

**SPARSHOLT COLLEGE HAMPSHIRE**  
**MINUTES OF THE MEETING OF THE**  
**BOARD OF GOVERNORS**  
**held on 17 March 2020 at 9.00 pm**

**<sup>1</sup>PRESENT:** J Blaber (St); J Emm (SCS); T Floyd (E); N Hopkins (E) (by phone); T Jackson (P); M Lauder (E) (by phone); A Owen (E); R Palmer (E); H Perry (S); C Wilson (E).

In attendance: J Milburn, Deputy Principal – Curriculum  
A Whitworth, Director of Finance  
S Willson, Clerk to the Corporation

**APOLOGIES, ATTENDANCE AND CHAIRING**

34. Apologies were received from Z Carter, S Morgan, A Neal and J Porter.
35. N Hopkins and M Lauder participated in the meeting via teleconferencing and therefore did not count towards the quorum.
36. As the Chair of Governors was participating via phone and the majority of attendees were present in the meeting room, the Chair had asked the Vice Chair to chair the meeting.

**DECLARATION OF INTERESTS**

37. 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.

**GOVERNANCE**

38. The Board had received the report of the Clerk to the Corporation on the implications for the operation of the Board of the current national CoVID-19 situation and proposed revisions to the Instruments & Articles of Government and Standing Orders, together with a guidance note from lawyers Eversheds Sutherland on CoVID-19 related governance issues for colleges.
39. The proposed revisions were intended to increase the flexibility around convening of meetings, the format of meetings and the ability for the Board and its committees to make decisions when it was not possible to meet face-to-face. The revisions followed the advice of Eversheds Sutherland and were to provide that, particularly in this exceptional situation, the Board could convene and discharge its duties as effectively as possible.
40. The Chair of Governors stressed that, under normal circumstances, the strong preference was for face-to-face meetings and that the approval of urgent decisions by the Chair/Vice Chair which was already allowed under the Standing Orders and the new provision for the use of written resolutions and teleconferencing were for exceptional circumstances.
41. Members discussed the CoVID-19 situation and potential worst case scenarios which the college could experience in relation to incapacity and unavailability of Board members

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<sup>1</sup> (E) = External; (P) = Principal; (S) = Staff; (SCS) = Sparsholt College Services Staff Governor; (St) = Student

and of College Group senior post holders. It was noted that maintaining effective leadership and ensuring routes for succession planning, including through interim appointments if necessary, was critical.

42. Responding to Members' questions as to whether including certain exceptions to written resolutions would unnecessarily restrict the ability of the Board to make decisions during times, the Clerk confirmed that she was not aware of there being a statutory or other external requirement to excluded any decisions and noted that she was seeking confirmation from Eversheds.

*[Eversheds subsequently confirmed to the Clerk by email 17/02/20 that there was technically no bar to matters which could be decided by written resolutions, although in general it was advised that written resolutions were used sparingly.]*

43. **Resolved** – that the revised Instruments and Articles of Government be approved, with the further amendments that:

- a. the minimum number of members required included at least four external governors (not including the SCS staff governor);
- b. there be no exclusions to matters which could be resolved by written resolution.

44. **Resolved** – that the revised Standing Orders be approved with the further amendments that:

- a. Clauses 4 and 7 be cross-referenced to clarify that the usual notice period for meetings could be varied when special meetings were called to consider urgent matters;
- b. Clause 26 be revised to note that video/phone connections should be 'substantively maintained';
- c. Clauses 57 to 60 be revised to further clarify the proceedings to be followed for written resolutions;
- d. Clause 71 be revised to clarify that the Board could set the quorum for meetings of its committees separately to the quorum for Board meetings.

## **COVID-19**

45. The Principal provided a verbal update on the latest Government announcements and the College's planning for the CoVID-19 situation. This followed discussions at the Audit Committee and Resources Committee and regular updates provided by the Principal to the Chair and Vice Chair in relation to CoVID-19.
46. The Principal confirmed that the College was preparing through its best endeavours to provide remote teaching of the FE and HE curriculums, recognising that there would be limitations in relation to practicals and the need to adapt the delivery of teaching via a range of online forums.
47. The Principal reflected on how the impact of Government advice regarding isolation and social distancing would have an inevitable impact on the availability of staff at schools and colleges. A Staff Governor endorsed this, giving examples of the challenges already starting to be faced in delivering the curriculum.

48. It was also noted that the sector was awaiting guidance from Ofqual in relation to exams and the Deputy Principal – Curriculum was contacting both Pearsons and City & Guilds awarding bodies to seek clarification.
49. Asked about communications to students about the College's plans, the Principal confirmed that FE students and parents and HE students had been informed about the College's plans to deliver remote learning.
50. Responding to a question about the accessibility and capacity of remote learning, the Deputy Principal – Curriculum reported that systems were being tested to ensure that the mode of delivery was appropriate to class size.
51. The Deputy Principal – Curriculum also confirmed that arrangements were being put in place in relation to the safeguarding, wellbeing and pastoral support of students, and to ensuring animal welfare.
52. The HE Student Governor asked for clarification and received answers from the Principal and Deputy Principal – Curriculum on a range of matters relevant to HE students, including whether there would be an impact on student fees if University Centre Sparsholt (UCS) were to close, options for residential students over the Easter break and what support would be offered to students without internet access at home. In particular, the Principal stressed that there were no plans to close UCS or the College.
53. Asked whether there would be any impact on delivery of the Animal Health & Welfare Centre capital project, the Deputy Principal – Curriculum reported that the contractor had confirmed that they were mobilising as normal, in line with the project schedule.
54. The Board commended College management for acting on the latest Government advice and for the detailed and pro-active planning in relation to both staff and students. The Board recognised that management and staff were endeavouring, in challenging circumstances, to ensure the College could continue to deliver its FE and HE education offer and to protect the interests of students.
55. The meeting closed at 9.45 am.