

ACTIVATE LEARNING FURTHER EDUCATION CORPORATION CORPORATION BOARD MEETING

Meeting date: 28 April 2026

Venue: Guildford College

PRESENT:

Sue Sturgeon
David Goosey
Gary Headland
Alison Blight
Tadhg Nicoll-Webb
Justin Obee
Cathie Prest
Emma Shipp
Kathy Slack
Andy Stone
Dan Willis

Chair of the Corporation
Vice-Chair of the Corporation
Chief Executive Officer

Staff Governor

IN ATTENDANCE:

Jon Adams
Steve Ball
Louise Basu
Neil Brookes
Paul Newman
Pete Reynolds

Chief Strategy Officer
Chief Operating Officer
Chief People Officer
Chief Learning Officer (Quality)
Chief Learning Officer (Curriculum)
Chief Marketing Officer

**GOVERNANCE
PROFESSIONAL:**

Amy Gleeson

Head of Governance

MINUTES

The meeting started at 16:05

<u>MINUTE NO.</u>		<u>ACTION RESOLUTION</u>
1.	Apologies for Absence	
1.1	Apologies for absence were received from Smitha Nair, Lesha Chetty and Callum Wood.	
2.	Declaration of Interests, Gifts and Hospitality	
2.1	The following were declared: <ul style="list-style-type: none"> Gary Headland, CEO, declared that he had attended a dinner hosted by Capital City College Group on 27 April 2026. 	

**MINUTE
NO.**

**ACTION
RESOLUTION**

- Cathie Prest declared that she knew Bethan O’Neil (new governor appointment) in a professional capacity.
- Jon Adams, Chief Strategy Officer, declared that his contract contains terms and conditions relating to Activate Enterprise Ltd. (AE). The Board agreed that he could remain in attendance for the item, as the Board was being asked to support further exploratory work and was not being asked to make any decisions relating to the subsidiary at this stage. It was noted that he would be expected to withdraw from the meeting when the formal proposal is considered.

3. Minutes of the Meeting on 10th February 2026

- 3.1 The Board received the minutes of the meeting on 10 February 2026, which were taken as read.
- 3.2 The Board noted an inaccuracy in the minutes; Kathy Slack was listed as present in the attendance list despite having submitted an apology and not being in attendance. The Head of Governance agreed to rectify the error.
- 3.3 The Board approved the minutes of the meeting as an accurate record, subject to the agreed amendment.

RESOLUTION: The Board approved the minutes of the meeting on 10 February 2026 as an accurate record, subject to the agreed amendment.

4. Matters Arising of the Meeting on 10th February 2026

- 4.1 The Board noted that all outstanding matters arising had been addressed and were now closed.

5. CEO Report

- 5.1 The Board received the CEO Report, which was taken as read.
- 5.2 The CEO advised that activity across the Group remained extremely busy, but that the organisation continued to focus on the objectives agreed at the start of the year and was performing well against them, including strong progress in apprenticeships. The CEO drew attention to the positive sector recognition through the Beacon Awards. It was noted that the Beacon Awards provide an opportunity to share practice across the sector and that this recognition had supported further funding to continue learner wellbeing activity.
- 5.3 Governors queried whether, given the volume of strategic opportunities referenced within the report, the Group had sufficient leadership and organisational capacity to deliver all initiatives, and whether appropriate prioritisation arrangements were in place. The CEO confirmed that this

- had been recognised and that additional capacity was being introduced where required. He further advised that not all opportunities could be progressed concurrently and that clear prioritisation would therefore be necessary. By way of example, the CEO noted that proposed “modularised” apprenticeship developments would not be progressed immediately, given the scale of qualification design and delivery requirements involved. The organisation would instead maintain focus on its core apprenticeship provision, with the modular proposal likely to be revisited during the summer period.
- 5.4 Governors requested an overview of the annual strategic conversation with the Department for Education (DfE), including how the organisation was perceived and the context behind the written commentary received. The CEO advised that the meeting had been constructive and positive in tone, with the subsequent follow-up correspondence also being favourable. Governors who attended agreed that officials appeared appreciative of the organisation’s measured approach and noted that increased continuity amongst key officials was strengthening the working relationship. Governors further reflected that the Group’s scale, capacity and strategic direction had been presented effectively, providing a strong platform ahead of the forthcoming strategy day.
- 5.5 The Board recognised that, notwithstanding the measured tone of the discussion during the DfE visit, Governors remained concerned regarding the disconnect between Government messaging and the funding reality facing the sector. The Board noted that Chairs participating in the AoC Chairs’ Network meeting had collectively agreed to write to Government to express these concerns on behalf of their respective Boards, and that the Chair would do so on behalf of the Activate Learning Corporation Board.
- 5.6 The Board noted an emerging policy risk arising from departmental changes and evolving oversight of apprenticeships, including the defunding by DWP of two major apprenticeship standards relating to Level 3 and Level 5 leadership and management programmes. The CEO advised that, as the organisation’s newly designed Level 5 programme had not yet been delivered, no allocation had been received, resulting in 17 prospective learners being referred to an alternative provider. The CEO further highlighted concerns regarding a potential widening disconnect between DWP and DfE priorities and engagement with the FE sector.
- 5.7 A Governor queried whether there were any material concerns underlying organisational objectives reported as “on track”, and whether any risks on the register, including MIS and funding-related pressures, should be specifically highlighted. The CEO advised that progress had been reported transparently and that the expectation remained that

**MINUTE
NO.**

**ACTION
RESOLUTION**

objectives would be delivered, with some likely to be exceeded. In relation to systems delivery, the Board noted that a slight delay to the CRM project had occurred as a result of prioritising the MIS programme, given its direct link to funding. The Board noted that both projects otherwise remained on track.

5.8 The Board noted that the scale of curriculum reform was consuming significant leadership and management capacity, with managers working intensively on the redesign of Level 2 and Level 3 provision. The CEO advised that the full risk profile was still emerging and could include downstream financial impacts and increased workload pressures as staff adapt to new standards, although mitigations were in place and the matter was being actively managed. It was noted that the Quality and Relevance Committee had been focusing closely on this area and would provide further updates.

5.9 Governors discussed that curriculum reform represented more than a substitution of qualifications and could require more fundamental strategic decisions regarding the organisation's positioning across academic and vocational/technical provision. Governors requested further consideration of this at the forthcoming Governance and Strategy Day and beyond.

ACTION: Provide further consideration to Curriculum Reform at the forthcoming Governance and Strategy Day.

5.10 In response to a query regarding the proportion of provision potentially affected, the CEO advised that all Level 2 provision would be impacted, estimated at approximately 30-40% of activity, and that a significant proportion of Level 3 provision would also be affected, excluding areas such as A Levels and existing T Levels. The Board noted that the scale of the change presented both risks and opportunities.

5.11 The Board further noted that internal curriculum planning sessions extended beyond reform activity alone and included wider strategic workstreams relating to work experience, personal development, ambitious curriculum, teaching and learning, and inclusion and inclusive curriculum, all considered alongside Ofsted readiness and reform requirements.

5.12 One governor asked whether sustainability and renewables work would mitigate the risk of fuel and energy inflation pressures. The Chief Operating Officer (COO) confirmed early benefits were already being seen from cost reduction measures, including improved management of energy use. The Board noted the current risk that high inflation could offset gains in the short term but longer-term, the expectation remained

**Chief
Strategy
Officer**

that sustainability activity would deliver financial benefit, with further detail to be brought forward in future papers.

- 5.13 A Governor queried what strategic choices would be required as the organisation planned for the next financial year, particularly in balancing growth ambitions with financial resilience. The COO advised that funding rate increases were expected to remain low, whilst cost inflation continued at a materially higher level. Pay expectations were identified as a significant pressure, with recent pay awards having been comparatively generous and potentially creating expectations that may be difficult to sustain. Reference was made to wider public sector pay in the region of 3.2-3.6%. The COO further advised that the lagged funding model would provide some benefit in the following year as a result of current year growth, estimated at approximately 400 additional learners, although this also created in-year financial pressures. The Board also noted that EBITDA improvement represented a strategic choice, and that references been made within the DfE correspondence to FE Commissioner benchmarking expectations had been noted.
- 5.14 A Governor raised the issue of gender imbalance within the Group Executive Team (GET) and sought assurance regarding the leadership pipeline. The CEO acknowledged the point and confirmed that this had been considered by GET. It was noted that a decision had been taken to reduce the number of senior executive roles and instead invest further in campus leadership. The Board noted that the wider Group Leadership Team (GLT), including Campus Group Directors, is a considerably more diverse group. It was also noted that members of the GLT frequently attend GET meetings to support decision-making.

6. Finance, Information, Estate and Equipment

- 6.1 The Board received the Management Accounts for Period 7, which were taken as read. The COO provided a summary overview using a supporting presentation.
- 6.2 The COO reported that the 2025/26 financial health forecast remained assessed as “good”, with a Period 7 forecast score of 220 points (one band below the top threshold of 230). EBITDA in the current forecast was reported as 3.6%, compared with a budgeted 3.5%. The current ratio remained strong, with low borrowing and strong cash balances, which had also been noted as key strengths in the DfE feedback following the annual strategic conversation. The cash forecast indicated the year-end position was expected to be £17.8m, equating to 55 days cash in hand, above internal targets and sector benchmarks, and reflecting an increase in net cash over the year. The COO noted that the timing issue associated with the county council payments experienced at the end of the previous year had been resolved.

**MINUTE
NO.**

**ACTION
RESOLUTION**

- 6.3 The COO summarised trends across the core income streams over a five-year period. He highlighted consistent growth in 16-18 income (reflecting both 16-year-old recruitment and increases in high needs income). He noted adult income had peaked previously but was now declining as allocations were increasingly constrained. Apprenticeship income was reported to have recovered from the low point in the prior year, increasing to above £5m (including levy and non-levy activity). Higher Education activity was tracking below budget in-year but was reported as returning to an upward trend overall. The COO also highlighted pay cost as a proportion of income (actively managed and declining in the current year) and the continued upward trajectory in EBITDA as a proportion of income, aligned to a strategic objective.
- 6.4 The Board noted that while the meeting papers reflected Period 7, significant changes were emerging through the Period 8 review with budget holders, and it was helpful to flag these early. The COO reported that the organisation had been notified of in-year growth income for the current year; however, the national model would only fund around three-quarters of the expected amount due to affordability constraints. For the organisation, this equated to c. £1m of additional income in respect of learners recruited in September. The COO noted that this “safety valve” funding was being received far too late in the year (expected in July) to be effectively spent on the learners it was intended to support, and therefore the benefit was likely to flow to cash and EBITDA, though the organisation would seek to use some of it to increase investment in-year where possible.
- 6.5 The COO reported a similar position in relation to high needs income, additional income had now been released into the forecast, reflecting learners already on programme where agreements from local authorities had not yet been finalised. As costs were already in the forecast, this was expected to improve cash and EBITDA and provide some opportunity for targeted in-year investment, though there is limited time available to deploy this funding effectively. The COO also confirmed that the capital expenditure (CapEx) grant for condition improvement had now been confirmed at £4.5m, expected to be received in June and spent before 2029. He noted this would enable planned maintenance-related capital investment and, by funding expenditure already planned, would provide an opportunity to preserve existing cash for other priorities. The COO advised that, once Period 8 was finalised, members should expect a further increase in forecast EBITDA and a higher projected year-end cash balance (potentially up to around £22m). He cautioned that this uplift did not represent a rebasing of EBITDA, as the income boosts were one-off and would not repeat next year, so Governors could see a peak this year followed by a reduction next year, which would be explained through the budget process.
- 6.6 Governors expressed concern at being significantly ahead of budget, asking how the organisation would ensure it retained sufficient

MINUTE
NO.

ACTION
RESOLUTION

- outperformance through to year-end and whether, given the challenging outlook for next year, money should be set aside now to mitigate future pressures. The COO responded that the key issue was avoiding complacency, the executive team discussion had emphasised the need to continue delivering operational budgets and not allow improved forecasts to mask underperformance. He also noted that the year-end timing limited the ability to invest the additional funding in a way that materially increased baseline costs, and that planned investment was intended to be short-term injections.
- 6.7 Governors challenged the late local authority payments for high needs funding, noting that late payment often becomes habitual year-on-year, and asked whether this should be expected to continue. The COO confirmed that this was considered likely and was being factored into cashflow forecasts, with some receipts already discounted into later periods. The COO also advised that the organisation intended to be more proactive in escalation and chasing ahead of year-end. The Board considered whether there was any opportunity to renegotiate arrangements with local authorities (e.g. payment components or contractual terms). The COO advised that contractual provisions existed and that, in the previous year, the organisation had taken a more formal approach, including referencing late payment interest. He also noted expectations under Managing Public Money and that persistent late payment should not be tolerated.
- 6.8 The Board acknowledged that high needs activity was a strategic growth area and a significant contributor to one of the organisation's strengths. It was noted that local authority financial context had been under severe pressure due to SEND funding issues, creating complexity, and that the organisation was exploring opportunities such as the proposed Wokingham SEND Hub. The Board noted the need to balance appropriate challenge on payment practices with longer-term strategic partnership considerations.
- 6.9 The COO provided an estates update. He reminded Governors that photos of the first Merrist Wood College new build (north end of campus) had been shared before Christmas and confirmed that since the last meeting the organisation had taken ownership of the south building, named the Norman Shaw building. The Board noted the sustainability features including extensive solar panels and the use of ground source heat pumps. Reading Campus would also have solar installed by the summer, and the intention was for two campuses to be broadly self-sufficient in electricity generation. The buildings are of a high specification internally and already in use by learners and staff. Further plans are in place with marketing colleagues to add branding and heritage elements explaining the building names.
- 6.10 The Board commended the work of the COO and the estates team, noting that beyond the major capital projects, numerous smaller

improvements had been delivered which made a tangible difference to staff and learner experience. Examples were given including external fascia and blinds at Merrist Wood, and repainting works to improve the route to the A Level facilities. The CEO advised that around £0.5m had been released into Property and Estates to support this catch-up work and that this remained reflected in Period 7.

- 6.11 A governor queried whether the curriculum was keeping pace with modern green technologies, noting that on a learning walk in plumbing, training appeared heavily focused on conventional boilers, with little coverage of newer technologies such as heat pumps. In response, the Chief Learning Officer (Curriculum) explained that qualification structures currently tend to separate domestic and renewables routes, and that the sector is approaching a tipping point where green technologies will become core. It was also noted that current licensing/ACS requirements remain driven around gas systems, and that a key future shift will occur once renewable installations move towards a formal licence-to-practise model; this would drive more fundamental curriculum change.

7. Subsidiaries within Activate Learning.

- 7.1 The Board received the Subsidiaries and Intercompany Loans paper, which was taken as read. The COO provided a summary overview of the key matters arising using a supporting presentation.
- 7.2 The COO reminded the Board that this remained a live risk on the risk register, particularly in relation to Activate Enterprise Ltd and the constraints arising under Managing Public Money. The Board noted the immediate purpose was to confirm comfort with the proposed direction of travel so that further professional/legal advice could be commissioned on implementation options.
- 7.3 The Board noted that Activate Enterprise Ltd was incorporated in 2014 (company limited by shares) to enable external investment in apprenticeship provision; support leadership incentivisation (share options); and operate on more commercial terms and conditions including a different pension approach. The Board noted the third-party investor withdrew prior to incorporation, and the entity has not performed to the levels anticipated in the original business case. Over time, the operating model has changed, and the subsidiary no longer delivers the Group's apprenticeship activity as originally intended. Apprenticeship delivery is now largely managed within the core organisation, with the subsidiary focused mainly on national apprenticeships and some commercial products.
- 7.4 The COO summarised that Activate Enterprise Ltd has been loss-making in most years since incorporation, with performance affected by recharges of corporate overhead and intercompany interest. The Board noted the intercompany loan balance is now approximately £5m. The

**MINUTE
NO.**

**ACTION
RESOLUTION**

- Board noted that this is not “off balance sheet” as the activity is included within the Group reporting. The intercompany position creates a material issue at legal entity level despite netting to zero at Group level.
- 7.5 The Board also noted the position of Activate Learning Investments Ltd (incorporated 2010), which is currently dormant following the winding up of the Oxford Partnership in 2021, and adds no current operational value.
- 7.6 The COO outlined key MPM implications, including that directors require a letter of comfort/guarantee confirming the intercompany loan will not be called within 12 months in order to sign Activate Enterprise’s financial statements on a going concern basis. This now requires DfE approval which has been previously granted but the DfE expects the position to be resolved rather than continuing indefinitely. The Board noted further MPM restrictions on borrowing, providing debt and writing off debt, with write-off requiring approval ultimately through Treasury. It was noted that the simplest accounting solution (write-off) is not achievable without structural/legal change.
- 7.7 The Board noted the potential strategic consideration of using a subsidiary as an employment vehicle, as seen elsewhere in the sector, to provide greater flexibility in recruitment costs and pension arrangements. It was noted that any such approach would require careful consideration of fairness, industrial relations and an appropriate competitive pension offer, and could either support market competitiveness in pay or reduce delivery costs depending on the chosen model.
- 7.8 One governor asked why this approach would be pursued if it carries risks. In response, the COO explained that the principal risk is industrial relations and staff perception, moving staff into an employment vehicle outside TPS/LGPS could be seen as worsening terms compared to colleagues, even where overall packages are designed to be competitive. It was noted that sector history includes union opposition to similar models. The Board also noted that the organisation is not proposing to remove existing staff from LGPS/TPS but acknowledged that expanding the number of staff on different pension arrangements could exacerbate perceived inequity. It was also discussed that over time the original rationale may have shifted, with earlier higher salaries no longer clearly offsetting weaker pension arrangements in the way intended.
- 7.9 The Board acknowledged that the current position represented a clear anomaly, with a growing deficit/intercompany loan within a subsidiary that is an internal Group accounting issue but creates ongoing governance and regulatory friction. Governors agreed that commissioning further work at this stage did not commit the Board to any final structure but was necessary to develop a compliant and sustainable solution. The COO confirmed the next stage would require formal professional advice to validate the available options, including the likelihood of securing Treasury agreement and to develop an implementable approach.

**MINUTE
NO.**

**ACTION
RESOLUTION**

- 7.10 Governors requested that any proposals brought back to the Board be supported by a clear business case, including the anticipated savings, costs and associated risks, together with a detailed staff transfer and transition plan setting out how implementation would be managed. Governors also requested clarity regarding staff optionality, including comparison with remaining on Activate Learning terms and conditions, in order to ensure transparency regarding the impact on staff.
- 7.11 The COO clarified that there was no proposal at this stage to transfer Activate Learning staff into a subsidiary arrangement. The immediate focus would instead be on improving arrangements for those currently employed on Activate Enterprise terms and conditions, narrowing the gap between arrangements, and creating a mechanism that could provide future flexibility if required. The Board further requested that the analysis include an additional option setting out the cost and staffing implications of transferring staff from Activate Enterprise onto Activate Learning terms and conditions. It was also requested that any future proposal take account of the risks previously identified in relation to the Oxford Partnership. The COO acknowledged these requests and confirmed that the options and associated implications would be clearly presented and informed by professional advice.
- 7.12 The Board further requested that the analysis include an additional option setting out the cost and staffing implications of transferring staff from Activate Enterprise onto Activate Learning terms and conditions. The COO acknowledged these requests and confirmed that the options and associated implications would be clearly presented and informed by professional advice.
- 7.13 The Board noted that the proposed timetable required completion by 31 July 2026 and that a full recommendation would be presented at the Board meeting on 7 July 2026.

ACTION: Provide a full recommendation regarding the proposals in relation to the subsidiaries to the Corporation Board.

COO

- 7.14 The Board supported the progression of the proposals as set out within the paper, on the basis that detailed plans would be developed in consultation with professional advisers, and that the Board would have a further opportunity to review the proposals and provide final approval prior to implementation of any changes.

RESOLUTION: The Board resolved to support the progression of the proposals in relation to the subsidiaries, on the basis that detailed plans would be developed in consultation with professional advisers, and that the Board would have a further opportunity to review the proposals and provide final approval prior to implementation of any changes.

8.

Committee Updates and Recommendations

Audit and Risk Committee

- 8.3 The Board received the Audit & Risk Committee Update which was taken as read. The Chair of the Audit & Risk Committee provided an overview and confirmed that the audit, risk and control arrangements remained effective, with a small number of areas subject to ongoing monitoring.
- 8.4 The Board noted that good progress had been made in implementing the actions arising from the internal audit reviews. The Committee had reviewed and recommended approval of the Internal Audit Strategy for 2025/26, having concluded that the proposed approach provided an appropriate balance between enabling the newly appointed auditors to develop a strong understanding of the organisation and delivering effective assurance to the Board over key controls

RESOLUTION: The Board approved the Internal Audit Strategy for 2025/26.

- 8.5 It was noted that subcontracting remained compliant and operating effectively, though further work was required to review the arrangements with one of the HE providers, Virtual Alliance.
- 8.6 The Board noted that the Audit & Risk Committee had undertaken annual deep dives into three of the highest-rated risks on the register: Cyber Security, the MIS Replacement Project, and Apprenticeship Achievement Rates and assurance had been provided in the Committee Update Report.
- 8.7 The Board noted that the Committee had reviewed the Strategic Risk Register, together with significant operational and external environment risks, and had provided feedback on the articulation of risks. It was further noted that a broader review of risk reporting was being undertaken with support from the internal auditors.
- 8.8 The Board noted the update regarding the retendering of the External Audit contract. In light of audit timing and transition risks, the Committee supported retaining Mazars for the current year, with a formal tender process to be undertaken for appointment from the following academic year.

Quality and Relevance Committee

- 8.9 The Board received the Quality & Relevance Committee Update which was taken as read. The Chair of the Quality & Relevance Committee provided an overview. The Board noted that two meetings had taken place since the last update.
- 8.10 The Board noted that the Committee continues to focus on strategic alignment, data clarity and visibility, and Ofsted readiness.

**MINUTE
NO.**

**ACTION
RESOLUTION**

- 8.11 The key challenges were reported as attendance, apprenticeship volumes, clarity in curriculum planning and process compliance. Apprenticeship performance was improving, though overall numbers were declining due to a deliberate quality-led approach, including slowing/withdrawing of some provision to concentrate on improvement. More proactive monitoring was in place, including tracking of 90-day reviews, and potential growth opportunities were being explored through short courses and new funding models.
- 8.12 Apprenticeships achievement is expected to reach 58% and withdrawals reduced. FE performance was improving steadily but with more modest gains, with final achievement outcomes due in October. Attendance and retention were reported as improving slightly, with attendance and engagement remaining the largest challenge, English and maths attendance gaps continue. Improvements were reported across most learner groups including vulnerable learners, with some variation noted for looked after children and care leavers.
- 8.13 The Board noted that safeguarding assurance reviews had been completed across the Group, with no major emerging risks identified, although further work remained ongoing. Communications offering support in response to current world events were being actively planned, and mandatory training compliance remained an area of focus. Governors were encouraged to continue promoting safeguarding through visits and learning walks.
- 8.14 The Committee received the Annual Complaints Report and noted that complaint volumes had increased by 25%, attributed to higher learner numbers, increased awareness of the process, and potentially AI-generated submissions. The majority of complaints related to communication. Actions identified included improving compliance and reporting, triangulating themes with learner satisfaction data, and incorporating compliments within future reporting to provide balance.
- 8.15 The Committee reviewed in detail and provided feedback on the draft 2026/27 Accountability Statement. The Board noted that the statement demonstrated alignment with Local Skills Improvement Plans across Oxfordshire, Berkshire and Surrey, reflected collaboration with key stakeholders, and highlighted progress in priority sectors, T Levels and High Needs provision. Priorities for 2026/27 included further expansion of T Levels, new programme development, growth in flexible Higher Education, and strengthening provision in Surrey. The Committee approved the statement for progression through the governance cycle.
- 8.16 The Chair reported that the committee received a curriculum planning update from the Chief Learning Officer (curriculum) which outlined the position across provision types and demonstrated alignment with the Strategic Plan. The Board noted projected growth in 16-18 provision to over 11,000 learners (c.4% growth), with T Levels remaining a key

strategic priority despite continued challenges in securing industry placements. The Board further noted increasing complexity within adult education arising from funding changes and devolution, including pressures on skills bootcamp funding, and the organisation's response through expansion of modular higher education and higher technical qualifications. Significant and accelerating demand within high needs provision was also highlighted, including a 16% increase in enrolments and activity across 23 local authorities. Overall, the curriculum strategy was described as ambitious but achievable, balancing growth, resource constraints and local demand.

- 8.17 The Chair of the Committee also reported on a recent HE Academic Board meeting, noting that the HE Academic Board would in future report into the Quality & Relevance Committee, with a nominated Governor representative to be confirmed. The Board noted the new Office for Students (OfS) conditions relating to subcontracting, intended to strengthen oversight, accountability and transparency within subcontracted HE provision, with a particular focus on protecting students and public funds. The Chair also highlighted a presentation delivered by HE students on the outcomes of a student survey, which was described as both impressive and highly positive. The presentation demonstrated a systematic approach to gathering and analysing student feedback, together with the important role of student representatives in raising and communicating student issues. It was suggested that the Board or Quality & Relevance Committee may benefit from receiving a future presentation directly from the students.

Search and Governance Committee

- 8.18 The Board received the Search and Governance Committee Update which was taken as read. Emma Shipp, Chair of Search and Governance provided an overview.
- 8.19 The Board noted that routine governance activity was progressing well, including implementation of a revised skills audit, delivery of the governance action plan, and planning for an external governance review in the next academic year.
- 8.20 The Board approved the following reappointments as recommended by the Search and Governance Committee:
- Lesha Chetty for a second term of office until 13 April 2030.
 - Daniel Willis, Staff Governor for a further two-year term until 31 July 2028.

Daniel Willis left the meeting and was not present for the vote.

RESOLUTION: The Board approved the reappointment of:

- **Lesha Chetty for a second term of office until 13 April 2030**

- **Daniel Willis, Staff Governor for a further two-year term until 31 July 2028.**

8.21 The Board considered the Committee's recommendation in relation to succession planning and the supporting paper. Kathy Slack, Vice-Chair of the Committee, provided context for the proposal, noting that the Board faced the potential loss of up to four experienced Governors, all of whom also held Chair roles, during a particularly significant period for the organisation. It was reported that the Committee had considered the balance between introducing new Governors and perspectives and retaining organisational knowledge and experience in the circumstances. The Committee also noted that recent discussions had indicated limited appetite amongst existing members to assume certain leadership roles at the present time. The Committee therefore concluded that the risk associated with losing all four Governors concurrently was too great and recommended extending the terms of office for all four posts by one additional year. It was emphasised that this would not pause ongoing succession planning activity, particularly in light of the complexity associated with recruiting a future Chair.

8.22 Governors highlighted the importance of ensuring continued refreshment of perspectives on the Board and noted that the two current Governor vacancies would provide an opportunity to support this.

8.23 The Board approved the Committees recommendation for an exceptional one-year extension of terms for the following governors:

- Sue Sturgeon until 31 July 2028
- David Goosey until 12 December 2028
- Andy Stone until 31 July 2028
- Emma Shipp until 12 December 2028

RESOLUTION: The Board an exceptional one-year extension of terms for the following governors:

Sue Sturgeon until 31 July 2028
David Goosey until 12 December 2028
Andy Stone until 31 July 2028
Emma Shipp until 12 December 2028

All relevant individuals withdrew from the meeting for the consideration and vote relating to their respective positions.

8.24 The Board received an update on the recruitment process for two external Governors and noted that the recent recruitment round had been successful. The Chair of the Search and Governance Committee presented the Committee's recommendation to appoint Dr Bethan O'Neil, highlighting her strong Higher Education expertise and sector policy knowledge. The Board approved the appointment.

**MINUTE
NO.**

**ACTION
RESOLUTION**

RESOLUTION: To Board approved the appointment of Bethan O'Neil to the Corporation Board until 28 April 2030.

8.25 The Board noted that a further prospective Governor had been successful at interview. It was reported that the individual was required to obtain approvals relating to their current position before the appointment could progress, following which the Board would be asked to formally approve the appointment. The Board also noted that would be declarations of interest made by members in relation to the matter.

9. Governor Activities - Updates and Insights

9.1 Governors were provided with the opportunity to share updates and insights from activities outside of the meeting. Governors who attended the learning walks prior to the meeting, reported a positive and varied experience and that feedback will be provided to the Quality and Consistency Team.

10. Governance

10.1 The Board received the Governance update, which was taken as read.

10.2 The Board noted that there had been no use of the Corporation Seal since it's last reported use.

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:

- Salix - Hillside Infinitas
- Commercial Strategy

10.4 The Board considered and approved the request to approve the signing of a letter of intent relating to the Salix-funded decarbonisation project.

RESOLUTION: The Board approved the signing of the letter of intent for the Salix-funded decarbonisation project.

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

- Asset Transfer Procedure
- Attendance, Punctuality and Absence Management Policy
- Gifts and Hospitality Procedure
- Governor Expenses Procedure
- Health and Safety Policy

**MINUTE
NO.**

**ACTION
RESOLUTION**

RESOLUTION: The Board approved the Asset Transfer Procedure, Attendance, Punctuality and Absence Management Policy, Gifts and Hospitality Procedure, Governor Expenses Procedure and Health and Safety Policy, as presented.

The following items are recorded as confidential and will not be published in accordance with the Corporation's Standing Orders for the Conduct of Business, which allow for restricted disclosure where matters are confidential or sensitive in nature.

13. AOB and Date of Next Meetings

- 13.1 There were no items raised under any other business.
- 13.2 The Board noted that the next meeting would be on 2nd June 2026, via Microsoft Teams.

The meeting closed 19:35

Chair S I Surgeon Date 03/06/2026