



College

USP College Corporation

Minutes of the Meeting held on Tuesday 25 March 2025

Meeting held on Microsoft Teams

Meeting commenced: 16.00hrs

Meeting ended: 17.30hrs

Present

Paul Wakeling	Independent Member	Chair
Phillip Lennon	Independent Member	Vice Chair
Nicola Curtis	Independent Member	
Tony Wenden	Independent Member	
Roger Key	Independent Member	
Ben Akande	Independent Member	
Rachel May	Independent Member	
Louise Aitken	Independent Member	
Vikki Liogier	Independent Member	
Paul Nutter	Independent Member	
Robin Lodge	Independent Member	
Dan Pearson	Chief Executive Officer	
Harvey Wayland	Staff Member	
Nick Patterson	Staff Member	
Shaunak Gupta	Student Member	
Phoenix Halsey	Student Member	

In attendance

Steve Hendy	Chief Finance Officer
Clare White	Principal
Mark Silverman	Consultant (item 8 only)

Clerk

Sue Glover	Director of Governance
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001.25 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.

Paul Wakeling declared an interest in the item to discuss the Coventry University (CU) proposal as he had provided consultancy services for CU to support them with their apprenticeships.

There were no other declarations of interest.

002.25 Apologies for absence

There were no apologies for absence.

003.25 Unconfirmed open minutes of the meeting of the Corporation Board held on 10 December 2024

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

004.25

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

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

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

005.25

Membership Report

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

Members were reminded that, at the meeting held on 9 July 2024, the Board agreed the number of independent members would be 12, making the total membership of the Board 17, made up as:

12 independent members
2 staff and 2 student members
The Chief Executive Officer

The Board was informed that

- Vikki Liogier had tendered her resignation and will leave the Board on 31 March 2025
- Roger Key will complete his second term of office on 31 July 2025 and thus will not be eligible for reappointment and will leave the Board on this date
- Following the resignation of Jenny Beaumont, the Risk and Audit Committee at their meeting on 18 March have appointed Robin Lodge as the Chair of the Committee on an interim basis until a permanent replacement can be found

The search for two new governors is currently underway and the Search and Governance Committee will be meeting potential candidates in due course with a view to making recommendations on their appointments to the Board.

The Search and Governance Committee considered at their meeting held on 25 February that, having increased the number of independent members from 11 to 12 in July to accommodate new incoming members, it would now be appropriate for the size of the Board to reduce to the previously agreed level of 11 independent members. It was agreed that the current search for new governors would accommodate this level.

Agreed

The Corporation Board:

- agreed to receive and note the report;
- endorses the recommendation of the Search and Governance Committee and agrees that the level of Board membership should return to the level of 11 independent members
- endorses the recommendation of the Risk and Audit Committee and approves the appointment of Robin Lodge as the Chair of the committee on an interim basis

Budget Review for 2024/25

The Chief Finance Officer provided an update on the budget review for 2024/25, which had been considered by the Finance and Resources Committee at their meeting held on 11 March 2025 to establish the revised budget forecast.

The Board was reminded that

- the Corporation approved a surplus budget in July 2024 of £163k for 2024/25
- the College carried out a high-level budget review for 2024/25 in November 2024 to establish the financial impact of in-year funding from increased student recruitment, funding from the land option agreement and additional costs relating to staffing changes and increases in non-pay costs that have occurred since the budget was approved

Members were advised that

- 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 2024
- the outcome of the review showed an improved forecast budget surplus of £313k
- the Department for Education (DfE) have since announced it would only fund two-thirds of the expected in-year student growth, significantly impacting the College's forecast surplus, turning it into a deficit
- due to this announcement the budget presented to the Finance and Resources Committee was out of date, necessitating a revised budget review in April 2025
- the DfE's also announced an additional £50m for colleges nationwide for 16–19-year-olds with the allocation expected by the end of March or early April
- colleges would be funded for the increase in employers' national insurance, but the exact allocation was still unknown, causing accounting challenges
- the Committee had discussed making a staff pay award up to 3% from 1 April, but had agreed it would be prudent to await the outcomes of the announcements by the DfE before finalising the budget review and any associated pay award
- the Committee had recognised this would mean it unlikely that Board approval for a staff pay award could be secured at the March meeting and are asking the Board to delegate authority to the Finance Executive Group (FEG) to finalise the budget review and a pay award of up to 3% once the budget is finalised, which would be backdated to 1 April

In discussion, members agreed it was important for any staff pay award to be prioritised at the earliest opportunity and were content to delegate authority to the FEG to finalise the mid-year budget review and pay award, emphasising the importance of balancing financial health with the need to retain valued staff.

Agreed

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

- the CFO to revise the latest budget review in the light of
 - major new funding announcements; and
 - staffing/agency costs
- the CFO to model pay awards of both 2% and 3% from 1 April as regarding affordability (both this year and next) in terms of financial health and cash flow
- that the FEG are delegated authority to finalise the percentage of the staff pay award following funding announcements

007.25

Subsidiary Company

The Chief Finance Officer presented a proposal to establish a new subsidiary company, XR Studios Limited.

The proposal had been considered by the Finance and Resources Committee at their meeting held on 11 March 2025 and are recommending for approval that XR Studios Limited is established as a subsidiary company of USP College for the purpose of commercial activities and digital innovation.

Members were reminded that the College currently has a subsidiary company called ITEC Learning Technologies Ltd, which previously delivered Apprenticeship Programmes but now operates as a management company for the College cleaning team together with some smaller commercial activity linked to lettings and exams.

The College previously reviewed its XTEND campus operations with the view of renaming ITEC as XTEND Digital Ltd to deliver both commercial activity and digital innovation. However, following further review with the Digital Commercial Director it is now proposed to set up a new company to rebrand and start afresh without historic financial information of ITEC, which may put off prospective partners.

Members were advised that:

- the new subsidiary would be formed to handle the College's commercial activities and digital innovation
- the name suggested is XR Studios Limited
- DfE requirements are required to be satisfied when setting up any new subsidiary

The Board was advised that the Finance and Resources Committee had reviewed the guidance set out by the DfE and agreed that it is not a novel transaction and does not require additional permissions. In due course a full business plan would be developed and presented to the full Corporation Board.

It was agreed that it would be more appropriate to set up a new subsidiary company for developing the College's commercial activities rather than utilising ITEC and that XR Studios Limited is established, noting that a full business plan will be presented in due course. It was noted that ITEC will still need to be retained as it currently manages the College's cleaning contract, but in due course a decision will be made as to its future.

Agreed

The Corporation Board endorses the recommendation of the Finance and Resources Committee and approves that XR Studios Limited is established as a subsidiary company of USP College for the purpose of commercial activities and digital innovation

008.25

Chief Executive Officer's report

The Chief Executive Officer presented his report which updated the Board on the following:

- Strategy update and planning
- DfE annual strategic conversation
- KPI strategic update
- Apprenticeships update
- Coventry University update

Strategy update

Members were updated on the evolution of the new strategy, highlighting the timeline and progress made so far.

DfE annual conversation

The annual conversation had taken place on 6 March, where key themes including funding, curriculum growth, estate development and the proposed CUFÉ partnership were discussed. The DfE were supportive of the College's plans.

KPI strategic update

Eight KPIs remain unchanged with minor wording improvements to enhance clarity and precision. One has been removed relating to reduction in energy usage over the next three years as following a review and recognition that achieving this target would require significant additional commercial and cost implications. One KPI amended to strengthen the way student outcomes are measured.

Members agreed that good progress has been made in achieving the KPIs and acknowledged that these will change once the new strategic plan has been agreed.

Apprenticeships

The Principal updated members on the progress of apprenticeships, emphasising the careful approach being taken to ensure quality and alignment with employer needs. Apprenticeships remain a key priority for the College, with ongoing collaboration with North Warwickshire and South Leicestershire College (NWSLC) and employer networks to expand and strengthen provision. The ESFA supports the College's approach to launching a high-quality, small cohort of 8–10 apprenticeships commencing in the Spring term. At the same time, curriculum leaders are continuing to engage with employers through the sector boards to better understand their needs, with the aim of shaping and refining the apprenticeship model later in the year.

Coventry University update

Due to the sensitivities around the reporting on this item, this would be recorded under a restricted minute.

Agreed

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

009.25

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 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 2025 deadline. It was agreed that when the Board meets on 13 May, the final document should be presented for approval. However, in advance of this the document would be circulated to all members for any comments before it is finalised.

Agreed

The Corporation Board agreed that the final version of the Accountability Statement would be approved at the meeting to be held on 13 May and that the document should be circulated in advance to all members for comment before being finalised

010.25

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 for a Day
- Spring term SU conference
- Brighton trip – LGBTQ history month
- International Women's Day
- MyUSP Question Time
- Student led projects
- FEDEC update
- Moving forward
 - Student Governor elections
 - Green Week
 - Mental Health awareness week

In discussion, members commented that it was good to hear of the progress made in developing some of the initiatives.

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

011.25

Search and Governance Committee

Meetings of the Search and Governance Committee held on 25 February 2025

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

- Annual schedule of meetings of the Board and Committees in 2025/26

Members were advised that the Director of Governance would circulate the dates following the meeting together with invites to all for the meetings they will need to attend in 2025/26. The Committee had agreed that it was appropriate for there to be an annual appraisal in place for the Chair of the Corporation and a survey will be circulated to all members to help complete this process.

012.25

Quality Committee

Meetings of the Quality Committee held on 4 March 2025

The Chair of the Quality Committee reported there were no items requiring approval and the following key issues considered at the meeting.

- Termly HE report
- Quality of teaching, learning and assessment and KPIs for attendance and retention and predicted achievement
- Careers and skills education

- Curriculum development
- College Quality Improvement Plan
- Termly safeguarding report

In his capacity as Link Governor for Safeguarding and Prevent, the Chair of the Quality Committee informed members that he had not made a visit to the College this term but plans to next term.

013.25 Finance and Resources Committee

Meetings of the Finance and Resources Committee held on 11 March 2025

The Chair of the Finance and Resources Committee reported on the following key issues considered at the meeting. The two items requiring approval had been considered earlier in the meeting.

- Termly health and safety report
- Termly HR report
- Management accounts to 31 January 2025
- Financial update

014.25 Risk and Audit Committee

Meeting of the Risk and Audit Committee held on 18 March 2025

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 for 2024/25
- Whistleblowing Policy

015.25 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.

016.25 Any Other Business

As this was the last meeting for Vikki Liogier before she left the Board, the Chair took the opportunity to thank her for all her hard work and contribution made to the Board and to the College.

There was no other further other business.

017.25 Schedule of Meetings 2024/25

Tuesday 13 May 2025 – training & development/strategic

Tuesday 8 July 2025 – **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: 8 July 2025**

