



Cheshire College
South & West

MINUTES OF FULL CORPORATION MEETING

HELD ON THURSDAY 02 JULY 2020 – 13:00HRS

VIA TEAMS, CREWE CAMPUS – ROOM C202 AND ELLESMERE PORT BOARD ROOM

Governors & others present at Crewe campus:

Dame Pat Bacon (PB) Chair of Governors
 Mrs Sue Harrison (SH)
 Mrs Gillian Taylor (GT) Chair of Finance & Resources Committee
 Mrs Suzanne Thurlow (ST) Assistant Principal Organisation Development & Learner Services
 Mrs Michelle Huntley (Clerk) Clerk to the Corporation

Governors & others present at Ellesmere Port campus:

Mrs Jo Davies (JD)
 Mr Jasbir Dhesi (JSD) Principal & Chief Executive
 Mrs Helen Nellist (HN) Deputy Principal
 Mrs Ruth Paisley (RP) Interim Chief Financial Officer
 Mr Gareth Jones (GJ) Chief Financial Officer

Governors present via Teams:

Mr Fintan Bradley (FB) Chair of Audit & Risk
 Mr Mike Braun (MB)
 Mrs Debbie Bryce (DB)
 Mr Len Closs (LC) Chair of the Management & Performance Committee
 Mr Paul Coleman (PC)
 Mr John Gregory (JG)
 Mr Davinder Lotay (DSL)
 Mr Bert McLaren (RM)
 Mr Kenny Murray (KM)
 Mrs Anne Pickering (AP)
 Mrs Sharon Wallace (SW)
 Mrs Tina Yu (TY)

PART A MINUTES

Minute Reference	
FC 10/20	<p>Apologies for absence and declarations of interest</p> <p>Attendance was as recorded above – apologies had been received from Mrs Carleen Osborne (CO) and Ms Daisy Jones (DJ).</p> <p>The Chair welcomed everyone and made mention of all those affected by Covid-19 over the recent months and the unprecedented times we find ourselves in. The Chair noted and recognised the responsiveness of staff and the new ways of working.</p> <p>The Chair welcomed Gareth Jones to his first full corporation meeting and welcomed Ruth Paisley to her first, and last, Full Corporation meeting. The meeting noted the excellent work completed by Ruth during her time as Interim Chief Financial Officer since January 2020 and the improvements made to the finance function under her leadership.</p> <p>There were no declarations of interest made.</p>

	<p>The meeting noted that Item 10 covers Board membership and some re-appointments. The Clerk has contacted all governors and votes have been counted ahead of this meeting, so no one needs to leave this meeting for Item 10.</p> <p>There will be Part B business from Item 14 – so Student and Staff Governors and Ruth Paisley will be asked to leave at that point in the meeting.</p>
FC 11/20	<p>Minutes of Meeting (12 December 2019 and Strategy Day 24 January 2020 – Part A only), Matters Arising from previous minutes including Action Log</p> <p>The minutes were reviewed for accuracy and approved.</p> <p>It was RESOLVED to accept the Part A minutes from 12 December 2019 and Strategy Day 24 January 2020 and the Chair signed the minutes.</p> <p>The action log from the 12 December 2019 and Strategy Day 24 January 2020 was reviewed. All actions are complete from 12 December meeting and the 2 actions from 24 January have been superseded by Covid-19 and are now CLOSED.</p>
FC 12/20	<p>Risk Management & Risk Register 2019/20 update</p> <p>There was no paper for this item. The Principal spoke to the meeting and the following points were noted:</p> <ul style="list-style-type: none"> • The College has not updated the risk register specifically for Covid-19, but has been monitoring the risks associated with Covid-19 – initially as part of a Critical Response Team and then as an integral part of the twice-weekly leadership team meetings and two working groups documentation. • GJ and JSD will review the full risk register over the summer and will share it with Board and committees early in the autumn term.
FC 13/20	<p>Report of procurement items over £125K</p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting. Ruth Paisley gave a verbal report to the meeting and the following points were noted:</p> <ul style="list-style-type: none"> • College regulations state anything over £125K needs to be reported to the Board. • The Board approved the 2019/20 budget so endorsed all planned spends. There have not been any additional items procured over £125K. <p>Q: With regard to bus passes, what has happened to unused bus passes since College closure on 20 March 2020? A: All our bus passes are sale or return. Consequently, we have paid for terms 1 and 2, but are not paying for term 3. Any bus passes not used for term 2 will be sent back and a claim for re-imbursment will be made.</p>
FC 14/20	<p>Management Accounts to 31 May 2020</p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting.</p> <p>This full minute was recorded as commercially sensitive business. See Part B minutes.</p>
FC 15/20	<p>Financial out-turn forecast 2019/20 and budget forecast for 2020/21</p> <p>The meeting noted the papers which had been sent to all members in advance of the meeting.</p> <p>This full minute was recorded as commercially sensitive business. See Part B minutes.</p>

	<p>It was RESOLVED that the Board APPROVED the 2020/21 budget forecast and delegated authority to the Principal to approve the final version to be signed by the Chief Financial Officer and submitted to the ESFA by 31 July 2020.</p> <p>The meeting noted that there were unlikely to be any material changes to the approved budget and the Principal will keep both the Chair of Governors and the Chair of Finance & Resources committee informed of any changes.</p>
<p>FCI6/20</p>	<p>Report of Chair of the Board, CEO and Committee Chairs</p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting.</p> <p><u>Chair's Report</u></p> <p>PB gave a verbal report of her paper and the following points were noted:</p> <ul style="list-style-type: none"> • The paper includes reference to activities back to January 2020. • The Chair paid tribute to all College employees for the work they have undertaken to keep the College open. • Thanks were also given to governors for their commitment to, and support of, the College with their continued meeting attendance and webinar attendance. The AoC have worked hard to keep everyone informed. • Thanks were also noted to the Clerk for assisting governors in transitioning to remote meetings whilst still maintaining excellent governance standards. <p>A commercially sensitive question was recorded as Part B.</p> <p><u>Chief Executive Officer's (CEO) Report</u></p> <p>The CEO gave a presentation to the meeting and the following points were noted</p> <ul style="list-style-type: none"> • This report is usually an update against strategic and operating plan objectives. • The College delivered against key priorities as at Dec 2019 and at the strategy day in January 2020 it was confirmed that we have delivered against the College's 3yr strategic plan and it was agreed that we would write a new strategic plan one year early. With the impact of Covid-19 the new strategic plan has been deferred. As a College we may need to find a different way next year to engage staff/stakeholders in the formulating of a new strategic plan. • It had been hoped that we would be in a position to implement Job Evaluation and Harmonisation (JE&H); and improve our position with debt management and financial liquidity. Whilst we are in a better position there is still room for improvement going forward. • The College's response to the Covid-19 pandemic has been very good. Governors have been kept abreast of plans and activities with access to the weekly all staff emails. The College used the revised critical incident policy/procedures which resulted from work done with governors on the strategy day, and everything ran very smoothly with a few minor tweaks. The College moved to remote delivery and the move to it went well; moving to blended learning will be more complicated. A more blended learning approach compared to complete remote delivery will increase costs, for example accommodating smaller groups to comply with track/trace requirements. At this point in time the information is that there will be no social distancing in schools from Sept. Thanks should be noted to all staff for their efforts. Particular thanks to the new finance team which has worked to ensure that remote working has had no impact on the delivery of their service. The College is now preparing for Sept. Awarding body work has been extensive with the leadership team, exams team and many academic staff involved in the awarding of grades. • Under current guidance around social bubbles it is likely that Foundation English and Maths will have to be delivered remotely from September. • There have been some positive changes due to the Covid-19 situation – it has allowed us to engage learners in a more digital way and we have used 'Count me in' for engaging staff who are working remotely.

- There is a government White Paper on the horizon and since the last one was in 2011, it is likely that this paper will be significant. Significant effort was made by the AoC and FE sector prior to Covid-19 and the FE sector received their first funding increase in 10yrs. Unfortunately, the demands on public finances because of Covid-19 may mean that we may not receive the funding as the sector had hoped. There is a view in some quarters that this White paper will focus on a need for a more regional/ collaborative focus to meet the needs of employers. The Future Colleges Commission has also been indicating a similar narrative of working more collaboratively with less competition to more effectively meet the needs of the economy.
- There have been a number of leadership changes: Within the finance function great work has been undertaken by Ruth Paisley and Graham Gerrard. Huge thanks to Gareth Jones (GJ) for his involvement to date. In respect of the executive leadership team, Gordon Gillespie left on 30/6 and the College is advertising a Vice-Principal Innovation, Curriculum & Quality (VPICQ) vacancy. Changes have also been made to Suzanne Thurlow's role.
- The situation with Covid-19 has dominated all activities. Action has been taken in respect of the internal financial management situation and the Audit & Risk committee (A&R) have asked for a report. As Chief Accounting Officer JSD thinks that all action that could have been taken to mitigate the impact of Covid-19 on cash flow was undertaken. However, decisions will need to be taken on Job Evaluation and Harmonisation as well as staffing levels.

There is a great deal of uncertainty about what impact Covid-19 will have on enrolment next academic year. The challenges we face are no different to any other organisation in this country. But we move forward and face the challenges and adapt as an organisation.

The Chair thanked JSD for his summary.

The meeting noted that the paper contained a summary of key points from each of the committee meetings held since January 2020 and moved to brief verbal reports from each of the Chairs of Committee and the following was noted:

Chairs' Committee meetings:

PB, referred to the paper which had been sent to all members in advance of the meeting and the following points were noted:

- All non-confidential minutes from all the meetings are available to all governors via GovernorHub. Confidential minutes are available to all external governors.
- The Chairs' Committee has met at least monthly and has monitored the following:
- Overview of safeguarding of all learners with particular clarity of support for vulnerable learners – both those who have been attending and those not attending.
- Oversight of the College's financial position and actions.
- Interest in staff welfare, sight of staff communications including the recent Development Day and use of the 'Count Me In' facility.
- Responses to Covid-19: being kept updated as guidance has become available and/or changed.
- Re-appointments of governors were considered and will be recommended under Item 10 of the agenda.
- The Committee APPROVED the decision to confirm our complimentary booking at the McDonald Portal Hotel on Friday 29 January 2021.
- The Chairs' Committee, on behalf of the Board APPROVED that the leadership team should pursue furloughing. The details of the furloughing are an operational matter.
- The Chairs' Committee APPROVED the phased partial re-opening plans of the College.
- Governors APPROVED the TLCF overall scope and project costs, recognising and confirming that no contribution/match funding can be afforded by the College given its current financial position.
- The Chairs' Committee APPROVED the updated Academic Appeals Policy in anticipation that there may be an increase in the number of academic appeals this year due to the revised method of awarding learners' academic grades. The revised policy allows for a wider number of people to hear appropriate appeals.

Management & Performance Committee

LC, referred to the paper which had been sent to all members in advance of the meeting and the meeting noted the following work undertaken by the Committee:

- All minutes from all the meetings are available to all governors via GovernorHub.
- The meeting received an update from both Petty Pool Vocational College and the Assistant Directors responsible for Childcare and Health & Social Care in order to monitor how their action plans are addressing the issues raised during the Ofsted inspection in November 2019.
- The meeting considered the work being done for the provision of both maths and English at GCSE and functional skills levels. The Assistant Principals informed the meeting of the strategic work being undertaken in respect of English and maths and also in respect of the A-level programmes and the decision made to continue with a 2year linear programme.
- Consideration has been given to the changes in practice provided by the Covid-19 position and the challenges of blended and distance learning. There have been some concerns about the challenges for challenged learners, digital poverty, and for dis-advantaged learners.
- The meeting considered how governors need to change our practice to quality assure that learning is taking place. Consideration needs to be given to how to get information about how learners are feeling about learning. Work will be done with the quality assurance team once they are appointed.

The committee chair noted the appointment of James Eagney as the new Assistant Principal for Quality and Foundation Maths & English.

Audit & Risk Committee

FB, referred to the paper which had been sent to all members in advance of the meeting and the meeting noted the following work undertaken by the Committee:

- All non-confidential minutes from all the meetings are available to all governors via GovernorHub. Confidential minutes are available to all external governors.
- The committee has had 2 meetings: one in March to focus on the finance function and improvements which were being made.
- In June the committee received a comprehensive paper about how the College has responded to Covid-19 with particular focus on the health and safety and critical incident aspects.
- The committee approved the Internal Audit plan for 2020/21.

Finance & Resources Committee

GT, referred to the paper which had been sent to all members in advance of the meeting and the meeting noted the following work undertaken by the Committee:

- All non-confidential minutes from all the meetings are available to all governors via GovernorHub. Confidential minutes are available to all external governors.
- The February meeting was called to scrutinise the Integrated Financial Model for Colleges (IFMC) document prior to submission. At this meeting the Principal explained what had been done to address issues within the finance function.

The Board **APPROVED the submission of the Integrated Financial Model for Colleges (IFMC) document which was sent off at the end of February 2020.**

- The committee met on 23 June 2020 scrutinised the financial reports and **APPROVED** the financial out-turn 2019/20 and the Budget forecast 2020/21 and **RECOMMEND** it to Full Corporation for **APPROVAL** on 02 July 2020.
- The committee scrutinised and **APPROVED** the Investment Strategy 2020/21 & Annual Report for 2019/20 and **RECOMMEND** it to Full Corporation on 02 July 2020.
- The committee **APPROVED** the following documents and **RECOMMEND** them to Full Corporation on 02 July 2020: Academic Fees 2021/22; Learner Support Fund Policy
- The committee **APPROVED** and **RECOMMEND** the list of Subcontractors who all deliver high quality provision and are of low risk to Full Corporation on 02 July 2020.

	<ul style="list-style-type: none"> • The committee APPROVED and RECOMMEND the updated Financial Regulations to Full Corporation on 02 July 2020, with the caveat that the document will be reviewed during the autumn term and re-submitted for approval. • The committee APPROVED the following documents and RECOMMEND them to Full Corporation on 02 July 2020: Subcontracting Fees & Charges Policy. • The committee RECOMMEND that the College remains with Barclays as the main bank and does not move to NatWest. <p>It was RESOLVED that the Board APPROVED all the above recommendations from the Finance & Resources Committee.</p> <p>The Board noted that there has been an excellent level of detailed reports which have been very helpful. The reports have given scope for many questions in meetings and governors were recommended to review the meeting minutes for full details.</p> <p>The Chair of Governors thanked GT for stepping up as Chair of Finance & Resources committee following the resignation of Mr Chris Rhodes.</p>
	<p>The meeting adjourned for a 5minute comfort break, then all attendees reconvened.</p>
<p>FC 17/20</p>	<p>Clerk's Report</p> <p>The Clerk referred to the paper which had been sent to all members in advance of the meeting and the following points were noted:</p> <ul style="list-style-type: none"> • The Board Development Programme for 2019/20 has been maintained by the Clerk during the year and shows both training events/activities and attendees. It should be noted that EVERY governor undertook at least one element of personal development during 2019-20. • The Strategy Day in January 2020 was a particularly useful development event for governors – with Julian Gravatt from the AoC giving governors an overview of the FE sector context and also giving time for individuals to share their experience and knowledge and to get to know each other better. • The Board Development Programme was affected by the Covid-19 lockdown. Whilst it gave several governors an opportunity to develop their confident use of meetings' software including Teams and Zoom, it did force the cancellation of attendance at the AoC Governors' Summit by F Bradley. This is now scheduled for early Oct 2020. • In May 2020, the Chairs' Committee approved the decision to ask all external governors to undertake Safeguarding and Prevent refresher training – which we ask governors to do at least every two years. Staff governors complete this training annually and student governors also cover this within the PSHE programme. • The Chairs' Committee also decided to leave the one-to-one performance reviews with external governors until early September, by which time we hope that face-to-face meetings will again be viable. • The Board Development Programme for 2020/21 is being compiled and will be shared with Governors, for approval, in November 2020 after it is updated following the individual Governor Review meetings held with all External Members and Associate Members in September. <p>The Board NOTED the Board Development Record for 2019/20.</p> <p>Annual Administration completion: Via GovernorHub, the Clerk provided personalised electronic copies of all standard annual forms for completion by Governors by 24 July 2020. A copy of a Governor Self-Assessment of the Board Effectiveness Questionnaire is available electronically or can be requested in paper format. This document should be completed and returned to the Clerk to the Corporation by 24 July 2020.</p> <p>Action: ALL Governors to complete their annual forms and Governor Self-Assessment of the Board Effectiveness Questionnaire and return to the Clerk for processing by 24 July 2020.</p>

<p>FC 18/20</p>	<p>Amendments to Instrument & Articles</p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting.</p> <p>When the closure of schools and colleges was announced in March 2020 owing to the national situation with Covid-19, the AoC issued a Governance Note on Friday 20 March 2019. In this note, the AoC stated: It is the recommendation of AoC that no face-to-face board meetings be held until the public health advice changes. It was recommended, wherever possible, for governors to meet remotely for scheduled meetings; and where postponements happened, for virtual/remote meetings to be planned instead, at the earliest time they could be arranged.</p> <p>As the College already had a standing Chairs' Committee, with Terms of Reference, it was deemed prudent to continue to use this small group of governors for urgent decisions. Throughout the lockdown period the Chairs' Committee has been given oversight of college operational decisions and they have worked with the leadership team to ensure continued appropriate strategic direction. The Chair has had (at least) a weekly conversation with the Principal and this will continue.</p> <p>By making use of Microsoft Teams, CCSW has managed to hold the planned Management & Performance, Audit & Risk and the Finance & Resources committee meetings during the summer term. The Clerk reviewed CCSW Instrument and Articles and the Chairs' committee considered and approved the following amendments:</p> <p>In order to enable a more flexible approach to virtual/remote meetings, amend I (g) to read: "meeting" includes a meeting at which the members attending are present in more than one room, provided that by the use of tele-conferencing and/or video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;</p> <p>In order to better ensure that our meetings are quorate (by reducing the percentage of members) amend II (I) to read: Quorum II – (I) Meetings of the Corporation shall be quorate if the number of members present is at least 30% of the total number of members in post, determined according to clause 3.</p> <p><i>This would mean 5 people for Full Corporation to be quorate, excluding any Associate Members.</i></p> <p>CCSW Instrument & Articles (I&A) do not specifically allow for the use of written resolutions as a method of approving resolutions remotely. As the I&A are silent on the matter of the use of written resolutions we could choose to interpret that we can use them. It is recommended that we add the use of written resolutions as a method of approving resolutions to our Instrument & Articles.</p> <p>The Board noted the above recommendations and it was APPROVED to adopt the recommendations to amend the Instrument & Articles.</p>
<p>FC 19/20</p>	<p>Corporation Membership Update</p> <p>The Chair referred to the paper which had been sent to all members in advance of the meeting and the following points were noted:</p> <p>Reappointment of Governors:</p> <ul style="list-style-type: none"> • Mrs Carleen Osborne's term of office (1 year as an Associate Member) is due to end on 31 July 2020. • Mrs Tina Yu's term of office (end of probationary year) ended on 31 March 2020. The Chair of Governors took a Chairs' Action to extend Mrs Yu's probationary period to 31 July 2020.

	<ul style="list-style-type: none"> The Chairs' Committee has considered and recommends the re-appointment of Mrs Carleen Osborne and Mrs Tina Yu and in doing so the following information has been considered per our Standing orders: <ul style="list-style-type: none"> attendance records commitment to the College over and above attendance at formal meetings quality of contribution to discussion at meetings the value of the member's expertise, experience and/or interests to the work of the governing body <p>The Board APPROVED the re-appointment of Mrs Carleen Osborne as an Associate Board member for 1 year from 01 August 2020.</p> <p>The Board APPROVED the re-appointment of Mrs Tina Yu as an External Member from 01 April 2020 for an initial 4year term of office up to 31 March 2024.</p> <ul style="list-style-type: none"> The Board meeting noted that Mrs Taylor stood down as an External Board member in December 2019 and agreed to remain as an Associate member for one year to support the College from 01 Jan 2020-31 Dec 2020, and to act as Vice-Chair on Finance & Resources committee. With the resignation of Mr Chris Rhodes on 13 March (Chair of Finance & Resources committee), Mrs Taylor agreed to step back into a full External Board position and to chair the Finance & Resources committee. <p>The Board APPROVED to re-appoint Mrs Gillian Taylor as an External Board member from 18 March 2020 - 31 December 2020.</p> <p>Committee Chairs: It was RESOLVED to APPROVE the re-appointment of the following Committee Chairs:</p> <ul style="list-style-type: none"> ○ Chairs Committee – Dame Pat Bacon ○ Audit & Risk Committee – Fintan Bradley ○ Finance & Resources Committee – Gillian Taylor ○ Management & Performance Committee – Len Closs <p>The meeting noted that each Committee determines their own Vice-Chair.</p>
<p>FC 20/20</p>	<p>Meeting impact Review</p> <p>FB summarised the impact the meeting will have on the College with due regard to the discussions and the decisions taken, namely:</p> <ul style="list-style-type: none"> Reports to governors have given reassurance that the college has taken rapid steps to implement the Critical Incident Plan ensuring continuity of learning for learners, their wellbeing and safety (particularly those who have SEND or EHCP or are vulnerable). The wellbeing of staff is also being addressed through a range of activities led by the senior leadership of the college. Quality of learning and assessment remains a priority and reports from college leaders are positive. The Management & Performance committee are exploring how governors can fulfil their link role in this period of on-line and blended learning. There is also a need to review the impact of digital poverty on learning. We have received significant amount of detailed information on the management accounts, financial outturn and forecast. Clearly the impact of Covid-19 and issues within the finance function of the college has made this extremely challenging, but the narrative and analysis that accompanies this information has been particularly helpful. The strategic objectives and KPI's whilst in themselves will not solve the problems they set a clear direction of travel in this ever changing climate. The governance of the college remains a high priority and governors continue to work closely with the executive team. Instruments and Articles have been suitably adapted to

	<p>meet the demands of governance during this time. Appointments of governors was agreed during in the meeting.</p> <ul style="list-style-type: none"> • The College’s intention to maintain continuity of learning and safety for learners and the solvency of the college are being address through the implementation of the Critical Incident plan and strategic objectives of financial planning. Impact of these actions are being closely monitored by Executive and Senior Leaders in the College alongside supportive scrutiny and challenge by governors.
FC 21/20	<p>Confidential business noted</p> <p>It was noted that whilst all Governors have been present for all items discussed at today’s meeting a number of the items covered are of a commercially sensitive nature. The meeting agreed that the Clerk and Principal will identify the items from this meeting to be recorded as commercially sensitive information.</p> <p>Action: JSD and Clerk to identify items from this meeting to be recorded as commercially sensitive information.</p>
FC 22/20	<p>Date of future meetings and any other business</p> <p>The meeting noted the following dates:</p> <ul style="list-style-type: none"> • Thursday 10 Sept 2020, 16:00hrs, Crewe • Thursday 12 Nov 2020, 14:00hrs, Ellesmere Port (NB Lunch with Learners 13:00-14:00) • Tuesday 15 Dec 2020, 14:00hrs, Crewe (NB Christmas Lunch for Governors 12:00-14:00) • Friday 29 Jan 2021, 09:00hrs Strategy Day – Tarporley • Thursday 25 Mar 2021, 14:00hrs, Ellesmere Port (NB Lunch with Learners 13:00-14:00h) • Thursday 8 July 2021, 14:00hrs, Crewe (NB Barbecue for Governors 17:00) <p>HOWEVER, if there are still restrictions about social distancing from September 2020 then we will continue to use Teams for meetings. We may review the start time of meetings once we know if we are required to use Teams.</p> <p>Meeting Schedule 2020/21:</p> <p>Governors noted and APPROVED the Meeting Schedule for 2020-21. This schedule shows venues and start times as if meetings can be held face-to-face.</p> <p>HOWEVER, if there are still restrictions about social distancing from September 2020 then we will continue to use Teams for meetings. We may review the start time of meetings once we know if we are required to use Teams.</p> <p>The meeting also noted that the Chairs’ Committee will continue to meet in July and August to monitor and support the College as it prepares for opening in September.</p> <p>The meeting closed for Part A business and JD, AP, RM and RP left at 15:07hrs.</p>

Chair’s signature: Minutes produced: 09 July 2020

Chair’s approval: 15 July 2020 Report made to Corporation, for approval: September 2020