

WOKING COLLEGE

Company Number:
10821223

MINUTES OF A MEETING OF THE DIRECTORS (“THE TRUSTEES”) OF THE ACADEMY HELD AT WOKING COLLEGE, RYDENS WAY, WOKING GU22 9DL WEDNESDAY 7 FEBRUARY 2018 AT 6:30pm

PRESENT: Mr R.Volo - Chair
Mr B. Freeman - Principal
Ms G. Mather
Mr J. Miles
Mr J. Moffat
Dr M. Mulheron
Mr T. Spraggs
Mr T. Stokes

IN ATTENDANCE

Mr D Swords - Student President
Mrs. H. Meredith - Clerk to the Trustees

	<u>PART TWO – NON-CONFIDENTIAL ITEMS</u>	ACTION
1	APOLOGIES FOR ABSENCE AND QUORUM	
1.1	Apologies were received from Ms Bentley-Pattison and Mr Hearsom. Ms Stratton and Mr Razaq, Assistant Principals who normally attend Board meetings, also sent apologies. The clerk confirmed that the meeting was quorate.	
1.2	DECLARATION OF INTEREST BY MEMBERS AND SENIOR POSTHOLDERS There were no new declarations of interest.	
1.3	REQUEST BY AN OBSERVER TO ATTEND THE MEETING Mr Dan Swords, Student President, had been invited to the start of the meeting to meet with the Trust Board and he asked to attend the whole meeting as an observer. The Board discussed his request and agreed to him attending the meeting as an observer and welcomed him to the meeting.	
2.	DUTIES AND RESPONSIBILITIES OF DIRECTORS AND TRUSTEES	
2.1	The Clerk presented the following papers which were circulated in advance of the meeting: 1. Paper on Roles and responsibilities of Academy Trustees; Trustees’ attention was drawn in particular to the responsibilities outlined in the paper of both a charitable trustee and a company director. The paper summarised these as follows and provided greater explanation on each of these responsibilities listed below:	

	<p>Responsibilities as charitable trustee</p> <ul style="list-style-type: none"> • Duty of Compliance; • Duty of Prudence; and • Duty of Care. <p>Responsibility as directors</p> <ul style="list-style-type: none"> • Duty to act within powers; • Duty to promote success of the company; • Duty to exercise independent judgement; • Duty to exercise reasonable care, skill and diligence; • Duty to avoid conflicts of interest; • Duty not to accept benefits from third parties; and • Duty to declare an interest in a proposed transaction or arrangement. <p>The key responsibilities of the governing body include:</p> <ul style="list-style-type: none"> • ensuring the quality of educational provision; • challenging and monitoring the performance of the academy; • ensuring good financial health and probity; • supporting the SLT in management of staff. <p>In fulfilling these responsibilities an effective governing body will:</p> <ul style="list-style-type: none"> • help the academy to set high standards by planning for the academy’s future and setting targets for school improvement; • keep the pressure up on academy improvement; • be a critical friend to the academy, offering support and advice; • help the academy respond to the needs of parents and the community; • make the academy accountable to the public for what it does; • work with the academy on planning, developing policies and keeping these under review; • exercise its responsibilities and powers in partnership with the Principal and staff; and • not intervene in the day-to-day management of the academy unless there are weaknesses in the academy, when it then has a duty to take action. <p>It was resolved to note the paper.</p> <p>2. Revised Role Description and person specification for Trustees; The version previously approved by the Board had been updated to include reference in the key guidance documents to The Academies Financial Handbook.</p> <p>It was resolved to approve and adopt the revised Role Description.</p> <p>3. Ademies Financial Handbook; The current July 2017 version was circulated to Trustees again with the meeting papers. Their attention was particularly drawn to the Schedule of requirements (“the musts”) at Annex C which had previously been discussed at length by governors in carrying out due diligence work prior to converting to an Academy.</p> <p>It was resolved to note that all Trustees are aware of their responsibilities as set out in the Academies Financial Handbook.</p> <p>4. Declaration by Trustees as to Receipt and understanding of Governance and financial documents. This has been circulated in advance of the meeting and the remaining Trustees who had not signed and returned this in advance returned this at the meeting.</p>	ACTION
<p>3.</p> <p>3.1.</p> <p>3.2</p>	<p>MINUTES OF TRUST BOARD MEETING OF 29 NOVEMBER 2017</p> <p><u>Accuracy.</u> The Minutes were accepted as an accurate record and signed by the Chair.</p> <p><u>Matters Arising.</u> The Chair asked for a copy of the guide to grading issued to Heads of Department when writing the SAR to be circulated to the Board.</p>	<p>Assistant Principial/ Clerk</p>

The Principal led a presentation for the Board as part of the college development and training programme for Trustees. Paper copies of the presentation were circulated with the meeting papers.

The 16-18 Accountability Measures

The DfE’s 16-18 Accountability headline measures are:

- Progress;
- Attainment;
- Progress in English and maths;
- Retention;
- Destinations

Progress

The new progress measures are at the forefront of the new accountability measures and are increasingly important in the eyes of Ofsted – more so than value added. At Woking College current progress data shows:

- A level positive value added in line with National Average(NA)
- A level disadvantaged students just (0.03) below NA
- L3 Vocational very positive value added (0.23)above NA
- L3 Vocational disadvantaged students very positive value added((0.21) above NA)

Trustees asked about the reasons for the differences between the progress on A level and vocational courses. The Principal explained that with such courses due to the effective and positive culture of attendance and learning, progress can be boosted by the coursework results.

Trustees also received and reviewed a paper providing comparative data across the S7 group of colleges and other local colleges taken from the recently published 2016-17 DfE Performance Measures. From this Trustees noted that progress at Woking College is higher than at Godalming and Reigate Colleges for value added but is outperformed by Farnborough College for value added at A-level.

Attainment

The attainment measure shows the average grade attained by each student studying a particular qualification type at the college. The DfE is now also reporting separately on a new measure separately identifying disadvantaged students. Trustees asked for the definition of “disadvantage” and the Principal explained that this takes into account postcode analysis by the DfE and whether students were on free school meals. This equates to approximately 20% of Woking College’s students. The College is now tracking this as a new performance measure but the College has always aimed to make sure that every individual student achieves as well as possible. There will be a focus on attainment by disadvantaged students at the College this year as the data indicates that A Level attainment for disadvantaged students for 2016-17 was below NA whereas attainment for all other groups of students at Woking College was at or above NA.

Retention

The retention measure shows the proportion of students who reach the end of their course in respect to their core aim. The retention data had not been published by the DfE but the College does very well for retention.

Destinations

This measure is intended to give the college the opportunity to demonstrate the support it provides to students in preparing for future education, training and employment. At present data are still experimental but on that basis Woking Colleges students are above NA with 92% of students going to positive destinations – sustained education or employment / training.

	<p>The Principal reported on the performance of HoDs in this process and that the process identified their exceptional knowledge of every student at risk and the interventions being put in place for each such student.</p> <p>Retention 1.1% above the data at the same time last year AS Retention 3% up on this time last year Attendance is positive within 0.3 % of last year despite all winter illnesses</p> <p>Recruitment – some students left at the end of their first year. Currently the College has 1300 students.</p> <p>Trustees noted that the financial health grade remains Outstanding but that austerity is cutting hard as funding has been frozen for 8 years.</p> <p>It was resolved to note the report.</p>	ACTION
5.2	<p>NEW OFSTED INSPECTION DASHBOARD – THE 16 TO 19 INSPECTION DATA SUMMARY REPORT (IDSR)</p> <p>Trustees received with the meeting papers and noted the Ofsted Guidance on the 16-19 ISDR. The Principal confirmed that the data had become available today and will be circulated to the Board following the meeting. All data is at or above expectations apart from disadvantaged students.</p> <p>It was resolved to note the report.</p>	Principal / Clerk
5.3.1	<p>IQR REPORTS</p> <p>Trustees received three recent IQR reports for A Level, Vocational and Student Experience. This was the first year that the process has covered cross- college themes (instead of individual departments).</p>	
5.3.2	<p>The Principal reported that the College Staff find this exercise a positive experience. Trustees asked how recommendations from the reports will be taken forward and the Principal confirmed that the conclusions will feed into practice this year or into the QIP for 2018-19. In the feedback sessions there were also individual items of feedback for each department.</p>	
5.3.3	<p>A Trustee asked about reference in the IQR to low level phone use in class and what is being done about this. The Principal confirmed that he challenged staff about this in this week’s Briefing session to make sure that they are addressing this in class.</p>	
5.3.4	<p>Trustees asked the student observer about the comment from students about the long gaps between lessons (when studying 3 rather than 4 subjects). Mr Swords said that there has been much more focus on extra-curricular college sport this year and performing arts. The Principal confirmed that the gym is being better used by students and the College is exploring investing in an enrichment co-ordinator and other activities for example installing concrete table tennis tables. Consideration had been given to changing from a 6 block timetable to a 5 block timetable but the College does not have the accommodation to be able to do that.</p>	
5.3.5	<p>The Chair asked what action is taking by the College to make sure that, despite the increasing number of unconditional offers being made by universities, students are told that their A level grades will affect their progression after university. The Principal confirmed that he had just recorded his latest VOD casts in which he points this out to students. One of the Parent Trustees confirmed that at the College’s open evening talks even before joining the College, students are told that their GCSE and A level results stay with them for the rest of their life.</p>	
5.3.6	<p>It was resolved to note the three IQR reports.</p>	

5.4	EMPLOYER ENGAGEMENT	ACTION
5.4.1	Trustees received and reviewed the report. The Principal reported that about 200 students from the College are currently on work experience this week and commended the Progression Department for their work in helping to achieve this extremely high level of work experience including more than 90 % of students studying for BTEC qualifications having Work Experience. Some students are also on an Art Trip to Venice this week. Trustees who attended the recent learning walk noted that this creates an extremely heavy workload coinciding with the Progression Team's work with students on UCAS applications. Mr Stokes has begun to assist the team in creating links with local employers.	
5.4.2	It was resolved to note the report.	
5.5	CURRICULUM OFFER 2018-19	
5.5.1	Trustees received and reviewed the report. The Principal reported that the final wave of subjects detailed in the report are becoming linear A levels. Teachers are having to re-think the way in which they teach to consider cognitive load on students.	
5.5.2	The current one-year Level 3 Digital Media Games Development course is being changed from September 2018 to a full two year course.	
5.5.3	Trustees noted that the move from QCF to NQF to include new assessment formats has been postponed to Sept 2019. Currently most specifications will remain on the old format. Some consideration is being given to Media moving to a new CTEC course in order to provide an updated more industry appropriate course.	
5.5.4	The Principal reported on a very positive conversation with the Headteacher at SJB about the possibility of some future joint work on MFL due to particularly low numbers of students studying German and Italian. Trustees were very pleased to hear about the possibility of this collaborative work with SJB.	
5.5.5	The Principal confirmed that the College is considering offering T levels in childcare and digital technologies when these new qualifications are introduced in 2020.	
5.5.6	It was resolved to note the report.	
	<i>Dr Mulheron left the meeting at 7:35pm</i>	
5.6	REPORT FROM THEMED LEARNING WALKS FOR TRUSTEES – 31st January 2018	
	<p>The Clerk apologised for not circulating a written report of this visit by Mr Miles which is attached to these minutes. Mr Miles and the Chair updated the board on the visit which was on the theme of pastoral care at the College. Areas visited/ discussed included:</p> <ul style="list-style-type: none"> • Trustees commented on the impressive level of attention being given to students re-taking English and Maths GCSE particularly from the additional resource of teaching assistants • Mental health • Looking at a number of departments and seeing classes in action • Heads of Year- and their work in supporting students • Progressions Office – dealing with vast numbers of UCAS applications and work experience applications at the same time • Learning Resource Centre- being kept as a quiet learning place • Counselling service – The Student President reported that all students who he knows have used this service have commented on how helpful and supportive this is 	

6.	CONSTITUTION MATTERS	ACTION
6.1	The Board received a paper from the Clerk on Trustee Succession planning. The Board discussed succession planning for the Board noting that the Chair's current term of office ends in 2018.	
6.2	The Board noted the resignation of Ms S Dhanjal as a Trustee/ Director with effect from 11 December 2017.	
6.3	Mr Volo offered to stand for re-appointment as a Trustee / Director for one year but proposed that the succession policy that the vice-chair take over the Chair come into effect from September 2018. The Board noted that this would mean that 5 Trustees would have a term of office ending in 2019 if Mr Volo is re-appointed for one year and the need for succession planning. The Principal expressed the hope for continuity and that some of the Board will want to be re-appointed for another term.	
6.4	<p>After discussion the following steps were agreed:</p> <ul style="list-style-type: none"> • The Clerk to start action to recruit a replacement for the current vacancy taking into account gender and ethnic diversity and trying to find someone with safeguarding experience; • A working group is to look at succession planning include the provisions in the draft Standing Orders about the number of terms that a Trustee can serve; • Consideration is to be given to a suggestion from one of the Parent Trustees that for succession purposes it would help in future to stagger the end dates of the Parent Trustees' terms of office. 	
6.5	It was resolved to note the report.	
6.2	DRAFT STANDING ORDERS FOR TRUSTEES	
6.2.1	Draft Standing Orders were presented by the Clerk with apologies that the draft was circulated only the day before the meeting.	
6.2.2	During the meeting one change suggested was to include that the Board will invite the Student President to the start of each meeting and they can request to stay for the rest of the meeting.	
6.2.3	It was agreed that Trustees should review these draft Standing Orders and let the Clerk have any comments on these by email with a final version being presented for approval to the March meeting.	
6.3	TO APPOINT A NOMINATED LEAD TRUSTEE FOR SAFEGUARDING	
6.3.1	Trustees reviewed a report from the Clerk in response to a question which arose at the November Board meeting as to whether the Board needs to appoint a Lead Trustee for Safeguarding or for Health and Safety. The report confirmed that there are no statutorily required nominated Trustee responsibilities. However an extract from the January 2017 Competency Framework for Governance For Maintained Schools, Academies and Multi-Academy Trusts was attached from which the clerk advised that it is considered best practice to fulfill the required competencies by nominating a Trustee with responsibility for Safeguarding and Health and Safety- this could be one member of the Board covering both roles.	
6.3.2	Trustees discussed that the current Board all have roles such as Chair or Vice Chair or Link Trustee roles. It was agreed to recruit a Trustee to fill the current vacancy with specific experience of safeguarding and to appoint that person as Lead Trustee to fill this vacancy.	
6.3.3	It was resolved to note the report.	

7.	ESFA FINANCIAL MANAGEMENT AND GOVERNANCE VALIDATION VISIT RECOMMENDATIONS JANUARY 2018	ACTION
7.1	<p>Trustees received a report from the Finance Director about the validation visit from the ESFA for the FMGS on 23 January 2018. The FMGS had been reviewed by Audit Committee in June 2017 and had been presented and reviewed by the Trustee Board in November 2017 for approval for submission to the ESFA.</p> <p>As the ESFA auditor could not see explicit approval in the Trust Board minutes for specific items included in the FMGS the Board were requested to approve these again as evidence of approval.</p> <p>1.It was resolved to ratify the appointment of the Principal as Accounting Officer;</p> <p>2.It was resolved to ratify the appointment of Finance Director as Chief Financial Officer;</p> <p>3. After reviewing the accompanying paper to Item 7 setting out the detail of the Academy budget 2017-18 it was resolved to re-approve the Academy Budget for 2017-18 as submitted to the ESFA in October 2017 and as previously approved by the Board in July 2017.</p>	
7.2	<p>FINANCIAL REGULATIONS</p> <p>7.2.1 The Financial Regulations were last reviewed by the Corporation in July 2017 and were adopted by the Board of Trustees of the Academy Trust at its meeting on 5 July 2017.</p> <p>7.2.2 A reviewed set of Financial Regulations was presented to the Board for approval with a covering paper written by the Finance Director. In response to a question from the Chair of the Finance Committee the Principal confirmed that the college adheres fully to these regulations.</p> <p>7.2.3 Trustees asked for two revisions to be made to the Regulations:</p> <ul style="list-style-type: none"> • At page 17 to delete reference to the Estates Committee which has been disbanded; • To add the Scheme of Delegation (approved at the last meeting) as an Appendix to the Financial Regulations. <p>7.2.4 Subject to these two revisions it was resolved to approve the revised Financial Regulations.</p>	
7.3	<p>DISASTER MANAGEMENT PLAN UPDATE OCTOBER 2017</p> <p>7.3.1 The Principal presented for approval an updated Disaster Management Plan which has been updated to include the Run Hide Tell approach to terrorist attacks.</p> <p>7.3.2 Trustees asked some questions about the specifics of some items and made some suggestions, including about testing the plan, which the Principal agreed to consider. The Chair of Finance offered to assist the Principal by reviewing the plan and it was agreed that the College will do some further work on this and that a final revised version will be presented for approval at the March meeting.</p>	Principal / JM

7.4	TO APPROVE REVISED ENGAGEMENT LETTER FINANCIAL STATEMENTS AUDITORS	ACTION
7.4.1	The engagement letter which establishes the terms of the agreement between KPMG and the College needed to be revised following the ESFA validation visit. The Academies Financial Handbook states: <i>4.1.4 "The letter of engagement must provide for the removal of auditors, before the expiry of the term of office, in exceptional circumstances. If the auditors resign, there must be a requirement in the letter of engagement for them to provide the trust with an explanation, within 14 days of their resignation.</i>	
7.4.2	These requirements are currently not explicit in the current engagement letter with KPMG who had been requested by the Finance Director to reissue this to cover the points above. However at the date of the meeting the letter had not been re-issued by KPMG. KPMG had reported that, although they have many Academy Clients, they have never been requested to make this amendment and have therefore referred this to their technical department for revision rather than this simply being re-issued by the Audit Manager.	
7.4.3	This was therefore deferred to the March meeting.	
8.	GENERAL DATA PROTECTION REGULATIONS	
8.3.1	The Principal reported that he would, alongside two other most appropriate members of staff be attending the SFCA training on GDPR and that the Principal will update the Board at its next meeting on the Action Plan for this work.	
8.3.2	It was resolved to note this update.	
9.	DATE OF NEXT MEETING	
9.1	The next meeting of the Corporation will be held on Wednesday 21 March 2018 at College at 6:30 pm.	
	The meeting closed at 8:10pm. Signed:.....Date.....	

Matters arising Action Log from meeting 6 February 2018

	ACTION REQUIRED	BY WHEN	BY WHOM	STATUS
1	Ultimate deadline dates for actions in the QIP should be set out in the Action Plan rather than stated to be 'ongoing'	March 2018	Assistant Principal	
2	The Maintenance plan in future to be tied into the Financial Year	July 3018	Principal	
3	Work on the Reserves Policy to be carried out by F & P Committee	March 2018	F & P Committee	
4	Trustees suggested adding meeting attendance targets for Trust Board and Committee meetings to the Governance QIP.	March 2018	Assistant Principal	
5	A copy of the guide to grading issued to Heads of Department when writing the SAR to be circulated to the Board.	March 2018	Assistant Principal	
6	Reporting of new accountability performance measures to be added to the KPIs reported to the Board.	March 2018	Assistant Principal	
7	The Clerk to start recruitment of replacement Trustee Inc. gender and ethnic diversity and Safeguarding experience.	March 2018	Clerk	
8	A working group to look at the draft Standing Orders to include the provisions about the number of terms that a Trustee can serve;	March 2018	Trustees	
9	Chair of Finance offered to assist with reviewing the Disaster Management Plan. College to do some further work on this and final version to be presented for approval at the March meeting.	March 2018	JM / Principal	