

**Minutes of the meeting of the Corporation held in the Innovation Centre
Wednesday 14th December 2022 at 5.00pm**

Present: Christine Bampton (Chair of the Corporation)
 Mark Aberdein (Independent Governor)
 Heather Austin (Student Governor)
 Laura Bell (Independent Governor)
 Margaret Boneham (Independent Governor)
 Michelle Brabner (Principal)
 Catherine Durr (Staff Governor)
 Rob Firth (Independent Governor)
 Alex Gamil (Independent Governor)
 Diane Hutchinson (Independent Governor)
 *Alex Kenny (Independent Governor) (up to item 7)
 Mo Kundi (Independent Governor)
 Susannah Porter (Independent Governor)
 Tom Rowe (Staff Governor)
 Paul Walker (Vice Chair of the Corporation)

In Attendance: Paris Bonwick (AP MIS & Apprenticeships)
 Maura Cummins (Deputy Principal)
 *Claire Dalrymple (Audit Partner – Wylie and Bissett) (item 7 & 8 only)
 Lisa Farnhill (Clerk to the Governing Body)
 Victoria Wickington (AP Teaching, Learning and Quality)
 Kevin Williams (VP Finance and Facilities)

Apologies: Katy Robinson (Independent Governor)
 Stephen Musa (AP Student Experience and Welfare)

Absent:

**indicates in attendance via videoconferencing facilities*

Minute No.	Minutes	Action
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C.23.32 ITEM 1: WELCOME AND APOLOGIES FOR ABSENCE

The Chair opened the meeting by welcoming members and attendees, noting that this would be her final meeting as Chair.

It was noted that there were no apologies, with retrospective apologies accepted for Susannah Porter for the meeting held in October.

Later in the meeting, the apologies of Katy Robinson were received and accepted, with members noting sound issues prevented full participation for Alex Kenny, therefore he withdrew, with apologies accepted from item 7 onwards.

Minute No.	Minutes	Action
	<p><u>Item 1 noted:</u></p>	
C.23.33	<p>ITEM 2: DECLARATIONS OF INTERESTS</p> <p>Paul Walker declared an interest in item 5.4, the appointment of a Chair, with Laura Bell declaring an interest in the appointment of a Vice Chair.</p> <p>The Principal and Clerk confirmed they would withdraw for relevant items under Part B, with the Chair confirming she had previously worked with one of the SPH's with salary for review under Part B.</p> <p><u>Item 2 noted: The Corporation noted the declarations.</u></p>	
C.23.34	<p>ITEM 3: MINUTES FROM THE 19TH OCTOBER 2022</p> <p>The Chair invited members to raise points of inaccuracy and matters arising not covered by the agenda or within item 4.</p> <p>With no corrections or additional matters arising, the minutes were approved.</p> <p><u>Item 3 – Approved: The Corporation approved the minutes of the meeting of the Full Corporation on 19th October 2022.</u></p>	
C.23.35	<p>ITEM 4: MATTERS ARISING/ACTION SUMMARY AND CONFIDENTIALITY</p> <p>The Clerk confirmed two dashboards were now live, with the content and layout having been tested and offered the support of the Standards Committee.</p> <p>It was confirmed some areas of the website remained outdated, with it considered this could be due to some policies featuring on a number of pages, with only the primary area having been updated.</p> <p>It was confirmed the Risk Appetite working group would meet in late January potentially ahead of the Resources Committee meeting. With this not suitable for all parties, it was agreed this would be looked at outside of the meeting.</p> <p>All other actions were summarised and members agreed that Part B of 19th October and this evening were to be held as confidential minutes.</p> <p><u>Item 4 – Resolved: The Corporation noted the details of the report and approved the redaction of the Part B minutes.</u></p>	<p>Clerk/ Principal</p>
C.23.36	<p>ITEM 5: GOVERNANCE MATTERS</p> <p>Item 5.1: Chair's Report</p> <p>The Chair informed the Corporation that the term had been busy, outlining meeting attendance, training and events attended on behalf of the Corporation.</p> <p>The Chair extended her gratitude to those involved in the SAR validation process, highlighting how effective and informative it had been.</p>	

Item 5.1 – Noted**C.23.37 Item 5.2: Link Governor Updates**

Members were invited to summarise any visits undertaken, with the Lead Link Governor outlining plans to seek feedback from all members on the process in the new year.

As link governor for student support, Rob Firth detailed his visit to the area, which had provided insight into the range of support offered to students and the wider community, indicating the extent had been surprising. Rob asked that the Corporation is provided with a short presentation on the community work to ensure the Corporation is fully aware of the breadth of community support offered by the College.

**AP
Student
Exp. &
Welfare**

The Corporation Chair thanked the Lead Link Governor for his commitment to the role, highlighting how his experience ensured the role and wider scheme could become more effective.

The Apprenticeship Link Governor Mark Aberdein summarised his visit, informing the Corporation that the facilities had been impressive, and assuring the Corporation that the changes and improvements discussed within meetings were being implemented. Members were advised of enthusiasm within the departments visited and the positive experience of being able to see learning in action.

The item concluded with the Chair expressing her gratitude for the efforts of governors for completing visits this year, highlighting the intention for the scheme to be mutually beneficial and to have a positive impact.

Item 5.2 – Resolved: Members resolved to note the update.

C.23.38 Item 5.3: Training Update

Members were invited to summarise any training completed.

The Clerk reminded members that there was a NW conference for governors on Friday 3rd March, encouraging as many as possible to attend, with the link to go out in the next newsletter.

Item 5.3 – Resolved: Members resolved to note the update.

C.23.37 Item 5.4: Appointment of A Chair to the Corporation

Members were reminded of the information circulated by email, that there had been one self-nomination, for Paul Walker, which had been seconded by Laura Bell. Members were asked by the Clerk if there was any further interest. With no further nominations, members were asked to consider the appointment of Paul Walker, and this was given the unanimous approval of the Board, to take effect from January 1st 2023, for a term of two years.

The Clerk reminded the Corporation that they maintained the ability to appoint up to two Vice Chairs, with Paul Walker continuing in this role until January, and Laura Bell having put herself forward for the position. Members unanimously approved the nomination of Laura Bell, with no further interest,

it was agreed that the second position would become vacant once Paul became Corporation Chair in January.

Item 5.4 – Approved: Members resolved to approve Paul Walker as Chair of the Corporation, with effect from 1st January 2023 for a term of two years. The Corporation approved the appointment of Laura Bell to the position of Vice Chair with immediate effect for a term of two years.

C.23.38 ITEM 6: PRINCIPAL'S REPORT

The Principal summarised the report, informing the Board of key college and sector activities since the last report. Members took note of the information and advice in relation to the reclassification of colleges as public sector bodies, noting this had been with immediate effect. The implications and rationale was outlined with members advised that the Governance and Remuneration Committees had reviewed the information, with all members urged to read the supplementary guidance circulated by the Clerk, and to listen to the webinar from the AOC or Eversheds.

Members were advised of the recent Ofsted activity locally, with assurances around the 'readiness' of the senior team, with a skills nominee in place, two Ofsted inspectors within the team and a third in training. Members were advised that the knowledge and skills gained from inspectorate work highlighted the need for more training for Curriculum Leaders, which would be addressed.

Members were advised of the work undertaken to reach a workable solution in relation to the staff pay award, which would be reviewed in more detail in Part B. The Principal assured all present that the college had been transparent and supportive throughout the negotiations with the Unions, trying hard to find the right solution for staff whilst not compromising the financial stability of the college.

The Principal summarised the staffing challenges throughout the term, with considerable short term absences having led to some complaints. The Corporation were assured this was not a local issue, but sector wide, with all complaints having been addressed and satisfactorily resolved.

Activities to promote staff wellbeing were outlined, including cinema tickets, the delivery of hampers and availability of support and help through confidential advice lines.

The item concluded with a summary of progress in quality improvements, including the self-assessment process and observations.

The Principal was thanked for the update.

Item 6 – Noted: The Corporation noted the update.

C.23.39 ITEM 7: REPORTS AND RECOMMENDATIONS OF THE AUDIT COMMITTEE

The Chair summarised the work of the Committee, highlighting the value of the confidential meeting between the Committee members and the audit services.

Item 7 – Noted: The Corporation resolved to note the update.

C.23.40 Item 7.1: Data Protection Policies

The Committee Chair confirmed they had reviewed and were confident in their recommendation of the policies for approval. The Corporation supported the recommendation and offered approval for the policies.

Item 7.1 – Approved: The Corporation resolved to approve the data protection policy, rights of individuals and data breach policy.

C.23.41 Item 7.2: Annual Internal Audit Report 2021/2022

The VP Finance and Facilities summarised the report, noted to be essential information for reassuring the Board of the internal controls ahead of the approval of the financial statements. Members were advised that the new providers of internal audit services would undertake a follow up review of apprenticeships in January.

Item 7.2 – Resolved: The Corporation resolved to accept the report.

C.23.42 Item 7.3: Fraud & Irregularity Report 2021/2022

The VP Finance and Facilities confirmed there was nothing to declare with the auditors having been satisfied with the information presented.

Item 7.3 – Resolved: The Corporation resolved to accept the report.

C.23.43 Item 7.4: Audit Committee's Annual Report for 2020/2021

The Clerk advised that the Annual Report of the Audit Committee had been approved by the Audit Committee and was presented to the Corporation for consideration and assurance ahead of receiving the financial statements for 2021/2022. The Clerk advised the Corporation that information within the report to support the signing of the financial statements was drawn from a number of sources, including the Internal Auditor's Annual Report, the External Audit of the Financial Statements and the Regularity Report.

The Clerk highlighted how the report outlined how the Audit Committee has discharged its responsibilities, as set out in the Post 16 Audit Code of Practice and within its terms of reference, in an effective manner and in the opinion of the Committee:

- i) the College's systems of internal control are adequate and effective
- ii) the College's arrangements for risk management, control and governance framework and processes for securing economy, efficiency and effectiveness are adequate and effective.

Item 7.4 – Resolved: The Corporation resolved to accept the assurances of the Committee as detailed within the report, endorsing the submission and publication of the report.

Minute No.	Minutes	Action
C.23.44	<p>ITEM 8: FINANCIAL STATEMENTS 2021/2022 Item 8.1: Regularity Self-Assessment Checklist 2021/2022</p>	
	<p>The VP Finance and Facilities confirmed that the checklist had been reviewed by the Auditors, and they were satisfied that the Corporation had provided sufficient evidence and assurances. The Corporation resolved to approve the report for signing by the Corporation Chair.</p>	
	<p><i>Item 8.1 – Approved: The Corporation resolved to approve the signing of the regularity self-assessment checklist.</i></p>	
C.23.45	<p>ITEM 8.2: GOVERNOR TRAINING SESSION - UNDERSTANDING THE AUDIT PROCESS AND FINDINGS (ANNUAL REPORT OF THE AUDITORS 2021/2022)</p>	
	<p>Claire Dalrymple of Wylie and Bissett provided the Corporation with an overview of the Audit process, including the different types of Audit, confirming they undertook a substantive approach.</p>	
	<p>Members were provided with an explanation of each section of the audit report, noting it was an unqualified audit report, with the auditors having no concerns, following a clean audit.</p>	
	<p>Members asked for an explanation of the impact of the actuarial gain and were advised that it was difficult to predict or explain the actuarial shifts, however, were assured that this did not affect the college’s financial health, however, needed to be declared as a statutory requirement.</p>	
	<p>The item concluded with it being reiterated that there were no concerns in relation to fraud, irregularity, governance or internal controls, with it being a clean audit with nothing of concern for the auditors to draw to the attention of the Governing Boards.</p>	
	<p>The auditors were thanked for their time and support throughout the process.</p>	
	<p><i>Item 8.2 – Approved: The Corporation resolved to note the training and approved the external report, including the signing of the letters of representation and regularity.</i></p>	
C.23.46	<p>Item 8.3: Financial Statements 2021/2022</p>	
	<p>The VP Finance and Facilities confirmed that the high-level overview had been summarised by Wylie and Bissett within their report, providing the Corporation with a summary of the end of year position.</p>	
	<p>The Corporation thanked the VP Finance and Facilities for his work throughout the year, improving the financial health of the College, and for the clean audit.</p>	
	<p><i>Item 8.3 – Approved: The Corporation resolved to approve the signing of the Financial Statements including the letter of representation and statement of regularity.</i></p>	
C.23.47	<p>Item 9: Reports of The Resources Committee</p>	

The Committee Chair confirmed there had been both a scheduled and additional extraordinary meeting since the last meeting of the Corporation.

Members were informed of the depth of discussions held to ensure robust decisions, particularly in relation to the staff pay award. The Committee Chair extended his gratitude to the members of the Committee for having come together for the additional meeting at short notice to ensure a timely recommendation for the college staff.

Item 9 – Noted: The Corporation resolved to note the update of the Committee.

C.23.48 Item 9.1: Estates Strategy

The VP Finance and Facilities delivered a presentation to the Corporation, highlighting the process and decisions of the Committee in relation to the new Estates Strategy. The Corporation were advised that a tour of the facilities at KGV had ensured the options could be visualised, and 'Fusion', the company that had supported with the drafting of the report, had attended the meeting of the Working Group and Resources Committee, to present the report and to have open discussions around the options.

The Corporation were assured that the final strategy maintains the distinct brandings whilst focusing on rationalising spaces in a student centred way. The Corporation were advised of the detailed debate and challenges of the Resources Committee, that centred on value for money, based on investing only to improve student experiences and not being metric focused.

The item concluded with a reminder of the works undertaken at the Southport site in summer, with plans to continue to address the areas of need identified in the condition survey.

The Corporation thanked the Resources Committee and the working group for their time and support in making the recommendation, with the strategy unanimously approved.

Item 9.1 – Approved: The Corporation resolved to approve the Estates Strategy.

C.23.49 Item 9.2: Employment Trends to include Gender Pay Gap Reporting

The Clerk explained that there was a statutory duty to report the Gender Pay Gap, therefore, this was presented to the Corporation for information and interrogation ahead of publication.

Item 9.2 – Noted: The Corporation resolved to note the information.

C.23.50 ITEM 10: REPORTS OF THE STANDARDS COMMITTEE

The Committee Chair informed the Board that the Committee had met on 6th December, reviewing some key items, a number of which were presented for approval. The Committee Chair thanked the Committee members for their thorough review and interrogation of the information, highlighting how strong the challenge had been, particularly in relation to the outcomes in some areas, whilst having recognised and congratulated the areas that had deserved to be recognised.

The Committee Chair assured the Corporation that the detail within the improvement plan had stood up to the robust challenges, with the Committee confident that the actions outlined will deliver positive experiences and outcomes for the students in the coming year.

Item 10 – Noted: The Corporation resolved to note the information.

C.23.51 Item 10.1: Equality, Diversity and Inclusion Policy Update

The Corporation Chair confirmed the policy recommended for approval had only minor amendments, reminding the Corporation that a full review of the objectives this year would likely see a more thorough overhaul of the policy.

Item 10.1 – Approved: The Corporation resolved to approve the updates to the policy, noting a full revision would be undertaken as part of the review of the long term objectives.

C.23.52 Item 10.2: Self-Assessment Report 2021/22 And Quality Development Plan For 2022/23

The Deputy Principal presented a brief training session to members, which provided the Corporation with a summary of the outcomes in 2021/2022, details of the areas for improvement, areas of strength and the actions outlined within the quality improvement plan for 2022/2023.

Members were advised that the Self-Assessment Report was an internal document, which although for approval and submission, did not have a standardised format, and did not need to be graded.

Members asked if those retaking exams were double counted within the outcomes and were advised that where a learner had sat the same exam twice, the higher of the two outcomes was included.

Members contemplated the extent to which the Pandemic had impacted the results, both in terms of grade boundaries and preparedness. Members acknowledged more could and should have been done to prepare students, however, agreed that the sector benchmarking data was essential to be able to fully appraise the outcomes. Further discussions reflected the need to drive improvements irrespective of national data and members of the Corporation were assured by the Standards Committee's robust challenging of the outcomes, with the Committee confirming the SAR and QIP would be used internally and not published.

Mitigating factors were detailed in relation to some outcomes, with the Committee Chair adding that these had been detailed to the Committee and could not be allowed to happen again, noting the students deserved better, with confidence in the actions detailed in the QIP to ensure this.

Members asked if there were any significant gender discrepancies within the data and were advised the overall value added was broadly similar, however, course data was distorted for some areas due to the limited diversity within the courses.

Members noted the colleges acceptance that the late transfer over to the new BTEC qualifications and issues with the internal information flow had an impact on outcomes, which should have been mitigated, with assurances

given that although the plan is presented now for approval, actions had been in place since September.

Members were given an overview of the actions to date and the impact, with courses in course recovery demonstrating progress, whilst new concerns were being addressed through new actions added and, whilst further courses were brought into the process based on the scrutiny of available data.

Members discussed the impact on staff morale of the observation process. The Corporation were assured that the process was supportive, and feedback positioned as developmental not punitive, however, confirmed some staff had not responded in a positive way. Members offered their support for the process, which had been agreed with the unions and intended to ensure the staff were fully supported to develop in their role, and ensured the students met their full potential.

Members discussed the processes in place ahead of the Pandemic, noting the decline in some areas had already begun, and were compounded by home working. Members suggested this should have still been addressed, however, post-Pandemic issues prevented more timely intervention, particularly in relation to staff management, which had been fully addressed by the restructure.

Members discussed the new measures and staff absence rates and considered the impact of offering six months of sick pay and were advised that only three staff were off with work related issues.

Members asked for assurances that the impact of the QIP would be evidenced and reviewed, and any remaining concerns addressed ahead of receiving the results in summer, to ensure students could be assured of a positive experience and outcome. Members were reminded of the data scrutiny, using early indicators, including attendance, retention and internal assessments to evidence the impact, however, conceded that the external results would be the only true validation of the impact of the actions put in place. Members noted the introduction of the quality dashboard would ensure triangulated data was consistent at all levels, with the Deputy Principal conducting mock inspections within the College in the new year.

The item concluded with a reminder of some of the positive outcomes, with those involved in the validation panel asking for reassurances that the best practice in areas such as ESOL were being shared. The Corporation was advised two days of CPD in January would focus on developing improved teaching and learning strategies through sharing good practice, whilst focusing on embracing a positive supportive culture to tackle complacency.

Item 10.2 – Approved: The Corporation resolved to approve the submission of the SAR to Ofsted and endorsed the QIP.

C.23.53**Item 10.3: HE Self-Assessment Report 2020/21 And QDP For 2021/22**

The AP Teaching, Learning and Quality presented to the Corporation the strengths, areas for improvement and actions to be implemented in 2022/2023.

Members noted the positive learner feedback in relation to the quality of teaching and learning, as well as the support offered to students. Overall, satisfaction had improved, however, it was noted that this needed to improve

further, with it acknowledged communications, particularly in relation to staffing could have been better.

Members were advised that the review of the HE provision concluded that there was a place for HE in the college. The college was considered to have a strong reputation for supporting adult learners in accessing higher education, with the offer being developed to reflect the needs of the local community and not to duplicate or compete with higher education institutions.

Members attention was drawn to improved retention, which, although below the college target was above what a higher education institution would expect. Achievement rates had declined, however, were noted to be above the OfS threshold.

The item concluded with a summary of the intention to address recruitment and improve the efficiency of the offer through improved delivery models, with the full strategy to be presented to the Corporation at the February Strategy Day.

Item 10.3 – Approved: The Corporation resolved to approve the HE SAR and QDP.

C.23.53 ITEM 11: REPORTS AND RECOMMENDATIONS OF THE GOVERNANCE COMMITTEE

The Committee Chair confirmed they had held an Extraordinary meeting earlier in the day.

C.23.54 Item 11.1: Appointment of Roderic Gillespie

The Committee summarised the recruitment process and recommended the appointment of Roderic Gillespie. Members were advised of the strength of the two candidates interviewed, with the recommendation being based on a stronger cultural fit, with skills and experiences more closely aligned to the college's strategic objectives.

A summary of the skills and experience of the candidate were outlined and members unanimously approved the appointment, agreeing that he would be well placed to Chair the Standards Committee.

Item 11.1 – Approved: The Corporation resolved to approve the appointment of Roderic Gillespie for a period of four years, with effect from 4th January 2023, and subject to satisfactory references and due diligence checks.

C.23.54 Item 11.2: Committee Structure Update

The Clerk advised the Corporation that the updates to the Committee structures were predominantly Committee Chair changes and ensured that responsibilities were more evenly distributed amongst Corporation members.

The Corporation approved the updates, which included Diane Hutchinson taking over the Remuneration Committee Chair post, Rob Firth Chairing the Resources Committee and the newly appointed member, Roderic Gillespie Chairing Standards. Members noted as Corporation Chair, Paul Walker would Chair the Governance Committee, and the terms of reference for Governance and Remuneration, meant all Committee Chair's would be eligible to take up a place on those Committees, or nominate a member of their Committee to serve the Committees on their behalf.

Item 11.2 – Approved: The Corporation resolved to approve the updated Committee Structure.

C.22.55 Item 11.3: Governance Self-Assessment Report

In a presentation to the Corporation, the Clerk summarised the self-assessment activities, along with the areas of strength and those for development that had been highlighted by the process. Actions to further improve governance were outlined, and members agreed the content and format were appropriate for publication.

The Corporation Chair extended her gratitude to the Clerk for her work in producing the report, which evidenced the extensive work of the Corporation alongside acknowledgement of their drive for continuing improvements.

Item 11.3 – Approved: The Corporation resolved to approve the self-assessment report for publication.

C.23.56 Item 11.4: ONS RECLASSIFICATION OF COLLEGES AS PUBLIC SECTOR ORGANISATIONS

The Clerk confirmed that this had been summarised by the Principal in her report, again reiterating the importance of awareness of the implications.

Members asked if the reclassification had been a surprise to the sector, with the Principal confirming that they were aware it was under review, noting the outcome had been delayed, yet expected based on the recent Skills Bill and the advice of sector bodies.

Item 11.4 – Noted: The Corporation resolved to note and take account of the updated guidance.

C.23.57 ITEM 12: CLOSING COMMENTS (PART A) AND DATE OF NEXT MEETING

The Chair confirmed the next meeting would be on 29th March, however there would be a Strategy Day on 1st February.

The Chair confirmed that the Deputy Principal's retirement would commence ahead of the next meeting, therefore this was her last in post, thanking her for her work.

The Chair confirmed that this would also be her last meeting as a member, and Chair of the Corporation, thanking Paul Walker for his nomination to take over as Corporation Chair.

The Principal, on behalf of the Corporation formally thanked the Chair for her time, expertise and personable style of Chairing. The Principal acknowledged how much the SLT had enjoyed working with the Chair, and members noted that the Corporation had harmonised under her Chairship.

The Chair reiterated how much she had enjoyed her time as a governor, expressing her pride over what had been achieved, noting her long association with the College, with her intention being to continue to support with celebratory events as a guest speaker.

**Minute
No.**

Minutes

Action

All staff and student members along with attendees withdrew ahead of Part B, with the exception of the VP Finance and Facilities and Clerk.

PART B MINUTE HELD CONFIDENTIALLY