

Minutes of the Corporation meeting held in the Boardroom at 1630 hrs on 23 April 2020

Present	Rod Allerton	Dean Duffield	Sir Les Ebdon
	Mark Haydon	Ian Jackson (Chair)	Mary Kiernan
	Gabe Manthorpe	Angie Morris	Lionel Muskwe
	Rachel Nicholls (Acting Principal)	Michael Rabbett	Brian Redshawe
	Nicola Shawe	Simon Smith	Kelly Swingler
	Anthony Warner		
In Attendance	Ralph Devereux (Clerk)	Catherine Hall (EDHR)	Julian Kirkpatrick (AP (Curr))
	Angela O'Reilly (VP(CQ))	Jane Spurgin (Consultant)	Peter Walker (VP(CS))
Apologies	Marco Cereste		

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

B72/19 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. Re Item 10, the Principal and Rod Allerton (RA) declared direct interests as directors of PRCV. 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.

B73/19 MINUTES AND ACTIONS

- a. Jane Spurgin (JS) was added to the attendance list and the minutes of the last meeting held on 24 February 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.

Referenced minute for full detail		Status
Action 1	52/19. Last minutes (09.12.20) confirmed for signature.	
Action 2	53/19. UCP&CQ Committee minutes received.	
Action 3	55/19. Recruitment detail to next meeting.	
Action 4	55/19. Open day detail to RA.	
Action 5	56/19. Final FEC Diagnostic Visit Report to be circulated.	

Action 6	82/19a. Final Ofsted Report to be circulated	Completed
Action 7	82/19c. Thanks from CQ Committee endorsed.	
Action 8	82/19c. EDI Report approved for publication.	
Action 9	58/19b. Mid-Year re-forecast to FGP Committee meeting.	
Action 10	58/19c. 3-Year Financial Plan (IFMC) approved.	
Action 11	60/19d. MCG to be developed into a MSB.	
Action 12	60/19d(i). MSB TOR approved.	
Action 13	60/19d(ii). 2 more appointees necessary for MSB.	
Action 14	60/19d(iii). Additional Corporation meeting agreed.	
Action 15	60/19e. Tour of NCS to be arranged.	

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

- a. **The information was noted.**
- b. **Action had been identified. (Register at 86/19)**

B74/19 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 (02.04.20) were received, the SC Chair had no comments.
- b. Curriculum (C&Q) Committee. The unconfirmed minutes of the C&Q meeting (30.03.20) were received, the Committee Chair had nothing to add.
- c. Finance and General Purposes Committee (FGP). The unconfirmed minutes of the FGP meeting (19.03.20) were received, F37/19 was noted to inform Agenda Item 7 & F43/20 (re Bank Mandate) was noted; the Committee Chair had nothing to add.
- d. Audit Committee (AC) Meeting. The unconfirmed minutes of the AC meeting (09.04.20) 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 86/19 below.)**

B75/19 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. Towns Fund. Towns Fund activity had been paused as part of the current restrictions; and
- b. advice had been received immediately before the meeting that the Office for Students (OfS) had agreed to review the original OfS registration application which had inadvertently requested "approved status" when "approved fee cap" was the correct request. Further and better detail was required to inform that review and Members would shortly be asked to provide additional information.

The information was received.

B76/19 COVID-19

COVID-19 restrictions were considered, full detail was in the accompanying paper, the rapidly evolving situation required flexible and often immediate response to challenges, which were facilitated through professionalism and commitment: Corporation appreciation was formally recorded for this display of support and dedication. **(Action 3)** Early thoughts around re-opening were shared, it would probably be a phased operation, requiring introduction of practical self-isolating processes with prioritisation of students' return, for example those requiring practical assessments to gain qualifications. The unquantifiable effect on recruitment for the following year prompted considerable concern and contingency planning was underway. The unavoidable Nursery closure and the consequent effect on working parents was regretted and understood; a possible re-opening was being considered. Staff on

“furlough” were receiving normal salaries and full support was being provided to all staff and students. The comprehensive list of frequently asked questions (FAQ), which had been developed by HR, was welcomed and noted.

The information was noted and received.

B77/19 KEY PERFORMANCE INDICATORS (KPI)

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.

B78/19 SUPPLY CHAIN FEES POLICY

The “Supply Chain Fees and Charges Policy” evidenced the Corporation’s intention that sub-contracted provision complemented the Strategic Aims and enhanced the learner offer. The Policy had been updated to reflect the latest Education and Skills Funding Agency (ESFA) requirements and had been scrutinised and recommended by the FGP Committee (F37/19); that was accepted and the Policy was approved. **(Action 4)**

- a. **The information was noted.**
- b. **Action had been identified.** (Register at 86/19)

B79/19 C&Q

- a. Quality Improvement Plan (QIP) Update. Progress against the attached QIP was discussed, informed by the third quarter update linked to the approved KPIs at Appendix 1, the information was closely monitored cross-college and the RAG Rated Progress Tracker showed good progress with:
 - (i) 59 actions completed (Green);
 - (ii) 47 actions satisfactorily in process (Amber); and
 - (iii) no unsatisfactory areas (Red).

The present restrictions limited implementation of the plan as designed and alternative assessment methods, for example electronic media, some of which had already been introduced were being developed.

- b. National Achievement Rate Tables (NARTS) NARTS compared colleges nationally for 2018/19, it was likely that interim outcome and awarding processes, would preclude publication for the next two years. The published data did not include VA and concentrated on the Ofsted preferred Quality Achievement Rates (QAR). Four strengths had been identified:
 - (i) English and Maths (EAM) GCSE above National Average (NA);
 - (ii) overall apprenticeship achievement improved over the previous year by 5.7% and +2.5% on the NA;
 - (iii) overall achievement, improved over the previous year by 5.4% (81.1%); and
 - (iv) 19+ achievement, improved over the previous year by 5.0% (87.2%).

PRC overall ranking had improved, however areas for further improvement, some particularly challenging, were noted within the Report. Areas below the NA were discussed and it was likely that some enrolments had been at inappropriately challenging levels. Closer matching of capability and aptitude to placement was under development.

The information was noted and received.

B80/19 FINANCE

- a. Management Accounts. It was normal practice to post the completed accounts to Board IQ well in advance of the meeting. The accounts accurate to 31 January 2020 had been scrutinised by the F&GP Committee at the 19 March meeting; full financial detail, a comprehensive list of appendices and a detailed narrative were included. The forecast YTD remained positive, although reduced, all variances were fully explained in the paper. Staff costs were currently at 64.7% of income including the agreed staff pay award; no provision had been made for any possible iMET position. The accounts were received and noted. **(Action 5)**
- b. COVID-19 Impact. An assessment of the potential short term impact of the current restrictions, assuming continuance, at least for the remainder of the academic year, had been completed and would be regularly updated to inform members. The ESFA and the Adult Education Budget (AEB) funding would remain as previously notified and clawback of HE fees was not expected, these elements represented 72% of total income. Other sources were less secure, but there would be collateral savings. Participation in the Job Retention Scheme with “furlough” arrangements was again welcomed. The forecast net loss was £82k, again with no provision for the iMET outcome. The current situation was further discussed and it was likely that the FE sector would play a major role in the post COVID-19 environment, and early thoughts for establishment of a retraining portfolio, may perhaps be prudent.
 - a. **The information was noted.**
 - b. **Action had been identified. (Register at 86/19)**

81/19 PRC VENTURES (Declared Interests B72/19b noted RN&RA not required to withdraw)

PRCVentures (PRCV). The decision to transfer all PRCV activities “in-house” wef 1 May had been taken at the Corporation on 24 February (B26/19) and had initiated associated action, outcomes of which were considered.

- a. iMET Employees. In addition to the catering function three teacher and support iMET employees, were administered under arrangements described in the accompanying paper, it was proposed that their status should remain unchanged and that PRCV, as an entity, would continue solely to act as their employer pending iMET resolution. That proposal was approved. **(Action 6)**
- b. Legals. Arrangements for the transfer were progressing with appropriate consultation and with full legal advice from Eversheds, attention was directed to the appendices:
 - (i) Appendix 1, Transfer of Undertakings (Protection of Employment) (TUPE) Transfer Process. The content updated on transfer arrangements of catering staff from PRCV to PRC.
 - (ii) Appendix 2. Transfer Agreement between PRCV and PRC. The content updated on the detailed transfer of assets and liabilities and required the signatures of both the Chair of the PRC Corporation and a director of PRCV; necessary actions were unanimously approved. **(Action 7)**
 - (iii) Appendix 3. Transfer Undertaking of PRCV. The content included (at para 1.8) the formal resolution of the PRCV Board to transfer, this was considered and unanimously agreed to accept the terms of the transfer agreement and “In accordance with the decision on 24 February 2020 to consent to and accept the transfer all of the PRCV property, rights and liabilities to the PRC Corporation to take effect at midnight on 31 April 2020”. **(Action 8)**
 - (iv) Appendix 4. Resolution (re Companies Act 2006). The content irrevocably committed PRCV to the transfer; the agreement proposal and associated Chair’s signature were approved. **(Action 9)**
 - (v) Appendix 5. Minutes of a meeting of the PRCV Board of Directors held on 23 April, which were expected to be signed.

All necessary actions were noted.

- a. **The information was noted and received.**
- b. **Actions had been identified (Register 86/19)**

B82/19 RISK REGISTER

The Risk Register (RR) was scrutinised and the change to the primary risks, ref 258 COVID-19 was explained and noted, the issue had been widely considered throughout the meeting. There were now 8 primary risks; the RAG ratings and the RM detail were noted. The relatively low mitigation resulted from the unpredictability of the present situation, the possible future progression and effects.

The information was noted.

B83/19 MERGER

The minutes of the Merger Steering Group (MSG) meeting (27.02.20) (Appendix A) and the unconfirmed Minutes of the inaugural Merger Shadow Board (MSB) meeting (03.04.20)(Appendix A) were received to inform considerations (**Action 10**); the information was complemented by a comprehensive briefing paper and verbal update. There was a single necessary resolution arising from MSG Meeting re the name change for the merged Colleges, which had been previously discussed and agreed. Accordingly it was unanimously resolved that the name for the merged Colleges (NCS&PRC) to be effective at and from the vesting date (1 August 2020) shall be the INSPIRE EDUCATION GROUP. (**Action 11**)

- a. Merger Progression. The Corporation had, at the December meeting:
 - (i) resolved to continue with progression to merger with New College Stamford (NCS);
 - (ii) authorised initiation of the Phase 2 Due Diligence (DD) of the 3-year Business Plan for the new college group (now the Inspire Education Group (IEG)), which had now been completed by KPMG and considered by the MSB (minute 51/19); and
 - (iii) identified key issues for completion (stop/go), all detailed in the paper.

These matters were all satisfactorily considered in the paper and acknowledged. The post Phase 2 DD Report and presentation had been strongly supportive of the merger and indicated that the Colleges had sufficient resources in the current situation and would be “stronger together”; the MSB had unanimously recommended that the merger between NCS and PRC should proceed according to the agreed timetable and that recommendation was agreed, also unanimously. (**Action 12**).

- b. Other issues. The comprehensive briefing explained wide and positive progress which was welcomed; the following were noted:
 - (i) an additional £140k for essential in year pre-merger work;
 - (ii) TUPE progress;
 - (iii) Inspire Education Group (IEG) governance detail;
 - (iv) date for inaugural meeting of the IEG Board (3 August 2020);
 - (v) impact of COVID-19 on the merger timeline;
 - (vi) timetable for re-branding; and
 - (vii) considerations for the next MSB meeting.

- a. **The information was noted and received.**
- b. **Actions had been identified (Register 86/19)**

B84/19 URGENT BUSINESS

There had been no urgent business agreed.

B85/19 NEXT MEETING

The next meeting would be held at PRC at 1630 on 9 July 2020.

B86/19 ACTION REGISTER

See referenced minute for full detail	Resp	By
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Action 1	73/19a. Last minutes (24.02.20) confirmed for signature.	Clerk	
Action 2	74/19. Committee minutes received.		
Action 3	76/19. Corporation appreciation recorded to all staff & students.	Chair	wie
Action 4	78/19. Supply Chain Fees Policy approved.		
Action 5	80/19a. Management Accounts received.		
Action 6	81/19a. iMET to continue as a limited employer.	VPCS	01.05.20
Action 7	81/19b(ii). Transfer Agreement to be signed.		
Action 8	81/19b(iii). PRCV transfer to PRC accepted.		wie
Action 9	81/19b(iv). PRCV resolution to be signed.		
Action 10	83/19. MSG (27.02.20) & MSB (03.04.20) Minutes received.		
Action 11	83/19. Group name approved,	Chair	
Action 12	83/19a. Merger approved.		01.08.20

Ralph Deveraux (Clerk) for Ian Jackson (Chair)
Ralph Deveraux (Clerk) for Ian Jackson (Chair) (14/11/2019 09:02 GMT+1)






Final agreed minutesPt1. 23.04.20RDRNIJ

Final Audit Report

2020-07-15

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