

WOKING COLLEGE BOARD OF TRUSTEES
Minutes of a meeting of the Board of Trustees held on Wednesday 6th
December 2023 at 5.30pm in W09 Conference Room (W Building)

Present:	Tim Stokes	Chair
	Rosh Sellahewa	Vice Chair joined at 5.55pm
	Anne Middleton	Via Teams
	Erica Ehoro	Via Teams
	Ben Smith	Via Teams joined at 5.40pm
	Brett Freeman	Principal
In Attendance:	Nuweed Razaq	Deputy Principal
	Ben Ramdhony	Observer
	Barbara Maude	Clerk to the Board of Trustees

ITEM	AGENDA DESCRIPTION	ACTION
1.	<p>Apologies for Absence & Declarations of Interest Apologies had been received from Gary Botha, Cullum Mitchell and Alastair MacAulay all of whom had prior work commitments. Erica Ehoro, Anne Middleton and Ben Smith joined the meeting remotely.</p> <p>In terms of management, apologies had been received from Laura Cook who was unwell and her report (agenda item 5.3) would be presented by the Principal in her absence.</p> <p>The Chair welcomed Ben Ramdhony to the meeting. Ben was joining as an observer having been interviewed previously by the Chair, Vice Chair and Alastair MacAulay with a view to joining the Board as a co-opted Trustee. Ben is the Senior Deputy Headteacher and Acting Head of the Design and Technology Department at Woking High School. He also has a specialist level of expertise in terms of quality assurance processes. Ben was keen to strengthen the links between the two institutions and to understand how Woking High School could better prepare their students for the transition to College life.</p> <p>No Trustee or member of senior management declared any pecuniary or other direct or indirect personal interest in any item on the agenda.</p>	
2.	<p>Introduction In terms of the strategic intent of the meeting the main focus was on the review and approval of the Annual Financial Statements for the year ending 31st August 2023 and to receive an oral statistical College update from the Principal.</p>	
3.	<p>Minutes of the Previous Meeting The Board received the minutes of the previous meeting held on 8th November 2023. The minutes were agreed as an accurate record and approved for signature by the</p>	

	Chair, via the marked as signed facility on GovernorHub.	
4.	<p>Matters arising</p> <p>The previous meeting had focussed primarily on the College Self-Assessment Report and Quality Improvement Plan and as such there were no substantive matters arising.</p>	
TEACHING, LEARNING & ASSESSMENT		
5.	<p>The Deputy Principal presented an update on enrolment data and a report on the reasons for student withdrawals in 2023/24. Student enrolment figures for this year had increased significantly and whilst lower recruitment last year had seen the College with the smallest Year 13 cohort in several years, overall numbers had increased.</p> <p>Total numbers on roll as at 28th November 2023 stood at 1,486 compared to 1,385 in 2022/23 and 1,446 in 2021/22. The first year Level 3 cohort this year numbered 799, compared to 669 and 734 in the two previous years.</p> <p>The College had also extended its Level 2 cohort by an additional 24 students this year compared to last year. This was pleasing as the College remained committed to providing a fully comprehensive offer to the local community.</p> <p>Applications for 2024/25 were already 40% up on the same time last year and the Deputy Principal advised that the main focus for the forthcoming SLT Away Day would be looking at the impact of increased student numbers going forward.</p> <p>The College had also had an extremely busy Open Evening and had held 4 interview evenings with over 700 interviews completed so far.</p> <p>The Board reviewed the reasons for student withdrawals to date for 2023/24. There had been 18 in total, which was higher than in 2022/23 (13) and 2021/22 (10) but the largest number related to students failing to meet the course demands. Whilst this was unfortunate, the Deputy Principal advised the Board as to the steps that were taken in these circumstances to ensure that the students were able to follow alternative and more appropriate paths. Overall, the percentage of students who had withdrawn was less than 1% of the overall student cohort.</p> <p>In respect of the annual Complaints Log, it was noted that there had been only four formal complaints received so far this academic year.</p> <p>One complaint had related to the quality of teaching in Computer Science and as a result the HoD was now teaching all Year 13 Computer Science groups and so this had been effectively resolved. Two complaints related to the withdrawal of students due to issues with attendance and no further action had been taken and the cases closed. The fourth related to a student who had taken Classical Civilisation at A level and obtained a Grade B (which was lower than anticipated). The exam papers had been remarked and the grade had not altered. College management confirmed that nationally grades in Classical Civilisation appeared to have been lower than in previous years. The student had progressed on to her choice of institution on a scholarship and the College had offered her the opportunity to re-sit the exam in the summer of 2024 if she wished. The College were currently waiting to hear her decision so this</p>	

	<p>complaint remained open pending that decision.</p> <p>In terms of the CPD Update, the report summarised the CPD undertaken by College staff since the start of term.</p> <p>The main teaching, learning and assessment focus for the whole College CPD for 2023/24 was 'Making Every Lesson Count' which focussed on incremental challenge and setting high expectations; precise explanation and learner engagement; skills-based modelling; powerful questioning; and assessment for success with valuable feedback.</p> <p>In terms of CPD pedagogy, the College were using the evidence-based tool called 'Five Ways' which were a series a short posts and one-pagers summarising some everyday classroom practices such as five ways to sustain student attendance or five ways to check for understanding. All of the teaching and learning strategies were led by Terry Wilkes, Director of Teaching & Learning. Teachers were given a choice of which areas or strategies they wanted to concentrate on either individually or in groups and then were asked to feedback on their successes and observations.</p> <p>Details of the external CPD undertaken via the S7 consortium (including the Leadership Programme, New HoDs programme and the Teaching Excellence Programme) or through other external providers was also noted.</p> <p>The Principal reported that the current round of lesson observations had been positive with over 70+ teachers being graded good or above and only two to three teachers requiring closer monitoring to provide them with additional support.</p> <p>The Board resolved to receive and note the following reports:</p> <ul style="list-style-type: none"> ● Enrolment Data & reasons for student withdrawals 2023/24 ● Complaints Log - Executive Summary Report ● Continuing Professional Development Update 	
PRINCIPAL'S REPORT		
6.	<p>The Principal's termly report had been presented at the previous Board meeting and as such the Principal gave an oral statistical update following on from his earlier written report.</p> <p>Overall attendance was 96.9% which was marginally down in comparison to the position as reported in November 2023 of 97.1% but it was considered that a lower attendance rate in year 13 had contributed to the slight drop.</p> <p>Students on roll was currently 1,486 with retention at 98.9% which compared positively to 98.1% in 2022/23 and 97.9% in 2021/22.</p> <p>Applications as at November were reported to be 1192 but had now increased and were currently standing at 1,629 (compared to 1,098 at the same time last year).</p> <p>Acceptances were also up – 345 this year compared to 198 last year.</p> <p>The Principal advised that as already mentioned, the focus of the SLT Away Day would</p>	

	<p>be on looking at how the College could respond to increased learner numbers which may encompass changes to the timetable; whether the College could afford to create extra classrooms and how the College should treat applicants. For example, was the message that the College was full or to carry on enrolling and run the risk that the numbers that actually enrolled were greater than anticipated. The Principal advised that the view of management was that the message would change once the College had interviewed 1,600 students – it would then switch to the fact that they could not guarantee there would be a place once interviews exceeded 1,600 learners.</p> <p>The Board discussed the various options available as all present did not want to deter students from applying but the College had to be fair to everyone.</p> <p>The Board queried whether there were socio-economic reasons why students may historically apply late. The Principal advised that some families would always push hard for a place at the earliest opportunity and those that came from more socially deprived backgrounds tended to apply late so they ran the greatest risk of not getting a place. The College remained committed to providing a L2 programme and to remain comprehensive in nature. The Principal, in an attempt to ensure that those that tended to apply late were not disadvantaged had written to all the local Headteachers to explain the scenario to encourage students to apply early and not to leave it to the last moment.</p> <p>In terms of staffing, the Principal advised that the College was fully staffed with only one agency teacher in post to cover for an employee on long term sick leave.</p>	
FINANCE & AUDIT COMMITTEE		
7.	<p>The Chair of the Finance & Audit Committee gave an oral summary of those matters considered by the Committee at its meeting held on 22nd November 2023 and took the Board through the various key documents that required Board approval.</p> <p>The Chair advised, that in accordance with the Committee’s standing practice they had held a closed session with the auditors, in the absence of senior management. The Chair advised that the Committee were able to report back and reassure the Board that the auditors had confirmed that the audit of the financial statements had not revealed any area of concern and that the auditors did not wish to bring any matter to the attention of either the Committee or the Board. The auditors reported that the Finance & Estates Director appeared to be well supported now by a very good number two within the Finance Team. Overall, the auditors had reported that the College was in good financial shape and being well looked after.</p> <p>Procedurally, the Committee had also re-appointed the Chair, reviewed its Terms of Reference and its Annual Report.</p> <p>Looking at the Financial Statements for the year ending 31st August 2023, the Chair advised that in terms of a headline summary, the auditors had confirmed that the report contained an unqualified audit opinion and an unqualified regularity opinion. There were no modifications proposed to their audit opinion. In addition, the auditors had no matters to report regarding the adoption of the going concern basis.</p> <p>There were two matters which had been highlighted for the Committee’s attention, which the Chair of the Committee explained to the Board. The first related to the</p>	

pension liability which had swung from an historical deficit to an asset and was now showing on the balance sheet as an asset of £170k. However, this was effectively an asset that the College were highly unlikely to ever realise. Whilst the scheme was not closed and therefore potentially it was accessible, the recoverability of the asset had been considered and as such management had elected to apply the 'asset ceiling' cap as calculated by the actuary. The actuarial calculation range was between £220k to £170k. The assumptions used in the actuarial valuation had been reviewed, by comparison with other local authorities across the country. The decision to land on £170k was based on the actuarial report which advised that this was the most appropriate valuation.

The Committee, based on the actuarial advice received via the auditors, had agreed to follow the recommendation that the pension reserve was quantified at £170k. It was also noted that the range between £220k and £170k was not very wide if considered in the context of the balance sheet as a whole.

The second point which had been discussed was in respect of the OWCC, and the auditors had taken the Committee through the accounting treatment of the OWCC lease. The College had paid a contribution towards the cost of the OWCC project and these costs had been capitalised in the financial statements, under the Leasehold Buildings category. It was not a normal lease situation, but the College enjoyed a right of use and as such under the Academy Trust Handbook, it recognised an asset where there is a 'right to use' the property. The College had also signed an amended funding agreement with the ESFA, which specifically refers to the use of the OWCC. This fulfilled the regularity requirements around seeking ESFA permission for property transactions.

The Committee having had the opportunity to discuss both of these aspects with the Lead Audit Partner, endorsed their agreement to the treatment of both the pension asset ceiling cap and the OWCC. Both treatments were in line with the Academies Accounts Direction.

The Committee having reviewed the Annual Financial Statements for the year ending 31st August 2023 commended their approval to the Board.

In terms of the Audit Findings Report, the Committee had noted that the auditors had considered significant risks at the financial statement level. The key risk in this category was management override of controls and the auditors having used data analytics software to identify significant and unusual transactions followed this up with management and corroborated the journals to supporting evidence. From the testing performed, they had identified no instances of management override of controls. The Lead Audit Partner had taken the Committee comprehensively through the Audit Findings Report including emerging issues; the MUSTS as set out in the Academy Trust Handbook 2023; and the data analytics.

In terms of the September Management Accounts, the Committee noted that they reflected an operating surplus of £59k which was £52K ahead of budget.

In headline terms, the Finance & Estates Director had advised the Committee that due to a number of factors a reforecast would be undertaken. The College had received in September a revised funding allocation for 2023/24 with the main core funding increasing by 3%. The assumption was that this would be used to part fund the teachers' pay increase. So far, only 3% of a 6.5% increase had been received for the

teachers' pay increase but nothing had been received towards the support staff increase which likewise was 6.5%.

There was also the possibility that the College may receive in-year growth. Where a College could demonstrate growth of over 7.5% then in-year additional funding could be available. Currently, the College was sitting on 7.5% growth in-year. Therefore, once these issues were known, the Finance Team would look at re-forecasting the 2023/24 budget.

The Committee had also received the School Resource Management Advisor's (SRMA) report conducted in the summer term 2023. The report had come about as the College had advised the ESFA that they would be submitting a deficit budget and as a result an SRMA had been assigned to complete a review of the College's financial health and the financial governance of the trust.

The report was highly comprehensive and had set out a number of recommendations, opportunities and associated cost savings. The purpose of the report was to provide a range of options which the College may wish to consider. The decision to implement any of the recommendations was solely down to the College. Whilst it had been a very useful exercise management did advise that there had been some difficulty in the interpretation of data as this was predominantly a school-based comparison.

In terms of financial governance, the author had noted that whilst the Board were presented with KPIs as part of the Management Accounts these were not discussed or challenged and therefore she had recommended that the Board agree the KPIs with management and review these as part of their scrutiny of the management accounts. The Committee had agreed that the Clerk should contact the author of the report and ask which particular financial KPIs she would suggest should be monitored and these could then be incorporated into the Committee's monitoring role going forward.

In terms of capital projects, the Committee had been updated on the progress of both ongoing CIF projects and the submission of new CIF bids by year-end.

As part of these discussions, the Committee had discussed briefly the cultural and strategic thinking that would start to be formulated initially at the SLT Away Day and then by the Board. Was there a need or desire to build to increase the size of the College to accommodate more students or was the consensus that the College did not want to extend beyond 1,700 students? Building or better use of space were two options to be considered against the backdrop of a plateauing demographic.

The Principal had previously advised that he was in early stage discussions with SCC over the possibility of making the College a Visually Impaired (VI) hub and with a possible cash injection from SCC the College may be able to convert the dance studio into 6 units.

The Committee had also received an update from the Deputy Principal on both the Annual Risk Management & Board Assurance Report and the Risk Register 2023/24.

In terms of the Risk Register for 2023/24, the Committee noted that this set out 11 risks. Two were classified as significant risks which were the same two significant risks as in 2022/23; 4 contingency risks and 5 low risks.

The Chair advised that the Committee had discussed at length Risk 7 which was

classified as a low risk and related to the failure to effectively plan for the over-recruitment of new students in terms of staffing, accommodation and other necessary resources. Management confirmed that the main focus would be on modelling student numbers for September 2024 that ranged from 1,500 to 1,700 to assess where and how those different scenarios would fit. The Committee had encouraged management to consider whether the classification of this risk as 'low' should be changed and also to reflect on how the Risk Register could correlate to risk appetite.

In terms of the College's internal audit service, the Board were advised that Scott McCready of Wylie & Bisset had attended the meeting remotely to present the Funding Review Audit, Health and Safety Audit and the Internal Follow Up Review together with the Internal Audit Annual Report. The Committee had gone through all of the reports and where relevant had endorsed management responses.

The Committee had also reviewed the Internal Audit Annual Report which outlined within the executive summary that in their opinion, Wylie & Bisset had found that the College did have adequate and effective risk management, control and governance processes to manage the achievement of the College's objectives. Furthermore, that the College had proper arrangements to promote and secure value for money.

The Committee had then gone on to discuss the possible audit areas to be included in the draft Internal Audit Plan for the next cycle of audits and the rolling programme going forward over a 3-year cycle.

As the College did not have a designated HR Officer it considered that an audit of HR to ensure that all necessary policies and procedures were in place would be good to undertake this year, together with an audit of Payroll (particularly as the College now had a new payroll provider) and lastly, there was some discussion on an audit of the Academy Trust Handbook schedule of MUSTS. It was agreed that the MUSTS could be a useful audit of both governance and financial compliance.

Year 1 would therefore comprise audits of HR; Payroll and ATH MUSTS; Year 2 would be cyber security, Governance and recruitment and retention of staff; and Year 3 audits would then return to the original Year 1 audit plan.

Finally, the Committee had also reviewed the KPIs for the two audit services and noted that these would be circulated outside of the meeting once completed by the Finance & Estates Director.

The reconciliation statement between the August 2023 Management Accounts and the Statutory Accounts which had not been available at the Committee meeting was provided to the Chair at the Board meeting. It was also confirmed that the Accounting Officer's Statement on regularity, propriety and compliance formed part of the Annual Financial Statements and was signed off by the Principal as part of that process.

The Committee had also approved the letters of representation from the External Auditors, noting that these had now been expressed in gender neutral terms.

As previously advised by the auditors and set out in the Audit Findings Report the Board before it approved the Financial Statements had due regard to the following:

- Confirmation that the Board considered that the Trust is a going concern for 12 months from the date of approval of the accounts;

	<ul style="list-style-type: none"> • Confirmation that no Post Balance Sheet Events (PBSE) gave 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; • Confirmation that all points have been considered on the internal control recommendations and a management response provided. <p>Accordingly, the Board resolved:</p> <ul style="list-style-type: none"> • To receive the minutes of the Finance & Audit Committee meeting held on 22nd November 2023; • To note the Risk Management & Board Assurance Annual Report & Risk Register 2023/24 • To approve the September Management Accounts; • To approve the Financial Statements for the year ending 31st August 2023 • To approve Azet’s Audit Findings Report and the Letter of Representation 	
<p>8.</p>	<p>Any Other Business</p> <p>The Board received the Link Trustee Report on PE & Uniformed Services which had been undertaken by Alastair MacAulay. Management welcomed the visit which had been greatly valued by the new HoD.</p> <p>It was also confirmed that Anne Middleton, in her role as both Lead Safeguarding Trustee and Social Sciences Link had also been on site but had yet to finalise her report. In addition, Rosh Sellaheewa had also completed a Link Visit to the Science Department and his report would also follow.</p> <p>The Chair and Vice Chair of the Board presented a summary of their discussions with the Student Union Focus Group which had taken place on 23rd November 2023. A note of the full discussions had been made available to Trustees prior to the meeting.</p> <p>It had been agreed between the Chair and the Principal that the Principal would take forward SU comments over inconsistencies with pricing in the canteen and the possibility of the SU having an agreed budget which would reset at the start of the each new SU’s time in office.</p> <p>Additionally, the issue of vaping was discussed and the Principal advised that recently a fire alarm had been set off by vaping in the toilets. An email had been sent after the incident setting out that the College’s response was unequivocal insofar as anyone found vaping on site would be suspended.</p>	
<p>9.</p>	<p>Date & Time of Next Meetings</p> <p>It was agreed that the next meeting of the Board of Trustees would take place on Wednesday 31st January 2024 at 6pm.</p>	