



**MINUTES OF THE MEETING OF THE HSDC CORPORATION
HELD ON THURSDAY 2nd JULY 2020
REMOTE ACCESS VIA MICROSOFT TEAMS**

Present:

Dr Mike Bateman (Chair)
Mr Kev Bradshaw
Ms Fay Brown
Dr Simon Claridge
Ms Liz Cooper
Mr Clive Dobbin (Vice-Chair)
Ms Lucy Flannery
Mr Mike Gaston (Principal)
Mr Ian Gibson
Ms Elspeth Mackeggie Gurney
Ms Lydia Morrison
Miss Jasmine Savill (Student Governor)
Mr Fraser Wilson
Mr Joshua Winstanley (Student Governor)
Mr Tony Wright

In attendance:

Mr Richard Barlow – Deputy Principal
Mr Dan Beale – VP TLQ
Ms Leona Berry – VP OD&P
Ms Suki Dhesi – VP TLQ
Mr Jon Myers – VP SS
Mr Kelvin Smith – VP F&E
Ms Jackie Eayrs – Clerk to the Corporation

Total Membership	18
Total vacancies	2 (2 x external)
Total possible attendance	15
Quorum:	8
Total Present:	15 - meeting quorate (100% attendance)

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
HSDC CORP 30/20	Annual Election of Chair and Vice-Chair for 2020/2021 – Dr Mike Bateman and Mr Clive Dobbin were elected as Chair and Vice-Chair respectively for the 2020/2021 academic year.	
HSDC CORP 31/20	<p>Apologies for Absence & Welcome – All members present were welcomed to the remote access meeting. In particular, Jasmine Savill and Joshua Winstanley, as the new Student Governors, were welcomed to their first meeting of the Board.</p> <p>There were no official apologies for absence but members noted that Lydia Morrison would be late joining the meeting. The Chair reminded members of the protocol for the 'virtual' meeting to ensure it operated as smoothly as possible, in particular, he requested that all members mute their microphones when not speaking in order to reduce background noise/feedback.</p>	
HSDC CORP 32/20	Declarations of Interest - No member declared any conflict of interest with any item on the Agenda which had not previously been declared.	
HSDC CORP 33/20	<p>Minutes and Matters Arising from Previous Meetings:</p> <p>(i) Minutes of the Meeting of the HSDC Board held on 30th March 2020 - The Minutes of the meeting held on the 30th March 2020 were agreed as a true record. It was noted that the minutes would be held by the Clerk until lockdown restrictions had been lifted and the Chair was able to sign them. Members noted that all matter</p>	

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	<p>arising had either been completed or were main items on the agenda for consideration;</p> <p>(ii) Strictly Confidential Minutes of the meeting of the HSDC Board held on the 30th March 2020 – The strictly confidential minutes of the meeting held on the 30th March 2020 were agreed as a true and accurate record. It was noted that the minutes would be held by the Clerk until lockdown restrictions had been lifted and the Chair was able to sign them. Members noted that there were no matters arising which were not covered elsewhere on the agenda.</p>	
HSDC CORP 34/20	<p>Correspondence:</p> <p>(i) Letter from ESFA dated 29/05/20: Financial Statements 2018/2019 – Members reviewed and noted correspondence from the ESFA which confirmed the College's financial health score based on the return for 2018/2019 as 'Requires Improvement' (RI). Members were reminded that the ESFA would continue to work with the College to monitor progress as part of the regular PMOG monitoring meetings.</p>	
HSDC CORP 35/20	<p>Chief Executive Reporting – Principal's Termly Report:</p> <p>The Board had received the Principal's Termly report which provided headline information regarding the performance of the College including updates on local, regional and national news as well as informing and providing awareness of strategic impact and possible increased risks and/or opportunities.</p> <p>The Principal spoke to the report and emphasised the fact that this was a period of significant challenge with the recent Ofsted Inspection seemingly a long time ago, the College's attention was now focused on ensuring future financial security. He highlighted the growing concern regarding reduced income due to COVID19 (circa £1.2m) and the subsequent impact on the pay to income ratios. The College was struggling to reduce costs quickly enough with any benefit/savings post redundancies taking up to 12 months to realise. The Principal advised the Board that a financial recovery plan was currently being developed and, going forward, progress updates would be monitored by the F&E Committee on a monthly basis.</p> <p>In presenting his report, the Principal drew the following issues to members' attention:</p> <ul style="list-style-type: none"> • National Context – The Association of Colleges' (AoC) Covid-19 survey had revealed that colleges stood to lose £150m by the next academic year due to the pandemic. Colleges were worried that they would lack the resources and capacity to support the increase in student numbers expected. There was evidence that the number of GFE colleges under financial intervention could increase from a third to two thirds during 2020/2021. Members noted that this equated to over 100 colleges; • Local Impact – The Principal reported that the loss in variable sales income in 2019/2020 (circa £1.2m) translated to a worsening position of the deficit budget to £3.5m. He continued by saying that the assumed loss of income for 2021 would result in the need for more cost savings in both pay and non-pay and options were currently being explored. He highlighted the fact that the College's cash position was a high-level risk, particularly at the 'pinch point' in March 2021. • Highbury SPA – The Principal provided an update on the progress to date. Members were advised that the College had been invited to submit an Expression of Interest (EoI) which summarised the proposal for the future of the merged entity and how it would benefit the students, provision, staff, employers and stakeholders. Members had been provided with a copy of the EoI which was due to be submitted by noon on the 3rd July 2020. The Principal confirmed that the College would be notified later in July 2020 if it had been successful in progressing to the next stage; • Plans for September 2020 – Members reviewed and noted the plans which were being developed for the transition to the 'new normal' in September. The Principal outlined the safety measures which had already been implemented and advised members that delivery through blended learning utilizing a combination of both online and face to face provision was anticipated in September; 	

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	<ul style="list-style-type: none"> • FE White Paper – The Principal reported that a White Paper outlining significant policy changes for the further education sector was set to be revealed later in the year. The Principal explained that the document was expected to focus on four “pillars”: <ul style="list-style-type: none"> - funding; - qualifications; - workforce; and - careers. Members noted that the White Paper was in response to the Auger Review and proposals that had been discussed by officials included a mechanism for bringing failing colleges under state control and giving Ofqual greater powers to decide which qualifications should stop receiving government funding. The White Paper was expected to be published in October 2020, although no firm date had been set; • Colleges of the Future – Governors were reminded that an independent commission had been set up to consider the College of the future. Roundtable and workshop events had been taking place with a broad range of individuals and organisations across the UK six times through the year-long process. An interim report was published in November 2019 and, since that update, there had been more discussion around structures and governance. The publication of the report had now been postponed until October 2020 which members noted, was also the timing for the publication of the FE White Paper. <p>The Staff Governor wished to record thanks to the SLT for the leadership they had shown during the pandemic. Conversations she had had with staff indicated that they had felt supported and in ‘safe hands’ during this difficult time. In addition, formal thanks to the Principal were recorded for the sensitive way in which Black Lives Matter had been addressed.</p> <p>Members of the Board reviewed and noted the content of the Principal’s Summer Term Report.</p>	
HSDC CORP 36/20	<p>Chief Executive Reporting: Final Progress Review of Strategic Measures 2019/2020 & Review of Annual Targets for 2020/2021:</p> <p>Members of the Board received the final progress update for the 2019/2020 Strategic measures. The Principal advised members that the annual targets for 2020/2021 had been reviewed to consider if they were still relevant and ‘fit for purpose’ for the coming year and, where appropriate, they had been updated.</p> <p>Each member of SLT was invited to outline the changes to the strategic measures specific to their area as follows:</p> <ul style="list-style-type: none"> • People & Place – The VP OD&P, Leona Berry (LB) reported that the change for 20/21 related to the investment in the People Plan. Skills gaps across the College would be identified with target funding and planned development activities to fill the gaps; • Quality & Standards – During 20/21 face-to-face lessons in class would be supplemented with remote learning. Therefore, the introduction of measures to remote learning would be developed; • Financial Sustainability – The addition of measure number 5: To develop a Financial Recovery Plan for implementation during 2020-2022; • Community and Social Responsibility – Measure no.4 amended to a 5% reduction in gas and electricity usage (rather than by 30,000 kgs) as this was more simple and easier to measure; • Business and Innovation – To establish partner boards in all sector areas (rather than just priority sector areas) identified in the Partner Board Guidance for 2020-2021. <p>The Principal concluded by saying that it had been an unusual year but much had been achieved. The measures rated ‘amber’ were due to awaited student outcomes and the biggest challenge for the College was related to financial sustainability.</p>	

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	Members of the Board noted the progress which had been achieved during 2019/2020 and formally approved the updated Strategic Measures for 2020/2021	
HSDC CORP 37/20	<p>Termly Report of the CQL Committee – Members of the Board reviewed and noted the Termly Report of the CQL Committee which outlined the discussions which had taken place at its meeting on the 15th June 2020. Ms Flannery, who had chaired the meeting, spoke to the report and drew the following key issues to members’ attention:</p> <ul style="list-style-type: none"> • Havant and Alton were predicted ALPs score 4 for A Level provision, although it was acknowledged that this had been prior to the pandemic; • ‘Good Practice’ teaching and learning had remained at around 60% during the current and previous academic year; • Subcontracted provision had remained high during 2019/2020; • The SLT were asked to explore arranging a ‘leaving’ event for those students who had been ‘robbed of a proper conclusion to their College experience. <p>Members of the Board undertook the following:</p> <ul style="list-style-type: none"> (i) Endorsed the Post-Inspection Plan and noted that CQL Committee would monitor progress of actions; (ii) Noted the progress achieved against the Curriculum Strategy during 2019/2020 and endorsed the themes for 2020/2021; (iii) Approved the sub-contractors for use during 2020/2021 as recommended by the CQL Committee; (iv) Approved the Quality Strategy and Annual Quality Cycle 2020/2021 as recommended by the CQL Committee; (v) Approved the Child Protection and Safeguarding Policy as recommended by the CQL Committee. 	
HSDC CORP 38/20	<p>Child Protection and Safeguarding (including Prevent):</p> <ul style="list-style-type: none"> (i) HCC Safeguarding Audit – Governors were aware that, each year, the College was required to submit an annual Safeguarding Audit to Hampshire County Council. The VP SS, Jon Myers (JM) advised members that the Audit had been presented to the Safeguarding Forum (which included the nominated Safeguarding Governor) on the 19th June 2020 for consideration and review and, following that meeting, a number of amendments were subsequently made. JM confirmed that all areas of the Audit had been achieved and the College was compliant. In order to further develop the safeguarding practices at the College, an action plan had been developed which would be monitored by the Safeguarding Forum. Members of the Board were satisfied that safeguarding practices in the College were well implemented and actions were planned to address any issues identified. Members of the Board formally approved the Safeguarding Audit to be submitted to Hampshire County Council. (ii) Safeguarding Update Briefing – Members of the Board received a presentation which provided an update on Safeguarding, KCSiE (Keeping Children Safe in Education) and Prevent. The Presentation slides used were circulated to all members and are an Appendix to these minutes. <p>JM outlined the evidence sources to provide assurance to Governors that Safeguarding in the College was effective:</p> <ul style="list-style-type: none"> - HCC Safeguarding Audit annual return; - Annual Safeguarding Report to the Corporation; - Safeguarding Action Plan and Safeguarding Forum; - Safeguarding monitored by SLT and the Safeguarding Forum; - Actions brought to CQL for review; - Monthly meeting with the Nominated Safeguarding Governor to review actions too. 	Action: VP SS

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	<p>Members of the Board endorsed the Safeguarding arrangements as comprehensive and reassuring.</p> <p>At the end of the presentation, the following issues were raised and discussed:</p> <ul style="list-style-type: none"> • Counselling for students – Clarification was sought on the availability of counselling for students. JM confirmed that Counsellors had been increased at Havant campus to meet demand and additional volunteers were being sought. The College was known for having a good counselling service and, as a result, some GPs were directing students to access counselling at College rather than using external sources. This resulted in counselling spaces filling up very quickly. JM confirmed that every effort would continue to be made to ensure that all students were aware of the counselling email addresses and were familiar with the various routes available to them to access counselling if required; • 'Red Box Campaign' – The level of publicity for the 'Red Box Campaign' needed to be increased. JM confirmed that he would liaise with the Health, and Wellbeing (H&WB) team about this. 	<p>Action: VP SS</p> <p>Action: VP SS</p>
HSDC CORP 39/20	<p>Termly Report of the Student Committee - Members of the Board reviewed and noted the Termly Report of the Student Committee which outlined the discussions which had taken place at its meeting on the 22nd June 2020. Mike Bateman advised members that Stella Charman had been elected as Chair of the Committee but as a Co-option she did not attend Board meetings. As a result, he had agreed to report back to the Board in the absence of a Vice-Chair. It was noted that elections for a Vice-Chair would take place at the next meeting. Members were referred to the report and the following key issues drawn to members' attention:</p> <ul style="list-style-type: none"> • Officers in Attendance – Stella Charman had expressed her concern about the number of senior staff in attendance at meetings. Although it was acknowledged that they were there to respond to any questions or issues raised by the SU Officers, it was felt that this could be intimidating for students present. It had been agreed that a review of those in attendance should take place to ensure the right balance; • South Downs CBSU (campus based student union) – Members were informed that there had been no student officers from the South Downs CBSU at the meeting, only from the Alton and Havant campuses. This was being addressed by the SU Co-ordinator for South Downs and it was hoped that there would be a wider contribution from all 3 campuses in the future; • SU Parliament and Student Issues – Members were advised that the SU Parliament report had provided a useful update. The report had been positive about the student response to online teaching and the SU Parliament appeared to be establishing itself reasonably well; • Compliments and Complaints – It had been suggested that compliments and complaints should be more widely publicised; • Internal Student Survey – The results of the internal Student Survey had been reviewed and had identified two issues: <ul style="list-style-type: none"> - there was a perception that careers staff were difficult to contact; - students had experienced difficulty contacting staff related to work placements; • Black Lives Matter – The Committee had considered and discussed the College's statement on Black Lives Matter. It had been agreed that BLM should be an item on the agenda of all meetings going forward to ensure that the conversations, discussions and focus on racial injustice and parity continued to be an ongoing dialogue which became integrated into the life of the College. <p>It was acknowledged that it was 'early days' for the Student Committee but, overall, it had been a useful and positive first meeting.</p> <p>Members of the Board reviewed the contents of the paper and noted the current position.</p>	<p>Action: Principal/ Clerk</p>

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HSDC CORP 40/20	<p>Report of the Audit Committee - Members of the Board had received the Report of the Audit Committee from the meeting held on the 4th June 2020.</p> <p>The Chair of the Audit Committee, Lydia Morrison (LM), spoke to the paper and drew the following key issues to members' attention:</p> <ul style="list-style-type: none"> • GDPR – The Committee receives a termly update on the progress made towards meeting the requirements of the GDPR. LM confirmed that the Committee was very impressed with the work which had been completed to ensure compliance with the legislation which was so far reaching. Kat Kuzmin had a breadth of knowledge and the work she had completed was outstanding. The Audit Committee was pleased and impressed by the progress which had been achieved and had wanted to bring it to the attention of the Board; • Audit Plan for the year ending 31st July 2020 – The fees for 2020 had increased compared to 2019 which had largely been attributable to consideration of the impact of COVID19 on systems and procedures; • Internal Audit Plan for 2020/2021 – The Plan for 2020/2021 had been informed by an updated audit risk assessment, the key issues affecting the sector and detailed discussions with SLT; • Review of Internal Auditors Performance 2019/2020 – The Committee had considered and endorsed the assessment of performance for 2019/2020 of the internal audit service provider. There were no issues of concern and the Committee had agreed to recommend that TIAA be re-appointed as the internal auditors for the 2020/2021 year. <p>Members of the Board undertook the following:</p> <ul style="list-style-type: none"> (i) Reviewed and noted the contents of the report and noted the issues which had been discussed by the Audit Committee at its meeting on the 4th June 2020; (ii) Approved the External Audit Plan for the year ending 31st July 2020 as recommended by the Audit Committee; (iii) Noted the excellent progress which had been achieved towards meeting the requirements of GDPR and acknowledged the outstanding work by Kat Kuzmin in this regard; (iv) Noted the performance review of the Internal Audit Service Providers and that there were no areas of concern; (v) Approved the recommendation of the Audit Committee and re-appointed TIAA as the Internal Audit Service Provider for the 2020/2021 year. 	Action: VP F&E
HSDC CORP 41/20	<p>Report of the Finance & Estates Committee – Members of the Board received the Report of the F&E Committee from the meeting held on 18th June 2020. Simon Claridge, as Vice-Chair of the Committee spoke to the report and drew the following to members' attention:</p> <ul style="list-style-type: none"> • Thanks were extended to Michael Cripps, a co-opted member, for taking on the role of interim Chair. Michael was a very experienced and talented Finance Director in the private sector and his knowledge and leadership was very much valued by the F&E Committee; • Out-turn for 2019/2020 – The College was facing significant budget pressures and challenging financial issues which had been compounded by COVID19 and the loss of variable sales income (circa £1.2m). The expected budgeted deficit of £2.6m had been worsened and would be circa £3.5m by year-end; • EBITDA – Budgeted EBITDA was a deficit of £0.7m. The January re-forecast was an EBITDA deficit of £1.2m. Post COVID19 EBITDA deficit could be up to £1.9m which represented a significant drain on the College's cash reserves; • IT Strategy – There had been extensive discussions about the ongoing financial challenges and how a reduced budget would impact on the College's IT provision and future investment. The Committee had requested a 3-year IT Strategy to include aspirational requirements and a minimum spend to maintain operation as the College entered a couple of very challenging years. The Committee agreed to convene an additional meeting so that Governors could explore and understand the Strategy more fully. The meeting was scheduled for the 21st July 2020. 	

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	<p>Members of the Board undertook the following:</p> <ul style="list-style-type: none"> (i) Reviewed and noted the contents of the report, the issues discussed and the actions agreed at the 18th June 2020 meeting; (ii) Approved the proposed changes to the Financial Regulations as recommended by the F&E Committee; (iii) Reviewed and noted the position regarding student enrolments for 2020/2021; (iv) Noted the position regarding the development of the IT Strategy. 	
HSDC CORP 42/20	<p>Indicative Budget 2020/2021 and Financial Plan 2020-2022</p> <p>Members of the Board received a paper on the Indicative Budget Issues 2020/2021 which outlined the key issues informing the Budget Planning process and the Financial Plan for 2020-2022.</p> <p>The Director of Finance, Kelvin Smith (KS) spoke to the paper and outlined the main budget planning issues which had been considered as follows:</p> <ol style="list-style-type: none"> 1. COVID19 – The arrival of COVID had created a huge degree of uncertainty and some unexpected financial impact in 2019/2020 which presented challenges in forward financial planning models; 2. Financial Planning Submissions – The College was required to submit: <ul style="list-style-type: none"> - a Finance Directors indicative budget to the ESFA by 31st July 2020; - IFMC submissions to be submitted to the ESFA in September 2020 (which was a requirement of the RF proceeds); - Sector IFMC submission by 31st January 2021; 3. Appendix A provided background to the financial planning and as well as narrative context when considering Appendix B; 4. Appendix B provided: <ul style="list-style-type: none"> - Forecast out-turn for 2019/2020; - Indicative Budget for 2020/2021; - A high level indicative financial plan for 2021/2022; 5. Appendix C provided an indicative cashflow position to July 2021 which indicated that the College could be overdrawn by c£1m. KS emphasised that this was not 'fact' but an emerging risk; 6. Appendix D outlined actions to be explored and considered further to support the College's financial recovery; 7. Staff Costs were running higher than budget (77%); 8. Variable sales income – The negative impact of COVID on variable sales income for 2019/2020 would have a knock-on effect in 2020/2021; 9. Learner numbers – There had been no underlying growth in learner numbers although the rate of decline had seemed to plateau; 10. PMOG would be notified of the position at the next monitoring meeting on the 15th July; 11. Potential risks that: <ul style="list-style-type: none"> - Early Intervention became a formal FNTI (formal notice to improve); - Financial Health of 'Requires Improvement' worsened to 'Inadequate'; - Cash solvency at the dip in March/April 2021 required a short-term overdraft; 12. Potential Land sale receipts had not been included. <p>The Principal emphasised the important message that the College was not insolvent. It was a challenging year ahead and the College had both an internal recovery plan and external people to support the College and review the position. It would be a challenge but a recovery plan was being developed which would be shared with the Chair of F&E Committee at the end of the month. It was important to 'hold our nerve' and be positive in terms of the next 12-18 months.</p> <p>Members reviewed the contents of the paper and endorsed the indicative Budget for 2020/2021 to be submitted to the ESFA by 31st July 2020.</p>	

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HSDC CORP 43/20	<p>Management Accounts for the period ended 31st May 2020 - Members of the Board had received the Management Accounts for consideration and review.</p> <p>Members reviewed the Summary Highlights on page 68 and noted that:</p> <ul style="list-style-type: none"> • 2019/2020 was the first full year of HSDC operating as a three-site College following the merger with Alton College; • The current crisis made 2019/2020 a difficult financial year and such pressures would impact the 2020/2021 budget planning; • The year-end forecast was revised to a deficit position of £3.5m; • Post COVID19 EBITDA was a deficit of £1.9m; • £200k furloughed funds had been claimed and were expected imminently; • The full Management Accounts and KPI dashboard continued to be circulated to all Governors on a monthly basis. <p>Members reviewed the contents of the report and noted the current position.</p>	
HSDC CORP 44/20	<p>Report of the Estates Strategy Group:</p> <p>Members of the Board received the Report of the Estates Strategy Group from the meeting held on the 29th June 2020. The Chair of the ESG, Simon Claridge (SC), spoke to the report and provided a brief summary of the discussions which had taken place at the meeting.</p> <p>In particular, he drew members' attention to the following:</p> <ul style="list-style-type: none"> • The contract for the works on the South Downs campus had now been signed; • The Alton reception refurbishment and all non-T Level works at the South Downs campus had been postponed in order to protect the College's cash position; • The value of the T Level work being completed was circa £900k (50% match funded); • All works in all areas would be completed by 7th August 2020; • The new HSDC branding signage at Alton campus would be completed early to mid-August; • Condor were due to return to the Alton campus w/c 27th July 2020 to complete the works on the retaining wall; • The South Downs campus land sale was progressing. A pre-application had been submitted by Places for People (PfP) for highway solution and planning permission; • The College had submitted a 2nd round T Level bid for the development of resources related to the health care subjects. The total project value was £643,450 and was a request for 100% grant (0% College contribution); • A number of bids had been submitted to the M3 LEP: <ul style="list-style-type: none"> - development of the Stephens Building bid had been refreshed and resubmitted; - an additional bid for £100k for ICT investment and general improvement; - HSDC was part of a college consortium that would be submitting a collaborative bid with 6 other colleges for IT investment; • A bid for £2.5m grant funding to complete the 1st floor of the main building at South Downs campus had been submitted on the 15th June 2020; • Discussions regarding the Havant Hockey Club lease terms was ongoing. SD outlined the offer which had been made by the College which included: <ul style="list-style-type: none"> - a 99-year lease with a break clause at year 40, with 5 years' notice (year 35); - no compensation provided at the 40 year break. <p>HHC had provided a counter proposal which had included aggregated compensation levels between years 40 to 70 and which outlined 3 mechanisms for indexing any compensation payment agreed. SD confirmed that this had been considered unacceptable by the ESG and a letter restating the original offer and that it would stand for the next 6 months (until 31st December 2020) had been sent to HHC on the 30th June 2020.</p> • SD outlined the objectives/benefits of the HHC project which would: <ul style="list-style-type: none"> - facilitate the investment of £1.65m in the site; - release a piece of key land where the existing pitch was for future development; - realise the potential for land sale for a housing development; 	

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	<ul style="list-style-type: none"> SD confirmed that, if HHC did not accept the offer, the College was prepared to offer an extension to the current lease to provide sufficient time for them to find an alternative location. In addition, the College could explore alternative options and opportunities for the site and the land sale. <p>Members of the Board reviewed the contents of the report and noted the current position.</p>	
HSDC CORP 45/20	<p>Report of the Search and Governance Committee:</p> <p>Members of the Board received the Report of the Search and Governance Committee meeting which had been held on 4th June 2020. The Chair of the Committee, Clive Dobbin (CD), outlined the key issues for Governors as follows:</p> <ul style="list-style-type: none"> Vacancy position - It was noted that there were currently two vacancies on the Board (2 x External). This would increase to 3 vacancies once Ian Gibson had completed his service to the Board at the end of July 2020. The Search & Governance Committee was keen to fill these vacancies but wanted to do so in the context of a strategy for broadening Board diversity and in accordance with any skills requirements; Review of Alton CQL Committee - CD outlined the discussions which had taken place as part of the Alton CQL Committee review process. He reported that, those Governors involved in the review meeting, had been assured that the specific issues assigned to the Alton CQL Committee were being addressed and, although it had served a very useful purpose it did not now fit with how the College operated and there was some duplication/overlap. As a result, the Group agreed that the Alton CQL was no longer required and should be disbanded. This proposal was endorsed by the Search & Governance Committee which agreed to recommend this course of action for approval by the Board; Michael Cripps – CD emphasised the fact that Michael Cripps brought much needed finance expertise as a co-opted member on the Finance & Estates Committee. Members were invited to consider his re-appointment for a further 4-year term as a Co-opted member; Membership of Corporation Committees – Members considered the updated membership of Corporation Committees provided at Appendix B to the paper; Review of Key Governance Documents – The Search and Governance Committee undertook the annual review of governance documents at its meeting on the 4th June 2020. The recommended changes were outlined in Appendix C to the paper for the Board's consideration and approval; Register of Business Interests (RBI) – The Clerk seeks a formal update of interests and declarations annually from all members. The revised and updated summary of RBI was provided as Appendix D to the paper for consideration and approval. <p>Members reviewed the contents of the paper and formally undertook the following:</p> <ul style="list-style-type: none"> Reviewed the contents of the paper and noted the current membership position outlined in Appendix A to the paper; Approved the recommendation of the S&G Committee that the Alton CQL Committee be disbanded; Approved the recommendation of the S&G Committee to re-appoint Michael Cripps as a Co-opted member on the Finance & Estates Committee for a second term of office from 31st October 2020 to the 30th October 2024; Noted the position regarding the memberships which were due to come under review during the 2020/2021 academic year and the related actions; Approved the Membership of Corporation Committees as outlined in Appendix B to the paper as recommended by the S&G Committee; Approved the updated Governance documents outlined in Appendix C to the paper; 	

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	<ul style="list-style-type: none"> Approved the updated Register of Business Interests outlined in Appendix D to the paper. 	
HSDC CORP 46/20	<p>Review of Committee Terms of Reference and Board Practice in the Context of the Code of Good Governance</p> <p>Members of the Board were aware that, each year, as part of the annual review and evaluation cycle, all Corporation Committees undertook a review of their own specific Terms of Reference and Annual Cycle of Business at the summer term meeting.</p> <p>In addition, the Clerk reminded members that the committees also completed an annual review of performance against the key criteria outlined in the Code of Good Governance. This year, the review against the key elements of the Code had been further developed to include the use of an evidence-based matrix to assess and validate compliance.</p> <p>Members noted that, during each of those reviews, members had considered how far the Board currently complied with the criteria outlined in the Code and had agreed actions to secure improvements where required. Those actions were outlined in a comprehensive action plan presented for Governors' consideration and approval. The Clerk advised members that progress against the action plan would be monitored on a termly basis by the Search and Governance Committee.</p> <p>Members of the Board formally undertook the following:</p> <ul style="list-style-type: none"> (i) Noted that all Corporation Committees had completed an evidence-based compliance assessment against the key responsibilities enshrined in the Code of Good Governance and it was the view of those Committees that the Board was largely compliant; (ii) Approved the proposed enhancements to secure improvement outlined in the action plan provided; (iii) Approved the proposed changes to the Terms of Reference and Annual Schedules of Business of the Corporation Committees; (iv) Approved the updated Scheme of Delegation for 2020/2021 provided as Appendix A to the paper. 	
HSDC CORP 47/20	<p>Outcomes of Governance Self-Assessment 2019/2020:</p> <p>Members of the Board received a paper on the Outcomes of the Governance Self-Assessment 2019/2020. The Clerk spoke to the report and drew the following to members' attention:</p> <ul style="list-style-type: none"> 12 responses had been received from a possible 13 which equated to a 92% return rate (compared to 40% in 2017/2018); The full analysis from the completed questionnaires was provided at Appendix B to the paper for Governors' consideration along with a summary sheet provided at Appendix A to the paper; All areas of the questionnaire had scored highly (between 90%-100%) with the exception of Section 7: Partnerships which had scored 67%. It was noted that this area would feature in the planned Governor Development sessions during 2020/2021; In addition, a number of other subtle themes had emerged from the analysis of the questionnaires. Proposed actions to address these issues, along with enhancements identified as part of the review of the Code of Good Governance, had been combined into a comprehensive action plan provided at Appendix C to the paper. It was proposed that the Search and Governance Committee monitor the progress against these actions on a termly basis; Where individual Governors had responded with 'don't know' or 'disagree', the Clerk would follow-up with the individual concerned to either arrange a one-to-one briefing session to address any knowledge gaps or to provide relevant information where required. 	<p>Action: Clerk</p> <p>Action: SLT/Clerk</p> <p>Action: Clerk</p>

Minute Number	Minute	Action
	Members of the Board reviewed and noted the contents of the paper and the analysis provided. Members considered how far the summary analysis provided reflected the Board's performance and agreed a self-assessment Grade 2 for Governance for the 2019/2020 year. In addition, members formally approved the Governance self-assessment action plan and agreed that progress against actions should be monitored on a termly basis by the Search and Governance Committee.	Action: Clerk & S&G Com
HSDC CORP 48/20	<p>Annual Report on the Use of the College Seal</p> <p>Members of the Board received the Annual Report on the Use of the College Seal. The Corporation had previously agreed that the Chair and the Principal should be generally authorised to authenticate the Seal of the Corporation and that the Corporation would receive an annual report detailing the occasions on which the Seal had been used, thereby, formally ratifying its use.</p> <p>Members reviewed the contents of the paper and noted the occasion when the Corporation Seal had been applied during 2019/2020 and formally ratified its use as authenticated by the Chair and the Principal.</p>	
HSDC CORP 49/20	<p>College Recognition and Reward Policy: College Recognition and Reward Scheme:</p> <p>The College had previously implemented a Recognition and Reward Scheme to enable all staff to recognise and appreciate colleagues' contribution in the workplace. An element of the Scheme is the Governors' Termly Award and, prior to the meeting, members were asked to consider the nominations and vote for a winner to receive the award.</p> <p>The Clerk reported that the vote had been the largest of the year and it had been unanimous. Barbara Cox was endorsed as the winner of the Governors' Summer Term Award.</p>	Action: Clerk
HSDC CORP 50/20	<p>Items for note and information:</p> <p>(i) Report of the HE Committee - Members of the Board received and noted the Report of the HE Committee and the issues discussed at the meeting held on the 1st June 2020;</p> <p>(ii) Report of the HR Committee – Members of the Board received and noted the Report of the HR Committee and the issues discussed at the meeting held on the 8th June 2020.</p>	
HSDC CORP 51/20	<p>Appointment of Vice-Principal Finance & Facilities: <i>(Staff Governors & Executive Officers withdrew for this item).</i></p> <p>Members of the Board received a strictly confidential paper which provided an update on the Appointment of the Vice-Principal Finance & Facilities. Due to the confidential nature of the contents of the paper and the related discussions, this item is recorded as a separate strictly confidential minute for Governors who are not Staff and Student only.</p>	
HSDC CORP 52/20	Corporation Calendar of meetings for 2020/2021 - Members of the Board received and formally approved the Calendar of meetings for the Corporation and its Committees for the 2020/2021 academic year.	Action: Clerk to publish
HSDC CORP 53/20	<p>AOB:</p> <p>(i) The Chair paid tribute to Ian Gibson, as this was his last meeting of the Board prior to completing his service on the 31st July 2020. Ian had served on the Alton College Board since 2001 and thanks and best wishes were extended to him, on behalf of all members, for his outstanding commitment and service to Alton and HSDC since merger, and for his continued contribution to the ESG as a co-opted member;</p> <p>(ii) The Chair notified members that Josie Nunn, Executive Assistant to the Principal was due to retire at the end of August. It was noted that an email, outlining ways in which Governors could communicate their best wishes for the future to Josie, would</p>	Action: Clerk

Minute Number	Minute	Action
	be circulated by the Clerk. The Chair recorded thanks to Josie, on behalf of the Board, for all the support she had provided to Governors during her time in the role.	
HSDC CORP 54/20	Date of next meeting – Members noted that, in accordance with the Corporation Calendar 2020/2021 approved under a previous agenda item, the next meeting of the full Corporation was scheduled to take place on Wednesday 16th September 2020 at 4.45pm.	

There being no other business, the meeting closed at 19.12 hrs

Signed:

Date:.....