

Minutes

Full Corporation

Governance 2024-2025

Date	08/07/2025	
Time	17:30 - 19:30	
Location	Uxbridge Campus, Park Road, Uxbridge, Middlesex UB8 1NQ	
Governors:	Nick Davies Susan Kingman Nasim Khan Simon Boulcott Amanda Priem Sujit Reddy Vincent Neate Paul Miller Mike Sutcliffe Jo Swindells Sofia Barbosa-Boucas Jenny McLaughlin Mel Nebhrajani Divya Menon Grant Cooper	Chair Vice-Chair Vice-Chair Governor Governor Governor Governor Governor Governor Governor Governor Governor Governor Governor Governor
	Keith Smith Alasdair MacLeod	Ex-Officio, CEO Co-opted Advisor
Staff Governors:	Cherry Horton-Edwards Gary May Tieran Morton Eduard Niga	Uxbridge Campus Uxbridge Campus Richmond Campus Harrow Campus
Student Governors:	Holly Taylor	Hayes Campus
Officers:	Dylan McTaggart Tim Hulme Shane Woodhatch Alex Denley Julie Amory Gavin Hughes Clive Hodge Jo Withers Anil Pujara	Group Principal Chief Operating Officer Chief Financial Officer Chief Technology Officer Chief People Officer Principal, Richmond Campus Principal, Harrow Campus Chief of Business Transformation Head of Internal Audit
Absent	Mario Michaelides Sandeep Kutty Niran Mothada	
Clerk	Clare Mitchell	Interim Director of Governance
Note Taker	Nataliia Tymkiv	

1 - General disclaimer statement at start of meeting:

The meeting was being recorded for minuting purposes and saved securely in line with GDPR requirements. No objections were raised.

1.1 Appointment of the Clerk

The Chair recommended the appointment of Clare Mitchell as Clerk to the Governing Body in her role as Interim Director of Governance at HRUC.

RESOLUTION: The Corporation resolved to appoint Clare Mitchell as Clerk to the Governing Body in her role as Interim Director of Governance at HRUC.

CM was not present at the meeting when this decision was taken.

2 - New Co-opted Governor

SB recommended the appointment of Sandeep Kutty as a new co-opted governor. SB provided a brief overview of Sandeep's skills and experience. Sandeep would join the Audit and Risk Committee.

RESOLUTION: The Corporation approved the appointment of Sandeep Kutty as a co-opted Governor for a one year term from 8 July 2025 to 7 July 2026.

2.1 - Vote on the Governing Body Structure 2025/26

The Chair noted that there were a number of changes in 2025/26. SB and Nasim Khan (NK) as two Governors would complete terms of office at the end of July 2025. The changes included the appointment of Vincent Neate as one of the two Vice-Chairs, replacing Nasim Khan.

RESOLUTION: The Corporation approved the Governing Body structure for 2025/26

2.2 - Link and Full Governor Appointments

The Chair of the Governing Body noted that key link governor roles for health and safety and safeguarding would become vacant at the end of July 2025 and proposed that Grant Cooper take on the role of link governor for health and safety. Niran Mothada was considering taking on the role of link governor for safeguarding.

RESOLUTION: The Corporation approved the appointment of Grant Cooper as the Link Governor for Health and Safety

The Chair also recommended that Niran Mothada and Grant Cooper, who would both be Committee Vice-Chairs in 2025/26, were appointed as full Governors on a four year term of office.

RESOLUTION: The Corporation approved the appointment of Niran Mothada and Grant Cooper as full Governors on a four year term of office from 8 July 2025

GC was not present at the meeting when this decision was taken.

3 - Apologies for absence

Apologies for absence were received from Niran Mothada, Mario Michaelides, and Sandeep Kutty. Their absence was noted, and the meeting proceeded with the remaining members. Sofia Barbosa-Boucas would be late to the meeting.

The following members attend the meeting online: Alasdair MacLeod, Amanda Priem, Mike Sutcliffe and Sofia Barbosa-Boucas (from 6.40pm).

4 - Declarations of Interest

CM declared an interest in item 1.1 and was not present when this item was discussed. NM and GC declared an interest in item 2.2 and were not present when this item was discussed.

5 - Confidential minutes of the last meeting dated 13 May 2025

The minutes from the previous meeting held on 13 May 2025 were discussed as part of the confidential items (agenda item 13). See separate confidential minutes of this meeting.

6 - Actions from last meeting

The actions from the last meeting were reviewed. The Chair reported that he had asked CM to review the updates on actions from previous meetings to check for accuracy/completion. The action from 13 May 2025 meeting relating to the Corporation Code of Conduct was being taken forward by CM.

ACTION 1: Review updates on actions from previous meetings to check for accuracy/completion - CM

7 - Decisions between meetings

The Chair reported that the Accountability Agreement for 2025/26 had been approved at the Chairs' Committee meeting on 23 June 2025. He thanked those Governors who had provided input into the development of what was now a very comprehensive document. JW confirmed that the document had been submitted to the DfE by the 30 June 2025 deadline and published on the HRUC website

8 - CEO Update

KS thanked staff for their hard work over a busy year which had included a successful Ofsted inspection and unprecedented student growth. Applications for enrolment in 2025/26 were up 60% on 2024/25 primarily for 16-18 year olds. An online enrolment process was being introduced on a phased basis from this year onwards. Robust controls would be put in place to limit the impact of additional unfunded students on student experience and outcomes and HRUC's finances. The Executive would be monitoring enrolments daily and KS would provide regular updates to Governors. MS asked that the Executive keep the curriculum strategy in mind when enrolling additional students and creating new classes.

Action 2: Regular updates on 2025/26 enrolment numbers to be provided to Governors – KS/CM

The CEO updated Governors on the very well attended staff wellbeing day at the Uxbridge Campus and the successful gala dinner for the National Innovation Challenge Awards. HRUC was also bringing together a collaboration of Colleges to lead on the development of AI within the FE sector.

KS thanked Alastair Mullins for his contribution to HRUC's work with Pearson, with the aim of piloting a new modular delivery programme for L2 English and Maths at the Uxbridge Campus.

KS reported that he would Chair the West London Principals' Group from September 2025 and would join the Board of Brunel University from the same date.

9 - Update from Committee Chairs

9.1 - Audit & Risk

Vincent Neate provided a verbal update following the Audit and Risk Committee meeting on 25 June 2025. The Committee had reviewed a number of proposals on internal audit and risk management from the new Head of Internal Audit, which were recommended to the Corporation for approval at this meeting.

The Committee had discussed the outcome of the external audit tender process. This was a separate agenda item.

9.2 - Finance & Resources

Sujit Reddy provided a verbal update following the Finance and Resources Committee meeting on 27 June 2025. The Committee had focused on the revised forecast for 2024/25. A deficit of approximately £700K was now expected at year end. This had not been anticipated and had only recently come to light. Discretionary non pay expenditure would be tightly controlled for the remainder of the financial year with the aim of further reducing the deficit.

The deficit was a result of issues with forecasting, unbudgeted expenditure in areas such as security, health and safety and consultancy and increased reliance on more expensive agency staff because of the exceptionally high growth in student numbers. The College had also received less funding for in year growth than in previous years.

The budget for 2025/26 included an additional £14.8m of DfE funding for 16-18 students based on 2024/25 student numbers. The focus in 2025/26 would need to be on managing costs and reducing agency spend.

9.3 - Curriculum Strategy & Quality Enhancement (CSQE)

Mike Sutcliffe provided a verbal update on CSQE Committee meeting on 26 June 2025. The Committee had discussed a revised draft of the Curriculum Strategy which was a separate item on the agenda and was recommended to the Board for approval. The Committee had raised concerns about the management of risk in terms of the implementation of the strategy and this was being taken forward through the development of a detailed timeline and resourcing plan.

9.4 - Search, Governance & Remuneration

Simon Boulcott provided a verbal update on the Search, Governance, and Remuneration Committee meeting on 2 July 2025. The Committee had reviewed the structure of the governing body and its committees for

2025/26 and meeting dates for 2025/26. Individual governor reviews with the Chair would take place over the summer.

9.5 - Strategic Transformation

Nasim Khan provided a verbal update on the Strategic Transformation Committee meeting on 4 July 2025. The Committee had reviewed the apprenticeship growth plan; this work was still in progress. The Committee had also discussed the WLIoT and its future direction and received an update on the partnership with MIT and the National Innovation Challenge awards.

9.6 - Student Shadow Board

Holly Taylor provided an update from the Student Shadow Board. Students had been asked for feedback on HRUC's catering services prior to changes being made. Student feedback had emphasised the need for catering to be inclusive, affordable and sustainable. There would be further discussions with students on the catering services in 2025/26.

10 - For Governing Body Approval

10.1 - Business Plan 2025/26

SW presented the Business Plan (BP) for 2025/26. Lessons had been learnt from the 2024/25 business planning cycle. The significant growth in student numbers and the associated costs had not been fully factored into the budget for 2024/25. This had been compounded by the DfE's decision to fund only £1.6m of HRUC's £3.2m claim for in year growth.

The BP for 2025/26 was expected to deliver a surplus result of £4.6 million and see a return to an outstanding financial health rating. The Corporation discussed the income and expenditure assumptions on which the BP for 2025/26 was based. In the light of 2024/25, the assumptions on income were very prudent. The budget included a 4% increase in staff pay but the decision on the 2025/26 staff pay increase would need to be taken in the autumn term following enrolment and discussions with unions. Further efficiency savings of c £1.5 million were needed to maintain staff costs as a percentage of income at around 66%.

To reduce risk, the 2025/26 BP assumed a growth in revenues of 3% whereas staff costs assumed a growth of 6% in student numbers. As such, a growth in 16-18 of 6% could be accommodated. Any increase above that could result in budgeted costs being insufficient unless the incremental rise in students did not give rise to additional staff or facility costs etc. As such, management would need to seek Corporation approval if the BP was likely to be impacted by exceeding the 6% increase in students. KS confirmed that the budget for 2025/26 did include some contingency e.g. for unforeseen estates costs.

KS assured the Corporation that once the BP was approved a formal control mechanism would be put in place to ensure that spend limits were adhered to. Any changes would require approval through KS and the Finance and Resources Committee. The Executive Team would meet monthly to review spend against the budget monthly and regular assurance would be provided to the Finance and Resources Committee.

ACTION 3: Regular assurances on spending against budget to be provided to the Finance and Resources Committee – SW/KS

In response to a challenge about how staff costs would be controlled, KS explained that decisions on recruitment to individual vacancies and whether agency staff could be used would be taken centrally, either by JA or delegated to TH for corporate services staff and DM for academic staff. The BP assumed that agency staffing would be at 12% in 2025/26 but this was a prudent assumption and KS expected that actual agency use would be lower.

The Corporation recognised that recruitment and retention of staff was an issue across the FE sector and asked how this was being addressed. KS explained that a consultant was currently working on HRUC's reward package reviewing both financial and non-financial benefits and how to attract staff into hard to fill roles. Using industry experts to teach on courses and HRUC training its own teachers were also options but would take time.

The BP included capital expenditure of £17.4m, which would be funded from HRUC's cash reserves. However, HRUC would receive a grant of £4.5m for condition funding in June 2025. SW proposed that this should be used to continue to deliver project ambition on its original two year timeline, while protecting HRUC's minimum cash reserve position of 90 days cash in hand. Delivering to a two year timeline would reduce the risk of contract penalties and increased costs driven by inflation.

Governors expressed concerns about this proposal and asked for assurance that this was permissible within the terms of the DfE grant agreement. SR noted that this had not been discussed at the Finance and Resources Committee. The capital expenditure for project ambition had been phased over three years in the proposals presented to the Committee. Further discussions on the 25/26 capital expenditure were required before this aspect of the BP could be approved. As such, at this meeting, it was proposed to only approve the income statement, pending a further review of the capital expenditure plan.

RESOLUTION: The Corporation approved the income statement as set out in the Business Plan for 2025/26 but withheld approval of the balance sheet until a further review had been carried out on the proposed capital expenditure for 2025/26

ACTION 4: Review the 2025/26 capital expenditure budget and present revised proposals for approval- SR/KS/SW

The Corporation queried the implications of the reduction in HRUC's financial health rating from outstanding to good at the end of 2024/25. KS indicated that this would have no formal implications. HRUC was still in a very strong position financially in terms of its cash balances. KS would inform the DfE of the expected year end deficit and the reasons for this.

10.2 - Curriculum Strategy 2025/30

MS introduced the Curriculum Strategy for 2025/30 noting that following the Ofsted inspection in October 2024, the Curriculum and Quality Committee had changed its name to the CSQE, and its focus had become forward looking. MS thanked DM and Governors for their work on the development of the strategy. The curriculum strategy was recommended for approval subject to the development of a detailed timeline and resourcing plan.

DM outlined the strategy, which was based on growth and transformation; prioritising sector investment and growth, using the curriculum decision rules within the strategy to grow areas of strength and rationalise others, transforming adult delivery into a single, cohesive offer and enhancing STEM provision and clarifying the IOT's purpose.

The Corporation queried the impact of the curriculum strategy on the 2025/26 BP. DM confirmed that the demographic data underpinning the curriculum strategy had been used to inform the people and place elements of the BP. The adult offer was discussed. Concerns were raised about whether HRUC would continue to offer courses for lower level adult students under the new strategy. Assurance was provided that lower level courses would continue though the adult skills funding, but there was no additional funding available to grow provision in this area. HRUC was also hoping to be able to offer bootcamps through Job Centre Plus.

SK noted that courses in some of the growth areas, e.g. STEM, were more expensive to deliver and asked if this had been factored in. This had been considered in terms of numbers of teaching staff and there would be a review of how existing classrooms were used.

GM commented on the emphasis on adult STEM provision within the strategy and queried whether this would impact on STEM provision in other areas. DM explained that STEM provision for 16-18 year olds would also be a growth area. The development of the adult delivery offer in this area would not be at the expense of investment in 16-18 STEM.

RESOLUTION: The Corporation approved the Curriculum Strategy 2025/30 subject to the development of a detailed timeline and resourcing plan

10.3 - Apprenticeship Growth Plan

JW reported that the plan presented to the Strategic Transformation Committee on 4 July 2025 would be refined and the underpinning cost and savings data would be reviewed by the Committee. The plan centered on centralising and commercialising the apprenticeship function. The growth model focused on business as usual sectors, new sectors, technical apprenticeships, and business/professional services apprenticeships. The latter would be the primary driver for growth due to its scalability and repeatability and would offset delivery of apprenticeships in more expensive areas like STEM. PM noted that the plan needed to be clear about the growth ambition as well as focusing on improving the efficiency of the current provision. A revised

growth plan would be discussed at the next meeting of the Strategic Transformation Committee and presented to the Corporation for approval.

ACTION 5: Revised Apprenticeship Growth Plan to be discussed at the next meeting of the Strategic Transformation Committee and presented to the Corporation for approval - JW

10.4 - Risk Management

TH introduced the risk management governance framework, risk management policy, risk appetite and risk register, all of which had been drafted by the Head of Internal Audit and reviewed by the Audit and Risk Committee.

RESOLUTION: The Corporation approved the Risk Management Governance Framework and the Risk Management Policy

The draft College risk appetite statement presented to the Corporation had been reviewed by the Audit and Risk Committee. TH reported that four further risk categories had been identified subsequently, which had not yet been discussed.

KS emphasised that as Accounting Officer he, along with the Corporation, had a role in setting the organisation's risk appetite. As Accounting Officer he was accountable to Parliament for the proper use of public funds. KS identified a number of areas where his risk tolerance as AO was lower. However, there were other areas, e.g. innovation, where his risk tolerance was potentially higher. The Corporation discussed how the differences in risk tolerance could be resolved, noting that risk appetite was not static and could change depending on circumstances and any advice received.

RESOLUTION: The Corporation agreed that HRUC's risk appetite would be as set by the Accounting Officer, managed and communicated by the College Risk Management Group (CRMG) and overseen by the Audit and Risk Committee and the Corporation.

The Corporation had no comments on the terms of reference of the proposed CRMG. This would be an Executive Committee rather than a Committee of the Corporation. The CRMG would provide College-wide oversight, coordination, and governance of risk management at Executive level, report to EMT and the Audit and Risk Committee, which would in turn report on risk to the Board. The role of CRMG was to help manage and contextualise and drive the risk culture but not to set risk appetite.

The Corporation reviewed the proposed risk register template and associated guidance. AP confirmed that risk management was currently a manual process, but this would be kept under review.

RESOLUTION: The Corporation approved the risk register template and scoring criteria, the suggested examples of risk mitigation actions and monitoring arrangements and the strategic risk register monitoring dashboard

10.5 - Health and Safety 2025/26

TH provided an update on the work that had been taking place to review, improve and consolidate health and safety across HRUC. As part of this work, a tender exercise had taken place for an external provider to provide strategic and operational health and safety services and to act as the College's Competent Person and Radiation Adviser, which were statutory requirements. EMT had selected Plumsun as its preferred provider. TH stated that although Plumsun would take on the role of Competent Person, this would not discharge all of the Corporation's responsibilities for health and safety. The Corporation discussed the proposal from Plumsun. In response to a query, TH confirmed that staff from Plumsun would be onsite weekly. HRUC had been working with Plumsun in a more limited capacity in 2024/25 and relationships with staff were good. KPIs would be set to measure the effectiveness of the service provided and Plumsun would provide an annual health and safety report to the Corporation. The Corporation emphasised the need to measure whether Plumsun's support resulted in improvements the development of a strong health and safety culture within the organisation.

The Corporation asked for assurance that full due diligence had taken place. TH confirmed that this was the case.

RESOLUTION: The Corporation approved the appointment of Plumsun to provide strategic and operational health and safety services and to act as the Competent Person and Radiation Adviser

The Corporation asked for assurance that robust risk assessments were in place for trips and external visits involving students. TH explained that Plumsun were currently working with HRUC on this area and were providing excellent support both in terms of risk assessments as well as access to advice if there were any unexpected issues during the trip/visit.

10.6 - Appointment of External Auditors

SW explained that as the current External Auditors had been in place for five years, the College had followed best practice and gone out to tender for its external audit services from 2025/26. However, since the procurement exercise had taken place changes to key personnel in the Finance team at HRUC meant that changing external auditors when the external audit for the 2024/25 academic year was imminent was considered too high risk. Following legal advice, the current procurement exercise would be abandoned and re-run with the new contract starting in the 2026/27 academic year.

RESOLUTION: The Corporation approved the decision to re-run the tender for external audit services to start in 2026/27 and approved the appointment of Cooper Parry as the external auditor for the academic year 2025/26

10.7 - Governing Body 2025/26 Meeting Dates

The meeting dates for the Governing Body for 2025/26 were presented and reviewed. CM reported that some of the Committee meeting dates in November 2025 were being rescheduled to fit in with the business cycle.

RESOLUTION: The Corporation approved the meeting dates for 2025/26 subject to rescheduling some of the Committee meeting dates in November 2025

10.8 - Governing Body Annual Cycle of Business 2025/26

The Chair reported that the annual cycle of business was being reviewed by CM and would be updated during the Summer holidays. CM would also be reviewing the implementation of the actions from the external governance review.

ACTION 6: Annual cycle of business to be reviewed over the summer - CM

ACTION 7: Review of the implementation of the recommendations from the external governance review - CM

11 - Policies for Approval

11.1 - Equality, Diversity & Inclusion Policy

JA reported that there were a number of minor amendments to the policy, plus two additional sections on freedom of expression and a statement on religious diversity.

RESOLUTION: The Corporation approved the revised Equality, Diversity and Inclusion Policy

11.2 - Reserves Policy

SW reported that the Reserves Policy had been reviewed by the Finance and Resources Committee and was recommended for approval. The Corporation asked for figures to be included in Table 1.

RESOLUTION: The Corporation approved the revised Reserves Policy subject to the inclusion of figures in Table 1

ACTION 8: Figures to be included in Table 1 in the Reserves Policy - SW

11.3 - Corporation Modern Slavery & Human Trafficking Statement 2025

Governors had had the opportunity to comment on the Corporation Modern Slavery & Human Trafficking Statement for 2025 ahead of the meeting and amendments had been made.

RESOLUTION: The Corporation approved the Modern Slavery and Human Trafficking Statement 2025 for signature by the Chair

12 - For Information

12.1 - Office for Students Update

The Corporation noted the report and HRUC's level of compliance with the OfS conditions of registration.

13 - Confidential

The meeting entered a confidential session, with the Executive Team, Staff, and Student Governors required to leave. See separate confidential minutes for details.

14 - Any Other Business (AoB)

The Chair noted that this was Alasdair MacLeod's last meeting as a co-opted adviser to the Corporation and thanked him for his contribution both as an adviser during 2024/25 and previously as a Governor.

The Chair also thanked Simon Boulcott and Nasim Khan who were stepping down as Governors for their contributions over many years. The Chair made a short speech and there was a presentation to both Governors.

15 - Dates of the next meetings - 2025/26

The dates for the next meetings in 2025/26 were confirmed. The meetings will be held on:

- Tue 07/10/25, 5:30 - 7:30 p.m. @ Uxbridge College
- Tue 16/12/25, 5:30 - 7:30 p.m. @ Richmond College
- Tue 17/03/26, 5:30 - 7:30 p.m. @ Harrow College
- Tue 12/05/26, 5:30 - 7:30 p.m. @ Richmond College
- Tue 07/07/26, 5:30 - 7:30 p.m. @ Uxbridge College.