

LUMINATE EDUCATION GROUP

MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON MONDAY 27 APRIL 2026

Board Members Present

Bill Barton (from agenda item 8)	Governor
Andrew Chang	Governor
Becky Hewitt	Governor
Julie Hyde	Governor and Chair Designate
Vwaire Ikwe	SU President and Student Governor
Bill Jones	Group CEO
Richard Lee	Staff Governor
Cath Lennon	Governor
Carolyn Lord	Governor
Ken Morton	Governor
Jane Pither	Governor

The quorum for the meeting was nine board members

Other Attendees

Diana Bird	Executive Principal, Leeds City College
Andrea Cowans (agenda item 9 only)	Director of Student Life
Melanie Halstead	Director of Governance
Stuart Jolley	Chief Financial Officer (CFO)
Gemma Simmons-Blench	Deputy CEO
Isabel Sutcliffe	Vice Chair, Harrogate College Board
Chris Thornton (agenda item 8 only)	Director of Inclusive Provision and SEND
David Warren	Group Vice Principal Development
Joe Wilson	Principal, Leeds Conservatoire
Natalie Wilson	Group Vice Principal Skills

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

MEETING ADMINISTRATION

1. Welcome and Apologies for Absence

It was noted that apologies for absence had been received from John Toon (Chair of Governors); Julie Hyde (Chair Designate) had agreed to chair the meeting in his absence. Apologies for absence were also received from June Dennis, Matt Findull and Richard Shaw (Governors), Mala Dhillon (Group Director of People, Development & Culture) and Ann Marie Spry (Group Vice Principal Adults).

The Chair welcomed Diana Bird (Executive Principal, Leeds City College) to her first formal meeting of the board.

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. In relation to agenda item 10 (Strategic Alliance with Leeds Beckett University), Andrew Chang declared his ongoing governance role at York St John University. Other standing declarations as per the register of board members' interests were also noted.

4. Minutes of the Meeting of the Board held on 15 December 2025 and Actions/Matters Arising from previous meetings

The board considered the draft minutes of its meeting held in December 2025 and reviewed the rolling list of actions and other matters arising from previous meetings. There were no outstanding actions or matters arising from previous meetings that were not covered elsewhere on the agenda for this meeting.

RESOLVED:

That the minutes (including confidential minutes) of the meeting of the board held on 15 December 2025 be approved as a true and accurate record and that these be signed by the Chair.

5. Communications

Chair's and CEO's Communications

Governors were briefed on matters discussed at the group's annual strategic conversation with the DfE held on 9 March 2026 including the strengths, opportunities, challenges and risks identified and the group's responsiveness to local and national priorities. Governors were also updated on the White Rose Academies Trust (WRAT) recruitment process for a new CEO and CFO and were informed of an application to the Court of Appeal following the Employment Appeal Tribunal hearing held in January 2026. The CEO also provided feedback from his recent meeting with the Regional Schools Commissioner at which it was agreed that the preferred option was for Luminate to continue as sponsor of WRAT for the time being and governors went on to discuss the benefits of this to both the Trust and Luminate.

Written Resolutions and/or Chair's Action

Three written resolutions had been circulated and approved between board meetings; these related to (i) appointments to the WRAT board of directors/trustees (ii) the Livingstone House long leasehold interest and associated deed of variation and (iii) implementation of a 2.5% staff pay award from 1 April 2026, bringing the combined pay award for 2025/26 to 4.5%. With regard to the latter, a number of governors commented that an extraordinary board meeting would have been preferable to the use of a written resolution on that particular matter, enabling the sharing of views to support more informed decision making. The Director of Governance provided an update on the exploratory work taking place around the use of the governance portal (BoardEffect) for written resolutions.

Update from Students' Union (SU) President

The SU President updated governors on recent and planned SU activity, including the 'Big Conversation' attended by approximately 250 students and the recent SU elections which saw an increase in the number of votes, demonstrating strong student democracy and participation across the group. The board thanked her for the work she had carried out during her tenure as SU President.

Feedback from Link Governors

The link governor for SEND and Safeguarding briefed the board on the multiple lines of sight in these key areas with link governor roles in place at member board level.

Feedback from Stakeholder Board

The Chair Designate provided positive feedback from a meeting of the Stakeholder Board held in February 2026, commenting on how it was supporting the skills agenda and successfully creating a hub for networking locally. The next meeting would be held in June.

Other General Communications

Feedback was provided from the following recent training/events attended by governors:

- Visit to 14-16 Academy
- Trauma Informed Practice Training

- EDI Training – using equality impact assessments to make more inclusive decisions

It was noted that the resources from a wide range of training events and webinars attended by governors and/or members of the governance team were available to all board members via a dedicated section within the governance portal.

STRATEGIC ITEMS OF BUSINESS

6. Review of Group Risk Register and any Emerging Risks/Issues

No new risks had been added to the group risk register since the previous board meeting but at its meeting in March 2026 the Audit Committee had asked that security at Mabgate and partnership arrangements be identified as emerging risks. In response to questions from the board, the Group Vice Principal Development outlined the additional measures introduced at Mabgate to increase security. A brief discussion took place around whether a specific risk around safeguarding should be added to the risk register but, having considered the detail and reflecting on their recent training, governors concurred that it was sufficiently integrated. It was suggested that Validera be requested to highlight within their reports any safeguarding issues identified during their internal audit work.

RESOLVED:

To approve the current iteration of the group risk register and the mitigating actions in place and planned by management.

7. 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. The Executive Principal reported on a recent meeting with the Mayor of West Yorkshire at which the opportunity had been taken to discuss student transport issues. The Harrogate College Board had benefited from a detailed discussion around the college's educational character in the context of the new build. Leeds Conservatoire had been encouraged to reapply for the Lifelong Learning Entitlement (LLE) following its previous unsuccessful application. Ongoing industrial relations challenges at Leeds Conservatoire were also highlighted with governors noting that this was likely to continue in light of the Curriculum 2026 project and the trade unions' rejection of the 2025/26 pay offer.

8. Special Education Needs and Disabilities (SEND)

The Director of Inclusive Provision and SEND delivered a presentation on the SEND reforms and the board went on to discuss the likely impact on Luminate Education Group. Governors highlighted the intersectionality between SEND and safeguarding and the importance of not losing sight of that. Governors also commented that the language of SEND was becoming the language of inclusion and agreed that this should be embraced. In response to a question from governors, the Director of Inclusive Provision and SEND identified the need to run two systems for a number of years as being a particular challenge for the group. In response to a further question around the benefits to learners, the Director of Inclusive Provision and SEND advised that moving everything closer to the learner, including decision making with less bureaucracy would be particularly beneficial.

Governors also considered the latest version of the Luminate SEND Policy which, subject to board approval, would be implemented for the remainder of 2025/26 and throughout the academic year 2026/27. It was reported that feedback from the SEND link governor had been used to strengthen the language of the appendix and future updates to the policy would include new national SEND reforms as they are implemented. The policy set out Luminate's commitment to going beyond basic legal rules, putting learners with Special Educational Needs and Disabilities (SEND) at the centre of planning to provide a safe, welcoming place where they feel they belong and can aim high for their life after college.

The policy clearly shows how Luminate meets its legal requirements under the Children and Families Act 2014, the SEND Code of Practice, the Equality Act 2010, and Keeping Children Safe in Education. Specific feedback from governors which the Director of Inclusive Provision and SEND undertook to address included:

- There being only one mention of 'parent' within the policy and whether it would be beneficial to make more parent/family centric; and
- There being lots of 'onboarding' but not 'offboarding' within the policy.

RESOLVED:

To approve the SEND Policy subject to the refinements suggested by governors as summarised above.

9. Equality, Diversity and Inclusion (EDI)

The board reviewed a proposed group wide EDI Policy for Luminate Education Group, providing a consistent governance framework for equality, diversity and inclusion across the group and supporting the delivery of the 2024-27 Group EDI Strategy. The proposed policy aimed to clarify organisational responsibilities, strengthen shared accountability and embed mechanisms such as Equality Impact Assessments and data-informed monitoring to support evidence-based decision making. The policy would also support the group in meeting its duties under the Equality Act 2010, including the Public Sector Equality Duty. Governors supported the aim of simplification, noting that this was a work in progress, and suggested that a light-touch review of the policy be carried out in 12 months, possibly moving to a three-yearly review cycle thereafter to tie in with the review of EDI objectives.

The Director of Student Life presented the EDI Annual Report 2024/25. Governors welcomed the report and suggested that it be presented earlier in future years to enable board input prior to its publication. Governors also suggested ways in which to bring the report to life for different audiences through, for example, the use of case studies.

RESOLVED:

To approve the EDI Policy as presented subject to a further review in 12 months.

10. Strategic Alliance between Leeds Beckett University and Luminate Education Group

At its meeting in December 2025 and strategic seminar in early March 2026, the board had discussed and endorsed exploring several options for a closer strategic partnership with Leeds Beckett University (LBU) ranging from a memorandum of understanding to a more formal and legally binding federation type model, whilst making clear that anything beyond that, such as merger, was not being considered.

The approach from LBU to Luminate to explore this was stimulated partly by the Post-16 Education and Skills White Paper (published October 2025), which clarifies expectations around collaboration between further education (FE) and higher education (HE). It identifies a need for learners to be able to move more easily between levels and for local providers to work more closely to 'create a compelling regional offer that supports students and drives growth'. It was also partly influenced by Radical Collaboration: A Playbook, published in July 2025 as one of the key outputs of a Universities UK taskforce to look at opportunities for universities to save costs and transform their operations through collaboration. The consideration of a deeper partnership between Luminate and LBU anticipated these changes and sought to leverage mutual advantages that benefit students, staff and stakeholders as well as better meet local skills needs and other regional priorities. Both boards initially discussed a range of potential benefits, as well as risks, of a closer partnership and several areas were identified as workstreams that leaders from each partner would explore. The CEO now introduced a paper detailing the progress to date on the identified initial workstreams and seeking the board's approval to form a strategic alliance.

The proposed strategic alliance model was designed to promote collaboration and strategic alignment while preserving the autonomy and legal independence of each partner. A joint steering group would oversee the partnership and these could be informally connected via membership of the respective Governing Bodies of Luminate and LBU.

In response to a question from the board, the CFO explained the due diligence carried out which included scrutiny of accounts. In response to a further question, the CEO advised that whilst the strength of the alliance is that it is two organisations working together, it did not prevent Luminate from entering into similar partnership arrangements with other institutions. At the request of governors, the CEO also provided an overview of planned stakeholder communications. In response to a question from the SU President/Student Governor, the CEO outlined the potential benefits to learners.

In considering the draft Compact and Steering Group Terms of Reference, governors suggested that membership of the steering group be expanded to include the Director of People, Culture & Development and the SU President.

RESOLVED:

- (a) To approve the proposed strategic alliance between Leeds Beckett University and Luminate Education Group as detailed within the circulated report.
- (b) To approve the draft Compact, with any final changes being approved by the CEO.
- (c) To approve the draft Steering Group Terms of Reference subject to the additional members suggested by the board and any final changes being approved by the CEO.

RECURRING BUSINESS

11. Quality of Education

Strategic and Operational Development Plan 2025/26 – Mid Year Update

The Deputy CEO presented a paper analysing the performance against the areas identified as the highest level of challenge or risk in the Luminate Group 2025/26 Strategic and Operational Development Plan (SODP).

It was reported that the target of 'Strong' for Keighley College (KC) and Leeds City College (LCC) for Skills in the self-assessment against the Ofsted framework was now predicted to be 'Expected', reflecting the further work needed to fully embed and develop employers' input on design and delivery of the curriculum and creating an inclusive approach.

Having heard that Harrogate College (HC) may not hit its targets for Maths and English based on the results of the GCSE mock examinations, governors sought and received confirmation that interventions had taken place during the Easter holidays to close the gap.

The response to the statement 'I know how to have my voice and feedback heard at college' in the on-programme student survey was just below target for LCC, HC and KC. The Deputy CEO advised that although there was strong engagement with students through the Student Parliament forum, further work was taking place to ensure learner voice remains a focus at course and department level.

Leadership and Management had been identified as a weakness within the overall National Student Survey (NSS) for Leeds Conservatoire (LC) due to the ongoing issues with Mabgate and Estates which affected the previous year's scores. Similarly, the response for Leadership and Management might be impacted at University Centre Leeds (UC) because of the delayed move from College House to Mabgate. The respective boards were sighted on these risks and would continue to monitor performance in these areas.

It was confirmed that an analysis of performance against the high-level targets set in the SODP would be presented to the board in October, with performance BRAG rated against national benchmarks where they exist.

Ofsted Inspection of Initial Teacher Education

The Deputy CEO presented to the board the outcome and findings from the recent inspection and the learnings to take into the next FE and Skills inspection. Governors expressed their thanks and congratulations to all involved in such a positive outcome for the group.

12. Financial Performance

Feedback from Finance Committee

The Chair of the Finance Committee provided feedback from a meeting of the committee held on 13 April 2026. Significant items of business considered by the committee appeared separately on the agenda for this board meeting. There were no particular risks that the committee wished to bring to the attention of the board other than those covered elsewhere on the agenda for this meeting.

Financial Position and Forecast including Cashflow Forecast

The board reviewed the group financial position up to 31 March 2026, noting that EBITDA was ahead of plan. The Q2 forecast showed a slight improvement over Q1, with no assumptions for growth funding included due to ongoing uncertainty from the DfE. The sensitivity analysis presented a wide range between best and worst case EBITDA scenarios, but the CFO expressed confidence that the actual outturn would exceed the budgeted EBITDA. The cash balance at the end of March 2026 was reported to be significantly above the forecast due to the delayed Livingstone House purchase. The CFO advised that the receipt of a further £4.2m in capital condition funding from the DfE would further increase cash balances and the timing of this funding means much of it will remain unspent by year-end, temporarily inflating cash days.

Review of Group Financial Objectives

Board members supported a proposal to maintain the current financial objectives and to move from an annual to three-yearly review cycle with annual monitoring via the Finance Committee to ensure ongoing relevance and responsiveness to material changes in DfE monitoring or the group's financial position. Governors noted that several of the objectives, such as cash balance, cash days, debt service cover, and current ratio, were not currently being met but were expected to recover over the next few years. The CFO advised that the group was generating significant cash, much of which was being invested in capital projects.

RESOLVED:

To approve the financial objectives and the move to a three-yearly review cycle, with annual monitoring, as recommended by the Finance Committee.

Capital Expenditure and Funding Monitoring Statement as at 28 February 2026

The board welcomed the latest iteration of what was now a regular agenda item setting out the expenditure and funding position of ongoing and recently completed capital projects. There were no questions or concerns raised by governors.

Refinancing of Revolving Credit Facility

The CFO presented a report seeking board approval in principle for Luminate to enter into a loan agreement with the DfE to refinance the £6.5m Revolving Credit Facility (RCF) with Santander that was due for repayment in late 2026. He advised that the DfE had asked that the group submit a College Financial Forecasting Return (CFFR) with the replacement of the RCF included in the model. The full CFFR had been made available to governors in advance of the meeting and the CFO drew their attention to the key assumptions in the model and the specifics of the loan forecasts. Governors noted that the financial health score for the group was at the levels anticipated in the current budget and three year plan with the score gradually improving but remaining at Requires Improvement through to 2026/27 and then forecast to be Good from 2027/28 onwards.

Given that the group had not yet had sight of the draft facility agreement, it was not possible for the board to approve a resolution to enter into the loan. As such the board approved the loan in principle with formal approval to be sought by written resolution once the draft facility agreement had been received and reviewed and was in a final form.

13. Property, Estates and Health & Safety

Feedback from Property Strategy Committee

The Vice Chair of the Property Strategy Committee presented a paper providing feedback from a meeting of the committee held on 24 March 2026. The committee had spent time discussing the disposal of College House and the Group Vice Principal Development updated the board on the current position and latest communication with the developer. Governors asked about the impact on group finances resulting from any delay which the CFO explained as being manageable. It was reported that the building currently remained in use by the group. Governors expressed their thanks and congratulations to all involved in ensuring that the group was able to draw down the full grant allocation for the Temple Newsam project, which had previously been identified as a risk. Other significant items of business considered by the committee appeared separately on the agenda for this board meeting.

Climate Action Strategy

The board was informed of work to develop a Climate Action Strategy for Luminate Education Group as part of the “Energy and Carbon Reduction” strategic priority and roadmap to carbon net zero. Governors were pleased to hear that the group had reduced CO2 emissions by 24% over four years, primarily through improved heating controls and new building management systems, whilst acknowledging that further reductions were needed to reach net zero by 2035.

RESOLVED:

To approve the Climate Action Strategy, as recommended by the Property Strategy Committee.

Renewable Energy

The board was asked to consider a proposal for Luminate to join a consortium for renewable energy procurement, offering long-term price certainty and environmental benefits. Having asked questions around the sufficiency of the risk assessment, particularly regarding the rebate mechanism and consortium membership, both the Finance Committee and the Property Strategy Committee recommended the proposal for approval in principle, subject to further due diligence being carried out to confirm the procurement route and marketplace stability.

RESOLVED:

To approve the renewable energy proposal in principle, subject to further due diligence being carried out to confirm the procurement route and marketplace stability.

Livingstone House Project Budget and Award of Contract

The Group Vice Principal Development presented a report updating governors on the Livingstone House (phase 1) project, seeking approval of an increase to the project budget and, following a procurement process, the appointment of a preferred contractor to undertake the works.

It was reported that the scope of works included a number of essential remedial works to the existing building, particularly related to fire compartmentation. There were a number of further budget pressures which resulted in an increase to the budget being required. In response to a question, the Group Vice Principal Development confirmed that opportunities for value engineering had been explored and a number of further minor opportunities for value engineering identified by tenderers would be explored with the preferred bidder.

The increased budget would require £300k from group cash reserves and it was reported that this would be reflected in the Q3 cashflow forecast and would be taken from unallocated cash funded capital expenditure already included in the forecast in future years. It was confirmed that cash balances were sufficient to accommodate the impact of the timing difference.

RESOLVED:

- (a) To approve a revised overall budget of £9,500,000 for the Livingstone House (phase 1) project including £50k of ELT contingency and £50k of PSC contingency.
- (b) To approve the appointment of Overbury PLC on the terms detailed within the circulated report.

Temple Newsam Project Budget

The Group Vice Principal Development presented a paper updating governors on the Temple Newsam project and seeking approval of a budget increase of £235k for the project. It was reported that following surveys and development of the design, the poor condition of the building had resulted in increased costs. The impact of the cost variances had resulted in the contingency being fully committed with project expenditure now forecast to exceed the approved budget.

The increased budget would require £235k from group cash reserves and it was reported that this would be reflected in the Q3 cashflow forecast and would be taken from unallocated cash funded capital expenditure already included in the forecast in future years. It was confirmed that cash balances were sufficient to accommodate the impact of the timing difference.

RESOLVED:

To approve a revised overall budget of £6,000,000 for the Temple Newsam project, including £50k of contingency.

Proposed Lease Renewals – Enfield Centre and AEU House

Governors were informed that due to delays caused by Yorkshire Water, the replacement building for Enfield Centre at Mabgate would not be complete for September 2026, the current lease expiry date. Therefore, to ensure continuity of teaching provision, it was necessary to seek a further short-term lease for the current building and the landlord had agreed to a short-term lease renewal. Governors asked whether it would be possible to utilise the Enfield Centre for the remaining lease term following decant to Mabgate; the Group Vice Principal Development advised that options were currently being considered.

It was reported that AEU House currently provided accommodation for the School of Health and adult and community learners. The provision would be relocated to Livingstone House following future phases of fit out. However, the leased space was required to support current student numbers pending completion of the fit out. It was therefore proposed to renew the lease of AEU House for a further two years.

RESOLVED:

To approve the proposed lease renewals as detailed within the circulated report subject to the Property Strategy Committee reviewing and approving the final Heads of Terms prior to execution of the leases.

Keighley Adult Skills Hub

The Group Vice Principal Development updated governors on the proposed Adult Skills Hub, the details of which would be presented for board approval following finalisation of the grant funding agreement.

14. Audit and Assurance

Feedback from Audit Committee

The Chair of the Audit Committee presented a report providing feedback from the committee's most recent meeting. The committee had considered updates against the action plans resulting from limited assurance audit reports on Business Continuity and Health & Safety Management; whilst good progress was reported, there remained some actions to be completed before the action plans could be closed down. With regard to the Park Lane C Block post project review, committee members had commended the Group Director of Capital Projects on the significant progress made to implement the actions arising from the limited assurance audit report. The committee was also pleased to note the appointment of an experienced Head of Capital Projects who would work on finalising the remaining actions and provide support in implementing revised processes with consistency. Other significant items of business considered by the committee appeared separately on the agenda for this board meeting.

Public Interest Disclosure ("Whistleblowing") Policy

Following initial review by the Audit Committee in November 2025, it was confirmed that suggested changes to the policy had been incorporated. In response to a query from the EDI link governor, the Director of Governance confirmed that copies of equality impact assessments to support policies presented for board approval were available via the governance portal.

RESOLVED:

To approve the revised Public Interest Disclosure ("Whistleblowing") Policy, as recommended by the Audit Committee.

Data Protection Policy

Following annual review, the group data protection policy and procedures had been updated to include the Data (Use and Access) Act 2025 which simplifies data rules for businesses and supports digital identity verification.

RESOLVED:

To approve the revised Data Protection Policy, as recommended by the Audit Committee.

Reappointment of External Auditors

Following an annual review of performance, the Audit Committee had agreed to recommend that Forvis Mazars be re-appointed as external auditors and contracted to deliver the 2025/26 and 2026/27 external audit.

RESOLVED:

To approve the reappointment of Forvis Mazars as external auditors for the 2025/26 and 2026/27 external audits, as recommended by the Audit Committee.

The meeting closed at 5.09pm

Signed: (Chair)

Date: