

**Minutes of the meeting of the Corporation held on Wednesday 23rd March at 5.30pm
Conference Room – Southport College**

Present: Mark Aberdein (Independent Member)
Heather Austin (Student Governor)
Christine Bampton (Chair of the Corporation)
Laura Bell (Independent Member)
Margaret Boneham (Independent Member)
Michelle Brabner (Principal) (excluding item 11.2)
Catherine Durr (Staff Governor) (up to item 10)
Rob Firth (Independent Member)
Diane Hutchinson (Independent Member)
Mo Kundi (Independent Member) (from item 11.2)
Alex Kenny (Independent Member) (from item 4)
Tom Rowe (Staff Governor) (up to item 10)
Paul Walker (Vice Chair of the Corporation)

In Attendance: Paris Bonwick (AP MIS and Apprenticeships) (up to (and including) item 9)
Maura Cummins (Deputy Principal) (up to (and including) item 10)
Lisa Farnhill (Clerk to the Corporation) (excluding item 12.3)
Stephen Musa (AP Student Experience and Welfare) (up to (and including) item 9)
Victoria Wickington (AP Teaching, Learning and Quality) (up to (and including) item 9)
Kevin Williams (Director of Finance and Facilities) (up to (and including) item 10)

Apologies: Alex Gamil (Independent Member)
Carla Kennaugh (Independent Member)
Susannah Porter (Independent Member)
Jennifer Pullin (Parent Governor)
Katy Robinson (Independent Member)

Absent:

Minute No.	Minutes	Action
C.22.89	WELCOME AND INTRODUCTIONS The Chair opened the meeting by welcoming members and attendees, highlighting the need to make a prompt start in preparation for the training and strategy event.	
C.22.90	ITEM 1: APOLOGIES FOR ABSENCE The apologies members were outlined and accepted by the Corporation. <u>Item 1 accepted:</u> The Corporation accepted the apologies of members.	

Minute No.	Minutes	Action
C.22.91	ITEM 2: DECLARATIONS OF INTEREST	
	<p>The Clerk declared an interest in relation to her employment at St Mary's College Blackburn and confirmed that staff were to withdraw for items 10 onwards, the Principal for 11.2 and the Clerk for item 11.3.</p>	
	<p><u>Item 2 noted:</u> <i>The Corporation noted the declarations made and intentions to withdraw.</i></p>	
C.22.92	ITEM 3: MINUTES OF THE MEETING OF 23rd MARCH 2022	
	<p>The Chair confirmed members had reviewed and were satisfied with the accuracy of the minutes as circulated. With a minor amendment to the role of the Chair to be corrected in the attendee list, the minutes were approved for publication.</p>	
	<p><u>Item 3 approved:</u> <i>The Corporation approved the minutes of the meeting of the Full Corporation on 23rd March 2022.</i></p>	
C.22.93	ITEM 4: ACTIONS AND MATTERS ARISING	
	<p>The Clerk confirmed that the training had been circulated to all members and that the next website compliance check was due in May, however, with a number of policy updates required in June, the Chair of the Corporation has asked that the next report to the Corporation is made in September. This is to ensure there is assurance given that the website is compliant for the start of the academic year rather than just ahead of necessary changes.</p>	
	<p>The Clerk confirmed that the data dashboard action remained outstanding, with data cleansing and staff leave causing delays, with a first draft due to SLT in June and Corporation in July.</p>	
	<p><u>Item 4 - Noted:</u> <i>The Corporation accepted the update.</i></p>	
C.22.94	ITEM 5: CONFIDENTIAL ITEMS	
	<p>The Chair confirmed no items in the minutes as circulated were considered to be confidential. Members agreed items 10 and 11 were confidential items as highlighted on the agenda, to be discussed without the presence of staff and minuted separately.</p>	
	<p><u>Item 5 – resolved:</u> <i>The Corporation resolved to approve the minutes for publication and to maintain Part B (items 10 and 11) as confidential.</i></p>	
C.22.95	ITEM 6: GOVERNANCE MATTERS	
	<p>6.1 - Chair's Report</p>	

The Chair provided a summary of activities undertaken on behalf of the Governing Board in her Capacity as Chair, including attending training, updates and events specifically run for College Chair's.

Members were informed of the success of the OSCA's celebrations which had been the first for a number of years due to the Pandemic. The Chair attended on behalf of the Board and was delighted to see staff rewarded for outstanding contributions, with the new award for teacher of the year, as voted for by students, a particularly well received award.

6.2 – Link Governor Updates

The Chair invited members to deliver details of any link activity undertaken. In doing so, members were reminded of the intention to refresh the programme and process for the coming year. A member asked for this to be management led with assurances given that this would be incorporated into the plans. The Chair confirmed the programme aimed to be interactive, increasing the visibility and impact of governance, with a view to giving members a deeper understanding of college life. Members agreed that staff initiated governor link visits would serve to mitigate any pressure felt by staff and would foster more positive relationships.

Link visits by the safeguarding and HR links were detailed, with the governors thanked for their support.

6.3 – Training

The Chair confirmed that training needs had been discussed in the annual one to one meetings with members and reminded everyone to log any training completed, thanking everyone for what they had done so far.

In asking members to highlight any worthwhile courses they had completed, the Clerk added that Jeff Greenridge would be in attendance for the Strategy Event to deliver EDI training following feedback from a governor who had attended his online session.

A member added that the 'Effective Board Behaviours' training within the ETF programme had been very beneficial, drawing the attention to other members of this worthwhile module which focused on positive questioning and supportive challenges.

Item 6 – Resolved: The Corporation resolved to accept the update.

C.22.96 ITEM 7: PRINCIPAL'S REPORT

The Principal summarised the report for the Corporation, with the following key points drawn to the attention of members:

- The hosting of a successful round table discussion with MP Damien Moore, bringing high profile attendees into the College and well represented on social media
- A ministerial visit from Alex Burghart has been postponed
- The return of the OSCA's was welcomed by staff
- Employer events have returned to college, have been well attended and showcased the talents and services within the College, facilitating networking and conversations about what the college can offer
- Plans to improve the student experience though the relocation of student services were outlined, which would also see Southport BID take residence in the College, with the benefits of this outlined

- The introduction of May open events have been successful
- Schools are now welcoming visits from College staff with the Principal and AP Student Experience and Welfare having visited all local schools, with visits scheduled for after half term for those that are further away
- Plans to develop teaching and learning with the introduction of quality improvement practitioners also takes into account feedback from staff around more opportunities to progress and develop
- External review of high needs has been embraced with recommendations detailed and progress outlined
- Light touch review of the matrix accreditation resulted in positive feedback
- IT issues in early May were detailed in full, with the impact and mitigations outlined
- Success of the introduction of the animal management course, with high interest and room development plans provided
- The success of the internal audit of HR and Payroll summarised, thanking the team for their support in the recent consultations
- The Consultation outcomes, as indicated as confidential in the report were outlined, confirming that as this had concluded, the information was no longer confidential
- No formal UMF meetings had taken place, however, dialogue and communications with the unions continued, including during the consultations around curriculum improvements, with them offering support of the college's approach
- St Helen's and Liverpool had reached out for feedback in relation to a joint LSIP bid

In thanking the Principal for the comprehensive update and volume of work in the last half term, members discussed recent union activity in local colleges, and sought clarity around the role of Local Skills Improvement Panel's and their link to LEP's.

Item 7 – Resolved: Members resolved to accept the report

C.22.97 ITEM 8: AUDIT COMMITTEE UPDATE

The Clerk confirmed she had discussed earlier with the Committee Vice Chair the information to be presented to the Committee, offering to deliver it on behalf of the Committee. The Clerk summarised the work Committee undertaken on May 11th, highlighting in depth discussions around data protection and policies.

Members were advised that the minutes had been prepared but needed to be reviewed ahead of circulation, therefore would be included in the June pack along with the recommendations around risk.

C.22.98 8.1 – External Audit Plan

Members were advised there were no significant changes from the previous year's memorandum, confirming the fees document are those approved in March.

C.22.99 8.2 – Committee Terms of Reference

The Clerk clarified the updates to the Audit Code of Practice and ESFA Scope of the Audit Committee were taken into account when reviewing the terms of reference. The new section on value for money was highlighted, with the Clerk clarifying whilst already within the terms, additional scrutiny will be placed in

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	this area. Members noted that changes were mainly to add clarity, with these summarised and approved.	
C.22.100	<p>8.3 – Appointment of the Internal Auditors</p> <p>The Clerk confirmed that in the meeting, the Dir. Finance and Facilities had summarised the tendering process and rationale for the recommendation, adding that ICCA had performed well in the annual review, and only enhanced objectivity and the more progressive presentation had seen TIAA score more favourably. The Corporation unanimously supported the recommendation to appoint TIAA on a three year term.</p>	
C.22.101	<p>8.4 – Internal Audit Plan for 2022/23</p> <p>Members were informed of detailed discussion around the timing of the reviews for the internal audit plan, and following the debate, had concluded that the plan was well drafted and timings appropriate, recommending it to the corporation for approval, adding that it had embedded flexibility to meet the needs of the College.</p> <p>Members discussed this in detail, with a member noting that the reviews were operationally focused and not strategic. The Dir. Finance and Facilities reassured the Board that the plan was based on the strategic objectives and risk register, highlighting how 3 of the 4 highest risks were in relation to learner numbers.</p> <p>A member asked if in light of the recent IT issue, the review of business continuity should be brought forward. The Dir. Finance and Facilities and Principal were in support of reviewing the incident, however, concluded the scope of the business continuity review was broader than IT, with a risk that in bringing it forward, any recommendations may be overshadowed by the IT issue. The Board was assured that the Cybersecurity review scheduled for early in the year would incorporate a review of the systems failure and response, whilst highlighting that having a new head of ICT provided an element of objective scrutiny to the processes and systems in place. Members were advised of plans for a detailed report, on the outage, causes, impact and mitigations, along with future plans to be presented to Resources in November, with members agreeing this along with the cybersecurity review would provide sufficient assurance, therefore offered approval for the internal audit plan.</p>	
C.22.102	<p>Item 8.5 – Anti-Fraud Pledge</p> <p>The Corporation were informed that it had been the recommendation of the Committee for the College to seek to meet the requirements of the pledge. The operational detail had been delegated to the SLT, with the Head of Finance appointed as Champion. The Corporation was informed that the Clerk had liaised with the Dir. Finance and Facilities to share additional resources and the small number of actions to adhere to the 6 steps were now in place to ensure the college is fully compliant and able to sign the pledge in the new academic year.</p>	
	<p><i>Item 8 – Resolved: The Corporation resolved to accept the update, approving the updated terms of reference, external audit plan, appointment of the internal auditors and the internal audit plan. The Corporation supported the Committee’s decision for the College to work towards signing the anti-fraud pledge.</i></p>	
C.22.103	<p>ITEM 9: REPORTS AND RECOMMENDATIONS OF THE RESOURCES COMMITTEE</p>	

The Committee Chair summarised the work of the Committee, as detailed within the circulated minutes, highlighting in depth conversations around the financial regulations and enrolment. The Committee Chair summarised the process for 2022 enrolment, advising how resumed face-to-face interaction should see increased conversion from the commitment demonstrated by attending the college in person, therefore there were no concerns that the accepted offers were marginally down on the previous year.

Members were advised of the Committee's focus on finances and estates matters, with a plan to draft an updated estates strategy underway to be approved in the summer.

C.22.104 Item 9.1: Financial Regulations

The Dir. Finance and Facilities confirmed the financial regulations were reviewed against examples summarised changes had been accepted, with one small amendment to clarify that either the Principal, Chair of the Corporation or Resources Committee Chair would need to approve any deviation from the financial regulations in the event of a critical incident. Members were notified of the Committees support of the change to the bank signatories, which would allow members of the SLT in addition to senior post holders to sign for bank payments to prevent delays.

C.22.105 Item 9.2: Market Oversight Team Reports

The Dir. Finance and Facilities was asked to highlight the main points, with members informed that overall, the position was improved from that presented in January. Caution was added over the need to consider the pressure from unions around pay awards for the coming year along with the outcomes of the condition survey, which indicated the need to invest £10,000,000 over ten years into the buildings. The Committee Chair confirmed that this would be overseen by the Committee, focusing on the essential requirements whilst analysing cost benefit analyses of those that are only recommended.

***Item 9 – Approved:** Members resolved to approve the updated financial regulations, including the amendment to the bank signatories to include the SLT, whilst maintaining the clause that one of the two signatures should always be that of a senior post holder. Members noted the financial update.*

Members of staff, staff governors were thanked for their time and left the meeting for items 10 and 11.

C.22.106 ITEM 10: RESOURCES COMMITTEE UPDATE (PART B)

Item 10.1 – Staff Pay Award

Item 10 – Resolved:

C.22.107 ITEM 11: REMUNERATION COMMITTEE UPDATE

C.22.108 Item 11.1: Senior Post Holder Pay Policy

**Minute
No.**

Minutes

Action

The Head of Personnel and Payroll asked members if they had any questions or comments, noting the significant review of the points raised undertaken by the Committee ahead of recommendation. Members were advised that the policy did not introduce any new processes, but formalised those already in place.

With no further points for consideration raised, the Corporation offered their approval for the policy.

Item 11.1 – Approved: The Corporation approved the Senior Post Holder Pay Policy.

C.22.109 Item 11.2: Senior Post Holder Pay Review

Item 11.2 – Resolved:

The Clerk left for item 12.3

C.22.110 Item 11.3: Clerk’s Conditions and Pay Award

Item 11 – Resolved:

C.22.111 CLOSING COMMENTS AND DATE OF NEXT MEETING

The Chair confirmed the final meeting of the year would be on Wednesday 6th July at 5.30pm, onsite in Clouds restaurant.

Meeting closed at 4.20pm