Cheshire College
South & West

MINUTES OF FULL CORPORATION MEETING
HELD ON THURSDAY 11 NOVEMBER 2021 – 14:00HRS
VIA TEAMS, CREWE AND ELLESMERE PORT CAMPUSES

Governors & others present at Crewe campus:

Dame Pat Bacon	(PB)	Chair of Governors and Chair of Chairs' Committee
Mr Jasbir Dhesi	(JSD)	Principal/CEO
Mr Jerry Green	(JG)	
Mrs Sue Harrison	(SHar)	
Miss Jade Murphy	(JM)	From 14:15hrs
Mrs Karen Roberts	(KR)	Assistant Principal Apprenticeships & Employer Engagement

Governors & others present at Ellesmere Port campus:

Mr Fintan Bradley	(FB)	Chair of Audit & Risk Committee
Mrs Debbie Bryce	(DB)	
Mr Len Closs	(LC)	Chair of the Management & Performance Committee
Mr Sean Herbert	(SHer)	
Mr Davinder Lotay	(DSL)	
Mr Kenny Murray	(KM)	
Mr Neil Borg-Olivier	(NBO)	Assistant Principal Curriculum
Mr James Eagney	(JE)	Assistant Principal Quality, Foundation English & Maths
Mr Gareth Jones	(GJ)	Chief Financial Officer
Mrs Helen Nellist	(HN)	Deputy Principal/Deputy CEO
Mrs Nimisha Mistry-Miah	(NMM)	Assistant Principal Learner Services
Mr Mark Parsons	(MP)	Assistant Principal Curriculum

Governors & others present via Teams:

Mr Mike Braun	(MB)	
Mr Paul Coleman	(PC)	
Miss Jesse Lowry	(JL)	
Mrs Carleen Osborne	(CO)	
Mrs Anne Pickering	(AP)	
Mrs Gillian Taylor	(GT)	Chair of Finance & Resources Committee
Mrs Michelle Huntley	(Clerk)	Clerk to the Corporation

PART A MINUTES

Minute Reference	
FC 49/21	**Mr Robin Ghurbhurun (RG) & Mr Henry Hughes (HH) from JISC led a training session for governors on the topic of Cyber Security Awareness. The following points were noted:** • Cyber security is a board level responsibility • There is now heightened awareness in the education sector of cyber security, and much media coverage. • Ransomware attacks are happening – often during key times e.g., enrolment or exam periods.

- Fraudulent emails are being used, together with phishing attacks and ransomware accounts
- Support is available via the National Cyber Security Centre including resources for Boards to use in the education sector.
- Governors can assist with risk – know the information you process; know critical assets; proactively deal with identifying risks and mitigation to be taken; risks associated with supply chain, business continuity plan and also direct risks.
- In 2020 there were 15 attacks in the sector in the whole year; whereas there have been 18 attacks during 2021 to date; with an average cast impact to affected colleges of c£2m; in addition, there has been reputational damage and service disruption.
- There is a need to manage cyber security, to ask questions as necessary; cyber-attacks can be deflected if an organisation has a good approach to cyber security; instances can be targeted and/or opportunistic; organised crime is now a business – no longer lone hackers; there is even some state supported tolerated instances; some hackers are opportunistic – so organisations need to minimise these type of opportunities; keep ahead of the mainstream crowd.
- Every weakness can be exploited – attacks are asymmetric. Layering defences are a good approach
- Cyber security is not a single event: use multi-factor authentication; maintain a programme of defence activities – some areas may not be of significant risk.
- Security is a continually developing thing.
- National Cyber Security Centre (NCSC) advocate that organisations should adopt a strategy BEFORE any attack is made. Consider all areas.
- Embed cyber security in the organisation's culture – be clear of processes to be used – involve ALL stakeholders and maintain good communications.
- Cyber security risk management is one element of risk for an organisation. Use it as a tool to track where we are and what risks we have. Recognise that the landscape is changing.
- Incidents WILL occur – quick recovery depends on people knowing what to do under attacks.
- Cyber Essentials is a starting point but has limitations. Be prepared to turn off systems and recognise the order to turn systems back on.
- NCSC – 10 steps to Cyber Security is a good tool to use – adapt as necessary.
- Ownership and resilience are key. How will work continue in a degraded state? This decision is not down to technology issues but is a policy approach.
- Maintaining a strong security position is an ongoing challenge.
- JISC is an emergency service which colleges can use, and they can help with recovery

- **Questions to ask technical experts:**
    - **What attempted attacks do we see?**
    - **Have any been successful?**
    - **How are staff and students being given user awareness? Is this sufficient?**
    - **What is the back-up policy?**
    - **What is our Incident Response plan? Have we tested it?**
    - **What are key vulnerabilities for this college and what are we doing to protect against them?**
- **Questions to consider as a governing board:**
    - **How cyber security is addressed by the committee / board structure?**
    - **How are governors getting the information needed to make good cyber security decisions?**
    - **How are governors supporting staff do their jobs – skills, funding, strategy?**
    - **How are governors communicating with technical staff? Can they communicate with the Board?**
    - **Have we got adequate cyber security knowledge on the Board?**

The meeting noted that the Clerk has a copy of the slides.

Q: You mentioned an average impact cost of c£2m, how is that calculated?

	A: *We reached that figure by averaging out insurance claims for direct costs; it does not include consequential damage costs of a cyber-security attack. After an attack you will need experts to do a forensic investigation to reduce downtime; you will need to communicate with staff and students; calculate any loss of earnings due to systems not being available. There is a JISC report available of likely impact costs. Rebuilding costs are included, but no costs for digital estate. If you have a backup which is offline and off-site, you can use this it to recover. If this backup is compromised, then you must start from scratch. Planning a recovery from ground zero is very hard.* **BACKUPS are essential**. PB thanked RG and HH for their presentation. JSD has previously advised the Board of the College's position and cyber security steps taken. At Chairs' Committee we get regular updates from ELT. Audit & Risk Committee is also looking at all risks, including cyber security risk. **Mr Robin Ghurbhurun (RG) & Mr Henry Hughes (HH) left the meeting.**
FC 50/21	**Apologies for absence and declarations of interest** The Chair welcomed Miss Jade Murphy, the recently elected HE Student Governor to her first governance meeting. Attendance was as recorded above – apologies had been received from Mrs Lynda Risk, Mr Jake Wildsmith (JW) and Mrs Ruth Szolkowska (RS), Vice Principal Innovation, Curriculum & Quality. The Chair welcomed everyone and noted who was at each campus and joining the meeting from remote locations. James, Mark, Karen, Nim and Neil will leave the meeting after agenda item 04. **There were no declarations of interest made**.
FC 51/21	**Minutes of Meeting (09 September 2021), Matters Arising from previous minutes including Action Log** The minutes were reviewed for accuracy and approved. **It was RESOLVED to accept the Part A & Part B minutes from 09 September 2021 and the Chair will sign the minutes.** **Action Log update:** All actions are completed or on target for timely completion. The following was noted: **115** – After reviewing the terms of reference of the Finance & Resources Committee the Chairs' Committee agreed that it is most appropriate to have a standing agenda item for Live Capital Projects at the start of each Finance & Resources Committee meeting and any governor who wishes to attend this item may do so (including via Teams) and will then leave the meeting. **116** – RSM, the College's internal auditors will provide a training session on the management of capital projects on 08 March 2022. **All governors are welcome to attend.** **124** – Christmas Menu choices for governors will be sent out via the weekly Clerk's email on 09 Nov 2021. **DONE**
FC 52/21	**Confirmation of Appointment of Principal Contractor (T Level Capital Build)** The meeting noted the paper which had been sent to all members in advance of the meeting. Mrs Helen Nellist (HN), Deputy Principal presented to the meeting and the full minutes was recorded a Part B minute FC 52/21 as it is commercially sensitive. **The Board noted the tendering process undertaken to select TJM Projects and RATIFIED the Chairs' Committee decision to appoint TJM Projects Limited as Principal Contractor for the T Levels Wave 2 Build.**
FC 53/21	**College Self-Assessment Report (College SAR)** The meeting noted the paper which had been sent to all members in advance of the meeting. The Chair reminded the governors that this Full Corporation meeting focusses on the College Self-

Assessment Report (SAR) and James Eagney (JE) has worked with Ruth Szolkowska (RS) to co-ordinate the college-wide self-assessment activities, including external validation, and many link governors have also been involved in the process.

A schedule was shared with governors for this part of the meeting and link governors spoke about their respective curriculum areas.

James opened the item with some context setting:

- The Quality Cycle was shared to ensure governors understand the activities and the associated timeline of activities.
- The Self-Assessment Report (SAR) and Continuous Improvement Plan (CIP) are shared with staff teams, and Quality activities start in November including observations and learning walks.

Curriculum Area Self-Assessment Reports: Each curriculum area has been self-assessed across 4 areas: Quality of Education (QoE); Behaviour & Attitude (B&A); Personal Development (PD); Leadership & Management (L&M) and an OVERALL GRADE.

Each link governor reported for their respective curriculum area, referring to the respective area SAR, and the full notes, including questions and responses, are recorded as Part B business FC53/21, due to commercial sensitivity.

The meeting adjourned for a comfort beak at 15:22hrs for 5mins.

The Chair thanked all link governors for their excellent summaries of their respective curriculum area SARs.

The meeting discussed the Full College Self-Assessment Report 2020-21, and the discussion was recorded as Part B business FC 52/21, due to commercial sensitivity.

The meeting noted special thanks to all members of the Senior Leadership Team (SLT), HN and RS for such a comprehensive report.

Governors acknowledge the importance of pace: that issues have been identified and that changes will only be implemented with the buy-in of staff.

Governors understand the need to conduct such extensive self-assessment reviews, and also recognise that the world has moved on and there is now a need to look at how learners will deal with sitting external exams again. This will be a challenge for both learners and staff, as learners have not sat external exams since Yr6.

Governors also acknowledged that staff absence and filling vacant posts is currently a challenge, and noted that learner behaviour could become an issue going forward, if reports at a national level are mirrored locally. The leadership team will need to react as necessary.

Mr Len Closs (LC), link governor for quality systems and SAR commended the SAR to the Board. The SAR is a very thorough, honest, searching report, and provides signposts for development and improvement. The SAR shows where the College is now, and what plans there are for the future.

Governors APPROVED the College SAR v1 and the overall College Self-Assessment grade of Good.

FC 54/21	**College Improvement Plan (CIP) Priorities 2021/22**
	The meeting noted the paper which had been sent to all members in advance of the meeting. James presented to the meeting and following points were noted: - This year the CIP meeting included a round table discussion between SAR producers, and the external validator was Mrs Maura Cummins – ex HMI.

	• This year there is an enhanced format for the CIP which provides more rigour. It will be a key working document throughout the academic year. • Section B allows for senior leaders to add emerging areas for improvement. • A member of the Senior Leadership Team (SLT) will have responsibility and ownership of each Action for Improvement (AfI) • Priorities for improvement are recorded as Part B business FC 54/21 due to commercial sensitivity • The CIP meets the needs of all curriculum areas. • Curriculum CIPs will have same structure as the College CIP and will be a key working document. Progress against the CIP will be reviewed with termly Impact & Review meetings which Link Governors will be invited to attend. The meeting noted the importance of the CIP. In practical terms, the CIP will form the risk register for M&P and will be scrutinised at each committee meeting. The Chair thanked James for his excellent chairing of the =session. The Chair thanked all the Assistant Principals and James, Neil, Mark and Karen left the meeting.
FC 55/21	**Annual Committee reports & latest committee meeting reports** The meeting noted the paper which had been sent to all members in advance of the meeting which included copies of the committee annual reports from the Chairs', Management & Performance and Finance & Resources Committees. Each committee chair gave a verbal report of their respective committees' recent meetings, and the following points were noted: All non-confidential minutes from all the meetings are available to all governors via GovernorHub. Confidential minutes are available to all external governors. **Audit & Risk – 05 Oct 2021** FB reminded the meeting that the annual report from A&R will be presented at the December Full Corporation meeting. The following points were noted from the committee meeting on 05 October 2021: • Confirmed the external audit plan and AGREED the BDO audit fees - including the additional ESFA funding assurance work. • APPROVED the internal audit operating plan for 2021-22. • APPROVED the procurement approach and AGREED to use 03 Feb 2022 as the date for meeting with prospective providers. • ACCEPTED the updated report in respect of the Office for Students audit work. • AGREED to review the wording of the committee's terms of reference and clarify what is delegated to committees. • APPROVED that Mr Jerry Green be appointed as Audit & Risk Committee Vice-Chair for 2021-22. • Discussed the College's approach to whistleblowing. • APPROVED the IT Security Policy subject to a reference to governors being added. *FB RECOMMENDED the RSAQ to Full Corporation for signing. This report was APPROVED by A&R on 5 October.* **The Board APPROVED the RSAQ and PB & JSD signed the document.** *Action: GJ to send copy of signed RSAQ to BDO auditors.* **Chairs – 12 Oct 2021** PB, referred to the paper which had been sent to all members in advance of the meeting and the following points were noted: • APROVED the terms of reference for the Chairs' Committee, subject to the notes above. • APPROVED that Mr Fintan Bradley be appointed as Chairs' Committee Vice-Chair for 2021-22.

- APPROVED the committee annual report for 2020-21 subject to the amendments being made in a timely way.
- ***RECOMMEND to the Board that the F&R Committee primary agenda item approach should be adopted to ensure sufficient, robust monitoring of Capital Projects. Any governor is welcome to attend for this single item for the foreseeable future.***

The Board AGREED with the above recommendation.

- *Reviewed the effectiveness of the Remuneration Committee and RECOMMEND the following to the Board:*
  - ***Separate the date of the RemComm meeting from the Board meeting** to ensure that sufficient time is given to RemComm; and there is sufficient time for the Clerk to write up minutes for the RemComm Chair to use to brief the Board.*
  - ***Recruit another committee member** who understands the education sector and who has a good appreciation of all the activities undertaken by the College. In addition to increasing the skills and knowledge base of the membership, the addition of an extra member would also ensure membership is at 5, thus ensuring membership is an odd number.*
  - ***Offer training to the RemComm members in advance of the next RemComm meeting in Nov 2021.** This will improve the understanding of the College's current job family pay structure.*
  - ***Each paper for the five senior post holders (SPHs) will have a pay recommendation.** Appropriate data gathering and benchmarking is necessary to support each paper. There is a need to have clear relationships between SPHs and College job families so that any recommended pay awards can be justified and evidenced.*

The Board AGREED with the above recommendation.

- Noted that the College has had to deal with two cyber security instances up to 30 September 2021. Both were dealt with effectively. Details are in the minutes.
- Noted the College is facing staffing challenge in respect of managing staff absence and recruitment to vacant posts including non-teaching roles.
- Noted the huge success of the Open Evenings across all 3 campuses in October, where the stars were the learner ambassadors.
- Governor re-appointments were considered and recommendations will be brought to Board in December 2021.

Management & Performance – 14 Oct 2021

LC, referred to the paper which had been sent to all members in advance of the meeting and the following points were noted:

- APPROVED the Committee Terms of Reference.
- Special thanks to Mrs Sue Harrison for standing again as Vice-Chair for Management & Performance Committee.
- APPROVED the Management & Performance Committee Annual Report.
- Noted governor involvement and progress made with production of the College SAR
- Received a report from Petty Pool Vocational College and noted date of next Curriculum Area Support Activity (CASA) will be in November 2021.
- Received latest update of College outcomes for learners in 2020-21.
- Noted attendance and pre-42days retention data – concerns are being addressed at an individual learner level.
- Received an update on T Levels introduction.
- Received a detailed report on Higher Education provision.
- Received a detailed report on Work Based Learning and noted the excellent result of engagement with employers.

	- APPROVED the Verification/Moderation Policy; Educational Visits Policy; FE Complaints Policy; HE Complaints Policy; HE Fitness to Practice Policy; HE Student Refund & Compensation Policy; Learner Attendance Management Policy; Learner Disciplinary Policy; Learner Mental Health & Wellbeing Policy - Noted that the number of complaints is gratifyingly low, and it good to see that all complaints have been dealt with and closed. - Thanks to all the committee members – including student governors - for their contributions in meetings. **Finance & Resources – 21 Oct 2021** GT, referred to the paper which had been sent to all members in advance of the meeting and the following points were noted: - Welcomed Kenny from A&R – and he is now VC for the F&R committee. - Received a detailed verbal report from Mr Tim Hughes, AAH Projects about the College's T Level Capital Project and noted that appropriate control structures are now in place, to manage any unplanned activities/needs. - Received a detailed Land & Property Report and noted the College's position in respect of energy procurement. - APPROVED the terms of reference for this committee for 2021-22. - APPROVED the Finance & Resources Committee's Annual Report. - Received the College's Annual Gender Pay Gap Analysis Report for year to 31 Mar 2021. - Received and noted the draft high-level budget out-turn for 2020-21 and the planned timeframe for approval of the financial statements to A&R and F&R committees on 25 November 2021. - Received and noted the Financial KPIs for 2020-21 and proposed suite of KPIs for 2021-22. - APPROVED the following policies: Staff Disciplinary Procedure; Freedom of Information Policy; Anti-Harassment & Bullying Policy; and Subcontracting Fees & Charges Policy. - **APPROVED the College's Financial Regulations for 2021-22 and *RECOMMEND them to the Board.*** **The Board APPROVED the College's Financial Regulations for 2021-22.**
FC 56/21	**Confidential business noted** It was noted that whilst all Governors have been present for all items discussed at today's meeting a number of the items covered are of a commercially sensitive nature. The meeting agreed that the Clerk and Principal will identify the items from this meeting to be recorded as commercially sensitive information. *Action: JSD and Clerk to identify items from this meeting to be recorded as commercially sensitive information.*
FC 57/21	**Meeting impact Review** The Vice-Chair provided the following review of the meeting: **Intention:** In this meeting the Board received detail of the College's Self-Assessment Review. The governors' intent is clearly stated in Our Future document. The SAR & CIP process is pivotal in achieving our stated purpose and underpins the governors' drive for continuous improvement. Reports from the various committees are record of governors' activities in relation to these intentions. **Intention:** In this meeting the Board received a detailed review of the College's Self-Assessment Review (SAR) for the period 20/21. Each curriculum area's review was presented by link governors. As previously reported, the SAR process and the Continuous Improvement Plan (CIP) are pivotal in achieving the College's stated purpose and underpins the governors' drive for continuous improvement. Reports from the various committees are records of governors' activities in relation to these intentions.

	Implementation: The SAR process sets out how each curriculum area has implemented its activities to meet their stated aims. Link governor reports have been informed by progress made against the Continuous Improvement Plan (CIP) and evidence gathered throughout the academic year. Each area held an impact meeting attended by curriculum leads and link governors. The meetings were supported by Maura Cummins, who provided external validation. Governors have had opportunities to discuss progress in their link areas, observe curriculum activity and discuss with learners and staff their experience of the College as learners and teachers. Also at this meeting, Committee Chairs reported on governor activities that supported the implementation of the College's core business. **Impact:** The wide range of activities undertaken by the College at all levels by staff, learners and governors (even with Covid-19) has impacted in such a way that the College has self-assessed as a Grade 2 (Good).
FC 58/21	**Date of future meetings and any other business** Governors noted the dates, and venues of future meetings: • Tuesday 16 Dec 2021, 14:00hrs, Crewe • Friday 28 Jan 2022, 09:00hrs, Tarporley • Thursday 24 Mar 2022, 14:00hrs, EP • Thursday 7 July 2022, 14:00hrs, Crewe All meetings will be held in person, with governors having the option to join via Teams by prior agreement with the Clerk. **The meeting closed at 16:55hrs.**

Chair's signature: ……………………………………….   Minutes produced: 07 December 2021

Chair's approval: 08 December 2021   Report made to Corporation, for approval: 16 December 2021