

HCA Governing Board – Meeting Minutes

Date: 4:30pm on 15th December 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>) ▪ Judy Balderson ▪ Ellie Bunston ▪ Nicola Hewitt ▪ Christy Bolderson ▪ Kate Seekings ▪ Russell Roberts ▪ Peta Darnley ▪ Ian Axtell ▪ Myfanwy Page (<i>Staff Governor</i>) <p style="text-align: center;">Collectively referred to as the “<i>Board</i>” and individually as a “<i>Board Member</i>”.</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>) ▪ Tim Williams (<i>Finance Director, “FD”</i>) ▪ Abigail Boyce (<i>Clerk to Governors, “Clerk”</i>) ▪ Julie Finch (Observer as incoming Chair)
<p>Quoracy: Meeting was quorate in accordance with paragraph 1 below.</p>	<p>Absent: Helen Hurford and Jennette Arnold</p>

Note: *In these minutes, Board Members’ contributions that materially influence College decisions (such as prompting discussion, shaping a decision, or raising a significant challenge) are italicised and underlined. Governors consistently make valuable contributions throughout meetings; however, to maintain clarity and readability, only selected contributions are highlighted. Routine or operational comments are recorded but not highlighted and are equally valued.*

1. Quorum

The meeting was duly constituted as a quorum of 12 members was present, representing 86% 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 Introductions

- a. **Apologies for absence:** Apologies for absence were received from Jennette Arnold. Helen Hurford attempted to join the meeting via Microsoft Teams but was unable to connect due to technical difficulties.
- b. **Chairs Remarks:** The Chair reflected on his time in office, highlighting the progress and improvements made by the College during his tenure. He noted that this meeting marked his final Board meeting as Chair. Members expressed their thanks and appreciation for his leadership, commitment, and significant contribution to the College over many years.
- c. **Declarations of interest:** there were no new declarations of interest.
- d. **Governor update:** The Chair informed the Board that John Auckland will be taking a sabbatical for personal reasons and will temporarily step back from their role as a Governor. The Clerk will be in contact in six months regarding their return.

3. Minutes of last meeting

- a. **Approval of minutes of meeting held on 13th October 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. Principal's Reports

a. **Principal's Reports**

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

- **Student numbers and attendance:** The Principal provided an update on student recruitment, noting that activity across both higher and further education remains at an early stage but is progressing more positively than the previous year. Higher education recruitment was reported to be performing well in comparison with the wider sector, with further growth anticipated as the recruitment cycle continues. Attendance was also considered. Areas of risk were identified, particularly at Level 6, where absences were attributed to a range of factors.
- **Student engagement and feedback:** The Principal highlighted positive developments in student voice activity, alongside feedback on facilities, with actions in place to improve communication and strengthen student engagement.
- **Estates planning and AI:** The Principal provided an update on space utilisation and capital planning, and noted that further work is required to develop the college's approach to AI, including a clear framework and prioritised policy updates.
- **External environment and qualifications reform:** The Principal provided an update following discussions with the Department for Education (DfE) regional team, noting the current focus on V-Levels and uncertainty around the proposed future pathways. The college is responding positively to the consultation while highlighting the need for exceptions to avoid narrowing provisions. Scenario planning is underway, including consideration of a "two-as-one" approach, with further clarity expected following the forthcoming White Paper. The Chair suggested a future Board deep dive once the position becomes clearer.

b. **Report on KPIs and objectives 2024/25**

The Board considered an update on the revised Key Performance Indicators, which have been restructured in response to Board feedback and now include targets for English and Maths. Graduate outcomes were identified as an ongoing challenge and a priority area of focus, with emphasis placed on improving student placements and strengthening the tracking of progression and destinations. The Board noted that objectives will inform the annual accountability statement, reflecting increased emphasis from the DfE on monitoring delivery and outcomes. The potential impact of declining birth rates on future Further Education recruitment was also noted.

5. Finance

a. **Management Accounts**

The Board considered the management accounts for August and September and noted the intention to complete the October accounts prior to Christmas. The position regarding student accommodation was discussed, with vacant rooms continuing to generate additional costs and

efforts are being made to increase occupancy. The recent announcement on the National Living Wage was noted, with confirmation that its financial impact would be referenced within the October accounts.

A Board Member requested that future financial reports include comparative analysis against prior years and highlighted concerns regarding accommodation costs, emphasising the need to identify opportunities for cost reduction.

b. Risk Register

The Board received an update from the Finance Director on the college's risk register. Several risks have been added or merged, including new areas relating to sustainability targets and fraud. The internal audit of the continuity plan is underway and will remain on the register until its anticipated completion in March or April. Cyber fraud was identified as the principal risk, although improvements to the banking system and the successful completion of financial audits with no irregularities were noted. The discussion also considered emerging risks associated with V-Levels and the college's relationship with the Herefordshire local authority. Reserved funds for building works, including boilers and flat roofs, are being carefully monitored.

6. Finance Reports and Finance Statements

a. Regularity self-assessment questionnaire

The Board reviewed the questionnaire and discussed the process by which auditors verify its contents. It was noted that this needs to be signed by both the Chair and the Principal before the auditors can complete the Letters of Representation. Following discussion, the Board approved the questionnaire.

b. Financial Statements

The Board received an update from the Finance Director on the audit process, confirming that the auditors had reviewed and agreed the reported figures.

A Board Member sought further clarification regarding the reserve policy statement in the Financial Statements in light of recent deficits, noting that additional detail on the underlying financial plan would provide greater assurance before signing. The Board reviewed recruitment performance, EBITDA, and cash reserves, acknowledging the auditor's 'going concern' assessment and the robust initiatives currently targeting recruitment. Following this review, the Board Member expressed confidence in the actions being taken, while suggesting that three-year projections would be a valuable addition for future planning. The Board remains focused on the current strategic measures to steer the organization toward a strengthened financial position.

c. Audit Completion Report

The Board received and approved the Report. There was minimal discussion, as the key points had been addressed previously. A Board Member requested that their credentials be included in the report.

d. Letters of Engagement

The Board received and approved the Letters. No further discussion was required, as the matters were consistent with earlier updates.

e. TIAA Annual Strategy and Annual Plan 2025/26

The Board received and approved the Annual Plan. There was no additional discussions.

7. Safeguarding

a. **Prevent Policy**

The Board considered and approved the Prevent Policy with no further comment.

b. **Safeguarding and Child Protection Policy**

The Board reviewed the Safeguarding Policy. A Board Member noted that they had a small number of non-controversial comments, which they would provide by email. The policy was approved as presented, with any resulting amendments to be considered by the Curriculum and Quality Committee.

c. **Child on Child Abuse Policy**

The Board considered and approved the Child on Child Policy with no further comment.

8. Policies

a. **Freedom of Speech Policy**

The Board considered the revised Freedom of Speech Policy. The Principal explained the updates, including the appointment of a designated lead for Freedom of Speech, with the Principal assuming responsibility for this role. The revisions also reflected recent Office for Students guidance and clarified the distinction between freedom of speech and harassment. A minor typographical amendment was identified and, subject to this correction, **the policy was approved.**

b. **Data Protection Policy**

The Board reviewed the Data Protection Policy and noted feedback from the Finance and General Purposes Committee regarding the alignment of GDPR responsibilities and the use of the Information Custodian title, where an inconsistency in terminology had been identified. Subject to these amendments being made, **the policy was approved.**

c. **Freedom of Information Policy**

The Board considered the Freedom of Information Policy and discussed a significant concern raised by a Board Member regarding the segregation of responsibilities, particularly in relation to the handling of complaints. It was agreed that the **policy would be withdrawn for further review** and brought back to the Board for reconsideration. During the discussion, clarification was provided that Freedom of Information obligations apply to exempt charities.

9. Audit Committee Assurance Reports

The Board reviewed and received the Audit Committee Annual Report, the TIAA Internal Audit Annual Report, and the Value for Money Annual Report. The reports were noted, and no comments were raised.

10. Curriculum and Quality Assurance Reports

The Board received and reviewed the Access and Participation Plan Annual Report, Equality and Diversity Annual Report, Freedom of Speech Annual Report, CMA Compliance Procedure and Monitoring Report, Student Complaints Report, and the Safeguarding, Prevent and Wellbeing Annual Report. Members noted ongoing developments in Equality, Diversity and Inclusion and

considered student mental health, SEND provision, and access arrangements. It was noted that the number of students with Education, Health and Care Plans is expected to increase, placing additional demand on services, while support for students without plans remains constrained by available funding. The Board emphasised the importance of maintaining oversight of these areas to support effective governance.

11. Finance and General Purposes Assurance Reports

The Board reviewed the Treasury Management Annual Report and the HCA People Annual Report for noting and feedback. During discussion, the Committee Chair highlighted a minor amendment to the minutes in relation to EBITDA and thanked officers for the People Report, noting the value of the trends identified. The Board also considered the Value for Money Report, which was approved.

12. Annual Quality Reviews

The Board received the Further Education Self-Assessment Review and the Higher Education Academic Monitoring Partner Overview Report for noting and feedback. The Vice Principal for Further Education outlined the process undertaken to complete the Self-Assessment Review, while the Vice Principal for Higher Education provided an update on the Academic Monitoring Partner Overview Report, noting that feedback from the Committee had been incorporated.

13. Search and Governance Assurance Report

The Board received the Governors' Activity Report from the Search and Governance Committee. Members were thanked for completing the skills audit, which is informing succession planning. It was noted that governor training will be reviewed, and discussion considered the balance of skills and experience on the Board. It was agreed that future skills audits will place greater emphasis on key sector representation to support a diverse range of experience within governance.

14. Committee Meeting Minutes

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

- a. **Search and Governance** held on 29th September 2025
- b. **Curriculum and Quality (FE)** held on 11th November 2025
- c. **Curriculum and Quality (HE)** held on 11th November 2025
- d. **Curriculum and Quality (Combined)** held on 11th November 2025
- e. **Search and Governance** held on 24th November 2025
- f. **Finance and General Purpose** held on 24th 2025

15. Any other Business

The Chair invited the Board to raise any other business. As no further matters were identified, the Chair proceeded to the confidential item and requested all staff and student governors to leave.

16. Close of Business and Date of Next Meeting

With no further business to discuss, the Chair closed the meeting at 18:50. The next meeting is scheduled for 02nd March 2026, at 4:30 PM.

Minutes approved: Date:

DRAFT