



External Board Review

USP College

Reviewer: *Mark Silverman*
February - May 2024

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Draft		13.5.24
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Executive Summary

This AoC External Board Review is based on the ETF/AoC pilot review framework. The framework considers, but is not limited to, principles from Codes of Governance, the Education Inspection Framework and the DfE's current guidance on external board reviews.

USP College was created by a merger of Seevic College and Palmer's Sixth Form College in 2017. The College operates three campuses at Benfleet, Canvey Island and Grays, which provide a range of academic and technical courses across South Essex.

Following a period of relative governance stability, at the commencement of the EBR, the Board had received a number of resignations, due to health or other unforeseen circumstances, including the Chair of the Corporation and the Chair of the Quality Committee. As a result, the Corporation embarked upon a rapid and comprehensive search and recruitment exercise to secure appropriate succession. This EBR has been able to reflect upon the impact of this exercise and the approach that the Corporation has taken to effective succession planning and ensuring strong governance.

The CEO was previously at Seevic College and, in 2017, oversaw a merger with Palmer's Sixth Form College and the successful integration of the two predecessor organisations. In 2023, the role of CEO & Principal was split and there is now a separate CEO and College Principal. The Clerk to the Corporation has been the governance professional for the College for several years, thereby providing strong continuity.

The College has adopted and fully embedded all aspects of the AoC Code of Good Governance.

During the EBR period, there was an interim Chair, with the highly experienced Vice-Chair having to step into the role; by the end of the review, a new Chair had taken up office. There was a well-managed transition of responsibilities, with both the outgoing interim Chair and new Chair being clear on their intent to provide strong support and challenge to the executive team in pursuit of continuous improvement and the achieving corporate strategic imperatives.

In what was a busy period for the College, in April 2024, there was a full Ofsted inspection. Whilst the report is not yet published at the date of this review report, USP College received an overall 'good' judgement with outstanding features and 'strong' for skills

contribution. Within the draft Ofsted findings, governance was judged to be positive, with the Board fulfilling their role in a highly effective way.

Priorities for the Corporation over the next few months will be to induct new members and ensure that they are able to make an effective contribution to the further development of strategic direction and to sustaining the high levels of College performance.

The full report sets out the findings made against the 3 Board dimensions in the framework with the key evidence that informs those findings.

The following table summarises the headline strengths and areas for development:

	STRENGTH	AREA FOR DEVELOPMENT
BOARD COMPOSITION	<ol style="list-style-type: none"> 1. Strong commitment to USP College, especially from some long-standing members, who bring knowledge, and experience. 2. Highly effective search & recruitment plan, that has strengthened the skills of the governing body. 3. Well qualified and highly experienced new Chair of the Corporation, Audit and Quality Committees 	<ol style="list-style-type: none"> 1. Build upon the success of the recent search exercise by strengthening the Search & Governance Committee 2. Seek opportunities within future search activities to increase the diversity in the composition of the Board. 3. Introduce a model of annual appraisal of Chairs and governors to review contribution and performance.

	4. Good involvement and contribution from student and staff members	
BOARD STRUCTURE		
	<ol style="list-style-type: none"> 1. Highly effective governance arrangements and support from the governance professional, reflected in the processes, records and detailed planning. 2. Positive working relationships between Governors, Senior Leaders and the Clerk to the Corporation 3. Committee work is highly effective and ensures a good focus on monitoring of performance. 4. Board papers are succinct yet enable members to draw out the key matters that require scrutiny. 	<ol style="list-style-type: none"> 1. Strengthen the remit of Search & Governance Committee to ensure succession planning and formal evaluation of governance. 2. Strengthen the impact of governor self-assessment and formal improvement planning. 3. Increase the regularity of Remuneration Committee to enable a mid-year review of targets for the Senior Post-Holders.
BOARD INTERACTION		
	1. Highly effective Chairing of all meetings, which facilitate that all	1. Provide induction for the new Chairs, to ensure that they have the skills to be

	<p>voices are heard and that there are high contribution levels.</p> <ol style="list-style-type: none"> 2. Good focus on the student experience, with a well-developed approach to the student voice 3. High level of governor strategic interaction and input into meetings and in the work of the Board. 4. Highly effective induction and governor training, on key themes such as safeguarding. 5. Strong and cohesive Board that provides good levels of both challenge and support for senior leaders. 6. Senior leaders are open and collaborative in their approach, responding well to challenge. 	<p>confident in steering member contribution.</p> <ol style="list-style-type: none"> 2. Increase the time set aside for 'strategy days', to ensure that there is sufficient time for members to share their skills and insight with senior leaders. 3. Seek further structure for Governors to be involved in college life, through attendance at student CPD days and/or sector boards.
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The overall conclusion on Board effectiveness is that:

There is strong evidence that the Board is highly proficient and consistently impacts positively on college strategy, effectiveness, and outcomes.

I want to thank all those at USP College who have taken time to engage in this review, in particular the Clerk to the Corporation, who has provided all requested information in a timely way and ensured smooth and efficient arrangements.

Our Approach

This External Board Review was undertaken by Mark Silverman over the period February 2024 to May 2024. The methodology followed a seven-stage approach:



Approach to the USP College EBR:

- Mark Silverman met the Board Chair, the CEO and the Clerk to the Corporation for an initial planning and scoping meeting, where key governance issues were discussed, and ideas were proposed for consideration.
- An online survey was issued to all Board members in February 2024, with outcomes received in March 2024
- Mark Silverman carried out desk-based review of the key documentation, Board and Committee papers and information relating to governance on the College website.

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- Mark Silverman attended a Board meeting on 26th March 2024, a Finance and Resources Committee meeting on 12th March and observed a recording of the Risk and Audit Committee from 19th March.
 - Mark Silverman conducted individual interviews with, the Chair, the Chairs of all Committees, the CEO, the Clerk to the Corporation, a staff governor and a student governor.
 - A draft report was shared with the Chair and Clerk to the Corporation on 20th May 2024 and this report considers feedback received at this meeting.

Board Composition

Background

USP College is a major provider of post-16 further and higher education in South Essex with 3 sites, Seevic Campus in Benfleet, Palmer's Campus in Grays and Xtend, with a focus on digital technologies and virtual and augmented reality, on Canvey Island. With over 3,000 students on level 1 to level 5 courses and links to many local employers, the College has a mission to connect young people to great career pathways, through exciting work and learning opportunities.

USP College had turnover of £21.4 million for the 2022/23 period. In 2023/24, there were 3,666 learners on education programmes for young people, of whom 126 were learners with high needs. There were 208 learners on adult provision, none of whom were learners with high needs and 175 learners on Higher Education programmes. The College does not have any current apprenticeship provision, but it has recently developed plans to enter this market. The staff count stands at 509.

USP College received an overall 'good' judgement (with outstanding for personal development) with a 'strong' contribution to skills, at its most recent Ofsted inspection in April/May 2024. This grade profile was draft at the time of writing, in advance of the report being formally published.

The College's Governing Body currently includes 15 members, comprising 2 staff, 2 students, the CEO, and 10 independent members. In July 2024, two additional independent members will be joining the Board, with membership rising to 17 members.

There are some long-standing and experienced members, including the interim Chair of the Corporation during the EBR (now Vice-Chair). The newly recruited Chair of Audit

joins the Board with several years of experience from a nearby FE Corporation. As a result of a comprehensive search & recruitment exercise, the Board have now successfully recruited a number of new governors with skills ranging from audit, senior FE leadership and safeguarding to the wider business community. The Board has acknowledged that they have more work to do in future search and recruitment activities to attract a more diverse membership, to greater reflect the communities served by USP College.

The Corporation operates a committee system model of governance and is supported and guided by an independent Clerk to the Corporation, contracted on a fractional basis (0.5 fte). The governance professional has a background in FE governance and provides services to another FE Corporation in addition to the work for USP.

There is currently no formal governor appraisal system in place, although the previous Chairs have conducted an informal 1:1 conversation with each governor. The Search & Governance Committee does review the work of the committees, but there is no individual performance evaluation process.

Findings

What attributes (skills, knowledge, mindset/attitude) does the Board possess currently and what additional attributes would it need to meet its objectives?

Board Composition

Strengths

Range of Backgrounds and Skills

Following the recent search & recruitment exercise, the Board now demonstrates a broad range of backgrounds, skills, and experiences among its members. The new governors bring significant skills, including a Chair with extensive successful senior leadership in the college-sector and others from local skills and economic development and extensive audit experience. This breadth of skills enables the Corporation to strongly support senior leaders in their development of strategic thinking.

Recruitment of a skilled New Chair

The new Chair has been appointed, following a period with the Vice-Chair acting as an interim Chair, to provide for continuity. The new Chair has a strong background within the education & skills sector, and this will strengthen the Board's ability to provide effective

scrutiny of senior leaders and College performance, whilst enabling a strategic approach to governance.

Engaged Student and Staff Governors

Student and staff governors actively participate in the work of the Board, demonstrating a good understanding of their strategic roles. Their involvement and commitment to improving the student experience and college performance bring regular and essential insights to Board discussions and strengthen the decision-making process.

Effective Governance Professional

The Clerk to the Corporation is highly regarded and valued by both the Board and the executive, ensuring that governance is well organised and that the key processes, documentation, and business planning is in meticulous order. The governance professional is highly experienced and provides excellent support to members.

Strong Commitment from Governors

A number of Governors have provided on-going exceptional commitment to USP College over the past few years. In particular, the current Vice-Chair has twice (due to unexpected health issues) had to step into the Chair. On both occasions he has ensured continuity.

Areas for Development

Strengthen the Search & Governance Committee

The Corporation should look to review and strengthen the role of the Search & Governance Committee. Bolstering its membership and giving it a remit of ensuring succession planning activities (including the need to increase diversity of the Board) will allow for better long-term planning. The Search & Governance Committee could also play a more central role in evaluating the impact of the Board and its Committees by having an oversight of governor appraisal/performance and improvement planning activities.

Seek Further Opportunities to Increase Diversity

Within the search & recruitment planning, there should be a continued focus on increasing the diversity of the Board. An enhanced Search & Governance Committee could develop ideas about how to best to encourage a more diverse membership and actions that could be taken to extend the reach of future search & recruitment exercises.

Introduce an Effective Model of Annual Governor and Chair Appraisal

The Board does not have structures for individual governor performance review or the setting of individual performance targets. Whilst attendance at meetings has been fairly strong, in the past there are also some members with low attendance and contribution levels. The Board should look to develop, through the Search & Governance Committee, a model for annual appraisal of the Chair and Committee Chairs and individual governors.

Conclusion

The Board composition at USP College demonstrates many strengths, including a good range of backgrounds, strong commitment, and engaged student and staff representation. However, there is a need to continue to work toward securing greater diversity of Board membership.

BOARD COMPOSITION	
STRENGTH	AREA FOR DEVELOPMENT
<ol style="list-style-type: none">1. Strong commitment to USP College, especially from some long-standing members, who bring knowledge, and experience.2. A highly effective search & recruitment plan, that has strengthened the skills of the governing body.3. Well qualified and highly experienced new Chair of the Corporation, Audit and Quality Committees4. Good involvement and contribution from student and staff members	<ol style="list-style-type: none">1. Build upon the success of the recent search exercise by strengthening the Search & Governance Committee2. Seek opportunities within future search activities to increase the diversity in the composition of the Board.3. Introduce a model of annual appraisal of Chairs and governors to review contribution and performance

Board Structures

Committee Model:

The Board follows a committee model, with Risk and Audit, Quality, Finance and Resources, Remuneration, and Search & Governance all in place.

Remuneration Committee:

The Remuneration Committee sets pay for senior post-holders, including the CEO, the Principal, the Chief Finance Officer and the Clerk to the Corporation. The Committee only meets on an annual basis when it receives the appraisal and targets for all the senior-postholders. There is no mid-year meeting or any formal review of performance against the set targets.

Link Governor Scheme:

USP College does not have a formal link governor scheme. It does, however, ensure that there is a lead safeguarding governor. Following a recent resignation of the safeguarding lead, this role has been vacant and has been covered by the Chair. It is a priority for the Board to ensure that one of the recently recruited, and suitably qualified members, is assigned this role at the earliest opportunity.

Strengths:

Highly Effective Governance Support:

Governance support is highly effective at USP College. The Clerk to the Corporation ensures that the agendas, papers, and minutes of meetings are well organised. All processes are well managed and business planning is effective in ensuring that the Corporation fulfill their responsibilities in an efficient and impactful way. Members and senior leaders greatly appreciate and value the guidance and support that they receive. There are good working relationships with the CEO and other senior leaders.

Positive Working Relationships:

Governor's feedback demonstrates effective collaboration with both the governance professional and the senior leadership team. In the survey, all respondents felt there was a good working relationship with the Clerk and 100% felt this with the Senior Leadership team.

Committee Work is Highly Effective with a Focus on Monitoring

Review of the agendas and minutes, along with observation of the committee work shows that there is a good governor focus on monitoring of college performance. The Risk and Audit Committee provides effective challenge around mitigation on the risk register and the Quality Committee has been active in focusing on the improvements within the quality improvement plan and student KPIs.

High Quality Board and Committee Papers

The papers received by the Board and Committees, in general, provide a good balance of being succinct, whilst still providing detail and data for Governors to undertake their oversight and scrutiny role. A useful executive summary, with performance information and a link to strategic objectives is provided for most papers.

Areas for Development:

Strengthen Search & Governance Committee:

A refreshed Search & Governance Committee, with a clear remit for succession planning, would ensure a regular audit of the skills profile of the Board and to develop plans to ensure priorities, such as increasing the diversity of membership, are delivered. The Search & Governance Committee can also provide a focus for the evaluation of the Board and its Committees, ensuring that areas for development are identified and improvement plans are in place.

Increase the Impact of Governor Self-Assessment:

While annual self-assessment of the governance structures exists, it is unclear whether this has led to improvement actions and delivered sufficient impact. The Search & Governance Committee could extend its focus to review the role and impact of the Board. Additionally, building in annual governors' performance appraisals and incorporating external benchmarking or peer review can further strengthen the self-assessment processes.

Remuneration Committee to Review SPH Targets:

There is an annual performance appraisal for all Senior Post-Holders, which is received by the Remuneration Committee. The Chair of the Corporation undertakes the appraisal and target-setting for the CEO and the Clerk to the Corporation. The appraisals for the Chief Finance Officer and the Principal were delegated to the CEO. However, the Committee currently sits only on an annual basis and there is no formal mid-year review of performance against targets.

Conclusion:

USP College's Board structure shows many strengths, including successful recent recruitment, highly effective administration, and engaged governors. However, further steps could be taken to enhance the impact of governor self-assessment and development planning.

BOARD STRUCTURE	
STRENGTH	AREA FOR DEVELOPMENT
<ol style="list-style-type: none"> 1. Highly effective governance arrangements and support from the governance professional, reflected in the processes, records and detailed planning. 2. Positive working relationships between Governors, Senior Leaders and the Clerk to the Corporation 3. Committee work is highly effective and ensures a good focus on monitoring of performance. 4. Board papers are succinct yet enable members to draw out the key matters that require scrutiny. 	<ol style="list-style-type: none"> 1. Strengthen the remit of Search & Governance Committee to ensure succession planning and formal evaluation of governance. 2. Strengthen the impact of governor self-assessment and formal improvement planning. 3. Increase the regularity of Remuneration Committee to enable a mid-year review of targets for the Senior Post-Holders.

Board Interaction

This section of the report focuses on the strengths and areas for development related to Board interaction at USP College. It highlights the positive aspects of the Board's interaction, such as meeting management, active questioning and challenge and the quality of information and analysis provided by senior management.

Strengths

Highly Effective Chairing Ensures an Inclusive and Open Approach:

The Chairs exhibit an inclusive approach at Committee and Board meetings, ensuring that all voices are heard and there is a high degree of participation in discussions. Positive and respectful relationships exist among Board members, as well as between the Board and senior leaders. The senior leadership team welcomes and responds positively to challenges from the Board.

Focus on the Student Experience:

The Corporation prioritise the student experience and their outcomes in their business planning and their decision-making. Student governors make valuable contributions to strategic discussions and actively engage in governance matters; this enriches the quality of governance oversight.

Open and Collaborative approach from CEO & Senior Leaders:

The CEO and other senior leaders provide open and detailed reports to the Board, covering policy, funding, capital development, student performance, risk management and other strategic developments. The reports highlight crucial policy areas and strategic considerations, such as the quality of provision or financial viability. This senior leadership encourage governor challenge and support to assist with developments at the College.

Good Levels of Support & Challenge:

The meetings attended and a review of minutes demonstrate that the Board and Committees show a good balance of challenge and support for the senior leadership team. There are good examples of members challenging performance information and contributing to the development of improvement priorities.

New Governor Induction and Training:

USP College has a clear process for new governor induction and training. Governors feel that they are well briefed and trained on key statutory aspects of their role, such as safeguarding duties. The College also actively participates in networks that provide regular training and development opportunities. Given the recent turnover of Board members, there could be further work undertaken to review and evaluate the impact of the induction process for these new members.

Student Voice:

The Board has a well-established student voice on the agenda; this provides a good platform for the students to provide an insight on their experience and a chance for members to explore the wider student experience.

Areas for Development

Induction and Support for New Chairs:

With changes to the Governing Body, there is a new Chair of the Corporation and for Risk and Audit and Quality Committees. The Clerk to the Corporation should ensure that there is support and development for these new post-holders, provide feedback to them and seek evaluation from members as appropriate.

Further Use of Strategy Away Days or Strategy Focused Meetings:

Planning additional strategy away days, half-days, or meetings into future Board activities would facilitate more in-depth discussions and regular strategic input, alongside

opportunities for increased governor self-assessment, professional development and training.

Seek Further Opportunities for Governors to be Involved in College Life:

Whilst the Board demonstrates high levels of commitment to their roles and duties, it would be useful for the College to structure increased governor involvement in college life at USP College. This could be through structuring governor attendance at the regular student employer-led CPD days or at the employer sector-board meetings.

Conclusion

USP College's board interaction exhibits clear strengths, including inclusive leadership, confident questioning, and the active involvement of most governors. Highly effective Chairing and good quality papers ensure that there is good support and challenge for the senior leadership. However, there are some areas for development such as increasing the level of governor involvement in college life.

BOARD INTERACTION	
STRENGTH	AREA FOR DEVELOPMENT
<ol style="list-style-type: none"> 1. Highly effective Chairing of all meetings, which facilitate that all voices are heard and that there are high contribution levels. 2. Good focus on the student experience, with a well-developed approach to the student voice 3. High level of governor strategic interaction and input into meetings and in the work of the Board. 4. Highly effective induction and governor training, on key themes such as safeguarding. 5. Strong and cohesive Board that provides good levels of both challenge and support for senior leaders. 	<ol style="list-style-type: none"> 1. Provide induction for the new Chairs, to ensure that they have the skills to be confident in steering member contribution. 2. Increase the time set aside for 'strategy days', to ensure that there is sufficient time for members to share their skills and insight with senior leaders. 3. Seek further structure for Governor involvement in college life, through attendance at student CPD days and/or sector boards.



6. Senior leaders are open and collaborative in their approach, responding well to challenge.	
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Overall Board Effectiveness

In assessing overall Board effectiveness, we have focused on the core function of a Governing Body:

- setting and communicating the College educational character, strategy and goals;
- holding executive leaders to account for educational performance and quality of the College and performance of staff;
- exercising effective control to ensure that funds and assets are protected and legal obligations are met.

We have looked at the way in which you observe the Nolan Principles and your adopted Code of Governance and the extent to which the culture of the Board focus on outcomes. Key Board outcomes are shown below:



USP College Corporation demonstrates many aspects of strong and highly impactful governance and has played a key role in the journey of improvement and success at the College. Governance arrangements are well organized, the well-structured papers, approach to business planning and breadth of member skills; enable the Board to make

a strong contribution strategic input, which has secured impact on organizational performance. In most meetings, members provide high levels of scrutiny challenge and support for senior leaders. The Corporation has recently completed an extensive recruitment exercise that has secured a good blend of skills and experience, which will enable the Board to fulfil its duties and provide strong oversight.

- The overall conclusion on Board effectiveness is that:

There is strong evidence that the Board is highly proficient and consistently impacts positively on college strategy, effectiveness, and outcomes.

Recommendations and Action Plan

This Review has drawn a number of conclusions about the strengths of the College and areas for development.

We make the following recommendations:

Issue	Action	Intended outcome	Named lead	Timescale
1.	Build upon the success of the recent search exercise by strengthening the Search & Governance Committee	Will strengthen the breadth of skills and knowledge of the Committee, allowing for better long term planning	Chair/Clerk	At autumn term meeting of SGC consider additional members for committee
2.	Seek opportunities within future search activities to increase the diversity in the composition of the Board.	Will give a more diverse Board that better represents all areas of the local community	Chair/Clerk	Ongoing as and when scheduled/planned vacancies arise
3.	Introduce a model of annual appraisal of Chairs and governors to review contribution and performance.	Annual appraisal of Chairs and governors will give the opportunity to consider the contribution and performance of individuals and identify any areas for training to develop role	Chair/Clerk	SGC to consider 'model of appraisals' at autumn term meeting

4.	Strengthen the remit of Search & Governance Committee to ensure succession planning and formal evaluation of governance.	Will allow opportunities for better long term planning	Chair/Clerk	At autumn term meeting of SGC to consider building succession planning and evaluation of effectiveness into annual schedule of business
5.	Strengthen the impact of governor self-assessment and formal improvement planning.	Will allow better evaluation of contribution and performance by governors	Chair/Clerk	SGC to consider 'new model' of self-assessment at autumn term meeting
6.	Increase the regularity of Remuneration Committee to enable a mid-year review of targets for the Senior Post-Holders	Will allow for targets set for SPHs to be reviewed mid year and any action taken if required	Chair/Clerk	Mid year review – March 2025 date to be identified. Agree by Board at July meeting
7.	Provide induction for the new Chairs, to ensure that they have the skills to be confident in steering member contribution.	Will ensure Chairs are better equipped to lead committees	Chair/Clerk	Format for induction to be considered by SGC at autumn term meeting

8.	Increase the time set aside for 'strategy days', to ensure that there is sufficient time for members to share their skills and insight with senior leaders.	Will give governors the opportunity to share their skills and experiences and for the Board to think strategically in a better way	Chair/Clerk	At autumn term meeting SGC to consider format of existing days set aside in calendar of meetings for training days/strategic discussions
9.	Seek further structure for Governors to be involved in college life, through attendance at student CPD days and/or sector boards.	Governors will be better informed on the college and its learners	Chair/Clerk	At autumn term SGC meeting agree a structure of governors' involvement in college life