Minutes of the Governing Body Meeting held on Thursday 4 December 2025 at 17:30-19:30, Jorvik Suite

Present:	Ian Looker (Chair) Helen Crews Dr Ann Lees Dr Rob Hickey Andrew Thomas James Farrar Ziemowit Hibner	Ken Merry Heidi Fraser-Krauss Julia Histon (via MS Teams) Neil Ashton (via MS Teams) Victoria Inness Harpal Sambhi Oskar Mordal
In Attendance:	Carolyn Barker, Director of Governance David Hawkins, Interim Chief Finance Officer Victoria Lindberg, Director of Quality of Education Joy Kettyle, Deputy Principal/CEO Katharine Dent-Jones, Director of Curriculum: Further Education Sarah Leatherbarrow, Director of Marketing and External Partnerships Liam Garside, Director of Student & Apprentice Services Jackson Armstrong, Director of Higher Technical and Professional Education Louise Jones, Director of Information Services Richard Lewis, RSM (via MS Teams) – item 5.4 Chris Leng, Director of Human Resources & Organisational Development	

1.	**Apologies for Absence / Declarations of Interest**	**Action**
1.1	Apologies received from Sheila Willis and Charlie Barnes The meeting was chaired by Ian Looker. Notice of the meeting was given at least six days in advance, and the meeting was confirmed as quorate. Declarations of Interest: • Rob Hickey declared an interest in relation to Higher Education validation options referenced in the meeting papers. • Heidi Fraser-Krauss declared an interest as Chief Executive Officer of JISC. It was also noted that the pay award item involved interests from staff members present at the meeting.	
2.	**Minutes of Previous Meeting – Thursday 23 October 2025**	
2.1	Governors reviewed the minutes of the last meeting. ***The minutes were approved as a true and accurate record.***	
3.	**Matters Arising**	
3.1	**Action Summary** The Chair, Ian Looker, confirmed that most actions were clear. The remaining open action concerning Higher Education validation options had been delegated to the Principal and Chair of Governing Body to agree next steps.	
4.	**Strategic Matters**	
4.1	**Chair's Update**	

	The Chair noted that it had not been long since the previous Board meeting but highlighted a few key points: • **Student Champions Lunch** The Chair attended a recent lunch with student champions, who were very forthcoming with their views. The tone of discussions was positive, with feedback on areas such as communication and estates. Further updates on these matters will follow. The Chair asked the Director of Student and Apprentice Services whether more of these sessions will be organised, as they provide valuable insight for governors, particularly those unable to attend. The director advised others were planned. • **Strategic Relationships** The Chair emphasised the importance of maintaining strong relationships with external stakeholders. As part of this, the principal and Chair of Governors recently attended a York City football match, which provided an opportunity to connect with the civic community. Feedback from the event was very positive regarding the College.	
4.2	**Principal and Chief Executive's Report** The report was taken as read. The Principal provided a verbal update, drawing attention to several key matters. He confirmed that the College had submitted an update to the Department for Education regarding in-year growth funding to help inform its position, with confirmation expected early in 2026. He noted the publication of the Post-16 White Paper, which is not yet policy but presents opportunities for the College and the wider region. The Principal also reported positive progress following the recent validation exercise and commented on Ofsted's expected provision grading, which is anticipated to be favourable given the College's strong quality of provision. The Principal shared a number of good news stories, including students achieving national recognition and sporting success, such as representation in England football and the under-19 rugby team. He also highlighted the continuation of sports partnerships, confirming that the College will sponsor York Knights and in addition the home shirts of York City for the 2026–2028 seasons, strengthening the College's presence within the civic community. The Chair asked about the potential impact of the Post-16 White Paper on the College's budget. The Principal explained that while some government spending has been restricted, there are positive developments such as youth guarantee funding, which could benefit the College. He assured governors that the leadership team is reviewing these implications in detail. ***The Governing Body resolved to note the report.***	
4.3	**Strategic Plan Scorecard** The report was taken as read.	
5.	**Audit and Risk**	
5.1	**Audit Committee Chair Report** The Audit Committee Chair advised that there was nothing significant to add beyond what was contained in the written report. The Chair of Governors noted that this section had received detailed scrutiny by both the Finance & General Purposes Committee and the Audit Committee. He confirmed that the Board would hear from several contributors, starting with this report.	

	The Audit Chair apologised for attending online and highlighted key points from the recent committee meeting. The Committee had reviewed the Strategic Risk Dashboard and noted a positive reduction in residual risk scores for core purpose. Governors had challenged cyber security arrangements, particularly in light of phishing activity, and pressed for clarity on IT security measures. Assurance was provided that recovery capability exceeds 90%, phishing tests are scheduled, and progress is being made toward Cyber Essentials accreditation. The Chair reported that the Committee had reviewed the annual accounts and prepared its Annual Report, incorporating additional checks following three CFO transitions during the year. The Committee also scrutinised the linkage between cash days and the investment strategy and confirmed that the final version of the report includes the Committee's self-assessment outcomes and the annual review of the redundancy policy. Finally, the Audit Chair noted that a private session had been held with internal and external auditors, who commended the work of the finance team. The Chair concluded by inviting questions from governors. There were no comments made. ***The Governing Body resolved to note the report.***	
5.2	**2024-25 Audit Committee Annual Report** The Audit Committee Annual Report for the year ended 31 July 2025 was presented to the Governing Body. Julia Histon, Chair of the Audit Committee, highlighted two key areas within the report. She noted that paragraph 5 summarises the internal audit work undertaken during the year, which comprised six audits, five of which provided substantial assurance, a very positive outcome. She also drew attention to paragraph 6, which confirmed the external auditors' confidence in the condition of the College's accounts. She reminded governors that, as in previous years, the Audit Committee is required to produce this report to provide assurance that it has fulfilled its responsibilities. The report demonstrated oversight of financial reporting, internal controls, risk management, and compliance. It was discussed at the last meeting of the Committee, where amendments were requested to strengthen assurance. These included the addition of measures following three CFO transitions during the year and the inclusion of the external subcontracting audit outcome. In response to a question from the Governing Body Chair regarding the subcontracting audit, she confirmed that the audit was successful and, based on current guidance, the College is unlikely to be audited again for another three years. The Principal clarified that the audit was required to meet Department for Education requirements and, as a result, subcontracting has now been removed from the College's risk register. ***The Governing Body approved the Audit Committee Annual Report for signing by the Chair of the Committee, ahead of the Chair of Governors signing the Statement of Corporate Governance and Internal Control.***	
5.3	**2024-25 Members Report and Financial Statements** The Interim Chief Finance Officer (ICFO) introduced the Members' Report and Financial Statements, noting that the first section of the pack provides context on student numbers, curriculum review, and governance	

	statements, with contributions from several staff members. He highlighted the inclusion of the Audit Committee's assurance statement, the Statement of Regularity and Propriety, the Statement of Responsibilities, and the standard Auditor's Report. Turning to the financial results, the ICFO reported a positive operating position, with an operating surplus (page 65 of the pack). Year-on-year funding body income has grown significantly, driven mainly by increased student numbers, alongside growth in apprenticeship income and movements in other grants. On expenditure, staff costs reflected pay awards and growth in staff numbers, while operating costs have increased slightly. Overall, the College is generating cash to reinvest, supported by a strong balance sheet and defined benefit pension scheme. The Committee discussed the pension scheme position. The ICFO reported that employer contributions had temporarily reduced to 6%. The Governing Body Chair noted this was unusually low due to the current surplus and advised that, in the longer term, contributions are expected to rise again, potentially to around 20%. Governors acknowledged the need to be mindful of this future increase and that finances should be planned accordingly. The Governing Body Chair confirmed that approval of the accounts would follow after hearing from the auditors. Discussion then moved to the Accounting Officer's review.	
5.4	**2024-25 Financial Statements Audit Management Letter** Richard from RSM presented the audit findings, confirming an unqualified opinion on both the financial statements and regularity, with no evidence of non-compliance. Minor housekeeping issues identified during income testing were rectified before submission to the DfE. Richard commended the finance team and confirmed that recommendations were minimal and not cause for concern. In response to governors' questions on future risks, Richard advised governors to remain alert to changes in funding rules and compliance requirements, particularly for apprenticeships. The Governing Body Chair summarised that the Board had received assurance from the auditors, the Accounting Officer, and the Audit Committee. ***Governors approved the 2024–25 Members' Report and Financial Statements and authorised the Chair and Accounting Officer to sign the Letter of Representation.*** The Board recorded its thanks to the finance team for their work.	
5.5	**Letter of Representation to Financial Statements and Regularity Auditors** The Governing Body noted that the College is required to provide a Letter of Representation to the external auditors (RSM) prior to the signing of the Auditor's Report within the 2024–25 Financial Statements. This letter provides formal assurance on material accounting and regularity matters, confirming that transactions are accurate and comply with relevant requirements. The ICFO explained the Letter of Representation, confirming it provides written assurance to auditors that transactions are accurate and compliant. He confirmed there were no issues and that the letter can be signed by the Accounting Officer and Chair.	

	The Governing Body approved adoption of the Letter of Representation.	
5.6	**Accounting Officer – Review of effectiveness of system of internal control** The Principal outlined his review of the effectiveness of internal controls, confirming that clear policies and processes are in place to mitigate risk and ensure compliance, supported by strong relationships with internal and external auditors. He expressed confidence in the College's assurance framework.	
5.7	**2024-25 Annual Internal Audit Report** The Governing Body received the Internal Audit Annual Report for 2024–25, which summarised the audit work undertaken during the year. The ICFO summarised the Annual Internal Audit Report, noting 35 days of audit activity with predominantly substantial assurance ratings. The audit committee chair added that the Committee had challenged why the overall opinion was "reasonable" despite five out of six audits being substantial; the auditors explained this reflects the limited scope of 35 days and sector benchmarking. The Committee also confirmed that follow-up checks on previous recommendations were completed and that internal audit services will be retendered in the new year. Governors suggested auditors should clarify upfront that limited coverage constrains their opinion. The Principal confirmed this will be considered during the tender process. ***The Governing Body noted the report.***	
6.	**Finance and Resources**	
6.1	**F&GP Committee Chair's Report** The committee chair provided a brief update on the Committee's recent meeting and highlighted the College's strong financial position. He confirmed that the year-end operating surplus and robust cash balances reflect sound financial management and sustainability. Questions were invited from governors, most of which had already been addressed through earlier discussions on the financial statements and performance updates. The committee chair noted that the Committee intends to undertake a series of deep-dive reviews over the coming months to provide enhanced assurance on key areas of financial strategy and governance. *The Board **noted the report**.*	
6.2	**Year End Financial Forecast** The ICFO provided an update on the latest financial position, reporting an anticipated year-end surplus of approximately £466k. Positive variances include increased apprenticeship income, pension savings of £200k per year following the new contribution rate, reduced subcontracting, and improved transport efficiency. Challenges include potential clawback on T Levels, cautious high-needs funding, and lower commercial, HE, and adult income. A governor queried recurring declines in international and HE income; the Principal acknowledged ongoing concerns in HE and noted	

	efforts to recover international income, including partnerships with Askham Bryan. The Governing Body Chair highlighted the importance of reinvesting surpluses and capital grants, noting £1.7m received this year. Governors observed that growth in student numbers will not fully translate into funding until next year, reinforcing the need for prudent financial planning. ***The Governing Body resolved to note the year-end financial forecast.***	
6.3	**Staff Pay Award** The Chair asked all non-independent members to withdraw from the meeting. The Director of Human Resources presented the proposed pay award, confirming that in light of the College's strong financial position, management was confident in offering a pay increase above the AoC's recommended 4%. The agreed offer comprised a 5% consolidated pay rise for most staff, alongside enhanced payments for those at the lower end of pay bands. The recognised trade unions have accepted the offer, and UCU has withdrawn its strike mandate. The Director of Human Resources also confirmed that the College had committed to further discussions with unions on workload concerns early in the new year. The Principal recommended that governors formally ratify the pay award and approve a one-off wellbeing payment funded through the cost pressures grant, which is included in the current operating budget. The Governing Body Chair noted that the College's offer places it at the top of sector benchmarks, and the Principal assured governors that affordability had been modelled for future years, with anticipated funding uplifts supporting sustainability. Governors discussed the importance of positive staff communications and recognised the achievement of paying the Real Living Wage ahead of schedule. Questions were raised on workload feedback, recruitment and retention challenges, and potential future incentives for hard-to-fill roles. Governors agreed these issues should be explored further at the People & Governance Committee, including consideration of equal pay structures and market supplements. A governor highlighted the need to manage expectations around recurring one-off payments, noting that after two years this could set a precedent. The Principal confirmed that options will be reviewed as part of next year's planning. Governors also discussed performance-related pay, acknowledging sector examples but noting associated risks and cultural challenges. ***Following discussion, the Governing Body approved the implementation of the proposed pay offer and the 2026 pay scales with effect from 1 January 2026, together with the one-off wellbeing payment.***	CB
7.	**Education and Students**	
7.1	**Q&C Committee Chair Report** The committee chair invited governors to take the report as read and highlighted two key areas of discussion.	

	First, the Committee undertook a deep dive into international provision, which currently covers 49 students, mainly from Norway and Switzerland. The session explored the context of their learning, associated risks, and compliance requirements. Governors found the presentation helpful, particularly in light of plans to grow international recruitment, including potential markets in China and Southeast Asia. The Committee was assured that arrangements for sustainable growth are in place, but emphasised the need for careful planning around compliance, homestays, and overall provision. In response to a question from governors regarding the level of international provision, the Director of Curriculum: FE confirmed that the students are in their third year of FE study. Second, the committee chair reported on the draft Self-Assessment Report, which had been scrutinised by the Committee and subject to a validation process earlier in the week. Governors welcomed the report, recognising that it accurately reflects the College's position, and suggested strengthening references to inclusion, behaviour and attitudes, and student leadership. The Committee recommended the report for Governing Body approval, subject to final amendments.	
7.2	**Annual College Self-Assessment Report (FE and Skills 2024-25)** The Governing Body received the Annual Self-Assessment Report authored by Victoria Lindberg, Director of Quality of Education, and noted that the item was presented for approval. The Governing Body also noted that the report had been previously considered by SLT and the Quality & Curriculum Committee. The Director of Quality of Education reflected on the validation process undertaken the previous day, supported by a former HMI, and confirmed that, as a result of that exercise, a small number of final wording changes would be made before presenting the document as the final version. She outlined areas to be strengthened in the report, including: apprenticeship achievement, leadership capacity, professional development for SLT and curriculum managers, and a bolder statement on how the College supports its staff. She noted that the new framework makes the self-assessment process particularly challenging but emphasised that the team had been fair and transparent in identifying where further attention is required. The Principal commented that the challenge from governors and the inspector during validation was helpful. The Governing Body Chair expressed confidence that the College is in a better position than the previous year. He proposed that the Governing Body endorses the process and that the final version be circulated to governors following completion of the agreed refinements. Ann Lees added that the work completed over recent days does not substantially change the document but sharpens and strengthens the report. ***Governors endorsed the validation process and approved the Self-Assessment Report, subject to the final wording changes arising from the validation session.*** The final version will be circulated to governors for information.	
8.	**Governance and Assurance**	
8.1	**Strategic Risk Monitoring** The Governing Body received an update on the Strategic Risk Register, which had been reviewed by relevant committees prior to this meeting. The	

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<td>register has been streamlined to four key risks, which are regularly reviewed by the Strategic Leadership Team (SLT).

Governors noted ongoing work to test the cyber security risk, including the commissioning of eight days of TIAA's time to support assurance activity.

Members agreed that it is important to remain abreast of developments in this area given sector-wide challenges.

Governors noted a drop in residual scores for:

Financial Sustainability, reflecting a strong 2025/26 budget position and improved recruitment.
Core Purpose, following excellent student and apprentice outcomes in Summer 2025.

The Governing Body noted the update.</td>
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<td>8.2</td>
<td>P&G Committee Chair Report
The Chair of the People & Governance Committee provided an update, highlighting the following key points:

Staff Survey Deep Dive: The Committee reviewed findings from the recent staff survey and follow-up pulse survey. Key themes included workload pressures, leadership visibility, and communication. Actions include improved engagement and the launch of the new iTrust system next week. A summary of survey outcomes will be shared with governors.
Governing Body Vacancies & Succession Planning: There are currently four vacancies. A two-tier recruitment approach was agreed:

Phase 1: Immediate recruitment for a governor with safeguarding experience and a second candidate by February through governor and Principal networks.
Phase 2: Broader search via a recruitment partner for skills in HR, finance, education, and employer representation. The Committee also reviewed the roles of co-opted members and link governors, confirming safeguarding and careers as priority link roles.

Chair's Appraisal: The Committee noted strong feedback from the Chair's 360-degree review and agreed to include SLT members in next year's process.
Governance Effectiveness: Feedback from governors highlighted the need for clearer cover pages, more strategic debate, and stronger SLT engagement. These themes will inform governance priorities.
Recommendations to the Board:

Approve revised Standing Orders
Approve updated Modern Slavery Statement
Approve updated Schedule of Delegation
Adopt the AoC Code of Good Governance
Receive governor feedback and Chair's appraisal summary

The Committee also discussed changes to link governor roles, updating role descriptions, and encouraging governors to use their networks for recruitment. Governors shared views on the personal value of the role and engagement opportunities.

The Governing Body noted the update and approved the recommendations.</td>
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8.3	**Remuneration Committee Chair Report and Annual Remuneration Report** The Chair of the Remuneration Committee presented the Annual Remuneration Report, confirming that it had been reviewed in detail by the Committee and incorporates feedback from its scrutiny. The report aligns with the AoC Senior Staff Remuneration Code and statutory transparency requirements. The Board noted updates on: • Annual performance reviews of Designated Senior Postholders (DSPs), including benchmarking against sector norms. • The Principal/CEO's performance review and draft objectives for 2025–26. The Committee confirmed that remuneration recommendations for DSPs will be shared confidentially with independent governors. Recommendations to the Governing Body: • Approve the Annual Remuneration Report for publication on the College website. • Approve the Remuneration Committee Terms of Reference. • Approve the updated Designated Senior Postholder Pay Policy. • Approve the updated DSP Disciplinary Policy. ***The Governing Body noted the update and approved the recommendations.***	
9.	**PART 2**	

9.1	**Health and Safety Report**
	The Governing Body received an update on Health, Safety and Welfare. Key points noted:
	• Accident Statistics: The number of accidents continues to show a downward trend over the past three years, with early data for 2025–26 maintaining this trajectory, indicating strong health and safety controls and culture.
	• Current Issues
	  o Temporary measures remain in place for Stonemasonry LEV systems pending repairs.
	  o Work on replacing the 3G football pitch is underway and nearing completion.
	  o Lighting levels in some areas are under review following complaints.
	  o Fire Risk Assessments have been completed with actions in progress.
	• Andy Holmes has been appointed as the new Health, Safety and Welfare Manager. Governors noted his proactive approach and attention to detail. A comprehensive handover from current postholder is in progress.
	
	The Board acknowledged the importance of reinforcing near-miss reporting and noted that health and safety provision remains effective.
	
	The Governing Body noted the report.	

9.2	**Policies / Documents for Approval** The Governing Body considered the consent agenda item covering policies and documents previously scrutinised by the People & Governance	

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<td>Committee and recommended for approval. All documents were provided separately to the main pack.
Documents approved:

AoC Code of Good Governance Self-Assessment – adoption of the Code recommended to reinforce high standards and transparency.
Governing Body Standing Orders – updated to reflect changes to student governor voting rights, disqualification criteria, and written resolution procedures.
Modern Slavery Statement – updated to include reference to the UK Modern Slavery & Exploitation Helpline, ensuring compliance with the Modern Slavery Act 2015.
Schedule of Delegation – updated to clarify responsibilities for senior post holder appointments and remuneration in line with DfE and FE Commissioner best practice.

The Governing Body approved all documents as presented.

Approval of Key Contracts
The ICFO introduced a discussion on procurement thresholds and governor involvement in approving contracts exceeding £200k, as set out in the current Financial Regulations. The Finance Team emphasised the need for compliance within their report and sought advice on the practical application of these rules for upcoming tenders, including:

Staff & Student Uniform Tender
Temporary Staff Framework
Snacks/Confectionery Supply
Payroll System

The Principal highlighted that the question was about what governors feel most comfortable with, noting that some items are business as usual and already included in the approved budget. Governors discussed the distinction between:

Decision to procure – covered by budget approval.
Signing of contracts – where governor approval is required under the Scheme of Delegation.

Governors clarified that procurement processes are governed by Financial Regulations, and governors' role is primarily at the point of contract signing, unless there is a significant deviation from the approved budget. The Governing Body Chair suggested setting a clear level for governor involvement. The ICFO confirmed he will review and redefine the Financial Regulations following this helpful discussion.

Governors agreed that once items are in the approved budget, the College should press on with procurement, with governor approval required only for contract signing in line with the Scheme of Delegation.

The Interim Chief Finance Officer will review Financial Regulations and report back.</td>
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<td>SUMMARY MATTERS</td>
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<td>Any Other Business
The Governing Body thanked Harpal Sambhi for his contribution as Staff Governor and for volunteering his time in this role.

The Chair then requested that all attendees other than Independent Governors leave the room for the next confidential item.</td>
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11.	**Date of Next Meeting –** 4 December 2025	
12.	**Independent Governors only – Remuneration Recommendations**	
12.1	**Recommendation from Remuneration Committee – Designated Senior Postholders** [Confidential minute]	