Minutes of a Meeting of the CORPORATION held on

Wednesday 20th May 2026, 4pm

at the College Business Centre

129/26 APOLOGIES AND WELCOME
The Chair welcomed Ms Fidelma Washington to her first Corporation meeting as Principal and CEO, Ms Lyndsey Wilson to her first meeting as Chief Operating Officer and Deputy CEO, and Mr Alan Penrhyn-Lowe to his first meeting as Director of Finance and Resources. Mr Tony Eysele was welcomed as an observer. Consideration of his appointment was on the agenda of the meeting. All Members and staff present introduced themselves.

Apologies were received from Bev Burgess and Israel Adeniyi.

130/26 DECLARATIONS OF INTEREST
There were no declarations of interest.

131/26 APPROVAL OF THE NON-CONFIDENTIAL AND CONFIDENTIAL MINUTES OF THE CORPORATION MEETING HELD 18 MARCH 2026

The non-confidential and confidential minutes of the meeting held 18 March 2026 were approved as a true record.

132/26 MATTERS ARISING FROM THE MINUTES
The Director of Governance reported on Matters Arising. There were no questions.

133/26 GOVERNOR APPOINTMENTS
Mr Tony Eysele, his appointment being considered left the meeting for this item.

The Director of Governance reported on recommendations for Governor appointments. Two candidates were being recommended for appointment and their applications had been circulated in the board packs. The Chair of Governance, Search & Remuneration Committee reported on interview and spoke in support of the candidates.

The Corporation APPROVED:
- The appointment (subject to references and DBS check) of Tony Eysele as an external Governor for a 4 year term from 20/05/2026 to 19/05/2030 and to be invited to join the Finance & Resources Committee as Designated Lead Governor for Health & Safety and the Governance, Search & Remuneration Committee as Vice Chair.
- The appointment (subject to references and DBS check) of Chris Bradish as an external Governor for a 4 year term from 21/05/2026 to 20/05/2030 and to be invited to join Governance, Search & Remuneration Committee.

Mr Tony Eysele re-joined the meeting and was congratulated on his appointment.

134/26 APPOINTMENT OF CHAIR AND VICE CHAIR 2026/27
The Director of Governance took the Chair for this agenda item and outlined the process for the election of the Chair and Vice Chair of Corporation for 2026/27. Nominations had been sought prior to the meeting and were invited again during the meeting. There were two nominations, Mrs Sara Weech as Chair, and Dr Angela Buckley as Vice Chair. Mrs Sara Weech left the room for the election of the Chair.

Mrs Jessica Garbett proposed Mrs Weech as Chair, and Dr Angela Buckley seconded the proposal. All Members were in favour. Mrs Sara Weech re-joined the meeting and was congratulated.

Dr Angela Buckley left the meeting for the election of the Vice Chair.

Mrs Sara Weech proposed Dr Buckley as Vice Chair, and Mrs Teresa Gaudion seconded the proposal. All Members were in favour. Dr Angela Buckley re-joined the meeting and was congratulated.

The Corporation ELECTED Mrs Sara Weech as Chair, and Dr Angela Buckley as Vice Chair for the 2026/27 academic year.

135/26 INSTRUMENTS AND ARTICLES OF GOVERNMENT AND STANDING ORDERS FOR THE CONDUCT OF CORPORATION BUSINESS

The Director of Governance presented draft amendments to the Instrument and Articles of Government and Standing Orders for the Conduct of Corporation Business for the Corporation's consideration. This was following the establishment of the Student Executive and a revision to Student Executive appointment rules to ensure separation between Student Executive and Student Governor roles in that there was a provision to prevent Student Governors applying to be members of the Student Executive. The Corporation requested the Director of Governance to consider commensurate revisions to the Instruments and Articles of Government to ensure consistency. The Director of Governance outlined research she had undertaken following this request. She had not identified any other colleges that defined eligibility in this way. She also alerted Corporation that this approach could be considered inconsistent with the appointment of Staff Members and may lead to a reduction in applications for the role of Student Governor. She presented a range of options to address the issue.

The Vice Chair provided insight from experience of serving on the Student Governor interview panel, highlighting a tension in not providing opportunities to students who are not part of the Executive. The Assistant Principal (Education, Progress and Student Support) supported this view and expressed concern that a higher proportion of Executive members on the Governing Body could skew the balance of discussions and representation.
The Chair reported feedback from discussions at the Association of Colleges (AoC) Conference, noting that Unloc expressed a strong view that Executive members should not also serve as Student Governors due to potential conflicts of interest, however, she expressed some disagreement with this view.

A Student Governor confirmed that they were content to hold both roles, acknowledging the workload challenge but noting that the combined experience added value.

A Member queried how Student Governors and Student Executive roles effectively communicate and represent each other's perspectives.

A Member recognised the rationale behind the Unloc position and reiterated concerns regarding workload and the importance of providing opportunities for a wider range of students.

A Member advised that maintaining both Student Governor and Executive roles supports understanding from different perspectives; he noted that, should any future consideration be given to merging roles, clear limits would need to be established.

The Chair suggested pausing any immediate changes and undertaking a broader review of Student Voice arrangements before making amendments.

Mr Dmytro Buyanov-Taylor joined the meeting at this point.

The Committee agreed that no changes be made to the current provisions in relation to Student Governors within the Instruments and Articles of Government or Standing Orders at this time. It was agreed to retain the existing arrangements, undertake further work on Student Voice, and return to the matter at a future meeting.

The Director of Governance outlined other revisions to the Standing Orders for the Conduct of Corporation Business which were minor updates to amend dated references to a former senior leadership team (SLT) position and a former Committee name.

The Corporation APPROVED revisions to the Standing Orders for the Conduct of Corporation Business as detailed in the previous paragraph.

136/26 APPOINTMENT OF EXTERNAL GOVERNANCE REVIEWER 2026/27 (CONFIDENTIAL)

137/26 CHAIRS BUSINESS/RATIFICATION OF CHAIRS ACTION/GOVERNOR APPROVALS

The Chair provided an update on Chair's activity since the last meeting. This included involvement in two Task & Finish Groups on Delamite Ltd and the External Governance Review respectively. She also reported on a successful governor recruitment lunch held in April. The Chair confirmed completion of appraisal meetings with the Principal and CEO, and the Director of Governance. It was noted that dates would be circulated for annual one-to-one meetings between the Chair and governors.

The Chair also reported on regular engagement with fellow Further Education (FE) Chairs, where discussions had included the impact of Ofsted, time commitments associated with Chair roles, and professional expectations of governance. Attendance at the Association of Colleges (AoC) Chairs' meeting was also noted, where community cohesion and challenges arising from external developments counter to college values were discussed, including examples of localised protests impacting college environments.

The Chair confirmed participation in the AoC national campaign regarding FE funding, including writing to the Prime Minister and receiving a response from the Secretary of State. Whilst there had been no significant movement in funding position, it was noted that the issue had been raised nationally and would continue to be progressed. The letter was to be added to the Reading Room for governors.

A Member raised the increasing relevance of political engagement within colleges, particularly in light of potential changes to voting age and the role of colleges as environments in which political campaigning may take place. A query was raised regarding visiting speaker policy and whether this should be reviewed, noting that some colleges are supporting hustings events but not hosting individual political speakers.

The Chair reflected on the recent local elections and the potential learning and development needs arising from an influx of newly elected councillors.

A Staff Governor noted that a new schools bill may lead to increased attention on the FE sector, and highlighted that schools nationally had begun to receive legacy funding, suggesting that recent advocacy may have some impact.

A Member outlined the current political composition of the Isle of Wight Council, noting the potential for changes in majority control and the importance of proactively engaging with elected members. A proposal was made to consider how the College might support councillor understanding of FE.

The Chair agreed that it would be beneficial to proactively offer engagement opportunities to the Chief Executive and councillors. The Principal and CEO confirmed that attendance at existing council meetings already provides some opportunity for dialogue. The Corporation discussed the potential to host an informal engagement session at the College, including a campus visit and discussion.

A Member supported this approach, describing it as a strong opportunity to demonstrate the College's work and impact. A Student Governor likened the proposal to an induction-style approach for councillors.

The Chair suggested that such engagement could be offered following each election cycle and could include input from Student Executive members to provide insight into the student experience.

It was agreed to explore opportunities to engage with local councillors, including hosting an induction-style visit to the College, with potential involvement from Student Executive representatives.

The Corporation NOTED the following APPROVALS regarding Delamite Ltd which had been given electronically outside of the meeting:

THAT Fidelma Washington, having consented to act, be appointed as a director of the Company with effect from 13 April 2026.

To accept RSM UK Audit LLP's recommendations regarding the winding up of Delamite being:
1) To place Delamite and the College into a VAT group
2) For Delamite to charge the College a market rent for 10 years
3) For Delamite to revoke the option to tax on the building
4) To transfer the building to the College at value (which will offset the loan)
5) To strike off Delamite.

138/26 STUDENT GOVERNOR REPORT
The Chair invited the Student Governors to raise any matters for consideration. A Student Governor advised that discussions had taken place regarding seating arrangements, and that actions relating to this, including those associated with Aramark, the catering supplier, were in progress and being addressed.

The Principal and CEO reported on a meeting held earlier in the day with the Student Executive, noting that she was highly impressed with the calibre of the Executive and their ability to engage in informed discussion and debate. She confirmed that the meeting had generated a number of ideas and key points for further consideration and expressed appreciation for the time given by the Student Executive.

The Corporation NOTED the positive engagement of the Student Executive and ongoing responsiveness to student-led matters such as facilities and arrangements.

139/26 PRINCIPALS REPORT
The Principal and CEO presented her report. An update was provided on the Department for Education (DfE) Transformation Fund project. It was noted that structural steel is expected to arrive within the next few months, and a timelapse image included in the report demonstrates that the footprint of the new building is now clearly visible.

The Principal and CEO confirmed that the trade union dispute had been resolved and that governors had been updated via email. Positive ongoing engagement with Unison was also noted. Attention is now turning to the 2026/27 pay claim.

The outcome of the Technical Excellence Colleges (TEC) bid was reported, noting that the College had partnered on two bids; however, both were unsuccessful. A map illustrating the national positioning of successful bids was included. As this was the second round, it was agreed that further engagement within the region will be required to maximise opportunities. Reference was also made to partnership activity from Round 1 with North Kent College.

The Principal and CEO reported that the FE Capital Transformation and Condition Allocation (FECCA) agreement had been signed, securing £700k to be spent by March 2029. Planning is underway to prioritise addressing estate defects. It was noted that the College has challenged the exclusion of roof works from scope with the DfE and raised this through strategic discussions.

An update on the Animal Care Unit confirmed that avian flu had been ruled out, with a bacterial infection identified as the cause of recent issues. Significant work has been undertaken to reopen and invest in the area, with students now returned and activity back on track.

The Principal and CEO provided an update on partnership work with Arts University Bournemouth, confirming validation for two courses. Significant work by the Assistant Principal (Curriculum and Skills) and the team was acknowledged, with a target to launch in September 2026 and recruitment activity now underway.

In relation to funding, the Principal and CEO confirmed that the College is on track to achieve Adult Skills Fund (ASF) targets and has overachieved against Free Courses for Jobs (FCJ). Flexibility between funding streams has been raised with the DfE, and a business case relating to FCJ was submitted by the required deadline. While the main allocation for 2026/27 is in line with expectations and improved on the previous year, it was noted that the national base rate increase of 0.5% is disappointing. This has been raised with the DfE, although no additional flexibility is currently anticipated.

The Principal and CEO reported on the recent DfE Strategic Conversation, attended alongside SLT, the Vice Chair and FE Commissioners. The meeting was described as intensive, covering a wide-ranging and high-level agenda. The College's draft Accountability Statement was shared, with prior agreement from the Chair and Vice Chair. The overall meeting was positive, she reported.

A Member welcomed the success with Arts University Bournemouth and queried progress in other key areas, including healthcare provision, particularly in light of demographic challenges and previous discussions with the University of Portsmouth. The Principal and CEO advised that progress is being made including: work with UKSA (United Kingdom Sailing Academy) to support higher education pathways, with an aim to launch by September 2029; engagement with the University of Portsmouth has paused due to internal changes on their side; however, other partnerships are being explored, including Winchester, with a meeting scheduled, and Solent University. It was noted that validation through the Nursing and Midwifery Council (NMC) would streamline delivery via location approval. The Principal and CEO emphasised that the College continues to progress multiple partnership options.

The Member suggested exploring engagement with Coventry University, given its strong healthcare provision and recent work with Salisbury College.

A Member raised concerns discussed previously at Curriculum & Quality Committee regarding Lifelong Learning Entitlement (LLE) flexibility, noting risks associated with foundation degrees, including portability and contractual commitments. It was suggested that some delivery models may be achievable without formal validating partnerships.

The Chair queried how the College plans to manage reductions in adult funding. The Principal and CEO confirmed that the 2026/27 allocation reflects a reduction of £181k (circa 10%), which is less severe than anticipated. Significant work is underway to develop a costed curriculum plan for ASF, with a focus on remote learning delivery. It was acknowledged that a funding gap remains, and while curriculum reductions may be required if targets are not achievable, this is not the preferred approach due to longer-term funding implications, particularly in a devolved environment.

The Chief Operating Officer and Deputy CEO emphasised the importance of the FCJ programme to the College and commended curriculum teams for responding positively to delivery challenges. It was noted that the 2026/27 allocation is not sufficient to meet demand and that additional flexibility between funding streams would be beneficial.

The Corporation NOTED the report.

3AS REPORT CURRICULUM AND QUALITY COMMITTEE

The Chair of the Curriculum & Quality Committee presented the Committee's 3As (Assure, Alert, Action or Approve) Report to Corporation. It was reported that the final meeting of the academic year reflected strong progress, with a number of exciting developments now coming through, particularly in relation to higher education (HE) courses and the wellbeing programme. The Committee noted the recent appointment of a Head of Quality and the strengthened focus on the quality of teaching, learning and assessment. The introduction of a new Teaching Excellence Framework was highlighted, with early indications already demonstrating a positive impact. Looking ahead, she advised that there would be a greater emphasis on engaging students in the coming year, alongside key developments including Special Educational Needs and Disabilities (SEND) reforms, HE developments, and continued focus on English and mathematics.

It was confirmed that approvals had been recommended by the Committee, subject to minor caveats relating to elements of the Accountability Statement.

The Chair of Corporation commended the quality of the HE strategy, noting that it was well-structured and clearly articulated. It was further recognised that the Committee had undertaken detailed scrutiny, particularly in relation to progress against the three strategic priorities.

The Chair of Corporation also highlighted the significant work undertaken in developing the Accountability Statement.

The Chair of Corporation reflected positively on the evolution of governance through the Curriculum & Quality Committee, noting that the depth of scrutiny now achieved would not previously have been possible.

The Corporation was ALERTED to:

- The Balanced Scorecard and key risks requiring ongoing scrutiny: attendance; apprenticeships; data assurance; health & safety and safeguarding volumes; and ASSURED on key strengths and progress made in-year including retention stabilisation; improved apprenticeship performance; strengthened teaching quality oversight; increased employer and placement activity; and improved timeliness in closing safeguarding cases;
- The Outcomes of the Student Survey 2025/26 and ASSURED on the actions take in response to the results;
- That a verbal report was given on the Parent Survey which had received a low response rate and ASSURED that feedback was generally positive, and on a review being undertaken on how best to capture parent and carer feedback;
- The Pupil Level Annual School Census (PLASC) return and to the future demographic Island position and ASSURED on the planned mitigating actions;
- Governor Contact Day feedback and suggestions for improvement for future Governor Contact Days and assured that the day was well-received and valued by participants, and that Governor contributions are feeding into the Inclusion and Wellbeing Strategy which is currently in progress.

The Corporation was ASSURED on:

- That the minutes of the meeting held 11 March 2026 were approved as a true record;
- Monitoring of Matters Arising to May 2026;
- Progress in curriculum planning which is almost complete and alerted to further action required to address the Adult Skills Funding (ASF) shortfall; and that adult/ full cost and apprenticeship provision is still to be fully completed on 4cast for planning for next year;
- The Termly Safeguarding Report including updates on safeguarding records and referrals; targeted wellbeing support put in place for students; and franchise provisions; and alerted to the consultation on Keeping Children Safe in Education (KCSIE) for the 2026 update; and the updated Working Together to Keep Children Safe (March 2026);

- The Termly Inclusion Report including progress on embedding monitoring arrangements and targeted intervention; culture, belonging and Student Voice; and workforce equality and Equality, Diversity and Inclusion (EDI) infrastructure; and alerted to priorities for next term including evaluation of targeted Quality Improvement Plan (QIP) impact; review of achievement gaps to inform 2026/27 planning; continued development of inclusive curriculum and enrichment; and preparation for the next Public Sector Equality Duty (PSED) cycle;
- The Teaching, Learning and Assessment Report including updates on lesson observations; programme reviews; digital skills; and Back to Industry Day; and alerted to areas for development identified in programme reviews; and external quality assurance (EQA) activity.

The Corporation APPROVED:
- The Accountability Statement subject to any further revision required in relation to inclusion funding allocation; the release of the draft Local Skills Improvement Plan (LSIP) expected in June; and the statement of economic profile from the Hampshire Governors' Forum if applicable;
- The Higher Education (HE) Strategy 2026-2030 subject to the amendment requested to further refine definition of successful modular delivery and financial sustainability;
- The Annual Review of Committee Effectiveness subject to the amendment requested to add increased opportunities for briefing and training in relation to curriculum-related national policy/guidance;
- The Annual Review of Committee Terms of Reference.

140/26 MONTHLY FINANCE REPORT, MANAGEMENT ACCOUNTS AND FORECAST

The Interim Director of Finance presented the Monthly Finance Report, Management Accounts and Forecast. The Management Accounts for March 2026 were provided with key points as follows:
1) The forecast surplus for the year has improved to £738k (£1,509k EBITDA – Earnings Before Interest, Taxes, Depreciation, and Amortisation). EBITDA/Educational Turnover is forecast to be 7.2%, 1.2% above the FE Commissioner benchmark of 6%. The gain from budget is primarily the result of savings on unfilled vacancies (the College's unfilled vacancies were unusually high in 2025-26).
2) Cash held at 31 March 2026 was £7,792k equivalent to 147 cash days (with £3,500k being placed on deposit for 3 months to earn higher interest and the remainder on overnight deposit). The College's uncommitted cash holding is £3,500k after all committed capital projects short-term and working capital liabilities (this includes items such as the payroll and unspent student bursaries). The College's debt is £2,823k.
The surplus position is required as it allows the College to repay the loan and make £650k of capital investment each year to maintain the buildings and teaching equipment. The surplus includes profit of £487k pa on remote learning which may be temporary.
3) All banking covenants are currently forecast to be achieved.
4) The College's financial health ratios are provided in Appendix 4 and performance against the Financial Strategy KPIs is provided in Appendix 8. The forecast EBITDA improvement would move the College to Outstanding financial health. Whilst staff costs to income is 66.10% (compared to the FE Commissioner benchmark of 65%) the College exceeds the EBITDA benchmark of 6%. However, this is a result of remote learning provision (contribution of £487k) which adds 2.3% to EBITDA. Were this to be terminated (through devolution) and could not be replaced with Island based provision the EBITDA percentage would drop to 5%. The College has higher debt vs turnover in comparison to the sector and serves the Island

(requiring a larger estate in comparison to turnover compared to the mainland increasing asset investment required overall). The 6% EBITDA benchmark is reasonable over the long-term to maintain the College and caution is required when considering 2025-26. The 2026-27 16-19 year old settlement for the sector, likely future adult allocation and impact of devolution will all adversely affect the College's financial position (albeit to a lower extent than the majority of the sector).
5) The month seven (R07) student funding reports provide a positive picture on each contract compared to budget. However, the 16-19 year old funding announcement was a poor settlement for the sector (being a 0.5% increase in the unit rate with a reduction in T level funding rates). The adult funding settlement has not been announced (but it is likely to be a reduction in rates).
In conclusion, the College has strong 2025-26 performance, some of which is temporary but the sector has a difficult 2026-27 position.

It was also reported that the April management accounts, to be circulated shortly, are expected to show an improved position compared to March. This improvement is anticipated to support the College in addressing challenges relating to adult learner movement and unit rate funding.

Governors were advised that the revised timetabling approach has significantly improved staff utilisation.

The Chair noted that, subject to how current matters in progress are concluded, there will be greater clarity on how resources can be deployed in the forthcoming year. It was emphasised that, assuming current efficiencies are sustained, it is essential that financial targets continue to be met without adversely impacting quality or staff outcomes.

Members heard that changes made by the Executive to operational approaches, including curriculum planning, are intended to deliver benefits for both financial performance and quality.

The Interim Director of Finance highlighted that the forecast includes an expected EBITDA of 6%. Governors noted that the FE Commissioner has reiterated the importance of maintaining appropriate financial performance measures, including this metric.

Governors were reminded of their responsibility to review the accounts and provide assurance that the College remains on track and operating within agreed parameters. The requirement to submit the College Financial Forecasting Return (CFFR) by 31 July was highlighted, with the Board asked to maintain oversight of progress.

The Corporation noted that the April accounts will include a specific update on planned expenditure relating to the D Block roof and a proposed plan for spending the surplus.

The Corporation NOTED and was ASSURED on the Monthly Finance Report, Management Accounts to February 2026, and Forecast.

141/26 FEEDBACK FROM AOC NETWORK MEETING
The Chair provided feedback from an event on community cohesion.

142/26 DRAFT MINUTES OF THE EXTERNAL GOVERNANCE REVIEW TASK AND FINISH GROUP 15 APRIL 2026

The Corporation NOTED the minutes.

143/26 DRAFT MINUTES OF THE EXTERNAL GOVERNANCE REVIEW TASK AND FINISH GROUP 18 MAY 26

The Corporation NOTED the minutes.

144/26 DRAFT MINUTES OF THE DELAMITE LTD TASK AND FINISH GROUP 15 APRIL 2026

The Chair of the Delamite Ltd Task & Finish Group noted that progress on Delamite Ltd is encouraging; however, the work represents a long-term undertaking expected to span approximately ten years. She emphasised the importance of ensuring that key corporate knowledge is captured, given that current Members may not remain in post for the duration of the project. It was highlighted that robust documentation will be essential to support future successors and avoid any loss of continuity. She acknowledged the significant contribution of the Interim Director of Finance whose input has provided considerable assurance, and she confirmed that Task & Finish Group members were comfortable with the outputs produced to date. She reported that further consideration was required regarding legal advice in relation to a letter of indemnity for the Principal and CEO as sole Director of Delamite Ltd.

An update was provided on progress by the Chair of Corporation, noting that while work is advancing, it has not reached a stage sufficient to warrant convening a meeting as scheduled on 3 June 2026. It was agreed that this meeting would be cancelled. The Chair of the Task & Finish Group proposed that future meetings be scheduled adjacent to the Audit & Risk Committee meeting.

The Corporation NOTED the minutes.

145/26 SELF-ASSESSMENT OF MEETING

The Corporation undertook a self-assessment of the meeting. The Principal and CEO confirmed that a member of the IT (information technology) team will be available from 20 minutes before a meeting at future meetings to support attendees with set-up and connectivity. The Chief Operating Officer and Deputy CEO agreed to action this, with the Principal and CEO also undertaking to investigate the root cause of the technical issues experienced.

Members reflected positively on the overall effectiveness of the meeting. A Member described the meeting as very productive. The Chair welcomed the contribution of new governors and the Executive team, noting that it was encouraging that those joining remotely were able to hear proceedings clearly and participate fully.

It was proposed that the next meeting will include a social element to further support relationship-building.

146/26 DATE OF NEXT MEETING

Wednesday 8TH July 2026