



College

USP College Corporation

**Minutes of the Meeting held on Tuesday 9 July 2024**  
**Meeting held in Immersive Room 3, Seevic Campus**  
**Meeting commenced: 15.00hrs**  
**Meeting ended: 17.00hrs**

**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	attending remotely
Jenny Beaumont	Independent Member	
Rachel May	Independent Member	
Vikki Liogier	Independent Member	attending remotely
Louise Aitken	Independent Member	attending remotely
Paul Nutter	Independent Member	
Robin Lodge	Independent Member	
Dan Pearson	Chief Executive Officer	
Perry Sansom	Staff Member	
Nick Patterson	Staff Member	
Amber Carter-Andrews	Student Member	
Evie Naylor	Student Member	
Shaunak Gupta	Student Member designate	
Phoenix Halsey	Student Member designate	

**In attendance**

Steve Hendy	Chief Finance Officer
Clare White	Principal
Mark Silverman	Association of Colleges

**Clerk**

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

**019.24 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.

There were no declarations of interest.

**020.24 Apologies for absence**

There were no apologies for absence.

**021.24 Unconfirmed open minutes of the meetings of the Corporation Board held on 26 March and 14 May 2024**

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

022.24

**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.

025.24

**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 29 March 2022, the Board agreed 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 Chief Executive Officer

**Paul Nutter, Robin Lodge, Shunak Gupta and Phoenix Halsey withdrew from the meeting**

**Appointment of new independent members**

As previously advised, following the recent new governor recruitment exercise, two new members are to be formally appointed by the Board at this meeting:

- Robin Lodge – to serve on Risk and Audit Committee
- Paul Nutter – to serve on Quality Committee

The Board was further informed that

- Desi McKeown tendered his resignation due to work commitments and left the Board on 10 May 2024
- At the meeting of the Risk and Audit Committee on 11 June 2024 Jenny Beaumont was elected as Chair of the Risk and Audit Committee by committee members
- after the above appointments have been approved by the Board and following Desi McKeown's resignation, there will be 12 independent members and the Board will need to increase the membership at this meeting in order to accommodate the new appointments

Members unanimously agreed to the appointments presented.

The Board was pleased with the outcome of the new governor recruitment exercise, which had resulted in the recruitment of members with excellent skills and expertise to strengthen the Board. It was agreed that membership of the Board should be increased to 12 independent members to accommodate the two latest appointments. The Board also agreed to endorse the recommendation of the Risk and Audit Committee and approve the appointment of Jenny Beaumont as Chair.

In discussion, members acknowledged that the skills audit completed by all members is a focus for the Search and Governance Committee for any future recruitment to ensure that skills and expertise gaps are filled.

### **Staff Members**

There is provision for two staff members. Nick Patterson was appointed for a four-year term with effect from 11 July 2023 and Perry Sansom was appointed for a four-year term with effect from 26 March 2024

### **Student Members**

There is provision for two student members, one for each campus. The term of office for the current student members ends on 31 July 2024. Elections have been held during the term among the students and Shaunak Gupta has been nominated as the Student Member for Seevic and Phoenix Halsey as the Student Member for Palmers.

The Board unanimously agreed to the appointments presented.

### **Link Governors**

Paul Nuttter has been identified as the Lead Governor for Safeguarding and Prevent. He is very experienced in this area, having been a Designated Safeguarding Lead, and has agreed to take on this role.

The Board agreed to this appointment and were grateful to Paul for taking on the role.

No other link governors have been identified at this time.

### **Agreed**

The Corporation Board:

- agreed to receive and note the report;
- endorses the recommendation of the Search and Governance Committee and approves:
  - the appointment of the following new independent members
    - Paul Nutter
    - Robin Lodge
- Endorses the recommendation of the Risk and Audit Committee and approves the appointment of Jenny Beaumont as the Chair of the committee
- Agrees the appointment of Paul Nutter as the Lead Governor for Safeguarding and Prevent
- Agrees to increase the membership of the Board to 12 independent members, making a total of 17
- accepts the nomination for the student members and appoints Shaunak Gupta and Phoenix Halsey to 31 July 2025.

### **Paul Nutter, Robin Lodge, Shaunak Gupta and Phoenix Halsey returned to the meeting**

The Chair took the opportunity to congratulate everyone on their appointments.

**026.24**

### **External Governance Review**

Mark Silverman presented a report and gave a presentation on the outcome of the External Governance Review, which had been conducted during the summer term.

The Board was informed on the strengths and areas for development against the three Board dimensions in the framework:

- Board Composition
- Board Structure
- Board Interaction
- Overall conclusion on Board Effectiveness – *there is strong evidence that the Board is highly proficient and consistently impacts positively on college strategy, effectiveness and outcomes*

The Board agreed that the report presented a very pleasing and positive outcome. The recommendations made and the action to be taken to address these was noted and agreed these were appropriate. However, members suggested that having a formal appraisal of Chairs and governors would not be appropriate in the light of the volunteer status of governors. Currently, there is a more informal approach with each member having a one to one with the Chair in the autumn term and perhaps better reporting on the outcomes from this would contribute to reviewing contribution and performance. It was agreed that the Search and Governance Committee would give further consideration to the process at their next meeting.

Members discussed the issue around the frequency of meetings of the Remuneration Committee and it was agreed that having one meeting per year was insufficient and there should be a meeting held half-way through the year to review targets set for the senior post holders.

The Search and Governance Committee would keep under review the progress made against the recommendations in the report.

The Board was advised that the complete report would be made available on the College website and that the funding agency would be informed this is available.

### **Agreed**

The Corporation Board agreed to receive and note the final version of the External Governance Review report and accept the recommendations made, adjusting the formality of the annual appraisal of governors accordingly and the Clerk would make arrangements for a further meeting of the Remuneration Committee to be held mid-year.

## **027.24**

### **Ofsted inspection – 30 April-3 May**

The Principal presented the final report from the Ofsted inspection which took place 30 April-3May.

Members were advised that each area of the inspection had secured 'Good', with the exception of Personal Development, which had secured 'Outstanding'. The overall effectiveness grade is 'Good'. The grade awarded for contribution to meeting skills needs was 'strong' and safeguarding is effective.

Members were informed that college management have now been fully debriefed following inspection and the recommendations made will be included in the College Quality Improvement Plan (QIP), which is monitored by the Quality Committee at each meeting.

Members reviewed the report, commenting on the number of positives and areas of good practice demonstrated by the College. It was noted that the recommendations made were around personal development targets for high needs students, attendance and continuing to develop stakeholder engagement in the very small number of curriculum areas where it is less well advanced.

The positive outcome relating to governance was noted as:

- Governors have a range of backgrounds and experience that enable them to contribute effectively
- Good understanding of their roles and responsibilities
- Challenge appropriately and support leaders to make improvements

### **Agreed**

The Corporation Board agreed this was a very pleasing outcome for the College and took the opportunity to congratulate the CEO and his team for all their hard work in achieving such an excellent outcome for the College

## **028.24**

### **Draft Budget and Capital Plan for 2024/25**

The CFO presented the draft budget and capital plan for 2024/25 for consideration and approval.

Members were advised that:

- the draft budget and capital plan for 2024/25 had been considered by the Finance and Resources Committee at the meeting held on 25 June 2024 and is recommended for approval by the Corporation Board;
- the budget is deemed to be prudent with certain growth income areas excluded until a higher level of confidence can be applied.

Members reviewed each of the appendices:

- Appendix A – draft budget summary 2024/25
- Appendix B – draft budget summary – best case, likely case, worst case
- Appendix C – remaining actions to be completed
- Appendix D – high risk budget areas – worst case
- Appendix E – capital plan 2024/25

It was noted that within Appendix B, the budget presented for approval is reported as 'likely case'. A full budget review will commence in February 2025 to ascertain the certainty regarding income growth and achievement of in-year targeted savings. Appendix B also presents the 'best case' budget if income growth and targeted savings are achieved and the 'worst case' budget if these are not achieved.

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

- no contingency has been budgeted and no pay award has been assumed;
- the planned budget review in February 2025 will ascertain whether there will be any further in-year funding for over recruitment and, as in the previous year, should this be received than a pay award will be considered ;
- a surplus budget of £163k is presented for approval which incorporates the following:
  - net increase to income is £2.25m compared to the original 2023/24 budget
  - increase to higher education £87k with new Docklands and Arts1 contract
  - inclusion of expected claw back to Adult and T Level funding – circa £100k

- impact of full year pay award made in April 2024 (6.5%)
- impact of new posts required to meet increased learner numbers for 2024/25
- exam costs increase of £136k due to rising costs and increased student numbers
- additional Castlepoint Office Rent Costs £70k to help address capacity issues at the Seevic campus
- the College's financial health would remain as 'good' under this budget forecast
- The option agreement with Persimmon Homes for the land sale has now been signed by both parties. However, the DfE have delayed the process as have queried the land value. The land sale has not been included in the budget
- The leases that the College has in place will not be affected by the new accounting standards as they are operating leases and these will not be in place next year

Members discussed the risks associated with the draft budget, noting that the in-year targeted staff savings is £175k compared to £400k in 2023/24 and that where appropriate 2.5% inflation has been applied to non-pay budget lines. Cash is forecast to be £2.5m by 31 July 2025.

The Corporation Board considered that the budget presented was a healthy and realistic one with medium risks with a proposed surplus budget of £163k. However, it was acknowledged that the 'likely case' presented has little room for error and that the amount for the HE provision is a large contribution to achieving a surplus budget. The Board agreed with the recommendation and concurred with the Finance and Resources Committee to support a pay award for staff if possible, acknowledging that this would be considered once the planned budget review in February 2025 has been completed. Members were also advised that the capital bids are not in the budget and if these materialise will improve the surplus.

The Board reviewed the proposed capital plan for 2024/25 for £1,279k, noting that this was in line with the College's financial plan and agreed this was acceptable.

### **Resolved**

The Corporation Board endorses the recommendation of the Finance and Resources Committee and approves the draft surplus budget and capital plan for 2024/25 (acknowledging that this will be subject to a high-level review in February 2025 and any subsequent approval by the Corporation Board).

## **029.24**

### **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 2024, 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 2023/24, a budget for 2024/25 and a forecast for 2025/26;
- the CFFR reflects the budget recommended for approval by the Finance and Resources Committee following the meeting held on 25 June 2024.

The Board confirmed that, between the management 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 2023/24.

### **Agreed**

The Corporation Board approved the CFFR, which is to be submitted to the ESFA by 31 July 2024.

## **030.24**

### **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 11 June 2024, consideration had been given to the internal and external audit provision.

#### **Internal Audit**

##### **Letter of Engagement and Internal Audit Strategy and Annual Plan for 2024/25**

Members were advised that the planned total number of days is 34 for 2024/25, equating to total fees of £20,309.22 + VAT. The Committee had agreed that there was a good level of cover for the relevant areas required. Members were advised that since the plan had been produced, the College has been selected for a funding audit, therefore this will be removed from the internal plan and replaced with another area.

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 External Audit Strategy for 2023/24**

Members were advised that the Letter of Engagement from the Financial Statements auditor, Buzzacott, and the Financial Statements External Audit Strategy for 2023/24 is recommended by the Committee and is presented for acceptance and approval. Following their reappointment, Buzzacott presented a new Letter of Engagement, which the Committee reviewed and agreed that there are no changes required and that the letter should be signed by the Chair of Corporation following this meeting.

Members noted the fees proposed for 2023/24, which are exclusive of VAT:

Financial Statements audit and regularity assurance	£33,850
Teachers' Pension audit	£1,245
Audit of the subsidiary's accounts (ITEC)	£2,625

The Chair of the Risk and Audit Committee took the opportunity to reiterate to members that it is the Corporation's responsibility to certify and assure on the going concern status of the College.

ITEC will require a letter of support from the college, which the DfE have agreed this can be put in the place. The Chair of the Corporation will sign if required.

## **Resolved**

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

- the Internal Audit Strategy and Annual Plan for 2024/25;
- the Letter of Engagement between the internal audit provider, Scrutton Bland, and the College, without amendment;
- Letter of Engagement between the College and Buzzacott LLP
- the External Audit Strategy for the year ending 31 July 2024 for the College and its subsidiary company, ITEC, and the fees quoted at this meeting.

**031.24**

### **Chief Executive Officer's report**

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

- Key Performance Indicators
- Strategic partnership update and future directions

### **Strategic Plan KPI Update**

The Board reviewed the strategic key performance indicators, noting the good progress made during term 2 to achieve the strategic KPI targets set for the current academic year. Members noted the increase in positive destinations from 82% to 88%, but that it was still below the target of 95% and suggested this could be unrealistic. It was agreed this would be reviewed for the next meeting.

The College will continue tracking KPIs aligned to objectives and report to the Board through the CEO's report at each meeting.

### **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.

## **Agreed**

The Corporation Board agreed:

- to receive and note the CEO's report;
- that good progress continues to be made in achieving the measures set to monitor each of the strategic aims in 2023/24

**032.24**

### **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:

- Progress this year
  - Improvements made to Learner Voice turnout
  - Feedback and action
- Moving forward for next year and the induction of the new student governors for 2024/25;
- Introducing Achievements by outgoing student governors in 2023/24
- Student Union Development Plan for 2024/25

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 commented on the excellent way the induction for new student governors has developed. It was encouraging to see the approach taken by the students on developing the Student Union for 2024/25 and thanked the students for sharing this with the Board.



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. Members were advised that the student members are briefed on papers for Quality Committee meetings, but going forward it was suggested that they may like to come to meetings with questions prepared.

### **Agreed**

The Board noted the update from the student members.

**033.24**

### **Search and Governance Committee**

#### **Meetings of the Search and Governance Committee held on 21 May 2024**

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

- Manual of Governance for 2024/25
- Terms of Reference for the Search and Governance Committee for 2024/25
- Scheme of Delegation
- Annual Cycle of business for 2024/25
- Governors Quality Improvement Plan (QIP) for 2023/24 – termly update
- Governors' Development and Training Programme – termly update

**034.24**

### **Quality Committee**

#### **Meeting of the Quality Committee held on 18 June 2024**

The Chair of the Quality Committee reported on the key issues considered at the meeting:

- Termly HE update
- Ofsted inspection – 30 April-3 May
- Cross-college student survey feedback
- Key Performance Indicators for Attendance, Retention and Projected Achievement
- Destinations and intended progression
- Termly Careers and Skills Education update
- College Quality Improvement Plan – termly update on progress
- Initial outline and timeline for College self-assessment for 2023/24
- Termly Safeguarding report
- Terms of Reference and annual schedule of business for 2024/25

Committee members will be invited to attend the panel in the autumn term for consideration of the College self-assessment report.

**035.24**

### **Finance and Resources Committee**

#### **Meeting of the Finance and Resources Committee held on 25 June 2024**

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

- Termly Health & Safety report
- Termly HR report
- ESFA letter confirming financial health
- Management Accounts to 31 May 2024 and financial update for June

- College policies
  - Fees, loans and refunds policy
  - Treasury Management policy
  - Reserves Policy
  - Financial Regulations
- Terms of Reference and annual schedule of business for 2024/25

**036.24**

**Risk and Audit Committee**

**Meeting of the Risk and Audit Committee held on 11 June 2024**

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

- Quarter 4 Headline Risk Register – members were informed that the issues relating to the quarter 3 risk register have been resolved
- Fraud, Irregularity & Whistleblowing – update on previous matter reported
- Whistleblowing policy
- Post-16 Audit Code of Practice for 2023/24
- Terms of Reference and annual schedule of business for 2024/25
- College policies
  - Fraud, Corruption and Bribery Policy
  - Risk Management Policy
  - Business Continuity Plan
  - Whistleblowing Policy
  - Data Protection Policy
- Review of outstanding audit items
- Final internal audit reports for
  - Cyber Security
  - Quality Assurance

**037.24**

**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.

**038.24**

**ITEC Learning Technologies Limited**

**Meeting of the Board of ITEC Learning Technologies held on 20 May 2024**

Members received the unconfirmed minutes of the meeting.

The Chair of ITEC reported on the key issues considered at the meeting advising that the company is being kept active as the College's cleaning services are being provided through ITEC. The Board will continue to meet twice a year and options are being considered for the future of the company

**039.24**

**Any Other Business**

The CEO advised that in recognition of the hard work and contribution during the Ofsted inspection, all staff had been rewarded with a £50 amazon voucher.

There was no other further other business.

040.24

**Schedule of Meetings 2024/25**

Tuesday 1 October 2024 – strategy event

Tuesday 10 December 2024 – **main Corporation Board**

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: 10 December 2024**