



**MINUTES of the Meeting of the Board MEETING**  
**held on Wednesday 11 December 2024 at 15.45**  
**held at 1 Sutherland Street, Pimlico, London and via remote participation**

<p><b>Members present:</b>                  Tiffany Hall                  Amali de Alwis                  Phil Kemp                  Zarine Kharas                  Gillian Lancaster                  Claire McDonald                  Imran Razzaq                  Kathryn Skelton                  Mark Smith                  Steven Stanley                  Susanna Whalley (Lawson)                  Nick Wilcock</p> <p><b>In attendance:</b>                  Shachi Blakemore                  Tom Fogden                  Tina Götschi                  Katy Miles                  Chris Payne                  Dr Geoff Stevenson                  Sarah Salimullah                  Chloe Tye</p> <p>Jacky Gearey</p>	<p>Chair and External Member                  External Member                  External Member                  External Member                  External Member                  Staff Governor                  External Member                  External Member                  CEO                  External Member                  External Member                  External Member</p> <p>Engagement Partner, Buzzacott, external auditors for item 2.6                  Dean for items 2.3, 2.4 and 2.9                  Director of Curriculum and Quality for item 2.3 and 2.9                  Principal for item 2.4                  Interim Director of Finance and Data for items 2.6, 2.                  Director of Apprenticeships                  Principal for items 2.3                  Investment Director, Impetus Foundation</p> <p>Clerk</p>
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**Quorum 7 Members**

Item	Topic	Action
	The meeting opened at 15.47 with the Chair welcoming everyone and thanking the Board for all their support for the College noting the time it takes and the challenges that have been faced.	
	<b>Apologies for Absence</b> 1. Louise Jones – work There had been no other apologies for absence.	
	<b>Declarations of Interest in agenda items</b> There were no declarations of interest.	
2.1	<b>Minutes of Previous meeting</b>	
	<p><b>Minutes:</b>                      (i) Meeting 8 October 2024                      The Board approved the minutes of the meeting held on 8 October 2024 as an accurate record.</p> <p><b>Confidential minutes:</b>                      (ii) Meeting 8 October 2024                      The Board approved the confidential minutes of the meeting held on 8 October 2024 as an accurate record.</p>	

	<b>Resolved that both the minutes and confidential minutes were an accurate record of the meeting 8 October 2024</b>	
2.2	<b>Matters Arising not covered by the agenda</b>	
	<p><b>Item 3.12</b> - provide an update on sustainability in the curriculum for the next meeting - Significant sustainability strategy update in board pack, however sustainability in the curriculum strategy/approach is still to be articulated. Whilst this will be covered at the March board meeting. The Chair said that this was important, especially as the board had recognised this in the Board annual self-assessment. Open</p> <p><b>Item 4.4</b> - complete benchmarking of ratios of learners versus number of people in the safeguarding roles – safeguarding audit underway and Validera (Internal auditor) will conduct review as part of internal audit in Spring 2025. For March board meeting. Open</p> <p><b>Item 1.3</b> - provide an impact update on 23/24 KPIs. On agenda. Closed</p> <p><b>Item 1.4</b> - speak to co-opted member on Education committee regarding safeguarding experience. Alice Ward to take over from Steve Stanley. Closed</p> <p><b>Item 1.7</b> - send a brief summary on the apprenticeship offering, T-Levels and fundraising/philanthropy to the Board. CEO to send out. Closed</p> <p><b>Item 1.12</b> - Expressions of interests regarding role of sustainability lead governor to be sent to the Chair. Amali De Alwis agreed to take on this role. Closed</p> <p>All other items had been closed off.</p>	
2.4	<b>24/25 Strategic Priorities and KPI &amp; Strategic Risk Register</b>	
	<p><b>Strategic Priorities</b></p> <p>CEO provided updated the board on the 6 strategic priorities which remain aligned to the 'Evolving to Ada 2.0' strategy defined in September 2022 through to Summer 2025 while work begins on a new strategy to commence from September 2025. For reassurance this has been shared with all staff. The six priorities were RAG rated as follows:</p> <ul style="list-style-type: none"> <li>• <b>Amber</b> - Quality of Teaching, learning &amp; Assessment: - Peer Review Scheduled for May 2025</li> <li>• <b>Amber</b> - Apprenticeship Volume Growth - Currently on track to exceed our spring target and meet the Autumn target of 85.</li> <li>• <b>Green</b> - New Programmes – see update under item 2.9.</li> <li>• <b>Green</b> - Digital Transformation - a new CRM identified as top priority. With pro bono support from Bearing Point (via Impetus) now at the CRM requirement gathering stage.</li> <li>• <b>Amber</b> - Improved HR Function – following benchmarking analysis, draft salary pay scales are in place and will be considered in the budget setting for 25/26.</li> <li>• <b>Green</b> - Student Progression &amp; Alumni - first Steering Group meeting in December 24 set 3-year goals and are working back from these with a detailed year 1 implementation plan.</li> </ul> <p>It was noted that the KPIs were fairly evenly split regarding amber and green. Open for questions.</p> <p><b>KPI Update</b></p> <p>The Sixth Form Value Add is 'Red' at the current time although the current value add figures have not been available, however preliminary indications show an improvement compared to November 2023,</p> <p>Those rated as amber ones include sixth form application volumes which are down 25% on last year, however the quality of the applications was better, and 56 offers have been made so far. The Board discussed the possible reasons for this which included demographic changes, the future of BTECs and the College's relocation it was still in transition with local schools. Further discussion followed on the number of learners enrolled with a 135 target, the competitor landscape and what they were offering and the need for enhanced marketing. The issue of retention was raised with the reasons for leaving based on travelling time.</p>	

	<p><b>Strategic Risk Register</b> There have been no new risks identified since the June meeting, currently no risks are to be removed. Of the 24 strategic risks, two have moved in a positive direction, three negatively and the remainder no change. There is now just one risk with a red residual risk rating i.e. around apprenticeship recruitment volumes. Board raised the issue of the risk appetite which needed to be set into the register. Board asked for this to be added graphically as the risks shift. FD said that this will be addressed.</p> <p><b>Resolved that:</b>  <b>(i) 24/25 Strategic Priorities, KPI &amp; Strategic Risk Register updates were received and noted by the Board</b>  <b>(ii) FD to reformat strategic risk register graphically</b></p>	
2.4	<p><b>Chief Executive's Overview</b></p>	
	<p>CEO provided a brief overview of the year asking the paper to be taken as read highlighting both wins and challenges covering:</p> <ol style="list-style-type: none"> <li>1. Curriculum and Quality update - Peer Review to take place 12 and 13 May 2025 from NCG covering both campuses.</li> <li>2. Apprenticeships update (excluding employer partnerships) - refocusing on a new strategy with the College on track for targets in autumn; an ongoing shift from Level 4 to Level 6 programmes, due to a preference for full degree apprenticeships; successful launch of in-person delivery in Sheffield; Apprenticeship Business Development GLG Insight Calls (courtesy of Impetus pro bono support) 4 calls set up with different apprenticeship providers noting the hard sales function culture which may not have the same strength in mission. The Board discussed the makeup of these sales team, their KPIs, incentives and the brand.</li> <li>3. Fundraising - the Director of External Relations provided a fundraising update which was very positive with the recent confirmation that two new partners: Inflexion and Centerbridge had both confirmed donations of varying amounts, the former for 3 years unrestricted and the latter for at least 2 years . Additionally there was pro bono commitment from Bain and also a further donation from Damien Lane resulting in £864k having been attained so far. The board congratulated the director and CEO for their work on this which was very encouraging.</li> <li>4. Strategic session – to be arranged for early February 2025.</li> </ol> <p>There were no further questions.</p> <p><b>Resolved that the Chief Executive's Overview was received and noted by the Board</b></p>	
2.5	<p><b>Chairs' Summary Reports covering documents under item 2.6</b></p>	
	<p>The Chair requested that all papers were to be taken as read. Each of the committee chairs were then asked to briefly present their respective reports under item 2.6 for approval, providing context and rationale and asking for any questions. In so doing this would provide assurance that all governance had been carried out by the respective committees.</p> <p>Additionally Shachi Blakemore the Engagement Partner at Buzzacott, the external auditors was to join the meeting to go through the Post Audit Report and Financial Statements.</p>	
2.6	<p><b>Approval and noting of the following documents 2023-2024</b></p>	
	<p><b>Chair of Audit Committee</b> covered the following:  <b>Audit Committee's Annual Report</b>  The annual audit committee report summarises the work of the committee during the previous academic year and confirms that the Audit Committee has effectively monitored current and new and emerging risks, the effective operation of key processes within the College, reviews and assures internal/specialist audit arrangements, and oversees the engagement and function of external auditors. It details the work carried out by the internal auditors and their reviews:</p> <ul style="list-style-type: none"> <li>• Health &amp; Safety – adequate assurance</li> </ul>	

- Student Records – Apprenticeship onboarding ILR reviews – substantial assurance
- Performance Management – substantial assurance
- Core Financial controls – budgetary control – substantial assurance
- Follow-up 23/24 Review – adequate assurance

but also the following:

- Comments from the external auditors relating to the Post Audit Report (PAR) and Financial Statements
- Risk Management
- Fraud and whistleblowing reports

The Chair of Audit added that the risk framework for the risk register had evolved well and there had been good debate and challenge at all meetings. This Board **approved** the Audit Committee's Annual Report.

Shachi Blakemore joined the meeting at 16.30

### **Post Audit Management Report (PAR)**

Shachi Blakemore went through the PAR advising of the eight recommendations rated according to prioritisation noting the high-level ones. The auditors provided an unqualified audit opinion on both the financial statements audit and regularity assurance. They were clean with minor adjustments to be made now regarding the Financial Statements and that the going concern with no material uncertainty assessment was appropriate. For reassurance both the Audit and Finance & Resources committees had reviewed the documents in detail and Buzzacott confirmed that the overall numbers had not changed. There was discussion around the going concern and the slightly revised statement had been approved.

The following points were highlighted:

1. The work undertaken by Validera, the internal auditors, was considered as part of the audit and their work sampled to provide reassurance.
2. A repeated observation from the external auditors regarding the two legal entities concerning a number of adjustments that have had to be made due to funding and supplier agreements' wording i.e. that income has been recognised in the inappropriate entity due to a lack of clarity when funding and supplier agreements are drawn up. FD confirmed that this was now being addressed.

The auditor referred to the going concern explaining that the key consideration was to assess whether the accounts should be prepared on a 'going concern' basis i.e. did the College have adequate resources to continue to operate for a period of 12 months from the date of signing the accounts (i.e. through to December 2025). The volatility of student recruitment, particularly apprentices, still remained as well as some uncertainty around the levels of fundraising that the College can sustain. However, the key difference in Autumn 2024 was that the College's reserves were far healthier, although not currently at the target of 45 days, with good levels of restricted funds in the subsidiary charity. The year-end forecast had improved from a breakeven position to a modest surplus of around £50k. The going concern statement therefore was 'with no material uncertainties' Basis upon which the financial statements are considered i.e. the going concern – look at F&R minutes. There followed a brief discussion on the reserves position with the auditor advising the Board to monitor this closely especially in the next 12 months.

The Board **approved** the Post Audit Report 2023-24.

### **Annual Financial Statements 2023-24**

The Board noted there was a surplus of £666,015 (surplus of £987,501 before depreciation charge) – the surplus was a significant improvement from the P12 management accounts driven by the capitalisation of some expenditure associated with the Manchester Ancoats project. Reserves ended the year at £1,565,829. Cash at

year end £657,511 (approx. 45-50 cash days). Some minor adjustments had been made and the College was waiting for the finalised the accounts from Buzzacott, but these would not materially affect the accounts as presented. The Board **approved** the Annual Financial Statements 2023-24 and agreed for them to be signed once the finalised statements had been received from Buzzacott and reviewed by Board Chair and CEO before signing off.

**Regularity Self-Assessment**

The auditors confirmed that processes were in place to ensure regularity, propriety and compliance within the College and that in all material respects the expenditure disbursed and income received during the year to 31 July 2024 were correct and there were no comments. The Regularity Self-assessment Report was **approved** by the Board.

Shachi Blakemore left the meeting at 16.53

**Letter of Representation**

This is a standard document and asks the Members of the Board to confirm to the external auditors, specific matters relating to the audit of the financial statements in line with International Standards on Auditing. The Board **approved** the Letter of Representation and for it to be signed with the accounts once the finalised Financial Statements had been received from Buzzacott.

**Board to delegate to Board Chair for finalized PAR, Letter of Representation and Financial Statements**

**Annual Fraud Assessment Report**

In accordance with the Post-16 Audit Code of Practice the aim of this assessment is to provide a framework for the College to consider and to document a fraud assessment. The report confirms that there had been two incidences of fraudulent activity in the period from 1 August 2023 to date and these had been previously reported but since this had happened in 2023-24 were covered again. This related to transactions, within a similar timeframe, by a third-party using Ada charge card and debit card details which was recorded in the fraud log and investigated internally. The values were for well under £10,000 and all funds had been refunded by the bank. The Annual Fraud Assessment Report was **approved** by the Board.

**Internal Audit Annual Report**

Validera who provides the internal audit services to the College reported on the four audit reviews and one follow-up review undertaken in 2023-24 all of which had been discussed at length at the audit meeting in September and were detailed within the Internal Audit Annual Report for 2023-24. Additionally, the Internal Audit Strategy for 2024-25 was also presented at that time and approved. The Board **noted** the Internal Audit Annual Report.

**The Chair of Finance & Resources (F&R) committee covered the following:  
Annual financial Statement 2023-2024**

The Statutory Accounts audited by Buzzacott were broadly consistent with the management accounts that have been seen by the Board, subject to the final adjustments associated to FRS102 pension adjustment. The financial operating surplus was better than expected because of the slight increase in ESFA income and cost savings in-year resulting mainly from the reduction in pay costs. The outcome was that the accounts were 'unqualified' in terms of audit opinion. The Board approved the Annual financial Statement 2023-2024. The FD advised that the College was waiting for the finalised statements from Buzzacott at which time the Chair and CEO would sign these off.

<p><b>Risk Management Policy</b> The College's risk management policy was in place and subject to annual review, it had been updated to reflect the adoption of the risk appetite statement agreed at the March Audit Committee meeting, along with other minor updating to the strategic risk register. The policy was <b>approved</b> by the Board.</p> <p><b>Annual Health &amp; Safety Report</b> The report summarises the work carried out during the academic year to meet health and safety requirements. The Board <b>approved</b> the report.</p> <p><b>Health &amp; Safety Policy and Health &amp; Safety Policy Statement</b> This policy was updated in October 2024. The Health and Safety Policy Statement sets out how the College manages health and safety within the workplace. Both the policy and Statement were <b>approved</b> by the Board subject to this amendment.</p> <p><b>Chair of Board Membership committee</b> covered the following: <b>Instrument and Articles</b> Amendment recommended to reduce the number of independent members from 15 to 14 as this was seen as a large number for a small college, also this would mitigate recruitment challenges. Of note the Board were cognisant that there needed to be sufficient members to facilitate running the 5 sub committees that the Corporation had.</p> <p><b>Standing Orders</b> Amendments of note included to clauses 6 &amp; 7 (the latter covering Remuneration committee's delegated authority to determine pay and conditions of service of SPHs and Clerk reflected in the I&amp;As and SPHs redefined). Minor titular changes in Appendices 1-3.</p> <p><b>Governor Recruitment Policy</b> An existing policy updated to include of note more reference to recruiting in accordance with the College's EDI policy and re-appointment process.</p> <p>The Board <b>approved</b> the amended Instrument &amp; Articles, Standing Orders and Governor Recruitment Policy</p> <p><b>Chair of Education committee</b> covered the following: <b>College Self-assessment Report (SAR) 2023-2024</b> The Chair of Education said that the College SAR had been extensively reviewed at the Education committee meeting 13 November 24. The 2023/24 self-assessment grades were presented for approval, details had been provided within the report. Additionally the SAR had been sent independently of the board pack well ahead of the board meeting for any comments from board members. The Board Chair asked for a slight clarification to be made regarding interaction with the learner voice which the Principal agreed to make. For reassurance each of the sections had been reviewed and the ELT challenged on the key strengths and areas of improvement and the committee had concurred with the Overall Effectiveness of Good. Headline strengths were noted as also was the need to improve the capture of the learner voice (an agenda item for the March meeting) and the need to increase the number of students who progressed from the Sixth Form onto the Ada apprenticeship. The latter would be a strategic agenda item for the Education committee. The CEO wanted to thank formally the Education committee who had rigorously scrutinised the document and for all their work, expertise and advice in supporting the team.</p> <p>There were no further comments, and the Board <b>approved</b> the College Annual Self-Assessment Report 2023-2024. With</p>	
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	<p>The Chair thanked the Education Chair, the committee members, CEO and staff for their hard work on this comprehensive report.</p> <p><b>Resolved that the College Annual Self-Assessment Report 2023-2024 was received and approved by the Board with no material changes to the content.</b></p> <p><b>Safeguarding Policy</b> The safeguarding policy was discussed at the Education committee in September where the CEO advised (endorsed by the Local Authority in Manchester) that as there were only very minor updates to the latest Keeping Children Safe in Education Guidance for the academic year 2024/25, there was no requirement to update or change the policy. Therefore the policy presented was for re-approval. The Board <b>reapproved</b> the policy as presented.</p> <p><b>Resolved that the following documents for 2023-24 were received and approved by the Board subject to any caveats stipulated in the above:</b></p> <ul style="list-style-type: none"> <li>(i) <b>Audit Committee’s Annual Report</b></li> <li>(ii) <b>Post Audit Management Report</b></li> <li>(iii) <b>Regularity Self-Assessment</b></li> <li>(iv) <b>Letter of Representation</b></li> <li>(v) <b>Annual Fraud Assessment Report</b></li> <li>(vi) <b>Annual Financial Statements</b></li> <li>(vii) <b>Risk Management Policy</b></li> <li>(viii) <b>Annual Health &amp; Safety Report</b></li> <li>(ix) <b>Health &amp; Safety Policy &amp; Statement</b></li> <li>(x) <b>Instrument &amp; Articles</b></li> <li>(xi) <b>Standing Orders</b></li> <li>(xii) <b>Governor Recruitment Policy</b></li> <li>(xiii) <b>College Self-assessment Report</b></li> <li>(xiv) <b>Safeguarding Policy</b></li> </ul>	
2.7	<p><b>Safeguarding and Prevent Report</b></p>	
	<p>The CEO advised that a full report had been presented to the Education committee at the November meeting. CPOMS was now being used to store a wider range of information about learners safeguarding and wellbeing. Referrals involving apprentice learners have seen the most significant increase, particularly in relation to additional learning requirements and social, emotional and mental health needs. For reassurance and to try to mitigate this, a bigger piece of work is to be done with partners/employers about how to address this.</p> <p><b>Resolved that the Safeguarding and Prevent Report was received and noted by the Board</b></p>	
2.8	<p><b>Finance Update</b></p>	
	<p>The FD briefly explained that the management accounts for Period 3 (P3) had not been produced, but income and expenditure for P3 had been assessed when finalising the document presented and reflected variances in the forecast to year end. A full set of management accounts is to be produced for P4 in January with the key changes i.e. extra DfE funding to full grant, savings on salaries, the reversal of the OfS registration fee and exceeding the fundraising target, much of the latter was attributed to the new opportunities with co-investors of Impetus. Discussion then centred on the CRM project and working with the new comms partner. The Board was asked to note the content of the report, particularly the year to date income and expenditure against budget, updated forecast to year end indicating an improvement in the surplus, and the updated cash forecast.</p> <p><b>Resolved that the Finance Update was received and noted by the Board</b></p>	

2.9	<b>New Programmes update</b>	
	<p><b>Manchester Sixth Form – T-Levels</b> The planning and implementation of the project was proceeding with the Director of Curriculum and Quality (Dir CQ) providing information on the workstreams including staff, marketing, outreach &amp; recruitment, applications and offers. There was a lot of potential in the area and the Mayor of Manchester city was very supportive of this. Board asked about the surety of work placements with the Dir CQ assuring the Board that this was being researched with employers, but the College was confident that there were opportunities as digital was important to all employers. Board asked about the funding of T-Levels.</p> <p><b>Office for Students Registration (OfS)</b> It had been hoped that in applying for OfS registration, this would allow the College to diversify income streams and protect it from the vagaries of the economic climate particularly the apprenticeship programme, Unfortunately the College had just been advised that the OfS has paused all registration until August 2025 to allow them time to focus on the financial sustainability of education facilities.</p> <p><b>Short Courses</b> covering: <b>King's Trust (previously Prince's Trust)</b> - 7 week course in Digital Marketing &amp; AI, starting in March 2025. <b>King's Trust Digital Partner</b> - ongoing delays to the release of a tender to be a Digital Partner in London and Manchester to deliver the same 7 week programme above multiple times in both locations and a number of shorter digital sessions.</p> <p>Finally reference was briefly made to other programme opportunities e.g. Westminster Digital Dash. It was felt that taking these on, will shape the potential direction of the College and have an opportunity cost in terms of capacity.</p> <p><b>Resolved that the New Programmes update was received and noted by the Board</b></p>	
2.10	<b>Governance update</b>	
	<p><b>External Governance Action Plan</b> The External Governance Review recommendations were part of the feedback presented to the Board at their meeting in July. Of the recommendations made, an action plan was created to address those which the Board and members of the ELT thought to be of greatest importance. The plan was presented for scrutiny and of the six items recommended for action, two were immediately identified as actionable, the remaining four were work in progress, with the Chair advising that those based on board performance style, would be held until a new chair had been recruited.</p> <p><b>Chair's Recruitment Update</b> The Chair advised that the date for applications had closed and that there had been with some exciting candidates. Shortlisting was to take place the following week and the Board would be advised accordingly of the progress.</p> <p><b>Resolved that:</b></p> <ul style="list-style-type: none"> <li>(i) External Governance Action Plan was received and noted by the Board</li> <li>(i) The Chair's recruitment update was received and noted by the Board</li> </ul>	
2.11	<b>Any Other Business</b>	
	There was no other business.	
2.12	<b>Date of Next meeting:</b> 19 March 2025	
	<b>Close of meeting</b>	
	Meeting closed at 18.03	