

## Minutes of the Corporation Meeting Held at 3.30pm on 16 December 2025

Present: Prue Amner, Huw Chapman (left at 6.15pm), Robbie Coates (student governor), Mark Cooper, Ashley Cullen, Alex Dartmouth (arrived at 4.05pm), Graham Goddard, Tim Jackson (Chair), Lyndsey Mason (staff governor), Anne Murphy, Shirley Nellthorpe, Rob Nitsch, Katy Quinn (Principal & CEO), Pauline Tiller & Debora Welsh (staff governor).

Apologies: Shahalam Ali and Aston Muff (student governor)

In Attendance: Chris Mantel      Alliotts (external auditors) (minute 403)  
Matt Phelps      Deputy CEO & Deputy Principal Curriculum & Quality  
Paola Schweitzer Director of Governance  
Maria Vetrone      COO

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### Minutes

#### 390 Attendance and Participation

Shahalam Ali and Aston Muff (student governor) sent their apologies.

#### 391 Declarations of Interest

There were no declarations of interest.

#### 392 Matters for Decision

The minutes from the meeting on 07 October 2025 and the Written Resolutions dated 05 and 27 November 2025 were **Agreed** as correct records.

#### 393 Matters Arising

Governors **Noted** that matters arising had been completed, except for the digital spotlight session that would take place in the spring term 2026.

#### 394 Chair of Corporation's Report (paper 930/25/C)

Tim presented the Chair of Corporation's report co-authored by him and Rob and thanked governors, the executive leadership team and governance professional for their work throughout the year.

#### 395 Principal & CEO's Report (paper 918/25/C)

The report provided an update on College activity and developments since October 2025, identifying what was going well and where progress was slower or a concern against the KPIs. Good progress was being made in strengthening curriculum planning to ensure stronger alignment with local employer and skills needs and was taking place against the backdrop of significant uncertainty concerning qualification changes. The recent Post Intervention Monitoring and Support (PIMS) meeting had gone well, and it

was anticipated that PIMS would be lifted by February half term. Applications from 16–18-year-olds for 2026-27 were reported as significantly increased compared to the same time last year and Katy commented it was encouraging to see an increase in applications from feeder schools. Strike action which was thought to involve c50/60 teaching and business support staff was likely 14-16 January 2026, and work was ongoing to manage the impact of this on the learners. Katy commented that she did not believe the student experience would be unduly compromised. The completion of the flood damage works to the Ayrton Tower was reported as being on target so that the Tower would be brought back into use shortly after February half term.

Katy drew attention to the emerging problem of significant growth in applications from Level 1 and High Needs students, noting that growth was set to continue. Katy reported that the College was developing creative solutions and delivery models but was starting to be mission critical as to whether the College could continue to enrol students with additional needs. Katy commented that the matter was part of a wider systems piece requiring collaborative solutions with other agencies which she and her colleagues were exploring. Recruitment of Learning Support Assistants was reported as particularly problematic. Governors discussed the responsibility of the College to meet the needs of the city but recognised their responsibility for staff wellbeing and ensuring the College's financial sustainability, given that the extent and cost of High Needs support could be substantial and present financial challenge and risk. Given its strategic importance, it was agreed that Shirley and Mike, who had specific experience on Level 1 and High Needs students, would work with College leaders to explore the matter further and it would be return to the board in due course.

Maria outlined a global accounting change (SORP) effective from 2026-27 requiring the value of contractual leases to be included as a liability in the budget. Given that half the College's estate was leased, this would likely have a significant impact on financial health and metrics, particularly if these leases were renewed. Maria reported that the College had requested to be part of a national pilot investigating the impact of this change on FE colleges.

One governor congratulated Katy on her election as Chair of the new Solent Growth Partnership Skills Board and asked what the College's strategy was for further stakeholder engagement. Katy clarified the strategy was to strengthen the College's skills leadership role. Katy commented that chairing the Board would enable her to raise COPC's profile, understand the challenges of the wider skills sector and signpost relationships. It would also mean she would have a seat on the Business Board. Having scrutinised the extensive report, governors thanked Katy and her team and **Noted** the Principal & CEO's report.

### 396 Corporate Dashboard (paper 919/25/C)

The corporate dashboard was presented on progress against the 2025/26 KPIs. Katy noted the two areas that had been RAG rated red: a) learner number enrolments for T levels, which were reduced from target and b) the conversion rate of applicants to enrolment and the subsequent attrition rate from enrolment to day 42. Katy reported that although there had been a higher rate of attrition of 4.2% from the more usual range between 3 and 4%, nevertheless this was less than the DfE's 5% benchmark. Katy confirmed that the College was on course to meet its work/industrial placements but that most of them took place in the summer term. Governors **Noted** the corporate dashboard, thanking Katy for its clear and easy to interpret format.

**397 Audit Committee, 29 September, 21 October and 02 & 11 December 2025 (paper 920/25/C)**

The Chair of Audit Committee, Pauline, reported that some of the Committee's recent work concerned 2024-25 reporting, all of which were separate agenda items. Governors **Noted** the Audit Committee minutes from 29 September, 21 October, 02 & 11 December 2025 and **Agreed** the revised Whistleblowing Policy.

**Part of Minute 397 was confidential**

**398 Finance & Resources Committee, 24 November 2025 (paper 921/25/C)**

The Chair of Finance & Resources Committee, Anne, provided an overview of the Committee's activity and noted that several items were separate agenda items. She drew governors' attention to the Finance Strategy 2031, noting the need to balance optimism for growth with inevitable constraints. Governors welcomed the fact that the capital programme continued to be managed effectively but had recognised having one postholder responsible for this represented a risk. The Committee had been advised that the Ayton Tower insurance would broadly cover the necessary reparations but that premiums would rise.

Estates and health & safety (H&S) risks were driving resource allocations and these areas were reported as being closely managed. Progress included re-engaging the previous H&S consultant and creating two H&S advisor posts. Graham noted that H&S had been a risk in the College in recent years and it appeared it had still not been fully resolved, though he noted a significant improvement in visible management of H&S at the North Harbour Campus. Katy concurred, stating that the overall management of H&S had improved significantly in the last few weeks. One governor noted that it was not feasible to invest resources in H&S at the current very high level (i.e. external expert consultant) in the long term and at some point the College would need to assess what constituted an acceptable level of risk and asked when that might be reached. Katy believed an acceptable level of risk would be achieved once new H&S staff were in place, delivering and reporting H&S effectively and that the embedding of the wider culture piece had been addressed. She believed this would take approximately 12 months.

Governors considered the documents recommended to Corporation for approval, noting that changes were updates rather than substantive. Governors **Noted** the F&R Committee's 24 November 2025 minutes and **Agreed**:

- Subsidiary Companies Update including Accounts
- FE Fees Policy 2026-27
- Finance Strategy 2031
- Dismissal Policy & Framework 2025-26
- Staff Reward & Recognition Policy 2025-26
- Modern Slavery Statement 2025-26
- F&R Committee Terms of Reference, subject to an amendment reflecting sector changes concerning the ability to borrow money.

**399 Learning & Quality Committee, 26 November 2025 (paper 922/25/C)**

The Chair of Learning & Quality Committee, Prue, gave an overview of the November Committee meeting, noting that the self-assessment report (SAR) and quality

improvement plan (QIP) were a separate agenda item. She encouraged governors to focus on the areas for improvement identified in the 2025-26 QIP during their link visits, particularly the cross-cutting area of H&S, and advised that the feedback form for governors had been updated. The Committee had noted that a new teaching and learning observation scheme had been developed to support faster improvement in teaching. Prue also emphasised that although the College was performing well against achievement rates of other local colleges, the achievement rates were just under the national average. Prue commented that there was not currently an EED&I link governor and she said this would be picked up by S&G Committee in the hope of identifying someone for this role. There was a discussion about the Student Union. Robbie invited governors to attend to observe forthcoming meetings (Paola to circulate dates). Prue said that governors were invited to the College's Festival of Innovation on 11 February 2026 and that this would link with the digital spotlight session anticipated for the spring term. There was a discussion about the JISC advice not to have a distinct AI policy but instead to ensure AI was integrated in all College policies. One governor believed that, notwithstanding this advice, it was important to have a policy that served as a roadmap. Katy responded that the College had an AI strategy and that this was supported by working group. Robbie offered to speak about his experience of AI as an A Level student, and this would be picked up by L&Q Committee, of which Robbie was a member. Governors **Noted** L&Q Committee's 26 November 2025 minutes and **Agreed** the:

- Safeguarding Policy
- EED&I Annual Report & Policy
- Freedom of Speech & External Speaker/Visitor Policy.

#### 400 **Strategic Risk Register (paper 923/25/C)**

The Chair of Audit Committee, Pauline, provided an update on the College's strategic risk register and mitigating actions and indicated this was recommended for approval by Audit Committee. The register contained 29 risks. This was an improved position on the previous year and demonstrated that the College was managing strategic risks effectively. In response to a question, Maria responded that high needs growth was captured in operational risk registers and alongside the new accounting protocols, an assessment would be made at the next Strategic Risk Management Board meeting to assess whether they constituted strategic risks. One governor asked if the risk register was an effective tool for managing risk, querying why the MIS upgrades was not graded business critical. Maria responded that it was not possible to quantify the level of financial exposure and that mitigating actions resulted in a reduced net risk score. Having scrutinised the register in particular risk definitions, risk assessments, movement of net risk and the associated commentary and actions, governors **Agreed** the strategic risk register.

#### 401 **Management Accounts (paper 924/25/C)**

The management accounts represented the College's 'likely case' scenario and included year to date (YTD) actuals as of 31 October 2025 and indicated an operating surplus of £643k (favourable to the YTD budget by £706k) and an operating surplus of £105k (£300k adverse to the full year budget). It was reported that the College was carefully managing the pay cost ratio and Maria drew governors' attention to the financial health ratios which currently indicated *Outstanding* financial health but which according to the forecast outturn, was likely to return to *Good*. The operating surplus was reported as being behind the target at this point in the year due to the contingency added to the I&E, which was noted by governors.

Anne said that following the Corporation decision in October, F&R Committee had reviewed the staff pay financial analysis to see if there was any flexibility to agree a further staff pay award. The Committee had agreed that the College could not currently afford a further increase to the 2.5% already approved and therefore no recommendations were brought to the board for a further increase. Maria explained that, having accounted for incremental progression on pays scales, an average 5% pay increase was already embedded across the College in line with the pay policy. One governor asked what the strategy was to resolve the matter of staff's expectations on a higher percentage increase than 2.5%. Katy responded that the approach to staff and trade unions was and had always been that the College would agree a pay rise when it was financially able to do so. It was also confirmed that the F&R would continue to monitor the College finances during the year and would look at whether any further movement toward the AoC recommendation of a 4% pay increase for all College staff for the 2025/26 academic year might be possible. Having scrutinised the College's financial position particularly the KPIs, adverse variances and operating deficits, forecasts to year end, emerging financial risks and mitigating actions, governors **Noted** the management accounts (P03).

#### **402 Audit Committee Annual Report to Corporation (paper 925/25/C)**

Corporation was required to receive and subsequently submit the Audit Committee Annual Report to Corporation to DfE alongside the audited annual report and financial statements. The report gave the Committee's view on the effectiveness of the College's frameworks and processes in 2024-25 and concluded that, based on the work of the Committee and reports received over the year, the Corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of assets were adequate and effective. One governor noted that it was a comprehensive and reassuring report. Governors **Noted** the Audit Committee's Annual Report to Corporation.

#### **403 Financial Statements 2024/25 & Letters of Representation (paper 926/25/C)**

Chris Mantel, Alliotts (external auditors), joined the meeting by Teams.

Corporation was required to submit a signed copy of the audited annual report and financial statements including the Corporation's statement of regularity, propriety and compliance and the reporting accountant's assurance report on regularity to the DfE. Both F&R and Audit Committees had reviewed the draft financial statements, and a few minor amendments had subsequently been incorporated into the final draft.

The College Group had one subsidiary, City of Portsmouth College Enterprises Limited, which was wholly owned by the College and was included in the financial statements. The College Group posted an underlying operating surplus of £946k excluding dilapidations provision and FRS 102 LGPS adjustments to the Statement of Comprehensive Income. This was achieved against a planned underlying operating deficit of £269k for the year ended 31 July 2025. Total income for the College Group was £37.14m (an increase of £4.4m from the previous year) and total expenditure was £35.12m (an increase of £3.57m from the previous year). As a result, the College Group generated a surplus after other gains and losses of £2.01m (£1.12m 2023-24) including FRS 102 LGPS adjustments. Total comprehensive income for the College Group amounted to a surplus of £946k (£130k 2023-24) after other gains and losses. The College Group achieved all budgeted measures and targets for the year ended 31

July 2025 and was performing close to the national benchmarks. In response to a question Maria confirmed that the number of cash days was above the target due to additional in year funding and unspent capital funding. Maria explained it was usual practice to include capital funding in cash days however in future, the management accounts would include a column for cash days excluding the effect of restricted cash provided to the College for capital funding.

Chris Mantell reported that the external audit had not identified any matters that he was required to draw to governors' attention, noting that the College continued to have robust financial information on which it based its decisions. He further explained that in his opinion, the financial statements gave a true and fair view of the state of the Group's and College's affairs as at 31 July 2025 and of the Group's and College's surplus of income over expenditure for 2024-25. Chris confirmed the College remained a going concern but needed to continue to focus on cash management. He outlined the importance of the three accompanying letters, noting that there was nothing unusual to report. In response to a query from the Chair of Audit Committee, the former Chair of Search & Governance confirmed that there were no related party transactions in 2024-25 and this was recorded in the Committee's minutes. The Chair of F&R asked Chris to confirm DfE and Alliotts advice to retain the College's subsidiary company. Chris indicated that following reclassification into the public sector, a college was unlikely to secure DfE approval to form a limited company and it was therefore sensible to maintain COPC Enterprises Ltd as a dormant entity, reactivating it when necessary. He explained this was a strategy adopted by many colleges. He noted that the subsidiary company owed the College a significant amount of money, but this was fully provided by the College and that the only ongoing cost was producing and filing the annual accounts. Governors scrutinised and **Agreed** the draft audited College Group financial statements and annual report 2024-25, noting the final outturn and commentary.

#### 404 Self-Assessment Report 2024/25 and Quality Improvement Plan 2025/26 (paper 927/25/C)

Matt presented this report summarising the 2024-25 quality improvement plan (QIP) term 3 close-down, the 2024-25 self-assessment report (SAR) and 2025-26 quality improvement plan. The reports were recommended for approval by L&Q Committee.

The SAR judged overall effectiveness of provision to be good with outstanding features. It had also concluded that Good progress continued to be made in key judgement areas and there were some outstanding provision types. Apprenticeship provision, although improving, was judged to require further improvement. There had been a significant improvement in the contribution to meeting skills needs with most departments working effectively with stakeholders to inform curriculum however this needed to be consistent across all departments to achieve a strong judgement. Safeguarding was effective. Under the QIP there were five quality improvement actions for quality of education, four for leadership & management, two for personal development and one for behaviour & attitudes. The QIP followed the Education Inspection Framework for 2019 and would be reviewed as the College developed its approach to the new Ofsted framework. One governor noted that whilst most provision was judged good or better, just under a third remained inadequate/required improvement and asked if that justified the Good SAR grade. Matt recognised that provision in some areas was still not good enough but the final grade was a proportional judgement. The same governor noted that these areas had not achieved lasting improvement in recent years and suggested this meant that departmental action plans

and QIPs needed to be implemented robustly. The Chair noted that L&Q Committee would review progress against the QIP throughout the year. Another governor asked where the College was likely to be in a year's time on the consistency of quality, to which Matt responded that there had already been some in year improvement meaning it was likely half the requires improvement areas would be satisfactory. Another governor noted the importance of governors attending quality review meetings (QRMs) to observe progress against the QIP (Paola to circulate QRM dates). In response to a question, Matt confirmed that staff would have completed training on the new Ofsted framework by the time the next SAR process was underway (summer 2026). Governors **Agreed** the 2024-25 SAR and 2025-26 QIP.

**Minutes 405 & 406 were confidential.**

The meeting finished at 5.55pm