

MINUTES OF CORPORATION MEETING HELD ON 11<sup>TH</sup> DECEMBER 2025  
PART ONE

**Members:**

Paul Averis – minutes 106 to 133  
 Andrew Chiduku  
 Adam Comery  
 Barbara Van Der Eecken  
 Previous Itota  
 Sasha James  
 Mary Mahoney  
 Yolanda Ndlovu  
 Edward Ng – minutes 106 to 146  
 Stuart Pedley-Smith  
 Tony Sadla  
 Jat Sharma  
 Nelson Tanyanyiwa  
 Helen Troalen  
 Graham Ward  
 David Wheeler

**In Attendance:**

Kirsti Lord, Deputy Principal Curriculum, Innovation & Student Success  
 Maria Turnbull-Kemp, Chief Finance Officer  
 Lesley Venables, Head of Governance  
 Samaya Malik, Menzies (Financial Statements Auditor) – minutes 106 to 124

	<b>APOLOGIES</b>	
106	Apologies for absence were received from Charlotte Bosworth and Heather Lodge.	
	<b>DECLARATIONS OF INTEREST</b>	
107	There were no declarations of interest in any specific agenda items.	
	<b>MINUTES</b>	
108	<b>Resolved</b> – That the minutes of the meeting held on 23 <sup>rd</sup> October 2025 (Parts 1 and 2) be approved as a correct record and signed by the Chair	
	<b>MATTERS ARISING</b>	
109	Governors received a progress report on the actions identified at the previous meeting and the Corporation noted that the majority of these had been completed or were in train, with the following updates:  Minute 20– the Chair and the Head of Governance were reviewing options for the location of future meetings. Minute 561 – the delay in the production of a performance dashboard was due to ongoing work on the implementation of key College systems. Minute 560 – following concerns that the original version conflicted with the requirements of the Instrument & Articles of Governance, a further version of the Compact agreement had been drafted. The Principal would provide an update at the March 2026 Corporation meeting.	DW/LV  JS
110	The Chair reported that all governors had been asked to undertake appropriate training modules on safeguarding and Prevent by the end of November, but that there were still a number outstanding. The Head of Governance added that any non-compliance may impact adversely on any future Ofsted inspection grading. Governors were asked to ensure that all outstanding training was completed by the end of December 2025.	ALL

LINK GOVERNOR ACTIVITIES	
111	Governors and SMT members had now received an updated schedule of link governorships for 2025/2026.
112	<p>Individuals provided the following updates on recent link activities:</p> <p>David Wheeler &amp; Barbara Van Der Eecken - attended an employer event at CCM last week.</p> <p>David Wheeler &amp; Mary Mahoney - attended the launch of the University of Worcester partnership and noted the enthusiasm and warmth of the relationship with the College.</p> <p>Mary Mahoney - meeting with AP Adults &amp; WBL &amp; Marketing Manager on experience of alumni arrangements in other organisations.</p>
113	The Chair commented that a number of interesting articles about College activities had been brought to his attention via LinkedIn, noting that the amount and quality of exposure had improved considerably during the Autumn Term.
FINANCIAL STATEMENTS 2024/2025	
114	Governors received the draft Financial Statements for 2024/2025, together with the Management Letters on the Financial Statements and the Regularity Audits and the Audit Committee's Annual Report for 2024/2025. The Financial Statements contained a higher level of detail than in previous years, including the outturn against key financial performance indicators and future plans for the development of the College.
115	Governors were reminded of their responsibilities in approving the financial statements, in terms of the College continuing to be classified as a 'going concern', ensuring the effective and efficient use of resources, solvency and value for money and that the governance, risk management and control frameworks were suitably robust, as evidenced by the audit.
116	The purpose of the audit was to provide the Corporation with the necessary assurance to approve the Statements. The management letters outlined the position at the date of the Audit Committee meeting and were presented for information by the Financial Statements Auditor.
117	The Corporation noted that the audit had proceeded smoothly and that an unqualified opinion had been given on both the Financial Statements and the Regularity Audits. There were no recommendations in relation to internal control issues and any actions from the previous year had been completed satisfactorily.
118	In view of the technical breach of the loan covenants in 2024/2025, the loan calculations had been checked by the auditor and there were no issues to report.
119	There was one matter that still needed to be resolved, which included the receipt of a funding reconciliation from the West Midlands Combined Authority which would not be sent to the College until 15 <sup>th</sup> December.
120	The Corporation was advised that the Finance Committee had reviewed the Financial Statements and had recommended them for approval by the Corporation. The Audit & Risk Committee had also scrutinised the Management

<p>121</p> <p>122</p> <p>123</p> <p>124</p>	<p>Letters for the Financial Statements and the Regularity Audit, together with the Audit Committee’s Annual Report for 2024/2025.</p> <p>Following suggestions that the narrative on the Financial Statements (raised by a governor in advance of the meeting) the Chief Finance Officer reported that any re-write of sections of the report at this stage would necessitate a further audit (and additional costs). However, it was agreed that the points made would be considered for inclusion in the 2025/2026 Financial Statements.</p> <p>A governor asked whether it was prudent to retain Broadway Training Ltd as a wholly-owned subsidiary. The CFO advised that, although dormant at the moment, it was possible that such a vehicle may be useful in the future. Additionally, removing the company from the College’s portfolio would be difficult and incur additional costs.</p> <p>In response to questions at the November Audit Committee meeting about ownership of the interest earned on the amount held by the College on behalf of the Student Union, governors were assured that it was usual practice for FE colleges to administer the SU’s bank accounts. Student Unions within universities were much larger and complex and usually were a separate entity from the College Corporation.</p> <p><b>Resolved:</b></p> <ol style="list-style-type: none"> <li>1 That the Financial Statements for the College, Broadway Training Limited and the Student Union for 2024/2025 be approved</li> <li>2 That the Letters of Representation for the Financial Statements and Regularity Audits be approved and signed by the Chair on behalf of the Corporation</li> <li>3 That the Self-Assessment Regularity Questionnaire for 2024/2025 be approved and signed by the Chair and the Principal</li> <li>4 That the Chair and the Principal be given delegated authority to sign the Financial Statements for 2024/2025, once the reconciliation statements had been received from the Department for Education and the WMCA</li> <li>5 That copies of the above documents be forwarded to the DfE by the deadline of 31<sup>st</sup> December 2025</li> </ol> <p><b>Samaya Malik left the meeting.</b></p>	<p>MTK</p>
<p><b>SELF-ASSESSMENT REPORT 2024/2025 AND QUALITY IMPROVEMENT PLAN 2025/2026</b></p>		
<p>125</p> <p>126</p>	<p>The Deputy Principal presented the draft SAR for 2024/2025 and the QIP for 2025/2026. These had been discussed and recommended by the Learning &amp; Quality Committee, which had received detailed information from each curriculum director as to current performance and future areas of focus.</p> <p>Governors had been reassured to see evidence of a robust SAR process and had agreed further amendments to the over-arching key themes in the Executive SAR/QIP. These were: improving achievement rates, attendance, English &amp; Maths high grades, adaptive/inclusive teaching and ensuring progression pathways existing for students. Performance against these areas would be monitored by the Learning &amp; Quality Committee throughout the year, with opportunities to update particular strategies to maximise effectiveness.</p>	

127	Overall, the SAR had been graded as 'Good', with High Needs provision assessed as 'Outstanding'. There was no longer a separate judgement within the Ofsted framework for meeting the local skills needs, but a similar level of robustness had been assumed.	KL
128	The L&Q Committee had noted the variability of performance across different curriculum areas and faculties. Achievement data indicated a slight increase in all areas except apprenticeships where the rate of improvement was much higher.	
129	The Deputy Principal reported that high grades for GCSE Maths had doubled and were now at the national average level. However, a change in the awarding body for English GCSE had meant that achievement had fallen by 1.2% compared to 2023/2024 and was below the national average. The Corporation was reminded of the significant increase in the number of GCSE examination entries for 2025/2026 (an increase of about 800 students, with 7 to 8% fewer having obtained a grade 3 previously, which would further negatively impact on high grade achievement rates in 2026).	
130	The final document had ratified many of the judgements made at the 2024 Ofsted inspection in terms of the areas for improvement and it was noted that the SAR represented a 'light-touch' for this year.	
131	Training for governors on the new Ofsted framework would form part of the agenda for the February strategic session.	
132	The Deputy Principal commented that a challenging restructure had been undertaken in 2024/2025 which, together with changes to virtually all key College systems, had improved the quality of the SAR/QIP. Staff remained focused on maximising student performance.	
133	<b>Resolved</b> – That the SAR for 2024/2025 and QIP for 2025/2026 be approved	
	<b>Paul Averis left the meeting.</b>	
<b>FINANCE REPORT</b>		
134	The CFO presented the Management Accounts to 31 <sup>st</sup> October 2025, which showed a year-end deficit of £3k compared to the budgeted loss of £774k (a positive variance of £771k).	
135	The overall loss had inflated the College's financial health rating and the EBITDA ratio, mainly due to the increase in funding for 16-18s which had offset areas that were performing below the approved budget, such as commercial and apprenticeship delivery.	
136	Payroll costs were also significantly under budget as a result of the number of vacancies being carried and the way in which the proposed pay award had been phased over the year.	
137	HE Income was behind budget and was anticipated to have reduced by 10% by the year end. Following under-performance in 2025/2026 there would also be a clawback of T Level funding by the DfE.	
138	The cash balance at 31 <sup>st</sup> October 2025 was £14,562k, which included capital grants of £2m that had not yet been spent.	

139	All banking covenants had been met and the outstanding balance on the College's long-term loan was £4,033k. This loan was due for settlement in September 2035.	
140	The CFO advised that the content of the finance report would continue to be developed over the next few months, with the addition of items such as contribution rates and the separation of income for AEB and apprenticeships, amongst other changes.	
141	A governor noted and welcomed the relative brevity of the report compared to previous versions. It was agreed that some governors who do not have a financial background would benefit from additional clarification/briefing in respect of the College's finances. The CFO continued that it was important for managers to become better at budget-planning and not to rely on arbitrary figures for enrolment projections. Work on this was underway and would be translated into the management accounts and budgeting process.	MTK
142	Maintenance and compliance testing was being reviewed from the start of the academic year, with revised coding and reporting being introduced to improve oversight. Managers would be held to account for their respective areas and all costs were being scrutinised.	
143	Following questions about the underperformance of apprenticeship provision compared to the target (-15%), the CFO reported that the phasing of apprenticeship starts needed to be revised and that this issue was due in part to end point assessments taking much longer than anticipated (which was a national issue). Achievement would be lagged and would need to be adjusted in 2025/2026. Governors were assured that reporting on this area would be more accurate in future, particularly with the introduction of a new tracking system.	
144	A governor commented that, although the number of apprenticeship students had reduced in 2025/2026, the College had retained the same number of staff and, therefore, cost base. The CFO responded that enrolments in the first couple of months of the year had been in line with projections, however, there had been some gaps in the staffing cohort in MIS and onboarding of apprentices had been slower.	
145	The Corporation would receive a revised forecast at the March 2026 meeting. Governors noted that there were some external factors that impacted on performance, such as the amount payable by the DfE for growth which had not yet been confirmed and may not constitute the full increase.	MTK
146	The last 2 years had been difficult for the apprenticeship team, especially as a result of the clawback of funding by the DfE and the additional audit burden. The regulations for this area of provision were extremely complex and changed each year. There had been some carryover of apprentices from 2024/2025, but starts for 2025/2026 had been lagged and this was a sector-wide issue.  <b>Edward Ng left the meeting.</b>	
<b>TOP 10 RISKS</b>		
147	Governors received for information a list of the top 10 Strategic Risks, which had been reviewed and updated by the SLT.	

148	A system of 'actions' was now in place to lower the College's residual risk score. However, it was recognised that some risk scores would always be high due to external elements that were beyond the College's control.	
149	The list of Strategic Risks included Cyber Security, Pay and Retention of Staff, Financial Sustainability (potential clawback from non-compliance and statutory regulations) and Failure to Effectively Prevent or Prepare for an Emergency Incident.	
150	Governors noted that some gross and residual scores were very similar across each risk and that work to amend this was ongoing. It was intended that each of the Corporation's committees would monitor performance against the risks that related to their respective remits.	
151	<a href="#">In response to a question from a governor on enduring that the College's Student Voice arrangements were effective, the Head of Governance reported that revised proposals were being considered and would be submitted to the Corporation for approval when finalised.</a>	KL/LV
<b>AUDIT &amp; RISK COMMITTEE</b>		
152	The Chair of the Audit & Risk Committee presented the unconfirmed minutes of the meeting held on 19 <sup>th</sup> November 2025.	
153	The Committee had received the Financial Statements for 2024/2025, together with the Management Letters and Letters of Representation (all of which had been covered under an earlier agenda item). The Audit & Risk Committee's Annual Report had been approved and was submitted to the Corporation for information.	
154	Governors had received a progress report on internal audit work undertaken in 2025/2026 against the agreed plan. A series of briefings were provided to members, including the Risk Radar report which identified common risks across all RSM clients.	
155	The regular tracking of progress against audit recommendations had been scrutinised and it was noted that the number of outstanding items had reduced significantly.	
156	A policy on Counter Fraud arrangements had been recommended for approval by the Corporation. The Committee had also been advised that a Policy and Strategy on Artificial Intelligence had been drafted by SLT.	
157	The detailed report on risk management had reflected the amount of work undertaken to date to modernise the College's systems and staff had now started to appreciate the usefulness of the new arrangements.	
158	The Committee had also considered revised proposals for the delivery of audit work on the Individualised Learner Records system and on Cyber Security.	
159	<b>Resolved</b> – 1 That the Counter Fraud Policy be approved  2 That RSM be appointed to undertake the ILR Audit for 2025/2026  3 That JISC be appointed to undertake the Cyber Security Audit for 2025/2026.	

RESOURCES COMMITTEE	
160	The Chair of the Resources Committee presented a summary of its first meeting held on 19 <sup>th</sup> November 2025.
161	A report on Estates & Facilities had been received, which highlighted key issues in the current term. The College had contracted with the Combined Authority to maximise funding opportunities for decarbonising the estate. A dedicated Sustainability Manager had been appointed recently to drive forward initiatives in this area. Governors had noted evidence of a good level of savings from new energy contracts.
162	Safety barriers had been installed at the Wisemore Campus which had been received positively by staff and students, with plans to replicate this at Green Lane and The Hub.
163	The Committee had received a detailed report on Health and Safety issues, which included a significant reduction in accidents, improved reporting mechanisms and the introduction of a clear desk policy. Activities relating to SMART Response had been undertaken in October, with a further multi-agency event planned for the New Year.
164	Management had provided an update on progress with the implementation of key College systems (Employer Responsive, MIS and HR/Payroll), the majority of which were on track. The exception was HR/Payroll where additional resources were being engaged and the period during which the old and new systems would run in parallel had been extended.
165	<a href="#">In response to a question about any potential impact on apprenticeship provision as a result of the change in tracking system the CFO reported that implementation of the Aptem system was in line with the project plan, so there should be no adverse effect.</a>
FINANCE COMMITTEE	
166	The Chair of the Finance Committee presented the unconfirmed minutes of the meeting held on 25 <sup>th</sup> November 2025. The majority of issues had been featured as part of earlier agenda items.
LEARNING & QUALITY COMMITTEE	
167	The Chair of the Learning & Quality Committee presented a report on the meeting held on 27 <sup>th</sup> November 2025.
168	Governors had received detailed information on performance levels on key aspects such as attendance (which was a major focus for the College in 2025/2026). Retention had improved by 2%, which may impact positively on achievement for the full year.
169	The Committee had been advised on some staffing shortages in areas such as English and maths, which had been partly addressed. The introduction of new College systems (including the MIS) had added to the challenges being experienced by staff and students. However, management was confident that any initial concerns would be ironed out over time.
170	Presentations had been received from each Director of Faculty on their respective Self-Assessment Reports and Quality Improvement Plans. Members had used this opportunity to question the content and ensure that

<p>171</p> <p>172</p>	<p>the SARs/QIPs aligned to the themes in the Executive SAR, which was presented to the Corporation for approval.</p> <p>Governors had also recommended approval of a revised Higher Education Strategy. This document reflected the current uncertainty within the HE environment. It was noted that the targets within the Strategy were still being compiled and would be added at a later stage, with monitoring of performance undertaken by the Learning &amp; Quality Committee.</p> <p><b>Resolved:</b> That the following items be approved:</p> <ol style="list-style-type: none"> <li>1 SAR for 2024/2025 and QIP for 2025/2026</li> <li>2 Higher Education Strategy</li> </ol>	
<b>DATES OF FUTURE MEETINGS</b>		
	<p>Finance Committee - 10<sup>th</sup> February 2026                  People &amp; Remuneration Committee - 12<sup>th</sup> February 2026                  Search &amp; Governance Committee - 12<sup>th</sup> February 2026                  Learning &amp; Quality Committee - 26<sup>th</sup> February 2026                  Audit &amp; Risk Committee - 11<sup>th</sup> March 2026                  Corporation - 26<sup>th</sup> March 2026</p>	