



**Minutes of the Meeting of the Corporation Board  
held on 29<sup>th</sup> October 2009 at 4.15 pm**

**Governors Present**

Cllr Karen Afford	)	External Governors
Mr Tony Cearns	)	
Mr Tony Cobain	)	
Professor Gerald Pillay	)	
Dr John Ritchie, MBE	)	
Ms Vivienne Tyler (Chair)	)	
Mr David Wilson	)	

Mr Adam Scovell Student Governor

Ms Sue Navarro Staff Governor (Business Support)

Ms Maureen Mellor, MBE Principal

**In Attendance**

Ms Marie Allen, MBE	Vice Principal Curriculum
Mr Mike Doyle	Assistant Principal Resources
Ms Sue Greenhalgh	Assistant Principal Curriculum
Ms Nancy Jenkins	Clerk to the Corporation
Ms Irene Loh Lynn	Vice Principal Corporate Services
Mr Brendan Ruane	Vice Principal Finance and Resources
Mr Barry Sherriff	Assistant Principal Employer Services and Adult Skills

The meeting was preceded by presentation of a DVD by staff and students from the SAFE (Save Adult Further Education) group. They gave many examples of how individuals had benefitted from adult education and the campaign work by the group against cuts in adult and community education. They were thanked for a very moving presentation and it was suggested that the DVD be made available on the College internet.

**09.85 Apologies**

Apologies for absence were received from Ms L Barry, Ms S Carmichael, Ms C Dove, Ms S Greenhalgh, Mr J Hyslop, Ms A Lees, Mr J Petrie, Ms M Ross, Mrs N Stalker and Mr S Smith.

**09.86 Declarations of Interest**

Ms Tyler declared an interest regarding item 6 (Appointment of Chair and Vice-Chair). Staff other than senior post holders declared an interest in the annual pay award (item 10).

**09.87 Minutes of the previous meeting**

Minutes of the meeting held on 15<sup>th</sup> September 2009 were agreed as a correct record.

**09.88 Matters arising from the Minutes**

The Clerk's report on actions from previous meetings was noted.

**09.88.01 Social and Environmental Impact of Procurement (09.70.01)**

A meeting had been arranged for 10<sup>th</sup> November between the Principal, Vice Principal Corporate Services and Ms Dove to discuss this topic and the VPCS would bring a report to the 10<sup>th</sup> December Board meeting.

**Act: ILL**

**09.88.02 Executive Limitations (09.75.01)**

The Clerk and Vice Principal Finance and Resources (VPFR) had proposed additional wording to the 'Finance and Estates' section of the Scheme of Executive Limitations to define what was meant by a 'major element' of a capital project. Following discussion, members requested both a percentage and a maximum amount to be stated for each element.

**Act: NJ/BR**

**09.89 Risk Monitoring**

It was noted that items on the agenda addressed a range of key risks including risk 12 (financial controls), 11 (capital projects), 14 (relationships with staff), 9 (curriculum planning and quality improvement), 8 (legislation) and good governance.

Ms Tyler left the room for the duration of the next item and Mr Cearns took up the Chair temporarily.

**09.90 Appointment of Chair and Vice Chair**

The Clerk reported that the 2 year terms of office of the Chair, Vivienne Tyler, and the Vice Chair, Claire Dove, expired at the end of the month. Both were willing to continue and no other nominations had been put forward.

Ms Tyler was proposed as Chair by Mr Cobain and seconded by Dr Ritchie. Ms Dove was proposed as Vice-Chair by Mr Cobain, seconded by Mr Wilson. Each was duly re-appointed for a second term of 2 years until October 2011.

Ms Tyler then returned to the meeting and resumed the Chair.

**09.91 Principal's Report**

The Principal commenced her report by detailing the new arrangements from 2010/11 whereby planning and commissioning of 16-18 provision would be directed through the Young People's Learning Agency to local authorities who would then commission provision. Local Learning and Skills Council staff would formally transfer to the local authority in April and were working together in the run

up to this date. Commissioning and funding of adult and skills provision would be managed by the Skills Funding Agency.

For both 16-18 year olds and Adults there were likely to be funding cuts in 2010/11. Planning to mitigate the effect of the government's efficiency and saving demands was a key priority of the senior management team and would be the main theme of the Board's strategic planning event in the New Year.

Regarding the LSC investigation of the whistleblowing event, a meeting with the LSC investigator had been arranged for 19<sup>th</sup> November.

Two deep holes found on the site of the Learner Centre had been found to be wells and thus not a major issue. The groundbreaking ceremony held on 21<sup>st</sup> October had been very successful, led by children from local schools and College apprenticeships.

The College was moving closer towards a settlement in respect of the purchase price for the former Canning Place site.

Members were delighted to note that Ilsa Parry, a 3D product design lecturer in the Arts faculty, had won the "Design for Life" reality TV show and undertaken a 6 month placement at Philippe Starck's school of design in Paris. She had been a marvellous representative of the College and the city and governors asked for congratulations to be passed on to her.

**Act: NJ**

#### **09.92 Provisional Financial Outturn for 2008/09**

In his report the VPFR informed the Board that the financial outturn (before FRS17 provision and the sale of Old Swan site) showed an operating surplus of £1,310,000 subject to audit, compared to the budgeted surplus of £382,000.

Since the last meeting the Merseyside Pension Scheme deficit figures had been received and recorded under FRS (Financial Reporting Standard) 17. The pension liabilities had increased from £34 million in 2007/08 to £42 million in 2008/09. After some discussion, it was proposed that the Finance, Estates and General Purposes Committee consider the issues related to FRS 17 in more detail.

**Act: BR**

The report was noted.

#### **09.93 Borrowing Arrangements for existing Loan Facility**

The Vice Principal Finance and Resources produced to the meeting a letter of variation (the Letter of Variation) from Barclays Bank PLC (the Bank) to the College setting out the amendments to a facility agreement dated 13<sup>th</sup> December 2002 pursuant to which the Bank has offered the Borrower (as defined in the Letter of Variation) the Facility (as defined in the Letter of Variation).

It was resolved:

1. That the amendments set out in the Letter of Variation are in the interests of and for the benefit of the College and are most likely to promote the success of the College for the benefit of the members as a whole and that such terms and conditions of the Letter of Variation be and are approved and accepted.

2. That Maureen Mellor (Principal) and Brendan Ruane (Vice Principal Finance and Resources) are authorised to sign the Letter of Variation on behalf of the College and to indicate acceptance of the terms and conditions.
3. That the Bank is authorised to act in all matters concerning the Facility as amended by the Letter of Variation upon instruction from the College, in its capacity as Borrower of the Facility, signed in accordance with the Bank's mandate for any of the accounts of the College held with the Bank current from time to time.

#### **09.94 Annual Pay Award – Joint Unions Pay Claim 2009**

The Board received a report from the Vice Principal Corporate Services on the annual pay award recommended by the Association of Colleges and the responses from trade unions. Unison had voted to accept the 1.5% pay recommendation. The University and College Union (UCU) had not accepted the offer and advised that its members would be balloted for industrial action in the autumn term.

On the basis that enrolments were as predicted, the Board approved a 1.5% pay award to be paid to all staff other than senior post holders with effect from 1<sup>st</sup> August 2009. It was noted that the College would prepare for industrial action and that, if submitted, the College would consider a pay award request for Protocol National visiting lecturers.

#### **09.95 Internal Audit Letter of Engagement for 2009/10**

Members agreed the terms of the letter of engagement for the Internal Audit Service for 2009/10; the VPFR would sign the letter on behalf of the College.

#### **09.96 Governance**

##### **09.96.01 Review of Code of Conduct for Corporation Members including Ends Policy**

In her report the Clerk proposed amendments to the Code of Conduct which took account of changes to key source documents and revisions suggested in the latest model from Eversheds and proposed by the Search and Governance Committee. This included some revisions to the Ends Policy which was now included in the Code.

Members approved:

- 1) revisions to the College Ends Policy;
- 2) revisions to the Code of Conduct for Corporation Members.

##### **09.96.02 Criminal Records Bureau Checks for Governors and registration with the Independent Safeguarding Authority**

The Board discussed a report from the Clerk proposing revised guidelines for governors on Criminal Records Bureau (CRB) disclosures and timescales for obtaining disclosures from existing governors and applying for registration with the Independent Safeguarding Authority (ISA).

During discussion members were advised that Ofsted had informed inspectors in recent training that they would expect governors to be CRB checked. The Rehabilitation of Offenders Act did not apply in education. Jobs at the College were exempt from the Act and governors would be asked to disclose information about convictions which for other purposes were 'spent' in the same way as job

applicants. The Vice Principal Corporate Services had now taken over the role of Lead Signatory for receipt of CRB disclosures and would consult with the Chair or Principal where necessary in deciding whether or not a disclosure was material.

The Board:

- 1) approved the guidelines to governors on CRB disclosures;
- 2) agreed that CRB forms be issued to existing governors during the autumn term and new governors on appointment; and **Act: NJ**
- 3) agreed that governors would be amongst the first group to apply for ISA registration after July 2010.

#### **09.97 Student Suggestions and Complaints 2008/09**

The Vice Principal Curriculum presented a report from the Assistant Principal Student Service and Support. 34 complaints had been received in 2008/09 compared to 47 in 2007/08 and 46 in 2006/07. All were dealt with satisfactorily. A summary of the individual complaints and outcomes was attached to the report which members noted with interest.

The College had developed and strengthened student feedback arrangements over the last two years which might explain the significant reduction in the number of formal complaints and the absence of suggestions via the Suggestions Box scheme which would now be discontinued.

The most common complaint related to the behaviour or attitude of staff. In half these cases the complaint was not substantiated or there was insufficient evidence to uphold it. Appropriate action had been taken by managers in all cases where the complaint was found to be fully or partly justified.

The complaints procedures were publicised to students during induction and via noticeboards.

#### **09.98 Current Significant Risks**

The VPF&R had revised the format of this report to show those risks being actively managed at present.

The Integrated Employment Service programme for those unemployed longer than 6 months was significantly off profile, although the situation was improving. There was a risk of clawback of LSC funding if not achieved. The Senior Management Team received weekly reports and the College was taking a variety of actions to increase take up of places.

Train to Gain student numbers had been at 50% of the required profile at the time of writing the report, but had improved.

The Chair of the Finance, Estates and General Purposes Committee would meet with the VPF&R to discuss how to provide assurances to the Board about these programmes. **Act: BR/AC**

Members noted the report and asked for an additional column stating sources of assurance. **Act: BR**

## **09.99 Minutes of Committee Meetings**

Minutes of the following Committee meetings were noted:

- Audit Committee – 18<sup>th</sup> June and 30<sup>th</sup> September 2009.
- Search and Governance Committee – 19<sup>th</sup> October 2009
- Remuneration Committee – 6<sup>th</sup> October 2009 (confidential, so not circulated to staff or student governors)

## **09.100 Other Business**

### **09.100.01 Record of Thanks**

It was noted that Michele Ross was leaving the Board having completed her second term of office. Ms Ross had been an active member of the former Employment Policy and Remuneration Committee as well as link governor with the Foundation Studies faculty. The Clerk was asked to record members' appreciation of Ms Ross's contribution to the Board and support to the college during her 8 years as a governor.

**Act: NJ**

## **09.101 Confidentiality of Items**

The following items, or parts of items, were deemed confidential:

- Item 7 Notes of discussion of Canning Place
- Item 9 Borrowing arrangements for existing loan facility
- Item 11 Internal Audit fees
- Item 15.3 Remuneration Committee minutes of 6<sup>th</sup> October 2009

## **09.102 Date and Time of Next Meeting**

The next meeting will take place on Thursday 10<sup>th</sup> December 2009 at 4.15pm.

The meeting closed at 5.55pm.