

PART ONE MINUTES OF THE MEETING THE BOARD OF GOVERNORS HELD ON

MONDAY 17th DECEMBER 2018 AT SOUTH DOWNS CAMPUS

Present:

Ms Laura Adshead
Dr Mike Bateman (Chair)
Mrs Fay Brown
Dr Simon Claridge
Mr Michael Cripps
Mr Clive Dobbin
Ms Lucy Flannery
Mr Mike Gaston(Principal)

Ms Katie Kemish
Mr Gary Medlow
Ms Lydia Morrison
Ms Catherine Oble
Mr Richard Showan

In attendance:

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

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| Total Membership | 20 |
| Total vacancies | 6 |
| Total possible attendance | 14 |
| Quorum: | 8 |
| Total Present: | 13 - meeting quorate |

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.

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| HSDC CORP 38/18 | <u>Apologies for Absence & Welcome</u> Apologies had been received from Romy Jones and Suki Dhesi. | |
| HSDC CORP 39/18 | <u>Declarations of Interest</u> No member declared any conflict of interest with any item on the Agenda which had not previously been declared. | |
| HSDC CORP 40/18 | <u>Minutes and Matters Arising from Previous Meetings:</u> (i) <u>Part 1 Minutes of the Meeting of the held on 1st October 2018</u> These Minutes, having been circulated to members, were agreed and signed as a true record. | |

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| | <p><u>(ii) Matters Arising from the Part 1 Minutes of the Meeting of the held on 1st October 2018</u></p> <p>It was noted that actions had been completed.</p> | |
| HSDC CORP 41/18 | <p><u>Board Business Matters:</u></p> <p><u>(i) Report of the Search & Governance Committee Meeting on 15th November 2018</u></p> <p>The Board had received a summary of the discussions meeting of the Search and Governance Committee on 15th November 2018.</p> <p>Clive Dobbin, the Chair of the committee, outlined the key issues which had been discussed. Governors were particularly asked to note the issues relating to quoracy at the current time because the Board had deliberately decided to hold open current vacancies, pending the proposed merger with Alton College.</p> <p>The Report was noted and the Board approved the Governance SAR and QIP on the recommendation of the Search & Governance Committee.</p> <p><u>(ii) Report of the Remuneration Committee held on 17th December 2018</u></p> <p>The Chair advised the Board that a meeting of the Remuneration Committee had taken place directly before this meeting of the Board. The main item for discussion was the fact that the Clerk, Pam Robertson, was intending to retire in July 2019 and it was, therefore, necessary for the Board to recruit a new clerk. Proposals on this appointment would come forward to an early spring term meeting of the board. Meanwhile, the Principal had been asked to review the job description and overall workload as well as undertake a benchmark review of the salary level. It was anticipated that the recruitment process would start in early February 2019.</p> <p>This was noted.</p> <p><u>(iii) General Data Protection Regulations</u></p> <p><i>M Cripps arrived during this item</i></p> <p>The Vice-Principal, Finance and Facilities, reported that work was still in train on implementing the GDPR requirements, particularly with regard to retention of records. Official guidance was awaited on this and, given that the College had a range of archive materials going back to 1970s, this would need to be addressed carefully. Many Colleges were in this situation.</p> <p>Clive Dobbin noted that the implementation of GDPR had been noted for both Colleges as a potential risk in the legal due diligence reports on the Alton merger. It was noted that the College did not believe that it</p> | |

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| | <p>was behind in this area and although there was more work to be done to secure full compliance, the systems were increasingly robust.</p> <p>(iv) <u>*Use of the Seal</u></p> <p>It was noted that that the seal had been applied to a deed of assignment with EE Ltd and Arqiva Ltd.</p> | |
| HSDC CORP 42/18 | <p><u>Principal's Termly Report</u></p> <p>The Board had received the Principal's Termly report which was noted, particularly the progress being made on the implementation of T levels and the key issues affecting the sector arising from the recent AoC Conference.</p> <p>The following issues were discussed:</p> <ul style="list-style-type: none"> • Estates Strategy – There was also a separate report on the agenda from the Estates Strategy Group but it was noted that JLL had been appointed as the sales agent for the land sale. The Principal outlined the position regarding Havant Hockey Club (HHC). Meetings had continued with HHC to work up a proposal to strength the sports facilities on the Havant site including moving their existing pitch to two pitches elsewhere on the site, the creation of a sports dome and a potential small housing site. This is based around the possibility of creating a Community Interest Company. The Estates Strategy Group was keen to continue the conversations and a memorandum of understanding (MOU) had been drawn up to assist in those discussions. The Board considered the draft and agreed that section 5 regarding possible loans should be removed. With that amendment, the Board approved the MOU with HHC. • Apprenticeships /MIS issues – The Principal outlined the issues relating to performance in Apprenticeships provisions and related MIS data issues, particularly in respect of late implementation of the relevant software update which had been undertaken after the final return had been made. It was noted that the Head of MIS had resigned so the College was advertising and appointing new post holder, although it was possible that an interim appointment would also need to be made. Irrespective of the data issues, the performance in Apprenticeships was below standard and an improvement plan was in train to address this. <p>Governors expressed concern about this position. As far as data issues were concerned, it was not acceptable that a key software update should be implemented late. Lucy Flannery stated that the Standards and Quality Committee had had concerns about MIS for more than a year and was only just starting to get data with the right level of detail. There were still areas which needed attention including ALPS data and it was critical for the key personnel and the Board to have confidence in the information coming to them. The Principal stated that he was considering the most appropriate way of reviewing this area effectively and was likely to consider an</p> | <p>Action: Principal</p> |

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| | <p>external expert view and/or audit. The Board agreed that this would be very helpful.</p> <ul style="list-style-type: none"> • Regularity Audit – This issue had been raised at the Audit Committee and, whilst there was no suggestion of fraud or wrongdoing, the External Auditors had highlighted that the College had contravened public sector procurement regulations and its own Financial Regulations. This had led to a qualified regularity audit. The Principal had informed the ESFA and the College's key officers were supportive, understood the position and would seek advice from the ESFA's audit team. | |
| <p>HSDC CORP 43/18</p> | <p><u>FINANCE & ESTATES ISSUES:</u></p> <p>(i) <u>Report of the Audit Committee meeting held on 17th November 2018</u></p> <p>The Board received the Report of the meeting of the Audit Committee held on 17th November 2018, including the Annual Report of the Audit Committee, the Annual Report on Risk Management and the Management Report from RSM. Lydia Morrison, Chair of the Audit Committee, outlined the key issues, particularly:</p> <ul style="list-style-type: none"> • A positive Annual Internal Audit Report opinion. • Positive outcome for the recent Employment Tribunal. • The Risk Register and ways of developing the narrative to explain how mitigation had been applied. • The qualified Regularity Audit which had already been discussed. <p>The Board:</p> <ul style="list-style-type: none"> • Noted the conclusions of the Annual Report of the Audit Committee to inform the Board's view of the overall controls framework. • Noted the conclusions of the Annual Report on Risk Management, to inform the Board's view of the overall controls framework. • Noted the current "Top Ten" Risks. <p>(ii) <u>Report of the Finance & Estates Committee on 22nd November 2018</u></p> <p>The Board received the Report of the meeting of the Finance & Estates Committee held on 22nd November 2018 and the Chair, Michael Cripps outlined the key issues, particularly:</p> <ul style="list-style-type: none"> • 17/18 outcomes were in keeping with earlier projections, and the major variance related to restructuring which had been very difficult to predict. • The current Management Accounts included a 1% pay award for all staff with effect from 1st January 2019 (it was noted that the paper referred to the incorrect date of 2018). • There had been changes in the Estates Management Team although no further risk to Health & Safety had been identified. It | |

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| | <p>was noted that some Health & Safety issues had arisen in the due diligence exercise which needed to be addressed/</p> <p>The Board:</p> <ul style="list-style-type: none"> • Approved the Annual Report and Financial statements for the year ended 31 July 2018. • Approved the Letters of Representation for the Financial Statements Audit and Regularity Assurance matters. • Approved the Regularity Self-Assessment Questionnaire. • Approve a pay award of 1% for all staff with effect from 1st January 2019. • Approved the Updated Health, Safety & Environment Policy and Annual Health & Safety Report available on the portal. <p>(iii) <u>Report of the Estates Strategy Group:</u></p> <p>a. <u>Update on the Estates Strategy from Peter Marsh Consulting</u></p> <p>A report prepared by Peter March Consulting had been circulated which provided a full update on the Estates Strategy. The Chair of the ESG, Simon Claridge, outlined the key issues and drew Governors' attention particularly to:</p> <ul style="list-style-type: none"> • The arrangements for the land sale and the appointment of sales agents and legal advisors. • The LEP Bid and implications for the SD campus. • Further summer works at the Havant campus. <p>Governors were pleased to note that there had been communications with staff about the developments on the site.</p> <p>b. <u>Future Arrangements with Peter Marsh Consulting</u></p> <p>The Board has received a paper on the continued use of Peter Marsh Consulting.</p> <p>The Board:</p> <ul style="list-style-type: none"> • Approved the continuation of a retainer contract with PMc • Support the decision to tender for project management services for each project, inviting PMc to tender with other companies. | |
| <p>HSDC CORP 44/18</p> | <p><u>CURRICULUM & QUALITY ISSUES</u></p> <p>(i) <u>Report of the Standards & Quality Committee held on 28th November 2018</u></p> <p>The Board received the Report of the meeting of the Standards & Quality Committee held on 28th November 2018 and the Vice-Chair, Lucy Flannery (LF), outlined the key issues, particularly:</p> | |

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| | <ul style="list-style-type: none"> The high standards in teaching and learning and LF paid to Dan Beale's and Suki Dhesi's work in this respect. Concerns that had been expressed at the meeting about the inadequate work undertaken by Think Alumni on student destinations. The College as seeking its money back and urgent action on this issue. <p>As the Safeguarding Governor, Clive Dobbin reported that Safeguarding arrangements were strong. He was keen that information which had formerly been available on the retention and achievement of safeguarding learners due to the nature of the recording system used, should be reinstated.</p> <p>The Board:</p> <ul style="list-style-type: none"> Formally approved the Self-Assessment Report 2017/18 and the Quality Improvement Plan 2018/19, circulated separately, on the recommendation of the Standards & Quality Committee. Formally approved the Annual Safeguarding Report. <p>(ii) <u>*Report of the HE Committee held on 12th November 2018</u></p> <p>The Board received the Report of the meeting of the HE Committee held on 12th November 2018 and noted that this was very positive. The Board noted the issues and particularly that the OfS has been notified, as required, that the Annual HE Report and SAR and QIP were discussed and approved by the Committee, on behalf of the Board</p> <p>(iii) <u>Ofsted Update</u></p> <p>The Deputy Principal, Richard Barlow, reported on the following:</p> <ul style="list-style-type: none"> The Ofsted Annual report 17/18 showed a marked increase in FE colleges judged good or outstanding, although mergers might be partly the reason for this. The Report also showed a focus in the quality of Apprenticeship provision. The Ofsted Report on level 2 provision included 10 key recommendations on this area where there had previously been very little political attention. There would be a new Common Inspection Framework from September 2019. The College's own plans for any potential Ofsted inspection had been updated plans and staff had been briefed. There had been good feedback and the College was likely to perform strongly. Local colleges Eastleigh, St Vincent and Itchen had recently been inspected but no outcomes were known at this stage. The SAR would be submitted by 31st January 2019. The version submitted would be the one with the data problem included to ensure consistency with the published statistics. | Action: VP, Quality & Student Experience |
| HSDC CORP 45/18 | <p><u>HR ISSUES</u></p> <p>(i) <u>*Report of the HR Committee held on 26th November 2018</u></p> | |

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| | <p>The Report of the meeting of the HR Committee held on 26th November 2018 was noted.</p> <p>(ii) <u>College Recognition & Reward Policy</u></p> <p>Governors had received the nominations for the Governors' Termly Award and it was agreed that they would return their votes to the Clerk.</p> <p>It was noted that one nominee, Lee Hunt, was leaving the College on 18th December to take up a promotion.</p> <p>Governors welcomed this award and the opportunity to recognise excellent work.</p> | |
| HSDC CORP 46/18 | <p><u>STUDENT ISSUES:</u></p> <p>(i) <u>Reports from Student Governors</u></p> <p>Student Governors raised the following issues:</p> <ul style="list-style-type: none"> • Use of Pro-Monitor – There was some concern that staff were using a monitoring system and commenting on students which students themselves could not view. Dan Beale explained how the system was actually being developed to enable students to access their records and improve communications with students and parents. This was seen as a positive way forward. • UCAS Applications – There was concern that UCAS applications had been lost delayed and this would be investigated. • Minibus between campuses – There were reports that the minibus was often late which affected lesson timings and lost learning. This would be investigated. <p>The Chair thanked the Student Governors for raising these matters.</p> | <p>Action: VP, Quality & Student Experience</p> <p>Action: VP, Finance & Facilities</p> |
| HSDC CORP 47/18 | <p><u>STANDING AGENDA ITEMS:</u></p> <p>(i) <u>Reports on College Links</u></p> <p>There were no reports.</p> <p>(ii) <u>Reports from Governor Champions</u></p> <p>There were not reports.</p> | |
| HSDC CORP 48/18 | <p><u>Dates of the next Meeting</u></p> <ul style="list-style-type: none"> • Corporation Special Meeting and Training Session— Monday 28th January 2019 at 1645 (SD campus) • Corporation Dinner Event – Wednesday 30th January 2019 at 1730 • Board Meeting – Thursday 14th February 2019 at 1645 (merger issues) • Board Meeting – Monday 1st April 2019 at 1645 | |

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