

CARDINAL NEWMAN COLLEGE

BOARD OF GOVERNORS

A meeting of the Board of Governors of the College will be held at 4.00 p.m. on Wednesday 10 October 2018 in the Conference Room at the College.

Members present:

Richard Ainscough (F)
Len Hampson, Vice Chair (F)
Charu Ainscough
Nick Burnham
Amy Baines
John Calvert (F)
Bob Eastwood (F)
Peter Halpin (F)
Nigel James
Adrian Metcalf (F)
Helen Seechurn (F)
Barbara Smith
Ben Stewart
Peter Towers
Canon Scott Tanner (F)
Andrew Wygladala (F)

Officers in attendance:

Vicky Bryant, Vice Principal Teaching and Learning
Bob Deed, Clerk
Katie O'Reilly, Vice Principal Finance & Resources
Paul Vaughan, Deputy Principal
Kelly Turner-Illingworth, Assistant Principal Students (item 10)

MINUTES

1 Opening prayer

The meeting commenced with a prayer.

2 Welcome, introductions and apologies

There were apologies from Father Luiz Ruscillo, Bill Noblet and Abigail Brooks.

3 Declarations of interest

In the light of Cedar sales by Newman Business Limited, Nigel James noted that he was an employee and shareholder in Tribal Group which sold management information systems to colleges.

4 Election of Chair and Vice Chair

Deputy Chair took the Chair. He noted that the Chair had expressed a willingness to serve another term as Chair. He also invited other nominations. There were no other nominations. The Chair was re-elected by a unanimous vote.

Chair returned to the Chair. He noted that the Vice Chair had expressed a willingness to serve a further term as Vice Chair. He also asked if there were any other nominations. There were no other nominations. The Vice Chair was re-elected by a unanimous vote.

5 Minutes of the previous meeting

The minutes of the meeting held on Friday 15 June 2018 were accepted as a correct record.

7 Matters arising from the minutes

The Vice Principal Finance & Resources confirmed that she had written to the buildings officer at the Diocese setting out which land the College owned. She had not received a response.

8 Briefing on the constitutional arrangements for Newman Business Limited

The Vice Principal Finance & Resources outlined the historic background to Newman Business Limited, including the rationale for its set-up. She outlined the control framework adopted then, including the Memorandum of Understanding which required that Company passed profits through Gift Aid to the College and that the College was in control of the Company through its two non-remunerated directors. She also set out the other requirements of the funding body incorporated into arrangements.

The Chair asked about VAT. The Vice Principal Finance & Resources noted that NBL was registered for VAT and charged it on sales.

The Chair asked if the Governing Body was content with the current arrangements including the membership of the NBL Board. The Vice Chair of Finance & Premises noted the role of that Committee in monitoring and observed that NBL was performing well.

9 Principal's update on student numbers

The Principal outlined the fantastic 2018 results including a pass rate of 99.7%, high grades increasing from 62.8% to 66.2% and ALPS 2 meaning value added in the top 10% nationally. Maths and English GCSE pass rates rose to 63%.

The Principal noted the growth in student numbers despite the demographic dip. He noted that this had staffing demands in a limited number of areas and required additional staffing.

A governor asked about physical constraints. The Principal noted that there was a capacity for the next two or three years but there was a need for investment in new buildings.

The Principal outlined the mix of provision. He noted the growth in BTECs as well as the progress of Higher Education at the College.

The Principal updated governors on the national pay landscape. He noted that the unions were seeking a 5% claim and had suggested that reserves should be used. The STRB pay review body for school teachers had awarded a rise of about 2% which the Government was part-funding for schools and academies, including sixth form colleges which had converted to academy status.

The Principal noted that the College had assumed a 1.5% pay rise in the 2018/19 budget.

10 Safeguarding Annual Report (taken after item 2)

The Assistant Principal Students, Kelly Illingworth-Turner, introduced the Safeguarding Annual Report. She said that last year's Annual Report was the first using CEDAR student tracking system for logging Safeguarding issues. Therefore, the 2017/18 Annual Report was the first which had prior year comparatives. It also incorporated figures for attempted suicide and travel abroad, which might include suspected attempted force marriage.

The AP Students highlighted that the report reflected logs when there might be several logs for each student. For example, there were several students and multiple logs recorded due to a single case of racism-related bullying.

The AP Students talked through the key point commentary which was tabled. She noted that improved inter-agency communication, including high school information, meant there were more logs recorded.

There was an increase in mental health logs of 151 but this related to 16 students. The AP Students highlighted the support through counselling which was included in the report.

The Chair asked about how we could measure the effectiveness of the Safeguarding processes. She noted that there was a Safeguarding assurance review. She also outlined how she obtains feedback from staff and students, including the recent visit to the Student Council. The Principal noted that an assurance review was probably due. He observed that it was very difficult to measure effectiveness. He noted that he monitored cases and met with the Designated Senior Leads on Safeguarding each week.

The Safeguarding Lead Governor raised the issue of incidents with teachers. The Principal said there had not be any incidents in the year. If there had been, these would be dealt with by Human Resources and senior Governors would be informed.

A Governor asked about involvement with parents. The AP Students said that the general approach was to inform and involve parents unless there were exceptional circumstances which meant that this was not appropriate or safe.

The Safeguarding Lead Governor noted he had visited and reviewed Safeguarding over the last three years and he had gained assurance over that time.

A governor asked if the logs were the pastoral logs on Cedar. The AP Students explained that there were secure Safeguarding logs for the incidents being logged and reported.

11 Governance

The Clerk outlined the discussion about the Governing Body membership at the Governance & Search Committee.

The Governing Body resolved to support the Governance & Search Committee proposal that the Diocese be asked to:

- **Re-appoint Peter Halpin and Andrew Wygladala as foundation governors.**
- **Appoint Peter Towers as a foundation governor.**

The Clerk explained that as several Committee Vice Chair roles and Link Governor roles were vacant, the Governance & Search Committee discussed and proposed suitable candidates.

The Governing Body resolved to agree:

- **Andrew Wygladala as the Vice Chair of the Quality, Curriculum & Staffing Committee**
- **Adrian Metcalf as the Vice Chair of the Remuneration Committee**
- **Adrian Metcalf as the HE Link Governor**
- **Peter Towers as Safeguarding Governor and, due to that role, as a member of the Quality, Curriculum & Staffing Committee**

The Governor attendance summary report was noted including the increase in attendance at the full Governing Body and varying attendance levels on the Committees.

12 Proposed application to the Department for Education

This item was deemed confidential

13 Finance update - draft accounts and year-end 2017/18

The Vice Principal Finance and Resources introduced the paper on the 2017/18 draft accounts. She noted that the actual surplus was close to the budget and that the College's financial health was likely to be assessed as outstanding.

The VP Finance & Resources outlined the main changes on the income and expenditure account including the £288k per year reduction in Formula Protection Funding.

14 Revised bank covenants

The Clerk as Vice Principal Finance & Resources introduced the paper. He stressed that the proposed revised covenants had taken a year of discussions but simply updated the original covenants for the latest financial reporting standards. He noted that the discussions had provided useful clarity on the issue of the pension provision adjustments in the covenant calculations.

A governor asked whether independent professional advice had been taken. The Clerk as Vice Principal Finance & Resources said that the external auditors had commented on the covenants during the process.

The Governing Body resolved that:

- **The loan facility in an original principal sum of up to £6,850,000 arranged with Lloyds Bank plc in a letter dated 29 November 2007 be amended in the manner proposed in letter from the Bank dated 14 September 2018 (the “Amendment Letter”).**
- **Messrs Ainscough and Burnham be authorised to make the necessary arrangements with the Bank and to sign on behalf of the College the Amendment Letter which was produced to the meeting and its terms and conditions approved.**

15 Governance & Search Committee minutes

The Chair noted that the key issues had already been discussed in the meeting.

16 Determination of any items to be treated as Confidential

It was agreed that the item on proposal to the Department for Education should be treated as confidential.

17 Date and time of the next meeting

The Chair encouraged governors’ participation in the self-assessment panels. The Chair of the Quality, Curriculum and Staffing Committee said that it was an excellent opportunity for governors to engage with curriculum areas.

The Chair noted that the SLT/Governors Conference was likely to be in mid or late June 2019.

The next ordinary meeting of the Board of Governors is scheduled to be held at 4.00 p.m. on Wednesday 5 December 2018.