

**MINUTES OF A BOARD MEETING HELD AT 5.00 P.M. ON MONDAY 9<sup>TH</sup> JULY 2018**

<b>Present:</b>	Valerie Allen	External	
	Jayne Caslin	Staff	
	Sarah Hardman	Student	
	Sue Hopper	External	
	Tony McDermott	External	
	Tom McInerney	External	
	Mary Murphy	Principal	
	Lynn Pegler	External	
	Wesley Rourke	External	(Chair)
	Susan Smith	External	
<b>In Attendance:</b>	Ben Barton	Deputy Head of Sixth Form	
	Thalia Bell	Deputy Principal	
	Alan Brown	Assistant Principal	
	Julie Holland	Deputy Principal (Finance & Resources)	
	Lesley Venables	Clerk to the Governors	

**PART ONE**

**APOLOGIES FOR ABSENCE**

206 Apologies for absence were received from Karen Banks (External), Neil McGrath (External), Jeannette Brady (Staff) and Ben Smith (Student).

**DECLARATION OF INTERESTS**

207 A declaration of interest was received from Tony McDermott for minutes 257 and 259.

**UPDATE ON STRATEGIC ISSUES**

208 The Principal provided a comprehensive update on strategic issues affecting the College.

209 Levels of performance meant that the College was on track to meet its financial and quality targets for 2017/2018 and it was likely that these would be exceeded.

210 The College was considering whether to participate in a national pilot project for the Technical Level in Construction. Funding had been obtained from DfE for the delivery of GCSE Maths.

211 Against a background of significant reduction in apprenticeship starts nationally, the College had increased the number of 16-18 apprentices and was expected to meet the 19+ apprenticeships target.

212 Preparations for Ofsted inspection continued and it was noted that the Principal and the Clerk would be meeting shortly to devise some materials to support governors.

213 The Principal reported on the local environment, one of which was the relatively high degree of change in the leadership of schools in the Borough. Governors were assured that relationships with each of these institutions remained highly positive.

214 Staff continued to work with their counterparts at Halton Borough Council on ensuring that there was no duplication of provision for adult education after devolution of the Adult Education Budget in the Liverpool City Region. The sector had found the achievement of the adult education budget target for 2017/2018 challenging and governors noted that the College should achieve the tolerance level.

215 Raising levels of support for student and staff mental health and general wellbeing would be a key theme for 2018/2019, following two recent tragic incidents.

216 Maintaining and increasing the quality of teaching and learning was a further priority and would be reflected in the Annual Report to the Board's October 2018 meeting.

217 This was the first year of linear A Levels and a number of further curriculum reforms, such as T Levels, would be introduced shortly. The College would also be required to implement an industrial placement strategy. In relation to apprenticeships, 'frameworks' were being replaced by 'standards'.

218 The College had recently attained Silver status in the Teaching Excellence Framework for its higher education provision.

219 Retention levels at the end of the year had increased by 4.5% over the last 5 years. Employer satisfaction levels were currently 3% higher than at the same point in 2016/2017.

220 Efficiency remained high in 2017/2018, with a substantial forecast surplus, a grading of 'outstanding' for financial health and excellent performance against key performance indicators.

221 The College had been selected at random by the Education Skills Funding Agency to undergo a funding audit in September 2018.

222 The Principal outlined the current capital projects and the continuation of the planned maintenance plan.

223 On behalf of the Board the Chair thanked the Principal, Senior Management Team and staff for the high level of performance over the past academic year.

## **STRATEGIC PLAN 2018/2019**

224 Governors received the final draft of the Strategic Plan for 2018/2019. The Principal advised that the strategic plan had been updated following feedback from governors, staff and other stakeholder groups. It was noted that the targets for 2018/2019 would be included in

the version submitted to the October Board meeting, as some of these were based on the outcomes from 2017/2018, which had not yet been finalised.

225 The Plan would be monitored throughout 2018/2019 by the Quality Improvement Plan and the Finance & Resources and Quality & Standards Committees. Sources of external assurance had been included in the Plan to enable governors to be confident that the College was meeting its responsibilities.

226 **Resolved -** That the Strategic Plan and Vision Statement for 2018/2019 be approved

### **AUDIT COMMITTEE MEETING – 25<sup>TH</sup> JUNE 2018**

227 In the absence of the Chair of the Audit Committee, Tom McInerney presented a verbal summary of the meeting held on 25<sup>th</sup> June 2018.

228 An extended assurance report on compliance with the new General Data Protection Regulations had been received. This area had been graded as providing a 'good' level of assurance, with four medium priority recommendations made, all of which had been agreed by management for implementation, together with some items of good practice identified.

229 The Committee had discussed the latest update on risk management activities.

230 The Extended Assurance Plan for 2018/2019 and Financial Statements Plan for 2017/2018, presented by KPMG, had both been scrutinised and were recommended for approval by the Board.

231 A number of policies had also been recommended for approval by the full Board. However, it was noted that some of these required further work to ensure that aspects of good practice were incorporated. Updated versions would be presented to the Committee's September 2018 meeting.

232 The Committee had undertaken its annual self-assessment for 2017/2018 and had graded its performance as 'good' or '2'.

233 Following the publication of new guidance from the ESFA on the Audit Code of Practice, the Clerk had presented revised terms of reference to the Committee, which were recommended for approval.

234 **Resolved -** 1 That the Audit Plan for the 2017/2018 Financial Statements be approved

2 That the revised terms of reference be approved

3 That the following policies be approved:

Anti-Bribery  
Anti-Fraud & Corruption  
Anti-Money Laundering  
Whistleblowing

## QUALITY & STANDARDS COMMITTEE MEETING – 26<sup>TH</sup> JUNE 2018

235 The Chair of the Quality & Standards Committee gave a verbal report on the meeting held on 26<sup>th</sup> June 2018.

236 A detailed curriculum report had been discussed by the Committee. This included information on total learner numbers for 2017/2018 and GCSE examination attendance levels.

237 Governors had been advised of the reductions in funding from local authorities for 'high needs' students and that the number of applications from this cohort had increased for 2018/2019.

238 An analysis of achievement and retention by learners with protected characteristics under the Equality Act had been presented to the Committee, with no discernible gaps identified.

239 The College had experienced a significant increase in the demands from learners to support mental health, safeguarding and wellbeing issues. An anonymised case study had been provided to governors under the confidential part of the agenda to illustrate the complexity of some of the issues dealt with by safeguarding officers and the high level of resources required for the College to fulfil its role in this area. New national guidance would be issued on safeguarding on 3<sup>rd</sup> September 2018, so it had been agreed that revised policies would be submitted to the Board's October meeting for approval.

240 The Board was assured that the College had implemented effective measures to support its own staff in dealing with safeguarding and mental health issues. This had been partly achieved through close working with Halton Borough Council to ensure that staff could access the services of an educational psychologist if necessary.

241 The Committee had received an update on some of the curriculum changes that would take place in the near future (such as T Levels). A report on courses that had been placed within the College 'special measures' programme had been received for information.

242 The majority of curriculum performance indicators were already positive, with the remaining aspects projected to meet the targets by the end of the academic year.

243 A number of policies were recommended for approval by the Board, copies of which had been provided to all governors.

244 Feedback on the outcomes of the various methods used to collect data on student and employer satisfaction levels had been provided and it was noted that these were high amongst all levels and age groups.

245 The Committee had evaluated its own performance against a number of criteria set out by the Clerk and had graded itself as a '2' or 'good'.

246 **Resolved -** That the following policies be approved:

- Equality & Diversity Policy
- Student Discipline
- Student Complaints

## FINANCE & RESOURCES COMMITTEE MEETING – 27<sup>TH</sup> JUNE 2018

247 Governors were provided with a verbal report from the Committee Chair on the meeting held on 27<sup>th</sup> June 2018.

248 The Committee had received a progress report on capital project issues.

249 A report containing Human Resources information (including sickness absence, leavers and staff development) had been presented. The Committee noted that there were no areas of particular concern.

250 In relation to Health & Safety there had been a total of 61 accidents, compared to 54 in 2016/2017, with no discernible patterns. There had been one RIDDOR reportable incident and 139 near misses, all of which had been fully investigated and no trends had emerged from the data.

251 The Three Year Financial Forecast had been recommended for approval by the Board and was featured later on the agenda. There was a projected operating surplus for 2018/2019 and the performance ratios for each year had been compared to the criteria used by the Area Review process and it was noted that only one of these had been graded as amber' – the proportion of the College's estate graded as 'good or better'.

252 The Deputy Principal reported that the College had complied with the ESFA's requirement for the Board to ensure that it fulfilled its statutory responsibilities when approving the Financial Forecast. A copy of the letter and the accompanying checklist had been circulated to all governors as part of the agenda for this meeting.

253 The Committee had discussed in detail the management accounts to April 2018.

254 Updated policies on Environmental Sustainability and Treasury Management had been recommended for approval by the Board, together with revised Financial Regulations for 2018/2019.

255 The Committee had received a report on performance against partnership provision contracts for 2017/2018, including information on the College's quality monitoring processes and the rationale for using partner organisations. A number of amendments to the original contracts agreed by the Board were submitted for approval and the Committee had recommended outline proposals for partnership working in 2018/2019.

256 The Committee had evaluated its own performance against a number of criteria set out by the Clerk and had graded itself as a '1' or 'outstanding'.

- 257 **Resolved -**
- 1 That the Financial Regulations for 2018/2019 be approved
  - 2 That policies on Environmental Sustainability and Treasury Management be approved
  - 3 That amendments to partnership provision contracts for 2017/2018 be approved
  - 4 That outline proposals for partnership contracts for 2018/2019 be approved

### **THREE YEAR FINANCIAL FORECAST 2018/2019 TO 2020/2021**

258 The Deputy Principal presented the Three Year Financial Forecast for 2018/2019 to 2020/2021.

259 Management anticipated that the College would achieve its targets for 2018/2019. All staffing targets had been achieved, with the exception of long-term sickness absence, which was being closely monitored by management. Adult funding had been reduced by 25% in each year.

260 The number of apprenticeships offered at 19+ would remain static and the amount of loans undertaken by the adult cohort had been slightly increased.

261 The overall projected year end surplus equated to approximately 3.35% of income and was felt to be prudent in terms of the level of risk to which the College was subject and its mitigation. At the year end the College's cash reserves would remain within the bank's covenant requirements.

262 Capital expenditure to cover all current planned projects had been included for the period, together with a further investment in the estate in the remaining 2 years of the Forecast.

263 The Board noted that the College's projected financial health and performance indicators for 2018/2019 continued to grade the College as 'outstanding' in terms of financial health. The ratio that compared borrowing to income would decrease in 2018/2019 and the amount of accommodation graded as 'good' would increase as a result of the recent and planned capital investment projects.

264 A pay contingency had been included in the Budget for 2018/2019 to take account of any pay award and increases in pension and national insurance contributions. There was also an efficiency saving across the College.

265 A comparison of the College's performance against other colleges in the North West and nationally indicated an extremely positive position. All financial performance ratios included in the management accounts had either been met or exceeded.

- 266 **Resolved -**
- 1 That the Three Year Financial Forecast for 2018/2019 to 2020/2021 be approved, including the Budget for 2018/2019
  - 2 That the Board confirm that it had considered its statutory obligations when approving the Three Year Financial Forecast, as outlined by the ESFA

### **SEARCH & GOVERNANCE COMMITTEE MEETING – 18<sup>TH</sup> JUNE 2018**

267 Governors received for information a verbal report on the Search & Governance Committee meeting held on 18<sup>th</sup> June 2018.

#### **Appointment of Governors**

268 The Committee had discussed two candidates who had come forward for existing vacancies. It was felt that both candidates would add to the Board's overall skill profile and had been recommended for appointment.

269 There was currently one further vacancy for an external governor and work was underway to fill this. Nomination and election processes would be undertaken shortly for the imminent vacancies for two student governors and a staff governor drawn from the teaching staff.

**Wesley Rourke declared an interest in this item and Val Allen (Vice-Chair) took the Chair.**

### **Re-appointment of Governor**

270 The Clerk advised that the term of office of Wesley Rourke would terminate at the end of July 2018, which would mean that he had served as a governor for a total of 8 years. The Search & Governance Committee had discussed the individual's performance and contribution and had recommended that the Board's Standing Orders should be varied to allow him to serve a further term of office.

**Wesley Rourke re-assumed the Chair.**

### **Committee Memberships**

271 Governors received for information a revised list of committee memberships for 2018/2019, which included the two candidates who had been recommended for appointment earlier in the meeting. This would be finalised once all current vacancies had been filled.

### **Chair's Evaluation**

272 The Clerk reported that governors would be asked to complete an additional evaluation proforma on the performance of the Chair in 2017/2018, together with the usual self-assessments on the operation of the Board and their own performance.

### **General Data Protection Regulations**

273 Governors were advised that, in line with the requirements of the GDPR, a privacy notice had been prepared for governors, which set out the data that would be collected and retained by the College, how it would be processed and governors' rights in relation to this information.

### **Office for Students**

274 Following the creation of the Office for Students (the successor body to the Higher Education Funding Council for England), all institutions offering higher education provision were now required to be listed on a single register, which detailed their regulatory status through demonstrating that satisfied certain criteria.

275 As part of the initial registration process in May 2018, all governors had been asked to provide personal details for the OfS submission. A more formal process had now been established and governors would be asked to complete a further proforma. Additionally, the College was required to ensure that processes were in place to confirm that all governors are 'fit and proper persons' in line with new charity and director disqualification legislation/guidelines. This was being actioned by the Clerk.

## Instrument of Government

276 Following recent national developments and guidance issued by the Charity Commission on director disqualifications, the Clerk had drafted an amendment to the Instrument of Government.

277 With effect from 1<sup>st</sup> August 2018, as trustees, governors who are or become automatically disqualified from being a trustee by Charity Commission regulations or other similar legislation or regulations (such as the Company Directors Disqualification Act 1986), should not apply for governorship or should resign from the Board if they are already a governor.

278 The Board's processes and recruitment procedures would be reviewed and updated to take account of the new guidance with effect from the 2018/2019 academic year.

279 Recently there had been a number of property issues which had required speedy decisions by the Board, as they were time-critical. The Clerk had suggested that, to improve efficiency of the governance process, provision should be made in the Instrument of Government to allow decisions to be made outside of the normal schedule of business through written resolutions and had drafted an amendment to the Instrument of Government to reflect this.

280 Any such instances would be by exception only. Governors would be e-mailed by the Clerk with appropriate background information and the reasons for the request to approve the matter via a written resolution and a realistic deadline for the return of responses would be set. The Clerk would notify all governors of the outcome and any instances would be reported to the next scheduled Board meeting.

- 281 **Resolved -**
- 1 That Bob Towers as a co-opted member of the Finance & Resources Committee for a one-year term of office
  - 2 That Michelle Bacon be appointed as an external governor for a 4 year term of office
  - 3 That Wesley Rourke be re-appointed as an external governor for a further 4 year term of office
  - 4 That the revised schedule of committee memberships be noted
  - 5 That the proformas for the evaluation of the Chair, GDPR and Office for Students be approved and circulated for completion
  - 6 That the Instrument of Government be amended to reflect the changes outlined above

## MINUTES

- 282 **Resolved -** That the minutes of the meeting held on 19<sup>th</sup> March 2018 be approved as a correct record and signed by the Chair



## **MATTERS ARISING**

283 Governors received an action list of the matters arising from the previous minutes. It was noted that all of these issues were either in progress, had been completed or were featured on the agenda.

## **APPOINTMENT OF CHAIR AND VICE-CHAIR**

**Wesley Rourke and Val Allen declared an interest in this item.**

284 The Clerk reported that, following discussions at the March 2018 Board meeting, nominations had been sought for the roles of Chair and Vice-Chair. However, only one candidate had come forward for the Vice-Chairship and one candidate for the Chairship.

285 **Resolved -** That Wesley Rourke and Valerie Allen be appointed as Chair and Vice-Chair respectively from 1<sup>st</sup> August 2018 to 31<sup>st</sup> July 2019

## **HE FEES POLICY**

286 The Assistant Principal (Quality) presented a draft policy for Higher Education Fees for 2018/2019. Governors were advised that this had previously formed part of the College's overall Fees Policy, however, it was now considered to be good practice to separate HE provision into a separate document.

287 **Resolved -** That the Higher Education Fees Policy for 2018/2019 be approved.

## **RETIREMENT OF GOVERNORS**

288 On behalf of the Board the Chair thanked those governors who would be retiring at this meeting for their contributions throughout their terms of office – Sue Hopper (External Governor), Jayne Caslin (Staff Governor), Sarah Hardman (Student Governor) and Ben Smith (Student Governor).

## **DATES OF FUTURE MEETINGS**

24<sup>th</sup> September 2018 Audit Committee

October 2018 Search & Governance Committee

15<sup>th</sup> October 2018 Board