



Cheshire College  
South & West

**MINUTES OF FULL CORPORATION MEETING**  
HELD ON THURSDAY 07 JULY 2022 – 14:00HRS  
VIA TEAMS & CREWE CAMPUS

**Governors in attendance in person or via Teams as stated:**

Dame Pat Bacon	(DB)	Chair of Governors	Crewe
Mr Fintan Bradley	(FB)	Chair of Audit & Risk Committee	Crewe
Mr Mike Braun	(MB)	Associate Governor	via Teams
Mrs Debbie Bryce	(DB)		Crewe
Mr Len Closs	(LC)	Chair of the Management & Performance Committee	via Teams
Mr Paul Colman	(PC)		Crewe
Mr Jasbir Dhesi	(JSD)	Principal/CEO	Crewe
Ms Isla Douglas	(ID)	FE Student Governor	via Teams
Mr Jerry Green	(JG)		Crewe
Mr Shane Guildford	(SG)	Academic Staff Governor	Crewe
Mrs Sue Harrison	(SHar)		Crewe
Mr Sean Herbert	(SHer)	Non-Academic Staff Governor	Crewe
Mr Davinder Lotay	(DSL)		Crewe
Mr Kenny Murray	(KM)		Crewe
Mrs Carleen Osborne	(CO)	Associate Governor	Crewe
Mr Clive Roberts	(CR)	Associate Governor	Crewe
Mrs Sharon Wallace	(SW)		via Teams

**In attendance:**

Mrs Michelle Huntley	(Clerk)	Clerk to the Board	Crewe
Mr Gareth Jones	(GJ)	Chief Financial Officer	Crewe
Mrs Helen Nellist	(HN)	Deputy Principal/Deputy CEO	Crewe
Mr James Eagney	(JE)	Assistant Principal Quality, Foundation English & Maths (Item 14 only)	Crewe

**PART A MINUTES**

Minute Reference	
<b>FC 12/22</b>	<p><b>Welcome</b></p> <p>The Chair welcomed all attendees and noted that the meeting would commence with a workshop session for the Board about Risk Management.</p>
<b>FC 13/22</b>	<p><b>College Risk Register &amp; Board Assurance</b></p> <p>The Chair welcomed Mr Craig Duff (CD) from RSM who gave a presentation, and the following points and questions were noted:</p> <ul style="list-style-type: none"> <li>• The work was commissioned by the Audit &amp; Risk Committee to review the College's strategic risks and risk appetite to develop a new Board Assurance Framework.</li> <li>• Activities included issuing a questionnaire to all Board members and the Executive Leadership Team (ELT), analysing the results, and grouping results into themes.</li> <li>• Risk is also about not taking opportunities appropriately</li> </ul> <p><b>Action: Clerk to upload a copy of this presentation slide deck to GovernorHub.</b></p>

- It is proposed to move from the current use of a risk scoring matrix multiplier to a new format of risk grid – numbering all outcomes from 01 to 25 (for example).
- The A&R Committee have been briefed on this proposed change and agreed that this new format would be appropriate to use.
- The new Board Assurance Framework will be structured to show cause – actions – risk – controls – effect. This will identify the key controls (processes) which have to be in place; and actions will have an owner, action by date and regular updates on progress will be provided to give assurance on mitigations.
- The new risk framework further develops the use of lines of assurance.
  - Line 1 gives assurance at a departmental level.
  - Line 2 gives assurance at another internal function level e.g., ELT or SLT.
  - Line 3 gives assurance from an external source e.g., internal auditors.
- Not all risks will have 3 lines of assurance.
- This new Board Assurance Framework is providing evidence of risk being managed.
- If there is only limited assurance, then the College may consider introducing additional actions to provide assurance.
- Assurance will be dated so that the Board can see where actions need to be taken/updated.
- CD explained risk levels and descriptors used and how these are used when looking at strategic risk themes.
- A maximum of 6 strategic risks would be realistic and the Board would want to be assured that the College's controls are working effectively.
- CD shared documents showing how the College is proposing to move from 22 Strategic Risks to 10 DRAFT strategic risks.

**Q: What assurance can you give us that by refining to a smaller number of risks you don't lose some of the sophisticated analysis of current risks? E.g., in the new strategic risks we have lost reference to the risk of Brexit.**

**A:** In the new Board Assurance Framework we would include reference to Brexit as a cause. We would also have a high-level control around Brexit.

**A:** Another example is to have a single high-level IT strategic risk, but to have a more detailed departmental risk summary.

**A:** (Governor) At A&R, we noted that the risk register included both strategic and operational level issues. This new document enables governors to focus on issues at a strategic level and enables departments to deal with operational risks.

**A:** (Governor) We also noted that there was an element of danger in the generic use of Brexit: it had several different interpretations. This new framework enables use of more precise language to define the fallout from Brexit including the much lower number of international students.

- In monitoring the Board Assurance Framework, the A&R Committee will give assurance to Board that appropriate risk management processes are in place. Internal auditors can be better directed to conduct a 'deep dive' into specific areas.
- FB advised the meeting that he and members of ELT met with auditors to plan the College's annual internal audit plan which identifies the areas for deep dives.
- A&R will seek assurance of departmental risk management documentation/activities.
- During the recent round of staff focus group meetings staff had very limited awareness about risk. Now risk owners will be identified within the hierarchy to ensure that risk management processes are in place and departmental owners will share awareness of risks with their team.

**Action: Clerk to add topic of risk awareness to prompt sheets for link governors to use with staff/learners in focus groups next academic year.**

- Governors noted the draft strategic risks linked with the list of draft risk appetite themes.

**Action: Governors to review the strategic risks and to send feedback via the Clerk to pass to GJ by 15 August 2022.**

- JG commented that the new articulation of risk appetite is very good. It is possible to be both open and cautious. This new framework approach will enable College leaders and governors to keep things in a manageable form.
- Following Board approval RSM will work with the leadership team to inform and train strategic risk owners.
- 4Risk is the new software the College will be using.

	<p><b>Q: Am I correct to assume that going forward the College will be able to be self-sufficient in maintaining and using the new framework?</b></p> <p><b>A:</b> Yes, training will be given to appropriate staff and use of the Board Assurance Framework will be embedded in the organisation.</p> <p><b>A: (Governor)</b> The College has been on a journey. It has always had a good risk management tool, and this is the next step. We have taken expert advice to help us, and the next key step is to embed risk management in decision making. We had already started to see internal audit speak about risk management and to make use of the 3 lines of defence approach to monitor how controls are working. This is a viable step forward in the College's risk management maturity.</p> <p>The Chair thanked Craig Duff for the briefing, as it is important that ALL governors understand the processes that the College uses to manage risk. The Audit &amp; Risk Committee will pick this piece of work up in October.</p>
<p><b>FC 14/22</b></p>	<p><b>Apologies for Absence &amp; Declarations of Interest</b></p> <p>The Chair welcomed everyone, with a special welcome to Shane Guildford our new Academic Staff Governor and to Isla Douglas, our new FE Student Governor. Shane and Isla both attended a Management &amp; Performance Committee meeting in June.</p> <p>Attendance was noted as above and it was also noted that MB must leave at 16:00hrs. There will be a 15minute comfort break at 2:15pm.</p> <p>Apologies were received from Mr John Kiely and Mrs Gillian Taylor.</p> <p><b>Declarations of interest were made at Item 12 in respect of the vote on subcontracting and DB, DSL and HN left the meeting for the vote on this specific item.</b></p>
<p><b>FC 15/22</b></p>	<p><b>Minutes of Meeting (24 March 2022), Matters Arising from previous minutes including Action Log</b></p> <p>The minutes were reviewed for accuracy and approved. It was noted that all governors were present for all the meeting, but some commercially sensitive aspects of the meeting were recorded as Part B (confidential).</p> <p><b>It was RESOLVED to accept the minutes from 24 March 2022 and the Chair signed the minutes.</b></p> <p>The action log from the 24 March 2022 was reviewed and the following updates were noted:</p> <ul style="list-style-type: none"> <li>• <b>212</b> – The 2021/22 Board Effectiveness Action Plan will be covered in Item 13 at the meeting. It will then be CLOSED.</li> <li>• <b>44</b> – Mr Clive Roberts joined the Board on 01 May 2022 as an Associate Member. <b>CLOSED.</b></li> <li>• <b>46, 47, 49</b> – Copies of the slide decks and the final version of the governors' SWOT Analysis documents were uploaded to GovernorHub in March 2022 and governors were notified via the weekly Clerk's Email on 29 March 2022. <b>CLOSED</b></li> <li>• <b>Per the above updates, ALL Actions are CLOSED</b></li> </ul>
<p><b>FC 16/22</b></p>	<p><b>Management Accounts to 31 May 2022</b></p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting. Mr Gareth Jones (GJ), Chief Financial Officer, made a brief verbal presentation, and the following points were noted:</p> <ul style="list-style-type: none"> <li>• The paper shared with the Board shows the College's management accounts up to the end of May 2022. Monthly management accounts are shared with ALL governors via GovernorHub.</li> <li>• The accounts include the projected outcome of 2021/22, with an operational surplus above target and pay costs below budget. There is a level of contingency in the accounts to cover any shortfall in respect of the Adult Education Budget (AEB).</li> <li>• PB reminded the meeting that the F&amp;R committee scrutinised the accounts as part of their committee meeting in June 2022.</li> </ul> <p><b>The meeting NOTED the College's financial position as detailed in the Management Accounts report.</b></p>
<p><b>FC 17/22</b></p>	<p><b>Financial out-turn forecast 2021/22 and budget forecast for 2022/23</b></p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting. Mr Gareth Jones (GJ), Chief Financial Officer, spoke to the paper and the full minute was recorded as Part B, FC 17/22. The following points were noted:</p> <ul style="list-style-type: none"> <li>• The College Financial Forecast Return (CFFR) includes 1yr actual (current year) and two forecast years – next year in detail and the following year in broad terms.</li> </ul>

	<ul style="list-style-type: none"> <li>• The meeting noted that the F&amp;R committee scrutinised the assumptions underpinning the 3-year forecast and asked many questions at the committee meeting on 23 June 2022. These are all recorded in the meeting minutes from 23 June which are available on GovernorHub, and which governors were encouraged to read prior to this meeting.</li> <li>• Governors noted that there is lots of assurance built into the assumptions that underpin the 3-year budget.</li> <li>• The F&amp;R committee are recommending the 3-year forecast for approval by the Full Corporation.</li> <li>• The meeting noted that only Full Governors, over the age of 18 may vote on financial matters at Board meetings. CO, CR, MB &amp; ID were not eligible to vote.</li> </ul> <p><b>The Board APPROVED the out-turn for 2021/22 and APPROVED the proposed budget for 2022/23 with the assumption that all contingencies and provisions are fully utilised in-year.</b></p> <p><b>The Board delegated authority to the Principal to approve any late adjustments that do not have a material impact on the operating surplus.</b></p> <p><b>The Board authorised the Chief Financial Officer to submit the budget and financial strategy in the required format, to ESFA by 31 July 2022.</b></p>
<p><b>FC 18/22</b></p>	<p><b>Approval of Strategic Plan 2022-2025</b></p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting. Mr Jasbir Dhesi (JSD), Principal/CEO, spoke to the paper and the following points were noted:</p> <ul style="list-style-type: none"> <li>• Following an extensive consultation process involving staff, learners, governors and external stakeholders, a draft version of the 2022-25 Strategic Plan was shared with governors for review and comment in March 2022.</li> <li>• Several governors attended the sessions with staff.</li> <li>• Governors have given feedback and the final document is presented for approval by the Board.</li> <li>• This Strategic Plan distils the College's high-level, priority objectives, and performance against these objectives will be measured via the annual operating plan and comprehensive Key Performance Indicators for Finance, HR, Live Capital Projects, and the College's Continuous Improvement Plan.</li> </ul> <p>There followed a discussion about the layout of the document, and it was agreed that the two-sided document is an excellent encapsulation of the College's strategic priorities. It is understandable and quick and easy to read. It captures the five key priorities, links to Focus5 and is inclusive and accessible. The format is well-liked.</p> <p><b>Governors APPROVED the Strategic Plan 2022-2025.</b></p> <p><b>Action: JSD to have the document printed and shared with all staff and governors in September and on the College website. The Strategic Plan will be shared with other stakeholders in appropriate circumstances.</b></p>
	<p><b>The meeting adjourned for a 15minute comfort break.</b></p>
<p><b>FC 19/22</b></p>	<p><b>Chief Executive's Report</b></p> <p>Governors noted that one year ago the decision was made to receive a verbal report from the Chief Executive at each Board meeting. This enables the Principal to include the latest information in his termly reports. The report included reference to the following topics:</p> <p><b><u>Skills and Post-16 Education Act 2022</u></b></p> <ul style="list-style-type: none"> <li>• The FE White Paper, Skills for Jobs: Lifelong Learning for Opportunity &amp; Growth became the Skills and Post-16 Education Act in April 2022.</li> <li>• It clearly sets out the direction of travel for post-16 education: <ul style="list-style-type: none"> <li>○ Prioritising Technical Skills</li> <li>○ Investing in local skills priorities</li> <li>○ Promoting the use of Local Skills Improvement Plans (LSIPs)</li> <li>○ Providing a flexible lifetime skills guarantee, which will be funded from 2025 at earliest.</li> <li>○ Promoting provision of good careers information in schools. This is linked to the Gatsby standards, which recognise the need for independent careers advice and guidance from schools. Whilst interaction has increased between schools and post-16 providers, there is still need for improvement.</li> <li>○ Promoting the establishment of a list of post-16 education or training providers</li> <li>○ Promoting FE teacher training system reform</li> </ul> </li> </ul>

- Changing the statutory FE intervention powers
- Promoting improvements to the FE insolvency regime

**ID left at 14:45hrs**

**Further Education and Sixth Form College Corporation: Governance Guide.**

- This was issued on 28 June 2022 and is a reminder for governors of their role.
- There is now a requirement for an External Board Review every 3 years.
- There is now a requirement for College Boards to publish how the College is meeting local skills needs; and
- There is a requirement for regional planning.

**Regional Context/Visitors**

- CCSW has a key role to play in the region in its capacity as a tertiary college – one organisation which provides all post-16 provision.
- Baroness Professor Alison Wolf who is a keen supporter of tertiary colleges, has a keen interest in technical skills (including Institutes of Technology) and wants employer led LSIPs visited CCSW in June.
- Karen Sherry, ESFA, visited CCSW in June.
- The College also received visitors from the Department for Business, Energy & Industrial Strategy (BEIS).

**Ofsted changes**

- ALL educational providers will be inspected during Sep 2022-Jun 2025.
- The current Education Inspection Framework (EIF) will be used, but it has been enhanced to include: ‘How is the College meeting skills needs?’ Each provider must ensure they have SAR evidence to cover this theme. Each inspection will include 2 nominees, one for skills and one for education. The standards are much higher than when the EIF was introduced in 2019 and providers have not fared well in their rating for Apprenticeships which includes the question ‘How is the College meeting skills needs?’
- 3 CCSW senior leaders are Ofsted inspectors – each do 4 inspections per year.

**Learning from 2021-22**

- Covid has impacted operational activities.
- The College needs to meet its own high expectations and standards.
- The College needs to get the basics right: good learner attendance is essential, and the College has invested in PDTs and in curriculum planning to promote good attendance from Day 1 in the new academic year. Unacceptable behaviour must be tackled.

**Staff Recruitment**

- Recruitment and retention have been challenging. The College had 80 vacancies at one point, but only 16 vacancies on 06 July.
- There has been proportionately highest turnover at Assistant Director level.
- Pay is an issue for the College – as it is for many FE colleges.
- LW has had a very positive impact on the College’s HR strategic approach since joining in February 2022.

**Financial Health**

- Good financial health is hard to achieve and easily lost.
- The College has a target cash reserve threshold.
- The College has been successful with multiple, high value capital project bids, and each of these carry their own risks which need to be monitored and managed.
- The College is having to address years of underinvestment across all three campuses.
- The Cheshire & Warrington landscape will be changing in the future.
- CCSW needs to control its destiny.

**Q: Is the government trying to force single area colleges to reform?**

	<p><b>A:</b> Whilst that was a priority with the Area Based Review (ABR) it is not currently a priority for government. There is a priority for educational organisations to plan and work together more efficiently.</p>
<b>FC 20/22</b>	<p><b>Cheshire &amp; Warrington Institute of Technology Update</b></p> <p>Mr Jasbir Dhesi (JSD), Principal/CEO, presented to the meeting and the full minute was recorded as commercially sensitive information. Part B minutes, FC 20/22.</p>
<b>FC 21/22</b>	<p><b>Chair's Report</b></p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting. Dame Pat Bacon (PB), Chair of Governors, gave a verbal report of her paper, and the following points were noted:</p> <ul style="list-style-type: none"> <li>• AoC training has been very good, especially the recent webinar on LSIPs – notes are now on GovernorHub.</li> <li>• The option to join meetings via Teams is invaluable and this has been used by PB to join AoC events too.</li> <li>• Thanks to Mr Len Closs and Mr Fintan Bradley who attended a meeting recently with a subcontractor to address issues about the partnership and focussing on the joint priority to provide best learning opportunities for learners.</li> <li>• Congratulations to Dhesi on his OBE award. It is a fantastic honour and recognises the outstanding success that he has achieved and is an acknowledgement too of the collective achievements of the whole college.</li> <li>• An External Board Review (EBR) for CCSW would be timely and beneficial. It would be prudent to consider inclusion of some elements of the new AoC Code of Governance.</li> </ul>
<b>FC 22/22</b>	<p><b>Corporation Membership</b></p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting.</p> <p><b>Membership</b></p> <p>Mrs Carleen Osborne and Mr Paul Colman left the meeting. The Chair made a brief verbal presentation, and the following points were noted:</p> <ul style="list-style-type: none"> <li>• Only Full Governors may vote at Board meetings. CR and MB are not eligible to vote.</li> <li>• The Chairs' committee reviewed expiring terms of office for board members and recommend the re-appointment of Mrs Carleen Osborne for 1yr as Associate Member from 01 August 2022.</li> <li>• Mrs Carleen Osborne has been an Associate Member with HE expertise since 01 August 2017. Carleen is an excellent contributor and attendee and attends Academic Board.</li> <li>• Mr Paul Colman has been a governor since 01 Aug 2014. Extending Mr Colman's term of office, albeit as an Associate Member, maintains links with South Cheshire Chamber which is reciprocally beneficial.</li> </ul> <p><b>The Board voted unanimously to re-appoint Mrs Carleen Osborne as an Associate Governor for one year from 01 August 2022.</b></p> <p><b>The Board voted unanimously to appoint Mr Paul Colman as an Associate Governor for one year from 01 August 2022.</b></p> <p>Mrs Osborne and Mr Colman re-joined the meeting and were congratulated on their re-appointments.</p> <p><b>The Chair thanked Mrs Osborne for her excellent contributions and thanked Mr Colman for continuing as a strategic partner with the College.</b></p> <p>With the change in status of Mr Paul Colman's membership there will be 1 External Governor vacancy. On 30 June 2022 the Board has the following complement: 1 Principal; 2 Staff Members, 1 Student Member, 12 External Members and 3 Associate Members.</p> <p><b>Committee Chairs</b></p> <p>Members are asked during their Performance Development Review (PDR) meetings about their aspirations, and these are then considered by the Chairs' Committee. Members are asked to consider and approve the re-appointment of committee chairs per recommendation of the Chairs' Committee.</p> <ul style="list-style-type: none"> <li>• <b>Audit &amp; Risk Committee Chair:</b> Fintan Bradley</li> <li>• <b>Chairs' Committee Chair:</b> Dame Pat Bacon</li> <li>• <b>Management &amp; Performance Committee Chair:</b> Len Closs</li> <li>• <b>Remuneration Committee Chair:</b> Fintan Bradley</li> </ul>

	<ul style="list-style-type: none"> <li>• <b>Finance &amp; Resources Committee Chair:</b> Gillian Taylor. Mr John Kiely is <b>Chair Elect, and will take over in the autumn term, by agreement)</b></li> </ul> <p><b>The Board APPROVED the re-appointment of committee chairs for the next academic year as above.</b></p> <p><b>Succession Planning</b></p> <p>The Vice-Chair and the Clerk produced a draft Governor Succession Planning Policy in March 2022. This policy reflects the guidance contained in the Association of Colleges' Code of Good Governance (2021); and will be updated to include any legislative changes following the enactment of the Skills &amp; Post-16 Education Bill. <b>The Chairs' Committee approved this policy in March 2022 and recommend the Board to APPROVE this policy.</b></p> <p><b>The Board APPROVED the Governor Succession Planning Policy.</b></p> <p>The terms of office for the current Chair of Governors and Chair of Management &amp; Performance Committee are due to end on 31 December 2023. We are anticipating that these will be difficult positions to fill as it will require successors with very specific skills sets and knowledge to fill each of these positions and it would be beneficial for the successors to spend as long as possible shadowing the present incumbents and getting to know the College. Therefore it is proposed that the Board approve the use of the AoC's recruitment search facility for each of the above positions as necessary.</p> <p><b>The Board APPROVED a recruitment search activity for a replacement Chair of Governors and Chair of Management &amp; Performance Committee as soon as possible.</b></p> <p><b>Action: Governors to contact the Clerk if you are interested in joining the working group to recruit a new Chair of Governors and a new Chair of Management &amp; Performance Committee.</b></p>
FC 23/22	<p><b>Committee Reports</b></p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting. The chair approved minutes from each committee meeting are shared with all governors via the governance portal. The Clerk had summarised the key points covered, and decisions made at each meeting and presented these in the paper. Each Committee Chair spoke to their respective committee notes and the following few points were noted in the meeting:</p> <p><b>Chairs' Committee (28 Apr, 21 Jun)</b></p> <ul style="list-style-type: none"> <li>• The Chairs' Committee has been monitoring the CWIoT.</li> <li>• The AoC's Code of Good Governance has been used in compiling the new Skills Matrix which will be used by governors in July 2022.</li> <li>• IT Cyber security updates are received by the Chairs' Committee.</li> <li>• The Chairs' Committee has discussed the proposed selection approach for finding a new Chair of Governors and a new Chair for the Management &amp; Performance Committee.</li> <li>• This committee, which is comprised of the chairs from each of the standing committees, enables the Board to react to urgent matters requiring governance input in a timely way outside of the planned schedule of governance meetings.</li> </ul> <p><b>Management &amp; Performance Committee (16 Jun)</b></p> <ul style="list-style-type: none"> <li>• The Committee has noted some improvements and welcomed a fuller report from the CEO from one of the College's subcontractors, and it will continue to monitor the pace of improvement in September. Following the recent visit by LC and FB mentioned above, there is now dialogue between the College's governors and the subcontractor's trustees.</li> <li>• Going forward there will be fewer HE partnership programmes as CCSW develops and runs its own programme of HE courses.</li> <li>• The learner services restructure is expected to bring improvements across the whole service.</li> <li>• Learner attendance was discussed at the meeting, and it was noted that plans are in place to ensure improvement in 2022-23.</li> <li>• The Committee has asked for more information about the College's complaints procedure and statistics to be brought to the committee in the autumn term.</li> </ul> <p><b>Audit &amp; Risk Committee (14 Jun)</b></p>

	<ul style="list-style-type: none"> <li>• The Committee considered RSM’s education sector risk analysis.</li> <li>• The internal audit service provided by RSM has been excellent with good reports and meaningful and useful benchmarking comparisons.</li> <li>• The external auditors Haines Watts have outlined the planned approach for conducting the external audit of CCSW’s financial statements for 2021-22.</li> </ul> <p><b>Finance &amp; Resources Committee (19 May, 23 Jun)</b></p> <ul style="list-style-type: none"> <li>• The Committee’s minutes show the extent of scrutiny and challenge at the meetings.</li> <li>• Several procurement approvals – as detailed in the paper - were made at the meeting on 23 June.</li> <li>• The Committee approved the insurance renewal and the Estates Strategy.</li> </ul>
<p><b>FC 24/22</b></p>	<p><b>Committee Recommendations</b></p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting. The chair approved minutes from each committee meeting are shared with all governors via the governance portal. The Clerk had summarised the recommendations to the Board made at each committee meeting and presented these in the paper. The Clerk spoke to the paper and the following points were noted:</p> <ul style="list-style-type: none"> <li>• The College operates a governance structure with committees, rather than a Carver model. Each committee has approved terms of reference and the Committee Chairs report to the Board each term.</li> <li>• Copies of agendas, papers and minutes from all meetings are maintained on GovernorHub, the governance portal, and all governors are encouraged to read the minutes from meetings.</li> <li>• Each committee has spent time scrutinising and discussing the papers presented in the meetings and this is reflected in the minutes of each meeting. Hyperlinks were included to relevant papers in the Board pack so that governors could easily access and read more detail on recommendations as necessary.</li> <li>• Only Full Governors may vote at Board meetings. CO, CR and MB may not vote.</li> </ul> <p><b>The Board AGREED to adopt the recommended internal audit plan for 2022-23.</b></p> <p><b>The Board AGREED to adopt the College’s Estates Strategy for 2022-2027.</b></p> <p>The meeting noted that some questions had been received by the Clerk about the cleaning contract ahead of the meeting:</p> <p><b>Q: What is the rationale for outsourcing cleaning for Crewe, and why are we doing it now?</b>  <b>A:</b> The contract with ISS is coming to an end. Whilst EP and Chester use contract cleaners Crewe has had a legacy of employing inhouse cleaners. Outsourcing cleaning at Crewe will standardise the College’s approach to cleaning services and will resolve the issues of recruitment and retention of cleaning staff at Crewe.</p> <p><b>Q: What is the cost implication against staffing it internally?</b>  <b>A:</b> The proposed move to outsourcing the cleaning is not a like-for-like situation. Whilst employing cleaners directly is cheaper, outsourcing gives the College access to greater cleaning expertise, a guaranteed level of service and gives cleaning staff opportunities for training. The recommendation to change has been assessed on value for money. The recommended provider is not the cheapest, but they do guarantee a high level of service. They will work with the College to invest in cleaning equipment, increase productivity and so reduce cleaning hours in the longer term. This proposed move will give the College access to a more flexible cleaning approach and will reduce pension costs in the longer term.</p> <p><b>Q: Outsourcing must include 20% VAT cost, so isn’t outsourcing more expensive?</b>  <b>A:</b> Yes, it is more expensive in the short-term, but we expect these costs to reduce over time as efficiencies are introduced.</p> <p><b>The Board APPROVED the appointment of Bulloughs Cleaning Services Ltd to undertake the College’s cleaning services.</b></p> <p><b>The Board APPROVED the appointment of Senate Mech Limited to undertake the pipework and radiator replacement works.</b></p> <p><b>The Board APPROVED to continue with the Licence to Occupy contracts for 1st Enable Ltd, Total Support Training and Changing Education, West Cheshire and North Wales Chamber, Umbrella Marketing and Cat Radio for a further year until 1 July 2023.</b></p>

	<p>A full annual review of the College's Subcontracting has been undertaken in line with the Education Skills Funding Agency (ESFA) reform. The College can confirm that there is a clear and defensible educational rationale for the proposed Subcontracting for 2022-23, in all instances the Subcontracting enhances the learner experience and adds value to their programme.</p> <p><b>The Board APPROVED to continue subcontracting with the College's current Subcontractors.</b></p> <p><b>The Board APPROVED the Subcontracting Fees and Charges Policy 2022-23.</b></p>
<p><b>FC 25/22</b></p>	<p><b>Teaching Learning &amp; Assessment Strategy</b></p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting. Mr James Eagney (JE), Assistant Principal Quality, Foundation English &amp; Maths, joined the meeting and spoke to the paper and the following points were noted:</p> <ul style="list-style-type: none"> <li>• The updated Teaching, Learning and Assessment Standards Policy reflects the proposed changes to the observation and learning walk process, as presented and approved by the Management and Performance Committee in November 2021. The salient changes include: <ul style="list-style-type: none"> <li>○ How observation evidence is gathered against the new Focus5 criteria.</li> <li>○ Change in language from 'graded observation' to 'formal observation', to reflect the new approach in categorising feedback.</li> <li>○ Updated capability process, to reflect the new observation approach.</li> </ul> </li> <li>• The Quality department has delivered 2 training days to teaching staff and copies of the resources were shared with governors.</li> <li>• Every member of teaching and support staff now have copies of the research books and a copy of the Focus5 observation criteria.</li> <li>• The new observation strategy is more sophisticated than the previous system, and there are some significant changes, so it has been important to disseminate it to staff carefully and fully, to develop stakeholder buy-in.</li> <li>• This new system is being introduced after an 18month consultation period with governors, and staff at all levels.</li> <li>• To date there has been positive feedback from staff.</li> <li>• An initial trial will be run in the first half of the autumn term among volunteers.</li> </ul> <p><b>Q: Can the importance of learners' goals and aspirations be made more explicit in the role of learning support staff?</b></p> <p><b>A:</b> Yes, it can be made more explicit in the policy. The Assistant Principal Learner Services was consulted in respect of this policy, and greater reference can be made to SEND within the appendices.</p> <p><b>A:</b> The 2 planning days included all support staff as well as teaching staff.</p> <p><b>Q: Is the role of support staff in lessons covered by these observations?</b></p> <p><b>A:</b> Yes. Observers will use a 'honeycomb' to monitor the impact of Learning Support Assistants if appropriate.</p> <p><b>Q: This new Teaching, Learning and Assessment standard is very detailed and the change in language from 'graded observation' to 'formal observation' is daunting. How will you manage including assessment sessions in the observation process – it may be daunting for learners and for staff members?</b></p> <p><b>A:</b> It was a conscious decision to change the language from graded observation to formal observation. It is a message to staff that observations are an important, formal process. It is good preparation for an external inspection. However, the focus is on feedback not on the formality of the process.</p> <p><b>A:</b> Including assessments within the observational scope is part of the College's evidence base. Observers want to see use of some technology in assessment. The College wants to improve the focus on feedback. We recognise that it will take time to assure staff.</p> <p>The Chair thanked James Eagney for his presentation and James left the meeting.</p>
<p><b>FC 26/22</b></p>	<p><b>Clerk's Report</b></p> <p>The meeting noted the paper which had been sent to all members in advance of the meeting. The Clerk spoke to the paper and the following points were noted:</p> <p><b><u>2021/22 Board Effectiveness Action Plan Report</u></b></p> <ul style="list-style-type: none"> <li>• All Governors are asked to complete a Board Effectiveness Questionnaire on an annual basis. The Audit &amp; Risk Committee reviews the summary of the data collected as an integral part of their</li> </ul>

evidence checking to satisfy themselves that the College is complying with all statutory requirements and best practice in the sector.

- The survey is designed to aid review and discussion and asks the extent to which Governors agree or disagree with a set of questions related to effective governance, to justify their answers describing what happens in practice and to identify if there are areas where improvements could be made, or issues exist.
- The Board reviewed the action plan to improve Board effectiveness in December 2021.
- The Clerk has monitored progress with actions and the Board noted that positive progress has been made with all actions within the plan.
- The meeting noted that progress has been made with both Board succession planning and strategic planning following the delays effected by Covid last year.
- Actions still to be completed in October include a review by the Chairs' Committee of opportunities for governors to access Parent Voice at planned College events; and feedback from the Employers' Survey which will be shared with the M&P Committee.

### **Board Development Annual Report**

- During 2021/22 all governors have been asked to complete three mandatory training activities: reading Keeping Children Safe in Education (KCSiE) document in Sept 2021 and completing online modules for Safeguarding & Prevent and Cyber Security Awareness.
- Governors have had access to several AoC training webinars and been encouraged to read a wide variety of reports and articles from the Association of Colleges (AoC), Ofsted and the FE Commissioners Office.
- New governors have been given the opportunity to attend AoC Governor Induction training.
- Training has been provided for the Audit & Risk Committee ahead of each meeting by our Internal Audit provider (RSM) and where appropriate other governors have been invited to attend these sessions. Copies of slides used in the training sessions have been shared with all governors via GovernorHub. Topics covered by RSM have included:
  - **Questions governors should be asking in respect of monitoring risk**
  - **Questions to ask to manage Capital Projects effectively**
  - **Education Sector Risk Analysis**
- Training was also provided for all governors on the topics of Cyber Security Awareness (led by JISC) ahead of the Full Corporation meeting in November 2021. At the Strategy Day in March 2022 all governors were given training about Trauma Informed Practice (internally led), the national and local context of Skills & Post-16 Education Bill and the Impact for Governance.
- In 2022-23 it is proposed to adopt the same approach to Board development i.e., to provide opportunities throughout the academic year via a variety of activities including webinars (College and external providers including the AoC); pre-meeting training sessions led by either external or internal experts; sharing of FE Commissioner reports on colleges; sharing of FE Commissioner's termly letters. The Clerk will continue to support governors to attend meetings/events in person, and to attend online events remotely. The Clerk will also identify specific training opportunities for the development of individual governors as necessary.

### **External Board Review (EBR)**

- In May 2022, the Department for Education issued 'External governance reviews: guide for FE college corporations and designated institutions.' Within this document it is stated that it is a funding agreement requirement from 2021-22 for a college to have an external review of governance every 3 years; to have an annual governance self-assessment; and to share the results and associated actions with the department upon request.
- The reviews will evaluate the effectiveness of boards, helping to ensure the continuous improvement of both their own performance and the colleges they serve.
- The Chair attended a recent AoC webinar meeting and has discussed the strategic benefits with the Principal and she would recommend that the Board consider undertaking an External Board Review in the autumn term 2022. The Clerk has spoken with clerks from colleges which took part in the ESFA/FEC EBR pilot and with clerks who have already organised EBRs independently, and she would also support this recommendation. To maximise the benefits to the Board, there should be a clear brief for any potential provider outlining the Board's current strengths and potential areas for development. The provider will be asked to produce a proposal outlining activities, costs, and timelines. It is unlikely that the cost of the External Board Review will necessitate the College to undertake a tender process.

	<ul style="list-style-type: none"> <li>The Chairs' Committee discussed the undertaking of an External Board Review on 21 June and recommend this for Board approval.</li> </ul> <p><b>The Board APPROVED the setting up of a working group to consider and agree a brief to find and recommend a suitable provider to conduct an External Board Review, ideally in the autumn term 2022.</b></p> <p><b>Action: Governors to advise the Clerk if they are interested in joining the External Board Review (EBR) working group.</b></p> <p><b><u>Annual administration completion</u></b></p> <ul style="list-style-type: none"> <li>Board Members noted that several standard forms are completed/updated by governors once a year. These include the following: <ul style="list-style-type: none"> <li>Consent to Act &amp; Declaration of Eligibility includes reference to being a 'fit and proper' person per the requirement from the Office for Students (OfS).</li> <li>Register of Interest declarations</li> <li>Governors' Data Protection Compliance Statement</li> <li>Governors' Liability Renewal Declaration</li> </ul> </li> <li>Copies of the above forms will be available for Governors to access and download from GovernorHub from Friday 08 July. <b>Once completed electronic copies should be sent to the Clerk by 30 July 2022.</b></li> <li>A copy of a Governor Self-Assessment of the Board Questionnaire will be available as an electronic form from 08 July. It is also available as a printed form for all governors. <b>Once completed the form should be sent to the Clerk by 30 July 2022.</b></li> <li>The Skills Matrix Questionnaire will be available as an electronic form from 08 July, It is also available as a printed form for all governors. <b>Once completed the form should be sent to the Clerk by 30 July 2022.</b></li> </ul> <p><b>Action: All governors to complete annual forms and questionnaires and return to the Clerk by 30 July 2022.</b></p>
<p><b>FC 27/22</b></p>	<p><b>Meeting Review &amp; Feedback</b></p> <p>FB reviewed the meeting, and the following points were noted:</p> <p><b>Intent:</b> In this meeting the Board received a range of detailed reports and briefings from the Principal and senior staff, the Chair and Chairs of the four governance committees, that outlined the challenges that the College faces going forward. Governors received a detailed presentation regarding the intention to adopt a revised approach to managing and monitoring risk. Governors endorsed the College's intended strategic plans. Governors received and approved several recommendations from the various committees setting out plans for the next academic year. The Board received important updates from the Chief Executive on national, regional and local developments in the sector and noted that the College needs to maintain its leadership position within the region and to control its destiny.</p> <p><b>Implementation:</b> Changes to Board membership was approved. The Board also confirmed the continuation of Committee Chairs. The Board noted the new Governor Succession Planning Policy; the revised Governor Skills Audit; the Teaching Learning and Assessment Policy and the Board agreed to the implementation of these policies. The Clerk informed the Board of several updates in relation to governance documentation that will be implemented in July.</p> <p><b>Impact:</b> The decisions made at the meeting will impact the continued strength and expertise of the Board; and the reputation of the College within the sector in terms of the perception of its leadership role and its impact on all stakeholders and the local communities it serves. Today's meeting clearly demonstrates the ongoing impact of governors that continues to underpin the work of the College at all levels.</p>
<p><b>FC 28/22</b></p>	<p><b>Confidential/Commercially sensitive business</b></p> <p>It was agreed that several discussions during the meeting will need to be noted as confidential information due to commercial sensitivities. Full minutes for item FC 17/22 and FC 20/22 can be found in Part B minutes for this meeting.</p>

	<b>Action: Clerk and JSD to review meeting minutes for commercially sensitive items and record separately as necessary.</b>
<b>FC 29/22</b>	<p><b>Date of future meetings and any other business</b></p> <p>The meeting noted the dates for Full Corporation meetings from September. It is planned to hold all meetings in person. The Clerk will send out meeting invites via Outlook and will include Teams invites for all meetings although it is preferable that governors join meetings in person wherever possible.</p> <ul style="list-style-type: none"> <li>• Thursday 08 Sept 2022, 14:00hrs, Crewe</li> <li>• Thursday 10 Nov 2022, 14:00hrs, Ellesmere Port (NB Lunch with Learners 13:00-14:00hrs)</li> <li>• Thursday 15 Dec 2022, 14:00hrs, Crewe (NB Christmas Lunch for Governors 12:00-14:00hrs)</li> <li>• Friday 27 Jan 2023, 09:00hrs Strategy Day – Ellesmere Port</li> <li>• Thursday 28 Mar 2023, 14:00hrs, Ellesmere Port (NB Lunch with Learners 13:00-14:00hrs)</li> <li>• Thursday 06 July 2023, 14:00hrs, Crewe (NB Barbecue for Governors 17:00hrs)</li> </ul>
	<b>The meeting closed at 16:43hrs</b>

Chair's signature: ..... Minutes produced: 20 July 2022

Chair's approval: 26 July 2022 Report made to Corporation, for approval: 08 Sept 2022