

# Draft Minutes

**MEETING OF GOVERNING BOARD****DATE TUESDAY 9<sup>th</sup> FEBRUARY 2016****VENUE ROOM PS108. PROFESSIONAL STUDIES BUILDING, PARSON'S WALK, WIGAN.****ATTENDANCE**

Independent Governors

Liz Shea, Chair  
*David Rogers, Vice Chair*  
 Frank Costello  
 Diane Brennan  
*Ann Harrison*  
*Susan Loudon*  
 Susan Spibey  
 Katherine Causey  
 Rod Stockwell  
 Gai Murphy  
*Vacancy*  
 Michael Sheehan  
*Jennifer Cockram*  
*Alison Dann*  
 Aiden Taylor  
*Vacancy*

Principal  
 Staff Governors

Student Governors

Clerk to the Governing Board  
 Vice Principal, Curriculum  
 Vice Principal, College Services  
 Vice Principal, Business Services  
 Finance Director

Lorna Lloyd-Williams  
 Anna Dawe  
 Louise Brown  
 Chris Davey  
 Claire Jarvis

L.A.D.O. Business Officer  
 Wigan Council

Karina Warwick

*Italics denote absence*

Minute No.	Item	
The Chair opened the meeting for business at 5.05pm and the Clerk confirmed that it was quorate with at least 7 Governors being present.		
	<b>GOVERNOR TRAINING &amp; DEVELOPMENT</b>  Katina Warwick provided Governors with WRAP training on the Prevent Agenda. They were taken through the signs of vulnerability, the process and signs of radicalisation and then various case studies of young people who had been radicalised. The Chanel referral process was explained to Governors and the Board were made aware that all staff at the College had received Prevent training.	
Karina Warwick then left the meeting		
GB/16/02/61	1	<b>APOLOGIES</b> –were received from David Rogers, Alison Dann, Jennifer Cockram, Ann Harrison, and Aiden Taylor. The Board were made aware that due to illness David Rogers would not be available for the rest of the academic year and in light of his outstanding contribution it was  <b>Resolved:</b> that a leave of absence should be granted to David Rogers.  <b>Resolved:</b> that Frank Costello should be appointed as interim Vice-Chair in David Rogers' absence.
GB/16/02/62	2	<b>DECLARATION OF INTERESTS</b> – There were no declarations of interest made.
GB/16/02/63	3	<b>MINUTES OF THE GOVERNING BOARD MEETING HELD ON 15<sup>th</sup> SEPTEMBER 2015</b>

		The minutes from this meeting were approved as a correct record and duly signed by the Chair.
GB/16/02/64	4	<b>MATTERS ARISING –</b>  The Clerk advised that all matters were either completed or scheduled.
GB/16/02/65	5	<b>MINUTES OF THE BOARD'S COMMITTEES</b>  5.1 The minutes of the Audit Committee held on 3 <sup>rd</sup> December 2015 were approved.
GB/16/02/66	5.2	Minutes of the Wigan Foundation for Technical Education Committee held on 20 <sup>th</sup> January 2016 were duly noted.  The Chair updated the Board on the work of the Foundation and the amount of money that had been allocated this academic year. The Board were informed that the Trust was reviewing how monies were to be spent in the futures and that there would be input from the Principal regarding proposals to be put to the Trust in the forthcoming meeting.
<b>STRATEGIC MATTERS</b>		
GB/16/02/67	6	<b>STRATEGIC OVERVIEW PRESENTATION</b>  <u><b>Area based reviews</b></u>  The Principal provided Governors with an update on the Area Based review process in Greater Manchester. Governors were informed about a workshop held on the 1 <sup>st</sup> February which was attended by the Principal and the Chair of the Corporation. Models of merger and federation were explored and the Board were informed that currently options are expected on the 21 <sup>st</sup> April 2016.  Discussions then took place about the work within the Greater Manchester Colleges Group and the Principal outlined the reasons for pushing forward in collaboration with those colleges that were eager to explore collaboration with Wigan and Leigh. After much discussion it was <b>RESOLVED</b> that the College wishes to remain independent and the Principal upon behalf of the Board should move forward with exploring collaboration initially with other willing colleges.  <u><b>Strategic priorities</b></u>  Governors were then updated on the progress being made against the strategic priorities of Quality, Efficiency and Growth. In relation to efficiency Governors were reminded of the 5 year financial plan and informed that the SFA will reclassify us as good if we deliver our plan for 2015/16. In relation to growth Governors were advised of the outline growth targets for 2016/17 over 2015/16 and provided with figures in relation to applications and how they compared with the previous year. Referring to Quality Governors were taken through the retention figures benchmarked against last year's figures.  The Board thanked staff for all their hard work.
GB/16/02/68		

GB/16/02/69

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**FINANCE AND RESOURCES**Bank Loan

Financial matters were then elevated in the Agenda and the Board were addressed by the Vice-Principal Finance on the Bank Loan which had been agreed by the Board at their December meeting (minute no. **GB/15/12/54**). Upon being questioned the Vice-Principal Finance clarified which were the pre-existing loans and the new loan. She confirmed that the legal charge would be over the footprint of the Parsons Walk campus.

**IT WAS RESOLVED:**

1. That the borrowing by the Borrower of up to the full amount of the Facility on the terms and conditions set out in the Facility Agreement and the entering into the Transaction Documents is in the interests of and for the benefit of the Borrower and is most likely to promote the success of the Borrower for the benefit of the members as a whole and that such terms and conditions be and are approved and accepted.

2. Consideration of the Legal Charge

a. The Board of Governors notes that they must consider the Legal Charge and in particular that:

i. the Legal Charge secured repayment to the Bank of all monies and liabilities at any time due, owing or incurred by the Borrower to the Bank from time to time; and

ii. the Legal Charge contained a statement that the security created pursuant to the Legal Charge does not fall within section 124(9) of the Charities Act 2011 as the secured property is held by (or in trust for) the Borrower, which is an exempt charity.

b. The Board of Governors considered in detail the form of the Legal Charge and the risks to the College in entering into the Legal Charge, namely that if the Borrower were not able to repay the secured facilities when due, this could result in the enforcement of the Legal Charge against the Borrower. Whilst these consequences were serious, the Board of Governors considered that the Borrower would be able to meet its obligations when due.

c. The Board of Governors considered whether it was in the best interests of the Borrower to provide the security constituted by the Legal Charge to the Bank and to execute and deliver the Legal Charge.

3. That, bearing in mind the Board of Governors' duty to promote the success of the Borrower,

the College should enter into the Legal Charge, grant the security in favour of the Bank constituted by the Legal Charge and perform its obligations and exercise its rights in relation

to the Legal Charge. To do so would be of benefit to the Borrower

4. That the Borrower has considered whether it needs to obtain professional independent

advice (legal, financial or otherwise), prior to resolving to enter into the Transaction Documents and (whether on the basis of such advice or otherwise) it has made its own independent decision to enter into the Transaction Documents and understands the terms, conditions and risks involved.

3. That Elizabeth Shea and Michael Sheehan are authorised to sign the Transaction Documents on behalf of the Borrower to indicate acceptance of the terms and conditions.

4. That the Bank is authorised to act in all matters concerning the Facility upon instruction from

the Borrower signed in accordance with the Bank's mandate for any of the accounts of the

Borrower held with the Bank current from time to time.

It was further

**RESOLVED** that Frank Costello and Diane Brennan were authorised to sign the

GB/16/02/70		<p>formalities certificate.</p> <p><u>Global Banking Authority</u></p> <p>The Vice-Principal Finance spoke to her report and advised that two members of staff having left, approval was being sought for a total of seven signatories. Upon being asked by Governors it was confirmed that 2 signatories would be needed at all times and that expenditure over £50K needed to be signed by the Principal. Governors requested that the number of signatories be reduced. It was</p> <p><b>RESOLVED</b> that the contents of the Global Banking Authority were approved on the basis that the authorised signatories be the Principal, Vice-Principal Finance, Financial Controller and one other senior postholder and that there should be two signatories at all times.</p>
GB/16/02/71		<p><u>Management Accounts</u></p> <p>The Vice-Principal Finance spoke to her report and advised that the key budget forecast was still projecting an 80K surplus. She advised that there were few variances on the January management accounts. Governors were informed that financial KPI's would be in line with the original bank forecast and compliant with the new bank covenants. Furthermore the College should achieve SFA financial grading of Good.</p> <p>The report was duly noted.</p>
GB/16/02/72	8	<p><b>CURRICULUM</b></p> <p><u>Equality &amp; Diversity 2014/15 data review</u></p> <p>The Vice-Principal Curriculum gave a presentation on how equality and Diversity works at Wigan and Leigh college, how it affects our students and how we shape it. Governors were taken through the success rates for 2012-2015 analysed in relation to ethnicity, widening participation, learning difficulty/disability and Additional Learning Support and gender. Governors were also informed of some of the equality and diversity activities that have taken place in college such as World Food day and Gary Skyner coming in to college to speak.</p>
		<p><b>Frank Costello left the meeting at 7.20pm, the meeting remained quorate</b></p>

GB/16/02/73	9	<p><b>HIGHER EDUCATION</b></p> <p><u>Annual Monitoring Report for Higher Education</u></p> <p>The HE Director spoke to her report and outlined the achievements, reviews and actions going forward in relation to the College's HE provision. She confirmed that College was concentrating its HE provision with UCLAN.</p> <p>It was</p> <p><b>RESOLVED</b> that the Annual Monitoring report should be accepted.</p> <p><b>GB/16/02/74</b></p> <p><u>Letter from the Higher Education Funding Council</u></p> <p>The Board noted that the recommendations previously reported to them had been approved by the Higher Education Funding Council and that the judgment from the Higher Education review was that the College's HE provision now met UK expectations.</p> <p><b>GB/16/02/75</b></p> <p><u>Annual Higher Education Complaints Report</u></p> <p>The HE Director spoke to her report and outlined the arrangements to identify and address early signs of student concerns and complaints. Governors were informed of the complaints made in 14/15 and the outcome of those complaints. Governors questioned whether there was any change to policies and procedures when a complaint was upheld. The HE Director confirmed that new systems had been developed in relation to the complaint that was upheld,</p> <p><b>RESOLVED</b> that the report should be accepted.</p> <p><b>GB/16/02/76</b></p> <p><u>HE Strategy-Group Exercise</u></p> <p>The HE Director took the Board through the HE strategy and how it aligned to the College's mission and strategic importance for both the Borough and in relation to the Greater Manchester strategy. Governors were taken through the key features of the HE provision, courses offered and sectors that College is working in. Strategies for moving forward were outlined and Governors were then divided into three groups where they were asked to look at whether they agreed with the HE strategy, whether it was ambitious enough, whether there was anything missing or anything that needed changing. Governors provided feedback which was noted by the HE Director.</p>
GB/16/02/77	10	<p><b>POLICIES</b></p> <p>It was</p> <p><b>RESOLVED</b> that the Freedom of Information policy was approved and the amendment to the Data Protection policy regarding a change in personnel noted.</p> <p>The Board noted that the Data Protection policy would come before them later in the academic year for approval.</p>
GB/16/02/78	11	<p><b>WFTE UPDATE</b></p> <p>The Chair had provided an update on the activities of Wigan Foundation for Technical education at item number 5.</p>

GB/16/02/79	12	<b>GOVERNANCE</b>  <u>Student Union Constitution review</u>  <p>The Clerk spoke to the report and advised the Board of the amendments that had been made. She also advised the Board that the constitution provided for the President to attend Board and Committee meetings as an observer and that the Vice-President could attend in the President's absence. The Board were reminded that it had not been possible to fill both student governor vacancies this year. The Vice-Principal College services outlined the challenges that were being experienced in engaging with the Students Union.</p> <p>It was  <b>RESOLVED</b> that the amended constitution was rejected on the basis that it could not be agreed that the President should attend as an observer or that the Vice-President could attend as the President's substitute.</p>
GB/16/02/80		<u>Calendar of Meetings 2016/2017</u>  <p>The Clerk outlined the rationale for the proposed working pattern of meetings and explained that it was envisaged that for the next academic year there would no longer be a requirement for all Governors to attend Curriculum &amp; Student Matters committee.</p> <p>The Board requested that the calendar be submitted for further consideration as part of the workings of the Board item at the forthcoming strategic workshop.</p>
GB/16/02/81		<u>Items for consideration at strategic workshop</u>  <p>The Chair requested that Governors email any items to the Clerk.</p>
GB/16/02/82	13	<b>ANY OTHER BUSINESS</b>  <p>Governors had been provided with a list of policies to be approved by the Board  <b>RESOLVED:</b> The list of policies should be approved.</p> <p>The Clerk requested that in light of David Rogers's absence and the outcome of the skills audit that there should be a change of committees for Kath Causey and Susan Spibey, both Governors having agreed.</p> <p><b>RESOLVED</b> that Kath Causey should move to the Audit committee and Susan Spibey to the Resources committee.</p>
GB/16/02/84	14	<b>DATE AND TIME OF NEXT MEETING</b> 5pm Tuesday 26 <sup>th</sup> April
<b>The Chair declared the meeting closed at 8.25pm</b>		
<b>Performance Indicators (PIs)</b>		<b>Achieved</b>
<ul style="list-style-type: none"> <li>Agenda sent out 7 days prior to meeting – Instrument, Clause 12 (2)</li> <li>Supporting papers sent out 7 days prior to meeting</li> <li>Minutes sent out within 5 of Clerk's working days.</li> </ul>		<ul style="list-style-type: none"> <li>✓</li> <li>✓</li> <li>X</li> </ul>
<b>Attendance: PI = 65%</b>		<b>Based on Actual Membership, 12*</b>
<ul style="list-style-type: none"> <li>Governors attending: 8 then 7</li> </ul>		66.6%
		<b>Based on Determined Membership, 16</b>
		56%

- 2 vacancies, 2 leaves of absence

Signature \_\_\_\_\_ Chair