



## Northern College

### BOARD OF GOVERNORS AND EXCEPTIONAL GENERAL MEETING

#### Minutes of the special meeting held on 12 March 2025

#### Governors:

Mark Sanders (Chair)	Governor	PRESENT
Emma Beal	Principal (Governor ex officio)	PRESENT
Greg Burke	Governor	PRESENT
Ann Corrigan	Governor	APOLOGIES
Colin Forrest	Governor	APOLOGIES
Sue Horner	Governor	PRESENT
Neil James	Staff Governor (Residential & Administrative)	PRESENT
Ray Low	Governor	PRESENT
Seb Schmoller (Vice Chair)	Governor	PRESENT
Ann Marie Spry	Governor	APOLOGIES
Matt Stephens	Governor	PRESENT
Tim Thornton	Governor	PRESENT

#### Observer:

Mike Firth (MF)	Department for Education	PRESENT
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#### In attendance:

Alison Shillito	Acting Clerk to Governors	PRESENT
Diane Lawson	Vice Principal - Student Experience	PRESENT
Richard Lewis	Financial Statements' Auditor, RSM	PRESENT
Elin Longley	Head of Human Resources	PRESENT
Sue Saunders	Deputy Principal / Chief Finance Officer	PRESENT

### MEETING ADMINISTRATION

#### Apologies

B25/01 The Board **resolved** to accept apologies from Ann Corrigan, Colin Forrest and Ann-Marie Spry.

#### Declarations of Interest

- B25/02 Each governor present declared any potential interests or conflicts of loyalty related to items considered at the meeting as follows.
- Prof Tim Thornton declared a potential conflict of loyalty, with respect to his role as Deputy Vice Chancellor, University of Huddersfield and the college's higher education provision. It was agreed that no decisions to be taken at the meeting would be affected and it was not considered necessary for the member to withdraw.
- Chair's Remarks**
- B25/03 **Membership**
- Since the last meeting, two governors had resigned from the Board, Bob Craig had resigned with effect from 09/02/2025 and Neil Copley had resigned with effect from 28/02/2025. The Remuneration and Governance Committee had started a search process. Considering the current skills profile and board succession plan, the Committee had advised the Board to seek to recruit at least one member with a professional qualification in finance or equivalent senior finance experience.
- B25/04 **Student Governor**
- The Student Council had elected Cheryl Rhodes as student governor. Cheryl was studying the Access to HE course and planned to progress to university to study social work. The Governing Board **resolved** to approve the appointment of Cheryl Rhodes as Student Governor from 17 March 2025 to 31 July 2025.
- B25/05 The Governing Board noted the update and **resolved** the following
- ACTIONS**
- i) Clerk to write to Bob Craig and Neil Copley passing on the Board's thanks and appreciation for their service to the College
  - ii) Governors to seek in their networks people who might be suitable candidates to join the Board, particularly individuals with expertise and ideally a professional qualification in finance. Potential candidates to contact the Principal in the first instance.

## FINANCE AND AUDIT 2023-2024

### Annual Audit Committee Report to the Board (document 2i)

- B25/06 The Deputy Principal/ Chief Finance Officer (DP/CFO) introduced the updated annual report of the Audit Committee. The Audit Committee had met on 3 March 2025, considered the comments of the Financial Statements' Auditor and resolved that the College continued to have adequate and effective assurance arrangements. The Committee's annual report had been updated to reflect the assurance received on the findings of the Financial Statements' Audit and finalise its opinions. The Committee also recommended approval to the Governing Board of the Final Draft Members' Report and Financial Statements 2023-2024.
- B25/07 The Board received the report and **resolved** to express satisfaction with the assurances provided by the Audit Committee that, based on its work during 2023- 2024 and to date the college's:
- assurance arrangements remained adequate and effective,
  - governance framework remained adequate and effective,
  - risk management and control processes for the effective and efficient use of resources were adequate and effective
  - arrangements for managing risk were effective
  - arrangements for securing the solvency of the institution and safeguarding its assets remained adequate and effective.

### **Regulatory Self-Assessment (document 2ii)**

- B25/08 The Board noted that there had been no changes to the regularity self-assessment 2023/24, which had been considered in detail and approved at a previous meeting ahead of its submission to the financial statements' auditors for use as part of their regularity audit. The Financial Statements' Auditor commented that the document provided a sound basis for the regularity aspects of the audit.

### **Financial Statements Audit Findings 2023-2024 (document 2iii)**

- B25/09 The Chair welcomed Richard Lewis, Financial Statements' Auditor to present the findings of the audit for 2023-2024.
- B25/10 The Financial Statements' Auditor reported that the main change to the draft report circulated in December 2024, was the 'Going Concern' conclusion. Based on the recent notification of devolved funding for 2025-2026, managers had updated forecasts and stress-tested the amended three-year plan. The auditor had met with the Chair and Principal to discuss the college's plans, planning assumptions and sensitivity analysis. Despite the challenges in the three-year plan, pending confirmation of funding beyond 31 July 2026, the forecasts were reasonable and showed the college maintaining a strong cash reserve to the end of the Going Concern assessment period with no material uncertainties. As a result, the draft disclosures in the Findings Report and the notes to the Financial Statements had been amended to factual points around the public funding. The Auditor had provided a clean audit opinion with no material uncertainties.
- B25/11 The Board thanked the Financial Statements' Auditor for their report and welcomed the unqualified opinion on its accounts with no material uncertainties. This provided further assurance on the positive impact of the college's improvement actions and on the Board's opinion on the college as a going concern.

### **Final Annual Members' Report and Financial Statements 2023-2024 (document 2iv)**

#### **Going Concern**

- B25/12 The Chair of the Finance and Resources Committee reported that the committee had met earlier that day and reviewed the college's financial position including the management accounts to 31 January 2025/reforecast and the DfE Governor Dashboard. Based on the college's improved recruitment and cost management, the committee was satisfied that the college was financially stable, and the forecast health score of 'Good' for 2024-2025 and 2025-2026 was achievable.
- B25/13 The Chair drew attention to the legal advice provided by the Board's solicitor on the reports for this meeting. The advice commented favourably on the college's improved financial position and the Board's proposed opinion that it was reasonable to prepare the accounts on a Going Concern basis.
- B25/14 Based on consideration of the report and the assurances received from the Audit Committee, the Finance and Resources Committee, its external auditor and legal advisors, the Board was satisfied that the Corporation had adequate resources to continue in operational existence for the Going Concern assessment period and **resolved** to continue to adopt a going concern basis for its financial statements.

- B25/15 The Board considered the report paying particular attention to the updates since the December meeting. The Chair commented that on the Auditor's advice, Finance and Resources Committee had recommended that additional commentary be added to the audit findings report on the accounting treatment of unspent capital grants.
- B25/16 Subject to the addition of commentary noted in B25/15, on the recommendation of the Audit Committee and Finance and Resources Committee and having considered the auditor's report and Audit Committee Annual Report, the Board **resolved to adopt** the Report of the Members of the Corporation and Financial Statements for the period from 1 August 2023 to 31 July 2024 and authorised the Chair of Governors and the Accounting Officer (Principal/Chief Executive) to sign the documents for countersignature by the Auditor and onward transmission to the Department for Education.
- B25/17 The Board thanked the auditor and the college finance team for their work on resolving the issues to finalise the financial statements, working at pace following receipt of the funding information for 2025-2026.

### **DATES OF THE NEXT MEETINGS**

- B25/18 The Board noted the date of the next scheduled meetings (on campus):
- Wednesday 26 March 2025 at 3pm
- Thursday 17 July 2025 at 3pm
- (Staff Governor (NJ) left before consideration of the following item)*

### **CONFIDENTIAL**

See confidential minute

*The meeting closed at 2.45pm*