

**MINUTES OF THE CORPORATION MEETING
HELD ON 6 DECEMBER 2022**

At the Warrington Campus and remotely via Microsoft Teams

Present:

Mervyn Ward	Chair
Andrew Bainbridge*	Member
Martin Berman*	Member
Stephen Broomhead*	Member
Robert Cox	Member
Andrew Ellams	Member
Lucy Gardner*	Member
Nichola Newton	Principal
Peter Scott	Member
Kirstie Simpson*	Member

In attendance:

Michelle Seeley	Deputy Principal: Finance and Resources ('DP:FR')
Laura Churchill	Clerk to the Corporation
Rebecca Welch	Assistant Principal: Quality and MIS ('AP:QMIS')

*remote attendance

The meeting opened with a presentation from the Director of Safeguarding about the college's high needs provision and learners.

- Q- A member asked whether the Education Health Care Plans ('EHCPs') which learners had in school followed them through to further education.
- R- Members were informed that the plans should continue throughout statutory education, unless all of the outcomes in the plan had been met.
- Q- A member asked how high needs learners were defined and how many high needs learners were currently at the college.
- R- Members were informed that high needs categorisation came down to the amount of funding required to support a learner and that the college had 100 high needs learners at present.
- Q- A member asked how confident the college were that all learners with additional needs were identified.
- R- Members were informed that some students chose not to disclose their learning needs which the college then tended to pick up at enrolment or within the classrooms.

Members noted that the college was the biggest provider of education for learners with EHCPs in the authority.

ACTION 1 – Principal to contact Mr Broomhead at the local authority to discuss how to further improve the working relationship between the college and local authority in respect of high needs learners.

1 APOLOGIES FOR ABSENCE

For noting: to receive any apologies for absence

Apologies for absence were received from Jake Lees, Sam Naylor and Geoff Spencer.

The Chair welcomed Chris Jones to the meeting observing as part of the external review of governance.

2 DECLARATIONS OF INTEREST

For noting: members to declare any interests in items on the agenda

Steven Broomhead and Lucy Gardner declared interests in the Institute of Technology ('IoT') agenda items consistent with their position as partners from the local authority and NHS Trust respectively.

3 MINUTES OF PREVIOUS MEETING

For resolution: to approve the minutes of the meeting held on 28 September 2022

For resolution: to approve the minutes of the meeting held on 7 November 2022

It was **RESOLVED** that members approved the minutes of the meeting held on 28 September 2022

It was **RESOLVED** that members approved the minutes of the meeting held on 7 November 2022

4 MATTERS ARISING

For discussion: to consider Actions Log and any other matters arising from above

Members noted that the majority of actions had been completed or were on the agenda for discussion.

5 CHAIR'S ACTIONS

For resolution: to approve any actions taken by the Chair on behalf of the Corporation since the last meeting

To approve the action taken by the Chair to adopt the AoC's Senior Postholder Remuneration Code rather than the Higher Education Code because of the size of the college's further education provision in comparison to its higher education provision.

It was **RESOLVED** that members approved the action taken by the Chair to adopt the AoC's Senior Postholder Remuneration Code rather than the Higher Education Code because of the size of the college's further education provision in comparison to its higher education provision.

6 STRATEGIC MATTERS

6.1 IoT Update

For information: to receive an update on the latest developments with the IoT

- 6.1 The Principal took members through the original premise of the IoT as a reminder and informed members that the presentation had been considered in some detail at the Finance and Resources Committee meeting on 21 November. Members were reminded that the outcomes for the IoT were legally binding with the Department for Education ('DfE').
- 6.2 The Principal explained that the college had need to reconsider the IoT options in light of the fact that since the project was conceived, a competitor college had started to invest significantly in health and social care, thus potentially impacting the market for the college. Members were appraised that a watching brief would be maintained as the IoT progressed. It was reported that the Vale Royal working group, which included 4 governor members, had supported the notion that the college's Winsford campus should be science, technology, engineering and maths ('STEM') led, focused specifically on working with the employer market and adult learners.
- 6.3 The risks of the IoT were discussed and the DfE's commitment to getting the agreements signed for the project. Members noted that as the current curriculum offer stood, it chimed with labour market intelligence. Members expressed their concern over the risks associated with the IoT but agreed that the investment in the Winsford campus was an important part of its growth.

ACTION 2 – Principal to contact Ms Gardner to discuss any potential redesigns of the IoT offer.

C- A member challenged in the draft IoT Commercial Agreement why the indemnity for the college would be uncapped and whether that was acceptable to include within the contract.

ACTION 3 – Clerk to feedback board's concern over unlimited indemnity within the contract to Rockborn project managers.

6.4 Members discussed that the project was currently at £2.1m for the college's element and that there were concerns about the 2024 timeline in the event that there may be further inflationary increases, however, members noted that there was slightly less risk for the college than some of the other partners because the college element was a refurbishment of buildings not a new build. Members were appraised that the DfE had agreed to support inflationary increases on a case by case basis to support the future of the project, which helped to provide some comfort.

Q- A member asked whether the Office for National Statistics' ('ONS') reclassification of colleges back in to the public sector would impact the IoT plans.

R- Members were informed that the details around the reclassification were still emerging and as yet, points of detail were largely unknown.

Q- In respect of the clauses referencing unlimited liability, members commented that they were still in the document given prior feedback on the same issue.

R- It was acknowledged that the IoT process had been challenging and that information and feedback had not always been forthcoming. The Clerk explained to members that a document had been requested showing feedback from the Board and the solicitors appointed by the Board, with confirmation that the suggested changes had been incorporated, so that it was transparent to see which areas of feedback had been acted upon by the DfE.

6.5 Members expressed their disappointment about the lack of collaboration between the IoT partners to prevent competition.

C- Members expressed concern over the lack of clarity in respect of the curriculum offer for the IoT.

R- Members were informed that a redesign at this stage in the process was not feasible, however, the college would have more flexibility and time to consider the best options once the IoT documents had been signed, and both health and social care and chemical engineering fitted the STEM direction of the campus and aligned with employer and local need.

Q- A member asked whether the overall risk profile for the project had gone down given the DfE's commitment to supporting the cost of inflationary increases.

R- Members were informed that it had reduced, however, there were still concerns about meeting the outcomes, in particular the volume of higher-level learners. The Principal explained that there were only so many FE learners in a particular area, however, by marketing the Winsford campus as an adult focused campus, adults could be drawn from further afield.

6.6 Members noted that the DfE were expecting the college to make contributions towards the project and as such, the college would need to find a way to finance the outdoor canopy which had had to be removed as part of a value engineering exercise.

Q- A member asked whether the carbon net zero query had been closed out.

R- Members were informed that the college were no longer required to make the building carbon net zero as part of the project.

It was **RESOLVED** that members delegated authority to the Chair of the Corporation to sign the IoT agreements on behalf of the Board.

6.2 Vale Royal Working Group Feedback

For information: to receive and note an update on the Vale Royal working group meeting held at the Winsford campus on 7 November 2022

6.2.1 Members noted that a Vale Royal working group meeting had taken place in November and included 4 Board members alongside college officers. Members were informed that there was a watching brief at the Winsford campus in respect of the curriculum offer, however, the working group had been keen to support the STEM direction and focus on adults and employers. It was discussed that the Winsford campus only made a small financial contribution at present and needed to deliver more. Members discussed that it was important to hold Board meetings at the Winsford campus so that Board presence was apparent.

Q- A member asked whether there would be a formal report following the Vale Royal working group meeting.

ACTION 4 – It was AGREED that Vale Royal working group meetings would be minuted by the Clerk to the Corporation so that a formal record of the meeting could be presented to the Corporation.

Q- A member asked whether there would be a review of marketing at the Winsford campus.

R- Members noted that there was a need to undertake a review of marketing.

ACTION 5 – Director of Marketing to be invited to next Vale Royal working group meeting.

- 6.2.2 In respect of marketing, it was discussed that it was a challenge to engage with some schools in the Vale Royal area but that the college would continue to try, whilst also focusing appropriate efforts in engaging the adult audience. It was explained to members that a new business centre manager had been appointed at the college and would have the Winsford campus as part of their remit.

ACTION 6 – Board to see competitor analysis for the Winsford campus at a Vale Royal working group meeting

Lucy Gardner left the meeting at 5:30pm.

- 6.2.3 Members were informed that the college were trying to extend their reach across the Vale Royal area and that links had been identified to support this. The Principal reported to members that the college did not hold the adult education budget for Cheshire West and Chester (CWC) as it did for Warrington. Members noted that the college had good working relationships with CWC.

Members **RECEIVED** and **NOTED** an update on the Vale Royal working group meeting held at the Winsford campus on 7 November 2022

6.3 Principal's Update, including Office for National Statistics ('ONS') Update

For information: to receive and note an update from the Principal, including an update on college reclassification following the ONS review

- 6.3.1 Members were informed that the announcement had been made to reclassify colleges as public sector organisations, following which there had been a significant amount of webinars and discussions about the implications. Members were informed that the main change at the present time related to restrictions on borrowing, which necessitated adherence to more rigorous standards in addition to the college handbook. It was explained that the reclassification would also smooth the funding profile and would also mean that colleges were in receipt of some capital monies, plus an energy efficiency grant.
- 6.3.2 As part of the Principal's update, members noted that the strategic conversation with the ESFA had happened during November and that the meeting was very positive, with the ESFA interested in the college's business centre manager model and impressive work around sustainability.

Members **RECEIVED** and **NOTED** an update from the Principal, including an update on college reclassification following the ONS review

7 STANDARDS AND CURRICULUM MATTERS

7.1 Chair's Update

For information: to receive and note an update from the Chair of the Standards and Curriculum Committee on the work of the Committee

In the absence of the member who chaired the meeting, the Clerk took members through a summary of the main work of the committee:

- Within the papers presented to the Standards and Curriculum Committee, members were made aware that the key areas of focus for improvement were apprenticeships, high needs and adults. The Committee agreed with management that the apprenticeship provision should remain as requires improvement in the college's self-assessment report, with the rest of the provision graded as good.
- Members of the Committee were pleased to note positive feedback from external consultant visits and heard that feedback was responded to swiftly where areas for improvement

were identified. It was discussed that it was difficult for the college to ascertain a suitable benchmark for outcomes given that the benchmark figures had not yet been published, however, the college had experienced a drop in pass rates and retention when compared to the last normal year 18/19. Members were assured that the college were committed to ensuring that the data for the current year reversed the decline.

- In respect of apprenticeships, the Committee was appraised of the current position with 44% achievement to date and a predicted achievement of 72.7%, however, the Committee were informed that retention was a concern.
- The Director for HE reported at the meeting that a thorough review of the college's HE strategy was underway and it was likely that the college would shift its focus towards higher technical qualifications and higher apprenticeships

Members **RECEIVED** and **NOTED** an update from the Chair of the Standards and Curriculum Committee on the work of the Committee

7.2 End of year Outcomes

For information: to receive and note the end of year outcomes 21/22

- Q- A member asked whether other colleges were reporting that they were in a similar position to the college in respect of not being able to benchmark their data.
 - R- Members were informed that there was a similar picture across other colleges and it was expected that there would be a national drop in achievement rates, which would be confirmed in January/February 2023.
- 7.2. It was confirmed that level 3 achievement rates and adult recruitment were key concerns for the college.

Members **RECEIVED** and **NOTED** the end of year outcomes 21/22

7.3 College Self-Assessment Report

For resolution: to consider and if so minded, approve the college's self-assessment report ('SAR') for 2021/22

- 7.3.1 Members noted that the college were proposing to grade themselves as good, with apprenticeships remaining as requires improvement. Board members discussed the value of attending SAR validation panel meetings to gain a greater insight into particular curriculum areas and to see the level of rigour, challenge and support provided by the executive to the curriculum teams during those meetings.
- 7.3.2 The Principal reported to members that the executive team were planning on adding context for judgement statements at the start of each section in the SAR. In respect of apprenticeships, members were appraised of the strong new leadership.
- 7.3.3 Members discussed that the ESFA financial dashboard was a well presented and easy to navigate document for college finances and a similar style of document for quality would be incredibly valuable, to enable Board members to see the data in a way which helps members to make judgements.

ACTION 7 – Principal and AP:QMIS to develop a more visual and graphical presentation of quality data, in line with the format of the ESFA financial dashboard.

It was **RESOLVED** that members approved the college's self-assessment report for 21/22, subject to the inclusion of the context of judgement statements as outlined above.

7.4 College Development Plan

For resolution: to consider and if so minded, approve the college's development plan 2022/23

7.4.1 Members noted that the development plan was constantly reviewed and the work around equality, diversity and inclusion ('EDI') had been captured as a key priority for 22/23.

Q- A member asked whether the board assurance framework ('BAF') would be replacing the risk register

R- Members were informed that the risk register would be retained as an easy to access document, with the BAF providing the detailed assurance underneath the risks.

It was **RESOLVED** that members approved the college's development plan 2022/23.

7.5 HE Annual Review and Self-Assessment documents

For resolution: to consider and if so minded, approve the HE annual review and HE self-evaluation documents

7.5.1 Members noted that the college were aware of the areas for improvement and that the college were confident in meeting the HE Quality Code requirements.

It was **RESOLVED** that members approved the HE annual review and HE self-evaluation documents

8 FINANCE AND RESOURCES MATTERS

8.1 Chair's Update

For information: to receive and note an update from the Chair of the Finance and Resources Committee on the work of the Committee

8.1.1 Members were appraised that the committee had spent extensive time focused on the IoT and that the revised budget had also been scrutinised, following September enrolment. The Chair of the Committee outlined that although there were unknown inflationary pressures expected on the budget, that the Committee had recommended scenario A for approval by the Board which was an ambitious outturn position. The Chair expressed that the college management team managed the finances well.

8.1.2 The Chair of the Committee informed members that a reserves policy had been introduced.

Members **RECEIVED** and **NOTED** an update from the Chair of the Finance and Resources Committee on the work of the Committee

8.2.1 Financial statements for year ended 31 July 2022

For resolution: to consider and if so minded, approve the financial statements for the year ended 31 July 2022

8.2.1 Members were reminded that there had been a combined meeting with the Audit Committee for the full Board to scrutinise the draft financial statements for 21-22 and that there had been one final adjustment to put through prior to today's presentation relating to a reconciliation of 16-18 year old ESFA growth case in year, resulting in a £78k adjustment. Members noted that some minor updates to the narrative had been made and members were thanked for their input and contributions.

It was **RESOLVED** that members approved the financial statements for the year ended 31 July 2022.

8.2.2 Revised Budget

For resolution: to consider and if so minded, approve a revised budget scenario for 22/23

8.2.2.1 Members noted that the budget was forecast before the September enrolment position was known and therefore there was potential for amendment once the recruitment position was known. Members were informed that the adult recruitment position had worsened and the forecast for the January intake did not look as positive as the college had hoped. The DP:FR reported that a meeting had taken place with the Chair of the Finance and Resources Committee to explain the college's position and the concerns around meeting the outputs identified in scenario A as recommended by the Finance and Resources Committee. It was detailed that there was concern in particular over achieving the adult education budget target and that it was likely that there would be a clawback in the following year.

8.2.2.2 Members discussed that it was important that there were no surprises for the Board and thanked management for their communication with the Board. It was explained that the next management accounts would flip to the forecast outturn. Members agreed that the cost of living increases were impacting adult recruitment across the sector.

8.2.2.3 Members agreed that scenario 1 should remain as the target output and the executive confirmed that although it would be challenging, the team would endeavour to meet the targets, with checks built in fortnightly at funding meetings. Members acknowledged the challenges in delivering scenario A and recognised that the Board were fully apprised of the position. Members agreed that the college had a good track record of addressing issues swiftly and that the Board had confidence in the people managing the college's finances.

8.2.2.4 The DP:FR explained that 10% of all budgets in the college had been removed for inflationary increases and that the college were constantly managing costs tightly.

It was **RESOLVED** that members approved revised budget scenario A, whilst recognising the challenge in delivering its outputs.

8.3 Reserves Policy

For resolution: to consider and if so minded, approve the Reserves Policy 22/23

It was **AGREED** that the item would be deferred.

8.4 Charles Middleton Trust annual accounts 2021/22

For resolution: To consider and, if so minded, to approve the Charles Middleton Trust Annual Accounts 2021/2022

It was **RESOLVED** that members approved the Charles Middleton Trust Annual Accounts 2021/2022

8.5 Warrington Business School annual accounts 2021/2022

For resolution: To consider and, if so minded, to approve dormant Warrington Business School Annual Accounts 2021/2022

It was **RESOLVED** that members approved the Warrington Business School Accounts 21/22

8.6 Warrington Sixth Form College

For resolution: To consider and, if so minded, to approve the information for submission to Companies House in respect of the dormant Warrington Sixth Form College Accounts 2021/2022. Members are asked to note that these companies have never traded and have a nil balance.

It was **RESOLVED** that members approved the Warrington Sixth Form College accounts 21/22

8.7 Warrington Sixth Form Academy

For resolution: To consider and, if so minded, to approve the information for submission to Companies House in respect of the dormant Warrington Sixth Form Academy Accounts 2021/2022. Members are asked to note that these companies have never traded and have a nil balance.

It was **RESOLVED** that members approved the Warrington Sixth Form Academy accounts 21/22

8.8 - AOB Members were given a verbal update about the Advanced Construction and Engineering ('ACCE') project and were informed that within the last 24 hours, a problem had been identified with the build proposal and that the college were in the process of obtaining details from AA Projects. The Board were appraised that part of the sustainability element was electrifying the building but it had become apparent that there was not sufficient electricity coming into the site to support it. It was agreed that it was concerning that the feasibility of the arrangements had not been considered by the external advisors to the project. Members noted that a plan was trying to be established to take the project forwards. Members heard that the college had requested an urgent meeting with the senior managers from the project management company to discuss the issue.

Steve Broomhead left the meeting at 6:48pm.

AUDIT MATTERS

9.1 Chair's Update

For information: to receive and note an update from the Chair of the Audit Committee on the work of the Committee

- 9.1.1 The Chair of the Committee reported that the biggest risk to the Audit Committee was recruitment and that at present, there were only three members, meaning that any non-attendance rendered the meeting inquorate.
- 9.1.2 The Chair of the Committee reported to members that the draft external audit report had been received at the meeting and was a positive report, with the positive working relationship with the college and external auditors referenced. In respect of the internal audit report, members noted that a second level assurance had been given, which placed the college in line with the majority of other FE providers.
- 9.1.3 Members were alerted to the cyber security internal audit report which only received a partial assurance opinion and members noted that the Committee had spent considerable time focusing on the report and resulting actions. It was communicated that 14 other colleges had also commissioned the same report and 12 had received the same assurance opinion as the college. Members discussed that penetration ('PEN') testing had been recommended by the internal auditors, however, the cost quoted had been £30k which was significant when compared against college income.

It was explained that management were looking at other solutions, and whether there were any sources of funding which could support the PEN testing. Members were informed that the Audit Committee discussed that there were several improvements made to the college's cyber security arrangements following the internal audit piece of work.

- 9.1.4 The Chair of the Committee explained that the Committee had spent time looking at the draft board assurance framework and some critical incident management scenarios, such as power cuts to gain assurance that appropriate procedures were in place. The Chair communicated that the number of health and safety incidents had decreased when compared to the same time last year.

Members **RECEIVED** and **NOTED** an update from the Chair of the Audit Committee on the work of the Committee

9.2 Hacker Young Audit Findings

For resolution: to consider and if so minded, approve the Hacker Young Audit Findings 21/22

It was **RESOLVED** that members approved the Hacker Young Audit Findings 21/22

9.3 RSM Annual Report 21/22

For information: to receive and note the RSM annual report 21/22

Members **RECEIVED** and **NOTED** the RSM annual report 21/22.

9.4 Annual Report of the Audit Committee

For information: to receive and note the annual report of the Audit Committee 21/22

Members **RECEIVED** and **NOTED** the annual report of the Audit Committee 21/22

9.5 Risk Management and Board Assurance Framework

For information: to receive and note an update on the college's key risks and the progress of the development of the Board Assurance Framework

Members **RECEIVED** and **NOTED** an update on the college's key risks and the progress of the development of the Board Assurance Framework

SEARCH AND GOVERNANCE MATTERS

10.1 Chair's Update

For information: to receive and note an update from the Chair of the Search and Governance Committee on the work of the Committee

- 10.1.1 The Chair of the Committee reported that the Committee had spent considerable time discussing Board vacancies and the best ways to attract high quality candidates from diverse backgrounds. Members noted that the college had reached out to Peridot, in conjunction with the DfE, for support in recruiting Board members, particularly to the Audit Committee. Members noted that the college were doing a thorough review of equality, diversity and inclusion which included the Board, and would be appraised of findings and actions as the review progressed.

- 10.1.2 Members were appraised of the proposed attendance targets for 22/23 – 80% for full Corporation meetings and 85% for committee meetings. Members were invited to make suggestions about any training which would be beneficial during the academic

year. Members agreed that it was pleasing to see the appointment of new staff and student governors.

Members **RECEIVED** and **NOTED** an update from the Chair of the Search and Governance Committee on the work of the Committee

10.2 Board Membership and Vacancies

For information: to receive and note an update on the composition of the Board and vacancies

Members **RECEIVED** and **NOTED** an update on the composition of the Board and vacancies

10.3 Member Resignations

For information: to receive and note the resignations of:

Peter Lloyd, Audit Committee 9 November 2022

Alison Birkinshaw, Co-opted Standards and Curriculum Committee 23 September

Nicola Wilson, Standards and Curriculum Committee 28 September 2022

Members **RECEIVED** and **NOTED** Board resignations

10.4 Member Appointments

For information: to receive and note the following appointments through election, as per the Articles of Association:

Ben Brady, Staff Governor, Standards and Curriculum Committee

Melanie Hallett, Staff Governor, Standards and Curriculum Committee

Jake Lees, Student Governor, Standards and Curriculum Committee

Naomi Jones, Student Governor, Standards and Curriculum Committee

Members **RECEIVED** and **NOTED** the following appointments through election, as per the Articles of Association:

Ben Brady, Staff Governor, Standards and Curriculum Committee

Melanie Hallett, Staff Governor, Standards and Curriculum Committee

Jake Lees, Student Governor, Standards and Curriculum Committee

Naomi Jones, Student Governor, Standards and Curriculum Committee

10.5 Attendance at Board Meetings 21/22 and target for 22/23

For resolution: to consider and if so minded, approve the Board attendance target for 22/23

It was **RESOLVED** that members approved a Corporation attendance target of 80% and a committee attendance target of 85% for 22/23.

10.6 Governor Training Record 21/22 and Training Requests for 22/23

For information: to receive and note the governor training record for 21/22 and to discuss any training needs for 22/23.

Members **RECEIVED** and **NOTED** the governor training record for 21/22 and discussed training needs for 22/23.

10.7 Governor Training and Engagement

For discussion: to receive and note an update on training activities/events attended by governors since the start of the academic year, including link governor activities

(Safeguarding link governor – Lucy Gardner; Apprenticeships link governor – Geoff Spencer; E&D and Careers link governor – Mervyn Ward).

10.7.1 The Chair reported that he had attended health and wellbeing committee meetings and careers steering group meetings, not in an operational capacity but as a learning experience. It was agreed that members would contact the Clerk throughout the academic year if training needs arose.

10.8 Committee Terms of Reference

For resolution: to consider and if so minded, approve the 22-23 Terms of Reference for:

The Standards and Curriculum Committee

The Finance and Resources Committee

The Audit Committee

The Search and Governance Committee

The Senior Staff Salaries Committee

It was **RESOVLED** that members approved the 22-23 Terms of Reference for:

The Standards and Curriculum Committee

The Finance and Resources Committee

The Audit Committee

The Search and Governance Committee

The Senior Staff Salaries Committee

SENIOR STAFF SALARY MATTERS

11.1 Senior Postholder Remuneration Report

For resolution: to consider and if so minded, approve the senior staff remuneration report for publication for 2021/22, as per the requirements of the AoC Senior Staff Remuneration Code

It was **RESOLVED** that members approved the senior staff remuneration report for publication for 2021/22, as per the requirements of the AoC Senior Staff Remuneration Code

ANY OTHER BUSINESS

For discussion: to consider any items of other business

There were no items of other business.

DATE AND TIME OF NEXT MEETING

To note that the next meeting of the Corporation will be held on Wednesday 22 March at 9:30am.

The meeting closed at 7:10pm.