



College

USP College Corporation

Minutes of the Meeting held on Tuesday 15 December 2020

Meeting held via Microsoft Teams

Meeting commenced: 16.00hrs

Meeting ended: 18.00hrs

Present

Gordon Haines	Independent Member	Chair
Phillip Lennon	Independent Member	Vice Chair
Ian Hockey	Independent Member	
Andy Williams	Independent Member	
Ralph Henderson	Independent Member	
Jacob Smith	Independent Member	
John Baker	Independent Member	
Vikki Liogier	Independent Member	
Malcolm Bell	Independent Member	
Nicola Curtis	Independent Member	
Sean Cotter	Independent Member	
Dan Pearson	Principal & CEO	
Julie Snelling	Staff Member	
David O'Donovan	Staff Member	
Cameron Root	Student Member	
Success Popoola	Student Member	

Apologies

Roger Key	Independent Member
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In attendance

Steve Hendy	Chief Operating Officer
John Revill	Vice Principal Partnerships, Funding & Business Planning
Clare White	Deputy Principal Corporate & Student Services

Clerk

Sue Glover	Clerk to the Corporation
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070/20

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.

John Baker advised that he is a partner with Glenny LLP and a Director of Dovetail Architects Ltd.

Ralph Henderson advised that he is a Director of Rugby at Thurrock Rugby Club, President of William Edwards' Alumni and a member of the William Edwards' Trust.

There were no other declarations of interest.

071/20

Apologies for absence

Apologies for absence were received from

- Roger Key

Agreed

The Corporation Board agreed to accept the apologies for absence

072/20

Unconfirmed open minutes of the meeting of the Corporation Board held on 29 September 2020

The minutes of the meeting were approved and signed as a correct record.

073/20

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

The Board reviewed the schedule of actions outstanding from the previous meeting, noting the action relating to Docklands Academy London (DAL).

The VP P,F&BP presented a report, which had been requested at the previous meeting, to inform the Board on the current position of DAL and the mitigating actions taken to ensure that a similar situation does not occur with any other partner with the College in the future.

Members were advised that the recommendations agreed by the Board at the previous meeting have now been put in place and a number of mitigating actions implemented from the 'lessons learned' from DAL, including:

- All partners are required to have an immersive room in each approved centre
- Updated annual due diligence
- Clear administrative and quality arrangements agreed as part of the Memorandum of Agreement between the two organisations
- All applicants have to undergo an academic interview by partnership staff moderated by the college
- Regular meetings held with programme leaders
- Termly quality visits by USP staff
- Mandatory involvement with the college HE Review & Enhancement Process
- Annual partnership review panel, which reports on the effectiveness of the provision and makes recommendations to the Senior Management Team

Members discussed the issues raised and agreed that the actions implemented were appropriate in order to minimise the risk of a similar situation occurring with any other partner with the college in the future. It was noted that the Quality Committee would continue to monitor the activities of DAL at each of their termly meetings. However, the Board considered that it would be helpful if there was a Link Governor for Higher Education, with the relevant expertise in HE who could help to support the College's HE provision. The Chair of the Corporation advised he would follow up on this with members outside of the meeting.

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.

Membership Report

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

The Board was advised that the Search and Governance Committee had met with two potential candidates to serve as independent members on 30 November 2020

- Nicola Curtis
- Sean Cotter

The Committee had given consideration to each of the applicants who have indicated their willingness to become governors. The Search and Governance Committee are recommending that both applicants are appointed to the Board for a four-year term of office until 31 December 2024.

Both candidates completed a skills audit which the Search and Governance Committee reviewed and propose that, in the light of their skills and expertise, Nicola will initially serve on the Quality Committee and Sean will serve on the Finance and Resources Committee.

The Board unanimously agreed the appointments.

Members were reminded that the Board agreed on merger of Seevic and Palmer's Colleges on 1 August 2017, that the membership of the USP College Corporation would be 15, made up as

- 10 independent members
- 2 staff members, one from each college
- 2 student members, one from each college
- The Principal/CEO

The Board gave consideration to the number of independent members in the light of the appointments made at this meeting. It was agreed that, following recent retirements, the Board would benefit from an additional member with financial expertise and, therefore, the number of independent members should increase to 13, making the total membership of the Board 18. The Search and Governance Committee would continue to actively seek a suitable member with financial expertise.

Governance arrangements

Members were reminded that it had previously been agreed to put in place the following temporary governance arrangements in the light of Covid-19:

- Telephone conferencing: verbal discussion with all members
- Video conferencing: use of Microsoft Teams
- Email approval of resolutions

The Board was advised that, depending on the outcome of the easing of the country's lockdown arrangements over the Christmas break and guidance from government, there could be the potential to meet in College for meetings during the spring term, subject to available space to adhere to appropriate social distancing.

In discussion, members agreed that it would be prudent at this time to plan for meetings to be held via Microsoft Teams during the spring term and the Clerk would keep the Board advised as further guidance from government is received.

Resolved

The Corporation Board approves

- the recommendations of the Search and Governance Committee to appoint
 - Nicola Curtis, to serve on the Quality Committee initially
 - Sean Cotter, to serve on the Finance and Resources Committee initially
- increasing the number of independent members to 13, making the total membership of the Board 18
- that meetings of the Corporation Board and the Committees continue to be held via Microsoft Teams during the spring term

Nicola Curtis and Sean Cotter joined the meeting

The Board took the opportunity to congratulate the new members on their appointments and welcomed them to the Board.

075/20

Learner Voice

The student members updated the Board verbally on some of the activities being undertaken by the students at both colleges.

Members were advised that

- both student members have attended meetings of the Quality Committee during the Autumn term
- there have been positive responses from students at both colleges on the measures taken by the College to handle the current Covid-19 situation
- the student member for Seevic advised that student champion projects are being developed and implemented, a key one is a mental health booklet for students to help handle any stress
- the student member for Palmers advised that
 - he had followed up on the induction for year 1 students and found, on the whole, very positive responses. However, there have been some problems which were curriculum based and subject specific, rather than any issue with the College itself
 - students are being made aware of blood donation
 - an initiative is being developed to help bridge the generation gap, by encouraging communication of younger people with the older generation

The Deputy Principal advised that she would follow up with the student members outside of the meeting on the issues raised. The Chair of the Corporation thanked the student members for their updates, which had been very informative and reaffirmed that the Board is committed to assisting students with any issues whenever possible.

Agreed

The Board agreed to receive and note the report.

Principal's report

The Principal presented his report, which updated the Board on the following recent developments with the College's Career Focused Strategy, and on recent developments since the last report:

- Digital and Online Delivery Strategy
- Budget Review Outcome 2020/21
- XTEND Project Update
- Covid-19 update – term 1
- Communications – term 1

Members were advised that

- there has been a significant amount of investment in the Digital Strategy and online TLA delivery, with live streaming and immersive rooms in-situ across the campuses and an official implementation and Rollout Strategy has been relaunched to secure its success
- the budget review has been completed with the Finance and Resources Committee approving the revised budget and is presented at this meeting under a separate agenda item
- the formal lease with Essex County Council for the Canvey Skills Centre has now been signed, accepted changes to the Service Level Agreement are awaited and the Licence to alter approving renovation work is being finalised
- the SELEP funding of £900k for XTEND with current indications that the project will come in on budget, the project plan has been issued with completion 31 March 2021
- the college continues to follow all relevant government guidance relating to Covid-19 and the last week of term is scheduled for online delivery and all staff to work remotely
- a Covid-19 Response Team has been established to support the health and safety mechanisms in place at the College
- a termly 'Sound Bite' has been introduced which updates governors and the College Management Team on corporate success stories; communication was positively noted by inspectors during the November Ofsted visit

Members discussed the issues raised and, in response to questions, were advised that

- all live streaming rooms are currently utilised well through planned timetabling and will continue to be monitored to ensure maximum utilisation is achieved
- in light of raising infection rates, a decision was taken to shift to full online learning for the last week of term, which will provide a circuit break for students and staff prior to the Christmas break
- it is expected that full onsite learning will resume from 4 January 2021, with each teacher operating from an empty and sanitized streaming room

The governor linked to Health and Safety advised the Board that he had recently attended his first meeting of the Health & Safety Committee and was impressed by the breadth of the agenda and how reactive the college is with regard to Covid-19. It was noted that the H&S team have been working tirelessly, including weekends, to ensure the wellbeing and safety of all staff and students.

The Chair of the Corporation asked that thanks on behalf of the Board are passed to those involved for the amount of hard work and contribution being made.

The staff member, on behalf of the staff, advised the Board that everyone has felt very well supported by the College to ensure their wellbeing and safety.

The Board agreed that the arrangements in place covering all areas of the business during Covid-19 continue to be very satisfactory and took the opportunity to thank all members of the senior team and staff for the tremendous effort and amount of work undertaken to ensure the health and safety of all students and staff.

Agreed

The Corporation Board agreed to receive and note the Principal's report.

Financial Performance

077/20

Revised Financial Plan and Cash Flow Forecast

The COO presented for information the updated financial plan and cashflow forecast for 2020/21.

Members were advised that following the recent budget review, this resulted in the requirement for the cash flow plan to be submitted to the ESFA on 27 November 2020 together with supporting commentary. This was reviewed by the Finance and Resources Committee at the meeting held on 24 November 2020

078/20

Financial Update November 2020 and revised budget for 2020/21

The COO presented a report detailing the updates to key financial matters, together with the revised budget for 2020/21, which had been considered by the Finance and Resources Committee at the meeting held on 24 November 2020.

Members were advised that

- The revised budget position shows a revised surplus of £38k, compared to £34k approved in July 2020
- The new budget includes a contingency of £60k which, although small, will improve the forecast outturn to £98k if it is not utilised
- Two cash flows were submitted to the ESFA, one including additional borrowing and the other showing an overdraft facility
- This information was shared with external auditors (to help them complete the work required to support the Board's assessment that the College will continue operations on a going concern basis) and also with Barclays Bank (to help them with the financial review of the College prior to approving additional financial support)
- The updated financial plan is not required to be sent to the ESFA but has been prepared for Board information only, using the previous template prepared in July 2020

The Board was advised that the Finance and Resources Committee, following a review of the revised financial plan and cash flow forecasts, had concluded that, even without taking into account the support available from Whitehall Finance, these present a positive cash position and thus would reaffirm the 'going concern' status of the College.

Resolved

The Corporation Board agreed to

- receive and note
 - the revised financial plan and cash flow forecast for 2020/21
 - financial update for November 2020
- approves the revised surplus budget of £38k for 2020/21

079/20

Internal and External Audit

The Chair of the Risk and Audit Committee presented for consideration and approval as appropriate the following:

- Annual Internal Audit Report for 2019/20
- Post-audit management report for 2019/20 prepared by Buzzacott LLP
- USP Financial Statements for 2019/20
- Regularity Self-assessment questionnaire
- Letter of Representation
- Audit Confirmation Letter from USP to ITEC

Members were advised that the Risk and Audit Committee had considered each of the documents at the meetings held on 20 October and 1 December 2020 and commended them for approval by the Corporation Board.

Members reviewed the financial statements for USP and gave detailed consideration to

- Member's Report
- Statement of Corporate Governance and Internal Control
- Statement of Regularity, Propriety and Compliance with Funding body terms and conditions of funding
- Statement of Responsibilities of the Members of the Corporation
- Independent Auditor's Report to the Corporation of USP College
- Reporting Accountants Assurance Report

Members were advised that

- the College generated Total Comprehensive Income for the year of £4,670k deficit, which is stated after accounting for the re-measurement of the Defined Benefit pension scheme
- the College has received a clear financial statements and regularity audit report
- the Reporting Accountant is Buzzacott LLP

Members noted that it was the opinion of the Financial Statements Auditor that the financial statements for USP College:

- *Give a true and fair view of the state of the College's affairs as at 31 July 2020 and of the College's deficit of income over expenditure for the year then ended; and*
- *Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice'.*

Members also noted from the conclusion given by the Regularity Auditor that there are no issues to report.

The ITEC Financial Statements for 2019/20 were presented for information, which have been approved by the ITEC Board on 8 December 2020. Members were advised that these show a small surplus due to there being no service charge made from the College and noted the financial and operational support to be provided to ITEC by the College for a period of at least twelve months from the date of approval of its financial statements by way of the Audit Confirmation Letter, which would be signed on behalf of the Board by the Chair of the Corporation.

The Clerk to the Corporation advised that, in the light of the current Covid-19 situation and all meetings taking place virtually, the electronic signatures of the Chair of the Corporation and the Principal will be applied to the relevant documentation, which is acceptable to the external auditors and the ESFA.

Resolved

The Corporation Board endorses the recommendations of the Risk and Audit Committee and approves

- Annual Internal Audit Report for 2019/20
- Post-audit management report for the year ended 31 July 2020 prepared by Buzzacott LLP
- USP Financial Statements for 2019/20
- Regularity Self-assessment questionnaire
- Letter of Representation
- Audit Confirmation Letter from USP to ITEC, providing financial and operational support for a period of at least twelve months from the date of approving financial statements
- ITEC Financial Statements for 2019/20 – received for information

080/20

Annual Report of the Risk and Audit Committee

The Chair of the Risk and Audit Committee presented the Annual Report of the Risk and Audit Committee on the work of the committee during 2019/20.

Members were advised that the Annual Report of the Risk and Audit Committee had been considered at the meeting of the committee held on 1 December 2020 and commended for approval by the Corporation Board.

Members were advised that the Committee is required to provide an annual report to the Board and to the Principal and Chief Executive, which outlines the work undertaken by the committee and how it has fulfilled its responsibilities as set out in its Terms of Reference.

Members considered the detail of the Annual Report and, in particular, noted the Conclusion in the report:

'It is the opinion of the Risk and Audit Committee that the reports of the internal and external auditors demonstrate the progress that continues to be made throughout the College.

On the basis of the reports of the internal and external auditors, the responses of senior management to the issues raised by the auditors, and discussions held by the Risk and Audit Committee with senior management and the auditors, the Committee is satisfied that the College has an adequate and effective system of internal control and with its arrangements for risk management, control and governance processes during 2019/20.

The Committee is satisfied that these have been applied by the College in relation to its requirement to make effective and efficient use of its resources, to monitor its solvency and to safeguard its assets. In our view, these reports also provide significant assurance regarding the efficient and effective achievement of College objectives'.

Resolved

The Corporation Board accepts and approves the Annual Report of the Risk and Audit Committee to the Corporation Board and Principal and Chief Executive of USP College for 2019/20.

081/20

College Self-assessment report (SAR) for 2019/20 and Quality Improvement Plan (QIP)

The Chair of the Quality Committee presented the College SAR and QIP, which had been considered by the Quality Committee at the meeting held on 9 December 2020 and is recommended to the Corporation Board for approval.

Members were advised that

- the SAR sets out a review of College performance in 2019/20, based on the Education Inspection Framework
- the QIP sets out the key improvement priorities, planned actions and targets for this year

Members reviewed the detail of both documents, noting

- performance against previous year's targets
- proposed targets for 2020/21
- overall effectiveness, key strengths and improvement priorities for the following areas:
 - Quality of Education
 - Behaviour and Attitudes
 - Personal Development
 - Leadership and Management
 - Provision for learners with high needs
 - Impact of Covid-19 – Distance Learning and Digital Innovation

Members were advised that at this time, provisional grading is 'Good' for all areas with the exception for the Provision for learners with high needs which is judged to be 'Outstanding'.

In discussion, it was agreed that the provisional grading for each of the areas was appropriate. The focus would be on the areas of improvement set out in the QIP, which would continue to be monitored by the Quality Committee at each meeting during the year.

Resolved

The Corporation Board endorses the recommendations of the Quality Committee and approves the College self-assessment report for 2019/20 and Quality Improvement Plan

081/20

Search and Governance Committee

Meeting of the Search and Governance Committee held on 19 October 2020

Members received the unconfirmed minutes of the meeting.

Report of the Chair of the Search and Governance Committee and issues for consideration and approval

The Chair of the Search and Governance Committee reported on the key issues considered at the meeting, not otherwise considered at this meeting of the Corporation Board for formal consideration and approval:

- Governors' Development and Training Programme
- Annual Report of the Search and Governance Committee for 2019/20

082/20

Quality Committee

Meetings of the Quality Committee held on 6 October and 9 December 2020

Members received the unconfirmed minutes of the meetings.

Report of the Chair of the Quality Committee and issues for consideration and approval

The Chair of the Quality Committee reported on the key issues considered at the meeting, not otherwise considered at this meeting of the Corporation Board for formal consideration and approval:

- Quality Strategy
- Annual Safeguarding Report for 2019/20
- Safeguarding Policy
- Higher Education – ‘sign off’ of assurance on the quality of the College’s HE provision for 2019/20
- Single Equality Scheme

The Chair of the Quality Committee reported that in his capacity of Link Governor for Safeguarding he had attended the College to conduct an audit of the College’s safeguarding systems and procedures. He was able to report that everything is in good order and demonstrates an exemplary level of safeguarding arrangements in place, which had been reaffirmed by Ofsted during their recent visit.

083/20

Finance and Resources Committee

Meetings of the Finance and Resources Committee held on 13 October and 24 November 2020

Members received the unconfirmed minutes of the meetings.

Report of the Chair of the Finance and Resources Committee and issues for consideration and approval

The Chair of the Finance and Resources Committee reported on the key issues considered at the meeting, not otherwise considered at this meeting of the Corporation Board for formal consideration and approval:

- Health and Safety Report Autumn Term 2020
- Health and Policy
- Safer Recruitment Policy
- Annual HR Report for 2019/20
- Financial update – November 2020
- Management Accounts to 31 October 2020

084/20

Risk and Audit Committee

Meeting of the Risk and Audit Committee held on 20 October and 1 December 2020

Members received the unconfirmed minutes of the meeting.

Report of the Chair of the Risk and Audit Committee and issues for consideration and approval

The Chair of the Risk and Audit Committee reported on the key issues considered at the meeting, not otherwise considered at this meeting of the Corporation Board for formal consideration and approval:

- Freedom of Information Policy
- Annual Risk Management Report for 2019/20
- Risk Register – Q2 Headline Risks
- Internal Audit Assurance Strategy and Annual Plan for 2020/21 – final version

Members commented on whether the internal audit plan should include something relating to IT security in order to give assurance that the College's IT systems are adequately secure in the event of any cyber-attacks. It was agreed that the COO would follow up on this with the internal auditors.

085/20 Committees of the Corporation

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

Resolved

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

086/20 ITEC Technologies Limited

Meeting of the ITEC Board held on 8 December 2020

Members received the unconfirmed minutes of the meeting.

The Chair of ITEC advised that the ITEC Board have recently recruited a new Director, Paul Dale, of Port of Tilbury, and the new Managing Director of ITEC, Ben Turner, had attended the meeting in December.

087/20 Any Other Business

The Chair of the Corporation and the Principal took the opportunity to wish everyone a very happy Christmas and to thank all members for their continual support and contribution to the college.

There was no other business.

088/20 Schedule of Meetings 2020/21

Tuesday 9 February 2021 – Training & Development

Tuesday 23 March 2021 – main Corporation Board

Tuesday 11 May 2021 – Training & Development

Tuesday 13 July 2021 – main Corporation Board

All meetings commence at 4pm.

At the conclusion of the Part 1 meeting, the Corporation Board moved into a meeting restricted, in accordance with the requirements of the Instrument and Articles of Government and with Section 22 of the Freedom of Information Act 2000, to the independent members of the Board and to the senior post holders.

SIGNED AS A CORRECT RECORD:



DATE: 23 March 2021