

Minutes

Full Governing Body
Minutes

Meeting Time and Date	17:30 on Wednesday 9 July 2025
Meeting Location	Capel Manor College, Crystal Palace Campus
Members in Attendance	Joanne Roxburgh (Chair), Darrell DeSouza OBE (Vice Chair), Guy Jones-Owen, Lorna Fitzjohn, Peter Doble, Aziz Ahmed, Ralph Luck OBE, Sarah Moreland OBE, Alex Kent-Jones, Joe Howarth, Mei Lim, Dennis Hone CBE, Sheila Cunningham
Participants	Paul Smith (Deputy Principal & COO) Heather Marks (Deputy Principal, Curriculum & Quality)
Director of Governance	Jennifer Swift

	Matters Arising
<p>1. Welcome and Apologies</p> <p>1.1. Apologies were received for Stephen Way, Nikki Barker, Zoe Halfyard (Staff Governor), Aaron Davies, Alex Lane & Sebastian Calver (Student Governor).</p> <p>1.2. The Chair welcomed the new governors Aziz Ahmed, Alex Kent-Jones, Dennis Hone and Joe Howarth to the meeting and governors introduced themselves.</p> <p>1.3. Student governors had been invited to attend the meeting remotely as the meeting fell outside of their term dates.</p>	
<p>2. Declaration of Interests</p> <p>2.1. None.</p>	
<p>3. Minutes (Decision)</p> <p>Resolved to</p> <p>3.1. Approve the minutes of the Full Governing Body meeting held on Wednesday 26th March 2025 as a correct record and authorise the Chair to confirm them.</p>	
<p>4. Matters Arising (Information)</p> <p>4.1. The leadership team was asked if there was any feedback available from the staff survey. It was confirmed that the staff survey was extended by one week and the Board would be updated on the results in the September meeting.</p> <p>4.2. A governor asked if further clarification could be provided on whether the farm meets the criteria to receive an uplift. The Deputy Principal confirmed that he had an analysis of this and could present it to the Board in the September meeting.</p> <p>4.3. The Corporation Chair requested that expected dates of completion are included on future updates.</p>	<p>Head of HR</p> <p>Deputy Principal & COO</p> <p>SLT/Governance</p>

5. Report of the Principal

- 5.1. This report provided an update on key College developments that were not already covered in the recent Committee meetings and outlined the proposed evolution of the College's Strategic Objectives.
- 5.2. A governor queried the latest enrolment figures and queried the implication of a decline of 21% in adult enrolments. The Principal confirmed that although the figure seems high, that this is not a cause for concern as adult enrolments take place throughout the year and therefore this figure is expected to rise. The priority over recent years has and continues to be 16-18 given the funding disparity between this and adults and 16-18 numbers look healthy again after the 8% increase recorded last year. The Principal added that adult applications are ahead of where they were at this point in 2024 and assured the Board that this position was being monitored closely and if the enrolment figure did become a cause for concern, additional action would be taken.
- 5.3. The Corporation Chair asked how the Board could be assured that the falling enrolment figures are not a cause for concern. The Principal reiterated that application numbers are higher than last year and that the key to this is whether they follow through to enrolments. The Principal added that the College has a proven record of recruiting adults throughout the academic year and hitting the GLA adult funding allocation and had shown the ability to secure 'quick burst' of adult student activity even very late in the academic year, hence the position the SLT were taking on this to closely monitor the application numbers and enrolments, although they were not currently considered an area of concern.
- 5.4. The current progression rates were previously an area for concern, with attention needed to ensure the College makes progress with those students who are already studying at Capel Manor College so any decline here does not counteract the increasing new applications. As a result of the action taken these are now on a par with the position at the same point last year.
- 5.5. The Deputy Principal confirmed that 50% of the College's funding income comes through 16-18-year-olds compared to 12% funding from adult learners and therefore highlights the importance of securing these enrolments.
- 5.6. Governors asked how the College is ensuring that these applicants are kept enthused and if there is any sense of the work being done around this. The Principal confirmed that 'Get Ready for Capel' event had been a success and attendance had been good across all sites.
- 5.7. A governor highlighted that in the 2021-22 year, prior to the new leadership team joining the College, the 16-18 enrolment levels were higher, yet QAR levels were the lowest recorded. The governor felt it was important to highlight this to ensure

<p>that these increasing enrolment numbers do not negatively impact QAR.</p> <p>5.8. Governors also queried the implications of building into the budget a staff pay rise based on the assumptions of increased enrolment numbers and queried if this places any tension on the College's budget.</p> <p>5.9. The Principal explained that the budget has set a 3% pay increase for staff but consideration is being given to whether the College can afford to go above this, as had been done in the past 2 annual pay reviews, as part of the College's efforts to improve the staff proposition and close the gap between the College and other providers/schools. Staff were made aware in the recent campus roadshows (and in similar briefings over the past 18 months) that enrolment figures will help determine this and there are efforts to ensure that student recruitment has become a collective effort from all staff.</p> <p>5.10. Governors queried whether these conversations have now set an expectation that the College would go higher than the budgeted 3% and staff may be demoralised if this did not happen. The Principal confirmed it was made clear that this was an opportunity on a conditional basis and that this has been part of the narrative for the last 18 months so staff are aware of the financial realities for the College and that there was a clear link between enrolment figures, the College's financial viability and pay awards.</p> <p>5.11. The Principal also explained that whilst a pay rise is important, the culture of continued improvements is a bigger factor, and that quality improvement remains the key focus when looking at financial forecasts/proposed levels of surplus.</p> <p>5.12. A new governor asked if performance related pay is common at the College and it was confirmed that there had been only one individual in the organisation with PRP. Whilst this is a consideration within the Strategic Plan refresh as it may drive & help incentivise the right behaviours, careful implementation would be required if the College decided to extend the number of employees with PRP.</p> <p>5.13. Governors asked the Principal how well he feels improvements on quality have progressed and were informed that there is an expected increase in achievement rates this year and results will be shared with the Board in September. The Principal highlighted that this will hopefully reflect further progress over the QAR increases already secured, where there are only three years in the last decade where achievement rates have been higher, with the College now ranked 2nd in the national land-based colleges QAR 'league table'. The focus now is upon securing further improvements on the 16-18 achievement rate, which is likely to be a key contributor to securing the top spot nationally in the College's push to go beyond Ofsted 'Good'.</p> <p>5.14. Governors queried if there is a school liaison role that builds relationships and raises awareness of the College. The</p>	
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<p>on AI. The Principal confirmed that he would speak with the Windsor College Group to see if they were able to provide some input too.</p>	<p>Principal</p>
<p>5.31. Governors requested that greater detail be provided as to what can be achieved each year of the strategic plan and the Principal confirmed that this would be provided in future updates.</p>	<p>Principal</p>
<p><u>Mottingham Phase 2 Update</u></p>	
<p>5.32. The Deputy Principal explained that the revised costings were being presented at this meeting as they were received after this term's committee meetings due to the date of receiving the revised costings, they could not be reviewed by the Estates Committee prior to the FGB.</p>	
<p>5.33. It was explained that the main cause for the increased cost was related to drainage. Although the project is being funded by grants, the Board was asked to consider whether the Mottingham project is the best use of this grant funding.</p>	
<p>5.34. The Deputy Principal had met to discuss this proposal with both the Chair of the Finance & Resources Committee and the Chair of Estates Committee prior to the meeting and the Chair of Estates was pleased to see that there is a contingency included in the revised figures.</p>	
<p>5.35. The Board was asked to consider whether they would propose to proceed with the project based on the final price.</p>	
<p>5.36. Governors queried if there were provisional sums in the new figures and it was confirmed that there was to factor in asbestos removal.</p>	
<p>5.37. Governors also queried the additional £38,000 worth of work that was presented in the Fusion report and asked if this was included in the provisional sums. Whilst this wouldn't affect the decision being made in the meeting, the Deputy Principal would clarify this.</p>	<p>Deputy Principal & COO</p>
<p>5.38. A governor suggested that the Board should consider the potential knock-on effect to the Hessayon project which is still some way away from receiving a firm cost and therefore the Board may want to keep their minds open.</p>	
<p>5.39. The Deputy Principal confirmed that there is a contingency of £250,000 in the Hessayon project and that as this is moving to a design and build approach, the cost would be known before the demolition begins. The College has stress tested an additional £500,000 and confirmed that the College would still maintain a good financial health.</p>	
<p>5.40. Governors asked if the substitute products recommended in the value engineering were up to standard and met safety requirements. The Deputy Principal believes that Fusion will ensure this.</p>	
<p>5.41. Governors asked if there was a risk register and whether there is any further risk of other issues presenting that the Board is</p>	

<p>not currently aware of. The Deputy Principal confirmed that there is a risk register which has guided/provided visibility for the updated cost proposals now received.</p> <p>5.42. The Chair of Estates explained that the drainage being carried out which has increased cost, is to reduce the risk of remediating the asbestos issue that was identified during phase 1.</p> <p>5.43. The Board was also informed that if they decided not to undertake the project then the College would lose the funding.</p> <p>Resolved to</p> <p>5.44. Approve the appointment of TJ Evers as the main contractor for the project at a contract sum of £2,217,897</p> <p>5.45. Approve the overall revised Project Budget of £3,490,916.</p>	
<p>6. Search, Governance & Remuneration Committee – Update from the Chair</p> <p>6.1. The Vice Chair of the Committee updated the Board on the meeting and key discussions.</p> <p>6.2. The Vice Chair commented that this has been a successful year in terms of Board recruitment, and it was pleasing to see there were no current vacancies on the Board.</p> <p>6.3. With all three student governors departing the College this year, following the completion of their courses, new student governors will be recruited as early as possible in the autumn term.</p> <p>6.4. The Vice Chair thanked the student governors for joining the meeting remotely despite being on holiday and was pleased to read their feedback on their experience as student governors.</p> <p>6.5. A governor queried the low response rate of the EDI survey and asked if this was a common theme or if greater consideration should be given as to why the response rate of this particular survey was so low. The Director of Governance confirmed that survey completion remains a challenge and reminded Board members of the importance of being active governors outside of meetings.</p> <p>6.6. The Governance Action Plan had been approved in the Committee, and the Board was asked to note the updates to this.</p> <p>Resolved to</p> <p>6.7. Adopt the standing terms of reference for the Search, Governance and Remuneration Committee.</p> <p>6.8. Adopt the:</p> <p>a) Government Recruitment Policy and Procedure (standing)</p>	

<p>b) Governor Development Policy and Procedure (standing)</p> <p>c) Staff Code of Conduct (revised)</p>	
<p>7. Report of the Director of Governance</p> <p>7.1. This report included key governance updates including current membership and 2025/26 meeting dates.</p> <p>7.2. The attendance register was presented to the Board for the 2024/25 year for the Board’s information. The Chair queried the low attendance at the early autumn Audit Committee meeting and asked if the September 2025 meeting would be quorate.</p> <p>7.3. The Chair of Audit explained the reasons behind the low attendance last year and confirmed that this would be unlikely to occur again.</p> <p>7.4. When discussing current committee membership, it was suggested that the Board no longer has ‘participants’, and any interested governors could just be appointed straight to the Committee if approved by the Committee Chair. It was agreed that this would be the process followed moving forwards.</p> <p>7.5. The Board was reminded to be proactive in arranging their link governor visits next year and to ensure any meetings are recorded using link visit form.</p> <p>7.6. Governors were asked to approve an amendment to the Instrument and Articles which would allow student governors under the age of 18 to vote. This is in line with sector guidance so that student governors could fully exercise their role as charity trustees.</p> <p>Resolved to</p> <p>7.7. Remove clause 14.7 in the Instrument of Government which stated that student governors under 18 would not be allowed to vote.</p> <p>7.8. Approve the 2025/26 meeting timetable.</p>	
<p>8. Audit Committee – Update from the Chair</p> <p>8.1. The Chair provided a verbal update to the Board on the meeting and key discussions.</p> <p>8.2. It was requested that moving forwards internal audit reports are shared with the Board meeting papers. The Principal asked if governors could access papers from all committees and whilst it was confirmed that they could, the Board feels it is important that they are reshared when being asked to make any decisions. (Governance)</p> <p>8.3. The Chair confirmed the progress made with the completion of performance reviews and appraisals across the College and that he had asked the leadership team to continue pressing this matter to ensure that there is 100% completion rate, with</p>	

<p>the exception of those members of staff on long term sick leave.</p> <p>8.4. The Board was informed that the external auditors will be retendered in the 2026/27 year and the reasoning behind delaying this retendering was shared with governors.</p> <p>8.5. The Committee Chair drew the Board’s attention to the policies it was being asked to approve and highlighted that these policies may be amended further following RSM’s review of them.</p> <p>8.6. The Board was also updated on the request of more detailed audits and ‘added value’ from the new auditors in future reports to reflect the increased expenditure in this area.</p> <p>8.7. Whilst Cyber Security was due to be audited in the summer term, this has now been delayed due to staff absence and GDPR would be audited instead.</p> <p>8.8. A governor queried one of the matters arising from the meeting which related to the Finance & Resources Committee approving a budget which included a procurement officer role. The governor noted that this hadn’t been discussed but it was confirmed that this role had not been included in the budget presented to the Committee and instead will be reviewed in the FLEX 1 forecast in the autumn term.</p> <p>Resolved to</p> <p>8.9. Note the update to the outstanding audit recommendations.</p> <p>8.10. Adopt the amended Terms of Reference.</p> <p>8.11. Approve:</p> <p>a) Anti-Fraud Policy</p> <p>b) Anti-Bribery Policy</p>	
<p>9. Academic Committee – Update from the Chair</p> <p>9.1. The Chair of the Academic Committee provided a verbal update on some of the key discussion points in the meeting.</p> <p>9.2. The Chair confirmed that the HE strategy is being reviewed and is keen to hear an update on this in the autumn term.</p> <p>9.3. The Committee Chair commended the Deputy Principal, Curriculum and Quality for their detailed skills contribution paper and advised that the Board would benefit from having a detailed understanding of where strengths lie in relation to each of those four strands. The Committee Chair recommended that all governors read the skills contribution paper. (Academic Committee, 16th June 2025, Paper 10ii).</p> <p>9.4. A discussion had taken place around SEND reporting to the Committee and it was felt that the Committee would benefit from more substantial reporting in this area, in particular high</p>	<p>Governors</p>

<p>needs learners and SEND students within the main student population.</p> <p>9.5. The SEND link governor suggested that she could plan her safeguarding link visits to take place before the Committee meetings so that her report could be shared to facilitate discussions during the meeting.</p> <p>9.6. The Committee had been pleased to hear of the strong evidence from teaching and learning observations, improved student achievement rates, the positive 'mock Ofsted' & Landex assessments, alongside the other positive developments covered in the campus briefings, and the Chair praised the leadership team for the impact being seen.</p> <p>9.7. Consideration would be given to using the 'My Concern' platform to report low level safeguarding concerns and an update was expected on this in the next meeting.</p> <p>9.8. The Accountability Statement had been discussed at the meeting and as it needed to be submitted by 30th June the decision was made to circulate to the Board for feedback so that this could be submitted on time. It was agreed that moving forwards rather than moving the Full Governing Body meeting earlier in the year, the Accountability Statement would be shared with all Committees in the summer term meeting for input so that it could be approved and submitted on time.</p> <p>Resolved to</p> <p>9.9. Adopt the standing Terms of Reference for the Academic Committee.</p>	
<p>10. Estates Committee – Update from the Chair</p> <p>10.1. The Chair provided the Board with an update on key discussions at the meeting.</p> <p>10.2. The Board was informed that recommending the Terms of Reference to the Governing Body for adoption has been deferred until changes had been made to align with the updated Financial Regulations.</p> <p>10.3. The Chair and Vice Chair of the Committee had sent some feedback on the Terms of Reference which would be included in the updated version.</p> <p>10.4. The Deputy Principal confirmed that there were no other comments from governors and that these will be approved once the necessary amendments have been made.</p> <p>10.5. The Committee Chair asked for clarity on the clause in the Financial Regulations that stated the Finance & Resources Committee 'may' rely on information to support its decisions and report of major building problems as he believes this implies that the Committee would not have to rely on their support. The Deputy Principal & COO agreed to update this language in the revised Financial Regulations document.</p>	<p>Deputy Principal & COO</p>

<p>10.6. The Committee had been presented with the Forty Hall Farm Masterplan by Fusion and agreed to this to allow the agreement of Enfield planners to be secured for immediate improvements to the toilets and siting of the barn.</p> <p>10.7. The Committee had discussed the Enfield Hessayon project in detail and consideration was given as to whether to proceed on a single phased approach. Following further information being provided to the Committee it was felt that this was the preferred method and recommended the Board approve this.</p> <p>Resolved to</p> <p>10.8. Proceed on a single phased approach with the Hessayon project</p>	
<p>11. Finance & Resources Committee – Update from the Chair</p> <p>11.1. The Chair provided a verbal update to the Board on the key discussions.</p> <p>11.2. A lengthy discussion took place around the farm, and it was requested that farm discussions are included in the main project updates from the leadership team moving forwards.</p> <p>11.3. The Committee’s Terms of Reference was approved on the basis that these will be reviewed once additional updates had been made in line with the financial regulations.</p> <p>11.4. It was suggested that the HR issues should be discussed in more explicit detail as, despite progress being seen, there are clearly ongoing challenges around turnover, vacancies, sickness and absence rates. A specific request was made in relation to information about the spread of vacancies and it was agreed that this information would be included in future updates to the Committee.</p> <p>11.5. The Board was pleased to see a wider Senior Leadership Team outlined in the updated organisational chart and suggested it would be good to meet them at future meetings so that richer conversations could be had with them on their areas of responsibility. The Principal agreed and suggested this could be based around the respective Committee agendas, as with the attendance of the Head of HR at the Finance & Resources Committee.</p> <p>11.6. The Chair of Estates queried the Financial Regulations and asked if there would be any delegation to the Estates Committee. The Deputy Principal & COO confirmed that the Finance & Resources Committee should be where final decisions on finances are made because there is a whole range of issues that need to be considered outside of the remit of the Estates Committee.</p> <p>11.7. It was requested that consideration be given to the clause in the Financial Regulations that states the Committee may rely on information from the Estates Committee as it implies that they may not, and further clarity was required on this.</p>	<p>Head of HR</p> <p>Principal</p> <p>Deputy Principal & COO</p>

<p>12.6. The Principal also expressed his thanks and acknowledged the great legacy the student governors are leaving through their active engagement with the College's marketing department raising awareness of their experience as both learners and governors to inspire future learners.</p>	
<p>13. AOB 13.1. None.</p>	
<p>14. Date of Next Meeting 14.1. The next Full Governing Body meeting will take place on Wednesday 24th September 2025 at the Enfield campus.</p>	

APPROVED MINUTES			
CHAIR:	Joanne Roxburgh	DATE:	17 th September 2025
APPROVAL:	<p>Remote confirmation:</p> <p>Or signed:</p>		