

Minutes of Meeting



CORPORATION BOARD			
TUESDAY 20 MAY 2025 AT 3PM IN BOARD ROOM 2 & VIA TEAMS			
Corporation Board Members		Attendance	
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 McMahon	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	
Leigh Scott	Director of Estates	X^*	
Tracey Mullen	Governance Manager	X^	

*attended part of meeting / ^attended virtually

Item	Agenda Item
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 Governors Vikki Smith, Chris Wigginton, Joanne Marshall, Robert Holt, Darren Crossley, Andrew Young, Rachel Taylor and Student Governor Karrar Swadi. Executives Scott Mulholland and Claire MacLean 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 recruitment campaign for new Governors to join the Corporation Board has commenced. The closing date for applications is 9 June with a view to shortlisting and interviewing in late June and Corporation Board approval in July. The Chair recently attended the AoC North Chairs and Principals meeting which was addressed by the AoC President. At this point in time, there were no updates on any additional funding being made available to the sector. <p>Action CB A56: The slides from the AoC North Chairs and Principals meeting would be shared with the Corporation Board members.</p>	

2. Strategic Items	
2.1	Chief Executive Group Report
<p>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:</p> <ul style="list-style-type: none"> The Principal posts in West Lancashire and Newcastle Colleges have now been filled. Interim Principal Jon Ridley has been appointed as the permanent Principal at Newcastle College and current Carlisle College Vice Principal Christian Thersby has been appointed to the role of Principal at West Lancashire College. The Board noted that once again NCG had appointed from its internal talent pool, which highlighted the culture of opportunity, enabling colleagues to progress into a more senior post. The Board noted that the Principal of Newcastle College had become the Chair Elect for the Mixed Economy Group (MEG) starting in September 2025. This further evidenced how the 	

college Principals are embedding themselves in the sector where policy, decisions and influence takes place.

- The CEO and Principal of Newcastle College recently attended a Garden Party at Buckingham Palace, as part of a 7000-guest event hosted for educational colleagues.
- There was a meeting of the Group Executive held at Kidderminster College which included a visit and dinner at the local Safari Park, highlighting the breadth and diversity of the partners with whom NCG works with.
- A number of the Group Executive attended a breakfast event at Lewisham College at which Howard Dawber (Deputy Mayor of London responsible for business) and Brenda Dacres, (Mayor of Lewisham) attended. The event demonstrated the place and impact of a college that is seen as an anchor institution within its community.
- The CEO had been invited to present to the Board of JISC at its Strategy away day where she received positive feedback in terms of the lessons that can be learned from the NCG journey, from FE generally, and about the potential futures open to UK HE, including collaboration and group formation for some universities.
- The CEO met with one of the Board members from JISC about how financial services as an industry might become more willing to open its doors for those learners that come through college routes rather than university routes and in turn how colleges could provide support.
- The Board received confirmation that the DfE had reviewed NCG's apprenticeship performance for 2023/24 and noted the apprenticeship QAR was on track, in line with the thresholds outlined in the apprenticeship training provider accountability framework updated in November 2024. The CEO recognised the positive position was testament to the Executive Director of Quality and his team.

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

- In reference to the CEO's meeting with the JISC Board member, the Chair advised that he and the Principal of Newcastle College had met earlier in the day with the Chair of Newcastle Building Society to discuss potential initiatives to get individuals from lower social economic groups into financial occupations, given the current barriers, which also applied across other sectors. It was noted that the Newcastle Sixth Form College Board had discussed the challenges of gaining work experience placements for students within specific sectors. A Governor from the financial sector confirmed the challenges and the limited options available to students to gain work experience within his own organisation.
- Any forthcoming initiatives/ideas from the discussions held with Newcastle Building Society could potentially be rolled out across the colleges.

3. Strategic Deep Dives

3.1 NCG Strategy Refresh Update

The Board received the NCG Strategy Refresh Update from the CEO and Executive Principal (Curriculum) and noted the key points as follows:

- The revised Strategy 'Towards 2030' continues to be rolled out across NCG with each college having the opportunity to discuss their updated local college strategy alongside the NCG strategy. NCG's vision, mission and purpose remain unchanged, however the strategy is now underpinned by 12 strategic objectives which will support delivery.
- The CEO and Executive Principal (Curriculum) are in the process of visiting all the colleges to hold discussions on the refreshed Strategy towards 2030 and how it aligns to their local college strategies. The roadshows are being well attended – with almost 400 colleagues present online at one of the Newcastle sessions. An online session for Professional Services colleagues also took place which was well received.
- The College strategies will be presented to the Corporation Board in July for approval.

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

- Members were pleased to note the Strategy had been well-received by colleagues with a marked shift in cultural attitudes noted in recent years and agreed the roadshows demonstrated good practice, particularly in light of the size of NCG.

3.2 NCG Developments

This item was discussed under a confidential minute.

4. Items for Approval

4.1 Newcastle Heat Network

Meeting Note: The Director of Estates joined the meeting for this item only.

The Board received the Newcastle Heat Network proposal report from the Director of Estates and noted the key points as follows:

- The proposal was reviewed and endorsed by the Finance & Resources Committee at its meeting of 1 May 2025.
- The Tribe report and associated supporting documents clearly set out the due diligence undertaken across all aspects and the implications of NCG connecting to the Newcastle Helix District Energy Network (HDEN). The documents set out the associated risks and mitigations, undertaking a comparison with a business-as-usual scenario.
- The Board noted the main case for connecting to the HDEN for NCG are the benefits gained from an operational, financial and strategic perspective. In addition, there is a clear drive from Government and through legislation to increase the number of heat networks and connections (domestic and commercial) to provide more sustainable and affordable energy.
- The Board was advised that NCG had previously approached the DfE for assurance and they had confirmed that the proposal was not considered novel, contentious or repercussive.
- Assurance was provided that the Director of Legal & Contracts had reviewed the proposal and confirmed that it was value for money in terms of the managing the public money framework.

- The Board noted that should the proposal be approved, there is a legal requirement for approval to be granted to draw up a Deed of Easement which will allow Newcastle City Council to make connections into the NCG buildings.

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

- A member reported that he had previous experience of a heat network that went down and the key challenge had been around the lack of end-user control around when the power would be back on stream and queried whether there were appropriate service level agreements in place with the operator to ensure NCG was not put in a similar position. In response to the query, the Director of Estates advised that the scrutiny undertaken on the proposal and associated contract by NCG experts in the finance and legal teams had enabled the estates team to challenge Newcastle City Council and its legal provider and assured there were robust legal measures and controls in place to address any disruption to the power supply.

Decision CB D184: The Corporation Board approved the proposal to connect to the Newcastle Helix District Energy Network (HDEN) and entering into the associated Connection and Supply Agreements.

Decision CB D185: The Corporation Board approved the Deed of Easement relating to the Newcastle Helix District Energy Network.

4.2 2025-26 Accountability Statement

The Board received the 2025-26 NCG Accountability Statement incorporating the individual college accountability statements from the Executive Principal (Curriculum) and noted the key points as follows:

- NCG is required to submit an Accountability Statement for 2025/26 to DfE for approval.
- Approval of the Accountability Statement is required to receive the DfE funding agreement.
- Updated guidance on Accountability Statements was provided in February 2025. It did not materially change the requirements other than removing the requirement for College Groups to have local accountability statements for its colleges, however as approved by Corporation on 25 March 2025, NCG will continue to produce local College-specific Accountability Statements.
- College Boards will continue to receive progress reports against the objectives specified within their accountability statement as a key means of ensuring that the College is meeting its Local Needs Duty.
- In total, there are 37 objectives for the colleges identified for 2025/26 as well as 3 over-arching NCG objectives. The 3 NCG objectives relate to SEND learners, a Learner Data Academy and initiatives to recruit and retain staff to teach and work in FE.

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

- The Board noted the change in emphasis from the DfE in relation to Accountability Statements and that they are becoming an area of focus and challenge at the annual strategic conversation.

Decision ARC D186: The Board approved the NCG 2025-26 Accountability Statement Objectives.

4.3 2025-26 Capital Plan

The Board received the Capital Plan for 2025-26 from the Chief Finance Officer and noted the key points as follows:

- The paper set out the NCG planned capital expenditure for the 2025/26 financial year, including identified funding sources.
- The Capital Plan was reviewed and endorsed by the Finance & Resources Committee at its meeting of 1 May 2025.
- The Finance team has worked closely with colleagues within the Curriculum, IT and Estates teams to prepare the proposed 2025/26 Capital Budget, utilising a combination of EBITDA reinvestment, grant funding and disposal proceeds.
- Internal governance procedures in relation to capital investment, including a review by the Capital Panel, have been followed to ensure investment is appropriately targeted and aligned to strategic goals.
- The Board noted the Capital Plan is being presented for approval prior to the 2025-26 Budget due to long lead-in times and/or the plan including works which need to be completed over the summer period, which would be challenging if the Plan was approved alongside the Budget at the Corporation Board meeting in July.

Decision CB D187: The Board approved the 2025-26 Capital Plan.

4.4 Policies for Approval

The Board received the following Policies:

- **Complaints Policy** - This policy has received a comprehensive review, and key changes include the removal of compliments; vexatious/malicious complaints provided for; timelines for submitting and appealing a complaint added; explicit criteria for appeal added; timeline for responding to stage 1 complaints extended from 15 to 20 days; group complaints and third-party complaints also provided for and reporting to principalships, Group exec and Corporation are also now provided for.
- **Whistleblowing & Disclosure Policy** - This policy received a comprehensive review, and key changes included changing the investigation process whereby matter is referred to CEG to agree and assign an investigator and an internal appeal process added. The policy was also shared with the Audit & Risk Committee for review and comment prior to Corporation Board approval.
- **Code of Conduct** - This policy received a minor dynamic update in order to refer to employers' obligations around promoting a positive and inclusive culture where sexual harassment is not tolerated.

- **FE Fees Policy** – The FE Fees Policy was previously an overarching policy supported by individual College policies which provided specific details. This has now been updated to a detailed policy specifying the standardised rules and procedures that all colleges should follow in line with published funding guidance. Also, regional variances in funding rates and principles have been accounted for and are captured in the annex tables. The need for local college fees policies has therefore been removed. Further changes to the Fees Policy are limited to the updating and alignment of funding values and principles to reflect the latest DfE guidance.
- **Grievance Policy** This policy received minor updates including an insertion to say how information used will be communicated in the formal meeting and updates to SPH job titles and additional clarity around the reporting of grievances relating to the Chair and Independent Governors.

The Board, having noted the key changes to the documents, queried the following:

- Referring to the Whistleblowing & Disclosure Policy a member queried whether there was any specific requirement within the OfS Conditions of Registration to report whistleblowing cases. In response, the Director of Governance informed that whistleblowing cases were reported to the Audit & Risk Committee and within the DfE Regulatory Audit but agreed to review the OfS Conditions of Registration to ensure NCG was compliant in its whistleblowing reporting.

Action CB A57: The Director of Governance to investigate the OfS Conditions of Registration to ensure NCG was compliant in its whistleblowing reporting.

Decision CB D188: The Board approved the Complaints Policy.

Decision CB D189: The Board approved the Whistleblowing & Disclosure Policy.

Decision CB D190: The Board approved the Code of Conduct.

Decision CB D191: The Board approved the FE Fees Policy.

Decision CB D192: The Board approved the Grievance Policy.

5. Items for Assurance

5.1 Quality and Performance Report

The Board received the Quality and Performance report from the Executive Director of Quality and noted the key points as follows:

- Exam season is underway across all colleges. Members noted that approximately 7000 students will be sitting GCSE maths and English across all colleges.
- The Board noted the increase in the number of students with special access requirements and the additional pressure this creates on building capacity, curriculum delivery and budgets, where additional space has to be rented to accommodate.

- In referring to the Quality Scorecard, the Executive Director informed that a more visual version was being developed and would be presented to the Corporation once finalised.

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

- In reference to the point made around the increase in the number of students with special access requirements and the additional pressures this created, the Chair queried whether the associated financial cost was known. The Chief Finance Officer (CFO) advised that she would explore and report back.

Action CB A58: The Chief Finance Officer agreed to investigate the annual cost to NCG to provide special access requirements during exam periods.

5.2 Report on Financial Health & Operations

The Board received the report on Financial Health & Operations from the CFO and noted the following key points:

- The report was accompanied by the P9 management accounts.
- The accounts compare to the Q2 forecast which was completed in March and the final position reported at the last Board meeting. The full year forecast is in line with the original budget of £5.8m EBITDA and £0.2m favourable to the Q1 forecast.
- NCG recently received an additional £1m of funding from the DfE as part of the one-off post-16 grant funding package for colleges announced last October, worth £300 million in total. Ministers announced in January that approximately £50 million would be made available in 2024/25 with the remaining £250m to go towards a 3.78 per cent increase to the 16-19 funding rate in 2025-26.
- It was noted that an announcement on National Insurance funding is awaited.
- The process of re-procuring the energy contract for the Group has commenced. Tribe Energy is supporting with the work and is currently working through best value options from the market. An update will be shared with the Board once known.
- The 2025-26 Budget will be presented to the Finance & Resources Committee in July before being presented to the Corporation Board for approval at its July meeting.

5.3 Corporation Matters

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

- The recent FE Commissioner Investigation report into Weston College had identified serious governance failures with lessons to be learned for all colleges. The Board noted that the leadership and governance shortcomings uncovered will likely lead to additional scrutiny of college governance arrangements, in particular the controls around the determination and reporting of senior post-holder (SPH) remuneration. A report on SPH remuneration has been prepared for the Appraisal & Remuneration Committee and the detail of the Weston Report will be discussed at the next meeting with any recommendations to be referred to the Corporation thereafter.

- NCG continues to work through the implications of the recent Supreme Court ruling on biological sex, to ensure that no student or staff member feels marginalised as a consequence. Policies and training will be updated upon the finalisation of guidance from the Equality and Human Rights Commission.
- The Department for Education (DfE) has issued updated guidance to assist FE colleges and academy trusts with managing novel, contentious, and repercussive (NCR) transactions, following their reclassification as central government bodies. The guidance aligns with the principles outlined in HM Treasury's *Managing Public Money*.
- There has been one electronic vote since the Corporation last met - *Decision CBD 183: The Board approved the appointments of Jon Ridley and Christian Thersby as the Principals of Newcastle and West Lancashire Colleges respectively*.
- The company seal has been used on seven occasions since the last meeting.
- The 2025/26 meeting schedule has been agreed and diary invites for all meetings have been issued.

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

- The Board referred to the recent announcement that the Labour Party had postponed its annual Women's Conference in the wake of the advice following last month's Supreme Court ruling that the legal definition of a woman is based on biological sex. The Board noted the ruling brought challenges but was confident NCG was able to provide colleagues and students with the facilities and support they required.
- The Board noted the tension between fostering innovation and commercial activities while complying with the novel, contentious and repercussive requirements as set out by the DfE.

5.4 Committee Assurance and Escalation Reports and Minutes

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

- Finance & Resources Committee – 1 May 2025

5.5 College Board Assurance and Escalation Reports

The Board received the College Board Assurance and Escalation Report from the recent meeting:

- Carlisle College Board – 21 March 2025

6. Minutes and Action Register

6.1 Minutes of Previous Meeting – 24 March 2025

Decision: CB D193: The Board reviewed and approved the minutes of the Corporation Board meeting held on 24 March 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 no open actions which were due for updates at this meeting.

7. Closing Items

7.1 Meeting Evaluation

Independent Governor Louise Humpish and the CEO provided their reflections on the meeting:

- There had been some very good discussions, with lots of independent questioning.
- The breadth of comments from independent colleagues will lead to further review of some of the plans.
- The hybrid meeting experience worked well and did not restrict members involvement.
- The meeting had been insightful, with well-prepared reports and briefings.
- There was a good demonstration of the ongoing engagement across colleges.
- The breath of the NCG networks was evident throughout the meeting.

7.2 AOB

The Chairman referred to the fact it was Independent Governor Shirley Atkinson's final Board meeting and thanked her for the significant contribution she had made to NCG over her time in office, noting she would be greatly missed.

7.3 Date and Time of Next Meeting

The next meeting of the Corporation Board will take place in person on Tuesday 15 July 2025 at 9am in Rye Hill House.