

Part I Minutes of the Corporation Meeting held on 9 December 2025 at 4.30pm in Conference Room I, Broadway

Members Present: Kaynat Ahmad
Liam Butler
Matthew Collins
Sally Cornfield
Wendy Davies (Vice Chair)
Mireille Digard
Nirmal Gupta (via Teams)

Paul Hartridge
Diana Martin (CEP)
Mphathisi Ncube
Paul Noon (Chair) (*from item 15*)
Jason Parker
Simka Rifai
Liz Sithole (*from item 9*)
Sarah Wood

In Attendance: Rachel Corns (Vice Principal)
Gill Darwood (Director of Corporate Governance) (DCG)
Susanne Davies (Director IoT and Partnerships)
Debbie Goode (Exec Director Public Affairs and Marketing)
Steve Johnson (Exec Director Estates and Capital Projects) (*to item 19*)
Kathryn Jones (Director of HR)
Louise Jones (Chief Finance Officer) (CFO)
Claire Millard (Vice Principal)
Craig Sullivan (Bishop Fleming) (via Teams) (*Items 6 – 10*)

Board administrative matters

1 **Confirmation of quorum and apologies for absence**

1.1 The Director of Corporate Governance (DCG) confirmed that a quorum was present. Apologies for absence were received from Julius Adams.

1.2 As the Chair had advised he would be delayed, the Vice Chair presided over the meeting until his arrival.

2 **Appointment of Student Member**

2.1 The DCG advised that Simka Rifai had expressed her interest in becoming a Student member of the Corporation, and following meetings with herself, the Chair and the CEP, her appointment to the Corporation was recommended. Simka introduced herself and provided a short overview of her experience on joining the College and the support she had received to date from the Students' Union. Members welcomed Simka to the Corporation.

2.2 **It was resolved** to approve the appointment of Simka Rifai, Student Member, to 31st July 2026.

3 **Declarations of interest**

3.1 There were no declarations of interest.

Items 6 – 14 were taken at this point. Items 4 and 5 were taken after item 15.

4 **Minutes of previous meeting held on 11th November 2025**

4.1 The minutes of the meeting held on 11th November 2025 were confirmed as a true record by members.

5 **Matters arising**

5.1 Members considered the action log which detailed matters arising from the previous meeting and the DCG advised on progress against actions:

- Presentation on Lifelong learning entitlement to be covered at March 2026 meeting.
- Proposed changes to the Dudley Dashboard to be presented to the March 2026 meeting.
- Business continuity plan had been updated to include actions for communication with wider Corporation members.
- Equality, Diversity and Inclusion report was on the current agenda.
- Discipline Procedure was included on the current agenda.
- Health and Safety Policy had been reviewed in detail by the Finance and Estates Committee with no further changes recommended to the Policy previously approved.
- Governor link plan was included on the current agenda.
- Mpathisi Ncube had expressed willingness to act as the Corporation’s nominated representative on the Members’ board of Dudley Academies Trust.
- Detailed costed proposal on Health and Wellbeing scheme was included on the current agenda.

5.2 **It was resolved** to note the update on actions and to appoint Mpathisi Ncube as the Corporation’s representative on the Members’ Board of Dudley Academies Trust.

Audit and Finance Matters

6 **Audit Committee - Minutes of meeting held on 25th November 2025**

6.1 W Davies, as Vice Chair of the Audit Committee, presented the draft minutes of the Audit Committee meeting held on 25 November, noting a number of items were recommended by the Audit Committee and therefore included on the current agenda. Other matters considered by the Committee had included:

- Internal audit progress report
- Rolling schedule of audit recommendations
- Risk management report

6.2 **It was resolved** to note the minutes of the Audit Committee meeting held on 25 November 2025.

7 **Audit Committee’s Annual Report for 2024/25**

7.1 The DCG presented the report which summarised the work undertaken by the Audit Committee in 2024/25. She advised that, in accordance with the Framework and Guide for External Auditors and Reporting Accountants of Colleges, the annual report summarised the Committee’s activities relating to the financial year under review and provided the Corporation with assurance to support its consideration of the financial statements for the year ended 31 July 2025. A copy of the Audit Committee’s Annual Report would be submitted to the DfE with the annual report and financial statements.

7.2 **It was resolved** to note the Audit Committee’s Annual Report for 2024/25.

8 **Confidential Management Letter, Annual Report and Financial Statements 2023/24 and reconciliation of July 2025 management accounts and year-end accounts 2024/25**

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

9 **Letter of Representation year ended 31 July 2025**

9.1 The letter of representation had been prepared by Bishop Fleming to support the Corporation in confirming that:

- The Corporation had fulfilled their responsibilities in accordance with the UK Financial Reporting Standards, the FE/HE Statement of Recommended Practice and the College Accounts Direction for 2024/25.
- All information had been made available to Bishop Fleming.
- Grants made by DfE had been applied for the purposes intended and there had been no breaches in grant conditions.
- The College’s expenditure had been applied to the purposes identified by Parliament.
- The financial statements were prepared on a going concern basis.
- The Accounting Officer had fulfilled his responsibilities under the requirements of the funding agreement between the College and the Secretary of State for Education and the relevant Financial Handbook.
- The College intended to wind up the subsidiary TTPL and this decision would not impact the Group’s status of going concern.

9.2 **It was resolved** to approve the Letter of Representation for year ended 31 July 2025 for signature by the Chair.

10 **TTPL annual report and financial statements 2024/25**

10.1 C Sullivan advised that Bishop Fleming had concluded their audit work and confirmed in doing so that they had not identified any significant risks requiring further audit work. Bishop Fleming had issued an emphasis of matter report for the year as the accounts had been prepared on a basis other than going concern.

10.2 The CFO advised that the year-end position showed a surplus position of £287k compared to a budget surplus of £78k. The outturn was broadly the same as the operating surplus of £289k in the July management accounts. Income was lower than budget by £105k (16%) and pay costs were lower than budget by £32k (30%). Non-pay costs returned a positive variance of £282k (61%) against budget. The income and expenditure account and balance sheet in management accounts format was shown at Appendix A. A deed of variation was agreed, which came into effect in P12, to recharge costs based on the proportion of usage of the building, currently being 42%. As a result, pay and non-pay costs had reduced, resulting in a much better position at year end than originally budgeted. All key performance indicators other than turnover were met.

10.3 The TTPL Board and working group had agreed and were intending to cease trading of TTPL in 2026, therefore no going concern review had been completed as it was no longer relevant. TTPL’s financial statements had been prepared on a break-up basis.

10.4 The July 2025 Management accounts showed an operating surplus for the year of £289k. The final reported surplus was now £287k. The table provided showed the movement between the July and year end accounts. The movement on income and non-pay related to accruals based on actual invoices.

10.5 Bishop Fleming had raised no recommendations during their testing.

10.6 **It was resolved** to approve the TTPL Directors' Report and Financial Statements 2024/25.

C Sullivan left the meeting.

11 **Commercially Sensitive - TTPL update**

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

12 **Finance and Estates Committee – Minutes of Meeting held 27 November 2025**

12.1 J Parker, as Chair of the Finance and Estates Committee, presented the draft minutes of the meeting held on 27 November 2025, noting a number of items were recommended by the Committee and therefore included on the current agenda. Other matters considered by the Committee had included:

- Enrolment dashboard update.
- Estates and capital projects update.
- Sustainability Report and Climate Action Plan.
- Committee's Annual Report approved.
- Update on changes within the College Financial Handbook 2025.
- Risk register view.
- Health and safety policy changes reviewed on behalf of the Corporation and confirmed.

12.2 **It was resolved** to note the minutes of the meeting held on 27 November 2025.

13 **Management accounts to October 2025**

13.1 The CFO presented the management accounts for October 2025, showing the position three months into the financial year against the original budget. The position reflected a surplus of £672k against a budget of £608k. Key points were noted as:

- KPIs: Most indicators were green, with one amber KPI (pay as % of turnover), which was expected to be rectified when reporting against the revised budget.
- Income: Favourable to budget by £226k, mainly due to:
 - DfE 16–18 income favourable by £480k due to increased funding rates.
 - Apprenticeship income adverse by £76k.
 - Devolved ASF adverse by £59k.
 - Other funding body grants adverse by £69k due to Turing grant forecasting.
 - Catering income adverse by £46k, although offset by savings in catering non-pay costs.
- Pay costs: £382k adverse to budget, reflecting additional costs approved to support increased student numbers.
- Non-pay costs: £145k favourable to budget, mainly due to:
 - VAT creditor write-off of £78k as advised in the audit report.

- Savings on utilities.
 - Cash position: £8.6m at the end of October, £2.0m ahead of budget, due to:
 - Variance on year-end bank position of £948k from additional income and pay savings in 2024/25.
 - Additional £531k 16–19 income following new allocation announcement post-budget approval.
 - Supplier payment savings of £482k due to forecasting (full payments expected over the year).
 - Capex payment savings of £134k due to forecasting (full spend expected over the year).
- 13.2 The CFO noted some misalignment, which would be addressed through approval of the revised budget under the next item. She noted that an internal audit on cash flow forecasting was scheduled for January with the aim of seeking improvements in forecasting accuracy.
- 13.3 The Vice Chair queried whether an assessment of outstanding financial health posed an issue for the College. The CEP confirmed that while large cash reserves were not considered ideal for an education provider, the strategy was to fund future capital investment, such as the potential purchase of the CAT Centre, and this strategy needed to be clearly articulated to stakeholders.
- 13.4 The CFO confirmed that loans were fixed rate and would transfer to DfE at the appropriate point in the future.
- 13.5 In relation to catering income which was adverse to budget, the CFO explained that catering costs had increased alongside student numbers, but that this represented an improved position compared to the previous year.
- 13.6 **It was resolved** to approve the management accounts for October 2025.

P Noon joined the meeting and took the chair.

14 **Revised budget 2025/26**

- 14.1 The CFO presented an updated budget for approval, incorporating the financial changes since the budget was originally approved by Corporation in June. The changes had resulted in a higher EBITDA and operating position, being £4m and £0.95m respectively. The targets in the financial strategy were largely unaffected when compared to the original budget, and all KPIs were still in a positive position. There was no impact on the loan covenants or financial health measures, the latter remained at Good.
- 14.2 The main changes arising within the revised budget related to additional 16-19 funding, and higher costs resulting from increased student numbers. CTEC income was also now included on a value-in/value-out basis. Fixed assets and capital expenditure were included and the hall refurbishment had been brought forward, largely to be funded by condition grant funding. Some capital projects had been reduced to remain within budget and the work to replace lighting in the car park would now be grant funded.

- 14.3 The CFO noted that the revised budget presented a cautious position at this early stage of the year. A presentation attached to the report highlighted key changes in the revised budget in the management accounts format.
- 14.4 P Hartridge queried whether materials budgets had increased in proportion to student number growth. The CFO confirmed that all curriculum requests for non-pay budgets had been honoured to support delivery. The overall non-pay budget was approximately £1.5m across the College but varied by area.
- 14.5 In relation to staff numbers, the CFO clarified that the figure of 684 represented FTE and the figure of 840 was headcount. K Jones confirmed that staff numbers had grown by only 25–30 this year.
- 14.6 **It was resolved** to approve the revised budget and capital expenditure budget.
- 15 **DfE financial health assessment letter and dashboard**
- 15.1 The CFO presented the letter from DfE which confirmed that based on their review of the College Financial Forecasting Return (CFFR) their assessment of the College's financial health was Good for 2024/25 and Good for 2025/26, in line with the College's own assessment.
- 15.2 The letter reminded members of the availability of financial information on the DfE dashboard 'View Your Education Data'. A copy of the data available for governors on the dashboard was included with the report and showed actual data for 2021/22 to 2023/24 and forecast data for 2025/26 and 2026/27 (CFFRFP). The College would return the finance record for 2024/25 in December and the dashboard would then be updated in the new year.
- 15.3 Members noted that whilst the information was based on the College's forecast year end for 2025, the report which showed actual performance earlier on the agenda showed a more positive position. This was very much a trend that slide four of the report showed in terms of forecasting. A prudent approach had been taken in the year end forecast, including in the CFFR and the chart showed that the forecast was consistently outperformed. In the CFFR submitted in July, a financial health score of 210 was forecast but had achieved 230.
- 15.4 The Chair expressed the Corporation's thanks to the team for achieving this performance.
- 15.5 **It was resolved** to note the DfE's assessment of financial health and the associated financial information.
- 16 **Commercially sensitive – Higher Education and Skills Centre update**
This matter is the subject of a separate and confidential minute.

Strategic Matters

- 17 **Presentation on sector developments**
- 17.1 The Chief Executive and Principal provided a presentation outlining key sector developments.

- 17.2 *Curriculum and Assessment Review*
- Introduction of a third pathway at Level 3 – V Levels to sit alongside A Levels and T Levels.
 - Expansion of T Levels.
 - Introduction of two pathways at Level 2.
 - Occupational – two-year pathway including any licence to practise.
 - Pathway to Level 3 – one-year programme.
 - Introduction of stepped English and maths Level 1 qualification aimed at learners achieving GCSE grades 1 or 2.
 - Proposed 16–19 qualification landscape from Entry Level through to Higher Education.
- 17.3 The CEP expressed concern regarding the timescales for implementation.
- 17.4 *Post-16 Education and Skills White Paper*
- Guaranteed subsidised job for young people on Universal Credit for 18 months.
 - Flexible routes to achieve higher-level qualifications.
 - Automatic guaranteed College place in reserve for all 16-year-olds.
 - Greater specialisms in colleges, with TECs leading the change.
 - Aspiration for two-thirds of young people to participate in higher-level learning by age 25.
 - Expansion of ‘Into Employment’ programmes (SWAPs) and Construction Skills Bootcamps for adults.
 - Apprenticeship units introduced from April 2026, initially in AI, Digital and Engineering.
 - Attendance tracking best practice from schools to be adopted in FE.
 - Investment in Supported Internships.
- 17.5 Challenges of these developments were noted as:
- Implementation uncertainty until V Levels were developed (particularly for Applied Science and Health and Social Care).
 - Further uncertainty until 2030 regarding technical qualifications funding.
 - Retention impact due to more two-year programmes.
 - Increased placement requirements at Levels 2 and 3.
- 17.6 Opportunities were noted as:
- Support for more learners to achieve English and maths.
 - Greater clarity and consistency of qualifications.
 - Potential parity of pathways.
 - Opportunity to make a significant impact for NEETs.
- 17.7 Government consultation on post-16 Level 3 and below pathways remained open until 12 January 2026 with all stakeholders invited to respond.
- 17.8 Members discussed a number of issues arising from the developments:
- The provision of support for NEETs aged 17 and older. The CEP confirmed that LAs had a statutory duty to track 16–17-year-olds, but 18-year-olds often fell

through the gap. The College was running an event extended to 24-year-olds and had asked the LA to categorise NEETs to better understand individual challenges.

- Members acknowledged the significant workload involved in keeping abreast of developments and tracking plans for implementation. The CEP confirmed that members of the executive team sat on a number of national policy groups and shared practice with CWM colleagues. Development was also supported by business planning with Curriculum Managers who were the specialists in their area.
- The Chair noted that the Growth and Skills Levy requirements had tightened, but further clarity was awaited.
- The importance of employer involvement in curriculum development. The CEP confirmed that the College was assessed against its positive destinations into employment, but noted there had been a significant reduction in apprenticeship vacancies from 700 last year to 200 this year.
- Members discussed T Level outcomes, and the CEP confirmed that a high number of learners progressed to employment except in health and education, where learners predominantly progressed to university.

17.9 The Chair emphasised the importance of keeping the Corporation updated on changes.

17.10 **It was resolved** to note the sector developments update.

Standards matters

18 **Standards Committee – Minutes of Meeting held on 2 December 2025**

18.1 P Noon, as Chair of Standards Committee, presented the Standards Committee minutes of the meeting held on 2 December 2025, noting a number of items were recommended by the Standards Committee and therefore included on the current agenda. Other matters considered by the Committee had included:

- Standards Committee Annual Report 2024/25.
- Growth and Skills Strategy update.
- Data Dashboard update on enrolments and attendance.
- Operational Development Plan update.
- Risk register update.
- Quality, Teaching, Learning and Assessment update.
- Confidential Compliments and Complaints analysis.
- Ofsted Framework update.
- Confidential Safeguarding and Learner Conduct report.
- Higher Education update.
- Quality assurance report on partnerships and subcontracted provision.

18.2 **It was resolved** to note the Standards Committee minutes of the meeting held 2 December 2025.

19 **Annual Strategic Impact Assessment 2024/25**

19.1 The CEP advised that at the recent Standards Committee, colleagues presented the data tables for all six sections of the Annual Strategic Impact Assessment (ASIA). After reviewing each set of data, a proposed overall judgement score was agreed for each area. Key client group judgements had been agreed as:

- 16-18 full time learners– above expectations
- A-level learners – above expectations
- Adult learners – meeting expectations
- Apprentices – meeting expectations
- High needs learners – meeting expectations
- Financial Health - remained good

- 19.2 A draft version of all written sections of the ASIA were provided, which included data which remained unchanged from Standards Committee. Areas of strength and areas for improvement had been identified for each key client group.
- 19.3 Subject to approval the final changes would be made to the ASIA document ready for it to then be professionally produced in the normal format. It would then be shared with Ofsted and published on the website for stakeholders.
- 19.4 Members noted that mixed heritage learners performed less well than their peers across all but one key client group and therefore this was an area which would be further investigated.
- 19.5 Members had a detailed discussion on the report which represented the College's assessment of its own performance against its expectations, rather than any external viewpoint of performance.
- 19.6 It was noted that the performance in relation specifically to apprenticeships reflected a national context and though apprentices' satisfaction remained high, the College's aspiration was to further improve this area, although success rates of completing apprentices (excluding those who had not been retained for the duration of their programme) were very high.
- 19.7 The CEP confirmed that destination data was gathered by an external company who conducted a longitudinal study at three months and six months to reflect actual destinations.
- 19.8 **It was resolved** to approve the Annual Strategic Impact Assessment 2024/25.

S Johnson left the meeting.

20 **Equality, Diversity and Inclusion Annual Report**

- 20.1 The Director of Human Resources presented the annual Equality, Diversity and Inclusion (EDI) report, providing the Corporation with an update on key highlights from the report for 2024/25:
- Revision of the staff induction process to include mandatory EDI and unconscious bias training within the first six weeks of employment.
 - Achievement rates at 16–18 across all ethnicities had increased for the second consecutive academic year.
 - Achievement rates for Black A-Level learners had increased significantly and were 9.9% above the College average, addressing a previously identified area of lower performance.

- Achievement rates for A-Level learners in the lowest levels of deprivation had increased by 3.7%.
- Achievement rates for adult learners with a declared disability or learning difficulty had increased by 5.1%.
- Achievement rates for female apprentices had increased by 21.9%.
- Three additional staff members had been supported to undertake the Future Leaders Programme run by Colleges West Midlands.
- Unconscious bias training for recruitment had been delivered to all chairs of interview panels.
- The disability pay gap had reduced by 2%.
- The ethnicity pay gap remained positive for ethnic minority employees.
- The gender pay gap had reduced by 2%.

20.2 Any identified areas for improvement would be incorporated into the Operational Development Plan.

20.3 Members commended the depth of knowledge demonstrated in the report. It was noted that this was a public document published on the College website.

20.4 **It was resolved** to note the Equality, Diversity and Inclusion Annual Report for 2024/25.

21 **Confidential - Health and wellbeing scheme – costed proposal**

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

Policies and procedures

22 **Policies for approval**

- 22.1 The Director of Corporate Governance advised that a number of policies were presented for approval on recommendation from sub-committees:
- Fees Policy 2026–27 (Finance and Estates Committee): Updated to reflect recent and forthcoming government policy changes and ensure compliance with consumer protection law.
 - HE Access and Participation Statement (Standards Committee): Updated in line with OfS requirements.
 - Safeguarding Policy and Procedure (Standards Committee): Updated in line with *Keeping Children Safe in Education 2025* and streamlined for ease of access.
 - Discipline Procedure: Reviewed and updated following legal advice, as requested by Corporation.
- 22.2 **It was resolved** to approve the Fees Policy 2026-27, HE Access and Participation Statement, Safeguarding Policy/Procedure and the Discipline Procedure (staff).

Governance matters

23 **Committee terms of reference**

- 23.1 The Director of Corporate Governance advised that the Committee terms of reference for Standards Committee and Finance and Estates Committee had been reviewed and were recommended by the relevant Committees for approval. Any changes to the previous version were tracked for ease of reference.

23.2 **It was resolved** to approve the terms of reference for Standards Committee and Finance and Estates Committee.

24 **Governor strategic link plan for 2026**

24.1 The Director of Corporate Governance advised that following discussion at the previous meeting, members had now expressed their interest in the Strategic Link areas of focus for 2026 and the proposed links were presented. The plan would now be developed further, with dates for activities to be agreed with Members for the Spring and Summer Terms.

24.2 **It was resolved** to approve the strategic link activity programme for 2026.

25 **Any other business**

25.1 There were no matters of other part 1 business.

26 **Date of next meeting**

26.1 The next meeting would be held on 17th March 2026.

The part 2 meeting was the subject of separate confidential minutes.

Approved by Corporation members at the meeting held 17th March 2026.