



MINUTES of the Meeting of the Board MEETING
held on Monday 13 December 2023 at 15.45
held at 1 Sutherland Street, Pimlico, London and via remote participation

<p>Members present: Tiffany Hall Amali de Alwis Anna Douglas Tom Fogden Phil Kemp Zarine Kharas Gillian Lancaster Susanna Lawson Myrto Nikolopoulou Imran Razaq Kathryn Skelton Mark Smith Steven Stanley Kevin Walsh Nick Wilcock</p> <p>In attendance: Shachi Blakemore Ben Brodie Sophie Clifton Tina Götschi Chris Payne</p> <p>Louise Jones Jacky Gearey</p>	<p>Chair and External Member External Member External Member External Member External Member External Member External Member External Member Student Governor External Member External Member CEO External Member External Member External Member</p> <p>Engagement Partner, Buzzacott, external auditors for item 2.3 Director, Impetus Foundation Director of Capital Projects (DCP) for items 2.8 and 2.11 Principal for item 2.4 Interim Director of Finance and Data for items 2.3 and 2.9</p> <p>Prospective new governor Clerk</p>
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Quorum 7 Members

Item	Topic	Action
2.0	The meeting opened at 15.47 with and Chair welcoming The Chair welcoming Myrto Nikolopoulou to the Board as the new student governor.	
	Apologies for Absence 1. Margot Hooley – ill There had been no other apologies for absence.	
	Declarations of Interest in agenda items There were no declarations of interest.	
2.0	Ratification of Governor	
	Louise Jones left meeting at 15.50 The Chair advised the Board that Louise Jones, an HR professional with a wealth of experience had been approached by members of the Board Membership committee to join the Board. Louise's appointment if ratified would provide significantly to the Board's skills as HR had been identified by the governors in the Board SAR as one of the key developmental areas. The Board approved the appointment. Resolved that Louise Jones was appointed as governor to the Board.	

	Louise Jones re-joined the meeting at 15.55	
2.1	Minutes of Previous meeting	
	<p>Minutes: (i) Meeting 10 October 2023 The Board approved the minutes of the meeting held on 10 October 2023 as an accurate record.</p> <p>Confidential minutes: (ii) Meeting 10 October 2023 The Board approved the confidential minutes of the meeting held on 10 October 2023 as an accurate record. Resolved that both the minutes and confidential minutes were an accurate record of the meeting 10 October 2023</p>	
2.2	Matters Arising not covered by the agenda	
	<p>Item 1.2 – the following points carried over from the July meeting Item 4.2(i) advise the Board on sustainability decisions made in the design and fit out of the Victoria building and to include Manchester – covered in item 2.15 Item 4.3(ii) provide more details on Salesforce grant use and the short courses - closed Item 4.7(i) provide information on short courses for next meeting - Short courses are all funded by Salesforce at present - closed. Item 4.9(i) provide explanatory notes regarding apprenticeship third party donors – to be circulated by the Dean after the meeting. Closed Item 1.5 The Board asked for more visibility in future of any complaints arising from employers about the Ada apprenticeship service, though not necessarily as a KPI. To be added to next board meeting agenda. All other items had been closed off.</p>	
2.3	Approval and noting of the following documents 2022-2023	
	<p>Due to the number and size of documents in the board pack, the Chair asked that all papers be taken as read assuring that all governance had been carried out by the committees, but questions were encouraged on any of the documents presented before approval was sought. For information Shachi Blakemore the Engagement Partner at Buzzacott, the external auditors was to join the meeting to go through the Post Audit Report and Financial Statements</p> <p>Audit Committee's Annual Report The report summarised the work undertaken by the audit committee for the last academic year ensuring that there was an adequate program of assurance in place with respect to financial controls and reporting. The following reviews were carried out in 2022-2023:</p> <ul style="list-style-type: none"> • Core Financial Controls - of note were the following: <ul style="list-style-type: none"> ○ Annual physical verification of Fixed Assets to be introduced. ○ Fixed Asset Register to be maintained. ○ Financial Regulations are subject to review on a bi-annual basis. This has since been actioned. • Student Records (Apprenticeship On-boarding) - six recommendations were made, and the findings were less systematic. For reassurance the autumn cohort had 100% compliance. • Information Governance - a number of recommendations were made covering compliance. • Follow-up Review – this was to verify the reported status of ten items marked as completed within the Output Tracker. Now all actioned. <p>The report also included:</p> <ul style="list-style-type: none"> • Comments from the external auditors relating to the Post Audit Report and Financial Statements 2022-23 • Risk Management including the policy and risk register • Fraud and whistleblowing reports 	

The Chair asked the Chair of Audit for her comments who additionally added that the risk framework for the risk register had evolved well and there had been good debate and challenge at all meetings. This Board **approved** the Audit Committee's Annual Report.

Shachi Blakemore joined the meeting at 16.00

Post Audit Management Report (PAR)

Shachi Blakemore went through the PAR advising of the nine recommendations rated according to prioritisation noting the high-level ones. The auditors provided an unqualified audit opinion on both the financial statements audit and regularity assurance. They were clean with only minor adjustments to be made now regarding the Financial Statements and that the going concern with material uncertainty assessment was still appropriate. The Board discussed the material uncertainties which mainly covered the learner numbers and fundraising. The FD confirmed the adjustment within the Financial Statements needed to be checked with Buzzacott on Monday 18 December after which they would be ready for signature. For reassurance both the Audit and Finance & Resources (F&R) committees had reviewed the documents in detail and Buzzacott confirmed that the overall numbers had not changed. There was discussion around the going concern and the slightly revised statement had been approved. As the updated Financial Statements had been sent out late to the Board, the FD suggested a Q&A session for 19 December be arranged, to allow those board members not on the Audit and F&R committees (who had already seen these documents), to ask any questions they may have. Reference was made to the DfE support grant of £225k which has been agreed i.e. if the College dips below 30 days. Board asked about the additional statement on going concern which will be added once DfE confirms this. FD confirmed that the budget reforecasting had been considered and from December 2024, cash reserves will hopefully be built up through apprenticeship income.

The following points were highlighted:

1. The work undertaken by Validera, the internal auditors, was considered as part of the audit and their work sampled to provide reassurance.
2. Regulatory assurance work – there were now additional rules due to ONS reclassification and no issues were raised.
3. An observation from the external auditors regarding the two legal entities concerning a number of adjustments that have had to be made due to funding agreement wording i.e. that income has been recognised in the inappropriate entity due to a lack of clarity when funding agreements are drawn up. FD confirmed that this was now being addressed.
4. Service Level Agreement with NCDS Ltd – this needs to be reviewed, updated and finalised to clarify the relationship between the two entities as the College is now well established. FD confirmed that this will be addressed before the next board meetings for both the College and NCDS Ltd in December.
5. Contingent liability – internal audit work undertaken in recent years highlighted weaknesses with regard to student data which in turn, resulted in a contingent liability being disclosed by the College. Whilst this has improved, these historical issues may potentially remain unremedied and there could be a potential clawback if there was a funding audit.

The Board **approved** the Post Audit Report 2022-23.

Annual Financial Statements 2022-23

The Board noted the key highlights: deficit of £483,970 (£152,314 before depreciation charge) which was slightly better than the original budget. Reserves of £766,486 and cash at year end £1,165,688. There were no further questions on the accounts as this had been discussed above.

The Board **approved** the Annual Financial Statements 2022-23 and for them to be signed once the finalised statements had been received from Buzzacott.

Regularity Self-Assessment

The auditors confirmed that processes were in place to ensure regularity, propriety and compliance within the College and that in all material respects the expenditure disbursed and income received during the year to 31 July 2023 were correct and there were no comments. The Regularity Self-assessment Report was **approved** by the Board.

Shachi Blakemore left the meeting at 16.29

Letter of Representation

This is a standard document and asks the Members of the Board to confirm to the external auditors, specific matters relating to the audit of the financial statements in line with International Standards on Auditing. The Board **approved** the Letter of Representation and for it to be signed with the accounts once the finalised Financial Statements had been received from Buzzacott.

Annual Fraud Assessment Report

In accordance with the Post-16 Audit Code of Practice the aim of this assessment is to provide a framework for the College to consider and to document a fraud assessment. The FD advised that the report confirms that there have been two incidences of fraudulent activity in the period from 1 August 2022 to date relating to transactions, within a similar timeframe, by a third-party using Ada charge and debit card details. This has been recorded in the fraud log and investigated internally. The values were for well under £10,000 and all funds were refunded by the bank. A Fraud Policy was in place and communicated to all staff.

The Annual Fraud Assessment Report was **approved** by the Board.

Risk Management Policy

The College's risk management policy was in place and subject to annual review. There were no updates. The policy was re-**approved** by the Board.

Annual Health & Safety Report

The report summarises the work carried out during the academic year to meet health and safety requirements. The Board **approved** the report.

Health & Safety Policy and Health & Safety Policy Statement

This policy was updated in October 2023. The Health and Safety Policy Statement sets out how the College manages health and safety within the workplace. Both the policy and Statement were **approved** by the Board subject to this amendment.

Policies: The following policies were presented for approval. All had been through their respective committees and covered key changes to comply with changes to the legislation captured on the front sheet of each policy which now followed the standardised template from Andrew Collins LLP.

- (a) Prevention of Sexual Misconduct
- (b) Environmental Sustainability
- (c) Whistleblowing
- (d) Anti-Bribery
- (e) Fraud

Standing Orders

There had been the addition of two clauses 11 and 12 covering Seeking Professional Advice and Indemnity Liability.

The Board **approved** the policies listed above and the amended Standing Orders

Board Membership (BM) Committee Terms of Reference – the Board **approved** the BM Committee Terms of Reference

	<p>Annual Report on the College Seal for 2022-23 The College Seal had not been used in the academic year 22-23. The Board noted the report.</p> <p>Resolved that the following documents for 2022-23 were received and approved by the Board subject to any caveats stipulated in the above:</p> <ul style="list-style-type: none"> (i) Audit Committee's Annual Report (ii) Post Audit Management Report (iii) Regularity Self-Assessment (iv) Letter of Representation (v) Annual Fraud Assessment Report (vi) Annual Financial Statements 2022-23 (vii) Risk Management Policy (viii) Annual Health & Safety Report (ix) Health & Safety Policy & Statement (x) Board Membership Committee Terms of Reference (xi) Policies – Prevention of Sexual Misconduct; Environmental Sustainability; Whistleblowing; Anti-Bribery and Fra (xii) Standing Orders <p>Resolved that the following were received and noted by the Board</p> <ul style="list-style-type: none"> (xiii) Annual Report on the College Seal for 2022-2023 	
2.4	<p>Chief Executive's Overview</p>	
	<p>The CEO present a new format to the report which included two new learner stories to highlight examples of learner progress, progression and recognition and a new summary format to better provide visibility and clarity on progress towards the College's mission and strategy. Finally the intention is to add the in-year KPIs so that they can be easily cross-referenced with the strategy summary. Consequently items 2.10, 2.12 and 2.13 were covered in this overview.</p> <p>Sixth Form Progression – 46% students have submitted UCAS applications with currently 150 offers Industry involvement - with Alix Partners, Salesforce and GateOne consulting. Quality of TLA – running collaborative pedagogy CPD sessions and all teachers have targets on Access HR, the HR system. Recruitment – currently meeting recruitment targets for Sept 2024 Behaviour and Attitudes (including Attendance) – attendance meeting targets, however safeguarding continues to be challenging.</p> <p>Apprenticeships Restructuring of team into four new cross regional teams has been successful. There is a total of 108 apprentices for this autumn and the College has delivered 45 courses and events for apprentices this year. Of note PwC has produced an excellent video showcasing Ada apprentices from the Oct 2022 intake. Manchester based staff are preparing for the building move in January. The College has been selected again as the charity partner for the Northern Tech Awards (April 2024). Greater Manchester IoT continues to develop in the region, and recently enabled Ada to take part in an LSIF funding bid, securing £36k funding for new learner equipment event) offering an opportunity for profile and fundraising.</p> <p>External Relations Ada Lovelace Day was a very successful event with over 200 attendees. The panel in particular received very positive feedback. As a result, the College has further engagement from one of the attendees. Industry partner engagement has ramped up across the College including coaching, guest lecturing, and support with students'</p>	

	<p>presentation skills, as well as the Industry Project with Salesforce. Finally recruitment for the Business Leaders' Council (corporate fundraising group) has begun.</p> <p>People Management New employment contracts have been finalised. All HR policies updated and published by 21 December following an 8-month rolling review process. The London relocation and increased travel costs and firmer patterns of working expectations have led to a small increase in staff turnover in recent months.</p> <p>'Evolving to Ada 2.0' - Performance against Strategy with an update to include in-year KPI performance The new format showed the changes for the performance against pillars with a current status summary commentary and a directional trend analysis. Of note were the following:</p> <p>Quality of Education</p> <ul style="list-style-type: none"> • QARs >85% for both programmes in 24/25 - Sixth form QARs dropped from 88% in 21/22 to 81% in 22/23, though this is significantly impacted by the return to pre-pandemic grading systems. QAR estimate for 23/24 is currently 85% but improvement forecast for 24/25 due to focussed action to improve the quality of TLA. Apprenticeship QARs improved significantly from 68% in 21/22 (artificially low due to L4 to L6 conversions that did not complete EPA) to 78% in 22/23. Further improvement >80% forecast for 23/24. • Operating at consistently outstanding level based on external review - Improved line management and quality improvement processes mean leadership has a better understanding of areas for development across all teachers. However, lack of capacity and focus is hampering the improvement of teaching, learning and assessment at present compounded by well identified lack of competitiveness on salaries versus schools, universities and private training providers. <p>Learner Volume Growth</p> <ul style="list-style-type: none"> • 250 sixth former students on roll - 23/24 enrolment is significantly below target of 97 (65% of target). However, forecast volumes based on the first three months of the recruitment campaign are solid and focused on enrolling a cohort of 100+ for October '24 census return to ESFA. • 600 higher level apprentices on roll across London & Manchester – currently 363 on roll and with 23/24 enrolment forecast expected to be 75% of target. Of note the flatlining economy, especially the tech sector, is inhibiting early careers hiring. • 75% of Ada recruited apprentices are from diversity outreach programmes - 1000+ learners will complete Ada's short course by Spring 2024. Talent pool has grown significantly as has partnership working. However, the College is making little progress convincing large employer partners, to work on diversity recruitment plus the College would struggle to manage this, if they did, due to team capacity constraints. <p>People Formalised Teacher Training & Development programme launched.</p> <p>The Chair thanked the CEO and ELT for all their hard work and the update, with the Board providing very positive feedback on the new format.</p> <p>Resolved that the Chief Executive's Overview Report including update on People Management and the 'Evolving to 2.0' strategy was received and noted by the Board</p>	
2.5	Student Governor's Report	
	The new student governor highlighted the following points:	

	<ol style="list-style-type: none"> 1. There were a reduced number of waste bins – the CEO said that this was a deliberate decision to reduce waste and encourage recycling. Chair suggested that this be communicated to the students. 2. Premises issues covering heating and lifts – noted by the Principal. 3. Some faulty equipment used in exams – Principal asked that going forward there was immediate feedback on these issues so that they can be resolved at the time. 4. Ada grants to learners for travel costs – Board wanted to know how many learners were affected. FD confirmed that there were two bursary funds (DfE and Sir Simon Milton) to facilitate this, but Principal said some of the delay was due to administration as this was a very lengthy process 5. Provision of additional clubs and activities – to be raised with the CEO as much will depend on utilisation of the sports hall and the available staff to cover this. <p>The Board thanked the Student Governor for this comprehensive update.</p> <p>Resolved that the Student Governor's report was received and noted by the Board</p>	
2.6	<p>College Annual Self-Assessment Report (SAR) 2022-2023</p>	
	<p>The Chair said that this was a really good read which the Board endorsed. The CEO wanted to thank formally the Education committee who had rigorously scrutinised the document and for all their work, expertise and advice in supporting the team. Gradings were as presented with the exception of Curriculum Intent, Behaviours and Attitudes and Personal Development which were graded Outstanding. all other areas were graded Good, giving an Overall Effectiveness – Good. Headline strengths noted as:</p> <ul style="list-style-type: none"> • Almost all students achieve their full potential with high QAR achievement for 16-19 students & high and improving Apprenticeship EPA completion rates, both above national averages, especially for those from lower socio-economic and ethnic minority backgrounds reflected in positive and high destination data for alumni & high grades. • Industry engagement with learners & the curriculum remains exceptionally high. Sixth Form and Apprenticeship curricula are informed by regular industry review and consultation. Industry engagement in the classroom is of a consistently high standard based on learner feedback • Student Achievement in Computer Science BTEC, making up over 60% of each 16-19 student's curriculum is very high • Learners are ambitious in their goals to achieve aspirational roles in the tech sector and a very high proportion go on to achieve their goals. • Student and apprentice attendance is greater than 92% significantly exceeding regional and national benchmarks <p>The Chair asked if the SAR should also measure how many sixth form students go on to Ada apprenticeships. The CEO agreed. There were no further questions or comments and there were none.</p> <p>The Board approved the College Annual Self-Assessment Report 2022-2023.</p> <p>The Chair thanked the Education Chair, the committee members, CEO and staff for their hard work on this comprehensive report.</p> <p>Resolved that the College Annual Self-Assessment Report 2022-2023 was received and approved by the Board with no material change to the content.</p>	
2.7	<p>Safeguarding and Prevent Update</p>	
	<p>Safeguarding Policy</p> <p>The CEO confirmed the policy had been amended in accordance with the latest Keeping Children Safe in Education (KCSIE) 2023 and Ofsted Education Inspection Framework (2022). The safeguarding link governor confirmed that the language was</p>	

	<p>clearer, and it was a very good policy which had been recommended to the Board for approval by the Education committee. The Board approved the policy.</p> <p>The report was taken as read and the CEO briefed the Board on the latest safeguarding updates explaining that this had been covered in detail at the recent Education committee and that there were no major issues to bring to the meeting.</p> <p>Resolved that:</p> <p>(i) Safeguarding Policy was received and approved by the Board (ii) the Safeguarding and Prevent update was received by the Board</p>	
2.10	Organisational Targets & KPIs 2023/2024 – this was covered in CEO's overview item 2.4	
2.11	Strategic Level Risk Register	
	<p>There have been no new risks added since the last Board meeting and no risks that have been closed. Of 23 strategic risks, two risks have moved in a positive direction, two in a negative direction and the remainder have not changed. The Board discussed the sufficiency of mitigation for the risks/KPIs and how to make a judgement on this with the Chair and CEO to discuss this offline It was agreed by the Board that only the top risks need to be presented going forward plus any of those risks that had moved downwards at Board meetings.</p> <p>Resolved that:</p> <p>(i) Strategic Level Risk Register was received and noted by the Board (ii) Chair and CEO to discuss offline the sufficiency of mitigations on the register (iii) Only top level strategic risks and those of a downward trend to be presented at Board meetings going forward</p>	
2.12	People Management – this was covered in CEO's overview item 2.4	
2.13	Evolving Ada 2.0 Strategy – this was covered in CEO's overview item 2.4	
2.14	Board Self-Assessment 2022-23 (to include External Board Review)	
	<p>The KPI for the effectiveness of the Governing Body is measured through the annual board performance self-assessment, which all governors were asked to complete over the summer break. A target of 80% was set for governor satisfaction with the effectiveness of the Board, satisfaction was recorded as 2.48 (83%). The overall score, however, would be more significantly influenced by the inclusion of the responsibility for environmental sustainability which governors were still far from satisfied that they had discharged at 0.92 (31%). This was now being addressed. The Chair said that this had been discussed at length at the Board Membership committee and made for interesting reading. Comments were noted.</p> <p>The Chair advised the Board of the requirement for an External Board Review, the aim is to develop mature governance. The DfE have said that all external board reviews have to take place, with the report published on the website by July 2024 at the latest. There are no exceptions. The terms of reference were presented for the Board's consideration which had already been reviewed and recommended for approval by the Board Membership committee at their meeting in October. The Financial Regulations mandate that two quotes needed to be provided if under £10k. Currently the College was waiting for one final provider, but this was not expected to be received until January. The Board was therefore asked to approve the terms of reference as presented subject to any minor changes and for the delegated authority to the Board Membership committee members to interview and choose the provider to comply with the deadline, noting that any provider would want to attend the March board meeting. The Board so approved</p> <p>Resolved that:</p>	

	<p>(i) the Report on the Annual Board Self-assessment 22-23 was received and noted by the Board</p> <p>(ii) The Terms of Reference for the External Board Review were received and approved by the Board</p> <p>(iii) The Board delegated the authority to the Board Membership Committee members to interview and choose the provider to comply with the deadline</p>	
2.15	<p>Environmental Sustainability</p> <p>Given both buildings are new, this year is crucial for baselining key environmental metrics for the first time and for setting goals to improve on these, year on year. The report presented summarised the steps taken so far (covering energy, water, furniture and fittings, waste and e-Waste(reused IT equipment)), and the development of sustainability strategies. The new Head of Premises will be responsible for this area and will set out sustainability goals in Ada's estates strategy, to be developed in 2024.</p> <p>The Board asked if an approach to an external professional advisor to provide an ESG audit had been considered i.e. to look at current state analysis and what level the College was at. CEO said that this would be a useful exercise in the summer once the new Head of Premises is established and both college campuses have settled down. The Board felt that setting milestones would be useful and also to get the learners involved. The CEO recognised this and said that this would be addresses.</p> <p>Resolved that the Report on Environmental Sustainability was received and noted by the Board</p>	
2.16	<p>Committee Chairs' Feedback</p> <p>The Chairs of the following committees provided brief feedback on their respective meetings:</p> <p>(i) Education committee – 10 October and 27 November - the major items had been fully discussed under items 2.5 and 2.7 together with referencing CIP, T-Levels and the increased workload on staff re safeguarding.</p> <p>(ii) Finance & Resources – 23 November– the main items were covered under item 2.3. 2.7, 2.8, and 2.9.</p> <p>(iii) Audit committee - 29 November – the audit report and associated documents had already been all covered under item 2.3. Follow up on the financial control and learner numbers were positive and the follow up action on the student records (apprenticeship on-boarding) were being resolved.</p> <p>The Chair asked if there were any questions on the above that had not been addressed in the previous agenda items and there were none.</p> <p>Resolved that the following Committee Chairs' Feedback were received and noted by the Board:</p> <p>(i) Education</p> <p>(ii) Finance & Resources</p> <p>(iii) Audit</p>	
2.17	<p>Any Other Business</p> <p>The Board all wanted to thank Sophie Clifton for all her hard work. The Chair then thanked all the Board members for their energy, support and contribution over the year which the CEO endorsed.</p> <p>There was no other business.</p>	
2.18	<p>Date of Next meeting:</p> <p>1. 21 March 2024 at 12.45 in Manchester with launch event for the Manchester campus in the evening.</p>	
	<p>Close of meeting</p>	
	<p>Meeting closed at 18.27.</p>	