

Minutes of the meeting of the IEG Corporation held in the Conference Centre, Stamford College at 1700 hrs on 31 October 2023.

Present	David Pennell (Chair)	Angie Morris (Vice Chair)	Rod Allerton	Tony Keeling
	Pamela Kilbey	David Cashmore	Suneel Appan	Vincent Brittain
	Jonathan Teesdale	Rachel Nicholls (CEO)	Steve Saffhill (Staff SC)	Anthony Warner (Staff PC)
In Attendance	Joanne Ulyatt (GD)	Ed Thomas (COO)	Louise Perry (CFO)	Sarah Young (VP SSE)
	Alison Fox (EDBD)	Angela O'Reilly (VP CQ)	Carole Drury (External Board Reviewer)	
Apologies	Dr Pam Vaughan	Gillian Beasley	Prof Sir Les Ebdon	Faustina Yang
	Marco Cereste	Martin Ballard	Qun Yang	Emilie Shaw (Student SC)
	Musqueba Fatimah Fati (Student PC)			

1/23 ELIGIBILITY, QUORUM, DECLARATION OF INTERESTS

- The apologies were accepted.
- No notice had been received of any Member becoming ineligible to hold office, the meeting was quorate and interests were declared and identified at appropriate agenda items. Student governors, Emilie Shaw for SC and Musqueba Fatimah Fati for PC, had been elected by their peers but were unfortunately unable to attend the meeting. Staff governors, Steve Saffhill (SC) and Tony Warner (PC) had been successful in staff governor elections and were to be re-appointed for a further term of 4 years. Secret ballots for Committee Chairs had been undertaken prior to the meeting; Angie Morris was elected as Chair of Finance & Resources Committee, and Pamela Kilbey had been elected as Chair of Curriculum & Quality Committee. *All appointments were **ratified** by the Corporation Board.*
- There was no urgent business requested.

The information was received and noted.

2/23 STANDING ITEMS

- The Minutes of the last meeting (4 July 2023) were confirmed for signature. **(Action 1)**
- There were no matters arising from the minutes.
- Outstanding Actions. Actions from the last meeting had been implemented.

See referenced minute for full action.		Status
Action 21	54/22a Minutes of the last meeting (23.02.23) approved for signature	Complete
Action 22	57/22b Annual Report of the Search & Governance Committee to be implemented commencing with a review of the 2022/23 academic year.	In progress
Action 23	59/22e Governors agreed to testing of CGT costs with the market and possible application for DfE loan to meet 31 May deadline if funding bid unsuccessful.	Complete

- d. Training Log; Governors were invited to report any training undertaken for entry onto the Governance Training Log.

The information was received and noted.

Actions had been identified. (See Register at end of document)

3/23 COMMITTEE MEETINGS

Minutes of Committee meetings held since the last Corporation were available on the portal; Recommendations to the Corporation for approval were made at the following meetings:

- a. Audit Committee 19 September 2023; three annually reviewed key policies were recommended to the Corporation Board for approval. These policies had been reviewed internally and by the Audit Committee and apart from administrative changes were deemed to remain fit for purpose.

*The Corporation Board **approved** the Risk Management Policy & Procedures, Anti-Bribery Policy & Procedures, and Modern Slavery Policy*

The information was received and noted.

4/23 CHIEF EXECUTIVE OFFICER (CEO) REPORT

The CEO Report was considered. The full Reports and Appendices had been circulated well in advance of the meeting and had been noted, particular issues were:

- a. The surprise funding announcement aimed at staff pay awards, which resulted in an additional £1.97M of funding for IEG. Budget implications are being worked through to look at affordability for the staff pay award.
- b. Good challenges being experienced around increased student numbers against the issues with 16-19 lagged funding. Current numbers indicate an additional 500 students above allocation (4600 vs 5100) but noting that there is still some data cleansing to be done.
- c. Exceeding Adult Learning Loans allocation so working hard to secure additional funding of circa £200k. CPCA may have the ability to flex funding.
- d. The announcement of ABS and talk around the future of T Levels was noted.
- e. Update provided regarding RAAC; no RAAC reported at SC but the Hall at PC remains out of action whilst the DfE sign off for mitigations is awaited. There was some discussion at Exec as to whether to proceed at risk with the view that the Hall was needed in time for exams, but the work cannot be completed in time so contingency planning to accommodate exams is well underway. IEG is working with the DfE to action mitigations as soon as possible. The expected cost is circa £85k which will be funded by the DfE.
- f. A sense of the political landscape was provided; the general election will be pivotal in the direction going forward.
- g. Finance are modelling various options for a staff pay award which was made more complicated by material changes in income and expenditure. F&R will receive detailed paper and will then make recommendations for approval at the December Board.
- h. IEG have made four submissions for this year's Beacon Awards; governors will be kept informed, with short listing being announced at the AoC Conference.

The information was received and noted.

5/23 GOVERNOR DASHBOARD

Final 2022/23 Dashboard

- a. The final dashboard reporting on the 2022/23 year was presented for scrutiny.
- b. Financially IEG was not far from the planned surplus, falling just a little under 6% EBITDA due to decisions on pay and inflationary increases suffered in year. Income was slightly up on plan and capital projects were delivered as expected in year and for multi-year projects are still underway.
- c. Quality and growth were outlined, with a paper offering further detail on achievement rates in the pack. Staff and governors are delighted with achievement rates for the year.
- d. Learner progress for apprenticeships is as at 31 July as many carry on from one financial year to another. If apprentices carrying forward remains higher than previous year then that is a good position.
- e. There was some discussion around mapping of retention targets and whether this should be flat or trajectory. This comes under a very good level of scrutiny at C&Q where it is presented on the C&Q dashboard.
- f. Attendance has been a challenge since the pandemic but this year seems to be improving. There has been an extremely high level of mental health and safeguarding issues since COVID and difficulties with young people not re-engaging with education, but the teams have worked

really hard with those learners that do not have the desired attendance to keep them engaged and in education. Behaviour seems to have settled and attendance so far this year is looking to be improving. This impact of COVID has been felt all across the sector.

- g. It was noted that retention is calculated on the number of qualifications students are on, not just individuals.
- h. Overall, governors noted that it was a pleasing outcome.

Proposed Dashboard Template 2023/24

- i. The Governor Dashboard has undergone a full refresh, taking on board governors views in the previous year that there was too much narrative on the last iteration. The template for 2023/24 was presented, noting that there were still a few refinements to be done. Governors views were invited.
- j. Governors liked that areas were highlighted in groups, but would like to see some key areas RAG rated.
- k. Staff vacancies are still to be added.
- l. Performance against major projects was discussed but was felt that this was better covered in detail in the Capital & Estates Updates, and the reports specifically relating to the Centre for Green Technology which now come to every Board meeting.
- m. The ESFA scoring was explained.
- n. The 2023/24 dashboard template will be further revised to include governor suggestions, with the first Governor Dashboard to be presented at the December Board meeting. **(Action 2)**

The information was received and noted.

Actions had been noted. (Register at end of document).

6/23 SAFEGUARDING & PREVENT ANNUAL REPORT

- a. A summary of the significant challenges and incredible work that Safeguarding teams are doing on a daily basis was provided, highlighting work done throughout the year, the recent Ofsted report, and a sense of direction and key priorities for this year.
- b. Governors noted positively that IEG is clearly an organisation that understands safeguarding, with incredibly dedicated staff from the top to the bottom of the organisation.
- c. The Safeguarding For All Policy had been amended to reflect KCSiE updates.

*The Corporation Board **approved** the Safeguarding For All Policy.*

The information was received and noted.

7/23 STUDENT OUTCOMES UPDATE

- a. The report was presented, noting further improvement on last year's outcomes. The consistent approach across the Group has been vital.
- b. Headline data in the report was flagged. Work has begun on the Group SAR; governors are invited to attend the SAR moderation panel and invites had been sent.
- c. The outcomes reported are the best results both colleges have had. NARTs data is due out in March and IEG will then be benchmarked against colleges regionally and national with rankings.
- d. Apprenticeships Strategy will go to C&Q and form part of the QIP.
- e. Headline data re A Levels was a little disappointing but does reflect a national trend with pass rates dropping for A Levels as well as GCSEs. IEG fared better in GCSEs but are still doing very well in terms of overall pass rates.
- f. Results dropped a little in maths and English but not in relation to national results.
- g. Outstanding Functional Skills outcomes were extremely pleasing and the improvements made in outcomes were noted; governors asked that their thanks are conveyed to teams.
- h. In terms of current vacancies for English and maths, IEG currently carries vacancies for 2.5 FTE. Recruitment is ongoing and a different model for recruitment in this area is also being trialled. Consequently, there are some big class sizes but recruitment remains active.
- i. Governors noted that the trajectory upwards is beyond commendable and the consistency between the two colleges is to be proud of.

The information was received and noted.

8/23 ENROLMENT UPDATE

- a. Update provided following main enrolment and numbers are at 42 days. The picture looks strong following a very successful enrolment period but some data cleansing is yet to be done.

- There is more work to do in terms of analysis of applications to enrolment, enrolment to induction and then induction to 42 days and this data will be reported to C&Q once available.
- b. PC has seen the biggest growth in new students for various reasons, including the work done with schools in terms of progression routes and student experience, as well as the great results profile and reputation.
 - c. Significantly more learners are starting their journeys on lower level programmes following the grade boundary changes affecting English and maths results.
 - d. Intelligence using Vector allows us to profile school leavers and look at current market share.
 - e. Internal progression is strong. FE to HE progression to sustain growth of UCP was discussed, including the additional £500 bursary available. A large HE event was held at PC and UCP which gave all L3 students the opportunity to access information.
 - f. More demographic information is available than ever before allowing a much more granular level of analysis which will enable modelling of multiple market shares and progression. This is really valuable as Exec begin planning in terms of space what the provision will look like going forward.
 - g. Apprenticeship numbers were discussed, noting that many colleges are reporting falling numbers.

The information was received and noted.

9/23 FINANCE REPORT (INCLUDING CAPITAL REPORT)

P10 Report

- a. The final management accounts for last year before any adjustments were reported, with a final surplus of £342k. Governors were advised that this will look completely different in the financial statements due to having to report the transfer of the UCP building as income.
- b. The pension swing was explained.
- c. A Nursery Update Report with business plan is on the agenda for the next F&R Committee.

2022/23 Regularity Self-Assessment under ACOP

- d. The IEG Regulatory Self-Assessment Questionnaire 2022/23 was presented as it is a requirement of the Audit Code of Practice that this document is scrutinised by the Corporation Board in advance of the Chair and Accounting Officer signing off the document.
- e. Questions were asked and answered.

*The IEG Regulatory Self-Assessment Questionnaire 2022/23 was **approved** by the Corporation Board for signing.*

2023/24 Finance Report Template

- f. A review had been undertaken to ensure information provided continues to meet the needs of the Board against a changing operating and regulatory environment, and a revised template for the Finance Report was presented for comment and approval.
- g. The proposed report will outline the IEG Group position within the template and further details will be included in the Supplementary Pack.

*The revised Finance Report template for 2023/24 was **approved** by the Corporation Board.*

2023/24 Formal Re-Forecast

- h. Ordinarily the Financial Plan is approved in July and then budget variance is recorded, however since the 2023/26 plan was approved in July there has been such a significant change in income that governors were asked to revise the budget on 2 lines.
- i. An increase of £1.97m of funding was confirmed by the DfE in September with a clear expectation that it all goes into a pay award to at least match the increases being awarded to school teachers.
- j. It was noted that it is very challenging to fund the level of growth IEG is seeing this year so modelling is underway to assess how much of the increased funding can be assigned to a pay award, and how much is needed to support further new posts identified as part of the overall growth in student numbers for English and maths. The Finance & Resources Committee will be presented with a detailed paper in November on pay award options.
- k. In terms of the pay budget, IEG would not afford such a level of pay award if the additional funding is not allocated to that budget line.
- l. Modelling is to be done to ensure that any pay award this year is affordable in future years. A decision on pay awards will be requested in December for implementation in January.
- m. Governors challenged hard on the proposed allocation to ensure it was sufficiently strength tested.

The Corporation Board **approved** a formal variation to the 2023/24 Financial Plan budget, increasing both the income budget, and including a corresponding increase to the IEG pay budget.

The information was received and noted.

10/23 CENTRE FOR GREEN TECHNOLOGY UPDATE

- a. An update report was provided.
- b. JCT Design & Build contract was agreed, and construction has begun with no delays anticipated. The timescales are tight so it will be continuously monitored to ensure it meets budget. Lots of work to secure additional funding is still ongoing; a request for £3.3m from the Towns Fund to close the funding gap has been submitted.
- c. Since the last version of the loan agreement was presented, all clauses that IEG could not agree to were identified and flagged. Carve outs have now been added that work for IEG as otherwise there were some clauses that would be breached on the day of signing, specifically in terms of non-arm's length agreements and the financial guarantee for UCP. The most difficult clause related to disposals whilst the loan agreement was in place which would see all proceeds go to DfE; this has now been amended to include only properties on which they hold a charge.
- d. The Towns Fund application was discussed.
- e. At F&R Committee, governors will consider how best governors can view progress as and when relevant.

The governors of Inspire Education Group proposed that the following resolutions were passed and authorised the Chair of the Corporation Board to hereby sign to signify the agreement to the following resolutions:

- 1) This resolution is made following a properly convened meeting of the Corporation Board held on 31 October 2023 at 5pm.
- 2) That the terms of, and the transactions contemplated by, the Term Loan Facility Agreement (Finance Documents) between Inspire Education Group (as Borrower) and The Secretary of State for Education (as Lender) are approved to be executed, delivered and performed.
- 3) That the Chair of the Corporation Board is authorised to execute the Finance Documents and, on the Corporation's behalf, to sign and/or despatch all documents and notices (including any Drawdown Request, if relevant)
- 4) That the Chair and Vice Chair of the Corporation Board are specified as authorised signatories of the Borrower whose instructions (jointly or alone) the Lender is authorised to accept in all matters concerning the Finance Documents.

The information was received and noted.

11/23 RISK REPORT/BAF

- a. The report was provided, highlighting a steady start to the year.
- b. A new strategic risk had been added relating to apprenticeships to keep under the monitoring of governors. This risk will be tracked alongside actions monitored by the QIP.

The information was received and noted.

12/23 SUBCONTRACTED PROVISION

- a. The report was presented outlining the subcontractor partners IEG works with and seeking approval for contract values for 2023/24. The report, if approved, has to be published on the IEG website by the end of November.
- b. IEG is reducing subcontracting in line with its strategic intent to move to more direct delivery.
- c. Subcontracting to Addict has reduced substantially this year; Addict has moved to a partnership with the University of West London to offer alternative provision. This has been mitigated for in the accounts.

*The subcontracting report was **approved** for publishing, and contract values for 2023/24 were **approved**.*

13/23 GOVERNANCE

- a. Governors were asked to return their Annual Declaration paperwork if they had not already done so (**Action 3**)
- b. The annual review of regulatory documents had been undertaken and amendments proposed: The Instruments & Articles of Government and the Committee Terms of Reference had only undergone corrections to typographical errors and formatting
IEG Standing Orders had been updated to include minor administrative changes or corrections, plus one more significant amendment at paragraph 21 relating to the conduct of meetings which was well received by governors as a sensible addition.
- c. The Code of Conduct for Governors had been updated to take account of the introduction of Accountability Agreements and the ONS decision to reclassify colleges as part of the public sector.
- d. The Governor Link Scheme and allocations had been refreshed for the 2023/24 year and was shared with governors. Area leads will be in touch with their allocated governor in due course to arrange the first meeting dates.

*The Instruments & Articles, Standing Orders, Committee Terms of Reference and Code of Conduct for Governors were **approved** by the Corporation Board.*

- e. Advice had been sought from Eversheds in relation to the minimum number of members making up the UCP Council which had been discussed and agreed at the last UCP Governance & Nominations Committee meeting. A proposed reduction from thirteen to ten, without affecting the balance of types of members in order to maintain independence, was discussed and agreed. The Board were also asked to ratify the extension to terms of office for all current UCP members for a further term of 3 years, with the exception of LE for whom the IEG Board previously extended the term of office to July 2025 to align both his IEG Board and UCP Council tenures, and to satisfy the maximum term for a Chair of the UCP Council; it is therefore requested that his term of office is renewed under the new Articles until July 2025.

*The amended Articles of Association for University Centre Peterborough with a reduced minimum membership number were **approved** by the Corporation Board.*

*The Corporation Board **ratified** the extension of terms of office for members of the UCP Council for a further 3-year term, and until July 2025 for LE.*

14/23 URGENT BUSINESS AND NEXT MEETING

There had been no urgent business agreed.

15/23 DATE OF NEXT MEETING

The next meeting would be at 1700 on Wednesday 13 December 2023

ACTION REGISTER

See referenced minute for full action.		Resp	By
Action 1	2/23a Minutes of the last meeting (04.07.23) approved for signature	GD	wie
Action 2	5/23n Dashboard 2023/24 to be further revised including governor suggestions ready to be presented at December Board.	CFO	13/12/23
Action 3	13/23a All governors to return their completed annual declaration paperwork to the Governance Director if not already done so	GD	wie

The meeting concluded at 7pm.