

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
held on 12 December 2019 at 9.00 am

¹PRESENT: J Blaber (St) (to minute 459); Z Carter (E) (except min 425 to 427); T Floyd (E); N Hopkins (E); T Jackson (P) (to minute 468); M Lauder (E); A Neal (E); S Morgan (E (except min 425 to 427); A Owen (E); H Perry (S) (to minute 459); J Porter (St) (to minute 459); C Wilson (E).

In attendance: S Grant, Deputy Principal – Corporate (to minute 459)
J Milburn, Deputy Principal – Curriculum (to minute 468)
A Whitworth, Director of Finance (to minute 459)
S Willson, Clerk to the Corporation (except minutes 484 to 486)

APOLOGIES

339. Apologies were received from R Palmer.

DECLARATION OF INTERESTS

340. There were no new interests to declare. The Board's Register of Interests records Members who hold (unremunerated) directorships of the College's subsidiary companies.

MINUTES

341. **Resolved** – that the minutes of the meeting held on 3 October 2018 (Part I and II) be confirmed as a correct record and signed by the Chairman.

342. There were no matters arising not covered by items on the agenda.

CHAIRMAN'S REPORT

343. The Board had received and noted the report of the Chair of Governors which summarised activities he had undertaken since the last meeting of the Board, matters requiring his consideration and upcoming events.

PRINCIPAL'S REPORT AND STRATEGIC PLAN

344. The Board had received the second report of the Principal providing an update on progress towards achieving the three-year objectives of the current Strategic Plan and against the annual milestones for 2019-20.

345. The Principal confirmed early indications of progress with the annual milestones were positive and highlighted a number of key matters in this report, noting a revision to the 2019-20 headcount figures reported at 2.2 (16-18 year olds in December were plus five year on year).

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

346. The Board noted that the initially positive trend in enrolments of 16-18 year olds had been eroded by the exceptionally high level of withdrawals and exclusions, for a variety of reasons, and that therefore anticipated positive impact on ESFA grant allocations in 2020-21 from increases in learner numbers would not be forthcoming, although the College would benefit from the increased funding for FE in 2020-21. Other developments noted were the better than budget occupancy of halls of residence, capital building related matters and the improving forecast outturn for 2019-20.
347. Asked about the underlying reasons behind the increase in FE withdrawals/exclusions, the Deputy Principal – Curriculum reported the analysis undertaken by management, giving some examples of specific reasons and also explaining that the decision to bring forward ‘Standards Day’ in the next academic year should provide more timely and clearer data which might improve year end retention but possibly also impact the number of funded enrolments.
348. In relation to the update on the year on year increase in numbers of FE students with an Education Health Care Plan (EHCP), it was noted that the College had claimed increased funding towards the overall costs of supporting these learners and appointed additional specialist SEND focussed tutorial support staff and mental health workers. Asked about the impact of any additional funding, the Deputy Principal – Curriculum explained the mechanisms and the challenges in supporting both students with an EHCP and those with high support needs who did not have an EHCP and the Staff Governor gave examples from her experience.
349. The Board noted the reported bi-annual performance review of the provision of services by Sparsholt College Services Limited (SCS) and was satisfied that there were no issues arising in relation to the services or wider relationships between the College and its subsidiary company.

Office for Students

350. The Board noted that the SLT and Clerk had identified two events as reportable under the OfS’s regularity guidance on behalf of the Board: the appointment of the Principal Designate who would become the Accountable Officer from 1 August 2020 and updates to the College’s Instruments & Articles, although these were not considered to impact on the provision of HE or the student experience.
351. The Principal had also included in his report correspondence to the Chair of Governors from the OfS of 31 October 2019 in relation to compliance with regulatory deadlines and a summary of the reasons for a late payment in fees in relation to the QAA (Quality Assurance Agency for Higher Education, the Designated Quality Body) by the College and the actions taken to ensure that future deadlines were met. It was noted that HE institutions were required to meet payment deadlines by general ongoing condition of registration (G3) and that it was the responsibility of the governing body to ensure compliance with all of its conditions of registration (F3).
352. The Board noted that the OfS had not reached a formal regulatory finding in relation to this missed deadline but required a record of the consideration of this matter by the Board to be submitted to the OfS.
353. The Principal explained that were several factors which had combined to result in the payment deadline for the £4,656 invoice not being met. Firstly, the invoice had been

addressed to the Finance Office and not to either the Accountable Officer or the Assistant Principal – HE (the College’s nominated points of contact). Secondly, the College’s financial controls systems required a purchase order to have been raised in order to identify the budget and authoriser and for the invoice to be paid and there was no purchase order on the system in this case. Thirdly, at the point the invoice was received in the Finance Office, there had been a difference in the payment terms stipulated on the invoice and the College’s internal timeframe for paying invoices (the latter being longer). Although both the lack of a purchase order and the timeframe for payment could have been resolved with the authority of an appropriate manager, there was not a process at the time to identify that the invoice was a regulatory requirement and a priority for payment because it had bypassed the Accountable Officer and Assistant Principal – HE. Once the Assistant Principal – HE was aware of the invoice, it was approved and paid, nearly two weeks later than the invoice payment deadline.

354. The Principal reported that the Assistant Principal – HE had now raised a pre-emptive purchase order in anticipation of future QAA/OfS invoices. This would assure that, even were a future invoice to be received direct to the Finance Office, details for its authorisation and payment would be held on the finance systems. Additionally, the Director of Finance had revised the College’s general payment terms, in line with the invoice requirement. As a result, a repetition of a missed deadline was very unlikely. In addition, the Director of Finance had enquired of the QAA if future invoices could be paid by direct debit to eliminate all risk of a late payment but the QAA did not currently have a direct debit facility. However, the QAA had noted that it had received requests from several HE providers and was reviewing this.
355. The Board acknowledged the report of the Principal and was assured by the actions undertaken by the Director of Finance and Assistant Principal – HE.

HEALTHCHECK REPORT

356. The Board had received and noted the latest College Healthcheck Report (no 2019/09, December 2019).
357. The Principal highlighted the recruitment challenges being experienced in the HE sector due to the demographic low point for 18 year olds in the UK, with applications for University Centre Sparsholt down on the same point last year.
358. Asked by a Member about the level of difficulty in recruiting to fill staff vacancies, the Principal acknowledged that this was a current challenge and that the College had increased the use of market supplements were necessary.

QUALITY & LEARNER EXPERIENCE

FE Self-Assessment Report

359. The Board had received the FE Self-Assessment Report (SAR) for 2018-19 and FE Quality Improvement Plan (QIP) for 2019-20, which had previously been reviewed in detail by the Quality & Standards Committee.
360. The Deputy Principal – Curriculum introduced the SAR, explaining that the College had taken the decision to use the new Ofsted Education Inspection Framework (EIF), and noting the key changes in the approach from the previous year’s SAR.

361. The SAR assessed the Overall Effectiveness of the College as ‘Good’ (grade 2), while noting that there were some areas where underperformance had been identified and was being clearly and comprehensively addressed.
362. Members discussed the SAR, seeking and receiving clarification in relation to a number of specific findings and interrogating the self-grading of ‘Good’. Members were assured that the overall assessment was reasonable under the EIF given that a rapid improvement plan was in place to address areas of underperformance and that substantial strengths had been identified in other areas. It was also noted that Andover College was not of a sufficient size currently to be separately graded to Sparsholt College.
363. In the absence of the Quality & Standards Committee Chair, the Vice Chair confirmed that the committee had reviewed a detailed operational action plan in relation to Animal Management and had been assured by the actions being taken by management.
364. Members welcomed the clarity of the SAR and commended the thoroughness of the QIP.
365. Responding to a member’s question as to feasibility of completing the actions set out in the QIP in terms of workload for staff members, the Deputy Principal – Curriculum summarised the management and staffing changes which had been made in both the quality team and faculty areas to rebalance priorities and support improvements.
366. **Resolved** – that the Self-Assessment Report for 2018-19 and associated Quality Improvement Plan 2019-20 be approved as appropriate in driving further improvements in the College.

AUDIT AND RISK MANAGEMENT

367. The Board had received the unconfirmed minutes of the Audit Committee meeting held on 19 November 2019 (and Risk Register Dashboard), together with the completed Regularity Audit Questionnaire, the annual Internal Audit Report and the Audit Committee’s Annual Report to the Board of Governors for information.
368. The Committee Chair noted that the Committee has received substantial assurance from the internal audit of the controls upon which the College relied to manage cash flow forecasts. In relation to risk management, the Committee Chair highlighted the inclusion in the risk register of a risk in relation to Brexit which was difficult to assess definitely because of the continuing uncertainties and would be kept under review by management.
369. Noting the Audit Committee’s annual report to the Board, the Committee Chair emphasised the positive outcomes of the internal audits undertaken during the year and the suggestion arising from meetings of the Resources Committee and SCS Board that the 2020-21 internal audit plan include a review of the College’s management of market supplements to provide an independent assessment of practices although no issues had been identified.
370. The Chair emphasised the important role of audit committees in college governance structures to provide oversight independent of college Chairs and Principals, as demonstrated by issues which had been reported elsewhere in the FE sector.
371. The Board noted the opinion of the internal auditors that the College had an adequate and effective framework for risk management, governance and internal control and that there had been no outstanding management actions from audits undertaken in previous years.

372. The Board also noted the regularity audit process and that the external auditors had given a clear regularity audit opinion.
373. **Resolved** – that the Regulatory Audit self-assessment questionnaire be signed by the Chair of Governors and Principal, as Accounting Officer.

COLLEGE GROUP SUBSIDIARY COMPANIES

Andover Town Football Club Limited (ATFC)

374. The Board had received the minutes of the meeting of the ATFC Board of Directors of 15 November 2019 and noted the Directors' Report and Financial Statements for the year ended 31 July 2019.
375. The Principal, who was also Chair of ATFC, drew the Board's attention to a number of key points in the minutes, including the appointment of a new external director and proposals to change the composition of the board of directors.
376. **Resolved** – that the composition of the Andover Town Football Club Limited Board of Directors continue to be eight directors and that the allocation of a directorship to the 'Chair of Andover Town FC Youth' be changed to a 'Representative of Andover Town FC Youth'.
377. The Principal noted that the company had achieved a small surplus in 2018-19 and agreed to gift aid this (less £1.00) to the College and sought the views of the Board on considerations raised by one of the external directors in relation to changing the company status to that of a Community Interest Company (CIC) which could enable the company to apply for local authority grants and use any surplus to further its social objectives. Members were strongly of the view that the justification for the College continuing to have an interest in owning ATFC and supporting the operation of the football club was to provide educational related opportunities for its students and to support the development and delivery of the curriculum. Members did not agree that the CIC model would be appropriate.
378. Asked about a reference in the minutes to whether there was the potential for a women's football team at the club, the Principal explained that this had been discussed by the directors in the context of there being a sizeable number of girls playing in Andover Town Youth teams. The Deputy Principal – Curriculum noted that there was currently a Sparsholt College women's team and that the College was keeping under review opportunities to introduce a women's team at Andover College.

Sparsholt College Services Limited (SCS)

379. The Board had received the minutes of the meeting of the SCS Board of Directors of 14 November 2019 and noted the Directors' Report and Financial Statements for the year ended 31 July 2019.
380. The Chair of Governors, who also chaired the SCS Board of Directors, highlighted key points in the minutes, including the number of SCS employees in the NEST pension scheme, resolutions in relation to market supplements, and that the SCS Board had agreed that SCS employees receive the same level of one-off payment as College employees. The Principal confirmed that the final level of payment allowed by the agreed budget had been £260 (based on a full-time employee).

381. The Chair of Governors also noted that J Milburn had been confirmed as SCS Chief Executive (on a part-time seconded basis) from 1 August 2020 and that S Willson had been appointed as Company Secretary.
382. The SCS Board had agreed to gift aid all profits (except £1.00) from 2018-19 to the College at some point between January and April 2020 providing that the company's cash flow remained healthy.

Westley Enterprises Limited (Westley)

383. The Board had received for information the minutes of the meeting of the Board of Directors of Westley held on 18 November 2019 and the approved Directors' Report and Financial Statements for the year ended 31 July 2019.
384. The Board noted that the Directors were satisfied that Westley was a going concern and had agreed to gift aid the profit before tax (excluding £1.00) to the College. No issues had been raised on the accounts by the auditors, KPMG.

FINANCE

Management Accounts

385. The Board had received the latest Monthly Management Accounts (to 31 October 2019), including an update on the in-year financial position 2019-20.
386. The Director of Finance highlighted the revised format of the management accounts and members welcomed the addition of the new 'Highlights' summary information. The Director of Finance also reported that the programme of rolling in-year forecasts had commenced, with areas being prioritised based on risk factors and impact on the budget. This would evolve during the year.
387. The Director of Finance drew the Board's attention to key variances in the income and expenditure statement. This included increased high needs income and estimated additional costs in relation to support the increased number of high needs students. It was noted that further work was being undertaken to assess whether the reduction in staff costs year to date against the budget related to vacancies would be maintained. It was noted that cash flow remained healthy.
388. Asked about whether it was possible and useful to separately report the income and expenditure related directly to the College's farm, the Director of Finance undertook to consider this and report to the Resources Committee if it was not feasible.
389. Responding to a Member's queries about the monitoring of debtors and bad debt provision, the Director of Finance explained that the level of debtors appeared high, particularly early in the academic year, because student fees were paid in up to 10 instalments over the year. The College had policies and procedures in place in relation to bad debt and used debt collection agencies where appropriate.
390. The Board noted that the Director of Finance did not consider there to currently be a material issue in relation to bad debt but requested that the Director of Finance present a report to a future meeting of the Resources Committee providing an overview of the management of debtors and bad debt provision.
391. Members also discussed the balance of cash to debt and the benefits to the College's financial health of holding sufficient cash reserves and having some flexibility, providing

that this was in line with the College's status as an exempt charity and was for the purpose of furthering the College's educational mission. It was noted that cash reserves were a necessary precaution given possible fluctuations in future income. The Director of Finance confirmed that cash held by the College was actively managed to maximise interest under the College's treasury management policy.

Banking

392. The Board had received a proposed amendment to the authorised signatories of the College's current account mandate with Nat West bank to support the smooth running of banking transactions.
393. **Resolved** – that the authorised signatories of the NatWest bank account be amended in accordance with the change of signing authority mandate to add Sarah Evans (Finance Manager) to the existing list of signatories.

Annual Report and Financial Statements

394. The Board had received the Annual Report and Consolidated Financial Statements for the year ended 31 July 2019, together with the letter of representation and the External Auditor's (KPMG's) management letter. The recommendations of the Audit Committee and the Resources Committee were noted.
395. The Director of Finance confirmed that a small number of matters which had been outstanding at the time that KPMG's report had been issued had now been agreed with the auditors and that the auditors would sign the accounts following approval by the Board.
396. Asked about the auditor's report on the College's subsidiary companies and noting this was the first year of operation of SCS, the Director of Finance confirmed that no significant issues were identified or material adjustments required.
397. The Board noted the unqualified opinion given by the external auditors, KPMG, and that KPMG had confirmed management's assessment that the accounts were prepared on the going concern assumption that the College would continue to meet its debts as they fell due for the foreseeable future.
398. The Director of Finance noted the reconciliation of the accounts to the management accounts (to 31 July 2019) and confirmed that the financial bank covenants had been tested internally and were expected to be confirmed by the banks as having been met for 2018-19. It was also noted that it was expected that testing of the accounts would confirm the ESFA financial health rating of at least 'Good' for 2018-19.
399. The Director of Finance also noted the report in the minutes of the Resources Committee that the College had asked the LGPS (Hampshire Pension Fund) to undertake a full covenant assessment to review the College's risk rating, with the potential that a lower risk rating would provide pension savings in the future. The outcome was expected in mid-January.
400. **Resolved** – that the Annual Report and Consolidated Financial Statements for the year ended 31 July 2019 and the letter of representation be approved and signed on behalf of the College.

CURRICULUM, EMPLOYERS & MARKET REQUIREMENTS COMMITTEE

401. The Board had received the unconfirmed minutes of the meeting of the Curriculum, Employers Market Requirements Committee (CEMR) held on 24 October 2019.
402. The Committee Chair noted that the committee had received the first report on implementation of the Access and Participation Plan 2020-21 to 2024-25 and would also monitor progress on the 2019-20 plan.

QUALITY & STANDARDS COMMITTEE

403. The Board had received the unconfirmed minutes of the meeting of the Quality & Standards Committee (Q&S) held on 27 November 2019 and the updated HE Student Engagement Policy.
404. The Vice Chair and member of Q&S introduced the minutes in the absence of the Committee Chair, noting the detailed consideration given to the SAR and QIP.
405. The Principal highlighted the discussion of the ambition for future capital investment in HE buildings and facilities in the context of the College's overall strategic objectives and decision-making for prioritising resources, noting that this had also been referenced in a recent Governor Link Visit report and that he had included some feedback on possible funding routes for a new HE teaching building.
406. Board members noted that the HE Student Engagement Policy had been updated in line with the QAA UK Quality Code and was recommended for approval by the committee.
407. **Resolved** – that the update HE Student Engagement Policy be approved.

RESOURCES COMMITTEE

408. The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 21 November 2019 (Parts I and II).
409. The Chair of Governors highlighted the Committee's decision that the College's policy of not undertaking revaluation of assets be reviewed every three to five years to test whether this remained in the best interest of the College's financial health and management.
410. Asked for an update on plans for the redeveloped Animal Health and Welfare Centre, the Deputy Principal Curriculum confirmed that the outcome of the planning permission submission was expected on 9 January 2020 and that the plans had been supported by the local community. The Principal and Deputy Principal Curriculum had also shown the site to local Winchester City Councillor, Councillor Horrill.
411. The Board noted that the Committee had agreed that the financial conditions set by the Board in July to pay a one-off award in December had been met. The Committee had also agreed management's recommendations that it was regrettably not affordable at this time to award a cost of living salary increase given the College's financial position in 2019-20.
412. **Resolved** – that it was not affordable at the current time to award staff a cost of living pay award.

Fees Policy

413. The Board had received the report on student fees and financial support for 2020/21 and the FE Bursaries Policy for 2020/21.
414. The Board noted that the approach to student fees incorporated adherence to the funding policy for FE and HE where fees were prescribed.
415. Further to discussion at the Resources Committee, the Deputy Principal Corporate reported that further clarification of legal advice was being sought from the College's lawyers about restrictions under the Tenancy Act in relation to the holding of deposits.
416. **Resolved** – that FE Bursaries Policy for 2020-21 be approved and the student fees and other financial support arrangements be approved, other than in relation to the charging and holding of deposits for residential students where authority be delegated to the Chair of Governors to approve the policy on deposits informed by appropriate legal advice.

Counter Fraud Strategy

417. The Board had received the proposed Counter Fraud Strategy which the Director of Finance had developed in response to requirements of the ESFA Audit Code of Practice and which drew together the College's existing framework of policies and procedures which promoted and supported the prevent of fraud, together with an action plan. The draft strategy had been shared with the Audit Committee for comment and had been reviewed and was recommended by the Resources Committee.
418. **Resolved** – that the Counter Fraud Strategy be approved.

Market Supplements

419. **Resolved** – that the number of individuals for whom the Principal (and SCS Chief Executive) had authorisation to apply an unconsolidated market supplement be increased to 40 for the College Group, with a maximum value of £7.5k per post and total maximum spend of £150k, and that the Resources Committee be informed if the forecast annual spend on market supplements were to rise above £70k.

SEARCH COMMITTEE

420. The Board had received the unconfirmed minutes of the meeting of the Search Committee held on 25 November 2019 (Part 1) which provided the committee's annual report to the Board on matters within its remit, together with the updated governor role specification and Policy on the Selection and Appointment of Governors and Committee Members.
421. In relation to the Selection and Appointment Policy, it was noted that additional information had been added in relation to due diligence checks but that the Section 128 check discussed by the Committee was not currently available to colleges.
422. **Resolved** – that the updated Governor Selection and Appointment Policy be approved.
423. It was noted that D Beaven had reluctantly tendered her resignation as a governor on 8 November 2019 due to an increase in her other commitments and that, subsequent to the meeting of the Search Committee, S Eden had tendered his resignation on 11 December 2019 for similar reasons. There were therefore two vacancies for external governors.

424. The Board endorsed the updated Governor Role Description, including the skills and experience recommended as priorities at this time, and noted that recruitment would commence in early 2020.
425. The Board considered the reappointment of Z Carter and S Morgan, in their absence, noting the positive feedback provided to the Search Committee from surveys of Board members of each governor. In the case of S Morgan, the survey had included an additional question in relation to confirming that there were exceptional reasons for reappointing for a third term of office based on the particular relevance of the land-based experience of S Morgan in the context of the skills audit of the Board, the current vacancies and the transition to a new Principal at the end of the academic year. Both individuals had confirmed to the Clerk their willingness to be reappointed.
426. **Resolved** – that Z Carter be reappointed as a member of the Board for a further term of office of four years from 1 January 2020.
427. **Resolved** – that S Morgan be reappointed as a member of the Board for a further term of office of four years from 9 March 2020.
428. The Principal updated the Board on correspondence with the College President and Vice President whose current terms of office were due to expire in February 2020, confirming that President was willing to extend this appointment until the end of July. Consideration was being given to possible successors, although it was noted this was an honorary title and not a governance requirement. An update in relation to the Vice President would follow in due course.
429. **Resolved** – that term of office of Lord Selborne as College President be extended to 31 July 2020.
430. The Principal also reported to the Board a potential opportunity which had arisen in relation co-opting a school head teacher on to either the Board’s curriculum or quality focused committees in the capacity of a local stakeholder. The Board agreed that College management explore the possibility further, in consultation with the committee chairs.

WELLBEING

Wellbeing Committee

431. The Board had received the unconfirmed minutes of the Wellbeing Committee held on 5 November 2019, which covered equality & diversity, health & safety and safeguarding (including Prevent), together with the updated Administration of Medicines and Medical Requirements Policy and the new Health & Wellbeing Strategy.
432. The Principal confirmed that the College had signed up to the AOC Mental Health and Wellbeing Charter.
433. The Principal noted a correction to minutes 135-136, explaining that the updates to the Safeguarding Learners Policy had been approved by the Chair of Governors, as reported to the Board at its meetings in October.
434. Responding to a question from the Chair as to whether the installation of a site access security system at Andover College had led to an improved sense of safety by the student community, the Deputy Principal – Curriculum confirmed that the student survey conducted the previous week and shown an increase to 97-98% across both campuses.

435. The Board noted the data on safeguarding cases and other safeguarding matters which had been reviewed by the Committee. Noting the extent of the actions reported by the Safeguarding Group, the Deputy Principal – Curriculum explained that this reflected the culture of continuous improvement and commended the group’s commitment.
436. A suggestion was made as to using painted lines on outdoor paths to indicated wheelchair access and the Principal undertook to consider this if practical.
437. In response to a Member’s question about engaging students with the diversity data in relation to 2018-19 FE student achievement and what could be done to address any gaps, the Deputy Principal – Curriculum explained that the data formed part of the SAR and QIP considerations and undertook to consider discussion at future Student Council meetings.
438. The Deputy Principal – Curriculum explained the context to the recommended updates to the Administration of Medicines and Medical Requirements Policy, highlighting the College’s duty of care for the administration of emergency medication in accordance with government guidelines and consultation with clinical experts and the actions being undertaken to support this, including staff training and risk assessments.
439. **Resolved** – that the updated Administration of Medicines and Medical Requirements Policy be approved.

Health & Wellbeing Strategy

440. The Deputy Principal Curriculum introduced the proposed new Health & Wellbeing Strategy which had been developed following the ‘Transforming children and young people’s mental health provision’ green paper and related DfE non-statutory guidance for schools and colleges. The new strategy provided a framework for a ‘whole college’ (including University Centre Sparsholt) approach to supporting student and staff health and wellbeing.
441. The Board noted that the progress in delivering the action plan would be overseen by the Wellbeing Committee termly and reported to the Board annually.
442. **Resolved** – that the Health & Wellbeing Strategy be approved.

SINGLE EQUALITY SCHEME

443. The Board had received the annual report of the Deputy Principal, Curriculum on progress with the Single Equality Scheme 2016-2020 and noted that the Scheme would be republished with updated staff and student data.
444. The Deputy Principal, Curriculum highlighted some of the key areas of progress against the intended impacts under each of the characteristics and the priorities agreed by the College’s Equality & Diversity Steering Group for 2019-20.
445. The Board noted that the College continued to work hard to articulate and share its values and ethos and to achieve a community which was free from discrimination and secure and confident in its diversity.
446. The Board agreed to continue to aim for a similar gender mix of governors as to that of the College and that both female and BAME applicants would be encouraged to apply in the advertising for the current vacancies.

GOVERNANCE

Chair of Governor Approvals

447. The Board noted the summary of matters approved by the Chair of Governors since the October meeting of the Board, under delegated authority: a matter related to market supplements which was also subsequently considered by the Resources Committee and approvals relating to the loan with Lloyds Bank, as follows.
448. On 11 October 2019 the Chair of Governors, having consulted the members of the Board of Governors and under the authority delegated by the Board of Governors on 3 October 2019, approved the following:
- a) That the loan facility in an original principal sum of up to £750,000 arranged with Lloyds Bank plc (the Bank) in a letter dated 22 June 2006 (the Facility Letter) be amended in the manner proposed in a letter from the Bank dated 2 October 2019 (the Amendment Letter).
 - b) That Tim Jackson (Principal/Governor) and Anne Whitworth (Director of Finance) be authorised to make the necessary arrangements with the Bank and to sign on behalf of the College the Amendment Letter which was presented to the Chair of Governors and its terms and conditions approved.
 - c) That the Clerk to the Corporation be authorised to sign a certified copy of the resolutions and Chair of Governors' approvals to confirm that they were passed in accordance with the Instrument and Articles of Government of the College and that the signatures furnished to the Bank with the resolutions are those of the duly authorised officials at the date of the resolutions.

Governance Update

449. The Board had received the report of the Clerk updating on governance matters, including in relation to recent regulatory notices issued by the Office for Students (OfS) (Monitoring & Intervention; Reportable Events), the launch of the ESFA's Integrated Financial Model for College (IFMC) and related changes to the Board's business cycle, and reference to new guidance notices issued by the AOC and circulated to Members on 'College solvency and insolvency', 'international activity' and 'subsidiary companies'.
450. The Director of Finance provided further explanation to Members of the IFMC and how the ESFA and DfE intended that the new reporting requirements would enhance financial oversight of colleges.
451. The HE Student Governor reported feedback on student governor training from his attendance at the Unloc Student Governor Training Programme/AOC Conference and the Chair thanked the Vice Chair for his summary of key messages from his attendance at the AOC Regional Governance Conference, including in relation to Ofsted's Education Inspection Framework (EIF). The Deputy Principal – Curriculum noted discussions at the Curriculum Leadership Group (CLG) in relation to feedback from colleges inspected under the EIF and actions being planned to support managers engage with the EIF.
452. **Resolved** – that
- a. Janine Emm be appointed as a staff governor from 1 January 2020 for a term of office of four years and that Janine Emm become a member of the Resources Committee;

- b. Sarah Duckering be appointed as a co-opted member of the Curriculum, Employers & Market Requirements Committee from 1 January 2020 for a term of office of four years;
 - c. the updated terms of reference of the Curriculum, Employers & Market Requirements Committee and of the Quality & Standards Committee be approved.
453. Confidential items discussed are recorded separately. The meeting closed at 1.00 pm.