



Barnsley College Corporation Meeting Minutes

Date: 5 February 2026
Time: 16:00-18:00
Location: A325, Old Mill Lane

Attendance (Governors)

	Role
Marie Lang (ML)	Independent Governor – Chair
David Akeroyd (DA)	Principal & CEO
Carol Cooper-Smith (CCS)	Independent Governor – Vice Chair
George Graham (GG)	Independent Governor – Vice Chair
Leon Etherington (LE)	Independent Governor
Jo Mallows (JM)	Independent Governor
Gavin Day (GD)	Independent Governor
Carrie Sudbury (CS)	Independent Governor
Matt Mills (MM)	Independent Governor
Samantha Dixon (SD)	Independent Governor
Kayleigh Bell (KB)	Staff Governor
Leo Hibberd (LH)	Student Governor

In Attendance

Nic Tomlinson (NT)	Rockborn
Nathan Lucas (NL)	Eversheds
Hayley Allsopp (HA)	Vice Principal - Curriculum and Student Experience
Jean-Paul Lawrence (JPL)	Vice Principal – Partnerships and Growth
Gavin Batty (GB)	Deputy CEO
Tony Johnson (TJo)	Vice Principal - Corporate Services
Laila Lawton (LL)	Chief Financial Officer
Jessica Melling (JMe)	Director of Governance

Apologies

	Role
Carley Speechley (CSp)	Independent Governor
Kalam Neale (KN)	Independent Governor
Steven Burkinshaw (SB)	Staff Governor
Megan Orow (MO)	Student Governor
Tracey Johnson (TJ)	Independent Governor

Mentions

Sue Horner (SH)	Northern College Governor
Seb Schmoller (SS)	Northern College Governor
Donavan Hutchinson (DH)	Retired Independent Governor

Procedural Matters	
1. Quoracy It was confirmed the meeting was quorate.	
2. Apologies for absence Apologies were received from CSp, KN, MO and SB. Absence was noted for TJ.	
3. Declarations of Interest The following interests were declared relating to agenda items 6-10: <ul style="list-style-type: none"> • GG – prior employment with South Yorkshire Pensions Authority. • SD – son currently attends Northern College. 	
4. Register of Interest The Board noted the register of interest.	
5. Notification of Items of Any Other Business It was noted that there are 2 items of business which will be addressed at the end of the meeting.	
6. Merger progress Update ML welcomed NT and NL to the meeting. NT talked to the progress report shared. DA shared the following updates: <ul style="list-style-type: none"> • SYMCA, WYCA, and the DfE have confirmed that all funding contracts will continue with Barnsley College after the merger. • There is no further update on the USS pension liability. DA shared the following updates on the transfer of the property: <ul style="list-style-type: none"> • Negotiation continues and a further version of the head of terms has been circulated with Barnsley College and comments have been returned. • Negotiations are ongoing regarding the practicalities of how repair work will be completed. • A schedule of condition survey has been commissioned which will be appended to the lease. This means the College agree to give back the estate at the end of the lease in the condition which it is at date of signing. • The BMBC cabinet have approved the transaction and have delegated authority to officers to create lease and agreement. • An MOU has been drafted which outlines that BC will apply for formal permission from the DfE, the National Heritage Memorial Fund, Charities Commission for the deed of pre-emption over the remaining Wentworth Estate which transfers to BC ownership at merger, within 30 days of the merger. The conditions of the application are still being agreed. • The Wentworth Castle site has 2 annexes which are inhabitable due to the condition of the buildings. Due to a shortfall in spend of grant 	

<p>funding, it is proposed that the buildings are demolished to allow for the use of the space to be used for the benefit of the students. It was noted that a planning permission application is in place. DA highlighted that following a decision on the merger, he would be seeking approval from the Board to operate outside of the normal tendering and contracting procedure to allow the work to take place before the deadline of 31/3/26.</p> <ul style="list-style-type: none"> Clarification was provided around the collaboration agreement between NC, BMBC and National Trust. Clarification around the Bio Biubble was also provided. 	
<p>7. Risk Register - Project NT talked to the risk register provided in advance of the meeting.</p>	
<p>8. Risk register – Legal Due Diligence The paper was taken as read. It was noted that the novation of contracts risk has been successfully mitigated.</p>	
<p>9. Governor Question and Answer MM extended his thanks to DA for the work done to date on agreeing the lease terms. It was questioned if the decision of the Board today would impact negotiations with BMBC. DA clarified that Barnsley College have up until the 28/2/26 to pass a resolution to merge or to withdraw any resolution to merge, therefore there is no material impact.</p> <p>CS noted that Barnsley College have been agreeable and flexible in negotiations to reach the current position. It was questioned if there were any expected additional negotiation areas or different terms which would be raised. DA clarified that Barnsley College will not agree to anything unless it is in the best interest of the College. DA noted he is satisfied that at present this is the case.</p> <p>It was noted that DA and ML have a meeting with the new FE Commissioner on 9/2/26.</p> <p>It was questioned if the capital grant funding covers the complete demolition costs and whether there remains a risk of under delivery of the capital grant by its expiry date (31/3/26). DA noted clarity on this is currently being sought, however there is agreement from the DfE that between 1-31 March 2026 any identified shortfall can be spent by Barnsley College and does not have to be spent at Northern College.</p> <p>It was noted there would be a clause in the lease agreement that both parties will act reasonably.</p> <p>DA noted that any further updates on the progression of property negotiations would be communicated to the Board.</p>	<p>Action: DA to continue to update Board of progress on negotiations on the transfer of the property.</p>
<p>10. Legal Merger Matters</p>	

ML talked to the merger resolutions paper shared with the Board in advance of the meeting. Items 1-7 were taken as read.

The meeting then considered the provisions of the Merger Documents and **IT WAS NOTED** that:

- Under the Transfer Agreement, the property, rights and liabilities of Northern College (excluding the freehold title to Wentworth Castle - **SYK398293** and the nine paintings forming part of the Grade I listing of Wentworth Castle) would be transferred to the Corporation, and this includes any section 75 debt arising from the Company ceasing to have active members in the Universities Superannuation Scheme;
- The Corporation would take a lease of Wentworth Castle from BMBC;
- Northern College had made an application to the Charity Commission for consent to amend its charitable object so that it aligns with the Corporation's charitable object, however, consent may not be granted in advance of the Merger date. The Transfer Agreement provides that if:
 - The Charity Commission grants consent to the amended object on or before the Merger, Northern College would adopt new articles of association reflecting the new object and the assets of Northern College shall be transferred to and thereafter applied by the Corporation in furtherance of the amended object;
 - The Charity Commission has not granted consent to the amended object by the Merger then the transfer shall nevertheless proceed, and from immediately following Merger until either (1) the amended object takes effect, or (2) the Charity Commission otherwise consents to the lifting of this restriction, the Corporation will hold and apply the transferred assets in furtherance of Northern College's existing charitable object as in force immediately prior to the Merger;
- Unlike with a further education corporation, Northern College would not automatically dissolve on Merger. Instead, not less than 6 months after the date of the Merger, Northern College would commence a voluntary strike off procedure to dissolve.

After due and careful consideration, **IT WAS RESOLVED** that, following:

- Publication by Northern College for Residential Adult Education of the details of the proposal and consulting on the proposal and taking account of the views of those consulted;
- Publication of the results of the consultation by Northern College for Residential Adult Education;
- Publication of the draft resolutions of Northern College for Residential Adult Education to provide for the transfer of its property, rights and liabilities (as required under Article A79 and A80 of the Articles of Association); and
- The carrying out of legal and financial due diligence exercises in respect of the Northern College for Residential Adult Education,



the Corporation of Barnsley College **RESOLVED** to merge with Northern College for Residential Adult Education in accordance with the Transfer Agreement, whereby:

- The freehold title to Wentworth Castle (title number SYK398293) is transferred to Barnsley Metropolitan Borough Council in accordance with an existing pre-emption agreement;
- Nine paintings which form part of the Grade I listing of Wentworth Castle are transferred to Barnsley Metropolitan Borough Council; and
- All other property, assets and liabilities of Northern College for Residential Adult Education are transferred to the Corporation of Barnsley College.

With regard to the Merger Documents, it was **RESOLVED** that:

- 9.2.1 The Corporation, in good faith and for the purpose of carrying on its business, enter into the Merger and perform its obligations and exercise its rights in relation to the Merger;
- 9.2.2 The Merger Documents, and the transactions contemplated by the Merger Documents, be approved (subject, in each case, to such amendments to the Merger Documents as any two Members may approve in accordance with paragraph 9.2.5 below);
- 9.2.3 Any Member be authorised to sign on behalf of the Corporation such of the Merger Documents as are not required to be executed as deeds;
- 9.2.4 Any two Members as listed at 9.3 below be authorised to authorise the use of the seal on behalf of the Corporation on such of the Merger Documents as are required to be executed as deeds;
- 9.2.5 Any two Members as listed in 9.3 below be authorised to agree any amendment to the Merger Documents to which the Corporation is a party on the Corporation's behalf;
- 9.2.6 Any two members of the Corporation as listed in 9.3 below (each an "Authorised Signatory") be authorised to agree, affix and authorise the use of the seal of the Corporation to sign and despatch on behalf of the Corporation all such other documents, agreements, certificates, notices, communications or confirmations to be signed and/or despatched by it under or in connection with the Merger Documents to which it is a party, and to do all such other things, as may be required, or as any member may approve, in connection with the Merger and the funding of the Corporation; and
- 9.2.7 Any of the foregoing matters that have been done on or before the date of the meeting be and are hereby adopted, ratified, confirmed and approved.

9.3 - The Board **APPROVED** authorised signatories are DA, ML, GG, CCS and MM.

It was noted that the merger, unless a resolution to overturn the resolutions passed today, will come into effect on 1st March 2026.

<p>11. Signing and Sealing of All Legal Documents The college seal and signatures were applied to all required documentation.</p> <p>NT and NL left the meeting at 16:53</p> <p>The Board resolved to approve to demolish the annexes at Northern College and in doing so operate outside of the standard procurement and contracting process.</p> <p>The Board extended its thanks to the Barnsley College Executive for their work during the merger process and in particular to DA.</p>	
<p>12. Governor Recruitment ML informed the Board that DH has left the Board due to personal circumstances.</p> <p>CCS explained that as previously agreed through a recruitment process, Barnsley College would welcome up to 2 Governors from Northern College onto the Barnsley College Board.</p> <p>CCS updated the Board on the Governor recruitment process, noting that 3 applications had been received, and 2 candidates taken through to interview. One individual was not taken through to interview due to eligibility.</p> <p>CCS talked to the recommendations of the Governance and Search Committee following interview.</p> <p>The Board resolved to APPROVE the recommendations of the Governance and Search Committee and appoint SH to the Board for a term of 2yrs.</p> <p>It was noted that SH expressed willingness to take on additional roles where required.</p>	<p>Action: JMe to communicate outcome of interviews with candidates on behalf of the Governance and Search Committee.</p>
<p>13. Safeguarding Policy HA talked to the revised safeguarding policy, highlighting that minor amends had been made to reflect the addition of the Northern College site. It was noted that the revisions had been devised with the Northern College Designated Safeguarding Lead and reflect a greater emphasis on adults.</p> <p>The Board questioned the suitability of the policy in light of the diverse backgrounds of students at Northern College. HA clarified that in addition to the safeguarding policy, there is an assessing criminal convictions policy in place. It was highlighted that the safeguarding provisions post-merger will be an improvement on the current provisions at Northern College.</p> <p>The Board resolved to APPROVE the revised Safeguarding Policy.</p>	
<p>14. Treasury Policy</p>	<p>Action: LL to review investment</p>

<p>LL shared that the College are seeking to depart from the current internal financial regulations to allow for investment action which will maximise return. Current regulations restrict any investments to organisations with a risk agency rating of AA.</p> <p>LL talked to the Treasury Policy shared with the Board.</p> <p>The Board questioned if consideration had been given to the ethicality and sustainability of the investment portfolios with the organisations. LL clarified that at present this had not been done, however could be explored if permission to deviate from the current regulations is granted.</p> <p>It was clarified that the deviance to the policy requested would be reflected in the updated financial regulations presented to the Board for approval in July.</p> <p>The Board resolved to APPROVE:</p> <ul style="list-style-type: none"> • The Executive to invest in institutions with a credit rating of A or better. • Investment up to £1m in institutions outside the College main bankers of Santander. In accordance with the Financial Regulations this will be a maximum of £1m per institution. • That the report provides sufficient assurance against objective 1.4. 	<p>options from an ethics and sustainability perspective.</p>
<p>15. Any Other Business</p> <p>ML shared that as a result of DH resigning from his position as Governor, the Link Governor role for GDPR, AI and Security is now vacant and recommended that LE fulfil this role. The Board resolved to APPROVE LE to fulfil the role of GDPR, AI and Security Link Governor.</p> <p>ML shared that the External Board Review Survey will be sent to all Governors on 9/2/26 and will remain open until 23/2/26. Governors are asked to complete the survey, as it forms a key part of the external review.</p> <p>DA shared that Liz Kendall visited the College on 2/2/26. She was notably impressed by the College, its approach to digital and AI and the student interactions. It was noted that the coverage of the visit has provided positive exposure opportunities for the College. DA also noted that he met the CEO of Microsoft UK who presented DA with the Microsoft Showcase School plaque for 2025/26. CS noted that the national coverage of the visit reflected positively on the College.</p> <p>DA also shared that on 12/2/2026 Barnsley College are hosting a Clean Energy Careers Fair in collaboration with SYMCA and the Department of Energy, Security, and Net Zero in the clean energy training centre.</p>	



<p>The Board reflected on a number of positive news stories relating to Barnsley College alumni.</p>	
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<p>The Board extended their thanks to ML for their work on the Northern College merger project.</p>	
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<p>It was noted a task finish group will be discussed in due course to support successful implementation post-merger.</p>	
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<p>The meeting was closed at 17:22.</p>	
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