Nescot

Minutes
Meeting of the FE Corporation
Held on Friday 12th December 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, Simon Enoch, Angela Green, Jackie King, James Newman, Asa'ah Nkohkwo, Giuliana Pieri, Clive Palfreyman, Jeremy Williams.

Student Governors: Oliver Martin (FE).

In Attendance: Paul Mason (Governor Designate) Andy Cowan (Deputy Principal), Sarah Watson (Chief Operating Officer), Donna Patterson (Chief People Officer), Dan Thornton (Executive Director, Innovation Strategy & Growth.

<table>
<tr><td>1</td><td colspan="2">Welcome and Apologies for Absence</td></tr>
<tr><td></td><td colspan="2">The Chair welcomed everyone to the meeting, in particular Paul Mason who has volunteered to become a Governor and whose appointment would be discussed later in the meeting.

Apologies were received from Amber Watson, Richard Elliott, Mikey Bertagna-Agozzino Jackie King and Susanne Wicks (Head of Governance)</td></tr>
<tr><td>2</td><td colspan="2">Declarations of Interest</td></tr>
<tr><td></td><td colspan="2">The CEO/Principal declared that she is an unremunerated Director of Nescot Enterprises Ltd. (NEL).</td></tr>
<tr><td>3</td><td colspan="2">Minutes of the Previous Meeting and Matters Arising</td></tr>
<tr><td></td><td>a</td><td>Governors approved the minutes of the meeting held on 4th July 2025.</td></tr>
<tr><td></td><td>b</td><td>There were no matters arising not otherwise covered on the agenda.</td></tr>
<tr><td>4</td><td colspan="2">CEO/Principal's Report</td></tr>
<tr><td></td><td colspan="2">The CEO/Principal and Leadership Team delivered a presentation which is available on GovernorHub and welcomed comments and questions. The following matters were discussed:

<u>Awards and Achievements</u>

The CEO/Principal shared an excerpt from BBC 1's "The One Show" so that Governors could watch Lisa Charles receiving her Pearson FE Teacher of the Year Award. In addition, she gave details of the other awards and prizes that have been awarded to staff and students this term, as follows:

• Pearson FE Lecturer of the Year – Lisa Charles
• AoC Adult Student of the Year – Reanna Chambers
• National Building & Construction Awards – Apprentice of the Year – Charlie
• UK Highways Award for Social Value – Nescot & Ringway
• WorldSkills UK Finals – Creative Media</td></tr>
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- Surrey Business Awards Large Business of the Year – Runner Up – Nescot
- Ministry of Defence Employer Recognition Scheme – Silver Award – Nescot
- National Business Women's Awards Community Champion – Silver Award – Julie Kapsalis

Governors congratulated the CEO/Principal, her team and all staff and students for these achievements, welcoming in particular the impact on teaching, learning and the learner experience.

MB commended the wins and asked how parents, students and the wider community would be made aware of them. The CEO/Principal acknowledged that there is a significant piece of marketing work to be done to ensure appropriate publicity, which will enhance Nescot's reputation and encourage applications to the College.

<u>Curriculum & Quality</u>

The Deputy Principal presented some data on the three year trends relating to outcomes, confirming that more detailed information would be presented to the Curriculum & Quality Committee. He reassured Governors that the curriculum areas needing support have been identified and that appropriate activity is underway, with evidence that the support and intervention is having a positive impact on learners already.

SE asked about funding for English and Maths and if it would be impacted by outcomes. The Deputy Principal explained that the funding for English and Maths is calculated in terms of the hours delivered in a study programme, not in terms of outcomes. MB asked about the numbers of actual students represented by the data for English & Maths GSCEs and the Deputy Principal undertook to provide more detailed information with Governors outside of this meeting. GP welcomed the update on intervention and CPD underway to effect improvements in Maths and asked that a report be presented to a future CQC meeting.

Actions:

- Deputy Principal to provide information about English & Maths GSCE enrolments / outcomes.
- Deputy Principal to bring a Quality Update to the CQC meeting next term, to include an update on the English and Maths consultant's work.

The Chair welcomed the clarity of the data provided by the safeguarding dashboard and asked about any trends emerging from the data. The Deputy Principal confirmed that mental health and wellbeing referrals continue to be the highest category. All referrals are triaged by the team to determine what support is needed and/or if there is a safeguarding concern.

<u>Strategy and Finance</u>

Governors noted the refresh of the strategic risk register and that IT has been rated as high risk. This is discussed further under Item 6d.

The Chair welcomed the continued focus on campus security, noting that parents must be confident that their child will be safe when attending College. The Chief Operating Officer confirmed that, particularly in the context of recent events in the local area, this remains very high priority, not least in terms of the risks to Nescot's reputation. MB welcomed the

	additional presence of security staff on-site which has a positive effect on students, staff and visitors. AG agreed, expressing the view that a good balance has been struck to ensure the community feels reassured rather than over-estimating the risk to their safety. The Chief Operating Officer confirmed that a scan arch has been purchased and will be used regularly, to help identify any breaches of the behaviour policy but also to reassure the community that Nescot is a safe place to be. CP asked about improvements to the footpath from Ewell East Station and if any of the quick wins mentioned by Atkins Realis during their presentation to Governors have been implemented. The Chief Operating Officer confirmed that actions within Nescot's control have been completed, such as installing lighting on its land and cutting back bushes and trees down the pathway. However, Surrey County Council are responsible for the lighting along the pathway. She was pleased to report that Nescot continues to have a very good relationship with the Police and Community Safety Team and has a place on the Safer Epsom Group. HR The Chief People Officer summarised the outcomes of the Staff Survey 2025 and gave details of actions being undertaken to address the key concerns emerging from the survey, namely: • College-wide communication • Workload, resources & work-life balance • Pay, retention and terms • IT systems and physical facilities • Smoking/Vaping Area Policy • Support Staff and learner Needs JN asked what day-to-day communication looks like for staff and the Chief People Officer advised that staff use MS Teams as well as email and SharePoint. The CEO/Principal shares a weekly update to all-staff (which is also shared with Governors) and will send all-staff emails but only for urgent matters. The Chief People Officer also set out the meetings structure through which information is cascaded from ELT down to individual teams. The CEO/Principal summarised the methods of communication open to staff wishing to share concerns, such as the Staff Reps Group, anonymous comment cards and an online form. JN asked if any specific issues impacting on workload have been identified, for example lesson planning or marking & feedback. The Chief People Officer observed that excessive workload is a common complaint within the education sector, particularly as staff often go the extra mile to support students, which can leave them feeling overwhelmed. NVB reassured the Corporation that he and the Chair receive the raw data and comments emerging from the staff survey and confirmed that the summary presented today is a very fair and accurate summary. Innovation and Growth Governors noted that the challenges around the delivery of Apprenticeships were reported in detail to the Audit & Risk Committee in November, and that the Committee will continue

	to receive regular updates on progress of the action plan. In the meantime, there will be a very cautious approach to growing the numbers in this area, ensuring sound foundations are in place to help build the provision. The Corporation welcomed the renewed focus on Culture, Compliance and Consequence, not just in this department, but across the College. JN asked if Nescot offers any hybrid learning models and the Executive Director confirmed that the online offer is predominantly for adults but this may be extended to other areas, such as Apprenticeships and 16-19 provision. The CEO/Principal suggested that this may be an interesting topic for a future teach-in session for Governors. JW asked about interest in the A Level Flex offer and the Deputy Principal advised that there has been a number of inquiries and about 12 applications so far. Currently only two courses are on offer and a very cautious approach will be taken initially. The Chair thanked JK and the Team for the comprehensive presentation.	
5	**Compliance Matters**	
	a	<u>The Annual Report & Financial Statements of Nescot Group 2024-25</u> The Chief Operating Officer reported that the financial statements comprise the results of the activities of the Nescot Group. The College Group has four subsidiary companies, only one of which was active during the year ended 31 July 2025, Nescot Enterprises Ltd (NEL), which is 100% owned by the College and included in the College Group financial statements. NEL's main activities in the year encompassed the supply of business support / administrative staff to the College. Any surpluses generated by NEL are to be gift-aided to the College. The other subsidiary companies are listed below, and there is no change in their financial position versus the previous year: The North East Surrey College of Technology; Trust; Nescot Holdings Ltd; Epsom Downs Business Centre Ltd. The Corporation approved: • Nescot's Annual Report and Financial Statements 2024/25 • Nescot Enterprises Limited's 2024/25 Accounts • Dormant Companies' 2024/25 Account.
	b	<u>External Audit Findings and Letters of Representation</u> The Chief Operating Officer confirmed that the external auditor, MHA issued an updated version of their report following the meetings of the Audit & Risk and Finance & General Purposes Committees on 28th November and advised that the only matter to note was a small mis-statement about annual leave carry-over for staff. She was pleased to confirm that of the five management actions identified in the 'Key Financial Controls' category, four have already been addressed via the implementation of the new finance software. • The Corporation reviewed and noted the External Audit Findings Report for the year ended 31 July 2025 and the unqualified 'true and fair' and regularity audit opinions.

		• The Corporation is requested to approve the Letter of Representations for signature by the Corporation on College letter head
	c	Regularity Self-Assessment 2024-25 The Chief Operating Office confirmed that, following the meetings of the Audit & Risk and Finance & General Purposes Committees on 28th November, she made a small amendment to the document, as agreed by Governors. The Corporation approved the Regularity Self-Assessment 2024-25.
	d	Annual Report of the Audit & Risk Committee 2024-25 The Corporation approved the report, and authorised the Chair of the Audit & Risk Committee to sign it.
6	**Reports from Committees**	
	The Corporation received an update on this term's Committee meetings, minutes of which are all available on GovernorHub.	
	a	Search & Governance Committee 21.10.2025 The Corporation Chair (who also chairs this Committee) gave a brief summary of matters discussed at the meeting. He reiterated the benefits of Governors attending meetings of the committees of which they are not a member. The calendar is available here, and the Head of Governance would be happy to ensure attendees receive papers in advance of meetings. The Chair encouraged all Governors to attend the Strategy Day on 13th February, to be held in College. The agenda will include an update on the Estates Masterplan. The Chair confirmed that the Committee reviewed the outcome of the skills audit, and whilst there were no major gaps, it was agreed to make efforts to recruit a Governors with experience of estates and, ideally, large project planning. The CEO/Principal confirmed that a suitable candidate had been identified and she would update further in the new year. In the meantime, the Chair encouraged colleagues to think about anyone in their networks who might be interested in joining the board.
	b	Curriculum & Quality Committee 20.11.25 The CQC Committee Chair, GP, noted that many of the issues discussed at the last meeting have been covered by the ELT presentation and subsequent discussions, but described the Committee's confidence in the Deputy Principal and his team to effect the necessary improvements to impact positively on outcomes. She also highlighted the excellent presentation of safeguarding data facilitated by the new dashboard, which enhances the Committee's scrutiny of the topic. The Committee were pleased to receive the first comprehensive annual report into Nestots, looking back at the previous academic year, which included a range of data and information about the provision. Finally, GP advised that the Committee would continue to receive regular updates on the Post 16 White Paper and its implications for Nescot.

	C	Finance & General Purposes Committee 28.11.2025 The Chair of the Committee presented a brief summary of the meeting that took place on 28th November 2025. He explained that the meeting was partially held with the meeting of the Finance & General Purposes Committee to prevent duplication on the annual accounts discussion, which worked very well. In terms of their priorities for the year, the Chair noted that much of the Committee's remit around finance matters are dictated by the cyclical nature of the work. However, in terms of the general purposes remit, the Committee will focus on the Estates Masterplan, IT and sustainability. The Corporation noted that a revised Fees Policy will be presented to the Committee later in the year.
	d	Audit & Risk Committee 28.11.2025 The Chair of the Committee supported the view of the Chair of Finance & General Purposes Committee that it was useful to meet together to review and recommend the annual accounts, assisted by the internal and external auditors. The Chair extended thanks and congratulations to the Chief Operating Officer, the Director of Finance and the team for implementing the new finance software on time, on budget and with minimal disruption. The Corporation acknowledged the scale of this achievement and particularly welcomed the positive feedback from staff users. SE confirmed that the Committee discussed the internal audit reports into Learner Number Systems and Apprenticeships, as previously mentioned by the Executive Director. The Committee were reassured to learn about the robust plans in place to address the issues identified, particularly in the context of the risk to funding. Whilst this is an issue for most colleges, the Committee welcomed the strong management approach to dealing with this. MB confirmed that the Committee received its termly update on cyber security and discussed the challenges facing the IT Team and infrastructure. There was some concerns noted around project controls and management and the Committee have asked for a regular report on progress of key large projects, which are strategically important. The CEO/Principal reported that the risks around IT have been increased on the strategic risk register given how integral it is to every area of the College. She confirmed that external support has been engaged to audit the IT provision and that additional resources are to be engaged to ensure the IT Team is well managed. Governors acknowledged the challenge in recruiting IT personnel and welcomed the CEO/Principal's reassurance that this will remain very high on the agenda for CLT.
	e	Senior Staff Performance & Remuneration Committee 12.12.2025 The Vice-Chair (and chair of this Committee) summarised the remit of this Committee and delivered a verbal update on the meeting which took place directly before this one. He advised that, following the FEC's investigation into governance and compliance failures at Weston College, the Committee has reviewed the dual role of the Head of Governance, which could make her vulnerable to conflicts of interest. Whilst he reassured colleagues of the Committee's confidence that robust steps are in place to minimise the risk of that, it will be properly monitored via agreed processes

		that have been put in place, and noted that this will be particularly important if any of the current senior postholders move on. A further matter is included in the confidential minutes.
7	**Governance Matters**	
	a	<u>Chair's Report</u> The Chair advised that Martin Butterfield resigned earlier this month. He paid tribute to his hard work as a Governor, and his willingness to take the Chair of the Finance & General Purposes Committee which he did with skill and care. The Corporation expressed their thanks and good wishes to Martin. Noting that NVB has resigned as Vice Chair with effect from 31st December 2025, the Chair expressed his personal gratitude to him and the support he has given. He highlighted NVB's ability to challenge and ask questions and also the input and support he has given to the Performing Arts students and staff. The Corporation noted their thanks to NVB for his commitment to Nescot.
	b	<u>Staff Governors' Report</u> In the absence of the Staff Governors, the Corporation noted the report. The CEO/Principal confirmed that she and the Head of Governance meet termly with the Staff Governors and extended thanks to them for their pro-active and positive approach.
	c	<u>Student Governors</u> In response to a question from the Deputy Principal, OM confirmed that all is going well with the new Student Leadership Team, who will help organise more activities and clubs for students. AN asked about the student voice and the Deputy Principal summarised how their feedback is collected, with a range of surveys in place and a new Student Leadership Team on board. **Action**: Deputy Principal to add a slide on student voice to future ELT presentations to Corporation.
	d	<u>Membership</u> At the request of the Chair, JW, AG and PM left the room for this discussion at the appropriate time. The Corporation welcomed the succession plan that has been established, noting its impact on the stability of the board. The Corporation approved: i. The appointment of Jeremy Williams as Vice-Chair of the Corporation from 01.01.2026. ii. The reappointment of Angela Green for a four-year term commencing 19.02.2026 to 18.02.2030. iii. The appointment of Paul Mason for a two-year term commencing 13.12.2025.

	E	<u>Chair's Action</u> The Corporation noted that, on 11th November 2025, in accordance with Standing Order 9.1, the Chair approved, via the authority delegated to him, the updated Safeguarding Policy & Procedures. The Chair confirmed that he read the policy carefully and made one suggestion which was taken on board, to include a reference to the support available from the Samaritans. The CEO/Principal updated Governors on the new Health Assured programme which will provide staff and students with access to support even when the College is closed.
	f	<u>Written Resolutions</u> The Corporation noted that, in accordance with Instrument 14(3) and Standing Order 7.5, the Corporation resolved in writing to make the following decisions: • Amendments to bank mandates on 26th August 2025. • The appointment of James Newman as an External Governor on 1st September 2025.
	g	<u>Governing Documents</u> The Corporation approved the revised Scheme of Delegation.
8	**Any Other Business**	
	a	The CEO/Principal gave some more information about this term's Good News Stories, including: • Remembrance Service • Joe Wicks's Visit • Charity Committee and Festive Fundraiser • Employer Visits • Partnership with Dorton College and RSBC • Mural and Art at Ewell East Station.
	b	The Chair observed that, having been a Governor for many years, he could see that Nescot is in a better place now than it has been for a long time. NVB gave some feedback on the Performing Arts Winterfest shows he attended and observed that there has been a positive development in the relationships between staff and students. He described the shows he watched as outstanding, noting the impact of improved teaching which was evident. AG welcomed the Good News Stories and thanked the CEO/Principal and her team for capturing them. She commented on the friendly, inclusive culture at Nescot, which is testament to the leadership.

	c	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 Christmas.
9	**Date of Next Meeting**	
	• 13th February 2026 at 9.30 am (Strategy Day) followed by a tour of a particular area of the College (to be agreed). • 27th March 2026 at 9.30 am	
10	**Confidential Items**	
	The discussion of confidential matters is contained within a separate minute.	

The meeting closed at 11.25 am

The Corporation approved:

- The minutes of the meeting held on 4th July 2025.
- Nescot's Annual Report and Financial Statements 2024/25
- Nescot Enterprises Limited's 2024/25 Accounts
- Dormant Companies' 2024/25 Accounts
- The external auditor's Letter of Representations for signature by the Corporation on College letter head.
- The Regularity Self-Assessment 2024-25.
- The Audit & Risk Committee's Annual Report 2024-25.
- The appointment of Jeremy Williams as Vice-Chair of the Corporation from 01.01.2026.
- The reappointment of Angela Green for a four-year term commencing 19.02.2026 to 18.02.2030.
- The appointment of Paul Mason for a two-year term commencing 13.12.2025.
- The revised Scheme of Delegation.