



Board of Governors

Approved minutes of the meeting held on Thursday 23 October 2025 at 2.00pm in the Boardroom

Present: Janet Smith (Chair), Dr David Reid, Dr Alex Bols
Geraldine Kelly, Helen Fairfoul, Vivien Goodwin,
Haydn Jones (student governor), Daryl Burns (Support staff governor),
Dr Phoebe Patey-Ferguson (Academic Board staff governor),
Prof Randall Whittaker (Principal and CEO)

Apologies: Dr Anni Domingo, Sud Basu

In Attendance: Prof Stephen Farrier, Deputy Principal
Stuart Page, Dean
Michael Healy, Chief Financial Officer
Veronique Fricke, Director of Corporate Affairs
Rachael Wilson, Director of Service Delivery
Dawn Turpin, Clerk to the Board

1. WELCOME AND APOLOGIES

1.1 The new Chair welcomed members to the meeting. Apologies were received from Dr Anni Domingo and Sud Basu.

2. DECLARATIONS OF INTEREST

2.1 Standing declarations were noted. There were no declarations in relation to items on the agenda.

3. MINUTES OF THE LAST MEETING

3.1 The minutes of the meeting held on 10 July 2025 were **approved** as a correct record.

4. MATTERS ARISING

4.1 Updates to the actions from the last meeting appended to the minutes were **noted**.

5. PRINCIPAL AND CEO'S REPORT

5.1 The Principal and CEO introduced his report. In response to a governor query he noted that financial sustainability remained a key area of focus, the College was still at the beginning of its transformation and considerable work remained. It was important not to divert focus to non-essential enhancements.

5.2 Opportunities to build financial sustainability included international recruitment and the potential for improvement in the next Teaching Excellence Framework (TEF) assessment based on the College's student outcomes achievements. The College was also well placed to respond to the Post-16 Education and Skills White Paper in demonstrating leadership as a specialist institution and in the potential for local collaboration.

- 5.3 In response to a governor query on the new freedom of speech requirement it was noted that this did present some tensions in the use of artistic expression; the College was required to create the conditions in which such speech could happen. The Deputy Principal would be presenting to the Board on this subject at its next meeting and the Office for Students' (OfS) Director of Free Speech would be attending the Guild HE annual conference being hosted by the College in November. Staff training was being undertaken online and completion monitored; the College would seek to understand the reasons why a member of staff may choose not to complete the training.
- 5.4 With thanks the Board **noted** the Principal and CEO's report.

6. STRATEGIC PLAN 2024-2027 ANNUAL KPI REPORT

- 6.1 The Deputy Principal introduced the report providing topline updates to the key performance indicators (KPIs) against the Pillars of the Strategic Plan 2024 – 2027. Deep dive reports would resume at the December Board meeting when the reporting would reflect comments made by the Board at its previous meeting.
- 6.2 In response to governor queries it was noted that none of the KPIs were off target although data was not yet available for KPI 03 'Performance above benchmark in the Postgraduate Taught Experience Survey' which would be completed in 2025/26; in the interim progress would be measured in conversations with students. Some KPIs were ahead of target for example KPI 15 'Research contracts applied for'. Others were challenging for example the People and Development KPIs due to lack of reporting systems, variations in staff contracts and the impact on investment in personal development in what would be a financially challenging year. More traction was also needed on the Environmental Sustainability KPIs. There was potential to achieve more in sustainable growth through diversifying revenue streams although that would require the Principal and CEO having the time to invest in developing relationships with potential funders and donors.
- 6.3 The Board **noted** the Strategic Plan 2024-27 annual KPI report.

7. STUDENTS' UNION (SU) REPORT

- 7.1 The SU President verbally updated the Board on activities including engagement with the National Union of Students following the announcement on the reintroduction of maintenance loans and continued work on the organisation and stability of the SU through the development of a Student Partnership Agreement between the SU and the College, the updating of the SU Constitution and student space and environmental initiatives. He would be attending upcoming student representative meetings and planned to visit the Wigan campus. He also highlighted the success of Freshers' Week and the Freshers' Fair.
- 7.2 In response to governor queries the Principal and CEO noted that in addition to the proposed Student Partnership Agreement the relationship between the College and students was governed through the Student Contract which was in the process of being updated. Revisions to the SU constitution should be progressed in time for the next round of student elections. On green initiatives the SU President noted he was a member of the Environment and Sustainability management committee. On the reaction of students to the closure of the Wigan campus the SU President reported that whilst there was general upset there had been an improvement in communications.
- 7.3 With thanks the Board **noted** the Students' Union verbal report.

8. NATIONAL STUDENT SURVEY 2025

- 8.1 The Dean reported on the results from the National Student Survey (NSS) noting a small increase in response rate and high positivity rates across a number of programmes and metrics. The only area of decline compared to 2024 was in 'wellbeing support services' – the reasons for this were understood and the College had already taken action to address them as would be reported in the Student Life item later on the agenda (minute 10).
- 8.2 The majority of negative comments were in relation to the 'organisation and management' metric and it was commented that this could be interpreted by some to mean the organisation and management of the College. On 'learning resources' the Principal and CEO noted there had been an underinvestment in resources. He commended the increase in positivity in the 'SU' metric.
- 8.3 The Academic Board had gone through the results in detail; programme level data would inform annual enhancement plans during the autumn. Staff would be briefed on the outputs from the Sexual Misconduct Survey which was in its first year at the all-staff briefing in December. Work would also be undertaken to encourage completion of the NSS survey in 2026 and reporting of the results to the Board would be further refined.
- 8.4 The Board **noted** the NSS Student Survey results for 2025.

9. ACCESS AND PARTICIPATION PLAN

- 9.1 The Dean reported that monitoring and oversight of the delivery of the College's Access and Participation Plan (APP) was currently undertaken by external providers. A report on performance to date should be ready by the December meeting of the Board. Mechanisms were being put in place for the College to evaluate and report on the APP itself from 2025/26.

10. STUDENT LIFE REPORT 2024/25

- 10.1 Sena Akbulut, Head of Student Life, joined the meeting and reported on improvements and developments in the College's Student Life Service. The Head of Student Life had joined the College in May 2025 and undertaken a through review of the service including its staffing structure, approach to counselling, record keeping and culture. A customer relationship management system had been implemented which would provide improved reporting going forward and there was now a focus on training, visibility and professionalism.
- 10.2 Responding to governor queries the Head of Student Life advised that counsellors had been sourced via LinkedIn, interviewed and had undergone appropriate safeguarding checks. Whilst the impact of COVID had not presented as a reason for students seeking counselling this might be something that was revealed during counselling sessions. Mental health was more openly talked about; the service had shifted from a culture of being there when there is a problem to one of supporting students to be able to help themselves. The SU President commended the visible improvement in the service.
- 10.3 With thanks the Board **noted** the Student Life Report 2024/25.

11. ACADEMIC GOVERNANCE ASSURANCE REPORT

- 11.1 The Principal and CEO introduced the annual report from the Academic Board on Quality and Standards which provided assurance to the Board on the College's academic governance arrangements during 2024/25. The College's degree outcomes statement would be submitted to the Board at its next meeting.

- 11.2 A governor, referring to the pre-Board development session on the role and function of a governor, asked how governors could assure themselves beyond the provision of the annual report. In response it was noted that additional sources of data were provided in the paper and the Academic Board Governor reported on the friendly but robust conversations that took place at meetings. Referring to the change in the external examiner model a governor noted that the Board should receive a summary of external examiner reports. The Clerk noted that a pre-Board development session on Academic Governance was planned.
- 11.3 The Principal and CEO, referring to his earlier comment on the potential for achieving 'Gold' in the next TEF assessment, commented that this would become important if differential fee limits were introduced based on teaching quality.
- 11.4 The Board **noted** the annual academic governance assurance report, the minutes of the Academic Board meeting held on 6 August 2025 and the verbal report on the meeting held on 13 October 2025.

12. ANNUAL REPORT AND ACCOUNT FOR THE YEAR ENDING 31 JULY 2025

- 12.1 The CFO reported that the College was presenting its annual report and financial accounts for the year ending 31 July 2025 showing a small surplus of £100k at the October meeting within the intention of filing early delivering a positive statement about the transformation of the College at a time when the sector was under financial challenge.
- 12.2 Referring to the annual report from the College's new internal auditors which provided reasonable assurance that there was no major weaknesses in the system of internal control a governor sought reassurance on how this had improved from the previous year opinion that the College did not have an adequate framework of risk management, governance and internal control. The Chair of the Audit and Risk Committee responded that the outstanding recommendations from the previous auditors had been built into the audit plan by the new auditors and its findings were based on the position the College was in now which had moved on from that under the previous auditors.
- 12.3 The Audit and Risk Committee's own annual report would be prepared for its first scheduled meeting of the year in November. There was nothing that would cause that report to be qualified. Members of the Audit and Risk Committee concurred noting that the Committee had gone through the annual report and management letter with the external auditors in detail at the meeting held on 13 October.
- 12.4 The Board **noted** the management letter from the external auditors and the minutes of the additional meeting of the Audit and Risk Committee held on 13 October. The Board **agreed** to recommend to the Annual General Meeting:
- a. the annual report and financial statements for the year ending 31 July 2025
 - b. that the Chair of the Board sign the Charity Statement of Financial Activities, letter of representation and the letter of support for Rose Bruford International.

13. BUDGET 2025/26

[Confidential minute]

14. PREVENT ACCOUNTABILITY RETURN 2024/25

- 14.1 The Deputy Principal noted that whilst guidance had been received from the OfS on the annual accountability and data return on compliance with the Prevent duty the submission form was awaited. The return, which would report that there had been no serious issues related to the Prevent duty, was due for submission by 1 December 2025. It would be reviewed by the Audit and Risk Committee at its meeting on 10 November for recommendation to the Board for approval by Chairs Action.

15. REMUNERATION COMMITTEE

- 15.1 Helen Fairfoul reported on the meeting of the Remuneration Committee held on 10 October 2025 in place of its Chair, Dr Anni Domingo, who had sent her apologies.
- 15.2 The Committee had reviewed its own terms of reference agreeing its remit be extended to include members of the CEG, considered the remuneration of the Principal and CEO and of members of the CEG and requested additional benchmarking data which it would consider at its next meeting in December.
- 15.3 The Board:
- a. **noted** the report from the Remuneration Committee
 - b. **agreed** the remit of the Remuneration Committee be extended to include members of the College Executive Group
 - c. **approved** the revised terms of reference of the Remuneration Committee, subject to the amendments discussed in the meeting.

16. GOVERNANCE AND NOMINATIONS COMMITTEE

- 16.1 Alex Bols, reported on the meeting of the Governance and Nominations Committee held earlier that day which he had chaired in place of Sud Basu who had sent his apologies.
- 16.2 The Committee was recommending the appointment of three new independent governors following an external appointment process; their CVs had been included in the papers. Members commented that the candidates were of high quality. In response to queries it was noted that the Committee had discussed the diversity of the candidates however the skills and experience they would bring to the Board were in areas that the skills audit had shown to be low. The need for any further appointments would be considered at the next meeting of the Committee informed by the skills audit updated to take account of the new appointments.
- 16.3 The Board **approved** the appointment of Anthony Carey, Chris Payne and Miles Gibson to the Board of Governors for an initial term of four years from 1 December 2025.
- 16.4 Alex Bols further reported that the Committee had reviewed a proposed appointment procedure for governors, the Chair of the Board, Deputy Chair and chairs of Board committees. This would be circulated to the Board after the meeting. A call for expressions of interest in the role of Deputy Chair and Chair of the Governance and Nominations Committee would be circulated by the Clerk after the meeting.

Action: Clerk to the Board

Dr David Reid left the meeting

- 16.5 Noting that the Chair of the Audit and Risk Committee has an independent assurance role and is commonly appointed to the role in other institutions the Board **approved** the appointment of Dr David Reid, Chair of the Audit and Risk Committee, as Senior Independent Governor.

Dr David Reid rejoined the meeting.

- 16.6 The Committee had also reviewed the College's compliance with the governance and management 'E' conditions of OfS registration and its own terms of reference which it was recommending to the Board for approval.
- 16.7 The Board **approved** the revised terms of reference for the Governance and Nominations Committee, subject to the amendment to the schedule of business raised in the meeting.

.17. OFFICE FOR STUDENTS REGULATORY UPDATE

- 17.1 The Board **noted** the Office for Students regulatory update.

18. ANY OTHER BUSINESS

- 18.1 The Clerk to the Board reported that following a procurement process a Board Portal would be implemented to support Board operations. As part of this, and to mitigate data and cyber security risk, governors would be provided with College email addresses.

19. DATE OF NEXT MEETING

- 19.1 The Board **noted** the dates of the remaining meetings being held in 2025/26, all starting at 2.00pm:
- 4 Dec 2025
 - 22 January 2026 + Away Day + Annual dinner
 - 19 March 2026
 - 7 May 2026
 - 9 July 2026

Dawn Turpin
Clerk to the Board
28 October 2025

Appendix

Action tracker

Minute	Action
July 2025	
Minute 7.2, Deputy Principal	- KPI reporting to be reviewed when reports resume at the December 2025 Board meeting
Minute 9, CFO	- item postponed pending implementation of new HR systems that would enable improved data monitoring and reporting
October 2025	
Minute 13.3, CFO	- implement regular in year monitoring and reporting against the budget to the Board
Minute 16.4, Clerk	- circulate a call for expressions of interest in the roles of Deputy Chair of the Board and Chair of the Governance and Nominations Committee.