

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
held on 12 July 2018 at 9.00 am

¹PRESENT: J Blaber (St); E Bolton (S); Z Carter (E); M Coombes (E); A Hoad (E);
N Hopkins (E); T Jackson (P); A Neal (E); A Owen (E); R Palmer (E); H Perry (St);
S Ward (E) (mins 216-256); C Wilson (E).

In attendance: S Grant, Vice Principal, Corporate
S Horrobin, Director of Finance & Facilities
J Milburn, Deputy Principal, Curriculum
M Simmons, Deputy Principal
S Willson, Clerk to the Corporation

APOLOGIES AND MEMBERSHIP

216. Apologies were received from T Floyd and S Morgan.
217. The Board noted that C Duffy had completed her term of office as Student Governor and that the Chairman would write to C Duffy to express gratitude, on behalf of the Board, for her contribution.

DECLARATION OF INTERESTS

218. There were no interests to declare.
219. S Ward had previously declared a potential professional interest in the Andover Cultural Quarter development but left the meeting before the relevant agenda item and had not received a copy of the report.

MINUTES

220. **Resolved** – that the minutes of the meetings held on 22 March (Parts 1 and 2), 16 May and 19 June be confirmed as a correct record and signed by the Chairman.

Higher Education (Mins 46 & 171 /18)

221. The Principal confirmed that stamp duty did not apply in relation to the College's lease of accommodation for HE students in the Winchester University Burma Road Halls.
222. The Deputy Principal confirmed that the application to the Office for Students (OfS) for continuing provision of HE had been submitted and that the College had received and responded to some queries in relation to the Access and Participation Plan.
223. The Clerk to the Corporation confirmed that the OfS's Privacy Notice had been circulated to all governors and explained the handling of the personal data submitted to the OfS with the permission of Board Members. A Member reported his continuing correspondence with the OfS regarding the OfS's requirement to verify that Board

¹ (E) = External; (P) = Principal; (S) = Staff; (St) = Student

Members of HE institutions were “fit and proper persons” in the context of FE corporations.

CHAIRMAN’S REPORT

224. The Board had received the report of the Chairman which summarised activities he had undertaken since the March meeting of the Board and matters which had required his consideration.
225. This was the final report of the Chairman prior to the end of his term of office as a Board Member as Chairman and he wished to record what a privilege it had been to be associated with Sparsholt College Hampshire and to witness first-hand the incredible work and commitment of the SLT (Strategic Leadership Team) and members of staff. The Chairman recorded his thanks to all of them and to colleague governors and co-opted committee members past and present, as well as to the Clerk to the Corporation.
226. The gratitude of the College to the Chairman was expressed by the Principal and Vice Chairman at the close of the meeting.

COLLEGE QUALITY PERFORMANCE HEALTHCHECK REPORT

227. The Board had received the Quality Performance Healthcheck Report (25 April 2018) and the latest report (5 July 2018) was tabled.
228. The Deputy Principal highlighted key performance indicators, explaining the red flag in relation to a decrease in attendance and difficulties with the Level 2 Animal Management synoptic assessment which would be discussed at the forthcoming Quality & Standards Committee meeting.

SAFEGUARDING AND PREVENT

229. The Board had received the annual report of the Deputy Principal on Safeguarding, including Prevent, and the draft annual Child Protection Audit for Hampshire County Council.
230. The Deputy Principal, the College’s Designated Safeguarding Lead, reported that an updated Safeguarding Learners Policy would be presented to the October meeting of the Board to incorporate the latest best practice and the updated “Keeping Children Safe in Education” statutory guidance.
231. The Board noted that the SLT was confident that comprehensive and effective safeguarding practices existed within the College and that a culture of adherence to and continuous development of those practices had been established and was being maintained. The SLT’s assessment was supported by the College’s general Ofsted inspection (February 2018) which found that safeguarding was “effective” and by the Ofsted inspection of residential provision rated the help and protection of students as “outstanding” (May 2018). The Chairman commended College management and staff on the outcomes of the Ofsted reviews in relation to safeguarding and emphasised the important of safeguarding learners to achieving the mission of the College.
232. The Board endorsed the management’s responses to the annual Child Protection Audit conducted for Hampshire County Council, with the addition of “yes” indicators on pages 8 and 9 which had been accidentally omitted from the draft, and noted the areas for development.
233. Responding to a Member’s question about the NCTL Prohibition check for teaching staff used by schools, which was not currently available to FE colleges, the Chairman asked the

SLT to follow up with the AOC access for FE colleges to the NCTL in common with 6th Form Colleges.

234. The Deputy Principal noted the introduction of a “Lead Governor” for safeguarding in October 2017 and reported that College management had found the role useful in providing additional scrutiny and attention to safeguarding matters and would like to continue to develop the interaction of the Lead Governor with relevant staff roles on both campuses.

COLLEGE POLICIES

235. The Board had received the report of the Deputy Principal on proposed updates to College policies and the Deputy Principal highlighted the key changes to the policies, as summarised in the report.
236. The Board discussed the proposed addition to the Higher Education Admissions Policy and Student Code of Conduct of a requirement for any student convicted of a criminal offence, or interviewed under caution for an alleged criminal offence, to disclose this. The Deputy Principal explained the purpose of including this in order that the College could risk assess any potential danger to other students and staff and take appropriate action. While recognising the reasons behind the inclusion of the new requirement and the need to identify potential risks prior to any conviction, a Member questioned whether the proposed wording of the condition “interviewed under caution” was appropriate for the intended purpose given that being interviewed under caution was not necessarily an indication of the seriousness of a charge. A secondary concern was that some parts of the wider community could be more prone to being interviewed under caution and therefore the proposed condition could result in an unintended bias in how students were treated. Management explained that the proposal to include the wording “interviewed under caution” reflected previous experiences and would be preferable to waiting for a conviction before undertaking a risk assessment which would determine more fully whether the type of offence was a concern. Members noted that it was therefore important how the risk assessment was undertaken.
237. The Chairman asked that the SLT further consider the points raised and that authority be delegated to the Principal to approve the final Higher Education Admissions Policy and Student Code of Conduct.
238. In response to the Student Governor’s question as to whether the HE Admissions Policy should refer to the student contract under the new OfS regulatory framework, the Deputy Principal confirmed that this would be reviewed once the new regulatory regime was fully implemented.
239. **Resolved** – that the following policies be approved:
- a) Higher Education Accreditation and Recognition of Prior Learning Policy
 - b) Higher Education Complaints (and other Feedback) Management Policy
 - c) Higher Education Regulations for Withdrawal and Suspension of Studies Policy
 - d) Higher Education Admissions Policy
 - e) Further Education Complaints (and other Feedback) Management Policy
 - f) Student Code of Conduct
 - g) Careers Strategy 2018-2020

h) Single Equality Scheme 2016-2020

240. **Resolved** – that authority be delegated to the Quality & Standards Committee to consider and approve the revised Curriculum Delivery & Quality Improvement Policy and the Curriculum Delivery & Quality Improvement Strategy.
241. The Principal sought the agreement of the Board to the SLT updating and republishing policies when the titles of job posts in a policy changed, providing that the change did not represent a material change to the authority level relevant to the matter covered by the policy.
242. **Resolved** – that the Principal be authorised to approve updates to College policies where these related to the change of the title of posts without any material changes to the responsibilities of the post and that such changes to policies be reported to the Board at least annually.
243. The Chairman noted that this was the last Board meeting attended by the Deputy Principal prior to him leaving the College and expressed the gratitude of the Board to him for the passion, enthusiasm and dedication which he had shown to the College and to his continual focus on the needs of the students. The Deputy Principal thanked the Chairman and the Board, recognising in turn the Board’s commitment to the College and its students.

PRINCIPAL’S REPORT AND STRATEGIC PLAN

244. The Board had received the Principal’s report and termly update on progress towards achieving the College’s Key Strategic Objectives and the Annual Milestones for the year to end 31 July 2018, together with the latest College Healthcheck Report (04/2018).
245. The Principal confirmed that progress in delivering the Strategic Plan was good, though with one Annual Milestone which would not be achieved by year-end and five Annual Milestones at risk of not being fully achieved.
246. Responding to a question about T Levels at Andover College, the Deputy Principal explained that the College had elected not to apply to provide the Digital Skills T Level on the basis of an initial assessment of relevant skill sets at the time. Subsequently, College management had concluded that it would be consistent with the curriculum plan for Andover College to offer the Digital Skills T Level but a late application was not permitted by the Department for Education and the College had submitted an interest for 2019/20.
247. Referring to the Principal’s report on student mental health, the Student Governor reported feedback from students that the support provided by Student Services had been excellent. The Deputy Principal welcomed the feedback.

STRATEGIC PLAN 2017-2020

248. The Board has received the report of the Principal together with the draft Three Year Strategic Plan 2018-21 and the Annual Milestones for 2018-19, together with the related risks.
249. The Board noted that the Risk Management Plan for 2018-19 would be presented for approval to the Board in October.
250. The Board discussed a number of points in relation to the proposed Annual Milestones, including regarding recruitment and marketing and related discussions at both the Curriculum, Employer & Market Requirements Committee and the ASQER HE quality reviews which had been attended by a member of the Quality & Standards Committee.

251. **Resolved** – that the Mission, Values, three-year objectives, annual milestone objectives and key measures for the period 2017-20 be approved.

CURRICULUM, EMPLOYERS & MARKET REQUIREMENTS COMMITTEE

252. The Board had received the unconfirmed minutes of the meeting of the Curriculum, Employers & Market Requirements Committee (CEMR) held on 15 May 2018, together with the College's Curriculum Plan for 2018/19-2020/21 which had been endorsed by the Committee.
253. The Committee Chair highlighted a number of areas of discussion and Members sought further clarifications, including in relation to HE student destinations, the curriculum plan and the marketing plan.
254. In response to questions about the College's approach to external partnerships to support the curriculum offer, the Principal assured the Board that novel or potentially sensitive relationships were assessed at SLT level on the basis of the College's extensive experience of working with employers and external partners and that the terms of engagement carefully considered.
255. Discussing the recruitment and the marketing plan, Members emphasised the potential increase in demand for education and skills in relation to the new housing developments around the Andover area and discussed the approach and resourcing of marketing for HE.
256. The Board also sought further information about management's plans for a new outreach and engagement event for secondary school pupils in 2019, endorsing the need to prioritise marketing and other resources strategically. Members welcomed the aim of involving employers in the event, while also highlighting the value of wider community events and other activities to sustain the reputation and awareness of the College.

FINANCE

Financial plans

257. The Board had received the report of the Director of Finance & Facilities proposing the two-year financial forecast for 2018/19 – 2019/20, including the budget for 2018/19, and the Education & Skills Funding Agency (ESFA) financial plan checklist for corporation boards. The two-year financial forecast and budget for 2018/19 had also been reviewed by the Resources Committee.
258. The Director of Finance & Facilities summarised key points in the budget documents, responding to questions raised by Members. It was noted that the Sensitivity Analysis included rental income from the planned anaerobic digester plant and that rent was not payable until the plant started generating gas. While Members accepted that it was reasonable to include this income in the 2018/19 budget, it was recognised that there was a risk that it would not be forthcoming and the Board agreed that budget approval should include reference to the overall budget sensitivity analysis.
259. The Board was also assured that the Director of Finance & Facilities would continue to provide regular reports on any matters influencing the financial plan to the Board and the Resources Committee, in addition to the Principal reporting on the risk register to the Audit Committee.
260. **Resolved – that:**
- a) a budget for 2018/19 be approved which showed a surplus of £370,000 before FRS 17 and FRS 102 pension charges or credits, and where the College's underlying

- operating cash flow was positive for 2018/19, and having regard to the budget sensitivity analysis and risks;
- b) a budget for 2019/20 be approved which showed a surplus of £521,000 before FRS 17 and FRS 102 pension charges or credits;
 - c) a 2018/19 capital spend provision of £1,817,000 including VAT and £720,000 of matched LEP funding be approved;
 - d) the Financial Plan be submitted to the ESFA and that the plans supported the College's Strategic Plan and that the Budget and the Financial Plan were aligned and demonstrated the solvency of the College.

Banking

261. The Director of Finance & Facilities sought the approval of the Board to changes to the mandate for authorised signatories of the College's bank accounts with Natwest and a new mandate now required by RBS and to the setup of a new bank account with Handelsbanken.

262. **Resolved –**

- a) that the authorised signatories in the mandate for the Natwest bank account be changed to list the current members of the Senior Leadership Team, and that the current mandate continue as amended;
- b) that the mandate for the RBS bank account be approved and that the authorised signatories be the current members of the Senior Leadership Team.

263. **Resolved -**

(1) that Svenska Handelsbanken AB (publ) Winchester Branch (the "Bank") be appointed bankers of the College;

(2) that an account or accounts be opened with the Bank, and that Tim Jackson, Suzanne Grant, Stephen Horrobin and Julie Milburn be authorised to sign applications for further accounts with the Bank from time to time (such applications including, if applicable, applications for sterling/foreign currency current accounts; and/or notice deposit accounts);

(3) that the Bank be and is hereby authorised:-

(i) to honour and comply with all cheques, bills of exchange, promissory notes and orders to pay expressed to be drawn, signed, accepted, made or given by or on behalf of the College, drawn upon or addressed to or made payable at the Bank, whether the account or accounts of the College is or are in credit or debit or may thereby become overdrawn or otherwise;

(ii) to honour and comply with any order to withdraw any or all moneys on any deposit or other account or accounts of the College with the Bank and any instruction to deliver or dispose of any securities, documents or other property of the College from time to time in the possession of the Bank including in any such case any such order or instruction given by facsimile transmission; and

(iii) to accept and act upon any application or request for the issue to, and use by, the College of the Bank's Electronic Link and/or Nordic Link Services and the acceptance by the College of the conditions relating thereto

Provided that the same are signed by any two of the authorised signatories, one of which must be the Finance Director or Principal;

(4) that any cheque, bill of exchange, promissory note or other instrument shall be treated as duly endorsed by the College if the endorsement is signed for or on behalf of the College by any two of the authorised signatories, one of which must be the Finance Director or Principal;

(5) that any indemnity or counter-indemnity required by the Bank from the College in connection with the College's business be effective if signed for or on behalf of the College by any two of the authorised signatories, one of which must be the Finance Director or Principal;

(6) that the College give and enter into the authorisation and agreements concerning facsimile transmission set out in the College's terms and conditions with the Bank;

(7) that the College give the Bank a list of the names and addresses of the persons authorised to sign under the College's mandate with the Bank and that the Bank be notified in writing signed by the Head of Finance of the College of any changes that may from time to time take place in any such list and that the Bank shall be entitled to act on any such notice and until receipt of such notice the Bank may continue to treat the list last received as correct;

(8) that the Bank be informed in writing by the Head of Finance of the College should any proposed legislative changes affect the borrowing powers of the College and that the Bank be furnished with such documents as it may reasonably require in connection with the College's business; and

(9) that this Resolution be communicated to the Bank and remain in force until receipt by the Bank of notice in writing signed by the Principal of the College and the Bank shall be entitled to act on any such notice whether the said Resolution shall have been duly rescinded or not.

AUDIT

264. The Board had received the minutes of the Audit Committee meetings held on 18 April (Parts 1 and 2) and 7 June 2018, the proposed Internal Audit Plan for the year ending 31 July 2019 and the External Audit Planning Memorandum for the year ending 31 July 2018.
265. The Chair of the Audit Committee explained that the Internal Audit Plan had been updated to reflect discussions of the draft plan at the Audit Committee meeting. The Chair of the Audit Committee also requested that the Board give approval to RSM being commissioned to undertake an additional review of subcontracting controls should the ESFA again require a certificate on similar terms as in the previous year.
266. **Resolved** – that the Internal Audit Plan for the year ending 31 July 2019 and External Audit Planning Memorandum for the year ending 31 July 2018 be approved and that an additional review of subcontracting controls be commissioned if required by the ESFA.

RESOURCES COMMITTEE

267. The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 14 June 2018 (Parts 1 and 2), together a supplementary report from the Principal on staff remuneration and the Property Strategy.

Human Resources

268. The Chairman noted the discussions in relation to staff remuneration and affordability and the additional information provided by the Principal.
269. The Chairman also drew the Board's attention to discussions at the Committee about longer term pay strategy and options.

Property

270. The Board noted the update from the Principal to the Resources Committee regarding the development of an Equine Rider Performance Studio.
271. **Resolved** – that the budget for the development of the Equine Rider Performance Studio be increased to a maximum of £275k, including £78k of funding from HEFCE capital grants (from 2017/18).
272. The Principal introduced the updated Property Strategy, explaining that the data in relation to learner numbers on pages 12-13 was still be finalised, and highlighting the status report on capital improvement/building/construction projects.
273. **Resolved** – that the Property Strategy be approved.

SEARCH COMMITTEE

274. The Board had received the unconfirmed minutes of the meetings of the Search Committee held on 21 June 2018.
275. **Resolved** – that
- a) Marian Lauder be appointed as a Member of the Board for a term of office of 4 years from 1 September 2018 (subject to satisfactory references and checks).
 - b) Deborah Beaven be appointed as a Member of the Board for a term of office of 4 years from 9 December 2018 (subject to satisfactory references and checks).
 - c) Emma Hunter be appointed as a Student Governor Member of the Board for the period of her enrolment with the College from 1 September 2018.
276. The Chairman noted the end of term of office of Susan Shaw as a co-opted member of the Resources Committee and recorded the gratitude of the College for her substantial contribution to College governance over many years.

WELLBEING COMMITTEE

277. The Board had received the unconfirmed minutes of the meeting of the Wellbeing Committee held on 20 June 2018 and the updated Health & Safety Policy.
278. The Principal also highlighted a number of key points in the minutes, including updated statutory guidance on Keeping Children Safe in Education and confirmation that the new Deputy Principal Curriculum would be the Designated Safeguarding Lead.
279. **Resolved** – that the revised Health & Safety Policy and Procedures be approved.

ANDOVER TOWN FOOTBALL CLUB LIMITED

280. The Board had received the minutes of the Andover Town Football Club Limited (ATFC Ltd) Board of Directors meeting held on 4 May and 18 June 2018.
281. The Principal summarised the position regarding ATFC's management and strategy following recent developments, confirming that ATFC would continue to have a remit to

support football at the College and to connect with youth football in the local community. The Board endorsed the refocusing of ATFC's strategy on sports education and youth football.

282. **Resolved** – that the revised composition of the Andover Town Football Club Limited Board of Directors be approved as:

- Chairman of Andover Town FC Ltd and College Principal
- College senior leader with responsibility for ATFC Ltd financial affairs
- College senior leader with knowledge of the Sport/Football curriculum
- Sparsholt Football Academy Manager
- Member of College Board of Governors
- Member of Test Valley Borough Council
- Chair of Andover Town FC Youth
- Director representing the local community

GOVERNANCE

283. The Board had received the report of the Clerk updating on governance matters and a record of approval by the Chairman.

284. The Board noted the Chairman had approved an updated Associates Delivery Supply Chain Fees Policy on 24 April 2018 under provisions in the Standing Orders for urgent action (86-87).

285. **Resolved** – that the following changes be made to the Board's committees from 1 August 2018:

- a) Roger Palmer be appointed Chair of the Quality & Standards Committee;
- b) Tom Floyd become a member and be appointed Chair of the Curriculum, Employers and Market Requirements Committee for 2018-19 and for the terms of reference to be revised to extend the membership to seven until 8 December 2018 and then six members going forward;
- c) Adrian Neal become a member and be appointed Chair of the Remuneration Committee for 2018-19;
- d) Chris Wilson be re-appointed Chair of the Audit Committee for 2018-19;
- e) Adrian Owen become a member of the Quality & Standards Committee (in place of Neil Hopkins);
- f) Emma Hunter become a member of the Curriculum, Employers and Market Requirements Committee;
- g) Marian Lauder become a member of the Audit Committee (in place of Adrian Owen) and Remuneration Committee (in place of Chris Wilson) from 1 September 2018;
- h) Debbie Beaven become a member of the Resources Committee from 9 December 2018.

CHAIRMAN

286. A presentation was made to the Chairman and the Principal expressed gratitude, on behalf of the College, for the significant contribution made by the Chairman during his

time as a Governor and as Chairman of Governors to the leadership and governance of the College.

287. Confidential items discussed are recorded separately. The meeting closed at 1.15 pm.