

**Minutes of the meeting of the Governing Body held on 13th October 2016
in the Board Room, Main Campus**

Present: Mark Flinn (Chair), Anne Pryer (Principal), Pam Jervis, Aidan Sergent, Tim Molton, Ross Comer (Student), Michael Molyneux (Student), Jim Pinsent, Terry Holmes, Julia Tinsley, Denise Connolly (Staff) and Benjamin Bennett-Stanley (Staff)

In attendance: Gill Banks (Deputy Principal), Kevin Williams (Finance Director), Paul Wood (Head of MIS – item 19), Chris Boyle (Naphthens – item 9) and Craig Williams (Clerk to the Governing Body).

The Chair reported that due to late delivery of Due Diligence (DD) reports and the need for members to fully consider them before consideration at Board he was deferring item 9ii. The Board agreed to convene an Extraordinary Board meeting at 5.30pm on Thursday 3rd November to discuss Due Diligence. The Board requested the Clerk to confirm attendance for an Extraordinary Board meeting on 3rd November.

		ACTION
1.	<u>Apologies for Absence</u> Apologies from Joe Keegan and Beth Harrison.	Noted
2.	<u>Determination of Observers/Attendees</u> The Governing Body agreed attendees/observers at the meeting as per the above attendance list.	Noted
3.	<u>Declaration of Interest</u> AP declared an interest in the Deputy CEO and Principal of St Helens Job Description and Personnel Specification that was to be considered under item 9 and GB declared an interest in item 9iv.	Noted
4.	<u>Minutes of the meeting held on 30th June 2016 (including Confidential Minutes) and Confidential Minutes from Extraordinary Board on 15th September 2016</u> The minutes of the meetings held on 30th June 2016 (including Confidential Minutes) and Confidential Minutes from Extraordinary Board on 15th September 2016 were agreed as a true record subject to a minor correction.	Approved
5.	<u>Matters Arising</u> Governors considered the report on matters arising from the previous meetings and noted the status outlined.	Noted
6.	<u>Report on F&GP (21st Sept) and QA (28th Sept)</u> The Clerk spoke to the report which aimed to inform the Board of the key activity from Committee meetings from the beginning of the new academic year. The Clerk reported on the items from the Committees that had been approved and those which have been recommended to the Board whilst making reference to the items that were due to be considered by the Board that afternoon. The Clerk made particular reference to F&GP's approval of ADM as the preferred contractor to demolish Roby Campus and QA's approval of the updated Compliments, comments and Complaints Policy, recommended the KPIs and Targets for 2016-17 (see item 16) and recommended to Board that the College progress plans to re-introduce 'A' level provision (in principle). The Principal expanded on the process behind QA consideration and the	

Board commented on a matter of accuracy (QA date in Appendix 1) and that Safeguarding was considered at QA and recommended to Board – item 17.

The Board received the report, noted the activity outlined and approved recommendations from Committees (whilst noting that some other items in the report were also on the meeting agenda).

Approved

7. Chair's and Governors' Communications

The Chair reported on several meetings at College, the JSG and Area Review. The Board took feedback from a Governors Learning Walk undertaken at ITEC (Princes Drive) and discussed construction training plans. JT reported on her attendance at an internal equality and diversity meeting and it was agreed that TM would cover Safeguarding and E&D and JT would cover English and maths.

8. Principal's Report

The Principal expanded on her report (on portal) on Stockbridge Lane, Area Review – update and Employer engagement, Devolution update re pending Skills Commission and very good student stories. The Board queried the nature of the market place that could bid into a devolved Adult Skills Budget in 2018-19.

The Deputy Principal reported on a very recent report on the national Employer Choices survey results published 13th October which indicated that KCC achieved 97.2% and is the 6th highest ranked FE College in the country for employer satisfaction (the College also had the highest response rate in the top 8). The Board congratulated the College, Andrew Ellams and the work based learning team on their achievement.

The Board received the report and noted the information provided.

Noted

9 Merger Update

The Chair made reference to the Clerk's email dated 7th October regarding the Job Description and Personnel Specifications for the CEO (Designate) and Deputy CEO and St Helens Principal (Designate) roles and the Board formally approved the documents.

Approved

The Chair and Principal reported on recent merger discussions and reminded members that papers are on the portal.

9i Due Diligence – deferred to Extraordinary Board on 3rd November 2016

9ii Consultation Proposal – the Principal reported on the latest version of the document that the Clerk had posted up to the portal and notified members on 12th October 2016. The Principal reported that this was the final draft version following comments taken at the JSG meeting on 28th September, on the consultation process and flagged the importance of the process as outlined in Statutory Instrument 1197.

The Board questioned use of c. (as circa) on page 6.

The Board received the report and approved the Consultation document subject to any comments to the Clerk by 9.00am on 17th October.

Approved

9iii – Joint Merger Risk Register – the Principal spoke to the latest version of the Joint Risk Register, which was noted.

Noted

9iv – Principal Knowsley (Designate) and Group FD (Designate) – The Chair reported back on the recent work of the recruitment panel of the Joint Steering Group who recommend that the Board approved Gill Banks as Principal Knowsley (Designate) and Rob Malloy as Group FD (Designate). The Board congratulated the parties concerned and approved the appointments and the Chair requested that the Board keep the appointments confidential until the formal notification is sent to staff at KCC and SHC.

Approved

9v – Appointment of Lloyds Due Diligence Provider – the Principal spoke to the report which aimed to brief members on the position of the bank on the merger process. The Principal reported on discussions undertaken between Lloyds bank and the Finance Directors at KCC and SHC. The Board noted

Approved

the position of the bank as outlined on 1st September 2016 and approved (subject to satisfactory completion of the due diligence) the commissioning of a joint due diligence report by KPMG or another appropriate organisation for the newly merged College.

The Board discussed possible debt considerations by Lloyds that might come out of their DD process and it was noted that KPMG would take the two legacy DD reports into consideration (which would bring some cost saving) and questioned the final sentence in the recommendation of the covering report (which should be removed).

The Board discussed TUPE and redundancy considerations post DD in terms of measures (redundancy) being undertaken at the same time as the consultation and whilst structures were being worked up. The Board queried any pension considerations (none as both parties are in TPS and LGPS) and any pension deficit considerations by the LGPS. CB commented on the separate process to TUPE re redundancies and KCC position as the transferring body (not required in law).

10. Area Review

The Chair and Principal reported back on the recent Steering Group 4 meeting and the drafted recommendations that form part of the formal report.

10i KCC Recommendation - The Chair and Principal presented the report which aimed to secure formal Board approval for KCC's recommendation in the Liverpool City Region Area Review Options Assessment (due 26th October).

The Chair and Principal reported that Area Review meeting papers had been posted up to the portal by the Clerk and reported on the joint recommendation for KCC and SHC which is consistent with the text agreed with St Helens College and is as supplied to the Joint Area Review Delivery Unit.

The Board received the report and approved the joint recommendation as outlined in the Liverpool City Region Area Review Options Assessment.

Approved

11. Estate Strategy Update

The Principal spoke to the report which had been discussed at F&GP on 21st September under item 9 and which aimed to update Governors on the latest developments in the accommodation strategy in relation to Roby, Stockbridge Lane and the Kirkby site. The Chair made reference to the pending Capital Working Group meeting which would go into more detail on the items raised.

The Principal reported on key issues regarding Stockbridge Lane, Roby and Kirkby sites and made reference to the Capital Working Group meeting on 19th October.

The Board discussed the overspend as a result of the requirement to accelerate the build and questioned where responsibility for soft services (maintenance) lay under the PFI agreement. Management reported on supervision arrangements to cover community use (which could include College students). The Board discussed pending community use considerations to promote sport and healthy lifestyles by tapping into the

	<p>local sport infrastructure and the local communities investment in the artificial turf pitch.</p>	Noted
	<p>The Board received the report and noted the latest developments for the Stockbridge lane campus, Roby Campus and Kirkby campuses</p>	
12.	<p><u>Revised Strategic Plan & Update</u></p>	
	<p>The Principal spoke to the report which had been discussed at F&GP on 21st September under item 12 and which aimed to advise Governors on the update to the Strategic plan and Strategic Operational Plan (SOP) for 2016-18.</p>	
	<p>The Principal also reported that there will be monthly updates on the Strategic operational plan and that this would be posted up to the Portal. The Principal also reported that plan assumes status quo and therefore, although mindful of potential merger is the plan for KCC only. As per previous SOP it included the financial recovery plan as part of continued SFA intervention.</p>	
	<p>The Board noted the updated plan for 2016-18.</p>	Noted
13.	<p><u>Post Inspection Action Plan</u></p>	
	<p>The DP spoke to the report which had been to QA on 28th September under item 11 and which aimed to provide an update to the Governing Body on progress against actions in the College PIAP for 2015-16.</p>	
	<p>The DP reported on updates, plans for integration with the Quality Improvement Plan and that the Ofsted Support and Challenge visit will take place on Thursday 1st December with HMI Paul Cocker.</p>	
	<p>The Board received the report and noted the progress made against actions on the PIAP during 2015-16 as reported to Quality Assurance Committee on 28th September 2016.</p>	Noted
14.	<p><u>College Indicative Outcomes 2015-16</u></p>	
	<p>The DP spoke to the report which had been to QA on 28th September under item 15 and which aimed to provide progress to date with regards to Education & Training (E&T) and Apprenticeship outcomes for 2015-16.</p>	
	<p>The DP reported on the drive for accountability, Notice to Improve interventions and best case outcomes (including Apprenticeships and English and maths by 16-18 and adults). The DP reported that the final ILR is submitted on 18th October.</p>	
	<p>The Board welcomed the detail in Appendix 2 and requested that volumes be included in future reports.</p>	
	<p>The Board received the report and noted the three year trend and predicted outcomes for 2015-16.</p>	Noted
15.	<p><u>Attendance and Retention Policy 2016-17</u></p>	
	<p>The DP spoke to the report which aimed to present the updated Attendance and Punctuality Policy and Retention Strategy for 2016-17.</p>	
	<p>The DP reported that the main change was the inclusion of actual attendance rates to signal intervention rather than relying on tutor referral. The inclusion of actual rates will raise the profile of attendance at English and maths sessions as part of the Study Programme. The DP reported that there are no national rates for attendance and punctuality, however, it is recognised by Ofsted that attendance in Good colleges is above 85%. The College's aspirational target remains at 90% given the clear link between pass rates, high grades and attendance. The overall targets for 2016-17 are; attendance 90% and punctuality 98%. The DP also reported on monitoring and improvement arrangements.</p>	
	<p>The DP reported on changes to the retention strategy with the overall aim</p>	

being to continue to improve student retention rates year on year and to ensure that the focus on improving retention is focused, sustained and robust. The DP reported on the issues that the strategy addresses and monitoring arrangements. The retention targets for 2016-17 are: 16-18 - 90.5% (NR 90.5%), 19+ - 93.3% (NR 93.3%) and overall - 91.8% (NR 91.8%).

The Board questioned the College's ability to break down attendance data that could identify a significant minority of students that have personal issues such as caring responsibilities and how the College could 'flex' to cater for individual's needs.

The Board received the reported and noted the amendments to the Attendance and Punctuality Policy and Retention Strategy.

Noted

16. 2016-17 KPIs and Targets

The DP spoke to the report which had been to F&GP on 21st September (under item 11) and QA Committee on 28th September (under item 13) and which aimed to present the 2016-17 KPIs and Targets.

The Board commented that the version taken at the meeting had been updated with more recent finance information since F&GP.

The Board received the report and approved the KPIs and targets for 2016-17.

Approved

17. Safeguarding Annual Report

The Principal spoke to the report which had been to QA Committee on 28th September under item 6 and which aimed to share with Governors the annual safeguarding report.

The report put 2015-16 into a five year context, provides detailed analysis of the referrals and sought to give a broader picture of Colleges activities aimed at keeping students safe.

The Board received the report and took assurance that the College's statutory obligations to protect children (0-18 yrs.) and vulnerable adults (19+ yrs.) are being met, noted the number and type of referrals made to the Safeguarding Team in 2015- 2016, noted the comparative analysis of data for the last five years and noted the overview of wider College activity to keep students safe.

Noted

18. Management Accounts (August 2016)

The Finance Director (FD) reported that the June and July accounts had been supplied to members posted on the portal and covered at F&GP on 21st September under item 7i. The FD spoke to the accounts which aimed to provide Governors with an update on the College's first set of management accounts for 2016-17.

The FD reported on the key points on adverse costs pressures, possible redundancy costs related to merger and cash flow considerations.

The Board approved the management accounts for August 2016.

Approved

19. Learner Numbers and Funding report

The Head of MIS (HoM) spoke to the report which aimed to provide an update on learner numbers against target and against allocations from the Education Funding Agency (EFA) the Skills Funding Agency (SFA).

The HoM reported on the summary of the current position, additional detail on 16-18 numbers and funding, EFA student numbers and funding, additional information – SFA numbers and funding and on post enrolment.

The Board questioned the cut off point for recruitment (1st December submission for 1st November threshold) and requested that HE be included in the next report.

HoM

The Board received the report and noted the current volumes of students

Noted

enrolled for 2016-2017 and potential funding implications.

20. Notice of Concern (Finance) – Confidential Item

This item is the subject of a discrete and confidential minute.

21. Human Resources Annual Report 2015-16 (including procedures review)

Deferred to the next meeting.

22. Risk Management and Register

The Principal spoke to the report which aimed to provide Governors with an update on the Risk Management Register and the processes to be implemented in 2016/17 to ensure we effectively manage risk in the organisation.

The Principal reported on the 7 Strategic risks and additional Strategic Risk covering the Ofsted Inspection in March 2016. The Principal reported on the risk reference in the SOP for 2016-17 and that the risks associated with Estate and the sale of Roby have been highlighted in the Estates update. The Principal made reference to risk discussions at F&GP regarding cash flow in January and March and that the significant risks for 2015/16 and 2016/17 are reflected in the Internal Audit Strategy. The Principal also made reference to the FE Commissioner intervention, 6 weekly case conferences, indicated that the register is monitored on a six weekly basis by the College risk management group and Audit and that there is a separate risk register in place for the proposed merger with St Helens College

The Board received the report and approved the Risk Register for 2016-17

Approved

23. 2016-17 Governance KPIs and Development Plan

The Clerk spoke to the report which aimed to present the Governance KPIs and Development Plan for 2016-17 for approval.

The Clerk reported on how the Board Self -Assessment survey and 2015-16 in year review of the 'Code of Good Governance for English Colleges' that had informed the Governance KPIs and Development Plan that had been approved by the Chair.

The Board received the report and approved the Governance KPIs and Development Plan for 2016-17.

Approved

Date of Next Ordinary Governing Body Meeting – Thursday 15th December 2016