

**UNITED COLLEGES GROUP
CORPORATION****Minutes of the Meeting held on Wednesday, 10 October 2018 at 6.00pm
The Boardroom at the Paddington Green Campus****Present**

Tony Johnston (Chair)
Alex Fyfe
Keith Cowell (CEO)
Simon Haben
Glenys Arthur
Jan Knight (Vice Chair)
Brenda Goring Moore
Lee Horsley
Peter Child
Cllr Matthew Green

Also in Attendance

Amanda Thorneycroft, Chief Operating Officer
Jackie Grubb, Principal CWC
Stephen Davis, Principal CNWL

David Pigden, Property Consultants – Item 18 Onwards
Nick Pettit, Bidwells (Item 18 part one only)
Geoff Leyland, Bidwells (Item 18 part one only)
Peter Hardy, Addleshaw Goddard (Item 18 all parts)

Natalie Watt Interim Clerk to the Corporation (Minutes)

1. Attendance and Apologies for Absence

John Petrie, Mary Elliott.

The meeting was quorate throughout.

2. Declarations of Interest.

- All for terms of office discussion – declarations only, Clerk confirmed no conflict of interest.
- Brenda Goring Moore – Item 17 business and community link to potential organisation. Interest declared.
- Cllr Matthew Green – Item 18 (c) potential conflict for future decisions declared.

3. Health and Safety Announcements

The Chair of the Corporation confirmed standard arrangements were in place and no fire drills or alarm testing was expected.

4. Chairs Report and Announcements

- The Chair confirmed he had conducted one to one calls with all serving Governors during the Summer. The Chair informed the Board that feedback discussions had been considered in detail by the Search and Governance Committee.
- Members were advised that further work was planned on continuing to develop Board performance with the new Director of Governance.

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- The Chair informed the Board that the Committee had also discussed the length of terms of office it was appropriate to serve in detail. Concerns expressed previously had been listened to, however, it was clear that there would be a staggered turnover of Governors in the coming two years. It was therefore anticipated that moving forward consideration should be given to maximum terms when considering further reappointments.
- In addition, new appointments made and pending would also ensure that there was a healthy turnover of Governors.
- Governors were reminded that an additional Corporation meeting had also been held at the start of term to address the requests for additional information on Teaching Learning and Assessment.
- The Chair confirmed that one of the actions arising from this meeting was the prioritising of a Teaching, Learning & Assessment Report on future Corporation agendas.
- The Chair summarised sector developments in relation to strategic partnerships.

The Corporation **RESOLVED** to **RECEIVE** the update from the Chair.

5. **i) Minutes of the meeting held on 4 July 2018 (Part 1 & 2)**

The minutes were approved for signing by the Chair of the Corporation as a true and fair record of the meeting.

ii) Minutes of the meeting held on 19 September 2018

The minutes were approved for signing by the Chair of the Corporation as a true and fair record of the meeting.

6. **Committee Meeting Reports (Feedback from Committee Chair's)**

a) Search & Governance Committee Minutes

- The Chair of the Search and Governance Committee informed the Board that amendments to the Terms of Reference of the Committee had been requested, to remove the requirement for a database of prospective Governors due to the GDPR implications. **APPROVED.**
- The Board was informed of the scope of the search for new Governors and the Committee Chair confirmed that there was a focus on recruiting a governor with specific quality assurance expertise relevant to the sector.
- The Board was informed that a number of CVs had been received and a planned recruitment process would be undertaken this term.
- Governors' attention was also drawn to the report on Membership and the Chair of the Search and Governance Committee confirmed that Governor Champions were recommended for appointment. Proposed appointments **APPROVED.**
- Members' attention was also drawn to the Governance Risk Register, Members were informed that a specific focus on this would be undertaken with the new Director of Governance following appointment.

Update from the Chair of the Search and Governance Committee **RECEIVED.**

b) Finance & General Purposes Committee Minutes (Circulated via email and hard copies tabled).

- The Chair of the FGP Committee, informed the Board that the Committee had received a report the Head of Marketing who was unable to attend due to annual leave.
- The Committee has asked for it to be revised and resubmitted for consideration at the next FGP meeting. Queries were raised that included, the amount of spend now needed for the merged college, the use and scope of the budget against the impact achieved and delivery of the UCG website. Noted.
- The Chair of the Committee noted that other items covered were included on the meeting agenda.

CEO

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Update from the Chair of the Finance & General Purposes Committee
RECEIVED.

7. Constitution of UCG, Membership of Committees and Approval of Designated Governors.

The report as presented by the Interim Clerk to the Corporation.

- The Board was informed that a proposal to increase membership of the Teaching, Learning and Skills Committee was being made to accommodate the inclusion of the two Student Governors. This would increase membership from 6 to 8.
- **Revised TOR** would be submitted to the Committee for consideration, however, in principle the amendment was **APPROVED** by the Corporation subject to this Committee consideration and approval.
- **Visits by Governors:** The Corporation was informed that SH had conducted a learning walk at CWC. Members were advised that a number of areas were visited, and feedback had been given to the Principal at CWC. It was noted that there was clear progression by students in some areas but not across the board. Members were informed that there was some concern at the lack of interest in progression from the Apprenticeship students observed.
- Following discussion, the Board requested that an events calendar be circulated covering the Group so that they could schedule individual visits throughout the year. Agreed.

Interim
Clerk

Interim
Clerk

8. Corporation Key Performance Indicators 2017/18 and approval sought for 2018/19.

- The report was presented by the Interim Clerk to the Corporation. The Board received the update at Appendix B noting that overall attendance of 77% was under the performance indicator of 80%.
- Discussion followed on the reason for this under attendance.
- The Interim Clerk drew Members' attention to the considerable additional meetings and duties undertaken during the first year of merger noting that none of the Corporation meetings were inquorate.
- The Interim Clerk also noted the under attendance of the Student Governors which had considerable impact and informed the Board that the Search and Governance Committee had discussed a number of strategies that could be employed to mitigate against this in the current year.
- Following further discussion around Appendix C and the detailed breakdown of attendance, the Corporation agreed that the 80% college performance indicator should be maintained to reflect the restated commitment of the Board to achieve this in the current academic year.
- The Interim Clerk presented the proposed Corporation performance indicators for 2018/19.
- The Chair of the Search and Governance Committee confirmed that the Committee had discussed the proposed CPI's at its meeting and endorsed their recommendation.

The Corporation **RESOLVED** to **APPROVE** the Corporation Performance Indicators as proposed.

9. Policies for Approval

Supply Chain Fees and Charges Policy.

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- The report was presented by the Chief Operating Officer. Members queried the date of the review for the policy. Discussion followed on the cycle for approving fees and their application for the academic year following.
- The COO agreed to review the cycle of approval and advise the Interim Clerk if the FGP Committee work plan needed to be amended. **COO**
- Members queried why there was no specific statement regarding conflict of interest, it was noted that page 3 PQQ referred to legal and financial checks that were undertaken, however, it was accepted that there was no specific reference to potential conflict issues.
- The COO agreed to include specific reference to this in the final Supply Fees Policy issued. **COO**
- Members challenged the COO regarding the strategic nature of the Policy. The COO assured Members that the one policy was in place and would be equally applicable to both Colleges.
- When questioned the COO confirmed that the policy was applied to all sub-contractors across the Group.

The Corporation **RESOLVED** to **APPROVE** the Supply Chain Fees Policy, subject to the inclusion of a conflict of interest a statement.

10. Performance against Enrolment and Funding Targets.

- Members received the report noting the RAG rated summary on page 1.
- Discussion followed on the areas of concern highlighted. Members noted that the removal of the cap on HE numbers was still having a significant impact nationally on Colleges ability to recruit to HE numbers.
- Members noted that UCG as a whole achieved 100% of the EFA student number allocations and 103% of the funding allocation. Members were informed that since the report had been written the student numbers had increased further.
- Members were assured that the SLT were confident that the numbers would be achieved through late and continuous enrolment during the course of the year.
- Members expressed their concern at relying on in-year recruitment and proposed that the finances should be managed on what had been confirmed as at the ILR date rather than managing to as yet unconfirmed enrolment.
- The Principal at CNWL informed the Board that a fresh strategy for re-engagement of all students had been introduced to ensure that students were retained.
- Members were informed that further analysis of Adult numbers would be undertaken and a more detailed report on this aspect of enrolment would be provided to the next meeting of the FGP Committee. Noted. **CEO**
- Members noted that this aspect of recruitment had been RAG rated green last year and this year was rated Amber.
- Members were informed that this was expected to move to green following the ILR census date. Members informed the Corporation that they had attended enrolment day and the atmosphere had been vibrant and positive.
- The CEO informed the Board that cross-college enrolment had been helpful. Approximately 50 students had been referred, and subsequently enrolled at CNWL as a result of coming into CWC.
- The Chair of the Corporation challenged the SLT to indicate their level of confidence in the data, noting that this had been an issue the previous year.
- The CEO and SLT assured the Board that they were confident in the data management systems and the data provided.

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- Further discussion followed on attrition rates and the possible reasons for these. Members also asked that an update on staff utilisation be provided at the next FGP Committee. Noted. CEO
- Discussion followed on tolerance levels of attrition and the reasons why expectations were different between CNWL and CWC.
- Members queried the data presented and discussion followed on the funding breakdown and lagged funding implications. Members cross referenced the data provided to the financial performance of the Group.
- The Chair noted that as previously flagged up at FGP further scrutiny of HE provision across the Group needed to happen as early as possible regarding its future viability. It was noted that this work would be undertaken and come to FGP Committee for detailed scrutiny. CEO

The Corporation **RESOLVED** to **RECEIVE** the report on funding performance.

11. Financial Report: End of year Out Turn 2017/18

- Members noted the executive summary and confirmation that the management accounts for July showed a deficit of £1,188K against an original budgeted surplus of £584k.
- It was noted that this deficit had been reflected to both Barclays and the SFA.
- The COO informed the Board that £149k of redundancy costs had been applied to the last financial year.
- Members were also reminded that the financial statements would be subject to audit and that there may be some further movement depending on discussions on accounting treatments.
- The COO confirmed that she was not expecting any significant change as all matters had been fully discussed with the auditors.
- It was noted that the contingency held for Maida Vale would now be needed to be addressed following approval of the final settlement (as recommended by FGP and on the agenda for discussion at this meeting).
- The COO confirmed to the Corporation that the £9.5m had been drawn down as reported. The letter of waiver that was required to access this had been received.
- Discussion followed on the ratios that had been impacted and the covenants triggered.
- The COO confirmed that the facility had been repaid, however, there was an expectation that a significant amount of this approximately £4.5m would be used during the course of 2019.
- Members noted that an action arising had been the provision of a weekly cash flow to provide assurance that the cash was being managed effectively.
- The COO stated that this had been requested by the FGP but was not considered necessary at the moment.
- FGP confirmed that they would still like to receive regular cash flow summaries and it was agreed that these would be provided with the management accounts that were circulated monthly. COO
- The Chair of the Corporation informed the Board that he was asking the Chair of the Audit Committee to undertake a review of the lessons learned on cash flow management to avoid any future emergency Chairs Action. Chair
- Members were assured that daily cash flow reports were run to ensure that sufficient funds were available and that the situation in July had been unprecedented. It was agreed that an updated cash flow would be supplied with management accounts to provide reassurance as per above.

The Corporation **RESOLVED** to **RECEIVE** the report.

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12. Chief Executive Officers Report

- The CEO presented the report. Members noted the RAG ratings applied to the strategic aims for 2017/18.
- The CEO confirmed that the next report would measure performance against the strategic aims agreed for 2018/19.
- Members noted that lesson observations grades were below target, along with overall attendance rates. These targets and the subsequent performance were discussed.
- Members queried when the last staff survey was undertaken and were informed that this had been completed during merger. It was agreed that a new staff survey would be undertaken during 2018/19 and the results would be reported back to the Board. **CEO**
- Members queried what actions had been taken in response to the last staff survey and issues raised.
- The CEO informed the Board that a comprehensive management training programme had been initiated. In addition, an agreed set of values, which the staff had helped develop, had also been rolled out across the organisation. The CEO had also introduced termly staff meetings across all sites.
- Members were informed that staff were still absorbing the redundancies that had been undertaken at the end of the last academic year.
- Members requested that data be supplied when reporting on delivery of the strategic aims, both current and historic to make the information meaningful. Agreed. **CEO**

The Corporation **RESOLVED** to **RECEIVE** the report.

13. Strategic Plan

- The CEO informed the Board that the strategic plan was intended as an outward facing document.
- Members' attention was drawn to the College Performance Indicators and strategic aims and the CEO confirmed that these would form the basis of the Corporation dashboard which would be presented to the Corporation each term.
- The CEO informed the Board that hard copies would be printed but It would also be published on the UCG website.
- Members queried whether they were able to comment prior to publication. The CEO invited comments. Members queried the appropriateness of the photos used and asked that they be reviewed to ensure that the situations depicted were compliant with Health and Safety regulations. **CEO**
- The Chair of the Corporation also noted that the second half of the document referred to College rather than Group and that the use of Group should be consistent throughout the document. **CEO**
- Members also reflected the view that the initial introductory sentence needed to be reviewed. **CEO**
- Members were invited to submit any further comments to the CEO prior to publication.

The Corporation **RESOLVED** to **RECEIVE** the Strategic Plan subject to the amendments requested above.

14. Corporation Dashboard

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- Members were informed that the current format for the Corporation Dashboard would be reviewed and a new format adopted for the coming academic year.
- The report presented the Corporation Dash Board in the format used for 2017/18.
- Members requested that the London Average be included in the data so that they could put the Groups performance in context. Agreed.
- Discussion followed on what high achievement and national averages were in relation to current qualifications.

CEO

The Corporation **RESOLVED** to **RECEIVE** the report.

PART TWO

The following items were subject to Part Two Confidential Minutes

15. **Minutes of Confidential (Part 2) Meetings held on 4 July 2018**
16. **Loan Arrangements & Chairs Action**
Confidential
17. **LEAP 2 Bid**
Confidential
18. **Capital Projects & Estates**
Confidential
a)Willesden & Wembley Property Update
b)Maids Vale Campus Refurbishment Project Update
c)Queens Park
19. **Appointment of Director of Governance**
Confidential
20. **Date of Next Meeting**
 - Monday 17th December 2018 at 6pm
21. **Any Other Urgent Business**
 - None.
22. **Issues of Confidentiality**
 - Items identified above.

Signed By: _____

Date: _____