**National College of Digital Skills**

**Minutes of Shadow Trustee Board 7**

Tuesday 9th August 2016; 5.30pm

**Attendees:** Tom Ilube, Steve Davies, Kevin Walsh, Rachel Jackson, Nick Wilcock, Chris Payne, Mark Smith, Tom Fogden, Joysy John, Jayshree Shah

**Observing:** Debbie Jackson (GLA), Nathan Lucas (Eversheds)

**Dialing-in / Skype:** Rod Aldridge

**Minutes:** Ana Herrera

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| Item | Contents | Action/Responsible |
| **Incorporation and Governance** | 1. **Formal procedures needed to form a new FE Corporation (objectives of each charity / instruments and articles)**
2. **Appointment of new Chair and Vice-Chair**
3. **Nomination of new trustees**
4. **Role of the new Clerk - Gill Winward**
5. **Executive v. Corporation sign-off process**
6. **Review of minutes from the last meeting**
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| 1. Formal procedures needed to form a new FE Corporation (objectives of each charity / instruments and articles) MS: yesterday we were created as a new statutory corporation, but we do not have a number. We are not registered with companies’ house or charities, but we are registered. NCDS ltd, subsidiary relationship to new corporation. Letters handed out to resign from NCDS ltd, they will all be members of the Corporation. There will be and SLA between the 2 entities.SD: what is the difference between the Ltd co and the new FE corporationNL: FE corporation has additional rights to receive funding for educational purposes.SD: do we have any liability? It would be helpful to understand the liability and how that is covered by InsuranceMS: we have insurance policy for liability, the premium will go up once we have students.NL: you have similar liability in the Ltd Company as in the FE corporation. MS: we continue to be a charity, now exempt under the department of educationSD: The charity trustees still have the same obligations as when it was a ltd companyNL: have prepared the set of first board meeting minutes. These are reviewed by allSD: who wrote these?NL: Used the template provided by BIS and made appropriate changes.Appointed new members in the meetingStaff and student member to be appointed at a later dateAccounting reference date: 31 JulyCorporation seal is ready: all approve that the corporation seal needs to be applied by chair and one other member of the corporationFEC is the successor body for NCDS. NCDS articles have been amended to allow for this.Only TF and MS will transfer from the NCDS to FEC. They will be offered the pension, (see more detail later on)SD: the reason for the structure? How would it be viewed?MS: to optimise the pension offering, rather than use a legacy pension model for FECs from 23 years’ ago. TF: everyone that is teaching will receive the statutory offering through the corporation. The non-teaching staff will receive the benefits of the Limited company.CP: London pension charge is quite high, this would create a deficit within the college as the local council pension would not be funded by the government.SD: we would be seen as being prudentNL: MS and TF have resigned from NCDSNo conflicts have been declaredCP: as your employers we need to offer you a pension, offered in the meeting.MS & TF have both declined them, they understand they will be offered every year and will have to declineNL: approval of acquisition and supporting documentsSD: Do we own the FEC domain?MS: no, the domain name of the FEC is not ours yet, we are in the process of acquiring itTrustees signed written resolution2. Appointment of new Chair and Vice-ChairTI: appointed as chairNW: appointed as vice-chairGill: appointed as clerk by resolution3. Nomination of new trusteesTI: proposing 2 new trustees. They are willing to serve, bring different strengths to the group. Kym Andrew, strong on communication which is something we need.Trustees approve her appointment.TI: Dr Jeni Tennyson, software engineer, one of the designers of the world wide web. Hands-on technologist, she can actually code as well as the strategy side.Trustees approve her appointment.NW: is there an induction process?TI: we do not have one now, we would expect Gill to take responsibility.JJ: when do they start?TI: available now, we will invite them to the dinner on the 24th August, they can come to the next board meetingSD: who is responsible for making sure that all the legal elements continue with new trustees.TI: Gill, our new clerk4. Role of the new Clerk - Gill WinwardSD: Who has met Gill?MS: TI and MS have had various phone conversations with her (over the phone), she is based in Blackpool. She is available as she became redundant from the merger of 2 collegesTI: very experienced FE clerk, she comes highly recommended from her previous role.CP: she will have access to the clerks’ network, subscribe to the Eversheds support networkTI: she will immediately become responsible for a number of activities, as detailed in the paper. She raised the question of Unitary board, or a board plus committees. She advocates for unitaryCP: split view in the sector. NCG has a unitary boardRJ: do we have to decide now?NW; stay as we are while we continue to grow, we review as we go alongCP: you can have formal committees (minutes, recorded) or working groupsRA: at the moment, we are working ok. Think we should be meeting more frequentlyTI: for now, keep it as we are, meet more frequentlySD: should we approve her contract as she is employed by the board?MS: she is employed as a consultant for 30 days for the yearSD: is that enough?MS: it is her preference to remain as a sole trader.TI: she is comfortable with 30 days. She is the kind of person who would say if the time was not enoughNW: we formulate the plan for this year, check against the 30 day availabilityRJ: what are the risks on her contract? She is a key personMS: she has 30-day notice.5. Executive v. Corporation sign-off processItem was not discussed6. Review of minutes from the last meetingDeclarations of interest – noneTI: Review of actions. Everything completed, unless stated belowTI: property actions to be discussed during property update and Ashley road update. Capital loan to be captured in the discussionMS: have not shared presentation from architects, will share visualization of building now available.TI: minutes signed off | Action: Eversheds to share more detailed information on liability for trustees, changing from limited company to FECAction: Eversheds to distribute updated set of first board meeting minutes. This minutes only cover the questions raised by the board members.Action: Need to include an address for mail until 19 SeptemberAction: TI to verify MS and TF’s contractsAction: Gill to lead onboarding of new trustees.Action: Eversheds to add her to the community of clerksAction: MS/TI to review her contract to 3 months’ notice and communicate to GillAction: MS to share visual tour of building design |
| **Financials** | 1. **EFA 16-19 Funding Allocation**
2. **Comments on Management Accounts up for June '16 & sensitivity analysis**
3. **Finalisation of BIS W/C Loan application**
4. **Pensions proposal**
5. **MIS system**
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| 1. EFA 16-19 Funding Allocation

Item was not discussed1. Comments on Management Accounts up for June '16 & sensitivity analysis

Item was not discussed1. Finalisation of BIS W/C Loan application

JS: presented the summary of the paper, BIS concerns of ability to pay the loan if student numbers changed or need for the amount. The model has been reviewed. Seeks approval with a revised amount of £420k. Discussed at the finance committee. We can use an overdraft facility for a few months if we go over.NW: not too far from original £450k, it was contingency. Also subsequent conversations about an overdraft facility with Lloyds, could be requested with one month’s noticeSD: how much would that overdraft be?JS: £50kSD: negotiating the facility you will need ahead of the time, rather than when you need to utilise it. Can we lock in the amount that would be available?MS: the facility is there; we do not need to inform Lloyds of the amount at this point.JS: it is an unsecured loan, which they will approve when we need it. If we ask for it now, we will be charged for it all the time. Lloyds have suggested this arrangement.TI: agree £420k with BISTrustees agreedSD: the finance committee should take this forward, has received an answer that Lloyds will grant us the loan, and that we have a strong relationshipNW: requests that cash flow forecast be updated for every meeting so we can monitor1. Pensions proposal

JS: recommended scheme: Aviva (refer to paper) Seeks approvalTrustees approved the recommendation.1. MIS system

Item was not discussed1. Other

JS: 2015 – 2016 Accounts will be audited in SeptemberJS: seeks approval of the quotes to approve insurance to the finance committeeAll trustees approved | Action: Cash flow update to be presented at every Board meeting to monitor the available funds from loan and need for overdraft. |
| **Ada.Advance** | 1. **Discussion and Feedback**
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| JJ: circulated detailed project plan. Have agreed KPIs and user group for target. Survey documenting user needs (55+ responses), as well as interviews. We have quantitative and qualitative understanding of tools students and teachers are using. We have paper wireframes of quests, Ada as the main character. Deloitte has provided support, still to confirm what role they will play in the longer term. Deloitte made a proposal, Ada has gone back with more specific activities as it considered some of the proposed activities have already been completed. Next steps require curriculum experts to map the content of the quests to the skills. Reaching out to King and other partnersRA: have we signed the contract?MS: yes, they expect an invoice at the end of the monthJJ: They need all £200k spent by April next year, we will draw out the first £25K with this invoiceMS: we have taken into consideration the Deloitte feedback of more user testingKW: on this program, we want to make sure if we get involved it will be successful; it is a big ask – time and money. |  |
| **Student & Apprentice****Recruitment** | 1. **Discussion and Feedback**
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| **Student recruitment**TF: 75 acceptances. GCSE and A level results late enrolment period at the end of August, aiming to capture more students. The majority of the work now is on the student probability. Focused on parents with letters, calls and home visits at home. Continue with regular updates to students ahead of the opening. RJ: are we expecting to lose some students on GCSE results day?AH: we have a few offers that we may lose, where students are holding multiple offers. We are aware of who most of these are and they are categorised as low probability to attend.MS: we are in Tottenham Hale for drop in sessions from 25 august onwards; need to ensure the quality of the applicants. We would like 5-10, but they need to be the right qualitySD: have we had any feedback from the calls?TF: calls just startedMS: comprehensive pack to students, letter to parents aiming to create engagement (circulated a copy during the meeting)**Apprenticeships**JJ: 27-35 apprentices confirmed for 2017 (see paper). Open University confirmed as validation partner. Ongoing conversations with Queen Mary so they stay involved in a different capacity. Successful curriculum open day. Initiated conversations about end-point assessment. Continue looking for Head of faculty RJ: I can’t tell you a number for IBM apprentices, but it is looking likely given the change in datesMS: good session with CP and NCG to discuss some of the current challenges. We have met many part-time lectures. But finding the faculty leader on 60k, it is hardSD: are you finding the right individuals? Is the salary a block?MS: we have found strong academics, we have not met the right candidate. Probably at the moment we could be missing out on candidates who chose not to apply.RA: Capita were interested in apprenticeships, but they are not listed?JJ: We have a meeting with Capita in September coming up. They have their own apprentices program, other potential employers also on the pipeline | Action: MS and JJ to review the JD. Focus on the passion on teaching and build a team underneath that for the more bureaucratic elements of the role |
| **100 Day plan to** **Dec. '16** | 1. **Discussion and Feedback on 100-day plan document and Induction Schedule**
2. **Overview of 6th form policies, online storage and review / sign-off process**
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| 1. Discussion and Feedback on 100-day plan document and Induction ScheduleTF: presented the timeline and the different streams of work.MS: Confidence for the trustees that with Sue and Malachi we are tracking and manging upcoming activitiesKW: we need to capture the items that are at risk, e.g. hiring of faculty, must be easy to see, e.g. red dots**Staff and student induction plan**TF: presented highlights of paperRJ: are we providing minibuses?TF: there are already shuttles that go to Here East from Stratford station.TF: cost £23k. Seeks approval, as a good opportunity, CPDMS: writing to Damian Lane for specific fundraisingRJ: Very important time to keep them engagedCP: has it been included in the financial forecast?TF: yes, in different areas, not as a single line itemRA: BIS is anxious for the minister to come see something quite early. Have to watch the politics, deputy mayor is in the schedule. This is the National college. The leader of Haringey a possibility?Action for MS: final week of September, early October for a minister with ElizabethDJ: she can help manage the politics, she would need to establish who is the right deputy to attendTF: Thursday 15 September, come meet the students at a speed networking event. We need 30-45 professionalsMS: also we are planning an industry event for Ada Lovelace day. Then, in late January, not a formal opening, but something bigger – to get industry and government to the college.2. Overview of 6th form policies, online storage and review / sign-off processMS: In progress, policies will be made available to trustees for review ahead of catch up call on Aug 22nd | Action: MS to discuss with Gill starting a risk register to be discussed with the boardAction: TF to share link to registration for speed networking event/meet the students at Here east on 15 September from 3-4:30pm. Trustees to forward. TF to send the link Action: share and provide a checklist of policies that need sign-off |
| **Property update** | 1. **Broad Lane update**
2. **Ashley Road update**
3. **Real Estate strategy discussion**
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| 1. Broad Lane updateNW: attended a project meeting at Broad Lane. It is very tight project timeline and the team is working very well, really hard. Weekly updates would be helpful as this is critical.RJ: contingency if broad lane is not ready?TF: We can extend Here East2. Ashley Road updateMS: signed agreement with GLA, NW signed it on behalf of the board. Close to finishing the agreements for Ashley Road. Summary in the pack with the risks. Note from the council providing reassurance of how the council will support if circumstances change. Council view has very little risk of the landowner walking away, they have a number of levers. They can’t put a guarantee in writing. Recommendation to sign. Planning permission at the beginning of November. There is a lot of goodwill to go ahead. It is a tight build schedule. We have a stronger construction manager from C&W.TI: Trustees happy to go ahead when there is something to signMS: timeline presented on the timeline of development3. Real Estate strategy discussionItem was not discussed |  |
| **AOB** | 1. **Trustee Dinner - Wed. 24th August @ 6pm**
2. **Upcoming meetings: timings and location**
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| 1. Trustee Dinner - Wed. 24th August @ 6pmMS: venue to be finalised, likely Kings Cross for accessibility2. Upcoming meetings: timings and locationMS: next meeting to be held at the college. Is 8AM feasible?TI: Suggested 3:30 – 5:30pmRA: important to get the dates outMS: catch up call at the end of the month. Date of next meeting: 27 September 2016 |  |

**Confirmed as an accurate record:**

**Signed…………………………………………………………………………………..**

*(Chair)*

**Date………………………………………………………………………………………**