

MINUTES OF THE BOARD OF EALING, HAMMERSMITH, AND WEST LONDON COLLEGE

Date	18 October 2022	Time	18.00
Venue	Zoom meeting		
Chair	Ian Comfort		

Members: Ian Comfort; Karen Redhead; Sarah Benjamin; Haitham Dakka; Robin Ghurbhurun; Phillip Kerle; Jake McClure; Shawez Mir; Jon Roe; Mustafa Sami; Christopher Saul; Debbie Stephenson; Chris Taylor

In attendance: Anil Nagpal (Chief Operating Officer); James Taylor (Deputy Principal Curriculum and Quality); David Warnes (Deputy Principal Strategy, Planning and Communications); Chris Nixon (Director of Student Services and Safeguarding); Ra Hamilton-Burns (Governance Advisor).

1	<p>Welcomes and apologies for absence The Chair welcomed all members back to first full Board meeting of the academic year.</p> <p>Apologies had been received from Andrew Baird, Haitham Dakka, Robin Ghurbhurun, Chris Saul, Shawez Mir and Jon Roe.</p> <p>Ian Comfort welcomed Sarah Benjamin, the new academic staff governor to her first Board meeting. Her term of office will be for two years from 18 October 2022 to 17 October 2024.</p> <p>The Chair reminded governors that this would be David Warnes' last meeting at the College and wished him well in his new role as Principal and CEO at Chelmsford College.</p>
2	<p>Declarations of interest Phillip Kerle noted that he is a governor at Orbital South Colleges.</p>
3	<p>Minutes of previous meetings</p> <ol style="list-style-type: none"> I. Approval of the minutes of the Board meeting held on 28 June 2022 II. Minutes of the Extraordinary Board meeting held on 31 August 2022 III. Electronic resolution made re the LPFA charge 22 July 2022 IV. Electronic resolution made DfE loan restatement 25 July 2022 V. Electronic resolution – appointment of Rhythm Studio as subcontractor <p>AGREED: THE BOARD APPROVED THE MINUTES OF THE BOARD MEETINGS HELD ON 28 JUNE 2022 AND 31 AUGUST 2022.</p> <p>The Board noted the electronic resolutions.</p>
4	<p>Matters arising June 27 2022</p>

5	<p>CEO report</p> <ul style="list-style-type: none"> RHB to circulate the FEC stocktake visit report when available 	This was circulated.
5.2	<p>Strategic and operational planning</p> <ol style="list-style-type: none"> CN to update on Gatsby benchmarks when appropriate KR/Adrienne to offer a twilight session on the College's funding stream in the Autumn term DW to circulate an update on the above. 	<ol style="list-style-type: none"> Agreed This will be scheduled but other matters had taken the twilight sessions to date Completed
6.	<p>FINANCIAL AND OPERATIONS</p> <p>6.4 Pay review framework</p> <ul style="list-style-type: none"> KR to report on benchmarking across the sector to a future meeting. 	There isn't benchmarking available easily. KR to investigate and will report back.
7.	<p>CURRICULUM AND QUALITY</p> <p>7.1 Safeguarding update</p> <ol style="list-style-type: none"> CN to include trends year on year in reports going forward. CN to provide twilight training on KCSIE updates in Autumn term. 	<ol style="list-style-type: none"> This is now included. The KCSIE twilight took place 12/9/22. A recording is available in the GB shared folder.
9.1	<p>Recommendations from Committees</p> <p>The Curriculum, Quality and Performance Committee</p> <ul style="list-style-type: none"> Executive team to ascertain the possible commercial value with an agent. 	It is very problematic to ascertain as the College is blighted by the listing status. KR to ask PM to review
August 31 2022		
2	<p>Pay Award</p> <ol style="list-style-type: none"> AN to look at the impact of 3% pay rise and additional rises to the bottom line over the next three years. The Executive Team to provide to the Finance and General Purposes Committee: <ol style="list-style-type: none"> More detail and sensitivity analysis of the 3% pay rise going forward including future rises A model of the impact of possible energy price increases. Updated figures on enrolment and the impact on the budget 	<ol style="list-style-type: none"> AN has done some modelling and work is ongoing. The sensitivity analysis is ongoing and energy prices will be discussed on today's agenda.
5 STRATEGIC REPORTS		
5	<p>CEO report</p> <p>The report provided updates in the following areas of strategic importance and significant interest.</p> <ol style="list-style-type: none"> FE Commissioner intervention ESFA intervention Enrolment performance Black Leadership Group (BLG) Affiliation 	

5. Additional board sessions
6. Cabinet reshuffle
7. ONS Review of the classification of FE Colleges
8. Student Awards celebration event

FEC stock take visit – Karen Redhead updated the Board and explained that several of the recommendations have been completed, albeit that work will be ongoing by the nature of the items. There had been discussion about the effect of the listing decision on the ability of the College to progress development and funding applications on the Hammersmith campus. The Executive Leadership Team considers that it is essential that work continues and this will be discussed more with the FE Commissioner.

ESFA Case Conference - The next formal Case Conference has been arranged for 20 October 2022, where members of the Executive Team will provide the usual updates to ESFA colleagues on the College's performance. Abs Malik said that he had nothing to add ahead of the case conference and welcomed the update on enrolments. The picture of national enrolments is mixed.

2021/22 performance and enrolment 2022/23 update

2021/22 16-19

- The end of year forecast is 1,783.
- Slightly below the funding allocation target of 1,807
- A small downward adjustment to the 2022/23 allocation will result.

Adult Education Budget (AEB) Greater London Authority

- Forecast at slight above the 97% tolerance threshold
- This is very tight and is being monitored closely but no claw back is expected

Education and Skill Funding Agency

- Mostly subcontracted provision
- College also directly delivered provision via distance learning
- Under-delivery in distance learning has emerged
- Projection is now £2.41m resulting in an underperformance of £290k

Adult Learner Loans

- Earnings are £486k
- Above the budget of £445k

Apprenticeships

- Income is £820k
- Above budget income target of £747k

Ian Comfort and Phillip Kerle had discussed this under delivery for the second year running and agreed with Karen Redhead that a full review will take place. Governors asked how the shortfall had transpired as it had been agreed last year that the process was being closely monitored. Assurances had been sought last year as withdrawals had been processed too late in the year and it was confirmed that these were being dealt with in a timely fashion. A number of things have affected this, including staffing issues, but the ELT has committed to a root and branch review. This will be discussed in the validation of the SAR and the outcomes report to C&Q.

Governors asked for a timeframe for the root and branch review and it was agreed that the first report will be to the next FGP meeting on 29 November 2022.

ACTION: KR to report the outcomes of the review to the Curriculum and Quality on the quality issues and the impact on the financial position of the College to the Finance and General Purposes Committee on 29 November 2022.

ENROLMENTS 2022/23

Karen Redhead reminded Governors that this report is still predictive and final learner numbers are not confirmed until after the 42-day threshold.

16-19

- Currently 1,799
- Funding allocation target is 1,807
- Aiming for a stretch target of 1,900
- The stretch target appears to be achievable

Governors asked if these are for full study programmes. This is a like-for-like comparison which will be confirmed when the ILR returns are made and will be reported to the next Board meeting.

The Board asked when the learner outcomes are going to be reported and for an update on those that available to date. Karen Redhead said that these are not finalized and a report will go to the C&Q Committee in November. James Taylor has produced a report to support the validation of the SAR report which outlines the best, worst and likely position. There was a discussion that the Curriculum and Standards Committee had been planned in for September but this had been cancelled. Karen Redhead said that if there had been an outcomes report in September it would be a predictions report as no final information would be available. Governors asked when a final report is available. James Taylor says the College will submit the data to the ILR on 20 October 2022 but the ELT will then need to extract and analyze the data. The report will go the Curriculum and Quality meeting on 23 November and will be circulated to all Board members.

ACTION: RHB/EMR to circulate the quality and outcomes report to all members when sent with the C&Q papers in November.

AEB

- Enrolments are at the highest level over the last four years
- College has been informed it can apply to GLA for in-year growth
-

Black Leadership Group

- The College is pleased to be an affiliate member and welcomed the opportunity to share vacancies with the BLG.
- There will be two training events in the new year and BLG would hope to see Board involvement to demonstrate commitment.
- Governors were impressed by this particularly during Black History Month and welcomed any move to improve diversity.

ACTION: KR to let Board know dates of the Black Leadership Group training events

Additional discussions for Board members are being arranged:

- Staff survey Board discussion – 23 November 15.00-17.00
- Strategic discussion of risks for Board members – dates are still being sought

5.ii Strategic and operational planning

	<p>David Warnes presented an update of the refreshed 2019-2023 strategic plan. The changes are limited as the plan is nearing the end of its duration and work with the Board on the new strategic plan will begin soon.</p> <p>The KPIS are largely projections until the final hard close at the end of this week. They have been refreshed for 2023-24 in light of any recent updates and these are reflected in appraisal and target documents.</p> <p>AGREED: THE BOARD APPROVED THE REFRESHED PLAN FOR 2019-2023 AND RECOGNISED THAT THE PROCESS TO DEVELOP A NEW STRATEGIC PLAN WILL BE INITIATED SOON.</p>
5.3	<p>Operational planning</p> <p>David Warnes reminded members that for each year of the Strategic Plan, an annual Operational Plan sets out the priorities and actions to achieve the strategic objectives. The Operational Plan is updated monthly, with all actions RAG rates to show progress and impact. Monthly workshops are held with each of the leads for the Operational Plan, led by the Deputy Principal of Strategy, Planning and Communications. These workshops reflect on the progress and impact of each action and through consensus discussion, agree on a RAG rating.</p> <p>The Operational Plan has been restructured into a more succinct document, following feedback from the Board and the FE Commissioners. The focus is on providing progress updates on the key objectives that drive the College forward and meet the overall strategic aims set.</p> <p>Governors suggested it would be helpful to have a conclusion of last year's plan linked to this and a depiction of the current position perhaps with the addition of an additional column. David Warnes explained that the operational plan is an annual plan so actions do not continue from one year to the next as priorities change. The Board added that, as an example, on page 10 for quality objectives, it would be helpful to have the position at the end of the academic year where possible and appropriate. Ian Comfort emphasised that the Board did not want to create extra work for the ELT.</p> <p>The next KPI report will come to the December 2022 Board meeting. The dashboard has been tweaked to show trend data at the request of the Board and this is available on the live Governor portal.</p> <p>ACTION: The report with the prior year position from the strategic plan will be appended going forward.</p>
6	<p>FINANCIAL AND OPERATIONS</p>
6.1	<p>Update on position with repayment plan</p> <p>The College has received £11.6 million in total funding support from the DfE. Additionally, the College is required to repay £2 million to the ESFA in respect of a clawback from the ESFA relating to a subcontractor that was engaged under the previous leadership team. This amount has been consolidated into a new Facility Agreement which means the total amount due to be repaid to the DfE is £13.6 million. The entire amount was converted into an interest-bearing loan with interest payable at the Public Works Loan Board (PWLB) rate available to public sector bodies.</p> <p>The loan is repayable in full to the DfE. The details relating to the loan are encapsulated in a new Term Loan Facility Agreement. The new Term Loan Facility Agreement sets out the conditions relating to the repayment of the DfE loan.</p> <p>After the loan agreement had been signed off at the end of July 2022, It had become evident that one year of payments from September 2027 to June 2028 of £337K per quarter had been omitted so Anil Nagpal requested that the Board approved a variation letter to include these payments.</p>

AGREED: THE BOARD AGREED TO APPROVE THE VARIATION LETTER AND TO DELEGATE SIGNATURE OF THE LETTER TO THE CEO

Ian Comfort asked if the PWLB is flexible or fixed. The PMO would not agree to a fix rate over the term of the loan, however the payment amounts themselves are fixed so the payments would continue for longer should interest rates rise. Governors asked what this is likely to look like and the potential impact of any change for next year. It is not yet known as interest rates are not published in advance.

6.2 Confirmation of going concern

Phillip Kerle reported that the going concern position had been scrutinised at the Finance and General Purposes Committee. Anil Nagpal confirmed that the management accounts and cashflow projections show that the College has sufficient cash to cover their liabilities at the present time.

AGREED: THE CORPORATION AGREED THAT, TO THE BEST OF ITS KNOWLEDGE, THE COLLEGE IS OPERATING AS A GOING CONCERN.

2021/22

- Currently there is a draft set of financial statements being audited
- The external auditors are currently on site and about half way through
- The bottom line is at £3.1m deficit, £1.4m adverse to budget
- This includes c£2.7m for FRS102 pension costs
- College has brought forward additional depreciation for Park Royal of c£500k, due to the work undertaken on the Southall project to date
- Without the pension costs and depreciation (both significant non-cash items) the College would have a surplus of £53k
- The College is on the cusp of 'Good' financial health (FH) for 2021/22, but the FH score will only be confirmed after the audit and completion of the financial statements
- This demonstrates the journey and considerable progress made by the College over the last three years.

Governors said that the Auditors should sign off for 12 months for the Going Concern. They asked if there is a prior adjustment on pension costs or just for this year. Anil Nagpal said that there is no prior year adjustment as the College uses the actuarial valuation at the end of each year and the statement has come in £700k higher than budget. There was an indication earlier in the year that the FRS102 pension costs would be higher but not that it would be as high.

Anil Nagpal said that the Park Royal depreciation has had to be accelerated as the College is exercising a break clause to exit the lease five years early. Advice has now informed the College that the impact must be shown in 2021/22 in part as well as 2022/23.

2022/23

- The budget was submitted in July 2022
- Additional £295k allocation from GLA will be built into forecast but no bottom-line impact
- £2m SCL clawback is incorporated into the ESFA loan so will be included as a long-term creditor
- The College is predicting an additional £500k of energy costs
- The fixed rate for energy for the College ends approximately in March 2023
- Additional pressures due to inflation will also need to be managed

- There are pressures on staffing which may lead to pay pressures
- It is going to be a challenging year

Governors noted that it is difficult to forecast and noted that close monitoring is required going forward.

Update on pay award

Karen Redhead reminded Governors that the June 2022 Board meeting had agreed an overall sum for the pay award and that an extraordinary Board meeting on 31 August 2022 had agreed to increase this. Both College unions had balloted members and have voted to accept the pay offer and there will be a formal review in February 2023. The Board congratulated the senior team and the unions on reaching this agreement in a difficult year.

6.3 Risk management report, register and overview

Anil Nagpal explained that the risk register had been significantly updated since the Audit Committee's last review as the one for 2021/22 has been superseded. Some risks have been deleted and an additional risk has been added for capital expenditure. The number of risks has reduced from 29 to 22 but the number of risks which are significant has risen.

He noted that the College is operating in a volatile environment and offered a summary of the movement on strategic risks:

Risk	Core College Jun 2021	Core College Sep 2021	Core College Dec 2021	Core College Mar 2022	Core College May 2022	Core College Oct 2022
Significant	5	4	6	5	5	8
High	11	19	16	17	16	9
Acceptable	10	5	5	5	5	5
Low	3	2	2	2	3	0
Total	29	30	29	29	29	22

AGREED: THE BOARD REVIEWED AND APPROVED THE RISK MANAGEMENT PLAN AND RISK REGISTER AS OUTLINED IN OCTOBER 2022

7 CURRICULUM AND QUALITY

7.1 Safeguarding update

Chris Nixon presented a report on safeguarding for the academic year 2021-22 and an update on actions planned for 2022-23.

There was an update on actions

- Training took place in July
- Smoothwall¹ has been embedded
- The College's mental health offer enhanced by funding for a mental health lead
- There have been double the students referred which is significant
- This may reflect both a better culture of embedding safeguarding and post-covid 19 impact
- 52% of referrals are females but 38% of cohort
- There is breakdown by ethnicity but it is difficult to extrapolate trends from this – continued reporting will show if there are any patterns or trends
- The trends throughout the year are as expected
- The Smoothwall system tracked seven cases over the summer break
- Induction this year has focused on sexual harassment and abuse

¹ [Digital safeguarding solutions | Smoothwall for Education](#)

	<ul style="list-style-type: none"> The majority of referrals are mental health issues <p>The Board thanked Chris Nixon for his detailed report.</p> <p>AGREED: THE BOARD APPROVED THE SAFEGUARDING ANNUAL REPORT FOR 2021/ 2022</p>
7/2	<p>HE Academic Assurance Report</p> <p>James Taylor sought the Board’s approval to delegate responsibility for Office for Students (OfS) HE requirements to the Curriculum and Quality Committee.</p> <p>AGREED: The Board agreed to appoint the Curriculum and Quality Committee as the ‘Oversight Committee’ as required by the Office for Students.</p> <p>AGREED: The Board agreed to delegate the responsibility for the review of Higher Education to the Curriculum and Quality Committee which shall, on behalf of the governing body, advise the CEO on the approval of the annual assurance statement for submission to the OfS.</p> <p>This will be reported to the C&Q Committee at its November 2022 meeting.</p>
8	OTHER REPORTS
8.1	<p>Health and safety 2021/22 annual report</p> <p>It was noted that:</p> <ul style="list-style-type: none"> the College continues to be Health & Safety compliant in all physical and procedural statutory requirements note that completion of staff Health & Safety training is below target note there were no RIDDOR reportable instances in the reporting period note there were 416 reported cases of Covid-19 in the reporting period <p>Governors asked if there are staff trained in Care of Substances Harmful to Health. Anil Nagpal will investigate and report back to a future meeting.</p> <p>ACTION: AN to report back to a future meeting on the training of staff on COSHH</p> <p>AGREED: THE BOARD APPROVED THE HEALTH AND SAFETY REPORT FOR 2021/2022</p> <p>AGREED: THE BOARD APPROVED THE HEALTH AND SAFETY POLICY</p>
9.1	<p>Recommendations from Committees</p> <p>The Board was asked to approve en bloc the following papers which are in the appendix – recommendations from Committees:</p> <p>i. Search Committee</p> <ol style="list-style-type: none"> WLC Governance Overview Updated cycle of business Standing Orders 2022/23 Search and Remuneration Committee Terms of Reference <p>ii. Board members agreed that electronic resolution be used to confirm the appointment of new Board members recommended by the panels.</p> <p>Jake McClure suggested that the Search and Governance Committee should consider the https://boardroomapprentice.com/ scheme as a learning, development and placement programme for potential new Board members.</p>

	<p>ACTION: DIRECTOR OF GOVERNANCE TO ADD THE BOARDROOMAPPRENTICE.COM PROPOSAL TO THE SEARCH AND REMUNERATION AGENDA.</p> <p>iii.Audit Committee</p> <ul style="list-style-type: none"> . Appointment of auditors – for information – verbal update <p>iv.Finance and General Purposes Committee</p> <ul style="list-style-type: none"> a. Gender Pay Gap report b. Finance Regulations c. Treasury management policy d. Health and Safety Policy (covered in Item 8.3) <p>v.Remuneration Committee</p> <ul style="list-style-type: none"> . Senior Post Holder remuneration code annual report 2021/22 <p>AGREED: THE BOARD AGREED TO THE COMMITTEE RECOMMENDATIONS LISTED ABOVE</p>
9.2	<p>Search Committee minutes – 27 September 2022</p>
9.4	<p>Audit Committee minutes – 11 October 2022 The outstanding report from Mazars on Learner Numbers will go to the next committee.</p>
9.5	<p>Finance and General Purposes Committee – 4 October 2022 The Board noted the minutes of the Committees.</p> <p>ACTION: RHB to circulate the October FGP minutes to the Board.</p> <p>Ian Comfort thanked all committee members and the chairs for all the hard work and scrutiny which enables the Board to operate effectively.</p>
10	<p>Any urgent other business There was none.</p>
11	<p>Meeting evaluation Governors commented</p> <ul style="list-style-type: none"> • That the discussions at the meeting had been interesting and relevant • Sarah Benjamin thanked the governors and ELT for their welcome and is looking forward to the next meeting • David Warnes said thanks to all Board members and members of the Executive team for the support over the last four years <p>Ian Comfort invited Sarah Benjamin to contact him to arrange a meeting as part of her induction.</p> <p><i>The meeting closed at 19.50</i></p>
12	<p>DATE OF NEXT MEETING Tuesday 13 December at the Hammersmith campus.</p>