

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
held on 3 April 2025 at 9.00 am
at the Sparsholt Campus

¹PRESENT: G Davies (E); S Duckering (E); J Emm (SCS) (to min 87); X Ferreira-Pike (St) (to min 87); T Floyd (E); N Hopkins (E, Chair); P Jordan (E); C McCormack (E); J Milburn (P); N Moody (E) (to min 29²); A Neal (E); F Obiero (E) (mins 30-48²); H Perry (to min 87); A Rowley (E); N Shorter (E); M Wall (St) (to min 87).

In attendance: S Grant – Chief Operating Officer (to min 97)
N Heslop – Chief Financial Officer (to min 97)
D Mernagh – Vice Principal & Dean of Higher Education (to min 87)
A Robertson – Governance Co-ordinator (to min 87)
B Stokes – Vice Principal Curriculum (Andover) (to min 87)
M Treagust – Vice Principal Curriculum (Sparsholt) (to min 87)
S Willson - Head of Corporate Governance

APOLOGIES

1 Apologies were received from J Loretto and N Wall.

DECLARATION OF INTERESTS

2 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

3 **Resolved** – that the minutes of the meeting held on 12 December 2024 (Part 1) be confirmed with the dates of the FE Quality Improvement Plan in minute 335 amended to 2024-25.

4 Animal Health and Welfare Research Centre and Aquatic Research Conservation Centre (323/24): Following confirmation of the successful outcome of the British and Irish Association of Zoos and Aquarium (BIAZA) accreditation inspection, the Principal noted that Shani Ratnayake (AHWRC Manager) has been asked to address the BIAZA conference on the Sparsholt Zoo Licencing Process, a great accolade.

5 Apprenticeships (339/24): The COO reported recently published FE sector apprenticeship achievement rates for 2023/24, noting that the college achievement rate was significantly higher than the national benchmark and there were positive indications of further improvement in 2024/25.

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

² Via videoconference

- 6 FE bursaries (348/24): The ESFA’s audit of 16-18 Residential Bursary Fund provision had been completed and confirmed full assurance, with no errors. The ESFA report had been received by the Audit Committee.
- 7 Prevent Duty (383/24): The Prevent risk register had been updated to include a severity score after controls had been applied. The next annual review would be reported to the Quality & Standards Committee in November.
- 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.

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 2024 meeting of the Board and forthcoming events and matters requiring his consideration.
- 10 The Chair noted that the Student Governors would be unlikely to take part in meetings in the summer term prior to the completion of their terms of office due to exams/assessments. The Board recorded thanks to M Wall and X Ferreira-Pike for their support of the work of the Board and its committees and wished them the best for the future.
- 11 The Chair also noted that this was the last ordinary Board meeting for T Floyd prior to the completion of his term of office as a governor in July and that the Board looked forward to recognising T Floyd’s outstanding contributions at the Governors’ Seminar in May.

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 progress delivering the annual strategic operating plan objectives.
- 13 The Principal drew the Board’s attention to key points in the report and provided feedback on the Annual Strategic Conversation with the DfE. Strategic developments highlighted in discussion with members included:
- Excellence: Planning for the college’s exhibition at the RHS Chelsea Flower Show; Ofsted’s consultation on changes to the inspection regime.
 - Resilience: remedial building works on the Salmonid Rearing and Trials Centre; additional DfE 16-18 ‘in year growth’ income notified to the college in March with the resulting positive impact on the budget for 2024-25 enabling acceleration of improvements to WiFi in halls of residence.
 - Collaboration: initiatives for supporting military personnel and their families; a non-financial strategic collaboration in relation to plans for a biodiverse green space and educational resources on the Bushfield development; engagement activities with key stakeholders, including local MPs and the local authorities and city council; and discussions about the Hampshire and Solent devolution bid and regional skills needs.
- 14 Governors welcomed the continuing commitment to supporting the military community, including the Principal and some members of staff having been trained as Armed Forces Network Service Champions, application to upgrade from a Bronze to a Silver Defence Employer Recognition Scheme holder, and the opportunity to bid for funding from the Armed Forces Covenant Fund (an Armed Forces ambassador role is under consideration). Governors

noted examples given in discussion of the actions taken by the college to support pupils from military families, including in relation to addressing lower retention from students from military families with special educational needs.

HEALTHCHECK REPORT

- 15 The Board had received and reviewed the latest Healthcheck report (2024/25 Issue 06), providing an update on key performance indicators.
- 16 Members of the SLT reported the latest HE and FE student application data for 2025/26, explaining developments since the report was issued and analysis of year-on-year data.
- 17 Asked by the Chair about the attendance data which, although showing improvements also included data which continued to be flagged 'red' to indicate performance below targets, the Vice Principal (Andover) provided some context and reassurance about the fluctuations. The Chair of the Quality & Standards Committee also confirmed the ongoing scrutiny by the committee of attendance targets and highlighted the role of progress coaches in supporting students to improve attendance.

FINANCE

Management Accounts

- 18 The Board had received and reviewed the latest monthly management accounts (to 28 February 2025), including an update on the in-year financial position 2024/25 and cash flow forecast to July 2025.
- 19 The CFO highlighted key areas of income and expenditure variance, noting that these excluded the DfE 16-18 in-year funding notified in March, and drew the Board's attention to the cash flow forecast and discussions at the Resources Committee meeting about the impact on balance sheet ratios and longer-term cash management considerations. The CFO also noted that the main current uncertainty was the lack of detail of DfE support for the increase in Employer National Insurance and related costs from April.
- 20 Governors raised questions further probing the cash position, discussing strategic factors in relation to future investment in the college estate and rebuilding cash reserves, and noting confirmation from the CFO that there were no concerns in relation to the cash days in hand KPI.
- 21 The CFO reported the DfE had confirmed on 1 April 2025 that the college would receive £1.787m FE College Condition Allocation for capital spend for maintaining, improving and ensuring the suitability of the estate, to be spent by March 2028. The funding methodology included a factor relating to residential students which was a welcome recognition of the additional estates related costs incurred by land-based colleges.
- 22 Responding to questions from members, the CFO confirmed that the detail of receipt of the capital funding was still to be confirmed and that grant funding conditions would be required to be met. Proposals for future capital expenditure would be brought forward to the Resources Committee and the Board in Term 3 as part of the next annual budget and funding of the new property strategy discussed at the Governors' Seminar in May.

Staff Pay

- 23 The Board had received and reviewed the report of the CFO setting out proposals for the staff pay award, following delay because of uncertainty in the level of support from the DfE for the FE sector in relation to increases in Employers National Insurance costs.
- 24 The CFO explained the further actions which had been taken by the SLT since the update to the Resources Committee, noting that the Chair and Co-Vice Chairs of Governors had been consulted and had agreed to draft proposals being shared with the ICE Group for consultation prior to the Board of Governors meeting. The CFO also highlighted the modelling of direct and indirect (supply chain) costs to the college and assumptions in relation to DfE funding, noting that there remained an element of risk in proceeding before the college's funding allocation was confirmed but that this needed to be balanced with the negative impacts of further delay.
- 25 The Board noted that the proposed award exceeded the AoC recommendation of 2.5% and ensured that the business support pay scale 17 point in use would continue to align with the 'Real Living Wage', and that the award would be backdated to 1 January 2025.
- 26 The Board was satisfied that the proposal had been modelled to ensure affordability both in the current year and going forwards, whilst seeking to consider current funding related to recent government/DfE funding announcements.
- 27 **Resolved** – to make the following adjustments to College Group staff (based on an FTE and agreed by the Sparsholt College Services (SCS) Board of Directors to be applied to SCS employees) backdated to 1 January 2025:
- a) 2.75% consolidated increase across all salary scale spine points.
 - b) Additional award at Business Support Scale 4 Point 17 to continue to align with the Living Wage Foundation – UK Living Wage rate of £12.60 per hour.
 - c) Business Support Scale 5 Points 18-21 – adjusted upwards to maintain a meaningful differential.
 - d) Where applicable, the current LSA Allowance (introduced in 2024 to assist with acute recruitment challenges and linked to Hampshire County Council high needs funding, reviewable annually) adjusted for any rate difference over the core award of 2.75% (points 17-21).
- 28 It was also noted that student casual rates would follow the government's age-related national living wage uplift that comes into effect from 1 April 2025.

COMMITTEE REPORTS

Audit Committee

- 29 The Board had received the unconfirmed minutes of the Audit Committee meeting held on 13 March 2025, together with the latest Risk Register Heat Map
- 30 The Committee Chair drew the Board's attention to assurance received and reviewed by the committee, including the internal audit report on compliance with Office for Students (OfS) learner data requirements, review of the risk register and a deep dive into the college's cybersecurity arrangements, the annual report on insurance cover and liability risks, and an ESFA funding assurance audit of 16-18 residential bursary fund requirements.

- 31 The Committee Chair alerted the Board to two continuing high risks on the register - cyber security and the impacts of changes in government policy and funding.
- 32 Responding to an action arising from the committee's discussion of insurance cover, the CFO reported that the college's insurance brokers had confirmed that the cyber insurance in place was fit for purpose in terms of the level of cover and the expertise of the insurers. The Board was assured by the update.
- 33 Members discussed the SLT's high risk assessment of changes to government policy, recognising that the potential impacts were widespread both in terms of education policy and more widely, and were further affected by the wider global economic uncertainties.
- 34 The Committee Chair highlighted the review of the level of directors and officers liability insurance and the context for the committee's recommendation.
- 35 **Resolved** – that the level of directors and officers (encompassing governors and directors of the subsidiary companies) liability insurance be increased to £5m (in the aggregate) from the start of the next insurance year (1 August 2025).
- 36 The Board noted that the committee had undertaken the annual performance review of the internal auditors and confirmed that the auditor's performance remained satisfactory.
- 37 **Resolved** – that RSM Risk Assurance Services LLP be confirmed as the internal auditors for Sparsholt College Hampshire for 2025-26 under the terms of the current contract.
- 38 The Board noted the committee advised that a robust and compliant tender had been undertaken for the external audit service and that the committee therefore recommended the outcome of the tender to the Board.
- 39 **Resolved** – that Buzzacott LLP be appointed as the external auditors for Sparsholt College Group from April 2025 for a period of five years, to be reconfirmed annually by the Board of Governors and the directors of the college's subsidiary companies.
- 40 The COO reported to the Board that auditors, Buzzacott, had completed an Annex G audit of Local Skills Improvement Fund grant funding data and that this had confirmed compliance with DfE requirements. Written confirmation would follow to the next Audit Committee meeting.

Curriculum, Skills & Stakeholders Committee

- 41 The Board had received the unconfirmed minutes of the meeting of the Curriculum, Skills & Stakeholders Committee (CSS) held on 27 February 2025, together with the Three-Year Curriculum Plan endorsed by the committee and FE student destination case studies.
- 42 The Committee Chair highlighted a number of matters, including assurance received of the positive FE student destinations outcomes and the review of the three year curriculum plan, with new national skills priorities published by the DfE.
- 43 The Committee Chair alerted the Board to the actions undertaken by the SLT to address risks identified in relation to student progression in the context of the admissions policies of some universities and in relation to recruitment to University Centre Sparsholt (UCS) in the context of wider enrolment trends in the HE sector. Members discussed the context with the SLT and noted that the development of the new UCS strategy included consideration of the challenges and opportunities faced by the HE sector.

- 44 The Chair of Quality & Standards and SEND Lead Governor commended the FE student destination case studies, particularly in relation to inclusion and support for students, and recorded thanks to the teams involved.

Quality & Standards Committee

- 45 The Board had received the unconfirmed minutes of the meeting of the Quality & Standards Committee (Q&S) held on 13 February 2025, together with updated policies.
- 46 The Committee Chair alerted the Board to the ongoing national challenge from the rising number of Education Health and Care Plans (EHCPs) and welcomed the introduction of a High Needs Manager post in the Foundation and Learning Support team.
- 47 The Committee Chair also highlighted assurance in relation to progress with improving WiFi coverage, detailed review of FE performance data, TALO (Teaching and Learning Observations) and external FE external verification/quality assurance activity, SEND and Foundation provision performance, apprenticeships achievement and learner survey outcomes, delivery of the Maths and English operational plan, and the annual report on employability skills.
- 48 The Board also noted that UCS's validating university had changed its HE quality review processes and that the Dean of HE had implemented internal actions to ensure a continued focus on the quality of the student experience, including raising the participation rate in the HE first years' student survey.
- 49 After the committee's review of updated policies, it was confirmed that the FE & Apprenticeships Admissions Policy had been further updated following changes to DfE policy in relation to English and maths requirements for apprentices.
- 50 The Student Governors provided positive feedback about the SEND Policy and support provided by the college to students.
- 51 **Resolved** – that the following updated policies be approved:
- a. FE SEND Policy
 - b. FE & Apprenticeships Admissions Policy
 - c. UCS Admissions Policy
 - d. UCS Fitness to Study Policy
 - e. UCS Student Transfer Policy
 - f. E-Safety & Online Communications Policy (Learners/Students)
- 52 The Board noted the recent investigation by the OfS of the University of Sussex for free speech and governance breaches which had highlighted the importance of policy review, version control and approval processes and also discussed avoiding overly complex policies or policies which conflicted with each other. The Head of Corporate Governance summarised the controls in place in relation to College Group policies and the Dean of HE provided additional assurance in relation to the approach taken to HE related policies.

Resources Committee

- 53 The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 20 March 2025 (Parts 1 and 2), together with new/updated policies.
- 54 Matters in relation to staff pay had been considered earlier in the agenda.

- 55 The Chair drew the Board’s attention to other key matters considered by the committee, including the development of a new Financial Reserves Policy, and the recommendations of the committee.
- 56 In relation to the HR policies considered by the committee, the Principal reported that a member proposed ahead of the Board meeting that sections of the Time Off for Public & Voluntary Service Policy should be further revised for clarity. The member was content that the version received by the Board be approved as an interim version.
- 57 **Resolved** – that the following be approved:
- a. Financial Regulations
 - b. Financial Reserves Policy
 - c. FE Bursary Policy 2025-26
 - d. Grievance Policy
 - e. Time Off for Public & Voluntary Service Policy (interim version)
 - f. LGPS Discretions Policy
 - g. IT Policy
- 58 **Resolved** – that authority be delegated to the Chair of Governors to approve rewording for clarity of the Time Off for Public & Voluntary Service Policy and a new neonatal leave policy to set out new statutory entitlements introduced from 6 April 2025.
- 59 The Board noted the committee’s review of the annual report on pension schemes and ongoing communications with the DfE and Hampshire Pension Fund about the eligibility of the college and SCS to the government’s LGPS pension guarantee under the current admissions agreement. The CFO confirmed that the college was being advised by a specialist pension lawyer at Eversheds Sutherland and that the matter was currently with the DfE.

HE Strategy Governors’ Working Group

- 60 The Board had received the notes of the HE Strategy Governors Working Group meetings held on 10 December 2024 and 11 February 2025.
- 61 The Principal summarised the approach being taken to developing the strategy, welcoming feedback which had been offered by members at the meetings of the Governors Working Group, and responding to a member’s question to confirm the approach to class sizes, delivery models and efficiencies.
- 62 The Board noted that the strategy would be presented for approval at the July Board meeting.

WELLBEING

Health & Wellbeing Strategy

- 63 The Board had received and reviewed the annual report of the Vice Principal Curriculum (Andover) on progress with implementing the Health & Wellbeing Strategy and action plan, noting that the detailed plan was reviewed by the Wellbeing Committee termly.
- 64 The Vice Principal highlighted key developments, confirming the strategy integrated good practice set out in the AoC’s Mental Health Charter and that the action plan responded to suggestions for enhancements to wellbeing activities in the previous internal audit.
- 65 Members raised questions and comments which were discussed with the SLT, including in relation to the outcomes and timing of the staff and student wellbeing surveys and the rollout

of ‘trauma-informed’ practices and support for the staff dealing with student wellbeing concerns.

- 66 Members also discussed student engagement with ‘Well Fayre’ events and other wellbeing support, including hearing from the Student Governors about FE and HE students and their positive response to the use of digital screens in buildings as a means of communicating and raising awareness of events.
- 67 The Board welcomed the evidence of the commitment of college management to strategies aimed at fostering and improving staff and student health and wellbeing and progress with delivering the action plan.

Wellbeing Committee

- 68 The Board had received the unconfirmed minutes of the Wellbeing Committee held on 4 March 2025, which covered equality & diversity, health & safety and safeguarding (including Prevent).
- 69 The Principal drew the Board’s attention to actions which had been undertaken to encourage the reporting of ‘near miss’ incidents and the review of staff onboarding processes to support robust health and safety management and to assurance in relation to access to water on the Sparsholt campus for the fire service.
- 70 The Board noted the update on lockdown drills and heard feedback from the Andover Student Governor. Governors were reassured by the additional information provided by the Principal and Vice Principal (Andover) that practical experience from drills was being used to inform further improvements to the technical infrastructure, as well as training and communication for staff and students.
- 71 In relation to the committee’s consideration of risk management and vehicle movements, a governor highlighted injury/accident statistics reported by the Health & Safety Executive and reinforced the importance of appropriate controls, supervision and competency levels. The Board was assured by the Principal and Vice Principal (Sparsholt) that appropriate processes for confirming the competency levels of students were in place and that additional signage was being installed in farming areas following capital works to the estate.
- 72 The Principal provided additional information and confirmation of actions undertaken in response to a governor’s questions about a RIDDOR reported injury to a member of staff reported in the Healthcheck report and about concerns raised by some in the local community about the driving by some students on a public road junction near to the Sparsholt campus. The Principal emphasised that the college took evidence of any dangerous driving extremely seriously, including implementing bans on students having a car on campus. Additionally, at the college’s invitation, Hampshire police had undertaken random checks on staff and student cars entering the Sparsholt campus.
- 73 **Resolved** – that the following updated policies be approved:
- a. Safeguarding Learners Policy & Procedures
 - b. Suicide-Safer Policy
 - c. Substance Use & Misuse Policy (Staff)

- 74 **Resolved** – that the updated Administration of Medicines & Medical Requirements Policy be approved and that authority for review and approval of the policy be delegated to the Wellbeing Committee going forward.

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 7 March 2025.
- 76 The Board noted that a strategic review of the role of the subsidiary and the use of the Portway Stadium, in consultation with Test Valley Borough Council, would be required ahead of the end of the term of the lease.

Sparsholt College Services Limited (SCS)

- 77 The Board had received the minutes of the meeting of the SCS Board of Directors of 18 March 2025.
- 78 The Chair confirmed that the arrangements between the college and SCS continued to operate effectively.

GOVERNANCE

Written Resolutions and Chair of Governors' Approval

- 79 The Board had received the report of written resolutions by the Board and approvals by the Chair of Governors since the December meeting of the Board. There had been no written resolutions.
- 80 The Board noted one approval by the Chair of Governors: minor updates to the Academic Conflicts of Interest Policy following the 3 yearly review, recommended by the Quality & Standards Committee.

Governance & Search Committee

- 81 The Board had received the unconfirmed minutes of the Governance & Search Committee held on 12 February 2025.
- 82 The Board noted the review of Board membership and consideration of a range of succession planning actions.
- 83 The individual governors who were the subject of the recommendations of the committee did not take part in the following resolutions which applied to the individual.
- 84 **Resolved** – that:
- a. Gareth Davies be reappointed as a governor for a second term of office of four years from 1 September 2025.
 - b. Nick Shorter be appointed Chair Designate of the Curriculum, Skills & Stakeholders Committee, to commence chairing the committee from 9 July 2025.
 - c. Tom Floyd be appointed as a co-opted member of the Curriculum, Skills & Stakeholders Committee from 1 September 2025 for a term of office of one year.
 - d. Noemi Wall be nominated to be appointed a director of Westley Enterprises Limited in the position reserved for a member of the Board of Governors.

- 85 The Board noted the progress reported on a range of training, development and performance review activities, including the review of compliance with the AoC Code of Good Governance.
- 86 The committee was satisfied to report to the Board that there were relevant processes and systems in place to demonstrate alignment with the Code’s recommended behaviours, practices and mechanisms which underpin each Code principle and therefore to demonstrate overall compliance with the Code.

CONFIDENTIAL BUSINESS

- 87 Confidential matters were recorded separately.
- 88 The meeting ended at 1.10 pm.

Approved: Board of Governors meeting 10 July 2025