

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
held on 11 December 2025 at 09:00
at Sparsholt College Campus

¹PRESENT: G Davies (E); J Emm (SCS) (to minute 436); N Hopkins (E, Chair); P Jordan (E); J Loretto² (E) (minutes 345 to 427); C McCormack (E); J Milburn (P) (except minutes 447 to 450); N Moody (E); A Neal (E); H Perry (S) (to minute 435); A Rowley (E, Vice Chair); N Shorter (E, Vice Chair); N Wall (E).

In attendance: S Grant – Chief Operating Officer (COO) (to minute 438)
N Heslop – Chief Financial Officer (CFO) (to minute 438)
D Mernagh – Vice Principal & Dean of Higher Education (to minute 427)
R Price – Director of Learning & Quality (minutes 374 to 377)
A Robertson – Governance Co-ordinator (to minute 427)
M Treagust – Vice Principal Curriculum (Sparsholt) (minutes 374 to 427)
S Willson - Head of Corporate Governance (to minute 456)

APOLOGIES

337. Apologies were received from S Duckering (E), F Obiero (E), N Justin (St), and C Kearney (St).

DECLARATION OF INTERESTS

338. 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

339. **Resolved** – that the minutes of the meeting held on 8 October 2025 (Part 1) be confirmed.
340. Human Resources (minute 276/25): Following the Board's challenge around measures to raise the participation rate in the staff survey, the Principal reported actions arising, including in relation to focus groups facilitated by an independent consultant to inform the development of a new People Strategy and applying practices which had supported positive engagement at another college.
341. Equality, diversity & inclusion (EDI) (minute 278/25): The Principal confirmed that a member's caution about not appearing to favour or exclude certain groups through the use of diversity terminology/acronyms had been considered and some revisions made to the EDI Action Plan as a result. The Principal confirmed she was currently comfortable, however, with the continued use of the umbrella term BPOC (Black and People of Colour) within the college in certain contexts. The member reiterated his objection that the term was not universally accepted and that he perceived it could be problematic. The Chair noted that further

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

² Via online videoconference

discussion at the meeting was unlikely to resolve the difference of views and requested that the member's caution be recorded.

342. HE student fees (minute 307/25): The Vice Principal & Dean of HE confirmed the University Centre Sparsholt fees would be increased from 2026/27 in line with increase to fee limits confirmed by the government.
343. It was noted that the resolutions of the Board had been enacted and that there were no other matters arising not covered elsewhere on the agenda.

CHAIR OF GOVERNORS' REPORT

344. The Board had received and noted the report of the Chair which summarised activities he had undertaken since the October 2025 meeting of the Board and forthcoming events and matters requiring his consideration.

STRATEGY & PERFORMANCE

Principal's Report & Strategic Plan

345. 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.
346. The Principal drew the Board's attention to key points in the report and provided verbal updates on matters since the report was issued.
347. The Board commended the college teams for the outcome of the Ofsted Residential Inspection, noting that to achieve outstanding in all aspects again was a real testament to the care given to the college's students.
348. The Board probed the financial impact of the FE and HE enrolment numbers for 2025/26 in relation to in-year and future years income, seeking additional information about variations to the cohort numbers for different funding streams, underlying factors, and demographic trends. The overall budget position for 2025/26 was confirmed to be secure and examples were outlined of specific actions which would support enrolments and income in future years.
349. The Board discussed the potential strategic opportunity identified by the Principal of a consortium bid for a new Defence Technical Excellence College in the Hampshire region to deliver skills for the Defence sector, noting that the submission criteria had yet to be confirmed by the DfE.
350. The Principal reported that the joint bid with Winchester City Council to the government's Digital Innovation Inclusion Fund to drive agritech innovation had been unsuccessful. However, the college had been awarded funds from the Winchester District UK Shared Prosperity Fund to invest in technology to support research related to climate change and carbon emissions
351. The Board discussed the update on the Local Government Pension Scheme (LGPS) draft 2025 actuarial valuation reports and proposed employer contribution rates for the college and SCS, noting that the college benefited from the government's LGPS guarantee but that the outcome of the DfE's review of the policy for subsidiary companies was not yet known.
352. The Board considered the staff pay review, taking into account the agreed 2025-26 budget, affordability and the increase to the National Living Wage Rates from 1 April 2026. The

Sparsholt College Services Ltd (SCS) board of directors had agreed that the award be applied to SCS employees.

353. The Principal explained that further options in relation to aspects of staff pay were being reviewed by the SLT with the aim of addressing specific recruitment and retention factors.
354. **Resolved** – that a cost of living pay award of 4.5% across all College Group salary points effective from 1 January 2026 be approved.
355. **Resolved** – that authority be delegated to the Chair of Governors to approve additional pay related proposals recommended by the Principal, if required for timely implementation and providing that the impact of additional costs did not exceed the total agreed budget within staff costs in 2025-26.
356. The Board considered the proposal to close the college’s Nationwide current bank account, noting that the existing account with Handelsbanken would be used instead and two external governors would be required to be added as bank signatories in line with the Financial Regulations.
357. **Resolved** – that the college’s bank account with Nationwide Building Society be closed.
358. The Board considered a request for approval of a tender waiver for procurement of a new cloud-based finance system to be implemented in time for the 2026/27 financial year. The CFO provided assurance about the process undertaken to research and select a preferred supplier and confirmed that the contract would fall below the public procurement threshold for goods and services.
359. Responding to members’ questions, the CFO provided additional assurance that the fixed price encompassed all cost components (including software licensing and implementation) and that the shortlisted suppliers were established providers with experience in the sector.
360. **Resolved** – that authority be approved for a tender waiver for the preferred partner for procurement of the college’s new finance system.
361. Members sought additional information to clarify the progress reported about two key performance measures in the strategic operating plan (National Student Survey indicators and the introduction of Skills Bootcamp) and noted the updates.

Management Accounts

362. The Board had received the latest monthly management accounts (to 31 October 2025), including an update on the in-year financial position 2025-26 and cash flow forecast to July 2027.
363. The CFO drew the Board’s attention to key income and cost variances, confirming that, overall, the forecast remained on budget.
364. Responding to a member’s question, the CFO assured the Board that the adjusted current ratio was being closely monitored and the underlying factors had been scrutinised in discussion at both the Audit Committee and Resources Committee meetings. The Principal and CFO confirmed their confidence that the cash days in hand measure remained healthy and that cash reserves were being prudently managed.
365. The CFO reported that the format and presentation of the management accounts was being reviewed to further enhance the summary page and provide clearer trend indicators.

366. The COO drew the Board’s attention to a reconciliation in DfE in-year growth monies for 2024/25 and that the reconciliation was being challenged by management.

Property Strategy

367. The Board had received and reviewed the proposed new five year Property Strategy 2026-2031, developed in conjunction with Fusion Project Management Ltd and informed by stakeholder consultation, together with the accompanying commentary from the Principal.
368. The Principal explained that the strategy defined the property-related actions required to support the college’s curriculum vision and development and established a framework for prioritising improvements across the college estate. This included enabling works required to improve infrastructure, preventative and planned maintenance works, and security measures. The Principal highlighted that space modelling and utilisation would be completed once the Guided Learner Hours information was finalised and other minor updates required to finalise the document. The Principal also reported the opportunity to bid for Local Enterprise Partnership (LEP legacy reserves and that the SLT were considering an appropriate capital project to submit, as well as working with an external partner on a potential collaborative project.
369. The Board recognised the justification for proposing the strategy without funding being confirmed and noted that prioritisation would inevitably be shaped by external influences, particularly the limited availability of external capital funding streams. The Board was content that the strategy be approved on the basis that further updates might be required in order that the college continued to be agile and responsive to emerging opportunities and local skills needs requirements.
370. Members raised a number of points in discussion to further probe strategic opportunities for funding of the property strategy, including the position in relation to the sale of assets and development of land, the college’s ability to fund or part-fund priority projects through building cash reserves, future DfE conditions funding, and funding of the expansion of residential provision to support growth in students numbers.
371. **Resolved** – that the Property Strategy 2026-2031 be approved as fit for purpose to support the college’s curriculum vision and strategic objectives and to delegate authority to the Principal to confirm the final version of the document.

Healthcheck Report

372. The Board had received and reviewed the latest Healthcheck report (2025/26 Issue 03). A query was raised about the formatting of the applicant data graphs which appeared to omit 2025/26 and it was agreed to correct this in future reports.
373. Responding to a member’s question about the safeguarding case data, the Principal provided assurance of the staffing resources in place to support learners, both those classified as a safeguarding case and those with other wellbeing needs.

QUALITY & LEARNER EXPERIENCE

374. The Board had received the FE Self-Assessment Report (SAR) for 2024-25 and FE College Improvement Plan (CIP) for 2025-26, both of which had been reviewed in detail and were recommended by the Quality & Standards Committee.

375. The report confirmed that the college had self-assessed its overall effectiveness as ‘Good’ with many ‘Outstanding’ features with reference to the Ofsted’s Education Inspection Framework in place for the year 2024-25, with the CIP for 2025-26 mapped to the new Ofsted inspection toolkit.
376. Members sought further assurance in discussions about the mechanisms in place to deliver quality of teaching and learning improvements in areas under enhanced quality scrutiny, and the support for staff wellbeing in these areas. Examples were given of sharing best practice in relation to SEND learners, including in vocational practical lessons, learning from external quality reviews, and visiting other colleges with established strong practices.
377. **Resolved** – that the FE Self-Assessment Report 2024-25 and associated FE College Improvement Plan 2025-26 be approved as appropriate and as supportive of driving further improvements in FE at the college.

AUDIT AND RISK MANAGEMENT

378. The Board had received the unconfirmed minutes (Part 1) of the Audit Committee meeting held on 10 November 2025, together with the Risk Register Dashboard and Heat Map, the annual report of the committee to the Board, the annual Internal Audit Report and Opinion, and the completed Regularity Audit Self-Assessment Questionnaire.
379. The Committee Chair alerted the Board to the outcome of internal audits and review of the risk register, noting in particular the positive feedback from Jisc in relation to a recent cyber breach incident response exercise.
380. The Board noted that the committee had received assurance from the internal auditors’ annual opinion that the college had an adequate and effective framework for risk management, governance, internal control and economy, efficiency and effectiveness – a ‘green’ opinion.
381. The Board considered the committee’s recommendation in relation to the internal audit service and discussed assurance that the auditors remained sufficiently independent given their length of contract. The CFO reported that there would be a change of audit partner during 2026 as the current partner was due to retire.
382. **Resolved** – that a two-year extension (from August 2026) of the agreement for RSM to provide internal audit services be approved, subject to the CFO agreeing satisfactory terms with RSM.
383. The Committee Chair also alerted the Board to the committee’s review of the external auditor’s post audit report and draft audit opinions, confirming that no matters of concern had been identified.
384. **Resolved** – that the regulatory audit self-assessment questionnaire be signed by the Chair of Governors and the Principal (Accounting Officer).

COLLEGE GROUP SUBSIDIARY COMPANIES

Andover Town Football Club Limited (ATFC)

385. The Board had received and noted the minutes of the meeting of the ATFC Board of Directors of 13 November 2025 and the Directors’ Report and Financial Statements for the year ended 31 July 2025.

Sparsholt College Services Limited (SCS)

386. The Board had received and noted the minutes of the meeting of the SCS Board of Directors of 25 November 2025 and the Directors' Report and Financial Statements for the year ended 31 July 2025. The Board had also received the notes of the annual performance review meeting of the services provided by SCS.
387. The Chair confirmed that the arrangements between the college and SCS continued to operate effectively and to be in the interests of the college.
388. The Board noted that a vacancy was arising for a governor to become a director of SCS from 14 December 2025 and that the HCG would circulate information about the opportunity to external governors.

Westley Enterprises Limited (Westley)

389. The Board had received and noted for information the minutes of the meeting of the Board of Directors of Westley held on 25 November 2025 and the approved Directors' Report and Financial Statements for the year ended 31 July 2025.

FINANCE

Going Concern

390. The Board had received the report of the CFO to inform the Board's decision as to whether the College Group was a going concern.
391. 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 loan covenants, and assets.
392. The COO provided a progress report to the Board on the DfE assurance review (PFA) for the 2024/25 funding year which had commenced in August, conducted by auditors Mazars, and was due to report shortly. The COO confirmed for the Board's assurance that the DfE assurance review activity and review of the findings were nearly complete and the expected outcome was a total funding reclaim of c£6k.
393. The COO also reported an issue which had arisen during the audit about the policy and process for funding of free schools meals which was complex and, while not resulting in a funding clawback, would be likely to require the college to change its processes going forward and to absorb an element of the costs of free schools meals in order to ensure the wellbeing of learners. Members expressed disappointment that the DfE's policy implementation requirements appeared to be in opposition to protecting this vulnerable cohort.
394. **Resolved** – that the Board was content to confirm that the College Group was a going concern.

External Auditors' Report

395. The Board had received the external auditor's (Buzacott's) post-audit management report and noted that Buzacott expected to give unqualified audit opinions on the financial statements and regularity assurance.
396. 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.

397. The CFO drew the Board's attention to unadjusted items in relation to income and expenditure which had been added to the auditor's report since the version reviewed by the Audit Committee as a result of the timing of the R14 DfE funding return confirmed in December (where as the accounts were prepared based on the previous funding return). The auditors had confirmed the differences were immaterial.
398. The Board was satisfied to receive the report and noted 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

399. The Board had received the Annual Report and Financial Statements for the year ended 31 July 2025, together with the letter of representation and a commentary from the CFO.
400. 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.
401. **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 2025 be approved and signed by the Chair of Governors and Principal.

COMMITTEE REPORTS

Curriculum, Skills & Stakeholders Committee

402. The Board had received the unconfirmed minutes of the meeting of the Curriculum, Skills & Stakeholders Committee (CSS) held on 23 October 2025, together with the committee's annual business plan and updated terms of reference.
403. The Committee Chair highlighted that the committee had been alerted to the Post 16 skills and education white paper and a review of the curriculum offer in relation to the government's Modern Industrial Strategy, which would inform review of the college's FE and HE curriculum plan. It was also noted that the schools' white paper for reforms to England's SEND system had been delayed from Autumn 2025 to early 2026.
404. In relation to key stakeholder developments, the Board discussed the delay of the Hampshire and Solent Mayoral election from 2026 to May 2028 and the likely next steps towards creation of a Mayoral Combined County Authority. Although recognising a number of factors remained uncertain, the Board welcomed the Principal's membership of the Hampshire Prosperity Partnership Board, representing FE, which supported the college to engage with a range of stakeholders to inform regional economic strategy development. The Board noted that the risks associated with devolution and related changes were captured by risks ST4 and ST5 in the college's risk register and would be kept under active review.
405. The Committee Chair also alerted the Board to the committee's monitoring of the college's Industry Curriculum Boards and welcomed the involvement and attendance of the Director of Learning & Quality and the Director of Stakeholder Engagement & Careers to support the further development of these employer forums.
406. The Principal emphasised the value of linking the forums with priority funding streams relevant to skills delivery and also noted that Landex was in the process of producing a report

on domestic food security and the sector’s skills requirements to seek to raise this as a priority on the government’s policy and funding agenda.

407. **Resolved** – that the updated terms of reference of the Curriculum, Skills & Stakeholders Committee be approved and that the membership from 1 January 2026 be increased to include four external governors.

Quality & Standards Committee

408. The Board had received the unconfirmed minutes of the meeting of the Quality & Standards Committee (Q&S) held on 27 November 2025, together with the committee’s annual business plan and the latest Prevent Duty risk assessment.
409. 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 oversight of FE, commending the actions evidenced in relation to inclusion, staff wellbeing, and English and Maths. The Committee Chair also alerted the Board to the committee’s discussion of the apprenticeships data and noted that the committee would be scrutinising progress termly. The COO reported the positive headline apprenticeship achievement rate for 2025/26 to date.
410. In relation to the committee’s review of HE performance, the Committee Chair alerted the Board to the Office for Student’s consultation on the future approach to quality regulation and initial analysis of implications for University Centre Sparsholt. The Committee had also reviewed progress with the Access & Participation Plan and had welcomed confirmation of timely support for student mental health and measures to limit student withdrawals.
411. The Board noted the review of the Prevent Duty risk assessment and action plan and welcomed the evidence of compliance with the college’s statutory duties and consideration of emerging risks and related controls. Asked about lockdown procedures, the Principal reported recent drills which had taken place on both campuses.

Resources Committee

412. The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 21 November 2025 (Part 1), together with new/updated policies.
413. The recommendation of the committee in relation to the annual report and financial statements had been considered earlier in the agenda. The Chair drew the Board’s attention to the committee’s other considerations and recommendations.
414. **Resolved** – that the following be approved:
- a. Modern Slavery and Human Trafficking Statement 2025
 - b. Criminal Records Policy
 - c. Recruitment of Ex-Offenders Policy
 - d. Staff Recruitment Policy
 - e. Staff Grievance Policy
 - f. Staff Disciplinary Policy
 - g. Staff Accommodation Policy
 - h. Student Accommodation Policy

Wellbeing Committee

415. The Board had received the unconfirmed minutes of the Wellbeing Committee held on 11 November 2025, which covered equality & diversity, health & safety and safeguarding (including Prevent).
416. The Principal drew the Board’s attention to the committee’s review of accident data, noting that consideration was given to how accident data is reported and analysed in the context of the increase in student and staff numbers.
417. The Principal also reported the fall of a tree on campus which had not been identified as at risk by the latest campus tree survey. There had been no-one in the area at the time. Responding to a number of points from members, the Principal confirmed the actions being taken by the SLT to investigate the causes and further review risks and controls in relation to trees on campus.
418. The committee’s review of safeguarding, equality, diversity and inclusion, and wellbeing matters were also noted.

GOVERNANCE

Written Resolutions and Chair of Governors’ Approval

419. 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 where urgent action was required since the October meeting of the Board. There had been no written resolutions.
420. The Board noted five approvals by the Chair of Governors:
 - a) Appointment of FE Student Governors under authority delegated at the 8 October 2025 Board of Governors meeting:
 - Courtney Kearney appointed FE Student Governor (Andover) from 1 November 2025 for the period of her enrolment at Andover College and as a member of the Quality & Standards Committee.
 - Phoebe Lisle appointed FE Student Governor (Andover) from 1 July 2026 for the period of her enrolment at Andover College and as a member of the Quality & Standards Committee.
 - b) Expansion of the Qualifications Closure, Merger, Withdrawal and Failed Approval Policy to include additional qualifications and awarding bodies.

Governance & Search Committee

421. The Board had received and reviewed the unconfirmed minutes of the Governance & Search Committee held on 6 November 2025, together with the recommendations of the selection panel for appointments to the Board.
422. The committee recommended introducing further eligibility criteria to the policy for the selection and appointment of staff governors to help ensure the appointee(s) could be effective in the role. The criteria had been shared with the Informing & Consulting Employees Group, with no feedback or objections raised.
423. **Resolved** – that the eligibility criteria for the staff governor and Sparsholt College Services Ltd governor in the Governor Appointment and Selection Policy be updated to state that to be nominated and appointed as a staff governor, the member of staff must normally:

- a. Have a contract of employment of minimum 0.6 FTE. Part year and hourly paid workers should be engaged for an annualised total of a minimum of 900 hours per year.
 - b. Have successfully completed their probation period or appointment support period
 - c. Not be undergoing a staff disciplinary process at the time of nomination and/or appointment
 - d. Not be a senior post holder or other member of the SLT (SLT members generally attend governor meetings and have an opportunity to input as part of normal business).
424. The Board noted the outcomes of the Autumn recruitment campaign and the recommendations of the selection panel following interviews held on 3 December 2025.
425. **Resolved** – that:
- a. the Instruments of Government 2(1)(a) and 3(2)(a) be revised so that the Board of Governors shall consist of up to fifteen external members (plus the ‘external’ governor employed by Sparsholt College Services Ltd) and no more than a total of twenty-one members from 1 February 2026.
 - b. Professor Christopher (Chris) Brown be appointed as a member of the Board of Governors from 1 January 2026 for a term of office of four years (subject to satisfactory appointment checks) and as a member of the Quality & Standards Committee.
 - c. Dr Matt Chinn be appointed as a member of the Board of Governors from 1 January 2026 for a term of office of four years (subject to satisfactory appointment checks) and as a member of the Curriculum, Skills & Stakeholders Committee.
 - d. Lesley Lloyd be appointed as a member of the Board of Governors from 1 January 2026 for a term of office of four years (subject to satisfactory appointment checks) and as a member of the Audit Committee at a start date to be confirmed.
 - e. Professor Rebecca Bunting be appointed as member of the Board of Governors from 1 February 2026 for a term of office of four years (subject to satisfactory appointment checks) and as a member of the Resources Committee.
 - f. Joanna (Jo) Adey be appointed as a member of the Board of Governors from 1 May 2026 for a term of office of four years (subject to satisfactory appointment checks) and as a member of the Quality & Standards Committee.
 - g. Authority be delegated to the Chair of Governors to approve appointments to committees, in consultant with the relevant committee chairs, linked to vacancies and arising from the appointment of the new governors as required prior to the next meeting of the Board.
 - h. Jonathan Loretto cease to be a member of the Quality & Standards Committee and be appointed as member of the Resources Committee from 1 May 2026.
426. The Board noted that Adrian Neal would complete his final term of office as a governor on 13 December 2025 and Neil Moody had tendered his resignation as a governor on 31 December 2025 due to a new external appointment.
427. The Chair recorded the sincere gratitude of the Board to both governors for their significant contributions to the work of the Board and their impact on the college’s mission. A token of appreciation was presented by the Principal to each governor.

CONFIDENTIAL BUSINESS

- 428. Confidential matters were recorded separately.
- 429. The meeting ended at 12:20.

Approved: Board of Governors Meeting 24 March 2026