

Minutes of Corporation

Wednesday 25th March 2026

At City Hub, Nottingham, NG1 7HB

Present:	Carole Thorogood	(CT)	) Chair
	Andrew Batty	(AB)	)
	Simon Bedford	(SB)	)
	Patricia Harman	(PH)	)
	Yvonne Kelly	(YK)	) External Governors
	Helen Ma	(HM)	)
	Liz Mossop	(LM)	) <i>from item 9.2</i>
	Andrew Simpson	(AS)	)
	Janet Smith	(JS)	CEO/Principal
	Kirsty Bailey	(KB)	Staff Governor
	David Wainwright	(DW)	Staff Governor
	Collicia McCarthy	(CM)	Student Governor
In attendance:	Andrew Comyn	(AC)	CFO/Deputy CEO
	Cheryl English	(CE)	Vice Principal Marketing and the Student Journey
	Ruth Perry	(RP)	Vice Principal Improvement and Innovation
	Rachel Wadsworth	(RWa)	Vice Principal Curriculum and Support
	Rich Williams	(RWi)	Vice Principal Funding, MIS and IT
	Rachel Robson	(RR)	Director of Governance
	Jo Welham	(JW)	Head of Governance and Corporate Services
	Mark Munroe	(MM)	Bishop Fleming (external auditors) <i>to the end of item 5.2</i>

1	WELCOME AND APOLOGIES The Chair welcomed all to the Board meeting. Apologies were received from Raphael Bedi, Craig Elder, Ben Smithwell, Andrew Unitt and Steve Wooler. The Chair advised the Board that Helen Smurthwaite has accepted the post of Director of Finance with another college and has therefore stepped down from the Board. Governors joined with the Chair to thank Helen for her time on the Board and to wish her well in her new role.
2	DECLARATIONS OF INTEREST Interests declared: • JS - CEO/Principal Nottingham College - Trustee and Board Member of Skills and Education Group (SEG), awarding organisation and charity - Ofsted Inspector - Member of EMCCA Principals' Group - Member of Construction Skills Mission Board - Vice Chair of the Nottingham Growth Board - Member of the Tertiary Colleges Group • LM - Vice Chancellor, Sheffield Hallam University • AB – Trustee of Students' Union University of Nottingham • RR - daughter works for Peridot - Governance consultant, Stone King No other declarations of interest were received in relation to matters on this agenda.
3	MINUTES 3.1 Minutes The Board reviewed the draft minutes from the meeting held on 10th December 2025, (distributed as CORP.250326.002) and resolved that the minutes be approved as a true record of the meeting. External governors also approved the confidential minutes from that meeting (distributed as CORP.250326.002c). 3.2 Written Resolutions Governors noted the decision taken by written resolution since the last meeting (distributed as CORP.250326.003) to approve the award of a contract to Westminster Building Company for works at the Ruddington campus.
4	ACTIONS AND MATTERS ARISING 4.1 Action Tracker Governors reviewed the open action tracker (distributed as CORP.250326.004). It was noted that the only open action is not yet due for completion. 4.2 Matters arising There were no matters arising.
5	FINANCIAL STATEMENTS 5.1 Audit Committee Feedback SB presented the Chair's report and draft minutes from the Audit Committee meeting held on 18th March (distributed as CORP.250326.005). The assumptions behind the going concern statement were reviewed by the Committee and considered appropriate. SB confirmed that the draft DfE funding audit report was received following the meeting, that report confirmed the funding error position to be as anticipated.

	5.2 External Audit Report MM took governors through the Key Issues for Discussion Document (KIDD) (distributed as CORP.250326.006). He confirmed that all work was now complete and that he will be in a position to sign off following Board approval of the Financial Statements and Accounts. Both the College and Nottingham College Services accounts have been prepared on a going concern basis. The accounts for EMTEC Colleges Limited have been prepared on a basis other than that of going concern, the intention being to wind up the company. MM confirmed that the KIDD includes a summary of the work undertaken, in terms of the key areas of risk highlighted in the audit plan he confirmed that there is nothing to flag to the Board. In terms of the delayed sign off due to the DfE funding audit, MM confirmed that he has had sight of the draft report and spoken to Validera. He confirmed that he is comfortable with the outcome and with how this is reflected in the accounts. Governors noted that this had not been straightforward first year working with Bishop Fleming due to the funding audit and thanked MM and AC and their teams. As recommended by the Audit Committee the Board resolved to approve the KIDD, the management representation letters and the letter of support for Nottingham College Services Limited 5.3 Audit Committee Annual Report to Board The Board received the Audit Committee Annual Report (distributed as CORP.250326.007). The Board noted that the Audit Committee is satisfied that the College has adequate and effective assurance arrangements in place, an adequate and effective framework of governance and risk management and adequate and effective risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets. Governors noted that the report will be submitted to the DfE with the Annual Statements and Accounts. 5.4 Financial Statements and Accounts year ended 31st July 2025 AC took governors through the consolidated Financial Statements and Accounts for the year ended 31st July 2025 (distributed as CORP.250326.008). He confirmed that the recommendation to approve from the Audit Committee had been subject to the 3 conditions as set out in the covering report, all of which have been concluded. The College's subsidiary company accounts for EMTEC Colleges Limited and Nottingham College Services Limited are consolidated into the Nottingham College Group accounts. Both sets of subsidiary accounts have been approved by their directors. A governor noted the small funding clawback as a result of the funding audit; he noted this to be incredibly positive and that the Board could take comfort from the outcome of the audit. As recommended by the Audit Committee, the Board resolved to approve the Financial Statements and Accounts for the year ended 31st July 2025. 5.5. Finance Record 2024/25 As recommended by the Finance and Assets Committee the Board resolved to approve the DfE Finance Record 2024/25 and its submission to the DfE along with the Financial Statements and Accounts (distributed as CORP.250326.009). The College's financial health score remains requires improvement although this now sits only just below the 'good' banding.
6	CEO/PRINCIPAL REPORT JS presented her report to the Board (distributed as CORP.250326.010). She highlighted key areas of the report for further consideration and discussion: • opportunities and risks implied by the government's response to the post-16 curriculum consultation • the implications of the funding announcements for 2026/27 • preparations for the college's impending Ofsted inspection in the context of the first published inspection reports under the Renewed Education Inspection Framework

	JS highlighted the headlines from the government's response to the consultation on post-16 curriculum reform and the impact for the College. Governors considered potential opportunities and risks. Governors noted the increase in base funding rate for 16-19 and considered how this would impact the College. Governors considered the outcomes of the five FE college inspection reports published under the Ofsted renewed education inspection framework (REIF). The 'expected standard' grading is a genuinely high bar. Governors questioned how the public is likely to view inspection outcomes and how they will help parents. JS confirmed that the College is continuing to plan for the next inspection and that this will include governors. Governors noted the value of link visits and how these enable triangulation of reports and add to the breadth and depth of governors' knowledge and experience of the College.
7	STRATEGIC PLAN 7.1 Strategic Impact Assessment Governors reviewed the annual Strategic Impact Assessment 2026 (SIA) (distributed as CORP.250326.011). CE confirmed that the feedback from governors at the strategy day in January has been incorporated into the SIA. Governors were pleased with the very positive picture of progress made by the College over the last year The Board resolved to approve the Strategic Impact Assessment 2026. 7.2 Governor Dashboard The Board considered the governor dashboard (distributed as CORP.250326.0012). JS highlighted the overall strong retention; she noted that this bodes well for student outcomes. Governors were pleased to note the staff turnover and absence levels. JS noted that this aligns to the 4 year improvement in staff satisfaction scores in the staff survey. Governors resolved to approve the updated cash days target. 7.3 Strategic Risk Register AC directed governors to the changes made to the strategic risk register since the last meeting (distributed as CORP.250326.013). The addition of the new risk was explained. AC confirmed that the Audit Committee has reviewed the updates and recommends approval (item 12). Governors resolved to approve the strategic risk register.
8	EDI REPORT AC presented the EDI Annual Report 2024/25 (distributed as CORP.250326.014). He noted that Learning and Quality Committee had reviewed the student data in November and that Finance and Assets Committee reviewed the staff data in January. Both sets of data have been combined into the overall EDI Annual Report to provide an overview of the College's performance in supporting staff and students across a range of demographic and protected groups. Areas of strength and areas for development have been identified. AC directed governors to the final page of the report setting out the College's plans for the next 3 years including a cross-college EDI action plan, the development of an inclusion framework and publication of Public Sector Equality Duty Objectives. A governor suggested that as AC is leading on EDI the foreword at the start of the report should come from JS and AC. A governor queried the change to the ethnicity makeup of the management team as shown in the bar charts in the report. JS confirmed that this had been as a result of the decision to discontinue subcontracting, a note to explain the change to be added. Governors resolved to approve the EDI Annual Report 2024/25 subject to the changes agreed.
9	VICE PRINCIPAL REPORTS 9.1 Vice Principal Marketing and Student Journey Governors reviewed the report (distributed as CORP.250326.015). CE highlighted the new

	contract with Chinese automotive brand Omoda, a successful external stakeholder event and ongoing work to achieve work placement and apprenticeship targets in a difficult market that is being impacted by external factors. A governor queried the impact of the resignations referred to in the report. CE confirmed that the resignations provide an opportunity to refresh and strengthen the teams involved. 9.2 Vice Principal Improvement and Innovation RP presented her report to the Board (distributed as CORP.250326.016). Governors were incredibly pleased to note the outcomes of the November GCSE re-sits, maths exceeded national benchmarks by 17.3%. English results have improved but still sit below national benchmarks by 2%. Retention for inclusion groups has improved compared to 24/25 by 2-4%. A new curriculum strategy will come to the Board in the summer term. <i>LM joined the meeting.</i> 9.3 Vice Principal Curriculum and Support RWa took governors through her report (distributed as CORP.250326.017). She confirmed that student engagement with next steps and progression for 26/27 is high with 99% of students having reported their progression choices, 65% have applications to progress within the College. The College has successfully secured another year for two of the three grants for supporting disengaged 18-21 year olds. A governor queried the reference to increased safeguarding ‘incidents’ in the report when reporting on the increased compliance around reporting absences. RWa confirmed that this is the language used when measuring reporting but that she will reflect on the language used moving forward in reports to Board. A governor queried the heightened monitoring by EMCCA referred to in the report. RWa confirmed that in this first year of devolved Adult Skills Funding (ASF) EMCCA are asking for monthly returns to ensure enrolment targets are being achieved. 9.4 Vice Principal Funding, MIS and IT RWi presented his report to the Board (distributed as CORP.250326.018). He reported that £2.8m is needed annually to keep IT up to date which is not reflected by government funding levels. A governor asked why Ofsted preparation was a lowlight in the report. RWi responded that all systems and reporting are being updated to reflect the new inspection framework which is diverting resource from other projects.
10	LEARNING AND QUALITY COMMITTEE FEEDBACK PH presented her Chair’s report from the Learning and Quality Committee meeting held on 16th March (distributed as CORP.250326.019). She directed the Board’s attention to areas of assurance from the meeting. Work on inclusion continues to progress well, with an inclusion-based CPD day for all staff to be held this Friday. Student survey data shows 96% feel safe in college which is positive and contributes to attendance and retention. Recent English and maths GCSE results show significant improvement. A governor asked about the recent reduction in the food bursary amount received by students. CE explained that bursary applications have surpassed student growth this year, so this decision had to be made on affordability grounds. She explained that the travel allowance for next academic year has been capped in order to increase what students can receive for food. A governor asked about the work to develop the updated Inclusion strategy and how this will be reported to the Board so inclusion efforts across the college can be understood by governors. RP responded that the whole Inclusion Framework with its relevant strategies will be presented to all governors when these are ready.

	The Board resolved to approve the updated Bursary Policy and FE and Apprenticeships Admissions Policy as recommended by the Committee. Action – Meeting to be arranged between LM, JS, RP and RWa ahead of the next Learning and Quality meeting so LM can share recent Ofsted inspection feedback – RR/JWe
11	FINANCE AND ASSETS COMMITTEE FEEDBACK 11.1 Finance and Assets Committee Chair's Report AS presented the Chair's report from the meetings of the Finance and Assets Committee held on 26th January and 9th March (distributed as CORP.250326.022). At its March meeting, the Committee reviewed the updated annual accounts and recommended these to the Audit Committee and Board (approved under Item 5). In addition, EBITDA is on track to be met at year end, cash forecasting accuracy has been improved giving governors greater assurance around the number of cash days in hand and there was an increase in engagement and scoring of targeted question areas in the annual staff satisfaction survey held in December 2025. Governors were alerted to an ongoing risk with FCFJ numbers, which currently exceed the funding allocation. Discussion is ongoing with EMCCA to vire funds between FCFJ and the main ASF allocation. Governors resolved to approve the General and Dry Recycling Contract (distributed as CORP.250326.023), and the Disability and Ethnicity Pay Gap Reports (distributed as CORP.2506326.024) as recommended by the Committee. 11.2 WiFi replacement procurement AC presented this further contract (distributed as CORP.250326.025), linked to the WiFi replacement contract approved by the Board at its December meeting. Following the initial coverage survey, more WiFi access points are required. Governors resolved to approve the awarding of this new contract to Softcat as set out in the paper. 11.3 Management Accounts P6 Governors reviewed the P6 management accounts (distributed as CORP.250326.026). At this half year point governors noted that EBITDA is slightly behind budget but is projected to be achieved by year end. Cash is currently slightly ahead of budget. Governors accepted the P6 management accounts.
12	AUDIT COMMITTEE FEEDBACK SB, Chair of the Audit Committee, delivered the feedback report from the meeting on 23rd February (distributed as CORP.250326.027). Governors were assured that the two most recent internal audit reports, HE framework and Procurement and Contract Management, gave reasonable assurance with only a small number of medium and low priority recommendations. As recommended by the Committee the Board resolved to approve: • Strategic Risk Register (already taken under Item 7.3) • National Cyber Security Centre's Cyber Governance Code of Practice (distributed as CORP.250326.028) • Updated data protection policy (CORP.250326.029) • Updated risk management policy (CORPP.250326.030) • Updated information security policy (CORP.250326.031) • Reappointment of the external (CORP.250326.032) and internal (CORP.250326.033) auditors
13	GOVERNANCE AND SEARCH COMMITTEE FEEDBACK Governors received the report from the Governance and Search Committee meeting that took place on 9th February (distributed as CORP.250326.034). The Committee reviewed the outturn

	from the recent EDI questionnaire data and skills audit. These reports had informed the Committee's decisions on skills gaps and governor recruitment ahead of 26/27. The Board was asked to consider the approval of updated Instruments and Articles as recommended by the Committee. A governor asked about the appointment process for the Chair and Vice Chair in the Instruments and Articles (Section 5.1) and queried whether this related to going out to a recruiter or the college running its own recruitment process. RR responded that using an experienced external agency on this occasion gives greater comfort considering that the intention is to recruit straight into the Chair. A governor queried whether the sense of Section 7.4 was easy to understand. RR responded that she would review this wording. A governor asked whether there was any merit in bringing the external governance review currently scheduled for Spring 2027 forward, so it was complete before any Ofsted inspection. RR responded that the timing was based on giving the new Chair time to settle into the role. JS responded that the college has a current external review that will be submissible should inspection come sooner than 2027 and also commented that she had no further advice to give from the perspective of her work as an Ofsted inspector on the timing of the external review. Governors were satisfied with the Committee's approach on proposed timing. Governors resolved to approve the updated Instrument and Articles subject to review of comments received in the meeting (CORP.250326.038), the updated Code of Conduct for governors (CORP.250326.036) and the appointment of Rockborn to undertake the external governance reviewer in 26/27 (CORP.250326.037).
14	CHAIR OF CORPORATION Governors reviewed the progress report and arrangements for recruiting a new Chair of the Board (distributed as CORP.250326.038). RR confirmed that she had withdrawn from the Governance and Search Committee meeting for this part due to her declared interest. Governors noted that the recruitment process has now started, with interviews scheduled for 14th May. The Board resolved to approve the overall process for 14th May, as set out in the paper, including the panel members as LM, AU and PH. The Board will meet later on 14th May to consider the recommendation from the panel.
15	AOB None.
16	DATE OF NEXT MEETING The Chair confirmed the next Corporation meetings will be held on: - Monday 11th May 2026 (following the Governor Open Day) - Thursday 14th May 2026 (online meeting re Chair recruitment) - Wednesday 1st July 2026