

**WOKING COLLEGE BOARD OF TRUSTEES**

Minutes of a meeting of the Board of Trustees of Woking College held on Wednesday 7<sup>th</sup> December 2022 starting at 5.15pm in the Staff Room.

Present:	Tim Stokes	Chair
	Jonathan Miles	Vice Chair
	Alastair MacAulay	
	Anne Middleton	
	Mike Mulheron	
	Andy Williams	
	Brett Freeman	Principal
In Attendance:	Nuweed Razaq	Deputy Principal
	Laura Cook	Assistant Principal
	Helena Clarke	Assistant Principal
	Barbara Maude	Clerk to the Board

Item	Agenda Description	Action															
1.	<p><b>Apologies for Absence &amp; Declarations of Interest</b></p> <p>Apologies had been received from Ben Smith (who was overseas due to work commitments); Rosh Sellahewa (who had a pre-existing work commitment) and Cullum Mitchell (who had child-care commitments). The apologies were agreed.</p> <p>No Trustee or member of SLT declared any pecuniary or other direct/indirect personal interest in any item on the agenda. It was noted that Rosh Sellahewa had declared an interest in the Finance and Audit Committee meeting on 23<sup>rd</sup> November 2022 which had been duly noted in the minutes which appeared at agenda item 7.1.</p>																
2.	<p><b>Introduction</b></p> <p>The Chair introduced the meeting outlining that the purpose of the meeting was to effectively conclude the calendar year and to look at the challenges and opportunities presented by the New Year.</p>																
3.	<p><b>Minutes of the Previous Meeting</b></p> <p>The Board received the minutes of the previous meeting held on 9<sup>th</sup> November 2022. The minutes were agreed as an accurate record and approved for signature by the Chair.</p>																
4.	<p><b>Matters arising</b></p> <p>To review any matters arising</p> <table border="1" data-bbox="239 1691 1324 1859"> <thead> <tr> <th></th> <th>Matters arising</th> <th>By whom</th> <th>By when</th> <th>Status</th> </tr> </thead> <tbody> <tr> <td></td> <td>09.11.22</td> <td></td> <td></td> <td></td> </tr> <tr> <td>1.</td> <td>Amend QIP target "to be as close to net zero by 2030"</td> <td>LCO</td> <td>31/12/22</td> <td>Completed</td> </tr> </tbody> </table> <p>It was confirmed that the wording of the above QIP target had been amended following comments made by the Board at the last meeting.</p>		Matters arising	By whom	By when	Status		09.11.22				1.	Amend QIP target "to be as close to net zero by 2030"	LCO	31/12/22	Completed	
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	<b>TEACHING, LEARNING &amp; ASSESSMENT</b>	
5.	<p><b>Reports</b> The Board received and reviewed the following reports:</p> <p><b>Enrolment Data &amp; reasons for student withdrawals 2022/23</b> Nuweed Razaq, Deputy Principal presented the report on enrolment data and the reasons for student withdrawals. As the Board were already aware, student enrolment numbers had declined this year and SLT suspected that the cyber-attack may have impacted as it had delayed the launch of applications for September 2022. There was also a competitive range of school sixth forms, other sixth form colleges and FE Colleges in the area and a sense that some students may have decided, post pandemic, to stay at their school if it had a sixth form. There had also been a smaller Level 2 cohort from the previous year's CAGs which resulted in a smaller progression to Level 3 this year.</p> <p>In terms of applications for 2023/24 to date there had been targeted marketing, well attended Open Evenings and a series of interview evenings. SLT praised all staff involved in the interview process as it required staff to interview approximately 7/8 students per evening.</p> <p>In terms of student withdrawals, it was noted that 13 students had withdrawn and although this was an increase in terms of years 2021/22 and 2020/21 the majority of withdrawals were due to health and/or mental health issues. SLT advised that it always remained open for a student to re-apply and in particular where a student had withdrawn for health reasons, Heads of Year would keep in touch with them if they felt they were likely to want to return. Trustees questioned whether those students who withdrew were tracked. It was confirmed that withdrawals were reported to Surrey County Council but no further analysis was undertaken.</p> <p>Mike Mulheron reported that Universities were experiencing the same issue with students withdrawing for mental health reasons. Support for mental health at this particular age was challenging as they were often too young for adult mental health care and too old for child mental health care.</p> <p>SLT highlighted that although there were many challenges the College's current retention level of 99% was exceptionally high reflecting that the College did retain so many of its students.</p> <p><b>Complaints Log - Executive Summary Report</b> The Deputy Principal presented the Complaints Log to the Board giving further details of the six formal complaints that had been made during the academic year. Any ongoing complaint was discussed on a weekly basis at Executive Team meetings. The 6 recorded complaints were very different in nature and there was no trend or pattern.</p> <p><b>Safeguarding Update</b> Helena Clarke, Assistant Principal presented a Safeguarding Update and the Board noted in particular the feedback and comments from the recent OfSTED inspection which concluded that 'the arrangements for safeguarding are effective...Leaders have created clear and sensible policies to ensure all staff and students are safe and know how to report any concerns. Leaders and managers use sophisticated methods to record and monitor any safeguarding incidents clearly and work well with external agencies when necessary'.</p> <p>Trustees were also advised that a new icon appeared on the College internet – 'I need help' and students could click on the icon and it would take them to a number of reference materials and contacts. The Assistant Principal also updated Trustees on the work the College did with both Surrey Care Trust and East to West. Trustees asked about gender neutral toilets and were advised that the College currently had 5 gender neutral toilets and a new rainbow pathway by the front entrance.</p>	

	<p><b>Continuing Professional Development Update</b></p> <p>Laura Cook, Assistant Principal presented the CPD Report outlining the activities undertaken since the start of term. The main CPD focus was the use of Walkthrus which were a 5-step guide to Learning and Teaching. Previously, staff had been encouraged to choose 3 strategies in the first term and then 3 in the second term. This year, departments had opted to choose one strand to work on together as a team.</p> <p>Each strand had between 10 to 20 strategies so members of a team could choose to try out a particular strategy and then feedback to other team members on their effectiveness. Teams would then meet to discuss and share best practice.</p> <p>Trustees also reviewed the activities that had taken place over the INSET days in September and October including external speakers talking about Race and Ethnic Diversity in Education and Preparing for work in Surrey which had included from an employers' perspective what skills students lacked these days, including something as simple as could a student make a phone call as so much of their time was spent texting.</p> <p>The Board also considered the external CPD activities undertaken in conjunction with S7 (both as attendees and trainers) and with other external providers. It was considered to be a remarkable range and number of activities for the first term and Trustees questioned how SLT kept staff energised for the term ahead. The Principal advised that staff were diarised to have 2 academic tutoring days and 1 admin day this term where they could work from home and all staff had been invited to a meal out to celebrate the recent OfSTED inspection.</p> <p>In a discussion on the uploading of lesson resources, it was noted that there were two distinct channels of communication across the College - students were only ever contacted via Teams and staff to staff contact was only via email.</p>	
	<p><b>PRINCIPAL'S REPORT</b></p>	
<p>6.</p>	<p>The Board received the Principal's Termly Report.</p> <p>The Principal had invited Trustees to pose any questions on the contents of the report to him before the meeting and he thanked those Trustees who had done so. One such question had related to the priority of two CIF bids that were currently being assessed in terms of viability. These related to the replacement of the roof on the main block and secondly the upgrade of the fire suppression system. The Principal advised that the priority was the latter and as such the College had opted to offer the maximum contribution of 30% on the replacement of fire doors.</p> <p>Another question posed had been on the Excellence Programme and Trustees noted that the College had welcomed 64 Year 11 students from partner schools to the Excellence Programme Outreach Event which had challenged students understanding beyond the current curriculum.</p> <p>The Principal had set out in his report details of all the marketing activities undertaken so far this term and had also highlighted the specific marketing of the OfSTED Outstanding. Whilst to date there had not been a surge of new applications the sense was that the conversion rate from application to enrolment was more likely to increase.</p> <p>Trustees also noted that there were more staff joining than leaving during this term and it was considered that staff recruitment trends had changed positively.</p> <p>In terms of capital projects, then Trustees had been invited to a tour of the new Teaching Block prior to the meeting. Feedback on the Teaching block was extremely positive in terms of the design, build quality, available space and functionality. In respect of the OWCC project then this was now officially underway. The Your Fund Surrey large cheque had been handed over by SCC to the OWCC Trustees which had been a great photo opportunity and works were now ongoing which would see a full refurbishment of the original building and electrical, heating and drainage services</p>	

	<p>replaced with new sustainable and eco-friendly options.</p> <p>It was hoped that the Performing Arts Department would be able to move into the OWCC in July 2023.</p> <p>The Board thanked the Principal for his report and oral update.</p>	
	<p><b>FINANCE &amp; AUDIT COMMITTEE</b></p>	
<p>7.</p>	<p>In the absence of the Chair of the Finance and Audit Committee, the Vice Chair of the Board, Jonathan Miles, presented an overview of those matters considered by the Committee at its meeting on Wednesday 23<sup>rd</sup> November 2022.</p> <p>The Vice Chair confirmed that the Committee held a closed session with Paul Creasey, Lead Partner of Azets, the external auditors prior to the meeting. In the words of the auditor this had been a ‘dull’ year in comparison to previous years which had seen a pandemic and a cyber-attack. The auditors had confirmed that the audit of the financial statements had not revealed any area of concern, and they did not wish to bring any matter to the attention of either the Committee or the Board. The College was in good shape and was being well managed. Paul Creasey of Azets praised the work of the Finance Director noting that she had a relatively small Finance team around her.</p> <p>In terms of a headline summary, Paul Creasey had confirmed that the Financial Statements contained an unqualified audit opinion and an unqualified regularity opinion.</p> <p>Points he had highlighted to the Committee included the pension liability. This related to the Trust’s share of the Local Government Scheme overseen by Surrey County Council. It was an amount outside of the Trust’s control and could increase or decrease subject to actuarial valuations and life expectancy rates. This year, the direction of movement in broad terms was from a liability to an asset with the College’s liability falling by £1.75m. However, it had to be borne in mind that in essence this was not a real value.</p> <p>The Committee had then reviewed the Internal Audit Annual Report 2021/22 dated September 2022, Internal Audit Reports on Free School Meals and Bursary Funding, the Internal Audit Follow Up Review dated August 2022 and the Internal Audit Plan 2022/23 dated October 2022.</p> <p>The first report reviewed was the internal audit report on Free School Meals and Bursary Funding and the overall conclusion was strong – i.e. a strong level of assurance over the controls in place for bursary funding and free school meal provision at the College. There were 8 good practice points which had been noted and two low grade recommendations had been made.</p> <p>The Committee then reviewed the Internal Audit Follow Up Report which assessed whether the College had appropriately implemented the internal audit recommendations made during 2020/21. In conclusion the report gave a substantial assurance over the progress made to implement the recommendations.</p> <p>The Committee were then presented with the IT Systems: Business Continuity Internal Audit Report (dated August 2022) which had an overall conclusion of weak. Although there were 10 identified areas of good practice, overall the auditors could only provide a weak level of assurance over the College’s IT systems and their associated business continuity controls. There were 2 high grade recommendations and 1 medium control recommendation.</p> <p>SLT had acknowledged that the issues raised in the audit were as a result of the cyber-attack fallout and a complete change of IT staff. The audit was a point in time and the direction of travel was going in the right direction. There would be a follow up audit undertaken during this year and the results of that would come back to the Committee at this time next year.</p> <p>Finally, the Committee considered the Internal Audit Plan for 2022/23 dated October 2022.</p>	

The operational plan included an audit of the overall financial controls, Corporate Governance, Health and Safety and then a follow up review.

It was noted that the Board had commissioned an External Review of Governance (ERG) with an external independent specialist which was due to commence in March 2023 and would include an audit of governance processes. As the ERG could not be undertaken by anyone with an existing link to the College (including internal auditors) it would mean that governance would be reviewed twice in the year. As such, it was considered that the Corporate Governance audit should be removed from the operating plan for 2022/23. The position could then be reviewed following completion of the ERG.

The Committee were happy to proceed with the Internal Audit Plan for 2022/23 subject to the removal of the Corporate Governance audit in 2022/23 and the identification of another audit area.

The Committee had reviewed the September 2022 Management Accounts noting that they reflected an operating surplus of £146k which was £18k ahead of budget.

In respect of capital projects, the teaching block had been handed over on 4<sup>th</sup> December 2022 with a small opening ceremony taking place on 5<sup>th</sup> December. The social sciences and behavioral sciences teams would be moving into the new block.

In terms of CIF bids, then the tenders for the heating CIF bid were due to be returned by 9<sup>th</sup> December. MCS, the College's current contractors, had been invited to tender. All tenders would be reviewed with the College's consultant and works would be timetabled for February half term, the Easter holidays and the summer break. Works would be carried out on a block by block basis. New CIF bids had to be submitted by 7<sup>th</sup> December 2022.

The Committee had also reviewed the Risk Management and Board Assurance Annual Review which had set out the two significant risks identified for 2021/22 which related to failing to attract and retain appropriate numbers of students and a reduction in overall income leading to the College not being a going concern. The Report also outlined five contingency risks and after review the Committee noted that both significant and contingency risks had been managed effectively.

In terms of the Risk Register for 2022/23 this identified 12 risks which were all linked to all or some of the Strategic Plan's themes. The Risk Register was in the format introduced in the previous year and the Committee commended the format including the mid-year progress update to the Board.

The Vice Chair advised that the Committee had looked carefully at the College's financial position and in particular the reserves position which was set at £500k. Years 2 and 3 were likely to see the College setting a deficit budget and if the College moved closer to the £500k reserves line then any further spending would have to be carefully considered.

The Committee had also looked at whether it was possible to get more money out of the cash held at the bank. The Finance Director had been in discussion with other S7 Finance Directors as to viable alternative options but it was reported that changing banks was difficult and the Academy Trust Handbook advocated prudence at all levels so as a first step the proposal was that the College would open up one account with Lloyds Bank and place £750k in a 12-month fixed deposit account earning an interest rate of 2.6%.

It was also noted that in accordance with Appendix II of Azet's Audit Findings Report, the Board before it approved the Financial Statements/Accounts must have due regard to the following:

- Confirmation that the Board consider that the Trust is a going concern for 12 months from the date of approval of the accounts;
- Confirmation that no Post Balance Sheet Events (PBSE) give rise to additional disclosures in the accounts;
- Approval of the Letter of Representation alongside approval of the accounts;
- Completion of the Accounting Officer's checklist and confirmation of no regularity issues;

	<ul style="list-style-type: none"> <li>Confirmation that all points have been considered on the internal control recommendations and a management response provided.</li> </ul> <p>The above points were duly noted and confirmed as accurate and/or completed.</p> <p>The Board <b>resolved</b>:</p> <ol style="list-style-type: none"> <li><b>To receive the Minutes of the Finance &amp; Audit Committee meeting held on 23<sup>rd</sup> November 2022;</b></li> <li><b>To approve the September &amp; October Management Accounts;</b></li> <li><b>To approve the Financial Statements for the year ending 31<sup>st</sup> August 2022 together with the Accounting Officer’s Statement on Regularity, Propriety &amp; Compliance;</b></li> <li><b>To approve Azet’s Audit Findings Report and the Letter of Representation;</b></li> <li><b>To approve the Internal Audit Plan 2022/23 (subject to the inclusion of a new agreed audit area in place of Corporate Governance); and</b></li> <li><b>To approve the Risk Management &amp; Board Assurance Annual Report &amp; Risk Register 2022/23.</b></li> </ol>	
	<b>POLICIES</b>	
<b>8.</b>	<p>After review, the Board <b>resolved to approve the following policies</b>:</p> <ul style="list-style-type: none"> <li><b>Freedom of Information Policy, Procedures &amp; Publication Scheme;</b></li> <li><b>Equality, Diversity &amp; Inclusion Policy; and</b></li> <li><b>Public Sector Equality Duty Report</b></li> </ul>	
<b>9.</b>	<p><b>Any Other Business</b></p> <p>The Board reviewed a Link Trustee Report from Alastair MacAulay who was linked to the PE Department. Flowing from a discussion on the topic, it was suggested that the Clerk and the Deputy Principal should review the protocol and consider how best Trustees could prepare for their link visits. One suggestion was that Trustees may benefit from a meeting with the Principal beforehand in order that SLT could help contextualise the visit.</p>	
<b>10.</b>	<p><b>Date &amp; Time of Next Meetings</b></p> <p>It was agreed that the next meeting of the Board would take place on Wednesday 25<sup>th</sup> January 2023 at 6pm. This was the scheduled annual Board training meeting.</p>	