

## CITY OF WOLVERHAMPTON COLLEGE

### Minutes of a Meeting of the Board of Governors held on Thursday 11 December 2025 at 5pm at Wellington Road

#### PRESENT

Mr Mike Hastings - Chair	Ms Louise Fall – Principal and Chief Executive
Mr John Bradford	Ms Jemma Hodgson
Mrs Jane Carter	Mr Phil Loach (until 6.25pm)
Ms Abi Chesterton	Ms Sonia Sahnun
Mr Simon Evans	Mr Darren Shaw – from 5.25pm)
Ms Wendy Harris	Ms Doina Surchicin
Ms Susan Lawrence	

#### IN ATTENDANCE

Ms Rachael Aston	Assistant Principal – Quality & Engagement
Mrs Alison Buick	Head of Governance
Mr Paul Davies	Assistant Principal – Finance & IT
Mr Mike Dixon	Assistant Principal – Curriculum & Innovation
Mr Richard Hewitt	Assistant Principal – Business & Growth
Mr Peter Merry	Deputy Principal and Chief Executive
Mr Mark Munro – on Teams (part)	Audit Partner, Bishop Fleming

#### CHAIR'S OPENING REMARKS

The Chair welcomed all to the meeting and thanked Governors for attending. It was explained that the agenda would be adjusted to cover Items 1 and 2, then move to Item 7, Financial Statements.

#### **17/26 APOLOGIES AND DECLARATIONS OF INTEREST (ITEM 1)**

Apologies were received and accepted from Mark Taylor, Dionne Barrett and Ronnie Robinson.

#### **18/26 APPOINTMENT AND RE-APPOINTMENT OF GOVERNORS (ITEM 2)**

The Head of Governance referred to her written paper, the first part of which covered the recommendation of the Search and Governance Committee that the total number of Governors be reduced from 18 to 16. This had previously been discussed at Board but not formally proposed. The rationale for this was considered.

**Resolved:** that the Board approved the change in number of Governors from 18 to 16.

The Search and Governance Committee had reviewed applications for current positions and wished to recommend the appointment of Jemma Hodgson, Susan Lawrence, Philip Loach, Ronnie Robinson and Sonia Sahnun for four-year terms of office ending on 10 December 2029.

**Resolved:** that the Board approved the appointment of Jemma Hodgson, Susan Lawrence, Philip Loach, Ronnie Robinson and Sonia Sahnun for four-year terms of office ending on 10 December 2029.

## 19/26 FINANCIAL STATEMENTS (ITEM 7)

(Mark Munro joined the meeting at 5.10pm)

Governors were introduced Mark Munro, Partner at Bishop Fleming, who would present the Key Issues for Discussion Document. All documents provided had been discussed in detail at the Audit Committee in November. The Financial Statements had also been reviewed by the Finance & Resources Committee in November.

### Key Issues for Discussion Document

Mark Munro noted that he had presented the details to the Audit Committee in the previous week, so would outline the key highlights for this meeting, which were as follows:

- The audit was now substantially complete, subject to minor points. However, due to the ongoing funding review with WMCA, the accounts could not be approved at this meeting. This was a timing issue, the details of which had been shared at the Audit Committee.
- This was not an unusual situation, as many colleges had funding reviews that were in progress during their external audits. An application would be made to DfE for an extension to the submission deadline until the end of February 2026. In respect of the funding review, some background to this was provided. The scope of the work had been extended and the college had commissioned Blueprint to undertake additional sample testing. The ongoing review presented some material uncertainty as there was potential for an accounting adjustment. This could not be confirmed or quantified at this time, hence the decision to request the extension. Having the extension effectively deferred the completion of the external audit.
- It was expected that an unmodified true and fair opinion and an unmodified regularity opinion would be issued.
- Letters of Representation had been issued, to ask the Board to confirm certain statements to Bishop Fleming. There were no non-standard representations in the college letter.
- Specific attention was drawn to:
  - Section 3 – the audit had gone smoothly, thanks to the work of the Finance team.
  - Section 4 - Audit Risks. This outlined the audit work completed for the risks identified at the audit planning stage. These risks were the standard ones relating to management override of controls and income recognition. Bishop Fleming had no concerns to flag to the Board in respect of their review of the risks. No material mis-statements had been identified.
  - Section 5 – there were no significant matters discussed to be flagged to the Board.
  - Section 6 – there was one adjustment noted. This was a presentational issue in relation to interest income on pension plan assets. There were no unadjusted differences
  - Section 9 – Management Letter Points. There was one management letter point regarding authorisation and evidence of learner ID checks. This was rated as a low priority action.

It was confirmed that once the outcome of the funding review was known, the accounts would be finalised by the college and then reviewed again by Bishop

Fleming. An additional Board meeting would be required for approval. This was likely to be in February or March 2026.

(Mark Munro left at 5.20pm)

#### College Accounts and City of Wolverhampton College Enterprises Ltd Accounts

The Assistant Principal Finance IT and Commercial commented on the detail of the accounts and Governors were asked to note the following:

- The Enterprises accounts showed a profit of £30.5k, which was to be gift aided back to the college. Income largely related to catering and expenditure to staff costs for catering, security and cleaning.
- A short presentation, which showed Key Performance Indicators, EBITDA, Financial Health Score, cash management and capital investment for the college.
  - KPIs included the Financial Health score (derived from profitability – EBITDA, Working capital – current ratio and gearing – borrowing as a percentage of income) and the FE Commissioners benchmarking (derived from profitability – EBITDA, pay/income ratio and cash days in hand)
  - EBITDA was £3,908k, which equated to 9.65%. This gave 90 health score points
  - Adjusted current ratio was 2.35. This gave 100 health score points
  - Borrowing to income was 30.16%, which gave 60 health score points.
  - The total of 250 health score points meant that the overall rating was ‘outstanding’.
  - For the FE Commissioner’s benchmarks, the EBITDA was 9.65% compared to the target of 6%, the actual cash days exceeded the target of at least 40 days per month but the pay to income ratio was 73.29%, which was higher than the target of 65%
  - Some modelling had been done to show the impact if the current funding review resulted in any adjustments. The worst case scenario would reduce the health score to ‘requires improvement’.
  - The college had generated £2,603k of cash in the year and the increase at year end was £2,318k.
  - There had been £9,945k of capital investment in year, of which £836k was grant funded and £958k was college funded. The balance related to ATAC and rail facilities at Aston.

A Governor commented that it was extremely positive to now have an outstanding financial health score.

It was re-confirmed that the college accounts would not be approved at this meeting for reasons outlined by Bishop Fleming earlier. Governors would be advised when work was complete and when the approval would be required.

#### Internal Audit Annual Report

TIAA, the college internal auditors, had provided their Annual Report for discussion at the recent Audit Committee. The report gave details of the audit reviews carried out in year, the numbers of recommendations and the levels of assurance provided. The overall conclusion was that the college had reasonable and effective risk management, control and governance processes in place, and this was a clean audit opinion. The committee recommended the report for Board approval.

**Resolved:** that the Board approved the Internal Audit Annual Report.

Regularity Audit Self-Assessment

The document was provided for Governors to review as it was required to be signed by the Chair and Principal on behalf of the Board. The auditors would place reliance on the document so it would be subject to their final review once the accounts were ready for approval. It would be brought back to the Board with the accounts in due course

Audit Committee Annual Report

The Audit Committee Annual Report had been considered at the recent committee meeting and was recommended for Board approval. It gave a summary of the membership and activities of the committee in 2024/25, including the reports received from the auditors. Governors were asked to note the report conclusion, which stated that the committee's opinion was that the audit arrangements and framework for governance, risk management and internal control were adequate and effective. The report needed to be submitted to the DfE with the audited accounts.

**Resolved:** that the Board approved the Audit Committee Annual Report for submission to the DfE alongside the accounts.

Remuneration Committee

The Remuneration Committee Annual Report had been considered at the recent committee meeting and was recommended for Board approval. It gave a summary of the membership and activities of the committee, which had met once in 2024/25. The appendices included the committee's terms of reference, the Senior Postholder Remuneration Policy and the committee's self-assessment questionnaire.

**Resolved:** that the Board received the Remuneration Committee Annual Report.

Letters of Representation

There were two letters, one each for the college and Enterprises. The college letter would need to be finalised with the accounts. At present, no additional representations from the Board had been requested.

**20/26 MINUTES (ITEM 3)**

It was **resolved** that the minutes of the meeting held on 18 September 2025 be **approved**.

**21/26 MATTERS ARISING AND ACTIONS (ITEM 4)**

There was one agreed action from the previous meeting, relating to the review of the EDI policy. It was confirmed that this had been completed.

**22/26 CHAIR'S ACTIONS (ITEM 5)**

There were no Chair's Actions to report.

**23/26 CORRESPONDENCE (ITEM 6)**

Three items of correspondence had been shared for information:

1. DfE Letter relating to the publication of the Post 16 Education and Skills White Paper 21 October 2025

2. FE Commissioner Newsletter Autumn Term 2025
3. OfS Emerging Sector Risks Letter 5 November 2025

## **24/26 COLLEGE SELF-ASSESSMENT REPORT 2024/25 (ITEM 8)**

The Assistant Principal Quality and Engagement confirmed that the SAR process had been completed and that the overall grading was 'Good'. All areas had been assessed using the Ofsted Education Inspection Framework in place during the year. This had now been replaced with a new inspection toolkit.

All provision had been assessed as Good, except for High Needs which was Requires Improvement. Apprenticeships had moved up to Good this year. Governors were particularly pleased to note the improvements to apprenticeships, as this had been an area of continual focus since the previous Ofsted inspection. Staff were thanked for the work to achieve this.

Details of the SAR and QIP had been discussed in detail at the Curriculum and Quality Committee in November. The Committee Chair commented that the two meetings held to date had been very positive and had allowed for a more thorough review of information. It had been pleasing to see a number of areas, such as Level 3 Business Admin, which had shown improvement.

The Chair asked about the plan for improvement in High Needs. The Assistant Principal Quality and Engagement noted the QIP actions. There were seven in total, one of which specifically related to High Needs. The Chair of Curriculum and Quality Committee had visited the Futures provision earlier in the day and agreed that improvements were already being seen. She added that one area for Governors to be aware of was the levels of pay for specialist SEND staff in colleges, which was low compared to pay for similar roles in schools. This was a factor affecting recruitment.

There was a short discussion about Inclusion as a new Ofsted focus. At Wolverhampton there were over 200 learners with an EHCP, plus a significant number of other students with different vulnerabilities.

Appendix 1 to the written report gave the headline data. Overall achievement was 90%. Apprenticeships achievement was 60.9%, significantly improved from 51% in 2024 and above the national average of 60%. Governors were aware of the focus on apprenticeships in recent years. Further gains were expected in the current year, particularly through the reduction of out of funded learners.

**Resolved** – that the College SAR for 2024/25 was approved.

## **25/26 PROCUREMENT APPROVALS (ITEM 9)**

The Deputy Principal and Chief Executive gave an update on two current procurement projects, for a new HR and Payroll system and for capital works associated with the rationalisation of the Telford Campus.

### HR and Payroll System

Crescent Purchasing Consortium (CPC) had been used as part of the procurement process, and a range of colleagues from HR, IT and other departments had also been involved.

Board approval was sought to appoint MHR as the preferred supplier at the cost set out in the written paper. It was intended to start implementation so that the system had been fully tested and was ready to go live from 1 August 2026.

**Resolved:** that the Board approved the appointment of MHR to provide the new HR and payroll system.

#### Telford Campus Rationalisation

Governors were aware of the decision to rationalise the space needed at Telford. The decision to vacate one of the two previous units meant that the remaining one needed some re-configuration work.

To ensure the project was deliverable within the timescales, the Board of Governors was requested to delegate authority to the Chair to approve the appointment of the contractor achieving the highest overall score following evaluation of price and quality submissions against the agreed evaluation criteria. The limit of the requested approval was up to the forecast total project cost of £170,000 plus VAT.

**Resolved** – that the request for delegated authority in respect of approved rationalisation at Telford was approved.

#### **26/26 DATA PROTECTION AND FREEDOM OF INFORMATION ANNUAL REPORT 2024/25 (ITEM 10)**

The Deputy Principal and Chief Executive referred to the written report, which summarised the activities in relation to Data Protection and Freedom of Information during 2024/25. There were six recorded potential data breaches.

A new 0.5 FTE Data Protection Officer had been appointed, to take up post in January 2026.

A Governor commented that six breaches seemed low for the size of the college. The Deputy Principal and Chief Executive noted that staff were required to complete regular awareness training and that reporting of issues was encouraged.

A range of Freedom of Information requests had been received in year. Responses had largely been made within the required timescales, where it had been deemed appropriate to respond.

#### **27/26 STUDENT UNION PRESIDENT'S REPORT, INCLUDING SU ANNUAL REPORT 2024/25 (ITEM 11)**

The Student Union President and Student Governor had provided a written report and highlighted the following for Governors:

- There had been a number of fundraising activities earlier in the term, for MacMillan Cancer, Children in Need and Remembrance Day, collecting almost £700 in total. Christmas jumper day had also raised around £200 so far for Save the Children.
- There were 141 class reps this year, compared to 81 in 2024/25, which was an encouraging increase.
- Events during 2024/25 were noted. Some campaign work was continuing in collaboration with Dudley College SU. This was to support efforts to secure free bus travel for under 22 year olds.
- The SU budget for 2024/25 had out turned a small deficit that had been mostly covered by reserves. Income had been £13.7k with expenditure of £15k. £2.7k had been spent on supporting student enrichment activities.

A Governor commented that it was really pleasing to see such a lot of work by the SU and a good level of engagement by the students.

A Governor asked how staff were involved with the SU. The SU President responded that there was support from the Student Enrichment team and volunteers were requested if needed to help at events. Online systems were used to share information.

The SU President was thanked for her report and ongoing leadership of the SU team.

## **28/26 COLLEGE OVERVIEW (ITEM 12)**

The Principal's written report gave updates on a range of external factors and internal college events and activities. Of particular note were:

- Curriculum and strategic planning to take advantage of opportunities and funding where appropriate.
- Youth enrolments were strong, at 2685 compared to the college allocation of 2510.
- Attendance was 88% and retention was 96%.
- Work was continuing to understand the new Ofsted inspection toolkit. Managers were aware of another local college currently being inspected so it was hoped that learning from this would be shared.
- Local MP Pat McFadden, who was the Secretary of State for Work and Pensions, had recently visited for a tour of CLQ. This had been an opportunity to discuss NEETs in the area. The college would be involved in a group to look at this in more detail.

## **29/26 PARTNERSHIP UPDATE (ITEM 13)**

For reasons of confidentiality, the discussion of this item has been minuted separately.

## **30/26 CLQ AND PROPERTY UPDATE (ITEM 14)**

### CLQ Opening

The Deputy Principal and Chief Executive reported the opening of CLQ on 3 November 2025 as planned. Staff, particularly the Head of Facilities and Procurement, were thanked for the considerable amount of work that had been done to achieve this.

Student feedback on the new building so far was very positive. The recent open day had been well attended. Several business events had been held at CLQ since opening, so there was good engagement with the local business community.

There were some minor snagging issues being dealt with.

A permit scheme was now in operation for staff parking.

Space utilisation had improved compared to Paget Road.

The final fit out of the performance space was to be agreed.

Governors commented on the need to ensure strong enrolments at CLQ. The opening of ATAC in autumn 2024 had seen a very positive impact in increasing the number of enrolments, so it was hoped that this would also be the case with CLQ.

### Legal Updates

The Deputy Principal and Chief Executive reported that the Board had previously discussed and agreed in principle to the Deed of Covenant, Legal Charge to DfE and Clawback Agreement documents. Pursuant to the Development Agreement, the College was now required to complete the transfer of the freehold land comprising CLQ and to enter into a Deed of Covenant with DfE under which the College

covenant to observe and perform the provisions of the Clawback Agreement entered into between Wolverhampton City Council and DfE. In turn, the Clawback Agreement required a legal charge to be granted in favour of DfE over the freehold of CLQ to secure the clawback of the funding.

Governors noted that the Leasehold Legal Charge, which was approved at the May 2025 Board meeting, would be released by DfE simultaneously with completion of the land transfer, Deed of Covenant and Freehold Legal Charge.

Governors noted the requests and it was

**Resolved that:**

- The Board approved the terms of, and the transactions contemplated by, the Deed of Covenant and the Freehold Legal Charge such that the Deed of Covenant and Freehold Legal Charge be executed, delivered and performed.
- The Board authorised that the Chair and the Principal be permitted to execute the Freehold Legal Charge on its behalf.
- The Board authorised that the Chair and the Principal be permitted, on its behalf, to sign and/or dispatch all documents under or in connection with the Deed of Covenant and Freehold Legal Charge.

Paget Road

The move from Paget Road was now complete. Work was ongoing with the preferred developer to move forward with the disposal. Some of the planning considerations had changed, however, the sale could not be formalised until the developer had submitted planning permission. There was also a need to agree the movement of the emergency services telecommunications equipment currently on the roof.

A Governor asked if additional costs were being incurred to maintain security at Paget Road. It was confirmed that the costs were in the approved budget. There was some mitigation through the renting of a parcel of the land to St Peter's School for the duration of their building work. DfE had requested access to the car park alongside their rebuilding of St Peter's and in doing so were supporting with securing the site

Newhampton Arts Centre

The overage details were to be agreed prior to the sale being completed.

**31/26 BOARD ASSURANCE FRAMEWORK, RISK REGISTER AND RISK MANAGEMENT POLICY (ITEM 15)**

The Assistant Principal Finance IT and Commercial presented the annual report for 2024/25. During the year, the highest ranked risks had been reliance on partnerships and cyber security. Partnerships had been discussed earlier in the meeting. To mitigate the cyber risks there had been a focus on staff training and some awareness raising phishing campaigns.

During the Spring term, the Audit Committee and Executive Management Team (EMT) had received risk management training commissioned via RSM. A new approach and risk register format had been agreed. The revised register categorised risks into nine areas across the college. The strategic risk register was used to provide assurances to the Board and Audit Committee. Every area also had an operational risk register which was overseen by a member of SMT. There would be continued focus this year on refining and embedding the processes.

The Chair of Audit Committee acknowledged the significant amount of work done to reach this point. The reporting formats were entirely different. His committee had reviewed this in some detail at the meeting in November and were happy with the format and contents. The Chair agreed that the quality of reporting to the Board had improved.

A Governor asked how staff would raise and report any changes to the risk profile. The process via team meetings through to SMT and EMT was explained.

### **32/26 MANAGEMENT ACCOUNTS OCTOBER 2025 (ITEM 16)**

The Assistant Principal Finance IT and Commercial presented the management accounts to October 2025. The following were highlighted for Governors to note:

- There had been a drop in partnership activity for reasons outlined earlier in the meeting.
- Gas and electricity costs had been reviewed. These were forecast to reduce so some budget savings had been identified.
- Overhead savings of £309k had been identified to date.
- A 3 plus 9 re-forecast had been completed. This prudently assumed no additional rail activity but this would be reviewed once the funding review was complete. Other income lines were assumed to be in line with budget. There was some upside risk with polymer training income.
- The RO14 return showed that the 16-18 budget had been exceeded by 6.4%, which was slightly below the threshold of 7% for in year uplift.
- A reduction to the LGPS employer rate was expected from April 2026.
- There were some teaching staff vacancies in the curriculum plan.
- The approved budget included provision for a pay award.
- The budget assumed the sale of Paget Road by 31 July 2026. The impact of this on the financial health score would be positive.

Questions and comments were invited.

A Governor asked about the sale of Paget Road. It was explained that the timing was still uncertain and that it depended on planning permission. The potential sale amount was noted. This was to be finalised, dependent on planning permission.

**Resolved** – that the Management accounts to October 2025 were approved

### **33/26 GOVERNANCE MATTERS (ITEM 17)**

#### Committee Minutes

The minutes of the following recent meetings had been circulated:

- CTOG 15 September 2025
- Finance and Resources Committee 9 October 2025
- Curriculum and Quality Committee 23 October 2025
- Finance and Resources Committee 13 November 2025
- Search and Governance Committee 17 November 2025
- Curriculum and Quality Committee 20 November 2025.

It had been agreed that CTOG no longer needed to meet as CLQ had successfully opened. Governors involved were thanked for their contributions over many years.

**The Board of Governors received the committee reports.**

#### Link Governor Reports

Two Link Governor reports had been provided for information.

### Governance Self-Assessment Report and Quality Improvement Plan

Governors were aware of the requirement to complete a Governance self-assessment report and a Quality Improvement Plan. These had been considered in detail at the Search and Governance Committee in November.

This year, in a change to college processes, the Quality Improvement Plan had been provided in a format consistent with that for the other business support areas and had also been subject to a formal validation process with the Assistant Principal Quality and Engagement. This was attended by the Head of Governance, Principal and Vice Chair (Mark Taylor).

The final versions of the Self-Assessment Report and Quality Improvement Plan were provided for final Board review.

**Resolved** – that the Governance Self-Assessment Report and Quality Improvement Plan were approved.

### Freedom of Information Policy

The Freedom of Information Policy had been updated. There were no legislation changes, so amendments related to updates in relation to the college (eg change of address from Paget Road to CLQ).

**Resolved** – that the Board approved the Freedom of Information Policy.

### Senior Postholder Remuneration Policy

The Senior Postholder Remuneration Policy had been reviewed at the Search and Governance Committee in November. The Committee had recommended it for Board approval

**Resolved** – that the Senior Postholder Remuneration Policy was approved.

### **34/26 UCU TRADE UNION ACTION AND PAY AWARD (ITEM 18)**

For reasons of confidentiality this item has been minuted separately.

### **35/26 CONFIDENTIALITY (ITEM 19)**

**It was resolved that the following reports would remain confidential:**

- **Partnerships Update.**
- **UCU Trade Union Action and Pay Award**

### **36/26 DATE AND TIME OF NEXT MEETING (ITEM 20)**

Board of Governors – Thursday 12 March 2026, 5pm at Wellington Road.

The meeting ended at 7.15pm.