

Minutes of a Meeting of the CORPORATION held on

Wednesday 15 October 2025, 4.00-6.15pm at the College Business Centre

60/25 APOLOGIES

Apologies were received from Mrs Teresa Gaudion.

61/25 WELCOME AND DECLARATIONS OF INTEREST

The Chair welcomed Members to the meeting and extended a warm welcome to the recommended candidates for Student Governor positions. She reminded Members of the College values. In anticipation of the Governance SAR (self-assessment review) item she asked Members to consider whether the Corporation was using this meeting as strategically as possible.

There were no declarations of interest.

62/25 APPROVAL OF THE NON-CONFIDENTIAL AND CONFIDENTIAL MINUTES OF THE CORPORATION MEETING HELD 9 JULY 2025

The non-confidential and confidential minutes of the meeting held 9 July 2025 were approved as a true record.

63/25 MATTERS ARISING FROM THE MINUTES

The Director of Governance reported on Matters Arising. All actions were complete.

The Corporation NOTED the report for Information and Assurance.

64/25 APPOINTMENT OF STUDENT GOVERNORS

The recommended candidates for the Student Governor positions left the room for this agenda item. Dr Angela Buckley had chaired the Interview Panel and reported on the process. It was noted that the candidates were also members of the Student Executive and the Panel were recommending their appointment as they were considered the best applicants for the role. They had also been questioned regarding how they would manage responsibilities, conflicts and confidentiality. There were no requirements in the Instruments & Articles of Government and Standing Orders that prevented this but it was agreed that the Assistant Principal (Education, Progress and Student Support) and the Director of Governance would pick this up outside of the meeting.

The Corporation APPROVED the APPOINTMENT of Israel Adeniyi and Hephzibah Biju as Student Governors to Corporation and Curriculum & Quality Committee for one academic year until 31 July 2026.

The appointed Student Governors re-joined the meeting and were congratulated on their appointment.

65/25 RENEWAL OF SUPPORT STAFF GOVERNOR TEAM

The Support Staff Governor left the room for this agenda item. The Director of Governance presented a report outlining the Member's attendance and contribution and recommending her reappointment as Support Staff Governor.

The Corporation APPROVED the REAPPOINTMENT of Mrs Bev Burgess as Support Staff Governor from 18/10/2025 to 17/10/2027.

The Support Staff Governor re-joined the meeting, was congratulated on her reappointment and thanked particularly for her work as mentor to the Student Governors.

66/25 CORPORATION STRUCTURE 2025/26

The Director of Governance presented a report outlining changes to Corporation membership and structure.

The Corporation APPROVED the Corporation Structure for 2025/26.

67/25 GOVERNOR ANNUAL ATTENDANCE REPORT 2024/25

The Director of Governance presented the Governor Attendance Report 2024/25. The College has a Governor average attendance Performance Indicator of 90% for Corporation and its Committees and an individual attendance target of 90%. Average attendance at Corporation (92%), Curriculum & Quality Committee (90%), and Governance, Search & Remuneration Committee (92%), met or exceeded target. Audit & Risk Committee (78%), and Finance & Resources Committee (89%) were slightly below target. There were no inquorate meetings. Individual attendance figures were also provided. It was noted that it was helpful to provide numbers of meetings and not simply percentage figures.

The Corporation were ASSURED of monitoring of Governor attendance during 2024/25 and ALERTED to the risks of failing to meet attendance targets.

68/25 ANNUAL REVIEW OF CONFIDENTIAL MINUTES

The Director of Governance presented the Annual Review of Confidential Minutes. It was recommended that all confidential minutes from 2024/25 are designated as non-confidential and published on the College website with the exception of those that meet specific criteria. These were where an individual could be identified; performance of auditors and other regulatory bodies; and sensitive contractual information.

A Member enquired regarding the identification of individuals in the minutes by role. The Director of Governance responded that it was important to be publicly accountable and transparent, and to capture where comments or questions were raised by staff or student governors to ensure that this perspective was recorded. However, it was also important to be mindful where discussions were sensitive hence the application of the criteria in designating minutes non-confidential. The Director of Governance would review on a case by case basis.

The Corporation CONSIDERED the report and APPROVED the recommendation that all confidential minutes from 2024/25 are designated as non-confidential and published on the College website with the exception of those that meet specific criteria.

69/25 USE OF THE CORPORATION SEAL (CONFIDENTIAL)

70/25 GOVERNANCE SAR

The Chair introduced the Governance Self-Assessment Review (SAR). She noted the desire to ensure Corporation was spending more time on strategic issues. It was proposed that Committees were encouraged to request strategic discussions at Corporation via the 3As (assure, alert, approve or action). The Vice Chair presented the report and Action Plan from the Governance SAR which she had chaired on 24 September 2025. She reported that delegation was working well in the new Committee structure and had made a difference but it was important to be aware where further discussion was required. The new structure had only been in place for a year and more time was needed to work through and review. She reminded Members that there would be an External Governance Review in 2026/27.

The Corporation CONSIDERED the report, was ASSURED of action taken to self-assess governance and implement recommendations from the External Governance Review; ALERTED to the request for a strategic discussion on the issues raised regarding the new governance structure; and APPROVED the Governance SAR report 2024/25 and the Governance Action Plan 2025-27.

71/25 CODE OF CONDUCT FOR GOVERNORS

The Director of Governance presented the Code of Conduct for Governors. This was the College's adopted Code of Conduct for Governors and was last approved by Corporation in July 2024. An updated version was published in July 2025 and was being presented for consideration and approval. She outlined the changes to the 19th edition. The Chair reminded Members of the necessity to live by the Code of Conduct.

The Corporation CONSIDERED the report and APPROVED the updated College Code of Conduct for Governors as the College's adopted Code of Conduct for Governors.

72/25 INSTRUMENT AND ARTICLES OF GOVERNMENT

The Director of Governance presented the Instrument and Articles of Government. She explained that these contained the legal basis under which the College's governing body, the Corporation Board must operate. The Corporation determined that these documents are reviewed on a three-yearly basis or as required. The documents were last reviewed and approved in December 2024, however in June 2025 the DfE wrote to Chairs of Governors and governance professionals regarding amendments. These changes concern the voting rights of student governors under the age of 18; quorum; and the UK Corporate Governance Code. Legal advice from the Corporation's legal advisors agreed that the amendments should be made. In the case of the Isle of Wight College only the first two changes are required as the College's governance code is the FE Code of Good Governance.

The Corporation CONSIDERED the report and APPROVED the revisions to the Instrument and Articles of Government as detailed in the report.

73/25 APPOINTMENT OF PRINCIPAL AND CEO

Ms Fidelma Washington left the meeting for this agenda item. The Chair reported on the process for the recruitment of the next Principal and CEO. She thanked Members for their participation. The Panel were recommending the appointment of Ms Washington as Principal and CEO following the resignation of Mrs Ros Parker. A long-standing Member observing Ms Washington's rise through the College over the years commented that it was well-deserved. A Member thanked those involved in focus groups, she said that the feedback from focus groups had been very helpful to the Panel in their

deliberations. Thanks were expressed to the recruitment advisors and staff supporting the process. The Chair reported that there would be a separate Part C agenda item to discuss terms and conditions.

The Corporation APPROVED the APPOINTMENT of Ms Fidelma Washington as Principal and CEO of the College.

Ms Washington re-joined the meeting and was congratulated on her appointment.

74/25 CHAIR'S BUSINESS/ RATIFICATION OF CHAIR'S ACTION/ GOVERNOR APPROVALS

The Chair reported on the opening of CECAMM. Unfortunately the royal visit had not been possible but it was hoped that this could be rearranged. She drew attention to Governor approvals made electronically since the last meeting.

The Teaching Staff Governor joined the meeting at this point.

75/25 BALANCED SCORECARD

The Principal provided a verbal update on the Balanced Scorecard. She explained that there was no data at present and therefore it was too early to present a Balanced Scorecard. However, the Balanced Scorecard would be presented at the next meeting following close of r14 and r04. Key Performance Indicators (KPIs) would be pulled out for Committees as relevant.

In response to a query from a Member, the Principal confirmed that r04 concerned data on learner numbers after 42 days of the new academic year.

The Corporation NOTED the verbal report.

76/25 PRINCIPAL'S REPORT

The Principal presented her report. This included updates on the Capital Transformation project, devolution preparation, student recruitment, attendance, the Balanced Scorecard, IoT (Institute of Technology) recruitment for 2024/25, a UCU (University and College Union) ballot, and the Ofsted Framework and pilot inspections.

The Principal outlined the implications of a potential charge on the title deed as well as outlining progress on the build.

The Chair asked the Principal what the worst case scenario would be concerning a charge on the title. The Principal responded that this would be lengthy negotiations that slowed progress and complicated decision making. A Member enquired whether there were any implications for the bank covenants. The Principal responded that the bank may seek to take a charge first and potentially adjust the covenants as a result. In response to a query from the Chair, the Principal confirmed that the Finance & Resources Committee were aware and had received a full report at their meeting on 8 October 2025. A Member suggested looking into the possibility of a commercial loan provided by the Treasury on favourable terms.

The Principal provided an update on student recruitment numbers, giving an overview of areas of strong performance and alerting Members to areas of weakness. A Member enquired whether the College would be affected by the closure of the in-shore lifeboat. The Principal responded that she didn't yet have any information but that if there were any apprentices affected they would be transferred. In

response to a further query as to the potential number of apprentices affected, the Assistant Principal (Curriculum and Skills) responded that this would likely be 4-5 apprentices. The Member commented that the closure was a blow to the marine industry on the Island.

A Member enquired regarding the poor performance of the Island's schools for GCSE results and whether this provided an opportunity or threat. The Principal responded that this was both an opportunity and a threat. The provision of vocational qualifications at Level 2 provided an alternative for students, she commented. She added that there could be an opportunity for English and maths if the College could improve performance in this area. A lot of work was being undertaken to improve the learner experience and journey, she said.

A Member enquired whether there was any funding uplift for the College based on the poor performance of local schools and the Principal responded that there was not. The Interim Director of Finance outlined payments for the numbers of students taking English and maths, and for learners from deprived backgrounds. However, he added that there tended to be higher drop out rates for these students and therefore overall these evened out the funding.

A Member enquired whether there was any commercial opportunity to offer tutoring to secondary school students in order to help them to achieve. The Principal responded that some tutors were offering this in a private capacity but that the College's focus was on achieving the highest quality for its own delivery.

There was some discussion about factors affecting English and maths achievement for students and intervention at an early stage in students' education. The Chair suggested an Island English and maths summit. The Principal drew attention to the former High Sheriff's literacy campaign.

A Staff Governor enquired regarding IoT recruitment targets and the Principal confirmed that these came from the College.

A Member asked which students were covered by the IoT and the Assistant Principal responded that these were engineering, maritime, business, construction, accounting, law, digital and creative industries at Level 4. The Member asked if the College understood the blockages and reasons for the difficulty in growing numbers. The Assistant Principal responded that there was a limited trade pool and this presented a challenge. She added that the College was looking at short higher level qualifications. In response to a query from the Chair, the Principal clarified that there was an overall target for the IoT for which partners were collectively responsible. In response to a further query from the Chair, the Assistant Principal confirmed that the College was looking at a more realistic target and that there were regular meetings with the Director of the IoT to track numbers.

A Staff Governor enquired whether the College was having to spend more of the marketing budget on marketing the IoT. The Assistant Principal responded that an allocated proportion of the marketing budget had been set aside for IoT marketing, including the employer engagement team, the South Coast IoT website and Open Evenings. This budget went towards the global IoT marketing budget.

The Principal informed Members of notification of a UCU ballot for strike action and the reasons cited including pay, meaningful action on workload, and fully funded national bargaining. The Chair enquired whether there were business continuity plans and mitigation in place and the Principal confirmed that there was. The College's focus would be on ensuring students were put first and compromised. She

outlined the pay award approved by Corporation in July 2025 and that this would be further review after r14 and with consideration to the EBITDA (earnings before interest, taxes, depreciation, and amortisation). This was a risk that the Corporation needed to consider and review in December, she concluded.

The Principal drew attention to the new Ofsted Framework. The Chair commented that with the transition to more adult provision and lifelong learning, it was her sense that the College should be focused on this to maximise opportunity. The Principal responded that this had been reviewed at the senior leadership team (SLT) earlier that day and was also covered in the risk register. The Chair asked if this was something that could come back to Curriculum & Quality Committee and the Principal agreed that a report should be tabled for a future meeting.

In response to a query from a Staff Governor the Principal outlined a shadowing request and a request for an informal briefing on the outcomes of the current pilot. A Member asked whether the inspector referred to could be approached for co-option to the Curriculum & Quality Committee. The Principal responded possibly but that conflicts of interest would need to be considered.

The Corporation CONSIDERED the report.

77/25 3As REPORT CURRICULUM AND QUALITY COMMITTEE

The Chair of the Curriculum & Quality Committee presented the Committee's 3As report. It had been the first time that the Committee had met in September. The meeting had looked back at the 2024/25 academic year and forward to 2025/26. The Committee had spent a long time looking at English and maths results and new initiatives coming on board this year including significant timetabling changes, expert external resource, a change of awarding body, and monitoring ongoing attendance. There would be further reporting to monitor impact and progress. The Committee had also looked at in-year progress and changes to the recruitment process and the 'Swop don't Drop' process. The Committee had also considered predicted achievement and had reviewed a number of policies. She added that there may need to be adjustment to the timing of the meeting.

The Corporation was ASSURED on and ALERTED to:

- That the minutes of the meeting held 30 April 2025 were approved as a true record;
- Monitoring of Matters Arising to September 2025;
- English and Maths GCSE achievement;
- In-year Progress and the Balanced Scorecard;
- Predicted Achievement;
- The Office of the Independent Adjudicator Annual Report; and
- The Equality, Diversity and Inclusion (EDI) Report, progress against EDI objectives and key priorities for 2025/26.

The Corporation APPROVED:

- The Annual Safeguarding Report 2024/25;
- The Safeguarding Policy and Procedures;
- The Annual Complaints Report 2024/25;
- The Compliments and Complaints Policy;
- The Learning Policy 2025/26;
- The Student Behaviour Policy; and

- The Student Attendance Policy.

78/25 3As REPORT FINANCE AND RESOURCES COMMITTEE

The Chair of the Finance & Resources Committee presented the Committee's 3As report. She reported that the Monthly Finance Report had covered the outturn and the start of the new financial year. There was a good outturn underlying strong financial health. It was early days in the new financial year but there was nothing to indicate that finances were not being controlled as well as possible. The Committee had covered estates management and progress against condition survey. She also reported on the ongoing effort to resolve the drainage issue. She drew Members' attention to the increase in accidents reported in the Annual Health and Safety Report and that this was regarded as being as a result of a new reporting system and positive culture change in which staff awareness of reporting was increased. The Committee had also considered the Annual Human Resources (HR) Report and alerted Members to new and upcoming legislation.

A Member enquired regarding the 35 staff members on long-term sickness absence. He considered that this was a high number out of 300 staff and commented on the high proportion of sickness attributed to neurological issues and mental health. The Chief Operating Officer and Deputy CEO responded that these numbers were due to a mixture of some long term conditions, operations and recovery. She outlined support offered for mental health, occupational health referrals and GP liaison. Where it wasn't appropriate for the employee to return to work there would be ongoing conversations. In some instances flexible working arrangements or redeployment was possible. She assured the Corporation that long-term sickness was high on the agenda for the College and cases were reviewed on a weekly basis. She reported that there were a range of findings that some members of staff were really struggling at moment and the College did what it could to support employees and get them back to work. The Principal added that a whole series of workshops were planned on wellbeing.

In response to a query from a Member, the Chief Operating Officer and Deputy CEO reported that 40 days of full pay, and 40 days of half pay were provided for long-term sickness and that after this Statutory Sick Pay was provided.

The Chair asked if there were a larger number of long-term sickness cases than usual and the Chief Operating Officer and Deputy CEO responded that some cases were very complex.

In response to a query from another Member, she reported that each case was individual and there were no identifiable themes. There were some staff that struggled with the workload and this affected their mental health but this was very individual and other staff were not affected, she reported.

The Corporation was ALERTED to the Monthly Finance Report, Management Accounts and Forecast and was ASSURED on the College's financial position to August 2025 and outturn for 2024/25.

The Corporation was ASSURED on:

- The confidential and non-confidential minutes of 11 June 2025 were approved as a true record;
- Monitoring of actions and Matters Arising to September 2025;
- Progress on Estates including progress against Condition survey and ALERTED to ongoing efforts to resolve the drainage issue; and
- Progress on Capital Project (DfE Transformation Fund project) and ALERTED to ongoing discussions via legal advisors relating to the DfE's request to take a legal charge on the College site.

The Corporation APPROVED:

- The Annual Health & Safety Report 2024/25; and
- The Annual Human Resources Report 2024/25 and was ALERTED to new or updated legislation.

79/25 3As REPORT AUDIT & RISK COMMITTEE

The Chair of the Audit & Risk Committee presented the Committee's 3As report. She reported that it was a straightforward meeting which was well supported by the governance professional and SLT. She reported that the Committee had spent some time considering risk process and the risk register and in particular risks related to English and maths. The Committee had asked for further reporting on this in the Principal's report and at future Curriculum & Quality and Corporation meetings. She commended the internal auditors refreshing reports and drew Members' attention to the significant assurance given. There had been a verbal update on Delamite Ltd. She drew attention to new Anti-Fraud requirements and the Committee had reviewed the College's Policy.

The Interim Director of Finance reported that it was a board requirement to actively prevent fraud. He provided an update on Delamite Ltd and a roadmap for moving forward on winding down Delamite Ltd, a link to which was included in the report. A Member commented that the link was not working. The Director of Governance would look into this and correct or circulate as required.

The Corporation was ALERTED to:

- GDPR (General Data Protection Regulation) data breaches during the reporting period (one minor breach and one alleged breach) and assured by action taken to resolve;
- FOI (Freedom of Information) requests during the reporting period (four) and SAR (Subject Access Requests) (three) during the period;
- Risk Register update September 2025, and in particular risks related to maths and English performance, and ASSURED on mitigations in place. The Committee also requested a brief for Corporation in the Principal's report and for a report to be tabled at a future Corporation meeting in 2026 after the November GCSE resit results have been released;
- The Framework and Guide for External Auditors and Reporting Accountants of Colleges, and the College Financial Handbook which has replaced the withdrawn Audit Code of Practice;
- Internal Audit Report visit 3: Human Resources (Recruitment and Retention) given Significant assurance; and was ASSURED on the Risk and Assurance Progress Report; and
- A verbal update was provided to the Committee on Delamite Ltd and a roadmap is available.

The Corporation was ASSURED on:

- The non-confidential and confidential minutes of 11 June 2025 were approved as a true record;
- Monitoring of actions and Matters Arising to September 2025;
- The Managing Public Money Assurance Report;
- The Board Assurance Framework: Risk Management Annual Report;
- Monitoring of the Audit Issues Log to October 2025;
- The Internal Audit Service Annual Report 2024/25; and
- The Register of Interests and the Declaration of Eligibility which has now been completed by all Governors.

The Corporation APPROVED:

- The College Accounting Policies; and
- The Anti-Fraud Annual Report 2024/25 and the Anti-Fraud Policy.

80/25 STUDENT GOVERNORS REPORT

The Chair explained that this was a dedicated agenda item for Student Governors though contribution was encouraged throughout the meeting. The Student Governors confirmed that they had nothing to report at this time.

81/25 FEEDBACK FROM AOC NETWORK MEETINGS

A Member reported on her attendance at the AoC (Association of Colleges) Curriculum and Quality Network meeting. The meeting had focused largely on the new Ofsted Framework, she reported. She provided an outline of the Framework which would comprise five gradings, and five key areas. Safeguarding would either be met or not met. The welfare of those being inspected would be considered. Sample report cards would contain dropdown menus to display recommendations. The first inspections would begin from 10 November 2025. She also reported on input at the Network meeting on EHCP (Education and Health Care Plans), devolved funding, AI (artificial intelligence), and digital skills. She emphasised that Governors should be aware of the need for an inclusion thread to be present in all areas, and that it was vital that students felt that they belonged and were valued.

The Chair thanked the Member for the report and asked that an update be provided for all Governors on the new Framework. The Principal responded that there would be a session at the AoC conference which she would attend and would provide a briefing to all Members after this.

A Staff Governor reported that there had been a similar presentation at the Staff Governors Network meeting and she didn't have anything to add to what the Member had already covered. She emphasised what a valuable opportunity the AoC Network meetings provided for non-education specialists to keep up-to-date.

82/25 SELF-ASSESSMENT OF MEETING

The Chair led Members in a self-assessment of the meeting. It was agreed that the meeting had reflected the College's values. There had been less opportunity for strategy as the agenda had been largely procedural however it was recognised that the Principal's Report and feedback from Committees had provided opportunity for wide discussion. She reminded Members that the next meeting would be held 10 December and there would be a social after. She thanked all Members for their attendance.

83/25 PRINCIPAL AND CEO RECRUITMENT (SMT, STAFF AND STUDENT CONFIDENTIAL)

84/25 DATE OF NEXT MEETING

Wednesday 10th December 2025