



Minutes of the Full Governing Body Meeting held on Tuesday 6 December 2022 at 6pm in the College Conference Room

Present:	Sarah Carroll	Foundation Governor
	Mark Dawson	Parent Governor
	John Fogarty	Foundation Governor
	Susan Jarvis	Co-opted Governor
	Oliver Maddock (<i>Vice Chair</i>)	Foundation Governor
	Mick Martin	Foundation Governor
	Tracy Mawson	Co-opted Governor
	Andrew Rannard	Foundation Governor
	Sarah Savage	Staff Governor
	Graeme Slater	Foundation Governor
	Joe Stead	Student Governor

In attendance:	Karl Smith (<i>Vice Principal, Curriculum & Quality</i>)
	Michelle Williams (<i>Vice Principal, Strategy & Resources</i>)
	Mike Benson (<i>Partner, Murray Smith LLP</i>) – up to item 6.2
	Nicola Tucker (<i>Director, Murray Smith LLP</i>) – up to item 6.2
	Janet Nevin (<i>Observer and Interim Co-Principal</i>)
	Angela Williams (<i>Observer and Interim Co-Principal</i>)
	Ruth Potter (<i>Clerk to Governors</i>)

PART 1

The Vice Chair of Governors welcomed people to the meeting and introduced Janet Nevin and Angela Williams to the Governing Body. In the absence of the Chair of Governors, the meeting would be chaired by the Vice Chair.

1. ROUTINE AND STANDING ITEMS

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. The following interests were declared:

Item 6.3 – Staff pay awards – Michelle Williams, Karl Smith, Sarah Savage, Ruth Potter

The declarations of interest were **noted**.

2. Apologies for absence

Apologies had been received and accepted from the following board members:

- Helen Stevenson – Foundation Governor (Chair of Governors)
- Andrew Jones – Co-opted Governor
- Leigh Rice – Associate Member

The meeting was quorate.

3. **Items for inclusion under any other business**

The following item was submitted by the Vice Chair and **accepted** by the Governing Body:

- Vote of thanks

4. **Minutes of the Governing Body meeting held on 11 October 2022** (*previously circulated*)

The minutes of the Full Governing Body (FGB) meeting held on 11 October 2022 were (a) approved and the Vice Chair authorised to sign them 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 minutes** (*previously circulated*)

The Governing Body noted the action log prepared by the Clerk.

6. **FINANCIAL MANAGEMENT**

6.1 **Financial Statements for the year ended 31 July 2022** (*previously circulated*)

The Vice Principal (Strategy and Resources) presented the College's financial statements for the year ended 31 July 2022 and provided an overview of the headline financial data. She highlighted the following key points:

- deficit for the year of £(582)k
- total comprehensive income for the year of £5,927k
- net reserves of £6.7m
- increase in income of just over 4%
- increase in staffing costs of just over 9%
- increase in other operating expenditure of just under 17%
- strong cash balance and liquidity.

The Vice Principal confirmed that, on the advice of the External Auditor, a post-balance sheet event note had been inserted on page 54 of the financial statements to reflect the recent Office for National Statistics (ONS) decision to reclassify colleges as part of central government. The College's financial health grade would be reported as Good.

The Chair of the Finance and Resources Committee reported that the financial statements had been scrutinised by the Finance and Resources Committee at its meeting on 17 November 2022. He explained that the deficit had arisen largely due to the FRS17 valuation of the Local Government Pension Scheme (LGPS) pension scheme.

Q – How does the College's deficit level (after the pension adjustment is removed) compare with other similar institutions?

A – Benchmark data indicates it compares favourably.

It was reported that the Audit Committee had considered the financial statements at its meeting on 22 November 2022 during which the External Auditor was present. The recommendation arising from the Audit Committee was for the Full Governing Body to approve the financial statements.

The Governing Body accepted the recommendation made by the Audit Committee and **approved** the Financial Statements for the year ended 31 July 2022. The

Financial Statements would be signed accordingly by the Chair of Governors and College Accounting Officer via a secure electronic system.

ACTION – Chair and Accounting Officer to sign financial statements upon receipt from External Auditor.

6.2 **Audit Completion Report** *(previously circulated)*

Nicola Tucker (Murray Smith LLP) presented the Audit Completion Report for the year ended 31 July 2022 and explained that the report contained all audit findings and regularity assurance conclusions. An overview of each section of the report was provided and key findings highlighted for governors.

The External Auditor advised that, despite the challenges that could have arisen as a result of a cyber-attack mid-year, the audit had been completed without issue and had resulted in a clean report with no significant findings or recommendations.

It was noted that the Audit Committee had scrutinised the Audit Completion Report at its meeting on 22 November 2022 and recommended approval to the Full Governing Body.

Governors' comments and questions on the Audit Completion Report were invited.

Q – With regard to the fixed asset adjustment due next year, what is the anticipated value?

A – This is not yet known.

The Vice Chair thanked Murray Smith LLP for presenting their findings to the Governing Body and extended its appreciation to the Vice Principal (Strategy and Resources) and the Finance Team for their work throughout the year.

The Governing Body accepted the recommendation made by the Audit Committee and **approved** the Audit Completion Report.

Mike Benson and Nicola Tucker left the meeting at this point.

6.3 **Staff Pay Awards** *(previously circulated)*

The Vice Principal confirmed that the National Joint Council (NJC) for Staff in Sixth Form Colleges teaching staff pay agreement for 2022-23 had not yet been reached. Strike action had been taken on 30 November 2022 by members of the National Education Union (NEU). Ten members of College staff had been involved in this industrial action which had resulted in the Foundation Learning department closing for the day.

An agreement had, however, been reached for the NJC Support Staff Pay Agreement 2022-23 and the Vice Principal referred governors to the letter dated 8 November 2022 from Graham Bird and Ben Thomas (NJC Joint Secretaries).

The Vice Principal indicated that this pay award would result in an additional cost of £34k to the planned budget and indicated that any subsequent teaching staff pay award would have an additional impact. If approved, the pay award would be processed in time for December payroll.

A discussion ensued on the budgetary impact of higher than planned pay awards.

The Governing Body **approved** the support staff pay award for 2022-23.

7. COLLEGE MANAGEMENT REPORTS

7.1 College Management Report *(previously circulated)*

Self-assessment review 2022

The Vice Principal (Quality & Curriculum) outlined the College's self-assessment review (SAR) process that had taken place during the Autumn Term. In particular, he highlighted that employers and universities had been represented on SAR panels and this had provided excellent additional support and challenge with regards to the provision of skills. A number of governors had also attended departmental SAR panels and confirmed that the input of these stakeholders had been influential.

Student Destinations 2022

Governors were referred to the headline destinations data for 2022 which had been considered in full by the Quality and Standards Committee on 29 November 2022. The percentage of students progressing to higher and further education, employment and apprenticeships was highlighted. In particular, governors were referred to the Sixth Sense destinations report with value-added analysis showing the College to be above national average by 7% for students going to university and above by 4% for students progressing to a Sutton 30 institution. The importance of this data in relation to student progression was highlighted and reference was also made to the performance drill down data by specific student cohort.

Marketing and liaison

The Vice Principal (Quality & Curriculum) reported that the College had hosted three busy open evenings during the Autumn Term and the applications for 2023 admission were looking positive.

Retention data

On course retention was reported as 93.1% and whole college retention stood at 99.5%. Attendance stood at 94%.

Foundation Learning

The work undertaken to develop Foundation Learning students and secure their progression through appropriate work experience placements was reported.

Equality & Diversity (E&D)

The College's E&D newsletter had previously been shared with governors and the Vice Principal highlighted some of the activities led by the College's E&D co-ordinator and the E&D Committee.

Governors' comments and questions were invited on the College Management Report.

Q – In terms of applications for 2023, has there been interest in the T Level courses?

A – Similar level of interest to last year, relatively limited numbers.

Q – Is the T Level building being utilised well in the meantime?

A – Yes – used where appropriate for activities such as exams, teaching, small group tuition and training.

Q – At what point will the decision be made whether it is viable to run the T Level courses next year?

A – Following enrolment.

Q – Is there a contingency plan for how the building can best be used should the T Level courses not run as planned in 2023?

A – No plan in place yet, but agree that appropriate modelling and contingency planning should take place once student recruitment figures are clearer after March 2023.

A discussion ensued on the rise in the percentage of students not in employment, education or training (NEET). An issue was reported regarding the classification of students on a gap year falling into this category despite their plans for progression onto a deferred university place.

Discussion also took place on student behaviour and the capacity amongst Personal Achievement Tutors (PATs) to deal with this effectively.

The Governing Body thanked the Vice Principal for his report and **noted** the contents.

7.2 **Whole College Self-Assessment Report (SAR)** *(previously circulated)*

The Vice Principal (Quality & Curriculum) reported that the annual cycle of self-assessment reports had been completed during the Autumn Term, culminating in the whole College SAR panel at the beginning of the week. All areas had been self-assessed as outstanding. The Vice Principal (Strategy & Resources) reported that all support teams had also been through the SAR process for the first time this year.

The resultant Quality Improvement Plan (QIP) for 2022-23 was presented to governors, highlighting the priorities for action to ensure continuous improvement over the coming year. It was noted that a progress report against these actions would be presented to the Quality and Standards Committee in March 2023.

Governors' comments and questions were invited.

Q – Who would lead QIP activity moving forwards following planned departure of Vice Principal (Quality & Curriculum) at end of December 2022?

A – Interim Vice Principal in the first place supported by the Assistant Principal.

Following discussion, the Governing Body **approved** the College SAR 2022.

7.3 **College Holiday Pattern 2023-24** *(previously circulated)*

The Vice Principal (Quality & Curriculum) presented for approval the holiday pattern for the 2023-24 academic year. It was explained that the pattern had been drafted to provide for a longer October break and shorter Easter break.

The Governing Body **approved** the College Holiday Pattern 2023-24.

8. **STUDENT VOICE AND STAKEHOLDER ENGAGEMENT**

8.1 **Student Governor Update** *(previously circulated)*

The Student Governor presented his report and confirmed that the Student Council had met during the Autumn Term and agreed to focus its activities upon the following priority areas:

- Road safety – a meeting had been organised with the local authority to discuss possible safety measures around the College entrance from Prescott Road

- Carmel radio – options were being considered to facilitate Carmel radio being played in the refectory but the current speaker system was not operational
- Social media – improving and enhancing visibility of the Student Council
- Food in the refectory – a meeting had taken place with the head chef and actions already agreed with regard to more vegan options and the publication of menus with allergen information.

Governors' comments and questions were invited.

It was suggested that with regard to road safety, the Student Council may also wish to engage with the local Police and Crime Commissioner whose remit included community safety.

The Vice Principal (Strategy & Resources) confirmed that there may be an opportunity to address the speaker issue in the refectory during the planned roof repairs project and she would liaise with the project manager accordingly.

ACTION – Investigate options to address speaker issue in refectory

The Governing Body thanked the Student Governor for his report and **noted** the contents.

9. STRATEGIC ISSUES

9.1 Strategic Plan 2022-25 – progress update (*previously circulated*)

The Vice Principal (Strategy & Resources) presented this progress report on the College's previously approved strategic plan objectives, including a report on 2021-22 outcomes against the key performance indicators (KPIs) outlined on page 3 of the Strategic Plan.

Governors' attention was drawn in particular to the target to maintain student numbers at 2,400 or above and the Vice Principal indicated that it may be beneficial to review this number. A discussion ensued and a number of questions were raised by governors, including:

Q – A reduction in student numbers would impact on funding the following year (due to lagged funding). What plan was in place to fill the resultant shortfall in funding should this target be reduced?

A – No plan in place as yet, this would be form part of the modelling work in the new year.

Q – Had the College ever met the 2,400 student number target?

A – No

Following consideration, it was determined that the College should continue with the approved strategic plan and review at the strategy away day.

Academisation

The Vice Principal reported the initial outcome of stage 1 of the Archdiocese of Liverpool's academisation strategy. No documentation had yet been received regarding this outcome, however a series of webinars had been held for Headteachers and Chairs of Governors at which the initial outcome had been relayed. Further close consideration of the options would be required by governors in the new year.

ONS reclassification decision

The Vice Principal reported on the recent decision by the ONS to reclassify colleges as public sector institutions and referred governors to the email sent by the Clerk on 30 November 2022. College staff were starting to work through the considerable implications of this decision, key among which were:

- commercial borrowing restrictions
- senior pay controls
- no VAT benefit
- compliance with requirements of HM Treasury's document, *Managing Public Money*.

There were numerous uncertainties arising from the decision – for example, potential impact on liabilities arising from membership of LGPS – as well as the exact timescale for implementation of certain requirements. A further report to governors would be provided once the full impact of this change was understood.

Board and CMT away day

A suggestion was made for an away day to facilitate closer collaboration and communication between governors and senior management on key strategic issues. There was general support for such a session to be arranged in the new year and options for the content were discussed. It was agreed that two key priorities for the session should be:

- introductions for newer members of the board and CMT
- academisation strategy – potentially with input from the Archdiocese and Sixth Form College Association (SFCA).

In order to secure strong attendance by governors, it was agreed that a twilight session was preferable running from mid afternoon through to evening. Dates at the end of January and into early February would be considered and options circulated.

ACTION – Chair, Vice Chair and Clerk to identify potential dates for Board/CMT twilight session

9.2 **Leadership recruitment** (*previously circulated*)

The Clerk presented a paper setting out the compliance framework with respect to the imminent recruitment of senior Catholic post-holders, namely a Principal, Vice Principal and Head of RE. Reference was made to the responsibilities of the Governing Body for these appointments as set out in the Instrument and Articles of Government. In addition, governors' attention was drawn to the requirements set out in the Catholic Education Service's 'Memorandum on appointment of staff in Catholic schools', specifically the expectation that these senior Catholic post-holders will be practising Catholics and the need to involve the Archdiocese in the recruitment process. Finally, the Governance4FE best practice guidance – Recruiting a CEO/Principal – was highlighted for consideration.

The importance of the Governing Body's role in the appointment of a permanent Principal and the need to secure the successful future leadership of the College was stressed. As such, this recruitment activity would require careful consideration and project planning.

Discussion ensued and governors considered the various options for the recruitment of a permanent Principal. It was agreed that in the first instance, the recruitment should be managed in-house without engaging an external executive search agency.

Following consideration, the Governing Body agreed that a Recruitment Working Party be established (consisting of governors and key staff) to drive forward the recruitment process. The Working Party would have no delegated powers, but would be tasked to report back to the full Governing Body with recommendations for approval. Its terms of reference would include:

- developing and planning the recruitment process and timeline
- drafting the recruitment documentation (job description, person specification, applicant information pack etc.)
- identifying potential members of the Selection Panel.

Membership of the Recruitment Working Party was considered by the Governing Body and agreed as follows:

- Helen Stevenson – Chair of Governors and Foundation Governor
- John Fogarty – Chair of Remuneration Committee and Foundation Governor
- Mick Martin – Chair of Quality and Standards Committee and Foundation Governor
- Janet Nevin and Angela Williams – interim co-Principals
- Lyndsay Bagley – HR Manager.

Further discussion ensued on the challenges involved with identifying suitable candidates and the potential risks associated with this. In particular, the potential impact on the timeline for the permanent Vice Principal recruitment was discussed.

It was agreed that the first meeting of the Recruitment Working Party would be scheduled as soon as possible.

ACTION – Recruitment Working Party meeting

10. RISK MANAGEMENT AND AUDIT

10.1 JISC Cyber Security Review *(previously circulated)*

The Vice Principal (Strategy & Resources) updated the Governing Body on the JISC cyber security assessment which had commenced the previous day. The Audit Committee had approved this review in order to gain further independent assurance over cyber security measures following the cyber-attack. The outcome of the review would be reported back to governors in the Spring Term. An update was also provided on the College's cyber protection insurance and the costs associated with this.

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

ACTION – Report outcome of JISC Cyber Security Review

10.2 Risk Register and Risk Management Action Plan *(previously circulated)*

The Vice Principal (Strategy & Resources) presented the College's updated risk register and action plan and reported that this had already been considered by Audit Committee at its meeting on 22 November 2022. The following points were highlighted:

- Risk Register was based on the approved Strategic Plan for 2022-25 as well as College priorities for the 2022-23 academic year.
- All risks associated with the achievement of this annual operating plan had been analysed and mitigating actions identified.
- The risk appetite previously approved by the Governing Body was described.

- Residual risk ratings indicated four significant risks and two contingent risks with all other areas rated as housekeeping or low.
- Three significant risks were in relation to IT and one was in relation to College leadership.

Discussion ensued on the key risks facing the College and the operational plans in place to mitigate these.

The Governing Body **approved** the risk register and risk management action plan.

10.3 **Counter Fraud Policy** *(previously circulated)*

The Vice Principal (Strategy & Resources) presented the Counter Fraud Policy which had been considered by the Audit Committee at its September meeting and recommended for approval. The policy set out the basis of the College's strategy in this key area and had been developed based on sector best practice and Post-16 Audit Code of Practice requirements. It was explained that should the Counter Fraud Policy be approved, staff training would be required in order to ensure awareness in this important area.

Discussion ensued and it was agreed that associated training plans should also include the Governing Body.

The Governing Body **approved** the Counter Fraud Policy.

ACTION – Staff and governor training on new counter fraud strategy

11. **GOVERNANCE**

11.1 **Education and Training Foundation (ETF) Board Review Action Plan and Governance SAR** *(previously circulated)*

The Chair of Search Committee presented this report which provided an update on actions taken since the external review of governance in summer 2021. It was noted that all actions were reported as closed, with two actions due to be carried forward to the new Governance SAR and QIP for further development. It was explained that due to other pressing business this term, the Governance SAR was not yet ready for approval however much of the evidence feeding into this self-assessment (for example, annual board survey, board member 1-2-1s, skills audit, code of governance compliance assessment and KPI analysis) was available and would be used to identify key areas for improvement in the year ahead. This work would be led by the Chair of Search Committee and Clerk to Governors in the new year.

The Governing Body **agreed** to close off the ETF Board Review Action Plan with a view to considering a new Governance SAR and QIP in the new year.

ACTION – Develop Governance SAR for approval by Governing Body at next meeting

11.2 **Membership and succession planning** *(previously circulated)*

The Chair of Search Committee updated the Governing Body on the latest developments with regard to its membership and succession planning.

Vacancies

Board vacancies were reported as:

- Three Foundation Governor vacancies – one prospective new Foundation Governor application had been received
- One Principal vacancy

- One Staff Governor vacancy – anticipated in the new year as the existing Staff Governor had submitted notice of her resignation with effect from 31 December due to time pressures.

It was proposed that the nomination and election process for a new Staff Governor commence in the new year, with a recommended appointment in time for the March Governing Body meeting. The Board agreed to the proposed election timescale.

Governing Body members for re-appointment

It was reported that three governors' terms of office were due to expire in the first quarter of 2023 and, following consideration at the Search Committee meeting held on 15 November 2022, the three individuals were recommended for re-appointment for a further term of office for four years as follows:

- John Fogarty, Foundation Governor – 1 January 2023 to 31 December 2026
- Andrew Rannard, Foundation Governor – 1 February 2023 to 31 January 2027
- Tracy Mawson, Co-opted Governor – 1 February 2023 to 31 January 2027

The Clerk confirmed that in line with usual policy and procedure, the re-appointment of Foundation Governors would be subject to the ultimate approval of the Archdiocese and this authority would be sought should the Governing Body approve these re-appointments. In addition, all re-appointments were subject to satisfactory completion of a new DBS check.

The Governing Body **approved** the re-appointment of John Fogarty, Andrew Rannard and Tracy Mawson subject to Archdiocesan approval of Foundation Governor appointments and satisfactory completion of DBS checks.

Committee appointments

Oliver Maddock proposed that given the increased membership of Quality and Standards Committee, it may be appropriate for him to stand down from this Committee with a view to making best use of his professional skills and experience on the Audit Committee.

The Governing Body **approved** the appointment of Oliver Maddock to the Audit Committee and his withdrawal from Quality and Standards Committee.

**ACTION – (a) Staff Governor nomination / election process in new year
(b) Arrange DBS checks for re-appointed governors**

12. CONSENT AGENDA

It was noted that no questions had been raised in advance of the meeting with the Clerk regarding the papers listed under the consent agenda. The Vice Chair advised the Governing Body that there remained an opportunity to raise any queries if required. None were raised.

Policies and other documents *(previously circulated)*

- 12.1 **Risk Management Policy**
- 12.2 **Health and Safety Annual Report 2021-22**
- 12.3 **Health and Safety Policy**
- 12.4 **Governing Body Handbook 2022-23**
- 12.5 **Arrangements for obtaining the views of staff and students**

The Chair of Quality and Standards Committee indicated that in due course a more wide-ranging stakeholder engagement strategy may require development.

The Governing Body **approved** all the documents without revision.

Committee minutes and reports (*previously circulated*)

Committee Chairs were invited to highlight key points of interest arising from the recent round of Committee meetings.

12.6 Search Committee draft minutes from 15 November 2022

The Chair of the Search Committee reflected on the annual reports presented to this Committee meeting and took the opportunity to thank all Governing Body members for their excellent levels of attendance at meetings throughout the previous academic year. Thanks were also extended to the Chair of Governors for the round of board member 1-2-1 meetings that she conducted in the summer.

12.7 Finance and Resources Committee draft minutes from 17 November 2022

The Chair of the Finance and Resources Committee confirmed that the main item of business considered by the Committee – the financial statements – had been presented separately to the Governing Body under item 6.1.

12.8 Audit Committee draft minutes from 22 November 2022

In the absence of the Chair of Audit Committee, Mark Dawson had agreed to provide an update to the Governing Body. He reported on the key business discussed during the meeting – risk register, internal audit reports – and also advised that the Internal Auditor had provided Committee members with risk management training in advance of the meeting.

12.9 Quality and Standards Committee draft minutes from 29 November 2022

The draft minutes were unavailable and would be circulated with the next set of Board papers. In the meantime, the Chair of the Quality and Standards Committee provided a verbal update on the main items of business considered by the Committee some of which had already featured in the College Management Report (item 7.1). In addition, he highlighted the Safeguarding internal audit report that had been presented to Audit Committee in November and had given rise to one low grade recommendation.

The Governing Body **noted** all committee minutes and reports.

13. OTHER MATTERS

13.1 Any other business

Vote of thanks

The Vice Chair extended the Governing Body's appreciation to Sarah Savage for her valuable contribution to the board during her time as Staff Governor.


The Vice Chair reflected on the 21 years' service to College provided by Karl Smith in a variety of roles and most recently as Vice Principal. The Governing Body put on record its thanks to Karl for his dedicated service to the College and its students and wished him every success in his new role as Principal of Rochdale College. Karl confirmed that it had been a privilege to serve the College during the last two decades and acknowledged the excellent efforts of all staff.

13.2 **Date of next meeting**

The Vice Chair indicated that the next scheduled meeting was set for Tuesday 28 March 2023 at 6pm, however it was likely that an earlier additional meeting would need to be called given the important Governing Body decisions that would be required on certain key matters.

There being no further Part 1 business to discuss the meeting concluded at 7pm.

Signed by the Chair: _____

A handwritten signature in black ink, appearing to read 'Alan Shaw', written over a horizontal line.

On this day: _____ 28 March 2023 _____