

**PUBLIC MINUTES OF
THE BOARD OF GOVERNORS BUSINESS BOARD MEETING HELD ON
11 DECEMBER 2025
Via Teams**

Present:

Mr W Abbott (External Board Member/Board Chair)
Ms A Berry (External Board Member)
Mr T Burrell (External Board Member)
Mr R Cousins (Staff Member)
Mr A Dover (External Board Member)
Mr M Fabian (External Board Member)
Ms M James (External Board Member/Board Vice-Chair)
Mr P Lachecki (External Board Member)
Dr H Moyes (External Board Member)
Ms G Read (External Board Member)
Ms S Robertson (External Board Member)
Mr M Williams (External Board Member)

Apologies:

Mr M Burgess (Principal/CEO)
Ms S Dalby (Staff Member)
Ms S McKinlay (External Board Member)
Dr K Morris – Vice-Principal, Curriculum and Quality

In Attendance:

Mr A Bates - Chief Financial Officer
Ms J Cosson – Head of Governance
Mr S Lawrence - Hazlewoods (item 106/25 only)
Mr A Phipps – Hazlewoods (item 106/25 only)
Ms H Snelling - Director of People, Facilities, and Infrastructure

Attendance: 80%

99/25 Private Business

None.

100/25 Apologies

Received as above.

101/25 Declarations of Interest

It was confirmed that the Register of Interests recorded all the current declarations of interests of those present. No new declarations were made.

102/25 Confidentiality of Items (C)

As marked (C) for a period of two years. All the marked items were declared confidential on the grounds of commercial sensitivity.

103/25 Minutes of the Meeting of 13 November 2025

The minutes of the meeting were approved as a true record and signed by the Chair.

104/25 Matters Arising from the Minutes and Actions Matrix

None.

105/25 AGM of Subsidiary Companies to Approve Financial Statements and Reappoint Directors (C)

The respective subsidiary company boards had approved the draft subsidiary company Financial Statements.

The College's external auditors, Hazlewoods, had presented the subsidiary company Financial Statements to the Audit Committee along with their Report to Trustees, which covered the subsidiary companies, at the Audit Committee meeting on 25 November. There were no audit issues to report. The Audit Committee had reviewed the Financial Statements of the subsidiary companies at that meeting and recommended them to the Board for approval.

AD is the Board's representative on each of the subsidiary company boards.

Betaris Training Limited

The Directors of Betaris Training Limited and the Members of the Board considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of Betaris Training Limited and the Members of the Board:

- 1. Approved the Financial Statements of Betaris Training Limited for the year ended 31 July 2025 and authorised their signature by AB on behalf of the Company; and**
- 2. Approved the re-appointment of Anthony Dover, Matthew Burgess, Louise Lisseman, Vanessa Pollok and Andrew Bates as Directors of Betaris Training Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of Betaris Training Limited closed.

Gloucestershire Facilities Management Limited

The Directors of Gloucestershire Facilities Management Limited and the Members of the Board considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of Gloucestershire Facilities Management Limited and the Members of the Board:

1. **Approved the Financial Statements of Gloucestershire Facilities Management Limited for the year ended 31 July 2025 and authorised their signature by AB on behalf of the Company.**
2. **Approved the re-appointment of Anthony Dover, Matthew Burgess and Andrew Bates as Directors of Gloucestershire Facilities Management Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of Gloucestershire Facilities Management Limited closed.

Gloucestershire Professional Services Limited

The Directors of Gloucestershire Professional Services Limited and the Members considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of Gloucestershire Professional Services Limited and the Members of the Board:

1. **Approved the Financial Statements of Gloucestershire Professional Services Limited for the year ended 31 July 2025 and authorised their signature by AB on behalf of the Company; and**
2. **Approved the re-appointment of Anthony Dover, Matthew Burgess and Andrew Bates as Directors of Gloucestershire Professional Services Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of Gloucestershire Professional Services Limited closed.

New College Developments Limited

The Directors of New College Developments Limited and the Members considered the draft Financial Statements of the Company. It was confirmed that the Financial Statements had been reviewed by the Audit Committee.

RESOLVED: The Directors of New College Developments Limited and the Members of the Board:

1. **Approved the Financial Statements of New College Developments Limited for the year ended 31 July 2025 and authorised their signature by AB on behalf of the Company; and**
2. **Approved the re-appointment of Anthony Dover, Matthew Burgess and Andrew Bates as Directors of New College Developments Limited as required by the Articles of Association of the Company.**

ACTION: Company Secretary to arrange for the Financial Statements to be signed and filed at Companies House.

The AGM of New College Developments Limited closed and the GC Board Meeting resumed.

106/25 External Audit Findings Report and Approval of Letter of Representation (C)

SL and AP attended from the College's external auditors, Hazlewoods, to present their audit findings report to a meeting of the full Board of Governors.

SL presented a clean audit report to the Board, confirming that the statutory audit found no adverse matters, fraud, errors, or non-compliance, and that the financial statements were unchanged from management accounts, were true and fair, with no significant adjustments required except for a routine pension adjustment. The audit was completed on time with no limitations of scope. There were no post balance sheet events.

He confirmed that regulatory testing found all government funds were expended as intended, with no issues identified, and noted ongoing projects related to FRS 102 and the NCD investment.

Members were pleased to note the clean opinion and that there was nothing concerning for the Board. The expressed the Board's gratitude for the work of the audit and finance teams.

RESOLVED:

1. **The External Audit Findings Report was noted and accepted; and**
2. **The Letter of Representation from the Board to the External Auditors was approved by the Board and the Principal and the Chair were authorised to sign it on behalf of the College.**

ACTION: The Letter of Representation to be signed by the Chair and the Principal and provided to Hazlewoods.

SL and AP left the meeting.

107/25 Approval of Consolidated Financial Statements and Subsidiary Company Financial Statements (C)

CFO's Review of Financial Statements

AB presented the Consolidated Financial Statements of the College. He reported that there were no material changes to the management accounts previously presented to the Board. AB added context about income flows and thanked governors for supporting the all-staff bonus last term.

The Chair queried the bad debt provision and AB provided clarification on the technical funding system adjustments.

It was confirmed that the External Auditors had presented their Report to Trustees at the Audit Committee meeting on 25 November 2025 and that the Consolidated Financial Statements had been scrutinised by members of the Audit Committee in relation to the Statement of Corporate Governance and Internal Control.

Having chaired the Audit Committee meeting which had reviewed the Financial Statements, MF confirmed that it had been a detailed review and the Committee was satisfied to recommend the Financial Statements to the Board for approval.

Chief Accounting Officer Recommendation

JC reported that, although MB was not present at the meeting, as Accounting Officer he had provided his formal written recommendation of the financial statements to her by email.

RESOLVED: That the Consolidated Financial Statements of the College and the Subsidiary Company Financial Statements for the year ended 31 July 2025 be approved by the Board and that the Principal and the Chair be authorised to sign them on behalf of the College; and

ACTION: The Financial Statements to be signed by the Principal, the Chair and the External Auditors. The signed Financial Statements to be sent to the DfE by 31 December 2025 and the Financial Statements to be published on the College website by the end of January 2026.

Review of Performance and Reappointment of External Auditors

AB reported that the Board is required to consider the performance of the College's external auditors each year and to confirm their reappointment for the next year.

Members of the Audit Committee confirmed that the Committee had assessed the performance of Hazlewoods in details at their last meeting and was satisfied with it. The Committee had also discussed the rotation of the audit partner.

Members discussed the reappointment of Hazelwood as auditors, the upcoming mandatory partner rotation, and plans for a future tender process.

The Audit Committee recommended the reappointment of Hazlewoods as External Auditors for the next year (financial statements audit 2025/26).

RESOLVED: The Board approved the reappointment of Hazlewoods as External Auditors for the next year (financial statements audit 2025/26).

108/25 Approval of Annual Reports (C):

WA introduced the suite of annual reports. Committee Chairs were invited to comment.

Regulatory Self-Assessment Questionnaire

JC took members through the Regularity Self-Assessment Questionnaire, highlighting the areas that had been updated since last year. The document had been reviewed by the Audit Committee and the External Auditors.

MF confirmed that the Audit Committee recommended the document to the Board for approval.

Audit Committee Annual Report to Board

Members considered the Annual Report of the Audit Committee. It was noted that this would need to be sent to the DfE by 31 December 2025.

The draft report had been reviewed and approved by the Audit Committee, taking into account the assurances provided to the Committee and the Board in the reports of the College's auditors.

Based on the work of the Committee during the period and the findings of the Internal and External Auditors and other regulatory bodies, the Audit Committee stated that it believes that the Board's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets are adequate and effective.

MF confirmed that the Audit Committee recommended the document to the Board for approval and submission to the DfE.

SSEC Annual Report to Board

Members reviewed the Annual Report of the SSEC to the Board as required by the Colleges' Senior Post Holder Remuneration Code 2021. The Board was requested to approve the Annual Report, which forms the basis of a public statement in the College's Financial Statements for the y/e 31 July 2025.

PL confirmed that the draft report had been reviewed and approved by SSEC and was recommended to the Board for approval.

The Board was asked to approve the updated Senior Post Holder Remuneration and Appraisal Policy (under Policies for approval on the agenda), which was recommended by SSEC.

GRS Annual Report to Board

Members were presented with the Annual Report of GRS to the Board.

The Board was requested to approve the Annual Report, which forms the basis of a statement in the College's Financial Statements for the y/e 31 July 2025.

PL confirmed that the draft report had been reviewed and approved by the GRS and was recommended to the Board for approval.

Travel and Subsistence Annual Report

Members were provided with the annual report on the travel and subsistence spend for the Board of Governors, Principal, Executive, Head of Governance, and the International Department for the year ended 31 July 2025 in accordance with assurance and accountability requirements and as reflected in the Financial Statements.

Members reviewed the Travel and Subsistence Annual Report and were satisfied that it was in order.

Safeguarding Annual Report

Members discussed the safeguarding annual report, recent leadership changes, interim arrangements, and positive feedback from the Ofsted inspector.

RESOLVED: The above Annual Reports were noted and approved.

ACTIONS: MB and WA would sign the RSAQ for submission to the DfE along with the Financial Statements.

AD to sign the Annual Audit Committee Report for submission to the DfE along with the Financial Statements.

PL to sign the GRS and SSEC Annual Reports.

109/25 People Update (C)

Approval of Professional Development Conversation (PDC) Form

HS introduced the new Professional Development Conversation (PDC) framework and form, which replaces the current appraisal process, detailing its employee-led approach, pilot results, and mechanisms for feedback and review.

HS described the new framework as focusing on meaningful conversations rather than documentation, and confirmed its readiness for January launch, following positive feedback.

She reported that pilot areas, involving managers who helped develop the framework, had received the process well, resulting in only minor adjustments before full rollout. Completion of forms would be logged, but content remains private between employee and manager, with development needs addressed within that

relationship and wider themes captured through other mechanisms like surveys and staff meetings.

Members praised the model for being forward-looking and focused on joy and motivation. They welcomed the inclusion of values in the form and the clarity on reflective sections.

A Member commented that the Aspire Cohort and People Team have created a great guide and form that aligns to the College's values and is simple and easy for all staff to apply. Their one, small observation was that the title refers to 'Year in Reflection' but the guide suggests the form can be used bi-annually or more regularly. They reported that many organisations are moving towards quarterly quality conversations and wondered if the title should state 'Reflection' and leave it up to managers to decide the frequency.

HS answered that the preference is to retain the 'Year in Reflection' during year one of the new PDC for two reasons: First, because it will be one year since the last appraisal for most people when they first use the PDC, and second, because the materials and launch video have already been prepared. The People Team will ask for feedback on the new PDC after one year, and make any suggested tweaks then, as well as reviewing data about the frequency of the PDC being used. She suggested that would be a good point to change the title if necessary.

A Member asked about form ownership and review processes. HS emphasised that the aim is for a meaningful employee-led process, with flexibility to avoid pressure or overly bureaucratic approaches.

In response to a question regarding the risks of insufficient preparation time, HS explained the flexibility in form completion (before or during meetings) to accommodate varying comfort levels, especially for staff less familiar with appraisals, and emphasised ongoing learning from the first year of implementation.

The Chair asked if the framework would apply to Senior Post Holders. HS confirmed that it would and highlighted the importance of consistent application across the organisation.

RESOLVED: The Board approved the Professional Development Conversation (PDC) framework and form.

110/25 Financial Matters (C)

Management Accounts

Members reviewed the management accounts, discussed income trends, apprenticeship funding changes, and clarified technical points on adult education funding and EBITDA benchmarking.

In terms of the current year performance and forecast, AB reported strong recruitment for 16–18-year-olds and higher-than-expected apprenticeship income due to multi-year deferrals, forecasting EBITDA slightly above budget, with additional roles added to support growth.

Members discussed the government's decision to fully fund apprenticeships for SMEs, noting the financial impact is minor for the College but may benefit some employers, while new apprenticeship starts remain challenging. It was noted that business environment challenges may impact employer recruitment next year with a Member highlighting the potential impact of upcoming business rates changes on small employers, particularly in hairdressing and hospitality, with rises of £70–£80k in some cases.

A Member queried whether the College provides unfunded adult courses. AB clarified that all adult training is funded through a mix of government funding, loans, or fees, and the College does not deliver courses for free.

Another Member noted repeated headings in financial tables. AB agreed to review and clarify the presentation for future reports.

Financial Health Grade Confirmation

Members had been provided with a copy of the letter from the DfE confirming the College's financial health grade, based on the College Financial Forecasting Return (CFFR) for 2024/25 to 2026/27, as:

- Good for 2024/25 (the latest outturn forecast year), and
- Good for 2025/26 (the current budget year).

A Member raised a question about the DfE dashboard showing EBITDA as 'requiring improvement'; AB explained that the College's EBITDA is lower than the benchmark due to the absence of borrowing, making the benchmark less relevant to its circumstances.

RESOLVED: The Board noted the College's Management Accounts and the Financial Health Grade Confirmation.

ACTION: AB to review and correct repeated or unclear headings in the Management Accounts before future distribution.

125 Business Park Approval of Costs

AB updated the Board on the 125 Business Park project, detailing increased costs due to unforeseen utility issues, risk mitigation strategies, and requesting Board approval for additional expenditure.

111/25 Approval of Policies:

- Risk Management
- Modern Slavery
- Staff Code of Conduct (including AI section)
- Grievance
- Performance Improvement
- Senior Post Holder Remuneration
- Governor Recruitment

Members reviewed the above policies. Changes were highlighted on the cover sheets and on the documents.

JC explained that the Risk Management Policy is reviewed biannually. The Modern Slavery Statement is updated annually following the production of the Financial Statements and must be published on the website.

The Senior Post Holder Remuneration Policy had been reviewed by SSEC as part of the production of the annual SSEC report to the Board.

The Governor Recruitment Policy had been reviewed by GRS as part of the current recruitment campaign.

HS explained that the People policies had been completely rewritten to improve clarity and usability, making them more concise and user-friendly.

A Member noted that the Grievance Procedure referred to mediation as an option only once the procedure had been applied and was only mentioned in the final section. They recommended that it is moved to the informal stages of the procedure so that an employee/union rep understands that it is available as an early resolution option and alternative to formal procedure, on the basis that mediation can be more effective at the start of a dispute, rather than a remedial measure following formal statements being exchanged. Also, greater promotion of mediation may help to reduce the time and cost of applying the formal Grievance process.

HS agreed to move mediation to Section 3 – Principles and to word as follows:

Mediation may be implemented at any stage of grievance resolution to improve, strengthen or rebuild relationships where there is a disagreement at work. Mediation is normally facilitated by a neutral individual either within the workplace or engaged externally. The mediator is impartial and is present to assist everyone to find a solution they all agree on. Generally, mediation is not used to resolve disputes such as pay or issues related to dismissal or conduct.

A Member noted that the changes in the policies were highlighted in different ways and requested a consistent method of highlighting of amendments in future.

RESOLVED: Subject to the amendment to the Grievance Procedure agreed above, the policies were approved.

ACTION: Policy authors to adopt consistent highlighting.

112/25 Committee, Subsidiary Company, and Link Governor Reports (C)

Members reviewed the reports in the papers. Committee Chairs and Link Governors provided updates on their respective areas, with no major concerns raised.

GRS – 16 October 2025

With regard to the recruitment of new Board Members, HM shared insights from a seminar on student voice, noting that some FE institutions appoint recent alumni to boards as a means of incorporating recent student perspectives, suggesting the

potential value of involving recent alumni to enhance student voice and support board development. PL agreed to add the suggestion to the Board's list for future consideration as part of ongoing governance development.

ACTION: GRS to consider recruiting recent alumni to the Board as a means of enhancing student voice

C&Q – 20 November 2025

Audit – 25 November 2025

EWG – 2 December 2025

Link Governor Reports (TB/GR/MJ)

As Digital Technology Link Governor, TB reported that he had met with the IT and AI leads to review penetration testing results and AI risk management processes.

In terms of cyber security, there were strong penetration-testing results and minimal high-severity issues. With regard to AI governance, SD had walked him through approval processes and rejected use-cases demonstrating robust approval practices. He added that multiple external events showed strong College visibility in community cyber engagement and appeared to be yielding positive partnership activity.

TB highlighted the status of governor compliance with mandatory cyber security training. Six governors have completed all required training, three are nearly complete, and three have not started.

Members discussed compliance expectations including the importance and ease of completion. TB's view was that the training modules are current and relevant, covering topics such as AI and identity theft, and emphasised the value of governors understanding the same content as staff.

TB asked JC to circulate the relevant link for governors to check their own progress and complete any outstanding modules.

As Mental Health and Wellbeing Link Governor, GR reported improved staffing and stable caseload management. The mental health team has steadied after recent turnover, with new appointments supporting workload, and highlighted ongoing collaboration between staff and student support teams.

No further issues were reported by MJ as Designated Safeguarding Link Governor. She confirmed that all relevant safeguarding matters were covered in the earlier report and invited further questions from the Board.

RESOLVED: The Committee and Link Governor Reports were noted.

ACTION: JC to circulate link to the Boxphish portal. Governors to complete outstanding modules.



Gloucestershire College

JC presented the Governance Development Plan for information, explaining that some items are still being discussed. PL proposed returning the Plan to GRS for refinement before re-presentation to the Board.

RESOLVED: The Board noted the current Governance Development Plan presented for notification by GRS.

114/25 Use of College Seal (C)

Members reviewed the paper detailing the use of the College Seal since the last meeting.

RESOLVED: The Board noted and endorsed the use of the Seal as set out in the paper.

115/25 Any Other Business (C)

Ofsted Inspection Update

Members discussed the recent Ofsted inspection, mechanisms for cascading feedback, and the expected timeline for sharing results with staff and governors.

It was noted that any informal feedback is subject to Ofsted confirmation of findings in their final report and to confidentiality requirements.

WA will discuss the post-Ofsted communications plan with MB.

Governor Departures

It was noted that it was the last Board meeting for SM, HM and GR. Thanks were offered to them for their service on the Board, noting valuable contributions at committee and Link Governor level.

116/25 Date of Next Meeting

Friday 6 February 2026 – Strategy Board (full day).

EXTERNAL MEMBERS ONLY (C)

117/25 SSEC Minutes 16 October 2025

Confidential External Members Only Minute.

The Chair thanked all attendees, extended Christmas greetings, and closed the meeting at 5:23pm.

Signed:

Dated:

6/2/26