

THE WKCIC GROUP BOARD: 19th OCTOBER 2016

MINUTES

PRESENT Alex Booth, Catherine Boyd-Maunsell, Leslie Brissett, Shane Chowen, Alastair Da Costa (Chair), Ruth Duston, Vidusun Edirimanasinghe, David Gilbertson, Heather James, Mike Magras, Simon Pitkeathley, Anthony Smith, Fiona Thompson, Kay Willis (by audio), Andy Wilson

IN ATTENDANCE Kim Caplin (Principal, Westminster Kingsway College), Claire Collins (Group Director, HR and OD), Anna Douglas (Principal, City & Islington College), Graham Drummond (Clerk), Caireen Mitchell (Group Director Planning and Performance), Paul Stephen (Group Finance Director), Graham Cooper (Deputy Clerk)

APOLOGIES Joel Featherman, Amelia Sussman, Raj Kakaiya

The Chair welcomed all members to the first formal meeting of the Board since the merger.

The Board welcomed the recently elected student governors Alex Booth (CIC) and Vidusun Edirimanasinghe (WKC).

DECLARATIONS OF INTEREST: Alastair Da Costa declared an interest in Agenda Item 15 (Report from the Remuneration Committee), for which he advised that he would absent himself from the meeting.

1. **MINUTES OF THE MEETING HELD ON 20TH JULY 2016** **Action**
The minutes of the Board's meeting on 20th July 2016 were agreed as an accurate record.
2. **MATTERS ARISING**
There were no matters arising.
3. **CHIEF EXECUTIVE'S UPDATE TO THE BOARD**
A report was considered and received. The Board noted that:
 - Work had begun on developing a new Strategic Plan 2017-2020 for the Group. Some Emerging Strategic Priorities had been articulated and were now the subject of consultation with staff and, in accordance with the planned timetable, these initial ideas and feedback from the staff events would be considered by Governors at their planning event on 30th November.
 - Management of the Group's finances was completely in order, although a first set of Group management accounts was not yet available.
 - Enrolment was generally continuing to go very well, with the exception of difficulties in HE recruitment, which had been discussed at the Curriculum and Performance Committee.
 - Key issues of focus in terms of Human Resources were embedding the new Group's values, communication and developing the longer term culture.
 - Improvements in English and maths would be a major priority for the Group and would be discussed later in the meeting under agenda item 4.1.
 - The Group was continuing to work with Sarah Richardson, PR consultant, in putting together a series of events in the Autumn to which employers and national, regional and local politicians would be invited.
 - Neil Carmichael MP would be attending a lunch also attended by employers and other stakeholders.
 - Student engagement continued to be a key priority and the Chair, CEO and Director of Governance were due to hold a meeting with students.
 - WKC had been the subject of an SFA audit of learner numbers, which had raised some issues and was likely to have a financial impact, but the extent of this was not yet known.
 - The CEO had applied to become a business member on the London LEP Board for which applications are encouraged from the FE and HE sectors, and was waiting to hear whether his application had been successful. He had also been asked to appear before the Education Select Committee which is considering evidence around Area Reviews. He had

also become a Commissioner of the Camden STEAM Commission.

- The London Area Reviews were reaching their conclusions. The exact configuration of college mergers was not yet clear. However, most colleges were involved in discussions with other colleges and it was clear that The WKCIC Group would be surrounded by a number of other large college groupings.
- Work was being undertaken on branding, and specifically on a new name for the Group. The new name would require stakeholder consultation, Board approval and then approval by the DfE. A timetable had been developed. Details of the proposals would be circulated to Governors, but the Board was asked to delegate to the Chair and Committee Chairs' Group approval of a name and branding concept to be used in a wider consultation and to consider a proposal for a name change at a special meeting on 30th November.

The Board **agreed** to delegate to the Chair and Committee Chairs' Group approval of a name and branding concept to be used in a wider consultation.

AW/AD

4.0 QUALITY OVERSIGHT

4.1 ENGLISH AND MATHS: RESULTS REPORT 2015-16

The Board received and considered a report on the performance data for GCSEs in English and maths evaluating the strategies used in 2015-16 and outlining the improvement strategies planned for 2016-17 at both colleges. The Board noted that:

- English and maths was a significant challenge for the Group, along with other colleges, arising from the considerable increase in student volumes due to the mandatory requirement for post-16 students to re-sit GCSE if they have not reached a grade C. 2015-16 had seen an increase of c. 40% in the number of students studying English, and c. 75% in the number studying maths.
- As evidenced by the data included in the report, which had been reviewed in depth by the Curriculum & Performance Committee, both Colleges had disappointing outcomes in 2015-16. A significant challenge in delivering the provision had been teacher recruitment and, as a consequence, reliance on agency staff.
- Details of the range of improvements strategies at both colleges were provided, including steps taken to strengthen staffing and CPD for staff in this area, along with other measures.
- The Curriculum and Performance Committee had stressed the importance of focussed interventions and in-year monitoring of individual student progress in order to ensure an ability to predict outcomes and so as to avoid further disappointment with the current year results. The importance of cross-college collaboration was also emphasised.

The Board emphasised the importance of improving outcomes, reinforcing the Curriculum & Performance Committee's statement of a need for an exponential, rather than incremental, improvement during the current year. The Board stressed that the Group has the financial resources, which would be made available to support bringing about this improvement, and encouraged further consideration to be given as to what more could be done in order to achieve this.

4.2. A LEVEL RESULTS REPORT 2015-16

The Board received and considered a report on A level results in 2015-16, evaluating the strategies used by both colleges and outlining the improvement strategies planned for 2016-17 at both college and Group level. The Board noted that:

- AS and A level enrolments had increased significantly over the past two years, with c. 2,400 A level students and c. 4,500 AS level students in 2015-16. Most were 16-18 year-old learners, with a small number of adults, especially at CIC.
- Achievement for the Group for A levels and AS levels was 1% below the most recent national rates and showed a 3% decline for each compared with the previous year. This resulted from a decline in A level achievement at both colleges and a 6% decline in AS achievement at CIC to 3% below national rates. AS achievement at WKC had improved by 5% however, and was above national rates overall and on benchmark for 16-18 year-olds.
- However, although pass rates were considered generally satisfactory, the grade analysis

showed a poorer performance in relation to high grades. Data relating to high grades (A*-B) compared to 2015-16 Joint Council for Qualifications (JCQ) high grades benchmarks showed that for A levels, the Group performed at 19% below the JCQ rates and at 32% below these for AS levels. For both colleges, this was where the most attention was required in order to improve the progression opportunities for learners.

- Details of the range of improvements strategies at both colleges were provided. These included:
 - A continuing strong focus on the quality of Teaching and Learning
 - Subject improvement plans. This was also an opportunity for collaboration, sharing of information and WKC and CIC learning from each other's success in individual subjects
 - Greater emphasis on tracking 'at risk' learners and learner progress.
 - Improved consistency in the use of ProMonitor and target setting
 - A strong focus on planning for new linear syllabus and examinations in relevant subjects.
- The success of improvement strategies would continue to be monitored at both college and Group level.

5. FINANCE REPORT

A Report was considered and received. The Board noted that:

- Both Colleges had exceeded the operational surplus targets agreed by their Corporations.
- Cash reserves for both Colleges were in line with expectations, and the Group was starting 2016-17 with £20.2m in cash or short term deposits.
- The published financial statements for both Colleges would show deficits, owing to the notional pension cost to be charged. There had been a six-fold increase in the London Pension Funds Authority (LPFA) charge from £165k in 2014-15 to £1m in 2015-16 for CIC, and a doubling of the charge for WKC from £439k to £953k. This level of increase was unprecedented, and represented a sector-wide spike in pension charge adjustments, reflecting the poor trading performance and macroeconomic conditions affecting public sector pensions. The impact of this had been discussed by the Finance & Resources Committee, which had considered that there was no action to be taken. The Group had revalued its properties and the balance sheet remained strong, so the current position is not a cause for alarm, but the situation with regard to the pension liability would need to be monitored.
- The final accounts for CIC and WKC were still subject to audits, the timetables for which were provided.
- As part of the audit process, both Colleges were required to complete two self-assessments relating to regularity and fraud, copies of which were provided, and which were recommended by the Audit Committee for approval and signature by the Chief Executive Officer and the Chair.
- The Finance & Resources Committee had also discussed the tendering arrangements for two Facilities Management contracts and as part of its evaluation of bids would be looking at the issue of whether contractors pay their staff the London living wage and the implications thereof.

The two Regularity Self-Assessment reports were **approved** to be signed by the Chief Executive Officer and the Chair as submitted.

6. BOARD ORGANISATIONAL BUSINESS

6.1. GOVERNOR HANDBOOK

The Board received a draft WKCIC Group Governor Handbook and noted:

- The handbook was based on the former CIC handbook although a number of changes had been made:
 - The delegated powers of the Finance & Resources Committee had been changed in line with the Group's Financial Regulations.
 - Structural diagrams of governance arrangements had been inserted in line with Board membership, as agreed on 12th July

- The appraisal and appointment processes for the CEO and the Director of Governance had been amended
- References to Principal, the College etc. had been changed to the appropriate terminology
- The Chairs' Group had considered the handbook and a number of changes had been made subsequent to their meeting.

The Board **agreed** to adopt the Governor Handbook as submitted.

6.2. BOARD AND COMMITTEE MEMBERSHIP UPDATE

The Board considered and received an update on Board and Committee membership. The Board noted that:

- Membership of the Group Board had been agreed at the WKC Corporation meeting on 12th July, as recommended by the Shadow Board's Appointments Committee.
- Since then, staff members had been elected and had attended the previous Board meeting. Student Governors had also been elected: Alex Booth from CIC and Vidusun Edirimansinghe from WKC.
- Terms of office of governors had not yet been agreed, however following discussion at Chair's Group it was proposed that the Chair, Vice Chair and Chairs of Committees are appointed for a four-year period and other governors are appointed for two years. This would help to ensure that not all terms of office cease at the same time. Staff members' terms of office would be four years.
- It was anticipated that a review of the current governance arrangements would be undertaken in July 2018, to ensure that they are fit for purpose.
- The Board had two independent governor vacancies. An advertisement (a copy of which was provided) had been placed in the Sunday Times and a number of networks would be written to, asking for expressions of interest.
- As part of the Board's committee structure, it had been agreed that each college should have an advisory group to oversee their strategies and provide advice to the College Principalship. Both colleges had been in discussion with possible new external members, details of whom were provided.
- As part of best practice, it was recommended that the Board appoints a member to act as the Safeguarding governor to oversee the relevant arrangements that both colleges have, to meet with lead managers for safeguarding on a periodic basis and in the event of an Ofsted inspection to answer questions from inspectors about the Group's approach. Catherine Boyd-Maunsell had indicated that she was willing to carry out this role.

The Board:

- **approved** the governor terms of office as proposed by the Chairs Group
- **approved** Membership of the committees, including Mike Magras to join the Audit Committee and Heather James and Amelia Sussman to join the Curriculum and Performance Committee
- **approved** the appointment of the proposed new members of the respective college advisory groups
- **approved** the appointment of Catherine Boyd-Maunsell as the Board's safeguarding governor

6.3. BOARD MEMBER TRAINING

A report was considered and received. The Board noted that:

- Board members' training needs would be assessed through a self-assessment process at the end of each academic year. This would be overseen by the Chairs' Group.
- Ongoing training would be provided as and when needed, for example governor safeguarding training is an annual requirement. The Chairs' Group would be considering how best to meet this particular requirement and any others as they arise. Workshops and presentations at the start of meetings would also be used as opportunities to provide governors with updates, and on-line training methods would be used where appropriate.
- Details of current training opportunities were provided, which governors were encouraged to take-up as appropriate.

6.4 FEEDBACK FROM COMMITTEES

Verbal feedback was provided by the Chairs of the Committees. The Board noted the following:

Audit Committee

- The committee had met for the first time, with a focus primarily on transitional issues arising from the merger.
- The committee had reviewed last year's internal audit reports, which would be relied upon to provide assurance for sign-off of statements in the Annual Report, and had also ensured that previous audit recommendations were being followed through.
- The committee had reviewed its Terms of Reference, to which a few amendments had been proposed.
- The committee had considered the Internal Audit Plan for 2016-17, which would be discussed under Agenda item 8.
- The committee had reviewed the template for the new Risk Register and proposed linkages with the new Operational Plan.

WKC Advisory Group

- The first meeting of the advisory group was scheduled for 14th November. An agenda was due to be sent out shortly, which would be focused on engagement with employers. Membership of the Group had been designed to reflect relevant stakeholders groups.

Remuneration Committee

- The committee had met and was finding its way, noting that it was a WKCIC Group Remuneration Committee but needed to be cognisant also of issues relevant to both individual colleges.

Finance & Resources Committee

- The committee had met and the key matters discussed were covered under the Finance Report provided under agenda item 5 of this Board meeting.

Curriculum and Performance Committee

- The committee had met and key matters discussed were covered under the Quality Oversight update provided under agenda item 4 to this Board meeting.
- It was considered important that the committee is fully engaged in the development of the new Strategic Plan which should then inform the committee's future work.

Chairs Group

- The Chairs Group had met several times and in addition to bringing the Chairs of Committees together in order to help ensure that all business is appropriately covered across the committee structure, it was also fulfilling the purpose of a Search and Governance Committee.

Feedback from the CIC advisory group and the WKCIC Training Board would be provided at the next Board meeting when the Chairs of those are present.

7. STUDENT REPORTS

WKC

A report was presented by Vidusun Edirimasasinghe, Student Governor. The Board noted that:

- During the past few weeks, there had been numerous welcome events and activities held across all centres, to assist students to settle in and meet new people.
- Class representatives and student representatives had been elected.
- A range of activities had been held to celebrate Black History Month, including Black History Walks and Black History movie nights.
- A UCAS Personal Statement Event had been organised by the Careers team, bringing together Level 3 students and attended by a number of partner universities. The event had been extremely popular.

- A number of charitable events had taken place, including fundraising for the World's Biggest Coffee morning in aid of cancer support.
- Events were being planned to mark forthcoming Anti-bullying week and Mental Health Awareness Week, which Governors were welcome to attend.

CIC

A report was presented by Alex Booth, Student Governor. The Board noted that:

- During the summer, members of the Student Union had worked hard on creating a new Student Union promotional video and had updated the Student Union Handbook.
- Elections were under way for a new HE Student Union President.
- The Student Union had been providing support to the Candi Feminist Society.
- The Duke of Edinburgh's Award scheme was being promoted to students and to date 22 new students had signed up.
- Students had been providing feedback on what they want from their time at CIC, and the message received was very much about personal development and independence and the broader student experience and fulfilment, not just about achieving grades.
- A schedule of Student Union meeting dates was provided and Governors were welcome at any of these in order to gain a greater insight into student life at CIC.

8. INTERNAL AUDIT PLAN 2016-17

A report containing the draft Internal Audit Plan 2016-17 was considered and received. The Board noted that:

- The Audit Plan had been developed through discussion between the Group Executive and Mazars, the Internal Auditors, and had been reviewed through further discussion with Mazars at the Audit Committee, which recommended it approval.
- It was considered that following the merger, the focus should be on core systems and controls. Proposed areas for review were: Corporate Governance and Risk Management, Core Financial Systems, Payroll, Learner Numbers, Commercial Income, Sub-contractor arrangements, HR New Starter Process and a follow-up review on progress on implementation of previous recommendations.
- Discussion had also taken place at the Audit Committee as to whether an internal audit review of Health and Safety should be undertaken, but given other audits of Health and Safety, it had been agreed that the Committee would be provided with further detail at its next meeting to provide assurance that this is adequately covered, and it was not therefore included in the Internal Audit Plan at this stage.

The Board **approved** the Internal Audit Plan as submitted.

9. RISK AND OPERATIONAL PLAN

9.1 WORK STREAMS AND RISK REGISTER (PRE-MERGER)

The Board considered and received a copy of the Merger Risk Register and workstream tracker. The Board noted that:

- These had been used to keep governors apprised of progress in the run up to the merger.
- A final post-merger review had been undertaken and most of the pre-merger risks had been effectively managed and closed out.
- Key risks that were still live, along with operational tasks that would continue to be developed through the first year of the new Group and beyond, had been carried forward into the WKCIC Group 2016-17 Risk Register and Operational Plan.

9.2 OPERATIONAL PLAN

The Board received and noted a copy of the WKCIC Group Operational Plan 2016-17.

10. HUMAN RESOURCES UPDATE

The Board considered and received a report setting out key areas of focus of the Human Resources and Organisational Development team and milestones achieved during the merger process, along with a summary of priorities for 2016-17. The Board expressed its appreciation for the considerable hard work and achievements of the Human Resources and Organisational team over the merger period.

The Board noted that both colleges had typically adopted the annual Association of Colleges (AoC) recommendation on staff pay, which for the current year was a pay increase of 1% or £250, whichever is the higher. The Board **approved** the application of the AoC pay award for the current year.

11. ENROLMENT UPDATE

A report on enrolment across the Group and within each College was considered and received. The Board noted the particular issues around HE enrolment that had been discussed at the Curriculum and Performance Committee.

12. ESTATES UPDATE

The Board considered and received an Estates update covering the summer works programme, progress with the refurbishment of the Regent's Park Centre to accommodate the new Training Division and the Group Executive, and the status of the Victoria Centre project.

13. HE QUALITY ASSURANCE

A report was considered and received. The Board noted the HE quality assurance requirements and that in order to comply with the 1st December deadline, that a review paper would be circulated to the Curriculum and Performance Committee and that once the Committee had confirmed it was satisfied with the quality arrangements, notification would be given to the Chair of the Board to sign the required statement.

14. FACT SHEET

A fact sheet setting out key facts in relation to the WKCIC group was considered and received.

15. REPORT FROM THE REMUNERATION COMMITTEE

Confidential Minute

Signed as a correct record: _____

Alastair Da Costa, Chair of the Board