

MEETING OF THE GOVERNING BOARD

TIME/DATE 4.00pm 9th December 2021

VENUE St Helens College Boardroom

Present:

In Person:

Dr. B Nixon (Chair)	External Governor
Mr J Pinsent	External Governor
Mr P Han	External Governor
Mr S Pierce	Principal
Mrs J Heap	Staff Governor
Mr B Bennett-Stanley	Staff Governor
<i>Mr J Heritage</i>	<i>External Governor</i>

Via Video Conference

Mr N Shore	External Governor
Dr D Balsamo	External Governor
Mrs L Duncan	External Governor
Mr A Lang	External Governor
Mr A Owen	External Governor
Ms Z Desai	External Governor
Mrs A Cannon	External Governor
Ms Alicja Gwiazda	External Governor
Mrs D Calderbank	External Governor
Miss S Littlewood	External Governor

In attendance:

Mr R Garcha	CFO
Mr M Doyle	Deputy Principal
Mrs C Duro	Governance Director


Italics denotes absence

DRAFT MINUTES

The meeting opened at 16.04 and was quorate.	
1	Declarations of Interest None
2	Apologies John Heritage (external governor) and Stephen Jones (ESFA) gave apologies, which were received and accepted
3	Notification of Items of Urgent Business No urgent business was raised.
4	Minutes of the meeting held on the 14TH October 2021

	<p>After it was agreed that the attendance list needed to be corrected, the minutes of the meeting on the 14th October 2021 were approved as a true and accurate record of the meeting.</p>
<p>5</p>	<p>Matters Arising</p> <p>The CEO gave an update on the progress against the action tracker.</p> <p>An additional action to review link governors is underway and being incorporated into the people strand of the new College strategy. The action was accepted as complete, and the proposal would be circulated for comment.</p>
<p>6</p>	<p>Chair's Report</p> <p>Governors were reminded this report was an opportunity for the chair to provide an update on activity he had undertaken on behalf of the governing body.</p> <ol style="list-style-type: none"> 1. ESFA Case conference had been attended, which the Principal would provide an update on. 2. The AoC conference had been attended and gave a useful insight into the sector, with opportunity to meet some influential people from the sector. The Chair attended a session on board review, strong move towards independent review of the board. The possibility of revisiting this in the coming 12 months was discussed. 3. A desire to undertake 1 -2 1 reviews with governors was agreed. <p>The policy for Board meetings during the ongoing pandemic was discussed. A continued preference for face-to-face Board meetings was shared but with personal sensitivities in relation to Covid risks respected and the opportunity to join the meeting via teams in a hybrid approach to be made available as the Covid situation evolves. Committees' meeting style would remain at the discretion of the members.</p> <p><i>Nick Shore joined the meeting</i></p>
<p>7</p>	<p>Principal's Report</p> <p>The principal's presentation was visible to all present and on Teams.</p> <p>Updates were provided as follows:</p> <ul style="list-style-type: none"> • Enrolment, positive and negative swings were detailed and the impact of lower 16-18 student numbers, particularly in respect of 2022/23 summarised. • FEC report was received and the positive tone noted. The one remaining action was accepted. Proposed curriculum developments at Stockbridge Lane noted in the report were explained and the need to manage expectations discussed. • ESFA case conference was reported on. Dialogue around lifting the notice to improve was shared. Due to lower 16-18 numbers and the potential impact on future funding, , is the ESFA had decided not to lift the

notice at this time. A number of positive changes including the impact of CSR on 16-18 funding, may mitigate against income loss in 2022/23. Further details should be known by January 2022 along with an update on January enrolment, which will enable further modelling of the future financial position. The next case conference was planned for the end of January, when this will be reviewed again.

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- 2022/23 indicative modelling headlines were shared.

Karen Musgrave joined the meeting.

9 AUDIT, FINANCE AND RESOURCES

9a FINANCIAL STATEMENTS, AUDIT HIGHLIGHTS MEMORANDUM AND LETTERS OF REPRESENTATION

The Board noted that the financial statements and external audit report had all been considered by the joint meeting of FR&C and Audit. The accounts were generally in line with what had been expected. A table shows the movements, largely driven by accruals. The ESFA financial health score was now Requires Improvement (RI) with 170 points. It was noted that a £1.2m deficit had been transformed to a £0.3m surplus.

Audit was reported to have ran smoothly, with an open, transparent and supportive approach.

RSM advised that they concurred that the audit had been a clean and smooth process. RSM advised all members that due to a change in the audit code of practice, there was a requirement for the Audit Principal to be present to give all governors an opportunity to ask questions and receive assurance.

The highlights were shared with all governors.

The AEB Clawback is classed as a late adjustment by auditors, but not material and it was understandable that management did not wish to redraft the accounts at this stage.

Members were informed of the enhanced need for auditors to undertake full funding assurance work independently, as the ESFA no longer provide funding assurance, substantively testing these records. No significant issues came out of that work.

Members received confirmation that the College is a going concern for the coming 12 month period.

There was no indication of any bank covenant issues.

<p>9b</p> <p>9c</p>	<p>A few minor control points were shared and a satisfactory response from the College was given on each of these.</p> <p>Comments and Questions were invited.</p> <p>Resolved that the financial statements, audit highlights memorandum and letters of representation were true and should be accepted and approved.</p> <p>REGULARITY AND PROPRIETY QUESTIONNAIRE including Annex A This was received having been completed and presented to the auditor's satisfaction.</p> <p>Resolved that the Regularity and Propriety Questionnaire be approved.</p> <p><i>Karen Musgrave left the meeting.</i></p> <p>ANNUAL REPORT OF THE AUDIT COMMITTEE The report was received as recommended by the audit committee and approved.</p>
<p>7</p>	<p>Principal's Presentation Continued</p> <p>Updates were provided on:</p> <ul style="list-style-type: none"> • College estates plans • Curriculum and Quality – key issues from early Ofsted inspections were shared. • Improving areas where presented – student progress reports and triangulation with other measures were of particular note • Key challenges • Key risks were shared and the need to understand the root cause underlying the risks, particularly reduced student numbers. • Emerging opportunities were shared. • Progress against the strategy refresh was summarised. <p>Comments and questions were invited.</p>
<p>8a</p>	<p>COLLEGE SELF-ASSESSMENT REPORT</p> <p>The paper was taken as read. It was noted that it had been reviewed by many members at the SAR workshop and reviewed by the C&Q committee.</p> <p>The SAR was presented with the grades resulting from robust discussion at the SAR workshop.</p> <p>A governor challenged if there was confidence in grade 2s across the board, at this time.</p> <p>Reassurance was given that significant improvement works had continued throughout 2020/21. Progress had been made and was commented on positively at a recent monitoring visit, further substantiating the grades.</p>

<p>8b</p>	<p>QUALITY IMPROVMENT PLAN</p> <p>The annex to paper 8b provided in more detail and in simpler terms, the College’s position in respect to Ofsted expectations. Governors agreed, that it was helpful to explain progress in terms that all governors could understand. It was recommended that the document be a dynamic and evolving document to demonstrate continuous improvement.</p> <p>A governor asked if the production of the report was creating a burden or if it was useful to management too. As a dynamic document it was agreed it would be of use to management.</p> <p>The extent of discussion at the C&Q committee was noted and the board were encouraged to support grade 2s across the board.</p> <p>A governor asked if the College would expect to be graded good if Ofsted arrived tomorrow. Governors were reminded that an inspection was expected at any time this year and that managers believed that grades could be evidenced and the assessment demonstrated as accurate. This would become easier as the College moved through the year as improvements were still progressing. The Principal shared concerns, where some elements had been disrupted by the pandemic and evidence was different to that which it had been possible to demonstrate in the past, and the external view of this therefore remained uncertain.</p> <p>Resolved that the SAR and QIP be approved as presented.</p>
<p>10a</p> <p>10b</p> <p>10c</p>	<p>MANAGEMENT ACCOUNTS</p> <p>The accounts were received, and the more recently circulated accounts also noted. The highlights were explained. Progress against budget was highlighted.</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>ESTATES PLAN</p> <p>The high-level plan reflected the discussions at the Board Strategy Day and was presented for approval.</p> <p>They key priorities were shared and the short to medium-term projects summarised. The longer-term (10 year) plan was also explained. It was noted that the plan was a live document, which would reflect changes and tweaks as the various projects progressed.</p>

	<p>Progress against the plan would be reported to the Estates Working Group, which would in turn, report to F&RC and the board. Funding for projects would come from the college capital expenditure budget. Current projects were agreed in this year's CapEx budget.</p> <p>Comments or questions were invited.</p> <p>A governor asked how the programme would be funded and if grants were available.</p> <p>There was debate around the sensitivities of when and how the plan might be communicated</p> <p>Following a robust and detailed conversation, governors agreed that the plan be approved as a vision, with the expectation that individual projects would come to board with a business case for approval. It was identified that there was a need to consider recruiting a project manager, and that the totality of the vision be communicated in an appropriate way to all staff.</p> <p>Resolved that the estates masterplan be approved.</p>
11	Audit and Risk Register
11	<p>Risk Register</p> <p>The risk register was taken as read and comments invited. It was confirmed it had been reviewed at audit committee.</p> <p>Governors were advised that risk 17 would be removed on 15 December when the resolution was in place.</p>
12	Matters Arising from Committees
	FR&C Committee 24th November 2021
13a	<p>Chair's report (Minutes)</p> <p>The chair summarised the discussion at the meeting.</p>
13b	<p>Health and Safety Annual Report</p> <p>The Health and safety report was shared.</p>
13c	<p>Feedback from H&S Governor</p> <p>The need for greater segregation of duties was discussed.</p>
14	Audit Committee 24th November 2021
14a	<p>Chair's report (Minutes)</p> <p>The chair summarised the meeting's discussions.</p>
14b	<p>Emergency Plan</p> <p>The chair advised that this was straightforward, and underwent an annual review and was recommended for approval</p>

14c	<p>Resolved – that the Emergency Plan be approved.</p> <p>Whistle Blowing Policy The debate that took place was summarised and the action taken to consider rebranding to encourage reporting was shared. The reviewed but unchanged policy was recommended for approval.</p> <p>Resolved – that the Whistle Blowing Policy be approved.</p>
15a 15b	<p>CURRICULUM AND QUALITY 25th November 2021</p> <p>Chair’s report (Minutes) - The Chair summarised the meeting’s discussions.</p> <p>Complaints Policy</p> <p>Resolved – that the Complaints Policy be approved.</p>
16a 16b 16c 16d	<p>HE Committee 2nd December 2021</p> <p>Chair’s report (Minutes) - The Chair gave a summary of the information received.</p> <p>Tuition Fees policy - Resolved – that the Tuition Fees Policy be approved.</p> <p>HE Student Transfer Policy - Resolved – that the HE Student Transfer Policy be approved.</p> <p>Student Admissions Policy - Resolved – that the Student Admissions Policy be approved.</p>
17 17a 17b	<p>Performance and Remuneration Committee 9th December 2021</p> <p>Chair’s Report (Verbal) The chair reported that the committee were very comfortable with the feedback it received.</p> <p>Annual Remuneration Report 2020/21 - The report was received</p> <p>Resolved that the Annual Remuneration Report be approved for publishing.</p>
18	<p>Urgent Business</p> <p>No urgent business was raised.</p>
19	<p>Date of next meeting - Thursday 27th January 4pm</p>
<p>The meeting closed at 18.27</p>	