

CORPORATION BOARD of UNITED COLLEGES GROUP

Wednesday 06 July 2022, 6 pm – By Zoom

Members Present: Stephen Davis (CEO), Alex Fyfe, Tony Johnston (Chair), Derrick Betts, Colin Smith, Max Maalimey, Nadia Babar, Angela Drisdale Gordon, Ross Mackenzie, Lee Horsley, Elom Tay, Desmond Bishop.

In attendance: Zoë Lawrence, Claire Collins, Amanda Thorneycroft, James Wilson, Angela Jackson.

1	<p>PROCEDURAL</p> <p>Welcome and apologies for absence Apologies had been received from Matthew Green, Grainne Brankin, Laura Griffin, Amish Nathwani, Franklin Asante, Temi Alebiosu, Melek Mandal, and Norman Whyte.</p> <p>Governor Announcements and Appointments</p> <p>TJ made the following announcements:</p> <ul style="list-style-type: none">• Lee Horsley and Matthew Green would be standing down as governors at the end of this academic year. Both members had served a term of 4 years. The Corporation joined TJ in thanking both members for their valuable contribution to the Corporation and the college during this time, both at committee and Corporation levels.• Temi Alebiosu and Melek Mandal, both student governors would also be standing down at the end of the academic year. TJ thanked both students for their commitment and contributions. Temi had been a student member for 2 years and had 90% attendance at meetings.• Natalie Dweh would be taking a short break from governor duties for six months and hoped to return to the role in the New Year 2023.• The GSR Committee recommended that one of the independent governor vacancies be taken by Elom Tay currently a co-opted governor. The Corporation ratified this appointment.• The GSR Committee recommended the appointment of Jessie Turnbull as a co-opted member to the Property & Infrastructure Committee. Jessie is an architect with international experience including educational buildings. The Corporation ratified the appointment.
2	<p>Declarations of Interest in the agenda items Interests were declared in the items relating to the Election of the Chair and remuneration items at section 10 of the agenda. The respective individuals left the meeting as appropriate.</p>
3	<p>I. Approval of Corporation minutes <i>(Draft minutes were circulated in advance)</i> The draft minutes of meetings held on 6 April 2022 and the Special Meeting of the Corporation on 27 April were approved as an accurate record.</p> <p>II. Matters arising The matter arising on a review of the KPIs had been completed and was covered elsewhere on the agenda.</p> <p>III. Request to raise Grey Box items</p>

	<p>Members were asked if they would like to raise any items in the Grey Box which were provided for information. No items were raised.</p>
<p>4</p>	<p>STRATEGIC</p> <p>I. Strategic Plan – revisions <i>(Paper circulated in advance)</i></p> <p>SD presented his paper which was based on the outputs from the Governor Strategy Day held in March 2022. The approach being taken was to reduce the existing strategy from nine themes to four, retaining the vision and values. The paper included a balanced score card aligning with the committee structure which set out metrics to be able to measure and demonstrate improvements. These included in year, end of year and stretch targets to 2024.</p> <p>ET asked what the capex spend included, and whether it would be useful to include IT service levels as an indicator. He also suggested that the P&I score card might include capex or opex spend per user. The capex included IT and estates cost including sustainability projects. It considered the cash balance and depreciation levels and was projected to increase, then decrease in the next few years.</p> <p>AF queried the how some of the KPIs related to one another and the targets posed. She noted that the % of sickness absence increased in the second year. CC said that this was because current indications were that sickness levels were under reported, so the figures were likely to increase before settling. SD explained that the approach was intended to bring together interdependencies for example linking wages to growth and the EBITDA.</p> <p>DBish asked if a measure on internal promotions by diversity could be included. A measure on the diversity of managers was included but this currently did not include whether they were internal or external appointments.</p> <p>TJ challenged the target on commercial income and sought an explanation for the targets. SD said that this was based on the external auditor’s assessment in the accounts, but it was not clear what was defined as commercial income and what elements were included in this measure. It was agreed to remove this KPI for the time being until it could be properly defined.</p> <p>AF said that overall the KPIs would be useful in monitoring trends and prompt questions as to why they were not being achieved. She acknowledged that some were harder to meet than others. She expressed caution about the KPIs generating perverse incentives and one being of detriment to another. SD said that the approach being taken including collective objectives was attempting to prevent that by viewing the KPIs holistically and being able to adjust where there were imbalances. He suggested that the previous strategy lacked metrics and was mostly narrative.</p> <p>AF queried the KPI for cash days in hand and whether this should be higher. AT explained that this indicator was a reflection that at some points in the year the college was cash rich and at others would be drawing on loans. The measure excluded the RCF.</p> <p>TJ welcomed the approach as a good first iteration which showed a clear direction of travel. It would clearly show progress made on attendance and achievement and was likely to evolve further in the longer-term. The Corporation resolved to approve the revisions to the Strategic Plan subject to the commercial income KPI being taken out.</p>

	<p>II. CEO Report and Balance Score Card <i>(Paper circulated in advance)</i></p> <p>SD presented his report which set out the progress and activities the College had undertaken during the past term. This included an increase in supported internships, development of green skills, Investors in Diversity accreditation, progress on the National Cyber Security Centre accreditation, progress on sustainability, a positive cash position and ESFA outstanding financial health. Members also noted the increase in the number of external partnerships, including with Unloc and London First. The Corporation noted the report.</p> <p>III. Strategic Risk Register <i>(Strategic risks circulated in advance)</i></p> <p>This risk register was presented under the new policy. It currently included 16 risks which were those that were at or above the risk tolerance level. It was noted that more moderation on risks might be helpful across the risk categories. The Risk Control Group met every term ahead of the Audit Committee. TJ noted the improvements in the risk management approach. SD confirmed this and that there was a better attitude towards it in the organisation and risk was beginning to become more integrated and embedded into the business. DB commented that the Audit Committee found the revised presentation of risks helpful and easier to understand. The Corporation noted the strategic risk register.</p> <p>IV. Equality, Diversity & Inclusion Update / EDI Policy Review <i>(Paper circulated in advance)</i></p> <p>CC explained that this paper provided the Corporation with an update on the actions that had been taken since the previous meeting in April. This included the award for Investors in Diversity from the National Centre of Diversity (NCD). Members welcomed the improved format of the action plan and that progress was easier to track. Further work included the incorporation of recommendations from the NCD, the FE Black Leadership Group 10 point plan, and feedback from EDI focus groups.</p> <p>DBish asked how impact and effectiveness of the implementation of the plan was being measured. CC acknowledged that measuring impact was difficult and sometimes took time to evolve. However, the training being delivered was evaluated to check it was achieving the outcomes, and all feedback was taken into account. A further EDI survey would be completed which may provide some evidence of progress. TJ asked what the response had been towards the adoption of gender specific pro-nouns. CC said that this had been voluntary and feedback was being received from the focus groups.</p> <p>CC sought the Corporation's approval of the small number of revisions to the EDI policy which had now been in place two years. The Corporation resolved to approve the amendments to the EDI Policy.</p>
5	<p>COMMITTEE MATTERS</p> <p>Governance. Search and Remuneration Committee (Part 1) <i>(Paper shared in advance)</i></p> <p>I. SPH Objectives / Performance Reviews <i>(Paper circulated in advance)</i></p> <p>SD said that this paper was for information and provided a summary of the achievement of SPH objectives since they were set at the beginning of the calendar year. This included</p>

	<p>collective and individual objectives. Not all objectives had been met, but the Corporation welcomed sight of progress made. The Corporation noted the report.</p> <p>II. Election of Chair <i>(Paper circulated in advance)</i> (CS chaired this item. TJ left the meeting as appropriate to manage any conflict of interests) TJ as the only nomination for the position of Chair provided a short summary of the progress made during his recent term as chair, and why he was choosing to continue to put himself forward for the role.</p> <p>Once TJ had left the meeting, CS asked members for any question or comments on the nomination being presented. None were raised. Eligible members approved the appointment by election of TJ as chair to the Corporation for a further term of 2 years.</p> <p>III. Committee Membership and Dates 2022/23 <i>(Paper circulated in advance)</i> Members noted the committee membership and dates of meetings for the following year.</p> <p>IV. Governor Training Policy <i>(Policy circulated in advance)</i> ZL explained that the Governor Training policy had been updated to reflect the changes from the Skills and Post 16 Education Act and the link governor scheme. The policy was being recommended by the GSR Committee for approval. The Corporation resolved to approve the policy.</p> <p>V. Standing Orders <i>(Policy circulated in advance)</i> ZL explained that the Standing Orders were reviewed every two years. The changes included the a policy for meetings by video conference, clarity on requests for AoB, clarity on the election process for Chair and Vice Chair and a strengthening of the Director of Governance’s powers in the event of a fundamental breakdown in governance that the advice of the FE Commissioner could be sought. The GSR Committee were recommending the revisions to the Corporation for approval. The Corporation resolved to approve the Standing Orders.</p>
6	<p>Teaching, Learning & Skills Committee</p> <p>I. Link Governors Members present who were also link governors provided a short summary of their activities this term. CS had had a useful visit to the Maida Vale campus to meet with NMc and her team on supported learning. He said that he was very impressed with the purposefulness of the provision and had useful conversations with students. LG and ET had linked up with CC and PB for HR and IT respectively. The link governor relationship was appreciated by the executive members. RM was currently making arrangements for meetings with the Business Career Cluster following a change in leadership. ADG reported that she had attended the Digital and Creative Industries show at Paddington Green and was continuing to liaise with that career cluster. TJ said his meeting with E&M had gone well and he found value in the round table discussions with staff and students, and the approaches being taken to improve achievement.</p> <p>II. Predicted Achievement <i>(Paper circulated in advance)</i> JW presented the current position on predicted achievement. This showed a decline in performance from the previous year for 16–18-year-olds, and a very small decline for 19+</p>

learners. There were some areas of improvement including ESOL and functional skills. Achievement had been impacted by covid through staff absence and student attendance. Also student over-recruitment in some subjects where it was more difficult to appoint teachers. There was a degree of confidence in the predictions though this was difficult to judge for exam-based subjects. ADG welcomed the paper and asked how the year-on-year decline would influence an Ofsted inspection, and whether value added would be a better measure for the college's cohort of learners? JW said that the current inspection framework focused on what the inspectors experience in the classroom at the time of the inspection and less on the data. He said that the importance lied in being able to understand, articulate and demonstrate where the improvements were having an impact. AF asked if the predicted achievement levels were a surprise to the executive. JW said that it was not expected following CAD1 though he recognised that this year had been a difficult one for many students following the pandemic. A value-added report would be available once the results had been received.

DB asked about achievement being driven by attendance and whether the distance from the national averages was due to the demographic of the cohort of students. JW reminded members that due to the pandemic the national rates had not been published since 2018/19 so were limited in value as a benchmark. RM suggested that only London colleges be used for comparison once national rates became available. He also asked about the degree of optimism and the level of accuracy in past predictions. JW said anecdotally he was aware of a general decline in achievement across colleges and more would be understood once national rates were published. Power BI and an increased number of assessment points next academic session were hoped would enable more accurate predictions. **The Corporation noted the report.**

III. QDP Student Survey

(Paper circulated in advance)

AJ presented the results of the survey and the action plan in response. The differences in the results by campus were noted, in particular the lower results for Paddington. Comments were made in how the results by career cluster may correlate with achievement. The actions would form part of an ongoing process. DB asked if the variance across campuses was a surprise. The executive felt that there was a need to work more coherently with students at Paddington. The plan was to reconsider the ground floor space and make it more welcoming to students, to create a sense of belonging but in a way that could manage any anti-social behaviour. The art show in Paddington had not been taken down and more emphasis would be on displaying students' work in the building. DBish commented on the positive outcomes of the recent work experience students, and the importance of progression into employment. SD reminded members that the survey is completed by a different cohort of students each year so may not be a natural continuum. **The Corporation noted the report.**

IV. Safeguarding Update

(Paper circulated in advance)

AJ highlighted the increase in students with mental health issues and the support being put in place. The increase in reports of sexual assaults and harassment had also increased, but this may be a result of increased reporting. All the incidents were peer on peer outside of the college. ADG noted the availability of the food and clothes banks and that the need for these was likely to increase. AJ confirmed that student welfare was requiring ongoing attention and agreed that there could be a correlation with attendance. **The Corporation noted the Safeguarding Report.**

	<p>V. Student Engagement Policy <i>(Policy circulated in advance)</i> This policy was recommended by the Teaching, Learning and Skills Committee for approval. The Corporation approved the Student Engagement Policy.</p> <p>VI. Access and Participation Statement (HE) <i>(Policy circulated in advance)</i> This policy was recommended by the Teaching, Learning and Skills Committee for approval. The Corporation approved the Access & Participation Statement for HE.</p>
7	<p>Property & Infrastructure Committee</p> <p>I. Wembley & Willesden Project Update <i>(Paper circulated in advance)</i> SD updated the Corporation on the position with the sale agreement since the meeting on 27 April. The approval conditions had largely been resolved though the due diligence from Barclays was still due to complete. A firm legal route for the removal of the telecoms mast had been agreed and was being taken forward. Confirmation of the additional DfE grant funding was also awaited so plans were progressing on a budget of £121.5m at this point. The Corporation noted the report.</p>
8	<p>Finance and Resources Committee</p> <p>I. 2022/23 Budget <i>(Draft budget circulated in advance)</i> AT set out how the budget had been prepared and highlighted the main income streams and any uncertainties relating to these. No exceptional growth had been anticipated in the budget but Cockpit income and income from lettings was budgeted to return to pre-pandemic levels. On staff costs, pay negotiations were still to complete, and an overall 6% increase was budgeted for on staff costs. This included the pay award and the increase in teaching hours. Vacant posts had been removed to balance the budget. The budget aligned with those shared with external stakeholders in relation to the Wembley Project. AF reminded AT about the point raised at F&R Committee on the capitalisation of the service charges for the Olympic Office Centre. AT was still taking tax advice on this but it was expected that the net of income against charges would be capitalised. The Corporation resolved to approve the budget for 2022/23.</p> <p>II. Subcontractor Fees and Charges Policy <i>(Draft policy circulated in advance)</i> This policy had been reviewed by the Finance and Resource Committee which was recommending it to the Corporation for approval. The Corporation resolved to approve the policy.</p> <p>III. Staff policies <i>(Draft policies circulated in advance)</i> The Pay Policy, the Staff Code of Conduct, the Statement on obtaining views of staff, the Appraisal/Personal Development Policy and the Recruitment policy had been reviewed by the Finance and Resources Committee and was recommending them to the Corporation for approval. The Corporation resolved to approve these policies.</p>

9	<p>Audit Committee</p> <p>I. GDPR Policies <i>(Policies circulated in advance)</i> The Audit Committee had reviewed the set of GDPR policies and were recommending them to the Corporation for approval. The Corporation resolved to approve the policies.</p> <p>II. Freedom of Information Policy <i>(Draft policy circulated in advance)</i> The Audit Committee had reviewed this policy and were recommending it to the Corporation for approval. The Corporation resolved to approve the Freedom of Information Policy.</p> <p>III. Anti-Bribery/ Gift and Hospitality Policy <i>(Draft policy circulated in advance)</i> The Audit Committee had reviewed this policy and were recommending it to the Corporation for approval. The Corporation resolved to approve the Anti-Bribery/ Gift and Hospitality Policy.</p>
10	<p>Governance Search and Remuneration Committee (Part 2 – Confidential items) (See Confidential Minutes)</p> <p>I. SPH Remuneration – Outcomes Related Remuneration</p> <p>II. Remuneration of the Chair</p> <p>III. Director of Governance Remuneration</p>
11	<p>AoB</p> <p>The date of the next meeting 19 October 2022</p> <p>The meeting closed at 8.50 pm</p>

Minutes taken by Zoë Lawrence 07/07/2022

SIGNED:

Date:

Tony Johnston, Chair

ACTIONS

Ref	Action	Owner	Status