City of Portsmouth College

Minutes of the Corporation Meeting
Held at 3.30pm on 24 March 2026

Present: Shahalam Ali, Prue Amner, Huw Chapman, Robbie Coates (student governor), Mark Cooper, Ashley Cullen, Alex Dartmouth (arrived 4.15pm), Graham Goddard, Tim Jackson (Chair of Corporation), Anne Murphy (Chair of F&R and Remuneration Committees), Shirley Nellthorpe (Chair of L&Q Committee), Rob Nitsch (Chair of S&G Committee), Katy Quinn (Principal & CEO), Pauline Tiller (Chair of Audit Committee) & Debra Welsh (staff governor).

Apologies: Lyndsey Mason (staff governor), Aston Muff (student governor) & Mike Stoneman

In Attendance:		
	Matt Phelps	Deputy CEO & Deputy Principal Curriculum & Quality
	Paola Schweitzer	Director of Governance
	Maria Vetrone	COO

Minutes

407 Attendance and Participation

Lyndsey Mason (staff governor), Aston Muff (student governor) & Mike Stoneman sent their apologies.

408 Declarations of Interest

There were no new declarations of interest.

409 Matters for Decision

Graham reported that he was present at the last meeting. With this amendment, the minutes from the meeting on 16 December 2026 were **Agreed** as a correct record.

410 Matters Arising

Governors **Noted** that all matters arising had been completed except for:
Minute 395: Principal & CEO's Report: There was nothing further to report on the DfE pilot on the impact of SORP. The Dir of Gov would liaise with Shirley Nellthorpe and Mike Stoneman concerning Level 1 and High Needs growth.

411 Chair of Corporation's Report (paper 984/26/C)

The Chair noted that outcomes from his first 1:1 meetings with independent governors had been reported to S&G Committee and that some actions had already been implemented. He had attended the recent marine, aerospace and defence employer Connections meeting and noted that governors were invited to the remaining meetings. He thanked governors and the executive team for a constructive Board Strategy Day on 28 January 2026 and noted that the College was likely to exit Post Intervention Monitoring Support (PIMS) shortly. One governor welcomed the Principal & CEO and Chair's recent meeting with HSDC and asked if the Chair intended engaging with other local colleges as these relationships were an indicator of confidence and an opportunity to assert the College's maturity. The Chair confirmed he would follow up his meeting with the South Hampshire College Group Chair.

412 Principal & CEO's Report – Spring Term 2025/26 (paper 985/26/C)

The report outlined recent developments at the College and progress towards meeting its strategic goals. Good progress was being made in several areas including quality KPIs, a strengthened financial position (strong *Good* with current performance *Outstanding)*, the reopening of Ayrton Tower, increased applications for September 2026 (ahead of the same point last year) and curriculum planning was fully aligned to local and regional skills needs. Main areas of improvement included tackling higher than sector norm staff sickness absence, development of the new strategic plan and underpinning sub-strategies, managing constructive union relationships and driving cultural improvement to achieve a more consistent standard across the College (in particular in Estates, IT and HR where standards had been raised but further improvement was needed). This would be achieved through service promises and collaborative working. The staff governor agreed this would take time and effort.

The Principal & CEO highlighted the recent DfE announcement of a 0.5% increase in the national funding rate for 16-19 year olds in 2026-27. This uplift was less than previously indicated and significantly less than inflation. She had raised the matter with Amanda Martin MP and would follow up with her. Governors **Noted** that the College would submit a capital bid to move the engineering workshop from North Harbour to Highbury and to reconfigure the space at North Harbour and repurpose classrooms at Highbury. One governor sought clarification around the board's involvement in the bid, believing it to be a routine management matter, and it was agreed that thresholds at which Board approval was required would be considered as part of the annual Scheme of Delegation review in the summer. In response to a question concerning the potential for 'catastrophic success' in student applications, the Principal & CEO stated that increased numbers could be accommodated at the Sixth Form and in Ayrton Tower, the challenge was with Level 1 and NEETs who often applied late. The situation was being monitored daily. The same governor asked if the College's HE provision was financially viable, to which the Deputy Principal & CEO responded that provision had been scaled back for that reason and the College was keen to explore other options in partnership with the University of Portsmouth. One governor congratulated the Deputy Principal & CEO and his team for improvements to apprenticeship achievement rates and reductions in out of funding (OOF) apprentices and another congratulated the Marketing Team on winning an FE sector Innovation & Creativity Award. In response to a question, the Deputy Principal & CEO provided assurance that planning was underway for curriculum changes in 2027-28. Having scrutinised the report, governors **Noted** the Principal & CEO's Report (spring term 2025-26).

Alex Dartmouth joined the meeting.

413 Corporate Dashboard – March Review (paper 987/26/C)

The College was on track to achieve the majority of 2025-26 KPIs. The areas that had yet to fully achieve included staff sickness, T Levels (the slow take up was reflective of the national picture), learner progress tracking which had improved from the previous year but currently fell slightly short of in-year targets and adult learner loan income which was below target but ahead of last year. Work was ongoing to capture destination data. The student governor asked about the College's conversion rate, noting that students were likely to apply to multiple colleges. The Principal & CEO noted the higher number of applications from feeder schools and outlined the targeted keep warm activities. She confirmed that those who had not been able to visit Ayrton Tower due to the flooding were being invited to the next Open Day. Finally, a governor welcomed the 16% staff turnover which was lower than target and compared favourably with the sector. Having scrutinised the dashboard and being assured by management where there were concerns, governors **Noted** the corporate dashboard.

414 Development of Strategic Plan (paper 986/26/C)

The report set out the previously approved strategic plan which had been expanded with insights and priorities from the Board Strategy Day and subsequent senior management team away day. At Corporation's July meeting, the Principal & CEO would table summary and expanded strategic plans, an indicative corporate dashboard and draft sub-strategies and dashboards. The plan aligned with the annual accountability statement. The Principal & CEO reported the senior team's positive momentum to step up the drive to excellence.

One governor had been struck at the Board Strategy Day with the College's capacity to be outward looking, in contrast to when she joined Corporation, and welcomed the plan's alignment with city and regional institutions. There was a brief discussion about the 'skills bridge' terminology, with one governor believing there were more relatable words. The Principal & CEO believed the term and concept had been well received at the Community Dinner, noting that they would not replace the College's brand narrative. Another governor believed it was an appropriate way of framing the role of a college in getting an individual to where they wanted to be in life. The staff governor wanted to see a greater focus on staff experience and morale, to which the Principal & CEO responded that this was reflected in the strategic plan and would be expressed through the People Strategy. This led to a discussion about the annual staff survey, with the staff governor believing some staff were reluctant to respond as the survey required identifying information. Another governor noted this was a common problem in the education sector and wondered if the College could benchmark the response rate and kinds of responses to provide assurance that they were in line with other colleges. The Principal & CEO noted that there wasn't a sector benchmark, however she was working with the Director of People & Organisational Development to ensure the survey continued to be meaningful. Governors **Noted** the evolution and development of the strategic plan and confirmed their support for the emerging themes and priorities and proposed next actions.

415 Learning & Quality Committee, 11 March 2026 (paper 990/26/C)

The Chair of Learning & Quality Committee summarised the Committee's meeting on 11 March 2026. The agenda aligned with the new Ofsted inspection framework and she thanked the Deputy Principal & CEO for the excellent reports and transparency in the supporting papers. Governors had found the questions at the end of each report helpful and would continue to review the meeting format. The College met the Ofsted standard for *safeguarding* and *contribution to meeting skills needs* and was largely strong in *leadership and governance*. The College largely met the expected standard at whole provider level for *inclusion, curriculum, teaching & training*, *participation & development* and *achievement* ('largely' indicated that the area was not wholly consistent). The Chair thanked the student governor for his excellent overview of the use of AI and, in response to a question, the student governor confirmed that he had only spoken to Sixth Form Campus students and suggested a College-wide survey would be useful. In response to a question, the Deputy Principal & CEO stated that broader quality matters were considered under the Leadership & Governance report. Governors **Agreed** the Safeguarding Policy re DBS Checks and Inclusion Policy and **Noted** L&Q Committee's 11 March 2026 minutes.

416 Quality of Learning & Learner Experience (paper 992/26/C)

75% of College provision was meeting the *Expected Standard* Ofsted judgement or better. The paper provided an update on improvements being made in the 25% of provision that was underperforming namely Technical and Vocational, English & maths GCSE and Apprenticeships. Whilst progress had been made, further work was required. Governors were encouraged that North Harbour was currently fully staffed and another emphasised the impact of staff absence on learners and the curriculum. The Deputy Principal & CEO noted that staffing was being more effectively and proactively addressed and was starting to have an impact. There was a discussion about the inconsistent phone use within the College, with the Deputy Principal & CEO stating that whilst the next 16-19 student cohort may have experienced phone bans in school, there were complexities in instigating a ban in the College as there was unlikely to be a single answer and a ban could only be implemented when all students had access to a digital device (the student governor concurred that digital provision wasn't yet strong enough). The Principal & CEO believed that further work was needed with students and staff to navigate the issue carefully. Governors **Noted** the activity being undertaken to address underperforming areas of provision and the anticipated impact.

417 Finance & Resources Committee, 02 March 2026 (paper 989/26/C)

The Chair of Finance & Resources Committee summarised the Committee's meeting on 02 March 2026. Governors were assured on HR matters including the College response to the Employment Rights Bill, the capital programme and IT. Advisory issues included the significant impact of lease accounting changes on the College in 2026-27 due to its high proportion of leased estate and financial health goals. The Committee believed the College should aim for Outstanding financial health but that should not be a goal in itself, and certainly not at the cost of investment in the student and staff experience and estate to ensure the College was an attractive proposition. Governors needed to be mindful of the potential impact of underinvestment in some areas as that could lead to problems in future years. The COO confirmed she would do some modelling to inform the discussion.

Governors then turned their attention to the Committee's recommendation to award an additional consolidated cost of living increase of 1.5% to all staff from 01 April 2026. The Committee recognised the importance of honouring its commitment to staff and had assured itself the uplift was affordable. The Principal & CEO also described improvements in the January 2026 management accounts which showed that the cost of backdating the award even further to 01 January 2026 would be an additional cost of c£107k with only a small impact on key ratios and would mean the College was closer to the full annual 4% AoC pay rise. Governors discussed the merits of backdating the pay award to January 2026 in particular the impact on trade union relations and the feasibility of an increase in 2026-27 and **Agreed** that an additional consolidated cost of living increase of 1.5% would be awarded to all staff from 01 April 2026. Mindful of its fiduciary responsibilities and in recognition of its commitment to a further award, governors agreed that the Committee would consider the affordability of a further extension of backdated pay award in 2025-26 at its next meeting, when the financial impact of so doing would be clearer. After a brief discussion governors **Agreed** that the director of the College's subsidiary company COPC Enterprises Ltd change from Rob Nitsch to Tim Jackson (the COO confirmed appropriate insurance was in place) and **Agreed** the H&S Policy & Statement, Procurement & Contract Management Policy and FE and HE Fees Policies. Governors also **Noted** F&R Committee's 02 March 2026 minutes.

418 Management Accounts – January 2026 (paper 994/26/C)

The management accounts included year to date actuals as at 31 January 2026 and indicated an operating surplus of £1.91m (favourable to YTD budget by £1.07m) and the forecast outturn indicated an operating surplus of £720k (£315k favourable to the full year budget). The management accounts represented the College's 'likely case' scenario and given the fact that numbers were increasingly robust, it was possible to have a greater certainty about the final 2025-26 outturn. The COO noted that 50% of contingency funding had been released following the successful funding audit, with the balance of any remaining funds likely to be released in the next few months. In response to a question, the COO confirmed that £900k of the flood costs related to the Ayrton Tower would be met by insurance with H&S upgrades covered from capital funds in the 2025-26 capital programme. Finally, the COO noted that performance against the KPIs was mostly green although cash days were still low and EBITDA was still slightly behind the sector average. Having scrutinised the College's financial position, governors **Noted** the management accounts (January 2026).

419 Audit Committee, 24 February 2026 (paper 988/26/C)

The Chair of Audit Committee summarised the Committee's meeting on 24 February 2026. Key discussions included progress made in addressing corrective actions from the learner number audit and the fact that most out of funding (OOF) apprentices were expected to achieve their end point assessments, the Corporate Governance, Estates Management and Accuracy of HR Systems internal audits and the risk management policy which the Committee had asked to be amended to include an additional column requiring risk owners to confirm controls were in place and working effectively. The Chair of Corporation believed the 3As reporting model was an effective way to report Committee activity to Corporation and advised governors to reflect on the risk management policy setting out the board's risk appetite. The Principal & CEO believed this warranted further discussion as it was important to strike the right balance between putting the organisation at risk and stifling growth and innovation. One governor believed the board was very good at holding the senior team to account but less good at holding itself to account and believed that the board's approach to risk, spoke to an earlier iteration of the College, rather than its current situation. The Chair expressed his confidence in College management and noted the importance of governors demonstrating that through their behaviours though noted that good governance also involved constructive challenge. Governors **Agreed** the Risk Management Policy and **Noted** Audit Committee's 24 February 2026 minutes.

420 Strategic Risk Register (paper 993/26/C)

There were currently 30 strategic risks, six of which were significant/business critical. One of these significant/business critical risks was new and concerned the new UK GAAP accounting rules for leases in 2026-27 which would impact the College's financial health. Governors noted that the College was one of only a few colleges with a substantial leased estate and that the risk could be reduced by negotiating shorter lease terms. They suggested that the executive team engage with DfE and the AoC to support their understanding of the issue. The student governor suggested that students were engaged more fully in the risk concerning creating a single unified College culture. The Deputy Principal & CEO concurred, stating that the College was working on this with Unloc. The COO highlighted the board assurance framework, a tool mapping controls to risks and ensuring that the board received reliable assurance that risks were being managed effectively. Having scrutinised the report, in particular risk definitions, assessments and the movement of net risks and the associated commentary and actions, governors **Noted** the strategic risk register.

421 **Search & Governance Committee, 04 & 16 March 2026 (paper 991/26/C)**

The Chair of Search & Governance Committee summarised the Committee's meeting on 11 March 2026. The Committee met with Hayden Taylor from Unloc and believed that his experience, expertise, passion and motivation and the fact that he was from Portsmouth and was previously a governor at Portsmouth College, would make him a valuable member of Corporation. The Committee had assured themselves that mitigating actions concerning Hayden's potential conflicts of interest were adequate. The Committee made a series of membership recommendations namely:

- Hayden Taylor join Corporation and L&Q Committee from 21 July 2026
- Alex Dartmouth, Graham Goddard & Shirley Nellthorpe serve a 2nd four year term of office
- Rob Nitsch join Audit Committee and step down from F&R Committee
- Huw Chapman join F&R Committee & step down from Audit & L&Q Committees
- Tim Jackson join Remuneration & S&G Committees & chairs S&G Committee
- Shirley Nellthorpe capture oversight of Inclusion in her lead governor responsibilities (this would not diminish Committee oversight).

The Committee also considered the 2026-27 calendar of Corporation and Committee meetings, Corporation's 2026-27 external board review (further details would be brought to Corporation in due course), the annual review of confidential material, the updated Code of Conduct for Corporation Members (to be circulated shortly) and the outcomes of the Chair of Corporation's 1:1s with independent governors. They also reviewed Committee size and the length of Committee meetings, agreeing these would be considered by Committees in the summer term. Finally, the Committee assured itself that the College was compliant with the recent FE Commissioner letter. Governors **Agreed** the membership recommendations above as well as the 2026-27 calendar and 2024-25 governance self-assessment and 2025-26 governance improvement plan (recommendation from 22 September 2025 meeting) and **Noted** S&G Committee's 25 February 2026 minutes.

Minutes 422 & 423 were restricted confidential.

The meeting ended at 6.35pm.