

Part I Minutes of the Corporation Meeting held on 18th March 2025 in room B45, Broadway Campus

Members Present:	Julius Adams	Deborah Ibojo
	Ian Austin	Diana Martin
	Matthew Collins	Mphathisi Ncube
	Sally Cornfield	Paul Noon (Chair)
	Wendy Davies	Jack Stokes
	Ana Ferreira	Liz Sithole
	Nirmal Gupta (Teams)	Tom Westley
	Paul Hartridge	Sarah Wood

In Attendance:	Rachel Corns (Vice Principal)
	Gill Darwood (Director of Corporate Governance) (DCG)
	Susanne Davies (Director IoT and Partnerships)
	Debbie Goode (Executive Director Public Affairs & Marketing)
	Steve Johnson (Executive Director Estates & Capital Projects)
	Kathryn Jones (Director of HR)
	Louise Jones (Chief Finance Officer) (CFO)
	Claire Millard (Vice Principal)

Board administrative matters

1 Confirmation of quorum

- 1.1 The Director of Corporate Governance (DCG) confirmed that a quorum was present.

2 Apologies for absence

- 2.1 Apologies for absence had been received from Jason Parker and Liam Butler.

3 Declarations of interest

- 3.1 There were no declarations of interest relating to part I agenda items.

4 Approve minutes of previous meeting on 10th December 2024

- 4.1 Minute 19 (confidential item) - [J Stokes asked for the reference he had made to the establishment of a student safety group to monitor security across the College be added to the minutes.](#)

- 4.2 The minutes of the meeting held on 10th December 2024 were otherwise confirmed as a true record by members.

5 Matters arising

- 5.1 There were no matters arising not covered on the current agenda.

Student centred matters

6.0 SEND Annual Report

- 6.1 R Corns presented the SEND Annual Report which provided an overview of the College's provision for Students with Special Educational Needs and Disabilities (SEND). She highlighted a number of key points from the report:

- 6.2 *16-18 (or those 19-24 with an EHCP as at 6/3/25)*
- 1154 learners declared a disability or learning difficulty
 - 363 learners with an Education Health and Care Plan
 - 175 learners have high needs funding
 - 179 learners were enrolled on discrete SEND provision
- 6.3 *Adults*
- 420 learners declared a disability or learning difficulty
 - 230 learners were being supported
- 6.4 *Apprentices*
- 155 learners declared a disability or learning difficulty
 - 187 learners were being supported
- 6.5 She further noted that:
- The College continued to work with local authorities and other organisations to provide support for SEND learners.
 - The College employed multiple roles to support SEND and continued to review effectiveness of support.
 - The College continued to work with local authorities to review funding in year and to plan for the future.
 - The College had secured funding for an additional 65 High Needs places from academic year 25/26.
 - It had been necessary for the College to decline 67 requests for places from learners whose needs were complex and could not be met by the College. The CEP noted that many of these learners and their families needed specialist provision for their young people which could only be accessed if a mainstream provider had supported this need.
- 6.6 R Corns noted that in terms of student performance for this cohort, achievements for adult learners showed a significant difference to their peers and further analysis and investigation was being undertaken to identify areas for improvement.
- 6.7 In response to members' questions, the VP and CEP provided further clarification in relation to funding for support for SEND learners.
- 6.8 S Cornwell noted that it may be helpful for her to follow up outside of the meeting with R Corns to look at ways in which NHS could collaborate with the College to further support this area.
- 6.9 S Woods suggested that it would be helpful for future reports to look at trend data to enable members to identify movements over a period of time in terms of, for example, learner numbers. The CEP noted that compared to many Colleges, learner numbers were high and the College was the largest provider in Dudley.
- 6.10 The Chair thanked colleagues for their work in this important area of provision.
- 6.11 **It was resolved** to note the SEND annual report.

7 **Students' Union termly report**

- 7.1 J Stokes provided a summary of the Students' Union termly report, highlighting a few of the areas of activity including:
- Recommitment to sustainability in line with the College's existing activity.
 - Liberation work focused on marginalised students.
 - Launch of new SU website and digital platform.
 - Regional and national representation work including campaigns around transport, student safety and fair deal for students.
 - Leadership team undertaking their roles and driving forward campaigns in an active and engaged way, implemented a two hour per week office-based commitment for student leaders which had developed their skills in this area.
 - Leadership residential at Coventry and training around confidence, time management, negotiation skills and team bonding.
 - Deborah Ibojo had been appointed to the role of Chair of the SU, which was a key role to hold the SU accountable through the Student Parliament and leadership Team meetings.
 - Working on legacy building for SU president succession planning as J Stokes was nearing completion of his tenure. Election outcome would be announced on 23rd May.
 - Revised SU constitution to be brought to the next Corporation meeting for approval which was being amended to reflect leadership and constitutional reform.
 - Campus leader roles working proactively, although no leader appointed for CAT Centre this year. J Stokes advised that he was hopeful a student would be identified to take on this role for the next year.
 - Relationship building with the new Dudley MP.
 - Youth social Action Project included work to address issues around homelessness and food insecurity.
 - Holocaust commemoration event organised with Lord Austin.
 - Women's Muslim Community Club launch.
- 7.2 In summary J Stokes noted that his aim as he completed his tenure as SU President was to leave an impactful legacy which he hoped would continue in future years.
- 7.3 Lord Austin expressed his thanks to the SU for their support with the Holocaust Commemoration which was the largest event in the country and could not happen without the support of the SU and the College. The CEP noted the impact of this event on the learners and school children who attended.
- 7.4 W Davies noted that J Stokes had been an inspirational SU President and Student governor and all members expressed their thanks to Jack and the SU executive for their work.
- 7.5 **It was resolved** to note the Students' Union termly report.

M Ncube left the meeting temporarily.

8 **Vice Principals' Termly Report**

- 8.1 The Vice Principals presented their report which provided an overview of the second half term for each of the curriculum areas. A variety of activities were highlighted

including guest speakers, skills competitions, employer events and performances, all of which aimed to add value to the learner experience:

- Performing Arts & Design: The Photography learners' refugee exhibition would be exhibited at the Houses of Parliament, and this would open on 28th March 2025. This was a great honour, and the learners were very excited about having their work shown at such a prestigious venue.
- Hair & Beauty: Amelia Higgins, following on from her success within World Skills, had secured a place for the L'Oreal ID artist team and would now be working with Loreal until 2027.
- English and Mathematics: Competition success with 195 GCSE English learners entered for a creative writing competition which produced an overall winner and a highly commended award for two of the College's entries. 960 learners had recently taken part in the FE Maths Challenge and 12 learners would be representing the College in the regional final.
- Dudley Sixth: Commenced a new Eco-Schools Committee in which Dudley Sixth learners were working towards several milestones to gain accreditation for the whole College. So far, new recycling containers had appeared in all classrooms.
- CAT Centre - Preparations were progressing well for the West Midlands heat of SkillBuild, which would take place at the CAT Centre on 17th June.
- Advance 2 - A new training facility had been installed at the rear of the building which would be used to offer new provision including Solar Photovoltaic, Energy Storage Systems, EV Charging and Smart Home technology.
- Automotive: the department would be getting involved in the 'The Maurice Project' for the restoration of a 1963 E-Type Jaguar, classic car. The vehicle would be based at the Institute of Technology, and it was an exciting project for the learners to get hands on experience and be part of this community project. Funds from sale of the car would be donated to the local charity Provision House.
- Animal Science – expanding range of species to enhance learners' experience and involvement of students in inter-college competitions.
- Health & Social Care - improvements in their facilities and resources.
- Independent Living Centre (Aspire): Aspire Shop opened its doors to the public as a new, purpose-built training environment. Key employers along with Jen Graham, aka #Charityshopgirl, shared the grand opening with thousands of followers on social media platforms, promoting Dudley College's investment in SEND young people and supported employment.

8.2 The Chair thanked the VPs for the insightful overview of the wide range of activities going on across the College.

8.3 **It was resolved** to note the Vice Principals' termly report.

Standards Matters

9 Minutes of standards committee of 3/2/25

9.0.1 The Chair provided an overview of matters considered at the standards committee, noting that a number of items had been recommended for approval and were included within subsequent agenda items.

- 9.0.2 P Hartridge requested an update relating to learners obtaining CSCS cards and the CEP advised that she would follow this up outside of the meeting but confirmed that funding was available for learners to undertake this accreditation.
- 9.0.3 **It was resolved** to note the minutes of standards committee of 3/2/25.
- 9.1 Operational Development Plan 2025**
- 9.1.1 The CEP presented the College Operational Development Plan (CODP) for the coming 12 months. This plan took on board key actions from the Strategic Plan that related to the coming year as well as areas identified through the Annual Strategic Impact Assessment (ASIA) or other regional and national priorities. This was then supported by Quality Improvement Plans in every curriculum area and professional services team, delivered through the performance management system and monitored through the annual cycle of performance data. The Standards Committee then reviewed this CODP at each meeting.
- 9.1.2 The draft CODP for 2025 had been presented to Standards Committee for discussion and agreement on actions and had been recommended by the committee for approval.
- 9.1.3 **It was resolved** to approve the Operational Development Plan 2025.
- 9.2 Data dashboard update**
- 9.2.1 The CEP provided an update on the live data dashboard which was presented on screen, highlighting in particular enrolment and attendance data for each key client group which was updated regularly in-year:
- 9.2.2 *16-18 learners*
Enrolments up compared to previous year by 6%
Overall attendance was strong at 89%.
- 9.2.3 *A level learners*
Enrolments up by 5% compared to previous year.
Attendance consistent and high at 94%.
- 9.2.4 *Adult learners*
Enrolments up 20% on same point last year
Attendance at 89% was strong and slightly increased on previous year
- 9.2.5 *Apprenticeships*
Reduced by 7% on previous year as part of the planned strategic reduction in sub-contracting.
Attendance was strong at 92%.
- 9.2.6 *Higher skills*
Enrolments down 7% on previous year due to change in mix and balance of provision and were this was reported.
Attendance was very strong at 91% and increased by 5% on previous year.

- 9.2.7 It was noted that this was an area for further exploration in terms of the way this area of provision was reported, as there was now more modular delivery at higher levels which was not counted within these numbers currently. [A future proposal for a revised HE Strategy would be brought back to the board for consideration.](#)
- 9.2.8 *High Needs learners*
Enrolments were at the target number in line with previous year.
Attendance was very strong at 90% and up by 3% on the previous year.
- 9.2.9 The chair noted that adult learner programmes were a priority for WMCA and the shift towards modular delivery of higher skills qualifications was in line with the Local Skills Improvement Plan.
- 9.2.10 N Gupta noted that the dashboard provided a consistent and transparent view of performance and the Chair noted that this level of transparency was relatively unique in the sector.
- 9.2.11 Lord Austin highlighted that this evidenced the progress of the College over recent years and T Westley noted that the impact on local employers had been transformational.
- 9.2.12 Lord Austin noted that it would be helpful for the board to receive an update on the performance of the Dudley Academies Trust schools, and the DCG noted that the collaborative projects set out in the Master Collaboration Agreement were monitored through a [Strategic Liaison Group comprising members of both boards, the notes from which would be provided to the Corporation.](#)
- 9.2.13 **It was resolved** to note the data dashboard update.
- 9.3 Modern Slavery and Human Trafficking Statement**
- 9.3.1 K Jones advised that under section 54 (1) of the Modern Slavery Act 2015 the College was required to produce a modern slavery and human trafficking statement for each financial year and have this approved by the College's Corporation. The updated statement was presented which included only minor changes.
- 9.3.2 **It was resolved** to approve the Modern Slavery and Human Trafficking Statement.

Audit matters

10 Minutes of audit committee held 3rd March 2025

10.0.1 As vice chair of the audit committee, W Davies presented the draft minutes of the meeting held on 3rd March 2025, noting the key items which had been considered including:

- Internal auditors' presentation on board assurance which set out how the risk management process could be taken a step further. Whilst it was noted that the College's risk management approach was already strong, this would be taken forward as a trial with the three top risks.
- One internal audit report on 16-18 bursaries with one low and one high priority recommendation which had been actioned.
- Rolling schedule of audit recommendations was reviewed.

- Internal auditors' annual benchmarking report noted that the College was in a comparable position to previous years and to other colleges.

- 10.0.2 A number of other items had been recommended by the committee to the Corporation and were included under subsequent agenda items.
- 10.0.3 **It was resolved** to note the draft minutes of the audit committee of 3rd March 2025.
- 10.1 **Confidential – Performance of external auditors and reappointment for 2024/25 external audit**
This matter is the subject of a separate and confidential minute.
- 10.2 **Risk Register update**
- 10.2.1 The CFO presented the risk register which had been reviewed by the audit committee. Risks and actions had been allocated to the newly appointed senior roles, where appropriate. There had been no changes to risk appetite, gross risk or net risk scores as a result of the review.
- 10.2.2 The audit committee had looked in detail at the actions and in particular those risks where actions had been subject to delay.
- 10.2.3 **It was resolved** to approve the risk register.

M Ncube rejoined the meeting.

Finance, Estates and Resources matters

- 11 **Minutes of Finance & Estates Committee held 10th March 2025**
- 11.0.1 S Woods presented the draft minutes of the Finance and Estates Committee held on 10th March 2025 noting the key items discussed at the meeting:
- Curriculum contribution analysis for 2024/25.
 - Enrolment dashboard update.
 - Insurance annual report.
 - Confidential estates and capital projects update.
 - Sustainability report.
- 11.0.2 In addition, a number of items were recommended for approval and were included within subsequent agenda items.
- 11.0.3 **It was resolved** to note the minutes of the Finance and Estates Committee of 10th March 2025.
- 11.1 **Management accounts to January 2025**
- 11.1.1 The management accounts for January 2025 show the position at the mid point of the financial year, against the revised budget approved by Corporation at the December meeting. The key points were noted as:
- Income was adverse to budget by £609k mainly due to the following:
 - Devolved ASF (£295k) - Althaus income received and recognised in 2023/24 (£198k budgeted in 24/25 with an offset of expenditure which reduced overall negative variance).

- Adult Skills Fund (ASF) Bursary allocation increase of (£60k).
 - Other Tuition and Commercial income (£130k) which was an improved position from prior month, and Catering (£78k).
 - Pay Costs were £171k favourable to budget, although this was a drop of £87k compared to December.
 - All vacancies were reviewed on a regular basis to ensure that these were still required, and to monitor how additional pay costs (NICs, AoC recommendation) were impacting financial performance.
 - Currently the revised budget had assumed NIC costs would be fully funded. If this were not to be the case and only 75% funding was available then the College would have a cost exposure of circa £94k for 24/25, this assumption would be built into the next revised budget.
 - Non pay costs were favourable to budget by £377k, mainly driven by administration costs and the sub-contractors budget being overstated as explained above and the timing of exams £126k.
 - Surplus of £321k was £235k favourable to a budget surplus of £86k.
 - The cash position continued to remain positive. The cash position of £4.1m at the end of January compared adversely to the forecast of £5.5m. This was due to:
 - Lower opening balance in January compared to budget.
 - Higher spend in January than profiled.
 - A thorough review of the College's cash position was being undertaken as part of the revised budget 2 and it was expected that the adverse gap would close in the next few months.
 - KPIs showed a positive position with most rated as green. The four red KPIs all reflected the drop in the cash position, and this may not be reversed by the year end.
 - 19+ WMCA discretionary hardship fund showed a year to date spend of £482k against an annual budget of £520k, however this included committed spend. To the end of January £237k was the actual spend.
- 11.1.2 An update on loan covenants, financial health and sensitivity testing was included in the report none of which gave rise to any concern that these measures would not be met at the year end.
- 11.1.3 The Chair noted that the Finance and Estates Committee had looked in detail at the management accounts.
- 11.1.4 **It was resolved** to approve the management accounts to January 2025.
- 11.2 **Revised budget 2 – 2024/25**
- 11.2.1 The CFO presented the revised budget at quarter 2 which reflected a number of changes expected over the remaining months of the financial year. EBITDA and operating position had decreased slightly, driven by a small decrease in income. There continued to be opportunities to increase income generation, particularly on Adult Skills Fund, however a prudent approach had been taken in this budget to reflect planned activity against which there was confidence of securing.

- 11.2.2 The financial strategy remained in a good position, and KPIs relating to EBITDA/operating surplus and cash were showing an amber position however this was expected to be an improved position by the year end. Financial health score and loan covenant measures were not affected.
- 11.2.3 In response to a question from P Hartridge on agency staff costs, the CFO advised that this covered the cost of covering vacant staffing posts during recruitment and whilst appointed candidates worked a notice period, and also some long-term sickness cover.
- 11.2.4 **It was resolved** to approve the revised budget 2 for 2024/25.
- 11.3 **Value for Money/Public Benefit Statement**
 - 11.3.1 The CFO presented the Value for Money/Public Benefit Statement which was provided to satisfy one of the Office for Students (OfS) four primary regulatory objectives which required that providers regularly publish clear information about arrangements for securing value for money including data about the sources of income and the way that its income was used. The statement had been recommended by the Finance and Estates Committee.
 - 11.3.2 S Davies noted that there would shortly be a new OfS condition of funding the implications of which would be brought to the Standards Committee.
 - 11.3.3 **It was resolved** to approve the Value for Money/Public Benefit Statement.
- 11.4 **Commercially sensitive – Estates and Capital Projects update**
This matter is the subject of a separate and confidential minute.
- 11.5 **Treasury Management policy**
 - 11.5.1 The CFO advised that the treasury management policy had been reviewed and minor changes made had been considered and recommended by the Finance and Estates Committee. Annex I had been amended to reflect credit ratings updated as at January 2025. The policy had been recommended for approval from the Finance and Estates Committee.
 - 11.5.2 **It was resolved** to approve the Treasury Management Policy.
- 11.6 **Procurement Policy**
 - 11.6.1 The CFO advised that the College had worked with external procurement specialists to develop a procurement policy and procedures that would meet the requirements of the 2023 Procurement Act and regulations (effective from 24 February 2025) and the College Financial Handbook.
 - 11.6.2 The policy had been reviewed by the Finance and Estates Committee who had noted that the policy was very comprehensive and represented best practice in procurement. Training would be provided by external consultants for all budget holders.

- 11.6.3 It was confirmed that nothing contained within the policy changed the responsibilities of the Corporation.
- 11.6.4 P Hartridge highlighted the importance of using procurement processes to ensure that contractors had a commitment to take on apprentices or offer work experience placements. S Johnson confirmed that on large procurement projects, this stipulation had been included, such as during construction of College facilities. The Chair noted that he had previously highlighted the need for WMCA to promote this requirement through their own procurement processes.
- 11.6.5 **It was resolved** to approve the Procurement Policy.
- 12 **Health and Safety Action Plan 2024/25**
- 12.1 S Johnson presented the health and safety action plan for 2024/25 which had been produced following an independent review of the College's current position on health and safety.
- 12.2 The independent review focused on health and safety as a function within Dudley College and to provide the organisation with an external view of how health and safety was managed and provide solutions for improvement. The report contained a summary of the review.
- 12.3 Since receiving the report, the Senior Leadership Group had met to review the recommendations and reinforce their commitment to building a positive Health and Safety culture. An experienced Health and Safety Manager was providing maternity cover and had developed a plan with eight key aims that addressed the recommendations raised in the independent report.
- 12.4 Based on the eight aims an action plan would be development and progress would be monitored through the Health and Safety Committee with termly reports to the Senior Leadership Group. The required improvements in Health and Safety would also be reported through the College Operational Development Plan to Standards Committee.
- 12.5 S Johnson provided further clarification in response to questions from members, confirming that the final action plan would include target dates for completion. There would be a budget review in April to look at resources to support this area going forward, this would include identification of any capital requirements.
- 12.6 The Chair noted that it was important to ensure that all activities were able to be carried out in a safe manner but that health and safety should be seen as an enabler not a preventer.
- 12.7 In response to a question from N Gupta, S Johnson advised that the College retained an external consultant who routinely undertook 2 or 3 reviews per year on specific areas, in addition to college staff undertaking health and safety audits.
- 12.8 **It was resolved** to endorse the Health and Safety Action Plan for 2024/25.

13 **Commercially sensitive – IoT Update**

This matter is the subject of a separate and confidential minute.

Governance and compliance matters

14 **Approach to feedback from staff governors**

14.1 The DCG advised that following discussion at the previous meeting, she and the CEP had met with the staff governors to discuss how feedback from staff governors could be captured in meetings whilst ensuring that there was clarity in their role as strategic contributors rather than representatives of staff interests.

14.2 To bolster communication and understanding between the Corporation and wider staff, it was proposed to introduce a half-termly 'Staff Governors Briefing' which would be sent out by the staff governors to all College staff. The briefing would be produced with the support of the Director of Corporate Governance and would aim to inform staff about board activities, clarify the Corporation's role, and support the staff governors to engage with staff on appropriate strategic topics.

14.3 It was hoped that this would develop structured avenues for staff to provide input on strategic issues, which staff governors could then bring to the board, maintaining their strategic focus.

14.4 It had also been agreed that regular review meetings would be diarised between the staff governors, the Chief Executive and Principal, and the Director of Governance in order to evaluate this approach, to address any challenges, and identify opportunities for further support.

14.5 **It was resolved** to endorse the approach to staff governor communications.

15 **Chair Appraisal Process**

15.1 The DCG advised that the FE Commissioner had produced a publication which contained guidance and recommended good practice on:

- *The performance appraisal of senior post holders* – it was felt that the College had in place a robust performance appraisal process which was applicable to all staff including senior post holders.
- *The performance review of the Chair of the Corporation* – One of the recommendations of the external review of governance was that the Corporation should undertake an annual appraisal of the Chair's performance, and this was included in the Governance Quality Improvement Plan for 2024. It was proposed that, based on the FEC guidance, the Corporation undertook a survey of all members. A draft list of questions was provided as appendix B which was based on the DfE's competency framework for Chairs.

15.2 The guidance document had been considered by the remuneration committee, and the proposed approach to performance review of the chair was recommended for implementation.

15.3 **It was resolved** to approve the Chair performance review process.

16 Membership of standards committee and amendment to Standing Orders

16.1 The DCG advised that it was proposed to appoint Wendy Davies to the Standards Committee, to enable Wendy to contribute to the work of the committee in view of her role as designated lead governor for Careers, and also to enable her to have oversight of key performance issues to support her role as Vice Chair of the Corporation.

16.2 Her membership of the committee would bring the number of committee members to 9 and therefore members were requested to approve an amendment to the Standing Orders to increase membership of Standards Committee by one member.

16.3 **It was resolved** to approve the amendment to standing orders and to appoint Wendy Davies to standards committee.

17 Revised terms of reference for Standards Committee and Finance & Estates Committee.

17.1 The DCG advised that the terms of reference and business plans for relevant committees have been updated in-year to incorporate the change agreed by Corporation at its meeting on 10th December 2024, which was for the oversight of Partnerships and Sub-contracting arrangements to move from the Finance & Estates Committee to the Standards Committee.

17.2 With the reduction in the overall value of sub-contracting, the financial implications for the College were significantly reduced and therefore it was more appropriate for the main focus to move to quality assurance monitoring through the standards committee. These changes had been recommended by the relevant committees.

17.3 **It was resolved** to approve the revised terms of reference and business plans for Standards Committee and Finance & Estates Committee.

18 Any Other Business

18.1 No further matters of other business were raised.

19 Date of next meeting

19.1 2nd May 2025 – Strategic Development Day – at CAT Centre – 11.00am

The part 2 meeting is the subject of a separate confidential minute.

The part 2 meeting closed at 18.50 hours.

Approved by Corporation Members at the meeting held on 1st July 2025.