

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
held on 21 March 2024 at 9.00 am
at Sparsholt College

¹PRESENT: G Davies (E); S Duckering (E); J Emm (SCS) (to min 90); T Floyd (E); N Hopkins (E, Chair); P Jordan (E); C McCormack (E) (from min 12); J Milburn (P); A Neal (E); H Perry (to min 90); A Rowley (E); M Wall (St) (to min 90); C Wilson (E, Vice Chair).

In attendance: S Grant – Deputy Principal (to min 91)
N Heslop - Director of Finance (to min 91)
B Stokes – Vice Principal Curriculum (Andover) (to min 90)
M Treagust – Vice Principal Curriculum (Sparsholt) (to min 90)
S Willson - Head of Corporate Governance

APOLOGIES AND MEMBERSHIP

1. Apologies were received from J Brant, J Lander, N Moody and J Orłowski.
2. The Chair welcomed S Duckering and M Wall to their first meeting of the Board.
3. The Chair noted that it was the last scheduled Board meeting before the end of J Lander's term of office on 30 April 2024 and recorded thanks for his service to the college as a governor.

DECLARATION OF INTERESTS

4. 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

5. **Resolved** – that the minutes (Parts 1 and 2) of the meeting held on 8 December 2023 be confirmed.
6. Qualification reforms (minute 514/23): The Principal reported that the DfE had decided not to go ahead with the planned T Level in equine care and management.
7. IT infrastructure (minute 562/23): The Deputy Principal confirmed investment of £150k in upgrades to enhance WiFi capacity across the Sparsholt campus to benefit teaching and learning and the student experience, with work starting in the Easter break.
8. 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.

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

CHAIR OF GOVERNORS' REPORT

9. The Board had received and noted the report of the Chair which summarised activities he had undertaken since the December 2023 meeting of the Board and forthcoming events and matters requiring his consideration.
10. The Chair provided an update on the governor recruitment campaign, confirming that there was a very strong field of applicants relevant to the priority areas of experience identified for the Board and its committees. The interviews of shortlisted applicants were due to complete on 25 March 2024 and the Chair sought the Board's endorsement to making appointments by written resolution to facilitate timely start dates.
11. **Resolved** – that approval to appointments to the Board and committees be invited by written resolution ahead of the next meeting of the Board.

PRINCIPAL'S REPORT AND STRATEGIC PLAN

12. The Board had received and reviewed 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, together with a letter from the head of the regional ESFA team reporting on the Annual Strategic Conversation meeting.
13. The Board noted and commended management on three positive outcomes from external assurance activities: the ESFA Public Finance Audit (draft report issued); the Ofsted inspection (confirming overall effectiveness of the college as 'good', with outstanding grades in three of the four key judgement areas); and an ESFA assurance review of 16-19 tuition funding in 2022/23 (small group English and Maths funding).
14. The Principal reported a number of collaborative, best practice sharing activities taking place via visits by other colleges, members of management presenting at the recent Landex conference, and input into an ESFA case study on financial management.
15. The Principal drew the Board's attention to two areas of risk management development to strengthen the resilience of operations: the introduction of a Climate Adaptation Group and development of a climate risk assessment for each campus; and the actions in train as a result of incidences of electricity, gas and water supply loss experienced since the start of the year. These business continuity incidences and the planned risk controls had been reviewed by the Audit Committee, and the Principal also assured the Board that she had met with the Fire Services to agree measures for alternative supply of water in incidences when use of fire hydrants on campus was restricted.
16. The Board discussed the update on dialogue with a commercial organisation about progressing the build of an anaerobic digester on site, raising a number of points which would require further consideration, and agreeing to receiving a presentation about the project to inform future strategic decision-making.
17. The Board welcomed the progress reported in relation to major capital projects, in particular the confirmation of agreement by the DfE to extend the grant funding window for the T Level Capital Funding for the extension of the Andover Construction Skills Centre in order that the project be redesigned and tendered to comply with planning consent. This would enable the college to offer relevant T Level pathways to meet local and regional skills need. The revised design required additional funding which had been considered and endorsed by the Resources Committee.

18. The Board also noted confirmation of commencement of the University Centre Sparsholt construction project for a new HE centre and commencement of the T Levels business hub at the Andover campus. The FE Student Governor reported that there was confusion from some Andover students about the business hub development and the Vice Principal Curriculum (Andover) clarified how the T Level development fitted with wider changes on campus, including in relation to the Sixth Form common room space, and undertook to action further communications with Andover students.
19. Following a presentation and tour held for governors of the Test Valley Borough Council's Andover town centre redevelopment, the Principal assured the Board that careful consideration of the costs and benefits would be given to the potential option for ownership of The Lights building to transfer to the college in the future when the planned new theatre was built.
20. The Board noted overall good progress at this point of the year with the strategic plan annual milestone objectives. In response to a question about the target for reduction in paper-based resources, the Vice Principal Curriculum (Andover) outlined the challenges presented by the printing needed to comply with exam board requirements. Solutions were being sought and a trial underway with Equine to use non WiFi dependent electronic recording for assessments.

HEALTHCHECK REPORT

21. The Board had received and reviewed the latest Healthcheck report (2024-Issue 03), noting that the positive key performance indicators for recruitment in 2024-25 and that the Quality & Standards Committee was monitoring actions in relation to FE and HE learner attendance and retention data.

ACCOUNTABILITY STATEMENT & LOCAL NEEDS DUTY

22. The Board had received and reviewed the report of the Principal on development of the Annual Accountability Statement 2024-25 and the Local Needs Duty review.
23. The Board noted the Curriculum, Skills & Stakeholders Committee had reviewed a progress report on the 2023-24 Annual Accountability Statement which confirmed the targets set to meet skills needs had been met, other than where there had been a decision to delay or halt the launch of T Levels for reasons outside of the college's control.
24. The Principal gave a presentation on the requirements of the statutory Local Needs Duty and the collaborative event which had been held on 15 March 2024 with representatives from the governing bodies and leadership teams of colleges in the EM3/Surrey region. This event had reviewed research mapping curriculum provision by the colleges with skills needs across the region identified in the Local Skills Improvement Plan. The research had been shared with the Board and the Chair, Vice Chair, Principal and Head of Corporate Governance had taken part in the event. The discussions had sought to identify any gaps, actions to better skills needs, and collaboration opportunities. The feedback was informing the drafting of a Regional Accountability Statement which summarise the outcome the review.
25. The Board discussed a number of points linked to themes which had been identified during the collaborative review discussions, including some of the advantages of and barriers to colleges developing further collaboration, the role of the wider Hampshire region (outside the EM3/Surrey grouping) in meeting skills needs, the value of the research analysis but also some of the limitations, the link between the priority skills areas and the property strategy

investment in improved teaching facilities, and recruitment and progress challenges linked to some pathways.

26. **Resolved** – that the proposed approach to fulfilling the statutory Local Needs Duty and the approvals process for the 2024-25 Accountability Statement be approved.

FINANCE

27. The Board had received and reviewed the latest monthly management accounts (to 29 February 2024), including an update on the in-year financial position 2023/24 and cash flow forecast to July 2025.
28. The Director of Finance explained the main upsides which resulted in an improved budget position and the forecast of a higher end of year surplus, as a result of which the SLT was implementing some additional spending linked to delivering the strategic plan objectives. In addition, the strengthened cash position had enabled the SLT to propose extending the budget for delivery of the Andover Construction Centre expansion and this had been reviewed and endorsed by the Resources Committee.
29. It was noted that, while there had been some progress in recruitment, staff vacancies remained a factor in cost savings. The Board went on to further scrutinise and discuss the latest position in relation to vacancies and recruitment, including the impact on the budget if vacancies were filled, the impact of the use of agency staff, wider societal attitudes to pay and reward, and investing in Foundation/SEND staffing to prepare for more students to be enrolled in the Employability and Independence hubs.
30. The Director of Finance also highlighted the latest operating expenses headlines and the updated sensitivity analysis and confirmed that treasury management measures were intended to ensure availability of grant funding for major capital projects while also seeking to maximise bank interest returns.
31. The Principal reported that the college's funding settlement for 2024-25 confirmed an increase in FE funding from 2023-24, even when modelled for clawback of some T Level funding where subjects were not being launched or would only be in their first year of delivery. There were additional costs associated with the additional funding and some longer-term funding uncertainty. Further information and proposals would follow to the Board with the proposed 2024-25 budget.

COMMITTEE REPORTS

Audit Committee

32. The Board had received the unconfirmed minutes (Part 1) of the meeting of the Audit Committee held on 6 March 2024, together with the risk register heat map and updated Whistleblowing Policy.
33. The Committee Chair drew the Board's attention to assurance provided in relation to:
- 'Substantial assurance' confirmed by RSM's internal audits of payroll controls and risk management (risk register controls in relation to health and safety in curriculum delivery);
 - confirmation of insurance cover for the College Group and the review of the claims record for the previous year, with a tender exercise underway for the main insurance policy from 1 August 2024;

- the annual performance review of the internal and external audit services;
 - the committee’s annual review of its performance and terms of reference.
34. The Board also noted the risk register heat map and that the committee had been satisfied by its review of the risk register assurance report that management continued to proactively identify and mitigate developing areas of risk.
35. The Committee Chair alerted the Board to three areas of risk management discussed by the committee: the discontinuation of the EM3 LEP and related matters; the incidences of disruption to power and water on the Sparsholt campus; and the vacancies arising for members of the committee over the next six months.
36. The Committee Chair highlighted the actions being requested of the Board, noting that the recommendation in relation to adding two governors as signatories of the principal college bank accounts as a contingency for in extremis situations informed the proposed changes to the Financial Regulations under a later agenda item.
37. **Resolved** – that Buzzacott LLP be confirmed as the external auditors for Sparsholt College Hampshire for the statutory accounts for the financial year ending 31 July 2024 under the terms of the current contract.
38. It was noted that this was the last year of Buzzacott’s five-year contract and that the Audit Committee would oversee a tender process during 2024-25 to recommend external auditors for appointment by the Board. It was discussed that this process should include consideration of the independence of the auditors, including in relation to reappointment of the current auditors if relevant, as well as the auditors’ sector specific and FE funding knowledge and related added value.
39. **Resolved** – that RSM Risk Assurance Services LLP be confirmed as the internal auditors for Sparsholt College Hampshire for 2024-25 under the terms of the current contract.
40. **Resolved** – the updated Whistleblowing (Duty to Act) Policy be approved subject to consultation with the ICE Group and authority delegated to the Chair of Governors and Principal to approve any substantive changes arising from the consultation.

Curriculum, Skills & Stakeholders Committee

41. The Board had received the unconfirmed minutes of the meeting of the Curriculum, Skills & Stakeholders Committee (CSS) held on 22 February 2024, together with the three year FE and HE curriculum plan and examples of FE student destinations.
42. The Committee Chair drew the Board’s attention to assurance confirmed by the committee’s discussions in relation to:
- planning for delivery of the work placements which would be required with the further rollout of T Levels in 2024-25;
 - continuing evidence of effective engagement with employers and other stakeholders, although the risks in relation to the disbandment of the EM3 LEP were recognised;
 - excellent progress in delivering the 2023-24 Accountability Statement targets;
 - outstanding work in identifying c99% of FE student destinations (July 2023) as ‘known’, and of these c98% as ‘positive’, and related scrutiny of the proportion of leavers employed in industry specific careers.

43. The Board also welcomed the inspiring examples given of some individual student's destinations and this led to a discussion of the marketing opportunities afforded by evidence of positive destinations and the aim of further tracking alumni's careers. The FE Student Governors stressed how examples of student success and visits from Andover College alumni provided inspiration and grew the reputation of the campus.
44. Members also discussed the pathways for former students into teaching in FE and guidance about the opportunities available. It was confirmed that a number of teachers, technicians and LSAs on both campuses were former students and the FE Student Governor undertook to raise this with the Vice Principal Curriculum (Andover) at a Student Association meeting.
45. The Committee Chair alerted the Board to the committee's scrutiny of the FE and HE three year curriculum plan, and in particular the impact of the complexities and uncertainties arising from national qualification reforms. While the college was responding to these with the continuing roll out of T Levels and planning for new qualifications, management was also looking at ways to mitigate the risks identified in relation to the entry requirements for T Levels and to the fact T Levels were not available to adult learners. The committee had endorsed the scope and ambition of the three year curriculum plan as fit for purpose.
46. The Board also noted the progress report on the HE Access & Participation Plan (APP).

Quality & Standards Committee

47. The Board had received the unconfirmed minutes of the meeting of the Quality & Standards Committee (Q&S) held on 8 February 2024, together with the AI Strategy and a number of student related policies.
48. The Committee Chair reported that there were no new risks to alert the Board to and that the committee had drawn particular assurance from evidence reported in relation to:
 - priorities for FE performance, including levels of punctuality being sustained, improvements to apprenticeship attendance data, progress with delivering the Quality Improvement Plan actions;
 - the outcomes of Landex and EQR FE quality reviews and learner Pulse surveys;
 - close scrutiny of the English and Maths operational plan and indicators of some early success from new approaches introduced this year, some of which the Committee Chair explained he had seen in action during a recent governor Link visit;
 - a new system for evaluating and reporting assessment and progress of employability and soft skills for FE learners;
 - the outcomes of the annual HE Excellence and Quality Improvement Plan (EQUIP) review at the Board of Studies and actions arising.
49. The FE Student Governor provided feedback about views expressed by some students about attending English and Maths classes and the Board went on to seek information from management about approaches to communicating requirements and encouraging attendance, being assured that the challenges were understood and relevant actions were being taken. The Vice Principal Curriculum undertook to follow up with the FE Student Governor her suggestion about the possibility of A Level students mentoring/supporting GCSE students.

50. The Committee Chair noted the committee’s endorsement of the updated DigiEd Strategy and recommended the introduction of the new AI Strategy and Student AI Policy, and updates to the FE Malpractice, Maladministration & Plagiarism Policy, as clearly communicating expectations about the appropriate use of generative AI and where this was prohibited in order to comply with qualification awarding bodies’ requirements.
51. Members raised a number of questions about the policies and it was confirmed that HE malpractice requirements were covered by a separate policy and that minor updates as a result of feedback would be incorporated in the approved policies.
52. **Resolved** – that the following be approved:
- a) AI Strategy
 - b) Student AI Policy
 - c) FE Malpractice, Maladministration & Plagiarism Policy
 - d) FE Curriculum Delivery, Teaching & Learning & Quality Improvement Policy
 - e) Complaints (and other Feedback) Management Policy – Further Education
 - f) FE Student Charter
 - g) UCS HE Student Charter

Resources Committee

53. The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 7 March 2024, together with strategy and policy documents recommended by the committee for approval.
54. The Committee Chair drew the Board’s attention to a number of matters, including the review of the Financial Regulations and assessment of bank loan covenants, and noted that an update on key capital projects had been covered under the Principal’s report.
55. The committee had concurred with the views of the Audit Committee in relation to introducing two governors as signatories of the principal college bank accounts as a contingency for in extremis situations and endorsed the related update to the Financial Regulations.
56. **Resolved** – that the updated Financial Regulations be approved.
57. **Resolved** – that N Hopkins, as Chair of Governors, and C Wilson, as Vice Chair of Governors, be authorised signatories of the college’s Natwest bank accounts and Nationwide bank accounts.
58. The Board noted the actions reported to the committee to ensure compliance with changes to employment law.
59. **Resolved** – that, subject to consultation with ICE, the following be approved and authority delegated to the Chair of Governors and Principal to approve any substantive changes arising from the consultation:
- a) Flexible Working Policy;
 - b) Paternity Leave Policy and Carer’s Leave Policy (as part of Family Friendly Policies);

- c) An implementation date of 1 January 2025 for the calculation of holiday pay for staff who work less than 52 weeks per year based on hours rather than weeks in the relevant pay period would apply to SCS employees;
 - d) The implementation of rolled up holiday pay for casual/ sessional staff from 1 August 2024.
60. The committee had received an update on pension arrangements and confirmation that no changes were recommended by management in the annual review of the Local Government Pension Scheme (LGPS) Discretions Policy for college employees. The SCS Board of Directors had approved the policy for SCS employees which was also unchanged.
61. **Resolved** – that the LGPS Discretions Policy (College) be approved with no changes.
62. The committee had reviewed and recommended the new IT Strategy and the updated IT Policy.
63. **Resolved** – that the IT Strategy and IT Policy be approved.

WELLBEING

Health & Wellbeing Strategy

64. The Board had received and reviewed the report of the Vice Principal Curriculum (Andover) on the review of the Health & Wellbeing Strategy and progress on key points from the action plan.
65. The Board endorsed the proposed actions in relation to the AOC Mental Health Charter framework, including the role out of mental health first aid training and the approach to workplace wellbeing, and noted the outcomes of the staff and student wellbeing surveys.
66. The FE Student Governor raised a question about the process for students to declare a need for mental health support at enrolment or subsequently and how this was followed up. It was confirmed that processes were already in place and the Vice Principal Curriculum (Andover) undertook to follow up any individual concerns directly with the Student Governor.
67. The Board noted that good progress was reported towards the full implementation of key strategies and that progress against the detailed action plan would continue to be monitored by the Wellbeing Committee and reported to the Board.
68. **Resolved** – that the updated Health & Wellbeing Strategy be approved.

Wellbeing Committee

69. The Board had received the unconfirmed minutes of the Wellbeing Committee held on 27 February 2024, which covered equality & diversity, health & safety and safeguarding (including Prevent), together with a number of updated policies recommended by the committee.
70. The Principal alerted the Board to the confirmation that immediate preventative and longer-term actions were taken by management in relation to health and safety incidents occurring or concerns being raised.
71. The Principal also provided assurance that a new Residential Manager had been appointed, who was already employed in the Wellbeing team, which would help to ensure a smooth transition.

72. The Designated Safeguarding Lead (Vice Principal Curriculum (Andover)) explained that there were now 79 active safeguarding cases and highlighted the explanation in the Healthcheck report which linked the increase in cases to the growth of Level 1 provision at Andover and the better integration of information from schools through the introduction by the college of the CPOMs system.
73. In relation to the review of policies and in response to a member's question about the reporting and recording procedures in place for use of reasonable force, the Vice Principal Curriculum (Andover) provided assurance that he as Designated Safeguarding Lead and the Assistant Principal monitored any incidences and undertook with the Principal to further review the wording of the policy to check the procedures were clear prior to republication.
74. **Resolved** – that the following be approved:
- a) Substance Use and Misuse Policy
 - b) Safeguarding Learners Policy and Procedures Appendix 2
 - c) Suicide Safer Policy
 - d) Use of Reasonable Force Policy

COLLEGE GROUP SUBSIDIARY COMPANIES

Andover Town Football Club Limited (ATFC)

75. The Board had received the minutes of the meeting of the ATFC Board of Directors of 1 March 2024.
76. The Principal drew the Board's attention to the risk of ATFC being relegated from the Wessex League Division One at the end of the season, noting the challenges in relation to player recruitment and performance and the actions being taken to support the future of the club.
77. The potential impact in relation to risk management for the College Group more widely was discussed and it was noted that the relationship in relation to matters such as finance, curriculum delivery and recruitment, and reputation were understood by management.

Sparsholt College Services Limited (SCS)

78. The Board had received the minutes of the meeting of the SCS Board of Directors of 12 March 2024.
79. The Chair confirmed that the arrangements between the college and SCS continued to operate effectively and reported the latest information in relation to cost savings to the College Group of the pension arrangements. HR and wellbeing matters in relation to SCS employees were reported to the SCS Board, as well as to the Resources Committee, and there were no specific matters to which to highlight.

GOVERNANCE

Written Resolutions and Chair of Governors' Approval

80. 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 December meeting of the Board.
81. The Board had decided by written resolution of 15 January 2024 that the following be appointed:

- Sarah Duckering as a member of the Board of Governors from 1 February 2024 for a term of office of four years (subject to satisfactory references, DBS and fit and proper person checks) and as a member of the Curriculum, Skills & Stakeholders Committee;
- Michaela Wall as a member of the Board of Governors in the capacity as FE Student Governor (Andover) from 1 February 2024 for the period of her enrolment at the college and a member of the Quality & Standards Committee for the same term of office;
- Jared Brant as a member of the Board of Governors in the capacity as FE Student Governor (Sparsholt) from 1 February 2024 for the period of his enrolment at the college and a member of the Curriculum, Skills & Stakeholders Committee for the same term of office.

82. The Chair of Governors had approved on 19 February 2024 the short-term reappointment of SJ Radford as a co-opted member of the Audit Committee during recruitment for a successor (from 26 February 2024 to 14 June 2024), supported by the chair of the committee.

Governance & Search Committee

83. The Board had received the minutes of the Governance & Search Committee held on 7 February 2024, together with draft role descriptions for co-opted committee members.
84. The Head of Corporate Governance reported that the current co-opted members of the Audit Committee had since been consulted on the draft role descriptions and their feedback had been incorporated in the version presented for approval.
85. **Resolved** – that the (generic) co-opted committee member role description and the Audit Committee co-opted committee member role description be approved.
86. The Head of Corporate Governance reported the outcome of a survey of Board members providing feedback on the proposed reappointment of N Moody. The survey had been completed by 11 members who had universally supported the reappointment.
87. **Resolved** – that N Moody be reappointed as a member of the Board of Governors from 1 May 2024 for a second term of office of four years.
88. The Chair of Governors noted that C Wilson would be stepping down at the end of his term of office on 10 July 2024 and wished to formally record the gratitude of the Board for his extensive service to the college as a governor. There would be opportunities to express further thanks at the Governors' Seminar in May and Quality & Standards Committee meeting in June.
89. The Board noted the external board reviewer's report had been received and the recommendations considered at the Governors' Seminar in January and that the feedback was informing the redevelopment of the existing board effectiveness action plan to be considered by the committee and reported to the Board. Some of the recommendations from the review, including in relation to Board membership and handling of business at meetings were being progressed in the meantime.

CONFIDENTIAL BUSINESS

90. The Board had received and noted the unconfirmed confidential minutes (Part 2) of the meeting of the Audit Committee held on 6 March 2024.

91. **Resolved** – that the minutes (Parts 3 and 4) of the meeting held on 8 December 2023 be confirmed.
92. The meeting ended at 12.30 pm.

Approved: Board of Governors Meeting 11 July 2024