



**College**

**USP College Corporation**

**Minutes of the Meeting held on Tuesday 27 September 2022**

**Meeting held Boardroom, Seevic Campus**

**Meeting commenced: 16.10hrs**

**Meeting ended: 16.45hrs**

**Present**

Phillip Lennon	Independent Member	Chair
Roger Key	Independent Member	
Nicola Curtis	Independent Member	
Andy Williams	Independent Member	
Vikki Liogier	Independent Member	Attending remotely
Malcolm Bell	Independent Member	
Tony Wenden	Independent Member	
Paul Dale	Independent Member	Attending remotely
Dan Pearson	Principal & CEO	
Clare Smith	Staff Member	
Donna Williams	Staff Member	
Harvey Wayland	Student Member	
Maisie Cosby	Student Member	

**Apologies**

Ian Hockey	Independent Member
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**In attendance**

Steve Hendy	Chief Finance Officer
Clare White	Deputy Principal Corporate & Student Services
Jon Briggs	Vice Principal Quality & Curriculum

**Clerk**

Sue Glover	Clerk to the Corporation
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The Chair of the Corporation welcomed everyone to the meeting, in particular the new Student Members (Harvey and Maisie) and the new Staff Member (Clare) who were attending their first meeting of the Board.

Before the meeting commenced, members were asked to confirm that they had received and read the updated version of the statutory guidance from the Department for Education 'Keeping Children Safe in Education (September 2022)', which had been communicated to all members by the Clerk. All members confirmed that they had read and received the document and were reminded to complete the online knowledge checker if they had not already done so.

**039.22 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.

Phillip Lennon and Andy Williams both declared an interest under Item 6 (Membership of the Corporation).

**040.22**      **Apologies for absence**  
Apologies for absence were received from

- Ian Hockey

**Agreed**

The Corporation Board agreed to accept the apologies for absence

**041.22**      **Unconfirmed open minutes of the meeting of the Corporation Board held on 5 July 2022**

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

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

The Board reviewed the schedule of actions outstanding from the previous meeting, noting those that are carried over.

The CFO took the opportunity to update members on the land sale. The Board was advised that the Charge has now been removed by the bank on the piece of land at Seevic following the signing of the Deed of Release by the Chair of the Corporation at the previous meeting. The Heads of Terms are not yet available as Persimmon have delayed matters but it is hoped that these should be available for review soon.

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

**043.22**      **Student Members**

The Board received a presentation from both student members detailing

- What they hope to achieve, their career aims
- What will be different this year while they are the College Student Presidents and Student Members
- How they aimed to improve the student experience

Members were informed that both students have been signed up with the Unloc Student Governor Training Programme and would be invited to various events that they arrange during the year which help to support student governors in their role.

The Board suggested that it would be helpful if they could produce some handover notes at the end of their term for the new incoming student governors, which would help to settle them into their role.

The Board thanked the students for a very informative presentation and look forward to working with them both during the year.

**044.22**      **Membership Report**

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

The Chair began the session by paying tribute to the previous chair (Gordon Haines). Gordon's resignation on medical grounds had been unexpected and resulted in a sad loss to the College. On behalf of members of the Corporation and the whole College community, the Chair formally recorded his thanks to Gordon for all of his contribution over the last 5 years.

It was agreed that the Chair would write formally to Gordon to convey these thanks.

### **Phillip Lennon left the meeting**

Following the resignation of Gordon Haines as an independent member and as the Chair of the Corporation, in accordance with the Board's Terms of Reference and as advised to members by email on 26 August 2022, the Vice Chair, Phillip Lennon, assumed the statutory responsibilities of the Chair of the Corporation. The Board agreed to formally appoint him as the Chair of the Corporation, acknowledging that he wishes to undertake the role on an interim basis until such time as a permanent appointment can be made.

As the Chair of the Corporation also assumes the role of Chair of the Search and Governance Committee, the Committee approved the appointment of Phillip to this role at the meeting held on 7 September 2022, which the Board agreed to endorse.

### **Andy Williams left the meeting**

Members were reminded that the Board's Terms of Reference makes provision for a Chair Designate. This role does not hold any formal office or carry any specific authority but is designed to support succession planning for the Board and help to facilitate a 'handover period' between an outgoing Chair and a new Chair. The Chair Designate would work alongside the Chair for a period of time to facilitate a seamless handover, at the end of which there is the expectation that the Chair Designate would be formally appointed as the Chair of the Corporation by members of the Board.

In the email of 26 August, all members had been reminded of the process for electing the Chair of the Corporation and proposals were invited from anyone wishing to be considered for the role.

The Search and Governance Committee at the meeting held on 7 September 2022 agreed that, whilst no-one had presented themselves, there should be a focus on building on the progress of succession planning of the Board and suggested an approach made to Andy Williams to ascertain his interest in the role.

Andy indicated that he would be willing to take on the role of Chair of the Corporation but initially would prefer to work towards this by taking up the Chair Designate role and working alongside the Chair until such time as he felt he was able to take on the role of Chair.

In discussion, members unanimously agreed to appoint Andy to the role of Chair Designate with the expectation that he would become the Chair of the Corporation once he felt he had spent an appropriate amount of time working with the Chair. The Board agreed that it would be appropriate for Andy to become a member of the Search and Governance and Remuneration Committees and a member of the Finance Executive Group now that he was in the role of Chair Designate. In the light of the appointment of a Chair Designate, it was agreed to leave the Vice Chair role vacant at this time.

### **Resolved**

The Corporation Board agreed to formally

- acknowledge the resignation of Gordon Haines as an independent member and Chair of the Corporation
- write to Gordon to thank him for his contribution
- appoint Phillip Lennon as the Chair of the Corporation and the Chair of the Search and Governance Committee

- appoint Andy Williams as the Chair Designate, to work alongside the Chair for a period of time with the expectation that he will be appointed as Chair of the Corporation at the end of this period
- appoint Andy Williams to the Search and Governance Committee and the Remuneration Committee and the Finance Executive Group

### **Phillip Lennon and Andy Williams re-joined the meeting**

The Board congratulated both members on their appointments and thanked them for their ongoing commitment to the Board and to the College.

### **Independent Members**

The Board was advised of the following

- Roger Key has given notice of his intention to leave the Board in July 2023 when he will have completed his current term of office
- Trevor Hutchinson has given notice of his intention to leave his position of co-opted member of the Quality Committee in July 2023 due to his business commitments
- Jacob Smith has resigned with immediate effect due to a change in his current employment commitments

Members were advised that the Search and Governance Committee at the meeting held on 7 September 2022, have agreed to continue to explore all options available to ensure that new members are secured in good time before outgoing members depart. The Board will be kept informed of any potential new members.

### **045.22 Any Other Business**

There was no further other business.

### **045.22 Schedule of Meetings 2022/23**

Tuesday 13 December 2022 – **main Corporation Board**

Tuesday 7 February 2023 – Training & Development

Tuesday 28 March 2023 – **main Corporation Board**

Tuesday 9 May 2023 – Training & Development

Tuesday 11 July 2023 – **main Corporation Board**

All meetings commence at 4pm.

**As there was no further business, the Chair declared the meeting closed.**

**SIGNED AS A CORRECT RECORD:**



**DATE: 13 December 2022**