

**Havant & South Downs College Corporation**  
**MINUTES OF THE MEETING THE BOARD OF GOVERNORS HELD ON**  
**MONDAY 2<sup>ND</sup> JULY 2018 AT SOUTH DOWNS CAMPUS**

**Present:**

|                           |                     |
|---------------------------|---------------------|
| Dr Mike Bateman (Chair)   | Mrs Romy Jones      |
| Mrs Fay Brown             | Ms Stephenie Linham |
| Mr Martin Brunner         | Ms Lydia Morrison   |
| Dr Simon Claridge         | Mr Richard Pearce   |
| Mr Michael Cripps         | Mr Richard Showan   |
| Mr Clive Dobbin           | Mr David Todman     |
| Ms Lucy Flannery          |                     |
| Ms Sue Garland            |                     |
| Mr Mike Gaston(Principal) |                     |

**In attendance:**

Mr Richard Barlow – Deputy Principal  
 Mr Kelvin Smith – Vice-Principal, Finance & Facilities  
 Mr Dan Beale – Vice-Principal, Quality & Student Experience  
 Ms Pam Robertson – Clerk to the Corporation

|                                  |                      |
|----------------------------------|----------------------|
| <b>Total Membership</b>          | 20                   |
| <b>Total vacancies</b>           | 3                    |
| <b>Total possible attendance</b> | 17                   |
| <b>Quorum:</b>                   | 8                    |
| <b>Total Present:</b>            | 14 - meeting quorate |

The formal agenda was preceded by a session led by Michael Cripps who outlined the findings from his MBA project which was conducted at the College.

It was noted that items on the agenda preceded by \* would be taken as read and not discussed at the meeting unless a member wished to raise a point under a starred item.

| Minute Number                  | Minute  | Action |
|--------------------------------|---|--------|
| <b>HSDC<br/>CORP<br/>19/18</b> | <p><b><u>Election of Chair and Vice-Chair for 2018-19</u></b></p> <p>Mike Bateman was unanimously elected as Chair, having been proposed by Martin Brunner and seconded by Lucy Flannery.</p> <p>Clive Dobbin was unanimously elected as Vice-Chair, having been proposed by Simon Claridge and seconded by Michael Cripps.</p> |        |
| <b>HSDC<br/>CORP<br/>20/18</b> | <p><b><u>Apologies for Absence &amp; Welcome</u></b></p> <p>Apologies had been received from Gary Medlow and Tom Horwood.</p> <p>The Chair welcomed Lydia Morrison to the meeting.</p>  |        |
| <b>HSDC<br/>CORP<br/>21/18</b> | <p><b><u>Declarations of Interest</u></b></p> <p>No member declared any conflict of interest with any item on the Agenda which had not previously been declared.</p>  |        |
| <b>HSDC<br/>22/18</b>          | <p><b><u>Minutes and Matters Arising from Previous Meetings:</u></b></p> <p>(i) <b><u>Part 1 Minutes of the Meeting of the held on 22<sup>nd</sup> March 2018</u></b><br/>           These Minutes, having been circulated to members, were agreed and signed as a true record.</p>   |        |

| Minute Number | Minute  | Action        |
|---------------|---|---------------|
|               | <p>(ii) <b><u>Matters Arising from the Part 1 Minutes of the Meeting on 22<sup>nd</sup> March 2018</u></b></p> <p>It was noted that the action was an item on the main agenda.</p> <p>(iii) <b><u>Part 1 Minutes of the Meeting of held on 11<sup>th</sup> May 2018</u></b></p> <p>These Minutes, having been circulated to members, were agreed and signed as a true record.</p> <p>(iv) <b><u>Matters Arising from the Part 1 Minutes of the Meeting on 11<sup>th</sup> May 2018</u></b></p> <p>It was noted that all actions had been completed.</p>   |               |
| HSDC<br>23/18 | <p><b><u>Board Business Matters:</u></b></p> <p>(i) <b><u>Report of the Search &amp; Governance Committee Meeting on 26<sup>th</sup> February 2018</u></b></p> <p>The Board received the report of the Search &amp; Governance Committee and the Vice-Chair, as Chair of that Committee outlined the key issues for the Board's consideration. It was noted that a number of Governors were standing down after this meeting and the Board was very keen that their contribution should be celebrated. It was noted that a celebratory meal would be organised in the autumn term to celebrate the contribution of Stephenie Linham and the other Governors who had left/were leaving the Board this year.</p> <p>The following was approved:</p> <p>a) <b>Appointment of new member – The Board formally approved the appointment of Lydia Morrison, as an External member for a four-year term of office from 2<sup>nd</sup> July 2018 until 1<sup>st</sup> July 2022.</b></p> <p>b) <b>Current membership – The Board noted the current position and the remaining vacancies. In the light of the need for flexibility due to the Alton merger, it was agreed that current vacancies should be held open at this stage. The Board approved the recommendation of the Search &amp; Governance Committee to maintain current vacancies in order to be as flexible as possible.</b></p> <p>c) <b>Elected Staff and Student Governors – It was agreed that these appointments should only be filled for one year to provide flexibility. Accordingly, the Board approved a one-year term of office for 2018/19 only, for Staff and Student Governor vacancies.</b></p> <p>d) <b>Committee Members for 2018-19 – It was agreed that the Chair and Vice-Chair would review Committee membership for 2018/19 and inform Governors of the outcomes during the summer.</b></p> <p>e) <b>Governance Policies – The Board formally approved the changes to governance documents which were proposed including a minor change to the Instrument &amp; Articles of Government, an updated Code of Conduct and a new Policy on Governors' and Senior Post Holders' Expenses. A change was agreed to the latter to refer to "care costs" generally rather than only child care costs.</b></p> | Action: Clerk |

| Minute Number | Minute   | Action |
|---------------|--|--------|
|               | <p>f) <b>Register of Interests – The Board noted the updated Register of interests.</b></p> <p><b><u>(ii) Review of Committee Terms of Reference and Board Practice in the Context of the Code of Good Governance</u></b></p> <p>The Board had received a report outlining the work undertaken by the Board’s Committees in respect of their annual review of terms of reference and self-assessment exercise to review Board performance against key responsibilities enshrined in the Code of Good Governance for English Colleges. The Clerk outlined the main issues and reminded Governors that this was an annual exercise and the Board’s committees had concluded that the Board was largely compliant with the Code of Good Governance.</p> <p>Consideration had been given to ways in which the Board’s reporting could be improved further. Governors had welcomed the use of the summary reporting template and some committees felt that reporting had improved significantly. Other committees had remained concerned about the bulk of paperwork presented. The following had been emphasised:</p> <ul style="list-style-type: none"> <li>• The Board required high-level information and an overview, not excessive detail.</li> <li>• The summary of key implications at the end of the reporting template should be properly completed and RAG-rated as it provided a guide to key issues.</li> <li>• As far as possible, detailed reports would be uploaded to the portal so that Governors could access them if they choose.</li> </ul> <p>The full Board supported this.</p> <p>The following was approved:</p> <p>a) <b>Changes to membership of the Audit Committee to be clarified to indicate that Staff members could not serve on this Committee, as recently stipulated in the Audit Code of Practice.</b></p> <p>b) <b>Changes to the Membership of the Remuneration Committee to comprise the Chair, the Vice-Chair, the Chair of the HR Committee and the Chair of the Audit Committee, based on best practice from the HE sector.</b></p> <p>c) <b>Changes to the Student Committee to encourage active student participation as part of the overall Learner Voice framework in the College, operating in a similar way to the College’s Equality &amp; Diversity Forum with Governor involvement on the Committee, reporting to the Standards &amp; Quality Committee.</b></p> <p>d) <b>The updated Scheme of Delegation for 2018/19.</b></p> <p><b><u>(iii) Equality &amp; Diversity</u></b></p> <p>The Board had received a report on the College’s revised framework for supporting Equality &amp; Diversity and the Equality &amp; Diversity Action Plan. The Vice-Principal, Quality &amp; Student Experience, (DB) spoke to the report and explained that he had now taken the Chair of the Equality &amp; Diversity Forum which had been well attended by staff, students and also included Governor membership. The responsibilities for Equality &amp; Diversity were split between the Standards &amp; Quality Committee (Students) and the HR Committee (Staff) so both committees had reviewed the Action Plan.</p> |        |

| Minute Number            | Minute  | Action   |
|--------------------------|---|--|
|                          | <p>The Board was pleased to note the developments in this area, following the full Equality &amp; Diversity Impact Assessment which had been undertaken prior to the merger, although it was felt that there had been some delays. The following issues were raised:</p> <ul style="list-style-type: none"> <li>• <b>Areas RAG-rated Red</b> – The Board was concerned that there was a number of areas which had a high risk rating. DB explained that that these rating mainly reflected the way in which data was available and this was being tackled with the MIS team. He anticipated that this would have a very positive impact on a relatively short timescale and was confident that the key information could be provided. The Action Plan was dynamic and reviewed on a termly basis. This would also be reviewed during the annual SAR/QIP process.</li> <li>• <b>Timeliness of actions</b> – It was noted that a number of actions had deadlines during the summer term 2018 so would be expected to be completed by the autumn term. The Board requested an update on actions early in the new term.</li> <li>• <b>Staff Disability</b> – The Teaching Staff Governor, Fay Brown (FB), stated that the Plan did not include sufficient detail on issues related to staff disabilities, this being an area where she had much experience and which she felt was not handled consistently well in the College. It was agreed that FB and DB would take this matter forward and the outcomes would be shared with the HR Committee.</li> <li>• <b>Key Success Measures</b> – It was agreed that some of the key success measures in the Action Plan were milestones rather than the end result. The Action Plan needed to be focused on measuring impact effectively so it was agreed that these measures would be updated accordingly.</li> </ul> <p><b>(iv) <u>Update on compliance with the General Data Protection Regulations</u></b></p> <p>The Vice-Principal, Finance &amp; Facilities (KS) gave a verbal report on the implementation of the GDPR in the College. He thanked Stephenie Linham for the support which she had provided to develop the Policy. This would be brought forward to be signed off at the next meeting. Progress was being made on the Action Plan. The College's Privacy Statement had been updated and on-line training throughout the College had been rolled out.</p> <p>The Principal informed the Board that careful consideration was being given to the role of Data Protection Officer and this might possibly be a shared post, external to the College. The Board would be advised when a decision was made</p> <p><b>(v) <u>Use of the College Seal</u></b></p> <p>It was noted that the College seal had been applied to a Bond Agreement between the College, Hampshire County Council and Aramark in respect of staff pensions.</p> | <p>Action: VP, Quality &amp; Student Experience</p> <p>Action: VP, Quality &amp; Student Experience &amp; FB</p> <p>Action: VP, Quality &amp; Student Experience</p> |
| <p><b>HSDC 24/18</b></p> | <p><b><u>Principal's Termly Report</u></b></p> <p>The Board had received the Principal's Termly report and he highlighted the following issues:</p>   |  |

| Minute Number                | Minute   | Action |
|------------------------------|--|--------|
|                              | <ul style="list-style-type: none"> <li>• <b>Post -18 Review Discussion Paper</b> - The role of FE in this was significant and there could be opportunities for FE colleges to benefit the local communities.</li> <li>• <b>Pay award negotiations</b> – The College had budgeted for half-year pay award of 1% but this would be dependent on recruitment and retention so the Board would be asked to review a recommendation on this later in the year. 46% staff were now at the top of their scales and there was national pressure for a pay award.</li> <li>• <b>T levels</b> – Having been chosen to offer these in Hampshire, this was a key aspect of the College’s curriculum development and it needed to be able to deliver them in 2020/21. Governors were interested in the level of support for these from employers. The Principal explained that employer reaction had been mixed. In some areas, like Early Years, employers were experienced in the approach because of the licensed practice aspect. Others liked the concept but were concerned about the scale. The College was working with Fareham College to develop a single system, but there were practical issues to address.</li> <li>• <b>New contracts</b> – Following work by the temporary manager who had been brought into College, only 3 members of staff had not yet signed the new HSDC permanent contracts. This had been very positive and a lot of work had taken place to bring about a change and engagement. Work was still proceeding on the joint Recognition Agreement.</li> <li>• <b>Harwin Academy</b> –This new initiative was proving to be very positive as a gateway into Engineering and apprentices were being paid a competitive rate. It was hoped that the model could be developed and expanded.</li> <li>• <b>International Provision</b> – The Director of Business, Growth and Innovation was now working in conjunction with Loughborough College on possible international work as Loughborough had more demand than it could meet. The College was currently taking a limited risk with delivery in China and Mongolia. This was at its very early stages and possible future development would be assessed carefully.</li> <li>• <b>Staff bereavements</b> – The Board was very sorry to learn of the recent death of Colleen Young, Transitions Administrator with the ALS team, and the former Principal of the College, Michael Oakes.</li> </ul> |        |
| <p><b>HSDC<br/>25/18</b></p> | <p><b><u>Finance &amp; Estates Issues</u></b></p> <p><b><u>(i) Report of the Audit Committee meeting held on 7<sup>th</sup> June 2018</u></b></p> <p>The Board had received the Report of the meeting of the Audit Committee held on 7<sup>th</sup> June 2018 and the Chair of the Audit Committee (RP) highlighted the key issues. It was noted that four members were leaving the committee at this stage so it would be a largely new committee in the coming term.</p> <p>The Committee had been particularly concerned about some of the ongoing IT challenges which had been highlighted in the Internal Audit report. This was a serious issue, although subsequent communications with the Principal indicated that the SLT was well-informed and was giving the matter appropriate attention. The Principal explained that some of the issues were related to post-merger activities. It had been a challenging year for the teams involved but progress was now being made. This had been identified as a key risk and there was now a separate IT risk register.</p>  |        |

| Minute Number | Minute   | Action |
|---------------|--|--------|
|               | <p>It was noted that the External Audit Plan included reference to the Alton merger which was significant in judging going concern which needed to be 12 months from the signing of the Accounts</p> <p><b>The following was approved, on the recommendation of the Audit Committee:</b></p> <p>a) <b>The External Audit Plan for audit of Financial Statements 2017-18 and Regularity Audit.</b></p> <p>b) <b>The reappointment of TIAA as Internal Auditors for 2018-19</b></p> <p>c) <b>Internal Audit Needs Assessment and Strategic and Annual Plan 2018/19</b></p> <p><b>(ii) <u>Report of the Finance &amp; Estates Committee Meeting on 11<sup>th</sup> June 2018</u></b></p> <p>The Board had received the Report of the meeting of the Finance &amp; Estates Committee held on 11<sup>th</sup> June 2018 and the Vice-Chair, Michael Cripps (MC) highlighted the key points, as follows:</p> <ul style="list-style-type: none"> <li>• <b>Insurance</b> - Matthew James had attended the meeting on behalf of Zurich Insurance, as part of the Committee's annual review of insurance, associated with the Board's role in safeguarding the assets. The College was part of the consortium of Hampshire Colleges which collaborated to achieve best value for insurance.</li> <li>• <b>Current Budget Position</b> – The College had not been able to achieve a break-even position but the current projection was still in line with the original budget. Restructuring costs were likely to be materially higher than budget at £450K., but these were redundancy and pension costs which the College had to meet. The staffing ratio was about 70% although if had been much higher.</li> <li>• <b>2018/19 Budget</b> – The proposed budget was for the HSDC entity only and was year 2 of an original 3-year plan, post-merger. The Board accepted that there were likely to be a number of changes during the coming months as a result of the proposed merger with Alton and there were no costs for that included with the Budget.</li> <li>• <b>Financial Forecasts</b> – It was noted that the ESFA only required 2017-18 and 2018-19 to be submitted. 2019-20 was purely illustrative.</li> <li>• <b>Employer Engagement</b> - This had been reviewed by both the Finance &amp; Estates Committee and the Standards &amp; Quality Committee the went to both committees as there were issues for both to committees - approved.</li> <li>• <b>Marketing</b> – Although the Plan was proceeding, it was noted that A Level applications were down on last year and evidence suggested that students who would have chosen to study A Levels at SD did not want the Havant experience as it was classed as feeling like a Sixth Form College, whilst South Downs had a more FE / HE feel. A range of actions are in train to address this. Resistance was being experienced from the Portsmouth schools about the distance to travel to SD campus and the iPad deal at Portsmouth was still very important to some students. This would be tackled with travel information, although the current travel offer was focussed on the Havant Campus.</li> </ul> <p>In addition to the report from the meeting, the Principal tabled an outline proposal for IT leases, explaining that this did not represent new</p> |        |

| Minute Number                | Minute   | Action |
|------------------------------|--|--------|
|                              | <p>expenditure but renewal of leases which needed Board approval because of the sums involved. It was noted that Tom Horwood, as Chair of the Finance &amp; Estates Committee, endorsed this proposal.</p> <p><b>The following was approved by the Board:</b></p> <ul style="list-style-type: none"> <li>a) <b>The Budget for 2018-19, as recommended by the Finance &amp; Estates Committee.</b></li> <li>b) <b>The Financial Forecasts to 2020, as recommended by the Finance &amp; Estates Committee.</b></li> <li>c) <b>The IT leasing, details of which had been tabled.</b></li> <li>d) <b>The Employer Engagement Strategy.</b></li> </ul> <p><b>(iii) <u>Report of the Estates Steering Group</u></b></p> <p>The Board had received a report covering the issues which had been considered by the Estates Steering Group at its meetings on 21<sup>st</sup> May 2018 and 25<sup>th</sup> June 2018. The Chair, Simon Claridge (SC), outlined the key issues for the Board as follows:</p> <ul style="list-style-type: none"> <li>• <b>Havant Refurbishment</b> – This was now in train and, whilst the timescales were challenging, PMC was confident that the key deadlines would be met. The next meeting of the ESG in September would take place at Havant so that members could see the completed works.</li> <li>• <b>Land Sale</b> – A number of activities had taken place to ensure that any future land sale was soundly based. This included detailed space planning and review of car parking. SC drew Governors' attention to the table with the report which set out the options and why disposal of land represented the best option for the College. It was now clear that, if the College went ahead with the sale, there would still be enough space on the South Downs campus for any future growth, providing the equivalent of 20-40 classrooms. There was a variety of ways in which the land could be apportioned for sale and the ESG now felt that the best solution was to leave the Nursery in its current location. The Principal stated that the Nursery was now making a contribution and was an asset to the College. By leaving it in its current location, there would be a reduction in the available land to sell and, therefore, a reduction in the capital receipts, but, at this stage, the ESG believed that this reduction reflected the benefit of the Nursery. The Board accepted this view at this stage, but requested the detailed cost/benefit analysis when this was available.</li> </ul> <p>Overall, the Board endorsed the work of the ESG. It confirmed its support for the developing Strategy and the importance of investing in the College sites so that they were fully fit-for-purpose, after a long period of under-investment. This included ensuring that the South Downs campus was fully prepared to offer T levels.</p> |        |
| <p><b>HSDC<br/>26/18</b></p> | <p><b><u>Curriculum &amp; Quality Issues</u></b></p> <p><b>(i) <u>Report of the Standards &amp; Quality Committee held on 18<sup>th</sup> June 2018</u></b></p> <p>The Board received and noted the Report of the meeting of the Standards &amp; Quality Committee held on 18<sup>th</sup> June 2018.</p>  |        |

| Minute Number                | Minute  | Action |
|------------------------------|---|--------|
|                              | <p><b>(ii) <u>Report of the HE Committee held on 24<sup>th</sup> May 2018</u></b></p> <p>The Board received and noted the Report of the meeting of the HE Committee held on 24<sup>th</sup> May 2018. The Chair drew Governors' attention to the table summarising the College's HE provision which was included in the Report.</p> <p><b>(iii) <u>Ofsted Update</u></b></p> <p>The Deputy Principal reported that, as the College went into its 2<sup>nd</sup> year following merger, there was a higher possibility of inspection. As there had also been changes of Board membership, arrangements would be made to ensure that Governors were fully briefed at an early stage. The Chair stated that he had recently attended a very useful conference on the Board's involvement with Ofsted so this would be very timely.</p> |        |
| <p><b>HSDC<br/>27/18</b></p> | <p><b><u>HR Issues</u></b></p> <p><b>(i) <u>Report of the HR Committee held on 14<sup>th</sup> June 2018</u></b></p> <p>The Board received and noted the Report of the meeting of the HR Committee held on 14<sup>th</sup> June 2018.</p> <p><b>The Board formally approved the updated Freedom of Information Act Policy, as recommended by the HR Committee.</b></p>  |        |
| <p><b>HSDC<br/>28/18</b></p> | <p><b><u>Student Issues</u></b></p> <p><b>(i) <u>Report of the Meeting of the Student Committee held on 25<sup>th</sup> June 2018</u></b></p> <p>The Board received and noted the Report of the meeting of the Student Committee on 25<sup>th</sup> June 2018.</p> <p><b>(ii) <u>Reports from Student Governors</u></b></p> <p>Student Governors were not present and no issues had been raised outside the meeting.</p>  |        |
| <p><b>HSDC<br/>29/18</b></p> | <p><b><u>Dates of Meetings in 2018/19</u></b></p> <p>The proposed dates for meetings 2018/19 of the Board and its committees were agreed.</p> <p>At the conclusion of the Part One agenda, the Chair took an opportunity to bid farewell to those Governors who were leaving the Board and those who had left during the year, paying tribute to their service and commitment to the College.</p>   |        |

Signed:.....Date:.....