

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
held on 12 December 2024 at 9.00 am
at Sparsholt Campus

¹PRESENT: G Davies (E); S Duckering (E); J Emm (SCS) (to min 405); X Ferreira-Pike (St) (to min 405); T Floyd (E); N Hopkins (E, Chair) (except min 398 to 400); P Jordan (E); J Loretto (E); C McCormack (E); J Milburn (P); N Moody (E); A Neal (E); F Obiero (E) (²); H Perry (to min 405); A Rowley (E); N Shorter (E); M Wall (St) (mins 329 - 405); N Wall (E).

In attendance: S Grant – Chief Operating Officer (to min 412)
N Heslop – Chief Financial Officer (to min 412)
D Mernagh – Vice Principal & Dean of Higher Education (to min 409)
A Roberston – Governance Co-ordinator (to min 409)
B Stokes – Vice Principal Curriculum (Andover) (to min 409)
M Treagust – Vice Principal Curriculum (Sparsholt) (to min 409)
S Willson - Head of Corporate Governance

WELCOME AND APOLOGIES

318. The Chair welcomed X Ferreira-Pike to her Board meeting since her appointment as HE Student Governor.

319. There were no apologies received.

DECLARATION OF INTERESTS

320. 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

321. **Resolved** – that the minutes of the meeting held on 3 October 2024 (Parts 1 and 2) be confirmed with the list of attendees corrected.

322. Access & Participation (minute 221/24): The new UCS Access & Participation Plan 2025-2029 had been approved by the Office for Students (OfS).

323. BIAZA accreditation (minute 233/24): The college had passed the three-yearly British and Irish Association of Zoos and Aquarium accreditation inspection.

324. Pay award (249/24): The SLT was awaiting details of the government's financial support for the FE sector in relation to the increase in employers National Insurance (NI) from April 2025 to fully assess the affordability of a pay award recommendation to the Board. While it was

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

² Via videoconference

hoped that a decision could be made in time for the January payroll, it might be necessary to make a later decision and back date the implementation.

325. 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

326. The Board had received and noted the report of the Chair which summarised activities he had undertaken since the October 2024 meeting of the Board and forthcoming events and matters requiring his consideration.

327. The Board welcomed the appointment of N Shorter as Co-Vice Chair of Governors.

PRINCIPAL'S REPORT AND STRATEGIC PLAN

328. 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 progress delivering the annual strategic operating plan.

329. The Principal drew the Board's attention to key points in the report and provided verbal updates on matters since the report was issued, including the latest student application data for 2025-26.

330. Matters discussed by the Board included underlying factors for the FE application numbers for each campus and trends for HE, emerging risks in areas of the business and the actions taken by management to mitigate these, plans to improve mobile phone and Wifi coverage working with local communities and suppliers, and changes to the HE fees limits announced by the government. It was noted that matters relating to the delivery of HE had also been scrutinised in detail by the Quality & Standards Committee.

331. The Board congratulated the teams involved for winning the 'Tomorrow's Employees' award at the 2024 UK and Ireland Green Gown Awards, recognising the role of the college in supporting delivery of green skills in region.

332. **Resolved** – that the University Centre Sparsholt increases its fees from 2025-26 for new starters on full-time undergraduate courses to £9,275 pa and for new starters on Vet Nursing courses to £7,000 pa. (*Amending resolution 264/24 at the Board meeting on 3 October 2024.*)

HEALTHCHECK REPORT

333. The Board had received and reviewed the latest Healthcheck report (2024/25 Issue 03), providing an update on key performance indicators.

334. The Principal provided additional context for the increase in staff headcount since October 2023, assuring the Board that the increases were as a result of success in filling vacancies in key areas including Foundation and English and Maths. This was in line with the staffing strategies implemented in these areas.

QUALITY & LEARNER EXPERIENCE

335. The Board had received the FE Self-Assessment Report (SAR) for 2023-24 and FE Quality Improvement Plan (QIP) for 2024-25, both of which had been reviewed in detail and were recommended by the Quality & Standards Committee.

336. The report confirmed that the college had self-assessed as ‘Good’ with some ‘Outstanding’ features and the further actions to improve the outcomes for learners and support the college’s ‘journey to outstanding’ were set out in the QIP.
337. The Vice Principal Curriculum (Andover) highlighted the quality review processes which were undertaken to analyse progress in relation to Ofsted’s Education Inspection Framework, emphasising the level of scrutiny and the involvement of the curriculum teams. The process had included external validation from Landex, in a meeting which the Chair of the Quality & Standards Committee had also attended, and findings aligned with external quality reviews.
338. It was noted that the recently published MiDES FE sector benchmark data had demonstrated that the college’s English and Maths outcomes for 2023-24 compared favourably with the sector, although the college would retain its strategic stretch targets. The Board also discussed the strategic aims of the new approach taken by management to resits in 2024-25 and how this was intended to benefit students and focus support where it was most needed.
339. The variations of performance of individual curriculum areas, and associated actions, were highlighted and it was noted that, where enhanced quality scrutiny actions had been put in place, these had largely resulted in improved performance. There had also been a substantial overall increase in apprenticeship achievement rates.
340. **Resolved** – that the FE Self-Assessment Report 2023-24 and associated FE Quality Improvement Plan 2024-25 be approved as appropriate and as supportive of driving further improvements in FE at the college.

AUDIT AND RISK MANAGEMENT

341. The Board had received the unconfirmed minutes of the Audit Committee meeting held on 19 November 2024, 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.
342. The Committee Chair noted the review by the committee of RSM’s internal audit annual opinion, the findings of the external auditor, Buzzacott, and the regularity audit self-assessment questionnaire.
343. 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.
344. **Resolved** – that the regulatory audit self-assessment questionnaire be signed by the Chair of Governors and the Principal (Accounting Officer).
345. The Committee Chair highlighted other key points from the committee’s meeting, alerting the Board to matters of risk management.
346. Responding to a member’s challenge as to high risk rating (after controls) of risk 15 (change of government policy) and the extent to which the Board should be concerned by this, the Principal explained the high likelihood and impact scores were based on the current level of uncertainty in relation to a range of key national policies which could impact the delivery of the strategic plan and management of the financial health of the college. There were mitigating actions in place but the outcome of these was not yet known.

347. The Committee Chair confirmed that the committee was content that this approach ensured continuing scrutiny and attention to this area of risk while recognising that there was an expectation that some aspects of the scoring would reduce as the outcomes of reviews were confirmed and the college was able to respond accordingly.
348. The Chief Operating Officer reported that the college had been selected by the DfE for an audit of FE residential bursary funding. This would take place in January, and it was not anticipated that the outcome would present a significant financial risk.
349. The Chief Operating Officer had also proposed to the committee that the scope of the planned learner numbers audit include an audit of other FE bursary processes given complexities with the funding rules had resulted in funding clawbacks at other colleges.
350. **Resolved** – that the internal audit plan include an audit of FE bursary processes as part of the learner numbers audit activity (with an additional audit day if required).
351. The Committee Chair reported to the Board the key factors considerations of the proposed approach to the retender of the college’s external audit service. Points raised at the committee meeting had been followed up by the Chief Financial Officer and the planned approach had been agreed by the committee by written resolution. The committee was content to advise the Board that the approach complied with regulatory and legal requirements and, within these frameworks, had been designed to enable the committee and Board to have confidence in the outcome.

COLLEGE GROUP SUBSIDIARY COMPANIES

Andover Town Football Club Limited (ATFC)

352. The Board had received the minutes of the meeting of the ATFC Board of Directors of 22 November 2024 and noted the Directors’ Report and Financial Statements for the year ended 31 July 2024.
353. The Principal highlighted that there was a stronger playing squad in place this year and that the club was applying for promotion (having been demoted the previous season), with the outcome subject to its position in the league at the end of the season.
354. The Board noted the background to the college’s involvement with the club and that it was appropriate to keep this under consideration.

Sparsholt College Services Limited (SCS)

355. The Board had received the minutes of the meeting of the SCS Board of Directors of 26 November 2024 and noted the Directors’ Report and Financial Statements for the year ended 31 July 2024. The Board had also received the notes of the annual performance review meeting of the services provided by SCS.
356. 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.
357. **Resolved** – that Schedule 1 to the Supply of Services Agreement between Sparsholt College Hampshire and Sparsholt College Services Ltd be varied to update the description of services in line with the current management and operational structure and that authority be designated to the Chair of Governors to sign the amendment agreement on behalf of Sparsholt College Hampshire.

Westley Enterprises Limited (Westley)

358. The Board had received for information the minutes of the meeting of the Board of Directors of Westley held on 26 November 2024 and the approved Directors' Report and Financial Statements for the year ended 31 July 2024.
359. The Principal highlighted the positive growth in income and potential for areas of additional commercial income.

FINANCE

Management Accounts

360. The Board had received the latest monthly management accounts (to 31 October 2024), including an update on the in-year financial position 2024-25 and cash flow forecast to July 2026.
361. The Chief Financial Officer drew the Board's attention to key income and cost variances and potential sensitivities not included in the financial outturn. In addition to the anticipated increases in the college's staffing costs from the increase in the National Living Wage and employers NI, the Board noted the inflationary pressures on subcontractor and supply chain costs, particularly where these were labour intensive services.
362. Further information and assurance were provided by the Principal and Chief Financial Officer in relation to questions raised by members about phasing in the accounts of the funding for T Levels and apprenticeships and the spend profile of capital grants, the impact of the recent stormy weather on the college's estate, and the process for Countryside Stewardship grant claims.

Going Concern

363. The Board had received the report of the Chief Financial Officer to inform the Board's decision as to whether the College Group was a going concern.
364. 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 two year financial plan, bank loans and covenants, and assets.
365. Members sought assurance about the current uncertainty regarding the rise in staffing costs and about the latest forecast income projections for 2025-26 and were assured by the Principal and Chief Financial Officer that the anticipated support from the DfE for at least part of the additional NI costs together with the management levers which could be applied to costs if necessary, along with satisfactory income forecasts, provided confidence of the financial health of the college.
366. The Principal noted that the financial risk presented by changes to government policy were captured under the strategic risk register (risk 4) but recognised the relevance of keeping the Board informed about strategic government and education sector policy developments. It was therefore proposed to introduce a horizon scanning report at Board meetings, to consolidate and focus on key strategic issues. This was welcomed by members.
367. **Resolved** – that the Board was content to confirm that the College Group was a going concern.

External Auditors' Report

368. The Board had received the external auditor's (Buzzacott's) post-audit management report and noted that Buzzacott expected to give unqualified audit opinions on the financial statements and regularity assurance.
369. The report had been considered in detail at the Audit Committee meeting attended by the audit partner and no concerns had been identified which the auditor partner or the committee considered required the audit partner to attend the Board meeting. The two actions recommended by the auditors from the previous year had been confirmed as completed.
370. The Chief Financial Officer recorded his appreciation to those involved in producing the annual report and financial statements.
371. 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

372. The Board had received the Annual Report and Financial Statements for the year ended 31 July 2024, together with the letter of representation and a commentary from the Chief Financial Officer.
373. The Board noted the scrutiny undertaken by the Audit Committee and Resources Committee, the reconciliation of the statutory accounts and the financial performance before the actuarial pension adjustments and movement on swaps agreements, and the assurance that the accounts met regulatory requirements.
374. **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 2024 be approved and signed by the Chair of Governors and Principal.

COMMITTEE REPORTS

Curriculum, Skills & Stakeholders Committee

375. The Board had received the unconfirmed minutes of the meeting of the Curriculum, Skills & Stakeholders Committee (CSS) held on 24 October 2024, together with the committee's annual business plan.
376. The Committee Chair highlighted a number of matters, including the positive Matrix accreditation report on provision of information, advice and careers guidance to students and the outcome of the HE graduate outcomes survey.
377. The Committee Chair also alerted the Board to the committee's discussion of risks associated with qualification reforms and in relation to HE sector student enrolment trends, leading to a wider Board discussion about HE strategy.

Quality & Standards Committee

378. The Board had received the unconfirmed minutes of the meeting of the Quality & Standards Committee (Q&S) held on 28 November 2024, together with the committee's annual business plan and the latest Prevent Duty risk assessment.
379. The recommendation of the committee in relation to the SAR and QIP had been considered earlier in the agenda. The Committee Chair highlighted other key points from the

committee’s minutes, noting in particular the scrutiny of HE quality, including the National Students Survey results, and of the ongoing operational action plan for English and Maths.

380. The Committee Chair also commended the input of the FE and HE Student Governors in the committee’s discussions.
381. The Board reviewed the latest Prevent Duty risk assessment and action plan and welcomed the evidence of consideration of emerging risks. The Committee Chair reported that she had also discussed Prevent with the Designated Safeguarding Lead during her Safeguarding Lead Governor visit earlier in the term.
382. Responding to a member’s suggestion, the Designated Safeguarding Lead undertook to further develop the scoring of risks in the next iteration of the document to add a severity score after controls had been applied.

Resources Committee

383. The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 24 November 2024 (Parts 1 and 2), together with new/updated policies.
384. The recommendation of the committee in relation to the annual report and financial statements had been considered earlier in the agenda.
385. The Chair drew the Board’s attention to the HR updates and consideration of HR policy matters.
386. **Resolved** – that the following be approved:
 - a. Preventing Sexual Misconduct Policy
 - b. Bullying & Harassment Policy
 - c. Redundancy Policy
 - d. Redeployment Policy
 - e. Substance Use and Misuse Policy (Staff)

Wellbeing Committee

387. The Board had received the unconfirmed minutes of the Wellbeing Committee held on 12 November 2024, which covered equality & diversity, health & safety and safeguarding (including Prevent).
388. The Principal reported scenario planning exercises which the SLT had undertaken in relation to potential safety and security incidences and the training for managers about their roles and responsibilities during an incident. This training would be expanded to other staff in the coming months and a briefing provided at the Governors’ Seminar in May to consider strategic implications and decisions for the college.
389. The Principal also drew the Board’s attention to the college joining a trauma-informed schools/colleges programme aimed at facilitating a trauma-informed culture to support student success by training staff.

STUDENT POLICIES

390. The Board had received the report of the Chief Operating Officer on the review of the FE Bursaries Policy.

391. The Chief Operating Officer explained that the recommended changes were intended to provide a clear description of the college’s administrative rules and practices, and to meet requirements in relation to eligibility for the provision of free school meals.

392. **Resolved** – that the updated FE Bursary Policy 2024-25 be approved.

GOVERNANCE

Written Resolutions and Chair of Governors’ Approval

393. The Board had received the report of written resolutions by the Board and approvals by the Chair of Governors since the October meeting of the Board.

394. Two written resolutions were agreed on 20 November 2024:

- a. that Nick Shorter be appointed as Co-Vice Chair of Governors from 20 November 2024 for a term of office of four years.
- b. that Xanthé Ferreira-Pike be appointed as HE Student Governor and a member of the Quality & Standards Committee from 20 November 2024 for the term of her enrolment at University Centre Sparsholt.

395. The Board noted three approvals by the Chair of Governors:

- a. A variation to the resolution of the Board of Governors (3 October 2024 meeting) to confirm that the HE fees refund policy would remain unchanged (following clarification that the proposed changes were not implementable due to refund levels set by the Office for Students/ Student Loan Company).
- b. Approval to additional funds (£138,155) from college reserves for the Andover Construction & Future Skills Centre extension following consultation with Resources Committee members.
- c. Minor variations to wording of the new EDI Policy and equality objectives prior to publication under authority delegated by the Board of Governors at the 3 October 2024 meeting.

Governance & Search Committee

396. The Board had received the minutes of the Governance & Search Committee held on 15 November 2024.

397. The Chair highlighted the review of Board membership and consideration of a range of succession planning actions, and the update on training, development and performance review activities.

The Chair of Governors left the meeting. A Rowley, Co-Vice Chair, chaired the meeting in the absence of the Chair.

398. The Board noted the discussed succession planning for the Chair of Governors and the members of the committee confirmed the key factors which had informed the committee’s recommendation of a short-term reappointment of the Chair for a year, with the potential for a further year’s extension, while an internal or external successor was sought. The Head of Corporate Governance confirmed that the Chair was willing to be reappointed if that was helpful to the college and that he also supported the efforts to identify a new Chair. The Principal confirmed that reappointment had the support of the SLT.

399. Members acknowledged that the proposed reappointment was based on exceptional circumstances, with succession and recruitment actions planned, and noted that recruitment of chairs for governing bodies was a challenge in the FE and other sectors.
400. **Resolved** – that Neil Hopkins be reappointed as a governor and Chair of Governors from 11 July 2025 for a term of office until 31 July 2026.

The Chair of Governors rejoined the meeting.

CONFIDENTIAL BUSINESS

401. **Resolved** – that the minutes of the meeting held on 3 October 2024 (Part 2) be confirmed.
402. Confidential matters were recorded separately.
403. The meeting ended at 1.10 pm.

Approved: Board of Governors meeting 3 April 2025