

DRAFT



BRIDGWATER  
& TAUNTON  
COLLEGE

## BOARD OF GOVERNORS

### MINUTES OF THE MEETING OF GOVERNORS HELD ON THURSDAY 19 JUNE 2025

**MEETING COMMENCED:** 5.00 pm

**MEETING ENDED:** 7.30 pm

**PRESENT:** Denys Rayner (Chair), Andy Berry (AB), Helen Stapleton (HS), Nick Skyrme (NS), Sam Harris-Roberts (SHR), Alan Hunt (AH), John Jenkins (JJ) (HE Student Governor) (via Teams), Jayne Woodland (JW), Mike Westlake (MW) Beverley Hawkins (BH) (from 5.45 pm), Lyndon Brett (LB), Leanne Mills (LM), Claire Pearce (CP), and Ros Wyke (RW)

**IN ATTENDANCE:** Marcus Holder (MH), Louise Rowley (LR), Matt Tudor (MT), and Katy Hockings (note taker)

#### **G.04.62.25 WELCOME AND APOLOGIES FOR ABSENCE**

DR welcomed everyone to the meeting.

Apologies were received from Mark Cox and Sarah Shaw.

#### **G.04.63.25 MINUTES OF THE MEETING HELD ON 27 MARCH 2025 AND MINUTES OF THE EGM HELD ON 17 MAY 2025**

The minutes of the meeting held on 27 March 2025 were reviewed and agreed as a true and correct record of the meeting.

The minutes of the EGM held on 17 May 2025 were reviewed and agreed to be a true and accurate record of the meeting

#### **G.04.64.25 DECLARATIONS OF INTERESTS**

RW highlighted she is vice Chair of the planning committee within the area designated for Strode College. She highlighted also that she is on the transport committee, so any items focusing on either planning and transport, RW may need to declare an interest going forward. AB noted the planning permission in relation to the new building at Strode will come from DfE and not the College.

There were no other declarations of interest.

#### **G.04.65.25 MATTERS ARISING**

Actions from Previous Meeting – These were reviewed and confirmed to be in progress or complete.

#### **G.04.66.25 CHAIR'S ACTIONS**

Noted that the formal name change application was signed off by the Chair of Governors.

## MERGER UPDATE

### Progress Report

NT, from Rockborn, joined the meeting to provide an update on merger.

NT confirmed that progress is on track for 1 August merger date. Continued with appointments to the leadership structure.

Application for name change has been approved by the Secretary of State. New branding work will now commence.

Joint union meetings have been held fortnightly to address TUPE issues.

Work is on track for merger on 1 August. NT invited questions. RW thanked for the update and asked about staffing matters in relation to the merger. AB responded to this point and confirmed that things are progressing as planned. NS asked in relation to items to be approved at the EGM on 8 July, specifically around estates, and asked whether there was anything to report on this matter. MH confirmed that the legal due diligence is progressing and ensuring that everything that needs addressing prior to merger will be undertaken. The estates report has been received but full review has not yet happened, but MH confirmed that BPC and FP&FP Committees will review this in detail prior to the merger and the EGM on 8 July.

AB confirmed that the new build at Strode which is in the planning stage is progressing well, and the design team met at Taunton campus this week to review the Quantock restaurant. Regular meetings of the CEM group will continue over the coming weeks to ensure that the plans reflect need. NS asked when building work will commence. AB confirmed plans are due to be submitted to the Council for planning permission. Likely to start in summer 2026. Governors noted the updated and thanks NT for work on the merger to date.

RW highlighted she is vice Chair of the planning committee within the Strode College. She highlighted also that she is on the transport committee, so any items focusing on either planning and transport, RW may need to declare an interest. AB noted the planning permission will come from DfE and not the College.

CP highlighted the strength of Willmott Dixon around the build at Cannington around local workforce and apprentices. She asked if this could be built into the contract this time. LR confirmed that Willmott Dixon already support a number of BTC apprentices and other students, which is positive.

Project Risk Register – NT highlighted key points in relation to the risk registers. She confirmed that all risks have been reduced to green. There are no items for concern at this time. The Board noted the position.

Legal DD Risk Register – NT highlighted key points in relation to the legal DD risk register which has been constructed from the original due diligence process at the beginning of the merger process. NT confirmed

that she has worked closely with EverSheds to ensure the risks highlighted are reduced to green by the time we go into merger. NT confirmed that the only outstanding risk relates to pension, and now have received the information on pensions, and so this risk can also move to green. NT confirmed no items for concern and invited comment and question. There were none. The Board thanked NT for her work on the risk registers.

Barclays Loan Termination - MH outlined the requirement to terminate the loan with Barclays on merger. He confirmed the breakage cost is less than £5k. MH also requested authorization from the Board for MH and Caz Curtis to be able to terminate the loan prior to merger. MH invited comments and questions. There were none. The Board approved the termination of the loan, and also to give MH and CC authority to act on the Board's behalf in the termination of the loan.

DR asked if there were any other comments on merger. There were none.

DR thanked HS. AH and LB for their input on the joint steering group for the merger.

#### **G.04.68.25**

#### **GOVERNANCE UPDATE**

Governance Update - MH confirmed the paper had gone to Search Committee and had been approved and submitted for Board ratification.

New Board members – TR, CM and JV had been appointed Governors of the UCS College Board with effect from 1 August 2025.

College Board Chairs – expressions of interest invited from existing Board members. DR will discuss with those who indicate an interest in the role.

Student Governors – new Student Governors appointed for HE and FE who will take up their one year appointment from 1 September 2025

Huge thanks to JJ for his input and support for the Board during his time as HE Student Governor, and to SS also.

Succession Planning – proposal of rolling annual reappointment after completion of two four year terms. Discussion around the best practice guidance against an understanding of the culture and history of the organisation to ensure continuity of discussions and decision making.

CP highlighted a structure at Dorset, and the value of a pool of strategic advisors who do not need to be part of the Board but can feed in on specific projects or issues.

NS asked about the makeup of the College Boards and the number of members. AB confirmed one HE and one FE Student Governor, staff Governor and stakeholders from the local community. Full terms of reference will be circulated. Discussion took place also on the structure of the Group Board.

The Board noted the above items and ratified the appointment of new

Board members.

Governance Training and Development Programme – HS highlighted notes that she had drawn together some notes on the session that the independent Governors had held at the Residential event in February, and looking at ways to increase effectiveness and ensure training and support is in place. HS noted the key points.

Noted the importance of the role of the Governance Professional in supporting these proposals to be put into place, and so it was agreed to keep these notes ready for the appointment of a Director of Governance which is taking place shortly. Also agreed this session would be repeated at Residential event next year, to provide opportunity for networking.

The Board noted the information.

Governance Development Plan – MH highlighted the areas which have been identified and progress to date. Governors noted the position.

Group Governance Documents – MH highlighted that new ToR for Group Committees have been drafted and proposed that each Committee Chair will review these at the first Committee meeting of next academic year and approve them.

A new Group scheme of delegation was circulated, and Governors were requested to read these and raise any comments outside of the meeting. MH invited questions. There were none.

Meeting Calendar 2025/26 – The calendar of meeting dates for 2025/26 was noted.

#### **G.04.69.25**

#### **PRINCIPAL'S UPDATE**

AB had provided a written update prior to the meeting. He highlighted key points and invited comments and questions.

AB highlighted an incredible year for BTC, and the amazing student achievements that have been made during the year. Noted the staff survey showing that 96% of staff very happy to be part of the College. An outstanding achievement.

The Board noted AB's report.

#### **G.04.70.25**

#### **2024/25 UPDATE**

Curriculum Update 2024/25 – LR had presented a written update report. She highlighted key points within the report. Funding allocation has been confirmed and curriculum plan for 2025/26 has been finalized. Looking to introduce the new foundation apprenticeships, which are 8 months in duration. Likely to be in construction and engineering after that. Waiting for changes reflected by qualifications reform.

The Board noted the report.

BH noted the recent news around freedom of speech in the media and the Office for Students announcement. She noted the difference between

FE and HE focus on this issue and how it is being balanced. AB confirmed that this will be considered in more detail, and BH offered to support the College with this complex and potentially difficult matter which will need to be managed and handled carefully to ensure that the requirements are upheld. AH agreed that this matter needs careful consideration.

Operating Plan 2024/25 Update – MT provided an overview of the completed operating plan for 2024/25. He highlighted key points within the outturn for the year. MT highlighted the achievement on CPD throughout the organisation. MT noted the continued cyber vigilance to protect the College. MT highlighted the overall success rate for apprenticeships. This is particularly notable given the scale of the College's apprenticeship offering.

KPIS 2024/25 – MT highlighted the outcome of a number of the KPIs for 2024/25. A number of the KPIs will not have an outcome until results are published later in the summer. Applications are up across campuses which is positive. The apprenticeship service rating of excellent by employers is also to be noted.

The Board noted the position. DR highlighted that the recent staff survey results are included in reports circulated to the Board.

LM asked about students who would recommend the College. How do we capture that data and ensure that this is published to potential new students. MT agreed there is more to do, and that work is ongoing to reach students at an earlier age in order to capture their interest in attending the College.

BH and LR highlighted a number of positive initiatives that were attracting students, including end of year arts show in the McMillan Theatre, improvement in facilities and deployment of more iPads.

HS highlighted the impact of private school fee increases, and whether there is any data which will show an increase in applications from students coming from private schools. LR confirmed data will be able to tell us where students have been at school previously and we will be able to analyse whether there is an increase in private school students applying to the College.

RW highlighted the number of young people who are still becoming NEET and how BTC is addressing this. AB confirmed that work is being done to address this, and provision is made to support students, but more work has to be done collectively to address this. The recent taster events have been very well attended, and this can only help to pique the interest of young people so they are able to identify an appropriate course which suits them and will lead to onward opportunities for their career. MT commented the foundation apprenticeships will provide a good entry point for a lot of students who may otherwise not be engaged in learning.

AH highlighted the need to ensure that more information about these success stories get filtered through to Quality and Standards and he noted the strength of the College Boards in providing more community links and in ensuring that student successes are more widely shared.

AH highlighted the amazing stories within the FE student award nominations and those winners. He noted the importance of putting these

successes out on social media.

Management Accounts 30 April 2025 – The management accounts for the period to 30 April 2025 had been circulated prior to the meeting. MH confirmed that the FP&GP Committee had reviewed this document in detail. MH highlighted key points within the document and invited questions and comments. The Board noted the management accounts as presented.

Group Forecast 2024/25 – The forecast had been circulated prior to the meeting, and MH highlighted key points within the forecast. This had been reviewed in detail by the FP&GP Committee. The Board noted the forecast as presented.

#### **G.04.71.25**

#### **2025/26 PLANNING**

Operating Plan 2025/26 – AB reported that SMT had met on its residential away days recently to start work on the operating plan for the next academic year. A full outline and proposal for the operating plan for 2025/26 will be provided at the first Full Board meeting of the new year. The Board noted the position.

Three Year Financial Plan – The plan had been circulated prior to the meeting for review by the Board. The Board noted that this plan is for BTC, and therefore if merger progresses it will not be required.

Group Budget 2025/26 - The latest version of the budget for 2025/26 had been circulated prior to the meeting for review. MH noted that this budget is currently in flux due to merger, and a further update will be provided to the Board early in the new academic year. MH noted the expansion of the Corporate Services company with the addition of the Childcare Centre and the catering team, and the current consultation for the Estates Team to join this as well.

The Board noted the current position, and this was subject to change and that an update Group Budget for 2025/26 would be provided.

LB asked to record thanks to MH and his team in the work done over the recent months on managing the merger processes and costs as well as the day to day operation of the College.

MW highlighted the EBITDA and its current position. MH confirmed that the risk is low and there is a contingency in place to ensure the EBITDA remains good.

#### **G.04.72.25**

#### **STUDENT UNION UPDATE TO THE BOARD**

JJ provided an update on the AoC Governor Summit he had attended earlier in the month. He highlighted a range of speakers

LR noted that JJ and SS have been shortlisted for Student Governor of the Year. The Board congratulated JJ and SS on being short listed.

#### **G.04.73.25**

#### **ACCOUNTABILITY AGREEMENT**

The updated Accountability Agreement had been circulated prior to the meeting for comment and review by the Board before this being submitted by the DfE at the end of June. LR asked for further comments

and feedback, and thank you to CP for useful feedback already received.

The Board asked for a brief paper on the way in which the College is demonstrating how it meets the local skills needs. MT to prepare this for the September meeting.

The Board approved submission of the Accountability Agreement by 30 June 2025.

**G.04.74.25**

**POLICIES**

Financial Regulations – MH highlighted some minor changes to the new document for 2025/26. This was reviewed in detail by the FP&GP Committee. The Board approved the updated document.

Health and Safety Policy – This had been reviewed in detail by the FP&GP Committee and recommended for approval. MH highlighted the minor changes to this document, and the Board approved it.

**G.04.75.25**

**SUB CONTRACTING**

Sub Contracting Policy – There had been no significant changes, other than changing ESFA to DfE throughout. The Board approved the policy.

Subcontracting Business Case 2025-26 – LR highlighted the report, and noted that TCP had been removed from the report which was submitted to Q&S Committee due to now being in a devolved area. The Board noted and approved the business case for 2025-26.

**G.04.76.25**

**REPORT ON SUBSIDIARY AND ASSOCIATED COMPANIES**

**G.04.77.25**

**MINUTES OF SUB COMMITTEE MEETINGS**

The minutes of the following sub committees were circulated and presented for ratification to the Board:

Search and Governance Committee Building Projects Committee

Audit Committee

BTC Corporate Services Ltd

Quality and Standards Committee

Finance, Personnel and General Purposes Committee

The minutes of the above Committee meetings were noted and ratified by the Board.

**G.04.78.25**

**KEY PAPERS FROM COMMITTEE MEETINGS**

It was noted that key papers from these Committee meetings were also circulated to the Board with the papers for this meeting including:

Strategic Risk Register

Capital Projects Update

Quality and Standards Committee Reports.

**G.04.79.25**

**ANY OTHER BUSINESS**

There was none.

**G.04.80.25**

**DATE OF NEXT MEETING**

The next Board meeting will be held on Thursday 11 September 2025.

**CONFIDENTIAL ITEM – PART B**

Ratification of Senior Postholder appointments in preparation for merger. Confidential item, minute redacted.

**The meeting finished at 7.30 pm**

## DRAFT

## ACTIONS

### Brought Forward from 03-10-24

Ref	Item	Owner	Update	Status
A	Discussion on further working with local schools	LR		Complete
B	All Governors to complete training as soon as possible.	KH	All training completed	Complete
C	Review student engagement in shaping HE policy per OfS guidelines	LR		Complete
D	Look at ways to develop wider comms to staff	LR		Complete

### From 05-12-24

Ref	Item	Owner	Update	Status
1	Detail the Financial Regulations which pertain to DR and AB and LR	MH	Financial regulations and relevant clauses to DR, AB and LR will be discussed at June 25 Board meeting when the 25/26 document will require approval.	Complete
2	Nominations to be received for Governor to join CSL Board	KH	NS appointed as Director of CSL Board	Complete
3	Discussion around devolution at Strategic Planning Event. Further discussion on merger at the same event.	AB	Completed	Complete
4	Brand identity, market share and marketing strategies to be discussed at the Strategic Planning Event.	AB	Completed	Complete
5	Financial Statements Letter of Representation to be signed by AB	AB	Completed	Complete
6	Review of marketing elements within the Operating Plan to ensure there is sufficient focus on this. Specific and measurable targets to be clearly stated within the Operating Plan across all areas	AB	Being fed into the 2025/26 Operating Plan	Complete
7	Review partnership targets and areas for potential development going forward.	AB	Being fed into the 2025/26 Operating Plan	Complete
8	Discussion on KPIs at Strategic Planning Residential event in Feb.	AB	Completed	Complete
9	Data analysis of safeguarding issues and whether there are groups or clusters of similar issues in particular curriculum areas or campuses, to enable further and more direct actions to be taken going forward and for the Board to analyse.	LM	Being fed into the 2025/26 Operating Plan	Complete

**From 27-03-2025**

Ref	Item	Owner	Update	Status
10	Review opportunity for a digital transformation focus group	AB	To be reviewed in 2025/26	Ongoing
11	Corporate Services Ltd to be discussed at next strategic planning event	AB	Agenda to be agreed in due course	Ongoing
12	Rail link from station to BW campus – RW to advise MH of Somerset Council contact	MH/RW	Conversations ongoing	Ongoing

**From 19-06-2025**

Ref	Item	Owner	Update	Status
13	To provide a brief paper for the September meeting demonstrating how the College is meeting the local skills needs.	MT	Paper to be presented with papers for September Board meeting	Complete