

CORPORATION BOARD of UNITED COLLEGES GROUP
Wednesday 18 October 2023, 6 pm – Paddington Campus

Members Present: Stephen Davis (CEO), Alex Fyfe, Tony Johnston (Chair), Colin Smith, Max Maalimey, Nadia Babar, Elom Tay, Grethe Woodward, Alastair Procter, Laura Griffin, Ross Mackenzie, Stephen Grainge, Grainne Brankin, Andrew Dowsett, Gashtiar Muhamadi, Ana Chimbembe.

In attendance: Zoë Lawrence, Amanda Thorneycroft, Claire Collins, Melissa Drayson *(External Reviewer)

*for relevant agenda item only

1	<p>PROCEDURAL</p> <p>Welcome and apologies for absence</p> <p>Apologies had been received from Jessie Turnbull, Franklin Asante, Liz Jones, Desmond Bishop and Amish Nathwani.</p>
2	<p>Declarations of Interest in the agenda items</p> <p>None were declared.</p>
3	<p>I. Approval of Corporation minutes <i>(Draft minutes were circulated in advance)</i> The draft minutes of meeting held on 05 July 2023 were approved as an accurate record.</p> <p>II. Matters arising</p> <p>The item concerning business continuity and risk would be carried forward. The item on the Fees and Charges policy had been completed.</p> <p>III. Governor Appointments</p> <p>ZL reported that following the resignation of Angela Drisdale Gordon in the Summer, followed by Grethe Woodward standing down as a governor from the end of December 2023, it was necessary to make appointments to the TLS Committee. Interviews took place in early October and it was proposed that Tim Ryan and Tanya Rose be appointed subject to the Corporation’s approval. Tim has extensive FE experience particularly in construction and the built environment. Tanya is an educationalist with international experience from the US, Australia and the UK, and was currently teaching English at the Walthamstow School for Girls. Tanya would also take the EDI Lead Governor role. The Corporation resolved the approve these appointments.</p> <p>IV. Committee Terms of Reference</p> <p>The Committee Terms of Reference (ToR) for GSR, F&R, P&I and Audit Committees had been reviewed and discussed at each respective committee. The proposed updates were largely in response to the changes as a result of the ONS reclassification of colleges and the updates to the strategic plan. The Corporation resolved to approve the Terms of Reference for these committees. The ToR for the TLS Committee would be reviewed at its meeting on 09 November and any amendments would be brought to the December Corporation meeting for approval.</p> <p>V. Request to raise Grey Box items</p> <p>The Chair asked if any members would like to raise any of the items for discussion, otherwise they would be regarded for information only. The Chair highlighted the paper on the cyber</p>

	<p>security incident which had been discussed at the P&I and Audit Committees, and the link to the full results of the staff survey. No items were raised for discussion.</p>
<p>4</p>	<p>STRATEGIC <i>(Papers circulated in advance)</i></p> <p>I. CEO Report / Balance Score Card 2022/23 Outturn SD presented the BSC for the end of 2022/23 relevant elements of which had been presented at committee level. He also drew attention to appendix three which provided a description of things that had ‘worked well, and better if’ for each curriculum and business area. This provided a useful and transparent view into each area for governors. SD highlighted that a student was competing in the finals of the World Skills Championships in Manchester. He also noted that the language being used within the organisation around the strategic areas of focus and the BSC indicators was starting to be used more consistently and cascading within the organisation.</p> <p>An Ofsted monitoring visit was taking place at the college on the day of the meeting. SD was able to provide some initial feedback on the main themes of the visit. Inspectors had noted that the same narrative was being imparted at every level of the organisation including from students demonstrating the culture of performance improvement throughout. He thought that there was still more progress to be made on attendance and punctuality but recognised that there was a significant proportion of students from the lowest deprivation bands and this context would be taken into account. Improvements to teaching had also been noted. AP asked how many teachers the inspectors would see during the two days. SD said that they dropped into lessons generally for 15 minutes, so were likely to see about 60 teachers which would provide a reasonable sample. The inspectors had also commented positively about the reduction in business provision and the deficit budget to invest in teaching quality. SG asked about value added. SD explained what this was and that it was a key measure for UCG as many of the learners had a lower starting point.</p> <p>LG asked if the BSC was being used as a communications tool. CC confirmed that this had been included in the recent SLT roadshows. TJ asked what proportion of staff attended these. It was thought to be about one third. It had been filmed so could be accessed on the intranet. ET asked if the College Operational Plan included actions to remedy the unmet targets. SD said that it did and that it was aligned with the functional plans. DB asked if the indicator on student grades was achievable. SD acknowledged this and that it may be aspirational. He suggested that the KPIs be reviewed and adjusted to include some additional metrics from other areas such as sustainability. TJ noted the late payments from the borough for high needs learners and asked if this was within our control to remedy. AT suggested that UCG could invoice earlier but otherwise probably not. There was also potential for this to be funded centrally which may be helpful. No students were disadvantaged in this as it was managed as a cash flow strain.</p> <p>II. College Operational Plan SD explained how the College Operational plan and those plans beneath it created a college-wide framework for performance monitoring across all the strategic areas of focus. The plans linked in with the other reporting structures including the risk and audit control groups. It was thought that the impact of these processes was now starting to be felt. Members noted the paper.</p> <p>III. Strategic Risk Register</p>

	<p>AT presented the strategic risk register which had also been considered by the Audit Committee. ET asked about the business continuity and disaster recovery risk and SD said that the actions in relation to that were still to be completed. SG queried whether some mitigating actions were omitted from this version. Those risks above tolerance should have an action plan to reduce the risk. It was acknowledged that not all were covered, and this was still being developed. Members noted the risk register.</p> <p>IV. Enrolment Update</p> <p>SD reported that enrolment had gone well and indications were that we had enrolled above the funded target post census point on 13 October. He mentioned that some additional fresh start enrolments had not been pursued at the current time as they were not college ready. Theses would be readvertised in January. Adult and apprenticeship enrolments were a rolling programme and were currently on track. HE enrolments were slightly down. A consortium approach to developing HE with other partners was being considered. SD also mentioned the enrolment for Free Courses for Jobs, and the use of Multiply and the Tuition Fund. AC commented that the enrolment process at Paddington was much improved, taking significantly less time than previous years.</p> <p>DB asked if the increase in 16–18-year-old students was being experienced in other colleges and what the student numbers were before the pandemic. SD said that covid had adversely affected enrolment, but this was now starting to change back and other colleges were also seeing increases in numbers. GB asked about attrition. SD said that this had historically been at about 12 % but was currently 9%. This improvement was because of better enrolment processes and an overall better organised start to the new academic year. All staff now see enrolment as part of the job. A ‘Swap don’t drop’ campaign had also been initiated to retain students. Members noted the report.</p> <p>V. Safeguarding Annual Report and Policy</p> <p>This safeguarding report provided a summary of the previous year’s activity. The increase in mental health concerns was noted. AP asked what proportion of concerns were referred to professional external help if needed. GW confirmed that these referrals were made when necessary. As UCG’s safeguarding governor she endorsed the robust and far reaching approach to safeguarding that was taken across the five campuses and how the team was always looking for innovations and partnership working. GW asked the student governors if they had received a briefing on staying safe. They confirmed that they had.</p> <p>The Safeguarding Policy had been updated in line with Keeping Children Safe in Education. The Corporation resolved to approve the Safeguarding Policy.</p> <p>VI. Safeguarding Briefing</p> <p>A briefing note on safeguarding issues had been provided to governors for information. Eight governors had also attended a safeguarding training session specific to UCG on Monday 16 October. All governors’ safeguarding training was now up to date.</p>
5	<p>COMMITTEE MATTERS</p> <p>Governance, Search and Remuneration <i>(Papers circulated in advance)</i></p> <p>I. External Governance Review Report</p> <p>MD presented Rockborn’s External Governance Review report to the Corporation. She highlighted the numerous aspects of governance which were working well including the BSC,</p>

	<p>cultural synergy, integration of processes and relationships. The triumvirate between the CEO, Chair and Director of Governance was effective in providing leadership, openness and transparency. The diversity of the board in terms of skills, thought and ethnicity were commended though it was acknowledged that this needed constant effort. There was a clear commitment to learners in all aspects of governance with a clear oversight of performance. The Link Governor Scheme was noted as good practice. Some observations and suggestions were made in the report on a few areas including for more governors to attend college events with students and committee reporting through the chair to Corporation. TJ asked how UCG compared to other colleges and how we should be graded based on the review. MD said that her approach to reviews was developmental, though acknowledged that a grade was needed for the Annual Report and Financial Statements. She said that we should consider ourselves at least good. LG commented on the positive report but also that we should not let ourselves be complacent and think about how the Corporation can enable and make more impact for students. TJ thought the selection of the external reviewer and the approach that had been taken was positive as it was an enabling and developmental process allowing self-reflection. Members welcomed the report.</p> <p>II. Standing Orders (SOs) The Standing Orders had been reviewed. The main changes which had been set out in the paper mainly concerned the ONS reclassification of colleges, and other regulatory updates. The changes to the SOs had been reviewed by the GSR Committee and were recommended to the Corporation for approval. The Corporation Resolved to approve the Standing Orders.</p> <p>III. Governor Code of Conduct UCG uses the Governor Code of Conduct prepared by Eversheds specifically for the FE sector. This had recently been updated to reflect terminology now used by the DfE and the ONS reclassification of colleges. The Corporation were asked to approve the use of this code for future appointments going forward as recommended by the GSR Committee. The Corporation resolved to approve the Governor Code of Conduct.</p> <p>IV. Conflicts of Interest Policy The Conflicts of Interest policy had been reviewed. There were no changes to the policy. The policy was recommended for approval by the GSR Committee. The Corporation resolved to approve the Conflicts of Interest Policy.</p>
6	<p>Property and Infrastructure Committee</p> <p>I. Wembley Project Update <i>(Paper circulated in advance)</i> SD drew members attention to para 11 of the paper regarding Dollis Hill Wembley (DHW) and the timeline for them to achieve acceptable planning consent. SD referred to a recent meeting with DWH where options to develop an enabling argument linking the new campus building and the housing developments with the intent to improving the viability of the commercial scheme. Meetings had also taken place between Brent Planning Department, the GLA and the leader of Brent Council on the proposals. SD expected that the outcome would include an alternative funding profile, which would negate the necessity of the decant expenditure, and stronger guarantees for the future payments. If possible this would be discussed in more detail at the P&I Committee on 22 November. The timing of the DfE bridging facility could also be brought forward which would enable more flexibility. There was still some unanswered questions and issues to work through. GB commented that it would be important to consider alternative plans and to protect the college's interests in the event that a workable conclusion was not reached. RM expressed caution about over reliance on DHW</p>

	<p>balance sheet figures. TJ asked if there was any timeline for DHW’s planning application. SD said that Wembley was expected in December and Willesden by the end of January. AF queried whether the timing of the next general election would have any impact on the levels of affordable housing to be included in the scheme. Members looked forward to further developments and the outcome of the next P&I Committee meeting discussions.</p>
<p>7</p>	<p>Teaching Learning and Skills Committee <i>(Paper circulated in advance)</i></p> <p>I. Provisional Student Achievement 2022/23</p> <p>SD presented this paper. There was a small degree of overall improvement for 16-18 year-old learners and adults was about the same as the prior year. Within the career clusters the outcomes varied with some making good improvements and others not. AF asked to what degree the outcomes compared to pre-covid levels. SD said there was still some further improvement to make to recover and it was the intention to return to as close to the national average rates (NARs) as soon as possible. Value added and student destinations were other useful parameters of success, especially for UCG’s cohort of learners and their prior education profile. Consideration was being given to offering free school meals to all 16-18 year olds and the opportunity costs of doing so. TJ asked about how the final outcomes had compared to predicted. SD said that this had been impacted by the exam-based elements of functional skills assessments and it may be that more key assessment points were needed. He was confident that the college was improving, and impact of the HR efforts was taking effect. CC reported that the recent pay negotiations had concluded with a positive outcome and there would be no industrial action. RM asked if the funding rate had increased to support the pay increase. SD said that there had been an increase to 16-18 funding levels but insufficient with our learner numbers to cover the full cost of the pay increase. He said it was the intent that additional savings would be made in year to try to reach a break even point for 2024/25. MM suggested that a clear communication be made to staff on the pay award as there was currently some confusion. CC agreed to do this. Members noted the report.</p>
<p>8</p>	<p>Finance & Resources Committee</p> <p>I. EoY Financial Position – July Management Accounts</p> <p>It was noted that the end of year position was better than the reforecast despite the treatment of the income from the proceeds of the right to light. The adult GLA contract had been met. SG noted the debt provision for borough income and AT confirmed that this was genuine. Members noted the management accounts.</p> <p>II. Banking Covenants</p> <p>The Barclays RCF had been replaced by a long-term loan from the DfE. It had been necessary to drawdown the full Barclays £8.35m RCF at the end of June 2023 and the repayment of this back to Barclays in full in July 2023 when replaced by a DfE term loan for £8.35m. As a result of the significant increase in both cash and loans as at 31 July 2023 the College anticipated that the Financial Covenant which measured the ratio of borrowings to adjusted operating surplus would be breached. Negotiations with Barclays to amend the Covenant were undertaken and Barclays issued an amendment letter prior to the year end. At the Corporation meeting on the 05 July Governors approved amending the Covenants but the amendment letter itself had not yet been drafted. The F&R Committee reviewed the letter on 04 October and recommend it to Corporation for formal approval. Based on the amended Banking Covenants the College Financial statements as at 31 July 2023 would comply with the covenants. The Corporation resolved to approve the Amendment Letter to the Banking Covenants.</p>

	<p>III. Staff Survey</p> <p>This had been discussed at F&R Committee. CC noted that the response rate to the survey had continued to be low. It was thought that this may be a sector-wide issue and she would raise it with the AoC. Members noted the report and the inclusion of the link to the full set of results in the grey box.</p>
9	<p>Audit Committee</p> <p>I. Health and Safety Annual Report</p> <p>Members noted this report for information which had been reviewed by the Audit Committee.</p>
10	<p>AoB</p> <p>The date of the next meeting Wed 13 December 2023</p> <p>The meeting closed at 8.07pm</p>

Minutes taken by Zoë Lawrence 19 Oct 2023

SIGNED: **Date:**

Tony Johnston, Chair

ACTIONS

Ref	Action	Owner	Status
30/3 7iii	Further review of the Business Continuity Policy to align with the strategic risk register to be taken to the Audit Committee.	SD	Carried forward