

LUMINATE EDUCATION GROUP

MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON MONDAY 12 MAY 2025
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Board Members Present

Colin Booth (up to agenda item 15)	Group CEO
Andrew Chang (up to agenda item 11)	Governor
Matt Findull (via MS Teams)	Governor
Becky Hewitt	Governor
Julie Hyde	Governor
Richard Lee	Staff Governor
Cath Lennon	Governor
Carolyn Lord	Governor
Ken Morton	Governor
Shaik Qasim	Student Governor
Richard Shaw	Governor
John Toon	Governor and Chair of the Board

The quorum for the meeting was eight board members

Other Attendees

Bill Barton (via MS Teams)	Vice Chair, Leeds City College Board
Andrea Cowans (items 1-6 and 13)	Director of Student Life
June Dennis (via MS Teams)	Vice Chair, University Centre Leeds Board
Melanie Halstead	Director of Governance
Stuart Jolley (up to item 15)	Chief Financial Officer
Bill Jones (up to item 15)	Deputy CEO & Executive Principal
Tanya McCalmon (items 1-6)	Group Head of EDI
Andrew Roach	Vice Chair, Leeds City College Board
Gemma Simmons-Blench (up to item 15)	Deputy CEO Curriculum & Quality
Ann Marie Spry (up to item 15)	Group Vice Principal, Adults
Isabel Sutcliffe	Vice Chair, Harrogate College Board
David Warren (up to item 15)	Group Vice Principal, Development
Amanda Wilcox	Vice Chair, Leeds Conservatoire Board
Natalie Wilson (up to item 15)	Group Vice Principal, Curriculum & Skills
Joe Wilson (up to item 15)	Principal, Leeds Conservatoire

The meeting took place at the Leeds City College Printworks Campus and started at 2pm

MEETING ADMINISTRATION

1. Welcome, Introductions and Apologies for Absence

The Chair welcomed the Vice Chairs of group member boards to the meeting as observers and introductions were made. Apologies for absence were received from Jane Pither (Governor).

2. Determination of Observers/Attendees at the Meeting

The board agreed attendees/observers at the meeting as per the above attendance list.

3. Declaration of Interests in any Agenda Items

Governors were reminded of the requirement to declare their interest in any agenda items. Richard Shaw declared an interest in agenda item 13e (related party transaction) as the

owner of GenNorth and would withdraw from the meeting for that item of business. Other standing declarations as per the register of board members' interests were noted.

4. Minutes of the Meeting of the Board held on 16 December 2024 and Actions/Matters Arising from previous meetings

The board considered the draft minutes of its meeting held in December 2024 and reviewed the rolling list of actions and other matters arising from previous meetings, all of which had been or were on schedule to be completed.

RESOLVED:

That the minutes of the meeting of the board held on 16 December 2024 be approved as a true and accurate record and that these be signed by the Chair.

5. Communications

Chair's and CEO's Communications

The Chair reported back to the board on an investigation he had carried out following receipt of a complaint relating to a former governor, following which he had determined that no further action was required.

Governors were updated on matters relating to White Rose Academies Trust including the ongoing due diligence by the Trust Board to identify a preferred merger partner and the Employment Tribunal preliminary hearing scheduled for July.

The Chair informed governors of a recent letter from the DfE confirming the group's financial health score, a copy of which was available to view in BoardEffect.

Following the World Café event held in January, a refreshed Group Strategy was being consulted on and would be presented to the board for approval in July. Aligned to that, the 2025/26 strategic priorities identified at the Strategic Seminar in March appeared on the agenda for this meeting.

Thanks were expressed to all those involved in the FE Commissioner event hosted at the Printworks Campus in March.

Written Resolutions and/or Chair's Action

The board received a summary of written resolutions circulated and approved by governors since the previous board meeting. It was noted that the number of written resolutions during this period (ten in total) was in part attributable to the length of time between formal board meetings and was now expected to return to normal levels.

Update from SU President

The SU President reported on the outcome of the recent SU elections including the election of a new President for 2025/26 (Vwaire Ikwe); it was suggested that Vwaire be invited to attend the board meeting in July alongside the Student Governor as part of the handover process. The SU President also provided positive feedback from an All Party Parliamentary event held in April and the Leeds SU Network.

Feedback from Link Governors

The Safeguarding and SEND Link Governor advised that link governor arrangements for safeguarding were now in place at member board level and provided feedback from a meeting he had attended with the CEO and Leeds Learning Alliance to discuss locality working (family first initiative).

The Skills Link Governor provided feedback from a meeting of the newly formed Stakeholder Board held in February, reporting that the meeting had been very action

focused with stakeholders working together to prioritise key areas, one being shortage of teaching staff. The next meeting was scheduled for June.

STRATEGIC ITEMS OF BUSINESS

6. Equality, Diversity and Inclusion (EDI)

Annual EDI Report 2023/24

The Group Head of EDI introduced the Annual EDI Report. Forming part of the group's statutory and strategic commitment to EDI, the report had been redesigned to go beyond compliance and increase transparency, accessibility and engagement, with a stronger emphasis on storytelling, impact and alignment to the group's wider strategic objectives.

The board particularly welcomed and endorsed the opening remarks within the report and spent time discussing the progress made against the group's six EDI objectives, welcoming the many examples of impact across curriculum, policy, access and wellbeing. Governors also discussed:

- workforce demographic analysis, including age, disability, ethnicity, flexible working and gender representation;
- student demographics (gender, ethnicity, disability, deprivation) over three years;
- student outcomes and destinations, including areas of strength and challenge for specific groups.

In response to a question from governors the Group Head of EDI explained the plan to strengthen stakeholder engagement and extend partnerships using a collaborative rather than competitive approach, alongside the Leeds Anchors Network. Governors suggested that the Stakeholder and Employer Boards provided further opportunity to connect.

A discussion followed around the shift in politics and the opportunities this presents for Luminate as an educator, working collaboratively with the Students' Union. It was suggested that social mobility be incorporated into future EDI reports, this being a strategic objective of the group. It was also suggested that future reports would benefit from distinguishing more between those elements relating to students and those relating to staff.

The board took assurance that the group continued to make meaningful progress in embedding EDI. Governors welcomed the openness around areas for improvement which included digital accessibility, data gaps and leadership representation with recommendations for future action structured around students and systems. In response to a question from the board around resourcing, the Group Head of EDI expressed confidence that the group could achieve much of what it needed to achieve without significant additional funding.

EDI Strategy Mid-Year Update

At its meeting in October 2024 the board had discussed and approved the Group EDI Strategy 2024-27 and requested that a mid-year update against the strategy be presented in May 2025. The Group Head of EDI now presented this mid-year update, reporting that significant progress had been made across all strategic aims within the strategy.

Governors were pleased to note that governance, systems, and structures had been strengthened and stakeholder engagement deepened at both leadership and operational levels. Data collection and use had matured, informing decision-making and cultural change, and communications had evolved to be more strategic, transparent and human-centred. Overall, the board was satisfied that EDI was increasingly embedded as a core enabler of strategic and cultural development across the group. Governors went on to discuss the next steps which included finalising and launching the new group-wide EDI Policy, Charter and Toolkit, embedding EDI Champions into local governance structures

and strengthening strategic external partnerships. The Group Head of EDI reported that developing and implementing student-facing EDI priorities remained a key focus, including improved visibility of student voice, more inclusive curriculum practice and targeted initiatives to reduce attainment and progression gaps across underrepresented groups.

7. Review of Group Risk Register

In considering the latest iteration of the group risk register the board focused its discussion on two new risks which had been added relating to (i) potential industrial unrest as a result of cost of living crisis and the group's ability to respond sufficiently and (ii) poor reputation with the DfE Capital Team. It was noted that the former had previously been removed as a risk but had now been re-added due to increases in inflation and delayed decisions regarding staff pay. The latter had been added at the request of the board following the DfE's recent decision to withdraw grant funding for one of the group's capital projects. It was noted that whilst the 2024/25 staff pay award of 3% had been implemented, the group had been unable to confirm/communicate to staff the value of the proposed non-consolidated award as the detail of additional funding was awaited.

A risk relating to the Harrogate College judicial review had a green net risk score but in light of the current position governors asked that this be increased to amber. Governors supported a proposal to remove a risk relating to FE student outcomes; due to focused work in raising standards across curriculum departments and following the recent Ofsted inspection, this was no longer considered a risk to the group.

Emerging risks identified included staff restructuring, the transition to a new CEO and the impact of the delayed sale of College House; it was agreed that these be considered as part of the next iteration of the risk register. In response to a query around cyber security and resilience, particularly in exam season, the Deputy CEO Curriculum & Quality advised that a recent internal audit had provided substantial assurance; it was confirmed that the resulting report would be presented at the next Audit Committee meeting.

RESOLVED:

To approve the current iteration of the group risk register, subject to the one change requested by the board as detailed above.

8. Key Issues, Risks and Recommendations arising from Group Member Boards

The respective chairs and/or senior leaders provided feedback from recent meetings of the FE College Boards, the University Centre Leeds (UCLeeds) Board and the Leeds Conservatoire (LC) Board, with a particular emphasis on any key risks identified. Having noted that the Planning Committee's consideration of the Harrogate College new build had been delayed until the end of May, the board reaffirmed its ongoing support and commitment to the project. Two amendments to the HE Fees and Refunds Policy were recommended by the UCLeeds Board; these related to the payment plan schedule, moving from six to three instalments for self-funded students, and four new scholarships to be offered as fee waivers.

A new risk had been identified at LC relating to a number of students with mobility issues without Personal Emergency Evacuation Plans (PEEPs), due to lack of clarity regarding responsibility for these plans following the centralisation of the health and safety service. In response to a question from governors, the Principal of LC advised that whilst this risk had not yet been fully addressed, students requiring support had been identified. A risk was also highlighted related to transference of email addresses resulting in a temporary loss of the @lcm suffix used by LC; the Principal of LC confirmed that progress had been made to address this since the LC board meeting. The Chair of the LC Board informed governors of a collective grievance appeal she had heard the previous week, noting that the Trade Union were also seeking confirmation of intention to harmonise contracts and terms and conditions across the group.

RESOLVED:

To approve the amendments to the 2025/26 Fees and Refunds Policy, as recommended by the UCLeeds Board and detailed within the circulated report.

9. Group Strategic Priorities 2025/26

A longlist of strategic priorities for 2025/26 had been debated by the board during its strategic seminar in March and based on those discussions a final shortlist was now presented for approval. It was confirmed that a suggestion from the 2025 World Café relating to NEETs and meeting demand was covered within the proposed priorities.

RESOLVED:

To approve the proposed strategic priorities and link governors for 2025/26.

10. Annual Accountability Statement 2025/26

The board considered the group's draft Accountability Statement for the academic year 2025/26. It was confirmed that the approach taken to develop this had been discussed and endorsed by each of the member boards and, at their suggestion, would be shared with the Stakeholder Board to inform its discussion of specifics around priority areas. Governors welcomed the way in which the educational character of the group had been used to set the scene within the proposed Accountability Statement. In response to a question from the board around financial modelling and resourcing to achieve the proposed targets, the Group Vice Principal Adults explained the bottom up process of target setting through the business planning process which included modelling of costs/staffing.

RESOLVED:

To approve the Luminate Education Group Accountability Agreement for 2025/26 and that the Chair sign the necessary statement on behalf of the Corporation.

RECURRING BUSINESS

11. Quality of Education

Strategic and Operational Development Plan (SODP) Mid-Year Update

As previously requested by the board, the Deputy CEO Curriculum & Quality presented a mid-year update against the agreed strategic and operational development plan, focusing on those areas identified at the start of the year as presenting the highest level of challenge or risk for 2024/25. Governors focused on the targets reported to be at risk of not being met, including:

- the Leeds City College (LCC) target of 'outstanding' for 2024/25 which was reported to be at risk due to Engineering at Printworks and Supported Engagement Programmes at Park Lane, with both likely to remain in Rapid Improvement Planning into 2025/26;
- the overall achievement rate target for Keighley College due to concerns with Apprenticeships in Trade subjects;
- A Level Value Added scores at LCC due to inaccurate predictions within STEM subjects;
- staff satisfaction targets at Leeds Conservatoire (LC) due to staff restructures, the inability to backdate the pay award for those on Luminate contracts, the lack of pay award for LC staff and the implementation of charges for parking permits across the group.

The board asked about the actions being taken to drive the necessary improvements. The Deputy CEO advised that significant progress had been made in moving the curriculum

departments in Requires Improvement (RI) and Inadequate to Good and RI and a clear improvement plan in place for the 6th Form showed evidence of progress in all areas.

Governors noted that within University Centre Leeds (UCLeeds) applications received and offers made had increased significantly during this recruitment cycle, however the conversion rates between offers and firm acceptances remained similar to that seen for the 2024/25 recruitment cycle. Linked to this, it was reported that Level 5 to Level 6 automatic progression offers and communications had been distributed to UCLeeds students, the aim being to increase Level 6 firm acceptances onto Top Up provision. Internal progression targets were also being set by FE Heads of Department with a range of activities planned to support this.

Governors were satisfied with the progress reported but acknowledged remaining challenges/risk. The Deputy CEO undertook to present an analysis of performance against the high level targets set in the SODP at the October board meeting, with performance BRAG rated against national benchmarks where they exist.

Key Ofsted Findings 2025

The Deputy CEO Curriculum & Quality presented a summary of the key findings from the recent Ofsted inspection, the full report having already been shared with governors. It was confirmed that actions to address the areas for improvement had been added to the relevant Quality Improvement Plans.

12. Financial Performance

Finance Committee

The board received a paper providing feedback from a meeting of the Finance Committee held in March. Significant items of business considered by the committee appeared separately on the agenda for this board meeting.

In order to ensure completion of the Pudsey Sixth Form College project on time, a request for £236k (above the £14.2m total value) of additional funding had been made via the Finance and Property Strategy committees and was recommended for board approval. If agreed, the maximum approved expenditure for the project would increase to £14.44m. In response to a query from governors it was confirmed that the increase would be funded from underspend and contingency on other capital projects. In response to a question about student recruitment at Pudsey Sixth Form College for September 2025, the Deputy CEO & Executive Principal advised that the college expected to achieve between 150 and 200, with 190 included in the business plan for year one.

RESOLVED:

To formally agree a £236k overspend against the original board approved budget of £14.2m for the Pudsey Sixth Form College project.

Financial Position and Forecast 2024/25 including Cashflow Forecast

Governors considered the financial position for the year to 31 March 2025 and the forecast for 2024/25. EBITDA was reported to be £3.9m as at 31 March 2025, with an adverse variance of £1.5m compared to the year-to date planned EBITDA. The Q2 EBITDA forecast was £0.3m lower than budget.

The cash balance as at 31 March 2025 was £6.9m which equated to 19 cash days. This position was £5.2m favourable to the Q2 cashflow forecast of £1.7m at the end of February. The positive variation was in the main driven by earlier than planned drawdown of grant and loan on the capital projects to meet the DfE year end deadlines and the associated payments to contractors not being due until April.

Review of Group Financial Objectives

The Chief Financial Officer (CFO) reported that the reduction in cash balances since 2023 had meant that the group had consistently failed to meet the financial objectives associated with cash balances for some time although the cash balances continued to be closely monitored and managed. The cash position was expected to begin to recover during 2025 and to be restored to a more acceptable level following the sale of College House in summer 2026. As such the group's current objectives for cash days and year end cash balances were not expected to be achieved in the short term but should be achieved over the medium term.

It was not proposed to materially change the existing financial objectives other than to replace the word 'will' with 'should' in the two cash related objectives. The Finance Committee had considered the proposed objectives at its meeting in March and agreed to recommend them for approval by the board. Following a discussion around the proposed change in wording for the two cash related objectives, governors supported the recommended approach on the basis that the wording would revert back as soon as possible.

RESOLVED:

To approve the revised financial objectives, as recommended by the Finance Committee and detailed within the circulated report.

13. Curriculum, Student Growth and Property Strategy

Property Strategy Committee

The Chair of the Property Strategy Committee (PSC) presented a paper providing feedback from a meeting of the committee held in March. Significant items of business considered by the committee appeared separately on the agenda for this board meeting.

Temple Newsam Project

The board considered a paper detailing the current status of the Temple Newsam project following receipt of planning consent in November 2024 and discussed at length an emerging challenge around the project programme and funding. It was noted that the late completion of the project required submission of a request to the DfE for a further extension of time to draw down the grant and loan funding. The CEO advised that there was a reasonable chance that this would be approved, but this was not certain and therefore presented a risk that the DfE may reject the scope change and withdraw the associated grant and loan funding. In response to a question from governors the Group Vice Principal Development confirmed that no student space would be lost as a result of removing Rose Lodge from the project scope.

Having considered the information presented, governors supported the direction of travel as detailed within the circulated report and in particular:

RESOLVED:

- (a) To note that the submission of a change request to the DfE for the Temple Newsam project asking for an extension of the loan and grant draw down deadline to 31 March 2026 may result in a refusal and, if that was the case, the likelihood of cancelling the project.
- (b) To note that if the DfE accepts the change request for a loan and grant draw down deadline of 31 March 2026, and the group is able to confirm a contract with Triton that delivers the project at or below the original board approved budget, the board would likely be asked to approve entering into the construction contract with Triton via Luminate Property Development Company Ltd.

- (c) To note that if board approval is given to enter into a construction contract with Triton, board approval would be sought to sign the lease agreement with Leeds City Council at the same time.

Livingstone House Update

In December 2024 the board had agreed to progress with the acquisition of Livingstone House via a lease for 12 months with an option to purchase and in March Luminate appointed an architect and multi-disciplinary team to complete design and cost estimates with RIBA Stage 2 designs and costs for the project expected to be available by the end of May 2025.

Governors were reminded that £10m of skills capital funding had been allocated to Leeds Local Authority in April to deal with rising numbers of 16 to 19 year olds in education and Luminate was therefore aiming to secure as much of this funding as possible for the purchase and fit out of Livingstone House. The CEO advised that £10m was a long way from the capital investment required to provide the additional full time places for 16 to 18 year old FE students needed in Leeds, also noting that Leeds also has a high proportion of 19 to 21 year olds who are NEET.

It was reported that as part of the 'Get Britain Working' white paper, the government's 'Youth Guarantee' aims to support 18 to 21 year olds to access apprenticeships, training and employment support. The 'Youth Guarantee' is being led from the Department for Culture, Media and Sport and has been launched in 8 'Youth Guarantee Trailblazer Areas'. Implicit within the 'Youth Guarantee' is that 18 to 21 year olds can be supported to access training. The CEO advised governors that if increased revenue becomes available for colleges to provide education or training, the current position in Leeds is that there would be insufficient physical capacity to respond. He therefore recommended that the Luminate and Leeds City College boards write to the CEO of Leeds City Council advising that he responds formally to the Secretary of State for Education welcoming the £10m whilst highlighting that this funding would fall significantly short of enabling the LA to meet further education capacity challenges in Leeds.

The board went on to discuss the risk of progressing the option to purchase the long lease for Livingstone House and all design and consultancy costs but then not being able to follow through with the purchase and fit out the building. The CEO reported that in this worst case scenario, the investment at risk would be between £400k and £500k. It was accepted that if the group is not in a position to purchase the building by early 2026, the board should make a decision to terminate the project.

RESOLVED:

- (a) To note that up to £500k of Luminate cash is being put at risk to create an opportunity to purchase and develop Livingstone House;
- (b) To support the proposal that the board writes to the CEO of Leeds City Council;
- (c) To support the Phase 1 followed by Phase 2 approach to the project as detailed within the circulated report, that being to purchase the long lease for Livingstone House and then fit out the building as a 'Health Sciences Academy' with a capacity for up to 1,500 full time students;
- (d) To support sharing the content of the circulated report directly with Leeds City Council. (It was also suggested that the Livingstone House options appraisal considered by the PSC be shared with the LA to inform their decision making.)

Heat Sale Agreement and Substation Land Transfer – Mabgate

The Group Vice Principal Development presented a paper seeking board approval to enter into two agreements relating to the supply of heat and energy to the new Mabgate buildings currently under construction. The first recommendation was to enter into a Heat Sale Agreement with Leeds City Council to connect the new Enfield Centre and University Centre buildings to the Leeds District Heating Network (DHN). It was reported that as a

council owned asset, the only route to securing these services was through a single source procurement route. The second recommendation related to the need for a small land transfer at Mabgate for the new electrical infrastructure (substation) being installed to serve the Mabgate site. It was reported that the land value for this transfer was a nominal amount of £1. In response to a question from the board, the Vice Principal confirmed that there were no site access issues associated with these proposals.

RESOLVED:

- (a) To agree that Luminate Education Group enters into a Heat Sale Agreement with Leeds City Council via a single source procurement route, as detailed within the circulated report.
- (b) To approve the substation land transfer with MUA Electricity Ltd and Northern Power Grid.

Related Party Transaction – R Shaw (Governor) withdrew from the meeting for this item

The board received a proposal for Luminate to continue to contract with GenNorth for the provision of project management services to support major capital projects currently underway as part of the group property strategy. As GenNorth is wholly owned by a Luminate governor (trustee), formal approval from the board was required. It was noted that Section 185 of the Charities Act allows charities to pay trustees for additional goods or services they provide to their charity over and above their normal trustee duties, subject to the following conditions:

- the board manages the conflict of interest by making sure that the affected governor/trustee takes no part in any meeting or discussion affecting their own payment or potential payment;
- the board is satisfied that paying the governor/trustee for those services would be in the interests of the charity, and the level of payment is reasonable;
- a written agreement specifying the amount to be paid;
- less than half of the governing body are (or are connected with people) receiving payments or benefits of any kind from the charity; and
- the governing document does not expressly forbid the payment.

Having considered the above conditions, the rationale for the proposed appointment, and the procurement route detailed within the circulated report, the board agreed the proposed variations to the existing contract with GenNorth for consultancy support for capital projects, and specifically:

RESOLVED:

To increase the value of the contract from £650k to £900k and to extend the timescale for the contract through to 31 October 2026.

14. Audit and Assurance

The Vice Chair of the Audit Committee presented a paper providing feedback from a meeting of the committee held in April. It was reported that following the withdrawal of grant funding by the DfE, the Audit Committee had commissioned the group's internal auditors to carry out a post-project review of the Park Lane C Block project, the outcome of which would be shared with the board in due course. Following a positive review of the performance of Forvis Mazars as external auditors to the group, the committee had agreed to recommend that they be re-appointed to cover the 2024/25 external audit. In doing so the committee had suggested that the fee relating to Leeds Conservatoire be negotiated and, subsequent to the meeting, this had been reduced. The group data protection policy and procedures had been reviewed and updated to include the Data Use and Access Bill (DUA Bill) and was now recommended for approval by the board.

RESOLVED:

- (a) To approve the reappointment of Forvis Mazars as external auditors to the group to cover the 2024/25 external audit.
- (b) To approve the updated group data protection policy and procedures.

ANY OTHER BUSINESS

Managing Organisational Change Policy

The board was asked to approve an amendment to the Group's Managing Organisational Change Policy, as follows:

"Pay protection only applies if you accept or are appointed to a role which is one grade lower than your current grade" to be amended to read "Pay protection only applies if you accept or are appointed to a role which is one grade lower than your current grade (two spine points for those on a spot salary)"

The Deputy CEO & Executive Principal explained that the reason for this request was that the group now had more staff on spot points and therefore needed clarity in the wording. In response to a question from governors the Deputy CEO advised that the financial impact of the proposed change was minimal.

RESOLVED:

To approve in principle the proposed amendment to the Group's Managing Organisational Change Policy as outlined above, subject to the full policy being presented to the next board meeting for review.

CONFIDENTIAL BUSINESS

Confidential Minutes of the Meeting of the Board held on 16 December 2024

RESOLVED:

That the confidential minutes of the meeting of the board held on 16 December 2024 be approved as a true and accurate record and that these be signed by the Chair.

Update on CEO Recruitment Process

The board received an update on the ongoing recruitment process noting that longlisting had taken place the previous week with shortlisting scheduled for the following week and the final selection process scheduled for 2 June. It was confirmed that a special (extraordinary) board meeting would be held at 6pm on 2 June for the board to receive the selection panel's recommendation on appointment.

The meeting closed at 5.32pm

Signed: (Chair)

Date: