

**WOKING COLLEGE BOARD OF TRUSTEES**  
**Wednesday 9<sup>th</sup> December 2020 at 6.30pm**

**Via Zoom**

Minutes of a meeting of the Board of Trustees of Woking College held on Wednesday 9<sup>th</sup> December 2020 at 6.30pm via Zoom Web Conference.

Present:	Tim Stokes Rob Kemp John Moffat Jonathan Miles Mike Mulheron Cullum Mitchell Ben Smith Yasmin Aslam Rosh Sellaheewa Alastair Macaulay Sangida Khan Brett Freeman	Chair          Observer Principal
In Attendance:	Nuweed Rasaq Barbara Maude	Deputy Principal Clerk to the Board

Item	Agenda Description	Action
1.	<b>Apologies for Absence &amp; Declarations of Interest</b> Apologies had been received from Ben Smith and with the exception of Anne Middleton, all other Trustees were present.  No Trustee or member of SLT declared a pecuniary or other direct or indirect personal interest whether that interest has previously been registered and declared or not. In any item on the agenda	
2.	<b>Introduction</b> The Principal outlined the strategic intent of the meeting which was essentially to guide Trustees through the key financial documents that were being presented to the Board at the meeting and in so doing to broaden Trustees knowledge of the College's current overall position.	
3.	<b>Minutes of the Previous Meeting</b> The Board received the minutes of the previous meeting held on 11 <sup>th</sup> November 2020. The minutes were agreed as an accurate record and approved for signature by the Chair.	

<p>4.</p>	<p><b>Matters arising</b> To review any matters arising</p> <table border="1" data-bbox="231 224 1257 362"> <thead> <tr> <th></th> <th>Matters arising 11.11.20</th> <th>By whom</th> <th>Status</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Lobbying progress- Re: College's capacity</td> <td>BFR/TST</td> <td>Ongoing</td> </tr> <tr> <td>2.</td> <td>Trustee SAR &amp; QIP 2020/21</td> <td>BMA/TST</td> <td>Agenda 9.1</td> </tr> </tbody> </table> <p>The Board reviewed those matters arising as noted above. The Principal reported on the progress of lobbying attempts to secure funding for capital projects including joint letters of support written to the Secretary of State for Education with other Heads of local educational institutions and ongoing discussions with the CEO of WBC (Woking Borough Council) concerning the possible development of the Old Woking Community Centre (OWCC).</p> <p>The Trustee SAR and QIP formed part of the agenda and would therefore be reviewed later in the meeting.</p>		Matters arising 11.11.20	By whom	Status	1.	Lobbying progress- Re: College's capacity	BFR/TST	Ongoing	2.	Trustee SAR & QIP 2020/21	BMA/TST	Agenda 9.1	
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	<p><b>TEACHING, LEARNING &amp; ASSESSMENT</b></p>													
<p>5.</p>	<p><b>Reports</b> The Chair thanked the authors of the identified reports, all of which had been extremely informative and useful.</p> <p><b>Enrolment Data &amp; reasons for student withdrawals 2020/21</b> The report identified that the College as at 26<sup>th</sup> November 2020 had a total of 1,392 students on roll, although the Vice Principal confirmed that one student had subsequently withdrawn since the report was prepared and therefore the actual live number was now 1,391. This compared to 1,353 at the same time in 2019, and 1,408 in 2018. The increase from 2019 for this academic year was due to a larger recruitment of first year students.</p> <p>In terms of student withdrawals in 2020/21 there had been 5 students who had withdrew compared to 7 last year but it was noted that the report timings meant it was not possible to exactly compare like with like. Of the 5 that had left this year, 3 had left for other reasons and 2 had returned to their previous schools sixth forms. Overall, student withdrawals were very low and SLT considered that this was due to the robust system in place for the initial intake of students and the careers guidance provided meant that the overwhelming majority of students were on the right course and therefore remained on that course.</p> <p>In terms of applications, it was reported that the College was 10% up on applications and this was without having been able to hold the traditional Open Days and Taster days. The current year 12 cohort were approximately 100 students up on this time last year and whilst not all would be retained, in real terms potentially there could be an additional 80+ students which might push the overall number closer to 1,600 in 2021/22.</p> <p>In response to questions over capacity options and timelines, the Principal advised that there were in essence 3 options currently being actively progressed. Firstly, he was in discussions with the Trustees of the OWCC and WBC over the development of the centre for use by both the College and the community. If WBC were unable or unwilling to commit funding for this option then it would be for the Board of Trustees to review and consider to what extent the College itself could contribute to this development. The second option related to the CIF bid for a new teaching block which had been rejected last time but this would be re-submitted and it was felt that the bid overall could be improved upon and therefore its chances of success increased. The third option was that the College had planning permission for 4 portacabins.</p> <p>The Principal would continue to progress all three options and report back to Trustees in the New Year.</p>	<p>BFR</p>												

	<p><b>Complaints Log</b></p> <p>It was noted that there had been 3 formal complaints received so far this academic year, all of which related to the Centre-Assessed Grading (CAG) process that had taken place over the summer. One had been resolved and two remained outstanding. The details of the two outstanding complaints were noted together with the positions taken at both Stage 1 and 2 of the process. It was also noted that of the 2,000 examinations taken over the summer and with the backdrop of the algorithm government U-turn the College had only received 3 formal complaints.</p> <p><b>Safeguarding</b></p> <p>The Board reviewed the Safeguarding Report. It was clear that the impact of the lockdown on the mental health of many students was very apparent. The Trustees were cognisant of the significant demands placed upon the Safeguarding team due to the number of safeguarding incidents recorded on CPOMS this term which included a significant number of mental health concerns relating to a large number of students. There was also an increase in the number of students who had been identified as high risk and of those that were on suicide watch. The Trustees were pleased to learn that the College were exploring the “supervision” concept which provided counselling for counsellors as the support provided by the team was resource heavy and emotionally challenging. In response to questions, it was confirmed that the College had a team of 6 Safeguarding members and a full time Wellbeing Officer who was able to now more effectively triage issues.</p> <p>In response to a question about County Lines and whether the College had considered the use of knife arches, it was confirmed that the College had provided information and talks to students about County Lines and there had also recently been a successful Drugs Awareness event with a bespoke programme created by the Daniel Spargo-Mabb Foundation. In terms of knife arches, the Principal did not consider, based on his experience that a knife arch was required.</p> <p><b>Performance Management</b></p> <p>The Board reviewed the Performance Management Update and noted that observations were light touch observations, in line with OfSTED, unannounced and ungraded and were designed to be supportive as the emphasis was on improving quality. Approximately 90% of observations had now been completed and of those, 5 teachers had been identified as needing additional support. The support and coaching that was being put in place to assist those particular individuals including the teaching practices of a vocational teaching team were also discussed.</p> <p><b>CPD Staff Update</b></p> <p>The report on CPD was reviewed, with Trustees noting that there were three main themes underpinning the CPD programme for this term which included the theme of “high challenge, low threat” activities. This term there had been a considerable amount of work undertaken on “unconscious bias” and the Woking Way had also been introduced. Trustees asked if SLT considered that there had been enough CPD undertaken, especially in light of the constraints to attend external courses because of the pandemic and the response was that in the present climate the emphasis was on sharing and embedding best practice, rather than the introduction of new programmes. Looking forward, SLT were planning on creating a library of resources on Office 365 with a bank of activities, ideas and videos for staff to use and refer to.</p>	
6.	<p><b>PRINCIPAL’S REPORT</b></p>	
	<p>The Board reviewed the Principal’s Report with the Principal highlighting key sections.</p> <p>In terms of KPIs, retention to date for all students was standing at 99.5% which compared favourably to 2019 (98.4%) and 2018 (99.1%). Retention in terms of Level 2 and Level 3 students was also higher than in the 2 previous years which given the current pandemic was extremely pleasing.</p> <p>In respect of the College’s COVID reaction, the Principal reported that staff and student absence had been in line with previous years. To date the College had had 14 positive student cases of</p>	



	<p>COVID-19, with no evidence of internal transmission and no staff testing positive. Masks were now worn everywhere by both staff and students except for small and identified areas set aside for eating. The initiative of “We are WOJO” (Windows Open Jumpers On) had been successful which meant that the College had ensured good ventilation throughout classrooms and offices.</p> <p>In terms of marketing, the Principal praised the work of the marketing team in particular the development of the College website which had been exemplary. Trustees who had not visited the website recently were encouraged to view some of the virtual lessons that were available online and those Trustees that had viewed the website provided very positive feedback. The careers page on the website was highlighted as an example of an area which showcased all the work that the College undertook in providing details of University Open Days, apprenticeships opportunities and employability workshops to students.</p> <p>The remaining sections of the Principal’s report which normally listed the trips, visits and guest speakers had been replaced with sections from each HoD outlining the activities that had taken place in their department this term together with any additional work undertaken in terms of student welfare and enrichment.</p>	
	<p><b>FINANCE &amp; AUDIT COMMITTEE</b></p>	
<p>7.</p>	<p>The Board reviewed the minutes of the Finance and Audit Committee meeting which had been held on 25<sup>th</sup> November 2020 and the Chair of the Finance and Audit Committee in turn presented the following reports highlighting key points of note:</p> <p><b>September &amp; October 2020 Management Accounts</b>  The Committee had reviewed both the September 2020 and October 2020 Management Accounts, noting that the October accounts were presented slightly differently as the College had migrated to a new accounting system – ESFA Chart of Accounts. The Committee had paid particular attention to the results for October 2020, which showed an operating deficit of £66k due to the front loading of many costs such as insurance, subscriptions, outsourced HR support and examination fees. The cash balance as at 31<sup>st</sup> October and reserves balance were also duly noted together with the forecast for year end. The Committee had gone through the management commentary reviewing income, grants and expenditure. The new ESFA Chart of Accounts reported expenses as non-pay expenditure and therefore the original budget had been reallocated to new categories to provide a more direct comparison of actual vs budgeted costs.</p> <p><b>Financial Statements fye 31<sup>st</sup> August 2020</b>  As noted in the minutes, the first section of the financial statements set out the Trustees Report (pages 2 -11) which in 2020 placed a greater emphasis on setting out the College’s objectives and how those had been delivered. The text was required by statute and driven by the ESFA so whilst much of it was in a prescribed format there were opportunities for the Trustees to respond to areas such as how the College had responded to the financial and operational effects of the COVID-19 pandemic.</p> <p>Pages 12-17 contained the governance statement which supplemented the Trustee’s Statement and also contained attendance data for Trustees at Board and Committee level. It also set out the Trust’s system of internal financial control which was based on a framework of regular management information and administrative procedures. Wilkins Kennedy (now known as Azets) had been appointed to provide a specific internal audit function but with the release of new Ethical Standards guidance, audit firms were no longer able to provide internal and external audit services, so the College had run an internal audit tender with a view to appointing a new internal auditor with effect from 1<sup>st</sup> December 2020.</p> <p>Page 18 was the Statement of Regularity, Propriety and Compliance which the Principal, as Accounting Officer, was required to sign off confirming that no such instances of material irregularity, impropriety or non-compliance had been discovered.</p>	

Page 19 was the Statement of Trustee's Responsibilities and then pages 20 – 24 set out the Auditor's Report to the Members of Woking College which concluded with Azets issuing an unqualified and unmodified audit opinion.

In terms of the headline financial data contained within the financial statements, page 25 provided a statement of financial activities with a net surplus of £47k for 2019/20; a pension reduction of (£67k) and accumulated reserves of £31m. Net current assets and cash at bank were also strong.

#### **Audit Findings Report**

In terms of the Audit Findings Report (previously known as the Management Letter), page 6 set out significant findings in the areas of fraud in revenue recognition, management override of controls, defined benefit pension scheme, going concern, related parties, Regularity Risk, Restricted funds and Capital projects.

It was confirmed that there were no instances of management override of control and there were no issues noted with regards to the valuation of the defined benefit scheme.

In terms of the Regularity Risk then a separate opinion on regularity was also provided by the auditors which again was an unqualified opinion and there were no points to note although there was a recommendation that the College should maintain a register of gifts. The Finance Director had clarified at the Finance & Audit Committee meeting that this recommendation arose from the College's gift of vouchers to staff and recommendation would be implemented.

In respect of capital projects it was also noted that the rejection of the 2020 CIF bid triggered an impairment of the associated costs of the bid. The costs had been capitalised in year and if the revised CIF bid was successful in 2021 then Trustees and Management should consider whether the impairment should be reversed.

#### **External Auditor's Letters of Representations**

The Committee had also reviewed the letters of representation, the regularity representation letter was to be signed by the Principal, as the Accounting Officer and the Audit representation letter was to be signed by the Chair on behalf of the Board. All of the representation letters were agreed by the Committee and commended to the Board for approval.

#### **Internal Audit Report**

The Chair also highlighted for Trustees information the Internal Audit Report for 2019/20 which the Committee had reviewed which had been prepared by Azets. It was noted that two areas had been audited, Compliance and Governance and Funding numbers. A recommendation of 'merits attention' had been made under Compliance and Governance that the Finance and Audit Committee should review the student number data to ensure they are satisfied it is accurate. This recommendation had been agreed and the Committee had been advised that the Finance Director would include a commentary on student numbers and an update of funding returns where relevant in the monthly management accounts which were sent to Trustees.

A second recommendation was that training should be provided to all staff on the Bribery Act and its requirements. Management had responded that whilst all staff would be reminded of the key elements of the policy at induction and at the start of every academic year, it was not proposed that specific training over and above this was required for a College of this size.

One 'housekeeping' recommendation arising from the Funding Numbers audit was that a procedures manual should be drawn up to assist with the continuity of processing and management had agreed that this would be undertaken and completed by June 2021.

The Chair confirmed that the Committee had both noted the report and agreed all management responses.

#### **Appointment of new Internal Auditors, Wylie & Bisset**



The Board were then updated on the recent Internal Audit Tender process which had resulted in a recommendation to appoint Wylie & Bisset as new Internal Auditors with effect from December 2020. It was confirmed that the Members of the Trust had approved a written resolution to this effect and therefore the Committee were pleased to endorse their support for such an appointment. It was also confirmed that the new internal auditors would be putting together a rolling programme of internal audits which would be driven by the College's Risk Register. The programme would also be reviewed in light of the new Strategic Plan.

#### **Risk Management, Board Assurance Annual Report & Risk Register 2020/21**

The Deputy Principal updated the Board on the Risk Management & Board Assurance Annual Report 2019/20 and Risk Register 2020/21. In 2019/20 two significant risks had been identified which related firstly to the College failing to attract students to secure adequate funding and secondly, insufficient funding rate changes and increases in costs reducing College income both of which could lead to the College not continuing as a going concern. There were also 5 contingency risk identified in 2019/20.

In terms of the Risk Register for 2020/21, the Committee in reviewing the Register had suggested whether Risk R8 which related to the College's accommodation restricting further growth could be reviewed in terms of net likelihood and scoring and SLT whilst satisfied with the classification at this time, agreed to review the scoring mechanism in the May review timetable.

In terms of R11, and the failure to comply with the requirements of GDPR it was noted that whilst headline fines could be substantial, minor breaches followed by the organisation taking appropriate corrective action had so far avoided significant sanctions. Whilst management were satisfied with the current grading, for comparison purposes they agreed that they would explore where GDPR sat in the Risk Register of other colleges and then review if appropriate. The wording should also be reviewed as to failure to comply rather than implement.

#### **Academies Financial Handbook 2020 Compliance Checklist**

The Committee had reviewed changes introduced by the Academies Financial Handbook effective from 1st September 2020. There was a useful summary of the emerging issues for Trustees contained in the Audit Findings Report and in addition, the Clerk and the Finance Director had compiled a summary of the changes introduced by the AFH 2020, noting against each section if the College was already compliant and if not, the action taken to ensure compliance. The Board reviewed the Compliance checklist.


The Principal reported one additional item of business. The College had been successful in the CIF bid appeal process for new replacement windows. The overall cost for the window replacements was approximately £450k and the College's contribution was approximately £52k which would require Trustees' approval. Whilst Trustees were pleased to confirm their approval of this cost they did request, for completeness, that the Principal share with the Chair and Vice Chair a summary of how the costs contribution of £52k had been arrived at.

Finally, the Principal and Chair thanked John Moffat, Chair of the Finance and Audit Committee as he decided to step down from his role as Trustee at the end of the calendar year. Over the years he had provided the College and SLT, in particular the Finance Director, with immeasurable support and he would be sorely missed.

The Board resolved:

- a. To adopt the Minutes of the Finance & Audit Committee meeting held on 25<sup>th</sup> November 2020;
- b. To approve the October 2020 Management Accounts;
- c. To approve the Financial Statements fye 31<sup>st</sup> August 2020;
- d. To receive the Audit Findings Report (previously known as the Management Letter);
- e. To approve the External Auditor's Letter of Representation;
- f. To note the appointment of new Internal Auditors, Wylie & Bisset;
- g. To approve the Risk Management, Board Assurance Annual Report & Risk Register 2020/21;

BFR

	<p><b>h. To note AFH 2020 Compliance Checklist; and</b></p> <p><b>i. To approve the College's contribution of approximately £52k in respect of the CIF windows replacement bid.</b></p>	
	<p><b>POLICY WATCH</b></p> <p>The Board reviewed the Public Sector Equality Duty Report. The Board appreciated the comprehensive nature of the report and were pleased to note that the College's examination results showed a continuation of the trend for students of ethnic minority groups keeping pace with white British students and in some cases, such as British Pakistani students, achieving a higher ALPs grade (3) than the College average (3.1).</p> <p>A small gender gap between female and male students continues to narrow over a 3 year period with curriculum departments maintaining a focus on this aspect. Female students had an average ALPS score of 3.5 in 2020 with male students having an ALPS score of 2.6 for the same period. It was reported that males tended to do less revision for GCSEs and therefore entered College with slightly lower grades but then improved through sixth form and hence the value added for males was higher than females who tended to enter College with higher GCSE scores than their male counterparts.</p>	
	<p><b>CONSTITUTION MATTERS</b></p>	
9.	<p><b>Governance Self-Assessment Report 2019/20 &amp; QIP 2020/21</b></p> <p>The Board resolved:</p> <p><b>To approve the Governance Self-Assessment Report for 2019/20 &amp; Quality Improvement Plan for 2020/21 and to endorse the overall effectiveness grade as outstanding.</b></p> <p><b>Appointments:</b></p> <p>The Board resolved:</p> <p><b>a. To appoint Rosh Sellahewa to the Finance &amp; Audit Committee with immediate effect; and</b></p> <p><b>b. To appoint Anne Middleton as the designated Safeguarding Trustee with immediate effect.</b></p>	
10.	<p><b>Confidential</b></p> <p>There then followed an item on the process for SPH Appraisal and Salary Review. Members of SLT left the meeting at this time and it was agreed that the item would be taken as a confidential item and minuted separately.</p>	
11.	<p><b>Date &amp; Time of Next Meetings</b></p> <p>It was agreed that the next meeting would take place on Wednesday 27<sup>th</sup> January 2021 at 6.30pm. This meeting would be a Strategic Development Meeting to review and discuss the Strategic Plan 2020-2025.</p> <p>It was also noted that as agreed outside of the meeting there would now be stand-alone virtual meeting for OfSTED training on Wednesday 24<sup>th</sup> February 2021 at 6.30pm.</p> <p>The remaining dates for the Board meetings for 2021 were noted as being Wednesday 24<sup>th</sup> March 2021 at 6.30pm; Wednesday 12<sup>th</sup> May 2021 at 6.30pm; and Wednesday 7<sup>th</sup> July 2021 at 6.30pm.</p>	
	<p>Signed:  ..... Chair of the Board      Dated: 25.3.21 .....</p>	