

Minutes of the meeting of the Corporation held via MS Teams on Monday 14 December 2020 at 5pm

Present:

- Christine Bampton
- Margaret Boneham
- Michelle Brabner - Principal
- Dyese Bruce – Student governor
- John Fell
- Veronica Fell - Chair of the Corporation
- Rob Firth
- Vickie Hayes – Staff governor
- Carla Kennaugh
- Alex Kenny
- Mo Kundi
- Kathy Passant – Vice Chair of the Corporation
- Carol Reid – Staff governor
- Katy Robinson
- Vipin Trivedi

In Attendance:

- Joanne Platt (Interim Director of Governance)
- Anne-Marie Francis (Vice Principal Curriculum & Quality)
- Eddie Green (Vice Principal Services)
- Jesamine Kelly (Assistant Principal Curriculum & Quality)
- Pat Byrne (Head of Business Development - for Item 9.3)
- Nicola Hurst (Director of Teaching and Learning – for Item 11)
- Diane Hutchinson (Observer)
- Alex Gamil (Observer)
- Richard Simms (Observer)
- Susannah Porter (Observer)
- Victoria Fenner (Observer)

Minute No.	Minutes	Action
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The Chair welcomed the Observers to the meeting.

Prior to the meeting, a presentation on Charity Trusteeship was given to the Board by the Chair of the Corporation and the Interim Director of Governance, as a training session. It was agreed to share the slides with Governors who were asked to access and read the more detailed information contained in the links on slides 2 and 3.

C.21.26 Item 1: Apologies for absence

Apologies for absence were received from Suzanne Knowles, Jonny Lea and Loange Da Silva (who had been invited as an observer)

The Interim Director of Governance confirmed the meeting was quorate.

Minute No.	Minutes	Action
C.21.27	Item 2: Declarations of Interest	
	A standing declaration of interest was made by Veronica Fell (Chair) as she is married to John Fell, Independent Governor.	
C.21.28	Item 3: Minutes of the Previous Meeting of 30 September 2020	
	The minutes of the meeting of 30 September 2020 were accepted as an accurate record.	
	<i>The Corporation resolved to approve the minutes of the meeting held on 30 September 2020</i>	
C.21.29	Item 4: Matters Arising / Actions Summary	
	There were no matters arising from the minutes.	
	The Interim Director of Governance presented the actions summary from previous meetings and confirmed that all items were either completed or on the agenda for discussion at this meeting.	
	Governors asked that expected completion dates for all actions be shown in the Actions Summary.	Dir. of Gov.
	<i>The Corporation resolved to accept the report.</i>	
C.21.30	Item 5: Confidential items	
	It was agreed that Item 19a was confidential and would be subject to a separate confidential minute.	
	<i>The Corporation resolved to consider Item 19a as a Confidential item.</i>	
C.21.31	Item 6: Chair's Report	
	The Chair gave a verbal report to the Corporation on activities since the last meeting.	
	The main focus had been on preparing and facilitating the visit from the FE Commissioners, which had a positive outcome. It was noted that the FE Commissioners had recognised how well Governors worked together and with the Senior Leadership Team and the Chair thanked Governors for the time they had given and the contributions they had made to the visit.	
	In the middle of the visit, the College had been given notice of a COVID-focused Ofsted visit which had a very positive outcome.	

The Chair informed the Corporation that she had attended the online Association of College's Governance Summit (alongside the Vice Chair of the Corporation and the Chair of the Governance Committee), the focus which had been on the Mary Ney Report, nurturing relationships with Government Departments and Counter Fraud. It was noted that the event combined attendees from the North West, North East and Humberside regions this year.

The Corporation resolved to accept the verbal report.

C.21.32 Item 7: Self-Assessment Report (SAR) 2019/20 and Quality Development Plan (QDP) for 2020/21

The Vice Principal (Curriculum and Quality) presented the Self-Assessment Report (SAR) 2019/20 and Quality Development Plan (QDP) for 2020/21 which had been considered in detail by the Standards Committee and was recommended to the Corporation for approval.

It was noted that Governors had had an input into the development of the SAR and QDP and Governors thanked management for a very comprehensive and easy to read report.

In response to questions from Governors, it was confirmed that the QDP would be monitored by the Academic Standards Group which meets every 3-weeks in addition to regular monitoring of progress by the Standards Committee.

The Corporation resolved to approve the SAR for 2019/20 and the QDP for 2020/21

C.21.33 Item 8: HE Self-Assessment Report (SAR) 2019/20 and Quality Development Plan (QDP) for 2020/21

The Assistant Principal (Curriculum and Quality) presented the HE Self-Assessment Report (SAR) 2019/20 and Quality Development Plan (QDP) for 2020/21 which had been considered in detail by the Standards Committee and was recommended to the Corporation for approval.

Governors noted that the format was prescribed by the OfS and was therefore different from the whole College SAR. They thanked management for a very comprehensive and easy to read report and noted that progress would be monitored at each meeting of the Standards Committee.

In response to questions from Governors, it was noted that the HE Strategy feeds into the College's overall Strategic Plan.

Governors also noted that plans were in place to improve branding and signage for the University Centre, and that there was an expected additional intake of HE students in January 2021.

The Corporation resolved to approve the HE SAR for 2019/20 and the QDP for 2020/21

Item 9: Strategic issues

C.21.34 Item 9.1: Principal's Report

The Principal presented her report which highlighted the recent [Ofsted](#) and FE Commissioner visits and key strengths and areas for improvement since the last report.

Governors noted that the College's handling of the Pandemic remains strong with low levels of infections in comparison to the sector and very few staff and students self-isolating. Guidance was being updated to reflect changes in Government guidance such as the reduction in the self-isolation period recently announced. Contingency planning is in place with flexibility made possible through delivery models in response to any changes in case numbers.

Governors noted that HE had moved to online teaching with effect from 9 December in accordance with national guidance and there was a general reduction of on-site attendance in the run up to Christmas

Engagement in virtual open events has been high with applications higher than at the same time last year and safeguarding and student support continues to be excellent.

Areas for improvement include target setting in relation to applications, interviews and conversion to enrolments and the challenge of achieving financial savings.

In response to questions from Governors, it was confirmed that enrichment activities relate to the whole college with students from both HE and FE being involved.

Governors asked about the likely outcome of the on-going Funding Audit and it was confirmed that to date, it looked likely that adjustments required to the accounts as a result of this would be within the designated parameters and would not require material adjustments to the financial statements. However, as the Funding Audit was not yet concluded, this cannot be confirmed.

In response to a question from a Governor, it was confirmed that the Audit Committee had considered an Internal Audit Report on Mock Funding, which resulted in a substantial assurance rating, although it was noted that apprentices had not been included within the sample for that audit.

The Corporation resolved to note and accept the report.

C.21.35 Item 9.2: Marketing Strategy 2020/21

The Vice Principal (Curriculum and Quality) presented the Marketing Strategy for 2020/21, noting that the convened Governor Task Group had been involved in its development and that it was already being implemented due to the need to achieve growth in 2020/21 enrolments in accordance with ambitious and agreed targets. Governors noted that the Strategy includes platforms for external communications, including College events

and websites as well as digital media and radio campaigns.

Governors noted that application numbers were increasing which is reassuring in what is a critical year for the College and noted that the College's commitment to face to face teaching appears to be having a positive impact on applications.

It was noted that development of the strategy for the forthcoming year would start at the February Strategy Day to enable the 2021/22 strategy to be presented to the Corporation for approval before the start of the new academic year.

The Corporation resolved to approve the Marketing Strategy for 2020/21

C.21.36 Item 9.3: Business Development Strategy 2020/21 including Workforce Development & Employer Engagement Strategy

The Head of Business Development presented the Business Development Strategy for 2020/21, including the Workforce Development and Employer Engagement Strategy. The Strategy sets out how the College aims to achieve the objectives of continued growth and improved achievement rates and will further develop effective engagement with employers to support economic growth, through flexible training and skills development for the current and future workforce.

Governors recognised the challenges that the College faces in relation to the recruitment and achievement of apprentices and also acknowledged the transparency of the report.

The Corporation resolved to approve the Business Development Strategy for 2020/21

C.21.37 Item 9.4: Accommodation Strategy 2020/21

The Vice Principal Services presented the Accommodation Strategy for 2020/21 – 2025 to the Corporation's approval. The strategy sets out a description of existing sites and buildings, an evaluation of condition and suitability, space utilisation considerations, the links to the College's Strategic Plan and the Liverpool City Region Growth Strategy together with opportunities and constraints on the ability to capitalise on land or property sales. Priorities are completion of the refurbishment of the Pennington building, completion of the low carbon initiative projects and completion of various projects utilising the FECA.

The Strategy was considered by the Resources Committee at its meeting in November and is recommended by the Committee for approval.

Governors noted an expected delay in completion of the Pennington building. However, it was understood that everything was being done to ensure its completion as far as possible to the original deadline and within budget. It was noted that any delay past 20 January 2021 will impact on the College's plans which will result in additional costs.

The Chair questioned the potential impact of any prolongation costs in relation to the contract and management confirmed that Governors would be informed if this arose.

The Corporation resolved to approve the Accommodation Strategy for 2020/21

C.21.38 Item 9.5: Market Oversight Report

The Vice Principal Services presented the Market Oversight Team Annual Report for the Corporation's approval. Governors noted that the report had been considered by the Resources Committee and was recommended for approval.

It was noted that physical activities in relation to the merger were all in line with original plans, a key focus being on improving the quality of provision, particularly at KGV and that progress in relation to this had been acknowledged by Ofsted in its monitoring visits in March 2019 and subsequently in the full Ofsted inspection in February 2020.

Integration of all key support systems across both sites was now completed. Although enrolment of 16-year old school leavers decreased in 2019/20, it was noted that revised plans had resulted in improvements in enrolments for this cohort in the current year and the College remains committed to growing market share of 16-year old school leavers, particularly for A level provision at KGV.

Although operational savings had been made in 2019/20, due to COVID, there would be additional expenditure incurred in 2020/21. The negative impact of COVID on the 2019/20 outturn is c£225k and estimated to be more than twice this in the current year. Although the financial position in 2019/20 exceeded the original merger forecasts in terms of cash based surplus and cash levels, the return to 'Good' financial health has been pushed back a year to 2022/23.

The Corporation resolved to approve the report for submission to the Market Oversight Team.

C.21.39 Item 9.6: College Strategic Plan 2020/2023

The Principal presented the College's Strategic Plan for 2020-2023 for approval by the Corporation. The plan includes context, including the rationale for the merger, the post-merger strategic position, College values and associated behaviours, visions and mission and the five strategic objectives approved by the Corporation in July 2020.

The strategic planning cycle, success criteria and key performance indicators (KPIs) including monitoring arrangements are also set out in the strategy.

Governors welcomed the plan which they felt reads well, albeit noting that the format would be reviewed by the marketing and graphics team once approved to make it more accessible.

Principal

Minute No.	Minutes	Action
	Governors asked for targets for all KPIs to be extended to 2023, noting that all would nevertheless be subject to annual review.	
	Governors noted that the draft plan had been reviewed by the FE Commissioners during their recent visit who agreed that it was a strong document and Governors thanked members of the Senior Leadership Team for their work in its development.	
	Governors asked for reference to Governors being involved in the May Strategy Day to be added to the narrative.	Principal
	<i>The Corporation resolved to approve the College Strategic Plan for 2020-2023 subject to the changes referred to above.</i>	

Item 10: Financial Statements 2019/20

C.21.40 Item 10.1: Audit Committee’s Annual Report for 2019/20

The Chair of the Audit Committee presented the Committee’s Annual Report for 2019/20 to the Corporation for information and Governors noted that this appears within the College’s Annual Report and Financial Statements 2019/20 which are subject to a separate report on the agenda.

The content of the report was drawn from a variety of sources, including the Annual Internal Auditor’s Report, the External Audit of the Financial Statements and the Regularity Audit.

Governors noted that the report confirms that the Audit Committee has discharged its responsibilities as set out in its terms of reference in an effective manner and that the Committee was of the opinion that the College’s systems of internal control are adequate and effective and that the College’s arrangements for risk management, control and the governance framework and processes for securing economy, efficiency and effectiveness are adequate and effective.

The Corporation resolved to note and accept the report.

C.21.41 Item 10.2: Annual Internal Audit Report 2019/20

The Vice Principal Services presented the Internal Audit Annual Report which had been considered by the Audit Committee and which gives a reasonable assurance rating. Governors noted that this is the maximum assurance rating achievable given that the rating is based on only six or seven systems out of a great many more, making it impossible to provide a substantial rating.

The Corporation resolved to note and accept the report.

C.21.42

Item 10.3: Fraud and Irregularity Report 2019/20

The Vice Principal Services presented the Fraud and Irregularity Report to the Corporation for approval. It was noted that the Post-16 Audit Code of Practice requires colleges to consider an anti-fraud checklist to ensure that arrangements are in place for the prevention and detection of fraud and the framework used is intended to assure the Corporation that the financial statements are free from material misstatements in relation to fraud and irregularity.

The Vice Principal Services confirmed that all senior staff and Governors had signed a confirmation return stating whether they were aware of the existence or otherwise of any breaches of law and regulations, actual or suspected fraud, related party transactions or any declarations of interests and that no issues had been disclosed.

Governors noted the Fraud Register attached to the report which confirmed that there were no instances of actual or suspected fraud during 2019/20 or to date.

The Corporation resolved to approve the Fraud and Irregularity Report 2019/20

C.21.43 Item 10.4: Regularity Assurance and Self-Assessment Checklist 2019/20

The Vice Principal Services presented the Regularity Self-Assessment which had been completed to enable the Corporation to publish its statement of regularity, propriety and compliance within the annual accounts, in accordance with the Post-16 Audit Code of Practice.

Governors noted that the Audit Committee had considered the report and that College's external auditor (Wylie & Bisset) has completed its assurance work in relation to this and has confirmed that it is in a position to give an unqualified report.

Corporation approval of the Self-Assessment was required to enable the Principal and Chair of the Corporation to sign it, thus enabling the assurance report to be signed.

The Corporation resolved to approve the self-assessment checklist and to authorise the Principal and the Chair of the Corporation to sign it.

C.21.44 Item 10.5: Annual Report and Financial Statements 2019/20

The Vice Principal Services presented the Annual Report and Financial Statements for 2019/20, noting that this has already been considered by the Governance Committee, the Resources Committee and the Audit Committee, with their feedback taken into account in the version now before the Corporation.

It was noted that the accounts reflect the position already reported in the July management accounts, with the exception of a small number of adjustments for pensions (£-219k), holiday pay (£14k) and Learner Support Costs (£12k) resulting in an overall change of -£193k. These adjustments are all usual year-end adjustments arising from information and reconciliations that take place after the year-end.

It was noted that the audit work was largely complete with unqualified audit opinions expected, although the accounts can't be signed until the completion of the funding audit currently taking place.

Governors noted that the financial statements auditors cannot sign off the accounts until the completion of the funding audit currently taking place.

The Corporation resolved to approve the Annual Report and Financial Statements 2019/20 and the Letters of Representation and to authorise their signing by the Chair of the Corporation and the Principal subject to no material adjustments being made upon completion of the funding audit.

C.21.45 Item 11: Equality and Diversity Policy 2020/21

The Director of Teaching and Learning presented the Equality and Diversity Policy for 2020/21. The policy confirms the College's compliance in relation to legislation and policy relating to equality and diversity and Governors noted the College's commitment to equality and diversity as confirmed by Ofsted in its February 2020 report.

The policy sets out the objectives for 2020/21 and in response to COVID, there is a new objective to further develop an inclusive blended learning environment by supporting students in digital poverty and ensuring that they develop appropriate digital literacy skills.

In response to a question from the Chair, it was confirmed that Black Lives Matter has been embedded within the Progress Programme for students.

The Corporation resolved to approve the Equality and Diversity Policy for 2020/21

All observers left the meeting.

C.21.46 Item 12: Audit Committee

The Chair of the Audit Committee presented the minutes of the two meetings of the Committee held on 18 November and 2 December 2020, noting that the volume of business had necessitated the holding of two meetings.

The Corporation resolved to receive the minutes of the meeting of the Audit Committee of 18 November 2020 and the draft minutes of the meeting of the Audit Committee of 2 December 2020.

Minute No.	Minutes	Action
C.21.47	<p>Item 13: Standards Committee</p> <p>The Chair of the Standards Committee presented the draft minutes of the meeting of the Committee held on 25 November 2020 and drew to the Corporation's attention that the Committee had considered the two SARs, the draft Marketing Strategy, the Teaching and Learning Strategy and the outcome of the Deep Dives.</p> <p><i>The Corporation resolved to receive the draft minutes of the meeting of the Standards Committee of 25 November 2020.</i></p>	
C.21.48	<p>Item 14: Resources Committee</p> <p>The Chair of the Resources Committee presented the minutes of the meeting of the Committee held on 29 September and 23 November 2020 and drew to the Corporation's attention that the Committee had also reviewed the College's IT Strategy at its November meeting.</p> <p><i>The Corporation resolved to receive the minutes of the meeting of the Resources Committee of 29 September and the draft minutes of the meeting of the Resources Committee of 23 November 2020.</i></p> <p>Item 15: Governance Committee</p>	
C.21.49	<p>Item 15.1: Governance Committee Minutes</p> <p>The Chair of the Governance Committee presented the draft minutes of the meeting of the Committee held on 11 November 2020 and drew to the attention of the Corporation that the Committee had considered the Corporate Governance Statement contained within the Annual Report and members' attendance.</p> <p><i>The Corporation resolved to receive the draft minutes of the meeting of the Governance Committee of 11 November 2020.</i></p>	
C.21.50	<p>Item 15.2: Appointment of Governors</p> <p>The Interim Director of Governance presented a report in which the appointment of two new student governors and four new independent governors were recommended by the Governance Committee.</p> <p><i>The Corporation resolved to appoint Diane Hutchinson, Alex Gamil, Susannah Porter and Richard Simms as Independent Governors for a four-year term of office with effect from 1 January 2021.</i></p> <p><i>The Corporation resolved to appoint Loange DaSilva and Victoria Fenner as student governors for a one-year term of office with effect from 1 January 2021.</i></p>	

Minute No.	Minutes	Action
C.21.51	Item 15.3: Extension of amendments to Instruments and Articles of Government and Standing Orders	

On the recommendation of the Governance Committee, the Interim Director of Governance presented a report seeking approval to an extension of the Addendum to the Instrument and Articles of Government and Standing Orders which related to quoracy in meetings and urgent decisions during the Pandemic, for the remainder of the academic year.

The Corporation resolved to approve the extension of the Addendum to the Instrument and Articles of Government and Standing Orders to the end of the academic year 2020/21.

C.21.52	Item 16: Committee Terms of Reference and Cycles of Business 2020/21	
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The Interim Director of Governance presented revised Terms of Reference and Cycles of Business for 2020/21 for all of the Corporation's committees for approval, noting that, with the exception of the Remuneration Committee, changes to the Terms of Reference reflected only the change in title of the Clerk of the Corporation to the Director of Governance.

In relation to the Terms of Reference for the Remuneration Committee, it was noted that the numbers of members had been increased from five to six to address an inconsistency in the previous Terms of Reference.

In response to a question from the Chair of the Corporation, it was agreed that the Critical Incident Plan would be added to both the Terms of Reference and to the Cycle of Business for the Resources Committee.

The Corporation resolved to approve the Terms of Reference and Cycles of Business for all the Committees of the Corporation for 2020/21, subject to the changes referred to above in relation to the Resources Committee.

Members of the Management Team left the meeting.

C.21.53	Item 19a: SLT recruitment and appointments	
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This item has been identified as confidential and is recorded in a separate Confidential minute.

C.21.54	Item 17: Election of Chair	
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The Interim Director of Governance advised the Corporation that only one nomination had been received for the role of Chair of the Corporation (Kathy Passant) and that accordingly no election process was required.

Kathy Passant left the meeting.

The Corporation noted that the nomination had been supported by a number of Governors.

The Corporation resolved to appoint Kathy Passant as Chair of the Corporation for a two-year term of office with effect from 1 January 2021.

Kathy Passant re-joined the meeting.

The Corporation thanked the outgoing Chair for the tremendous amount of hard work, energy, passion and commitment to the College during her term of office as Chair.

The Chair thanked all Governors including staff and student Governors for the support they had given the Chair and for all their hard work and commitment to the College, particularly during the Pandemic.

In light of Kathy Passant's appointment as Chair, the role of Vice Chair will become vacant with effect from 1 January 2021 and it was agreed that expressions of interest for this role from amongst Independent Governors should be submitted via email to either the current Chair, the Chair designate or the Interim Director of Governance by 31 December 2020.

Governors also noted that there would need to be some changes to committee memberships in light of the appointment of new Governors and the appointment of Kathy Passant as Chair of the Corporation. It was agreed that this will be addressed via Written Resolution of the Governance Committee and Corporation prior to the next cycle of meetings.

Katy Robinson and Margaret Boneham left the meeting at 7.30pm.

C.21.55 Item 18: Governor Activity Report

Governors provided a summary of their activities and the Chair of the Corporation noted and thanked Governors for their commitment to the College and particularly for the work completed by Governors in respect of the Marketing / School Liaison Task Group and the Finance Task Group, both of which had worked alongside Management and are anticipated to continue in the New Year with a focus on the FEC recommendations.

Other activities included involvement in developing the College SAR, 3-star validation meetings and the Governance SAR, the Pennington Refurbishment Project, equality and diversity and health and safety committees, safeguarding, Link Governor activities, attendance at Committees and conferences and involvement with recruitment and interviews and the FEC visit.

The Corporation resolved to note the activity of Governors

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No.**

Minutes

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C.21.56 Item 19: Written Resolutions

The Corporation resolved to note the approvals given by Written Resolutions numbers 2020-01 (Corporation) and 2020-03 (Governance Committee).

C.21.57 Item 20: Date of next meeting

- Wednesday 3 February 2021 (am) – Strategy Day
- Tuesday 23 February 2021

Part 1 of the meeting finished at 7.50pm