

Minutes  
Full Corporation  
HRUC Governance

Date	07/10/2025		
Time	17:30 - 19:30		
Location	Uxbridge College		
Governors	Vincent Neate (Chair) Sujit Reddy Mario Michaelides Paul Miller Mike Sutcliffe (from 6.30p.m.) Jo Swindells Sofia Barbousa-Boucas (from 6p.m.) Jenny McLaughlin Mel Nebhrajani Divya Menon Grant Cooper Sandeep Kutty	Officers	Dylan McTaggart Tim Hulme Alex Denley Julie Amory Gavin Hughes  Clive Hodge Jo Withers
	Keith Smith CEO, Ex-Officio		Group Executive Principal Chief Operating Officer Chief Technology Officer Chief People Officer Principal of Richmond College Principal of Harrow College Chief of Business Strategy
Staff	Cherry Horton-Edwards		
Governors	Gary May Eduard Niga Tieran Morton		
Student	Mohammad Barakat		
Governors	Sidrah Esaf		
Clerk	Clare Mitchell, Interim Director of Governance		
Note Taker	Nataliia Tymkiv		

Minutes

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

The meeting was recorded for the purpose of minuting. No objections were raised.

**2 - Governor appointments**

**Resolution:** The Corporation approved the appointment of the Mohammad Bakarar and Sidrah Esaf as the Student Governors for 2025/26.

**Resolution:** The Corporation approved the appointment of Jo Swindells and Divya Menon as full Governors.

**Resolution:** The Corporation approved the appointment of Jo Swindells as the Vice Chair of the Curriculum Strategy and Quality Enhancement Committee and as a member of the Strategic Transformation Committee.

MB, SE, DM and JS were not present during the decision-making process and were invited to join the meeting after their appointment.

### **3 - Apologies for absence**

Apologies for absence were received from Nick Davies (ND), Sue Kingman, Niran Mothada and Amanda Priem. The meeting also noted apologies from Shane Woodhatch, CFO.

The Chair extended best wishes for ND's recovery, noting that a card and flowers would be sent on behalf of the Corporation.

The Chair welcomed the new student governors to the meeting and encouraged them to contribute to the work of the Corporation.

### **4 - Declarations of interest**

No declarations of interest were received in advance or at the meeting and no new declarations were made.

### **5 - Minutes of the last meeting on 8 July 2025**

The minutes of the last meeting required the following amendments: clarifying that those Governors who had been appointed as full Governors at the meeting had not been present when the decision was taken. The same was the case for the Interim Director of Governance, who had been absent from the meeting when appointed. Alasdair MacLeod's surname needed to be corrected.

**Resolution:** The minutes were accepted as a true and fair record subject to the above amendments.

**Action: Amend the minutes of the Corporation meeting on 8 July 2025, Interim DoG**

### **6 - Matters Arising**

The Committee received an update on the matters arising.

All actions from the previous meeting had been marked as completed. However, the Interim DoG reported that Sue Kingman had asked the Corporation to note that there were outstanding actions related to the implementation of the recommendations from the External Board Review. Completion of these actions would be monitored through the Search, Governance and Remuneration Committee.

No further clarifications were raised. The Corporation noted the update.

### **7 - Appointment of the Chair of the Corporation**

The Corporation received a proposal from the Search, Governance and Remuneration Committee to extend ND's term as Chair of the Corporation to 31 July 2026 and to undertake an external recruitment process for a new Chair during 2025/26. Existing external governors would be eligible to apply for the Chair role.

The introduction of an external recruitment process for the new Chair would require amendments to HRUC's Instruments and Articles and Standing Orders as set out in the appendix to the paper. The Committee was also recommending the establishment of a Search Panel to lead the recruitment and transition process.

The Corporation also noted that the option of appointing ND to a strategic advisor role would be brought forward for future consideration, subject to appropriate provisions being included within the governing documents.

No questions or challenges were raised.

**Resolution:** The Corporation approved the extension of Nicholas Davies' term of office to 31 July 2026

**Resolution:** The Corporation approved the amendments to HRUC's Instrument and Articles and Standing Orders to enable the new Chair to be recruited through an external process.

**Resolution:** The Corporation approved the establishment of a Search Panel to lead the recruitment and transition process.

**Action: Search Panel to be established – Interim DoG**

## 8 - CEO update

The Corporation received an update on external and internal developments from the CEO.

Skills policy had moved from the Department for Education to the Department for Work and Pensions, creating some uncertainty around future funding arrangements. Further detail was expected in the autumn budget. The new white paper on skills had not yet been published. Both of these developments would need to be factored into the refresh of HRUC's strategy to be discussed at the upcoming Strategy Day. Recent government announcements also included the youth guarantee programme, new participation targets for young people, and the expansion of technical education colleges.

HRUC would be running a session on AI strategy in FE at the AoC Conference in November and a survey on AI would shortly be sent out to all Colleges.

The year-end financial position had improved from a projected £0.7m deficit to a £0.13m surplus following management action. Although the College would lose its outstanding financial health status, the underlying position had stabilised. A lessons learnt exercise on the 2024/25 year-end financial position would be brought to the Finance and Resources Committee.

**Action: Lessons learnt exercise on the 2024/25 year-end financial position to be brought to the Finance and Resources Committee – CFO**

The recruitment of a new CFO was underway, and the assurance work undertaken by the interim financial consultant to test the 2025/26 budget assumptions had now concluded. A new interim had been appointed whose role would be to operationalise process improvements until the new permanent CFO was in post.

Enrolments were broadly in line with last year, with strong performance from Richmond. Competition for students was intense, and recruitment and marketing activity needed to be strengthened in order to grow student numbers from 2026/27. There had been a 900% increase in HRUC website traffic on GCSE results day with prospective students accessing online services.

Student achievement remained strong, with further improvement expected on the previous year. Richmond student achievement was particularly improved.

Governors questioned whether the small surplus in 2024/25 would strengthen the College's position in 2025/26 and whether it would be possible to release some additional funds in 2025/26 for key projects. The CEO responded that the contingency in the 2025/26 budget would not be released until the £1.5m in operational efficiencies which EMT had committed to find were secure. The 2025/26 in-year operating position was likely to be stronger than expected, partly due to budgeted growth costs not being incurred because enrolment numbers had remained stable. Lagged funding meant that the funding impact of the lack of growth in enrolments would be felt in 2026/27.

Governors challenged whether the savings that had been realised represented one-off measures or sustainable efficiencies. The CEO confirmed that cumulative savings were being built into the medium-term financial strategy, contributing to a £5–6m efficiency target by 2030. Efficiencies would be necessary to maintain an operating surplus that could fund strategic priorities, including capital and digital infrastructure. The incoming CFO would review underlying assumptions within the medium-term financial strategy to ensure alignment with efficiency targets and investment priorities.

Governors asked how student recruitment targets were set and evaluated and whether specific strategies were being developed to improve future recruitment. The CEO confirmed that departmental allocation and stretch targets were set annually. A review of this year's enrolment processes was underway to inform next year's recruitment strategy, including strengthening engagement with schools. This would feed into operational planning for 2026/27.

The update was noted.

## **9 - Updates from Committee Chairs**

### **9.1 - Audit and Risk**

Vincent Neate reported that the key matters discussed at the Committee's recent meeting had been brought forward to this Corporation meeting for consideration, including the year-end external audit plan and internal audit planning. No additional issues were raised.

### **9.2 - Finance and Resources**

Sujit Reddy noted that the CEO had reported on the year-end position earlier in the meeting. There had also been a pension scheme actuarial gain of approximately £1m, strengthening the pension fund's position.

The assumptions in the 2025/26 budget relating to student growth and the associated increases in cost had not been realised. HRUC's cost base would be reviewed going forward into 2026/27. The Committee had reviewed a benefits analysis of digital

transformation projects, the cyber security project in particular was critical and some of the expected savings within the 2025/26 budget would need to be allocated to fund this work.

The Committee had received an update on estates capital projects. The costs of Phase 2 of Project Ambition was being reviewed with a plan to achieve savings of £3m, which would strengthen cash flow over the next few years.

Provided costs were controlled and expenditure remained within budget then the budgeted EBITDA for 2025/26 should be delivered.

Members questioned whether the proposed efficiencies would impact the student experience. It was confirmed that the savings achieved to date focused on reducing agency staff expenditure and improving procurement and would not affect teaching and learning.

### **9.3 - Search, Governance and Remuneration**

Jenny McLaughlin reported that all Committees would be undertaking a self-assessment as part of the overall Board self-assessment process, which was an annual requirement and reported in the financial statements.

There were a number of long serving Governors who were due to complete their terms during 2026/2027. A succession plan was being developed. Recruitment had started for an external governor with a background in either HR or Finance to fill the vacancy on the Finance and Resources Committee

Following on from the External Governance Review the Committee recognised that a comprehensive review and refresh of governance documents was overdue and should be progressed without delay. There were a number of areas where the Corporation was not currently compliant with its governing documents.

A framework for aligning Governors with the strategic pillars and champion areas was discussed by the Committee and was proposed for discussion at the Strategy Day.

A question was raised about the process for reviewing the governance documents. The interim DoG confirmed that the initial legal review was underway and that the final drafts would be brought to the Corporation for approval in December 2025 following Committee consideration.

**Action: Final drafts of revised governance documents to be brought to the Corporation for approval in December 2025 – interim DoG**

### **9.4 - Strategic Transformation**

Paul Miller reported on the meeting held on 22 September 2025, noting the improved quality of papers. The Committee reviewed an update on curriculum transformation, which focused on health, construction and aviation as priority growth areas. Challenges relating to workforce capacity and estate constraints, particularly within construction, were discussed. A detailed options paper was being developed for further consideration by the Curriculum Strategy and Quality Enhancement Committee.

The Apprenticeship Growth Business Plan, which was on the agenda for approval, was considered. The Committee endorsed the plan.

The Committee received an update on the funding, impact and brand value of the IoT. While enrolments were below target in some areas, apprenticeship delivery in engineering had exceeded expectations and the IoT brand continued to be a valuable asset. The Committee recommended a hybrid approach retaining the IoT brand and using it where it added most value, whilst aligning its use with wider College priorities. The Committee had recommended that the Executive develop a repositioning plan and marketing strategy to maximise the IoT's brand value and strategic deployment.

An update on digital transformation was received. The Committee discussed the challenges and options around delivering immersive learning and the limited funding available for digital transformation initiatives. Given this the Committee agreed that any initial investment in immersive learning should be limited, focusing on demonstrating value before scaling up.

The Committee was recommending to the Corporation that a ring-fenced budget for digital transformation projects be established from 2026/27, separate from the IT change budget. The Committee also supported using any savings identified from the in-year reforecast to support key digital transformation projects.

The Committee had also received an update on strategic capital projects. PM emphasised that the Committee's role was to ensure that these projects and programmes continued to align with HRUC's strategic priorities and not to scrutinise expenditure, which was the role of the Finance and Resources Committee

**Resolution:** The Corporation agreed in principle to establish a ring-fenced digital transformation budget from 2026/27, separate from the IT change budget

**Action: Ringfenced digital transformation budget to be established from 2026/27, separate from the IT change budget - CFO**

## 9.5 - Curriculum Strategy and Quality Enhancement

This Committee had not yet met this term, so no update was provided.

## 9.6 - Student Shadow Board

The Corporation received feedback from the Student Shadow Board meeting, which had focused on catering services. Students had expressed concerns about the diversity and pricing of food options and suggested healthier choices such as smoothies, as well as extending cafeteria opening hours to better align with class schedules. They also proposed involving catering students in food preparation as part of their work experience.

The Executive acknowledged the feedback and emphasised the need for structural change to address long-standing issues with the current catering contract. Both a re-procurement exercise and potential in-house catering model were under consideration as part of a longer-term solution. Service reviews were underway to address immediate concerns.

Additional suggestions from students included selling leftover food at reduced prices and expanding vending machine provision to include healthier products.

**Action: COO to take forward the points raised by the Student Shadow Board on catering services and report back to the Corporation.**

The Corporation noted that there was some student led catering provision already at the Richmond Campus and consideration could be given to expanding this.

## **10 - Year-end position 2024/25 and External Audit Plan**

The Corporation received the external audit plan for 2024/25 which set out the timetable, scope and fee for the audit. The final accounts would be presented to the Corporation in December 2025. The audit fee was set at £56,200. The external audit plan was recommended for approval by the Audit and Risk Committee.

**Resolution:** The Corporation approved the external audit plan for 2024/25 and agreed the audit fee of £56,200.

## **11 - Internal Audit Operational Plan 2025/26 and Strategic Plan 2026/28**

The Corporation received the Internal Audit Operational Plan for 2025/26 and the medium-term plan for 2026–28, which had been prepared by the College’s internal auditor with support from the Executive. The plans were aligned to the College’s corporate objectives and risk profile.

The internal audit plan for 2025/26 included four risk-based audits (apprenticeships, payroll, financial control, and agency and temporary staff), two compliance audits (risk management framework and value for money), and a number of advisory reviews including data quality, environmental sustainability, and value for money. The accompanying Internal Audit Charter was also presented.

The Corporation acknowledged the ambitious scope of the programme and asked the COO to pass on its thanks to the Head of Internal Audit for his work to date.

**Resolution:** The Corporation approved the Internal Audit Operational Plan 2025/26, the Strategic Plan 2026–28, and the Internal Audit Charter.

**Action: Pass on the Corporation’s thanks to the Head of Internal Audit for his work to date - COO**

## **12 - Health and Safety**

### **12.1 - Plumsun KPIs**

The Corporation received the Plumsun KPI assurance framework. In total there would be sixteen key areas of statutory and regulatory compliance. Each key area had three lines of assurance. Reporting against the KPIs would be monthly to EMT, termly to the Audit & Risk Committee, and annually to the Corporation. Governors questioned the implementation timetable and were advised that the first full KPI report would be available by December 2025.

The Corporation asked that representatives from Plumsun attend the Corporation meeting in person to present their annual report.

**Action: The responsible person or their delegate from Plumsun to attend the Corporation annually to provide direct assurance on health and safety - COO**

Governors expressed concern about reliance on an external provider and sought assurance that accountability would remain clearly within the College. It was confirmed that while Plumsun provided technical assurance to the COO, statutory responsibility for health and safety remained with the College. The CEO provided assurance that the proposed arrangements for ensuring compliance with health and safety requirements were acceptable to the HSE, provided the service was actively managed.

Governors emphasised the importance of maintaining the flexibility to refine and adjust the KPIs as implementation of the framework progressed. It would also be important to measure whether Plumsun was improving the capability of HRUC staff to manage health and safety risks and helping to develop a health and safety culture.

Governors also underlined the importance of establishing a baseline and measurable outcomes to evidence progress and demonstrate impact once the framework is embedded. The Executive confirmed that baseline data would be captured as part of the first KPI report.

**Resolution:** The Corporation approved the Plumsun KPIs and assurance framework, subject to retaining the flexibility to refine the KPIs during the implementation period

### 13 - Apprenticeship Growth Business Plan

The Corporation received an overview of the Apprenticeship Growth Business Plan. The presentation set out an incremental growth strategy over five years, aligned to the curriculum and estate strategies. The three priority pillars for growth were professional services, technical apprenticeships, and college-based delivery. Investment was planned in a new learning management system, additional specialist staffing, and potential off-site skills centres to support delivery in areas such as building services and food manufacturing.

The strategy also focused on improved cost management, a more commercialised employer engagement model, and enhanced tracking of key indicators, which would be monitored quarterly through the Strategic Transformation Committee.

Governors questioned how the College would engage with former students and alumni. The Executive confirmed that destination tracking, and alumni engagement were being incorporated into the employer engagement model.

Questions were raised about competition in the apprenticeship market and engagement with larger employers. The Executive confirmed that targeted work was taking place with major sector employers in the north and west of London in the first instance while retaining strong partnerships with SMEs.

There had been an overspend on staffing in this area in 2024/25, but costs had been realigned for 2025/26. The Corporation emphasised the importance of ongoing management of costs.

The Corporation emphasised the importance of ensuring that apprenticeships aligned with employer workforce needs, ensuring genuine job opportunities. There might also be opportunities to provide more work placements for other students within HRUC.

Governors asked how this new strategy differed from previous plans to grow apprenticeship provision. The Executive emphasised the shift toward a more commercial approach, closer

employer partnerships, and cultural change within delivery teams. The overall plan would be supported by an operational plan which would be updated annually.

The Corporation noted that the plan had been endorsed by the Strategic Transformation Committee

**Resolution:** The Corporation approved the Apprenticeship Growth Business Plan to 2030.

#### **14 - Implementation Update - Risk Management Framework**

The Corporation received an update on the implementation of the revised Risk Management Framework.

All five internal governance boards had now completed tactical risk registers, identifying 60–70 risks, which had been scored and assessed. These risks had been consolidated into a Strategic Risk Register comprising 24 strategic risks. The Head of Internal Audit had met with the Chairs of the Audit and Risk and Strategic Transformation Committees prior to this meeting to review the strategic risk register.

Governors commended the progress, noting the complexity of managing the framework and the potential implications for operational capacity and the cultural shift required to embed risk into decision-making.

The COO expressed thanks to EMT colleagues for their work on tactical risk registers.

**Resolution:** The Corporation endorsed the implementation of the revised Risk Management Framework.

**Action: Strategic Risk Register to be presented to the Audit & Risk Committee at its next meeting.**

#### **15 - Contract - Refurbishment of the White House**

The Corporation received an update on the White House refurbishment at Harrow College, which would be funded through the £3.6m FE Capital Transformation Grant, with £1.7m allocated to this project with a completion deadline of 31 March 2026.

Three tenders were received on 26 September, following a design and tender process managed by Morse Consultants. The costings were based on an independent intrusive survey to ensure specification accuracy. The preferred contractor, Blu-3, had a proven track record with UCL and heritage buildings.

The Chair of the Finance and Resources Committee reported that he had reviewed the tenders for the refurbishment of the White House with the COO and supported the recommendation.

Governors challenged the safeguarding arrangements, questioning how community access would be managed given that the White House was on the Harrow College site. The COO referred to the site plan and explained the perimeter fencing, segregated parking and access control arrangements.

The Executive would present a full business case to the Corporation before any final decision on the use of the White House was made. The project must at least break even, and the College should not be liable for ongoing maintenance and specialist fit out costs.

**Action: Executive to present a full business case to the Corporation before any final decision on the use of the White House was made. The project must at least break even, and the College should not be liable for ongoing maintenance and specialist fit out costs.**

Governors questioned the sustainability aspects of the refurbishment. The COO confirmed that air source and other sustainable options had been explored but were constrained by the fact that the White House was a Grade 2 listed building.

Governors questioned student involvement in the plans to deliver NHS services at the White House. EMT confirmed that students would have opportunities for shadowing and placements.

The sum payable to Blu-3 as the preferred contractor would be capped at £1.247m+VAT. The project would be delivered within the capex approved as part of the 25-26 business plan and a 'not to be exceeded' gross figure of £1.7m from the FE Capital Transformation Grant.

**Resolution: The Corporation approved the appointment of Blu-3 as the principal & main contractor to carry out a programme of refurbishment works identified in the tender report at the White House for the sum of no more than £1.247m+VAT**

## **16 - Policies for approval**

### **16.1 - Safeguarding and Child Protection Policy 2025/26**

The safeguarding and child protection policy for 2025/26 was presented for approval. Statutory references had been updated, the details of the designated safeguarding governor had been amended, and the frequency of the external safeguarding audit had been reduced from annual to biennial. The biennial external safeguarding audit would be complemented by an annual self-assessment of the effectiveness of safeguarding procedures.

**Resolution:** The safeguarding and child protection policy for 2025/26 was approved.

### **16.2 - Tuition Fees Policy 2025/26**

The Tuition Fees Policy was recommended for approval by the Finance and Resources Committee. EMT confirmed that the 5% fee increase was in line with regulatory requirements and inflation. The CEO noted that a technical amendment might be needed to clarify the DWP's new responsibilities for skills funding, in the meantime the policy would be published in its current form.

**Action: Tuition Fees Policy to be reviewed to see if references to the DWP were now required to reflect the department's new responsibilities for skills funding - CFO**

**Resolution:** The tuition fees policy for 2025/26 was approved

### **17 - Any other business**

The COO provided an update on the Secured Environments Police Certification Scheme. Portal Security were applying for accreditation under the scheme and would be required to demonstrate an effective approach to protecting buildings, assets and people. The accreditation involves a two-day audit and the cost would be paid by Portal Security. If successful, the College would be the first FE college to achieve this accreditation. Governors welcomed the update and expressed support for the initiative.

### **18 - Dates of next meetings**

The dates for the next meetings were announced as follows:

- Tuesday 21 October 2025 - Strategy Day at the Uxbridge Campus
- Tuesday 16 December 2025 - Corporation Meeting at the Richmond Campus
- Tuesday 17 March 2026 - Corporation Meeting at the Harrow on the Hill Campus
- Wednesday 22 April 2026 - Strategy Day - Venue TBC
- Tuesday 7 July 2026 - Corporation Meeting at the Uxbridge Campus

### **19 - Confidential**

Executive Team, Staff and Student Governors were asked to leave. Papers were provided separately to External Governors.