

## Minutes

# SEG Corporation Meeting (training 4.30pm, meeting 5pm)

## Governor Meetings

Date 02/07/2025

Time 4:30 PM - 7:00 PM

Location GF10 Creative Arts Building KGV

Members Present: Paul Walker (Corporation Chair)  
Laura Bell (Independent Governor)  
Michelle Brabner (Principal)  
Andy Bridson (Independent Governor)  
\*Kevin Burke (Independent Governor)  
\*Roderic Gillespie (Independent Governor)  
Diane Hutchinson (Independent Governor)  
Mo Kundi (Independent Governor)  
Claire Moffat-Lonsdale (Independent Governor)  
Mike Naden (Independent Governor)  
Elaine Small (Independent Governor)

Members Apologies: Alex Barton (Independent Governor)  
Margaret Boneham (Independent Governor)  
Colin Davies (Independent Governor)  
Kashfa Kalim (Independent Governor)  
David Mutori (Independent Governor)  
Susannah Porter (Independent Governor)  
Tom Rowe (Staff Governor)  
John Sheldon (Staff Governor)  
Tracey Wood (Independent Governor)

Members Absent: Cameron Lunt (Student Governor)  
Luke Collier (Student Governor)

In Attendance: Paris Bonwick (Vice Principal Business Services) (up to item 12)  
Mark Burrows (Deputy Principal) (up to item 12)  
Lisa Farnhill (Dir. Governance and Compliance)  
Vickie Hayes (Head of Student Support and Inclusion) (up to 2)  
Stephen Musa (Vice Principal Curriculum and Support) (up to item 12)  
Paula Smith (Dir. Finance) (up to item 12)

\*indicates presence via video conferencing facilities

## Agenda

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### 1 - Training followed by Welcome & Apologies for Absence

The meeting commenced with a training session led by the Head of Learning, Support and Inclusion. This provided an overview of updated sexual harassment legislation and the implications of the recent Supreme Court ruling regarding biological sex. The session aimed to provide assurance of compliance with legal requirements, promote a culture of respect and safety, and outline responsibilities for both staff and governors in preventing harassment.

Key topics included the rollout of sexual harassment training for all staff, the definition and scope of sexual harassment, employer responsibilities, and governors' roles in compliance. The training also outlined the details

and potential implications of the Supreme Court ruling on biological sex and its operational challenges. The Head of Learning, Support and Inclusion emphasised the importance of EDI in fostering an inclusive environment and detailed specific initiatives aimed at improving support and inclusion across the college.

Members noted the support available and initiatives to improve the positive culture, noting the impact they have had on the college community, emphasising the importance of continuous improvement in EDI practices. Questions were asked regarding training, incidents, support and data capture, with assurances provided.

The training session was well-received, with attendees expressing their appreciation for the informative update.

At 5pm, the formal meeting began with a brief welcome to all attendees. The Chair acknowledged those attending online, and noted any apologies for absence, which were accepted with quoracy confirmed. It was observed that the students had not submitted their apologies. REDACTED

The Chair acknowledged the size of the meeting pack, informing the Corporation of plans to review committee authority levels and delegation processes to streamline governance operations and allow more strategic focus during board meetings.

Concern was raised over the risk of overwhelming Committees, suggesting some items could be delegated to management. It was advised the intention was not to increase the volume of Committee work at Committee level, however, review the ability to approve at Committee level, where deemed appropriate, with the review also taking into account management level approval for non-strategic documents that were not statutory in nature.

**Item 1: Accepted** – The Corporation accepted the apologies detailed.

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## **2 - Declaration of Interests**

Members were invited to declare any conflicts of interest related to the agenda items. It was noted that the Chair of the Audit Committee should not vote in their own reappointment and would withdraw for that item. Additionally, all staff were reminded that they would withdraw for Part B of the meeting. No other conflicts of interest were declared during this segment.

**Item 2: Noted**

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## **3 - Approval of Minutes**

The minutes of the meetings held on 2nd April 2025 and 15th May 2025 were presented for approval. The Chair invited comments or corrections from members. With no objections or amendments, the minutes were unanimously approved as accurate records of the meetings held.

**Item 3: Approved** – The Corporation approved the minutes as a true record on the meetings held on 1<sup>st</sup> April and 15<sup>th</sup> May 2025.

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## **4 - Meeting Impact and Matters Arising**

The Chair invited the Dir. Governance and Compliance to provide an overview of the actions resulting from matters arising from previous meetings. Updates were provided on the progress made and members agreed on the impact statements, noting the positive outcomes and areas for further improvement. The HR Link governor confirmed that during a link meeting, it had been confirmed the new HR reporting line had been set up, with no calls received to date.

**Item 4: Approved** – The Corporation approved the impact statements and noted the actions taken to address matters arising.

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## 5 - Confidential Business

The Chair addressed items of confidential business. It was confirmed that the Part B minutes from the meeting of 1<sup>st</sup> April needed to be held as confidential. Additionally, it was determined that no items of business on the Part A agenda required marking as confidential, however, the Part B would need to be held without the presence of staff.

**Item 5: Resolved** – The Corporation resolved to redact Part B minutes from the meeting of 1<sup>st</sup> April and to only discuss Part B (senior staff pay and conditions) without the presence of staff.

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## 6 - Chair's Report and Governance Update

The Chair provided a verbal update on the work undertaken since the last Corporation meeting. This included confirmation of one written resolution passed and one matter addressed under Chair's Action, confirming that details had been circulated to all members by email.

The Chair highlighted key activities, emphasising the progress in governance and strategic initiatives. Governors were invited to provide updates on any link activities or training they had undertaken. Members involved in the visit by American Delegates as part of the Transatlantic exchange informed the Board of how interesting the interactions had been. The Corporation was given an outline of the initiative, including the purpose, benefits, and timeframes for student visits.

**Item 6: Resolved** – The Corporation resolved to ratify the Written Resolution regarding the appointment of the Internal Auditor, as well as the Chair's Action which facilitated the early release from contract for a Senior Post Holder.

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## 7 - Governance Committee Update

The Committee Chair summarised the work of the Governance Committee from their meeting on 17th June 2025, advising the minutes of the meeting were included in a supplementary folder.

The update covered various governance matters, including membership reappointments, self-assessment reports, and updates to instruments and articles, advising of the continued focus on succession planning.

### 7.1 - Membership Matters - reappointment and Committee placements

#### Mo Kundi withdrew

The Members noted resignations and were asked to approve the recommendation of the Committee to reappoint Anita Holt as an associate of Standards for a further two-year term, and Mo Kundi as an Independent Governor and Audit Committee Chair for a period of 12 months. Members were advised the short-term reappointment of the Audit Committee Chair was to allow for the appointment of and handover to a successor. Additionally, the Corporation was asked to approve the placement of new staff governor, John Sheldon, recommended to be appointed to the Governance Committee. The recommendations were discussed and unanimously approved.

Under this item, members were encouraged to consider their availability to undertake the role of Audit Committee Chair, which would be followed up in Governor Reviews.

**Item 7.1: Approved** – The Corporation approved the reappointment of Anita Holt for a 2-year term as an associate of the Standards Committee, and Mo Kundi for a one-year term as an Independent Governor and Chair of the Audit Committee. The Corporation endorsed the placement of the newly appointed Staff Governor, John Sheldon, to the Governance Committee.

**Mo Kundi returned to the meeting.**

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## 7.2 - Self-Assessment Report

The Corporation was asked to approve the content and format of the Self-Assessment Report as recommended by the Committee. The report was reviewed, clarifying the process and purpose, with members expressing their support for the comprehensive and well-structured document. The Corporation approved the report, recognising its importance in maintaining high standards of governance.

Members were reminded of other feedback mechanisms for improving governance, which would feed into the Governance Development Plan, which included the annual reviews. Members were reminded to book appointments and complete the end of year reflection, noting the redevelopment of the pre-meeting form to focus on the impact of the individual. Improvements included removal of any overlap with the Governance Self-Assessment, focusing more on individuals' contributions and impact.

**Item 7.2: Approved** – The Corporation approved the format and content of the annual self-assessment of Governance.

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## 7.3 - Instruments and Articles and Standing Orders

The Corporation was informed of the Committee's review of a series of recommended updates to the Instruments and Articles and Standing Orders. A summary of the updates was presented to the Corporation for approval, focusing on the rationale behind the changes relating to the staff and student election process. Members discussed the proposed changes and agreed that they were necessary for ensuring effective governance. The updates were approved unanimously.

**Item 7.3: Approved** – The Corporation approved the updates to the Instruments and Articles of Government and Standing Orders.

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## 7.4 - Committee Terms of Reference

The Committee sought approval for minor amendments to their Terms of Reference, with it noted the changes ensured they more accurately reflected the Committee's responsibilities in relation to self-assessment. The amendments were approved.

**Item 7.4: Approved** – The Corporation approved the updates to the Terms of Reference.

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## 7.5 - Training Plan

Members were informed that the Committee endorsed continuing with the same format for the training plan for 2025/2026. A summary of priority areas for pre-meeting training was outlined, noting that this remained flexible to ensure any legislative changes or local issues could be prioritised.

**Item 7.5: Approved** – The Corporation approved the 2025/2026 governor training plan.

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## 8 - Audit Committee Update

The Committee Chair summarised the work of the Audit Committee from their extraordinary meeting on 19th May and meeting on 24th June, rescheduled from early May. Members were advised that due to the timing of the rescheduled meeting, minutes had not yet been finalised and would be added to the supplementary folder for the Corporation's information the following day.

Members were given an overview of the items considered, noting there had been significant discussions around a number of areas, with a particular focus on the internal audit service, and critical incident management.

### **8.1 - Internal Audit Plan for 25/26**

The Corporation was informed of significant challenge from members to the internal auditors when presented with two reports with no recommendations and gradings of substantial assurance. The Corporation noted that the Committee had been satisfied with the auditors' responses, with plans to work closely with them to ensure that expectations are clear and reporting improved, to include details of the auditor, report author and person signing off the report. The Committee Chair outlined areas to be discussed at a meeting with the internal audit service, which included a focus on added value and sharing of good practice seen in other colleges.

The Corporation was asked to accept the recommendation of the Audit Committee and approve the plan for reviews in 2025/2026. The internal audit plan was discussed, with members recognising its importance in maintaining robust internal controls and seeking value for money from the service. Members noted that the items proposed had been considered, with finance included due to the introduction of the new finance system. The Corporation noted the Committee had challenged the inclusion of governance, due to having had a number of recent external reviews of governance. Assurances were given relating to the scop to ensure a different focus,

**Item 8.1: Approved** – The Corporation approved the 2025/2026 Internal Audit Plan.

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### **8.2 - Risk Management Plan**

The Dir Finance summarised the updates and the Corporation accepted the recommendation of the Audit Committee and approved the updated policy and risk assurance framework. Members acknowledged the comprehensive approach to identifying and mitigating risks.

**Item 8.2: Approved** – The Corporation approved the 2025/2026 Risk Management Policy and Assurance Framework.

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### **8.3 - External Audit Plan and Signing of the Audit Engagement Letter**

The Committee endorsed the external audit plan and asked the Corporation to approve the plan and the signing of the engagement letter.

**Item 8.3: Approved** – The Corporation approved the External Audit Plan and endorsed the signing of the Audit Engagement Letter.

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### **8.4 - Critical Incident Management Plan**

The Committee Chair advised the Corporation of the detailed discussions held, and subsequent updates to the plan as a result of Committee recommendations, which related to communications management, animals and trips.

Members indicated they had been assured by the Vice Principal, who had answered questions and challenges confidently and accurately, evidencing broad knowledge. Members noted this had been reflected in the testing by the insurers, however, had highlighted a risk, in the tendency for staff to over rely on those with a greater understanding, creating challenges when they were unavailable. The Corporation noted this was to be addressed by training for the wider management team.

Members asked about evacuation procedures and processes for animal welfare during fires, and evacuation of animals during drills, noting the need to protect human life in the first instance.

The Corporation accepted the Committee's recommended updates and approved the Critical Incident Management Plan. The Corporation commended the improved, streamlined approach, recognising the importance of simple, clear plans when preparing for and responding to critical incidents. Members were

advised that this was one item being considered for delegation to management, being advised that the IT disaster recovery plan would remain at Board level, however, there would be consideration for this to be delegated, with the Audit Committee continuing to receive reports on its effectiveness, impact and outcomes of testing, but not plan approval.

**Item 8.4: Approved** – The Corporation approved the Critical Incident Management Plan

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### **8.5 - Committee Terms of Reference**

The Committee sought approval for minor updates to their Terms of Reference, advising the Corporation that updates to the Financial Handbook from the Department for Education (DfE), only released that week may necessitate further updates.

The Corporation endorsed the requested updates.

**Item 8.5: Approved** – The Corporation approved the updates to the Terms of Reference.

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## **9 - Resources Committee Update**

The Dir. Governance and Compliance confirmed that she had agreed an update with the Committee Chair who was unable to be in attendance.

The update covered an overview of recommendations, including employer engagement strategy, learner support funds policies, marketing strategy, sustainability strategy, and financial regulations, as well as areas that had been reviewed at length, but did not need to be presented to the Board.

Members were given a brief overview of key items considered, with attention drawn to HR reporting, with the Committee having commended the Dir. HR for the improved presentation of data and improved reporting throughout the last year, which had now enabled trends to be analysed.

Members were encouraged to spend time reviewing the Marketing Strategy, being advised of a full rewrite, with more informatics to make it more engaging, with clear alignment to the strategic plan and financial targets.

The Corporation was assured the Committee had considered estates matters at length, with additional grant monies awarded and a full plan on intended use to be provided at the next meeting.

### **9.1 - Employer Engagement Strategy and KPI's**

The Committee advised the Corporation of their endorsement of the ongoing use of the current Employer Engagement Strategy, clarifying that the current Key Performance Indicators (KPIs) also remained appropriate.

**Item 9.1: Approved** – The Corporation approved the ongoing use of the Employer Engagement Strategy.

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### **9.2 - Learner Support Funds Policies**

The Corporation noted the Committee's review of the four policies and endorsed their recommendation for approval.

The policies were discussed, noting the reason for the reduced threshold, which remained in line with other local colleges, and the members acknowledged their significance in supporting learners.

**Item 9.2: Approved** – The Corporation approved the 16 to 19 Bursary Funding policy, the 19+ Discretionary Fund, the Adult Learner Loan policy, and the Travel Pass Fund policy.

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### 9.3 - Marketing Strategy

The Committee recommended for approval a new long-term marketing strategy. Members noted the strategy had been fully re-written, providing distinct targets and approaches for the College's brands, aligning with the Strategic Plan and financial targets. Members agreed on its importance for enhancing the college's visibility and attracting new students. The strategy was approved.

**Item 9.3: Approved** – The Corporation approved the long-term marketing strategy. .

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### 9.4 - Sustainability Strategy and Road Map

The Corporation members were reminded that this had been presented as a draft for consultation in April, with no feedback or requested amendments, therefore it was now being presented for approval. Members noted that the Committee endorsed the implementation of the new Sustainability Strategy, with more achievable and realistic targets, as well as the adoption of the AOC Roadmap. The Corporation endorsed the recommendation and approved the strategy and adoption of the road map.

**Item 9.4: Approved** – The Corporation approved the Sustainability Strategy and adoption of the AOC road map.

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### 9.5 - Financial Regulations

The Dir Finance summarised the updates to the Financial Regulations, which included updates to terminology and the inclusion of structural changes within the finance team and a new reserves policy.

**Item 9.5: Approved** – The Corporation approved the updates to the Financial Regulations.

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### 9.6 - Updated Financial Forecast

The Dir. Finance informed the Corporation that the budget presented to Resources had not included the recently announced funding allocation, which had been provided to the Committee as an estimate. The Dir. Finance confirmed that the allocation statement had now been received by the DfE, highlighting the accuracy of the estimate, with an additional £590,000 now confirmed for 2025/2026.

Members noted that an updated sensitivity analysis had been provided to support with understanding and approving the budget and financial forecast. The Dir Finance provided a summary of the impact of the best- and worst-case scenarios, with members commending the accuracy of the forecasting.

Questions were raised about cash reserve levels, minimum requirements and the loan was discussed. Members discussed interest rates, staff pay awards, the impact of the revised expenditure estimates on future budgets and the steps being taken to mitigate potential risks. The Corporation acknowledged the importance of maintaining a balanced budget while addressing concerns and noted the positivity around the funding announcements and plans to address teaching staff pay.

**Item 9.6: Approved** – The Corporation approved the budget and financial forecast.

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### 9.7 - Terms of Reference

The Corporation approved the updates to the Resources Committee's Terms of Reference, noting that further updates may be required now the DfE has released updates to the Financial Handbook, noting this had not been in time for the Committee meeting. Members noted the importance of ensuring the Terms of Reference are aligned with the latest regulatory requirements and best practices.

**Item 9.7: Approved** – The Corporation approved the updates to the Terms of Reference.

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## **10 - Standards Committee Update**

The Committee Chair summarised the work of the Standards Committee from their meeting on 17<sup>th</sup> June, noting the minutes were included in a supplementary folder for the Corporation's information. Key discussions included the Quality of Education report, the outcome of the Ofsted Monitoring Inspection, EDI, Student Perspectives and Safeguarding.

The Committee Chair acknowledged the feedback from the Governors Development Day relating to student perspectives, highlighting how much of the Committee's work directly and indirectly provided insight into the quality of the student experience, asking the Corporation if there was more information and assurance needed, or an alternative presentation of what is already available. The Committee Chair highlighted the importance of having key performance indicators and dashboards for effective governance oversight, agreeing to review further with the Deputy Principal how existing information could be better presented to ensure the Board was satisfied with the information, without generating an additional reporting burden for staff. The difficulty in summarising themes from focus groups and student voice activity into a dashboard or performance measure was highlighted, with governors encouraged to contact the Committee Chair with ideas and thought on how best to provide the required assurances.

The Corporation was informed that the committee also discussed AI in Education, having debated whether AI-related risks should be included as a standalone item in the risk register. The Corporation was informed that they had agreed AI risks would be managed through existing malpractice policies rather than creating a separate risk category.

The Committee highlighted the College response to student feedback, with the 'Happiness Project' created, an initiative to improve attendance after survey outcomes directly linked student happiness to attendance. The Corporation was informed that a budget was allocated for staff and students to propose projects aimed at improving student well-being, with the idea having received positive internal feedback and interest from across the sector since being announced, with the impact to be reported to the Committee.

The Chair highlighted the targets and progress in relation to EDI, with work experience placements for high needs students having increased, however, did not meet what is now recognised to be an overambitious target. Members were advised staff recognised need for more flexible arrangements to accommodate students with complex needs, with the wording of the target being amended to reflect this.

The Corporation thanked the Chair for the comprehensive update.

### **10.1 - Policies for approval**

The Corporation approved the following policies recommended by the Standards Committee:

1. EDI Policy
2. Safeguarding Policy
3. Managing Allegations Policy
4. Malpractice and Maladministration Policy
5. Careers Policy
6. Provider Access Policy
7. Admissions Policy

An overview of the main changes to each policy were presented, including updates to the EDI policy based on JCQ advice, including a section on compliantly identifying students in face veils. Members noted that the safeguarding policy now includes considerations for deep fakes, and the malpractice and maladministration policy features an escalation flow chart. The Careers Policy was updated to meet Gatsby benchmarks, and the Provider Access Policy ensures compliance with access requirements for careers teams from other institutions. Members noted that the Admissions Policy was updated to represent applications opening from the 1st of October for the 2026/2027 academic year. Questions were raised about the implementation of these policies and the measures in place to ensure compliance. The Committee acknowledged the importance of regular reviews and updates to these policies, confirming that the summer review of delegated authority would consider which policies may be delegated to the Committee to approve.



**Item 10.1: Approved** – The policies endorsed by the Standards Committee were approved by the Corporation.

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## **10.2 - Terms of Reference**

The Corporation approved the minor updates to the Standards Committee's Terms of Reference. Members noted that the main update aimed to clarify the types of reports presented.

**Item 10.2: Approved** – The Corporation approved the updates to the Terms of Reference.

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## **10.3 - Quality of Education Report including Student Perspectives and Complaints**

The Standards Committee drew the Corporation's attention to the Quality of Education report, highlighting essential information on student perspectives and complaints. Members noted the improved response rates from student surveys, which provided insights and actionable impact, through analysis of the correlation between student happiness and attendance.

The Deputy Principal (SM) provided additional details around the Happiness Project, which showed that happier students tend to attend more regularly and have clearer career plans. It was clarified that the happiness was related to in and out of college experiences, with external influences impacting wellbeing and attendance. The Corporation noted how the launch of the initiative received positive feedback, and other colleges expressed interest in sharing practices. Questions were raised about the measures in place to improve attendance and retention rates, and the steps being taken to address other areas for improvement.

Members asked about the value-added rates, with an explanation of how they are formed, the effect of two-year courses, and assurances given over measures to improve these further, including reintroducing A/S Levels.

Attention was drawn to retention rates, and destination data, noting that the college achieved its lowest ever unknown destination rate. Members were advised attendance and retention rates are still areas for improvement, however, have improved with continual reviews of the impact of strategies.

**Item 10.3: Noted** – The Corporation noted the information presented.

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## **10.4 - EDI Report**

The Standards Committee confirmed that the EDI Report and publications of statutory Public Sector Equality Duty (PSED) information was included for information, as a statutory area of responsibility, requiring Board level oversight.

Members noted the importance of the inclusive college culture in ensuring students felt welcomed, accepted and supported, considered a strength of the college and as recognised by Ofsted. Attention was drawn to the missed target relating to work placements for high needs students. It was reiterated that this had been aspirational, with an acknowledgement that there was a need to be more flexible with placements to meet the needs of students with complex requirements, with the target now to ensure that the wording will be updated to include any work readiness activity. The Committee acknowledged the importance of ongoing monitoring and improvements in these areas.

**Item 10.4: Noted** – The Corporation noted the information presented.

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## **11 - Principal's Report**

The Principal provided an update on key college matters since the last Corporation meeting, including an overview of the KPI scorecard and stakeholder engagement mapping and progress against the Strategic Improvement Plan. The Principal confirmed that the final progress report against the strategic improvement plan had been included and demonstrated strong progress, with updates colour-coded for clarity.

Members noted significant achievements and ongoing initiatives aimed at improving college performance and stakeholder relations, with this being the first report mapping out stakeholder activity in full, to provide greater insight for the Board to support with overseeing progress against the Stakeholder Engagement Strategy.

The Principal summarised financial updates, including the allocation of condition improvement funding, a one-off grant of £138,000, to be used for a pro-rata staff bonus and the positive news of receiving an uplift in the base rate funding per student.

An update on the consultation and implementation of the new Ofsted framework was provided and discussed at length. Members noted the proposed timeframe for presenting the final framework, training of inspectors and implementation, resulting in a period without inspection activity, with inspections expected to resume in November. Members were informed of the frustration within the sector due to the failure to implement the framework before the start of the academic year, resulting in the absence of a framework for self-assessment. The Corporation endorsed the proposal to conduct self-assessment using the withdrawn framework, recognising that it had served as the reference point for activities and outcomes during the relevant year.

The Principal informed the Board that the College received the Carneigi FE Mental Health Award at gold level, a significant achievement, noting only 3% of colleges had achieved the gold award. A summary of staff well-being activities was outlined, including health checks by Active Sefton, with plans to continue these initiatives regularly and introduce additional services.

The Principal updated the Corporation on progress towards utilisation of the land at KGV, advising £40,000 in funding had been provided by the KGV Education Foundation and the Old Georgians alumni to support the redevelopment of sports fields, requiring only a small contribution from the college to bring three pitches back into use.

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**Item 11: Resolved** – The Corporation Resolved to note the update, endorsing the exploration of expanding the special needs provision.

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## **12 - Closing Comments (Part A)**

The Chair provided closing comments, noting that the next Corporation meeting is proposed for 13th October 2025, which will be a Strategy Half Day and meeting from 3-7 pm.

Ahead of closing, time was taken to thank the Deputy Principal for his time and work in the college, noting this was his last meeting, having secured a great opportunity to progress onto his next role over the summer.

Members expressed their gratitude for the progress he had made and initiatives he had launched throughout his time, wishing the Deputy Principal well, with an outline of his handover and on site working provided for the assurance of the Board.

Part A closed with a reminder that the Executive PA, would send out emails and invitations for events open to governors.

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## **PART B BELOW THE PAGE BREAK**

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