

## Minutes of the Board meeting 23.2 held on Tuesday 12 December 2023

Room A203, Long Road Sixth Form College, Cambridge

Present: Gerry Bolton (Corporation Chair), Yolanda Botham (Principal), Ishan Cader, Chris Cope, David Evans, Abby Futter, Sophie Harrison, Rob Howes, Gemma Long, Hugo Macey, Lily-Kate McCormack, Jenny O'Hare, Alex Pryce, Gavin Sheffield and Alex Wong

In attendance: Steve Dann (Vice Principal), and Charlotte Hemmins (Finance Director)

Clerk: Anne-Marie Diaper

| Ref           | Actions:   |
|---------------|--|
| <b>23.2.1</b> | <b>Apologies for absence</b><br>Apologies were received from Gary Bourton, Alex Curnow, Melissa Mlauzi and Sebastian Rasinger. Sophie Harrison had informed the Chair that she would be late arriving. The Clerk informed the Board that the meeting was quorate.  |
| <b>23.2.2</b> | <b>Declarations of Interest</b><br>The senior post holders and Clerk to the Corporation declared an interest in the academisation matters on the agenda.   |
| <b>23.2.3</b> | <b>Request for any other business</b><br>None.   |
| <b>23.2.4</b> | <b>Minutes of the Board meetings held on 23.1 Tuesday 10 October 2023, and 23.X Tuesday 28 November 2023</b><br>The 23.1 and 23.X minutes were approved by the Board with no amendments as a true and accurate record of the meetings held.  |
| <b>23.2.5</b> | <b>Matters arising</b><br>None.  |
| <b>23.2.6</b> | <b>Report from the Audit committee meeting AC23.1 held on 8 November 2023</b><br>The AC Chair was unable to be present at this meeting so the Corporation Vice Chair and AC member, Hugo Macey, fed back from the meeting in his absence. The draft minutes from the meeting provided a written record; he referred to the important matters discussed, commenting that there were 3 items for Board approval.<br><br><i>Annual report of the Audit committee 2022/23.</i> The AC report detailed that the committee had monitored and sought assurance on risks (the AC was happy that main strategic risks had received adequate attention); |

received internal/specialist audit reports; reviewed the College's financial regulations and had received the annual GDPR/FoI reports.

A Governor asked how MAT risk oversight would be managed. They were advised that a separate risk register would be reviewed at the AWG, with AC oversight.

**With no further discussion, the Board approved the annual report from the Audit committee for 2022/23.**

Reappointment of the external auditor (FSA). The AC had received the annual financial statements audit report for the year 2022/23; reports from College had been positive. The AC wished to recommend Buzzacott as FSA for a further year within their existing 5-year contract.

**The Board approved the appointment of Buzzacott as financial statements auditor for a further year.**

Draft financial statements for 2022/23. The Board was advised that the financial statements audit had gone well. The audit completion report had been included in the papers. The AC role was to recommend approval of the statements based on the narrative set out, with the FRC recommending approval of the numbers. The annual audit had found no regularity or control issues and the FSA had confirmed, in its presentation to the AC, a clean audit this year. The AC wished to recommend Board approval of the audited financial statements for 2022/23.

*Sophie Harrison joined the meeting at 5.16pm.*

### **23.2.7 Report from the Finance & Resources committee meeting FRC23.1 held on 15 November 2023**

The FRC Chair reported from the recent meeting. Two items were recommended for Board approval.

Draft financial statements for 2022/23. The FRC was also pleased to have received a clear annual audit report, and a clean set of audited financial statements for the year.

**On the basis of the AC and FRC recommendation, the Board approved the College's financial statements for 2022/23.**

Tuition Fees policy. The FRC Chair confirmed that the meeting had learned how the increase in fees had been calculated and was content to recommend the policy for Board approval. Amendments to the policy

were shown as tracked changes. **With no further discussion, the Board approved the Tuition Fees policy for a further year.**

The FRC Chair outlined other matters covered at the recent meeting, including the HR annual report 2022/23, the College IT Strategy 2023 to 2027 setting out the interplay with the curriculum strategy and how stakeholders are involved, AI, cyber matters, the property strategy including future site plans, CIF bids and capital project plans, management accounts for October, information on cash balances, and that on deposit, and the College's overall financial health, and factors impacting the 3 year financial forecast including pay awards.

### 23.2.8 **Report from the Governance & Search committee meeting GSC23.1 held on 23 November 2023**

The GSC Chair reported from the recent meeting. There was only one item for Board approval.

Governor visits policy 2023/24. The policy included amendments detailed by track changes that were not material, this year. The papers also included the main areas to be visited/a schedule of visits due, and a useful list of cross cutting themes. Governors were asked to advise the Clerk if they wished to undertake a visit as part of their development. A staff Governor commented that it would be good to increase the number of visits, as they were helpful/beneficial, but knowing how to add value with the cross-cutting themes as part of the visit was more difficult.

**Corporation members**

One Corporation member was particularly interested in student mental health; it seemed to be a key topic nationally for young people. The Safeguarding Governor referred to mental health as a key part of her voluntary role, but her professional role also brought her experience in this area. Governors agreed that there was a consistent focus on EDI at committee level, but the Corporation was keen to discuss how this might be pulled together at Board (vision). Lead Governor roles would be revisited as part of the MAT governance structure/proposals.

**With no further discussion, the Board approved the Governor visits policy/procedure for 2023/24 as presented.**

Lastly, the GSC Chair advised the Board that the first draft of the external review report had just been received following the review that had been carried out at the start of the term. The GSC would consider the report at its next meeting, and the final report would be brought for Board consumption in March 2024.

**23.2.9 Report from the Standards committee meeting STC23.2 held on 30 November 2023**

The STC Chair reported. She touched on the regular items taken at the meeting, leaving the approval item until last. She referred to the Safeguarding report, the KA5 update including performance across a range of measures, and groups of students. She touched on subjects where performance was lower, some of which had already been discussed previously. The committee had reviewed performance data for FSM students, and other vulnerable groups. A Governor asked for further insight into the data on retention and achievement rates in relation to ethnicity. She was advised that the College was considering the factors relating to this data.

College SAR 2022/23 and quality improvement plan (QIP) for 2023/24.

The committee had carefully considered these reports at its meeting. Their view is that the SAR was clear and focused with a summary of key points at the start and clear areas for improvement. The committee had particularly liked the section at the end showing staff involved in quality improvement. She reminded Governors that the QIP for 2023/24 which leads on from the SAR, sets targets for the College which were similar but not exactly same as previous years. She highlighted changes commenting that the committee had discussed level 2 progression, and attendance.

**The Board was content to approve the SAR for 2022/23 and the QIP for 2023/24.**

**23.2.10 Principal's report, including Strategic Plan for 2022/2025**

College operating plan 22/23 final. The Principal reported that the aim of this item was to enable Governors to review progress against the strategic plan with a focus on 2022/23, effectively closing down last year's operating plan in order to focus on priorities for 2023/24. Success measures for T&L were set out in SAR/data scorecard; the operating plan covered other measures. She wished to bring to Governors' attention that when the Board originally approved the strategic plan it was on the basis that the College would remain an independent incorporated SFC for the life of the plan, which would obviously not be the case should the Board propose that the organisation academise before the end of the timeframe of the original plan. Governors acknowledged this.

Draft operating plan 2023/24 and KPIs. This was divided up and aligned with the College's strategic objectives. The Principal advised that the intention was to measure performance against these KPIs at every update (Board meetings throughout the year). She paused for questions.

**Ref****Actions:**

A Governor asked if something on EDI should be added to the 'talented team' section. The Principal commented that the senior team would consider the matter further.

**Principal**

Another Governor asked a question about 'student attendance' as a target, and asked if there was a better metric, such as student progress. The Principal and VP had already touched on this but would discuss again. The Principal confirmed that the College would continue to report against attendance as it was such an important KPI.

**Principal**

This Governor had a second question around the skills strategy. KPIs mentioned the VR suite. The Principal advised that there was underpinning skills/employability plan which included the use of the suite.

A couple of other Governors were interested in the Turing project, challenging students, and working more closely with Universities to raise aspirations and expand horizons around sustainability. The Board was keen to acknowledge the considerable work led by the Assistant Principal, Chris Childs, in this area.

With a further brief discussion about LADO referrals, important for assurance and transparency, **the Board was content, subject to the discussions and amendments/additions outlined above, to close down the operating plan for 2022/23 and approve the operating plan and KPIs for 2023/24.**

**23.2.11 Board strategic approvals**

- *Update on academisation since 28 November 2023*
- *Engagement of formal due diligence against scope*
- *Proposed key Governor names for Trust Board and LGB for MAT application*
- *Legal guidance sought and approval of formal discussions with senior staff affected*
- *Appointment process and timing for MAT shadow Board CEO designate*
- *Board authorisation to submit MAT application.*

The Corporation Chair wished to update the Board on progress with the MAT application since the Board had last met on 28 November 2023. This was an opportunity to update Board members and for anyone to raise further questions prior to the submission of the application form, deadline of 1 February 2024. He informed the meeting that the strategic partner Board had on 11 December approved the submission of the MAT application. Whilst it was formally outside of the timeframe for

submission of the MAT application form, he reminded the meeting that time could be set aside at the training day on 7 February 2024, if needed.

Legal and financial due diligence providers were now being sought, along with quotes for the costs of this service to cover finance, land and property, IT, HR, in line with the specification provided by central government (DfE). The Chairs of both SFCs were receiving employment law briefings to enable due process for transfers of key staff, and the plan was to tentatively start to cover this in the new year with Tupe undertakings, starting with the MAT CEO.

The Chair was keen to draw the Board's attention that it was possible that the due diligence work may be commenced 'at risk', on 1 January 2024 before the DfE would be able to provide any funds. At this point the AWG would oversee the whole process. Lawyers were preparing not only the legal due diligence proposal but also were advising on wider project management; the quotation covering this would also to be brought to the AWG for scrutiny.

LRSFC would be engaging with the DfE on 10 January 2024. The DfE team that was covering Essex would also engage with the MAT partner. The MAT application was continually being revised as the project progressed and the updated version was to be shared with the DfE in January. The application that would be submitted would need to include Trustee designate names, following 1:1 discussions. He advised that the partner organisation current Board Chair had stepped forward to become appointed as the MAT Chair of Trustees, with the Long Road SFC Board Chair himself as MAT Vice Chair of Trustees. He pointed out that neither role would also become a member of either LGB. There was a need to find an existing LRSFC Governor to become the Long Road LGB Chair, and following discussions, Hugo Macey was proposed as LGB Chair.

**At this point the Board paused to absorb the information given. All Governors were content, and the Board approved Hugo Macey going forward as Long Road LGB Chair, as part of the MAT. The Board understood the point about proceeding with due diligence 'at risk' and raised no issues at this point.**

In terms of timeframe, the Tupe process would likely commence in the early new year, to start with the Trust CEO, ideally with a named person in place before the application deadline of 1 February 2024, in order that that the CEO can support the MAT Chair designate to recruit to all the other senior key roles. The shadow Trust Board would be formed to meet in around March 2024, with no formal authority at that point, but

in the interest of establishing governance arrangements and starting to work with key individuals. The Chair suggested that the Principal be authorised by the Board to progress with the MAT application to a date of 1 February 2024.

**In principle the Board was content with this plan and timeframe and authorised that the Principal submit the MAT application in line with the timeframe of 1 February 2024.**

The MAT shadow Board would meet in full after March 2024 at which point it may be the right time then to consider whether the AWG is still useful.

A Governor asked about the strength of interest from the partner. The Principal and Chair reminded the meeting that whilst the partner's continued enthusiasm for the project was strong, it is possible on the strength or weakness of the resulting outcome of due diligence, or anything else at this time, that the direction could change for either College, and it would still be possible to withdraw from the process.

Other matters touched upon during the meeting were culture and behaviours, branding, MAT name, and leadership.

**23.2.12 Any other business**

None.

**23.2.13 Date of next meeting**

23.3 Tuesday 12 March 2024. The meeting closed at 7.06pm and the staff and students left.