

MINUTES OF FULL CORPORATION MEETING

HELD ON THURSDAY 14 DECEMBER 2023 – 14:00HRS CREWE CAMPUS

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Ms Maggie Ayliffe	(MA)		Crewe
Mrs Bev Barlow	(BB)		Crewe
Mrs Debbie Bryce	(DB)		Crewe
Mr Len Closs	(LC)		Crewe
Mr Paul Colman	(PC)		Crewe
Mr Jasbir Dhesi	(JSD)	Principal/CEO	Crewe
Mr Shane Guildford	(SG)		Crewe
Mrs Sue Harrison	(SHar)		Crewe
Mr Sean Herbert	(SHer)		Crewe
Mr John Kiely	(JK)	Chair of Finance & Resources Committee	Crewe
Mr Davinder Lotay	(DSL)		Crewe
Mr Clive Roberts	(CR)		Crewe
Ms Wiki Byrdak	(WB)		Crewe
Mr George Jenkinson	(GJ)		Crewe
Mr Ben Whitaker	(BW)		Crewe
In attendance:			
Mrs Michelle Huntley	(Clerk)	Clerk to the Corporation	Crewe
Mr Michael Norton	(MN)	Chief Financial Officer	Crewe
Mrs Helen Nellist	(HN)	Deputy Principal/Deputy CEO	Crewe
Mrs Ruth Szolkowska	(RS)	Vice Principal Innovation, Curriculum & Quality	Crewe

PART A MINUTES

Minute Reference			
FC 70/23			
	The Chair welcomed all governors.		
	Attendance was as recorded above – apologies had been received and were accepted from Mrs Sharon Wallace, Mr Jerry Green, Mr Fintan Bradley, Ms Lesley Davies and Mr Mike Braun.		
	There were no declarations of interest made.		
FC 71/23	Corporation Membership		
	Mr Davinder Lotay left the meeting.		
	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 Mr Davinder Lotay as an External Governor 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 following points were also noted:

- Mr Davinder Lotay sits on Audit & Risk Committee and Remuneration Committee, and is an active link governor for both Health & Safety across all campuses and is link governor for Science, Business & IT.
- Mr Mike Braun is an excellent contributor at Audit & Risk who offers both support and challenge. MB joined the Corporation in January 2017 and is a co-opted member on A&R. Qualified accountant and risk expert.

The Corporation APPROVED the re-appointment of Mr Davinder Lotay as an External Governor from 01 January 2024 for a 4year term of office until 31 December 2027.

The Corporation APPROVED the re-appointment of Mr Mike Braun as an Associate Member with effect from 01 Jan 2024 for a 1year term of office up to 31 December 2024.

Mr Davinder Lotay re-joined the meeting, and the Chair confirmed the Corporation's decision to re-appoint him for a further 4yr term of office.

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 Claire Clayton on 20 November. Mrs Clayton has a background in digital skills with a large, local company where she has expertise to assess staff members' digital skills and provides learning opportunities to develop staff members' digital skills to meet company needs. Mrs Clayton does not have any board experience; however, she is keen to learn, undertake training and to share her skills and knowledge to add value to the College's digital strategy. She is prepared to give time to being a governor and has the support of her employer. The Corporation had identified the need to recruit a board member with digital skills expertise.

The meeting noted that as detailed in the paper to the Corporation, the Chairs' Committee interviewed Mrs Margaret Cheshire on 27 November. Mrs Cheshire has extensive experience from working within Human Resources, Learning & Organisational Development for two large, local companies. Throughout her career she has promoted the importance of relevant, local further and higher education and influenced businesses to offer high quality apprenticeships as they build an enduring positive culture of local commitment and benefit for all stakeholders. Mrs Cheshire has experience as a school governor and as a Trustee of a Multi-Academy Trust.

The Corporation considered and APPROVED the RECOMMENDATIONS from Chairs' Committee to appoint Mrs Claire Clayton and Mrs Margaret Cheshire from 01 January 2024 each for a probationary year as External Governors.

Action: Clerk to contact Mrs Claire Clayton and Mrs Margaret Cheshire and advise them of the Corporation's decision.

The meeting noted that the Corporation said their formal goodbye to Mr Len Closs earlier today as he leaves the Corporation on 31 December 2023. Mr Closs was presented with a piece of artwork produced by a learner at the College, as a leaving gift.

Mrs Sharon Wallace is also leaving on 31 December 2023. Mrs Wallace was thanked formally at Audit & Risk Committee on 23 November and the College will be sending a thank you gift to Mrs Wallace.

Both Mrs Wallace and Mr Closs have been actively involved as governors, they will be much missed as colleagues, and we all wish them well for the future.

The Corporation AGREED to reduce the number of External Members from 13 to 12 with immediate effect, as recommended in the Corporation paper.

Action: Clerk to update the number of External Members from 13 to 12 within the Standing Orders with immediate effect.

FC 72/23 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 College's Local Government Pension Scheme is administered by the Cheshire Pension Fund.
- 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 receive and APPROVE the LGPS Policy Statement.

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

FC 73/23

Minutes of meeting 13 November 2023 and matters arising from previous minutes

The minutes were reviewed for accuracy and approved.

It was RESOLVED to accept the Part A minutes from 13 November 2023 and the Chair signed the minutes.

The action log from this meeting was reviewed under Part B minute FC 69/23 of today's meeting.

FC 74/23 | Assurance 2022-23:

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 Davinder Lotay, 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 04 October 2023. 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 AoC Colleges' Code of Good Governance, and the committee received a review of the Corporation's compliance against the requirements thereof, on 23 November 2023.
- 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.

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

It was RESOLVED that the Corporation accept and 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 Michael Norton, 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 2021-22 have all been completed.
- The College received a clean audit from Cooper Parry.
- 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 75/23

Approval of audited accounts for period ending 31 July 2023

Mr Michael Norton, Chief Financial Officer gave a brief verbal report to the meeting.

- The Corporation noted that the external audit went very well.
- The out-turn figures are unchanged since the report to Finance & Resources Committee in October 2023.
- The Audit & Risk and Finance & Resources Committees reviewed and endorsed the
 draft Financial Statements, and the letters of representation at the meeting on 23
 November 2023 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
 2023.

The Financial Statements were APPROVED by the Corporation on 14 December 2023 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 2023; and

Action: Chief Financial Officer to upload the signed Financial Statements and Modern Slavery Statement to the College website by 31 January 2024.

FC 76/23

Policies for ratification

The meeting noted the papers included in the Corporation pack and the following points were noted:

- **Modern Slavery Statement**: This is reviewed annually, and approval will move to the Full Corporation meeting in September each year from Sep 2024.
- Per agreement with Finance & Resources Committee the wording at 5.4 will be changed from 'encourage' to 'expect'.

Action: Clerk to amend wording at 5.4 from 'encourage' to 'expect'.

Subject to the above amendment, the Modern Slavery Statement was APPROVED by the Corporation and will be signed by the Chair and Principal.

- Exams Contingency Policy: This policy will usually go to C&Q Committee. It examines the potential risks and issues that could cause disruption to the exams process at Cheshire College South and West (CCSW). By outlining actions/procedures to be invoked in case of disruption it is intended to mitigate the impact these disruptions have on our exam process.
- Every time the College has a JCQ audit, there is likely to be an amendment to this policy. This time there was a list of potential external venues added at 3.1.6.a.

The Examinations Contingency Policy was APPROVED by the Corporation without any further amendments. It is due for review again for June 2024.

• Student Protection Plan – HE: This will usually be reviewed by C&Q Committee.

Q: In paragraph 1.5 it references the approval process, so can this be updated? A: Yes.

Action: Clerk to discuss amending paragraph 1.5 with RS as necessary.

Subject to the above amendment, the Student Protection Plan – HE, was APPROVED by the Corporation.

FC 77/23 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 the following headings were noted and discussed. The update covered the following items:

- Impact of Israel/Gaza conflict
- Devolution (Cheshire & Warrington)
- Local Authority Landscape

Israel/Gaza Conflict: since the conflict started there have been no issues specifically related to the conflict, but there has been shared guidance for PDTs and the tutorial schemes of learning.

Q: Silence is not always a good thing. In HE, some people are scared to speak about how they feel about concerns. I was recently at a university where students felt their concerns were not being dealt with. Have learners said anything at CCSW?

A: We do provide opportunities for students to raise matters, and nothing has been raised.

Each of the student governors were invited to speak and all three felt that there was no suppression of issues at CCSW.

Q: Should CCSW do something proactive in the new year to share the message that in a troubled world there is a safe space for you to use?

A: That is a good idea, we will consider that.

A governor reported that their apprentice had reported to their employer that British Values are discussed at CCSW.

Devolution: JSD showed a one-minute video about local government and how the structures are changing. The meeting noted that devolution will happen for Cheshire & Warrington, and it is likely to be a Level 2 deal which will mean there is no Mayor. The main impact for the College

will be the impact on the devolvement of the Adult Education Budget (AEB) and use of the UK Shared Prosperity Fund.

Q: Do local authorities have to spend their funds on AEB?

A: No, but the funds must be spent on skills, so what qualifies as AEB can be adjusted.

Q: What does 'oversight' of post-16 technical skills and careers provision mean?

A: It means that a formal board must be set up to garner oversight.

Local Authority Landscape: The meeting noted the College campuses sit within 2 local authorities: Cheshire West & Chester, and Cheshire East. However, the region within which the College is located includes Warrington. The financial stability within each of these three local authorities will have an impact on the College, especially if any of them declare Section 114 – the inability to deliver a balanced budget.

There was an extensive discussion about the implications for the College and its learners about all three of the above issues.

The Principal will give a further national context update at the Governors' Day in January 2024.

The meeting broke for a 5minute comfort break.

FC 78/23 **Verbal reports from committee chairs:**

Mr Len Closs, Chair of Curriculum & Quality reported the following points to be noted from C&Q meetings in term one: Some points were noted under Part B FC 78/23.

Curriculum & Quality - 16 Oct 2023

• The Committee RECOMMEND the Curriculum & Quality Committee Annual Report to Full Corporation in December. The report was noted.

Curriculum & Quality - 27 Nov 2023

- Following the Corporation's SAR meeting on 13 November, authority was delegated to C&Q to review the updated SAR and CIP. The Committee RECOMMENDS the College's Self-Assessment Report (SAR) 2022-23 to the Corporation (Minute FC 69/23).
- College KPIs were scrutinised and approved.
- It was agreed that C&Q governors will receive a monthly report on College KPIs including attendance.
- RS will bring benchmarking data to the March C&Q meeting for further scrutiny.

Mr John Kiely, reported the following items to be noted from Chairs' Committee during term one:

Chairs - 09 Oct 2023

- The Committee RECOMMEND the Chairs' Committee annual report for 2022-23 to governors in December 2023. The report references 96.67% attendance, together with the work undertaken in respect of the External Board Review and the Annual Strategic Conversation with FEC/ESFA.
- Corporation membership and succession planning were considered.

Chairs' - 20 Nov 2023

- RECOMMEND the appointment of Mrs Claire Clayton to the Corporation as an External Governor, initially for a probationary period of Iyear from 01 January 2024-31 December 2024. (Minute FC 71/23)
- RECOMMEND to Corporation on 14 December to re-appoint Mr Mike Braun as an Associate Governor for another Tyr term from 01 Jan 2024-31Dec 2024. (Minute FC 71/23)

- RECOMMEND to Corporation on 14 December to re-appoint Mr Davinder Lotay as an External Governor for his second 4yr term of office from 01 Jan 2024-31 Dec 2027. (Minute FC 71/23)
- RECOMMEND the appointment of Mrs Margaret Cheshire to the Corporation as an External Governor, initially for a probationary period of Iyear from 01 January 2024-31 December 2024. (Minute FC 71/23)
- Ask Corporation to note the closure of Governance KPIs for 2022-23 and RECOMMEND the Governance KPIs for 2023-24 (Minute FC 79/23).
- Discussed and planned the Governors' Day agenda (Minute FC 80/23).

Mr Davinder Lotay reported the following items to be noted from Audit & Risk Committee meetings during term one:

Audit & Risk - 03 Oct 2023

• The Committee RECOMMEND the Self-Assessment Review Questionnaire (SARQ) to Full Corporation for signing in December 2023.

The Corporation APPROVED the SARQ for signing.

• **RECOMMEND** the Risk Appetite Statement to the Corporation in December 2023.

The Corporation APPROVED the Risk Appetite Statement.

• The Committee received the annual Health & Safety report, and the Internal Auditors' Annual report.

Audit & Risk - 23 Nov 2023

- RECOMMEND the Audit & Risk Committee's annual report for 2022-23 to the Corporation meeting on 14 December 2023. (Minute FC 74/23).
- Finance & Resources Committee and members of the Audit & Risk Committee APPROVED the Financial Statement documents. (Minute FC 74/23).
- RECOMMEND the Financial Statements and Management Letter to Corporation on 14 December 2023. (Minute FC 74/23).
- Received the first internal audit report on Curriculum Planning which was rated as giving substantial assurance and included some suggestions for improvements. Noted the work of the advisory boards.
- Reviewed the risk register and agreed some amendments to be made after the November meeting. Using 4Risk software.

Mr John Kiely reported the following items to be noted from the Finance & Resources meetings during term one:

Finance & Resources - 28 Sept 2023

- RECOMMEND the Finance & Resources Committee Annual Report 2022-23 to the Full Corporation Board in December 2023. The Committee held 4 meetings with 86% attendance. 15 policies were reviewed.
- Reviewed the first draft of the statutory accounts for 2022-23.

Finance & Resources - 05 Dec 2023

- RECOMMEND the Modern Slavery Statement to the Corporation on 14 December 2023. (Minute FC 76/23).
- Reviewed capital projects and noted the positive impact of Russell Bolton as new project managers.
- Noted land and buildings works and the recent appointment of 2 key members of staff.
- Dealt with various procurement items per financial regulations.
- Noted the increased number of financial decisions required due to capital and revenue projects and agreed to review the Committee's ways of working to ensure that

sufficient robust scrutiny is given to all financial decisions. Will review ways of working in March 2024. FC 79/23 Governor KPIs for 2021-22 and 2022-23 The meeting noted the paper which had been sent to all members in advance of the meeting. The Chair made a brief verbal presentation, and the following points were noted: The Corporation approved the Governance KPIs for 2022-23 in December 2022 and a progress report was made to the Chairs' Committee in April 2023. The Chair and Clerk have updated the progress information for each KPI in November 2023. The Corporation APPROVED the rating and closure of Governance KPIs for 2022-23. The meeting noted the DRAFT Governance KPIs for 2023-24, as considered and recommended by the Chairs' Committee. The Corporation APPROVED the Governance KPIs for 2023-24. Action: Clerk to bring a report against the Governance KPIs to governors in summer term 2024. FC 80/23 Governors' Day Agenda - January 2024 The meeting noted the paper which had been sent to all members in advance of the meeting. The Chair made a brief verbal presentation, and the following points were noted: The agenda has been compiled from priorities identified by governors. The College has invited two external speakers to attend the day to share their experience with developing a college's digital strategy and they will share their thoughts on how to do this as CCSW governors consider the development of CCSW's digital JSD will give governors a review of the national context and will update governors about the Institute of Technology. There will be a focus on CCSW Quality Assurance systems: A reminder about the College's use of Focus5 and what governors can expect to see on a summary page. The day will include workshops as governors have previously expressed their preference to be involved in workshop groups to contribute their ideas and views rather than being 'talked' at for significant parts of the day. The day will be held at the Ellesmere Port campus and start from 08:30hrs with refreshments and will close by 16.30hrs. The Corporation APPROVED the proposed agenda for the Governors' Day 2024. Q: What about the other elements of training governors have requested about link activities and awareness of support for student mental health? **A:** We discussed the best way to offer governor training on link activities and will offer a choice of two training sessions for governors about link activities and resources. We will also offer a choice of two training sessions for governors to raise their awareness of student wellbeing. We thought we would try

an online approach and we will also record the sessions so that anyone who misses them can watch

FC 81/23 Confidential business to be noted

them at their leisure.

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 68/23, FC 69/23 and some parts of FC 78/23 as Part B minutes. Action: JSD and Clerk to identify items from this meeting to be recorded as commercially sensitive information. FC 82/23 **Meeting: review and feedback** The Clerk invited governors to identify the key things they believe should be noted from this meeting and the following points were noted: Governors were briefed about the significant impact that devolution may have on the Adult Education Budget within the three local authorities Warrington, Cheshire West & Chester, and Cheshire East. The Corporation acknowledged and APPROVED the financial statements, letters of representation and the Audit & Risk Committee's Annual Report and will meet the ESFA submission date of 31 December 2023. 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. The Corporation received and APPROVED the recommendations from the Remuneration Committee in respect of Senior Post Holders; and APPROVED the work to undertaken by the Executive Director of OD & HR for the Remuneration Committee to review in May 2024. FC 83/23 Date of future meetings and any other business Friday 26 Jan 2023, **08:30hrs** Planning Day – Ellesmere Port. **In person only**. Thursday 28 Mar 2023, 14:00hrs, Ellesmere Port (NB Lunch with Learners 13:00-14:00hrs) Thursday 06 July 2023, 14:00hrs, Crewe (NB Barbecue for Governors 17:00hrs) All meetings will be held in person, with governors having the option to join via Teams by prior agreement with the Clerk.

Chair's signature: Minutes produced: 20 December 2023

The Chair wished all meeting attendees a Merry Christmas.

Meeting closed at 16:22hrs

Chair's approval: 15 January 2024 Report made to Corporation, for approval: 26 January 2024