

**MEETING OF GOVERNING BOARD****TIME/DATE** 5.00pm, Tuesday 3<sup>rd</sup> July 2018**VENUE** GATEWAY BOARDROOM, PARSON'S WALK, WIGAN**ATTENDANCE** Independent Governors

Frank Costello, Chair  
 Diane Brennan  
*Ann Harrison*  
 Susan Loudon  
 Susan Spibey  
 Katherine Causey  
 Gai Murphy (by skype)  
 Janet Minto  
 Jenny Bullen  
 Michael Ferraby  
 Gill Edwards  
 Andrea Ferguson

Staff Governors

Jennifer Cockram  
 Catherine Langstreth

Student Governors

*Amanda Ammekk*  
*Declan Harrison*

Principal

Anna Dawe

Clerk to the Governing Board  
 Vice Principal, Curriculum  
 Vice Principal, College Services  
 Finance Director  
 Assistant Principal, IT, MIS and  
 Sub-contracting

Robert Smith  
*Claire Foreman*  
 Louise Brown  
 Steve Scott  
 Dave Harrison

**PART 1 MINUTES**

Item		The meeting opened at 4.00pm and was quorate with at least 7 members present.
1	GB/18/07/111	<p><b>APOLOGIES</b></p> <p>Apologies were received from Ann Harrison, Amanda Ammekk, Declan Harrison and Claire Foreman.</p>
2	GB/18/07/112	<p><b>DECLARATION OF INTERESTS</b></p> <p>There were no declarations of interest.</p>
3	GB/18/07/113	<p><b>ELECTION OF CHAIR</b></p> <p><b>Frank Costello left the meeting for this agenda item.</b></p> <p>It was noted that Frank Costello's term of office as Chair of the Governing Board was due to expire at the end of August 2018. The Clerk advised members that Mr Costello</p>

		<p>was willing to be considered for a further re-appointment until the end of his term of office as a governor on 13<sup>th</sup> October 2019.</p> <p><b>RESOLVED:</b> That Frank Costello's term of office as Chair of the Governing Board be extended to 13<sup>th</sup> October 2019.</p>
4	GB/18/07/114	<p><b>PART 1 MINUTES OF THE GOVERNING BOARD MEETING HELD ON 27<sup>TH</sup> MARCH 2018</b></p> <p>The minutes were approved as a correct record for signature by the Chair.</p>
5	GB/18/07/115	<p><b>MATTERS ARISING</b></p> <p>It was noted that all matters arising on the Action Sheet had been completed.</p>
6	GB/18/07/116	<p><b>AUDIT COMMITTEE 20<sup>TH</sup> JUNE 2018</b></p> <p>The draft minutes of 20<sup>th</sup> March 2018 were received.</p> <p>The Acting Chair of the Audit Committee reported that the committee had received a number of reports from the Internal Auditor and advised that the findings of the reports had been encouraging and positive. She reflected the Internal Auditor's comments at the meeting that this demonstrated improved stability in the management of systems of control and a considerable amount of effort by managers and staff to deliver these improvements. It was noted that the Math &amp; English Strategy audit had not been finalised and members acknowledged that the audit outcomes had demonstrated that key matters had not been considered and the provisional findings were unlikely to support improvements in this area. The Principal confirmed that the audit would be carried out again in the Autumn Term, with an improved focus on the matters not addressed in the original audit.</p> <p>The Acting Chair also drew members' attention to the Internal Audit Plan and the External Audit Plan, both of which required approval by the Board.</p> <p><b>RESOLVED:</b></p> <p>i) That the Internal Audit Plan for 2018/19 be approved; and ii) That the External Audit Plan for the 2017/18 Financial Statements be approved.</p> <p><b>Gill Edwards, Jenny Bullen and Andrea Ferguson joined the meeting at 4.15pm</b></p>
7	GB/18/07/117	<p><b>RESOURCES COMMITTEE 21<sup>ST</sup> JUNE 2018</b></p> <p>The draft minutes of 21<sup>st</sup> June 2018 were received.</p> <p>The Chair outlined discussions at the Resources Committee meeting and explained that the meeting had involved comprehensive discussions and the consideration of a number of detailed reports. She highlighted the key matters reported at the meeting, including continued positive levels of sickness absence and positive strategies deployed to meet ongoing staff retention challenges within the further education sector. It was noted that the Finance Dashboard report had been improved to provide a 'RAG' rating against priority targets and the Chair commented that this had been welcomed by the committee. It was also noted that the report indicated that the college retained its "Good" financial health and remained in compliance with banking</p>

		<p>covenants.</p> <p>The Chair reported that the committee had discussed the management accounts and reports on the Budget &amp; Financial Plan. She explained that these matters would be discussed under a later agenda item.</p> <p>Members discussed proposed changes to the Financial Regulations, the Staff Disciplinary &amp; Grievance Procedures and the Environmental &amp; Sustainability Policy. It was noted that no fundamental changes were proposed and that most changes had been to reflect role changes and legislative requirements. However, it was noted that the Staff Disciplinary Procedure had been amended to improve flexibility in cases where criminal action was likely, the Environmental &amp; Sustainability Policy had been updated to reflect increased focus on plastic waste, and that an appendix had been added to the Financial Regulations relating to the requirements of the Criminal Finances Act 2017.</p> <p><b>RESOLVED:</b></p> <ul style="list-style-type: none"> <li>i) That the updated Financial Regulations be approved;</li> <li>ii) That the Staff Disciplinary &amp; Grievance Procedures be approved; and</li> <li>iii) That the Environmental &amp; Sustainability Policy be approved.</li> </ul>
8	GB/18/07/118	<p><b>CURRICULUM &amp; STUDENT MATTERS COMMITTEE 19<sup>TH</sup> JUNE 2018</b></p> <p>The draft minutes of 19<sup>th</sup> June 2018 were received.</p> <p>The Chair outlined discussions at the meeting and highlighted a presentation from the Head of Studies for Access to HE. He explained that the area had made significant progress and was focusing on delivering further improvements. It was noted that indicators were positive in terms of student outcomes and that most students had achieved university places. The Chair commented that there was a limited number who would stay on at the college to complete HE courses as the range of courses available did not cover the progression choices of all students.</p> <p>The Chair also highlighted discussions relating to the Work Placement Initiative and members recognised the challenges this would present in the future in terms of securing work placement opportunities for very large numbers of students. The Principal advised that the college would eventually need to develop links with over 1,000 employers in specific sectors and outlined the activity taking place to develop employer relationships and placement opportunities. She reported that the college expected to secure the 129 places required in 2018/19 but members noted that this would become more challenging as the level of placements increased.</p> <p>Members asked whether the college was allowed to provide the work placements and the Principal responded that this was not allowed under the initiative's requirements. She added that there was a clear requirement that the work experience needed to be in the form of a placement with an employer and could not be achieved either through experience at the college or by the college leading groups of students in developmental work experience activity. Members commented that the initiative may create requirements that were not achievable and suggested that a future review of these requirements may be necessary in the future.</p>

9	GB/18/07/119	<b>SEARCH &amp; GOVERNANCE COMMITTEE</b>
9.1	<u>Board and Committee Membership Review</u>	<p>The Chair advised that the committee had reviewed the current membership of the Board and the skills and expertise now in place within the membership. He reported that the committee had concluded that the current membership was now much improved and provided a good balance of skills and experience to meet the Board's business requirements. He highlighted the increase in financial expertise and local employer representation from recent appointments as significant improvements.</p> <p>The Chair explained that the committee had considered the re-appointment of Jen Walters as Co-opted Advisor to the Curriculum &amp; Student Matters Committee and had agreed that Ms Walters' contribution to the work of the committee was helpful and informative. He also explained that the committee had been advised that staff governors were no longer allowed to be members of the Audit Committee under the requirements of the Post-16 Audit Code of Practice. It was noted that this would mean that Jennifer Cockram would be required to leave the Audit Committee. The Chair suggested that Ms Cockram could join the Resources Committee in order to add a staff governor perspective to the latter's deliberations.</p>
9.2	<u>Skills Audit Questionnaire &amp; Analysis</u>	<p>Members discussed a proposed new Skills Audit Questionnaire and the associated approach to skills analysis. They agreed that the recommended approach would help to simplify the information provided to the Search &amp; Governance Committee when considering skills requirements when appointing new governors.</p>
9.3	<u>Code of Good Governance for English Colleges</u>	<p>It was noted that the Code of Good Governance for English Colleges had not been formally adopted, although the Board had shown its clear commitment to the Code, including reviews of its compliance with the Code requirements. The Chair recommended that the Code be formally adopted.</p>
9.4	<u>Review of Confidential Minutes</u>	<p>The Clerk reminded members of discussions at the recent Strategic Workshop, which had highlighted the need to improve delegation arrangements to help the Board and its committees focus on priority business. He suggested that the current arrangements for the Board to review confidential minutes may not be practical and that it would be better for these reviews to be carried out by the chair of the Board or Committee Chairs, supported by the Clerk.</p>
9.5	<u>Use of Skype for Remote Attendance</u>	<p>The Chair reported that the committee had discussed at length the use of Skype to facilitate remote attendance by governors. He explained that these discussions had focused on legal advice provided to the previous Clerk by Eversheds and the degree to which the current arrangements complied with this advice. He advised that the committee had concluded that the use of Skype should be restricted to specific circumstances, including enabling a quorum for urgent and important business, and allowing the attendance of specific members to provide particular advice when they were not able to attend in person.</p> <p>The Clerk was asked to provide further detail about the legal advice received and he responded that the key requirement was that members attending remotely could be clearly seen and heard by those physically present and vice versa. Members</p>

		<p>discussed whether this requirement was currently being met and it was suggested that it was not always possible to comply. Difficulties for the member attending remotely to follow presentations was highlighted, as well as some unreliability in internet connection affecting the broadcast of information. The member attending remotely commented that she felt that the current approach was satisfactory and she and other members questioned whether the legal advice was too restrictive in terms of the requirement to see all participants as well as hearing them. It was noted that blind or partially sighted members may not be able to see those present at meetings and commented that this made this restriction appear excessive.</p> <p>Members also discussed the need for Board membership to include personal attendance at meetings and college events and questioned whether standing arrangements for individual governors to attend remotely were appropriate. It was agreed that, whilst there may be circumstances when remote attendance by Skype could be helpful, it should not replace the need for physical attendance as a general rule. It was also agreed that, despite questions about the nature of the legal advice, the current arrangements did not always comply with legal requirements.</p> <p>The Clerk drew members' attention to a new clause recommended by the committee to be inserted into the Instrument &amp; Articles of Government if agreed by the Board. Members discussed the clause and agreed that it represented an appropriate approach to the use of remote attendance. However, it was agreed that the effectiveness of remote attendance may need to be reviewed again the future, as well as the possibility of investing in more effective teleconferencing technology.</p> <p><u>Induction Procedure</u></p> <p>The Clerk advised that a recent audit of Corporate Governance had recommended that a formal induction procedure and checklist be introduced to record the induction activity for each new governor appointment. He drew members' attention to a proposed draft procedure included in the meeting papers.</p> <p><u>Links Visit Feedback Form</u></p> <p>The Clerk reminded members about comments made at the last Board meeting about a newly introduced Links Visit Feedback Form. He advised that members had commented that the new form was overly complicated and restricted the nature of the links visits and the flexibility for members wishing to allow links meetings to focus on key priorities of staff and students. Members discussed a revised draft form included in the meeting papers and agreed that this version would provide the flexibility required. However, members also stressed the need for governors to be advised before links visits of priority matters to consider, including progress made in the area in terms of student outcomes and curriculum performance and area links with stakeholders. It was also agreed that members should receive updates on issues raised during links visits in order to confirm action taken or reasons why no action was considered appropriate.</p> <p style="text-align: right;"><b>Action: Vice Principal, Curriculum</b></p> <p><b>RESOLVED:</b></p> <ul style="list-style-type: none"> <li>i) That the re-appointment of Jen Walters as Co-opted Advisor to the Curriculum &amp; Student Matters Committee until 31<sup>st</sup> July 2019 be approved;</li> <li>ii) That the appointment of Jennifer Cockram to the Resources Committee be approved;</li> <li>iii) That the updated Skills Audit Questionnaire be approved;</li> <li>iv) That the Code of Good Governance for English Colleges be formally adopted in recognition of the Board's commitment to the Code since its inception;</li> <li>v) That the periodic review of confidential minutes be delegated to the Chair of the</li> </ul>
9.6		
9.7		

		<p>Board and Chairs of Committees;</p> <p>vi) That remote attendance be subject to the following clause, which should be reflected in the Instrument &amp; Articles of Government: Remote attendance through electronic visual and audio conferencing software should be allowed in the following circumstances:</p> <ol style="list-style-type: none"> <li>i. Where there is urgent and important business to be conducted and a quorum would not be possible without one or more members attending remotely; or</li> <li>ii. Where advice or guidance is required from a specific individual governor for a particular matter under consideration, and that governor is unable to attend in person; and</li> <li>iii. That, in all cases, at least 60% of the quorum for the meeting is attending in person;</li> </ol> <p>vii) That the Induction Procedure be approved; and</p> <p>viii) That the revised Links Visits Feedback Form be approved</p>
10	GB/18/07/120	<p><b>SCHOOLS LIASION &amp; RECRUITMENT</b></p> <p>The Chair welcomed the Head of Marketing &amp; Admissions to the meeting.</p> <p>The Head of Marketing &amp; Admissions provided a summary of schools liaison activity, including carrying out assembly presentations at 18 borough schools and carrying out admissions interviews in most borough schools. She also advised that application support sessions were taking place and ‘sampling sessions’ were being used with school pupils attending college for the day to take part in various activities and to see college facilities at first hand. The Head of Marketing &amp; Admissions provided an update on specific recruitment activity for the Leigh campus. This included community activities, the launch of a campus-specific website, the use of social media platforms and billboard advertising in Atherleigh Way. Members highlighted challenges in relation to potential 16-18 year-old applicants meeting Maths and English qualification requirements and asked whether the college was able to respond positively to these challenges. The academic staff governor responded that college staff were visiting schools to support Maths and English revision sessions to help improve examination outcomes</p> <p>Demographic changes were discussed and it was noted that applications were down on the previous year in line with a fall in demographic data for 16-18 year olds. It was also noted that this fall had followed two years of positive growth. However, members were pleased to learn that a ‘New Students Day’ had drawn an increased number of participants compared to the previous year, which was an encouraging indicator that conversion rates between enrolment and actual attendance would be positive. Members asked for further information about the potential financial impacts of demographic changes. The Principal responded that, given that a further fall in 16-18 demographics was expected in the following year, it was likely that funding values would decrease before a subsequent upturn was expected in later years. She explained that the main impact would be that the college would be unfunded in-year for subsequent growth until funding became available in the next year under lagged funding principles.</p> <p>Adult recruitment was also discussed and it was noted that applications were significantly up on the previous year. However, it was also noted that this may be partly due to improvements in the application process. The Head of Marketing &amp; Admissions outlined recruitment activity for adult learners, including an increased focus on internal progression and the development of new curriculum choices with additional flexibility in timetables and distance learning options. Members were pleased to learn that HE recruitment levels had been maintained, with improved</p>

		<p>internal progression and better retention and pass rates. They were also pleased to learn that an out of borough price-based advertising campaign would be used in order to deliver further growth.</p> <p>The Chair thanked the Head of Marketing &amp; Admissions for her presentation and acknowledged the hard work of her team and other college staff in terms of generating positive recruitment numbers for 2018/19.</p>
11	GB/18/07/121	<p><b>STRATEGIC PLAN</b></p> <p>The Principal provided an update on the Strategic Plan and it was noted that the KPI dashboards had been updated since last reported at the Strategic Awayday and may be subject to further minor changes once the outturn data for 2017/18 was known. She also circulated an early draft of a public version of Part 1 of the Strategic Plan, which would be published and circulated to stakeholders. Members acknowledged that this would be helpful in terms of providing public transparency about the college's aims and ambitions. Members commented that the early draft looked impressive and would be a very positive development for stakeholder engagement.</p> <p><b>RESOLVED:</b></p> <ul style="list-style-type: none"> <li>i) That the Strategic Plan be approved, subject to minor amendments that may be required to dashboard targets once 2017/18 outturn data is known; and</li> <li>ii) That the layout and approach to the public version of Part 1 of the Strategic Plan also be approved.</li> </ul>
12	GB/18/07/122	<p><b>FINANCE</b></p> <p><u>KPI Dashboard - Finance</u></p> <p>The Finance Director reminded members that the dashboard data had been discussed in detail at the Resources Committee meeting and confirmed that current financial performance retained the college's 'Good' financial health categorisation and continued to comply with banking covenants. He also explained that the Resources Committee had discussed the addition of an extra column indicating the year-end forecast position and this would be provided for future dashboard reports.</p> <p><u>Monthly Financial Report and Management Accounts</u></p> <p>The Finance Director explained that the overall year-end surplus forecast remained closely in line with the amended forecast agreed in the Autumn Term after shortfalls in apprenticeship income became apparent. He also provided a summary of cash variances and explained that lower balances in the Spring Term were expected and in line with Education &amp; Skills Funding Agency funding profiles across the sector. It was noted that the overall surplus target of £348k was still expected to be achieved, but that it would provide an opportunity to invest further in important equipment, such as IT resources close to year-end when achievement of the surplus was more certain. Members concurred that it was important to take the opportunity to re-invest in teaching and learning and associated equipment and resources, rather than producing additional surplus at this time. Members acknowledged that this approach may have the effect of reducing the final surplus below the £348k currently forecast.</p> <p><u>Budget &amp; Financial Plan</u></p> <p>Members discussed the budget and Financial Plan and recognised that both were produced from the 5-year Plan presented at the recent Strategic Workshop. It was noted that there had been some movement and changes to the financial data since last reported but that a surplus of £179k was forecast. The Director confirmed that all</p>

		<p>three years of the Financial Plan produced an expectation of retaining 'Good' financial health and continued compliance with banking covenants.</p> <p><u>Revised Facilities Agreement: Barclays Bank</u></p> <p>The Director reported that this matter would need to be deferred until the Autumn Term as the required documentation had not yet been provided by Barclays Bank. It was noted that changes to facilities agreement were required due to changes in the FRS102 accounting provisions and changes to Barclays Bank's own corporate structure.</p> <p><b>RESOLVED:</b></p> <ul style="list-style-type: none"> <li>i. That the Financial Report &amp; Management Accounts for April 2018 be approved; and</li> <li>ii. That the Budget &amp; Financial Plan for 2018/19 be approved.</li> </ul>
13	GB/18/07/123	<p><b>SUB-CONTRACTING STRATEGY &amp; PROPOSED PARTNERS 2018/19</b></p> <p>The Assistant Principal explained that the proposed sub-contracting income for 2018/19 had further reduced by £900k in line with the Board's strategy on reducing reliance on sub-contracted activity. The proposed activity and level of spend with each partner was discussed and members were pleased to note that there was now a much better focus on local partners. The question was raised about the need to subject the values of sub-contracted activity to normal procurement rules, whereby a number of partners were able to tender for the associated activity. The Clerk advised that, as each partner brought the learners to the sub-contracted arrangement, the college did not have control over options to present those learners to other potential partners. It was acknowledged that this was a different situation compared to most activity subjected to a procurement exercise. However, the Assistant Principal agreed to check this point further with the college's legal advisors.</p> <p style="text-align: right;"><b>Action: Assistant Principal, IT, MIS and Sub-contracting</b></p> <p><b>RESOLVED:</b> That the Sub-contracting Strategy and Proposed Partners for 2018/19 be approved.</p>
14	GB/18/07/124	<p><b>GOVERNANCE</b></p> <p>14.1 <u>Strategic Workshop Report</u></p> <p>It was noted that this report was for information purposes only.</p> <p>14.2 <u>Governance Review</u></p> <p>The Clerk reminded members of discussions at the recent Strategic Workshop in relation to potential changes to the Board's model of governance. The advantages and disadvantages of both a 'Board' model and a 'Traditional' model were discussed and it was agreed that the Traditional model would be the Board's preferred option. However, it was also noted that the number of proposed meetings had reduced slightly since the previous year and members concurred that the Board's business would be adequately covered under the revised business schedule.</p> <p>14.3 <u>Calendar of Meetings 2018/19</u></p> <p>The Clerk presented proposed dates for Board and committee meetings and these</p>

	14.4	<p>were agreed.</p> <p><u>Use of Corporation Seal</u></p> <p>It was noted that this report was for information purposes only. However, it was also noted that reference to use of the Corporation Seal for the revised facilities agreement discussed under a previous agenda item would now be dealt with at the same time as the substantive matter in the Autumn Term.</p> <p><b>RESOLVED:</b></p> <p>i) That the proposed business schedule for 2018/19 be approved; and ii) That the proposed calendar of meetings for 2018/19 be approved.</p>
15	GB/18/07/125	<p><b>SAFEGUARDING</b></p> <p>The Safeguarding Governor reported that she had met with members of the college's Safeguarding Team to discuss the support given to young people by the college. It was noted that this support extended considerably beyond statutory safeguarding requirements. The Safeguarding Governor explained that she had been able to discuss a large variety of matters where the college supported students in a wide array of circumstances. She also highlighted the college's high retention rates for 'Looked After Children', which demonstrated the efforts of managers and staff to provide additional support to this group of students where it is nationally acknowledged that additional challenges are commonplace.</p>
16	GB/18/07/126	<p><b>ANY OTHER BUSINESS</b></p> <p>The question was raised as to whether the college was engaged in the 'BIG Education Conversation' and the Principal confirmed that the college was working with Wigan Borough Council on this initiative.</p>
17		<p><b>DATE OF NEXT MEETING</b> 5.00pm Tuesday 16<sup>th</sup> October 2018</p>
		<b>Part 1 of the meeting closed at 6.00pm and staff governors left the meeting.</b>