

# Non-Confidential Minutes

## CORPORATION BOARD MEETING

Date:	21 July 2025	Time:	3.00 PM
Chairperson:	Sally Osmond	Location:	College Restaurant Annexe

Members	Name	Present	Role
1.	Chris Wilson (CW)	*	External Member
2.	Lee Probert (PCE) ( <i>left meeting before 7.4</i> )	*	Principal & Chief Executive
3.	Javaid Iqbal (JI) ( <i>left meeting after item 6</i> )	*	External Member
4.	Debbie Ferguson (DF)	*	External Member
5.	Khushi Ashwin (KA) ( <i>not for item 12</i> )	*	Student Member (19+ HE)
6.	Sue Richardson (SR) ( <i>not for item 12</i> )	*	Staff (Support) Member
7.	Sally Osmond (SO)	*	External Member & Chair
8.	Stuart Compton (SC)	*	External Member
9.	Neil McDougall (NM)	*	External Member
10.	Professor Gavin Brooks (GB)	*	External Member & Vice Chair
11.	Russell Shackleton (RS)	*	External Member
12.	Tim Major (TM)	*	External Member
<b>Apologies:</b>			
1.	Julian Cooper (JC)		External Member & Vice Chair
2.	Lesley Black (LB)		External Member
3.	Trevor Gabriele (TG)		External Member
4.	Jadean Havenga (JHa)		Student Member (16-19)
<b>Absent:</b>			
1.	Tom Pegler (TP)		External Member
<b>In Attendance:</b>			
1.	Cathy Wright (CW)	*	Vice Principal – Central Services (VPCS)
2.	Jatinder Matharu (JMa) ( <i>not for item 12</i> )	*	Director of Safeguarding and Support (DSS)
3.	Jo Houghton (JH)	*	Governance Professional (GP)
4.	Lee Jamieson (LJ) ( <i>not for item 12</i> )	*	Deputy Principal (DP)
6.	Julian Tucker (JT) ( <i>not for item 12</i> )	*	Director of Finance (DF)
<b>Quorum:</b>	40%		12 present - meeting quorate

Item		Reports
1	<p><b>Welcome and Apologies for Absence</b>  Apologies were received and accepted for Julian Cooper, Trevor Gabriele, Lesley Black and Jadean Havenga. Tom Peglar was absent from the meeting.  The Chair welcomed Members and guests in attendance to the last Corporation Board meeting of the academic year. The Board were notified that the meeting would be recorded, this recording will be deleted once the draft minutes have been reviewed and checked.  The Board were advised that a key requirement of this meeting is to review the 2025-26 budget.</p>	Verbal
2	<p><b>Declarations of Interests</b>  No declarations of any pecuniary, business or conflict of interests were made in any of the agenda items.</p>	Verbal
3	<p><b>Approval of New Governor</b>  Louise Muijen was recommended by the Search and Governance Committee as a new external board member.  The vote to approve was carried unanimously.  <b>ACTION:</b>  1. GP to follow up on commencing the induction process for LM.</p>	Application Form p.4 - 10
3.1	<p><b>Resignations of Governors</b>  GB has resigned, with an effective date of 21 July 2025. He was thanked for his work and support as Vice Chair of the Corporation and Chair of the Curriculum and Quality Committee.  MB has resigned as a staff representative member, with an effective date of 21 July 2025. The election process will commence in September for a new staff representative. JI has resigned, with an effective date of 21 July 2025. He was thanked for his contribution especially to the Audit Committee.  The student members were thanked for their contribution and support of the interview process for the Deputy Principal role. The election process will commence in September for new student representatives.  It was noted that this meeting will be the last one attended by JM, she was thanked for her work in building the robust safeguarding processes of the college.  <b>ACTIONS:</b>  2. GP to record the dates of resignation.  3. GP to support election process for staff and student members.</p>	Verbal

<p><b>3.2</b></p>	<p><b>Changes to Committees</b>  A paper was circulated demonstrating membership and officers proposed for all committees, following corrections this will be distributed to members in due course. It was advised that an application had been received from member, Sam Dibas, to serve a second term. The S&amp;G Committee has asked for further detail regarding the application, as that has not yet been received the application cannot be recommended for approval at this time.  A search will be commenced in September for new board members taking into account the skills review. New members will be advised of the time needed and commitment required to fill the role.  When the FEC visited on 8<sup>th</sup> July 2025, there was some commentary about the information provided about committee members being up to date.  New roles were advised as follows:  CW to take on Vice Chair of Corporation</p>	<p>Verbal and Draft Proposal handed out</p>
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	<p>NM to take on Vice Chair of Finance and Resources Committee. NM to take on Chair of Remuneration Committee (RemCo).  RS To take on Vice Chair of Search and Governance Committee.  All roles to be recorded and ratified by vote at the next committee meetings.  The Chair proposed the closure of the Strategic Development Committee as many of their areas of focus have now been incorporated into other activities. This was agreed to by members.  The Chair proposed the setting up of a SPA and Chairs Working Group. This was supported and fuller proposals will be brought before the board at the October FGB for approval. Once the Terms of Reference are approved areas of accountability will be incorporated into the Scheme of Delegation.  <b>ACTIONS:</b>  4. A validated proposal for 2025-26 Committees will need to be agreed, ratified and approved at the appropriate Committees next term - GP  5. GP to circulate members and committee details.   <b>3.2 To approve nominations for Chairs and Vice Chairs - unanimously approved To approve the formation of a SPA Committee - unanimously approved</b></p>	
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<p><b>4</b></p>	<p><b>Governance</b></p>	
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<p><b>4.0</b></p>	<p><b>Minutes of the previous meeting</b>  <b>4.1.1 To approve the Corporation Board Minutes of 31 March 2025</b>  The Board unanimously approved the Corporation Board Minutes of 31 March 2025  <b>4.2.2 To approve the Confidential Corporation Board Minutes 31 March 2025</b>  The Board unanimously approved the Confidential Corporation Board Minutes of 31 March 2025</p>	<p>Paper p.11   Paper p.19</p>
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<p><b>4.1</b></p>	<p><b>Agreed Written Resolutions</b>  The Chair thanked all who returned written approvals.  <b>The Board were asked to formally approve the appointment of the External Auditors - unanimously approved</b>  <b>The Board were asked to formally approve the 2025-26 Accountability Statement - unanimously approved</b></p>	<p>Verbal</p>
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<p><b>5</b></p>	<p><b>College Reports</b></p>	
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<p><b>5.1</b></p>	<p><b>Chair’s Report</b></p> <p>The Chair reiterated that there is a great deal of work ahead for members.</p> <p>The Chair shared some observations on the positive approach take during the meetings with the FEC.</p> <p>The Chair noted that the board pack contained a paper relating to the Goals and Objectives of the Senior Post Holders- this was provided to aid transparency to all members.</p> <p>The GP report was presented, the Chair felt that some areas would require correction and finalisation.</p> <p>The Chair shared that the FEC were aware that the second term of the Chair would end in March 26. Normally guidance would be that Chairs should only serve eight years other than in exceptional circumstances. In discussion with the FEC it has been agreed that the current status of the college warrants the description of exceptional circumstances and therefore there would be formal support for the chair extending their term for (up to) a further two years provided the Board were in agreement.</p> <p>A discussion reflected that numerous changes could occur in the college over the next two years including the tenure of the PCE and FD.</p>	<p>Verbal</p>
	<p><b>The Vice Chair proposed that the Chair be invited to extend their term of office for a further two years from March 26 to March 28. This was unanimously approved.</b></p> <p>The Chair thanked the board for their confidence and reminded members that should the structure of the college change in that period the board structure would likely be different.</p>	

5.2

**Principal's Report**

Paper – p.21

PCE presented his previously circulated report. This included:

1. Commentary on FEC Intervention

The members discussion the eleven recommendations made by the FEC, the detail and proposed timelines for delivery.

SPH's were asked whether sufficient resource exists within the college to deliver on the plans as well as the routine organisation of the establishment. Assurance was given that where possible the deliverables would be part of the other activities underway.

The following questions were asked:

- Are the recommendations fairly generic?
- Are there any alternatives for Recommendation 10?
- Whether Recommendation 4 was already done and what are they looking for?

The Board were informed of the following:

- PCE advised that the main one they are interested in is Recommendation 11.

2. Provision of Emergency Funding

PCE advised that the FEC has the same budget paper that the Board has and confirmed that we have not made an application for emergency funding. We have been asked to sign a contract for the funds that we have had which is a more robust formality.

The following questions were asked:

- What are the implications of the contract?
- Can a SPA happen when a college is in

intervention? The Board were informed of the following:

- PCE confirmed that if we can't repay we have to apply for emergency funding.
- PCE confirmed that this is the typical circumstances for a SPA to happen.

3. Land Sales and Capital Receipts

Further updates were given on the various components of the land sales and timing of potential receipts. The Board were advised on the issues relating to the sub-station move and the drainage agreements.

The Board asked the following questions:

- Is the 4-week delay expected?
- How long is the Judicial Review window?
- Is the earliest time we can expect the money September?
- What is the impact of this?

The Board were informed of the following:

- The 4-week delay is expected.
- PCE advised that the Judicial Review process is 12 weeks, but a judge would question why it wasn't submitted in the first 6 weeks.
- They were advised it is in the budget for March 2026.
- PCE added that the final part is drainage issue, a member of the council raised issues with the drainage and there had been a meeting at the College to discuss,

	<p>which was productive.</p> <ul style="list-style-type: none"> <li>• It would hold up and could stop the doctor’s surgery application</li> </ul> <p>4. Resolution of staff pay inconsistencies PCE confirmed that the small number of inconsistencies identified in staff pay and previously reported would be resolved in September to ensure alignment along with the structural changes. PCE was asked about the progress on the action of a deep dive into the off -site provision. PCE reported that this action was underway and would be available for the October FGB. The Chair advised to note copies of the letters received. <b>ACTION:</b></p> <p>6. <b>GP to ensure that the deep dive of offsite provision is included in the October FGB agenda.</b></p>	
<b>6</b>	<b>Finance and Resources</b>	
<b>6.1</b>	<p><b>Report from the Finance and Resources Committee</b> <b>TG absent from the meeting therefore NM as Vice Chair presented the report.</b></p> <p>The Board were informed of:</p> <ul style="list-style-type: none"> <li>• A conversation regarding capital receipts.</li> <li>• An update on student numbers, marketing, HR and IT.</li> <li>• It was noted that the reports were a lot easier to follow</li> </ul> <p>No Questions.</p>	Paper – p.33
<b>6.2</b>	<p><b>Monthly Management Accounts</b> Paper presented by JT, Finance Director</p> <ul style="list-style-type: none"> <li>• The FD highlighted the forecast end of year EBITDA and the reasons why the outturn was projected to be worse than originally planned. This included both internal and external pressures.</li> <li>• Pay was as demonstrated in the paper.</li> <li>• On non-pay items some influences were linked to the external partnerships.</li> </ul> <p>No further questions were posed.</p>	Paper - p. 34
<b>6.3</b>	<p><b>Budget Plan 2025-26</b> FD (JT) presented the proposed budget for the year 25-26. The Finance Committee members confirmed that the detail had been extensively discussed at the last F&amp;R Committee meeting.</p> <ul style="list-style-type: none"> <li>• This was covered in a lot of detail in FRC.</li> <li>• It was noted that the EBITDA, was showing as a positive number although quite modest. This represents a significant turnaround.</li> <li>• It was noted that growth projections have been minimised.</li> <li>• 16-18 – page 48, summary of how we have moved forward. Note T-Levels funding is reconciled in year, compared to 16-19 which is lagged funding.</li> <li>• Further discussion related to the off-site provision took place with the parameters for the October report being noted.</li> </ul> <p>PCE picked up on the Offsite provision adding: The review needs to focus on:</p> <ul style="list-style-type: none"> <li>• Quality of Provision – The core is of good quality, English and Maths needs more focus.</li> <li>• The Financial Model and how it works. We need to be really clear on any statement of contribution.</li> </ul>	Paper - p. 45

	<ul style="list-style-type: none"> <li>• Internal Governance of the Provision – how do we know that all services are being properly deployed across these sites.</li> <li>• The re-structure is the first real step into this. Craig Adey is our link into Off Site Provision.</li> <li>• The role of the off-site co-ordinator and the way in which that role is deployed will give clarity of governance.</li> </ul> <p>The Board raised the following questions/concerns:</p> <ul style="list-style-type: none"> <li>• A concern was raised about knowledge and oversight of Offsite provision</li> <li>• Whether the growth projected here, relies on current staffing, or whether more is needed?</li> <li>• Is the IT spend in line with the IT strategy?</li> <li>• Is the £40k for professional services to support PFI closure sufficient? They were informed that:</li> </ul> <ul style="list-style-type: none"> <li>• LJ advised that the average group size is 14, which is low, and that the exercise of looking at courses and taking out costs where they are not viable to run. HE is being looked into as part of the Deep Dive. The re-structure will ensure that off-site provision provides a service that is equitable to on-site. It was confirmed that courses would not run with numbers as low as 4.</li> <li>• LJ highlighted that LMI data shows that there are opportunities for growth in the local area, particularly at Level 3.</li> <li>• It was confirmed that some grants this year have supported the IT spend and the figure proposed is correct.</li> <li>• Additional support from the DfE was being effectively utilised and that was providing a significant saving on professional services. There will be more work carried out on Future Services over the Summer and once that is more known we will be in a better position to fully answer that question.</li> </ul> <p>PCE asked to acknowledge the work that has been done on the pay line with nearly £1m removed and with a 4% pay review incorporated. We should acknowledge the impact of that work and the enormous resilience and professionalism staff have shown to achieve this.</p> <p>The VC of the Finance and Resources Committee directed members to the sensitivities recorded in section 11 of the papers.</p> <p><b>The Board unanimously approved the 25-26 budget.</b></p> <p><b>ACTION:</b></p> <p><b>7. LJ and JT will report back in October Board.</b></p>	
6.4	<p><b>Future Financial Projections</b></p> <p><b>The Board unanimously approved the Future Financial Projections.</b></p>	Included in paper for 6.3
	A short break was taken at which point JI left the meeting.	
<b>7</b>	<b>Curriculum and Quality</b>	
7.1	<p><b>Report from the Curriculum and Quality Committee</b></p> <p>CW presented the report.</p> <p>The Board were informed of:</p> <ul style="list-style-type: none"> <li>• Better than expected attendance</li> <li>• Continuing to review and unpick curriculum efficiency</li> </ul> <p>No Questions.</p>	Paper – p.60

7.2	<p><b>Educational Focus and Plans 2025-26</b></p> <p>Deputy Principal (LJ) presented the circulated paper. Iterated the period of change which is currently undergoing in order to improve long term quality, and that Super 7 remains at the core.</p> <p>The Board asked the following questions:</p> <ul style="list-style-type: none"> <li>• What is the effect on staff and wellbeing?</li> <li>• How A1 could/should be used to support?</li> <li>• The balance of sessional/hourly staff to permanent staff. They are informed of the following:</li> </ul> <ul style="list-style-type: none"> <li>• LJ replied that teachers were clear about teaching time and time for additional tasks. The new structure also provides a better support network for teaching staff.</li> <li>• LJ advised that the answer would depend on the growth and areas that achieve growth.</li> <li>• How2 was being used to develop teaching staff</li> <li>• There is an AI Champion who will support staff development</li> </ul>	Paper – p.62
7.3	<p><b>Anticipated Student Numbers</b></p> <p>Deputy Principal (LJ) presented the paper and iterated this had been based on the curriculum plan which was subsequently fed into the budget.</p> <p>A discussion on the target class size was held.</p> <p>PCE left the meeting at 17:55</p>	Paper – p.68
7.4	<p><b>Safeguarding</b></p> <p>The Board commended JM for a very comprehensive set of papers.</p> <p>The Board were informed of:</p> <ul style="list-style-type: none"> <li>• Updates to KCSIE</li> <li>• Introduction of Martyn’s Law</li> </ul> <p>Members asked about the points of concern raised and the associated actions. DSS assured that the Integration Plan covers both Online filtering and Student Voice and the requirement to ensure that this is as embedded in the Off-site provision.</p>	Paper – p.73
8	<b>Audit</b>	
8.1	<p><b>Report from the Audit Committee</b></p> <p>RS presented the report.</p> <p>The Board were informed of:</p> <ul style="list-style-type: none"> <li>• Cyber Security deep dive which IT Manager attended. This was seen as a useful and open conversation.</li> <li>• Next Audit meeting will look at partnerships.</li> <li>• Risk Management, not being given sufficient focus – understandable reasons. Work will commence on updating the Risk Register and the Board receiving regular updates.</li> </ul>	Paper presented in the meeting
9	<b>Governor Reports</b>	
9.1	<p><b>Student Governor Report</b></p> <p>KA presented the student governor report</p> <p>Areas going well</p> <ul style="list-style-type: none"> <li>• Lecturers, Development Coaches, wellbeing, equipment and resources</li> </ul> <p>Areas for development</p>	Paper – p.89

	<ul style="list-style-type: none"> <li>One File Training, Team Planning, improvements needed on kitchen and toilet facilities</li> </ul> <p>On a positive note, KA confirmed that the coffee machine has been fixed.</p>	
<b>9.2</b>	<p><b>Staff Governor Report</b></p> <p>SR presented the report: The main points discussed related to how staff were feeling in relation to the recent consultations and Notice of Improve. The importance of clear communication was discussed. Staff are feeling unsettled. The Board asked what they can do and suggested that it may be useful for Board members to be onsite at the start of term to meet with staff.</p> <p><b>ACTION:</b></p> <p><b>8. A new Communication Strategy is being developed.</b></p>	Paper – p.91
<b>9.3</b>	<p><b>Governance Professional Report on Governance</b></p> <p>This paper has been reviewed and the Chair advised that this is to be reviewed by the Chair and GP and revised.</p>	Paper – p.94
<b>9.4</b>	<p><b>Policies</b></p> <p>The following Policies recommended for approval by CQC were Approved:</p> <ul style="list-style-type: none"> <li>Access and Participation Statement</li> <li>Student Protection Plan</li> <li>Complaints Policy</li> </ul> <p>The Following Policies were approved by the Board, subject to final links in the policies being updated:</p> <ul style="list-style-type: none"> <li>Freedom of Expression and Freedom of Speech</li> <li>Sexual Harassment and Misconduct Policy</li> </ul>	Paper – p.114
<b>10</b>	<b>Search and Governance</b>	
<b>10.1</b>	<p><b>Search and Governance Update</b></p> <p>Presented by the Chair (SO)</p>	Paper - p.157
<b>10.2</b>	<p><b>Approval of Governance Documents</b></p> <p>The Board were asked to formally approve the following Governance documents:</p> <ul style="list-style-type: none"> <li>Standing Orders</li> <li>Audit Committee Terms of Reference</li> <li>Strategic Development Committee Terms of Reference</li> <li>Search and Governance Committee Terms of Reference</li> <li>Remuneration Committee Terms of Reference</li> <li>Finance and Resources Committee Terms of Reference</li> <li>Curriculum and Quality Committee Terms of Reference</li> <li>Instrument of Government</li> <li>Articles of Government</li> <li>Governor Induction Booklet</li> <li>Governance KPIs</li> <li>Governance Policy</li> </ul> <p><b>All Governance documents - unanimously approved</b></p>	Paper – p.159

	<b>ACTION:</b> <b>9. Governance documents to be published on Newbury College website</b>	
<b>10.3</b>	<b>Scheme of Delegation</b> The Board were informed of: <ul style="list-style-type: none"> <li>Update on the Scheme of Delegation</li> </ul> <p>The Board were asked to formally approve the Scheme of Delegation - unanimously approved</p> <b>ACTION:</b> <b>10. The Scheme of Delegation is to be completed and published on Newbury College website</b>	Appendix 6
<b>11</b>	<b>Any Other Business</b>	
<b>11.1</b>	<b>To discuss AoB</b> No other business was raised.	Verbal
	<b>External Governors, GP and VPCS only for Item 12</b>	
<b>12</b>	<b>Remuneration Committee</b> <b>Staff and Student Governor Members left at 18:40</b>	
<b>12.1</b>	<b>Report from Remuneration Committee*</b> A report was received on the work of the Remuneration Committee.	Paper – p.247
<b>12.2</b>	<b>Goals and Objectives of PCE and SPH</b> A draft of the Goals and Objectives of the designated roles was circulated. <b>ACTION:</b> <b>11. This needs to be finalised and presented to the Remuneration Committee.</b>	Paper – p.248
<b>12.3</b>	<b>Minutes of the Previous Meeting*</b> See under confidential minutes	Paper – p.253
<b>12.4</b>	<b>External Governor Discussion*</b> <b>External Governors and Senior Post Holders Only</b> Discussion on any relevant matters	Verbal
<b>12.5</b>	<b>Dates for 2025-26 Meetings</b> Proposed dates for meetings were presented, these are subject to revision. <b>ACTION:</b> <b>12. Finalise dates, distribute to Members and publish on Newbury College website.</b>	Paper – p.255
	<b>Meeting closed at 19:00 hours</b>	
	<b>Date and time of next meeting: Corporation Board 20<sup>th</sup> October 2025 at 3pm</b>	

# Denotes items not previously considered by a Committee of the Corporation

\* Denotes confidential items

Signed : Sally Osmond (Chair) 31 Oct 2025  
Date  
Sally Osmond (Oct 31, 2025, 4:25pm) :



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### Parties involved with this document

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Fri, 31st Oct 2025 9:00:48 GMT college.ac.uk) for	Sent the envelope to Sally Osmond (s-osmond@newbury-college.ac.uk) for signing (212.219.118.14)
Fri, 31st Oct 2025 9:02:03 GMT	Document emailed to s-osmond@newbury-
college.ac.uk	Fri, 31st Oct 2025 9:04:36 GMT Sally Osmond opened the document email.
(72.145.93.148)	
Fri, 31st Oct 2025 15:43:01 GMT	Sally Osmond opened the document email.
(86.132.117.216) Fri, 31st Oct 2025 15:43:09 GMT	Sally Osmond opened the document email.
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(66.249.93.98) Fri, 31st Oct 2025 16:25:24 GMT	Sally Osmond viewed the envelope
(86.132.117.216)	
Fri, 31st Oct 2025 16:25:40 GMT	Sally Osmond signed the envelope (86.132.117.216)
Fri, 31st Oct 2025 16:25:40 GMT	This envelope has been signed by all parties (86.132.117.216)