

## CORPORATION BOARD

### CONFIRMED MINUTES FROM THE MEETING HELD ON 9 DECEMBER 2025 AT 4:00PM EASTON COLLEGE, ROOM JB031

#### Present:

|                 |     |   |
|-----------------|-----|---|
| Marcus Bailey   | MB  | Chair   |
| Jerry White     | JW  | Principal   |
| Jock Downie     | JD  | Governor  |
| Joe McNeill     | JMc | Governor  |
| Lucy Sydney     | LSy | Governor ( <i>until 6:39pm</i> )                              |
| Noel Bartram    | NB  | Governor ( <i>from 4:13pm</i> )                               |
| Philip Pearce   | PP  | Governor  |
| Sarah Appleton  | SA  | Governor  |
| Sean Green      | SGn | Governor ( <i>remote via Teams from 5:04pm until 7:15pm</i> ) |
| Laura Stewart   | LS  | Staff Governor ( <i>from 4:07pm until 7:08pm</i> )            |
| Shirley Barker  | SB  | Staff Governor ( <i>until 7:00pm</i> )                        |
| Lillian Rackham | LRa | Student Governor ( <i>until 6:46pm</i> )                      |

#### Attendees:

|                  |    |  |
|------------------|----|--|
| Chris Caddamy    | CC | Assistant Principal                        |
| Jen Eves         | JE | Chief Operating Officer                    |
| Jodie Mitchell   | JM | Director of Governance and Legal           |
| Martin Colbourne | MC | Deputy CEO                                 |
| Seb Gasse        | SG | Vice Principal ( <i>remote via Teams</i> ) |
| Claire Harber    | CH | Governance and Legal Officer               |

#### Apologies:

|                 |    |                                |
|-----------------|----|--------------------------------|
| Lacey Ross      | LR | Student Governor, SU President |
| Freddie Simpson | FS | Student Governor               |
| Phil Gormley    | PG | Vice-Chair                     |

#### 1. Apologies for Absence

Apologies were received and noted as above. The Chair introduced Sarah Appleton and Lillian Rackham.

#### 2. Declaration of Conflicts

No declarations were made.

*LS joined the meeting at 4:07pm.*

#### 3. Unconfirmed Board Minutes from the meeting held on 21 October 2025

The unconfirmed minutes of the meeting held on 21 October 2025 were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

#### 4. Unconfirmed Confidential Board minutes from the meeting held on 21 October 2025

##### 4.1 Unconfirmed Confidential Board minutes from the meeting held on 21 October 2025 (Set 1)

The unconfirmed confidential minutes (set 1) of the meeting held on 21 October 2025 were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

#### 4.2 Unconfirmed Confidential Board minutes from the meeting held on 21 October 2025 (Set 2)

The unconfirmed confidential minutes (set 2) of the meeting held on 21 October 2025 were agreed as a true record of the meeting and will be signed by the Chair at the next available opportunity.

#### 5. Matters Arising

Board 4 Action 3: Devise a plan to communicate the financial situation of the college to students (JW). *It was recognised that it is difficult to communicate to students without causing unnecessary alarm or concern, therefore it was agreed that the action would be closed. It was further agreed that should any part of the transformation plan cause changes to students, appropriate communication can be considered at the Remuneration and Governance Committee – Transformation meetings.* ACTION CLOSED

Board 6 Action 3: Link Strategic Targets with the budget for Governors when producing these for 2026/27 (MC/JW). ACTION ONGOING (Due: May 2026)

Board 1 Action 1: Consider resources on sustainability and agree on an appropriate method of communication to Governors (JW/SGn). ACTION ONGOING (Due: February 2026)

Board 1 Action 2: ACTION COMPLETE  
Board 1 Action 3: ACTION COMPLETE  
Board 1 Action 4: ACTION COMPLETE  
Board 1 Action 5: ACTION COMPLETE  
Board 1 Action 6: ACTION COMPLETE  
Board 1 Action 7: ACTION COMPLETE  
Board 1 Action 8: ACTION COMPLETE  
Board 1 Action 9: ACTION COMPLETE  
Board 1 Action 10: ACTION COMPLETE  
Board 1 Action 11: ACTION COMPLETE  
Board 1 Action 12: ACTION COMPLETE  
Board 1 Action 13: ACTION COMPLETE  
Board 1 Action 14: ACTION COMPLETE

*NB joined the meeting at 4:13pm.*

#### Conflicts of Interests

A recommendation paper and updated Conflicts of Interest Policy were circulated prior to the meeting.

The Board were informed that further to Board 1 Action 12 and Board 1 Action 13, the Director of Governance and Legal and the Principal have made enquiries within their networks to understand whether other institutions in the sector ask their Board and senior staff to declare all interests or just those interests that pose an actual or potential conflict. The Board were informed that the results were overwhelmingly in favour of declaring all interests, including those of family members. Additionally, the Board were informed that the Charity Commission's guidance in relation to conflict of interests recommends a three-step approach in respect of declaring all interests.

It was highlighted that the College has previously published declarations on the College website in the form of the Register of Interests. The survey amongst Governance Professionals in the sector showed that most colleges do not publish their registers but instead indicate that they are available for inspection upon request.

The Board queried declaring interests of close relatives, and it was recognised that this could only be expected to the extent that interests are known. The Board also cautioned the use of the 'Other' category of interests. Governors and staff are recommended to consider.

The Board considered and approved the amended Conflicts of Interest Policy noting that Governors will be required under the policy to declare all interests and that the section stating that the College will publish the Register of Interests on the website will be removed.

**ACTION 1: Prepare new Declaration of Interests form to align with new policy (JM/CH).**

## 6. Chairman's Remarks

The Chair extended thanks to everyone for their hard work during what has been a busy term. He highlighted that work is in progress on an agenda for the January Strategy Day; items to be considered will include transformation and strategy. From a governance perspective, consideration is being given to the streamlining of Committee workloads.

## 7. CONFIDENTIAL - Principal and CEO Report

The discussion was confidential and is recorded within the confidential minutes (set 1).

### 7.1 The FEC Curriculum Efficiency and Financial Sustainability Support (CEFSS) Review – Update

A verbal update was provided as follows:

- Two representatives from the FE Commissioner CEFSS visited the College during November to carry out a review.
- The Senior Management Team have received the resulting draft report.
- Sixteen actions have been proposed; 8 of high importance and 8 of medium importance.
- SMT will review the proposed actions and provide a management response.
- The report highlights good progress, good data availability and headway in curriculum planning processes and recognises early impacts of the transformation programme and move towards a devolved model of financial reporting.
- An FEC Advisor is on hold to attend Strategy Day should their contribution be required.

## 8. Risk Register Review

The Risk Register Review was circulated prior to the meeting. The Board were informed that the Curriculum and Quality and Business Committees have scrutinised their relevant risks.

It was noted that an evolved risk management process is due to be considered at the next Audit and Risk Committee meeting in the spring. The Board were informed that there has been significant work on an operational risk register which will better inform strategic risks. It was agreed that the Chair of the Audit and Risk Committee and the Principal would meet ahead of the proposed SMT risk meeting in January.

**ACTION 2: Arrange meeting between PP and JW to discuss risk (CH).**

## 9. Strategic Target Monitoring

The discussion relating to item 9 is recorded within item 9.1.

### 9.1 College Data Dashboard

The College Data Dashboard was circulated prior to the meeting, and a brief update was provided.

Governors found the RAG rating helpful and expressed that they were reassured that there is a clear correspondence between ratings and conversations that have taken place at Committee and Board meetings.

## 9.2 Annual Strategic Conversation Letter

The Annual Strategic Conversation Letter was circulated prior to the meeting for information.

The Board noted the letter.

**ACTION 3: Add Annual Strategic Conversation Letter to Schedule of Business for 2026/27 (CH).**

## 10. CONFIDENTIAL - Transformation Programme

The discussion was confidential and is recorded within the confidential minutes (set 1).

## 11. Student Voice

The Student Voice update was circulated prior to the meeting and taken as read. The following points were highlighted:

- There has been increased engagement from students with the Students' Union (SU) including increased engagement with elections.
- Culture Day was a successful event and well attended.
- The autumn SU Parliament was held recently - topics debated included industrial action and catering prices. Transport issues and lesson cancellations were also mentioned.

The Board noted the good work carried out by the SU and that it has been steadily building over the last few years.

There was a discussion around cancelled lessons. The Student Governor gave feedback on their observations and views of students in relation to cancellations and Staff Governors provided feedback on processes. It was noted that there are now cover supervisors in place which is making a difference on the Norwich site. Governors asked how lesson cancellations are being monitored and it was agreed that the matter, including consideration to implement KPIs, would be referred to the Curriculum and Quality Committee.

**ACTION 5: Consider at Curriculum and Quality Committee the monitoring process for cancelled lessons, including the implementation of KPIs (CC/SG/JD).**

The meeting took a break at 5:46pm and reconvened at 5:57pm.

## 12. Key Updates and Approvals from Committee Meetings

### 12.1 CONFIDENTIAL - Audit and Risk Committee

The discussion was confidential and is recorded within the confidential minutes (set 1).

#### 12.1.1 CONFIDENTIAL – Draft Annual Report and Financial Statements 2024/25

##### 12.1.1.1 CONFIDENTIAL – Draft Annual Report and Financial Statements 2024/25

The discussion was confidential and is recorded within the confidential minutes (set 1).

##### 12.1.1.2 CONFIDENTIAL – Audit Memo

The discussion was confidential and is recorded within the confidential minutes (set 1).

**12.1.1.3 CONFIDENTIAL – Letter of Representation**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**12.1.1.4 CONFIDENTIAL – IA Annual Risk and Assurance Report 2024/25 including Head of IA Opinion**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**12.1.1.5 CONFIDENTIAL – Going Concern**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**12.1.1.6 CONFIDENTIAL – Regulatory Assessment**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**12.1.1.7 CONFIDENTIAL – Fraud Assessment**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**12.1.1.8 CONFIDENTIAL – Covenant Compliance Certificate**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**12.1.1.9 CONFIDENTIAL – Audit and Risk Committee Report 2024/25**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**12.1.1.10 CONFIDENTIAL – Remuneration and Governance Committee Report 2024/25**

The discussion was confidential and is recorded within the confidential minutes (set 1).

**12.2 Curriculum and Quality Committee**

*Item 12.3.2 was taken before this item.*

The Curriculum and Quality Committee Update and the unconfirmed minutes from the meeting on 13 November 2025 were circulated prior to the meeting. The update was summarised as follows:

- Exam access evidence requirements have changed which has impacted the exams team and teaching staff.
- Retention is improving but the College is still below target and national benchmarks.
- A QIP is focussing on raising achievement and value-added.
- Survey scores are decreasing in some areas and at Paston College and the Curriculum and Quality Committee asked for a report exploring the issues in more depth.
- Achievement targets have not been met.
- Two-year programmes have been introduced to assist in reducing NEET rates.
- It was agreed by the Committee that nursery matters will be considered by the Curriculum and Quality Committee going forward.

*LRa left the meeting at 6:46pm.*

### **12.2.1 College Self-Assessment Report**

The College Self-Assessment Report was circulated prior to the meeting. The following points were highlighted:

- Recent staffing challenges in SEND have been related to an increased number of students requiring additional support (high needs).
- Agency staff are being used in some cases and additional Learning Support Assistants have been recruited and all students should now be getting the required support.

The Board approved the College Self-Assessment Report.

### **12.3 Business Committee**

The draft minutes from the meeting on 25 November 2025 were circulated prior to the meeting and the Business Committee update was circulated separately via email and taken as read.

#### **12.3.1 CONFIDENTIAL – Finance Update**

The discussion was confidential and is recorded within the confidential minutes (set 1).

#### **12.3.2 CONFIDENTIAL – Tennis Centre**

The discussion was confidential and is recorded within the confidential minutes (set 1).

#### **12.3.3 Annual Review of the Financial Regulations**

The draft Financial Regulations were circulated prior to the meeting.

It was noted that the threshold for Board approval for contracts and capital business cases has been increased to £250k to reflect the size of the organisation. The Board were informed that this figure has been benchmarked against other institutions in the sector and is still conservative.

The Board approved the updated Financial Regulations.

#### **12.3.4 FE Commissioner Report – Havant and South Downs College**

The FE Commissioner Report on Havant and South Downs College and the College self-assessment against the recommendations were circulated prior to the meeting.

Governors asked for the self-assessment to be updated to reflect more clearly where the College has the recommended processes in place.

**ACTION 7: Update the FE Commissioner Havant and South Downs College self-assessment to reflect more clearly where the College has the recommended processes in place (MC).**

It was stressed that it is important that Governors note their responsibilities.

#### **12.3.5 Modern Slavery Statement**

The Modern Slavery Long Statement and the Modern Slavery Short Statement were circulated prior to the meeting. It was noted that due to time constraints the

statements have not been considered by the Business Committee and are being presented directly to Board for approval.

The Board approved the Modern Slavery Long Statement and the Modern Slavery Short Statement.

*SB left the meeting at 7:00pm.*

#### **12.3.6 CONFIDENTIAL – Insurance Policies Renewal**

The discussion was confidential and is recorded within the confidential minutes (set 1).

### **12.4 Remuneration and Governance Committee**

The Remuneration and Governance Committee Update paper and unconfirmed minutes from the meeting held on 11 November 2025 were circulated prior to the meeting.

#### **12.4.1 Scheme of Delegation**

The draft Schedule of Delegation and supporting paper was circulated prior to the meeting.

It was agreed that email approval would be sought.

#### **12.4.2 Standing Orders**

The draft Standing Orders and supporting paper was circulated prior to the meeting.

It was agreed that email approval would be sought.

#### **12.4.3 Strategic Governor Groups 2025/26**

A verbal update was provided as follows:

- It has been previously agreed that the Student Voice Strategic Governor Group will continue during 2025/26.
- Due to the transformation programme and demands on Governors' time, no other Strategic Governor Groups are proposed for 2025/26 at this stage.
- A review will be carried out towards the end of the year when new groups will be proposed for 2026/27.
- If during the year it is felt that an additional group would be helpful, proposals will still be considered.
- Marcus Bailey will continue to be the specified safeguarding Governor.

### **13. Other Urgent Business**

Governors were reminded that the end of year celebrations at each campus are next week.

### **14. Meeting Review and Summary**

No matters were raised under this item.

*LS left the meeting at 7:08pm.*

### **15. Confidential Item**

The discussion was confidential and is recorded within the confidential minutes (set 2).

### **16. Date of Next Meeting**

The next Corporation Board Meeting is scheduled to take place on 10 February 2026 at 4:00pm.

All formal business having been concluded; the meeting closed at 7:21pm.

Signed ..... Date .....  
(Chair)