

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
held on 6 July 2017 at 9.00 am

¹PRESENT Mrs E Bolton (S); Mrs Z Carter (E); Mr M Coombes (E); Miss C Duffy (St); Mr R Fawcett (E); Mr N Hopkins (E); Mr T Jackson (P); Mr S Morgan (E); Dr R Palmer (E); Mr G Rake (S); Miss A Robbins (St); Mr S Ward (E) (mins 133 to 153 and 223 to 234); Mr C Wilson (E).

In attendance: Ms S Grant, Vice Principal (mins 133 to 153 and 223 to 234)
Mr S Horrobin, Director of Finance
Mr M Simmons, Deputy Principal
Mrs S Willson, Clerk to the Corporation

APOLOGIES AND MEMBERSHIP

133. Apologies were received from Mr A Hoad.
134. The Chairman welcomed Mr Rake to his first meeting of the Board of Governors as Staff Governor.

DECLARATION OF INTERESTS

135. Tim Jackson and Roger Fawcett declared interests as directors of Andover Town Football Club Limited. There were no other interests to declare.

MINUTES

136. **Resolved** – that the minutes of the meetings held on 30 March 2017 (Part I and II) be confirmed as a correct record, with minor corrections, and signed by the Chairman.

Strategic Plan (Min 26/17)

137. The Deputy Principal responded to a Member's question to report that discussions in SE Asia were ongoing in relation to extending the zoo programme.

Insurance (Min 96/17)

138. The Director of Finance & Facilities confirmed that, in a possible future scenario where an individual committed violent damage on campus, this would only be treated by the College's insurance policy as an act of terrorism if it was defined as such by the Government.

CHAIRMAN'S REPORT

139. The Board had received the report of the Chairman which summarised activities he had undertaken since the previous meeting of the Board and upcoming events and matters requiring his consideration.

¹ (E) = External; (P) = Principal; (S) = Staff; (St) = Student

140. The Chairman commended the end of year ceremonies which had taken place on both campuses as a valuable opportunity to celebrate the achievements of the FE learners.
141. The Chairman noted that Ms Robbins would be completing her term as Student Governor in September and thanked her for her contribution to the Board.

COLLEGE HEALTHCHECK REPORT

142. The Board had received the latest College Healthcheck Report (no. 2017/03). There were no matters arising which were not covered on the agenda.

SAFEGUARDING

143. The Board had received the Safeguarding Report of the Deputy Principal for the academic year 2016/17. The report provided a summary of the actions taken in relation to safeguarding and Prevent and supplemented the regular reporting of safeguarding matters through the Healthcheck report and Wellbeing Committee minutes. The report also included the outcomes of the annual safeguarding audit which had been reported to the Hampshire County Safeguarding Children Board.
144. The Deputy Principal reported that the Strategic Leadership Team was confident that comprehensive and effective safeguarding practices existed within the College and that a culture of adherence to and continuous development of those practices had been established and was being maintained. College management was aware of the need to ensure the solid safeguarding infrastructure continued to be supported during a period of changes to key personnel with the current Head of Student Support leaving and the residential manager going on maternity leave.
145. A Member sought assurance about how the College dealt with a case such as a student on the sex offender list and the Deputy Principal confirmed that a full risk assessment was undertaken with social services prior to a student being enrolled in order to decide whether the necessary controls could be put in place to ensure that there was no risk to other learners.
146. Referring to a recent Link Governor visit to the Head of Student Support, a Member noted the increasing workload pressure in undertaking the relevant assessments, querying the impact on resourcing and funding. The Deputy Principal explained that the College received around 200 referrals each year of learners with an EHCP (Education, Health and Care Plan) which required assessment prior to enrolment, an action plan if enrolled and monitoring. Some included safeguarding concerns. College management were reallocating funding to resource a member of staff to focus on the EHCPs and free up some of the time of the Head of Student Support. Overall, although safeguarding resources were under pressure, specialist support was focused on the more serious cases with more general student care provided by the pastoral tutors.
147. The Principal drew the attention of the Board to Hampshire Safeguarding Children Board safeguarding audit report and the current approach taken by the College to the leadership and management of safeguarding, with the Principal taking the role of safeguarding lead on the Board. The Principal noted that there were different approaches taken across the sector, with some Colleges not having a lead governor at all and some nominating an external member of the Board, and sought the views of the Board as to the best approach going forward.
148. Members recognised that having a lead governor who was outside of the management structure could increase the perceived integrity of the governance of safeguarding in the

College, while noting that they had no knowledge of any actual concerns which suggested there was a need to change the current approach. On balance, Members agreed there were benefits to moving towards having an external governor in a lead safeguarding role on the Board, although safeguarding would remain the collective responsibility of the full Board and the management of safeguarding the responsibility of the Principal and the Deputy Principal (the Designated Senior Leader). It was suggested that the lead governor might be invited to attend meetings of the Wellbeing Committee.

149. **Resolved** – that the Clerk and the Deputy Principal develop a proposal for a Lead Safeguarding Governor role to be considered at the next meeting of the Board.

COLLEGE POLICIES

150. The Board had received the report of the Deputy Principal on the outcome of the reviews of a number of College policies.

151. The Board noted that, where appropriate, the Strategic Leadership Team (SLT) would ensure that underlying guidelines were also amended to reflect any changes agreed to the policies.

152. **Resolved** – that the following revised policies be approved:

- a. Accommodation Policy;
- b. Higher Education Academic Performance Policy.

153. **Resolved** – that authority be delegated to the Quality & Standards Committee to consider for approval:

- a. Curriculum Delivery & Quality Improvement Strategy;
- b. Policy and Procedures for Promoting Effective Learner Performance for students on Further Education Programmes;
- c. Policy and Procedures for Managing Learner/Student Conduct;
- d. Complaints (and other Feedback) Management Policy and Guidelines;
- e. SEND Policy.

PRINCIPAL'S REPORT AND STRATEGIC PLAN

154. The Board had received the report of the Principal providing an update on progress towards achieving the three-year objectives of the current Strategic Plan and against the annual milestones for 2016/17.

155. The Board noted key points in the report in relation to delivery of the curriculum (retention, English and Maths, the Pastoral Tutor role, work experience and mental health). The Board welcomed the award of Silver for the College's HE provision through the Teaching Excellence Framework and the commendation of the high levels of student satisfaction.

156. Responding to a Member's challenge as to whether the curriculum required further review in light of enrolments, the Deputy Principal explained that a course had been cancelled at Sparsholt College and several strands either reduced or not started at Andover College.

157. The Board noted the investment of £5-10k by the College in establishing a new company with other colleges, assisted by Landex, to provide an apprenticeship standards end point assessments service and that proposals would be brought to the Board for approval

should the set-up of the company proceed. The structure and governance of the company was still to be decided but Members expressed the view that College staff would need an appropriate degree of separation from the staffing of such a company.

158. The Board also noted the draft Heads of Terms between the College and AFC Bournemouth to develop a new arrangement which would replace the academy relationship with Southampton FC.
159. Discussing the proposed renegotiation of the lease with the University of Winchester for student accommodation, Members sought to ensure that the College derived best value for a revised lease.
160. **Resolved** – that College management renegotiate the current lease with the University of Winchester for rooms in university accommodation for HE students to reduce the financial risk to the College of unfilled rooms on the basis set out in the Principal's report and that the Resources Committee be delegated to approve any other changes.

STRATEGIC PLAN 2017-2020

161. The Board had received the draft Strategic Plan revised for the three year period 2017-20, including financial/commercial objectives, quality objectives and the Risk Register for 2017/18.
162. The Principal explained that it was proposed to merge and reword the College's overall Strategic Priorities, bringing the number from four to three. Following updates at the meeting on the Hampshire Centre for the Demonstration of Renewable Technologies, objectives 11 and 18 would be reworded.
163. **Resolved** – that the Mission, Values, three-year objectives, annual milestone objectives and key measures for the period 2017-20 be approved with the amendments agreed.
164. **Resolved** – that the Risk Register for 2017/18 be approved for inclusion in the Risk Management Plan to be submitted to the Board in October 2017.

FINANCE

165. The Board had received the report of the Director of Finance & Facilities proposing the two-year financial forecast for 2017/18 – 2018/19, including the budget for 2017/18, and the Financial Plan for submission to the Education & Skills Funding Agency (ESFA).
166. The Director of Finance & Facilities gave an overview of the draft budget for 2017/17 and forecast for 2018/19. It was noted that if the projected income and expenditure for 2018/19 proved to be correct, savings of £308k largely from staff savings, would be required in order to achieve the modest planned surplus of £150k. Responding to a Member's question, the Director of Finance & Facilities confirmed that 2018/19 also included the risk of forecast income and savings on gas fuel costs from the AD plant, totalling £160k, not being delivered.
167. Asked by a Member whether the cashflow position in March 2018 should concern the Board, the Director of Finance & Facilities explained that further income was expected from the property sales and that the cashflow forecast would in any case be kept under review.
168. Responding to a Member's question about the management of asbestos referred to under the capital expenditure summary, the Principal explained that the College had

removed asbestos where necessary and that there was a managed plan in place to ensure safety in relation to other asbestos on the campuses.

169. The Director of Finance & Facilities noted the accounting position in relation to ESF income and that the income and expenditure in the budget would be updated once the accounting treatment had been finalised with the College's auditors.

170. **Resolved – that:**

- a. a budget for 2017/18 be approved which shows a surplus of £302,000 before FRS 17 and FRS 102 pension charges or credits and the FRS 102 impact of interest SWAPs, and where the College's underlying operating cash flow is positive for 2017/18;
- b. a budget for 2018/19 be approved which shows a surplus of £150,000 before FRS 17 and FRS 102 pension charges or credits and the FRS 102 impact of interest SWAPs;
- c. a 2017/18 provision for £1.023 million (excluding the Hampshire Centre for the Demonstration of Renewable Technologies and the Equine Stables but including VAT) of capital spend be approved;
- d. the Financial Plan for submission to the ESFA support the College's Strategic Plan and that the Budget and the Financial Plan are aligned and demonstrate the solvency of the College.

FINANCIAL REGULATIONS & PROCUREMENT POLICY

171. The Board had received the revised Financial Regulations (Parts 1 and 2) and the Procurement Policy.

172. The Director of Finance & Facilities summarised the key proposed changes, including explaining the introduction of Treasury management protocols to enable the College to achieve greater value for money from its cash investments while maintaining the same, or lower, level of risk.

173. The Chairman proposed that the new Treasury management approach be approved on the basis that the Director of Finance & Facilities bring a report on its implementation to the Resources Committee to review after a year.

174. The Principal also sought the approval of the Board to include in the Financial Regulations (Part 2) a requirement for members of staff who fulfil duties relating to funding from the Disabled Students Allowance (DSA) in supporting the HE student community to complete an HE Register of Interest, which would be subject to external audit by the DSA Quality Assurance Group.

175. **Resolved** – that revised Financial Regulations (Part 1 and 2), with the additional change of the introduction the HE Register of Interests, and the Procurement Policy be approved on the basis that the new Treasury management protocols be reviewed by the Resources Committee after one year.

AUDIT

176. The Board had received the minutes of the Audit Committee meeting held on 8 June 2017 and the proposed Internal Audit Plan for the year ending 31 July 2018 and External Audit Planning Memorandum for the year ending 31 July 2017.

177. The Chair of the Audit Committee reported discussions of the Internal Audit Plan and External Audit Planning Memorandum at the Audit Committee.
178. **Resolved** – that the Internal Audit Plan for the year ending 31 July 2018 and External Audit Planning Memorandum for the year ending 31 July 2017 be approved.
179. The Chair of the Audit Committee also highlighted the report received by the Audit Committee from College management which had provided additional assurance in relation to the risk of flooding and internet security and the progress in relation to the audit of IT disaster recovery planning.
180. The Audit Committee had discussed the format of the Risk Management Plan, incorporating the Risk Register Dashboard and Assurance Report, which had been developed over 2016/17 and recommended it as an effective format for risk management reporting for 2017/18.
181. Finally, the Chair of the Audit Committee confirmed that RSM had been re-appointed as the College's internal auditors following a satisfactory conclusion to the correspondence with the RSM Partner regarding the service provided by the auditors.

CURRICULUM, EMPLOYERS & MARKET REQUIREMENTS COMMITTEE

182. The Board had received the unconfirmed minutes of the meeting of the Curriculum, Employers & Market Requirements Committee (CEMR) held on 25 May 2017, together with the College's Curriculum Plan for 2017/18-2019/20.
183. The Chair of CEMR reported that the Committee had endorsed the scope and ambition of the three year curriculum plan and noted that it was provided to the Board for information and to provide all Members with the opportunity to see and question the direction of the College's curriculum. The Chair noted the balance which the Committee had discussed with the Deputy Principal between what future students wanted to study, the skills needs of employers and the core strengths of the College. This had included a discussion of the best ways to identify the needs of employers, now and in the future.
184. The Deputy Principal highlighted the planned developments in HE at Andover College, including consolidating the HNC in Performing Arts and cautiously exploring new areas related to digital arts and communications.

RESOURCES COMMITTEE

185. The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 15 June 2017 (Parts I and II), together with additional information in relation to staff pay.
186. The minutes were introduced by the Vice Chairman, who had chaired the Resources Committee meeting in the absence of the Chairman.

Human Resources

187. The Principal introduced the report with supplementary information on pay options and costs. The Chairman noted the disappointment of the Board that an all staff salary increase was not affordable at the current time due to the need to safeguard the overall financial sustainability of the College and agreed that the option of a bonus payment should be considered instead.

Property Strategy

188. The Chairman reported some questions about the strategy which had been provided to him by an absent Member in advance of the meeting and the Principal agreed to investigate and to revise the Property Strategy where appropriate.
189. The Chairman noted the need for the College to continue horizon scanning in relation to development of the College estate, for example increased use of electric cars or opportunities for commercial battery storage, and to keep under review the ratio of spend on maintenance.
190. **Resolved** – that the Property Strategy be approved with amendments to reflect the latest position regarding the Hampshire Centre for the Demonstration of Renewable Technology and points from the discussion.

SEARCH COMMITTEE

191. The Board had received the unconfirmed minutes of the meetings of the Search Committee held on 27 April 2017 (Part 1 and Part 2) and 21 June.
192. The Clerk reported that re-appointment surveys for Neil Hopkins and Chris Wilson had been completed by Members of the Board and had all Members had been supportive of the two members being re-appointed for a second term of office.
193. **Resolved** – that Neil Hopkins and Chris Wilson be re-appointed for a second four year term of office as Members of the Board of Governors from 11 July 2017.
194. **Resolved** – that Susan Shaw be re-appointed as a Co-opted Member of the Resources Committee for a further term of office of one year from 1 August 2017.
195. **Resolved** – that the current Chairs of the Audit (Chris Wilson), Curriculum, Employers & Market Requirements (Simeon Morgan), Quality & Standards (Neil Hopkins) and Remuneration (Roger Fawcett) be re-appointed for the year 2017/18.
196. With reference to the outcomes of the recruitment process for the two vacancies on the Board for external Members, the Chairman reported that the Search Committee had been mindful of the Board's aim to increase the diversity of Board members with respect to the gender balance of members better reflecting the College community, as set out in the Single Equality Scheme. While recognising that specific efforts had been made to attract female candidates, the Chairman asked the Clerk to reflect on further actions that could be taken in future recruitment campaigns.
197. **Resolved** – that Thomas Floyd and Adrian Owen be appointed as Members of the Board of Governors from 7 July 2017 for a term of office of four years respectively.

WELLBEING COMMITTEE

198. The Board had received the unconfirmed minutes of the meeting of the Wellbeing Committee held on 14 June 2017 and the revised Health & Safety Policy and Work Placement Policy and the new Policy for Managing Unreasonable Contact and Customer Behaviour.
199. The Principal explained the proposed policy to make the College on both campuses non-smoking, except in designated smoking areas. As previously reported to the Board, the option of a total ban on smoking had been assessed but College management had concluded that it would be unenforceable given the physical nature and location of the campuses.

200. The Principal reported the most recent land-based industry fatalities statistics which would be added to his forward in the Health & Safety Policy to reinforce the need to maintain a strong health and safety culture, policy and practices.
201. Asked by a Member if the crisis management processes were tested and communicated to staff, the Principal explained that the occurrence of small instances, such as power loss, gave opportunities to test the processes. There was more work being done to develop systems for use in the case of external threats, in the form of lock-down procedures, and these would be incorporated in the Health & Safety Policy and Procedures.
202. A Member of the Audit Committee reported that disaster recovery in relation to IT had been audited and that the Committee had discussed wider disaster recovery as a potential area for a future audit in relation to risk management.
203. **Resolved** – that the revised Health & Safety Policy and Procedures be approved.
204. The Deputy Principal introduced the new Policy for Managing Unreasonable Contact and Customer Behaviour, explaining that there had been an increase in the number of incidents where behaviour or language used towards members of staff had, or had been perceived, to threaten their personal safety or otherwise be unacceptable. The policy had been devised to support the College's duty of care towards its members of staff and to provide a clear and transparent process for managing unreasonable contact and behaviour.
205. **Resolved** – that the Policy for Managing Unreasonable Contact and Customer Behaviour be approved.
206. The Principal introduced the updated Work Placement Policy.
207. **Resolved** – that the revised Work Placement Policy be approved.

ANDOVER TOWN FOOTBALL CLUB LIMITED

208. The Board had received the minutes of the Andover Town Football Club Limited (ATFC Ltd) Board of Directors meeting held on 12 May 2017.
209. The Principal drew the attention of the Board to the projected end of year financial outcome of ATFC Ltd which was expected to be a deficit of £12,767. There had been a gain to the College of c£5k through letting of the stadium carpark which did not show in the ATFC Ltd accounts.
210. The Principal explained the proposed changes to the composition of the ATFC Ltd board of directors which were intended to continue to strengthen the operation of the Club and support the Playing Chairman, as well as retaining the core relationship with and oversight of the College.
211. **Resolved** – that the revised composition of the Andover Town Football Club Limited Board of Directors be approved as:
 - Chairman of Andover Town FC Ltd and College Principal
 - College senior leader with responsibility for ATFC Ltd financial affairs
 - College senior leader with knowledge of the Sport/Football curriculum and operation of ATFC
 - Sparsholt Football Academy Manager
 - Member of College Board of Governors
 - Member of Test Valley Borough Council

- Chair of Andover Town FC Youth
- Playing Chairman of ATFC
- Director representing the local community

212. The Director of Finance & Facilities sought the approval of the Board to open a bank account for ATFC Ltd in order to comply with FA requirements. Financial controls would be in place to ensure the existence of the bank account did not increase the financial risks to ATFC Ltd or the College.

213. **Resolved** – that a bank account be opened for Andover Town Football Club Limited.

GOVERNANCE

214. The Board had received the report of the Clerk updating on governance matters and appointments to the Board. The Clerk noted that governors had completed the annual performance reviews for the Chairman and Vice Chairman and that these had been unanimously supportive of the Chairman and Vice Chairman continuing in post.

215. **Resolved** – that the membership of the Resources Committee be extended by one member and that the terms of reference be revised to reflect this.

216. **Resolved** – that Tom Floyd be appointed as a member of the Resources Committee and that Adrian Owen be appointed as a member of the Audit Committee.

217. **Resolved** – that the continuing appointment of the Chairman and Vice Chairman for 2017/18 be confirmed.

218. **Resolved** – that the proposed changes to the terms of reference of the Audit, Curriculum, Employers & Market Requirements, Quality & Standards and Remuneration; the Standing Orders; and the Search Committee terms of reference be approved in relation to appointments of Chairs of committees.

AREA REVIEW WORKING GROUP

219. The Board had received the confidential minutes of the final meeting of the Area Review Working Group held on 3 July 2017 which had included a discussion of the Area Review process and outcomes.

220. The Chairman highlighted the key points of the review discussion and noted the considerable amount of work undertaken by those involved in the Area Review process.

221. Confidential items discussed are recorded separately. The meeting closed at 1.20 pm.