



South Staffordshire College

Meetings of the Board of Governors

Minutes of the Virtual Meeting of the Board of Governors PART 1

9 December 2021

9:00am to 11:15am

Governors present: Mike Rowley (Chair) 'MR'; Tim Legge (Vice Chair) 'TL'; Claire Boliver (Chief Executive & Principal) 'CB'; Yvonne Bradshaw; Andrea Chilton; Andrew Elsby-Smith; David Isteed; Hannah Montgomery; Jamie Parsons; Dipal Patel; Helen Simpson; Nicola Truman; Rosie Watchorn

Apologies received: Philip Atkins; Tony McGovern; Stephen Oliver; Gail Steptoe-Warren

In attendance: Kirk Hookham Deputy Chief Executive 'KH'; John Snow (Deputy Principal – Finance and Resources) 'JS'; Karen O'Reilly (Assistant Principal – HR) 'KO'R'; Karen Turley (assistant Principal – Quality and Curriculum) 'KT'; Kim Vaughan (Assistant Principal – Learner Services & Adult Provision) 'KV'; Mary Mellor (Clerk to the Corporation)

Board	Agenda Item	Actions
1.1 1.2 1.3	<p>Welcome and Apologies for Absence</p> <p>MR gave a warm welcome to the student governors to their first board meeting.</p> <p>Apologies were received from Philip Atkins, Tony McGovern, Stephen Oliver and Gail Steptoe-Warren which were accepted by the board.</p> <p>Helen Simpson joined the meeting at 9:45am during item 6d.</p>	
2.1	<p>Appointment of Student Governors</p> <p>Resolved: that Jamie Parsons and Rosie Watchorn be appointed as student governors until their successors are appointed or they leave College, whichever is sooner.</p>	
3.1	<p>Declarations of Interest</p> <p>MR declared an interest in item 10h of the agenda. There were no other declarations of interest.</p>	
4.1 4.2	<p>Minutes of the Last Meeting and Action Grid</p> <p>Resolved: That the minutes of the last meeting held on 30 September 2021 and be approved and signed electronically by the Chair as a true record.</p> <p>The Board reviewed the Action Grid and noted the actions closed and those that had not yet started.</p>	
5.1 5.2 5.3	<p>Safeguarding Update</p> <p>KV confirmed that there had not been any major concerns but there had been a lot of mental health issues with students this term. First response referrals had been difficult, and the college had used outside agencies where possible to support students.</p> <p>TL confirmed that the number of student withdrawals reflected the increase in mental health issues and the college was supporting students who had no other source of support. Governors noted that current students were socially immature due to the lockdowns over the past 2 years, and it was an issue facing all other colleges.</p> <p>CB reported that Gail Steptoe-Warren and her colleagues had met with SSC staff and would deliver a series of 'Growth Mindset' workshops next term to enable learners to develop their confidence and self-worth. SSC staff would be trained first before delivery of the workshops to students.</p>	
5.4 5.5	<p>Equality and Diversity Annual Report</p> <p>The board received the annual equality and diversity report together with the action plan which evidenced the key priorities for the College.</p> <p>KV outlined the staffing data and noted that there was a higher number of staff from a different background to the area served by the College however the college continues to actively recruit staff from different backgrounds. The numbers remain small which affect the % statistics. The new HR systems will record personal information for staff which will provide more accurate statistics for next year.</p>	



South Staffordshire College

Meetings of the Board of Governors

5.6	A governor asked whether the college focussed on recruitment of staff and students from disadvantaged areas. KV confirmed that the diversity of learners had grown, and the college also actively marketed the available support and bursaries for students. The college had a higher proportion of EHP learners than most other colleges. The College had recruited staff from disadvantaged areas and continued to seek ways to improve social mobility.	
5.7	KOR noted that the College also actively recruited from the armed forces which provided aspirational role models for students and demonstrated that they could have more than one career.	
6.1	Principal's Report MR thanks CB and the ELT team for their careful and diligent preparation for the recent Ofsted visit which had resulted in the College receiving an overall 'Good' grade. MR noted that it had been an excellent team effort led by CB.	
6.2	CB presented the Principal's report and highlighted the following key points: <u>Participation</u>	
6.3	16-18 enrolments were currently 2459 compared to 2481 last year. The College would obtain reports on all leavers and contact them to encourage them to return in January.	
6.4	Adult learners were at 60% of funding allocation and the college planned a comprehensive January offer to improve engagement with these learners. It was anticipated that the college would reach 84% of allocation which would be below a possible threshold of 90% of funding allocation.	
6.5	The Chair asked whether distance learning courses were available. CB confirmed that these had increased and now included level 3 courses. Covid-19 restrictions are discouraging adults from attending campuses. KT confirmed that the college also supported 16-18 learners' return to education with an 6-8 week online course.	
6.6	Apprenticeships target of £2.15m was likely to be overachieved as current income was £2.2m. Some 16-18 learners were moving over to apprenticeship programmes so the college did not lose out financially. The apprenticeship team had been set a new ambitious target of £2.4m which was likely to be met. <u>Performance</u>	
6.7	The recent Ofsted inspection had resulted in an overall grading of 'Good' with all areas inspected receiving a good grading apart from apprenticeships which was (as expected) 'requires improvement'. CB noted that, in line with the recent Ofsted announcement, the college could expect another inspection in the next 4 years. <u>People</u>	
6.8	In response to a governor question, KOR explained that the HR changes in contracts and policies and safeguarding were working well. The new HR system was now producing the payroll and the single central record was being built in there first. The HR department were also working on a large number of paper staff files held at Rodbaston that were being carefully reviewed (and then destroyed) for data protection purposes. Issues such as potential medical and pension claims would be retained for future reference. <u>Prosperity</u>	
6.9	The ESFA Funding Audit was almost complete and it was unlikely that there would be any clawback as a result of the audit. <u>Cyber Security Update</u>	
6.10	There had been a recent DDoS attack without any noticeable effect on network access or speed. The IT department was working towards the ISO27001 award. <u>Chartered Institute of Further Education</u>	
6.11	The college has recently become a member of CIFE which enabled all staff to become associate members, and this would be linked to a new CPD framework.	
6.12	KPIs KH presented the rag-rated KPi data to 31 st October 2021 and governors noted the data presented. It was noted that staff turnover was 42% in October however this had reduced to 13% in November and this would revert to green. All other KPi's were on track.	
6.14	Self-Assessment Report 2020-2021 (SAR) The updated College SAR, which incorporated the proposed grade for the academic year 2020-2021, was presented to the Board for consideration and approval. The report identified key strengths and areas for improvement of the College and proposed a self-assessment grade of 2 (Good). This had been reviewed in depth by the Quality	



South Staffordshire College

Meetings of the Board of Governors

6.15	Improvement Group (QIG) and updated to reflect the recent Ofsted gradings of 'Good' for all areas except Apprenticeships. Resolved: to approve the 2020-21 SAR and the self-assessed grade of 'Good'.	
6.16		
6.17	Quality Improvement Plan 2020-2021 KT presented the final version of the 2020-2021 College QIP to the Board, which had been reviewed in advance of the meeting by QIG.	
6.18	Resolved: to approve the QIP 2020-2021	
6.19	KT confirmed that the areas for improvement identified in the approved SAR and QIP would be addressed in the 2021-2022 QIP which would be monitored by QIG.	
6.20	Apprenticeship Update KT presented the report and confirmed that recruitment of staff continued to be a concern, particularly in electrical, however, some appointments had been made.	
6.21	A governor asked whether sharing of resources with other colleges had been possible however KOR confirmed that all colleges were facing issues with recruitment in electrical and plumbing.	
6.22	10% of apprentices were in electrical and up to 18% in construction generally so this remained a concern.	
6.23	CB confirmed that the new management team were now in place and were well positioned to grow and improve the apprenticeship offer.	
6.24	It was noted that the number of apprentices out of funding at the college was considerably less than at other colleges.	
6.25	The DfE would be running a campaign in the Spring Term to encourage people to teach in FE.	
6.26	Learner Involvement KT presented the results of learner induction survey and noted the following key points: <ul style="list-style-type: none"> • Induction survey - 2838 learners were targeted, 2342 completed the survey which equates to 82.5% response rate. This figure exceeded the 80% target by 2.5%. The overall response rate was 82.5% and provision was split by Schools Provision 86%, Higher Education 67% and FE 82.7%. • The induction survey was completed at the end of October and overall is a very positive response. 95% of learners agreed they would recommend the college to a friend, 1% above college KPI and +1% in 20/21 at 94% this is also +11% on the external benchmark. • All campuses scored in the highest quartile A with TORC the most satisfied. All campuses exceeded the college KPI of 94% • FE and HE learners are very satisfied. 	
6.27	KT confirmed that Directors of Faculty and Curriculum Mangers will 'go out and listen' to targeted groups who have been identified as dissatisfied. This would be followed by a review of all curriculum areas and analysed by deep dives and reviews to understand the dissatisfaction and take action.	
6.28	Teaching and Learning Report KT presented the Teaching and Learning update and noted the following key points: <ul style="list-style-type: none"> • Of the 2 legacy re-observations from 2020-2021, one member of staff has since resigned, and another has successfully met the standard. • Only 2 'development action plans' from 2020-21 remain outstanding – both staff have been off work ill with Covid, learning walks will be scheduled on their return. • Successful training day with Apprenticeship team took place 1.9.21, from which an Apprenticeship specific CPD Plan for 2021-22 has been developed. • Welcome Back Day to welcome staff back after the summer break and to help prepare them for the new academic year, took place 6.9.21 • Themed learning walks on the Learner Induction process completed w/c 6.9.21, with all themes and responses returning above 95% confidence, including Behaviours & Attitudes, Safeguarding, and Careers • First Digital Day completed 18.10.21, where learners engaged in developing their digital skills in preparation for further employment and progression opportunities 	



South Staffordshire College

Meetings of the Board of Governors

	<ul style="list-style-type: none"> • CPD Day 12.10.21 was refocused to support the health and wellbeing of staff, through department directed and individual work activity (a professional updating CPD day will now take place in late term 2/3) • Standard learning walks for 2021-22 have commenced, with 4 completed to date, all meeting the required TLA standards • Some of the main focuses for this term include development and implementation of ProObserve software and associated reports, introduction of TLA focused activity in team meetings and further development of video recording for both learning walks and peer reviews. 	
	<p>Committee Reports</p> <p><u>Quality Improvement Group</u></p> <p>7.1 Governors received the draft minutes of the QIG meeting held on 25/11/21. TL confirmed that a number of governors had joined the online Learner Voice meetings in November and students had highlighted the key issues of food, transport and parking. There was overwhelming confidence in the teaching at the college. TL noted it was important to continue to improve the student experience and governors would continue to triangulate their evidence with listening to the student voice.</p> <p><u>Finance Improvement Group</u></p> <p>7.2 Governors received the draft minutes of the FIG meeting held on 2 December 2021. MR confirmed that the group had carefully reviewed the financial statements for 2020-21 and made a number of recommendations around the wording of 'going concern' in the members' report.</p> <p>7.3 MR confirmed that the ESFA Funding Audit had not been completed but was unlikely to result in a clawback of funding so the provision in the accounts had been reduced from £300,000 to £100,000 to cover any final issues from the audit.</p> <p>7.4 <i>This minute is confidential</i></p> <p><u>Audit Committee</u></p> <p>7.5 Governors received the minutes of the Audit Committee held on 24th November 2021. HS confirmed that, in compliance with the Post 16 Audit Code of Practice, all governors had been invited to attend the Audit Committee to hear the report from the External Auditor and to raise queries directly with the external auditor. At the meeting the external auditor had confirmed that the audit was substantially complete with no outstanding matters that would impact on the audit opinion. <i>The rest of this minute is confidential.</i></p> <p>7.6 HS noted that the Risk Mitigating Controls Internal Audit had been completed and this had received substantial assurance with no recommendations.</p> <p><u>Annual Report of the Audit Committee 2020-2021</u></p> <p>7.8 The Audit Committee's Annual Report was received which summarised the work of the Committee and the outcomes of audits during the 2020-2021 academic year. HS noted that the internal auditors were satisfied that the college has reasonable and effective risk management, control and governance processes in place and that the external auditor had confirmed there were no significant issues arising from the audit of the accounts and the auditor's opinion in the statements would be unqualified.</p> <p>7.9 HS confirmed that, based on the auditors' reports, the Committee's opinion is that the College does have:</p> <ul style="list-style-type: none"> • adequate and effective assurance arrangements in place; • an adequate and effective framework of governance and risk management; and • adequate and effective control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets <p>7.10 Resolved: That the Audit Committee's Annual Report be approved.</p>	
	<p>Members Report and Financial Statements</p> <p><u>External Auditor's Completion Report</u></p> <p>8.1 JS presented the external auditor's completion report for 2020-2021 and confirmed that subject to the satisfactory conclusion of the remaining audit work, the external auditor anticipated using an unqualified opinion without modification.</p> <p>8.2 JS drew governors' attention to the significant matters discussed with Management which included the forecast breach of bank covenants for the year ending July 2022 and the outcome of the ESFA Funding audit. JS noted that the unadjusted misstatements had been reported at £179,000 which was made up of £100,000 for any final matters arising</p>	



South Staffordshire College

Meetings of the Board of Governors

<p>8.3 8.4 8.5 8.6 8.7 8.8 8.9</p>	<p>from the ESFA Funding Audit and the extrapolated prepayment error of £79,000. This total amount was below the materiality reporting level of £385,000 (1.6% of turnover). A governor agreed it was a reasonable approach. In response to a question, JS confirmed the final outcome of the ESFA funding audit would not be known until early 2022. It was agreed that PwC would be invited to attend the Audit Committee meeting in March to provide feedback on the audit to the committee. <u>Letters of Representation</u> The draft management representation letter and the draft regularity representation letter were discussed and it was noted these would be amended to include the unadjusted misstatement of £179,000. The Chair drew the governors' attention to the statements that were being made in the letters and sought confirmation from ELT that the statements were true. ELT provided the confirmation sought. <u>Members' Report and Financial Statements</u> JS presented the revised report and financial statements which had been updated following the recommendations made by the Audit Committee and FIG with regard to the statements around going concern and the reduction of the provision by £200,000. The operating surplus was now £451,000 and the total deficit for the year was £310,000. Governors reviewed and confirmed the balance sheet noting the positive net current assets. The cash balance of circa £5,000,000 was good evidence that the college continued to operate as a going concern. A governor asked whether funds should be carried forward into the current year to alleviate future concerns around the bank loans. JS confirmed this had been extensively discussed at FIG but the group had felt retaining the provision at £300,000 (plus the £79,000) would be too close to materiality and did not reflect the risk linked to the funding audit. Resolved:</p> <ul style="list-style-type: none"> • To approve the Member's Report and Financial Statements. • To approve the management representation letter and the regularity representation letter subject to the inclusion of the provision of £179,000. 	<p>JS/ MLM</p>
<p>10.1 10.2</p>	<p>Reappointment of Governor <i>MR left the meeting for this item.</i> The clerk explained that MR's term of office as a governor would expire in June 2022 which was during the current academic year and before the end of his term of office as Chair of the Corporation. Resolved: to re-appoint Mike Rowley for a further term of office as a governor for a period of 4 years commencing on 5th June 2022 which was upon the expiry of his current term of office.</p>	
<p>8.10 8.11</p>	<p>Management Accounts to 31 October 2021 JS presented the management accounts which had been reviewed by FIG in advance. JS noted that income and expenditure were lower than anticipated and outline the key risks for the current and next year. Governors received the ESFA letter acknowledging receipt of the College Financial Forecasting Return together with the Finance Dashboard. Governors noted that the ESFA had graded the college as Good for both 2020-21 and 2021-2022.</p>	
<p>8.12 8.13 8.14</p>	<p>Draft Financial Re-forecast JS presented the revised financial forecast and outlined the changes to the budget which showed an increase of surplus of £260,000 resulting in a final estimated surplus of £1,531,000 before interest, tax, depreciation and amortisation. JS noted that the college had enrolled fewer 16-18 learners than expected and this had resulted in a decrease in teaching costs as it had not been necessary to recruit more teaching staff. JS confirmed that it had not been necessary to make any redundancies to achieve these savings. JS explained that it was proposed not to implement the 1.5% pay increase to all staff however the forecast did include the increase to minimum wage and National Insurance contributions. JS confirmed that the improvement in the projected financial out-turn supports the position of all profit/contribution related covenants and moves the Yorkshire Bank debt service covenant from 79% to 102% (with a target of 120%).</p>	



South Staffordshire College

Meetings of the Board of Governors

8.15	Governors also noted that if the provision of £179,000 in the 2020-21 accounts was not required the Yorkshire Bank debt service covenant would move to 112%	
8.16	To approve any Tenders over £75,000 JS explained that it was unclear whether the architects for the Tamworth Town Centre project would invoice the College directly or through McBains. The governors had approved the costs for McBains at meeting of 22 nd October 2021 (minute 6.8 refers) and it was noted that if the college were invoiced directly, any funds paid directly to the architects would be deducted from the costs payable to McBains.	
8.17	Resolved: To authorise the payment detailed in the report to Ayre Chamberlain Gaunt (architects) if an invoice was received directly from the architects.	
9.1	Risk Management <u>Annual Risk Management Report</u> The Risk Management Annual Report for 2020-21 which had been reviewed in advance by the Audit Committee was received and noted by the Board.	
9.2	Key areas of assurance available for the assessment of risk management included: <ul style="list-style-type: none"> • Achievement of business targets; • Internal and external audit reports; • Risk management processes; • Fraud risk; • Regularity assessments; and • Policy framework and other factors. 	
9.3	<u>Risk Register and Action Plan and Covid-19 Risk Register and Action Plan</u> The board received the risk registers and action plans noting the minutes of the Audit Committee as assurance that these had been comprehensively reviewed by the Audit Committee. JS confirmed that the risk registers had been updated in accordance with the recommendations of the Audit Committee so that more information was provided around mitigation of risks that were worsening. There were no new risks identified.	
10.2	Policy Review The board received the revised Bereavement Policy which had been updated to include miscarriage.	
10.3	Resolved: The Bereavement Policy be approved.	
10.4	Governors' Self-Assessment Report 2020-2021 MR noted that it would be a requirement for every board to have an external review of governance by July 2023. MR proposed that the SSC board would benefit from an external review conducted in Spring 2023 following the Clerk's internal review of governance over the next two terms.	
10.5	The Clerk presented the Governance SAR, which incorporated the proposed grade of 'Good' for the academic year 2020-21, The SAR had been reviewed in advance of the meeting by the Governance & Search Committee. It was noted that the format of the report required updating and simplifying for next year to ensure that a governance improvement plan could be clearly articulated going forward. It was agreed that the board remained a 'good' board and this was supported by the evidence provided in the recent Ofsted Report.	
10.6	Resolved: That the Governance SAR be approved.	
10.7	Appointments to Committees and Groups The Clerk presented a schedule of the Committees and Working Groups which had delegated authority and reported to the Board of Governors. The list confirmed the membership and chairs of each committee/group together with regular attendees. It was noted that there were 2 vacancies on the Finance Improvement Group.	
10.8	Resolved: To confirm the appointments to the Groups and Committees as set out in the schedule (a copy of which is annexed to these minutes). To advertise externally for new governors who could join the Finance Improvement Group.	MM
10.9	Constitution and Terms of Reference for Committees and Groups <u>Audit Committee</u> Governors received the draft updated constitution and terms of reference for the Audit Committee. The Clerk explained that the members of the committee had the requisite skills in audit and risk management, and it was no longer necessary to have a co-opted	



South Staffordshire College

Meetings of the Board of Governors

10.10	governor on the committee. The Terms of Reference had also been updated to reflect the changes in the post 16 Audit Code of Practice. Resolved: To approve the revised Constitution and Terms of Reference for the Audit Committee	
10.11	<u>Tamworth Town Centre Project Task and Finish Group</u> The Clerk presented the draft constitution and terms of reference for the TTCP Group. It was recommended that this group was now formalised into a sub-group of the board with delegated authority from the board.	
10.12	Resolved: to approve the constitution and terms of reference for the TTCP Task and Finish Group.	
10.13	Schedule of Meetings 2022 The Clerk presented an updated schedule of meetings for Spring and Summer 2022 and explained that the meetings had been rearranged to align the meeting dates with the schedule of business for the college and ensure that all committee and group meetings took place before the final board meeting of each term. The number of meetings for FIG and QIG had also been reduced to ease the workload for ELT. Resolved: To approve the revised schedule of meetings.	
10.14	Use of the College Seal The clerk reported the use of the College Seal for the following purposes:	
10.15	<ul style="list-style-type: none"> • Contract with McBains for the Tamworth Town Centre Project (approved 30/9/21) • Transfer of overage obligations – Progress Drive (approved at a previous meeting) The following uses of the College Seal were ratified (approved at previous meetings):	
10.16	<ul style="list-style-type: none"> • Deeds of Covenant relating to Halsall Electrical/Progress Drive and a lease of the building on the property • Completion of a licence to make alterations at TORC The following future uses of the College Seal were approved:	
10.17	<ul style="list-style-type: none"> • Lloyds Bank Loan Agreement - revised Schedule 2 and Resolution (subject to approval of the resolution by the board) • Certificates and education records for a former student of Cannock Chase Technical College in 2001 who was applying for Canadian Citizenship. The Clerk explained that in accordance with clause 13 of the Instrument of Governance for the College it was a requirement that the Chair always be a signatory for the application of the College Seal unless another Governors was authorised generally or specifically for the purpose. After a short discussion it was agreed that it would be prudent to ensure that another signatory was authorised if the Chair was unavailable.	
10.18	Resolved: That Tim Legge be generally authorised under Clause 13(a) of the Instrument of Governance to authenticate the application of the College Seal in place of the Chair if the Chair was unavailable.	
11	Any other business CB thanked the governors for their support and input over the past term which had been extremely busy. The meeting closed at 11:15am	
	Date of Next Meetings 30 March 2022 9am	



 Chair

 30 March 2022

 Date