

Minutes of the meeting of the Corporation held via MS Teams on Tuesday 14th December at 5.30pm

C.22.15 ITEM 1: WELCOME AND INTRODUCTIONS

The Chair opened the meeting by welcoming members and attendees, with a particular note of welcome to all of the new members, highlighting how change was a welcome sign of good governance.

Item 1 noted:

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C.22.16 ITEM 2: GOVERNOR TRAINING

The Clerk confirmed training had been embedded into the meeting to improve the flow of the meeting as both presentations linked directly to agenda items.

Item 2 noted:

C.22.17 ITEM 3: APOLOGIES FOR ABSENCE

The apologies of members Susannah Porter, Mark Aberdein and Laura Bell were provided and accepted, with it noted that Mark and Susannah may be available to join for the latter part of the meeting.

<u>Item 3 accepted</u>: The Corporation accepted the apologies as detailed above.

C.22.18 ITEM 4: DECLARATIONS OF INTEREST

The Clerk declared an interest in relation to her employment at St Mary's College and as a Governor at St Barnabas in Darwen.

<u>Item 4 noted:</u> The Corporation noted the declaration.

C.22.19 ITEM 5: MINUTES FROM THE 29TH SEPTEMBER 2021

The Chair invited members to raise points of inaccuracy and matters arising not detailed in the report under item 6.

With no corrections or additional matters arising, the minutes were approved.

<u>Item 5 – Approved:</u> The Corporation approved the minutes of the meeting of the Full Corporation on 29th September 2021.

C.22.20 ITEM 6: MATTERS ARISING/ACTION SUMMARY

The Clerk invited the Principal to provide the Corporation with an update on progress relating to the implementation of data dashboards. The Principal confirmed they remained under development, with delays due to a number of issues, including capacity within the MIS team. The Corporation members were assured of ongoing commitment to the roll out of the dashboards, with a further update due in January.

All other actions were summarised with no comments or questions received.

<u>Item 6 – Noted:</u> The Corporation noted the details of the report.

C.22.21 ITEM 7: CONFIDENTIAL ITEMS

The Chair reminded members that the items to be reviewed under Part B were confidential. Members confirmed that no item within the circulated minutes needed to be redacted, whilst agreeing nothing on the Part A agenda needed to be treated as confidential.

<u>Item 7 – Noted:</u> The Corporation resolved to approve the minutes for publication and to maintain Part B minutes as confidential.

C.22.22 ITEM 8: CHAIR'S REPORT

The Chair summarised the activities undertaken since the last meeting of the Board, reminding members that this would be her last report as Chair.

The Chair took the opportunity to thank the Governing Board for the experience, expressing her gratitude to members and the SLT for their support throughout the journey that the Corporation had been on in the last twelve months. The Board and SLT were thanked for the gifts with the Chair insisting it had been her privilege to serve as Chair.

The Chair wished the College staff and Governors the best for the future, stating they were now well poised to become outstanding, with her firm belief, and hope that everything was in place to achieve it. The Chair highlighted the importance of succession and regeneration in the Corporation as well as the need for excellent staff, with retention a critical matter.

The Chair was thanked for her time, commitment and expertise, noting the challenges faced and improvements made during her Chairship. It was proposed that the positive influence of her time on the Board would continue to have an ongoing impact.

Member Dr Vipin Trivedi, confirmed that this would be his last meeting, reiterating the sentiments in relation to recent improvements and the strength of the Chair. He expressed his gratitude to the Board and to the outgoing Chair, highlighting the remarkable improvements seen in governance from the start of his journey as a member of the KGV Board to the now merged entity. He added that he had developed as a member with regret that there was not the opportunity to continue for a further term in light of the recommendations and restrictions on long-term membership.

Item 8.1: Resuming Face to Face Meeting Attendance (delivered after item 9.1)

The Chair summarised the context of the paper, drafted ahead of most recent changes to guidance surrounding the new variant of concern, indicating it would be likely that further guidance and restrictions may follow in the New Year as the situation develops further.

The Corporation were reminded that the intention had been to resume faceto-face meetings in January, offering flexibility with some online meetings and hybrid attendance. It was suggested that the plan should be approved subject to members' agreement and regular review to ensure it remained in line with any updated guidance.

Members were asked to send any comments or concerns through to the Clerk in relation to resuming onsite meetings with the plan approved subject to being reviewed against the latest guidance and risk assessments prior to each onsite meeting.

<u>Item 8 – Resolved:</u> Members resolved to note the verbal update and approved the plan for resuming face-to-face meetings as circulated, subject to it remaining in line with local and central guidance and restrictions.

ITEM 9: STRATEGIC ISSUES

C.22.23 Item 9.1: Principal's Report

The Principal summarised the report, informing the Board of relevant information and insights since the previous meeting at the end of September.

The Principal advised that the report had been circulated ahead of COVID-19 guidance updates, assuring the Board that risk assessments and College advice had been updated to ensure it reflected the latest government information, with face coverings mandatory in communal areas and optional in classrooms. Members were advised that compliance overall was good, with some reminders necessary but no resistance from staff or students. The Principal informed the Board that there were some support staff moving to remote working where possible, however, all lessons remained onsite, with no remote delivery, except where this was already planned.

The Principal summarised events that had already taken place ahead of the guidance update, with some postponed this week at the request of schools. The Principal confirmed plans for two days of onsite training at the start of the January term were scheduled to go ahead, with social distancing measures in place to protect staff, with SLT remaining in contact over the Christmas break to ensure developments in guidance can be considered and addressed at pace.

The Principal informed the Corporation that herself and the Deputy Principal had resumed Ofsted visits, although these were now paused again due to government guidance. The Principal added that although the visits could not be discussed, they provided insight and knowledge of best practice.

Continued improvements and impact of marketing activities were outlined, highlighting the success of the onsite open events, with increased footfall and satisfaction from the event. The Corporation were advised these had led leading to increased applications with focus now on ensuring conversion. The Principal expressed her gratitude to the marketing team for their efforts in overhauling all the prospectuses.

Developments in student support were summarised, including the tracking system and praise cards designed by art students. Students had been supported with sessions focusing on how they feel being onsite, emotional and physical and sexual health, respectful relationships, UCAS and progression, to ensure student needs were holistically met.

The Corporation were informed Deep Dives and learning walks had resumed, resulting in effective action plans for areas requiring development, with training delivered for staff involved in observation processes. No significant concerns were raised following observations of new staff, with good progress made with the teaching and learning strategy including moving on from whiteboards to touch screen interactive Boards.

Concerns over the lower utilisation of study areas was highlighted, with the Principal confirming this would be addressed following the Christmas break, noting other areas for review in January were curriculum planning and progressing with the full review of the apprenticeship delivery model, having already undertaken the ground work and appointed a new assistant principal with oversight of apprenticeships.

The Principal summarised progression events, which extended beyond HE to include a range of opportunities including, apprenticeships, armed forces, employment and internal progression.

The expansion of safeguarding support was described as strong and necessary given the increasing number of concerns being logged, supported through staff development and signing up to the AOC's Mental Health Charter and drafting additional supporting policies.

The Principal confirmed a number of IT staff had moved on, therefore, there had been a department restructure with work continuing towards the cyber essentials plus accreditation.

The Corporation were reminded of work towards a new estates strategy, managed by the Dir. Finance and Facilities noting there were no capital projects planned, however, a recent evacuation as a result of a faulty light may result in the need to replace the affected light fittings.

Other activities, including the work of HR and MIS were summarised. The Principal concluded by outlining the work of the Governor and SLT Community task and finish group. The Principal informed the Corporation, this had focused on increasing the presence of the College in the community, with actions summarised, including developments to the website, utilising the premises for events and increasing the visibility of College volunteers within community events.

The Principal was thanked for the detailed report and summary.

<u>Item 9.1 – Noted:</u> The Corporation noted the update.

C.22.24 9.2 Market Oversight Annual Report

The Dir. Finance and Facilities advised members that similar to the Financial Statements, the report summarised the previous financial year, prepared for submission to the ESFA as a requirement of the loan agreement. The Corporation were reminded that it had been a challenging year, with the lockdown period impacting staff and learners, with reduced income, however, having a positive impact on non-pay with cost savings in utilities and teaching costs.

The report, with details of the financial events was summarised, including the staffing restructure and three large capital projects which had been delivered on time and budget. The financial health rating was noted to be as per the expectations from the Transaction Unit Plan at 'requires improvement' for the year, with a healthy cash balance of £5,000,000. Enrolment was described as a mixed picture, with 16-18 enrolments below target despite improvements from previous years, a drop in HE recruitment, with apprenticeships and adult loans close to target, with the budget to be re-forecast in January.

Actions and plans were outlined, including working towards Cyber Essentials Plus and continued work on developing the curriculum and improving the quality of the apprenticeship provision.

The Dir. Finance and Facilities was thanked for his report.

<u>Item 9.2 – Noted:</u> The Corporation resolved to note the update.

C.22.25 ITEM 10: REPORTS AND RECOMMENDATIONS OF THE AUDIT COMMITTEE

The Committee Chair summarised the work of the Committee, informing the Board that two meetings had been held to ensure the volume of work could be reviewed in sufficient detail.

The Board were informed that the Committee had reviewed the revised risk register, policy and framework. The Committee Chair advised that the revised process and scoring matrix resulted in 6 high risks pre-mitigation and 4 post mitigation, with a decision to maintain oversight of all 6.

Corporation Members were informed of a delay in receiving some reports of the Internal Audit Service (IAS), with those normally presented in July delivered and reviewed in November. This had been followed by the annual review of recommendations and annual report of the IAS presented at the December meeting of the Audit Committee, with overall findings of reasonable assurance. The Corporation were informed of previous delays in implementing some recommendations of the IAS, with all but one now implemented and strict monitoring of the timely implementation of future actions.

The Chair confirmed that the external auditors would present their findings to the Corporation, which had been delivered to and reviewed by the Committee in December, along with the draft Financial Statements, fraud and irregularity report and regularity assurance reports.

The Committee Chair concluded by confirming that as per the agenda, the Committee recommended for approval a policy for the retendering of the auditors, with plans to tender the IAS in January 2022, followed by a tendering exercise for the external service in the following year.

The Corporation Chair thanked the Committee for their extensive and detailed work.

C.22.26 Item 10.1: Updated Timeline for Internal Audit Work for 2021/22

The Dir. Finance and Facilities informed the corporation that the timing of some audit reviews had been renegotiated, with the IAS and SLT happy with the adjusted timings which had been reported to the Audit Committee.

C.22.27 Item 10.2: Risk Management Plan and Risk Assessment Framework

The Dir. Finance and Facilities confirmed that the process, policy and scoring system had been fully revised, which included altering the format from a word document to excel for enhanced functionality, with the register simplified whilst enabling changes to be highlighted. The register was summarised, with the Corporation informed there were 25 risks overall, 6 of which were high, reduced to 4 post mitigation. The Corporation were advised that 4 of the 6 high risks related to recruitment.

The Clerk clarified the process for approval, highlighting that the risk sensitivity analysis formed a part of the framework for approval which had already been presented to the Corporation in July 2021. Members were informed, as indicated in the Policy, annual review and approval would be undertaken in July, therefore it would be reviewed again at the end of the academic year.

The Dir. Finance and Facilities was thanked for his work with risk management assessment framework, including the risk management policy and updated risk register approved.

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C.22.28 Item 10.3: Policy For The Re-Tendering Of Auditors

The Dir. Finance and Facilities reminded the Corporation of the new requirement for a policy on the retendering of the external auditors, as detailed in the Post 16 Audit Code of Practice. He expressed his gratitude to the both audit firms for their diligence and support, however, indicated it was good practice to test the market. The timing for the two tender processes was summarised, confirming it was not good practice to replace both simultaneously. The Dir. Finance and Facilities confirmed that this had been reviewed and amended at the request of the Audit Committee, inviting questions and comments. With none received, it was given the approval of the Corporation.

C.22.29 Item 10.4: Annual Internal Audit Report 2020/2021

The Dir. Finance and Facilities summarised the report, highlighting the 7 areas of review, resulting in 23 recommendations. The Corporation was assured that none if the recommendations had been high, with 4 of the reviews offering substantial assurance.

The Corporation were advised that the tendering process would provide the College with an external review of the effectiveness of the internal audit provision.

C.22.30 Item 10.5: Fraud & Irregularity Report 2020/2021

The Dir. Finance and Facilities assured the Corporation that there was nothing to declare, with no incidents reported since 2014/15.

C.22.31 Item 10.6: Audit Committee's Annual Report for 2020/2021

The Committee Chair informed the Corporation that the Committee had assessed their own performance against their Terms of Reference and were satisfied they had met their obligations. The Corporation was assured that as detailed in the report, management and controls are effective, with the Committee recommending the signing of the Financial Statements on this basis, having drawn on information and advice from the external and internal audit services and ESFA funding audit.

<u>Item 10 – Resolved:</u> The Corporation resolved to approve the Risk Assessment Framework and Policy for the re-tendering of the auditors. The Corporation resolved to note the updated plan for the work of the internal auditors and Annual Report of the Internal Auditors. The Corporation resolved to accept the assurances as included in the report of the Audit Committee.

C.22.32 ITEM 11: GOVERNOR TRAINING SESSION - UNDERSTANDING THE AUDIT PROCESS AND FINDINGS

Claire Dalrymple of Wylie and Bissett provided the Board with training on the audit process, findings and documentation. Members were informed of the planning, fieldwork and completion processes, assuring the Board that they undertook an analytical approach throughout.

Questions were invited, with members asked advantages and drawbacks of substantive testing. The Corporation were informed substantive testing was a firm-wide approach for all clients, irrespective of the sector, finding it to be more effective and easier approach from which to gain reliance. Members were assured it was not that they considered controls were not adequate and needed to be tested, as a company they find it suits their clients better and prevents the need to regularly change their approach, adding that the bigger firms have a tendency to use controls based approach, with smaller firms using a substantive approach.

Following a further question, the time scale was clarified, confirming the process starts with planning in May, with the plan presented in June, with 2 weeks of field work in October and sign off in December. Responding to further questions, it was confirmed that some colleges are in a position to sign off earlier, with fieldwork completed in September; however, December was the latest it could be completed due to the need to submit to the ESFA by the end of December.

Claire was thanked for her presentation, providing members with a clear understanding of the process and documentation.

<u>Item 11 – Noted:</u> The Corporation resolved to note the training.

C.22.33 ITEM 12: FINANCIAL STATEMENTS 2020/2021

The Corporation Chair brought the attention of members to the importance of the Financial Statements, requiring approval ahead of signing and submitting to the ESFA, asking the Dir Finance and Facilities to summarise and present each element.

Item 12.1: Regularity Assurance and Self-Assessment Checklist 2020/2021

The Dir Finance and Facilities advised the Board that the returns of previous years were reviewed and amended as appropriate, to ensure members of the Corporation had the relevant evidence, information and assurances ahead of signing the financial statements. Members were advised this included supplementary guidance and returns in relation to the college response to the Pandemic. The Corporation were assured the auditors had reviewed and were satisfied with the College responses.

The Chair invited questions and comments ahead of requesting approval from members for the signing of the returns.

<u>Item 12.1 – Approved;</u> The Corporation resolved to approve the signing of the Regularity Self-Assessment Checklist and Supplementary Bulletin for 2020/2021.

C.22.34 Item 12.2: Audit Completion Report 2020/2021

Claire Dalrymple summarised the work of the auditors, as documented in the report, drawing the attention of members to the changes that will be made to the report following approval, including a change to state it is an unqualified audit report that has been signed, updated from will be signed as per the draft circulated.

Significant points were highlighted, notifying the Corporation that the accounts had been prepared on a going concern basis with a clean audit and no issues, following a high level review of the accounts, that had been scrutinised by the Resources Committee and Audit Committee.

The attention of the Board was drawn to key points of each section including the appendices, advising of the inclusion of a new section for reporting on irregularities in relation to fraud and risks identified, with the Corporation assured that there was nothing of concern within the new section.

The attention of members was drawn to unadjusted errors in section 14, noting they were not material with a net effect of £8000 therefore the accounts would not be adjusted.

The Audit Partner confirmed there was nothing to draw attention to in the regularity report and to conclude, members were reminded of the planning memo, with the risks and responses summarised, with nothing of concern.

With the audit described as clean, members thanked the Audit Partner for the summary and agreed to approve the report subject to the amendments necessary post approval and the update of the name of the Chair.

<u>Item 12.2 – Approved:</u> The Corporation resolved to approve the Audit Completion Report.

C.22.35 Item 12.3: Financial Statements 2020/2021

The Dir. Finance and Facilities summarised the content, advising members that the narrative reflected the annual MOT report, with the financial information scrutinised by the Resources and Audit Committees and the Governance Extract reviewed and recommended by the Governance Committee.

Members were advised of an operating deficit of £2,300,000, £300,000 better than forecast but a decline from the previous year. Members attention was drawn to the capital investments, noting these were largely grant funded. Members were advised that there was little movement between the July management accounts and the financial statements, with the pension liability described as more stable than previous years.

Members expressed their gratitude for the hard work of the Dir. Finance and Facilities and Head of Finance confirming their approval for the Financial Statements and associated letters and extracts, with the Chair confirming these would be signed on site the following day.

<u>Item 12.3 – Approved:</u> The Corporation resolved to approve the signing of the Financial Statements including the letter of representation and statement of regularity.

C.22.36 ITEM 13: REPORTS OF THE RESOURCES COMMITTEE

The Committee Chair informed the Corporation that there had been two meetings that term, with considerable work undertaken as summarised in the circulated meetings minutes.

The Committee Chair confirmed that the financial statements had been thoroughly interrogated with amendments made ahead of presentation to the Audit Committee.

The Corporation were advised that the metrics for measuring financial health were due to be amended, which will bring additional challenges, with the College hoping to overcome through increased recruitment and enhancing efficiencies. The Committee assured the Corporation of a comprehensive marketing update, with activities resulting in increased applications year on year.

The Corporation were advised the Committee deferred the staff pay decision during their first meeting to gain additional sector information and ensure there was a clear picture on enrolment. The Corporation were advised that withdrawals had been higher than expected, with the pay recommendation to be presented and reviewed in Part B.

The Corporation were informed that HE remained an area of high risk, with plans to fully review the strategy and college priorities.

Other areas of review were summarised, including the HR reports, with staff survey results noted as concerning, expected to be as a result of redundancies and the pandemic, with actions and plans in place to improve staff morale.

The IT strategy and benchmarking information were summarised with questions and comments invited.

<u>Item 13 – Noted:</u> The Corporation resolved to note the update of the Committee.

C.22.37 ITEM 14: REPORTS OF THE STANDARDS COMMITTEE

The Committee Chair summarised the work of the Committee from their second meeting of the year, confirming that a summary of the reports reviewed and actions as a result of the meeting were detailed in the circulated meeting summary.

The Committee Chair informed the Corporation that there had been considerable contributions from members during the meeting, resulting in plans to create a Scrutiny Group to facilitate more detailed reviews of areas of concern. Corporation members were invited to notify the Clerk if they were considering participating in the scrutiny group meetings.

The Corporation were advised that the Committee had been assured by the safeguarding update with policies to be reviewed and introduced to take account of the latest guidance, particularly in relation to sexual harassment.

The Committee Chair summarised other work, advising that some items were included for information and approval, with SLT members commended for the improvement in reporting, with them described as detailed, yet succinct.

C.22.38 Item 14.1: Equality and Diversity

The Head of Inclusion and Support highlighted key activities from the work undertaken in 2020/2021 and planned actions for the coming year, to include working towards additional kite marks and further embedding EDI into the curriculum, noting some cross over with safeguarding and support.

Updates to the Equality and Diversity Policy were summarised, assuring the Corporation that statutory information and best practice had been reviewed to ensure the policy was in line with requirements yet adapted to meet the needs of the College. Members thanked the Head of Inclusion and Support for her work, with the policy given unanimous approval.

C.22.39 Item 14.2: Self-Assessment Report (SAR) 2020/21 And Quality Development Plan (QIP) For 2021/22

The Deputy Principal delivered a training presentation to ensure members understood the process, documentation and key judgements, highlighting how it was mapped against the EIF.

Key Strengths, areas for improvement and judgements were detailed, with supporting evidence summarised. These were linked to the associated action within the QIP, with the Board assured of the robust validation process, which included the support of an external consultant.

Members were informed that the QIP actions would be closely monitored internally, and reported to the Standards Committee, with any areas for concern reviewed in detail by the Scrutiny Group, with Governors and SLT in attendance to review the impact of actions.

The Corporation were advised of the amendments made following the feedback for the Standards Committee, who had recommended for approval the SAR and QIP, with an overall grade of 'good' with all areas assessed as 'good' with the exception of apprenticeships, graded as 3 'requires improvement'. The Deputy Principal was thanked for her presentation, with the report described as well written.

The Self-Assessment Report and Quality Improvement Plan were approved by the Corporation.

C.22.40 Item 14.3: HE Self-Assessment Report 2020/21 And QDP For 2021/22

The AP Teaching, Learning and Quality informed the Corporation that there had been decline in new starts and retention, which further impacts on numbers progressing into year two and three, noting the small class sizes in year three.

The Corporation were assured that a thorough curriculum review would be undertaken to ensure the College's HE offer meets the needs of the local community, intending to have a narrower offer with higher enrolment.

The Corporation members were assured by positive feedback from the NSS, with some negative responses from learners on the teacher education program, with assurances of a change in leadership for the area having had a positive impact.

The AP Teaching, Learning and Quality was thanked for the report, with the annual monitoring report and quality development plan given approval.

C.22.41 ITEM 15: REPORTS AND RECOMMENDATIONS OF THE GOVERNANCE COMMITTEE

The Committee Chair drew the attention of the Corporation to the circulated minutes which provided a detailed account of the work of the Committee.

Members were thanked for having completed the forms for evaluating the performance of the Chair, with assurances that the feedback had been reviewed in detail to ensure further improvements could be made.

Members were asked to review and approve the items as necessary, with questions and comments invited.

C.22.42 Item 15.1: Reappointment of Anita Holt

The Corporation confirmed their approval of the re-appointment of Anita Holt as an associate member of the Standards Committee for a period of two years from November 2021.

C.22.43 Item 15.2: Continued adoption of the AOC Code for Good Governance

The Clerk informed the Corporation that the updated Code of Governance had been reviewed, which included two new sections. The work and discussions of the Committee were summarised, highlighting their review of alternative codes, with a recommendation to continue to adopt the AOC code as the best fit for Governance at Southport College.

The Chair highlighted the importance of the Code, noting that the FEC had often reported weak Governance as responsible for College's failures.

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C.22.44 CLOSING COMMENTS AND DATE OF NEXT MEETING

The Chair confirmed there would be a Strategy Day on February 1st, with the intention being that this would be held onsite, with the next meeting scheduled for 23rd March.

The SLT were thanked for their work throughout the year and in preparing the information for the meeting, with members thanked for their time in reading the papers and preparing questions and comments.

Meeting closed at 7.05pm