



Minutes of the Full Governing Body Meeting held on Monday 4 July 2022 at 6pm in the College Conference Room

Present:	John Fogarty	Foundation Governor
	Mike Hill	Principal
	Susan Jarvis	Co-opted Governor
	Andrew Jones	Co-opted Governor
	Oliver Maddock	Foundation Governor
	Tracy Mawson	Co-opted Governor
	Andrew Rannard	Foundation Governor
	Sarah Savage	Staff Governor
	Helen Stevenson (<i>Chair</i>)	Foundation Governor
In attendance:	Karl Smith (<i>Vice Principal, Curriculum & Quality</i>)	
	Michelle Williams (<i>Vice Principal, Strategy & Resources</i>)	
	Ruth Potter (<i>Clerk to Governors</i>)	
	Joe Stead (<i>Student Governor elect</i>)	

PART 1

The meeting was opened in prayer by the Chair of Governors.

1. ROUTINE AND STANDING ITEMS

1.1 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 other interests were declared other than those that were already recorded on the College's register of interests.

1.2 Apologies for absence

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

- Mick Martin – Foundation Governor
- Mark Dawson – Parent Governor
- Leigh Rice – Associate Member

The meeting was declared quorate.

1.3 Items for inclusion under any other business

There were no items submitted for inclusion under any other business.

1.4 Minutes of the Governing Body meeting held on 29 March 2022 (*previously circulated*)

The minutes of the Full Governing Body (FGB) meeting held on 29 March 2022 were (a) approved and the 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.

- 1.5 **Matters arising from the Governing Body minutes** *(previously circulated)*
The Board noted the action log prepared by the Clerk.

2. CHAIR'S ACTION

- 2.1 **Student Transport Tender** *(previously circulated)*

The Board considered the decision to defer the tender until 2023 and negotiate a 12-month extension to existing contracts which had taken effect on 9 May 2022. Due to the urgency of this matter, the Chair had taken the decision to approve this course of action following consultation with, and agreement of, Committee Chairs and/or Vice Chairs.

The Board noted and **approved** the action.

- 2.2 **CIFAS Protective Registration** *(previously circulated)*

The Principal updated governors on the action taken with regard to this protection for staff and governors which had been approved by the Chair – and supported by all Committee Chairs – on 24 May 2022. Upon further investigation, and with additional professional advice, it had been determined that access to the Experian Identity Plus service was more universally appropriate with the option to extend this to CIFAS protective registration for those individuals at higher risk of fraud.

The Board noted and **approved** the action.

3. STUDENT VOICE

- 3.1 **Student Council Annual Report** *(previously circulated)*

The Board considered the Student Council Tutor's Annual Report which had been previously circulated. It was noted that no report had been received from the outgoing Student Governor and it was agreed that greater input into the Board would be required moving forward. A return to face-to-face meetings would hopefully facilitate enhanced contribution in the coming academic year.

4. PRINCIPAL'S REPORT

- 4.1 **Cyber Attack Update Report** *(previously circulated)*

The Principal presented this report to the Board and updated members on the action taken to investigate the recent cyber-attack and restore College systems. The following key points were highlighted:

- Following the cyber-attack, the decision was taken to keep the College open and ensure continuity of teaching and learning for students despite the challenges presented by the lack of functional IT systems. Examinations had continued as planned with minimal disruption and every effort had been made to ensure that students were not disadvantaged by this criminal act.
- The College had been advised that this had been a 'zero-day' attack, meaning that the attackers had exploited a newly discovered security vulnerability.
- Specialist support had been provided by cyber-security experts and the aim was to build systems back better.
- It was anticipated that all systems would be restored back to full functionality by results day.
- Data mining company had been deployed to investigate the personal data that had been placed on the dark web and notification letters would be sent to affected individuals. Staff data and limited student and governor data was included in this data leak. The Experian Identify Plus service would be available to all those affected.

- Work was continuing to examine the leaked data to ascertain whether any former staff, students or governors were impacted. Additional notification letters would be issued as required.
- The College had formally notified key external agencies of the cyber-attack and would update the Information Commissioner's Office (ICO) with the latest action taken in respect of the leaked data.

Governors' comments and questions were invited.

Q – Exactly what action would be taken in relation to students whose personal data had been leaked?

A – These eight students would be notified the following day and appropriate support and advice would be given. However, if they were under 18 they would not be able to access the Experian service.

Q – Key question for governors is what needs to be put in place to protect the College in the future. Will a report be presented to the Board with recommendations arising from lessons learnt?

A – Yes, this would be presented to Audit Committee for initial consideration and then brought to the full Board.

Q – Aware of staff concerns arising from the incident. Is there a need to review staff communications strategy?

A – 14 staff briefings had taken place so far and advice had been provided to staff by Merseyside Police. Staff drop-in sessions scheduled later that week so that individuals could review the data specific to them that had been breached.

Q – Any issues anticipated regarding potential liability for the College?

A – This was a criminal act against the College. Since its occurrence, due process had been followed and all relevant agencies notified as required in accordance with professional advice.

The Chair thanked the Principal for his report and expressed the Board's appreciation to all staff and students who had shown great resilience during this challenging time. The Board **noted** the contents of the report.

4.2 **Principal's Termly Report** (*previously circulated*)

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

- Student outcomes and progress – Monitoring and Progress Points (MAPP) report evidenced positive student progress. Examinations had gone well despite this being a challenging time for this cohort of students who had taken their first formal exams since Year 6. Formal assessment practice in the sports hall had prepared students well for the experience.
- Ofsted – 16-19 tuition fund best practice review visit, focussed on Spanish, had taken place with positive feedback provided.
- Quality Improvement Plan (QIP) – good progress had been made against actions outlined in the Whole College QIP.
- Academisation – whilst the primary legislation, the Skills and Post-16 Education Act, had been passed, progress had been delayed whilst the secondary legislation setting out the required regulations was awaited. In

addition, the Archdiocese of Liverpool had not yet published its consultation on its academisation strategy.

- T Level programme – capital development project to re-configure the Stoker Building in preparation for the commencement of the two new T Level study programmes remained on track.
- Leadership and management – updated staff organisation chart provided details of new Assistant Principal post-holders and reporting structure. In terms of recruitment for the new academic year, the College would be fully staffed from a teaching point of view. Still holding some vacancies amongst the support staff and recruitment was proving difficult in certain specialist areas.
- Student recruitment – over 1,200 Year 11 students had been on site earlier that day for the College taster event. Over 2,500 applications had been received and, using previous conversion rates, there was confidence that the recruitment target would be met.
- Chaplaincy Annual Report – included reference to the first face-to-face leavers’ service for two years.
- Personal development – highly successful careers event and a north-west universities day had been held in College during the previous month.

A discussion ensued and a number of governor questions were answered, including:

Q – Regarding the specialist support staff vacancies, is the salary offered sufficiently competitive?

A – Reviewing recruitment strategy and this will be part of the consideration.

Q – Have flexible working options been considered as part of the package to attract potential candidates?

A – Yes. In addition, the Sixth Form College Association (SFCA) had been running a flexible working pilot in the sector and the findings from this would be considered.

Q – Can the rationale for the allocation of the 10:10 Programme within the new Assistant Principal structure be explained?

A – Want to implement new task-based solution to improve the Programme and the responsibility for this has been determined accordingly.

The Board thanked the Principal for his report and:

- **noted** the contents of the Principal’s Termly Report
- **noted** the Chaplaincy Annual Report 2021-22.

ACTION – Principal to update governors on Archdiocesan academisation strategy upon publication of the consultation.

4.3 **Change in Designated Safeguarding Lead (DSL) Post-holder** (*previously circulated*)

The Principal reported on the proposal to change the College’s DSL post-holder from Michelle Williams (Vice Principal) to Emma Smith (Assistant Principal). Emma had previously acted as Deputy DSL and Safeguarding Manager and was fully trained and equipped to take over this role. The Vice Principal would deputise as DSL and remain a member of the Safeguarding Team. It was noted that this change in post-holder had been considered by the Quality and Standards Committee at its meeting on 24 May 2022 and had been recommended for approval by the full Governing Body.

The Board **approved** the appointment of Emma Smith (Assistant Principal) as Designated Safeguarding Lead with effect from 1 September 2022.

5. STRATEGIC ISSUES

5.1 Board reports on strategic priorities and KPIs *(previously circulated)*

The Principal presented a Year 1 progress update against the priorities set out in the Strategic Plan 2022-25. Good progress was reported across most areas with delays in respect of potential academisation having been referenced during discussion of the Principal's Report.

A recommendation to develop a governor dashboard report arising from the internal audit on strategic planning was highlighted. Work to develop a draft dashboard would take account of best practice examples from other colleges. Governor feedback on the potential metrics and design was invited.

The Board **noted** the Year 1 progress report against the College's Strategic Plan.

ACTION – Develop draft dashboard report and seek governor feedback.

5.2 DfE Annual Strategic Conversation *(previously circulated)*

The Principal reported on the recent discussion with Department for Education (DfE) and Further Education Commissioner representatives during the College's annual strategic conversation that took place on 17 June 2022. No action points were recommended during the meeting. A letter from the DfE confirming the key points was awaited and would be shared with governors once received.

ACTION – Circulate DfE letter to governors once received.

6. FINANCE AND ESTATES MANAGEMENT

6.1 Finance Update and Management Accounts – April 2022 *(previously circulated)*

The Vice Principal (Strategy and Resources) provided an overview of financial performance – as presented in the RAG rated finance dashboard – and confirmed that the College was in sound financial health as at the end of April 2022. It was reported that the finance update and management accounts had been considered by the Finance and Resources Committee at its meeting on 23 June 2022.

The Board **noted** the contents of the finance update and management accounts.

6.2 Financial Forecast and Commentary 2022 to 2023-24 *(previously circulated)*

The Vice Principal (Strategy and Resources) referred governors to the Financial Plan 2022 to 2024 which detailed the anticipated financial forecast of the College for the financial years ended 2022 to 2024.

The Vice Principal confirmed that at its meeting on 23 June 2022, the Finance and Resources Committee had reviewed the financial forecast and recommended approval to the full Governing Body. The Governing Body (as the corporation) was ultimately responsible for ensuring the financial viability of the College and as such must approve the College Financial Forecasting Return (CFFR).

The following key aspects were highlighted:

- Summary outturn position including the operating forecast for 2021-22 and the plan for 2022-23 and 2023-24.
- Income assumptions based on planned student numbers.

- Pay expenditure based on estimated pay award that was subject to change following completion of Sixth Form College Association (SFCA) pay negotiations.
- Capital expenditure including Condition Improvement Fund and T Level capital bid implications.
- Sensitivity analysis demonstrating the potential impact of major changes in key assumptions.
- Under the existing financial health grading system, the College would be assessed as Good in 2022, Outstanding in 2023 and Outstanding in 2024. 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 Outstanding over the three-year period to July 2024.

The Chair thanked the Vice Principal for her report and commended the Finance Team for its work on all finance reports despite the recent IT challenges.

Following due consideration, the Board:

- **approved** the Carmel College financial forecast 2022-2024, and
- **approved** the 2022-2023 forecast as the operating budget for 2022-2023.

6.3 **ESFA College Financial Assessment Letter and Governors' Dashboard** (previously circulated)

The Vice Principal (Strategy and Resources) referred to the ESFA letter dated 26 May 2022 and governing body finance 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:

- Outstanding for 2020-21
- Good for 2021-22

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

6.4 **Condition Improvement Fund (CIF) Bid** (previously circulated)

The Vice Principal (Strategy and Resources) notified governors that the College's bid to support urgent roof repairs had been approved in full. The project had a total cost of £625k with a client contribution requirement of 30.5%. These costs had been incorporated in the financial plan.

Given that notification of the successful bid had been issued later than anticipated, the project completion timeline of 1 September 2022 was no longer achievable. Therefore, the Vice Principal reported that following an initial meeting with the College's external project management company, a change in project scope to extend the timeline had been submitted and subsequently approved by DfE. The project would now commence in January 2023 and the health and safety implications of having contractors on site during term time would have to be managed carefully.

In due course, governor representation on the associated tender panel for the building project would be required.

The Board **noted** the outcome of the bid.

7. RISK MANAGEMENT

7.1 Risk Management Action Plan (previously circulated)

The Vice Principal (Strategy and Resources) presented the updated Risk Register and Action Plan. It was confirmed that the Corporate Management Team (CMT) had reviewed the Register in light of the recent cyber-attack and considered the maintenance and restoration of IT systems to be a significant risk to the operation of the College. The updated Register and Action Plan reflected this review.

The updated document had been considered by the Audit Committee at its meeting on 14 June 2022.

The Board **noted** the updated Risk Register and Risk Management Action Plan.

7.2 External Auditor's Audit Strategy Memorandum for the year ended 31 July 2022 (previously circulated)

The Chair of the Audit Committee referred governors to the Audit Strategy Memorandum for the year ended 31 July 2022. The Memorandum had been prepared by the College's external auditors, Murray Smith LLP, and set out a summary of their audit plan in respect of the external audit of the College.

The Board **noted** the Audit Strategy Memorandum for the year ended 31 July 2022.

7.3 Internal Audit Plan 2022-23 (previously circulated)

The Chair of Audit Committee presented the Internal Audit Plan for the coming year. The Plan had been prepared by the College's internal auditors, Wylie Bisset, following consultation with the Chair of Audit, Clerk and Vice Principal (Strategy and Resources). It set out the proposed areas for internal audit during 2022-23.

Discussion ensued on the extra assurance required in relation to IT and cyber security following the incident in May. It was reported that CMT intended to commission a separate, expert report on cyber security at an appropriate point in the year. Specialists would be identified to conduct this review to ensure that the necessary level of expertise informed this piece of assurance work. The resultant report would be presented to Audit Committee and then brought to the full Board for due consideration.

The Board **approved** the Internal Audit Plan 2022-23 and **noted** the intention to commission a separate, specialist review with respect to cyber-security.

ACTION – Report back findings from specialist review of cyber-security.

8. GOVERNANCE

8.1 Amendment to Instrument and Articles of Government (previously circulated)

The Chair of Search Committee presented this report to the Board and explained that a previously agreed amendment to the Governing Body's composition dating back to 2016 had not been effected correctly and hence remedial action was required.

The Instrument and Articles of Government, and the proposed new Schedule to the Instrument, had been circulated to all governors for consideration. The proposed amendment to the Schedule reflected the Governing Body's intention to reduce Student Governor numbers from two to one and increase Co-opted Governor numbers from two to three. This composition had been in place since 2016, however the variation to the governing document had not been completed correctly. Appropriate professional advice had been sought and – in line with clause 11(3) of

the Instrument – the necessary direct written consent had been received on behalf of the Trustees and the Bishop.

In line with clause 11(2) of the Instrument of Government, the Governing Body **approved** the amended Schedule to the Instrument of Government.

8.2 **Education and Training Foundation (ETF) Board Review Action Plan** *(previously circulated)*

The Chair of Search Committee presented the ETF Board Review Action Plan log which had been updated with Summer Term progress. It was reported that three outstanding actions remained. Dates had been scheduled for board members' one-to-one meetings with the Chair and, during these, feedback on the link governor scheme would be sought. The re-design of the governor section of Connect had been put on hold following the IT incident and an alternative platform, GovernorHub, would be used. The Clerk would be setting up board members' access to GovernorHub over the coming weeks and it was anticipated that this would be fully functional for the start of the new academic year.

The Board **noted** the progress recorded in the action log and thanked the Clerk for her work on this.

ACTION – Board members to contact Clerk to arrange one-to-one meeting with Chair if not already done so.

8.3 **Membership and Succession Planning** *(previously circulated)*

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

(a) Appointment of new Foundation Governors

- Graeme Slater had applied to become a Foundation Governor and had visited College in April for a tour and interview with a panel comprised of Search Committee members. Background information on his relevant skills and experience was provided and it was determined that allocation to the Audit Committee would be most appropriate. The Archdiocese had approved Graeme's application subject to receipt of his priest's reference which remained outstanding. Upon consideration of his application at its meeting on 23 May 2022, Search Committee had recommended his appointment to the full Governing Body.
- Sarah Carroll had applied to become a Foundation Governor and had visited College that morning for a tour and interview. The interview panel recommended her appointment and the Archdiocese had approved her application subject to receipt of her priest's reference. Given the timelines involved, the application had been brought directly to the full Governing Body for approval. Recommendations in relation to membership of committees would be brought back to the Board following further consideration.

The Chair of Search reported that, if approved, these two appointments would reduce the Foundation Governor vacancies to three and confirmed that efforts continued to identify additional potential candidates.

The Board:

- **approved** the appointment of Graeme Slater as Foundation Governor with immediate effect from 4 July 2022 to 3 July 2026 and his assignment to

the Audit Committee (subject to Archdiocesan final approval and completion of satisfactory checks)

- **approved** the appointment of Sarah Carroll as Foundation Governor with immediate effect from 4 July 2022 to 3 July 2026 (subject to Archdiocesan final approval and completion of satisfactory checks).

Joe Stead withdrew from the meeting at this point.

(b) Appointment of new Student Governor

Joe Stead had been elected to the Student Governor role on the Student Council following an election held on 23 June 2022. As the election had taken place later than usual, this appointment had been brought to the full Governing Body for approval. Membership of the Quality and Standards Committee was also required.

The Board **approved** the appointment of Joe Stead as Student Governor with immediate effect from 4 July 2022 to 3 July 2023 and his assignment to the Quality and Standards Committee (subject to completion of satisfactory checks).

Joe Stead was invited to return to the meeting.

The Chair extended the Board's congratulations to Joe on his appointment.

(c) Committee membership appointments

Having observed a number of committee meetings over the course of her first year in office as Chair of Governors, Helen Stevenson's appointment to the Remuneration Committee and Search Committee was recommended for approval.

The Board **approved** the appointment of Helen Stevenson to the Remuneration Committee and Search Committee with immediate effect.

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

8.4 **Election of Vice Chair of Governors** *(previously circulated)*

Written notice had been sent to all governors inviting nominations for the role of Vice Chair to serve from 1 August 2022 to 31 July 2024. One nomination had been received and accepted for Oliver Maddock. There were no other nominations. A vote took place with a unanimous outcome in favour of Oliver Maddock being elected as the Vice Chair of the Governing Body.

The Board **elected** Oliver Maddock to serve as Vice Chair of the Governing Body for a period of two years from 1 August 2022 to 31 July 2024.

9. **CONSENT AGENDA**

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

Policies and other documents *(previously circulated)*

- 9.1 **Safeguarding and Child Protection Policy 2022-23**
- 9.2 **Special Educational Needs Policy**
- 9.3 **Data Protection Policy**
- 9.4 **Freedom of Information Policy**
- 9.5 **Student Recruitment and Admissions Policy**
- 9.6 **Low Level Concerns Policy**
- 9.7 **Student Fee Charging Policy**

The Board **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.

- 9.8 **Search Committee draft minutes from 23 May 2022**
- 9.9 **Quality and Standards Committee draft minutes from 24 May 2022**
- 9.10 **Audit Committee draft minutes from 14 June 2022**
- 9.11 **Finance and Resources Committee draft minutes from 23 June 2022**

The Board **noted** all committee minutes and reports.

10. OTHER MATTERS

10.1 **Any other business**

None

10.2 **Date of next meeting**

Tuesday 11 October 2022 at 6pm.

There being no further Part 1 business to discuss the meeting concluded at 7.20pm.

Signed by the Chair: _____



On this day: _____ 11 October 2022 _____