 

**SK** College Group

GOVERNING BODY

 MEETING HELD AT 4.00 on THURSDAY 22nd March 2018

IN THE BOARD ROOM, ST HELENS CAMPUS

 **O P E N** M I N U T E S

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| **MEMBERSHIP (18 Governors)** |
|  | **Name** | **Category** |
|  | Miss T Ajasa-Osayemi | Student Governor |
| \* | Mr B Bennett-Stanley | Staff Governor |
| \* | Dr J Burford | CEO |
| \* | Mrs E Brocklehurst **(Vice-Chair)**\*\* | External Governor |
| \* | Mr M Flinn | External Governor |
|  | Miss N Hawksford | Student Governor |
| \* | Mrs J Heap | Staff Governor |
| \* | Mrs S Jee **(Chair)** | External Governor |
|  | Mrs P Jervis **(Vice-Chair)**\*\* | External Governor |
| \* | Mr J Pinsent  | External Governor |
| \* | Ms A Pryer | Deputy CEO |
| \* | Mr K Sanderson | External Governor  |
|  | Mr A Sergent | External Governor |
|  | Mr N Shore | External Governor |
| \* | Mrs Julia Tinsley | External Governor |
| \* | Mrs A Canon | External Governor |
| \* | Mr P Han | External Governor |
| \* | Mrs Y Rennison | External Governor |

*\* = Present*

*\*\* = Two Vice-Chairs have been elected post-merger for a period of 12-18 months.*

**In attendance:**

|  |  |
| --- | --- |
| \* | Ms G Banks, Principal (KC) |
| \* | Mr I Rippin, Managing Director |
| \* | Mr R Molloy Chief Finance Officer  |
| \* | Mrs C Jones, Clerk to the Corporation |
| \* | Mrs L Lloyd-Williams, Clerk Designate |

The meeting opened at 4pm and was quorate with at least 9 members present the majority of whom were external governors.

**GB/18/03/09 1 DECLARATIONS OF INTEREST**

There were no declarations of interest.

**GB/18/03/10 2 APOLOGIES FOR ABSENCE**

Apologies for absence were received and accepted from Mrs P Jervis, Miss T Ajasa-Osayemi, Miss N Hawksford, Mr Aiden Sergent, Mrs Julie Heap and Mr Nick Shore.

**GB/18/03/11 3 NOTIFICATION OF URGENT BUSINESS**

The Clerk Designate advised that there was an overseas travel request and it was agreed that this would be dealt with later on in the agenda.

**GB/18/03/12 4 MINUTES OF THE PREVIOUS MEETING**

It was **Resolved** that the minutes of the meeting on 18 January 2018 and the Workshop Notes of the 9th February 2018 were a true and correct record and they were approved for signature by the Chair.

**GB/18/03/13 5 MATTERS ARISING**

The Clerk Designate took the board through the matters arising as follows:

GB/18/01/06.01 Knowsley Community College: 1 December 2017

ACTION: Clerk to forward the draft SARs to Mrs J Tinsley-this had been completed

GB/18/01/08.5 Terms of Reference of Committees (FR&C)

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ACTION: Clerk to amend the F&CR terms of reference as agreed above - this had been completed

GB/18/01/14ACTION: CEO to include a review of the RF bid commitments and corporate priorities as part of the 1-day Governor workshop-this had been completed during the pre-February half term workshop

**FEEDBACK FROM COMMITTEEs:**

**GB/18/03/14** 6 Quality and Outcomes Committee

6.1 The Minutes of the meetings held on 7 February 2018 and 14 March 2018 were accepted as a true and correct record and they were approved for signature by the Chair.

The Committee Chair gave an overview of matters as follows:

* Attendance- statistics similar to last year.
* Retention- there should be a significant improvement
* Areas of concern – A Levels retention mainly due to conversion from 1 year to 2 year linear programmes and learners not returning for 2nd year. Also 14-16, some students returned to previous place of education.
* English and maths retention has improved but attendance is an issue
* Apprenticeships- issues were highlighted at the recent Governors workshop and the Chair reminded the Board who the firms/subcontractors we have concerns with are and that the committee has received assurance that there is tight monitoring of these firms/sub-contractors.
* In year progress tracking – the Director of Quality had given a demonstration of the system being used to track these which was impressive. The system has clear criteria for each category which allows Heads of Faculty to easily identify where there are any issues.
* Position statement - the Committee Chair advised that this was a replacement for the SAR and had been discussed in detail. The document highlights our position as a merged college together with key strengths and areas for improvement. She advised that we need to focus on the quality improvement plan which is a working document.

It was

**Resolved** to approve the Position Statement and Quality Improvement Plan

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**GB/18/03/15** 7 Strategic Curriculum Planning Committee

 7.1 The Minutes of the meeting held on 14 March 2018 were accepted as a true and correct record of the meeting and were approved for signature by the Chair.

 7.2 Mrs J Tinsley upon behalf of the Committee Chair reported on the outcomes of the committee meeting and there were no specific matters which required approval of the Board. It was noted that that there is currently a curriculum review taking place with both the MIS team and Finance involved to ensure that resources are correct and to review qualifications. This will be an ongoing process over the next few weeks. In relation to apprenticeships it was noted that a new Director role was actively pursuing the performance improvement agenda.

8 Audit Committee

 8.1 The Minutes of the meeting held on 8 February 2018 were accepted as a true and correct record of the meeting and were approved for signature by the Chair.

The Committee Chair gave a brief overview of matters as follows:

* The committee considered the terms of reference and a minor amendment was agreed.
* The committee considered cyber security and what the college group is doing in relation to this. The internal auditors ICCA will be considering this and coming back to the committee with some risk assurance mapping.
* There was discussion regarding the performance of the financial statements auditors and this is being reviewed closely.
* The committee also considered the General Data Protection regulations and the College Groups readiness for it and were able to give the Board assurance that they were happy with progress.

8.1.1 Revised Internal Audit Plan 2017/18 and Audit Strategy 2018

It was

**Resolved** to approve the extension of the contracts for both KPMG and ICCA as the SK College Group auditors, subject to annual review and to undertake a tender process for the external audit contract for the 2018/2019 audit

It was

**Resolved** to approve the revised internal audit plan for 17/18

**GB/18/03/16** 9 Finance, Resources and Commercial Committee

9.1 The Minutes of the meeting held on 21 February 2018 were accepted as a true and correct record of the meeting and were approved for signature by the Chair.

The Committee Chair reported on the outcomes of the committee meeting as follows:

* Management Accounts- the biggest focus is testing future cash flows.
* The committee received an update on key systems and noted that in relation to the Finance and HR systems there has been good progress on integration with costs savings.
* The committee had asked for the Partnership Performance report to be rag rated and received a risk assessment which apart from the historic issues with one partner was either medium or low risk.
* The committee had also considered the issue of delegated authority to the CFO in relation to RF bids and upon its recommendation it was

**Resolved** that delegated authority be given to the CFO to approve RF bids up to £20,000 providing both the CEO and CFO agree and that it is reported at the following meeting.

***Item 11 was elevated on the agenda***

**GB/18/03/17 11 Performance and Remuneration Committee CONFIDENTIAL**

**The Committee Chair reported that apart from developing the schedule of business and scorecard, the committee had also considered the appraisal system and the aligning of it for the whole group. The senior post holders’ disciplinary policies needed further work. The committee had considered development needs and succession planning issues at length and there were no issues to bring to the board accept the private medical insurance. The proposal recommended by the committee was to allow senior staff who have access to private medical insurance to take a cash alternative. It was**

**Resolved to agree the proposals relating to private medical insurance**.

11.1 Minutes of the meeting held on 26 February 2018

The minutes of the meeting held on 26 February 2018 were accepted as a true and correct record of the meeting and were approved for signature by the Chair.

**GB/18/03/18** 10 **Search and Governance Committee**

The minutes of the meeting held on 26 February 2018 were accepted as a true and correct record of the meeting and were approved for signature by the Chair.

10.1.1 Report on GB membership and Committee Chairs

The Chair outlined the proposals for changes to committee membership. She also advised that there is a vacancy on audit and asked governors to consider their contacts. Governors were also advised that an external governor who for example was an ex HMI with data focus would be a welcome addition to the Board. Appreciation was expressed to the members of the audit committee for their ongoing service and it was agreed to continue to look for new members.

It was

**Resolved** to agree the Governing Body and Standing Committee membership proposals as recommended by the Search and Governance committee.

10.1.2 Governor Training Plan 2017/18

The Clerk outlined the training topics for this academic year and advised that Safeguarding has moved to 8th June workshop.

It was

**Resolved** to agree the Governor Training Plan as recommended by the Search and Governance committee.

**STRATEGIC ITEM:**

**GB/18/03/19** 12 CEO’s Report to the Governing Body

The CEO provided an update on the paper as follows:

AEB **-**critical item for finance both this year and next as if the College Group does not spend it all we will have a reduced income. There is a lot of activity planned for April which the College Group is waiting to see the extent to which it will come through. Subcontracting may need to be considered.

SCIF BID- The CEO advised the bid had been successful and activities already started. The Boards attention was drawn to the main areas to improve on which are the areas Ofsted looked at in their recent stretch and challenge visit.

Ofsted had also highlighted that improvement would be required in setting smart targets.

Business planning- The CFO also spoke to governors about the business planning tool which had been tried and tested by a number of good and outstanding colleges. The merger consultant had also been very positive in the approach being taken. Governors asked how they could be assured of an improved outcome from this new tool compared to what we were doing before. It was explained that this will provide a more refined way of preparing a business plan and the CEO provided the Board with further insight into this e.g. the data input is now regulated taking into account the application statistics, 3 year trend in enrolment and the “soft”information about progressions. Further the new tool puts HR into the planning leading to improved efficiency. . There was discussion around the tool and it was agreed that a session for governors to see how this operates would be provided at the time when the Board considered the business plan.

**GOVERNANCE ITEM:**

**GB/18/03/20** 13 Insolvency Regime

The Clerk gave a presentation on the college insolvency regime and the changes it would bring to governor liability once the Technical and Further Education Act is brought into legislation later this year. There was discussion regarding the act and the meaning of trading in the context of wrongful trading. Governors also questioned the governors’ liability insurance and the CFO provided details of this. The Clerk advised that she would be keeping a watching brief on the act and would update the Board accordingly.

**Action-Clerk**

**PERFORMANCE MONITORING ITEMS:**

**GB/18/03/21** 14 Development of Performance Scorecard for the Governing Body’s accountable sections of the RF bid

The first draft had been produced and governors were asked if they had anything to add which they did not. The CEO advised that there was further work to be done and that she and the Chair would be considering the targets following discussion at the recent committee meetings. A further draft would be brought to the next Board meeting for approval.

**Action: CEO**

**GB/18/03/22** 15 OFSTED Readiness

This had been dealt with earlier in the agenda.

**GB/18/03/23** 16 The Sutton Academy

The CEO explained that the report was before the Board in their capacity as sponsors not as a governing body. As sponsor the Board has an interest in following the Academy’s performance, as such this could be a reputational liability. The Board does not “own” the academy or have any financial liabilities instead ownership sits with the trust body. The CEO highlighted the proposal to review the terms and new member of the trust body and advised that she would be happy to have an informal meeting to further explain the academy structure to any governors who required it.

The Governing board noted the report and agreed to the proposals in respect of the Trust Body.

**GB/18/03/24** 17 Management Accounts: January 2018

The CFO presented the management accounts for the period ending 31st January 2018 which been previously considered by the Finance Resources and Commercial committee at their meeting on the 21st March 2018**.**

The CFO advised the Board of the anticipated deficit at the end of the year. He also highlighted the difference from the statutory accounts and the reasons for this arising from the merger. The operating position for end of year was noted and that the main issue was income with the key areas in which there is a negative variance being highlighted. The CFO also took the Board through the favourable variances.

In relation to cash the Board were advised that there are positive cash balances for the rest of year with the lowest point in March. March 2019 would be a cash low point which will need to be closely monitored. Governors raised question regarding cash flow and what the numbers going forward would be based on. It was explained that this would be on financial forecast and income some of which will be fixed. More variable income streams are based on a forecast at this moment in time so there is a level of risk in those incomes streams. The Board asked that in future reports the CFO flag major risks to the cash figure.

**Action: CFO**

Governors asked about the current ratio and what was being done in terms of trying to rectify this. The CFO gave assurance that there are robust procedures in place regarding both collecting all income due and being efficient in relation to expenditure. There was also discussion around the process for managing student debt.

**Action Clerk to set up induction for Mrs Y Rennison with the CFO**

The Board approved the management accounts for the period ending 31st January 2018

**MEMBERSHIP ITEMS:**

**GB/18/03/25**18 Retirement of Mr M Flinn, Governor and former Chair KCC

The Chair expressed her thanks and appreciation to Mark for his support and contribution particularly in relation to the work for the transaction board. The deputy thanked Mr Flinn for his work at Knowsley. Gratitude was also expressed upon behalf the staff and students**.**

**GB/18/03/26**19 Retirement of Mrs C Jones, Clerk

The Board showed their appreciation to Mrs Jones for her dedication and service to the Board and its committees.

**6.05 pm Mrs E Brocklehurst left the meeting and it remained quorate.**

**GB/18/03/27** 20 Urgent items (as notified under Item 3 above)

Urgent items were dealt with as confidential items.

**GB/18/03/28** 21 Date and time of next meeting:

 **4.00 pm on Thursday 17 May 2018 (Knowsley Campus).**

**The meeting closed at 18.24**