

CITY OF WOLVERHAMPTON COLLEGE

**Minutes of a Meeting of the Board of Governors held on
Thursday 10 July 2025 at 5pm on Teams**

PRESENT

Mr Mike Hastings - Chair	Ms Louise Fall – Principal and Chief Executive
Mr John Bradford	Ms Abigail Smith
Mrs Jane Carter	Ms Doina Surchicin
Mr Simon Evans	Mr Mark Taylor
Ms Wendy Harris	Mrs Amanda Tomlinson
Mr Darren Shaw (from 5.05pm)	

IN ATTENDANCE

Mrs Alison Buick	Head of Governance
Mr Paul Davies	Assistant Principal – Finance & IT
Mr Mike Dixon	Assistant Principal – Curriculum
Mr Richard Hewitt	Head of Apprenticeships
Mr Peter Merry	Deputy Principal and Chief Executive

The Chair welcomed all to the meeting and thanked Governors for attending. Governors were introduced to Richard Hewitt. Richard was currently Head of Apprenticeships but had been appointed as Assistant Principal Business and Growth with effect from 1 August 2025. Richard joined as an observer

84/25 APOLOGIES AND DECLARATIONS OF INTEREST (ITEM 1)

Apologies were received from Dionne Barrett. Sam Duru was not in attendance.

Mark Taylor made his usual declaration relating to a conflict of loyalty as an employee of Wolverhampton City Council. He was happy to leave the meeting for any discussions around property or CLQ matters if necessary.

85/25 MINUTES (ITEM 2)

It was **resolved** that the minutes of the meeting held on 12 June 2025 be **approved**.

86/25 MATTERS ARISING AND ACTIONS (ITEM 3)

There were no agreed actions from the previous meeting.

87/25 CHAIR'S ACTIONS (ITEM 4)

There were no Chair's Actions to report.

88/25 CORRESPONDENCE (ITEM 5)

Three items of correspondence had been provided and were noted for information:

1. FE Commissioner's Letter 11 June 2025 regarding Financial Benchmarks
2. DfE Letter 17 June regarding FE Governance Matters
3. FE Commissioner's Letter 25 June 2025 regarding the College Financial Handbook.

Property and CLQ Update

It was noted that the CTOG meeting on 7 July had been cancelled due to the number of apologies so there had been no slides circulated. In terms of any update, the following were noted:

(Darren Shaw arrived at 5.05pm)

CLQ

- A detailed plan was in place for the management of the move from Paget Road. Keys would be handed over at the start of September.
- The opening date in the first week of November was on track. There would be a two week lead up to this, with teaching at Paget Road due to end on 17 October.
- There were still some ongoing issues with the performance space, as the lighting rig, flooring and seating were still being reviewed.
- The disposal of Paget Road was at stage 3. Further meetings were due to be held with four prospective developers. Bids had been re-profiled to harmonise key aspects such as the level of affordable housing and groundwork costs. It was anticipated that the final proposal would be brought back to the Board in September for approval.
- The NAC disposal had yet to complete. There were still discussions with DfE about the removal of the charge.

Budget 2025/26

The Assistant Principal Finance & IT had prepared a presentation that was shared on screen. The work of the staff in completing the curriculum plan was acknowledged as this was the key starting point for the budget setting. It was noted that details of the principle income and expenditure lines had been covered in previous meetings. Other aspects to be brought to Governors attention were:

- There was additional funding of £897k to support the pay award.
- The total pay budget was £24.5m. This was an increase of around £2m on the current year, reflecting both an increase in headcount and overall cost increases due to National Insurance payments and a budgeted pay award. 20 new FTE teaching staff were being recruited.
- A contingency had been included to allow for the costs of dual running during the period of transition from Paget Road to CLQ. There were also uplifts to budgets for estates and marketing to support the additional costs associated with CLQ.
- Key Performance Indicators were noted and explained. These related to the Financial Health Score and FE Commissioner Benchmarking
 - The Health score was calculated by looking at profitability (EBITDA), working capital (current ratio) and Gearing (borrowing as a percentage of income). The college generally scored well for profitability and working capital, but the gearing was impacted by the current high levels of debt. This would reduce in the next 12 months with the anticipated sale of Paget Road.
 - FEC benchmarking looked at profitability (EBITDA), pay/income ratio and cash days in hand. On these measures, the college EBITDA was higher than the benchmark and the cash days were also above benchmark. Pay to income ratio was well above the benchmark of 65%. Over 60% of other colleges were in this position, indicating that this remained a challenging benchmark to meet.

The financial health score for the year was budgeted to be Good.

Questions and comments were invited.

A Governor commented that it had been a very clear presentation and enabled Governors to see an improving position. It was suggested that the Board or Audit Committee could do a deep dive to consider pay as a percentage of income and the links to a workforce strategy. The Principal and Chief Executive agreed to also consider this as part of a refresh of the Workforce Strategy. Action: Principal and Chief Executive.

The Assistant Principal Finance & IT commented on ways to improve the ratio. There was no appetite to do this by cutting costs, so increasing income was a priority. The lagged funding model in FE made financial planning more difficult, but there was usually some in year growth funding as well as the potential to continue to grow student numbers through improved facilities at ATAC and CLQ.

It was confirmed that the ratio did not include partnerships. Partnerships income was relatively high at Wolverhampton, compared to other colleges. The partnerships activity had been very beneficial and had supported the core business in a number of ways.

A Governor commented that it may be helpful to see partnership income levels at other colleges. The Assistant Principal Finance & IT responded that levels at this college were high compared to other colleges.

A Governor commented that there was a strong logic to the growth strategy but there was a need to be able to predict growth more accurately. It was confirmed that growth assumptions were tested as part of curriculum planning. More information on this process could be shared at a future meeting.

There was also a discussion about agency staff costs. These were expected to reduce with the new contract in place from 2025/26. The growth strategy was a possible topic for a future Governor Development session. Action: Head of Governance/Principal and Chief Executive.

Resolved – that the budget for 2025/26 was approved.

90/25 COLLEGE UPDATE (ITEM 7)

Principal's Update

The Principal noted the key areas that had been included in her section of the report:

- Spending Review – this had some positive information on funding for 16-18 students but nothing further for adults or apprentices. More information was expected later in the year on staff pay, VAT, SEND reforms, the Growth and Skills Levy and the Lifelong Learning Entitlement.
- Industrial Strategy – this included a ten year plan covering eight key areas. It would be reviewed to inform future curriculum planning.
- WMCA Growth Strategy – this had been delayed until after the Industrial Strategy had been published.
- Technical Education Centre for Construction – the college had submitted a bid, and the outcome was awaited. Strong competition was anticipated from other colleges in the West Midlands.

A Governor asked if there would be opportunities to bid for other areas if this one was unsuccessful. The Principal confirmed that the college preference was for construction but that there were other areas including digital and defence that were

expected to be released in future. There was also a possibility of health. A view would be taken on whether to apply for these at the time. The potential scale of the commitment if a bid was successful was noted.

The Chair noted the presence of several large companies within Wolverhampton that had links to the defence industry.

The outcome of the construction bid would be notified on receipt.

- Ofsted – changes were to be implemented from November 2025. There would be no inspections during September and October as training would be taking place.
- BCIMO – for reasons of confidentiality, discussion of this has been minuted separately.

Student Engagement

Safeguarding Update

The Deputy Principal and Chief Executive referred to the written report and commented on the following:

- That an annual report would be provided next term and that this report was an update to mid June.
- The numbers and types of referrals in the year to date were provided, with comparisons to the total for 2023/24 and also an indication of whether they were open or closed. There had been 440 referrals in the year to date compared to 418 in total last year. 398 of these had been closed. 237 had then been referred to an external agency. Since last year the 16-18 student numbers had grown by 10%. More referrals had been made relating to IT security. It was felt that this possibly reflected a tightening of the policy and a greater proliferation of AI. The college had an AI policy.

A Governor noted the LADO referral and asked about lessons learned. It was confirmed that this would be covered later in the presentation.

A Governor asked about Safer Recruitment training for senior staff and Governors. This would also be covered later in the presentation.

- Partner safeguarding data had also been included. 64 offender assessments had been completed.
- There had been two LADO referrals, which related to disclosures about staff. These were noted and explained. One was an agency staff member not a college employee.

A Governor asked if there were clear guidelines about the provision of references for staff. The Deputy Principal and Chief Executive confirmed that all were through the formal HR process. The college only provided factual references. Staff recruiting employees had Safer Recruitment training and all interview panels had a member of HR staff present.

- Mandatory training had been done, including by the Designated Safeguarding Lead (DSL), Deputy Designated Safeguarding Lead (DDSL) and the safeguarding team.
- An updated version of statutory guidance on Keeping Children Safe in Education had been released on 7 July, with the final version to be in place for 1 September 2025.

- The Safeguarding Link Governor had been into college to meet key staff and had reviewed the Single Central Record during the year.

A Governor noted several questions that she had submitted prior to the meeting and thanked the Deputy Principal and Chief Executive for covering them in his presentation. It had been very reassuring to see the range of safeguarding activities taking place. These needed to be fully reflected in the policy.

Safeguarding Policy

It was confirmed that a policy was in place and that the update for 2025/26 was presented for approval at this meeting. Approval was subject to any further updates after Keeping Children Safe in Education 2025 was published in its final format by 1 September 2025. The LADO details also needed to be updated when a new appointment was confirmed.

Abi Smith was thanked for the comments and example policy that she had provided. Further suggestions were made to reference DBS, Safer Recruitment and other relevant policies on the college website. An addendum to include Prevent was suggested.

It was agreed that the policy would be approved and that a further update would be brought to the next meeting.

Resolved – that the Safeguarding Policy was approved.

CEIAG Policy

The Principal noted that there were minimal changes to the policy but that it required approval. The Link Governor had provided some feedback that had been taken into account in the update. There was a balance to be had in ensuring that all key elements were reflected in the policy without making it too long.

Resolved – that the CEIAG Policy was approved.

Student Success

Curriculum Developments

The Assistant Principal – Curriculum confirmed that the table in the written report was provided for information and set out the courses that had been added and removed from the curriculum offer for 2025/26. There remained a broad breadth in the offer.

Courses removed were either due to them no longer being funded or because of an inconsistent level of enrolment in recent years.

Business Success

Management Accounts – May 2025

The Assistant Principal Finance & IT presented the report and highlighted key points including variances in relation to income and pay and non-pay budgets.

Governors noted the following:

- The management accounts to May 2025 show an Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) surplus of £3.8m (11.28%) compared to a budget surplus of £3.3m (9.27%). The forecast EBITDA at year end was over £3m. Performance against the FE Commissioner's key benchmark of pay to turnover ratio showed that the college was likely to be at 75% at year end.
- There was a shortfall in partnership income, but this was expected to recover by year end.

- The surplus on pay costs previously reported was continuing to reduce due to the impact of the pay award and the increases to National Insurance and National Living Wage that had taken effect in April. A grant of £527k had been received to offset the higher costs.
- There were year to date savings on the non-pay costs compared to budget.

The Board of Governors received the Management Accounts to May 2025.

Partnerships Update

There had been a number of activities since the last Board meeting. Governors noted the following;

- A meeting with partner DBS had taken place earlier in the day to discuss cost reimbursement.
- The Performance Management Review (PMR) with WMCA had taken place in the previous week.
- The Wave 6 Bootcamp provision. £372k had been delivered at the date of the RO11 return, with the full allocation expected to be met by year end. WMCA had indicated the likelihood of further funding in future.
- Discussions with WMCA continued about possible new provision for Logistics. A proposal would be brought back for approval if this progressed.
- The budgeted provision for 2025/26, including partnership costs, which were consistent with 2024/25.
- The Wolverhampton Wanderers Foundation enrichment programme, which had grown and was now considered as subcontracted sports provision. The contract value was £200k with a five year commitment and minimum learner numbers of 20.

A Governor commented on her experience of working with a similar contract at another college. It was recommended that the college ensured that the student code of conduct was upheld. This was agreed. College processes such as QEB meetings would pick up any such concerns if they arose. The Principal noted that this was not new provision so some issues previously had been dealt with. Joint disciplinary meetings would be held if needed.

A Governor asked if the enrichment programme would have a disability offer. The Deputy Principal and Chief Executive would confirm. Action: Deputy Principal and Chief Executive.

- The total partnership budget for 2025/26 was £9.9m.
- The Subcontracting and Partnership Policy had been reviewed and updated. There were minimal changes.

Approval for the contracts and policy was requested.

Resolved – that the Subcontractor and Partnerships Policy was approved.

Resolved – that the subcontractor contracts were approved.

Health and Safety Term 3 Update, including SHEF Management System

The Deputy Principal and Chief Executive noted the highlights of the report:

- The college had a very low rate of accidents and these were below the AOC average. For the year to date there had been 88 accidents, of which 75 were on college premises.
- There continued to be a focus on reporting near misses.
- The audit actions were recorded and 78.9% had now been fully addressed.
- Crisis management plans were regularly reviewed in light of experiences, including an incident in June with police involvement.

- There had been a recent internal audit on Estates Management. This had been considered in detail at the June Audit Committee as the overall assurance level was limited. A range of recommendations had been made and agreed. Audit Committee had discussed the reporting to Board on statutory checks.
- The SHEF management plan had been updated and approval for this was sought.

Questions and comments were invited.

A Governor commented on the need for the Board to better understand the risks in SHEF. They felt that the document was heavily weighted to Health and Safety at Work issues and there needed to be more coverage of statutory compliance, as these were areas where there was a higher risk of HSE intervention or reputational damage. It was suggested and agreed that there should be more regular Board oversight of this, including lessons learned as well as data analysis. Action: Deputy Principal and Chief Executive.

There was a short discussion about the internal audit process and reporting. A follow up audit would be done to look at progress against recommendations.

Resolved – that the SHEF management plan 2025-28 was approved, subject to some amendment to reflect more emphasis on compliance reporting and the role of estates management.

Property Strategy Update

The Strategy was work in progress and would be brought back to the next meeting. It had nine key areas:

1. Complete Disposals
2. Immediate Wellington Road Maintenance
3. Accommodate Growth
4. Optimise Space and Room Utilisation
5. Review Leasehold Premises.
6. Reduce Running Costs and Decarbonise
7. Respond to Local Skills Needs
8. Campus Equality
9. Digital Capability

91/25 COMMITTEE REPORTS (ITEM 8)

The minutes of the following recent meetings had been circulated:

- Campus Transformation Oversight Group 9 June 2025
- Search and Governance Committee 16 June 2025
- Apprenticeships Task and Finish Group 19 June 2025
- Audit Committee 25 June 2025

The recommendations of the Audit Committee to approve the Internal and External Audit Plans were outlined.

A Governor commented on the proposed internal audit of Strategic Control, which had potential to duplicate the external governance review of 2024. The Assistant Principal Finance & IT responded that this had been included so that TIAA could review the implementation of recommendations.

Resolved: that the Internal and External Audit Plans were approved.

The Board of Governors received the committee reports.

92/25 GOVERNANCE UPDATES (ITEM 9)

The Head of Governance outlined the papers discussed at the Search and Governance Committee in June. The proposals for change included reducing the number of Board meetings to four per year, removing the Apprenticeships Task and Finish Group and adding two new committees – Finance & Resources and Curriculum & Quality.

The rationale for the changes had been discussed with Governors previously and the committee recommended them for approval.

Resolved: that the proposals to change the governance structure from September 2025 were approved.

93/25 ANY OTHER BUSINESS (ITEM 10)

Lynn Parker

The Principal noted that Lynn Parker, Assistant Principal – Curriculum, was on leave before her end date of 15 July 2025. Lynn had worked at the College eleven years in various roles. Governors thanked Lynn for her work in college and her support of the Board, its committees and the Apprenticeships task and finish group.

BCIMO

Details of the preferred bidder would be provided on receipt of any further information.

94/25 CONFIDENTIALITY (ITEM 11)

It was resolved that the following reports would remain confidential:

- **Property and CLQ Update**
- **CTOG minutes**

95/25 DATE AND TIME OF NEXT MEETING (ITEM 12)

Board of Governors – Thursday 18 September 2025, 5pm at Wellington Road.

The meeting ended at 7.15pm.