

Date	16/12/2025	
Time	17:30 - 19:30	
Location	Richmond upon Thames College, Langhorn Drive, Twickenham, TW2	
Governors	Susan Kingman Vincent Neate Sujit Reddy Mario Michaelides (online) Paul Miller Mike Sutcliffe Jo Swindells Jenny McLaughlin Mel Nebhrajani (online) Niran Mothada Divya Menon Grant Cooper Sandeep Kutty (online)	Acting Chair Vice-Chair
Staff Governor	Cherry Horton-Edwards	
Student Governors	Mohammad Barakat Sidrah Esaf	
	Keith Smith	CEO, Ex-Officio
Officers	Dylan McTaggart Tim Hulme Alex Denley Gavin Hughes Clive Hodge Shane Woodhatch (online) Jo Withers Julie Atkins (part meeting)  Julie Amory (part meeting)	Group Executive Principal Chief Operating Officer Chief Technology Officer Richmond College Principal Harrow College Principal Chief Financial Officer Chief of Business Strategy Head of Talent Acquisition and Immigration Chief People Officer
Absent	Amanda Priem Paul Miller Sofia Barbosa-Boucas Tieran Morton Gary May Eduard Niga	Governor Governor Governor Staff Governor Staff Governor Staff Governor
Clerk	Clare Mitchell	Interim Director of Governance
Note Taker	Nataliia Tymkiv	

## Minutes

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### **1 - General disclaimer at the start of the meeting**

The meeting was recorded for minuting purposes. No objections were raised.

## **2 - Apologies**

Apologies were received from Paul Miller, Tieran Morton, Amanda Priem, Gary May and Yomi Okunola (CFO).

The acting Chair reported that more would be known about when Nick Davies might be able to return to his Chair role towards the end of January 2026. The Governors wished him well.

## **3 - Declarations of interest**

The Committee invited declarations of interest. No interests were declared in relation to items on the agenda.

## **4 - Minutes of the meeting held on 7 October 2025**

The minutes of the meeting held on 7 October 2025 were approved as a correct record of the meeting.

**Resolution: The minutes of the Corporation meeting held on 7 October 2025 were accepted as a true and fair record.**

## **5 - Actions from previous meetings**

The Committee received a report on progress against actions from previous meetings. All actions were either completed or ongoing, with updates provided within the action tracker. No questions were raised.

## **6 - Chief Executive's update**

The Chief Executive expressed his thanks to staff for their extraordinary work and support throughout the year. He also thanked Governors for their support and challenge.

An update was provided on Barra Hall, where significant progress had been made over recent months to ensure the provision was operationally ready. The formal opening was planned for March 2026 and governors had been invited. The development was a clear statement of HRUC's values and its commitment to the local community, providing high-quality educational support for students with severe and complex needs.

The formal launch of year two of the National Innovation Challenge had taken place at the AoC Conference in Birmingham. This followed the successful first year and the inaugural Innovation Awards. Arrangements would be made for governors to meet the winning students from year one and hear directly about their experiences during their trip to MIT.

**Action: Arrangements to be made for Governors to meet the winners of the first year of the National Innovation Challenge and hear about their experience at MIT**

HRUC continued its system leadership work in AI. The aim was to develop a community of AI leaders within FE and to agree priorities for AI development in the sector. An event was planned for early 2026 which would be the first of its kind. The Executive would be coming to Governors to ask for support to facilitate this work.

**Action: Executive to bring a paper to Governors asking for support to facilitate HRUC's system leadership work in AI**

Progress was reported on innovation in English and maths, including piloting a modular grading approach for maths GCSE. During discussion, Governors asked specifically about attendance for 16–19 learners. It was confirmed that attendance and retention remain strong overall, although variations existed across subjects. Further work was underway to modernise enrolment processes, improve understanding of student motivation earlier in the application stage, and strengthen early intervention to reduce early withdrawal.

Performance against the corporate goals was highlighted. Overall attendance was around 90%. Achievement rates for 2024/25 were expected to be the best on record, reflecting significant year-on-year improvement in student achievement. While these improvements might appear incremental in percentage terms, they represented substantial gains in outcomes. These results would inform the strategy discussions in the new year, including consideration of HRUC's future ambition and positioning, not only within London but at a national level.

Key challenges were also highlighted. Vacancy levels remain high and there were still some hard to recruit posts. Reliance on agency staff remained costly. Further work was required to address these issues.

Lockdown drills had taken place across all sites. The drills had generated important learning, which would be addressed.

The update concluded with progress on the strategic plan refresh. A first draft had been developed and would be discussed at the next meeting of the Strategic Transformation Committee, followed by further discussion with all Governors to agree future priorities and strategic goals.

## **7 - Committee chairs' updates**

### **7.1 - Audit and Risk Committee (A&R)**

Vincent Neate reported that a decision had been taken in 2025 to appoint a Head of Internal Audit within the organisation, to oversee and undertake internal audit activity, working with external providers as required. The postholder had left the organisation and, as an interim measure, the Committee was proposing that an audit firm that had experience of providing internal audit services to the College should be appointed to take forward the approved 2025/26 internal audit plan. Options for the long term provision of internal audit services would be considered by the Committee in January 2026 and taken forward as soon as possible.

#### **Resolution: The Corporation approved the appointment of Validera as HRUC's internal audit service provider from January 2026 on an interim basis**

During discussions, governors asked whether the organisation was now moving to a fully outsourced internal audit model. The Executive responded that the immediate priority was to appoint a fully outsourced internal auditor to ensure continuity and oversight of the audit programme, while further consideration was given to whether the internal coordinating role should be replaced.

The Committee had received an update on the significant work that had been undertaken to improve health and safety arrangements across the organisation. While the majority of areas were fully compliant, it was possible that gaps remained in some areas. Work was ongoing to understand the current position across all sites and to strengthen underlying structures. An audit of health and safety would be included in the internal audit plan for

2025/26. This would take place at the end of February once the baseline position had been established.

**Action: Health and Safety Internal Audit to take place as part of the 2025/26 internal audit plan**

The Corporation was asked to approve the Audit and Risk Committee Annual Report for 2024/25, which had been considered at the joint Finance and Resources and A&R Committee meeting on 3 December 2025.

**Resolution: The Corporation approved the Audit and Risk Committee Annual Report for 2024/25.**

**7.2 - Finance and Resources Committee (F&R)**

Sujit Reddy provided a report from the F&R Committee meeting on 3 December 2025. The management accounts for the three months ended 31 October 2025 showed a positive variance of around £0.5m. This was mainly due to expenditure being incurred later than planned and lower than budgeted staff costs and was partially offset by lower income in some areas. It was too early in the year to take a view on whether this positive trend would continue.

The reforecast against the 2025/26 budget remained under review. It was anticipated that the position would be clearer in the new year. The format of reporting against the budget had changed from previous years and the Chair would be meeting with the new CFO to align future reporting formats.

The Committee had been informed that the CEO had approved the funding for an IT capital project to enhance cyber security, which was a key risk area for the organisation. The project would be funded from the existing IT capital budget.

The Committee had approved a 4% staff pay increase, 3% consolidated and 1% non-consolidated to be implemented in December 2025 and backdated to 1 August 2025.

The Committee had also received an update on campus security. Proposals were presented to enhance security through a number of measures, including installing knife arches at all campuses, at an estimated cost of approximately £0.25m. The Committee had approved the request for additional funding, noting that higher cash reserves than originally budgeted were expected and that the investment was considered necessary for campus security. A tender process would take place.

During discussion, Governors questioned whether the reported staffing underspends could reasonably be assumed to continue. It was clarified that any apparent staffing underspends should not be treated as genuine savings at this point, as vacancies remained high and reliance on agency staff continued to drive higher costs overall. It was emphasised that salary costs for the full year were still being assessed and that contingencies had been retained due to uncertainty.

Governors also queried whether the security proposals included ongoing staffing and training costs. It was clarified that the figures discussed related primarily to capital costs, and that additional security staffing requirements were minimal and would be met from existing resources.

### **7.3 - Curriculum Strategy and Quality Enhancement (CSQE)**

Mike Sutcliffe provided a report from the CSQE Committee meeting on 4 December 2025. Overall performance across the College group continued to be strong. There had been particularly significant improvements at Richmond Upon Thames College. Staff were commended for their work.

The Committee had reviewed the way in which it operated. The balance between oversight of the curriculum strategy and the Committee's assurance responsibilities would be reviewed as would other aspects of the way in which the Committee operated. The Chair and Vice-Chair would bring proposals back to the Committee at its first meeting in 2026.

There had been positive feedback on the Careers Education, Information and Guidance (CEIAG) annual report presented within the papers. The importance of this work in supporting student progression and transition was emphasised.

The Self-Assessment Report (SAR) for 2024/25 and Quality Ambition Improvement Plan (QAIP) for 2025/26 had been a key focus. Feedback from the Committee had been incorporated into the document presented at this meeting.

### **7.4 - Search, Governance and Remuneration Committee (SGR)**

Jenny McLaughlin provided a report on the SGR Committee meeting held on 21 November 2025. The Committee had reviewed amendments to the governing documents and the Annual Governance Self-Assessment, both of which were included on the agenda and were recommended for Corporation approval. The Committee had also reviewed its terms of reference, which were likewise recommended for approval.

Tracy Stuart, who had been appointed as a co-opted governor in March 2025 and had subsequently stepped back when she took on an interim Assistant Principal role at HRUC, would not be returning to her Governor role and had resigned as of 24 November 2025.

FE Associates had been appointed to run the Chair recruitment process. The role would be advertised from 5 January 2026. Interviews were scheduled to take place on 3 March 2026, with an appointment recommendation due to come to the Corporation at its meeting on 17 March 2026. The recommendation would be to appoint the successful candidate as Chair Designate, with a handover and induction period running from March to July. This transition period would be particularly important should the successful candidate not already be a serving governor.

### **7.5 - Strategic Transformation Committee (STC)**

The Committee had not met since the last Corporation meeting. The Corporation received a written report from Paul Miller as Chair of the Committee. It was noted that the CSQE was now working much more closely with the STC.

### **7.6 - Student Shadow Board**

The Student Governors reported that the SBB had met with the Marketing, Branding and Communications Team to explore digital engagement, the new Student Social Media Ambassador scheme, potential HRUC rebranding, student progression, website/app

experience, enrolment journeys, and open days.

Given the breadth of issues raised by the two Student Governors, the Corporation agreed that further discussion with students would be beneficial.

Later in the meeting, the Corporation questioned the student governors directly about their experience of the role and how effectively the student voice was being heard.

**Action: EMT to follow up with student governors outside the meeting to gather further feedback and report back on any key themes or actions arising**

## **8 - Annual Governance Self-Assessment 2024/25**

The Corporation received the Annual Governance Self-Assessment for 2024/25. The interim Director of Governance reported that FE Colleges were required to undertake an annual governance self-assessment in the years between triennial external governance reviews. The outcome of the self-assessment was included within the statement of corporate governance and internal control, which formed part of the financial statements for 2024/25 presented elsewhere on the agenda.

An assessment of HRUC's compliance with the AoC FE Code of Governance was included as part of the self-assessment and a statement on compliance with this code was also included in the financial statements.

**Resolution: The Corporation approved the statement on the outcome of the Annual Governance Self-Assessment 2024/25 and the statement on compliance with the AoC FE Code of Governance included in the financial statements.**

## **9 - Financial Statements**

### **9.1 - Financial Statements 2024/25**

The Corporation received the Financial Statements for the year ended 31 July 2025. The statements had been reviewed at a joint meeting of the A&R and F&R Committees and were recommended for approval.

The Corporation was advised that the operating surplus for the year was £131k, compared to an original budget surplus of £1.8m. The main drivers for this variance were higher than budgeted numbers of 16-18 year old learners which had resulted in increased costs, particularly staffing/agency costs, lower than expected in year growth funding and higher consultancy spend. There had also been growth in the number of high-needs learners without full funding, with an estimated adverse impact of approximately £0.9m. Cost management actions taken towards the end of the financial year had minimised the deficit.

Key financial ratios were highlighted. Staff costs as a percentage of income were reported at 68.87%, compared to 68.29% in the previous year. EBITDA decreased from 5.44% to 4.08%, reflecting the overall trading position. HRUC's financial health assessment was reported as "good," compared to "outstanding" in the previous year.

The Corporation was given the opportunity to ask questions. No questions were raised in relation to the financial statements.

**Resolution: The Corporation approved the Financial Statements for the year ended 31 July 2025 for signature.**

## **9.2 - Regularity Self-Assessment Questionnaire 2024/25**

The Corporation received the completed Regularity Self-Assessment Questionnaire for the year 2024/25 which had been reviewed at a joint meeting of the A&R and F&R Committees.

The CFO provided assurance that no activities had taken place during the year that required prior approval from the Department for Education. Settlement agreements entered into during the year were in line with Managing Public Money (MPM) guidance. HRUC had not entered into any novel, contentious, or repercussive transactions.

There were no related party transactions requiring disclosure in the financial statements and no incidences of fraud during the year. Bad debt write offs were within the thresholds set out in MPM.

The Corporation was given the opportunity to ask questions. No questions were raised.

**Resolution: The Corporation approved the Regularity Self-Assessment Questionnaire 2024/25 for signature.**

## **9.3 - Letters of Representation on Audit and Regularity**

The Corporation received the Letters of Representation relating to the audit of the financial statements and the regularity audit for the year 2024/25.

These letters formed part of the external audit process to confirm the Corporation's responsibilities for the preparation of the financial statements, the completeness of information provided to the auditors, and compliance with funding and regularity requirements.

**Resolution: The Corporation approved the letters of Representation on Audit and Regularity for signature.**

## **9.4 - External Audit Findings Report 2024/25**

The Corporation received the External Audit Findings Report from Cooper Parry for the year ended 31 July 2025. The External Auditors had presented their report at the joint meeting of the A&R and F&R Committees.

The external auditors had issued an unmodified audit opinion on the financial statements. No audit adjustments were required, and no unadjusted audit differences identified during the audit process.

Key audit risk areas were highlighted, including management override of controls, income recognition, pension liabilities, and related party transactions. No significant issues had been identified in any of these areas.

The Corporation noted the External Audit Findings Report.

## **10 - Self Assessment Report 2024/25 and Quality Ambition Improvement Plan 2025/26**

The Corporation considered the SAR 2024/25 and the QAIP for 2025/26. HRUC continued to make strong progress following its most recent inspection outcome, where provision was

judged to be good overall. Since that time, further improvement has been secured, with performance now assessed as good with outstanding features. HRUC's ambition remained to achieve outstanding (now strong) overall, recognising that the new Ofsted inspection framework sets a higher threshold, with "strong" requiring consistently outstanding performance across all areas.

Overall student achievement was the highest the organisation has achieved. Student progress in English and maths was rated as 1<sup>st</sup> nationally for English and 9<sup>th</sup> for Maths GCSEs. Teaching and learning had also continued to improve since inspection. The Corporation acknowledged that, while performance was not yet perfect, progress was strong and sustained.

Key areas for improvement in 2025/26 included developing the effectiveness of a minority of teachers, improvements in achievement for a minority of 19+ learners, ensuring 100% of students consistently received their enrichment and work experience entitlements, improving attendance at L2 English and maths classes and the performance of high needs students.

The QAIP was not solely focused on addressing weaknesses, but also on strengthening and scaling areas of effective practice. The length of the QAIP reflected the breadth of activity required under the new inspection framework, rather than new or emerging concerns.

During discussion, governors commended the quality and depth of the report and the strong emphasis on student voice throughout. Governors questioned how the staff voice was captured and how frequently staff were surveyed. The Executive explained that two annual staff surveys have been completed, supported by interim pulse surveys. Further work was underway to strengthen staff engagement while avoiding survey fatigue. The outcomes from the most recent staff survey would be shared with Governors.

**Action: Outcomes from the most recent staff survey would be shared with Governors**

Governors also questioned the manageability of the number of improvement actions within the QAIP. The Executive explained that ownership of actions was distributed across internal governance committees and senior leaders. Assurance was provided that actions would be reviewed and escalated where sufficient progress was not achieved.

**Resolution: The Corporation approved the Self-Assessment Report 2024/25 and the Quality Ambition Improvement Plan 2025/26**

**11 - Amendments to HRUC's Governing Documents**

The Corporation received a report on proposed amendments to HRUC's governing documents, presented in response to recommendations arising from the external governance review conducted in 2024. The intention of the changes was to strengthen governance effectiveness, clarify accountability, and address issues identified through the review process. The Corporation was advised that the paper provided focused on the most significant amendments to these documents.

It was proposed that the practice of appointing co-opted Governors and strategic advisers ceased for the reasons set out in the paper. The Chairs' Committee would in future be referred to as the Chairs' Group and would not have decision making powers.

From the next academic year, there would be three student governors and three staff governors. Staff governors would include representation from across the organisation,

including both academic and non-academic roles. Student governors would be drawn from the student presidents across all campuses and would not be restricted to specific colleges.

The maximum number of external governors permitted in the Instrument and Articles would increase from 16 to 19 to support succession planning, including the appointment of a new Chair designate to enable a handover period, with a clear intention to return to the preferred maximum number of 16 through managed succession.

The Standing Orders now clarified governors' terms of office, which had not been explicitly set out in previous documentation. New external governors would be appointed for an initial period of one year. The exception being where a new external governor was appointed with a view to them becoming the Chair of the Corporation.

The Corporation was asked to consider removing clause (7) of the Instrument which prohibited a student governor under the age of 18 from voting on the expenditure of money by the Corporation and where the Corporation, or any of its members, would enter into a contract or incur any debt or liability. This clause was standard in FE College I&As but, following discussions with the Charity Commission, the DfE had advised Boards to amend their I&A so that student governors could vote on all matters. The SGR Committee had considered this issue and was recommending that this clause should be removed. Where a student governor was under the age of 18 any necessary safeguards would be managed operationally.

**Resolution: The Corporation approved the removal of clause (7) of the Instrument which prohibited a student governor under the age of 18 from voting on the expenditure of money by the Corporation and where the Corporation, or any of its members, would enter into a contract or incur any debt or liability.**

The scheme of delegation was now more comprehensive, as recommended by the external reviewer. The delegations reflected those in the Financial Regulations and the amended Committee terms of reference. The decision on the annual staff pay increase had been delegated to the CEO, provided that the increase was no higher than the figure included in annual budget approved by the Corporation.

Three new policies and procedures had been added to the Standing Orders as follows: the Governor Recruitment and Succession Planning Policy, the Procedure for the Removal of members of the Corporation and the Procedure for Handling Complaints against the Corporation, its members, or the Clerk.

Revised terms of reference for the A&R, F&R, SGR and CSQE Committees were also presented for approval.

Governors sought clarification on whether the removal of Strategic Adviser role would limit access to specialist advice. It was explained that advice would continue to be sought where required, but without creating formal governance roles that could blur accountability or introduce organisational and individual risk.

**Resolution: The Corporation approved the amended Instrument and Articles, Standing Orders, Scheme of Delegation, the Governor Recruitment and Succession Planning Policy, the Procedure for the Removal of members of the Corporation, the Procedure for Handling Complaints against the Corporation, its members or the Clerk and revised terms of reference for the A&R, F&R, SGR and CSQE Committees**

## **12 - Strategic Risk Register (SRR)**

The Corporation received an abridged version of the SRR and an update on the strengthening of the organisation's approach to risk management. The SRR has been rationalised to focus on 18 strategic risks aligned to the organisation's strategic priorities. Each risk had an Executive Team owner, defined mitigations, and both gross and net risk scores, providing a clearer line of sight for governance and assurance. The current register represented a baseline position and would continue to evolve.

The SRR was supported by tactical risk registers which were reviewed through the internal governance structures to ensure appropriate operational oversight and accountability. Risk management workshops were scheduled for January 2026. There would be an emphasis on the cultural change needed to ensure HRUC's agreed risk appetite underpinned decision making.

The SRR would be reviewed and updated as the strategic plan refresh progressed, ensuring continued alignment between risk and strategy.

Governors questioned whether more detailed mitigation information was available. It was confirmed that detailed risk information and mitigations were reviewed by the Audit and Risk Committee, with key issues escalated to the Corporation as appropriate.

## **13 - Policies for approval**

### **13.1 - Amended Financial Regulations**

The CFO reported that the Financial Regulations had been updated to reflect the new legislation on preventing fraud, effective from 1st September 2025. Minor adjustments were made following recommendations from internal audits, and the approval process for expenditure over £100,000 was clarified.

The Corporation noted that there was an error in the cover paper and £100.00 should read £100,000.

**Resolution: The amended Financial Regulations were approved.**

### **13.2 - Amended Risk Management Policy**

The Risk Management Policy had also been updated to reflect the new legislation on preventing fraud, effective from 1st September 2025.

The COO reported that fraud was treated as a tactical risk and was monitored within the internal governance structure.

**Resolution: The amended Risk Management Policy was approved.**

## **14 - For information items**

### **14.1 - Corporate Goals Scorecard**

The Corporation noted the report.

## **14.2 - Project Ambition**

The Corporation received an update on Project Ambition; a capital investment programme linked to the Uxbridge campus. Phase One, which was approved by the Corporation as part of a wider £12.4m capital programme, had recently been completed and delivered within budget. Works undertaken included urgent health and safety compliance activity, refurbishment of facilities, improvements to student and staff spaces, enhancements to traffic routes and pedestrian access, and strengthened site security arrangements.

The Corporation was advised that Phase Two of the programme was currently under review. An allocation of £6m had been identified, with a proportion held in reserve pending further consideration. Further work was required to align Phase Two investment with emerging curriculum and strategic priorities, and that proposals will be brought back through the F&R and STC Committees in the new year.

The Corporation was asked to note the progress of the programme to date and that further reports will be brought forward once options for Phase Two have been developed.

## **14.3 - Careers Education, Information and Guidance Annual Report**

The Corporation noted the report.

## **14.4 - HRUC Workforce Annual Report**

The Corporation noted the report.

## **15 - Any other business**

A Governor expressed thanks to the Governance Team for their efforts in arranging inductions for new governors. The importance of these sessions in helping new members integrate and contribute effectively was acknowledged.

The Corporation thanked Shane Woodhatch, Chief Financial Officer, for his contributions to HRUC, marking his last meeting with the Corporation. His work and leadership were highly appreciated, and the Corporation wished him well for the future.

## **16 - Date of next meetings**

The dates for the next meetings were confirmed:

- Tuesday 17 March 2026 5.30pm to 7.30pm
- Tuesday 7 July 2026 5.30pm to 7.30pm

## **17 - Confidential Items**

The meeting concluded with a session on confidential items, requiring executive team, staff, and student governors to leave. Confidential papers were provided separately to external governors for review.