

DRAFT Minutes of the Meeting of the Board of the Corporation**16 December 2025, 16:30 to 18:30****SBSA Campus****PART A MINUTES**

Present: Phil Smith (External Governor, Chair of the Corporation, PS)
 Daniel Amin (External Governor, DA)
 Tony Antonius (External Governor, TA)
 Andrea Arlidge (External Governor, AA)
 Steve Bennett (External Governor, SB)
 Neil Dimes (External Governor, ND)
 Julia Gray, Principal & CEO (Ex-officio, P&CEO)
 Marc Griffiths (External Governor, MG)
 Judi Harper (External Governor, JH)
 Dan Jones (External Governor, DJ)
 Ruth Pickersgill (External Governor, RP)
 Palie Smart (External Governor, PSM)
 Shawn Smith (External Governor, SS)
 Steven Tunn (Staff Governor)
 Jess Winkler (External Governor, JW)

In attendance: Catherine Howett, Deputy Principal (DP)
 Tim Peacock, Chief Operating Officer (COO)
 Jessica Thorne, Corporate Services Officer (CSO)
 Lynette Wilson, Director of Governance & Clerk to the Corporation (Clerk)
 Sanyia Choudhury, Student Governor Designate (SC)
 Ben De Cruz, External Auditor - Gravita Audit Western Limited (GAW)

Min No.	
1a	<u>Apologies for Absence and Quorum</u> Apologies were accepted from Kateryna Kalinina, Danny Alfaraj and Sandra Gordon.
b	<u>Declarations of Interest in any agenda items</u> There were no declarations of interest declared.
c	<u>Confidentiality of agenda items</u> Post meeting, a commercially sensitive section of item 3b was deemed confidential. See Part B minutes. The Principal & CEO had maintained transparency with all staff through communications regarding negotiations over pay with the Joint Unions.

2a	<u>Minutes of meetings:</u> • Part A minutes 20 October 2025 • Part B Confidential minutes 20 October 2025 • Part C Confidential minutes 20 October 2025 The minutes of the previous meeting held on 20 October 2025 were submitted to the Board prior to the meeting and approved as a true record of proceedings. <u>Review of actions and any matters arising, including</u> <table><tr><th>Action</th><th>Meeting</th><th>Owner</th><th>Deadline</th></tr><tr><td>COO to provide a report to the Board, following the completion of the post RIDDOR H&S investigation.</td><td>20.10.25</td><td>COO</td><td>2nd December</td></tr></table> The COO confirmed that a full investigation into the incident had been completed. An update had been provided to the Joint Audit and F&R Committee held on 2 December 2025. No insurance claim had been made and the student had returned to their studies. The Board sought reassurance that measures had been put in place to prevent further incidents of this nature. The COO stated that a full investigation was completed by the Health and Safety Team [REDACTED] [REDACTED] Competency of staff and lack of in-date documentation were the main findings. The Board questioned the learnings to be taken forwards regarding staff induction and support whilst on probation. It was stated that it had been recognised that there was further support needed for new starters in this type of role, especially in the higher risk teaching areas. The Board requested access to the report. It was stated that this could be made available and governors should contact the COO if they wish for any further information. <u>Written resolution:</u> • Student governors to sit on the C&Q Committee. The written resolution to approve the two student governors to sit on the C&Q Committee was noted by the Board. <u>Use of the Seal:</u> • IoT Collaboration Agreement (Executed as a Deed). The Board noted that the College seal had been used on the IoT Collaboration Agreement to allow two new partner organisations to join the IoT.	Action	Meeting	Owner	Deadline	COO to provide a report to the Board, following the completion of the post RIDDOR H&S investigation.	20.10.25	COO	2 nd December
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COO to provide a report to the Board, following the completion of the post RIDDOR H&S investigation.	20.10.25	COO	2 nd December						
3a	<u>Principal & CEO's Report</u> The Principal & CEO's Report was submitted to the Board prior to the meeting. The Principal & CEO (P&CEO) provided an overview of their report and updated the Board on activities with Colleges West.								

3b	The P&CEO stated that the first wave of funding had commenced for the delivery of Technical Excellence Colleges in construction. Additional plans for the development of Technical Excellence Colleges had since been announced, with digital technology identified as a priority for the West of England. It is likely therefore that a College in the West of England would be appointed as a Digital Technology Technical Excellence College. The P&CEO confirmed that an update about the application process for Technical Excellence Colleges would be provided following attendance at the training event by the DP and COO. The P&CEO highlighted the Recognise and Respect initiative, which enabled staff to nominate colleagues for awards. Details of some of the nominations had been included within the report. The Board viewed a short video demonstrating the use of an aero-engineering flight simulator. It was agreed this was an excellent insight into the opportunities being offered to learners at the College. Strategic Action Plan Progress The Board were reminded that they have access to the shared Strategic Action Plan via OneNote, which included progress updates against agreed actions in all the College's strategic delivery areas. The link had been recirculated to the Board prior to the meeting. Work on Curriculum and Quality (C&Q) was highlighted by the P&CEO, including initiatives to strengthen Student Voice at FE and HE levels and actions taken in response to student feedback, including the HE National Student Survey. The C&Q Committee continued to receive regular updates about this strategic area. Progress on the Estates Strategy had been completed and reported to the Finance & Resources Committee. The Chair requested that the Board be given the opportunity to review updates to the Strategic Plan in the next term as a whole Board. The P&CEO proposed scheduling a Strategic Plan Review Meeting later in the academic year at an appropriate point. Action: Clerk to arrange a Strategic Plan Review Meeting. The next Governors Strategy Day in February would focus on the new Ofsted framework and the Estates Strategy.
4	<u>Strategic Risk Register (SRR)</u> The Strategic Risk Register was submitted to the Board prior to the meeting. The Chief Operating Officer (COO) reported that net risks remained stable and had not changed significantly since the previous review. The Senior Leadership Team (SLT) continued to hold focused discussions on matters within the SRR to ensure robust oversight and management. The SLT were able to provide assurance to the Board that risks were being managed appropriately and that the organisation's risk appetite was clearly understood.

	The Audit Committee Chair noted how useful the first risk movements tab is in helping to identify priority areas for monitoring. He noted the comments from the internal auditor that areas of reported stability should still receive scrutiny from committees. The Clerk highlighted that comprehensive deep dive reviews were starting to take place regularly in committees, which had strengthened assurance and governance around key risk areas. A schedule for deep dives until the end of the year would be circulated next term.
5	<u>Finance</u>
a	City of Bristol College Management Accounts P3 (reviewed by F&R and Audit Committee) The College Management Accounts P3 were submitted to the committee prior to the meeting. The COO confirmed that the College was forecasting to meet all financial targets. Student numbers were above estimates at the census point (by 7 students) which contributed positively to income projections. It was noted that the Period 4 accounts had been completed earlier in the week. Pay savings had been achieved earlier in the term due to staff vacancies, which further supported the positive financial position.
b	Pay Award Update The P&CEO provided an overview of the pay award negotiations that had taken place with all three of the College's recognised staff unions. A dispute had arisen with UCU, which had balloted locally following the national ballot. The local ballot met the required threshold for strike action and UCU members planned to take strike action on three dates in January 2026. The Board asked about the proportion of staff who were union members. It was confirmed that those who voted to reject the pay award represented less than 8% of the total workforce. The P&CEO acknowledged that this was a challenging situation given the timing within the academic year. Negotiations were ongoing; the P&CEO had met with the UCU branch chair, who indicated that further negotiations or a subsequent ballot might be possible due to current tensions which have resulted from the notice to strike. A follow-up meeting with UCU was scheduled for 18 December 2025. The P&CEO confirmed that they were awaiting clarification of the terms or demands associated with the strike before further negotiations could proceed. The Board asked whether external arbitration might be helpful. The P&CEO advised that, following the meeting with UCU on 18 December, a proposal for a further ballot would be made. If this did not resolve the dispute and a proposal for strike action continued, external arbitration would then be considered. The Board asked how learners' needs will be met during the strike days. The P&CEO stated that the College would prioritise students requiring teaching and support under their Education, Health and Care Plans (EHCP) to ensure continuity of provision during strike days. Directors were already working with Programme Managers to plan for this. It was noted that the College is prohibited from using agency staff to cover during this period.

	The Board enquired into the threshold for any Board involvement around pay or condition discussions. The P&CEO stated that there was nothing at this time that required governor-level approval as part of the negotiations. The DP also confirmed that work was underway with management staff to address any concerns or tensions within the staffing body. c Subsidiary Management Accounts P3 (reviewed by subsidiary Boards and Joint F&R and Audit Committee): i. PiB ii. SWAC iii. BPS Subsidiary Management Accounts for period 3 were provided for monitoring and information purposes prior to the Board meeting and were noted by the Board.
6 a	<u>Annual Audit and Accounts for 2024-25</u> Audit Management Letter (External Audit Findings Report) The Audit Management Letter was submitted to the Board prior to the meeting. The External Auditors (GAW) stated the following: - They had carried out their annual audit activities and confirmed that the final audit reports were clean. - Their findings had been submitted to the Audit Committee prior to the meeting - There were no significant difficulties in carrying out their work and the Finance Team had been very helpful throughout the work undertaken. - There were no concerns regarding the College's financial reporting. The pension scheme was now recorded as an asset rather than a liability; however, it was agreed that it would not be reported in the accounts due to its nature and the low likelihood of it providing a tangible financial benefit to the College. It was confirmed that there were no liabilities within the accounts and nothing further to report. The Board asked whether the pension scheme must appear in the accounts if it is deemed a liability. It was confirmed that this is the case. The COO expressed satisfaction with the clean report and the absence of any significant audit findings. b Going Concern Assessment The COO stated that the College was able to continue operating for the forthcoming year with the key indicators including probability assessments, banking arrangements, cash flow and covenant compliance all being on target. The Board approved the Going Concern statement. c Letters of Support:

	I. Letter of Support - CoBC to SWAC (South West Apprenticeship Company) FY24-25 II. Letter of Support - CoBC to BPS (Bristol Professional Services) FY24-25 Letters of support from the College to SWAC and BPS were submitted to the Board prior to the meeting. The COO stated that the DfE had now granted approval of the measures on receipt of the letters. The Board approved the Letters of Support to both SWAC and BPS.
d	Letter of Representation – Financial Statements Audit and Regularity Audit (Corporation and Subsidiaries) A standard letter was provided to the Board prior to the meeting with no non-standard representations. This was approved by the Board.
e	Regularity Self-Assessment Questionnaire The Board received the College’s Regularity Self-Assessment Questionnaire prior to the meeting. The management’s assessment was reviewed and approved by the Board.
f	Subsidiary Companies – Financial Statements 2024-25: (approved by subsidiary boards) i. South West Apprenticeship Company (SWAC) ii. Partners in Bristol (PiB) iii. Bristol Professional Services (BPS) The Financial Statements 2024-25 from the subsidiary companies were provided for information and monitoring prior to the meeting and were noted by the Board.
g	Annual Report of the Audit Committee (Including Internal Audit Annual Report 2024-25) The Annual Report of the Audit Committee, including the Internal Audit Annual Report 2024-25, were submitted to the Board prior to the meeting. The Chair of the Audit Committee presented the Annual Report, confirming that the Committee believed that it had received all necessary information to discharge its responsibilities. Assurance was provided to the Board that an appropriate framework for risk management and internal control was in place across the College. The Internal Audit Annual Report, prepared by Bishop Fleming was attached. The report contained the auditor’s statement that the College ‘has reasonable and effective risk management, control and governance processes in place’.
h	Members’ Report and Financial Statements for the year ending 31 July 2025 The Members’ Report and Financial Statements were submitted to the Board prior to the meeting and were recommended by the Joint Audit and Finance & Resources Committee for approval.

i	The COO highlighted that the College's financial performance was broadly in line with budget and reflected a generally positive position, as reported throughout the year in the management accounts. The Board commended the Finance Team for their work in achieving clean statutory accounts and for the positive progress in the College's finance over recent years. The Members' Report and Financial Statements were approved by the Board. The Board extended thanks to Ben De Cruz from the External Auditors, Gravita Audit Western Limited. <i>[Ben De Cruz left the meeting]</i> <i>[AA left the meeting]</i> Appointment of the Auditors The Clerk provided the Board with the costs of the internal and external auditors over the last year, in order to assist with the Board's value for money assessment. The Chair of the Audit Committee recommended the continuation of the external auditors, Gravita Audit Western Limited, for a further one-year term. This was approved by the Board. The Chair of the Audit Committee recommended the reappointment of the Internal Auditors for the next academic year. This was approved by the Board. It was noted that a re-tender process would be required in the following year, as Gravita would have completed a five-year period.
7	<u>C-SAR (College Self-Assessment Review) 2024-25</u> The C-SAR was submitted to the Board prior to the meeting. The Chair of the Curriculum and Quality (C&Q) Committee provided an overview of the College Self-Assessment Review (C-SAR) validation process to which Governors had been invited to participate in the process and contribute to scrutiny. He stated that the validation process was robust. The report outcomes indicated that, across nine categories, six were assessed as Good and three as Outstanding. During the validation exercise, 'Behaviours and Attitudes' has been upgraded to 'outstanding' and the senior team were encouraged to be bold in celebrating the areas of real progress across the College. Governors expressed satisfaction with both the process and the outcomes. Governors noted that they believed that the document accurately reflected the current position of the College. They commended the involvement of staff and the integration of student feedback, which they found valuable and engaging. The P&CEO highlighted improvements made to scrutiny, evaluation, and the quality of

	provision and judgements, as well as the enhanced understanding of the College's offer. The P&CEO praised the relentless drive of the Quality Team to identify barriers, challenge processes and implement improvements and recognised the Deputy Principal's leadership in this work. The Board asked whether any targets within the C-SAR were set by external bodies. The P&CEO confirmed that the Quality Team used national achievement rates as a benchmark for different provision types. While there was no national attendance benchmark for FE provision, city school attendance figures (particularly Year 11) were used as a guideline. Adult attendance remained a challenging target due to external factors affecting learners. The Quality Team had also set aspirational three-year targets. It was stated that the Accountability Agreement also sets some guidance for colleges. The C-SAR was approved by the Board and the document would now be submitted to Ofsted.
8	<u>Link Governor Reports</u> i - Report from Safeguarding Link Governor including review of Safeguarding and Prevent Annual Report presented to C&Q Committee The Board received the Annual Safeguarding and Prevent Report prior to the meeting. The Safeguarding Link Governor confirmed that she had continued to meet regularly with the Head of Safeguarding (HoS) throughout the year, exploring different themes at each visit. A strong working relationship had been developed with the HoS over the past year. It was noted that the current HoS would be leaving the College, which was identified as a potential risk. The Safeguarding Link Governor acknowledged the work of the management team around the reporting of safeguarding data in order to provide governors with a clearer understanding of context. ALS staff were commended by the Link Governor for their passion and the positive relationships they had built with students, who clearly enjoyed their studies. JW also reported on her role as SEND (Special Educational Needs and Disabilities) Link Governor and explained how she felt that the two link roles were connected. There is now a programme of visits in place to support this role. It was stated that there seemed to be a high performing team in place who are passionate about their roles. The Board asked about how the Review of Serious Youth Violence affected the College. It was confirmed that the College has reviewed its safeguarding practices, including bringing in consensual searches. Attendance at city-wide strategic meetings had also informed safeguarding practices, which were subsequently embedded into the work of safeguarding leads, campus security and other relevant teams. The Board noted that the number of safeguarding referrals had increased from previous years, although reported incidents are now decreasing, and asked about the rise in reported incidents.

	It was stated that the higher numbers were thought to be a combination of a positive culture around safeguarding which has led to more reporting but also some cases of misreporting; the processes for separating out safeguarding from other concerns have been clarified. The reduction in current reporting was also thought to reflect improvements in learner resilience and campus initiatives which support a holistic offer to students. The Board queried the figures in the table on page 11 of the report as there seemed to be a misalignment of figures between the two tables Action: DP to check the figures and update the Board. The Board commended the HoS for the detailed report. It stated that the report reflected well on the safeguarding ecosystem, with categories like bullying and bereavement now being explicitly noted. The Board asked about benefits of the Talk Campus app. It was reported that usage had increased and that the app had proven to be a positive tool for learners, with earlier promotion during the term. The Board asked about the College's response to the passing of Martyn's Law. It was confirmed that staff would participate in a critical incident training session and drill on 5 January 2025 during the CPD Day. Physical security measures across all campuses were also being reviewed to ensure compliance with statutory requirements. The Board noted that the HoS would be soon leaving the College for a promoted post. Recruitment for a replacement was underway, along with plans to appoint an additional Senior Safeguarding Lead to further strengthen the team.
9	<u>Committees: Key reports, decisions and discussions from Chairs and link governors</u>
a	Finance and Resources and Audit Joint Committee i. Minutes The Board noted the minutes of the committee meeting which were submitted to the Board prior to the meeting. ii. Sexual Harassment Policy and corresponding amend to Anti Bullying and Harassment Policy The Sexual Harassment Policy came recommended by the committee and was adopted by the Board. The Board approved a line being inserted into the College's Anti Bullying and Harassment Policy to reference the Sexual Harassment Policy. iii. Note on approved update to Combined Leave Policy Further to the Board meeting in March, at which the updated Combined Leave Policy was approved, the Board noted that a neonatal clause had been added to the Combined Leave Policy, as per the request of governors, and it was then uploaded to the Policy Hub for staff. Action: The Chair asked that the updated version was circulated to Governors.

	The Board asked that disability-related leave be considered in the next update to the Combined Leave Policy, or a separate policy be written specifically to cover disability-related leave. The P&CEO confirmed that a working party and the Joint Union Negotiation Committee would also review it, before it returned for Board consideration. b Curriculum and Quality i. Minutes The Board noted the minutes of the Curriculum and Quality (C&Q) Committee meeting which were submitted prior to the meeting. ii. Quality Improvement Plan (QIP) Update The Committee Chair noted that an update on the Quality Improvement Plan had been supplied to the committee and could be viewed on the C&Q Committee OneNote tab. It outlined progress against key actions. iii. Complaints and Compliments Annual Report The Committee Chair noted that the Complaints and Compliments Annual Report had been supplied to the committee and could be viewed on the C&Q Committee OneNote tab The Chair also outlined the following highlights from the committee meeting: - the committee carried out a deep dive into Apprenticeships, with the Director of Apprenticeships and Employer Based Training. - The committee have requested to explore A level provision further at its next meeting. - Feedback was received from link governors on their additional work. iv. Safeguarding Policy and Procedure The Safeguarding Policy and Procedure were submitted to the Board prior to the meeting. A governor suggested adding more specific details regarding vulnerable adults and disabled students, who are at higher risk of harm. It was also noted that local authority guidance on safeguarding refugees had recently been released and updates could be included within the next policy review. This echoed feedback which was received at the committee meeting. The HoS had provided a repose to explain that the policy related specifically to the statutory duties of the College as captured in Keeping Children Safe in Education. Nonetheless, the Deputy Principal thanked governors for this feedback and agreed to review the policy again with the HoS. The Board agreed that it was appropriate to approve the policy and procedure in its current form at this moment in time as it was important to have a policy in place which reflected the changes to 'Keeping Children Safe in Education' guidance and statutory duties. Staff would carefully review any further amendments before these documents were returned to the Board for consideration. The updated Safeguarding Policy and Procedure documents were thereby approved by the Board Link Governor Update – Careers JH provided an update on her role as Link Governor for Careers, following a campus visit in November. She had reviewed careers and personal development, behaviours and attitudes,
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	and the College-wide approach to managing student behaviour. Her key observations included: • Reinforcement of expectations such as wearing lanyards and challenging poor attendance, with all staff taking ownership of these standards. • The Head of Maths and English had established a South West group to address regional attendance challenges. • Robust support was being provided to students, including progression planning for adult learners (e.g. floristry students exploring business start-up opportunities). • It was noted that some 16–18 animal care students were less clear about their next steps. • The Student Experience Team was improving communication with parents, carers, and pupil referral units. Governors were encouraged to attend different campuses and future events when opportunities arose and to contact the Clerk or Corporate Services Officer (CSO) if they wished to request any particular type of visit. c Search and Governance i. Minutes The Board noted the minutes of the Search and Governance Committee meeting which had been submitted for information prior to the meeting. ii. Co-opted Member Appointment The appointment of Adebola Adebayo as a Co-Opted Member of Audit Committee for a term of four years was approved by the Board, following recommendation from Search and Governance Committee, subject to DBS checks and references. iii. Policies The following policies were submitted to the Board prior to the meeting, with the recommendation of approval from Search and Governance Committee: • Governor Training and Development Strategy • Governor Expenses Policy • Governors' Conflict of Interest Policy The Clerk confirmed that the Governor Training and Development Strategy had been updated to incorporate the expanded induction programme for governors. Governors were reminded that they may claim expenses in accordance with the approved Expenses Policy. The Conflict of Interest Policy was stated as being aligned with the College Financial Handbook and Ofsted guidance. The Board approved the above policies.
10	<u>Governance</u> The Clerk shared updated framework documents prior to the meeting. She explained that they had been updated to allow Search and Governance Committee the power to approve

	some of the governance guidance and processes and to clarify the role of C&Q Committee around receiving the Annual Complaints and Compliments Report. Governance Framework Updates: - i- Scheme of Delegation - ii- Search and Governance Committee Terms of Reference -updates The updates to the above were approved by the Board. Policies and Statements for Board level approval: i. Modern Slavery and Human Trafficking Statement 2024-25 ii. Senior Post Holder Grievance Policy iii. Senior Post Holder Capability Policy The Clerk stated that the Modern Slavery Statement had been updated to reflect going forwards aims with regards to assessing risks associated with higher risk contracts, reviewing the curriculum in higher risk courses to ensure it covers this topic and planned policy work across the subsidiary companies to strengthen the visibility of their compliance. The Clerk confirmed that the Senior Post Holder Policies a had been updated following presentation to the Remuneration Committee to suitably reflect the Articles and to offer clarity on processes. DJ was thanked for his input. The statement and policies were approved by the Board.
11	<u>Any other Business</u> i - two changes (highlighted on page 3) to the SPH Remuneration Policy had been made to align with the latest update in the 'Further education corporations and sixth-form college corporations: governance guide' The Board approved two minor amendments to the SPH Remuneration Policy to ensure alignment with the latest update in the Further Education Corporations and Sixth-Form College Corporations: Governance Guide. ii - The Clerk confirmed a small change was made to Andrea's link role title to Link Governor for Quality of Education, which had been approved by Search and Governance Committee. iii - The Board was informed of fluctuations of staffing within the People Services team, including staff moving to other roles or relocating and the team manager being due to commence maternity leave shortly. Measures were being taken to ensure appropriate management and continuity of service. iv - A governor asked about the regional boundary for the Construction Technical Excellence College in Exeter. The P&CEO confirmed that detailed plans for delivery were in place and could provide more details of regional plans at a later date.
12	<u>Dates of Corporation Meetings this Year:</u> 30 March 2026 14 July 2026 Strategy Day: 3 February 2026

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ACTIONS:

Action	Meeting	Owner	Deadline
Clerk to arrange a Strategic Plan Review Meeting for the Board later in the academic year.	16.12.2025	Clerk	ASAP
DP to check the figures in the Safeguarding Annual Report data table and update the Board	16.12.2025	DP	ASAP
The Chair asked that the updated version of the Combined Leave Policy was circulated to Governors.	16.12.2025	Clerk	ASAP