



College

USP College Corporation

Minutes of the Meeting held on Tuesday 5 July 2022

Meeting held Boardroom, Seevic Campus

Meeting commenced: 16.00hrs

Meeting ended: 18.30hrs

Present

Gordon Haines	Independent Member	Chair
Phillip Lennon	Independent Member	Vice Chair
Ian Hockey	Independent Member	
Roger Key	Independent Member	attending remotely
Jacob Smith	Independent Member	attending remotely
Nicola Curtis	Independent Member	
Tony Wenden	Independent Member	
Paul Dale	Independent Member	
Dan Pearson	Principal & CEO	
Julie Snelling	Staff Member	
Nicole Dragos	Student Member	
Mils Balcombe	Student Member	

Apologies

Andy Williams	Independent Member
Vikki Liogier	Independent Member
Malcolm Bell	Independent Member
Donna Williams	Staff Member

In attendance

Steve Hendy	Chief Finance Officer
Clare White	Deputy Principal Corporate & Student Services
Jon Briggs	Vice Principal Quality & Curriculum

Clerk

Sue Glover	Clerk to the Corporation
------------	--------------------------

019.22 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.

There were no declarations of interest.

020.22 Apologies for absence

Apologies for absence were received from

- Andy Williams
- Vikki Liogier
- Malcolm Bell
- Donna Williams

Agreed

The Corporation Board agreed to accept the apologies for absence

021.22 Unconfirmed open minutes of the meeting of the Corporation Board held on 29 March 2022

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

022.22 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 those that are carried over.

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.

023.22 Membership Report

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

Members were advised that the Board carries no vacancies at this time, but the number of independent members will be subject to review in light of any future retirement or resignation.

Student Members

Members were advised that the term of office for the two student members ends on 31 July 2022 and the recent election process to seek two new student members has resulted in the following nominations:

- Maisie Cosby has been nominated as the Student President and Student Governor for the Palmers campus
- Harvey Wayland has been nominated as the Student President and Student Governor for the Seevic campus

The Board was pleased to accept the nominations and looks forward to welcoming the two new student members to the Board.

Staff Members

Members were advised that as the term of office for the current staff member for Seevic, Julie Snelling, was ending on 31 July 2022, an election was held in June at the Seevic campus to elect a new staff governor. Clare Smith has been nominated as the staff governor for Seevic.

The Board was pleased to accept this nomination and approve the appointment of Clare Smith as the staff member for Seevic for a four-year term of office with effect from 1 August 2022, noting that this appointment will cease in the event that she leaves the College.

The Board took the opportunity of thanking Julie for all her hard work and contribution during her period of office as a Staff Governor.

Link Governors

Members noted the current Link Governors in place for:

- Safeguarding and Prevent – Ian Hockey
- Higher Education – Jacob Smith
- Health & Safety – Andy Williams

Members were reminded that, at the recent Strategy Meeting the Board agreed to appoint a Link Governor for Careers to support the requirement in the Skills for Jobs white paper for colleges to develop skills plans and ensure that the training on offer meets the needs of local areas.

The Search and Governance Committee at the meeting held on 24 May 2022, had given consideration to this and agreed that the title of Link Governor for Careers and Employer Engagement is more appropriate. The Committee agreed the role summary and that the published Careers Education document is used as a guide to support this role.

Members reviewed both documents and agreed the role summary was appropriate and considered the Careers Education document was a good basis to help gauge that appropriate progress and development is being made by the College in relation to the requirement in the Skills for Jobs white paper.

The Board was reminded that Andy Williams had indicated he would be willing to take up this role. Andy is currently the Link Governor for Health and Safety and the Search and Governance Committee agreed that, as a termly report on health and safety at the College is reported into the Finance and Resources Committee, which ensures that governors are kept well informed on any issues, a Link Governor to support this area is not required, thus Andy is released from this role and able to take on the role of Link Governor for Careers.

Members endorsed the decision of the Committee.

Resolved

The Corporation Board

- agreed to receive and note the membership report
- endorses the recommendation of the Search and Governance Committee and approves
 - the appointment of Andy Williams as Link Governor for Careers and Employer Engagement and the role summary
 - the role of Link Governor for Health and Safety ceases
- the appointments of
 - Maisie Cosby and Harvey Wayland as student members to 31 July 2023
 - Clare Smith as staff member for Seevic for a 4-year term from 1 August 2022

024/22

Learner Voice

The student members updated the Board verbally on some of the activities being undertaken by the students at the college during the term.

Members were advised that

- due to their exam commitments, both student members had been unable to attend the summer term meeting of the Quality Committee
- the focus this term has been on exams and consequently there have not been many meetings or activities for students
- many students have commented that it has been hard to re-engage after Covid, with a sense of 'lost community'
- both student members have enjoyed the engagement with the Unloc Student Governor Training Programme during the year, which has been helpful

- both student members have really enjoyed their time on the Board and took the opportunity to thank the Board for all their support during their term of office

In discussion, members considered that perhaps it would be helpful if the exiting student governors produced a short video clip to help with the 'hand over' to the new incoming students in terms of experience. It was agreed that part of the election process going forward for nominating new students includes an element of handover from the exiting students.

In terms of helping to promote an active student community, members were advised that plans are in place to create a specific 'student hub' area for students to meet in and would be widely advertised so that all students knew where it was and its purpose.

As it was the last meeting for the current student members, the Chair of the Corporation took the opportunity to record the thanks to both student members for all their hard work and contribution during their term of office. Their input at meetings has been very much valued as they have been able to provide first hand insight into the experience of being a student.

Agreed

The Board agreed to receive and note the report.

025.22

Principal's report

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

- Expansion Strategy
- Summary of the Strategic Away Day and next steps, including
 - T Levels – next steps and timeline
 - College Sector Boards – next steps and timeline
 - Human Resources Update
 - Update on new curriculum area – Digital & Emerging Technologies
- Conclusion

Members were advised that

- the strategic away day had allowed the SMT to engage with the Board to receive comments and input to help guide the next steps in the evolution of the Career Focused Strategy
- since this meeting, strategic thinking has developed further to help prepare the College for the release of adult lifelong loans in 2025 with the following initiatives to support the approach to
 - Adult Renaissance – an expansion strategy
 - Immersive Technology
- the new curriculum area of Digital Innovation & Emerging Technologies will provide a dynamic and future thinking curriculum to enable the College to grow by supporting students into future careers and helping employers meet skills gaps and, within this new sector area, the College will look to develop new programmes for
 - Young people (16-19)
 - Adults/Higher Level Skills

In discussion, members considered that the 'away day' format and process had been very effective in the development of the strategic plan for the College and were content with the proposals put forward. Once a final version of the strategic plan has been agreed, a set of KPIs would be developed to monitor the progress against the strategic aims/targets within the strategic plan. A standing item will be introduced on each Board agenda to review and monitor progress.

Agreed

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

026.22

Draft Budget and Capital Plan for 2022/23

The CFO presented for consideration and approval the draft budget and capital plan for 2022/23.

Members were advised that

- the draft budget and capital plan for 2022/23 had been considered by the Finance and Resources Committee at the meeting held on 28 June 2022 and is recommended for approval by the Corporation Board
- the budget presented is deemed to be high risk due to some material uncertainties facing the College as we enter the new financial academic year
- a high level budget review is planned in November following the new academic year recruitment process in order to establish whether the uncertainties faced have materialised and, if so, to what level
- following the review, the current proposed budget will either remain or a revised budget submitted for approval at the December 2022 Corporation Board meeting
- the College strategy had been to present a surplus budget before the inclusion of HE. The expectation had been that HE would then increase the surplus further. However, the current position indicates the College (excluding HE and ITEC) has an overall deficit of £281k and requires the whole of the surplus from HE to achieve an overall breakeven budget for the year
- had there not been an energy price increase of £600k, the College would be reporting a surplus of £319k and, with HE and ITEC included, the surplus would be c£600k and, at this level, a staff pay award would have been possible. However, it is proposed that a staff pay award is reconsidered after the November budget review once the recruitment outcome has been assessed together with the uncertainties of:
 - the new level of energy costs
 - Inflation - currently at 9.1%, although budgeted costs include allowances for inflation of 5%
 - Bank interest rates - which have been rising over recent month and impact the interest paid on current College loans
 - Higher Education
 - ITEC
 - Staffing

Members reviewed each of the appendices:

- Appendix A – budget summary 2022/23
- Appendix B – consolidated budget together with the breakdown of USP College, HE and ITEC budgets
- Appendix C – remaining actions to be completed
- Appendix D – high risk budgets
- Appendix E – capital Investment 2022/23

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

- the budget for ITEC is currently showing breakeven on the assumption that the remaining learners are found a suitable, alternative provider by the end of October
- staff savings in the first quarter of the financial year are expected in the region of £250k through unfilled vacancies and delayed appointments
- HE has been challenging over the past few years as the College tries to grow this provision. Two key contracts have either ended (Docklands Academy) or are planned to end (OBC in the process of being taught out)
- the draft budget does not include any general contingency

Members were advised that the Finance and Resources Committee had discussed the risks associated with the draft budget, particularly those included within the proposed budgets for ITEC (breakeven) and HE (surplus of £328k) as these were critical in achieving the overall College budget of breakeven. They had also discussed the advantages and disadvantages of proposing a 'worst-case' (deficit) budget or a 'likely-case' (breakeven) budget.

The Finance and Resources Committee agreed to the proposed breakeven budget for the College, acknowledging that this would also allow the College's financial health to remain 'good' as well as providing a clear focus to ensure the budgeted outcome is achievable. The Committee also agreed to support the approach taken to further consider a staff pay award following the outcome of the November 2022 budget review.

The Board agreed with this approach and endorsed the Committee's comments that a staff pay award is considered following the outcome of the November 2022 budget review with a view to implementing this effective from January 2023.

The Board reviewed the proposed capital plan for 2022/23 of £532k and agreed this was acceptable.

Resolved

The Corporation Board endorses the recommendations of the Finance and Resources Committee and approves the draft budget and capital plan for 2022/23, which is subject to a high level review in November 2022 and subsequent approval by the Corporation Board in December 2022

027.22

College Financial Forecasting Return (CFFR)

The CFO presented for consideration and approval the CFFR.

Members were advised that

- the College is required to submit the CFFR to the ESFA by 31 July 2022, which reports on the 3 year financial plan for the College
- the CFFR is prepared on the basis of the forecast outturn for the year ending 2021/22, the budget for 2022/23 and the forecast for 2023/24
- the CFFR reflects the budget recommended for approval by the Finance and Resources Committee following the meeting held on 28 June 2022

The CFO drew attention to the following key points

- the Financial Stats for the key accounting areas which include
 - income and expenditure – budget forecast
 - balance sheet – forecast
 - cashflow – forecast
- financial health, which is ascertained from the data provided

The Board confirmed that, between the managements accounts and the Financial Report, they were satisfied they had been receiving full and adequate information regarding the finances of the College. The CFFR presented is in line with the budget approved at this meeting and the current year-end outturn forecast for 2021/22.

Agreed

The Corporation Board approved the CFFR, which is to be submitted to the ESFA by 31 July 2022

028.22

Internal and External Audit Provision

The Chair of the Risk and Audit Committee advised the Board that, at the meeting of the Risk and Audit Committee held on 14 June 2022, consideration had been given to the internal and external audit providers.

Internal Audit

Letter of Engagement and Internal Audit Strategy and Annual Plan for 2022/23

Members were advised that the planned total number of days is 37 for 2022/23. The Committee had agreed that there was a good level of cover for the relevant areas required.

The Letter of Engagement from the internal auditor, Scrutton Bland, is recommended by the Committee and presented to the Board for acceptance and approval. It was noted that the Letter of Engagement is submitted on an annual basis and carried over from the previous year with no changes.

External Audit

Letter of Engagement and Financial Statements Audit Service Plan for 2021/22

Members were advised that the Letter of Engagement from the Financial Statements auditor, Buzzacott, and the Financial Statements Audit Service Plan for 2021/22 is recommended by the Committee and is presented for acceptance and approval. It was noted that the Letter of Engagement is submitted on an annual basis and carried over from the previous year with no changes.

Members noted the fees proposed for 2021/22, which are exclusive of VAT

Financial Statements audit and regularity assurance	£26,300
Teachers' Pension audit	£1,070
Audit of the subsidiary's accounts (ITEC)	£2,250

Resolved

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

- the Internal Audit Strategy and Annual Plan for 2022/23
- the Letter of Engagement between the internal audit provider, Scrutton Bland, and the College, without amendment
- Letter of Engagement between USP College and Buzzacott LLP, without amendment
- the External Audit Strategy for the year ending 31 July 2022 for the College and its subsidiary company, ITEC, and the fees quoted at this meeting

029.22

Governor Self-Assessment

The Clerk presented a report outlining the governors' self-assessment process and questionnaire for 2021/22.

Members were advised that the self-assessment process and the questionnaire had been considered by the Search and Governance Committee at the meeting held on 24 May 2022 and is recommended for approval by the Corporation Board.

The Clerk advised that a review of the effectiveness of each of the Committees will also be undertaken at the same time and presented a further questionnaire for consideration.

Members reviewed both questionnaires and agreed these were appropriate with no changes required. It was noted that the outcomes will be considered at the Governors' Training and Development meeting on 27 September 2022 and will form the basis of the Governors' Quality Improvement Plan, which will be developed following this meeting and monitored by the Search and Governance Committee during the year. The questionnaires will be circulated to members by the Clerk outside of the meeting for completion before the meeting on 27 September 2022.

Resolved

The Corporation Board endorses the recommendation of the Search and Governance Committee and approves the process for Governors' Self-Assessment and questionnaire for 2021/22

030.22

Link Governors

Each Link Governor was invited to report on the activities undertaken during the term in their capacity as a Link Governor.

Link Governor for Safeguarding – Ian Hockey

The Link Governor reported that he visited the College on 4 May to review

- the Single Central Records
- follow up activity required from the annual circulation of the 'Keeping Children Safe in Education' document

Members were advised that he had reviewed a number of new starts and the relevant checks that are required and confirmed all was in order. He met with the Head of Student Services to consider post-pandemic concerns and was encouraged to hear the number of initiatives in place to support students with their wellbeing and mental health, particularly with the introduction of a new wellbeing adviser to offer support. He was able to confirm that the College is in a very strong place with regard to safeguarding.

Link Governor for Higher Education

The Link Governor reported that he had nothing to report this term.

Link Governor for Health & Safety

No report as was absent from meeting, noting that this Link Governor role will cease.

The Chair of the Corporation took the opportunity to thank the Link Governors for their contribution and the additional time they devote to this role.

031.22 Search and Governance Committee

Meeting of the Search and Governance Committee held on 24 May 2022

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:

- Manual of Governance for 2022/23, which included
 - Delegation of Powers
 - Standing Orders for the Conduct of Corporation meetings and Committees
 - Instrument & Articles
 - Code of Conduct for Members of the Corporation
 - New Scheme of Delegation
- Terms of Reference for the Search and Governance Committee for 2022/23
- Annual Governance Cycle of Business for 2022/23
- Audit of Compliance with the revised Code of Good Governance for English Colleges

032.22 Quality Committee

Meetings of the Quality Committee held on 21 June 2022

Members received the unconfirmed minutes of the meeting.

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:

- College Quality Improvement Plan 2021/22 – termly review
- ITEC Learning Technologies – Quality Recovery action plan progress update
- College self-assessment for 2021/22 – outline/timeline
- Termly Safeguarding report
- Terms of Reference and Annual Schedule of Business for the Quality Committee for 2022/23

033.22 Finance and Resources Committee

Meetings of the Finance and Resources Committee held on 28 June 2022

Members were advised that the draft minutes from the meeting were not yet available

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:

- Termly Health and Safety report
- Termly HR report

- Management Accounts to 30 May 2022, including June financial update
- College Policies
 - Fees & Refunds Policy
 - Reserves Policy
- Draft Financial Plan 2021-2026
- College Contracts
 - Bus contract extension
 - Cleaning/catering/photocopier/energy
- Terms of Reference and Annual Schedule of Business for the Finance and Resources Committee for 2022/23

034.22 Risk and Audit Committee

Meeting of the Risk and Audit Committee held on 14 June 2022

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:

- Risk Management –risk factors arising from the Risk Register Q4
- College policies
 - Fraud, Corruption & Bribery Response Policy
 - Risk Management Policy
 - Data Protection Policy
- Terms of Reference and Annual Schedule of Business for the Risk and Audit Committee for 2022/23

035.22 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

036.22 ITEC Technologies Limited

Members were advised that there have been no meetings of the ITEC Board, as the company is in 'teach out' and winding down. Two Directors have resigned and the current Directors during this period are:

Gordon Haines, Phillip Lennon, Dan Pearson and Steve Hendy

037.22 Any Other Business

Land Sale – Sports Field, Seevic Campus

The CFO advised members that the College has been continuing with its plans to the sell land (sports field) at the Seevic campus. As previously reported, this land is part of the Castlepoint Council Local Plan, which is currently out for public consultation. Part of the process includes working with Castlepoint Council on the masterplan, and approval was given in December 2021 by the Corporation to enter into an agreement with Persimmon Homes Essex.

The Heads of Terms for this Option Agreement have now been agreed and our legal representatives, Birketts Legal LLP, are in the process of finalising the technical aspects of the terms before they can be signed.

At the recent meeting of the Finance and Resources Committee, members were advised the bank had agreed to the partial release of the land from the charge held by them on the Seevic campus, which will enable the Heads of Terms to be finalised.

The CFO advised the Deed of Release document has been received and is presented at this meeting for consideration and signature.

The Board agreed this is signed by the Chair of the Corporation so that the Heads of Terms may be finalised. Members agreed that the final Heads of Terms would be circulated to all members of the Board for review and comment prior to signature. Once agreed, authority is delegated to the Chair of the Corporation and the Principal to sign the document.

Resolved

The Corporation Board approves

- the signing of the Deed of Release by the Chair of the Corporation
- authority is delegated to the Chair of the Corporation and the Principal to sign the Heads of Terms, once these have been reviewed and agreed by members of the Corporation Board

There was no further other business.

038.22

Schedule of Meetings 2022/23

Tuesday 27 September 2022 – Training & Development
Tuesday 13 December 2022 – **main Corporation Board**
Tuesday 7 February 2023 – Training & Development
Tuesday 28 March 2023 – **main Corporation Board**
Tuesday 9 May 2023 – Training & Development
Tuesday 11 July 2023 – **main Corporation Board**

All meetings commence at 4pm.

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

SIGNED AS A CORRECT RECORD:



DATE: 27 September 2022