

**St Helens College**

**GOVERNING BOARD**

**Minutes of the meeting held at the Town Centre Campus, St Helens  
Thursday 7 July 2022 at 4.00pm**

<b>Present:</b>	Bill Nixon (Chair)	External Governor
	Simon Pierce	Chief Executive/Principal
	Debbie Calderbank	External Governor
	Alison Cannon	External Governor
	Zulakha Desai	External Governor
	Liz Duncan	External Governor
	John Heritage	External Governor
	Julie Heap	Staff Governor
	Andrew Lang	External Governor
	Alun Owen	External Governor
	Jim Pinsent	External Governor
	Nick Shore	External Governor
<b>In attendance:</b>	Rav Garcha	Chief Financial Officer
	Mark Doyle	Deputy Principal - Curriculum and Quality
	Gillian Hayhurst	Governance Director (minutes)

**The meeting opened at 4.01pm.**

**42     Apologies for absence**

Apologies were received from David Balsamo. Phil Han and Alicja Gwiazda-Treska.

**43     Declarations of interest**

There were no declarations of interest to note.

**44     Minutes of the previous meetings**

The minutes of the meeting held on 19 May 2022 were approved as an accurate record.

**45     Matters arising and action tracker**

The Governing Board was presented with a draft schedule of business for 2022/23. At the previous meeting, governors had requested assurance that allowing for some of the meetings to focus on strategic discussions would not impact on their fiduciary and non-fiduciary duties as trustees. It was proposed that the Governing Board receive the management accounts, curriculum quality improvement plan and the College's self-assessment against Ofsted's 'Good' Education Inspection Framework rating monthly. Governors will also receive an update against key performance indicators and compliance at each meeting and there will be an opportunity for committees and senior leaders to ensure that urgent matters are included on the agenda.

The Governing Board supported trialling the new approach subject to a financial update report being included on each strategic focus agenda.

**RESOLVED: The Governing Board noted updates to the action tracker including those that have been completed.**

**The Governing Board approved trialling the new governing agenda structure subject to the inclusion of a financial update at each meeting.**

#### **46 Chair's update**

The Chair provided an update on their engagement with College activity since the last update.

The Chair has been invited to join the Knowsley Better Together board.

Following the agreement of Board members, one-to-one meetings will be held with the Chair and each governor during the summer. To further team development, a meal will be organised for the Autumn Term.

Governors were asked to provide the Governance Director with their availability over the summer months in the event that an Extraordinary Governing Board meeting needed to be arranged.

An update to Keeping Children Safe in Education has now been published, that will come into effect from 1 September 2022. A training session for governors, led by the College's Safeguarding Lead, will be organised prior to September 2022.

**RESOLVED: The Governing Board noted the Chair's update.**

#### **47 Chief Executive Officer update**

The Chief Executive Officer/Principal provided an update that included a review of 2021/22, a forward look at 2022/23, governance and curriculum and quality,

Five of the College's students had entered the WorldSkills UK competition and three have been awarded a place in the national final in November 2022. Governors requested that their congratulations are passed onto the students and wished them luck for the next round.

**RESOLVED: The Governing Board noted the Chief Executive Officer update.**

**48**      **External audit planning memorandum and internal audit plan and strategy**

The Governing Board was presented with the external audit planning memorandum and internal audit plan and strategy following the recommendation of the Audit Committee

**RESOLVED:**            **The Governing Board approved the External Audit Planning Memorandum following the recommendation of the Audit Committee.**

**The Governing Board approved the Internal Audit Plan and Strategy following the recommendation of the Audit Committee.**

**49**      **QIP and College v EIF Good – July 2022**

The report provided the Governing Board with an update to the Quality Improvement Plan (QIP) and the College's assessment of its position in relation to Ofsted 'Good' as set out in the Handbook for Inspection, since the previous meeting in May 2022.

The Governing Board was informed that recent forecasting predicts a reduction in overall achievement rate for young people due to retention. The pass rates are predicted to remain the same with an improvement expected for adults. Over 70% of apprentices are predicted positive outcomes, which is over ten percentage points higher than the national average.

There has been high attendance at GCSE examinations; a particular success given most of these students had not previously sat formal examinations due to the pandemic. In response to a query on funding conditions, the Governing Board was assured that the College is meeting its requirement to ensure students who have not received level 4 or above in GCSE Maths or English at school are undertaking the required study programme.

Attendance has continued to be a challenge post-pandemic. The College introduced Attendance Officers part-way during the year. It is expected that continued improvement will be seen in 2022/23 as these posts will be in place for the whole year.

Regarding the introduction of an extensive enrichment offer, the Governing Board was informed that the timetable structure for next year has changed to allow students to participate in a range of activities on a Wednesday afternoon. Students will be able to choose options on a half-termly basis and inter-college sporting events will return.

**RESOLVED:**            **The Governing Board noted the updates to the Quality Improvement Plan.**

**The Governing Board noted the updates to the College versus Education Inspection Framework 'Good'.**

**50**      **T Level Project**

The report summarised the proposed investment in a Technical Level skills centre (T6) at the Town Centre campus.

An update was provided on the discussions held at the Estates Working Group meeting in June 2022.

**Debbie Calderbank left the meeting.**

SK Estate Agents, the College's agent managing the disposal of Bobbies Lane, IAMTech and the STEM Centre, has been in contact with Wain Homes, Warrington, who is the beneficiary of one of the covenants at Bobbies Lane. Wain Homes is keen to purchase the land at Bobbies Lane and the STEM Centre and wish to meet with representatives of the College to begin discussions. There are approximately eight parties interested in the possible sale of these assets and the Governing Board will be invited to consider any formal offers at its meeting in October 2022.

St Helens Council asked that the Governing Board be informed of their intention to support the College's Estates Masterplan through appropriate financial support and partnership working. The council owns the land around the STEM Centre and will consider a joint sale. A formal report will be presented to the cabinet in the next month.

Senior leaders have engaged with banks to discuss funding opportunities. Santander are keen to hold further discussions on the option for a revolving credit facility.

The Governing Board queried whether it needed to approve the full amount to reach RIBA stage 5 at this meeting or if this could be approved in smaller amounts. It was noted that to do so would risk halting works during the summer months. Work will not progress beyond RIBA stage 3 should the College be unsuccessful in its application for grant funding or if a suitable location for the build is not found following ground investigations. Following the resignation of the Prime Minister and several changes within government in recent days, consideration was given to the impact this may have on the Department for Education approving grant funding at this time.

The Governing Board discussed the risks and mitigations associated with construction contracts, including delays, increasing costs and the two stage tender process.

With regard to agreeing the grant terms in the event of a successful bid, the board was given assurance that no contract would be entered into that required practical completion by the original deadline of September 2023.

**Debbie Calderbank re-joined the meeting,**

The Governing Board considered whether there was any value in delaying the disposal of assets until the outcome of the grant application was known. Given the lead in time between marketing and securing a sale, it was felt appropriate to begin the process now with the Governing Board taking the final decision on disposals in October 2022.

The Governing Board queried how the College was managing stakeholder relationships with regards to the disposals. All College staff are aware of the proposals as part of the Estates Masterplan. St Helens Council are supporting the College to manage any political ramifications.

**RESOLVED:**            **The Governing Board approved proceeding with Royal Institute of Building Architects (RIBA) to Stage 5 on the T6 Project at a cost of £439k plus VAT, subject to successful grant award.**

**The Governing Board approved the marketing for disposal of Bobbies Lane, STEM and IAMTech sites.**

**The Governing Board delegated the approval of the terms of the grant to the Chair and Vice Chair of Governors, should the bid be successful.**

## **51            Budget for the year ending 31 July 2023**

The report presented the proposed St Helens College budget for the year ending 31 July 2023 for consideration, following recommendation of the Finance, Resource and Commercial Committee.

An update was provided on the discussions held at the Finance, Resources and Commercial Committee meeting. The committee supports the proposal as it aligns with the College's Post-Intervention Monitoring Support plan and reflects the growth aspirations with the Strategic Plan.

The impact of lagged funding on curriculum growth was discussed. Cash balances are on track to remain stable as the cash flow forecasting models the worst case scenario.

The Governing Board was informed that, as a result of the imminent signing of the lease at Stockbridge Lane, work is underway to review how the Private Finance Initiative (PFI) should be treated within the accounts. Subject to valuation, it may be possible that the PFI will become a finance lease, improving the College's EBITDA and increasing the financial health score to 200. The outcome of this work is not yet known and has therefore not been included within the proposed budget.

Regarding contingencies, the Governing Board noted that there is less provision for 2022/23 than the current year. The contingencies include the annual pay award and the importance of meeting income targets was discussed. Monitoring of contingency funding throughout the year will be highlighted within the introduction to the management accounts.



**The Governing Board delegated authority to the Chair and Vice Chair of Governors to approve the Amendment Letter.**

**Rav Garcha left the meeting.**

**53 Assurance reporting and key performance indicators**

The report presented a draft assurance framework, including performance and compliance reporting and key performance indicators, for consideration.

The Chief Executive Officer/Principal thanked those governors who had been involved in the task and finish group to develop the reporting framework.

The Governing Board was asked to consider whether there were any key performance indicators missing from the proposal. A discussion was held on whether benchmarking data should be included. It was felt that, as the benchmarking data is used to set the targets and the challenge of providing benchmarking in real time, this information would not be provided within the data set.

The Governing Board requested that visual charts or spark lines are included where it would be beneficial to show the trends.

**Rav Garcha re joined the meeting.**

The Governing Board queried how the key performance indicators would be rolled out across the College. A target book will be developed to feed into the key performance indicators and staff will be expected to take responsibility for achievements.

**RESOLVED:                   The Governing Board considered the draft assurance framework and discussed any gaps or areas for further development.**

**The Governing Board approved the initial set of key performance indicators.**

**The Governing Board noted that performance targets will be presented for consideration at the meeting in October 2022.**

**54 Operational plan 2022/23**

The Governing Board was presented with a high-level overview of progress against the College's Operational Plan 2022/23.

The Governing Board noted that more detail will be included within the update, for example, to clarify timescales for smaller tasks and dates of meetings.

Due to capacity issues within the Human Resources Team, the People strand of the plan is currently not on schedule. Temporary Director cover will be in place for September 2022 to get back on track. Following feedback, a rewards package for staff has been approved and shared with staff.

The Governing Board was informed that the timescales to complete the first phase of the Estates Masterplan has been extended due to rising costs and concerns that the works would not be completed by September 2022 as this may cause disruption to students returning after the summer break. Projects are planned for completion during the summer, which will continue to demonstrate the College's commitment to estate improvements.

The Governing Board thanked the senior team and all staff for their contribution this year and their ambition to achieve even more in the coming months.

**RESOLVED:                   The Governing Board noted current progress against the College's Operational action plan.**

## **55           Governance framework review**

Following a review of the governance framework, the report presented amendments to the College's governing document, a new Governor Recruitment and Selection Policy and a recommendation to adopt the 2021 iteration of the Association of College's Code of Good Governance for English Colleges. The report also proposed updated terms of reference for the committees and Estates Working Group and a recommendation to undertake a full review of the governance arrangements between St Helens College and Waterside Training Limited.

The board received a report back in March setting out this phase of the internal governance framework review. The review has taken into consideration advice from Eversheds LLP, the Association of Colleges, National Leaders in Governance as well as Clerks from Ofsted Outstanding-rated colleges. The Instrument and Articles, Standing Orders and Financial Regulations had been reviewed in detail by the Chair of Governors, Chief Executive Officer/Principal and Jim Pinsent.

The Governing Board was reminded that the committee terms of reference had been considered by their members. The Audit Committee was recommending the changes to the Financial Regulations. The Search and Governance Committee was recommending the introduction of the new Governor Recruitment and Selection Policy subject to an amendment to paragraph 11 stating that the whole committee will form recruiting panels and to correct one typographical error.

The Governing Board thanked the Governance Director for their work on the review.

**RESOLVED:                   The board approved the amendments to the:**

- **Instrument and Articles of Government**
- **Standing Orders and Scheme of Delegation (including terms of reference**

- for committees recommended by those committees)
- **Financial Regulations, including Gifts and Hospitality Policy, Travel Subsistence and Allowance Claims Policy, Anti-Fraud, Bribery and Corruption Policy and Whistleblowing Policy (following the recommendation of the Audit Committee) subject to a final review of amendments by Jim Pinsent.**

**The board approved the terms of reference for the Estates Working Group.**

**The Governing Board approved the Governor Recruitment and Selection Policy following the recommendation of the Search and Governance Committee subject to the agreed amendments.**

**The Governing Board instructed a review of the governing arrangements between the College and Waterside Training Limited.**

**The Governing Board resolved to adopt the Association of College's Code of Good Governance September 2021 version for the 2022/23 financial year, following the recommendation of the Search and Governance Committee.**

**56 Management accounts for the period ending 30 April 2022**

The report presented the St Helens College management accounts for the period ended 30 April 2022. The Governing Board noted there were no areas for concern.

**RESOLVED: The board noted the management accounts for the period ended 30 April 2022.**

**57 Summary risk register**

The Governing Board was provided with proposed updates to the corporate risk register, including 'risk aspiration' for consideration.

An explanation of risk aspiration was given and the Governing Board noted that the scores were likely to change as risk leads considered the application of the risk appetite.

The Governing Board requested that the internal audit plan is reviewed to ensure that the top risks reflect the current corporate risk register.

**RESOLVED:**            **The board approved the changes to the corporate risk register following the recommendation from Audit Committee.**

**58**            **Policy updates**

The report presented updates to the Supply Chain Fees and Charges Policy; Further Education Fees, Charges and Fee Discount Policy; Data Protection Policy and Freedom of Information Policy.

**RESOLVED:**            **The Governing Board approved the Supply Chain Fees and Charges Policy as recommended by the Finance, Resources and Commercial Committee.**

**The Governing Board approved the Further Education Fees, Charges and Fee Discount Policy.**

**The Governing Board noted that the Finance, Resources and Commercial Committee has approved non-material amendments to the Data Protection and Freedom of Information policies.**

**59**            **Minutes of committees, verbal updates from committee chairs and matters for escalation from committees**

Updates from recent committees were provided by their chairs.

A discussion was held at Performance and Remuneration Committee to whether it would be appropriate to merge with the Search and Governance Committee. It was felt that this was not appropriate at this time.

The Audit Committee approved the reappointment of ICCA as internal auditors for 2022/23. The internal audit service will be tendered for 2023/24.

A draft Governor Conduct, Investigation and Resolution Policy had been presented at the Search and Governance Committee. The committee felt that further work was required prior to recommending for approval and this will be considered at the next meeting in the Autumn term.

**RESOLVED:**            **The Governing Board noted the minutes of committees and updates from committee chairs.**

**60**            **Verbal report of safeguarding and health and safety governors**

Updates were received from the Link Governors for safeguarding and health and safety.

The Safeguarding Committee meeting had been held on 7 July 2022. The team has had its busiest year so far with 1646 safeguarding and wellbeing issues reported. The College has rolled out the Child Protection Online Monitoring System (CPOMS), introduced a Safer Recruitment Policy and implemented a Sustainable Mental Health Strategy. Examples were given of real cases that the team has managed during the year. Staff training has been rolled out on Looked After Children and this will be followed up in Continuous Professional Development sessions in 2022/23.

### **Alun Owen left the meeting**

The Governing Board queried the number of cases that had triggered a referral to the local authority and whether there were any improvements that the College should be making to its processes. This is a regular consideration between senior leaders and the Safeguarding Team and suggestions were given on how safeguarding can be brought to the forefront at team meetings.

Consideration was given to what key performance indicators could be included within the assurance framework monitoring relating to safeguarding. The Governing Board requested that compliance with mandatory training would be added to the compliance report.

As part of the safeguarding training for governors, the Governing Board requested that an information sheet containing information on the College's processes and procedures is provided.

With regard to health and safety, no major concerns were raised at the last Health and Safety Committee. Vandalism remains the highest risk and staff are continuing to monitor and manage the situation.

**RESOLVED:                    The Governing Board noted the updates from the Link Governors for safeguarding and health and safety.**

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### **Any other business**

The Audit Committee received a deep dive into Higher Education and Adults at their meeting in June 2022 and consideration was given to how this type of information could be shared more widely with the Governing Board. Consideration will be given to how collective governor development can be undertaken throughout the year.

### **Date and time of the next meeting**

The next meeting of the Governing Board will be held on Thursday 6 October 2022 at 4.00pm.

The meeting closed at 7.02pm