Capel Manor College

Minutes

Full Governing Body
Minutes

Meeting Time and Date	**17:30 on Wednesday 10th December 2025**
Meeting Location	**In person – Gunnersbury Park Campus**
Members in Attendance	Joanne Roxburgh (Chair), Darrell DeSouza OBE (Vice Chair), Peter Brammall (Principal), Peter Doble, Guy Jones-Owen, Sarah Moreland MBE, Stephen Way, Ralph Luck OBE, Alex Lane, Lorna Fitzjohn, Aaron Davis, Joe Howarth, Alex Kent Jones, Aziz Ahmed, Fusun Can (Staff Governor), Lily Rutherford (Student Governor)
Participants	Paul Smith (Deputy Principal & COO), Heather Marks (Deputy Principal, Curriculum & Quality)
External Auditors	Katharine Patel (Buzzacott) via Teams for Item 4 only
Director of Governance	Jennifer Swift

	Matters Arising
1. Welcome and Apologies 1.1. Apologies were received from Mei Lim, Dennis Hone and Sheila Cunningham. 1.2. Lily Rutherford, student governor, who was unable to attend in person was invited to attend the meeting remotely, ensuring student governor presence at the meeting. 1.3. No apologies were received from Cerith Manel or Elias Chakhouri who had been appointed as student governors. They also failed to attend the Academic Committee meeting in November and failed to respond to the Director of Governance's query as to whether they wish to remain as student governors.	
2. Declaration of Interests 2.1. Staff for the Pay Award. 2.2. Senior Post Holders for Remuneration of the Senior Post Holders.	
3. Minutes (Decision) **Resolved to** 3.1. **Approve the minutes of the Full Governing Body held on 24th September 2025 as a correct record and authorise the Chair to confirm them.**	
4. Buzzacott – Presentation of their Findings 4.1. Katharine Patel attended the meeting remotely to present the findings of the External Auditors. <u>Post-Audit Management Report</u>	

4.2. This report had been presented to the Audit Committee on 17th November 2025 and included feedback on the external audit process for the College and for Forty Hall Community Vineyard. 4.3. Buzzacott confirmed that this was a positive report and thanked the Finance team. 4.4. There was nothing of concern found in the audit and Buzzacott are happy with the numbers being presented materially. 4.5. There were no significant weaknesses in the control environment identified, based on the testing that was undertaken and there was only one small immaterial audit adjustment required. 4.6. Included as an appendix to the report was some systems points for the Finance team to deal with. Some of these issues have been created by the accounting software and the new accounting software due to go live on March 1st 2026, will see many of these resolved. 4.7. Buzzacott confirmed that the College has good financial health. <u>Regularity Self-Assessment Questionnaire</u> 4.8. The Committee Chair asked Buzzacott to confirm the process for the Regularity Self-Assessment Questionnaire and it was explained that this process is to ensure that the College has the right processes, procedures and controls over expenditure to ensure that the money received from government is spent properly as defined by the DfE. 4.9. Buzzacott asked if the Board had any additional queries. 4.10. A governor asked about the impact of the local government pension scheme and asked if this had any effect on the net numbers. It was confirmed that the impact was nil for this year. 4.11. With regards to the finance summary, the Committee Chair queried the commentary that there is a higher ratio, might suggest funds are being set aside unnecessarily and asked what the recommendation would be for this. 4.12. Buzzacott confirmed that if there were any surplus funds on a medium- or long-term basis, then consideration should be given to ensuring there is a return on those surplus funds and the balance is being considered on spending the money on the current students. 4.13. The Committee Chair advised the Board of the recommendations made by the Committee. 4.14. **Resolved to** 4.15. **Approve the Regularity Self-Assessment Questionnaire for 2024-25.** 4.16. **Approve the Post Audit Management Report in respect of Capel Manor College and Forty Hall Community Vineyard for the year ended 31 July 2025.**	

4.17. **Agree that the Corporation Chair and Principal sign the College Letters of Representation for the year ended 31 July 2025 on behalf of the Corporation.** 4.18. **Approve the Statement of Corporate and Internal Control, the Governing Body's Statement on Regularity, Propriety and Compliance and the Statement of Responsibilities of the Members of the Corporation included in the College Report and Financial Statements for the year ended 31 July 2025.** 4.19. **Approve the audit opinions as expressed by the auditor in respect of the financial statements for the year ended 31 July 2025 for Capel Manor College, Capel Manor Limited and Forty Hall Community Vineyard Limited.**	
5. An update from the Chair of the Audit Committee 5.1. The Committee Chair thanked the College team for their work in preparing the documentation for the External Auditors. 5.2. The Committee Chair explained that an additional Audit Committee meeting was introduced in September 2024, to allow an update on audit progress, given the already full agenda in the autumn term meeting. The Audit Committee now meets twice in the autumn term and a total of four times throughout the year. 5.3. In the early autumn meeting the internal auditors presented two audits: Funding Rule Compliance & Debtors <u>Funding Rule Compliance</u> 5.4. The audit had identified significant compliance risk with the apprenticeship provision and as a result, 15 separate management actions were agreed. 5.5. The Assistant Principal for Employer Skills, Innovation and Growth had attended the November meeting and provided an additional update on the work that had been undertaken following the audit. 5.6. The Deputy Principal confirmed that the Funding Rule Compliance for 16–18-year-olds was a clean audit, and this covers 50% of the College's funding. It was confirmed that the improvement work in this area remains ongoing and that the college has organised a follow up audit to take place at the end of January, and the Board would be informed of the update for this in due course. 5.7. The Committee Chair highlighted that the internal auditors had advised that it was not unusual to see risk in this area due to the complex nature of the rules. <u>Debtors</u> 5.8. Some key themes were identified in this audit including a lack of clarity on the outstanding balances of student debtors, debt collection procedures being out of date and student invoices not being posted in a timely manner. 5.9. The College team has implemented new procedures to resolve the issues around debt collection. It was confirmed that the College is	

continuing to chase the debt collection and a prudent point of view was taken to increase the provision in the accounts. 5.10. This work continues to be a priority and 30% of the debt outstanding at the end of July had been recovered. The Deputy Principal & COO meets weekly with the team to oversee the chasing of these debts. 5.11. It is planned that a follow up audit on debtors will take place following the implementation of the new finance system. <u>Risk Register</u> 5.12. The Committee Chair explained that it is the responsibility of the Audit Committee to have oversight of the risk register. When reviewing the register, it was suggested that consideration be given as to whether the risk around financial controls is upgraded, reflecting the issue around debtors. <u>Audit Committee Annual Report</u> 5.13. This report outlines the work carried out by the Audit Committee over the course of the year which is designed to fulfil its responsibilities as set out in its Terms of Reference. 5.14. The Annual Report demonstrates that the Committee has fulfilled its responsibilities. 5.15. **Resolved to approve the Audit Committee Annual Report.**	
6. Matters Arising 6.1. An update on the matters arising from previous Full Governing Body meetings was shared with the Board for feedback. 6.2. A governor queried the three-year analysis of retention rates for 16-18 year olds and the Deputy Principal, Curriculum & Academic confirmed that there has been high retention rates over the last three years for both full and part time students. 6.3. With regards to the matter on AI, it was suggested that the Leadership team should give consideration to the AI framework and how this could be included within with the sustainability strategy. The Board requested assurance of this in the update provided at the next Board meeting.	**Executive Team**
7. Report of the Principal <u>2025-26 Student Enrolments Update</u> 7.1. The Principal confirmed that the F04 return has now been submitted to the DfE, from which the College's funding allocation for 2026-27 would be calculated. 7.2. This had been a successful enrolment period, representing the highest enrolment numbers achieved on record.	

7.3. There has been an increase of 5% for final numbers achieved, although it was projected to be 8% there had been withdrawals which had reduced the level of increase. 7.4. The main causes of these pre-42-day withdrawals continue to be poor attendance linked to mental health, incorrect course selection and insufficient pre-entry IAG. 7.5. The Board was updated on some of the early work and more detailed deep dives to improve upon some of the processes that happen throughout the year and an update of this would be provided at the spring term Academic Committee. 7.6. The Principal updated the Board on the enrolment figures for Apprenticeships and explained that the pause in recruitment was implemented to revamp the onboarding processes. 7.7. There are now experienced staff in this department who have the level of insight, scrutiny and rigour needed to improve the provision. 7.8. A governor queried the 60 projected apprenticeships starts and asked how robust this figure was. The Principal confirmed that it is believed that the figure will actually be greater, but the College does not want to speculate. 7.9. The Principal explained that part of the decision to create the role of Assistant Principal, Employer Skills, Innovation and Growth was to enable the College to explore a range of funding opportunities available to them and this will be detailed to the relevant Committees in due course. <u>Student Achievement & Ofsted</u> 7.10. These figures had been circulated to the Board prior to the October half term break and reshared for information. <u>Staff Engagement Strategies</u> 7.11. The Principal reported that there had been a reduction in staff turnover and that this continues to be an area of focus. Details of the newly introduced staff recognition awards were shared with the Board. <u>Major Projects Updates</u> 7.12. The Principal shared some key updates and post-committee meeting developments on the major project updates. 7.13. With regards to the Crystal Palace campus, there had been positive progress with the GLA and the Crystal Palace Park Trust about extending the current short-term arrangement to be contemporaneous with the likely completion of the new stadium redevelop so the College is not having to operate on an annual basis. 7.14. The Principal asked governors if they had any questions in relation to his report. 7.15. A governor queried if the announcement made this week regarding apprenticeships funding would be taken on board. The Principal	**Principal/Deputy Principal, C&Q**

confirmed that the Assistant Principal, Employer Skills, Innovation and Growth had already been promoting this on social media and the College is expecting there to be a benefit to them.	
7.16. A governor updated the Board on the developments with the Gunnersbury Park leases. It was confirmed that heads of terms had been agreed and draft leases were being circulated. Whilst a 10-year break clause has been included, this has been backdated to when it was granted in 2026. The five-year rent review is due in 2028, and this presents challenges due to the complexity of valuing a premises such as the Gunnersbury Park Campus.	
7.17. In light of the complexity of valuing the premises, it was agreed that the rent review would be tied to an index which would be the increase of CPI rather than an RPI. This is also subject to cap which means the College won't experience large increases in their rent as a maximum increase of 4% has been agreed.	
7.18. It has also been agreed that any improvements the College make to the premises can be taken with them if the lease arrangement comes to an end so that the materials can be used at other campuses.	
7.19. It was queried whether the new terms of the lease which is costing £80,000 a year needs to come back to the Board as a separate paper for approval. The Principal confirmed that this could be performed as a Chair's action and reported back at the next Committee.	
7.20. The Principal commented that the recent update on the Gunnersbury Park lease had boosted staff morale at the campus and that the College can now begin to consider how they can invest in and improve the College.	
7.21. A governor queried if the 10-year break clause is a one off or a rolling contract and it was confirmed that once this passes the College can remain on site. This arrangement will benefit both the College and Gunnersbury Park as the Park regularly publicise the College and how it helps meet its objectives.	
7.22. A governor queried the tenders that had been received in relation to the Enfield project and how these fared with the original budget. The Deputy Principal & COO confirmed that some of them had come in below the budget set for the project which was encouraging.	**Governance**
7.23. A governor queried if any variation in the budget that had been approved for the work would need to come back to the Board for approval. The Principal confirmed that the Director of Governance would confirm this.	
7.24. The Board were made aware of the potential delays due to delays with the planning application being decided and the 6 week judicial review period.	
7.25. The Corporation Chair thanked the Chair of the Estates Committee for the great deal of additional time spent on helping to secure the lease at the Gunnersbury Park Campus.	

8. Assistance Dogs Policy 8.1. As this policy is a new policy, it was presented to the Board for approval. 8.2. A governor queried the expected volumes of assistance dogs and the Principal confirmed this to be a very small number. Additional context was given to the Board to explain the introduction of this policy. 8.3. It was suggested that within the restricted access section, a statement should be made about the possibility of assistance dogs being incompatible with the college animals and that a risk assessment should take place. The Deputy Principal, Curriculum & Quality agreed that this update would be made. **Resolved to** 8.4. **Approve the Assistance Dogs Policy on the condition that an additional statement on the potential incompatibility of assistance dogs, in the presence of the college animals, should be included.**	**Deputy Principal, C&Q**
9. Report of the Director of Governance <u>External Board Review</u> 9.1. It was a recommendation of the Search, Governance & Remuneration Committee to appoint the AoC as the External Board Reviewer for 2026. In preparation for the Board approving this, the planned key dates were shared with the Board and Committee Chair's were invited to attend the scoping meeting. <u>Proposed Meeting Timetable</u> 9.2. The Director of Governance provided context around the proposed amendments to the meeting dates. It was explained that these changes are being requested to manage the wellbeing and workload of the College team and providing space in between meetings for papers to be prepared for the Board. 9.3. The Corporation Chair raised the issue presented in learning walks not being possible on the days of Full Board meetings due to the College closing early on a Wednesday. It was suggested that learning walks be offered at all campuses to make them more accessible to all governors and that a schedule of proposed dates be circulated to the Board. <u>Membership and Terms of Office</u> 9.4. The current Membership and Terms of Office documents were shared with the Board. 9.5. Nikki Barker had applied for a three-term leave of absence and the Board were asked to approve this. **Resolved to** 9.6. **Approve a three-term leave of absence for Nikki Barker, returning to the Board in September 2026.** <u>Student Governors</u>	**Principal**

9.7. Lily Rutherford was welcomed to her first meeting, and the Director of Governance updated the Board on Lily's induction to date. 9.8. The Board was informed that two student governors who had been appointed had failed to engage in their roles following their initial meetings and ETF student governor induction course. The Director of Governance has made contact to see if they wish to commit to the role. 9.9. The Deputy Principal, Curriculum & Quality was aware of a student who had missed the deadline to apply as a student governor and recommended that they be considered for the role, should a vacancy arise. The Director of Governance asked the Board to approve the appointment of this student if they wished to commit to the role and this was agreed. 9.10. **Resolved to** 9.11. **Agree that an additional student governor could be recruited.** <u>Governor Training</u> 9.12. Governors were reminded to complete the iHasco training on Fraud Prevention by 27 February 2026. <u>Terms of Reference</u> 9.13. The Director of Governance explained that the Terms of Reference for the Estates and Finance and Resources Committee had been postponed whilst the Financial Regulations were rewritten. 9.14. The Director of Governance confirmed that the Terms of Reference were not aligned with the previous Financial Regulations, and these reporting figures had been decided by the Committee and Board. Therefore these figures did not need to be reconsidered. 9.15. **Resolved to** 9.16. Approve the Terms of Reference for the Estates Committee and the Finance and Resources Committee. **Resolved to** 9.17. **Approve the Terms of Reference for the Estates Committee and Finance and Resources Committee**	**Governors**
10. Update from the Chair of the Estates Committee 10.1. The Committee Chair confirmed that there were no recommendations that sought Board for approval at this meeting. 10.2. The Committee had received updates on the planned projects, and the Board was informed that additional updates on these projects had been circulated this week to the Committee. 10.3. The Committee had noted that the Fusion reports were created three weeks before the Committee meeting date and the drop-down programme dates had been almost two months out of date. It was requested that future reports need to be more recent to ensure the Committee can have meaningful discussion.	

10.4. It was felt that the summary of leases on Forty Hall Farm that had been provided to the Finance and Resources Committee had been too brief and it is hoped the working group has more detailed knowledge of these due to the restrictions these impose. Estates Committee Membership 10.5. The Committee Chair explained that there are vacancies on the Board due to the approved leave of absence and planned departure of the Vice Chair of Estates from the Committee once he steps into the Chair of Audit Role from the summer term. 10.6. It was requested that if any governor wished to join the Committee they would let the Director of Governance know.	**Principal/Deputy Principal & COO** **Governors**
11. Update from the Search, Governance and Remuneration Committee Chair 11.1. The Committee Chair updated the Board on the business of the Committee at their last meeting. Appointment of External Board Reviewer 11.2. The Committee Chair explained that the Committee were recommending the appointment of the AoC as the External Board reviewer to ensure a consistent approach to the review and as a good measure to track the progress that had been made since the last review. 11.3. The Board was asked to approve that the AoC be appointed as the External Board Reviewer for summer 2026. 11.4. **Resolved to** 11.5. **Appoint the AoC as the External Board Reviewer for the 2026 review.** Governance Action Plan 11.6. The Board was asked to note the updates on the Governance Action Plan which included the outstanding recommendations from the previous External Board Review. **Membership** 11.7. As previously discussed by the Board, it was proposed that Councillor Sabri Ozaydin be appointed as a governor at this meeting. 11.8. **Resolved to** 11.9. **Appoint Councillor Sabri Ozaydin as a governor from December 2025 for a four-year term of office.** Student Governors 11.10. The Committee had discussed whether to reduce the expectation of governors to attend several committees and instead give them the freedom to choose which meetings they wished to attend based on their interests.	

11.11. This was a recommendation at a recent networking event the Director of Governance had attended, and it was suggested that this can help improve attendance and engagement. The Committee felt that as the main business of the Board, it is important for the student governors to be members to help inform part of the decision-making process. Self-Assessment 11.12. The 2024-25 KPI's were shared with the Committee, and it was highlighted that attendance had fallen below the 80% target (78%). Attendance was lower at the Committee meetings which was surprising given that these are held online. 11.13. **Resolved to** 11.14. **Agree that the Governing Body has remained effective in 2024-25 against the criteria.** Policies 11.15. The College's Instrument and Articles, Standing Orders, Statement of Governance, Corporation Code of Conduct and the SPH Remuneration Policy was presented to the Committee for ratification. 11.16. Minor changes were required to the documents as shown in the tracked versions. 11.17. It was suggested that the Instrument & Articles be amended to explain that the College operates a decision by exception approach to decision-making. 11.18. The Director of Governance will be carrying out a full review of the Instrument & Articles in the Spring term using the annotated version provided by Eversheds Sutherland as part of their governance support package. 11.19. **Resolved to** 11.20. **Approve the:** *** Instrument & Articles** *** Standing Orders** *** Statement of Governance** *** Corporation Code of Conduct** *** SPH Remuneration Policy**	
12. Update from the Academic Committee Chair 12.1. The Committee had discussed the RSM audits on quality and safeguarding and were pleased to learn that substantial assurance had been reported on these areas. 12.2. The Committee had also discussed how the latest White Paper would feed into the next iteration of the strategic plan. The Principal confirmed that the HE strategy and viability assessment	

was deferred until the New Year where a decision will be made on this. SAR 12.3. The Committee Chair updated the Board on the key headlines from the SAR and the strong evidence available to support the ratings the College had stated. 12.4. The Committee Chair asked the Deputy Principal, Curriculum & Quality to explain to the Board the decision to use some of the old Ofsted ratings along with the new framework criteria in this document. It was explained that this practice is being used with many colleges during the process of implementing the new framework. 12.5. The Board discussed that given the context of the College's current Ofsted grading of 'Requires Improvement' it is more important that the College can clearly articulate that it now considers itself as good with outstanding features and trying to evidence this under the new framework of an expected to strong standard is more challenging. 12.6. The Board also discussed the general feelings shared by many Colleges that the new framework's rating of expected standard does not translate as easily to the old framework's good rating. From a marketing perspective, this presents a challenge as any progress made is not as clear with the new language used. 12.7. **Resolved to** 12.8. **Approve the Self-Assessment Report (SAR) 2024-25.** Quality Improvement Plan (QIP) 2024-25 12.9. The Committee had noted the positive progress that had been made and suggested that the carried forward actions such as English and maths and attendance which were being carried over, being marked as red, was jarring and therefore reconsideration of this be given. 12.10. The Board was asked if there was anything they wished to query on the QIP 2024-25, and the Board was satisfied with the QIP 2024-25. 12.11. **Resolved to** 12.12. **Approve the QIP 2024-25.** Quality Improvement Plan 2025-26. 12.13. The Committee Chair explained that the areas rated amber were due to not yet having the evidence to show any more progress on this. The Board thanked the Deputy Principal, Curriculum & Quality for the thorough, well-written document. 12.14. The Committee Chair updated on the Board on the request for crib sheets which would make it easier for governors to be reminded of all the ways in which the College is meeting its targets. 12.15. A governor commented that the Safeguarding Report agenda item was not included in the minutes, but a good update had taken	**Deputy Principal, C&Q**

place on this area and the Board should be aware of this. It was confirmed that this was minuted under agenda item 12, and the Board had no additional queries to raise on the annual Safeguarding report and was in agreement that this told a strong story. 12.16. In respect of the earlier Board conversation regarding staff wellbeing, the Committee had asked whether the Safeguarding team was well supported given the nature of the issues they are having to support. It was confirmed that appropriate support is given to the Safeguarding team and it was reported that the Safeguarding link governor role is a valuable support mechanism.	
13. Update from the Finance & Resources Committee Chair 13.1. The Committee Chair updated the Board on the good discussions that had taken place at this meeting, particularly around how the College could diversify its income whilst maintaining quality. <u>Specialist Land-Based College Programme uplift</u> 13.2. The Committee had challenged the data stating that 98.1% of learners were involved with a commercial activity and asked for this to be considered in further detail. <u>HR Update</u> 13.3. The Committee had received a HR update and were pleased to see a reduction in the number of vacancies at the College. 13.4. Staff sick leave remains an ongoing challenge, particularly the number of staff on long-term sick leave, but the Committee felt satisfied that appropriate action was being taken. <u>Accounts</u> 13.5. The Committee felt assured that the accounts were in line with what had been reported throughout the year. 13.6. It was confirmed that, despite the increased enrolments of 16–18-year-olds, the net position for the budget is similar to this year's, mainly caused by not achieving the full T-Level target.	
14. Confidential items Staff and Students left the meeting. <u>Staff Pay Award</u> 14.1. Following the request at the Finance & Resources Committee to give further thought to the proposed Pay Award an update was provided to the Board. 14.2. The Deputy Principal & COO explained that the College is trying to go as far as it can with improving pay and closing the gap between the schools and the FE sector pay. Early trends suggest this may be a reason behind the reduction in staff turnover. 14.3. The executive team had discussed the suggestion by the Committee to reconsider what could be perceived as vague criteria	

to meet the additional 1% and considered the differentiated pay award suggested in the meeting. 14.4. As a number of the income lines are not certain, the College is not in a position to commit to a 5% pay award at this point in time, but believe it would be beneficial for staff to know that the College hopes to be able to offer the additional 1% based on meeting the criteria in its continued efforts to improve staff pay. 14.5. A governor queried whether linking the Ofsted achievement is a suitable factor given that this won't affect the College's income. The Principal explained that this is relative in the long-term, as a positive Ofsted grading would drive the reputation and attract students. 14.6. The Principal referred to instances where other Colleges had paid more than they could afford, resulting in redundancies and the College wants to ensure it does not get into a similar position. 14.7. **Resolved to** 14.8. **Recommend the approval of a 4% pay increase effective from 1 January 2026, including the uplift to the London Living Wage, at a total cost of £403k for the current year (274k of which is already included in the budget).** 14.9. **Approve a further 1% pay increase at the end of the academic year (post 31/7/26), and subject to the College achieving:** *** It's financial targets for the year;** *** A positive Ofsted outcome;** *** A positive enrolment position for 2026/27** <u>Remuneration of the Senior Post Holders</u> 14.10. Notes to be added by the Chair of Corporation.	
15. Farewell to Peter Doble 15.1. The Chair thanked Peter Doble for his commitment to the College over the past 7 years. Peter's continuous efforts to ensure that improving quality remains at the heart the Board's business would have a lasting impact on the Board. 15.2. As a token of appreciation, the Principal gifted Peter Doble with a bottle of the first edition wine produced by Forty Hall Farm and commented that this was a fitting gift, given Peter's commitment to being an advocate of Forty Hall Farm.	
16. AOB 16.1. None.	
17. Date of Next Meeting 17.1. The next Full Governing Body meeting will take place as part of the 2026 Strategy Day, on Wednesday 25 March 2026 at the Enfield campus.	

APPROVED MINUTES			
CHAIR:		**DATE:**	
APPROVAL:	**Remote confirmation:** **Or signed:**		