



**CORPORATION BOARD of UNITED COLLEGES GROUP**

**Wednesday 16 October 2019, 6 pm**

**Willesden Campus, London**

**Members Present:** Nick Bell (CEO), Glenys Arthur, Angela Drisdale-Gordon, Jan Knight, Lee Horsley, Alex Fyfe, Tony Johnston (Chair), Colin Smith, Norman Whyte, Desmond Bishop, Cathy Bird, Derrick Betts, Laura Griffin, Amish Nathwani, Mary Elliott.

**In attendance:** Zoë Lawrence, Amanda Thorneycroft, Stephen Davis.

<b>1</b>	<p><b>PROCEDURAL</b></p> <p><b>Welcome and apologies for absence</b> The Chair welcomed everyone to the meeting. Apologies had been received from Peter Child, Franklin Asante, Matthew Green, Fahima Solomon, and Rusne Cernychaite.</p> <p><b>The appointment of Derrick Betts as co-opted governor to the Audit Committee was approved.</b></p>	
<b>2</b>	<p><b>Declarations of Interest in the agenda items</b> Derrick Betts left the room for the item concerning the ratification of his appointment. TJ noted that he and the SPHs may have a conflict in the item on the Remuneration Report and would leave the room should this be necessary. JK would chair the meeting in this event.</p>	
<b>3</b>	<p><b>I. Approve minutes of meetings held on 3 July 2019</b> JK expressed concern about the process taken for the election of the Chair and Vice-Chair at the previous meeting in July. Members acknowledged this and apologised for the lack of appreciation given to those nominated for these positions. It was agreed that in future the elections for the roles would be taken sequentially with improved procedures.</p> <p><b>The confidential and non-confidential minutes were approved</b> and signed as an accurate record.</p> <p><b>II. Matters arising</b> The matters arising were completed or covered elsewhere on the agenda.</p> <p><b>III. Approve Committee ToR / Committee Membership</b> The ToR for the Wembley &amp; Willesden Project Committee, the Finance &amp; General Purposes Committee and the Governance, Search and Remuneration Committee were approved. <b>The Committee membership was approved</b> pending a review of the chairing of the GSR Committee.</p> <p><b>IV. Request to raise Grey Box items</b> No items were raised.</p>	
<b>4</b>	<p><b>STRATEGIC</b></p> <p><b>I. CEO Report (inc. KPIs)</b> <i>(Paper circulated in advance)</i></p>	

This item was taken together with item 5i CEO and SPH Objectives.

## **II. Risk Register**

*(Circulated in advance)*

It was noted that these high-level risks (with a residual risk rating of 12 or more) had recently been reviewed by the Audit Committee. AT explained that the risk management policy was currently being reviewed to take into account the reassessment of risk appetite which would be included on the agenda for the strategy event on 23 November, and changes to the organisational structure. Members welcomed the addition of a movement arrow in the RH column indicating whether the risk had increased or decreased since the previous meeting. It was noted that at least half the risks were decreasing. These were largely financial in nature and had benefited from the sale of the Queen's Park site. Another risk concerned the destabilisation of the leadership team following resignations in 2018/19. This was now an improved position with the appointment of the CEO and other senior management positions. Members were reminded that the risk register was a living document and reflected the situation at the point of review.

## **III. Incident Report**

*(Circulated in advance)*

This report set out the events and actions taken by the College following the death of a student as a result of a stabbing on the Edgware Road. Members commended the professionalism and exemplary way in which the College teams handled the situation and managed what was such a tragic and sad event. The level of multi-agency involvement from across the borough and London was noted. A working group within the College has been established for critical incident planning including procedures should such an event occur within a college building. Liaison with several agencies was continuing in regard to ongoing tensions external to the College. Enrichment activities were included in curriculum intended to educate students on the effects of knife crime. As it was the responsibility of all staff to challenge poor behaviour, TJ asked what training staff had received to support this. SD said that teachers were trained to deal with disruptive behaviour, and the behaviour for learning initiative had been relaunched for students. A duty rota was in place, with each duty manager having had specific training, and a radio to be able to contact security quickly. It was thought that knife issues were largely isolated to the Paddington campus, and not indicative of the group as a whole. Lock-down drills had been undertaken should there be weapons within any of the group's buildings. The Corporation sought that thanks be recorded to James Wilson for his professionalism in the handling of the incident and the detailed confidential report provided to the Corporation.

## **IV. Brexit**

*(Circulated in advance)*

NB presented this paper to provide assurance that actions were being taken forward in regard to Brexit. ESFA and AoC guidance was being followed, which included reviewing the supply chain of the college and those of contractors. AF enquired what evidence was being provided from suppliers to provide assurance. NB explained he was aware that products were being sourced more locally, and that he had seen sufficient evidence of this to have confidence supplies would be maintained. Members noted that 78 of the 748 staff were known to have non-UK passports. The proportion of students affected was unknown as this information was not collected currently. AN asked if a no-deal Brexit had funding implications. Currently, this was not expected for

	<p>around 2 years following withdrawal, but this was dependent on the Brexit outcome in the next few weeks. Given that the number of students affected was unknown it would be difficult to gauge the financial impact. Members noted the report.</p> <p><b>V. Equality, Diversity &amp; Inclusion Update</b>  In addition to the EDI training which had been provided to governors that evening, NB reported the work of a newly established EDI Working Group and undertook to share the ToR for the Group with members. ADG was a member of this Working Group as the EDI Governor and welcomed this work to bring the EDI agenda to the forefront of thinking. She welcomed the initial work to establish a baseline from the data to be able to better understand the position of the organisation and plan work going forward. She was keen to see ownership of the EDI agenda in all aspects of the Group.</p>	
5	<p><b>COMMITTEE MATTERS</b>  <b>Governance, Search &amp; Remuneration</b></p> <p><b>I. CEO &amp; SPH Objectives for approval</b>  <i>(Paper circulated in advance)</i>  NB Provided a detailed presentation of his draft objectives which covered eight main themes. The draft objectives had been developed in consultation with the Chair and Vice Chair and the wider GSR Committee. The SPH objectives fed out of the CEO objectives and were included in the papers for review and comment. The objectives covered a five-year timeframe with deliverable annual milestones, which would be reviewed at six-monthly intervals. Currently, baseline data was being collated, so the milestones may be subject to change once this process had concluded. CB asked which aspect of the eight themes he would be most proud to deliver. NB said that it was definitely student achievement and experience, all the other aspects contributed to this. DBi asked where NB thought the position was now on the staff theme? NB said that there was already some good practice in place, and he wanted to expand on this by putting more formal structures and processes in place for staff engagement such as an employee council, together with some informal structures to increase the rate of progress. TJ commented that in regard to the theme on growth, a more strategic approach to a potential merger would be taken, involving the consideration of key criteria for merger and strategic fit.</p> <p>The CEO report described the activities to date in each theme area. Future reports, once the objectives were approved by the Corporation, would include KPIs and RAG rating against each.</p> <p><b>The Corporation approved the CEO objectives</b>, whilst acknowledging that they were subject to review over time.</p> <p><b>II. Appointment of members</b>  <i>(Paper circulated in advance)</i>  The Appointment of Derrick Betts as Co-opted Governor to the Audit Committee was approved at the beginning of the meeting to allow the member to attend the meeting. <b>The appointment of the student governors, Fahima Solomon and Rusne Cernychaite were approved.</b></p> <p><b>III. Governance Effectiveness Review</b>  <i>(Paper circulated in advance)</i></p>	

	<p>ZL briefly presented this feedback from the questionnaires completed during the Summer and summarised the main themes for improvement. Work was already being taken forward in some of the areas and an action plan would be developed to document this and further actions in due course. Members noted the paper.</p> <p><b>IV. SPH Remuneration Report</b> <i>(Draft report circulated in advance)</i></p> <p>This report had been prepared in accordance with the AoC Remuneration Code which the Corporation adopted mid-year 2018/19. The report included some of the main items suggested in the code, including the median pay multiple which was very slightly higher for UCG than the sector average. This figure did not include the casual workforce employed for enrolment and at the Cockpit Theatre, though it was noted that the casual workforce was paid the London Living Wage which members were in agreement it was important to note. AF was keen that the advice being sought on the method for the remuneration of the Chair be received and considered prior to publication of the report. <b>Pending this issue, and any amendment that may be needed, the Corporation was content for the report to be published in due course.</b></p>	
6	<p><b>Teaching, Learning and Skills</b></p> <p><b>I. Self-Assessment Review</b> <i>(Paper circulated in advance) – See Confidential minutes</i></p> <p><b>II. Student Achievement 2018/19 – See Confidential minutes</b> <i>(Paper circulated in advance)</i></p> <p><b>III. Ofsted Preparation</b> <i>(Paper circulated in advance)</i></p> <p>SD had sent an Ofsted timetable to governors earlier in September. Actions were now in place and internal mock-inspections had been completed in Maths and English and Business. TJ asked what the role of governors would be as part of the inspection. It was agreed that SD would prepare a briefing paper for Governors setting out the key points and messages. ZL would also prepare briefing on governance arrangements.</p> <p><b>IV. HE Update - Quality &amp; Standards Review</b> <i>(Paper circulated in advance)</i></p> <p>A Quality &amp; Standards Review was to take place for the HE provision in November. The submission of evidence to the OfS was due to be submitted at the end of the week. The QSR was focused on certain aspects of HE provision which was indicated in advance unlike an Ofsted inspection. AF asked if the areas for improvement from the previous inspection pre-merger in 2017 had been taken into account. SD was unaware of this. ADG said that the context from the last inspection would be helpful to consider. LH asked about the level of overlap of this assessment and Ofsted? SD said that overlaps generally concerned staff and meeting IT requirements. Some of this was being addressed through CPD and further improvements to IT.</p>	
7	<p><b>Finance and General Purposes</b></p> <p><b>I. End of Year Outturn</b> <i>(Paper circulated in advance)</i></p> <p>AT reported that, subject to the confirmation of the financial statements by the external auditors, and the funding audit which had not yet concluded, the end of year financial position was at a small surplus. TJ thanked AT and her team and staff across</p>	

	the Group for the work that had gone into achieving this outcome. AT explained that it was important for the Group to deliver to budget to be able to provide confidence to lenders, particularly in light of the Wembley and Willesden Project, that the forecasting was accurate and intentions were delivered.	
<b>8</b>	<b>Audit</b> <b>I. Anti-bribery / Gifts &amp; Hospitality Policy (for approval)</b> <i>(Draft policy circulated in advance)</i> This policy was approved by the Corporation.	
<b>9</b>	<b>Wembley &amp; Willesden Project Committee – See Confidential minutes</b>	
<b>10</b>	<b>AOB</b> No items were raised.	
	The date of the next meeting 18 December 2019  The meeting closed at 8.55 pm	

Minutes taken by Zoë Lawrence 17/10/2019

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

**Tony Johnston, Chair**

**ACTIONS**

<b>Ref</b>	<b>Action</b>	<b>Owner</b>	<b>Status</b>
<b>4iv</b>	ToR of the EDI Working Group to be shared with members	NB/ZL	Complete
<b>6iii</b>	SD to prepare a briefing document on Ofsted for governors	SD	Complete