



Confirmed Minutes of the Full Governing Body Meeting held on Tuesday 29 June 2021 at 6.15pm via Microsoft Teams

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| Present: | Kay Arrowsmith | Staff Governor |
| | Mark Harvey | Foundation Governor |
| | Mike Hill | Principal |
| | Andrew Jones | Co-opted Governor |
| | Oliver Maddock | Foundation Governor |
| | Michael Martin (<i>Acting Chair of Governors</i>) | Foundation Governor |
| | Tracy Mawson | Co-opted Governor |
| | Thomas Mitchell | Foundation Governor |
| | Andrew Rannard | Foundation Governor |

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| In attendance: | Mark Dawson (<i>Observer and Prospective Parent Governor</i>) |
| | Sarah Savage (<i>Observer and Prospective Staff Governor</i>) |
| | Helen Stevenson (<i>Observer and Prospective Foundation Governor</i>) |
| | Karl Smith (<i>Vice Principal, Curriculum & Quality</i>) |
| | Michelle Williams (<i>Vice Principal, Strategy & Resources</i>) |
| | Ruth Potter (<i>Clerk to Governors</i>) |
| | Sandra Prail (<i>ETF Board Reviewer</i>) |

At 6pm prior to the meeting a presentation on 'Health and Safety during Covid-19 pandemic' was delivered by Pam di Scala (Estates Manager). A question and answer session took place at the close of the session. On behalf of the Board, the Acting Chair thanked the Estates Manager for her informative presentation.

PART 1

The meeting was opened in prayer by the Principal.

1. DECLARATIONS OF INTEREST

Governors were invited to declare whether they had any direct or indirect personal, prejudicial or pecuniary interest or conflict of interest in any matter which formed part of the agenda for this meeting or was likely to be discussed at the meeting. No new interests were declared other than those which were already recorded on the College's register of interests.

2. APOLOGIES FOR ABSENCE

2.1 Apologies for absence had been received from:

- John Fogarty (*Foundation Governor*)
- Susan Jarvis (*Co-opted Governor*)
- David Lawson (*Foundation Governor*)
- Michelle Dutton (*Associate Member*)

The meeting was declared quorate.

3. ITEMS FOR INCLUSION UNDER ANY OTHER BUSINESS

None.

4. GOVERNING BODY MINUTES *(previously circulated)*

4.1 The following amendment to the draft minutes was agreed:

Page 2 – 6.1, should read 34 positive cases not 304 positive cases.

Subject to this amendment, the minutes of the Full Governing Body (FGB) meeting held on 30 March 2021 were (a) approved and would be signed in accordance with Article 12(3) of the Articles of Government and (b) publication was authorised in accordance with Article 13.

5. MATTERS ARISING FROM THE GOVERNING BODY MINUTES

5.1 **To consider any matters arising from the minutes** *(previously circulated)*

The Board noted the items on the action log which had been completed or were on the agenda for further discussion during the meeting.

6. CHAIR'S POSITION

6.1 **Update on the situation regarding the Chair of the Governing Body**

The Acting Chair, Mick Martin, provided a verbal update to the Board further to the email that had been sent to all members by the Clerk at the end of May. He confirmed that election of a new Chair of Governors had already been anticipated following the last FGB meeting on 30 March 2021. However, since then the previous Chair had submitted his resignation from the Board with immediate effect. An emergency meeting of the Search Committee had been held following this resignation and, pending the formal election process due to take place later in the meeting, the Vice Chair of Governors (Mick Martin) had assumed the role of Acting Chair.

The Acting Chair invited any questions or comments on the current position. None were raised.

7. PRINCIPAL'S REPORT

7.1 **To receive the Principal's Termly Report** *(previously circulated)*

The Principal presented his report to the Board which provided a summary of all key areas of the College's operations and highlighted the following key aspects:

- Teacher Assessed Grades (TAGs) had been submitted to the exam boards and all evidence requests had been dealt with within the required deadlines.
- Update on student progress across the College.
- Review of the College priorities for 2020-21.
- Student recruitment – forecast for September 2021.
- Staff structure – update on the four temporary Assistant Principal roles and proposal for new Director of People role.
- Virtual taster days for prospective students and parents.
- Pastoral update – set in the context of a particularly challenging year.
- Chaplaincy update – limitations on the usual range of face-to-face activities due to restrictions. Alternative methods deployed where possible.
- Parent view survey – survey had just closed and completion rate had been high. Full survey results would be shared with the Board when available.

A discussion ensued, particularly in relation to the temporary Assistant Principal roles which were regarded to be key to succession planning with the College Corporate Management Team (CMT). Governors sought clarification on several issues and these were responded to by the Principal. Questions included:

Q – Temporary Assistant Principal roles – no additional time being offered with these roles; had impact on staff wellbeing been considered?

A – Yes, careful thought had been given to this: allocated responsibilities would be proportionate and there would be a high level of support available from the existing members of the CMT.

Q – Director of People role – had this been costed out yet?

A – Not yet – this would be brought back to the Board once the full rationale for the post plus costings had been worked out.

Q – Student recruitment – what was behind the rise in applications?

A – Net applications were very similar to last year. Full data was presented to the Finance and Resources Committee.

The Board **noted** the contents of the Principal's Termly Report.

7.2 **Proposed change to holiday pattern – October 2021** (*previously circulated*)

The Principal referred governors to his report which proposed the following adjustments to the College holiday pattern in recognition of staff's outstanding effort and commitment:

- Lower Sixth induction and Upper Sixth start of term – bring forward by two days in September.
- Students – finish half term in College on Tuesday 19 October with online work set for the following day.
- Staff – finish on Wednesday 20 October (two additional days holiday on 21 and 22 October).
- Staff and students return to College on Monday 1 November.
- Support staff – all year round staff to be given an additional two days annual leave for 2021-22.

The Board **approved** the proposed change in the College holiday pattern.

8. **ANNUAL REPORTS**

8.1 **Student Council and Student Voice** (*previously circulated*)

The Principal presented the Student Council Tutor's annual report which had been prepared by Mike McLoughlin. He highlighted the following points:

- It had been a challenging year for the Student Council due to Covid-19 restrictions.
- Student Council meetings had continued virtually – including meetings with the Principal – however many other activities had been curtailed.
- Mike McLoughlin was due to retire this summer and a new Student Council Tutor, Sam Johnstone, had been appointed.
- New Student Council had been elected for the coming academic year and had already met new Student Council Tutor and Clerk as part of transition arrangements.
- Liaison with the new Student Governor over the next year was planned to ensure full engagement with the Board.

The Board **noted** the report and expressed thanks to Mike McLoughlin for his years of service to the College and its students.

8.2 **Student Council Constitution – update** *(previously circulated)*

The Principal referred to the recent Quality and Standards Committee at which it was agreed that a meeting would be scheduled with the new Student Council Tutor and Student Council President in order to address queries regarding Constitution version control. This meeting had not yet taken place and would be arranged early in the Autumn Term. Following this meeting, the usual annual review of the Constitution would take place and would be presented to the Board at its October meeting.

The Board **noted** the report and **agreed** to defer the annual review of the Student Council Constitution to the Autumn Term.

**ACTION – (a) Schedule meeting with new Student Council Tutor and Student Council President/Governor at beginning of Autumn Term.
(b) Clerk to add to FGB agenda in October.**

9. **STRATEGIC PLAN**

9.1 **Strategic Plan Roadmap 2022-25** *(previously circulated)*

The Principal referred to the updated draft strategic plan and set out the timeline for further stakeholder engagement leading to final governor approval at the December FGB meeting. A governor working group would be held early in the Autumn Term to facilitate more in-depth discussion and consideration.

Governor comments and questions on the draft plan were invited.

A discussion ensued and governors emphasised the importance of the strategic plan reading across to the St Helens community in terms of how it reflects local needs and priorities.

The Board **noted** the draft strategic plan and **approved** the proposed timeline.

**ACTION – (a) Schedule governor working group meeting at beginning of Autumn Term.
(b) Agenda item at October Search Committee.
(c) Agenda item at October and December FGB.**

10. **FINANCIAL MANAGEMENT**

10.1 **ESFA College Financial Assessment Letter and Governor Dashboard** *(previously circulated)*

The Vice Principal (Strategy and Resources) referred to the ESFA letter dated 13 May 2021 and governor dashboard. This had already been considered by the Finance and Resources Committee and had been brought to the Board for all governors to consider. The Vice Principal reported that the financial health of the College was confirmed as being:

- Good for 2019/2020
- Outstanding for 2020/2021

The Board **noted** the contents of the report.

10.2 **Financial Forecast and Commentary 2021 to 2022-2023** *(previously circulated)*

The Vice Principal (Strategy and Resources) referred to her report which detailed the anticipated financial forecast of the College for the financial years ended 2021 to 2023.

The Vice Principal confirmed that the corporation was responsible for ensuring the financial viability of the college and must regularly assess financial health, resilience and threats to insolvency. As such, the Board must approve the College Financial Forecasting Return (CFFR) to the ESFA and the accounting officer must make a declaration to this effect.

The Vice Chair of the Finance and Resources Committee confirmed that full scrutiny had been given to the report during its last meeting and the Committee had recommended approval to the Board.

The Vice Principal (Strategy and Resources) highlighted the following aspects from the report:

- The financial plan had been prepared in accordance with the financial planning requirements for sixth form and further education colleges and was driven by the College's strategic priorities.
- Capital spend included T Level bid match funding, but the outcome of this bid was still awaited.
- Key risks – change in further education income, change in higher education income, change in pay costs.
- A detailed sensitivity analysis had been presented to demonstrate the potential financial impact of key risks.
- ESFA had proposed a new health scoring mechanism which would take the level of borrowing into account.
- Under the existing financial health grading system, the College would be assessed as Good in 2021, Good in 2022 and Outstanding in 2023. Under the proposed financial health grading system, the College would be assessed as Outstanding in all three years.
- The financial health of the College was therefore self-assessed as Good over the three-year period to July 2023.

The Board thanked the Vice Principal for her report and a discussion ensued.

Following due consideration, the Board:

- **Approved** the Carmel College financial forecast 2021-2023, and
- **Approved** the 2021-2022 forecast as the operating budget for 2021-2022.

11. GOVERNANCE REVIEW

11.1 Education and Training Foundation (ETF) Board Review *(previously circulated)*

The Acting Chair reported on the ETF Board Review conducted by independent reviewer, Sandra Prail. Reference was made to the scope of the review and the activity timetable which had been circulated to all Board members by the Clerk at the end of May. Sandra was at the observation stage of the review and had observed recent meetings of the Audit Committee and Finance and Resources Committee and was in attendance during the FGB meeting. A feedback meeting had been scheduled for 5 July to be attended by the Acting Chair, Principal and Clerk. Following this meeting, a report and action plan would be finalised which would be shared with the Board.

A discussion ensued with a particular focus on mechanisms for action reporting and follow up.

The Board **noted** the review and **agreed** to the following actions:

- Report and action plan to be circulated to all Board members with comments/feedback to be sent via the Clerk.
- Report and action plan to be discussed in depth at the first Search Committee of the Autumn Term.
- Search Committee to report on progress against action plan at the first FGB meeting of the Autumn Term.

**ACTION – (a) Circulate report and action plan to all board members.
(b) Agenda item at Search Committee and FGB.**

11.2 **Internal Audit Corporate Governance Review** *(previously circulated)*

The Chair of Audit Committee referred to the Internal Auditor's Corporate Governance Report dated May 2021. This report had been considered by the Audit Committee and had been brought to the Board for all members to consider. The following points were highlighted:

- The independence of the internal auditors had been confirmed.
- Six recommendations had been made: two medium risk and four low risk.
- Overall conclusion of the review was one of substantial assurance on the corporate governance arrangements in place in the College.
- Management actions had been agreed to address the recommendations made and these would be monitored by the Clerk and reported back to Audit Committee in line with usual practice.
- Links would be made where appropriate with the findings of the ETF Board Review once this had been completed.

Governors' questions were invited.

The Board **noted** the contents of the Internal Auditor's report on Corporate Governance.

11.3 **Virtual Governance** *(previously circulated)*

The Clerk presented her report which reflected on the Board's virtual governance meetings that had taken place over the past year and set out options for the academic year ahead. In particular it was noted:

- Virtual meetings were not a simple substitute for face-to-face meetings and questions of governance effectiveness using virtual meetings remained. Visible governance agenda was part of this consideration.
- Usefulness of virtual meetings was, however, recognised in terms of attendance, efficiency and environmental impact.
- Blended approach to future meetings – with FGB meetings face-to-face and committee meetings virtual – could be considered. This would keep virtual meeting skills alive and provide an element of business continuity given the uncertain operating environment.
- Ad hoc meetings – for example, strategic planning days – could be determined on a case-by-case basis with due regard for effectiveness of discussion and decision making.

A discussion ensued and the Board was clear that flexibility for the year ahead was key. Members welcomed the prospect of a return to face-to-face FGB meetings but emphasised the benefits that had arisen from virtual meetings and agreed that these should continue to feature in the calendar for the next academic year. Discussion also took place on the availability of technology that facilitated both virtual and face-to-face attendance at the same meeting.

The Board **agreed** the following approach:

- FGB – resume face-to-face meetings in the Autumn Term with further investigation into the possibilities for facilitating virtual attendance at these face-to-face meetings where necessary.
- Committees – Chairs of each committee to determine whether meetings can continue virtually or whether (due to the nature of business on the agenda) a face-to-face meeting is preferable.
- Ad hoc meetings – to be determined on a case-by-case basis by Chair, Principal and Clerk.

11.4 **Governing Body Code of Conduct** *(previously circulated)*

The Chair of Search Committee reported that it had been two years since the Governors' Code of Conduct had been reviewed. Given the ongoing ETF Board Review, it was suggested that a substantive review of the Code be deferred until the findings from the Review were known. In the meantime, it was recommended by Search Committee that the existing Governors' Code of Conduct (based on the Eversheds' model) be approved by the Board unaltered.

The Board accepted the Search Committee's recommendation and **approved** the Governors' Code of Conduct.

11.5 **Annual Staff Award** *(previously circulated)*

Mike Hill reported that there would be no individual staff award from governors this year. Instead, a whole staff celebration was planned in the final week of term to express thanks to all staff for their outstanding commitment during a very challenging year. Brunch would be provided to staff in the morning and a tea party would take place in the afternoon to which Board members were welcome to attend.

The Board **approved** the scope of the 2020-21 Staff Award.

Helen Stevenson, Mark Dawson and Sarah Savage withdrew from the meeting for agenda item 12.

12. **GOVERNING BODY MEMBERSHIP**

12.1 **Appointment of Helen Stevenson as Foundation Governor to serve for a four-year term** *(previously circulated)*

The Chair of Search Committee reported that Helen Stevenson had re-applied to join the Board as a Foundation Governor and provided members with background information on her relevant skills and experience. Members noted that Helen was a former student of Carmel College and had served as a Foundation Governor on its board previously. It was confirmed that the Archdiocese had approved her application on 28 June 2021. Recommendations in relation to membership of committees would be brought back to the Board following further consideration.

The Board **appointed** Helen Stevenson as Foundation Governor with immediate effect from 29 June 2021 to 28 June 2025.

12.2 **Appointment of Mark Dawson as Parent Governor to serve for a four-year term** *(previously circulated)*

The Board accepted the Search Committee's recommendation and **appointed** Mark Dawson as the Parent Governor with immediate effect from 1 July 2021 to 30 June 2025 and his assignment to the Quality and Standards Committee.

12.3 **Appointment of Katelyn Willock as Student Governor to serve from 1 July 2021 to 30 June 2022** (*previously circulated*)

The Board accepted the Search Committee's recommendation and **appointed** Katelyn Willock as the Student Governor from 1 July 2021 to 30 June 2022 and her assignment to the Quality and Standards Committee.

12.4 **Appointment of Sarah Savage as Staff Governor to serve from 1 September 2021 to 31 August 2025** (*previously circulated*)

The Board accepted the Search Committee's recommendation and **appointed** Sarah Savage as the Staff Governor from 1 September 2021 to 31 August 2025 and her assignment to the Quality and Standards Committee.

ACTION – Clerk to arrange all standard checks, documentation and induction for newly appointed governors.

Helen Stevenson, Mark Dawson and Sarah Savage were invited to return to the meeting.

The Acting Chair extended the Board's congratulations on these appointments and expressed its thanks for their willingness to serve the College and its students.

The Board's thanks were also recorded to Kay Arrowsmith, Staff Governor, for her committed and insightful service on the board over the past four years.

13. ELECTION

13.1 **To elect a Chair of the Governing Body to serve for a two-year term** (*previously circulated*)

The Acting Chair referred to the report produced by the Clerk which set out the timeline for this appointment and highlighted the following points:

- Clerk had sent written notice to all eligible governors requesting nominations for the role of Chair in line with the requirements set out in the Standing Orders.
- No written nominations had been received that had been accepted by the person nominated.
- Acting Chair would be absent for the first FGB of the new academic year.
- In order to progress this matter and avoid deferral to the Autumn Term, it was suggested that verbal nominations be invited at this meeting.

Governors' comments were invited. A discussion ensued during which it was noted that whilst this meeting was quorate, there had been a number of apologies, including from two Foundation Governors. This was acknowledged, however all governors had been given a reasonable period of time during which to make nominations and none had been submitted. Given the importance of strong, effective leadership of the Board to ensure delivery against key strategic priorities, governors agreed to avoid further delay and proceed on the basis of verbal nominations.

The Clerk invited verbal nominations from governors for the role of Chair of the Governing Body.

Due to her extensive experience both in the education sector and previously within Carmel, Helen Stevenson was nominated for the role. Helen accepted this nomination. There were no other nominations. The nomination was proposed and seconded by existing Foundation Governors. A vote took place with a unanimous

outcome in favour of Helen Stevenson being elected as the Chair of the Governing Body.

The Board **elected** Helen Stevenson to serve as Chair of the Governing Body from 1 September 2021 to 31 August 2023. Mick Martin would continue as Acting Chair in the interim period, during which appropriate transition and handover activities would take place with the newly elected Chair.

The Board recorded its thanks to the previous Chair, Rev. Paul Rooney, for his service to the College.

13.2 **To elect a Vice Chair of the Governing Body to serve for a two-year term** *(previously circulated)*

Written notice had been sent to all governors inviting nominations for the role of Vice Chair to serve from 1 August 2021 to 31 July 2023. No nominations had been received. It was agreed to seek verbal nominations from governors.

Mick Martin was asked if he would accept a nomination to serve for a further period as Vice Chair. Mick Martin accepted the nomination but advised governors to consider a shorter term of appointment, for one year, so that in future the terms of office for Chair and Vice Chair did not coincide.

The nomination was proposed and seconded by existing Foundation Governors. A vote took place with a unanimous outcome in favour of Mick Martin being elected as the Vice Chair of the Governing Body for a period of one year.

The Board **elected** Michael Martin to serve as Vice Chair of the Governing Body from 1 August 2021 to 31 July 2022.

14. **POLICIES**

14.1 **Chaplaincy Policy** *(previously circulated)*

The Principal presented the updated Chaplaincy Policy and 'Collective Worship at Carmel' document to the board.

The Board **noted** the updated policy documents.

14.2 **Safeguarding and Child Protection Policy** *(previously enclosed)*

The Chair of the Quality and Standards Committee explained that this policy had not been considered by this committee as usual due to the timelines for amendment. However, the updated policy had to be in place from 1 September 2021 and hence had been brought straight to the Board for consideration and approval.

The Vice Principal (Strategy and Resources) reported that the policy had been substantially amended in line with the updated DfE statutory guidance 'Keeping Children Safe in Education (from 1 September 2021)'. She referred governors to the significant changes made to the policy and, in particular, to the legislative framework set out at section 3 and the role and responsibilities of the Governing Body set out at section 4. Also highlighted were:

- Additional safeguarding requirements in relation to third party users of College facilities.
- Strengthened guidance on e-safety for students.
- Staff training on local terrorism profile.

A discussion ensued and governors' questions were invited.

Q – Given Ofsted's recent focus on sexual harassment and sexual violence within educational settings, does the policy adequately cover this?

A – It was confirmed that full consideration had been given to these issues. There was a section on peer-on-peer abuse and more training would be delivered on this to both students and staff. Systems were in place to ensure all students were aware of appropriate/inappropriate behaviour as part of the induction process and the 10:10 programme.

Q – Third party hire of facilities – questionnaire to be given to external agencies to complete if they want to hire the premises. Who will be responsible for monitoring the responses to these questionnaires and ensuring appropriate action taken if necessary?

A – Questionnaire designed by Safeguarding Team. Completed forms will be monitored by the Estates Manager.

The Board **approved** the updated Safeguarding and Child Protection Policy.

14.3 Equality and Diversity Policy / Plan *(previously circulated)*

The Board accepted the recommendation of the Quality and Standards Committee and **approved** the Equality and Diversity Policy / Plan.

14.4 Data Protection Policy *(previously circulated)*

The Board accepted the recommendation of the Quality and Standards Committee and **approved** the Data Protection Policy.

14.5 Professional Development Policy *(previously circulated)*

The Board accepted the recommendation of the Quality and Standards Committee and **approved** the Professional Development Policy.

14.6 Student Fee Charging Policy *(previously circulated)*

The Board accepted the recommendation of the Finance and Resources Committee and **approved** the Student Fee Charging Policy.

15. COMMITTEE MEETINGS

15.1 To approve election of Quality and Standards Committee Chair *(previously circulated)*

The Board approved the nomination of Mick Martin to serve as Chair of the Quality and Standards Committee from 1 August 2021 to 31 July 2023.

To receive the following unconfirmed minutes:

15.2 Quality and Standards Committee meeting held on 18 May 2021 *(previously circulated)*

The Board **received** the draft minutes from the Quality and Standards Committee meeting held on 18 May 2021.

15.3 Search Committee meeting held on 24 May 2021 *(previously circulated)*

The Board **received** the draft minutes from Search Committee Meeting held on 24 May 2021.

15.4 Search Committee special meeting held on 28 May 2021 *(previously circulated)*

The Board **received** the draft minutes from Search Committee special meeting held on 28 May 2021.

To receive the following verbal reports:

15.5 Audit Committee meeting held on 15 June 2021

The Chair of Audit Committee provided an overview of the key aspects discussed at the meeting. Points highlighted included:

- First meeting for new Audit Committee member, Michelle Dutton.
- Internal Audit Corporate Governance review considered.
- Internal audit plan for coming year agreed.
- Post-16 Code of Practice changes.
- Procedure for complaints against the governing body, board members and the clerk – Archdiocese advice had been received and the procedure would be updated accordingly and brought back to the Board for consideration and approval.

ACTION – Review procedure for complaints against the governing body, board members and clerk

15.6 Finance and Resources Committee held on 24 June 2021

The Vice Chair of the Finance and Resources Committee provided an overview of the key aspects discussed at the meeting. Primary focus had been on scrutiny of the College Financial Forecasting Return and consideration of student recruitment data.

16. ANY OTHER BUSINESS

None.

17. DATE OF NEXT MEETING

17.1 Full Governing Body Meeting – Tuesday 12 October 2021 at 6pm.

The Board was requested to note that this meeting would take place face-to-face in the College.

There being no further Part 1 business to discuss the meeting concluded at 8.30pm.

Signed by the Chair:



On this day: _____ 18 October 2021 _____