

HCA Governing Board – Meeting Minutes

Date: 4:30pm on 07th July 2025 **Location:** A10, College Road Campus

Present	In attendance
<ul style="list-style-type: none"> ▪ Mervyn Jones (<i>Chair</i>) ▪ Abigail Appleton (<i>Principal/CE</i>) ▪ Clive Hodgeman ▪ John Auckland ▪ Judy Balderson ▪ Jennette Arnold (<i>Online</i>) ▪ Nicola Hewitt ▪ Christy Bolderson ▪ Kate Seekings ▪ Peta Darnley ▪ Oliver Cameron-Swan (<i>Staff Governor</i>) ▪ Myfanwy Page (<i>Staff Governor</i>) ▪ Charlotte Semus (<i>Student Governor</i>) ▪ Rosy Miller (<i>Student Governor</i>) ▪ Helen Hurford (<i>Student Governor</i>) <p>Collectively referred to as the “Board” and individually as a “Board Member”.</p>	<ul style="list-style-type: none"> ▪ Justin Gregory (<i>Vice Principal of Higher Education, “VPHE”</i>) ▪ Xaviere Hughes (<i>Vice Principal of Further Education, “VPFE”</i>) ▪ David Hawkins (<i>Vice Principal of Business Development and Student Experience, “VPBDSE”</i>) ▪ Tim Williams (<i>Finance Director, “FD”</i>) ▪ Abigail Boyce (<i>Clerk to Governors, “Clerk”</i>)
<p>Quoracy: Meeting was quorate in accordance with paragraph 1 below.</p>	<p>Absent: Russell Roberts, Ian Axtell and Ellie Bunston</p>

Note: *Within these minutes, contributions from Board Members that reflect an impact or influence on discussion or decision-making are italicised for emphasis. Routine questions or requests for clarification are not highlighted.*

1. Quorum

The meeting was duly constituted as a quorum of 15 members was present, representing 79% of the total membership. This satisfies the 40% quorum requirement set out in Article 13(1) of the college’s Instrument of Government.

2. Apologies and Declarations

- a. **Apologies for absence:** Apologies for absence were received from Russell Roberts, Ian Axtell and Ellie Bunston
- b. **Declarations of interest:** The Chair declared a potential interest in relation to agenda item 6(a) concerning the recruitment of a new Chair. The declaration was duly noted by the Board.

3. Minutes of last meeting

- a. **Approval of minutes of meeting held on 12th May 2025:** the minutes were approved as a true and accurate record.
- b. **Matters Arising:** all actions were noted as complete or as in progress.

4. Correspondence: Letter from Minister Smith

The Chair noted a letter received from Minister Smith expressing appreciation for the contributions of volunteers in the sector. The Board noted the correspondence, and the Chair took

the opportunity to thank all members for their time, commitment, and valuable contributions to the College.

5. Principal's Reports

a. Principal's Reports

The Principal presented her report and highlighted the following key areas:

- **Student Award and Communications:** The Principal reported that a student had been named “New Designer of the Year 2025” at the national New Designers graduate showcase. The Board formally congratulated the student and commended the high standard of work displayed at the Degree Show, encouraging the College to use this success to support wider engagement and enhance its external profile. A Board Member emphasised the importance of timely and strategic use of social media, noting the achievement had not yet been shared on LinkedIn. The Principal confirmed that LinkedIn training is currently being rolled out and will follow up with the Marketing Team to clarify responsibility for managing LinkedIn content.
- **Recruitment Update:** The Principal reported that the College is on course to meet its recruitment targets for Further Education and for the revised Level 4 target in Higher Education. The Chair queried some of the figures presented in the report, noting the need for clarification. The Board acknowledged the progress made since the previous year, particularly in marketing activity. The Principal highlighted areas which could improve recruitment figures further, including strengthening engagement with schools and colleges, introducing new courses, and enhancing applicant communications through more personalised email outreach.
- **Academic Update:** The Principal provided an academic update, noting continued progress against the quality improvement objectives, which had been reviewed by the Curriculum and Quality Committee. She outlined plans to improve alignment and consistency of the objectives across committees and RAG ratings, with some on track for completion and others requiring further development.
- **OfS Visit:** The Principal reported that the Office for Students visit was valuable and noted that the Teaching for Excellence framework is entering consultation in the autumn and may become mandatory, which would require significant policy development.
- **Chair's Action for Policy Updates:** The Principal updated the Board on preparations for the new Freedom of Speech legislation coming into force in August, including the need to update relevant policies to ensure compliance with Office for Students ('Ofs') Condition E6. As the OfS may undertake reviews during the summer period (before the next scheduled Curriculum and Quality Committee meeting in September) the Board agreed to delegate authority to the Chair to approve any necessary operational amendments. This was approved as a Chair's Action in accordance with the Standing Orders, which allows actions to be taken by the Chair under delegated authority where delay could disadvantage the College. In this case, any delay in updating policies could result in non-compliance if reviewed by the OfS before the Committee reconvenes. Any substantive changes will be shared with the Board and reported at the next Committee meeting.

b. Report on KPIs and objectives 2024/25

The Principal presented the updated KPIs and objectives for 2024/25, noting that only limited changes had been made to the RAG ratings. She emphasised the importance of clearly defining the objectives to ensure they remain achievable and measurable throughout the year. In areas where previous approaches were not effective, alternative strategies are being adopted. An enhanced process is being introduced, with SMART objectives in place to support this. The Principal also highlighted the importance of aligning objectives with the relevant committees to ensure appropriate oversight.

c. Risk Register

The Finance Director reported no changes to the Risk Register, with updates regarding the application figures, which had previously been discussed in the Principal's report. The Board had no additional comments. The Chair noted a positive trend in recruitment figures, particularly within Higher Education where numbers had been at their lowest, with recent actions now demonstrating progress. A comprehensive review of all Higher Education courses is planned for the Autumn.

A Board Member inquired whether the forthcoming review would incorporate a financial evaluation, such as cost per student, to help evaluate course viability. The Chair emphasised the importance of understanding how each course fits within the overall portfolio, particularly given the College's small size. It was noted that such reviews are useful and would be good to undertake on an annual or biennial basis to ensure ongoing strategic alignment.

6. Governance

a. Chair Recruitment Update

The Chair of the Search and Governance Committee provided an update on the recruitment of a new Board Chair. She reported that one candidate had emerged as particularly strong and that the Committee intends to engage the local recruitment agency Edu-Gov to support the process. The recruitment will continue over the summer, with second-round interviews to be scheduled in due course and to involve Committee Chairs. In response to a query regarding continuity, the Committee confirmed that a comprehensive induction and handover process will be implemented, including opportunities for the successful candidate to observe meetings and receive tailored support based on their background and experience.

b. Interim Chair Approval

In line with the Standing Orders and following consideration by the Search and Governance Committee, **the Board approved an extension of the current Chair's term of office** until Christmas 2025 to allow sufficient time to complete the ongoing recruitment process for a new Chair.

c. Appointment of Committee Chairs

Following the Search and Governance Committee's recommendation, **the Board approved the following Committee Chair appointments** from September 2025: Ian Axtell as Chair of Curriculum and Quality, Nicola Hewitt as Chair of Finance and General Purposes, and John Auckland as Acting Chair of Remuneration until a Vice Chair is appointed. Peta Darnley and Jennette Arnold will continue as Chairs of Search and Governance and Audit Committees,

respectively. The Board expressed its gratitude to Mervyn Jones for his service as Committee Chair and recognised the dedication of both the new and continuing Committee Chairs in their leadership roles.

d. HCA Annual Cycle of Business 2025/26

The Board noted the HCA Annual Cycle of Business for 2025/26. The Clerk will circulate the complete spreadsheet to members following the meeting.

e. Annual Board Self-assessment

The Board noted the Annual Board Self-Assessment. The Chair emphasised the importance of incorporating the board appraisal of this year and confirmed that, as part of the handover process, individual meetings will be held with each Board Member. The Board welcomed this as good practice.

7. Curriculum and Quality

a. FE: New Course - Diploma in Fashion Business & Retail

The Principal and Vice Principal of Further Education provided an overview of the new Diploma in Fashion Business & Retail, a course designed to focus on the business and digital marketing aspects of the fashion industry. The Vice Principal explained how the course integrates with other college offerings and highlighted the availability of all necessary resources and facilities, including repurposed IT suites and digital labs at Folly Lane. The course aims to attract students primarily from digital and creative media backgrounds, as well as those interested in business and event marketing. Positive feedback was received from recent open days, and outreach plans include specialised workshops for local schools. The Board discussed the course's potential to increase student recruitment and **supported its development**. They suggested refining the course title to better reflect its business emphasis and advised on inclusive marketing strategies to ensure the course appeals to a broad demographic. The Board agreed to receive progress updates in the Principal's report at the October meeting.

b. Student Charter

The Principal provided a detailed overview of the Student Charter, highlighting the recent amendments and explaining its purpose and significance. **The Board approved the updated Student Charter.**

8. Finance

a. Management Accounts including key risks

The Finance Director presented an overview of the management accounts, including key risks, and invited questions from the Board. No comments were received.

b. External Auditor Audit Strategy Memorandum

The Finance Director provided an overview of Mazars' interim audit and strategy conducted in July. The Audit Committee Chair emphasized the committee's responsibility to keep the Board informed of audit activities, commended the professionalism of the auditors, and noted the comprehensive inclusion of pensions within the audit scope. A Board Member inquired about the materiality threshold, which the Finance Director confirmed remains consistent with the previous year.

c. Budget 25-26 and Financial Plan 2026-27

The Finance Director presented the budget for approval, highlighting it is based on current enrolment figures and financial assumptions projecting improvement through 2026-27. The revised funding allocation reflects a 5% increase, with final confirmation pending. Key funding sources were outlined, including direct Department for Education funding, student pension contributions, and grants. Higher Education income assumptions anticipate student growth. Staffing costs remain the largest expenditure, with provisions made for new course staffing. A potential cashflow shortfall was identified arising from the timing of funding payments which could result in a negative balance in March. The Chair explained the budget includes an extra year to account for any poor financial results before phasing them out. The importance of meeting recruitment targets was emphasised, and it was noted that ESFA benchmarks indicate staff costs should represent approximately 68% of turnover for smaller institutions. It was therefore advised to monitor this. **The Board approved the budget.**

9. Policies, Plans and Statements

a. **Annual Health & Safety Statement**

The Principal presented the statement, noting a minor revision concerning health assessments and risk monitoring. **The Board approved the updated statement.**

b. **Student Protection Plan**

The Clerk and Financial Director provided an overview. A Board Member noted that the plan should be amended to change the outstanding financial position rating to "Needs Improvement." **Subject to this amendment, the plan was approved.**

ACTION: The Clerk will update the SPP to incorporate this amendment.

c. **Accountability Agreement**

The Vice Principal of Business Development and Student Experience presented the Accountability Agreement to the Board. It was noted that the agreement had already been submitted at the end of June; this presentation was to inform the Board of the content and details of the submission.

10. Committee Meeting Minutes

The following draft committee minutes were presented and noted by the Board:

- a. **Curriculum and Quality (FE)** held on 17 June 2025
- b. **Curriculum and Quality (HE)** held on 17 June 2025
- c. **Curriculum and Quality (Combined)** held on 17 June 2025
- d. **Search and Governance** held on 23 June 2025
- e. **Finance and General Purpose** held on 23 June 2025

11. **Close of Business and Date of Next Meeting**

With no further business to discuss, the Chair closed the meeting at 18:39. The next meeting is scheduled for Monday 07th July 2025, at 4:30 PM.

Minutes approved: Date: