ACTIVATE LEARNING FURTHER EDUCATION CORPORATION
CORPORATION BOARD MEETING

Meeting date: Tuesday 7 July 2026
Venue: Bracknell and Wokingham College

PRESENT:	Sue Sturgeon	Chair of the Corporation
	David Goosey	Vice-Chair of the Corporation
	Gary Headland	Chief Executive Officer
	Alison Blight	
	Lesha Chetty	
	Justin Obee	
	Dr Bethan O'Neil	
	Kathy Slack	
	Andy Stone	
	Callum Wood	Student Governor

IN ATTENDANCE:	Jonathan Adams	Chief Strategy Officer
	Steve Ball	Chief Operating Officer
	Louise Basu	Chief People Officer
	Neil Brookes	Chief Learning Officer (Quality)
	Paul Newman	Chief Learning Officer (Curriculum)
	Peter Reynolds	Chief Marketing Officer
	Nate Rowe	Governance Officer

GOVERNANCE PROFESSIONAL:	Amy Gleeson	Head of Governance

MINUTES

The meeting started at 17:01

MINUTE NO.		ACTION / RESOLUTION
1.	**Apologies for Absence**	
	1.1 Apologies for absence were received from Smitha Nair, Cathie Prest, Emma Shipp and Daniel Willis. Andy Stone and Paul Newman attended online.	

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	1.2 The Chair advised the Board that Tadhg Nicoll-Webb had decided to resign as a Governor owing to a change in circumstances. The Board recorded its thanks for his contribution and wished him well.	
2.	**Declaration of Interests, Gifts and Hospitality**	
	2.1 There were no declarations of interests, gifts or hospitality.	
3.	**Minutes of the Meeting on 2 June 2026**	
	3.1 The Board approved the minutes of the meeting on 2 June 2026 as an accurate record.	
	RESOLUTION: The Board approved the minutes of the meeting on 2 June 2026 as an accurate record.	
4.	**Matters Arising of the Meeting on 2 June 2026**	
	4.1 The Board reviewed the matters arising and noted that the actions were complete or addressed elsewhere within the agenda. The outstanding item relating to the subsidiaries would be brought to the October meeting.	
	4.2 Governors sought assurance regarding the outstanding local authority payments previously reported to the Board. The Chief Operating Officer (COO) confirmed that discussions were continuing and that there was commitment from the relevant parties to improve the timing of payments.	
5.	**Confidential: Appraisal and Remuneration Committee Update and Recommendations.**	
	The following item is recorded as confidential and will not be published in accordance with Activate Learning's Standing Orders for the Conduct of Business.	
6.	**Finance, Information, Estate and Equipment**	
	P9 Management Accounts	
	6.1 The Board received the Management Accounts, which were taken as read. The COO reported that there had been limited movement since the previous update. The Group remained on track to achieve 230 points under the DfE Financial Health measure and EBITDA was forecast at approximately 4.4% of income against a budget of 3.5%. The improved EBITDA position principally reflected the late notification of in-year growth funding. Year-end cash was forecast at approximately £21.8m, with borrowing as a % to income continuing to reduce.	
	6.2 The COO reiterated that the timing of the in-year growth funding meant there was limited opportunity to deploy it during the year. The resulting improvement in EBITDA should therefore be treated as a temporary in-year benefit rather than a change to the underlying financial trajectory.	
	2026/27 Proposed Budget	

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6.3 The COO presented the proposed budget for 2026/27, placing it in the context of the financial objectives within the Extraordinary Learning Strategic Plan. These included progression towards 5% EBITDA by 2030, moving towards an accounting surplus, maintaining appropriate cash levels and sustaining at least Good financial health. The proposed budget targeted EBITDA of 4%, year-end cash of approximately £21m and approximately 60 cash days in hand.

6.4 The COO advised that continued income growth would principally be driven by 16 to 18 provision. A further year of learner growth was planned, and the projected growth was spread across faculties and campuses rather than being dependent on a single area. Growth in Surrey remained particularly significant and supported the objectives within the Strategic Plan.

6.5 The Board noted that an announcement made after the meeting papers were produced indicated that additional Government funding would be made available to Further Education (FE) following the school staff pay award. There remained insufficient clarity about how the funding would be distributed or the expectations attached to it to amend the proposed budget. The COO shared the pay award amount in the proposed budget. Once the AoC recommendation and the funding position were known, the organisation would consider whether a higher award was affordable and appropriate.

6.6 A Governor asked what would happen if exceptional in-year growth funding was received, given that it had deliberately not been assumed within the budget. The COO explained that the response would depend partly upon when the funding was confirmed. If received sufficiently early, there might be opportunities to invest some of it in operational priorities. If late, the benefit was more likely to flow through to the bottom line and strengthen cash balances. He also observed that the additional funding recently announced for pay could reduce the likelihood of a separate in-year growth allocation.

6.7 A Governor noted that achieving the budget depended partly on constraining expenditure within support functions and asked how the Executive would ensure that this did not adversely affect operational performance or the learner experience. The COO acknowledged that there would be challenges in some areas. He explained that Property and Estates had benefited from additional investment during the current year, enabling some future expenditure to be brought forward, and that the organisation had sought to protect faculty budgets and additional resources needed to support learner growth. This necessarily created greater constraints within some operational areas. Governors queried how the impact would be monitored if service levels began to suffer. The COO confirmed that monitoring would take place through monthly management accounts, the risk register, Group Executive Team discussions, service-level monitoring and requests for additional investment. An investment fund would remain available and budget holders

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would be encouraged to develop solutions capable of improving efficiency and changing the underlying cost base.

Staff Cost to Income Ratio

6.8 The COO provided an overview of the Staff Cost to Income ratio, including additional context on the FE Commissioner staff cost to income benchmark. He advised that only a minority of colleges were currently achieving the benchmark and cautioned against considering it in isolation from EBITDA, cash and overall financial health.

6.9 The Board noted that the ratio was also affected by institutional operating models. Activate Learning had chosen to retain a number of services in-house that other colleges outsourced, which increased reported pay costs without necessarily increasing the overall cost of delivering those services. The Board acknowledged that the benchmark was an important indicator of sustainability and cost control, but not one that should determine decisions without regard to quality, investment and other financial measures.

Commercial Business Plan

6.10 The COO introduced the Commercial Business Plan and explained that its central purpose was to increase commercial training income and generate additional contribution for reinvestment and future growth. The Group would continue to undertake non-training commercial activities, but the principal opportunity was considered to lie in growing commercial education and training.

6.11 A Governor asked whether the organisation had sufficient leadership and operational capacity to deliver the Commercial Business Plan without distracting colleagues from core provision. The COO confirmed that additional capacity was being built into the operating model, particularly within sales and product development. Specialist curriculum leaders would support development of opportunities, but dedicated resources would increasingly take responsibility for their commercial operation. The Glade was given as an example where faculty expertise had secured the opportunity, but the provision would have its own staffing arrangements rather than relying continually on the faculty Director. The COO assured the Board that commercial growth would not be pursued at the expense of the organisation's core educational provision.

6.12 A Governor reiterated feedback previously given through the development of the plan that the proposed investment in sales capacity might be insufficient to attract candidates of the calibre required. Given the importance of sales capability to delivering the Plan, he encouraged management not to be constrained by the initial allocation. The COO confirmed that recruitment would be approached flexibly as roles and job descriptions were finalised.

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	6.13 A Governor sought assurance on whether the existing Growth Fund had become too broad. Having reviewed current expenditure, he considered there was a mixture of strategic growth investment and more tactical expenditure and questioned whether the principles for accessing the fund should be tightened. The COO accepted the challenge. He explained that the current profile had been affected by additional in-year income and the deliberate decision to accelerate expenditure where this would create future benefit. The Group therefore had more tactical expenditure within the fund than would ordinarily be expected, alongside more clearly strategic investments such as the CRM system.	
	6.14 Governors sought assurance on how the additional investment in commercial capability would be monitored to establish whether the commercial projects delivered the intended return. The COO advised that the proposed structure included commercial finance expertise. Commercial opportunities would be assessed in advance through appropriate business cases, pricing and costing, and larger projects would be subject to post-implementation review. Project codes would also allow performance to be monitored transparently. The Board emphasised the importance of ensuring that planned commercial benefits were followed through and measured rather than simply incorporated into financial assumptions.	
	6.15 Overall, Governors welcomed the Commercial Business Plan and the move towards a more structured approach to commercial development.	
	6.16 The Board approved the proposed budget for 2026/27 and noted the accompanying staff cost to income analysis.	
	RESOLUTION: The Board approved the proposed Budget for 2026/27.	
7.	**2026/27 Accountability Statement.**	
	7.1 The Board received the updated 2026/27 Accountability Statement which was taken as read. The Chief Strategy Officer (CSO) reminded Governors that the Board had previously requested stronger SMART measures. The objectives had been revised and subsequently considered and recommended by the Quality and Relevance Committee. Numerical targets had been added to strengthen the measures, and one objective had been changed to reflect development of the College's new AI provision.	
	7.2 A Governor noted that a number of objectives focused on launching new courses but asked how the College would measure employer engagement and demonstrate that provision was genuinely meeting local skills needs, particularly given the increasing importance of employer engagement. The CSO explained that the Accountability Statement objectives were not intended to provide a comprehensive measure of employer engagement. The organisation would undertake its periodic	

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	review of how effectively it was meeting skills needs during the next academic year, following updates to the Local Skills Improvement Plans. This broader evaluation would provide the more appropriate mechanism for assessing the College's response to skills needs and employer engagement. It was also noted that implementation of the new CRM system should provide further opportunities to strengthen information about employer engagement and relationships.	
	RESOLUTION: The Board approved the 2026/27 Accountability Statement for submission to the DfE.	
8.	**Quality and Performance Update**	
	8.1 The Chief Learning Officer (Quality) (CLO-Q) provided an update following the formal end of the academic year. FE achievement was tracking at 81.8%, 1.3 percentage points ahead of the equivalent point in the previous year, with year-end achievement forecast at approximately 84.5% to 85%. Apprenticeship achievement was forecast at approximately 61.4%, while recognising that apprenticeship performance remained dynamic and could move in either direction before the final return.	
	8.2 The CLO-Q reported that student survey feedback remained strongly positive. There had also been 1,034 learning walks across the academic year. The overall picture was of positive teaching, learning and assessment, with future improvement focused particularly on achieving greater consistency across campuses and counties rather than addressing fundamental weaknesses in practice.	
	8.3 Governors particularly welcomed progress for vulnerable learner groups. The CLO-Q highlighted that, for the first time, every leading indicator for vulnerable learner groups was ahead of the equivalent point in the previous year. The scale of improvement varied between groups, reflecting different starting points and cohort sizes, but the overall direction was positive.	
	8.4 Governors commended the work undertaken to improve outcomes for vulnerable learners, noting the importance of ensuring that organisational growth and improving headline achievement translated into better outcomes for learners requiring additional support.	
	8.5 The CLO-Q updated the Board on Ofsted readiness and the self-assessment process. The organisation had adapted its approach during the year to reflect the new inspection framework. Of the 16 areas considered, 14 were currently assessed at expected standard. Participation and development for adult learners and apprentices had been identified as the two areas potentially requiring attention, and focused improvement activity was underway.	
	8.6 The CEO reflected on the improving apprenticeship position. He emphasised that while the final achievement percentage was important, a more significant source of assurance was the improvement in leadership, management and understanding of the provision. A monthly leadership	

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review of apprenticeships provision had been undertaken throughout the year by the CEO and would continue next year. The CEO advised that the team now demonstrated a much stronger understanding of individual apprenticeships, the underlying data and the operation of the business, providing increased confidence that improvement could be sustained. Governors welcomed the improvement and recognised the work undertaken by the Apprenticeship Team.

8.7 The Board also received an update on the scale of the English and maths examination operation, with over 21,000 examination sittings managed across the relevant period. This represented an increase on the previous year and substantial growth over the previous three years. The Board recognised the complexity of the operation and recorded its thanks to the examination team and wider staff who had supported its successful delivery.

Quality and Relevance Committee Update and Recommendations

8.8 The Board received the Quality and Relevance Committee Update and Recommendations which was taken as read and the Vice-Chair provided an overview.

8.9 The Board heard that the quality of the summary papers and reporting had improved noticeably, enabling Governors to see more clearly the relationship between individual areas of work.

8.10 The Committee had been particularly reassured by the Safeguarding Update. Safeguarding had intentionally been moved earlier in the Committee agenda to ensure sufficient time was available for appropriate scrutiny. No high-risk issues had been identified through the assurance processes, while areas requiring further attention had been clearly identified and were being actively addressed.

8.11 The Committee had also received assurance regarding improving achievement, vulnerable learner groups, apprenticeships, learning walks and student feedback. The Board noted that the Committee had concluded the organisation was performing strongly overall while maintaining clear focus on identified areas for improvement.

8.12 The Board was reminded of the significant scale of forthcoming curriculum reform and the detailed planning already underway. Governors noted that implementation would require sustained Board and Committee oversight as the reforms progressed.

8.13 A Governor requested greater visibility of the careers provision, including performance against the Gatsby Benchmarks, work experience and placements and the number of learners receiving one-to-one careers guidance. The CEO welcomed the request and confirmed that it aligned well with the proposed Careers Link Governor role. A summary briefing would be prepared and an introductory meeting arranged with relevant

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	senior colleagues. It was also confirmed that information relating to placements could be incorporated.	
	ACTION: Provide the Careers Link Governor with a strategic briefing on careers provision, including Gatsby Benchmark performance and relevant information on work experience and placements, and arrange an introductory meeting with relevant senior colleagues.	**Chief Marketing Officer.**
9.	**CEO Report**	
	9.1 The Board received the CEO Report, which was taken as read.	
	9.2 Reflecting on the end of the academic year, the CEO thanked Governors for their support and constructive challenge. He highlighted the expected fifth consecutive year of improvement in FE achievement and the significant progress made in apprenticeships. He emphasised that the figures reflected an honest assessment of actual performance and acknowledged the contribution of the Chief Learning Officers and wider teams in sustaining educational improvement while the organisation continued to grow. The CEO also recorded his thanks to the Chair of the Quality and Relevance Committee for her leadership during the year and to Tadhg Nicoll-Webb for his contribution as a Governor.	
	9.3 The CEO updated the Board on the Newbury College merger process. The Board noted that material updates would be communicated via email over the summer.	
	9.4 Governors sought assurance on the implications for Activate Learning's strategy if the merger did not proceed. The CEO confirmed that the opportunity had been pursued because it offered genuine strategic benefits but was not fundamental to delivery of the Strategic Plan. If successful, the merger could support growth and the benefits of scale, although it could initially make achievement of the 5% EBITDA ambition more challenging. If unsuccessful, Activate Learning remained in a strong position to execute its existing strategy.	
	9.5 Governors welcomed the CEO Report and noted the improving quality, stronger finances and increasing strategic opportunities. A Governor asked what the CEO considered to be the biggest challenges to maintaining that level of performance as the organisation continued to grow. The CEO acknowledged that growth itself introduced risk. The organisation had expanded significantly in income and learner numbers over recent years, increasing both complexity and the potential for unforeseen issues. The Group Executive Team continued actively to look for potential "blind spots", particularly around safeguarding and operational infrastructure. The CEO emphasised that not every incident could be prevented, particularly in a large organisation, making the quality and speed of the organisational response important.	
	9.6 The CEO also identified people and organisational culture as a principal area requiring continual attention. The staff survey results were very	

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strong and participation remained high, but the organisation could not assume that culture would remain strong without continued leadership focus. An increase in complaints was noted. Governors discussed whether increased willingness to complain could partly reflect a culture where people felt able to raise concerns and expected them to be addressed, rather than necessarily representing a deterioration in culture.

9.7 A Governor drew attention to the strength of the staff survey indicators observing that the small number of areas showing reductions should be considered in the context of very strong results. Governors welcomed the improvements in staff perceptions of management, leadership and organisational culture.

9.8 The Chair reflected on the substantial progress made during the year, including stronger financial planning, quality outcomes, the staff survey and the organisation's wider work on wellbeing. The Board commended the strength of the Group Executive Team and the collective approach to organisational leadership.

10. **Governance and Committee Assurance**

Audit and Risk Committee

10.1 The Board received the Audit and Risk Committee Update and Recommendations paper which was taken as read. The Chair of the Audit and Risk Committee provided an overview and reported that the Committee had received assurance across its principal areas of responsibility at its meeting on 16 June.

10.2 The Committee had undertaken a development session on AI governance with the new internal auditors, Validera, and Activate Learning's Group Director of Digital Education and AI. The Committee had been encouraged by progress and agreed that the next step should be development of a formal AI governance framework, with future reporting to the Board.

10.3 The Committee reviewed the proposed subcontracting arrangements for 2026/27 and recommended them to the Board.

10.4 The Committee received its first internal audit report from Validera which were positive. Most outstanding internal audit actions had been completed, with the small number remaining being actively managed and presenting no material funding risk.

10.5 The Committee reviewed and endorsed the External Audit Strategy for recommendation to the Corporation Board.

10.6 The strategic and operational risk registers had also been reviewed. The principal strategic risks remained economic and funding pressures, major systems transformation projects, curriculum reform and cybersecurity. The Committee was satisfied that appropriate controls remained in place. It has additionally recommended that safeguarding

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risk be explicitly considered as part of the next review of the strategic risk register.

10.7 The Board noted the update, endorsed the External Audit Strategy and approved the proposed subcontracting arrangements for 2026/27.

RESOLUTION: The Board endorsed the External Audit Strategy for 2026/27.

RESOLUTION: The Board approved the 2026/27 Subcontracting arrangements.

Search and Governance Committee

10.8 The Board received the Search and Governance Committee Update and Recommendations paper which was taken as read. The Vice-Chair provided an overview of the meeting and recommendations.

10.9 The Board considered the recommendation to reappoint Emma Shipp to the Search and Governance Committee following the end of her first term. Governors recognised her contribution and the positive development of the Committee under her leadership and approved the reappointment.

10.10 The Board also considered the appointment of Ashley Wheaton as a Governor following the successful recruitment process previously reported. Governors welcomed his forthcoming appointment and approved a start date of 1 October 2026.

10.11 The Board noted the Committee's continuing work on succession planning, committee membership and Link Governor roles. The Head of Governance advised that the immediate focus was ensuring that critical Link Governor roles were filled. In light of his relevant experience and interest, the Board was asked to appoint Justin Obee as Careers Link Governor. The appointment was approved.

10.12 Governors were thanked for completing the skills audit. The results would inform future succession planning, recruitment and Governor development and would help ensure that the Board continued to maintain an appropriate mix of skills and expertise.

10.13 The Board considered the proposed Student Governor recruitment process. It was intended to continue seeking two Student Governors where possible, notwithstanding the requirement for only one, to strengthen student input and provide peer support. The Student Governor questioned whether commencing the recruitment process early in September risked placing additional pressure on new students who were still adjusting to college life and had not yet had sufficient time to understand their academic workload or establish themselves within student leadership. The Head of Governance acknowledged the concern and explained that the Committee had considered the timing carefully. The intention was to recruit at least one first-year student to allow them

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time to develop within the role, while consideration would also be given to a continuing student or apprentice to provide experience and continuity.

10.14 The Student Governor suggested that, where two Governors were appointed, their terms should be staggered so that one experienced Student Governor remained in post while a successor was recruited. This would provide continuity and peer support for incoming Student Governors. The Head of Governance confirmed that this reflected the intended approach.

10.15 The Board approved the proposed Student Governor recruitment process and timeline.

10.16 The Board noted and approved the proposed Governance Self-Assessment process for 2025/26. The Board also noted the procurement process, and the Committee's work to identify an External Governance Review provider to undertake the next External Governance Review in line with the DfE's expectations. The Board approved the Committees recommendation to appoint Rockborn Management Consultants.

RESOLUTION: The Board approved the reappointment of Emma Shipp to the Search and Governance Committee for a second term.

RESOLUTION: The Board approved the appointment of Ashley Wheaton to the Corporation Board from 1 October 2026.

RESOLUTION: The Board approved the proposed Student Governor recruitment process and timeline.

RESOLUTION: The Board approved the Governance Self-Assessment process for 2025/26.

RESOLUTION: The Board approved the appointment of Rockborn Management Consultants to undertake the next External Governance Review.

RESOLUTION: The Board approved the appointment of Justin Obee as Careers Link Governor.

Governor Updates and Insights

10.17 Governors were invited to provide updates and share insights from activities undertaken outside formal Board and Committee meetings.

10.18 A Governor reported a positive discussion with colleagues regarding opportunities to maximise collaboration between Activate Learning and the Armed Forces.

10.19 The Chair reflected on attending the Public Services passing-out parade at Merrist Wood, highlighting the progress made by individual learners

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	and the positive destinations they were pursuing. She also reported on the Surrey County Show at Merrist Wood, which had attracted the highest attendance to date and provided a strong showcase for the College and its staff.	
	10.20 The newly appointed Governor thanked the Group Executive Team and Governance Team for the time and support provided throughout their induction and expressed willingness to contribute further where their governance and curriculum experience could add value.	
	10.21 A Governor advised the Board of a change of employment and reflected on intelligence gained through their current work regarding the scale of emerging regional skills requirements. The Governor encouraged Activate Learning to continue exploring how its strategy and partnerships could respond to the opportunities, particularly through collaboration with colleges, employers and industry.	
	10.22 The Governor also requested further information on the organisation's relationship with Amazon, including what was working well, what could be improved and whether learning from the partnership could inform other employer relationships. The CEO agreed that a written briefing would be prepared, with a follow-up discussion if helpful. Responding to the wider skills point, the CEO acknowledged that construction and engineering remained one of the more challenging curriculum areas both locally and nationally. He highlighted work underway to secure additional adult skills funding and establish new partnerships and provision, while recognising that the organisation needed to balance new opportunities against existing faculty capacity. The Governor emphasised the scale of expected demand around Banbury and Bicester, noting that published estimates potentially understated the emerging workforce requirement. The demand extended beyond construction and engineering to related areas including hospitality. It was agreed that the opportunity should continue to be explored strategically.	
	ACTION: Provide a briefing on the current Amazon partnership, including what is working well and opportunities to apply learning to other employer partnerships	**HoG to arrange**
	Governance Matters	
	10.23 The Board received the Governance Update which was taken as read.	
	10.24 The Board noted that the Corporation Seal had been applied to the previously approved collateral warranties relating to the Merrist Wood project.	

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	10.25 The Board noted the contract signed by the Chair since the previous meeting. 10.26 The Board approved the three contracts presented under the Governance item: C2 Zero Contract, Reading College Decarbonisation and the Oxford Security Access Works Contract 2026. 10.27 The Board approved the policies and procedures presented for approval. 10.28 The Board approved the Policy Approval Schedule and the meeting dates and Schedule of Business for the 2026/27 academic year. **RESOLUTION: The Board approved the three contracts presented under the Governance item: C2 Zero Contract, Reading College Decarbonisation and Oxford Security Access Works Contract 2026.** **RESOLUTION: The Board approved the policies and procedures presented for approval.** **RESOLUTION: The Board approved the Policy Approval Schedule for 2026/27.** **RESOLUTION: The Board approved the meeting dates and Schedule of Business for 2026/27.**	
11.	**Any Other Business** 11.1 The Board formally recorded its thanks to Callum Wood at the conclusion of his tenure as Student Governor. Governors recognised his commitment to the role, his contribution and wider participation in Governor training and development. Callum thanked Governors and staff for their support and reflected positively on the opportunity to be a member of the Corporation Board and its impact on learners. 11.2 The Board noted that the next scheduled meeting would be the Corporation Board Check-In Conversation on Wednesday 16 September 2026 at The Leys Campus.	

The meeting closed 19:23

Chair S I Sturgeon .....Date ……02/11/2026……..