



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

**MINUTES OF PART ONE OF THE MEETING
OF THE GOVERNING BODY
HELD ON WEDNESDAY 16TH JULY 2019**

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| Present: | Mr C. Beesley (foundation governor) Mr M. Conboy (foundation governor) Mr N. McNeil (Chair 18/19) Mr A Kheratkar (co-opted governor) Fthr N. Wynn (foundation governor) Elissa Best (acting interim Principal) |
| 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 J. Husselbee (Assistant Principal) Ms P. Lightbown (HE Co-ordinator) Mr L. Walmsley (Director of Teaching and Learning) Mr M. Firth (ESFA) |
| Apologies: | Mrs S. Beecroft Mr M Wright (Foundation governor) Mr G. Miller (Foundation Governor) |
| Absent: | Mr M. Vizzard |

The meeting opened with training at 6.05pm.

Item 1 – Training

The Chair advised that due to the deferral of this meeting and intensity of content, training had been deferred.

Item 2 - Opening Prayer and Welcome

The Chair invited Rev Father Wynn to open the meeting in prayer.

Item 3 – Apologies for Absence

The Clerk detailed reasons for absence. All were accepted. It was noted that MV was expected although due to a BMAC meeting prior to the Board meeting any attempts to notify the Chair or Clerk of last minute apologies would have been unsuccessful. The Board were asked to consider giving retrospective acceptance if this was the case.

Item 3 Resolved – Apologies for absence were accepted

Item 4 – Declarations of interests

None were made

Item 5 – Minutes of the Board Meeting

The minutes of the meeting of the 27th March were accepted as a true record and signed by the Chair.

Item 5 Resolved: The minutes were approved and signed

Item 6 – Matters arising

The chair and clerk summarised the matters arising and subsequent actions:

i. DBS information from AK & CB –

AK advised that the information had been submitted, the clerk explained that the HR assistant had wanted to see the full certificate. CB advised that he had the information ready to submit

ii. Outcome of E&D funding – no funding has been awarded

The clerk advised that this funding had not been allocated

iii. DPO appointment – Lisa Farnhill has been appointed and the Audit committee have been updated

Chair NMN advised of the appointment, informing the Board that the Audit committee had reviewed the appointment and subsequent actions for the DPO as they had delegated authority for this area of statutory compliance.

iv. NMN to seek support from Bishop re possibility of non-Catholic foundation Governor appointments or alteration to I&A

NMN advised the Board that conversations were ongoing and that the recruitment of foundation governors was becoming increasingly difficult. The I&A would require further revisions now to remove reference to the FoH

v. Costed curriculum plan (see item 18 – part B)

vi. Marketing strategy – (deferred)

The Chair clarified that although work had been done, this had been deferred to allow more time to cover recent events and urgent matters

vii. Outcome of HE negotiations with HC (see item 7 b.)

PL advised that this had concluded with all new students enrolling as SMC students.

Q – Will this result in a financial loss

A (PL) – no this should increase the profitability of HE to SMC

viii. Governors standing orders and byelaws (**deferred**)

The Chair clarified that although work had been done and discussions held within the BMAC, this had been deferred to allow more time to cover recent events and urgent matters

ix. Clarity from trustees regarding CIO implications

The Clerk advised that the clarity from the Secretary of the Trustees was in the pack for information, any questions should be raised so that they can be directed back to the Trustees. None were received.

x. Governance code adaptation

The Chair recommended that the Charity Code is adopted in line with the request from the Trustees. This was unanimously agreed

xi. Board SAR

The Clerk advised that she had few returns but that copies of this along with other mandatory returns were on the table, asking that members complete these before leaving.

Item 6 Resolved: - The Board noted details of the responses with the following actions:

1 – AK & CB to send DBS details to the HR assistant

2 – I&A revision to be undertaken

3 – Marketing strategy deferred until September

4 – Governors Standing Orders and Bye Laws to be reviewed

5 – Governors Eligibility to Serve, Conflicts of Interest and SAR forms to be returned to the Clerk

Item 7 – Minutes of the Committees

a) – The Audit Committee

MC, Chair of the committee advised the Board that the meeting had been productive, with 3 items to be recommended for approval.

- Audit Committee TOR
- Financial regulations
- External audit plan

MC highlighted that the External audit plan incurred a nominal fee increase and asked the Board to note detail uncertainty regarding auditing the pension scheme but that this should be resolved in time for the audit.

MC summarised discussions including the IA programme offering a strong plan to help management review areas of critical importance, the role of DPO with enhanced systems of reporting.

Q - The Chair sought clarity around why the financial regulations contained the whistle blowing policy and yet this was also included separately for approval.

A - KH advised that a recommendation of the Auditors was for it to be included and that the financial regulations and that when included by ML, he had updated them to make changes to roles and responsibilities, with reference to the posts of FD and FM, these changes were to be reversed but the financial regulations were presented for approval subject to altering job titles.

Q – Is this not sufficient, to include whistle blowing here?

A – No, as the policy can relate to non-financial issues therefore it needs to be available separately to all staff, what is within the financial regulations is a simplified statement referring to the policy and JH at CMC who has written it has also provided a separate procedure which was scrutinised and amended by the audit committee prior to presenting for approval here

No further questions were received and the Chair asked members to approve the documentation subject to the title changes within the financial regulations.

Item 7a) – Resolved - Audit Committee TOR, Financial regulations and the External audit plan were all approved

b) The Resources Committee

In the absence of the Committee Chair, Board Chair NMN, a member of the committee summarised discussions and invited questions. None were received and the following was recommended for approval:

- Committee Terms of Reference

The clerk clarified the changes which were to remove the delegated authority of the committee to review the terms and pay of SPH and the clerk as this contradicted with other terms, which included the principal being a member and the clerk to the board clerking the meetings with no reference to their withdrawal for this part. It was also noted that this committee was where staff governors would be placed and had a large number of staff attendees, unsuitable for discussing SPH remuneration. The clerk confirmed that the BMAC would consider whether this would then be included in an alternate committee or with the introduction of an annual meeting of a remuneration committee as was the advice from the Clerks Network.

No further questions were received and the Chair asked members to approve the documentation.

Item 7b) – Resolved – The Resources Committee TOR were approved

c) The Board Membership Advisory Committee

Fthr NW summarised the meeting which had taken place immediately prior to the Board meeting. MA included approval of minutes, appointment of a co-opted member to the committee (FD), confirming letters of thanks are sent from the trustees and the completion of the principal's appraisal, with a subsequent action to ensure that this is filed with HR. Other actions included a further revision of the I&A to reflect recent changes and the appointment of a staff governor prior to the next Board meeting with the process for this being approved.

The committee noted the automatic removal of JS as a governor and discussed the possibility that 2 further resignations may present if members cannot attend regularly. The committee also approved the reappointment of AK.

The Board were asked to approve this, it was offered unanimously.

Fthr NW advised that he too would need to be reappointed later in the year, had confirmed that he wished to continue but this would need approval from the Bishop.

It was noted that only one name was on the reserve list but they had not returned an application so this was to be followed up with continued efforts to recruit new governors.

NW asked the Board to consider the approval of a Foundation Governor and Student Governor, details of which had been circulated. These were unanimously approved.

NW advised the Board that due to time constraints, the committee deferred further detailed discussions regarding committee structures which would be supported by a review of the recommendations in the FEC report, which may include a recommendation for the Board to consider reintroducing the Quality Committee, therefore the Board were asked to approve the existing committee structure and membership for 19/20 until the report is received.

NW concluded by advising the Board that they need to consider succession planning for the position of Chair and by declaring his intention to relinquish his role as Vice Chair in the new academic Year. Chair, NMN added that succession planning had been raised as a recommendation of the FEC and asked all members to think over the summer as to whether they could undertake either role.

Attendee MF added that the report would be imminent and that the board should not have to expect to wait long to see details of all recommendations.

Chair NMN apologised for not having done so and introduced and welcomed Mike Firth from the ESFA with an explanation as to why he had been appointed in place of Stephen Jones.

Item 7c) Resolved – The Board noted the verbal report and approved the appointments of Anne-Marie Frances as a Foundation Governor and Malachy Harkin as a Student Governor

Item 8 – Principal's Report – Part A

8.1 In Year Retention, Attendance and Withdrawals

EB advised that this document had been presented to both the FEC and his team and to the ESFA during two recent meetings with them. EB drew the attention of the Board to areas of note, including the improvements in the retention of students of Indian and Pakistani heritage. The report demonstrated considerable improvements in attendance and retention although EB highlighted continued poor attendance for 19+ learners, noting the figures were impacted by low learner numbers of 4.

Q – What would you put the improvements down to?

A – The strategies employed have worked and this includes a full time attendance officer, with reports to HoF and to exec, changes in the tutorial system, new disciplinary procedures, rigorous 'health checks' which include attendance

Q – Why were Indian and Pakistani learners particularly noted for improvement?

A – This was identified by JS when drilling down across the data for trends in ethnicity and gender, it was highlighted as an area needing to improve, we should look at all data by gender and ethnicity split

Q – Do girls outperform boys?

A – Not always, in BTEC it was girls BTEC results that needed to improve. Alps Connect allows thorough and rigorous health checks.

8.2 - Ofsted Post Inspection Action Plan

EB summarised the detail within the report, adding that feedback from both the ESFA and FEC and his team had praised the rapid and relentless response to information received including in the implementation of this plan. EB noted actions already undertaken since 1st March which will further strengthen progression, which will improve retention, giving details of the new progression procedure including rigorous documentation to prevent and support any appeals and this has resulted in an accurate progression figure with only. Alongside this, an improved discipline procedure has been created by JH (JH was then introduced to the Board as AP for students with an outline of his remit).

Q – Can the T&L quality link governor view this on Cedar?

A – Yes

The Chair asked that the disciplinary procedure which was introduced as part of the Ofsted response actions is moved to this point in the agenda

Item 15.4 – Student Disciplinary procedure

JH advised the Board that the intentions were for the policy to be clear for staff and students, with the whole college informed of and involved in the whole process, embedded in staff training and student induction. JH gave an overview of the stages including the rationale and time frame for each stage as well and staff involvement and escalation routes. JH noted that this was to sit alongside the policy gross misconduct which had a separate policy, where the severity of incidents would dictate the consequences and would involve an investigation, during which students may be suspended.

Q – Is this laid out in the Learner Agreement

A – Yes

Q – Who would be responsible for delivering a decision of permanent exclusion?

A – The Principal

Q – Should that be made clearer in the policy and agreement?

Q – This used to be the responsibility of a panel convened as part of the investigation, a disciplinary committee – is this no longer the case?

A – The clerk added that there must be an option to appeal and this would need to be reviewed by an independent panel who had not previously been involved, which is included in the complaints procedure, advising that this procedure must sit along side and have reference to the complaints procedure and include the right to appeal

Attendee, MF – If the ESFA are asked to investigate an escalated complaint, we do not investigate the outcome, only investigate the process and how the process was followed

Q – Can a student access this information?

A – They can see the log, although sensitive information can be ‘hidden’

EB summarised that this is a tighter system with clear targets and escalation.

Item 15.4 – Resolved - Approved subject to the inclusion of appeals and reference made to the complaints procedure.

Item 15.4 – Action – Policy to be reviewed alongside complaints procedure

EB returned to covering Item 8.2 – Ofsted Post Inspection Action Plan

To improve retention ‘at risk students’ are identified at enrolment with clarity given to governors as to which learners are at risk including borderline grades and ‘fresh start’ learners and contracts given to provide enhanced support to prevent withdrawal.

Other actions included a revision of support lesson structure to improve impact and attendance of these lessons, including the introduction of DILA tasks (directed independent learning activity) for all level 3 courses in addition to homework tasks and the monitoring process for this was outlined.

Q – When does this start?

A – Immediately in September, staff have already been trained in this

Q - Is it necessary to have it straight away? Is it not better to start after half term once learners are settled in and understand subjects and expectations?

A – No, it won’t be for all learners, just for those failing to complete DILA tasks or who are struggling, we don’t want them getting into bad habits of poor use of time spent in the canteen.

EB, LW and JH explained the concept and evidence further, including trials in college which have proved successful.

Under action point 2, EB advised that Ofsted were happy all learners had action plans, with LW informing the committee that this year they will be digital, accessible and editable by learners and staff on PearlTrees.

Point 3 – Plans to improve accuracy in marking were detailed including the introduction of external moderation. The reduction in internal exams meant that they were more meaningful. EB clarified with governors that they were all aware of the ILR data issue and subsequent actions.

Q – Moving on to industry, it was highlighted that there are not enough industry links, how will this be addressed?

A – JH will work on this

Q – We have a huge local company in EG who take on students for work experience – they use the facilities here, have contacts been made?

A –(gov) We have asked them to sponsor the Sports Pitches but they declined as they support Tauheedal

Q – There were links made for sharing expertise with Tauheedal by JS – has this been followed up?

A – EB – I will look into this.

The clerk summarised to governors by advising that industry links and bespoke rounded curriculum were at the heart of the new inspection framework, training for which had been deferred but asked that SLT consider who would be best place to deliver this as it was going to be the VP from CMC. LW offered to do this but advised that staff needed briefing too. The clerk offered to send the training materials she had but that it needed some adaptation for governors to demonstrate how SMC were meeting the requirements.

Item 8.2 – Resolved that governors note details of the report and action plan with subsequent actions detailed below

Actions: –

- look into the connections and links with Tauheedal
- clerk to share Ofsted training presentation with LW
- LW to present Ofsted training to Board

Item 9 - Curriculum, Teaching Learning and Assessment

9.1 – In Year Progress - FE

EB declared that the results had been good. Alps scores took into consideration exams and coursework so were reflective of the real exams with A-level at a 5 for 18/19 advising that it had been a 6 for 17/18. BTEC results were realistic due to the tracking systems and were at a 4 (matching 17/18). EB went on to detail subjects which required improvements advising that those required to improve had although the issue regarding maths had not been fully resolved. EB gave details of the interventions put in place which were extensive and highlighted some of the earlier failures surrounding homework setting from text books.

Q – Should we be looking at the staff in this area?

A – (EB) one has left, EB then detailed the processes being followed and agreed that a prediction of 8 was not acceptable, noting the impact of the large cohort in this subject area on the overall Alps grade.

Q – this has been a problematic area for years, staff have changed yet it is still a problem, why has this still not been resolved?

A – interventions have been put in place which have worked in other areas but they have not worked. CMC support was offered and utilised, the staff processes are on-going

Governor comment – it would be useful to see how they are using the text and setting the homework following the CMC interventions

Q – This wasn't raised an issue during Ofsted, why?

A (EB) – Ofsted observed a lesson and it was good. JH added that the DILA process should also support improvements in this area

Q – Should we consider a task force including the support of lead governor for quality to prevent this continuing?

A (EB) – agreed to targeted governor scrutiny in this area

9.1 – In Year Progress – HE

PL gave an overview of the HE SWOT distributed ahead of the meeting and the Chair confirmed that the documents requiring approval within item 15 could be included within this discussion of HE.

Q – please could you explain the TEF to the Board

A – we are judged on the teaching excellence framework and it includes the student feedback.

Q – For a small provider, is this the best that we can expect?

A – No, we will continue to aim for silver, the only one locally to have this is Runshaw college. The link governor has been through our processes and we will work together on strategies for improvement

Q – retention is an issue, can you explain why when we have good support structures and good results?

A – Sept/Oct is difficult balancing enrolment and induction but we have written a retention strategy as part of the OfS requirements.

PL went on to explain that SMC is under enhanced monitoring for governance and accountability, with recent events likely to have flagged further scrutiny

Comment – there is nothing that SMC could have done about that, it was outside of our control.

A (EB) – There is a lot of issues yet to be resolved in relation to the FoH, a lot of work to be done and swift action that needs to be taken.

PL went on to detail some of the opportunities

Q – 15 were needed for the Masters course – did we miss out on this?

A – The campaign did not go ahead so we may not get 15 but the aim is to make up to this in January.

Q – Are our numbers now directly funded

A – yes, this should secure the future of HE at SMC with no more fees to HC for our existing numbers

Q – What is the plan in relation to continuing OfS requirements?

A – (PL) there are still some requirements to be met which I am working on with EB, the link governor and the clerk. There is a potential issue with the financial position, if we are now to be moved into requires improvement, the application was written under 'good' grading, with a move in grading this will have implications

A (MF, ESFA) – this was changed to prompt governors, to require action, remove complacency and question the financial decisions more rigorously. The OfS are aware of the changes and implications and know that it is the grading system that has changed and not the financial position at SMC.

PL clarified that the HE documents for approval (**Items 15.2 and 15.3**) contained the old wording and asked for governor approval subject to changing the wording to reflect the new ESFA grading system and asked if the requirement to refund students in the event of course cancellation.

Q – A governor asked if this needed to be a refund of all fees

A (PL) – if the course is pulled, the full fees even those of completed years must be refunded

A (KH) the 16-19 provision is subsidised by HE, nurseries and leisure centre revenue, we do not have funds at our disposal to do this

MF (ESFA) added that this needed to be included in the risk register and clarified that if mitigating actions were included in the risk register, then this would be satisfactory

It was concluded that this needed to be looked at further, and added to the risk register

Item 9.1 – Resolved – details of the report are noted

Item 9.1 actions (FE) – lead governor to visit to review the action plans and interventions in the Maths dept.

Item 9.1 actions (HE) –

- Risk register to be amended to include the requirement to refund all fees if a course is withdrawn
- KH, PL to review risk register alongside OfS requirements

Item 15.2 - (HE) Access to Participation statement Approved

Item 15.3 - (HE) Student Protection Plan – Approved subject to the required wording amendments and clarity re finances from the OfS

Item 9.2 –TLA strategy for 19/20 and 9.3 - CPD Impact

Again the Chair gave permission for these items to be reviewed together as they were interlinked.

LW confirmed that this was an update on the progress made on the 2 year strategy approved in summer 2018.

LW detailed highlights from the report including the success of PearlTrees. Inset had been a robust programme focused on Ofsted priorities incorporating external speakers and internal support. Twilight sessions between inset was introduced to maintain focus and momentum. LW detailed some of the individual successes, with EB adding that there had been 18 months of improvements but that the focus would be maintained. LW agreed that complacency would not be allowed to set in. LW outlined the plans for the coming year, with key areas, including Maths being prioritised but noting that all areas would be included.

Q – Do you have staff buy in or is there resistance?

A Yes, it has been embedded and morale is improving as it is seen as supportive

9.4 – Learner Voice

EB explained that recent events and changes in the SMT structure including responsibilities for this area meant that there has not been the opportunity for this to be reviewed in detail and a report written. Changes to the SLT structure will see someone take over this area and it will be delivered in the next academic year.

Item 9.4 - Deferred

Item 10 – Recruitment 19/20

EB advised that a detailed report had been reviewed by the Resources Committee in June. EB drew the attention of the Board to the changes to the report since reviewed a month earlier, highlighting the decline over a 3 year period and the notable issue of carrying forward a smaller cohort into year 13. EB gave detailed insight into the progression procedure that should ensure an accurate indication of year 13 numbers in the 19/20 academic year.

EB explained the conversion rates required to hit the revised target for new learners and strategies in place for the summer to maintain application numbers.

MF (ESFA) advised the Board that the projection tool looks at the numbers coming through based on birth rate but not market share or progression advising to be conservative. He confirmed that whilst he cannot share the output he could advise them on how accurate the rates used are.

Q – are the staffing and subjects offered in line with the revised projection?

A (EB) Yes this has been aligned in the budget

Item 10 – Resolved. The governors noted the detail of the recruitment report

Item 11.1 - Management Accounts

KH detailed the highlights from the management accounts, advising that the 83,000 after allowing for redundancies would now be £22,000, adding that they had a good history of achieving budgets but that the redundancy programme had reduced profit.

Item 11.1 – Resolved - Governors noted details of the management accounts and verbal update

Item 11.2 - To receive 3 Year Financial Plan (For approval) and 11.3 – ESFA template (the annual budget)

KH advised that this was based on the more reserved student forecast of 650 giving a £22,335 surplus, a conservative budget incorporating staff reductions. The FoH has been removed from outer years and a meeting with CMC was planned for tomorrow.

Q – Are there further plans to share resources?

A – No

KH went on to highlight how 16-19 provision was heavily subsidised by the other income streams with £507,000 losses brought back to a profit by them, although HE has been scaled back in the budget with the removal of predicted CMC numbers. KH added that HE is under scrutiny and the budget has been agreed with PL but it is challenging. KH drew the attention of the governors to the ESFA grading for the coming year, as 'requires improvement' highlighting that £20,000 would move them into inadequate.

KH advised that the plan did not include an increase in funding in rate or TPS which for SMC would be a cost of £200,000, however a 1% staff cost has been built into the budget for each year, asking the Board to note that this has not been awarded since 2016.

KH advised that the plan had been reviewed by the FEC and ESFA.

Governors were asked to approve the next years budget and 3 year plan.

Q – Are you confident in the numbers?

A – (KH) the major concern is in relation to the HE numbers, they will be closely monitored

Q – have they been reviewed with the ESFA?

A (KH) – yes, only the template has changed, the figures are the same, this is what requires approval under 11.3

No further questions were raised and the Board confirmed their unanimous approval of the plan

Resolved – Item 11.2 and 11.3 – The governors approved the 3 year financial plan and budget for the coming year

Item 1.4 – Staff pay award

KH asked that a decision on this is deferred until recruitment has concluded and the budget is accurately updated to reflect this. Deferral was agreed

Item 11.4 - deferred

Item 12 – KPI Dashboard

KH advised that this was intended to be a one page summary of all data relevant to the governors and could be amended to include anything more that governors needed to see here.

Q – where do you get the data from

A – (EB) all staff feed into it

Q – how would you find out observation information if LW was not in?

A (EB) – exec has oversight, they would be able to advise KH of any updates in the absence of any individual

There were no further questions

Item 12 – Resolved details of the report were noted

Item 13 – Health and Safety Report

KH drew the attention of the board to areas of concern, including the leaking roof. The bid had not been successful and appeal results were due at the end of July. The FEC had looked at this and taken pictures of the damage. KH added that work using the safeguarding funding for fencing was underway.

KH advised that CMC staff had undertaken 2 health and safety audits and an internal audit had been completed but the report was not yet available but was advised that key items for inclusion had been incorporated.

Q – Data relating to slips, trips, falls and near misses is not included, is this no longer necessary?

A – (MF, ESFA) – Other colleges do still include this

A – the clerk agreed to ask the network for examples of best practice

Item 13 – resolved – Details of the report are noted

Item 13 – Actions – The clerk will request examples of H&S reports and forward these onto KH for review

Item 14 - Risk register

An updated risk register was not available, with KH explaining that she had been due to meet with JS to look at it prior to her having resigned. She had looked at this with EB but EB had wanted this to be significantly overhauled.

Comment – we need a risk register, this needs to be done as a priority

Item 14 – Resolved – That the details of the report are noted

Item 14 - Action – the revised risk register to be circulated ahead of the next meeting

Item 15.1 - Whistle Blowing policy and procedure

It was noted that these had been reviewed in detail by the Audit Committee and the requested amendments had been made.

Item 15.1 – Resolved – That the policy and procedure were approved by the Board

Item’s 15.2-15.4 were approved within other items earlier in the agenda

Item 15.5 – Governors Standing Orders and Bye Laws

The Board agreed that the standing orders and byelaws should be reviewed once the Instruments and Articles are revised and all references to the FoH is removed from them.

Item 16.1 – Resolution of the approval of the Interim Principal

The Board were asked to ratify the decision to appoint EB as Interim Principal.

Q – Has the Bishop been notified?

A (Chair, NMN) – The Director of Catholic Education and Mary Hunter, (Trustee) are both fully aware and supportive.

MF from the ESFA added that there needs to be a Principal or Interim Principal with the responsibility of accounting officer, accountable to parliament.

No further questions or comments were received and this was approved

Item 16.1 – Resolved – That EB is appointed as Interim Principal

Item 16.2 - Committee membership committee membership for 2019/20

The Board agreed to maintain the committee structure and membership for the 19/10 year subject to a further detailed review by the BMAC of the recommendations of the FEC regarding a quality committee.

Item 16.2 – Resolved - the Board approved the maintenance of the existing committee structure and membership for the coming year

Item 16.3 – Meeting dates

The Board approved the planned schedule of Board and Committee meetings for the 19/20 academic year

Item 16.3 – Resolved – that the meeting schedule is approved

Item 17 - AOB – No other items were raised and Part A concluded

Actions/MA

Signed: _____

Print: _____

Date: _____