



**CORPORATION BOARD of UNITED COLLEGES GROUP**

**Wednesday 3 April 2019**

**Paddington Green Campus, London**

**Members Present:** Keith Cowell, Glenys Arthur, Franklin Asante, Angela Drisdale-Gordon, Jan Knight, Peter Child, Lee Horsley, Alex Fyfe, Mary Elliott, Tony Johnston (Chair), Colin Smith, Amish Nathwani, Ravina Jignesh.

**In attendance:** Zoë Lawrence, Amanda Thorneycroft, Jackie Grubb, Stephen Davies, Nick Pettit\* (Bidwells).

\*for relevant agenda items only.

<b>1</b>	<p><b>PROCEDURAL</b></p> <p><b>Welcome and apologies for absence</b></p> <p>The Chair welcomed everyone to the meeting. Matthew Green and Josh Okakpu had sent their apologies.</p>	
<b>2</b>	<p><b>Declarations of Interest in the agenda items</b></p> <p>CS declared an interest in respect to item 9iii on SPH appointments that he had known SD in a professional capacity for 2 years prior to taking up a post as Governor.</p> <p>SD, JG, AT would leave the room for item 9iii concerning SPH appointments.</p> <p>TJ would leave the room for item 10i concerning Chair remuneration. JK would chair this item.</p>	
<b>3</b>	<p><b>I. Approve minutes of meetings held on 17 December 2018 and the Strategy Day on 26 January 2019</b></p> <p>These minutes were approved as an accurate record and signed by the Chair pending the correction of a date error on the December confidential minutes.</p> <p><b>II. Matters arising</b></p> <p>There were no matters arising that did not appear elsewhere on the agenda.</p> <p><b>III. Request to raise grey box items</b></p> <p>ZL had introduced this process to be used at Corporation meetings as a way to focus the time on key items, but still provide required information. Members could raise points on Grey Box items should they wish to, otherwise it was considered that the papers had been read and accepted for information.</p> <p>AF reminded members of the Governance KPIs.</p>	
<b>4</b>	<p><b>STRATEGIC</b></p> <p><b>I. CEO Report (inc. KPIs)</b></p>	

	<p><i>(Paper circulated in advance)</i></p> <p>KC explained that the report provided a summary of progress against the Group’s strategic aims which had been RAG rated. The Group’s KPIs had also been provided. KC highlighted the disappointing A level predictions, though apprenticeships were performing well. Overall, against national rates, the Group was ranked fifth in London for achievement with the highest ranking for apprenticeship provision. Though it was hoped that a ranking higher than fifth could be achieved, this position was considered to be positive given the level of disruption following the merger. The student experience strategic aim was at amber RAG rating mainly due to the difficulties achieving the attendance rate of 90%. This had been discussed in detail at the TLS Committee in March. Equality and diversity work with students were considered to be strong, as there were many activities that supported this in the Group. ADG sought advice on E&amp;D activity for staff. KC said that issues in this area with staff were often uncovered by the staff survey which was currently taking place. The ethnicity of staff was largely that which was reflected in the wider London population, though there was a reduced ethnic mix in the upper organisational levels. This was being addressed as far as possible through recruitment processes and aspects of positive discrimination.</p> <p>Members were concerned about the impact on staff of the SPH resignations. KC said that assurance was being provided to staff and he was soon to be attending a meeting with managers at Maida Vale Campus.</p> <p>Members noted that the Group had been chosen to be a Microsoft Flagship College (the only one in the world), and the potential that this would bring for the new building development at Wembley.</p> <p><b>II. International – Visit to China</b>  <i>(Paper circulated in advance)</i>  <b>See Confidential minutes - exempt under S43 FOI Act – Commercial Interests</b></p>	
5	<p><b>COMMITTEE MATTERS</b></p> <p><b>Finance and General Purposes</b></p> <p><b>I. Budget reforecast</b>  <i>(Paper circulated in advance)</i></p> <p>This had been discussed at the F&amp;GP Committee in detail and was being presented for Corporation approval. AT highlighted the key changes within the budget reforecast, in particular the adult education budget, tuition fees and payroll costs. It was still the current intention to achieve the small level of surplus at year end. <b>The Corporation approved the budget reforecast.</b></p> <p>AT brought to Members’ attention to new Department of Education Guidelines on oversight and FE Commissioner intervention, which linked with the introduction of the FE Insolvency Regime. AT felt that this was giving a clear steer to Governors on the importance of financial stability alongside achievement and quality aspects. It was noted that breaching banking covenants could now trigger intervention from the FE</p>	

	<p>Commissioner should the bank take action. The financial health of the Group was reported as satisfactory for 2017/18, though with the sale of Queen’s Park it was anticipated to be outstanding at the end of this academic year.</p> <p><b>II. Financial Standing Instructions</b>  <i>(Paper circulated in advance)</i>  The Financial Standing Instructions had been reviewed by the F&amp;GP Committee and were being presented to the Corporation for approval. <b>The Corporation approved the Financial Standing Instructions.</b></p> <p><b>III. Business Continuity Plan</b>  <i>(Paper circulated in advance)</i>  This had been discussed at the F&amp;GP meeting but required Corporation approval. Testing had been raised, which the Group had undertaken to complete as an action from that meeting. AN said that he had some comments on the document and agreed to pursue these with AT outside the meeting. This did not impact on the Corporation’s approval. <b>The Corporation approved the Business Continuity Plan.</b></p> <p><b>IV. Letter of Variation</b>  A Letter of Variation to amend the particulars of a loan agreements to manage the March cash flow position had been approved by Written Resolution in March 2019. Barclays had requested for the specific wording of the letter be formally approved by the Corporation as part of that process. This had previously been shared with members as part of the Written Resolution. <b>Members further agreed for the Director of Governance and the Chair to sign the wording in the letter.</b></p>	
6	<p><b>Teaching, Learning and Skills</b></p> <p><b>I. A level Provision</b>  ME updated the Corporation on discussions which took place at the March TLS Committee concerning the provision of A levels, particularly how some A level subjects were not performing well. Information was currently being prepared to enable a detailed review of A level provision, to inform the decision on the following year’s curriculum offer. This work was being taken forward now as it would be too late to wait until the next TLS Committee in June. This was considered to be an FE wide issue. The review would be at a strategic level and include developments with T levels and how A level provision fits within the curriculum plan overall. A further meeting with ME was being planned.</p> <p><b>II. Safeguarding Policy</b>  <i>(Paper circulated in advance)</i>  This policy had been reviewed by the Teaching, Learning and Skills Committee and was being presented here for Corporation approval. <b>The Corporation approved the Safeguarding Policy.</b></p> <p><b>III. Complaints Policy and Procedure</b></p>	

	<p><i>(Paper circulated in advance)</i></p> <p>This policy had been reviewed by the Teaching, Learning and Skills Committee and was being presented here for Corporation approval. Pending a very minor amendment in appendix 5, <b>the Corporation approved the Complaints Policy and Procedure.</b></p>	
7	<p><b>Audit</b></p> <p><b>I. Appointment of Auditors</b>  <i>(Paper circulated in advance)</i></p> <p>The Audit Committee had considered the re-appointment of the internal and external auditors and proposed that the incumbent companies continued for a further 12 months. Corporation approval was required for the appointment of external auditors. <b>The Corporation approved the appointment of BDO as the internal auditors for 2019/20 and Buzzacott as the external auditors for 2018/19.</b></p> <p><b>II. Risk Register</b></p> <p>As the risk register would normally be included in the papers for Corporation meetings, JP explained that the Audit Committee had suggested alterations to the presentation of the risk register and the calculation of residual risk. It was currently not ready for review. It would be included at the July Corporation meeting.</p>	
8	<p><b>Strategy &amp; Estates</b></p> <p><b>See Confidential minutes - exempt under S43 FOI Act – Commercial Interests</b></p> <p><b>I. Heads of Terms Update</b>  <i>(Paper circulated in advance)</i></p> <p><b>II. Appointment of Architects</b>  <i>(Paper circulated in advance)</i></p> <p><b>III. Joint Venture with Quintain</b>  <i>(Paper circulated in advance)</i></p> <p><b>IV. Sale of Queen’s Park</b>  <i>(Paper circulated in advance)</i></p> <p>RJ left the meeting at 20.05</p>	
9	<p><b>Search and Governance</b></p> <p><b>I. Appointment of Staff Governors</b>  <i>(Paper circulated in advance)</i></p> <p><b>See confidential minutes - exempt under S36 of the FOI Act - Prejudice to the effective conduct of public affairs</b></p> <p><b>II. Proposed amendments to the Instruments and Articles of Government</b>  <i>(Paper circulated in advance)</i></p>	

	<p>ZL presented a short paper setting out some proposed amendments to the Instruments and Articles of Government which needed Corporation approval. These included to remove reference to parent governors; change references from principal to CEO; include responsibility for the subsidiary company; accommodate legal changes to the eligibility criteria; update reference to the Audit Committee in line with the Post 16 Audit Code of Practice; and to remove any duplication and correct drafting errors.</p> <p><b>The Corporation approved these amendments.</b></p> <p><b>III. SPH Appointments</b>  <i>(Paper circulated in advance)</i>  <b>See confidential minutes – exempt under S40 FOI Act – Personal Information</b></p>	
<b>10</b>	<p><b>Remuneration</b></p> <p><b>I. Remuneration of the Chair</b>  <i>(Paper circulated in advance)</i>  <b>See confidential minutes – exempt under S40 FOI Act – Personal Information</b></p>	
	<p>The date of the next meeting was 3 July 2019.  The meeting closed at 10 pm.</p>	

Minutes taken by Zoë Lawrence 04/04/2019

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

**Tony Johnston, Chair**

**ACTIONS**

Ref	Action	Owner	Status
5 iii	AN to meet with AT to address any comments on the Business Continuity Plan	AN/AT	