

**SPARSHOLT COLLEGE HAMPSHIRE**  
**MINUTES OF THE MEETING OF THE**  
**BOARD OF GOVERNORS**  
**held on 10 July 2025 at 9.00 am**  
**at Sparsholt Campus**

**<sup>1</sup>PRESENT:** G Davies (E); S Duckering (E); J Emm (SCS) (to min 229); N Hopkins (E, Chair); P Jordan (E); J Loretto (E) (to min 221<sup>2</sup>), C McCormack (E); J Milburn (P); N Moody (E) (to min 235); A Neal (E); A Rowley (E); N Shorter (E); N Wall (E).

In attendance: S Grant – Chief Operating Officer (to min 240)  
N Heslop – Chief Financial Officer (to min 240)  
D Mernagh – Vice Principal & Dean of Higher Education (to min 229)  
A Robertson – Governance Co-ordinator (to min 229)  
B Stokes – Vice Principal Curriculum (Andover) (to min 229)  
M Treagust – Vice Principal Curriculum (Sparsholt) (to min 149)  
S Willson - Head of Corporate Governance

#### **APOLOGIES**

112 Apologies were received from F Obiero and H Perry.

#### **DECLARATION OF INTERESTS**

113 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**

114 **Resolved** – that the minutes of the meetings held on 3 April 2025 (Part 1) and 15 May 2025 be confirmed.

115 Apprenticeships (6/25): The COO gave an update on forecast apprenticeship rates for 2024/25, noting that confirmation of final outcomes would follow to the Quality & Standards Committee in November 2025.

116 DfE funding audits (7/5): It was noted that the college had been selected for a DfE assurance review of 2024-2025 funding as part of the DfE's standard programme of reviews, with the audit due to place in August 2025.

117 Devolution (14/25): The Principal drew the Board's attention to Hampshire County Council's consultation on its preferred model for unitary councils across Hampshire and the Solent and updated the Board on related strategic matters.

118 Accountability Statement (110/25): The approved Accountability Statement for 2025-26 had been submitted to the DfE prior to the deadline. It was noted that introducing Skills Bootcamps to the college's offer remained a strategic objective but that the college's targeted

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

<sup>2</sup> Via videoconference

skills areas had not currently been made available by Hampshire County Council for application by new providers.

- 119 It was noted that the resolutions of the Board had been enacted and that other matters arising were covered elsewhere on the agenda.

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

- 120 The Board had received and noted the report of the Chair which summarised activities he had undertaken since the April 2025 meeting of the Board and forthcoming events and matters requiring his consideration.
- 121 The Chair had recorded his gratitude to all those who had contributed to the successes of the college across the year on behalf of the Board and the college's students.

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

##### 2024-25

- 122 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.
- 123 The Principal drew the Board's attention to a number of accolades and participation in showcase events by the college and its students, praising the teams involved, and to management developments and strategic collaborative activities.
- 124 The Board also considered the progress report on the strategic plan 2024/25 key performance indicators and the Principal expanded on the explanation of the small number of targets which would not be met by year end.
- 125 The Board noted the letter to accounting officers from the DfE in relation to the second edition of the College Financial Handbook and that the college continued to comply with requirements.
- 126 The Dean of HE reported headlines from the latest HE National Student Survey (NSS) data just published, confirming a generally upward trend in University Centre Sparsholt's results from the previous year and noting that detailed analysis would follow to the Quality & Standards Committee.
- 127 The COO reported for information and assurance actions taken to introduce a process for recording which students travel on campus buses journeys, following consideration of the experience of another college's recent bus accident.

##### 2025-26

- 128 The Board had received the annual strategic operating plan objectives and key performance indicators proposed for 2025-26 to deliver the three year strategic plan.
- 129 The Principal explained the approach to setting the annual milestone objectives and targets, highlighting and discussing with members a number of the key developments.
- 130 **Resolved** – that the strategic operating plan objectives for 2025-26 be endorsed as aligned to supporting delivery of the College Group Strategic Plan 2024-2027.

## UCS STRATEGIC PLAN

- 131 The Board had received the proposed new year five-year strategic plan for University Centre Sparsholt (UCS), together with notes of the HE Strategy Governors Working Group meetings held on 31 March and 10 June 2025.
- 132 The Dean of HE introduced the new strategic plan, explaining the approach taken to setting the annual key performance indicators for each of the strategic priorities, and noting that a high-level version of the strategy would be produced for publication.
- 133 In discussion, members explored with the Dean of HE and Principal the role of research activities in the HE proposition and student experience, discussing the wider HE sector context, the value of research to course delivery and graduate outcomes, the balance of academic staff time between teaching and research, the funding and impact of research, and examples of research previously undertaken by UCS teams. Members were assured that the strategic aim to develop and sustain further research and innovation activities had been carefully considered and aligned with the aims of the overall UCS strategic plan.
- 134 **Resolved** – that the UCS Strategic Plan 2025-2030 be approved.
- 135 The Board endorsed the proposed developments to the ways in which the Board and its committees engaged with HE strategy, performance and compliance going forward, noting that the updated governance mechanisms had been reviewed and agreed by the HE Strategy Governors Working Group and the Governance & Search Committee and would be trialled during 2025-26.

## HEALTHCHECK REPORT

- 136 The Board had received and reviewed the latest Healthcheck report (2024/25 Issue 09), providing an update on key performance indicators.
- 137 The Principal reported the latest data for FE and HE student applications for 2025-26 and there followed a discussion of positive examples of engagement with Andover feeder schools, the wider HE context, and capacity in FE and HE residential halls.
- 138 The Board also discussed the latest FE learner ‘Pulse’ survey outcomes and FE attendance data, seeking clarifications as to underlying factors and trends, noting the challenges experienced by colleges to maintain attendance levels after final assessments and the actions taken by management to provide engaging activities for students and share best practice between curriculum areas.

## FINANCE

### Management Accounts

- 139 The Board had received and reviewed the latest monthly management accounts (to 31 May 2025), including an update on the in-year financial position 2024/25 and cash flow forecast to July 2026.
- 140 The CFO highlighted key areas of income and expenditure variance, explaining the impact of DfE Post-16 Budget Grant to the 2024-25 financial year and planning for 2025-26 and noting the payment of the DfE FE Estate Condition Allocation in June.
- 141 The CFO confirmed that, following the endorsement of the Resources Committee, the early repayment of the Lloyds bank loan had been completed and would be indicated in the June management accounts.

- 142 The Board noted that the management accounts had been revised to include the updated FE Commissioner’s financial benchmarks for colleges which would continue to be tracked monthly. Responding to a member’s question, the CFO clarified that the DfE’s annual financial health rating of colleges used a slightly different set of measures, for example it did not include the ‘staff costs as a percentage of income’ benchmark.

### Budget

- 143 The Board had received and reviewed the draft income and expenditure (I&E) budget for 2025-26 and high-level forecast for the following year, together with the key budgeting assumptions, a summary of changes in the staff costs budget, an assessment of compliance with bank loan covenants, a sensitivity analysis, a cash flow forecast, and a summary of operational capital expenditure.
- 144 The budget and two-year forecast had been scrutinised by the Resources Committee and the Chair highlighted the committee’s endorsement of a budget surplus which was higher than in preceding years due to the need to balance recent funding announcements with longer term uncertainties over income and expenditure to ensure the continued financial sustainability of the college.
- 145 The CFO confirmed the budget setting process and drew the Board’s attention to key factors, including assumptions about staff costs and other operating expenses.
- 146 A number of points were raised by members to seek additional clarity, including the relationship between the forecast cash balance and surplus at the end of the two-year period, the elements of funding which were lagged or in-year and how these related to growth in student numbers and planning staffing, and the financial impact of curriculum reforms.
- 147 It was noted that, although the budget was reasonably prudent in recognition of the uncertainties, it included an ambition to continue to invest in the college and student experience, including through capital spend, and enabled a degree of flexibility to manage economic and operational volatility.
- 148 The CFO confirmed that the remaining bank loan covenants would be met.
- 149 **Resolved** – that the following be approved and reflected in the Financial Forecasting Return to the DfE (to be confirmed by the Principal):
- a. A budget for 2025/26 with a surplus of £1.226m before FRS 102 pension charges or credits.
  - b. A high-level forecast for 2026/27 before FRS 102 pension charges or credits showing a surplus of £0.738m.
  - c. An operational capital spend allocation of £1.7 million for 2025/26 and £1.6m for 2026/27, fully funded by the college.

### **SAFEGUARDING**

- 150 The Board had received the annual report of the Designated Safeguarding Lead (DSL), on Safeguarding, including Prevent, and the draft annual Child Protection (HSCP) Audit and Improvement Plan for Hampshire County Council.
- 151 The DSL highlighted key points, providing additional context including in relation to the outcomes of student surveys and the use of online monitoring systems. The DSL also acknowledged the work of the Safeguarding Lead Governor.

- 152 Members discussed the management of safeguarding cases, including exploring actions working with feeder schools to support students enrolling in 2025-26 and provision of wellbeing support and training for staff dealing with safeguarding matters. The DSL confirmed that the additional investment made in the Wellbeing team was enabling the college to respond to safeguarding cases and the wider growing mental health and support needs.
- 153 Members also sought and received assurance about the awareness and management of potential safeguarding risks involving FE cohorts with a mix of under 18 and adult students and the presence of FE and HE students on campus.
- 154 The Board endorsed the responses to the annual Child Protection Audit conducted for Hampshire County Council (HCC), with the additional clarification of practices in place relating to physical intervention appropriate to a college setting, such as de-escalation training. It was noted that the college complied with best practice and a number of additional enhancements were planned.
- 155 The Principal additionally reported that the college had appointed a staff member to the new post of Site Safety Engagement Officer and noted further training and review of student policies would be undertaken as part of the college’s adoption of ‘trauma-informed’ practices.
- 156 The Board went on to examine the external assurance mechanisms for safeguarding, noting that safeguarding was a key element of the Ofsted education inspections and Ofsted residential inspections, as well as HCC selecting the college for a random audit from time to time or a rapid response investigation if a safeguarding related complaint was made to Ofsted. The DSL confirmed that management complied fully with any audit or investigation requests.
- 157 Responding to members’ questions, the Principal summarised public announcements about the government drawing up reforms to SEND provision, including the system of EHCPs (Education, Health and Care Plans), and how devolution in Hampshire could impact the way the college is required to work with local authorities on SEND provision.
- 158 The Board welcomed confirmation that comprehensive and effective safeguarding practices existed within the College Group and that a culture of adherence to and continuous development of those practices had been established and was being maintained.
- 159 The DSL reported that the ‘Keeping Children Safe in Education’ regulatory guidance from 1 September 2025 had been issued in draft with relatively minor updates to the current guidance. Information would follow as part of the governors’ annual safeguarding refresher training.
- 160 **Resolved** – that authority be delegated to the Chair of Governors to approve the updated Safeguarding Learners Policy & Procedures in line with the ‘Keeping Children Safe in Education’ regulatory guidance from 1 September 2025.

## **COMMITTEE REPORTS**

### Audit Committee

- 161 The Board had received the unconfirmed minutes of the Audit Committee meeting held on 12 June 2025, together with the latest Risk Register Heat Map, external and internal auditor plans, and the committee’s terms of reference.
- 162 The Committee Chair drew the Board’s attention to assurance received and reviewed by the committee, including the annual report on procurement and internal audit reports on student

work placements, learner number systems (funding compliance) and governance (with a focus on Principal 5 ‘regulatory compliance’ of the AoC Code of Good Governance).

- 163 The Committee Chair also highlighted considerations from the annual review of the college’s Risk Management Policy and risk register, noting that updated documents would follow to the Board in October 2025 for consideration and approval.
- 164 There followed a discussion about the scoring of risks, in particular the continuing high scoring of the residual risk associated with changes in government policy and the extent to which the impact score was justified and controls could be applied. It was noted that there had been a number of funding announcements from the government since the risk was last scored which provided more assurance in relation to funding for 2025-26.
- 165 The Committee Chair pointed to the scrutiny by the committee of the proposed internal and external audit plans, noting that the chairs of the Board’s committees had been consulted as part of the process of developing the internal audit plan.
- 166 **Resolved** – that the following be approved:
- a. Internal audit plan for 2025/26.
  - b. External audit plan and strategy for the year ending 31 July 2025.
- 167 The Board noted that the committee had undertaken its annual performance review and had confirmed that no concerns had been identified about the effective operation of the committee in relation to statutory requirements or best practice guidance. The committee recommended updates to the constitution of its membership and to its remit, including a new delegated authority to review the external auditor’s annual fraud questionnaire on behalf of the Board.
- 168 **Resolved** – that the updated Audit Committee terms of reference be approved.

#### Curriculum, Skills & Stakeholders Committee

- 169 The Board had received the unconfirmed minutes of the meeting of the Curriculum, Skills & Stakeholders Committee (CSS) held on 15 May 2025.
- 170 The Committee Chair highlighted the scrutiny of marketing strategic priorities by the committee in the context of the update on FE and HE student applications data which had been given by the Principal earlier in the Board meeting.
- 171 The Committee Chair noted the assurance received from the deep dive into employer engagement, including the analysis of the impact of college’s Industry Curriculum Boards, and the progress report on curriculum development and qualification reforms.
- 172 The committee had considered the annual review of the delivery of the Careers Strategy, welcoming the evidence of alignment with the Gatsby Benchmarks and the evidence of the time and investment in the college’s careers education provision.
- 173 **Resolved** – that the Careers Strategy 2025-2029 be approved.
- 174 The committee had reviewed the termly monitoring of the Access & Participation Plan, with final data on the current plan to be received in the Autumn.
- 175 The Board noted that the committee had undertaken the annual review of its performance and terms of reference, with a full review of the terms of reference having been postponed

until approval of the new UCS strategic plan and the outcome of the related review of HE governance processes.

- 176 **Resolved** – that the terms of reference of the Curriculum, Skills & Stakeholders Committee be updated to state: ‘The membership of the Committee shall be five governors, one of whom shall be the Principal and one a Student Governor, and up to three co-opted members. Other Student Governors may be invited to attend’.

#### Quality & Standards Committee

- 177 The Board had received the unconfirmed minutes of the meeting of the Quality & Standards Committee (Q&S) held on 26 June 2025, together with new/updated policies and the committee’s terms of reference.
- 178 The Committee Chair highlighted a number of areas of assurance received by the committee in relation to both HE and FE performance, including the actions taken to understand and respond to student voice and continuing to support inclusivity. The committee had also been assured by the annual analysis of the management of complaints and had welcomed progress reported on implementation of the Digied and AI strategies.
- 179 The Committee Chair alerted the Board to the committee’s decision to continue enhanced scrutiny of English and Maths in 2025/26, recognising that while significant progress had been achieved through management actions during 2024/25, particularly at the Andover campus, continued termly reporting would enable oversight of the consolidation and extension of these achievements in this strategically important area.
- 180 The Committee Chair also alerted the Board to the lower rates of academic staff turnover and the resulting benefits of stabilised staffing in curriculum areas and fewer requirements for use of agency staff.
- 181 The Board noted the committee’s endorsement of the introduction of a new three-year FE quality strategy and the evidence of continuing ambition and actions to further evolve the mechanisms to support staff to achieve consistently high levels of teaching across the FE curriculum.
- 182 **Resolved** – that Curriculum Delivery, Teaching & Learning, and Quality Improvement Strategy 2025-28 be approved.
- 183 The Committee Chair drew the Board’s attention to the introduction of a new UCS policy, and related actions, in response to the new Office for Students (OfS) regulatory condition E6 (harassment and sexual misconduct) and to the review of other HE and FE student related policies.
- 184 The Principal reported that the OfS had also published new regulatory advice in relation to freedom of speech, effective from 1 August 2025, and that the policy had been written to align with freedom of speech requirements.
- 185 In response to a member’s feedback, further changes were proposed to UCS Prevention of Harassment & Sexual Misconduct Policy and UCS Student Engagement Policy to align accurately with the Equality Act 2010 and to the FE Managing Learner Conduct Policy to more clearly define examples of behaviour which could be subject to a serious conduct review.
- 186 Assurance was also sought that it was unambiguous to all involved which of the HE and FE policies would apply if there were an incident involving sexual misconduct between a FE student and a HE student. The Designated Safeguarding Lead and the Dean of HE confirmed

how the UCS and FE sexual misconduct policies and conduct policies pertained to the FE and UCS student cohorts in such circumstances and undertook to check the policies and, if necessary, add any clarification needed to address this point.

187 **Resolved** – that the following be approved:

- a. UCS Prevention of Harassment & Sexual Misconduct Policy
- b. UCS Student Engagement Policy
- c. RCVS & VetSkills Qualifications Closure Policy
- d. FE Promoting Effective Learner Performance Policy
- e. FE Managing Learner Conduct Policy
- f. FE Sexual Misconduct Policy

188 The Board noted that the committee had undertaken its annual performance review, considering a range of questions about its operation, membership and chairing. The committee's terms of reference had been rewritten and oversight of sections of the UCS Strategic Plan and Access & Participation Plan were proposed to be added to its remit.

189 **Resolved** – that the updated Quality & Standards Committee terms of reference be approved.

#### Resources Committee

190 The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 19 June 2025 (Parts 1 and 2), together with new/updated policies and the committee's business plan 2025-26 and terms of reference.

191 The Chair noted that financial matters had been considered earlier in the agenda and drew the Board's attention to other key matters considered by the committee.

192 The Principal highlighted the further changes which had been made after the committee had met to the proposed policies in order to align with freedom of speech requirements and to outline the college's policy in relation to personal relationships.

193 **Resolved** – that the following be approved:

- a. Staff Code of Conduct
- b. Conflicts of Interest, Anti-Bribery, and Gifts & Hospitality Policy
- c. Disciplinary Policy

194 The Board noted that the committee had undertaken its annual performance review and that additional responsibilities were proposed to update its terms of reference with developments to the governance framework.

195 **Resolved** – that the updated Resources Committee terms of reference be approved.

#### **WELLBEING**

##### Wellbeing Committee

196 The Board had received the unconfirmed minutes of the Wellbeing Committee held on 10 June 2025, which covered equality and diversity, health and safety and safeguarding (including Prevent).

- 197 The Principal drew the Board’s attention to key points, including in relation to the reporting of accidents and near misses, risk surveys undertaken by the college’s insurance company, the annual review of the organisational stress risk assessment, and reviews of the staff and student health and safety policies.
- 198 In response to a member’s query about charging of electric bikes on campus, given associated safety risks, it was agreed to review and, if necessary, update the wording in the health and safety policies prior to republication to ensure that restrictions were defined.
- 199 **Resolved** – that the following updated policies be approved:
- a. Health & Safety Policy (Staff)
  - b. Health & Safety Policy (Students – Andover)
  - c. Health & Safety Policy (Students – Sparsholt)
- 200 The Principal also reported for the Board’s information that the Health & Safety Officer had left the college for a new role and that recruitment was underway for a successor.
- 201 Members discussed the review of the E-Safety and Online Communications (Staff) Policy in relation to freedom of speech and harassment regulatory requirements, and it was agreed to further review proposed updates to the policy, including in relation to the right to express opinions and restrictions which employers could legally impose to protect their business and reputation.

## **COLLEGE GROUP SUBSIDIARY COMPANIES**

### Andover Town Football Club Limited (ATFC)

- 202 The Board had received the minutes of the meeting of the ATFC Board of Directors of 6 June 2025, noting the reported end of year financial outturn and operational performance.

### Sparsholt College Services Limited (SCS)

- 203 The Board had received the minutes of the meeting of the SCS Board of Directors of 24 June 2025 and noted that the arrangements between the college and SCS continued to operate effectively.
- 204 Responding to a query from the SCS Staff Governor, the Principal provided assurance in relation to a reported action relating to health and safety training as part of the onboarding process for certain job roles.

## **GOVERNANCE**

### Written Resolutions and Chair of Governors’ Approval

- 205 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 resolution.
- 206 The Board noted five approvals by the Chair of Governors:
- a. Final version of the updated Time Off for Public & Voluntary Service Policy to respond to feedback at the Board of Governors meeting on 3 April 2025.
  - b. Introduction of a new neonatal leave policy to the Family Friendly Policies to set out arrangements to comply with new legislation implemented from 6 April 2025.

- c. Updated AI Policy for Students to comply with JCQ (Joint Council of Qualifications) requirements in relation to AI and exams.
- d. Final version of the Accountability Statement with the addition of the Economic & Business context section.
- e. Change to the threshold defined in the Financial Regulations for items qualifying as capital.

#### Governance & Search Committee

- 207 The Board had received the unconfirmed minutes of the Governance & Search Committee meetings held on 13 May and 2 July 2025, noting the continued focus on a range of succession planning activities and the forthcoming governor recruitment campaign.
- 208 The Chair of Governors drew the Board's attention to a range of performance and development activities, noting the review undertaken of the FE Commissioner's letter to the sector on effective college governance and the proposed updates to the governors' link visit programme.
- 209 **Resolved** – that the updated Governance Link Visit Procedures be approved.
- 210 The HCG summarised the results of the annual performance surveys conducted for the Chair of Governors and each of the Co-Vice Chairs, noting that there had been 12 out of a possible 15 respondents for each survey, all of which had supported the reappointment for the following year of each of the post holders. There had been no concerns raised through the surveys or directly to the HCG in advance of the meeting and the Board members present agreed that they did not require the Chair or either of the Co-Vice Chairs to reclus themselves from the meeting in order to discuss any other points in private.
- 211 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.
- 212 **Resolved** – that:
- a. the appointment of N Hopkins as Chair of Governors be confirmed to continue for 2025-26
  - b. the appointment of A Rowley as Co-Chair of Governors be confirmed to continue for 2025-26
  - c. the appointment of N Shorter as Co-Chair of Governors be confirmed to continue for 2025-26
- 213 The Board noted the review of annual appointments of the lead governors and committee chairs and expressed gratitude to the individual members concerned for their willingness to be reappointed.
- 214 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.
- 215 **Resolved** – that the following appointments be confirmed for 2025-26:
- a. A Rowley as Safeguarding Lead Governor and SEND Lead Governor
  - b. G Davies as Chair of the Audit Committee
  - c. A Rowley as Chair of the Quality & Standards Committee

d. P Jordan as Chair of the Remuneration Committee.

- 216 The HCG updated the Board on the recruitment of a new co-opted member of the Audit Committee confirming that G Davies (as Audit Committee Chair) and P Jordan (as a member of the Governance & Search Committee) had interviewed a candidate who met the shortlisting criteria and had agreed to recommend his appointment to the Board. G Davies and P Jordan confirmed their recommendation and noted some of the key considerations, including the management of potential conflicts of interest. The appointment was subject to completion of a declaration of interests and agreement to the Board’s Code of Conduct.
- 217 **Resolved** – that Carl Whatley be appointed as a co-opted member of the Audit Committee from 1 September 2025 for a term of office of four years.
- 218 The Board noted that the committee had reviewed a letter from the DfE to the chairs of FE college governing bodies which recommended that the Instrument & Articles of Government were amended so that student governors under 18 could vote on all matters from next academic year to ensure that this clause is compatible with charity law, together with the accompanying legal advice from Eversheds Sutherland. The HCG reported that the DfE’s statement had provoked some debate in the section about potential wider governance implications in relation to under 18-year-olds as Board members and that a watching brief would be kept for further emerging guidance.
- 219 **Resolved** – that the updated Instrument & Articles of Government be approved.
- 220 The Board noted that the committee had endorsed the republication of the Board’s Scheme of Delegation with minor revisions to reflect changes to the external governance context and updates to references to policies and to the terms of reference of committees to align with approvals by the Board.

#### **CONFIDENTIAL BUSINESS**

- 221 **Resolved** – that the minutes of the Board of Governors meeting held on 3 April 2025 (Part 2) be confirmed.
- 222 Confidential matters were recorded separately.
- 223 The meeting ended at 1.20 pm.

***Approved: Board of Governors meeting 8 October 2025***