

CORPORATION BOARD of UNITED COLLEGES GROUP
Monday 31 March 2025, 6 pm – Paddington Campus

Members Present: Stephen Davis (CEO), Stephen Grainge, Franklin Asante (Chair), Tanya Rose, Colin Smith, Grainne Brankin, Moosa Abuelzein (Student governor), Janet Davidson, Elom Tay, Alex Fyfe, Tim Ryan, Serene Stennett (Student governor), Derrick Betts, Max Maalimey (staff governor).

In attendance: Zoë Lawrence (Director of Governance), Amanda Thorneycroft (Chief Finance Officer), James Wilson (Principal).

1	<p>PROCEDURAL</p> <p>Welcome and apologies for absence</p> <p>Apologies had been received from Andrew Dowsett*, Alastair Procter, Laura Griffin, Ross Mackenzie, Rob Bradley* and Nadia Babar (staff governor).</p> <p>*denotes co-opted governor.</p> <p>DB left the meeting at 7.30 pm.</p>
2	<p>Declarations of Interest in the agenda items</p> <p>AT and SD had a conflict in agenda item 10 regarding SPH objectives and remuneration and left the room as appropriate for that item.</p>
3	<p>I. Approve minutes of meeting held on 09 December 2024</p> <p>The minutes were approved as an accurate record.</p> <p>II. Matters arising</p> <p>a. CWC Enterprises Service Agreement</p> <p>This service agreement had been considered at the previous meeting of the Corporation in December 2024, but there were further issues at that stage, so it was agreed to approve it by written resolution. However, questions were raised as part of that process, so it was referred to the F&R Committee, which further reviewed the agreement at its meeting on 24 March 2025 and were now recommending it to the Corporation for approval and signing. The Corporation were content with the responses to the questions raised. The Corporation resolved to approve the Service Agreement with CWC Enterprises.</p> <p>III. Request to raise Grey Box (for information only) items</p> <p>No items were raised</p> <p>IV. Appointments</p> <p>a. Corporation vacancy</p> <p>A vacancy for a full voting governor had been left by Tony Johnston's resignation in October 2024 which had been left vacant pending the appointment of the chair in December 2024, in the eventuality that it was not possible to appoint a chair from within the existing members. The GSR Committee were recommending that Stephen Grainge be appointed as a full member (from being co-opted to the Audit Committee) and that this would take immediate effect. The Corporation resolved to approve the appointment.</p>

	<p>b. Committee Chairs</p> <p>It was noted that the interim arrangements for the committee chairs for the Finance & Resources Committee and the Property & Infrastructure Committee should now become permanent following the appointment of the new chair in December 2024. Ross Mackenzie and Grainne Brankin were content to chair these committees respectively. The Corporation resolved to approve these chair appointments on a permanent basis.</p> <p>c. P&I Committee</p> <p>Following the resignations of Jessie Turnbull and Amish Nathwani in December 2024, a recruitment exercise had taken place to appoint to the Property & Infrastructure Committee focusing on the property aspects to support the Wembley Project. A panel of governors and AT interviewed candidates earlier in March and were recommending the appointment of Nick Porzig as a co-opted governor to the Property & Infrastructure Committee for an initial period of one year. The Corporation resolved to approve this appointment.</p>
4	<p>STRATEGIC <i>(Papers circulated in advance)</i></p> <p>I. CEO Report and Balance Score Card (BSC)</p> <p>SD described progress against each of the BSC KPIs. Student experience and outcomes was currently rated amber with respect to lower student attendance but also noting the successful Ofsted inspection in December 2024. People Culture and Growth was rated green, and he updated the Corporation on the current position on staff pay award negotiations with the unions. On fit for future assets he reported to the Corporation that Cyber Essentials Accreditation had been achieved. TRY asked if it was now the intent to extend this to Cyber Essentials Plus. SD was not certain of this, but said he would consider it. SD also reported that a business continuity exercise had taken place that term staged around a ransomware attack with support from JISC. The report from this would be shared with the Audit Committee. The Wembley Project was covered elsewhere on the agenda, but progress was being made. Financial health was considered to be good, though it was likely that UCG would externally be rated as RI due to the level of borrowing. Agency staff costs were considerably lower this year which was providing some financial headroom which would be discussed further under the budget reforecast item on the agenda. CS asked about the different financial health scores and AT explained that UCG's score was lower because of gearing which made our financial costs higher than other colleges. A benchmarking presentation was included in the grey box for information, and SD directed governors to look at this as it provided helpful financial context.</p> <p>SD reported back on several of his meetings and activities with external and internal stakeholders which included the ETF, London Economics and Volterra, (looking at the social and economic impact of FE and UCG), the Net Zero Accelerator Launch, and an update on the developments around the Cockpit Theatre. He'd also attended meetings on the London Growth Plan, Inclusive Talent Strategy and a conference at the Eden Project. JD asked how the learning and feedback from these meetings was disseminated within the organisation. SD said that this all permeates through the strategic thinking and was shared with the SLT to bring new ideas back into the college. Examples would include AI as teaching and learning applications, a focus on inclusivity and thought leadership. The Corporation thanked SD for his helpful report.</p> <p>II. Strategic Risk Register</p>

	<p>AT presented the strategic risk register which also provided a summary of risk movement since the previous meeting in December 2024. She highlighted the financial risks which were mostly longer-term in relation to the impact of the Wembley Project. It was noted that approval from Barclays would be needed when the contract with DHW would become unconditional. Despite the Cyber Essentials Accreditation, cyber security remained on the strategic risk register as this was an ever-evolving issue. JD asked if the safeguarding risk had increased from the recent higher media profile around toxic masculinity. AT said that this was covered under the estates risk register for security in the college campuses, though mitigating actions which were in place, for example working closely with the policy and community groups. were thought to be keeping this risk at a level below that of the strategic risk register. SG asked about the cash flow position. AT confirmed that this was potentially a longer-term issue once the building at the new Wembley site began, and did not relate to an immediate risk. FA asked about the relationship with Barclays and the risk that their approval would become problematic. AT said that relationships at a manager level were very good, but the decision would be made by their Credit Committee. It may also depend on whether Barclays were looking to divest from the FE sector. The position would be kept under review. The Corporation noted the strategic risk register.</p> <p>III. EDI Update</p> <p>SD presented this paper which included the EDI report for 2023/24 and the ongoing EDI action plan. The National Centre for Diversity (NCD) had been reviewing the college's accreditation the previous week and UCG was now seeking the Leaders In Diversity Gold Award. SD noted several external nominations and awards for diversity and inclusion including IIP Newcomer, West London Business Alliance, Disability Confident level 3 and the Silver Pride Award. Members discussed the secular nature of the college, that it did not promote or favour any particular religions though respected and recognised all faiths. Ramadan had been recognised at the college campuses recently and had been linked to food poverty with meals offered at times to break fast, together with earlier opening times at campuses. This was open to all students not just those of Muslim faith. The focus was on breaking down barriers and being inclusive. ET asked if neuro-diversity was included in the EDI action plan. SD confirmed this and that staff training was included. Governors welcomed the efforts and hard work in progressing this important aspect of college life.</p>
5	<p>COMMITTEE MATTERS</p> <p>Property & Infrastructure Committee – Grainne Brankin (Chair) <i>(Papers circulated in advance)</i></p> <p>I. Project Update</p> <p>GB provided a brief overview from the most recent committee meeting. The project was at a significant point and the committee focused on the risks, budget position and timing of the various elements. The new building was hoped to be occupied in the third quarter of 2028. The contract with DHW remained unconditional but this was expected to be concluded in September 2025.</p> <p>II. Procurement of main contractor (See Confidential minutes)</p> <p>III. Cyber Essentials Accreditation This had been covered earlier in the meeting.</p>
6	<p>Finance & Resources Committee – Ross Mackenzie <i>(Papers circulated in advance)</i></p>

I. Budget Reforecast

AT explained the main points of the budget reforecast which included reductions in income including for T-levels, adult courses and apprenticeships. This was offset by positive variance on payroll and depreciation. An allocation for the staff pay award had been included, plus provision for redundancies as the college was restructuring in some areas. JD asked about the loss on T levels and actions to mitigate a repeat of this. AT said that this related to the enrolment on T level courses. The apprenticeship income was due to a delay with a specific employer. SG asked if the negative and positive variances had been linked and whether there was any predictability in this. AT said that there was probably not a direct link as the changes to income may not always directly relate to payroll as this would depend on class size and utilisation. It was noted that the overall budget position was positive on the original budget.

The Corporation resolved to approve the budget reforecast.

II. Contract Approval – Design & Build for Hair & Beauty (Paddington)

AT explained that this paper related to the relocation of hair and beauty facilities from the Wembley Campus to Paddington as part of the decant for the capital project. SS asked where the art facilities would be moved to as part of these changes. JW confirmed that these would be relocated to the third floor to create space. The project included match funding from the GLA. The Corporation were asked to approve the contract value of £405k + VAT as this was in excess of £250k in accordance with the Standing Financial Instructions. The F&R Committee had reviewed this and were recommending it to the Corporation for approval. **The**

Corporation resolved to approve the contract value.

III. Tuition Fees Policy

The updates to this policy were standard and there were no changes to the fees. The F&R Committee had reviewed this policy and were recommending it to the Corporation for approval. **The Corporation resolved to approve the Tuition Fees Policy.**

IV. Standing Financial Instructions

The Standing Financial Instructions had been reviewed by the F&R Committee at its meeting on 24 March 2024. At that meeting concerns were raised on the level of risk the changes to the quotes and the authorisations levels would present and the extent of these. Also, that the provisions regarding petty cash needed further consideration. Some analysis of the number and type of transactions had been provided to two members of the F&R Committee earlier that day but there had been insufficient time to consider it. It was agreed that further consideration would be given to these changes in the SFIs, and that pending confirmation from AF and RM that sufficient controls and assurances had been articulated clearly in the SFIs, this policy could be approved. It was agreed that this would be concluded within a week from the date of the meeting.

V. Anti-Harassment & Anti-Bullying Policy

This policy had been reviewed and updated to include the new sexual harassment duties and it also included a section on micro-aggressions. The format of the policy had also been improved. The F&R Committee had reviewed the policy and were recommending it to the Corporation for approval. **The Corporation resolved to approve the Anti-harassment and Anti-bullying policy.**

VI. Personal Development Review Policy

The PDR Policy had been reviewed and several sections expanded to make the roles and accountabilities clearer. This policy had been reviewed by the F&R Committee which was

	<p>recommending it to the Corporation for approval. The Corporation resolved to approve the Performance Development Review Policy.</p> <p>VII. Flexible Working Policy This policy was technically a new policy as it had previously been included in the family friendly policies. It had been updated to incorporate legal changes. It had been reviewed by the F&R Committee which was recommending it to the Corporation for approval. The Corporation resolved to approve the Flexible Working Policy.</p> <p>VIII. Staff Discipline Policy SD sought that this policy be withdrawn at this point as further changes needed to be made, and it would be brought back to a future meeting.</p> <p>IX. Pensions Discretions Policy This policy had not changed from the previous version and had been reviewed by the F&R Committee. The Corporation resolved to approve the Pensions Discretions Policy.</p>
7	<p>Audit Committee – Derrick Betts</p> <p>i. Appointment of External Auditors DB reminded the Corporation that Buzzacotts had been appointed as the college’s external auditors in 2020/21 for a 4-year contract (which could be extended by 1 year). The Audit Code of Practice requires that external audit services are retendered every 5 years (though the incumbent auditor may be re-appointed). At the Audit Committee meeting in October 2024 the Audit Committee resolved to re-tender for external auditors to conduct the audit from 2024/25 for a four-year contract and not extend Buzzacotts’ contract. A procurement exercise began in December 2024, and a panel including three members of the audit committee received presentations from four companies on 29 January 2025. The preferred bidder was Hays Mac who were London based and willing to work on site. Their presentation was good and though they had less experience in the FE sector the references provided from two FE colleges were very positive. The Corporation were asked to consider the tenders and process and approve Hays Mac to provide external audit services to UCG from 2024/25 to 2028/29. The Corporation resolved to approve the appointment of Hays Mac as UCG’s external audit partner.</p>
8	<p>Teaching Learning and Skills – Colin Smith</p> <p>i. CS provided a summary of the two TLS Committees which had taken place since the last meeting of the Corporation. Several of the agenda items were noted and that the papers for these had been shared in the main papers or the grey box for information. He highlighted the positive Ofsted outcome which had been discussed at the Governor Development Day in January, and the predicted achievement position at CAD1, which was positive at this point. More would be understood by the next meeting which would consider CAD 2 achievement data.</p> <p>ii. Link Governor Feedback In the interests of time Link Governors were asked to provide their written reports which would be collated and shared for the next meeting of the Corporation.</p>
9	<p>Governance, Search and Remuneration Committee (Part 1)</p> <p>I. Standing Orders</p>

	ZL presented this paper which set out some changes to the Standing Orders. The main change was to the role description for the chair which had been used in the recent appointment exercise and small updates to the Committee ToR. The GSR Committee were recommending these changes to the Corporation for approval. The Corporation approved the Standing Orders.
10	Governance, Search and Remuneration Committee (Part 2) (see confidential minutes) i. SPH Objectives – mid-year review ii. SPH Remuneration – PRP
11	AoB No items were raised.
12	Date of next meeting Monday 30 June 2025

Minutes taken by Zoë Lawrence 01 April 2025

SIGNED:

Date:

Franklin Asante (Chair)

ACTIONS

REF	Action	Lead	Status
06iv	Further consideration to be given to the authorisation level changes in the SFIs, and that pending confirmation from AF and RM that sufficient controls and assurances had been articulated clearly in the SFIs, then this policy could be approved.	AT	Deferred to October Corporation meeting.
06viii	Further version of the staff discipline policy to be reviewed by the F&R Committee and brought back to a future Corporation meeting.	AT/ PB	Awaited
08ii	For Link Governors to provide written reports to ZL for collation and sharing.	Link Govs	Complete