

## MINUTES OF THE CORPORATION MEETING

**HELD ON WEDNESDAY 9th JULY 2025 AT 6.00 P.M. MEETING 24/05**

### **IN QUAD 3, VARNDLEAN COLLEGE**

**Present:** Jill Arnold (Chair), Nick Armstrong, Toby Douglass, Sarah Dunsmore, Ayas Fallon-Khan, Paul Herridge, Donna-Marie Janson, John Lamb, Carrie Llewellyn, Keith Perera, Alan Walker, Brendan Ward, John Williams, Jason Wye, Jolanta Young

**In Attendance:** James Gordon, Lisa Watkin-Stevens, Elaine French, Louise Pennington

#### **1. Welcomes and Apologies for Absence**

Apologies: Jodie Braham, Simon Lindfield

Welcomes: None

In the Chair: Jill Arnold

The Meeting was quorate.

#### **2. Declarations of Interest**

None recorded at this time, other than those declarations notified at previous meetings and as recorded in the Register of Interests' files.

#### **3. Minutes of the Corporation held on 21st May 2025 Part I Main Business; Part II Confidential Minutes (none)**

The minutes of the meeting were approved by the Corporation and the Chair was authorised to sign these. **ACTION: Louise Pennington/Chair of Governors**

#### **4. Matters Arising and Action Points and Significant Risks**

The Corporation noted the progress with actions to date and those which were on the agenda, in progress or would be taken forward in due course.

It was noted that the actions' schedule would be updated to reflect any changes detailed above. **ACTION: Louise Pennington.**

High Level risks - ensure awareness and reminders to bear in mind throughout the meeting.  
- 4b) Significant Risks

#### **5. Chair's Report**

##### **Papers:**

###### **a) Termly Update**

**b) FEC Governance Guide Following Weston College Review, Governance Recommendations and Compliance Schedule**

The Chair presented her report to the Corporation and the following was recorded:

**a) Termly Update**

- Senior Postholder appraisals have been completed by Jill Arnold, with the Principal and Governance Professional, details of which will be shared with the Remuneration committee when it next meets and also with HR.
- Reference was made to savings identified by SLT to reduce the College's overall costs, which included pausing some memberships such as the Association of Colleges. The College is a member of several organisations including S7 Colleges and the SFCA.

**b) FEC Governance Guidance following Weston College Intervention and Review, Governance Recommendations and Compliance Schedule**

The summary provided in Jill Arnold's paper regarding the DfE's intervention at an FE College, plus governance recommendations arising from this, were discussed and noted by the Corporation.

The schedule listing the various recommendations for good governance which should be considered by all Colleges, and the compliance column which confirmed that all were followed by the College apart from one action (to establish a Relationships Policy) gave useful assurance to Governors. **ACTION: LEP**

## **6. Principal's Report**

**Papers:**

### **Executive Summary**

- a) Sustainability Update - Progress on the FE Climate Action Roadmap**
- b) Gender Pay Gap report follow up (Papers: Executive Summary and Report)**
- c) Staff Pay**
- d) Final Accountability Agreement for noting**

The Principal presented her Report and the following points were recorded:

- a) Sustainability Update:** The College is aiming to become leading college in climate action, notwithstanding that some of the College's older buildings plus modular units, which means that some of the buildings won't be carbon neutral by 2030. Some SLT Staff members have or are completing the carbon literacy qualification and there have also been various biodiversity developments such as having an orchard planted, having won a competition. The College's environmental Staff lead has completed the Education and Training Foundation, a pilot professional qualification on sustainability and we are awarded Specialist Status in Education for

### Sustainable Development (SSESD)

**Gender Pay Gap Report Follow Up:** Follow up from March meeting paper in order to take account this year's figures which have been included in the report and noting that this update has generated an improvement in the overall analysis. Thanks were recorded to the HR Director for her work on this Report. The Principal reminded Governors that the Report, when presented at the March meeting, had identified some inequity between similar roles which were not at the same pay level. Over the last year the focus has been on ensuring equity between equivalent roles and at this point, programme leaders were highlighted. The work will continue next year into re-banding all of the Support Staff roles, as part of a SFCA pilot exercise, in order to resolve other disparities. In response to a question from the Corporation regarding comparisons within the sector, it was confirmed that the College was above the sector average, although as noted above, further work was needed to improve equality further and noting also the predominantly female leadership team which provided a level of offset.

**b) Staff Pay:** The Principal confirmed that the pay offer for next year of 4% was still being considered by the Unions in their national negotiations with the SFCA. Regarding the current year's pay award, this could only be paid (to Teaching Staff) after the remittance had been received by the College (which arrived from the DfE on 30<sup>th</sup> June), so the Teaching Staff won't receive their backdated pay in respect of the full year, until the July pay run. It was also noted that next year when the College's finances are re-visited, it's projected that there will be a slight improvement than originally predicted. The DfE had stated that the pay rise would be fully funded, although this has not been the case, with a shortfall having to be provided by Colleges or if unaffordable, not fully paid.

**c) Final Accountability Agreement:** The Corporation was invited to approve the final version, which is also required to be published on the College's website. It was noted that the document had been approved at the last meeting but had been updated since then. The Principal agreed to re-circulate the final version as it had been omitted from the meeting pack and subject to there being any issues identified in the updated version by Governors, the document was approved. **ACTION: DMJ**

## 7. Student Governors' Report

The Student Governors, Toby Douglass and Jolanta Young provided the following update to Governors on various activities involving the SU and Student Governors, since the last meeting:

- Student Governors attended the S7 Event at BHASVIC, and participated in a teambuilding activity and also exchanged information with other Student Governors on SU activities, event organisation etc. It was noted that the College had a lower budget than the other Colleges' SU and were keen to improve Varndean SU's budget going forward with various initiatives to generate additional income.
- Pride Event has generated money for the Charity "Allsorts", together with a 1/3 of the income from this event, going to the SU too.

- New Students' Day was organised together with the Leavers' Event, both of which were held recently.
- Student Council meeting has been arranged for October next term.
- The Student Governors participated in the recent Citizens UK meeting with BHASVIC and have been working on building relations and putting pressure on the Council to take forward the various proposals.
- At the last SU meeting, each member of the SU executive has set out their intentions and proposals for the role, with suggestions including seeking more space during breaktime for Students to study or spend time when it's raining – help will be sought from Staff to direct Students to vacant classrooms during lunchtimes etc.
- Further initiatives will be developed to focus on bridging the gap between year 1 and year 2.
- Democracy Officer has suggested options to lay the groundwork to get Students at College to be politically engaged, encouraging Students to register to vote etc.
- SU Constitution – the Union is considering amending the constitution particularly with regard to the joint President/Student Governor category and to give consideration to splitting the roles, which many other Colleges already do. At this point it was noted that any proposed changes to the SU constitution would have to be approved by the Corporation. **ACTION: Student Governors/LEP**
- The Corporation queried the support and development options provided to the Student Governors and it was confirmed that in addition to their governor induction, regular meetings with a member of SLT was arranged before GB meetings, together with governor training opportunities including Student Governor network groups etc along with assistance from the Governance Professional when required. It was suggested that Student Governors may find it helpful to have an external governor "buddy" to meet prior to a meeting, to go through the meeting papers etc. It was agreed that the Student Governors would consider the options and liaise with Louise Pennington in the first instance. **ACTION: Student Governors/LEP**

Thanks were recorded to the Student Governors for their report.

## 8. Curriculum and Standards

Lisa Watkin-Stevens presented the following items to the Corporation and drew attention to various elements as recorded below:

### a) Student Survey and Tutorial survey Results

- a. Executive Summary
- b. Student Survey – Curriculum
- c. Student Survey – Tutorial

- 2 Student surveys (curriculum and tutorial programme), with the responses divided between the various Schools and demonstrating encouraging trends in both areas, notwithstanding that participation is less than targeted, within some curriculum areas, has only had a moderate Student engagement. Regarding the latter point it was reported that timing of surveys may not be optimal for some curriculum areas such as creative art, where the lower Student participation rate had probably arisen owing to

the clash with examinations. As a consequence, this year the timing has been revised to avoid the creative art examination/assessment period but will be kept under review in case there are other issues.

- Regarding the tutorial survey, year 1 engagement has proven to be relatively high, whilst year 2 the responses overall are lower, the latter reflecting the fact that the survey is based on a 1 to 1 appointment with tutors, whilst year 1 tutorial surveys are completed in tutorial groups at the same time. Referring to the analysis produced from the surveys, Governors were informed that for certain new questions, there was no comparative data available yet, but is being kept under review by SLT and Heads of Schools. Overall there has been an improvement when comparing the latest figures with those from previous years, with a high level of satisfaction regarding teaching quality and assessment, and learning outcomes' feedback. There has been a focus upon homework completion, particularly in respect of the Foundation Year subjects, where there have been issues arising from this. Attention has also been given to year 2 tutorial engagement where improvements are being sought and consequently action taken to resolve this for next year, involves re-designing the tutorial programme for the year 2 Students. Finally, as reported earlier, solutions have been implemented to improve the creative art Students' responses, by revising the timing of the survey, to avoid examinations/assessment periods.
- In response to a question from Governors, and in addition to the points already made above, Lisa Watkin-Stevens gave a summary of the issues associated with completing the surveys - timing of surveys, individual or group responses, curriculum area and associated schedule in terms of assessments or other busy periods, impact of using google classrooms, email traffic to Students per subject, particularly where Students may be less likely to engage with email communications (hence a move this year to whats app notification and responses).
- Post the survey completion deadlines, the College follows up the outcomes and analysis with focus groups involving Students some of whom find it easier to engage in conversation rather than via an online survey.
- The surveys are not anonymous, so particular issues raised, can be identified and actions taken where needed.
- SLT also takes into account national benchmarking information, where this is available, to enable broad comparisons to be made.

**b) Careers Report & Update including Destinations – withdrawn from the agenda.**

**9. Finance**

**a) Draft Minutes from Meeting held on 26<sup>th</sup> June 2025 - noted.**

**b) Financial Updates/ Latest Management Accounts**

**Papers: i) Executive Summary, ii) Accounts: Income & Expenditure, iii) Balance Sheet, iv) Cashflow**

In the absence of the Committee Chair, Simon Lindfield, Elaine French presented the various papers to the Corporation and recorded the following:

Item b) – the management accounts were noted by the Committee together with the discussions held by the Finance Committee as minuted in a).

- Latest management accounts reflected broadly the predictions shared earlier in the year, although there is a marginal improvement in the forecast to the year end since the last accounts were presented.
- Following a question from the Corporation arising from paper 9bii and the figures included for in year and funded Students, Elaine French explained the lagged funding process applied by the DfE, which means that funding for a particular year, is based on the number of Students enrolled in the previous year.
- It was confirmed that the increase in National Insurance contributions applies from April.

**c) Budget 2025-2026 inc. Review of Key Risks & Forecast 2026/2027 and 2027/2028 (CFFR)**

- d. Executive Summary**
- e. Proposed Budget and Forecast**
- f. Projected Balance Sheet**
- g. Cashflow**
- h. Review of key risks in budget**

The Corporation considered the various budget and forecast papers as presented by Elaine French, together with the discussions held by the Finance Committee as recorded in the draft Committee minutes within item a). The following points were highlighted:

- Executive summary confirms that the figures have improved overall including the forecasts for the following years and noting the cost saving actions which SLT had implemented in order to achieve this. Both the surplus and staffing ratio were highlighted as improved. Reference was made to the Adult Education provision and action taken in this area – as recorded at previous meetings and at the Finance Committee, reminding Governors that it had not been financially sustainable to continue with the Adult Education offer in the current climate, where funding and financials overall were extremely tight.
- Funding rates – increase in year 3.65% and the funding uplift next year of **1.6% on the National Funding Rate, 2.3% overall**, was also noted and that this had been confirmed via the funding allocation notification received from the DfE.
- The College's income has and continues to improve owing to the improvement in its Student retention figures, which results in more of the funding allocation being retained. At this point thanks were recorded to the work completed by Sarah Dunsmore (Director of MIS and Registry) and the team on the data analysis in order to ensure funding is maximised.
- Expenditure details were discussed and assumptions noted – with a 4% pay rise included in the figures. Currently the grant funding is only known for definite between April this year and March next year, but have assumed the figures will be similar so have accrued for the last few months of the year. Reference was also made to the teachers' pension scheme and employers' contribution rate which has increased, although a separate grant has been given to date by the DfE to cover this and is anticipated to continue into the forecast years too.

- In summary the bottom line has improved owing to a healthier staffing ratio based on the College's actions, cash surplus is looking healthier so the cash reserves have been replenished and overall financial health grade for next year is predicted to be "good".
- Governors recognised the efforts made by management to reduce costs in light of the difficult financial climate and also noted that the support staff pay award had not yet been backdated, but that this would be reviewed next year.
- Catering business and in house pricing – in response to a question from the Governors, it was noted that SLT were aiming to cover costs in terms of Student provision, but aimed to make profits from hospitality income, when events are held on site with the intention to seek more of this type of provision.
- In light of the difficult financial situation, the Corporation discussed the possibility of fund raising. **ACTION: SLT**

The budget and forecast documents, including the CFFR (College Financial Forecasting Return) were approved by the Corporation, noting that the CFFR was required to be submitted to the DfE by the end of July, signed off by the Principal and current Chair of Governors. **ACTION: Elaine French/Donna-Marie Janson/Jill Arnold**

- d) **Adult Education – Consultation Update** – reference was made to the discussions held at the Finance Committee as referenced in the draft minutes.
- e) **DfE Reports** – noted.
  - i) **SFCs Benchmarking Information and Analysis**
  - ii) **Financial Dashboard Report**

**Property Matters including Summer Works and Capital Projects and Plans – Update (plus refer item 10 AWG)** - Reference was made to the AWG meeting minutes with progress to be reported next term.

The Corporation was reminded that the financial sustainability Action Plan was embedded in other documents and there wouldn't therefore be a need for a separate report.

## **10. Accommodation Working Group (AWG)**

- a) **Draft Minutes from Meeting held on 5<sup>th</sup> June 2025 - confidential**

Alan Walker, the Chair of the AWG, presented the draft minutes from the last meeting noting the latest updates, including the fact that the College had been unsuccessful in the recent capital bid applications.

He also drew attention to the new lift replacing the broken one which would be installed in August in readiness for the new term. This is to be covered by insurance.

The Quads project update was provided in terms of the outstanding issues still to be resolved and noting that the College was waiting to hear from the Project Manager and

contractor regarding the programme for resolving the quad paving issues in light of the poor quality of paving slabs which had already faded in the sunlight and were creating reflection problems, but were also not as initially ordered. A report on this together with a rectification plan was awaited.

The Corporation noted that SLT were tasked with carrying out further research on the progress of the Sports Hall proposal in the Masterplan and that an update would be given at the next AWG meeting.

## **11. Audit Matters**

Paul Herridge, Chair of Audit Committee and Elaine French introduced the various papers and the following was recorded:

- a) Draft Minutes from Meeting held on 12<sup>th</sup> June 2025 and follow up Meeting held on 18<sup>th</sup> June 2025 (online meeting) – noted.**
- b) External Auditors**
  - i) Reappointment and Remuneration – Tender Board recommendations for approval**

The Corporation approved the recommendation from the Tender Board and Audit Committee to appoint Buzzacott as the new External Auditors with effect from the next academic year, subject to the Audit Strategy Memorandum. **ACTION: Elaine French**

**Note Audit Strategy Memorandum to follow for consideration, post appointment –**  
**ACTION: Elaine French**

- c) Internal Audit**
  - i) Funding Review Internal Audit** – the audit work and report plus recommendations as detailed in the Audit committee minutes and report were noted.  
**Paper: Audit Report**
  - ii) Internal Audit for 2025/2026**  
**Papers:**
    - a. Summary Sheet on Follow up Meetings
    - a. Internal Audit Proposal from SLT

**(Note: Reappointment and Remuneration of Internal Auditors to be agreed subject to outcome of item cii**

Paul Herridge summarised the discussions held at the Audit Committee, together with the subsequent online meeting and email exchanges of information between the Committee members and Elaine French. The following points were highlighted:

- The action to review internal audit arose as a request from the Finance Committee last year, when reviewing the budget and forecasts with the need to find cost savings, with the suggestion that the College could consider pausing its internal auditors' appointment for 1 year only, 2025/2026, which would save approximately £12K and then re-commence the internal audit contract from 2026/2027.
- The Audit Committee had queried whether a reduced internal audit service could be considered but noting that the internal auditors were not able to endorse this as it would breach the auditors' internal audit guidelines, whereby the current internal audit service is already at the minimum level, leaving no option but to either proceed with the current offer or discontinue the internal audit service altogether for 1 year.
- Corporation was reminded that Colleges weren't required to appoint Internal Auditors to carry out their internal assurance work, but that the Audit Committee required sufficient assurance that internal audit controls were in place, and hence if internal auditors are paused for next year, the Committee had asked SLT to confirm the internal review system which would be in place to provide sufficient assurance required by the Committee; refer paper item 11c,ii,b which sets out the Management response, including an internal review programme covering 5 main areas – pay roll sport checks, HR monthly reporting, monthly review of ILR (individual Learner records), participation in the EQR scheme (External Quality Review (involving peer group review), with 2 per year) and the External Audit where the auditors also audit internal controls (this is part of the external auditors plan), noting that the Internal Auditors usually share their internal control audit work with the External Auditors. This will mean an increased workload for the external auditors if the internal audit is paused for 1 year.
- It was also highlighted that for next year if SLT lead on the internal audit programme, the independent aspect of having Internal Auditors, would be absent.
- In summary the Audit Committee members held a follow up online meeting on 18<sup>th</sup> June, together with various email communications to review SLT's internal audit proposal and responses to the Audit Committee questions and concerns, in order to determine the best option for the College.
- The summary and recommendations in the paper 11 c ii a, were highlighted and considered by Governors, noting the risks, reservations, conditions and recommendations and noting the conclusion reached by the Audit Committee based on the information supplied by SLT (paper 11c ii b).
- Elaine French also highlighted the fact that the College had recently implemented a number of new systems and processes, which would be reviewed by the internal auditors in due course, but over the next year if internal auditors are paused for 1 year, the SLT and Finance team etc will review and monitor these and ensure audit controls are in place, with updates being provided to the Audit Committee.

In conclusion, the Corporation endorsed the Audit Committee's recommendation, noting the risks, reservations and conditions (internal review programme lead by SLT replacing the usual Internal Auditors' plan, with reporting to the Audit Committee to provide adequate reporting and assurance) specified in the paper, and agreed that the appointment of Internal Auditors should be paused for the 2025/2026 academic year and then reappointed with

effect from the 2026/2027 academic year and to continue thereafter. **ACTION: Elaine French**

**d) Risk Management**

- i) **Risk Register/Action Plan** – approved by Corporation as unchanged since the last version. **ACTION: Elaine French**
- e) **Preparation of Financial Statements Audit 2025** – noted - refer minutes
- f) **Fraud Report and Whistleblowing Incidents** – none – refer minutes.

**12. Search and Governance Committee:**

**a) Confidential Draft Minutes from Meeting held on 20<sup>th</sup> June 2025 – noted**

The Chair of S & G Committee, Brendan Ward presented the draft minutes and various papers and recommendations to the Corporation and the following points were recorded:

The various vacancies were highlighted and invitations from Governors interested in any of the roles to let the Committee Chair of Louise Pennington know.

**b) Corporation and Committee Membership**

- i) **Quality, Curriculum & Guidance Committee Terms of Reference, Members, Committee Chair (TBA) and committee to review TOR at first meeting input**
  - The draft terms of reference were endorsed, subject to input from the Q, C & G Committee when it has its first meeting.
  - Meeting start time of 4.00 p.m. was highlighted and it was agreed to review this if necessary, post the first meeting.
  - Committee Chair vacancy – Keith Perera agreed to chair the first meeting, after which the chair role would be reviewed and interested Committee members could apply for the role, noting also that a co-chair/shared chairing role could be considered if appropriate.
  - Other Committee members to be considered, noting the current membership of Keith Perera, Jodie Braham, John Williams (Quality Link Governor), John Lamb (EDI link governor), Teaching Staff Governor, 1 or both Student Governors (suggested share role with alternate attendance at meetings) and SLT attendees at the meetings (James Gordon and Lisa Watkin-Stevens).

**ACTION: Keith Perera/LEP/Governors**

- ii) **Ayas Fallon-Khan – reappointment from 31/12/2025** – the Corporation noted the discussions held at S & G Committee and Ayas' long service and agreed that he should be reappointed for a further term of office.

- iii) **Governor Vacancy from 1/8/2025** – arising following Jill Arnold's retirement and it was reported that the S & G Committee had agreed that the S & G Chair should make contact with a recent applicant who had been appointed by Corporation in 2023, but had had to withdraw at the last moment owing to health issues, to see if she'd be willing to be appointed now, and if so, her appointment should be recommended for approval, which the Corporation agreed.
- iv) **Skills Link Governor appointment** – vacancy – and interested Governors should apply.
- v) **Finance Committee vacancy** - ditto.
- vi) **Environment & Sustainability Link Governor vacancy**- ditto.

**ACTION: S & G Chair/Governors/LEP**

- c) **Governor Self-Assessment Quality Improvement Plan Update** – noted.
- d) **Code of Good Governance Compliance/evidence template** – noted.
- e) **Corporation and Committee Meeting Dates for 2025/2026 and Annual Calendar of Corporation Business**

The documents were reviewed and approved by the Corporation, noting that the 4 p.m. start time for the new Q,C and G Committee would be reviewed at the first meeting and revised if deemed necessary for the majority of Members. **ACTION: Q,C & G Committee/LEP**

**13. Policies and Other Documents**

It was agreed that the following section would be taken as read, subject to any questions received from Governors.

- a) **Risk Management Policy – just added risk appetite statement** and finance committee reviewed re financial risk appetite etc

**Executive Summary**

**Policy**

- b) **Data Protection and Financial Support Policy**

**Executive Summary**

**Policy**

- c) **Bursary and Financial Support Policy**

**Executive Summary**

**Policy**

It was noted that guidelines per year change and the wording required revision where necessary.

- d) **Governor Recruitment and Succession Planning Policy (plus note related updates in standing orders)** and also noted the update to be completed regarding the chair appraisal DfE guidance issued in March 2025. **ACTION: LEP**

- e) Committee terms of reference – refer committee minutes
- f) Instrument and Articles – revision based on DfE advice Letter received 17 June 2025 plus Eversheds Briefing (Student Governors voting rights (proceedings of meetings instrument 14) and Quorum - instrument 5 - approved.

The Corporation approved the policies/documents including any changes recommended by the various Committees. **ACTION: SLT/LEP**

**ACTION: Policies/documents to be uploaded and file with latest versions/policies schedule to be updated and website where necessary. ACTION: Emma Cotton**

14. **Date of Next Meeting:** Wednesday 15<sup>th</sup> October 2025 at 6.00 p.m.

15. **Appointment of New Chair of Governors**

At this point Brendan Ward took the chair and John Williams was asked to leave the meeting. The following points were recorded:

- Process followed for the new Chair recruitment which Brendan Ward confirmed was thorough, with detailed questions, prepared by Louise Pennington and with input from the Panel.
- Interview Panel (Simon Lindfield (Chair), Brendan Ward and Alan Walker) interview John Williams, who was the only applicant from the current membership, having submitted his CV and application letter.
- Post-interview based on questions drafted before the interview, the Panel were all in favour of recommending John Williams as the new Chair, succeeding Jill Arnold with effect from 1<sup>st</sup> August 2025, for a 4 year term of office, subject to governor membership restrictions.
- It was also resolved that in line with the S & G Committee's recommendations, should John Williams be appointed, that he should remain on the Finance Committee (and AWG if he was happy to continue - *post meeting minute: John Williams to step down from AWG at the end of this academic year*), plus join the S & G Committee and Remuneration Committee. It was also noted that he would be a member of the Quality, Curriculum and Guidance Committee (as already appointed in March 2025), but that he would not chair this Committee and a new Chair would be found – refer above.

In conclusion, the Corporation endorsed the recommendation from the Panel that John Williams should be appointed as Jill's successor wef 1<sup>st</sup> August 2025 for a 4 year term of office, subject to any existing Governor membership terms of office restrictions and be appointed/continue to serve on the Committees as set out above.. **ACTION: BW/LEP**

At this point John Williams re-joined the meeting and Brendan Ward informed him of the outcome of the discussions held, congratulating him on his appointment as the new Chair, which he accepted.



Brendan Ward recorded the Corporation's vote of thanks to Jill Arnold for her valuable work as Chair of Governors over the last 3 years, noting that her term of office as Chair would end on 31<sup>st</sup> July 2025.

**16. Any Other Business** - none.

**Part II Confidential business** – None

**Any other confidential business** – None

**17. Enclosures for Information** – None

Chair.....

Date.....

Louise Pennington 9/07/25