

Preston College

Redacted and Abridged¹ Minutes of the Board Meeting held 9th December 2021 at 5.30pm, Zoom

Present:

Mr J Boydell	Chair
Mrs L Doswell	Principal and Chief Executive
Mr S Browne	
Mr M Collard	
Mr M Driver	
Ms J Garcia	
Mr N Hunter	
Miss Gueye Seck	
Mr D Patel	

In attendance:

Mr S Nixon	Executive Director Resources
Ms M Haworth	Vice Principal Quality, Teaching, Learning and Learner Support
Mr M Noblett	Vice Principal - Curriculum Delivery and Planning
Miss N Muthukumar	External Auditor - Grant Thornton (until Minute 4)
Mrs C Rayner	Clerk to the Board

Apologies:

Mr S Edwards
Miss J Hopwood
Ms J Jones
Mr R Marshall-Slater
Mrs L Mason
Miss F Patel
Miss G Turner

1. Welcome and apologies

The Chair welcomed everyone to the meeting. The Chair welcomed Miss Muthukumar, External Auditor - Grant Thornton, to the meeting.

It was noted that apologies had been received from Mr Edwards, Ms Jones, Mr Marshall-Slater, Mrs Mason and Miss Turner.

As a quorum was not present the matters for discussion were considered first. It was noted that no decisions could be made until the meeting was quorate.

Ms Gueye Seck joined the meeting after items for discussion.

It was noted that a quorum was present.

2. Declarations of Interest

No interests were declared.

¹ Please note that any matters which the Corporation is satisfied should be dealt with on a confidential basis have been removed from these minutes.

3. Audit Committee Annual Report

The Clerk referred members to the draft of the Audit Committee Annual Report. She explained that the references to the Committee's consideration of an evaluation questionnaire would be removed as the Committee had not completed a questionnaire for 2020/21 because only three members of the current Audit Committee had served on the Committee during 2021/22. However, the Audit Committee had completed a review of its effectiveness at its meeting on 24th November 2021 and the actions points were listed in the report.

The Board noted the Internal Audit Annual Report 2020/21 and the Subcontracting Controls report which was appended to the report.

The Chair of Audit Committee reported that the Audit Committee had agreed that he could sign the Audit Committee Annual report once confirmation had been received from Grant Thornton, the College's external auditors, that all audit work had been satisfactorily completed.

Miss Muthukumar, External Auditor - Grant Thornton, confirmed that all work had been completed satisfactorily and the Chair of Audit Committee confirmed that he would sign the Annual Report of the Audit Committee. The Board accepted the Annual Report of the Audit Committee as a source of assurance.

Resolved: The Board noted the Audit Committee Report and accepted it as a source of assurance.

4. Financial statements and management letter

Mr Nixon referred members to the draft Report and Financial Statements for the year ended 31st July 2021, at Appendix A, the management letter dated 9th December 2021, at Appendix B, the Preston College Letter of Representation, at Appendix C and the Regularity Self Assessment Questionnaire 2021/22, with Covid annex, at Appendix D.

Mr Nixon explained that as a new requirement of the Audit Code of Practice 2020/21, the external auditors would attend the Board meeting when the annual report and financial statements and management letter were considered by the Board to provide direct assurance to the Board.

Miss Muthukumar shared with the Board the final management letter report. She reported:

- Grant Thornton's report opinion would be unmodified;
- detailed work which had taken place on revenue testing with no significant issues raised;
- all work on the pension scheme had been completed;
- a potential adjustment had been raised in respect of the potential impact of the Goodwin ruling;

- following its going concern assessment, stress testing and sensitivity review, Grant Thornton concurred with management's view that the going concern assumption was appropriate;
- the unadjusted misstatements section of the Letter of Representation would be updated with the additional revenue shortfall identified;
- observations in respect of significant risks which were outlined in the management letter.

Miss Muthukumar asked members if they were aware of any issues relating to fraud or non compliance with law that they would like to raise. No comments were made. Miss Muthukumar shared with the Board an additional paragraph which would be added to the Annual Report and financial statements to confirm that the auditors had asked management, the College's compliance officer, the Audit Committee and the internal auditors if they were aware of any issues of non compliance with laws or regulations and whether they had any knowledge of actual or suspected fraud. It was also noted that the auditors had corroborated the results of their inquiries with supporting documentation such as Board minutes and internal audit report reviews.

In response to a query on the co-operation of the College management and staff with the external auditors, Miss Muthukumar provided assurance that there all contributors at the College had been co-operative. Mr Nixon also recorded thanks to the staff at Grant Thornton for their professional approach to completing the audit.

The Board recorded thanks to staff at Grant Thornton and the College for their work on the external audit.

On behalf of the Audit Committee, the Chair of Audit Committee reported that as the Board had received confirmation of an unmodified audit opinion from Grant Thornton, the Audit Committee could formally recommend to the Board approval of the financial statements and Letter of Representation.

The Board approved the Financial Statements 2020/21 and authorised the Chair to sign the Letter of Representation, with amendments as outlined, and the regularity self assessment questionnaire on behalf of the Board. It was noted that the Financial Statements 2020/21 would be signed digitally due to Covid.

Resolved: The Board:

- **approved the Financial Statements 2020/21 with amendments as outlined;**
- **authorised the Chair to sign the letter of representation following the update and regularity self assessment questionnaire on behalf of the Board.**

The Chair thanked Miss Muthukumar for her report and for waiting to present her item.

Miss Muthukumar left the meeting.

The Chair of Audit Committee gave a verbal report on external audit fees for 2020/21. The Board noted the update.

5. Minutes of the previous meeting

The Board approved the Minutes of the Board meeting held on 21st October 2021 as a correct record.

Resolved: The Minutes of the Board meeting held 21st October 2021 were agreed as a correct record.

6. Strategic Planning Meeting

The Clerk presented her report on the Strategic Planning Meeting. She referred to:

- the notes of the strategic planning meeting at Appendix A;
- the report from the external facilitator on the Board Effectiveness review session at Appendix B;
- the timescales for taking forward the actions from the Board effectiveness session outlined in the report and plans to add governance actions to the Five Year Strategic Plan.

The Board approved the Notes of the Strategic Planning Meeting which took place on 21st October 2021, noted the Strategic Planning Meeting report and agreed the action points and timescales for implementation. The Board agreed that the governance actions should be added to the Five Year Strategic Plan priorities for 2021/22.

Resolved: The Board:

- **approved the Notes of the Strategic Planning Meeting on 21st October 2021;**
- **noted the report and agreed the action points and timescales for implementation;**
- **agreed the governance actions should be added to the Five Year Strategic Plan priorities for 2021/22.**

7. Matters arising

The Board noted the report on progress of actions from previous meetings. The Clerk highlighted actions in the report which had been agreed before Covid and had not be prioritised by management due to other pressures. She proposed that, as highlighted in the report, where these actions were either no longer relevant or would be addressed in 2022 as part of other work they should be closed. The Board agreed this approach.

8. Decisions Taken and Information Sent Between Meetings

The Clerk referred to her report on Board decisions taken between meetings and information sent between meetings. The Board noted a written resolution on Banking arrangements , issued on 1st November 2021 had been approved between meetings. Mr Nixon provided an update on the resolution which required the application of the seal. He reported that arrangements were in train, subject to confirmation from both parties' solicitors.

The Board noted the following items had been sent between meetings:

- the latest version of DfE Keeping Children Safe in Education safeguarding guidance which was also available on the Governors' Portal. Governors were asked to read this guidance;
- reminders for all governors to complete the safeguarding and Prevent training modules;
- invitation to the Association of College/Education Training Foundation Corporate Governance conferences.

The Board noted the report on Decisions Taken and Information Sent Between Meetings.

Resolved: The Board noted the report on Decisions Taken and Information Sent Between Meetings

9. Risk Management Register

Mr Nixon referred to his report on the Risk Management Register and referred members to the Risk Management Register, dated November 2021, at Appendix A.

Mr Nixon reported that:

- there had not been any significant changes since the report had been considered by the Board on 21st October 2021;
- a proposal to remove a number of items from the register and the rationale for this. He reported that the Audit Committee had reviewed this proposal and agreed to recommend to the Board that the items be removed.

The Board discussed the Risk Management Register, dated November 2021, and agreed the current risks, actions completed and further actions still to be completed the Risk Management Register. The Board discussed the risks proposed for removal and were supportive of the approach outlined and agreed that the risks should be removed. It was noted that College departments also operated their own risk registers.

Resolved: The Board noted the Risk Management Register and agreed the current risks, actions completed, risks to be removed and further actions still to be completed.

10. Health and Safety Annual Report

Mr Nixon presented the Health and Safety Annual Report 2020/21. He reported;

- that the number of accidents had decreased on the previous year and that this was likely to be related to the impact of Covid with reduced activity and visitors on campus;
- the spread of incidents across the week;
- areas such as Health and Beauty and Performing Arts were more likely to have accidents;
- the Resources Committee had discussed the importance of reporting near misses and the Health and Safety Officer had issued a reminder to all staff on this.

The Board noted that it was asked to confirm its commitment to Health and Safety by approving the 2021/22 General Statement of Intent incorporated within the Annual Report.

The Board approved the Annual Health and Safety Report and approved the General Statement of Intent 2021/22.

Resolved: The Board:

- **noted and approved the content of the Annual Health and Safety Report 2020/21 at Appendix A;**
- **approved the General Statement of Intent 2021/22.**

11. Corporate Self Assessment Report

Ms Haworth and Mr Noblett presented the Corporate Self Assessment Report (SAR) 2020/21. She reported:

- on enhancements to the governors' review of the SAR, including considering the SAR at two meetings of Quality and Standards Committee and inviting the Board chair and committee chairs to attend the second meeting;
- that the draft SAR had been reviewed by schools and curriculum leads and Ms Roe, the new Head of Quality and Higher Education, had reviewed the SAR and made further changes including adding more information on the College's careers and health and wellbeing work;
- on a meeting scheduled with David Cork from the Association of Colleges (AoC) to review learner data;
- that following the Quality and Standards Committee's request to further explore if either Provision for High Needs Learners or Personal Development could be graded as 1, management had reviewed the SAR and were of the view that the grades should remain unchanged. She reported that Provision for High Needs Learners was close to be graded 1 with further work required;
- the importance of using the new terminology used in the Education Inspection Framework in the SAR;
- the going efforts to improve learner attendance, particularly in English and Maths.

The Board considered the SAR 2020/21 and discussed with management:

- a suggestion that the College could compile intelligence reports from other colleges' Ofsted reports which were graded outstanding;
- discussions in the Quality and Standards Committee working groups of ensuring the SAR exemplified how College staff made a difference to the lives of learners by going the extra mile;
- collaboration with the other good and outstanding colleges.

During the discussion it was noted that whilst colleges did not usually share their SARs with other colleges there was still some collaboration and sharing of best practice. It was noted that the new Head of Quality and Higher Education planned to visit other colleges to share experiences of apprenticeships.

The Board endorsed the Corporate Self-Assessment Report 2020/21 and its indicative grades.

Resolved: The Board endorsed the Corporate Self-Assessment Report 2020/21 and its indicative grades.

12. Five Year Strategic Plan

The Board noted the updated Five Year Strategic Plan with deliverables for 2021/22 and the People Strategy Action Plan 2021/22 at Appendix A.

As discussed under the Principal and Chief Executive's report, the Board agreed the timetable should be brought forward and an update on the Five Year strategic plan, with course adjustments required due to Covid, should be considered at the next Board meeting.

Resolved: The Board:

- **agreed the Five Year Plan should be considered at the next Board meeting;**
- **noted the 5 year plan deliverables, targets and impact measures for 2021-22 and People Strategy Action Plan 2021/22 at Appendix A.**

13. Governance Matters

The Clerk presented her report on Governance Matters. The Board noted the Board and Committee membership as of December 2021 at Appendix A and the updated Board demographic report at Appendix B. The Clerk referred to AoC demographic benchmarking data for college boards included in her report.

The Clerk referred to governor training and development plans for 2021/22 and, in addition to the plan outlined in her report, referred to further governor training opportunities offered by Wylie and Bisset, the College's new internal auditors, and plans to arrange induction sessions on the College's financial statements and managements accounts for new governors which would be offered to all governors as Continuous Professional Development opportunities.

The Clerk reported that, as stated in the College's Whistleblowing Policy and Procedure, as the College's Designated Assessor, she should report annually to the Board on the number of times the procedure had been formally invoked, and of the outcomes. The Clerk reported that she had not received any whistleblowing reports during the 2020/21 academic year and 2021/22 year to date.

The Clerk reported that the Search and Governance Committee had discussed the publication of the updated AoC Code of Good Governance for English Colleges (published September 2021) at its meeting on 1st December 2021 and the Committee recommended to the Board that the College continue to adopt the Code. The Board agreed to continue to adopt the AoC Code of Good Governance for English Colleges (September 2021) and noted that the College could start to report against the new code for 2021/22 or 2022/23.

The Clerk referred members to links she had provided in her report to DfE reports: Interim Governance Guide and Guidance on External Governance Review. The Board noted that the Search and Governance Committee had noted these interim reports and its last meeting and would consider the reports in more detail at its next meeting.

The Clerk explained that the Board could not consider the reappointment of Mr Collard as it would be inquorate. The Board agreed Mr Collard's re-appointment should be considered by written resolution.

Resolved: The Board:

- **noted the current Board membership and Term of Office and Committees membership and Committee Membership and demographic report;**
- **noted the update on governor training and development plans for 2021/22**
- **noted the Clerk's annual Whistleblowing report;**
- **approved the adoption the revised version of the Association of Colleges Code of Good Governance for English Colleges (September 2021);**
- **noted the key governance reforms update and the proposed timescales for the Search and Governance Committee to consider these matters more fully.**

Action: To consider Mr Collard's re-appointment by written resolution.

14. Board Forward Work Programme

The Clerk referred members to the Board Forward Work Programme (FWP) 2021/22, at Appendix A, which had been revised following feedback at the previous meeting. The Clerk referred members to the proposed agenda for the next Board meeting which was normally a strategic planning meeting rather than a formal Board meeting. The Board agreed the draft agenda. The Clerk noted that as agreed earlier in the meeting an item on the Five Year Strategic Plan would be added to the agenda. The Clerk undertook to review the planned agenda with the Chair to ensure there was sufficient time for discussion and all items.

The Clerk referred members to the Audit Needs Assessment produced by Wylie and Bisset, the College's new internal auditors, which included the Internal Audit plan for 2021/22. She referred to the request of the Audit Committee that other committees also consider the internal audit plans and provide feedback. The Board approved the Internal Audit Plan 2021/22.

Resolved: The Board:

- **noted the Board forward work programme 2021/22;**
- **approved the internal audit plan 2021/22;**
- **agreed the agenda of the January Board meeting with an item on the Five Year Strategic Plan.**

15. Newsletter

The Board noted the News for Governors and Staff, December 2021. Mr Noblett referred members to the content of the newsletter which included lots of inspirational stories of life at the College for learners and staff and exemplified how staff were making a real difference to learners.

Resolved: The Board noted the Board noted the News for Governors and Staff, December 2021.

16. Any Other Business

Miss Geuye Seck, Student Governor 16-18 and Chair of the Student Council, gave a verbal report on the work of the Student Council and the charity fundraising activities being planned for 2022. The Chair thanked Miss Geuye Seck for the update.

The Chair thanked the ELT, all staff and fellow governors for their support and contributions during 2020/21 which had been another challenging year. On behalf of the Board he wished everyone a happy and safe Christmas.

17. Date of Next Meeting – 27th January 2022

The Board noted that the next meeting would be held on 27th January 2022.