Corporation

Wednesday 17th December 2025, 4:15-6:15pm
Block 10 seminar room (10.107)

Meeting papers link: 17 December 2025

Corporation members:
Jacquie Carman, CEO & Principal (Items 1 – 10.2)
Shabir Chagan
Jo Chilton, Chair of the Corporation
Sarah Dawson
Izzy Evans, Student governor ((Items 1 – 9)
Stuart Fisher
Andrew Hanson
Ian Hughes, Vice Chair of the Corporation
Alison Jarrett
Grant Johnson
Gail Rothnie
Mark Sterling
Anna Sutton

In attendance:
Steph Morley, Director of Governance
Andrew Woodford, Vice Principal/CFO (Items 1 – 10.2)
Jo Williams, Deputy Principal/CEO (Items 1 – 10.2)

APPROVED MINUTES

Item	Discussion	Action

1 **Welcome**

The Chair opened the meeting and welcomed all in attendance.

The meeting was confirmed as quorate.

2 **Procedural matters**

2.1 Apologies

Apologies were received and accepted from R. Joshi and R. Marmeleiro.

2.2 Declarations of interest

It was confirmed senior post holders would leave the meeting for Items 10.3/10.4 (Senior post holder remuneration), with the exception of the Director of Governance who would leave only for the discussion relating to their own remuneration.

There were no further declarations of interest for this meeting.

2.3 Confidential item(s)

It was agreed the following items would be considered under confidential session:

- Eton Star Dudley (new item)
- Estates and capital update
- Remuneration Committee annual report 2024/25
- Senior postholder remuneration

2.4 Minutes of last meeting and actions/matters arising

The Corporation **approved** the minutes of the meeting held on 15 October 2025 as a true record.

Further to the updates provided in the action tracker report, the action for governors to make contact with their link area SLT contact was rolled-over to the Spring term.

2.5 Approvals since last meeting

There were none to report at this time.

3 Committee updates, including annual reports

The 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:

3.1 Personnel (12/11/25)

M. Sterling provided a verbal report from the Committee's meeting on 12 November 2025, which had been attended by the college's new Director of HR (H. Kelman) and advised the Committee had:

- Approved the Committee's annual report 2024/25 (provided for the Corporation's information)
- Received the presentation delivered to the judges at the Black Country Chamber of Commerce following the college's nomination for the 'Employer of the year' category in their annual awards
- Reviewed the action plan for the high-level risks allocated to the committee
- Recommended the reappointment of M. Sterling for a further 2-year term
- Reviewed the EDI annual report 2024/25 and recommended approval of the updated Equality Scheme
- Received an update on the governor recruitment support being provided via the DfE programme

The Corporation **noted** the update provided.

3.2 Finance & Resources (27/11/25)

A. Hanson provided a verbal report from the Committee's meeting on 27 November 2025 and advised the Committee had:

- Approved the Committee's annual report 2024/25 (provided for the Corporation's information)
- Reviewed 2024/25 financial performance and the draft annual report/ financial statements 2024/25
- Reviewed the HCE annual report/financial statements 2024/25 and the annual accounts for the Students' Union
- Discussed the capital proposal to be discussed under Item 10
- Reviewed/recommended approval of the updated Data Protection Policy
- Approved the Environment & Sustainability Statement and plan; updated Financial Strategy and mandatory updates to the Financial Regulations

The Corporation **noted** the update provided.

3.3 Students, Curriculum & Quality (03/12/25)

G. Rothnie provided a verbal report from the Committee's meeting on 03 December 2025 and advised the Committee had:

- Approved the Committee's annual report 2024/25 (provided for the Corporation's information)

- Reviewed the college's self-assessment report (SAR) and recommended approval by the Corporation
- Reviewed the EDI annual report 2024/25 and recommended approval of the updated Equality Scheme
- Received reports on in-year achievement, student performance data and learner voice
- Reviewed the action plan for the high-level risks allocated to the committee
- Reviewed/recommended the approval of the Careers Strategy and HE Quality Strategy
- Deferred the presentation of the 2025/26 Quality Improvement Plan to the Corporation to January 2026

The Corporation **noted** the update provided.

3.4 Audit (04/12/25)

I. Hughes provided a verbal report from the Committee's meeting on 04 December 2025 and advised the Committee had:

- Approved the Audit Committee's annual report 2024/25 and the opinion of the Committee therein
- Reviewed and recommended the approval of the annual report/ financial statements 2024/25
- Reviewed HCE's annual report/financial statements 2024/25
- Reviewed the 'live' risk register dashboard
- Received reports from the internal auditor and an update on the implementation of audit recommendations
- Supported the proposed confidential items review
- Reviewed/recommended approval of the updated Data Protection Policy
- Reviewed and approved the updated Anti-Fraud Policy
- Discussed the performance of the internal audit provider

I. Hughes referred to the Audit Committee's annual report and advised, for the 2024/25 reporting period, the Committee was satisfied:

- that the college's audit and assurance arrangements, governance framework, processes for risk management and control and processes for securing economy, efficiency and effectiveness, the solvency of the institution and safeguarding of its assets were adequate and effective, and
  that additionally there were no significant issues of concern arising up to the date of the preparation of the Annual Report;
- with the appropriateness and adequacy of the disclosures in the Annual Report including that the College remains a going concern;
- that the sources of assurance considered and the internal and external arrangements in place to manage and quality assure the data on which it relies throughout the Corporate Cycle of Business are effective; and
- that there were no significant matters of internal control included in reports from auditors or other assurance providers that have not been fully addressed

The Corporation:

- **Noted** and **received** the Audit Committee's annual report 2024/25 and its opinion therein
- **Noted** the update provided

4 Principal's report

J. Carman explained, due to the upcoming development day, the decision had been taken to provide an 'urgent matters only' update at this meeting.

J. Carman referred to her report requesting the Corporation's support for expressing interest in becoming a Digital Technical College of Excellence (DTEC). She explained ten colleges across England (essentially one college per region) would be chosen following an application process and that the WMCA had requested only one college within the West Midlands apply, supported by the rest of the region. She advised the TECs worked on a hub and spoke model, which the college had experience of through working with Dudley College, who had been awarded Construction TEC status earlier in the year. The deadline for submissions was 16/02/26.

J. Carman informed the Corporation further information about the eligibility criteria had now been made available by the DfE - she was now confident the college met the application requirements, and the financial commitment of the programme had been clarified, with revenue and capital funding being held by the successful college and appropriate strategic authority respectively.

The Corporation acknowledged the benefits DTEC status would provide and asked if this was in line with the college's academic vision and strategic objectives. J. Carman confirmed having DTEC status would specifically support two strategic priorities – offering cutting edge digital provision and equipping the whole workforce with digital skills. The Corporation asked if being a DTEC would add value to this work – J. Carman advised having DTEC status would enable the college to better deliver at scale and link with other colleges' specialisms, and would provide the infrastructure and funds to be more agile and innovative. She also spoke about how DTEC status would also give the college additional opportunities to promote the needs of the area and a leadership role for skills that are required in all job roles (now and in the future).

The Corporation asked if the college had both physical and teaching capacity to meet an increase in digital student numbers. J. Carman advised numbers for digital had fallen for this year and that adult provision was delivered over evenings/weekends or remotely; therefore, there was both spare physical and teaching capacity. She added a fully-funded Director of DTEC would be in place to plan and manage the provision.

The Corporation asked for clarification regarding potential cash exposure re the revenue funding. J. Carman stated had not been the experience from working with Dudley College through the CTEC and that capital funds would be received in advance.

The Corporation asked where responsibility would lie for performance and the distribution of funding given the hub and spoke model. J. Carman advised the lead (hub) college would be responsible for the distribution of funding to the 'spoke' colleges; however, responsibility for the quality of provision and delivering targets remained with the individual colleges. The potential risk to the college's own reputation in the event of a 'spoke' college failing to deliver was noted.

The Corporation **endorsed** the college expressing interest in applying for DTEC status at the upcoming meeting with the WMCA and **supported** making the application in the event of the college being the preferred regional applicant (subject to further information being shared with the Corporation prior to the application being made). **JCa**

5 College performance – Quality

5.1 Self-assessment report (SAR) 2024/25

J. Williams presented the SAR for 2024/25, which had been reviewed by the SCQC at its recent meeting. She highlighted how apprenticeship provision was now self-assessed as 'Good' and, although the remaining assessments were similar to those for the previous year, the 'Good' assessments were stronger with more solid examples.

She summarised the self-assessment with the following:

OVERALL EFFECTIVENESS - GOOD	
Cross-college	**Provision types**
Quality of education – Good	Young people - Good
Behaviours and attitudes – Good	Adults – Good
Personal development – Good	Apprenticeships – Good
Leadership and management – Good	High needs - Good
Contribution to skills needs - Reasonable	

The Corporation asked if having DTEC status would help to improve the 'Reasonable' judgement for contribution of skills need – J. Williams confirmed it would.

The Corporation asked if the SAR followed a set format and if the data could be presented earlier in the document. J. Williams confirmed there was no set format for a college SAR and advised the format would be reviewed to reflect the new, more data-driven Ofsted inspection framework.

The Corporation noted the detail provided about strengths and asked if more information was required for areas for improvement. J. Williams confirmed the level of detail was consistent with what was expected and advised further detail about areas for improvement was within the QIP (to be presented to governors in January 2026).

The Corporation **approved** the Halesowen College SAR 2024/25.

6 College performance – Finance

6.1 Summary of assurance relating to systems of financial control and corporate governance

A. Woodford presented the summary of the sources of assurance provided to governors regarding financial control and corporate governance, which had been reviewed by the Audit Committee at its recent meeting. He advised the purpose of the report was to support and inform the sign-off of the declarations within the annual report/financial statements by the Corporation.

The Corporation **noted** the summary of assurance relating to systems of financial control and corporate governance.

6.2 External auditor's findings and key issues for discussion document (KIDD)

A. Woodford presented Bishop Fleming's 'Key Issues for Discussion Document' (KIDD) for the audit of the college's 2024/25 finances and preparation of the corresponding annual report/financial statements. He provided a comprehensive overview of the document and the following was highlighted/ discussed:

- The audit had progressed well and a clean, unmodified opinion had been issued by Bishop Fleming
- There were no adjustments made as a result of audit findings
- There were no identified issues of fraud or failure of control to report

The Corporation asked for further information about the referenced clawback relating to free meals for students. A. Woodford advised this related to a long-standing balance to be repaid to the DfE due to underspending during COVID lockdown. He reported the college reduced the balance as per the funding rules but was required to repay the remaining unspent funds, although advice on how and when to make the repayment had not yet been received from the DfE. The Corporation discussed how the free meals funding was subsidised by the college's own funds (£2.50 DfE funding and £2.50 college funding), raising awareness/removing the stigma of accessing the free meals provision and ensuring the meals offered catered to students' dietary requirements.

The Corporation **noted** the external auditor's Key Issues for Discussion Document for the audit of the college's 2024/25 finances.

6.3 <u>Halesowen College Annual members' report and financial statements 2024/25</u>
A. Woodford delivered the summary presentation to accompany the draft annual report and financial statements, covering:

- Financial performance (including income and expenditure) and key ratios
- Strategic report, governance statement and financial statements
- Corporation responsibilities
- Notes within the accounts, including retirement benefits
- Consolidation (HCE)
- Conclusions

He explained, prior to presentation to the Corporation, the draft document had been presented to the F&R Committee (along with the presentation) and the Audit Committee, where it had been reviewed and recommended for approval.

I. Hughes reiterated the Audit Committee's opinion (as set out in its annual report – see Item 3.4) and informed the Corporation that A. Hanson, as Chair of the F&R Committee, had been present during the item to discuss and review the draft annual report/statements at the Audit Committee's recent meeting.

A. Woodford advised the report had been prepared by Bishop Fleming in accordance with appropriate accounting standards, that an unqualified audit opinion had been issued and the college remained a going concern (discussed under Item 6.2).

A. Woodford reported the debt relating to high needs provision had now been paid by the local authority and advised if the funds to be released following the move from cash to an asset-based security on an existing bank loan had been received in-year, the liquidity ratio would have been RAG-rated as Green.

The Corporation **approved:**

- the Halesowen College Annual Report and Financial Statements 2024/25
- the signing of the requirement statements (including corporate governance, internal control and regularity) within the document by the Chair and the CEO **JCa & JCh**
- the submission of the signed document to the DfE and publication on the website **AW**

6.4 HCE Directors' report and financial statements 2024/25

A. Woodford referred to Halesowen College Enterprises (HCE) Ltd's annual report and financial statements for 2024/25, noting they had been approved by the HCE Board and discussed with the F&R Committee on 27/11/25. He confirmed, as per previous years, the surplus made by HCE would be gift aided to the college and the annual letter of support from the college regarding the long-term debt had been issued.

The Corporation **received** the annual report and financial statements 2024/25 for Halesowen College Enterprises.

6.5 Confirmation of financial health

A. Woodford presented the letter received from the DfE confirming the college's financial health as 'Good' and the accompanying financial data dashboard, noting they had been reviewed in detail by the F&R Committee on 27/11/25.

The Corporation **noted** the DfE's letter confirming the college's financial health as 'Good' and the accompanying financial data dashboard.

7 Policy review

7.1 Careers, Education, Information & Advice Strategy 2025-27

J. Williams presented the strategy for approval, which had been updated to reflect the discussions held with the SCQC.

The Corporation **approved** the Careers Education, Information & Advice Strategy 2025-27.

7.2 Data Protection Policy

A. Woodford presented the updated policy for approval, which had been reviewed by both the F&R and Audit Committees.

The Corporation **approved** the updated Data Protection Policy.

7.3 Equality & Diversity Report 2024/25 and Equality Scheme

J. Carman presented the updated Equality Scheme for approval, which had been reviewed by both the Personnel and Student, Curriculum & Quality Committees.

The Corporation **noted** the annual report 2024/25 and **approved** the updated Equality Scheme.

7.4 HE Quality Strategy 2025-28

J. Williams presented the strategy for approval, which had been reviewed by the SCQC.

The Committee noted there was no reference to HNC/D qualifications in AI. J. Williams advised the curriculum was currently under review, therefore these qualifications might be incorporated into the college's future HE offer.

The Corporation asked if progress against achieving key actions would be reported to the SCQC. J. Carman advised the SLT would be discussing the college's HE provision in January 2026 and would therefore report the outcome of the discussion to SCQC. **JC & JW**

The Corporation **approved** the HE Quality Strategy 2025-28.

8 Governance and compliance

8.1 <u>Governance update report</u>
S. Morley presented the governance update report, covering:
- The governance development plan and risk management
- Link governor guidance
- Governor membership and recruitment
- Annual declarations via GovernorHub
- Succession planning
- Student engagement
- Training and development

The Corporation **approved** the reappointment of M. Sterling for a further 2-year term of office commencing on 09/01/26.

The Corporation **noted** the governance update report.

8.2 <u>Confidential items review</u>
It was agreed consideration of the proposals regarding the release/retention of confidential items would be deferred to the next meeting. **SM**

8.3 <u>Student Union constitution and accounts</u>
The Corporation noted the Students' Union accounts for 2024/25. It was agreed the approval of its constitution would be deferred to the next meeting. **SM**

9 Any other business
There was no further business for discussion and the Chair advised the meeting would move into Confidential session – see lists on Page 1 for attendance during the different items within this session.

10 CONFIDENTIAL SESSION
A separate minute of the following items was taken:
1. Eton Star Dudley
2. Estates and capital projects update
3. Remuneration Committee annual report 2024/25
4. Senior post holder remuneration

The Chair closed the meeting at 6:15pm.

2025/26 meeting dates:

Corporation	Audit Committee	Finance & Resources Committee
~~15/10/25~~	~~25/09/25~~	~~18/09/25~~
~~17/12/25~~	~~04/12/25~~	~~27/11/25 (& RemComm)~~
23/01/26 (DD)	05/06/26	12/03/26
17/03/26	21/05/26	25/06/26
17/06/26 (SS)	**Personnel Committee**	**Students, Curriculum & Quality**
08/07/26	~~17/09/25~~	~~01/10/25~~
	~~12/11/25~~	~~03/12/25~~
DD – Development day	04/03/26	11/02/26
SS – Strategy session	13/05/26	24/06/26

Actions from meeting			
Ref	**Action**	**Owner**	**Date**
1	DTEC: Confirm the college's position at upcoming regional meeting	JC	Jan-26
2	Annual accounts: Sign and submit the accounts to the DfE	AW	31/12/25
3	Annual accounts: Publish the approved accounts on the website	AW	31/01/26
4	HE Quality Strategy: Report outcome of HE discussions to SCQC	JC&JW	Feb-26
5	AOB: Share correspondence re Eton Star Dudley with Corporation	JC	Jan-26
6	AOB (Capital update): Implement the Corporation's decision	AW	Jan-26
7	AOB (SPH remuneration): Implement the Corporation's decision	Corp	Dec-25

See here for live action tracker