MINUTES
MEETING OF THE FE CORPORATION
Held on Friday 4th July 2025, at 9.30 am in the Skills Park

Governors: Chris Muller (Chair), Nick Vaughan-Barratt (Vice-Chair), Julie Kapsalis (CEO/Principal), Sean Ahearne, Mark Brunt, Martin Butterfield, Angela Green, Jackie King, Asa'ah Nkohkwo, Giuliana Pieri, Clive Palfreyman, Lynn Reddick, Jeremy Williams.

Staff Governors: Slavina Kalendzhieva (Teaching Staff), Amber Watson (Support Staff).

Student Governors: Oliver Martin (FE).

In Attendance: James Newman (Observer), Sarah Watson (COO), Andy Cowan (Deputy Principal Curriculum & Quality), Donna Patterson (Chief People Officer), Dan Thornton (Executive Director, Innovation Strategy & Growth), Susanne Wicks (Head of Governance).

1	**Welcome and Apologies for Absence**	
	The Chair welcomed everyone to the meeting, in particular James Newman who has expressed an interest in joining the Corporation. Apologies were received from Simon Enoch, Mikey Bertagna-Agozzino and Hannah Lealan.	
2	**Declarations of Interest**	
	The CEO/Principal declared that she is an unremunerated Director of Nescot Enterprises Ltd. (NEL).	
3	**Minutes of the Previous Meeting and Matters Arising**	
	a	Governors approved the minutes of the meeting held on 28th March 2025.
	b	There were no matters arising not otherwise covered on the agenda.
4	**CEO/Principal's Report, Strategic Plan and Budget 2025-26**	
	The CEO/Principal and ELT colleagues delivered a detailed presentation to the Corporation which is available on GovernorHub. Matters discussed are set out below. Safeguarding The Chair sought reassurance that the Safeguarding and Wellbeing Team is adequately resourced to cope with the increasing caseload. The Deputy Principal confirmed that it is, but provision of support is continually reviewed, particularly with a view to ensuring that, where appropriate, learners are support by learning mentors and wellbeing coaches. MBr asked if Governors should be concerned about the high number of incidents relating to the relatively small 14-16 cohort, and the Deputy Principal explained that students may experience a range of issues which are logged individually. MBr suggested that the data be presented appropriately to show that. Learner Risk Outcomes Dashboard The Deputy Principal gave a demonstration of the dashboard, showing how the data can be drilled down to very specific levels. At the request of the Chair, he explained that for	

	those students rated Amber, there is a strong likelihood they will pass but there are some barriers to be addressed and to move them into the Green then Blue categories. SurreyFE Teaching & Learning Conference – 1st July The Deputy Principal extended thanks to all of those involved in such a successful event, hosted by Nescot, earlier in the week. Attendance from all four colleges was very high, and the governor-specific sessions were well received. HR JW asked how Nescot's staff turnover compares to the sector benchmark and the Chief People Officer confirmed that the rate is currently lower than benchmark. As is typical in the sector, Nescot has an older workforce which will need to be addressed in the future. Currently, most staff who leave generally do so due to promotion and/or a higher salary. Strategy Innovation and Growth In response to the proposed new structure for the directorate, the Vice-Chair asked how many new posts are likely to be added. The Executive Director confirmed that recruitment of the Director of Partnerships is already underway and this role will be key to driving growth, employer engagement and sales. In addition, further capacity will be added to the MIS Team to address issues identified in recent audits which have been previously reported to Governors. MBr sought clarity on the role of the Gas Centre Project Manager and the Executive Director acknowledged that the job title may need to be changed to reflect the wide-ranging and integral work carried out by the postholder, including supporting bids relating to Construction. The Chair referred to the discussion at the recent Audit & Risk Committee about issues identified in this year's ILR audit and asked about accountability and oversight of funding compliance. The Executive Director explained that the new Director of Partnerships and the Director of MIS will both lead on this, reporting to him and the Audit & Risk Committee. FE Benchmarking The Chief Operating Officer pointed the Corporation's attention to the DfE's benchmarking tool and confirmed that Nescot's data compares well to that of similar single-site GFECs. Good New Stories The Corporation welcomed the termly update, noting the extent of activity that ahs taken place.
	Strategic Plan 2025-28 The CEO/Principal presented the final draft of the Strategic Plan and reminded Governors of their considerable ,strategic input into this document over the last two years. She referred to the decision made at the last meeting to publish a summary of the document on Nescot's website and set out plans to report to Governors on the progress of the KPI set out in the Plan. Governors approved the Strategic Plan 2025-28.

Budget 2025-26

Revenue

The Chief Operating Officer and Director of Finance & Procurement delivered a presentation setting out:

- Budget Objectives
- Income Overview
- Expenditure Overview
- Key Investments & Priorities
- Financial Challenges
- Risk Management
- Summary & Next Steps

The Director of Finance presented three versions of the 2025-26 budget, and confirmed that all three options were presented to the Finance & General Purposes Committee on 27th June 2025, and were subject to robust scrutiny and challenge.

The Director of Finance reported that the recent funding allocation confirmation was £0.5m more positive than estimated, which has impacted on the numbers in the options for consideration today. She noted that this level of funding was not anticipated and the general feeling is that it will not be repeated at this level, although there may be future opportunities to bid for substantive capital funding, for which Nescot is particularly well placed due to the amount of space available on campus. The Director of Finance explained that Option 2, which prior to the funding increase would have resulted in a planned deficit, will now result in a balanced budget even with the inclusion of:

- A 4% increase in pay from April 2026.
- Investment of £0.5m, which will largely cover phased new roles to support growth in adult skills, apprenticeships and high needs.

The Chief Operating Officer highlighted that, whichever option is approved, all strategies will be maintained to robustly manage the budget and make efficiencies where possible, through procurement, savings in estates, and the next phase of the Fit for the Future programme (FftF). In addition, the new Strategic Plan includes objectives for future growth to support financial sustainability.

The Director of Finance confirmed that the Finance & General Purposes Committee agreed to recommend Option 2 for approval by Corporation today, and described how the 4% pay increase would impact positively on recruitment and retention, particularly as it is anticipated that most other colleges will offer a 4% pay rise.

Capital

The Chief Operating Officer set out the recommendation for the Corporation to approve a capital budget of £2,717,625 for 2025-26 which incorporates 50 projects including a contingency of £100k.

Some of the projects will be funded from Nescot working capital/ investment income designated for the ACU and PA2/Multi-skills projects, and the remainder will be covered through grant funds using the FECTF, T Level Phase 6 and a portion of the recent DfE capital grant where eligible. The Chief Operating Officer reassured Governors that

<table>
<tr><td>6</td><td colspan="2">projects will be prioritised to meet the needs of students and confirmed that the capital budget and programme was also robustly reviewed by the Finance & General Purposes Committee on 27th June.

<u>Cashflow</u>

The Chief Operating Officer expressed confidence in the impact of option 2 of the draft budget on cashflow over the next few years and confirmed that it would be monitored very closely and any decisions around the expenditure of reserves and investment gains would be made very prudently.

The Chair of the Finance & General Purposes Committee summarised the extensive discussion at last week's meeting and confirmed that the Committee agreed to recommend Option 2.

The Corporation approved:
Option 2 of the 2025-26 draft budget for 2025-26 and Two-Year Forecast 2026-28.
A 4% pay award with effect from 1st April 2026.
The Capital Programme for 2025-26.</td></tr>
<tr><td>5</td><td colspan="2">Audit & Finance Matters

The Chief Operating Officer presented the reports and confirmed that the Financial Statements Audit Strategy 2025 and the Internal Audit Plan 2025-26 had both been scrutinised by the Audit & Risk Committee who recommended their approval.

The Corporation:
Approved the Financial Statements Audit Strategy 2025.
Approved the Internal Audit Plan 2025-26.
Noted the Strategic Risk Register.</td></tr>
<tr><td>6</td><td colspan="2">Reports from Committees</td></tr>
<tr><td></td><td colspan="2">The Corporation received an update on this term's Committee meetings, minutes of which are all available on GovernorHub.</td></tr>
<tr><td></td><td>a</td><td><u>Search & Governance Committee 13.05.2025</u>

The Chair gave a brief summary of matters discussed at the meeting.

Governors noted that succession planning remains high on the agenda for this Committee, particularly in the context of the recent FEC report about intervention at Weston College, which makes their expectations on governor terms of office very clear. The Chair encouraged Governors to attend meetings of committees of which they are not a member and invited them to consider their future development and speak to him or the Head of Governance for advice. JW confirmed that he had found it very helpful to attend all committee meetings, to help build his knowledge of the College and Corporation.</td></tr>
<tr><td></td><td>b</td><td><u>Curriculum & Quality Committee 11.06.2025</u>

The Chair of the Committee summarised meetings discussed at the recent meeting and confirmed that the Chief People Officer would present a detailed annual report on Nestots to the autumn term meeting. She also reassured the Corporation that</td></tr>
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		the Committee monitors safeguarding robustly, along with all other areas of College performance.
	c	<u>Audit & Risk Committee 20.06.2025</u> In the absence of the Chair of this Committee, the Vice-Chair, AG confirmed that the Committee continue to receive regular updates on the procurement and implementation of the new finance software and are reassured by the good progress being reported.
	d	<u>Finance & General Purposes Committee 27.06.2025</u> The Chair of the Committee, CP, presented a brief summary of the recent meeting. As previously discussed, the Committee meeting focussed on the draft budget for 2025-26 and associated reports. In addition, the Chief Operating Officer presented a detailed report on the progress of the Estates Masterplan. At the request of the Committee, the documents have been shared on GovernorHub and the Chair encouraged Governors to review them and share feedback. The Chief Operating Officer confirmed that Governors will also be invited to attend a workshop with Atkins Realis to discuss the Masterplan further.
	e	<u>Senior Staff Performance & Remuneration Committee 04.07.2025</u> The Vice-Chair (and Chair of this Committee) delivered a verbal update on the meeting which took place directly before this one. He confirmed that: • All three senior postholders have completed their mid-year appraisal, with positive progress made against all objectives. • The Committee received a report evaluating Nescot's governance arrangements against the recommendations arising from the FEC's report into failures at Weston College. The Search & Governance Committee will continue to monitor any actions identified but no significant issues arose. • The Committee will consider the best way to ensure that the Head of Governance's line management arrangements meets best practice guidance. • The Committee undertook their annual review into the number and roles of senior postholders and agreed that, in future, when any ELT post becomes vacant, the Committee will consider if the role should be designated a senior postholder.
7	**Governance Matters**	
	a	<u>Chair's Report</u> As this would be her last meeting, the Chair extended thanks to LR for her hard work and dedication to the Board and the College over many years. LR thanked the Chair for his kind words, noting that she joined Nescot as a learning resources adviser in 1996 which led to her long and successful career in SEND. The Corporation and ELT all wished LR well for the future. The Chair gave a positive report of the FESurrey Teaching & Learning Conference on 1st July, which he attended along with the Vice-Chair. There were specific governance sessions on offer, which were well attended by governors from all four colleges, one of which included a workshop on positive board behaviours. The

		Chair reminded all Governors of the need to ensure that their role includes scrutiny and challenge, even when things seem to be going very well. He also reiterated the benefits of Governors coming into College to triangulate the information received from senior leadership, and to learn more about the organisation.
	b	Staff Governors' Report SK presented the report shared prior the meeting and was pleased to advise that the Staff Reps meeting in early June was well attended and is developing into a positive forum for communication with leadership. As a consequence, the number of anonymous comment cards has reduced. JK thanked SK and AW for their pro-active engagement with staff to enable their feedback through a variety of routes. The Head of Governance advised that SK's term of office as a Teaching Staff Governor would shortly come to an end and that all teaching staff would be invited to apply for the role in early September. Governors thanked SK for the huge and positive impact she has had whilst in the role.
	c	Membership The Corporation approved: i. Committee Membership and Chairs for 2025-2026. ii. The re-appointment of Mark Brunt, Clive Palfreyman and Giuliana Pieri for a four year term commencing 18th September 2025. iii. The re-appointment of Mikey Bertagna-Agozzino and Oliver Martin for a one-year term commencing 1st September 2025.
	d	Governing Documents The Corporation approved: i. Scheme of Delegation ii. Standing Orders iii. Instrument and Articles.
	e	In accordance with Standing Order 7.5, the Corporation noted that a decision regarding the approval of the Annual Accountability Statement was made, to enable the Statement to be submitted by the statutory deadline (30.06.2025).
8	**Any Other Business**	
	On behalf of all Governors, the Chair extended thanks to all staff for their hard work over the course of the year, and wished everyone a wonderful summer.	
9	**Date of Next Meeting**	
	Friday 12th December 2025 at 9.30 am.	
10	**Confidential Items**	
	The discussion of confidential matters is contained within a separate minute.	

The meeting closed at 11.15 am

Decisions:

The Corporation approved:

- The minutes of the meeting held on 28th March 2025.
- The Strategic Plan 2025-28.
- Option 2 of the 2025-26 draft budget for 2025-26 and Two-Year Forecast 2026-28.
- A 4% pay award with effect from 1st April 2026.
- The Capital Programme for 2025-26.
- The Financial Statements Audit Strategy 2025.
- The Internal Audit Plan 2025-26.
- The Committee Membership and Chairs for 2025-2026.
- The re-appointment of Mark Brunt, Clive Palfreyman and Giuliana Pieri for a four year term commencing 18th September 2025.
- The re-appointment of Mikey Bertagna-Agozzino and Oliver Martin for a one-year term commencing 1st September 2025.
- The Scheme of Delegation
- The Standing Orders
- The Instrument and Articles.