

Minutes of Meeting



CORPORATION BOARD

TUESDAY 25 MARCH 2025 AT 3PM IN BOARD ROOM 1, RYE HILL HOUSE

| Corporation Board Members | | Attendance | |
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| Full Name | Position | Attended | Apologies |
| John Widdowson | Chair of Corporation | X | |
| Liz Bromley | CEO – Ex-Officio Governor | X | |
| Rob Holt | Independent Governor | X | |
| Chris McCourt | Independent Governor | X^ | |
| Shirley Atkinson | Independent Governor | X | |
| Darren Crossley | Independent Governor | X | |
| Lisa Gregg | Independent Governor | X^ | |
| Vikki Smith | Independent Governor | X | |
| Rachel Taylor | Independent Governor | | X |
| Chris Wigginton | Independent Governor | X^ | |
| Andrew Young | Independent Governor | X | |
| Joanne Marshall | Independent Governor | X^ | |
| Louise Humpish | Independent Governor | X | |
| Chris Byrne | Staff Governor | X | |
| Sally McMahan | Staff Governor | X | |
| Conor Allen | Student Governor | X | |
| Karrar Swadi | Student Governor | X^ | |
| In Attendance | | | |
| Tony Lewin | Executive Principal – Curriculum | X | |
| Gerard Garvey | Executive Principal – People & Culture | X | |
| Steven Wallis | Executive Director of Quality | X | |
| Scott Mulholland | Chief Information, Data & Estates Officer (CIDEO) | X | |
| Lisa Sproats | Chief Finance Officer (CFO) | X | |
| Jon Ridley | Principal - Newcastle College, Executive Lead (HE) | | X |
| Claire MacLean | Executive Director – Business Development & External Engagement | X | |
| Lynne Griffin | Director – People & Development | | X |
| Jane Button | Principal - Southwark College (observer) | X^ | |
| Jane Farrelly | Director of Governance | X | |

*attended part of meeting / ^attended virtually

| Item | Agenda Item |
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| 1. Opening Items | |
| 1.1 | Opening and Welcome |
| The Chair welcomed all those present to the meeting. | |
| 1.2 | Apologies for Absence |
| Apologies were received from Independent Governor Rachel Taylor. Jon Ridley and Lynne Griffin were also unable to attend. | |
| 1.3 | Declarations of Interest |
| Members were asked if they had any interests to declare in relation to the planned agenda items, however members confirmed that there was nothing new to declare. | |
| 1.4 | Update from the Chair on Board Matters |
| <ul style="list-style-type: none"> • The Chair and Vice Chair attended the graduation ceremony for approximately 120 International masters (120) students earlier that day. • The recruitment process for Corporation Board Governors has commenced. • The Chair, CEO and Director of Governance presented at a recent ETF conference. It had been useful to present and work through the new governance model in front of a critical audience. • The Chair attended a recent OfS consultation event around governance in universities and governance in colleges that offer Higher Education (HE) which is becoming increasingly important given the increased scrutiny on franchised arrangements in HE. • The Chair met with all the Chairs of NCG local college boards and Committees. • The AoC has published its report on External Board Reviews, which synthesises the findings of External Board Reviews conducted across the FE sector between 2022 and 2024 by the AoC, ETF and Governance4FE Ltd. <p>Action CB A51: Director of Governance to circulate the AoC report on External Governance Reviews.</p> | |

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| 2. Strategic Items | |
| 2.1 | Chief Executive Group Report |
| The Board received the Chief Executive Group's (CEG) report from the Chief Executive Officer (CEO) who drew the Board's attention to the following key issues emerging across NCG and the wider sector: | |

- The DfE has been subject to significant financial cuts which are trickling down to HE and FE. As a result, the CFO is constantly modelling and remodelling worst case scenarios. The 16-19 funding rate has increased by 3.78% which brings colleges up to the level of schools, however this doesn't include adult funding which has been cut by 6%. As always, NCG will not differentiate between teaching and non-teaching staff or adult and 16-18 learners when implementing these funding arrangements.
- Colleges are not expecting to be fully compensated for the rise in employer national insurance contributions. It is anticipated that NCG may have to fund 20% of these contributions but are cautiously modelling for a 40% contribution, just in case.
- The sector has been very disappointed with the announcement that only two-thirds of in-year growth will be funded. Members noted the strength and power of NCG as a group and the benefits that this has for smaller colleges with a large adult cohort (e.g. Lewisham) who would otherwise be severely impacted by the combined effect of these recent funding announcements.
- The recent changes to the apprenticeship model and the changes to the English and maths requirements for adult learners are currently being worked through.
- The Principal posts in West Lancashire and Newcastle Colleges have been advertised with the West Lancashire post in particular generating much interest with a large number of internal and external applicants. This represents good progress and is a positive statement around how NCG is perceived as an employer of choice.
- The CEO attended the recent MIPIM conference in France which provided an excellent opportunity to place NCG colleges at the heart of regional investment discussions.

Meeting note: Independent Governor Joanne Marshall joined the meeting.

The Board, having noted the key points above and the contents of the report, queried the following:

- **Construction** – the Board noted the recent government announcement regarding £600m for construction training to deliver 60,000 skilled workers to support house-building initiatives. Members noted that NCG is well-placed to support these initiatives as construction is offered at five out of the six general FE colleges in the Group. The Executive Director of Quality advised that the CITB is rolling out dynamic skills hubs (8-10 weeks programs) in order to provide a quick start for upskilling and reskilling tradespeople which could be run from NCG centres. Members noted that the limiting factor will be the ability to recruit the staff to teach on these courses but that NCG can draw on resources across the Group to support this.

The Vice Chair reported hearing of the Thames freeport reaching out to colleges in the London area, in order to start conversations around construction but that this had been unsuccessful and offered to connect the CEO with the lead broker.

- **Shared Apprenticeships** – members noted that a shared apprenticeship model is in place in Scotland, whereby employers come together to share apprentices instead of competing for

them. A similar model is in place in Sheffield, where apprentices are rotated through a number of employers in order to provide apprentices with the breadth of skills they require.

3. Strategic Deep Dives

3.1 NCG Skills Plan

The Board received the NCG Skills plan from the Executive Director of Business Development and External Engagement and the Executive Principal (Curriculum) and noted the key points as follows:

- The Ofsted inspection rated NCG as “reasonable” for skills. Work has since continued on embedding employer input into all curriculum areas.
- The focus on skills is supported by the place-based governance model which is overseen by the local college boards. The Corporation and Executive have oversight of skills through the reach pillar in strategy.
- An internal deliberative structure has also been established via the NCG Skills Council to ensure that skills discussions underpin strategic and curriculum discussions. Monitoring of skills in this way ensures that NCG is well-positioned to flex, pivot and respond to any changes in the external environment.
- The Skills plan is underpinned by an annex which provides the operational detail and next steps. It is planned to soft launch the Skills Plan alongside the strategy refresh roadshows which will commence after Easter.

The Board, having noted the key points above and the contents of the report, queried the following:

- **Place-based Governance** – the Board noted the positive role of the college boards in advising the colleges on local skills needs. While this is at various stages of maturity across NCG, the Executive Principal (Curriculum) reported that NCG is moving towards a more cohesive level of engagement across all colleges and this is regularly discussed and monitored at FE Academic Board. The Board sought assurance around the effectiveness of the model and that it is having the desired impact. The Chair requested more detail around how employers and industry are responding and whether there is differentiation across NCG’s different localities.
- **External Landscape** – the Board noted the moving parts in the external landscape. The Executive Director of Business Development and External Engagement advised that NCG is now mapping the provision in each area and how this might be impacted by any changes in the external environment. This is then shared with Principals and other colleagues so that they are constantly up-to-date and prepared at external stakeholder meetings.
- **Volume and Impact** – the Board noted that NCG has moved from a point of sufficiency to engagement to capitalisation and now has sufficient volume to start looking at the impact and evaluative methodologies around how impact is measured, which is part of the next steps

towards full embeddedness. This needs to be demonstrated in all regions – the impact on industry as well as the impact on learners.

- **Employer Engagement and Relationship Management** – the Board queried how NCG is engaging with larger employers who are based in most or all of NCG’s college communities as these employers will want a uniform approach across the country and NCG is one of the few college groups who can offer that. The Executive Director of Business Development and External Engagement reported that NCG is currently looking to capitalise on those opportunities for the benefit of the Group as a whole. The Executive Principal (Curriculum) reported that all college Principals are active within their local communities and capitalising on key stakeholder relations. The CEO reported that NCG attendance at the MIPIM event this year had been particularly successful as all key stakeholder in the North East were present. The next major event will be the UK REiiF event in Leeds which Principals will attend and use the opportunity to meet with regional leads from their areas.
- **Local and Devolved Authorities** – the Board queried how NCG can capitalise on relations with local and devolved authorities as these provide the best opportunity for traction with employers and investment. The Executive Director of Business Development and External Engagement reported that she is currently gathering the intelligence to map out the relationships with the relevant combined authorities. The Executive Principal (Curriculum) advised that the NCG colleges in London and the North East have had particular success with their local combined authority. In addition, colleges across the North East have come together to provide a collective voice when dealing with the combined authority, replicating the efforts of universities who have historically performed well in this space. It has been harder for West Lancashire College as it straddles three local authorities and there is much competition from other colleges and universities.
- **SMEs and Micros** – the Board noted that SMEs and micros make up a substantial part of the business and queried how NCG plans to grow that engagement. The Executive Director of Business Development and External Engagement agreed that this is challenging but that there is a huge opportunity for NCG in this space if it could provide a vehicle to bring these employers together and support them.
- **Apprenticeships** – members recalled the earlier discussion around shared apprenticeships and requested that the executive consider in what curriculum and geographical area, such an approach might be piloted and tested with a view to rolling out a standard approach across the Group.
- **Teaching Staff** – members noted that finding staff to teach the volume of apprentices and learners will be difficult. The Board discussed alternative approaches such as staff being released from firms to teach on particular modules which supports both the college and company corporate social responsibility. The Vice Chair advised that she has some contacts with expertise in this area and agreed to connect them with the CEO in order to find out more about how that model works elsewhere.
- **Skills Plan** – members were generally supportive of the plan as presented. They suggested the plan could incorporate more detail around the future dynamics of the Group and further

suggested that it is reviewed to ensure that it reads as a coherent plan for NCG, rather than seven individual plans.

Action CB A52: Skills plan presentation to the circulated to the Board.

Action CB A53: The executive team to consider an approach to shared apprenticeships which could be tested and rolled out across all colleges.

Action CB A54: Vice Chair to connect CEO with a contact to explore how firms are providing teaching staff to colleges as part of their corporate social responsibility.

Decision CB D176: The Board was supportive of the Skills Plan, noting the additional feedback around the future direction of the Group and ensuring it reads as a coherent plan for NCG rather than seven individual plans.

3.2 Newcastle College Masterplan

This item was discussed under a confidential minute.

4. Items for Approval

4.1 External Auditor Appointment

The Board received a proposal regarding the appointment of the external auditor and noted the key points as follows:

- The current external auditor (Forvis Mazars) was appointed in 2020 for a three-year term with an option to extend for two periods of 12 months each. The options to extend were utilised and the Forvis Mazars contract is therefore due to expire in May 2025.
- In January 2025, the finance and procurement team published an Expression of Interest (EOI) on the Crown Commercial Service framework. Following that EOI, two accountancy firms expressed an interest, therefore a tender was issued. Following issue however, only one firm identified that they would be proceeding which was the incumbent, Forvis Mazars LLP. This meant that a tender response was not required and therefore it was proposed that Forvis Mazars LLP would continue to provide external audit services subject to Audit & Risk Committee review and Corporation approval.
- NCG has a positive working relationship with Forvis Mazars and has been very satisfied with the quality of their work to date.
- The proposal was reviewed and endorsed by the Audit & Risk Committee at their meeting of 11 March 2025.

The Board, having noted the key points above and the contents of the report, queried the following:

- Value for Money – the Board noted the challenges in establishing value for money but that this is reflective of the limited number of players in the market. Noting the Audit Committee support

and the general satisfaction with the work of Forvis Mazars to date, the Board were content to approve the appointment.

Decision CB D177: the Board approved the appointment of Forvis Mazars as external auditors for a period of three years.

4.2 2024/25 Revised Internal Audit plan

The Board received the revised 2024/25 internal audit plan from the CFO and noted the key points as follows:

- The original internal audit plan approved by Corporation included eight audits to be completed by RSM, one (mock funding) audit to be completed by NCG's data assurance partner (KPMG) and three audits to be completed by the in-house Internal Audit Team; a total of 12 audits.
- Following resourcing issues within the internal audit team, an adjustment to the 2024/25 delivery plan was required to ensure resources are prioritised in the key areas, and that workload for existing colleagues is manageable.
- The revised plan recommends reducing the 2024/25 audit plan to seven audits in total, all of which would be delivered by an external partner.
- The revised plan was reviewed and endorsed by the Audit & Risk Committee at their meeting of 11 March 2025.

Decision ARC D178: The Board approved the amended 2024/25 Internal Audit plan.

4.3 2023/24 Gender Pay Gap Report

The Board received the Gender Pay Gap Report for 2023/24 from the Executive Principal (People & Culture) and noted the key points as follows:

- NCG is required to report gender pay gap data by 31st March 2025 for the data period of 1st April 2023 to 31st March 2024. The level of detail provided fulfils the statutory requirements, with the detail discussed at the People & Culture Committee.
- The key message from the report is that is an improving picture. NCG has started to benchmark with similar sized organisations and the mean of 8.4 is very similar to comparator organisations.

The Board, having noted the key points above and the contents of the report, queried the following:

- Subcontractors – the Executive Principal advised that the data covered within the report relates to employees only. The Board noted that the biggest gap remains in the lowest quartile, however those colleagues have benefitted from the largest pay rises in recent years for this reason.

Decision CB D179: The Board approved the 2023/24 Gender Pay Gap Report.

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| 4.4 | HE Annual Review |
| <p>The Board received the 2023/24 HE Annual Report. The Chair of the HE Governance Committee advised that this had been reviewed at HE Governance who were satisfied with the content and approach taken. She reported that the Committee had challenged NCG’s ambition for TEF Gold particularly in light of the increase in franchised arrangements and requested that this is explored in more detail at a future meeting.</p> <p>Decision CB D180: The Board approved the 2023/24 HE Annual Review.</p> | |

5. Items for Assurance

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| 5.1 | 2024/25 Accountability Statement Progress Report |
| <p>The Board received the mid-year progress report against the objectives set out in the 2024/25 Accountability Statement from the Executive Principal (Curriculum). The Board noted the key points as follows:</p> <ul style="list-style-type: none"> • There are 39 strategic aims/objectives in the NCG Accountability Statement; 34 for the colleges which have specific local relevance to the strategic priorities of the area where they operate and a further 5 strategic aims/objectives that sit with NCG and are overarching for the whole of the organisation. • College boards received a progress report against the college accountability statement at the most recent round of college board meetings. • Of the five over-arching NCG objectives, there are two aims/objectives that stand out as not making the expected progress. Both relate to NCG’s apprenticeship provision and aspirations to grow this provision. Changes in the external market (such as increased employer national insurance contributions) have led to a decline in the number of employers taking on apprentices which has subsequently impacted NCG’s growth in this area. <p>The Board, having noted the key points above and the contents of the report, queried the following:</p> <ul style="list-style-type: none"> • The Chair noted that college board oversight of the local accountability statements has been welcomed by the College Board Chair’s and empowers local college boards within a defined framework. | |

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| 5.2 | Quality and Performance Report |
| <p>The Board received the Quality and Performance report from the Executive Director of Quality and noted the key points as follows:</p> <ul style="list-style-type: none"> • Good progress is being made against the Lines of Enquiry as set out in the annual self-assessment report. • The Audiebant technology is in place and is currently being tested. All NCG campuses are considerably safer as a result of the significant investment in security barriers and technology. | |

- The NCG Guarantee is being embedded across NCG with particular success noted in Southwark College.
- Designated Safeguarding Leads recently attended the annual away day which was also attended by the Corporation Safeguarding Link Governor who reported that it had been a great opportunity for staff to share challenges and best practices.
- The Executive Director of Quality is drafting a response on behalf of NCG to the current consultation on the new Ofsted inspection framework and requested that any Governors who wish to contribute to the submission should contact him.

5.3 Report on Financial Health & Operations

The Board received the report on Financial Health & Operations from the Chief Finance Officer (CFO) and noted the following key points:

- The report was accompanied by the P6 management accounts.
- The Q2 position is in line with budget. The sector has received some funding updates but is still awaiting a full picture of all areas of uncertainty and it has been challenging to manage finances as a result.
- The £300m announced for colleges has been split into two funding pots - £250m to fund the 3.78% funding rate rise for 2025/26 and a one-off grant of £50m for 2024/25. NCG is hoping to receive approximately £1m for 2024/25 although this will not be confirmed until May and will not be received until June.
- The finance team continue to model all scenarios arising from the recent issues with HE franchising.
- 2025/26 budget-setting has commenced and all colleges and professional services have been given an EBITDA% target which rolls up to an NCG target which is designed to ensure ongoing financial health 'Good'.
- The ESFA ILR audit continues with apprenticeships rules the remaining area of challenge.

The Board, having noted the key points above and the contents of the report, queried the following:

- **ESFA ILR Audit** - members noted the net impact of approximately £2k which is a positive result in the context of an ESFA audit.
- **MAS Records** – the CFO advised that a repayment has been made to the DfE and NCG continues to work with the DfE to agree away of formally recording the clawback.

5.4 Corporation Matters

The Board received the Corporation Matters report from the Director of Governance and noted the key points as follows:

- The March cycle of college boards was the first full cycle of college boards conducted under the new place-based governance model. Feedback was positive with members providing

significant input into college accountability statements and strategic direction with a focus on local needs and impact. Meaningful student voice and board diversity were some of the common themes raised by members during meetings.

- The draft 2025/26 meeting schedule was provided and members noted the proposed reduction in the number of meetings and amended meeting timings.
- At its meeting in December 2024 and in order to facilitate the timely commencement of the infrastructure plan at Lewisham College, the Corporation delegated the authority for the review of the Lewisham College Professional Services fees to the Finance & Resources Committee, with approval of the fees to be approved by the Corporation Chair thereafter. These fees were subsequently approved by the Chair as per this authority by way of a Chair’s action.

The Board, having noted the key points above and the contents of the report, queried the following:

- **Student Voice** – the HE Student Governor provided a verbal update on a recent Unloc event around students at the heart of college governance. Approaches discussed included: helping student governors with meeting packs, two-year terms, greater liaison between the Student Governors and the student members of local college boards and recognition of the role of student governors as part of the NCG Guarantee.

Action CB A55: Director of Governance to explore approaches to student voice at both Corporation and College Boards.

Decision CB D181: The Board ratified the Chair’s action of 27 February relating to the approval of the Lewisham College professional services fees.

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| 5.4 | Committee Assurance and Escalation Reports and Minutes |
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The Board received the Assurance and Escalation Reports and minutes of the recent round of Committee meetings:

- People & Culture Committee – 19 February 2025
- Finance & Resources Committee 20 February 2025
- HE Governance Committee – 5 March 2025
- FE Quality & Students Committee – 6 March 2025
- Audit & Risk Committee – 11 March 2025
- Search Committee – 21 March 2025

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| 5.3 | Committee Assurance and Escalation Reports and Minutes |
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The Board received the College Board Assurance and Escalation Reports from the recent meetings:

- Lewisham College Board – 4 March 2025
- Southwark College Board – 5 March 2025
- Newcastle Sixth Form College Board – 28 January and 6 March 2025

- West Lancashire College Board – 11 March 2025
- Kidderminster College Board – 12 March 2025
- Newcastle College Board – 18 March 2025
- Carlisle College Board – 13 December 2024

6. Minutes and Action Register

6.1 Minutes of Previous Meeting – 5 November 2024

Decision: CB 182: The Board reviewed and approved the minutes of the Corporation Board meeting held on 19 December 2025.

6.2 Register of Actions & Decisions

The Board received the Register of Actions and Decisions from the Director of Governance and noted the closed actions. There were two open actions to remain on the register.

7. Closing Items

7.1 Meeting Evaluation

Independent Governor Joanne Marshall and the CFO provided their reflections on the meeting:

- The deep dive presentations on the estate and the skills plan had been very helpful.
- The meeting had felt more strategic than in the past, possibly due to the new meeting cycle and the work of the corporation committees.
- It would be helpful to hear more about student safety on campus at a future meeting.

7.2 AOB

There was no other business raised on this occasion.

7.3 Date and Time of Next Meeting

The next meeting of the Corporation Board will take place in person on Tuesday 20 May 2025 at 3pm in Rye Hill House.