



# THE WINDSOR FOREST COLLEGES GROUP BOARD OF GOVERNORS

## Part I MINUTES OF A MEETING

Held at Windsor College on Wednesday 5 July 2023 at 16.30

		<u>Meetings Attendance</u>
PRESENT:	Paul Britton	(5 out of 5)
	Tina Coates	(5 out of 5)
	Jo Croft	(5 out of 5)
	Sam Foley	(4 out of 5)
	Nathan Garat ( <i>online</i> )	(5 out of 5)
	Pippa Goodwin ( <i>Acting Chair</i> )	(5 out of 5)
	Anthony Haines	(4 out of 5)
	Gillian May (Group Principal & Chief Executive)	(5 out of 5)
	Janet Robertson	(5 out of 5)
	Signe Sutherland	(5 out of 5)
	Ian Thomson	(4 out of 5)
	Peter Tyndale ( <i>online</i> )	(5 out of 5)
Alison Wheatley	(4 out of 5)	
APOLOGIES:	Aaina Khan (FE Student Governor)	(1 out of 2)
	Rob Lewis	(4 out of 5)
	Kiran Virdee	(4 out of 5)
	Angela Wellings ( <i>Chair</i> )	(3 out of 5)
IN ATTENDANCE:	Amanda Down	Principal Sixth Form
	Anne Entwistle	Principal FE
	Richard Munday	Deputy CEO
	Tracy Reeve	Director of Governance
OBSERVER:	Sarah Mason	RSM Audit UK LLP (TWFCG External Auditors 2022/23)

<u>MINUTE NO.</u>		<u>ACTION</u>
1.	<p><b><u>Welcome &amp; Housekeeping</u></b></p> <p>The Acting Chair (PG) welcomed people to the meeting and thanked Principal Sixth Form (AD) for the student showcase of media make-up that governors had just seen. PG asked AD to pass on the thanks to the staff involved in the student showcase. She suggested that this would be very useful for governors to bear in mind during the impending strategy discussions about the curriculum development at Windsor College from September 2024 (Extraordinary Board meeting scheduled for Monday 10 July). PG also welcomed Sarah Mason (SM), who would be acting as the lead for the external audit team for the WFCG Financial Statement audit 2022/23. The meeting noted that SM was attending the Corporation meeting as an observer.</p>	
2.	<p><b><u>Apologies for Absence</u></b></p> <p>Apologies for absence had been received as detailed above.</p>	
3.	<p><b><u>AOB</u></b></p> <p>There was no urgent other business notified.</p>	

4. **Declarations of Interest**  
There were no declarations of interest.

5. **Minutes of the Previous Meetings held on 19 May 2023**  
The Part II (Commercial in Confidence) Minutes of the previous meeting held on 19 May 2023, having been previously circulated to members, were agreed as a true record and would be taken as signed by the Chair.  
**All Members were agreed.**

6. **Matters Arising from the Minutes of the Previous Meetings held on 19 May 2023**  
The Director of Governance presented a report which updated the meeting on the current status of all the 'matters arising'. All matters were either completed (green) or on track for timely completion (amber).  
**The update was NOTED**

**ITEMS FOR APPROVAL/ DECISION**

7. **Budget 2023/24 and Financial Plan 2024/25**  
The detail of the discussions around this agenda item is recorded in the Part II minutes due to the commercial sensitivity.  
**The Board APPROVED The Windsor Forest Colleges Group Budget 2023/24 and Financial Plan 2024/25 including the financial overlays to maintain Good financial health and a positive EBITDA, (as recommended for approval by the Resources Committee).**  
All Members were agreed.  
**ACTION: The WFCG CFFR return and detailed narrative outlining the key assumptions and risks to be submitted to the ESFA to meet the deadline of 31 July 2023**

RM

*[Paul Britton left the meeting]*

8. **Policy Approval: Health & Safety Policy**  
The CEO (GM) presented an updated Health & Safety Policy to reflect the new group structure of TWFCG post-merger. GM confirmed that this only had cosmetic changes and had been approved by SLT before being brought to the Board for final approval.  
**The meeting APPROVED the updated Health & Safety Policy as presented.**

9. **Risk Register**  
The Group Principal (GM) presented the Risk Register for 2022/23 which continued to be reviewed and updated by the Senior Leadership Team. GM confirmed that this Risk Register had been discussed in detail at each sub-committee meeting during June and continued to drive all of the meeting agendas. Governors noted the risks and their ratings, in detail and additional verbal assurance was provided for the key 'red' and 'amber' risks.  
**Risk 1 Failure to meet budget forecast (risk score increased to 20 'red' from 16 'amber')**: The inflationary pressures on energy and pay costs was still a key risk and the CEO asserted the need for the College to maintain a Good financial health grade. GM also highlighted the strong application numbers across all four colleges. However, as discussed earlier in the meeting, a draft restructuring proposal would be developed to support the budget proposal 2023/24.  
**Risk 2 Uncertainty and risks associated with emerging national curriculum reforms (risk score reduced from 16 'amber' to 12 'amber')**: This key risk was being well managed and senior staff were fully engaged in advisory groups linked to reform but it did not appear that government were listening to FE college concerns. Lobbying of local MPs continued but this

sector-wide change posed an enormous threat to learner outcomes and college finances. However, T Level plans were now in place for TWFCG from September 2024 which was giving management more confidence around the T Level proposal.

Risk 3 External Safeguarding Risks (risk score remains at 16 'amber'): The meeting was assured that the Executive Team continued to work with all relevant agencies in relation to any safeguarding incidents. Additional Safeguarding and Prevent Training had now taken place for all staff and governors.

Risk 4 Poor student outcome data at Langley results in a challenge to the Good Ofsted rating (risk score remains at 16 'amber'): The meeting was reminded that Vice-Chair (Rob Lewis) had taken on the role of the Governors' 'special ambassador for Langley' to provide assurance for the Corporation Members on the implementation of the Langley College Quality Improvement Plan (QIP). This had also been discussed in detail at the recent Quality & Curriculum meeting (20 June 2023) when governors reviewed progress against the Langley QIP for 2022/23.

Risk 15 Insufficient capital investment results in poor stewardship of the college estate (risk score remains at 12 'green'): The meeting noted the highlight in relation to the possible impact of any move towards low cash reserves.

The meeting commended the clear format of the Risk Register and the format of highlighted text to focus on changes since last seen by the Board which worked well to inform governors.

**Members NOTED and RECEIVED the updated College Risk Register.**

10.  
10.1

## **Governance Summary Report**

### **Board Membership**

The Director of Governance (TR) presented a paper which detailed the Members of the Corporation with cessation dates, sub-committee membership and the details of the current Chairs of the sub-committees. Governors were reminded that the current Board membership of TWFCG was determined at 18 members, but TWFCG was currently in a transition period post-merger where the Instrument and Articles allowed a slightly higher number of members. This was initially 21 members, but TR confirmed that the membership of the Board had reduced during 2022/23 as members have left Board at the end of their terms of office. The membership would be back to the pre-merger determined number of 18 members by the end of 2023.

The meeting noted that it had been agreed at Strategy Governance and Search Committee that formal sub-committee vice-chairs should be nominated for each committee to help with the management of committee business in the absence of the Chair.

***ACTION: Sub-committee vice-chairs to be nominated at the first cycle of meetings in 2023/24.***

TR

***[The Committee Chair of Quality & Curriculum Committee (TC) left the meeting whilst her membership was being discussed. The Director of Governance led discussions.]***

The meeting noted the Governors' terms of office that would end during 2023:

- Student Governors. TR reminded the meeting that the FE Student Governor (AK) had only taken up post in March 2023 after the resignation of the previous incumbent and it had been agreed that she would continue as FE Student Governor throughout 2023/24. The new Sixth Form Governor had also now been elected and would take up the post for the start of 2023/24.
- External Governors. The meeting noted that there were three governors who were coming to the end of their second term of office:
  - Tina Coates (31 July 2023)
  - Peter Tyndale (7 October 2023)
  - Anthony Haines (7 December 2023)

TR informed the meeting that the Strategy Search and Governance Committee (5 June 2023) had discussed the proposal to re-appoint Tina Coates (TC) for an 'exceptional' third

term of office of two years. TR asserted that this decision had been thought through and was predicated on TC's remit and input as Chair of Quality & Curriculum (Q&C) Committee and Strategy Governance & Search (SG&S) Committee. TC's experience from the pre-merger TWFCG was important and her ongoing membership would maintain a good balance of legacy TWFCG governance experience on the Board compared with the newer incoming BCA governors (who joined on 1 August 2022). TR reassured the Board that this would not be seen as a bad decision by Ofsted as the College Standing Orders mandated a maximum two terms of office. TR assured the meeting that this could be fully justified as a well-thought through and exceptional decision – a number of governors had left or were due to leave and they were not all being automatically re-appointed. The meeting agreed that TC was a key member of TWFCG Board and her re-appointment for a two-year period would reflect the exceptional nature of her reappointment.

**It was AGREED that:**

1. **Tina Coates (TC) should be re-appointed as a Board Member of TWFCG for a two-year period until 31 July 2025.**
2. **TC to continue in her current roles as Chair of Q&C Committee and Chair of SG&S Committee and as a member of Remuneration Committee (until the next biennial review in August 2024).**

All Members agreed.

**[TC re-joined the meeting after her re-appointment had been discussed.]**

- Sixth Form Staff Governor TR informed the meeting that this post was still unfilled after the previous staff governor term of office ended on 31 March 2023. There had been no applications when advertised. However, TR assured the meeting that action would be taken to ensure that the Sixth Form Teaching Staff Governor vacancy would be filled at the start of the 2023/24 academic year.
- Co-opted Members. TR confirmed that the Board currently had one co-opted member – Antonia Spinks - who attended Quality and Curriculum Committee as an external educationalist (Head of a local Multi Academy Trust). It was noted that the previous co-opted Member Josie Wragg (Slough Borough Council) had not been involved with TWFCG during 2022/23 and was no longer a co-opted member.

**NOTED**

10.2 **Draft Meeting Timetable 2023/24**

The Director of Governance proposed a draft schedule of Corporation & Committee meetings for the academic year 2023/24. TR confirmed that this schedule was based on the prior year timetable but included:

- separate Audit and Resources Committee meetings.
- additional meetings in September 2023 for Strategy Governance & Search Committee, Resources Committee and Audit Committee which would prove beneficial in terms of timing and workload in advance of the Board meetings in October and December 2023.

TR confirmed that the timetable would be amended to include a September Quality & Curriculum Committee which had been omitted; this would be an update on the recent 'deep dive' meetings.

**ACTION: Governors were asked to notify TR of any non-availability for the scheduled dates.**

All

**ACTION: Add an additional September meeting for Q&C Committee to the 2023/24 schedule.**

TR

**Subject to any non-availability the draft meeting timetable was APPROVED.**

All Members were agreed.

10.3 **External Review of Governance at TWFCG**

The Director of Governance reminded the meeting that it was now mandatory for each FE College Corporation to commission an external review of Governance on a triennial basis (the

first review to be undertaken by 31 July 2024). This had been made a condition of funding in spring 2022. TR highlighted that the Board at TWFCG had agreed to delay this review to autumn 2023 in order to allow the new Board formed by the merger of TWFCG and BCA to establish working practices for one full year. Governors noted that Rockborn LLP – the consultants used for the merger project - had been commissioned to undertake this external review during the autumn term 2023. The review would be undertaken by an experienced governance professional working as a consultant for Rockborn. TR confirmed that a full scope for this review would be brought to the Board via the Strategy Search and Governance Committee in October 2023.

**The plans for the external governance review were NOTED.**

10.4 **Application of the WFCG Seal**

The meeting noted the report in relation to the use of the Corporation Seal; TR confirmed that TWFCG Corporation Seal had been applied to the following documents:

- i. Grant of lease: 'Land on the West Side of Henley Road Hurley Maidenhead' to AP Wireless II (UK) Limited. (April 2023). This was for the telecoms mast on site at BCA.

TR confirmed that this was a repeat use of the seal on this document as AP Wireless had demanded a small contract amendment after the document had been previously sealed.

**The report confirming the use of the College Seal was NOTED and RECEIVED.**

11. **Academic Report**

• **In-Year Performance 2022/23**

The meeting was given an update by the Principal, Sixth Form (AD) and the Principal FE (AE) and the Governors noted the following data.

**Current progress against measurable KPIs for Further Education:**

KPI	Langley	BCA
Attendance	Study programme: 84% - main course 71% - English 70% - maths	Study programme: 90.6% - main course 86.2% - English 84.9% - maths
Retention	90%	92.9%

AE confirmed that there was not yet any data available on FE outcomes for 2022/23 but attendance remained strong.

**Current progress against measurable KPIs for Sixth Form:**

KPI	Strode's	Windsor
Attendance	87.1% - study programmes 83.3% adult courses	86.5% study programmes 88.4% adult courses
Retention	In-year retention 93% 2 Year retention 76.6%	In-year retention 91% 2-year retention 80.3%

AD highlighted the ongoing discrepancy between in-year retention and two-year retention. Keeping learners on programme remained a challenge in the face of increased mental health and anxiety issues post-pandemic. Governors reminded the Executive of the need to have the detailed 'stories' behind any withdrawals or transfers and the work undertaken to mitigate learners withdrawing; this detail and narrative would be key for any Ofsted inspection.

**Current progress against measurable KPIs for Apprenticeships:**

➤ **Forecast Achievement**

The meeting noted the following update:

- The forecast achievement for the group was 64.5% (achievement to date stood at 48.6%) and the ESFA had set a minimum target of 60% for 2022/23. Management

were confident that this minimum level of performance would not be breached as detailed tracking and a focus on completion was now in place.

- Achievement at Langley was positive and ahead by +10% compared with the prior year. The forecast achievement at Langley would be circa 68% and there was evidence of outstanding provision in construction and engineering (Motor Vehicle)
- BCA was still in recovery with respect to apprenticeships. The main areas that were under review were Horticulture and Landscape where predicted achievement was 26%. There appeared to be too many continuers and too many withdrawals. Governors were assured that action was being taken before the year-end to remedy the current position.
- Further staff training was required to ensure that the skills coaches at BCA understand the mechanics of apprenticeship 'standards' compared with the previous 'frameworks'.

➤ Key Risk associated with the Apprenticeship Provision

AE confirmed that the key risks continued to be focussed on the following:

- Failure to meet the minimum National Average due to achievement challenges at BCA
- The current on-line method of delivery for functional skills not delivering the outcomes needed for our learners.
- Data Errors and onboarding rates for BCA apprentices resulting in lower funding.
- A slow-down in the recruitment of apprentices for 2023 resulting in falling income for 2023/24.
- Insufficient employer feedback which would not allow for improvements to provision.

The meeting was assured that there was a clear action plan in place to provide mitigation against these risks. A specific Risk Register for apprenticeships had been considered at the last Quality & Curriculum Committee meeting (20 June 2023).

- Higher Education (HE)

The Principal Sixth Form (AD) presented this report which gave the meeting an update on progress with HE since last reported in March 2023; the report also detailed the planned developments for the HE and Access to HE provision. The meeting took the report as read but AD highlighted the growth planned in the 'Access to HE' provision. This would now provide additional progression pathways for the ESOL cohort. The college was also running 'pre-access' course which had been well received and the meeting noted that a level 1 (pre-pre-access) course would run from September 2024; literacy and spoken English was often a barrier to progression. The biggest growth area would be in Access to Nursing. Access courses would also be delivered at BCA from Sept 2024.

AD confirmed that applications for HE in 2023/24 were still coming in and the College had undertaken a more outward facing marketing campaign. TWFCG was still working with St Marys University; course were based at Strode's campus. AD confirmed that SLT were currently reviewing the HE partners used by TWFCG. The meeting noted that discussions around the Slough 'University Teaching Centre' had currently paused; possible partners Royal Holloway University did not appear to be progressing this project. Governors were reminded that this initiative had been driven by SEGRO offering suitable premises on the Slough Trading Estate. Governor suggested that the college might consider seeking an alternative HE partner to drive this initiative forward. The CEO informed the meeting that the University Teaching Centre did not appear to be a priority for Slough Borough Council; the initiative appeared to be driven by the possible property asset but there was no strategy yet determined. GM confirmed that the Executive would keep a close watching brief on the possible development of the University Teaching Centre.

***The Academic Report was NOTED and RECEIVED***

12.

**Finance Directorate Report**

- *Management Accounts May 2023*

The Deputy CEO (RM) presented the May 2023 Management Accounts which had been circulated to all governors and confirmed that performance to March was as expected in the mid-year reforecast. As discussed earlier – when considering the budget for 2023/24 – RM confirmed that pay costs continued to be exerting the biggest upward pressure on expenditure. There were also other negative ‘headwinds’ forecast for 2023/24 which had already started to impact the forecast EBITDA in-year. As discussed earlier in the meeting RM reminded the meeting that the final EBITDA for 2022/23 would still be positive even if it was reduced on the mid-year forecast.

***The detailed management accounts for May 2023 were taken as read.***

13.

**Applications Report**

The CEO (GM) presented the report showing current applications for 16-18 study programmes for 2023/24. The format of this report had been amended to separate returning students and new learners after a request from the Resources Committee (26 June 2023).

COLLEGE		Live Offer	Live Accepted	Target
BCA	New students	1143	1045	
	Returning students	569	421	
		<b>1,712</b>	<b>1,466</b>	<b>1,550</b>
LANGLEY	New students	544	490	
	Returning students	275	190	
		<b>819</b>	<b>680</b>	<b>1,050</b>
STRODE'S	New students	972	923	
	Returning students	57	54	
		<b>1,029</b>	<b>977</b>	<b>1,140</b>
WINDSOR	New students	514	476	
	Returning students	50	39	
		<b>564</b>	<b>515</b>	<b>680</b>
<b>TOTAL</b>		<b>4,124</b>	<b>3,638</b>	<b>4,420</b>

The meeting was reminded that there were 4,109 funded 16-19 learners for 2022/23 (of which 62 were mid-year enrolments). GM gave a verbal update on each of the individual colleges all of which appeared to be on track to reach their recruitment target:

- BCA was expected to reach the target of 1,550; animal management recruitment was high which usually indicated a strong enrolment.
- Langley College applications were 164 ahead of the prior year; all curriculum areas were higher than the prior year apart from Sport and Public Services. Governors were reminded that this provision (Sport and PS) would all move to BCA from September 2024.
- Strode's was seeing a small increase in applications on the prior year, but the 'offer/acceptance' number was being impacted by a slight delay to interviews.
- Windsor College had a very strong recruitment in 2022/23 so current offer numbers were slightly below last year, but acceptances were slightly up on the prior year. This reflected the strong conversion rate of applications to offers accepted.

The meeting was reminded of the new automated acceptance procedures which had been implemented for this year which had worked very well. All curriculum areas had been very responsive to applications with interviews offered soon after applications. GM also highlighted the ESOL provision which had gone from 80 learners in the current year to 100 for 2023/24.

***The applications report was NOTED***

14. **Minutes from Quality & Curriculum Committee – 23 May and 20 June**

The meeting noted the minutes from 23 May (Deep Dive into High Needs provision) but TR apologised and informed the meeting that the minutes from the 20 June meeting (Deep Dive into Quality Improvement at Langley College) were not yet available.

The Chair of the Committee (TC) confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda. TC confirmed that the Deep Dive into the Langley College Quality Improvement Plan had confirmed that progress was being made in all areas and management were having a positive impact.

***NOTED***

15. **Minutes from Strategy Governance & Search – 5 June 2023**

The meeting noted the draft minutes.

The Chair of the Committee (TC) confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda. TC confirmed that it had been a lively and robust meeting with detailed discussions around the new curriculum strategy for the college group with a particular focus on Windsor College.

***NOTED***

16. **Minutes from Capital Development Steering Group – 12 June 2023**

The meeting noted the draft minutes from the last meeting. The Director of Governance highlighted the additional report provided by the Director of Estates & Facilities at BCA who was working with the appointed land agents – Bidwells – to managing the land sale project at Honey Lane BCA. Governors noted that the tender for a property developer was now live and the closing date for bids was 30 August. Interviews would then take place during September – governors would be involved in this process.

The Chair of CDSG (JC) confirmed that all matters had already been adequately covered and the plans for the heritage restoration project were also moving forward. The only risk was in relation to the land not being sold but this was very unlikely in light of the very strong initial interest with more than 50 developers registering for information. JC also confirmed that – as discussed earlier in the meeting – there had been no progress on discussions with Slough Borough Council over the purchase of the MUGA at Langley College.

***NOTED***

17. **Minutes from Resources Committee – 26 June 2023**

The Director of Governance (TR) apologised and informed the meeting that the draft minutes from the meeting were not yet available.

The Chair of the Committee (SF) confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda; the main item of discussion had been the Budget 2023/24 and Financial Plan 2024/25.

***NOTED***

18. **Minutes from Audit Committee – 28 June 2023**

The Director of Governance (TR) apologised and informed the meeting that the draft minutes from the meeting were not yet available.

MINUTE  
NO.

ACTION

The Chair of the Committee (JC) confirmed that the major matters considered by the meeting had been brought forward to the Board within the current agenda.

The Director of Governance (TR) confirmed that she would circulate all outstanding minutes – along with the final Board minutes for 2022/23 – to all TWFCG Governors before the end of July 2023.

**NOTED**

***ACTION: Circulate all outstanding committee and board minutes to all TWFCG Governors before the end of July 2023.***

TR

19. **Dates and Times of Future Meetings and Events**

Governors were reminded that there was an Extraordinary Board meeting on Monday 10 July at 5pm (via Zoom) to consider strategic curriculum development for TWFCG.

The dates and times of future meetings in 2023/24 had already been discussed. TR confirmed that the first Corporation meeting for 2023/23 was scheduled for:

- Wednesday 4 October 2023 (5.00pm at Langley College)

TR confirmed that she would issue Outlook calendar invites for all 2023/24 committee and board meetings in advance of the summer break.

**NOTED**

***ACTION: Issue Outlook calendar invites to all Governors for all 2023/24 committee and board meetings in advance of the summer break.***

TR

20. **Any Urgent Business**

- ESFA Funding Audit

The CEO informed the meeting that earlier in the afternoon she had received an email from the ESFA confirming that TWFCG had been selected to be part of the random annual ESFA ILR and Learner Numbers Funding Audit 2022/23. Consultants PWC had been commissioned to undertake this work on behalf of the ESFA. More detail would be provided on timing and scope as soon as SLT had received further briefing.

**The notification of the ESFA Funding Audit at TWFCG was NOTED**

There was no other urgent business

**The meeting closed at 6.35pm.**