



ACTIVATE LEARNING FURTHER EDUCATION CORPORATION CORPORATION BOARD MEETING

Meeting date: Tuesday 9th December 2025

Venue: Reading Campus

PRESENT:	<p>Sue Sturgeon David Goosey Gary Headland Alison Blight Justin Obee Tadhg Nicoll-Webb Cathie Prest Kathy Slack Emma Shipp Andy Stone Dan Willis Callum Wood</p>	<p>Chair of the Corporation Vice-Chair of the Corporation Chief Executive Officer</p> <p>Staff Governor Student Governor</p>
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IN ATTENDANCE:	<p>Jon Adams Steve Ball Louise Basu Neil Brookes Paul Newman Pete Reynolds Nate Rowe</p>	<p>Chief Strategy Officer Chief Operating Officer Chief People Officer Chief Learning Officer (Quality) Chief Learning Officer (Curriculum) Chief Marketing Officer Governance Officer/ Minute taker</p>
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GOVERNANCE PROFESSIONAL:	<p>Amy Gleeson</p>	<p>Head of Governance</p>
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MINUTES

The meeting started at 17:45.

Minute no.		Action / Resolution
1.	Apologies for Absence.	
1.1	Apologies for absence were received from Lesha Chetty, Smitha Nair, and Jess Dsouza.	
2.	Declarations of Interests, Gifts, and Hospitality.	
2.1	The CEO reported that he had been gifted a second-hand book, with a retail value of £17.99 by Gareth Dinnage, someone the Organisation has	

worked with in the past, and may do again in the future in relation to sustainability.

3. Minutes of the meeting on 21st October 2025.

3.1 The Board approved the minutes of the meeting on 21st October 2025 as an accurate record.

4. Matters arising from the meeting on 21st October 2025.

4.1 The Board noted that there were no outstanding actions from the previous meeting.

5. Organisational Objectives and Strategic Risks (CEO Report)

5.1 The Board received the CEO Report, which was taken as read.

5.2 The CEO reported that the organisation remains extremely busy at the end of the first term. The organisation is in a strong overall position, as reflected in the Self-Assessment Report, the Annual Financial Statements for 2024/25 and the latest Management Accounts. The CEO thanked all Governors for their contributions during a significant year.

5.3 The Board discussed the recent government funding announcements. It was noted that the “youth guarantee” primarily repackages the existing initiatives and signals the growing concern about youth unemployment. The government intends to introduce guaranteed work placements nationally and expects schools to take a greater responsibility for supporting the transition from school to college, where learners may be enrolled by default. The Board also noted the proposed changes to the Skills and Growth Levy, designed to reallocate resources towards small and medium employers and young people. Detailed guidance on the funding announcements has not yet been released, and the Board will be kept informed as new information becomes available.

5.4 The Board noted the update on recruitment for the next academic year. Applications are approximately 300 ahead of the same point last year, with strong performance in Oxford, a moderate lag in Reading (not considered concerning), and slight variation in Guildford and Farnham. Two open events this term have been well attended, particularly for Level 3 and A-Level programmes.

5.5 The Board discussed the recent safeguarding incident and commended the exemplary leadership response from the leadership at Reading College. An immediate investigation was undertaken, resulting in several actions already being implemented. Some capital investment in systems will be required, and ongoing prevention efforts will focus on learning from external initiatives such as Charlie’s Promise.

5.6 The Board discussed the risks associated with the replacement of the REMS data system and the impact this could have on students should there be an issue with the implementation. The Chief Operating Officer (COO) provided assurance that contingency funding exists within the current budget. The principal operational risk would be the need to dual-

run systems, which could impact the 2026/27 budget; however, this is not currently anticipated.

- 5.7 The Board acknowledged the update on apprenticeships and sought assurance regarding the support in place for the affected apprentices, noting that approximately 200 apprentices had carried over from the previous year. It was noted that, due to the varying lengths of apprenticeship programmes and end-point assessments, some cases may become overdue and that the number currently overdue is higher than desired. A detailed, line-by-line review is being undertaken to ensure the students are being supported and good progress is being made. Delays within electrical apprenticeships were noted as being linked to national staffing challenges.
- 5.8 The Board acknowledged that colleges with a turnover below £20 million are being encouraged to consider merger options. The Board noted the opportunities being analysed by the Group Executive Team (GET).
- 5.9 The Board noted the update to the organisational structure and discussed diversity in relation to the senior posts within the senior management roles at executive and group director levels. The CEO commented that EDI is one of the important considerations for all senior appointments.
- 5.10 The Board discussed the forthcoming White Paper and its implications for the organisation's planning. Combined with the curriculum reform activity, which is already underway, the proposed changes are expected to reduce the risks and provide a broader range of Level 3 qualifications, including V Levels. The transition timeline is ambitious, with some qualifications scheduled to change within the next year. The Board noted that these reforms present opportunities to design stronger pathways for learners.

6. Finance, Information, Estate and Equipment.

- 6.1 The Board received the Finance, Information, Estate and Equipment paper, including the Management Accounts for 2025/26 and Financial Statements for 2024/25, which were taken as read.

Management Accounts 2025/26

- 6.2 The Board discussed the current year management accounts and noted that, consistent with the position at the same point in the previous year, a fully worked through reforecast of full-year activity had not yet been completed, as it remained too early in the year to do so with sufficient credibility. It was acknowledged that the accounts presented were year-to-date and reflected the performance for Period 3. Management's assessment was that overall, the financial health for the year remained rated as "Good," which is supported by an EBITDA margin of approximately 3.5%, an improved baseline ratio, enhanced Current Ratio due to the release of overseas tax provisions from Saudi Arabia, and a low borrowing-to-income position.
- 6.3 The Board noted that the organisation's cash position remained strong, with the year-end cash forecast at just under £18 million, slightly below budget but still robust. It was acknowledged that this position reflected ongoing work to resolve the outstanding high needs income issues with

Local Authorities, as highlighted within the cash risk and opportunity analysis.

- 6.4 The Board discussed the profit and loss position for the first three months of the year and noted that EBITDA was approximately £700,000 ahead of expectations, largely due to timing and phasing differences. It was acknowledged that a number of risks and opportunities had been identified, including construction and engineering resourcing, digital and online provision, higher technical qualifications investment, in-year growth funding and other central opportunities that were still being quantified and finalised, with an expectation that some in-year growth would be achieved and that a full-year forecast would be presented at the next meeting.
- 6.5 The Board noted the explanation provided in relation to the 'Student Income' line, specifically that approximately £500,000 of student trip income was included, with a corresponding non-pay cost, reflecting funds received from students who had paid for trips rather than underlying financial variance.
- 6.6 The Board discussed the ongoing issue of unpaid Local Authority high needs income and considered whether continued non-payment could result in a deterioration of the organisation's financial health rating. It was acknowledged that management's assurance was that maximum exposure was not sufficient to result in the loss of a "Good" rating, although it could have some impact on EBITDA and liquidity scoring, and that active steps were being taken to leverage payment, with a potential escalation to the Department for Education if unresolved.

Internal Audit Opinion

- 6.7 The COO reminded the Board that RSM consider their work through the year and generate an annual report, including an overall Annual Internal Audit Opinion. The Annual Internal Audit Opinion is used to inform the Corporation Board when making statements regarding the control environment in the annual Financial Statements. For the 2024/25 financial year, the opinion is: 'The organisation has an adequate and effective framework for risk management, governance, internal control and economy, efficiency and effectiveness. However, our work has identified further enhancements to the framework of risk management, governance, internal control and economy, efficiency and effectiveness to ensure that it remains adequate and effective.' It was noted that an "outstanding" opinion was incredibly rare in the sector, and that the auditor had been highly complementary in their findings.

Going Concern

- 6.8 The Board noted that in line with previous years, management were recommending the adoption of the "going concern" accounting basis in the Financial Statements, based on the following factors: the closing cash balance is at the upper end of sector benchmarks and represents approximately two months' cash on hand; the two-year projected cash flow maintains this position; strong student recruitment in 2024 has secured a significant proportion of income for 2025/26, with even stronger recruitment in 2025 providing similar assurance for 2026/27; and low levels of debt, together with significant balance sheet capacity

to support debt financing if required, subject to compliance with Managing Public Money. Forvis Mazars have indicated in their Audit Completion Report, considered below, that they will support the use of the “going concern” basis provided the Board approves its application.

Forvis Mazars Audit Completion Report

- 6.9 The Board noted that Forvis Mazars prepare an annual report identifying any issues identified through their external audit work as part of the completion of the annual Financial Statements. Their report does not highlight any material issues, states agreement with management’s approach to areas of judgement and significance and confirms their intention to issue an unqualified audit opinion when the Financial Statements are approved and signed.

Financial Statements 2024/25

- 6.10 The Board noted that the Financial Statements have been compiled in accordance with The Statement of Recommended Practice (SORP) for the sector and audited by Forvis Mazars, resulting in their ‘Audit Completion Report’. The Financial Statements support the DfE Financial Health grading of ‘Good’ as expected and are consistent with, and reconcilable to, our Management Accounts reporting of Financial Performance to the Corporation Board.
- 6.11 The Chair of the Audit and Risk Committee confirmed that the Committee had considered and endorsed the use of the “going concern” accounting basis in the Financial Statements. The Committee had reviewed the Financial Statements and audit reports in detail with the auditors present and, as a result, approved their submission to the Board for approval and signing.
- 6.12 The Board discussed the presentation of the Statement of Corporate Governance and Internal Control and observed that the ‘Search and Governance Committee’ was not presented as a standalone section. The COO advised that the Financial Statements followed the standard sector template, which focused primarily on controls, funding, and governance rigor, and that this could be amended in future versions.
- 6.13 The Board noted that the group accounts covered the organisation as a whole, incorporating Activate Enterprise Ltd and Activate Investment Ltd. It was acknowledged that the Financial Statements of these had been audited separately and approved by their respective Boards. Changes in directorships of Activate Enterprise Ltd had been appropriately made, including confirmation that a former director was no longer serving following departure from the organisation.

RESOLUTION: The Board approved the report on ‘Going Concern’, which enables the endorsement of the adoption of the ‘Going Concern’ accounting concept in the Financial Statements for 2024/25.

RESOLUTION: The Board approved the ‘Financial Statements’ for 2024/25 and recommend their signing by the Chair and Chief Executive Officer.

7. Committee updates and recommendations.

Audit and Risk Committee

7.1 The Board received the Audit and Risk Committee Update and supporting papers which were taken as read. The Chair of the Audit and Risk Committee highlighted the following:

- The Annual Report on Risk Management, which is prepared as good practice. The Committee endorsed the judgement of 'full compliance' with the relevant requirements of the Code of Good Governance for English Colleges. The Committee recommends that the Corporation Board approve the report, enabling 'full compliance' to be reflected in the Financial Statements.
- The Annual Report of the Audit and Risk Committee, which the College Financial Handbook requires the Audit and Risk Committee to produce for the Corporation before the statement of corporate governance and internal control in the annual accounts is signed. The Committee agreed to present the report to the Corporation Board for approval.
- The report on Activate Rugby Academy (ARA) considered by the Committee. Governors were reminded that the Corporation Board previously resolved to permit Activate Learning to enrol learners for the Activate Learning Rugby Academy (ARA) for 2025/26, with the expectation that GET would carry out further work to ensure the programme could operate on a sustainable delivery model, and that governor oversight of this work would be provided through the Audit & Risk Committee. The Committee considered a recommendation regarding the future of the ARA. The Committee agreed to endorse the continuation of the ARA and recruitment of learners for September 2026 and beyond given the improved financial position, strengthened safeguarding culture and assurance from GET that the ARA is now operating on a sustainable delivery model.

RESOLUTION: The Board approved the Annual Report on Risk Management.

RESOLUTION: The Board approved the Annual Audit and Risk Committee Report.

7.2 The Chair outlined the recommendation to appoint V W Controls & Assurance Ltd (trading as Validera) as the organisation's internal auditors. The Board noted that a comprehensive tender process was carried out during 2024/25 to appoint a new internal audit partner. The competition was run through an approved public sector procurement framework, with five submissions received, including from the incumbent provider, RSM. Validera achieved the highest overall score for quality and price. Their pricing is competitive and below RSM's, and their quality score was significantly higher than all other bidders. Additional due diligence was undertaken, including a strong reference from Inspire Education Group and a meeting with the proposed delivery team, both of which provided further assurance. RSM will complete their 2024/25 reporting, and - subject to the Board's approval - Validera will deliver the internal audit programme for 2025/26. While actual costings will be determined during the Audit Risk Assessment process,

which will clarify the actual work to be conducted under this service, tender responses suggest that the internal audit service will be circa £20k cheaper per annum than with the current provider.

RESOLUTION: The Board approved the appointment of HW Controls & Assurance Ltd (trading as Validera) as the internal auditors.

Quality & Relevance Committee

- 7.3 The Board received the Quality and Relevance Committee update, which was taken as read.
- 7.4 The Chair of the Quality and Relevance Committee advised that the purpose of the meeting was to review the HE Self-Evaluation 2024/25 and Improvement Plan for 2025/26, and the FE Self-Assessment and Quality Improvement Plan.
- 7.5 The Board was assured that the SAR process was rigorous, evaluative, and self-critical, triangulating qualitative insights with data. Several Governors had engaged in the process and attended SAR panel meetings. The Board noted that the decision had been taken to self-assess against the Ofsted framework applicable to the year under review.
- 7.6 The Board noted that, overall, FE and HE continued to perform strongly and improvements in apprenticeships were progressing. The Quality Improvement plan contained a high level of detail to support effective tracking and monitoring, with comprehensive actions in place across the organisation.
- 7.7 In light of the Committee's review and assurance, the Board ratified the HE Self-Evaluation 2024/25 and Improvement Plan for 2025/26, and the FE Self-Assessment and Quality Improvement Plan.

RESOLUTION: The Board approved the HE Self-Evaluation 2024/25 and Improvement Plan for 2025/26

RESOLUTION: The Board approved the FE Self-Assessment and Quality Improvement Plan.

- 7.8 In discussion of the new Ofsted framework, the Board recognised the critical role Governors will play during inspection and noted that the revised grade descriptors represent a higher standard. The Board discussed the new "secure fit" model and its potential impact. Feedback from pilot colleges indicated that inspections involved higher numbers of inspectors and that grading expectations were demanding. The Chief Learning Officer advised that an Ofsted-focused session will be delivered to staff as part of the upcoming CPD day. The Board requested for a similar session to be offered to Governors.

ACTION: Arrange a session for Governors focused on the new Ofsted Inspection Framework.

8

Annual Equality, Diversity and Inclusion Report (EDI).

- 8.1 The Board received the EDI report, which was taken as read and the Chief People Officer (CPO) provided an overview.
- 8.2 The Board noted that the college has a dedicated EDI Manager and that the report is compiled through contributions from numerous members of the EDI Committee. The report highlights intersectionality's within the communities served and sets out the college's objectives for progressing towards its desired EDI outcomes.
- 8.3 The Board discussed the work underway to ensure fair representation of communities within the Executive Team and wider leadership. It was noted that this matter has been previously identified for consideration and that representation is currently stronger within learner-facing teams.
- 8.4 The Student Governor raised a question regarding student engagement on EDI matters, how this is collected and what is done is done with the feedback. It was confirmed that this work is led by Student Support teams, primarily through Student Surveys and focus groups.
- 8.5 The Board discussed ongoing challenges relating to SEND provision and sought assurance regarding resource levels. It was reported that high needs staffing is sufficient, with appropriate cover where required. The primary challenge relates not to high needs provision itself but to balancing support needs across other learner groups, including Level 1 and 2 learners and Lifeskills cohorts. All teaching staff contribute to meeting these needs.
- 8.6 The Board acknowledged that several data points within the EDI report are challenging and require focused attention. The Board endorsed the EDI Committee objectives for 2025/26 and agreed that addressing these issues should be a strategic priority.

RESOLUTION: The Board endorsed the annual EDI Report and EDI Committee's objectives for 2025/26.

9

Governor Activities

- 9.1 The Board noted the feedback from the Governors who attended the Association of Colleges conference and acknowledged that, while the event was difficult to report on in full, a number of key takeaways had been identified. Inclusion was highlighted as a consistent theme across all workshops, alongside discussion of the Ofsted framework. It was noted that the reports previously presented to the Board had already captured most of the key issues raised at the conference.
- 9.2 Governors who participated in learning walks prior to the meeting shared that they were highly effective and informative. Students were observed to be highly engaged and staff were enthusiastic. Governors visited a variety of sessions and subjects which show cased the different approaches to learning.

Governance

10.1 The Board received the Governance Update paper which was taken as read.

Corporation Seal.

10.1 The Board noted that the Corporation seal had not been used since its last reported use.

10.2 The Board noted and approved the request for the application of the Corporation Seal to the following novation documents:

- Deed of variation - Commercial Working Agreement
- Deed of Novation (Sub- Licence Agreement)
- Deed of Variation (Capital Funding Agreement)

RESOLUTION: The Board approved the use of the Corporation Seal on the Deed of variation - Commercial Working Agreement, Deed of Novation (Sub- Licence Agreement), and Deed of Variation (Capital Funding Agreement).

Contracts.

10.3 The Board noted in accordance with the Framework for Governance; the following contracts that had been signed by the Chair on behalf of the Corporation Board due to exceeding £200k in value:

- Broadcasting Equipment and Integration Services Contract
- Guildford Second Floor Tower Block Contract
- CRM Project Contract

Policy Approvals.

10.4 The Board approved the following documents in accordance with the Policy Approval Schedule:

- Grievance Procedure
- Subcontractor Delivery Policy
- Residential Statement of Principles and Practice
- Equality and Diversity Policy
- Freedom of Speech

RESOLUTION: The Board approved the Grievance Procedure, Subcontractor Delivery Policy, Residential Statement of Principles and Practice, Equality and Diversity Policy and Freedom of Speech.

AOB

11.1 The Board noted that the next meeting would be on 10th February 2025, via Microsoft Teams.

S I Surgeon

Chair

Date11/02/2026.....

