



**CORPORATION BOARD of UNITED COLLEGES GROUP**  
**Wednesday 3 July 2019, 6 pm**  
**Paddington Green Campus, London**

**Members Present:** Keith Cowell, Glenys Arthur, Angela Drisdale-Gordon, Jan Knight, Lee Horsley, Alex Fyfe, Tony Johnston (Chair), Colin Smith, Simon Haben, John Petrie, Norman Whyte, Desmond Bishop, Tracey Coleman, Cathy Bird.

**In attendance:** Zoë Lawrence, Amanda Thorneycroft, Nick Pettit\* (Bidwells), David Pigden\*, Chris Groves\* (Addleshaw Goddard), Luke Baines\* (Addleshaw Goddard), James Darbyshire\* (Stace).

\*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. Apologies had been received from Peter Child, Franklin Asante, Amish Nathwani, Mary Elliot and Stephen Davis.</p> <p>Simon Haben arrived at 6.30 pm, and John Petrie arrived at 6.50 pm. The Corporation was quorate throughout.</p>	
<b>2</b>	<p><b>Declarations of Interest in the agenda items</b></p> <p>TJ and JK declared an interest in agenda item 8i, Election of Chair and Vice Chair, and would leave the room for this item.</p>	
<b>3</b>	<p><b>I. Approve minutes of meetings held on 3 April 2019</b></p> <p>The confidential and non-confidential minutes were approved as an accurate record and signed by the Chair. The non-confidential minutes would be published on the UCG website.</p> <p><b>II. Matters arising</b></p> <p>There were two matters arising which had not been completed concerning the works to be undertaken by the architects, and the costing of the potential JV relating to the property development. TJ undertook to pursue these further with NP, as he was of the view that the information was still relevant and useful, and the latter may still be used as a fall-back position.</p> <p><b>III. Request to raise grey box items</b></p> <p>No items were raised so it was accepted that these papers had been read and were for information.</p>	
<b>4</b>	<p><b>STRATEGIC</b></p> <p><b>I. CEO Report (inc. KPIs)</b>  <i>(Paper circulated in advance)</i></p>	

	<p>KC reported that overall achievement was on target except for A levels and value added. Attendance continued to be problematic, which was a year on year issue, mirrored across many London colleges. Teaching and Learning had improved, as the target for the number of teachers achieving good or better had been exceeded. E&amp;D, and financial performance were RAG rated green, though HR targets were down, particularly given the responses and response rate to the staff survey. It was acknowledged that the timing of this had coincided with the announcement of a number of senior staff resignations which was likely to have impacted.</p> <p>SH asked if the student attendance level reported was before or after interventions had been put in place. KC advised that it was after. It was noted that attendance was a persistent issue, with many causes. The London average was similar to the rate achieved at UCG. The recording of attendance across the Group was now contemporaneous and electronic, providing more accurate records, which had impacted on the recorded level of attendance. It was noted that if attendance increased this would have a further positive affect on achievement.</p> <p>On the CEO Dashboard, the increase in achievement for English GCSE (high grades) and functional skills were noted. Overall, an achievement rate of 88% was expected which would place the Group within the top 10% of colleges nationally. MG on behalf of the TLS Committee highlighted the decline in A level performance, and that this may be managed in future by use of vocational options, particularly for subjects such as drama. The TLS Committee were strongly of the view, however, CWC should continue to provide A levels, but suggest keeping this part of the curriculum offer under review. A levels were only a small part of the CWC offer.</p> <p>KC informed members that two members of staff had won National Pearson awards and that these would be televised in October. TJ offered to write to the winners to congratulate them on behalf of the Corporation.</p> <p><b>II. International – Visit to China</b>  <b>See Confidential minutes - exempt under S43 FOI Act – Commercial Interests</b></p> <p><b>III. Risk Register</b>  <i>(This was circulated in advance)</i></p> <p>ZL reported that the risk register had been reformatted into Excel and the items with a residual risk of 12 or more included on the first worksheet for ease. This would also show risk movement over time. AT commented that a number of financial risks which would have been included in this had either been closed out or the risk reduced following the sale of Queen’s Park. A key risk concerned the restructuring of the SMT following a number of resignations. GA asked to be provided with the new organisational chart. Each committee was now reviewing the relevant risk register as a regular agenda item. Members noted the risk register.</p>	
5	<b>COMMITTEE MATTERS</b>	

	<p><b>Strategy &amp; Estates</b> See Confidential minutes - exempt under S43 FOI Act – Commercial Interests</p> <p><b>I. Heads of Terms Update</b> <i>(Paper circulated in advance)</i></p> <p><b>II. Project Risks</b> <i>(Paper circulated in advance)</i></p> <p><b>III. Brent Council £50m bridging loan arrangements</b> <i>(Paper circulated in advance)</i></p>	
6	<p><b>Finance &amp; General Purposes</b></p> <p><b>I. Budget 2019/20 (inc. staff pay award)</b> <i>(Paper circulated in advance)</i></p> <p>This budget had not incurred any amends since the version that was provided to the F&amp;GP Committee the previous week. The income allocation included the procured AEB; 16-18 lag funding was slightly down on the previous year. A 1% pay rise for all staff (except SPHs) was included. The budget included £300k of savings to be achieved from support staff vacancy management/ redundancies. Members noted the new ESFA funding definitions provided in the report. <b>Members approved the budget for 2019/20.</b></p> <p><b>II. Five Year Financial Plan</b> <i>(Paper circulated in advance)</i></p> <p>AT explained that the first two years of the plan, and the outturn of the current year were submitted to the ESFA at the end of July. These elements had not been amended following the F&amp;GP Committee. AT talked through the planning assumptions, which were based on a modest growth of approximately 100 more students per year. Capital expenditure bids totalled £2.9m. These were largely to replace IT and servers. The delaying or deferring of capex would be used to manage any in-year budget variances. <b>The Corporation approved the two-year plan for submission to the ESFA.</b></p> <p>The additional years on the plan had been developed to support the £50m Brent loan arrangements. These later years acknowledged that the loan with Brent would incur a breach of the existing banking covenants which would be renegotiated by year 4 of the plan.</p> <p><b>III. Subcontractor Fees and Charges Policy</b> <i>(Paper circulated in advance)</i></p> <p>This policy had been reviewed by the Finance and General Purposes Committee has was recommended for approval. <b>The Corporation approved the policy.</b></p>	
7	<p><b>Remuneration</b></p> <p><b>I. CEO Appointment</b></p>	

	<p><i>(Paper circulated in advance)</i></p> <p>TJ updated members on the conclusion of the recent recruitment process to appoint a new CEO to replace KC at the end of August. The selection panel of five members had decided to appoint a candidate from outside the FE sector, who had a proven track record of organisational change, growth and development. Pending ratification from the Corporation, Nick Bell would be able to take up his post towards the end of August, allowing for a handover with KC. <b>Members were in unanimous support for this proposal and approved the appointment of Nick Bell to the post of UCG CEO.</b></p> <p><b>II. SPH Disciplinary Policy</b></p> <p><b>III. SPH Grievance Policy</b></p> <p><b>IV. SPH Capability Policy</b></p> <p><i>(These policies were circulated in advance)</i></p> <p>These policies had been reviewed in detail by the Remuneration Committee. They were to be considered together as the content was interrelated. <b>Members approved the policies.</b></p>	
8	<p><b>Search &amp; Governance</b></p> <p><b>I. Election of Chair and Vice Chair</b></p> <p><i>(Paper circulated in advance – TJ and JK left the room for this item. The item was chaired by JP, as Vice Chair)</i></p> <p>Tony Johnston had been nominated and seconded to stand as Chair to the Corporation and Jan Knight as Vice Chair. No other nominations had been received. <b>The appointments were approved by the Corporation.</b></p> <p><b>II. Appointment of Members</b></p> <p><i>(Paper circulated in advance)</i></p> <p>This item was taken at the beginning of the meeting to ratify appointment decisions so that the newly appointed staff members, Tracey Coleman and Desmond Bishop, and Cathy Bird as a co-opted member, could attend the meeting. They remained outside of the room until the item concluded, before being invited to attend. Members approved these appointments, plus the appointment of Angela Drisdale-Gordon from a co-opted to an independent member, taking the place vacated by John Petrie at the end of July. ADG’s role would also include Equality and Diversity as a special responsibility. Earlier that evening, Laura Griffin was interviewed as a member with HR and organisational change expertise, to replace Simon Haben on the Corporation, whose term of office was also to end on 31 July. The Selection Panel recommended Laura to the Corporation and the appointment was approved. ZL would take forward the formal appointment procedures, and induction processes for these new members.</p> <p><b>III. Standing Orders</b></p> <p><i>(Paper circulated in advance)</i></p> <p>ZL explained that the Standing Orders (SO) were an operational policy for the Corporation at a level below that of the Instruments and Articles of Government. These had been redeveloped from scratch and a number of new elements incorporated</p>	

which were listed on the covering sheet. ZL highlighted that the ToR for each committee were now included in the SOs, but that each of these would need to be considered by the separate committees before arriving at a final version. The ToR reflected the changes to the committee structure which were referred to in the next item. The SOs had been reviewed in detail by the Search and Governance Committee and were being recommended for approval. **The Standing Orders were approved by the Corporation.**

#### **IV. Committee Structure**

*(Paper was circulated in advance)*

ZL presented this paper which set out the proposed revised committee structure from Sept 2019. The main changes were the merger of the Search and Governance Committee with the Remuneration Committee and changes to the membership structure of these. Members noted that the responsibilities of the F&GP and Redevelopment Project Group were now separate, and not duplicated, though the interrelated financial responsibilities remained. Pending corrections to the nomenclature of the committees, **members were content to approve the revised structures.**

#### **V. Governor Expenses Policy**

*(Policy circulated in advance)*

This was a new policy to comply with Charity Commission best practice. This policy had been reviewed in detail by the Search and Governance Committee which recommended it to the Corporation for approval. **The Corporation approved the policy.**

#### **VI. Conflicts of Interest Policy**

*(Policy circulated in advance)*

This policy had been reviewed and updated to reflect changes in job titles. This policy had been reviewed in detail by the Search and Governance Committee which recommended it to the Corporation for approval. **The Corporation approved the policy.**

#### **VII. Training and Development Policy**

*(Policy circulated in advance)*

This policy had been reviewed and updated. This policy had been reviewed in detail by the Search and Governance Committee which recommended it to the Corporation for approval. **The Corporation approved the policy.**

#### **VIII. 2019/20 Committee dates**

*(Paper circulated in advance)*

Members were asked to review and approve the dates for the 2019/20 Committee and Corporation meetings. It was noted that the F&GP and Audit Committee meeting in the Autumn term was a joint committee to review the accounts. **Members approved the dates.**

9	<p><b>Teaching Learning and Skills</b></p> <p><b>I. Predicted Student Achievement for 2018/19</b>  <i>(Paper circulated in advance)</i>  This item was taken together with item 4i (CEO Report).</p>	
10	<p><b>Audit</b></p> <p><b>I. Whistleblowing Policy</b>  <i>(Paper circulated in advance)</i>  JP presented this item for approval. The amendments to the policy included reference to students being able to whistle blow for appropriate issues and the updating of job titles. <b>The Corporation approved the Whistleblowing Policy.</b></p>	
	<p>The date of the next meeting 16 October 2019  The meeting closed at 20.50 pm.</p>	

Minutes taken by Zoë Lawrence 04/07/2019

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

**Tony Johnston, Chair**

**ACTIONS**

Ref	Action	Owner	Status
4i	Congratulatory letter to be sent to Pearson Prize Winners from TJ on behalf of the Corporation	ZL/TJ	<b>Complete</b>
4iii	For the new organisational chart of the SLT/SMT to be provided to Corporation members for information.	ZL	