



MINUTES (PART ONE) OF THE

BOARD OF GOVERNORS MEETING

HELD ON THURSDAY 28TH OCTOBER 2020,

REMOTELY VIA MICROSOFT TEAMS

Present: Paul Askew, Anna Barnish, Lucy Barrow, Gary Doyle, Sue Higginson (Principal), Lorraine Jones, Tim Kelly (Chair), Richard Mawdsley Joe McArdle, Phil McKeown, Ian Parkinson, Paul Smith, Jayne Winders, Vix Wrigley

In attendance: Michael Norton, Deputy Principal
Christine Carter, Vice Principal – Curriculum
Jade Gibson, Assistant Principal - Quality
Phillip Jones, Vice Principal – Quality
Pooja Furniss, Director of People & Organisational Development (minutes 1 to 33)
Will Jerram, Assistant Principal – MIS
Nikki Leising, Head of Finance
Lesley Venables, Clerk to the Governors

APOLOGIES FOR ABSENCE

1. There were no apologies for absence.

DECLARATIONS OF INTEREST

2. The following standing declarations of interest were received:

- Lucy Barrow – on secondment to the Liverpool City Region Combined Authority.
- Joe McArdle – any matters relating to the University of Chester and Business School. Also as a parent of a student who attends the College.
- Paul Smith – employed by Wirral Metropolitan Borough Council and spouse employed at the College.

3. Phil McKeown also declared an interest in minute 15, as he was a partner in the legal firm that was advising the College on the terms of the lease for the Hamilton Square project.

APPOINTMENT OF EXTERNAL GOVERNORS

4. The Clerk reported that there were currently three vacancies for external governors. The Governance & Search Committee had met with two applicants, both of whom had previous connections with the College. The Committee had felt that the skills and experience of these individuals aligned with the College's vision and that they would make a significant contribution to the Board.

5. **Resolved** That Paul Askew and Ian Parkinson be appointed as external governors for a 4-year term of office from 28th October 2020.

PRINCIPAL'S UPDATE & COVID-19 STRATEGY

6. The Principal provided a verbal, high-level summary of Student Outcomes for 2019/2020. Governors were reminded that national data would not be published for that year, due to the impact of the COVID-19 pandemic and the move from examinations to tutor-led assessment for many courses.

7. At the December 2020 meeting the Board would receive a report on the formal closedown of the 2019/2020 academic year.

8. Governors were reminded of the needs that were being met by the College, particularly in terms of inclusivity, as a significant proportion of learners came from areas of deprivation. Safeguarding arrangements were used by a high number of students. The College supported its learners through measures such as free school meals and the breakfast club.

9. There had been a total of 58 COVID-19 cases amongst staff (17) and students (41) since September 2020. The vast majority of staff were now back at work. A comprehensive process had been devised and implemented to identify and deal with any further cases on a daily basis, but governors noted that this consumed a considerable amount of staff time.

10. A blended learning model continued to operate to provide maximum flexibility for learners. Detailed information on the performance of these arrangements would be provided to the December 2020 Board meeting.

11. The College had put in place a COVID-19 risk assessment, as required by the Government guidelines. This was kept under review and amended as the guidance changed. The local teams from Public Health England and the local authority had been extremely supportive and had provided thorough and timely advice on any issues.

SHARING RECENT SUCCESSES

12. The Board received the routine report on the College's recent successes. Governors commended the staff for the wide range of enrichment activities and for being shortlisted for a Times Education Supplement award.

STRATEGIC TARGETS UPDATE FOR 2020/2021

13. Governors received an update on the strategic targets for 2020/2021. The Principal reported that some additions had been made to the original version, mainly around COVID-19. The Board would monitor progress against the targets on a termly basis.

ESTATES & CAPITAL PROJECTS UPDATE

14. The Deputy Principal presented a report on the College's estate, which continued to be graded positively, using recognised criteria. Governors received an update on progress of the 4 bids that had been submitted to the Combined Authority: Maintenance, Improved Facilities, Low Carbon Project and Motor Vehicle & Construction Equipment, all which had been successful and were progressing well.

15. Planning consent had been approved for the conversion of the former Treasury Building into a School of Professional Studies. Management was negotiating with the local authority over the terms of the lease and a local solicitor had been engaged to represent the College's interest. The local authority had now appointed their own project manager to drive forward the relocation of its staff and facilities.

16. The College had received a further £832K from the ESFA for maintenance and upgrading of its estate, which had to be spent by 31 March 2021.

17. Governors asked whether the College was confident that the above deadlines were achievable. The Deputy Principal responded that some tenders had already been submitted for the work on the Treasury Building. A list of projects which could be undertaken within the scope of the ESFA maintenance grant was currently being drawn up. Progress of all the above matters would continue to be monitored by the Board's Working Group.

18. The LCR and the ESFA had been asked whether an extension to the completion timescales was possible, given the restrictions within which the College was operating and the possible impact on any building works. The Deputy Principal would ensure that the latest position on this was reported to future Board and Working Group meetings.

BALANCED SCORECARD 2019-2020 CLOSEDOWN

19. The Deputy Principal presented the final Balanced Scorecard for 2019/2020.

20. It was noted that the College's financial position at the end of the year was positive, with a surplus generated and an increased income for 2020/2021 due to growth in enrolments in the previous year. Some elements were no longer relevant due to the impact of the COVID-19 pandemic.

21. Although the majority of programmes had maintained a high level of quality, the performance of apprenticeship programmes was still a concern and mainly resulted from some learners being unable to complete their programmes due to lockdown restrictions or being made redundant or on breaks in learning.

BALANCED SCORECARD 2020/2021

22. The Deputy Principal presented the 2020/2021 Balanced Scorecard. Following the introduction of a new finance system, which aligned more closely to the MIS, more data had been included in the report than in previous years and enabled governors to monitor progress and for management to take corrective actions much earlier.

23. It was noted that there was currently one area graded as 'red' – commercial income, which had been negatively affected by the pandemic. Consequently, the financial forecast was £200k lower than the approved budget.

COMPLAINTS 2019/2020

24. The Vice Principal – Quality reported on complaints received in 2019/2020. There had been a total of 37 complaints compared to the 22 in 2018/2019. The increase was partly due to additional data being captured on complaints in year. A full analysis had been undertaken and the Board was advised that there were no discernible trends to note.

25. Five complaints had been upheld and governors were assured that all complaints were fully reviewed and investigated to address any areas for improvement.

26. In response to questions, the Vice-Principal reported that a significant effort was spent in providing advice and guidance to students to determine the most appropriate programme. Any learners who wished to withdraw or transfer from their current courses were provided with additional support.

HR REVIEW 2019/2020

27. The Director of People and Organisational Development provided an update on the implementation of the People Strategy that had been approved at the July 2019 Board meeting.

28. Three centres of excellence had been established on rewards, well-being and equality, diversity and inclusion. HR business partners now acted as liaison points with all departments within the College. In response to questions from a governor on the size of the HR team and their capacity to undertake this role, the Director of PODP reported that there were 7 staff, with a mix of part-time and full-time contracts, which was felt to be sufficient.

29. Agreement with one of the recognised trade unions had not been reached over pay and grading structures, which has meant that salary bands remained unchanged in 2020/2021. Further details would be reported to the next meeting of the Remuneration Committee.

30. It was noted that the HR directorate had migrated the majority of processes to electronic formats and that procedures were kept under review with the aim of streamlining them further.

31. Following the COVID-19 pandemic some support staff had been 'furloughed' in line with the relevant legislation and this process had been successful.

32. Levels of sickness absence for 2019/2020 were 2.63% overall, compared to 3.92% in 2018/2019. A governor commented that it might be easier to express the data in terms a percentage of the average days per employee. Management would review the presentation of this information and would report back to the next Board meeting.

33. The Board commended the work that had occurred to date and for the high quality and accessibility of the report provided. A termly update on progress against the People Strategy would continue to be presented to the Board.

Pooja Furniss left the meeting at this point.

FEEDBACK FROM OCTOBER 2020 SEMINAR

34. The Board received the positive feedback from both governors and managers who attended the virtual Strategic Seminar on 16 October 2020. The Principal and the Clerk would be reviewing how best any training needs identified from the performance review process could be addressed through similar inputs to governors throughout the year.

ANNUAL QUALITY ASSURANCE FOR HIGHER EDUCATION

35. The Vice Principal – Quality presented the annual quality assurance report for Higher Education. Governors were advised that approval of the Report was a requirement of the Office for Students (OfS) regime, with boards being asked to review and confirm that they continuously and robustly monitored HE quality and student outcomes.

36. The Vice Principal – Quality reported on the levels of scrutiny in place for the College's HE programmes. The Board thanked the Manager for HE & Access to HE for her continued work in this area.

37. **Resolved** That the Annual Statement on Quality Assurance be approved and submitted to the Office for Students.

MANAGEMENT ACCOUNTS

38. The Deputy Principal presented the Management Accounts as at 30 September 2020. The College continued to be in a positive financial position and had exceeded its planned surplus level.

39. The accounts had been compiled using a zero-based budget approach and all departments now appeared as individual cost centres to improve monitoring. The Management Information System aligned more closely to the new finance system and provided a more up-to-date picture of performance, enabling corrective actions to be taken much earlier than in the past.

40. Funding for the 16-18 cohort had been secured for 2020/2021. However, the Adult Education Budget (most of which was devolved to the Liverpool City Region Combined Authority) was a concern, particularly in the areas of Hair & Beauty (which had suffered as a result of the COVID-19 restrictions), Business and ESOL. A more detailed analysis would be provided to the next Quality & Standards Scrutiny Committee meeting.

41. Higher education provision was meeting the identified target overall, but performance for each course varied.

42. The College was reviewing options to address any potential shortfall, including a January offer to 16-24 year olds, A Level alternatives or catch-up programmes and FE progression courses particularly for those Not in Education, Employment or Training and including digital skills.

43. Governors were informed that a number of incentives for employers had been introduced nationally to encourage them to take on staff. The College was able to offer these programmes to local companies, without the usual 'top-slicing' undertaken by private training providers.

44 A total of £400k had been allocated for COVID-19 measures. The College had been able to offset some expenditure on laptops against the student bursary fund.

45 Cash reserves were healthy, due to an additional £1.6m compared to the approved budget. This was a combination of early grant payments from the LCR for capital projects and from the ESFA, together with the pension deficit on the Local Government Scheme (which was a non-cash item).

46 The College's financial health rating remained as ' Outstanding', however, the Deputy Principal reminded the Board that the College's actual performance fell within the lowest part of the ratio boundary. Although the turnover had increased for 2020/2021, the profitability ratio was less than in the previous year. A governor asked about the material significance of 'outstanding' compared to 'good' financial health. The Deputy Principal responded that Ofsted regarded strong financial health as a good basis for achieving 'outstanding' for teaching and learning, even though it was possible to have one without the other.

ANNUAL STUDENT SUPPORT RETURNS 2019/2020

16-19 Bursary

47. The Deputy Principal presented a report on the 16-19 Bursary fund 2019/2020.

48. Governors noted that the College had changed the mechanism by which monies were distributed for transport costs. Any underspend on this element of the overall fund had been used to support the purchase laptops and other IT equipment for students to learn remotely since March 2020. It was felt that the transition to remote working and support for students had been achieved, allowing greater flexibility.

49. The Deputy Principal reported that there had been a number of appeals on bursary applications. The Complaints Policy would be updated to incorporate this channel for appeals.

50. **Resolved** That the Policy and Procedure for the 2020/2021 16-18 Bursary Fund be approved.

Learner Support Funds (LSF) and Advanced Learner Loan (ALL) Bursary

51. The Deputy Principal presented a report on the LSF and ALL Bursary operations for 2019/2020, together with planned activities for 2020/2021. The purpose of the funds was to provide financial support to enable students to overcome financial barriers to studying at the College.

52. Governors noted that there had been an underspend on childcare costs due to the COVID-19 pandemic. The Deputy Principal was asked whether this would be clawed back by the ESFA and advised that this money could be 'rolled over' into 2020/2021.

53. **Resolved** That the Policy and Procedures for the allocation of the LSF and ALL Bursary for 2020/2021.

RISK MANAGEMENT UPDATE

54. The Deputy Principal presented an update on the College's Risk Register, which had been discussed in detail by the Audit Committee.

55. In response to a question from a governor the Clerk advised that the Risk Register was owned by the Board. If the Audit Committee had met prior to a Board meeting, there was no need for the item to be featured on the Board agenda, other than as part of the report from the Audit Committee chair. Where there was no committee meeting scheduled, the Risk Register could be presented directly to the Board for information.

56. Covid-19 measures were embedded into all aspects of the College's operations. The Quality Key Performance Indicators now included monitoring attendance both online and onsite and online lesson observations. The College had also employed additional cleaning staff to enable all areas to be disinfected on a regular basis.

BOARD MINUTES – 15th JULY 2020

57. **Resolved** That the minutes of the meeting held on 15 July 2020 be approved as a correct record and signed by the Chair.

58. Governors received a progress report on the actions identified at the previous meeting and noted that all actions had been completed.

CHAIR'S UPDATE

59. Following discussions during the performance review process, it had been decided to introduce a report on the activities undertaken by the Chair between Board meetings. The intention was to provide additional transparency and, in the longer term, it may encourage individuals to put themselves forward for the roles of Chair and Vice-Chair.

60. Governors welcomed this improvement and thanked the Chair for being pro-active in this area.

AUDIT COMMITTEE

61. The Board received for information the minutes from the Audit Committee meeting held on 30th September 2020. The Chair of the Audit Committee reported that the Committee had received the Internal Auditor's Annual Report and a thorough Anti-Fraud and Irregularity Assessment, neither of which raised any issues.

62. The Committee had recommended the approval of the Regularity Self-Assessment questionnaire which was issued by the ESFA and was used as part of the External Auditor's work on the Regularity Audit.

63. Following the Board's decision to suspend internal audit activities in the latter half of 2019/2020, the College's requirements had been reviewed for 2020/2021. The Internal Auditor had presented an updated Plan for 2020/2021, which had been recommended for approval, together with a revised Whistleblowing Policy. The latter aligned the College's processes to new legislation which required a greater degree of independence when dealing with any whistleblowing allegations and it was proposed that any such issues would be dealt with by the Clerk.

64. **Resolved**
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| 1 | That the Regularity Audit Self-Assessment questionnaire be approved and signed by the Principal and the Chair of the Board. |
| 2 | That the Internal Audit Plan for 2020/2021 be approved |
| 3 | That the revised Whistleblowing Policy be approved |

CAPITAL PROJECT WORKING GROUP

65. The Chair of the Capital Project Working Group presented for information the minutes of its meeting held on 9th July 2020.

66. The Working Group had received an update on each of the projects for which grant funding had been obtained from the LCR, together with a detailed report on progress with the refurbishment of the Treasury Building in Hamilton Square.

GOVERNANCE & SEARCH COMMITTEE

67. The Board received for information the minutes from the Governance & Search Committee meeting held on 16th October 2020.

68. The Committee had received the Clerk's Annual Report on Governance for 2019/2020, which set out levels of attendance, changes to the Board's membership, the current diversity profile and an assessment of the Governance & Search Committee's performance against its terms of reference. A number of priorities for 2020/2021 had been identified, including a continuation of the improvements in attendance levels, updating the content of the Instrument & Articles of Government and Standing Orders, reducing further the amount of paper used for each meeting and greater use of technology to support the Board's function and preparing governors for any potential Ofsted inspection (for which the College was now in scope).

69. Progress against each element of the 'action plan' would be monitored by the Governance & Search Committee on a regular basis.

70. The Committee had reviewed the confidential minutes considered by the Board in 2019/2020 and had made recommendations about their re-classification.

71. A revised schedule of committee memberships had been recommended for approval.

72. The Board received for information a report on the outcomes of the performance review process undertaken by the Chair and the Clerk. This set out a significant number of positives and identified some constructive suggestions for further improving the Board's processes. It had been agreed that the Principal and the Clerk would design a training plan to address all of the items highlighted by governors and would implement each of these as appropriate throughout the year.

73. **Resolved**
- 1 That proposals on the reclassification of confidential minutes for 2019/2020 be approved.
 - 2 That the revised schedule of committee memberships be approved

QUALITY & STANDARDS SCRUTINY COMMITTEE

74. The Board received a report from the newly-appointed Chair of the Quality & Standards Scrutiny Committee on its meeting held on 14 October 2020.

75. It was noted that governors had reviewed in detail a comprehensive report on the 2019/2020 student outcomes, together with information on Study Programmes, English and Maths, Higher Education, Observations/Learning Walks/Teaching & Learning, Learning Talks, Sub-contracting performance and Staff Survey Outcomes

76. The Committee had recommended that the Board approve the Quality Framework for 2020/2021 and the Annual Quality Assurance Report for HE (minute 2 35 to 37 refer).

77. **Resolved** That the Quality Assurance Framework for HE for 2020/2021 be approved.

DATE OF NEXT MEETING – Wednesday 16th December 2020



Signed: _____ Date: 16 December 2020

Chair