

MINUTES OF FULL CORPORATION MEETING HELD ON THURSDAY 12 DECEMBER 2024 – 14:00HRS

CREWE CAMPUS

Mrs Sarah Bailiey	(SB)		Crewe
Mrs Bev Barlow	(BB)		Crewe
Mr Fintan Bradley	(FB)	Vice-Chair of Governors	Crewe
Mrs Margaret Cheshire	(MC)		Crewe
Mrs Claire Clayton	(CC)		Crewe
Mr Paul Colman	(PC)		Crewe
Mr Jasbir Dhesi	(JSD)	Principal/CEO	Crewe
Mr Jerry Green	(JG)		Crewe
Mr Shane Guildford	(SG)		Crewe
Mrs Sue Harrison	(SHar)		Crewe
Mr Sean Herbert	(SHer)		Crewe
Mr Alex Kertolli	(AK)		Crewe
Mr Davinder Lotay	(DSL)		Crewe
Mr Clive Roberts	(CR)		Crewe
Mr Len Tildsley	(LT)		Crewe
In attendance:			
Mrs Michelle Huntley	(Clerk)	Clerk to the Corporation	Crewe
Mr Philip Burrow	(PB)	Chief Financial Officer	Crewe
Mrs Helen Nellist	(HN)	Deputy Principal/Deputy CEO	Crewe
Mrs Ruth Szolkowska	(RS)	Vice Principal Innovation, Curriculum & Quality	Crewe
Mrs Lisa Woodman	(LW)	Executive Director OD &HR – Items 03 & 04 only	Crewe
Mrs Michelle Petruzzelli	(MP)	Observer	Crewe
Mr Andrew Tyley	(AT)	Observer	Crewe

PART A MINUTES

Reference			
FC 50/24	Apologies for absence and declarations of interest		
	The Chair welcomed all governors and Mr Andrew Tyley, who served the college as an Interim Chief Financial Officer and was attending the meeting as an observer.		
	Attendance was as recorded above. Apologies had been received and were accepted from, Lesley Davies CBE, Ms Maggie Ayliffe, Mr John Kiely, Mr Kenny Murray, Ms Thelma Chigwada and Mr Mike Braun.		
	There were no declarations of interest made.		
FC 51/24	Corporation Membership Mrs Margaret Cheshire and Mrs Claire Clayton left the meeting for the discussion about their respective re-appointments.		
	The meeting noted the paper which had been sent to all members in advance of the meeting. The		

Chair advised the meeting that the Chairs' Committee recommend the re-appointment of Mr Mike Braun as an Associate Governor and Mrs Margaret Cheshire and Mrs Claire Clayton as External Governors after having considered their individual attendance records; commitment to the College over and above attendance at formal meetings; quality of contribution to discussion at meetings and the value of the member's expertise, experience and/or interests to the work of the governing body. A copy of the summary information considered was noted in the meeting.

The Corporation APPROVED the re-appointment of Mr Mike Braun as an Associate Member with effect from 01 Jan 2025 for a 1year term of office up to 31 December 2025.

The Corporation APPROVED the re-appointment of Mrs Margaret Cheshire as an External Governor from 01 January 2025 for a 4year term of office until 31 December 2028.

The Corporation APPROVED the re-appointment of Mrs Claire Clayton as an External Governor from 01 January 2025 for a 4year term of office until 31 December 2028.

Mr Margaret Cheshire and Mrs Claire Clayton re-joined the meeting, and the Chair confirmed the Corporation's decision to re-appoint each of them from 01 January 2025 for a 4year term of office until 31 December 2028.

Action: Clerk to contact Mr Mike Braun and confirm the Corporation's decision to reappoint him for a further lyr term of office.

The meeting noted that as detailed in the paper to Corporation, the Chairs' Committee interviewed Mrs Michelle Petruzzelli on 25 November 2024. Mrs Petruzzelli has experience working as an international HR Director where she has gained management and leadership skills working with a diverse group of people from a variety of social and educational backgrounds, cultures, and management levels, up to and including Board level. Mrs Petruzzelli is enthusiastic about the education and development of others and the positive difference this can make to individuals, organisations, and the community.

The Corporation considered and APPROVED the RECOMMENDATION from Chairs' Committee to appoint Mrs Michelle Petruzzelli from 01 January 2025 for a probationary year as an External Governor.

Mrs Michelle Petruzzelli joined the meeting as an observer and the Chair confirmed the Corporation's decision to appoint her as an External Governor for a probationary year from 01 Jan 2025.

The meeting also noted the following:

- Mr Fintan Bradley will complete his term of office on 31 July 2025.
- The Chairs' Committee is seeking to recruit a new governor with experience of the education sector and ideally with knowledge and experience of supporting vulnerable learners and learners with special educational needs and disabilities.
- The Chairs' Committee is also seeking to recruit more external governors ideally with legal knowledge; knowledge of the green skills agenda; knowledge of local government and devolution; knowledge of the FE sector and funding.
- Interviews will be held during the spring term and any recommendations will be brought to Board for approval.

The Chair asked Mr Alex Kertolli, Mr Shane Guildford, Mr Sean Herbert, Mrs Helen Nellist, Mrs Ruth Szolkowska and Mr Philip Burrow to leave the meeting as it moved to confidential business. The Chair welcomed Mrs Lisa Woodman, Executive Director OD & HR to join the meeting.

FC 52/24 Remuneration Committee – Annual Report & Recommendations

The meeting noted the paper which had been sent to all members in advance of the meeting. The Chair advised the meeting that Mrs Lisa Woodman, Executive Director OD & HR would lead this item. Dhesi will speak about HN, RS and MEH, as necessary. This full minute was recorded confidential business see Part B minute FC 52/24.

- The remuneration committee meets twice a year to review the performance and remuneration of the Senior Post Holders and the Clerk.
- Governors were reminded about the full documentation provided to the Remuneration Committee which gives details of each senior post holder's performance and the recommendation considered by the Remuneration Committee.

Mrs Helen Nellist, Mrs Ruth Szolkowska and Mr Philip Burrow rejoined the meeting.

FC 53/24 Pay Award 2024-25 Update

There was no paper for this item. The Principal gave a verbal update to the meeting and the full minute was recorded as confidential business. See Part B minute FC 53/24.

Mr Alex Kertolli, Mr Shane Guildford and Mr Sean Herbert re-joined the meeting.

FC 54/24 Minutes of meeting 17 September 2024 and matters arising from previous minutes

The minutes were reviewed for accuracy, and it was **RESOLVED** to accept the Part A and Part B minutes from 17 September 2024.

The following action log update was noted:

148 – Data was provided by Mr Chris Baggs and was shared with governors via the Clerk's Email on 26 November 2024. **CLOSED**.

142 and 149 are on target for timely completion.

ALL other actions completed and **CLOSED**.

The meeting also noted the minutes from the two Self-Assessment Review meetings held on 11 and 26 September 2024.

FC 55/24 Approval of LGPS Policy Statement

The meeting noted the paper which had been sent to all members in advance of the meeting. JSD, spoke to the paper and the following points were noted:

- This policy is reviewed annually by the Corporation and covers the College's approach to controlling discretionary pension payments.
- The Cheshire Pension Fund administer the College's Local Government Pension Scheme.
- The only change is the date.
- This document belongs to the Cheshire Pension Fund but describes the way the College implements the fund.

It was RESOLVED to APPROVE the LGPS Policy Statement.

Action: Clerk to arrange for updated LGPS policy to be uploaded to the College website.

FC 56/24 Assurance 2023-24:

The meeting noted the papers which had been sent to all members in advance of the meeting. The papers included a full copy of the Internal Audit Service Annual Report a full copy of the Audit & Risk Committee's Annual Report to Corporation & the Chief Accounting Officer, each of which had been scrutinised by the Audit & Risk Committee in October and November, respectively. Mr Fintan Bradley, gave a brief verbal report to the meeting and the following points were noted:

Audit & Risk Committee Annual Report

- The Audit & Risk Committee's Annual Report includes reference to the internal auditors' annual report by RSM and the assurances from Cooper Parry, external auditors.
- Internal Audit Service Annual Report (RSM): A copy of this annual report was presented to, and scrutinised by, the Audit & Risk Committee on 01 October 2024. A summary of the key points from the internal auditor's annual report are included in the Audit & Risk Committee's annual

report.

- The Corporation has adopted the new AoC Colleges' Code of Good Governance, and the committee received a review of the Corporation's compliance against the requirements thereof, on 21 November 2024.
- The opinion of the Committee is that the College's risk management, control and governance processes are adequate and effective and may be relied upon by the Governing Board. The College uses 4Risk for Risk Management. The evidence upon which the Committee has relied in reaching its opinion is set out, or referred to, in the auditors' reports.
- **Self-Assessed Regulatory Questionnaire:** This was approved by the committee in October 2024 and is recommended to the Corporation Board for approval.

It was RESOLVED that the Corporation Board accept and APPROVE the Self-Assessed Regulatory Questionnaire

The Audit & Risk Committee recommend the Annual Audit & Risk Committee Report to Full Corporation & the Chief Accounting Officer.

It was RESOLVED that the Corporation APPROVE the Audit & Risk Committee Annual Report and Mr Fintan Bradley will sign the report for the College records.

Financial Statements Auditors' Management Letter

- Mr Philip Burrow, Chief Financial Officer advised the meeting that the external auditors, Cooper Parry, have reviewed the College's accounts and financial statements to assure the Audit & Risk Committee (A&R) and Finance & Resources Committee (F&R) that the accounts are accurate and future assumptions prudent.
- The few recommendations from 2022-23 have all been completed.
- The College received a clean audit from Cooper Parry, with no material findings for 2023-24. A
 few minor one-off findings have already been addressed.
- The last action is the approval and signing of the accounts today by the Corporation, then Cooper Parry will submit the final management letter.

It was RESOLVED that the Corporation accept and APPROVE the Management Letter provided by Cooper Parry and the Chair and Principal will sign the letters of representation.

Action: Chair and Principal to sign the letters of representation.

FC 57/24 Approval of audited accounts for period ending 31 July 2024

The meeting noted the papers which had been sent to all members in advance of the meeting. Mr Philip Burrow, Chief Financial Officer gave a brief verbal report to the meeting.

- The Corporation noted that the external audit went very well.
- The Audit & Risk and Finance & Resources Committees reviewed and endorsed the draft Financial Statements, and the letters of representation at the meeting on 21 November 2024 and recommend that they are all approved and signed by the Corporation at this meeting and submitted as necessary to the ESFA by 31 December 2024.

The Financial Statements were APPROVED by the Corporation on 12 December 2024 and will be signed by the Chair and Principal.

The Letters of Representation were APPROVED by the Corporation and will be signed by the Chair and Principal.

Action: Chief Financial Officer was authorised to submit the signed documents, management letter, audit committee annual report and finance record in the required format, to ESFA by 31 December 2024; and

Action: Chief Financial Officer to upload the signed Financial Statements and Modern Slavery Statement to the College website by 31 January 2025.

FC 58/24 Chief Executive's Update There was no paper for this item as agreed previously with the Corporation. Mr Jasbir Dhesi (JSD), Principal and CEO gave a verbal report, and full minute was recorded as commercially sensitive information under Part B minute FC 58/24. FC 59/24 Clerk's Report The meeting noted the papers which had been sent to all members in advance of the meeting. Mrs Michelle Huntley, Clerk to the Corporation asked the meeting to note the following: **Attendance Update** The Clerk maintains an attendance record and reports attendance for individuals, committees, and Board annually in September. Following the report in September 2024 the Clerk was asked to review attendance figures without student governors' attendance. Non-attendance of student governors at governance meetings in 2023-24 adversely affected attendance statistics. The Clerk has recalculated the governance attendance information without student governors and the following should be noted: There was 81% attendance for Full Corporation Board meetings (77%) including student governors. Committees, attendance was: 90% overall, or 85% including student governors. Overall attendance for all meetings was 86% or 81% including student governors. To address the issue of student governor attendance, the Clerk has worked with Joanne Stewart, Participation & Learning Resources Manager, to agree a support and engagement programme for student governors in 2024-25. Student governor attendance in 2024-25 has been 100% at committee meetings and 100% at Corporation meetings. Link Governors for 2024-25 The Board promotes the use of a Link Governor Programme where individual governors are linked with curriculum and support function areas depending upon their interests and/or areas Several changes will be made in 2024-25 to accommodate governors who have joined the Board during 2023-24 and to help with succession planning for 2025-26. The Board NOTED and APPPROVED the new list of link governors. Action: Clerk to work with the Assistant Principal Quality to ensure that all ADs are aware of the proposed changes and that governors are supported with their respective link duties. Governors' Development Plan 2024-25 All external governors, both full and associate members, participate in the annual performance development review (PDR) cycle. This involves a formal meeting with either the Chair or the Vice-Chair and a discussion of centred around a structured completed self-review form. Governors are invited to identify areas for development and to give feedback on their individual performance and their perception of the performance of the Chair of Governors, their respective Committee Chair(s), the Clerk and the interface between the Board and the Executive Leadership Team. In 2024-25 a programme of bite-size briefings will be used to ensure the development of governors' greater collective understanding of the FE sector and of specific activities monitored by governors at committee and Board level. Some sessions will be provided via Teams with a live Q&A session, and some will be pre-recorded. The Board NOTED and APPPROVED the Governor development Plan 2024-25. FC 60/24 **Verbal Reports from Committee Chairs:** The meeting noted the papers which had been sent to all members in advance of the meeting. The

papers included links to relevant detailed committee papers where appropriate. Each Committee Chair gave a brief account of the key points from their committee meetings held during the autumn term and asked the Board to note and approve the respective recommendations. Part of the report

from the Finance & Resources Committee on 26 September was recorded as Part B minute FC 60/24.

Chairs - 21 Oct 2024 - Reported by Mr Fintan Bradley, Vice Chair of Governors:

- Received a verbal briefing about the College's preparation for the upcoming Ofsted inspection and how the communications would be managed after the event to staff and governors.
- AGREED to sign off the Digital Strategy, per delegated authority from the Board in July 2024.
- Discussed a variety of governance matters including succession planning, recruitment, skills development, KPIs and initial plans for Governors' Day 2025.
- RECOMMEND the Chairs' Committee annual report for 2023-24 to governors.

The Board APPROVED the Chairs' Committee Annual Report.

Audit & Risk – 01 Oct 2024_Reported by Mr Fintan Bradley, Committee Chair:

- The college is transitioning from an interim financial leadership team to a new permanent financial leadership team. Thanks to AT, FM, and the rest of the college leadership team for the work done.
- External audit was not finished, but the committee has received positive reports on planning for both internal and external audit work.
- Good annual reports have been received on health & safety, GDP, and Whistleblowing.
- RECOMMEND the Risk Appetite Statement FOR APPROVAL to the Board.

The Board APPROVED the Risk Appetite Statement.

Audit & Risk - 21 Nov 2024 Reported by Mr Jerry Green, Vice Committee Chair

- Generative Al: It is imperative to have good digital governance structures in place and HN gave
 assurance that the college has a digital strategy which includes reference to the college's digital
 governance structures. An annual report against the digital strategy action plan will come to
 governors, via the Finance and Resources Committee.
- Roll out of 4Risk is underway: It will be challenging to have the same methodology for risk
 management across the whole organisation as demonstrated in the meeting where the college
 must comply with risk reporting in a specific format for the local authorities and a different format
 for the Department for Education.
- Health & Safety: The fire safety audit has given good external assurance. The college's approach and standards are working well.
- Financial audit: Cooper Parry completed extensive audit work and noted only isolated instances within an increased sample size. Both internal and external audits went smoothly and both RSM and Cooper Parry were complimentary about CCSW's commitment.
- RECOMMEND the Prevent Strategy 2024-27 FOR APPROVAL.
- COMMEND the completed Code of Good Governance Compliance to the Board.
- COMMEND the Audit & Risk Committee's 2023-24 self-assessment document to the Board.

The Board APPROVED the Prevent Strategy 2024-27.

The Board NOTED the completed Code of Good Governance Compliance and the Audit & Risk Committee's 2023-24 self-assessment document.

Q: When can governors receive more information about how the college is training staff and learners about using generative AI?

A: There is a working group led by Sarah Wiliams who presented the Digital Strategy to Board in July 2024. The strategy includes the identification of appropriate CPD for staff, and 160 teaching staff have completed the initial JISC tool self-assessment to identify their current level of knowledge and areas for improvement. The plan is to use this self-assessment tool with all staff, then governors and learners too.

A: SW did a pilot session with AK (student governor) and gave an update about the planned digital skills programme.

RS asked governors to note the excellent work being undertaken by Sarah Williams. SW will also be piloting use of a minute-taking tool.

Finance & Resources – 26 Sept 2024 Reported by Mrs Margaret Cheshire:

- The Terms of Reference will be updated to include reference to Human Resources.
- Capital and buildings work is progressing as planned on time and within budget.
- RECOMMEND the Finance & Resources Committee Annual Report 2023-24 to Board.
- RECOMMEND the updated Financial Regulations to the Board FOR APPROVAL.
- The balance of this report was recorded as Part B minute FC 60/24.

The Board APPROVED the Finance & Resources Committee Annual Report. The Board APPROVED the Financial Regulations.

Finance & Resources – Procurement Meeting – 10 Oct 2024 Reported by Mrs Margaret Cheshire:

 RECOMMEND the Board note and ratify the decision the F&R Committee unanimously AGREED to appoint Senate Mech Ltd as the Principal Contractor to undertake the decarbonisation works at Ellesmere Port campus.

The Corporation Board RATIFIED the decision to appoint Senate Mech Ltd as the Principal Contractor to undertake the decarbonisation works at Ellesmere Port campus.

Finance & Resources – 03 December 2024 Reported by Mrs Margaret Cheshire:

The Committee received:

- Assurance that capital projects are being closely monitored and are in hand.
- Clarity about the current budget position and the links to learner numbers and funding streams.
- A comprehensive update about a variety of HR topics including key performance indicators and the results of the staff survey from August 2024.

Curriculum & Quality - 14 Oct 2024 Mr Len Tildsley, Committee Chair reported:

- The Committee APPROVED the complete SAR.
- The two Student Governors gave a presentation to the meeting about the tutorial programme identifying several positives and some areas for development such as more interaction in sessions and more input on current affairs to build the rounded learner.
- Report on learner performance was useful; requested more narrative in the future like WBL report.
- Attendance and retention detailed report was noted, with data shred by curriculum and campus. Good to see enrolment target has been achieved albeit subject to attrition before 42day deadline.
- RECOMMEND the Curriculum & Quality Committee Annual Report to Board.

The Board APPROVED the Curriculum & Quality Committee Annual Report.

Curriculum & Quality - 25 Nov 2024

- Student governor presentations are a fantastic addition to the agenda and are good practice.
- Counselling wait times are a concern; there are some good ideas around signposting to external support but a Tyear wait time is unsustainable as a service.
- Ofsted visit and report has been successful in terms of overall outcomes. Congratulations to the leadership team and all staff. Strengths seem to refer to 'most' students and this is an achievement in an FE college working with 16-19 and adult learners.
- Data recording in the CIP needs to be contextualised against the same point in the previous year. Curriculum areas are driving towards very high attendance and achievement across all provision which is a key performance indicator.
- Staffing is a national sector issue but is impacting significantly on some areas. Utilising members of the graduate programme seems a good strategy and is a great opportunity for HE learners.

Q: When will a decision be made about the process to be used for the compilation and approval by Board of the Self-Assessment Review (SAR) for 2024-25?

A: The process used for the compilation of SAR 2023-24 was beneficial. The earlier completion meant that

all areas had an improvement plan from the start of the new academic year. The small working group worked well, but we also need link governors to be well-informed. Action: RS to bring a proposal to C&Q in March 2025, for the compilation and approval by Board of the Self-Assessment Review (SAR) for 2024-25. FC 61/24 Governor KPIs for 2023-24 and 2024-25 The meeting noted the paper which had been sent to all members in advance of the meeting. The Clerk made a brief verbal presentation, and the following points were noted: The Corporation approved the Governance KPIs for 2023-24 in December 2023 and a progress report was made to the Chairs' Committee in April 2024. The Chair and Clerk updated the progress information for each KPI in November 2024 and each KPI has been met. It is proposed to use the same KPIs for 2024-25, with appropriate measurable targets being added. The Corporation APPROVED the rating and closure of Governance KPIs for 2023-24; and APPROVED the use of the same KPIs, with appropriate measurable targets for 2024-25. FC 62/24 Governors' Day Agenda - February 2025 The meeting noted the paper which had been sent to all members in advance of the meeting. The Principal made a brief verbal presentation, and the following points were noted: The theme for the day will be Learners-Students-Apprentices-Young people. There will be two sessions led by external speakers one about transgender awareness and one about generational difference. Both topics have an impact for our whole workforce and the sessions will give the Board an insight into what it is like for young people in college and in work settings. It will also shed light on the challenges faced by leaders. There will be an input and work group session with members of the student senate. The final session will involve the Board in giving a steer for the College Strategy 2025-2028, and then JSD and HN will run the strategy development sessions with staff. The Corporation APPROVED the proposed agenda for the Governors' Day 2025. FC 63/24 Confidential business to be noted The meeting agreed that the Clerk and Principal will identify the confidentially sensitive items from this meeting to be recorded as commercially sensitive information. It was agreed to record minutes FC 52/24, FC 53/24, FC 58/24, and some parts of FC 60/24 as Part B minutes. Action: JSD and Clerk to identify items from this meeting to be recorded as commercially sensitive information. FC 64/24 Key things to note from this meeting Mr Len Tildsley asked the meeting to note the following key points from the meeting: Decisions have been made about the Corporation membership and recommendations from the

- Remuneration Committee about Senior Post Holder positions.
- The Board noted the college's risk management approach and having taken assurance from reports provided by the Audit & Risk Committee, the internal audit provider and the financial audit provider APPROVED the Financial Statements and letters of representation for signature by the Principal and Chair of Governors and their submission to the ESFA by 31 December 2024.
- The Principal/CEO provided an update for governors on the national position in respect of further education and the matters which governors need to be mindful of as they start to think about the College Strategy 2025-28.
- The Corporation noted all the Committees' annual reports and the level of robust scrutiny by governors to gather assurance across all the College's activities and the Board approved all

	committee recommendations.					
	• The Governance KPIS for 2023-24 were all met and appropriate KPIs have been approved for 2024-25; along with the agenda for the Governors' Day 2025.					
FC 65/24	Date of future meetings and any other business					
	 Governors noted the planned meetings in 2025: Friday 14 Feb 2025, 08:30hrs Governors' Day – Ellesmere Port Thursday 27 Mar 2025, 14:00hrs, Ellesmere Port (N.B. Lunch with Learners 13:00-14:00hrs) Tuesday 08 July 2025, 14:00hrs, Crewe (NB Barbecue for Governors 17:00-18:00hrs) All meetings will be held in person, with governors having the option to join via Teams by prior agreement with the Clerk. The Chair noted that this has been a long, hard, term and all staff and leaders should be congratulated and thanked for their hard work and excellent achievements. Cheshire College is a strong, GOOD college, and this is due in part to the Board's work, support, scrutiny, and challenge, so a big thank you to all governors too. The Chair wished all meeting attendees a Merry Christmas. 					
	Meeting closed at 16:06hrs					

Chair's signature	:	
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Minutes produced : 19 December 2024 Chair's approval : 20 December 2024

Board approval : 25 March 2025 Report made to Corporation : 25 March 2025