SPARSHOLT COLLEGE HAMPSHIRE

MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS held on 24 March 2026 at 09:00 at Sparsholt College Campus

[1]PRESENT C Brown (E); R Bunting (E); M Chinn (E); G Davies (E); S Duckering (E); J Emm (SCS) (minutes 13-77); N Hopkins (E, Chair); P Jordan (E); L Lloyd (E); J Milburn (P); F Obiero (E) (except minutes 1-8 and 17-55); H Perry (S) (to minute 77); A Rowley (E, Vice Chair); N Shorter (E, Vice Chair); N Wall (E) (from minute 9).

In attendance: S Grant – Chief Operating Officer (COO) (to minute 87)
N Heslop – Chief Financial Officer (CFO) (to minute 87)
D Mernagh – Vice Principal & Dean of Higher Education (to minute 77)
A Robertson – Governance Co-ordinator (to minute 77)
M Treagust – Vice Principal Curriculum (Sparsholt) (to minute 77)
S Willson - Head of Corporate Governance

ATTENDANCE

1. The Chair welcomed all members and extended a particular welcome to new governors who had joined the Board since its last meeting.

2. Apologies were received from J Loretto (E), C McCormack (E), N Justin (St), and C Kearney (St).

DECLARATION OF INTERESTS

3. No new declarations were made. The Board's Register of Interests records members who hold (unremunerated) directorships of the college's subsidiary companies.

MINUTES & MATTERS ARISING

4. **Resolved** – that the minutes of the meeting held on 11 December 2025 (Part 1) be confirmed.

5. The Board received updates on matters arising from the previous meeting, noting in particular:
   - Regional FE colleges had submitted applications for Technical Excellence Colleges in Defence and Digital, supported by the college (349/25).
   - Funding had been awarded to the college through the Rural England Prosperity Fund (via Winchester City Council) for investment in agri-tech (350/25).
   - Delegated authority granted to the Chair of Governors to approve additional pay-related proposals had not been required and proposals were considered by the Resources Committee and recommended to the Board under a later agenda item (355/25).

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

- The college had contracted with Ion Industries Ltd (System : Sage Intacct for Education) for a new finance system to go live 1st August 2026 (360/25).
- The college had been unsuccessful in its challenge to the Department for Education (DfE) regarding in-year growth monies for 2024/25 internships (366/25).
- Final data analysis was underway to complete the space and utilisation modelling for the new Property Strategy 2026-31 (368/25).
- A cyber-security attack simulation exercise for middle managers had been undertaken, facilitated by Jisc, to further strengthen organisational resilience (379/25).
- A two-year extension for the internal audit service had been agreed with RSM under existing contract terms (382/25).

6. In addition, the Principal briefed the Board on the reforms to the SEND system set out in the DfE's 'Every Child Achieving and Thriving' white paper (403/25). The Board noted that although the College performed strongly in SEND support and provision, the changes presented potential risks relating to funding and the ability to support effective learner transition from schools.
7. The Board also noted the appointment of Dr Ruth Adams as the interim chief executive for the new Hampshire and Solent Mayoral Combined County Authority (406/25).
8. The Board noted that all previous resolutions had been implemented and that there were no further matters arising not covered elsewhere on the agenda.

CHAIR OF GOVERNORS' REPORT

9. The Board received and noted the Chair's written report summarising activity undertaken since the meeting of 11 December 2025, together with forthcoming events and matters requiring his attention.

STRATEGY & PERFORMANCE

<u>Principal's Report & Strategic Plan</u>

10. The Board considered the Principal's report on key developments since the previous meeting and progress against the annual strategic operating plan.
11. The Principal highlighted key points and provided a verbal update on developments arising since issue of the report.
12. The Board commended the provisional outcome of Ofsted's inspection of the college's Initial Teacher Education (ITE) apprenticeship provision.
13. The Principal advised the Board of the anticipated terms for renewal of the partnership agreement with the University of Portsmouth for HE provision from August 2026 and the Board noted that the contract was expected to be signed in June 2026.
14. The Board noted the successful funding application to Hampshire County Council (Local Enterprise Partnership legacy reserves) to support a mezzanine extension to the Future Skills Construction Centre at the Andover College campus.
15. The Board noted the submission of a capital funding bid to the Office for Students (OfS) defence-related skills fund to support the introduction of Level 4 and 5 engineering at the Andover College campus.

16. The Principal summarised three planned bids to the DfE Post-16 Capacity and Construction Skills Capacity Funding for 2026-2030 to be submitted by 17 April 2026, explaining the relevant eligibility criteria and the objectives of the bids in relation to supporting local and national skills priorities and capacity to meet local and, in the case of land-based provision, national demand.

- Construction Skills Capacity Fund: extension of teaching space in the Future Skills & Technology Centre at the Andover College campus.
- Post 16 Capacity Fund: (1) new STEM teaching building at the Andover College campus; (2) redevelopment of the ICT building at the Sparholt College campus for additional teaching space and to deliver sustainability objectives.

17. The Board discussed developments in strategic risks, seeking additional information and discussing next steps in relation to:

- 16-19 qualification reforms and the implications for the college's curriculum offer and learner experience.
- Financial pressures arising from a low increase to DfE 16-18 funding rates for 2026-27, related constraints on pay awards and the associated risk of national industrial action, and inflationary cost pressures.
- HE applications for 2026-27, noting the detailed reviews undertaken at committee level and the value of sharing positive student feedback and case studies.

18. **Resolved** – to delegate authority to the Curriculum, Skills and Stakeholders Committee to review and endorse an updated curriculum plan at its May meeting, and to the Principal to approve and submit the related strategic transition planning statement to the DfE by mid-June 2026.

<u>Healthcheck Report</u>

19. The Board considered the latest Healthcheck report (2025/26 Issue 06).

20. Members sought and received assurance from the Principal regarding learner applications for 2026-27 and learner attendance key performance indicators, noting that further information on plans for the following year would be reported to the relevant committees.

<u>Management Accounts</u>

21. The Board considered the latest monthly management accounts (to 28 February 2026), including an update on the in-year financial position 2025-26 and the cash flow forecast to July 2027.

22. The CFO confirmed a prudent approach to the year-end forecast in light of the current economic uncertainty and potential cost pressures, and outlined key sensitivities.

23. In response to a member's question on the month end cash position and forecast, the CFO advised that the overall cash position remained healthy and that a short-term dip reflected the normal annual cycle of income and expenditure. The CFO also noted that the in-year T Level allocation reconciliation was ringfenced pending return to the DfE (budgeted but timing to be confirmed) and confirmed that trade debtor balances remained on track.

COMMITTEE REPORTS

Audit Committee

24. The Board received the unconfirmed minutes of the Audit Committee meeting held on 11 March 2026, together with the Strategic Risk Register dashboard and heat map and updated policies and terms of reference.

25. The Committee Chair reported on the meeting, highlighting the assurance provided by scrutiny of insurance arrangements, the Data Protection Policy, annual counter-fraud and whistleblowing reports, the annual performance review of internal and external auditors, and the committee's own effectiveness review.

26. The Board noted that, following committee review, the Data Protection Policy and Whistleblowing (Duty to Act) Policy had been updated further to reflect committee feedback.

27. **Resolved** – to approve the:
    a. Updated Data Protection Policy
    b. New Counter Fraud Policy
    c. Updated Whistleblowing (Duty to Act) Policy

28. **Resolved** –
    a. To reconfirm the appointment of Buzzacott as external auditor (and reporting accountant) for the accounting period ending 31 July 2026
    b. To reconfirm the appointment of RSM to provide the internal audit service for the period 1 August 2026 to 31 July 2027.

29. The Audit Committee reported that it continued to discharge its responsibilities effectively and in accordance with its terms of reference, statutory requirements and sector best practice.

30. The Committee Chair raised a query regarding the wording of section 2.7 (in relation to a DfE requirement) and requested a further review to reflect the administrative limitations of the committee as a group of non-executives.

31. **Resolved** – to approve the updated Audit Committee terms of reference subject to the Chair of Governors (in consultation with the Audit Committee Chair) approving a further amendment to clarify the process for reporting to DfE if the external auditors resign or were removed before the end of their term.

32. The Committee Chair also drew attention to the assurance provided by the internal audits of Education Trips and Consumer Market Authority compliance, and the positive outcome of the DfE PFA funding assurance review for 2024/25.

33. The Board discussed the Strategic Risk Register dashboard, noting that the full Strategic Risk Register had been reviewed by the committee.

34. Members welcomed the assurance that the Strategic Risk Register was actively maintained by the SLT and used to steer and report risk management actions for scrutiny by the Audit Committee and the Board. The process included consideration of the alignment of risks with the risk appetite definitions introduced to the Risk Management Policy this year. The Principal advised that the SLT generally applied a prudent approach to risk scoring, context for discussion of risk tolerance.

35. In response to a question regarding risk management of AI developments in relation to academic integrity and ethical standards, the Principal confirmed that this was captured under risk ST3 (understanding and/or responding to digital transformation opportunities), with controls set out in the Strategic Risk Register and oversight provided by the AI Strategy Group, chaired by the COO.

Curriculum, Skills & Stakeholders Committee

36. The Board received the unconfirmed minutes of the meeting of the Curriculum, Skills & Stakeholders Committee (CSS) held on 26 February 2026, together with examples of learner destinations case studies.

37. The Committee Chair reported to the Board on the meeting, noting that a number of key developments and emerging risks scrutinised by the committee had been addressed under the Principal's report.

38. The Board noted the assurance provided by the committee's review of progress against the 2025/26 Accountability Statement objectives and development of the curriculum plan. The Board also noted the committee's scrutiny of FE learner destinations analysis, which evidenced the curriculum's effectiveness in supporting progression in education and to employment.

39. The Committee Chair alerted the Board that progress against the University Centre Sparsholt (UCS) Access & Participation Plan was tracking slightly behind the operational action plan. The committee did not consider this a risk at this stage and noted reasons were largely related to short-term resourcing constraints.

40. In response to a member's question, the Vice Principal (Andover) confirmed that examples of student destinations were showcased in marketing materials.

Quality & Standards Committee

41. The Board received the unconfirmed minutes of the meeting of the Quality & Standards Committee (Q&S) held on 26 February 2026.

42. The Committee Chair reported on areas of particular focus for the committee. For HE, this included assurance regarding student withdrawals and participation in student surveys. For FE, this included evidence of the impact of management strategies and interventions, including those relating to inclusion and attendance. The Committee Chair also highlighted discussions as part of her SEND and English, Maths & Adults Link visits.

43. The Board noted the progress reported in relation to apprenticeship performance since the previous meeting and the action taken to improve the timeliness of end point assessments (EPA), with a resulting positive impact on achievement rates.

44. **Resolved** – to approve a clarification of wording in section SA2 4.3 of the University Centre Sparsholt Strategic Plan 2025-26.

45. The Chair recorded that this was H Perry's last meeting as Staff Governor and recorded the Board's sincere thanks for her contribution, particularly to the work of the Quality & Standards Committee.

Resources Committee

46. The Board received the unconfirmed minutes of the meeting of the Resources Committee held on 12 March 2026 (Part 1), together with updated policies.

47. The Chair highlighted the assurance provided by the reviews of financial reserves, banking arrangements and the Financial Regulations and that the Financial Regulations had been amended further following committee feedback.

48. **Resolved** – to approve the updated Financial Regulations, subject to the Chair of Governors (in consultation with the Chair of the Audit Committee) approving a further amendment to clarify the process for reporting to the DfE if the external auditors resign or were removed before the end of their term.

49. The Principal provided additional context for the committee's recommendation regarding proposed amendments to the College Group pay scales.

50. **Resolved** – to approve revisions to the College Group pay scales: the addition of a Business Support Scale 13 and a Management Scale 9.

51. The Board noted the review of the college's student bursaries and support arrangements for 2026-27, including the decision regarding fees charged for college transport services and the associated cost implications.

52. **Resolved** – to approve the FE Bursary Policy 2026-27.

53. The Board noted the report to the committee on forthcoming changes under employment rights legislation and the corresponding recommended updates to HR policies, subject to any further review required following consultation with the ICE (Informing & Consulting Employees) Group.

54. **Resolved** – to approve the updated:

    a. Family Friendly Policies (Paternity Scheme and Procedure and Parental Leave)
    b. Sickness Absence Policy

55. The Board noted the committee's review of the College Group's pension scheme arrangements.

56. **Resolved** – to approve the Local Government Pension Scheme Discretions Policy without amendment.

WELLBEING

Health & Wellbeing Strategy

57. The Board received and reviewed the Vice Principal Curriculum (Andover)'s annual progress report on the Health & Wellbeing Strategy. This incorporated actions linked to the AoC Mental Health Charter, to which the college is a signatory.

58. In relation to recent external developments, the Vice Principal confirmed that timely information on meningitis had been shared with students and parents and outlined support provided to staff and students affected by matters relating to overseas conflicts.

59. The Board noted good progress against the Strategy and thanked the Vice Principal and relevant teams for their work.

60. In discussion, members welcomed management's recognition that staff survey participation rates needed to be sufficiently high to provide meaningful feedback and noted the college's commitment to increase response rates. Members shared examples of good practice from other organisations and the Staff Governors provided feedback from their perspectives. The Board also noted that surveys were one of several routes for gathering feedback with, for example, staff workload, support and wellbeing also addressed through day-to-day management activity.

61. The Board noted key planned areas of focus for the coming year, including supporting the mental health of male staff and students, continuing the roll-out of trauma-informed practice (with training on secondary trauma), and actions in response to the AoC's report on the role of colleges in helping to build a healthier society (December 2025).

<u>Wellbeing Committee</u>

62. The Board received the unconfirmed minutes of the Wellbeing Committee held on 3 February 2026, which provided the committee's termly assurance update on equality, diversity and inclusion (EDI), health and safety, and safeguarding (including Prevent). The Board also received the new procedures relating to police involvement which the committee had agreed be appended to the Safeguarding Policy.

63. The Chair highlighted the positive progress achieved embedding a strong 'near miss' reporting culture in health and safety, following a previous challenge from a Board member. It was noted that this would be further strengthened by categorising incidents by severity to inform appropriate actions.

64. In response to a member's example of championing menopause support in another organisation, the Principal advised that, in addition to the launch of a Menopause Club, training had been provided to managers and staff training to support colleagues experiencing menopause.

COLLEGE GROUP POLICIES

65. The Board considered proposed new Freedom of Speech Codes of Practice for further education (FE) and higher education (HE), following a review of the college's current joint Freedom of Speech Code of Practice.

66. In discussion, members noted that the review was intended to support compliance with the relevant legal and regulatory requirements applicable to FE and HE. Members endorsed the clarity of the proposed FE Code of Practice. Members requested further review of the HE Code of Practice to clarify the scope, ensure all key requirements were appropriately covered, and streamline the document where possible to improve usability.

67. **Resolved** – to approve the FE Freedom of Speech Code of Practice.

68. **Resolved** – that the HE Freedom of Speech Code of Practice be revised to reflect members' comments and that authority be delegated to the Chair of Governors to approve the final version.

COLLEGE GROUP SUBSIDIARY COMPANIES

<u>Andover Town Football Club Limited (ATFC)</u>

69. The Board received and noted the minutes of the meeting of the ATFC Board of Directors of 6 March 2026, together with an update on the latest performance of the club.

Sparsholt College Services Limited (SCS)

70. The Board received and noted the minutes of the meeting of the SCS Board of Directors of 17 March 2026.

71. The CFO responded to a member's question about the position of SCS in relation to the DfE's Local Government Pension Scheme guarantee, explaining the financial impact and results actions being taken.

72. The Chair noted that, overall, the arrangements between the college and SCS continued to operate effectively.

GOVERNANCE

Written Resolutions and Chair of Governors' Approval

73. The Board received and noted 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.

74. The Board noted five approvals by the Chair of Governors:

a) Vet Nursing (Level 3 Diploma) Special Considerations Policy to comply with requirements of the awarding body.

b) Change of governor appointment procedures from Standard to Enhanced DBS checks (without the barred list check).

c) Funding application to Hampshire County Council to bid for £1,056k of Local Enterprise Partnership legacy reserves for the addition of a mezzanine extension to the Future Skills Construction Centre and match funding of £264k from college capital expenditure (2026/27).

d) Appointment of Amanda Rowley as a member of the Governance & Search Committee from 06.02.26 for the remainder of 2025/26.

Governance & Search Committee

75. The Board received the unconfirmed minutes of the Governance & Search Committee held on 11 February 2026, together with the updated Selection, Appointment and Succession Planning Policy and terms of reference.

76. The Board noted the recommended updates to the Selection, Appointment and Succession Planning Policy and discussed the option to extend the new policy for Enhanced DBS checks to apply to governors already appointed to the Board (who had previously undergone a Standard DBS check).

77. **Resolved** –

a. To approve the updated Selection, Appointment and Succession Planning Policy

b. That Enhanced DBS checks be undertaken for all external members of the Board.

78. The Board noted the review of Board and committee membership and the considered the committee's recommendations. P Jordan recused herself from the meeting during consideration of her reappointment.

79. **Resolved** –

a. To reappoint Paula Jordan as a member of the Board of Governors for a four-year term commencing 3 April 2026.

b. To appoint Noemi Wall as a member of the Remuneration Committee from 24 March 2026.

c. To reappoint David Rees as a co-opted member of the Curriculum, Skills and Stakeholders Committee from 17 May 2026 for a further term of office of two years.

CONFIDENTIAL BUSINESS

80. **Resolved** – that the minutes of the meeting held on 11 December 2025 (Part 2) be confirmed.

81. Confidential matters were recorded separately.

82. The meeting ended at 12:30.

Approved: Board of Governors Meeting 10 July 2026