



College

USP College Corporation

Minutes of the Meeting held on Tuesday 26 March 2024

Meeting held in the A Level Centre, Palmers campus

Meeting commenced: 16.00hrs

Meeting ended: 17.50hrs

Present

Phillip Lennon	Independent Member	Chair
Nicola Curtis	Independent Member	
Tony Wenden	Independent Member	
Roger Key	Independent Member	
Malcolm Bell	Independent Member	
Ben Akande	Independent Member	
Paul Wakeling	Independent Member	attending remotely
Jenny Beaumont	Independent Member	
Rachel May	Independent Member	
Dan Pearson	Chief Executive Officer	
Perry Sansom	Staff Member	
Nick Patterson	Staff Member	
Amber Carter-Andrews	Student Member	
Evie Naylor	Student Member	

Apologies for absence

Vikki Liogier	Independent Member
Desi McKeown	Independent Member
Louise Aitken	Independent Member

In attendance

Steve Hendy	Chief Finance Officer
Clare White	Principal
Cherie Brightwell	Vice Principal Technical & Professional
Mark Silverman	Association of Colleges

Clerk

Sue Glover	Clerk to the Corporation
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The Chair welcomed the new governors to their first meeting and explained that Mark Silverman from the Association of Colleges was attending to observe the meeting as part of the External Governance Review currently taking place.

001.24 Declarations of Interest

Members and staff were reminded of the need to declare any personal or financial interest in any item to be considered during the meeting.

The staff members declared an interest in the staff pay award discussions.

There were no other declarations of interest.

002.24 Apologies for absence

Apologies for absence were received from:

- Vikki Liogier
- Desi McKeown
- Louise Aitken

The Corporation Board agreed to accept the apologies for absence.

003.24 Unconfirmed open minutes of the meeting of the Corporation Board held on 12 December 2023

The minutes of the meeting were approved and signed as a correct record, subject to one minor amendment.

004.24 Matters arising and action points from the minutes of the previous meeting

The Board reviewed the schedule of actions outstanding from the previous meeting.

The CFO informed the Board that Persimmon Homes have advised that they will be signing the Heads of Terms imminently. The Finance and Resources Committee will be kept informed of the outcome.

It was agreed that all other Action Points had been satisfactorily completed and that there were no other matters arising from the minutes of the previous meeting.

005.24 Membership Report

The Clerk presented a report detailing matters relating to the membership of the Corporation Board.

Members were reminded that, at the meeting held on 29 March 2022, the Board agreed that the number of independent members would be 11, making the total membership of the Board 16, made up as:

11 independent members
2 staff and 2 student members, one from each college
The Chief Executive Officer

Paul Wakeling, Jenny Beaumont, Rachel May, Perry Sansom, Amber Carter-Andrews withdrew from the meeting

Appointment of new independent members

At the meeting of the Search and Governance Committee held on 5 February 2024 consideration was given to the applications resulting from the recent governor recruitment exercise and the Committee is recommending that each of the applicants listed below is appointed as an independent member for a four-year term of office to 31 March 2028. The Committee had also given consideration to their skills and expertise and have agreed the Committees on which they will serve:

- Paul Wakeling – Search and Governance, Finance and Resources and Remuneration
- Jenny Beaumont – Risk and Audit
- Rachel May – Quality
- Louise Aitken – Finance and Resources
- Desi McKeown – Quality

Members were also informed that two further governors will be recommended by the Search and Governance Committee for appointment at the next Corporation meeting in July to serve on the following Committees:

- Robin Lodge – Risk and Audit
- Paul Nutter – Quality

Reappointment of independent member

At the meeting of the Search and Governance Committee held on 27 February 2024, consideration was given to the application for reappointment of Vikki Liogier. Vikki advised that, whilst she would like to continue, she does not wish to commit for a further four years. The Committee agreed she is a very valued member and would not wish her to leave at this time and therefore are recommending that she is reappointed for a second two-year term of office from 1 April 2024.

The Board was further informed that

- Committee Chairs have also been identified by the Search and Governance Committee as follows:
 - Paul Wakeling to take on the role of Chair of the Corporation (to be confirmed under the following agenda item) and as Chair would also take on the role of Chair of the Search and Governance Committee
 - Jenny Beaumont – to take over from Malcolm Bell as Chair of the Risk and Audit Committee
 - Desi McKeown – to take on the role of Chair of the Quality Committee in due course
- to further strengthen the Risk and Audit Committee, Nicola Curtis has moved to this Committee from the Quality Committee with effect from the next round of meetings
- Malcolm Bell has tendered his resignation and will leave the Board on 31 March 2024
- after the above appointments have been approved by the Board and following Malcolm Bell's resignation, there will be 11 independent members and the Board will need to increase the membership at the July meeting in order to accommodate further appointments

The Board was pleased with the outcome of the new governor recruitment exercise and agreed this had produced members with excellent skills and expertise to strengthen the Board. It was unanimously agreed to the appointment of all the new independent members and to the reappointment of Vikki Liogier. The Board gave thanks to the Search and Governance Committee for all their hard work in progressing the new governor recruitment exercise.

In discussion, members highlighted that consideration should be given in future recruitment exercises to focus more on the diversity of the Board. The Chair informed the Board that, in the light of the sudden resignations, it had been important to target the gaps in skills and expertise; however, now that the Board is settled with a full complement of independent members, more time could be spent in the future focusing on the diversity needs of the Board.

Staff Members

There is provision for two staff members. Clare Smith resigned as staff governor on 31 December 2023 and an election was held during the term among College staff. Perry Sansom has been nominated as the staff member. Nick Patterson is the other staff governor who was appointed for a four-year term with effect from 11 July 2023

Student Members

There is provision for two student members, one for each campus. The term of office for the current student members ends on 31 July 2024. Toni Lewis (Seevic) recently left the College and thus ceases to be a student member. An election was held, and Amber Carter-Andrews is nominated as the student member. The other student member Evie Naylor (Palmers) continues.

The Board unanimously agreed to the appointments of the staff and student members.

Link Governors

It was noted that the Search and Governance Committee have agreed that, in the light of the current level of membership, it was not possible to consider any Link Governor appointments until such time as new members have been recruited.

Governance Internal Audit

Members were reminded that at the last meeting consideration was given to the outcome of the internal Governance audit report, which identified that *'the College has a very comprehensive and robust Governance framework in place, documents provided evidence repeated reference to the Instrument & Articles of Government, with linked documents to the standing orders and all underpinned and supported by the Terms of Reference for committees and the Corporation'* with two low recommendations identified as follows:

- Equality, Diversity & Inclusion (EDI) Profile of the Board
'the Corporation and Clerk should undertake an EDI survey of members of the Corporation and introduce a plan on how to develop the EDI profile of the Corporation Board' – a revised EDI survey to be circulated, but it was agreed to put this on hold until new members have been appointed
- Engagement opportunities with students
'the Clerk and the Corporation should identify and diarise opportunities for all members of the Corporation to engage with students, these could include open events, learning walks, workshops or open surgeries. Following engaging with students, governors should provide a verbal or written update to the Corporation or relevant committee' – it was agreed that governors would be invited to participate in student CPD days – next available one is 24 April

Members agreed that these recommendations would be taken up with the new Chair once appointed regarding their implementation.

Agreed

The Corporation Board:

- agreed to receive and note the report;
- endorses the recommendation of the Search and Governance Committee and approves:
 - the reappointment of Vikki Liogier for a two-year term to 31 March 2026
 - the appointments of the following new independent members
 - Paul Wakeling
 - Jenny Beaumont
 - Rachel May
 - Louise Aitken
 - Desi McKeown
- accepts the nomination for the staff member and appoints Perry Sansom for a four-year term to 31 March 2028;

- accepts the nomination for the student member and appoints Amber Carter-Andrews to 31 July 2024.

Paul Wakeling, Jenny Beaumont, Rachel May, Perry Sansom, Amber Carter-Andrews returned to the meeting

The Chair took the opportunity to congratulate everyone on their appointments.

Paul Wakeling and Phillip Lennon withdrew from the meeting

006.24

Chair and Vice Chair of the Corporation

Members were reminded that at the last meeting, it was agreed to appoint Phillip Lennon on an interim basis until such time as a permanent appointment could be made.

The Board was advised that:

- in accordance with Instrument 6(1), the members of the Corporation are required to appoint a Chair and Vice Chair from among their number
- following the recent new governor recruitment exercise, Paul Wakeling has been recommended as an independent member, which has now been approved at this meeting
- Paul has been identified by the Search and Governance Committee as the Chair of the Corporation and he has confirmed his willingness to take on the role, but as the Chair Designate in the first instance to work alongside the Chair for a short period to facilitate a handover

The Board unanimously approved the appointment of Paul Wakeling as the Chair of the Corporation. It was agreed that this appointment should be with effect from 1 May, bearing in mind the Easter break.

The Board was also asked to reaffirm that Phillip Lennon resumes the role of Vice Chair once the Chair has taken up the role from 1 May and this was unanimously agreed.

It was noted that as the Chair of the Corporation is also the Chair of the Search and Governance Committee, Paul will assume this role when the Committee next meets.

Agreed

The Corporation Board unanimously agreed to the:

- appointment of Paul Wakeling as Chair of the Corporation for a two-year period with effect from 1 May 2024
- appointment of Phillip Lennon as Vice Chair with effect from 1 May 2024 to the end of his current term of office on 31 January 2026

Paul Wakeling and Phillip Lennon returned to the meeting

007.24

Budget Review 2023/24

The CFO presented a report, which provided an overview of the outcome of the February 2024 budget review for the year 2023/24.

Members were advised that the revised budget and proposed pay award had been considered by the Finance and Resources Committee at the meeting held on 12 March 2024 and are recommending these are both approved by the Board.

The Board was reminded that:

- the Corporation approved a deficit budget in July 2023 of £390k for 2023/24
- shortly after this was approved, the DfE notified colleges that the funding rate for 16-18 year olds had been increased, which resulted in the College being able to revise the budget forecast to £62k surplus, as reported in the management accounts
- the College carried out a high-level budget review for 2023/24 in January 2024, which included the funding rate increase awarded in September 2023 and the recent in-year funding increase for over recruitment

Members were advised that:

- the revised budget together with the proposed staff pay award have been reviewed and agreed by the Executive and Senior Management Teams and are recommended for approval
- when carrying out the review, all areas of the budget were reviewed to identify the key changes that have occurred since the original budget was approved in July 2023
- the review confirmed that the College could afford an in-year pay award of 6.5% in 2023/24 (with effect from 1 April 2024) as well as the full year impact of this award in 2024/25
- the current cash forecast is £2.2m as at the end of the financial year and a further review is ongoing as key capital projects are finalised

The Board reviewed the outcome of the budget review, the key changes since the budget was approved, risks and uncertainties, the summary of the 'best case', 'likely case' and 'worst case' scenarios, and the indicative budget for 2024/25.

Members discussed the issues raised, specifically, the recommendation for a pay award to be made of 6.5% from April 2024. It was appreciated that making such an award would have the most impact for staff and convey a good message during a difficult financial time. The Board endorsed its commitment to making a pay award for staff a priority.

The Board concurred with the Finance and Resources Committee and agreed the 'likely case' budget of a surplus of £213k was affordable in the light of the increase in funding and the in-year funding increase for over recruitment. The indicative budget for 2024/25 with a surplus of £280k was encouraging against the backdrop of the increase in applications for next year.

Agreed

The Corporation Board endorses the recommendations of the Finance and Resources Committee and approves:

- a revised 'likely case' budget of a surplus of £213k for 2023/24
- a 6.5% staff pay award to be paid in April 2024

008.24

Chief Executive Officer's report

The Chief Executive Officer presented his report which updated the Board on recent sector developments affecting the College's Career Focused Strategy and other College business under the following headings:

- Department for Education (DfE) – annual strategic conversation
- Strategic partnership update and future directions
- Key Performance Indicators
- Apprenticeship update

Annual Strategic Conversation

The Board was advised that the annual strategic conversation with the DfE covered the recent changes in the DfE, the College's strategic direction and influence on LSIP/LSIF, opportunities, strengths and challenges for 2023/24. The DfE were very supportive of the plans in place.

Strategic partnership update and future directions

The Board was updated on the discussions with Coventry University and with other Higher Education Institutions to support the College's continued growth and sustainability. It was agreed that to fully understand and explore the opportunities presented these would be discussed in detail at a strategic planning session during the next term as it was acknowledged that currently there was nothing in writing to substantiate the proposals and the Board should discuss these fully before proceeding.

Strategic Plan KPI Update

The Board reviewed the strategic key performance indicators, noting the good progress made during term 1 to achieve the strategic KPI targets set for the current academic year. The College will continue tracking KPIs aligned to objectives and report to the Board through the CEO's report at each meeting.

Apprenticeships

The Board was advised that the College has successfully applied to the DfE to enrol under the Growing Capacity Market Entry Policy, which will enable expansion of offerings and provide apprenticeship opportunities to students. The College has established a diverse set of strategic partnerships to strengthen the apprenticeship programme, which will benefit through access to resources, expertise, funding and networking opportunities demonstrating a collaborative approach to enhancing apprenticeship opportunities by leveraging the resources and expertise of various organisations, businesses and government entities.

The Board thanked the CEO for a very informative report and asked to be kept updated on the various initiatives proposed.

Agreed

The Corporation Board agreed:

- to receive and note the CEO's report;
- that a strategic planning session takes place next term to fully discuss and agree the next steps with higher education strategic partnerships;
- that good progress was made in achieving the measures set to monitor each of the strategic aims in 2023/24

009.24

Local Skills Improvement Plan (LSIP) Commitment Statement 2024

The Principal presented a report which detailed the background of the review of the Collaborative Colleges Commitment Statement for Board approval.

Members were advised that:

- Principals and Chairs of Governors attended the LSIP Governing Body Collaboration Event in January 2024
- the intent of the event was to ensure that the local Needs Duty has been met by producing and agreeing to a commitment statement
- the statement is intended to demonstrate a commitment to how Essex Institutions work holistically to support skills development and the economy

Members reviewed the Commitment Statement and agreed that this fully covered the requirement of the Board in meeting the Local Needs Duty and demonstrated that the education and training offered by the College aligns with local needs and with its Mission and Vision.

Agreed

The Corporation Board approves the Collaborative Colleges Commitment Statement for 2024

010.24

Accountability Statement

The Principal presented for consideration and approval the proposed timeline for the completion of the College's annual Accountability Statement.

Members were reminded of their statutory duty as set out in the DfE's '*Meeting skills needs: Guidance on annual Accountability Agreements 2024/25 and the Local Needs Duty*' published in December 2023, where governing bodies are required to periodically review how well the education and training they provide meets local needs and consider what actions they might take to meet those needs better. The Accountability Agreement focusses on what colleges, designated institutions and local authorities deliver in the year ahead and how they intend to support local, regional and national needs.

The Board considered the timeline for completion of the Accountability Statement, noting two options available for Board approval in time for the 30 June 2024 deadline. It was agreed that the Board would either approve a final version at the strategic planning session next term or by written resolution should this not take place.

Agreed

The Corporation Board agreed that the final version of the Accountability Statement would be approved at either the strategic planning session next term or by written resolution should this not take place

011.24

Learner Voice

The student members gave a presentation on some of the activities being undertaken by the students at both campuses during the term.

Members were informed on:

- MyUSP Question Time
- USP 'Thrifty' launch – March 2024 – student led project with a campus shop of second-hand clothes and accessories donated by students and staff and profits going to the student union
- Learner Voice events, such as College Student Conference – Spring Term with key themes emerging
 - Quality of Teaching & Learning
 - Vaping & Smoking Practices
 - Hybrid Learning
 - Personal development
- Moving forward
 - Student Governor election – June 2024
 - SU Development Plan for 2024/25

The Board thanked the student members for an excellent presentation, which gave members first hand insight into the activities of students at the College. The Board agreed that the student members have demonstrated strong leadership within the SU and their contribution at meetings, particularly the Quality Committee, is very much appreciated.

Agreed

The Board agreed to receive and note the update from the student members

Paul Wakeling left the meeting

012.24

Search and Governance Committee

Meetings of the Search and Governance Committee held on 12 January, 5 and 27 February 2024

The Chair of the Search and Governance Committee reported on the key issues considered at the meetings and those recommended for approval:

- Priority being recruitment of new members (as noted under item 005.24)
- Appointment of the Association of Colleges to undertake the External Governance Review in the spring term
- Annual Schedule of Meetings of the Corporation Board and Committees for 2024/25
- Governors Quality Improvement Plan (QIP) for 2023/24 – termly update
- Governors' Development and Training Programme – termly update
- Code of Good Governance for English Colleges – audit of compliance

013.24

Quality Committee

Meeting of the Quality Committee held on 5 March 2024

In the absence of the Chair of the Quality Committee, Nicola Curtis reported on the key issues considered at the meeting:

- Termly HE update
- Quality of Teaching, Learning & Assessment delivered in 2023/24
- Key Performance Indicators for Attendance, Retention and Achievement
- Termly Careers and Skills Education update
- Curriculum development for 2024/24
- College Quality Improvement Plan – termly update on progress
- Termly Safeguarding report

014.24

Finance and Resources Committee

Meeting of the Finance and Resources Committee held on 12 March 2024

The Chair of the Finance and Resources Committee reported on the key issues considered at the meeting and those recommended for approval:

- Review of revised budget (as covered under item 007.24)
- Termly Health & Safety report
- Termly HR report
- Management Accounts to 31 January 2024 and financial update for March
- Bad Debts write offs

015.24

Risk and Audit Committee

Meeting of the Risk and Audit Committee held on 19 March 2024

The Chair of the Risk and Audit Committee reported on the key issues considered at the meeting and those recommended for approval:

- Quarter 3 Headline Risk Register – due to issues with the 4Risk system, it was not possible to update the Quarter 3 headline risk register; once resolved this will be updated and circulated to the Committee. The CFO confirmed that there were no significant changes from the quarter 2 risk register
- Fraud, Irregularity & Whistleblowing – one matter reported
- Whistleblowing policy
- Review of outstanding audit items
- Final internal audit report for
 - Safeguarding
- Reappointment of Buzzacott as the College's external audit service for a 3-year period

Although the final report had not been received by the Committee, members were informed that the internal audit for Cyber Security had received a strong assurance.

The Board was informed that the internal auditor has offered a training opportunity for governors relating to artificial intelligence, which will be considered by the Chair of the Corporation before being offered to the whole Board.

016.24

Committees of the Corporation

The Chair of the Corporation thanked each Committee Chair for their reports of the meetings.

Agreed

The Corporation Board:

- Notes the reports of the Chair of each of the committees of the Board;
- Endorses the approval by each committee of the key issues considered and approved at the meetings.

017.24

Any Other Business

On behalf of the Board, the Chair took the opportunity to thank Malcolm Bell for all his hard work and contribution to the College and to the Board during his time as a governor and wished him well for the future.

There was no further other business.

018.24

Schedule of Meetings 2023/24

Tuesday 14 May 2024 – Training & Development

Tuesday 9 July 2024 – **main Corporation Board**

At the conclusion of the part 1 meeting, members moved into a meeting restricted, in accordance with the requirements of the Instrument & Articles of Government and with Section 40 of the Freedom of Information Act 2000, to the independent members of the Corporation Board only and to the CEO by invitation.

SIGNED AS A CORRECT RECORD:

DATE: 9 July 2024

