

**Minutes of the meeting of the Northampton College Corporation  
held at 1700 hours on 17<sup>th</sup> October 2024**

**Present:** Anne-Marie Kilday (Chair), David Bailey (Teams), Steve Barker, Paul Beers, Lynne Drinkald (Teams), Neus Garriock, Jason Lancaster (Principal and CEO), Paul Nutter (Teams), Julie Teckman, Chidiebere Uleme, Keira White and Rod Wood

**In attendance:** Geraldine Hulley (Clerk), Jan Hutt (Vice Principal, People and Organisational Development), Patrick Leavey (Deputy Principal), Joanne Philpott (Deputy Principal Curriculum Success and Quality), Mark Poole (Head of Estates) and Julian Wood (Deputy Principal, Finance and Corporate Affairs)

**SECTION A – ROUTINE AND GOVERNANCE ITEMS:**

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**73/24 Welcome and introductions (Agenda item 1)**

The Chair welcomed everyone to the meeting, in particular, those governors for whom this was their first meeting. The Chair congratulated the Executive team for the excellent Ofsted result. Governors offered their thanks for the hard work of everyone involved in the visit. A message of thanks would be sent from the Chair on behalf of the Corporation (**Action 8 – Chair**).

**74/24 Apologies for absence (Agenda item 2)**

Apologies were received from David Smith, Mark Robbins and Geraldine Schofield.

**75/24 Declarations of interest (Agenda item 3)**

Neus Garriock declared an interest in agenda item 22.

**76/24 Minutes of last meeting (Agenda item 4, Paper A)**

The minutes of the meeting held on the 27<sup>th</sup> June 2024 had been circulated previously and were approved as a true and accurate record.

**77/24 Actions outstanding (Agenda item 5, Paper B)**

The report confirmed all actions had been completed.

**78/24 Governance (Agenda item 6)**

- a. **Independent governors:** Following interviews held earlier in September, a written resolution had been used to seek agreement of the recommendation to appoint Paul Beers and Lynn Drinkald as independent governors starting 1<sup>st</sup> October 2024. A majority of governors agreed with the recommendation.
- b. **Student governors:** An election had been held with Keira White confirmed as President and Chidiebere Uleme as Vice President. Both were also elected as student governors. The decision was ratified by the Corporation.
- c. **Governor recruitment:** The Chair updated governors on progress to date. Some excellent applications had been received following the Department for Education's (DfE) agreement to fund two independent governors. Seven prospective candidates had been interviewed to date with a further 3 interviews planned for the 25<sup>th</sup> October. A recommendation for appointments would be made using a written resolution.

**Resolved:** To ratify the decisions in relation to the appointment of Lynn Drinkald and Paul Beers as independent governors; the appointment of Keira White and

Chidiebere Uleme as student governors; and, to note the governor recruitment update.

**79/24 Governance: Regulatory (Agenda item 7)**

Both reports were reviewed on an annual basis and any changes needed to be approved by the Corporation. Content was based on documents provided by Eversheds. Once approved, the Clerk would produce a set of Standing Orders (**Action 9 – Clerk**).

- a. **Instrument and Articles of Government (Paper C.1):** Proposed changes were agreed. In relation to a query about termination of membership (10.3.b), the Corporation agreed the previously approved wording should be retained.
- b. **Code of Conduct (Paper C.2):** No changes were recommended.

**Resolved:** To approve the Instrument and Articles of Government; and, the Code of Conduct for circulation to all members of the Corporation.

**80/24 Staff and student voice (Agenda item 8)**

- a. **Staff governor:** A question was raised about any further information in relation to the current work being undertaken as part of a pay review. The VP P&OD confirmed a meeting was planned to take place with the union the following week; and, an update to staff would follow shortly after.
- b. **Student governors:** Both staff governors reported on a very positive start to their studies at the College. Staff and students were very helpful. The student governors had met and agreed some ideas that they felt would further improve the student experience. This included: exploring different approaches to communicate the student governor opportunities; a display board that advertised items/key messages that would be identified by the wider student body (supported by an appropriate approval process); and, further opportunities to celebrate cultural diversity, for example, promotion of different cultural festivals through information posters and having different foods available during those weeks for everyone to be able to celebrate.

The Chair congratulated the student governors for having a solutions-focused approach to their reporting. The Principal and DP CSQ encouraged both student governors to share their ideas between meetings as part of this agenda item going forward. Feedback on any suggestions would be shared with student governors prior to each meeting (**Action 10 – Principal**).

**Resolved:** To note the staff and student governors' report.

**SECTION E – CROSS-COLLEGE PRIORITIES**

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**81/24 Health and safety (Agenda item 9)**

- a. **Annual report (Paper D.1):** The annual Health & Safety (H&S) report provided assurance over key health and safety activities in the past year as well as an indication of priorities for the year ahead. Activities during 2023-24 included: an external H&S inspection undertaken by the College's external consultant in November 2023; and, fire evacuations and accident data. The College continued to have a good overall culture of H&S and improvements had been actioned in-year. Further work to ensure consistent compliance and documentation was underway.

The Chair sought clarification about what actions were expected in relation to a comment in the report about taking a proactive approach to the work of the team. The Corporation was informed this would be through more checking of processes and mechanisms for compliance. There would also be a more flexible approach to inspections so that there would be more real-time assurance of compliance between the main audit inspections. A request was made for a more detailed breakdown of the figures shown in the table for first aid incidents in order to analyse any trends for students and staff. The Head of Estates and DP CSQ outlined a range of ways in which working closely with other teams, good signage and personal development programmes helped to raise awareness and a support infrastructure for staff and students. Some thought would be given to how students might be involved in using risk assessments for research and portfolio evidence; the use of QR codes was a potential solution (**Action 11 – DP CSQ**).

- b. **Policy statement (Paper D.2):** Under the H&S at Work Act, there was a requirement for the Corporation to approve a summary H&S policy statement annually. The statement was supported by the College's various H&S policies and procedures which did not require the same approval. The policy statement provided a broad overview of how the Corporation discharged its responsibilities through the systems, staff and procedures in place. It had been updated since 2023-24 but no substantive changes had been made.
- c. **Safeguarding (Paper D.3):** The report outlined current areas of focus for the team including: rollout of the College's Child Protection Online Monitoring System (CPOMs) to all staff; training on early help; engagement with youth violence and intervention team; mental health and self-harm concerns; and, keeping children safe in education 2024 compliance. A number of examples of the successful partnership of working with the local police were outlined; this was a helpful insight into what was happening in the local community to minimise issues. More regular visits with them were also planned. The Principal confirmed that in addition to the annual safeguarding report, he had requested a verbal update at every Corporation meeting.

**Resolved:** To receive the H&S annual report 2023-24; to approve the H&S policy statement; and, to note the safeguarding report.

#### **82/24 Estate's annual report (Agenda item 10, Paper E)**

The report informed the Corporation about the work of the Estates Team in the 2023–24 academic year. Key features and issues included: the Estates team had undertaken significant projects including moves of curriculum between and within College sites; and, expenditure on Estates had increased by £631k from 2022-23 including refurbishment and maintenance approved by the Corporation in February 2024, rises in rates payments and increases in cleaning and security costs. Overall, the Estate continued to operate effectively and relatively efficiently with utility prices now reducing from previous peaks. A further action to be taken by the team was to finalise emissions reporting for 2023-24 by the end of October and support wider College sustainability initiatives.

The Corporation welcomed the comprehensive report acknowledging that as a draft, there were opportunities to review some of the information contained within the report. The team confirmed this was already in hand and welcomed feedback in relation to: Government conversion factors; the use of a low baseline in the section on carbon footprint; and, relatively new guidance from the DfE in relation to the

streamlined energy and carbon reporting framework. Confirmation was received of a broader piece of work being completed around a sustainability road map. The Chair thanked governors for the very helpful suggestions which could be taken into account in the next iteration.

**Resolved:** To receive the Estate's annual report.

#### **83/24 Procurement of Gas Supply for the College (Agenda item 11, Paper F)**

The College's contract for the procurement of Gas would end on 31 March 2025. Due to recent price falls, the estimated annual cost of gas to the College now fell below the annual value requiring Corporation approval. Given the multi-year contract and risk of price volatility, Corporation approval was requested. The report confirmed that future prices were inherently uncertain. Indicatively, the proposed option would be some 7% cheaper than the current £200k forecast cost for 2024-25. The College had undertaken a market review designed to test different options; remain compliant with procurement regulations; and, assuring value for money. The Corporation agreed that the report and accompanying rationale were very clear.

**Resolved:** To approve the recommendation that the College should enter a four-year contract with the proposed gas supplier initially on the basis of a "Flexible" contract.

Mark Poole left the meeting.

### **SECTION B – COLLEGE STRATEGIC DIRECTION:**

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#### **84/24 CEO and Principal's report (Agenda item 12, Paper G)**

The report outlined indicators of progress and impact against each strand of the College's strategic plan to provide assurance that leaders and staff continued to progress against its objectives. Potential areas of concern/for monitoring were highlighted in orange. Indicative 'BRAG' grading of progress was included for clarity and to prompt discussion and challenge. A draft framework of key performance indicators was included to support this evaluation with 2023-24 outturn and targets for 2024-25 proposed for consideration. The format of the Principal's report had been reconfigured to more closely align with 'Putting Skills in Focus 2023- 2026'. Key points to note were: an evaluation of the 2023-24 outturn considered all aspects to have achieved positive impact; expected outcomes for all aspects were also targeted to be positive; the evaluation of the current position indicated all but two measures to be positive; two were identified as requiring further focus (improving business efficiency; and recruitment and retention of a highly skilled workforce); and, KPIs were proposed and modelled for 2023-24 (provisional outturn) and 2024-25 (targets and current position).

The Chair confirmed that the new format of the report was very much welcomed; it now reflected some changes that governors had requested as part of one-to-one discussions held during the summer. In response to a question about any changes needed following the recent Ofsted inspection, the Principal confirmed any reference to outstanding features in 2024-25 would be removed. Other suggestions from governors included: to add a staff satisfaction survey measure; and, consider whether a measure for staff turnover would be helpful. The Principal would also give further thought to whether further measures were required for teaching and learning. Final KPIs to be brought back to the next Corporation meeting for approval (**Action 12 – Principal**). In response to a question about T Level recruitment, the DP CSQ confirmed recruitment had been low; it had not always been possible to run some strands. Once curriculum reviews had been completed, more informed decisions

could be made. The Principal confirmed further thought was needed for next year's curriculum planning; there was a need to give further thought to career pathways and qualifications that would complement those opportunities.

**Resolved:** To receive the CEO/Principal's report; to note the 2023-24 KPI outturn; and, receive draft KPIs for 2024-25.

## **SECTION C – TEACHING AND LEARNING:**

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### **85/24 Quality and Performance (Agenda item 13, Paper H)**

The Deputy Principal, Teaching, Learning and Success (DP TLS) reported on the recent Ofsted visit. The College had set itself a challenging target by self-assessing as outstanding. As a result, inspectors looked for exceptional practice. Some inconsistencies were found in teaching and learning; all their judgements were deemed to be Good. The team had reflected on the findings and were confident any areas that needed further development could be improved. The College's reputation remained strong. Ofsted recognised that there was a culture of excellence within the College. A strong grade 2 was received across all areas and this was against a context that outcomes were exceptional within the FE sector; retention, pass rates and achievement had been strong for a number of years.

The report outlined an overview of activities undertaken at the start of the academic year to ensure ongoing improvements to quality and standards. It also presented a short overview of provisional achievement, progress and attendance data to give Governors an indication of potential outturn. There had been a significant increase in full-time student numbers to date in 2024. While this had led to some pressure in a few areas (especially staffing), this had been managed well overall. Early quality evaluation and improvement activities were underway and showed a largely positive standard of teaching and support. Provisional data on student achievement, progress and attendance for 2023-24 indicated a likely increase in almost all measures from the already exceptional outcomes achieved in 2022-23. The report confirmed further monitoring of quality and standards across the College including through Internal Quality Reviews; lesson visits; and, other quality activities. Final achievement data to be finalised at R14 and an update presented to the next Corporation meeting.

**Resolved:** To note the report on the Ofsted visit and to receive the Quality and Performance report.

Chidiebere Uleme left the meeting.

## **SECTION D – FINANCE:**

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### **86/24 Management Accounts (Agenda item 13, Paper I)**

The report confirmed performance against the revised budget approved by the Corporation in February 2024. The projected EBITDA for 2023-24 was c.£200k higher than the revised budget at £2,327k (6.6%). EBITDA was c.£600k lower than in 2022-23. This was a result of conscious choices to utilise additional funding received through payments to staff, refurbishment, and ICT purchases. The College's cash position at 31<sup>st</sup> July was higher than projected due to a combination of changes in creditor profiles and slippage on capital projects compared to the budget profile. The College's projected ESFA Financial Health rating was expected to remain 'Outstanding' with a score of 250/300 (2022-23 280/300).

**Resolved:** To receive the Period 12 management accounts.

**87/24 Sub-contractor policy (Agenda item 14, Paper J)**

The Corporation was required by the Department for Education (DfE) to approve the Subcontracting policy annually; the College must publish the policy by 31<sup>st</sup> October 2024. The policy incorporated changes due to annually updated ESFA guidance and a substantial enhancement to Section 5 (Strategic Rationale) to provide additional information on the College's curriculum intent and alignment with local, regional and national skills priorities. The College planned to subcontract within the adult skills allocation utilising an online delivery partner to expand access and participation beyond the reach of its own delivery mechanisms in line with accepted rationales within subcontracting guidance.

**Resolved:** To approve the sub-contractor policy; and, agree that the College proceeded to procure a subcontracting partner(s) through a competitive process, to a maximum contract funding value of £500k, with appointment delegated to the Principal & CEO, notified to Corporation at the next available opportunity.

**88/24 Enrolment (Agenda item 15)**

The Deputy Principal Finance and Corporate Affairs (DP FCA) provided a brief update on enrolment numbers. This included: 16-18 – 699 additional students including 111 for A levels. This was a substantial increase against the funding allocation which was 4,301. T Levels – 63 students had enrolled against a funding allocation of 178; there would be an element of claw back. The next set of management accounts would be updated to reflect these changes. Higher Education (HE) – 85 which was lower than planned but in line with budget. Apprenticeships – 360 on programme and the team continued to recruit. The DP CSQ confirmed there was a lot of uncertainty amongst employers (business and construction) ahead of the Government's autumn budget. If January starts were required, the team had everything in place to support this. In summary, the DP FCA confirmed that the overall enrolment situation was very positive particularly where 16-18 students were concerned. This would translate into some in-year growth funding. The current students for 2024-25 would determine income for the next academic year therefore the Corporation could have confidence that the majority of the College's income, subject to policy changes, would be secure.

In response to a question whether the College planned any changes to its policy around moving the grade boundaries for apprenticeship entry requirements, the DP CSQ confirmed that currently, the College's position was for students to have passed their GCSE English and mathematics before progressing to a level 3 qualification. This position would be reviewed.

**Resolved:** To note the report on enrolment for 2024-25.

**SECTION E – COMMITTEES:****89/24 Audit Committee (Agenda item 16)****a. Minutes of last meeting (Paper K.1) including reports for recommendation: Risk Management Policy (Paper K.2); Board assurance framework (Paper K.3); Internal Audit Strategy 2024-25 (Paper K.4)**

The Corporation was informed that the proposed Risk Management Policy had generated some detailed discussion. The Committee had agreed that further scrutiny around the thresholds suggested in the report was required by the Quality of Learning Committee (**Action 13 – Clerk**). The Board Assurance Framework was well received. Some suggestions were recommended which the team had agreed to incorporate. Subject to recommended changes in these two

reports, both would be recommended for the Corporation to adopt. The Internal Audit Strategy 2024-25 was considered in detail. Where a request to prioritise an internal audit of Corporate Governance or Business Continuity was concerned, the Committee agreed that Corporate Governance should be delayed until 2025-26 and Business Continuity to be audited in 2024-25. The report would be recommended for approval by the Corporation.

The Corporation sought assurance about the internal assessment process of risks and the DP FCA confirmed this was undertaken as part of the College's Risk Management Group. Governors also received assurance that although both reports had been subject to close scrutiny and challenge internally and via the Audit Committee, this did not mean the risks would not change between meetings or within the annual cycle.

**Resolved:** The Corporation agreed to adopt the Risk Management Policy and the Board Assurance Framework; and, to approve the Internal Audit Strategy 2024-25.

**90/24 Governance and Search Committee (Agenda item 17)**

The Chair of Corporation confirmed that the first meeting of this Committee would be rescheduled to early November. A number of reports would be considered at the meeting including Committee membership and a proposal for a link governor scheme.

**Resolved:** To note the report on the Governance and Search Committee.

**91/24 Date of next meeting (Agenda item 18)**

Thursday, 12<sup>th</sup> December 2024.

**92/24 Any other business (Agenda item 19)**

**a. Overseas trip 2025 (Paper L)**

The report proposed a student visit to Barcelona in February 2025 for students to experience a variety of activities: understanding of the TV and Film industry /marketing and digital displays; identifying possible career pathways; and, to identify locations for a variety of concepts used within Film/TV. The visit was directly linked to learning outcomes from unit 3 for year 1 students.

The CEO/Principal confirmed that the request for Corporation approval was in line with the College's financial regulations. All due diligence and other internal processes had been followed. One governor offered to provide additional exposure to industry opportunities for that cohort; the CEO/Principal accepted the offer and agreed to follow up.

**Resolved:** To approve the overseas trip to Barcelona in February 2025.