<table>
<tr><td>ada
National College for Digital Skills</td><td>**BOARD MEETING**
held Monday 24 May 2021 at 15.45

via remote participation</td></tr>
</table>

MINUTES of the Meeting of the Board MEETING **held on Monday 24 May 2021 at 15.45**

Members present:

Tiffany Hall	Chair and External Member
Kymberlie Andrew	External Member
Anna Douglas	External Member
Tom Fogden	External Member
Lisa Kattenhorn	External Member
Zarine Kharas	External Member
Phil Kemp	External Member
Gillian Lancaster	External Member
Chris Payne	External Member
Imran Razzaq	External Member
Mark Smith	CEO
Kevin Walsh	External Member

In attendance

Tina Götschi	Principal for items 4.3 and 4.4
Geoff Stevenson	Regional Apprenticeship Manager for item 4.7
Joy Watkins	Director of Finance and Operations for item 4.8
Jacky Gearey	Clerk

Quorum 7 Members

Item	Topic	Action
	Apologies for Absence	

	Apologies had been received from:
	   1. Kathryn Skelton
	   2. Joanna Smith
	   3. Nick Wilcock	

	Declarations of Interest in agenda items	
	There were no declarations of interest	
4.0	The Chair opened the meeting at 15.46 Before going onto the agenda the Board was asked to ratify one new member Kathryn Skelton whose CV and skills set had been circulated. **Resolved that Kathryn Skelton was formally appointed to the Board.**	
4.1	**Minutes of Previous meeting**	
	Minutes: (i) Meeting 30 March 2021 The Board approved the minutes of the meeting held on 30 March 2021 as an accurate record. **Confidential minutes:** (ii) Meeting 30 March 2021 (iii) Meeting 30 March 2021 (SPH remuneration)	

	The Board approved both sets of confidential minutes of the meetings held on 30 March 2021 as an accurate record, **Resolved that the Board approved:** **(i) the minutes as an accurate record of the meeting held 30 March 2021** **(ii) the confidential minutes as an accurate record of the meeting held 30 March 2021**	
4.2	**Matters Arising not covered by the agenda**	
	Item 1.4: the apprenticeship benchmark data to be sent to the Board when received – full achievement rates cannot be provided due to Covid - updates had now been sent via email - closed **Item 1.9:** provide to the Board and Education committee a plan on teacher training and professional development and the use of resources which marries up with the business plan - CEO provided an update on this and the conversation with Portsmouth University. A full discussion is to take place at the Education committee in the next academic year - closed **Item 3.8:** Leadership to pursue the preferred site option for the College's long-term London home – covered under 4.10. There were no other matters arising. Kymberlie Andrew arrived at 15.53	
4.3	**Chief Executive's Overview**	
	The CEO briefed the Board that the Executive Leadership Team (ELT) have been working on the strategy for the next 3 years. Further work is needed, in line with this strategy work and business planning, to refine the budget and clarity is needed from the DfE on whether lease and project management costs can be included in the proposed Victoria site capital project funding. A full briefing will be provided for the next Board meeting. **Apprenticeships** Apprenticeship volumes for Autumn 2021 are healthy and it will be the largest cohort equating to circa 40% growth from the Autumn 2019 cohort of 96. In addition the College is reviewing the operating model in light of lessons learnt from the pandemic to include considering timetabling options for sixth formers and investigating a blended learning model for the apprenticeship programmes. Latest Launchpad feedback was very strong with good base line content and the introduction of two new "e-products" i.e. Onefile and FreshDesk. Onefile is a new e-portfolio platform for holding key information on each apprentice and their learning journey, whilst FreshDesk is platform used as a single point for apprentices to go to for any queries providing a clear audit trail for the College. Additionally the number of apprentices has grown for the Manchester site and the team will now have to grow to support this. Covered under 4.9. **Sixth Form** The Principal provided her update covering year end assessments, the drive on improved attendance and that all students have received university offers and one student has gone onto the Ada apprenticeship programme. Additionally whilst the accepted offers remain lower than hoped for, the team is working hard to address this and it has been a very unusual recruitment cycle due to the pandemic and the restrictions on careers fairs, reduced events and visiting schools. The Apprenticeship and sixth form teams continue to focus on the basics of delivering consistently high-quality teaching, learning and assessment with a greater focus on quality assurance across both parts of the College. The Chair and CEO are very keen to increase direct Board Member engagement with teachers and learners either in-person or remotely and the Board have been advised accordingly regarding events.	

	The funding raising target for the year has been exceeded and prospects for 21/22 are already looking strong.	
	The Board asked about the short course provision and the age of the learners for this. The Dean explained what was being proposed and said it was for post 18 year. The Board also asked about the low numbers going from the sixth form into the apprenticeship programme and the Principal and Dean both confirmed that the low number is due to the differing end dates and the timing of the employers recruitment processes.	
	Resolved that the CEO's overview was received and noted by the Board	
4.4	**Safeguarding and Prevent Update**	
	Before asking for the Principal and Dean to provide updates, the CEO reaffirmed that the SCR was fully up to date.	
	Sixth form	
	The Principal advised of a safeguarding incident which had been satisfactorily resolved with the Chair kept briefed and with the safeguarding governor present through the process and who provided further assurance that this was undertaken according to best practice.	
	Overall, there has been a reduction in the total number of students requiring support from the safeguarding team. Many referrals during lockdown were in relation to lack of engagement, missing work and missing lessons. These engagement issues have reduced significantly, and staff have been successfully able to re-engage students within their lessons.	
	Out of the incidents that have been reported in this period over 50% have been around social/ emotional mental health concerns and the sixth form team has looked to maximise the reach of the counselling service. Teams will also drive mental health awareness and mindfulness sessions in mental health awareness week. Safeguarding audit taking place across both sixth form and apprentices (as there is one apprentice who is under 18) and is very comprehensive.	
	Apprentices	
	One apprentice has been signed off from work for 8 weeks due to a mental health issue, regular contact is being maintained with the employer and support is being provided to the apprentice.	
	Prevent – there were no concerns	
	Resolved that the Safeguarding and Prevent update was received and noted by the Board	
	Gillian Lancaster arrived at 16.20	
4.6	**Organisational Targets & KPIs**	
	The report on the performance from 1st September 2020 to 14th May 2021 against the top 10 organisational RAG rated key performance indicators was presented and discussed.	
	Red	
	Sixth Form applications - confirmed offer targets are currently lower however it is anticipated that there will be more interest around results day which should increase the number of accepted offers.	
	The number of female applicants has increased to 28% which whilst short of the 35% target does represent a significant increase on the 22% enrolled last year.	
	Amber	

	Sixth Form attendance is at 91% just below the 92% target and is partly due to a few students who are struggling to return to face to face learning due to complex medical needs. When asked for more details by the Board the CEO explained that much of this was outside of the College's control, albeit they were providing support and in constant contact with parents and carers.	
	The percentage of female apprentices with the Spring cohort now enrolled is 34% and cannot change and is off target by 1%. Board asked what was the disconnect with females not applying for computer science? CEO explained that females usually had more offers and would pick the more prestigious ones, additionally many females felt that going against the trend was more challenging especially in apprenticeships. Additionally this attitude can be reinforced in some schools where the subject is less attractive however the CEO believes destination data will be of use in persuading females into this area. The Chair thanked the CEO for the report and appreciated that this has been and was still a systemic problem.	
	Resolved that Organisational Targets & KPIs were received and noted by the Board	
4.7	**Strategic Level Risk Register**	
	The current version of the strategic risk register was presented for noting and includes the highest rated risks currently on the register, all other additional risks are monitored by ELT. The overall risk rating of some of these risks remains the same despite mitigating actions. Including: • not achieving year on year volume targets; and • not finding and securing suitable permanent premises in London Both of these risks will be reviewed and updated by ELT in light of recent discussions and correspondence with DfE about the future capital project (covered in item 4.10 of the meeting agenda). This will be updated for the audit meeting in June. **Resolved that the revised Strategic Level Risk Register was received and noted by the Board**	
4.8	**Policy documents for approval**	
	(i) Extended Leave Policy The CEO explained the rationale for this policy which was a framework for extended periods of leave with a section for remunerated sabbatical requests for 10 years or on an exceptional basis. It was seen as a forward thinking policy and was not the norm within the sector. The Chair explained that this was extensively discussed at the Remuneration committee before coming to the Board. The Board asked for clarity around applying for extended leave after completing the probationary period and that this needs to be after a longer period and 24 months was agreed from the end of a probation period. Further to the remunerated sabbatical element if the policy, the Board discussed this and agreed that it would be in recognition of service to the College and agreed a minimum time of 10 years' service but could be considered for less time under exceptional circumstances. The Board agreed the policy. (ii) EDI Policy This new policy was for staff, the Board said it was good to see a succinct policy but would like to see some reference to how this benefits students in terms of culture and values. CEO said that this would be added and reassured the Board that the curriculum was constantly under review to ensure inclusion. The Board agreed the policy. **Resolved that the Board received and approved the following:** **(i) Extended Leave Policy subject to the changes above** **(ii) EDI Policy subject to the comment above**	

4.9	**Manchester Pilot Update to include IoT**	

	Institute of Technology
	The CEO first explained the IoT programme and where it sits in the National Colleges programme. Involvement supports regional positioning and awareness and the College has been encouraged to be involved by the GM LEP and GMCA, additionally it also provides a wider set of partnerships to direct leaners towards Ada's specialist provision. The IoT will be a new legal entity and as a member, the College will be involved in a new governance commitment. It will involve the CEO and RM and not the Board and a Heads of Terms would be generated. The CEO explained that the Heads of Terms would set out a summary of the intended terms of a commercial transaction but that it was not legally binding. He reassured the Board that it was to show the intent to complete the transaction and can act as a starting point for further negotiations between parties. The CEO asked for authority to sign this off as the Stage 2 submission deadline was 16 June and before the next Board Meeting.
	The Chair said that the Board needed to be comfortable to either agree to this or agree a delegated decision making process to confirm Ada's involvement and asked that herself, CP and ZK be part of this sign off. Board wanted clarification on this and to be provided with the reassurance that there would not be any brand tarnishing by being involved in this. Board did feel that this is a way to embed the College in the northwest as well as the financial benefit to fit out Blossom Street.
	Board asked how the joint venture will work with the CEO explaining about the IoT licence agreement which would be issued by DfE. The Chair asked that this be circulated to the Board for information and delegated to the Finance & Resources committee in June for action. The CEO agreed to send the Heads of Terms to TH, ZK and CP asap.
	
	The Regional Manager joined the meeting at 17.00 and briefed the Board as follows:
	
	• A commitment from Capita to train 30 apprentices in Manchester (residential model) starting October 2021, easing pressure on London capacity and providing stability and assurance for Manchester. Open University site validation is on track, with validation expected mid-July.
	• A further week of Manchester delivery is booked with the Prince's Trust for early July.
	• Early stage investigations continue on the Blossom Street building (possible longer-term home) based on occupation around spring 2023.
	• The IoT bid that Ada has joined is through to stage 2 as mentioned above. If successful there is a share of circa £13m of capital grant funding split across the partners and the College would be requesting an amount likely between £500k and £1m from this that would be used to refurbish the Blossom Street building.
	• Funding has been awarded already to carry out initial work to RIBA Stage 1 plan of work as a requirement of the tender process.
	
	The CEO said that recruitment of new hires was already taking place and the Chair asked the RM to send the job vacancies to the Board so that these can be sent out to their contacts within the industry.
	
	The Chair thanked the RM for his update and the great progress made so far.
	The RM then left the meeting at 17.15.
	
	Resolved that:
	    (i) **the Manchester Pilot Update was received and noted by the Board**
	    (ii) **IoT Heads of Terms to be sent to TH, CP and ZK for review**
	    (iii) **Board delegated authority to this group to sign off the Heads of Terms**
	    (iv) **RM to send the job vacancies to the Board**	

4.12	**Approval of the following policies**	
	Terms of Reference	

Terms of Reference
 (i) Remuneration Terms of Reference
 (ii) Board Membership Terms of Reference
 (iii) Education Terms of Reference
The Clerk advised that as these had now been approved by the Board that all committees' terms of reference would now be put on the website. (Audit and F&R were approved at the previous Board meeting.)
The Board approved the terms of reference for the committees presented.

INSTRUMENT & ARTICLES
A change to Article 7 to allow the Remuneration committee to determine the SPH salaries to now read:
Remuneration Committee 7.—(1) The Corporation shall establish a committee, to be known as the "remuneration committee", to ~~advise on~~
(a) **determine** the remuneration of the Chief Executive and Clerk and such other persons or categories of persons as the Corporation may approve from time to time; and
(b) **advise on** such other matters relating to membership and appointments as the Corporation may ask it to. (2) The Corporation may make rules specifying the way in which the remuneration committee is to be conducted.
The Board approved the change to Article 7 of the Articles of Government

STANDING ORDERS
Amendments to standing orders were highlighted in the document presented and included:
 1. changes to length of term of office for staff and student members
 2. definition of the Senor Post Holders (SPH)
 3. delegated authority to Remuneration committee to determine the pay and conditions of SPH
 4. the inclusion of the new Finance & Resources committee
 5. reference to the change in I&As above
 6. minor textural changes to titles throughout the document
 7. Appendix I – changes to non-board members attending Board and Committee meetings
The Board approved the changes to the Standing Orders.

SCHEME OF DELEGATION
The Clerk explained that a scheme of delegation is the key document defining which functions have been delegated and to whom. It is a systematic way of ensuring members, committees, executive leadership and the CEO are clear about who has responsibility for making which decisions in the College. In addition it has a list of policies/codes and who is responsible for them. A Board member raised a couple of questions on the policies to be approved and the Clerk said that this would be reconfirmed with the CEO and re-submitted for approval at the July board meeting.

CODE OF GOVERNANCE
The Clerk advised that it was an ESFA requirement to adopt a governance code. The BM committee had recently reviewed the three codes (Charities Governance code, UK Corporation Code and Code of Governance for English Colleges) and recommended that the Charity Governance Code be adopted. A full explanation of the codes was provided. The Board approved the adoption of this code.

Resolved that the following were received and approved by the Board:
 (i)   **Terms of Reference for Remuneration, Board membership and Education committees**
 (ii) **Instrument and Articles**

	(iii) **Standing Orders** (iv) **Charities Code of Governance**	
4.13	**Committee Feedback/minutes**	
	(i) Board Membership - 6 May 2021 – the Board Chair advised of the continued approach to recruiting a new Board member. (ii) Education – 17 May 21 – The Education Chair advised that much had already been discussed under items 4.3 and 4.4 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. **Resolved that Committee Feedback/minutes were received and noted by the Board**	
4.14	**Virtual Governance**	

	The Chair advised the Board that this subject had been brought up at the BM committee early in May and that the Clerk had provided the report attached which explained that using a mixed mode of governing (online and in person) may be useful to enable working governors to attend more meetings that they cannot attend in person due to distance (several members of the board are located in the north of England) and work schedules.
	
	Therefore based on a perception that face to face governing meetings can be better at achieving a stronger governing performance, and at the same time recognising the usefulness of virtual meetings, there is a case for utilising 'blended methods' going forward i.e. using a mix of meeting formats – committees using more virtual meetings and maybe a mix of virtual meetings and face to face to face meetings for the Board. Moreover the Chair said that it was important that as a digital college the Board should be proficient at working virtually but that interaction with the College and the students was also essential. It was decided that the committee chairs should have the autonomy to decide how their committees should operate and that going forward hybrid meetings would most likely be the result.
	
	It was decided that the July Board meeting would be face to face and take place at Broad Lane.
	
	Resolved that:
	    (i) the Report on virtual governance was received by the Board
	    (ii) July board meeting to be held at Broad Lane assuming there were no changes to the government guidelines**	

4.15	**Forward Agenda items**	
	There were no items.	
4.16	**Any Other Business**	
	The Chair again thanked everyone for all their work during such challenging times. There was no other business.	
	Date of Next meeting	
	• 5 July 2021 at 15.45 at Broad Lane	
	Close of meeting	
	Meeting closed at 18.10	
	MINUTES of the meeting held on **Monday 24 May 2021** were agreed and accepted as a true and accurate record and signed by the Chair …………………………....…………….. on …………………………………………	