

**SPARSHOLT COLLEGE HAMPSHIRE**  
**MINUTES OF THE MEETING OF THE**  
**BOARD OF GOVERNORS**  
**held on 2 April 2020 at 9.00 pm**  
**via videoconference**

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

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

#### **LONG SERVICES AWARD**

56. A Long Service Award had been awarded to Julia Garner, Learning Technology Development, ILT Team, prior to the meeting.

#### **APOLOGIES**

57. Apologies were received from Z Carter and J Porter.

#### **DECLARATION OF INTERESTS**

58. 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**

59. **Resolved** – that the minutes of the meetings held on 12 December 2019 (Parts I, II and III), 24 February 2020 and 17 March 2020 be confirmed as a correct record and signed by the Chair of Governors.

60. There were no matters arising not covered elsewhere on the agenda.

#### **CHAIR OF GOVERNORS' REPORT**

61. The Board had received and noted the report of the Chair which summarised activities he had undertaken since the December 2019 meeting of the Board and upcoming events and matters requiring his consideration.

#### **PRINCIPAL'S REPORT AND STRATEGIC PLAN**

62. The Board had received the report of the Principal providing an update on progress towards achieving the three-year objectives of the current Strategic Plan and the annual milestones for 2019-20 and summarising key developments at the College since the

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

- previous meeting of the Board, including matters related to the coronavirus (COVID-19) pandemic.
63. The Principal summarised key points in relation to the college's response to the COVID-19 situation and how the college was complying with Government requirements/advice, noting that the pandemic had affected all aspects of the work of the College and that the considerable amount of management and staff time planning for the situation had paid off in the swift adaptation to the new exceptional circumstances.
  64. The Principal confirmed the continuation of the ESFA funding grant and noted that the management accounts under a separate agenda item provided an assessment of the financial impact for the Board's consideration.
  65. The Board noted the approach to key workers' children and vulnerable children and to enabling social distancing in areas of college activity which required staff to be onsite for the care of animals and the estate (such as the farm, Animal Management Centre and Equine). The Principal also gave practical examples of the risk management measures which had been put in place, with, for example, some staff living on site and staff separated into teams on alternate work patterns.
  66. Responding to a Member's question about contingency plans in relation to animal care, the Deputy Principal Curriculum confirmed that management had assessed risks and taken a number of actions including, for example, upskilling lecturing staff and providing basic animal management training to staff volunteers from other teams. There were also paid student volunteers in place and recruiting additional student volunteers could be considered as back up, providing health and safety measures were appropriate.
  67. The Board noted the update on free school meals and the Deputy Principal Corporate summarised the rapid action which had been taken by the College, despite the short-notice and lack of formal guidance for FE colleges, to give qualifying learners access to food (funded at the rate of £15/week) and reported the intention to continue to make this available during the Easter holidays.
  68. The Principal confirmed that, while the Andover College campus had been shut and only a very small number of key workers' children had opted to use the Sparsholt College campus, as full a curriculum as possible was being delivered for both FE and HE students via remote learning methods by staff working at home. Additionally, marketing activities had been moved online and new ways were being developed to support recruitment. For example, a pre-recorded HE Offer Holders Day presentation was being sent out to applicants.
  69. Members reflected on their wider HE, FE and other sector experiences with virtual/remote learning and changes in business practices and agreed that it would be important for the college to capture any learning from its own experiences to inform future delivery of the curriculum and effective working more generally. The HE Student Governor suggested that student ambassadors could also be asked to provide feedback.
  70. The Deputy Principal – Curriculum confirmed that the Quality Manager and ILT team would be reviewing best practice in online teaching and learning and identifying what more could be done to improve delivery.
  71. Asked about the guidance on grading and how this might impact progression from FE to HE, the Deputy Principal – Curriculum reported the most recent update from Ofqual and

- the expectation of more detailed information to follow. The Deputy Principal Corporate noted that planning had also begun for HE assessments to replace cancelled exams.
72. The Board discussed the possibility of furloughing staff under the Government's Coronavirus Job Retention Scheme (CJRS) in light of its responsibility for safeguarding the college's assets and the significant negative financial impact of the COVID-19 situation on the College. The Principal noted the latest advice from the AOC that colleges were eligible to apply to the scheme where relevant, although he considered that this might only be applicable to a very small number of posts.
  73. The Board also considered whether the College should pay any furloughed staff at full salary (directly funding the 20% not funded by Government) and agreed that this would be desirable and would represent long-term value to the College in terms of staff wellbeing, motivation and retention. The Board also took into account that any furloughing would be likely to apply to a small number of staff and that these staff were not on high pay bands.
  74. **Resolved** – that the Principal and SLT continue to keep under review the possibility of furloughing staff under the Government's CJRS as more guidance became available and to apply to furlough posts if this should become relevant and necessary to manage the budget deficit.
  75. In relation to delivery of the Animal Health and Welfare Centre capital project, the Deputy Principal, Curriculum (Project Lead) reported that the contactors had started on site but had experienced disruption to the supply chain for building materials. At the contractors' request, it had therefore been agreed to suspend work for four weeks with no change to costs but a resulting four week delay to the completion date. A review meeting would take place after Easter to consider the next steps in light of the developing COVID-19 situation. The Deputy Principal – Corporate also confirmed that the EM3 LEP had agreed to put in place a contract variation in relation to the timescale of the project, in light of the COVID-19 situation, so that the College did not breach capital grant conditions.
  76. Asked by a Member about measures being taken to ensure social distancing where any contractors were on campus, the Principal confirmed that the Health & Safety Officer was working partly at home and partly on campus and taking actions where necessary to enforce social distancing. The Animal Health and Welfare Centre contractors were not currently onsite. The SCS Staff Governor reported that the Premises team were also overseeing the activities of any contractors onsite.
  77. The Board commended the very effective way in which the College staff appeared to be dealing with the COVID-19 pandemic, particular in relation to the delivery of teaching and learning, learning support and well-being and welfare support for students. The Principal undertook to relay the appreciation of the Board to College Group staff.
  78. The Board noted that management had developed a ledger of all additional costs and lost income opportunities as a result of being instructed by the Government to close to face-to-face teaching and learning and other income generating activities, with a view to this informing the case for future financial compensation.
  79. The Board noted the generally good progress against the Three-Year Strategic Plan Objectives and Annual Milestones for 2019/20 at this third point in the year and the positive trend in applications of 16-18 year olds. The Principal reported the latest

application figures (as at end of March 2020): at Andover College +12 (+11 for Year 11s) at this point year on year and +109 (+94 for Year 11s) for Sparsholt College.

80. The Principal also gave the latest figures for 19 year olds+ applications at Andover College as -35 (representing a 25% reduction year on year) and for Sparsholt College -29 (15%), noting that the decline reflected changes in funding and confirming that management were continuing to monitor this. HE applications were 15% lower than at the same point last year but acceptances were at the same level, with a greater number of internal FE progressors.
81. Members reflected on the potential impact of the Covid-19 situation on 2020-21 enrolments.
82. It was noted that, as a consequence of COVID-19, Halls of Residence income would be lower than budgeted as a result of the refund of Halls fees from mid-March through to June 2020 and that the summer language school business was also likely not to occur.
83. The Board noted the summary of the second bi-annual performance review Sparsholt College Services Limited (SCS) confirmed that there were no issues raised in relation to the provision of business support activities and actions had been taken to ensure continuity of services during the COVID-19 situation.

#### **HEALTHCHECK REPORT**

84. The Board had received the latest College Healthcheck Report (2020/03) and noted that the key points had been covered under the previous agenda item.
85. In response to a Member's observation about the levels of A Level applicants at Andover College, the Deputy Principal Curriculum explained the feedback that had been sought from schools and the plans for providing online content to Year 11s to show the Andover College offer and assist them in transition to A Levels.

#### **FINANCE**

86. The Board had received the Monthly Management Accounts (to 29 February 2020).
87. The Director of Finance explained that the forecast outturn included an estimation of anticipated income loss and cost savings in the 2019-20 financial year, with variances as a result of Covid-19 annotated.
88. The Board noted the assessment of the Director of Finance that the cash position was healthy, with the main grant income streams continuing. The most significant loss of income related to the halls of residence, language schools, commercial activities and transport fees.
89. Asked if payments to bus companies had been suspended, the Director of Finance explained that the College was discussing each contract on a case by case basis with the longer term aim of ensuring the companies were able to continue to offer transport services during the next academic year.
90. In relation to the lending banks covenants, the Director of Finance explained that, although there was headroom in the covenants, a potential breach was possible in a worst case scenario. Conversations had been initiated with the banks but they were currently focused on the Government's loan scheme.

91. The Board recognised this as a prudent assessment and that the forecast variances would continue to be monitored closely and asked that an update in relation to the banks be reported to the Board.
92. The Director of Finance also assured the Board that the Finance team was continuing to perform all key functions off site, including payroll.

#### **AUDIT COMMITTEE**

93. The Board had received the unconfirmed minutes of the meeting of the Audit Committee held on 5 March 2020, together with the College's Risk Register Dashboard for information.
94. The Committee Chair highlighted key points from the minutes, noting that the committee had received substantial assurance from RSM in relation to internal audits of Payroll and Financial Controls. In addition, the follow-up review of management actions from the previous year had evidenced good progress.
95. The Committee Chair also reported that, subsequent to the meeting, the SLT and RSM had agreed that the planned audit of staff utilisation be further postponed until 2020-21 and an audit of curriculum planning be introduced to the 2019-20 plan. The Committee Chair confirmed that he was content to recommend this change to the Board, under authority delegated by the Audit Committee.
96. It was noted that the scope of the curriculum planning audit had not yet been decided but that the audit was also likely be of interest to the Curriculum, Employers & Market Requirements Committee.
97. **Resolved** – that the Internal Audit Plan 2019-20 be revised to replace an audit of staff utilisation with an audit of curriculum planning.
98. The Committee Chair also noted the positive outcome of the annual performance of the internal auditors and the recommendation to reappoint RSM for a further year. However, on the advice of the Director of Finance, the committee had also agreed that it would be timely to retender the internal audit service from August 2021.
99. **Resolved** – that RSM's contract as internal auditors be extended for one year from 1 August 2020, subject to the agreement of satisfactory fees by the Director of Finance, and that the internal audit service be retendered prior to 1 August 2021.

#### **CURRICULUM, EMPLOYERS & MARKET REQUIREMENTS COMMITTEE**

100. The Board had received the unconfirmed minutes of the meeting of the Curriculum, Employers Market Requirements Committee (CEMR) held on 27 February 2020, together with the updated Employer Engagement Strategy for information and the revised Careers Strategy.
101. The Committee Chair highlighted the consideration of a working draft of the updated HE Strategy, noting that this had set out a well-evidenced plan for development of HE and increased recruitment, emphasising the strategic importance of HE to the College. The finished strategy was due to be presented to the Board for approval in July.
102. Asked if the new agriculture HE programmes for 2020-21 were still planned to go ahead given the Covid-19 situation, the Deputy Principal Corporate confirmed that they were and that the College was seeking to recruit a new specialist member of staff.

103. The Committee Chair also drew the Board’s attention to the review of FE student destinations for 2018-29, commending the outcome that 98% of destinations were known, with 93% of former students progressing to education or employment and only 2% unemployed.
104. **Resolved** – that the minor updates to the Careers Strategy be approved.

#### **QUALITY & STANDARDS COMMITTEE**

105. The Board had received the unconfirmed minutes of the meeting of the Quality & Standards Committee held on 13 February 2020, together with examples of TALO (Teaching and Learning Observations) reports.
106. The Committee Chair reported headlines from the meeting, noting the good progress on the FE Quality Improvement Plan (QIP) and commending the redeveloped TALO process and the input of the Quality & Learning Manager. In relation to HE, the Committee Chair drew the Board’s attention to the positive feedback from external reviewers.
107. Members welcomed sight of the TALO reports and the Board agreed that an overview of the TALO process and terminology would be a useful topic for future governor training session.
108. Responding to a question about how recurring themes were identified and addressed, the Deputy Principal Curriculum explained that some of the TALOs had been brought forward in light of the developing Covid-19 situation and that this had provided a near complete set of data to inform the development and delivery of CPD. It was also noted that Learning Coaches were being recruited from within the academic staff to give further support to the ambition of delivering outstanding teaching and learning consistently.
109. Members also discussed with the Deputy Principal Curriculum and Deputy Principal Corporate the impact of remote learning on attendance and the ways in which attendance was being recorded and monitored.

#### **RESOURCES COMMITTEE**

110. The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 12 March 2020 (Parts I and II), together with Local Government Pension Scheme (LGPS) Discretions Policy, revised Financial Regulations, new Security Policy and new E-Safety and Online Communications Policy.
111. The Chairman highlighted a number of key points in the minutes, including in relation to Gender Pay Gap and membership of the College/SCS ICE Informing & Consulting Employees) groups, noting that some of the financial reporting recorded in the minutes had been overtaken by the Covid-19 situation.
112. The Board noted the discussions about bank arrangements, loans and covenants and the recommendation to extend the flexibility of investment options for the College’s surplus funds.
113. **Resolved** – that the College have the option of investing surplus funds in up to six UK regulated banks.
114. The Board noted the considerations in relation to staff remuneration and that it was hoped that a pay rise would be affordable in 2020-21, depending on the financial position then.

115. **Resolved** – that a cost of living pay award for all staff was regrettably not currently affordable at this time and that affordability be reviewed in the Autumn term, with annual reviews going forward.
116. **Resolved** – that the College Group Pay Scale be amended so that incremental points 13 and 14 were incorporated into Scale 3 in order that no member of staff would be paid less than the statutory National Living Wage and the National Minimum Wage rates.
117. **Resolved** – that Statutory Parental Bereavement Leave for the College Group be paid at full pay for week one and week two.
118. The Board noted the updates on pension matters reported in the Committee minutes. The Principal reported a communication from the Local Government Pension Scheme (LGPS) actuary who had warned that, if markets deteriorated further, contribution rates might require increasing from 2021-22 onwards.
119. **Resolved** – that the LGPS Discretions Policy be approved.
120. **Resolved** – that the revised Financial Regulations (incorporating the Procurement Policy and Expenses Policy) be approved.
121. **Resolved** – that the Security Policy be approved.
122. **Resolved** – that the E-Safety and Online Communications Policy be approved (replacing the E-Safety Policy and the Social Media Policy).

#### **SEARCH COMMITTEE**

123. The Board had received the unconfirmed minutes of the meeting of the Search Committee held on 10 March 2020.
124. The Vice Chair summarised key points and recommendations from the meeting and sought agreement from the Board. It was noted that all five of the applicants interviewed for the governor vacancies had been considered appointable and that the committee had proposed inviting one of them to become a co-opted member of either the Audit Committee or Resources Committee, subject to vacancies, and hoped that another would be able to work with College management to share his IT/digital experience.
125. **Resolved** – that John Lander be appointed as a member of the Board of Governors from 1 May 2020 for a term of office of four years.
126. **Resolved** – that Neil Moody be appointed as a member of the Board of Governors from 1 May 2020 for a term of office of four years.

#### **WELLBEING**

##### Wellbeing Committee

127. The Board had received the unconfirmed minutes of the Wellbeing Committee held on 26 February 2020, which covered equality & diversity, health & safety and safeguarding.
128. The Principal drew the attention of the Board to a number of matters covered by the minutes, including in relation to the reported safeguarding data.
129. The Safeguarding Lead Governor noted that he had a planned meeting via videoconference with the Designated Safeguarding Lead and other safeguarding/wellbeing leads the following day and would discuss how the management of safeguarding had had to adapt to remote learning and provide a report to governors for information.

130. The Deputy Principal Curriculum summarised the key change already in place in relation to safeguarding, noting that students at risk continued to be RAG rated, with more frequent review including in relation to remote working at home.

#### Health & Safety Annual Report

131. The Board had received the Annual College Group Health & Safety Report for the year 2018-19, postponed from the Autumn term to enable the new Health & Safety Officer time to review the policy and practices.
132. The Board report confirmed that there remained a good health and safety culture at the College, linked to health and safety teaching within the curriculum and the overall experience of leaders in subject key areas. It recognised, however, that turnover of the Health & Safety Manager/Officers in recent years had resulted in a less consistent focus and on audits and inspections of assessments/documentation and reduced compliance. Addressing these inconsistencies had been made a priority with a new Health & Safety Officer placed in post at the end of July 2019 and improvements had been made.

#### **SPARSHOLT COLLEGE SERVICES LIMITED (SCS)**

133. The Board had received the minutes of the SCS Board of Directors meetings held on 17 March 2020.
134. The Chair of Governors (and Chair of the SCS Board) expressed his thanks to A Owen who had chaired the meeting in his capacity as a director of SCS due to the Chair of the SCS Board having participated by conference call. The meeting had included a discussion about the emerging impact of the Covid-19 pandemic on the College Group.

#### **ANDOVER TOWN FOOTBALL CLUB LIMITED (ATFC)**

135. The Board had received and noted the minutes of the meeting of the ATFC Board of Directors of 6 March 2020.

#### **GOVERNANCE**

136. The Board had received the report of the Clerk to the Corporation on governance matters, and noted the updates in relation to statutory and regulatory developments and to the operation of the Board in light of the CoVID-19 situation.
137. The Board noted that it was likely that the Governors' Seminar in May would not go ahead and that consideration was being given to holding a Special Board meeting in its place to update on the Board on Covid-19 related matters.
138. **Resolved** – that John Lander be appointed a member of the Resources Committee and Neil Moody be appointed a member of the Curriculum, Employers & Market Requirements Committee.
139. The Clerk noted that the Code of Conduct for Governors and Co-opted Committee Members was based on a standard document provided under the governance subscription with Eversheds Sutherland and that the latest edition had been released for adoption by governing bodies. The Clerk would make any minor amendments required to align terminology or cross-reference policy documents prior to circulating to governors.
140. **Resolved** – to adopt the latest version of the Code of Conduct for Corporation Members (Sixteenth Edition).



141. As this was the final scheduled Board meeting attended by J Blaber, the Chair of Governors thanked him for his outstanding contribution as a HE Student Governor.
142. Confidential matters were recorded separately. The meeting ended at 11.50 am.