

CORPORATION BOARD of UNITED COLLEGES GROUP

Wednesday 8 July 2020, 6 pm – By Zoom

Members Present: Nick Bell (CEO), Glenys Arthur, Alex Fyfe, Tony Johnston (Chair), Desmond Bishop, Cathy Bird, Franklin Asante, Stephen Hayes, Laura Griffin, Derrick Betts, Amish Nathwani, Jan Knight, Norman Whyte, Angela Drisdale Gordon.

In attendance: Zoë Lawrence, Amanda Thorneycroft, Stephen Davis, Claire Collins
Ross Mackenzie (member designate)

1	<p>PROCEDURAL</p> <p>Welcome and apologies for absence The Chair welcomed everyone to the meeting. Apologies had been received from Matthew Green, Sukhveer Singh, Rose Sareami, Mary Elliot, Colin Smith and Lee Horsley.</p> <p>Chair’s Announcements TJ announced that this was GA’s last Corporation meeting at UCG as her term of office as a governor comes to an end on 31 July 2020. Members thanked GA for her significant commitment and contribution to the role which had spanned 16 years as a governor of CWC and more recently at UCG. Once coronavirus restrictions were lifted it was the intention to mark the occasion more formally face to face.</p> <p>Thanks and acknowledgement were also made to JK for being Vice Chair to the Corporation for the past 2 years. JK was standing down as VC this year but would be continuing as a governor.</p>	
2	<p>Declarations of Interest in the agenda items</p> <ul style="list-style-type: none">• TJ had an interest in item 09i Election of Chair and left the zoom call for this item. This item was chaired by JK.• FA has an interest in item 09ii Election of Vice Chair and left the zoom call for this item.• NB, SLT members and staff governors had an interest in item 09iii CEO Performance Review and left the zoom call for this item.• Ross Mackenzie had an interest in item 09iv Appointment of members and left the zoom call for this item.• Tony Johnston had an interest in item 09v Chair remuneration and left the zoom call for this item. This item was chaired by JK.	
3	<p>I. Approve minutes of meeting held 30 March 2020 The minutes were approved and would be signed as an accurate record.</p> <p>II. Matters arising There was one matter arising from the last meeting concerning the support provided to the 17 homeless students during lockdown. SD reported that all students had been supported to access accommodation. In some instances, this was currently not permanent. Relevant agencies including social services had been involved as required.</p> <p>III. Request to raise Grey Box items No items were raised by members.</p>	

	<i>DBish joined the meeting at 6.15 pm</i>	
4	<p>STRATEGIC</p> <p>I. Strategic Plan <i>(Papers circulated in advance)</i></p> <p>NB presented his report on the strategic plan which covered the main updates since the Strategy Event held in January 2020. He highlighted to members the typeset externally focused strategy document which had been made available to members earlier that morning. The mission statement had been slightly amended to refer to ‘outstanding education and skills’. ‘Inclusive’ and ‘Supportive’ had been included in the values. A ninth strategic theme for robust financial health had been included. Enabling and facilitative strategies would underpin the overall key strategic themes. NB said that he considered the high-level objectives as ‘must dos’ and the other lower level objectives as desirable. He described the content of the annexes which indicated key deliverables for each year, and a high-level timeframe for the strategy delivery. Each SLT member would lead their respective areas creating strong accountability linked to their personal objectives. The strategy would be reviewed at two relevant points each year and this would feed into operational and budget plans.</p> <p>The Corporation welcomed this ambitious strategic plan. AF queried the degree to which the committees and Corporation would have the opportunity to further discuss various elements of the strategic plan that were still in development. NB explained that these elements were not a fait accompli, and the Corporation would be presented with business cases to consider any risks and any necessary investment as the strategy moved forward. The strategy’s focus was on positioning and ethos. AF thanked NB for the clarification.</p> <p>DBetts said that the strategy read clearly and was ambitious. He posed questions on whether the doubling of student numbers was achievable, and whether the strategy was adaptable and agile enough to be able to respond to the significant changes in society and the economy as a result of coronavirus. NB explained that the doubling of student numbers would likely be achieved through a merger rather than via organic growth. On agility the strategy had already been influenced by events. The digital learning aspect had been accelerated, whilst other objectives had been pushed back. This would be a rolling strategy that would be regularly reviewed to ensure that it was responsive to the environment.</p> <p>FA said that the format of the document was good and that it had captured all the ideas. He commented how the world of work had changed considerably for school leavers and how the strategy would need to respond to this and the government’s announcements on investment earlier that day – and how the Corporation’s risk appetite would be taken into account. NB acknowledged the changes to the world of work and referred to initiatives already being taken forward with Job Centre Plus and DWP for supporting individuals back into work. The strategy aimed to re-position the college as a resource throughout a learner’s life. The Corporation’s risk appetite would be re-assessed throughout the lifetime of the strategy.</p> <p>RM expressed caution in depending on a merger for the success of the strategy. Mergers could often be distractions to delivery or not conducive to the desired outcome. He also queried the college’s aspirations on reform for skills of the future. NB welcomed these insightful comments. On the merger option, his view was that size</p>	

of organisation improved influence, and would also be able to generate a higher level of investment to improve delivery for students. It would be important to ensure the executive were focussed to prevent any distractions. The curriculum design was demand-led and strongly linked to the labour market. This would continue into the future.

The Strategic Plan was approved on the proviso that there would be continued input from the Corporation as it moved forward, and opportunities for further scrutiny and monitoring.

II. Property Strategy

(Document circulated in advance)

This strategy was one of the facilitating strategies of the overall plan. It set out 11 principles and the current property portfolio. NB highlighted the need to consider the lease on Maida Vale within the next couple of years, and discussions on the development of the Cockpit Theatre site to maximise its value and facilities to be able to be cost neutral and not run at a loss. TJ asked about the small parcel of land near the North Circular. NB explained that this had been gifted to CNWL. It was a former sports field which had now turned to meadow with no vehicular access. There was no strategic reason for this land to be retained. TJ asked if it would be possible to arrange a loan for the lease on Maida Vale. This was considered to be a possibility nearer the time depending on the outcome of the Wembley and Willesden project. Funds from the sale of Queen's Park may be an option or the use of a banking facility. **The Corporation approved the strategy.**

III. CEO Report (including KPIs)

(Report circulated in advance)

This report provided an update on activities of the College since the last Corporation in March, and updated KPIs. Overall student engagement had remained high despite remote working though there were variations across faculties. It was now important to learn from the lockdown about which faculties and subjects lended themselves better to digital learning and which required face to face interaction. From September when the college would fully reopen the provision would be part face to face and part digital, with use of PPE where necessary. The safety of staff and students was paramount. The previous weeks had seen staff returning to campuses to see how social distancing operated in practice, but to also receive staff feedback. Health and Safety risk assessments had been undertaken and reviewed by the H&S Committee involving NW. NB thanked the SLT for all their hard work in delivering this. The digital delivery from September would be supported by devices for students which would be loaned on the basis of need. The number of devices needed would not be known until after enrolment in September.

SD reported that online open days had taken place and had been well attended. 1940 progressing students and 2000 adults had enrolled to date. The Summer campaign was underway and students, other than high needs learners, would enrol online. Members noted the KPIs.

The Corporation voiced their sadness and sympathies on the tragic death of Alan Fitchett to coronavirus earlier in the term. Members expressed their condolences to Alan's family and friends.

NB informed the Corporation of initial discussions which were taking place with Capital City College Group to partner on some HE, vocational and commercial opportunities. An MOU was expected to be presented to the Corporation during the Autumn term. NB also drew to members' attention a short summary of the Chancellor's announcement that day and the potential implications for UCG. More detail was due on various aspects in the coming weeks.

DBetts asked about the attrition rate. SD said that attrition was usually at the start of the year and less likely over the Summer term. DBish asked if feedback from staff on the blended learning approach during lockdown had been captured to make improvements, particularly on what had worked well for students. SD said that there had been a number of mechanisms for this including short surveys, staff engagement sessions, and more work will be done on this going forward.

CB said that she had attended one of the student feedback sessions and she was pleased to see that students were reporting that they had spent more time in conversation with their personal tutors during lockdown than when face to face in the college building. Overall the delivery of remote learning by UCG has been considered a success and an exemplar in the sector. NB gave credit to SD, AT and CC for leading the delivery of this.

IV. Risk Register – Highest risks

(Risk register circulated in advance)

It was noted that the more detailed risk registers had been considered by relevant committees and the Audit Committee. AT highlighted the two new risks concerning recruitment of students for September, that this was uncertain and would involve a new process of online enrolment; and the impact of coronavirus lockdown on apprenticeship income as employers may be less willing to take on new apprentices.

Members noted the risk register.

V. Equality, Diversity & Inclusion Policy

(Draft policy circulated in advance)

NB explained that this policy was the first that had been prepared for UCG as a merged organisation. It built on the previous CWC policy which had not been fully comprehensive. There had been significant input to the policy including consultation with students and trade unions. In response to the BLM campaign a sub-group had been set up which ADG had kindly agreed to chair. It was agreed that any amendments to the policy as an outcome of the subgroup could be made in due course and brought back to the Corporation.

ADG said that she thought this policy was even more critical than ever and that ownership of it by the Corporation and the wider college was important to bring about the necessary focus and action. There was still work to do to unpack the data in relation to EDI to be able to target key areas. DBish expressed concern to the degree to which EDI extended to the make-up of the senior management team. AN asked what EDI targets had been considered as it would be important to set expectations for the next few years. NB said that the EDI action plan was still being developed and targets were yet to be agreed. He acknowledged that the policy was the first stage and that this would be an incremental process and would be taken forward as a key strategic theme of the strategic plan.

	FA left the meeting at 7.34 pm	
5	<p>COMMITTEE MATTERS Teaching, Learning and Skills</p> <p>I. Predicted Achievement <i>(Paper circulated in advance)</i> SD explained that this paper had also been considered by the TLS Committee. 16-19 provision was showing an increase in outcomes which was pleasing. Adult achievement had reduced overall, but it was hoped that now the adaptive assessments were complete that they may have recovered some ground and be at the same level as last year. Members noted the report.</p> <p>II. Teaching & Learning Operational Plan <i>(Paper circulated in advance)</i> SD presented this plan and explained how it linked into the wider strategy. It had been developed from the SLWGs which had involved 80 staff from across the organisation. The plan consisted of four themes over three timeframes.</p> <p>TJ commented that the Ofsted Action Plan which had been reviewed at TLS Committee was so detailed it was difficult to see what was being implemented by when. This document provided a clearer route map. It was expected that the targets on the 'Now' page would be completed during the next academic year, some aspects before Christmas. Other members welcomed the structure of the document. AF asked how implementation would be monitored to ensure early feedback if it was not working. SD said that it would be picked up through the ToR of each committee and the Group Operational Team would review progress weekly. He was confident that the structure was in place now for effective monitoring and reporting. AF asked if SD was disappointed with the predicted achievement. SD said that he was pleased with the degree of improvement at CNWL over the past 2-3 years, but as the national rates had increased, the pace of change at UCG also needed to move more quickly.</p> <p>ADG asked how diversity issues had been incorporated into the curriculum planning. SD said that this process was led by the curriculum areas on set criteria including inclusion and demand, whilst always being conscious of any barriers to entry in relation to any protected characteristic.</p> <p>CB asked if Ofsted returned what would be the four main differences they would now see. SD said that learners would be partners not passive recipients, middle managers would be able to demonstrate intent and clear understanding. The IT infrastructure would better support learning, and there would be holistic delivery unique to the individual student. Members noted the report.</p> <p>III. Learner Engagement Policy <i>(Draft policy circulated in advance)</i> This policy had been reviewed by the TLS Committee and was being recommended to the Corporation for approval. Members approved the Learner Engagement policy.</p> <p>IV. Safeguarding Update <i>(Paper circulated in advance)</i></p>	

	<p>This report provided an update on safeguarding measures and changes made to processes in response to digital delivery of learning and remote working. The Corporation noted the report.</p>	
6	<p>Finance and General Purposes</p> <p>I. Budget 2020/21 <i>(Papers circulated in advance)</i></p> <p>AT presented the papers which set out the main assumptions of the budget and the adjustments made since the budget was presented at F&GP Committee. The capex had been revised since F&GP Committee and was now at £3.4m. This included up to £1m for student devices. As it would be unlikely that sufficient income would be generated to cover the capex it was proposed that approximately £450k be used from cash reserves. NB commented that the Capex had been driven down as far as possible. Some of the capex would be for maintenance purposes, as well as investment into the IT infrastructure which would support the longer-term deliver model. The paper on Staff Pay Award following challenge at F&GP Committee had been revised. This now proposed a 1% pay award to staff whose salary was below £42.5k. This made a saving of £70k for the college, and also better supported staff on lower salaries on the front line.</p> <p>AF explained that the F&GP committee had sought additional information to compare the proposed budget with the January 2020 budget rather than the post-coronavirus reforecast. Additional information on pay, increments and headcount had also been provided to F&GP members which AF shared with the wider Corporation. Overall, AF considered that there had been a reduction in income of all types compared to the January budget. The growth in the budget was due to the ESFA increasing their rate per capita which would compensate for the shortfall. AF considered that the agency costs were still high and challenged why they should increase. She also was of the view that some elements of non-pay were high, and that there was potentially some room for savings on non-pay.</p> <p>SD explained that cost were likely to increase with the blended learning delivery model due to the decrease in class sizes as a result of the need for social distancing. Some of the agency costs were for adult learning support. AT said that it was likely that the college would incur a cost from catering as fewer students would be in the college to generate the income.</p> <p>The Corporation resolved to approve the 2020/21 Budget.</p> <p>TJ commented that the budget process this year had not worked well and sought that the process be reviewed to enable information to be shared with the F&GP Committee and Corporation at an earlier stage. This was likely to include the IFMC in January. NB acknowledged this and agreed to bring this back to the F&GP Committee in the Autumn term.</p> <p>II. Subcontractors Fees and Charges Policy <i>(Draft policy circulated in advance)</i></p> <p>This policy has been reviewed by the F&GP Committee and was being recommended to the Corporation for approval. The Corporation approved the policy.</p> <p>III. Paddington Refit Project</p>	

	<p><i>(Paper circulated in advance)</i></p> <p>A Public Sector Decarbonisation Fund had been announced by the HM Treasury earlier that day. In light of the possibility of being able to apply for a grant for these works, it was agreed to pause the process until more information was known about the grant facility available. It was agreed that if the grant was not suitable and that there were no changes to the proposal that it would be possible for this to be approved by Chair's Action. Potential savings of up to £805k plus the energy savings in year from the scheme were possible. The position would be re-assessed once more was understood about the possible alternative funding and the conclusions from this fed back to Corporation members.</p>	
7	<p>Audit</p> <p>I. Risk Management Policy <i>(Draft policy circulated in advance)</i></p> <p>AT set out the main changes to the policy which were included on the covering note. The Audit Committee had reviewed the revisions and were recommending it to the Corporation for approval. The Corporation approved the policy.</p>	
8	<p>Wembley & Willesden Project Committee</p> <p>I. Project Update</p> <p>NB provided a recap for members on the current position of the project, in particular the letter to Quintain to seek assurance that their investment committee would take a decision on the project by 31 October and that the legal work would resume to be able to meet the deadline for securing the £10m GLA grant which was essential for funding the new building. These have been confirmed on the proviso of Quintain renegotiating the sale price of the Network Homes site. This may reduce but not remove the risk and it was still not certain that the project would continue after 31 October. However, if the legal work was not undertaken now, it was certain the GLA deadline would be missed and the project would not be able to proceed. It was expected that the cost of legal work incurred by the college in this period to 31 October 2020 would be in the region of £85k. On balance it was agreed that this was a controlled and justified response to the circumstances, with the possibility of saving the investment already made.</p> <p>Members agreed to proceed on this basis.</p>	
9	<p><i>SLT members other than the CEO left the meeting</i></p> <p>GSR</p> <p>I. Election of Chair <i>(Paper and nomination forms circulated in advance) TJ left the meeting for this item. JK took the Chair.</i></p> <p>JK had nominated and AF seconded TJ as chair to the Corporation. There were no other nominations. JK said that she considered that TJ was serving the Corporation well and that for him to continue in the role at the current time would be of benefit to the organisation. It was considered that he had the skills and experience needed for the role. Members indicated their unanimous support in favour of this nomination.</p> <p>The appointment of TJ as chair to the Corporation for 2 years was approved.</p> <p><i>TJ re-joined the meeting and resumed chair.</i></p> <p>II. Election of Vice Chair <i>(Paper and nomination forms circulated in advance) FA left the meeting for this item.</i></p>	

TJ acknowledged JK's decision to stand down as Vice Chair this year and appreciated that she would continue as a governor to the Corporation. FA had been nominated by JK as Vice Chair and this had been seconded by LG. TJ explained FA's longstanding geographical connection with the CNWL area, his financial expertise and experience, and his affinity with many of the college learners. Members indicated their unanimous support in favour of this nomination. **The appointment of FA as the Vice Chair to the Corporation for 1 year was approved.**

Members noted that the appointment of Vice Chair for one year was to stagger the appointments for continuity.

II. CEO Performance Review

(Report provided in advance) NB, SLT members and staff governors left the meeting for this item.

TJ explained the performance review process that had been undertaken through the GSR Committee and considerations which had been taken into account. Overall, the strategic plan was considered to be ambitious and there had been an increase in focus and pace of change. CC's appointment to the SLT was welcomed.

TJ sought members input to the review process and asked for any further comments to be provided to him by the end of July. These would feed into the end of year/ probation review in mid-August where the appointment would be confirmed as substantive.

III. Corporation appointments

(Paper circulated in advance) – RM left the meeting for this item.

As GA's term of office was coming to an end at the end of July, a process had been undertaken to appoint an independent governor to that vacancy. The GSR Committee were recommending the appointment of Ross Mackenzie with effect from 1 August 2020. Ross is the Global Chief Operating Officer for Deutsche Bank. He is a Qualified Chartered Accountant with 20+ years of professional experience in financial services, possessing experience in investment, private & corporate banking. **Members unanimously approved this appointment** and welcomed RM to the Corporation.

IV. Chair Remuneration

(Paper circulated in advance) – TJ left the meeting for this item.

JK set out the GSR Committee's current position and thinking on this issue as set out in the paper and sought members' comments. Members commented that they thought the pause was appropriate and also in line with the decision on the staff pay award in the economic circumstances created by coronavirus. Acknowledgement was made of the fact that a number of FE Chairs were remunerated for their contributions to the Area Review process in 2016, but in most instances this had not continued. It was noted that the chairs of other similar FE college groups in London were not remunerated. Members commented that remuneration would depend on the time commitment and scale of the role, and being clear on what activities were eligible for remuneration and which were not. It was also noted how remuneration may be a conflict of interest for a Chair, and how this may impact on other governors with additional responsibilities.

It was agreed that a scoping and options paper would be prepared over the Summer and brought back to Corporation for the September meeting.

	<p>V. Standing Orders <i>(Paper circulated in advance)</i></p> <p>ZL reported that as the Standing orders had been significantly re-written during 2019, it was timely to review them to ensure that they were fit for purpose and consistent with practice. She highlighted a small number of changes as set out in the paper and sought Corporation's approval. The Corporation approved the changes to the Standing Orders. The Standing Orders would be re-issued on the UCG website.</p> <p>VI. Dates of meetings/ Committee membership <i>(Schedule of dates and committee membership provided in advance)</i></p> <p>ZL highlighted the main changes to the meeting dates and membership as set out in the papers. AF asked that consideration be given to the sequencing of the F&GP Committees with Corporation and the points where approval was needed. ZL said that she had tried to accommodate this as far as possible in the current schedule to take into account the approval of the IFMC for the end of January, and contingencies should the ESFA decide not to use the IFM which had been mooted. Following comments made under the budget item to bring the budget process earlier, adjustments may be made to the date of the Summer term F&GP Committee meeting in due course. Members approved the schedule of dates and committee membership for 2020/21.</p> <p>ZL commented that it was the intention to continue with virtual meetings via Zoom during the Autumn term and keep this under review. It would also be included in the governance effectiveness evaluation undertaken over the Summer to gain governor feedback.</p>	
10	<p>AOB</p> <p>The date of the next meeting 23 September 2020</p> <p>The meeting closed at 9.25 pm</p>	

Minutes taken by Zoë Lawrence 09 July 2020

SIGNED: **Date:**

Tony Johnston, Chair

ACTIONS

Ref	Action	Owner	Status
6i	To review the budget development processes to enable F&GP to have sight of reforecasts and proposed budgets earlier in the business planning cycle.	AT/NB	