



**ST MARY'S COLLEGE
BOARD OF GOVERNORS**

**MINUTES OF PART ONE OF THE MEETING
OF THE GOVERNING BODY
HELD ON WEDNESDAY 27TH MARCH 2019**

Present:	Mrs S. Beecroft Mr C. Beesley Mr M. Conboy Mr N. McNeil (Chair 18/19) Mr A Kheratkar Mr G. Miller Miss A. Siddique (Student Governor) Mr M. Vizzard
In attendance: (By invitation of Chair)	Mrs L. Farnhill (Clerk to the Board) Ms K Hollern (Business Manager) Mr F. Dowling (Provincial Education Deputy (Society of Mary)) Mr K. Rice (Vice Principal) Mrs L. Cain (HR Director)
Apologies:	Ms J. Singleton (CEO/ Principal) Mr M Wright (foundation governor) Fthr N. Wynn (foundation governor) Mrs E. Best (Vice Principal) Mr M. Firth (Head of Intervention (ESFA))
Absent:	N/a

The meeting opened with training at 5.35pm.

Item 4 - Training

4.1 – Equality and Diversity

Mr K.Rice delivered comprehensive training on E&D for the governors and attendees. This was an enhanced version of the 'all staff' training delivered last month.

KR highlighted how SMC does not strive to meet statutory requirements but go beyond to have a welcoming fully inclusive environment and was pleased this was recognised by Ofsted (report to follow).

Governors engaged in the training and asked for more depth regarding the involvement of students in the Quality Action Plan and the issues they raised and ways in which the college was addressing this. KR explained that this was a collaborative approach between staff and students and learners were actively engaged with this. Ideas included additional group work set by teachers to encourage working together outside the classroom. KR is hopeful that funding will be awarded to enable student to deliver training on inclusion and cohesion around the borough, improving community cohesion whilst raising the profile of learners and SMC.

4.2 – Insolvency

Members were encouraged to read the documentation within the Board materials. JS will provide an overview of the impact for governors and trigger points to be aware of at the next meeting or within the strategy and training day. The clerk advised that additional documents had been reviewed by the Audit Committee which included FAQ from the DfE and AOC which were available to the Board should they want further information.

4.3 – Link governors and training requests

The clerk asked that governors reflect on recent training and planned forthcoming training and contact the clerk should they feel that anything more is needed. Link governors will be spoken to individually to assess their needs in relation to their additional responsibilities.

Item 1 – Opening Prayer and Welcome

Item 2 – Apologies for Absence

The Chair detailed reasons for absence. All were accepted

Item 3 – Declarations of interests

None were made

Item 4 – training

Training was completed ahead of the meeting

Item 5 – Urgent business and Chairs Action

The Chair confirmed that it had not been necessary to undertake Chair's action in the period since the last meeting.

Item 6 – Minutes of the Board Meeting

The minutes of the meeting of the 16th January were accepted as a true record and signed by the Chair.

Item 6 Resolved: The minutes were approved and signed

Item 7.1 – Matters arising

7.1 – DBS updates – CB has an existing DBS but was asked to complete an application form for one through SMC. AK was reminded that he needed to submit his certificate number. All others have been received

7.2 – Risk Management Report – KH clarified that this has been actioned – see item 12

7.3 – KPI report – KH clarified that this has been actioned - See item 13

7.4 – Nursery governance –KH clarified that this has been actioned. This was confirmed by SB who had discussed this with TE at the Resources meeting

7.5 – WF rent reduction requested – KH advised that this has not been actioned. KH has discussed this with TE who raised concerns that requesting a reduction may result in a review and subsequent increase as the rent has been static for 6 years. KH advised that we were out of contract.

Q – Who is responsible for this?

A – KH – I am

Q – Why were we asking for a reduction?

A – We are using less of the building

Q - Good basis for reduction, why has this not been actioned?

A – There has not been an increase in 6 years – a review may instigate one

Q – Is the level of rent comparable?

A – SMC is owned therefore there is no associated rent, WF is £33k p/a incl utilities, the Park is £6k plus utilities

Governor Comment – This would not be an easy space to let; fear of an increase cannot be justification for not asking for a reduction when there is grounds for one, there may come a point where there is no other choice.

A – there are issues regarding the maintenance, they are claiming that items previously covered within the contract now are not

Q – Previous FD was on the Board – are you

A – No, TE is

Q – How is there no contract, this may invalidate insurance

A – apologies this may have been badly phrased, our original 5 year contract has ended, we now have rolling provision

Q – who covers the insurance

A – We do for the contents, they do for the buildings

The Chair summarised the issues raised and asked if members were happy to leave Katrina to monitor this. Governors agreed

Item 7.5 Resolved KH will continue to monitor this situation in conjunction with the Resources Committee.

7.6 – Costed Curriculum plan – LC and KH advised that this was under way but the Ofsted inspection had delayed completion – deferred

Item 7.6 – Deferred

7.7 - Marketing strategy – LC advised that staff were in place, the FoH press release was available on the website with celebratory Ofsted information to follow once approved for public release. A full strategy would follow once new staff have had the opportunity to formulate one.

Item 7.7 – Deferred

Item 8 – Minutes of the Committees

8.1 – The Audit Committee

MC, Chair of the committee advised the Board that due to quoracy issues, an informal meeting had been held with the internal and external auditors, some members and SLT. These conversations were ratified with the committee prior to the Board meeting tonight. Key issues included:

GDPR – issues addressed and report format agreed. New concerns over DPO appointment would be followed up

Risk register – Reviewed in detail with support from the internal and external auditors

Governor training needs – FRS 17, GDPR, Insolvency and finance in general.

SAR and Vice Chair have been deferred

Internal Audit – Plan revised based on issues with the ILR and duplicated work. Clarity was provided that HE would be included which PL welcomed as she had previously had issues with inaccuracies and also wanted external assurance

8.2 – The Resources Committee

SB, Chair detailed the issues and actions resulting from the meeting on 14.3.19. SB drew the Board's attention to the tight 19/20 budget and advised close monitoring, adding that she has provided additional scrutiny of the budget for additional assurance, looking at the accuracy of assumptions and identifying key areas of risk and scrutiny as follows:

- Recruitment and student numbers going forward
- Nurseries – whilst still profitable the income has gone down year on year due to the way funding is received
- HE assumptions
- Loss of FD, with SB offering support to minimise this impact

8.3 – The BMAC Committee

The Chair advised that the minutes circulated were subsequent to the verbal report provided by Fthr Wynn in January. NMN stated that the number of governors, particularly foundation governors remained a concern. NMN advised that he intended to speak to the Bishop's office to look at the appointment of foundation as there was no stipulation within their expression of interest form that they need to be Catholic, although implied and presumed, he had wondered if consideration would be given to appointing those with the necessary skills and willing to uphold the catholic ethos.

Action – NMN to discuss foundation governor appointments with the Bishops office

Item 9 - CEO's Report

Delivered by KR in the absence of JS

KR gave a comprehensive review of the report provided by JS, adding that Ofsted had been impressed with notable improvements to attendance. He highlighted GCSE re-sit and tutorial – items students had not ‘chosen’ as continuing to have the lowest levels of attendance along with 19+, giving detail of actions taken to improve this.

Q – What is the relevance of 42 days?

A – It is the point at which students count on roll and are funded, leaving after this affects retention

Q – Did the leavers secure the apprenticeships as a result of the qualifications gained here?

A – No, although these must be viewed in a positive light, they are good alternative opportunities for these students. Many learners have applied to do apprenticeships at the end of their studies here, ones accessible straight from school but this does not mean to say that these qualifications won’t enhance their future prospects, they will.

Item 9 – Resolved – Details of the report are noted

Item 10.1 - In Year Progress – FE

Delivered by KR in the absence of EB

KR clarified for governors the ALPs process and the meaning of the information within the result. He confirmed that staff had been disappointed with the in-year assessment data and intervention had been swiftly instigated with learners retaking the assessment, in most cases within a week. There would be a final in-year assessment after Easter, leading straight into exams in May.

Q – What is the new score based on?

A – It is based on the re-sit score of the learners who re-sat along with the original scores of all other learners.

Q – Was there the opportunity to change the paper in the time frame?

A – For most subjects, the same paper was used alongside additional intervention

Q – How many students re-sat papers?

A – Based on the number invited to the intervention parents evening, estimate of 100

Q – Is it possible the resit data is warped or non-significant?

A – Some is not data as the numbers are too low to be significant

Gov Comment – I am worried about English Language, these results are a far below expectations

Response – The data is as at the end of January, there has been intensive intervention. The point of KA being to demonstrate gaps, with time to turn it around prior to the final exams. Some learners had multiple U’s and now passing in all subjects

Q – Why was English so bad?

A – I am not sure, this has been dealt with, and there has been a health check with the HoF and EB

Gov Comment – It should be documented that the Board is unhappy with this result

Q – Will the next interim assessments follow the same process?

A – It varies; it is subject dependent and students do better on these

Q – Do these interim assessments help improve performance?

A – (SG) for some students, for others it interrupts their revision timetable making them focus on the content of the interim not the areas of focus for their end of year exam. A feeling that they were over-tested

Q – Is this why the number of KA were dropped from 5 to 3?

A - yes

KR then gave an overview of the logistical difficulties in doing realistic mock exams and benefits in terms of reducing anxiety over the real exam

Q – Are learners not more prepared the more assessments that they have?

A – This can be subject dependent

Comment – In high achieving schools, learners are brought in over the weekends for practice – they may not appreciate it at the time but once exams are over and they are successful, they are grateful

SG Comment – it is only helpful under formal exam conditions, in class tests don’t provide this experience

A – Staff were concerned with the amount of time taken off timetable to achieve formal mocks

Final governor comment – Staff have picked up on areas of underachievement with interventions put in place to address this, it is reassuring to know it is in hand with learner and staff needs being taken into consideration

Item 10.1: Resolved – That the details of the report are noted with specific concerns for English

Item 10.2 – HE Progress Report (incl OfS)

PL advised the Board that CB has agreed to take on the role of lead governor for quality and data for HE in addition to FE and she had met with him earlier to review the current position, PL gave an overview of the report, highlighting limited interest in the new IT course and limited enquiries in the Masters options, although applications were still higher than the same point last year.

Marketing was to be a renewed focus with the newly appointed team.

Q – Is this a late start for recruitment?

A – Yes, but gaining agreement on the HolyCross numbers has caused delays, the benefits of having numbers of our own will outweigh the disadvantage of the delay

Q – Please could you clarify what is meant by IE an IP

A – IE is an enquiry, IP is an application received, C is an offer made, which cannot be done until we can confirm that these can be SMC numbers

Q – I thought it had been agreed that year 1 could be SMC? (Chair interjects – please could you explain the situation in full for the governors?)

A – PL explains the current and proposed funding streams

Q – Do Holy Cross not agree with the proposals?

A – They have but those who are already enrolled onto a programme and moving into year 2 or 3, if moved, will initiate unnecessary attention. OfS fees will go up regardless of whether some or all of the numbers are assigned to SMC. There will be final mediation and agreements drawn up with the support of SB, hopefully concluded next week.

PL then summarised retention data and issues caused by high recruitment and low drop outs. A cap will be applied next year. It was noted that the retention in HSC was 70% , publicly documented as the worst attrition rate, with justification provided regarding the March nursing applications.

Q – did you need to highlight some governance requirements in relation to the OfS registration

A – Yes – Having gone through these with CB, I think that we need to review it again in more detail and make some minor amendments to the SAR wording.

PL highlighted some additional positives in relation to FOH PGCE students and the requirement for a HE student to be present at the Board, confirming that this does not have to be as a governor, it can be as an invited attendee until foundation governor numbers increase enough to allow for a member space to be allocated as per OfS requirements.

Item 10.2: Resolved – HE Progress Report (incl OfS) – details of the report are noted

Item 10.3 – TLA Impact Report

Delivered by KR in the absence of LW.

KR gave an overview of the detail of LW's report. Although not yet publicised, the draft Ofsted report had been shown to SLT and NMN and they confirmed that this was a solid foundation to base the TLA impact on, as the improvements had been clearly demonstrable to Ofsted.

No Q's were received, however, members extended their thanks and appreciation to the SLT and teachers at SMC for their relentless work in improving standards.

NMN took this opportunity to advise the Board that KR would be retiring in April and wished him a long, happy and restful retirement with extended gratitude to KR for his dedicated service to the learners of SMC over the years

Item 10.3: Resolved – TLA Impact Report details are noted with specific thanks to LW for all of his hard work

Item 11 - Finance and Management Accounts

11.1 – Management accounts

KH advised that Board that the January management accounts had been utilised in the financial plan submitted to the ESFA. KH gave an overview of the financial performance including all variances. KH advised that the management accounts would be presented differently in future in line with insolvency regime requirements.

Q – March is usually the month in which we drop to our lowest balances, what is the position now?

A – We will get down to £170k maybe £150k, then at the beginning of April, it may get as low as £90k, this is our single lowest point in the year, we then receive our largest funding allocation in April

Q – So is income profiled? Am I right in thinking that for the first 6 months of the year we don't get 50% of our income?

A – Correct

Q – Will we need to call on the ESFA in March?

A – No – I monitor the situation daily and am confident this won't be necessary

SB – Lhu can make early payments if necessary to alleviate any shortfalls in March

A – This has been called upon in the past but we are confident this will not be necessary this year

Q – The results are great, but still worth noting a £50k reduction in nursery income

A – Moving forward projections for the nurseries are conservative, no predicted increases of income or growth. It is as a result of the 30 hours funding, many nurseries have closed, and those remaining tend to be those attached to schools where they can absorb the costs. It must be noted that we have 3 outstanding providers and now have a marketing team to support with advertising.

Item 11.1: Resolved – Details of the Management accounts are noted

Item 11.2 – To receive an report on performance against financial plan projections

KH advised that the commentary provided a detailed summary of the new plan submitted to the ESFA. Governors advised that the lines in the report had been corrupted, KH was aware and knew what had caused this to rectify for next time.

KH provided assurance that the forecast included individualised staff costs and had been thoroughly interrogated and was confident of the accuracy, assuring governors that they had delivered on or above budget for the last 3 years. KH advised of the break points for the ratios, demonstrating that SMC were comfortably within it.

Q – Understanding this explanation, with an adverse result of £45k, would we be inadequate

A – yes

Comment – we must keep in mind that last year was more than that

A – Yes, but we are looking to create a bigger buffer and additional things have come to light that will increase profit

KH then went through the Dashboard provided by the ESFA, advising governors that this was based on the old plan, with clarity on variances.

Q – So the position is now better than displayed here

A – Yes, this is based on plan from July 2018, better but not enough to be ‘good’

KH clarified that although based on the old plan, the information was relevant and useful.

Comment – looking at staff costs – we have done a lot on this

A – We have and deliver a balanced budget year on year but barely get into good because of the borrowing against income, if this variable is removed, our position will greatly improve

Item 11.2: Resolved – details of the performance against financial plan projections are noted

11.3 - To receive the updated 3 year Financial Plan

This was deemed to have been covered in the previous point

Item 11.3: Resolved – That the details of the 3 year financial plan were noted

Item 12 – Risk register

It was noted that the register had not been to the Board since March 2018. Governors went through the risks in detail, line by line. KH advised of the £30k reduced funding as a result of data errors, informing governors that there was a business case being put together for this.

Q – What do the ESFA need to see to lift the financial notice to improve?

A – Recruitment needs to improve, to come out and go back in if recruitment drops again would be worse than staying in. We expect to see the notice removed in September providing enrolment is as predicted

Q – So recruitment is the number one risk?

A – That and cash flow, but this is manageable on a regular basis, unlike enrolment which only has one opportunity, so the risk is greater in some ways as the influence on it is limited and it remains largely unknown until August

Item 12: Resolved – Details of the risk register and report were noted

Item 13 – KPI

KH provided an overview of the information that she had put together in the report and advised that this format had been adapted from the example provided by CMC and asked for feedback on this. KH advised that the information would be updated and reviewed monthly and presented at each governors meeting.

Q – What is meant by observations?

A – Of teaching and learning – this would be the equivalent of one per teacher

Q – With regards to Alps – should number in each zone be included

A – (KR) I wouldn't, it is not as effective as Alice

Comment – a number of governors agreed that the Alps Connect information was less informative and the system not as good as what had been available before

Governors agreed that they were happy with the format, with the Chair asking Board approval to delegate authority to the Audit Committee to review the content.

Item 13: Resolved – the governors approved the new KPI format and delegate authority to the Audit Committee to monitor the effectiveness of the content

Item 14 – E&D Report

KR highlighted concerns as a result of the student survey and subsequent actions to address them. Of the 50 who had felt SMC was not inclusive, many had unintentionally put this; the ones that had intended to, the issues were not in relation to inclusivity, one was a differentiation issue, one a behaviour management issue.

The action plan details were noted as comprehensive and reflected in the comments made by Ofsted.

Q – Who will cover this when you retire?

A – This will be covered by LC within Part B structure discussions

Item 14: Resolved – details of the report are noted

Item 15.1 – Governors Standing Orders and ByeLaws

NMN advised that there were still issues to be addressed regarding governor numbers and Board membership and in relation to the FoH therefore these needed resolving fully prior to these being reviewed.

Item 15.1: Deferred

Item 15.2 SMC Policies for Review

The Clerk clarified that in line with the FoH; all policies were being monitored, reviewed and standardised by the quality officer at CMC. The clerk confirmed that she had seen the schedule and was confident that the quality officer was following relevant guidance in relation to the review schedules.

Item 15.2.1 - Employee code of conduct – Approved

Item 15.2.2 - Student Bus Services Protocol

Comment - Governors insisted that this must be passed on to students, not just placed on the website.

A – KR assured the Board that this was included within their induction process

Item 15.2.2: Resolved - Student Bus Services Protocol – Approved

Item 15.2.3 - Student Disclosure of Spent and Unspent Convictions

Comment – The lead safeguarding governor advised that he had reviewed this document for compliancy and it was in line with requirements. He noted that there are discrepancies between NACRO guidelines and safeguarding requirements and this policy clearly defines in what circumstances it is necessary to declare spent convictions.

Item 15.2.3: Resolved - Student Disclosure of Spent and Unspent Convictions – Approved

Item 15.2.4 - Visitors Protocol

Comment – The lead safeguarding governor advised this was a new document not previously in place, he had reviewed it for compliancy and it was in line with a recommendation made as a result of the safeguarding audit, advising that it was reassuring to see that this had been actioned swiftly, even ahead of the internal audit report.

Item 15.2.4: Resolved - Visitors Protocol – Approved

Item 15.3- Board SAR

The clerk advised that this annual exercise, due in the summer term had enhanced importance this year as the results needed to be shared with the OfS.

CB – HE governor advised that some wording needed slight amendments for clarity, but overall, in his review with PL (HE Coordinator) they had felt it met OfS requirements of accountability

Item 15.: Resolved – Board SAR – Approved subject to minor alterations to be submitted to the Clerk from CB & PL

Item 16 - Documentation for information

- **16.1 ESFA FoH letter – details were noted**
- **16.2 Updated insolvency regime information and guidance - details were noted**
- **16.3 Press release for FoH - details were noted**
- **16.4 OfS registration and conditions - details were noted**

Item 17 - AOB –

17.1 – Trustees as a CIO (Charitable Incorporated Organisation) Governors noted details of the documents sent by the Society of Mary. The Board asked that the Clerk seek clarification on the impact of the changes from the Secretary to the trustees.

Item 17.1 – Resolved: – details were noted with further information to be requested from the Trustees.

17.2 – Governance Codes - The documents were noted and the chair has given consideration to this and feels that it may be the appropriate code to adopt, however, prior to Board approval, he wished to seek advice from the Auditors.

Item 17.2 – Deferred: - Decision regarding adopting a specific code to be deferred until further information sought from the Auditors.

17.3 – Strategy Day/ Governors Conference

17.3.1 – Newly proposed strategy day date - Governors noted the altered date for the Strategy Day

17.3.2 – Strategy Day Content - No requests were made, the clerk asked for any subsequent requests to be emailed to her

Item 17.3 – Resolved: - Governors noted the change in date

Additional AOB:

FoH launch - All governors are to advise the Principal's PA if they cannot attend (23.5.19 at LHU)

Staff student cricket match to be instigated - free venue secured by AK

Actions/MA

- Insolvency training to follow by JS
- Finance FRS17 training from GH on 15.5.19
- DBS – CB & AK to provide details
- WF rent to be monitored by KH, reviewed by Resources committee
- Costed Curriculum Plan
- Marketing strategy
- DPO
- NMN to contact the Bishop's office re options for non-Catholic foundation appointments or further revision to I&A
- Outcome of resolution HE numbers being assigned to SMC (yr 1)
- KPI format delegated to the Audit Committee to monitor the effectiveness of the content
- Was funding secured for the cohesion training? (E&D)
- Governors Standing Orders and ByeLaws – review deferred
- Board SAR amendments (from PL/CB to clerk) then distributed for completion
- Re CIO - The Board asked that the Clerk seek clarification on the impact of the changes from the Secretary to the trustees
- Re code of governance - prior to Board approval, seek advice from the Auditors
- Confirm if meeting in May (15th)
- Confirm Strategy date (6.7.19)
- Staff to liaise with AK re staff/student/governor cricket match