



# Minutes of the Full Governing Body Meeting held on Tuesday 11 October 2022 at 6pm in the College Conference Room

<b>Present:</b>	Sarah Carroll	Foundation Governor
	Mark Dawson	Parent Governor
	John Fogarty	Foundation Governor
	Susan Jarvis	Co-opted Governor
	Oliver Maddock	Foundation Governor
	Mick Martin	Foundation Governor
	Tracy Mawson	Co-opted Governor
	Andrew Rannard	Foundation Governor
	Graeme Slater	Foundation Governor
	Joe Stead	Student Governor
	Helen Stevenson ( <i>Chair</i> )	Foundation Governor

**In attendance:** Karl Smith (*Vice Principal, Curriculum & Quality*)  
Michelle Williams (*Vice Principal, Strategy & Resources*)  
Ruth Potter (*Clerk to Governors*)

## PART 1

*The Chair of Governors welcomed new governors, Graeme Slater, Sarah Carroll and Joe Stead, and opened the meeting in prayer.*

### 1. ROUTINE AND STANDING ITEMS

#### 1.1 Declarations of interest

Governors were invited to declare whether they had any direct or indirect personal, prejudicial or pecuniary interest or conflict of interest in any matter which formed part of the agenda for this meeting or was likely to be discussed at the meeting. No other interests were declared other than those that were already recorded on the College's register of interests.

#### 1.2 Apologies for absence

Apologies had been received and accepted from the following board members:

- Sarah Savage – Staff Governor
- Andy Jones – Co-opted Governor
- Leigh Rice – Associate Member

The meeting was declared quorate.

#### 1.3 Items for inclusion under any other business

There were no items submitted for inclusion under any other business.

#### 1.4 Minutes of the Governing Body meeting held on 4 July 2022 (*previously circulated*)

The minutes of the Full Governing Body (FGB) meeting held on 4 July 2022 were (a) approved and the Chair authorised to sign them in accordance with Article 12(3) of

the Articles of Government and (b) publication was authorised in accordance with Article 13.

1.5 **Matters arising from the minutes** (*previously circulated*)

The Board noted the action log prepared by the Clerk.

2. **COLLEGE MANAGEMENT REPORTS**

2.1 **College Management Report** (*previously circulated*)

Examination results 2022

The Vice Principal (Curriculum & Quality) commenced this report to governors by presenting the examinations results from the summer, the first set of validated results in two years. The College's results were strong and the efforts of both students and staff were acknowledged, especially given the additional challenges faced as a result of the cyber-attack just before the exams were about to commence. Caution was advised, however, with regard to next year's examination results as these may show a reduction across the sector as Ofqual move grade boundaries back to pre-pandemic levels. Final guidance from Ofqual on examinations for 2023 was yet to be published.

The Vice Principal indicated that this summer's results put the College in a strong position to face its next Ofsted inspection which he expected sometime during the 2023-24 academic year. He confirmed that the College would then be subject to an enhanced inspection in line with the updated inspection handbook, with a sub-judgement made on how well it was meeting skills needs.

The following points were highlighted:

- A Level and B TEC pass rates and grades
- Level 3 value added predicted figures
- Achievement rates for specific cohorts, including disadvantaged students
- Pass rates for: UAL Diploma, Art Foundation, GCSE English Language, GCSE Mathematics including functional skills, Foundation Learning
- HE results

Student recruitment 2022-23

The Vice Principal (Strategy & Resources) updated governors on the latest recruitment, retention and attendance figures. The following points were highlighted:

- Retention figure for 2021-22 had improved and was above the national average
- Attendance figure for 2021-22
- Recruitment figures for 2022-23 – full report on student recruitment data had been discussed by Finance and Resources Committee during its September meeting. Numbers were slightly lower than planned due to some early leavers, but final figures would be reported following census date of 16 October.

**Q** – Any patterns identified in relation to early leavers – were these from a particular feeder school?

**A** – Still investigating this – will report back on any trends once final census date figure confirmed.

Financial outturn

The Vice Principal reported on the deficit outturn as at July 2022 against a planned surplus and confirmed that this had largely been due to a pension actuarial adjustment. In addition, there had been extra costs arising from the cyber-attack that

had resulted in an overspend against certain budget areas. Despite this negative outturn, the Vice Principal reported that she did not expect it to adversely affect the financial health of the College once the data had been uploaded into the ESFA's College Financial Forecasting Return (CFFR).

#### Staff perceptions 2022

The Vice Principal (Curriculum & Quality) presented an overview of the annual report on staff perceptions, including the headline results of the 2022 staff survey. The full report had been considered by the Quality and Standards Committee at its September meeting. A slight downturn in job satisfaction was noted and the impact of the cyber-attack was acknowledged – a standalone question regarding this had been included in the survey. Trend analysis of survey results was presented via historical comparative data for the previous three years. The Vice Principal also drew governors' attention to the staff wellbeing project report prepared by the Assistant Principal (Curriculum & Ethos).

#### Annual review of student enrichment

This review had been considered by the Quality and Standards Committee at its September meeting. Governors were updated on the enrichment activities that had taken place during the previous year and it was noted that a new enrichment programme had been offered this year via a successful launch event in College.

#### Annual review of 10:10 Programme

The Vice Principal (Curriculum & Quality) presented an overview of this report on the 10:10 programme, which had been considered in full by the Quality and Standards Committee. It was noted the Assistant Principal (Pastoral & Personal Development) was providing additional oversight of the Programme and student attendance remained a priority for the coming year.

#### Emerging priorities for 2022-23

Twelve emerging priorities were highlighted and these would feature during the College self-assessment review process. It was noted that the T Level programmes of study had not been able to proceed this year due to insufficient enrolment numbers and a re-appraisal of the recruitment strategy would be a priority for the year ahead. Reference was made to the College's careers strategy and the importance of embedding this throughout Carmel and linking into the wider skills agenda.

The Chair thanked the Vice Principals for their report and invited governors' comments and questions.

Discussion ensued on the non-delivery of the T Level courses this year and the impact on achievement of this strategic priority. The Vice Principal (Strategy & Resources) confirmed the length of the College's contract with the ESFA for delivery of these programmes and indicated that recruitment efforts would continue.

The Board:

- **noted** the contents of the College Management Report
- **noted** the annual review of the 10:10 Programme
- **placed on record** their appreciation to all staff and students for the diligence and resilience they had demonstrated during a challenging year.

## 2.2 **Cyber Attack Update Report** *(previously circulated)*

The Vice Principal (Strategy & Resources) presented this update report to the Board and referred to the Audit Committee's consideration of the matter at its recent meeting. In addition, it was noted that further discussion had taken place during the Finance and Resources Committee's September meeting on the financial implications of the incident. The following key points were highlighted:

- Insurance position – update on current claim value and ongoing cyber insurance cover
- Forensics – forensic report analysed and affected system users provided with information on impacted data
- College plans – systems improvements and enhancements identified in order to build back better
- Financial impact – £45k in non-recoverable additional costs identified
- External review of IT systems and cyber security – Audit Committee had approved the scope of an external review and steps would be taken to identify a suitable specialist provider.

Governors' comments and questions were invited.

**Q** – When was the last internal audit of IT systems?

**A** – 2019-20 academic year

**Q** – Impact on future insurance?

**A** – Uncertain at present. Sector wide issue given number of cyber-attacks across educational institutions.

Discussion ensued and it was agreed that appropriate consideration must also be given to the people aspect of this issue to ensure that the IT department was appropriately staffed and any skills or training needs addressed.

The Board **noted** the contents of the report.

## 3. **STRATEGIC ISSUES**

### 3.1 **Academisation Update** *(previously circulated)*

The Chair of Governors referred the Board to the Archdiocese of Liverpool's consultation on academisation and the College response that had been submitted following approval at the Special Governing Body meeting held on 29 September 2022. The timeline set out in the Archdiocese's consultation document was referenced and it was noted that the consultation outcome was set to be published by the end of October. Following this, stage 2 of the strategy was due to commence in Spring 2023.

Further updates would be provided to the Board as and when these were available.

**ACTION – Update governors when consultation outcome published.**

### 3.2 **Skills and Post-16 Education Act 2022 – Update** *(previously circulated)*

The Vice Principal (Curriculum & Quality) presented this paper which updated the Governing Body on its new statutory duty to review and publish how the College's education and training offer meets the skills needs as set out in the Local Skills Improvement Plan (LSIP). The development and review of the LSIP for the Liverpool City Region would be led by St Helens Chamber as the designated employer representative body.

The Vice Principal reported that the immediate impact of this would be the enhanced inspection from Ofsted leading to a sub-judgement on skills provision. Specialist inspectors would be assigned to lead the skills aspect of the inspection and the College would be notified a week in advance so as to facilitate the input of College stakeholders. This was principally about ensuring that students were equipped with the necessary skills and knowledge to meet local, regional and national skills needs. The Vice Principal confirmed that the College's preparation in this area was strong and there was extensive understanding of what was required to demonstrate effective practice.

It was noted that a more detailed Board training session on the new Ofsted enhanced inspection would be provided prior to the December meeting.

The Board **noted** the contents of the report.

**ACTION – Vice Principal (Quality & Curriculum) to deliver board training session on new Ofsted skills requirement**

**4. FINANCE AND ESTATES MANAGEMENT**

**4.1 Finance Update – Interim Year End Accounts 2021-22 (previously circulated)**

The Vice Principal (Strategy & Resources) provided an overview of the financial performance of the College for the year ended 31 July 2022. The external auditors had been in College the previous week, but the outcome of the audit was as yet unconfirmed. The Vice Principal referred to the paradox surrounding the pension adjustment which whilst significantly contributing to the deficit outturn had also strengthened the balance sheet.

The Chair of the Finance and Resources Committee confirmed that the interim accounts had been considered at its meeting on 22 September 2022. He further reported that Committee members had reviewed the management accounts at every meeting and, notwithstanding the deficit outturn, had confidence that this management accounting had been robust. The non-cash deficit position had been impacted adversely by the pension adjustment and the cash-deficit position by the cyber-attack costs.

Questions and comments were invited from the Board.

**Q** – When was the actuarial pension adjustment confirmed?

**A** – September 2022

The Board **noted** the contents of the year-end financial update as at 31 July 2022.

**4.2 Capital Projects Update (previously circulated)**

The Vice Principal (Strategy & Resources) presented this update report on the two capital projects at the College.

T Level Capital Project

It was reported that the re-development of the Stoker Building to facilitate the delivery of the T Level programmes had been completed to schedule. Final costs were confirmed against the allocated budget. It was explained that following the decision to withdraw the T Level courses this year due to poor enrolment figures, the building was being utilised for other College activities. The Vice Principal reported that she was of the opinion that there was no adverse impact on College due to the non-delivery of the T Level programmes this year.

### Condition Improvement Fund (CIF) Bid – Roof Repairs

The Vice Principal updated governors on the extended timeline for this project due to the late notification of the bid outcome. As a result, works would be taking place on site during term time and a full risk assessment would be undertaken to ensure the safety of students and staff.

**Q** – Would this delay affect the project costs due to inflation on materials?

**A** – The project manager would be assessing this. In addition, in order to mitigate the risk of escalating costs, the decision had been taken to commence repairs on the roof of Anslam Building separately from this project.

The Board thanked the Vice Principal for her update on these projects and **noted** the contents of the report.

## **5. RISK MANAGEMENT**

### **5.1 Risk Management Action Plan** *(previously circulated)*

The Vice Principal (Strategy & Resources) presented the updated Risk Register and Action Plan which had been considered by the Audit Committee at its meeting on 27 September 2022. It was confirmed that the key significant risk remained the maintenance and restoration of College IT systems following the cyber-attack. In addition, the Vice Principal reported on the contingent and housekeeping risks as identified in the Register. One of these related to the recruitment of quality IT staff and the ongoing recruitment challenge to fill specialist roles.

The Board discussed the updated Risk Register and mitigating actions and asked a number of questions, including:

**Q** – What types of recruitment strategy had been used to fill specialist IT role?

**A** – Number of different strategies used – market is particularly challenging at present. External consultant may be required if recruitment exercise continues to yield no appointment.

**Q** – What is the impact on teaching, learning and assessment of ongoing vacancy in relation to experienced software developer?

**A** – Internal bespoke system – staff can still see student progress data but cannot interrogate the system to the same extent, so it is not as responsive as it previously was.

**Q** – In relation to the housekeeping risk around the green agenda, what is planned with regard to the development of a climate change strategy?

**A** – Estates Manager plans to develop this, but is new in post and needs to develop knowledge of the College estate first.

The Board **noted** the updated Risk Register and associated action plan.

### **5.2 Audit Committee Annual Report 2021-22** *(previously circulated)*

The Vice Chair of the Audit Committee presented this annual report which Audit Committee members had considered at their meeting on 27 September 2022 and recommended to the Board for approval. She highlighted the work of the internal auditors throughout the year as well as the additional reports provided by College Management. Whilst specific reference was made to the significant cyber-attack issue that had arisen during the Summer Term, the Audit Committee had concluded that it was of the opinion that the College's assurance arrangements, framework of

governance, risk management and control processes for the use of resources, solvency of the College and the safeguarding of assets were adequate and effective.

The Board **approved** the Audit Committee Annual Report 2021-22.

## 6. GOVERNANCE

### 6.1 **Annual Governance Self-Assessment Review** *(previously circulated)*

The Chair of Search Committee updated governors on the plans in place for the annual governance self-assessment review. This process had commenced and numerous sources of evidence would feed into the development of the Governance Self-Assessment Report (SAR) and resultant Quality Improvement Plan (QIP). This cycle was intended to mirror that adopted for the whole College SAR.

The Chair of Governors indicated that in addition to any formal 360 degree feedback exercise, she welcomed informal feedback from board members at any point throughout the year and was keen to be as responsive as possible to any suggested improvements.

Governors were invited to join a working group to develop the Governance SAR and were asked to notify the Clerk should they be able to contribute.

The Board **noted** the report.

**ACTION – Board members to flag interest in acting on Governance SAR working group.**

### 6.2 **Membership and Succession Planning** *(previously circulated)*

The Chair of Search Committee updated the Board on the latest developments with regard to Governing Body membership and succession planning.

#### Committee appointments

- Sarah Carroll – recommended for appointment to the Quality and Standards Committee
- Tracy Mawson – recommended for appointment to the Search Committee

#### Search Committee Terms of Reference

Upon consideration of the quorum provision, an amendment was proposed to remove the requirement for the Principal/Acting Principal to be present to form a quorum.

#### Governing body members with terms of office due to expire

It was noted that a number of members had terms of office due to expire this academic year and the Chair of Search Committee stressed the importance of managing this succession planning carefully. In the first place, these members were asked to confirm with the Clerk as soon as possible if they did not wish to be considered for re-appointment.

**ACTION – Board members whose terms of office were due to expire in 2022-23 to confirm with the Clerk if they do not wish to be considered for re-appointment.**

The Board:

- **approved** the appointment of Sarah Carroll to the Quality and Standards Committee

- **approved** the appointment of Tracy Mawson to the Search Committee
- **approved** the amendment to the Search Committee terms of reference to remove the reference to Principal/Acting Principal from the quorum provision.

### 6.3 **Annual Review of Register of Interests** *(previously circulated)*

The Clerk referred members to the requirement to maintain a register of governors' interests which was available for inspection and published on the College website. Updated declarations of interests had been requested from all board members and the updated register of interests was presented to the Board.

In addition, the Clerk explained that she had also collated the declarations of interest from all Corporate Management Team (CMT) and Finance Team staff members and presented the resultant register of interests for governors' awareness.

The Chair of Search Committee proposed that the declared interests of the two Vice Principals should also be included in the governing body's register of interests for publication on the College website.

Committee members **noted** the updated register of interests and **agreed** that the Vice Principals' interests should be added to the register prior to publication on the College website.

**ACTION – Add Vice Principals' declared interests to the governing body's Register of Interests prior to publication on the College website.**

## 7. **CONSENT AGENDA**

It was noted that no questions had been raised in advance of the meeting with the Chair or Clerk regarding the papers listed under the consent agenda. The Chair advised the Board that there remained an opportunity to raise any queries if required. None were raised.

### **Policies and other documents** *(previously circulated)*

#### 7.1 **Anti-Corruption and Bribery Policy**

#### 7.2 **Whistleblowing Policy**

#### 7.3 **Safeguarding Annual Report 2021-22**

#### 7.4 **Student Council Constitution**

The Board **approved** all the documents without revision.

### **Committee minutes and reports** *(previously circulated)*

Committee Chairs were invited to highlight key points of interest arising from the recent round of Committee meetings.

#### 7.5 **Quality and Standards Committee draft minutes from 20 September 2022**

The Chair of the Quality and Standards Committee confirmed that the main items of business considered by the Committee had already featured in the College Management Report (item 2.1).

#### 7.6 **Finance and Resources Committee draft minutes from 22 September 2022**

The Chair of the Finance and Resources Committee confirmed that the main items of business considered by the Committee had been presented separately to the Board under items 4.1 and 4.2.



