

## MOULTON COLLEGE

### CORPORATION

#### Minutes of the Corporation meeting held on Thursday, 19 March 2026, 1.30am Higham Campus, Moulton College

<b>Present:</b>	David McVean	Independent Governor (Chair)
	Charles Matts	Independent Governor (Vice-Chair)
	Oliver Symons	Principal
	Alastair Thomson	Independent Governor
	Amanda Nicols	Independent Governor
	Andy MacCaig	Independent Governor
	Becky Bradshaw	Independent Governor
	Liz Male	Independent Governor
	Michelle Pledger	Independent Governor
	Mohamed Saeudy	Independent Governor
	Amy Griffiths	Staff Governor
	Karen Squires	Staff Governor
	Lilly Sherwin	Student Governor
<b>In attendance:</b>	Faye Williams	Vice Principal
	Alicia Bruce	Chief Operating Officer
	David Aldridge	Executive Director of Human Resources
	Catherine Duro	Head of Governance
	Tom Morrison	Stone King

#### **SECTION A – ROUTINE AND STANDING ITEMS:**

##### **Apologies for absence**

01. Apologies for absence were received from Pauline Hawkesford and Suzzanne Ijewski, Elaine Limond and Wiktor Bien. Mark Whitehouse absence was noted.

##### **Declarations of interest**

02. There were no declarations of interest.

##### **Minutes**

03. The minutes from the meeting held on 22 January 2026 were approved as a true and accurate record, with one spelling correction.

##### **Matters arising**

04. There were no actions due, that were not being addressed through the agenda.

#### **SECTION B – STRATEGY**

##### **CONFIDENTIAL – Strategic Update**

05. The board were reminded of the strategic context, options, opportunities, and risks which they had been discussed at length during the morning's development session.

The item was listed as confidential as it was not be shared beyond the board until a formal communication was agreed and published.

06. The Principal informed the Board that after careful consideration of the options a clear recommendation was being made. To create a c.£80m college, in one town covering all subject areas. Consistent with devolution.
07. Governors were asked to:
  1. Agree that merger with Northampton College is the preferred strategic option.
  2. Approve opening formal discussions with Northampton College.
  3. Approve development of a full merger business case and undertaking of a due diligence process.
08. The Chair endorsed the proposal. The desire to act at pace was shared. The organisations had both changed significantly since merger was considered 10 years ago. It was believed to be in the best interest of the college as a charity for a viable future. Questions were invited.
09. The detail within the timetable was queried. It was asked if this was communication to all stakeholders. The immediate communication plan was articulated; with confirmation both organisations would move at precisely the same time to communicate the exploration with key stakeholders.
10. A governor was generally supportive but offered a slight hesitation; asking was this dependent on the individuals around the table, the leaders, governors, and principals. Any future leadership coming into an organisation that is committed to a journey would be critical. Governors sought an early opportunity to meet with their board early to build relationships, and expectations. It was suggested that the initial vision was written down to return to when the final cession is to be made to check how well the outcome matches the initial vision, are we therefore comfortable to make the decision. We must understand how we bring this together to a joined up big picture vision as to what the new college will be. Important for strategy, communications, and relationships
11. A governor commented that they thought it was an opportunity to create something brilliant but needed both parties' full support. They asked if the timetable was achievable? The Board was informed that there was an absolute restriction that it could not be faster than 4 months, due to the requirement to consult on dissolution. It was advised that the end of the next academic year would be a reasonable proposal, but brings risk, including uncertainty and talent flight. Leaders want to move to deliver the new vision. Due diligence will impact on this timescale, once it begins it will be better understood. The legal options for which organisation dissolves were explained. December was possible but is the faster end of the scale. Governors need to retain and feel in control of the process. It is possible to irrevocably agree to merge at a later date, but why delay. Public consultation can be entered into 'subject to'. A governor reminded the board that in the past a full year was spent pondering merger. That time there was not well spent.
12. It was asked what our unique competitive advantage was and how do we meet our legal obligations and financial commitments in the new structure. The transfer of assets and liabilities was explained.
13. Supportive comments were made by a governor. Good for north and west Northamptonshire. Staff who have enabled Moulton to survive were commended. But it

was commented that stand alone we cannot make the investments or improvements that we wish.

14. Involve wider stakeholders, including opposition parties. The MoU already in place helps to demonstrate that we are moving with the grain.
15. The mechanics of coming together would be worked through. There needs to be care taken, there is strength in being two strong partners collaborating. The board needs to be careful to protect its autonomy and not move too quickly to a shadow board/steering group.
16. Until the transaction is completed, it is not certain. We must continue to work as an independent entity, we must continue working to develop and protect that. Whilst we hope and plan for merger we must continue as if it won't happen. A twin track approach was endorsed.
17. Merger should be recognised as a significant positive. The rhetoric across longer standing staff is that we 'survived' merger in the past and we must be cognisant of that in our communications, to ensure the positives are shared and understood.
18. The importance of keeping track of the questions being asked, an FAQ page, was highlighted.
19. The need for an operational risk register as to what the risks might be of things being delayed which due diligence is focused on, the potential postponement of some tenders and recruitment were flagged as immediate risks.

**20. Resolved at 14.25**

1. that merger with Northampton College is the preferred strategic option.
2. to approve opening formal discussions with Northampton College regarding exploring merger
3. the development of a full merger business case and undertaking of due diligence regarding merger with Northampton College

**Task and Finish Group – Paper J**

21. The board asked to be assured as soon as possible that the college had the capacity to oversee the merger process whilst maintaining current activity and that we have the right people in the right place to make this happen. **(Action OS)**
22. There was a request to review and monitor the workload for the committees, with the new People Committee and Governance Committee agreed for September it was asked how these fit together and that care be taken not to overload governors.
23. Concern was raised about a loss of control; we are an independent organisation. A shadow board risks that autonomy. If Northampton College mirrors what we are doing that would be positive but leaves an opportunity for the colleges to come together to collaborate. Potential structures were discussed; a shared working group was determined to be preferable to a shadow board.
24. Governors were assured that a flexible approach would remain. What is agreed today is mechanism for the immediate next steps. This can evolve and develop. It was confirmed that a shadow board, shared working body could not be established without reverting to this full board.

25. Governors asked to have sight of the communication plan and protocols. **(Action OS)**
26. A merger channel was requested so all can see the papers and progress. **(Action CD)**
27. The need for a merger risk register to review was agreed.

**Resolved: that the Task and Finish Group be approved with terms of reference provided.**

### **Strategic Ambitions**

28. The Board had undertaken a detailed review of the draft ambitions throughout the morning workshop. The Principal was asked to take away the feedback and circulate the final draft for approval by written resolution. These form an agreed ambition for the board to be referred to but remain subject to wider consultation at the appropriate time, before moving to become the new strategic plan. They would provide an ambitious backdrop to underpin merger conversations. **(Action OS/CD)**

### **Strategic risk management**

29. The risk register was shared. The audit chair was comfortable with the process and the risks as currently written. Though there is a known intention for a full review.
30. Asked how we will try to mitigate the risks of staff shortages. Current mitigating activities were detailed, and the potential impact of merger uncertainly discussed.
31. It was asked when the register would be reviewed. This risk register reflects the old strategic plan, and we are not yet moving to a new one. The risks of not delivering the approved strategic plan therefore remained relevant, though it needed to be ensured that additional risks and mitigations around merger were captured.
32. Each Committee chair was asked to review the risk register with their relevant executive team member– what are the key short-term risks. The risks may not change; the scoring and actions may change. A merger risk register must be grounded in our existing processes. It was agreed that we do not need to change the risk management strategy do that. **(Action CD/AB/FW)**

## **SECTION C – PERFORMANCE**

### **Balance Score Card**

33. The balance score card was reviewed.
34. The arrangements for English and maths were questioned, and the impact of the new structure on attendance discussed.
35. The staff sickness days were scrutinised. The variety of reasons were detailed, including an increase in waiting times for surgery and mental health related absences. The range of advice lines was explained but had not prevented a significant shift in trend. Some challenges in varied quality from agency staff. It was agreed that the focus must remain on permanent ongoing recruitment, not agency staff. A potential spike from merger uncertainty was recognised.

### **Governor Visits – Feedback**

36. Governors offered feedback from recent campus visits.

37. A governor attended the open day, staff and students were clearly engaged, positive and wanted to be there.
38. A governor had visited, culinary, business and sport. All found everyone to be happy and engaged.
39. A governor attended a learning walk, one highly effective, one a new member being observed for the first time and one in-between. Through this they felt able to assure the board that the process for observation is robust and effective.

## **SECTION D – ITEMS FOR APPROVAL**

### **Loan Facility Agreement**

40. The renegotiation, the security, impact on the capital owing and impact on cashflow were explained. A position was negotiated to return some capital if there was a land sale. We have committed to an annual update and will complete an estates strategy which we will provide if we have an agreement on the sale of the land and disposal strategy. The underlying principle is to repay the loan sooner if we have the means to do so.
41. There are no changes to the value of the loan. There are number of documents to be signed to enter into the **Amended and Restated Facility Agreement** transact the legal changes.
42. The Thomas Harrison Trust paper was tabled. The DFE require the Thomas Harison Trust to reconfirm that the security over land owned by the trust remains in place.
43. The background around The Thomas Harrison Trust was explained. Moulton College Group is made up of Moulton College and the Thomas Harrison Trust they are consolidated in our accounts. The trust is registered with the charity commission, some of our land is held in the name of the trust.
44. Congratulations were offered for the successful negotiations on behalf of the board.

### **45. Resolved that:**

- a) the terms of the Amendment and Restatement Agreement (ARA), subject to any such amendments as any person authorised to execute the same may in their absolute discretion approve, and the performance by Moulton of its obligations thereunder, be and are hereby approved;
- b) the terms of any other documents ancillary to, or to be entered into by Moulton in connection with, the ARA (the "Ancillary Documents"), (including the Authorised Signatory Certificate (appendix 1)), subject to any such amendments as any person authorised to execute the same may in their absolute discretion approve, and the performance by Moulton of its obligations thereunder, be and are approved;
- c) that the entry into the Transaction and entry into the ARA would be in Moulton's best interests;
- d) that the Transaction and the terms of the ARA:
- I. be and are approved;
  - II. are in accordance with and do not contravene Moulton's constitutional documents or any law or other obligation of Moulton and, in particular, no limit on the powers of Moulton or its members to borrow would be exceeded by Moulton entering into or performing its obligations under the ARA;

e) that Oliver Symons and Alicia Bruce (in their capacity as Principal and Chief Executive Officer and Chief Operating Officer respectively) are authorised to:

- I. execute and deliver the ARA and the Ancillary Documents (including the Authorised Signatory Certificate) with any amendments, variations or additions that they in their absolute discretion considers appropriate, and such authorisation includes the authority to execute the ARA and the Ancillary Documents by applying an electronic signature;
- II. issue and certify as true copies of the constitutional documents of Moulton and these resolutions;
- III. certify as true a copy of any other document which is to be delivered by the Moulton in connection with the ARA.

**46. Resolved** by Moulton College as sole Trustee of the Thomas Harrison Trust

- a) that the terms of the Amendment and Restatement Agreement (ARA), specifically that, without prejudice to the generality clause 5.1 each Obligor confirms that the Security Documents to which it is a party shall, at all times, be continuing security in respect of any obligations and liabilities purported to be secured thereunder notwithstanding the amendments and restatement of the Original Facility Agreement on the terms out in the agreement, subject to any such amendments as any person authorised to execute the same may in their absolute discretion approve, and the performance by Thomas Harrison Trust of its obligations thereunder, be and are hereby approved;
- b) that the entry into the Transaction and entry into the ARA would be in Thomas Harrison Trusts best interests.
- c) that the Transaction and the terms of the ARA:
  - I. be and are approved;
  - II. are in accordance with and do not contravene Thomas Harrison Trusts constitutional documents or any law or other obligation of Thomas Harrison Trust and,
- d) that Oliver Symons and Alicia Bruce (in their capacity as Principal and Chief Executive Officer and Chief Operating Officer respectively) are authorised to:
  - I. execute and deliver the ARA with any amendments, variations or additions that they in their absolute discretion considers appropriate, and such authorisation includes the authority to execute the ARA by applying an electronic signature;
  - II. issue and certify as true copies of the constitutional documents of Thomas Harrison Trust and these resolutions;
  - III. certify as true a copy of any other document which is to be delivered by the Thomas Harrison Trust in connection with the ARA.

**TUPE - LGPS Admission for Thomas Franks**

47. An agreement for our catering staff who were transferred to Thomas Franks (contract caterer) through TUPE to retain access to LGPS, was proposed. It was explained that this covers eleven people, who were our staff and transferred over. It was confirmed that any new staff recruited from now on will be on the Thomas Franks terms. Our liabilities were

questioned and explained that the liability was ringfenced to cover only the staff transferred.

- 48. Resolved** to approve the agreement for our catering staff who were transferred to Thomas Franks through TUPE to retain access to LGPS.

#### **Seal Use – ratification**

- 49. Resolved:** The use of the seal was ratified.

#### **SECTION E - Committee Recommendations**

50. Reports were received from the Chair of each Committee, with recommendations for Board approval.

#### **Finance and Resources Committee – 23 Feb 2026**

##### **South Lodge**

51. The background to the demolition of South Lodge was explained and governors assured of the scrutiny that had taken place. A governor assured the board they had challenged the proposal prior to the committee review. It was confirmed that investment in any repair would be too great.

- 52. Resolved** that the demolition of South Lodge be approved

##### **Audit Committee – 9 Mar 2026**

53. The papers were scrutinised in more detail as the Committee members had reviewed them but had the meeting had been inquorate.

##### **a) Data Protection Policy**

54. The amendments to the data protection policy were reviewed and agreed to be needed. It was asked how it connected to the AI Policy, and the potential recording of meetings etc for AI summaries. A review of the AI Policy was sought, with an ask that it be considered if staff and students need a different policy. **(Action CD)**

- 55. Resolved** that the policy be approved with a review of communication and publishing.

##### **b) Appointment of Auditors**

56. The appointment of internal and external audit partners was reviewed. It was advised that the contract extension be approved for both. With the merger discussions, it was felt to be most efficient to remain with partners who knew the college. It was confirmed that both contracts allowed for two, one-year extensions, this would be the first extension for each.

- 57. Resolved** that both the internal audit contract and the external audit contract be extended for one year.

#### **CQS Committee– 10 Mar 2026**

##### **HE Governance**

58. The need for an HE subcommittee had been reviewed. The Subcommittee was considered to have fulfilled its duty; the university is supporting the strategic direction,

and staff capacity has grown to ensure compliance. It was recommended that the subcommittee be disbanded and its work reintegrated to the wider CQS Committee.

59. Thanks were given to Elaine Limond for her leadership of the subcommittee.

**60. Resolved** that the HEBoS subcommittee be disbanded.

### **Search and Governance Committee– 12 Mar 2026**

#### **Committee memberships and chairs**

**61. Resolved** that the Committee appointments and Chairs be approved as recommended.

#### **Succession Planning**

62. The board supported the interviewing of the four candidates. The need to continue looking for strong candidate to chair the education committee was reiterated, ideally someone who has had classroom experience.

#### **Standing orders**

**63. Resolved** that the amendments to the standing orders be approved as proposed.

### **PART 2 – TO BE RECEIVED FOR INFORMATION AND COMMENT**

#### **SECTION F – COMMITTEE REPORTS**

64. Reports that had been scrutinised by Committee were received for information. Questions were invited.

#### **Finance and Resources Committee**

- a) Minutes 23 February 2026
- b) P6 Management Accounts

#### **Audit Committee –**

- a) Minutes 9 Mar 2026
- b) Health and Safety Report
- c) Internal Audit Reports

#### **CQS Committee meetings** held on

- a) Minutes 10 Mar 2026
- b) QIP updates
- c) Destination Report
- d) Safeguarding Update
- e) Student Positive Behaviour Policy

### **SECTION G – CLOSING ITEMS:**

#### **Any items of urgent business**

#### **Construction Skills Capacity Fund**

65. The background context was explained. Governors were informed that before any Construction Skills Capacity Fund bid is made the Corporation need to have considered the basis and support the rationale for the bid. Have been exploring what will that building do and what will it deliver. It was explained that we will also need employer support, as a contribution in kind: time, equipment etc. The cost plan is yet to be confirmed. Not

proposing to increase the college footprint but will need to demonstrate effective use of our space. Bids to £5m.

66. It was asked if Northampton College were putting in a bid as it would be sensible to consider how this would be perceived.

67. It was asked if we sought support from the MP, Mike Rader MP has been doing significant work around skills recently. It was recommended that we should show alignment.

68. **Resolved** that the submission of a Construction Skills Capacity Fund bid be supported.

**Date and time of next Meeting:** 2 July 2026 - tbc