

**CORPORATION BOARD of UNITED COLLEGES GROUP**  
**Wednesday 13 December 2023, 6 pm – Paddington Campus**

**Members Present:** Stephen Davis (CEO), Alex Fyfe, Tony Johnston (Chair), Max Maalimey, Nadia Babar, Elom Tay, Grethe Woodward, Alastair Procter, Laura Griffin, Ross Mackenzie, Stephen Grainge, Andrew Dowsett, Franklin Asante, Desmond Bishop, Derrick Betts, Tanya Rose, Gashtiar Muhamadi and Tim Ryan.

**In attendance:** Zoë Lawrence, Amanda Thorneycroft, Claire Collins, James Wilson, Angela Jackson, Paul Bradley, and Peter Thorne.

<b>1</b>	<p><b>PROCEDURAL</b>  <b>Welcome and apologies for absence</b>  Apologies had been received from Jessie Turnbull, Liz Jones, Colin Smith, Amish Nathwani and Ana Chembembe.</p>
<b>2</b>	<p><b>Declarations of Interest in the agenda items</b>  None were declared.</p>
<b>3</b>	<p><b>I. Approval of Corporation minutes</b>  <i>(Draft minutes were circulated in advance)</i>  <b>The draft minutes of meeting held on 18 October 2023 were approved as an accurate record.</b></p> <p><b>II. Approve TLS Terms of Reference</b>  The TLS Committee Terms of Reference (ToR) had been updated to reflect the terminology of the current strategic plan, and changes from the ONS reclassification of colleges. <b>The Corporation resolved to approve the TLS Committee ToR.</b></p> <p><b>III. Request to raise Grey Box items</b>  AF asked that the letters of representation be discussed at the relevant point on the agenda.</p>
<b>4</b>	<p><b>IV. Governor Appointments/ Announcements</b>  The chair welcomed Tanya Rose and Tim Ryan to the Corporation as this was their first meeting. The Corporation also expressed their thanks to Grethe Woodward who was standing down as a governor from 31 December 2023. Grethe was a valued governor and was particularly recognised for her role as safeguarding governor for the past 14 months. Members also bid farewell to Desmond Bishop (staff governor) who would be leaving the Corporation to take a sabbatical. Members wished them both well in their future endeavours.</p> <p><b>The Corporation resolved to approve the appointment of Nadia Babar as a staff governor with voting rights on the Corporation to fill the vacancy left by Desmond Bishop.</b></p>
<b>5</b>	<p><b>STRATEGIC</b>  <i>(Papers circulated in advance)</i></p> <p><b>I. CEO Report</b>  SD presented his paper highlighting some of the main achievements and activities since the Corporation last met in October. These included UCG’s finalists in the World Skills Competition and an award for diversity and inclusion. The Corporation noted the importance of this external recognition. SD also highlighted meetings with MPs from West London</p>

	<p>including the shadow minister for skills, a meeting with officials at 10 Downing Street, and his participation on AoC’s regional Board. The opening of the Skills Centre at Euston was expected early in the New Year which would continue to deliver green skills with Camden.</p> <p><b>II. Review of BSC Targets</b></p> <p>SD also presented some revisions to the balance Score Card (BSC). These included a reduction to the 16-19 achievement rate, the definitions for complaints metrics, student attendance, value added, and growth targets. New targets on sustainability and IT outages had also been included.</p> <p>Members discussed the value-added measures for 16–19-year-olds and how an overall positive figure could be achieved. AF queried the growth target, and the number of January starts that would impact this. SD said that this was expected to be around 70 students, and this metric was also a measure of retention and teaching quality. TJ asked how attendance was currently performing against this revised target. SD said that attendance continued to be challenging but was better than the previous year. Difficulties in attendance continued in English and maths. The smoother start to the year had made a good impact and other initiatives were also starting to provide traction. RM suggested that the indicator for ethnic diversity at manager level could be higher. SD said that he was content to reconsider this.</p> <p>ET noted the KPI on IT outages and queried the 5% level of unplanned outages and whether time taken to respond would also be measured. PB explained that this was exploratory at this stage as there was insufficient data at the current time. When more data was available the intention was to review and update the KPI quite promptly. He noted that industry standards may be higher. Response times could be included in due course as this was an area of development. PB welcomed ET’s steer on this. The climate and sustainability goals were good for the organisation and its marketability. The income per FTE was a useful measure of profitability for each curriculum area and this could influence class size, and how investments could be made. SG asked if the EBITDA was as a percentage of income. AT confirmed this.</p> <p><b>The Corporation resolved to approve the changes to the BSC.</b></p> <p><b>III. Outline Programme for Strategy Event 20 January 2023</b></p> <p>TJ presented an outline programme for the January Strategy Event which would be focusing on organisational culture, digital transformation and how to leverage change. Comments were made about ensuring UCG remained agile, and how the day would be broader than technology. LG commented that the focus needed to anchor back to students and staff. SD said that the culture was a key part of that, and that getting the people and infrastructure right was key to improved student experience and outcomes. ET suggested the involvement of a software company to present ‘what’s possible’ in technology within education to inspire discussions and to define an end point. It was noted that one of the speakers may already cover some of this. Keeping within scope of the next strategic plan period was also noted and the resource constraints of that. TJ commented that he had taken inspiration from some of ET’s earlier comments on digitally transformed students in the preparation of the day and welcomed ET’s further input to the discussions.</p>
6	<p><b>COMMITTEE MATTERS</b></p> <p><b>Teaching Learning and Skills</b> <i>(Papers circulated in advance)</i></p> <p><b>I. Self-Assessment Review (SAR)</b></p>

	<p>AJ presented the SAR referring to the SAR Validation meeting with governors which had taken place in November and discussions at the TLS Committee. She explained that the format followed the Education Inspection Framework (EIF) and that a requires improvement (RI) judgement had been given overall. The main change from the last Ofsted Inspection was in relation to High Needs Learners and that it was considered that this was now consistently good. There were still inconsistencies for educational programmes for young people. All levels of the organisation had a clear understanding but the impact of this was not yet consistently good. <b>The Corporation resolved to approve the SAR.</b></p> <p><b>II. Ofsted Monitoring Visit</b></p> <p>JW discussed the main outcomes from the monitoring visit and the actions which had been taken in each area set out in the letter. RM commented on the language used in the letter and that it was not particularly specific and asked whether the views were formed from data. JW said that the intent of the new inspection framework was to move away from reliance on data to what inspectors saw in the classrooms on the day of the inspection. RM commented on the remarkable work which was resulting in salient improvements. JW said that the issues largely concerned inconsistent practices in the classroom and work was being done through CPD on professionalism in delivering pedagogy. The capability issues in preparing lessons were noted, and how this related to the recruitment of good quality teachers. TR recognised the challenges in developing good teachers and that this was more than being well prepared. SD said that it was important for teachers to be able to view the students as individuals, and some of the newly qualified teachers lacked experience in this aspect. JW said that support had been put in place through developmental lesson observations, an enhanced induction programme, and a weekly CPD hour. AF asked if the college was confident that the attendance for level 1 learners was improving. JW said that this was a particular area of challenge and was so across the FE sector. Efforts were being made though it continued to be difficult.</p> <p><b>III. Link Governor Feedback</b></p> <p>GW and SG provided short summaries of their link governor reports covering lifelong learning, and health, wellbeing and care career clusters respectively. RM, AD and TJ had also recently conducted link governor visits and would report back at the March Corporation meeting. TJ thanked governors for their interaction with curriculum and how this was of mutual benefit.</p>
7	<p><b>Property and Infrastructure Committee</b></p> <p><b>I. Wembley Project Update</b> <i>(Paper circulated in advance)</i></p> <p>SD presented his paper and a short animation of the proposed site at Willesden. He highlighted the main project risks which included the delays to Dollis Hill Wembley (DHW) submitting their planning applications and how this impacts the programme (though it was within contractual limits). The £30m loan from the DfE had been granted, though this was currently time limited to be spent by March 2025. Reclassification issues were preventing this being offset against the purchase of the Olympic Office Centre. Work on rephrasing the payments and bonds were progressing and would be followed through once DWH’s planning applications reached the GLA stage. Expenditure on the project was being minimised. Members welcomed the update.</p>
8	<p><b>Finance &amp; Resources Committee</b> <i>(Paper circulated in advance)</i></p> <p><b>I. External Auditor’s Report: Financial Statements Audit and Regularity Findings Report 2023</b></p>

	<p>AT presented this report on behalf of the external auditors who had given an unqualified audit opinion for the financial statements and regularity audit. There were several outstanding issues listed on page 2 of the report which would be completed through this meeting. The risks identified and the management letter were also set out in the report. It was noted that several of the recommendations were the same as previous years. AT explained that the majority of these were not priorities or significant risks, so effort was not made to resolve them. In some cases they would be included in other planned work such as the new finance system and the disposal of land, so a pragmatic approach was taken. The report had been discussed in detail with the auditors at the joint F&amp;R and Audit Committee on 29 November.</p> <p><b>II. UCG/CWC Enterprises Financial Statements for year ending 31 July 2023</b>  SG asked if a specific paper had been prepared on UCG and CWC Enterprises as going concerns. AT said that there was not but presented the cash flow position from the October management accounts which extended for the next 24 months. There was a substantial cash balance throughout 2024/25. SG asked if there were any threats to this position. AT confirmed that there was not, and that income from the ESFA was set and secured for the following academic year. No claw back was expected post year-end.</p> <p>For CWC Enterprises it was agreed that the intercompany debt would not be drawn upon by UCG enabling the subsidiary to continue as a going concern. The arrangements were set out in the letters of representation. SD said that a paper showing how the intercompany debt would be dealt with would be presented to the next F&amp;R Committee in March 24. AF was supportive of this and expressed concern at the level of debt despite the support for the Cockpit Theatre as a venue of community value. <b>The Corporation resolved to approve UCG and CWC Enterprises Financial Statements.</b></p> <p><b>III. Regularity Self-Assessment</b>  AT set out the origin and purpose of this assessment and that the external auditors relied on it as part of their regularity audit. <b>The Corporation resolved to approve the regularity self-assessment.</b></p> <p><b>IV. Management Accounts (October)</b>  The management accounts had been discussed under the previous items in assessment of UCG’s going concern status. Members noted the management accounts for October.</p>
9	<p><b>Audit Committee</b></p> <p><b>I. Audit Committee Annual Report</b>  DB presented the Audit Committee’s Annual Report to the Corporation. He highlighted the main points and that the Audit Committee were generally pleased with the improvements to the internal audit findings during 2022/23. However, concern was expressed in the report to staff compliance with mandatory training for Health and Safety and Cyber security. <b>The Corporation resolved to approve the Audit Committee Annual Report.</b></p>
10	<p><b>AoB</b></p> <p><b>Capex Contract Approvals</b>  AT presented a paper requesting the Corporation’s approval of two capital expenditure projects at the Paddington Campus. These requests were in line with the Standing Financial Instructions authority limits and were over the £250k threshold requiring Corporation approval. The expenditure was for replacement lifts and decking and would be funded from the FE Capital</p>

Transformational Grant. The F&R Committee had reviewed these requests in detail at their meeting on 29 November and were recommending them to the Corporation for approval. **The Corporation resolved to approve the Capital Expenditure contracts as described.**

The date of the next meeting Wed 27 March 2024

The meeting closed at 8.10 pm

Minutes taken by Zoë Lawrence 14 December 2023

**SIGNED:** ..... **Date:**

**Tony Johnston, Chair**

**ACTIONS**

<b>Ref</b>	<b>Action</b>	<b>Owner</b>	<b>Status</b>
<b>30/3 7iii</b>	Further review of the Business Continuity Policy to align with the strategic risk register to be taken to the Audit Committee.	SD	Carried forward
<b>06iii</b>	RM, AD and TJ to provide link governor reports for the March meeting of the Corporation.	RM, AD, TJ	On the Agenda
<b>08ii</b>	A paper on the financial position of CWC Enterprises to be prepared for the F&R Committee on 20 March 2024.	SD/AT	Complete