

**Minutes of the Corporation Meeting held on  
Tuesday 25<sup>th</sup> February 2020 at 5.00pm**

**Present:** Christine Bampton  
Juliette Cosgrove  
John Fell  
Veronica Fell (Chair)  
Rob Firth  
Mark Grutters  
Vickie Hayes  
Alex Kenny  
Mo Kundi  
Jonny Lea  
Kasraa Mohammadi  
Lisa Owens  
Kathy Passant  
Carol Reid  
Vipin Trivedi

**In Attendance:** Margaret Boneham (observer)  
Michelle Brabner (observer)  
John Clarke (Principal)  
Anne-Marie Francis – Vice Principal Curriculum & Quality  
Eddie Green – Vice Principal Services  
Caroline Jenkinson – Director of Governance  
Jesamine Kelly – Assistant Principal

**Action**

Vickie Hayes, Learning Support Manager (and staff governor) opened the meeting with a verbal presentation to the Board on High Needs within the College.

The Chair welcomed new student governor, Kasraa, to the meeting and noted new independent governor, Katy Robinson, had recently joined the Board. Michelle Brabner, future Principal/CEO, and Margaret Boneham, prospective independent governor, joined the meeting as observers.

**C.20.58 Item 1: Apologies for absence**

Apologies for absence were received from Dyese Bruce, Richard Jacklin, Carla Kennaugh, Suzanne Knowles and Katy Robinson.

**C.20.59 Item 2: Declarations of Interest**

A standing declaration of interest was received from Veronica Fell (Chair) as she is married to John Fell.

**C.20.60 Item 3: Minutes of 4<sup>th</sup> December 2019**

Minutes of 4<sup>th</sup> December 2019 were agreed as a correct record.

#### **C.20.61 Item 4: Matters Arising/Actions Summary**

Actions complete.

20.42 In response to a governor question the VP Curriculum & Quality confirmed in-year changes to the curriculum would be advised at the time of the change, not just at the time of the first report of the year.

#### **C.20.62 Item 5: Confidential Items**

None.

#### **C.20.63 Item 6: Chair's Report**

The Chair referred to the recent Ofsted inspection which had been a very positive 'good' and thanked everyone involved, particularly HoDs and the senior team, CLs and the VP Curriculum & Quality for leading the inspection. The Chair also offered her thanks to Michelle Brabner for her support over the 4 days and to the governors on the Ofsted panel who had participated in a very positive meeting, which also included our lead safeguarding governor. The Chair also recognised the fantastic contribution of the College's students.

The Chair referred to the ESFA letter highlighted in the Corporate Performance Report which had been circulated to Board members and stated that merged colleges were under additional scrutiny. However, the involvement of the ESFA should be viewed as a positive monitoring exercise.

The Chair informed the Board of a number of recent events, including:

- half-day Governor Strategy event – topics discussed included Ofsted, governance structure, the introduction of T-Levels and the College's response to employer engagement. A report of the meeting to be considered by the new Principal and leadership teams.
- her attendance at a recent College apprenticeship event with another governor
- her attendance and two governors at the Visitor Economy evening event in Liverpool involving Southport College catering students
- Principal/Chair Forum hosted by the AoC which had included discussion on Colleges' experience with the new IFMC model

The Board passed on their best wishes for Principal's speedy recovery.

#### **Item 7: Strategic Issues**

#### **C.20.64 Item 7.1: Corporate Performance Report**

The Principal presented the Corporate Performance Report and referred to Annex 1 which showed the outcome results for 2018/19 and in year data for 2019/20. He confirmed interview numbers had since increased and was confident the target for interviews attended would be achieved, however, the key question was how many of these interviews would convert into enrolments. The conversion rate last year had been 60% at KGV and 80% at Southport College. Recruitment is being closely monitored with activities to keep students "warm".

In response to a governor question regarding separate websites for the different educational strands within the College the Assistant Principal confirmed it had been considered, however, the cost of just one additional URL was £12,000 and had not been considered financially viable. The governor advised internet searches for the College resulted in access to the old website, the Assistant Principal agreed to follow this up.

**Asst  
Principal**

The Vice Chair referred to sickness absence and queried if there was a reason for the relatively high level and asked if the Resources Committee had received a breakdown on it. The Principal confirmed the increase had been due to long term sickness which had shown no obvious pattern. He confirmed the Resources Committee received an annual sickness report in addition to a general HR report.

A governor queried whether the 100% target for staff utilisation was realistic, particularly due to staff shortages in certain areas. Understanding how the percentage was calculated would be of assistance to governors. The Principal confirmed the target had been based on an assumption that absences could be minimised. The governor also questioned the reason for the number of 'TBCs' in the report which the Principal responded was due to there being no in-year data available for objectives 5 and 6 and outcomes would not be known until the end of the year. However, he suggested that forecasts could be included in the table in addition to in year retention figures. Governors agreed this would be useful.

**Principal**

The Chair of Corporation enquired about the lack of IT/website facilities during the Sunday and Monday and whether a holding page could have been uploaded in place of the websites informing of the downtime.

The VP Services responded that he believed there had been a power issue in the area on Saturday which had caused the College servers to go down and required rebooting on the Monday morning. He explained the UPS (Uninterruptible Power Supply) system had not worked and this was currently under investigation. As the websites are on the servers nothing could be uploaded to refer to them being unavailable. He informed the Board that *the need to* replace the UPS had previously been identified and indeed a new UPS had been received but was awaiting installation as there was a need to alter the power supply. The new UPS system would also have better functionality and would provide reports on the nature of faults occurring.

In response to a governor question, the VP Curriculum and Quality confirmed the College were finalising the application to offer T-Levels.

The Chair of Corporation drew attention to the final paragraph of the Corporate Performance Report and explained that events had since moved on. Runshaw College had been able to release Michelle earlier and she would now be taking up the role as Principal/CEO and accounting officer with effect from 9<sup>th</sup> March 2020.

The Principal referred to the recent Ofsted visit and confirmed that although he had not been in College in person he had received detailed daily reports and had been kept fully apprised. The inspection had validated the College's SAR – mirroring the areas for good and those where improvements were necessary. It had resulted in a solid Grade 2 Good result.

***The Board resolved to accept the report.***

**C.20.65 Item 7.2: Ofsted Inspection (Confidential)**

The VP Curriculum & Quality presented a verbal update to the Board outlining the headlines captured from the feedback meetings held throughout the inspection. She said that completing the SAR under the new EIF had been of assistance to both the College and inspection team. She confirmed she would address any governor questions following receipt of the report.

The Vice Chair of Corporation commented that the result was wonderful news for the College and a positive platform for the current academic year's SAR and this year's recruitment.

**C.20.66 Item 7.3: HE Strategy 2020-2022**

The Assistant Principal presented the updated HE Strategy and stated the HE programme had been reviewed against strategy and key targets.

The Chair of Corporation requested a timeline be added to the Strategic Plan which the Assistant Principal agreed to add.

**Asst  
Principal**

In response to a query regarding the asterisks at Annex 3 the Assistant Principal explained Forensic Science was no longer offered and students would be consulted about their subject preferences/requirements. The resulting subject offer would also be aligned to the LEP and their life science priorities. Film and TV Production had been incorporated within Game Design for September 2020. Business Management was the new course available from September 2020.

The Vice Chair confirmed the Standards Committee had considered whether a HE Committee should be introduced to ensure adequate levels of assurance were in place in view of the growing number of reports required by the OfS. The current plan was to carry on as we are for the time being and decide on the way forward once more information had been gathered.

A governor referred to the low overall satisfaction rate. The Assistant Principal confirmed this did not give a 'true' picture as the satisfaction rates from one particular course had skewed the overall figures. The low figure had been the result of students' dissatisfaction with a particular lecturer (no longer in post).

The Vice Chair requested that information with regards to marketing and recruitment timeframes in addition to how many students were presently on each course and how many targeted for the future be presented to the Standards Committee. The report also to include information on how 16-18 year old students were targeted with regards to progression to the College's HE courses. Also what progress had been made with the continuity of staffing in HE. The Assistant Principal agreed to include these points in her report. She also informed governors that progress had been made with tasters for L3 Care students and some staff were now teaching on both FE and HE courses.

***The Board resolved to accept and approve the HE Strategy.***

#### **C.20.67 Item 7.4: Financial Forecasts 2019/20 to 2023/24**

The VP Services presented the updated Financial Forecasts for 2019/20 to 2023/24 which the Board were being asked to approve. The report included a schedule of annexes summarised at point 3 of the report. He stated the forecasts were built on a growth strategy, particularly around 16-18, apprenticeships and HE. Some of the growth based on increasing class sizes, which would not incur additional teaching costs.

He reiterated a reduction in costs, in the form of staffing savings, would still be necessary.

The VP Services highlighted particular points from the report:

- the KPIs outlined in Annex 3 show good financial health delayed until 2022/23, having originally been planned for 2021/22
- changes to cash and how it has moved between the forecasts shown in Annex 5.3. Operating costs had stayed fairly neutral whilst pension costs had increased
- as noted in paragraph 3.8, the College had benefitted from an increased funding rate for 16-18
- Annex 4 showed sufficient cash to deal with worst case scenarios. It having been suggested at the recent Resources Committee meeting that the Board consider options for such scenarios at their Strategy Day in May 2020.
- IFMC Report – information from the Financial Forecasts is to be transferred to the IFMC spreadsheet and required for submission to the ESFA by 28<sup>th</sup> February. The Head of Finance was currently working on the ESFA spreadsheet which had been problematic due to many 'bugs' – a problem being experienced by colleges nationally with 6 versions having now been released. Once completed the IFMC requires Board approval prior to submission to the ESFA by the end of the week. The suggestion was for a number of governors to meet with the VP Services and Head of Finance with written approval from the Board sought thereafter.

The Chair stated problems completing the IFMC spreadsheet by all colleges had been discussed at the recent AoC Principal/Chair Forum. She explained the Resources Committee had recommended approval of the Financial Forecasts and VP Services added that the narrative from the forecasts would be used in completing the narrative for the spreadsheet. It was therefore agreed appropriate for a group of governors to meet as suggested by the VP Services with subsequent Board approval requested via written resolution.

The VP Services confirmed the AoC had recommended the IFMC be submitted by all colleges, irrespective of the anomalies within it. He anticipated the ESFA would identify the problem areas common to all Colleges and rectify them for the next submission.

In response to a governor request the VP Services agreed to add the TU staffing costs to the table at Annex 1.

**VP Servs**

A governor questioned the probability of KGV regaining market share as outlined in paragraph 1.1 of Annex 1. The VP Services stated the figures had been taken from the original merger forecast and reflected the position KGV had been in 3-4 years prior to merger. The implications of not achieving the growth were outlined in Annex 4. He added that the financial forecasts were reviewed and submitted to the ESFA twice a year (end of September and end of January) and were considered each month in the management accounts. He confirmed the scheduled July forecast would contain actual figures up to April, however, the September return would be based on actuals to July. For this reason the annual schedule of meetings would have to be reviewed in order to possibly include a Corporation meeting in September.

**Dir of G**

The Chair of Corporation referred to the pension costs versus recruitment and noted it was important to appreciate that if the original recruitment targets had been achieved the College would have returned to good financial health earlier, as previously planned. The Transaction Unit are aware the College are working to a revised forecast showing a 64 difference for 2020/21, however, the deficit is 212 when compared with the original TU forecasts.

The Vice Chair added that there was clearly a link between financial health and failure to recruit at KGV. Moving forward it was very important for the College to capitalise on the Ofsted outcomes, having key phrases ready to go market once the report had been published. She suggested the Marketing Strategy be reviewed in light of the inspection result. The Chair also commented on the importance of running marketing and promotional campaigns as soon as GCSE exams finish and also during the summer recess.

**VP C&Q/  
Head of  
Marketing**

The Chair of Resources noted the Committee had paid tribute to the VP Services and Head of Finance for all their work in completing the IFMC. He acknowledged the income had to be increased by £3m over five years, which included making savings and that the figures were based on predictions, some of which would materialise and some which would not.

The Chair stated that in the current climate returning to good financial health would be a very positive position for the College. She confirmed the new Principal would be included in the discussions related to cost savings when she joined on 9<sup>th</sup> March.

***The Board resolved to accept the report, approve the 3 year financial forecasts and delegate a number of governors to meet and approve the IFMC spreadsheet and narrative with subsequent Board approval by written resolution.***

**C.20.68 Item 8: Accommodation Update – Pennington Building Refurbishment Project**

The VP Services presented his report on the Pennington Building Refurbishment Project. The LCR had approved the grant and the Resources Committee had considered the project at an Extraordinary Meeting on 24<sup>th</sup> January 2020, which had resulted in the recommendations as set out in paragraph 2.7 of the accommodation report. The VP Services confirmed [REDACTED] as consultants to oversee the tender of the appointment of contractors and confirmed approval not sought from Resources Committee as the costs for this would be in the region of £3,500.

In response to a governor question the VP Services confirmed tender processes would always follow financial regulations for the appointment of consultants or contractors and he further confirmed that in receiving the grant for the Pennington refurbishment it would not preclude us from making or receiving other grants from the LCR applying for capital projects.

***The Board resolved to:***

- i. Approve the project for the refurbishment of the Pennington Building at a total value of £2,200,000 subject to receiving grant funding of £1,980,000;***
- ii. Approve the grant of £1,980,000 to facilitate the works and authorise the Chair and Vice Chair of Governors to sign the agreement subject to;***
- iii. to the procurement process for tenders being followed in line with the financial regulations***

**Item 9: Audit Committee**

**C.20.69 Item 9.1: Meeting held 23<sup>rd</sup> January 2020**

The Chair of Audit gave a verbal update on the recent Audit meeting which included the items to be approved at the meeting being 9.2 and 9.3 which are below.

**C.20.70 Item 9.2: Whistleblowing and Fraud Policies**

The Chair of Audit confirmed there had only been a minor amendment to the details of the charity 'Protect' in section 10.3 of the Whistleblowing Policy.

***The Board resolved to approve the Whistleblowing and Fraud Policies.***

**C.20.71 Item 9.3: External Audit Fees**

The Chair of Audit confirmed the external auditors, Wylie & Bissett, had worked for the College for two years and the Committee had agreed the service offered to date had been good value for money. The Committee had recommended the Board approve their reappointment and accept their fee proposal.

In response to a governor question regarding tendering for the contract governors agreed that the Audit Committee would make the decision next year based on audit performance and either extend the contract or re-tender.

The Chair informed the Board that Carla Kennaugh had been appointed Vice Chair of the Committee.

***The Board resolved to approve:***

- ***the re-appointment of Wylie & Bissett***
- ***accept their fee proposal***

#### **Item 10: Resources Committee**

##### **C.20.72 Item 10.1: Minutes of Meetings**

The Board had received the minutes of the meeting held on 25<sup>th</sup> November 2019 and the Extraordinary meeting on 24<sup>th</sup> January 2020. The Chair of Resources gave a verbal update from the meeting of 11<sup>th</sup> February 2020 which included the items at the meeting being 10.2 to 10.4 which are below.

##### **C.20.73 Item 10.2: Merseyside Pension Fund Actuarial Valuation**

The Chair confirmed the Committee had received the above report and had recommended approval by Board. The VP Services confirmed the pension fund was no longer in deficit and the recommendation had been made to provide for the legal case [REDACTED] as outlined in the report.

***The Board resolved to approve the recommendation that the College provides for the potential costs of [REDACTED] within the MPF valuation and recovers the pension fund surplus on the basis of retaining a funding level of 101%.***

##### **C.20.74 Item 10.3: Tuition Fees Policy 2020/21**

The Chair confirmed the Committee had recommended approval of the Tuition Fees Policy for 2020/21.

***The Board resolved to approve the Tuition Fees Policy for 2020/21***

##### **C.20.75 Item 10.4: Investment Policy**

The Chair confirmed the Committee had recommended approval of the Investment Policy.

***The Board resolved to approve the Investment Policy.***

##### **C.20.76 Item 11: Standards Committee**

The Board had received the minutes of the meeting held on 27<sup>th</sup> November 2019 and a verbal update from the meeting of 5<sup>th</sup> February 2020. The Chair of Standards highlighted the issues of student dissatisfaction with Oasis and noted that this had been remitted to the Resources Committee for immediate further investigation.



Some negative employer feedback had also been noted from a small number of employers and consideration had been given to how the College were responding to this.

#### **Item 12: Governance Committee**

##### **C.20.77 Item 12.1: Meeting of 5<sup>th</sup> February 2020**

The Board received a verbal update from the Chair of Governance following the above meeting. She confirmed the Committee had noted the importance of continually monitoring the skills profile of the Board and had agreed a Skills Audit would be undertaken again this year.

##### **C.20.78 Item 12.2: Appointment of New Governors**

The following written resolutions had been obtained since the previous Corporation meeting on 4<sup>th</sup> December 2019:

- Katy Robinson (Independent Governor)
- Reconstitution of the Governance Committee
- Jonathan Lea (parent governor)

The Committee recommended the approval the following governor appointments:

- Dyese Bruce – Student Governor
- Kasraa Mohammadi – Student Governor
- Margaret Boneham – Independent Governor for a 4 year term of office serving on the Resources Committee
- Martin Bradley – Associate Governor for a 4 year term of office serving on the Standards Committee.

***The Board resolved to accept the written resolutions and approve the governor appointments.***

##### **G.20.79 Item 12.3: Revised Schedule of Governor Links for 2019/20**

The Committee recommended the approval of a revised schedule of governor links. However, it was noted that due to the recent notice of resignation by a governor and the appointment of a new governor the schedule would require further revision.

***The Board resolved to approve the Schedule of Governor Links for 2019/20.***

##### **C.20.80 Item 13: Higher Education Update**

The Chair confirmed the OfS would be notified of the change of new Principal/CEO Accounting Officer with effect from 9<sup>th</sup> March 2020.

##### **C.20.81 Item 14: College Consultative Group (CCG)**

The Principal presented the report on behalf of the Director of T&L & SF which gave a resume of the CCG meeting of 13<sup>th</sup> November 2019.

In response to a governor question the Principal confirmed completing a paper copy of the staff survey would be available for a small number of staff who had requested it.

***The Board resolved to accept the report.***

**C.20.82 Item 15: Governor Activity Report**

Following a request by the Chair, governors outlined the College activities/training they had been involved in/undertaken so far this academic year which have been recorded by the Director of Governance.

The Chair informed the Board that Juliette Cosgrove was standing down from the Board due to relocating to take up a new job. The Board gave a vote of thanks for her work and the contributions she had made at both the Resources and Board meetings.

The Chair thanked the Principal for all the work he had undertaken for the College over the past 9 years and informed the Board an invitation would be circulated to a leaving event scheduled for 2<sup>nd</sup> April from 3.30pm-5.00pm.

The VP Curriculum & Quality informed the Board that this year was the Centenary year for KGV and invited governors to the Centenary Dinner on 9<sup>th</sup> April at a cost of £35 per ticket with bookings made via the Director of Governance.

**C.20.83 Item 17: Date of Next Meeting**

Wednesday 29<sup>th</sup> April 2020