Agreed by the Board, 9/2/26

HART LEARNING GROUP

Minutes of a meeting of the Hart Learning Group Board, held on Wednesday 10 December 2025, starting at 18.30, by videoconference.

PRESENT

Philip Moore (Chair)
Jacquie Bamber
Toni Beck
Richard Cooksey
Kit Davies (CEO/Principal)
Stylianos Kampakis
Geoff Lambert
Richard Wilson

IN ATTENDANCE

Claire Anderson-Byrne (Deputy Head of Student Services) (Item 3 only)
Paul Harte (Group Finance Director)
Lizzie Jones (Corporate Services Director)
Lorna McCallum (Executive Director-Apprenticeships and Partnerships)
Hugh Swainson (Audit Partner, Buzzacott) (Items 6 and 7)
Keith Turner (Deputy Principal, Curriculum, Quality and Inclusion)
Robert Dale (Company Secretary)

WELCOME

- The Chair welcomed Stylianos Kampakis, one of the two newly appointed Board members, to his first Board meeting. Board colleagues introduced themselves to him. The other newly appointed member would join at the first meeting in 2026.

- The Chair also welcomed Hugh Swainson, Audit Partner from Buzzacott, who would d present the Post-audit report (Item 6) and assist with the presentation of the 2024/25 Annual Report and Financial Statements (Item 7).

ITEM 1A: APOLOGIES FOR ABSENCE

- Kate Barclay, Liz Chatman, Claire McCafferty and Grace Wade.

ITEM 1B: DECLARATIONS OF INTEREST

- Kit Davies declared that as well as being a Member and Trustee of the Hart Schools Trust, he was a member of the Board of WENTA, of the Stevenage Redevelopment Board and of the Hertfordshire Virtual School.

ITEM 1C: MINUTES OF THE PREVIOUS MEETING

- Minutes of the meeting held on 20 October 2025 were approved as an accurate record of proceedings.

ITEM 1D: MATTERS ARISING/ACTIONS

- Actions had been addressed as follows:

    - Set up the [Search and Governance] Committee and issue diary appointments. **Action under way**. Interview arrangements had taken priority to date but the committee would be set up shortly.

ITEM 2: RATIFICATION OF MATTERS AGREED BY CIRCULATION

- The Board members entitled to vote on senior post-holder remuneration had received a paper setting out the proposed performance reviews and associated performance bonus awards conducted by the Remuneration Committee in November and recommended to the Board by the Committee. The Board was required to approve these proposals under new guidance.

- The paper noted that the proposals had received support from all but one members of the Board entitled to vote and no negative response had been given. Accordingly, the proposals had been approved and the Board was invited to formally record that decision.

- **The Board confirmed its decision reached by circulation** to:

  - **accept the outcome of the performance review** of three senior postholders conducted by the Remuneration Committee: and

  - in the case of two senior postholders to **approve the payment of performance-related bonuses** in respect of 2024/25 in fulfilment of contractual terms.

ITEM 3: STUDENT GOVERNOR UPDATE

- In the absence of the Student Governor, Claire Anderson-Byrne reported on her behalf. A similar report had been made to the recent Quality & Curriculum Committee meeting.

- Governors were pleased to see that students wished to see more stretch and challenge in Personal and Academic Development (PAD) sessions and noted that the Deputy Head of Quality was working with Teaching and Learning coaches to support PAD tutors in extending their practice.

- The quality and extent of student voice feedback was commended; largely positive, it included some suggestions for improving the induction process – top provide more familiarisation with campus buildings and how student timetables worked. Some students needed more support than others. A buddy system paring new with experienced student reps was also being implemented?

Question: *What types of areas for improvement were being identified?* More vegetarian and healthy eating options had been requested from the catering team and new menus were being developed as a result.

Question: *How good a response had there been to the promotion of volunteering?* Numbers remained relatively low, but the project had revealed that some students were involved with the Youth Commission (which had not been known about before) and others participated in various community groups – again, information not previously collected. A student ambassador was promoting volunteering with Public Service students and this approach might form a model that could be applied more widely.

- **The Board accepted** the report.

- Claire Anderson-Byrne left the meeting.

ITEM 4: GOING CONCERN

- The circulated paper provided the Board with information to support a conclusion that the Hart Learning Group is and will continue to be a Going Concern for at least twelve months after the signature of the accounts. It had bee reviewed by the Audit Committee at its recent inquorate meeting; those members who had been present recommended it to the Board.

- Governors noted that the statement was relevant to the wholly-owned subsidiary of the college (Hart Employment Services Ltd). Buzzacott had confirmed that because the accounts of the subsidiary were consolidated into the Group accounts, the Going Concern statement applied to both.

- **The Board approved** the proposed Going Concern statement for 2024/25 **and authorised the Chair to sign it**.

ITEM 5: REGULARITY SELF-ASSESSMENT QUESTIONNAIRE (RSAQ) 2024/25

- This paper was prepared annually as part of the year-end process and provided a self-assessment of the extent to which the college had complied with regulatory and statutory expectations during the year. A copy was used by the auditors as part of their assurance review. The paper was completed by the Finance Director and Governance Professional and evidence to support the assessments made could be provided if required. The review was challenged internally and by the auditors and nothing had been found to conflict with the statements made.

- If approved by the Board, it would be signed by the CEO/Principal (as Accounting Officer) and the Chair.

- **The Board approved** the Regularity Self-assessment Questionnaire for 2024/25 and authorised the Accounting Officer and Chair to sign it.

ITEM 6: EXTERNAL AUDITORS POST-AUDIT REPORT

- The Board noted that the audit had been smooth and successful. Headlines were:

  - The best financial results achieved by the Group, including paying off the remaining commercial borrowing amount early and a forecast Financial Health Rating for 2024/25 of Outstanding (and the same for 2025/26).

  - A reasonable EBITDA position – despite the large dilapidations provision

  - A year-end surplus of £353k compared with a budgeted deficit of £150k.

- The auditors noted the remaining outstanding items (such as the Going Concern statement, signed RSAQ, Letter of Representation etc) which would be addressed following this meeting. No material adjustment had been needed to the numbers presented to the auditors, meaning that the college's approach to accounting was r robust and there was clear and consistent reporting.

- The audit team had checked that recommendations made in last year's audit had been addressed, and was satisfied that they had been. Two recommendations were made this year. The first concerned holding an audit trail to show that the perfectly appropriate process for checking changes in supplier details (to mitigate the risk of fraud) had been followed; the second concerned checking and updating the asset register to identify wholly depreciated items.

- The auditors had noted strong cash holdings at the year end, but also noted that this included restricted capital funds of c£7m. These funds had been excluded from consideration when ratio calculations were made. They had also noted that there were plans to spend these funds by 31 March 2026 (the deadline after which DfE clawback might take place).

- A substantial dilapidations provision [redacted] had been made; governors recognised that as a provision, this was an estimate – albeit one derived from an independent professional report – and so the final cost could be more or less than that allowed for.

- All income had been properly recognised. Ther auditors drew attention to the increased emphasis the Office for Students (OfS) had been placing on the quality of sub-contracted HE provision (and that the Group was winding down its partnership with CECOS to deliver some HE outcomes over the period to May 2027). This warranted monitoring but no accounting issues arose with these accounts.

- The Local Government Pension Scheme (LGPS) (which had to be covered in the accounts) was currently in surplus. As this was not a surplus that the Group could recover, it was restricted in the report to 'nil'. More significantly, the LGPS triennial valuation might result in a reduction in the level of employer contributions from 1 April 2026; information about this was currently being sent to participating employers.

- The proposed Letter of Representation was shared with the Board for their review. The assurances asked for were standard and nothing unusual or different was included; the Accounting Officer would sign on behalf of the Board if the Board was content for him to do so.

Question: *Had the Audit Committee also reviewed the Letter of Representation?* Yes, and it had been content to recommend that the Board authorise it be signed.

Question: *Was there a level of cash holdings above which regulators might become concerned?* There were other colleges that had more cash days in hand and no action had (to date) been taken or contemplated in respect of this. It was possible that future attitudes might be influenced by the academy trust sector – where reserves of more than 20% of annual funding were expected to be justified (eg because of planned future capital investment). But there were no restrictions on colleges at present.

- **Governors accepted** the external auditors Post-audit Report for 2024/25.

ITEM 7: 2024/25 ANNUAL REPORT AND FINANCIAL STATEMENTS

- As covered in the previous item, this year's report was strong and positive. The Audit Committee had considered the draft 2024/25 report and financial statements at its recent (inquorate) meeting and recommended it to the Board. Only minor non-material adjustments had been necessary to the figures provided to the auditors by the college indicating robust and accurate reporting.

- Governors thanked the auditors and the college's Finance team for delivering a smooth and successful audit process; management also deserved congratulation for achieving a much improved financial position while at the same time delivering better quality outcomes for learners. This was a real example of good practice in the FE sector.

- **The Board authorised** the Chair and CEO/Principal to sign the relevant pages of the 2024/25 Report and Accounts and (subject to any minor proof-reading adjustments needed) to submit the accounts to the regulator and publish it on the Group website.

Action: Arrange to publish the 2024/25 Annual Report and Financial Statements on the Group website.

- Hugh Swainson left the meeting.

ITEM 8: 2024/25 REMUNERATION REPORT

- This report was produced annually and used the guidance provided by the Association of Colleges (AoC) for structure and content. It provided information about the activities of the Remuneration Committee during the year, including details of the remuneration of the CEO/Principal.

- The contents of the report were incorporated into the Governance statement of the Annual Report and in Note 6 to the Financial Statements.

- Governors noted that as well as considering senior remuneration, the committee advised the CEO about all-staff pay award proposals for 2025/26, which resulted in the college adopting the Association of Colleges (AoC) recommendations for the year. This decision had just been announced and had been positively received.

- **The Board accepted** the 2024/25 Remuneration report.

ITEM 9: 2024/25 AUDIT COMMITTEE REPORT

- This report was prepared every year and summarised the activity of the Audit Committee during the year. It provided assurance to the Board that what was happening was being done in the right way. It also provided Opinions about:

    - the Group's audit arrangements, its framework of governance, risk management and control and its processes for securing economy, efficiency and effectiveness, the solvency of the institution and the safeguarding of its assets; and

    - that, on balance, the risk and control framework in 2024/25 was appropriate and acceptable.

- The Committee had confirmed that it was content with these Opinions and recommended the report to the Board.

- **The Board accepted** the 2024/25 Audit Committee report.

ITEM 10: CHIEF EXECUTIVE'S OVERVIEW

- Governors considered the report, which reflected on both a very strong 2024/25 outcome, as shown in the final report and accounts, and a good start to 2025/26. This meant that the Board could be aspirational in looking to the future. Good progress had been made with the marketplace project which would result in the opening of the Town Centre Campus (TCC) for the 2026/27 academic year. Capital works to spend the DfE Capital Grant allocation on condition improvements at the Hitchin and Stevenage campuses before the clawback deadline of 31 March 2026 were well in hand, and final arrangements for the short-term lease of the Fulton Close units were being made. The paper showed the final proposed rent and terms for Units 1 to 5 and for Unit 6, where

occupation would continue for five years. Exiting Units 1 to 5 would reduce rental costs by c£600k annually.

- However, there were complex and significant changes in the business environment in progress or proposed; the most substantial for the FE sector for some time. These included curriculum changes and political and structural changes in the policy and funding landscape.

- Curriculum change had been under way for a while but more was coming, for example, in the form of the proposed V-levels, shorter apprenticeships and smaller qualifications. How these would interact with funding was not yet clear. Opportunities there would be, but also the need to adapt to different circumstances.

- Political change would deliver a massive shift in existing relationships and structures and national policy was placing the FE sector as a key driver of social change. Local Government reform would probably see Hertfordshire's existing local Authorities combined into two covering the east and west. NHC would be within the expected boundary of the eastern authority together with Herts Regional College, while Oaklands would be within both east and west authorities, while West Herts would be in the western authority.

- To help respond to these major developments, and to develop capacity to take the Group forward and continue its improvement progress, the CEO considered that it was appropriate to review the current organisational structure to examine where new skills were needed (such as in areas like AI) both in curriculum teams and more immediately in corporate and support services teams.

Question: *What was the timescale for this review, and how could this be managed without unsettling people?* It was fully appreciated that keeping the Group moving in the right direction was crucial, but conversations about how the organisational structure should evolve would start in January with proposals being developed after the February half term with the aim of having them in place in time for the new academic year.

Question*: What was the expected scale of change?* It was not possible to be specific at this point; the business environment was changing significantly and there would be a range of impacts on corporate service functions. Curriculum teams would not be affected in the short term; only when the full plans for curriculum reform were determined could decisions be made. The first stage would look at procurement, management information and analysis and other business support functions.

Question: *Would additional resources be needed?* Possibly. Different experience and skillsets were likely to be needed.

Question: W*as the government confident that its proposals for V-levels could meet the needs of business better than BTECs?* V-levels were proposed to be smaller qualifications and the consultation period about this was still ongoing. There was the possibility that some larger qualifications would be retained where it was determined that these would serve the needs of employers better but there was also the prospect that combining smaller qualifications (such as science and IT for data analysis skills) would offer more flexibility and the option of better meeting individual requirements.

Question: *Had we done everything possible to prepare for curriculum reform?* Yes. Teams had already started to look ahead and plan in detail – although adjustments might be required once consultation processes had completed and the final details of reforms were announced (possibly by February 2026). Five models had been developed so far.

Question: *When would the final shape of local government reform become clear?* It was possible that the model of two unitary authorities covering East and West Hertfordshire might be implemented in 2028. Proposals for local government reform were in the public domain on a micro-site and feedback was welcome. However, the final decision had been left with national government as the local bodies could not reach a common position.

Question: *What did this option look like?* The current 11 local authorities covering Hertfordshire (including the County Council) would become two unitary authorities. Of the four Hertfordshire Colleges, NHC and Herts Regional College would be in the East Herts authority, West Herts College would be in the West Herts authority and Oaklands would be in both. NHC's Springboard provision in Watford would also give it a link to both authorities.

Question: *Was there any risk to the Town Centre Campus project as a result of this change?* No, that would be complete by July 2026.

Question: *Staff retention and recruitment had been an area of concern for the Group in the recent past; was that still a concern?* Staff turnover varied in different parts of the business reflecting conditions in the relevant craft sector, for example, and some roles were difficult to fill, an issue that was seen across the FE sector. Staff turnover had actually fallen over the past couple of years and there were no significant areas where stability was at risk. However, work was being done to improve the onboarding process. It was important to support staff to stay with the Group - although some turnover was necessary and healthy. Staff stability contributed to good student outcomes.

- The Board endorsed the proposed organisation structure review and looked forward to understanding how future changes would help the organisation get to where it wanted to be. Stakeholder engagement – including by members of the Board – would be vital following local government reform.

- **The Board accepted** the report and **supported** the CEO's forthcoming organisational structure review project.

ITEM 11: QUALITY & CURRICULUM COMMITTEE REPORT

- The recent meeting of the committee included a report on staff development priorities for 2025/26 which were clearly aligned with the Group's strategic priorities and directed towards the CEOs proposals for change which the Board had just considered. In addition to the draft Self-assessment Review (SAR) report, which the Committee recommended to the Board, this had been the main focus for the meeting as well as the standing reports.

- Overall, the Group had made a strong start to the year across all strands of delivery.

- **The Board accepted** the report.

ITEM 12: 2024/25 SELF-ASSESSMENT REVIEW REPORT

- This year's SAR report incorporated an Executive Summary setting out the key priorities and quality goals for the year, based on a relentless focus on improvement, supported by a clear staff development programme and culture of collaboration and inclusion. Support for students with additional needs remained a core value for the Group, and this provision continued to be assessed as Outstanding. Provision for Young People was also assessed in this report as Outstanding, as was the Key Judgement Area of Leadership and Management.

Question: *Given the very strong data in other areas (eg Adult Learning) should other areas be considered to be Outstanding?* There had undoubtedly been some very strong performances in other areas, but there was a need to improve consistency and address smaller elements of less good provision before such an assessment could be made securely.

Question: *How would the quality improvement plan reflect the conclusions of this SAR report?* The plan emphasised the continuation of the cultural transformation that had already borne fruit, to close the remaining consistency gaps.

- Governors were delighted with the strong outcomes and the clear strategic direction evident in the report, positioning the Group well in comparison to local and regional competitors. The report was clear, well-written and a recognisable description of performance across all areas of delivery.

Question: *What was holding back adult achievement rates?* It was important to be aware that most provision was achieving good results; only a small percentage was not where it should be. ESOL delivery was just below the mark and two accountancy groups (L2 and L3) needed improvement but very small numbers of learners were affected. That was not acceptable, but also not a major cause for concern. If these small inconsistencies were addressed, the judgement might be different.

- **The Board accepted with pleasure** the 2024/25 SAR Report.

ITEM 13: POLICIES REVIEW

- Governors considered proposed amendments to the Health and Safety Policy, which incorporated minor updates following legislative changes and changes to Fire Safety arrangements. It was had been considered and endorsed by the recent Health and Safety Committee meeting and was recommended to the Board.

- **The Board approved** the revised Health and Safety Policy.

Action: Publish the revised Health and Safety Policy on Sharepoint and the Group website.

ITEM 14: ANY OTHER BUSINESS

Plan One to one conversations with Board members

- The Chair reported that he had completed a programme of one-to-one conversations with Board members and could bring a report to the next meeting for discussion.

Action: Add report to the agenda for the next Board meeting.

ITEM 12: DATE OF NEXT MEETING

- **Monday 9 February 2026**, starting at 18.30, at the Stevenage campus (preceded by a Strategic Thinking session starting at c16.00).

ACTION LOG

Meeting	Minute Reference	Summary of Action	Who	When
15/09/25	9.	Set up the [Search and Governance] Committee and issue diary appointments.	Robert Dale	31/10/25
7.	10/12/25	Arrange to publish the 2024/25 Annual Report and Financial Statements on the Group website.	Robert Dale	31/12/25
13.	10/12/25	Publish the revised Health and Safety Policy on Sharepoint and the Group website.	Robert Dale	31/12/25
14.	10/12/25	Add report [of the Chair's one-to-one conversations with Board members to the agenda for the next Board meeting.	Robert Dale	31/12/25