



CORPORATION BOARD

Minutes of a meeting held on Thursday 3rd July 2025
Common Leys Campus at 5pm

Present

Nick Handy (Chair)
Alan Bark
Helen Brown
Jacqui Canton (Principal)
Edward Collett
Nicolas Pagès
Astrid Schloerscheidt
Ben Haxton
Amanda Tilley
Adam Mumford
Carole Kitching
David Walker
Sam Wolfe

In attendance

Jo Milsom, Deputy Principal
Olivier Cognard, Vice Principal
Scott Gray, Vice Principal
Kash Barlow, Vice Principal
Mark Lay, Finance Director
Jude Brown, Clerk & Governance Advisor (Minutes)

1. Opening Comments

1.1 Apologies and items to be raised under AOB

The Chair opened the meeting by welcoming all attendees and noting the apologies received. Apologies were received from Abigail Kyei and Clare Forder. Mackenzie Howe Nordal had not responded. The meeting was quorate.

Nicolas Pagès had to leave the meeting at 6pm after item 6.3 and the meeting remained quorate at that time. The Audit section of the agenda was brought forward to accommodate this.

No items were raised under AOB at the start of the meeting.

The Chair noted that the student governor Abigail Kyei had come to the end of her term of appointment and expressed thanks for her contribution to the Board during her tenure. It was proposed that a certificate be created for her to note her time as a governor.

The Chair also noted that Carole Kitching had resigned, and her term of office would finish at the end of July as she had been appointed Chair of West London College. Her work as a governor at Abingdon and Witney College had been greatly valued, in particular her assistance with the Ofsted inspection and her work as Safeguarding Link Governor. Carole expressed her thanks to the Board and said what a privilege it had been to serve on the Board of the College where she had started her career.

1.2 Declarations of interest

All staff made a declaration of interest in item 6.4 Staff Pay Award. Nicolas Pagès made a declaration of interest in item 8.4 and Adam Mumford made a declaration in relation to item 8.5.

2. Minutes of the meeting held on 27th March 2025

2.1 Public Minutes

The minutes from the previous meeting were approved.

3. Matters Arising, Written Resolutions & Action Points

There had been two written resolutions since the last meeting, one at Audit Committee to approve the minutes, and one for the Board to approve Accountability Statement 2025. In terms of actions, the Clerk had progressed the schedule of Compliance with the new Code of Good Governance, and this will come to the Board in October after review by NRG.

The Board noted the report.

4. Principal's Report

The Principal gave an overview of the report highlighting the focus on teaching, learning and achievements rates where the College is making positive progress. CQS Committee had reviewed the College's work in this area in detail and, while there is some uncertainty with the outcomes of exams, the prediction of improved achievement rates is positive.

The Principal also summarised the progress made on capital projects and expressed appreciation for the Director of Estates and Capital Projects determination in seeing these through despite a number of challenges.

Since the Board papers had been circulated, the Principal noted that the College had been chosen to pitch for capital funding at an event arranged by Enterprise Oxfordshire (formerly OxLEP). The College had previously been invited to submit projects. Of 104 applications, four had been invited to pitch, including Abingdon and Witney College, and it had been a good opportunity to showcase the College's ambition to local stakeholders. If any funding comes from this, then the Board will have the opportunity to review.

An overview of recent funding announcements was provided where it appears that the Government is focussing more deeply on skills and Further Education. The College had not been eligible to apply for the Construction Technical Excellence college status as the criteria were very narrow.

- ***Who is likely to get the Construction Technical Excellence status in this region?*** The South East region is very large, so it is hard to say but potentially one of the larger college groups.
- ***Regarding the uncertainty on devolution, does the College have a preferred option and are we doing anything to advocate for this?*** The College does not have a preferred option and maintains good relations with the local councils. It is unknown how any new unitary authorities will combine for the Mayoral Authority at this time.

The Board noted the report.

The Audit section of the agenda was heard next as Nicolas Pages had to leave the meeting early. However, the minutes are recorded in order of the agenda.

5. Curriculum, Quality and Students

5.1 CQS Committee Update

The CQS Committee Chair provided an update following the recent meeting, highlighting the presentation on Sub-Contracting which had been received, and which was attached to the Board Papers for all governors to review. The Committee had been reassured on the quality and monitoring of this area. The CQS Committee were content with the quality of monitoring of Teaching and Learning that was being undertaken across the College and that the predicted achievements rates were positive as the Principal had already outlined. The

Committee had seen through the positive impact of leadership and management in terms of proactivity and ownership of results, and the positive process of the Quality Improvement Planning which the Board would see in the SAR.

The Committee had had complete agreement on the Student of the Year nominations. The Chair also highlighted the positive progress seen on enrichment and how Student Voice had crystallised as an effective way to get student feedback. Highlights from the Student Survey were that they felt positive, safe and well prepared. The Committee also recommended several policies to the Board which appeared under item 9 of the Board's agenda.

The Chair highlighted what a good opportunity the student engagement events were for governors to meet students and reflect on their concerns and achievements. Governors were strongly encouraged to attend one of these events if possible.

The recent event had taken place at Common Leys campus and Governors had heard positive feedback about the support the students receive and how the College is meeting their needs. It is a close-knit community but there were some concerns about feeling siloed. Enrichment was discussed with positive feedback about a recent plastic axe throwing event. The Chair noted that it was especially pleasing to hear that, when asked who they would feel comfortable talking to about any safeguarding concerns, that the students would feel happy to talk to any member of staff.

The Chair highlighted the importance of review by the Board of Sub-Contracting as it had been raised by Ofsted. There are two main areas: internal audit and value for money as well as the quality. The CQS Chair noted that in the committee discussion, splitting out numbers from reports to enable better visibility of sub-contracting had been discussed. The Board was comfortable with the quality of discussions on this topic.

The Safeguarding Link Governor had seen the new dedicated enrichment space at Witney Campus and felt that this was a really positive development.

Governors who had attended the Student Conference praised the event speakers Loudspeaker who had really engaged with and energised the students.

The Deputy Principal highlighted some recent news since the last CQS Committee meeting that the Turing Award Scheme had awarded the College some funding offering work placements abroad which would be an exciting opportunity for College students. This would be cross-faculty.

The Board noted the verbal update.

6 Finance & General Purposes

6.1 F&GP Committee Update

The F&GP Committee Chair provided an update following the recent meeting, highlighting key points, including the progress of Estates and capital projects and the positive outcome of the property survey by the insurers and development of the asset register which would enable Estates to better plan replacement budgets.

In terms of People, staff retention had improved significantly although the recruitment target remained more challenging. A Recruitment Manager was being recruited to support the recruitment strategy. The Committee had heard about leadership development, particularly

the Aspiring Managers Day. There had been positive progress in the Staff Survey participation rate.

The Committee had recommended several policies to the Board under item 9 of the Board agenda.

The Committee had reviewed the Management Accounts to the end of April 2025, as well as the draft budget for 25-26 and the Staff Pay Award all of which it recommended to the Board.

In terms of the cycle of business for the forthcoming year, the Committee had agreed to request an annual report from IT due to its importance as well as the size of its budget. Governors agreed that this was appropriate given the importance of IT including cyber security in the current climate.

The Board noted the update.

6.2 Management Accounts to 30 April 2025

The Finance Director informed the Board that the Head of Finance was leaving at the end of July and recruitment was underway for her replacement, with interviews in the week following the Board meeting. He would be dealing with the forthcoming Statutory Accounts and Audits.

The Finance Director presented an update on the management accounts to the end of April 2025 noting that there were no surprises since the last update, and that Pay costs were under control with fewer temporary staff and an increase in permanent staff. It is expected that the College will meet its full year forecast, retain the financial health grade of 'Good' and have over £4M in cash.

The Board approved the management accounts.

7.3 2025-26 Budget

The Finance Director presented the draft budget for the 2025-26 academic year. It was highlighted that income was expected to rise to just over £42M and other movements in expenditure were also explained with an expected operating surplus of £361k. A breakdown of income and expenditure variances had been presented in the paper along with an analysis of pay, and explanation of the impact of inflation on the College finances. Risks and opportunities were highlighted, and the College was expected to retain its health grade.

The draft budget had been prepared before the updated DfE allocation for 16-19 was announced which it now had been, and this had resulted in additional income. The reason for this was the increased base rate weightings for some types of study programmes, e.g. Construction and Land-based Industries. There was an associated risk regarding the pay award which could offset the opportunity as negotiations with the unions were not yet finalised.

- ***How long are the weightings in effect? Are they guaranteed?*** The Finance Director has never known them to go down and given the Government's focus on Construction, it seems unlikely that they will reduce. The rates are not guaranteed however, and the rates for the following year will be announced in March 2026.
- ***The cost side seems very sensitive to special educational needs, what is the risk if we don't know the numbers of students until September?*** The College does know quite a lot about the incoming students and their needs, probably more than 75% at this stage. Staff can't be totally sure until they meet the students, so they are reviewed in September and October. However the numbers have rarely gone

down, and the more staff use the new system, the more confident they are. There is quite a high proportion of flow-through costs.

- ***The DfE (was ESFA) financial benchmarks had a focus on pay as a percentage of income which the Head of Finance had previously explained why the College looked different.*** Governors need to be able to explain it in future. The Finance Director explained the calculation the DfE used and why the College differed, as well as the differences in EBITDA due to SEND element 3 funding. The Principal confirmed that they had discussed these measures and their explanations with DfE in their annual conversations who were comfortable with the explanations.

Governors discussed whether the sector was lobbying the Government regarding these benchmarks as the misalignment makes a lot of work for otherwise well run and stable colleges. A paper on the financial health grade and recent changes to the benchmarks is going to F&GP in September. The Finance Director also highlighted that the benchmarks are 'should' and not 'must' meet benchmarks. It was agreed that the important thing was to understand the reason behind any differences and to be able to explain any variance. The data is key to support the narrative as the College has been stable over a number of years and the benchmarks are just a feature of the mix of provision at the College. The Principal and Finance Director are comfortable that the numbers can be explained.

The Board approved the 2025-26 Budget.

6.4 Staff Pay Award

All staff including the Principal and Staff Governors left the room for this item, apart from the Clerk who remained for the minutes.

The Chair outlined the pay award reasoning which matched the School Teachers' Review Body recommendation of 4% and which he felt was reasonable. While the national insurance costs were not fully covered by the Government it was still felt that there was a buffer. It was also noted that this was still subject to negotiation with the Unions and may come under pressure given the potential additional income noted in the 25-26 Budget discussion.

Governors discussed the National Minimum wage and whether there had been any consideration of the Real Living Wage of £12.60 given there were a number of staff who were affected by the increase in the National Minimum Wage and had previously sat above it. It was noted that Agency staff sit separately to this.

Governors also discussed that some staff would also receive increments as there are standard pay scales as well as the percentage increase, though it was noted that staff who were at the top of their pay scale would only receive the basic pay award increase.

The Chair noted that the Principal's pay award is to be reviewed at NRG and then Board in the autumn due to the late publication of sector benchmarking information in June, and the need for Board to review the totality of senior postholder pay in the light of the recommendations following matters at Weston College.

The Board approved the proposed pay award of 4%. The Board would like SMT to review whether the Real Living Wage is affordable for the lowest paid staff not just the National Minimum wage.

This could be reviewed at next F&GP Committee meeting if there's an issue.

Staff returned to the meeting after this discussion.

6.5 DfE College Financial Forecasting Return (CFFR)

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The Finance Director gave an overview of the CFFR which is required to be submitted to the DfE by the end of July. Continued growth of income was expected and the breakdown and forecast balance sheet was provided. It is expected that the College will continue to have a positive operating surplus, cash position and financial health grade of 'Good'.

The Board approved the CFFR.

6.6 EDI Charter – Chair’s Public Signature

The Chair noted the College is very focussed on inclusion and equality of opportunity but had some comments regarding the AOC public statement where it should be clear that the Principal and Chair are signing on behalf of the College and the Board respectively, and not in their personal capacities.

There was some discussion of the word equity and whether this should be taken to mean all students achieve equally rather than all students have equality of opportunity which is what the Board usually understood by equality.

- **How does the Board monitor individual objectives [setting of individual objectives is mentioned in the statement]?** It was agreed this would be queried with the AOC.
- **Does this relate to the Board as well?** Board composition has been discussed in the past in relation to ethnicity, age, gender, and skills for example. Gender balance and skills have improved over time it was felt but ethnicity was still felt to be an issue. Representation is important for the Board, management team and staff community and the College has duties under the Public Sector Equality Duty (PSED).

The Board approved the public signature by the Chair on behalf of the Board subject to receiving satisfactory clarification from the AOC regarding the definition of equity and explanation of individual objectives first.

Action	By Whom	Deadline
To request clarification from AOC on equity and individual objectives	Clerk	October 2025

7 Audit

7.1 Audit Committee Update

The Audit Committee Chair provided an update on the recent Audit Committee meeting, highlighting key discussions and decisions. There had been a discussion of Weston College where the auditors were reassuring regarding the College’s own practice, and a review of upcoming legislation including ECCTA. The Committee received the Summary Internal Controls Assurance Report (SICA) from the internal auditors where reasonable assurance had been given for cyber security and substantial assurance for the Sales Ledger. Outstanding actions had dramatically reduced. The internal audit plans had been reviewed and recommended to the Board. The Validera audit overview had also been reviewed with no concerns.

The Committee reviewed the College High-Level Risk Register, which had been recommended to the Board, alongside a report on the use of the College Seal.

Gifts and Hospitality had been reviewed alongside several policies, and it had been agreed to change the criteria from £25 to £50 and to track origin of gifts and trends.

The Board noted the verbal update.

7.2 TIAA Internal Audit 25/26 – 27/28 and Plan 25/26

The Finance Director gave an overview of the three-year strategy from TIAA who had been re-appointed. Consideration had been given to some areas where there was overlap and some consolidation had taken place, and the Audit Committee recommended the plans for approval by the Board. It was clarified that the number in Appendix A referred to the number of days allocated and not a score.

- **Cyber Security has been done in 24/25 and will next be done in 27/28. Are we content with that frequency?** This is the audit plan, but the IT team also get JISC accreditation annually which helps to provide assurance and will bring an annual report to F&GP Committee.
- **In the Internal Audit Charter, it says that anyone from the Board can be called in to speak with the Auditors. Is that common?** This has never happened at the College. Most likely this would be in the case that there were significant operational concerns. The principal relationship is with the Audit Committee.

The Board approved the three-year internal audit strategy and plan for 2025-26.

7.2 High Level Risk Register

The Finance Director presented the High-Level Risk Register, which had been updated by SMT and reviewed by the Audit Committee, and which was recommended to the Board for approval. There were no new risks, most risks had reduced, and one had increased.

- **On 2.1, what drives such a significant reduction from 4 to a 2 for new courses meeting needs?** In hindsight it was felt that the rating of 4 was too high, so in reality this has moved from a 3 to a 2.

The Board approved the risk register.

8 Nominations, Remuneration & Governance

8.1 NRG Committee Update

The Chair of the NRG Committee provided an update on progress towards the appointment of new governors including the co-opted member of Audit Committee for which there had been a recent interview. Recruitment of a new student governor is ongoing, and the video done by this year's student governor was very well received. The efforts of the Student Voice Coordinator to support student governor recruitment were acknowledged and appreciated. The NRG Chair outlined several of the forthcoming Board agenda items and the background to them.

In terms of Governance, the Committee were happy with the committee monitoring of KPIs which the Principal had outlined and were content that the review of the Board Strategy Day and the associated SWOT reflected discussions, and this was recommended to the Board to note. The Committee had also reviewed the Accountability Statement in detail which had since been circulated to the Board for approval by written resolution. The Governance documents had been reviewed, and the creation of the Governor Handbook was welcomed.

In terms of the next External Governance Review, the timescales had been agreed to be pulled forward to allow more time for procurement and the actual review. The Committee had also received a high-level paper on the failures at Weston College and reviewed the recommendations from the AOC, which the clerk would action.

Several policies were also reviewed by the Committee and recommended to the Board for approval under item 9 of the Board's agenda.

The Board noted the verbal update.

8.2 Annual Review of Strategic Plan including the SWOT

The Principal explained that the SWOT, as amended at the Annual Board Strategy Day in April, reflects the current strategy and strategic direction and had been recommended to note by NRG.

The Board noted the report.

8.3 Governance Documents

The Clerk gave a brief outline of some of the changes to the Governance documents which were provided in more detail in the accompanying paper.

- ***Have you considered whether the wording with reference to academic freedom in the Instrument and Articles of Governance (IAG) is still correct? This is a big issue for the HE sector and OfS now, some of this is quite culturally challenging but the Board should consider as it is a statutory obligation to secure freedom of speech.*** The College's Head of HE is reviewing this at the moment. Guidance has very recently been issued by the DfE including the letter from the Minister and this will be reviewed by the Clerk with respect to the IAG. DfE had issued some other guidance on a different matter mid-committee cycle so any amendments will be brought to NRG in the Autumn and back to the Board.
- ***Do the IAG allow for the case where there is no internal candidate for the Chair?*** The Clerk feels that they do as any Chair would first have to be appointed as a Governor but will reflect on the need to reflect possible recruitment along with the other updates for NRG in the Autumn.

The Board approved the reviewed Governance documents.

The Clerk will incorporate reviews of the wording regarding freedom of speech, chair recruitment and other matters into the items to be brought to NRG in the Autumn.

8.4 Recommendation on Appointment of new Chair

8.4.1 Confidential Matter – Fit and Proper Person Assessment

The Chair outlined the detailed fit and proper assessment that had been carried out, which had been reviewed by NRG and recommended for approval to the Board.

The Board approved the fit and proper person assessment on the candidate for the position of Chair.

The Board approved the nomination of Nicolas Pagès to the position of Chair of the Corporation, to take effect at the expiry of the current Chair's term of office.

8.5 Recommendation on Appointment of Vice-Chair

The Chair outlined the background to the nomination in that the Vice-Chair's first term of office had expired last summer which was not picked up at the time. It was therefore proposed that the Vice-Chair be re-appointed for a further term of two years which would take his term to next summer.

The Board approved the nomination of Adam Mumford to serve for a second term as Vice-Chair.

8.6 Recommendation of Allocation to Committee

The Vice-Chair outlined the proposal that recently appointed external governor Clare Forder be allocated to the CQS Committee given her professional background.

The Board approved the allocation of Clare Forder to the CQS Committee.

8.7 Proposed Removal of a Governor from Office

The Chair outlined the background to this issue and the steps taken so far which had followed the Board Procedure for the removal of a governor on grounds of absence or non-attendance of meetings for a period longer than six months. The Chair noted that this was with reluctance, but continued non-attendance was not in the College's best interests. The governor's attendance record was zero for the academic year to date.

The Board approved the removal of Mackenzie Howe Nordal from her office as a governor, effective immediately.

The Clerk will write to her to inform her of her removal from office.

Action	By Whom	Deadline
To write to the governor who has been removed to inform her of the Board's decision	Clerk	July 2025

8.8 Academic Year-end Board and Committee Self-Assessment

The Clerk outlined the plans for the required annual assessment and the Board had been provided with the proposed questionnaires in the Board pack.

The Board approved the plans for the academic year end self-assessment.

9 Policies

9.0 Policies Cover Sheet

The Clerk presented the policies for approval, explaining that each had been reviewed by the relevant committee in each case and recommended to the Board for approval.

The Board approved all policies presented.

10. Future Business and Reflection

10.1 Draft Cycle of Business 2025-26

The Clerk briefly outlined the updates that had been made to the Board's cycle of business for the academic year 2025-26.

The Board approved the cycle of business for 2025-26.

11 Any Other Business

The Vice-Chair spoke on behalf of the Board and the College to express their gratitude for the outgoing Chair's long service to the College, having been appointed in July 2016 and served as both Chair of F&GP and as Chair of the Board since January 2024. He had served for nine years in total and overseen a 'Good' result from Ofsted during 2024.

The Chair reflected that he had seen a lot of changes in that time, but the consistent thread had been the professionalism and dedication of the management team and staff, and the enthusiasm of the students. He had witnessed many positive interactions in that time and his

abiding memory was of the dedication of the College to doing the right thing which was what made the experience of being a governor so worthwhile. The Chair thanked the Board.

The next Board meeting was scheduled for Thursday 23rd October at 5pm and will take place at the Abingdon Campus.

N Pages

Nicolas Pages

Signature

11/11/2025



This Document has been Signed with a **secure electronic signature** via E-Sign.

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