

## MINUTES

*Corporation No 142*

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Date: *11/12/2018*  
*(Tuesday)*

Time:

*18:00–20:00*

Venue: *Bowland Suite*

Committee:

*Corporation*

Notes: *Refreshments will be available from 5.30pm*

Present: *Alison Robinson (Principal), Allan Foster (Vice Chairman), Barbara Godby (Co-opted Member), David Hall, Debbie Clayton, Garry Payne, Gerry Corless, Ian Higginbotham, Irene Ainsworth, Jane Booker, Richard Furnival and Stuart Heys (Chairman)*

Attending: *John Wherry (Deputy Principal), Richard Morris (Deputy Principal) and Steven Downham-Clarke (Vice Principal)*

Clerks: *Ron Matthews (Clerk) and Susan Robinson (Deputy Clerk)*

Apologies: *John Morphet, Julie Hughes and Richard Hughes*

## Public Minutes

Item           Item description:

**93.18           *Attendance of Members of Management***

*Decision*

**The Standing Orders state that:**

*As a matter of policy all meetings of the Corporation and its Committees will be held in private. The agendas and minutes and supporting papers of its public business will be made available to the general public.*

*However:*

*(a) The Principal shall be authorised to invite members of staff to attend in their employed capacity for both public and confidential business as appropriate and in accordance with Standing Order 25.*

*(b) The Corporation however, may exclude members of staff from attending any business that it deems necessary.*

*(c) Attendance by other persons shall be at the discretion of the Corporation following advice from the Principal or Clerk.*

**Resolved:**

**That Management be in attendance for the public and confidential agenda items.**

**94.18           *Apologies for Absence***

*Record*

Apologies for absence were received from John Morphet and Richard Hughes. Julie Hughes had attended the Self-assessment training event as her last meeting though her official retirement from the Board was 31 December 2018.

**95.18           *Public Minutes of Previous Meeting***

*Decision*

The public minutes of meeting number 141 held on Tuesday 23 October 2018, published on the extranet, were signed and agreed as a true and correct record of the meeting.

**96.18           *Declarations of Interest***

*Record*

Barbara Godby left the room at item 109.18, Governor Recruitment.

There were no other declarations of interests made in respect of items on the public agenda.

**97.18**      ***Chair's Opening Remarks***

*Information*

The Chair welcomed all to the meeting. The matters he wished to discuss were included in agenda items and would be discussed at those points during the meeting.

**Resolved:**

**That the Chair's opening remarks be received.**

**98.18**      ***Report of the Myerscough Students Union***

*Decision*

Corporation gave consideration to the Myerscough Students Union report for the Autumn Term.

Members noted the activities which included, social, community and charitable events along with the timetable of events. A survey had been held amongst the students to highlight a charitable organisation for the MSU to support. As a result, the MSU was promoting fundraising for 'Street Paws'.

**Resolved:**

**That the Report of the Myerscough Students Union be received.**

**99.18**      ***Governor Engagement Strategy***

*Information*

Updates on activities and events were regularly circulated to Governors. Governors were invited to attend learning walks which could be arranged at mutually convenient times.

**Resolved:**

**That the update on Governor activities at College be received.**

**100.18**      ***Membership of External Organisations***

*Information*

The Principal updated members on her membership to external organisations with which the College was associated.

She had been appointed to the LANDEX Board.

LANDEX member organisations are:

'Recognised by their learners and stakeholders as providing high quality cost-effective land-based education, training and professional development

Valued by their communities and employers for their contribution to the sustainability of businesses, the well-being of society and the prosperity of rural economies.'

Members noted the benefits of membership through lobbying power and the Landex partner organisations.

The Principal has also become a Board Member on **Land Based Assessment (LBAL)**. LBAL was established in 2017 to facilitate the provision of high quality End Point Assessment of Apprenticeships. It operates through LANTRA as the approved Awarding Organisation, and is managed under contract by Landex from its offices in Northampton.

Following an agenda item on future vision requested by Myerscough College Principal, CULTIVA had agreed at its last meeting to disband as a formal company. The main reason being that LANDEX now had greater membership and was operating on a larger scale. Cultiva would continue some operations on an informal basis, e.g. sharing of good practice and running the Managers to leaders Programme between the five Colleges.

**Resolved:**

**That the update on external organisations be received.**

**101.18**  
*Decision*

***Financial Statements Auditors Report and Financial Statements for the Year Ended 31 July 2018 and External Auditors Findings Report***

The Audit & Governance and the Finance & Resources Committees had considered the *Financial Statements Auditors Report and Financial Statements for the Year Ended 31 July 2018 and External Auditors Findings Report for the Year Ended 31 July 2018* and recommended them to the Corporation for approval.

Corporation noted that Finance & Resources Committee had not considered it necessary for attendance from the external auditor at the Corporation meeting, as the Committee had been satisfied with full explanations and responses to questions.

It was confirmed to Corporation that no adjustments to the final pre audit management accounts were required and there were no recommendations for action to be included in the audit findings report.

Corporation noted that the auditors had commented on a smooth process with exceptional advance preparation of documentation, and that the Finance Director, Janet Whiteside be congratulated on this.

**Resolved:**

1. **That the external audit findings report for the year ended 31 July 2018 be approved.**
2. **That the draft letter of representation (financial statements) be approved.**
3. **That the draft letter of representation (regularity) be approved.**
4. **That the Auditors opinions in respect of the Financial Statements Audit and Regularity Audit for 2017 / 2018 be approved.**
5. **That the Audited Annual Accounts with Members Report for the year ended 31 July 2018 be approved.**
6. **That the accounts be forwarded to the ESFA prior to 31/12/2018.**

**102.18**  
*Decision*

***Draft Annual Report of the Audit and Governance Committee to the Chief Executive Officer and Principal and the Corporation for the Year Ended 31 July 2018***

The report was considered at the last meeting of the Audit and Governance Committee who commended it to Corporation for approval.

Corporation endorsed the Audit & Governance Committee recommendation that the statement below be agreed and noted that the Committee had found no evidence of impropriety.

'The Audit & Governance Committee is of the view that it has operated effectively and fulfilled its obligations as identified in its Terms of Reference. It is also of the opinion that the College's audit arrangements, the internal control systems, value for money policy and procedures, financial controls, framework of governance, risk management and control are adequate, operating effectively and its processes secure economy, efficiency and effectiveness and can be relied upon.'

**Resolved:**

**That the Annual Report of the Audit & Governance Committee to the Chief Executive Officer and Corporation for the year ended 31 July 2018 be approved and signed by the Chair of the Audit & Governance Committee and submitted to the Education and Skills Funding Agency.**

**103.18** ***Myerscough College Self-Assessment Report 2018 (SAR)***

*Decision*

Members had attended a session on Tuesday 20 November 2018 led by the Assistant Principal Quality to assess the overall College SAR.

The discussion at this event informed amendments in the document presented which included the judgement of Grade 2 for Personal Development and Welfare rather than Grade 1.

As part of the process the SAR had been subject to internal and external validation.

The overall judgement for the College was 'Grade 2' across the main headline statements.

The Quality Improvement Programme pulled together the main areas for improvement for year 2018 / 2019.

Members noted a few minor amendments would be made before the SAR was submitted to Ofsted.

**Resolved:**

**That the College Self-assessment Report be approved and be submitted to Ofsted.**

**104.18** ***Report of the Audit and Governance Committee of 6 November 2018***

*Decision*

Corporation gave consideration to the Audit & Governance Committee report of 6 November 2018.

**Risk Appetite and Full Risk Register 2018 / 2019**

The Committee had given consideration to the College's risk management framework which comprised the risk appetite statement, risk assessment, and risk heat map.

Corporation concurred with recommendations for approval and noted the document defining risk scores would be included with future reports.

The full risk register was a 'live' document and regular review, reassessment and reporting ensures that College management are 'risk aware' and the process is fully embedded within the College structure.

Consideration of risk has enabled Corporation to provide adequate assurance that, along with the Internal Audit Annual Report, the College has a sound system of internal control.

The full risk register was reviewed at Audit & Governance Committee and throughout the year individual committees received reports on the risks relating to their area of operation.

### **Corporation Vacancies**

There was a vacancy on the Board and vacancies for Co-opted Committee members on all Committees. Since the meeting three applicants, which included co-opted Audit & Governance Committee member Barbara Godby (BG) had attended for interview. The Committee had recommended that if BG was not appointed as a Corporation member, she be reappointed to Audit & Governance Committee for a second one year term.

### **Appointment of Chair and Vice Chair of the Committee for 2018 / 2019**

Audit & Governance Committee had re-appointed Gerry Corless as Chair of the Committee and Garry Payne as Vice Chair for the ensuing twelve months.

### **Financial Statements Auditors Report for the Year Ending 31 July 2018 and External Auditors Findings Report to the Audit & Governance and the Finance & Resources Committees.**

Audit & Governance had considered the draft documents and made recommendations to Corporation for approval.

Corporation had considered the final documents earlier in the meeting, minute 101.18 refers with Corporation concurring with Committee recommendations and approving the documents, together with the letters of representation and Auditors opinions and regularity conclusion as submitted.

### **Internal Audit Reports**

The Committee had given consideration to Internal Audit reports:

#### **Annual Summary Report for 2017 / 2018**

The seven actions identified during the year had all been completed as had actions from the previous year. A further 16 management actions were monitored through the Action Plan set up to ensure compliance to the General Data Protection Regulations GDPR. Corporation had noted satisfaction with progress.

#### **Internal Audit Progress Report 2018 / 2019**

The assignments had been agreed. A review of GDPR implementation would commence week 19 November. The Safeguarding framework review had been postponed to February 2019 due to a new member of staff commencing as

Director of Student Support & Welfare. As an addition, College had requested a review of procurement activity and recommendations linked to best practice in the sector. following the Finance & Resources Committee meeting of 18 September 2018.

In addition, the Colleges internal tracking document concurred with the above and Governors expressed satisfaction with the tracking and activity.

#### **GDPR Update**

All actions for the plan had been completed with the exception of two items. These linked to data sharing agreements with third parties and to a review of archiving, data storage and retention periods and procedures. Corporation wished to record its thanks to Debbie Clayton, Director of Corporate Services for the significant work in implementation. Audit & Governance Committee had noted an informative, positive report with clear outcomes.

#### **Annual Report of the Audit & Governance Committee to the Principal/Chief Executive and Corporation for the Year Ended 31 July 2018**

The document had been considered earlier in the meeting, and Corporation concurred with the Audit & Governance Committee recommendation and approved the final document as submitted, minute 102.18 refers.

The Committee had reviewed its terms of reference, which were included as part of its Annual Report and concluded that they remained fit for purpose.

#### **Data Returns Report**

All returns for 2017 / 2018 had been submitted according to criteria as had the first returns of 2018 / 2019.

#### **ESFA Subcontracting Report**

RSM had reviewed the College's subcontracting arrangements in-line with ESFA requirements. Two low level actions linked to policies and procedures had been completed.

#### **Governance Quality Improvement Plan**

Governance was graded 2, "Good" and actions had been incorporated into the Governance Quality Improvement Plan which would be monitored throughout the year.

#### **Senior Staff Remuneration Code**

The Committee had instructed the Clerk to respond to the AoC consultation document which contained proposed changes to the Code of Good Governance.

### **Teachers Pension Report**

Corporation noted that RSM had provided an independent reasonable assurance report in connection with the Teachers Pension Contributions for the year ended 31 March 2018 which had been submitted to the ESFA.

### **Report on Chairs Action**

Members had received explanations and were updated on the use of the facility to date and had endorsed action taken.

### **Annual Review of Decision Making Processes of the Corporation**

Corporation noted that Audit & Governance Committee had agreed documents remained fit for purpose.

In accordance with the Code of Good Governance the Terms of Reference of individual Committees were being reviewed at the relevant meetings.

### **Governor Training**

Governors had received sessions on the College self-assessment report, safeguarding and procurement which included updates on meeting IT requirements.

### **Resolved:**

1. **That the College risk appetite be approved.**
2. **That the Risk Policy comprising definitions for the College's risk assessment be approved**
3. **That the Full Risk Register 2018 / 2019 be approved.**
4. **That the matters for Information be received.**

### **105.18**      ***Report of the Quality and Standards Committee 13 November*** *Decision*      **2018**

Corporation gave consideration to the Quality and Standards Committee Report from the meeting held on 13 November 2018.

### **Appointment of Chair and Vice Chair**

Allan Foster was re-appointed as Chair for the ensuing twelve months. The Committee would consider the appointment of a Vice Chair at the next meeting.

### **Performance Data 2018/2019**

The Committee had reviewed performance data as follows:

## **Strategic Plan Progress Report 2018/2019.**

### **In Year Performance Data: - FE - HE - Apprenticeship and Skills.**

**FE recruitment** With the inclusion of sub contracted enrolments the funding target would be met. Corporation noted those leaving within 42 days before the count started was within normal ranges. Advice was offered and referrals made to other College course offers. High Needs Learners across the course offers continued to grow. A significant proportion access Foundation Learning provision at the Preston Centre. This Department has a capacity of 100 learners in total. Corporation received explanations regarding funding structure and administrative burden to collect especially for learners outside Wyre and Lancashire. There was growth at the Liverpool Centre across the provision including levels 1, 2 and 3. A new costing system for all courses was being introduced. Attendance and punctuality were high.

**HE recruitment** to year 1 was up on the previous year but remained a key concern due to lower recruitment in the previous two years in line with demographics and national trends. There would be numbers to add for semester two enrolments but it was thought targets and budget might not be achieved. Numbers of non-starters and withdrawals were low. Attendance and punctuality was high.

**Apprenticeship and Skills** Growth was being sustained at around 10% in a period of national decline. Actions were in place to maximise the adult education budget, partly through the industry short courses offer.

The unannounced ESFA audit had led to increased attention to maths and English claims and claims for those learners requiring additional support.

The introduction of Electronic sign ups was reducing the time it takes to sign up new apprentices.

Strategies to increase timely completion continued.

Members had noted frameworks that had switched to standards and those yet to switch.

### **Subcontracting Report 2017/18 and 2018/19**

Members received an update on new, existing and expired arrangements and noted that subcontracting enabled the College to provide education for hard to reach learners due to location or the specialist support required. Members had noted approaches to the race horse industry.

**Teaching and Learning Report** Graded teaching learning and assessments observations for the previous year had been extremely positive.

Corporation noted the decision to adopt a revised process of unannounced walk through assessments, with outcomes but without grade allocation. An aim was to strengthen the accountability of teaching and learning developments and improve staff professional development.

Embedding English and Maths in vocational areas remained a challenge.

#### **Quality Improvement Plan 2017/18 Final Update**

Members had discussed the report noting the actions reflected discussions throughout the year.

#### **Draft Equality, Diversity and Inclusion Action 2016/2017**

Members noted the update and that the Action Plan rolls through to 2018/19.

#### **Curriculum Risk Register**

Members had noted the focus on walk through assessments (re lesson observations) was noted in the actions as a positive to provide triangulation, validity and reliability.

The recent ESFA audit findings were reflected in the register and members had agreed an adjustment to the risk score in terms of impact.

#### **Terms of Reference for the Quality and Standards Committee**

Quality and Standards Committee had reviewed its terms of reference and concluded that they remained fit for purpose.

#### **Resolved:**

**That the report of the Quality & Standards Committee be received.**

**106.18**  
*Decision*

#### ***Report of the Finance and Resources Committee of 4 December 2018***

Corporation gave consideration to the report of the Finance & Resources Committee.

#### **Procurement Review - Road Map**

At the last meeting the Committee had requested a review of the College purchasing practices and processes and an insight into best

practice in the sector. Corporation had authorised the request and RSM Internal Audit had undertaken the review.

The recommendations from the report was to "maintain an effective devolved structure and accountability framework over procurement."

Following a comprehensive debate the Committee had agreed that the strategic decision for change and investment in Finance systems was being progressed and that operational matters should be at the discretion of Management with the additional resource of a temporary full time Procurement Officer.

The Road Map, appendix B detailed the way forward and would involve the commitment of future expenditure.

Corporation concurred with the recommendation from Finance & Resources Committee to adopt the Road Map as an Action Plan which included a commitment to future expenditure. The appointment of a temporary full time Procurement Officer would be at a £40k salary and a further 10k on-costs. b This was not originally budgeted and will therefore come off the planned bottom line.

### **Tuition Fees**

Finance & Resources Committee recommended management proposals with regard to FE full and part time tuition fees for 2019/20 for Adult learners, overseas students and students the ESFA expected to co-fund their course fee. In general increases aligned to inflation with fees not exceeding the Advanced Learner Loan maximum published by the ESFA.

Corporation noted the attached schedule and concurred with recommendations. Fees would be published in compliance with consumer law.

### **Appointment of Vice Chair**

Following due process Richard Furnival was appointed as Vice Chair for the remainder of the academic year.

### **Financial Statements Auditors Report for the Year Ending 31 July 2018 and External Auditors Findings Report to the Audit & Governance and the Finance & Resources Committees.**

This was considered as a separate item earlier in the meeting.

**The Principals Strategic Plan Progress Report 2018/2019**  
**Financial Position Statement for Period Ended 31 October 2018**  
**Capital and Revenue Cash Flow for Period Ended 31 October 2018**  
**Capital Expenditure Report for Period Ended 31 October 2018**  
**Myerscough Ventures Report for Period Ended 31 October 2018**

Overall income to date was lower than budget by £243k (3.3% and behind last year by £360k, 4.8%). The underperformance was linked to income from Education, including subcontracting income and Apprenticeships & Skills income. Ventures was also below target due to a decrease in take up of live-in accommodation due to a conversion of rooms from twin to singles to meet new demands. Corporation noted a data reconciliation had led to updates to enrolment figures which reduced the expected income. FE was expected to come in on target but HE was expected to fall short. As previously reported, the Apprenticeship & Skills income claim had been affected by the ESFA Audit and claims for maths and English, plus additional learner support funding.

The balance sheet remained strong £7.6m and a current ratio of 1:1.27 and cash days of 79. Current surplus equated to 7% of income. Cash balances remained strong.

Corporation noted financial challenges and concurred with expenditure to appoint a consultant to maximise delivery of the adult education budget which should lead to some subcontracted provision being delivered back in house.

**The Capital Plan** The profile and proposals showed affordability.

**College Financial Plan 2018 -2020 and Financial Health** The Financial Health grade was confirmed as "Good".

**Myerscough Student Union** Annual Accounts for the Year Ended 31 July 2018 indicated that the Association remained solvent.

**Statutory Risk Register** Risks relevant to Finance & Resources Committee had been considered, amendments and new risks were noted. Corporation noted regard to the increased FE tuition fees, BREXIT impact on agriculture, increases in employer pension contributions, apprenticeship funding, and achieving ESFA classroom based funding.

#### **Overseas Visits Policy Review**

Minor amendments were agreed to the policy.

#### **Human Resources**

The Committee had given consideration to the Human Resources statistics and expressed satisfaction with the management in this area. Overall staff turnover had increased with the main reason being level of pay.

### **Health and Safety Report**

There was an increase in accidents, which was thought to be due to the introduction of the electronic reporting system. This had also led to an increase in near miss reporting. Management would explore reasons for the low level of reporting from Apprenticeships & Skills.

Staff had taken advantage of free flu injections.

One RIDDOR reportable accident had occurred which did not require further investigation.

Health & Safety had been judged a grade 1 area through the SAR process.

### **Terms of Reference of the Finance and Resources Committee**

In line with all Committees the Finance and Resources Committee reviewed its terms of reference and found them fit for purpose.

### **Resolved:**

1. **That the Road Map be adopted.**
2. **That the FE tuition fees be agreed.**
3. **That the matters for information be received.**

### **107.18** *Decision*

#### ***Annual Report of Equality, Diversity and Inclusion***

Corporation gave consideration to the draft Annual Equality, Diversity and Inclusion Report for 2017 /2018. Preparation of the report had been delayed due to staffing changes with the new Director of Student Support & Welfare not having taken up post until November 2018. As a result the document had not been available for consideration by Quality & Standards Committee.

The Vice Principal outlined the content. Corporation noted that the report reflected on the work that had been undertaken to advance and promote equality, diversity and inclusion at the College over the year and would be published on the College website in January 2019.

Corporation noted that the "Leaders in Diversity" kite mark had proved advantageous for tendering and funding applications.

Members commented on the area for development, "seek to widen the representation of the Governing body" and would pay heed to the statement for future recruitment to the Board in terms of ethnicity.

Corporation expressed satisfaction with the report structure and

noted further information would be included to complete it. Corporation was assured that the College discharged its duties according to the legal framework.

**Resolved:**

**That the report be agreed in principle and be published on the College website in January 2019 once finalised.**

**108.18**      ***Report on Chairs Action***

*Decision*

The Corporation, at the last meeting, had sought clarification on the use of Chairs Action.

The report prepared by the Clerk outlined the criteria for the use of Chairs Action and was endorsed at the last meeting of the Audit and Governance Committee. Members noted use of Chairs Action was kept to a minimum.

**Resolved:**

**That the Report on Chairs Action be received.**

**109.18**      ***Governor Recruitment***

*Decision*

Following a recent advertisement seeking the recruitment of independent Governors an Interview Panel met on 13 November to consider the three applications received for the two full Governor positions. There were 2 external candidates, one of who later withdrew and Barbara Godby, the current Co-opted member of the Audit & Governance Committee.

Following due process the panel had made recommendations which Corporation endorsed.

Two student vacancies remained and two nominations had been received, both from Further Education students. To remain compliant with the Office for Students representation from a Higher Education student was required. In terms of the teaching Excellence Framework and the Quality Code for Higher Education (QAA) it was felt important to have this higher education student membership. The Vice Principal would meet with the Student Liaison Officer to seek candidates. The Vice Principal, Clerk and Director of Student Support and Welfare would hold an informal interview with candidates before recommending for appointment.

Corporation congratulated Barbara Godby on her appointment and welcomed her to the Board as a full Governor.

**Resolved:**

1. **That Barbara Godby be appointed a full Independent Governor serving on the Audit & Governance Committee for a four year term commencing 1 January 2019.**
2. **That Karen Birchall be appointed a full Independent Governor serving on the Audit & Governance Committee for a four year term commencing 1 January 2019.**
3. **That interviews be arranged for student candidates with recommendations to include a Higher Education student appointment.**

**110.18**      ***Governor Event and Training - Away Event***  
*Information*

Corporation was informed that arrangements had been made for the formal opening of the new Animal and Equine Centre at Croxteth, Merseyside. The event would take place on Thursday 31 January 2019 commencing at 9.45am. Formal invitations would be distributed prior to Christmas.

The Governor Away Event was scheduled for a full day on Friday 29 March 2019. Further details to be provided nearer the date.

**Resolved:**

**That the Governor Events be noted.**