



Confirmed Minutes of the Full Governing Body Meeting held on Tuesday 29 March 2022 at 6pm via Microsoft Teams

Present:	Mark Dawson	Parent Governor
	Mike Hill	Principal
	Susan Jarvis	Co-opted Governor
	Andrew Jones	Co-opted Governor
	Oliver Maddock	Foundation Governor
	Michael Martin	Foundation Governor
	Tracy Mawson	Co-opted Governor
	Andrew Rannard	Foundation Governor
	Helen Stevenson (<i>Chair</i>)	Foundation Governor
	Katelyn Willock	Student 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>)	
	Leigh Rice (<i>Prospective Associate Member</i>)	

The meeting was preceded by a training session 'Safeguarding and Prevent Update for Governors', delivered by the College's Safeguarding Manager, Emma Smith. A question and answer session followed the presentation. On behalf of the Board, the Safeguarding Link Governor thanked the Safeguarding Manager for her comprehensive and timely update.

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

2. **APOLOGIES FOR ABSENCE**

Apologies had been received and accepted from the following governors:

- John Fogarty – Foundation Governor
- Mark Harvey – Foundation Governor
- Sarah Savage – Staff Governor

The meeting was declared quorate.

3. **ITEMS FOR INCLUSION UNDER ANY OTHER BUSINESS**

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

4. MINUTES OF THE GOVERNING BODY MEETING HELD ON 7 DECEMBER 2021
(previously circulated)

The minutes of the Full Governing Body (FGB) meeting held on 7 December 2021 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.

5. MATTERS ARISING FROM THE GOVERNING BODY MINUTES *(previously circulated)*

The Board noted the items on the action log which had been completed or were listed later on the agenda.

Consent agenda format for Full Governing Body (FGB) meetings

The Chair referred to the paper circulated by the Clerk in which it was proposed that the consent agenda format trialled at the last FGB meeting be adopted for future meetings. The purpose of this format was to facilitate more effective and efficient meetings focussed on matters of strategic importance. Reference was made to the board member feedback survey issued following the last meeting which confirmed support for this format. The Clerk referred to the 'Consent Agenda Guiding Principles' document which explained the types of routine and/or non-controversial issues proposed for inclusion on the consent section of the agenda and confirmed that full papers would be shared with governors prior to the meeting for all agenda items in the usual way. Governors were encouraged to raise questions relating to any consent agenda item in advance of FGB meetings and, if queries or concerns remained, the item would be brought back into the main agenda for full discussion during the meeting.

Discussion ensued and it was agreed that whilst it was appropriate for Committee minutes and reports to appear in the consent section of the agenda for governors to note, Committee Chairs should be given the opportunity to highlight any key issues during the meeting.

The Board:

- **noted** the Consent Agenda Guiding Principles document
- **approved** the use of the Consent Agenda format for future FGB meetings in line with these principles.

6. CHAIR'S ACTION

6.1 T Level Capital Development Budget *(previously circulated)*

The Board considered the increase to the previously approved T Level Capital Development budget which had taken effect on 28 January 2022. Due to the urgency of this matter, the Chair had taken the decision to approve the increment following consultation and agreement with all Committee Chairs.

The Board fully endorsed the Chair's decision and **approval was granted**.

7. STUDENT VOICE

7.1 Student Governor Report *(previously circulated)*

The Student Governor presented her report which had been previously circulated. She highlighted the following points:

- Upper Sixth exams had been taking place which had impacted Student Council activity
- Lower sixth representatives had been appointed to the Student Council following a successful election process

- Foundation Learning Representative had been particularly active in his contribution to the Student Council and the positive impact of this was noted.

In response to the points raised in the Student Governor's report, the Vice Principal confirmed that whilst Carmel remained in principle a 'cashless' college, it had been agreed that cash would be accepted when circumstances required it.

The Chair thanked the Student Governor for her report and commended the positive engagement of the Foundation Learning Representative.

8. PRINCIPAL'S REPORT

8.1 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 and highlighted the following key aspects:

- Covid pandemic – whilst student activities and trips were returning to normal, there had been a spike in infections amongst staff in the last two weeks. The impact of this on teaching arrangements had been minimised.
- Student outcomes and progress – Monitoring and Progress Points (MAPP) report evidenced positive student progress. The first round of mock exams had taken place in the sports hall which had proved beneficial for students with little prior experience of formal exams. Summer exams were still scheduled to take place with contingency arrangements on track should these be required.
- Ofsted – visit scheduled to College later in the week to undertake a best practice/research review of how the College used 16-19 tuition funding, focussed on the subject of Spanish.
- Quality Improvement Plan (QIP) – good progress had been made against actions outlined in the Whole College QIP.
- Annual review of curriculum – this had been considered by the Quality and Standards Committee at its meeting on 8 March 2022 and was presented to the Full Governing Body for consideration and approval. No subjects were being withdrawn. New programmes of study were due to start for T Levels (Healthcare Science, Management and Administration) and Year Zero (BSc Foundation Programmes in Nursing and Allied Health Practice). The two new Year Zero programmes were aligned to the local skills need for the health care sector.
- Leadership and management staffing review – update report on recruitment activity in relation to four new permanent Assistant Principal posts. Details of successful candidates would be circulated to governors once all staff had been notified.
- Student recruitment – application numbers were positive as at the closing date and follow-up activities were underway to ensure at least 50% enrolment conversion rate.
- Personal development and pastoral support – safeguarding update provided during earlier training session. Sharp focus on student and staff mental health and wellbeing.

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

Q – In relation to mock exams, how did students cope with these?

A – Students coped well, especially in terms of the practicalities of undertaking exams in a formal environment. Attendance had been very high and students found the experience useful.

Q – Another round of mock exams after Easter and then formal exams start in May – would students be able to cope with the continued pressure?

A – Exam practice and experience would be used positively as a means for motivation. In particular, the timing of the second round of mocks (TAG 3 assessments) would drive revision over the Easter period. The Student Governor confirmed that it was extremely beneficial to practise exams so close to the real exams as it gave students an opportunity to make incremental improvements.

Q – In relation to the Assistant Principal role with responsibility for 10:10 programme, RE and chaplaincy, was the successful candidate a practising Catholic?

A – Yes.

The Board thanked the Principal for his report and:

- **noted** the contents of the Principal's Termly Report
- **approved** the 2022-23 Curriculum.

ACTION – Principal to update governors on final outcome of Assistant Principal recruitment exercise.

Leigh Rice left the meeting at this point.

9. STRATEGIC ISSUES

9.1 Academisation Update *(previously circulated)*

The Principal presented this report which was by way of update to the Board pending anticipated legislation to permit the academisation of Catholic colleges. He referred to the upcoming Board strategic session on academisation scheduled for 9 May 2022 at which an options paper would be presented for initial consideration. External input into the session would come from the Deputy Chief Executive of the Sixth Form College Association (SFCA) and the Archdiocese of Liverpool Director of Education. In the meantime, governors were referred to the report and supporting documents for current thinking in terms of potential structures and issues.

A discussion ensued on the potential benefits and barriers to academisation and governor questions included:

Q – Would the Board be able to see any model structures adopted by sixth form colleges that had already converted to academy status?

A – Yes, these could be shared.

Q – Was academisation still optional?

A – Yes. It was not currently mandated by either the Department for Education (DfE) or the Archdiocese of Liverpool. Governors retained responsibility for the decision.

The Chair reminded governors of their ultimate responsibility to act in the best interests of Carmel College.

The Board **noted** the contents of the academisation update and agreed to consider the matter in greater detail during the strategic session scheduled for 9 May.

ACTION – Board strategic session on academisation scheduled for 9 May 2022.

Katelyn Willock left the meeting at this point. The quorum was not affected.

10. FINANCE AND ESTATES MANAGEMENT

10.1 Finance Update and Management Accounts – February 2022 (*previously circulated*)

The Vice Principal (Strategy and Resources) provided an overview of financial performance and confirmed that the College was in good financial health as at the end of February 2022. It was reported that the finance update and management accounts had been considered by the Finance and Resources Committee at its meeting on 17 March 2022. The format of the report had been revised in line with best practice guidance in order to provide a more visual guide to key issues via RAG rated tables of key financial information.

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

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

The Vice Principal (Strategy and Resources) referred governors to her report on the College's submission of a CIF bid to support the cost of works required to replace and repair parts of the roof. The bid had already been submitted but the outcome was not yet known. The Vice Principal indicated that should the bid be unsuccessful, consideration would need to be given to approving expenditure from the College reserves in order to prevent further deterioration of the buildings in question.

It was reported that the CIF bid had been considered by the Finance and Resources Committee at its meeting on 17 March 2022 and it had recommended retrospective approval of the bid to the Full Governing Body including College investment of £191k into the project should the bid be successful.

The Board:

- **approved** the submission of the CIF Bid
- **approved** College investment of £191k into the project should the bid be successful.

10.3 Catering Contract (*previously circulated*)

The Vice Principal (Strategy and Resources) presented this paper and confirmed that the contract for catering services within the College was due to expire at the end of the academic year. Given the disruption to service provision that had arisen during the Covid-19 pandemic, it was proposed to extend the contract for a 12-month period to allow a full year of uninterrupted trading to be completed. This in turn would facilitate more accurate financial data to support a tender exercise at the end of the next academic year.

It was reported that this proposal had been considered by the Finance and Resources Committee at its meeting on 17 March 2022 and it had recommended approval to the Full Governing Body.

The Board **approved** an extension to the catering contract for a period of 12 months.

11. RISK MANAGEMENT

11.1 Risk Management Action Plan (*previously circulated*)

The Vice Principal (Strategy and Resources) presented the updated Risk Register and Risk Management Action Plan. She highlighted the following points:

- Risk Register had been updated to reflect the strategic priorities set out in the newly approved Strategic Plan for 2022-25.

- Upon review of the updated Risk Register, one contingent risk and five housekeeping risks had been identified.
- Risk management action plan had been updated to ensure appropriate mitigation in place.
- Risk Register was subject to continual review to ensure any new or changing risks were captured appropriately.

The updated document had been considered by the Audit Committee at its meeting on 15 March 2022.

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

12. GOVERNANCE

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

The Clerk presented the ETF Board Review Action Plan log which had been updated with Spring Term progress. She explained that rather than produce a separate action plan linked to the Governance QIP, she had cross referenced the QIP actions within the ETF Action Plan. It was reported that good progress had been made, with most actions closed out or on track for imminent completion. Two outstanding actions were flagged – link governor review and governor and chair appraisal process – and it was noted that the Chair intended to address these during the Summer Term.

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

12.2 Codes of Governance Review *(previously circulated)*

The Clerk presented her report on the compliance review she had undertaken in relation to the three codes of governance:

- UK Corporate Code of Governance (Corporate Code) – the College’s current adopted Code
- Charity Governance Code (Charity Code)
- Code of Good Governance for English Colleges (College Code).

Governors were also referred to the three full compliance self-assessment documents detailing the College’s current compliance status against the provisions of each code, which had been uploaded to Connect.

This review had arisen out of the ETF Board Review Action Plan and was designed to support the Board’s decision-making in relation to which was the most appropriate code to adopt for the coming year. Reference was made to the new governance requirement set out in the College’s Funding Agreement which provided for a triennial external review of governance based upon the College’s code of governance. In addition, it was reported that the Board’s annual statement on corporate governance must include a report on compliance against the chosen code. Therefore, the importance of adopting a code that was best suited to the specific circumstances of Carmel College was emphasised.

The Chair of Audit Committee confirmed that following full consideration of this matter at its meeting on 15 March 2022, members recommended to the Full Governing Body the adoption of the Charity Governance Code from the next academic year. It was noted, however, that where the College was currently

compliant with provisions from the other codes, these practices would continue should they be deemed of continuing benefit to College governance.

The Chair thanked the Clerk for her work on producing a comprehensive compliance analysis and a discussion ensued.

The Board:

- **noted** the Code of Governance compliance review 2022
- **approved** the adoption of the Charity Governance Code with effect from 2022-23.

12.3 **Membership Review** (*previously circulated*)

The Chair of Search Committee presented the update report on Governing Body membership and succession planning.

The following points were highlighted by way of update since the last meeting:

- Resignations – Conal Neafcy (Foundation Governor) from 28 January 2022 and Mark Harvey (Foundation Governor) from 29 March 2022.
- Vacancies – There were currently five Foundation Governor vacancies on the Board and steps had been taken to openly advertise this role with a view to identifying suitable candidates. An interview date had been arranged in April for one prospective candidate identified through the Inspiring Governance platform.
- Committee membership – Recent resignations impacted membership of Audit Committee and Finance and Resources Committee.
- Associate Member – Leigh Rice, a prospective new Associate Member with a professional legal background, was recommended for appointment to the Quality and Standards Committee.

Governor questions were invited.

Q – In relation to Board diversity, how would this be addressed?

A – Board vacancy adverts had used positive action to try to encourage applications from under-represented groups, open advertisement of vacancies and use of recruitment platforms. Further work was required, however, to achieve desired representation.

Discussion ensued regarding the challenge of filling Foundation Governor vacancies given the faith requirement to be a practising Catholic. This requirement ran alongside other recruitment drivers such as filling identified skills gaps and trying to achieve a diverse and representative board. The Principal indicated that these challenges would be relayed to the new Director of Education at the Archdiocese of Liverpool.

ACTION – Clerk to send Foundation Governor advert to St Helens Chamber for circulation amongst members.

The Board:

- **noted** the membership update
- **approved** the appointment of Leigh Rice as Associate Member for a four-year term of office running from 1 April 2022 to 31 March 2026 and allocation to the Quality and Standards Committee.

13. 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.

In line with the practice agreed under item 5, all Committee Chairs were invited to highlight key points of interest arising from the recent round of Committee meetings. In the absence of the Chair of Finance and Resources Committee, the Vice Principal (Strategy and Resources) referred governors to the key issues that had already been discussed under section 10 of the agenda.

In response to the update provided by the Chair of the Quality and Standards Committee, the following question was raised:

Q – Was formal supervision in place for members of the College Safeguarding Team?

A – No, but the three team members meet weekly to discuss concerns and have access to an external consultant for advice should this be required. This process currently works well. The College counsellor accesses external professional supervision.

Policies and other documents *(previously circulated)*

- 13.1 **Calendar of governance meetings 2023-24**
- 13.2 **Governing Body Handbook 2021-22**
- 13.3 **Equality and Diversity Annual Report and Policy**
- 13.4 **Complaints made against staff protocol and procedure**
- 13.5 **Redundancy Policy**
- 13.6 **Safeguarding College Assets Annual Report**
- 13.7 **Financial Regulations 2022**
- 13.8 **Procurement Policy**
- 13.9 **Reserves Policy**

The Board **approved** all the documents without revision.

Committee minutes and reports *(previously circulated)*

- 13.10 **Search Committee draft minutes from 7 March 2022**
- 13.11 **Quality and Standards Committee draft minutes from 8 March 2022**
- 13.12 **Audit Committee draft minutes from 15 March 2022**
- 13.13 **Finance and Resources Committee draft minutes from 17 March 2022**

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

14. OTHER MATTERS

- 14.1 **Any other business**
None

- 14.2 **Date of next meeting**

The Chair indicated that she would be unable to attend the next scheduled meeting on Tuesday 28 June 2022 at 6pm. As the Vice Chair would also be unavailable, it was agreed that an alternative date would be identified and Board members would

be notified accordingly. Given the current Foundation Governor vacancies, it was important to ensure high levels of attendance to facilitate a quorum.

ACTION – Clerk to circulate alternative date for next meeting

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

Signed by the Chair:  _____

On this day: _____ 4 July 2022 _____