

MEETING OF GOVERNING BOARD

TIME/DATE **5.30 pm, 4th July 2017**VENUE **ROOM PW610 PROFESSIONAL STUDIES BUILDING, WIGAN**

ATTENDANCE	Independent Governors	Frank Costello, Chair Diane Brennan <i>Ann Harrison</i> Susan Loudon Susan Spibey Katherine Causey <i>Gai Murphy</i> <i>Jo Platt</i> Damian Robinshaw <i>Vacancy</i>
	Principal	Anna Dawe
	Staff Governors	Jennifer Cockram <i>Alison Dann</i>
	Clerk to the Governing Board Vice Principal, Curriculum Vice Principal, College Services Vice Principal Business Services Finance Director Assistant Principal, College IT Services, MIS And Sub-contracting	Lorna Lloyd-Williams Claire Foreman Louise Brown Lorraine Groch Kevin Williams Dave Harrison

Draft Minutes

Italics denote absence

Item		The meeting opened at 5.34pm and was quorate with at least 7 governors present.
1 GB/17/07/114		APOLOGIES Apologies were received and accepted from Gai Murphy and Ann Harrison.
2 GB/17/07/115		DECLARATION OF INTERESTS – The Chair reminded Governors of the requirement to make any declarations of interest but there were none for this meeting.
3 GB/17/07/116		MINUTES OF THE GOVERNING BOARD MEETING 12th May 2017 These were accepted as a correct record and approved for signing by the Chair. The Board also wished to record the sad passing of Rod Stockwell who had recently been a governor at the college and thanks were expressed for the contribution he had made.
4 GB/17/07/117		MATTERS ARISING – The Clerk advised that there was one outstanding matter which was an ongoing requirement for Governors to be invited to C&SM meetings where presentations were being given that would be helpful to the whole Board.
5 GB/17/07/118		COLLEGE INSOLVENCY REGIME; GOVERNORS LIABILITY Courtesy of Rollitts solicitors

		<p>The Clerk gave an informative presentation courtesy of Rollitts solicitors on the new insolvency regime and how it would affect governors' liability in bringing about possible liability for fraudulent trading and wrongful trading as currently exists for company directors. These two offences were explained and what was needed to establish them but that actions against directors were rare.</p> <p>Governors were also reminded of their duties as charity trustees and how they already have financial duties. The Board were then advised of the steps that they should be taking and key points from Peter Lauener's letter of the 21st April were brought to the Board attention and how they already comply with them.</p> <p>The Board were advised that there will be financial training for the Board in the autumn term. The Chair advised that the Clerk was looking at the professional indemnity insurance and would be reporting back on this.</p>
<p>6 GB/17/07/ 119</p>		<p>AUDIT COMMITTEE –19th June 2017</p> <p>The Chair being absent the Clerk spoke on her behalf and expressed the committee's thanks for all the hard work that had been undertaken in particular resulting in 4 audits which were green, very unusual in the FE sector as had been pointed out by the Auditors at the meeting. The Board had already received the minutes of the meeting and it was:</p> <p>Resolved to accept the minutes of the Audit committee meeting on the 19th June 2017 and approve them for signature by the Chair.</p> <p>On the recommendation of the Audit committee the Board made a number of approvals and it was:</p> <p>Resolved to approve the Internal Audit Annual Plan for 2017/18.</p> <p>Resolved to approve the strategic risk register 17/18 and risk management plan.</p> <p>Resolved to approve the KPI's for Internal Auditors</p> <p>Resolved to approve the KPI's for financial statement auditors</p> <p>Resolved to approve the Financial statements planning memorandum.</p> <p>Governors asked whether we had anyone with financial expertise on the Audit committee and the Clerk confirmed that we do.</p>
<p>7 GB/17/07/ 120</p>		<p>RESOURCES COMMITTEE- 21st June 2017</p> <p>Comments were firstly received from the Chair of the committee who expressed the committee's thanks for all the hard work on the part of the staff and noted how quickly the new Finance Director had picked matters up. Governors having already received the minutes the Chair highlighted the good progress that had been made against the strategic plan for 16/17 and advised the Board that a staff survey would be sent out in the summer. The Board were apprised of the colleges financial grading and the large capital projects that were underway.</p> <p>It was thereafter:</p> <p>Resolved to accept the minutes of the Resources committee meeting on the 21st June 2017 and approve them for signature by the Chair.</p> <p>On the recommendation of the Resources committee the Board made a number of approvals and it was:</p>

		<p>Resolved to approve the Staff Disciplinary and Grievance Procedures</p> <p>Resolved to approve the Environment & Sustainability Policy</p> <p>Resolved to approve the Subcontracting Fees & Charges policy</p> <p>Resolved to approve the amended Terms of reference for the Resources committee.</p>
8 GB/17/07/ 121		<p>CURRICULLUM & STUDENT MATTERS COMMITTEE 20th June</p> <p>Comments were firstly received from the Chair of the committee. The Board were advised that the committee had received a presentation from Emma Barton of the Local Authority on the local and GM skills priorities. There was a consensus on a shared understanding of the need to work together.</p> <p>The Board were advised the committee had reviewed the relevant chapters of the strategic plan for 16/17 and had challenged the performance in Health & Social Care and early years which was an important area being one of the growth areas in the local area. The committee had also considered the curriculum plan which they had endorsed but felt should be shared with college's stakeholders.</p> <p>Performance across the college was good with 1 or 2 exceptions and there was discussion about these areas with the executive outlining steps that had been taken. The Chair advised the Board that A level recruitment was below target but on the right trajectory with growth being anticipated over a number of years. The Chair also talked about the contribution made by the co-opted member to the Committee.</p> <p>The Clerk outlined a minor amendment she wished to make to the minutes and subject to this it was</p> <p>Resolved: to accept the minutes of the Curriculum & Student Matters committee meeting on the 20th June 2017 and approve them for signature by the Chair.</p> <p>The Board were then asked to approve the student union alternative model on the recommendation of the committee. Governors asked what was different about a Student Council and having received a satisfactory answer from the Vice Principal College Services it was</p> <p>Resolved: to approve the development of a Student Council and approve the current Student Union budget being redirected to the Student Council.</p> <p>The Vice Principal Curriculum, with the Chair's agreement introduced an additional item regarding data for the college, the Board having previously been advised how the change in methodology had impacted upon this. The Governors wished to know the strategy for dealing with any negative interpretation and when the next set of statistics would be released. They also raised questions regarding how KPIs such as timely achievement compared to other colleges and requested explanations for any differences. Governors requested that the next set of statistics be produced to the Board as soon as the executive have them.</p> <p style="text-align: right;">Action: Vice Principal Curriculum</p>
9 GB/17/07/ 122	9a	<p>SEARCH & GOVERNANCE COMMITTEE MEETING 13TH June</p> <p>Comments were firstly received from the Chair of the committee. He advised that in terms of the constitution of the Board there had been agreement that members of the Governing Board should be sought from 3 of the college's key stakeholders and advised which stakeholders these were. Also, that we should look at priority areas for example construction and engineering. He also advised that there had been a discussion around</p>

		<p>the current vacancies on the Board and whether the board should consider reducing its determination however this was felt not to be an appropriate step at this time. It was</p> <p>Resolved: to accept the minutes of the Search & Governance committee meeting on the 13th June 2017 and approve them for signature by the Chair.</p> <p>On the recommendation of the committee the Board made a number of approvals and it was:</p> <p>9b Resolved to approve the Governors Development and training plan 17/18</p> <p>9c Resolved to approve the Skills and Competencies Audit</p> <p>9d The Committees annual report was received by the Board and duly noted.</p> <p>The Board having already noted the contribution of Jen Walters it was</p> <p>9e Resolved to approve the extension of term for Jen Walters for a further academic year.</p> <p>The Chair explained that remote attendance would be by a means where the Governor could be both seen and heard e.g. Skype and it was</p> <p>9f Resolved to amend the Instruments and Articles to allow for remote attendance where 60% of the quorum is physically present.</p> <p>It was also</p> <p>9g Resolved to approve the Board cycle of business for 17/18.</p> <p>9h Resolved to approve the Governance KPI's 17/18 (which would be the same as for the academic year 16/17)</p> <p>9i Resolved to approve the appointment of Susan Loudon to Search & Governance committee.</p>
10 GB/17/07/ 123		<p>STRATEGIC PLAN</p> <p>The Board considered the Strategic plan 17/18 which had already been the subject of much governor scrutiny and it was</p> <p>Resolved subject to the target chapter being brought back to Board in September 2017, that the strategic plan 17/18 should be approved.</p> <p>The Principal also advised that a 3-year college plan would be produced which would be sent to stakeholders.</p>
11 GB/17/07/ 124	11a	<p>FINANCE</p> <p><u>Letter from Peter Lauener- CEO Education and Skills Funding agency</u></p> <p>This had already been covered during the Clerk's presentation on College insolvency and governors' liability.</p>
	11b	<p><u>Finance questions for Governors</u></p>

	<p>11c</p> <p>11d</p> <p>11e</p> <p>11f</p>	<p>The Finance director advised that he had filled these in as far as he was able at the request of the Chair but that some had been left blank for governors to complete. It was agreed that these would be addressed at the next meeting of the Resources committee and subsequently fed back to board. Governors also asked that these be included as a standing item in each Resources pack</p> <p style="text-align: right;">Action: Clerk</p> <p><u>Management accounts</u></p> <p>It was Resolved to approve the management accounts for the period until 31st May 2017</p> <p><u>2017-18 Annual Budget and 3-year financial forecast</u></p> <p>The Finance Director outlined the variances in relation to income and expenditure the latter being in relation to staffing costs and explained the reasons for this. He took governors through the non-pay items and advised that all KPIs looked good and that College should maintain its good financial health rating. Current assets were on a ratio of 1.3:1 with cash days being above the target of 30 days and the cash forecast healthy.</p> <p>There was discussion about the lagged funding of apprenticeships and the Finance director outlined the assumption that he was working on of a 3 month lag and also gave figures for a 6 month lag. Governors raised queries regarding the operating surplus and pay being above SFA target. They also requested that a list of the full assumptions be brought to the governor's attention and the Finance Director confirmed that they would form part of the Budget Presentation at the next Board meeting in September.</p> <p style="text-align: right;">Action: Finance Director</p> <p>It was Resolved to approve the 2017/18 annual budget and the 3-year financial forecast.</p> <p><u>Review of Financial Regulations and associated policies: Procurement Policy, Treasury Management, Anti –Bribery</u></p> <p>These had already been considered by the Resources committee and the Finance Director outlined to the Board the changes in relation to procurement and financial level, advising that these levels represented the middle ground in terms of practice in the sector. Governors advised that they would wish to receive a report on how the amendments are operating in practice.</p> <p style="text-align: right;">Action: Finance Director</p> <p>It was Resolved to approve the Financial Regulations and associated policies: Procurement Policy, Treasury Management, Anti –Bribery.</p> <p><u>Capital Projects</u></p> <p>The Finance Director advised that 3 large cases needed to be brought to the Governors attention and took the Board through the projects and the costings inclusive of VAT. It was</p> <p>Resolved to approve the capital projects of</p> <ul style="list-style-type: none"> • The laboratory and extension to hair and beauty salon £195,581 • New HR and Payroll software (3-year contract) £119,450 • Access to Parsons Walk car park £132,000
<p>12 GB/17/07/ 125</p>		<p>SUB-CONTRACTING Strategy and proposed partners 17/18 The Assistant Principal, College IT Services and Sub-contracting spoke to his report and outlined the planned activity for 17/18 including the figures, contracts being with:</p>

		<p>1 Adult Education Budget (Classroom-based learning) a. Groundwork Trust b. The Skills Network c. Wigan Local Authority</p> <p>2 Adult Apprenticeships a. Citrus Training Solutions</p> <p>3 16-18 Apprenticeships a. Citrus Training Solutions b. landF Ltd</p> <p>4 16-18 Study Programmes a. Power in Partnership b. Progress Sports c. Groundwork Trust</p> <p>Upon being asked he confirmed that all activity was within 25 miles and the Chair advised newer governors that this was a past resolution stemming from when the college had experienced subcontracting difficulties with provision many miles from the College. The Principal also commented that there is only subcontracting where there is a strategic need and that radius, type of work etc. is dealt with in the due diligence process. Governors having received assurance it was</p> <p>Resolved to approve the following subcontracting provision for 17/18:</p> <p>1 Adult Education Budget (Classroom-based learning) a. Groundwork Trust b. The Skills Network c. Wigan Local Authority</p> <p>2 Adult Apprenticeships a. Citrus Training Solutions</p> <p>3 16-18 Apprenticeships a. Citrus Training Solutions b. landF Ltd</p> <p>4 16-18 Study Programmes a. Power in Partnership b. Progress Sports c. Groundwork Trust</p>
<p>13 GB/17/07/ 126</p>	<p>13a</p> <p>13b</p> <p>13c</p>	<p>GOVERNANCE</p> <p><u>Succession planning “A term in the life of the Chair”</u></p> <p>The Chair gave a verbal account of the work he had been undertaking in his role as Chair both locally and within the Greater Manchester Combined Authority and Colleges forum. The purpose of this was for Governors to gain a better understanding of the role should they wish to put themselves forward once the current Chair steps down.</p> <p><u>Committee performance reports executive summary</u></p> <p>These were noted by the Board, the Clerk advising that these together with the Board performance review and outcome of one to one meetings in the autumn would be combined into a Governance quality improvement plan for 17/18 which would be brought to the board in the autumn term.</p> <p><u>Calendar of meetings 17/18</u></p> <p>The first meeting of the Board having been changed to the 26th September it was:</p> <p>Resolved to approve the calendar of meetings.</p>

	13d	<u>Use of the Seal</u> The Clerk advised that the seal had not been used.
14 GB/17/07/ 127		SAFEGUARDING <u>Report from Safeguarding Governor following termly meeting</u> The safeguarding governor gave an overview of her meeting and informed the Board that the staff show a great commitment to supporting both students and other members of staff. Governors asked about the issue of self-harming and how this was dealt with. It was outlined how this is picked up and also how awareness of self-harming has been raised
15 GB/17/07/ 128		ANY OTHER BUSINESS There was no AOB
16 GB/17/07/ 129		DATE OF NEXT MEETING – 5pm 26th September 2017
		Part 1 of the meeting closed at 7.28pm and staff governors left together with most members of the executive.