



**MINUTES OF THE CORPORATION MEETING
HELD ON 6th October**
Remotely via Microsoft Teams

Present:

Andrew Ellams	Chair
Andrew Bainbridge	Member
Martin Berman	Member
Ben Brady	Member
Andrew Ellams	Member
Nidi Etim	Member
George Huang	Member
Nichola Newton	Principal
Caroline Rowley	Member
Anne Ryans	Member
Peter Scott	Member
Kirstie Simpson	Member
Geoff Spencer	Member
Debbie Warren	Member

In attendance:

Rebecca Anderson-Moss	Assistant Principal: Business Development and Growth
Michelle Seeley	Deputy Principal: Finance and Resources
Rebecca Welch	Assistant Principal: Quality and MIS
Andrew Williams	Vice Principal: Curriculum
Laura Churchill	Clerk to the Corporation

The meeting opened at 8:00am.

The Chair welcomed new Board member George Huang to the meeting.

1 AoC PRESENTATION FROM EMMA MEREDITH

For information: to receive a presentation on the bigger picture in the FE sector from Emma Meredith, Director of Skills Policy and Global Engagement, AoC

2 APOLOGIES FOR ABSENCE

For noting: to receive any apologies for absence

Apologies for absence were received from: Lucy Gardner, Sam Naylor, Paula Rowland and

3 DECLARATIONS OF INTEREST

For noting: members to declare any interests in items on the agenda

Nichola Newton declared an interest in agenda item 7.3, consistent with her personal relationship with Alison Robinson.

Andrew Bainbridge declared an interest in agenda item 8, consistent with his expression of interest in the role of the Chair.

4 MINUTES OF PREVIOUS MEETING

For resolution: to approve the minutes of the meeting held on 4 July 2025

It was **RESOLVED** that members approved the minutes of the meeting held on the 4th July 2025, subject to adding Martin Berman as in attendance.

5 MATTERS ARISING

For discussion: to consider Actions Log and any other matters arising from above

5.1 Members agreed that the action around looking at accruals and balances would be considered at the Audit Committee meeting.

5.2 The Principal reported that an objective would be added around Board diversity and communicated at the next meeting.

5.3 The Principal reported that the costs around adults accessing counselling had been explored and could be covered in some instances by the college bursary which was not frequently accessed, however, there were elements adults were able to apply for if they qualified. Members were informed that the college always referred students out if needed, however, there was excellent support offered internally by the college. It was discussed that the Access to HE course did bring a share of vulnerability but that students were well supported.

Members **CONSIDERED** the actions log and matters arising.

6 CHAIR'S ACTIONS

For resolution: to approve any actions taken by the Chair on behalf of the Corporation since the last meeting

6.1.2 Members are asked to approve the action taken by the Chair to approve some minor amendments to the Safeguarding Policy

It was **RESOLVED** that members approved the action taken by the Chair to approve some minor changes to the College's Safeguarding Policy

STRATEGIC MATTERS (led by the principal and other members of the college's ELT)

7.1 Principal's Report and State of the Nation Presentation

For information: to receive a State of the Nation presentation from the Principal

Q- A member asked in regard to T-Levels whether there was any update on recruitment.

R- Members heard that the IT course which the college had previously delivered had been very generic and not fit for purpose and had therefore been decommissioned. It was reported that the college's IT provision was now focused around the application of IT within sectors and was evolving that way. Members noted that T-Level recruitment had been funded for 216 learners and the college had got 193 on role, with 116 in the first year and 77 in the second. It was reported that the business T-Level had recruited well, that the college had decommissioned media and that early years was on target. Members noted that the college

had tried to run a teaching assistant qualification but that it had not attracted any attention. It was discussed that the college were still struggling to attract learners to the science courses and that the only pure science provision was the GCSE adult re-sit course, with no 16-18 learners. The Vice Principal: Curriculum reported that T-Levels were growing in areas the college had anticipated they would.

Q- A member asked in regards to the drop in achievement rates for apprenticeships whether the Standards and Curriculum Committee would be doing an in-depth look at understanding the picture more fully and whether the dip was potentially due to issues which occurred a number of years ago but only impacted results in the current year because of how apprenticeships achievement rates worked.

ACTION 1 – Standards and Curriculum Committee to receive an apprenticeship paper giving a detailed insight into the 24/25 results and actions for 25/26.

Q- A member commented that to move the pay to income ratio from 71% to the recommended 65% would be extremely challenging and asked whether there would be any additional scrutiny because the college was above the suggested figure.

R- Members were informed that additional scrutiny was not likely and feedback from the sector indicated that most colleges were over the suggested 65%.

Members **RECEIVED** the presentation from the Principal.

7.2 Draft KPIs 2025-26

For approval: to consider and if so minded, approve the KPIs for the academic year 2025-26

7.2.1 The Assistant Principal: Quality and MIS (AP:QMS) reported that the quality KPIs were reviewed each year and looked at the end of year predictions and provider group averages in setting the KPIs. It was explained that the number of KPIs had increased this year in light of the new Ofsted framework areas of focus. Members noted that scrutiny around inclusion was now included in the KPIs as a key focus and some protected groups had been added. It was discussed that when the KPIs were presented to governors they would be split over terms so that the key areas of focus were presented at each meeting. It was reported that there were not significant changes to targets although adults had increased slightly. Members were assured that the college had undertaken work to look at the groups Ofsted mentioned which would be focused on as part of the new inspection framework and in conjunction with this, how progress reports would be provided.

7.2.2 Members were assured that the college did well under the Teaching Excellence Framework for HE and retention was measured in the same way that the college did for adult learners.

Q- A member asked in regards to outturn, there was more red on the overall report than anticipated and it was asked whether the issues related to those reported in the Principal's presentation around apprenticeships.

R- Members were informed that it was apprenticeships causing most concern from a KPI perspective and that the KPI had been set at 70, however, the college was expecting 65 as a maximum. Members noted that the college were waiting on final end point assessment results in order to arrive at a final figure. Members were reminded that the DfE measures for destinations were red and had been highlighted previously as an area of focus for the college and linked to the inclusion piece the college would be focusing on. Members heard that nearly 50% of the college's students fell into protected groups so it was very difficult in regards to destinations for the college.

Q- A member asked why there were progress measures for 16-18 for English and maths but not achievement.

R- Members were informed that the DfE measure in relation to progress linked to the MIDES report which would be published later in the year and that the progress measure was the measure from a students' starting point. It was explained that the move from grade 3 to 4 was important but that the college had a lot of learners starting on grade 1 or 2 and therefore the important thing was to show improvement over time. Members were reminded that the MIDES report last year very positive and hopeful same this year.

Q- A member expressed concern that English and maths impacted on all aspects of learning and individual inclusion into society and therefore it needed focus from a societal perspective.

R- Members heard that students with no level 2 English or maths were categorised as a protected, vulnerable group. It was agreed that it was incredibly challenging and there were conversations on a daily basis about those students re-sitting English and maths. It was agreed that the GCSE was not fit for purpose for some of the college's learners and others nationally. Members heard that when students re-sat the exam a certain number of times, their results started to go backwards because they were completely demoralised and gave up trying.

7.2.3 The DP:FR reported that the college were trying to move away from a long list of KPIs and focus on themes. It was explained that the financial KPIs were presented within the management accounts and therefore allowed governors and leaders to hone in on what should drive decisions. Members noted that 2024/25 had concluded in a stronger position than forecast. It was explained that compliance with covenants was equally important and therefore monitored via the management accounts. It was noted that there was a second tab around people and staff retention. Members heard that in 24/25 some KPIs were rated as green but some ratios were close to mark and the college were undertaking a separate piece of work looking at assessor coach utilisation. Members were informed that the third tab focused on sustainability and there were elements of red around the utilisation of both campuses, however, there would be an improvement this year because of changes to classrooms. Members were pleased to note that the KPIs for sustainability were mainly in the green. In respect of printing, members were informed that the college set a target of a 10% reduction each year but that there may be plateau because there would always be elements of printing, such as in English and maths where practice papers were done on paper booklets.

It was **RESOLVED** that members approved the KPIs for the academic year 2025-26

7.3 Appointment of Alison Robinson to conduct the External Review of Governance 2025-26

For resolution: to consider and if so minded, approve the recommendation from the Search and Governance Committee to appoint Alison Robinson, former FE Principal, to conduct the college's External Review of Governance

7.3.1 Members heard that the Search and Governance Committee had considered multiple proposals from those who were offering to conduct external reviews of governance, which were now mandated every three years as a condition of funding. It was explained that the Committee were keen to use reviewers who focused on Board behaviours and culture rather than a compliance based review.

It was **RESOLVED** that members approved the appointment of Alison Robinson to conduct the College's External Review of Governance 2025-26

7.4 Policies

7.4.1 For resolution: to consider and if so minded, approve the Freedom of Speech Policy

Members heard that the changes to the Freedom of Speech Policy were driven by changes to Office for Students requirements and slides 5 and 6 set out governors' responsibilities in regards to academic freedoms. It was discussed that although HE was a small part of the college's provision, there were serious reputational and legal risks to consider for failing to comply.

Members agreed that it would be helpful to have further training and time to consider the new policy, alongside the Code of Practice, prior to fully signing off. It was AGREED that a written resolution would be used for final sign off of the policy, facilitated by the Clerk.

7.4.2 For resolution: to consider and if so minded, approve the revised Articles of Association for the college.

Q- A member asked what CE of Skills Funding Members stood for.

R – Members were informed that it was representatives from Skills Funding Agencies

A- A member asked whether the title for the State for Innovation, Universities and Skills needed updating.

ACTION 2 - Clerk to update the title for the Secretary of State for Innovation, Universities and Skills in the Articles of Association.

It was **RESOLVED** that members approved the Articles of Association for the College

MEMBERSHIP MATTERS

8.1 For information: to note the re-appointment of Lily Jones as the college's student governor

Members noted the re-appointment of Lily Jones as the college's student governor.

8.2 For resolution: to consider and if so minded, approve the co-option of Caroline Rowley onto the Audit Committee as a temporary appointment, until a new member is recruited

It was **RESOLVED** that members approved the co-option of Caroline Rowley on to the Audit Committee as a temporary appointment until a new member is recruited.

8.3 For resolution: to consider and if so minded, appoint Andrew Bainbridge as a temporary Vice Chair of the Corporation until 1st January 2026.

It was **RESOLVED** that members approved the appointment of Andrew Bainbridge as temporary Vice Chair of the Corporation until 1st January 2026

8.4 For resolution: to consider and if so minded, approve the approach to appointing a new Chair/Aspiring Chair and additional Board members

8.3.1 Prior to temporarily leaving the meeting, Mr Bainbridge outlined his suggestion about stepping into the role of Chair.

8.3.2 Mr Bainbridge commented that there was a risk if the Corporation did not have members who were able to step up as Chair and there was always risk associated with appointing somebody unknown to the college. Mr Bainbridge commented that he would be willing to take over as the Chair when Mr Ellams steps down on the 1st January to give the Board time to find

a suitable Chair without rushing. Mr Bainbridge commented that he had flexibility to stay in post until a new Chair had been sought and indicted and would step back at an appropriate point. Mr Bainbridge commented that he would be happy to do a phased handover with a new Chair.

Andrew Bainbridge left the meeting at 9:42.

8.3.3 Members agreed that the offer from Mr Bainbridge was both generous and helpful and would provide the college with continuity as well as affording some flexibility. It was discussed that the college was entering a period of change over the next two years and therefore continuity at Board level would be helpful.

8.3.4 It was discussed that the vacancies the Board were carrying in terms of other members would be hopefully filled by using the DfE recruitment service for transparency. The Clerk reported that the college could use the DfE service to also recruit an aspiring Chair, to take over from Mr Bainbridge should he be appointed.

8.3.5 A member commented that the college were currently in an interim position and that the college would likely be an attractive prospect for a prospective Chair, and therefore the DfE service could be used to recruit a new Chair immediately after Andrew Ellams' departure. A member commented that continuity was important, however, disruption was also sometimes good and the Board needed to consider this in their decision about recruitment.

8.3.6 Members discussed that the college were making better use of leaders on the Board in the Committee Chairs and that the Chair and Vice Chair were now working more closely together, with a more distributed model.

8.3.7 It was discussed that there were three options for the Board to consider:

1. Using the DfE recruitment service to appoint a Chair to take over as soon as possible
2. Use the DfE service to appoint an aspiring Chair, to take over from Andrew Bainbridge at a suitable point to allow time for induction and shadowing
3. Test the market and ask Andrew Bainbridge to apply alongside other candidates.

8.3.7 Members agreed that option 2 was the best solution and it was AGREED that Andrew Bainbridge would be appointed as the Chair from 1st January 2026 whilst the process was running to recruit a permanent Chair. It was AGREED that the college would also apply to the DfE to engage their governor recruitment service for the roles of Audit Committee member and Standards and Curriculum Committee member.

8.3.8 Members heard and received Martin Berman's resignation as a Board member with effect from 7th October 2025. Members thanked Mr Berman for his excellent service and commitment and wished him well in his retirement.

8.3.8 Members agreed that the college needed to be expansive in the search for the Chair when advertised.

Andrew Bainbridge rejoined the meeting at 10:29am.

Nidi Etim left the meeting at 10:32am.

9 PAY AND INDUSTRIAL RELATIONS

Please note that a part II item will be opened to consider this item of business

9.1 The DP:FR reported that the college had been working with the union to arrive at an agreement regarding pay. It was explained that a final position had been arrived at and the college were looking to agree wording with the regional team to ensure the decision could be communicated to staff. It was reported that the pay award was 6.5% to be paid to all staff for 25/26, backdated from 1st August 2025. Members were reminded that there had been no award in the previous year due to the college's financial position and lack of certainty around funding. It was explained that the college had also concluded on a previous main and upper pay scale dispute to ensure there was one pay scale and no differential. Members also noted that a third point had been resolved about term time only staff and the way their holidays were calculated which had been on the table to resolve for over 3 years.

9.2 It was discussed that nationally, the unions had declared collective dispute and 77 colleges had not entered into negotiations around pay. Members heard that just under half of the colleges were able to make the 4% AoC recommendation and therefore there was likely to be unrest nationally. It was discussed that 16-18 funding was not likely to rise in the current year as it had done previously and so it was likely that a smaller pay awards would be afforded in forthcoming years.

9.3 Members expressed their thanks to the Principal and Deputy Principal for resolving the pay issues so early in the term within the parameters agreed by the Board.

Q- A member asked what the general mood was amongst staff.

R- Members were informed that the staff saw the award as good offer although the vote around strike action was closer than the college would have liked in UCU, with 60% voting to strike. Members heard that although there was a 60% vote for strike, as a proportion of all staff, it was believed to be around 90 members of staff in the union, with not all turning out to vote, amongst a population of 450 staff. It was agreed that with the stretch on Treasury, it was not likely that the college would see the same level of increases in funding and therefore the 10% expectations for pay from the unions was not likely to be achievable.

For information and discussion: to consider an update on staff pay and industrial relations.

10 ANY OTHER BUSINESS

For consideration: to consider any items of other business presented to the meeting

Members all wished Mr Berman well and offered thanks again for his commitment and dedication as a Board member.

11 MANDATORY SAFEGUARDING TRAINING

12 DATE AND TIME OF NEXT MEETING

For information: to note that the next meeting of the Corporation will take place on Thursday 11 December at 4:00pm.