

**WOKING COLLEGE BOARD OF TRUSTEES
Company Number 10821223**

**Minutes of a Meeting of the Board of Trustees of the Academy held on Wednesday
11th December 2019 at Rydens Way, Woking, GU22 9DL**

Present:	Tim Stokes Brett Freeman Jonathan Miles Rob Kemp Cullum Mitchell Ben Smith John Moffat Yasmin Aslam	Vice Chair Principal (from 5.25pm) (from 5.45pm)
In Attendance:	Nuweed Razaq Karen Foan Senzila Vas Quinita Barbara Maude	Deputy Principal Assistant Principal Clerk to the Board of Trustees

	<p>Presentation by Mark Penfold, Macallan Penfold, Architects from 5pm - Woking College Development Proposals</p> <p>The Principal welcomed Mark Penfold to the meeting, the first section of which had been set aside for a formal presentation to the Board on the current development proposals. Mr Penfold provided a summary of Macallan Penfold’s project experience in the sector which consisted of schools and colleges, both state and private and had over the last 20 years consisted of a range of educational projects that totalled more than £100m.</p> <p>The existing site map of the College was reviewed and it was noted that this was a very constrained campus, with little space between existing buildings. The spaces themselves were narrow, with routes that did not link up and areas that didn’t lead anywhere. There were little opportunities for break out spaces or “public realm” spaces. The site consisted of buildings of different ages, some new, some old and some intermediate. Those sections built in the 1980’s were now considered to be past their usefulness. In summary the site was overcrowded, and was classified to be 23 classrooms short based</p>	
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on current learner numbers. Space utilisation was very high and the College, rather than having zero flexibility in fact had negative flexibility.

The College also sat in the middle of green belt land and in terms of planning permission the assumption was that ordinarily the land could not be built on unless special circumstances were demonstrated. This proposal was based on accommodation required to resolve overcrowding. It was contemporary in design and would provide a much-needed frontage to the College and as such create a presence in the community.

A CIF bid had been prepared and was due to be submitted the following day. The rationale for the bid was based squarely on overcrowding and the fact that the College fell below the number of classrooms required under ESFA standards. The result of the CIF bid should be known by March 2020.

5 potential sites had been considered and these were outlined. The site proposed for development was the area identified as the current front car park (potential site 4). The masterplan had been presented to Woking Borough Council and WBC were extremely positive about the Site 4 proposal, not least that the development would visually present the College to the community, hence raising the profile of the College significantly.

Development of the front car park would result in a loss of 30 car parking spaces but there was extant planning permission for parking of 45 cars which would now be located to the rear of the site. Existing vehicular access and visitors parking would remain and there would be a section of re-arranged parking but this would be softened with tree planting to lessen the impact and then additional landscaped areas to surround the new building.

There would be a new pedestrian friendly space with contrasting surface treatment to form a public realm space at the front of the College.

The proposed building would be two-storey. On the ground floor there would be 5 classrooms, all 55sq.m, which was a sector standard size and all would have a view out to landscaped areas. In addition, there would be a supervised study area. There would then be a slightly smaller first storey consisting of 3 additional classrooms, again all being 55 sq.m

At present, many of the existing classrooms were not of the sector minimum height with poor lighting and no cross ventilation. The new build proposed naturally ventilated classrooms, using the build construction to cool the building down overnight. The ventilation systems would be passive and air conditioning was not proposed.

Planning permission had to be submitted by the end of the current calendar year and there would then follow a 13-week planning application. In terms of the project programme timeline, if successful, a tender process would commence in May 2020, which would take 5 weeks, with site set up during the summer break and works starting at the beginning of the 2020/21 term and due to finish at the end of that academic year.

	<p>From September 2021 the new building would be operational.</p> <p>A budget cost plan had been produced to accompany the CIF bid based on work undertaken by the architects and structural engineers and quantity surveyor. Specific cost advice had also been received from Mechanical and Electrical Services and the cost plan set out a total construction cost, including contingency and inflation allowance to 3rd quarter of 2020. The construction cost was £2,565,618 which fell below DfE benchmarked rates and the fees for the design team, including surveys, etc was £250,148, which was 9.75% of the construction cost and again fell below the DfE fee threshold.</p> <p>In response to questions it was confirmed that the construction cost extended to fittings but not furniture or specialist fitting; that the contingency was a design contingency of £122k and that the build costs already included an in-built contingency; and that as the site proposal was less than 1,000sq.m a BREEAM rating was not applicable.</p> <p>As to the project programme timeline, the Board were advised that the College's exam timetable would form part of the final tender document so that contractors would have to accommodate those specific requirements.</p> <p>It was also confirmed that the development proposal would not increase the capacity of the College, it was re-iterated that the proposal was to address overcrowding.</p> <p>It was agreed that the presentation would be circulated to all Board members after the meeting.</p> <p>The Principal thanked Mark Penfold, who then left the meeting, enabling the formal meeting to commence.</p>	BMA
Item	Agenda Description	Action
1.	<p>Apologies for Absence & Declarations of Interest Apologies had been received from Gaynor Mather and Liz Cussans. The apologies were duly agreed. In the absence of the Chair, the Vice Chair had agreed to Chair the meeting. No member present declared an interest in any item on the agenda.</p>	
2.	<p>Minutes of the Previous Meeting The Board received the minutes of the previous meeting held on 13th November 2019. The minutes were agreed as an accurate record and approved for signature by the Vice Chair.</p>	
3.	<p>Matters arising The compliance review against the updated DfE Academy Governance Handbook had been completed and presented to the Finance & Audit Committee and as reflected in the minutes of that Committee from the 27th November 2019, included within the Board papers (item 6.1) one action point had arisen and this had been appropriately</p>	

	<p>actioned.</p> <p>A glossary of terms was also being reviewed and would be circulated separately together with a review of the information about the Board available on the College website.</p>	BMA
	<p>TEACHING, LEARNING & ASSESSMENT</p>	
<p>4.</p>	<p>Learner Voice</p> <p>The Board welcomed to the meeting the President and Student President of the Student Union, Quinita and Senzila Vas. Feedback from the learners was that there was a common misunderstanding amongst the student body as to the meaning of “pastoral” as this was not a term that they commonly used. The 1st Student Focus Group had been held; the recent Sleep Out had raised over £1,600 and had been a big success and enjoyed by both staff and students. The students also reported positively about the political hustings that had been held just before the General Election. The Vice Chair encouraged the students to prepare a summary of Student Union activities so that they could feed back. It was suggested that Easter would represent a good time to review progress.</p> <p>End of Year Student Survey Report 2018/19</p> <p>The Assistant Principal presented the End of Year Student Survey Report for 2018/19 which identified strengths, namely student levels of satisfaction with all aspects of teaching, learning and assessment remaining high and student levels of satisfaction with most aspects of tutoring also high. An area for development was that activities and resources in tutorial were varied and interesting (74%) and as this was below the level of satisfaction of all other questions it had now become an area for development.</p> <p>Enrolment Data & reasons for student withdrawals 2019/20</p> <p>The Deputy Principal presented the enrolment data and reasons for withdrawals for 2019/20. There had been a slight decrease in student enrolment this year (down from 1408 in 2018/19 to 1353 in 2019/20) which was due to the local demographic dip which had been anticipated.</p> <p>On the issue of demographics, members requested that the Principal include in the forthcoming Strategy Development Meeting a section on how demographics affected the College. The current demographic dip had been well documented but as the next few years were key, members felt it was vital that there was more discussion on how the drop and subsequent rise in demographics could impact the College. It was agreed therefore that this would form part of the Strategy Meeting.</p> <p>The number of student withdrawals had fallen (12 in 2017/18; 2 in 2018/19 although not compared at a similar time) to 7 in 2019/20. The reasons for the withdrawals were also provided together with the process and procedure followed when a student had decided to withdraw.</p>	BFR

	<p>Complaints Log The Deputy Principal presented the Complaints Log, and it was noted that there had been 5 formal complaints, four of which had been resolved and one was currently being actioned. During discussions, the positive impact of the new site security officer was noted.</p> <p>Public Sector Equality Duty Report The Deputy Principal presented the Public Sector Equality Duty Report which had been prepared by Liz Bentley-Pattison, Director of Learning and Teaching. The report set out the progress that the College has made towards meeting its own Equality and Diversity policy principles and the three aims of its Public Sector Equality Duty. It also summarised the College’s continued commitment towards meeting the spirit of equality and diversity for its students and staff.</p> <p>The Vice Chair thanked the Director of Learning and commended her on the thoroughness of the report.</p> <p>Safeguarding - Executive Summary Report The Deputy Principal summarised the Safeguarding Report which had been prepared by the Assistant Principal Pastoral. The report set the actions taken to date (as at November 2019) to ensure all members of the College community understood how to ensure the safety and wellbeing of the students and also set out the impact of those measures.</p> <p>4 C-SPA referrals had been made this term and 26 students had been identified as high risk, due to an increase in the number of students presenting with anxiety-related disorders and depression. The work that the College was currently undertaking with a range of outside organisations to help assist was also noted.</p> <p>Performance Management & CPD Staff Update The Deputy Principal provided a report on Performance Management and a CPD for staff update. Full details of the staff training undertaken since September 2019 was noted together with the fact that 2 members of staff were currently being monitored and supported through performance management.</p> <p>Feedback from Learning Walk held on 15.11.19 Board members fed back that they had had a positive experience of lesson observations and had spent a large part of their time talking to students and were impressed with the level of engagement that they had seen. It was agreed that this feedback should be appropriately captured and the Clerk agreed to review this mechanism. It was also suggested that the dates for the 2 remaining Learning Walks scheduled for 2019/20 should be re-circulated to members.</p>	BMA
5.	PRINCIPAL’S REPORT	
	The Principal introduced his report, outlining that in future, all reports would contain an	

	<p>executive summary that set out the intent of the document, the implementation and the intended impact (the 3 I's).</p> <p>In terms of the present report, the College's overall KPI position looked positive As at December 2019, 1,353 students were on roll and since the report had been prepared applications had increased to 1,340 with 360 acceptances (a 4.7% increase on the same time last year).</p> <p>In terms of the national and local context, then a point of note was that Christ's College in Guildford were not re-opening their sixth form this September and this would be delayed until September 2021. In respect of site issues, the construction of the 3G pitch would be completed by the end of the year; the CIF bid would be picked up later in the meeting; and progress was being made in terms of the College's relations with the Trustees of the Old Woking Community centre. A short-term gain was the promise of 10 staff car parking spaces and longer term it was envisaged that the site could be re-developed, with the agreement of the freeholder, WBC into a local community Performing Arts Centre.</p>	
6.	<p>Minutes of the Finance & Audit Committee meeting held on 27th November 2019</p> <p>The Chair of the Finance & Audit Committee gave an oral summary of the key points considered by the Committee at its meeting held on 27th November 2019, together with the audit findings as presented to the Committee by the Audit Partner of Wilkins Kennedy.</p> <p>The minutes of the meeting were also received by the Board and the following key documents were reviewed:</p> <p>To note the October 2019 Management Accounts</p> <p>The October accounts showed an operating surplus of £26k which was £24k better than the budgeted surplus to date. The forecast had been updated for known variances and it was now forecast that the operating surplus would be £236k.</p> <p>Financial Statements fye 31st July 2019</p> <p>For the period in question, the College had generated a deficit before other gains and losses of £15k, with total funds available as at 31st August of £31,622k and unrestricted reserves of £1,495k.</p> <p>To receive the External Auditor's Management Letter (Audit Findings Report)</p> <p>The Audit Findings Report was intended to highlight any key issues that arose from the audit and preparation of the financial statements for the last academic year. There were two audit opinions expressed within the report, both of which were unqualified and furthermore, from the testing undertaken, there had been no findings of significant risks. In terms of the Regularity Audit there were two points highlighted as controls points, both of which had already been actioned by SLT.</p> <p>External Auditor's Letter of Representation (2)</p> <p>There were two letters of representation that the Committee had reviewed, both of</p>	

which the Chair would be required to sign together with the Financial Statements.

Risk Management & Board Assurance Annual Report

The Committee had also reviewed the Risk Management and Board Assurance Annual Review for 2018/19 together with the Risk Register for 2018/19. Two areas for future Board assurance had been identified, namely Cyber security and VAT.

The Board **resolved**:

- 1. To approve the Report and Financial Statements fye 31st July 2019;**
- 2. To approve the reconciliation statement between the August 2019 Management Accounts and Statutory Accounts;**
- 3. To approve the October 2019 Management Accounts;**
- 4. To note the Audit Findings of Wilkins Kennedy**
- 5. To note the Risk Management & Board Assurance Report for 2018/19;**
- 6. To note the Accounting Officer's Statement on regularity, propriety and compliance (1.31 AFH 2019); and**
- 7. To approve the signature by the Chair of the Board the Letters of Engagement.**

In addition, the Clerk advised, on behalf of the Finance Director, that since the Finance and Audit Committee meeting had taken place, the College had received from Wilkins Kennedy the Internal Audit Report on Funding Processes. All Academy Trusts must have a programme of internal scrutiny to provide independent assurance to the Board that it's financial and other controls and risk management procedures were operating effectively.

The Audit Report was available for distribution at the meeting and confirmed that no significant issues had been identified, and only one housekeeping point raised, which related to a recommendation that a procedures manual would be drawn up to assist the continuity of processing and this had already been actioned by the new Associate Director of MIS.

In respect of the CIF bid, this matter had been reviewed, at some length by the Committee and there were now two elements referred to the Board for approval.

The first related to a bid for new windows. Two reports had been undertaken on the state of the windows, and both had concluded that the windows were in need of replacement, with one stating that they had perhaps one to two years of life left and the second concluding that they were effectively beyond their design life.

It was confirmed that there were no additional costs in making two CIF bids. The College's contribution towards the windows bid was for approximately £67k with £14k repayable by way of a Salix loan over 8 years.

The second bid was for the development proposals outlined at the start of the meeting by Mark Penfold, the financial details of which were set out in the minutes of the Finance and Audit Committee meeting. In summary, the expenditure required at the stage before submission of the bid itself by way of the professional costs of the CIF consultant, architect, structural engineer and planning application fees totalled

	<p>approximately £53k and consent was required from the Board to incur this associated spend. It was noted that should the bid be unsuccessful it would be possible to re-submit without all of the professional costs having to be re-incurred.</p> <p>Total construction costs of the new development were anticipated to be £2,250,000 and it was confirmed that it was the College's intention, based on advice received, to contribute 25% of restricted reserves towards the total construction costs, namely £740k. The Board were advised that this level of withdrawal would not affect the level set under the terms of the Reserves Policy.</p> <p>The Board resolved:</p> <ol style="list-style-type: none"> 1. To approve the Windows CIF bid, noting the College's proposed contribution; 2. To approve the Development Proposal CIF bid and the associated professional fees and expenditure incurred to date of £53k; 3. To approve, if the CIF bid is successful, the College contribution of 25% of the total construction costs, equating to £740k. <p>The Committee had also discussed the Principal's suggestion that he would welcome the input of a small number of Trustees to join a working party who could meet on a monthly basis to review progress of the bid and provide strategic oversight. The Board supported the proposal and it was confirmed that Tim Stokes and Rob Kemp would join the working party.</p>	
	CONSTITUTION MATTERS	
7.	<p>The Board approved the Governance Self-Assessment completed for 2018/19; the grading of 1 (Outstanding); and the 2019/20 Governance Quality improvement Plan.</p> <p>It was noted that to be able to quantify the educational impact that trustees had on learners meant that the method of that evaluation should be reviewed, possibly referencing good practice at other S7 Colleges.</p> <p>Members noted the list of Committee membership for 2019/20; agreed to join the SFCa Webinar Training Programme (details on how to register would follow via the Clerk); and were prompted to sign off a thank you card for Roberto Volo, a founding member who had stepped down due to a move out of the area.</p>	BMA
8.	<p>Date & Time of Next Meetings</p> <p>It was agreed that the next meeting would take place Wednesday 29th January 2020 at 6.30pm which was the Strategic Plan 2020-2025 Development Meeting; and in turn on Wednesday 12th February 2020 at 6.30pm, which would be the next Trustees' Meeting.</p>	

Action Log

	Action Required	By when	By whom	Status
1.	Circulate Mark Penfold's presentation	ASAP	BMA	
2.	Circulate updated Glossary of Terms & Acronyms	29.01.20	BMA	
3.	Include demographic data for Strategic Meeting	29.01.20	BFR	
4.	Re-circulate Learning Walk dates	ASAP	BMA	
5.	Review method of evaluation of trustee's impact	29.01.20	BMA	