



USP College Corporation

Minutes of the Meeting held on Tuesday 10 December 2024

Meeting held on Microsoft Teams

Meeting commenced: 16.00hrs

Meeting ended: 17.50hrs

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	
Jenny Beaumont	Independent Member	
Rachel May	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	

Apologies for absence

Louise Aitken	Independent Member
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In attendance

Steve Hendy	Chief Finance Officer
Clare White	Principal
Mark Silverman	Consultant (item 10 only)

Clerk

Sue Glover	Clerk to the Corporation
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The Chair took the opportunity to welcome everyone to the meeting and gave apologies for the late notice in moving to a virtual meeting, but there had been a number of governors advising they could not attend in person so the decision was made to switch to a virtual meeting.

Members were informed that there had been some late papers due to information being collated at the last minute. It was agreed that there should be a better way of receiving and accessing papers for meetings as the current system did not allow papers to be easily accessed and readable during meetings. The Clerk had previously investigated suitable platforms and methods of accessing papers and these would be revisited and proposals presented to the Search and Governance Committee for consideration.

041.24 Declarations of Interest

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

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.

042.24 Apologies for absence

Apologies for absence were received from

- Louise Aitkens

The Corporation Board agreed to accept the apologies for absence.

043.24 Unconfirmed open minutes of the meeting of the Corporation Board held on 9 July 2024

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

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

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

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.

045.24 Membership Report

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

Members were reminded that, at the meeting held on 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

Nicola Curtis withdrew from the meeting

Reappointment of independent member

At the meeting of the Search and Governance Committee held on 22 October 2024, consideration was given to the application for the reappointment of Nicola Curtis. The Committee gave full consideration to her application and are recommending that she is reappointed for a second four-year term of office from 1 January 2025. The Board unanimously agreed to her reappointment.

Nicola Curtis rejoined the meeting

The Board took the opportunity to congratulate Nicola on her reappointment.

Harvey Wayland withdrew from the meeting

Staff members

There is provision for two staff members. Perry Sansom left the college in October and therefore ceased to be a staff governor. An election was held during the term among College staff and Harvey Wayland has been nominated as the staff governor. Nick Patterson is the other staff governor who was appointed for a four-year term with effect from 11 July 2023. The Board unanimously agreed to his appointment.

Harvey Wayland rejoined the meeting

The Board took the opportunity to congratulate Harvey on his appointment.

The Board was further informed that

- at the meeting of the Quality Committee on 15 October 2024, Paul Nutter was elected as Chair of the Quality Committee by committee members
- at the meeting of the Remuneration Committee on 25 November 2024, Phillip Lennon was elected as Chair Remuneration Committee by committee members
- membership of the Search and Governance and Remuneration Committees has been strengthened with the addition of Louise Aitken and Rachel May serving on both committees

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 Nicola Curtis for a second four-year term
- endorses the recommendation of the Quality Committee and approves the appointment of Paul Nutter as the Chair of the committee
- endorses the recommendation of the Remuneration Committee and approves the appointment of Phillip Lennon as the Chair of the committee
- accepts the nomination and appoints Harvey Wayland as the staff governor

046.24

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 2023/24.

Members were advised that the Annual Report of the Risk and Audit Committee had been considered at the meeting of the committee held on 3 December 2024 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 2023/24.

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 2023/24

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 approves the Annual Report of the Risk and Audit Committee to the Corporation Board and Principal and Chief Executive of USP College for 2023/24.

047.24

Internal and External Audit

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

- Annual Internal Audit Report for 2023/24
- Post-audit management report for 2023/24 prepared by Buzzacott LLP
- USP Financial Statements for 2023/24
- Regularity Self-assessment questionnaire
- Letter of Representation
- Letter of support for ITEC
- ITEC financial statements for 2023/24

Members were advised that the Risk and Audit Committee had considered each of the documents at the meeting held on 3 December 2024, where the external auditor had presented the Post-Audit Management report, advising that the audit had gone well with no adjustments to be made.

The Finance and Resources Committee had also reviewed the financial statements at their meeting held on 26 November 2024 and confirmed that the result is consistent with the financial picture presented.

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 had a surplus on continuing operations for the year of £205,000 (2023 - £193,000)
- net current assets £41m (2023 - £36m)

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 2024 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 2023/24 were presented for information and members were informed that these had been approved by the ITEC Board on 3 December 2024. The Board was informed that the financial position of ITEC at year end indicate that the company is insolvent with net liabilities of £137,000, which include £128,000 to USP. Without continuing financial support ITEC would be unable to continue to operate and USP have provided a letter of support to ITEC, which has been approved by the ESFA, and given on the basis that a financial plan would be implemented that demonstrated over 3-5 years the future profits of ITEC would be sufficient to repay the college. The letter of support confirms that USP will not seek repayment of the balance from ITEC unless it has the funds available and that USP will continue to provide financial support and on this basis the company is deemed as a going concern.

In considering the annual internal audit report for 2023/24, members raised the issue of fraud reporting and the control framework in place and were advised that the recommendations made by the internal auditor have been implemented and the college continues to have robust systems and processes in place to mitigate the risk of fraudulent activity.

Agreed

The Corporation Board acknowledges receipt and understanding of:

- Annual Internal Audit Report for 2023/24
- Post-audit management report for the year ended 31 July 2024 prepared by Buzzacott LLP
- Letter of support to ITEC from USP

The Corporation Board approves:

- USP Financial Statements for 2023/24
- Regularity Self-assessment questionnaire
- Letter of Representation

048.24

College Self-assessment report (SAR) for 2023/24

Members received the College SAR, which had been considered by the Quality Committee at the meeting held on 4 December 2024, together with the Quality Improvement Plan (QIIP) for 2024/25; and are recommended to the Corporation Board for approval.

Members were advised that:

- the SAR sets out a review of college performance in 2023/24, 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 2024/25
- 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

The Board was informed that the previous grading of each of the areas has been removed from the report. The key focus is on improvement and identifying best practice without having to consider grading areas.

In discussion, members were advised that

- progress has been made in areas for improvement since the Ofsted inspection, which is monitored through the QIP
- improvements in retention and progression will be incorporated into the QIP, which is monitored termly by the Quality Committee who will be looking at a more detailed analysis of the data surrounding these areas
- strategies are being put in place to support internal value added

Members agreed that the SAR was a very clear and concise self-assessment of the College and asked that thanks are passed on to staff involved for their hard work and contribution. It was acknowledged that the QIP will be monitored throughout the year by the Quality Committee and will focus on the progress being made against the areas for improvement, thus enabling the Board and the committee to be assured that the strategies for improvement are being effective.

Agreed

The Corporation Board endorses the recommendation of the Quality Committee and approves the College self-assessment report for 2023/24 and Quality Improvement Plan for 2024/25

049.24

Learner Voice

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

Members were informed on:

- AoC Annual Conference – attendance at Student Governor summit
- FEDEC Conference - October
- MyUSP Question Time

- Outcomes from Student Survey
- Learner Voice events, such as College Student Conference in Autumn Term with key themes emerging
 - Communications
 - Safeguarding
 - Student Induction
- Moving forward
 - SU Focus Groups
 - Student Conference Spring Term 2025

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.

In discussion, members commented that it was good to hear the involvement by students in the FEDEC conference and the sharing of good practice. The Board asked if the student governors could give some feedback at the next meeting on whether any of the strategies put in place following this are having an impact. Members suggested that subsequent student surveys could be expanded to capture thoughts of students as to why lessons are engaging with suggestions.

Agreed

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

050.24

Chief Executive Officer's report

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

- Senior management changes
- Student numbers
- Apprenticeship delivery update
- Strategic partnership update and future directions

Student numbers

Members were informed of the overall positive trend in enrolment across the college, with the largest increase in 16-19 funded students, continuing a 4-year trend of growth in this category. Higher Education also experienced a significant rise.

The Board was advised that applications for the next academic year are 28% up on the same point last year, which relates to circa 430 applications. The college will be focusing on planning and logistics of the estate to accommodate the increase in the number of students next year.

Strategic partnership update and future directions

It was agreed that due to the sensitivities around the reporting on this item, this would be recorded under a restricted minute.

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Agreed

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

051.24 Search and Governance Committee
Meetings of the Search and Governance Committee held on 22 October 2024
The Chair of the Search and Governance Committee reported on the key issues considered at the meetings and those recommended for approval:

- Governors Quality Improvement Plan (QIP) for 2024/25
- Governors' Development and Training Programme – proposals for 2024/25
- Annual report of the Search and Governance Committee for 2023/24

052.24 Quality Committee
Meetings of the Quality Committee held on 15 October and 4 December 2024
The Chair of the Quality Committee reported on the key issues considered at the meeting and those recommended for approval:

- Quality Strategy
- College Improvement Priorities
- Annual Safeguarding report for 2023/24
- Higher Education SAR and QIP
- Safeguarding policy
- Child on Child abuse policy
- Equality, Diversity & Inclusion Policy
- Annual Equality, Diversity & Inclusion report for 2023/24
- Equality Objectives 2021-2025

In his capacity as Link Governor for Safeguarding and Prevent, the Chair of the Quality Committee informed members that he met with the College's DSL and Safeguarding team during the term and had also conducted a check on the single records. He was able to give assurance to the Board that the safeguarding processes at the college were very robust and that he found no issues following his review of the single records.

053.24 Finance and Resources Committee
Meetings of the Finance and Resources Committee held on 8 October and 26 November 2024
The Chair of the Finance and Resources Committee reported on the key issues considered at the meeting and those recommended for approval:

- Annual HR report for 2023/24
- Safer Recruitment Policy
- Health & Safety Policy

054.24 Risk and Audit Committee
Meeting of the Risk and Audit Committee held on 3 December 2024
The Chair of the Risk and Audit Committee reported on the key issues considered at the meeting and those recommended for approval:

- Annual Risk Management report for 2023/24
- Quarter 2 Headline Risk Register for 2024/25
- Freedom of Information Policy

055.24

Committees of the Corporation

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

Agreed

The Corporation Board:

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

056.24

ITEC Learning Technologies Limited

Meeting of the Board of ITEC Learning Technologies held on 3 December 2024

Members received the unconfirmed minutes of the meeting.

The Chair of ITEC reported on the key issues considered at the meeting, which had been the approval of the annual accounts. As advised earlier in the meeting a letter of comfort has been provided by the college to ITEC. The Board will continue to meet twice a year and options are being considered for the future of the company.

057.24

Any Other Business

There was no further other business.

058.24

Schedule of Meetings 2024/25

Tuesday 11 February 2025 – training & development/strategic

Tuesday 25 March 2025 – **main Corporation Board**

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: 25 March 2025

