



# BOARD OF GOVERNORS

## Minutes of the Board of Governors meeting held on Wednesday, 15 October 2025 at 5.00p.m at Northop Business School

Professor Tim Wheeler - Chair	Jill Jones - Vice Chair	Sara Beatty
Claire Brook*	Professor Christian Dunn	His Hon Judge Roger Dutton
Martin Evans	Paul Ffoulkes	Southam Gaskin
Lee Gould	Jayne Headon (Associate Governor)	Geoff Lang
Jayne Moore	Professor Anna Sutton	Yana Williams

### In Attendance:

Sian Clark - Governance Officer and Clerk to the Board  
Steve Jackson - Chief Operating Officer, Deputy Chief Executive  
Sue Price - Deputy Chief Executive Principal  
Caroline Street - Deputy Chief Executive People Experiences and Culture  
Nick Tyson - Vice Principal Institute of Technology  
[\* attended remotely]

### 1183 Welcome, Apologies, Declaration of Interest, and Register of Interest

1183.1: The Chair warmly welcomed all to the first Board meeting of the new academic year. To support the management of the meeting, the agenda would be slightly amended.

It was noted that In accordance with Coleg Cambria's instrument of government and articles of association, at least five working days' prior written notice of the meeting (together with a copy of the proposed agenda) had been given to all those persons entitled to receive notice (being the members of the Committee).

There being a quorum present of at least 40% of the total number of Members, and the meeting having been duly convened (in each case in accordance with Coleg Cambria's instrument of government and articles of association) the meeting was declared open. The meeting was chaired by Professor Tim Wheeler, who had been re-appointed as Chair of the Board of Governors from 1 January 2025 at the Corporation Board meeting on 17 June 2024.

The Chair confirmed that during the meeting consideration would be given to discuss a new £7 million term loan facility agreement with Lloyds Bank plc ("**Bank**") to be made available to the

Coleg ("**Facility Agreement**") ("**Transaction**") and that, in support of the process, a separate extract minute would be prepared.

1183.2: Apologies were received from Martina Davies, Erin Jensen and Gareth Jones.

1183.3: Register of Interests: The register had been circulated with the agenda and members were reminded of their responsibility to ensure that their individual record was kept up-to-date.

1183.4: Declarations of Interest: Board Members were invited to declare the nature and extent of all such interests in the business proposed to be transacted at the meeting, in accordance with the requirements of the Coleg's articles of government. No interests were declared and the members of the Committee present were entitled to vote on the business to be transacted at the meeting.

*Martin Evans and His Hon Judge Roger Dutton were invited to leave the meeting at this point.*

#### **1184 Governance Related Matters**

Consideration was given to the report which provided a broad overview of governance related matters. A number of recommendations from the Search and Governance Committee were considered and the Board:

Resolved, on the recommendation of the Search and Governance Committee to:

- (a) Appoint Martin Evans as a Governor of Coleg Cambria for a second four year term of office (to run consecutively from the end of the first term to 17 October 2029)
- (b) Appoint His Hon Judge Roger Dutton as a Governor for a second four year term of office (to run consecutively from the end of the first term to 31 December 2029).

*Martin Evans and His Hon Judge Roger Dutton returned to the meeting at this point.*

- (c) Appoint Caroline Platt as a Governor of Coleg Cambria, for an initial four year term of service (*subject to confirmation of eligibility*)
- (d) Appoint Paul Ffoulkes as Chair of the Finance, People and Culture Committee (*and thereby membership of both Remuneration and Search and Governance Committees*)
- (e) Reaffirm the appointment of Prof Anna Sutton as Chair of Curriculum and Standards Committee.
- (f) Appoint Geoff Lang as a Director of Novus Cambria and that this appointment be formally notified to the Novus Cambria Board.
- (g) Additionally, the content of the report was noted.

#### **1185 Draft Minutes of the Board of Governors meeting held on 16 June 2025**

Members were invited to comment on the accuracy of the Board of Governors meeting held on 16 June 2025.

**Resolved:** to approve the Minutes of the Board Meeting of 16 June 2025 as a correct record, and that they be signed by the Chair.

#### **1186 Matters Arising**

Members noted the activities undertaken in respect to the matters listed in the report. Several

items had been completed with others either in progress or listed as separate items on the agenda.

**Resolved to** note and receive the report together with the progress updates.

### **1187 Institute of Technology (IoT) - Construction**

The update report, presented by Nick Tyson, Vice Principal Institute of Technology outlined progress made in the Construction curriculum area since the previous Board meeting in June 2025, actions that had been taken to address issues and challenges, together with activities and learner outcomes. It was highlighted that:

- There has been a range of activities over the summer for learners (cadets, apprenticeships) and 10 new staff recruited to the IoT Team
- An increase of 7% of enrolments in 2025/26, with significant growth in engineering.
- 2024/25 Construction outcomes were shared. Bersham Road demonstrated improved results, but Deeside Advanced bricklaying's results were a cause of concern
- Weekly monitoring of attendance was embedded.
- Results against national comparators was good and considered to be a positive shift
- Information was shared on the £160m investment zone and the development of an industrial transformational centre with Airbus which would be a magnet for investment. The Investment Zone will drive skills: (i) pre 16 (by engaging schools across STEM), (ii) through upskilling and reskilling (short/sharp programmes), (iii) 16-18 and 18+ through emerging talent programmes,

In discussion Members:

- Commented that the deep dive over the academic year on IoT, and more specifically Construction, had delivered some progress through a focus on issues, challenges and actions.
- Were advised that the progress coaches approach provided support and helped in the triangulating of matters with the curriculum team, tutors etc
- Acknowledged the significant focus and importance of the investment zone. It was commented that industry contacts and links from Governors would be welcomed.
- The Chair, as link governor to IoT, commented that the volume of work over the summer period was commendable especially around industrial cadets (14-16 years old)

**Resolved:** To note the contents of the report and responses to questions posed

### **1188 Previous minutes of Committee meetings**

The Chairs of the respective Committee meetings presented the key issues discussed at the meetings. Several recommendations from the Committees to the Board were covered separately on the agenda.

**Resolved:**

- (a) To endorse the minutes of the Curriculum and Standards Committee of 2 June 2025 as an accurate record (*as approved by the Committee on 6 October 2025 and signed by the Chair of the Committee*), and to approve the minutes of the Committee held on 6 October 2025, as presented by the Vice Chair of the Committee, as a correct record, and that they be signed by the Vice Chair of the Committee.
- (b) to approve the minutes of the Audit and Risk Committee held on 4 June 2025 as an correct

record, and that they be signed by the Chair of the Committee.

- (c) to confirm the minutes of the Search and Governance Committee meetings held on 7 May, 12 June and 8 October 2025 as a correct record, and that they be signed by the Chair of the Committee.
- (d) To approve the minutes of the Remuneration Committee meeting held on 12 June 2025 as a correct record, and that they be signed by the Chair of the Committee.

#### **1189 Chief Executive's Report to the Board - Start of the 2024/25 Academic Year**

Given the synergies between the Chief Executive's Report and agenda item 7, Medr Update, both items were considered together by the Board.

In addition to the specific points in the report, particular reference was made by the Chief Executive to the following points:

- No formal response had been received to date by Medr to the recent letter submitted by the college.
- A clear direction was being developed by Medr with A'levels and a thematic review was planned. The college was well placed given its two-year ethos, clear eligibility criteria and expectations of 3 A levels (and ASBW), additionally the college's data was accessible and transparent.
- The issue of Coleg Cambria's travel costs, whilst understood by Medr, would not be addressed.
- Additional funding was expected to address growth in learner numbers, ALN etc, but at this stage would not cover the cost of the whole additional learners.
- The Quality Framework's second review process would be out to consultation imminently, and more information was being sought about the requirements and expectations of the Annual Governor Assurance process, which would come into effect from September 2027. The developing and evolving expectation around Governance and Governors in continuous improvement would be a strategic focus at the Strategy Day on 13 February 2026.
- Coleg Cambria would be part of two submissions for funding available for FE/HE collaboration, one with the North Wales Tertiary Alliance and one with Wrexham University.
- The Pay Award for 2025/26 of 4% had been agreed and funded. The proposed pay award for 2026/27 was 2.2%.
- Members were encouraged to choose either a water or insulated bottle which outlined the college values and which would be distributed to all staff.
- Social Partnership working continued to be constructive and positive and currently included work on a new Agile Working Policy which would be considered by the Board in due course.
- Estym would be at the college on 21 and 22 October focussing on AI.

In discussion Members:

- Expressed frustration that, by doing the right thing and ensuring transport was available to students, the significant cost attached to transport was not being recognised or recompensed by Medr. Alongside the significant increase in learner numbers the college was focussing on what was best for learners. It was hoped that, by continuing to do the right thing, recognition and reward would follow.

- Sought information on the waiting lists that had been developed and wondered whether these were still current this far into the academic year. The CEO stated that, should funding become available, it may be possible to create capacity in the foundation learning areas.
- In response to a query, confirmation was provided by Officers that the current forecast reflected a realistic position other than that currently expected. The college invested +£1m in staffing over the summer outside the budget, and Officers were confident that funding would be received to mitigate this, though the forecast remained challenging. Assurance was provided that the college was well positioned to benefit from additional budget pots.
- It was hoped that the Estyn review of AI would capture the college's positive and supportive approach to teaching and learning and demonstrate how the college embraced the challenges delivered by and through AI. Discussions were ongoing with Awarding Bodies to address assessments and how to capture students' contextualisation of their learning. Ongoing and specific AI training was being delivered to staff e.g CPD day.
- Governors asked what they could do to support the Executive Team and colleagues navigate the evolving Medr environment and financial challenges, with the CEO stating that whilst transport remained the biggest challenge on a financial level, it was clear that no solution would come from Medr to address this. As Board, the continued support to the Executive Team in their contributions to, insight of and influence over the sectoral changes was welcomed. The Strategic Day in February 2026 would assist in defining the Governors and Governance role in Medr's requirements

**Resolved:** to note the report provided and the responses to questions posed.

**1190 Medr**

This item was discussed in minute 1189.

**1191 North Wales Tertiary Alliance (NWTa)**

A verbal update was provided on the NWTa which was launched at the Eisteddfod in Wrexham. A joint project would be submitted for funding from the HE/FE funding pot (as outlined in minute 1189) with consideration given to three pathways: (i) Pathways and Progression [young people and adults]; (ii) Regional Strategy (NWTa + Medr/Welsh Government); and (iii) Digital, Technology and Efficiencies. Work was currently progressing, with a key principle that delivery of the project would be a nil cost, but would deliver impact and add value.

Members queried whether there were future opportunities for efficiencies e.g around procurement, which was confirmed as a possibility, together with sharing of knowledge and seeking to make a positive impact on the communities being served by NWTa's communities.

**Resolved:** to note the verbal update provided and the response given to the question.

**1192 Strategic Plan 2025 - 2030**

Following the Board's approval of the Strategic Plan 2025-30 in June 2025, the publication was currently being shared with all staff, students and stakeholders. The completion of the final updates on actions from the 2020-25 strategic plan would be completed in line with the Self Assessment Report process and any actions not achieved to be rolled over and new actions to

be agreed in line with the aims of the new plan. The sign off of the former 2020-25 Strategic Plan and the objectives within the new action plan would be sought at the December 2025 Board Meeting. It was explained that the narrative would be updated for consideration at the next Board meeting.

**Resolved:** to note the update provided and that the Board, at its December 2025 meeting will consider (i) the outcomes of the former 2020-25 Strategic Plan for sign off, and (ii) the new action plan for the Strategic Plan 2025-2030.

### 1193 Coleg Cambria: 2025/26 Enrolments and 2024/25 Results

Members received a presentation delivered by Stacey Boreham (VP Quality) on current data on:

- The academic and vocational results for 2024/25, including areas of success and those that required attention for 2025/26
- The recruitment of learners against the planned numbers highlighting areas of over recruitment and under recruitment, and explanation of the anomalous areas.

Key aspects for the presentation to highlight included:

- The total number of 'funded' learners was 6666 compared to a planned enrolment of 7302 (based on curriculum planning) which equated to 91.93% of planned numbers, of which: Academic Studies: 93.71%; Commercial: 88.09%; Institute of Technology: 97.33%; Lifeskills and Adult Learning: 97.79%; and Technical Studies: 87.45%.
- The number of funded learners for the 2025/26 academic year was circa 5500.
- College success data for 2024/25 had increased significantly year on year by +2.25% to 86.70%, with most completion, attainment and success outcomes data having increased greatly across the three year trend data. *[Completion = learners who started and remained for the year; Attainment = learners who remained for the year and passed all elements of their programmes; Success = those that stayed and passed their programme]*
- Benchmarking data providing context of success data from (i) England and (ii) Wales was shared, and the variance in the analysis outlined. Coleg Cambria's outcomes reflected positively against both sets of benchmarking data.
- Information was shared on areas of focus for the college and those curriculum areas which demonstrated very strong outcomes.
- Current attendance demonstrated a 1% improvement (year to year) at 87.36% and current retention was at 98.23%.
- Members were reminded that the colours used (RAGB) were consistently set across all areas.
- Areas of focus for 2025/26 would include Institute of Technology, Vocational areas of landbased (Llysfasi) and Animal Care (Northop) [an independent review of both vocational areas would seek to address issues around attainment rates, under recruitment etc, including the impact of the use of terminal end point assessment].

On behalf of the Board, the Chair expressed his thanks to all staff colleagues who worked tirelessly to ensure that the learners achieved their best. In acknowledging positive progress across many areas of the college, the focus remained on continuous improvement and in remedying and supporting areas of focus.

**Resolved:** to receive and note the content of the presentation.

## 1194 Financial Position Update Report 2024/25

1194.1 Detailed consideration was given by the Board to the Finance Report presented by Steve Jackson, Deputy Chief Executive Chief Operating Officer.

An overview was provided of the preparation of financial statements 2024/25, indicative key financial performance indicators, balance sheet cash position and full time student numbers. The key points shared included:

- That preparation and progress on completing the financial statements was on target with the timetable included in the report. No concerns had been identified to date.
- Indicative key financial performance indicators showed a strong reported position with an EBITDA of £5,914,000, which was 6.48% of the total income of £91, 310,000. The balance sheet cash position was £11,702,000. The financial health assessment was predicted to be outstanding.
- Current full time enrollment was 6,474 against a funded target of 5,611. Funding would be as at the 8 week freeze point (at the end of October) with retention a key current focus across the college. Some in-year funding, due to significant out performance in enrollment, was possible.
- Strong demographic data showed continued growth in learner numbers over the next few years.

**Resolved:** To note the financial position update for 2025/26 to date

## 1194.2 Loan Facility

*Please refer to the separate formal extract minute for this item, as attached, and as signed by the Chair of the Board on 1 December 2025.*

## 1195 Estates Development Update

An update report on the progress of capital projects was considered by the Board. Steve Jackson highlighted that the:

- The Welsh Language Hub - CAMU Project was making good progress and phase 1 and 2 works had been completed. The handover of CAMU was expected to take place ahead of the planned schedule.
- The Llysfasi site wide drainage improvement project had been completed, to time and to budget. It was commented that the project had gone well with both the college and contractor (who had a dedicated team onsite) working well to resolve issues and consider options to value engineer the project.
- The contract documents for the Llysfasi student accommodation project had been signed and the project commenced at a fixed contract sum, which was slightly below the budget. The project would be 14 months (to November 2026). The Board would continue to receive regular updates on progress.
- A sustainability grant of £852,592 had been awarded by Ynni Cymru Grant to support the installation of a Smart Local Energy System (SLES) in E block at our Yale campus. An application had been submitted for a Salix low interest loan which could provide the 25% match funding required by the Ynni Cymru grant.

In discussion Members:

- Were advised that a Salix loan would be considered an ‘invest to save’ opportunity at a sub 1% rate.
- Welcomed the positive outcome of the Llysfasi Site wide drainage improvement projects and noted the contractor’s focus on undertaking the works directly with a dedicated onsite team.
- Were pleased that the works had commenced on the Llysfasi Accommodation and noted that whilst the project was scheduled for 14 months, the current spell of good weather might assist in delivering the finalised accommodation earlier than scheduled.

**Resolved:** to note the content of the report.

#### **1196 Discretionary Leave 2025/26**

A report detailing a review of the discretionary leave arrangements within the College for 2024/25 was presented. Feedback on the provision of discretionary leave continued to be positive and highly valued by eligible colleagues. Following consideration by the Executive Team, the report outlined to the Board the intention to allocate, through delegated responsibilities, the provision of 5 days discretionary leave for 2024/25 to eligible staff, with a further review scheduled for September 2026. The window of discretionary leave had been extended to between May and August.

**Resolved:** to note the content of the report and endorse the allocation of five days of discretionary leave to eligible staff for the academic year 2025/26.

#### **1197 Annual Reports, Policies and Strategies**

The following documents were presented to the Board for its consideration and approval:

- Employer Engagement Strategy (new)
- Safeguarding Policy (revised)

**Resolved:** to approve the following policies:

- Employer Engagement Strategy
- Safeguarding Policy

*Officers left the meeting at this point.*

#### **1198 Performance Review**

The Board considered its performance at the meeting and outlined that:

- The focus of the meeting was appropriate - with a balance of strategic overview and business matters.
- It was clear what reports required detailed consideration and discussion, and those that were to be received.
- All Members had an opportunity to ask questions, express views and be heard during the meeting. The tone and participation level was positive, productive and challenge was respectful and appropriate.
- During discussion consideration was given to the impact of decisions on the learner and the continuing strategic focus of Governors and Governance, which would continue to be the focus of future discussions as Medr evolved.
- The meeting had been well planned, with good, well balanced reports, with appropriate

information for Board consideration.

- The meeting had been chaired with skill and professionalism.

**1199 2025/26 Schedule of Board Meetings:**

- 4.30p.m, Wednesday 10 December 2025 (at Yale with Christmas dinner following)
- From 8.30a.m on Friday, 13 February 2026 (Board and Strategic Direction Day)
- 5.00p.m, Wednesday 25 March 2026
- 5.00p.m, Monday, 15 June 2026

*Duration of Meeting: 115 minutes*

**Signed:** *Prof T J Wheeler*

**Chair of the Governing Body**

**Date:** **10 December 2025**