Statement.
- As part of the process, there are two review points for the strategic aims/objectives for each college and for NCG. This report provides the summative and final position on progress towards achieving the strategic aims/objectives.

- There are 37 strategic aims/objectives set out in the NCG accountability statement for 2023/24. NCG has 5 headline strategic aims/objectives, of which 3 are Green and fully achieved and the other two are Amber and partially achieved. For the colleges there are 32 college locally identified strategic aims/objectives, of which 19 are Green and fully achieved; 11 are Amber and partially achieved; 2 are Red and not achieved. This is better than predicted at the mid-point review in March 2024.
- The two red aims/objectives were identified in the mid-year review as not being expected to be achieved. In both cases the aim/objective relates to work with employers around the green agenda. The progress has been slower than expected from the employer position and could not be achieved this year.
- NCG can consider that it was successful in achieving the strategic aims/objectives in the 2023/24 Accountability Statement.
- The 2024/25 Accountability Statement has been submitted to the DfE / ESFA and will be presented to the Corporation Board in March 2025 for the mid-year review.

6. Items for Information

6.1 Corporation Matters

The Board received the Corporation Matters report from the Director of Governance which provided an update on governance matters not covered elsewhere on the agenda and noted the key points as follows:

- All new Governors, committee members and members of local college boards made Fit and Proper Persons declarations upon their appointment. In addition, existing Governors have confirmed that they continue to be a fit and proper person. Going forward, a fit and proper persons confirmation exercise for existing Governors, committee members and college board members will take place on an annual basis and will be reported to the Board accordingly for assurance purposes.
- The company seal has been used on six occasions since the last meeting.

6.2 Committee Reports & Minutes

The Board received the Search Committee Chair's Report and minutes from the meeting held on 18th July 2024 and noted:

- The Committee reviewed the external governance review and corresponding action plan and recommended it to the Board for approval.
- The Committee reviewed the proposal for Committee Chairs and Vice Chairs and recommended those individuals to the Board for approval.
- The Committee endorsed the performance review framework for the Chair, Corporation Board Governors and College Board Chairs which will be implemented in 2024/25.
- The Committee appointed a significant number of new members to College Boards. The new approach to recruitment of members, led by the College Principals and supported by the Executive Principals and Director of Governance has proved to be successful to-date.

7. Minutes and Action Register

7.1 Minutes of Previous Meeting – 16 July 2024

Decision: CB D150: The Board reviewed and approved the public minutes of the Corporation Board meeting held on 16 July 2024.

Decision: CB D151: The Board reviewed and approved the confidential minutes of the Corporation Board meeting held on 16 July 2024.

7.2 Register of Actions & Decisions

The Board received the Register of Actions and Decisions from the Director of Governance and discussed the open action:

CB A22 - *The role of Senior Independent Governor to be included as part of the ongoing governance review and return to the Board as part of the College Board governance proposal* – in noting the responsibilities of Senior Independent Governor would be included within the Vice Chair’s role, it was agreed that this item could be closed.

8. Closing Items

8.1 Meeting Evaluation

Independent Governor Vikki Smith and the Executive Principal – Curriculum provided their reflections on the meeting:

- The preparation work and logistics in organising the meeting were exceptional.
- The reports were of a good quality and were pitched at an appropriate level.
- There was evidence of good challenge with appropriate focus on key areas.
- Members noted that there is sometimes a risk with a new Board that discussions may stray into operational detail and agreed that their focus should remain on matters of strategic importance.

8.2 AOB

There was no other business raised on this occasion.

8.3 Date and Time of Next Meeting

The next meeting of the Corporation Board will take place in person on Tuesday 5 November 2024 at 3pm in Rye Hill House.