

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
held on 8 December 2023 at 9.00 am
at Sparsholt College

¹PRESENT: G Davies (E); J Emm (SCS) (min 502 to 583 and 586 to 598); T Floyd (E); N Hopkins (E, Chair); P Jordan (E); J Lander (E); C McCormack (E); J Milburn (P); S Morgan (E); A Neal (E); J Orłowski (St) (to min 598); H Perry (to min 598); A Rowley (E); C Wilson (E, Vice Chair).

In attendance: S Grant – Deputy Principal (to min 602)
N Heslop - Director of Finance (to min 602)
D Mernagh – Vice Principal & Dean of Higher Education (to min 598)
R Price, Director of Learning & Quality (to min 524)
B Stokes – Vice Principal Curriculum (Andover) (to min 598)
M Treagust – Vice Principal Curriculum (Sparsholt) (to min 598)
S Willson - Head of Corporate Governance

APOLOGIES AND MEMBERSHIP

502. Apologies were received from N Moody.
503. The Chair noted that it was the last Board meeting which S Morgan was scheduled to attend before the end of his term of office on 8 March 2024.

DECLARATION OF INTERESTS

504. 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

505. **Resolved** – that the minutes (Parts 1 and 2) of the meeting held on 5 October 2023 be confirmed.
506. FE funding (minute 407/23): The Principal reported additional funding for teacher recruitment, expanding maths hubs and exam resits announced by the Government to support its 'Maths to 18' policy; details to be confirmed.
507. HR matters (minute 411/23): The Principal provided an update on recruitment to key vacancies in curriculum areas.
508. Apprenticeships (minute 416/23): The Deputy Principal confirmed that DfE thresholds for apprenticeship achievement rates had been met or exceeded.

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

509. It was noted that the resolutions of the Board had been enacted and that there were no matters arising not covered elsewhere on the agenda.

CHAIR OF GOVERNORS' REPORT

510. The Board had received and noted the report of the Chair which summarised activities he had undertaken since the October 2023 meeting of the Board and forthcoming events and matters requiring his consideration.
511. The Chair thanked members of College Group management and staff on behalf of the Board for their efforts supporting the Ofsted inspection and the governors who had attended meetings with the Ofsted inspectors.

PRINCIPAL'S REPORT AND STRATEGIC PLAN

512. The Board had received the report of the Principal summarising key developments at the College since the previous meeting of the Board and in relation to the 2023-24 Strategic Plan objectives to review progress.
513. The Principal provided an update on the process for finalisation of the Ofsted report and responded to member's questions. The Board endorsed the actions taken by the Principal on behalf of the college.
514. The Principal drew the Board's attention to key points in her report on the Strategic Plan objectives and members sought additional information and assurance regarding a number of matters, including risks associated with FE qualification reforms and the impact to the land-based curriculum offer. It was noted that Landex was aware of the challenges and was liaising with City & Guilds and the DfE.
515. The Board noted the latest positive FE recruitment 2023-24 data but that the criteria for additional in-year funding had not been met.
516. The Principal provided an update on the T Levels capital projects, explaining the impact on the timescales and costs of the Construction T Levels capital project at the Andover campus of unforeseen changes required for planning permission. As the delay put the T Levels capital grant at risk, the college had alerted the DfE and was in discussions as to possible solutions. Positive progress was noted with the farm facilities capital project and the new HE Science Centre, both on the Sparsholt campus.
517. The Board noted good progress at this point of the year with the strategic plan annual milestone objectives, noting that the one objective RAG rated 'red' related to it being unviable to launch the planned Trees and Woodlands T Levels pathway this year due to the high proportion of 19+ applicants (not eligible for T Levels funding). The existing qualification had therefore been continued as it was available to 16-18 and 19+ learners.

HEALTHCHECK REPORT

518. The Board had received and reviewed the latest Healthcheck report (2023-Issue 06), noting that the key performance indicators showed performance was largely on track.
519. The Vice Principal Curriculum (Andover) explained the new approach to reporting FE attendance data which was intended to give a visual overview of progress from one report to the next and confirm management interventions. Members discussed the data, including in relation to English & Maths and the causal factors, and the Vice Principal explained new plans for teaching and assessment preparation for Functional Skills English & Maths. Overall, it was

noted that there were some positive indicators that the work to support attendance was having an impact.

QUALITY & LEARNER EXPERIENCE

520. The Board had received the FE Self-Assessment Report (SAR) for 2022-23 and FE Quality Improvement Plan (QIP) for 2023-24, both of which had previously been reviewed in detail and were recommended by the Quality & Standards Committee.
521. The report confirmed that the college had self-assessed as ‘Good’ with some ‘Outstanding’ features and the Board noted that the college had again set an ambitious QIP to further improve the outcomes for learners and support the college’s ‘journey to outstanding’.
522. The Chair of the Quality & Standards Committee commended the SAR process and methodology and also the evidence that, where it had been previously recognised that quality improvement interventions were required, these had been delivered or were ongoing. The ability of leaders and managers to step back, rethink interventions and innovate where necessary was particularly noteworthy.
523. Responding to questions, the Director of Learning & Quality confirmed the improvement in ‘highly confident’ outcomes from teaching and learning observations (TALOs) of English and Maths teachers and that teaching standards were good, albeit that the onboarding and support processes for agency staff was being strengthened.
524. **Resolved** – that the FE Self-Assessment Report 2022-23 and associated FE Quality Improvement Plan 2023-24 be approved as appropriate and supportive of driving further improvements in FE in the college.

AUDIT AND RISK MANAGEMENT

525. The Board had received the unconfirmed minutes of the Audit Committee meeting held on 14 November 2023, together with the latest Risk Register Heat Map, the completed Regularity Audit Questionnaire, the annual Internal Audit Report and Opinion, and the annual report of the committee to the Board.
526. C Wilson, who had been Acting Chair for the meeting, highlighted the review by the committee of RSM’s internal audit annual opinion and the findings of the external auditor, Buzzacott.
527. The Board noted that the committee had received reasonable assurance from the internal auditors that the College had an adequate and effective framework for risk management, governance and internal control.
528. The Board noted that the external auditor was awaiting written confirmation of the outcome of the public finance audit (PFA) which had commenced in September before being able to finalise the audit. The ESFA and the ESFA’s auditors were aware of the necessity to provide this confirmation in order that the College Group accounts could be signed and submitted by the ESFA’s deadline of 31 December 2023. The Deputy Principal confirmed that there was not expected to be any new adjustments identified by the PFA but noted that this remained technically possible until completion of the audit.
529. The Board also noted the advisory recommendation of the external auditor that the college include some governors as signatories to bank mandates and that the committee had discussed the potential exceptional circumstances when authorisation by a governor might

be required. The Director of Finance had undertaken to consider options and bring a recommendation to the next meeting.

530. **Resolved** – that the Regulatory Audit self-assessment questionnaire be signed by the Chair of Governors and the Principal (Accounting Officer).
531. C Wilson highlighted the presentation received by the committee on cyber security measures and developments at the College Group. While cyber security remained high risk for all organisations, and had been escalated as a risk in the education sector, the committee had welcomed the evidence of the continuing scrutiny of risks and enhancement of controls by the college. Members sought and received specific confirmation in discussion about testing of systems, training of staff, and crisis management exercises, and noted plans being investigated for additional security.

COLLEGE GROUP SUBSIDIARY COMPANIES

Andover Town Football Club Limited (ATFC)

532. The Board had received the minutes of the meeting of the ATFC Board of Directors of 12 November 2023 and noted the Directors' Report and Financial Statements for the year ended 31 July 2023.
533. The Principal and Chair of the ATFC Board highlighted actions relating to the position of the club in the league and the process for seeking the location by Test Valley Borough Council of a new 3G artificial grass pitch at the Portway Stadium.

Sparsholt College Services Limited (SCS)

534. The Board had received the minutes of the meeting of the SCS Board of Directors of 21 November 2023 and noted the Directors' Report and Financial Statements for the year ended 31 July 2023. The Board had also received the notes of the annual performance review meeting of the services provided by SCS.
535. The Chair confirmed that the arrangements between the college and SCS continued to operate effectively and noted the positive assessment of the services provided by the SCS teams.
536. **Resolved** –
- a) that the Supply of Services Agreement between Sparsholt College Hampshire and Sparsholt College Services Ltd be varied to extend the term of the contract for a further five years on the same terms of continuation and variation;
 - b) that Schedule 1 to the Supply of Services Agreement be varied to update the description of services in line with the current management and operational structure;
 - c) that authority be designated to the Vice Chair of Governors to sign the amendment agreement on behalf of Sparsholt College Hampshire.

Westley Enterprises Limited (Westley)

537. The Board had received for information the minutes of the meeting of the Board of Directors of Westley held on 21 November 2023 and the approved Directors' Report and Financial Statements for the year ended 31 July 2023.

538. The Principal and Chair of the Westley Board highlighted the positive growth in income in 2022/23 and forecast business in 2023/24 as commercial activities recovered from the impact of the pandemic.

FINANCE

Management Accounts

539. The Board had received the latest monthly management accounts (to 31 October 2023), including an update on the in-year financial position 2023/24 and cash flow forecast to July 2025.
540. The Board welcomed the addition of RAG ratings to the management accounts commentary.
541. The Director of Finance explained key variables and sensitivities for the forecast and cash flow and noted the addition of a table giving year on year comparators for pension scheme membership by College Group staff in response to a request from the Resources Committee. It has been announced that the Teacher Pension Scheme employer contribution rate was due to increase by 5% from April 2024 and the DfE had confirmed additional funding for colleges to cover the cost of the increase on a one-year basis would be provided.
542. Members discussed progress in relation to recruiting to fill staff vacancies and sought additional information about the college's cash balance and bank loans, noting the restriction on new commercial borrowing in the public sector and the proportion of cash held which was from grants relating to spending on major capital projects.
543. The Board noted the forecast outturn for 2023/24 was a reasonable surplus, though relatively small proportionate to total income, and discussed the key potential significant adverse variances. The Director of Finance provided assurance as to the impact on the key balance sheet measures/ratios as the cash balance reduced due to expenditure on projects.

Going Concern

544. The Board had received the report of the Director of Finance to inform the Board's decision as to whether the College Group was a going concern.
545. The Board noted that the College Group annual financial statements had been prepared on a going concern basis and considered the matters covered by the report, including in relation to cash flow forecasts, the 2023/24 budget and forecast student enrolments for 2024/25, bank loans and covenants, and assets.
546. The Board noted that the bank loan covenants had been confirmed by the auditors to be met in 2022/23 and were forecast to be met in 2023/24. The outcome of the Public Finance Audit commenced in September was expected to be positive, with a small adjustment which had been incorporated into the 2023/24 forecast.
547. **Resolved** – that the Board was content to confirm that the College Group was a going concern.

External Auditors' Report

548. The Board had received the external auditor's (Buzacott's) post-audit management report and noted that Buzacott expected to give unqualified audit opinions on the financial statements and regularity assurance.

549. The report had been considered in detail at the Audit Committee meeting attended by the audit partner and it was noted that no concerns had been identified which the auditor partner or the committee considered required the audit partner to attend the Board meeting.
550. The Director of Finance explained the minor audit adjustment, which had no impact on the college's overall reserve balances, and the low-level audit observations in relation to administration of bank accounts.
551. The Board was satisfied to receive the report and noted that the matters required to be completed before the finalisation of the audit and signature of the accounts by the auditors.

Annual Report and Financial Statements

552. The Board had received the Annual Report and Financial Statements for the year ended 31 July 2023, together with the letter of representation and a commentary from the Director of Finance.
553. The Director of Finance confirmed that the minor changes to the annual report requested following scrutiny by the Audit Committee and Resources Committee had been actioned and reviewed by the auditor.
554. The Board noted the report of the 2022-23 year end outturn (before FRS 102 staff pension costs, actuarial pension loss and swaps movement) of £155k, which was ahead of the budgeted surplus, alongside the statutory financial results and adjustments as reported in the financial statements.
555. **Resolved** – that the letter of representation on behalf of the college be approved and signed by the Chair of Governors and that the Annual Report and Financial Statements for the year ended 31 July 2023 be approved and signed by the Chair of Governors and Principal.

COMMITTEE REPORTS

Curriculum, Skills & Stakeholders Committee

556. The Board had received the unconfirmed minutes of the meeting of the Curriculum, Skills & Stakeholders Committee (CSS) held on 19 October 2023, together with the committee's annual business plan.
557. The Committee Chair commended the continuing evidence of strong stakeholder engagement reported to the committee, including through the submission of the Local Skills Improvement Fund (LSIF) bid developed with EM3 and Surrey colleges and aligned with the Local Skills Improvement Plan (LSIP).
558. The Committee Chair also highlighted the assurance provided of effective planning for the ongoing rollout of new T Levels, highlighting the continuing priority to manage the extensive shift from existing qualifications to T Levels over the next few years.
559. The Board also noted the review of HE student outcomes (2020/21 graduates) and the progress report on HE Access & Participation Plan (APP) targets and the requirement to submit a new APP by July 2024 for 2025/26.

Quality & Standards Committee

560. The Board had received the unconfirmed minutes of the meeting of the Quality & Standards Committee (Q&S) held on 23 November 2023, together with the committee's annual business plan and the latest Prevent Duty risk assessment.

561. The recommendation of the committee in relation to the SAR and QIP had been considered earlier in the agenda. The Committee Chair highlighted key points from the meeting and members sought further information in a number of areas.
562. In relation to HE provision, the Board discussion covered progress in extending and enhancing the WiFi capacity across the Sparsholt campus, the high proportion of HE students with declared learning difficulties and disabilities and related resourcing support needs, the approach to in-person teaching and ways in which students were supported with the increased cost of living (in particular travel costs) through bursaries. The HE Student Governor provided examples from her experience and endorsed the actions being taken. The Board noted the confirmation to the committee of compliance with the OfS guidance on blended and online learning, including in relation to meeting conditions of registration, and with clear communication to students at the University Centre Sparsholt (UCS) offer in line with consumer protection law.
563. The Board noted the challenge raised by colleges nationally about GCSE Maths and English resits in November due to the insufficient time to have all special access exam arrangements approved for newly enrolled learners and the announcement by some exam bodies of new requirements relating to Multi Factor Authorisation (MFA) from Spring 2024.
564. The Board also noted the committee’s review of the FE and HE Prevent Duty risk assessment and action plan, which had been updated to cover requirements for filtering and monitoring of internet use, and the updated Prevent Duty Statutory guidance (applicable from 31 December 2023). The designated Prevent Duty lead, the Vice Principal Curriculum (Andover), updated on the development of the lockdown notification system to include alerts via college devices and phones and enable appropriate actions to be taken despite the complexity of the Sparsholt estate, with the safety of staff and students paramount.
565. Responding to a member’s question about Martyn’s Law (the Terrorism Protection of Premises Bill), the Principal confirmed that the new law was expected to apply to large college events and provided assurance that planning was in place to comply.

Resources Committee

566. The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 16 November 2023 (Parts 1 and 2), together with the updated Freedom of Information Publication Scheme.
567. Prior to the meeting, the Chair had agreed that a proposal for an urgent tender waiver be presented verbally for the Board’s consideration. The Director of Finance summarised the proposal for the purchase of four tractor simulators at a total cost of £229,050 (including VAT) funded via the T Levels Specialist Equipment Allocation (SEA) and the Local Skills Improvement Fund, providing details of the reasons for the purchase and for the selection of the supplier in order that the Board could be satisfied that due process had been followed and value for money achieved.
568. **Resolved** – that the tender waiver request for the purchase of four tractor simulators be approved.
569. The recommendation of the committee in relation to the annual report and financial statements had been considered earlier in the agenda. The Chair highlighted other key points from the committee’s minutes, which included outcomes of the College Group staff survey,

assurance about capital expenditure in 2022/23, progress in delivery of the property strategy and the sustainability strategy.

570. **Resolved** – that the updated Freedom of Information Publication Scheme be approved.

Wellbeing Committee

571. The Board had received the unconfirmed minutes of the Wellbeing Committee held on 7 November 2023, which covered equality & diversity, health & safety and safeguarding (including Prevent).
572. The Principal drew the Board’s attention to the review of accidents and the actions taken as a result, including in relation to feedback from the Landex Peer Review.
573. Reviewing the update on health and safety matters, members sought information and assurance about the health and safety of learners in the workplace and the Deputy Principal and Vice Principal Curriculum (Sparsholt) confirmed the processes in place for work experience, industry work placements and apprenticeships. A member also reinforced the importance of complying with working at height regulations on the farm.
574. The Board noted a number of key points from the minutes, including the overview by the committee of wellbeing and support for staff and students in relation to the Israel-Palestine situation; review of the new Prevent Duty statutory guidance (effective from 31 December 2023) and confirmation that College Group policies and practices were consistent with the guidance; update of the Prevent risk register.
575. The Designated Safeguarding Lead (the Vice Principal Curriculum Andover) introduced the committee’s recommendation to add an appendix to the Safeguarding Learners Policy to cover circumstances in teaching and learning when a member of staff may need to accompany a student alone, including a risk assessment and approval process. Responding to a member’s question, the DSL confirmed that provision of a college mobile phone and contact information for offsite working was part of the risk assessment process.
576. **Resolved** – that the new appendix on lone-working added to the Safeguarding Learners Policy be approved.

GOVERNANCE

Written Resolutions and Chair of Governors’ Approval

577. The Board had received the report of the Head of Corporate Governance on written resolutions by the Board and approvals by the Chair of Governors since the October meeting of the Board. There had been no written resolutions.
578. The Board noted two approvals by the Chair of Governors:
- a) Updates to the staff remuneration review for 2023-24, approved on the recommendation of the Resources Committee and in advance of the December Board meeting to enable timely communication to staff;
 - b) The process for proceeding with the HE education centre capital project, approved on the recommendation of the Resources Committee and in advance of the December Board meeting to prevent adverse delay to the project.

Governance & Search Committee

579. The Board had received the minutes of the Governance & Search Committee held on 9 November 2023, together with the new AOC Code of Good Governance, the updated Governors' Code of Conduct, and the updated Governors' Expenses Policy.
580. The Board noted that the committee had agreed updates to the Board Effectiveness Action Plan 2023-24 in response to feedback at the October Board meeting and that the plan would be further updated following the External Board Review and recirculated.
581. The Board noted the update on recruitment plans for governors and co-opted committee members, and succession planning for the offices of Chair and Vice Chair, including the main skills priorities and objectives for Board membership which the committee had agreed. Following a query from a member, it was agreed to correct the drafting of the minutes to better record the priority to recruit an individual from a minority ethnic background.
582. The Head of Corporate Governance reported that there has been a positive response to calls for applications from FE students for the Student Governor vacancies at the Andover campus and Sparsholt campus. The applications were being reviewed and the Student Councils would be invited to nominate from the shortlisted applicants.
583. **Resolved** – that appointment of members of the Board could be requested and approved by written resolution before the March meeting of the Board.

The SCS Staff Governor left the meeting.

584. The Head of Governance reported the outcome of the call for nominations for a member of SCS staff in relation to vacancy arising for a SCS Staff Governor, noting that there had been one nomination and that this was for the current SCS Staff Governor who had confirmed she was willing to be reappointed for a second term of office.
585. **Resolved** – that Janine Emm be reappointed as the SCS Staff Governor from 1 January 2024 for a term of office of four years and continue as a member of the Resources Committee.

The SCS Staff Governor rejoined the meeting.

586. **Resolved** – that the new AOC Code of Good Governance be adopted (from 1 January 2024).
587. **Resolved** – that the updated Governors' Code of Conduct be adopted.
588. **Resolved** – that the updated Governors' Expenses Policy be approved.
589. Confidential matters were recorded separately.
590. The meeting ended at 12.40 pm.

Approved: Board of Governors Meeting 21 March 2024