



ST MARY'S COLLEGE BOARD OF GOVERNORS

MINUTES OF THE MEETING OF THE GOVERNING BODY HELD VIA VIDEOCONFERENCE ON THURSDAY 10TH DECEMBER 2020

Present: Mrs S Beecroft (Resources Chair 20/21)
Mr C. Beesley
Mrs E. Best (Interim Principal)
Mr P. Case
Mr M Conboy (Chair 20/21)
Mrs A Francis (Vice Chair and Quality Chair 20/21) (items 10 - 15 and item 7)
Mrs P. Lightbown
Mr P. Moore
Rev Fr N. Wynn SM (BMAC Chair 20/21)
Mr M. Wright

Staff invited to be

In Attendance: Katrina Hollern
Max Makda (up to item 8 only)

External parties

invited by the Chair: Stephen Jones (ESFA),

Apologies:

Mr M. Vizzard

Absent:

Mr A Kheratkar

OPEN AND WELCOME

Chair MC opened the meeting, thanking everyone for giving up their time to attend the last meeting of what had been an incredibly a challenging year. MC added that the next year was not expected to present as many challenges, however, the Board headed into the 2021 ready to face any difficulties and challenges with positivity and determination.

ITEM 1 – TRAINING

MC confirmed that the 20/21 training strategy had been agreed and training would continue through online resources, confirming that the clerk had distributed relevant opportunities to members as detailed on the agenda.

Item 1 – Noted: The Board noted the verbal update on the training strategy and training opportunities.

ITEM 2 – OPENING PRAYER AND WELCOME

MC asked Fthr Noel Wynn to open the meeting in prayer.

ITEM 3 –A POLOGIES FOR ABSENCE

LF confirmed that the standing apologies for MV were presented and this would be reviewed under item 11.

Item 3 – Approved: The details of the apologies were accepted.

ITEM 4 – DECLARATION OF INTERESTS

The standing interests of EB, in respect of her husband as the Director of Curriculum and SB in relation to her role at LHU were declared.

Item 4 – Resolved: The details of the interests were noted.

ITEM 5 – APPROVAL OF THE MINUTES OF THE FULL BOARD OF GOVERNORS HELD ON:

- **17th September 2020 (full Board)**
- **28th September (extraordinary)**
- **14th October (extraordinary)**
- **31st October (extraordinary)**
- **4th November (extraordinary)**
- **17th November (extraordinary)**

MC confirmed that the minutes had been circulated and included within the pack and asked members to raise any issues relating to accuracy or content. None were received and all minutes from the meetings detailed above were approved.

Item 5 – Approved: The minutes of the meetings held on, 17th September 2020 (full Board), 28th September (extraordinary), 14th October (extraordinary), 31st October (extraordinary), 4th November (extraordinary), and 17th November (extraordinary) were approved and accepted as an accurate record.

ITEM 6 – MATTERS ARISING FROM THE MEETINGS DETAILED BELOW:

- **17th September 2020 (full Board)**
- **28th September (extraordinary)**
- **14th October (extraordinary)**
- **31st October (extraordinary)**
- **4th November (extraordinary)**
- **17th November (extraordinary)**

The clerk confirmed that all actions outstanding from the meetings held since the last full Board meeting had been detailed in the report and circulated, with no actions outstanding with the exception of those highlighted as items in their own right within this meeting agenda. The clerk asked if any members had identified any matters that had not been included in the report or wanted any further detail or clarification on any matters that had been actioned. With no questions or comments this item was concluded.

Item 6 – Resolved: The Board noted the details of actions and matters arising in the report.

ITEM 7 - QUALITY COMMITTEE UPDATE INCLUDING RECOMMENDING FOR APPROVAL ITEM 7.1, 7.2 and 7.3 AND AN OVERVIEW OF ITEMS 7.5, 7.5, 7.6 and 7.7

This item was delivered after item 10.

AMF expressed her gratitude to the committee for being accommodating with their availability to enable her to attend and Chair the meeting which had taken place the previous evening. AMF declared that the Committee wished to present for approval item 7.1, the Online safety Policy, 7.2, the Self-Assessment Report and 7.3 the Quality Improvement Plan, whilst having reviewed in detail the safeguarding update, HE outcomes, in year progress and the quality assurance measures inclusive of the virtual learning walks. AMF highlighted how impressed the committee had been with the comprehensive level of detail within the reports, indicating a clear focus on quality improvement despite the difficult circumstances staff had been working under, noting that COVID-19 had not been used as an excuse, only used as a lens through which strategies had been adapted, and in some ways improved.

AMF summarised the comprehensive policy introduced for online safety and asked for the support of the Board in approving the policy. This was given unanimously.

AMF provided the highlights from the SAR and QIP, confirming that the Committee had few questions due to the clear and accurate acknowledgement of the strengths and areas for improvement, clear formatting and consistent insight into effective strategies for improving, resulting in an overall effectiveness grade of 'good' asking the Board for their support in approving both the Self-assessment Report and the Quality Improvement Plan.

A governor asked all members to note the comments of Committee Chairs on the exceptional standards of work put into producing data and reports, asking to record on behalf of the Board appreciation and thanks that so much is going on in such difficult times. A **member added** that it is testament to the care and attention in each area and of the calibre and commitment of staff which should be passed on.

The Chair, MC confirmed that the Board did not have any further questions for AMF or MM ahead of approving the SAR and QIP.

Item 7 - Approved: The Board offered unanimous approval of item 7.1, the Online safety Policy, 7.2, the Self-Assessment Report and 7.3 the Quality Improvement Plan.

Action - Clerk to notify KS that her policy had been approved.

Action - The gratitude of the Board is passed on to the staff for the continued care, attention and dedication during these difficult and challenging times.

MM left the meeting after this item (which was delivered after item 10)

ITEM 8 - RESOURCES COMMITTEE UPDATE INCLUDING RECOMMENDING FOR APPROVAL ITEM 8.1

Committee Chair, SB provided a summary of key discussions held at the Committee meeting on the 12th November:

- SB highlighted the decision made by Liverpool Hope University not to recruit new students this academic year due to the situation at St Mary's College and asked for a formal note to be taken of this, which had been discussed in detail, with applicants being transferred to Holy Cross
- Nursery closure strategy review - SB detailed the plan to provide continuous provision with minimal disruption, which would incorporate the closure of SMC nursery and the nursery at the Park, moving children to the Wensley Fold site with a view to asking the local authority to take over or find an alternative company to run the provision. This plan due to conclude in July 2021 had been accelerated with a revised time frame indicated as March 2021
- Nursery Safeguarding Policy - SB confirmed that the policy reflected the relevant changes in legislation and incorporated the required COVID-19 actions and information, having been reviewed in detail and was recommended for approval

With no further questions or comments, SB was thanked for the update and the safeguarding policy was approved by the Board.

Item 8 - Approved: The Board noted the details of the update and approved the safeguarding policy.

Action - Clerk to notify TE that her policy had been approved.

ITEM 9 - AUDIT COMMITTEE UPDATE INCLUDING RECOMMENDING FOR APPROVAL ITEMS 9.4 AND 9.5

Committee Chair NW summarised the activities of the Committee from the meeting held on Tuesday 8th December, confirming that the minutes had been circulated.

NW highlighted how complimentary the external auditors had been of the documentation and work undertaken by KH, asking for formal thanks to be recorded.

NW confirmed that the committee had self-assessed with details circulated to the Board, along with the items presented for approval, both under item 9 and those presented in conjunction with the auditors for approval under item 10, with the committee recommending that all are approved, following detailed scrutiny and debate within the committee meeting, with a particular focus on the issues relating to the bank covenant.

NW confirmed that since the meeting, the annual report had been circulated and with no objection, this too would be presented for approval under item 10.

The clerk confirmed that items 9.4, the financial regulations and 9.5, the internal audit plan had also been reviewed by the Committee and needed approval within the summary of the Committee under item 9, clarifying the position in relation to Internal Audit (IA) plan for 20/21 which was a verbal report to the Audit Committee, summarised by the Clerk on a summary sheet distributed to the Board. The Board was asked to support the recommendation of the Audit Committee, which was to approve IA work on an "as needs" basis, with the first piece of work proposed as a review of the emergency funding request procedure. This was unanimously approved.

Item 9 - Approved: The Board approved item 9.4, the financial regulations and 9.5, the internal audit plan and noted the details of the Audit Committee update.

ITEM 10 - AUDIT COMPLETION REPORT AND RECOMMENDATION OF THE FINANCIAL STATEMENTS

Following the summary from the Audit Committee, Chair MC asked the Board to raise any questions or comments ahead of approving the financial statements, audit completion report and all associated documents.

Following a question from a member, MC added clarity around the going concern statement, confirming that the emergency funding agreement had enabled the College to demonstrate adequate funding for the following 12 months, however, the position with the bank was different from previous years. MC confirmed that the college was no longer in negotiation to change the covenant, with the loan therefore no longer being considered as a long term liability, instead, detailed as one that could be due within the next 12 months. MC confirmed that although this would be unlikely, it had been fully disclosed throughout the accounts, described as having a comprehensive and complex narrative. MC concluded that the Auditors could not satisfy themselves that it would not be an issue, and have managed this within the updated presentation of the debt and the College have accepted their concerns and dealt with it by way of the disclosure within accounts.

MC and NW expressed their gratitude to KH for presenting the complex detail succinctly; documenting the significant number of events the College had progressed through in the preceding 12 months, having an acute understanding of the requirements of the auditors.

In confirming that only minor changes were outstanding, which were in relation to the final wording around the bank covenants, MC asked for the Board to consider the recommendation of the Audit Committee as made by NW and to approve the following:

10.1 - Regularity Self-Assessment Questionnaire including the supplementary COVID-19 Bulletin

10.2 - 2019/2020 Financial Statements

10.3 - Corporate Governance Extract (from the financial statements, pg 14-22 inclusive)

10.4 - Management Letter and Draft Management Representation Letter

10.5 Audit Completion Report for the year ended 31.7.2020

10.6 - Annual Report of the Audit Committee 2019/2020

MC confirmed that once the final wording had been agreed, he would go into College to sign off all the relevant documents in a socially distanced and COVID safe way with Interim Principal EB, which was anticipated to take place by the 18th December 2020.

Item 10 - Approved: Subject to minor amendments relating to the wording regarding the banking covenant, item 10.1 - Regularity Self-Assessment Questionnaire including the supplementary COVID-19 Bulletin, 10.2 - 2019/2020 Financial Statements, 10.3 - Corporate Governance Extract (from the financial statements, pg 14-22 inclusive), 10.4 - Management Letter and Draft Management Representation Letter, 10.5 Audit Completion Report for the year ended 31.7.2020 and 10.6 - Annual Report of the Audit Committee 2019/2020 were approved by the Board.

Action - KH to confirm that all documents were signed and submitted at the next meeting of the Board.

ITEM 11 - GOVERNANCE MATTERS

11.1 - Board Membership

The clerk confirmed that as a recommendation of the BMAC made in September, the Board should consider tendering the resignation of member Mike Vizzard as he was unable to return due to ill health and no longer well enough to tender this for himself. The clerk reminded the Board that there had been a decision to delay action from September to December as the BMAC had wanted this to be done by the Board and not the Bishop to ensure that this could be done sensitively and personally. **A member asked** that the best wishes of the Board would be passed on to Mike and his family

Item 11.1 - Resolved: The Board confirmed that the resignation of Mike Vizzard should be tendered and accepted with immediate effect.

Action - The clerk will contact the family.

11.2 - Update on the Recommendations from the Last Visit FEC Stocktake

Interim Principal EB shared her screen to draw attention to the detailed actions undertaken following the recommendations of the FEC made at the Stocktake visit in July. EB confirmed that recommendation 1 had been led by the Clerk, LF and Chair MC, with action 2 managed by herself and Chair, MC with the support of a HR consultancy firm.

EB provided an overview of the content, confirming that the next Stocktake would be a virtual one, on Monday 14th December, providing details of the schedule, which included teaching and support staff, students and unions in addition to SLT, MC as Chair and the Clerk.

Item 11.2 - Noted The Board noted the updated actions against the recommendations of the FEC.

ITEM 12 - PRINCIPAL'S REPORT (PART A)

EB confirmed that following the approval of the mission statement, the vision and values had been revised, taking into account the feedback of the Board to incorporate quality and ambition.

EB confirmed that these had been reviewed with Chair MC and asked for feedback from the Board, highlighting that they had felt it of key importance to incorporate trust, integrity and open and honest communication within the values.

MC added that he had felt these had been well rehearsed, with the strategic aims accurately reflecting the culture and values of SMC that had been demonstrated throughout the past 12 months, indicating that they were a good fit for the College, offering support towards approving the vision and values, to enable the website to be updated. Unanimous approval was given.

Item 12.1 - Approved: The Board approved the Vision, and Values to accompany the previously approved Mission Statement.

ITEM 12.2 KEY PERFORMANCE INDICATORS (KPI'S)

EB provided a detailed summary of the performance against targets in each strategic aim, key points noted were:

- Performance against funding targets - to be reviewed by KH under the management accounts
- Recruitment - 605 recruited against a revised target of 600, with 17 having left before the end of the 42 day qualifying period with details provided of the composition of learners and reasons for withdrawal
- Improving the quality of teaching and learning - virtual learning walks were completed and the outcomes reported to and well received by the Quality Committee
- Improve retention rates - achieved at all levels with target setting determined by the most appropriate national benchmark, the Sixth Form Colleges National Average
- Financial performance- would be detailed by KH under management accounts

Item 12.2 - Noted: The Board noted the details of the report.

ITEM 13 - MANAGEMENT ACCOUNTS

KH provided a detailed summary of the management accounts, drawing attention to variances, highlighting redundancy costs and the surplus relating to staff costs due to the COVID-19 isolation and illness cover needs being less than expected. KH confirmed that COVID-19 staff cover costs were profiled across the year, with the intention to introduce a separate line for COVID-19 cover costs in future management accounts.

KH informed the Board that all nursery staff had been brought back from furlough by the end of October, adding that the free education budget had been protected by the local authority, with funding received in August; however this was not guaranteed or expected in the next term. KH advised that additional funding had also been received from the COVID 19 job retention scheme, providing a break down for each nursery, with the Park expected to close in December, resulting in a loss which would be evident in future management accounts.

KH confirmed that the first application for emergency funding had been submitted and approved, with funding due at the end of December. KH was thanked for her summary.

Item 13 - Noted: The Board noted the details of the management accounts.

ITEM 14 - POLICY REVIEWS

EB asked the Clerk to lead on the policy as she had written it following the FEC recommendation. The clerk confirmed that the Governors and SPH had followed the Code of Conduct for Governors in declaring interests on an annual basis, with new staff having made declarations within their application, however, without an all staff policy, there was no requirement to confirm any interests when staff made internal applications for alternate roles or promotions, and any newly acquired interests were not required to be disclosed. The FEC stocktake highlighted a need for more robust processes and Board oversight, therefore, it was felt a policy needed to be put in place. This would firstly ascertain a full register of interests for all staff and secondly, ensure that there was a

requirement to declare any changes, with all conflicts reported to the Board via the BMAC with mitigated actions detailed.

The clerk highlighted that the policy extended beyond staff, outlining the requirement of all College staff, volunteers, contractors and governors to declare any interests, actual or perceived which may impact their role or influence decisions or be seen to give rise to beneficial or preferential treatment on the basis of any personal or financial connections that they have, and that the existing declaration used by governors would be used. The clerk concluded by advising the Board that if approved, the policy would be immediately implemented with all staff expected to respond by the first week back in January. The Policy was unanimously approved.

Item 14 - Approved: The Board approved the conflicts of interests policy.

ACTION - clerk to inform HR and ask for this to be rolled out with immediate effect

ANY OTHER BUSINESS

The Chair, MC, advised the Board that the intention had been to continue to meet virtually until the end of the calendar year and reflect and review at this point. MC highlighted the on-going risks relating to COVID-19, particularly in the locality of the College, and acknowledged the distances and time taken for members to commute, asking if it would be the preference of the Board to continue with virtual meetings, which had been well attended with minimal technical issues. **Many members** commented on the ease of accessibility and confirmed that virtual presence was the preferred method going into the New Year, and for the foreseeable future.

With no other items raised under AOB, PL was thanked for her time and left the meeting.

Part A concluded at 6.50pm.
