

# CORPORATION MINUTES

Date & Time	15 December 2025	5:30pm
Date of next meeting	23 March 2025	5:30pm
Location	E228	Telford College, Wellington Campus
Governors attending	Angel Anish Abraham	<b>AAA</b> Student Governor
	Shaukat Ali*	<b>SA</b> Independent Governor
	Jim Arnold*	<b>JA</b> Chair of the People, Finance & Resources Committee
	Gail Bleasby	<b>GB</b> Chair of the Corporation
	Richard Cambray	<b>RC</b> Link Governor, Capital & Estates
	Gill Eatough	<b>GE</b> Chair of the Quality of Education & Safeguarding Committee
	Sue Gill	<b>SG</b> Independent Governor
	Natalie Headley*	<b>NH</b> Link Governor, EDI
	Ann Johnson*	<b>AJ</b> Link Governor, EDI
	Ruth Matthews	<b>RM</b> Link Governor, Sustainability
	Chris Pallett	<b>CP</b> Vice Chair of the Corporation
	Hollie Whittles	<b>HW</b> Link Governor, People & Culture
	Claire Wincott-Holder*	<b>CWH</b> Independent Governor
	Lawrence Wood	<b>LW</b> Principal & CEO
Clerk	Joanna Perch	<b>JP</b> Governance Professional
In attendance	Caroline Bastow	<b>CB</b> Vice Principal Support & Performance
	Louise Biffin	<b>LB</b> Chief People, Finance & Operations Officer
	Sarah Davies	<b>SD</b> Executive Director, Partnerships & Employer Engagement
	Rob Lees	<b>RL</b> Vice Principal, Curriculum
	Charlie Martin*	<b>CM</b> External Auditor, Bishop Fleming
Apologies	Chloe Parkins	<b>CPa</b> Student Governor
	Gavin Sermon	<b>GS</b> Independent Governor
	Martin Seymour	<b>MS</b> Staff Governor
	Teresa Tanner	<b>TT</b> Link Governor, Safeguarding

Attendance via Teams\*

No.	Item	Action
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**OPENING OF THE MEETING**

**1. Welcome and Introductions**

- 1.1. The Chair of the Corporation opened the meeting, noting apologies from CPa, MS, TT and GS. She noted that JA, NH, and CWH would be joining via Teams.

**BOARD DEVELOPMENTS AND UPDATES**

**2. Written Resolutions**

There had been no written resolutions since the previous Corporation meeting.

**STANDING ITEMS**

**3. Procedural Matters**

- 3.1. HW had declared a potential conflict of interest, before the meeting, relating to her current employment. She noted the company she worked for had been engaged by Telford College to support objectives to improve data quality and reporting. It was noted that HW had no direct involvement in these discussions or with what was being built.
- 3.2. The Governance Professional noted this declaration would be added to the Conflicts of Interest register and that there were no further changes to the register of interests declared before or during the meeting.
- 3.3. No items on the agenda were identified for confidential discussion that were not already in confidential session.

**4. Minutes of the previous meeting**

- 4.1. Governors acknowledged the Corporation’s approval of the minutes from the meeting held on 20 October 2025.

*Approved*

**COMMITTEE REPORTS**

**5. Audit Committee**

- 5.1. The audit committee minutes of the meeting held 3 December 2025 had been circulated prior to this meeting, for information.
- 5.2. The Vice Chair of the Corporation presented a summary of the Audit Committee meeting held on 3 December 2025.

Key points included:

- consideration of the going concern assessment.
- review of the Regularity Self-Assessment Questionnaire.
- external audit findings on the annual accounts.
- internal audit annual report confirming adequate and effective governance, risk management and control.
- confirmation of a highly positive outcome from the DfE funding audit, with a very low error rate and no clawback; and
- annual review of the Audit Committee Terms of Reference.

The Corporation received the update and noted that relevant approval items would be considered later in the agenda.

**5.3. Going Concern Report**

- 5.3.1. The Director of Finance explained the basis of the going concern assessment, confirming that the College could continue operating for at least twelve months from the approval of the annual accounts and financial statements.
- 5.3.2. The Corporation approved the Going Concern assessment, confirming the College’s ability to operate for at least twelve months from the date of approval.

*Approved.*

#### 5.4. **Regulatory Self-Assessment Questionnaire (RSAQ)**

5.4.1. The Director of Finance outlined the purpose of the Regularity Self-Assessment Questionnaire (RSAQ), noting that it covered both finance and governance matters and was completed annually in collaboration with the governance professional. He confirmed that the document, which included several new sections this year, had been completed to a high standard and was ready for submission to the DfE, subject to Corporation approval.

5.4.2. The Corporation approved the Regularity Self-Assessment Questionnaire for submission.

*Approved*

*As the agenda was running ahead of schedule, the order of items was adjusted while the Corporation awaited the external auditor from Bishop Fleming to join online.*

### 6. **People, Finance & Resources Committee (PFR)**

6.1. The PFR committee minutes of the meeting held 25 November 2025 had been circulated prior to this meeting, for information.

6.2. The Chair of the PFR committee presented a summary of the PFR Committee meeting held on 25 November 2025.

Key points reported:

- a continued strong financial position with forecast surpluses ahead of budget.
- confirmation of employer pension contribution rates for the next three years.
- scrutiny of payroll system implementation issues, with assurance that additional controls had now been implemented.
- progress updates on major capital projects, including Telford Sixth Form and Wellington Campus Library; and
- approval of updates to the Procurement Policy and the Committee's Terms of Reference.

#### **Governor Challenge, Queries and Observations**

6.2.1. The Chair of the QES committee asked for clarification around how the new finance system was running.

6.2.2. The Director of Finance reported, although there were initial implementation delays caused by external factors, the new finance system was now operating effectively. Two recent errors were identified but were corrected before payroll was processed.

#### 6.3. **Conflicts of Interest policy**

6.3.1. The Corporation approved the Conflicts of Interest policy as recommended by the PFR committee.

*Approved*

#### 6.4. **PFR Committee Terms of Reference**

6.4.1. The Corporation approved the PFR committee terms of reference, as recommended by the PFR committee.

*Approved*

### 7. **Quality of Education & Safeguarding Committee**

7.1. The QES committee minutes of the meeting held 6 November 2025 had been circulated prior to this meeting, for information.

7.2. The Chair of the QES committee presented a summary of the QES Committee meeting.

Key points reported:

- received safeguarding updates, including oversight of low-level concerns and assurance regarding mitigation.
- reviewed learner voice activity and student engagement.
- scrutinised learner outcomes data, including the accuracy of predicted versus achieved grades.
- reviewed progress against the Quality Improvement Plan; and
- approved updated Safeguarding Concerns About Staff (low level) policy for recommendation to Corporation.

7.2.1. Governors discussed the implications of the new Ofsted inspection framework and requested a briefing for the full Corporation at a future meeting.

*VPSP to facilitate overview of new Ofsted framework kit for governors' understanding.*

7.2.2. The EDI Link governor highlighted new EDI requirements within the framework and suggested that the College should incorporate these into its approach.

7.3. **Safeguarding Concerns About Staff (low level) policy**

7.3.1. The Corporation approved the Safeguarding Concerns About Staff (low level) policy, as recommended by the QES committee.

**Approved**

*CM joined the meeting via Teams at 18:00.  
The corporation resumed the original agenda order.*

5.5. **External Auditor's "Key Issues" document (KIDD)**

5.5.1. CM outlined the requirement under the new College Auditor Framework to present the Key Issues Document (KIDD) to the Corporation and provide an opportunity for governors to question the auditor directly.

5.5.2. He expressed appreciation for the support and collaboration of the Director of Finance and the finance team and confirmed that his process observations were minor and not significant.

*CM left the meeting via Teams at 18:04.*

5.6. **Draft Letter of Representation**

5.6.1. The Director of Finance outlined the purpose of the letter of representation, explaining its role in confirming the accuracy and completeness of the College's financial statements.

5.6.2. The Corporation approved the Draft Letter of Representation.

**Approved**

5.7. **Annual Report of the Audit Committee**

5.7.1. The Governance Professional explained that, in line with the College Accounts Direction 2024/25, the Annual Report of the Audit Committee is submitted to the Corporation to provide assurance on governance, risk management, and internal control arrangements. This report informs the Corporation's Statement of Corporate Governance and Internal Control and accompanies the audited annual report and financial statements, ensuring compliance with regulatory requirements and supporting transparency and accountability. Governance Professional clarified that this report must be presented to the Corporation before the annual accounts are signed, as required under section 3.11 of the College Financial Handbook.

5.7.2. The Corporation approved the Annual Report of the Audit Committee.

**Approved**

5.8. **Annual Accounts & Financial Statements**

5.8.1. The Director of Finance presented the annual accounts and financial statements, confirming that the College had maintained an outstanding financial position. He highlighted strong performance in the delivery of the adult skills fund, contributing positively to the surplus. He noted that LGPS had been capped at £0 in line with

sector and auditor recommendations and confirmed significant headroom with no breaches of banking covenants.

- 5.8.2. The Corporation approved the Annual Accounts for the year ended 31 July 2025, noting the College's strong financial health position.

*Approved*

#### 5.9. **Audit Committee terms of reference**

- 5.9.1. The Governance Professional explained the Audit Committee Terms of Reference were reviewed annually and confirmed that this year's revisions aligned with updated regulatory guidance, including the College Auditor Framework and the College Financial Handbook 2025, as well as existing guidance from HM Treasury's Audit and Risk Assurance Committee Handbook, the College Accounts Direction, and the OfS Accounts Direction.

- 5.9.2. She noted that amendments also addressed membership restrictions between the Audit and PFR Committees.

- 5.9.3. The Corporation approved the Audit Committee terms of reference.

*Approved*

## **GOVERNANCE**

### **8. Governors' Updates**

- 8.1. The People & Culture Link governor informed the Board that she had scheduled a link visit with the Vice Principal Support & Performance and the Executive Director of Partnerships in January.

- 8.2. Chair of the Capital Projects subcommittee updated the Board on his recent involvement in the College's ongoing capital projects in his role as Link Governor for Capital & Estates, outlining key challenges encountered and the solutions implemented.

- 8.3. EDI Link governor reported that she had attended an AoC SEND meeting, which provided valuable insights into recent changes in government policy. She also participated in the One Big Midlands conversation, learning about NHS-supported trials and suggested this could present an opportunity for the College.

### **9. College Standing Orders**

- 9.1. Governance Professional reported that the Standing Orders document had been comprehensively revised following the Corporation's request for it to become a standalone document rather than part of the Corporation Handbook. She explained that the document had been rewritten from scratch, which is why tracked changes were not available, although the Chair had requested these for review. The revisions included amendments, additions, and the introduction of version control records to reflect its new status as a standalone document. Governance Professional invited governors to submit any further questions, observations, or proposed amendments before she prepares a tracked changes version for consideration at the next meeting.

*The Governance Professional to bring revised standing orders to the March meeting.*

### **10. Vice Chair of the Corporation-end of term succession planning**

- 10.1. The Governance Professional advised that the Vice Chair's term would end in 2026 and presented a succession planning paper to determine whether recruitment should be internal or external.

#### **Governor Challenge, Queries and Observations**

- 10.2. CWH volunteered for the position.

- 10.3. The Chair of the Capital Projects subcommittee sought clarification on the recruitment process, which was provided.

- 10.4. The outgoing Vice Chair and Governance Professional agreed to liaise with CWH to ensure a structured handover.

- 10.5. The Corporation approved CWH as Vice Chair of the Corporation designate, in preparation for Vice Chair of the Corporation's departure in July 2026.

*Approved*

## 11. Committee Membership

- 11.1. The Governance Professional explained that the Audit Committee required additional members.
- 11.2. The Vice Chair was currently serving as Chair of the Audit Committee. One existing member had expressed interest in transferring to another committee, while another governor had agreed to join Audit.
- 11.3. It was agreed that external recruitment should be undertaken to appoint a suitably qualified individual to chair the committee.
- 11.4. The Governance Professional noted that the Audit Committee was required to maintain a minimum of three members to comply with statutory and regulatory requirements. When the Vice Chair stepped down, even with the new member, the committee would only have three members until external recruitment was completed. Therefore, the governor wishing to leave was asked, and agreed, to remain on the audit committee until membership was stabilised to ensure continued compliance and effective governance oversight.

**Approved**  
GOV to record external recruitment of suitably qualified individual to Chair Audit Committee as a matters arising.

### Governor Challenge, Queries and Observations

- 11.5. The Chair of the QES committee agreed to remain on the Audit Committee until membership was stabilised.
- 11.6. CWH volunteered to join the Audit Committee, and the Corporation approved her appointment.
- 11.7. It was noted that CWH's financial qualifications would be highly appropriate and beneficial to the committee.
- 11.8. The Link Governor for People and Culture noted that there had been discussion at the previous away day regarding the introduction of a Link Governor role for Careers and Employer Engagement.
- 11.9. She proposed herself for the role, and this was seconded by the Chair of the Quality of Education and Safeguarding Committee and the Chair of the Capital Projects Subcommittee.
- 11.10. The Corporation approved HW as Link Governor for Careers and Employer Engagement and asked the Governance Professional to arrange meetings with the relevant Executive Leadership Team members and follow up with People & Culture Link governor regarding the details of the role.
- 11.11.

**Approved**

**Approved**

GOV to book meetings for HW with VPSP & EDP

## 12. Risk & Compliance

- 12.1. The Governance Professional reported that she had completed training from the Director of Finance on the new risk management system.
- 12.2. Following instructions from the October Corporation meeting, she had reviewed all risks and amended wording where appropriate to reflect sector-wide risks rather than College-specific risks for those considered significantly lower than originally assessed.
- 12.3. The revised register had been presented to the Audit Committee, and Governance Professional explained the changes made. She confirmed that she had discussed the approach with the Chair of the Corporation and agreed to meet with the Chair, whose expertise lies in risk, to review the register further.
- 12.4. This review would ensure consistency of phrasing, appropriate scoring, and consideration of whether any risks could be closed.

### Governor Challenge, Queries and Observations

- 12.5. Governors agreed that the revisions were necessary and welcomed a revised risk register being presented to the next Audit Committee meeting following collaboration between the Governance Professional and the Chair.

GOV to book meeting with Chair of the Corporation to review governance RR.

## EXECUTIVE BUSINESS

### 13. College Principal / CEO report

13.1. The Principal / CEO presented the report, highlighting:

- recent national policy developments and alignment with the College's strategic priorities.
- positive staff and learner sentiment.
- strong performance in T Levels and employer engagement.
- developments in staff CPD and the use of AI.
- curriculum and faculty restructuring; and
- updated branding and corporate identity work.

#### **Governor Challenge, Queries and Observations**

13.2. Governors questioned progress on apprenticeships, AI adoption, capacity pressures, and received assurance regarding mitigations and future plans.

13.3. The Vice Chair highlighted that AI adoption required oversight not only for learners but also for business operations.

13.4. Governors noted the potential loss of copyright when uploading materials into AI platforms.

13.5. The Vice Principal Support & Performance confirmed that some protection was in place through the College's Co-pilot licence.

13.6. Governors recommended that a related risk be added to the strategic risk register.

*Add AI related risk to the risk register*

### 14. Full Balanced Scorecard

14.1. The Corporation reviewed the Balanced Scorecard and noted:

- positive indicators across attendance and financial performance.
- areas of concern highlighted in red, including apprenticeship starts and higher education recruitment; and
- ongoing refinement of reporting metrics.

#### **Governor Challenge, Queries and Observations**

14.2. Governors scrutinised the Balanced Scorecard in detail and sought assurance that performance indicators were appropriately aligned to the College's strategic priorities and provided meaningful early-warning intelligence.

14.3. Governors challenged the red-rated indicators, particularly:

- Apprenticeship starts,
- Apprentices out of funding, and
- Higher Education recruitment,

and requested clarification on whether these ratings reflected temporary timing issues or structural risks to delivery of strategic objectives.

14.4. Governors were assured that these measures were dynamic, and that ratings would be revised as issues were resolved rather than remaining static for the academic year.

14.5. Governors specifically queried:

- whether the apprenticeship metrics were being assessed against a phased, in-year trajectory, rather than a year-end target, and how confidence levels for improvement from red to amber (and potentially green) were being assessed.
- how employer engagement activity supported the apprenticeship recovery position and how this aligned with the College's strategic priority on skills, employability, and employer partnerships.
- whether the HE recruitment risk reflected market conditions or internal capacity, and how mitigation aligned with strategic ambitions for higher-level provision.

14.6. Governors welcomed the positive indicators, including:

- strong student attendance, which governors recognised as a critical enabler of learner outcomes and strategic performance.
  - evidence of continued organisational stability, while noting emerging pressures in staffing, recruitment, and HR caseloads.
- 14.7. Governors also challenged how effectively the Balanced Scorecard demonstrated strategic alignment, noting the importance of:
- clearly mapping performance measures to strategic priorities.
  - ensuring the scorecard evolved from a reporting tool into a strategic oversight instrument.
  - refining indicators over time to better distinguish between short-term operational variance and strategic risk.
- 14.8. The Corporation requested continued refinement of the Balanced Scorecard, including clearer narrative explanation of red and amber indicators and explicit linkage to strategic objectives, to support effective board oversight and decision-making.

## 15. Safeguarding

- 15.1. The Vice Principal Support & Performance reported on safeguarding activity. Staff-related safeguarding remained low risk, with no significant concerns reported.
- 15.2. Student safeguarding demand continued to increase, reflecting national trends. The report highlighted the importance of preventative work and early-help strategies to address emerging risks.
- 15.3. Monitoring systems and counselling services were operating effectively, providing timely support and evidencing positive impact. Partnership arrangements with external agencies remained strong and aligned with statutory requirements.
- 15.4. Governors were assured that safeguarding arrangements continued to be robust, responsive, and compliant with regulatory expectations.

### Governor Challenge, Queries and Observations

- 15.5. Governors noted rising complexity of learner needs, including mental health and social care involvement, and were assured that appropriate support and interventions were in place.

## CLOSING OF THE MEETING

## 16. Matters Arising

- 16.1. Items 4-12 were agreed complete and were closed. CLOSED
- 16.2. **Item 1 – External Facilitation of Governor 360 Exercise** OPEN  
 The Governance Professional had approached external organisations with a brief of the requirements and obtained a small number of suitable proposals with costings. The Chair advised that she and the Governance Professional would review these proposals and present a recommendation to the Corporation at its next meeting in March. *GOV and Chair to bring proposal back to March corporation.*
- 16.3. **Item 2 – Annual EDI Report** OPEN  
 The Annual Equality, Diversity and Inclusion Report had not yet been completed. The Corporation agreed to extend the deadline and requested that the report be presented at the March meeting. *CPFO to bring Annual EDI report to the March corporation meeting.*
- 16.4. **Item 3 – Scheme of Delegation** OPEN  
 The Corporation acknowledged that the new governance structure was still embedding and that further refinements were likely. It was agreed to keep the item open to allow for future updates as required.

## 17. Final Business

- 17.1. There were no questions or comments not previously addressed during the meeting.
- 17.2. There were no suggestions for potential improvements for meeting effectiveness.
- 17.3. There no issues identified to be added to the risk register.

*GE left the meeting at 07.19pm*

**18. Any Other Business**

- 18.1. There was no other business.

[Non-Confidential session ended at 07:20pm]

*MP, CB, RL, AAA, SD & LB left the meeting*

**15 December 2025 Corporation approvals:**

- 20.10.2025 corporation meeting minutes
- End of year financials
  - Going Concern
  - Regulatory Self-Assessment Questionnaire (RSAQ)
  - Draft Letter of Representation
  - Annual Report of the Audit Committee
  - Annual Accounts & Financial Statements
- Committee terms of reference
  - Audit Committee terms of reference
  - PFR Committee terms of reference
- Corporation & Committee membership
  - CWH as Vice Chair Designate
  - CWH as member of the Audit Committee
  - HW as Link Governor, Careers and Employer Engagement
  - External recruitment for Audit Chair
- Policies
  - Conflicts of Interest policy
  - Safeguarding Concerns About Staff (low level) policy