

Corporation

Tuesday 3rd July 2025, 6:00-8:00pm
Block 10 seminar room (10.107)



Meeting papers link: [03 July 2025](#)

Corporation members in attendance:

Jacquie Carman, CEO & Principal
Shabir Chagan
Jo Chilton, Chair of the Corporation
Andrew Hanson
Tiff Harvey-Pallent
Ian Hughes, Vice Chair of the Corporation
Grant Johnson
Raj Joshi, Vice Chair of the Corporation
Tegan Powers

Officers in attendance:

Steph Morley, Director of Governance
Jon Priest, Chief Information Officer
Craig Tucker, Assistant Principal
Anthony Wood, Staff governor designate
Andrew Woodford, Vice Principal/CFO
Jo Williams, Deputy Principal/CEO

APPROVED MINUTES

Item	Discussion	Action
1	<p>Welcome and introductions</p> <p>The Chair opened the meeting and welcomed all in attendance, in particular A. Wood – the newly appointed staff governor taking up the role in September 2025 - who was observing the meeting as part of his induction.</p> <p>The meeting was confirmed as quorate.</p>	
2	<p>Procedural matters</p>	
2.1	<p><u>Apologies</u></p> <p>Apologies were received and accepted from S. Dawson, S. Fisher, A. Jarrett, O. Preece, G. Rothnie and A. Sutton.</p>	
2.2	<p><u>Declarations of interest</u></p> <p>There were no declarations of interest for this meeting.</p>	
2.3	<p><u>In-year changes to the Register of Interest</u></p> <p>There were no declared in-year changes to the Register of Interest.</p>	
2.4	<p><u>Minutes of previous meetings for approval/noting:</u></p> <p>The Corporation approved the minutes from the meetings held on 27 March 2025 and 17 June 2025 as a true record. The minutes of the confidential sessions from these meetings were considered under Item 9.</p> <p>The Corporation acknowledged the notes of the briefing held on 08 April 2025.</p>	
2.5	<p><u>Actions and matters arising</u></p> <p>The following update was provided on outstanding actions from previous meetings, with all other actions were reported as completed/closed:</p>	

- Ref 5 (deep-dive methodology): incorporated into the wider piece of work
- Ref 7 (joint Corporation-senior team meal): to be held during Autumn term
- Ref 14 (incorporation of agency pay into management accounts): completed
- Ref 16 (LUF update during Summer term): completed
- Ref 19 (committee terms of reference and membership): to be reviewed over the summer
- Ref 20 (new Ofsted framework training): on development day agenda
- Ref 30 (update Conflict of Interests Policy as per feedback): completed

S. Morley confirmed the live action tracker had been updated accordingly.

3 College performance – current year

3.1 Annual plan

J. Priest presented the dashboard, which displayed the goals, progress commentary and RAG ratings for the college's annual plan. He confirmed a numerical score to reflect progress had been incorporated at the Corporation's request and that work was underway to show trajectory within next year's dashboard. He reported the vast majority of actions were on track to be completed and it was confirmed any outstanding actions from this year would be rolled into next year's plan.

J. Priest referred to the performance dashboard and highlighted the following:

- Retention was 92% and apprentices numbers remained steady
- Attendance continued to be a focus and would remain a priority next year
- Added value was shown to be on target at college level, although a mixed picture was expected. Reporting at department level and for vocational courses would be in place next year
- Achievement would be reported to governors in the Autumn term, showing outcomes per subject and against predictions
- More than 300 lesson observations had been carried out, with 95% meeting expectations
- 65% of staff had been absent from work due to illness during 2024/25

The Corporation **noted** the updated provided.

3.2 Finance

A. Woodford presented the financial dashboard and highlighted the following:

- Both EBITDA and liquidity had improved compared to the previous month
- All financial covenants were met and finances were on target to be within budget at year-end, enabling the college to retain its 'Good' financial rating

The Corporation **noted** the updated provided.

3.3 Risk register

A. Woodford presented the risk register via PowerBi and advised three new risks had been added since the previous meeting – uncertainty regarding the new Ofsted inspection framework (due September 2025), the overreliance on a single company for student transport and site access (from a safeguarding perspective). He explained a review of the risk register for 2025/26 would be undertaken, which would include risk consolidation and removal of 'issues' incorrectly described as a risk, and confirmed operational risks would be transferred to departmental level to ensure the

college risk register remained strategic. He noted the Summer term had seen the introduction of risk discussion by committees and advised the Corporation the college's internal auditors (RSM) would be delivering a risk workshop to governors as part of the Corporation's development day in January 2026.

The Corporation **noted** the live risk register and plans for further improvement for how risk was monitored and managed at the college.

4 Strategic update

4.1 Principal's report

J. Carman presented her report and the following was highlighted/discussed:

- The inaugural whole-college staff conference had taken the previous day and had been a successful event, to be repeated next year in some form
- The significant amount of change and uncertainty currently across the sector, both nationally and regionally
- The AoC's expected pay award recommendation, and the need to balance this with affordability and achieving the new financial benchmarks
- A letter had been received from the education Permanent Secretary regarding the improvement made to apprenticeship achievement rates at the college

The Corporation noted the correspondence from the Permanent Secretary and formally acknowledged the significant contributions of everyone involved in the successful delivery of the college's apprenticeship programme.

J. Carman informed the Corporation about the impact of recent international events and how the new post of Head of Inclusion would play a key role in providing support to students and responding to concerns/incidents.

The Corporation asked if the recent White Paper for immigration had caused concern. J. Carman advised the main implications were for eligibility and visa requirements for ESOL students, and the restricted access to learning for 6 months for asylum seekers.

The Corporation **noted** the Principal's report and the verbal update provided.

4.2 Levelling Up Fund

A. Woodford presented the report, which provided further detail following the verbal update provided at the last meeting. He confirmed the report had been discussed in detail by the Finance & Resources Committee and that the matter was no longer confidential, as information had recently been released by the local authority (LA).

A. Woodford informed the Corporation, once the LA had received an MoU from the MHCLG, more detail about the project requirements would be known and the funding agreement would be drawn up between the LA and college. It was confirmed governors would receive regular updates about the project, including more detailed reports for discussion by the Finance & Resources Committee.

The Corporation **noted** the update and the progress made since the last meeting.

4.3 Annual Plan 2025/26

The Chair informed the Corporation of a change of approach for the finalisation of next year's annual plan – the Principal would meet individually with the committee chairs to discuss the sections appropriate to their committee, review the plan in light of the feedback received and present the plan at the Corporation's first meeting in 2025/26.

5 Resources management

5.1 Budget 2025/26

A. Woodford presented the draft budget 2025/26, 3-year financial plan and commentary for the CFFR, which he confirmed had been reviewed by the F&R Committee at its meeting on 25/06/25 and were recommended for approval. He referred to the commentary report, which provided the context for the budget, explained any assumptions made and outlined associated risks, and highlighted the importance of meeting the updated FEC financial benchmarks.

The Corporation thanked A. Woodford for the work undertaken to prepare the budget and asked whether the income projections were realistic. A. Woodford advised the income was based on projected increases in enrolment and the Y2/Y3 predictions would be updated nearer the time, once more reliable information was known.

The Corporation asked if the upcoming changes to accounting rules meant greater clarity was needed regarding the representation of leases in the college's accounts. A. Woodford advised the changes came into effect for 2026/27 and confirmed he would speak with the external auditors to gain clarity.

The Corporation **approved** the 2025/26 budget, the 3-year financial plan and commentary for the CFFR (subject to identified correction to budget totals), and **agreed** to their submission to the DfE by 31/07/25.

AW

5.2 Regularity self-assessment questionnaire (RSAQ)

A. Woodford presented the RSAQ for 2024/25, which he advised informed the Corporation's annual statement on regularity, propriety and compliance and the work undertaken by the college's external auditor. He confirmed the RSAQ had been reviewed by the Audit Committee prior to finalisation and that it would be considered by the college's external auditors during the annual audit process.

The Corporation asked if the LUF grant would be considered as 'novel and contentious', as per the MPM guidelines. It was noted, as a government grant, it should be recognised in the usual way but would be checked for clarification.

AW

The Corporation **noted** the RSAQ for 2024/25.

6 Committee reports/updates – Part 1

The Chairs/Vice Chairs from their respective committees provided the following updates from their most recent meetings, the paperwork for which had been made available to all Corporation members via GovernorHub.

6.1 Audit (22/05/25)

I. Hughes provided a verbal report from the committee's meeting on 22 May 2025. He advised the committee had also:

- Discussed the risk dashboard and the college's approach to risk management, internal audit reports (Estate Management and Procurement), the regularity self-assessment questionnaire (RSAQ) and a compliance audit against the FEC's recommendations for Weston College
- Approved the 2025/26 internal audit strategy
- Received updates on response planning, external audit, audit action tracking, data protection, and governance and policy compliance
- Recommended for approval the Disaster Recovery & Major Incidents Policy by the F&RC and the Whistleblowing Policy by the Corporation (both documents were subsequently approved in June 2025)

J. Carman informed the Corporation about the newly published Ofsted report regarding Burnley College and subsequent media interest, which referenced the submission of inaccurate reports to stakeholders and highlighted the failure of governors to question unreasonably strong performance (compared to sector averages). The Corporation discussed how data was currently prepared, validated and audited by the college, and it was agreed the internal audit strategy for 2025/26 would be revisited to provide assurance to the Corporation regarding ILR data.

**Audit
Comm**

6.2 Students, Curriculum & Quality (11/06/25)

S. Morley provided a verbal update on behalf of the SCQC's Chair/Vice Chair for the committee's meeting on 11 June 2025, which had begun with a review of the performance and risk dashboard. She advised the committee had also:

- Discussed progress in delivering this year's QIP and planning for 2025/26, including enrolment projections
- Received update reports on safeguarding and wellbeing; learner voice; learning, teaching and assessment; apprenticeships; employer engagement; and careers and destinations
- Recommended for approval the Curriculum Strategy 2025 and the Learning, Teaching & Assessment Strategy 2025

J. Williams advised the strategy documents presented for approval would likely require a further update, as the outcomes of the curriculum assessment review and the new Ofsted framework had not yet been released.

The Corporation **approved:**

- Curriculum Strategy 2025
- Learning, Teaching & Assessment Strategy 2025

6.3 Finance & Resources (25/06/25)

A. Hanson provided a verbal report from the committee's meeting on 25 June 2025, which had begun with a review of the performance and risk dashboard. He advised the Committee had also:

- Discussed the college revised budget forecast and management accounts (May 2025)
- Received HCE's management accounts (May 2025), and 3-year business plan and 2025/26 budget
- Received updates on the student union's finances, the LUF programme and estates and capital projects

- Approved the Disaster Recovery & Major Incidents Policy, and the Environmental & Sustainability Commitment and annual plan
- Recommended the draft 2025/26 budget and 3-year plan (considered under Item 5), and the Estates Strategy for approval by the Corporation

The Corporation **approved** the Estates Strategy 2025 and **agreed**, following finalisation of the LUF programme details, an updated version of the strategy would be presented to the Finance & Resources Committee for approval.

AW

The Corporation noted a briefing on the 2025 updates to the FE Colleges Financial Handbook would be prepared for the committee and shared with all governors.

JCa/AW

6.4 Personnel (30/06/25)

R. Joshi provided a verbal report from the committee's meeting on 30 June 2025, which had begun with a review of the performance and risk dashboard. He advised the Committee had also:

- Received updates on staff recruitment and retention, the recent restructure, and governor training and development;
- Approved the Corporation Appointment & Reappointment Procedure and the Corporation Induction & Training Policy; and
- Reviewed and recommended the approval of governor reappointments, appointment of a co-opted member to the SCQC and, proposals for the Chair's final reappointment and succession planning

The Corporation **approved** the:

- Re-appointment of the following governors for the specified terms (brought back in line with reappointment procedure where required):
 - o S. Chagan, 01/08/25 to 31/05/30 – third/final term
 - o S. Fisher, 01/08/25 to 31/07/28 – second term
 - o A. Jarrett, 01/08/25 to 31/05/30 – third/final term
 - o G. Rothnie, 01/08/25 to 30/04/29 – third/final term
- Appointment of L. Pass as a co-opted member of the Students, Curriculum & Quality Committee for a period of 12 months; and
- Appointment of J. Chilton as the Chair of the Corporation for a 2-year period from 01/08/25, to coincide with her maximum tenure as a governor

7 **Governance and regulatory compliance**

7.1 Proposed changes to the I&As and Standing Orders

S. Morley informed the Corporation a letter had been recently received from the DfE requesting FE corporations made the following changes to their instruments and articles of government/standing orders:

- The removal of the restriction of student governors (under 18 years of age) from financial decision-making, as this had been determined by the Charity Commission to be incompatible with charity law
- The removal of an outdated clause regarding the Secretary of State's ability to act as appointing authority in the event of numbers falling below the requirement for quorum, as this power was no longer in place

The Corporation asked whether the change regarding student governors was in alignment with charity law regarding the minimum age for acting as a trustee. It was

acknowledged this differed according to charity type – 18 for unincorporated charities/trusts and 16 for incorporated charities/ CIOs. S. Morley advised the college’s legal status was ‘exempt charity’ and that the DfE’s request had followed advice from the Charity Commission; however, she agreed to check this query with the AoC and recommend any further revisions at the next meeting if required.

SM

The Corporation **approved** the following changes to the Instrument & Articles of Government and Standing Orders with immediate effect:

Existing wording	Approved change
<p>I&A, 2.2b</p> <p><i>If the number of members falls below the number needed for a quorum the Secretary of State is the appointing authority in relation to those members needed for a quorum.</i></p>	<p>Removal of 2.2b</p>
<p>Standing Order 6.6</p> <p><i>A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:</i></p> <p><i>(1) a) for the expenditure of money by the Corporation; or</i></p> <p><i>(2) b) under which the Corporation, or any members of the Corporation, would</i></p> <p><i>(3) enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise</i></p>	<p>New wording for Standing Order 6.6</p> <p><i>A student member who is under the age of 18 can vote at a meeting of the Corporation, or any of its committees, on all matters (subject to confidentiality and conflict of interest procedures)</i></p>

7.2 Governor appointments and succession planning:

- a) Appointments: As detailed under Item 6.4, the Corporation **approved** the reappointment of S. Chagan, S. Fisher, A. Jarrett and G.Rothnie as independent governors (for terms see Item 6.4).
- b) New appointment: As detailed under Item 6.4, the Corporation **approved** the appointment of L. Pass as a co-opted member of the SCQC for a period of 12 months from 01/09/25.
- c) Chair’s appraisal and succession planning:
 - The Corporation **noted** the report detailing the results of the recent Chair’s performance review questionnaire and acknowledged all competencies had been assessed as either Proficient or Excelling by all contributors; and
 - As detailed under Item 6.4, the Corporation **approved** the reappointment of J. Chilton for a final 2-year term as Chair of the Corporation from 01/08/25, which coincided with her maximum tenure as a governor

7.3 Policy review – Conflict of Interests Policy

S. Morley presented the Conflict of Interests Policy for Corporation members and senior postholders, which had been updated to incorporate governors' feedback.

The Corporation **approved** the Conflict of Interests Policy.

7.4 HCE Memorandum of Understanding (MoU)

J. Carman presented the MOU between the college and HCE, which she explained had been reviewed and approved by the HCE Board at its meeting on 25 June 2025. She advised the MOU included key information, such as leadership and governance arrangements, financial reporting, the treatment of surplus and Gift Aid.

J. Carman confirmed, as per the requirement for public sector bodies with subsidiary companies, a letter of assurance from the college had been prepared confirming it would cover all costs in the event of HCE making a trading loss.

The Corporation:

- **endorsed** the MOU between the college and HCE; and
- **approved** that HCE would account for Gift Aid in 2024/25 (to be paid in 2025/26, within 9 months of year-end)

7.5 Annual college awards

The Chair reported she had been involved in the decision-making for determining the winners of the governors' category of the staff and student awards, both of which recognised the contribution made to the college's values. She advised there had been three student and two staff winners, and that letters would be sent to all nominees acknowledging their nomination and contribution to the college.

The Corporation thanked the Chair for the update, and it was noted the decision-making process would be factored into next year's forward plan to enable the Personnel Committee and SCQC's involvement.

8 **Any other business**

8.1 Whole-college conference

The Corporation congratulated the Principal on a successful inaugural whole-college conference, which had taken place the previous day. J. Carman spoke about the programme for the day, which had included the inspirational guest speaker Floella Benjamin and Jonny Kay, a nationally renowned expert in behaviour management (in direct response to staff members' feedback about student behaviour). The programme also incorporated a look back on this year's achievements and the launch of the new Strategic Plan.

8.2 End of year acknowledgements

On behalf of the Corporation, the Chair thanked and acknowledged the contributions made by the following governors leaving their roles at the end of term:

- T. Harvey-Pallent, independent governor
- T. Powers, student governor
- O. Preece, staff governor

The Chair also acknowledged the contribution R. Charles had made to Halesowen College, most recently in her role as Director of HR, and the Corporation wished her well for her retirement.

The Chair thanked the college leadership and wider staff team for a successful year and wished everyone a good summer break.

All staff members (except the Director of Governance) and observers left the meeting at this point.

9 CONFIDENTIAL SESSION (confirmed as quorate for this item)

9.1 Minutes of meetings (Confidential item):

A separate minute of this item was taken.

9.2 Remuneration Committee update (25/06/25)

A separate minute of this item was taken.

**JCh &
SM**

9.3 Confidential AOB

A separate minute of this item was taken.

There was no further business for discussion and the Chair closed the meeting at 8:00pm.

Corporation meeting schedule 2025/26 (6:00pm start unless otherwise stated):

- 15 October 2025
- 17 December 2025 (4:00pm start)
- 23 January 2026 (development day, 9:00am start)
- 17 March 2026
- 17 June 2026 (strategic review)
- 08 July 2026

Actions from meeting

Ref	Action	Owner	Date
5.1	Review totals in budget and submit to the DfE	AW	31/07/25
5.2	Check guidance re novel and contentious payments for LUF	AW	Sept 25
6.1	Review audit plan in light of Burnley College Ofsted report	A.Comm	Sept 25
6.3	Present updated Estates Strategy to F&RC for approval (minimal changes)	AW	Autumn 25
6.3	Prepare and share briefing note on Financial Handbook changes for 25/26	JCa/AW	Sept 25
7.1	Check legality of students (under 18) acting as trustee with the AoC	SM	Sept 25
9.2	Implement the Remuneration Committee's recommendations	JCh & SM	ASAP