



**Minutes of the Board meeting
held on 2nd October 2012 at 1615hrs**

Present

Ms Louise Barry)	External Governors
Mr Tony Cobain)	
Ms Clare Crowther)	
Ms Claire Dove MBE, DL)	
Mr Peter Grieve)	
Cllr Nick Small)	
Ms Vivienne Tyler (Chair))	
Mr David Wilson)	

Ms Martha Harris	Staff Governor (Teaching)
Mr Aaron Booth	Student Governor
Mr Daniel Hayes	Student Governor
Ms Elaine Bowker	Principal

In Attendance

Ms Gill Banks	Vice Principal (Curriculum)
Mr David Brennan	Vice Principal (Partnerships & Business Development)
Ms Angela Cox	Deputy Principal (Quality & Transformation)
Mr Chris Hegg	Clerk to the Board
Ms Christine Lenderyou	Secretary to the Clerk
Mr David McIntyre	Vice Principal (Finance & Corporate Resources)

12.102 Apologies/Welcome

The proposed student governors were welcomed to their first meeting and introductions were made. The Chair acknowledged that the agenda was lengthy and gave apologies for the lateness of some papers.

Apologies for absence were received from Ms S Carthy, Ms S Carmichael, Mr T Cearns and Professor G Pillay.

12.103 Declarations of Interest

The Principal declared an interest in the item of other business being taken under item 22. She stated that this which would also apply to Councillor Small. The Chair, Ms Barry, Mr Booth and Mr Hayes also declared an interest in item 5 – Appointment and Re-Appointment of Governors.

Councillor Small arrived at the meeting at this point.

To maintain the flow of the meeting, Item 5 – Appointment and Re-Appointment of Governors was taken next. The Chair, Ms Barry, Mr Booth and Mr Hayes all left the room for the duration of this item. Mr Cobain was temporarily appointed to the chair.

12.104 Recruitment and Re-Appointment of Governors

It was noted that Ms Tyler's term of office expired in September 2012 and Ms Barry's second term of office would expire in December 2012. Re-appointment of both governors was recommended by the Search and Governance (S&G) Committee. Governors concurred with the Committee's view that both were active and valued governors. The Board duly approved the re-appointments of Ms Tyler and Ms Barry for further terms of four years each until 2nd October 2016.

The Board were advised that two student governors had been elected by the student body. Profiles of Mr Aaron Booth and Mr Daniel Hayes were tabled and the Board approved their appointment for a term of four years (or until the end of their course, if this was sooner).

The Clerk had taken advice from Eversheds and it was clarified that terms of office ran from the date of re-appointment.

The Chair, Ms Barry, Mr Booth and Mr Hayes re-joined the meeting at this point and were informed of the Board's decisions.

12.105 Any Other Business

One item of other business would be taken under the confidential part of the agenda.

12.106 Minutes of Previous Meetings

Minutes of the meeting held on 26th June and 17th July 2012 (excluding confidential minutes) were agreed as true records.

12.107 Matters arising from the Minutes

12.107.01 Outcome of actions from previous meetings

The Clerk's report on progress with actions was noted.

12.107.02 Implications of the Education Act 2011 and adoption of the Foundation Code of Governance (12.37)

It was agreed that this would remain an open item for the foreseeable future as the Board Policy Manual was currently under review.

12.108 Appointment of Internal Audit Service – *CONFIDENTIAL MINUTE*

12.109 Appointment of David McIntyre as a Director of Liverpool Business Services Limited, replacing Brendan Ruane.

The Skills Funding Agency (SFA) required the College to establish a Memorandum of Understanding between the College and any subsidiary companies. The memorandum had been revised to remove individual names from paragraphs 3 (f) and 3 (g) to avoid having to make amendments to the memorandum each time directors of the company changed.

Paragraph 1 (b) of the memorandum stated that the appointment of directors of the company was subject to the approval of the Board of the College.

The Board approved the change in the Memorandum of Understanding. The Board also approved the appointment of Mr David McIntyre as a director of Liverpool Business Services Ltd.

It was clarified that a Memorandum of Understanding would be required for each subsidiary company of the College. A paper would be brought to the next meeting which would show all subsidiary companies, describe their corporate structures and ownership, and map their relationship to the College including controls and risk management assurance mechanisms.

Act: DMcl

Ms Cox temporarily left the meeting during the above item.

12.110 Annual Risk Management Strategy

A risk management strategy for 2012-13 was considered by the Audit Committee at its last meeting. The Risk Management Strategy 2012-13 had been revised from previous years to create a more streamlined, effective and dynamic approach. Key risks were now grouped by strategic pillar (Performance, Growth and People). The Chair of the Audit Committee advised that there had been some concerns regarding correlation between the College's 'Ends', KPIs and risk management. The Board and the Executive were in agreement they should and would all form part of the same framework. Governors agreed that the risk of low student numbers was no longer current and asked that a risk in relation to the new management structure be added. Although it was agreed that further work was required, the Board approved the tabled Risk Management Strategy 2012-13.

ACT: DMcl

Ms Cox returned to the meeting during the above item.

12.111 Ends Statement

Central to the Carver model of Policy Governance was that the Board should agree the 'Ends' the College wanted to achieve. At the September strategic planning event the Board discussed Ends that it might want to adopt in the context of the overarching strategic plan agreed at the end of the last calendar year. It was anticipated that these 'Ends' would help shape future reporting to the Board. As a result of that discussion, the following overarching 'Ends statement' had been drafted, supported by a number of 'nested Ends statements':

"To increase the number of young people and adults acquiring the skills and capabilities they need to progress in the future and to maximise the number of employers whose skill needs are met. Customers will receive an affordable and effective service".

The Board were reminded of the existing Ends statement and invited to comment on the new draft and associated goals. .

Some governors felt the language should be more positive, for example "The numbers of... will increase" rather than "To increase...". The statement was thought to be neutral rather than inspirational. It was suggested that reference should be made to doing the very best possible for our students. Governors suggested that the second end for young people did not need to say "further" employment.

It was confirmed that percentile references were not a fixed point so aims were set within the context of hitting the 75th percentile on the national benchmark, whatever that might be. The three year targets would also be reviewed annually on that basis.

Governors queried how far "...Customers will receive an affordable and effective service." was met by the ends and measures in Annex 1. The Principal advised that the effectiveness of the service could be measured by performance and affordability was covered where appropriate. Governors sought clarification as to whether affordability referred to affordable for students or affordable for the College to offer provision. It was clarified that affordable related to students and providing good value for public money.

It was recognised that the risk management strategy would need to be aligned with the Ends.

The Board felt the substance of the document was appropriate but how it was expressed could be refined. A final version would be brought to the Board in December.

Act: DB

12.112 Enrolment and Implications for the Budget – **CONFIDENTIAL MINUTE**

12.113 Refurbishment of Clarence Street and Update on Accommodation and Property Strategy.

The College's property advisers had recently undertaken a review of the College's property and accommodation needs, though this was based on the lower student numbers of 2011/12. The resulting report was presented to the September Finance, Estates and General Purposes (FEGP) Committee meeting and made a number of overall recommendations and suggested a phased approach to reconfiguring and refurbishing the College's estate.

It was apparent there was a difference in the quality of the learning environment between Clarence Street and the Learning Exchange which needed to be addressed expediently. The Board were keen that a long term approach was taken and that teaching staff were involved in the process. Governors suggested that in relation to Clarence Street if architects could be appointed relatively quickly, they could then provide a brief and costing and this would be the quickest procurement route. On this basis a brief might be ready within a month and from that point it would be a case of refining the design detail.

The Board were keen that any capital programme should reflect the ethos of the College with environmentally friendly and sustainable options being considered and apprentices employed in the design and construction, as they had been previously. Governors requested that the numbers and roles of apprentices and also women and people from Black & Minority Ethnic backgrounds be reported to the Board.

The Board approved the development of a costed feasibility study for improvement works at Clarence Street and the subsequent commencement of these urgent works. Further information would be brought to the November meeting of the FEGP Committee ahead of the December Board meeting.

Act: DMcl

12.114 Learner Voice Strategy

The Deputy Principal introduced the strategy by saying that in the past it seemed that the policy had been produced by senior managers, but to be truly effective staff who work alongside students and students themselves should be involved. The new strategy would be tested and developed over the course of the academic year.

The student survey carried out at enrolment had been positive and there was currently a 'Diary Room' project taking place – first at the Learning Exchange then around other sites. National Enterprise week was suggested as being an ideal way to galvanise students and the resulting profile could increase uptake on business courses. The Deputy Principal would speak to Mark Rossiter (Enrichment Team) regarding this.

Act: AC/MR

Governors were keen to know how often the findings would be fed back and were advised it would form part of the performance dashboard under the 'Student Satisfaction' section. Governors suggested there should be more mention of student governors in the document and other governors should be encouraged to attend some of the events planned. Additionally the student governors felt the student intranet could be an effective way of encouraging students to respond if it was utilised better.

The Vice Principal Curriculum would issue a summary of measures to governors to keep them informed.

Act: GB

The document's title had been changed as a result of feedback; 'Student Involvement Strategy' was preferred to 'Learner Voice Strategy'.

12.115 Single Equality Scheme

The College had previously had an Equality and Diversity policy. The salient points of that policy had been integrated into the Single Equality Scheme (SES) along with an action plan. As a public organisation the College is obliged to publish its SES and action plan.

Act: AC

One governor felt the Board had not received sufficient training on Equality and Diversity although other governors referenced training that had been carried out before Board meetings. Governors were clear that it would be a mistake to be complacent regarding the student profile and whilst they welcomed the information on the protected characteristics of staff, they requested this be expanded to show the profile at different levels of seniority.

The Board agreed there was still work to be done; targeted advertising and campaigns were required as part of the action plan. The effect of positive role models at senior levels was also noted.

Equality and Diversity training would be added to the rolling governor action plan, along with Safeguarding training.

Act: CH

Governors asked that the document begin with the College's Ends statement. Governors requested that a section on student responsibilities be added. It was acknowledged that some data needed to be added including sexual orientation data, though this could be difficult to collect.

Act: AC

The Single Equality Scheme and subsequent revisions as appropriate was approved by the Board.

Act: AC

12.116 Safeguarding Policy

The College had previously had three Safeguarding Policies – Under 19, 19+ and Vulnerable Adults. The new policy pulled together the three policies and included some amendments to the internal procedures. The new policy would provide a single point of reference for all staff. It was acknowledged that the statutory requirements were currently changing and the policy would need to be kept under close review. Governors asked that vulnerable adults be added to the first paragraph of point 11 'Safer Recruitment of Staff'.

The Safeguarding Policy was approved, subject to further review by the Deputy Principal once any statutory changes were clear.

Act: AC

12.117 Review of Board Policy Manual/Instrument & Articles of Government

The annual review of the Board Policy Manual was overdue and would be undertaken in October 2012. Some amendments to the Instrument and Articles of Government were required as a result of the Education Act 2011 and a further amendment was suggested by the Clerk to allow the use of 'other means of communication such as video-conferencing or telephone-conferencing'.

The Board approved the continued use of the Board Policy Manual dated June 2011 pending a revised document being submitted to the Board in December 2012. The Board also approved the amendments to the Instrument and Articles of Government as set out in the report from the Clerk.

Act: CH

12.118 Principal's Report

The Principal's report presented an overview of various projects and developments for the College.

The Principal would bring a report to the next meeting with more detailed information regarding the invitation from the Studio Schools Trust to submit a further application for a second studio school.

Act: EB

The Principal drew governors' attention to the proposal, supported by Knowsley Council and the DfE, to invite the College to sponsor an Academy in Knowsley. It was agreed that a report with more detailed information would be brought to the Board in December 2012.

Act: EB

Governors queried how the partnership with Everton Football Club was progressing and were advised that it was going well. Although student numbers were initially small, the long term picture was encouraging.

The report was noted.

12.119 OFSTED Inspection Update

The new Common Inspection Framework combined with current performance data meant it was very likely that the College will be subject to an Ofsted inspection this academic year and only 48 hours notice would be provided.

Governors appreciated the information that had been provided to them already and the Deputy Principal would provide a further briefing document.

Act: AC

Governors queried whether the College's partners had been briefed on what to expect and the Deputy Principal felt it may be prudent to write to them.

Act: AC

Governors were asked to contact the Deputy Principal if they had any specific questions regarding inspection.

Act: ALL

Mr Hayes left the meeting temporarily and then re-joined during the above item.

12.120 Student Performance

College success rates were below national averages and this was largely as a result of poor retention since the vast majority of retained students achieved their qualification. A variety of quality improvement interventions had been made during 2011/12 which had led to improved retention. The Deputy Principal provided the Board with an up to date position regarding achievement rates. While the target for improving success rates had not been split by level of qualification, the Board were pleased to note a significant increase of 7% in Level 3 achievements which had been an area of particular concern. Although some data was still to be applied, particularly for Level 1 and 2 courses, it was apparent that overall achievement levels for 11/12 would show an increase. It was noted that Level 1 courses would probably show the least increase in success rates but the redevelopment of the structure with courses now being incorporated into specific curriculum areas would yield results in 2012/13.

The Board felt the increase in achievement was really positive, particularly in the context of the transformation project.

12.121 Provisional Financial & Funding Outturn 2011-12

The Board noted that the Cash Based Operating Surplus movement of £349k could move slightly. There had also been an allowance for claw-back from any funding agencies, although verbal exchanges had indicated this may not materialise. Funding relating to the ESF projects would be discussed further with the auditors. The Board noted that the key movement explanations were very open.

It was commented that the College had been historically cautious, and in the context of the changes the College was going through it was felt the prudent approach was merited.

The report was noted.

12.122 Update on Management Structure.

In March 2012 a report to the Board outlined the need for a review and restructure of the existing management structure. A restructure of the top tier of management and the curriculum management team was agreed and taken through a consultation and robust selection process concluding in June 2012. Of the 25 management posts established all but three have been filled via the recruitment process; the remaining three posts would be re advertised.

It was acknowledged that considering the size of the restructure, for it to be almost complete was extremely positive.

The Board noted the update on the management structure.

12.123 Committee Minutes

- 12.123.1. Audit Committee 28th June 2012 & 13th September 2012
The 13th September minutes were not available. The 28th June minutes were noted. The Chair of the Committee commented that the report on transformation from the Internal Auditors was outstanding.
- 12.123.2. Search & Governance 20th June and 19th September 2012
The 19th September minutes were not available. The 20th June minutes were noted. There were still vacancies for external governors and the recruitment process was on-going. As Mr Cearns would be stepping down as a governor, financial skills had been added to the advertisement.
- 12.123.3. FE&GP 21st June and 20th September 2012
The minutes of the 20th September meeting were not available. The minutes of the 21st June meeting were noted.

The Chair apologised for the more recent minutes not yet being available and the Board accepted that there had been an exceptional demand on resources recently.

12.124 Any Other Business – *CONFIDENTIAL MINUTE*

12.125 Confidentiality of Items

Item 6 (Appointment of the Internal Audit Service) was declared confidential for the next 48 hours.

Item 10 (Enrolment & Implications for the Budget) was declared confidential.

Item 23 (Any Other Business) was declared confidential.

12.126 Date of next meeting

The date of the next meeting, 4th December 2012, was noted.

12.127 Confidential Minutes of Board Meeting on 19th September 2012

The minutes of the Board meeting held on 19th September 2012, all of which were deemed to be confidential, were agreed as a true record.

Staff and student governors left the meeting at this point.

12.128 Confidential Minutes of Board Meeting on 17th July 2012 – CONFIDENTIAL MINUTE

12.129 Matters arising from Confidential Minutes of Board's Meetings on 17th July and 19th September 2012

Ms Vivienne Tyler reported that she had agreed to be appointed as a director of the company formed, at speed, as a vehicle for the acquisition of First4Skills. However, she did not necessarily think that she was the appropriate Governor to serve in this capacity and would relinquish the role if another governor could be found to take her place.

Act: CH

12.130 Minutes of the Remuneration Committee Meetings on 17th July and 25th September 2012 – CONFIDENTIAL MINUTE

There being no further business the meeting closed at 1850hrs.