

Minutes of an electronic Corporation meeting held at 1630 hrs on 09 July 2020

<b>Present</b>	Rod Allerton	Marco Cereste	Dean Duffield
	Sir Les Ebdon	Mark Haydon	Ian Jackson (Chair)
	Angie Morris	Rachel Nicholls (Acting Principal)	Michael Rabbett
	Brian Redshawe	Nicola Shawe	Simon Smith
	Kelly Swingler	Anthony Warner	
<b>In Attendance</b>	Ralph Devereux (Clerk)	Catherine Hall (EDHR)	Jane Spurgin (Merger Consultant)
	Peter Walker (VP(CS))		
<b>Apologies</b>	Mary Kiernan		

The Chair welcomed all and suggested the procedure for this electronic meeting, papers had been available for seven days and had been read by all members, microphones to be on mute except when speaking and individual indication for decisions.

## STANDING ITEMS

### B106/19 ELIGIBILITY, QUORUM, DECLARATION OF INTERESTS

- a. Quorum. The apology was accepted. The meeting was quorate; no notice had been received of any Member becoming ineligible to hold office.
- b. Interests. There were no interests declared re the Agenda; the formal register remained.
- c. Electronic meetings were approved under the I&A.

**The information was noted and received.**

### B107/19 MINUTES AND ACTIONS

- a. The minutes of the last meeting held on 23 April 2020 and the special meetings held on 11 June 2020 and 29 June 2020 were confirmed for electronic signature; action delegated to the Clerk. **(Action 1)**
- b. Matters Arising from the Minutes. There were no matters arising.
- c. Actions from the previous meeting were considered.

23.04.20. Please see referenced minute for full detail		Status
<b>Action 1</b>	73/19a. Last minutes (24.02.20) confirmed for signature.	<b>Complete</b>
<b>Action 2</b>	74/19. Committee minutes received.	
<b>Action 3</b>	76/19. Corporation appreciation recorded to all staff &	
<b>Action 4</b>	78/19. Supply Chain Fees Policy approved.	
<b>Action 5</b>	80/19a. Management Accounts received.	
<b>Action 6</b>	81/19a. iMET to continue as a limited employer.	
<b>Action 7</b>	81/19b(ii). Transfer Agreement to be signed.	
<b>Action 8</b>	81/19b(iii). PRCV transfer to PRC accepted.	

<b>Action 9</b>	81/19b(iv). PRCV resolution to be signed.	
<b>Action 10</b>	83/19. MSG (27.02.20) & MSB (03.04.20) Minutes received.	
<b>Action 11</b>	83/19. Group name approved.	
<b>Action 12</b>	83/19a. Merger approved.	
<b>11.06.20</b>		
<b>Action 1</b>	95/19a. Safeguarding Appendix approved.	<b>Complete</b>
<b>Action 2</b>	95/19b. College opening plans approved.	
<b>Action 3</b>	96/19. Thanks recorded for preparation and meeting attendance.	
<b>29.06.20</b>		
<b>Action 1</b>	101/19a. Working Party arrangements.	<b>Complete</b>
<b>Action 2</b>	101/19b. PRC resolves to merge with NCS.	
<b>Action 3</b>	101/19c. Working Party authorised to sign deeds.	
<b>Action 4</b>	101/19d. MSB actions approved for ratification.	
<b>Action 5</b>	101/19e. PRC renamed IEG.	
<b>Action 6</b>	102/19. iMET Deed of Termination to be signed.	
<b>Action 7</b>	102/19. Thanks recorded to JS for outstanding guidance.	

d. Urgent Business. There was no urgent business requested.

- a. **The information was noted.**
- b. **Action had been identified. (Register at 119/19)**

#### **B108/19 COMMITTEE MINUTES**

Minutes of the Shadow Council (SC) and Committee meetings were considered.

- a. University Centre Peterborough Shadow Council (UCPSC). The unconfirmed minutes of the UCPSC meeting (24.06.20) were received, the SC Chair had no comments.
- b. Curriculum (C&Q) Committee. The unconfirmed minutes of the C&Q meeting (22.06.20) were received, the Committee Chair had nothing to add.
- c. Finance and General Purposes Committee (FGP). The unconfirmed minutes of the FGP meeting (29.06.20) were received, the Committee Chair had nothing to add.
- d. Audit Committee (AC) Meeting. The unconfirmed minutes of the AC meeting (18.06.20) were received, the Committee Chair had no comments.

All minutes were received. **(Action 2)**

- a. **The information was noted and received.**
- b. **Actions had been identified. (See Table 119/19 below.)**

#### **B109/19 PRINCIPALS REPORT**

The Principals Report and Annexes considered areas of interest which were not covered elsewhere on the Agenda and the detail was considered; the reports were taken as read with items of note raised specifically;

- a. Covid. The reopening of the College on 15 June had been successful and had been well rehearsed with the Corporation at a special meeting, included in the plans was input from both the Employee Communications group and the UCU. A maximum of 40 students per day would focus on completion of practical assessments. Full detail was in the paper, some challenges with the Nursery were noted and the easing of staff off "furlough" was welcomed. The decision to refocus capital expenditure to facilitate remote learning was also welcomed.
- b. Black Lives Matter (BLM). The Association of Colleges (AOC) had issued advice and guidance to Colleges and this was informing careful consideration of how best to approach this important

development. Tutorials had been welcomed and the final approach would be real, meaningful and avoid tokenism.

- c. The Further Education (FE) Commissioner had written to colleges re Covid and the letter at Appendix C was noted.
- d. Capital Development Fund (CDF). The DfE had announced a formula driven capital fund, this was welcomed, however it was also noted that it may not be allocated in line with last year's colleges' condition survey. Additionally, there would be 750 associated CDF industrial placements.
- e. All Appendices were noted.

**The information was received.**

#### **B110/19 GOVERNOR LINK**

Governors' activity relating to the Link Scheme had been tabulated at Appendix 1 together with the written initial report on outcomes. The paper also considered procedural improvements to the scheme to be progressively introduced and these would be widened to include the IEG Corporation, that process to be ready for the next academic year; all involved were thanked for their contributions to the scheme.

**The information was received.**

#### **B111/19 STUDENT UNION (SU)**

The SU Report for 2019/20 was considered and discussed. A review of the appointments process at the start of a successful year led into general consideration of activity and supported by three specialist Appendices:

- a. SU Officers, tabulated detail on the names, roles and duration of the officers;
- b. Activities and Engagements, detail of busy weekly and annual events together with Societies and Clubs; and
- c. Annual Accounts.

This was a sound report reflecting a solid performance by all involved and thanks were recorded; the union would be widened to serve both IEG campuses in the next academic year; Rod Allerton volunteered to be involved at whatever level might be needed and that offer was unanimously accepted. **(Action 3)**

**a. The information was noted and received.**

**b. Actions had been identified. (See Table 119/19 below.)**

#### **B112/19 FINANCE REPORT**

- a. Management Accounts. Financial matters were included in a single report accurate to 30 April supplemented by a comprehensive list of appendices and a detailed narrative. The forecast YTD remained positive, although reduced through significant Covid-19 effects, all variances were fully explained and numbers detailed in the paper. Staff costs were currently 64.7% of income and the numbers included the agreed 1% staff pay award although no provision had yet been made for the iMET position, which included a £40k redundancy provision. The accounts were received and noted. **(Action 4)**
- b. Group Accounts. Consolidated accounts included PRC, Anglia Professional Training (APT) Limited and PRC Ventures (PRCV); separate reports for each element were included, each of which contained full detail on variances. Since UCP had now changed status (see 116/19) 2 months of I&E would be consolidated into PRC accounts for 2019.20; UCP was expected to break even over the year. The Group surplus (excluding UCP) stood at c£131k. Additionally the PRC Group numbers had been reconciled to include NCS results to provide an insight into how IEG would look.

- c. Revised Financial Plan. Education and Skills Funding Agency (ESFA) requirements and Covid induced uncertainty over the coming year had prompted a comprehensive scrutiny of the coming year's budget; the ESFA reforecast would be a single IEG submission. Initial work had been completed and indicated a surplus of £399k, which represented 5.62% of the total budget, the requirement, for an "Outstanding" financial health grade, was 6%. The planning was still at an early stage but guidance was required to inform further process. The issue was considered and fully discussed, including whether the staff pay award was possible, a decision on that matter would be taken later in the year when the actuality was clear. **(Action 5)**.
- d. Capital. The Covid related impact and experience had shifted curriculum delivery to a combination of classroom and remote delivery and this was now likely to remain the norm. That fact had prompted a basic review of capital investment, which had concluded that the immediate priority was provision of enabling capability and, certainly in the near future, focus should be on provision of IT resource. Earlier in the year the original joint capital determination had been revised and had resulted in a facilitating allocation of £850k for technology investment; full detail of the proposed expenditure was included in the paper. The refocused capital budget was discussed and endorsed. **(Action 6)**
- e. Bankers. The previous work regarding appointment of a Bank for loans and transactions had been superseded by events. Having agreed locally, Barclays national authority had not agreed to the arrangements and after urgent negotiations Nat West had agreed to provide the necessary requirements for PRC and beyond. The outstanding NCS loan with Lloyds would be settled before vesting date. This had been good work by all concerned and appreciation was recorded.
- f. Financial Health. The ESFA had scrutinized PRC financial records for 2018.19 and the most recent letter had notified a promotion from "Good" to "Outstanding".

**a. The information was noted and received.**

**b. Actions had been identified. (See Table 119/19 below.)**

#### **B113/19 KEY PERFORMANCE INDICATORS**

The Members Dashboard presented key monitoring data to inform Members "check and challenge" against approved targets using appropriate sector benchmarks. The information was noted, in particular the impact of the current restrictions for 2019-20 and beyond, which would clearly affect finances and student outcomes; however, PRC was financially robust and, as had been explained in the previous item (paper 5), appropriate measures were under development.

**The information was noted and received.**

#### **B114/19 APPOINTMENT OF EXTERNAL AUDITORS**

Resignation of the External Auditors BDO had prompted a tender process, conducted jointly with New College Stamford (NCS) and administered by "Crescent Purchasing Consortium" (CPC) for appointment of auditors for both Colleges for the current year and for 2 years as the auditors of the IEG, with an option to extend for a further 2 years. The panel had met electronically on 29 May and received an excellent presentation from RSM resulting in a unanimous recommendation for appointment as external auditors. That information had been received by both Colleges' AC and both had:

- a. recommended for approval of their individual elements; and
- b. appointment of RSM and the associated fees (£36k for PRC and £52.5k for 2021.22 and an option to extend for 2 years). The recommendations re IEG were provisionally accepted. **(Action 7)**

**a. The information was noted and received.**

**b. Actions had been identified (Register 119/19)**

#### **B115/19 RISK REGISTER**

The Risk Register (RR) was scrutinised and changes to the primary risks:

- a. re 236 (failure to complete merger) had been demoted from the primary register; and

- b. re 260 (Covid-19) had been added and was explained and noted.

These were noted together with the RAG ratings and the RM detail. The RM Group had reviewed the Register on 15 June and the AC on 18 June 2020.

**The information was noted and received**

**B116/19 UNIVERSITY CENTRE PETERBOROUGH (UCP)**

The accompanying paper explained the full and final process that had led to UCP changed status to a wholly owned subsidiary of PRC. The Higher Education (HE) strategy was a key element in the Inspire Education Group (IEG) vision, mission, values and strategic Plan, which had been developed with the Merger Shadow Board (MSB). Appropriate Governance Regulatory documents had been prepared and Directors appointed, some further appointments to the Board were progressing. There had been a positive recent meeting with the Office for Students (OfS) and additional information requested was being sent. Accurate details of achievements would become available on 10 July however indicators pointed towards 95 Graduations with 67 first or at 2.1. Student number caps were to be introduced for the coming year at 202 for UCP and 129 for NCS, the latter could prove challenging as there had been more acceptances than the cap had predated the imposition.

**The information was noted and received.**

**B117/19 MERGER UPDATE**

The report considered several issue leading to the final merger on 1 August and updated on the Merger Shadow Board (MSB) proceedings.

- a. Legal Transfer. The final and necessary resolutions to complete the merger had been taken by PRC on 29 June and by NCS on 30 June 2020 and the IEG would form on 0001 on 1 August 2020. The final documentation would be completed by the MSB on 29 July leading to the PRC Working Party and the NCS nominees (David Pennell and Paul Wingfield) to sign and seal the transfer deed and accompanying documentation, all signatories and the Clerk were required to be physically present. **(Action 8)**
- b. IEG Governance. The full suite of Corporation Regulatory Documents had been provisionally recommended to the IEG Corporation by the MSB, they would be considered together with the following documents and policies at the inaugural meeting tbh on 3 August 2020:
  - (i) Financial Regulations;
  - (ii) Procurement Policy;
  - (iii) Fees Policy;
  - (iv) Health and Safety Policy Statement;
  - (v) Anti-Bribery Policy;
  - (vi) Whistleblowing Policy;
  - (vii) Safeguarding and Prevent Policy;
  - (viii) Single Equality Scheme;
  - (ix) Subcontracting Policy; and
  - (x) General Data Protection Regulation (GDPR) and the Data Protection Policy.
- c. Strategic Plan. The attached Group Strategic Plan 2020-2023 was considered. The MSB had been working on the document and much of the associated work had been completed by Tony Keeling from the NCS Corporation and thanks were recorded. The Plan was almost finished although some small changes were to be incorporated.

- d. Elected Corporation Members. The process for election of the 3 agreed staff members and identification of the 2 student members through the Student Union was noted.
- e. Rebranding. Rebranding had now been successfully completed.
- f. Trades Unions. Limited Recognition had been offered to the UCU, UNISON, NEU, and locally elected staff representatives.
- g. Financial Accounts. The NCS AFS 2019/20 would require sign-off post-merger and PRC (by that date IEG) had been delegated to complete the function. **(Action 9)**
- h. The minutes of the MSB meeting held on 22 May 2020 (Appendix 1) were noted.

a. The information was received.

b. Actions had been identified. (Register 119/19)

### B118/19 URGENT BUSINESS

There had been no urgent business agreed.

### B119/19 ACTION REGISTER

See referenced minute for full detail		Resp	By
<b>Action 1</b>	107/19a. Last minutes (24.02.20, 11.6.20 & 29.6.20) confirmed for signature.	<b>Clerk</b>	<b>wie</b>
<b>Action 2</b>	108/19. Committee minutes received.		
<b>Action 3</b>	111/19. RA volunteer to assist Student Union.		
<b>Action 4</b>	112/19a. Management accounts received.	<b>VPCS</b>	
<b>Action 5</b>	112/19c. Pay rise tbd later in the year.	<b>Chair</b>	<b>asap</b>
<b>Action 6</b>	112/19d. Refocused (IEG) capital budget endorsed.	<b>MSB</b>	<b>wie</b>
<b>Action 7</b>	114/19b. The recommendations provisionally accepted.		
<b>Action 8</b>	117/19a. Physical attendance by signatories to merger.	<b>Clerk</b>	<b>29.07.20</b>
<b>Action 9</b>	117/19g. IEG to sign off NCS AFS 2019.20.	<b>Chair</b>	<b>asap</b>

*Ralph Devereux (Clerk) for Ian Jackson (Chair)*  
Ralph Devereux (Clerk) for Ian Jackson (Chair) (Ref:11, 2021 1104 GPT)

# BoardMinutes9.7.20Pt1RDIJRN

Final Audit Report

2021-02-11

Created:	2021-02-11
By:	Ralph Devereux (office.mpe@btconnect.com)
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