



**MINUTES OF THE CORPORATION MEETING
HELD ON 11th December 2025
At the Warrington Campus**

Present:

Andrew Ellams	Chair
Andrew Bainbridge	Member
Ben Brady	Member
Nidi Etim	Member
Lucy Gardner	Member
George Huang	Member
Nichola Newton	Principal
Caroline Rowley	Member
Anne Ryans	Member
Sam Naylor*	Member
Peter Scott	Member
Kirstie Simpson	Member
Debbie Warren*	Member

In attendance:

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
Alison Robinson*	Observer
Kerry Dowd (part)	
Steph Doyle (part)	

***remote attendance**

The meeting opened at 4:00pm.

1 APOLOGIES FOR ABSENCE

For noting: to receive any apologies for absence

Apologies for absence were received from Paula Rowland, Geoff Spencer and Lily Jones.

2 DECLARATIONS OF INTEREST

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

Andrew Ellams declared an interest in agenda item 8.4, consistent with his working relationship with Unite. It was agreed that the Vice Chair would Chair the meeting for this item.

There were no other declarations of interest from members in any items on the agenda.

3 MINUTES OF PREVIOUS MEETING

3.1 For resolution: to approve the minutes of the meeting held on 6 October 2025

It was **RESOLVED** that members approved the minutes of the meeting held on the 6th October 2025

3.2 For resolution: to approve the minutes of the meeting held on 10 November 2025

It was **RESOLVED** that members approved the minutes of the meeting held on the 10th November 2025

4 MATTERS ARISING

For discussion: to consider progress against actions from the meeting on the 6th October 2025 and 10th November 2025

The Clerk reported that all actions had been completed.

Members **CONSIDERED** progress against actions from the meeting on the 6th October 2025 and 10th November 2025

CHAIR'S ACTIONS

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

There were no actions taken by the Chair on behalf of the Corporation since the last meeting.

STRATEGIC MATTERS

6.1 Principal's Update

For information: to receive and note an update from the Principal

6.1.1 The Principal reported that the staff pay issue had now been resolved and that there was a considered opinion that the AoC recommendation would be below 4% next academic year. year.

6.1.2 It was explained that the college self-assessment report reflected the Ofsted report from November 2024 and that there was no deviation from the grades awarded following inspection. Members noted, however, that next year, the grade for apprenticeships would be carefully considered. Members noted that there were issues in regards to 16-18 apprenticeship achievement rates and the DfE had been made aware of this in the Annual Strategic Conversation which had taken place earlier in the day on the 12th December, with the Chair and Vice Chair also in attendance.

6.1.3 Members heard that the senior team had been working to improve Board papers and that feedback was welcomed from members.

6.1.4 The Board heard that Amanda MacKinnon and Andy Atkin had joined the executive team and that in terms of wider staff, there was a new system in place for conducting appraisals.

6.1.5 It was reported that the Annual Strategic Conversation had been a productive and useful conversation and that it had been valuable for the Chair and Vice Chair to see everything

together in one place, including the plans for the future, which had been well received by the DfE.

Members **RECEIVED** and **NOTED** an update from the Principal

6.2 Risk Management

For information: to receive and note an update on the college's key risks

6.2.1 The Deputy Principal: Finance and Resources ('DP:FR') commented that the risk register was presented to each committee and there was a new risk added around the Winsford campus. Members were assured that the college continued to monitor the position with regards to cyber which was the greatest risk and that there were a number of mitigations in place to try and manage the risk to an acceptable level. It was explained that the risks were reviewed frequently and that the DfE had raised questions for the management team to consider including adding 16-18 apprenticeships as a risk and also expanding the risk around the Winsford campus to include the curriculum offer. Members heard that following feedback from Board members, the Winsford risk had been mitigated down and was now red as opposed to black.

Q- A member asked what the DfE's feedback was about the Winsford campus.

R- Members were informed that there was a broad discussion about the Winsford area overall and the offer at the campus, including stakeholder feedback and in particular, the views of the local authority.

6.2.2 The Vice Principal: Curriculum ('VP:C') explained that the Winsford task force was in its infancy but were holding meetings to try and support with the NEET issue in the area.

6.2.3 It was reported that the DfE had discussed Winsford as a place not just the campus. It was explained that the DfE acknowledged the under utilisation and financial burden of the Winsford site. Members discussed that learners were choosing to come to Warrington from Winsford and the surrounding areas. The Board heard that the Suggestion from DfE CWAC, DfE and College to meet to work collectively to understand each stakeholder's view point.

Q- A member commented that it was pleasing to hear Winsford being discussed and the Board had had concerns about the Winsford campus for many years. SN offered support with negotiations with Cheshire West and Chester.

Q- A member asked whether it was helpful to include local employers in the meetings with Cheshire West and Chester.

R- It was agreed that it would be helpful.

Q – A member asked whether apprenticeships would be reviewed as a risk.

R- It was explained that the risk register would be reviewed although 16-18 apprenticeships were a small proportion overall.

Members **RECEIVED** and **NOTED** an update on the college's key risks.

STANDARDS AND CURRICULUM MATTERS

7.1 Chair's Update

For information: to receive and note an update from the Chair of the Standards and Curriculum Committee on the work of the Committee

- 7.1.1 The Chair of the Committee reported that spent considerable time discussing the apprenticeship outcomes for 16-18 year olds in 24/25. Members heard that the results were 15% below provider group average and as such, requested that a paper be presented to the Board detailing why the issue occurred and what the college planned to do to address the issue. Members requested that going forwards, the teaching and learning paper have a separate section in about 16-18 apps and that the student satisfaction survey for 16-18 apps be explicitly drawn out.
- The Committee explored some of the work due to take place around inclusion and noted that it was especially important for the large cohort of students on free school meals and the smaller cohort of looked after children whose results for 24/25 had fallen behind their peers. Members were pleased to note the strong outturn for adults for 24/25 and 16-18 year olds on study programmes. It was reported that the college were ahead of the game in regards to inclusion which was pleasing to note.
- In regards to the SAR, the Committee agreed with management's decision to self-assess in line with inspection from November 2024. It was discussed that although apprenticeships had been graded as good, if anybody visited the college within the next 6 months, there would need to be strong evidence to show improvements.
- Members were pleased to hear that the college's catch up curriculum which helped to support students moving between curriculum areas had been successful and had helped to improve retention. Members were also pleased to hear the positive work that was taking place around transition for those in schools accessing alternative provision.
- Members received a paper on high needs and were pleased to note that the college were receiving more interest from the deaf community following the enrolment of a small number of learners with hearing impairments who had settled in well to the college.

Members **RECEIVED** and **NOTED** an update from the Chair of the Standards and Curriculum Committee on the work of the Committee.

7.2 Key Performance Indicators ('KPIs')

For information: to receive and note progress against the KPIs

7.2.1 Members heard that the quality KPIs were split over terms and the pertinent ones for autumn were discussed. Members heard that the college were doing well with retention. Members noted that apprenticeships were colour coded amber and the college were at 29% to date with a maximum 71% overall. It was explained that the college had started last year on a low position for maximum possible achievement but this year was 7-8% which was pleasing. Members noted the red rating for tailored learning and heard that the college were trying to ensure the most vulnerable were being reached, however, there was more to do in this regards.

7.2.2 Members noted that entry level attendance was also highlighted red but it was a small cohort and the students came with additional needs and therefore the area was being monitored closely. Members heard that the executive team had discussed attendance with the

DfE which at 88.3 was the same as when Ofsted visited last year, but was not where the college wanted to be at an aspirational level.

Members **RECEIVED** and **NOTED** progress against the KPIs.

7.3 College Self-Assessment Report

For resolution: to consider and if so minded, approve the college's self-assessment report for 2024/25.

7.3.1 Members noted that the college had self-assessed as per the Ofsted inspection and the college believed the quality of education was good across provision types, although discussion was held around the grade security for apprenticeships. It was explained that because for the majority of apprenticeship learners, the quality was good, the decision had been taken to self-assess as good overall for apprenticeships.

7.3.2 Members heard that the list of curriculum areas causing concern had decreased but Engineering, Construction, Plumbing, Education, Motor Vehicle and 16-18 Apprenticeships had been flagged as a concern and so were being monitored closely. Members were pleased to note improvements in hairdressing and Access which had both done well at the end of the previous academic year. It was discussed that the college had real strength around curriculum intent and implementation and the careers not courses approach. It was discussed that the college was not yet outstanding because of the areas highlighted during inspection and 16-18 apprenticeship retention needed to improve. Members heard that the new inspections would be much wider and the outstanding grade would be removed.

It was **RESOLVED** that members approved the college's self-assessment report for 24/25.

7.4 End of Year Outcomes

For discussion: to receive and note a paper detailing the end of year outcomes for 24/25 and the current position and targets for 25-26

7.4.1 Members were informed that end of year outcomes for apprenticeships were above KPI and around provider group average, with the new provider average score due in January. It was discussed that the college were aware of the three year decline and had plans in place to address the issues, however, apprenticeships for 19+ and 24+ were strong.

7.4.2 In regard to achievement gaps, members heard that there was a 7% gap for those with a declared learning disability which needed to be addressed, however, for 16-18 overall, there was a three year improvement trend and the college were above provider group average, but only by a percent or two. Members heard that those on free school meals and looked after children were also a focus and that free school meals was a large cohort. Members were informed that 16-18 pass rates for those with high needs and those with an EHCP were lower but retention was strong.

7.4.2 The AP: Quality and MIS ('AP:QM') explained that the majority of groups monitored under equality were within the 3% tolerance. It was flagged that T-Level achievement at level 2 was strong but level 3 was low due to poor retention. Members were pleased to note the strong outcomes for adults and HE.

Q- A member asked if there was any particular reason why young carers had done so well.

R- Members were informed that it was a small cohort but that they had significant wrap around support.

Members **RECEIVED** and **NOTED** a paper detailing the end of year outcomes for 24/25 and the current position and targets for 25/26.

7.5 Apprenticeship Report

For discussion: to receive and discuss a report on apprenticeship outcomes for 24/25 and actions and targets for 25/26

7.5.1 The Director of Apprenticeships reported that there was a tight retention issue at the start of the previous year and members heard that of the 49 withdrawn learners, a significant proportion were from the 16-18 age group. It was explained that a number were out of the college's control (15 of the 28) due to issues such as the employer finishing the apprentices. Members heard that 9 learners did not pass their end point assessment ('EPA') for a variety of reasons including where one element had not been passed and there was not another EPA date before July. Members noted that 6 had passed after the July deadline for achievement to count in 24/25.

7.5.2 Members noted that the college were focused on addressing the outcomes for 16-18 year old apprentices and that there was a 7.8% increase in maximum possible achievement, although 16-18 apprenticeships were now in enhanced support. It was reported that the team were going to propose series of events to prevent the same issue reoccurring including doing a thorough review of information, advice and guidance and conducting formal interviews for those apprentices in the age bracket. It was explained that there was a review of the standards offered within brackets and whether changes needed to be made in the future. It was explained that the college were implementing an employability programme for learners and a mentorship programme for employers who took on 16-18 year old apprentices. Members were assured that there was line by line scrutiny of the 40 plus learners to ensure that the appropriate support and intervention was in place.

Q- A member asked in regard to apprentices who had been discharged by their employers what role the college had in that situation.

R-Members were informed that the college attempted to intervene and mediate and in situations where the apprentice was made redundant, the college would try to find another employer to sponsor the apprentice through the programme.

Q – A member asked whether there were health barriers impacting learners in some instances.

R- members were informed that there were a number who had declared a learning need and that typically adjustments were carried forward, however, the college also found that there were several learners who did not declare their needs at the start and in response to that, the college surveyed learners later in their apprenticeship to try and capture any undeclared needs.

Q- A member asked in regard to apprentices what the college could do about situations such learners in their third or fourth year being offered a job and therefore leaving the apprenticeship.

R- It was discussed that there was little the college could do and it was a challenge for the college to mediate if learners decided to go self-employed.

Q- A member asked how the college sold to employers the value of apprentices completing their qualifications.

R- Members were informed that information, advice and guidance was crucial and recruiting with integrity was key to ensure employers saw the long term picture.

7.5.3 It was reported that it was a challenge for the college to ensure that apprentices went into their EPAs as prepared as possible because employers had to pay for resits which could be in excess of £700. It was discussed that EPAs were a significant undertaking.

7.5.4 The VP:C explained that there was a promise from the government to reform apprenticeships and make it easier for all involved.

Q- A member asked in regard to the drop below provider group average whether the college needed to scale back the provision in order to address the issues. Comment was also made that the Board were unprepared for the significant drop below provider group average and that the Board absolutely needed to be made aware where there were difficulties.

R- Members were assured that challenging conversations had taken place where learners had been let down. Members heard that the college were looking to expand EPA organisations to afford greater flexibility.

ACTION 1 – Members requested that future apprenticeship papers focus more on actions going forwards and progress towards targets. Members requested that the spring apprenticeship paper involves more detail about quality improvements made to apprenticeships and the scheduling of EPAs.

R- Members were informed that there was an element of reflection from team about EPAs which were very busy at the end of the year but the caveat was that the college had to ensure students were ready.

Q- A member asked if it would take longer than a year to resolve the problem because of the length of the apprenticeship courses for 16-18 year olds.

R- Members were informed that it would because 16-18 apprenticeships were a four year programme but members were assured that the maximum possible achievement was increasing each year. Members were also assured that pass rates were high and it was retention which had hit the outcomes. The Principal commented that the issue would be monitored closely at the senior leadership team meetings.

Members commented that they were assured the team knew where the issues were.

Members **RECEIVED** and **DISCUSSED** a report on apprenticeship outcomes for 24/25 and actions and targets for 25/26.

7.6 Curriculum Update

For discussion: to receive and discuss a report on the curriculum, including areas in enhanced support

7.6.1 Members heard that 16-19 study programme enrolment targets had been met and with the additional King's Trust learners, the position should finish at plus 65. It was explained that there had been T-Level recruitment funded for 216 learners but that enrolment numbers were at 181 and therefore there had been DfE clawback.

7.6.2 Members heard that following funding meetings, the college were on track to meet adult and tailored learning contracts although there were some concerns over the Liverpool City Region ('LCR') allocation. It was explained that apprenticeship starts were on target.

7.6.3 In regard to enhanced support, members heard that areas of concern were carpentry and joinery and engineering. It was reported that there was a good outturn for engineering but management knew from a student experience point of view that there were issues which were being addressed. Members noted that the retention figures were positive and the catch-up curriculum was working well. Members were informed that the King's Trust subcontracted provision was being proposed to move to Warrington.

7.6.4 The VP:C commented that English and maths attendance was kept under constant review and that the college were working out solutions for the 100-hour delivery.

Members **RECEIVED** and **DISCUSSED** a report on the curriculum, including areas in enhanced support.

7.7 HE Annual Review and Self-Assessment documents

For resolution: to consider and if so minded, approve the HE annual review and HE self-evaluation documents

It was **RESOLVED** that members approved the HE annual review and HE self-evaluation documents.

7.8 Safeguarding, Prevent and Vulnerable Learners

For discussion: to consider and note the termly report

7.8.1 Members heard that in regards to safeguarding, the report had been presented to the Standards and Curriculum Committee and members heard that mental health was the largest area for referrals. Report contained within the papers about violence in households where student aggressor and see some reflected in college – safeguarding and welfare team busy.

Members **CONSIDERED** and **NOTED** the termly Safeguarding, Prevent and Vulnerable learners report.

7.9 Safeguarding Policy

For resolution: to consider and if so minded, approve the amended Safeguarding Policy

7.9.1 Members were informed that the changes to the policy were in line with Keeping Children Safe in Education legislation. It was discussed that the policy changes always came out late so the policy had to be brought in-year.

ACTON 2 – amend the name in the policy and cover sheet – still reads Mervyn Ward and needs to be changed to Andrew Bainbridge.

It was **RESOLVED** that members approved the amended Safeguarding Policy.

FINANCE AND RESOURCES MATTERS

8.1 Chair's Update

For information: to receive and note an update from the Chair of the Finance and Resources Committee on the work of the Committee

8.1 The Chair of the Committee reported that a large meeting had taken place and had covered estates, with confirmation that the college had renewed its gas contract to 2028, however, it had been less fortune with electricity which was due for renewal in 2026 and the college would have to go to market, with the introduction of levy impacting.

8.2 Members heard that carbon use was down due to the college securing a green electricity contract and members were informed that the Committee had heard about insurances and the £1m of cyber cover. The Committee had also been assured that the Turing Scheme was included within the college insurance.

8.3 In regard to the Turing scheme, members heard that there was a slightly higher funding gap to ensure a higher staff to student ratio. Members also heard that the Warm Home Skills had had a disappointing start in terms of recruitment but the Committee were assured that actions had been taken to address the situation. Members noted that the FEC condition allowance had started to be spent and that there was only one project bid for industry standard catering equipment which the college had recently received confirmed it had won.

8.4 In regard to the HR update, the Board heard that turnover of staff had been high at the start of the year high but is was annualised and was lower than the same time last year.

8.5 It was discussed that there was concern around the number of staff with a Bradford score higher than 125 and when the Committee had asked the Director of HR for comparison across colleges, it had been reported that few colleges used Bradford. Members noted that there were 10 long term staff with critical or long term illnesses.

Q –A member asked for clarification of what the Bradford score was.

R- Members were informed that it was the number and frequency of absence.

Q- A member asked in relation to long term absence whether there was a point where it moved to capability.

R- Members were informed that it did in instances where required.

8.6 It was explained that the Committee received and noted period 3 management accounts and there were no immediate concerns.

8.7 In regard to the risk register, the Finance and Resources Committee had challenged management about the risk of requires improvement financial health and whether that could be further lowered as a risk. Members noted that Winsford risk was currently at £200-500k and that the management had assessed the risk as certain to happen, because the situation was difficult to turn around in the remainder of year. It was reported that Winsford cost £850k per year and the college received £600k worth of income. The Chair of the Committee commented that the Committee discussed free reserves and how important it was to the Board, with an improved policy to be issued in year following further consideration and discussion. It was explained that there was a danger of holding too much in reserves because it disadvantaged current learners and there was a danger in holding too little because of destabilising the college.

Members **RECEIVED** and **NOTED** an update from the Chair of the Finance and Resources Committee

8.2 Financial statements for year ended 31 July 2025

For resolution: to consider and if so minded, approve the financial statements for the year ended 31 July 2025

8.2.1 Members heard that the final version presented did not contain any changes to figures from the version presented to the Board on the 27th November but did contain some formatting changes and changes to the notes. Members discussed that the overall performance was good and the college achieved the financial health markers it had projected to achieve.

It was **RESOLVED** that members approved the financial statements for the year ended 31 July 2025.

8.3 Revised Budget

For resolution: to consider and if so minded, approve the revised budget for 25/26

8.3.1 The DP:FR commented that the overall revised budget was presented to the Finance and Resources Committee and the key movements were drawn out in the cover sheet. Members noted the positive position and strengthened key ratios, with EBITDA heading towards 5% and an improved surplus position. Members heard that the college had not budgeted for in year growth but that lagged funding would be received in 26/27. It was reported that the college projected to achieve its adult allocation but was slightly behind on LCR which the college were anticipating. Members were assured that the college had a strong relationship with the relationship manager in Liverpool and he had advised the college to keep the contract value. It was explained that the college were ahead on 16-18 apprenticeship starts but slightly behind on adults.

Steph Doyle and Kerry Dowd joined the meeting at 5:25pm.

8.3.2 Members heard that the pay award for staff had now been recognised and the college had also accounted for the increase in minimum wage from April 2026. In terms of the revised position, members heard that the non-staffing position had been amended.

It was **RESOLVED** that members approved the revised budget for 25/26.

8.4 Subcontracting Increase

For resolution: to consider and if so minded, approve an increase to the college's subcontracting provision as recommended by the Finance and Resources Committee

8.4.1 Members heard that the proposal was to increase the Cheshire Fire and Rescue provision, with an additional cohort in April delivered as subcontracted provision, to increase the King's Trust with 2 cohorts in Warrington and a third element of Unite Union provision in Liverpool City Region. Members heard that the contracts would span the current year and following year. Members heard that the Finance and Resources Committee debated the issue given the DfE's encouragement to reduce subcontracting and the reputational risk, however, the Committee agreed that it helped to address the NEET issue and LCR were keen to work with Winsford. The Committee also considered that the subcontracted provision also acted as an entry point for some learners, who would then enter at level 1 at the college.

Q- A member asked whether the funding received exceeded the cost of delivery.

R- It was explained that the college received a management fee which was retained, usually about 20%.

Q- A member asked whether the income sufficiently covered the management costs.

R- Members were informed that it did and that the £200k was detailed on the budget spreadsheet. Members were assured that the management were comfortable because they were providers the college had worked with before.

It was **RESOLVED** that members approved the increase in subcontracting provision.

8.5 Review of employer engagement and growth

For discussion: to receive and note a report on employer engagement and growth

8.5.1 Members were assured that apprenticeship income was due to be back on track by the end of December, having been down at the end of November. In terms of potential commercial income, members heard that to date there was £706k potential income, however, a significant proportion at risk partly due to under recruitment and also staffing issues within the business centre. Members were informed that for Winsford employer engagement, a business engagement coordinator had been appointed.

8.5.2 In regards to engineering, members heard that there had been a growth in apprentices at Winsford and the position was already 33% up on the same time last year. In terms of future growth, members heard that the college were actively pursuing the local growth fund for capital investment to expand engineering because that was where the college were seeing the most demand. It was reported that the college had applied for the Clean Energy Technical Excellence status.

8.5.3 In regard to industry placement, members heard that there had been staffing challenges but that they were being resolved. Members heard that the team had focused on placing T-Level learners because it was a mandatory requirement. In terms of progress on placements, members were assured that the college were up compared to the same time last year, with some new, strong employer relationships. It was explained that the focus for term 2 would be on programme of study placements.

8.5.4 The Board were informed that there were significant live briefs being delivered across the curriculum.

8.5.5 In terms of mitigation, members heard that there was weekly monitoring of apprenticeships against targets and the college continued to engage existing and new employers.

Q- A member asked in regards to planned income and year to date whether it was for the financial year?

R- Members were informed that they were for the 25/26 academic year. Members were assured that there was lots in the pipeline and so members would see an increase in January. It was explained that because of the risk involved, a detailed report would be presented to the senior leadership team and provision had been made in the revised budget.

Q- A member asked in regard to skills bootcamp what areas the college delivered in.

R- Members were informed that it was construction and heat pumps.

Q- A member asked if the skills bootcamps were popular with employers.

R- Members were informed that they were popular but that timelines were sometimes difficult. It was explained that employers codesigned some elements and shared their supply chains which was very helpful.

Q- A member asked about the mitigating actions and whether there was a formal monitoring process.

R- Members were informed that there was formal and informal monitoring through funding monitoring meetings and senior leadership team meetings as well as other internal monitoring meetings.

ACTION 2– Board to see pipeline forecast for the business centre including confidence levels for likelihood of income.

Steph Doyle and Kerry Dowd left the meeting at 5:47pm.

8.6 Bad Debts

For resolution: to consider and if so minded, approve the write off of bad debts totalling £20,076.79

Members were informed that the amount proposed for write off was matched by bad debt provision and was similar to previous years.

It was **RESOLVED** that members approved the write off of bad debts totalling £20,076.79

8.7 Charles Middleton Trust annual accounts 2024/25

For resolution: To consider and, if so minded, to approve the Charles Middleton Trust Annual Accounts 2024/2025

8.7.1 Members heard that the Trust had been around since the 1980s and had £40k in the account. It was explained that only the interest could be spent and therefore actions were in place to explore what could be done to draw down on the fund.

Caroline Rowley offered to support the work to explore the charity's restrictions based on her previous experience.

It was **RESOLVED** that members approved the Charles Middleton Trust Accounts 2024/25.

8.8 Financial Regulations

For resolution: to consider and if so minded, approve the Financial Regulations

8.8.1 The Committee noted that there were changes with references updated to the DfE not the ESFA. Members heard that there was also an increase to threshold for pay and remuneration for senior postholders.

It was **RESOLVED** that members approved the Financial Regulations.

Members took a break from 5:50 to 6pm.

AUDIT MATTERS

9.1 Chair's Update

For information: to receive and note an update from the Chair of the Audit Committee on the work of the Committee

9.1.1 The Chair of the Committee reported that the Committee had met on the 27th November.

- The Committee in conjunction with Board members considered the Cooper Parry Audit report and were grateful for the additional testing carried out to give the Board assurance following the Weston College scandal. Members were pleased to note the clean report and in the pre-meeting with the auditors where the Committee meet the internal and external auditors without management present, the external auditors commented that everything had gone very smoothly with the process.

9.1.2 Members spent significant time considering the internal audit report on funding where auditors had followed up on the actions from the apprenticeship review but noted that there were still actions outstanding. It was discussed at the meeting that there were no issues around any malpractice by the college but that the evidence had not been captured as it should have been. The Committee were advised by management that to go back and find all the evidence would be hugely significant in terms of time and therefore the college were choosing to accept the risk, with further assurance provided by the recent ESFA, Liverpool City Region and Greater Manchester Combined authority audits. Members noted that if the college were subject to an audit, there was a risk of clawback, however, the college would address any evidence issues for the sample in advance.

9.1.3 Members received the RSM annual report and heard that their conclusion was that the college had an adequate and effective framework for internal control but identified that further enhancements could be made. Members discussed that based on previous years, this was the opinion that the majority of colleges received, however, RSM would produce a benchmarking report which would be shared once available.

9.1.4 The Committee spent time considering the risk register and in response to the new risk around the Winsford campus, members requested that a specific Winsford paper be presented to the full Board in the Spring, considering both the curriculum and financial aspects of the campus. In regards to the college's most severe risk around a cyber attack, members ask that the Director of IT attend the next meeting and discuss the college's progress against the new DfE cyber security measures which had very recently been published.

9.1.5 Members of the Committee were assured that there were no concerns around health and safety or data protection at the college, however, the number of freedom of information requests and subject access requests had risen significantly in the period, partially due to the college's cost saving work. The Committee were also assured that there were no instances of whistleblowing or fraud.

Members **RECEIVED** and **NOTED** an update from the Chair of the Audit Committee on the work of the Committee.

9.2 Cooper Parry Audit Findings

For discussion: to receive and note the Hacker Young Audit Findings 24/25 and approve the letters of representation for signing

9.2.1 Members heard that there were no material changes to the report. Members were assured that there were no recommended actions and there was a clean position in regards to the financial statements.

It was **RESOLVED** that members approved the letters of representation for signing.

9.3 RSM Annual Report 24/25

For information: to receive and note the RSM annual report 24/25

9.3.1 Members were informed that the internal auditors would share benchmarking information once available for comparison purposes.

Members **RECEIVED** and **NOTED** the RSM annual report 24/25

9.4 Annual Report of the Audit Committee

For information: to receive and note the annual report of the Audit Committee 24/25

Members **RECEIVED** and **NOTED** the annual report of the Audit Committee 24/25

9.5 ESFA Regularity Questionnaire

For resolution: to consider and if so minded, approve the signing of the ESFA regularity questionnaire.

It was **RESOLVED** that members approved the signing of the ESFA regularity questionnaire.

9.6 Critical Incident Management Plan

For resolution: to consider and if so minded, approve the Critical Incident Management Plan as recommended by the Audit Committee.

9.6.1. Members heard that the cover sheet detailed the set up in regard to the critical incident management team. Members heard that the insurers took the college through a desk-based critical incident scenario and fed back that the number of people on the critical incident team needed to be tiered to a first and second response team. Members were assured that there were no other areas for improvement based on the exercise.

9.6.2 Members heard that the college were going to train a number of staff in terms of first response to a mass incident.

Q- A member asked why given cyber risk was the most severe was it not covered in the plan.

R- Members were informed that business continuity and recovery was a separate plan.

It was **RESOLVED** that members approved the Critical Incident Management Plan.

SEARCH AND GOVERNANCE MATTERS

10.1 Chair's Update

For information: to receive and note an update from the Chair of the Search and Governance Committee on the work of the Committee

Members **RECEIVED** and **NOTED** an update from the Chair of the Search and Governance Committee.

- The Committee spent considerable time discussing recruitment of three new members: an aspirant chair, a member of the Audit Committee and a member of the Standards and Curriculum Committee. Following meetings with the DfE and Governors 4 Schools, the adverts for the vacancies are now live and will be shared by the Clerk for circulation to networks. The interviews for the roles will take place in February, be presented to Search and Governance for approval to the Board in March. Members heard that the delay in time was due to the Christmas break.
- Members discussed governor attendance and noted that for 24/25, governor attendance had fallen ever so slightly below target but that it had been an exceptional year for people in terms of personal circumstances. It was agreed that the attendance targets for 25/26 would be proposed to the Board as the same as last year.
- In regards to self-assessment, the Committee noted that the ordinary timings had been deviated from because of the change in Chairs, however, members had now received the paperwork for completion. Members are reminded to please return this to the Clerk asap as the deadline has now passed and we are expected to complete self-assessment annually.
- The Committee following discussion at the Board considered a governance maturity matrix and whether it was a worthwhile exercise to complete. It was agreed by the Committee that there was a danger of over-doing self-assessment, however, it was thought by the Committee to be a useful tool and possibly for use at a future strategy event.
- The Committee considered the article in FE Week about Havant Downs College. According to the FE Commissioner's investigation (published October 2025), many governors were "**not appropriately sighted on, or informed of, the developing financial risks**". It was discussed that the governors at HD were not given correct or timely information and it was therefore positive that one of the areas of focus for WVR's external review of governance was the relationship and reporting from exec to the Board.

10.2 Board Membership and Vacancies

For information: to receive and note an update on the composition of the Board and vacancies

Members **RECEIVED** and **NOTED** an update on the composition of the Board and vacancies.

For information: to note the reappointment of Martin Sim as a co-opted governor on the Standards and Curriculum Committee for a period of one year

Members **NOTED** the reappointment of Martin Sim as a co-opted governor on the Standards and Curriculum Committee for a period of one year.

10.3 Attendance at Board Meetings 24/25 and target for 25/26

For resolution: to consider and if so minded, approve the Board attendance target for 25/26 as recommended by the Search and Governance Committee of:

82% for full Corporation meetings, 87% for Corporation and Committee meetings combined and 88% for Committee meetings only.

It was **RESOLVED** that members approved attendance targets for 25/26 of 82% for full Corporation meetings, 87% for Corporation and Committee meetings combined and 88% for Committee meetings only.

10.4 Governor Training Record 24/25 and Training Requests for 25/26

For information: to receive and note the governor training record for 24/25 and to discuss any training needs for 25/26 (governor training 24/25 is contained within the accounts)

Governors were encouraged to email the Clerk if they had any training requests or wanted to get to know any particular areas of the college better. The Clerk explained that the governor engagement calendar would be circulated shortly and governors were encouraged to sign up to one event per term.

Members **RECEIVED** and **NOTED** the governor training record for 24/25 and discussed training needs for 25/26.

10.5 Governor Training and Engagement

For discussion: to receive and note an update on training activities/events attended by governors since the start of the academic year, including link governor activities (Safeguarding link governor – Lucy Gardner; Apprenticeships link governor – Geoff Spencer; SEND link governor – Paula Rowland, Careers link governor – Anne Ryans)

10.5.1 The AP:QM requested that governors consider taking on the role of inclusion link governor.

10.5.2 Members were informed that Anne Ryans had taken on the careers link governor role and as part of this, had met with colleagues and had got policies to review, including the new careers strategy. It was reported that there was a meeting scheduled for early in the new year to take these matters forwards.

10.5.3 Members heard that as part of her safeguarding link governor role, Lucy Gardner was due to meet Laura Williams' team and learners who accessed support.

Members **RECEIVED** and **NOTED** an update on training activities/events attended by governors since the start of the academic year.

10.6 Committee Terms of Reference

For resolution: to consider and if so minded, approve the 25-26 Terms of Reference for:

10.6.1 The Standards and Curriculum Committee

10.6.2 The Finance and Resources Committee

10.6.3 The Audit Committee

10.6.4 The Search and Governance Committee

10.6.5 The Senior Staff Remuneration Committee

It was **RESOLVED** that members approved the 25/26 Terms of Reference for:

- 10.6.1 The Standards and Curriculum Committee
- 10.6.2 The Finance and Resources Committee
- 10.6.3 The Audit Committee
- 10.6.4 The Search and Governance Committee
- 10.6.5 The Senior Staff Remuneration Committee

10.7 Governance Development Plan

For resolution: to consider and if so minded, approve the governance development plan 25/26

ACTION 3 - Add respond to feedback from the external review of governance as part of the governance development plan and include find additional ways for the Board to hear learner voice.

It was **RESOLVED** that members approved the governance development plan 25/26.

11 SENIOR STAFF REMUNERATION MATTERS

To resolution: to consider and if so minded, approve the Senior Postholder Report for publication on the college's website

Andrew Bainbridge and Peter Scott left the meeting at 6:30pm.

It was **RESOLVED** that members approved the Senior Postholder Report for publication on the college's website

12 ANY OTHER BUSINESS

For discussion: to consider any items of other business

The Chair expressed thanks to the Board for their time and commitment during 2025. Members and management thanked the Chair for stepping up as an interim at short notice and providing stability and leadership.

13 DATE AND TIME OF NEXT MEETING

To note that the next meeting of the Corporation will be held on Thursday 26th March at 8am at the Warrington Campus

The meeting closed at 6:40pm.