



College

USP College Corporation

Minutes of the Meeting held on Tuesday 12 December 2023

Meeting held in the Boardroom, Seevic Campus

Meeting commenced: 16.00hrs

Meeting ended: 18.00hrs

Present

Phillip Lennon	Independent Member	Chair
Nicola Curtis	Independent Member	
Tony Wenden	Independent Member	
Dan Pearson	Chief Executive Officer	
Clare Smith	Staff Member	
Nick Patterson	Staff Member	
Toni Lewis	Student Member	
Evie Naylor	Student Member	

Apologies for absence

Roger Key	Independent Member
Vikki Liogier	Independent Member
Malcolm Bell	Independent Member
Ben Akande	Independent Member

In attendance

Steve Hendy	Chief Finance Officer
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Clerk

Sue Glover	Clerk to the Corporation
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038.23 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.

Phillip Lennon declared an interest in Item 6.1.

There were no other declarations of interest.

039.23 Apologies for absence

Apologies for absence were received from:

- Roger Key
- Vikki Liogier
- Malcolm Bell
- Ben Akande

The Corporation Board agreed to accept the apologies for absence.

040.23 Appointment of Chair of the Corporation

Following the resignation of Andy Williams as an independent member and as the Chair of the Corporation, in accordance with the Board's Terms of Reference and as advised to members by email on 13 November 2023, the Vice Chair, Phillip Lennon, assumed the statutory responsibilities of the Chair of the Corporation.

The Board agreed to formally appoint him as the Chair of the Corporation, acknowledging that he wishes to undertake the role on an interim basis until such time as a permanent appointment can be made.

As the Chair of the Corporation also assumes the role of Chair of the Search and Governance Committee, the Board agreed to approve this appointment so that he may assume the role of Committee Chair when this committee next meets.

Agreed

The Corporation Board approves the appointment of Phillip Lennon as the Chair of the Corporation

041.23 Unconfirmed open minutes of the meeting of the Corporation Board held on 11 July 2023

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

042.23 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 provided an update on the land sale with Persimmon Homes:

- the Heads of Terms for the land sale with Persimmon had been finalised but there is now a query on the access road which needs to be resolved. A meeting is scheduled with Persimmon before the Christmas break to discuss further
- if these are not resolved by the end of the month, it will be decided whether to pause the land sale or to carry on
- 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.

043.23 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 Principal/CEO

There are currently 7 independent members after the following resignations were received during the term from:

- Andy Williams
- Paul Dale
- Ian Hockey
- Michelle Kingsland

Phillip Lennon withdrew from the meeting

Extension of current term - Phillip Lennon

At the meeting of the Search and Governance Committee on 7 November 2023 consideration was given to extending the current term of Phillip Lennon when it comes to an end in January 2024.

Members were advised that, whilst he had completed an eight-year term of office, the first two years had been with the Board of Seevic prior to the merger in August 2017. The Committee are recommending that, on this basis and in accordance with the recommendations of the Code of Good Governance and the Board's terms of reference that governors can serve up to two terms of 4 years, Phillip Lennon should be reappointed for a further term of 2 years, thus concluding an eight-year term of office with the merged College board.

The Board unanimously agreed to the extension of Phillip Lennon.

Phillip Lennon rejoined the meeting

Staff Members

There is provision for two staff members, one for each campus. The current staff member for Seevic is Clare Smith and for Palmers Nick Patterson.

Student Members

There is provision for two student members, one for each campus. The term of office for the current student members, Toni Lewis and Evie Naylor, ends on 31 July 2024.

Link Governors

It was noted that following recent resignations there are currently no Link Governors in place. The Search and Governance Committee had 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 advised that the Search and Governance Committee at their meeting held on 7 November 2023, had considered the outcome of the recent internal governance audit, 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:

- 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'*
- 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'*

The Committee have recommended that, although all new members complete a questionnaire relating to diversity as part of a skills audit on joining, this is expanded and an EDI survey is completed by all members of the Corporation. The Committee also agreed a strategy and action plan to help monitor the EDI profile of the Board, which will be put in place and monitored by the Committee at each meeting.

The Committee had also considered a Governor Visits Scheme to support engagement with students but had agreed that, whilst this would give a more structured approach to capturing opportunities for all members to engage with students and give a better reporting mechanism on any visits by governors to the full Board, all members would be asked how they felt they could add value.

In discussion, members agreed that participating in Student CPD days would be more beneficial, helping to better engage and add value with student engagement. However, Learning Walks would continue to be offered as required.

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 Phillip Lennon for a two-year term to 31 January 2026
 - an EDI survey to be completed with all members of the Board
 - participation in student CPD days by members of the Board

044.23

New Governor Recruitment

The Clerk presented a report which provided an update on new governor recruitment.

Members were advised that following recent resignations, the Search and Governance Committee at its meeting on 7 November had given consideration to the approach for recruiting new members. There are currently four vacancies, which includes the Chair of the Corporation and Chair of the Quality Committee. The Committee recommended that:

- An application is made to the FE Governor Recruitment Service for assistance with recruitment
- Subject to the outcome of this application, an external recruitment agency could be used to help recruit new members
- Mark Silverman be retained to help with recruitment

Members discussed the issues raised and agreed that recruitment of new members is given the utmost priority at this time. The Chair proposed and it was agreed that a deadline of Friday 12 January is set for when the Search and Governance Committee would convene to review the progress made so far and that, should the application made to the FE Governor Recruitment Service be unsuccessful and insufficient leads have transpired through Mark Silverman, then the Chair of the Corporation should be allowed to take Chair's Action to appoint an external recruitment agency in order to expedite the recruitment of new members – the Chair would liaise with the CEO and the CFO to allocate an appropriate cost, as necessary.

Agreed

The Corporation Board delegates authority to the Chair of the Corporation to take Chair's Action to sanction retaining an external recruitment agency as necessary following the meeting on 12 January 2024 in order to expedite the recruitment of new members.

045.23

Annual Report of the Risk and Audit Committee

The Board received the Annual Report of the Risk and Audit Committee on the work of the committee during 2022/23.

Members were advised that the Annual Report of the Risk and Audit Committee had been considered at the meeting of the committee held on 5 December 2023 and is commended for approval by the Corporation Board.

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, how it has fulfilled its responsibilities as set out in its Terms of Reference and to give an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements. The Board must have sight of this Report before the Board makes its decision on approval of the USP Financial Statements for 2022/23.

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 2022/23.

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'.

Agreed

The Corporation Board agrees to accept the Annual Report of the Risk and Audit Committee to the Corporation Board and Principal and Chief Executive of USP College for 2022/23.

046.23

Internal and External Audit

Members received for consideration and approval, as appropriate, the following:

- Annual Internal Audit Report for 2022/23
- Post-audit management report for 2022/23 prepared by Buzzacott LLP
- USP Financial Statements for 2022/23
- Regularity Self-assessment questionnaire
- Letter of Representation

Members were advised that the Risk and Audit Committee had considered each of the documents at the meeting held on 5 December 2023, where the external auditor had presented the Post-Audit Management report, advising that the audit had gone well with no adjustments to be made.

Both the Finance and Resources and Risk and Audit Committees had reviewed the financial statements at their respective meetings and had been informed on the matter regarding the refinancing of the loan with the Department for Education (DfE), which if not resolved would impact on the College's going concern statement. Although it is a matter for the Risk and Audit Committee to recommend approving the financial statements, both committees were of the opinion there should be no delay to the signing of the accounts, even if this meant signing as a "going concern with material uncertainty".

The CFO advised that the DfE have given a verbal offer in principle regarding the refinancing of the loan and that written confirmation is expected by 19 December. Once this has been received, the auditor will be able to sign off on the going concern without material uncertainty. However, the Board agreed that should this not be forthcoming there should be no delay in the signing of the accounts before the Christmas break and before the 31 December deadline

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 group's total reserves have increased by £193k during the year (2022 – increase of £10,895k)
- net assets of £28.1k at the balance sheet date (2022 – £27.9k)
- excluding movements on the defined benefit pension liability and other non-recurring items, the "operational deficit" for the year was £93k (2022 – deficit of £818k)

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 2023 and of the College's surplus of income over expenditure for the year then ended, and*
- *Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice*
- *In all material respects, funds from whatever source administered by the College for specific purposes have been properly applied to those purposes and managed in accordance with relevant legislation;*
- *In all material respects, funds provided by the OfS, UK Research and Innovation (including Research England), the Education and Skills Funding Agency and the Department for Education have been applied in accordance with the relevant terms and conditions; and*
- *The requirements of OfS's accounts direction have been met'*

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

The ITEC Financial Statements for 2022/23 were presented for information and members were informed that these had been approved by the ITEC Board on 5 December 2023.

Agreed

The Corporation Board acknowledges receipt and understanding of:

- Annual Internal Audit Report for 2022/23
- Post-audit management report for the year ended 31 July 2023 prepared by Buzzacott LLP

The Corporation Board approves:

- USP Financial Statements for 2022/23
- Regularity Self-assessment questionnaire
- Letter of Representation

047.23

College Self-assessment report (SAR) for 2022/23

Members received the College SAR, which had been considered by the Quality Committee at the meeting held on 6 December 2023, together with the Quality Improvement Plan (QIIP) for 2023/24; both of these documents are recommended to the Corporation Board for approval.

Members were advised that:

- the SAR sets out a review of College performance in 2022/23, based on the Education Inspection Framework
- the Quality Improvement Plan (QIP) sets out the key improvement priorities, planned actions and targets for the year

Members reviewed the detail of the document, noting:

- performance against previous year's targets
- proposed targets for 2022/24
- 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
 - Innovation and local skills needs

Members were advised that, at this time, provisional grading is 'Good' for all areas with the exception of Personal Development and Provision for learners with high needs which are judged to be 'Outstanding'. It was agreed that the provisional grading for each of the areas was appropriate.

Agreed

The Corporation Board endorses the recommendation of the Quality Committee and approves the College self-assessment report for 2022/23 and Quality Improvement Plan for 2023/24

048.23**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:

- Strategic Structural Exploration
- Apprenticeships
- Leadership changes
- Key Performance Indicators
- Advancing Extend Digital
- VR Campus Action Research Project

Strategic Structural Exploration Update

The Board was advised that exploration with Higher Education Institutions to support the College's continued growth and sustainability is continuing with discussions with Coventry University. The Board will be kept informed of progress.

Apprenticeships

The Board was advised that the College is now able to apply to rejoin the Register of Training Providers (RoTP) to deliver apprenticeships. A further update will be given in the next report.

Strategic Plan KPI Update

The Board reviewed the strategic key performance indicators, noting that all targets had been achieved across all measures and agreed this was an excellent outcome for the year. The College will continue tracking KPIs aligned to objectives and report to the Board through the CEO's report at each meeting.

Advancing Xtend Digital

The Board was further informed on the transformation of Xtend Digital and the work undertaken at this facility, noting the Business Plan presented to support this.

In discussion, the Board agreed that it was helpful to have sight of the business plan for Xtend as this provided a good basis on which to build on and develop the business.

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 good progress was made in achieving the measures set to monitor each of the strategic aims in 2022/23

049.23**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:

- Student Union (SU) meeting – SU Champions appointment
- AoC Annual Conference – attendance at Festival of Student Governance
- MyUSP Question Time
- Progress made with SU Development Plan 2022/23

- Learner Voice events, such as College Student Conference – Autumn Term with key themes emerging
 - Communications
 - Safeguarding
 - Student Induction
- Moving forward
 - SU Development Plan for 2023/24
 - SU Focus Groups
 - Student Conference Spring Term 2024

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

050.23

Search and Governance Committee

Meeting of the Search and Governance Committee held on 7 November 2023

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

- Skills Audit update
- EDI Profile of the Board – strategy and action plan
- Governors Quality Improvement Plan (QIP) for 2023/24
- Governors' Development and Training Programme
- Code of Good Governance for English Colleges – audit of compliance against current version for 2022/23 and continue to adopt the revised Code from 2023/24

051.23

Quality Committee

Meetings of the Quality Committee held on 17 October and 6 December 2023

In the absence of the Chair of the Quality Committee, Clare Smith reported on the key issues considered at the meeting and those recommended for approval:

- Quality Strategy
- College Improvement Priorities
- Annual Safeguarding report for 2022/23
- Higher Education self-assessment report and QIP
- College Policies
 - Safeguarding Policy
 - Child-on-Child Abuse Policy
 - Equality, Diversity & Inclusion Policy
- Annual Equality, Diversity & Inclusion report for 2022/23
- Equality Objectives 2021-2025

052.23 Finance and Resources Committee
Meetings of the Finance and Resources Committee held on 10 October and 23 November 2023

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

- Health & Safety Policy
- Termly Health & Safety report
- Annual Human Resources report for 2022/23
- Management Accounts to 31 October 2023 and financial update for November
- Executive Summary for Property Strategy
- College Insurance Cover update for 2023/24

053.23 Risk and Audit Committee
Meeting of the Risk and Audit Committee held on 5 December 2023

In the absence of the Chair of the Risk and Audit Committee, members received the minutes of the meeting and the key issues recommended for approval:

- Annual Risk Management report for 2022/23
- Quarter 2 Headline Risk Register 2023/24
- Fraud, Irregularity & Whistleblowing – one matter reported under a restricted item
- Freedom of Information Policy
- Review of outstanding audit items
- Final internal audit reports for
 - Governance
 - Funding Assurance
- Approach for retendering of internal and external audit services

054.23 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.

055.23 ITEC Learning Technologies Limited
Meeting held on 5 December 2023

Members received the unconfirmed minutes of the meeting.

The Chair of ITEC reported on the key issue considered at the meeting, which had been to approve the financial statements for 2022/23, and advised that the company continues in existence as the College's cleaning services are being provided through ITEC. Plans are to be considered during the year regarding the development of the company.

056.23

Any Other Business

Members were advised that Chair's Action had been taken at the meeting of the Finance and Resources Committee held on 28 November 2023 to agree the appointment of the main contractor for the supply of the Fire Doors at Palmers.

It was unfortunate that the previous Chair had to resign suddenly due to health issues and consequently was unable to take Chair's Action to approve the appointment. The interim Chair had taken this action and the Board agreed to endorse the appointment.

There was no further other business.

057.23

Schedule of Meetings 2023/24

Tuesday 26 March 2024 – **main Corporation Board**

Tuesday 14 May 2024 – Training & Development

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

All meetings commence at 4pm.

At the conclusion of the part 1 meeting, the Chair advised that as there were insufficient independent members for the part 2 restricted meeting to be quorate, the part 2 agenda will be deferred until the next meeting.

As there was no further business, the Chair declared the meeting closed.

SIGNED AS A CORRECT RECORD:

DATE: 26 March 2024

